



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" or the "Company")

CONVENING NOTICE TO THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors invites the shareholders for the ordinary and extraordinary general meeting of shareholders (the "**General Meeting**") which will be held on **Thursday, 28 April 2022, at 11:00 am CEST**, at **the registered office of UCB SA/NV, Allée de la Recherche 60 - 1070 Brussels**, for the purpose of considering and voting on the items shown on the agenda set out below.

Depending on the evolution of the Covid-19 pandemic and the related measures taken by our governments and public authorities, we may need to further adapt the conditions and practicalities of the in-person participation in our General Meeting and reserve the right to communicate further instructions in this respect. As we cannot predict which Covid-19 measures shall be applicable on the day of the General Meeting, we are proposing a webcasting of the General Meeting. To mitigate potential health risks for participants, there will be no social event, reception, or catering at the occasion of our General Meeting. If you prefer to avoid in-person presence, notably for health safety reasons, you may always cast your vote by proxy by giving mandate to the person of your choice or the one proposed by UCB SA/NV and also register for the webcasting (live stream with no interactions as explained in the participation formalities below).

Applicable formalities are detailed at the end of this convening notice. Shareholders may, to the extent indicated, also use Lumi Connect platform (formerly known as AGM+ platform) (<https://www.lumiconnect.com/en/events>) to complete all participation formalities and vote by proxy at the General Meeting.

ORDINARY PART

- 1. Report of the Board of Directors on the annual accounts for the financial year ended 31 December 2021**
- 2. Report of the statutory auditor on the annual accounts for the financial year ended 31 December 2021**
- 3. Communication of the consolidated annual accounts of the UCB Group relating to the financial year ended 31 December 2021**
- 4. Approval of the annual accounts of UCB SA/NV for the financial year ended 31 December 2021 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 2021 and the appropriation of the results reflected therein, including the approval of a gross dividend of € 1.30 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 2021

The Belgian Code of Companies and Associations (BCCA) requires the General Meeting to approve the remuneration report each year by separate vote. This report includes a description of the remuneration policy that was applicable in 2021 and information on remuneration of the members of the Board of Directors and of the Executive Committee. The format and content of the remuneration report are compliant with the requirements of the Law of 28 April 2020 implementing the Shareholders Right Directive II (SRD II) in Belgian law and amending the BCCA.

Proposed resolution:

The General Meeting approves the remuneration report for the financial year ended 31 December 2021.

6. Approval of changes to the Remuneration of the Board

In accordance with the Belgian Corporate Governance Code 2020 (the “Code 2020”) and the BCCA, UCB’s Remuneration Policy was submitted to and approved by General Meeting of 29 April 2021. This policy was applicable as from the financial year starting on 1 January 2021. For 2022, UCB would like to propose an adjustment to this policy in relation to the remuneration of the Board of Directors, which requires the approval of the General Meeting in accordance with art 2:50 of the BCCA. The proposed change is an increase of the remuneration of the Board committee chairs, to be effective upon approval by the General Meeting. This proposal results from a benchmark review that was carried out in view to ensure that UCB SA/NV could attract the best candidates for chairing its special committees, by proposing an appropriate level of compensation, also considering that the compensation of the Board members and especially for their roles in special committees have not been reviewed nor adjusted since 2019. In addition, we observe increasing demands on our board members, in particular for our Committee Chairs, where the environment and related governance legislation have become more complex, resulting in higher workload. The proposed increased remuneration corresponds to a level closer to the regressed median of our European Pharma reference UCB peer group (i.e. relevant peer pharma median data, adjusted to UCB’s revenue size), as disclosed in the Remuneration Report 2021 and can be summarized as follows: (i) Audit Committee Chair: from EUR 33 500 EUR (current) to EUR 45 000 (proposed); (ii) Governance, Nomination and Compensation Committee Chair: from EUR 22 500 (current) to EUR 35 000 (proposed) and (iii) Scientific Committee Chair: from EUR 33 500 (current) to EUR 35 000 (proposed).

In addition, it is proposed to convert the previously approved special travel allowance for our Board members residing in a country with at least 5 hours of time zone difference with Belgium (EUR 7 500 per meeting, with at least 6 meetings per year), into a fixed lump-sum allowance of EUR 45 000, irrespective of the actual travel. This is mainly to consider the inconvenience of attending meetings which are mostly in Europe.

The other components of the remuneration of the Board remain unchanged. For more details on the total remuneration of the members of the Board of Directors, please refer to the Remuneration Report available on UCB website.

