

UCB SA/NV (hereafter the "**Company**")  
MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS  
HELD AT THE REGISTERED OFFICE  
ON THURSDAY 27 APRIL 2023 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. Jonathan Peacock, at the Company's registered office, located Allée de la Recherche 60, 1070 Brussels.

Before setting up the Bureau of the General Meeting, the newly elected Chairman of the Board of Directors, Mr. Jonathan Peacock, welcomes the shareholders.

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

**A. Bureau**

***Composition***

The Chair of the Board of Directors, 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, present at the Company's registered office for this meeting ;
- he calls Mrs. Florence Andrienne and Mr. Valentijn Peeters, UCB employees, present at the Company's registered office for this meeting, as scrutineers ;
- he finally calls Mrs. Fiona du Monceau, Vice-Chair of the Board, Mr. Jean-Christophe Tellier, CEO and Chairman of the Executive Committee of the Company, Jan Berger, Kay Davies, Albrecht De Graeve, Pierre Gurdjian, Charles-Antoine Janssen, Cyril Janssen, Cédric van Rijckevorsel and Ulf Wiinberg, directors, also present at the registered office of the Company, to be part of the bureau.

The statutory auditor, Mazars, represented by Mr. Anton Nuttens, is also present.

A few employees of UCB and most of the members of the Executive Committee, are attending the meeting and, if necessary, will be asked to assist the Board in the context of the questions and answers session.

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

### ***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, and all other documents required by law, 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 & Associations ("BCCA"). Before the opening of the General Meeting, evidence of the publication of the convening notices published in the Belgian State Gazette and the medias, 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 24 March 2023, and that the text of the agenda, the convening notices as well as all other documents prescribed by law (pursuant to articles 7:128 and following of the BCCA) were duly published on the internet website 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 convening notice was sent on 24 March 2023 to the registered shareholders, either by email for shareholders who had previously accepted this method of communication, or by ordinary mail for the others.

In addition, since 24 March 2023, all documents relating to this General Meeting have also been made available for consultation by shareholders during business days and office hours at the Company's registered office. Shareholders were also able to obtain a copy of these documents free of charge, upon first request.

The convening letter was also sent by email to the members of the Board of Directors and the statutory auditor in accordance with the modalities previously agreed with them and in accordance with the BCCA.

One copy of the convening notice will be archived.

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

It was reminded that the Works Councils were duly informed of the proposed (i) re-election of Jan Berger and (ii) election of Maëlys Castella, both as independent director, during their meeting respectively held on 28 March 2023 and 30 March 2023. It was also pointed out that the economic and financial information was provided to the Works Councils in view of their respective meeting held on 24 April 2023, in accordance with the provisions of article 16 of the Royal Decree of 27 November 1973 and have not raised any objections from them.

(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 in due time. It is reminded that in the framework of the General Meeting, the shareholders had the

choice to participate to this meeting, either in person or by proxy. For those who chose to appoint a proxyholder, they had the choice to be represented either by the proxyholder of their choice or by Mrs. Rita Baeyens, the proxyholder designated by the Board of Directors. The attendance list therefore includes the shareholders having fulfilled the attendance formalities (in person or by proxy), including via the Lumi Connect platform, and 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 153 742 481 capital shares, with one vote each (i.e. an attendance of 79.04 % out of a total of 194 505 658 issued shares, or an attendance of 81.04 % out of a total of 189 713 411 shares entitled to vote, taking into consideration 4 792 247 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 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<sup>(\*)</sup>.*

*(\*) 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 2022**

Proposed resolution:

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

## 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.*

## 7. 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 2022.*

## 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.*

**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.*

**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.*

**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.*

**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.*

## 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.*

## **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.*

### **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.*

### **10.3 Revolving credit facility agreement dated 27 March 2023 replacing the previous 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 (article 10.2) as provided in the revolving credit facility agreement in an amount of EUR 1 000 000 000 which has been entered into on 27 March 2023 (the “**New RCF**”), replacing the previous 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 (the “**Previous 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 in the New RCF, substantially with the same terms as in the Previous RCF and 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.*

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### ***Message from the CEO and video***

The Chairman then gives the floor to Mr. Jean-Christophe Tellier, CEO and Chairman of the Executive Committee, for his speech which covers the presentation to the General Meeting of the group's activities and results for the 2022 financial year, as well as the perspective for the remainder of 2023 and the years to come.

