



UCB SA/NV - Public Limited Liability Company
Allée de la Recherche 60, 1070 Brussels
Enterprise nr. 0403.053.608 (RLE Brussels)
www.ucb.com
("UCB SA/NV" or the "Company")

CONVENING NOTICE TO THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors (the "Board") invites the shareholders for the Annual General Meeting of Shareholders (the "General Meeting") which will be held on **Thursday, 29 April 2021, at 11:00 am CEST, at the registered office of UCB SA/NV, Allée de la Recherche 60 - 1070 Brussels**, for the purpose of considering and voting on the items shown on the agenda set out below.

Due to the crisis of the Corona virus (Covid-19) and the measures taken by our governments and public authorities restricting gatherings, UCB SA/NV will not be able to allow physical access to its General Meeting of 29 April 2021, subject to any update which we could communicate in due course. Therefore, our shareholders should cast their votes (i) by proxy, by mandating the person mentioned in our proxy form and specifying their precise voting instructions, or (ii) by virtually participating in the General Meeting and voting electronically during such meeting.

Applicable formalities are detailed at the end of this convening notice. Shareholders may, to the extent indicated, use Lumi's AGM+ platform (<http://lumiagm.com/>) to complete all participation formalities, vote by proxy or virtually participate in and vote during the General Meeting. Shareholders should ensure that the device and the internet connection they are using to connect are adequate and stable in order to virtually participate in the meeting in a proper manner and enjoy all proposed functionalities.

ORDINARY PART

- 1. Report of the Board of Directors on the annual accounts for the financial year ended 31 December 2020**
- 2. Report of the statutory auditor on the annual accounts for the financial year ended 31 December 2020**
- 3. Communication of the consolidated annual accounts of the UCB Group relating to the financial year ended 31 December 2020**
- 4. Approval of the annual accounts of UCB SA/NV for the financial year ended 31 December 2020 and appropriation of the results**

Proposed resolution:

The General Meeting approves the annual accounts of UCB SA/NV for the financial year ended 31 December 2020 and the appropriation of the results reflected therein, including the approval of a gross dividend of € 1.27 per share^().*

() The UCB shares held by UCB SA/NV (own shares) are not entitled to a dividend. Therefore, the aggregate amount to be distributed to the shareholders may fluctuate depending on the number of UCB shares held by UCB SA/NV (own shares) on the dividend approval date.*

- 5. Approval of the remuneration report for the financial year ended 31 December 2020**

The Belgian Code of Companies and Associations (BCCA) requires the annual General Meeting (AGM) to approve the remuneration report each year by separate vote. This report includes a description of the remuneration policy that was applicable in 2020 and information on remuneration of the members of the Board of Directors

and of the Executive Committee. Compared to last year, the format and content of the remuneration report has been adapted to comply with the new requirements of the Law of 28 April 2020 implementing the Shareholders Right Directive II (SRD II) in Belgian Law and amending the BCCA.

Proposed resolution:

The General Meeting approves the remuneration report for the financial year ended 31 December 2020.

6. Approval of the remuneration policy 2021

The new Belgian Corporate Governance Code 2020 (the “2020 Code”) and the new provisions of the BCCA implementing SRD II require UCB SA/NV to establish a remuneration policy and to submit such policy or any important change thereto to the approval of the General Meeting. UCB SA/NV’s remuneration policy was approved for the first time by the annual General Meeting of 30 April 2020. Compared to the policy approved last year, the following changes are now proposed for approval by this AGM:

1/ with respect to the remuneration of the Executive Committee members, it is proposed to introduce clawback and malus mechanisms, shareholding guidelines, as well as additional disclosure including, for instance, financial and non-financial KPI’s or compensation peer group;

2/ with respect to the remuneration of the Board, the only proposed change is an increase of the remuneration of the Chair, to be effective upon appointment of our new Chair, Stefan Oschmann, also submitted for approval by this General Meeting (see below under section 9). This proposal results from a benchmark review that was carried out in view to ensure that UCB SA/NV could attract the best independent candidate for chairing its Board by proposing an appropriate level of compensation. The proposed increased remuneration (from € 240,000 to € 330,000 annual gross fee, which includes the role on any Board committees) corresponds to a level closer to the (regressed) median of our European Pharma reference UCB peer group (as disclosed in the Remuneration Report 2020). Our peer group is also disclosed in the report. For more details on these proposed changes, please refer to the Remuneration Report available on UCB website.

