

UCB

public limited liability company

With registered office at Anderlecht (1070 Brussels), Allée de la Recherche 60

Judicial district of Brussels

Companies number 0403.053.608

Companies Register Brussels, French section

Incorporated pursuant to a notarial deed of the public notary Edouard Van Halteren, residing in Brussels, on May 26th 1925, published in the appendices to the *Moniteur belge* [Belgian Official Journal] of fifteen/sixteen June under number 7798.

The articles of association have been amended for the last time to a notarial deed of the notary Damien HISETTE, associate notary in Brussels, on April 26th 2018, published in the appendices to the *Moniteur belge* [Belgian Official Journal] under number 2018-05-29 / 0083477.

**ADAPTATION TO THE COMPANIES 'AND ASSOCIATIONS CODE
AMENDMENT OF THE ARTICLES OF ASSOCIATION
RENEWAL OF THE AUTHORIZED CAPITAL
AUTHORIZATION TO ACQUIRE OWN SHARES**

IN THE YEAR TWO THOUSAND TWENTY.**On April thirtieth,****In front of Damien HISETTE**, associate notary in Brussels (fourth administrative district), member of "Van Halteren, Notaires Associés », in 1000 Brussels, rue de Ligne 13.

In Anderlecht (1070 Bruxelles), Allée de la Recherche, 60.

Was held the extraordinary general meeting of the shareholders of the public limited liability company UCB, having its registered office at Anderlecht (1070 Brussels), Allée de la Recherche 60, hereafter named the '*Company*'.**-* BUREAU *-**

The meeting is opened at 11.20 under the chairmanship of Mrs. Evelyn du MONCEAU, residing at [...], in presence of the notary.

The Chair appoints as secretary Mr. Xavier MICHEL, residing at [...].

The Chair appoints as scrutinizers:

- Mr. Jeroen De Schauwer, residing at [...]; and,
- Mrs. Aurélie Van Ruysevelt, residing at [...].

-* Composition of the meeting *-

Mrs. Rita Baeyens, residing at [...], independent proxyholder designated by the Board of Directors, is present. She represents at the meeting the shareholders whose identity and the number of shares they hold, are recorded in the attached attendance list, that is signed by all the independent proxyholder, the members of the bureau and the public notary. The attendance list also mentions the shareholders who have cast their vote by correspondence. The proxies and the forms for voting by correspondence mentioned in aforementioned list are attached to these minutes.

Mr. Jean-Christophe TELLIER, CEO, and Mr. Pierre GURDJIAN, Vice-Chairman of the Board of Directors, Mrs. Viviane Monges, independent director and member of the audit committee, and the statutory auditor, Mr. Romain Seffer, attend this meeting by videoconference.

-* Statement of the Chair *-

The Chair states that :

- I. Royal Decree No. 4 laying down various provisions relating to co-ownership and company and association law in the context of the fight against the Covid-19 pandemic of 9 April 2020 (hereinafter the "Royal Decree No 4").

The Chair of the Board of Directors recalls the exceptional context in which this meeting is held and had to be organized due to the crisis caused by the pandemic of Corona Virus (Covid-19) and the exceptional measures taken by public authorities to prevent the further spread of the virus.

Considering that it was essential to respect these exceptional measures and that it was not possible for UCB to guarantee the holding of a physical meeting without compromising the health of its participants and without risk of contamination, the Board of Directors has decided, on 10 April 2020, to maintain its meeting on the date foreseen in the company's articles of association, but applying article 6 of Royal Decree No. 4. This decree allows the organization of a general meeting behind closed doors, whereby the physical presence of the shareholders, proxyholders or other persons normally entitled to participate in the General Meeting is not authorized.

In order to implement this decree, UCB published on 10 April 2020 a press release describing the updated and adapted terms and conditions relating to participation and exercise of the right to vote during this General Meeting, in accordance with the aforementioned Royal Decree No. 4:

- the shareholders were thus invited to participate in the General Meeting and to cast their vote either by correspondence or by proxy given to the independent proxyholder designated by the Board of Directors, i.e. Mrs. Rita Baeyens.

the shareholders were also authorized to submit their questions in writing only and prior to the General Meeting. The Company did not validly receive from shareholders written questions within the time limits prescribed prior to this general meeting.

II. Agenda.

The present meeting has the following agenda :

1. **Implementation of the Belgian Code of Companies and Associations**

On 4 April 2019, the law of 23 March 2019 introducing the Belgian Code of Companies and Associations ('BCCA') was published in the Official Belgian State Gazette, replacing the Belgian Companies Code of 1999 and of which the mandatory provisions entered into force for existing companies on 1 January 2020. As a result, UCB SA/NV is required by law to adapt and align its Articles of Association to the new provisions of the BCCA and is therefore submitting the following changes to the approval of this Extraordinary Shareholders Meeting. These changes are required to align our Articles of Association either to the new terminology or the new mandatory rules of the BCCA or to refer to the appropriate section of the new BCCA or other applicable legislation. Notably, the last sentence of article 32 of the Articles of Association must be amended to reflect the new rule of the article 7:126 of the BCCA according to which a shareholders meeting can be convened at the request of shareholder(s) holding at least 10% of the capital (instead of 20% previously). The Board confirms that there is no change to the "one share one vote" principle included in article 38 of the Articles of Association. The full coordinated version of the articles of association is available on the internet site of the Company <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2020>.

