

PROXY FOR THE GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON 30 APRIL 2015 AT 11:00 AM

IMPORTANT: In order to be valid, the proxy must be fully completed, dated and signed and must reach UCB SA/NV no later than 24 April 2015, 15:00 CET in the manner described in the convening notice. Proxies arriving late or not complying with the required formalities will be rejected.

The undersigned [*name and first name/name of the company*]

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residing at/with its registered office at

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owner of [*number of shares being represented*] shares in UCB SA/NV ("UCB"), hereby appoints as a proxy holder:

1. Mrs./Mr., residing at; or
2. Mrs. Rita De Brabandere, LUMI Technologies BVBA – Provinciaal 54 – 2870 Breendonck (with full power of substitution);

Please note that the proxy holder mentioned under no 2 is an independent proxy holder, proposed for your convenience. She will vote in your name and as you instruct her to vote. In case you prefer to appoint your own proxy holder, please cross out no 2 and fill out the name and address of your designated proxy holder under no 1. It is recommended not to appoint as proxy holder, UCB or one of its affiliates, a member of the Board or Executive Committee or any employee of UCB or its affiliates, or any person related thereto, since these persons will be considered to have a conflict of interest in accordance with the applicable rules of the Belgian Company Code in the absence of specific voting instructions. To avoid such a conflict of interest, these persons will, as a rule, not accept proxies without specific voting instructions.

to represent him/her at UCB's General Meeting of Shareholders, which will be held on Thursday, 30 April 2015, at 11:00 CET at UCB's registered office and to vote or abstain in his/her name on all the matters shown in the below agenda. This proxy is irrevocable.

Please provide your voting instructions for each resolution proposed by the Board of Directors in the checkboxes below, mentioning clearly the number of shares with which you vote in each case.

If you do not provide for voting instructions in the checkboxes below, you will be deemed to have given a voting instruction in favor of the resolutions proposed by the Board of Directors.

In case new items or proposals of resolution are put on the agenda pursuant to article 533ter of the Belgian Companies Code, the Company will make available an updated proxy form as soon as the amended convening notice is published (at the latest on 15 April 2015). The Company strongly recommends you to use the updated proxy form.

If you do not provide the Company with an updated proxy form, you will be deemed to have authorized your proxy holder to vote on the additional resolutions and to have given instructions to vote (i) in favor of the possible additional resolutions proposed by the Board of Directors, and (ii) with respect to the other additional proposed resolutions, as recommended by the Board of Directors of the Company.

ORDINARY PART

- 1. Report of the Board of Directors on the annual accounts for the financial year ended 31 December 2014
- 2. Report of the statutory auditor on the annual accounts for the financial year ended 31 December 2014
- 3. Communication of the consolidated annual accounts of the UCB Group relating to the financial year ended 31 December 2014
- 4. Approval of the annual accounts of UCB SA/NV for the financial year ended 31 December 2014 and appropriation of the results

Proposed resolution:
The General Meeting approves the annual accounts of UCB SA/NV for the financial year ended 31 December 2014 and the allocation of the results reflected therein, including the approval of a gross dividend of EUR 1.06 per share^().*

^(*) The UCB shares held by UCB SA/NV (own shares) are not entitled to a dividend. Therefore, the aggregate amount to be distributed to the shareholders may fluctuate depending on the number of UCB shares held by UCB SA/NV (own shares) on the dividend approval date.

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| <u>FOR</u> | | <u>AGAINST</u> | | <u>ABSTAIN</u> | |
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5. Approval of the remuneration report for the financial year ended 31 December 2014

Proposed resolution:
The General Meeting approves the remuneration report for the financial year ended 31 December 2014.

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| <u>FOR</u> | | <u>AGAINST</u> | | <u>ABSTAIN</u> | |
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6. Discharge in favour of the directors

Proposed resolution:
The General Meeting grants discharge to the directors for the performance of their duties during the financial year ended 31 December 2014.

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| <u>FOR</u> | | <u>AGAINST</u> | | <u>ABSTAIN</u> | |
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7. Discharge in favour of the statutory auditor

Proposed resolution:
The General Meeting grants discharge to the statutory auditor for the performance of his duties during the financial year ended 31 December 2014.

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| <u>FOR</u> | | <u>AGAINST</u> | | <u>ABSTAIN</u> | |
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8. Appointments of Directors

Proposed resolutions:

8.1. *The General Meeting renews the appointment of Mr. Gerhard Mayr as director for a term of four years until the close of the annual General Meeting of 2019.*

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| <u>FOR</u> | | <u>AGAINST</u> | | <u>ABSTAIN</u> | |
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8.2. *The General Meeting renews the appointment of Mrs. Evelyn du Monceau as director for a term of four years until the close of the annual General Meeting of 2019.*

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| <u>FOR</u> | | <u>AGAINST</u> | | <u>ABSTAIN</u> | |
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8.3. A) *The General Meeting renews the appointment of Mr. Norman J. Ornstein as director for a term of four years until the close of the annual General Meeting of 2019.*

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| <u>FOR</u> | | <u>AGAINST</u> | | <u>ABSTAIN</u> | |
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B) The General Meeting acknowledges that, from the information made available to the Company, Mr. Norman J. Ornstein qualifies as an independent director according to the independence criteria provided for by article 526ter of the Belgian Companies Code and the applicable corporate governance rules and appoints him as independent director.

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8.4. *The General Meeting appoints Mr. Cyril Janssen as director for a term of four years until the close of the annual General Meeting of 2019.*

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| <u>FOR</u> | | <u>AGAINST</u> | | <u>ABSTAIN</u> | |
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8.5. A) *The General Meeting appoints Mrs. Alice Dautry as director for a term of four years until the close of the annual General Meeting of 2019.*

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| <u>FOR</u> | | <u>AGAINST</u> | | <u>ABSTAIN</u> | |
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B) The General Meeting acknowledges that, from the information made available to the Company, Mrs. Alice Dautry qualifies as an independent director according to the independence criteria provided for by article 526ter of the Belgian Companies Code and the applicable corporate governance rules and appoints her as independent director.

