

UCB completes the placement of 7-year bonds

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, 3 December 2009 – 17h30 - UCB SA ("UCB" or the "Company") announces today that it has completed the placement (the "Offering") of EUR 500 million senior unsecured bonds, due 2016 (the "Bonds").

The Bonds were placed through an accelerated book building placement with institutional investors in Europe. The transaction was conducted by ABN AMRO Bank N.V. (to be renamed The Royal Bank of Scotland N.V. in due course), Bank of America Merrill Lynch, Calyon, Commerzbank, ING Bank and Mizuho Corporate Bank, acting as Lead Managers for the Offering. BNP Paribas Fortis and Santander will act as Co-Managers for the Offering.

The Bonds will be issued at 99.635 per cent and redeemed at 100 per cent of their principal amount and will have a coupon of 5.75 per cent per annum. The Bonds will mature on the 7th anniversary of their issue, in 2016. The bonds are expected to be listed on the Luxembourg Stock Exchange.

The payment date will be 10 December 2009.

In recent weeks, UCB has diversified its debt portfolio well in advance of the maturity of its existing bank facility through the issue of three different bond offerings. The total amount raised of EUR1.75 billion will be completely used for the refinancing of UCB's existing bank facility. As a further step to complete this refinancing and to establish a more extended and balanced debt maturity profile, UCB is discussing a new bank facility with its core banks.

Detlef Thielgen, Chief Financial Officer, UCB, commented, "We are again very pleased with the confidence investors have shown in us—through their positive response to our bond offerings. The success of our latest offering underlines UCB's access to the debt capital markets and allows us to further diversify our international lender base and extend our debt maturity profile. In this way UCB is establishing—a balanced and phased portfolio of debt instruments well ahead of the maturity of its existing bank facility."



For further information

Richard Simpson, Investor Relations, UCB T+32.2.559.9494, <u>richard.simpson@ucb.com</u>

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 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

UCB News 2/3



OFFERING OF SECURITIES IN THE UNITED STATES. THE OFFERING IS BEING CONDUCTED OUTSIDE THE UNITED STATES IN ACCORDANCE WITH REGULATION S 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. UPON SUBMISSION OF THE PROSPECTUS TO THE COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER ("CSSF") FOR APPROVAL, THE ISSUER REQUESTED THAT THE CSSF PROVIDES TO THE COMPETENT AUTHORITY IN EACH OF BELGIUM, THE NETHERLANDS, THE UNITED KINGDOM, THE FEDERAL REPUBLIC OF GERMANY, AND FRANCE (TOGETHER WITH THE GRAND DUCHY OF LUXEMBOURG, THE "PUBLIC OFFER JURISDICTIONS") A CERTIFICATE OF APPROVAL ATTESTING THAT THE PROSPECTUS HAS BEEN DRAWN UP IN ACCORDANCE WITH THE PROSPECTUS DIRECTIVE. UPON PROVISION OF SUCH CERTIFICATE, AN OFFER OF THE BONDS MAY BE MADE BY THE MANAGERS AND OFFERORS AUTHORISED TO DO SO BY THE ISSUER (FOR THE AVOIDANCE OF DOUBT, IN ADDITION TO OFFER MADE PURSUANT TO ARTICLE 3(2) OF THE PROSPECTUS DIRECTIVE) IN THE PUBLIC OFFER JURISDICTIONS DURING THE OFFER PERIOD. IN ANY OTHER EEA MEMBER STATE OR AT ANY TIME OUTSIDE THE OFFER PERIOD, OFFERS OF THE BONDS WILL ONLY BE MADE PURSUANT TO AN EXEMPTION FROM THE OBLIGATION UNDER THE PROSPECTUS DIRECTIVE, AS IMPLEMENTED IN SUCH MEMBER STATE, TO PUBLISH A PROSPECTUS.

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 (THE "ORDER"), (II) PERSONS FALLING WITHIN ARTICLE 49 OF THE ORDER AND (III) PERSONS TO WHOM IT MAY OTHERWISE LAWFULLY BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "QUALIFIED PERSONS"). IN THE UNITED KINGDOM, THIS ANNOUNCEMENT IS ONLY DIRECTED AT QUALIFIED PERSONS AND ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT RELATES IS ONLY AVAILABLE TO QUALIFIED PERSONS OR WILL BE ENGAGED IN ONLY BY QUALIFIED PERSONS. SOLICITATIONS IN THE UNITED KINGDOM RESULTING FROM THIS ANNOUNCEMENT WILL BE RESPONDED TO IF THE PERSON CONCERNED IS A QUALIFIED PERSON. OTHER PERSONS SHOULD NOT RELY OR ACT UPON THIS ANNOUNCEMENT OR ANY OF ITS CONTENTS.

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 PROSPECTUS ISSUED BY THE ISSUER IN DUE COURSE IN CONNECTION WITH THE OFFERING.

UCB News 3/3