

**PROXY FOR THE GENERAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON 24 APRIL 2025 AT 11:00 AM CEST**

***IMPORTANT: in order to be valid, the proxy (i) must be fully completed, dated, executed and (ii) must reach UCB SA/NV no later than 18 April 2025, 15:00 CEST, in the manner described in the convening notice. Proxies arriving late or not complying with the required formalities may be rejected.***

***REMINDER: as mentioned in the convening notice, instead of using this proxy form, shareholders may choose to use the Lumi Connect platform to electronically complete and submit their proxy. In that case, in order to be valid, the proxy must be submitted to the Lumi Connect platform no later than 18 April 2025, 15:00 CEST in the manner described in the convening notice. Proxies arriving late or not complying with the required formalities may be rejected.***

The undersigned ***[name and first name/name of the company]***

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.....

residing at/with its registered office at

.....  
.....  
.....  
.....

owner of ..... ***[number of shares being represented]*** shares in UCB SA/NV (“UCB”), hereby appoints as a proxy holder:

1. Mr./Mrs....., residing at .....

**OR**

2. **Mr. Bart De Vry**, LUMI Technologies BVBA – Diamantstraat 8, 2200 Herentals (with full power of substitution);

*(i) In case you prefer to appoint your own proxy holder, please cross out n°2 above and fill out the name and address of your designated proxy holder under n°1. It is recommended **not** to appoint as proxy holder, UCB or one of its affiliates, a member of the Board or Executive Committee or any employee of UCB or its affiliates, or any person related thereto, to avoid potential conflicts of interest.*

- (ii) *Given applicable rules on potential conflicts of interests with the meaning of article 7:143, §4 of the Belgian Code of Companies and Associations, in case of absence of voting instructions given to the proxy holder with respect to the items on the agenda or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given, or if there should be a vote on decisions to be taken by the General Meeting, during the meeting, concerning the conduct and/or organization of the meeting, subject to compliance with the Belgian Code of Companies and Associations, the proxy holder will be deemed to abstain from voting.*
- (iii) *The absence of a specific name under no 1 will be considered as an appointment of the person mentioned under no 2. This proxy holder will vote in your name and as per your voting instructions.*

to represent him/her/it at UCB's General Meeting of Shareholders, which will be held on **Thursday, 24 April 2025, at 11:00 CEST at the registered office of UCB SA/NV** and to vote or abstain in his/her/it name on all the matters shown in the below agenda.

Please provide your voting instructions for each resolution proposed by the Board of Directors in the checkboxes below, mentioning clearly the number of shares with which you vote in each case.

***In case new items and/or amended proposals of resolution are put on the agenda pursuant to article 7:130 of the Belgian Code of Companies and Associations, the Company will make available a new updated proxy form as soon as the amended convening notice is published (at the latest on 9 April 2025).***

***In case new items and/or amended proposals of resolution are put on the agenda after proxies have been notified, the proxy holder will have to abstain from voting on such new items and/or amended proposals of resolution. However, in this case, shareholders will have the possibility to send a new proxy to the Company, using the new updated proxy form mentioned in the previous paragraph.***

#### **ORDINARY PART**

- 1. Report of the Board of Directors on the annual accounts for the financial year ended 31 December 2024**
- 2. Report of the statutory auditor on the annual accounts for the financial year ended 31 December 2024**
- 3. Communication of the consolidated annual accounts of the UCB Group relating to the financial year ended 31 December 2024 and the consolidated report of the Board of Directors on these accounts. Such documents are included in the Integrated Annual Report 2024. The consolidated report of the Board of Directors also comprises the sustainability information to be provided pursuant to articles 3:32/1 et sq. of the Belgian Code of Companies and Associations (BCCA)**
- 4. Approval of the annual accounts of UCB SA/NV for the financial year ended 31 December 2024 and appropriation of the results**

#### **Proposed resolution:**

*The General Meeting approves the annual accounts of UCB SA/NV for the financial year ended 31 December 2024 and the appropriation of the results reflected therein, including the approval of a gross dividend of € 1.39 per share<sup>(\*)</sup>.*

(\*) The UCB shares held by UCB SA/NV (own shares) are not entitled to a dividend. Therefore, the aggregate amount to be distributed to the shareholders may fluctuate depending on the number of UCB shares held by UCB SA/NV (own shares) on the dividend approval date.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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**5. Approval of the remuneration report for the financial year ended 31 December 2024**

Proposed resolution:

*The General Meeting approves the remuneration report for the financial year ended 31 December 2024.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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**6. Approval of the Remuneration Policy 2025**

Proposed resolution:

