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## **Update on share capital, securities carrying voting rights and voting rights**

**New share capital following the exercise of warrants (pursuant to Article 15, §1 of the law of May 2, 2007 on the disclosure of large shareholdings).**

**BRUSSELS, Belgium, 14 June 2013 – 19:00 (CET) – regulated information**

Pursuant to Article 15, §1 of the law of May 2, 2007 on the disclosure of large shareholdings, UCB SA/NV announces that, following the exercise of subscription rights ('warrants'), the new data concerning its share capital, securities carrying voting rights and voting rights are as follows (information as on June 14, 2013):

- Share capital: 550,281,456 EUR
- Total number of securities carrying voting rights: 183,427,152 (all ordinary shares)
- Total number of voting rights (= denominator): 183,427,152 (all related to ordinary shares)
  
- Total number of convertible bonds: 10,000
- Total number of voting rights that may result from the conversion of such convertible bonds: 12,904,558 (see below)

The following transactions lead to this announcement:

- A capital increase on March 5, 2013 and the resulting issuance of 52,300 ordinary shares following the exercise of 52,300 warrants issued in 2000
- A capital increase on June 14, 2013 and the resulting issuance of 9,800 ordinary shares following the exercise of 9,800 warrants issued in 2000

Additional information:

As on June 1, 2013, all 236,700 warrants issued in 2000 either were exercised, were cancelled, or have expired. On May 31, 2012 already, all 145,200 warrants issued in 1999 expired. On April 23, 2013, all 30,000,000 so-called defensive warrants issued in 2008 expired. As a result, UCB SA/NV has no longer any warrants outstanding.

On September 30, 2009, UCB SA/NV issued senior unsecured 4.5% bonds due 2015 for an aggregate principal amount of € 500 million, placed with institutional investors following an accelerated book-building procedure on 30 September 2009. On November 6, 2009, an

extraordinary general meeting decided to attach a conversion right to these bonds. Each convertible bond has a denomination of € 50,000 and may be converted as from December 2, 2009 until October 15, 2015 for a conversion price of € 38.746 per UCB share. Upon receipt of a conversion request from a bondholder, the board of directors of UCB SA/NV has the option, in its sole discretion but in UCB SA/NV's best interest, (i) to issue new UCB shares, (ii) to deliver existing UCB shares, or (iii) to make a combination of these two options. If all of the convertible bonds were to be converted into new UCB shares at the current conversion price, UCB SA/NV would issue 12,904,558 new ordinary shares. The conversion price may have to be revised in accordance with anti-dilution provisions in accordance with the terms and conditions of the bonds or in case of change of control.

An updated overview of the UCB SA/NV large shareholdings is included in the corporate governance charter of UCB SA/NV, which is published on [UCB SA/NV's website](#).

**UCB SA/NV – Allée de la Recherche, 60 – 1070 Brussels – RPM/RPR Brussels  
0403.053.608**

***For further information***

*Antje Witte, Investor Relations, UCB  
T +32.2.559.9414, [antje.witte@ucb.com](mailto:antje.witte@ucb.com)*

***About UCB***

*UCB, Brussels, Belgium ([www.ucb.com](http://www.ucb.com)) is a global biopharmaceutical company focused on the discovery and development of innovative medicines and solutions to transform the lives of people living with severe diseases of the immune system or of the central nervous system. With 9000 people in approximately 40 countries, the company generated revenue of EUR 3.4 billion in 2012. UCB is listed on Euronext Brussels (symbol: UCB).*

***UCB Forward-looking statements***

*This press release contains forward-looking statements based on current plans, estimates and beliefs of management. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including estimates of revenues, operating margins, capital expenditures, cash, other financial information, expected legal, political, regulatory or clinical results and other such estimates and results. By their nature, such forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions which could cause actual results to differ materially 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, the inability to obtain necessary regulatory approvals or to obtain them on acceptable terms, costs associated with research and development, changes in the prospects for products in the pipeline or under development by UCB, effects of future judicial decisions or governmental investigations, product liability claims, challenges to patent protection for products or product candidates, changes in laws or regulations, exchange rate fluctuations, changes or uncertainties in tax laws or the administration of such laws and hiring and retention of its employees. UCB is providing this information as of the date of this press release and expressly disclaims any duty to update any information contained in this press release, either to confirm the actual results or to report a change in its expectations.*

*There is no guarantee that new product candidates in the pipeline will progress to product approval or that new indications for existing products will be developed and approved. Products or potential products which are the subject of partnerships, joint ventures or licensing collaborations may be subject to differences between the partners. Also, UCB or others could discover safety, side effects or manufacturing problems with its products after they are marketed.*

*Moreover, sales may be impacted by international and domestic trends toward managed care and health care cost containment and the reimbursement policies imposed by third-party payers as well as legislation affecting biopharmaceutical pricing and reimbursement.*