Integrated Annual Report 2024

Inspired by **patients.**
Driven by **science.**

Date of preparation: February 2025

Welcome to our Integrated Annual Report 2024

UCB's 2024 Integrated Annual Report contains our performance in 2024 and provides a look at how we advance sustainable impact for a healthier future.

About this report

The Integrated Annual Report 2024 includes the management report in accordance with Article 12 of the Royal Decree of 14 November 2007 relating to the obligations of issuers of financial instruments admitted to trading on a regulated market in Belgium. All information required to be included in such management report pursuant to Articles 3:6 and 3:32 of the Belgian Code of Companies and Associations (i.e., Corporate Governance Statement – Remuneration Report included –, Business Performance Review and UCB's Sustainability Statement) is reported throughout all different sections of this Integrated Annual Report. With respect to extra-financial information, this Integrated Annual Report has been prepared according to the European Sustainability Reporting Standards (ESRS). Selected parts of this report, namely the Sustainability Statement and Financials section, are assured by Forvis Mazars and the assurance reports are located on pages 135 and 297, respectively.

Acknowledgements

Every breakthrough we achieve brings us closer to a world where patients can live better, healthier lives. To this end, we would like to extend our thanks to all colleagues, patients, shareholders and partners without whom this Report would not have been possible.

We are grateful to the Bajer family for allowing us to feature their photo on the cover page and to Nicholas Brooke (Executive Director, Patient Focused Medicines Development, of which UCB is an active member) for his review of the Integrated Annual Report, which helped us to better reflect the perspectives of people living with severe diseases.

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This document contains information on investigational drug products that have not been approved for any use by any authority in the world or information on new indications for approved products. The safety and efficacy of these investigational drug products or new indications has yet to be established. For approved drugs, prescribing information may vary from country to country.

Strategic Report

Letter to our stakeholders

Dear reader, patients, colleagues, caregivers, shareholders and representatives from communities where we live and work,

'Inspired by patients, driven by science' – never has that message felt more relevant to all of us at UCB than it does right now. As we reflect on the past year, we are proud of what we have achieved through our ambition, for UCB and for all our stakeholders. Inspired by the patients we serve and the science we practice, 2024 has seen us focus on creation.

The creation of innovative solutions, advancing the furthest reaches of science and medical knowledge by aligning our research activity with unmet needs. The creation of trusted partnerships with health players across the globe, bringing our innovations into the hands of those who need them most by forming and strengthening collaborations with patient communities and health system decision makers. And most of all, the creation of transformative value for people living with severe diseases and their caregivers, so that they can live the best life that they can, free from the burden of disease.

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A year of execution

Writing to you one year ago, we promised that 2024 would be the start of an unparalleled launch cycle for UCB – one which would enable us to bring new, differentiated treatment options to people living with severe diseases. Twelve months later, we are pleased to report that we have upheld our promise and showcase that we are set up to deliver on a decade of growth.

2024 has brought multiple approvals in key regions such as the U.S., EU and Japan. UCB continuously innovates and strives to find new ways to deliver solutions to people living with severe immunological and neurological diseases, reflected in a clinical development pipeline encompassing now one phase 4 (post-approval) asset, one asset under regulatory review, four phase 3 projects and four phase 2 projects.

We've leveraged previous approvals of BIMZELX®▼ (*bimekizumab*), FINTEPLA®▼ (*fenfluramine*)[1], RYSTIGGO®▼ (*rozanolixizumab*)[2] and ZILBRYSQ®▼ (*zilucoplan*)[3], to continue expanding into new geographies and indications, helping us to reach new patients with differentiated treatments. Through the European Commission[4] and U.S. Food and Drug Administration's[5] approval of BIMZELX® for the treatment of adults with moderate to severe hidradenitis suppurativa (HS), people living with this chronic, painful and potentially debilitating inflammatory skin disease now have the possibility to access this treatment option. This is crucial in addressing an area of high unmet clinical need and marks the fifth patient population who may benefit from BIMZELX®, representing a significant step forward in our mission to alleviate the global burden of immune-mediated inflammatory diseases.

Likewise, more than 9,000 people around the world living with rare epileptic syndromes such as Dravet syndrome (DS) and Lennox-Gastaut syndrome (LGS) have been treated with FINTEPLA® since its approval, including this year in Japan. The potential impact of FINTEPLA® in transformational care of seizures was reinforced by final three-year open-label extension (OLE) study results presented at the 2024 International Child Neurology Congress, which showed improved clinical indicators and seizure reduction for children living with Dravet syndrome after treatment with *fenfluramine*.

These new approvals, and many more, drive our mission to help people with severe diseases and their caregivers to live the lives they want. Addressing areas of high unmet medical need remains a central focus. This commitment is exemplified by latest developments in our clinical pipeline, where our submission dossiers for *doxecitine* and *doxribtimine* as a potential therapy for TK2d[6], a rare genetic disorder affecting the mitochondria, were accepted in February 2025 for review by the European and U.S. authorities[7]. In the U.S., the application has been granted a priority review, Breakthrough Therapy Designation and Rare Pediatric Disease Designation. Positive results from evaluating the effects of treating people living with moderate-to-severe systemic lupus erythematosus (SLE) – a chronic, debilitating autoimmune disease that affects multiple organ systems and disproportionately affects women – demonstrated noticeable clinical improvements on disease activity and flares when treated with the therapeutic candidate *dapirolizumab pegol*, which targets multiple inflammatory pathways. Additionally, our phase 2a study investigating the use of *bepranemab* for Alzheimer's disease found the treatment to slow cognitive decline by up to 25%, providing an encouraging foundation for further development of disease-modifying therapies in neurodegenerative diseases.

Our impact doesn't end at innovation and approvals; they are only meaningful when medicines reach those who need them most. To this end, in 2024 we also widened access to reach 82% access coverage for our medicines and we continue to explore ways to improve in this area through initiatives such as targeted engagement with national health systems, early access programs, and alternative business approaches. This is reinforced by our commitment to ensuring that fair, diverse and inclusive clinical studies are in place for our medicines, and accompanied by systematic engagement strategies to co-create better outcomes, together with patients. We recognize that equitable access to these solutions is as critical as their development, ensuring that everyone, regardless of their circumstances, can obtain the medications they need without undue burden. Thanks to these efforts, over 3.1 million people were able to access our solutions in 2024.

Crucially, we believe that the health of people cannot be uncoupled from the health of the planet. The Science-Based Targets initiative's validation of UCB's net-zero climate targets keep us accountable to decouple our growth from our carbon emissions – and our strong performance in integrating sustainability into how we do business has been increasingly recognized by ESG rating agencies that place us amongst the ESG leaders within pharmaceutical companies assessed by Sustainalytics, ISS ESG, MSCI and CDP.

▼ This medicinal product is subject to additional monitoring. This will allow quick identification of new safety information. Healthcare professionals are asked to report any suspected adverse reactions.

1 FINTEPLA® EU SmPC. Available: https://www.ema.europa.eu/en/documents/product-information/fintepla-epar-product-information_en.pdf. Last accessed: September 2024.
2 RYSTIGGO® EU SmPC. Available: https://www.ema.europa.eu/en/documents/product-information/rystiggo-epar-product-information_en.pdf. Last accessed: November 2024.
3 ZILBRYSQ® EU SmPC. Available: https://www.ema.europa.eu/en/documents/product-information/zilbrysq-epar-product-information_en.pdf. Last accessed: December 2024.
4 BIMZELX® EU SmPC. Available: https://www.ema.europa.eu/en/documents/product-information/bimzelx-epar-product-information_en.pdf. Last accessed: January 2025.
5 BIMZELX® U.S. Prescribing Information. Available: https://www.ucb-usa.com/Innovation/Products/BIMZELX. Last accessed: November 2024.
6 Thymidine kinase 2 deficiency disorder
7 This information is communicated in UCB's Full Year Results press release, published on February 27, 2025 at 7 a.m.

A decade plus of growth

In short, our efforts are paying off. Today's strong foundation – built on five key growth products, financial stability, positive societal impact and a promising pipeline of new innovations – puts us in a position of unprecedented confidence and strength in where we go next. Strategic allocation of our resources, our transformation into an efficient and outcome-driven internal organization, rigorous execution and the high commitment shown by our employees and partners have allowed us to deliver on our promises.

Just as 2023 saw us deliver strong financial results, 2024 has given us the sustained financial backing to progress into our decade of growth. For 2025, we see the year will be marked by ongoing global launches and in-market performance of the five growth drivers BIMZELX®, RYSTIGGO®, ZILBRYSQ®, FINTEPLA® and EVENITY®▼ (*romosozumab*)[1] and by the solid performance of CIMZIA® (*certolizumab pegol*)[2] and BRIVIACT® (*brivaracetam*)[3]. UCB is aiming for an increase of revenues to the range of € 6.5 - € 6.7 billion representing a year over year like-for-like significant increase over 2024, considering the portfolio evolution in 2024.

We will continue to invest behind launches around the globe to offer potential new solutions for people living with severe diseases and remain committed to invest into research and development advancing its early- and late-stage development pipeline. At the same time, we will continue to be cost-disciplined and, as in the past, to actively manage the tail of our portfolio. Underlying profitability, adjusted EBITDA, is expected to reach 30% of revenue.

This runway of growth gives us strategic flexibility to look even further ahead, building on the momentum generated by our ongoing commitment to continuous investment in our pipeline that enables us to develop future innovation for patients. As we look to the decade ahead, we are confident that we already have all of the growth drivers in our hands.

A collaborative future

Better collaboration will enable us to have an even higher impact on the lives of people living with severe diseases. We will remain driven by our purpose – knowing that we exist to create value for patients now and into the future. But we also know that we are not alone in sharing that ambition and we will aim to work hand in hand with the patient communities, payers, regulators, research partners, our suppliers and other pharmaceutical companies to deliver an impact on health outcomes that is greater than any single player can achieve alone.

With the increasing social and environmental challenges faced by the world, this collaboration is more important than ever, and we are committed to being an active partner in creating and delivering the health solutions that make a difference to society. Through collaborating with partners, we can and will move the needle on advancing science and improving care.

Thank you to all our colleagues, partners and shareholders for trusting us and for being part of UCB's continued journey.

Jean-Christophe Tellier, Chief Executive Officer
Jonathan Peacock, Chair of UCB's Board of Directors

As we reflect on the past year, we are proud of what we have achieved through our ambition, for UCB and for all our stakeholders. Inspired by the patients we serve and the science we practice, 2024 has seen us focus on creation.

▼ This medicinal product is subject to additional monitoring. This will allow quick identification of new safety information. Healthcare professionals are asked to report any suspected adverse reactions.

1 EVENITY® EU SmPC. Available: https://www.ema.europa.eu/en/documents/product-information/evenity-epar-product-information_en.pdf Last accessed: January 2025.

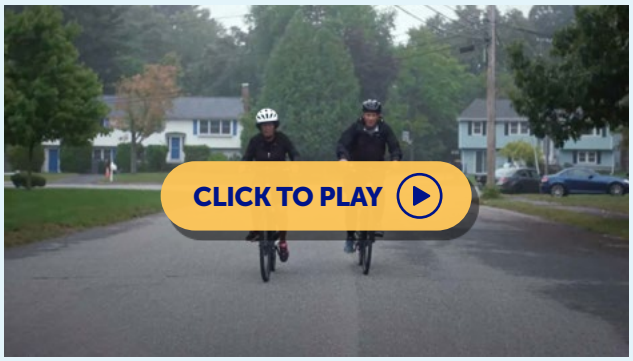
2 CIMZIA® EU SmPC. Available: https://www.ema.europa.eu/en/documents/product-information/cimzia-epar-product-information_en.pdf Last accessed: January 2025.

3 BRIVIACT® EU SmPC. Available: https://www.ema.europa.eu/en/documents/product-information/briviact-epar-product-information_en.pdf. Last accessed: September 2024.

UCB at a glance

UCB's ambition is to transform the lives of people living with severe diseases, allowing them to live the best life that they can – as free as possible from the challenges and uncertainty of disease.

To create sustainable impact for people living with severe disease and society at large, we advance science across immunology and neurology and make informed choices to address unmet patient needs, improve health equity, minimize our environmental footprint and optimize shareholder value.



Key figures

As of December 2024

>3.1 M
People have accessed our solutions[1]
(2023: >3.2 M)

6,152
Revenue in € million
(2023: 5,252)

9,378
UCB employees worldwide
(2023: 9,083)

29%
R&D/revenue ratio
(2023: 31%)

9
Molecules in clinical development
(2023: 10)

12
Major regulatory approvals for UCB medicines
(2023: 14)

1 2024 patient numbers for BRIVIACT®, CIMZIA®, EVENITY®, KEPPRA® and VIMPAT® are calculated using the Moving Annual Total (MAT) patients (Estimated Actual Treated) at the end of Q3 2024 as provided with input data from an external source. For growth drivers BIMZELX®, FINTEPLA®, RYSTIGGO® and ZILBRYSQ®, the most recent global active patient numbers are reported. The total patient number gathers people who have accessed the following solutions: BIMZELX®, BRIVIACT®, CIMZIA®, EVENITY®, FINTEPLA®, KEPPRA®, RYSTIGGO®, VIMPAT® and ZILBRYSQ®.

UCB's purpose & strategy

We create value for patients, now and into the future.

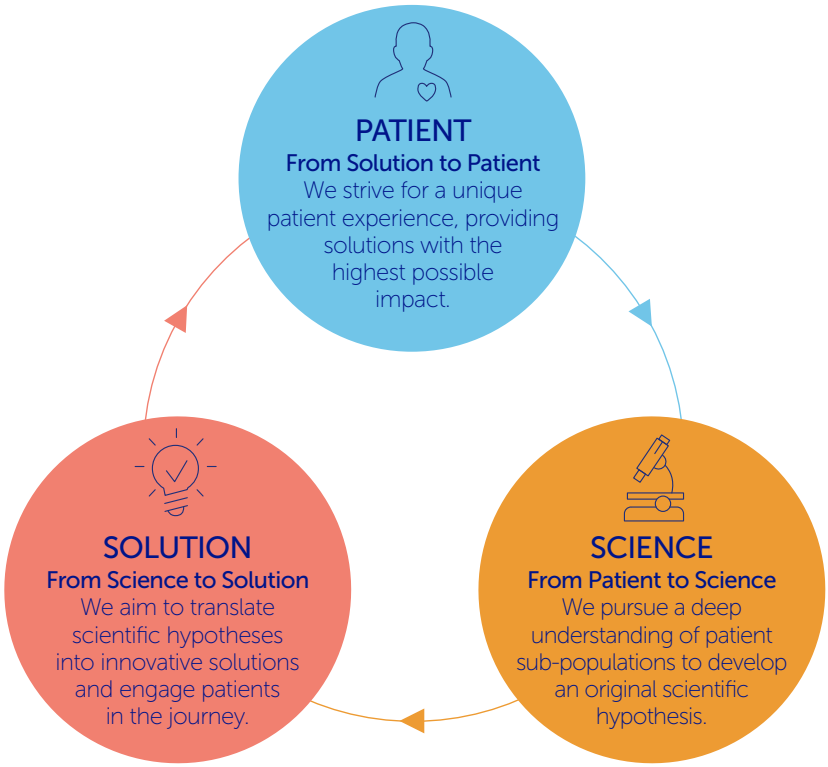
We aim to elevate lives through our medicines, leveraging our unique insights and collaborative approaches to develop groundbreaking treatments that significantly improve the quality of life for people with severe diseases. We are dedicated to providing clear, quantifiable evidence of the benefits our therapies bring to patients, their families and healthcare systems. We prioritize health equity and foster a collaborative culture that strengthens partnerships within the patient and healthcare communities.

By building strong connections with people living with severe diseases, we can better understand their life experience and unmet needs – seeing the person and not just the disease. We continually partner with patient communities across all stages and domains of the medicine life cycle, embracing new technologies and scientific innovations and acting with care to make real improvements in the lives of the people we serve. Through this approach, we can make better informed choices to pursue the solutions that deliver the greatest value and respond to unique patient needs, while taking into account healthcare resilience, funding for innovation, societal impact and shareholder returns.

Our unique Research & Development culture celebrates curiosity and bold thinking, where our people are empowered to challenge the status quo, ask the right questions and delve deep into the complexities of disease. Leveraging the power of better-contextualized data and technology, we are working to accelerate scientific discovery and push the boundaries of innovation where we are committed to achieving breakthroughs that bring societal value. We strive for an inclusive and collaborative environment that empowers everyone to contribute their unique perspectives. We celebrate diversity, value all voices and work together seamlessly to achieve our shared goals.

Our robust pipeline, with several upcoming readouts, along with increased capacity in biologics manufacturing, equips us to fulfill this mission, now and in the future. Today, we are delivering on the launches, pipeline and innovation we have promised, signaling a strong start to UCB's decade of growth. This is evident in our clinical development pipeline that encompasses one phase 4 (post-approval) medicine, one asset under regulatory review, four phase 3 and four phase 2 studies.

With the recent approvals of BIMZELX®, FINTEPLA®, RYSTIGGO® and ZILBRYSQ®, we are positioned to significantly grow and reach new patient populations.



Our value creation model

UCB's success is underpinned by a holistic approach that takes a long-term view of how we coherently bring positive impact for people living with severe diseases, our colleagues and communities, our shareholders and the planet.

We aim to continue growing while meeting societal expectations, including embedding health equity and our environmental impact as an integral part of how we do business. We know that the challenges facing our world – from the climate crisis to rising inequalities – are inextricably linked to health and wellbeing and that every business decision we make has a possible effect on the people we serve, our communities and the planet.

Resources we rely on

Patients

Approx
7,800
patients enrolled in clinical studies[1]

383
patient organizations engaged

Employees

9,378
employees worldwide[3], of which

412
are R&D scientists[5]

Partners & Communities

160
partnerships in research[7]

>19,000
suppliers

€ 4.9 M
donations & philanthropic contributions[9]

Shareholders

€ 10 B
equity

€ 1,454 M
net debt

€ 562 M
organic cash flow[11]

Planet

195,693
MWh energy consumed

497,606
m^3 water withdrawn

1 The scope is all phase I to IV and Non-interventional Prospective Studies (excluding secondary data use and survey studies) which were active in 2024. An active study is any study that has had a patient in screening or treatment during the year.
2 This includes the launch of 6 medicines (BIMZELX®, BRIVIACT®, EVENITY®, FINTEPLA®, RYSTIGGO® and ZILBRYSQ®) in 10 indications across all geographies geographies by UCB and third-party distributors.
3 This number represents all UCB regular active employees as of December 31, 2024. Students, apprentices, trainees, employees on leave and contractors are not included in the headcount data.
4 This figure represents the number of roles that are created in UCB within a specific time period and are filled by a candidate following an active recruitment process regardless of the candidate's source (internal or external) at all levels of the organization. This figure broadly represents the number of UCB opportunities created and subsequently filled across all our geographies and it excludes contingency workforces, contractors and consultants. This figure counts job requisitions created between January 1 and December 31, 2024, with the application status "Hired" and start date between January 1 and December 31.
5 This figure includes all employees belonging to the job family Research & Early Development and all scientist-related job codes/having "scientist" in their job title in UCB employee headcount as of December 31, 2024.
6 Retention rate is calculated as 100% minus the percentage of permanent employees terminated for voluntary reasons out of the average headcount of permanent employees during the reporting period (between January 1 and December 31, 2024).
7 This number includes collaborations with academia and research centers aimed at scientific innovation, as well as UCB's involvement in different public-private consortia of varying sizes.
8 This number corresponds to UCB-authored manuscripts (only full papers) in 2024.
9 This amount includes € 1.5 million allocated to the King Baudouin Foundation that manages the UCB Community Health Fund to support projects from 2025 onwards.
10 This number includes all all non-profit organizations helped with donations and philanthropic contributions, regardless of the amount.
11 Total cash flow generated by the company, excluding dividends paid to shareholders as well as outgoing cash for acquisitions of subsidiaries and incoming cash from divestment of business units or subsidiaries and sale of financial investments.
12 This excludes emissions from Scope 3 Category 1, compared to our 2019 baseline in absolute numbers.
13 Science Based Targets initiative or similar initiatives.

How we create value

Research & Development

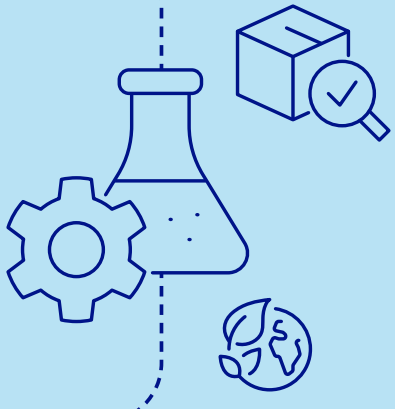
To discover new medicines, we make significant investments in research and development. We work together with patients and partners, seeking new tools and technologies to push the boundaries of science and transform innovation into valuable health solutions. Investigational treatments undergo several stages of clinical trials to determine their safety and clinical efficacy.

Approval & Reimbursement

If the investigational medicine is proven to be safe and effective to treat a severe disease, we submit a regulatory dossier to authorities. Once approved by regulators (that are different depending on regions or countries), we file for reimbursement by public and private insurances – the final step before making this treatment available to physicians and their patients.

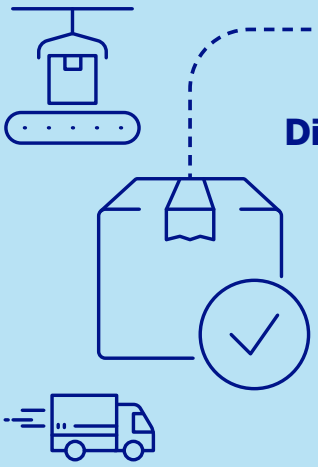
Manufacturing

We produce our medicines in three manufacturing sites as well as partnering with Contract Manufacturing Organizations (CMOs), always applying the strictest quality, safety and environmental standards.



Distribution & Commercialization

We send medicines worldwide, working with several suppliers, wholesalers and distributors to ensure our medicines reach the patients who need them.
We uphold our partners to the same standards on quality, safety, environmental sustainability, ethics and human rights.



Value we create

>3.1 M
patients reached

76
launches for our medicines across all geographies[2]

1,817
jobs created[4]

94.7%
retention rate[6]

174
scientific publications[8]

€ 98 M
income tax

Over 60
non-profit organizations helped worldwide[10]

Recommended 2024 dividend of
€ 1.39 per share

€ 1,476 M
of adjusted EBITDA

€ 1,781 M
invested in R&D

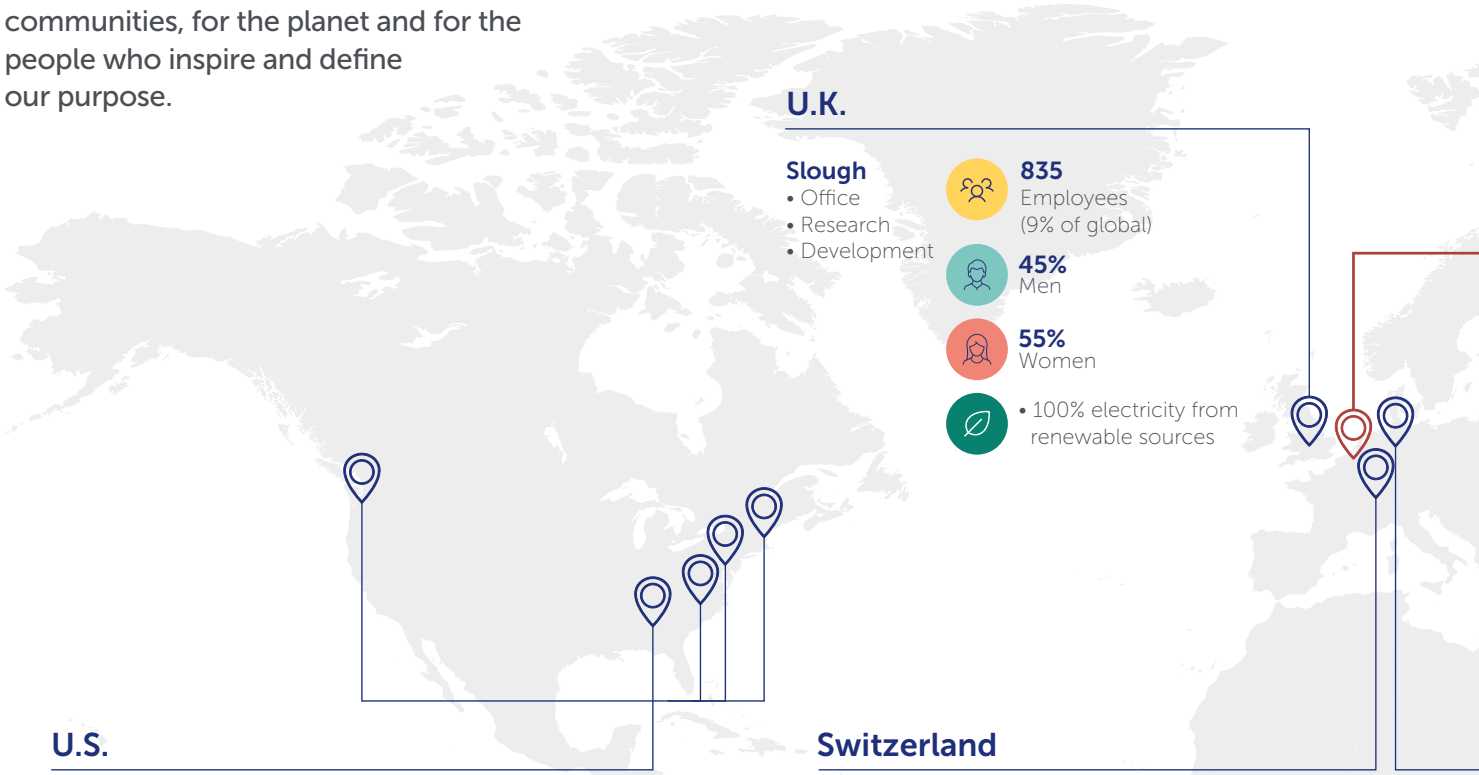
-33%
of CO_2e released[12]

68%
of our suppliers, by emissions, with CO_2e target aligned with SBTi[13]

Who and where we are

UCB is its people – and we are made stronger because of our culture of collaboration and curiosity. We nurture and value our diverse perspectives and backgrounds and practice respect and care for each other, for our communities, for the planet and for the people who inspire and define our purpose.

A healthier and fairer future requires collective action and we believe in extending our impact beyond what we can achieve alone. We work closely and forge strong connections with diverse networks of patients, caregivers, healthcare professionals and other stakeholders who know the challenges of severe diseases.



U.K.

Slough
- Office
- Research
- Development

835 Employees (9% of global)

45% Men

55% Women

- 100% electricity from renewable sources

U.S.

Atlanta, GA
- Office

Washington, D.C.
- Office

Boston, MA
- Research

Durham and Raleigh, NC
- Research
- Development

Seattle, WA
- Research

1,908 Employees (20% of global)

41% Men

59% Women

- 100% electricity from renewable sources

Switzerland

Bulle
- Office
- Production

675 Employees (7% of global)

63% Men

37% Women

- ISO 14001 certified
- ISO 45001 certified
- 100% electricity from renewable sources

Other European countries

UCB has offices in
Austria, Bulgaria, Czech Republic, Denmark, Finland, France, Greece, Hungary, Ireland, Italy, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Spain, Sweden

997 Employees (11% of global)

39% Men

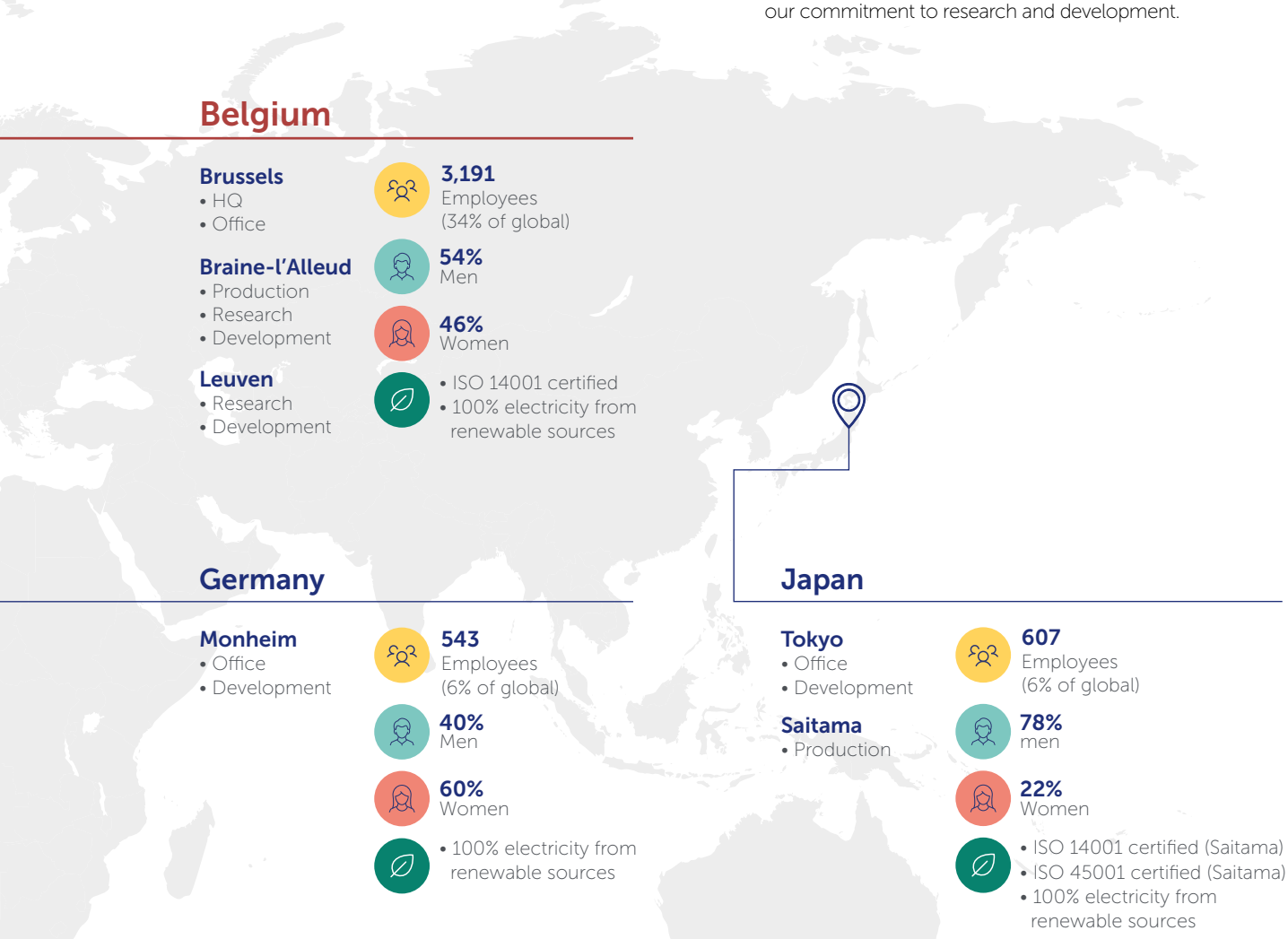
61% Women

1 Scope of reporting: this number represents all UCB regular active employees as of December 31, 2024. Students, apprentices, trainees, employees on leave and contractors are not included in the headcount data.

Across UCB, we take steps to ensure fair, diverse and inclusive clinical studies, equitable access to medicines, ethical business practices, and ambitious environmental goals are prioritized in the way we conduct our business. We strive to work with upstream partners who share these values, from our suppliers of products, such as devices and solvents, to the companies who manage transportation and shipping of UCB medicines across the world.

From our headquarters in Belgium to 36 countries around the world, our 9,378 employees[1] live our purpose each day, and our strategic partnerships help us to create better, more sustainable solutions that bring value to patients and society.

We make significant investments in biopharmaceutical research and development and embrace technologies and scientific innovations to craft solutions that make a truly meaningful impact on the lives of those with severe diseases. Key hubs[2] in Europe, the U.K., the U.S. and Japan underpin our commitment to research and development.



Belgium

Brussels
- HQ
- Office

Braine-l'Alleud
- Production
- Research
- Development

Leuven
- Research
- Development

3,191 Employees (34% of global)

54% Men

46% Women

- ISO 14001 certified
- 100% electricity from renewable sources

Germany

Monheim
- Office
- Development

543 Employees (6% of global)

40% Men

60% Women

- 100% electricity from renewable sources

Japan

Tokyo
- Office
- Development

Saitama
- Production

607 Employees (6% of global)

78% men

22% Women

- ISO 14001 certified (Saitama)
- ISO 45001 certified (Saitama)
- 100% electricity from renewable sources

Other International countries

UCB has offices in
Australia, Brazil, Canada, China, Hong Kong, India, Mexico, Russia, South Korea, Taiwan, Turkey, Ukraine

486 Employees (5% of global)

43% Men

57% Women

2 Compared to 2023, UCB's world map does not include China anymore, following the announcement, in November 2024, of the sale, divestment and license of UCB's mature neurology and allergy portfolio in China and the Zhuhai manufacturing facility to CBC Group, Asia's largest healthcare-focused asset management group, and Mubadala Investment Company, the Abu Dhabi-based global investment company.

Our therapeutic focus

We are driven by our commitment to people living with severe diseases who inspire our research and development across neurology, immunology and other areas where our expertise, innovation and ambition align with unmet needs.

Neurology

- Alzheimer's disease
- Epilepsy and rare epileptic syndromes
- Generalized myasthenia gravis
- Myelin oligodendrocyte glycoprotein (MOG) antibody disease
- Parkinson's disease
- Thymidine kinase 2 deficiency (TK2d)

Immunology

- Atopic dermatitis
- Ankylosing spondylitis
- Crohn's disease
- Hidradenitis suppurativa
- Juvenile idiopathic arthritis
- Non-radiographic axial spondyloarthritis
- Osteoporotic fractures
- Plaque psoriasis
- Psoriatic arthritis
- Rheumatoid arthritis
- Systemic lupus erythematosus

DISEASE AREAS →

Neurology

For more than 30 years, we have focused on discovering solutions that have helped transform the epilepsy treatment landscape and improve the lives of millions of people. Our scientists have developed several life-changing solutions, providing individualized treatments to help people with epilepsy live their ideal lives. We work in close collaboration with patients and their caregivers, as well as healthcare professionals, to better understand the reality of living with a neurological condition and prioritize research that goes where their insight and science lead us.

In 2024, we reinforced UCB's commitment to bringing new treatment options to those living with epilepsy and rare neurological diseases. BRIVIACT® received marketing authorization in Japan to treat focal onset seizures in adults. FINTEPLA® has continued to receive approvals in many countries, including Japan, for adjunctive treatment of seizures associated with Lennox-Gastaut syndrome (LGS) in patients aged two years and older, with supportive data presented at the 15th European Epilepsy Congress (EEC), the American Epilepsy Society (AES) 2024 Annual Meeting and the 18th International Child Neurology Congress (ICNC) Annual Meeting.

RYSTIGGO® was approved in the EU as an add-on treatment for generalized myasthenia gravis (gMG) in adults who are anti-acetylcholine receptor (AChR) or anti-muscle-specific tyrosine kinase (MuSK) antibody positive. Following approvals at the end of 2023, ZILBRYSQ® launched in certain EU countries, the U.S. and Japan in 2024. And at the end of January 2025, RYSTIGGO® received EU approval for two new administration methods: self-administration via an infusion (syringe pump) or a new manual push syringe method, after training from a healthcare professional.

UCB also submitted the dossiers for *doxecitine* and *doxribtimine* as a potential therapy for the treatment of thymidine kinase 2 deficiency (TK2d) treatment – marking UCB's first medicine for an ultra-rare disease – and regulatory applications were accepted in Europe and the U.S.[1]. In the U.S., the application has been granted a priority review, Breakthrough Therapy Designation and Rare Pediatric Disease Designation.

We continued to work with the scientific community to leverage innovative scientific research that addresses persistent unmet needs. New data presented at the 76th American Academy of Neurology (AAN) Annual Meeting, 10th Congress of the European Academy of Neurology (EAN), the MGFA Scientific Session at the American Association of Neuromuscular & Electrodiagnostic Medicine (AANEM) annual meeting and other congresses reinforce the potential of our recently approved gMG treatments, RYSTIGGO® and ZILBRYSQ®[2], providing symptom improvement for adults living with gMG. This includes data on switching to *zilucoplan* from other c5i therapies, and data supporting an expected *rozanolixizumab* treatment pattern of 6 weeks' treatment followed by 6-8 weeks' treatment-free interval, that can be adjusted according to the individual needs of the patient[3]. Published data showed that adults with gMG experienced clinically meaningful improvements in fatigue when treated with once-daily subcutaneous *zilucoplan*. We continue to investigate clinical and real-world data to provide insights on the use of FINTEPLA® for the treatment of seizures associated with Dravet and Lennox-Gastaut syndromes, BRIVIACT® in partial onset seizures and STACCATO® *alprazolam* (an investigational drug for rapid termination of an ongoing seizure in patients at risk of prolonged seizures).

Additionally, the phase 2a TOGETHER (AH0003) study – investigating the safety, efficacy, and tolerability of *bepranemab*, our investigational antibody in Alzheimer's disease – provided first evidence of biological and clinical effect of a mid-domain tau-targeting disease-modifying therapy[4]. This strengthens our belief in the value of targeting the mid-region of tau as an important strategy in altering the trajectory of the disease. UCB also regained all global rights to *bepranemab* in 2024 following the termination of a collaboration agreement with Genentech, a member of the Roche Group, and Roche.

1 This information is communicated in UCB's Full Year Results press release, published on February 27, 2025 at 7 a.m.

2 RYSTIGGO® and ZILBRYSQ® are approved for the treatment of adults with gMG in the EU, U.S. and Japan.

3 Habib A, et al. *Rozanolixizumab* treatment patterns in patients with generalized myasthenia gravis: Post hoc analysis. Poster MG65. MGFA Scientific Session 2024; Savannah, GA, USA; October 15, 2024.

4 Imbimbo B, et al. Initial failures of anti-tau antibodies in Alzheimer's disease are reminiscent of the amyloid-β story. Neural Regen Res. 2022; 18(1): 117-118.

Supporting siblings of children with Dravet syndrome

Rare childhood epilepsies like Dravet syndrome impact not only the patient but the entire family. The emotional challenges faced by siblings can often be overlooked, and we believe it is essential to support them as they navigate the complexities of living with a brother or sister with a severe epilepsy disorder.

To provide emotional support for these siblings, our rare epilepsies team collaborated with renowned author Jeanne Willis and illustrator Kim Geyer to create *What's Wrong Blue Bear?*[1], a storybook designed to help young children express their feelings about having a sibling with Dravet syndrome. The story follows Bonnie, whose brother Billy has seizures, as she works through her fears with the help of her cuddly toy, Blue Bear. Written in a way that allows children to role-play their own emotions, the book is meant as a support aid for families facing the challenges of rare childhood epilepsy.

We recognize that family outcomes are interconnected with patient outcomes, and we are committed to supporting the entire family, not just the patient, to improve quality of life and health outcomes for those living with Dravet syndrome.

UCB also announced that the proof-of-concept study (phase 2a) of *minzasolmin* in early Parkinson's disease, developed in partnership with Novartis, did not achieve its clinical endpoints. This outcome does not diminish our commitment to Parkinson's disease or to addressing unmet needs in Parkinson's. UCB has several early-phase pre-clinical and clinical programs evaluating multiple and distinct potential new treatment approaches in Parkinson's disease. This dual focus on disease modification and symptom control reflects our dedication to providing hope for a future where meaningful treatment breakthroughs may significantly improve lives.

More information on the evolution of UCB's neurology portfolio in 2024 can be found in the regulatory update and clinical pipeline sections of this report.

REGULATORY UPDATE & CLINICAL PIPELINE →

Empowering families caring for adults with rare epilepsy

We recognize that for families navigating the complexities of rare epilepsy care, the journey can be daunting. That is why we actively engage with the community to identify unmet needs and create meaningful solutions that can make a real difference.

As individuals with epilepsy transition into adulthood, we aim to provide resources that help caregivers make informed decisions and plan for long-term care with confidence. The C.A.R.E Binder (Caring for adults with rare epilepsy), developed in collaboration with caregivers, healthcare providers and patient organizations, and launched by UCB in the U.S., is one such solution: an interactive PDF designed to support families as they manage adult care, helping them stay organized, informed and connected. It includes sections on medical transitions, daily living, disease management, and long-term planning, with practical tools to organize crucial information. Families can update and save the binder digitally or print it for easy reference. Yet, it's also a resource that connects families to a broader network. Clickable icons link to video messages from healthcare professionals and caregivers, offering guidance and shared experiences and connecting families with patient organizations like the Dravet Syndrome Foundation and the LGS Foundation, offering access to helpful resources and communities.

1 A hard copy of the book can be requested via the UCBCares website.

Addressing health equity by improving healthcare for women of childbearing age living with chronic diseases

We continue to strengthen UCB's leadership for women of childbearing age (WoCBA), by leveraging our expertise to drive innovation that empowers women to make informed healthcare decisions. Despite 70% of pregnant women taking at least one prescription medication[2], only 5% of medications are adequately monitored for use during pregnancy[3]. To address this, we collaborate across disciplines to support women with chronic conditions like rheumatoid arthritis, epilepsy, and myasthenia gravis. Our pregnancy and lactation trials across therapeutic areas advance shared decision-making, while partnerships with the ConcePTION project and the Society for Women's Health Research (SWHR) aim to reduce uncertainties about medication safety, and advance research on safe and effective therapies.

UCB brings together patients' organizations and scientific societies to address unmet needs in WoCBA, delivering discussion guides to support shared decision-making between healthcare professionals and patients before, during, and after pregnancy. This year, this experts' group also published recommendations to improve the healthcare experience of WoCBA with chronic diseases[4].

Additionally, UCB co-leads the ICH3 E21 initiative to standardize the inclusion of pregnant and breastfeeding individuals in clinical studies and is a key contributor to ongoing regulatory discussions aimed at advancing science in the care of WoCBA. We also support the BRIDGE project (Better Research, Information and Data Generation for Empowerment), a voluntary, multidisciplinary group of experts focused on addressing data gaps and empowering women with chronic diseases through solutions rooted in their lived experiences.

2 Mitchell AA, Gilboa SM, Werler MM, et al. Medication use during pregnancy, with particular focus on prescription drugs: 1976-2008. Am J Obstet Gynecol. 2011;205(1):51.e1-51.e518. doi:10.1016/j.ajog.2011.02.029

3 ConcePTION. Background. Published n.d. Available: https://www.imi-conception.eu/background/ Last accessed: January 2025.

4 Franklin S, et al., J Womens Health 2024, 13:2

Immunology

Our ambition is to create a world free from the burden of immune-mediated inflammatory diseases. These diseases place a huge strain on patients and their support systems and while there have been advances in recent years, significant unmet needs remain. We are harnessing evidence-based, differentiating science to deliver potential life-changing treatments that address unmet needs across the healthcare ecosystem.

Our research programs aim to pioneer treatments that redefine immunology care and elevate the lives of people through our medicines. By leveraging data, technology, and innovative scientific research, we aim to improve the lives of people living with these diseases.

IMMUNOLOGY

BIMZELX®, the first IL-17A and IL-17F dual and selective inhibitor, is now approved in more than 48 countries, and close to 50,000 people have benefited from the treatment. In April, the European Commission granted marketing authorization to treat active moderate to severe hidradenitis suppurativa (HS) in adults who have not responded adequately to conventional systemic therapies. This milestone represents the first regulatory approval worldwide for *bimekizumab* in the treatment of moderate to severe HS and its fourth approved indication within the EU.

The U.S. Food and Drug Administration (FDA) granted the approval of BIMZELX® (*bimekizumab-bkzx*) for the treatment of adults with active psoriatic arthritis (PsA), adults with active non-radiographic axial spondyloarthritis (nr-axSpA) with objective signs of inflammation, and adults with active ankylosing spondylitis (AS). The FDA also granted approval for BIMZELX® as the first IL-17A and IL-17F inhibitor for adults with moderate to severe hidradenitis suppurativa.

We have also received approval in the EU and in the U.S. for 320 mg single-injection administration options of BIMZELX®.

Approvals of BIMZELX® per indication in UCB major geographies

	Plaque psoriasis	Psoriatic arthritis	Ankylosing spondylitis	Non-radiographic axial spondylo-arthritis	Hidradenitis suppurativa
U.S.	October 2023	September 2024	September 2024	September 2024	November 2024
EU	August 2021	June 2023	June 2023	June 2023	April 2024
Japan	January 2022	December 2023	December 2023	December 2023	September 2024

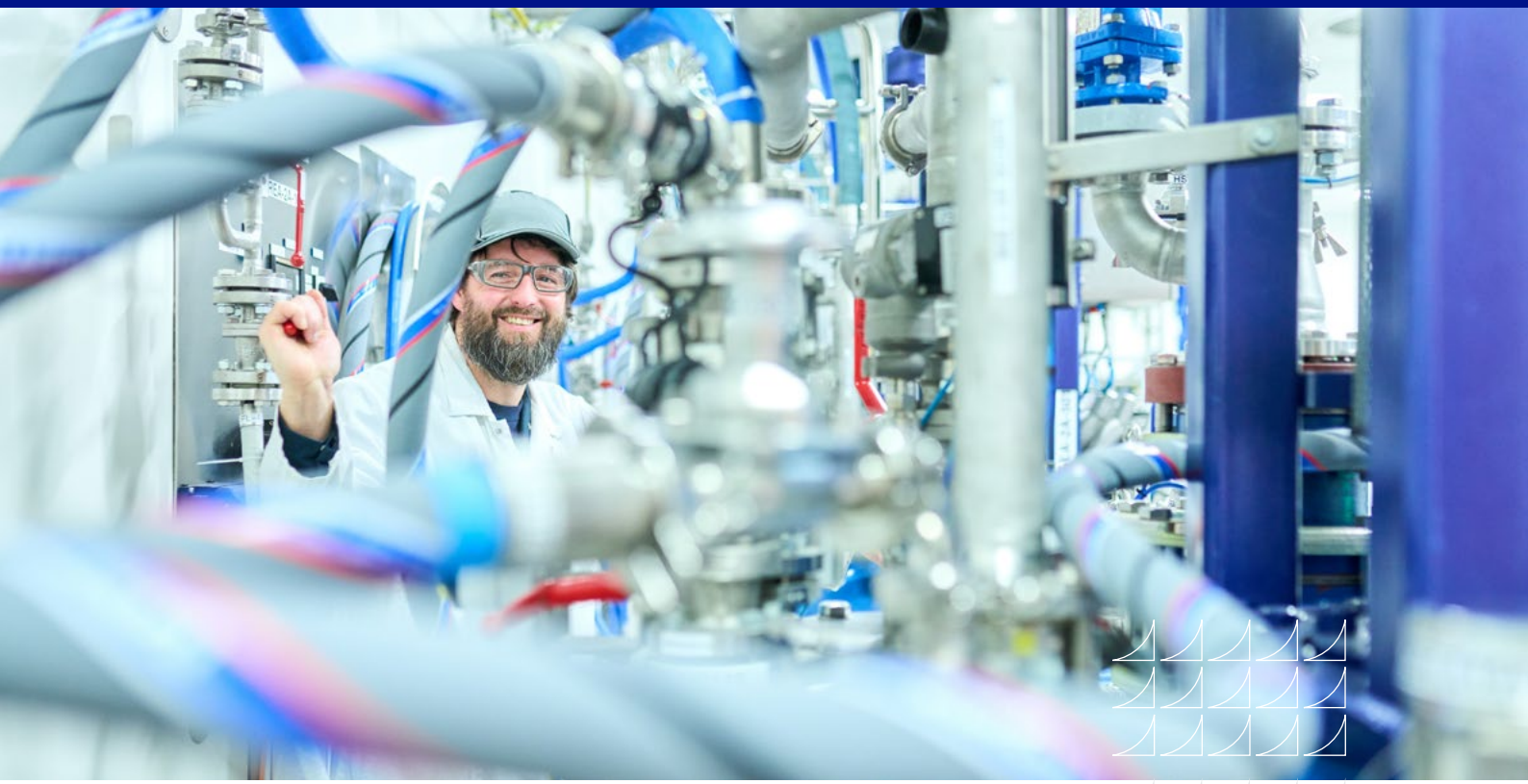
New phase 3 data from the BE HEARD I and BE HEARD II studies showed sustained improvements through two years in adults with moderate to severe HS after being treated with *bimekizumab*[1,2]. Two new phase 3b studies were also initiated to drive additional supportive evidence around *bimekizumab*: BE BOLD (a head-to-head comparison in psoriatic arthritis, marking the first head-to-head study in PsA evaluating the superiority of an IL-17A and IL-17F inhibitor to an IL-23 inhibitor) and BE UNIQUE[3] (exploring the clinical and molecular responses in psoriatic disease). Two-year data confirming a sustained clinical response for BIMZELX® in adults with active PsA and those with active nr-axSpA and active ankylosing spondylitis (AS) were announced at ACR Convergence 2024, in addition to the four-year data in moderate to severe plaque psoriasis shared at the AAD. Notably, as of 2024 *bimekizumab* has been included in the latest update to European guidelines for treatment of hidradenitis suppurativa (HS), as the first line biologic for patients with moderate to severe active HS and inadequate response to conventional systemic HS therapy[4].

1 Kimball AB, Jemec GBE, Sayed CJ, et al. Efficacy and safety of *bimekizumab* in patients with moderate-to-severe hidradenitis suppurativa (BE HEARD I and BE HEARD II): two 48 week, randomised, double-blind, placebo-controlled, multicentre phase 3 trials. Lancet. 2024;403(10443):2504-19. Published Online May 22, 2024.

2 Zouboulis C, Garg A, Sayed C, et al. *Bimekizumab* efficacy and safety through 2 years in patients with hidradenitis suppurativa: Results from the phase 3 BE HEARD I&II trials and open-label extension BE HEARD EXT. Abstract at EADV 2024. Amsterdam, Netherlands. Last accessed: November 2024.

3 Gudjonsson J, Merola J, Warren R, et al. *Bimekizumab*: Exploring the fast onset, high level, and durability of clinical and molecular responses in patients with psoriatic disease – Design and rationale behind the exploratory, multicentre, open-label phase 3b BE UNIQUE study. Abstract at EADV 2024, Amsterdam, The Netherlands.

4 European S2k guidelines for hidradenitis suppurativa/acne inversa part 2: Treatment. Eur Acad Dermatol Venereol. 2024;00:1–43.



EVENITY® continued to be an established treatment in bone-building therapy for post-menopausal women at high-risk of fractures across the world in 2024. Reaching close to 1 million people living with osteoporosis and who are at high fracture risk since the first launches in 2019, EVENITY® differentiates with its mode of action: achieving a dual effect of increasing bone formation whilst decreasing bone resorption. Osteoporosis is a rapidly growing global health challenge. One in three women and one in five men over 50 experience fragility fractures, affecting more than 200 million people worldwide[1]. Despite guidelines recommending osteoanabolic therapies like EVENITY® for high-risk individuals, up to 80% of fracture cases go undiagnosed and untreated[2]. In collaboration with global bone health stakeholders, we have focused on aligning policy, healthcare practices and education to advance person-centered osteoporosis care and prevent future fractures. Through the International Osteoporosis Foundation's (IOF) Capture the Fracture program, over 1,000 Fracture Liaison Services (FLSs) have been established in over 60 countries[3].

UCB also marked advances in scientific innovation in the area of Fc-free therapeutic antibodies in 2024. New pharmacokinetic data was shown to support the value of CIMZIA® (*certolizumab pegol*), the only Fc-free, PEGylated anti-Tumor Necrosis Factor (TNF) inhibitor, for adult women living with chronic rheumatic diseases throughout pregnancy and post-partum[4] through the CHERISH study. A separate post hoc analysis of the phase 3b REALISTIC trial suggests high rheumatoid factor (RF) levels do not affect clinical responses to *certolizumab pegol* in people living with rheumatoid arthritis (RA) and high RF levels.

