

UCB SA/NV  
Public limited liability company  
Allée de la Recherche 60, 1070 Brussels  
Enterprise nr. 0403.053.608 (RLE Brussels)  
[www.ucb.com](http://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 24 APRIL 2025 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., at the Company's registered office, located Allée de la Recherche 60, 1070 Brussels and is chaired by the Chairman of the Board of Directors, Mr. Jonathan Peacock in accordance with the Company's Articles of Associations.

Before setting up the Bureau of the General Meeting, the Chair welcomes the shareholders at the registered office.

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

**A. Bureau**

***Composition***

The Chair invites the following people to constitute the bureau of the assembly, also in accordance with the Company's articles of association:

- he calls Mr. Xavier Michel, Secretary General of UCB to the function of Secretary of the General Meeting;
- he calls Ms. Davina Devleeschouwer and Mr. Valentijn Peeters, UCB employees, as scrutineers;
- he finally calls the following other directors of the Company present at the meeting to be part of the Bureau: Mr. Charles-Antoine Janssen, Vice-Chair of the Board, Mr. Jean-Christophe Tellier, CEO and Chairman of the Executive Committee of the Company, Mrs. Jan Berger, Mrs. Maëlys Castella, Mrs. Kay Davies, Mrs. Susan Gasser, Mr. Pierre Gurdjian, Mr. Cyril Janssen, Mr. Cédric van Rijckevorsel, Mr Ulf Wiinberg, Mrs Nefertiti Greene, Mrs Dolca Thomas and Mr. Rodolfo Savitzky.

The statutory auditor, Mazars, represented by Mr. Sébastien Schueremans is also present.

A few employees of UCB, as well as some 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 answer session.

The proxyholder of the shareholders, designated by the Board of Directors, Mr. Bart De Vry, is present.

### ***Review by the bureau***

The Chair invites the Vice-Chair to report 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 attendance registration formalities.

#### **(i) Convening notices:**

The convening notice, containing 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**”).

The Chair reminds and the bureau acknowledges that the convening notice were duly published in the *Belgian State Gazette*, *De Tijd* and *L’Echo* on 21 March 2025, and that the text of the agenda, the convening notice as well as all other documents prescribed by law (pursuant to articles 7:128 and following of the BCCA) were duly published and available as from the same date on the UCB website. In addition, a communication was sent through a press agency (*Notified/GlobeNewswire*) on the same date to ensure the international distribution of the convening notice and of the other documents prescribed by the Belgian Code of Companies and Associations.

The convening notice was also sent electronically to holders of dematerialized shares and their financial intermediaries via the Lumi Connect and Proximity Platforms.

Finally, the bureau notes that a convening notice was sent on 21 March 2025 to the registered shareholders, either by email (for shareholders who had previously accepted this method of communication), or by ordinary mail (for the others).

Additionally, all documents relating to this General Meeting have been made available for consultation by the shareholders during business days and office hours at the Company's registered office as from 21 March 2025. 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.

The Chair invites the scrutineers to initial the documents relating to the completion of the formalities mentioned above.

The meeting was reminded that the Works Councils were duly informed of the proposed (i) re-election of Jonathan Peacock and the (ii) election of Fiona Powrie, both as independent directors, during their meetings held respectively on 20 March 2025 and 25 March 2025. It was also pointed out that the economic and financial information was provided to the Works Councils in view of their respective meetings held on 23 April 2025 in accordance with the provisions of article 16 of the Royal Decree of

27 November 1973. The sustainability information was also provided to the Works Councils in accordance with article 3:32/4 BCCA for discussion at their respective meetings.

No objections were raised by either Works Council against the information provided to them.

(ii) Verification of the powers of the attendees:

After verification it is confirmed that the shareholders included in the attendance list have fulfilled the legal and statutory attendance 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, in person or by proxy. The shareholders who chose to appoint a proxyholder, had the choice to be represented by the proxyholder of their choice or by Mr. Bart De Vry, the proxyholder designated by the Board of Directors. The attendance list therefore includes the shareholders who have fulfilled the attendance formalities (in person or by proxy), including via the Lumi Connect platform, provided that the Company has received evidence that these shareholders were holders, of the shares for which they intended to participate in the voting at this meeting on the registration date. 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, who have fulfilled the legal and statutory formalities in due time, represent 155 506 427 capital shares, with one vote each (i.e. an attendance of 79.95 % out of a total of 194 505 658 issued shares, or an attendance of 81.87 % out of a total of 189 952 493 shares entitled to vote, taking into consideration 4 553 165 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 Chair acknowledges that the 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 2024**
- 2. Report of the statutory auditor on the annual accounts for the financial year ended 31 December 2024**
- 3. Communication of the consolidated annual accounts of the UCB Group relating to the financial year ended 31 December 2024 and the consolidated report of the Board of Directors on these accounts. Such documents are included in the Integrated Annual Report 2024. The consolidated report of the Board of Directors also comprises the sustainability information to be provided pursuant to articles 3:32/1 et sq. of the Belgian Code of Companies and Associations (BCCA)**

