



UCB completes institutional Eurobond offering

Brussels (Belgium), 23 March 2021 - 20:00 CET

UCB SA/NV (Euronext: UCB) announces today that it has completed the offering of EUR 500 million senior unsecured bonds, due March 2028 (the "Bonds"), to be issued under its EUR 5 billion EMTN Programme.

The Bonds will be issued at 99.751 per cent on March 30, 2021 and will be redeemed at 100 per cent of their principal amount on March 30, 2028. They will bear interest at an annual rate of 1.000 per cent.

Consistent with UCB's prudent financial strategy, the Bonds are issued to strengthen its balance sheet by partly refinancing the term loan debt incurred in April 2020 in connection with the acquisition of Ra Pharmaceuticals, Inc., at attractive terms.

Sandrine Dufour, Chief Financial Officer, UCB, commented, "We are very pleased with the confidence investors have shown in us through their positive response to this bond offering. The success of this transaction underlines UCB's access to the debt capital markets and allows us to diversify our lender base and extend our debt maturity profile."

The Bonds were placed with qualified institutional investors across Europe. The transaction was conducted by BNP Paribas, Crédit Agricole CIB and ING, acting as Global Coordinators and Active Joint Lead Managers and Commerzbank and SMBC Nikko, acting as Active Joint Lead Managers for the offering. BofA Securities, IMI - Intesa Sanpaolo, KBC Bank, Mizuho Securities and Wells Fargo Securities acted as Passive Joint Lead Managers. The Bonds are expected to be listed on the regulated market of Euronext Brussels.

This press release does not constitute an offer to sell or a solicitation to buy any securities, and the offer of the Bonds by UCB does not constitute a public offering.

For further information
Antje Witte, Investor Relations, UCB
T +32 2 559 9414, antje.witte@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 approximately 8 400 people in approximately 40 countries, the company generated revenue of € 5.3 billion in 2020. UCB is listed on Euronext Brussels (symbol: UCB). Follow us on Twitter: @UCB news

Disclaimer

THIS ANNOUNCEMENT IS NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY 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. MORE SPECIFICALLY, INVESTORS ARE INVITED TO TAKE INTO ACCOUNT THE "SUBSCRIPTION AND SALE" SECTION OF THE EMTN BASE PROSPECTUS OF UCB.

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 HAS NOT REGISTERED AND DOES NOT INTEND TO REGISTER ANY PORTION OF THE OFFERING UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES, OR OTHER RELEVANT JURISDICTIONS WITHIN THE UNITED STATES, OR TO CONDUCT A PUBLIC OFFERING OF ANY SECURITIES IN THE UNITED STATES. THE OFFERING IS BEING CONDUCTED OUTSIDE THE UNITED STATES IN ACCORDANCE WITH REGULATION S UNDER THE SECURITIES ACT.

THIS PRESS RELEASE AND THE OFFERING WHEN MADE ARE ONLY ADDRESSED TO, AND DIRECTED AT PERSONS WHO ARE "QUALIFIED INVESTORS" ("QUALIFIED INVESTORS") WITHIN THE MEANING OF REGULATION (EU) 2017/1129 (AS AMENDED, THE "PROSPECTUS REGULATION") IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA (THE "EEA") AND THE UNITED KINGDOM (AS THE PROSPECTUS REGULATION FORMS PART OF DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (THE "EUWA")). THE DISTRIBUTION OF THIS PRESS RELEASE MAY BE RESTRICTED BY LAW IN CERTAIN JURISDICTIONS AND PERSONS INTO WHOSE POSSESSION ANY DOCUMENT OR OTHER INFORMATION REFERRED TO HEREIN COMES SHOULD INFORM THEMSELVES ABOUT AND OBSERVE ANY SUCH RESTRICTION. ANY FAILURE TO COMPLY WITH THESE RESTRICTIONS MAY CONSTITUTE A VIOLATION OF THE SECURITIES LAWS OF ANY SUCH JURISDICTION.

