



UCB  
News

## Notice of Early Redemption of EUR 500,000,000 4.50 per cent. Convertible Bonds due 2015

Brussels (Belgium), January 21, 2014 – 7:00 am(CET)

UCB SA/NV (Euronext: UCB) (the “Company”) announces that, in accordance with the terms and conditions (the “Conditions”) of its EUR 500,000,000 4.50 per cent. convertible bonds due 2015 (ISIN BE6000386639) (the “Bonds”), and with its decision of 16 January 2014, the Company has exercised its option under Condition 6(b) to redeem all outstanding Bonds on March 12, 2014 (being the Optional Redemption Date referred to in Condition 6(b)) at par together with interest accrued to that date. The Company is entitled to exercise this option under Condition 6(b)(i) as a result of the Parity Value having exceeded EUR 65,000 on each of the 20 dealing days up to and including January 20, 2014. An Optional Redemption Notice is being sent to all Bondholders today.

As an alternative to the redemption of the Bonds, each Bondholder may exercise its Conversion Rights in accordance with Condition 5(h), following which the Company may, in its own discretion, decide to transfer existing Ordinary Shares and/or issue new Ordinary Shares. The last day on which Conversion Rights may be exercised by Bondholders is March 5, 2014. The Conversion Period shall end on that date.

Please note that the Company will announce its 2013 full year financial results on February 26, 2014.

As at today’s date, the Conversion Price is EUR 38.746 per Ordinary Share.

On January 20, 2014, being the latest practicable date prior to the date of this announcement, the aggregate principal amount of Bonds outstanding was EUR 500,000,000, of which EUR 70,000,000 is held by a subsidiary of the Company, and the closing price of the Ordinary Shares, as derived from the Euronext Stock Exchange, was EUR 51.32. The subsidiary intends to exercise its Conversion Rights, upon which it will receive existing Ordinary Shares.

If all Bondholders exercise their Conversion Rights in respect of all their outstanding Bonds, the maximum number of new Ordinary Shares that would be issued in connection with the conversion would be 11,097,919 (which represents 6.05 per cent. of the current total number of Ordinary Shares issued by the Company) and the total number of Ordinary Shares issued by the Company would increase from 183,427,152 to 194,525,071.



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A copy of the Optional Redemption Notice is available on the Company's website [www.ucb.com](http://www.ucb.com).

Words and expressions defined in the Conditions have the same meaning in this notice.

#### **For further information**

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#### **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).

#### **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.