Proposed resolution:

The General Meeting resolves to amend the Articles of Association of the Company to implement the new Belgian Code of Companies and Associations and, in particular, to



implement the mandatory provisions, and linguistic or technical adjustments required by the BCCA, as follows:

- Removal of the second paragraph in article 1.
 - Replacement of the first paragraph of article 2 by following text: *“The registered office is located in the Brussels Capital Region, at Anderlecht (1070 Brussels), Allée de la Recherche, 60.”*, replacement of the second paragraph of article 2 by following text: *“The registered office can be transferred to any other place in Belgium by decision of the Board of Directors, in accordance with applicable legal provisions.”*
 - Replace the word “doel” by “voorwerp” in the title of chapter I and in the first sentence of article 3 (only in Dutch version of the bylaws).
 - Removal of the words “of the company” in article 5.
 - Replacement of article 7 by following text: *“When the increase in capital approved by the Board of Directors includes a share premium, the amount of such premium, after any deduction of costs, shall be allocated in full to a reserve account designated “Share premium account.”*
 - Add the following words in fine of second paragraph of article 8 and in fine of first paragraph of article 10: *“..., in accordance with applicable legal provisions of the Belgian Code of Companies and Associations.”*
 - Replacement of article 12 by following text: *“The rights and obligations attached to a share shall remain attached to such share no matter who holds it. Possession of a share implies adhesion to the Articles of Association of the company and to the decisions of the General Meeting and of the Board of Directors, or in general to those taken in compliance with these Articles of Association. The Company and its direct subsidiaries may acquire the Company’s shares if the General Meeting has authorized such acquisition in accordance with the Belgian Code of Companies and Association or, without such an authorization in the specific instances set out in the aforementioned Code. The indirect subsidiaries of the Company may acquire the Company’s shares under the conditions of the Belgian Code of Companies and Associations. The Company and its direct and indirect subsidiaries may dispose of the Company’s shares under the conditions of the Belgian Code of Companies and Associations.”*
- Replacement of the second sentence of article 13 by the following text: *“If several persons have rights to the same share, the company can suspend the exercise of the voting rights appertaining to it, until such time as one person only shall be designated as the holder of the voting rights of the share vis-à-vis the company.”*
- Removal of the words “cash vouchers or” in the first paragraph of article 14 and replacement of the second and third paragraph of article 14 by following text: *“The Company can issue either convertible bonds or rights of subscription, attached or non-attached to other shares, in accordance with applicable legal provisions of the Belgian Code of Companies and Associations.”* and *“The registered share register or registered bond register(s) of the Company may be held either on paper or via electronic means as legally permissible at any given point in time.”*
 - Replacement of the first paragraph of article 15 as follows: *“The Company shall be managed by a Board of Directors having at least three members, whether shareholders or not, appointed by the general meeting for a term ending at the latest at the end of the fourth annual shareholders’ meeting following the date their appointment has become effective. The general meeting can, at all times, end the mandate of each director without any reason and with immediate effect.”*
 - Insertion of a new sentence in fine last paragraph of article 17 as follows: *“Board meetings can also validly be held using video, telephone, internet or any other electronic based means, which allow a jointly deliberation.”*
 - Replacement the words “Companies code” by “Belgian Code of Companies and Associations” in the second sentence of the second paragraph of article 18, the words “registered letter” by “ordinary letter, email or other electronic document” in the third sentence of the second paragraph of article 18 and the words “a simple letter, telegram,

telex of telefax” by “ordinary letter, email or other electronic document” in the first sentence of the third paragraph of article 18.

- Replacement of the fourth paragraph of article 18 by following text: “The decisions of the Board of Directors may be taken by the unanimous consent of the Directors expressed in writing, except for decisions requiring a notarial deed, in accordance with applicable legal provisions of the Belgian Code of Companies and Associations.”
- Replacement of the second paragraph of article 19 by following text: “Copies of the minutes to be produced in court or elsewhere shall be signed either by the Chair of the Board of Directors or by one or several Directors having representation powers. The extracts are signed either by the Chair of the Board of Directors, or by one or several Directors, or by the Secretary General, or by the General Counsel.”
- Replacement of the first paragraph of article 20 by following text: “The Board of Directors creates within the Board consultative committees, including:
 - An Audit Committee in accordance with article 7:99 of the Belgian Code of Companies and Associations, with at least the missions set out in there; and,
 - A Governance, Nomination & Compensation Committee which includes the Remuneration Committee as required pursuant to article 7:100 of the Belgian Code of Companies and Associations.

