



UCB SA/NV - Public Limited Liability Company
Allée de la Recherche 60, 1070 Brussels
Enterprise nr. 0403.053.608 (RLE Brussels)
www.ucb.com
("UCB SA/NV" or the "Company")

CONVENING NOTICE TO THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors invites the shareholders to the general meeting of the shareholders (the "General Meeting") which will be held on **Thursday, 30 April 2026, at 11:00 am CEST, at the registered office of UCB SA/NV, Allée de la Recherche 60 - 1070 Brussels**, for the purpose of considering and voting on the items shown on the agenda set out below.

Applicable participation formalities are detailed at the end of this convening notice. Shareholders may, to the extent indicated, also use the Lumi Connect platform (www.lumiconnect.com) to complete all participation formalities and to vote by proxy at the General Meeting. The Lumi Connect platform is free of charge for the shareholders.

ORDINARY PART

- 1. Report of the Board of Directors on the annual accounts for the financial year ended 31 December 2025**
- 2. Report of the statutory auditor on the annual accounts for the financial year ended 31 December 2025**
- 3. Communication of the consolidated annual accounts of the UCB Group relating to the financial year ended 31 December 2025 and the consolidated report of the Board of Directors on these accounts. Such documents are included in the Integrated Annual Report 2025. The consolidated report of the Board of Directors also comprises the corporate governance statement and the sustainability information to be prepared pursuant to 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 2025 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 2025 and the appropriation of the results reflected therein, including the approval of a gross dividend of € 1.45 per share^().*

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

5. Approval of the remuneration report for the financial year ended 31 December 2025

The BCCA requires the General Meeting to approve the remuneration report each year by separate vote. This report includes a description of the application of the remuneration policy and information on the remuneration of the members of the Board of Directors and of the Executive Committee, for the financial year ended 31 December 2025.

Proposed resolution:

The General Meeting approves the remuneration report for the financial year ended 31 December 2025.

6. Discharge in favour of the directors

Pursuant to the BCCA, the General Meeting must, after approval of the annual accounts, vote on the discharge of liability of the directors for the financial year ended on 31 December 2025.

Proposed resolution:

The General Meeting grants discharge to the directors for the performance of their duties during the financial year ended 31 December 2025.

7. Discharge in favour of the statutory auditor

Pursuant to the BCCA, the General Meeting must, after approval of the annual accounts, vote on the discharge of liability of the statutory auditor (Forvis Mazars) in relation to the performance of its duties during the financial year ended 31 December 2025.

Proposed resolution:

The General Meeting grants discharge to the statutory auditor for the performance of its duties during the financial year ended 31 December 2025.

8. Directors: renewal of mandates of directors

The mandates of Mr. Jean-Christophe Tellier, executive director and the mandate of Mr Cédric van Rijckevorsel, director will expire at this General Meeting.

The Board of Directors, following the recommendation of the GNCC, proposes renewing the mandate of Mr. Jean-Christophe Tellier and Mr. Cédric van Rijckevorsel for 4 years (until the end of the ordinary General Meeting of 2030). Mr. Jean-Christophe Tellier being the CEO of UCB is not eligible to qualify as independent director. He is also the only executive director on the Board of UCB. Mr. Cédric van Rijckevorsel is a representative of UCB's reference shareholder and, as such, is not eligible to qualify as independent director.

The mandate of Mrs. Kay Davies, independent director, will expire at this General Meeting as well and will not be renewed. The Board of directors would like to thank Mrs. Davies for her outstanding contribution over the last twelve years, to the Board as whole and as Chair of the GNCC and member of the Scientific Committee.

The Board of directors also confirms that, subject to the above-mentioned renewals 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.

The curriculum vitae, information on other board mandates and skills of these directors are available on the website of UCB (<https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2026>).

Proposed resolutions:

8.1 *The General Meeting renews the appointment of Mr. Jean-Christophe Tellier (*) as director for a term of four years until the close of the ordinary General Meeting of 2030.*

8.2 *The General Meeting renews the appointment of Mr. Cédric van Rijckevorsel (*) as director for a term of four years until the close of the ordinary General Meeting of 2030.*

(*) Curriculum vitae and details are available at <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2026>

SPECIAL PART

9. 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 during the next 12 months.

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 30 April 2026 until 29 April 2027, 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.

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 **2 June 2026 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

Communication 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.

It is proposed to the General Meeting to renew the two (2) year authorization granted by the General Meeting of 25 April 2024 to the Board of Directors for another two (2) years, to decide, under the authorized capital, to increase the capital of the Company, within the limits of article 7:198 of the BCCA, with an amount of up to 5% of the share capital (calculated at the time of use of this authorization) in case of limitation or cancellation of the preferential subscription rights of the shareholders, or with an amount of up to 10% of the capital in case there is no limitation nor cancellation of the preferential subscription rights of shareholders.

