

# EXECUTION VERSION

Final Terms dated 31 March 2015

UCB SA

Issue of €350,000,000 1.875 per cent. Notes due 2 April 2022  
under the EUR 3,000,000,000 Euro Medium Term Note Programme

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 10 March 2015 which constitutes a base prospectus (the “**Prospectus**”) for the purposes of the Prospectus Directive 2003/71/EC (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus has been published on the Issuer’s website.

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|-----|---|---|
| 1.  | Issuer:   | UCB SA  |
| 2.  | (i) Series Number:                                  | 5   |
|     | (ii) Tranche Number:                                | 1   |
|     | (iii) Date on which the Notes become fungible:      | Not Applicable  |
| 3.  | Specified Currency or Currencies:                   | Euro (€)  |
| 4.  | Aggregate Nominal Amount:                           |   |
|     | (i) Series:   | €350,000,000  |
|     | (ii) Tranche:                                       | €350,000,000  |
| 5.  | Issue Price:  | 99.877 per cent. of the Aggregate Nominal Amount  |
| 6.  | (i) Specified Denominations:                        | €100,000  |
|     | (ii) Calculation Amount:                            | €100,000  |
| 7.  | (i) Issue Date:                                     | 2 April 2015  |
|     | (ii) Interest Commencement Date:                    | Issue Date  |
| 8.  | Maturity Date:                                      | 2 April 2022  |
| 9.  | Interest Basis:                                     | 1.875 per cent. Fixed Rate<br>(further particulars specified below)   |
| 10. | Redemption Basis:                                   | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11. | Put/Call Options:                                   | Issuer Call<br>Change of Control Put  |
| 12. | Date Board approval for issuance of Notes obtained: | 26 February 2015  |

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### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 1.875 per cent. per annum payable in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 2 April in each year up to and including the Maturity Date
- (iii) Fixed Coupon Amount: €1,875 per Calculation Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 2 April in each year
- (vii) Ratings Step-up/Step-down: Not Applicable
14. **Floating Rate Note Provisions** Not Applicable
15. **Zero Coupon Note Provisions** Not Applicable

### PROVISIONS RELATING TO REDEMPTION

16. **Issuer Call** Applicable
- (i) Optional Redemption Date(s): Any Target Business Day (as defined under Condition 4 (a)) between the Issue Date and the Maturity Date
- (ii) Optional Redemption Amount(s) of each Note
- Reference Bond: CA Selected Bond: German *Bundesobligationen*
- Quotation Time: 11.00 am CET
- Optional Redemption Margin: 0.50 per cent.
- Reference Rate Determination Date: The second Target Business Day preceding the date on which notice of the exercise of the Issuer Call is given by the Issuer to Noteholders in accordance with Condition 5 (d) (i) (A)
- Floor: 101 per cent. of the Calculation Amount
- (iii) If redeemable in part: Not applicable
17. **Change of Control Put Option:** Applicable
- (i) Change of Control Resolution Approval Deadline: Not Applicable
- (ii) Change of Control Step-Up Margin: Not Applicable
- (iii) Put Redemption Rate: MIN (101 per cent.;  $99.877 \text{ per cent.} \times \text{Exp} (T \times 0.74720148386\%)$ ), rounded down to the 9<sup>th</sup> decimal, where:
- (a) “**Exp**” means the exponential function meaning the function  $e^x$ , where  $e$  is the number (approximately 2.718) such that the function  $e^x$  equals its own derivative; and
- (b) “**T**” means the time, expressed in decimals of a year,

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- elapsed from (and including) the Issue Date until (and including) the Early Redemption Event
18. **Investor Put** Not Applicable
19. **Final Redemption Amount of each Note** €100,000 per Calculation Amount
20. **Early Redemption Amount**  
Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption: €100,000 per Calculation Amount

### GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. **Form of Notes:** **Dematerialised Notes**
22. **Financial Centre(s):** Not Applicable

### THIRD PARTY INFORMATION

The Issuer accepts responsibility for the information contained in these Final Terms. Signed on behalf of UCB SA:

By: .....  
Duly authorised

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## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Brussels with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: €4,600 (excl.VAT)

### 2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in “Subscription and Sale” in the Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 3. YIELD

1.894 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 4. OPERATIONAL INFORMATION

ISIN Code:	BE0002488634
Common Code:	121442108
Any clearing system(s) other than NBB Clearing System and the relevant addresses and identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable

### 5. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
- |   |  |             |
|---|--|-------------|
| (A) Names and addresses of Managers and underwriting commitments: | <b>Banca IMI S.p.A.</b><br>Largo Mattioli 3<br>20121 Milan<br>Italy          | €64,200,000 |
|   | <b>BNP Paribas</b><br>10 Harewood Avenue<br>London NW1 6AA<br>United Kingdom | €64,400,000 |

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**Merrill Lynch International** €64,200,000  
2 King Edward Street  
London EC1A 1HQ  
United Kingdom

**Mizuho International plc** €64,200,000  
Bracken House  
One Friday Street  
London EC4M 9JA  
United Kingdom

**Société Générale** €64,200,000  
Tours Société Générale  
17 cours Valmy  
92987 Paris La Defense Cedex  
France

**DNB Markets, a division of DNB Bank ASA** €9,600,000  
Dronning Eufemias Gate 30  
N-0021 Oslo  
Norway

**KBC Bank NV** €9,600,000  
Havenlaan 12  
B-1080 Brussels  
Belgium

**SMBC Nikko Capital Markets Limited** €9,600,000  
One New Change  
London EC4M 9AF  
United Kingdom

(B) Date of Subscription Agreement: 31 March 2015

(C) Stabilising Manager(s) if any: BNP Paribas

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|--|--|
| (iii) If non-syndicated, name and address of Dealer:   | Not Applicable                                     |
| (iv) US Selling Restrictions (Categories of potential investors to which the Notes are offered): | Reg. S Compliance Category 2; TEFRA not applicable |