**4. Approval of the annual accounts of UCB SA/NV for the financial year ended 31 December 2024 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 2024 and the appropriation of the results reflected therein, including the approval of a gross dividend of € 1.39 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 2024**

Proposed resolution:

*The General Meeting approves the remuneration report for the financial year ended 31 December 2024.*

**6. Approval of the Remuneration Policy 2025**

Proposed resolution:

*The General Meeting approves the Remuneration Policy 2025 and fixes the annual cash remuneration of the non-executive directors as follows: (i) for the Chair of the Board, an annual amount of EUR 425,000, (ii) for the Vice-Chair of the Board, an annual amount of EUR 200,000, (iii) for the other non-executive directors, an annual amount of EUR 160,000. In addition, (a) the chair of the audit committee will receive an annual amount of EUR 45,000 and the other members of the audit committee will receive an annual amount of EUR 22,500, (b) the chair of the governance nomination & compensation committee's ("GNCC") will receive an annual amount of EUR 35,000 and the other members of the GNCC will receive an annual amount of EUR 17,000, and (c), the members of the scientific committee will receive an annual amount of EUR 45,000. To the extent the Chair of the Board is the chair or a member of a Board committee, the additional annual amounts set out above will however not be paid. The directors' remuneration does not include any Board attendance fee.*

*A travel cash allowance of EUR 45,000 is granted to all non-executive directors living in a location with at least 5 hours of time zone difference with Belgium and is paid as an annual fixed lump-sum allowance.*

*The CEO is not remunerated in his capacity as executive director as he is remunerated in his capacity as Chair of the Executive Committee.*

*The revised remuneration set out above will apply as from 1 April 2025.*

**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 2024.*

## 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 2024.*

## 9. Directors: appointments and renewals of mandates of (independent) directors

### Proposed resolutions:

**9.1 A)** *The General Meeting renews the appointment of **Mr. Jonathan Peacock** (\*) as director for a term of four years until the close of the ordinary General Meeting of 2029.*

**9.1 B)** *The General Meeting acknowledges that, **Mr Jonathan Peacock** 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 UCB Corporate Governance Charter and appoints him as independent director. The Board of Directors has expressly confirmed that it has no indication of any element that could cast doubt on the independence of this director according to the above-mentioned criteria.*

**9.2 A)** *The General Meeting appoints **Mrs. Fiona Powrie** (\*) as director for a term starting on 1 January 2026 and ending at the close of the ordinary General Meeting of 2029.*

**9.2 B)** *The General Meeting acknowledges that **Mrs. Fiona Powrie** 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 UCB Corporate Governance Charter and appoints her as independent director. The Board of Directors has expressly confirmed that it has no indication of any element that could cast doubt on the independence of this director according to the above-mentioned criteria.*

**9.3** *The General Meeting appoints **Mr. Stefaan Heylen** (\*) as director for a term of four years until the close of the ordinary General Meeting of 2029.*

(\*) Curriculum vitae and details are available at <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2025>

## SPECIAL PART

## 10. Renewal of approval of a change of control provisions in the EMTN Program - art. 7:151 of the BCCA

### Proposed resolution:

*Pursuant to article 7:151 of the BCCA, 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, to the extent the Program is renewed to allow for such issuance, from 24 April 2025 until 30 April 2026, 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.*

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### ***Message from the CEO***

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 2024 financial year, the activities and performance of the company in the first quarter of 2025, as well as the perspective for the remainder of 2025 and the years to come.

Mr. Jean-Christophe Tellier speech ends by a short video regarding hidradenitis suppurativa (HS), 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 December 2024;
- (ii) the report of the statutory auditor on the annual accounts for the financial year ended 31 December 2024; and
- (iii) the consolidated annual accounts of the UCB group relating to the financial year ended 31 December 2024.

Referring to the consolidated accounts, the Chair referred to the presentation of Jean-Christophe Tellier. In 2024, the UCB Group revenues reached EUR 6,152 million, resulting in underlying profitability adjusted EBITDA of EUR 1.476 million and core earnings per share of EUR 4.98.

