



Transparency notification

Brussels (Belgium), 8 January 2016 – 18:00 (CET) – regulated information

1. Summary of the notification:

Pursuant to Article 14 of the law of 2 May 2007 on the disclosure of large shareholdings, UCB SA/NV announces that it has filed an updated transparency notification with the FSMA.

The updated transparency notification dated 8 January 2016 has been submitted in accordance with Article 14, §4, section 2 of the royal decree of 14 November 2008 on the disclosure of large shareholdings, pursuant to which the information included in any previous transparency notification has to be updated on 31 December of each year:

- (i) if assimilated financial instruments were exercised during the past calendar year, and
- (ii) if assimilated financial instruments were not exercised on their expiry date without this resulting in a notification threshold being crossed downwards.

This update has been made, without any notification threshold having been crossed, with regard to certain assimilated financial instruments included in the previous transparency notification of 9 January 2015. The transparency notification refers to the situation as per 31 December 2015.

2. Content of the notification:

The transparency notification dated 8 January 2016 includes the following information:

- **Reason for the notification:** Update of a previous notification concerning financial instruments that are treated as voting securities.
- **Notification by:** A parent undertaking or a controlling person
- **Person subject to the notification requirement:** UCB SA, Allée de la Recherche 60, 1070 Brussels (Anderlecht).
- **Denominator:** 194 505 658.
- **Notified details:**

A) Voting rights	Previous notification	After the transaction			
	# of voting rights	# of voting rights		% of voting rights	
Holders of voting rights		Linked to securities	Not linked to the securities	Linked to securities	Not linked to the securities
UCB SA	678,230	4,008,213		2.06%	
UCB Fipar SA	142,219	2,242,009		1.15%	
TOTAL		6,250,222	0	3.21%	0.00%

B) Equivalent financial instruments	After the transaction				
Holders of equivalent financial instruments	Type of financial instrument	Expiration date	Exercise period or date	# of voting rights that may be acquired if the instrument is exercised	% of voting rights
UCB SA	options	25/09/2017	Every day until expirati	166,665	0.09%
UCB SA	options	26/03/2018	(idem)	166,667	0.09%
UCB SA	options	25/06/2018	(idem)	166,668	0.09%
UCB SA	options	25/09/2017	(idem)	166,666	0.09%
UCB SA	options	26/03/2018	(idem)	166,668	0.09%
UCB SA	options	25/06/2018	(idem)	166,666	0.09%
UCB Fipar SA	options	31/03/2020	(idem)	170,840	0.09%
UCB Fipar SA	options	31/03/2020	(idem)	264,160	0.14%
TOTAL	(in relation to all expiration dates)			1,435,000	0.74%

TOTAL (Voting rights & Equivalent financial instruments)	# of voting rights	% of voting rights
CALCULATE	7,685,222	3.95%

- **Chain of controlled undertakings through which the holding is effectively held:** UCB SA indirectly controls UCB Fipar SA.

- **Additional information:**

This declaration is made pursuant to article 14§4, al. 2 of the Royal Decree of 14 February 2008 to update the information relating to assimilated financial instruments as indicated in the previous transparency declaration of 9 January 2015:

- between 7 and 16 January 2015, UCB Fipar SA purchased 350 000 UCB shares through the regulated market of Euronext Brussels;
- on 7 April 2015, UCB SA exercised 2 445 715 options on UCB shares, previously acquired in September 2011 and February 2012 (see press release of 8 April 2015, published on the UCB website (www.ucb.com));
- with settlement date on 27 April 2015, UCB SA repurchased a total of 1 140 000 UCB shares, previously sold to 2 bank counterparties under share swap transactions on 20 June 2014 (see press release of 29 April 2015, published on the UCB website (www.ucb.com));
- between 28 May and 3 June 2015, UCB Fipar SA purchased respectively 170 840 and 264 160 options on UCB shares from 2 bank counterparties, with maturity date 31 March 2020;
- on 19 June 2015, UCB SA has sold a total of 1 200 000 UCB shares to 3 bank counterparties

under share swap transactions (see press release of 23 June 2015, published on the UCB website (www.ucb.com)), which it has repurchased with settlement date on 23 December 2015 (see press release of 18 December 2015, published on the UCB website (www.ucb.com));

- on 22 June 2015, UCB SA purchased 500 000 options on UCB shares OTC from a bank counterparty, with various maturity dates between 25 September 2017 and 25 June 2018;

- on 7 July 2015, UCB SA purchased 500 000 options on UCB shares OTC from a bank counterparty, with various maturity dates between 25 September 2017 and 25 June 2018;

- respectively on 8, 15 and 22 October 2015, 3 tranches of each 200 000 options on UCB shares, previously acquired on 29 September 2011 by UCB SA, were automatically exercised (see press releases of 9, 16 and 23 October 2015 respectively, published on the UCB website (www.ucb.com));

- on 17 November 2015, UCB SA exercised 675 325 options on UCB shares, previously acquired on 27 February 2012 (see press release of 23 November 2015, published on the UCB website (www.ucb.com));

- with settlement date on 28 December 2015, UCB Fipar SA repurchased 950 000 UCB shares, previously sold to a bank counterparty under a share swap transaction on 25 June 2014;

- with settlement date on 28 December 2015, UCB Fipar SA repurchased 1 000 000 UCB shares, previously sold to a bank counterparty under a share swap transaction on 17 November 2014.

This update takes into account the situation as at 31 December 2015.

No threshold has been crossed.

3. Further information:

This press release and the detailed transparency notification is available on UCB SA/NV's website via the following [link](#).

An updated overview of the UCB SA/NV large shareholdings will be included in the corporate governance charter of UCB SA/NV, which is available on its website via the following [link](#).

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About UCB

UCB, Brussels, Belgium (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 more than 8500 people in approximately 40 countries, the company generated revenue of € 3.3 billion in 2014. 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.

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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.

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