

Final Terms dated 2 October 2013
UCB SA
Issue of €350,000,000 4.125 per cent. Notes due 2021
under the €3,000,000,000 Euro Medium Term Note Programme

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor any Manager has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The expression “**Prospectus Directive**” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression “**2010 PD Amending Directive**” means Directive 2010/73/EU.

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 Prospectus dated 6 March 2013 which, as supplemented by the supplement dated 30 July 2013 (the “**Supplement**”), constitutes a base prospectus for the purposes of the Prospectus Directive (the “**Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus, as so supplemented. 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 Prospectus, as so supplemented. However, a summary of the issue of the Notes is annexed to these Final Terms. The Prospectus and the Supplement have been published on the Issuer’s website.

1.	Issuer:	UCB SA
2.	(i) Series Number:	2
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	Euro (€)
4.	Aggregate Nominal Amount:	
	(i) Series:	€350,000,000
	(ii) Tranche:	€350,000,000
5.	Issue Price:	99.944 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	€1,000
	(ii) Calculation Amount:	€1,000
7.	(i) Issue Date:	4 October 2013
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	4 January 2021

- | | | |
|-----|---|---|
| 9. | Interest Basis: | 4.125 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: | Issuer Call
Change of Control Put |
| 12. | Date approval for issuance of Notes obtained: | 5 September 2013 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|--------------------------------------|---|
| 13. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 4.125 per cent. per annum payable in arrear on each Interest Payment Date |
| | (ii) Interest Payment Date(s): | 4 January in each year up to and including the Maturity Date
There will be a long first coupon from, and including, the Interest Commencement Date to, but excluding, 4 January 2015 (the Long First Coupon) |
| | (iii) Fixed Coupon Amount: | €41.25 per Calculation Amount other than in respect of the Long First Coupon (as to which see paragraph 13(iv) below) |
| | (iv) Broken Amount(s): | In respect of the Long First Coupon, €51.65 per Calculation Amount, payable on the Interest Payment Date falling on 4 January 2015 |
| | (v) Day Count Fraction: | Actual/Actual (ICMA) |
| | (vi) Determination Dates: | 4 January in each year |
| | (vii) Ratings Step-up/Step-down: | Not Applicable |
| 14. | Floating Rate Note Provisions | Not Applicable |
| 15. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|---|---|
| 16. | Issuer Call | Applicable |
| | (i) Optional Redemption Date(s): | Any Target Business Day (as defined under Condition 5 (a)) 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 Day:	The second Target Business Day preceding the date on which notice of the exercise of the Issuer Call is given by the Issuer to Noteholders in accordance with Condition 6 (d) (i) (A)
Floor:	101 per cent. of the Calculation Amount
(iii) If redeemable in part:	Not applicable
17. Change of Control Put Option:	Applicable
(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.; 99.944 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
18. Investor Put	Not Applicable
19. Final Redemption Amount of each Note	€1,000 per Calculation Amount
20. 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:	€1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. Form of Notes :	Dematerialised Notes
22. New Global Note	Not Applicable
23. Financial Centre(s):	Not Applicable
24. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No

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

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on NYSE Euronext Brussels with effect from the Issue Date.

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

Save as discussed in “Subscription and Sale” in the Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

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

- | | |
|---------------------------------|--|
| (i) Reasons for the offer | The net proceeds from the offer will be applied by the Issuer for general corporate purposes, including the refinancing of currently outstanding debt. |
| (ii) Estimated net proceeds: | €345,989,000 |
| (iii) Estimated total expenses: | Approximately €93,000 |

4. YIELD

4.130 per cent. per annum

Calculated as indicated in Section C.9 of “Summary of the Notes” on the Issue Date.