Proposed resolution:

The General Meeting approves the remuneration policy 2021.

7. Discharge in favour of the directors

Pursuant to the BCCA, the General Meeting must, after approval of the annual accounts, vote on the discharge of liability of the directors.

Proposed resolution:

The General Meeting grants discharge to the directors for the performance of their duties during the financial year ended 31 December 2020.

8. Discharge in favour of the statutory auditor

Pursuant to the BCCA, the General Meeting must, after approval of the annual accounts, vote on the discharge of liability of the statutory auditor.

Proposed resolution:

The General Meeting grants discharge to the statutory auditor for the performance of his duties during the financial year ended 31 December 2020.

9. Appointments and renewal of mandates of directors

The mandates of Mr. Albrecht De Graeve, Mrs. Viviane Monges and Mr. Roch Doliveux will expire on the date of this General Meeting (29 April 2021). Mr. Roch Doliveux informed the Board that, for personal reasons, he will not be candidate for a further renewal of his mandate and will therefore leave the Board of UCB SA/NV at the end of the term of his current mandate. Since Mrs. Evelyn du Monceau, current Chair of the Board, has reached the statutory age limit, she will resign from the Board with effect immediately after the closing of this General Meeting. Mrs. Alice Dautry has been replaced by Mrs. Susan Gasser by cooptation (by decision of the Board) with effect as of 1 January 2021 as independent director and member of the Scientific Committee of the Board. When

a directorship becomes vacant in the course of the mandate, the Board has the right to fill the vacancy by cooptation in accordance with the rules of the BCCA and the Articles of Association of the Company and the cooptation must be ratified by this General Meeting for the period from 1 January 2021 until this meeting. A full director mandate of 4 years, starting on the date of this AGM (29 April 2021) requires a separate decision of this General Meeting (see below).

Considering the above and upon recommendation of the Governance, Nomination and Compensation Committee (“GNCC”), the Board of Directors proposes to this annual General Meeting:

- (i) the appointment of Mr. Stefan Oschmann, as independent director, for a term of 4 years; if so elected, Stefan Oschmann will become Chair of the Board and member of the GNCC; by the time of his appointment as Board member of UCB SA/NV, he will have terminated all of his functions at Merck KGaA;
- (ii) the appointment of Mrs. Fiona du Monceau, as non-independent director, for a term of 4 years; since she is a representative of the reference shareholder, she does not qualify as independent director as per article 7:87 of the BCCA and provision 3.5 of the 2020 Code; if so elected by the General Meeting, Mrs. Fiona du Monceau will become Vice-Chair of the Board in replacement of Pierre Gurdjian (who stays in the Board as independent director) and Chair of the GNCC;
- (iii) the ratification of the cooptation of Mrs. Susan Gasser as independent director for the period between 1 January 2021 to the date of this General Meeting (29 April 2021) and her appointment for a mandate of 4 years as independent director; if so elected, she will continue to be a member of the Scientific Committee of the Board;
- (iv) the appointment of Mr. Jonathan Peacock, for a mandate of 4 years as independent director; if so elected by the General Meeting, he will become the Chair of the Audit Committee in replacement of Albrecht De Graeve, effective immediately upon his appointment by this General Meeting (i.e. 29 April 2021);
- (v) the renewal of the mandate of Mr. Albrecht De Graeve for a new mandate of 4 years, but for only 1 year as independent director. Albrecht De Graeve will qualify as independent director only for the first year of his renewed mandate of 4 years (until the General Meeting to be held in 2022). In accordance with the rules of the 2020 Code, non-executive board members can indeed qualify as independent if their total tenure does not exceed 12 years. Albrecht De Graeve was appointed for the first time as independent director at the General Meeting of 29 April 2010 and therefore qualifies as independent director for 1 additional year, until the General Meeting of 2022. If re-elected, Mr. Albrecht De Graeve would therefore stay as independent member of the Audit Committee (but not as Chair of this committee) for one additional year ; until the annual General Meeting of April 2022. From the General Meeting of 2022 until the end of his mandate (2025) he will remain non-independent member of the Board and will no longer be member of the Audit Committee. In the context of the overall succession plan, the Board is of the opinion that, given his key role as Chair of the Audit Committee since 2015, it is important to keep him as an independent member of the Board and of the Audit Committee for an additional year in order to ensure a smooth transition and succession in a year of critical changes in the governance of the Company: Change of the Chair and Vice-Chair of the Board (respectively Mr. Stefan Oschmann and Mrs. Fiona du Monceau), of the Chair of the Audit Committee (Mr. Jonathan Peacock) and of the GNCC (Mrs. Fiona du Monceau) as well as a change of the external statutory Auditor (process conducted under the supervision of the Audit Committee – see below). Beyond 2022, Mr. Albrecht De Graeve will continue to bring his experience and key contribution to the Board as non-independent/non-executive director;
- (vi) the renewal of the mandate of Mrs. Viviane Monges, for a new term of 4 years, as independent director; if so re-elected by the General Meeting, she will continue to be an independent member of the Audit Committee.

