



UCB S.A. Allée de la Recherche 60, B-1070 Brussels (Belgium)

## ***Press Release***

### **UCB Extraordinary Shareholders' General Meeting Approved Capital Increase**

**Brussels, Belgium – October 23, 2006 - 12:30 PM CET** – UCB's Extraordinary Shareholders' Meeting today approved a capital increase of up to a maximum of 43,033,437 New Ordinary Shares of UCB. These New UCB Shares will be issued to the shareholders of Schwarz Pharma AG ("Schwarz") who will have tendered their shares to UCB pursuant to the tender offer announced by UCB on September 25, 2006.

At this Extraordinary Shareholders' General Meeting, 80,496,012 UCB ordinary shares representing 55% of UCB capital were present or represented. The capital increase was approved unanimously thus reaching the required shareholder support. This important step is in line with the previously announced estimate for closing at year-end or early next year.

Roch Doliveux, CEO of UCB said, *"We would like to thank our shareholders around the world for their confidence and their support. The combination with Schwarz Pharma will represent major progress in building UCB into a global biopharmaceutical leader. We look forward to working together with Schwarz Pharma's management and employees to realise the outstanding potential of this combination for our stakeholders as we deliver new medicines to treat patients with severe diseases."*

## About UCB

UCB ([www.ucb-group.com](http://www.ucb-group.com)) is a leading global biopharmaceutical company dedicated to the research, development and commercialization of innovative pharmaceutical and biotechnology products in the fields of central nervous system disorders, allergy/respiratory diseases, immune and inflammatory disorders and oncology – UCB focuses on securing a leading position in severe disease categories. Employing over 8,300 people in 40 countries, UCB achieved revenues of €2.3 billion in 2005. UCB is listed on the Euronext Brussels.

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## Forward-Looking Statement

This news release contains forward-looking statements. Such forward looking statements involve known and unknown risks, uncertainties and other factors which might cause the actual results, financial condition, performance, or achievements of UCB or industry results, to be materially different from any future results, performance, or achievements expressed or implied by such forward looking statements. The statements in this press release represent UCB's expectations and beliefs as of the date of this press release. UCB anticipates that subsequent events and developments may cause these expectations and beliefs to change. However, while UCB may elect to update these forward-looking statements at some point in the future, it specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing UCB's expectations or beliefs as of any date subsequent to the date of this press release.