

Ordinary General Meeting of Shareholders of 25 April 2025

Minutes

1. Opening of the meeting

The meeting is opened at 11.04 a.m. under the chairmanship of Mr. Gaëtan Hannecart, Chairman of the Board of Directors.

2. Composition of the bureau

The Chairman appoints Mr Eric Nys 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.

3. Verification 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 26th March 2025
- In l'Echo dated 26th March 2025
- In De Tijd dated 26th March 2025
- On the internet portal GlobeNewswire since 26th March 2025
- By mail or by e-mail addressed on 26th March 2025 to the registered shareholders, to the board members and to Mr. Sébastien Jaspar, 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 26th March 2025 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 participation notice
- The total number of shares and voting rights at the date of the present convening
- The annual financial report 2024 including :
 - The annual accounts 2024
 - The report of the Board of directors 2024
 - The remuneration report 2024
 - The Report of the statutory auditor on the annual accounts 2024
- The remuneration policy
- The profile of the proposed directors.

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 118 shareholders, present or represented, owners or usufructuaries, having completed the formalities for admission to the meeting, and comprising 32.826.090 shares entitling each to one vote, representing 73,75% of the total issued shares.

The attendance list also mentions Mr. Sébastien Jaspar, 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.

4. 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 2024.
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 2024.
Proposed decision: approve the remunerations report on the financial year ended 31 December 2024.
3. Statutory auditor's report on the annual accounts as at 31 December 2024.
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 2024 – Reserves not available statutorily – Annual accounts - Result appropriation.
 - a) Conversion of 'Reserves not available statutorily' into 'Available reserves'
Proposed decision: on the proposal of the Board of Directors which, following an in-depth analysis, considers that the current classification of €455,590 in the Company's balance sheet as 'Reserves not available statutorily' is no longer justified, approve the conversion of this amount to 'Available reserves'.
 - b) *Proposed decision:* approve the annual accounts as at 31 December 2024, including the distribution of a gross dividend of € 1.04 per share (which will be payable as from 5 May 2025).
5. Discharge of the directors for the financial year ended 31 December 2024.
Proposed decision: discharge each of the directors for the execution of their respective mandate during the financial year ended 31 December 2024.
6. Discharge of the statutory auditor for the financial year ended 31 December 2024.
Proposed decision: discharge the statutory auditor for the execution of his mandate during the financial year ended 31 December 2024.

7. Remuneration policy.
Proposed decision: approve the remuneration policy drawn up in accordance with article 7:89/1 of the Companies and Associations Code.
8. Board of Directors - Renewal – Resignation – Appointment.
- a) *Proposed decision: reappoint Nikita SRL, represented by Mr Cyril Janssen, as a Director for a period of four years expiring at the close of the Annual General Meeting to be held in 2029;*
 - b) *Proposed decision: reappoint Praxis BV, represented by Mr Bruno Holthof, as a Director for a period of four years expiring at the close of the Annual General Meeting to be held in 2029;*
 - c) *Proposed decision: confirm that Praxis BV, represented by Mr Bruno Holthof, is appointed as independent director in accordance with the independence criteria set out in the Company and Associations code and the 2020 Governance code. The Board of Directors confirms that it has no indication of anything that might cast doubt on the independence of Praxis BV.*
 - d) *Proposed decision: approve the appointment as Director of Algoscient SARL, represented by Mr Cédric van Rijckevorsel, for a term of four years expiring at the close of the Annual General Meeting to be held in 2029.*

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' 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 2024 financial year, the main points contained in the various documents as well as the highlights of 2024 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 19th April 2025.

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.

5. 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.

6. End of the meeting

The chairman declares the closing of the ordinary general meeting at 12:23 a.m.

Brussels, 25 April 2025

Gaëtan Hannecart,
Chairman

Eric Nys
Secretary

Charles-Antoine Janssen
Scrutineer

Cédric van Rijckevorsel
Scrutineer