THIS COMMUNICATION IS DIRECTED ONLY AT, AND IS FOR DISTRIBUTION IN THE UNITED KINGDOM ONLY TO (I) INVESTMENT PROFESSIONALS FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 OR (II) HIGH NET WORTH ENTITIES AND OTHER PERSONS TO WHOM IT MAY LAWFULLY BE COMMUNICATED, FALLING WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). ANY INVESTMENT ACTIVITY REFERRED TO IN THIS COMMUNICATION IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS.

THE BONDS ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR AND UK RETAIL INVESTORS. FOR THESE PURPOSES, A "RETAIL INVESTOR" MEANS (I) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF DIRECTIVE 2014/65/EU (AS AMENDED, "MIFID II"); (II) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE 2016/97/EU (AS AMENDED, THE "INSURANCE DISTRIBUTION DIRECTIVE"), WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; (III) OR NOT A QUALIFIED INVESTOR AS DEFINED IN THE PROSPECTUS REGULATION. A "UK RETAIL INVESTOR" MEANS (I) A RETAIL CLIENT, AS DEFINED IN POINT (8) OF ARTICLE 2 OF REGULATION (EU) NO 2017/565 AS IT FORMS PART OF DOMESTIC LAW BY VIRTUE OF THE EUWA; (II) A CUSTOMER WITHIN THE MEANING OF THE PROVISIONS OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (THE "FSMA 2000") AND ANY RULES OR REGULATIONS MADE UNDER THE FSMA 2000 TO MIPLEMENT THE INSURANCE DISTRIBUTION DIRECTIVE, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT, AS DEFINED IN POINT (8) OF ARTICLE 2(1) OF REGULATION (EU) NO 600/2014 AS IT FORMS PART OF DOMESTIC LAW BY VIRTUE OF THE EUWA; OR (III) NOT A QUALIFIED INVESTOR AS DEFINED IN ARTICLE 2 OF THE PROSPECTUS REGULATION AS IT FORMS PART OF DOMESTIC LAW BY VIRTUE OF THE EUWA; OR THE EUWA. CONSEQUENTLY, UCB HAS NOT PREPARED A KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014 (AS AMENDED, THE "PRIIPS REGULATION") FOR OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA OR IN THE UNITED KINGDOM AND THEREFORE OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA OR IN THE UNITED KINGDOM AND THEREFORE OFFERING OR SELLING THE PRIIPS REGULATION.

THE BONDS ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE, AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE, IN BELGIUM TO "CONSUMERS" (CONSUMENTEN/CONSOMMATEURS) WITHIN THE MEANING OF THE BELGIAN CODE OF ECONOMIC LAW (WETBOEK ECONOMISCH RECHT/CODE DE DROIT ECONOMIQUE), AS AMENDED. EACH PERSON WHO INITIALLY ACQUIRES ANY BONDS OR TO WHOM ANY OFFER OF BONDS MAY BE MADE AND, TO THE EXTENT APPLICABLE, ANY FUNDS ON BEHALF OF WILLD SUCH PERSON IS ACQUIRING THE BONDS WILL BE DEEMED TO HAVE REPRESENTED, ACKNOWLEDGED AND AGREED THAT IT IS NOT A CONSUMER WITHIN THE MEANING OF THE BELGIAN CODE OF ECONOMIC LAW.

ANY DECISION TO PURCHASE ANY OF THE BONDS SHOULD ONLY BE MADE ON THE BASIS OF THE BASE PROSPECTUS OF UCB, WHICH IS AVAILABLE ON UCB'S WEBSITE. EACH OF UCB, THE LEAD MANAGERS, THE MANAGERS AND THEIR RESPECTIVE AFFILIATES EXPRESSLY DISCLAIMS ANY OBLIGATION OR UNDERTAKING TO UPDATE, REVIEW OR REVISE ANY STATEMENT CONTAINED IN THIS PRESS RELEASE WHETHER AS A RESULT OF NEW INFORMATION, FUTURE DEVELOPMENTS OR OTHERWISE.

RELEASE, PUBLICATION OR DISTRIBUTION OF THIS PRESS RELEASE IS FORBIDDEN IN ANY COUNTRY WHERE IT WOULD VIOLATE APPLICABLE LAWS OR REGULATIONS.

UCB News

