

PROXY FOR THE GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON 27 APRIL 2023 AT 11:00 AM CEST

IMPORTANT: In order to be valid, the proxy (i) must be fully completed, dated, executed and (ii) must reach UCB SA/NV no later than 21 April 2023, 15:00 CEST, in the manner described in the convening notice. Proxies arriving late or not complying with the required formalities may be rejected.

REMINDER: as mentioned in the convening notice, instead of using this proxy form, shareholders may choose to use the Lumi Connect platform to electronically complete and submit their proxy. In that case, in order to be valid, the proxy must be submitted to the Lumi Connect platform no later than 21 April 2023, 15:00 CEST in the manner described in the convening notice. Proxies arriving late or not complying with the required formalities may be rejected.

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

.....

residing at/with its registered office at

.....

.....

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

1. Mr./Mrs., residing at; **OR**
2. Mrs. Rita Baeyens, LUMI Technologies BVBA – Provincielaan 54 – 2870 Breendonk (with full power of substitution);

- (i) *In case you prefer to appoint your own proxy holder, please cross out n°2 above and fill out the name and address of your designated proxy holder under n°1. It is recommended **not** to appoint as proxy holder, UCB or one of its affiliates, a member of the Board or Executive Committee or any employee of UCB or its affiliates, or any person related thereto, to avoid potential conflicts of interest.*
- (ii) *Given applicable rules on potential conflicts of interests with the meaning of article 7:143, §4 of the Belgian Code of Companies and Associations, in case of absence of voting instructions given to the proxy holder with respect to the items on the agenda or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given, or if there should be a vote on decisions to be taken by the General Meeting, during the meeting, concerning the conduct and/or organization of the meeting, subject to compliance with the Belgian Code of Companies and Associations, the proxy holder will be deemed to abstain from voting.*
- (iii) *The absence of a specific name under no 1 will be considered as an appointment of the person mentioned under no 2. This proxy holder will vote in your name and as per your voting instructions.*

to represent him/her/it at UCB’s General Meeting of Shareholders, which will be held on **Thursday, 27 April 2023, at 11:00 CEST at the registered office of UCB SA/NV** and to vote or abstain in his/her/it name on all the matters shown in the below agenda.

Please provide your voting instructions for each resolution proposed by the Board of Directors in the checkboxes below, mentioning clearly the number of shares with which you vote in each case.

In case new items and/or amended proposals of resolution are put on the agenda pursuant to article 7:130 of the Belgian Code of Companies and Associations, the Company will make available a new updated proxy form as soon as the amended convening notice is published (at the latest on 12 April 2023).

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

ORDINARY PART

- 1. Report of the Board of Directors on the annual accounts for the financial year ended 31 December 2022**
- 2. Report of the statutory auditor on the annual accounts for the financial year ended 31 December 2022**
- 3. Communication of the consolidated annual accounts of the UCB Group relating to the financial year ended 31 December 2022**
- 4. Approval of the annual accounts of UCB SA/NV for the financial year ended 31 December 2022 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 2022 and the appropriation of the results reflected therein, including the approval of a gross dividend of € 1.33 per share^().*

() The UCB shares held by UCB SA/NV (own shares) are not entitled to a dividend. Therefore, the aggregate amount to be distributed to the shareholders may fluctuate depending on the number of UCB shares held by UCB SA/NV (own shares) on the dividend approval date.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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- 5. Approval of the remuneration report for the financial year ended 31 December 2022**

Proposed resolution:

The General Meeting approves the remuneration report for the financial year ended 31 December 2022.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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- 6. 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 2022.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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7. 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 2022.

