

PROXY FOR THE GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON 29 APRIL 2021 AT 11:00 AM CEST

IMPORTANT: In order to be valid, the proxy must be fully completed, dated and signed and must reach UCB SA/NV no later than 23 April 2021, 15:00 CEST in the manner described in the convening notice. Proxies arriving late or not complying with the required formalities may be rejected.

REMINDER: as mentioned in the convening notice, instead of using this proxy form, shareholders may choose to use the AGM+ platform in order to electronically complete and submit their proxy. In that case, in order to be valid, the proxy must be submitted to the AGM+ platform no later than 23 April 2021 15:00 CEST in the manner described in the convening notice. Proxies arriving late or not complying with the required formalities may be rejected.

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

.....

residing at/with its registered office at

.....

.....

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

- Mrs. Rita Baeyens, LUMI Technologies BV – Provincielaan 54 – 2870 Breendonk (with full power of substitution);

Due to the measures taken by our governments and public authorities restricting gatherings in the framework of the CoViD-19, the proxies will exclusively be given to Mrs. Rita Baeyens.

to represent him/her at UCB’s General Meeting of Shareholders, which will be held on **Thursday, 29 April 2021, at 11:00 CEST at the registered office of UCB SA/NV** and to vote or abstain in his/her name on all the matters shown in the below agenda.

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.

Given applicable rules on potential conflicts of interests with the meaning of article 7:143, §3 of the Belgian Code of Companies and Associations, in case of absence of voting instructions given to the proxy holder with respect to the items on the agenda or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given, or if there should be a vote on decisions to be taken by the General Meeting, during the meeting, concerning the conduct and/or organization of the meeting, subject to compliance with the Belgian Code of Companies and Associations, the proxy holder will be deemed to abstain from voting.

In case new items and/or amended proposals of resolution are put on the agenda pursuant to article 7:130 of the Belgian Code of Companies and Associations, the Company will make available a new updated proxy form as soon as the amended convening notice is published (at the latest on 14 April 2021).

In case new items and/or amended proposals of resolution are put on the agenda after proxies have been notified, the proxy holder will have to abstain from voting on such new items and/or amended proposals of resolution. However, in this case, shareholders will have the possibility to send a new proxy to the Company, using the new updated proxy form mentioned in the previous paragraph.

ORDINARY PART

- 1. Report of the Board of Directors on the annual accounts for the financial year ended 31 December 2020**
- 2. Report of the statutory auditor on the annual accounts for the financial year ended 31 December 2020**
- 3. Communication of the consolidated annual accounts of the UCB Group relating to the financial year ended 31 December 2020**
- 4. Approval of the annual accounts of UCB SA/NV for the financial year ended 31 December 2020 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 2020 and the appropriation of the results reflected therein, including the approval of a gross dividend of € 1.27 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.*

<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 2020**

Proposed resolution:

The General Meeting approves the remuneration report for the financial year ended 31 December 2020.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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- 6. Approval of the remuneration policy 2021**

Proposed resolution:

The General Meeting approves the remuneration policy 2021.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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- 7. 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 2020.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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8. 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 2020.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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9. Directors: appointments and renewal of mandates of (independent) directors

Proposed resolutions:

9.1. A) *The General Meeting appoints **Mr. Stefan Oschmann** (*) as director for a term of four years until the close of the annual General Meeting of 2025.*

<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. Stefan Oschmann** qualifies as an independent director according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Corporate Governance Code and by the Board, and appoints him as independent director.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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9.2. *The General Meeting appoints **Mrs. Fiona du Monceau** (*) as director for a term of four years until the close of the annual General Meeting of 2025.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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9.3. A) *The General Meeting ratifies the co-optation of **Mrs. Susan Gasser** (*) as independent director for the period from 1 January 2021 until the date of this meeting (29 April 2021).*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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B) *The General Meeting appoints **Mrs. Susan Gasser** (*) as director for a term of four years until the close of the annual General Meeting of 2025.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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C) *The General Meeting acknowledges that, from the information made available to the Company, **Mrs. Susan Gasser** qualifies as an independent director according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Corporate Governance Code and by the Board, and appoints her as independent director.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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9.4. A) *The General Meeting appoints **Mr. Jonathan Peacock** (*) as director for a term of four years until the close of the annual General Meeting of 2025.*

<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. Jonathan Peacock** qualifies as an independent director according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Corporate Governance Code and by the Board and appoints him as independent director.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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9.5. A) The General Meeting renews the appointment of **Mr. Albrecht De Graeve** (*) as director for a term of four years until the close of the annual General Meeting of 2025.

<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. Albrecht De Graeve** qualifies as an independent director until the Annual General Meeting of 2022 according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Corporate Governance Code and by the Board, and appoints him as independent director, until the annual General Meeting of 2022.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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9.6. A) The General Meeting renews the appointment of **Mrs. Viviane Monges** (*) as director for a term of four years until the close of the annual General Meeting of 2025.

<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. Viviane Monges** qualifies as an independent director according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Corporate Governance Code and by the Board, and appoints her as independent director.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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(*) Curriculum vitae and details are available at <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2021>.

10. Appointment of Statutory Auditor

Proposed resolutions:

Upon recommendation of the Audit Committee and presentation by the Works Councils, the General Meeting appoints Mazars Bedrijfsrevisoren - Réviseurs d'Entreprises CVBA – having its registered office at Avenue du Boulevard 21, box 8, 1210 Saint-Josse-ten-Noode (Brussels) – Belgium and with company number 0428.837.889, as Statutory Auditor of the Company for a term of three (3) years ending at the end of the General Meeting that will resolve on the approval of the annual accounts for the financial year ended 31 December 2023. The representative currently designated by Mazars Bedrijfsrevisoren – Réviseurs d'Entreprises is Mr. Anton Nuttens, registered auditor. The Statutory Auditor's annual fee for the audit of the annual accounts of UCB SA/NV and the consolidated accounts, is fixed at EUR 415,000 (excl. VAT, out-of-pocket expenses and the IRE/IBR fee).

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

11. Long-Term Incentive Plans - Program of free allocation of shares

Proposed resolution:

The General Meeting approves the decision of the Board of Directors to allocate an estimated number of 940,000 free shares:

- a) of which an estimated number of 750,000 shares to eligible employees under the Long-Term Incentive policy (LTI policy), namely to 2,323 individuals, according to the applicable allocation criteria. These free shares will only vest if and when the eligible employees are still employed within the UCB Group three years after the grant of the awards;*
- b) of which an estimated number of 190,000 shares to eligible employees under the Performance Share Plan, namely to 143 individuals, according to the applicable allocation criteria. These free shares will be delivered after a three-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.*

The estimated figures under a) and b) do not take into account employees hired or promoted to eligible levels between 1 January 2021 and 1 April 2021.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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12. Change of control provisions - art. 7:151 of the Belgian Code of Companies and Associations

12.1 EMTN Program – renewal

Proposed resolution:

Pursuant to article 7:151 of the Belgian Code of Companies and Associations, the General Meeting renews its approval: (i) of condition 5 (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 30 April 2021 until 28 April 2022, under which any and all of the holders of the relevant notes can, in certain circumstances when a change of control at the level 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 such change of control put date, following a change of control of UCB SA/NV; and (ii) of 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.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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Place and date:, 2021

Name¹:

Position:

Legal entity:

Signature²:

We would appreciate if you could provide us with a telephone number and an e-mail address where we can reach you if necessary, to validate this proxy and/or to provide you with additional information relating to the General Meeting:

Tel:

E-mail:³

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".
³ Your personal data will be processed in accordance with our Company's Privacy Policy, as published on our [website](#).