

PROXY FOR THE GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON 27 APRIL 2017 AT 11:00 AM CEST

IMPORTANT: In order to be valid, the proxy must be fully completed, dated and signed and must reach UCB SA/NV no later than 21 April 2017, 15:00 CEST in the manner described in the convening notice. Proxies arriving late or not complying with the required formalities will be rejected.

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

.....

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. Mrs. Valérie De Vos, LUMI Technologies BVBA – Provincielaan 54 – 2870 Breendonk (with full power of substitution);

Please note that the proxy holder mentioned under no 2 is an independent proxy holder, proposed for your convenience. The proxy holder will vote in your name and as per your voting instructions. In case you prefer to appoint your own proxy holder, please cross out no 2 and fill out the name and address of your designated proxy holder under no 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, since these persons will be considered to have a conflict of interest in accordance with the applicable rules of the Belgian Company Code in the absence of specific voting instructions. To avoid such a conflict of interest, these persons will, as a rule, not accept proxies without specific voting instructions.

to represent him/her at UCB's Ordinary General Meeting of Shareholders, which will be held on Thursday, 27 April 2017, at 11:00 CEST at UCB's registered office and to vote or abstain in his/her name on all the matters shown in the below agenda. This proxy is irrevocable.

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.

If you do not provide for voting instructions in the checkboxes below, you will be deemed to have given a voting instruction in favor of the resolutions proposed by the Board of Directors.

In case new items or proposals of resolution are put on the agenda pursuant to article 533ter of the Belgian Companies Code, the Company will make available an updated proxy form as soon as the amended convening notice is published (at the latest on 12 April 2017). The Company strongly recommends you to use the updated proxy form.

If you do not provide the Company with an updated proxy form, you will be deemed to have authorized your proxy holder to vote on the additional resolutions and to have given instructions to vote (i) in favor of the possible additional resolutions proposed by the Board of Directors, and (ii) with respect to the other additional proposed resolutions, as recommended by the Board of Directors of the Company.

ORDINARY PART

- 1. Report of the Board of Directors on the annual accounts for the financial year ended 31 December 2016**
- 2. Report of the statutory auditor on the annual accounts for the financial year ended 31 December 2016**
- 3. Communication of the consolidated annual accounts of the UCB Group relating to the financial year ended 31 December 2016**
- 4. Approval of the annual accounts of UCB SA/NV for the financial year ended 31 December 2016 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 2016 and the appropriation of the results reflected therein, including the approval of a gross dividend of EUR 1.15 per share^().*

^(*) *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 2016**

Proposed resolution:

The General Meeting approves the remuneration report for the financial year ended 31 December 2016.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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- 6. 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 2016.

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

Proposed resolution:

The General Meeting grants discharge to the statutory auditor for the performance of his duties during the financial year ended 31 December 2016.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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8. Directors - appointments – renewal of mandates

Proposed resolutions:

8.1. A) *The General Meeting appoints **Mrs. Viviane Monges**^(*) as director for a term of four years until the close of the annual General Meeting of 2021.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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B) *The General Meeting acknowledges that, from the information made available to the Company, **Mrs. Viviane Monges** qualifies as an independent director according to the independence criteria provided for by article 526ter of the Belgian Companies Code and the applicable corporate governance rules and appoints her as independent director.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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8.2. A) *The General Meeting renews the appointment of **Mr. Albrecht De Graeve** as director for a term of four years until the close of the annual General Meeting of 2021.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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B) *The General Meeting acknowledges that, from the information made available to the Company, **Mr. Albrecht De Graeve** qualifies as an independent director according to the independence criteria provided for by article 526ter of the Belgian Companies Code and the applicable corporate governance rules and appoints him as independent director.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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8.3. *The General Meeting appoints **Mr. Roch Doliveux**^(*) as director for a term of four years until the close of the annual General Meeting of 2021.*

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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SPECIAL PART

9. Long Term incentive Plans

9.1. Program of free allocation of shares

Proposed resolution:

The General Meeting approves the decision of the Board of Directors to allocate an estimated number of 1 054 000 free shares:

- *of which an estimated number of 891 000 shares to eligible employees, namely to about 1 650 individuals (excluding new hires and promoted employees up to and including 1 April 2017), according to the applicable allocation criteria. These free shares will only vest if and when the eligible employees are still employed within the UCB Group three years after the grant of awards;*
- *of which an estimated number of 163 000 shares to Upper Management employees under the Performance Share Plan, namely to about 52 individuals, according to the applicable allocation criteria. These free shares will be delivered after a three year vesting period and the number of shares actually allocated will vary from 0% to 150% of the number of shares initially granted depending on the level of achievement of the performance conditions set by the Board of UCB SA/NV at the moment of grant.*

These estimated figures do not take into account employees hired or promoted to eligible levels between 1 January 2017 and 1 April 2017.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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9.2. US Employee Stock Purchase Plan – Renewal

Proposed resolution:

The General Meeting approves: (i) the updated rules of the UCB SA North America Employee Stock Purchase Plan, as amended from time to time (the “Plan”), (ii) that the term of the Plan is extended for another 10 years, (iii) that the maximum aggregated number of ordinary shares of UCB SA/NV that may be purchased pursuant to the Plan shall not exceed 1 500 000 shares, and (iv) that the companies whose employees will be offered to benefit from the Plan shall be the subsidiaries of UCB SA/NV that are incorporated or formed under the laws of a state of the United States or Canada, as determined in the Plan rules.

<u>FOR</u>		<u>AGAINST</u>		<u>ABSTAIN</u>	
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10. Change of control provisions - art. 556 Companies Code

EMTN Program

Proposed resolution:

Pursuant to article 556 of the Companies Code, 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 from 27 April 2017 until 27 April 2018, 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 appropriate, 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:, 2017

Name¹:

Position:

Legal entity:

Signature²:

We would appreciate if you could provide us with a telephone number and/or an e-mail address where we can reach you if necessary to validate this proxy:

Tel:

E-mail:

¹ 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 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.

² Should be preceded by the hand-written words "Good for proxy".