As set out above, 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: BE0002442177

Common Code: 097725594

Any clearing system(s) other than NBB Clearing System, Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant addresses and identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes
Note that the designation “yes” does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names and addresses of Managers and underwriting commitments:	Barclays Bank PLC 5 The North Colonnade Canary Wharf London E14 4BB United Kingdom	€64,000,000
	Crédit Agricole Corporate and Investment Bank 9, quai du Président Paul Doumer F-92920 Paris La Défense cedex France	€64,000,000
	The Royal Bank of Scotland plc 135 Bishopsgate London EC2M 3UR United Kingdom	€64,000,000
	Banco Santander, S.A. Ciudad Grupo Santander Edificio Encinar Avenida de Cantabria s/n 28660, Boadilla del Monte, Madrid Spain	€64,000,000
	Mitsubishi UFJ Securities International plc Ropemaker Place 25 Ropemaker Street London EC2Y 9AJ United Kingdom	€64,000,000
	DNB Bank ASA Dronning Eufemias gate 30 P.O. Box 1600 Sentrum N-0021 Oslo Norway	€10,000,000
	Mizuho International plc Bracken House One Friday Street London EC4M 9JA United Kingdom	€10,000,000

	SMBC Nikko Capital Markets Limited	€10,000,000
	One New Change London EC4M 9AF United Kingdom	
(B) Date of Subscription Agreement:	2 October 2013	
(C) Stabilising Manager(s) if any:	Barclays Bank PLC	
(iii) If non-syndicated, name and address of Dealer:	Not Applicable	
(iv) Indication of the overall amount of the underwriting commission and of the placing commission:	1.09 per cent. of the Aggregate Nominal Amount	
(v) US Selling Restrictions (Categories of potential investors to which the Notes are offered):	Reg. S Compliance Category 2; TEFRA not applicable	
(vi) Non-exempt Offer:	Not Applicable	
(vii) General Consent:	Not Applicable	
(viii) Any other conditions relating to the Non-exempt Offer	Not Applicable	

8. **TERMS AND CONDITIONS OF THE OFFER**

Offer Price:	Not Applicable
Conditions to which the offer is subject:	Not Applicable
Description of the application process:	Not Applicable
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
Details of the minimum and/or maximum amount of application:	Not Applicable
Details of the method and time limits for paying up and delivering the Notes:	Not Applicable

Manner in and date on which results of the offer are to be made public:	Not Applicable
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	Not Applicable

ANNEX

ISSUE-SPECIFIC SUMMARY for the issue of €350,000,000 4.125 per cent. notes due 2021 (the “Notes”) under the € 3,000,000,000 Euro Medium Term Note Programme (the “Programme”)

2 October 2013

Summaries are made up of disclosure requirements known as ‘Elements’. These Elements are numbered in Sections A - E (A.1 - E.7). This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention ‘not applicable. Words and expressions defined in the “Terms and Conditions of the Bonds” below or elsewhere in the Prospectus have the same meanings in this summary.

Element	Disclosure requirement	Disclosure
Section A - Introduction and warnings		
A.1	Warning	<p>This summary is provided for the purposes of the issue by UCB SA (“UCB” or the “Issuer”) of Notes of a denomination of less than EUR 100,000. This summary must be read as an introduction to the base prospectus dated 6 March 2013 as supplemented by the supplement dated 30 July 2013 (the “Prospectus”). Any decision to invest in the Notes should be based on a consideration of the Prospectus as a whole, including any documents incorporated by reference and the final terms dated 2 October 2013 (the “Final Terms”), by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of Member States of the European Economic Area, be required to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Notes.</p> <p>The Prospectus and the Final Terms are available on the UCB Group's website (www.ucb.com).</p>
A.2	Consent	Not Applicable
Section B - Issuer		
B.1	The legal and commercial name of the issuer	UCB