This authorization is for general purposes and cannot be used in case a public takeover bid has been launched on UCB.

For further information on the use and purposes of the authorized capital, please refer to the special report of the Board of Directors prepared in accordance with article 7:199 of the BCCA.

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 others 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 limitation or cancellation 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 limitation or cancellation 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 limitation or cancellation of the preferential subscription rights of the existing shareholders,*
- 2. a capital increase or the issuance of convertible bonds or subscription rights with limitation or cancellation 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 annexes to the Belgian Official Gazette of the resolution of the Extraordinary Shareholders Meeting held on 30 April 2026.

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.”

3. Acquisition of own shares – renewal of authorization

In accordance with article 7:215 of the BCCA, it is proposed to the General Meeting to renew the authorization granted to the Board of Directors by the extraordinary general meeting of 25 April 2024, to acquire own shares for up to 10% of the total number of shares of the Company, for two (2) years.

The previous authorization of 25 April 2024 will remain valid until it expires on 30 June 2026, and the new authorization will be effective as of 1 July 2026.

As per previous years, this is a general-purpose authorization for share buybacks. It cannot be used in case a public takeover bid has been launched on UCB. The Board of Directors may for

example (and without being limited thereto) use this authorization to service the Long-Term Incentive Plans of the UCB Group for employees and management.

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 2026 and expiring on 30 June 2028.

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 25 April 2024 remains valid until 30 June 2026.

PARTICIPATION FORMALITIES

In order to participate in the General Meeting, shareholders must comply with the following formalities:

1. Kindly note that all due dates and times mentioned herein are the final deadlines and that these will not be extended due to a weekend, holiday or for any other reason.
2. **Record Date:** the record date is **16 April 2026, at 24:00 CEST**.
 - a. Owners of **registered shares** must be registered as a shareholder in UCB SA/NV's share register, held by Euroclear, on 16 April 2026, at 24:00 CEST.
 - b. Owners of **dematerialized shares** must be registered as a shareholder on an account with a recognized account holder or settlement institution on 16 April 2026, at 24:00 CEST.
3. **Voting in person:** the shareholder who intends to participate in the General Meeting in person must declare his/her intent to participate, in the General Meeting, as follows:
 - a. Owners of **registered shares** must declare their intention to participate in person to the General Meeting, at the latest by **24 April 2026, 15:00 CEST**, to UCB SA/NV's registered office (c/o Mrs. Kim Willekens) or via e-mail to shareholders.meeting@ucb.com. The Company will verify if the owners of registered shares who declared their intention to participate in person to the General Meeting are effectively recorded in the share register.

For owners of registered shares who choose to use the Lumi Connect electronic platform, this platform enables them to directly declare their intention to participate in person in the General Meeting.

- b. Owners of **dematerialized shares** must declare their intention to participate in person at the General Meeting, at the latest by **24 April 2026, 15:00 CEST**, to UCB SA/NV's registered office (c/o Mrs. Kim Willekens) or via e-mail to shareholders.meeting@ucb.com. Owners of dematerialized shares must always include a certificate issued by a recognized account holder or settlement institution evidencing their holding of dematerialized shares on the registration date.

For owners of dematerialized shares who choose to use the Lumi Connect electronic platform, this platform (i) enables them to directly declare their intention to participate in person in the General Meeting and (ii) allows the above-mentioned certificate of dematerialized shares to be issued directly.

ONLY PERSONS HAVING NOTIFIED THEIR INTENT TO PARTICIPATE IN PERSON AT THE GENERAL MEETING AT THE LATEST BY 24 APRIL 2026, 15:00 CEST AND IN ACCORDANCE WITH THE AFOREMENTIONED FORMALITIES WILL BE ALLOWED TO ATTEND AND VOTE AT THE GENERAL MEETING.

4. **Voting by proxy:** the shareholders are allowed to be represented by a proxy holder at the General Meeting. In the case of voting by proxy, the proxy form will serve as declaration of the intention to participate in the General Meeting, but owners of dematerialized shares must still provide a certificate issued by a recognized account holder or settlement institution evidencing their holding of dematerialized shares on the registration date to UCB SA/NV (c/o Mrs. Kim Willekens) or via e-mail to shareholders.meeting@ucb.com. **For owners of dematerialized shares who choose to use the Lumi Connect platform, this**

platform allows the above-mentioned certificate of dematerialized shares to be issued directly.

- a. Original proxy: the proxy form approved by UCB SA/NV, which must be used to be represented at the General Meeting, can be downloaded and printed from <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2026>.