The Board of Directors can create other consultative committees within the Board and determines their composition and powers.”

- Replacement of the words “of the objectives” by “the object” in the second paragraph of article 20 and deletion of the third paragraph of article 20.
- Replacement of the second paragraph of article 21 by following text: “The Board of Directors may also set up an executive committee, of which it determines the composition, mission and powers.”

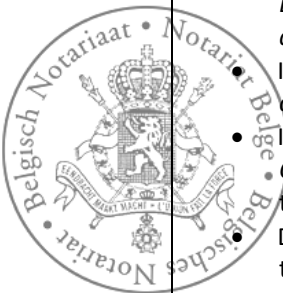
Insertion of the words “..., subject to the applicable legal dispositions of the Belgian Code of Companies and Associations.” in fine the second sentence of article 24.

- Insertion of the words “..., in accordance with applicable legal provisions of the Belgian Code of Companies and Associations.” in fine first sentence of article 26 and deletion of the second paragraph of article 26.

Deletion of the word “company’s” in the first paragraph of article 32, replacement of third paragraph of article 32 by following text: “The meeting shall hear the reports of the Board of Directors and the auditor(s), shall discuss the annual accounts and take all decisions appertaining thereto, shall decide by a special vote on the remuneration report, on the discharge to be given to the Directors and auditors and, if applicable, on any other item required under the Belgian Code of Companies and Associations. The meeting shall also, if need be, re-elect or replace the retiring Directors and auditors.”, insertion in the fourth paragraph of article 32 after the words “... annual accounts,” of the following words “the discussion of the remuneration report,”, insertion in fine the fourth paragraph of article 32 of “... and, if applicable, any other item required under the Belgian Code of Companies and Associations or any applicable law or regulation.” and replacement of the words “one-fifth” by “one-tenth” in the last paragraph of article 32.

- Replacement of article 34 by following text: “The convening notices for every general meeting include at least the information required by the Belgian Code of Companies and Associations and shall be announced in accordance with the requirements of the aforementioned Code. For a continuous period beginning on the date of the publication of the notice of a meeting and until 5 years after the day of such General Meeting, the company shall make available for its shareholders, on its website, at least the information required by the Belgian Code of Companies and Associations.”
- Replacement of article 36 by following text:
“Any shareholder can be represented at the General Meeting by a proxy holder of his choice.

The Board of Directors may determine the form of proxies and the manner in which they are sent to the Company (possibly also in electronic form) in accordance with the Belgian Code of Companies and Associations.



If the convening notice so provides, shareholders may vote remotely in advance of the general meeting, by letter or by any other electronic means, using the form provided by the Company, and in accordance with the conditions set out in the convening notice and by article 7:146 of the Belgian Code of Companies and Associations.

If the convening notice so provides, shareholders (and, if applicable, holders of convertible bonds and subscription rights) may participate remotely at a general meeting by means of an electronic communication made available by the Company, and in accordance with the conditions set out in the convening notice and by article 7:137 of the Code of Companies and Associations. If the convening notice implements this paragraph, such convening notice (or a document that can be consulted by the shareholders and to which the convening notice refers) will detail the manner to determine that a shareholder (and, if applicable, a holder of convertible bonds or subscription rights) participates at the general meeting by means of an electronic communication and therefore can be considered as being present.”

- Replacement of the words “by article 516 of the Companies Code.” by “in the applicable articles of the law of 2 May 2007 on the disclosure of shareholdings in issuers whose securities are admitted to trading on a regulated market.” in fine the second paragraph of article 38.
- Replacement of the last paragraph of article 39 by following text: “Copies of these minutes shall be signed either by the Chair of the Board of Directors, or by one or several Directors having representation powers. The extracts are signed either by the Chair of the Board of Directors, or by one or several Directors, or by the Secretary General, or by the General Counsel.”
- Replacement of the third and fourth paragraph of article 42 by following text: “The Board of Directors shall prepare an annual report in respect of the annual accounts and consolidated annual accounts in accordance with the Belgian Code of Companies and Associations. The annual accounts and the other documents required by the Belgian Code of Companies and Associations shall be made available to the shareholders at the registered office, where they can be consulted and copied for at least thirty (30) days before the general meeting.”
- Deletion of the words “of the company” in the second paragraph of article 43 and insertion in the last paragraph of article 43 after the words “... and debts” of the following words “and in exceptional cases, the non-amortized formation expenses and research and development costs.”
- Replace in article 44 the words “as stipulated in articles 98 and following of the Companies Code.” by “in accordance with applicable legal provisions of the Belgian Code of Companies and Associations.”
- Replacement of the second, third and fourth paragraph of article 45 by the following text: “The Board of Directors can decide to pay interim dividend in accordance with article 7:213 of the Belgian Code of Companies and Associations.”
- Deletion of the words “of the company” in the second paragraph of article 46, insertion in the second paragraph of article 46 between the words “in the agenda” and “, as the case may be.” of the following words “to ensure the continuity of the company”, insertion in the fourth paragraph of article 46 in fine of the following words “, without taking into account the abstentions in the nominator and denominator.”, deletion in the last paragraph of article 46 of the word “Commercial” and replacement of the words “a period of time” by “a binding period of time”.
- Deletion in article 49 of the word “company’s”.
- Replace in the first paragraph of article 50 the words “the Companies Code” by “the Belgian Code of Companies and Associations”.

