

## FORMS OF FINAL TERMS

**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2014/65/EU (as amended, “MiFID II”); (ii) a customer within the meaning of Directive 2016/97/EC (as amended or superseded, the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the “Prospectus Regulation”).

**PROHIBITION OF SALES TO UK 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 UK Retail Investor in the United Kingdom. For these purposes, a “UK Retail Investor” means a person who is one (or more) of: a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA 2000”) and any rules or regulations made under the FSMA 2000 to implement Directive 2016/97/EC, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA.

**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 economique*), as amended.

Final Terms dated 26 March 2021

UCB SA

Legal Entity Identifier (“LEI”): 2138008J191VLSGY5A09

Issue of EUR 500,000,000 1.000% Senior Fixed Rate Notes due 30 March 2028

**under the EUR 5,000,000,000 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 8 March 2021 which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of 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 the Issuer’s and the FSMA’s website.

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|----|----------------------|--------|
| 1. | Issuer:              | UCB SA |
| 2. | (i) Series Number:   | 7      |
|    | (ii) Tranche Number: | 1      |

	(iii) Date on which the Notes become fungible:	Not Applicable
3.	(i) Specified Currency or Currencies:	EUR
4.	Aggregate Nominal Amount:	
	(i) Series:	EUR 500,000,000
	(ii) Tranche:	EUR 500,000,000
5.	Issue Price:	99.751 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	EUR 100,000 and integral multiples thereof
	(ii) Calculation Amount:	EUR 100,000
7.	(i) Issue Date:	30 March 2021
	(ii) Interest Commencement Date:	30 March 2021
8.	Maturity Date	30 March 2028
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 100.00 per cent. of their nominal amount.
11.	Put/Call Options (see section 5(d) and (e) of the Conditions):	Clean-Up Call 3-Months Par Call Make-Whole Call Change of Control Put (further particulars specified below)
12.	Date Board approval for issuance of Notes obtained:	24 February 2021

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	1.000 per cent. per annum payable in arrears on each Interest Payment Date
	(ii) Interest Payment Date(s):	30 March in each year from, and including, 30 March 2022 up to, and including, 30 March 2028
	(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.	<b>Floating Rate Note Provisions</b>	Not Applicable
15.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

16.	<b>Clean-up Call</b>	Applicable
17.	<b>3-Months Par Call</b>	Applicable

18.	<b>Acquisition Event Call</b>	Not Applicable
19.	<b>Make-Whole Call</b>	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:	0.25 per cent.
	Reference Rate Determination Date:	The second Business Day preceding the relevant Optional Redemption Date
	Floor:	100 per cent. of the Calculation Amount
	(iii) If redeemable in part:	Not Applicable
20.	<b>Change of Control Put Option:</b>	Applicable, subject to subparagraph 20(iii) 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.; $100 \text{ per cent.} \times \text{Exp} (T \times 0.74720148386\%)$ ), rounded down to the 9 <sup>th</sup> decimal, where:
		(a) “ <b>Exp</b> ” 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) “ <b>T</b> ” means the time, expressed in decimals of a year, elapsed from (and including) the Issue Date until (and including) the Early Redemption Event
21.	<b>Investor Put</b>	Not Applicable
22.	<b>Tax Call Option</b>	Applicable
23.	<b>Final Redemption Amount of each Note</b>	EUR 100,000 per Calculation Amount
24.	<b>Early Redemption Amount</b>	EUR 100,000 per Calculation 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)	

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25.	<b>Form of Notes:</b>	Dematerialised Notes
26.	<b>Financial Centre(s):</b>	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 6,200 (excl. VAT)

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

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their 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 purposes and financing, including refinancing of the acquisition of Ra Pharmaceuticals, Inc.
- (ii) Estimated net proceeds: EUR 495,960,000
- (iii) Estimated total expenses: EUR 2,795,000 (incl. commissions to Managers)

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

Indication of yield: 1.037 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: BE0002784651

Common Code: 232555602

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: Syndicated

- (ii) If syndicated:
- (A) Names and addresses of Managers and underwriting commitments: EUR 75,000,000 per Manager listed hereafter (the Active Bookrunners):
- BNP Paribas, 16, boulevard des Italiens, 75009 Paris, France;
  - Crédit Agricole Corporate and Investment Bank, 12 place des Etats-Unis, CS 70052 92547 Montrouge Cedex, France;
  - ING Bank N.V., Belgian Branch, Avenue Marnixlaan 24, B-1000 Brussels, Belgium;
  - Commerzbank Aktiengesellschaft, Kaiserstraße 16 (Kaiserplatz) 60311 Frankfurt am Main, Germany;
  - SMBC Nikko Capital Markets Europe GmbH, Neue Mainzer Straße 52-58, 60311 Frankfurt, Germany;
- EUR 25,000,000 per Manager listed hereafter (the Passive Bookrunners):
- BofA Securities Europe SA, 51 rue La Boétie, 75008 Paris, France;
  - Intesa Sanpaolo S.p.A., Piazza San Carlo 156, 10121 Turin, Italy;
  - KBC Bank NV, Havenlaan 2, B – 1080 Brussels, Belgium;
  - Mizuho Securities Europe GmbH, Taunustor 1, 60310 Frankfurt am Main, Germany;
  - Wells Fargo Securities International Limited, 33 King William Street, London EC4R 9AT, United Kingdom
- (B) Date of Subscription Agreement: 26 March 2021
- C) Stabilisation Manager(s) if any: BNP Paribas
- (iii) If non-syndicated, name and address of Dealer: Not Applicable
- (iv) X-only Issuance: Applicable
- (v) US Selling Restrictions (Categories of potential investors to which the Notes are offered): Reg. S Compliance Category 2; TEFRA not applicable
- (vi) Prohibition of Sales to EEA Retail Investors: Applicable
- (vii) Prohibition of Sales to UK Retail Investors: Applicable
- (viii) Prohibition of Sales to Belgian Consumers: Applicable