



UCB
News

Results of the public exchange offer on the bonds maturing in November 2014

Brussels (Belgium), September 20, 2013 (CET) 18h00 - regulated information

On September 4th, 2013, UCB SA (NYSE Euronext UCB) launched an unconditional public exchange offer (“**Exchange Offer**”) on maximum 250,000 (€250 million) out of the 750,000 (€750 million) fixed rate bonds (ISIN Code: BE6000431112) maturing November 27th, 2014 and having a gross coupon of 5.75% (“**Existing Bonds**”).

The existing bondholders had the opportunity to exchange their Existing Bonds against newly issued bonds with a gross coupon of 5.125% maturing on October 2nd, 2023 (the “**New Bonds**”), in an exchange ratio of 1 to 1. The net actuarial yield, calculated in economic terms for natural persons domiciled in Belgium (taking into account the 25% withholding tax) for the New Bonds amounts to 3.311% (calculated on the basis of a reference market price of the Existing Bonds of 104.47%).

At the end of the exchange period on September 18th, 2013, 175,717 Existing Bonds were tendered in the Exchange Offer, representing a nominal amount of €175,717,000. The Exchange Offer will not be re-opened. The Existing Bonds exchanged in the Exchange Offer will be cancelled by UCB. As a consequence, 574,283 Existing Bonds will remain outstanding.

The 175,717 New Bonds, representing a nominal amount of €175,717,000, will be issued on October 2nd, 2013. The New Bonds will be listed on NYSE Euronext Brussels.

The accrued interests since November 27th, 2012 on the Existing Bonds exchanged in the Exchange Offer will be paid on October 2nd, 2013.

Detlef Thielgen, Chief Financial Officer at UCB, said: “*We are very satisfied with what now is the second and largest 10-year bond issued in the Belgian retail bond market in recent years. This transaction lengthens UCB’s debt maturity profile until 2023. We are encouraged by the confidence investors have shown in UCB, which led to a tender rate that compares favorably to results of other international exchange offers.*”

In this operation, BNP Paribas Fortis, ING Bank and KBC Bank act as dealer managers and joint bookrunners. ING Bank also acts as global coordinator.

For further information

Antje Witte, Investor Relations, UCB
T +32.2.559.9414, antje.witte@ucb.com

Alexandra Deschner, Investor Relations UCB
T: +32 2 559 9683, alexandra.deschner@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 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.

Disclaimer

THIS ANNOUNCEMENT IS NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, OUTSIDE THE KINGDOM OF BELGIUM, AND IN PARTICULAR IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR IN ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

THIS ANNOUNCEMENT IS FOR GENERAL INFORMATION ONLY AND DOES NOT FORM PART OF ANY OFFER TO SELL OR EXCHANGE, OR THE SOLICITATION OF ANY OFFER TO BUY OR EXCHANGE, SECURITIES. THE DISTRIBUTION OF THIS ANNOUNCEMENT AND THE OFFER AND SALE OR EXCHANGE OF THE SECURITIES DESCRIBED IN THIS ANNOUNCEMENT MAY BE RESTRICTED BY LAW IN CERTAIN JURISDICTIONS. EACH PERSON READING THIS ANNOUNCEMENT SHOULD INFORM HIMSELF OF AND OBSERVE ANY SUCH RESTRICTIONS.

THIS ANNOUNCEMENT IS NOT AN OFFER OF SECURITIES IN THE UNITED STATES OR ANY OTHER JURISDICTION. THE BONDS MAY NOT BE OFFERED NOR SOLD OR EXCHANGED IN THE UNITED STATES ABSENT REGISTRATION OR AN EXEMPTION FROM REGISTRATION UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"). UCB DOES NOT INTEND TO REGISTER ANY PORTION OF THE PLANNED OFFER IN THE UNITED STATES OR TO CONDUCT AN OFFERING OF SECURITIES IN THE UNITED STATES. THE OFFERING IS BEING CONDUCTED OUTSIDE THE UNITED STATES IN ACCORDANCE WITH REGULATIONS UNDER THE SECURITIES ACT.