2. Special Report of the Board of Directors

Submission of the special report prepared by the Board of Directors in accordance with article 7:199 of the Belgian Code of Companies and Associations in which the Board requests the renewal of its powers in relation to the authorized capital and indicates the

special circumstances where it may use its powers under the authorized capital and the purposes that it shall pursue.

3. Renewal of the powers of the Board of Directors under the authorized capital and amendment to article 6 of the Articles of Association

It is proposed to the General Meeting to renew the two (2) year authorization granted by the General Meeting of 26 April 2018 to the Board of Directors for another two (2) years, to decide, under the authorized capital, to increase the capital of the Company, within the limits of article 7:198 of the Belgian Code of Companies and Associations, with an amount of up to 5% of the share capital (calculated at the time of use of this authorization) in case of cancellation or limitation of the preferential subscription rights of the shareholders, or with an amount of up to 10% of the capital in case there is no limitation nor cancellation of the preferential subscription rights of existing shareholders. This authorization is for general purposes. For further information on the use and purposes of the authorized capital, please refer to the special report of the Board of Directors prepared in accordance with article 7:199 of the Belgian Code of Companies and Associations.

Proposed resolution:

The General Meeting resolves to renew the authorization to the Board of Directors to increase the capital of the Company within the framework of the authorized capital for another two (2) years, and to amend article 6 of the Articles of Association accordingly to reflect this renewal and the changes required as a result of the implementation of the new BCCA.

Subject to the approval of this resolution, the text of article 6 of the Articles of Association of the Company will be amended as follows:

“Article 6

The capital can be increased one or more times by a decision of a General Meeting of shareholders constituted under the conditions required to modify the Articles of Association.

The Board of Directors is authorized to increase the share capital amongst other by way of the issuance of shares, convertible bonds or subscription rights, in one or more transactions, within the limits set by law,

- i. with up to 5% of the share capital at the time of the decision of the Board of Directors to make use of this authorization, in the event of a capital increase with cancellation or limitation of the preferential subscription rights of the shareholders (whether or not for the benefit of one or more specific persons who are not part of the personnel of the Company or of its subsidiaries, as defined in the Belgian Code of Companies and Associations),*
- ii. with up to 10% of the share capital at the time of the decision of the Board of Directors to make use of this authorization, in the event of a capital increase without cancellation or limitation of the preferential subscription rights of the existing shareholders.*

In any event, the total amount by which the Board of Directors may increase the share capital by a combination of the authorizations set forth in (i) and (ii) above, is limited to 10% of the share capital at the time of the decision of the Board of Directors to make use of this authorization.

The Board of Directors is moreover expressly authorized to make use of this authorization, within the limits as set out under (i) and (ii) of the second paragraph above, for the following operations:

- 1. a capital increase or the issuance of convertible bonds or subscription rights with cancellation or limitation of the preferential subscription rights of the existing shareholders,*
- 2. a capital increase or the issuance of convertible bonds or subscription rights with cancellation or limitation of the preferential subscription rights of the existing*

shareholders for the benefit of one or more specific persons who are not part of the personnel of the Company or of its subsidiaries, as defined in the Belgian Code of Companies and Associations, and

3. a capital increase by incorporation of reserves.

Any such capital increase may take any and all forms, including, but not limited to, contributions in cash or in kind, with or without share premium, with issuance of shares below, above or at par value, the incorporation of reserves and/or share premiums and/or profits carried forward, to the maximum extent permitted by the law.

Any decision of the Board of Directors to use this authorization requires a 75% majority within the Board of Directors.

This authorization is granted for a period of two (2) years as from the date of the publication in the appendices to the Belgian Official Gazette of the resolution of the Extraordinary Shareholders Meeting held on 30 April 2020.

The Board of Directors is empowered, with full power of substitution, to amend the Articles of Association to reflect the capital increase(s) resulting from the exercise of its powers pursuant to this article."