*The General Meeting approves the Remuneration Policy 2025 and fixes the annual cash remuneration of the non-executive directors as follows: (i) for the Chair of the Board, an annual amount of EUR 425,000, (ii) for the Vice-Chair of the Board, an annual amount of EUR 200,000, (iii) for the other non-executive directors, an annual amount of EUR 160,000. In addition, (a) the chair of the audit committee will receive an annual amount of EUR 45,000 and the other members of the audit committee will receive an annual amount of EUR 22,500, (b) the chair of the governance nomination & compensation committee's ("GNCC") will receive an annual amount of EUR 35,000 and the other members of the GNCC will receive an annual amount of EUR 17,000, and (c), the members of the scientific committee will receive an annual amount of EUR 45,000. To the extent the Chair of the Board is the chair or a member of a Board committee, the additional annual amounts set out above will however not be paid. The directors' remuneration does not include any Board attendance fee.*

*A travel cash allowance of EUR 45,000 is granted to all non-executive directors living in a location with at least 5 hours of time zone difference with Belgium and is paid as an annual fixed lump-sum allowance.*

*The CEO is not remunerated in his capacity as executive director as he is remunerated in his capacity as Chair of the Executive Committee.*

*The revised remuneration set out above will apply as from 1 April 2025.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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**7. Discharge in favour of the directors**

Proposed resolution:

*The General Meeting grants discharge to the directors for the performance of their duties during the financial year ended 31 December 2024.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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## 8. Discharge in favour of the statutory auditor

Proposed resolution:

*The General Meeting grants discharge to the statutory auditor for the performance of its duties during the financial year ended 31 December 2024.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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## 9. Directors: appointment and renewal of mandates of (independent) directors

Proposed resolutions:

**9.1 A)** *The General Meeting renews the appointment of **Mr. Jonathan Peacock** (\*) as director for a term of four years until the close of the ordinary General Meeting of 2029.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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**B)** *The General Meeting acknowledges that, **Mr Johathan Peacock** qualifies as an independent director according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Corporate Governance Code and by the UCB Corporate Governance Charter and appoints him as independent director. The Board of Directors has expressly confirmed that it has no indication of any element that could cast doubt on the independence of this director according to the above-mentioned criteria.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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**9.2 A)** *The General Meeting appoints **Mrs. Fiona Powrie** (\*) as director for a term starting on 1 January 2026 and ending at the close of the ordinary General Meeting of 2029.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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**B)** *The General Meeting acknowledges that **Mrs. Fiona Powrie** qualifies as an independent director according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Corporate Governance Code and by the UCB Corporate Governance Charter and appoints her as independent director. The Board of Directors has expressly confirmed that it has no indication of any element that could cast doubt on the independence of this director according to the above-mentioned criteria.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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**9.3** The General Meeting appoints **Mr. Stefaan Heylen** (\*) as director for a term of four years until the close of the ordinary General Meeting of 2029.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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(\*) Curriculum vitae and details are available at <https://www.ucb.com/investors/UCB-shareholders/Shareholders-meeting-2025>

**SPECIAL PART**

**10. Renewal of approval of a change of control provisions in the EMTN Program - art. 7:151 of the BCCA**

Proposed resolution:

*Pursuant to article 7:151 of the BCCA, the General Meeting renews its approval: (i) of condition 5 (e) (i) of the Terms and Conditions of the EMTN Program (Redemption at the Option of Noteholders – Upon a Change of Control (Change of Control Put)), in respect of any series of notes to which such condition is made applicable being issued under the Program, to the extent the Program is renewed to allow for such issuance, from 24 April 2025 until 30 April 2026, under which any and all of the holders of the relevant notes can, in certain circumstances when a Change of Control at the level of UCB SA/NV occurs, require UCB SA/NV to redeem that note on the Change of Control Put Date at the Put Redemption Amount together, if applicable, with interest accrued to such Change of Control Put Date, following a Change of Control of UCB SA/NV; and (ii) of any other provision of the EMTN Program or notes issued under the EMTN Program granting rights to third parties which could affect an obligation on UCB SA/NV where in each case the exercise of these rights is dependent on the occurrence of a Change of Control.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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Place and date: ..... 2025

Name<sup>1</sup>:.....

Position:.....

Legal entity : .....

**Signature**<sup>2</sup>:

**We would appreciate if you could in any case provide us with a telephone number and an e-mail address where we can reach you if necessary, to validate this proxy and/or to provide you with additional information relating to our General Meetings:**

Tel: .....

E-mail: .....

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<sup>1</sup> Please note that in case a company is being represented, the signatory of the proxy warrants that he/she is duly empowered and mandated to represent the company and that he/she is able to provide supporting documentation thereof.

In case this proxy is given on behalf of one or more shareholders, the signatory of this proxy warrants that he/she is duly empowered and mandated to sign this proxy on behalf of such shareholder(s), that the voting instructions reflected in this proxy (with respect to both the current resolutions proposed by the Board of Directors and the possible additional resolutions) accurately reflect the voting instructions of these shareholder(s) and that he/she will hold underlying evidence for a minimum period of 12 months, as required by Belgian law.

<sup>2</sup> Should be preceded by the hand-written words "Good for proxy".