

UCB SA/NV

Public limited liability company - Allée de la Recherche 60, 1070 Brussels - Enterprise nr. 0403.053.608 (RLE Brussels) –
www.ucb.com

UCB SA/NV (hereafter the “**Company**”)
MINUTES OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
HELD AT THE REGISTERED OFFICE
ON THURSDAY 29 APRIL 2021 AT 11:00 AM

FREE TRANSLATION FOR INFORMATION PURPOSES ONLY

MINUTES

OPENING OF THE MEETING

The general meeting of the shareholders (hereinafter the “**General Meeting**”) is opened at 11.00 a.m. and is chaired by the Vice-Chairman of the Board of Directors, Mr. Pierre Gurdjian, at the Company's registered office.

Before setting up the Bureau of the General Meeting, the Vice-Chairman of the Board of Directors, Mr. Pierre Gurdjian, indicates that he replaces the Chairman of the Board of Directors, Mrs. Evelyn du Monceau, who was unable to attend following a recent accident. In accordance with article 37 of the Company's articles of association, it is in fact the Vice-Chairman of the Board of Directors upon to chair the General Meeting if the Chairman is unable to attend. He then recalled the exceptional context in which this assembly had to be organized given the crisis caused by the coronavirus pandemic (Covid-19).

Due to the Covid-19 crisis and the said measures taken by our governments and public authorities prohibiting physical meetings, and taking into account the evolution of available technologies as well as the legal framework (new article 7:137 of the Belgian Code of Companies and Associations), this year, the Company is able to organize the General Meeting in a virtual manner, by ensuring “live” interaction with its shareholders, by internet, via the “AGM +” platform.

In view of the foregoing, the shareholders have been invited to cast their votes (i) by proxy by giving a proxy to the person designated by the Company and mentioned in the proxy form and specifying their voting instructions therein, or (ii) by participating virtually in the General Assembly, by asking questions via the chat and by voting electronically during its course, in accordance with article 7:137 of the Belgian Code of Companies and Associations. The appointment of a single proxy holder to represent the shareholders willing to participate by proxy has been made necessary in order to limit the physical presence of people at the meeting as much as possible, in accordance with the prohibitions and health measures enacted by law or the government, as part of the fight against the Covid-19 pandemic.

In order to provide them with an optimal virtual experience, the shareholders were also invited to check that their internet connection was sufficiently stable and powerful, since this is a parameter which depends on each individual installation and for which the Company cannot be held responsible.

A. Bureau

Composition

The Vice-Chair of the Board of Directors, physically present at the Company's registered office for this General Meeting, invites the following people to constitute the bureau, in accordance with the Company's articles of association:

- he calls to the function of Secretary of the General Meeting Mr. Xavier Michel, Secretary General of UCB and physically present at the Company's registered office for this meeting;
- then he calls Mr. Jeroen De Schauwer and Mrs. Florence Andrienne, UCB employees and physically present at the Company's registered office for this meeting, as scrutineers;
- he calls Mr. Jean-Christophe Tellier, CEO and Chairman of the Executive Committee of the Company, also physically present at the registered office of the Company, to be part of the bureau.

In accordance with article 7:137 of the Belgian Code of Companies and Associations, in case of an assembly is organized virtually, only the limited physical presence of the members who must compose the bureau according to the articles of association of the Company is required. The other members of the Board of Directors attend this meeting virtually. They will not, however, be considered as part of the bureau of the meeting. The statutory auditor, represented by Mr. Romain Seffer (PwC), is also present virtually. The members of the Executive Committee also attend this meeting in a virtual manner.

The proxyholder designated by the Board of Directors, Mrs. Rita Baeyens, is physically present.

The Vice-Chair confirms, for as far as necessary, that the measures of protection and social distancing recommended by the public authorities were respected, to preserve the health of the people whose presence was required or necessary for the holding of this meeting. It is also confirmed that the conditions provided in article 7:137 of the Belgian Code of Companies and Associations, regarding the organization of virtual participation to this meeting have been respected within the framework of the convening notice to it, will also be respected throughout its progress, and as the case may be, after it.

