

\*\*\* Unofficial English translation – For convenience purposes only \*\*\*



UCB SA/NV - Public Limited Liability Company

Allée de la Recherche 60, 1070 Brussels

Enterprise nr. 0403.053.608 (RLE Brussels)

[www.ucb.com](http://www.ucb.com)

("UCB SA/NV" or the "Company")

## CONVENING NOTICE TO THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors invites the shareholders for the ordinary and extraordinary general meeting of the shareholders (the "General Meeting" or the "GM") which will be held on **Thursday, 25 April 2024, 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.

Applicable participation formalities are detailed at the end of this convening notice. Shareholders may, to the extent indicated, also use the Lumi Connect platform ([www.lumiconnect.com](http://www.lumiconnect.com)) to complete all participation formalities and to vote by proxy at the General Meeting. The Lumi Connect platform is free of charge for the shareholders.

### ORDINARY PART

- 1. Report of the Board of Directors on the annual accounts for the financial year ended 31 December 2023**
- 2. Report of the statutory auditor on the annual accounts for the financial year ended 31 December 2023**
- 3. Communication of the consolidated annual accounts of the UCB Group relating to the financial year ended 31 December 2023**
- 4. Approval of the annual accounts of UCB SA/NV for the financial year ended 31 December 2023 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 2023 and the appropriation of the results reflected therein, including the approval of a gross dividend of € 1.36 per share<sup>(\*)</sup>.*

*(\*) 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 2023**

**The Belgian Code of Companies and Associations (BCCA) requires the General Meeting to approve the remuneration report each year by separate vote. This report includes a description of the remuneration policy that was applicable in 2023 and information on remuneration of the members of the Board of Directors and of the Executive Committee.**

#### Proposed resolution:

*The General Meeting approves the remuneration report for the financial year ended 31 December 2023.*

## 6. Approval of the remuneration policy 2024

The Belgian Corporate Governance Code 2020 (the “2020 Code”) and the BCCA 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 by the Annual General Meeting of 30 April 2020, and reviewed by the annual General Meetings of 29 April 2021 and 28 April 2022. UCB SA/NV is now submitting for approval by this GM, a new version of the Remuneration Policy, which includes the following changes:

1) In response to feedback, and with a view to continuously improving our stakeholder understanding, UCB has improved the readability of the policy, by clarifying certain policy elements and simplifying other information which will instead be reported in the annual Remuneration Report. The overall model, framework and mechanism of the variable plans remains unchanged.

2) Further clarification is provided to the previous policy deviation (or derogation) clause and details on how and in which circumstances the Board of Directors, upon recommendation of the Governance, Nomination and Compensation Committee (“GNCC”), would apply discretion – both in its variable remuneration plans and other potential applications such as recruitment remuneration. The policy also clarifies how this information would be disclosed.

3) Clarification that the existing Annual Special Travel Allowance applicable for Board members is also applicable for the Chair of the Board.

The proposed remuneration policy 2024 is available on the internet site of UCB (<https://www.ubc.com/investors/UCB-shareholders/Shareholders-meeting-2024>).

Proposed resolution:

*The General Meeting approves the remuneration policy 2024.*

## 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 for the financial year ended on 31 December 2023.

Proposed resolution:

*The General Meeting grants discharge to the directors for the performance of their duties during the financial year ended 31 December 2023.*

## 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 (Mazars).

Proposed resolution:

*The General Meeting grants discharge to the statutory auditor for the performance of its duties during the financial year ended 31 December 2023.*

## 9. Directors: appointments and renewals of mandates of (independent) directors

The mandates of Mr. Pierre Gurdjian, Mr. Ulf Wiinberg and Mr. Charles-Antoine Janssen shall expire at this General Meeting. Upon recommendation of the GNCC, the Board of Directors proposes: (i) the renewal of the mandate of Mr. Pierre Gurdjian, as independent director, for a term of 4 years, (ii) the renewal of the mandate of Mr. Ulf Wiinberg, as independent director, for a term of 4 years and (iii) the renewal of the mandate of Mr. Charles-Antoine Janssen as director, for a term of 4 years. Upon renewal, Mr. Pierre Gurdjian, Mr. Ulf Wiinberg and Mr. Charles-Antoine Janssen will continue to be members of the GNCC.

