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UCB launches an offer to the public of 6-year 5.20% fixed rate notes in Belgium and in Luxembourg

Brussels (Belgium), 7 November 2023 - 08:30 a.m. (CET) – Regulated Information

Today, UCB SA/NV (“**UCB**” and the “**Issuer**”) announces the launch of an offer to the public of notes with a maturity of 6 years for a minimum amount of EUR 100 million and a maximum amount of EUR 300 million (the “**Notes**”). The Notes will be issued by way of an offer to the public in Belgium and in the Grand Duchy of Luxembourg under UCB’s recently updated Euro Medium Term Note program, with a subscription period running from 9 November 2023, 9 a.m. (CET), to 13 November 2023, 5:30 p.m. (CET) included (subject to early termination). Belfius Bank ([NL/FR](#)), BNP Paribas Fortis ([NL/FR](#)), ING Bank N.V., Belgian Branch ([NL/FR](#)) and KBC Bank ([NL/FR](#)) will act as joint lead managers for this transaction (the “**Managers**”). An application will be made for the Notes to be listed on Euronext Brussels and to be admitted to trading on the regulated market of Euronext Brussels as from the issue date.

The key features of the Notes are described below:

Issuer:	UCB SA/NV.
Denominations:	The Notes are available in denominations of EUR 1,000.
Form and status:	Dematerialised securities, subject to Belgian law. The Notes constitute direct, unconditional, unsubordinated and (subject to the provisions of the negative pledge) unsecured obligations of the Issuer and rank and will at all times rank <i>pari passu</i> , without any preference among themselves, and equally with all other existing and future unsecured and unsubordinated obligations of the Issuer, but, in the event of insolvency, save for such obligations that may be preferred by provisions of law that are mandatory and of general application. The Notes are structurally subordinated to the current and future secured obligations of the Issuer and the current and future secured and unsecured debt of the Issuer’s subsidiaries.

Subscription Period:	From 9 November 2023 at 9 a.m. (CET) until 13 November 2023 at 5.30 p.m. (CET) included (subject to early termination).
Issue and payment date:	21 November 2023.
Amount:	A minimum of EUR 100 million and a maximum of EUR 300 million.
Annual coupon:	5.20% <i>per annum</i> (gross), payable on 21 November in each year. The first interest payment will be made on 21 November 2024.
Issue Price:	101.875% (including a commission of 1.875% or EUR 18.75 per denomination of EUR 1,000 to be borne by retail investors ¹).
Gross actuarial yield at the Issue Price:	4.833% (based on the assumption that the Notes will be held until the Scheduled Maturity Date (as defined below)).
Net actuarial yield at the Issue Price after deduction of 30% withholding tax:	3.291% (based on the assumption that the Notes will be held until the Scheduled Maturity Date).
Scheduled Maturity Date:	21 November 2029.
Use of proceeds:	General corporate and financing purposes of the Issuer and its subsidiaries, including the partial refinancing of outstanding bank term loans.
Redemption:	100% per denomination.
Rating:	The Issuer and the Notes do not have a credit rating.
ISIN Code:	BE0002976570.
Listing:	Regulated market of Euronext Brussels.

Risk warning

The Notes constitute unsecured and unguaranteed debt instruments. By subscribing to the Notes, investors lend money to the Issuer who undertakes to pay interest and to reimburse the principal amount of the Notes on 21 November 2029. In case of insolvency or default by the Issuer, investors may not recover the amounts they are entitled to and risk losing all or a part of their investment.

¹ A different commission may apply to qualified investors, as detailed in the Final Terms.

Investing in the Notes involves certain risks and may not be a suitable investment for all investors. Each prospective investor must carefully consider whether it is suitable for that investor to invest in the Notes in light of its knowledge and financial experience and should, if required, obtain professional advice. Prospective investors should read the Base Prospectus, as supplemented by the Supplement N°1, and the Final Terms (each as defined below) in their entirety and, in particular, the risk factors described under the section "Risk Factors" of the Base Prospectus, as supplemented by the Supplement N°1, before making an investment decision in order to fully understand the potential risks and rewards associated with a decision to invest in the Notes.

Subscription

The minimum subscription and denomination amounts to EUR 1,000. The subscription period will run from 9 November 2023 at 9 a.m. (CET) until 13 November 2023 at 5.30 p.m. (CET), subject to early termination, which can occur at the earliest on 9 November 2023 at 5.30 p.m. (CET) (which is the minimum sales period). All subscriptions that have been validly introduced by the retail investors with the Managers before the end of the minimum sales period will be taken into account when the Notes are allotted, taking into account that in case of oversubscription a proportional reduction may apply. Retail investors are therefore encouraged to subscribe to the Notes on the first day of the subscription period before 5.30 p.m. (CET).

