

ABOLITION OF UCB BEARER SHARES | NOTICE FOR THE SHAREHOLDERS (update 2 July 2015)

Pursuant to the Belgian Act of 14 December 2005, bearer securities have been subject to a gradual abolishment, leading to their conversion by force of law into registered or dematerialized securities as from 1 January 2014.

This notice provides an overview of the various important deadlines imposed by the Act of 14 December 2005 and the consequences thereof for the shareholders of UCB SA/NV (“UCB”).

A. 1 JANUARY 2014: CONVERSION BY FORCE OF LAW AND SUSPENSION OF RIGHTS

On 1 January 2014, the UCB bearer shares were by force of law automatically converted into dematerialized shares. UCB had to register them in its securities account in its own name. However, this did not grant UCB any title on the shares, as UCB merely held them on behalf of their unknown rightful owners.

The rights attached to the unclaimed bearer shares – such as the dividend rights, the right to participate in and vote at the general shareholders meetings and the preferential subscription rights in the case of a capital increase – were suspended since 1 January 2014 and until the rightful owners had obtained the timely registration of their shares in their own name or until the mandatory sale of the unclaimed bearer shares.

B. JUNE 2015: MANDATORY SALE OF ALL UNCLAIMED BEARER SHARES

Under article 11, §1 of the Act of 14 December 2005, UCB was obliged to sell all unclaimed bearer shares on the regulated market of Euronext Brussels.

It concerned 89,671 shares with ISIN code BE0003739530 (information as per 8 June 2015). Please note that UCB SA/NV has proceeded to a stock split in 1999 whereby each old UCB-share (ISIN-code: BE0003235349) gave right to 10 new UCB-shares (ISIN-code: BE0003739530).

To avoid the sale of unclaimed bearer shares, their rightful owners have been invited to deposit their securities with a KBC Bank office (<http://www.kbc.be>) at the latest on 8 June 2015 to obtain, subject to evidence of their valid title to the shares, the registration of the shares in their own name, either into their securities account (dematerialized shares) or in the UCB’s shareholder register (registered shares). The rightful owners of old UCB-shares have also been invited to deposit their shares with a view to converting them into dematerialized or registered new UCB-shares, following the same procedure as mentioned above.

Holders of securities wanting to deposit their securities with their usual financial institution had to do so before the deadline of 8 June 2015, as the securities that would not arrive with a KBC bank office by 8 June 2015, were to be sold on the regulated market of Euronext Brussels. The company has sold all remaining unclaimed bearer shares between 16 June and 18 June 2015, within the legal timeframe of 3 months after the publication of the notice to the shareholders.

After the unclaimed bearer shares were sold, UCB was obliged to deposit the net proceeds of the sale with the Deposit and Consignments Fund ('*Caisse des dépôts et consignations*' / '*Deposito-en Consignatiekas*'). As of that moment, UCB no longer intervenes in the process.

C. 1 JANUARY 2016: IMPOSITION OF A FINE UPON REPAYMENT OF THE NET PROCEEDS

Only **after 31 December 2015**, the rightful owners of the underlying bearer shares will have the right to request payment of the corresponding net proceeds from the Deposit and Consignments Fund. To that end, they will have to submit the former bearer shares to the Deposit and Consignments Fund.

However, the Act of 14 December 2005 provides that, as of 1 January 2016, such repayment will be subject to a fine of 10% of the proceeds of the sale of the underlying bearer shares per each year commenced. Also, the Federal Public Service Finance is entitled to offset the amount of the net proceeds against any amounts due to the Belgian State.

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