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 2024 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 2024 remuneration report and on the 2025 remuneration policy***

The 2024 Remuneration Report and the evolution of the Remuneration Policy for 2025 are commented on by the Chair of the GNCC, Dame Kay Davies, 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 by April 18, 2025 at 3:00 p.m. CEST at the latest.

The Chair indicates that no questions were asked in writing and 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.

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 impact of US tariffs on the business of UCB.
- The dividend policy and the existence of any project to give free shares to the employees or to cancel treasury shares.
- The sale of EsoBiotech by UCB Venture.
- ESG matters (sustainability report and its structure, composition of the Board of Directors including issues relating to average age and confirmation of independence criteria, impact of the new US rules on DEI, as well as diversity in clinical trials)

The Chairman then noted that all the questions raised by shareholders have been answered satisfactorily, in full and in detail.

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## **C. Voting**

The Chair thereafter opens the voting session on the resolutions set out in the agenda proposed to the General Meeting.

As a reminder, shareholders had the opportunity to vote by proxy prior to the General Meeting. All the votes cast by proxy and validly received by the Company before April 18, 2025 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 of the agenda.

Mr. Xavier Michel takes over and provides 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 reminds the General Meeting that items 1 to 3 are non-voting items. As mentioned above, the bureau has been exempted from reading the reports referred under those items:

- 1. Report of the Board of Directors on the annual accounts for the financial year ended 31 December 2024**
- 2. Report of the statutory auditor on the annual accounts for the financial year ended 31 December 2024**
- 3. Communication of the consolidated annual accounts of the UCB Group relating to the financial year ended 31 December 2024 and the consolidated report of the Board of Directors on these accounts. Such documents are included in the Integrated Annual Report 2024. The consolidated report of the Board of Directors also comprises the sustainability information to be provided pursuant to articles 3:32/1 et sq. of the Belgian Code of Companies and Associations (BCCA)**

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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 189 952 493 share with voting right, 155 506 427 shares are validly present or represented, each giving right to one vote, i.e. an attendance of 81.87% (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.

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#### **4. Approval of the annual accounts of UCB SA/NV for the financial year ended 31 December 2024 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 2024 and the proposed appropriation of the results.

Taking into account the number of 4 553 165 own shares held by UCB on the date of 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 EUR 480 638 535:

- Profit to be distributed EUR 480 638 535
- Transfer to available reserves EUR 200 000 000
- Transfer to results carried forward EUR 16,604,569
- Allocation to shareholders of a gross dividend of EUR 264,033,966

The above appropriation proposal allows for the distribution of a gross dividend of EUR 1.39 per share, giving right, against presentation of coupon n° 28, to a net dividend per share of EUR 0.973 (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 29 April 2025.

The Chair then calls for a vote on the approval of the financial statements for 2024 and the proposed appropriation of the results, including the gross dividend distribution of EUR 1.39 per share proposed above.

The General Meeting approves the annual accounts as of 31 December 2024 and the proposed appropriation of the results, including the proposed dividend distribution per share, as follows:

|            |             |
|------------|-------------|
| For        | 155 265 217 |
| Against    | 147 869     |
| Abstention | 93 200      |

#### **5. Approval of the remuneration report for the financial year ended 31 December 2024**

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

|            |             |
|------------|-------------|
| For        | 148 506 856 |
| Against    | 6 850 154   |
| Abstention | 149 416     |

## 6. Approval of the Remuneration Policy 2025

The General Meeting approves the remuneration policy 2025 as follows:

|            |             |
|------------|-------------|
| For        | 149 385 172 |
| Against    | 6 111 611   |
| Abstention | 9 643       |

## 7. Discharge in favour of the directors

The General Meeting grants discharge to the directors for the performance of their mandates during the financial year ended 31 December 2024 as follows:

|            |             |
|------------|-------------|
| For        | 151 814 733 |
| Against    | 1 876 234   |
| Abstention | 1 815 459   |

## 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 2024 as follows:

|            |             |
|------------|-------------|
| For        | 152 477 954 |
| Against    | 1 213 018   |
| Abstention | 1 815 454   |

## 9. Directors: appointments and renewals of mandates of (independent) directors

The mandates of Mr. Jonathan Peacock, independent director and Chair of the Board, as well as the mandate of Mrs Susan Gasser, independent director, shall expire at this General Meeting. The Board of Directors, following the recommendation of the GNCC, proposes renewing Mr. Jonathan Peacock's mandate as an independent director for 4 years (until the end of the ordinary General Meeting of 2029). If renewed by the General Meeting, he will remain chair of the Board.