Positive results from the phase 3 PHOENYCS GO study of *dapirolizumab pegol* in systemic lupus erythematosus (SLE), a chronic, debilitating autoimmune disease that affects multiple organ systems and disproportionately affects women, were also announced at the American College of Rheumatology Convergence and a second phase 3 trial, PHOENYCS FLY, is actively recruiting.

More information on the evolution of UCB's immunology portfolio in 2024 can be found in the regulatory update and clinical pipeline sections of this report.

REGULATORY UPDATE & CLINICAL PIPELINE →

1 More Than Just a Fracture: A Call to Action on Osteoporosis and Bone Health in the Context of Healthy Aging. Available: https://globalcoalitiononaging.com/wp-content/uploads/2022/10/GCOA_BHI_More-Than-Just-a-Fracture_Definition-CTA_Oct2022.pdf. Last accessed: December 2024.

2 Diffenderfer, B. W., Wang, Y., Pearman, L., Pyrih, N., & Williams, S. A. (2023). Real-World Management of Patients With Osteoporosis at Very High Risk of Fracture. The Journal of the American Academy of Orthopaedic Surgeons, 31(6), e327–e335. Available: https://doi.org/10.5435/JAAOS-D-22-00476. Last accessed: December 2024.

3 International Osteoporosis Foundation. Available: Capture the Fracture. Last accessed: December 2024.

4 CIMZIA® should only be used during pregnancy if clinically needed.

A collaborative future for Hidradenitis Suppurativa Patient Advocacy Groups

In April 2024, we organized the first-ever Hidradenitis Suppurativa (HS) Patient Partnership Summit: a two-day event bringing together 20 representatives from HS patient advocacy groups (PAGs) from around the world to make connections, share knowledge and co-create. Sharing their care journey, their daily hurdles and their triumphs, patient advocates emphasized the critical need for correct information about HS to shape appropriate care, management and perceptions about HS. A new patient-led initiative has subsequently been launched to raise awareness of HS, mitigate stigma and encourage individuals with HS to seek care, ensuring that those living with the disease have a strong voice within the healthcare system.

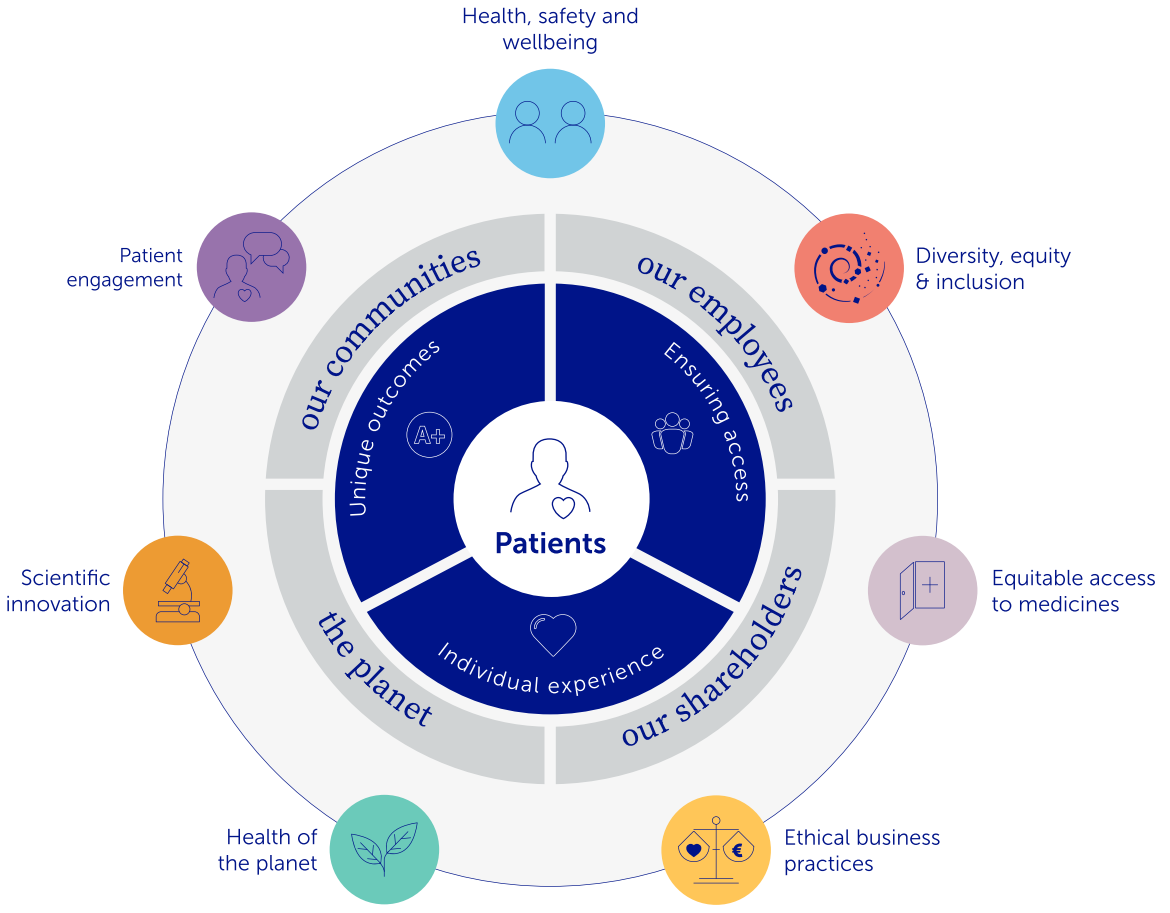
At the HS Patient Partnership Summit, we also recognized the need to continue connecting with patient groups to address unmet patient needs and improve the patient journey, marking a significant milestone in the community's collective efforts to tackle the challenges of living with this chronic disease. Our new "HS Community Connection" platform is running throughout 2024 and 2025, bringing together up to 25 HS PAGs to share insights and collaborate on regular calls. The goal is to create an ongoing space for collaboration, ensuring that progress continues and that patient organizations support one another in driving positive change for the HS community, helping to transform the future of care for people living with HS.

How we work

Health, social, environmental and economic factors are deeply intertwined. Our business approach takes a holistic look at how we interact with all of our stakeholders to improve health in society: we aim to create value not only for people with severe diseases, but also for our employees who discover, develop and deliver patient solutions, for the shareholders who invest in our company and fund our work, for the communities where we live and work, while minimizing our impact on the planet which is our shared home. This integrated approach to drive sustainable growth guides how we do business, with future generations in mind.

To better understand and maximize our societal impact, we conducted a comprehensive double materiality assessment, updated in 2023. This process helped us identify where we can make the most meaningful difference, considering both how societal trends and issues create financial risks and opportunities for the company as well as the company's impact on people and the environment, both in the short and long-term. From this assessment, highest-priority areas have emerged that are deeply connected to who we are – developing medicines and ensuring they reach the patients who need them – and are therefore the areas where we can have the biggest societal impact.

The focus on priority areas directly informs our commitment to patient-centricity. At the heart of our work is an unwavering focus on patients – every decision, every innovation and every step forward is guided by the desire to elevate their lives through our medicines.



> By combining the power of combinatorial biology with advanced rational drug design, utilizing artificial intelligence, we can identify highly promising therapeutic candidates with precision and efficiency.

Our science begins by focusing on uncovering the molecular and biological complexities of diseases, including exploring the role of specific pathways in pathobiology. By gaining a clearer insight into disease characterization and pathobiology, using insights provided by different sources, such as genomics and proteomics, we can uncover how diseases develop, progress, and impact the human body. A deeper knowledge of how molecular disease pathways (the intricate biological mechanisms that drive illness) operate is essential, as it enables the discovery of novel interventions to target the root causes of disease and ultimately allows us to take meaningful strides toward transforming healthcare.

This progress in our knowledge and scientific expertise is enabled by the integration of cutting-edge digital technologies into our research and development capabilities, positioning us at the forefront of scientific discovery and innovation. By combining the power of combinatorial biology with advanced rational drug design, utilizing artificial intelligence, we can identify highly promising therapeutic candidates with precision and efficiency.

This integrated approach not only accelerates the discovery process but ensures we remain steadfast in our commitment to delivering impactful solutions that target the drivers of disease and not merely the symptoms.

Populations

We leverage genetic, biological and chemical insights to understand the underlying causes of health conditions and identify patient populations that may benefit from targeted therapies.

Pathways

We identify the key biological pathways involved in disease processes and develop strategies to modulate these pathways.

Platforms

We use our innovative technology platforms to discover and develop new therapies that can effectively target these pathways.

Innovating and turning science into medicine will never be easy and the solitary exploration of ideas can be improved when we work together. For that reason, we embrace collaboration and make it a priority to work with a wide range of stakeholders across different disciplines, combining the best expertise and perspectives to deliver the best outcomes. Our strong network of collaborators helps challenge our thinking and exposes us to new ideas and ways of working. By overlaying the connectivity between the patient community, UCB's people, partners and technology, we hope to create a powerful network for innovation.

Our pursuit of innovation flows into our clinical trials and medicine development, which plays a crucial role in advancing patient care and improving patient outcomes. From harnessing innovative solutions to enhancing the patient and site experience, from testing trial protocol simulations to seeking increased diversity of patients, we are evolving clinical trial design to align with patient needs and technological advancements. By testing protocols and associated technologies in real-world environments, such as hospitals, we can identify potential challenges and opportunities early. This approach enables us to streamline designs, enhance operational feasibility and ultimately deliver more patient-centric, efficient clinical trials. Algorithms can streamline protocol creation and study design, while machine learning accelerates decision-making throughout the development process.

Collaborating to advance treatment options for immune conditions

IMIDomics™

By collaborating with partners, UCB is exploring new treatment options for immune-mediated inflammatory diseases (IMIDs) and rare epilepsies. In March 2024, UCB made a strategic investment in IMIDomics, Inc., a company dedicated to finding innovative solutions for immune-mediated inflammatory diseases. This investment will support a research collaboration aimed at developing targeted therapies and diagnostic tools, with the goal of addressing the unmet needs of patients living with these conditions.

67

Active clinical studies

Bridging science and patient care

UCB's Human-Centric Health approach to clinical research focuses on educating and enabling individuals to actively participate in their health journey. Many of the patients that we serve have complex conditions and our aim is to make clinical trial participation as easy as possible, enabling participants to continue with their day-to-day lives with minimal disruption. Taking this approach, we work *with* patients and focus on placing their needs and experiences at the forefront of the trial process. By combining participant-centered design with innovative technologies, we seek to make clinical trials more accessible, flexible, and representative of diverse populations.

To improve accessibility, we are expanding remote or decentralized trial options, with 53% of eligible studies now offering more flexibility. For special patient populations, tools like pediatric apps aim to support families by simplifying the process, helping us to improve recruitment and retention. For trials of compounds in dermatology, we are exploring non-invasive biopsies as a way to obtain tissue samples for analysis without the need for surgical intervention, therefore improving patient comfort.

These steps are part of UCB's effort to make clinical research more patient-focused and innovative, while advancing new medicines with greater speed and care. Our goal is that by embracing these innovations, the clinical trial landscape can become more efficient, patient-centric and data-driven.

We also continually explore new ways to address the needs of diverse populations and any health disparities through our scientific innovations and community partnerships. We work to improve our global clinical trial infrastructure, ensuring that participants in UCB clinical trials are reflective of the population that will ultimately benefit from our new medicines, with diversity represented in age, sex, gender, race, ethnicity, socioeconomic status, genetic disposition, and geographical location. To support our efforts, we regularly refine and update our internal guidance and trainings for our clinical development teams. Additionally, we actively provide feedback to regulators on new guidance through extensive collaboration with industry consortia and public/private partnerships reinforcing our commitment to embedding patient diversity, equity and inclusion in our clinical trials.

We embed diversity and inclusion into scientific innovation via...

Enhanced guidance & training module for UCB clinical development teams

Ethnic representation in the clinical research teams

Patient-friendly protocols

Decentralized Clinical Trials (DCTs)

To support our efforts, we regularly refine and update our internal guidance and trainings for our clinical development teams.

Ensuring equitable access to these innovative solutions is just as vital as their development and driving access to medicines for those living with severe diseases starts in the earliest stages of research and development. Equitable access means that everyone, no matter their situation, can obtain necessary medications. This includes not just availability but also removing other barriers to health equity such as disease and treatment awareness and affordability among others. One of the avenues in the countries where we operate is to focus on ensuring that patients can obtain in a timely manner and without undue burden the medicines they need. In low- and middle-income settings, we develop social business approaches, working with partners where necessary, to provide access to quality care and medicines for people with epilepsy.

From innovation to launch, we continuously reassess our initiatives to improve patient access. This includes implementing Early Access or Patient Support Programs to provide fast-paced access to our medicines. Starting from the U.S., Rwanda and Brazil, we build new integrated approaches to reach people with epilepsy in low- and middle-income settings – who face a multitude of barriers that hinder equitable access to medicines, including limited healthcare infrastructure and insufficient funding. We also advocate for local policies that remove potential barriers for access to better patient care.

Early Access Programs

Early Access Programs (also known as Managed Access or Compassionate Use Programs) offer an ethical pathway for people living with severe, life-threatening or life-altering diseases to access investigational medicines before they receive regulatory and/or funding approval, alleviating suffering and potentially saving lives.

For Early Access Programs, we strive to ensure all patients who need our medicines will have access to them, in a manner that is viable for patients, UCB and society. While we work towards broader access through regulatory approval and reimbursement, we recognize the importance of supporting patients with unmet medical needs. Our Early Access Programs not only address these needs but also provide valuable data to improve treatment understanding and future accessibility. In 2024, 1,328 patients from 56 countries benefited from these programs.

UCB remains committed to swift, safe and patient-first solutions, ensuring that patients receive the care they deserve, even in the absence of alternative treatments.

1 Time to Access Index is expressed as a percentage of the pricing and reimbursement listings (as per definitions used by IQVIA for evaluating median time to reimbursement) for UCB products expected during the relevant year of scope (as identified using the industry "TTA benchmarks") which have not exceeded the relevant median time to reimbursement. These industry "TTA benchmarks" measure the median time (days) between market authorization and reimbursement listing for a product, separately for each country, and are updated annually by IQVIA for UCB.

2 Access Coverage Performance Index is based on the total number of reimbursement listings achieved for any product/indication in any country in the reporting year, divided by total number of products/indications in any country that have or will have market authorization in that year.

55%

Earlier positive decisions on reimbursement than industry benchmark[1]

82%

Access coverage achieved for UCB medicines[2]

Advancing health equity

Players across the health ecosystem and beyond have a shared responsibility to address health inequities rooted in socio-economic determinants. For UCB, this journey started years ago. However, we recognize that broadening our impact requires being more intentional in understanding and breaking down barriers to health equity to reach more underserved populations with specific interventions and partnerships, grounded in our therapeutic areas.

We are working to develop a consistent approach across the value chain and equipping ourselves with capabilities to identify socio-economic determinants of health (SDOH) in specific patient populations, their underlying causes and their effects. In 2024, UCB committed to developing a new long-term and integrated health equity approach as a next step in our efforts to bring medicines to those who need them. Over time, the aim is to better understand those SDOH on which we can have an impact and anchor intentional health equity principles into how we operate, from candidate selection to commercialization and delivery, with metrics to measure our impact. This is even more crucial as inequalities are rising across and within countries and health inequities have been identified in our therapeutic areas of focus.

We aim to develop and deliver medicines in the most environmentally sustainable way possible. To live up to our goals, we have set bold targets to reach net-zero carbon emissions (including those of our suppliers) and reduce waste and water consumption through our operations. We also work with our suppliers to support their shift towards a low-carbon economy: we aim to reach 80% (by emissions) of our suppliers having science-based targets by 2028 and reduce by 90% all emissions by 2045.

-33%
of CO_2e released[1]

68%
of our suppliers, by emissions, with CO_2e target aligned with SBTi[2]

Partnering for more

As part of our environmental sustainability activities, we build partnerships within and outside our industry to extend our impact beyond what we can achieve alone.

We partner across our operations and participate in industry programs to support value chain decarbonization and reduce our overall environmental footprint. This includes engagement with our partners in the Pharmaceutical Supply Chain Initiative (PSCI), the Activate program and the Energize program.

We also collaborate with the American Chemical Society Green Chemistry Institute Pharmaceutical Roundtable (ACS GCI PR) and BioPhorum. We assess the impact of our laboratories with My Green Lab initiative and explore solutions for the end-of-life of our medicines with CiPPA. In addition, we participate in the Sustainable Healthcare Coalition joining forces with like-minded organizations to drive collective progress and create a more sustainable future for healthcare.

1 This excludes emissions from Scope 3 Category 1, compared to our 2019 baseline in absolute numbers.

2 Science Based Targets initiative or similar initiatives.

3 Scope 1 in targets includes all emissions from UCB facilities and car fleet; heat, ventilation and cooling that UCB needs for its activities and operations (in UCB manufacturing, owned sites and labs). Scope 2 in targets includes electricity consumption (UCB manufacturing, owned sites and labs). Scope 3 in targets includes all suppliers' emissions including purchased raw materials and products and services; UCB leased offices worldwide; transportation and distribution; business travel; employee commuting; waste production; end-of-life treatment of solutions.

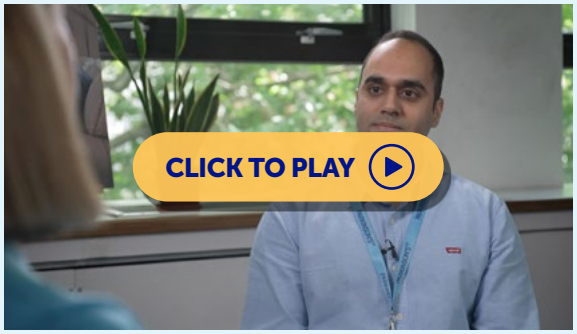
SBTi validation of UCB's net-zero targets

Set in line with climate science, UCB's net-zero target to reduce absolute Scope 1, 2 and 3 emissions[3] by 90% by 2045 (from a 2019 base year) and neutralize remaining CO_2e emissions was formally validated by the Science Based Targets initiative (SBTi) in November 2024. This ambitious step forward accelerates our contribution to a low carbon economy through reducing carbon emissions and makes UCB one of only 32 biopharmaceutical/life sector companies to have SBTi-validated CO_2e net-zero targets.

This will be achieved through our net-zero plan that starts at the creation of each of our medicines, investing in more renewable energy options across our sites and distribution chains, actively working with suppliers that uphold their own science-based targets for carbon emissions (and supporting others to set targets), and advocating for change and building partnerships.

Our ambition is that creating value with people living with severe diseases should be the norm in healthcare, because patients and caregivers are the true experts in living with a chronic condition. We ensure a continuous dialogue and consistent and systematic engagement with patients, their caregivers and healthcare professionals to understand their needs, preferences and priorities. Through leveraging patient engagement initiatives and all available patient experience data, we can ensure that stronger and more relevant insights from those living with diseases inform our decision-making, helping researchers and the wider community to co-create solutions end-to-end along the value chain. This starts from the earliest stages of R&D, to accelerate our progress towards transformative treatments that result in stronger outcomes.

Patient Engagement Council for Parkinson's Research

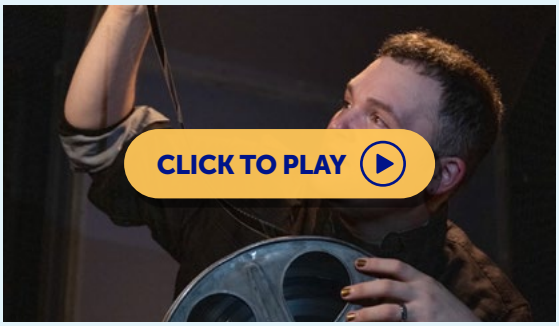


UCB's Patient Engagement Council for Parkinson's Research (PECPR) was set up in partnership with the Parkinson's Foundation, Parkinson's UK and patients to ensure consistent involvement of those living with Parkinson's in early research and clinical development. The PECPR aims to improve patient outcomes by working together strategically to co-create patient-centric R&D approaches, increase patient involvement in the earliest stages of decision-making, and better connect patients with the international Parkinson's research community.

Outputs include working ***with*** patients to ensure their voice informs the Target Product Profile (TPP), a plan that ensures that clinical research and treatment for Parkinson's are designed in a way that is inclusive of everyone's needs, and working with the patient community to enhance understanding about potential innovative treatments approaches aiming at modifying rather than treating the disease. The more holistic approach of the PECPR has helped UCB look at key R&D topics through a long-term lens, ensuring the projects and priorities UCB invests in are fast-tracked to bring the most benefit to people living with Parkinson's, while also sharing the outputs with the wider Parkinson's research and development community.

In recognition of these efforts, in 2024, the PECPR won a 'Made with Patients' Award from Patient Engagement for Medicine Development (PFMD). Hosted by PFMD, this award recognizes outstanding contributions across medicine development, MedTech, digital health sectors and more.

Raising awareness for hidradenitis suppurativa



For those living with hidradenitis suppurativa (HS), the average time to diagnosis is seven years[1] after symptom onset, hindered by a lack of understanding of what it truly means to live with HS. For these reasons, we aim to increase awareness of HS to support those living with the condition and foster a broader understanding of its impact. We hope to improve understanding, encourage conversations for better patient care, and empower individuals to explore treatment options that enhance their quality of life.

This led us to create a disease awareness campaign that truly represents the reality of living with HS. Through real patient insights, we developed impactful images, in collaboration with a global patient panel, testing visuals and messaging with over 150 HS patients to refine the campaign.

Building on this initial campaign, we created The Unbearable Home, a model house illustrating the everyday challenges of a person living with HS by showing how basic comforts – such as relaxing on a chair or getting good sleep – are often out of reach. Alongside raising awareness, we aim to create a sense of solidarity, helping people feel heard and take proactive steps toward managing their condition.

1 Willems et al. Patient. 2022;15:207–18 ; Ingram et al. Br J Dermatol. 2020;183:990–8 ; Barmatz et al. Dermatology. 2022;238:772–84.

We believe that all people deserve respect and dignity and that the workplace should be a safe, collaborative, respectful, equitable and inclusive environment, where everyone is encouraged and supported to grow, learn, and achieve their highest potential. Only colleagues who are happy, safe and healthy are able to deliver their best and push the boundaries with thoughtful intent to discover and provide essential treatments to people with severe diseases. We have established learning and growth programs to continually support the development of our employees and measure progress through our Health, Safety and Wellbeing (HSWB) index. We believe that all injuries and dangerous incidents are preventable, and aim to ensure our employees are happy, healthy and able to thrive at work.

We embrace diversity in all forms and inspire a culture of inclusion by promoting equal and equitable opportunities for all employees. This creates a respectful environment helping to fuel our growth and innovation. We relish the richness that comes with diversity: we are strengthened by the different perspectives, thoughts, talents, backgrounds and experiences of all our colleagues in our journey to create value for patients, now and into the future. Although we have made strides in this area, we continuously strive for progress, acknowledging the journey to systemic change. Our global diversity, equity and inclusion initiatives ensure these principles are woven into the fabric of our company in a legally compliant manner. This encompasses inclusive recruitment and performance management policies, pay equity and reward schemes as well as an active network of employee communities – all of which are measured against aspirational goals on inclusion and gender representation each year.

Inclusive recruitment processes

UCB has introduced updates to its recruitment process for internal and external candidates, reflecting ongoing legally compliant efforts to foster a more inclusive and representative workforce. Developed with input from a cross-functional team, these enhancements aim to increase transparency, promote equal and equitable opportunities and strengthen our efforts to recruit and attract a broad spectrum of talent with diverse experiences, perspectives and backgrounds.

The updated approach includes a longer minimum posting period for U.S. roles, to help ensure internal talents are aware of new opportunities and to invite those with different experiences and perspectives to be considered. We have also created more structured interviewer training so that all candidates feel the inclusive culture that is UCB. Our recruitment efforts are also supported by our employee resource groups (which are open to all) as well as other external partnerships and resources.

These changes align with insights from our 2022 Inclusion Survey and industry benchmarks, underscoring the importance of hiring practices that promote equal and equitable opportunity for all. Evolving the hiring process is just one way UCB seeks to better represent the communities and patients it serves and create a more inclusive environment for all.

Nurturing the wellbeing of our teams

At UCB, supporting the health and energy of our people is essential to delivering on our patient-centric mission. This year, our global wellbeing program focused on practical tools to help employees build resilience and adopt healthier lifestyles. Through sessions on topics like nutritional chronobiology, movement, and mental health, we offered resources across all time zones and locations – joined by over 1,200 employees. Whether virtual or in-person, these sessions emphasized inclusivity, accessibility and actionable insights, fostering a culture of wellbeing that extends beyond the workplace and helps our teams to thrive as we continue to deliver value to patients worldwide.

Our vision has always been one of long-term value and sustainable growth, grounded in upholding the highest standards of ethical business practices. We live our ethical principles of trust, integrity, care, transparency and accountability to strive and pledge full respect to all our stakeholders. By upholding all applicable laws and regulatory requirements, we ensure that we are compliant and ethical and protect the communities, patients and colleagues we work with.

Our ambition to be a leader in innovative patient solutions – coupled with the rapid evolution of emerging technologies, complexity of stakeholder expectations and the environment in which we work and live – demands an agile and informed approach to ethics and compliance. Our UCB Code of Conduct provides the principles and commitments every employee must consider in our decisions and actions, and those of our external partners.

Leading through ethics

Ethical leadership is essential not only for sustainable performance but also for building trust with patients, partners, and the communities we serve. UCB's 'Leading Through Ethics' strategy builds on our longstanding commitment to ethics and business integrity by equipping leaders with the skills, tools and support needed to navigate today's complex decision-making landscape. The initiative aims to enable managers at all levels to lead by example, with ethical considerations at the forefront of every decision.

Core elements include integrating ethical decision-making scenarios into leadership learning programs, developing enablers that foster a culture of ethical awareness and launching communication campaigns to elevate ethical consciousness across the organization. These efforts are designed to align with UCB's broader vision of becoming a responsible and forward-looking healthcare leader and an employer and partner of choice, while staying true to our values and delivering maximum impact for patients.

Each year, UCB is on a continuous journey to improve sustainable performance and have a positive impact on health and society, while managing risks and opportunities regarding environmental, social and governance topics and being transparent in the manner we communicate with our stakeholders. We choose to actively interact with ESG rating organizations that align with our priority areas for societal impact and produce relevant reports that our stakeholders can use to make key decisions. We are working on making relevant, accurate and reliable ESG data from UCB publicly available. In 2024, our ESG ratings from both Sustainalytics and ISS ESG have improved respectively to 13.7 and B-, helping UCB to rank among the top 10% of pharmaceutical companies worldwide on these organizations' assessment.

Looking holistically at environmental, social and governance dimensions, these ratings reflect our progress towards advancing sustainable impact for a healthier future.

Detailed information on UCB's 2024 performance in all sustainability focus areas, including our policies, targets, and progress on material topics, can be found throughout the Sustainability Statement.

SUSTAINABILITY STATEMENT →

ESG ratings

Sustainalytics rating: **13.7** (2023: 17.3)

MSCI rating: **AA** (2023: AA)

ISS ESG rating: **B-** (2023: C+)

CDP rating:
Water Security: **A-** *(2023: B)*
Climate Change: **A-** *(2023: A-)*

Progress in our countries in 2024

U.S.: Epilepsy awareness musical *'It's All Your Fault, Tyler Price!'*

UCB U.S. is the executive sponsor of the world premiere of '*It's All Your Fault, Tyler Price!*', a musical that explores the challenges faced by families living with Lennox-Gastaut Syndrome (LGS). This collaboration is part of our ongoing efforts to explore innovative ways of raising awareness about epilepsy and reducing stigma. In 2023, UCB began working with writer and director Miles Levin on his short film '*Under The Lights*', marking the company's first step into using the arts as a platform for discussing epilepsy. By supporting '*It's All Your Fault, Tyler Price!*', UCB continues its commitment to creating spaces for conversations that challenge perceptions and help broaden the impact of epilepsy awareness.

Spain: Forética: Integrating deeper ESG commitments

In October 2024, UCB Iberia became a Promoting Partner of Forética, the representative of the World Business Council for Sustainable Development (WBCSD) in Spain. UCB Iberia will contribute to promoting sustainability at the highest level as a member of the Spanish Business Council for Sustainable Development, composed of the Presidents and CEOs of major Spanish companies, to continue advancing our commitment to embedding responsible environmental, social and governance (ESG) principles in all we do. UCB Iberia will also lead Forética's Sustainability in Health Sector working group. The objective is to work together with other companies and organizations to drive the transformation of this sector towards a more sustainable, resilient and accessible model.

U.K.: Empowering women in STEM

Through the 'Empowered Females in STEM' program with UpskillMe, UCB U.K. provides a free, immersive, six-month blended mentoring program designed to educate, inspire and empower 16 and 17-year-old female students. Each participant is paired with a female scientist based in UCB's Research and Development hub in Slough, and supported through mentoring sessions and masterclasses to build their skills and confidence to thrive in STEM fields (science, technology, engineering and mathematics). Since starting the program, UCB has helped to prepare more than 350 students for the world of work. By investing in the next generation, we aim to contribute to a more diverse and inclusive workforce, where everyone has the opportunity to succeed in STEM.

France: Inspiring collaborative action in healthcare

UCB participated in ChangeNOW, one of the world's largest events to inspire collaborative action toward a healthier, more sustainable future. Our CEO Jean-Christophe Tellier joined the "Health for All" panel, discussing health inequalities, the link between environmental challenges and health, and the need for equitable access to medicines. UCB supported a pitch session for digital health start-ups, and colleagues also took part in a learning expedition, meeting exhibitors on ecology, change management, and healthcare access.

Italy: Enhancing patient involvement

UCB Italy deepened our commitment to patient engagement through events with national patient organizations, such as ANMAR, APMARR, and Passion People, to better understand unmet needs in conditions like psoriatic arthritis and hidradenitis suppurativa. We collaborated with patient groups to co-create educational materials and advocate for awareness through initiatives like the Rheuma Care Academy and disease campaigns such as *Metti la Psoriasi Fuori Gioco*. We also engaged in broader efforts like the Patient Advocacy Lab, contributing to discussions on integrating patient perspectives into Health Technology Assessments in Italy. Additionally, UCB Italy initiated several Patient Engagement projects for Myasthenia Gravis (gMG) and Developmental Epileptic Encephalopathies (DEE), such as the "DEE Strategy" initiative, dedicated round tables and forums. Through these projects, we aim to connect patients, decision-makers, and the scientific community to advance meaningful patient-centered solutions.

Germany: Advancing diversity, equity and inclusion

UCB Germany's Diversity, Equity and Inclusion council works to implement global diversity, equity and inclusion objectives locally, next to their full-time jobs. The council's main focus in 2024 included efforts to broaden UCB's candidate pool and to promote employee belonging, through projects such as leadership coaching, focus groups on the individual significance of 'belonging' and collaboration with an organization that promotes hiring people with disabilities. Additionally, awareness days were organized such as the German Diversity Day, the German Day of People with Disabilities as well as participation at Cologne Pride.

Switzerland: Advancing equal opportunity in recruitment

UCB Switzerland's EQUAL-SALARY re-certification underscores our dedication to provide equal and equitable opportunities and pay for men and women, affirming that our processes are equitable. This milestone was made possible through rigorous external audits examining our policies, practices and employee experiences at key stages of the talent lifecycle. Achieving this certification is not the end: regular follow-up audits will ensure we remain accountable and further strengthen the inclusivity of our recruitment and talent practices.

UCB's performance in 2024

UCB's performance in 2024

UCB's success is underpinned by a holistic approach that takes a long-term, integrated view of how we will bring positive impact for people living with severe diseases, our colleagues and communities, our shareholders and the planet.

This is reflected in the way we measure our performance, including how we drive sustainable growth and create value for shareholders (financial performance), as well as for patients and employees while minimizing our impact on the planet (extra-financial performance) – as shown in the table below:

	2023	2024
Financial Performance		
Value for Shareholders		
Revenue (€ million)	5,252	**6,152**
Adjusted EBITDA/revenue ratio	25.7%	**24.0%**
R&D expense/revenue ratio	31%	**29%**
Core earnings per share (€)	4.20	**4.98**
Dividend per share (€)	1.36	**1.39**
Extra-financial Performance		
Value for Patients		
# Molecules in clinical development[1]	10	**9**
Access Coverage Performance Index	68%	**82%**
Time to Access Index	50%	**55%**
Value for People		
Health, Safety and Wellbeing Index	81.5%	**64.1%**
% Gender representation at executive level (women/men)	38%/62%	**41% /59%**
Inclusion index	70.3%	**70.75%**
Value for Planet[2]		
Absolute reduction in Scope 1, 2 and 3 (except scope 3 category 1) CO_2e emissions[2]		**33%**
% of suppliers (by CO_2e emissions) committed to science based targets		**68%**
Absolute reduction in water withdrawal		**19.8%[4]**

The financial and extra-financial data are reported for the period January 1 – December 31, 2024. In the case of Access to Medicines data, the reporting period is from October 1, 2023 to September 30, 2024.

Financial data is reported semi-annually, and extra-financial data is reported annually. This Integrated Annual Report was published on February 27, 2025.

1 This number includes assets that have progressed to phase 1 and beyond.

2 Performance indicators for 'Value for Planet' cannot be compared, in absolute numbers and in percentages, between 2023 and 2024 figures, due to changes in scope and baseline year (2015 for 2023, 2019 for 2024). For this reason, data for 2023 are missing in this table. These changes are linked with UCB's climate target validation by the Science Based Targets initiative. More information can be found in the Sustainability Statement's sections dedicated to CO_2e emissions and water.

Key highlights

Financial performance

Financial performance is vital to ensure we have the resources to continue investing in innovation and fueling our growth – delivering long-lasting value to people living with neurological and immunological diseases. In 2024, revenue showed a growth by 17% up to € 6,152 million, a plus of 19% at constant exchange rates (CER) – and exceeding the € 6 billion mark ahead of target. Net sales increased to € 5,613 million, a plus of 15% (+17% CER). This growth was driven by the strong, triple- and double-digit growth performance of UCB's growth drivers: BIMZELX®, EVENITY®, FINTEPLA®, RYSTIGGO® and ZILBRYSQ® as well as the solid performance from CIMZIA® and the strong contribution from BRIVIACT®, reaching its peak sales target of "at least € 600 million" well ahead of the 2026 target. Other revenue reached € 461 million, benefiting from the sale of rights to two established brands.

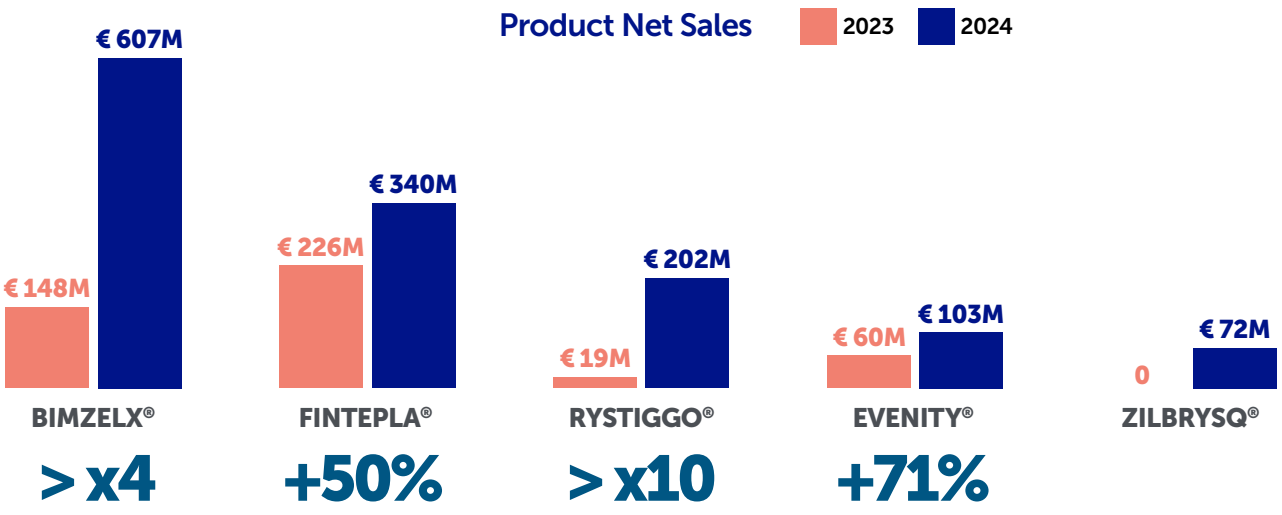
Adjusted EBITDA (Earnings before Interest, Taxes, Depreciation and amortization charges) increased to € 1,476 million (+9%; +18% CER), reflecting double-digit revenue growth and higher operating expenses due to significantly higher marketing and selling expenses driven by the global launch activities for UCB's five growth drivers. The adjusted EBITDA ratio for 2024 (in % of revenue) reached 24.0%, after 25.7% in 2023.

Core earnings per share reached € 4.98 after € 4.20 in 2023 based on an average of 190 million shares outstanding.

Financial guidance 2025

The year 2025 will be marked by ongoing global launches and in-market performance of the five growth drivers BIMZELX®, RYSTIGGO®, ZILBRYSQ®, FINTEPLA® and EVENITY®. UCB is aiming for an increase of revenues to the range of € 6.5 - € 6.7 billion representing a year over year like-for-like significant increase over 2024, considering the portfolio evolution in 2024.

UCB will continue to invest behind launches around the globe to offer potential new solutions for people living with severe diseases and remains committed to invest into research and development advancing its early- and late-stage development pipeline. At the same time, UCB will continue to be cost disciplined and, as in the past, to actively manage the tail of its portfolio. Underlying profitability, adjusted EBITDA, is expected to reach 30% of revenue. Core earnings per share are expected in the range of € 6.80 - 7.40 per share – based on an average of 190 million shares outstanding.



More details on UCB's financial performance can be found in the Financials "Business Performance Review".

FINANCIALS

Extra-financial performance

Extra-financial performance indicators provide a snapshot of how we work towards a healthier future – one where we strive to improve equitable access to our medicines for all patients who need them, where we make our processes and medicines more environmentally sustainable and where our organization supports employees' wellbeing and reflects the diversity of our communities.

Extra-financial performance indicators have been identified to assess, measure and report the key impact of our activities on society and the planet and relate to our material topics, as identified in the latest materiality assessment exercise.

UCB has continued to innovate to discover new solutions for people with severe immunological and neurological diseases, reflected in a clinical development pipeline with 9 molecules.

In 2024, we made significant strides in improving access to our medicines across various geographies. Our Access Coverage Performance index reached 82%, marking a 14% increase compared to last year. Additionally, more than half of the reimbursements were obtained ahead of the industry benchmark, as our Time to Access Index reached 55%, a 5% increase since last year.

In 2024, we have also retained and in some cases enhanced the availability of our medicines in several low- and medium-income countries (LMIC).

Looking at how we created value for employees, we have continued our journey to being an inclusive organization, putting the wellbeing of employees at the center of our programs. This is reflected in our results for 2024, despite a low performance in safety, due to an increase in work accidents with lost time, although the severity of these accidents has decreased versus past years.

At the same time, we advanced our efforts to reduce CO_2e emissions while obtaining SBTi validation for our ambitious net-zero targets.

This strong performance has been recognized by ESG ratings, with Sustainalytics ranking UCB number 1 in the biotechnology sector, ISS ESG rating raising to B- and CDP awarding us an A- score for both climate and water security.

In 2025 we are committed to progress on financial, environmental and social dimensions and remain leaders in terms of ESG ratings.

Commercialized by UCB or third-party distributors

BIMZELX®
35 countries including **3 LMIC**

BRIVIACT®
42 countries including **4 LMIC**

CIMZIA®
56 countries including **13 LMIC**

EVENITY®
28 countries including **2 LMIC**

FINTEPLA®
35 countries including **2 LMIC**

KEPPRA®
48 countries including **12 LMIC**

VIMPAT®
53 countries including **11 LMIC**

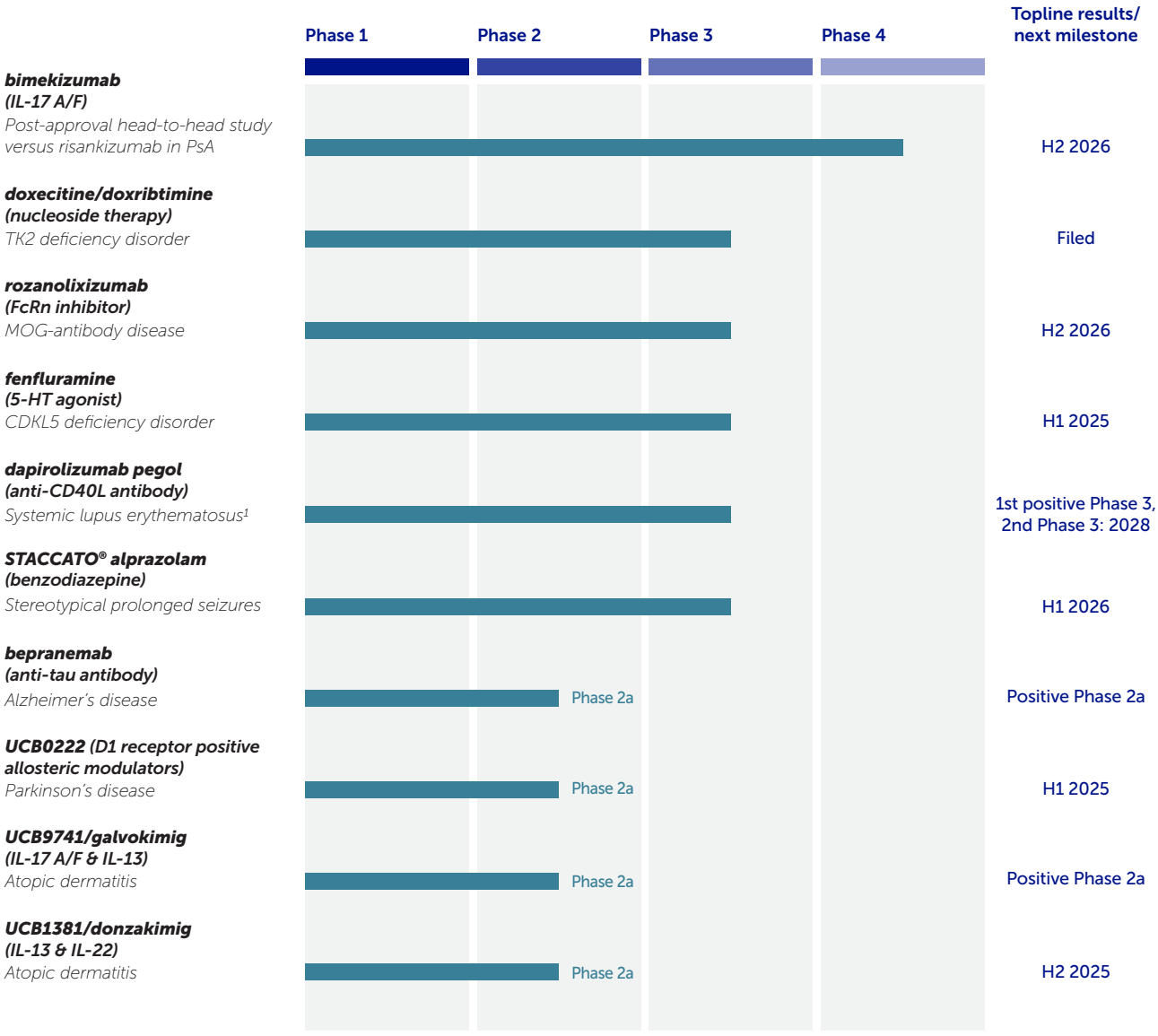
More information on how UCB drives sustainable performance and our targets for 2025 is available in the Sustainability Statement.

SUSTAINABILITY STATEMENT →

Clinical pipeline update

UCB continuously innovates and strives to find new ways to deliver solutions to people living with severe immunological and neurological diseases, reflected in a clinical development pipeline that now encompasses one phase 4 (post-approval) asset, one asset under regulatory review, four phase 3 projects and four phase 2 projects.

The updated timelines for UCB's clinical development program, also reflecting regulatory updates and pipeline progress since January 1, 2024, up to the publication date of this report, are shown below.



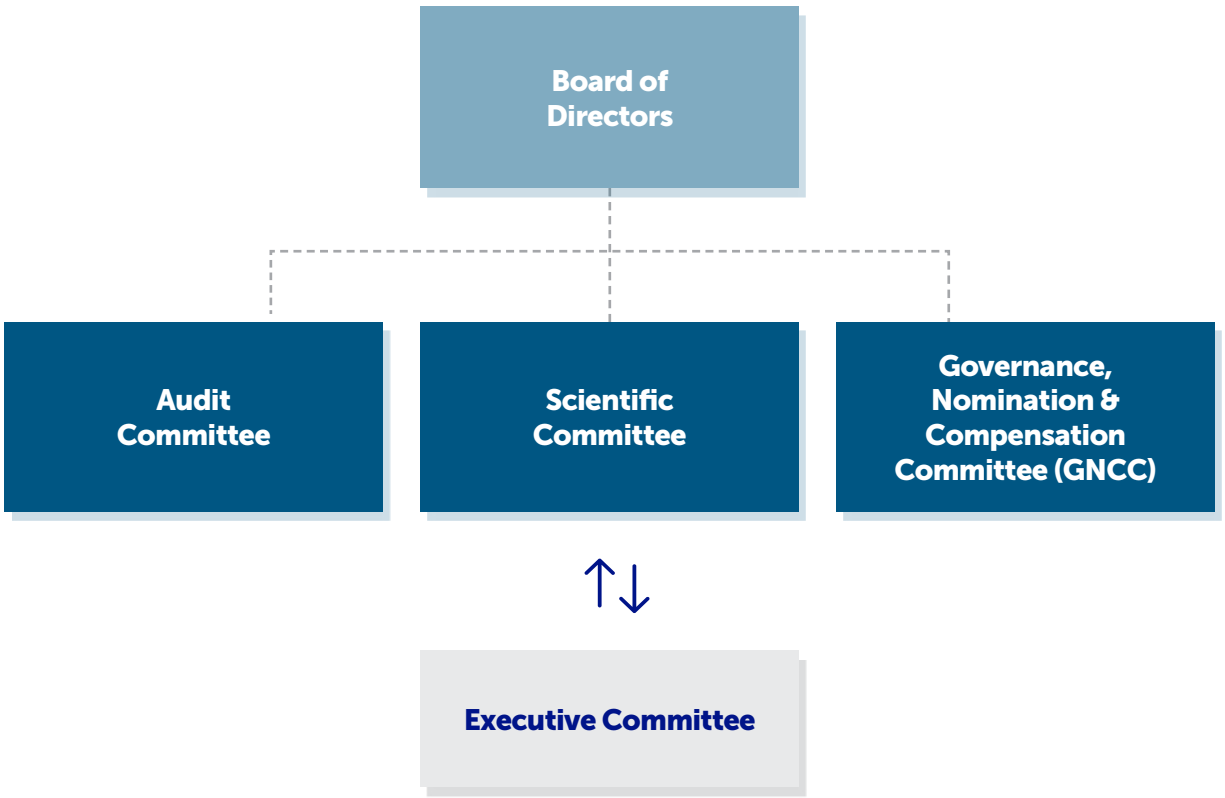
1 In partnership with Biogen

UCB's management

Board of Directors

UCB operates under a one-tier governance model, where the company is administered by a Board of Directors and run by an Executive Committee[1].

Three Board-level committees specialize in specific areas, encompassing the Audit Committee, Scientific Committee, and Governance, Nomination, and Compensation Committee. Sustainability is a strategy matter for the full Board and, for this reason, no specific sustainability committee has been created. More information about the governance at UCB is available in UCB Corporate Governance Charter and in the Corporate Governance Statement.



UCB'S CORPORATE GOVERNANCE CHARTER

CORPORATE GOVERNANCE STATEMENT

1 The Board assesses its governance structure at least once every five years, with the most recent review conducted in October 2019.

Board of Directors

At December 31, 2024, UCB's Board of Directors was composed of 14 members, of whom 10 were independent directors.

Jonathan Peacock

Independent Director
Chair of the Board
Nationality: British/American
b. 1958

UCB Board mandate:
First appointed in 2021. End of term in 2025.

Experience:
More than 30 years' pharmaceutical, biotechnology, corporate finance and strategy experience including global CFO roles at Amgen and Novartis Pharma, Board leadership in building young biotechnology companies and leadership roles in corporate finance and strategy as a partner at McKinsey and Price Waterhouse.

Main external appointments
- Chairman of the Board of Directors of Avantor Inc*
- Chairman of the Board of Directors of Bluesphere Bio, Inc.
- Board member of Real Chemistry

Jean-Christophe Tellier

Executive Director and CEO
Nationality: French
b. 1959

UCB Board mandate:
First appointed in 2014. End of term in 2026.

Experience:
Over 35 years in the pharmaceutical sector, with Ipsen and Novartis where he held several senior executive positions in different parts of the world.

Main external appointments
- Member of BCR (Biopharmaceutical CEOs Roundtable)
- Member of the Board of the European Federation of Pharmaceutical Associations (EFPIA)
- Member of the Board of PhRMA (Pharmaceutical Research and Manufacturers of America)
- Member of the Supervisory Board of Servier
- Member of the Board at Brain & Mind (representative of UCB France)

Charles-Antoine Janssen

Director
Vice-chair of the Board
Member of the GNCC
Nationality: Belgian
b. 1971

UCB Board mandate:
First appointed in 2012. End of term in 2028.

Experience:
Over 20 years in operations, M&A and BD, including UCB where he held several management positions. Now managing private equity and impact investing activities.

Main external appointments
- Member of the Board of Financière de Tubize SA*
- Managing Partner of HealthQuad
- Managing Partner of HealthKois
- Partner of Impact Expansion
- Board member of private companies

Jan Berger

Independent Director
Nationality: American
b. 1957

UCB Board mandate:
First appointed in 2019. End of term in 2027.

Experience:
Over 30 years as a tri-sector healthcare executive that has proven results as a senior executive in the three sectors of private, public and government services.

Main external appointments
- Member of the Board of Aitia
- Member of the Board of BC Platforms (privately held)

Mandates of the Board members in listed company are marked with an *

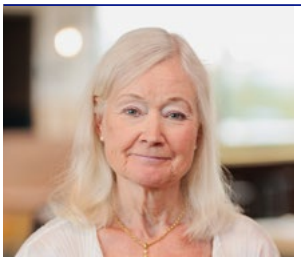
Maëlys Castella

Independent Director
Member of the Audit Committee
Nationality: French
b. 1966

UCB Board mandate:
First appointed in 2023. End of term in 2027.

Experience:
Over 30 years of experience as a senior executive in finance, strategy and marketing for B2B and B2C industrial companies (Akzonobel, Air Liquide,Total). Certified Executive Coach.

Main external appointments
- Board member and Chair of the Audit Committee of BIC*
- Board member and Chair of the Audit Committee of C&A
- Board member and Chair of Audit Committee of Arxada
- Director of Aminona Consulting



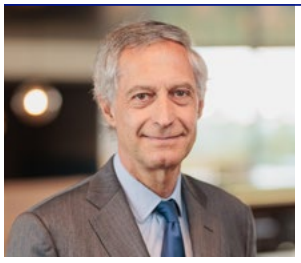
Kay Davies

Independent Director
Member of the Scientific Committee
Chair of the GNCC
Nationality: British
b. 1951

UCB Board mandate:
First appointed in 2014. End of term in 2026.

Experience:
Over 20 years in scientific research at Oxford University.