Shareholders must deposit or send these proxies, duly filled out and signed, to UCB SA/NV's registered office (c/o Mrs. Kim Willekens) or send them via e-mail to shareholders.meeting@ucb.com, in such a way that they arrive at UCB at the very latest by **24 April 2026, 15:00 CEST**. Scans by e-mail are allowed and recommended, provided that the proxy holder produces the original proxy at the latest prior to the General Meeting. Failure to comply with these requirements may result in UCB SA/NV not acknowledging the powers of the proxy holder.

- b. Electronic proxy: for shareholders who choose to use the Lumi Connect platform, this platform enables them to electronically complete and submit proxies. In that case, no original must be provided.

ONLY PERSONS HAVING NOTIFIED THEIR INTENTION TO PARTICIPATE BY PROXY IN THE GENERAL MEETING AT THE LATEST BY 24 APRIL 2026, 15:00 CEST AND IN ACCORDANCE WITH THE AFOREMENTIONED FORMALITIES WILL BE ALLOWED TO VOTE BY PROXY AT THE GENERAL MEETING.

5. **New agenda items and new resolutions:** in accordance with article 7:130 of the BCCA and under certain conditions, one or more shareholder(s) holding (together) at least 3% of the share capital of the Company may request to add items to the agenda and may file resolution proposals relating to the items on the agenda or to be added to the agenda.

Such request will only be valid if it is duly notified to UCB SA/NV's registered office in writing (c/o Mrs. Kim Willekens) and received or via shareholders.meeting@ucb.com at the latest by **8 April 2026, 15:00 CEST**. An updated agenda will, if applicable, be published on 15 April 2026. In such case, the Company will make an updated proxy form available on UCB website in order to allow shareholders to give specific voting instructions thereon. The additional items on the agenda and the proposed resolutions will only be discussed at the General Meeting if this/these shareholder(s) holding (together) at least 3% of the share capital of the Company has/have fulfilled the admission formalities as detailed under points 3 and 4 above.

6. **Questions:** in accordance with article 7:139 of the BCCA and 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 will 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 undertaking of UCB SA/NV, its directors and statutory auditor.

Questions asked prior to the General Meeting must be sent in writing to UCB SA/NV's registered office (c/o Mrs. Kim Willekens) or by e-mail to shareholders.meeting@ucb.com in a way that they arrive at UCB by **24 April 2026, 15:00 CEST** at the latest.

7. **Available documentation:** as of the date of publication of this notice, the documents to be presented at the General Meeting, the (amended) agenda, and the (amended) proxy form are available on <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2026>. The shareholders shall be able to access and consult the documents during working

hours on business days at UCB NV/SA's registered office, and/or preferably can receive a free hard copy of these documents.

The documents can also be accessed via the Lumi Connect platform.

8. **Arrival time and facilities:** shareholders attending the General Meeting are requested to arrive at least **45 minutes before the time set for the General Meeting** in order to complete the participation formalities at the registered office of UCB SA/NV, Allée de la Recherche 60 - 1070 Brussels. Outside parking facilities will be available. Once the General Meeting has started, shareholders are kindly requested to stay in the room until the end of the General Meeting.
9. **Privacy notice:** the Company is the so-called "controller", responsible for the processing of the personal data it receives from shareholders, holders of other securities issued by the Company (as, for example, bonds, where applicable) and proxy holders in the context of the General Meeting of the shareholders. The Company will process such personal data in accordance with the applicable data protection legislation, including the General Data Protection Regulation 2016/679 (GDPR).

This personal data consists mainly of identification data of the shareholders, their representatives or proxy holders, contact details (e.g. postal address, telephone number or email address), the number and type of securities, attendance at the General Meeting and voting.

The processing of such personal data will in particular take place for the management of the participation and voting procedure in relation to the General Meeting of the shareholders, in accordance with the applicable legislation and the Company's Privacy Policy available on the Company's website (<https://www.ucb.com/privacy-policies>). This personal data will be transferred to third parties for the purpose of providing assistance in the management of participation and voting procedures, and for analyzing the composition of the shareholder base of the Company. The personal data will not be stored any longer than necessary in light of the aforementioned objectives.

The Privacy Policy also contains detailed information regarding the processing of the personal data of, among others, shareholders, holders of other securities issued by the Company and proxy holders, including the rights that they can assert towards the Company, namely the right to access and rectify their personal data as well as, in certain circumstances, the right to restrict processing, the right to object to processing, the right to request erasure, the right to data portability and the right to lodge a complaint with the competent supervisory authority, in accordance with the applicable data protection legislation. The aforementioned can exercise their rights with regard to their personal data provided to the Company by contacting the Company's Data Protection Officer via dataprivacy@ucb.com.