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| <u>FOR</u> | | <u>AGAINST</u> | | <u>ABSTAIN</u> | |
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9. Statutory Auditor – renewal of the mandate

Proposed resolution:

Upon the proposal of its Audit Committee and upon presentation by the Works Council, the General Meeting renews the appointment of PwC Bedrijfsrevisoren BCVBA / Reviseurs d'Entreprises SCCRL, having its registered office at 1932 Sint-Stevens-Woluwe, Woluwedal 18, as statutory auditor for a term of three (3) years, up to and including the General Meeting convened to decide on the annual accounts for the financial year ended 31 December 2017. The permanent representative of PwC Bedrijfsrevisoren BCVBA / Reviseurs d'Entreprises SCCRL will be the SC SPRL Romain Seffer, represented by Mr. Romain Seffer, registered auditor. The statutory auditor’s annual fee, for the audit of the annual and consolidated accounts, is fixed at EUR 417,750 (plus VAT, out-of-pocket expenses and the IRE/IBR fee).

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| <u>FOR</u> | | <u>AGAINST</u> | | <u>ABSTAIN</u> | |
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SPECIAL PART

10. Program of free allocation of shares

This approval requested from the Meeting is not required by law but is sought in order to ensure transparency and in accordance with the Belgian Code of Corporate Governance 2009.

Proposed resolution:

The General Meeting approves the decision of the Board of Directors to allocate an estimated number of 956,000 free shares:

- *of which an estimated number of 806,000 shares to eligible employees, namely to about 1,470 individuals (excluding new hires and promoted employees up to and including 1 April 2015), according to the applicable allocation criteria. These free shares will be allocated if and when the eligible employees are still employed within the UCB Group 3 years after the grant of awards;*
- *of which an estimated number of 150,000 shares to Upper Management employees under the Performance Share Plan, namely to about 50 individuals, according to the applicable allocation criteria. These free shares will be delivered after a 3 year vesting period and the number of shares actually allocated will vary from 0% to 150% of the number of shares initially granted depending on the level of achievement of the performance conditions set by the Board of UCB SA/NV at the moment of grant.*

These estimated figures do not take into account employees hired or promoted to eligible levels between 1 January 2015 and 1 April 2015.

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| <u>FOR</u> | | <u>AGAINST</u> | | <u>ABSTAIN</u> | |
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11. Change of control provisions - art. 556 Companies’ Code – EMTN Program

Pursuant to Article 556 of the Belgian Companies’ Code, the General Meeting is solely competent to approve change of control clauses whereby third parties are granted rights affecting the assets of the Company or causing a debt or an undertaking for the Company, whenever the exercise of such rights depends on the launch of a public take over on the shares of the Company or a change of control thereof.

UCB SA/NV has entered into a Euro Medium Term Note Program dated 6 March 2013, as amended and restated on 10 March 2015, and as may be further amended, extended or updated from time to time, for an amount of € 3,000,000,000 (the "EMTN Program"). The terms of the EMTN Program provide for a change of control clause (condition 6 (e) (i)) under which, for any of the Notes issued under the EMTN Program where a change of control put is included in the relevant final terms, any and all of the holders of such notes can, in certain circumstances, require UCB SA/NV, following a change of control of UCB SA/NV, to redeem that Note upon exercise of the change of control put for a value equal to the put redemption amount increased with, if appropriate, interest accrued until the date of exercise of

the change of control put, (all as more particularly described in the Base Prospectus of the EMTN Program). In accordance with said Article 556 of the Belgian Companies Code, this clause must be approved by the General Meeting.

Proposed resolution:

Pursuant to article 556 of the Companies Code, the General Meeting approves:

- (i) (i) condition 6 (e) (i) of the Terms and Conditions of the EMTN Program (Redemption at the Option of Noteholders – Upon a Change of Control (Change of Control Put)), in respect of any series of notes to which such condition is made applicable being issued under the Program from 25 April 2015 until 30 April 2016, under which any and all of the holders of the relevant notes can, in certain circumstances when a change of control of UCB SA/NV occurs, require UCB SA/NV to redeem that note on the change of control put date at the put redemption amount together, if appropriate, with interest accrued to that change of control put date, following a change of control of UCB SA/NV; and*
- (ii) any other provision of the EMTN Program or notes issued under the EMTN Program granting rights to third parties which could affect an obligation on UCB SA/NV where in each case the exercise of these rights is dependent on the occurrence of a change of control.*

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| <u>FOR</u> | | <u>AGAINST</u> | | <u>ABSTAIN</u> | |
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Place and date: 2015

Name¹:

Position:

Legal entity:

Signature²:

We would appreciate it if you could provide us with a telephone number and/or an e-mail address where we can reach you if necessary:

Tel:

E-mail:

¹ Please note that in case a company is being represented, the signatory of the proxy warrants that he/she is duly empowered and mandated to represent the company and that he is able to provide supporting documentation thereof.

In case this proxy is given on behalf of one or more shareholders, the signatory of this proxy warrants that he/she is duly empowered and mandated to sign this proxy on behalf of such shareholder(s), that the voting instructions reflected in this proxy (with respect to both the current resolutions proposed by the Board of Directors and the possible additional resolutions) accurately reflect the voting instructions of these shareholder(s) and that he/she will hold underlying evidence for a minimum period of 12 months, as required by Belgian law.

² Should be preceded by the hand-written words "Good for proxy".