Mr. Jean-Christophe Tellier speech ends by a short video showing patients, 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 31/12/2022;
- (ii) the report of the Statutory Auditor on the annual accounts for the financial year ended 31/12/2022; and
- (iii) the Consolidated annual accounts of the UCB group relating to the financial year ended 31/12/2022.

Referring to the consolidated accounts, the Chair states that, in 2022, the UCB Group revenues reached EUR 5,517 billion, resulting in underlying profitability 'adjusted EBITDA' of EUR 1,26 billion and core earnings per share of EUR 4.37.

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 2022 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 2022 remuneration report***

The 2022 Remuneration Report is 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 of 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 21 April 2023 at 3:00 pm CEST at the latest.

The Chair indicates that one question was asked in writing by a single shareholder and sent to the Company via the Lumi Connect platform. The question, relating to the dividend policy, as well as the answer from the Company, were read during the meeting by Mr. Xavier Michel.

The Chair then moves on to the “live” Q&A session.

The Chair notes that there are questions from the assembly and invites each shareholder to speak up for the purpose of the live Q&A session. Three shareholders asked questions, on the below mentioned topics:

- The risks management and analysis and the way these are reflected in the integrated annual report;
- The succession plan for the Board of Directors and senior executive management;
- The purpose of shares buybacks (confirmed as being carried out for the hedging of long-term incentive plans for the benefit of employees);
- The number of subsidiaries wholly owned by the group and the need for them;
- Clarifications regarding UCB's activities in Russia and Ukraine (as well as the UCB staff of these subsidiaries);
- The use of organic solvents in production processes and their impact on patients and environment;
- The level of indebtedness, the evolution of the result, the progression of the dividend policy;
- The form and methods of non-financial reporting (in “ESG” areas);
- The presentation of the new directors as well as the director’s remuneration;
- UCB's products pipeline and status of certain UCB products (launch of Bimzelx and end of exclusivity for Cimzia) as well as the acquisition of Zogenix.

The Chair then acknowledges that all questions asked by the shareholders have been answered satisfactorily, completely and in detail and ends the “live” Q&A session.

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### **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 21 April 2023 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 10.3 of the agenda.

The Chair also reminds that the votes of the shareholders represented by proxyholder have already been casted by proxy and will therefore automatically be taken into consideration in the results of the votes.

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 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**

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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 189 713 411, 153 742 481 shares are validly present or represented, each giving right to one vote, i.e. an attendance of 81.04 % (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<sup>12</sup> or represented.

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**4. Approval of the annual accounts of UCB SA/NV for the financial year ended 31 December 2022 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 2022 and the proposed appropriation of the results.

Taking into account the number of 4 792 247 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 328 266 125.89 million EUR:

- |   |                    |
|---|--------------------|
| • Attribution to the reserve                        | 328 266 125.89 EUR |
| • Allocation to shareholders of a gross dividend of | 252 318 836.63 EUR |
| • Profit to be carried forward                      | 75 947 289.26 EUR  |

The above appropriation proposal allows for the distribution of a gross dividend of EUR 1.33 per share, giving right, against presentation of coupon n° 26, to a net dividend per share of EUR 0.931 (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 2023.

The Chair then calls for a vote on the approval of the financial statements for 2022 and the proposed appropriation of the results, including the gross dividend distribution of EUR 1.33 per share proposed above.

