



UCB SA

*(incorporated with limited liability in Belgium)
as Issuer and as Guarantor of the Notes issued by*

UCB LUX S.A.

*(incorporated with limited liability in Luxembourg)
as Issuer*

EUR 3,000,000,000 Euro Medium Term Note Programme Due from one month from the date of original issue

This Supplement (the **Supplement**) to the Prospectus (the **Prospectus**) dated 6 March 2013, which comprises two base prospectuses, constitutes a prospectus supplement for the purposes of Article 34 of the Belgian Law of 16 June 2006 on public offerings of investment instruments and the admission of investment instruments to trading on a regulated market, as amended from time to time (the **Belgian Prospectus Act**) and is prepared in connection with the Euro Medium Term Note Programme (the **Programme**) established by UCB SA (**UCB**) and UCB Lux S.A. (**UCB Lux**, together with UCB, the **Issuers** and each individually, the **Issuer**). Terms defined in the Prospectus or in any document incorporated by reference in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus by the Issuers.

The English version of this Supplement has been approved by the FSMA, as competent authority under the Belgian Prospectus Act. This approval does not imply any appraisal of the appropriateness or the merits of any issue under the Programme, nor of the situation of the Issuers. The whole of the Supplement has been translated into French. In the event of any discrepancy between the English and the French versions of this Supplement, the English version shall prevail. Each Issuer assumes responsibility for the consistency between the English version and the French version of this Supplement.

Each Issuer accepts responsibility for the information contained in this Supplement. Each Issuer confirms that, to the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to exclude the following items from documents incorporated by reference in the Prospectus:

- (a) the section headed “Outlook 2013” from the press release dated 27 February 2013 (“*UCB in 2012: New Core Medicines Drive Growth*”); and
- (b) Paragraph 3.11 headed “Outlook 2013” from the section headed “Operating and Financial Review” in the consolidated audited annual financial statements of UCB for the financial year ended 31 December 2012 included in the UCB Annual Report 2012.

The Issuers believe such short term elements are not material in the context of debt securities offerings contemplated by the Issuers under the EMTN Programme and may therefore be carved out from the Base

Prospectus. This is consistent with the position taken by ESMA in its recommendations on the consistent implementation of the Prospectus Regulation.

The date of this Supplement is 30 July 2013.