Review by the bureau

The Vice-Chair reports about the verifications and reviews made by the bureau in view of the constitution of the General Meeting, both during and upon closing of the attendants' registration formalities:

(i) Convening notices:

The convening notices, mentioning the agenda, have been published in a timely manner in accordance with the articles of association and articles 7:128 and following of the Belgian Code of Companies and Associations. Before the opening of the General Meeting, evidence of the publication of the convening notices was provided to the bureau.

The Vice-Chair reminds and the bureau acknowledges that the convening notices were duly published in the Belgian State Gazette, in the 'Tijd' and 'L'Echo' on 26 March 2021, and that the text of the agenda, the convening notices as well as all other documents prescribed by law (pursuant to articles 7:129 and 7:132 of the Belgian Code of Companies and Associations) were duly published on the internet site and available as from the same date. In addition, a communication was sent through a press agency (Intrado/GlobeNewswire) to ensure the international distribution of the convening notice and of these other documents prescribed by

the Belgian Code of Companies and Associations. Finally, the convening notice was also sent electronically, in the required format in accordance with ISO 20022, to holders of dematerialized registered shares and their financial intermediaries via the AGM+ platform of Lumi and Proximity.

The bureau also noted that a convocation was sent on March 26, 2021 to registered shareholders either by email for shareholders who had previously accepted this method of communication or by ordinary mail for the others.

The same letter via email was sent to the members of the Board of Directors and the statutory auditor in accordance with the modalities agreed with them.

One copy of the convening notice will be archived.

The Vice-Chair invites the scrutineers to initial the above-mentioned documents.

It was also reminded that the documents submitted to the shareholders and holders of other securities together with the convening notices were reviewed and commented by the Works Councils in their meetings of 19 and 23 March 2020 and 22 and 26 April 2020 within the framework of the review of the financial and economic information. The aforementioned Works Councils have also been informed about the proposed (re-)appointments of independent directors (Albrecht De Graeve, Viviane Monges, Stefan Oschmann, Jonathan Peacock and Susan Gasser).

(ii) Verification of the powers of the attendees:

In order to participate to this General Meeting, it is confirmed, after verification, that the shareholders included in the attendance list have fulfilled the legal and statutory formalities within the required deadlines. It is reminded that in the framework of the General Meeting, the shareholders had the choice to participate to this meeting, either represented by Mrs. Rita Baeyens, the sole proxyholder designated by the Board of Directors, or to participate in a virtual manner. The attendance list therefore includes the shareholders represented by the sole proxyholder, Mrs. Rita Baeyens, as well as the shareholders who have completed the participation formalities via the "AGM +" platform, provided that the Company has received evidence that these shareholders were holders, on the registration date, of the shares for which they intended to participate in the voting at this meeting. The attendance list was presented to the bureau for verification and will be retained.

(iii) Attendance list:

It results from the attendance list, that the shareholders, as owners or as usufructuaries, who have fulfilled the legal and statutory formalities in due time, represent 148 613 213 capital shares, with one vote each (i.e. an attendance of 76,41% out of a total of 194 505 658 issued shares, or an attendance of 78,72 % out of a total of 188 776 537 shares entitled to vote, taking into consideration 5 729 121 own shares held by UCB of which the voting rights are suspended). In accordance with article 39 of the articles of association, this meeting can validly deliberate irrespective of the number of shares represented and decide by majority voting.

This General Meeting is duly constituted and may validly deliberate and vote on the agenda items.

B. Agenda

The Vice-Chair invites the Secretary to remind the items on the agenda, which are as follows:

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.*

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.

6. **Approval of the remuneration policy 2021**

Proposed resolution:

The General Meeting approves the remuneration policy 2021.

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.

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.

9. **Appointments and renewal of mandates of 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.*

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.

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.

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).

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.

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.

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.

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.

9.6 **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.

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.

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.

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.