Main external appointments
- Member of the Board of Directors of Oxford Biomedica*
- Member of the Scientific Advisory Board of Sarepta Therapeutics
- Non-executive Director of Thomas White Limited



Pierre Gurdjian

Independent Director
Member of the GNCC
Nationality: Belgian
b. 1961

UCB Board mandate:
First appointed in 2016. End of term in 2028.

Experience:
- Senior Partner at McKinsey and Co. where he was active for nearly three decades and senior professional in the field of philanthropy and education
- Chairman of the Board of Directors Université libre de Bruxelles (2016 - 2023)

Main external appointments
- Member of the Board of Lhoist
- Member of the Board of Solvay*

Susan Gasser

Independent Director
Member of the Scientific Committee
Nationality: Swiss
b. 1955

UCB Board mandate:
First appointed in 2021. End of term in 2025.

Experience:
- Director of the Friedrich Miescher Institute for Biomedical Research, part of the Novartis Research Foundation (2004 - 2019)
- Board of Directors of the Genomics Institute of the Novartis Foundation (2014 - 2018)
- University professorships (2001-present)
- Nestlé Nutrition Council (Intl scientific board) (2008 - 2018)

Main external appointments
- Director of the ISREC Foundation, Lausanne, Switzerland since 2021
- Member, Swiss Wissenschaftsrat (Swiss Science Council, SSC), Bern, Switzerland since 2016
- Member, ETH Board (Governing Board of the ETH Domain), Switzerland since 2018
- Chair, Strategic Board of the Helmholtz Society Health Program, Germany 2019-2027
- Scientific advisor, VI Partners AG*, Switzerland since 2021

Mandates of the Board members in listed company are marked with an *

Board of Directors

Cyril Janssen

Director

Nationality: Belgian

b. 1971

UCB Board mandate:
First appointed in 2015. End of term in 2027.

Experience:
Seasoned investor with over 25 years of experience in long-term family businesses, listed equity markets, venture capital and private equity.

- Board member in several listed and privately-owned companies.
- Strong focus on ESG topics, notably on governance and human health & wellbeing.

Main external appointments

- Member of the Board of Financière de Tubize SA*
- Member of the Board of FEJ SRL
- Member of the Board of several family-owned companies

Cédric van Rijckevorsel

Director

Member of the Audit Committee

Nationality: Belgian

b. 1970

UCB Board mandate:
First appointed in 2014. Member of the Audit Committee since 2024. End of term in 2026.

Experience:
Over 20 years in the banking and financial sector, primarily in Investment Management, he has built a global network of global investors and key opinion leaders in digitalization, health tech, smart city technologies, blockchain, and climate-related technologies.

Main external appointments

- Member of the Board of Financière de Tubize SA*
- Member of the Board of Barnfin SA
- Managing and Founding Partner of AlgoScient Sàrl
- Independent Director of Apricus Finance (Switzerland)

Ulf Wiinberg

Independent Director

Member of the GNCC

Nationality: Danish/ Swedish/American

b. 1958

UCB Board mandate:
First appointed in 2016. End of term in 2028.

Experience:
Almost 20 years of senior leadership experience in pharmaceutical companies and healthcare industry associations.

Main external appointments

- Member of the Board of Alfa Laval AB*
- Member of the Board of Mink Therapeutics*

Nefertiti Greene

Independent Director

Member of the GNCC

Nationality: American

b. 1971

UCB Board mandate:
First appointed in 2024. End of term in 2028.

Experience:
30 years of health industry experience, spanning the pharmaceutical, medical technology and animal health sectors.

- Head of Enterprise Strategy and Chief of Staff to CEO at Johnson & Johnson (2021-2022)
- President of General Surgery at U.S. and Global Wound Closure Ethicon (2016-2021)
- President of Infectious Disease and Vaccine (IDV) at Janssen U.S. (2014-2016)

Main external appointments

- Global President of Mars Veterinary Health at Mars Petcare (Mars Inc., 2022-present)
- Member of the Board of Trustees; Member of Audit, Compliance and Risk, Quality and Finance Committees, Children's Hospital of Philadelphia (CHOP)
- Member of the Executive Leadership Council (ELC)

Mandates of the Board members in listed company are marked with an *

Dolca Thomas

Independent Director
Member of the Scientific Committee

Nationality: American

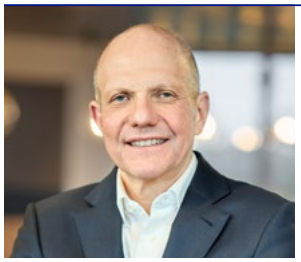
b. 1970

UCB Board mandate:
First appointed in 2024. End of term in 2028.

Experience:
Senior executive physician with over 20 years of medical, drug development and operations experience in healthcare and biotechnology industries. Formal clinical training in internal medicine, nephrology, transplant medicine and immunology.

Main external appointments

- CEO and Board member for Neolaia
- Board member of Allakos Inc*
- Board member of Ventus Therapeutics. Chair of R and D committee
- Scientific Advisor of AnaptysBio*
- Senior Advisor at Samsara Biocapital



Rodolfo Savitzky

Independent Director
Chair of the Audit Committee

Nationality: Mexican/Swiss

b. 1962

UCB Board mandate:
First appointed in 2016. End of term in 2028.

Experience:
More than 30 years of experience across pharmaceutical, consumer goods and IT services, including Group CFO roles at Lonza and SoftwareOne. Board leadership in recently IPOed and in PE-backed companies. Diverse finance roles of increasing responsibility at Novartis and P&G.

Main external appointments

- Member of the Executive Board of SoftwareOne*
- Member of the Board of Directors and the Audit Committee of EUROAPI S.A.*

Executive Committee

At December 31, 2024, UCB's Executive Committee was composed as follows:

Jean-Christophe Tellier

CEO and Chairman of Executive Committee

Nationality: French

b. 1959

Joined UCB in 2011. Appointed CEO in 2015.

Experience:

Over 35 years in the pharmaceutical sector, with Ipsen and Novartis where he held several senior executive positions in different parts of the world.

Main external appointments

- Member of BCR (Biopharmaceutical CEOs Roundtable)
- Member of the Board of the European Federation of Pharmaceutical Associations (EFPIA)
- Member of the Board of PhRMA (Pharmaceutical Research and Manufacturers of America)
- Member of the Supervisory Board of Servier
- Member of the Board at Brain & Mind (representative of UCB France)

Emmanuel Caeymaex

Executive Vice President Chief Commercial Officer

Nationality: Belgian

b. 1969

Joined UCB in 1994. Appointed in 2015.

Experience:

Over 30 years of broad experience in biopharmaceuticals commercialization, development and general management, across the world.

No external appointments

Sandrine Dufour

Executive Vice President Chief Financial Officer

Nationality: French

b. 1966

Joined UCB in 2020. Appointed in 2020.

Experience:

Over 30 years of experience in finance, M&A, strategy, digital transformation in telecom and media industries with senior executive positions at Vivendi, SFR and Proximus.

Main external appointments

- Member of the Board of WPP*

Fiona du Monceau

Executive Vice President Patient Evidence

Nationality: Belgian

b. 1978

Joined UCB in 2024. Appointed in 2024.

Experience:

Over 20 years of experience in the biotechnology, VC and pharmaceutical industry, leading teams and bringing new innovative medicines to patients, from research to commercialization across geographies.

No external appointments

Mandates of Executive Committee members in listed company are marked with an *

Jean-Luc Fleurial

Executive Vice President Chief Human Resources Officer

Nationality: French

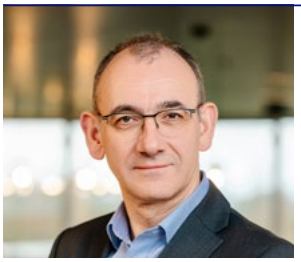
b. 1965

Joined UCB in 2017. Appointed in 2017.

Experience:

Over 25 years of experience in building and implementing talent strategy across geographies and businesses, in consumer goods with Procter & Gamble and in the pharmaceutical industry with Bristol Myers Squibb and UCB.

No external appointments



Alistair Henry

Executive Vice President & Chief Scientific Officer

Nationality: British

b. 1967

Joined UCB in 2004. Appointed in 2024.

Experience:

Biophysicist with more than 25 years' experience in drug discovery and technology development.

No external appointments

Kirsten Lund-Jurgensen

Executive Vice President Patient Supply

Nationality: German

b. 1959

Joined UCB in 2019. Appointed in 2019..

Experience:

Pharmacist with 37 years of experience in manufacturing and supply of biopharmaceuticals, with leadership roles at SmithKline Beecham in Germany, Australia and the U.S., and senior executive positions at Pfizer in the U.S.

No external appointments

Denelle Waynick Johnson

Executive Vice-President & General Counsel

Nationality: American

b. 1967

Joined UCB in 2023. Appointed in 2023.

Experience:

Over 30 years of experience, more than 20 of which are in the healthcare and life science sectors, including leadership roles at Schering-Plough, MyoKardia, and Saniona.

No external appointments

Risk management

Our approach to risk management is to enable teams throughout UCB to identify and assess key risks and establish plans for response. In keeping with standard risk management practices, we triage our risks between enterprise and operational risks based on specific thresholds across multiple levels.

Our top enterprise risks (see further below) are those escalated for deeper analysis and discussion as we deem these the most likely to require specific focus and attention in the years to come. Other enterprise and operational risks are also discussed regularly and managed throughout the organization, as they address both challenges intrinsic to our industry (such as IP protection, new launches, regulatory compliance) and those that impact across all industries (including climate crisis, trade war and tariffs, IT vendor reliance).

By analyzing potential risk exposure (both positive and negative) of all risks in our global risk management register, informed decisions can be made to drive our strategy forward at all levels of the organization and deliver impact in an increasingly volatile, complex, fast-moving and ambiguous environment.

Addressing enterprise and emerging risks in our strategic planning

Our fully embedded risk management framework gives UCB's Board and Audit Committee the ability to evaluate and oversee how the company manages enterprise and emerging risks in line with our strategy, short- to long-term priorities and our core values. More information about the governance and oversight around risk management can be found in the Corporate Governance Statement.

The risks we face are evolving, thus our approach to management of risk is dynamic, allowing for new or changed risks to be assessed, and reassessed throughout the year. Our enterprise risk assessment process considers the likelihood and impact of risks, and both the time to act and time to impact. We assess risks across multiple dimensions such as potential financial loss, reputational damage and environmental, societal and governance impact.

We also continuously monitor emerging trends that could affect our ability to achieve our long-term strategic ambition. Emerging trends highlight risks (i.e., threats or opportunities) for which effects have not yet been substantially assessed in the enterprise. Their evolution is highly uncertain because it is rapid, nonlinear or both. We investigate these further before deciding if they need to be classified as enterprise risks and/or included within our company strategy.

Examples of key emerging trends identified in 2024 include ongoing geopolitical instability and polarization, trade wars and tariff retaliation, disruptions from generative AI and deepfakes, changing payers and society expectations on value delivery, increase of fake news and health misinformation.

Enabling effective risk management

We define enterprise risk plans that include a description of the risk, its context, and the actions required to respond to the risk. These risk management plans enable the Executive Committee and Board to assess the effectiveness of our risk management strategies.

Collective ability to manage risk is underpinned by access to a clear framework, tools, and support. Our centralized, digital global risk management system and an online resource center are available to all employees seeking risk management information and support.

Top enterprise risks in 2024

The overview below gives more details of our key enterprise risks:

Increasing public and private restrictions on pricing, reimbursement and access

Pharmaceutical pricing continues to be under scrutiny, with payers (both government and private) looking to reduce costs. Focus on patient access and financial sustainability, is increasing, potentially requiring pharmaceutical companies to adjust pricing strategies and explore cost-cutting innovations. Increasing competition adds to the challenge.

Impact

- Could impact affordability for patients.
- Sales, profits and market position could be adversely impacted.

Response

- Continued investment in differentiated innovations, value-based pricing, and early external engagement with payers.
- Country-level horizon scanning to anticipate trends and prioritize external engagement and internal planning.

Geopolitical risks and impact on UCB financial results

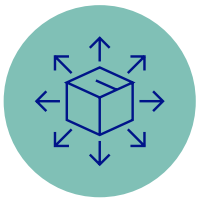
High levels of geopolitical uncertainty, breakdown in international collaboration, conflict contagion, natural disasters or disruptions related to climate change increase the risk of market disruption and regulatory fragmentation.

Impact

- Costs, profits and market position could be adversely impacted.

Response

- Task forces in place to promptly assess evolution of risks and take further action as appropriate.
- Increased measures in place to ensure agile response and optimize resilience.
- Strong focus on crisis management and business continuity.



Supply chain network resiliency

UCB's ability to supply the market depends in part on the availability of its critical suppliers. Disruptions at supplier/UCB level due to e.g., geopolitical instability, trade tariffs, macroeconomic volatility, extreme weather events or quality issues at UCB or its third parties may compromise the availability of products.

Impact

- Product shortages could have potential implications for patients.
- Sales, profits and market position could be adversely impacted.

Response

- Rapid risk/issue identification and management.
- Task forces in place to promptly assess evolution of risks and take further action as appropriate.
- Increased measures in place to monitor critical suppliers and optimize overall production capacity/remove bottlenecks in our supply chain.

Fast-evolving and increasingly stringent regulations

A surge in new regulations without repealing previous ones may cause increase in compliance costs and/or necessitate changes to business operations. Further, an increasingly nationalistic approach and divergence in regulations between geographies may alter the competitive landscape or increase the cost of business operations.

Impact

- Risk of compliance breaches could increase.
- Sales, profits and market position could be adversely impacted.

Response

- Country-level regulatory intelligence scanning in place to promptly assess evolution of regulation and take further action as appropriate.
- Increased measures in place to monitor and ensure compliance.

Cybersecurity

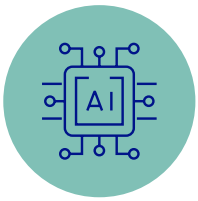
Cyberattacks on UCB or its third parties may lead to data breaches or disruption to IT systems, resulting in business disruption or breach of data confidentiality.

Impact

- Could limit our ability to produce and safeguard product quality.
- Patient or other stakeholders' privacy could be compromised.
- Could limit our ability to maintain operations or limit future business opportunities.
- Costs, profits and market position could be adversely impacted.

Response

- Multifaceted cybersecurity and data management strategy.
- Active programs for cyber-attack prevention, detection and response controls.
- Continuous monitoring and analytics, intrusion incident detection and response, security testing and user awareness training and campaigns.
- Established robust processes, procedures, and controls to continue to comply with the data privacy legislation.



Use of Artificial Intelligence (AI) or other emerging technologies

The integration of AI and other emerging technologies into various aspects of operations presents risks and opportunities. Developing, implementing and managing AI technology is complex, with challenges in achieving accuracy, efficiency and reliability. Furthermore, regulatory uncertainty may require significant resources to comply with existing and new laws.

Impact

- Failure to adopt and adapt quickly enough or in a compliant way could limit our ability to deliver on our strategic objectives and maintain operations.
- Could exacerbate risks related to regulation, litigation, compliance, ethics, confidentiality and data privacy.
- Costs, profits and market position could be adversely impacted.

Response

- Accelerated identification and roll out of AI and emerging technologies to optimize operations.
- Implementation of robust data management strategies and user awareness training.
- Active governance.

Changing societal and environmental conditions and requirements to maintain our license to operate

Our ability to achieve any stated environmental or social target is subject to numerous factors and conditions, many of which are outside our control. Increased regulatory scrutiny and attention from several stakeholder groups on climate change and social matters and the perception that we may fail to act in a socially responsible manner may result in adverse publicity and increased scrutiny from legislators and regulatory authorities.

Impact

- Could limit our ability to deliver innovative medicines to patients.
- Damage to reputation, brand and investor confidence.
- Potential exposure to enforcement actions and litigation.
- The quality and execution of our patient, planet, employee and other stakeholder objectives could be compromised.

Response

- Accelerated pathways for innovative therapies (particularly for conditions with high unmet medical needs).
- Health equity approach.
- Plan for transition to net-zero emissions.
- Energy management initiatives.
- Continued focus on business ethics and compliance.

Sustainability Statement

Sustainability Statement

UCB is committed to sustainable practices in all our business operations. The following Statement provides details of our sustainability reporting for the full year 2024, in alignment with European Sustainability Reporting Standards (ESRS) disclosure requirements on our material topics as defined in our double materiality assessment.

For this Integrated Annual Report relating to the year 2024, UCB's reporting obligations on non-financial information follow the rules of the Corporate Sustainability Reporting Directive (CSRD), as implemented in Belgian Law as well as the EU Taxonomy Regulation (Regulation 2020/852).

Where applicable, we will also refer in this report to other sustainability reporting standards that we are applying on a voluntary basis, such as the SASB (Sustainability Accounting Standards Board) reporting framework.

In addition, we support the recommendation of the Task Force on Climate-Related Financial Disclosures (TCFD) and the update of the metrics related to carbon emissions can be found in this report, while the full methodology for assessing risks and governance is part of our TCFD statement.

General Disclosures

Basis for preparation BP-1

The report indicates how UCB's operations respect and react to stakeholders' concerns and interests and primarily addresses investors' expectations, though the report is valuable to many different stakeholders. Assessing, measuring and reporting our activities' positive and negative impacts on society and the planet is a key aspect of UCB's engagement with stakeholders. The presentation of the 2024 report has been prepared considering the material topics from our materiality assessment concluded at the end of 2023, which guided UCB's sustainable performance efforts in 2024.

Specific circumstances BP-2

All data presented in this statement relate to the financial year of 2024, unless stated otherwise (such as for the access coverage performance index, time to access index and number of patients reached). We have taken the approach to not systematically report 2023 comparison data, as allowed in the first year of CSRD application, due to adjustments in methodology to comply with the ESRS, new metrics and changes of scope. The EU taxonomy KPIs methodology has been updated and 2023 data is restated. The social and governance-related disclosures' scope of consolidation is the same as for the financial statement, while for the environmental disclosures, the scope of consolidation can differ. For energy, water and waste metrics, the scope includes all manufacturing sites, laboratories, owned offices and all significant affiliates' offices. CO_2e emissions metrics such as car fleet (Scope 1), employee commuting and end-of-life treatment of sold products (Scope 3) are extrapolated to cover 100% of operations.

Overall, we have prioritized using data directly available in our systems. In the absence of direct data, we have used estimates which are generally outlined in the methodology for each specific metric. Metrics related to GHG emissions, energy consumption, water consumption and waste include estimations for UCB sites below 500 m^2. Metrics related to our GHG emissions linked to our own operations have a higher amount of primary data, while value chain GHG emissions (e.g., purchased goods and services) have a higher level of measurement uncertainty. This uncertainty stems from the calculation model using emission factors based on averages, aggregates or spend-based information. Complexity and uncertainty have also been assessed to be higher in the equitable access to medicines metrics, especially metrics developed by UCB (access coverage performance and time to access indices, broadly explained on the metrics methodology) and the patients reached, calculated using estimated average doses. Forward-looking information, including targets, is inherently uncertain. For more details, please refer to the 'Forward-looking statements' section.

Risk management and internal controls over sustainability reporting GOV-5

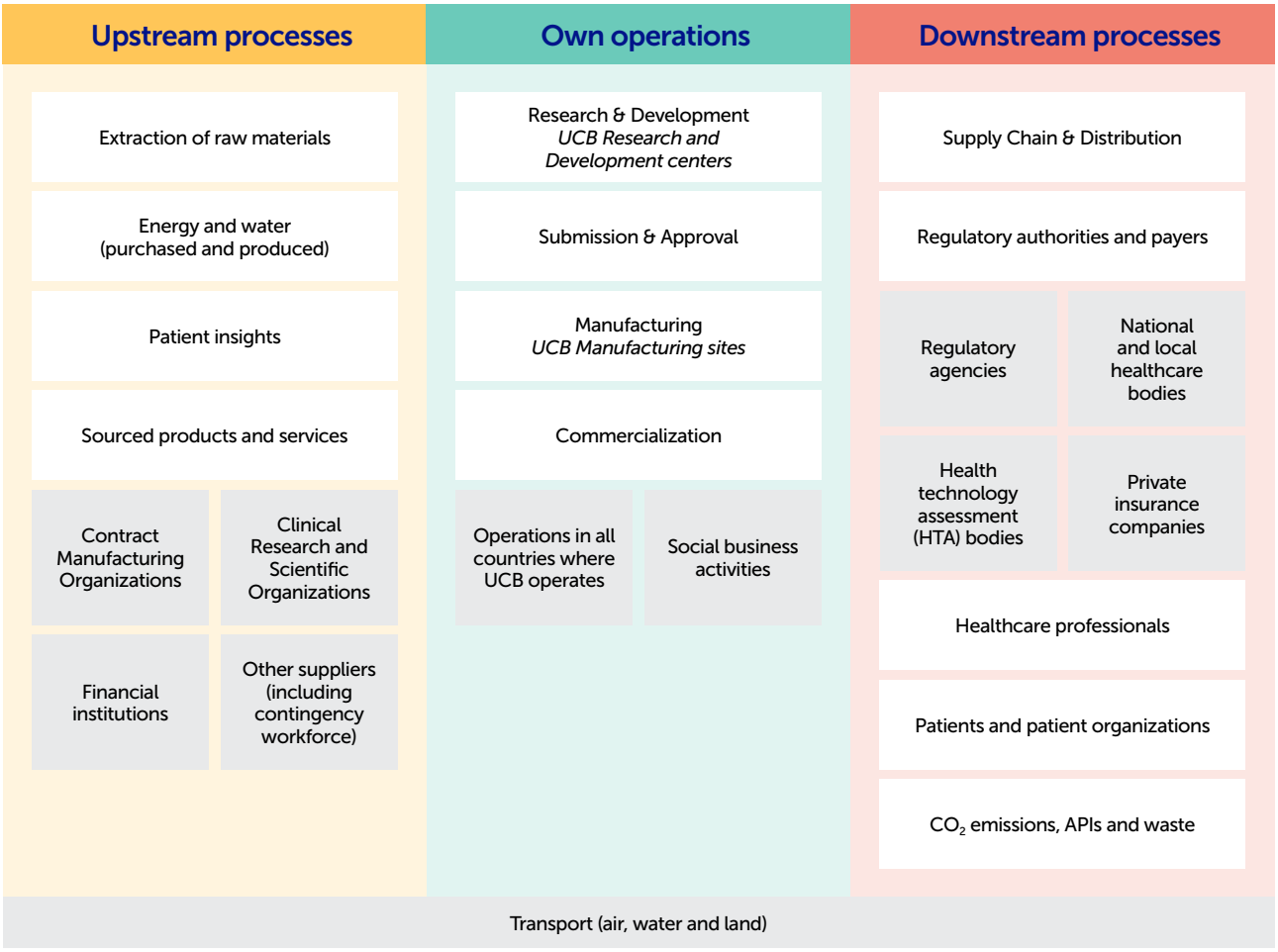
Internal control mechanisms related to sustainability information have been established based on a series of walk-throughs and interviews, with a primary focus on the data value chain and mapping of strategic and operational risks linked to the end-to-end sustainability reporting process. The sustainability reporting process was also reviewed by the Global Internal Audit team, with the final report of the review shared with the Audit Committee. In 2025, we will develop further monitoring and continue building a comprehensive non-financial reporting framework.

Materiality Assessment IRO-1

End 2023, UCB conducted a structured double materiality analysis in accordance with the requirements of the CSRD and the ESRS. The goal was to identify the most relevant environmental, social, and governance topics for UCB, based on how topics might create financial risks and opportunities for the company and taking into account the company's own impact on people and the environment. The results of this double materiality assessment guided our efforts during 2024 and have been integrated into the company's strategy. UCB has been committed since 2018 to an integrated approach to sustainable performance, to better deliver societal value for key stakeholders – including patients, shareholders, employees, and communities, while minimizing our environmental footprint. Materiality assessments are part of this approach, as they not only guide reporting, but inform corporate strategy and guide efforts to improve our impact. Our 2023 materiality assessment was based on the following approach:

1. Define the scope of the materiality assessment exercise and objective

The scoping of the assessment included an identification of UCB's main activities, value chain mapping, and the geographies to be included. The ESRS topics, sub-topics, and entity/sector specific environmental, social and governance topics for UCB were then mapped and clustered to define a tailored list of topics for the assessment that ensured completeness and CSRD compliance.



2. Identify topics and Impacts, Risks and Opportunities (IROs)

Based on the topics identified, a stakeholder engagement strategy was developed by selecting key internal and external stakeholders to be consulted via direct (e.g., semi-structured interviews and workshops) and indirect methods (e.g., internal and external desk research). The process engaged stakeholders from UCB's main geographies, and occasionally beyond, including local analyses from specific countries[1]. Both affected and interested stakeholders were consulted, including UCB employees, the UCB Sustainability Governance Committee, the UCB Board and Executive Committee members and the UCB External Sustainability Advisory Board. Selected representatives of stakeholder groups such as suppliers, business partners, patient organizations, sector associations, NGOs and foundations were also interviewed. Impacts, risks and opportunities were identified in UCB's own operations and upstream or downstream value chain. The non-exhaustive list of internal and external desk research sources consulted included:

- Internal UCB sources of information (e.g., Integrated Annual Reports, Task Force on Climate-Related Financial Disclosure (TCFD) results, Human Rights Salience Assessment, etc.)
- Public media coverage on UCB and/or value chain and/or peers
- Sector and/or governmental reports
- Scientific research papers
- ENCORE (Exploring Natural Capital Opportunities, Risks and Exposure)
- Refinitiv data analytics
- Material or minutes from previous engagements with stakeholders, such as employee surveys and investor roadshows

A consolidated list of IROs was derived for each assessed topic from this desk research and the stakeholder consultation process.

1 This was done for Belgium, Brazil, China, France, Germany, Italy, Japan, Mexico, Spain, Switzerland, Turkey, the U.K. and the U.S.

3. Assess impact and financial materiality

All qualitative inputs used to assess IROs were translated into quantitative inputs based on a set of defined thresholds for each of the assessed criteria.

Impact materiality was assessed independently from financial materiality by looking at positive and negative impacts and risks and opportunities for each identified topic. For impact materiality, the assessment of each positive or negative impact on society and the environment was based on severity (e.g., scale, scope, and remediability for negative impacts) and likelihood. Both criteria of likelihood and remediability were aligned with UCB's Enterprise Risk Management methodology. The scale of impact materiality was assessed mostly using qualitative input, with quantitative data considered only for environmental topics (i.e., "Climate Change Mitigation", "Water extraction, consumption and discharge" and "Circular Economy"). The assessed impacts were marked as material when passing the materiality thresholds with scores categorizing them as important, significant, or critical.

For financial materiality, sustainability-related risks and opportunities were identified, evaluated, and prioritized using a pre-defined set of thresholds. Risks and opportunities were assessed using the criteria of likelihood and magnitude of financial impacts in the short-, medium-, or long-term. Both criteria were aligned with UCB's Enterprise Risk Management methodology. The magnitude of financial impacts included UCB's ability to continue to use or obtain resources, the impacts on its reputation – in terms of trust, media coverage and relation with authorities – and ESG (Environmental, Social and Governance) risks and opportunities. The assessed risks and opportunities were marked as material when passing the financial materiality thresholds with scores categorizing them as significant or critical. Lastly, risks and opportunities were assessed independently from the assessed impacts for each sustainability topic.

The thresholds and evaluation criteria used to assess the impacts, risks, and opportunities followed the recommendations of ESRS. Some of the key assumptions taken were:

- Clustering of similar (sub-)sub-topics as defined in the ESRS standards into one sustainability topic to facilitate the identification of IROs during interviews and workshops. Some of the topics defined by ESRS were tailored to our industry (e.g., health systems resilience in the context of "access to information" and "access to products and services" ESRS sub-sub-topics), in addition to some other topics that were identified during the process (e.g., ethical use of technology).
- Use of inputs of some stakeholders as proxy for a whole stakeholder group.
- Assumption that the consulted stakeholders would share insights on the topics where they have the most knowledge.
- Adoption of existing Enterprise Risk Management criteria or tailor-made categories developed for scale, scope, and remediability of IROs, assuming them to be well-suited for the assessment across all sustainability topics.

4. Validate material topics

The following results of the materiality assessment were presented to and validated by the Executive Committee and the Board.

Topics that are both financially material and impact material	Topics that are financially material	Topics that are impact material
Climate change mitigation	Climate change adaptation	Circular economy
Pollution of air, water and soil	Employee development	Workers' rights and working conditions
Water extraction, consumption and discharge	Data privacy and security	Ethical business practices
Scientific innovation		Political influence and advocacy
Equitable access to medicines		
Health system resilience		
Patient engagement		
Patient safety and product quality		
Employee health, safety and wellbeing		
Employee diversity, equity and inclusion		
Human rights in the value chain		
Responsible sales and marketing		
Ethical use of technology		

The Enterprise Risk Management (ERM) team and the Corporate Strategy team were actively engaged in the double materiality assessment. The financial impact results (from risks and opportunities) of the double materiality results were fully integrated within the ERM framework. We continuously engage with stakeholder groups throughout UCB's activities and such interactions provide insights to the ongoing enterprise risk management processes.

In 2024 we reviewed the list of IROs to confirm that they continue to be relevant, through an analysis of updated desk research materials that were used for the 2023 double materiality assessment. The list of material topics stayed the same with some of the previous topics divided to reflect the way such topics are managed within UCB. For example, the previous topic of "Patient safety and product quality" has been separated into two different topics: "Patient safety" and "Product quality". Sub-topics that were not assessed in the initial IRO list, such as "Relationship with suppliers" have been considered as material for the sake of transparent reporting.

- Climate change
- Pollution of air, water and soil
- Substances of concern
- Water withdrawal
- Circular economy
- Employee development
- Employee diversity, equity and inclusion
- Employee health, safety and wellbeing
- Workers' rights and working conditions
- Human rights in the value chain
- Data privacy and security
- Equitable access to medicines
- Health system resilience
- Patient engagement
- Patient safety
- Product quality
- Responsible sales and marketing
- Scientific innovation
- Company culture
- Ethical business practices
- Ethical use of technology
- Political influence and advocacy
- Relationship with suppliers

Environmental Information

Climate crisis mitigation and adaptation E1

Impacts, Risks and Opportunities E1 SBM-3

Topic	IRO type	Actual/ potential	Sub-topic	Description
Climate change	Negative impact	Actual	Climate change mitigation	Release of greenhouse gas (GHG) emissions (Scope 1 and 2) of UCB's own operations (fossil fuel for energy or company cars, electricity consumed).
	Negative impact	Actual	Climate change mitigation	Release of GHG emissions (Scope 3), from upstream and downstream activities.
	Negative impact	Potential	Energy	Need to use non-renewable energy to fulfil the increased need for electric power in the future.
	Risk		Climate change adaptation	Supply chain and manufacturing disruptions due to an increase in the frequency and/or severity of extreme temperatures, hurricanes, hailstorms, wildfires, focusing on water scarcity and flooding to UCB locations as well as suppliers.
	Risk		Climate change mitigation	Increased prices in carbon taxes from UCB's own GHG emissions but also pass-through from our Contract Manufacturing Organizations (CMOs) and raw materials or energy providers who will also be increasingly affected by carbon taxes and other climate-driven regulations.
	Risk		Climate change mitigation	Market shift towards less carbon-intensive products and increased expectations from the healthcare industry for low-carbon products and operations.

Assessing climate-related risks

E1 IRO-1

Climate-related risks, including both physical and transition scenario risks, are embedded into UCB's usual enterprise risk management framework and different teams systematically evaluate the environmental impact of their business risks to embed environmental considerations into both day-to-day operations and strategic decisions. Complementing this internal assessment, UCB collaborates with external climate consultancies to perform scenario analyses aligned with TCFD guidelines. The results of this scenario analysis are integrated back into UCB's Enterprise Risk Management (ERM) system.

Physical risks

UCB analyzed its physical risks through two climate change scenarios: the high-impact representative concentration pathway (RCP) scenario 'RCP8.5'[1], and a moderate scenario 'RCP4.5'[2] provided by the Intergovernmental Panel on Climate Change (IPCC), looking at two time horizons of 2030 and 2050.

Through specialized tools including The World Resources Institute's Aqueduct and World Wide Fund for Nature's Water Risk Filter, two significant physical risks were identified: water scarcity and heavy precipitation/flooding. 25 sites within our direct operation and supply chain, considering key strategic suppliers, have a potential exposure to those risks.

Despite the high water risk exposure of some sites, the slow progression of extreme droughts and water scarcity, combined with existing strong mitigation strategies (e.g., implementation of water-saving measures such as recycling installations, environmentally sustainable building certifications like LEED and BREEAM to enhance climate resilience), makes it unlikely that our operations will be disrupted. UCB has a dual sourcing strategy which mitigates the risk of business disruption in the event that some key suppliers, including CMOs, would be exposed to water risks, as well as robust business continuity plans. Therefore, we do not anticipate a substantial financial impact on our business from water risks.

1 The most 'extreme' scenario from a physical climate change perspective, assuming a future where almost no mitigation action is taken and emissions continue to rise at the current rate, and where global mean temperature increases by 4°C by the end of the century relative to the pre-industrial period.

2 The high mitigation scenario where emissions start declining by mid-century, and where global mean temperature increases by 2.4°C by the end of the century relative to the pre-industrial period.

Transition risks

The objective of the transition risk analysis for environmental issues is to identify dependencies, impacts, risks and opportunities that may arise in five main areas: Policy, Legal, Technology, Market and Reputation, in the context of the transition to a low-carbon economy.

For this assessment a 'rapid transition' scenario, whereby global warming is limited to below 2°C (in line with the International Energy Agency (IEA) Sustainable Development Scenario), is used considering short-term to long-term time horizons. The transition risks were also evaluated using the IEA STEPS (Stated Policies Scenario), representing a slower transition based on existing policies.

Carbon pricing mechanisms (e.g., the rise of emissions trading systems and carbon taxes) were highlighted as a potential risk for UCB. However, UCB's transition plan aligned with the Science Based Targets initiative (SBTi) Net-Zero emissions framework constitutes a strong mitigation of this risk.

The second in-depth analysis performed examined shifts in market dynamics in Europe and customer expectations for products with a low environmental footprint, including the healthcare sector. By focusing on reducing carbon emissions, UCB can align with the evolving demand of healthcare systems and maintain its market position. This is why since 2021, UCB implemented the Green Product Scorecard. The scorecard evaluates the environmental performance across a product's lifecycle – from raw materials to disposal – to understand the main impacts and implement identified reduction opportunities for reducing our environmental footprint when developing and producing solutions. More information on the Green Product Scorecard is presented in the 'Circular Economy' section.

Building resilience

Building resilience involves continuously integrating climate risks into core business processes such as risk management, strategy development and financial planning. Looking ahead, UCB plans to redo an in-depth assessment of its climate change risks in 2025 using updated best practices TCFD scenarios to complement and better inform the usual risk management process and align our climate risk analysis with a 1.5°C scenario.

Climate transition plan E1-1

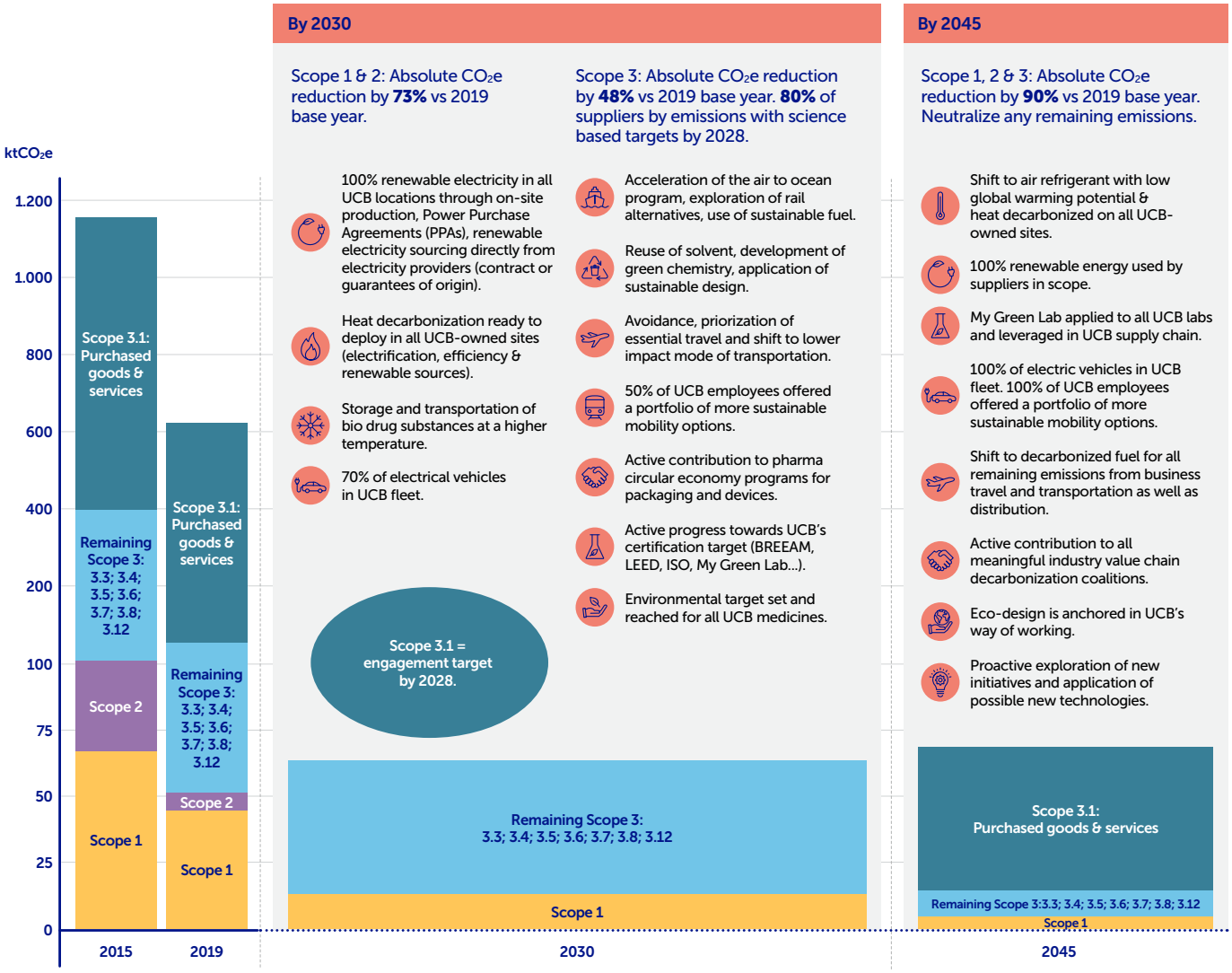
In 2024, UCB updated its climate targets and extended its commitment to net-zero emissions by 2045. Both its near- and long-term targets are validated by the SBTi to ensure the near- and long-term targets for UCB operations are compatible with limiting global warming to 1.5°C, in line with the Paris Agreement. Our Science Based Target encompasses:

- **Scope 1 emissions,** caused by energy combustion (gas, fuel) at UCB's sites and by UCB's car fleet worldwide, as well as fugitive emissions.
- **Scope 2 emissions,** caused by electricity consumed as an energy source at UCB's sites and purchased heat.
- **Scope 3 emissions,** including fuel- and energy-related emissions, treatment of the waste generated on-site, business travel and employee commuting (for colleagues who do not have a company car), upstream transportation and distribution of our raw materials and finished goods, upstream leased assets, and end-of-life treatment of UCB products' waste after their use.
- **Scope 3 emissions (Category 1)** from purchased goods and services (linked to UCB suppliers) – a category that represents above 75% of our total GHG emissions – which has a dedicated engagement target by 2028.

UCB's ten-year climate transition plan is fully embedded within our business strategy and financial planning. This covers all business needs to finance environmentally conscious investments (i.e., to improve the existing assets), operations required to decarbonize our value chain and plans to embed sustainable features in new investments (i.e., a green-by-design approach).

UCB's energy decarbonization strategy focuses on reducing emissions across Scope 1, Scope 2 and upstream leased assets in Scope 3. This includes transitioning to 100% renewable energy by shifting to renewable electricity either through purchasing or production, reducing our needs for natural gas and shifting from natural gas to biogas.

Additionally, we pursue decarbonization through other levers as part of UCB's transition plan towards Net-Zero:



This transition plan, along with its budget, has been fully endorsed by the Executive Committee. Financially, UCB's climate transition plan is supported by an annual capital and operational expenditure budget of € 4 million, with an additional € 4 million annually planned from 2025 onwards to meet net-zero goals.

These amounts do not encompass all projects contributing to UCB's environmental transition. For example, the green-by-design buildings within UCB's LEED/BREEAM certification program are also part of these efforts, but not included in the transition plan budget. Such investments, aiming to reach a minimum "Gold" or "Very Good" LEED/BREEAM certification for all new buildings and revamping projects on our existing sites, positively influence our locked-in emissions[1].

UCB is not excluded from EU Paris-aligned benchmarks in accordance with the exclusion criteria stated in Articles 12(1) (d) to (g) and 12(2) of Commission Delegated Regulation (EU) 2020/1818 (Climate Benchmark Standards Regulation).

Policies E1-2

Our environmental policy emphasizes our commitment to climate change mitigation and adaptation through a climate change transition plan. This plan focuses on reducing GHG emissions, enhancing energy efficiency and promoting sustainable practices across the value chain from raw material sourcing to product disposal. We address both mitigation (reducing emissions) and adaptation (adjusting to the effects of climate change) strategies. This includes preparedness plans to mitigate the impact of operational incidents related to climate change. We respect third-party standards and initiatives by setting net-zero targets aligned with the Paris Agreement and validated by the Science-Based Targets initiative (SBTi).

Our policy applies to all UCB colleagues and partners worldwide, all UCB divisions, subsidiaries, affiliates and other entities operationally controlled by UCB, regardless of location.

1 Locked-in emissions are estimates of future GHG emissions likely to be caused by an undertaking's key assets or products sold within their operating lifetime.

The Chief Financial Officer is the member of UCB Executive Committee sponsoring our environmental sustainability ambition and performance, in addition to the Head of Sustainability, Corporate Affairs & Risk. The Head of Environmental Sustainability is accountable for the implementation of the policy and ensures its periodic review.

Actions E1-3

Renewable energy transition

Various projects have been implemented to progress towards our aim to source from renewable options or self-generate energy for usage at UCB's sites around the world. To increase renewable electricity production, a virtual PPA agreement was signed in 2024 as part of the Energize coalition[1], which will fund seven new solar farms in Spain, boosting renewable electricity in the European grid.

All of our laboratories finalized their transition to renewable electricity in 2024. Additionally, we are progressively increasing biogas usage (to replace natural gas) in our headquarters, Braine-l'Alleud (Belgium) and Bulle (Switzerland) sites via the acquisition of biogas certificates produced only from waste. We aim to reach 100% biogas (for Scope 1) before 2030 (74.8% reached in 2024). Geothermal energy installations are also planned to be implemented in sites where the potential has been deemed sufficient.

On-site energy efficiency optimization

At UCB-owned sites, we are investing in energy-efficient heating, ventilation and air conditioning (HVAC) systems and heat recovery projects. In 2024, for instance, a new energy audit was performed on our Braine-l'Alleud campus, leading to the update of the campus' decarbonization plan and the transition to heat pumps in several building areas. At our Bulle manufacturing site, no more fuel oil is used on-site (except for emergency generators), thanks to a connection to the district heating (mainly from wood waste) and a fruitful collaboration with our energy supplier. We have also begun to develop a laboratory gap assessment and improvement plan in order to gain My Green Lab certification.

Lower-carbon distribution

Our expanded 'Air to Ocean' program aims to shift to more distribution by sea-freight transport and assess the feasibility of extending this to rail transportation. An ongoing study is progressing on the feasibility of shipping products that need to be kept at 2 - 8°C temperature by sea. For the first year, UCB invested in Sustainable Aviation Fuels (SAF) certificates acquisition and we are exploring this as an additional solution to trigger reduction when air shipment is necessary.

Responsible sourcing

UCB works with suppliers, including CMOs, to support their shift towards low-carbon operations, with a particular focus on suppliers representing 80% of the purchased goods and services footprint. Through stricter selection criteria, we prioritize companies that have science-based targets ("A" level), while integrating sustainability clauses into contracts. UCB is also digitalizing its CO_2e data collection, refining calculations from spend to product footprint for better supplier differentiation. We support suppliers with tools, guidelines and engagement meetings, and collaborate through industry initiatives like Pharmaceutical Supply Chain Initiative (PSCI), Energize, BioPhorum and Activate. The most sustainable suppliers may be incentivized with benefits such as shorter payment terms.

Business travel

Our aim is to put in place a more precise CO_2e emissions calculation method which takes into account aircraft type and route. We are also promoting intentional travel to reduce non-essential face-to-face meetings and promote more sustainable transport modes when possible, by limiting air traveling for destinations that can be reached in less than three hours by rail or limiting the number of off-site internal meetings that each employee can participate in a year.

Targets E1-4

Our near-term targets include[2]:

- Reducing absolute Scope 1 and 2 GHG emissions by **73%** by 2030, from a 2019 base year.
- Reducing absolute Scope 3 GHG emissions[3] by **48%** by 2030, also compared to the 2019 base year.
- Having **80%** of our suppliers by emissions covering purchased goods and services, with science-based targets by 2028.

For 2025 we have the target of decreasing by 4% our Scope 1, 2 and 3 (except 3.1) emissions compared to 2024 and for 75% of our suppliers by emissions to have science-based targets.

Our long-term net-zero ambition by 2045 is to reduce absolute Scope 1, 2 and 3 GHG emissions by 90% compared to the 2019 base year. UCB also committed to neutralizing any residual emissions once it reaches its Net-Zero target, ensuring that its overall impact is fully balanced.

Our GHG emission inventory boundaries are fully aligned with the GHG Protocol and SBTi requirements. Additionally, our target setting adheres to the 1.5°C framework, ensuring that climate goals are consistent with the global ambition to limit temperature rise and support a transition to net-zero emissions. UCB's targets have been validated by the SBTi to ensure our baseline value is representative of the activities covered and accounts for influences from external factors. This validation process includes the review of the baseline, GHG emission inventory, target coverage, target date and alignment with climate science, specifically the 1.5°C framework.

UCB's base year is set to 2019, which accurately reflects the company's operations prior to the impacts of COVID-19. This year was chosen as it is representative of UCB's typical operational conditions and closely aligns with the most recent year in which we submitted our new targets for validation, which took place in 2024.

1 The Energize Program Celebrates Landmark Multi-Buyer PPA Deal to Decarbonize Healthcare Supply Chains. Available: https://www.se.com/ww/en/about-us/newsroom/news/press-releases/the-energize-program-celebrates-landmark-multi-buyer-ppa-deal-to-decarbonize-healthcare-supply-chains-66f1563c20b8ed4e0c04bb1b. Last accessed: November 2024

2 The target boundary for scope includes land-related emissions and removals from bioenergy feedstocks.

3 These include fuel- and energy-related activities, upstream transportation and distribution, waste generated in operations, business travel, employee commuting, upstream leased assets, and the end-of-life treatment of sold products.

Metrics

Energy consumption and mix E1-5

	2024
Fuel consumption from coal and coal products (MWh)	0
Fuel consumption from crude oil, petroleum and other fossil sources (MWh)	838
Fuel consumption from natural gas (MWh)	20,506
Energy (electricity) from other fossil fuel sources (MWh)	2,277
Consumption of self-generated non-renewable energy (MWh)	1,994
Consumption of purchased or acquired electricity, heat, steam, and cooling from fossil sources (MWh)	23
Total fossil energy consumption (MWh)	**25,637**
Share of fossil sources in total energy consumption (%)	13.0%
Consumption from nuclear sources (MWh)	**1,089**
Share of consumption from nuclear sources in total energy consumption (%)	0.5%
Fuel consumption for renewable sources, including biomass (MWh)	78,000
Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources (MWh)	80,946
Consumption of self-generated non-fuel renewable energy (MWh)	11,834
Total renewable energy consumption (MWh)	**170,330**
Share of renewable sources in total energy consumption (%)	86.4%
Share of renewable sources in total electricity consumption (%)	100%
Total energy consumption (MWh)	**197,057**

Energy intensity per net revenue

	2024
Total energy consumption per net revenue (MWh/m€)	34.7

UCB reached a significant milestone in 2024, achieving our 2030 ambition of 100% renewable electricity usage by all our manufacturing sites, owned offices and laboratories[1]. This was possible thanks to on-site electricity production and the purchase of renewable electricity through Renewable Energy Certificates and direct suppliers' contracts as contractual instruments.

In addition, we have increased our share of renewable sources (86.4% in 2024) through the increased acquisition of biomethane certificates (from waste only) to replace natural gas. In 2024, our Bulle site has initiated the acquisition of purchased heat coming from 80% renewable sources.

Methodology

Data on electricity, gas, and fuel consumption is gathered through energy invoices for all our manufacturing sites, laboratories and offices above 500 m^2, ensuring accuracy and completeness. For our offices below 500m^2 and following a materiality approach, we estimate energy consumption based on activity, geographical and square footage data.

The renewable electricity reporting is consolidated through a combination of self-produced renewable electricity, direct purchase from suppliers via contractual agreements and Renewable Energy Certificates (RECs). This integrated approach covers all aspects of our renewable electricity consumption. Additionally, our biomethane consumption is verified through the acquisition of biomethane certificates, completing our renewable energy reporting.

We also measure our nuclear energy consumption by analyzing the energy mix of locations where our operations are based, calculating our share of nuclear energy from the electricity sourced from the grid.

The net revenue from high climate impact sectors used to calculate energy intensity is aligned with the turnover numerator for the EU Taxonomy disclosure for activities connected to the manufacturing of medicinal products. The specific lines from the financial statement for reconciliation are: Net sales before hedging (5,593) + Contract manufacturing sales (79) = Net revenue from activities in high climate impact sectors (5,672).

Net revenue from activities in high climate impact sectors (5,672) + Designated hedges reclassified to net sales (19) + Royalty income and fees (78) + Other revenue (382) = Total net revenue (6,152).

1 Equivalent to all UCB sites reported under GHG emissions Scope 2. UCB's leased offices are now reported under the Scope 3 - Category 8 "Upstream leased assets". We will continue our efforts to also transition these offices to renewable electricity usage only.

GHG emissions E1-6

	Baseline Value	2024	Annual % target/Base year
Gross Scope 1 GHG emissions (tCO_2e)	**44,059**	**21,718**	**-50.7%**
Stationary combustion (gas and fuel)	27,171	5,655	-79.2%
Mobile combustion (car fleet)	12,982	12,867	-0.9%
Fugitive emissions	3,905	3,196	-18.1%
Percentage of Scope 1 GHG emissions from regulated emission trading schemes (%)	24.1%	41.5%	-
Gross location-based Scope 2 GHG emissions (tCO_2e)	**20,056**	**16,291**	**-18.8%**
Gross market-based Scope 2 GHG emissions (tCO_2e)	**5,316**	**5**	**-99.9%**
Total Gross indirect (Scope 3) GHG emissions (tCO_2e)	**568,003**	**769,143**	**35.4%**
1 Purchased goods and services	469,714	692,013	47.3%
2 Capital goods	-	-	-
3 Fuel- and energy-related activities	11,167	9,129	-18.2%
4 Upstream transportation and distribution	39,512	30,443	-23.0%
5 Waste generated in operations	1,155	1,568	35.7%
6 Business travel	31,016	24,873	-19.8%
7 Employee commuting	10,763	7,562	-29.7%
8 Upstream leased assets	2,044	821	-59.8%
9 Downstream transportation and distribution	-	-	-
10 Processing of sold products	-	-	-
11 Use of sold products	-	-	-
12 End-of-life treatment of sold products	2,630	2,733	3.9%
13 Downstream leased assets	-	-	-
14 Franchises	-	-	-
15 Investments	-	-	-
Total GHG emissions (location-based) (tCO_2e)	**632,118**	**807,152**	**27.7%**
Total GHG emissions (market-based) (tCO_2e)	**617,378**	**790,866**	**28.1%**

GHG intensity per net revenue

GHG intensity per net revenue	2024
Total GHG emissions (location-based) per net revenue (tCO_2e/m€)	131.2
Total GHG emissions (market-based) per net revenue (tCO_2e/ m€)	128.5

GHG supplier engagement

GHG supplier engagement	2024
% suppliers (by GHG emissions) having science-based target	67.8%

We have made good progress in reducing our Scope 1 and Scope 2 GHG emissions in 2024 (compared to our 2019 base year) by -56%. This is mainly due to our energy usage reduction and the transition to renewable energy.

