



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

Press Release

Admission to listing on Eurolist by Euronext Brussels of 35,565,268 new shares of UCB issued

in the context of UCB's public tender offer on the shares of SCHWARZ PHARMA AG

Brussels (Belgium) – December 15, 2006 - UCB SA/NV ("UCB") announces that 35,565,268 new UCB shares have been issued today to the benefit of the shareholders of SCHWARZ PHARMA AG ("Schwarz Pharma") who have tendered their shares during the first acceptance period of its public offer on all outstanding shares of Schwarz Pharma, as announced on 25 September 2006. This first acceptance period ended on 8 December 2006 and UCB has received tenders amounting to 83.72% of the total outstanding share capital of Schwarz Pharma during this first period. The UCB shares have been created by means of a capital increase unanimously approved by UCB's General Shareholders' Meeting of 23 October 2006.

The capital of UCB will be increased to 544,538,304 euros, represented by 181,512,768 UCB shares.

Euronext approved the admission to listing of these shares on 15 December 2006. The new shares will be listed on Eurolist by Euronext Brussels as from the same date and will be traded under the same codes as the existing UCB shares. (ISIN: BE0003739530 - Stock Exchange symbol: UCB).

As is required in such a transaction in Germany, the offer, at identical terms and conditions, is extended with 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.

For more information, reference is made to the offer document relating to the public takeover offer by UCB and UCB SP GmbH to the shareholders of Schwarz Pharma, which is available on the website of UCB [www.ucb-group.com]. The Banking, Finance and Insurance Commission ("CBFA") has decided that the offer document constitutes information which is equivalent to the information which needs to be provided in a listing prospectus, in accordance with article 18 § 2 c) of the Belgian Law of 16 June 2006.

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About UCB

Headquartered in Brussels (Belgium), 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 40 countries, UCB achieved revenue of 2.3 billion euro in 2005. UCB is listed on the Euronext Brussels Exchange.