Mrs. Fiona du Monceau, previously serving as Vice-Chair of the Board of Directors and Chair of the GNCC, stepped down from her roles on 12 March 2024. Mr. Albrecht De Graeve, no longer qualifying as independent Director since the AGM of April 28, 2022, because the total tenure of his directorship exceeded 12 years, will also step down from the Board of Directors with effect on the date of the AGM 2024. In this context, the Board of Directors also proposes to the General Meeting the appointment of: (i) Mrs. Nefertiti Greene as new independent director, (ii) Mrs. Dolca Thomas, as new independent director, and (iii) Mr. Rodolfo Savitzky as new independent director, each of them for a term of four years. Upon their respective appointment by the shareholders meeting, Mrs. Nefertiti Greene will become a member of the GNCC, Mrs. Dolca Thomas will become a member of the Scientific Committee and Mr. Rodolfo Savitzky will become member and Chair of the Audit Committee.

Mr. Pierre Gurdjian, Mr. Ulf Wiinberg, Mrs. Nefertiti Greene, Mrs. Dolca Thomas and Mr. Rodolfo Savitzky meet the independence criteria stipulated by article 7:87 of the BCCA, by provision 3.5 of the 2020 Code and by the Board of Directors. Given his current positions in other listed companies, Mr. Rodolfo Savitzky could potentially be classified as overboarded in accordance with some proxy voting guidelines. For his appointment as Board member of UCB, Mr. Rodolfo Savitzky has committed to UCB to resolve this situation within 12 months of his appointment. Subject to the abovementioned appointment and renewals by the General Meeting, the Board of Directors, as well as each of its special committees, will continue to be composed of a majority of independent directors. The curriculum vitae, information on other board mandates and skills of these directors are available on the internet site of UCB (<https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2024>).

Proposed resolutions:

**9.1 A)** *The General Meeting renews the appointment of **Mr. Pierre Gurdjian** (\*) as director for a term of four years until the close of the annual General Meeting of 2028.*

**B)** *The General Meeting acknowledges that, from the information made available to the Company, **Mr Pierre Gurdjian** 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 of Directors and appoints him as independent director.*

**9.2 A)** *The General Meeting renews the appointment of **Mr. Ulf Wiinberg** (\*) as director for a term of four years until the close of the annual General Meeting of 2028.*

**B)** *The General Meeting acknowledges that, from the information made available to the Company, **Mr. Ulf Wiinberg** 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 of Directors and appoints him as independent director.*

**9.3** *The General Meeting renews the appointment of **Mr. Charles-Antoine Janssen** (\*) as director for a term of four years until the close of the annual General Meeting of 2028.*

**9.4 A)** *The General Meeting appoints **Mrs. Nefertiti Greene** (\*) as director for a term of four years until the close of the annual General Meeting of 2028.*

**B)** *The General Meeting acknowledges that, from the information made available to the Company, **Mrs. Nefertiti Greene** 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 of Directors and appoints her as independent director.*

**9.5 A)** *The General Meeting appoints **Mrs. Dolca Thomas** (\*) as director for a term of four years until the close of the annual General Meeting of 2028.*

**B)** *The General Meeting acknowledges that, from the information made available to the Company, Mrs. Dolca Thomas 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 of Directors and appoints her as independent director.*

**9.6 A)** *The General Meeting appoints Mr. Rodolfo Savitzky (\*) as director for a term of four years until the close of the annual General Meeting of 2028.*

**B)** *The General Meeting acknowledges that, from the information made available to the Company, Mr. Rodolfo Savitzky 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 of Directors and appoints him as independent director.*

(\*) *Curriculum vitae and details are available at <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2024>*

## **10. Statutory Auditor – renewal and extension of mandate**

**The mandate of the Statutory Auditor, Mazars Bedrijfsrevisoren - Réviseurs d'Entreprises CVBA, will expire at this General Meeting. Upon recommendation of the Audit Committee and upon presentation to the Works Council, the Board of Directors is proposing (i) to renew this mandate for a period of three years and (ii) to extend the mandate of the Statutory Auditor to providing the assurance opinion in respect of the sustainability reporting as set forth in Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (CSRD) as will be implemented into Belgian law. The extension of the mandate of the Statutory Auditor follows from the imminent transposition of CSRD into Belgian law and the corresponding assurance requirement, in the manner set forth in CSRD and its implementing legislation, for the reporting as of financial year ending on 31 December 2024. The permanent representative currently designated by Mazars Bedrijfsrevisoren – Réviseurs d'Entreprises CVBA is Mr. Sébastien Schueremans, registered auditor. In accordance with the rules of the BCCA, the General Meeting is competent for fixing the annual fixed remuneration of the Statutory Auditor.**

