



UCB announces an increase in the amount of the issuance of its convertible bond offering to up to EUR 450 million

THIS ANNOUNCEMENT IS NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR IN ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW

The current news release constitutes regulated information as defined in the Belgian Royal Decree of November 14, 2007, regarding the obligations of issuers of financial instruments that have been admitted to trading on a regulated market

Brussels, Belgium, 30 September 2009 – 10:45 (CEST) – regulated information - UCB SA ("UCB" or the "Company") today launched an offer (the "**Offer**") of its unsubordinated unsecured convertible bonds, due 2015 (the "**Bonds**") convertible into its ordinary shares.

As a result of the strong demand for UCB convertible bonds, the Company has decided to increase the initial amount of the offer from EUR 350 million to up to 450 million. This amount may be increased to an aggregate principal amount of EUR 500 million in the event that the over-allotment option granted to Barclays Capital, BNP Paribas Fortis, and KBC Financial Products as Joint Bookrunners is exercised in full at the latest on 22 October, 2009.

Other terms of issue remain unchanged.

For further information

Richard Simpson, Investor Relations, UCB
T +32.2.559.9494, richard.simpson@ucb.com

Michael Tuck-Sherman, Investor Relations, UCB
T +32.2.559.9712, michael.tuck-sherman@ucb.com

Nancy Nackaerts, External Communications, UCB
T +32.473.864.414, nancy.nackaerts@ucb.com

About UCB

UCB, Brussels, Belgium (www.ucb.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 3.6 billion euro in 2008. UCB is listed on Euronext Brussels (symbol: UCB).



Forward looking statement

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.

Disclaimer

THIS ANNOUNCEMENT IS NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR IN ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW

THIS ANNOUNCEMENT IS FOR GENERAL INFORMATION ONLY AND DOES NOT FORM PART OF ANY OFFER TO SELL, OR THE SOLICITATION OF ANY OFFER TO BUY, SECURITIES. THE DISTRIBUTION OF THIS ANNOUNCEMENT AND THE OFFER AND SALE OF THE SECURITIES DESCRIBED IN THIS ANNOUNCEMENT IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. ANY PERSONS READING THIS ANNOUNCEMENT SHOULD INFORM THEMSELVES OF AND OBSERVE ANY SUCH RESTRICTIONS.

ANY OFFERING AND ANY RELATED FORMAL DOCUMENTATION WILL BE SUBJECT TO CONDITIONS AND TERMINATION EVENTS, INCLUDING THOSE WHICH ARE CUSTOMARY FOR SUCH OFFERINGS. ANY SUCH OFFERING WILL NOT COMPLETE UNLESS SUCH CONDITIONS ARE FULFILLED AND ANY SUCH TERMINATION EVENTS HAVE NOT TAKEN PLACE OR THE FAILURE TO FULFIL SUCH A CONDITION OR THE OCCURRENCE OF A TERMINATION EVENT HAS BEEN WAIVED, IF APPLICABLE

THIS ANNOUNCEMENT IS NOT AN OFFER OF SECURITIES IN THE UNITED STATES OR ANY OTHER JURISDICTION. THE BONDS (AND THE COMPANY'S ORDINARY SHARES) MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION OR AN EXEMPTION FROM REGISTRATION UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"). UCB DOES NOT INTEND TO REGISTER ANY PORTION OF THE PLANNED OFFER IN THE UNITED STATES OR TO CONDUCT AN OFFERING OF SECURITIES IN THE UNITED STATES. THE OFFERING IS BEING CONDUCTED OUTSIDE THE UNITED STATES IN ACCORDANCE WITH REGULATIONS UNDER THE SECURITIES ACT.

THIS ANNOUNCEMENT IS AN ADVERTISEMENT AND NOT A PROSPECTUS WITHIN THE MEANING OF DIRECTIVE 2003/71/EC OF THE EUROPEAN PARLIAMENT AND THE COUNCIL OF NOVEMBER 4, 2003 (AS IMPLEMENTED IN EACH MEMBER STATE OF THE EUROPEAN ECONOMIC AREA, THE "PROSPECTUS DIRECTIVE").

IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA, THE BONDS ARE BEING OFFERED ONLY TO QUALIFIED INVESTORS WITHIN THE MEANING OF THE PROSPECTUS DIRECTIVE, IN ACCORDANCE WITH THE RESPECTIVE REGULATIONS OF EACH MEMBER STATE IN WHICH THE BONDS ARE OFFERED.

THIS ANNOUNCEMENT IS DIRECTED ONLY AT THE FOLLOWING PERSONS IN THE UNITED KINGDOM: (I) PERSONS WHO HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, (II) PERSONS WHO ARE "HIGH NET WORTH ENTITIES" AND OTHER PERSONS, TO WHOM THIS ANNOUNCEMENT MAY BE LEGALLY DISTRIBUTED WITHIN THE MEANING OF ARTICLE 49(2) (A) TO (D) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 AND (III) TO WHOM IT MAY OTHERWISE



LAWFULLY BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "QUALIFIED PERSONS"). IN THE UNITED KINGDOM, THE SECURITIES ARE INTENDED ONLY FOR QUALIFIED PERSONS, NO INVITATION, OFFER OR AGREEMENTS TO SUBSCRIBE, PURCHASE OR OTHERWISE ACQUIRE SUCH SECURITIES MAY BE PROPOSED OR CONCLUDED OTHER THAN WITH QUALIFIED PERSONS AND ANY PERSON OTHER THAN A QUALIFIED PERSON MAY NOT ACT OR RELY ON THIS ANNOUNCEMENT OR ANY OF ITS CONTENTS.

THE BONDS WILL NOT BE OFFERED, SOLD OR DELIVERED TO THE PUBLIC IN THE REPUBLIC OF ITALY ("ITALY") OTHER THAN: (I) TO QUALIFIED INVESTORS (INVESTITORI QUALIFICATI), AS DEFINED PURSUANT TO ARTICLE 100, PARAGRAPH 1(A), OF LEGISLATIVE DECREE NO 58, 24 FEBRUARY 1998 (THE "FINANCIAL SERVICES ACT") AS AMENDED AND RESTATED FROM TIME TO TIME AND ARTICLE 34-TER, PARAGRAPH 1(B) OF CONSOB REGULATION NO. 11971 OF 14 MAY 1999, AS AMENDED AND RESTATED FROM TIME TO TIME (THE "CONSOB REGULATION"); OR (II) IN OTHER CIRCUMSTANCES PROVIDED UNDER ARTICLE 100 OF THE FINANCIAL SERVICES ACT AND ARTICLE 34-TER, CONSOB REGULATION, WHERE EXEMPTIONS FROM THE REQUIREMENT TO PUBLISH A PROSPECTUS PURSUANT TO ARTICLE 94 OF THE FINANCIAL SERVICES ACT ARE PROVIDED.

ANY PURCHASE OF OR APPLICATION FOR BONDS OF THE COMPANY PURSUANT TO THE OFFERING SHOULD ONLY BE MADE ON THE BASIS OF THE INFORMATION CONTAINED IN THE FINAL OFFERING CIRCULAR TO BE ISSUED BY THE ISSUER IN DUE COURSE IN CONNECTION WITH THE OFFERING.