

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes 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 in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”) or (ii) a customer within the meaning of Directive 2016/97/EC (as amended or superseded, the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

PROHIBITION OF SALES TO CONSUMERS IN BELGIUM – The Notes 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 économique*), as amended.

Final Terms dated 29 September 2020

UCB SA

Legal Entity Identifier (“LEI”): 2138008J191VLSGY5A09

Issue of EUR 150,000,000 1.000 % Fixed Rate Notes due 1 October 2027

under the EUR 3,000,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 22 October 2019 and the supplements to it dated 10 March 2020 and 15 September 2020 which together constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Regulation (Directive (EU) 2017/1129) (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on Issuer’s website.

1.	Issuer:	UCB SA
2.	(i) Series Number:	6
	(ii) Tranche Number:	1
3.	(i) Specified Currency or Currencies:	EUR
4.	Aggregate Nominal Amount:	
	(i) Series:	EUR 150,000,000
	(ii) Tranche:	EUR 150,000,000
5.	Issue Price:	100.00% per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	EUR 100,000
	Calculation Amount:	EUR 100,000
7.	(i) Issue Date:	1 October 2020
	Interest Commencement Date:	Issue Date
8.	Maturity Date	1 October 2027

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| 9. | Interest Basis (see section 4 of the Conditions): | 1.000 per cent. Fixed Rate
(further particulars specified below) |
| 10. | Redemption Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11. | Put/Call Options (see section 5(d) and (e) of the Conditions): | 3-Months Par Call
Make-Whole Call
Tax Call
Change of Control Put
(further particulars specified below) |
| 12. | Date Board approval for issuance of Notes obtained: | 24 July 2020 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 13. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 1.000 per cent. per annum payable in arrear on each Interest Payment Date |
| | (ii) Interest Payment Date(s): | 1 October in each year from and including 1 October 2021 to and including the Maturity Date |
| | (iii) Fixed Coupon Amount: | EUR 1,000 per Calculation Amount |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual (ICMA) |
| | (vi) Determination Dates: | Interest Payment Dates |
| 14. | Floating Rate Note Provisions | Not Applicable |
| 15. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 16. | Clean-up Call | Not Applicable |
| 17. | 3-Months Par Call | Applicable |
| 18. | Acquisition Event Call | Not Applicable |
| 19. | Make-Whole Call | Applicable |
| | (i) Optional Redemption Date(s): | Any Target Business Day between the Issue Date and the Maturity Date |
| | (ii) Optional Redemption Amount(s) of each Note | Reference Bond: CA Selected Bond: German <i>Bundesobligationen</i>
Quotation Time: 11.00 am CET
Optional Redemption Margin: 0.50 per cent.
Reference Rate Determination Date: The second Target Business Day preceding the relevant Optional Redemption Date
Floor: 100 per cent. of the Calculation Amount |
| | (iii) If redeemable in part: | Not Applicable |

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| 20. | Change of Control Put Option: | Applicable, subject to subparagraph 20 (ii) below |
| | (i) Change of Control Resolution Approval Deadline | Not Applicable |
| | (ii) Change of Control Step-Up Margin | Not Applicable |
| | (iii) Put Redemption Rate | MIN (101 per cent.; 100 per cent. \times Exp (T \times 0.74720148386%)), rounded down to the 9 th decimal, where:
(a) “ Exp ” means the exponential function meaning the function e^x , where e is the number (approximately 2.718) such that the function e^x equals its own derivative; and

(b) “ T ” means the time, expressed in decimals of a year, elapsed from (and including) the Issue Date until (and including) the Early Redemption Event |
| 21. | Investor Put | Not Applicable |
| 22. | Tax Call Option | Applicable |
| 23. | Final Redemption Amount of each Note | EUR 100,000 per Calculation Amount |
| 24. | Early Redemption Amount
Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, or on event of default or other early redemption (except if otherwise provided) | EUR 100,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 25. | Form of Notes: | Dematerialised Notes |
| 26. | Financial Centre(s): | Not Applicable |

THIRD PARTY INFORMATION

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of UCB SA:

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Brussels with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 5,000 (excl. VAT)

2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business

3. USE OF PROCEEDS, REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Use of Proceeds, Reasons for the offer: General corporate and financing purposes
- (ii) Estimated net proceeds: EUR 149,700,000
- (iii) Estimated total expenses: 323,000

4. YIELD (*For Fixed Rate Notes only*)

Indication of yield: 1.000 per cent. per annum. The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

ISIN Code: BE0002730118
Common Code: 224053487
CFI: Not Available
FISN: Not Available
Any clearing system(s) other than Securities Settlement System and the relevant identification number(s): Not Applicable
Delivery: Delivery against payment
Names and addresses of additional listing and paying agent(s) (if any): BNP Paribas Securities Services SCA, Brussels Branch, Boulevard Louis Schmidt 2, 1040 Brussels, Belgium.
Relevant Benchmark: Not Applicable

6. DISTRIBUTION

- (i) Method of distribution: Non-syndicated

- (ii) If non-syndicated, name and address of Dealer: BNP Paribas, 10 Harewood Avenue , London NW1 6AA, United Kingdom.
- (iii) X-only Issuance Not Applicable
- (iv) US Selling Restrictions (Categories of potential investors to which the Notes are offered): Reg. S Compliance Category 2; TEFRA not applicable
- (v) Prohibition of Sales to EEA Retail Investors: Applicable
- (vi) Prohibition of Sales to Belgian Consumers: Applicable