4. Acquisition of own shares – renewal of authorization

In accordance with article 7:215 of the BCCA, it is proposed to the General Meeting to renew the authorization granted to the Board of Directors by the extraordinary general meeting of 26 April 2018 to acquire own shares for up to 10% of the total number of shares of the Company, for two (2) years expiring on 30 June 2022. The previous authorization of 26 April 2018 will remain valid until it expires on 30 June 2020. As per previous years, this is a general-purpose authorization for share buybacks. The Board of Directors may for example (and without being limited thereto) use this authorization to service the Long-Term Incentive Plans of the UCB Group for employees and management.

Proposed resolution:

The Board of Directors is authorized to acquire, directly or indirectly, whether on or outside of the stock exchange, by way of purchase, exchange, contribution or any other way, up to 10% of the total number of the Company's shares, as calculated on the date of each acquisition, for a price or an exchange value per share which will not be (i) higher than the highest price of the Company's shares on Euronext Brussels on the day of the acquisition and (ii) lower than one (1) euro, without prejudice to article 8:5 of the royal decree of 29 April 2019 implementing the Belgian Code of Companies and Associations. As a result of such acquisition(s), the Company, together with its direct or indirect subsidiaries, as well as persons acting on their own behalf but for the account of the Company or its direct or indirect subsidiaries, may not hold more than 10% of the total number of shares issued by the Company at the moment of the acquisition concerned. This authorization is granted for a period of two years starting on 1 July 2020 and expiring on 30 June 2022. This authorization extends to any acquisitions of the Company's shares, directly or indirectly, by the Company's direct subsidiaries in accordance with article 7:221 of the Belgian Code of Companies and Associations. The authorization granted by the Extraordinary General Meeting of the Company on 26 April 2018 remains valid until 30 June 2020

III. Convening.

The convocations, mentioning the agenda, have been made in accordance with article 7:128 of the Belgian Companies and Associations' Code by way of publication in:

- 1/ the Belgian State Gazette on 27 March 2020;
- 2/ the newspapers "L'Echo" en "De Tijd" on 27 March 2020;

The Chair sets down the documents evidencing the convocation on the bureau.

The convocation have also been made through Nasdaq OMX and on the website of the Company since 27 March 2020.

Furthermore, the convening notices were made to the holders of registered shares, by letter on 27 March 2020.

The directors and the auditor were convened according to the legal provisions.

The updated and adapted terms and conditions for participation and exercise of the voting right, resulting from the implementation of the aforementioned Royal Decree No. 4, were duly published on 10 April 2020, by means of a press release and on the [UCB website](#). The adapted proxy forms as well as the forms to vote by correspondence required by this Royal Decree No. 4 were similarly made available to the shareholders on 10 April 2020 via the [UCB website](#).

IV. Admission to the meeting.

In order to be admitted to the general meeting, the shareholders, present or represented, have fulfilled the admission formalities as provided in article 35 of the articles of incorporation.

IV. Quorum.

In order to validly deliberate on the items of the agenda, half of the share capital must be present or represented at the meeting.

In accordance with article 7:140 of the Companies and Associations' Code, considering the ownership of 5 198 985 own shares by UCB and her direct and indirect subsidiaries, only 189 306 673 out of the 194.505.658 existing shares will be taken into account for the determination of the attendance requirements.

It results from the attendance list attached to these minutes that this meeting represents 146 404 233, being more than the half.

V. Voting rights - Majority.

Pursuant to the articles of association, each share is entitled to one (1) vote.

Pursuant to article 7:153 of the Companies and Associations' Code, in order to be validly adopted, the resolutions on item 1, 3 et 4 on the agenda must be adopted with a majority of three-quarters of the votes.

VI. Report

The Board of Directors has drafted a report according to article 7:199 of the Companies' Code.

An exemplar of that report shall remain annexed hereto.

VII. Validity of the meeting

Consequently, the present meeting is validly composed to deliberate on the items on the agenda.

The meeting acknowledges the correctness of the account of the Chair.

-* DECISIONS AND RESOLUTIONS *-

Having commented on the items on the agenda, the Chair asked the General Meeting to pass the following resolutions:

FIRST RESOLUTION

The General Meeting resolves to amend the Articles of Association of the Company to implement the new Belgian Code of Companies and Associations and, in particular, to implement the mandatory provisions, and linguistic or technical adjustments required by the BCCA, as follows:

- Removal of the second paragraph in article 1.
- Replacement of the first paragraph of article 2 by following text: *"The registered office is located in the Brussels Capital Region, at Anderlecht (1070 Brussels),*

Allée de la Recherche, 60.”, replacement of the second paragraph of article 2 by following text: *“The registered office can be transferred to any other place in Belgium by decision of the Board of Directors, in accordance with applicable legal provisions.”*