We can also observe a –21.5% reduction in our Scope 3 GHG emissions (excluding Category 3.1), impacted by a decrease in emissions from upstream leased assets (-59.8%) due to an additional renewable electricity switch in our leased offices which remain a priority and will be further extended with our Virtual PPA investment for UCB sites in Europe. Additionally, our employee commuting footprint (-29.7%) reduced due to the adoption of a hybrid work model, which reduced commuting frequency.

Both results demonstrate good progress toward UCB's short-term (2030) net-zero emissions commitment.

We observe an increase in emissions from Purchased Goods and Services, which can be linked to an increase in spend (with goods and services) and production. For this category, we have a specific engagement target and we achieved 67.8% of suppliers (by GHG emissions) with science-based targets in 2024. This is essential for achieving absolute reduction in this category, as well as transitioning from estimated emissions to primary data from our suppliers as a next step.

Methodology

UCB's GHG emission reporting covers the period from 1 January to 31 December. The "gross" terminology for UCB is interpreted by reporting our GHG emissions according to our target's scope (aligned with the SBTi net-zero emissions framework) without cancelling any carbon credit.

UCB follows the GHG Protocol guidelines for all GHG emissions reporting, which includes Scope 1, 2, and 3 emissions. In line with UCB's realignment of its climate ambition with the SBTi net-zero emissions framework, base year and other methodologies have been adjusted to align with the latest available guidance. For its GHG emissions reporting, UCB uses the consolidation approach of operational control to define the organizational boundary.

The following emissions, representing less than 10% of UCB total GHG inventory, have been excluded from GHG emissions reporting:

- **Scope 1**: Mobile Combustion (Car Fleet). Countries without existing or planned EV infrastructure were excluded (Romania, Greece, Turkey, Russia, Poland, Czech Republic, Bulgaria, Hungary, Slovakia, Canada, Mexico and Brazil). This exclusion also impacts related Scope 3 - Category 3 emissions (fuel- and energy-related activities).
- **Scope 3, Category 2**: Capital Goods were excluded due to the short-term nature of contracts, which limits the ability to refine CO_2e calculations beyond spend-based estimates.
- **Scope 3, Category 6**: Business Travel. Sales representatives, whose role involves visiting healthcare professionals, were excluded to focus on business non-essential travel.
- **Scope 3, Categories 7 & 8**: Employee Commuting and Upstream Leased Assets. Offices under 500m^2 were excluded due to their minimal impact. These spaces, often rented sections of larger buildings with limited control over energy use, represent less than 5% of UCB's workforce and 2% of total office space.
- **Scope 3, Categories 9, 10, & 15**: Downstream Transportation and Distribution, Processing of Sold Products and Investments were excluded as they are immaterial and challenging to address within UCB's influence.
- **Scope 3, Categories 11, 13 &14:** Use of Sold Products, Downstream Leased Assets and Franchises are not reported as not relevant for UCB activities.

Gross location-based Scope 2 GHG emissions (tCO_2e) includes electricity location-based result and the purchased heat amount from our Bulle site (4.68 tCO_2e) and gross market-based Scope 2 GHG emissions only represents the GHG emissions linked to this value as in 2024, we could achieve GHG market-based electricity of 0 tCO_2e thanks to our 100% renewable electricity transition for all sites reported under this category.

The net revenue used to calculate GHG intensity is the same revenue figure from the consolidated income statement.

The percentage of suppliers (by GHG emissions) with science-based targets is calculated using our annual carbon maturity survey result (cross-checked with the SBTi website and online public information on the companies' science-based target status). We calculate this percentage as follows: total GHG emissions of suppliers that have set their own science-based target / total GHG emissions from 3.1 "Purchased goods and services".

Carbon credits E1-7

Carbon credits planned to be cancelled in the future	
Total (tCO_2e)	707,772

Methodology

UCB collaborates with WeForest and CO2logic to ensure our carbon credits from conservation projects meet global standards. These credits come from natural sources and conservation projects. Although UCB hasn't started canceling these credits yet, our partners estimate the emissions based on current projects, which also have a positive impact on the local communities. We intend to report transparently on carbon reduction and removal efforts, subject to data availability.

Desa'a project (Gold Standard ID: 5618) initially used CDM reforestation methodology ACM0003. This methodology has recently been replaced by Verra with the new VM0047 methodology, and the project is expected to be validated using the new Verra methodology in 2026.

The EcoMakala Reforestation Project (Gold Standard ID: 5391) estimates baseline carbon stocks by measuring tree and non-tree biomass in planting areas, using IPCC guidelines and pre-project data. Certified as a Gold Standard Energy Project, the initiative aligns with methodologies for sustainable energy use and emission reduction.

In addition to planning to invest in neutralization methods that will align with EU regulations and the SBTi framework when available, UCB plays a role in contributing to global neutrality beyond our value chain through the two key projects mentioned above: the Desa'a Forest restoration in Northern Ethiopia (in collaboration with WeForest) and the EcoMakala reforestation in Virunga National Park in the Democratic Republic of Congo (in collaboration with CO2logic).

Internal carbon pricing E1-8

In 2024, UCB began exploring internal carbon pricing mechanisms as part of our ongoing commitment to environmental sustainability. We have identified the scope of emissions to be included in the pilot phase, informed by interviews from 20 key leaders across UCB and established dedicated working groups to move the project forward. Initial results, expected by 2025, will provide us with a clearer understanding of how an internal carbon pricing model could be implemented to help accelerate the development and deployment of emissions reduction and optimization projects; raise employee awareness; and develop internal capabilities by embedding environmental considerations into major decision-making processes.

Pollution E2

Impacts, Risks and Opportunities E2-SBM-3

Topic	IRO type	Actual/ potential	Sub-topic	Description
Pollution of water, air and soil	Negative impact	Actual	Pollution of water, air and soil and substances of concern and very high concern	Direct release of waste (solvents, chemicals, plastic, non-GHG emissions, etc.) from UCB manufacturing sites and outsourced products and services (CMOs) affecting the environment and society (water streams, fields, etc.).
	Negative impact	Actual	Pollution of air	Indirect release of non-GHG emissions and ground-level ozone through organic solvents reacting in the atmosphere and increasing air pollution.
	Negative impact	Actual	Pollution of water	Release of Active Pharmaceutical Ingredients (APIs) into the environment via patient excretion following use of a medicine.
	Risk		Substances of concern	Regulatory changes (bans) to substances of (high) concern and related risks, such as fines, delays in approval times of solutions and the rebound effect of having to swap to another substance of (high) concern. This also includes the topic of Extended Producer Responsibility at molecular level and the revision of REACH legislation.

Pollution of water, air and soil

Policies E2-1

UCB strives to have all sites and products comply with environmental permits and regulations through robust policies and processes. For manufacturing sites where pollution is a material concern, we have implemented management systems to control and prevent environmental incidents, minimizing the impact of our operations. All our manufacturing sites are certified ISO14001.

UCB's environmental policy addresses air emissions, soil and wastewater management, the environmental risk assessment of pharmaceuticals and preparedness plans to address potential operational incidents. The policy emphasizes minimizing pollution as a key component of UCB's commitment to environmental sustainability. We focus on preventing harm to the environment by implementing measures to control and reduce pollution from our operations, ensuring compliance with environmental regulations and aiming to protect natural resources and ecosystems.

- **Air pollution:** We are committed to proactively manage air emissions during manufacturing processes and ensure that air quality is maintained at safe levels.
- **Water pollution:** UCB is dedicated to ensure effective wastewater treatment as part of its commitment to sustainable water resource management. This involves treating wastewater to meet environmental standards and minimize the impact on aquatic ecosystems, by preventing and mitigating water pollution throughout the lifecycle of UCB medicines.
- **Soil pollution:** We minimize soil pollution by managing environmental risks associated with our operations. This includes assessing the environmental risk of pharmaceuticals, maintaining preparedness plans to mitigate the impact of any operational incidents and managing soil contamination if it occurs.

Our policy aims to avoid incidents and emergency situations, and to control and limit their impact on people and the environment if they occur. Each site must have an emergency response and preparedness process in place to ensure any environmental adverse event is properly managed. As a minimum, this process will ensure the alarm is raised, an investigation is initiated as soon as possible, relevant parties are informed, relevant emergency response measures are taken and classification of the event according to its severity. Significant spills are reported through a declaration to authorities, as legally required, with mitigation actions in place and are also consolidated at a global level once a year and disclosed in our annual report according to the severity classification.

The policy applies to all UCB colleagues and partners worldwide, all UCB divisions, subsidiaries, affiliates and other entities operationally controlled by UCB, regardless of location. The Chief Financial Officer is the member of UCB Executive Committee sponsoring our environmental sustainability ambition and performance, in addition to the Head of Sustainability, Corporate Affairs & Risk. The Head of Environmental Sustainability is accountable for the implementation of the policy and ensures its periodic review.

Actions E2-2

Public disclosures on water pollution

As a medicines' producer, most of our material water quality risk comes from the excretion of APIs by patients after use of our medicines. The environmental risk assessment of UCB medicines after their use follows recognized standards, such as the European Medicines Agency (EMA) guidelines. Outcomes of UCB medicines' Environmental Risk Assessment have been publicly disclosed since 2023 and are available on the 'Metrics' sub-section. The results point to the fact that they are unlikely to pose risks to aquatic environments or sewage treatment plants and are not expected to bioaccumulate significantly after their use.

Safe discharge program

In 2024, we developed a corporate guideline to formalize our safe discharge program for APIs.

We also monitor the water discharged from our manufacturing sites to ensure it meets regulatory standards. Metrics used are Chemical Oxygen Demand (COD), which helps us evaluate the organic content in wastewater, BOD (Biologic Oxygen Demand) and TSS (Total Suspended Solids), amongst other parameters. Our manufacturing sites are either equipped with their own wastewater treatment plants and then directed to an external sewerage system, or the wastewater is directly discharged to an external sewerage system. In this last case the treatment is managed by a third-party provider who adheres to local regulations. In the event of any type of breach, even if the incident is not significant, we systematically report it to the authorities. In 2024, the authorities did not register the occurrence of any breaches occurring at UCB manufacturing sites.

Real-time monitoring of water micropollutants and complex pollutant combinations

A new 2024 pilot at UCB's Braine-l'Alleud campus (Belgium) aims to continuously detect potential water micropollutants and complex pollutant combinations that traditional sensors might miss, using ToxMate biomonitoring to enhance water monitoring processes.

Air emissions control

Regarding air emissions related to manufacturing processes, systems are closed as much as possible. Emissions are limited in terms of frequency and quantity. Systematic filtration is also implemented before any release into the atmosphere and measurement campaigns are conducted regularly. For boiler emissions, installations and emissions are controlled according to regulations. Installations containing refrigerants are subject to periodic inspections and regular maintenance. This ensures that the systems operate optimally and that potential emissions are minimized.

Monitoring and reporting on our own manufacturing sites

At our manufacturing sites, we control various parameters to ensure compliance with regulations and environmental permits. To do so, we implement regular audits to ensure that operations are conducted safely and sustainably. Each year, our manufacturing sites prepare local VOC (Volatile Organic Compounds) reports and submit them to the relevant authorities. These reports include information on measures, purchases, inventories and discharges (air, wastewater, waste), allowing the verification of VOC management. In the event of any discrepancies, an investigation is initiated.

Monitoring API suppliers

We assess pollution and other environmental risks of suppliers and potential suppliers through multiple approaches, including monitoring pollution-related accidents that involve key suppliers. These insights are integrated into supplier business reviews, ad-hoc sustainability discussions and annual supplier risk profile assessments, to ensure targeted action and continuous improvement across our supplier network. We have started to survey our API suppliers to ensure regulatory compliance and minimize APIs concentration in discharged water, below the Predicted No-Effect Concentration.

Substances of concern or very high concern

Policies E2-1

The topic of substances of concern and substances of very high concern is currently managed under the **Global Product Safety Stewardship (GPSS) program** and will be addressed more explicitly in the **Restricted Substances Policy** which is currently under development and will be published in 2025.

The **GPSS program** ensures that UCB's operations are compliant with global regulations on chemical restrictions, while continually assessing the evolving legislative landscape on UCB's chemical and product portfolio. This comprehensive program encompasses the responsible management of health, safety and environmental factors across the value chain and lifecycle of raw materials, intermediates and finished products. Oversight is ensured by the Executive Vice President, Patient Supply who is part of UCB's Executive Committee.

Chemical portfolio management is a crucial pillar of our product stewardship, through close monitoring of chemicals used, purchased and produced by UCB to ensure they are responsibly managed throughout their lifecycle and value chain. UCB aims to minimize the use of substances of concern and phase out substances of very high concern wherever technically feasible, particularly at the early stages of product development. We aim to design products that are safer by design, in line with UCB's Standard Operating Procedures (SOPs) and standards.

UCB identifies the critical regulatory requirements for its chemical and product inventory. We also aim for all purchased chemicals to comply with REACH and other relevant regulations. Additionally, UCB defines clear roles and responsibilities within the supply chain related to the use of such substances and we continually review and update our chemical management practices to incorporate the latest safety information and regulatory changes.

Clear communication of chemical hazards is ensured through proper labeling, Safety Data Sheets (SDS) and employee training. UCB maintains records of chemical inventories, risk assessments, training sessions and incident reports to ensure transparency and accountability.

Emergency response plans are developed and regularly updated for potential chemical spills, leaks and other incidents to control and limit their impact on both people and the environment if/when they occur. In addition, we have a robust system for incident reporting, where accidents, near-misses and hazardous situations are reported. This system ensures that all events are thoroughly investigated, with both short-term and long-term corrective actions taken to address concerns and prevent recurrence.

Actions E2-2

The **Chemical Safety System** (CHESS) monitors chemicals purchased, distributed and manufactured by UCB. We have started developing an inventory of on-site chemicals, including their quantities and storage locations and aim to create a global, centralized chemical inventory to comply with regulations, control the use of restricted substances and minimize risks associated with chemical handling.

Thorough risk assessments are conducted to identify potential hazards associated with each chemical. We then implement exposure controls, using a hierarchy of measures that includes elimination, substitution, engineering controls, administrative controls and personal protective equipment (PPE) or occupational exposure bands (OEB).

A dedicated safety platform is available to all employees handling chemical products, including access to SDS and summarized SDS information on handling hazardous chemicals. UCB makes available dedicated training for all employees on how to access and understand SDS, as well as summarized SDS documents along with comprehensive training concerning safe handling, storage, disposal of chemicals and procedures to follow during a health, safety and environment (HSE) emergency. We also monitor the health of employees who may be exposed to hazardous chemicals, ensuring appropriate medical surveillance is in place.

We hold regular communication on new Substances of Concern (SoC) and Substances of Very High Concern (SVHC) during quarterly HSE meetings. Moreover, information is updated and shared through the internal UCB HSE House of Knowledge platform, with links to essential resources such as the European Chemicals Agency (ECHA) endocrine disruptor (ED) list, Annex VI of the classification, labelling and packaging of substances and mixtures (CLP) regulation and ECHA's List of substances of very high concern.

We engage with both upstream and downstream segments of the value chain on substances of concern and very high concern, collaborating with trade bodies regarding SoC and SVHC to keep different supply chain parties informed and align on these critical issues.

Our global health, safety and wellbeing team conducts regular safety audits focused on high-severity activities, including periodic inspections of major sites to ensure compliance with safety standards and regulations, including emergency management.

Targets E2-3

Pollution of water, air and soil

UCB sites monitor and strive to comply with local environmental permits (e.g., on water discharge or wastewater breaches) and regulations, including dedicated management systems for manufacturing sites where pollution is a material topic. Our safe discharge program, currently being implemented across UCB's active ingredient manufacturing sites, is expected to provide quantitative reporting within the next two years.

Substances of concern

Substances of concern and substances of very high concern are currently managed locally according to different countries' regulations. However, our intention is to define a global ambition regarding the use of such substances (and all other restricted substances), and to set up centralized management and oversight in the future, through a progressive, risk-based approach.

Metrics

Pollution of water, air and soil E2-4

Active Pharmaceutical Ingredients

UCB brand name	Generic name	Environmental risk level	Link
BIMZELX®	*bimekizumab*	Insignificant[1]	https://www.ucb.com/sites/default/files/2024-05/BIMZELX.pdf
BRIVIACT®	*brivaracetam*	Insignificant	https://www.ucb.com/sites/default/files/2024-05/BRIVIACT.pdf
CIMZIA®	*certolizumab pegol*	Insignificant[1]	https://www.ucb.com/sites/default/files/2024-05/CIMZIA.pdf
CIRRUS®	*levocetirizine / pseudoephedrine*	N/A[2]	/
EVENITY®	*romosozumab*	Insignificant[1]	https://www.ucb.com/sites/default/files/2024-05/EVENITY.pdf
FERRO SANOL®	*ferrous (II) glycine sulphate complex*	Insignificant[1]	https://www.ucb.com/sites/default/files/2024-05/Ferro%20Sanol.pdf
FINTEPLA®	*fenfluramine*	Insignificant	https://www.ucb.com/sites/default/files/2024-05/FINTEPLA.pdf
KEPPRA®	*levetiracetam*	Insignificant	https://www.ucb.com/sites/default/files/2024-05/KEPPRA.pdf
NAYZILAM®	*midazolam*	N/A[2]	/
NEUPRO®	*rotigotine*	Low	https://www.ucb.com/sites/default/files/2024-05/NEUPRO.pdf
RYSTIGGO®	*rozanolixizumab-noli*	Insignificant[1]	https://www.ucb.com/sites/default/files/2024-05/Rystiggo.pdf
VIMPAT®	*lacosamide*	Insignificant	https://www.ucb.com/sites/default/files/2024-05/VIMPAT.pdf
XYREM®	*sodium oxybate*	Insignificant	https://www.ucb.com/sites/default/files/2024-05/Xyrem.pdf
XYZAL®	*levocetirizine*	N/A[2]	/
ZILBRYSQ®	*zilucoplan*	Insignificant	https://www.ucb.com/sites/default/files/2024-05/Zilbrysq.pdf
ZYRTEC®	*cetirizine*	N/A[2]	/

A growing number of UCB medicines are peptides or proteins, which, as naturally occurring substances, are unlikely to pose environmental risks. According to EMA guidelines, these substances degrade rapidly in the human body and in nature, minimizing their environmental impact. In contrast, the potential water pollutants within UCB's scope are the APIs that are not naturally occurring substances. Their potential impact depends on factors such as their fate in the environment and ecotoxicity, including bioaccumulation and aquatic chronic toxicity.

Methodology

We follow the European Medicines Agency's (EMA) scientific guideline on the environmental risk assessment of medicinal products for human use to identify water pollution risks from our pharmaceuticals. The environmental risk is assessed with the Predicted Environmental Concentration (PEC) and Predicted No-Effect Concentration (PNEC) based on OECD protocols.

For Pharmaceuticals in the Environment due to patient excretions, the ratio between the PEC and the PNEC defines the environmental risk level, aligned with scientific recommendations[3]:

- PEC/PNEC below 0.1: insignificant environmental risk level
- PEC/PNEC between 0.1 & 1: low environmental risk level
- PEC/PNEC between 1 & 10: medium environmental risk level
- PEC/PNEC higher than 10: high environmental risk level

The PEC (Predicted Environmental Concentration), which estimates the quantity of pharmaceuticals expected to be released into the environment, is assessed for each medicine. These assessments are based on conservative, worst-case assumptions, including maximum expected usage of UCB's medicines and the highest potential concentration in water, assuming no degradation occurs in the human body or during sewage treatment. The PNEC (Predicted No-Effect Concentration), which represents the maximum quantity of pharmaceuticals below which no harm to the environment is expected, is calculated in accordance with EMA guidelines. It is determined as one-tenth of the worst ecotoxicity value available for each pharmaceutical, with ecotoxicity measurements conducted following OECD test standards.

1 Due to their nature, vitamins, electrolytes, amino acids, peptides, proteins, carbohydrates and lipids are unlikely to result in a significant risk to the environment so no PEC (Predicted Environmental Concentration) nor PNEC (Predicted No-Effect Concentration) has been calculated.

2 Insufficient data available yet.

3 Wennmalm A, Gunnarsson B. Pharmaceutical management through environmental product labeling in Sweden. Environ Int. 2009 Jul;35(5):775-7. doi: 10.1016/j.envint.2008.12.008. Epub 2009 Feb 3. PMID: 19193440.

Spills

Spills	2024
Total significant spills	0
Total volume of significant spills	0

No significant spills occurred in 2024. This achievement demonstrates UCB's commitment to maintaining high environmental and safety standards in our operations, ensuring the protection of human health, land, vegetation, water bodies, and groundwater.

Methodology

A spill is any accidental release of a hazardous substance that can affect human health, land, vegetation, waterbodies, and groundwater. Significant spills are reported through declaration to authorities, as legally required, supported by reports which include mitigation actions and results of the actions.

UCB uses a standard operational procedure to calculate the significance of a spill. The Spill Index calculation is based on three criteria: the nature, volume and fate of a spill (Spill Index = N x V x F). Each is attributed with a score between 1 - 4 depending on its importance, where N (Nature) refers to the hazardous nature of the substance(s) involved; V (Volume) refers to the magnitude of the spill or release; F (Fate) refers to the extent to which the substance enters the receiving environment. We recognize a significant leakage when the Spill Index exceeds a score of 30.

Substances of concern E2-5

In order to better report on amounts of substances of concern, we will keep developing the global inventory of SoC and SVHC for our manufacturing operations (which constitute the largest volumes and therefore pose the most significant risks), over the course of 2025.

In a second phase, we will incorporate all the amounts of substances used in our laboratories, and present in much smaller quantities, into this management process. The third part of this approach will focus on enhancing our understanding of the chemical composition of items such as devices and packaging.

Water withdrawal, consumption and discharge E3

Impacts, Risks and Opportunities E3 SBM-3

Topic	IRO type	Actual/ potential	Sub-topic	Description
Water	Opportunity		Water withdrawal	Scaling recycled wastewater (e.g., Ekopak project) to reduce water withdrawal in high water stress areas.
	Negative impact	Potential	Water withdrawal	High amounts of water withdrawn for the production of solutions at UCB CMOs' manufacturing plants impact the availability of water for ecosystems and communities.
	Negative impact	Actual	Water withdrawal	High amounts of water withdrawn for the production of solutions at UCB manufacturing sites impact the availability of water for ecosystems and communities.

Policies E3-1

Our environmental policy includes general principles on water management, outlining our commitment to conserving water, ensuring effective wastewater treatment and practicing sustainable water resource management to minimize impacts on aquatic ecosystems. It also addresses mitigating water scarcity risks through reduced water withdrawal, improved water efficiency and recycling within manufacturing processes.

The policy highlights the goal of increasing efficiency and recycling of water resources, with a focus on areas experiencing high water stress, reflecting our commitment to reducing water withdrawal where it is most needed.

Aligned with our policy, we strive to design products that address water-related issues and contribute to the preservation of marine resources.

Our policy applies to all UCB colleagues and partners worldwide, all UCB divisions, subsidiaries, affiliates and other entities operationally controlled by UCB, regardless of location.

The Chief Financial Officer is the member of UCB Executive Committee sponsoring our environmental sustainability ambition and performance, in addition to the Head of Sustainability, Corporate Affairs & Risk. The Head of Environmental Sustainability is accountable for the implementation of the policy and ensures its periodic review.

Actions E3-2

Lowering our bioproduct water-intensity

For all our biologic molecules, we calculate the water process mass intensity (water PMI) using the metric[1] developed by biopharmaceutical industry members of the American Chemical Society Green Chemistry Institute Pharmaceutical Roundtable. Each new UCB biologic has a launch target of a water PMI at least 20% lower than the current average, integrated into our Green Product Scorecard (more information on the Green Product Scorecard in the 'Circular Economy' section). As of 2024, two UCB biologics under development are already performing within their water PMI thresholds, and efforts continue to ensure other projects also meet their low-water intensity targets before launch.

Specific actions in high water stress areas

Key manufacturing sites have long-term action plans to decrease water withdrawal and reduce risk in water stress areas through monitoring, reducing and recycling water, including actions such as optimizing water sampling, automating cooling tower fans and improving the efficiency of HVAC systems. For example, changing the nozzles in the cooling tower at our site in Saitama (Japan) achieved a saving of 600m^3 in 2024.

Our water conservation actions relate primarily to the at the Braine-l'Alleud campus (Belgium), as this site is our only major manufacturing location situated in a high or extremely high water stress area as defined by the WRI Aqueduct mapping tool. Other UCB sites in water-risk areas are limited to offices and small laboratories. In 2024, we continued with the detailed design of water saving projects in Braine-l'Alleud campus and ran a water recycling pilot at Bulle (Switzerland) manufacturing site with water from manufacturing processes to reduce the amount of water withdrawn. Once implemented and fully operational, water recycling projects in Braine-l'Alleud and Bulle are expected to reduce water withdrawal consistently.

1 Budzinski K, Blewis M, Dahlin P, D'Aquila D, Esparza J, Gavin J, Ho SV, Hutchens C, Kahn D, Koenig SG, Kottmeier R, Millard J, Snyder M, Stanard B, Sun L. Introduction of a process mass intensity metric for biologics. N Biotechnol. 2019 Mar 25;49:37-42. doi: 10.1016/j.nbt.2018.07.005. Epub 2018 Aug 16. PMID: 30121383.

Targets E3-3

Producing large-molecule medicines, such as biologics or biopharmaceuticals, can be a water-intensive process. As UCB's pipeline evolves, we increase production capacity to support new product launches, including future launches of new biopharmaceutical products, presenting a substantial challenge to our water target in absolute numbers. This has pushed us to find innovative solutions to decouple our growth from the increased demand for this vital resource, especially in areas facing high water risk.

Our initial water conservation target set in 2015 was to reduce absolute water withdrawal by 20% by 2030 compared to the 2015 baseline. To align the base year with our new climate 2019 baseline (as most representative of UCB's typical operations, prior to the impacts of COVID-19), we updated our water target to 15% absolute reduction by 2030 compared to 2019, therefore keeping the same level of ambition as before. This voluntary target is accompanied by strict compliance with water and wastewater-related regulations.

In addition, manufacturing and other operational programs within UCB integrate specific targets on water withdrawal, including continued water PMI reduction targets for new biologics as part of the Green Product Scorecard.

Metrics E3-4

Water

	Base Year 2019	2024	Variance (%) Base Year
Main (city) water (m^3)	554,427	470,472	-15.1%
Ground and surface water (m^3)	65,848	27,134	-58.8%
Total water withdrawn (m^3)	620,275	497,606	-19.8%
Total water withdrawn in areas at water risk, including areas of high water stress areas (m^3)	300,091	268,115	-10.7%
Percentage of water withdrawn in areas with water stress	48.4%	53.9%	N/A
Water intensity (m^3 /m€)	126.2	81	-35.9%
Total water recycled (m^3)	0	957	N/A
Water saved due to conservation efforts (m^3)	26,328	5,030	N/A

UCB's total water withdrawn reduced by almost 20% compared to our 2019 base year. This reduction is mainly due to projects deployed in the Braine-l'Alleud campus, specifically on the cooling towers installations, and in the Bulle manufacturing site by optimizing cleaning cycles in production, together with a global continuous improvement approach at our different sites.

The percentage of water withdrawn in areas with water stress decreased by 10.7%. Furthermore, the Ekopak recycling project in Braine-l'Alleud should allow us to actively work toward further reduction, as it is located in an extremely high water-risk area and contributes to more than 40% of UCB's total water withdrawal.

Methodology

UCB prioritizes water withdrawal metrics over water consumption as withdrawal data provides a better understanding of overall water use and dependence on water resources, following the CDP's position.

UCB reports on water withdrawal across its sites, defining it as the total volume of water withdrawn from all sources (including surface water, groundwater, rainwater, and municipal water supply) into the site boundaries during the reporting period.

Specifically, all UCB sites larger than 500 m^2 report their water withdrawal based on supplier invoices. When invoices are unavailable and water meters cannot be installed, consumption is estimated using site activities, geographical location, and square footage.

UCB-owned sites are equipped with a network of strategically placed water meters to monitor water withdrawal, detect deviations and promptly investigate root causes of any anomalies. The collected data are cross-checked monthly against received invoices to ensure accuracy.

The net revenue used to calculate water intensity is the same revenue figure from the consolidated income statement.

The amount of water saved due to conservation efforts cannot be compared to the baseline year as there are different projects being deployed year-over-year and while the easier conservation measures have already been deployed in past years, UCB's teams continue to identify and successfully implement additional projects to further optimize our installations and save water withdrawal.

Circular economy E5

Impacts, Risks and Opportunities E5-SBM-3

Topic	IRO type	Actual/ potential	Sub-topic	Description
Circular economy	Negative impact	Actual	Waste	Disposing of single-use devices needed for self-medication of biopharmaceutical solutions.

Policies E5-1

Our environmental policy addresses practices that seek to ensure the sustainable sourcing of resources, optimize resource efficiency and emphasize the increased use of secondary (recycled) resources. The policy includes measures to manage waste responsibly and ensure that waste is disposed of in the best available manner.

We promote circular economy by implementing comprehensive solvent recycling, enhancing packaging recyclability, increasing the use of renewable materials and utilizing the Green Product Scorecard (described in the 'Actions' sub-section) to continuously optimize resource efficiency.

Our policy applies to all UCB colleagues and partners worldwide, namely all UCB divisions, subsidiaries, affiliates and other entities operationally controlled by UCB, regardless of location. The Chief Financial Officer is the member of UCB Executive Committee sponsoring our environmental sustainability ambition and performance, in addition to the Head of Sustainability, Corporate Affairs & Risk. The Head of Environmental Sustainability is accountable for the implementation of the policy and ensures its periodic review

Actions E5-2

Improving resource efficiency based on UCB's Green Product Scorecard

UCB's **Green Product Scorecard** scores our products' environmental performance in design, development and production, based on a cradle-to-grave lifecycle analysis (LCA)[1]. This spans from the carbon footprint and water impact of raw materials to manufacturing, distribution and usage, through to end-of-life treatment of packaging and device waste after use. We assess different segments of our product lifecycle to identify resource optimization opportunities. The Green Product Scorecard is aligned with the waste hierarchy framework, structured around the following hierarchy: preventing inflow and outflow; reducing inflow and outflow; and utilizing recycled inflow while enhancing recyclability of outflows.

All core UCB products are covered by our Green Scorecard, which includes customized targets for each product[2].

Reducing and replacing solvents

Solvents are the most significant resource used to manufacture small molecules used as **Active Pharmaceutical Ingredients** (APIs). Through UCB's Green Product Scorecard, each medicine must be covered by a targeted action plan based on replacing solvents for greener inflow, reducing, reusing and recycling in this order of priority. All action plans are coined through a comprehensive analysis realized using the Process Mass Intensity (PMI) metric and the Global Warming Potential (GWP - in kilograms of CO_2e emissions linked to the use of raw materials to manufacture 1kg of active ingredient), both developed by the American Chemical Society's (ACS) Green Chemistry Institute (GCI) Pharmaceutical Roundtable.

In 2024, significant progress was achieved regarding two APIs currently being developed:

- **API 1:** The theoretical target was defined to reduce by at least 32% the GWP of the manufacturing process compared to the 2022 baseline. In this context, one of the projects delivered in 2024 reduced by 64% the quantity of raw materials used in one manufacturing step at laboratory scale.
- **API 2:** A -45% GWP target was set in 2020. Since then, improvements have been demonstrated by reducing fresh raw material use and reusing or recycling waste flows. New process design has been investigated in 2024 and may provide an additional 20% decrease therefore redefining the target to -65% GWP after three years at commercial scale, compared to the 2020 baseline.

To support implementation, UCB conducts cross-departmental workshops, leveraging expertise in product development, industrialization, packaging and strategic planning.

Beyond APIs, UCB uses its **Formulation Environmental Decision Tool** (FEDT) to compare various drug product compositions and manufacturing processes, systematically guiding the drug process development team toward the most sustainable options.

1 Our internal LCA tool was developed by the ERM International Group – based on Ecoinvent 3.6 Database and Process Mass Intensity (PMI) developed by the ACS GCI PR.

2 UCB's Green Product Scorecard is based on a streamlined Life Cycle Assessment, accompanied by several workshops to bring together cross-departmental expertise related to touchpoints such as product development, industrialization, packaging, marketing, or strategy. Opportunities were mapped, prioritized and used to build a customized environmental footprint reduction roadmap with an associated target for each medicine.

Packaging and device resource minimization and circularity

UCB's **'green-by-design' approach** integrates environmental considerations into feasibility studies for all packaging and devices intended for patient use, using feedback on packaging and device sustainability perceptions from a broad pool of intended users at an early design stage. We are also working closely with our partners and contract manufacturing organizations (CMOs) to ensure that safety and sustainable design criteria are embedded in the solutions they design for our medicines.

New **packaging eco-design** projects were launched in 2024 for CIMZIA® and NEUPRO® to reduce packaging waste and increase recyclability in key markets. The CIMZIA® 200mg prefilled syringe packaging for Japan was redesigned to reduce packaging waste by 62% in weight, including 48% in plastic content, and to increase use of recycled materials, by replacing a plastic film with one that contains 50% recycled content. In Europe, NEUPRO® packaging was redesigned by downsizing the box and the patient information leaflet, as well as eliminating several plastic components, reducing the total weight of secondary packaging by 65% while increasing its recyclability. We implemented relevant **renewable certification** initiatives such as FSC certification for paper and cardboard.

Ongoing initiatives to promote **medical device circularity** across UCB medicines' lifecycle and products include our participation in the non-profit Circularity in Primary Pharmaceutical Packaging Accelerator (CiPPPA) in the U.K.

Targets E5-3

UCB has set a voluntary absolute reduction target for waste generation on site, committing to reduce our waste production by 18% by 2030 compared to 2019 (initially by 25% by 2030 versus the 2015 base year). We reset our base year to 2019 to align with our new climate 2019 baseline (as most representative of UCB's typical operations, prior to the impacts of COVID-19), while maintaining the same level of ambition when considering absolute numbers.

Green Product Scorecard targets aiming to reduce our product footprint encompass metrics on the Process Mass Intensity (PMI) to optimize resource use, 'green-by-design' principles on circularity, waste treatment and product environmental footprints. Products are given an overall score based on these metrics, and each UCB solution is re-evaluated every three years to incorporate new opportunities for improvement.

Additionally, UCB's climate targets encompass the end-of-life stage of our products, addressing waste treatment after their use to further mitigate environmental impact.

Metrics E5-5

Waste

Waste (tonnes)	2024
Amount of hazardous waste diverted from disposal and prepared for reuse	-
Amount of hazardous waste diverted from disposal for recycling	1,475
Amount of hazardous waste diverted from disposal for other recovery methods	-
Total amount of hazardous waste diverted from disposal	**1,475**
Amount of non-hazardous waste diverted from disposal and prepared for reuse	-
Amount of non-hazardous waste diverted from disposal for recycling	2,431
Amount of non-hazardous waste diverted from disposal for other recovery methods	294
Total amount of non-hazardous waste diverted from disposal	**2,725**
Total amount of waste diverted from disposal	**4,140**
Amount of hazardous waste directed to disposal for incineration	1,483
Amount of hazardous waste directed to disposal to landfill	1
Amount of hazardous waste directed to disposal for other disposal operations	33
Total amount of hazardous waste directed to disposal	**1,517**
Amount of non-hazardous waste directed to disposal for incineration	619
Amount of non-hazardous waste directed to disposal to landfill	27
Amount of non-hazardous waste directed to disposal for other disposal operations	-
Total amount of non-hazardous waste directed to disposal	**646**
Total amount of waste directed to disposal	**2,163**
Total amount of non-recycled waste	2,457
Percentage of non-recycled waste	39.0%
Total amount of hazardous waste	**2,932**
Total amount of non-hazardous waste	**3,371**
Total amount of radioactive waste generated	**0.008**
Total amount of waste generated	**6,303**

UCB is actively working to reduce its on-site waste generation while increasing the proportion of our waste diverted from disposal, seeking the best available treatment options.

Examples to reduce waste generation in 2024 included a project implemented at the Bulle manufacturing site (Switzerland) which allowed barrels to be reused in a production line. Ongoing projects, such as electronic batch records and process improvements also reduce the quantity of printed paper.

In 2024, 61% of UCB's waste was recycled. One of UCB's main hazardous wastes is solvent used in our manufacturing sites, and we have several ongoing projects to increase the percentage reused and recycled of this material.

Methodology

UCB reports on the total amount of hazardous and non-hazardous waste information across its sites, as defined per local legislation at the point of generation, created by UCB sites during the reporting period. UCB sites report on waste information based on waste management information, such as waste management invoices or waste balance sheets that allow us to track our waste stream (type of waste associated with the type of treatment) globally.

UCB increased its data accuracy and reporting on its waste streams (waste category and treatment type) recently and it is not possible to retroactively calculate the waste footprint using the new methodology (detailed waste stream data not available before 2023), which is why it's not being compared to the 2019 baseline for each category and treatment type.

Products and materials

Products and materials	2024
Rate of recyclable at scale content in UCB products and packaging	62.3%

Methodology

- UCB's resource outflows consist of the packaging materials and medical devices associated with the medicines sold during the reporting year. Each packaged product is detailed in a Master Bill of Material, which specifies all components and their respective weights. These data are combined with the total sales volumes for the reporting year to determine the overall weight of outflows.
- The recyclability at scale of the outflows is assessed with the support of the Ellen MacArthur Foundation tool, specifically made to evaluate plastic goods that are recyclable in practice and at scale, from plastic goods that are only technically recyclable.

Waste composition from end-of-life UCB products

Waste from end-of-life UCB products	
Carton	22.4%
Paper	20.1%
Metal	2.8%
Plastic	24%
Glass	30.6%

EU Taxonomy EUTR

UCB SA – Consolidated disclosures pursuant to Article 8 of the Taxonomy Regulation

The Taxonomy Regulation is a key component of the European Commission's action plan to redirect capital flows towards a more sustainable economy. As a classification system for environmentally sustainable economic activities, the Taxonomy represents an important step towards achieving carbon neutrality by 2050, in line with EU climate goals.

In this section, as a non-financial parent undertaking, we present the share of our group turnover, capital expenditure (CapEx) and operating expenditure (OpEx) according to the EU taxonomy requirements for the reporting period of 2024. These are associated with the Taxonomy-eligibility and Taxonomy-alignment of the economic activity "1.2 Manufacture of medicinal products" related to the Pollution Prevention and Control (PPC) environmental objective, in accordance with Article 8 of the Taxonomy Regulation.

Definitions

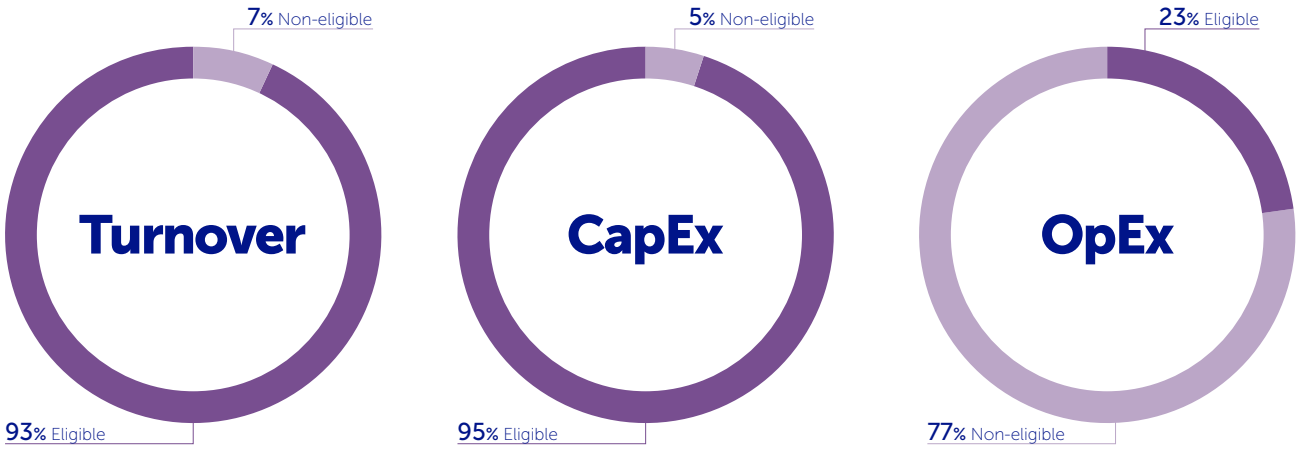
Taxonomy-eligible economic activity means an economic activity that is described in the delegated acts supplementing the Taxonomy Regulation, irrespective of whether that economic activity meets any or all of the technical screening criteria laid out in those delegated acts.

An economic activity is Taxonomy-aligned when it complies with the technical screening criteria as defined in the Delegated Act and it is carried out in compliance with the minimum safeguards regarding human and consumer rights, anti-corruption and bribery, taxation and fair competition. To meet the technical screening criteria, an economic activity contributes substantially to one or more environmental objectives while not doing significant harm to any of the other environmental objectives.

Taxonomy-non-eligible economic activity means any economic activity that is not described in the delegated acts supplementing the Taxonomy Regulation.

Our activities

Overview



Taxonomy-eligibility

2023 was the first year that significant eligibility has been identified for UCB, following the adoption of the Environmental Delegated Act. Since then, an in-depth study of the texts surrounding taxonomy has enabled us to review our methodology to ensure our data is more consistent and in line with our strategy. We strongly believed that certain changes were essential to align our image with the goals of the taxonomy.

The first change in our methodology concerns the consolidation of all the activities in the core-business activity "1.2 Manufacture of medicinal products" for the CapEx and OpEx KPIs. Even though several economic activities were recognized in 2023, we have followed the approach in 2024 that the only economic activity of the UCB Group is the manufacture of medicinal products. All the OpEx and CapEx support this economic activity with which we generate revenue. Indeed, our corporate objective is to produce differentiated medicines to reach as many patients as possible. Even if bringing our drugs to patients requires the construction of new buildings or the renovation of existing ones, the transport of our employees or some administrative expenses for data storage, all those activities are subsequent. The essence of our activity is to bring solutions to patients, producing medicines for them. This is also, why, in 2023, only the "Manufacture of medicinal products" was recognized as economic activity in the turnover KPI section. In 2024, we just push this reflection a step further, also considering CapEx and OpEx KPIs.

Some other changes in our methodology have taken place in the turnover and CapEx key performance indicators (KPIs). They are detailed in the below dedicated sections below. Those updates are driven by the fact that EU Taxonomy Regulation contains wording and requirements which are subject to interpretation and, in some cases, for which clarifications have not yet been published. UCB has adopted the interpretation that makes the most sense for the company given the specificities of our industry.

Taxonomy-alignment

UCB is dedicated to delivering innovative and differentiated treatment options to patients. As part of our commitment to sustainable performance, we have undertaken a comprehensive review to assess the alignment of our core business activity, the "Manufacturing of Medicinal Products", with the EU Taxonomy Technical Screening Criteria (TSC).

According to the EU Taxonomy system, medicines can only be deemed sustainable if they meet all the following criteria: their ingredients must be naturally occurring, biodegradable or mineralized and the products must serve as an appropriate substitute for an existing product that does not meet the biodegradability criteria. Our analysis has shown that while our products meet some criteria, they do not fulfill all of them. This "all or nothing" approach results in a 0% alignment.

Despite this, UCB supports the implementation of the EU Taxonomy framework. We recognize the value of having a common definition for environmentally sustainable turnover, CapEx and OpEx. However, we share the concerns expressed by the European Federation of Pharmaceutical Industries and Associations[1] and its members that the TSC do not adequately reflect the sustainable practices of the pharmaceutical industry. We believe that the current approach does not acknowledge the unique characteristics of medicinal products and fail to incentivize environmental improvements made to these products.

UCB has been committed for over 15 years and remains committed to reducing the environmental footprint of our operations and our medicines. Our policies, actions, targets and performance to minimize our impact on the planet are presented throughout the 'Sustainability Statement'.

However, given the complexity of the EU taxonomy, we may not commit to any changes linked to the alignment process if they are not reasonable or are not in line with our strategic goals. This approach also led us to update our methodology, consolidating all economic activities recognized in 2023 under our core business activity, "Manufacture of medicinal products.". Aligning other eligible activities that do not fit our business model is not a current strategic priority.

Minimum safeguards

Ethics and business integrity is a priority area for UCB and we have different practices that strive to protect the minimum safeguards as defined in the EU Taxonomy. We will assess and harmonize due diligence processes to comply with the Corporate Sustainability Due Diligence Directive by 2027. Our commitment to respecting human rights across our value chain is described on the 'Workers in the value chain' section and our anti-bribery and anti-corruption practices are described in the 'Business conduct' section.

UCB will continue to monitor and consider any changes in the EU Taxonomy regulation going forward, along with overall readiness procedures for next year's Integrated Annual Report.

Taxonomy-eligible economic activities

Economic activities	Description
1.2 Manufacture of medicinal products	Manufacture and sale of medicines produced by the group or by a contract manufacturing organization (CMO) intended for patients living with diseases in immunology, neurology, and other therapeutic areas.

We consider as Taxonomy-eligible under activity 1.2, the revenue coming from medicinal products and OpEx and CapEx that support the assets used in the production of the medicinal products.

1 How the EU can incentivise environmental sustainability of new medicines

Our KPIs and accounting policies

The key performance indicators (KPIs) include the turnover KPI, the CapEx KPI and the OpEx KPI. For presenting the Taxonomy KPIs, we use the templates provided in Annex II of the Disclosures Delegated Act. As mentioned previously, some changes were made to our methodology to reflect our interpretation of the legal requirements and with a willingness to translate, as much as possible, the fundamentals of the EU taxonomy. None of our activities contribute to multiple environmental objectives, and so no disaggregation of KPIs is required.

Turnover template for financial year 2024

				Substantial contribution criteria					
Economic Activities	Code	Turnover € million	Proportion of turnover, year 2024 %	Climate change mitigation Y; N; N/EL (a)	Climate change adaptation Y; N; N/EL (a)	Water Y; N; N/EL (a)	Pollution Y; N; N/EL (a)	Circular economy Y; N; N/EL (a)	Biodiversity Y; N; N/EL (a)
A. TAXONOMY-ELIGIBLE ACTIVITIES									
A.1 Environmentally sustainable activities (Taxonomy-aligned)									
Manufacture of medicinal products	PPC 1.2	-	0%	-	-	-	-	-	-
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		-	0%	-	-	-	-	-	-
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)									
				EL; N/EL (b)	EL; N/EL (b)	EL; N/EL (b)	EL; N/EL (b)	EL; N/EL (b)	EL; N/EL (b)
Manufacture of medicinal products	PPC 1.2	5,672	93%	N/EL	N/EL	N/EL	EL	N/EL	N/EL
Turnover of Taxonomy-eligible but not environmentally sustainable acivities (not Taxonomy-aligned activities) (A.2)		5,672	93%	0%	0%	0%	93%	0%	0%
A. Turnover of Taxonomy-eligible activities (A.1 + A.2)		5,672	93%	0%	0%	0%	93%	0%	0%
B. TAXONOMY-NON ELIGIBLE ACTIVITIES									
Turnover of Taxonomy-non eligible activites (B)		443	7%						
TOTAL		6,115	100%						

(a) Y Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective.
N No, Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective.
N/EL Not eligible, Taxonomy-non-eligible activity for the relevant environmental objective.
(b) EL Taxonomy-eligible activity for the relevant objective.
N/EL Taxonomy-non-eligible activity for the relevant objective.

	Does not significantly harm criteria (DNSH)									
	Climate change mitigation Y/N	Climate change adaptation Y/N	Water Y/N	Pollution Y/N	Circular economy Y/N	Biodiversity Y/N	Minimum safeguards Y/N	Proportion of Taxonomy-aligned or -eligible turnover, year 2023 %	Category enabling activity E	Category transitional activity T
	-	-	-	-	-	-	-	0%	-	-
	-	-	-	-	-	-	-	0%	-	-
	-	-	-	-	-	-	-	96%	-	-
	-	-	-	-	-	-	-	96%	-	-
	-	-	-	-	-	-	-	96%	-	-

CapEx template for financial year 2024

Economic Activities	Code	CapEx € million	Proportion of CapEx, year 2024 %	Substantial contribution criteria: Climate change mitigation Y; N; N/EL (a)	Climate change adaptation Y; N; N/EL (a)	Water Y; N; N/EL (a)	Pollution Y; N; N/EL (a)	Circular economy Y; N; N/EL (a)	Biodiversity Y; N; N/EL (a)
A. TAXONOMY-ELIGIBLE ACTIVITIES									
A.1 Environmentally sustainable activities (Taxonomy-aligned)									
Manufacture of medicinal products	PPC 1.2	-	0%	-	-	-	-	-	-
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		-	0%	-	-	-	-	-	-
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)									
				EL; N/EL (b)	EL; N/EL (b)	EL; N/EL (b)	EL; N/EL (b)	EL; N/EL (b)	EL; N/EL (b)
Manufacture of medicinal products	PPC 1.2	462	95%	N/EL	N/EL	N/EL	EL	N/EL	N/EL
CapEx of Taxonomy-eligible but not environmentally sustainable acivities (not Taxonomy-aligned activities) (A.2)		462	95%	0%	0%	0%	95%	0%	0%
A. CapEx of Taxonomy-eligible activities (A.1 + A.2)		462	95%	0%	0%	0%	95%	0%	0%
B. TAXONOMY-NON ELIGIBLE ACTIVITIES									
CapEx of Taxonomy-non eligible activites (B)		24	5%						
TOTAL		486	100%						

(a) Y Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective.
N No, Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective.
N/EL Not eligible, Taxonomy-non-eligible activity for the relevant environmental objective.
(b) EL Taxonomy-eligible activity for the relevant objective.
N/EL Taxonomy-non-eligible activity for the relevant objective.

	Does not significantly harm criteria (DNSH)									
	Climate change mitigation Y/N	Climate change adaptation Y/N	Water Y/N	Pollution Y/N	Circular economy Y/N	Biodiversity Y/N	Minimum safeguards Y/N	Proportion of Taxonomy-aligned or -eligible CapEx, year 2023 %	Category enabling activity E	Category transitional activity T
	-	-	-	-	-	-	-	0%	-	-
	-	-	-	-	-	-	-	0%	-	-
	-	-	-	-	-	-	-	93%	-	-
	-	-	-	-	-	-	-	93%	-	-
	-	-	-	-	-	-	-	93%	-	-

OpEx template for financial year 2024

				Substantial contribution criteria					
Economic Activities	Code	OpEx € million	Proportion of OpEx, year 2024 %	Climate change mitigation Y; N; N/EL (a)	Climate change adaptation Y; N; N/EL (a)	Water Y; N; N/EL (a)	Pollution Y; N; N/EL (a)	Circular economy Y; N; N/EL (a)	Biodiversity Y; N; N/EL (a)
A. TAXONOMY-ELIGIBLE ACTIVITIES									
A.1 Environmentally sustainable activities (Taxonomy-aligned)									
Manufacture of medicinal products	PPC 1.2	-	0%	-	-	-	-	-	-
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		-	0%	-	-	-	-	-	-
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)									
				EL; N/EL (b)	EL; N/EL (b)	EL; N/EL (b)	EL; N/EL (b)	EL; N/EL (b)	EL; N/EL (b)
Manufacture of medicinal products	PPC 1.2	105	23%	N/EL	N/EL	N/EL	EL	N/EL	N/EL
OpEx of Taxonomy-eligible but not environmentally sustainable acivities (not Taxonomy-aligned activities) (A.2)		105	23%	0%	0%	0%	23%	0%	0%
A. OpEx of Taxonomy-eligible activities (A.1 + A.2)		105	23%	0%	0%	0%	23%	0%	0%
B. TAXONOMY-NON ELIGIBLE ACTIVITIES									
OpEx of Taxonomy-non eligible activites (B)		357	77%						
TOTAL		462	100%						

(a) Y Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective.
N No, Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective.
N/EL Not eligible, Taxonomy-non-eligible activity for the relevant environmental objective.
(b) EL Taxonomy-eligible activity for the relevant objective.
N/EL Taxonomy-non-eligible activity for the relevant objective.