To subscribe to the Notes or to obtain more information, investors can contact Belfius Bank ([NL/FR](#)), BNP Paribas Fortis ([NL/FR](#)), ING Bank N.V., Belgian Branch ([NL/FR](#)) and KBC Bank ([NL/FR](#)).

Costs

A commission of 1.875% is charged to all retail investors (which is included in the Issue Price of the Notes). The financial services in relation to the Notes will be provided free of charge by the Managers. Investors must inform themselves about the costs that their financial institutions might charge them.

Base Prospectus, Supplement N°1 and Final Terms

The base prospectus has been approved by the Belgian Financial Services and Markets Authority ("FSMA") as competent authority under Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") on 17 October 2023 (the "**Base Prospectus**"). The supplement n°1 to the Base Prospectus has been approved by the FSMA on 24 October 2023 (the "**Supplement N°1**"). The FSMA only approved the Base Prospectus and the Supplement N°1 as meeting the standards of completeness, comprehensibility and consistency as imposed by the Prospectus Regulation. Approval by the FSMA should not be considered as an endorsement of UCB or of the quality of the Notes. Investors should make their own assessment as to the suitability of investing in the Notes. Potential investors should, before making an investment decision, read the Base Prospectus, as supplemented by the Supplement N°1, and the Final Terms in their entirety, in particular the section "Risk Factors" of the Base Prospectus, in order to fully understand the potential risks and rewards associated with the decision to invest in the Notes.

The approval of the Base Prospectus and of the Supplement N°1 has been notified by the FSMA to the *Commission de Surveillance du Secteur Financier* in its capacity as competent authority for the purpose of the Prospectus Regulation in relation to the offer to the public of the Notes in the Grand Duchy of Luxembourg.

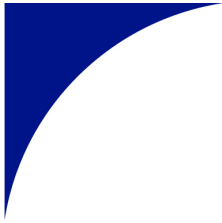
The Base Prospectus, the Supplement N°1 and the final terms relating to the Notes (the "**Final Terms**"), which includes the issue-specific summary in English, Dutch and French, can be consulted on the website of [UCB](#) and on the websites of Belfius Bank ([NL/FR](#)), BNP Paribas Fortis ([NL/FR](#)), ING Bank N.V., Belgian Branch ([NL/FR](#)) and KBC Bank ([NL/FR](#)).

Complaints

If you have a complaint to make, you can address it to:

- Belfius
Your local Belfius branch, your financial advisor or by e-mail at complaints@belfius.be.
If you are not satisfied with the reply, you can contact Belfius Bank NV-SA, Negotiation (number 7913), Karel Rogierplein 11, 1210 Brussels, or by e-mail at negotiation@belfius.be.
- BNP Paribas Fortis
Complaints Management Department of BNP Paribas Fortis, Warandeborg 3, 1000 Brussels, or by e-mail at gestiondesplaintes@bnpparibasfortis.com.
- ING
ING, Customer Service, Sint-Michielswarande 60, 1040 Brussels or by e-mail, klachten@ing.be.
- KBC
You can contact your local KBC bank branch.
If you believe that your suggestion or complaint cannot be addressed by your KBC bank branch or if you are not satisfied with the proposed solution, please contact KBC Complaint Management, Brusselsesteenweg 100, 3000 Leuven, at the phone number 0800 62 084 or by e-mail at klachten@kbc.be.

If you do not find an immediate solution after having contacted the services mentioned above, you can contact the ombudsman in financial conflicts, North Gate II, Koning Albert II-laan 8, box 2, 1000 Brussels at the telephone number 02 545 77 70, or by e-mail at ombudsman@ombudsfin.be.



Disclaimer

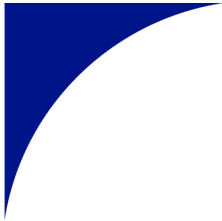
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This document is not an offering document or prospectus in connection with an offering of securities by UCB. Investors must not accept any offering of the securities referred to in this document nor acquire them unless they do so on the basis of information contained in the Base Prospectus, as supplemented by the Supplement N°1, and the Final Terms. This document is an advertisement for the purposes of the Prospectus Regulation.





UCB News

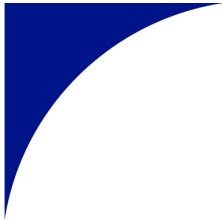
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UCB News

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 approximately 8,700 people in approximately 40 countries, the company generated revenue of €5.5 billion in 2022. UCB is listed on Euronext Brussels (symbol: UCB). Follow us on Twitter: @UCB_news.