Element	Disclosure requirement	Disclosure
B.2	The domicile and legal form of the Issuer, the legislation under which the Issuer operates and its country of incorporation:	UCB is a limited liability company (“ <i>naamloze vennootschap</i> ”/“ <i>société anonyme</i> ”), incorporated in Belgium and subject to the laws of Belgium. UCB has its registered office at Allée de la Recherche 60, B-1070 Brussels, Belgium and is registered with the Crossroads Bank for Enterprises under number 0403.053.608.
B.4b	A description of any known trends affecting the Issuer and the industries in which it operates:	Pharmaceutical products are primarily subject to increasing competition. New products are introduced in the market which may be safer or more effective than existing products. If there is generic competition, the competitors may sell their products at substantially lower prices. Also pharmaceutical products are subject to increasing pricing pressures as a consequence of regulatory initiatives, including initiatives resulting from global economic conditions and sovereign austerity measures. There are no other known trends, uncertainties, demands or commitments that are reasonably likely to have a material effect on the Issuer’s prospects for its current financial year.
B.5	Description of the Issuer’s Group and the Issuer’s position within the UCB Group:	<p>The Issuer and its subsidiaries taken as a whole (the “UCB Group”) constitute a global biopharmaceutical company, headquartered in Brussels (Belgium). The UCB Group develops and markets human pharmaceutical products for the treatment of severe central nervous system (or CNS) and immunology disorders.</p> <p>The strategy of the UCB Group is driven by its ambition to become a leading global next generation biopharmaceutical company focused on the treatment of severe diseases. The UCB Group differentiates itself by focusing on a patient-driven approach offering treatments for a range of severe CNS and immunology disorders, including epilepsy, Parkinson’s disease, restless leg syndrome, Crohn’s disease and rheumatoid arthritis. The UCB Group has further indications under clinical development such as systemic lupus erythematosus (SLE or “lupus”) and postmenopausal osteoporosis (PMO). In selected markets, the UCB Group also has a successful primary care business and it is dedicated to optimising its value. The organisation has streamlined itself in the past years with a strong focus on severe disease in CNS and immunology, providing a basis for competitiveness.</p> <p>The key marketed products of UCB are Vimpat®, Neupro® and Keppra® for CNS diseases. For immunology, the key marketed product is Cimzia®. In 2012, other significant marketed products include Zyrtec®, Xyzal®, omeprazole and Metadate™CD.</p> <p>UCB is seeking to supplement its current marketed products by a research and development pipeline focusing on the following CNS diseases: epilepsy and Parkinson’s disease. Research and</p>

Element	Disclosure requirement	Disclosure																														
		<p>development is also carried out in the following immunology disorders: rheumatoid arthritis and other arthritis indications, systemic lupus erythematosus, bone loss disorders and other autoimmune diseases. UCB believes that the concentration of its research and development efforts on a limited range of severe diseases increases the likelihood of significant, high-value innovations. Research at UCB has two Centres of Excellence which are located in Slough (United Kingdom) and Braine-l'Alleud (Belgium). UCB's expenses in research and development was 26% of its revenue in 2012 (22% in 2011) which is a reflection of higher R&D expenses due to late stage pipeline progressing in Phase 3 as well as lifecycle management with respect to Cimzia®, Vimpat® and Neupro®.</p> <p>The principal geographic markets of the UCB Group as of 31 December 2012 were: Europe with 43% of net sales, North America with 37% of net sales, Japan with 8% of net sales, Asia with 6% of net sales and the other international markets contributing the remaining 6% of net sales of the UCB Group.</p> <p>Employing approximately 9 050 people (end of 2012) and operating in more than forty countries, UCB generated revenues of €3.4 billion in 2012 with underlying profitability (recurring EBITDA) reaching €655 million.</p> <p>UCB SA is the holding company of the UCB Group.</p>																														
B.9	Profit forecast or estimate:	Not Applicable. The Issuer has not made any profit forecasts or estimates.																														
B.10	Qualifications in the Auditors' report:	Not Applicable. The auditors of UCB have not qualified their audit reports to the UCB Annual Reports 2012 and 2011.																														
B.12	Key financial data:	<p>Summary of UCB Group's financial data (Consolidated figures - EUR millions) based on 2011 and 2012 UCB's Annual Reports:</p> <table border="1"> <thead> <tr> <th colspan="3"><i>Income statement</i></th> </tr> <tr> <th><i>Consolidated figures - € million</i></th> <th><i>Actual 2012</i></th> <th><i>Actual 2011</i></th> </tr> </thead> <tbody> <tr> <td colspan="3">Continuing operations</td> </tr> <tr> <td>Net sales</td> <td>3,070</td> <td>2,876</td> </tr> <tr> <td>Royalty income & fees</td> <td>168</td> <td>187</td> </tr> <tr> <td>Other revenue</td> <td>224</td> <td>183</td> </tr> <tr> <td>Revenue</td> <td>3,462</td> <td>3,246</td> </tr> <tr> <td>Cost of sale</td> <td>-1,084</td> <td>-1,013</td> </tr> <tr> <td>Gross profit</td> <td>2,378</td> <td>2,233</td> </tr> <tr> <td>Marketing and selling expenses</td> <td>-875</td> <td>-837</td> </tr> </tbody> </table>	<i>Income statement</i>			<i>Consolidated figures - € million</i>	<i>Actual 2012</i>	<i>Actual 2011</i>	Continuing operations			Net sales	3,070	2,876	Royalty income & fees	168	187	Other revenue	224	183	Revenue	3,462	3,246	Cost of sale	-1,084	-1,013	Gross profit	2,378	2,233	Marketing and selling expenses	-875	-837
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Element	Disclosure requirement	Disclosure		
		Research and development expenses	-890	-778
		General and administrative expenses	-198	-191
		Other operating income/expenses (-)	0	12
		Operating profit before impairment, restructuring and other income and expenses	415	439
		Impairment of non- financial assets	-10	-39
		Restructuring expenses	-40	-27
		Other income and expenses	24	-25
		Operating profit	389	348
		Financial income	86	90
		Financing costs	-233	-205
		Profit / loss (-) before income taxes	242	233
		Income tax expense (-) / credit	-7	-9
		Profit / loss (-) from continuing operations	235	224
		Discontinued operations		
		Profit / loss (-) from discontinued operations	17	14
		Profit	252	238
		Attributable to:		
		Equity holders of UCB S.A.	256	238
		Non-controlling interest	-4	0
		Basic earnings per share (€)		
		from continuing operations	1.34	1.26
		from discontinued operations	0.09	0.08