Proposed resolution:

The General Meeting (i) fixes the annual remuneration of the Chair of the Audit Committee at EUR 45 000, the annual remuneration of the Chair of the Governance, Nomination and Compensation Committee at EUR 35 000 and the annual remuneration of the Chair of the Scientific Committee at EUR 35 000 and (ii) approves the conversion of the travel allowance of 7 500 Euro per meeting into a fixed lump-sum travel allowance of EUR 45 000 per member of the Board of Directors residing in a country where the time zone difference with Belgium is 5 hours or more (in addition to regular travel expense reimbursement).

7. Discharge in favour of the directors

Pursuant to the BCCA, the General Meeting must, after approval of the annual accounts, vote on the discharge of liability of the directors for the financial year ended on 31 December 2021.

Proposed resolution:

The General Meeting grants discharge to the directors for the performance of their duties during the financial year ended 31 December 2021.

8. Discharge in favour of the statutory auditor

Pursuant to the BCCA, the General Meeting must, after approval of the annual accounts, vote on the discharge of liability of the statutory auditor (Mazars).

Proposed resolution:

The General Meeting grants discharge to the statutory auditor for the performance of its duties during the financial year ended 31 December 2021.

9. Directors: renewal of mandates of (independent) directors

The mandates of Mrs. Kay Davies, Mr. Jean-Christophe Tellier and Mr. Cédric van Rijckevorsel shall expire at this General Meeting. Upon recommendation of the Governance, Nomination and Compensation Committee ("GNCC"), the Board of Directors proposes: (i) the renewal of the mandate of Mrs. Kay Davies as independent director for a term of 4 years and (ii) the renewal of the mandate of Mr. Jean-Christophe Tellier and Mr. Cédric van Rijckevorsel as directors for a term of 4 years. While Mrs. Kay Davies reached the age limit in 2021, the Board is proposing to renew her mandate as permitted under section 3.2.4 of its Charter of Corporate Governance. Mrs. Kay Davies is chairing the Scientific Committee of the Board and is bringing a unique scientific contribution at the level of the Board. Applying the age limitation rule without exception would have led to a simultaneous change of the two scientists of the Board in the period 2021-2022. Given the long development cycles in creating new medicines that can span more than a decade, coupled with new drug research modalities such as gene therapy where UCB is investing in new platforms, proposing the re-election of Mrs. Kay Davis for a new mandate is considered by the Board the best option to maintain continuity in the follow up of this key scientific evolution for UCB. It also allows the company to count another new key scientist in the Board (Susan Gasser). Her re-election is guaranteeing that UCB maintains a sufficient level of gender diversity in the Board as requested by Belgian law. If re-elected, Mrs. Kay Davies shall continue to be the Chair of the Scientific Committee and member of the GNCC. She meets the independence criteria stipulated by article 7:87 of the BCCA, by provision 3.5 of the Code 2020 and by the Board of Directors. Subject to the abovementioned renewals by the General Meeting, the Board will continue to be composed of a majority of independent directors.

Proposed resolutions:

9.1. A) The General Meeting renews the appointment of **Mrs. Kay Davies (*) as director for a term of four years until the close of the annual General Meeting of 2026.**

B) The General Meeting acknowledges that, from the information made available to the Company, **Mrs. Kay Davies 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.**

9.2. The General Meeting renews the appointment of **Mr. Jean-Christophe Tellier (*) as director for a term of four years until the close of the annual General Meeting of 2026.**

9.3. The General Meeting renews the appointment of **Mr. Cédric van Rijckevorsel (*) as director for a term of four years until the close of the annual General Meeting of 2026.**

(*) Curriculum vitae and details are available at <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2022>

SPECIAL PART

10. 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 2021 remuneration report. For the avoidance of doubt, UCB 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.

Proposed resolution:

The General Meeting approves the decision of the Board of Directors to allocate an estimated number of 960 000 free shares:

- a) *of which an estimated number of 800 000 shares to eligible employees under the Long-Term Inventive policy (LTI policy), namely to 2 474 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 160 000 shares to eligible employees under the Performance Share Plan, namely to 141 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 2022 and 1 April 2022.

11. 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 so-called 'change of control' clauses, i.e., provisions whereby third parties are granted rights having a substantial influence on the assets of the Company or causing a substantial debt or liability 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. These clauses are standard requests from our creditors and/or in the legal documentation of our financing arrangements.