- Replace the word “doel” by “voorwerp” in the title of chapter I and in the first sentence of article 3 (only in Dutch version of the bylaws).
- Removal of the words “of the company” in article 5.
- Replacement of article 7 by following text: *“When the increase in capital approved by the Board of Directors includes a share premium, the amount of such premium, after any deduction of costs, shall be allocated in full to a reserve account designated “Share premium account.”*
- Add the following words in fine of second paragraph of article 8 and in fine of first paragraph of article 10: *“..., in accordance with applicable legal provisions of the Belgian Code of Companies and Associations.”*
- Replacement of article 12 by following text: *“The rights and obligations attached to a share shall remain attached to such share no matter who holds it. Possession of a share implies adhesion to the Articles of Association of the company and to the decisions of the General Meeting and of the Board of Directors, or in general to those taken in compliance with these Articles of Association. The Company and its direct subsidiaries may acquire the Company’s shares if the General Meeting has authorized such acquisition in accordance with the Belgian Code of Companies and Association or, without such an authorization in the specific instances set out in the aforementioned Code. The indirect subsidiaries of the Company may acquire the Company’s shares under the conditions of the Belgian Code of Companies and Associations. The Company and its direct and indirect subsidiaries may dispose of the Company’s shares under the conditions of the Belgian Code of Companies and Associations.”*
- Replacement of the second sentence of article 13 by the following text: *“If several persons have rights to the same share, the company can suspend the exercise of the voting rights appertaining to it, until such time as one person only shall be designated as the holder of the voting rights of the share vis-à-vis the company.”*
- Removal of the words “cash vouchers or” in the first paragraph of article 14 and replacement of the second and third paragraph of article 14 by following text: *“The Company can issue either convertible bonds or rights of subscription, attached or non-attached to other shares, in accordance with applicable legal provisions of the Belgian Code of Companies and Associations.” and “The registered share register or registered bond register(s) of the Company may be held either on paper or via electronic means as legally permissible at any given point in time.”*
- Replacement of the first paragraph of article 15 as follows: *“The Company shall be managed by a Board of Directors having at least three members, whether shareholders or not, appointed by the general meeting for a term ending at the latest at the end of the fourth annual shareholders’ meeting following the date their appointment has become effective. The general meeting can, at all times, end the mandate of each director without any reason and with immediate effect.”*
- Insertion of a new sentence in fine last paragraph of article 17 as follows: *“Board meetings can also validly be held using video, telephone, internet or any other electronic based means, which allow a jointly deliberation.”*



- Replacement the words “Companies code” by “*Belgian Code of Companies and Associations*” in the second sentence of the second paragraph of article 18, the words “registered letter” by “*ordinary letter, email or other electronic document*” in the third sentence of the second paragraph of article 18 and the words “a simple letter, telegram, telex or telefax” by “*ordinary letter, email or other electronic document*” in the first sentence of the third paragraph of article 18.
- Replacement of the fourth paragraph of article 18 by following text: “*The decisions of the Board of Directors may be taken by the unanimous consent of the Directors expressed in writing, except for decisions requiring a notarial deed, in accordance with applicable legal provisions of the Belgian Code of Companies and Associations.*”
- Replacement of the second paragraph of article 19 by following text: “*Copies of the minutes to be produced in court or elsewhere shall be signed either by the Chair of the Board of Directors or by one or several Directors having representation powers. The extracts are signed either by the Chair of the Board of Directors, or by one or several Directors, or by the Secretary General, or by the General Counsel.*”
- Replacement of the first paragraph of article 20 by following text: “*The Board of Directors creates within the Board consultative committees, including:*
 - *An Audit Committee in accordance with article 7:99 of the Belgian Code of Companies and Associations, with at least the missions set out in there; and,*
 - *A Governance, Nomination & Compensation Committee which includes the Remuneration Committee as required pursuant to article 7:100 of the Belgian Code of Companies and Associations.*

The Board of Directors can create other consultative committees within the Board and determines their composition and powers.”

- Replacement of the words “of the objectives” by “*the object*” in the second paragraph of article 20 and deletion of the third paragraph of article 20.
- Replacement of the second paragraph of article 21 by following text: “*The Board of Directors may also set up an executive committee, of which it determines the composition, mission and powers.*”
- Insertion of the words “*..., subject to the applicable legal dispositions of the Belgian Code of Companies and Associations.*” in fine the second sentence of article 24.
- Insertion of the words “*..., in accordance with applicable legal provisions of the Belgian Code of Companies and Associations.*” in fine first sentence of article 26 and deletion of the second paragraph of article 26.
- Deletion of the word “company’s” in the first paragraph of article 32, replacement of third paragraph of article 32 by following text: “*The meeting shall hear the reports of the Board of Directors and the auditor(s), shall discuss the annual accounts and take all decisions appertaining thereto, shall decide by a special vote on the remuneration report, on the discharge to be given to the Directors and auditors and, if applicable, on any other item required under the Belgian Code of Companies and Associations. The meeting shall also, if need be, re-elect or replace the retiring Directors and auditors.*”, insertion in the fourth paragraph of article 32 after the words “... annual accounts,” of the following words “*the discussion of the remuneration report,*”, insertion in fine the fourth paragraph of article 32 of “*... and, if applicable, any other item required under*

the Belgian Code of Companies and Associations or any applicable law or regulation.” and replacement of the words “one-fifth” by “one-tenth” in the last paragraph of article 32.