Element	Disclosure requirement	Disclosure		
		Total basic earnings per share	1.43	1.34
		Diluted earnings per share (€)		
		from continuing operations	1.33	1.26
		from discontinued operations	0.08	0.07
		Total diluted earnings per share	1.41	1.32
		<i>Consolidated balance sheet summary</i>		
		<i>Consolidated figures - €million</i>	31 December 2012	31 December 2011
		Non-current assets	7,538	7,470
		Current assets	1,822	1,706
		Total assets	9,360	9,176
		Equity	4,593	4,701
		Non-current liabilities	2,959	2,863
		Current liabilities	1,808	1,612
		Total liabilities	4,767	4,475
		Total equity and liabilities	9,360	9,176
		There has been no significant change in the financial or trading position of UCB or of the UCB Group since 31 December 2012 and no material adverse change in the prospects of UCB or of the UCB Group since 31 December 2012.		
B.13	Recent material events particular to the Issuer's solvency:	Not Applicable. There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.		
B.14	Extent to which the Issuer is dependent upon other entities within the UCB Group:	For a description of the Group, please see B5 "Description of the Issuer's Group and the Issuer's position within the UCB Group". As the Issuer's activities are operated at group scale and the Issuer maintains intragroup commercial and contractual relationships, it is dependent on other entities of the UCB Group. Such intra-group relationships primarily concern holding positions and related intra-group dividend payments.		
B.15	Principal activities of the Issuer:	The UCB Group is a global biopharmaceutical company, headquartered in Brussels. The UCB Group develops and markets human pharmaceutical products for the treatment of severe central nervous system (CNS) and immunology disorders.		
B.16	Extent to which	UCB's main shareholder is Financière de Tubize S.A., a company		

