



Public limited liability company

Allée de la Recherche 60, 1070 Brussels

RPR 0403.053.608

("UCB SA")

Attendance formalities

In order to attend the annual shareholders' meeting of UCB SA on 26 April 2012 at 11:00 am at the registered office of UCB SA (Allée de la Recherche 70, 1070 Brussels, Belgium) (the "Meeting"), holders of securities must comply with the following formalities:

- (i) Kindly note that all dates and times mentioned herein are the final deadlines and that these will not be prolonged due to a weekend, holiday or for any other reason.
- (ii) **Registration date: the registration date is 12 April 2012, 12:00 AM (midnight) CET. Only persons registered as shareholder on such date and time will be allowed to attend and to vote at the Meeting.**
 - a. Owners of bearer shares must deposit their shares at the latest on 12 April 2012, 12:00 am (midnight) CET at one of the agencies of KBC Bank NV. KBC Bank NV will certify to UCB SA that bearer shares were deposited. Deposited bearer shares will be placed on an account in dematerialized form and will not be returned in bearer form.
 - b. Owners of registered shares must be registered as shareholder in UCB SA's share register, held by Euroclear, at the latest on 12 April 2012, 12:00 am (midnight) CET.
 - c. Owners of dematerialized shares must be registered as a shareholder on an account with a recognized accountholder or settlement institution at the latest on 12 April 2012, 12:00 am (midnight) CET.
- (iii) **Intention to participate at the Meeting: the shareholder must declare his/her intent to participate (in person or by proxy) at the Meeting, as well as the number of shares he/she intends to participate with, at the latest 20 April 2012, 15:00 CET. Only persons having notified their intent to participate (in person or by proxy) at the Meeting on such date will be allowed to vote at the Meeting.**
 - a. Owners of registered shares should declare their intent to participate to the Meeting known to UCB SA (c/o Mrs. Muriel Le Grelle) or via email to shareholders.meeting@ucb.com at the latest on 20 April 2012, 15:00 CET.
 - b. Owners of bearer shares or dematerialized shares must declare their intent to participate to the Meeting known at the latest on 20 April 2012, 15:00 CET to one of the agencies of KBC Bank NV. KBC Bank NV will provide a notice thereof to UCB SA.
- (iv) **Proxies: shareholders are permitted to be represented by proxyholders at the Meeting. The proxy forms approved by UCB SA which must be used to be represented at the Meeting can be downloaded from <http://www.ucb.com/investors/calendar/shareholders-meeting-2012>. Shareholders must deposit these proxies, duly filled out and signed at the very latest on **20 April 2012, 15:00 CET** at UCB SA's registered office (c/o Mrs. Muriel Le Grelle) or via email to shareholders.meeting@ucb.com. (Note that UCB SA will apply Article 547bis, §2, section 3 of the Belgian Companies' Code, which prevails over Article 36 of UCB SA's articles of association). Fax (02/559 98 00) and email copies are allowed providing the proxyholder produces the original proxy at the latest on the date of the Meeting. Failure to comply with these requirements will result in UCB SA not acknowledging the powers of the proxy holder.**

- (v) Pursuant to Article 533ter of the Belgian Companies' Code, the shareholder(s) holding at least 3% of the registered capital of UCB SA may put items and proposals of resolutions on the agenda. Such points or proposed resolutions must be made in writing and must reach UCB SA via shareholders.meeting@ucb.com at the latest on 4 April 2012, 15:00 CET, and must include a postal or email address where a receipt of acknowledgment can be sent to. The shareholder(s) must simultaneously prove that he/she/they hold(s) (either alone or jointly) at least 3% of the registered capital of UCB SA. In case items or proposals are added to the agenda, an adapted agenda and adapted proxy forms will be published on 11 April 2012 on <http://www.ucb.com/investors/calendar/shareholders-meeting-2012>. Proxies received by UCB SA prior to such date remain valid.
- (vi) Pursuant to Article 540 of the Belgian Companies' Code, shareholders who have fulfilled all conditions to participate to the Meeting have the right to ask questions in writing to the directors and the auditor, which will be answered during the Meeting. Questions must be sent to shareholders.meeting@ucb.com at the latest on 20 April 2012, 15:00 CET.
- (vii) Holders of bonds and warrants issued by UCB SA may attend the Meeting in an advisory capacity and are subject to the same attendance requirements as those applicable to shareholders.
- (viii) In order to attend the Meeting, individuals holding securities and proxy holders' must prove their identity and representatives of legal entities must hand over documents establishing their identity and their representation power, at the latest immediately prior to the beginning of the Meeting.
- (ix) As of the date of publication of this convocation, the documents to be submitted to the Meeting, the (amended) agenda, and the (amended) proxy forms are available on <http://www.ucb.com/investors/calendar/shareholders-meeting-2012> and can be reviewed at UCB SA's registered office.