### Proposed resolution:

*Upon the proposal of the Audit Committee and upon presentation to the Works Council, the General Meeting renews the appointment of the firm Mazars Bedrijfsrevisoren – Réviseurs d'Entreprises CVBA, Avenue du Boulevard 21, box 8, 1210 Saint-Josse-ten-Noode (Brussels) – Belgium (“Mazars”), as Statutory Auditor for a term of three (3) years, up to and including the General Meeting convened to decide on the annual accounts for the financial year ended 31 December 2026. Upon the proposal of the Audit Committee and upon presentation to the Works Council, the General Meeting also extends the mandate of the Statutory Auditor with the mandate of providing the assurance opinion in respect of the sustainability reporting as set forth in Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (CSRD) as will be implemented into Belgian law. The permanent representative currently designated by Mazars is Mr. Sébastien Schueremans, 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 490 000 (plus potential inflation adjustment, VAT, out-of-pocket expenses, and the IRE/IBR fee). The Statutory Auditor’s annual fee for the assurance of the sustainability reporting is fixed at EUR 240 000, with a one-time additional fee in an amount of EUR 45 000, covering the first-year implementation (plus potential inflation adjustment, 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 a hard requirement under 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 2023 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 1 565 000 free shares:*

- a) of which an estimated number of 1 345 000 shares to eligible employees under the Long-Term Incentive policy (LTI policy), namely to approximately 3 000 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 220 000 shares to eligible employees under the Performance Share Plan, namely to approximately 160 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 Directors 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 2024 and 1 April 2024.*

### **12. Change of control provisions in contracts or funding agreements - art. 7:151 of the BCCA**

Pursuant to article 7:151 of the BCCA, the General Meeting is solely competent to approve so-called 'change of control' clauses, i.e., provisions whereby third parties are granted rights having a substantial influence on the assets of the Company or causing a substantial debt or liability 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. These clauses are standard requests from our creditors and/or in the legal documentation of our financing arrangements.

#### **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 EUR 5 000 000 000, with last update of the Base Prospectus on 17 October 2023, 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 BCCA, 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 26 April 2024 until 24 April 2025, 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 applicable, 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.*

## **12.2 Schuldschein loan agreement entered into on 24 August 2023**

**UCB SA/NV has entered into a Schuldschein loan agreement, in the amount of EUR 30 million, between, UCB SA/NV as borrower, and amongst others, ING Bank, a branch of ING-DIBA AG as original lender, dated 24 August 2023, including a clause (Article 5 b) under which any and all of the lenders can, in certain circumstances, cancel their commitments and require repayment of their participations in the loans, together with accrued interests and all other amounts accrued and outstanding thereunder, following a change of control of UCB SA/NV.**

Proposed resolution:

*Pursuant to article 7:151 of the Belgian Code of the Companies and Associations, the General Meeting approves Article 5 b) of the Schuldschein loan agreement in the amount of EUR 30 million, entered into between, UCB SA/NV as borrower, and amongst others, ING Bank, a branch of ING-DIBA AG as Original Lender, dated 24 August 2023, under which this Schuldschein loan agreement, together with accrued interests and all other amounts accrued and outstanding thereunder, could in certain circumstances become immediately due and payable, at the discretion of any and all of the lenders following a change of control of UCB SA/NV.*

## **EXTRAORDINARY PART (Extraordinary General Meeting)**

*The Extraordinary General Meeting will only validly deliberate on the items on its agenda if at least half of the capital is present or represented, in accordance with article 7:153 of the BCCA. If this condition is not met, a new Extraordinary General Meeting with the same agenda will be convened for **27 May 2024 at 11:00 am CEST**. This second Extraordinary General Meeting will validly deliberate irrespective of the number of shares present or represented.*

### **1. Special Report of the Board of Directors**

**Submission of the special report prepared by the Board of Directors in accordance with article 7:199 of the BCCA in which the Board requests the renewal of its powers in relation to the authorized capital and indicates the special circumstances where it may use its powers under the authorized capital and the purposes that it shall pursue.**

### **2. Renewal of the powers of the Board of Directors under the authorized capital and amendment to article 6 of the Articles of Association.**

**It is proposed to the General Meeting to renew the two (2) year authorization granted by the General Meeting of 28 April 2022 to the Board of Directors for another two (2) years, to decide, under the authorized capital, to increase the capital of the Company, within the limits of article 7:198 of the BCCA, with an amount of up to 5% of the share capital (calculated at the time of use of this authorization) in case of cancellation or limitation of the preferential subscription rights of the shareholders, or with an amount of up to 10% of the capital in case there is no limitation nor cancellation of the preferential subscription rights of existing shareholders. This authorization is for general purposes and cannot be used in case a public takeover bid has been launched on UCB. For further information on the use and purposes of**

the authorized capital, please refer to the special report of the Board of Directors prepared in accordance with article 7:199 of the BCCA.