Element	Disclosure requirement	Disclosure
	the Issuer is directly or indirectly owned or controlled:	listed on Euronext Brussels. Financière de Tubize S.A. acts in concert with Schwarz Vermögensverwaltung GmbH. As at 31 December 2012, the shares that are covered by this agreement, including the shares held by Financière de Tubize S.A. and by UCB SA or any of its subsidiaries, represented 40.81 per cent. of the share capital of UCB.
B.17	Credit ratings assigned to the Issuer or its debt securities:	Not applicable.
Section C - Securities		
C.1	Type and class of the Notes:	<p>The Notes are €350,000,000 4.125 per cent. notes due 2021 pursuant to the €3,000,000,000 Euro Medium Term Note Programme arranged by BNP Paribas, with ISIN Code BE0002442177 and Common Code 097725594</p> <p>The Global Coordinators and Active Joint Bookrunners are :</p> <ul style="list-style-type: none"> • BARCLAYS BANK PLC, 5 The North Colonnade, Canary Wharf, London E14 4BB, United Kingdom • CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK, 9, quai du Président Paul Doumer, F-92920 Paris La Défense cedex, France • THE ROYAL BANK OF SCOTLAND PLC, 135 Bishopsgate, London EC2M 3UR, United Kingdom <p>The Active Joint Bookrunners are :</p> <ul style="list-style-type: none"> • BANCO SANTANDER S.A., Ciudad Grupo Santander, Edificio Encinar, Avenida de Cantabria s/n 28660, Boadilla del Monte, Madrid, Spain • MITSUBISHI UFJ SECURITIES INTERNATIONAL PLC, Ropemaker Place, 25 Ropemaker Street, London EC2Y 9AJ, United Kingdom. <p>The Co-Managers are :</p> <ul style="list-style-type: none"> • DNB BANK ASA, Dronning Eufemias Gate 30, P.O. Box 1600 Sentrum, N-0021 Oslo, Norway • MIZUHO INTERNATIONAL PLC, Bracken House, One Friday Street, London EC4M 9JA, United Kingdom • SMBC NIKKO CAPITAL MARKETS LIMITED, One New Change, London EC4M 9AF, United Kingdom <p>The Notes constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and rank and will at all times rank <i>pari passu</i>, without any preference among themselves, and equally with all other existing and future unsecured and unsubordinated obligations of the Issuer, but, in the event of insolvency, save for such obligations that may be preferred by provisions of law that are mandatory and of general application.</p> <p>Notes will be issued at 99.944 per cent. of their nominal amount.</p> <p>The Notes will be issued in dematerialised form and cleared through the clearing system operated by the National Bank of Belgium (“NBB”) or any successor thereto (the “NBB Clearing System”). Each such Note will be represented by book entries in the name of its owner or holder, or the owner’s or holder’s intermediary, in a securities</p>

Element	Disclosure requirement	Disclosure
		<p>account maintained by the NBB Clearing System or by a participant in the NBB Clearing System which has been approved as an account holder. The Noteholders will not be entitled to exchange such Notes into notes in bearer form.</p> <p>The Notes are issued on a syndicated basis.</p>
C.2	Currencies:	The Notes will be issued in euro.
C.5	A description of any restrictions on the free transferability of the Notes:	<p>The following selling restrictions apply:</p> <p>The United States, the Public Offer Selling Restriction Under the Prospectus Directive, the United Kingdom, Belgium, Italy, France, Japan, Hong Kong, Taiwan and the People's Republic of China.</p> <p>The Issuer is Category 2 for the purposes of Regulation S under the Securities Act, as amended. TEFRA is not applicable.</p>
C.8	Description of the rights attached to the Notes:	<p><i>Specified Denominations:</i></p> <p>The Notes will have a denomination of EUR 1,000.</p> <p><i>Negative pledge:</i></p> <p>The Notes will contain a negative pledge clause.</p> <p>As a general rule, so long as any Note remains outstanding, the Issuer shall not, and shall ensure that none of the Material Subsidiaries as defined in the Terms and Conditions of the Notes will, create or having outstanding a Security Interest upon or with respect to the whole or any part of its present or future business, undertaking, assets or revenues to secure any present or future indebtedness (whether being principal, premium, interest or other amounts), in the form of or evidenced by notes, bonds, debentures, loan stock or other transferable debt securities (<i>titres de créance négociables sur le marché des capitaux/schuldinstrumenten die op de kapitaalmarkt verhandelbaar zijn</i> in the sense of Article 2, 31°, b) of the Belgian law of 2 August 2002 on the supervision of the financial sector and on the financial services), whether issued for cash or in whole or in part for a consideration other than cash, and which are, or are capable of being, quoted, listed or ordinarily dealt in or traded on any stock exchange, over-the-counter or other securities market.</p> <p><i>Cross acceleration:</i></p> <p>The Notes will contain a cross-acceleration clause.</p> <p>As a general rule, any Note may be declared immediately due and repayable at its principal amount together with accrued interest (if any) to the date of payment if (i) any other present or future indebtedness of the Issuer or any Material Subsidiary for or in respect of moneys borrowed becomes due and payable prior to its stated maturity by reason of the occurrence of an event of default (howsoever described) thereunder, or (ii) any such indebtedness is not paid when due or, as the case may be, within any applicable</p>