- Replacement of article 34 by following text: *“The convening notices for every general meeting include at least the information required by the Belgian Code of Companies and Associations and shall be announced in accordance with the requirements of the aforementioned Code. For a continuous period beginning on the date of the publication of the notice of a meeting and until 5 years after the day of such General Meeting, the company shall make available for its shareholders, on its website, at least the information required by the Belgian Code of Companies and Associations.”*

- Replacement of article 36 by following text: *“Any shareholder can be represented at the General Meeting by a proxy holder of his choice.*

The Board of Directors may determine the form of proxies and the manner in which they are sent to the Company (possibly also in electronic form) in accordance with the Belgian Code of Companies and Associations.

If the convening notice so provides, shareholders may vote remotely in advance of the general meeting, by letter or by any other electronic means, using the form provided by the Company, and in accordance with the conditions set out in the convening notice and by article 7:146 of the Belgian Code of Companies and Associations.

If the convening notice so provides, shareholders (and, if applicable, holders of convertible bonds and subscription rights) may participate remotely at a general meeting by means of an electronic communication made available by the Company, and in accordance with the conditions set out in the convening notice and by article 7:137 of the Code of Companies and Associations. If the convening notice implements this paragraph, such convening notice (or a document that can be consulted by the shareholders and to which the convening notice refers) will detail the manner to determine that a shareholder (and, if applicable, a holder of convertible bonds or subscription rights) participates at the general meeting by means of an electronic communication and therefore can be considered as being present.”

- Replacement the words “by article 516 of the Companies Code.” by “in the applicable articles of the law of 2 May 2007 on the disclosure of shareholdings in issuers whose securities are admitted to trading on a regulated market.” in fine the second paragraph of article 38.
- Replacement of the last paragraph of article 39 by following text: *“Copies of these minutes shall be signed either by the Chair of the Board of Directors, or by one or several Directors having representation powers. The extracts are signed either by the Chair of the Board of Directors, or by one or several Directors, or by the Secretary General, or by the General Counsel.”*
- Replacement of the third and fourth paragraph of article 42 by following text: *“The Board of Directors shall prepare an annual report in respect of the annual accounts and consolidated annual accounts in accordance with the Belgian Code of Companies and Associations. The annual accounts and the other documents required by the Belgian Code of Companies and Associations shall be made available to the shareholders at the registered office, where they can be consulted and copied for at least thirty (30) days before the general meeting.”*

- Deletion of the words “*of the company*” in the second paragraph of article 43 and insertion in the last paragraph of article 43 after the words “... and debts” of the following words “*and in exceptional cases, the non-amortized formation expenses and research and development costs.*”
- Replace in article 44 the words “as stipulated in articles 98 and following of the Companies Code.” by “*in accordance with applicable legal provisions of the Belgian Code of Companies and Associations.*”
- Replacement of the second, third and fourth paragraph of article 45 by the following text: “*The Board of Directors can decide to pay interim dividend in accordance with article 7:213 of the Belgian Code of Companies and Associations.*”
- Deletion of the words “*of the company*” in the second paragraph of article 46, insertion in the second paragraph of article 46 between the words “in the agenda” and “, as the case may be.” of the following words “*to ensure the continuity of the company*”, insertion in the fourth paragraph of article 46 in fine of the following words “, *without taking into account the abstentions in the nominator and denominator.*”, deletion in the last paragraph of article 46 of the word “Commercial” and replacement of the words “a period of time” by “*a binding period of time*”.
- Deletion in article 49 of the word “company’s”.
- Replace in the first paragraph of article 50 the words “the Companies Code” by “*the Belgian Code of Companies and Associations*”

Deliberation.

The total number of shares for which a vote has been validly cast for this resolution is equal to the votes validly cast and amounts to 146 404 233, which represents 100% of the share capital present or represented at the opening of the meeting.

This resolution is adopted by 146 373 160 votes in favour, 0 votes against and 31 073 abstentions.

SECOND RESOLUTION

The General Meeting resolves to renew the authorization to the Board of Directors to increase the capital of the Company within the framework of the authorized capital for another two (2) years, and to amend article 6 of the Articles of Association accordingly to reflect this renewal and the changes required as a result of the implementation of the new BCCA.

Subject to the approval of this resolution, the text of article 6 of the Articles of Association of the Company will be amended as follows:

“Article 6

The capital can be increased one or more times by a decision of a General Meeting of shareholders constituted under the conditions required to modify the Articles of Association.

