

PROXY FOR THE GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON 25 APRIL 2024 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 19 April 2024, 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 19 April 2024, 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. Mr. Bart De Vry, LUMI Technologies BVBA – Diamantstraat 8, 2200 Herentals (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, 25 April 2024, 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 10 April 2024).

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 2023**
- 2. Report of the statutory auditor on the annual accounts for the financial year ended 31 December 2023**
- 3. Communication of the consolidated annual accounts of the UCB Group relating to the financial year ended 31 December 2023**
- 4. Approval of the annual accounts of UCB SA/NV for the financial year ended 31 December 2023 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 2023 and the appropriation of the results reflected therein, including the approval of a gross dividend of € 1.36 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 2023**

Proposed resolution:

The General Meeting approves the remuneration report for the financial year ended 31 December 2023.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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- 6. Approval of the remuneration policy 2024**

Proposed resolution:

The General Meeting approves the remuneration policy 2024.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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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 2023.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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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 2023.

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

Proposed resolutions:

9.1 A) *The General Meeting renews the appointment of **Mr. Pierre Gurdjian** (*) as director for a term of four years until the close of the annual General Meeting of 2028.*

<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, **Mr. Pierre Gurdjian** 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 him as independent director.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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9.2 A) *The General Meeting renews the appointment of **Mr. Ulf Wiinberg** (*) as director for a term of four years until the close of the annual General Meeting of 2028.*

<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, **Mr. Ulf Wiinberg** 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 him as independent director.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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- 9.3 The General Meeting renews the appointment of **Mr. Charles-Antoine Janssen** (*) as director for a term of four years until the close of the annual General Meeting of 2028.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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- 9.4 A) The General Meeting appoints **Mrs. Nefertiti Greene** (*) as director for a term of four years until the close of the annual General Meeting of 2028.

<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. Nefertiti Greene** 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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- 9.5 A) The General Meeting appoints **Mrs. Dolca Thomas** (*) as director for a term of four years until the close of the annual General Meeting of 2028.

<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. Dolca Thomas** 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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- 9.6 A) The General Meeting appoints **Mr. Rodolfo Savitzky** (*) as director for a term of four years until the close of the annual General Meeting of 2028.

<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, **Mr. Rodolfo Savitzky** 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 him 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-2024>

10. Statutory Auditor – renewal and extension of mandate

Proposed resolution:

Upon the proposal of the Audit Committee and upon presentation to the Works Council, the General Meeting renews the appointment of the firm Mazars Bedrijfsrevisoren – Réviseurs d'Entreprises CVBA,

Avenue du Boulevard 21, box 8, 1210 Saint-Josse-ten-Noode (Brussels) – Belgium (“Mazars”), as Statutory Auditor for a term of three (3) years, up to and including the General Meeting convened to decide on the annual accounts for the financial year ended 31 December 2026. Upon the proposal of the Audit Committee and upon presentation to the Works Council, the General Meeting also extends the mandate of the Statutory Auditor with the mandate of providing the assurance opinion in respect of the sustainability reporting as set forth in Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (CSRD) as will be implemented into Belgian law. The permanent representative currently designated by Mazars is Mr. Sébastien Schueremans, registered auditor. The Statutory Auditor’s annual fee, for the audit of the annual accounts of UCB SA/NV and the consolidated accounts is fixed at EUR 490 000 (plus potential inflation adjustment, VAT, out-of-pocket expenses, and the IRE/IBR fee). The Statutory Auditor’s annual fee for the assurance of the sustainability reporting is fixed at EUR 240 000, with a one-time additional fee in an amount of EUR 45 000, covering the first-year implementation (plus potential inflation adjustment, VAT, out-of-pocket expenses, and the IRE/IBR fee).

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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SPECIAL PART

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

Proposed resolution:

The General Meeting approves the decision of the Board of Directors to allocate an estimated number of 1 565 000 free shares:

- a) of which an estimated number of 1 345 000 shares to eligible employees under the Long-Term Incentive policy (LTI policy), namely to approximately 3 000 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 220 000 shares to eligible employees under the Performance Share Plan, namely to approximately 160 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 2024 and 1 April 2024.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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12. Change of control provisions in contracts or funding agreements - art. 7:151 of the BCCA

12.1 EMTN Program – renewal

Proposed resolution:

Pursuant to article 7:151 of the Belgian Code of Companies and Associations, the General Meeting renews its approval: (i) of condition 5 (e) (i) of the Terms and Conditions of the EMTN Program (Redemption at the Option of Noteholders – Upon a Change of Control (Change of Control Put)), in respect of any series of notes to which such condition is made applicable being issued under the Program from 26 April 2024 until 24 April 2025, 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 applicable, 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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12.2 Schuldschein loan agreement entered into on 24 August 2023

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 Schuldschein loan agreement in the amount of EUR 30 million, entered into between, UCB SA/NV as borrower, and amongst others, ING Bank, a branch of ING-DIBA AG as Original Lender, dated 24 August 2023, under which this Schuldschein loan agreement, 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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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 **27 May 2024 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.

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 25 April 2024.

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.”

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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3. Acquisition of own shares – renewal of authorization

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 2024 and expiring on 30 June 2026. 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 28 April 2022 remains valid until 30 June 2024.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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Place and date:, 2024

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".