11.1 EMTN Program – renewal

UCB SA/NV has entered into a Euro Medium Term Note Program dated 6 March 2013 for an amount of EUR 3 000 000 000, with last update of the Base Prospectus on 8 March 2021, whereby the amount was increased to EUR 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 BCCA, 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.

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 28 April 2022 until 27 April 2023, 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.

11.2 European Investment Bank Facility Agreement of EUR 350 million entered on 18 November 2021

UCB SA/NV has entered a Facility Agreement in the amount of EUR 350 000 000 between, amongst others, UCB SA/NV as borrower, and the European Investment Bank as lender, dated 18 November 2021, including clauses according to which the loan, together with accrued interests and all other amounts accrued and outstanding thereunder, could in certain circumstances become immediately due and payable, at the discretion of the European Investment Bank and following a change of control of UCB SA/NV.

Proposed resolution:

Pursuant to article 7:151 of the Belgian Code of the Companies and Associations, the General Meeting approves (i) Article 4.3 A (3) of the EUR 350 000 000 Facility Agreement entered into between, amongst others, UCB SA/NV as borrower, and the European Investment Bank as lender, dated 18 November 2021, under which the loan, together with accrued interests and all other amounts accrued and outstanding thereunder, could in certain circumstances become immediately due and payable, at the discretion of the European Investment Bank and following a change of control of UCB SA/NV, as it falls within the scope of Article 7:151 of the Belgian Code of Companies and Associations, (ii) as well as any other provisions of the European Investment Bank Facility Agreement which may fall within the scope of Article 7:151 of the Belgian Code of Companies and Associations.

11.3 Term Facility Agreement of USD 800 million entered on 19 January 2022

UCB SA/NV has entered a Term Facility Agreement in the amount of USD 800 000 000 between, amongst others, UCB SA/NV and UCB Biopharma SRL, as borrowers, and BNP Paribas Fortis SA/NV and Barclays Bank PLC as bookrunners dated January 19, 2022 including clauses, according to which any and all of the lenders can, in certain circumstances, cancel their commitments and require repayment of their participations in the loans, together with accrued interests and all other amounts accrued and outstanding thereunder, following a change of control of UCB SA/NV.

Proposed resolution:

Pursuant to article 7:151 of the Belgian Code of the Companies and Associations, the General Meeting approves (i) Clause 7.2 (b) of the USD 800 million Term Facility Agreement entered into between, amongst others, UCB SA/NV and UCB Biopharma SRL, as borrowers, and BNP Paribas Fortis SA/NV and Barclays Bank PLC as bookrunners dated January 19, 2022, under which any and all of the lenders can, in certain circumstances, cancel their commitments and require repayment of their participations in the loan, together with accrued interests and all other amounts accrued and outstanding thereunder, following a change of control of UCB SA/NV, as it falls within the scope of Article 7:151 of the Belgian Code of Companies and Associations, (ii) as well as Clause 21.15 (Disposals) (in combination with Clause 22.2 (Other obligations) and Clause 22.12 (Acceleration)) and any other provisions of the Term Facility Agreement which may fall within the scope of Article 7:151 of the Belgian Code of Companies and Associations.

EXTRAORDINARY PART (Extraordinary General Meeting)

*The Extraordinary General Meeting will only validly deliberate on the items on its agenda if at least half of the capital is present or represented, in accordance with article 7:153 of the BCCA. If this condition is not met, a new Extraordinary General Meeting with the same agenda will be convened for **23 May 2022 at 11:00 am***

CEST. This second Extraordinary General Meeting will validly deliberate irrespective of the number of shares present or represented.

1. 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 BCCA 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.

2. 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 30 April 2020 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 BCCA, 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 and cannot be used in case a public takeover bid has been launched on UCB. 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 BCCA.

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.

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 28 April 2022.

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.”

3. 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 30 April 2020 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 2024. The previous authorization of 30 April 2020 will remain valid until it expires on 30 June 2022 and the new authorization will be effective as of 1 July 2022. As per previous years, this is a general-purpose authorization for share buybacks. It cannot be used in case a public takeover bid has been launched on UCB. 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 2022 and expiring on 30 June 2024. 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 30 April 2020 remains valid until 30 June 2022.