Element	Disclosure requirement	Disclosure
		<p>grace period, or within five Brussels business days of becoming due if a longer grace period is not applicable or (iii) the Issuer or any Material Subsidiary fails to pay when due or, as the case may be, within any applicable grace period or within five Brussels business days if a longer grace period is not applicable, any amount payable by it under any present or future guarantee for, or indemnity in respect of, any moneys borrowed (unless in any such case external legal advisers to the Issuer or the relevant Material Subsidiary, as the case may be, of recognised standing have advised that such indebtedness or other amount is not due and payable, and the Issuer or the relevant Material Subsidiary, as the case may be, is contesting such point in good faith), provided that the aggregate amount of the relevant financial indebtedness, guarantees and indemnities in respect of which one or more of the events mentioned above in foregoing clauses (i), (ii) and (iii) have occurred equals or exceeds €30,000,000 or its equivalent.</p> <p><i>Other events of defaults:</i></p> <p>In addition to a cross acceleration clause, the Notes contain other events of defaults usual for programmes of this nature (non-payment, breach of covenants, enforcement proceedings, enforcement of security, insolvency, winding-up and analogous events).</p> <p><i>Withholding tax:</i></p> <p>All payments of principal and interest in respect of the Notes will be made free and clear of withholding taxes imposed by Belgium unless the withholding is required by law. In such event, the Issuer shall pay such additional amounts as shall result in receipt by the Noteholder of such amounts as would have been received by it had no such withholding been required, subject to certain exceptions.</p> <p><i>Governing law:</i></p> <p>Belgian</p>
C.9	<p>Interest, maturity and redemption provisions, yield and representative of the Noteholders:</p>	<p><i>Interest rates and interest periods</i></p> <p>Fixed interest will be payable in arrear on 4 January of each year at a fixed interest rate of 4.125 per cent. per annum. The length of the interest periods for the Notes is one year (with applicable day count fraction Actual/Actual (ICMA)). There will be a long first coupon from, and including, 4 October 2013 to, but excluding, 4 January 2015</p> <p><i>Redemption</i></p> <p>The maturity date of the Notes is 4 January 2021 (except if early redeemed).</p> <p>The Final Terms specify the basis for calculating the redemption amounts payable.</p>

Element	Disclosure requirement	Disclosure
		<p>The Final Terms issued in respect of the Notes state that the Notes may be redeemed prior to their stated maturity at the option of the Issuer and/or the holders and the terms applicable to such redemption (Issuer Call, Change of Control Put, redemption for taxation reasons or on event of default).</p> <p>The gross actuarial yield in respect of the Notes is calculated on the basis of the Issue Price using the following formula:</p> $P = \frac{C}{r}(1 - (1+r)^{-n}) + A(1+r)^{-n}$ <p>Where:</p> <p>P is the Issue Price of the Notes;</p> <p>C is the Interest Amount;</p> <p>A is the principal amount of Notes due on redemption;</p> <p>n is time to maturity in years; and</p> <p>r is the yield.</p> <p>Yield is not an indication of future price.</p> <p>The gross yield applicable to the Notes is 4.130 per cent per annum.</p> <p><i>Belgian Domiciliary and Paying Agent in respect of the Notes:</i> BNP Paribas Securities Services SCA, Brussels Branch.</p>
C.10	Derivative component in interest payments:	Not Applicable. The Notes do not contain any derivative components.
C.11	Listing and Admission to Trading:	Application has been made to NYSE Euronext Brussels for the Notes to be admitted to NYSE Euronext Brussels' regulated market.
Section D - Summary Risk Factors		
D.2	Key information on the key risks that are specific to the Issuer:	<p>The key risk factors relating to the Issuer are set out in the section "Risk Factors" of the Prospectus. These key risks are the following:</p> <ul style="list-style-type: none"> • The loss of patent protection or other exclusivity or ineffective patent protection for marketed products may result in loss of sales to competing products • Failure to develop new products and production technologies will have a negative impact on the competitive position of the UCB Group • The UCB Group depends in the near term on a small number of products which may also be subject to competitive forces • There are risks associated with the technical and clinical development of products of the UCB Group