The Board of Directors is authorized to increase the share capital amongst other by way of the issuance of shares, convertible bonds or subscription rights, in one or more transactions, within the limits set by law,

- with up to 5% of the share capital at the time of the decision of the Board of Directors to make use of this authorization, in the event of a capital increase with cancellation or limitation of the preferential subscription rights of the shareholders (whether or not for the benefit of one or more specific persons who are not part of the personnel of the Company or of its subsidiaries, as defined in the Belgian Code of Companies and Associations),*

- ii. with up to 10% of the share capital at the time of the decision of the Board of Directors to make use of this authorization, in the event of a capital increase without cancellation or limitation of the preferential subscription rights of the existing shareholders.

In any event, the total amount by which the Board of Directors may increase the share capital by a combination of the authorizations set forth in (i) and (ii) above, is limited to 10% of the share capital at the time of the decision of the Board of Directors to make use of this authorization.

The Board of Directors is moreover expressly authorized to make use of this authorization, within the limits as set out under (i) and (ii) of the second paragraph above, for the following operations:

1. a capital increase or the issuance of convertible bonds or subscription rights with cancellation or limitation of the preferential subscription rights of the existing shareholders,
2. a capital increase or the issuance of convertible bonds or subscription rights with cancellation or limitation of the preferential subscription rights of the existing shareholders for the benefit of one or more specific persons who are not part of the personnel of the Company or of its subsidiaries, as defined in the Belgian Code of Companies and Associations, and
3. a capital increase by incorporation of reserves.

Any such capital increase may take any and all forms, including, but not limited to, contributions in cash or in kind, with or without share premium, with issuance of shares below, above or at par value, the incorporation of reserves and/or share premiums and/or profits carried forward, to the maximum extent permitted by the law.

Any decision of the Board of Directors to use this authorization requires a 75% majority within the Board of Directors.

This authorization is granted for a period of two (2) years as from the date of the publication in the appendices to the Belgian Official Gazette of the resolution of the Extraordinary Shareholders Meeting held on 30 April 2020.

The Board of Directors is empowered, with full power of substitution, to amend the Articles of Association to reflect the capital increase(s) resulting from the exercise of its powers pursuant to this article.”

Deliberation.

The total number of shares for which a vote has been validly cast for this resolution is equal to the votes validly cast and amounts to 146 404 233, which represents 100% of the share capital present or represented at the opening of the meeting.

This resolution is adopted by 145 620 526 votes in favour, 754 181 votes against and 29 526 abstentions.

THIRD RESOLUTION

The General Meeting resolves to authorize the Board of Directors to acquire, directly or indirectly, whether on or outside of the stock exchange, by way of purchase, exchange, contribution or any other way, up to 10% of the total number of the Company's shares, as calculated on the date of each acquisition, for a price or an exchange value per share which will not be (i) higher than the highest price of the Company's shares on Euronext Brussels on the day of the acquisition and (ii) lower than one (1) euro, without prejudice to article 8:5 of the royal decree of 29 April 2019 implementing the Belgian Code of Companies and Associations. As a result of such acquisition(s), the Company, together with its direct or indirect subsidiaries, as well as persons acting on their own behalf but for the account of the Company or its direct or indirect subsidiaries, may not hold more than 10% of the total number of shares issued by the Company at the moment of the acquisition concerned. This authorization is granted for a period of two years starting on

1 July 2020 and expiring on 30 June 2022. This authorization extends to any acquisitions of the Company's shares, directly or indirectly, by the Company's direct subsidiaries in accordance with article 7:221 of the Belgian Code of Companies and Associations. The authorization granted by the Extraordinary General Meeting of the Company on 26 April 2018 remains valid until 30 June 2020.

Deliberation.

The total number of shares for which a vote has been validly cast for this resolution is equal to the votes validly cast and amounts to 146 404 233, which represents 100% of the share capital present or represented at the opening of the meeting.

This resolution is adopted by 144 837 163 votes in favour, 1 429 354 votes against and 137 716 abstentions

-* Closing of the meeting*-

The Chair sets out that all the items on the agenda have been dealt with and therefore, the meeting in presence of the notary is closed at 11.45.

All powers are granted to Mrs. Stéphanie Ernaelsteen and Mrs. Myriam Tebarint, acting separately, in order to draft the coordinate articles of association.

-* Pro fisco declaration *-

The right to writings (Various rights and fees Code) amounts to ninety-five euro (95 EUR) and is paid on declaration of the undersigned Notary.

-* Identity of the appearing parties - Certificate *-

The identities and domiciles of the appearing parties who are not known by the notary have been established based on their identity card or passport.

MINUTES OF WHICH MEETING TAKEN BY THE NOTARY.

Drawn up on the date and at the place indicated above.

After having been read forth, the appearing parties have signed with the undersigned notary.

