

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 ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
HELD AT THE REGISTERED OFFICE
ON THURSDAY 28 APRIL 2022 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 Chairman of the Board of Directors, Mr. Stefan Oschmann, at the Company's registered office.

Before setting up the Bureau of the General Meeting, the Chairman of the Board of Directors, Mr. Stefan Oschmann welcomes the shareholders at the Head Quarter offices of UCB, located Allée de la Recherche 60, 1070 Brussels, especially after two years of Covid-19 Pandemic, which made it impossible to hold in-person meetings in 2020 and 2021. The Chairman also welcomes the shareholders who are watching the meeting via the webcast. Because of the remaining risks related to the Covid-19 pandemic, UCB SA/NV wanted to offer the choice to its shareholders to either participate in-person or to cast their vote by proxy and to follow the meeting via internet. The online webcast is therefore proposed to facilitate the communication with its shareholders but should not be seen as a full online electronic participation within the meaning of Article 7:137 of the Belgian Code of Companies and Associations (or “**BCCA**”).

The Chair finally reminds the meeting that, in accordance with the convening notice, the Annual General Meeting shall be directly followed by an Extraordinary General Meeting held by a public notary, as requested by the Belgian law whenever the proposed resolutions require a modification of the bylaws of the Company.

The Chair then invites Mr. Xavier Michel, Secretary General of UCB SA/NV, to provide the shareholders with some technical explications regarding the voting devices and the translation device. Simultaneous translation in French, Dutch and English is organized for both shareholders physically present at the meeting and the shareholders following the meeting by webcast.

A. Bureau

Composition

The 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 SA/NV and physically present at the Company's registered office for this meeting;
- he calls Mr. Jeroen De Schauwer and Mrs. Florence Andrianne, UCB employees and physically present at the Company's registered office for this meeting, as scrutineers;

- he calls Mrs. Fiona du Monceau, Vice-Chair of the Board, Mr. Jean-Christophe Tellier, CEO and Chairman of the Executive Committee of the Company and Mr. Charles-Antoine Janssen, director, also physically present at the registered office of the Company, to be part of the bureau.

The statutory auditor, Mazars, represented by Mr. Anton Nuttens, together with his colleague Sébastien Schueremans are also physically present.

The Chair explains that other directors are attending this meeting via the webcast. Considering the remaining health risks resulting from the Covid-19 pandemic, UCB SA/NV wanted to privilege the in-person participation of its shareholders over the participation by members of the staff or the Board. These other members of the Board who are not physically present, but joining by video conference, will not be considered as part of the bureau of this assembly.

A few employees of UCB, as well as some members of the Executive Committee, are attending the meeting in person and, if necessary, will be asked to assist the Board in the context of the questions and answer session.

Some other members of the Executive Committee are also attending the meeting via the webcast. The proxyholder designated by the Board of Directors, Mrs. Rita Baeyens, is physically present.

The Chair confirms, for as far as necessary, that the Covid measures recommended by the public authorities were respected, to preserve the health of the people whose who are attending this meeting in person.

Review by the bureau

The 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 BCCA. Before the opening of the General Meeting, evidence of the publication of the convening notices was provided to the bureau.

The Chair reminds and the bureau acknowledges that the convening notices were duly published in the Belgian State Gazette, in 'De Tijd' and 'L'Echo' on 25 March 2022, 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 Lumi Connect and Proximity Platforms, as well as Euroclear.

The bureau notes that a convocation was sent on March 25, 2022 to the 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 previously agreed with them.

One copy of the convening notice will be archived.

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

It was also reminded that the documents submitted to the shareholders together with the convening notice were reviewed and commented by the Works Councils within the framework of the review of the Financial and Economic information in their meetings of 1st and 25 April 2022. In accordance with the applicable legal requirements, said Works Councils were also duly informed of the proposed re-election of the independent director (Kay Davies) on 17 and 29 March 2022.

