



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

Press Release

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART,
IN, OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA OR JAPAN**

UCB ANNOUNCES COMMENCEMENT OF FINAL ACCEPTANCE PERIOD FOR TAKEOVER OF SCHWARZ PHARMA

**First Period Acceptance level reaches 83.72%
for UCB tender offer on SCHWARZ PHARMA**

Brussels, December 14, 2006 - 7:00 AM (CET) – UCB announces that it has received tenders amounting to 83.72% of the total outstanding share capital of SCHWARZ PHARMA AG ("SCHWARZ PHARMA") during the first acceptance period which ended on December 8, 2006. At settlement for the initial acceptance period, which is currently expected to occur on December 20, 2006, shareholders of SCHWARZ PHARMA who have tendered their shares, will receive payment of 50 euros in cash and 0.8735 new UCB share as consideration for each tendered SCHWARZ PHARMA share. The listing of the new UCB shares on Eurolist by Euronext Brussels is expected to occur on December 15, 2006.

As is required in such a transaction in Germany, the offer at identical terms and conditions is extended for an additional two weeks and can be accepted during this final acceptance period starting on December 15, 2006 until December 28, 2006, 24:00 hours (CET), when the offer will close.

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

Additional information and the official offer document are available on the Internet at www.ucb-group.com

ENQUIRIES

UCB

Jean-Christophe Donck +32 2 559 9346

Mareike Mohr +32 2 559 9346

SHAREHOLDER HELPLINE

Germany 0800 560 0484

International (Helpline 1) + 800 5464 5464

International (Helpline 2) + 44 207 920 9700

About UCB

UCB (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 over 40 countries, UCB achieved revenue of 2.3 billion euro in 2005. UCB is listed on the Euronext Brussels Exchange. Worldwide headquarters are located in Brussels, Belgium.

About SCHWARZ PHARMA

Headquartered in Monheim (Germany), SCHWARZ PHARMA (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.