Proposed resolution:

*The General Meeting resolves to renew the authorization to the Board of Directors to increase the capital of the Company within the framework of the authorized capital for another two (2) years, and to amend article 6 of the Articles of Association accordingly to reflect this renewal.*

*Subject to the approval of this resolution, the text of article 6 of the Articles of Association of the Company will be amended as follows:*

**“Article 6**

*The capital can be increased one or more times by a decision of a General Meeting of shareholders constituted under the conditions required to modify the Articles of Association.*

*The Board of Directors is authorized to increase the share capital amongst other by way of the issuance of shares, convertible bonds or subscription rights, in one or more transactions, within the limits set by law,*

- i. with up to 5% of the share capital at the time of the decision of the Board of Directors to make use of this authorization, in the event of a capital increase with cancellation or limitation of the preferential subscription rights of the shareholders (whether or not for the benefit of one or more specific persons who are not part of the personnel of the Company or of its subsidiaries, as defined in the Belgian Code of Companies and Associations),*
- ii. with up to 10% of the share capital at the time of the decision of the Board of Directors to make use of this authorization, in the event of a capital increase without cancellation or limitation of the preferential subscription rights of the existing shareholders.*

*In any event, the total amount by which the Board of Directors may increase the share capital by a combination of the authorizations set forth in (i) and (ii) above, is limited to 10% of the share capital at the time of the decision of the Board of Directors to make use of this authorization.*

*The Board of Directors is moreover expressly authorized to make use of this authorization, within the limits as set out under (i) and (ii) of the second paragraph above, for the following operations:*

- 1. a capital increase or the issuance of convertible bonds or subscription rights with cancellation or limitation of the preferential subscription rights of the existing shareholders,*
- 2. a capital increase or the issuance of convertible bonds or subscription rights with cancellation or limitation of the preferential subscription rights of the existing shareholders for the benefit of one or more specific persons who are not part of the personnel of the Company or of its subsidiaries, as defined in the Belgian Code of Companies and Associations, and*
- 3. a capital increase by incorporation of reserves.*

*Any such capital increase may take any and all forms, including, but not limited to, contributions in cash or in kind, with or without share premium, with issuance of shares below, above or at par value, the incorporation of reserves and/or share premiums and/or profits carried forward, to the maximum extent permitted by the law.*

*Any decision of the Board of Directors to use this authorization requires a 75% majority within the Board of Directors.*

*This authorization is granted for a period of two (2) years as from the date of the publication in the appendices to the Belgian Official Gazette of the resolution of the Extraordinary Shareholders Meeting held on 25 April 2024.*

*The Board of Directors is empowered, with full power of substitution, to amend the Articles of Association to reflect the capital increase(s) resulting from the exercise of its powers pursuant to this article.”*

### **3. Acquisition of own shares – renewal of authorization**

In accordance with article 7:215 of the BCCA, it is proposed to the General Meeting to renew the authorization granted to the Board of Directors by the extraordinary general meeting of 28 April 2022, to acquire own shares for up to 10% of the total number of shares of the Company, for two (2) years expiring on 30 June 2026. The previous authorization of 28 April 2022 will remain valid until it expires on 30 June 2024 and the new authorization will be effective as of 1 July 2024. As per previous years, this is a general-purpose authorization for share buybacks. It cannot be used in case a public takeover bid has been launched on UCB. The Board of Directors may for example (and without being limited thereto) use this authorization to service the Long-Term Incentive Plans of the UCB Group for employees and management.

#### Proposed resolution:

*The Board of Directors is authorized to acquire, directly or indirectly, whether on or outside of the stock exchange, by way of purchase, exchange, contribution or any other way, up to 10% of the total number of the Company’s shares, as calculated on the date of each acquisition, for a price or an exchange value per share which will not be (i) higher than the highest price of the Company’s shares on Euronext Brussels on the day of the acquisition and (ii) lower than one (1) euro, without prejudice to article 8:5 of the royal decree of 29 April 2019 implementing the Belgian Code of Companies and Associations. As a result of such acquisition(s), the Company, together with its direct or indirect subsidiaries, as well as persons acting on their own behalf but for the account of the Company or its direct or indirect subsidiaries, may not hold more than 10% of the total number of shares issued by the Company at the moment of the acquisition concerned. This authorization is granted for a period of two years starting on 1 July 2024 and expiring on 30 June 2026. This authorization extends to any acquisitions of the Company’s shares, directly or indirectly, by the Company’s direct subsidiaries in accordance with article 7:221 of the Belgian Code of Companies and Associations. The authorization granted by the Extraordinary General Meeting of the Company on 28 April 2022 remains valid until 30 June 2024.*