(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 their own proxyholder or by Mrs. Rita Baeyens, the proxyholder designated by the Board of Directors and to watch the webcasting of the General Meeting. The attendance list therefore includes the shareholders represented by proxyholders, as well as the shareholders who have completed the participation formalities via the Lumi Connect 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 147 925 550 capital shares, with one vote each (i.e. an attendance of 76,05 % out of a total of 194 505 658 issued shares, or an attendance of 77,83 % out of a total of 190 055 546 shares entitled to vote, taking into consideration 4 450 112 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

Given that the agenda was communicated before the meeting to all shareholders (at least 30 days before the meeting) the assembly exempts the chair from reading out the agenda during the meeting. The agenda of the annual general meeting is indicated below:

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

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

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

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

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

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.*

SPECIAL PART

10. 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 960 000 free shares:

- a) of which an estimated number of 800 000 shares to eligible employees under the Long-Term Incentive 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

11.1 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 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

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

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.

Message from the CEO and broadcasting of a video

The Chairman then gives 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 2021 financial year as well as important events since the end of 2022, including the future objectives. The CEO's message also relates more broadly to the situation in Ukraine, 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.

Mr. Jean-Christophe Tellier speech ends by a short video of a patient suffering from psoriasis, for the purpose of illustrating UCB's sense of purpose and patient value creation.

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

Moving on to the 3 first items of the agenda of the meeting (non-voting items), the Chair referred to the following communications:

- (i) the report of the Board of Directors on the Annual Accounts for the Financial Year ended 31/12/2021;
- (ii) the report of the statutory auditor on the annual accounts for the financial year ended 31/12/2021; and
- (iii) the Consolidate Annual Accounts of the UCB group relating to the financial year ended 31/12/2021.

Referring to the consolidated accounts, the Chair states that, in 2021, the UCB Group achieved its financial objectives at the consolidated level, with revenues reaching EUR 5.777 billion, resulting in underlying profitability ("adjusted EBITDA") of EUR 1.64 billion and core earnings per share of EUR 1.30.

With the agreement of the statutory auditor, the assembly also exempts the bureau from reading the reports of the Board of Directors and the statutory auditor relating to the 2021 annual accounts, considering that Mr. Jean-Christophe Tellier and the Chair already reported on the financial results to the shareholders and considering, moreover, that these reports were made available to shareholders before this General Meeting.

Comments on the 2021 remuneration report and on the 2022 remuneration policy

The 2021 Remuneration Report and the evolution of the Remuneration Policy for 2022 are commented on by the Vice-Chair of the Board (also in her capacity as Chair of the GNCC), before being submitted for approval to the General Meeting.

Q&A Session

Before addressing the voting items of the agenda, the Chair recalls that, in accordance with article 7:139 of the Belgian Code on Companies and Associations, 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 are to 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 undertakings of UCB SA/NV, its directors and statutory auditor.

The Chair confirms 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 Lumi Connect platform by April 22, 2022 at 3:00 p.m. CEST at the latest.

The Chair indicates that 8 questions were asked in writing, by a shareholder, and sent to the Company on April 21, 2022. These questions, which concern the governance (over-boarding, CVs of the members of the Executive Committee, gender diversity on the Board), compensation (integration of non-financial key performance indicators) and sustainability (promotion of renewable energy sources in China) policies of the Company, as well as the answers from the Company, are read during the meeting, by Mr. Xavier Michel.

The Chair then moves on to the "live" Q&A session, after insisting on the fact that shareholders who are present or represented today are only allowed to ask their questions during this Q&A session, also with respect to the Extraordinary General Meeting. Each shareholder who wishes to ask questions is kindly invited to list all of its questions at once if possible, except if he/she wishes to react or comment the question of another shareholder.

The Chair notes that there are no questions from the assembly.

The Chair then acknowledges that all questions asked by the shareholders have been answered satisfactorily, completely and in detail.

Finally, the Chair 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 Chair thereafter calls to vote the resolutions in accordance with the agenda proposed to the General Meeting.

Voting

As a reminder, shareholders 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 22, 2022 at 3:00 pm CEST at

the latest, have been taken into account and are reflected below in the results of the votes for each of the proposed decisions on items 4 to 11.3 of the agenda.