The General Meeting approves the annual accounts as of 31 December 2022 and the proposed appropriation of the results, including the proposed dividend distribution per share, as follows:

For	153 459 733
Against	134 540
Abstention	148 208

<sup>1</sup> One (1) share validly registered in the context of this General Meeting did not take part in the voting session. For the purposes of these minutes, it has been assimilated to an abstention vote.



## 5. Approval of the remuneration report for the financial year ended 31 December 2022

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

For	141 597 445
Against	11 995 679
Abstention	149.357

## 6. 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 2022 as follows:

For	142 511 477
Against	10 621 095
Abstention	609 909

## 7. 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 2022 as follows:

For	149 943 625
Against	3 188 947
Abstention	609 909

## 8. Directors: appointment and renewal of mandates of (independent) directors

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

This resolution is approved as follows:

For	149 688 642
Against	3 572 463
Abstention	481 376

**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.

This resolution is approved as follows:

For	153 563 080
Against	129 400
Abstention	50 001

**8.2** The General Meeting renews the mandate of **Mr. Cyril Janssen** as director for a term of four years until the close of the annual General Meeting of 2027.

This resolution is approved as follows:

For	148 582 583
Against	4 678 160
Abstention	481 738

**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.

This resolution is approved as follows:

For	152 699 518
Against	561 300
Abstention	481 663

**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.

This resolution is approved as follows:

For	153 244 777
Against	447 663
Abstention	50 041

## **SPECIAL PART**

### **9. Long-Term Incentive Plans - Program of free allocation of shares**

This approval requested from the General Meeting is not as such a requirement under 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 2022 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 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.

This resolution is approved as follows:

For	146 812 884
Against	5 730 488
Abstention	1 199 109

## **10. Change of control provisions in contracts or funding agreements - 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.

### **10.1 EMTN Program – renewal**

UCB SA/NV has entered into a Euro Medium Term Note Program dated 6 March 2013 for an amount of EUR 5 000 000 000, with last update of the Base Prospectus on 18 October 2022, 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.

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.

This resolution is approved as follows:

For	153 389 109
Against	303 043
Abstention	50 329

### **10.2 Schuldschein Loan Agreements entered on 2 November 2022**

UCB SA/NV has entered into the following Schuldschein Loan agreements between, amongst others, UCB SA/NV as borrower, and ING Bank, a branch of ING-DIBA AG as original lender, dated 2 November 2022, each of them including a clause (Article 5 b) 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 interests and all other amounts accrued and outstanding thereunder, following a change of control of UCB SA/NV:

- A Schuldschein loan agreement in the amount of EUR 108.5 million;
- A Schuldschein loan agreement in the amount of EUR 20.5 million;
- A Schuldschein loan agreement in the amount of EUR 15 million;
- A Schuldschein loan agreement in the amount of USD 20 million.

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.

This resolution is approved as follows:

For	153 304 902
Against	387 538
Abstention	50 041

### **10.3 Revolving credit facility agreement dated 27 March 2023 and replacing the previous 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**

On 27 March 2023, UCB SA/NV entered into a revolving credit facility agreement in an amount of EUR 1 000 000 000 (the "New RCF"), to replace the previous 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 "Previous RCF"). The terms of the New RCF include a change of control clause (article 10.2) on substantially the same terms as in the previous 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.

In accordance with said article 7:151 of the BCCA, this clause 10.2 must be approved by the General Meeting.

Pursuant to article 7:151 of the Belgian Code of Companies and Associations, the General Meeting approves the change of control clause (article 10.2) as provided in the revolving credit facility agreement in an amount of EUR 1 000 000 000 which has been entered into on 27 March 2023 (the “**New RCF**”), replacing the previous 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 (the “**Previous 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 in the New RCF, substantially with the same terms as in the Previous RCF and 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.

This resolution is approved as follows:

For	153 304 793
Against	387 647
Abstention	50 041

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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 assembly, 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 declares the annual General Meeting closed and invites the shareholders to join the walking lunch.

The meeting is closed at 12.50 pm.

Brussels, 27 April 2023.

*[Followed by the signatures]*