	Does not significantly harm criteria (DNSH)									
	Climate change mitigation Y/N	Climate change adaptation Y/N	Water Y/N	Pollution Y/N	Circular economy Y/N	Biodiversity Y/N	Minimum safeguards Y/N	Proportion of Taxonomy-aligned or -eligible OpEx, year 2023 %	Category enabling activity E	Category transitional activity T
	-	-	-	-	-	-	-	0%	-	-
	-	-	-	-	-	-	-	0%	-	-
	-	-	-	-	-	-	-	22%	-	-
	-	-	-	-	-	-	-	22%	-	-
	-	-	-	-	-	-	-	22%	-	-

Turnover KPI

In 2023, we calculated the denominator on the net sales figure based on Note 6 of the financial statements which excludes Royalty income and fees and other revenue. We reported € 4 867 million in the denominator. The numerator has been calculated taking into account net sales but excluding the portion related to the designated hedges reclassified to net sales (hedging) as it was not possible to directly linked it to a specific product. We reported € 4 817 million in the numerator. The proportion of the taxonomy eligible turnover shown was then 99%.

In 2024, we used the IFRS 15 revenue figure as a denominator, the total net turnover as disclosed in Note 7 – Revenue from contracts with customers. To calculate the numerator, we consider the net sales before hedging, the contract manufacturing and the milestones received by UCB relating to UCB products already sold on the related market.

We have restated the prior year turnover KPI for the fiscal year 2023 following the same approach. This led us to a proportion of a taxonomy eligible turnover of 96%.

This calculation is more relevant and reliable as it is more in line with what can be found in the legislation[1].

CapEx KPI

The CapEx KPI is defined as Taxonomy-eligible CapEx (numerator) divided by our total CapEx (denominator).

Total CapEx consists of additions to tangible and intangible assets during the financial year, before depreciation, amortization, and any remeasurements, including those resulting from revaluations and impairments, as well as excluding changes in fair value. It includes acquisitions of tangible fixed assets (IAS 16), intangible fixed assets (IAS 38) and right-of-use assets (IFRS 16). Goodwill is not included in CapEx, because it is not defined as an intangible asset in accordance with IAS 38. For further details on our accounting policies regarding our CapEx, see a summary of our significant accounting policies (Note 3). The denominator can be reconciled with the additions available in the Notes 20 Intangible assets and 22 Property, plant and equipment. The denominator shall also cover additions to tangible and intangible assets resulting from business combinations (refer to the additions in Note 8) but we don't have any for the fiscal years 2023 and 2024.

To determine the numerator, we consider that assets and processes are associated with Taxonomy-eligible economic activities when they are essential components for executing an economic activity.

For this KPI as well, the methodology has been slightly updated compared to 2023. However, only the part linked to the numerator has been impacted. Last year, to identify the taxonomy-eligible activities, we limited the scope to the entities representing a significant part of the CapEx. It included the two main production sites located in Braine-l'Alleud, Belgium and Bulle, Switzerland and other sites with material CapEx. In 2024, all the UCB sites have been considered. We have restated the prior year's CapEx KPI for the fiscal year 2023 following the same approach. This led us to a proportion of a taxonomy-eligible CapEx of 93%, instead of the 85% reported last year.

As all our sites are taken into consideration, this calculation provides more details and more accuracy.

1 Article 2, point (5), of Directive 2013/34/EU and Delegated Act on article 8 (Regulation (EU) 2021/2178) Annex I

OpEx KPI

EU Taxonomy defines OpEx differently compared to financial reporting, therefore OpEx as defined by EU Taxonomy would not equal the total operating expenditure in the financial statements.

The OpEx KPI is defined as Taxonomy-eligible OpEx (numerator) divided by the total defined as Taxonomy OpEx (denominator).

Following the EU Taxonomy regulation[1], the total OpEx consists of direct non-capitalized costs related to research and development (R&D), building renovation measures, short-term leases, plant and laboratory equipment purchased but not capitalized as well as all forms of maintenance and repair. Any other direct expenditures relating to the day-to-day servicing of assets of Property, plant and equipment by the entity or third-party to whom activities are outsourced that are necessary to ensure the continued and effective function of the asset should also be part of the denominator.

Only a small part of R&D expenses has been taken into account in the denominator as depreciation and indirect expenses were excluded. For depreciation, the costs have been excluded to avoid a double count, as assets that are depreciated are already taken in CapEx in previous years. For the other R&D expenses, a lot of these expenses concern expenses that are not directly related to projects. OpEx for EU taxonomy reporting should exclude overheads, raw materials, costs of employees operating machines, cost of managing research and development projects and electricity, fluids or reagents needed to operate the property, plant and equipment.

During the clinical and preclinical development phases in the biopharmaceutical industry, there is still quite some uncertainty whether these projects will lead to regulatory approval and hence products that will generate revenues. Therefore the R&D expenses that are directly related to projects (as taken in the denominator) have not been considered as taxonomy-eligible OpEx (for the numerator) for the economic activity "Manufacture of medicinal products".

Maintenance and repair expenditures were determined based on the maintenance and repair costs allocated to our internal cost centers. The related cost items can be found in various line items in our income statement, including cost of sales (maintenance in operations) and general and administrative expenses (such as maintenance of IT systems). In general, these expenditures include costs for services and material costs for daily servicing, as well as for regular and unplanned maintenance and repair measures. These costs are directly allocated to the property, plant and equipment. This does not include expenditures relating to the day-to-day operation of the property, plant and equipment, such as raw materials, cost of employees operating the machinery, electricity or fluids that are necessary to operate the property, plant and equipment. Amortization and depreciation are also excluded in the OpEx KPI.

Costs for building renovation measures and short-term leases are also included in the numerator and denominator of the OpEx KPI.

Contextual information

All changes performed between the fiscal year 2023 and the fiscal year 2024 have been explained in the previous sections.

UCB does not carry out activities in the nuclear or fossil fuel sectors.

Nuclear energy related activities	
1. The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	No
2. The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	No
3. The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	No
Fossil gas related activities	
4. The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	No
5.The undertaking carries out, funds or has exposures to No construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	No
6.The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	No

1 Commission notice on the interpretation of legal provisions of EU Taxonomy February 2022

Social Information

Own workforce S1

Impacts, Risks and Opportunities S1-SBM-3

Topic	IRO type	Actual/ potential	Sub-topic	Description
Workers' rights and working conditions	Positive impact	Actual	Freedom of association, social dialogue	Ensuring that workers have both the opportunity (e.g., time and access) and the right to join a union that promotes employee empowerment to speak up and defends employee rights.
Diversity, equity and inclusion	Positive impact	Potential	Diversity, gender equality and equal work for equal pay	Promoting diversity, equity and inclusion practices in UCB's workforce (e.g., equal promotion, inclusive recruitment) can lead to an increase in employee satisfaction and wellbeing.
	Negative impact	Actual	Diversity, gender equality and equal work for equal pay	Lack of representation in UCB's workforce at all levels of the organization (including executive level in particular) can lead to employee discouragement, loss of productivity and ultimately turnover.
	Negative impact	Actual	Measures against violence and harassment in the workplace	Harassment and discrimination, which should be reported through the UCB Integrity Line, can affect employee wellbeing, productivity and retention rates.
	Negative impact	Actual	Diversity	A lack of equal opportunity for career advancement opportunities can lead to employee discouragement, loss of productivity and ultimately turnover.
	Opportunity		Diversity	Leverage business leaders as enablers to help drive the principles of diversity, equity and inclusion throughout UCB (e.g., diversity in clinical trials, equal promotion and wage).
Employee development	Risk		Training and skills development	Inability to upskill and recruit employees with new industry technological skills needed (e.g., AI, machine learning) at the required speed of the business transformation can lead to a competitive disadvantage for UCB.
	Opportunity		Training and skills development	Fully integrating sustainability into UCB's operations can lead to increased attractiveness of the company towards younger generations.
Health, safety and wellbeing	Positive impact	Actual	Health and safety	Adhering to high employee health, safety and wellbeing standards (above legal obligation) and ensuring employees feel safe to speak up.
	Negative impact	Actual	Health and safety	Aging manufacturing infrastructure and equipment and its associated impact on employee's physical safety.
	Negative impact	Actual	Health and safety	Using substances with toxic and carcinogenetic properties that could directly impact UCB employees and their family.
	Negative impact	Actual	Health and safety	High-risk manufacturing activities, such as working at height, in confined spaces, in explosive atmospheres, with pressurized equipment or close to construction activities, leading to fatalities or severe injuries.
	Negative impact	Actual	Work-life balance	High work pressure and long working hours, leading to screen fatigue, lack of movement, burnouts and a decrease in work efficiency.
	Risk		Health and safety, work-life balance	Reputational and productivity risk of UCB not achieving its global health, safety and wellbeing (HSWB) ambitions and not delivering on the HSWB targets and actions.

Workers' rights and working conditions

Policies S1-1

UCB is committed to respecting the International Labour Organization's (ILO) Declaration on Fundamental Principles and Rights at Work and the International Bill of Human Rights, and we are a signatory of the UN Global Compact. Workers' rights are primarily protected by legislation in different countries, with the level of protection varying from one country to another. UCB has established minimum guiding policies, including the Code of Conduct, Human Rights Policy, and Health, Safety, and Wellbeing Policy. These global policies address the topic of workers' rights and working conditions in a high-level manner as local requirements and regulations drive the topic. The policies apply globally to all UCB affiliates and are endorsed by the Executive Committee. Employees are informed of these policies through mandatory training sessions.

UCB proudly respects the rights and dignity of all people. We strive to prevent any adverse human rights impact – as defined by the UN Declaration of Human Rights – on all business operations and hold all third-parties to those same standards. We promote high ethical standards and ensure workers are treated with dignity and respect. All UCB colleagues are required to comply with applicable laws, respect human rights and complete mandatory annual human rights training.

Our Human Rights Policy serves as a foundation to identify the highest priority human rights issues for UCB activities and to focus due diligence processes on such issues (including providing remedy if an adverse human rights impact was caused). Priority areas were confirmed through a salience assessment, which included the following areas related to our own workforce: third-party related risks (notably labor rights, environmental impacts, corruption) and non-discrimination, non-harassment and fair treatment for UCB employees.

We are committed to prohibiting, identifying, and preventing forced or child labor, modern slavery and human trafficking in all operations and supply chains. Our Modern Slavery Act Statement (U.K.) and Transparency Act Statement (Norway) are publicly available. UCB is preparing a report in accordance with Canada's Fighting Against Forced Labour and Child Labour in Supply Chains Act.

In 2024, UCB established a governance framework to provide oversight on our human rights approach and actively continue to integrate the voices of rights holders into our activities. The Chief Ethics and Compliance Officer serves as the key sponsor for UCB-wide human rights activities and reports regularly on human rights matters to UCB's Board of Directors and Executive Committee.

Engagement with our workforce S1-2

In Europe, our employee engagement process for working conditions includes a European Works Council and local works councils. Workers' rights are addressed through regular meetings with works councils and local employee representative groups, following local practices and laws[1]. This responsibility falls under the Chief Human Resources Officer, who also presides over the EU Works Council, and the local Head of Talent or Talent Representative in the respective country.

Individual updates on workers' rights are disseminated via the 'HR Answers' platform, where all local policies and workers' rights are documented. Each employee is assigned a Talent Partner who they can contact to address any issues. Employees are further encouraged to communicate feedback through union members, works councils, or local employee engagement groups. Additionally, UCB collects general input through surveys (e.g., the annual Ethics and Business Integrity Perceptions Survey), where employees can express their opinions and concerns. In addition to sourcing feedback from the annual survey, we use it to assess employee perceptions and behaviors (e.g., around reporting misconduct) and their awareness of the related policies and channels for making a report.

UCB 'human rights champions' are appointed in relevant functional areas to support implementation of human rights commitments across UCB, working closely with the Ethical Business Practices and Sustainability Lead and Human Rights Working Group to drive continuous improvement.

Actions S1-4

- To ensure rights are respected, UCB has designated a responsible person for each country who is tasked with ensuring compliance with labor laws and employee rights.
- In countries where UCB has employee representation through labor unions, there are communication channels available that provide local avenues for council-related operations.
- Aggregated results of the UCB quarterly employee experience survey are shared with the Executive Committee and managers, who are accountable for taking appropriate actions based on the feedback provided by employees.
- The 'Speak Up' Annual Report, issued by the Ethics and Business Integrity (E&BI) team, clearly lays out UCB's requirements, expectations, processes and channels for reporting misconduct and reinforces the company's policy against retaliation and the process for reporting suspected retaliation. The report provides anonymized information on metrics related to reports and investigations as well as representative case studies to help employees better understand common issues resulting in investigations and their illustrative results. On a regular basis, the E&BI Investigations team updates each country's Speak Up physical or virtual posters on display within each office.

1 Works councils and employee representative groups are not currently in place in all countries.

Diversity, equity & inclusion

Policies S1-1

In 2024, UCB started a process to further reinforce our commitment to embedding the principles of diversity, equity and inclusion, as set out in the UCB Code of Conduct, Human Rights Policy and other internal policies, across the business. In 2025, we plan to update our policies to emphasize our ongoing commitment to advance these principles in a legally compliant manner and prevent discrimination across our workforce and supply chain. The implementation of these policies is overseen by the Chief Human Resources Officer (member of the Executive Committee) and the Head of Diversity, Equity and Inclusion.

UCB follows applicable local laws and regulations on workplace inclusion and non-discrimination, including providing specific local guidance on areas such as disability accommodations and parental leave in each market.

Engagement with our workforce S1-2

Expectations are communicated through introductory and annual training modules on diversity, equity and inclusion-related issues (included in the UCB Code of Conduct), as well as ongoing internal communication campaigns (e.g., on-site posters; annual 'Speak Up' report, internal events) to reinforce awareness. We monitor effectiveness of these measures via UCB's annual Ethics and Business Integrity Perceptions Survey, alongside inclusion-related questions in the quarterly employee experience surveys, and ongoing feedback sourced via our Employee Resource Groups (ERGs) and other focus groups.

UCB's employee experience survey feedback can help identify gaps and challenges and highlight areas where the company should consider focusing its efforts to promote inclusion. This allows UCB to understand the unique challenges faced by all employees, including those from underrepresented groups, and tailor support.

Survey results are shared broadly to encourage leaders to interpret their team's results without bias and define opportunities as focus areas for future action. Teams are supported by available resources to develop action plans to explore such opportunities and mitigate any negative impact. Monthly updates on diversity, equity and inclusion are provided to UCB's Chief Human Resources Officer and Executive Vice President & General Counsel, who are part of the Executive Committee.

Actions S1-4

Our global diversity, equity and inclusion roadmap aims to ensure these principles are woven into all aspects of our company. Such initiatives are backed by equipping internal advocates with resources to boost awareness and understanding, as well as continuing our commitments to inclusive recruitment and to pay equity. In addition, we have adopted aspirational goals aligned with our efforts to promote the principles of diversity, equity and inclusion.

UCB's network of diversity, equity and inclusion communities – consisting of nine Local Councils, eight ERGs, and allies – helps ensure that the principles of diversity, equity and inclusion are integrated throughout our business operations at a local level. Their activities include establishing professional growth networks, initiating mentorship programs, hosting community events, and educating the wider workforce on these topics. Approximately 30% of UCB's workforce is either championing or involved in these communities[1].

Monthly 'ERG Office Hours' exchanges between the diversity, equity and inclusion team, ERG leaders and a joint community encourage interactions and sharing of best practices across these groups, which are open to all employees. In addition to providing participants with professional development opportunities, these exchanges serve as a platform to gain insights and feedback from ERGs to help address emerging challenges.

UCB's commitment to equal opportunity and non-discrimination is also embedded throughout all of our talent processes, supported by an extensive onboarding and learning portfolio. Our hiring processes seek to ensure that our internal talent pool is consistently leveraged for new opportunities, including posting all open positions to enhance transparency. Hiring managers have been trained on promoting equal opportunity and mitigating bias in our talent attraction processes, including with regard to the posting of roles, recruitment, interviewing and hiring.

Training sessions are also organized on topics such as unconscious bias and inclusive mindset.

1 Includes employees taking part in ERGs, Local Councils, the Business Champions community, or the Inclusive Mindset Facilitators community.

Employee development

Policies S1-1

Our global **talent strategy** aims to ensure that structured internal mobility, professional development, and referral programs encourage skills development and expertise sharing. Through the internal employee growth center and their Learning and Talent Partners, all UCB employees can access learning platforms and cross-functional skill development and explore internal mobility and leadership opportunities. This is supported by increased investment into accelerated leadership learning programs, an increased focus on developing digital skills (e.g., AI), and transversal skills to support our evolving business strategy. A capability-building process is in place to ensure we are constantly addressing current and future skill gaps in the workforce.

Our talent strategy aims to mitigate any risk of UCB falling behind industry standards in terms of technology and broader workforce capability skills, as well as the likelihood of employees looking elsewhere as a result of dissatisfaction with their personal development progress. This falls under the oversight of the Chief Human Resources Officer, who is part of the Executive Committee.

UCB's employee development practices are in compliance with local regulations (e.g., new Belgian employment legislation on annual training plan and individual training rights).

Engagement with our workforce S1-2

We continually engage with our workforce to evolve our approach through dedicated 'Learning Partners' who support the identification and building of critical skills and we measure progress through ongoing surveys (e.g., measuring the Net Promoter Score after any learning and development initiative).

UCB's quarterly employee experience surveys include targeted questions about employee development to identify any concerns from our own workforce, potential improvements and their perception around how this topic is managed within UCB.

Actions S1-4

We support the progression of employees through ongoing personal development plans and access to learning and mobility platforms, supported by a culture of lifelong learning across UCB.

- To encourage internal mobility, we have a strong early careers strategy, supported by an internal opportunity marketplace and careers site to promote career development opportunities to existing employees.
- UCB's Transversal Learning Portfolio, a centralized learning offering which is available for all employees at UCB to develop critical transversal skills, was revamped in 2024 to ensure widespread access to a clear learning and development offering, developed based on a company-wide analysis of employee growth needs.
- Company-wide 'leadership learning' programs aim to equip leaders (from line managers to senior executives) with the right people management skills and mindset to promote a growth culture among their teams.
- To attract, develop and retain top research and development (R&D) talents in a competitive pharmaceutical talent landscape, we run various initiatives targeted specifically at scientists and R&D professionals, including short-term job rotations to help employees expand their professional horizons and connect with other UCB teams, internal PhD opportunities to develop and retain our top graduates, external PhD sponsorship programs with leading U.K./EU academic institutions to strengthen our early career talent pool and mentoring programs with senior leaders.

Health, safety and wellbeing

Policies S1-1

UCB's global **Health, Safety and Wellbeing (HSWB) Policy** covers all employees, third-party personnel, visitors, contractors, and consultants at all UCB entities worldwide, aligned with ISO 45001 standards. The policy is endorsed by our CEO, Chief Human Resources Officer, Executive Vice President, Patient Supply and Head of Health, Safety and Wellbeing, and transcribed into local procedures applicable at site level (accounting for any operational and regulatory specificities).

Through this policy, we establish clear HSWB responsibilities and accountability to operate our facilities and prevent harm to all our employees, to provide training and resources on workplace activities with an elevated safety risk, and to integrate product safety stewardship considerations across our operations. Our workplace accident prevention process ensures that risks in UCB operations are assessed, mitigated, and controlled. Involved staff are included in the risk assessment process[1], and we prepare, test and maintain plans to enable an effective response to foreseeable emergency situations and limit their impact.

All potentially affected stakeholders can access the HSWB Policy through various channels, including training sessions, awareness programs and internal communication campaigns. The objective is to ensure that stakeholders (including employees, leadership and external partners) are aware of their roles in its implementation.

Engagement with our workforce S1-2

We recognize that incorporating employee insights and involvement in decision-making is critical to create a safe and supportive work environment. Alongside promoting an organization-wide 'speak-up' and feedback culture, we assess perceptions and the impact of our HSWB initiatives and identify any concerns and potential improvements via HSWB-related questions in the quarterly employee experience surveys[2]. Health and safety committees (including employee representatives) meet monthly on our manufacturing sites to identify potential risks and develop mitigation strategies. Safety trainings are assigned consistently with individual roles and responsibilities and track records of the trainings are maintained.

1 In line with the hierarchy controls of risk management.
2 Updated from an annual cadence to allow leaders to target more timely interventions.

The Global Health, Safety and Wellbeing team, overseen by the Executive Vice President Patient Supply (member of the Executive Committee), is responsible for workforce engagement around health, safety and wellbeing and ensuring that engagement strategies are effectively implemented across all UCB locations. They collaborate with internal and external stakeholders and track KPIs such as incident rates, safety indicators, employee feedback and absenteeism rates to gauge effectiveness.

Actions S1-4

A new 'HSWB Essentials' program was launched in 2024, aiming to ensure 100% of UCB workers are covered by a robust, structured, and transversal health, safety and wellbeing management system, whatever the type of activity and risks they are facing. We continue to promote workforce wellbeing through specialized training to support leaders in identifying signs of burnout in their teams, alongside a new employee portal with learning resources and centralized employee assistance program contacts. We are also expanding the reach of UCB's Wellbeing team to additional countries to reinforce new local initiatives such as financial wellbeing programs and healthy workplace certifications.

Key 2024 safety programs include a safety assessment of UCB manufacturing sites (evaluating our safe-by-design maturity level and any remediation plans needed), a project to better understand the risks that chemical substances pose in the workplace (e.g., per- and polyfluoroalkyl [PFAS]), and the continuation of our driver safety training program that has reached over 4,500 UCB employees since launch. A new Incident Investigation Technique course was introduced to support employees in identifying root causes of accidents and setting robust corrective action plans. Elsewhere, our potentially Life-Changing Activities (pLCA) Program made substantial strides in mitigating risks associated with high-risk activities, demonstrating our ongoing commitment to safety. This initiative will be extended over 2025 and the years to come.

Regular safety audits ensure compliance with standards and risk mitigation, supported by a robust reporting process that encourages employees to report safety incidents or near-miss incidents. Investigations are conducted, and results help to establish preventative measures and deploy additional employee training and education on safety practices when needed. All employees must be adequately qualified prior to independently performing the tasks and responsibilities of their role, through education, experience, training or a combination thereof. Specific health and safety training (with periodic[1] refresher sessions) is provided for specific procedures, processes, skills, equipment, instruments, systems and in any other area of knowledge, as appropriate to perform the assigned tasks and/or responsibilities. Managers are responsible for ensuring that employees' training and development plans are properly addressed.

At each main site, a local HSE team or representative is present to address the HSE risk management of its operations and workplace. Specific single points of contact are also identified to cascade the high-impact risks to the global HSWB team, and to support in quarterly reviews of the global HSWB risks. ISO 45001-certified sites have periodic health and safety management review.

Remediation channels for UCB's own workforce S1-3

We have established clear channels for employees to report any incidents or concerns, and we are committed to promptly and effectively address any negative impacts on our workforce.

Our investigation processes are designed to address concerns promptly and fairly, and we promote trust through regular training and communication, raising awareness of these mechanisms. To ensure continuous improvement, we continuously update policies, enhance training programs, and adopt new technologies, if needed.

Channels for reporting incidents

To ensure every voice is heard and valued, multiple channels exist for employees to raise concerns or share feedback confidentially. These include the UCB Integrity Line (available in over 200 languages and accessible to anyone who wishes to report a concern through an online platform or through phone calls) and robust incident and reporting systems, as well as the encouragement of open conversations between employees, their managers, and designated company representatives.

Any managers receiving reports from their team members must also report them to Ethics and Business Integrity (E&BI). All complaints submitted trigger an assessment, followed by a confidential investigation, which may lead to corrective disciplinary actions.

UCB's Chief Ethics and Compliance Officer is accountable for ensuring that effective processes are in place for employees to speak up and that any reports are appropriately investigated. UCB's Global Head of Investigations tracks and monitors the status of the reports and investigations. UCB is committed to taking all reports seriously and conducting a thorough review. When someone submits a report either through the UCB Integrity Line or through E&BI, Talent Partners, or Legal, the reporting party receives confirmation of receipt and information on how to get status updates on their report.

Health, safety and wellbeing reporting mechanisms

A robust incident reporting system is in place for any incident, near miss, or potentially hazardous situation on UCB sites. Once an incident is reported, our health, safety, and wellbeing team coordinates a thorough investigation to understand the root cause and assess the impact on the affected employees. Based on the investigation findings, we develop and implement a remediation plan to address the negative impact. Remediation plans may include corrective actions, support measures for affected employees (such as medical assistance, workplace adaptation, return-to-work process, and financial compensation where applicable), and steps to prevent recurrence and share main learnings across UCB. In cases where the negative impact has resulted in significant harm, we work closely with the affected employees to develop a tailored support plan that addresses their specific needs.

1 The frequency and content of the health and safety training are tailored to the requirements/expectations of the relevant activities to be performed.

Regular audits and reviews of the incident reporting system ensure accuracy and completeness and help identify improvement areas. Effectiveness is measured through metrics such as an investigation quality metric and measuring adherence to corrective and preventative action (CAPA) plans.

Addressing grievances

UCB has comprehensive mechanisms to handle employee grievances or complaints promptly, fairly, and transparently, including confidential Employee Assistance Programs[1] (EAPs) in the majority of countries and a network of trusted persons responsible for handling grievances and complaints at the local level, ensuring that employees have access to support and resolution mechanisms within their region.

Non-retaliation policies

UCB has a strict non-retaliation policy to protect all employees who raise concerns or report misconduct. Confidential reporting channels exist for employees to raise their concerns without fear of their identity being disclosed, such as the UCB Integrity Line and local trusted persons or talent representatives. Our EAP offers confidential support and resources to employees facing personal or work-related challenges and provides an additional layer of protection and support for employees who may be hesitant to report concerns due to fear of retaliation. UCB conducts regular training and awareness programs to educate employees about their rights and the protections available to them, emphasizing the importance of reporting concerns and our commitment to protecting whistleblowers.

Promoting awareness and building trust

We continuously monitor the effectiveness of remediation processes through performance evaluation (KPIs), regular audits, and reviews to identify any gaps or areas for improvement and ensure our approach remains effective and responsive to the needs of our workforce.

This is also measured through our annual Ethics and Business Integrity Perceptions Survey. The feedback collected helps to identify areas for improvement and ensure that our communication efforts are effective and trusted by employees. UCB also collects feedback from employee representatives and committees on the effectiveness of our reporting processes.

Targets S1-5

In 2024, we set the following targets[2]:

Indicator	2024 target	2025 target
Health, Safety and Wellbeing (HSWB) Index	81%	81%
Total Recordable Injury frequency Rate (TRIR)	<2.24	≤2.53
Lost Time Injury frequency Rate (LTIR)	<1.55	≤ 2.17
Aspiration regarding gender representation at executive level (women/men)	42%/58%	45/55%
Inclusion Index	73%	75%
Employees reporting having good opportunities to learn and grow	>70%	>70%

These targets include all UCB employees worldwide (and third-party personnel in the case of safety targets) and are developed based on ongoing feedback from different teams within UCB before being approved and endorsed by UCB's Executive Committee. Talent Partners can track the performance and contributions of their partner teams, initiating reviews to reflect on results and identify necessary improvements.

Countries also set specific targets each year that reflect local priorities, with the aim of reaching specific goals that contribute to the achievement of global targets.

1 Employees can access EAP services through a global listing of contacts by location or by checking their local HR Answers for further information.

2 All workforce-related targets are aspirational. All employment decisions are made on a non-discriminatory basis. All employment decisions are made on the basis of merit in compliance with applicable laws and regulations.

Metrics

Characteristics of UCB employees S1-6

Headcount by country and gender				
Country	Male	Female	Other	Total employees
Europe	**3,118**	**3,123**	**-**	**6,241**
Belgium	1,711	1,480	-	3,191
Germany	218	325	-	543
U.K.	372	463	-	835
Switzerland	426	249	-	675
Other European countries	391	606	-	997
Intercontinental	**716**	**513**	**-**	**1,229**
China	32	104	-	136
Japan	475	132	-	607
Other Intercontinental countries	209	277	-	486
U.S.	**788**	**1,120**	**-**	**1,908**
Total	**4,622**	**4,756**	**-**	**9,378**

Permanent and temporary contracts by gender	Female	Male	Other	Total
Number of permanent employees (headcount)	4,466	4,586	-	9,052
Number of temporary employees (headcount)	156	170	-	326
Number of non-guaranteed hours employees (headcount)	N/A	N/A	-	N/A
Total	**4,756**	**4,622**	**-**	**9,378**

Permanent and temporary contracts by region	Europe	U.S.	Intercontinental	Total
Number of permanent employees (headcount)	6,089	1,061	1,902	9,052
Number of temporary employees (headcount)	152	168	6	326
Number of non-guaranteed hours employees (headcount)	N/A	N/A	N/A	N/A
Total	**6,241**	**1,229**	**1,908**	**9,378**

Methodology

- The number of employees is reported according to headcount at December 31. This is the number of active (including permanent and temporary) contract regular and expatriated UCB employees. It does not include the following employee groups: inactive employees, trainees, students and third-party apprentices. The breakdown for countries where UCB has "significant employment" is provided. UCB has set the threshold of significant employment at 300 employees (a lower threshold than the ESRS).
- Temporary employees are active contract UCB employees in headcount having a fixed-term (limited period) contract type.
- UCB has no contracts for non-guaranteed hours employees, so this metric is not applicable.

Departures	2024		
	Voluntary	Involuntary	Total
Europe	259	148	407
Intercontinental	120	355	475
U.S.	131	78	209
Total	**510**	**581**	**1,091**

Staff Turnover	2024		
	Voluntary	Involuntary	Total
Administration/ support staff	4.5%	5.0%	9.5%
Executives	3.9%	2.6%	6.5%
Managers/ professionals	4.8%	3.5%	8.3%
Sales force	8.2%	7.4%	15.6%
Technical staff	4.9%	1.6%	6.5%
Total turnover rate	**5.3%**	**4.2%**	**9.5%**

Methodology

- Total turnover is the percentage of voluntary and involuntary terminated permanent contract employees during the last 12 months out of the average 12-month permanent contract employee headcount.

Collective bargaining and social dialogue S1-8

	2024
Percentage of employees in EEA countries covered by collective bargaining agreements	36%

	Collective bargaining coverage	Social dialogue
Coverage rate	Employees – EEA	Workplace representation (EEA only)
0-19%		
20-39%	Germany, Belgium	Belgium
40-59%		Germany
60-79%		
80-100%		

Diversity, equity and inclusion S1-9

Gender representation at executive level[1]	2024			
	Male	Female	Other	Total
Employees in top management level (headcount)	98	68	-	166
Employees in top management level (percentage)	59%	41%	-	100%

Age distribution of employees	2024		
	<30	30-50	>50
Europe	412	3,839	1,897
Intercontinental	44	945	333
U.S.	58	1,019	831
Total	**514**	**5,803**	**3,061**

1 All compensation/promotion decisions are based on merit and are made without taking into account personal characteristics such as gender, race, color, nationality or ethnic origin, age, disability, sexual orientation, gender identity or expression, genetic information, religion, or veteran status.

Other metrics MDR-M

	2024
Inclusion Index	70.75

In 2024, the UCB employee experience survey was updated to global quarterly pulses, allowing leaders to monitor the employee experience more often throughout the year and, therefore, redirect their efforts to more targeted opportunities. There has been a slight improvement in 'Belonging' and 'Psychological Safety' inclusion drivers, however, not enough to compensate for the decrease of 'Integrating Differences' and therefore we have not reached the defined target. The detailed results and concluding key insights are shared and discussed with the Talent leadership team and key stakeholders such as the respective department's leadership teams and country leaders. In parallel, each team leader receives its team results report and is encouraged to discuss them and agree on focus areas as a team. The diversity, equity and inclusion team continuously offers support in interpreting results and analyzing trends.

Methodology

- Based on quarterly employee experience surveys, the Inclusion Index measures UCB employees' sense of belonging, trust, psychological safety, integration of differences, and inclusivity in decision-making. It uses survey responses on the listed drivers for a weighted average.
- Formula: Inclusion Index Score = (Belonging Score * 1/3) + (Trust and Psychological Safety Scores * 1/3) + (Integrating Differences and Inclusive Decision Making Scores * 1/3). The index uses a weighted average of three pillars: Belonging, Feel Safe and Fully Participate & Freely Express. The Feel Safe pillar is formed by the Trust and the Psychological Safety inclusion drivers, while the Fully Participate & Freely Express pillar is formed by the Integrating Differences and Inclusive Decision-making inclusion drivers. Belonging is the inclusion driver with the highest weight, as it is a stand-alone pillar.

Employee development S1-13

	2024		
Employees reporting having good opportunities to learn and grow	68.5%		
	Male	Female	Other
% performance reviews	81.1%	84.2%	-
% career development reviews	92.3%	92.1%	-
Average training hours	52.7	43.3	-

Employees' perception of learning and good career opportunities is essential for good employee experience and ultimately retention, so ensuring that employees feel they are learning and growing is critical. The perception of employees regarding the opportunities to learn and grow has slightly improved from the previous year, but we still have improvements to be made to reach our target for this key performance indicator.

Methodology

- Learning and growth questions in UCB employee experience surveys were based on employee responses to the following question: "I have good opportunities to learn and grow at UCB". The 2024 score is an average between the results of the three quarterly surveys that were carried to completion last year.
- Percentage of performance reviews is the percentage of UCB employees eligible for the performance evaluation process who have received performance rating for the reporting period out of the total UCB employee headcount as of December 31. The formula used is # of employees with reporting period performance rating / December 31 UCB employee headcount * 100
- Percentage of career development reviews is the percentage of UCB employees eligible for the talent review process who have received talent rating for the reporting period out of the total UCB employee headcount as of December 31: # of employees with reporting period talent rating / December 31 UCB employee headcount * 100

Health, safety and wellbeing S1-14

	2024
% of employees covered by health & safety management systems	64%
Number of fatalities	0
Total number of recordable work-related accidents	55
Rate of recordable work-related accidents (TRIR)	2.81
Total number of days lost due to work-related injury	466
Lost time incident rate (LTIR)	2.41
HSWB Index	64.1%

In 2024, the HSWB Index dropped to 64.1%, marking a significant decrease from the score achieved in 2023. The 'HSWB survey' and 'Employee metrics' components have remained mostly stable compared to the previous year. The index decline in 2024 is primarily due to the safety performance component value, represented by the LTIR.

Notably, 70% of work accidents occurred at the Braine-l'Alleud (Belgium) campus, even if not directly related to industrial activities. Underlying causes point to deficiencies in safety management processes, therefore we aim for ISO 45001 certification at the Braine-l'Alleud campus, following successful certifications at Bulle (Switzerland) and Saitama (Japan). We believe this certification will provide the necessary framework to enhance safety management processes and foster employee commitment.

Our current HSWB index does not capture the contrast between the increased lower-severity accidents and the substantial reduction in high-potential incidents. Consequently, we are assessing a possible index evolution in 2025 to better measure our HSWB impact. This review will allow us to reassess the respective contribution of the different components that make up the index and the suitability of the selected indicators to accurately reflect performance.

Methodology

- The rate of recordable work-related accidents or Total Recordable Injury Rate (TRIR) refers to the number of recordable accidents which occurred in the period of one year relative to the total number of hours worked in the period, per million hours worked. The metric covers UCB employees and third-party personnel.
- Lost time incident rate (LTIR) refers to the number of recordable accidents resulting in a person being absent from the workplace for one or more days, which occurred in the period of one year, relative to the total number of hours worked in the period, per million hours worked. The metric covers UCB employees and third-party personnel.
- Safety within the HSWB Index is measured through the LTIR for work-related injuries of UCB employees and third-party personnel, which accounts for 30% of the Index. The remaining 70% is based on our HSWB indicator, which combines results from our quarterly employee experience surveys with employee metrics, such as how many people are promoted, engaged with personal development plans, or have access to an employee assistance program and access to sport. Performance is measured on a calendar year timeframe, covering January to December 2024.

Global HSWB Index

(LTIR x 30%)

+

(HSWB indicator x 70%)

↓

where the "HSWB Indicator" is calculated as follows

$$\left(\text{Current state of HSWB x 55\%}\right) + \left(\text{Employee metrics x 35\%}\right) + \left(\text{Levers for change x 10\%}\right)$$

Remuneration metrics S1-16

Unadjusted gender pay gap

Country	Gender Pay Gap
Belgium	-1.6%
Germany	-9.5%
Japan	-2.9%
Switzerland	4.3%
United Kingdom	-12.7%
United States	-8.6%
UCB population (weighted average)	**-4.9%**

Our pay equity ambition aligns with our core values and cultural foundation, ensuring that rewards are fair in relation to individual contributions and market reality. For the past few years, we have been measuring and regularly monitoring our pay equity positioning per country (considering adjusted pay gaps) and have implemented mechanisms and tools to ensure that actions are taken towards equitable pay, at the time of recruitment and progressively during our annual compensation cycles. A portion of our gender pay gap may be attributable to the company having a higher proportion of women in entry-level roles and a smaller share at the top executive ranks, where compensation levels are higher.

Internally, we have employed a methodology to assess the fairness of individual salaries by comparing actual salaries to predicted fair salaries. This methodology accounts for legitimate factors influencing pay differences, such as job level, seniority and performance over time. Based on this, we can measure the Adjusted gender pay gap (GPG). In most countries with significant employment, the Adjusted GPG falls within the -/+2% range, including the United States, United Kingdom, Belgium, Germany, and Switzerland.

Methodology

- The gender pay gap measures the difference in average earnings between men and women within the organization. The metric refers to the average male base pay level over the average female base pay level (unadjusted pay gap), expressed as a percentage of the average pay of male employees. The method used to calculate this metric is (Average gross hourly pay for female employees - Average gross hourly pay for male employees) / Average gross hourly pay for male employees) * 100.
- The gender pay gap is defined at country level and the UCB gender pay gap is calculated based on a population-weighted average of each of the individual country gender pay gaps. We report the information for countries where we have significant employment (more than 300 employees).

Remuneration ratio	
Country	Ratio
Belgium	15.5
Germany	7.0
Japan	4.6
Switzerland	4.4
United Kingdom	4.4
United States	4.1

Methodology

- The remuneration ratio metric measures the ratio of the annual base pay compensation of the highest-paid individual in the country to the median annual base pay compensation for all employees in the country, excluding the highest-paid individual.

Incidents, complaints and severe human rights impacts S1-17

	2024
Number of complaints filed through channels for people in own workforce to raise concerns (human rights)	9
Number of substantiated reports of discrimination	5
Amount of fines, penalties, and compensation for damages as a result of incidents of discrimination and complaints about human rights	0
Number of severe human rights issues and incidents connected to own workforce	0
Amount of fines, penalties, and compensation for damages as a result of severe human rights incidents	0

The number of substantiated reports of discrimination include case issue types of substantiated reports of discrimination and harassment. In all cases the employees involved were investigated and all of the substantiated cases resulted in termination of the subject(s) of the investigation. More information on types of cases (beyond discrimination) reported and their outcomes are reported in the Ethical Business Practices section.

Methodology

- The number of complaints filed through channels for people in own workforce to raise human rights concerns take into account aggregated reports from all of UCB's reporting channels, including reports made to UCB's Integrity Line and from other channels, including to the Ethics and Business Integrity, Talent, and Legal departments, as well as managers.
- Substantiated report: proven to be true, valid, or supported by evidence.

Workers in the value chain S2

Impacts, Risks and Opportunities S2-SBM3

Topic	IRO type	Actual/ potential	Sub-topic	Description
Workers in the value chain	Negative impact	Potential	Health and safety, working time, child labor, forced labor, social dialogue	The use of chemical substances by Contract Manufacturing Organizations (CMOs) or other business partners located in geographies other than Europe, where such substances are strongly regulated, and which can potentially impact the health of workers in the long run by exposing them to toxic substances or unsafe working conditions.
	Risk		Health and safety, working time, child labor, forced labor, social dialogue	Risk of reputational damage and litigation due to human rights violations.
	Risk		Health and safety	UCB not being compliant with upcoming regulations on human rights due diligence (e.g., Corporate Sustainability Due Diligence Directive) impacting UCB.

We define value chain workers as those working for our direct suppliers (Tier-1) i.e., our Contract Manufacturing Organizations (CMOs) and other business partners, and value chain workers at direct business partners' sub-suppliers, both upstream and downstream. For non-UCB employees working on UCB sites, please see Own workforce – Health, safety and wellbeing for more information on related health and safety management topics. We have identified some value chain worker groups who are particularly vulnerable, such as children, women or migrant workers.

Assessing human rights risks in the value chain S2-IRO1

UCB has direct suppliers in countries with a risk of child labor in general, including countries such as Brazil, India, Mexico, and Turkey, and with risk for potential forced labor in India. As such, an impact assessment was carried out to identify human rights and environmental issues-related hot spots (i.e., commodities, countries and industry sectors) in our value chain.

The assessment was based on a number of data points, including UCB's value chain analysis, risk information on the EcoVadis platform, and available data from the Pharmaceutical Supply Chain Initiative's (PSCI) Material Specific Human Rights & Environmental Impact Assessment (2020) report on high-risk commodities used in the pharmaceutical industry, in combination with publicly available value chain risk information sources, such as MVO Risico Checker, Fairtrade, U.S. Department of Labor's List of Goods Produced by Child Labor or Forced Labor, and the UNICEF Database on Child Labor. The risk evaluation was carried out according to the UN Guiding Principles on Business and Human Rights (2011), taking into account risk severity and probability. We identified areas related to potential child labor, forced labor or human trafficking, and potentially affected vulnerable groups. We also identified which human rights are at risk per area, such as right to education, and right to fair working conditions.

Based on our assessment, we face the highest risk of contributing to or being linked to labor and human rights, including health and safety impacts when operating with CMOs or using specific high-risk commodities from countries with elevated risks, even though our purchase volumes of such products are low. UCB's impact assessment, based on our value chain analysis for the PSCI-highlighted materials, found a moderate risk of child labor, forced or compulsory labor related to some commodities with origin in agriculture or mining. These include commodities or products containing rubber, palm oil derivatives, sugar or aluminum. We recognize that there is a risk of child labor or forced labor in some countries supplying these raw materials, such as Indonesia, Malaysia, Thailand and India.

In the majority of cases, we do not purchase these raw materials directly and they originate beyond our first-tier suppliers. We currently have limited visibility on the origin countries for commodities in our value chain beyond direct Tier-1 suppliers. As we strive to improve the transparency of origin for such commodities, we will introduce a raw material sustainability questionnaire to our suppliers in 2025 and technological solutions to enhance transparency in our value chain. For the commodities containing palm oil derivatives, we have visibility on UCB's suppliers that are Roundtable on Sustainable Palm Oil (RSPO) certified. This certification includes criteria for working conditions and human rights.

So far, we have no evidence of child labor, or of forced or compulsory labor among workers in our value chain.

Policies S2-1

Our expectations on high ethical working standards, respect for human rights and fair treatment in our business partners' operations are outlined in our supplier contract templates, as well as in organization-wide UCB policies:

- Code of Conduct
- Human Rights Policy
- Responsible Sourcing Standards for Business Partners
- Third-Party Risk Management Policy
- Health, Safety and Wellbeing Policy

For more information regarding the **Code of Conduct**, refer to the section on Ethical Business Practices.

In our **Human Rights Policy**, we commit to engaging with rights holders, including workers in our value chain, and individuals in the communities where we operate. We expect our business partners to strive to prevent adverse human rights impacts in all parts of their business, and explicitly to secure the safety and health of their workers, execute fair and timely remuneration of their workforce, and reject harassment or discrimination of any kind, and more broadly to act with integrity while doing business. Additionally, we outline our expectations that business partners minimize the environmental impact of their operations to avoid harming any rights holders. The Chief Ethics and Compliance Officer serves as the key sponsor for UCB-wide human rights activities and reports regularly on human rights matters to UCB's Board of Directors and Executive Committee.

UCB's **Responsible Sourcing Standards for Business Partners** was updated in 2024 to align with the updated Pharmaceutical Supply Chain Initiative (PSCI) principles. The Standards set expectations that business partners follow the United Nations Guiding Principles on Business and Human Rights and the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct. Business partners shall support and respect internationally proclaimed human rights, and make sure that they are not complicit in any human rights violations. The Standards' key labor and human rights updates include the addition of expectations regarding governance and management systems (such as providing grievance mechanisms), new requirements on labor practices (such as capping weekly working hours to 48 working hours on a regular basis and setting the expectation of the payment of a living wage), and the strong encouragement for suppliers to conduct human rights due diligence in their value chain, in line with UN and OECD guidance. Additionally, clarification was added that the UCB Integrity Line is available to suppliers' workers. The Responsible Sourcing Standards for Business Partners are overseen by the Chief Procurement Officer.

Both the Human Rights Policy and Responsible Sourcing Standards for Business Partners explicitly prohibit child labor and any form of modern slavery, including forced labor or human trafficking from our business partners. UCB also expects business partners to apply these, or equivalent standards, in their own upstream value chain.

Our internal **Third-Party Risk Management Policy**, which is under finalization and is planned to be introduced in 2025, also covers environmental, social and governance risks and outlines our commitment to carry out due diligence in our value chains to manage material risks and potential and actual negative impacts.

Lastly, our **Health, Safety and Wellbeing Policy** (refer to the Health, safety and wellbeing section) covers non-UCB employees working on UCB sites located anywhere in the world, in addition to UCB staff, employees, and visitors.

Our Modern Slavery Act Statement (U.K.) and Transparency Act (Norway) are publicly available. UCB is preparing a report in accordance with Canada's Fighting Against Forced Labour and Child Labour in Supply Chains Act.

Engaging with workers in the value chain S2-2

We continually engage with rights holders, including suppliers, workers in our value chain, and people living in the communities where we operate. We do this through supplier on-site audits, EcoVadis engagement, and ongoing contact with business partners.

On-site health and safety audits of suppliers are aligned with the Pharmaceutical Supply Chain Initiative (PSCI) protocols. Part of the audit protocol is to interview employees[1], including supervisors and shopfloor workers. Engagement frequency depends on supplier audit intervals, criticality of the business partner and previous audit findings, as well as other criteria (e.g., if previous audits on the supplier carried out by industry peers are available in the shared PSCI member database). We aim to enlarge the scope of these audits in 2025 to include labor and human rights topics, and to gain deeper insights from other selected category suppliers in addition to CMOs and include in the review vulnerable groups, such as pregnant women, young workers and employees with pre-existing conditions.

We assess the effectiveness of engagement by monitoring closure of Corrective Action Plans (CAPs) related to the audit findings. Managing CMOs' engagement is the responsibility of the Head of External Manufacturing.

We also engage with suppliers through the EcoVadis platform. We invite our critical, strategic and high-volume suppliers to be evaluated by EcoVadis on their sustainability topics and, where needed, request CAPs to improve their sustainability level. Engagement occurs via designated supplier representatives who conduct the EcoVadis assessment and are accountable for the identified improvement areas, including those related to labor and human rights.

UCB's representatives are in regular contact with our key business partners to discuss sustainability topics in addition to commercial and quality-related matters.

Remediation channels for workers in the value chain S2-3

In the event that UCB caused an adverse human rights impact, we would endeavor to provide a remedy. All workers in our value chain can report potential human rights complaints through the UCB Integrity Line. More information on the Integrity Line is available in the Ethical Business Practices section.

As part of our Human Rights Policy, we commit to providing a channel for reporting complaints and a grievance mechanism aligned with the UNGP, allowing rights holders who are negatively impacted to raise concerns. Any substantiated cases of misconduct are escalated to management for appropriate action and for providing access to remedy.

In our Responsible Sourcing Standards for Business Partners, we require business partners to establish grievance mechanisms accessible to internal and external stakeholders to report concerns, without retaliation or threat of retaliation. Business partners shall also inform their workers that they can use the UCB Integrity Line to report complaints about non-compliance with UCB's standards.

Actions S2-4

Internally, we reinforced human rights capacity in our procurement teams and provided a "Human Rights Due Diligence and Procurement" online course to colleagues involved in procurement activities, to increase their capabilities on managing human rights in the value chain.

Revisions to UCB's Responsible Sourcing Standards were communicated to approximately 10,000 suppliers and we also expanded EcoVadis coverage among our suppliers. The improved coverage helps to better monitor and identify actual and potential adverse issues related to workers in the value chain, and to ask for corrective actions from our supplier network. Our suppliers' average EcoVadis labor & human rights score is 64, compared to the EcoVadis network's average labor & human rights score of 50.

We clarified our internal Mergers & Acquisition instructions to incorporate labor and human rights considerations in the UCB due diligence process to evaluate the risks connected to potential partners' value chains. Based on our assessment of labor and human right risks, we can prioritize our due diligence actions according to most impactful areas, by engaging with suppliers identified to pose highest human rights and environmental risks based on the impact assessment results.

We supported suppliers in building a stronger awareness of human rights through access to training programs such as the EcoVadis Academy, Responsible Health Initiative's capacity building program against Modern Slavery, Pharmaceutical Supply Chain Initiative conferences in India and China, and on-demand Learnster courses.

In 2024, UCB conducted six health, safety and environmental audits at its CMOs, and no material impacts requiring remedial action were identified. If a critical finding is raised during an on-site audit, internal UCB auditors will assess the situation and escalate it for follow-up action in UCB's risk management tools, if needed. In addition, as member of the Pharmaceutical Supply Chain Initiative (PSCI), we have access to audit reports for some of our CMO partners[2] performed by other PSCI members, allowing us to assess their performance indirectly thanks to audits conducted by our industry peers.

1 The number of employees interviewed depends on the size of the audited company.
2 When those are shared by the CMOs themselves.

Targets S2-5

We strive to engage our critical, strategic, high-volume suppliers across our global supplier network through the EcoVadis platform.

Indicator	2024 target	2025 target
External spending for suppliers with a valid EcoVadis score	65%	70%
UCB re-assessed suppliers to improve their EcoVadis score on labor and human rights	50%	50%

These targets were defined in collaboration with key internal stakeholders involved in supplier relationship management, including our External Manufacturing organization managing CMOs. Improvement in these scores is estimated to correlate with our suppliers reducing their negative impacts on value chain workers and potentially advancing positive impact on value chain workers. Value chain workers, their legitimate representatives or credible proxies have not been engaged directly in setting targets. UCB will investigate methods to engage them in target setting in the future.

Metrics MDR-M

	2024
% of spend coverage with EcoVadis rated suppliers	69%
% of suppliers improving their labor & human rights EcoVadis score	45%

In 2024, 69% of UCB's procurement spend was covered by a valid EcoVadis score. The target of 65% was exceeded, and there was improvement compared to our 2023 figure. We will continue our efforts to improve our EcoVadis spend coverage in 2025 and actively encourage our suppliers in scope to achieve a EcoVadis minimum score of at least 45.