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

Proposed resolutions:

8.1. A) *The General Meeting renews the appointment of **Mrs. Jan Berger** (*) as director for a term of four years until the close of the annual General Meeting of 2027.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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B) *The General Meeting acknowledges that, from the information made available to the Company, **Mrs. Jan Berger** 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 of Directors and appoints her as independent director.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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8.2. *The General Meeting renews the appointment of **Mr. Cyril Janssen** (*) as director for a term of four years until the close of the annual General Meeting of 2027.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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8.3. A) *The General Meeting appoints **Mrs. Maëlys Castella** (*) as director for a term of four years until the close of the annual General Meeting of 2027.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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B) *The General Meeting acknowledges that, from the information made available to the Company, **Mrs. Maëlys Castella** 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 of Directors and appoints her as independent director.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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(*) Curriculum vitae and details are available at <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2023>

SPECIAL PART

9. 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 1 435 000 free shares:

- a) of which an estimated number of 1 220 000 shares to eligible employees under the Long-Term Incentive policy (LTI policy), namely to approximately 2 900 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 215 000 shares to eligible employees under the Performance Share Plan, namely to approximately 150 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 Directors 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 2023 and 1 April 2023.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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10. Change of control provisions in contracts or funding agreements - art. 7:151 of the Belgian Code of Companies and Associations

10.1 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 27 April 2023 until 26 April 2024, under which any and all of the holders of the relevant notes can, in certain circumstances when a change of control at the level of UCB SA/NV occurs, require UCB SA/NV to redeem that note on the change of control put date at the put redemption amount together, if appropriate, with interest accrued to such change of control put date, following a change of control of UCB SA/NV; and (ii) of any other provision of the EMTN Program or notes issued under the EMTN Program granting rights to third parties which could affect an obligation on UCB SA/NV where in each case the exercise of these rights is dependent on the occurrence of a change of control.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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10.2 Schuldschein Loan Agreements entered on 2 November 2022

Proposed resolution:

Pursuant to article 7:151 of the Belgian Code of the Companies and Associations, the General Meeting approves Article 5 b) of the four Schuldschein loan agreements in the amounts of EUR 108.5 million, EUR 20.5 million, EUR 15.0 million and USD 20.0 million respectively, entered into between, amongst others, UCB SA/NV as borrower, and ING Bank, a branch of ING-DIBA AG as Original Lender, dated 2 November 2022, under which each of these four Schuldschein loan agreements, 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 any and all of the lenders following a change of control of UCB SA/NV.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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10.3 Revolving credit facility agreement to replace the existing EUR 1 000 000 000 revolving credit facility agreement as amended, restated and/or refinanced from time to time, including on 5 December 2019 and 3 December 2021

Proposed resolution:

*Pursuant to article 7:151 of the Belgian Code of Companies and Associations, the General Meeting approves the change of control clause as provided for in a revolving credit facility agreement of up to an amount of EUR 1 000 000 000 which has been entered into prior to the date of this General Meeting or, if this is not the case, may be entered into by UCB SA/NV on any date prior to 25 April 2024 (the “**New RCF**”), replacing the existing EUR 1 000 000 000 revolving credit facility agreement as amended, restated and/or refinanced from time to time, including on 5 December 2019 and 3 December 2021 (the “**Existing RCF**”), under 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 interest and all other amounts accrued and outstanding thereunder, following a change of control of UCB SA/NV. The General Meeting approves, such change of control clause of the New RCF, substantially the same terms as in the Existing RCF or any other ancillary document that would be referred to in the New RCF and would confer certain rights on third parties which have a substantial impact on the assets and liabilities of UCB SA/NV or result in a substantial debt or obligation for UCB SA/NV where the exercise of such rights depends on the launch of a public takeover bid on UCB SA/NV or a change of control over UCB SA/NV.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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Place and date:, 2023

Name¹:

Position:

Legal entity:

Signature²:

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

Tel:

E-mail:

¹ Please note that in case a company is being represented, the signatory of the proxy warrants that he/she is duly empowered and mandated to represent the company and that he/she is able to provide supporting documentation thereof.
 In case this proxy is given on behalf of one or more shareholders, the signatory of this proxy warrants that he/she is duly empowered and mandated to sign this proxy on behalf of such shareholder(s), that the voting instructions reflected in this proxy (with respect to both the current resolutions proposed by the Board of Directors and the possible additional resolutions) accurately reflect the voting instructions of these shareholder(s) and that he/she will hold underlying evidence for a minimum period of 12 months, as required by Belgian law.

² Should be preceded by the hand-written words “Good for proxy”.