4. Modification of Article 19, §1 of Articles of Association relating to the signature of the board minutes, to bring it in line with Article 7:95 §1 of the BCCA

Article 19, §1 of the Articles of Association of UCB SA/NV currently provides that the minutes of the Board meeting should be signed by all directors present at the meeting. This requirement is going beyond the rule of

article 7:95 § 1 of the BCCA which requires that the minutes are signed by the Chair and any other director who wish to sign. It is therefore proposed to simplify this signature requirement of the Articles of Association by requesting the signature of the Chair and the Vice-Chair of the Board and any other director who wish so. Should the Chair or the Vice-Chair be unable to sign for any reason, any other director can sign the minutes. This should also help the implementation of electronic signature for the minutes of the Board. This change has no impact on shareholders rights.

Proposed resolution:

The General Meeting resolves to amend article 19, §1 of the Articles of Association to bring it in line with Article 7:95 §1 of the BCCA, as follows:

"The proceedings of the Board shall be set down in minutes, to be kept in a special register and signed by the Chair and the Vice-Chair, as well as any other directors present at the meeting who express their wish to do so. In the event the Chair or the Vice-Chair are unable to sign for any reason, any other director can sign the minutes".

PARTICIPATION FORMALITIES

In order to participate in the General Meeting, shareholders must comply with the following formalities:

1. Kindly note that all due dates and times mentioned herein are the final deadlines and that these will not be extended due to a weekend, holiday or for any other reason.
2. **Registration Date:** the registration date is **14 April 2022, at 24:00 CEST**.
 - a. Owners of **registered shares** must be registered as a shareholder in UCB SA/NV's share register, held by Euroclear, on 14 April 2022, at 24:00 CEST.
 - b. Owners of **dematerialized shares** must be registered as a shareholder on an account with a recognized account holder or settlement institution on 14 April 2022, at 24:00 CEST.
3. **Voting in person:** the shareholder who intends to participate in the General Meeting in person must declare his/her intent to participate, in the General Meeting, as follows:
 - a. Owners of **registered shares** must declare their intention to participate in person to the General Meeting, at the latest by **22 April 2022, 15:00 CEST**, to UCB SA/NV's registered office (c/o Mrs. Muriel Le Grelle) or via e-mail to shareholders.meeting@ucb.com.
 - b. Owners of **dematerialized shares** must declare their intention to participate in person at the General Meeting, at the latest by **22 April 2022, 15:00 CEST**, to UCB SA/NV's registered office (c/o Mrs. Muriel Le Grelle) or via e-mail to shareholders.meeting@ucb.com. Owners of dematerialized shares must always include a certificate issued by a recognized account holder or settlement institution evidencing their holding of dematerialized shares on the registration date.

For shareholders who choose to use the Lumi Connect electronic platform, this platform (i) enables them to directly declare their intention to participate in person in the General Meeting and (ii) allows the above-mentioned certificate of dematerialized shares to be issued directly.

ONLY PERSONS HAVING NOTIFIED THEIR INTENT TO PARTICIPATE IN PERSON AT THE GENERAL MEETING AT THE LATEST BY 22 APRIL 2022, 15:00 CEST AND IN ACCORDANCE WITH THE AFOREMENTIONED FORMALITIES WILL BE ALLOWED TO ATTEND AND VOTE AT THE GENERAL MEETING.

4. **Voting by proxy**: the shareholders are allowed to be represented by a proxy holder at the General Meeting. In the case of voting by proxy, the proxy form will serve as declaration of the intention to participate in the General Meeting, but owners of dematerialized shares must still provide a certificate issued by a recognized account holder or settlement institution evidencing their holding of dematerialized shares on the registration date to UCB SA/NV (c/o Mrs. Muriel Le Grelle) or via e-mail to shareholders.meeting@ucb.com. **For shareholders who choose to use the Lumi Connect platform, this platform allows the above-mentioned certificate of dematerialized shares to be issued directly.**

- a. Original proxy: the proxy form approved by UCB SA/NV, which must be used to be represented at the General Meeting, can be downloaded and printed from <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2022>.

Shareholders must deposit or send these proxies, duly filled out and signed, to UCB SA/NV's registered office (c/o Mrs. Muriel Le Grelle) or send them via e-mail to shareholders.meeting@ucb.com, in such a way that they arrive at UCB at the very latest by **22 April 2022, 15:00 CEST**. Scans by e-mail are allowed and recommended, provided that the proxy holder produces the original proxy at the latest prior to the General Meeting. Failure to comply with these requirements may result in UCB SA/NV not acknowledging the powers of the proxy holder.

- b. Electronic proxy: for shareholders who choose to use the Lumi Connect platform, this platform enables them to electronically complete and submit proxies. In that case, no original must be provided prior to the General Meeting.

