



UCB, Advent International and Avista Capital Partners mutually agree to terminate acquisition agreement for Kremers Urban

- Mutual agreement driven by conflicting timing for the acquisition (including the financing) and the regulatory process
- UCB's intention to divest Kremers Urban, its US specialty generics business, remains unchanged
- UCB's 2014 financial outlook unchanged

Brussels (Belgium), 16 December 2014 – 19:00 (CET) – regulated information – UCB, Advent International ("Advent") and Avista Capital Partners ("Avista") announced today that they have mutually agreed to terminate their acquisition agreement, previously announced on November 7, 2014, pursuant to which Advent and Avista would have acquired UCB's US specialty generics subsidiary, Kremers Urban Pharmaceuticals Inc. ("KU" or "Kremers Urban"), for gross cash proceeds of US\$1,525 million. The decision to terminate the acquisition agreement was primarily driven by an unexpected conflict in the timing for the acquisition (including the financing) and the regulatory process previously announced by KU on November 14, 2014.

On November 14, 2014 KU announced that it had been informed by the U.S. Food and Drug Administration (FDA) that the agency requested an additional bioequivalence study based on recently issued draft guidance to confirm the therapeutic equivalence of KU's methylphenidate hydrochloride extended-release (ER) tablets (CII) to the category reference drug Concerta® (registered trademark of ALZA Corporation). KU intends to perform the requested additional study and will work with the agency in the best interests of patients.

"We are of course disappointed that we could not complete the transaction as planned at this time but believe that the mutual termination is the right step to allow time for the needed evaluation of the best way forward and as a result to create the most value," said Detlef Thielgen, CFO of UCB. "While we are working on clarifying the situation around methylphenidate ER we will continue the divestiture process for Kremers Urban."

UCB's intention to divest its US specialty generic business is unchanged. Today's announcement does therefore not impact the 2014 financial outlook UCB communicated on November 7, 2014 and which remains unchanged at: total revenue of approx. €3.15-325 billion, underlying profitability (recurring EBITDA) of €590-620 million and core earnings per share (Core EPS) of €1.40-1.55.

More details of the IFRS impact of this transaction will be disclosed as part of the 2014 results and the Annual Report 2014 publication, scheduled for 27 February 2015.

George Stevenson is continuing to serve as President and CEO of Kremers Urban Pharmaceuticals Inc.

Lazard is acting as lead financial advisor to UCB, BNP Paribas is acting as additional financial advisor and Covington & Burling LLP is acting as legal counsel to UCB.

For further information

Investor Relations

Antje Witte,
Investor Relations, UCB
T +32.2.559.94.14,
antje.witte@ucb.com

Corporate Communications

France Nivelles,
Global Communications, UCB
T +32.2.559.9178, france.nivelles@ucb.com

Laurent Schots,
Media Relations, UCB
T+32.2.559.92.64, laurent.schots@ucb.com

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 € 3.4 billion in 2013. UCB is listed on Euronext Brussels (symbol: UCB). Follow us on Twitter: @UCB_news

About Kremers Urban Pharmaceuticals Inc. (KU)

KU is the generic subsidiary of UCB in the US. It is a specialty generic pharmaceutical company focused on difficult, "high barrier" to entry generic products. To learn more visit www.kremersurban.com.

About Advent International

Founded in 1984, Advent International is one of the largest and most experienced global private equity investors. Since inception, the firm has invested in more than 290 companies in 39 countries and today has \$34 billion in assets under management. With offices on four continents, Advent has established a globally integrated team of over 180 investment professionals across North America, Europe, Latin America and Asia. The firm focuses on investments across five core sectors, including business and financial services; healthcare; industrial; retail, consumer and leisure; and technology, media and telecom. After 30 years dedicated to international investing, Advent remains committed to partnering with management teams to deliver sustained revenue and earnings growth for its portfolio companies. For more information, visit www.adventinternational.com.

About Avista Capital Partners

Avista Capital Partners is a leading private equity firm with approximately \$6 billion under management and offices in New York, Houston and London. Founded in 2005, Avista makes controlling or influential minority investments in growth-oriented energy, healthcare, communications & media, industrials, and consumer businesses. Through its team of seasoned investment professionals and industry experts, Avista seeks to

partner with exceptional management teams to invest in and add value to well-positioned businesses.

For more information on Avista please visit www.avistacap.com.

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.

Additionally, information contained in this document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any offer, solicitation or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such jurisdiction. UCB is providing this information as of the date of this document 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.