



UCB  
News

## UCB Convertible Bond, update on share capital, securities carrying voting rights and voting rights, and acquisition of own shares

New share capital following the additional partial conversion of the Convertible Bonds (pursuant to Article 15, §1 of the law of May 2, 2007 on the disclosure of large shareholdings).

Brussels (Belgium), March 19, 2014 – 18:30 (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 additional partial conversion of the Convertible Bonds (as defined below), the new data concerning its share capital, securities carrying voting rights and voting rights are as follows (information as on March 13, 2014):

- Share capital: 583,516,974 EUR
- Total number of securities carrying voting rights: 194,505,658 (all ordinary shares)
- Total number of voting rights (= denominator): 194,505,658 (all relating to ordinary shares)

The following transaction leads to this announcement:

- **A capital increase on March 13, 2014 and the resulting issuance of 5,964,449 ordinary shares following the conversion of 4,622 Convertible Bonds.**

### Additional information:

On September 30, 2009, UCB SA/NV issued 10,000 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 September 30, 2009 (the “**Convertible Bonds**”). On November 6, 2009, an extraordinary general meeting decided to attach a conversion right to these bonds.

UCB SA/NV has exercised its option to redeem all outstanding Convertible Bonds on March 12, 2014 (see the press releases of January 21, 2014 and January 16, 2014 for further details).

As an alternative to the redemption of the Convertible Bonds, each bondholder could exercise its conversion rights, following which UCB SA/NV could, in its own discretion, decide to transfer existing UCB shares and/or issue new UCB shares.

Pursuant to the notices received by UCB NV/SA, a number of bondholders have exercised their conversion rights with respect to an aggregate number of 9,985 Convertible Bonds, resulting in:



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- a) two capital increases for an aggregate amount of € 33,235,518 in capital and € 396,012,275 in issuance premium, and the resulting issuance of an aggregate number of 11,078,506 new UCB shares:
  - (i) a capital increase of February 27, 2014 (see the press release of February 27, 2014) following the conversion of 3,963 Convertible Bonds, and the resulting issuance of 5,114,057 new UCB shares; and
  - (ii) a capital increase of March 13, 2014 following the conversion of 4,622 Convertible Bonds, and the resulting issuance of 5,964,449 new UCB shares;
- b) the delivery of 1,806,638 existing UCB shares to UCB SA/NV's wholly owned subsidiary UCB Lux S.A. following the conversion of 1,400 Convertible Bonds (see below).

The remaining 15 Convertible Bonds, with an aggregate nominal value of € 750,000, were not converted but redeemed on March 12, 2014 at par together with interest accrued to that date.

As per March 19, 2014, UCB SA/NV no longer has any convertible bonds outstanding.

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In application of article 207 of the Royal Decree executing the Companies Code, UCB SA/NV announces that:

- (i) UCB SA/NV's wholly owned subsidiary UCB Lux S.A. acquired 1,806,638 existing UCB shares following the conversion of 1,400 Convertible Bonds (on April 26, 2012, UCB Lux S.A. had purchased an amount of € 70 million nominal of the Convertible Bonds (as defined above)).
- (ii) On March 17, 2014, UCB SA/NV acquired 1,806,638 UCB shares OTC from UCB Lux S.A. for settlement on March 20, 2014 at a price of € 58.0439 per share. The highest independent bid price on Euronext Brussels on March 17, 2014, was € 58.39.

Following these transactions, and already taking into account the acquisition of 1,806,638 UCB shares from UCB Lux S.A. (settlement on 20 March 2014), UCB SA/NV owns, on March 19 2014, 2,125,411 UCB shares, which represent 1.09% of the total number of shares issued by the company (194,505,658).

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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](#).

#### For further information

- Antje Witte, Investor Relations UCB  
T +32.2.559.9414, [antje.witte@ucb.com](mailto:antje.witte@ucb.com)
- Alexandra Deschner, Investor Relations, UCB  
T +32 2 559 9683, [alexandra.deschner@ucb.com](mailto:alexandra.deschner@ucb.com)
- France Nivelles, Global Communications UCB  
T +32.2.559.9178, [france.nivelles@ucb.com](mailto:france.nivelles@ucb.com)
- Laurent Schots, Media Relations, UCB  
T +32.2.559.9264, [laurent.schots@ucb.com](mailto:laurent.schots@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 8700 people in approximately 40 countries, the company generated revenue of € 3.4 billion in 2013. UCB is listed on Euronext Brussels (symbol: UCB). Follow us on Twitter: @UCB\_news

#### **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.