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## Press Release

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### **UCB ANNOUNCES COMMENCEMENT OF ACCEPTANCE PERIOD FOR TAKEOVER OF SCHWARZ PHARMA**

**Brussels, Belgium – November 10, 2006** – UCB announced that it has officially published today the offer document for the takeover of SCHWARZ PHARMA AG. As announced on September 25, 2006, UCB (listed on Eurolist by Euronext Brussels) is offering 50 euros in cash and additional consideration of 0.8735 new ordinary shares in UCB for each tendered share of SCHWARZ PHARMA.

The offer can be accepted during the acceptance period until December 8, 2006, 24:00 hours (CET).

The US Free Trade Commission (FTC) has allowed the waiting period to expire without expressing any concerns, which means that from a US antitrust perspective the transaction can go ahead. UCB expects to receive the EU Commission's decision no later than November 21, 2006.

UCB and SCHWARZ PHARMA are convinced that together the two companies would be a winning combination, creating a biopharmaceutical company with a leading, global specialty care franchise focused on neurology, immunology (including inflammatory and auto-immune disorders) and oncology, as well as an attractive late stage development pipeline.

Roch Doliveux, CEO of UCB said, “We would strongly recommend to all SCHWARZ PHARMA shareholders to take this unique opportunity and accept our offer. The new combined company would have significantly better growth opportunities than either UCB or SCHWARZ PHARMA alone. Together, we believe we will create a next generation biopharmaceutical leader.”

The SCHWARZ PHARMA Supervisory and Executive Boards have stated their intention to recommend to the SCHWARZ PHARMA Shareholders to accept the Offer, subject to their review of the offer document and their fiduciary duties.

To accept the offer, SCHWARZ PHARMA shareholders will instruct accordingly the bank that administers their securities account before the end of the acceptance period.

Additional information and the official offer document are available on the Internet at [www.ucb-group.com](http://www.ucb-group.com)

## **ENQUIRIES**

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## **About UCB**

Headquartered in Brussels (Belgium), UCB ([www.ucb-group.com](http://www.ucb-group.com)) is a leading global biopharmaceutical company dedicated to the research, development and commercialisation 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 revenue of 2.3 billion euro in 2005. UCB is listed on the Euronext Brussels Exchange.

## **About SCHWARZ PHARMA**

Headquartered in Monheim (Germany), SCHWARZ PHARMA ([www.schwarzpharma.com](http://www.schwarzpharma.com)) is a stock listed company with approximately 4,400 employees worldwide. The company develops novel medicines in the therapeutic areas of the central nervous system. Furthermore it markets innovative drugs focused to treat cardiovascular and gastro-intestinal diseases. In 2005 the SCHWARZ PHARMA group achieved global sales of nearly €1 billion. The company has a strong international presence with subsidiaries in Europe, USA and Asia. SCHWARZ PHARMA is listed on the Frankfurt and Duesseldorf Stock Exchange. Enquiries, please contact Antje Witte (phone +49 2173 48 1866).

## **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.