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

10. Appointment of the Statutory Auditor

Proposed resolution:

Upon recommendation of the Audit Committee and presentation by the Works Councils, the General Meeting appoints Mazars Bedrijfsrevisoren - Réviseurs d'Entreprises SC/CV – 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 SC/CV 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).

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.

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.

Vidéo of Mrs. Evelyn du Monceau

This meeting represents an important turning point for UCB and in particular because of the changes in the composition of its Board of Directors. Mrs. Evelyn du Monceau, unable to attend, nevertheless wished to leave a message to the Company, its Board of Directors and its shareholders, by way of a pre-recorded speech and broadcasted during the meeting. Videos containing testimonies in honor of Mrs. Evelyn du Monceau were also broadcasted.

Message from the CEO

The Vice-Chairman then hands the floor to Mr. Jean-Christophe Tellier, CEO and Chairman of the Executive Committee, for his annual speech which covers the presentation to the General Meeting of the group's activities and results for the 2020 financial year as well as important events since the end of 2020, including the change in the composition of the Board of Directors and the objectives for 2021 and for the medium term. The CEO's message also relates more broadly to the impact of the Covid-19 pandemic crisis for UCB and for all of its stakeholders, as well as to UCB's various contributions, including in societal nature, as part of the fight against this pandemic.

Broadcasting of the UCB video

Before closing this first part of the General Meeting, a video giving an overview of UCB activities and ambitions, as well as its future prospects is shared with the meeting.

Communication of the reports of the Board of Directors and the statutory auditor

In 2020, the UCB Group achieved its financial objectives at the consolidated level, with a turnover of € 5.347 billion €, an adjusted EBITDA ratio to turnover of 27% as well as a gross dividend per share of 1, 27 €.

With the agreement of the statutory auditor, the bureau is exempted from reading the reports of the Board of Directors and the statutory auditor relating to the 2020 annual accounts, to the extent Mr. Jean-Christophe Tellier and the Vice-Chairman have already reported the financial results to the shareholders and considering, moreover, that these reports were made available to shareholders before this General Meeting.

Comments on the 2020 remuneration report and on the 2021 remuneration policy

In accordance with the applicable provisions, the 2020 Remuneration Report and the 2021 Remuneration Policy are commented on by the Vice-Chairman (also in his capacity as an independent member of the GNCC), before being submitted for approval to the General Meeting.

Q&A Session

Before addressing the agenda, the Vice-Chairman recalls that the shareholders had the opportunity to address their questions in writing to the Company previously, in accordance with the Belgian Code of Companies and Associations. Questions had to be received by UCB or on the "AGM +" platform by April 24, 2021 at 3:00 p.m. CEST at the latest.

The Vice-Chairman confirms that no written questions have been received by the Company on this date.

In addition, Mr. Xavier Michel explains to the shareholders how the "chat" works, allowing them to ask their questions in writing during the question and answer session via the "AGM +" online platform. It was indeed technically not possible to give the floor to the shareholders due to a problem linked to the nature of an internet retransmission which may cause a deferred effect up to 30 seconds for the shareholders attending the meeting online. The "chat function" of the "AGM +" interface allows shareholders to ask all their questions live during the meeting, questions which are answered orally and live as well.

The opening of the chat is confirmed on the platform and the Vice-Chairman invites the meeting to ask questions. Questions were asked by a shareholder about the purpose of the own shares program and the evolution of the stock-exchange price.

All questions asked by the shareholders have been answered satisfactorily, completely and in detail.

Finally, the Vice-Chairman points out that the Economic and Financial Information has been provided to Works Councils, in accordance with the provisions of Article 16 of the Royal Decree of November 27, 1973 and has not given rise to any objections or particular comments from their part.

C. Voting

The Vice-Chairman thereafter calls to vote the resolutions in accordance with the agenda proposed to the General Meeting.

Voting

As explained above, the Vice-Chairman reminds that this General Meeting is held virtually with retransmission by Internet to the shareholders who have connected to the "AGM +" platform, in accordance with the indications given in the convening notice and in accordance with article 7:137 of the Belgian Code of Companies and Associations. The Secretary of the General Meeting, Mr. Xavier Michel, explains how the internet voting system works to the participants.

