

Financière de Tubize
Société anonyme
Allée de la Recherche, 60
1070 Brussels
RPM Brussels: 0403.216.249

Ordinary General Meeting of Shareholders of 29 April 2022
MINUTES

Opening of the Meeting

Due to the uncertainty related to the sanitary situation and the measures that could have been taken by the public authorities between the date of the convening of the shareholders meeting and the date of the actual meeting, the board of directors has decided to hold the shareholders meeting in person and to broadcast it through Teams. This shareholders meeting does however not qualify as a remote general meeting in accordance with article 7:137, §1 of the Companies and Associations Code.

The meeting is opened at 11.01 a.m. under the chairmanship of Mr. Gaëtan Hannecart, Chairman of the Board of Directors.

Composition of the Bureau

The Chairman appoints Mrs Sandrine Hirsch as secretary of the General Meeting and designates M. Charles-Antoine Janssen and M. Cédric van Rijckevorsel as scrutineers.

The Chairman, the secretary and the scrutineers compose the Bureau.

Verifications by the bureau

The Chairman reports on the findings and verifications that the members of the bureau have done with a view to the constitution of the assembly.

Convening

The convening notice containing the agenda of the present general meeting has been sent and published according to the timing and the arrangements fixed by the articles of association of the Company as well as the Company and Associations code

- On the website of the Company since 24th March 2022;
- In the Moniteur belge dated 24th March 2022;
- In L’Echo dated 24th March 2022;
- In De Tijd dated 24th March 2022;
- On the internet portal GlobeNewswire since 24th March 2022;
- By mail or by e-mail addressed, respectively, on March 22nd & March 23rd, 2022 to the registered shareholders, to the board members and to Mr. Christophe Colson, representative of the statutory auditor.

Documents made available to shareholders

In addition, the following documents have been made available to shareholders on the Company's website on 24th March 2022 and uninterrupted till today, in accordance with the provisions of Article 7:129 of the Company and Associations code:

- The convening, including for each point of the agenda either a proposed decision or a comment;
- The proxy form;
- The total number of shares and voting rights at the date of the present convening;
- The annual financial report 2021 including:
 - The annual accounts 2021;
 - The EU-IFRS financial statements 2021;
 - The report of the Board of directors 2021;
 - The remuneration report 2021;
 - The Report of the statutory auditor on the annual accounts 2021;
 - The Report of the statutory auditor on the EU-IFRS financial statements 2021;
- The profile of the newly proposed directors and the one of the directors whose term of office is proposed to be extended.

Holders of nominative shares have received a copy of all documents together with the convening notice

Composition of the meeting

The list of the shareholders, which will remain annexed to the present minutes, includes the registration of 23 shareholders, present or represented, owners or usufructuaries, having completed the formalities for admission to the meeting, and comprising 29.426.678 shares entitling each to one vote, representing 66,11% of the total issued shares.

The attendance list also mentions Mr. Christophe Colson, the representative of the auditor, as well as the directors present and proxies holder.

Admission to the meeting

To attend or to be represented at the general meeting, the shareholders have complied with the articles of associations and with the Code of companies and associations.

Quorum - Voting rights - Majority

Given that no special quorum is required to deliberate on the items of the agenda, the meeting may validly deliberate on all agenda items, regardless of the number of shares present or represented.

Each share is entitled to one vote.

None of the items on the agenda requires a qualified majority.

Validity of the meeting

All the formalities required for this general meeting having been fulfilled, the meeting is regularly constituted.

Content of the meeting

Items on the agenda

The assembly dispenses the chairman from reading the items of the agenda, which are as follows:

1. Report of the board of directors on the financial year ended 31 December 2021
Commentary: the board report discusses all the items referred to in article 3:6 of the Company and Associations code.
2. Remunerations report on the financial year ended 31 December 2021
Proposed decision: approve the remunerations report on the financial year ended 31 December 2021.
3. Statutory auditor's report on the annual accounts as at 31 December 2021
Commentary: this report has been prepared in accordance with the articles 3:74 and 3:75 of the Company and Associations code.
4. Annual accounts as at 31 December 2021 – Result appropriation
Proposed decision: approve the annual accounts as at 31 December 2021, including the distribution of a gross dividend of € 0,75 per share.
5. EU-IFRS financial statements as at 31 December 2021
Commentary: to provide a useful and complete set of information to the market, the Company prepares, in addition to the annual accounts in accordance with the Company code and Belgian accounting law (BE GAAP), financial statements in accordance with international financial reporting standards as adopted by the European Union (EU-IFRS), with equity accounting of UCB.
6. Discharge of the directors for the financial year ended 31 December 2021
Proposed decision: by special vote, discharge each of the directors for the execution of their respective mandate during the financial year ended 31 December 2021
7. Discharge of the statutory auditor for the financial year ended 31 December 2021
Proposed decision: discharge the statutory auditor for the execution of his mandate during the financial year ended 31 December 2021

8. Board of Directors - Renewal – Resignation - Appointment

- a) *Proposed decision: renew the term of office of Mrs Cynthia Favre d'Echallens for a period of four years ending at the end of the ordinary general meeting to be held in 2026;*
- b) *Proposed decision: approve the appointment of Biofina SRL duly represented by its permanent representative Mrs Fiona de Hemptinne as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2026;*
- c) *Proposed decision: approve the appointment of Mr Eric Cornut as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2026;*
- d) *Proposed decision: register the resignation of Mr Edouard Janssen as a director with effect from the date of this meeting;*
- e) *Proposed decision: approve the appointment of EJ Management SRL duly represented by its permanent representative Mr Edouard Janssen as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2026;*

Review of the documents

The Chairman then proceeds to the review of the various documents that have been made available to the shareholders.

He asks the meeting to dispense the reading of the board of directors's report and of the auditor's report and to be exempted from the reading of the other documents made available to the shareholders.

He presents the important events of the 2021 financial year, the main points contained in the various documents as well as the highlights of 2021 for UCB.

Questions

The Chairman reminds that all shareholders have had the right, according to article 7:139 of the Code of companies and associations, to send their questions in writing to the company, no later than 23 April 2022.

Some questions were received and the chairman responded.

The Chairman invites the shareholders who wish to do so to ask questions about the reports of the board of directors or the statutory auditor or about any other items on the agenda.

Deliberations - Votes

The Chairman proposes the general meeting to deliberate on the items and proposed resolutions that appear on the agenda, and to vote on each of the items for which a decision of the assembly is requested.

The resolutions and the result of the votes on each of them are set out in a table annexed to these minutes.

Minutes

All the items of the agenda being covered, the Chairman asks the secretary to finalise the minutes of this meeting, which are approved and will be signed as soon as possible, together with the attendance list, by the members of the Bureau, as well as by the proxy holder. He asked the assembly to be exempted from reading it.

End of the meeting

The chairman declares the closing of the ordinary general meeting at 11:29 a.m.

Brussels, 29 April 2022

Gaëtan Hannecart
Chairman

Sandrine Hirsch
Secretary

Charles-Antoine Janssen
Scrutineer

Cédric van Rijckevorsel
Scrutineer