Mr. Stefan Oschmann, Mrs. Susan Gasser, Mr. Jonathan Peacock, Mrs. Viviane Monges and Mr. Albrecht De Graeve (until 2022 for the latter) each meet the independence criteria stipulated by article 7:87 of the BCCA, by provision 3.5 of the 2020 Code and by the Board.

Subject to the abovementioned appointments and renewals by the General Meeting, the Board and its special committees will continue to be composed of a majority of independent directors. The members of the Audit Committee will be Mr. Jonathan Peacock (Chair and independent), Mr. Albrecht De Graeve (independent until the AGM 2022), Mrs. Viviane Monges (independent) and Mr. Charles-Antoine Janssen (non-independent). Although staying as an independent member of the Board, Mr. Ulf Wiinberg will no longer be a member of the Audit Committee. The members of the GNCC will be Mrs. Fiona du Monceau (Chair and non-independent), Mr. Stefan Oschmann (independent), Mr. Pierre Gurdjian (independent) and Mrs. Kay Davies (independent). The members of the Scientific Committee will be Mrs. Kay Davies (Chair and independent) and Mrs. Susan Gasser (independent).

If all the above mandates are approved by the General Meeting 2021, the total number of Board members will increase from 13 to 14 members, which is below the maximum limit currently set forth in the UCB Corporate Governance Charter. This increase is to ensure a smooth transition, continuity and succession planning in years of important changes in the Board composition. Out of the 14 members, 9 members will be independent (and 8, as of April 2022). The Board will also be composed of 5 women out of 14 members (35%), which is in compliance with the gender diversity requirement of Article 7:86 of the BCCA.

The curriculum vitae, information on other Board mandates and skills of these directors are available on the internet site of UCB.

Proposed resolutions:

9.1. A) *The General Meeting appoints **Mr. Stefan Oschmann** (*) as director for a term of four years until the close of the annual General Meeting of 2025.*

***B)** The General Meeting acknowledges that, from the information made available to the Company, **Mr. Stefan Oschmann** qualifies as an independent director according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Corporate Governance Code and by the Board, and appoints him as independent director.*

9.2. *The General Meeting appoints **Mrs. Fiona du Monceau** (*) as director for a term of four years until the close of the annual General Meeting of 2025.*

9.3. A) *The General Meeting ratifies the co-optation of **Mrs. Susan Gasser** (*) as independent director for the period from 1 January 2021 until the date of this meeting (29 April 2021).*

***B)** The General Meeting appoints **Mrs. Susan Gasser** (*) as director for a term of four years until the close of the annual General Meeting of 2025.*

***C)** The General Meeting acknowledges that, from the information made available to the Company, **Mrs. Susan Gasser** qualifies as an independent director according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Corporate Governance Code and by the Board, and appoints her as independent director.*