In replacement of Ms. Susan Gasser, the Board proposes, following the recommendation of the GNCC, the appointment of Mrs Fiona Powrie as independent director. If appointed as independent director by the General Meeting, Mrs Fiona Powrie will start her mandate as director on 1 January 2026 and be appointed as member of the scientific committee of the Board as from the same date and her mandate will expire at the end of the ordinary General Meeting of 2029.

Mrs. Fiona du Monceau stepped down from the Board of directors of UCB on 12 March 2024 to take on a position as member of the Executive Committee of UCB. Upon recommendation of the GNCC, the Board is proposing the appointment of Mr Stefaan Heylen as director, for a term of 4 years, in replacement of Fiona du Monceau and as a representative of UCB's reference shareholder (Financière de Tubize). As such, Stefaan Heylen will therefore not qualify as independent director. Stefaan Heylen has more than 35 years of drug development and executive management experience.

Mr. Jonathan Peacock and Mrs Fiona Powrie meet the independence criteria stipulated by article 7:87 of the BCCA, by provision 3.5 of the 2020 Code and by the UCB Corporate Governance Charter. Pursuant to article 7:87 §1 al.3 of the BCCA, the Board also expressly confirms that it has no indication of any element that could cast doubt on the independence of these directors in accordance with the above-mentioned criteria. The Board of directors also confirms that, subject to the above-mentioned appointments and renewal by the General Meeting, the Board of Directors, as well as each of its special committees, will continue to be composed of a majority of independent directors. The Board composition will also continue to be compliant with the requirement of the BCCA that at least one third of the members of the Board must be of a different sex than that of the other members.

**9.1 A)** The General Meeting renews the appointment of Mr. **Jonathan Peacock** as director for a term of four years until the close of the ordinary General Meeting of 2029.

This resolution is approved as follows:

|            |             |
|------------|-------------|
| For        | 153 796 846 |
| Against    | 1 557 575   |
| Abstention | 152 005     |

**B)** The General Meeting acknowledges that, Mr **Jonathan Peacock** 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 UCB Corporate Governance Charter and appoints him as independent director. The Board of Directors has expressly confirmed that it has no indication of any element that could cast doubt on the independence of this director according to the above-mentioned criteria.

This resolution is approved as follows:

|            |             |
|------------|-------------|
| For        | 155 119 930 |
| Against    | 375 177     |
| Abstention | 11 319      |

**9.2A)** The General Meeting appoints Mrs. **Fiona Powrie** as director for a term starting on 1 January 2026 and ending at the close of the ordinary General Meeting of 2029.

This resolution is approved as follows:

|            |             |
|------------|-------------|
| For        | 155 393 201 |
| Against    | 103 589     |
| Abstention | 9 636       |

**B)** The General Meeting acknowledges that Mrs. **Fiona Powrie** 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 UCB Corporate Governance Charter and appoints her as independent director. The Board of Directors has expressly confirmed that it has no indication of any element that could cast doubt on the independence of this director according to the above-mentioned criteria.

This resolution is approved as follows:

|            |             |
|------------|-------------|
| For        | 155 447 554 |
| Against    | 44 358      |
| Abstention | 14 514      |

**9.3** The General Meeting appoints Mr. **Stefaan Heylen** as director for a term of four years until the close of the ordinary General Meeting of 2029.

This resolution is approved as follows:

|            |             |
|------------|-------------|
| For        | 154 686 637 |
| Against    | 677 315     |
| Abstention | 142 474     |

## **SPECIAL PART**

### **10 Renewal of approval of a change of control provisions in the EMTN Program - art. 7:151 of the BCCA**

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.

UCB SA/NV has established a Euro Medium Term Note Program on 6 March 2013 for an amount of EUR 5 000 000 000, with last update of the Base Prospectus on 17 October 2023, 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 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 to the extent the Program is renewed to allow for such issuance, from 24 April 2025 until 30 April 2026.

Pursuant to article 7:151 of the BCCA, 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, to the extent the Program is renewed to allow for such issuance, from 24 April 2025 until 30 April 2026, 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.

This resolution is approved as follows:

|            |             |
|------------|-------------|
| For        | 154 821 927 |
| Against    | 360 955     |
| Abstention | 323 544     |

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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.

The minutes are drawn up in French and Dutch (with a free translation in English for information purposes only) and are signed by the Chairman, the Secretary, the Scrutineers, and the other members of the bureau, by Mr. Bart De Vrij, the proxyholder designated by the Board of Directors, and the shareholders or proxyholders who wish to do so. The minutes shall be made available online within 15 days from the General Meeting, in accordance with the law.

The Chair declares the Annual General Meeting closed.

The meeting is closed at 12:45.

Brussels, 24 April 2025.

*[The signature page follows]*