45% of UCB suppliers improved their labor and human rights score in 2024, compared with the previous assessment, which was under the target of 50%. We will strive to improve this result in 2025 through encouraging suppliers to carry out proposed labor and human rights-related corrective action plans (CAPs), and by providing capacity building resources to them via PSCI, EcoVadis, and the Responsible Health Initiative. The improvement of EcoVadis scores and progress in closing CAPs is how performance is tracked against targets.

In 2024, one report submitted via UCB's Integrity Line was related to value chain workers and reported by a non-employee. The case was found to be unsubstantiated.

Methodology

- Note that the scope of the targets and metrics covers the global supplier network, and the baseline year is the year of the previous EcoVadis assessment. Reporting period is the 2024 calendar year.
- Spend from suppliers who have a valid score in EcoVadis is divided by UCB's supplier-related spending in order to calculate the spend coverage.
- The EcoVadis labor and human rights score assesses suppliers' performance on material topics including working conditions (e.g., health and safety, working time, social dialogue) and other work-related topics (i.e. child and forced labor).
- Percentage of suppliers who improved their EcoVadis labor & human rights score in the reporting period compared to their previous assessment is directly available in the EcoVadis platform. Effectiveness is evaluated by comparing the UCB supplier network score in labor & human rights to general EcoVadis network labor & human rights score.

Patients S4

Impacts, Risks and Opportunities S4-SBM-3

Topic	IRO type	Actual/ potential	Sub-topic	Description
Scientific innovation	Positive impact	Actual		Established expertise and ground-breaking research and innovation, and keeping UCB's role as a leader in epilepsy innovation.
	Positive impact	Actual		Established expertise and strengths in research and development for neurology and immunology diseases.
	Positive impact	Potential		Use of technology solutions such as AI accelerating drug discovery and development.
	Negative impact	Actual		Fragmented approach to scientific innovation (scientific innovation, evidence generation and patient engagement).
	Negative impact	Potential		Unbalanced allocation of resources favoring one of the three PPP aspects (platform, pathways and patients) and therefore, failing to meet the underlying needs of patients.
	Risk			Risk of having to adapt ways of conducting scientific innovation due to new bans on forever chemicals.
	Risk			Risk of R&D innovation (solutions, treatment methods) not passing the market approval phase, impacting the manufacturing of drugs at industrial level and implying lower return on investments due to high initial R&D costs.
	Opportunity			Reaching the patients through solutions that meet their unmet needs.
Equitable access to medicines	Positive impact	Actual		Provision of financial support to uninsured or underinsured patients via the UCB Patient Assistance Program (PAP) for UCB solutions in the U.S., including patient assistance, co-pay assistance and free or discounted goods depending on income level.
	Positive impact	Potential		Increase access to UCB's solutions through local partnerships with public, private and non-state actors across geographies.
	Positive impact	Actual		Scaling up social business model in India (including current social business in Mumbai) and in other geographies (Rwanda and Brazil).
	Positive impact	Potential		Expanding access through evolving the different business models across all UCB's geographies and operations.
	Negative impact	Actual		Launch sequence strategies (also known as 'international reference pricing strategies') delaying the launch of new solutions in countries with potential lower prices.
	Negative impact	Potential		Lack of implementation of diversity in clinical trials due to an inadequate representation of relevant patient groups to advance clinical knowledge, leading to drugs that are unfit for the needs of different patient populations.
	Risk		Equitable access to medicines	Lack of common definition on the value of pharmaceutical solutions for society (often different assumptions and inputs are used), leading to disparities in coverage and pressure (including regulations) to lower the target prices.

Topic	IRO type	Actual/ potential	Sub-topic	Description
Equitable access to medicines	Risk		Equitable access to medicines	External forces (e.g., marketing authorization, negative Health Technology Assessments (HTA), payer coverage) and internal forces (e.g., lack of focus/lack of internal alignment) delaying the launch and in some cases the commercialization of UCB solutions.
	Risk		Diversity in clinical trials	Lack of focus on representation in clinical trials can lead to reputational damage and risk of regulatory non-compliance.
	Opportunity		Equitable access to medicines	Evolving the different business models across all UCB's geographies and operations (including providing voluntary licensing for low- and middle-income (LMIC) settings and partners).
Patient safety and product quality	Positive impact	Actual		Ensuring high-quality medication (including devices) and transparent information on how to store and use medication appropriately allows UCB medicines to effectively treat diseases while reducing the risk of adverse effects.
	Negative impact	Actual		Delays in product launch or supply shortage due to quality issues results in reduced access to medications for patients in need of UCB solutions (patients are dependent on some solutions).
	Risk			Failure to maintain high product quality and patient safety can result in reputational damage, regulatory fines and loss of market share affecting the company's profitability and shareholder value.
Health systems resilience	Positive impact	Actual		Increased medical and scientific knowledge of health professionals in low- and middle-income (LMI) geographies.
	Positive impact	Potential		UCB could directly strengthen healthcare systems in LMI geographies and outside of LMI geographies (e.g., by providing information, contributing to a faster diagnosis rate, ensuring the long-term sustainability of the distribution channels).
	Positive impact	Potential		Higher collaboration with third-parties, such as local government bodies, payers and peers, to strengthen healthcare systems in LMI geographies and outside of LMI geographies.
	Risk			Fragmentation of the healthcare system at large (i.e., lack of holistic approach across and within countries, lack of clear definitions and guidelines, fragmented patient populations).
	Risk			Healthcare delivery system inefficiencies impacting UCB's financial performance.
	Risk			Lack of healthcare practitioners impacting patients' access to UCB solutions and exacerbating inequities.
	Risk			External pressures, such as inflation and economic challenges, impacting investment decisions, choice of business model and long-term performance regarding health system resilience.

Topic	IRO type	Actual/ potential	Sub-topic	Description
Data privacy and security	Risk		Privacy	Risk of data breaches or cyberattacks at the level of UCB, leading to reputational damage, operational disruption and legal and regulatory consequences.
	Risk		Privacy	Evolving new regulation on the use of personal data could affect UCB's current collection of data for clinical trials.
Responsible sales and marketing	Positive impact	Potential	Access to quality information, Responsible marketing practices	Integrating sustainable impact KPIs in the sales and marketing teams across UCB's operations can promote alignment in the strategic direction of UCB as a company fostering positive impact.
	Negative impact	Potential	Access to quality information, Responsible marketing practices	Commercial team potentially engaging in sales and marketing practices not aligned to Code of Conduct. This can lead to misinformation to physicians and potentially inappropriate use of medication or over-consumption of medication by patients.
	Risk		Access to quality information, Responsible marketing practices	Reputational and financial (litigation) risks from unethical sales and marketing practices.
Patient engagement	Positive impact	Actual	Freedom of expression, Non-discrimination	Delivering solutions addressing patients' needs, priorities and preferences by "co-creating" with them from research to market, leading to better patient outcomes, access and experience.
	Risk		Freedom of expression, Non-discrimination	Not engaging patients can cause significant financial damage to UCB due to the misalignment between the outcomes delivered by the solution and patients' needs, priorities and preferences.
	Opportunity		Non-discrimination	Further increase consistent and systematic partnerships with patient communities all along the value chain, leading to patient informed decision-making and co-creation as we aspire to the common goal of improving patient outcomes.

Scientific innovation

Policies S4-1

Scientific innovation at UCB is guided by a range of frameworks, decision-making bodies, committees, and strategies. Each of these components has specific objectives and scopes covering the entire R&D value chain, under the supervision of our Chief Medical Officer, Chief Scientific Officer, who is part of our Executive Committee, and portfolio governance bodies.

Scientific innovation in our pipeline is channeled by key decision criteria applied at each research decision point and stage, such as strategic fit and innovation potential, scientific rationale, risk and feasibility (involving a comprehensive assessment of biological, technical, and value-creation risks). A structured framework allocates resources purposefully and balances our portfolio across several dimensions, ranging from pre-pipeline and research projects to technology platforms, development pre- and post-Proof of Concept stages, modalities and patient populations.

R&D decision-making bodies provide comprehensive oversight across the entire value chain, ensuring value-driven, consistent, and evidence-based governance. These bodies facilitate the adoption of new research targets, guide candidate selection, and advance projects toward de-risked medicines. They also oversee the review and endorse proof-of-concept criteria, enabling a seamless transition from candidate to asset. This structured governance process helps manage impacts, risks and opportunities related to scientific innovation.

UCB follows a defined external engagement framework that outlines approaches and processes to engage with the wider scientific community, including scientific partnerships and sponsorships. This approach enables granular tracking of partnerships, ensures strategic alignment at the portfolio level, and promotes consistency, compliance, and transparency.

Our Human Rights Policy commitment on the right to health and scientific innovation is closely aligned with our ambition to address unmet medical needs through differentiated solutions. We take a patient-centered approach that prioritizes the rights and needs of people living with severe diseases in our scientific innovation strategy. In research, this is demonstrated by our human pathobiology approach, which seeks to deeply understand biological alterations in human disease through identifying the etiologic mechanisms of disease, designing human functional models to test hypotheses, and increasing our understanding of patient heterogeneity.

Actions S4-4

UCB actively engages with patients, healthcare professionals, and other stakeholders to understand their concerns and incorporate their feedback into our innovation processes from the earliest stages. Our integrated research approach ensures a balanced focus on uncovering disease pathways, understanding patient needs, and leveraging advanced technologies to develop innovative treatments.

The "societal needs" dimension in our Unmet Medical Need (UMN) assessment, which identifies current and future impact of disease to patients and society, ensures that scientific innovation efforts are addressing essential needs and aligned with health priorities and disease burdens. This guides our efforts to not only be scientifically robust but also socially relevant in contributing to reducing the global disease burden.

Environmental sustainability thinking is also embedded in our research project ambitions from the outset, through initiatives like implementing strategies to minimize the use of restricted substances (such as decrease in use of organic solvents).

Our strategic partnerships to complement our R&D efforts include bilateral research collaborations, shared PhD studentships, asset in-licensing deals, and public-private consortia, such as those funded by Horizon Europe under the Innovative Health Initiative. UCB Ventures supports life science and technology start-ups with committed long-term investment funds, aiming to enable breakthrough scientific innovations in areas adjacent to or beyond UCB's core focus. Following the recent €81 million investment by Belgium's Wallonia region, supported by BioWin, UCB is leading a work track in collaboration with Thermo Fisher Scientific aimed at advancing gene therapy analytical technologies for recombinant adeno-associated virus (rAAV) vectors. This initiative will foster cross-sector collaboration, benefiting various stakeholders across the value chain.

Finally, we engage early with regulators and policymakers throughout the development process, through direct, topic-specific interactions and representation in industry-wide consortia, to ensure our scientific innovations meet all necessary standards and support long-term sustainability.

Equitable access to medicines

Policies S4-1

We strive to make our medicines available to as many patients as possible, and work closely with local healthcare systems, payers and partners to improve access through customized approaches that reflect both the needs of people living with severe diseases and the specificities of individual health systems.

Our recently established **Health Equity Framework** is an overarching approach to integrate equitable access strategies from innovation to patient reach, coupled with our value-based pricing framework and early payer engagement. It aims to better understand barriers to equitable access for patients to the medicines they need, and guide UCB to shape the right approach to deliver on our access ambitions.

We design and build our pricing strategies as outlined in our Global Pricing Governance Policy, which describes the decision-making process of launch price setting and re-pricing of UCB products. Our **value-based pricing framework** is anchored in patient value creation in the context of individual healthcare systems which patients use to access care. This structured approach combines insights from patients about their ability to pay and access medicines (e.g., affordability criteria, treatment waiting times, interactions with healthcare providers) with additional context on local health systems' ability and willingness to pay, to analyse the value that each UCB treatment can bring, measuring improvements in indicators such as patients' quality of life and treatment efficacy. The resulting tiered pricing model recognizes differences in health ecosystems and patient needs, and mutually defined priorities in achieving health outcomes. Our Executive Committee regularly reviews our approach to pricing, access, and affordability of our medicines.

UCB is committed to complying with industry self-regulated codes, including the EFPIA Code of Practice on Relationships Between the Pharmaceutical Industry and Patient Organizations. Our pricing and reimbursement approaches also adhere to local laws and regulations.

Actions S4-4

UCB teams are responsible for translating scientific information into messages that confirm the value of our medicines and help accelerate our access to the markets and support the development of negotiation approaches. A pricing strategy is set up prior to the launch of any new medicine, ensuring alignment with our foundational principles: increasing health and value for patients, sustaining innovation, and doing the right thing for the right patient, with specific consideration for product and healthcare systems. It is important to note that our performance also depends on payers' priorities, the length of negotiations and the value perceived for our solutions.

At UCB, respecting the right to health means that we make our medicines as widely available as possible to people with unmet needs. We have introduced a number of Early Access Programs for UCB medicines and we facilitate Named Patient Supply (NPS) Programs, where feasible. Emerging alternative business models, including social business models in India, Brazil and Rwanda, and patient support programmes in the U.S., are part of our efforts to make it easier for people to access our medicines. More details on how UCB aims to foster an innovative, competitive and value-based system which keeps patients at the centre can be found in our U.S. Sustainable Access and Pricing Transparency Report.

Regarding our social business approach, key initiatives to deliver sustainable access and address treatment gaps in specific situations are ongoing:

- Expanding our social business in India to improve treatment for people with epilepsy;
- Developing an innovative partnership in Brazil to address the treatment gap for people with epilepsy among lower socioeconomic strata;
- As of October 2024, *levetiracetam* is available in Rwanda and reimbursed through the public insurance scheme for people living with epilepsy.

We have also established a wide network of distributors and partners to ensure we secure presence of our products in markets where we do not have UCB operations, including in low- and middle-income countries..

Patient safety

Policies S4-1

Our Global **Pharmacovigilance System** ensures that we oversee, assess and report safety information to regulatory authorities, and is regularly updated in line with all pharmacovigilance requirements. The Global Pharmacovigilance (GPV) team is responsible for monitoring, tracking and auditing metrics to assess compliance with internal Standard Operating Procedures and external regulations, through regular reviews, audits, and inspections. The Pharmacovigilance System is underpinned by other foundational organization-wide policies designed to protect the health and safety of patients, including the Human Rights Policy where we commit to deliver medicines in line with the highest quality standards and to protect patients from harm.

We respect the privacy rights of patients, healthcare professionals and other stakeholders that entrust us to carefully manage and protect personal data and hold service providers to similar high privacy standards. We inform individuals regarding the collection and processing of their personal data through our Pharmacovigilance Privacy Policy. We collect and process personal data for specific and legitimate business purposes only and secure such data against unauthorized access and misuse, as further described in the Data Privacy and Security section.

Actions S4-4

To ensure safety of UCB products and identify potential safety concerns, we continually collect information on adverse reactions to our products (including unexpected reactions) through ongoing system reviews, audits/inspections and compliance monitoring. UCB also facilitates communication and information exchange about patient or product safety among healthcare professionals, regulatory agencies, and the pharmaceutical industry.

All patient safety-related actions are taken in agreement with regulatory authorities and endorsed by the UCB Benefit Risk Board (BRB), chaired by our deputy Chief Medical Officer and including patient representative input, in case of a significant impact on benefit-risk. The BRB regularly reviews all products and newly emerging data to ensure that all potential changes to a product's benefit risk are assessed and appropriately communicated to health authorities.

If concerns are raised about the safety of one of our medicines, we take immediate actions in line with regulatory frameworks. Designated roles within Global Pharmacovigilance (GPV) will initiate a medical assessment, guided by the GPV Standard Operating Procedure (SOP) covering authorized products and guided by Benefit/Risk & Medical Safety SOPs for authorized and under-investigation products. Additionally, the Global Pharmacovigilance Quality Council oversees system performance, audits and inspections and advises on non-compliance or risk of failures in the conduct of pharmacovigilance activities or audits and inspections. A monthly report is also communicated with pharmacovigilance teams and senior GPV leadership to provide an up-to-date overview on compliance and performance of critical processes.

Product quality

Policies S4-1

UCB follows strict policies and rigorous procedures to ensure excellence in every pharmaceutical product we deliver. The **UCB Quality Policy** is our highest-level **Quality Management System** document, covering all processes throughout the product lifecycle, and outlines our commitment to ensure the delivery of medicines of the highest quality, earning patient trust and safeguarding UCB's reputation.

Patient health and safety is a fundamental ethical cornerstone of our work at UCB, and we have strict Human Rights Policy commitments, including the right to health. We explicitly commit to manufacture medicines in line with the highest quality standards. UCB's Quality Management System covers all processes throughout the product lifecycle and includes specific policies and corporate procedures on the product quality complaints and recall processes, describing how to manage product quality risks and issues that may impact the end-users. Aligned with the Code of Conduct, this applies across UCB business functions, sites, and affiliates – meeting "Good Practices" regulations applicable to the development and manufacturing of medicines.

Our Complaint Policy ensures that both local and global mechanisms are in place to receive and handle product quality complaints. This is done through:

- UCBCares® for all commercialized products;
- Specific local channels, where mandated by the corresponding local regulation;
- UCB's clinical team for all product quality complaints related to investigational medicinal products.

Actions S4-4

UCB's robust quality audit program follows periodic assessment to ensure that all processes, facilities and external vendors meet applicable regulatory requirements, and the requirements laid down in our Quality Management System. Key performance indicators are reviewed to ensure continuous Quality Risk Management and drive performance improvements.

If a complaint about product quality is determined to be a risk to public health or to subjects participating in a clinical study, the complaint will be evaluated as part of the quality issue escalation management process to determine the appropriate action, including, but not limited to, notifying the health authority and conducting a recall. In addition, each UCB employee is responsible for promptly communicating and escalating (via the Recall Escalation Process) any information that could lead to the recall of a UCB product at any time.

Health systems resilience

Policies S4-1

We define Health Systems Resilience (HSR) as the process of supporting, building, and strengthening sustainable healthcare infrastructure and services, as well as promoting evidence-based policies to ensure the continuous delivery of care across diverse healthcare contexts.

Given UCB's role in the healthcare ecosystem, we recognize that strengthening health systems occurs across different stages of the value chain. While our work begins with scientific innovation, our efforts to reinforce healthcare systems come into focus at later stages—ensuring access, capacity building, and long-term resilience.

Key areas where UCB can make the most impact for health systems resilience include:

- **Patient Access Programs**, enhancing affordability and assistance initiatives.
- **Public-Private Partnerships**, collaborating with governments and NGOs to strengthen health systems.
- **Capacity Building & Community Engagement**, supporting healthcare workforce training and providing scholarships, fellowships, and educational programs.

By working on these areas, UCB aims to contribute meaningfully to resilient healthcare systems.

Patient Access Programs

While we believe swift and safe regulatory approval is the most effective and sustainable path to broad patient access, we also understand that patients with severe, life-threatening, or life-altering diseases may have limited treatment options. In these circumstances, UCB's Early Access programs, also known as Expanded Access, Compassionate Use, or Managed Access Programs, may provide a pathway to investigational treatments before they are commercially available. UCB's policy on Early Access to Medicines, which governs these programs, is publicly available.

We are guided by considerations of how to secure ongoing access for patients after the program, how to integrate with existing healthcare systems, and how to ensure continued access for patients who need our treatments. UCB is committed to working with governments and healthcare systems to bring our innovative treatments to patients as quickly and safely as possible. Furthermore, UCB endeavors to provide continued treatment for patients who have participated in our clinical studies and who, in their physician's judgment, are deriving benefit from the treatment through Post-Trial Access programs.

Public-Private Partnerships

Our efforts in this area focus on targeted initiatives that aim to increase the capabilities of health systems around the world. While we understand that UCB cannot single-handedly improve health system resilience, we are committed to strategic partnerships where our expertise and resources can be effectively utilized and amplified.

UCB actively engages in global healthcare policy and public affairs to support patients and healthcare systems. Through strategic global engagement, UCB ensures alignment in policy positioning and advocacy to advance solutions in key disease areas. The company fosters collaboration among regional policy experts and stakeholders to drive disease area policy, and broader healthcare initiatives.

External Funding & Medical Grants

In support of our commitment to patients and strengthening healthcare systems, UCB supports a variety of organizations through initiatives including sponsorships, medical grants and donations, collectively called 'External Funding'.

- Sponsorships are fundings (financial) provided to a healthcare organization/institution or patient organization, for supporting an event or program such as bona-fide scientific, medical, health care-related or other activities (undertaken for education, informational, research or related purposes), relevant to UCB's therapeutic areas of interest.
- Through memberships, UCB may provide funding for corporate membership and engagement with industry organizations, groups and associations focused on UCB's areas of interest. Memberships are paid participation in an industry organization allowing for UCB's involvement and recognition at the corporate level.

- Medical grants are support from UCB to a healthcare organization/institution or patient organization, for the purpose of enhancing healthcare, research or furthering medical or scientific knowledge and education. Supported projects must be objective, balanced and scientifically rigorous.
- Donations and philanthropic contributions are freely given by UCB to a public or other non-profit organization for the purpose of benefit to society.

All External Funding support is provided following a strict ethical and compliant manner, according to a defined global framework and through the management of requests using UCB's Global Funding System. Each funding request is subject to a specific submission process, specific supporting documentation, dedicated reviewers and review criteria.

Every funding request is assessed on the basis of merit, unmet needs, company areas of interest, compliance with legal, ethical and professional obligations and fiscal responsibility. By maintaining a well-defined framework UCB mitigates risks, safeguards its reputation, and fosters trust within the healthcare community.

Actions S4-4

At UCB, we are committed to driving meaningful change for the rare disease community, and through partnerships such as Aspire4Rare and GARD Access, we are taking significant steps toward ensuring a better future for the millions of people living with rare diseases.

Our collaborations aim to advocate for comprehensive policies that improve care, accelerate diagnoses, and ensure access to life-saving treatments. The Aspire4Rare report, a product of our partnership with Aspire4Rare, is a global framework designed to evaluate the effectiveness of rare disease policies, offering measurable goals and practical solutions to guide health systems. By learning from successful initiatives like Rare2030 and Orpha.net, Aspire4Rare proposes a roadmap to address critical issues such as early diagnosis, treatment access, and data collection.

We also support GARD's mission to provide better access to rare disease therapies in low- and middle-income countries, where patients often face insurmountable barriers to treatment.

Together, UCB, Aspire4Rare, and GARD are striving for systemic change that prioritizes the needs of those affected by rare diseases, advocating for a future where innovative therapies are accessible to all, and rare diseases receive the attention they deserve in global health policy.

UCB's FASTRAX initiative addresses the persistent delays in diagnosing axial spondyloarthritis (axSpA). Tailored initiatives in France, the U.S., Canada, and the U.K. are aimed to improve early detection and accelerated specialist access, alleviating pressure on healthcare systems and reducing patient wait times. By embedding innovative, scalable solutions within existing structures, FASTRAX supports more efficient, patient-centered care, increasing the chances that people with axSpA receive timely diagnosis and treatment while enhancing overall system resilience.

In 2024, UCB partnered with the IHI AutoPiX consortium, a collaborative public-private partnership project to advance AI-driven imaging in rheumatic diseases such as rheumatoid arthritis, psoriatic arthritis, and axSpA. These chronic diseases pose challenges in diagnosis and monitoring, impacting both patients and healthcare systems. By leveraging AI in imaging, AutoPiX's goal is to improve early detection, accurate diagnosis and optimize treatment, ultimately ensuring better outcomes for people living with those diseases.

Through other projects in dermatology and rheumatology like IHI BIOMAP, RheumaCensus and EuroSpA, UCB partners with key stakeholders to tackle major issues in current patient care with an overarching goal to improve patient outcomes. UCB's recent work in the Middle East and North Africa focuses on improving awareness and care for hidradenitis suppurativa, while collaborations in neurology and rare diseases drive innovation in genetic screening and digital health solutions. By engaging with global experts, patient organizations, and healthcare professionals, UCB continues to contribute to personalized medicine and equitable access to care.

Our commitment to equitable access to medicines is described in the Equitable access to medicines section, including our Access Coverage Performance Index covering also Managed Access Programs. Our engagement with patient organizations is further discussed in the Engaging with patients section, including the amount of funding provided to such groups.

Data privacy and security

Policies S4-1

UCB operates in numerous jurisdictions with specific privacy and data protection regulations, with which we comply. We also maintain our own privacy and data protection program, supported by global and local policies and standard operating procedures based on our **Global Privacy Policy**. UCB's strong privacy commitments are communicated via specific privacy notices posted on our websites (e.g., for web users, patients, job candidates, and healthcare professionals). These privacy notices detail how UCB collects, uses, and protects data collected and clarify that individuals can contact UCB for more information or further action.

Our privacy and data protection program allows individuals to contact UCB with privacy and data protection concerns or to execute their requests – either directly to the Privacy and Data Protection team or through the UCBCares® program. We also maintain incident response protocols to guarantee an adequate response to incidents and to ensure proper response to any individual whose data might be involved in an incident. As privacy and data protection regulations evolve, UCB continues to update its privacy and data protection program.

All IT systems and applications must follow the IT Governance process which assures adherence to security and privacy and data protection policies and standards, as well as external regulations. UCB conducts regular internal and external audits to guarantee the appropriate level of privacy and data protection.

Actions S4-4

The UCB privacy and data protection program has taken steps throughout 2024 to be better prepared to address the growing business needs as well as the evolving technology and regulatory landscape. Key projects were started to further develop UCB's policy foundation and redesign processes with particular emphasis on end-user experience. UCB has selected appropriate technology support to facilitate implementation of our privacy and data protection strategy to provide greater assurance that privacy and data protection risks to individuals are timely identified and mitigated. One of these key projects resulted in updates to our U.S. websites to give visitors choice over how tracking technologies are used related to their data or even block such technologies, where appropriate. Essential privacy and data protection training is provided to all employees.

In 2024, following a global trend, the number of data breaches resulting from cybersecurity-related incidents increased. Though none were severe in size or scope of data impacted, UCB reported 3 separate data breaches to the regulators in Belgium, Canada and the U.S.. In addition, we reported to the individuals about whom the personal data pertained in the Canada and U.S. incidents. However, none of these data breaches resulted in high risk to the rights and freedoms of the individuals concerned.

UCB has a multifaceted cybersecurity and data management strategy, together with active prevention, detection and response control programs and continuous improvements to protect critical information assets and systems. Additionally, UCB has cyber incident and crisis management processes in place to manage major security incidents (e.g., data breaches or malware). These include continuous monitoring and analysis, intrusion incident detection and response, security testing and user awareness training and campaigns.

UCB regularly conducts incident and crisis exercises to test and improve our ability to respond to potential cyber incidents. We have opted for ISO27001 certification to comply with the European NIS2 directive and its local implementation laws, including the NIS2 Belgian Law published in 2024. Other important components of this compliance program include cybersecurity awareness training, business continuity planning and the reporting of major incidents to the relevant authorities.

Responsible sales and marketing

Policies S4-1

Our promotional strategies are grounded in truth and accuracy, and they must always serve a clear and legitimate intent, particularly when communicating complex medical and scientific information. We prioritize transparency in all our marketing efforts, whether directed at healthcare professionals, patients, the public, government agencies, or other stakeholders. We are committed to responsible and compliant promotion, and we only encourage the use of our products based on their approved uses, supported by appropriate scientific evidence and the benefits they offer to patients. We do not offer rewards for prescribing or purchasing our medications, and we strictly prohibit any off-label promotion of our products.

Our key relevant company-wide policies on responsible sales and marketing include:

- UCB Social Media Policy
- UCB Code of Conduct

To ensure compliance with specific local laws, industry codes, and regulations related to pharmaceutical sales and marketing, our country affiliates develop local policies in alignment with UCB's Code of Conduct. All employees are required to complete annual training on these key policies to reinforce awareness and compliance. UCB also adapts our marketing principles thoughtfully to suit each product and patient population, ensuring responsible practices and the utmost respect for patients. This approach is particularly salient in our work on treatments for rare and ultra-rare diseases, where sensitivity and responsibility are paramount.

Social media

We also recognize the unique challenges posed by social media, and we are dedicated to making sure that all UCB employees engage responsibly with content related to UCB across all platforms. Content posted on UCB's social media channels must follow our standards for truthful and non-misleading communication. Only designated individuals are authorized to post on behalf of UCB.

UCB's Social Media Policy permits employees to interact with UCB's social media content if they follow the principles of the policy, including:

- Exercise good judgment as ambassadors of UCB, engaging respectfully on social media platforms, both during and outside of work hours;
- Clearly disclose their affiliation with UCB when engaging with approved posts;
- Protect the trust that people living with severe diseases place in us. We will not offer medical advice or share proprietary or confidential information.

Regular training on the Social Media Policy is provided, and employees not following UCB's policies on social media are subject to disciplinary actions. We monitor all social media assets to ensure that they are compliant with requirements. We also include training for people working or engaged on our behalf (e.g., spokespeople and influencers) to ensure that they follow our policies. UCB is adapting to emerging trends and business evolution in this space.

Beyond standard promotional activities, UCB maintains rigorous controls over interactions with healthcare professionals to ensure that engagements are conducted ethically and in compliance with applicable regulations.

Actions S4-4

All employees undergo training and receive regular communications to ensure they understand the prohibition on off-label promotion, with additional training for those involved in sales and marketing on responsible and ethical practices. Employees are also required to complete annual refresher training on UCB's social media policy, which provides clear guidelines on permissible and prohibited engagement.

To ensure accuracy, objectivity, and transparency, all promotional and scientific communications related to our products are reviewed by trained members of the Legal, Regulatory Affairs, and Medical Affairs teams, who are also regularly monitoring recent changes in the law related to use of targeted marketing in the healthcare sector.

Interactions with healthcare professionals are regularly assessed through our Ethics and Compliance risk assessment process and monitored, as well as further reviewed, by the Global Internal Audit team.

Activities of all UCB personnel, including sales representatives, are regularly monitored to ensure compliance with our standards. Any reports of misconduct are investigated, and inappropriate actions are addressed through corrective or disciplinary measures. Employees found violating our policies may face disciplinary action, up to and including termination.

Engaging with patients S4-2

We partner with patients and their representatives across all stages of the lifecycle of our solutions, from early research to post launches. By implementing patient engagement meaningfully, systematically and consistently into our core operations, we ensure that the needs of people living with severe diseases are understood and included in our decision-making, and that UCB can develop customized solutions and provide dedicated services that support people throughout their treatment journeys.

The **UCB Patient Engagement Framework** is our central guidance to embed engagement efforts along the medicine lifecycle, through ongoing identification and understanding of patient needs, as well as co-creation to achieve better patient outcomes, aiming to give patients and their representatives a voice across their health system. It was developed to design specific engagement strategies in a cross-functional way, in alignment with frameworks and tools developed by Patient Focused Medicines Development (PFMD), under a thorough process with a cross-functional Steering Committee[1], and in consultation with patient representatives.

Guided by standard operating procedures (SOPs), key activities can be combined in a tailored way to fit specific patient population characteristics and UCB's strategic intent. UCB's SOPs are designed in alignment with best practice recommendations from pharmaceutical bodies such as EFPIA, PhRMA and IFPMA[2]. Our approach is driven by specific research questions to incorporate patient input alongside clinicians' and other stakeholders' into decision-making (e.g., through patient councils and advisory board participation, patient interviews, focus groups and other patient experience research studies), tailored to the specific phase of the drug development, such as early research or clinical development, and aligned with the objectives of patient communities.

In our end-to-end approach, from early research to post launch phase, we take action to ensure that people who use our medications fully understand and use them properly. For patients who use our medicines, we have dedicated employees to answer questions about our treatments in local languages, in addition to providing advice on what services exist and what we can offer.

Patient organizations, individual patients, their caregivers and other patient experts have designated UCB points of contact to whom any feedback or questions about engagement activity can be raised, which differentiates it from pharmacovigilance.

UCB has established a number of actions to drive patient engagement:

- One of our flagship initiatives includes incorporating direct patient input to inform decision-making at our Benefit-Risk Board (BRB), UCB's highest governance body for addressing benefit and risk topics. Selected patient experts with experience in benefit-risk assessment serve as non-voting members of the BRB. Both Global Pharmacovigilance and Benefit/Risk & Medical Safety departments are involved in assessing risk, to ensure that the benefits of our medicines for the consumers/end users outweigh the risks by the greatest achievable margin. Additional risk minimization measures address specific important safety issues for patients, including educational programs, controlled access programs, controlled distribution programs, direct healthcare professional communications.
- UCB has co-established a strategic council – best practice for partnering with patient communities – with major patient organizations and patient experts focused on a specific disease. This council collaborates to address key research challenges, such as improving diversity in clinical trials and enhancing interactions with regulatory bodies. For example, during an early-stage clinical study of an investigational medicine, an unexpected adverse reaction was identified. By leveraging the council's patient groups, UCB quickly gathered feedback from patients with similar profiles to those

1 Composed of senior leaders from Patient Evidence, Clinical Operations, Medical Affairs, and Therapeutic Areas.

2 Key guidelines and principles followed include: EFPIA Code: EFPIA Best-Practice Principles documents on working together with Patient Organizations developed through the EFPIA Patient Think Tank and endorsed by the EFPIA Board; General Principles of Working Together with Patient Groups (September 2017), Principles for Remunerating Patients, Patient Organization Representatives & Carers for Work Undertaken with the Pharmaceutical Industry (June 2019) and on Donations and Grants, Sponsorships and Contracted Services (April 2023); PhRMA Principles on Interactions with Patient Organizations; IFPMA Note for guidance on Patients and Patient Organization Interactions.

in the study. Instead of conducting a resource-intensive patient preference study, the patients' direct and timely input enabled our team to assess whether the medicine's benefits outweighed the adverse reaction, and confidently proceed with the research.

- In collaboration with patients, we co-created a playbook to capture patient perspectives early in the therapy development process. This playbook is complemented with guidance developed for patients and patient organization to help them to meaningfully contribute to the early development process.
- A new company-wide program ('Let Us Leap') aims to aims to foster behavioural change in order that creating value with and for patients becomes the norm in UCB across all operations, from early research to post launch phases.
- In 2024, we piloted a new patient engagement customer relationship management (CRM) system to track the effectiveness of our patient engagement processes.

Activities are assessed following guidelines from the Patient Focused Medicines Development's (PFMD) Patient Engagement Quality Guidance. Internal stakeholders can access the Framework and other relevant guidelines, SOPs and additional resources through a dedicated portal. Representativeness, diversity and inclusion are embedded as much as possible, and further initiatives to increase diverse perspectives being gathered will be undertaken. To improve patient-informed decision-making and better assess the outcomes and overall impact of UCB initiatives, UCB intends to develop a patient engagement measurement roadmap in 2025, which will identify and prioritize key decision points along the value chain that should be informed by patients, and define related KPIs and targets.

Remediation channels for patients S4-3

We commit to offering all external human rights holders, including patients, clear and accessible channels to report issues, including through the UCB Integrity Line and UCBCares®. Complaints are collected from various sources, including the market (e.g., patients, healthcare professionals, wholesalers), partners and third-party logistics or parties involved in clinical studies (e.g., patients, investigators, clinical sites, clinical study supply).

Specific questions on diseases or products are answered via UCBCares®, UCB's global support center that serves as a critical bridge between the company, healthcare providers, and patients. It handles over 58,000 inquiries annually, offering real-time, localized assistance on UCB's products. These inquiries span from supply, medical, customer service, safety and product quality complaint inquiries[1]. Through UCBCares®, we coach patients and caregivers to enhance health literacy, empowering them to make informed decisions about their health and treatment options. Each request and response is tracked and monitored. We also work with physicians, responding to their questions and assisting them in guiding and empowering their patients when appropriate. In addition, we collaborate with healthcare professionals to deliver medicines to patients using data-driven insights, enabling us to create meaningful patient support programs, and offer personalized support on proper storage and administration to ensure that patients use our treatments correctly.

Patients can raise any product quality complaints directly via UCBCares®, which are reviewed by designated roles within UCB. This initiates a comprehensive investigation, guided by a Global Quality Standard Operating Procedure (SOP) covering all products manufactured, supplied, or distributed by UCB in all stages. All UCB's associated actions are monitored and tracked to completion. This process is evaluated annually to ensure effectiveness of the program. Any reports are assessed promptly, confidentially and impartially. In cases where we can confirm that UCB contributed to a negative impact, we work with relevant stakeholders to determine an appropriate remedy.

Patients can contact UCB directly to raise any concerns, including reporting adverse events, and safety reporting information is included in all relevant communications to patients, and on the UCB website. All UCB staff and other relevant individuals are trained on safety reporting requirements and are required to immediately send any information on potential adverse events for review.

In addition, in line with the UN Guiding Principles on Business and Human Rights (UNGP), we provide a grievance mechanism for rights holders negatively affected by our operations. Moreover, in 2025, UCB's Human Rights Working Group will develop a strategy to engage further with external rights holders, including consumers and end-users, to assess their awareness of and trust in our reporting mechanisms. Several key policies protect individuals who use our channels to raise concerns or needs, ensuring they are safeguarded against retaliation. These include the UCB Global Incident Review and Investigations Procedure, Code of Conduct, Human Rights Policy and UCB Non-retaliation policy.

Regarding matters around patient safety, several ongoing product liability cases in France name entities of the UCB Group as defendants. The claimants in these actions claim their mothers took the former UCB product Distilbène (*diethylstilbestrol*) during their pregnancy, and as a result they suffered bodily injuries. For substantiated cases, UCB has provided compensation. For further information, refer to Financial note on Provisions.

1 The UCBCares® team can be reached on ucbcares.global@ucb.com to help with questions about UCB products, clinical trials or our assistance programs.

Targets S4-5

UCB's annual Access Coverage Performance and Time to Access Indices monitor our performance, looking at how many UCB medicines with marketing authorization have achieved market access that enables patient use and how much earlier positive national reimbursement decisions are received compared to typical industry benchmarks in the countries where UCB operates. The methodology for these two KPIs is further explained in the next section.

	2024 target	2025 target
Access Coverage Performance Index	78%	82%
Time to Access Index	56%	50%

While in principle we aspire to reach all patients who need our medicines, we recognize that in reality, there will be instances in which we will not be able to provide access due to the absence of alignment between all parties and therefore set access coverage performance targets in recognition of these challenges.

Both annual targets are set globally and split per region, medicine and country. Targets are defined with input from various stakeholders across UCB markets and UCB affiliates. Some targets are also shared and discussed with our Compensation and Benefits team in charge of including Access to Medicines targets into the Long-Term Incentives (LTI) plan of senior executives. Once set, each year's target and quarterly results are communicated to UCB leaders and other relevant stakeholders, with dashboards available that provide a view on performance against the target at geography and product level.

Metrics MDR-M

Scientific innovation

	2024
Number of molecules in development	9
Number of clinical development pipeline programs	9
Percentage of revenue reinvested in R&D	29%

We consistently reinvest 26%-30% of our revenues back into R&D, as we recognize that enabling scientific innovation is a long-term investment to maintain our ability to deliver impactful solutions for those we serve. The outcomes of UCB's R&D investments are further described in the Clinical pipeline update section.

Methodology

- Number of molecules in development includes number of UCB molecules in clinical development that progress into phase 2 until submission, including those developed in partnership with other pharmaceutical companies, as of the reporting date.
- Clinical development pipeline programs refer to all clinical programs being conducted with the same investigational drug, including additional indications for molecules on the market, as of the reporting date.
- The percentage of revenue reinvested in R&D is calculated by the total EUR amount of research and development expenses for the reporting period, divided by the total EUR amount of net revenue for the same reporting period (both reported in the consolidated income statement).

Equitable access to medicines

	2024
Access Coverage Performance Index	82%
Time to Access Index	55%

UCB's strong global access coverage performance ensures that we remain true to our aspiration to reach all patients who need our medicines. In 2024 we achieved a total of 59 reimbursements and negotiated access programs, with more than half of the reimbursements related to BIMZELX®. For our neurology portfolio, FINTEPLA® was the biggest contributor to the Access Coverage Performance Index while RYSTIGGO® and ZILBRYSQ® mark the start of reimbursement negotiations in the rare diseases space. At a country level, Japan led the way with most negotiated reimbursements in the year.

Our new 2025 baseline starting point for the Access Coverage Performance Index will be set at 63%, reflecting the upcoming 2025 loss of exclusivity of CIMZIA® and the inclusion of new UCB products which will obtain market authorization.

We continued our journey dedicated to increasing the speed of bringing our solutions closer to patients with an increase of 5% over our previous year's results, being nearly on target for our Time to Access Index for 2024. The previous year results for this index do not form any kind of baseline as we start from a zero baseline every year. From this perspective the constant progression since setting this KPI in 2022 shows our commitment to bringing our medicines to patients on a timely basis. In this year, 34 national reimbursement decisions were obtained ahead of the industry benchmark. The majority (70%) is related to BIMZELX® while for combined neurology and rare diseases portfolio we achieved time to access according to our initial plan.

Methodology

- We define "Access" coverage as negotiated reimbursed access to the drug, or presence of an access program regardless of any restrictions applied, whereas "No Access" is defined as no reimbursed access to the drug.
- It covers 35 countries assessed, alongside all products that have received regulatory approvals in those geographies and for which the patent has not expired yet, and all indications with regulatory approval for those products. The scope of the Access KPIs includes all UCB medicines and indication combinations. This is determined by the inclusion criteria: i) the Market Authorization of the product by regional or national authorities (such as the EMA for Europe, FDA for USA or PMDA for Japan); ii) UCB is the Market Authorization Holder for that specific country.
- We are not tracking data for KEPPRA® and NEUPRO®, as these are considered historical assets, which for the most part of the world are no longer covered under patent. We deem these products today to be widely accessible and meeting patient needs through available solutions on the market. These are hence not specifically measured as part of the performance indicator, which tracks the access performance for new market launches since 2021.
- Our baseline year for the reporting period was October 1 2023 to September 30 2024.

Access Coverage Performance Index

- The index is based on the total number of reimbursement listings achieved for any product/indication in any country in the reporting year, divided by total number of products/indications in any country that have or will have market authorization and are expected to be reimbursed according to the industry benchmark (provided by IQVIA) in that year.
- Formula used: Total number of negotiated reimbursement listings and access programs achieved for any product/ indication in any country / Total number of products/indications in any country that have or will have market authorization and are expected to be reimbursed according to the industry benchmark in that year.
- Subnational access is defined at the DMU (Decision Making Unit) level for these countries for each product and indication. The type of DMUs (e.g., regions, hospitals, sick funds) can differ per country and product depending on the local health system of a nation. The DMUs are weighted through either population data or patient data, corresponding to the DMU. Data for weighting are used from official government or health statistics. We assess if each DMU has Access or No Access. If sum of DMU weights having access is $\geq$ 66%, then we consider Access for our product in this country. We consider as evidence the inclusion of a product in the hospital formulary or a contract in place. There could be cases where Subnational data are not immediately available in the months following achievement of a national price or reimbursement listing. In this case we assume a period of 6 months during which we consider a "Conditional Access" until Subnational data are available. If during this period data are available, then we switch to Subnational access measurement. After 6 months, if no data are available then we consider that access is not reached (for the Access Coverage Performance KPI).
- 47 geographies and channels are included in total (U.S. is split into eight channels; Brazil, Canada and Mexico are split into public and private channels, U.K. is split into England, Wales and Scotland), from three major regions (the EU, Intercontinental and U.S.) where we operate.

Managed access program

- The term "access program" refers to all those mechanisms in which a product could be used prior to reimbursement.
- Access programs consider access of products in a country based on three conditions: i) The program should be active and will be counted only post-market authorization; ii) There should be a 3rd party (e.g., a hospital) that covers the patient's treatment (neither the patient nor UCB cover it); and iii) There should not be a limit for the number of patients to enrol in the program.

Time to Access Index

- Tracks time between marketing authorization and payers' decisions to provide coverage and reimbursement for new UCB medicines or the setting of an access program – measured against the median industry time to reimbursement in individual markets where UCB operates.
- A set of independently sourced Time to Access (TTA) industry benchmarks has been used as the external benchmarks for evaluation. These independently sourced TTA industry benchmarks, prepared by IQVIA Ltd. at UCB's request and direction, represent a measure of the median number of days from market authorization to public reimbursement, and these are separately determined for each country where UCB is operating. IQVIA collects and evaluates these industry "TTA benchmarks" for UCB and updates these on a yearly basis.
- Expressed as a percentage of the pricing and reimbursement listings (as per definitions used by IQVIA for evaluating median time to reimbursement) for UCB products expected during the relevant year of scope (as identified using the industry "TTA benchmarks") which have not exceeded the relevant median time to reimbursement.
- Formula used: # of countries which timely obtained pricing and reimbursement approval or an access program within the year (versus industry "TTA benchmarks") / # of countries which were expected to obtain price and reimbursement listing within the year (as identified using the industry "TTA benchmarks") * 100.
- Time to Access is measured for the countries where UCB has presence, which means local Pricing & Access team in charge of negotiating reimbursement and price.
- In case of an access program, the date of access is considered the date of the first patient enrolled into the program.
- TTA applies only at national level (even if subnational level exists) and public channel (where public and private channels exist). For U.S. we consider only the first indication of the brand.

Number of countries and low- and middle-income countries (LMIC) where UCB's solutions are present, per solution

	2024	
	# of countries	# of LMIC
BIMZELX ®	35	3
BRIVIACT®	42	4
CIMZIA®	56	13
EVENITY®	28	2
FINTEPLA®	35	2
KEPPRA®	48	12
RYSTIGGO®	6	0
VIMPAT®	53	11
ZILBRYSQ®	9	0

We have managed to retain, and in some cases enhance, the presence of our legacy products (KEPPRA®, VIMPAT®, BRIVIACT® and CIMZIA®) even beyond the countries in which we have an affiliate and in several LMICs. This year we achieved a wider presence of FINTEPLA® (from 19 to 35 countries including 2 LMICs) and BIMZELX®, while our rare diseases portfolio, ZILBRYSQ® and RYSTIGGO®, was made available to patients in the first geographies.

Methodology

- Country presence is considered wherever the following criteria apply: i) UCB has sales of the product in the country (recorded in our systems or in IQVIA reports); ii) in the case of no recorded sales, published evidence of product reimbursement exists (e.g., inclusion in the positive list of the country).
- This includes countries where UCB affiliates exist and countries where UCB operates via partners.
- We use the World Bank's definition of countries and low- and middle-income countries.

U.S. net price change

In 2024, our U.S. net price change (after discounts and rebates) averaged -7.8% across the U.S. product portfolio (list price change averaged 5.0%). This reflects our significant market rebates and discounts to ensure patients can access UCB medicines.

Methodology

- Net price change represents the year-over-year change in average net price, which is WAC less rebates, discounts and returns, calculated at a product level and weighted across the company's U.S. product portfolio. The 2024 net price change percentage excludes sales realized through the BIMZELX Navigate® Bridge program. The methodology used may differ from those used by other companies.

Other equitable access to medicines metrics

	2024
Number of people who have accessed UCB's solutions	>3.1 million
Number of people supported through Patient Support Programs in the U.S.	188,246
Number of people enrolled in the epilepsy activities of UCB's social business model in Mumbai	7,341

Methodology

- 2024 patient numbers for BRIVIACT®, CIMZIA®, EVENITY®, KEPPRA® and VIMPAT® are calculated using the Moving Annual Total (MAT) patients (Estimated Actual Treated) at the end of Q3 2024 as provided with input data from an external source. For growth drivers BIMZELX®, FINTEPLA®, RYSTIGGO® and ZILBRYSQ®, the most recent global active patient numbers are reported. The total patient number gathers people who have accessed the following solutions: BIMZELX®, BRIVIACT®, CIMZIA®, EVENITY®, FINTEPLA®, KEPPRA®, RYSTIGGO®, VIMPAT® and ZILBRYSQ®.

Patient safety

Pharmacovigilance inspections	2024
Critical inspection findings	0
Timely reporting of adverse events	98%

In 2024, there were no critical inspection findings reported by the competent authorities during pharmacovigilance inspections (five conducted in the year). 98% of individual cases safety reports were submitted on time by UCB to the competent authorities.

Methodology

- **Critical inspection findings:** Identified by regulatory authority pharmacovigilance inspectors, then presented in the following format: the number of individual critical findings in the reporting period as numerator and number of pharmacovigilance inspections in the reporting period as denominator.
- **Reporting compliance rate:** The percentage of individual case safety reports submitted on time by UCB (or on behalf of) to regulatory authorities in the European Union, in compliance with the regulatory requirements, compared to the total number of individual case safety report submissions.

Product quality

Recalls	2024
Class I	0
Class II	1
Class III	0

In 2024, UCB reported 84 inspections in our internal and external network across the various good practices (GxPs). This included 25 inspections conducted by various health authorities and regulatory agencies in our internal network of UCB entities in our operating markets. Similarly, UCB partners and vendors underwent a total of 59 inspections conducted by health authorities and regulatory agencies.

In April 2024, UCB voluntarily recalled a KEPPRA® Oral Solution product after detecting ink detachment on syringes during repackaging. The issue was traced to a manufacturing error by the syringe vendor. All affected batches were recalled in nine countries, adhering to local Health Authority requirements.

Methodology

- **Product recalls:** Refers to the number of product recalls initiated within a specified period by UCB. It is calculated based on monthly internal data collection and monitoring, with internal records kept and classified by product. UCB's recall process is periodically assessed by regulatory agencies and internal auditors.
- **Inspections (internal network):** The number of inspections in UCB internal network across the product lifecycle and against the various "Good Practices" regulations tracks the number of inspections conducted by health authorities, regulatory agencies, or notified bodies (for devices) at UCB entities for a specified period.
- **Inspections (external network):** The number of inspections in external network across the product lifecycle and against the various "Good Practices" regulations tracks the number of inspections conducted by health authorities, regulatory agencies, or notified bodies (for devices) at UCB vendors and partners for a specified period. We expect external vendors and partners to notify UCB of relevant inspections, as agreed in contracts.

Patient engagement

In 2024, UCB engaged with 383 patient organizations. This included >€ 11 million in funding provided to patient organizations. 190 patient engagement activities were tracked through the Activity Notification Form system in 2024.

We are currently defining a comprehensive measurement roadmap to ensure key decisions are informed by patients, including new KPIs.

Methodology

- The number of patient organizations engaged is a sum of all patient groups and organizations involved in an activity, tracked through the Activity Notification Form system, grants, donations or sponsorships with a transfer of value. The activity must have taken place (an activity can be created, submitted or approved but cancelled before happening) or payment made.
- Patient engagement activities are defined as number of completed events with participation of patient organizations that took place in 2024, as tracked by our Activity Notification Form system. For each event there could be multiple patient organizations participating, coming from different countries. Ongoing activities that started in 2024 but have not been finalized yet are not included in this number.
- The funding provided to patient organizations is the sum of the amount in euros of all transfer of value to patient organizations during activities of fee for service (ANF), grants, donations or sponsorships (based on payment made and filled in source systems) in major markets for UCB.
- UCB's policies require an Activity Notification Form to be reviewed and approved prior to engaging with any healthcare stakeholder. The Activity Notification Form must clearly present all the information regarding the engagement activity to allow formal review and evaluation of bona fide assessment and fair market value analysis.

Governance Information

Business Conduct G1

Impacts, Risks and Opportunities G1-SBM-3

Topic	IRO type	Actual/ potential	Sub-topic	Description
Ethical business practices	Positive impact	Actual	Corporate culture, corruption, bribery	Having robust ethical principles and practices; ensuring employees are acting as ambassadors for ethics at UCB.
	Positive impact	Potential		Including UCB's core sustainable performance KPIs in the executives' compensation plan (bonus system and LTIs), leading to a heightened attention of its employees towards its core sustainable performance topics, ultimately contributing to their improvement.
Political influence and advocacy	Positive impact	Actual		Having trustworthy relationships with government bodies and advocating for legislation and policies that are aligned with UCB's priorities; including IP protections, affordable, equitable access to medicines for patients and diversity in clinical trials.
Ethical use of technology	Negative impact	Potential	Data and Technology	Incorporating artificial intelligence (AI) into UCB technologies can result in adverse effects on end-users, primarily arising from the use of non-representative data (e.g., inherent biases,, absence of representation in the data employed for developing AI systems, inaccurate predictions, lack of generalization, etc.).
	Opportunity		Data and Technology	Through new technologies (such as gene therapy), UCB could have the opportunity to develop new treatments, leading to new market opportunities.
	Opportunity		Data and Technology	Ethical use of technology and AI at UCB can lead to increased efficiencies and value creation (e.g., fewer patients required in clinical trials, fewer resources needed in production, faster prediction of the results of experiments and fewer animals in pre-clinical trial development).