9.4. A) *The General Meeting appoints **Mr. Jonathan Peacock** (*) as director for a term of four years until the close of the annual General Meeting of 2025.*

***B)** The General Meeting acknowledges that, from the information made available to the Company, **Mr. Jonathan Peacock** qualifies as an independent director according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Corporate Governance Code and by the Board and appoints him as independent director.*

9.5. **A)** *The General Meeting renews the appointment of **Mr. Albrecht De Graeve**^(*) as director for a term of four years until the close of the annual General Meeting of 2025.*

B) *The General Meeting acknowledges that, from the information made available to the Company, **Mr. Albrecht De Graeve** qualifies as an independent director until the Annual General Meeting of 2022 according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Corporate Governance Code and by the Board, and appoints him as independent director, until the annual General Meeting of 2022.*

9.6. **A)** *The General Meeting renews the appointment of **Mrs. Viviane Monges**^(*) as director for a term of four years until the close of the annual General Meeting of 2025.*

B) *The General Meeting acknowledges that, from the information made available to the Company, **Mrs. Viviane Monges** qualifies as an independent director according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Corporate Governance Code and by the Board, and appoints her as independent director.*

^(*) Curriculum vitae and details are available at <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2021>.

10. Appointment of Statutory Auditor

The mandate of the Statutory Auditor, PwC Bedrijfsrevisoren BCVBA / Réviseurs d'Entreprises SCCRL (PwC), will expire at the end of this General Meeting. By application of the European and Belgian mandatory rotation rules applicable to external auditors, PwC is no longer eligible for re-election as external Statutory Auditor. As a result, in order to be compliant with the independence rules applicable to the appointment of a new external auditor and in accordance with Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and the BCCA, UCB SA/NV conducted, starting in 2018, a process to select a new Statutory Auditor for the audit mandate starting immediately after the General Meeting of 29 April 2021. The Audit Committee was overall responsible for the selection procedure and ensured it was conducted in a fair manner. For this purpose, and as per the applicable regulation, a request for proposal tender process was followed under the supervision of the Audit Committee. As a result of this comprehensive process, the audit firm Mazars Bedrijfsrevisoren – Réviseurs d'Entreprises CVBA – Avenue du Boulevard 21, box 8, 1210 Saint-Josse-ten-Noode (Brussels) – Belgium (“Mazars”) was selected as the most suitable candidate. Procedures were put in place to safeguard the independence of Mazars during the 2 years preceding its formal appointment by this General Meeting, in accordance with the applicable independence rules.

Following the above described process, upon recommendation of the Audit Committee and presentation by the Company’s Works Councils (of 21 and 26 January 2021), the Board of Directors proposes to appoint Mazars as its Statutory Auditor for a mandate of 3 years (legal term). In accordance with the rules of the BCCA, the General Meeting is competent for setting the annual fixed remuneration of the Statutory Auditor and its remuneration is therefore also proposed for approval by this General Meeting.

Proposed resolutions:

Upon recommendation of the Audit Committee and presentation by the Works Councils, the General Meeting appoints Mazars Bedrijfsrevisoren - Réviseurs d'Entreprises CVBA – having its registered office at Avenue du Boulevard 21, box 8, 1210 Saint-Josse-ten-Noode (Brussels) – Belgium and with company number 0428.837.889, as Statutory Auditor of the Company for a term of three (3) years ending at the end of the General Meeting that will resolve on the approval of the annual accounts for the financial year ended 31 December 2023. The representative currently designated by Mazars Bedrijfsrevisoren – Réviseurs d'Entreprises is Mr. Anton Nuttens, registered auditor. The Statutory Auditor’s annual fee for the audit of the annual accounts of UCB SA/NV and the consolidated accounts, is fixed at EUR 415,000 (excl. VAT, out-of-pocket expenses and the IRE/IBR fee).