Due to the deferred effect of internet retransmission, it is not possible to proceed to a resolution-by-resolution vote. Shareholders are therefore invited to vote on all the resolutions at once and at the same time.

As a reminder, shareholders also had the opportunity to vote by proxy prior to the General Meeting. All the votes casted by proxy and validly received by the Company before April 24, 2021 at 3:00 pm CEST at the latest, have been taken into account and are reflected below in each of the proposed decisions on items 4 to 12.1 of the agenda.

Before opening the votes, the Vice-Chairman addresses the agenda and recalls that with the agreement of the statutory auditor, the bureau has been exempted from reading the reports provided for under items 1 to 3 of the agenda, these having been made available to each of the shareholders who were thus able to read them before the meeting:

- 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**

The Vice-Chairman then proceeds with the items on the agenda requiring a vote by the meeting. Before going to the votes, the Secretary carries out a final formal check of the composition of the General Meeting. It appears from the latest version of the attendance list that out of the aforementioned total, 148 614 833 shares are validly present or represented, each giving right to one vote, i.e. an attendance of 78,73 % (an attendance quorum for the Ordinary and Special General Meeting is not required). The calculation of the required majorities will therefore be made based on the number of shares duly present or represented.

4. Approval of the annual accounts of UCB SA/NV for the financial year ended 31 December 2020 and appropriation of the results

The Vice-Chairman submits to the General Meeting the annual accounts of UCB SA/NV for the financial year ended 31 December 2020 and the proposed appropriation of the results.

Taking into account the number of 5 729 121 own shares held by UCB on the date hereof and which are not entitled to the dividend, the following appropriation is proposed, based on a result to be appropriated in an amount of 3.792 million EUR:

- Attribution to the reserve 3.500 million EUR
- Allocation to shareholders of a gross dividend of 239,7 million EUR
- Profit to be carried forward 52,4 million EUR

The above appropriation proposal allows for the distribution of a gross dividend of 1.27 EUR per share, giving right, against presentation of coupon n° 24, to a net dividend per share of 0.889 EUR (in the event that the applicable Belgian withholding tax is 30%; lower withholding tax rates being applicable as the case may be, depending on the situation of the shareholder). The dividend shall be payable to the shareholders on 4 May 2021.

The Vice-Chairman then calls for a vote on the financial statements for 2020 and the proposed appropriation of the results, including the gross dividend distribution of 1.27 EUR per share proposed above.

The General Meeting approves the annual accounts as of 31 December 2020 and the proposed appropriation of the results, including the proposed dividend distribution per share, as follows:

For	148 482 891
Against	249 902
Abstention	107 040

5. Approval of the remuneration report for the financial year ended 31 December 2020

The General Meeting approves the remuneration report of UCB SA/NV as follows:

For	134 506 387
Against	13 903 370
Abstention	205 076

6. Approval of the remuneration policy 2021

The General Meeting approves the remuneration policy 2021 as follows:

For	143 234 151
Against	5 378 111
Abstention	2 571

7. Discharge in favor of the directors

The General Meeting grants discharge to the directors for the performance of their duties during the financial year ended 31 December 2020 as follows:

For	147 346 159
Against	578 659
Abstention	690 015

8. Discharge in favour of the statutory auditor

The General Meeting grants discharge to the statutory auditor for the performance of his duties during the financial year ended 31 December 2020 as follows:

For	147 079 797
Against	845 021
Abstention	690 015

9. Appointments and renewal of mandates of directors

The Vice-Chairman invites the four candidates whose appointment as director is proposed to briefly introduce themselves before the opening of the votes. Mr. Stefan Oschmann, Mrs. Fiona du Monceau, Mr. Jonathan Peacock and Mrs. Susan Gasser address successively some introductory words to the participants.

- 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.

This resolution is approved as follows:

For	147 345 590
Against	938 327
Abstention	330 916

- 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.

This resolution is approved as follows:

For	148 537 749
Against	73 911
Abstention	3 173

- 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.