The Chair also reminds that the votes of the shareholders represented by proxyholder and watching the live stream have already been casted by proxy and will therefore automatically be taken into consideration in the results of the votes. The webcasting does not allow them to cast votes live as it is not to be understood as an electronic meeting in the sense of article 7:137 of the Belgian Code on Companies and Associations.

Mr. Xavier Michel takes over and gives technical explanation on the use of the voting device and makes a test of the voting system with the assembly.

The voting test having been conclusive, before opening the votes, the Chair addresses the agenda and with the agreement of the statutory auditor, the Assembly exempts the bureau 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 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**

The Chair 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 it remains unchanged in comparison with the first verification and that then, out of the aforementioned total of 190 055 546, 147 925 550 shares are validly present or represented, each giving right to one vote, i.e. an attendance of 77,83 % (an attendance quorum for the Annual General Meeting, ordinary and special parts, 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 2021 and appropriation of the results**

The Chair submits to the General Meeting the annual accounts of UCB SA/NV for the financial year ended 31 December 2021 and the proposed appropriation of the results.

Taking into account the number of 4 450 112 own shares held by UCB on the date this assembly and which are not entitled to the dividend, the following appropriation is proposed, based on a result to be appropriated in an amount of 365 502 640.91 million EUR:

- | | |
|---|--------------------|
| • Attribution to the reserve | 365 502 640.91 EUR |
| • Allocation to shareholders of a gross dividend of | 247 072 209.80 EUR |
| • Profit to be carried forward | 118 430 431.11 EUR |

The above appropriation proposal allows for the distribution of a gross dividend of EUR 1.30 per share, giving right, against presentation of coupon n° 25, to a net dividend per share of EUR 0.91 (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 3 May 2022.

The Chair then calls for a vote on the approval of the financial statements for 2021 and the proposed appropriation of the results, including the gross dividend distribution of EUR 1.30 per share proposed above.

The General Meeting approves the annual accounts as of 31 December 2021 and the proposed appropriation of the results, including the proposed dividend distribution per share, as follows:

For	147 566 167
Against	334 818
Abstention	24 565

5. Approval of the remuneration report for the financial year ended 31 December 2021

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

For	141 005 863
Against	6 389 444
Abstention	530 243

6. Approval of changes to the Remuneration of the Board

The General Meeting approves the changes to the Remuneration of the Board:

For	147 221 867
Against	218 556
Abstention	485 127

7. Discharge in favor of the directors

The General Meeting grants discharge to the directors for the performance of their mandates during the financial year ended 31 December 2021 as follows:

For	144 263 159
Against	2 879 347
Abstention	783 044

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 2021 as follows:

For	146 386 943
Against	708 547
Abstention	830 060

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

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.

This resolution is approved as follows:

For	143 719 516
Against	3 727 414
Abstention	478 620

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.

This resolution is approved as follows:

For	147 589 684
Against	134 760
Abstention	201 106

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.

This resolution is approved as follows:

For	142 944 890
Against	4 466 150
Abstention	514 510

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.

This resolution is approved as follows:

For	146 432 115
Against	802 454
Abstention	690 981

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. More information on UCB's LTI plans is provided in 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.

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 Incentive 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.

This resolution is approved as follows:

For	146 423 972
Against	1 256 856
Abstention	244 722

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 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. 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 € 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 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.

This resolution is approved as follows:

For	147 833 304
Against	67 681
Abstention	24 565

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.

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.

This resolution is approved as follows:

For	147 363 100
Against	494 209
Abstention	68 241

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.

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.

This resolution is approved as follows:

For	147 300 886
Against	556 413
Abstention	68 251

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 Chair thanked the meeting and the Secretary was exempted by the Assembly 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, the shareholders and proxyholders who wish to do so and by Mrs. Rita Baeyens, as proxyholder appointed by the Board. The minutes shall be made available online within 15 days as from the General Meeting, in accordance with the law.

The Chair invites the shareholders to stay in the room for the opening of the Extraordinary Shareholders Meeting and declares the Annual General Meeting closed.

The meeting is closed at 12.18 pm.

Brussels, 28 April 2022.

[Followed by the signatures]