SPECIAL PART

11. Long-Term Incentive Plans - Program of free allocation of shares

This approval requested from the General Meeting is not as such required by Belgian law but is sought in order to ensure transparency and, as the case may be, compliance with foreign law for certain jurisdictions where our Long-Term Incentive Plans (LTI plans) are offered to our employees. For more information on UCB's LTI plans, please refer to the 2020 remuneration report. For the avoidance of doubt, UCB SA/NV confirms that it covers all its obligations under the LTI Plans with existing shares, i.e. through share buybacks, so there is no dilution for existing shareholders of UCB SA/NV.

Proposed resolution:

The General Meeting approves the decision of the Board of Directors to allocate an estimated number of 940,000 free shares:

- a) of which an estimated number of 750,000 shares to eligible employees under the Long-Term Incentive policy (LTI policy), namely to 2,323 individuals, according to the applicable allocation criteria. These free shares will only vest if and when the eligible employees are still employed within the UCB Group three years after the grant of the awards;*
- b) of which an estimated number of 190,000 shares to eligible employees under the Performance Share Plan, namely to 143 individuals, according to the applicable allocation criteria. These free shares will be delivered after a three-year vesting period and the number of shares actually allocated will vary from 0% to 150% of the number of shares initially granted depending on the level of achievement of the performance conditions set by the Board of UCB SA/NV at the moment of grant.*

The estimated figures under a) and b) do not take into account employees hired or promoted to eligible levels between 1 January 2021 and 1 April 2021.

12. Change of control provisions - art. 7:151 of the Belgian Code of Companies and Associations

Pursuant to article 7:151 of the BCCA, the General Meeting is solely competent to approve change of control clauses whereby third parties are granted rights having a substantial influence on the assets of the Company or causing a substantial debt or undertaking for the Company, if the exercise of such rights depends on the launch of a public takeover bid on the shares of the Company or a change of control thereof.

12.1 EMTN Program – renewal

UCB SA/NV has entered into a Euro Medium Term Note Program dated 6 March 2013 for an amount of € 3 000 000 000, with last update of the Base Prospectus on 8 March 2021, whereby the amount was increased to € 5 000 000 000, as this program may be further amended, extended or updated from time to time (the "EMTN Program"). The terms of the EMTN Program provide for a change of control clause - condition 5 (e) (i) - under which, for any of the Notes issued under the EMTN Program where a change of control put is included in the relevant final terms, any and all of the holders of such notes can, in certain circumstances, require UCB SA/NV to redeem that Note, following a change of control at the level of UCB SA/NV, upon exercise of the change of control put, for a value equal to the put redemption amount increased with, if appropriate, interest accrued until the date of exercise of the change of control put (all as more particularly described in the Base Prospectus of the EMTN Program). In accordance with said article 7:151 of the Belgian Code of Companies and Associations, this clause must be approved by the General Meeting and it is hereby proposed to renew this approval for any series of notes issued under the EMTN Program including such clause during the next 12 months.

Proposed resolution:

Pursuant to article 7:151 of the Belgian Code of Companies and Associations, the General Meeting renews its approval: (i) of condition 5 (e) (i) of the Terms and Conditions of the EMTN Program (Redemption at the Option of Noteholders – Upon a Change of Control (Change of Control Put)), in respect of any series of notes to which such condition is made applicable being issued under the Program from 30 April 2021 until 28 April 2022, under which any and all of the holders of the relevant notes can, in certain circumstances when a change of control at the level of UCB SA/NV occurs, require UCB SA/NV to redeem that note on the change of control put date at the put redemption amount together, if

appropriate, with interest accrued to such change of control put date, following a change of control of UCB SA/NV; and (ii) of any other provision of the EMTN Program or notes issued under the EMTN Program granting rights to third parties which could affect an obligation on UCB SA/NV where in each case the exercise of these rights is dependent on the occurrence of a change of control.

USE OF LUMI'S AGM+ PLATFORM

Shareholders who wish to do so can complete, as further detailed below, all participation formalities via Lumi's AGM+ platform: <https://lumiagm.com/>.

This platform also enables shareholders to either vote by proxy prior to the General Meeting or to virtually participate in and vote during the General Meeting.

