



## UCB is seeking to acquire remaining 0.4% of the Schwarz Pharma shares

- UCB sets cash compensation at EUR 111.44 per Schwarz Pharma share
- At the request of UCB, the Annual General Meeting of Schwarz Pharma AG to consider a resolution agreeing on the "squeeze-out" of minority shareholders

**Brussels (Belgium), 8 May 2009 – 06:00 PM (CEST)** - UCB is seeking to acquire the Schwarz Pharma shares held by minority shareholders – representing approximately 0.4% of stock capital – by way of a so-called "squeeze-out" procedure. In accordance with the legally stipulated procedure (under Sections 327a ff. of the German Stock Corporation Act [AktG]), the Schwarz Pharma shares held by minority shareholders are to be transferred to UCB and in return for an appropriate cash compensation, by way of a resolution still to be passed by the Annual General Meeting of Schwarz Pharma AG.

UCB SP GmbH, Monheim, as the principal shareholder of Schwarz Pharma, informed the Executive Board of Schwarz Pharma AG in a letter of today's date that it had set the cash compensation for the transfer of the shares held by minority shareholders in Schwarz Pharma to UCB SP GmbH, as the principal shareholder, to EUR 111.44 per share. The cash compensation amount was determined with the expert support provided by the chartered accountants Ernst & Young AG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Duesseldorf/Germany.

The cash compensation amount corresponds to the volume-weighted average Schwarz Pharma stock market price measured over the last three months prior to publication of the squeeze-out request by Schwarz Pharma on 6 February, 2009.

The squeeze-out resolution will be considered at the Annual General Meeting of Schwarz Pharma AG, scheduled for July 8, 2009. To be legally effective, this resolution must be registered in the German Commercial Register (Handelsregister) at the seat of Schwarz Pharma AG. Once the resolution is legally effective, all shares held by minority shareholders will be transferred to UCB in return for payment of the appropriate cash compensation. All trading of Schwarz Pharma shares on the stock exchange shall then be terminated.

### **About UCB**

*UCB, Brussels, Belgium (www.uceb.com) is a biopharmaceutical company dedicated to the research, development and commercialization of innovative medicines with a focus on the fields of central nervous system and immunology disorders. Employing approximately 10 000 people in over 40 countries, UCB generated revenue of EUR 3.6 billion in 2008. UCB is listed on Euronext Brussels (symbol: UCB).*

### **About Schwarz Pharma**

*Schwarz Pharma AG (Monheim, Germany; www.schwarzpharma.com) is a member of the UCB group of companies. UCB holds 99.6% of the Schwarz Pharma shares.*



**For further information**

Antje Witte, Corporate Communications & Investor Relations, UCB  
T +49-2173-48-1866, [antje.witte@ucb.com](mailto:antje.witte@ucb.com)

Nancy Nackaerts, External Communications, UCB  
T +32 2 559 9264, [nancy.nackaerts@ucb.com](mailto:nancy.nackaerts@ucb.com)

**Forward-looking statements**

*This press release contains forward-looking statements based on current plans, estimates and beliefs of management. Such statements are subject to risks and uncertainties that may cause actual results to be materially different from those that may be implied by such forward-looking statements contained in this press release. Important factors that could result in such differences include: changes in general economic, business and competitive conditions, effects of future judicial decisions, changes in regulation, exchange rate fluctuations and hiring and retention of its employees.*