ONLY PERSONS HAVING NOTIFIED THEIR INTENTION TO PARTICIPATE BY PROXY IN THE GENERAL MEETING AT THE LATEST BY 22 APRIL 2022, 15:00 CEST AND IN ACCORDANCE WITH THE AFOREMENTIONED FORMALITIES WILL BE ALLOWED TO VOTE BY PROXY AT THE GENERAL MEETING.

5. **Webcasting of the General Meeting (live stream)**: if you prefer to avoid in-person presence, you may cast your vote as shareholder by proxy and also register for the webcasting, by selecting this option as included in the proxy form, at the very latest by **22 April 2022, 15:00 CEST**. It will neither be possible to ask questions nor to vote during the webcasting and such webcasting is not to be understood as an electronic meeting in the sense of article 7:137 of the BCCA. The procedure for accessing the webcasting is available on the website of UCB (<https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2022>).

For shareholders who choose to use the Lumi Connect platform (<https://www.lumiconnect.com/en/events>), this platform also enables them to confirm their intention to watch the General Meeting online, subject to the above-mentioned deadline.

Shareholders should ensure that the device and the internet connection they are using to connect are adequate and stable in order to enjoy the webcasting of the General Meeting.

6. **New agenda items and new resolutions**: in accordance with article 7:130 of the BCCA and under certain conditions, one or more shareholder(s) holding (together) at least 3% of the share capital of the Company may request to add items to the agenda and may file resolution proposals relating to the items on the agenda or to be added to the agenda.

Such request will only be valid if it is duly notified to UCB SA/NV's registered office in writing (c/o Mrs. Muriel Le Grelle) or via shareholders.meeting@ucb.com at the latest by **6 April 2022, 15:00 CEST**. An updated agenda will, if applicable, be published on 13 April 2022. In such case, the Company will make an updated proxy form available in order to allow shareholders to give specific voting instructions thereon. The additional items on the agenda and the proposed resolutions will only be discussed at the General Meeting if this/these shareholder(s) holding (together) at least 3%

of the share capital of the Company has/have fulfilled the admission formalities as detailed under points 3 and 4 above.

7. **Questions:** in accordance with article 7:139 of the BCCA and under certain conditions, shareholders are entitled to submit questions (i) in writing prior to the General Meeting or (ii) orally during the General Meeting, to the Board of Directors or the statutory auditor regarding their reports or items on the agenda. The questions will be answered during the General Meeting provided (i) the shareholders concerned have complied with all required admission formalities and (ii) any communication of information or fact in response to such question does not prejudice the Company's business interests or the confidentiality undertaking of UCB SA/NV, its directors and statutory auditor.

Questions asked prior to the General Meeting must be sent in writing to UCB SA/NV's registered office (c/o Mrs. Muriel Le Grelle) or by e-mail to shareholders.meeting@ucb.com in a way that they arrive at UCB by **22 April 2022, 15:00 CEST** at the latest.

For shareholders who choose to use the Lumi Connect platform, this platform enables them to submit questions in writing in advance, subject to the above-mentioned deadline.

8. **Available documentation:** as of the date of publication of this notice, the documents to be presented at the General Meeting, the (amended) agenda, and the (amended) proxy form are available on <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2022>. The shareholders shall be able to access and consult the documents during working hours on business days at UCB NV/SA's registered office, and/or preferably can receive a free hard copy of these documents.

The documents can also be accessed via the Lumi Connect platform.

9. **Privacy notice:** the Company is responsible for the processing of the personal data it receives from shareholders, holders of other securities issued by the Company (if any) and proxy holders in the context of the General Meeting of the shareholders in accordance with the applicable data protection legislation. The processing of such personal data will in particular take place for the analysis and management of the participation and voting procedure in relation to the General Meeting of the shareholders, in accordance with the applicable legislation and the Company's Privacy Policy. These personal data will be transferred to third parties for the purpose of providing assistance in the management of participation and voting procedures, and for analyzing the composition of the shareholder base of the Company. The personal data will not be stored any longer than necessary in light of the aforementioned objectives. Shareholders, holders of other securities issued by the Company and proxy holders can find the Company's Privacy Policy on the Company's website. This Privacy Policy contains detailed information regarding the processing of the personal data of, among others, shareholders, holders of other securities issued by the Company and proxy holders, including the rights that they can assert towards the Company in accordance with the applicable data protection legislation. The aforementioned can exercise their rights with regard to their personal data provided to the Company by contacting the Company's Data Protection Officer via dataprivacy@ucb.com.