PARTICIPATION FORMALITIES

In order to participate in the General Meeting, shareholders must comply with the following formalities:

1. Kindly note that all due dates and times mentioned herein are the final deadlines and that these will not be extended due to a weekend, holiday or for any other reason.
2. **Registration Date:** the registration date is **15 April 2021, at 24:00 CEST**.
 - a. Owners of **registered shares** must be registered as a shareholder in UCB SA/NV's share register, held by Euroclear, on 15 April 2021, at 24:00 CEST.
 - b. Owners of **dematerialized shares** must be registered as a shareholder on an account with a recognized account holder or settlement institution on 15 April 2021, at 24:00 CEST.
3. **Voting by proxy:** shareholders are allowed to be represented by a proxy holder at the General Meeting. Due to the measures taken by our governments and public authorities restricting gatherings, the proxies can only be given to a person designated by the Company, as mentioned in the proxy form. The proxy form approved by UCB SA/NV, which must be used to be represented at the General Meeting, can be downloaded from <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2021>.

Shareholders must deposit or send these proxies, duly filled out and signed, to UCB SA/NV's registered office (c/o Mrs. Muriel Le Grelle) or send them via e-mail to shareholders.meeting@ucb.com, in such a way that they arrive at UCB at the very latest by **23 April 2021, 15:00 CEST**. Scans by e-mail are allowed and recommended, provided that the proxy holder produces the original proxy at the latest prior to the General Meeting. Failure to comply with these requirements may result in UCB SA/NV not acknowledging the powers of the proxy holder.

For shareholders who choose to use the AGM+ platform, this platform enables them to electronically complete and submit proxies. In that case, no original must be provided prior to the General Meeting.

ONLY PERSONS HAVING NOTIFIED THEIR INTENTION TO PARTICIPATE BY PROXY IN THE GENERAL MEETING AT THE LATEST BY 23 APRIL 2021, 15:00 CEST AND IN ACCORDANCE WITH THE BELOW MENTIONED FORMALITIES WILL BE ALLOWED TO VOTE BY PROXY AT THE GENERAL MEETING.

- a. Owners of **registered shares** must declare their intention to participate in the General Meeting at the latest by **23 April 2021, 15:00 CEST**. In the case of voting by proxy, the proxy form will serve as declaration of the intention to participate in the General Meeting.

For shareholders who choose to use the AGM+ platform, this platform enables them to directly declare their intention to participate in the General Meeting and to vote by proxy.

- b. Owners of **dematerialized shares** must declare their intention to participate in the General Meeting at the latest by **23 April 2021, 15:00 CEST**. In the case of voting by proxy, the proxy form will serve as declaration of the intention to participate in the General Meeting, but owners of dematerialized shares must always provide a certificate issued by a recognized account holder or settlement institution evidencing their holding of dematerialized shares on the registration date to UCB SA/NV (c/o Mrs. Muriel Le Grelle) or via e-mail to shareholders.meeting@ucb.com.

For shareholders who choose to use the AGM+ platform, this platform allows the above-mentioned certificate of dematerialized shares to be issued directly.

4. **Voting by virtually participating in the General Meeting:** as an alternative to voting by proxy, shareholders who wish to do so can virtually participate in and vote during the General Meeting, which will be broadcasted through the AGM+ platform.

- a. Owners of **registered shares** must declare their intention to participate in the General Meeting **at the latest by 23 April 2021, 15:00 CEST**. The AGM+ platform enables them to directly declare their intention to participate in the General Meeting.

- b. Owners of **dematerialized shares** must declare their intention to participate in the General Meeting **at the latest by 23 April 2021, 15:00 CEST**. The AGM+ platform enables them to directly declare their intention to participate in the General Meeting. The AGM+ platform also allows the certificates of dematerialized shares to be issued directly.

Importantly, shareholders who wish to use this participation modality must first complete all above-mentioned participation formalities directly through the AGM+ platform. These shareholders will then receive the procedure and login details in order to connect to the General Meeting. More information on the procedure can be found on the website of Lumi: <https://www.lumiglobal.com/>, as well on the website of UCB.