Element	Disclosure requirement	Disclosure
		<ul style="list-style-type: none"> • There are risks associated with the international business of the UCB Group • The UCB Group’s international revenues and transactions, as well as its international asset portfolio, expose the UCB Group to foreign currency and interest rate risks • The UCB Group is dependent on third-party manufacturers and suppliers • The UCB Group is dependent on research and development partners and commercial partners • The UCB Group’s relatively high fixed costs base, as a proportion of its total costs, means that falls in revenue could have a significantly adverse effect on its profitability • Products, including products in development, cannot be marketed unless the UCB Group obtains and maintains regulatory approval • The UCB Group may not obtain acceptable price and reimbursement for its products • The UCB Group faces certain litigation risks, which may adversely affect the business • The UCB Group relies on its key personnel • Existing insurance coverage may turn out to be inadequate • Environmental liabilities and compliance costs may have a significant negative effect on operating results of the UCB Group • The impact of the global economic conditions on the UCB Group may affect future results • The UCB Group’s inability to diversify its sources of funding may adversely affect its business, financial condition and results of operations • Insufficient generation of cash flow may result in unavailability of funding • UCB Group may be required to increase contributions to its pension plans • Certain of the UCB Group’s products are subject to seasonal demand variation • The UCB Group is reliant upon its information technology systems and infrastructure, and any damage to either may have a negative impact on its business • The UCB Group is exposed to risk of changes in tax legislation and the interpretation of such legislation in the jurisdictions in which it operates • Risk related to the fact that UCB is a holding company with relatively small operating income and is hence largely dependent on distributions made by its subsidiaries of the UCB Group

Element	Disclosure requirement	Disclosure
D.3	Key information on the key risks that are specific to the Notes:	<p>The key risk factors relating to the Notes are set out in the section “Risk Factors” of the Prospectus. These key risks are the following:</p> <ul style="list-style-type: none"> • Notes may not be a suitable investment for all investors • There is no active trading market for the Notes • Impact of fees, commissions and/or inducements on the issue price and/or offer price • The Notes may be redeemed prior to maturity • Risks related to the structure of a particular issue of Notes, such as in case of conversion of applicable rate from fixed to floating and inversely or in case of issuance at a substantial discount or premium • Circumstances of exercise and potential consequences of the Change of Control Put • Interest rate risks • Market Value of the Notes • Global Credit Market Conditions • Modifications and waivers by meetings of Noteholders • EU Savings Directive • No Limitation on Issuing Further Debt • Belgian Withholding Tax • Taxation • Change of law • Notices and payments by the relevant Issuer • Reliance on the procedures of the NBB Clearing System, Euroclear and Clearstream, Luxembourg for transfer, payment and communication with the relevant Issuer • Exchange rate risks and exchange controls • Potential Conflicts of Interest • Credit ratings, if any, may not reflect all risks • Legal investment considerations may restrict certain investments
Section E - Offer		
E.2b	Reasons for the offer and use of proceeds:	<p>Reasons for the offer: General corporate purposes</p> <p>Use of proceeds: The net proceeds from the offer will be applied by the Issuer for general corporate purposes, including the refinancing of currently outstanding debt.</p>
E.3	Terms and Conditions of the Offer:	Not applicable.

Element	Disclosure requirement	Disclosure
E.4	Interests of natural and legal persons involved in the issue of the Notes:	The relevant Managers may be paid fees in relation to the issue of the Notes. Any such Manager and its affiliates may also 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 respective affiliates in the ordinary course of business.
E.7	Estimated expenses charged to the investor by the Issuer or the offeror:	Not applicable.