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### **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 **11 April 2024, 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 11 April 2024, 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 11 April 2024, at 24:00 CEST.
3. **Voting in person:** the shareholder who intends to participate in the General Meeting in person must declare his/her intent to participate, in the General Meeting, as follows:
  - a. Owners of **registered shares** must declare their intention to participate in person to the General Meeting, at the latest by **19 April 2024, 15:00 CEST**, to UCB SA/NV’s registered office (c/o Mrs. Muriel Le Grelle) or via e-mail to [shareholders.meeting@ucb.com](mailto:shareholders.meeting@ucb.com). The Company will verify if

the owners of registered shares who declared their intention to participate in person to the General Meeting are effectively listed in the share register.

For owners of registered shares who choose to use the Lumi Connect electronic platform, this platform enables them to directly declare their intention to participate in person in the General Meeting.

- b. Owners of **dematerialized shares** must declare their intention to participate in person at the General Meeting, at the latest by **19 April 2024, 15:00 CEST**, to UCB SA/NV's registered office (c/o Mrs. Muriel Le Grelle) or via e-mail to [shareholders.meeting@ucb.com](mailto:shareholders.meeting@ucb.com). Owners of dematerialized shares must always include a certificate issued by a recognized account holder or settlement institution evidencing their holding of dematerialized shares on the registration date.

For owners of dematerialized shares who choose to use the Lumi Connect electronic platform, this platform (i) enables them to directly declare their intention to participate in person in the General Meeting and (ii) allows the above-mentioned certificate of dematerialized shares to be issued directly.

**ONLY PERSONS HAVING NOTIFIED THEIR INTENT TO PARTICIPATE IN PERSON AT THE GENERAL MEETING AT THE LATEST BY 19 APRIL 2024, 15:00 CEST AND IN ACCORDANCE WITH THE AFOREMENTIONED FORMALITIES WILL BE ALLOWED TO ATTEND AND VOTE AT THE GENERAL MEETING.**

4. **Voting by proxy:** the shareholders are allowed to be represented by a proxy holder at the General Meeting. 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 still 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](mailto:shareholders.meeting@ucb.com). **For owners of dematerialized shares who choose to use the Lumi Connect platform, this platform allows the above-mentioned certificate of dematerialized shares to be issued directly.**

- a. Original proxy: the proxy form approved by UCB SA/NV, which must be used to be represented at the General Meeting, can be downloaded and printed from <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2024>.

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](mailto:shareholders.meeting@ucb.com), in such a way that they arrive at UCB at the very latest by **19 April 2024, 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.

- b. Electronic proxy: for shareholders who choose to use the Lumi Connect platform, this platform enables them to electronically complete and submit proxies. In that case, no original must be provided.

**ONLY PERSONS HAVING NOTIFIED THEIR INTENTION TO PARTICIPATE BY PROXY IN THE GENERAL MEETING AT THE LATEST BY 19 APRIL 2024, 15:00 CEST AND IN ACCORDANCE WITH THE AFOREMENTIONED FORMALITIES WILL BE ALLOWED TO VOTE BY PROXY AT THE GENERAL MEETING.**

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) and received or via [shareholders.meeting@ucb.com](mailto:shareholders.meeting@ucb.com) at the latest by **3 April 2024, 15:00 CEST**. An updated agenda will, if applicable, be published on 10 April 2024. In such case, the Company will make an updated proxy form available on UCB website 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. **Questions:** in accordance with article 7:139 of the BCCA and under certain conditions, shareholders are entitled to submit questions (i) in writing prior to the General Meeting or (ii) orally during 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 asked prior to the General Meeting must be sent in writing to UCB SA/NV's registered office (c/o Mrs. Muriel Le Grelle) or by e-mail to [shareholders.meeting@ucb.com](mailto:shareholders.meeting@ucb.com) in a way that they arrive at UCB by **19 April 2024, 15:00 CEST** at the latest.

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 form are available on <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2024>. The shareholders shall be able to access and consult the documents during working hours on business days at UCB NV/SA's registered office, and/or preferably can receive a free hard copy of these documents.

The documents can also be accessed via the Lumi Connect platform.
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8. **Arrival time and facilities:** shareholders attending the General Meeting are requested to arrive at least 45 minutes before the time set for the General Meeting in order to complete the participation formalities at the registered office of UCB SA/NV, Allée de la Recherche 60 - 1070 Brussels. Outside parking facilities will be available. Once the General Meeting has started, shareholders are kindly requested to stay in the room until the end of the General Meeting.
9. **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 (as, for example, bonds) 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](mailto:dataprivacy@ucb.com).