The AGM+ platform allows shareholders to (i) be directly, simultaneously and continuously informed of the discussions in the General Meeting, (ii) exercise their right to vote on all matters on which the General Meeting is called upon to decide and (iii) participate in the deliberations and exercise their right to ask questions during the General Meeting.

In accordance with article 7:137 of the BCCA, shareholders who virtually participate in and vote during the General Meeting through the AGM+ platform will be deemed to be present at the meeting. The AGM+ platform allows the Company to verify the capacity and identity of the shareholders.

As stated above, shareholders should make sure that the device and the internet connection they are using to connect are adequate and stable in order to virtually participate in the meeting on a proper manner and enjoy all proposed functionalities. UCB SA/NV cannot be held responsible should the shareholder encounter any connectivity issues, technical failures or malfunction of equipment attributable to his/her own internet connection and/or device.

5. **New agenda items and new resolutions:** in accordance with article 7:130 of the BCCA and under certain conditions, one or more shareholder(s) holding (together) at least 3% of the share capital of the Company may request to add items to the agenda and may file resolution proposals relating to the items on the agenda or to be added to the agenda.

Such request will only be valid if it is duly notified to UCB SA/NV's registered office in writing (c/o Mrs. Muriel Le Grelle) or via shareholders.meeting@ucb.com at the latest by **7 April 2021, 15:00 CEST**. An updated agenda will, if applicable, be published on 14 April 2021. In such case, the Company will make an updated proxy form available in order to allow shareholders to give specific voting instructions thereon. The additional items on the agenda and the proposed resolutions will only be discussed at the General Meeting if this/these shareholder(s) holding (together) at least 3% of the share capital of the Company has/have fulfilled the admission formalities as detailed under points 3 and 4 above.

6. **Written questions in advance of the General Meeting:** in accordance with article 7:139 of the Belgian Code of Companies and Associations and under certain conditions, shareholders are entitled to submit questions in writing prior to the General Meeting to the Board of Directors or the statutory auditor regarding their reports or items on the agenda. The questions will be answered during the General Meeting provided (i) the shareholders concerned have complied with all required admission formalities and (ii) any communication of information or fact in response to such question does not prejudice the Company's business interests or the confidentiality undertaking of UCB SA/NV, its directors and statutory auditor.

Questions can be sent in writing to UCB SA/NV's registered office or by e-mail to shareholders.meeting@ucb.com in a way that they arrive at UCB by **23 April 2021, 15:00 CEST** at the latest.

For shareholders who choose to use the AGM+ platform, this platform enables them to submit questions in writing in advance, subject to the above-mentioned deadline.

7. **Available documentation:** as of the date of publication of this notice, the documents to be presented at the General Meeting, the (amended) agenda, and the (amended) proxy forms are available on <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2021>. Due to the crisis of the Corona virus (Covid-19) and the measures taken by our governments and public authorities imposing mandatory homeworking, the shareholders will not be able to consult the documents at UCB NV/SA's registered office but may request to receive a free hard copy of these documents.

The documents can also be accessed via the AGM+ platform.

8. **Privacy notice:** the Company is responsible for the processing of the personal data it receives from shareholders, holders of other securities issued by the Company (if any) and proxy holders in the context of the General Meeting of the shareholders in accordance with the applicable data protection legislation. The processing of such personal data will in particular take place for the analysis and management of the participation and voting procedure in relation to the General Meeting of the shareholders, in accordance with the applicable legislation and the Company's Privacy Policy. These personal data will be transferred to third parties for the purpose of providing assistance in the management of participation and voting procedures, and for analyzing the composition of the shareholder base of the Company. The personal data will not be stored any longer than necessary in light of the aforementioned objectives. Shareholders, holders of other securities issued by the Company and proxy holders can find the Company's Privacy Policy on the Company's website. This Privacy Policy contains detailed information regarding the processing of the personal data of, among others, shareholders, holders of other securities issued by the Company and proxy holders, including the rights that they can assert towards the Company in

accordance with the applicable data protection legislation. The aforementioned can exercise their rights with regard to their personal data provided to the Company by contacting the Company's Data Protection Officer via 'dataprivacy@ucb.com'.