This resolution is approved as follows:

For	143 328 209
Against	4 956 310
Abstention	330 314

- 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).

This resolution is approved as follows:

For	147 919 157
Against	364 760
Abstention	330 916

- 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.

This resolution is approved as follows:

For	147 914 827
Against	369 090
Abstention	330 916

- 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.

This resolution is approved as follows:

For	148 538 746
Against	72 914
Abstention	3 173

- 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.

This resolution is approved as follows:

For	132 982 065
Against	15 302 454
Abstention	330 314

- 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.

This resolution is approved as follows:

For	140 276 066
Against	8 336 196
Abstention	2 571

- 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.

This resolution is approved as follows:

For	141 774 187
Against	6 837 473
Abstention	3 173

- 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.

This resolution is approved as follows:

For	147 093 117
Against	1 518 543
Abstention	3 173

- 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.

This resolution is approved as follows:

For	146 847 420
Against	1 436 497
Abstention	330 916

- 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.

This resolution is approved as follows:

For	148 336 621
Against	275 039
Abstention	3.173

10. Appointment of Statutory Auditor

Upon recommendation of the Audit Committee and presentation by the Works Councils, the General Meeting appoints Mazars Bedrijfsrevisoren - Réviseurs d'Entreprises SC/CV – 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 SC/CV 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).

This resolution is approved as follows:

For	148 255 666
Against	355 994
Abstention	3 173

SPECIAL PART

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

This approval requested from the General Meeting is not as such required by Belgian law but is sought in order to ensure transparency and, as the case may be, compliance with foreign law for certain jurisdictions where our Long-Term Incentive Plans (LTI plans) are offered to our employees. For more information on UCB's LTI plans, please refer to the 2020 remuneration report. For the avoidance of doubt, UCB SA/NV confirms that it covers all its obligations under the LTI Plans with existing shares, i.e. through share buybacks, so there is no dilution for existing shareholders of UCB SA/NV.

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.

This resolution is approved as follows:

For	144 511 681
Against	4 088 982
Abstention	14 170

12. Change of control provisions - art. 7:151 of the Belgian Code of Companies and Associations

Pursuant to article 7:151 of the BCCA, the General Meeting is solely competent to approve change of control clauses whereby third parties are granted rights having a substantial influence on the assets of the Company or causing a substantial debt or undertaking for the Company, if the exercise of such rights depends on the launch of a public takeover bid on the shares of the Company or a change of control thereof.

12.1 EMTN Program – renewal

UCB SA/NV has entered into a Euro Medium Term Note Program dated 6 March 2013 for an amount € 3 000 000 000, with last update of the Base Prospectus on 8 March 2021, whereby the amount was increased to € 5 000 000 000, as this program may be further amended, extended or updated from time to time (the “EMTN Program”). The terms of the EMTN Program provide for a change of control clause - condition 5 (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 to redeem that Note, following a change of control at the level of UCB SA/NV, 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 7:151 of the Belgian Code of Companies and Associations, this clause must be approved by the General Meeting and it is hereby proposed to renew this approval for any series of notes issued under the EMTN Program including such clause during the next 12 months.

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.

This resolution is approved as follows:

For	148 450 735
Against	161 487
Abstention	2 611

Following the closing of the votes, the results are communicated and commented on by the Secretary.

The agenda of the General Meeting having been entirely covered, the Vice-Chairman thanked the meeting and exempt the Secretary from reading the minutes.

Those minutes are drawn up in French and Dutch (with a free translation in English for information purposes only) and are signed by the members of the bureau and the proxyholder of the shareholders designated by the Board of Directors, Mrs. Rita Baeyens, and shall be made available online within 15 days as from the General Meeting, in accordance with the law.

The Vice-Chairman declares the General Meeting closed.

The meeting is closed at 12.37 am.

Brussels, 29 April 2021.

[Followed by the signatures by members of the bureau and by the sole proxyholder of the shareholders designated by the Board of Directors, Mrs. Rita Baeyens]