Corporate culture G1-1

To help us collectively align on what focusing on value creation looks like, we have four principles as foundational components of UCB's culture: "from task to value", "from noise to signal", "space with consistency" and "helpfulness and generosity". Our people leaders are expected to serve as role models for these principles and create the conditions for colleagues to contribute to their full potential.

The most senior level within UCB accountable for shaping and evolving our corporate culture is the Chief Human Resource Officer, part of the Executive Committee, who plays a critical part in ensuring that cultural principles are effectively integrated into all aspects of the organization, from decision-making processes to everyday interactions.

Recent organizational needs have introduced new elements that we are embedding into our culture, such as outcome-driven approaches, clarity of accountability, consent-based decision-making, an external focus on societal needs and a commitment to continuous learning. These new dimensions - alongside enhanced agility, integrated decision-making and sustainability considerations - will complement our existing framework, further enabling us to navigate complexities and deliver meaningful outcomes for patients and society. Employees were invited to give feedback on the evolution, to make sure that they were involved in and contributed to the shaping of UCB's evolving culture. Our culture is actively reinforced through a series of structured initiatives including:

- A company-wide reward and promotion system that recognizes contributions aligned with our cultural principles, while annual reviews and talent assessments provide opportunities for growth and development. Leadership 360° assessments and annual reviews promote accountability and leadership development, and recruitment guidelines ensure that new team members align with our cultural vision.
- Our 'U-Inspire' reward scheme fosters continuous recognition based on our principles, encouraging employees to integrate our values into their daily work.
- Internal arbitration processes uphold fairness and collaboration in resolving disagreements, while cultural training and workshops, particularly during onboarding, help embed our values early in an employee's journey at UCB.

In addition, we evaluate employee satisfaction and engagement with our culture through UCB's quarterly employee experience surveys and use these insights to adapt future actions.

Corporate culture

	2024
Employee Engagement Score	76%
Global Engagement Peer Benchmark	82%

Our quarterly employee experience survey provides valuable insights into employee satisfaction and engagement with our culture. The employee engagement score, derived from the survey, is a key indicator of how well we are fostering a supportive and dynamic work environment. These evaluations not only help us track progress but also guide our efforts in continuously enhancing our culture to meet the evolving needs of our workforce.

The results of the survey from December 2024 confirm a high engagement (76%) and sense of purpose score despite year-end fatigue, while also highlighting a need for better prioritization from leaders. The survey response rate was 63%, slightly lower than the May survey (69%). However, the number of comments increased by 28%. A new listening strategy is being developed in 2025 to improve data quality and drive more impactful actions.

Methodology

The score is derived from the anonymous quarterly employee experience survey and is based on key drivers and benchmark data from a third-party provider named Glint. The engagement score measures purpose, retention, pride in working at UCB and likelihood to recommend UCB as a great place to work. It is the average of responses to the following four statements: 1) "I rarely think about looking for a job at a different company", 2) "The work that I do at UCB is meaningful to me", 3) "I feel proud to work at UCB" and 4) "I would recommend UCB as a great place to work".

Ethical business practices G1-1

Policies

Key business conduct policies include our Code of Conduct and Anti-Bribery Anti-Corruption Policy (ABAC), under the oversight of UCB's Ethics & Business Integrity (E&BI) program.

These policies apply and are made available to all staff and third-party contractors as part of initial onboarding and annual required training and are referenced in UCB's contracts with third-parties where relevant. When new staff are onboarded, UCB conducts compliance training tailored to the individual's role, including expected business conduct relative to their role and responsibilities.

Ethics and compliance activities, including the implementation of these two policies, are overseen by the Chief Ethics and Compliance Officer, who reports to the General Counsel and has direct access to senior leadership including the Executive Committee, CEO and Board of Directors. In addition, the Chief Ethics and Compliance Officer makes annual presentations to the Executive Committee, the Board and the Audit Committee of the Board.

Code of Conduct

UCB's **Code of Conduct** reinforces our ethical principles and lays out accountability and expectations, as well as principles of ethical decision-making, speaking up and non-retaliation. This applies to all employees, agents and consultants representing UCB. In addition to overarching ethical principles, the code includes 26 commitments that cover:

- Access to medicines
- Animal welfare
- Anti-corruption and anti-bribery
- Anti-trust and fair competition
- Artificial intelligence
- Clinical trial standards
- Conflicts of interest
- Customs and international trade compliance
- Data use and privacy
- Dealing in UCB securities and insider trading
- Diversity, equity and inclusion
- Drug safety
- Freedom of association
- Gifts and entertainment
- Financial integrity
- Health, safety and wellbeing
- Human rights
- Inquiries and investigations
- Philanthropy
- Intellectual property (IP) and confidential information
- Policymakers and political candidates
- Professional practices
- Protecting the planet
- Scientific ethics
- Social media
- Sourcing standards

The Code is available in 24 languages on the company website and intranet, and was developed with input from a wide range of employees through the Employee Resource Groups (ERGs) to ensure a diverse group of employee voices were included. All staff must pass the annual Code of Conduct mandatory training.

Speaking up and non-retaliation

If any UCB employee sees something they consider could be illegal, unethical or a behavior that contradicts the ethical principles found in the Code of Conduct, they are expected to bring this to the attention of a supervisor or manager. Employees may also contact the E&BI, Talent (HR) or Legal departments, or the 24/7 UCB Integrity Line.

UCB has a strict non-retaliation policy. Employees are encouraged to report situations without fear of retaliation, and they are not penalized for reporting in good faith, even if it turns out that a violation did not occur. Retaliation is not tolerated in any form, and anyone involved in retaliating is subject to discipline, up to and including termination. The Chief Ethics and Compliance Officer also follows up with reporters to ensure that they are not experiencing retaliation after reporting and monitors for any negative employment actions that may be due to reporting the misconduct.

Managing incoming grievances

An established, impartial process is used to assess and investigate all incoming grievance reports in a timely manner, and regular updates are provided to the reporter, if they are known. This process is managed by a Global Head of Investigations who is part of the E&BI team, working under the direction of the Chief Ethics and Compliance Officer and involving Legal and Talent leaders. Investigation results are used to support root cause analysis and determine corrective actions and any disciplinary actions. Regular updates on the process are provided to the Board, the Executive Committee and the Audit Committee of the Board.

Actions

UCB's **Ethics and Business Integrity (E&BI) Program**[1] aims to enable strategies that enhance financial, social and environmental performance through ethical practices and leadership. The program is built on the established elements of compliance programs defined by the U.S. Office of Inspector General and adapted based on local country requirements.

Elements include leadership and governance; risk assessments and due diligence; standards, policies and procedures; training and communications; systems for employee reporting; case management and investigations; testing and monitoring; third-party compliance; and continuous improvement. Annual employee reviews include ethical business considerations as a performance metric in individual objective-setting. Employees involved in compliance breaches are subject to disciplinary action in alignment with UCB's disciplinary standards. Additionally, third-parties are reviewed to assess risks related to ethics and business integrity and may be subject to audit and oversight from Ethics and Business Integrity or Internal Audit based on detected or emerging risks. The E&BI Program collaborates with company leadership to integrate UCB's ethical principles into daily activities and decisions, emphasizing its importance in relation to our business activities through regular communication, guidelines and key events. In 2024, this included:

- A new 'Leading Through Ethics' strategy to promote ethical leadership and culture, including leadership training focused on ethical decision making, and a communication strategy that emphasizes ethics and the inclusion of ethics-related metrics in performance management.
- The annual Global Ethics Day, themed "Leading through Ethics", included activities at all UCB sites and messages from leaders about their understanding of this principle.
- UCB is working to develop clear performance metrics that will include elements of ethics, compliance and business integrity, tying ethical behavior to employee performance and compensation. Some of these metrics are already being measured for field-based staff, and additional metrics for all employees will be introduced in 2025.
- A training program to improve ethics and business integrity capabilities has been launched to strengthen partnership and collaboration skills.

Ethical culture and compliance

Conducted by a third-party, our annual anonymous Ethics and Business Integrity Perceptions Survey provides UCB with data on how colleagues see, understand, live and apply ethical principles and behaviors, together with a comparison to a peer benchmark. Using dashboards and metrics, leaders can provide ongoing coaching to their teams and demonstrate leadership commitment to the importance of ethics and compliance.

Our 2024 survey results saw an overall similar score to that obtained in 2023 which reflected an increase in performance against external benchmarks with a higher response rate from employees (54% in 2024 vs. 46% in 2023) also exceeding the external benchmark for response rate. In particular, employees noted a reduction in the perception of pressure in the workplace. The perceptions of leadership decreased slightly, including a small reduction against the external benchmark (from 91.7% in 2023 to 91.3% in 2024) and organizational justice increased slightly, showing a 3% increase against the benchmark (from 85.6% in 2023 to 88.2% in 2024). These areas remain key focuses for ongoing improvement.

Methodology

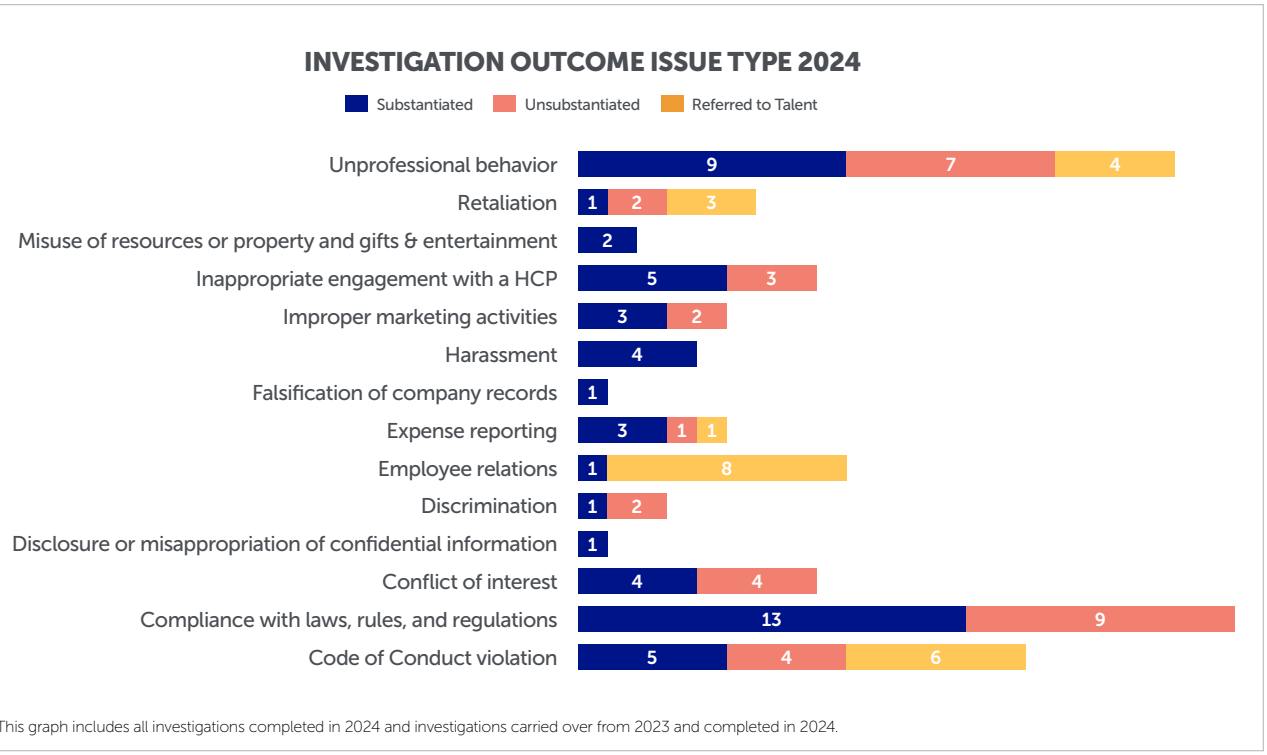
The annual anonymous survey Ethics and Business Integrity Perception Survey, conducted by a third-party named Ethisphere, is the input to calculate perceptions of leadership and organizational justice scores. The percentages are the amounts of respondents agreeing to statements linked to UCB ethical business conduct, such as "I believe disciplinary actions are taken when individuals engage in unethical behaviour or misconduct at UCB". The results are compared with Peer Benchmark Data, provided by the Ethisphere platform for companies using this or a similar platform for comparison purposes.

1 Previously known as Ethics and Compliance Program.

Grievance indicators

Metric	2024
# of cases reported per 100 employees	1.78
% of reports becoming investigations	67%
Anonymous reports	34%
Average case closure time	47 days
Substantiation rate	48%
Investigations with disciplinary actions	48%

An increase in the number of cases reported per 100 employees through UCB grievance mechanisms in 2024 compared to 2023 data mirrors a slight year-over-year increase in the percentage of employees reporting through the Ethics and Business Integrity Perception survey that they observed misconduct. Additional follow-up is taking place to determine what might be behind this trend. The increased reports per 100 employees could also be driven by an improved awareness of the requirement to speak up, based on targeted outreach efforts to staff throughout 2024 around the 'Speak Up' report, non-retaliation policy and availability of reporting mechanisms. The 2024 survey data showed a decrease in the percentage of employees who observed misconduct but did not report it, and 89% of UCB employees indicated that they would be willing to report misconduct because "It is the right thing to do." A shorter average case closure time compared to 2023 reflects improvements in efficiency within the Global Investigations process.



This graph includes all investigations completed in 2024 and investigations carried over from 2023 and completed in 2024.

Methodology

The grievance indicators take into account aggregated reports from all of UCB's reporting channels, including reports made to UCB's Integrity Line and from other channels, including to the Ethics and Business Integrity, Talent, and Legal departments, as well as managers.

Anti-bribery and anti-corruption

G1-3

ABAC Policy

UCB's **Anti-Bribery Anti-Corruption (ABAC) Policy** is designed to ensure that UCB personnel, as well as third-parties acting on UCB's behalf, understand and comply with applicable global anti-bribery and anti-corruption rules. It is accessible online and on our intranet.

This policy outlines UCB's key anti-corruption and anti-bribery principles and is supported by additional procedures and guidelines that describe how UCB detects, prevents and mitigates bribery and corruption risks in its business activities. The ABAC policy was established taking into consideration input from key stakeholders within UCB, including on topics related to Ethics and Business Integrity, Legal matters, Global Internal Audit, political contributions, intercontinental applicability and funding activities. It is compliant with standards set out by various pharmaceutical industry bodies, including (but not limited to) the International Federation of Pharmaceutical Manufacturers & Associations (IFPMA), European Federation of Pharmaceutical Industries and Associations (EFPIA), Pharmaceutical Research and Manufacturers of America (PhRMA) and OECD Anti-Bribery Convention.

Prevention and detection of corruption and bribery

UCB has identified engagement with healthcare stakeholders as the primary anti-bribery and anti-corruption (ABAC) risk area. The E&BI team conducts a risk assessment for every market where UCB operates to assess local risks related to several topics, including corruption. This is in accordance with an established rotational schedule, or on an issue basis where appropriate. These risks, when identified, are addressed through a mitigation plan developed with local leadership teams and reported to the global E&BI leadership team for follow-up. Investigators or investigating committees are separate from any chain of management involved in prevention and detection of corruption or bribery. The Global Internal Audit department periodically reviews UCB's global operations to identify and assess risks in accordance with an established rotational schedule, or on an issue basis where appropriate. As part of the approved 2024 Audit Plan, and in addition to financial assurance procedures, the department has conducted 36 reviews of various affiliates, partners and global functions. The assessments of local sites, affiliates and partners are carried out on a risk-based cycle and include, among other areas, an evaluation of ABAC procedures and controls. They continuously monitor, enforce and follow up on any compliance-related findings.

Any incidents of bribery and corruption discovered through the monitoring program are referred to the Investigations function within the Ethics and Business Integrity team which operates independently from the country organizations, to ensure full independence of the process. In addition, all cases of bribery and corruption reported by employees or outside stakeholders through our Integrity Line or other reporting channels are promptly investigated. Corrective actions and any necessary disciplinary actions are implemented following the conclusion of the investigation.

Incidents of corruption or bribery G1-4

In 2024, no material incidents of corruption or bribery were confirmed. There were no material cases of bribery and corruption that resulted in fines or convictions for violations of anti-corruption and anti-bribery laws.

Methodology

The total number of substantiated investigations of corruption and/or bribery reported or occurred during the reporting period is calculated using data from the system used to track the cases reported through the UCB Integrity Line and other channels, while the total number of convictions and total amount of fines for violations of anti-corruption and anti-bribery laws to UCB in the reporting period is provided by the Global Litigation team.

A confirmed incident (of corruption and bribery) is a report that has been found to be substantiated. Substantiated reports of corruption do not include reports of corruption that are still under investigation at the end of the reporting period. A determination as substantiated by a court of law is not required. A substantiated report is proven to be true, valid, or supported by evidence.

Training completion rates

- 98% of employees completed the Code of Conduct training.
- 95% of employees completed the anti-bribery and anti-corruption (ABAC) training.

ABAC training	All employees
Training coverage	
Total employees required	9,378
Total receiving training	8,951
Delivery method and duration	
Computer-based training	0.25 hours
Frequency	
How often training is required	Annually
Topics covered	
Definition of corruption	X
Policy	X
Procedures on suspicion/detection	X

The 2024 data reflect a continued high rate of completion of both Code of Conduct and ABAC training across UCB. Employees who do not complete the required training within the allotted timeframe receive individual follow-ups from the Ethics and Business Integrity team, and completion rates are tracked closely each month.

Methodology

- Code of Conduct completion rates are based on the calculation of the proportion of employees who have successfully completed the training for UCB's Code of Conduct within the required timeframe in the reporting period (i.e., as of December 31, 2024).
- Completion of anti-bribery and anti-corruption (ABAC) training is calculated based on the proportion of employees who have successfully completed the ABAC training within the required timeframe in the reporting period (i.e., as of December 31, 2024).
- These compliance rates are a sum of employees who have completed and employees who are still within the timeframe to complete and comply with the mandatory training.

Relationship with suppliers

G1-2

Supplier relationships are overseen by UCB's Procurement Center of Excellence and implemented under the supervision of supplier category leads across the business[1]. Sustainability is a key topic and critical suppliers in manufacturing are subject to regular risk assessments, including on sustainability. Depending on the type of supplier, this ranges from established clear processes, defined policies and regular supplier reviews, to formal standard operating procedures without regular supplier reviews. The decision to follow a formal process depends on the criticality of the product or service being purchased and the company's level of risk, as determined by internal assessments.

UCB's procurement strategy, defined by category, is designed to support our overall business objectives. Our sourcing methodology considers various criteria, including procurement recommendations, commitment to sustainability principles, and supplier compliance with UCB's Responsible Sourcing Standards for Business Partners and balances quality, cost-efficiency and sustainability to mitigate risks and ensure supply continuity. We require critical suppliers to have an EcoVadis rating of at least 45 and to have carbon reduction targets, as well as any additional sustainability considerations relevant to a specific sourcing project (e.g., diversity or environmental practices).

Payment practices G1-6

UCB's vendor payment terms are set on a case-to-case basis and are usually net 60 days from the invoice date unless specific legal requirements or payment terms apply. This is in line with standard pharmaceutical industry payment terms of net 60 to 90 days. UCB exclusively manages supplier payment processes based on Terms & Conditions and integrated best practices.

Currently, UCB lacks a specific policy to address the risk of late payment, particularly for small and medium-sized enterprises (SMEs) and other vulnerable entities. However, we actively monitor all our vendors' timely payments and take corrective actions whenever our KPI deviates from our paid on time target. A project team is developing a policy to address these issues, particularly for SME and vulnerable vendors, with implementation planned for 2026.

Our average time taken to pay an invoice was 58 days in 2024 (versus 62 days in 2023) from the day the invoice is posted to date of payment, regardless of the suppliers' nature and location. In 2024, 92.9% (versus 91% in 2023) of UCB vendor payments were made on time, based on global payments to all suppliers. 0 legal proceedings for late vendor payment were outstanding as of February 2025.

Methodology

The average time taken to pay an invoice is calculated taking into account all Purchase Orders created from January to December 2024. We consider 'on time' payments to be within the due date of the agreed payment terms plus 6 calendar days, with the due date considered to be Friday of the week in which the posted invoice is due (unless an individual supplier agreement specifies otherwise). UCB performs one payment cycle per week.

1 Categories encompass manufacturing, marketing & selling, research and development (R&D), engineering & infrastructure and corporate services.

Political influence and advocacy

G1-5

Policies

UCB is dedicated to the continued evolution of healthcare ecosystems that recognize and reward innovation, encourage value-based care and promote affordable and equitable access to medicines.

Given the different regulatory environments across regions, we adapt our approach to public policy while maintaining consistency in our global commitment to ethical engagement and alignment with our purpose.

This topic is included in **UCB's Code of Conduct** (more information on the Ethical Business Practices section) and our commitment includes adhering to the reporting requirements for lobbying activity and limits on political campaign contributions in the countries in which we operate.

Where permissible in certain countries and when authorized by the country leadership and the Legal Department or local legal counsel, UCB engages in the political process. Supported candidates are selected based on views, voting records and issue positions that reflect the interests and values of UCB, its employees and the patients we serve now and in the future.

The **Use of Corporate Resources for Political Activity Policy**, specific to the U.S., defines that no company employee may use, or consent to the use of, company funds to make a political contribution to, or an expenditure for the benefit of, any candidate or political committee, unless that employee has obtained prior approval from the Head of U.S. Corporate Affairs, or his or her designee.

In the EU, accountability for the implementation of political influence and advocacy is overseen by the Global Head of Sustainability, Corporate Affairs & Risk. In the U.S., UCB's efforts around this topic are overseen by the Head of U.S. Corporate Affairs and the Head of U.S. Public Policy & Government Relations.

Actions

UCB is listed on the following transparency registers:

- EU – Transparency Register (identification number: 294359117093-66)
- Germany – Lobby Register Deutscher Bundestag (identification number: R001559)
- Belgium – Lobby Register/Registre Des Lobbies (identification number: N/A)
- U.S. – UCB Inc. or in-house employees are registered at federal state and local levels, based upon the registration and disclosure provisions of each impacted jurisdiction.

It is standard practice for companies in the U.S. to support candidates through Political Action Committees (PACs). UCB's U.S. affiliate has a PAC to support candidates at the federal and state level, and all contributions are publicly available. All U-PAC and UCB corporate campaign contributions are reviewed in advance of making any such contribution both internally by the U-PAC Governing Board, which is made up of UCB executives and employees, and by outside political law counsel, Politicom Law LLP. We routinely review all candidate contributions and our criteria to ensure that candidates supported by UCB's PAC reflect the company's views on innovation, affordable access to quality healthcare and health equity. This is the measure we use to decide which candidates to support.

In 2024, UCB engaged in advocacy activities concerning the following topics:

Innovation

- Tax incentives to enable continued investment in innovation, particularly regarding rare disease.
- Proposals to strengthen the intellectual property system.

Value-based Care

- Creation of Rare Disease Advisory Boards to enable increased patient voice in public policy related to rare diseases.
- Advocating for the removal of barriers to affordable and equitable access to care.
- Advocating for examining the entire prescription drug supply chain to identify reforms that will improve access and affordability while allowing for continued innovation to bring improved treatments to people living with severe diseases.

Affordable and Equitable Access

- Removing barriers to manufacturers providing appropriate patient assistance to those who cannot afford their medicines.
- Mechanisms for patients to obtain medically necessary therapies and avoid unnecessary impediments to access.
- Improved access to therapies in U.S. Medicaid programs (for the underserved, including low socioeconomic communities).

Political contributions

	2024
Indirect political contributions (EUR thousands)	99

Indirect political contributions are made by UCB only in the U.S., according to standard local practices. Around one third of the amount of political contributions reported for 2024 were made through the U-PAC, while the other two thirds were done through lobbying organizations in states where it is allowed.

Ethical use of technology

UCB has strong technology governance in place, and our approach to AI is evolving in line with its evolution and related regulations, taking the broader societal implications, complex ethical issues and human rights impacts that arise into consideration.

Policies MDR-P

The **UCB Code of Conduct** covers matters related to AI, ensuring that ethical practices are upheld throughout our operations, while the **Acceptable Use of IT Policy** provides internal guidance for the ethical use of UCB IT systems.

UCB Code of Conduct

UCB's Code of Conduct helps our colleagues to make smart and ethical choices about AI technology, accompanied by ongoing training. The Code outlines UCB's expectations regarding technology, including artificial intelligence. More information on UCB's Code of Conduct can be found in the Ethical Business Practices section.

Specifically on AI, the Code of Conduct outlines our commitment to using it in a transparent way which respects human autonomy and aligns with our aim of improving the lives of people living with severe diseases. We carefully consider which tasks we delegate to AI and put the necessary guardrails in place to ensure we are using it responsibly. Moreover, AI systems at UCB adhere to data protection standards, to ensure that personal data remains private, and descriptions of the way that they work (in understandable terms) are readily available.

Acceptable Use of IT Policy

The Acceptable Use of IT Policy, available on the company's regulated document management system, ensures that UCB IT systems are trustworthy, safe, secure and compliant. The ethical, compliant and legal use of these IT systems protects employees, partners, patients and the company from illegal or damaging actions by individuals, either knowingly or unknowingly. The policy applies to all UCB IT systems used or operated on behalf of UCB, including by UCB employees, contractors, consultants, temporary workers, other workers at UCB and personnel affiliated with third-parties. This includes:

- PCs, mobile devices, media, network, e-mail, Internet, storage, application servers, cloud solutions and other networked devices.
- All data in electronic format that are created, accessed, stored, processed or transmitted from/by UCB or its partners, and for which UCB is accountable, responsible or otherwise, have a legitimate business interest.

Actions MDR-A

Actions taken in 2024 included:

- We have established a GenAI Hub accountable for delivering training programs on the ethical considerations of emerging technologies, as well as guiding our use-cases on the ethical use of AI.
- UCB's digital business transformation (DBT) team partnered with Vlerick Business School to equip participants who play a key role in driving DBT efforts at UCB with the necessary knowledge to steer initiatives. One project with Vlerick students resulted in creation of a training module to increase awareness and educate UCB employees on ethical risks of the use of AI.

We are currently working on updating the Acceptable Use of IT Policy to include additional elements on ethical use of technology, among other updates. The updated policy is expected in the first quarter of 2025.

European Sustainability Reporting Standards (ESRS) Index

IRO-2

UCB has reported in accordance with the European Sustainability Reporting Standards (ESRS) for the period of January 1, 2024 - December 31, 2024, in alignment with the requirements of the Corporate Sustainability Reporting Directive (CSRD).

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SBM-3: Strategy and business model	58-61
IRO-1: Processes for IROs	58-61
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ESRS E2 - Pollution	
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E2-1: Policies	70-72
E2-2: Actions	71-72
E2-3: Targets	72
E2-4: Pollution of air, water and soil	73-74
E2-5: Substances of concern and substances of very high concern	74

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E3-2: Actions	75
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ESRS E5 - Resource use and circular economy	
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E5-1: Policies	77
E5-2: Actions	77-78
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E5-5: Resource outflows	78-79

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S1-2: Engaging with own workers	92-94
S1-3: Remediate negative impacts	95-96
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S2-2: Engaging with value chain workers	104
S2-3: Remediate negative impacts	104
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ESRS S4 - Consumers and end-users	
Disclosure requirement	**Page**
ESRS 2 SBM-2: Stakeholders	59
ESRS 2 SBM-3: Strategy and business model	106-108
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S4-2: Engaging with consumers and end-users	114-115
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S4-4: Action	109-114
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MDR-M: Metrics	116-119

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Statement on due diligence

GOV-4

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a. Embedding due diligence in governance, strategy and business model	24, 58-61, 65, 70-71, 75, 77, 92-92, 103, 108-114, 122, 125, 155
b. Engaging with affected stakeholders in all key steps of the due diligence	58-61, 92-94, 104, 114-115
c. Identifying and assessing adverse impacts	58-61, 63-63, 102-103
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e. Tracking the effectiveness of these efforts and communicating	66-69, 72-74, 76, 78-79, 96-101, 105, 116-119, 123-126

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BP-2

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ESRS E-1 GOV-3 (13)	168, 176
G1 GOV-1 (5 a, b)	150

List of datapoints that derive from other EU legislation

The table below outlines the data points derived from other EU legislation as listed in ESRS 2 Appendix B.
It indicates where these data points can be found in our report and identifies which data points are assessed as 'Not material'.

Disclosure requirement	Data point	SFDR reference	Pillar 3 reference	Benchmark regulation reference	EU climate law reference	Page/ relevance
ESRS 2 GOV-1	21 (d): Board's gender diversity	•		•		157
ESRS 2 GOV-1	21 (e): Percentage of board members who are independent			•		157
ESRS 2 GOV-4	30: Statement on due diligence	•				130
ESRS 2 SBM-1	40 (d) i: Involvement in activities related to fossil fuel activities	•	•	•		N/A
ESRS 2 SBM-1	40 (d) ii: Involvement in activities related to chemical production	•		•		N/A
ESRS 2 SBM-1	40 (d) iii: Involvement in activities related to controversial weapons	•		•		N/A
ESRS 2 SBM-1	40 (d) iv: Involvement in activities related to cultivation and production of tobacco			•		N/A
ESRS E1-1	14: Transition plan to reach climate neutrality by 2050				•	64
ESRS E1-1	16 (g): Undertakings excluded from Paris-aligned Benchmarks		•	•		65
ESRS E1-4	34: GHG emission reduction targets	•	•	•		66
ESRS E1-5	38: Energy consumption from fossil sources disaggregated by sources	•				67
ESRS E1-5	37: Energy consumption and mix	•				67
ESRS E1-5	40-43: Energy intensity associated with activities in high climate impact sectors	•				67
ESRS E1-6	44: Gross Scope 1, 2, 3 and Total GHG emissions	•	•	•		68
ESRS E1-6	53-55: Gross GHG emissions intensity	•	•	•		68
ESRS E1-7	56: GHG removals and carbon credits				•	69
ESRS E1-9	66: Exposure of the benchmark portfolio to climate-related physical risks			•		N/A
ESRS E1-9	66 (a): Disaggregation of monetary amounts by acute and chronic physical risk 66 (c): Location of significant assets at material physical risk		•			N/A
ESRS E1-9	67 (c): Breakdown of the carrying value of its real estate assets by energy-efficiency classes		•			N/A
ESRS E1-9	69: Degree of exposure of the portfolio to climate-related opportunities		•			N/A
ESRS E2-4	Amount of each pollutant listed in Annex II of the E-PRTR Regulation emitted to air, water and soil	•				73
ESRS E3-1	9: Water and marine resources	•				75
ESRS E3-1	13: Dedicated policy	•				75
ESRS E3-1	14: Sustainable oceans and seas	•				N/A
ESRS E3-4	28 (c): Total water recycled and reused	•				76
ESRS E3-4	29: Total water consumption in m^3 per net revenue on own operations	•				76
ESRS 2 SBM-3 E4	16 (a) i	•				N/A

Disclosure requirement	Data point	SFDR reference	Pillar 3 reference	Benchmark regulation reference	EU climate law reference	Page/ relevance
ESRS 2 SBM-3 E4	16 (b)	•				N/A
ESRS 2 SBM-3 E4	16 (c)	•				N/A
ESRS E4-2	24 (b): Sustainable land / agriculture practices or policies	•				N/A
ESRS E4-2	24 (c): Sustainable oceans / seas practices or policies	•				N/A
ESRS E4-2	24 (d): Policies to address deforestation	•				N/A
ESRS E5-5	37 (d): Non-recycled waste	•				78
ESRS E5-5	39: Hazardous waste and radioactive waste	•				78
ESRS 2 SBM-3 S1	14 (f): Risk of incidents of forced labor	•				N/A
ESRS 2 SBM-3 S1	14 (g): Risk of incidents of child labor	•				N/A
ESRS S1-1	20: Human rights policy commitments	•				92-94
ESRS S1-1	21: Due diligence policies on issues addressed by the fundamental International Labour Organisation Conventions 1 to 8			•		92-94
ESRS S1-1	22: Processes and measures for preventing trafficking in human beings	•				N/A
ESRS S1-1	23: Workplace accident prevention policy or management system	•				92-94
ESRS S1-3	32 (c): Grievance/complaints handling mechanisms	•				95
ESRS S1-14	88 (b) and (c): Number of fatalities and number and rate of work-related accidents	•		•		100
ESRS S1-14	88 (e): Number of days lost to injuries, accidents, fatalities or illness	•				100
ESRS S1-16	97 (a): Unadjusted gender pay gap	•		•		100
ESRS S1-16	97 (b): Excessive CEO pay ratio	•				101
ESRS S1-17	103 (a): Incidents of discrimination	•				101
ESRS S1-17	104 (a): Non-respect of UNGPs on Business and Human Rights and OECD Guidelines	•		•		101
ESRS 2 SBM-3 S2	11 (b): Significant risk of child labor or forced labor in the value chain	•				102
ESRS S2-1	17: Human rights policy commitments	•				103
ESRS S2-1	18: Policies related to value chain workers	•				103
ESRS S2-1	19: Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines			•		105
ESRS S2-1	19: Due diligence policies on issues addressed by the fundamental International Labour Organisation Conventions 1 to 8			•		103
ESRS S2-4	36: Human rights issues and incidents connected to its upstream and downstream value chain	•				105
ESRS S3-1	16: Human rights policy commitments	•				N/A
ESRS S3-1	17: Non-respect of UNGPs on Business and Human Rights, ILO principles or OECD guidelines	•		•		N/A
ESRS S3-4	36: Human rights issues and incidents	•				N/A
ESRS S4-1	16: Policies related to consumers and end-users	•				108-113
ESRS S4-1	17: Non-respect of UNGPs on Business and Human Rights and OECD guidelines	•		•		115
ESRS S4-4	35: Human rights issues and incidents	•				N/A
ESRS G1-1	10 (b): United Nations Convention against Corruption	•				N/A
ESRS G1-1	10 (d): Protection of whistleblowers	•				N/A
ESRS G1-4	24 (a): Fines for violation of anti-corruption and anti-bribery laws	•		•		125
ESRS G1-4	24 (b): Standards of anti-corruption and anti-bribery	•				125

Sustainability Accounting Standard Board (SASB) Index

		Report reference
Safety of clinical trial participants		
HC-BP-210a	1 Discussion, by region, of management process for ensuring quality and patient safety during clinical trials	Patient safety Product quality
	2 Number of inspections related to clinical trial management and pharmacovigilance that resulted in: (1) entity voluntary remediation or (2) regulatory or administrative actions taken against the entity	Product quality
	3 Total amount of monetary losses as a result of legal proceedings associated with clinical trials in developing countries	Material settlements are reported in Note 34. Provisions.
Access to medicines		
HC-BP-240a	1 Description of actions and initiatives to promote access to health care products for priority diseases and in priority countries as defined by the Access to Medicine Index	Access to medicines Equitable access to medicines Health systems resilience
	2 List of products on the WHO List of Prequalified Medicinal Products as part of its Prequalification of Medicines Programme (PQP)	UCB has no products in the WHO List of Prequalified Medicinal Products
Affordabilty and pricing		
HC-BP-240b	2 Percentage change in: (1) weighted average list price and (2) weighted average net price across product portfolio compared to previous reporting period	Equitable access to medicines
	3 Percentage change in: (1) list price and (2) net price of product with largest increase compared to previous reporting period	Equitable access to medicines
Drug safety		
HC-BP-250a	1 Products listed in public medical product safety or adverse event alert databases	Available at FDA Adverse Event Reporting System (FAERS), the EU EudraVigilance system and WHO's VigiBase
	2 Number of fatalities associated with products	Available at FDA Adverse Event Reporting System (FAERS) and the EU EudraVigilance system (these two databases generally include the same cases).
	3 (1) Number of recalls issued, (2) total units recalled	Product quality
	4 Total amount of product accepted for takeback, reuse, or disposal	*UCB intends to further report on SASB accounting metrics in the upcoming years*
	5 Number of enforcement actions taken in response to violations of good manufacturing practices (GMP) or equivalent standards, by type	*UCB intends to further report on SASB accounting metrics in the upcoming years*

		Report reference
Counterfeit drugs		
HC-BP-260a	1 Description of methods and technologies used to maintain traceability of products throughout the supply chain and prevent counterfeiting	*UCB intends to further report on SASB accounting metrics in the upcoming years*
	2 Discussion of process for alerting customers and business partners to potential or known risks associated with counterfeit products	*UCB intends to further report on SASB accounting metrics in the upcoming years*
	3 Number of actions that led to raids, seizure, arrests, or filing of criminal charges related to counterfeit products	*UCB intends to further report on SASB accounting metrics in the upcoming years*
Ethical marketing		
HC-BP-270a	1 Total amount of monetary losses as a result of legal proceedings associated with false marketing claims	Material settlements are reported in Note 34. Provisions
	2 Description of code of ethics governing promotion of off-label use of products	Responsible sales and marketing
Employee recruitment, development and retention		
HC-BP-330a	1 Discussion of talent recruitment and retention efforts for scientists and research and development staff	Employee development
	2 (1) Voluntary and (2) involuntary turnover rate for: *(a) executives/senior managers,* *(b) mid-level managers,* *(c) professionals, and* *(d) all others*	Characteristics of UCB employees
Supply chain management		
HC-BP-430a	1 Percentage of: (1) entity's facilities and (2) Tier I suppliers' facilities participating in the Rx-360 International Pharmaceutical Supply Chain Consortium audit programme or equivalent third-party audit programmes for integrity of supply chain and ingredients	*UCB intends to further report on SASB accounting metrics in the upcoming years*
Business ethics		
HC-BP-510a	1 Total amount of monetary losses as a result of legal proceedings associated with corruption and bribery	Material settlements are reported in Note 34. Provisions
	2 Description of code of ethics governing interactions with health care professionals	Responsible sales and marketing
Activity metrics		
HC-BP-000	A Number of patients treated	Letter to stakeholders
	B Number of drugs (1) in portfolio and (2) in research and development (phases 1 to 3)	www.ucb.com/our-products UCB's clinical development pipeline

Report of the statutory auditor on the limited assurance of the consolidated sustainability information of UCB SA for the year ended on 31 December 2024

To the Annual General Meeting

As part of our statutory engagement to provide limited assurance on the sustainability information of UCB SA (the "Company") and its subsidiaries (jointly "the Group"), we hereby report to you on this engagement.

We have been appointed by the Annual General Meeting of 25 April 2024, in accordance with the proposal of the Board of Directors and following the recommendation by the audit committee and the proposal formulated by the Works Council of UCB SA to perform a limited assurance engagement on the Group's sustainability information included in section "Sustainability Statement" of the Group Integrated Annual Report as at 31 December 2024 and for the year ended on that date (hereinafter the "Sustainability Information").

Our mandate expires on the date of the General Meeting held to approve the financial statements for the year ended 31 December 2026. We have performed our assurance engagement on UCB's sustainability information for the first time this financial year.

Limited assurance conclusion

We have performed a limited assurance engagement on the Group's consolidated sustainability information.

Based on the procedures we performed and the assurance evidence we obtained, nothing has come to our attention that causes us to believe that the Group's consolidated sustainability information, in all material respects:

- has not been prepared in accordance with the requirements of article 3:32/2 of the Companies' and Associations' Code, including compliance with the applicable European Sustainability Reporting Standards (ESRS);
- is not in accordance with the process (the "Process") carried out by the Group to identify the information reported in the consolidated sustainability statement in accordance with the description set out in note "General disclosures – materiality assessment"; and
- does not comply with the requirements of Article 8 of Regulation (EU) 2020/852 (the "Taxonomy Regulation"), relating to the publication of the information listed in subsection "EU Taxonomy" of the environmental section of the management report.

Basis for conclusion

We conducted our limited assurance engagement in accordance with ISAE 3000 (Revised), *Assurance Engagements other than Audits or Reviews of Historical Financial Information* ("ISAE 3000 (Revised)"), as applicable in Belgium.

Our responsibilities under this standard are described in more detail in the section of our report entitled "Responsibilities of the statutory auditor in relation to the limited assurance engagement on sustainability information".

We have complied with all the ethical requirements applicable to the assurance of sustainability information in Belgium, including those relating to independence.

We apply International Standard for Quality Management 1 (ISQM 1), which requires the firm to design, implement and maintain a quality management system that includes policies or procedures relating to compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have obtained from the Board of Directors and Company officials the explanations and information required for our limited assurance engagement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Other matter

The scope of our work is limited to our limited assurance engagement on the Group's consolidated sustainability information. Our limited assurance engagement does not extend to information relating to comparative figures included in the consolidated Sustainability Statement.

Responsibilities of the Board of Directors regarding the preparation sustainability reporting

The Company's Board of Directors is responsible for developing and implementing a Process and for publishing this Process in the note "General disclosures – materiality assessment" This responsibility includes:

- understanding the context in which the Group's activities and business relationships take place, and developing an understanding of the stakeholders involved;
- identification of actual and potential impacts (negative and positive) related to sustainability issues, as well as risks and opportunities that affect, or can reasonably be expected to affect, the company's financial position, financial performance, cash flows, access to financing or cost of capital in the short, medium or long term;
- assessing the significance of identified sustainability impacts, risks and opportunities, by selecting and applying appropriate thresholds; and
- the formulation of assumptions and estimates that are reasonable in the circumstances.

The Company's Board of Directors is also responsible for sustainability reporting, which includes the information identified by the Process:

- in accordance with the requirements of article 3:32/2 of the Companies and Associations Code, including the applicable European Sustainability Reporting Standards (ESRS);
- by complying with the requirements of Article 8 of Regulation (EU) 2020/852 (the "Taxonomy Regulation") relating to the publication of the information listed in subsection "EU Taxonomy" of the environmental section of the management report, and

This responsibility includes:

- the design, implementation and maintenance of internal controls that the board of directors determines are necessary to enable the preparation of the consolidated Sustainability Statement that is free from material misstatement, whether due to fraud or error; and
- selecting and applying appropriate sustainability reporting methods and making assumptions and estimates that are reasonable in the circumstances.

The Audit Committee is responsible for overseeing the Group's sustainability reporting process.

Inherent limitations in sustainability reporting

In reporting forward-looking information in accordance with the ESRS, the Company's Board of Directors is required to prepare the forward-looking information on the basis of disclosed assumptions concerning events likely to occur in the future and possible future action on the part of the Company. Actual outcomes are likely to be different since anticipated events frequently do not occur as expected, and such differences could be of material importance.

Responsibilities of the statutory auditor in relation to the limited assurance engagement on sustainability information

Our responsibility is to plan and perform the assurance engagement to obtain limited assurance about whether the sustainability information is free from material misstatement, whether due to fraud or error, and to issue a limited assurance report that includes our conclusion. Misstatements may be the result of fraud or error and are considered material when, individually or in aggregate, they could reasonably be expected to influence the decisions that users of sustainability information make on the basis of that information.

In the context of a limited assurance engagement in accordance with ISAE 3000 (revised), as applicable in Belgium, and throughout the engagement, we exercise professional judgment and critical thinking. These procedures, to which we refer in the section "Summary of work performed", are less extensive than the procedures for a reasonable assurance engagement. We therefore do not express a reasonable assurance opinion on this engagement.

Since the forward-looking information included in the sustainability information, and the assumptions on which it is based, relate to the future, they may be influenced by events that may occur and/or by any actions taken by the Group. Actual results are likely to differ from assumptions, as assumed events will generally not occur as expected, and such differences could be material. Consequently, our conclusion does not guarantee that the actual results reported will correspond to those contained in the forward-looking sustainability information.

Our responsibilities regarding sustainability information for the Process are as follows:

- Gaining an understanding of the Process, but not for the purpose of providing a conclusion on the effectiveness of the Process, including the outcome of the Process; and
- Designing and implementing procedures to assess whether the Process is consistent with the Group's description of that Process as described in note "General disclosures – materiality assessment".

Our other responsibilities regarding sustainability information are as follows:

- Obtaining an understanding of the entity's control environment, processes and information systems relevant to sustainability reporting, but without evaluating the design specific control activities, obtaining audit evidence about their implementation or testing the operating effectiveness of the controls in place;
- Identifying areas where material misstatements in sustainability information are likely to occur, whether as a result of fraud or error; and
- Designing and implementing procedures tailored to areas where material misstatements of sustainability information are likely to occur. The risk of not detecting a material misstatement resulting from fraud is higher than that of a material misstatement resulting from error, as fraud may involve collusion, falsification, deliberate omissions, misrepresentation or override of internal control.

Summary of work performed

A limited assurance engagement involves performing procedures to obtain evidence about sustainability information. The nature and form of the procedures performed in a limited assurance engagement vary, and their scope is less than in a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is significantly lower than that which would have been obtained in a reasonable assurance engagement.

The nature, timing and extent of procedures selected depend on professional judgment, including the identification of instances where material misstatement of sustainability information is likely to occur, whether due to fraud or errors.

As part of our limited assurance engagement, regarding the Process, we have:

- Acquired an understanding of the Process by:
  - making inquiries to understand the sources of information used by management (e.g. stakeholder engagement, business plans and strategy documents); and by
  - examining the Group's internal documentation relating to its Process; and
- Assessed whether the evidence obtained from our procedures concerning the Process implemented by the Company was consistent with the description of the Process presented in note "General disclosures – materiality assessment".

As part of our limited assurance engagement, regarding the sustainability information, we have:

- Obtained an understanding of the Group's reporting processes relevant to the preparation of its sustainability statements including the consolidation processes by obtaining an understanding of the Group's control environment, processes and information systems relevant to the preparation of the sustainability statements, but not evaluating the design of particular control activities, obtaining evidence about their implementation or testing their operating effectiveness;
- Evaluated whether material information identified by the process is included in the sustainability statements;
- Evaluated whether the structure and the presentation of the sustainability statements are in accordance with the ESRS;
- Performed inquiries of relevant personnel and analytical procedures on selected information in the sustainability statements;
- Performed substantive procedures on selected information in the sustainability statements;
- Obtained audit evidence about the methods used to develop estimates and forward-looking information, as described in the section on the responsibilities of the statutory auditor relating to the limited assurance engagement on sustainability information;
- Obtained an understanding of the process to identify EU taxonomy eligible and aligned economic activities for turnover, CAPEX and OPEX and the corresponding disclosures in the sustainability statements;
- Evaluated compliance processes, methods, and data for covered activities, assessed minimum safeguards compliance through personnel inquiries, and conducted analytical procedures on EU taxonomy aligned disclosures;
- Evaluated the presentation and use of EU taxonomy templates in accordance with relevant requirements;
- Reconciled and ensured consistency between the reported EU taxonomy economic activities and the items reported in the consolidated financial statements including the disclosures provided in related notes.

Statement related to independence

- Our audit firm and our network have not carried out any engagements incompatible with the limited assurance engagement and our audit firm has remained independent of the Group during our engagement.

Brussels, 26 February 2025

Forvis Mazars Bedrijfsrevisoren - Reviseurs d'Entreprises SRL
Statutory Auditor
Represented by

Sébastien Schueremans
Certified auditor

Our Governance

Corporate Governance Statement

Introduction letter from the Chair of the Governance, Nomination and Compensation Committee

Dear Reader,

It is with great privilege that I write to you as the recently appointed Chair of the Governance, Nomination, and Compensation Committee (GNCC) at UCB. After eight years serving on the Committee and over a decade spent advising UCB, I am honored to take on this role as we steer UCB at such a pivotal time in the company's journey. As today's results show, we are ready to deliver on a new era of growth and value creation through new solutions founded on scientific innovation, grounded in continued partnerships that help forge the way for treatment options that enhance the lives of those we serve.

I want to express my gratitude for the ongoing engagement and dialog with our shareholders: your insights are crucial in our constant drive to improve and refine our governance practices. As we reflect on the past year, we are thankful for your continued support during the 2024 Annual General Meeting, where we saw positive outcomes in several key areas, including remuneration, director nominations, and renewals. These results demonstrate your confidence in our approach and strategy.

There have been several important changes to UCB's leadership in 2024, including the nomination of **Fiona du Monceau** and **Alistair Henry** to our Executive Committee as Executive Vice President, Patient Evidence, and Chief Scientific Officer, respectively. Both bring valuable experience and expertise to our organization: Fiona has held international roles within large pharmaceutical and consulting companies, and leadership roles within UCB and a biotechnology company. Prior to rejoining UCB in an executive function, Fiona served as Vice-Chair of the Board of Directors of UCB and Chair of the GNCC, demonstrating strong business acumen, as well as a dedication to people and society. Alistair brings 26 years of expertise on UCB therapeutic programs and is renowned for his expertise and unwavering passion for both people and science. Alistair has played a key role in the progression of medicines such as EVENITY®, BIMZELX®, and RYSTIGGO®. Alistair has collaborated widely and published extensively. We look forward to their continued contributions as we navigate our future growth.

We also bid farewell to two esteemed colleagues, **Iris Loew-Friedrich** and **Dhaval Patel**, whose contributions to the Executive Committee have been invaluable to UCB's success.

In turn, we are excited about the evolution and excellent additions to our Board: **Charles-Antoine Janssen** became the Vice-Chair, and three new independent board members were appointed: **Nefertiti Greene** (member of the GNCC), **Dolca Thomas** (member of the Scientific Committee), and **Rodolfo Savitzky** (member and Chair of the Audit Committee). Each provides a unique perspective that enriches our governance, bringing a diversity and wealth in expertise, experience and geographic scope that will help to further strengthen our Board's ability to guide UCB through the opportunities and challenges ahead. The election of 80% independent members, including my own appointment to the GNCC as an independent Chair, ensures a strong foundation of independence in its decision-making.

In line with UCB's ongoing evolution, we have maintained a focus on Board and Executive Committee succession planning, aligned with the continued growth and transformation of our business. This planning remains at the forefront of our strategy, ensuring that both governing bodies will meet the company's changing needs while upholding best practices in corporate governance. To this end, in 2024 the Board underwent a light internal evaluation to evaluate its functioning amid significant changes in its composition, ahead of a more comprehensive external evaluation planned for 2025. The feedback on the functioning of the Board was overwhelmingly positive, highlighting that we are operating at the right level, with robust discussions and the capacity to drive UCB's governance and strategic direction.

As we embrace the implementation of the EU's Corporate Sustainability Reporting Directive, we have also worked diligently to redefine our governance on sustainability. The role of our Board, special committees, and Executive Committee has been enhanced to ensure we are equipped to meet these new demands. Additionally, our updated Corporate Governance Charter reflects these changes, underscoring UCB's commitment to maintaining transparency and accountability. One of the most significant milestones for UCB in 2024 was the confirmation of our net-zero targets by the Science Based Targets initiative.

This is a testament to the hard work and collective effort of the entire company, and we are encouraged by the progress we've made in our sustainability journey. It represents our commitment not just to those we serve, but to the health of our planet – a commitment that is embedded in every aspect of our work.

As UCB continues to grow, more than doubling its market capitalization in the past year alone, we are also reflecting on the competitiveness of our executive and Board remuneration to ensure we remain attractive in the marketplace. This review will continue into 2025, with potential proposals for our shareholders meeting to come.

In closing, I am thrilled about the future of UCB. Together, we are focused on achieving sustainable performance for all stakeholders and delivering innovative solutions that will improve the lives of those living with severe diseases worldwide.

Thank you once again for your continued trust and collaboration.

Sincerely,

Kay Davies
Chair, Governance, Nomination, and Compensation Committee

3.1 Scope of reporting

As a Belgian company listed on Euronext Brussels, UCB SA/NV ("UCB") is committed to the highest standards of corporate governance and is required by Belgian law (in particular Article 3:6[1] of the Belgian Code of Companies and Associations or the "BCCA") to apply the 2020 Belgian Code on Corporate Governance[2] or the "2020 Code", which are both applicable since January 1, 2020.

The 2020 Code is based on the "Comply or Explain" principle. Belgian company law and the Belgian Code on Corporate Governance require UCB to adopt and publish a Charter of Corporate Governance and, on an annual basis, a Corporate Governance Statement, to be included in its (Integrated) Annual Report.

The Board of Directors of UCB (the "Board") has established a Corporate Governance Charter (the "Charter") since 2005. It describes the main aspects of corporate governance at UCB, including its governance structure, its shareholding, the terms of reference of the Board and its committees as well as those of its Executive Committee, and the rules applicable to its shareholder meetings. The Charter is updated from time to time and annually reviewed by the Board to be in line with the applicable laws and regulations, the relevant Code on Corporate Governance, international standards, and the evolution of UCB. The latest version of the UCB Charter is available on the UCB website. In accordance with principle 1.3 of the 2020 Code, UCB is to inform of any material amendments made to the company's corporate governance Charter.

1 Article 3:6 of the BCCA refers to the Royal Decree dated May 12, 2019 on the applicability of the 2020 Belgian Code on Corporate Governance to listed companies.
2 The "2020 Belgian Code on Corporate Governance" is available on the website of the Belgian Corporate Governance Committee: 2020 Belgian Code on Corporate Governance | Commissie Corporate Governance (corporategovernancecommittee.be)

In March 2024, the following material amendments were made to the UCB Charter:

- Changes to the to the composition of the GNCC (section 4.3.2.), to reflect stakeholder feedback with respect to the Chair position and allow this committee to be chaired by an independent director;
- Changes to the composition of the Scientific Committee (section 4.4.2.), to increase flexibility with respect to both the number of its members and the Chair position.

In December 2024, material changes were further included in the UCB Charter to clarify the respective role of the Board, its committees and the Executive Committee in the context of the Corporate Sustainability Reporting Directive (the "CSRD") and its implementation under Belgian law (the "CSRD Law"). The role of the Board as well as the terms of reference of (i) the Audit Committee (section 4.2.1.), (ii) Governance, Nomination & Compensation Committee (GNCC) (section 4.3.1.) and (iii) the Executive Committee (section 5.1.1) were modified to reflect their respective roles and responsibilities in relation to sustainability matters. On both occasions (March and December), minor adjustments have also been brought in order to increase clarity and readability of the UCB Charter.

Every year, as required by the BCCA and the 2020 Code, UCB publishes a Corporate Government Statement as part of its Integrated Annual Report, which includes all information required by law as well as a description of how the 2020 Code has been applied in the last reporting year and, if applicable, an explanation of any deviations to the provisions of this Code (application of the comply or explain approach). This section of the Integrated Annual Report constitutes the Corporate Governance Statement for the year 2024.

In accordance with the CSRD and CSRD Law, UCB is required, as from its Integrated Annual Report relating to financial year 2024, to produce comprehensive sustainability reports adhering to the European Sustainability Reporting Standards (ESRS). These standards, developed by the European Financial Reporting Advisory Group (EFRAG), ensure transparency and comparability in reporting on environmental, social, and governance (ESG) aspects. In this respect, it is specifically referred to the new "Sustainability Statement" chapter of this Integrated Annual Report. However, the new disclosures relating to corporate governance aspects pursuant to the ESRS classification mentioned below are included hereafter in this corporate governance section:

(i) ESRS 2 GOV-1, 21 (a), 21 (b), 21 (c), 21 (d), 21 (e), 22 (a), 22 (b), 22 (c), 22 (c i), 22 (c ii), 22 (c iii), 22 (d), 23, 23 (a), 23 (b),

(ii) ESRS 2 GOV-2, 26 (a), 26 (b), 26 (c),

(iii) ESRS 2 - GOV 3, 29, 29 (a), 29 (b), 29 (c), 29 (d), 29 (e) relating to remuneration aspects specifically included in the remuneration report (section 3.8 below).

3.2 Capital and shares

3.2.1 Capital

The capital of UCB has not been modified in 2024. On December 31, 2024, it amounted to € 583,516,974 and was represented by 194,505,658 shares.

Since March 13, 2014, the share capital of UCB is represented by 194,505,658 shares, all fully paid up ("UCB shares").

3.2.2 Shares

UCB shares may be in registered or dematerialized form, at the request of the shareholder, in accordance with the BCCA.

Pursuant to the Belgian Law of December 14, 2005, bearer securities have been subject to a gradual abolishment, leading to their conversion into registered or dematerialized securities as from January 1, 2014, a mandatory sale of outstanding bearer shares by the Company in June 2015 and their complete abolishment at the end of 2015.

As of January 1, 2016, the rightful owners of unclaimed bearer shares have the right to claim the payment of the corresponding net proceeds of the mandatory sale from the Belgian Deposit and Consignment Fund ("Caisse des Dépôts et Consignations"/"Deposito- en Consignatiekas") subject to evidence of their valid title to the shares and subject to a fine of 10% of the proceeds of the sale of the underlying bearer shares per each commenced year of arrears. More details are available on UCB's website.

Registered UCB shares are recorded in the share register of UCB. All UCB shares are admitted for listing and trading on Euronext Brussels. Each share gives right to one vote ("one share one vote" principle).

The Annual General Meeting is competent to allocate the results of each financial year. In line with UCB's long-term dividend policy, the Board proposes a gross dividend of € 1.39 per share. If the dividend is approved by the Annual General Meeting on April 24, 2025, the net dividend of € 0.973 per share (net of Belgian 30% withholding tax) will be payable as of April 29, 2025, against the delivery of coupon #28.

3.2.3 Treasury shares

In accordance with article 12 of the Articles of Association of UCB (the 'Articles of Association'), the Extraordinary General Meeting of April 25, 2024 decided to renew, for a period of 2 years starting on July 1, 2024 and expiring on June 30, 2026, the authorization granted to the Board of Directors to acquire, directly or indirectly, whether on or outside of the stock exchange, by way of purchase, exchange, contribution or any other way, up to 10% of the total number of the Company's shares, as calculated on the date of each acquisition, for a price or an exchange value per share which will not be (i) higher than the highest price of the Company's shares on Euronext Brussels on the day of the acquisition and (ii) lower than one (1) euro, without prejudice to article 8:5 of the royal decree of April 29, 2019 implementing the Belgian Code of Companies and Associations. As a result of such acquisition(s), the Company, together with its direct or indirect subsidiaries, as well as persons acting on their own behalf but for the account of the Company or its direct or indirect subsidiaries, may not hold more than 10% of the total number of shares issued by the Company at the moment of the acquisition concerned. This authorization extends to any acquisitions of the Company's shares, directly or indirectly, by the Company's direct subsidiaries in accordance with article 7:221 of the BCCA.

In 2024, UCB SA acquired 1,300,000 UCB shares and disposed of 1,565,838 UCB shares. On December 31, 2024, UCB SA held a total of 4,463,251 UCB shares representing 2.29% of the total number of UCB shares, and no other UCB securities. The UCB shares were acquired by UCB SA in order to cover part of UCB's obligations resulting from the employees' stock option plans, stock award plans and performance share plans. None of UCB SA's affiliates is holding UCB shares on December 31, 2024.

3.2.4 Authorized capital

The Extraordinary General Meeting of April 25, 2024, decided to renew the authorization to the Board (and to amend the Articles of Association accordingly), for a period of 2 years, until May 28, 2026, to increase the share capital, amongst other by way of the issuance of shares, convertible bonds or warrants, in one or more transactions, within the limits set by the BCCA.

1. with up to 5% of the share capital calculated at the time of the Board's decision to make use of this authorization, in the event of a capital increase with cancellation or limitation of the preferential subscription rights of the shareholders (whether or not for the benefit of one or more specific persons who are not employees of the Company or of its subsidiaries);
2. with up to 10% of the share capital calculated at the time of the Board's decision to make use of this authorization, in the event of a capital increase without cancellation or limitation of the preferential subscription rights of the existing shareholders.

In any event, the total amount by which the Board may increase the share capital by a combination of the authorizations set forth in (1) and (2) above, is limited to 10% of the share capital at the time of the decision of the Board to make use of this authorization.

The Board is moreover expressly authorized to make use of this mandate, within the limits as set out under (i) and (ii) above, for the following operations:

1. a capital increase or the issuance of convertible bonds or warrants with cancellation or limitation of the preferential subscription rights of the existing shareholders,
2. a capital increase or the issuance of convertible bonds or subscription rights with cancellation or limitation of the preferential subscription rights of the existing shareholders for the benefit of one or more specific persons who are not employees of the Company or of its subsidiaries, and
3. a capital increase by incorporation of reserves.

Any such capital increase may take all forms, including but not limited to, contributions in cash or in kind, with or without share premium, with issuance of shares below, above or at par value, the incorporation of reserves and/or share premiums and/or profits carried forward, to the maximum extent permitted by the Law.

Any decision of the Board to use this authorization requires a 75% majority within the Board.

The Board is empowered, with full power of substitution, to amend the Articles of Association to reflect the capital increases resulting from the exercise of its authorization.

The BCCA does not allow the use of this authorization as of the moment the Company has been notified by the Financial Services and Markets Authority (the "FSMA") about a public takeover bid.

As at December 31, 2024, the Board did not make use of this authorization.

3.3 Shareholders and shareholders' structure

3.3.1 Reference shareholder

The main shareholder of UCB SA is Financière de Tubize SA (also referred to herein as the "Reference Shareholder" or "Tubize"), a Belgian company listed on Euronext Brussels. Based on publicly available information Tubize held 70,502,554 UCB shares on a total number of 194,505,658 (i.e., 36.25 %) as of December 31, 2024.

The shareholding structure of UCB's Reference Shareholder, as well as the key elements of the shareholders' agreement applicable between the shareholders of Financière de Tubize SA, acting in concert, are available on the Financière de Tubize website (www.financiere-tubize.be).

In accordance with rule 8.7 of the 2020 Code, *"the Board should debate whether it would be appropriate for the Company to enter into a relationship agreement with the significant or controlling shareholder."* The Board is of the opinion that there is currently no need for establishing a relationship agreement. The Corporate Governance Charter of UCB, the current composition of the Board and the rules of the BCCA and Belgian company law provide a sufficiently clear frame to the Board and the Reference shareholder. In addition, the Reference Shareholder of UCB is itself a listed company and, as such, subject to extensive disclosure obligations.

3.3.2 Transparency notifications

During 2024, UCB received the following transparency notifications in accordance with the law of May 2, 2007, on the disclosure of large shareholdings.

UCB received twenty-one transparency notifications from BlackRock, Inc. dated August 16, August 19, August 22, August 27, August 29, August 30, September 2, September 4, September 18, September 19, September 20, September 23, September 24, September 25, September 30, October 1, October 2, November 4, November 5, November 11, and November 12, 2024. In the latest transparency notification dated November 12, 2024, BlackRock, Inc. notified that, following an acquisition of UCB shares with voting rights by its affiliates, its shareholding in UCB SA increased and crossed the 5% threshold on November 12, 2024. On November 12, 2024, BlackRock, Inc. (taking into account the holding of its affiliates) owned 9,906,838 UCB shares with voting rights and 73,183 assimilated financial instruments, representing together 5.13% of the total number of shares issued by the company (194,505,658), versus 5.02% (9,644,241 UCB shares and 114,302 assimilated financial instruments) in the previous notification dated November 11, 2024.

Also, UCB received three transparency notifications from FMR LLC. dated January 30, April 5, and April 16, 2024. In its latest transparency notification FMR LLC., notified that, following an acquisition of UCB shares with voting rights by its affiliates, its shareholding in UCB SA increased and crossed the 7.5% threshold on 16 April, 2024. On 16 April, 2024, FMR LLC. (taking into account the holding of its affiliates) owned 14,617,221 UCB shares with voting rights, representing 7.52% of the total number of shares issued by the company (194,505,658), versus 7.28% (14,155,080 UCB shares) in the previous notifications dated April 5, 2024.

Additionally, UCB received two transparency notifications from Wellington Management Group LLP, dated May 14, 2024, and December 27, 2024. In its last declaration, Wellington Management Group LLP notified that, following a disposal of UCB shares with voting rights by its affiliates, its total shareholding in UCB SA/NV has decreased and it has crossed the 3% threshold downwards, on December 27, 2024. Wellington did not provide details of its remaining participation below 3%, if any, such declaration being not mandatory under Belgian Law.

Finally, UCB received three transparency notifications from Goldman Sachs dated July 29, July 30 and July 31, 2024. In its latest transparency notification Goldman Sachs, notified that, following a disposal of UCB financial instruments treated as voting securities by its affiliates, its shareholding in UCB SA decreased and crossed downwards the lowest 3% threshold on July 31, 2024. On July 31, 2024, Goldman Sachs (taking into account the holding of its affiliates) owned 4,551,484 UCB shares or assimilated instruments, representing 2.34% of the total number of shares issued by the company (194,505,658), in comparison to 3.27% (6,354,011 UCB shares with voting rights or assimilated instruments) in the previous notification dated July 30, 2024.

All notifications and related press releases can be found on UCB's website.

3.3.3 Relationship with and between shareholders

Please refer to Note 44.4 for an overview of the relationship of UCB with shareholders. Furthermore, UCB is not aware of any agreements between its shareholders, apart from the information mentioned below.

On August 25, 2024, UCB received the latest updated notification pursuant to article 74, §8 of the Law on public takeover bids from Tubize (available on the UCB website), in which Tubize declared that since July 31, 2023, it acquired 411,943 UCB shares, owning a total of 70,502,554 shares, representing 36.25% of the total number of shares issued by the Company (194,505,658).

3.3.4 Shareholder structure

Apart from the notifications mentioned above under 3.3.2 and 3.3.3, UCB SA also holds UCB shares (see above – own shares). The remaining UCB shares are held by the public.

Please find below an overview of the large shareholdings of UCB (including assimilated financial instruments), taking into account the shareholders' register of UCB, the transparency notification received pursuant to the Law of May 2, 2007 on the disclosure of large shareholdings, the notification received pursuant to article 74, §8 of the Law of April 1, 2007 on public takeover bids, the notifications to the FSMA pursuant to the Law of August 2, 2002 on the supervision of the financial sector and the financial services and as the case may be, more recent public disclosures (situation as per December 31, 2024):

Notifications received pursuant to the law of 2 May 2007 on disclosure of large shareholdings

Last update:	December 31, 2024		Situation as per
Share capital	**€ 583,516,974**		Mar 13, 2014
Total number of voting rights (= denominator)	**194,505,658**		
1 Financière de Tubize SA ('Tubize')			
securities carrying voting rights (shares)	70,502,554	**36.25%**	Jul 31, 2024
2 UCB SA/NV			
securities carrying voting rights (shares)	4,463,251	2.29%	Dec 31, 2024
assimilated financial instruments (options)[1]	0	0.00%	Mar 6, 2017
assimilated financial instruments (other)[1]	0	0.00%	Dec 18, 2015
Total	**4,463,251**	**2.29%**	
Free float[2] (securities carrying voting rights (shares))	**119,539,853**	**61.46%**	
3 BlackRock, Inc.			
securities carrying voting rights (shares)	9,906,838	**5.09%**	Nov 12, 2024
4 FMR LLC			
securities carrying voting rights (shares)	14,617,221	**7.52%**	Apr 16, 2024

(all percentages are calculated on the basis of the current total number of voting rights)

1 Assimilated financial instruments within the meaning of article 6, §6 of the Law of 2 May 2007 on the disclosure of large shareholdings.

2 Free float being the UCB shares not held by the reference shareholder (Tubize) and UCB SA/NV. Only securities carrying voting rights (shares) held by these entities are taken into account for this calculation; assimilated financial instruments are excluded.

3.3.5 General Meeting of Shareholders

In accordance with the Articles of Association, the Annual General Meeting of Shareholders (the 'General Meeting') takes place on the last Thursday of April at 11.00 AM CET. In 2024, the AGM was held on April 25. In 2025, this will be on April 24.

The rules on the agenda, the procedure for convening meetings, admittance to the meetings, the procedure on the exercise of voting rights and other details can be found in the Articles of Association and in the Charter, which are available on UCB's website.

3.4 Board of Directors and Board committees

The governance of UCB is based on a "one-tier" structure. This means that the Company is administrated by a Board of Directors and run by an Executive Committee, whose respective functions and responsibilities are defined below in accordance with the Articles of Association of the Company and the Charter. The Board did not opt for a "two-tier" structure based on a separate Supervisory Board and Management Board. It considers that the current system foresees an appropriate balance of powers between the Board and the management, and the composition of the Board is in line with UCB's current shareholder structure and business activities. It also did not want to permanently delegate to management the powers granted to the Board by the law in its current one-tier structure, nor the general representation of UCB. In accordance with the Belgian Corporate Governance Code 2020, the Board must review its governance structure at least once every 5 years. The last review was performed by the Board in December 2024 together with the Board assessment and the current governance structure was confirmed.

3.4.1 Board of Directors

Composition of the Board and independent Directors

Board composition and changes in 2024

For the composition and bios of the Board of Directors at December 31, 2024, please refer to UCB's Management section of the 2024 Integrated Annual Report.

The **Secretary of the Board** is Xavier Michel, Group Corporate Secretary. The role and responsibilities of the secretary of the Board are described in the UCB Charter.

Mrs. Fiona du Monceau, previously serving as Vice-Chair of the Board of Directors and Chair of the GNCC, stepped down from her roles on March 12, 2024.

At the General Meeting of April 25, 2024, the mandates of Mr. Pierre Gurdjian (independent Director), Mr. Ulf Wiinberg (independent Director) and Mr. Charles-Antoine Janssen were renewed for a term of four years. Upon their renewal, Mr. Pierre Gurdjian, Mr. Ulf Wiinberg and Mr. Charles-Antoine Janssen continued to be members of the GNCC. Also, Mr. Albrecht De Graeve stepped down from the Board of Directors with effect on the date of the AGM 2024. In this context, the Board of Directors also proposed to the General Meeting the appointment of: (i) Mrs. Nefertiti Greene as new independent director, (ii) Mrs. Dolca Thomas, as new independent director, and (iii) Mr. Rodolfo Savitzky as new independent director, each of them for a term of four years. Further to their appointments by the AGM 2024, Mrs. Nefertiti Greene became a member of the GNCC, Mrs. Dolca Thomas became a member of the Scientific Committee and Mr. Rodolfo Savitzky became member and Chair of the Audit Committee. On December 31, 2024, Mr. Pierre Gurdjian, Mr. Ulf Wiinberg, Mrs. Nefertiti Greene, Mrs. Dolca Thomas and Mr. Rodolfo Savitzky meet the independence criteria stipulated by article 7:87 of the BCCA, by provision 3.5 of the 2020 Code and by the Board of Directors.

When Rodolfo Savitzky was appointed to the Board of UCB by the 2024 AGM, it was noted that the combination of his roles in other companies (Executive CFO at SoftwareOne Holding AG and Non-Executive at EuroAPI) might classify him as overboarded per some proxy voting guidelines. He committed to resolving this situation within 12 months of his appointment as Director at UCB. On February 19, 2025, SoftwareOne announced that Rodolfo Savitzky would step down in Q2 2025. Consequently, he will no longer hold a position at SoftwareOne by the end of Q2 2025, honoring his commitment when appointed as Director of UCB.

Since the AGM 2024, the Board is composed of 14 members.

Charles-Antoine Janssen, Cyril Janssen and Cédric van Rijckevorsel are representatives of the Reference Shareholder and, as such, are not eligible to qualify as independent Director. Jean-Christophe Tellier being the CEO of UCB SA/NV is also not eligible to qualify as independent Director. He is also the only executive director on the Board of UCB.

In 2024, the Board was therefore composed of a majority of independent Directors: out of the 14 members, 10 members were independent (71% instead of 54% in 2023). During 2024, the Board was also composed of 6 women out of a total of 14 members (43% instead of 38% in 2023), in compliance with the gender diversity requirement of Article 7:86 BCCA.

The Board of Directors does not include a representation of employees or workers. The workers and employees are represented within the work councils established in accordance with the BCCA and the Belgian law of September 20, 1948 organizing the economy.

Expected Board Changes in 2025

The mandates of Jonathan Peacock (independent Director) and Susan Gasser (independent Director) will expire at the Annual General Meeting of April 24, 2025 ("AGM 2025").

After due assessment of his performance by the GNCC, the Board will propose to the AGM 2025 the renewal of the mandate of Jonathan Peacock for a new period of four years. If he is re-elected, he will continue to be the Chair of the Board.

In replacement of Susan Gasser, the Board of Directors will propose to the AGM 2025 the appointment of Ms. Fiona Powrie as an independent Board member. Fiona Powrie is an internationally renowned immunologist and has held several leadership roles. She is involved in several scientific advisory boards.

The Board of Directors will also propose to the AGM 2025 the appointment of Mr. Stef Heylen as representative of the Reference Shareholder, in replacement of Mrs Fiona du Monceau who stepped down from the Board in March 2024. Stef Heylen has more than 35 years of drug development and executive management experience. His expertise extends over a wide range of areas: the development of small molecules, monoclonal antibodies, vaccines; clinical research in neuroscience and infectious diseases; regulatory affairs, drug safety, medical affairs, development operations, project/portfolio and general management.

Upon confirmation of the above renewals and appointments by the General Meeting of April 24, 2025, and in accordance with the Charter, the Board will continue to be composed of a majority of independent non-executive Directors. All special Board Committees will also continue to be composed of a majority of independent Directors:

- Audit Committee: Rodolfo Savitzky (Chair & independent), Maëlys Castella (independent) and Cédric van Rijckevorsel (non-independent);
- GNCC: Kay Davies (Chair & independent), Charles-Antoine Janssen, Pierre Gurdjian (independent), Ulf Wiinberg (independent) and Nefertiti Greene (independent);
- Scientific Committee: Kay Davies (Independent Director), Thomas Dolca (independent), and Fiona Powrie (subject to her appointment as independent director expected at the AGM 2025) (see also above).

Jean-Christophe Tellier will continue to be the only executive Director (CEO) in the Board.

Following the proposed renewals and appointments, and if approved by the AGM 2025, the Board will still be composed of 6 women out of 15 members (40%) and remains compliant with the gender diversity requirement of Article 7:86 BCCA.

Functioning of the Board

In 2024, the Board met six times for its regular meetings, including for its 3-day annual strategic meeting held in June. All meetings were held in person. From time to time, even if the meeting is held in person, a hybrid setting may be exceptionally organized to allow the attendance by video conference of one or more Board members who would not be able to travel or otherwise attend in person (e.g. for health reasons). The attendance rate of its members for its regular meetings was as follows:

		Attendance rate
Jonathan Peacock	Chair	100%
Charles-Antoine Janssen	Vice Chair	100%
Jean-Christophe Tellier	Executive Director	100%
Jan Berger		100%
Maëlys Castella		100%
Kay Davies		80%
Susan Gasser		100%
Nefertiti Greene		100%
Pierre Gurdjian		100%
Cyril Janssen		100%
Cédric van Rijckevorsel		100%
Rodolfo Savitzky		100%
Dolca Thomas		100%
Ulf Wiinberg		100%

Composition as from AGM April 25, 2024

On top of its regular meetings, the Board also met via shorter ad hoc videoconference calls to review and/or decide on specific projects or urgent matters. This was the case for example in March 2024 to review and approve the changes in the composition of the Board, its committees and the Executive Committee, Mrs Fiona du Monceau having resigned from her position as Vice-Chair of the Board to become a member of the Executive Committee and to approve the appointment of the other new member of the Executive Committee (Alistair Henry) following the retirement of Dhaval Patel. The Board also had a few informal sessions to reflect on specific themes or matters (e.g. Generative A.I.) as the case maybe with external speakers to enhance the experience and/or to provide an outside in perspective.

During 2024, the Board's main areas of discussion, review and decisions included:

- The strategy of UCB and the overall supervision of its implementation by the Management, including sustainability matters and the integration of sustainability into the overall ambition and activities of the Company, the long-term innovation strategy, and manufacturing capabilities. This included an additional focus in 2024 on the implementation of the EU Corporate Sustainability Reporting Directive (CSRD).
- The monitoring of the performance of the company in the particular context of an intense growth phase and the multiple launches of BIMZELX®, ZILBRYSQ®, RYSTIGGO®, FINTEPLA® and the continued growth of EVENITY® and BRIVIACT® in multiple jurisdictions.
- The monitoring of the financial situation of the company, including the (re)financing strategy and transactions.
- Financial and non-financial reporting and communication to the market.
- Resource, cash and Capex allocation and annual budget.
- Innovation and R&D portfolio review and strategy.
- In sustainability, there has been a focus on equitable access to medicines.
- Oversight of manufacturing and supply chain activities, especially in the context of the growth phase and looking forward at a decade plus of growth, including product quality.
- Board and Executive Committee succession planning and changes.
- Business Development and M&A Projects, including the divestments of mature portfolio in China and established brands.
- Ethical business practices.
- Risk management (including ESG-related risks) and cybersecurity, especially in the context of the implementation of the Network and Information Security Directive 2 (NIS2).

In accordance with its governance rules, the Board also held two executive sessions in 2024 (i.e. sessions in the absence of the CEO, the only executive Board member), one in June and another one in December.

There were no transactions or contractual relationships in 2024 between UCB, including its affiliated companies, and a member of the Board, giving rise to conflicts of interest, except as reported in section 3.13.

Oversight of IT and Cybersecurity at the Board

The general oversight of the Digital and IT strategy as well as cybersecurity oversight is part of the Board's mission. The implementation of the strategy and plans are the responsibility of Management. Every year, the Board, and its Audit Committee in particular, have specific sessions dedicated to Digital /IT and cybersecurity strategies and operations in the presence of the Chief Digital & Technology Officer and the Head of IT security. The overall cybersecurity strategy, its implementation and the resources allocated thereto are reviewed and discussed with the Board and its Audit Committee. Digital transformation and strategy are also fully embedded in the overall strategy of UCB, as defined by the Board, upon proposal of the Executive Committee. In 2024, the review of the cybersecurity strategy and operations with the Board also focused and included a review of the impact and of the implementation at group level of the Network and Information Security (NIS2) Directive. Such implementation will include a Board of Directors NIS2 training to be organized in the course of 2025 for the first time. The NIS2 compliance will be reviewed annually at group level.

Assessment of the Board

In accordance with its Charter (section 3.5), the Board is to conduct an assessment on a regular basis and at least every other year. The Chair of the GNCC is responsible for conducting the Board effectiveness assessment process and for reporting the results to the Board. The latest assessment was carried out internally in 2024. The Board assessment overall confirmed that the Board is functioning at the right level, with robust discussions and adequate opportunity to deliver on company governance and strategic direction.

Honorary directors

The Board has nominated following directors as honorary directors:

- Karel Boone, Honorary Chair
- Evelyn du Monceau, Honorary Chair
- Mark Eyskens, Honorary Chair
- Georges Jacobs de Hagen, Honorary Chair
- Daniel Janssen, Honorary Deputy Chair
- Gerhard Mayr, Honorary Chair
- Prince Lorenz of Belgium
- Alan Blinken
- Alice Dautry
- Arnoud de Pret
- Roch Doliveux
- Peter Fellner
- Guy Keutgen
- Jean-Pierre Kinet
- Tom McKillop
- Gaëtan van de Werve
- Jean-Louis Vanherweghem
- Bridget van Rijckevorsel
- Norman J. Ornstein
- Albrecht De Graeve

3.4.2 Board committees

Audit Committee

The Board has set up an Audit Committee whose functioning and terms of reference are in accordance with the BCCA, the 2020 Code and the Charter. It is composed of a majority of independent Directors, all non-executive Directors, and is chaired by Rodolfo Savitzky, since his appointment as independent director by the AGM of April 25, 2024. All members have the competencies in audit and accounting matters as required by article 7:99 of the BCCA.

		End of term of office	Independent Director	Attendance rate
Rodolfo Savitzky	Chair	2028	X	100%
Maëlys Castella		2027	X	100%
Cédric van Rijckevorsel		2026		100%

Composition as from AGM April 25, 2024

The Audit Committee met four times in 2024. Each Audit Committee meeting includes separate private sessions attended solely by the internal and external auditors respectively without executive or management presence. As necessary, the External Auditors attended all or part of each Audit Committee meeting. The meetings of the Audit Committee were held in-person in 2024.

The Audit Committee meetings were also attended wholly or partially by Jean-Christophe Tellier (CEO), Sandrine Dufour (EVP - Chief Financial Officer), Thomas Debeys (Head of Global Internal Audit), Caroline Vancoillie (Head of Group Finance), Denelle Waynick Johnson (Head of Ethics and Legal Affairs) and Xavier Michel (Group Secretary General), who acts as secretary of the Audit Committee. Other members of management and staff joined as appropriate, depending on the topics addressed during the meetings.

In 2024, and in accordance with its terms of reference (see the Charter available on UCB website), the Audit Committee monitored the financial reporting process (including the financial statements and communication to the market). The Audit Committee also focused on the compliance and internal control environment; the enterprise risk management process and its effectiveness; the internal audit plan and achievement, and the effectiveness of the global internal audit function; the independence of the External Auditor including the provision of additional services to UCB (which the Audit Committee reviewed and for which it authorized the fees); the statutory audit of the half-year/annual and consolidated accounts; the evolution of the tax environment and its potential impact on UCB; the monitoring of pensions schemes and the related liability.

The Audit Committee paid particular attention in 2024 to the non-financial information reporting process and framework in the particular context of the implementation of the CSRD and related assurance process by the external auditors as well as the internal processes securing the quality and completeness of the non-financial information to be reported. Similarly, when reviewing the cybersecurity strategy and status at UCB, the Audit Committee paid attention to the impact and status of implementation of the NIS2 Directive.

Governance, Nomination and Compensation Committee

The Board has set up a Governance, Nomination and Compensation Committee (the "GNCC"), whose composition, functioning and terms of reference are in accordance with the BCCA, the 2020 Code and the Charter. The composition of the GNCC is currently as follows:

		End of term of office	Independent Director	Attendance rate
Kay Davies	Chair	2026	X	75%
Charles-Antoine Janssen		2028		100%
Pierre Gurdjian		2028	X	100%
Ulf Wiinberg		2028	X	100%
Nefertiti Greene		2028	X	100%

Composition as from AGM April 25, 2024

The GNCC met four times in 2024 for its regular meetings in February, July, October and December. The committee was attended by Jean-Christophe Tellier (CEO), except when discussing issues relating to him, and by Jean-Luc Fleurial (EVP & Chief Human Resources Officer), who has been acting as secretary of the GNCC, except when discussing issues relating to him and to the CEO compensation. The meetings of the GNCC were held in person. A majority of the members of the GNCC is independent, including its chair, and meets the independence criteria stipulated by the 2020 Code and the Board. All members have the competencies and the expertise in matters of remuneration policies as required by article 7:100, §2 BCCA. The GNCC also met via shorter ad hoc meetings (eventually in a hybrid or virtual format) to review and/or decide on specific projects or urgent matters. This was the case for example in March 2024 to review and make recommendations to the Board on proposals relating to its composition of the Board, its committees and the Executive Committee, Mrs Fiona du Monceau having resigned from her position as Vice-Chair of the Board to become a member of the Executive Committee and for the replacement of Dhaval Patel by Alistair Henry in the Executive Committee.

In 2024, and in accordance with its terms of reference (see the Charter available on UCB website), the main areas of focus for the GNCC were the following:

- Review and recommendations with respect to the appointments to be submitted to Board approval, and in particular with respect to the numerous changes in the Board and the Executive Committee which took place in the first half of 2024 (following Fiona du Monceau stepping down from the Board for a position in the Executive Committee, the resulting changes in the Board committees composition and the appointment of the new board members, as further detailed above).
- Remuneration matters: review of the performance of the Executive Committee members and of their remuneration and related recommendations to the Board. The GNCC reviewed and submitted to Board approval the remuneration report 2023, the short-term and long-term incentives to be granted to the management (including the CEO) and the performance criteria, KPIs and targets to which these grants and bonuses were linked, as well as definition of the Group LTI plan's main terms and conditions. The GNCC also started a review of Board and executive remuneration policy in light of UCB's new dimension.
- Succession planning for the members of the Board, the Executive Committee and senior executives. This included relevant proposals or recommendations to the Board with respect to the future composition of the Board and of its committees, to be effective as of approval by the General Meeting of April 24, 2025 (see above).
- Review and monitoring of evolutions in corporate governance standards and legislation, including a review of the main outcomes and feedback from the 2024 AGM voting as well as the ESG roadshows organized with investors in March and November 2024.
- Definition and implementation of new governance in sustainability matters in the context of the implementation of the CSRD, including the definition of the responsibilities of both the GNCC and the Audit Committee of the Board in this context.
- Under the lead of the Chair of the GNCC, a limited assessment of the Board performance was carried out in the last quarter of the year (see above for further details).

Scientific Committee

The Scientific Committee assists the Board in its review of the quality of UCB's R&D science and its competitive standing. The Scientific Committee is composed of members who have scientific and medical expertise and who are all independent.

		End of term of office	Independent Director	Attendance rate
Kay Davies	Chair	2026	X	100%
Susan Gasser		2025	X	100%
Dolca Thomas		2028	X	100%

Composition as from AGM April 25, 2024

They meet regularly with Alistair Henry, UCB's Chief Science Officer, and Jean-Christophe Tellier (CEO). The members of the Scientific Committee are also closely involved in the activities of UCB's Scientific Advisory Boards (SAB) composed of external leading scientific medical experts (usually 2 meetings per year). The SABs, composed of ad hoc experts, provide scientific appraisal and strategic input in their area of expertise as to the best way for UCB to become a more robust and thriving biopharmaceutical leader and to advise the Executive Committee on the strategic choices related to early-stage R&D. Furthermore, one of the Scientific Committee's main tasks is to report to the Board on the SAB's appraisal of UCB's research activities and strategic orientations. In 2024, two in-person SAB meetings took place. The subject matters of these meetings were to explore a new scientific breakthrough in neuroinflammation research as well as a potential emerging area in immunology research. The Members of the Scientific Committee also participated in the annual R&D Portfolio Review meetings, and in the annual Early Solutions Knowledge-Generating Technology and Platforms Review (Research & Early Development).

Throughout the year, the members of the Scientific Committee continued to meet regularly with Alistair Henry, UCB's Chief Science Officer, to maintain continuous engagement and dialogue on the science and early pipeline.

3.5 Executive Committee

Composition of the Executive Committee

In 2024, the Executive Committee was composed as follows:

- Jean-Christophe Tellier: Chief Executive Officer & Chair of the Executive Committee
- Emmanuel Caeymaex: Executive Vice President – Chief Commercial Officer
- Kirsten Lund-Jurgensen: Executive Vice President Patient Supply
- Jean-Luc Fleurial: Executive Vice President - Chief Human Resources Officer
- Sandrine Dufour: Executive Vice President - Chief Financial Officer
- Denelle J. Waynick Johnson: Executive Vice President - General Counsel
- Alistair Henry: Executive Vice President - Chief Scientific Officer since May 2024
- Fiona du Monceau – Executive Vice President Patient Evidence since April 2024
- Dhaval Patel: Executive Vice President - Chief Scientific Officer until April 2024
- Iris Löw-Friedrich: Executive Vice President - Chief Medical Officer until April 2024

For the biographies of the Executive Committee at December 31, 2024, please refer to the section UCB's Management of the 2024 Integrated Annual Report .

The composition of the Executive Committee is reflecting the ways of working of the group and is aimed at fostering agility, cross collaboration and the transversal dimension of the organization.

Xavier Michel, Group Secretary General, acts as the secretary of the Executive Committee, ensuring the link between the Board of Directors, the Executive Committee and the broader organization.

Honorary chairmen of the Executive Committee

The following persons have been nominated as honorary Chair of the Executive Committee:

- Roch Doliveux
- Georges Jacobs de Hagen
- Daniel Janssen

Functioning of the Executive Committee

The Executive Committee met on a regular basis with an average of 1 to 2 days a month in 2024. The members of the Executive Committee also hold informal meetings on a regular basis, and at least once a week.

There were no transactions or contractual relationships in 2024 between UCB, including its affiliates, and a member of the Executive Committee that could lead to a conflict of interest.

The functioning, competences and authority of the Executive Committee are further described in the Charter.

3.6 Sustainability Governance

UCB's sustainability ambition is embedded in the overall strategy of UCB as defined by the Board, upon proposal of the Executive Committee. Sustainability is considered to be a matter for the full Board (strategy) and, for this reason, no specific sustainability committee has been created within the Board. The Board of Directors defines and maintains oversight of the organization's strategy and sustainability matters, including sustainability-related risks, following proposals from the Executive Committee and environmental and societal topics have been formally integrated into the Board's agenda following the review of the UCB Charter. The Board confirms the inclusion of the sustainability information in the global reporting framework upon proposal of the Audit Committee. Currently, four members of the Board have extended experience and expertise in ESG/sustainability matters. Such expertise is assessed based on their own professional experience. To ensure access to sustainability expertise to all members of the Board, several sessions on sustainability were organized with the full Board, including one session with the External Sustainability Advisory Board (see below).

The GNCC provides guidance and oversight on the remuneration criteria for executive management, recommends sustainability KPIs to be integrated to remuneration plans and ensures appropriate governance around sustainability topics. The GNCC ensures that an appropriate governance is in place at Board and Executive Committee level to oversee material environmental and social topics. It advises and assists the Board in integrating social and environmental experience/skills criteria in Board member recruitment/renewal process and in the Board assessment process, and ensures that the Board members have access to necessary sustainability expertise and knowledge.

The Audit Committee oversees the non-financial reporting framework, quality and processes, and supervises sustainability-related risk management framework and processes. The Audit Committee has additional responsibilities, as reflected in the Charter, under the Corporate Sustainability Reporting Directive (CSRD) which has come into force, modernizing and strengthening the guidelines concerning the social, environmental, and governance information that companies are required to report. UCB falls under the scope of companies mandated to adhere to the CSRD guidelines as from this integrated annual report relating to the 2024 financial year. In this context, the Audit Committee is also in charge of monitoring the effectiveness of the company's internal control, risk management systems and internal audit functions relating to sustainability matters, as well as the assurance of the annual sustainability reporting and to inform the Board of the outcome of the assurance of sustainability reporting.

The Executive Committee serves as strategic link between the Board and operations, overseeing the implementation of the strategy – including sustainability matters – endorsed by the Board and has direct accountability for social and environmental aspects of sustainable performance. Each Executive Committee member is a sponsor of one of the seven strategic sustainability material topics (Scientific innovation, Equitable access to medicines, Patient engagement, Health, safety and wellbeing, Diversity, equity and inclusion, Health of the planet and Ethical business practices). They collaborate with experts on the topic to improve UCB's social and environmental impact and regularly present progress updates (including progress toward targets) to the entire Executive Committee.

UCB also has an External Sustainability Advisory Board (ESAB), composed of a mix of external international experts in sustainability, who can inspire, as well as challenge and advise on the sustainability dimension of UCB's strategy and results and provide an "outside-in" perspective. Board members have access to the meetings of the ESAB and at least two members of the Board participate in the meetings of the ESAB. Additionally, a half-day session was organized during the strategic Board meeting of June where the full Board was together with the full ESAB. The ESAB is scheduled to meet three times per year and the Executive Committee participates in such meetings. The external members of this advisory board are currently (i) Mr. Elhadj As Sy (President Kofi Annan Foundation), (ii) Ms. Sandrine Dixson-Declève (Former President-Club of Rome and Executive Chair of Earth4All), (iii) Ms. Charlotte Ersbøll (Trustee Forum for the Future) (iv) Ms Teresa Fogelberg (Former GRI deputy Chief Executive), and (v) Mr Bright Simons (Founder and President mPedigree). A report of the ESAB is presented to the Board of Directors of UCB on an annual basis. The report that relates to their interaction with UCB in 2023 was shared with the Board of UCB in February 2024. The full Board had a session with the ESAB in October 2024 which focused on new perspectives to Health Equity and the role of the pharmaceutical industry in society.

To further enhance the Board's social and environmental expertise and guarantee that appropriate skills and expertise is available or will be developed to oversee sustainability matters, a customized training program, focusing on UCB strategic material topics, is going to be developed and delivered in collaboration with subject matter experts, starting as from 2025.

3.7 Diversity at Board and Executive Committee level

This section includes the information required pursuant to articles 3:32, §2 and 3:6, §2, 6° of the BCCA.

Diversity at Board and Executive Committee Level is part of the overall diversity, equity and inclusion ambition of UCB, as described in the Diversity, equity and inclusion section of this report and to which it is expressly referred.

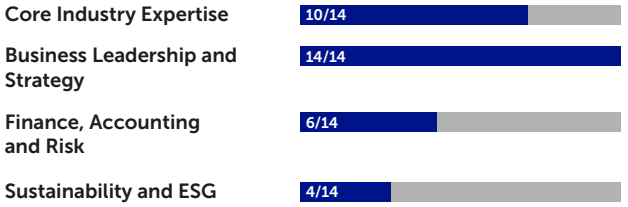
Diversity at the Board level

For the Board of Directors, the legal requirements applicable in Belgium in terms of gender diversity have been followed and have been integrated into the Board recruitment and nomination process. When replacements or appointments for the Board are considered, UCB systematically takes into account how it will enhance gender diversity of the Board.

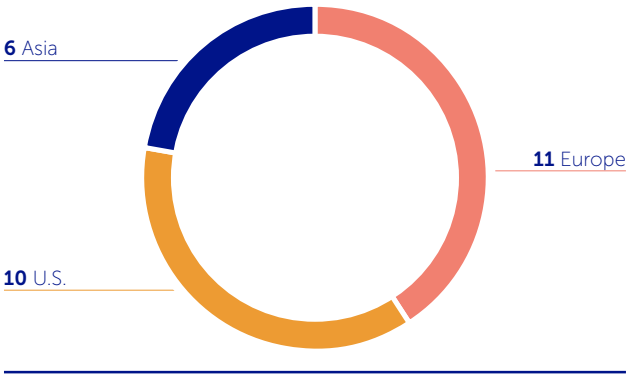
At the end of 2024, the Board is currently made up of 14 members of which 6 women and 8 men, with 8 nationalities represented (see also above).

Building on and integrating the feedback from our stakeholders, details of the skills diversity, as well as the specific geographic expertise of the Board members, are included in the Integrated Annual Report since 2023. Beyond gender diversity, UCB's Board always strives to keep a balanced mix of diversity in terms of skills, experience, geographical expertise, nationality, age, independence, tenure as well as any other relevant criterion. These diversity dimensions are also included in the succession planning and hiring process managed by the GNCC. The diversity of the Board can be visualized as follows:

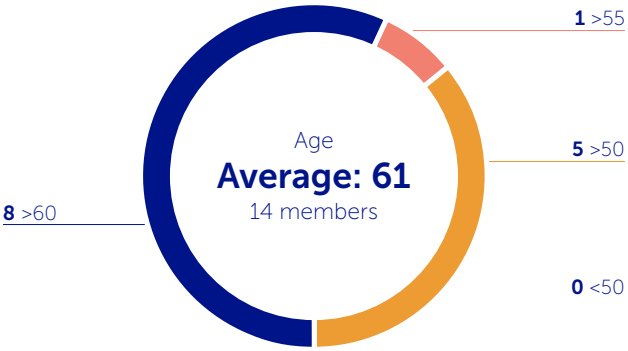
Board Skill Distribution



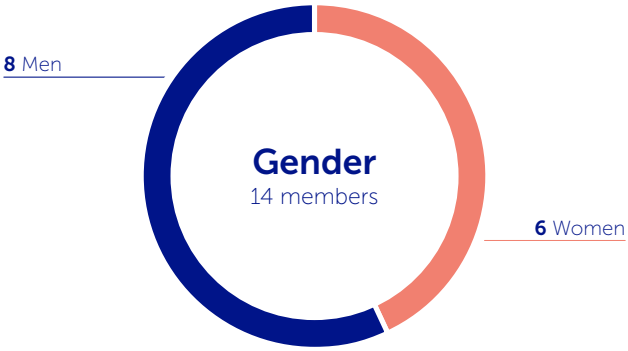
Specific Geographic Expertise (Europe, U.S., Asia)



Age

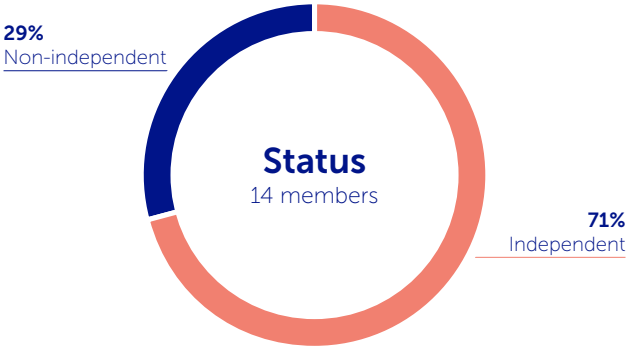


Gender

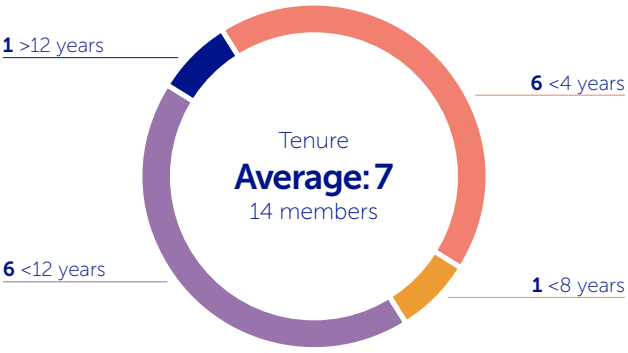


Nationality

Status



Tenure



Diversity at the Executive Committee level

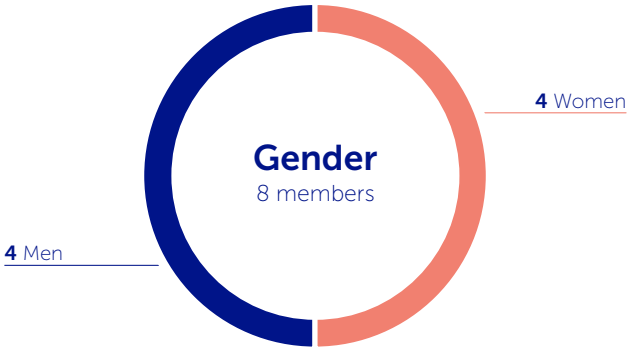
For our Executive Committee roles, we monitor the talent pipeline from a diversity perspective, ensuring a robust and diverse succession plan is in place, and any recommendations for future composition are made firmly on this basis. Generally, and in relation to succession planning for UCB leaders in relation to diversity, focus is on simulating gender balance scenarios and ensuring a well-rounded senior leadership pipeline that has been exposed to diverse professional and cultural experiences. The Executive Committee members have also embarked with other leaders on a multi-step program to address unconscious bias and develop inclusive teams and leadership. Generally, key HR process (including in recruitment and reward) have been reviewed to ensure diversity, equity and inclusion principles are embedded in the process and systems.

Today, UCB's executives come from a diverse education and multi-disciplinary professional backgrounds. Since July 2024, the committee has been made up of 8 members of which 4 women and 4 men, with 5 nationalities represented.

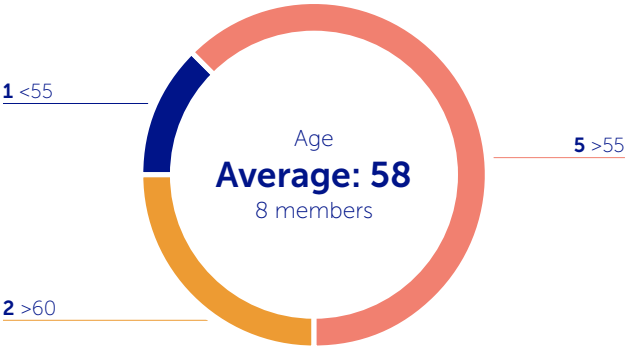
At December 31, 2024, the diversity characteristics for the Executive Committee can be visualized as follows:

Nationality

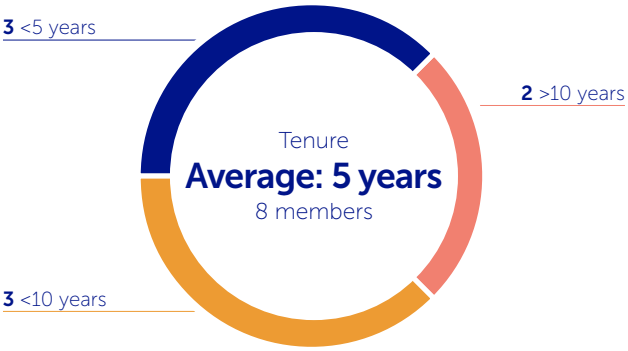
Gender



Age



Tenure



The size of the Executive Committee is designed to focus on the Company's core activity areas with agility, allowing UCB to further evolve its patient value strategy.

The approach today is not to formalize diversity, equity and inclusion in a set of policies, but to actively promote a culture and practice of diversity, equity and inclusion.

To learn more about diversity, equity and inclusion in general at UCB, refer to the Diversity, equity and inclusion section.

3.8 Remuneration Report

2024 performance highlights

UCB's ambition is to transform the lives of people living with severe diseases, allowing them to live the best life that they can – as free as possible from the challenges and uncertainty of disease. 2024 has been marked by significant achievements and advancements in this mission:

- UCB focused on its five growth drivers, BIMZELX®, FINTEPLA®, RYSTIGGO®, ZILBRYSQ® and EVENITY® and achieved double-digit revenue growth. Overall, UCB experienced significant growth compared to the previous year and maintained its commitment to social and environment targets.
- Our growth drivers have consistently obtained regulatory approvals for various indications and differentiated treatment options, placing us in a solid position to bring value to all our stakeholders, setting the course for impactful outcomes for patients living with severe diseases now and in the future. We have expanded our clinical pipeline with numerous studies aimed at addressing unmet medical needs. We have also made strides in ensuring equitable access to our medicines.
- UCB also sold established brand products in Europe and China, to further focus on the five growth drivers. This phase of growth we are entering places us in a strong position to continue to invest in innovation and provides a competitive return to our shareholders.
- Our commitment to sustainability has been recognized by ESG rating agencies, placing us among the leaders within the pharmaceutical industry. At the same time, we are able to present attractive opportunities for our employees, offer continued support to the communities we live in and strive to reduce our environmental footprint.

As we look ahead, we remain confident in our strategic flexibility and the momentum generated by our ongoing investments in innovation. Our collaborative efforts with patient communities, payers, regulators, research partners, and other stakeholders will continue to drive our mission to improve health outcomes and create value for patients now and into the future.

In this report we reflect on 2024 and how our performance, including our progress on our sustainability ambition, influenced our Executive remuneration outcomes.

AGM and Stakeholder Engagement

We are grateful for the solid foundation of support and trust reflected in positive voting outcomes for our 2023 remuneration report (96.03%) and the 2024 remuneration policy (97.85%) at the 2024 AGM.

Throughout 2024 we continued to engage in a dialogue with many of our investors and with proxy advisors to understand their priorities, to solicit their feedback on our practices and discuss our future remuneration strategy.

As we embarked on our transformation as a company, consolidating our position for a decade of growth, we reflected with shareholders on our emerging remuneration priorities, to secure a sustainable foundation for the future. While our transformation is resulting in a significant change in the size of our operations, it has also underscored the need to **reassess whether our current peer group design principles** align with UCB's evolving strategy, strong execution focus, complexity, geographical spread and future talent needs at Board and Executive Committee levels.

In 2025, we are creating an updated "Remuneration Policy", that aims to align UCB to globally competitive best practices as well as improved transparency for our stakeholders (see "Remuneration Policy – Looking Ahead" section below).

2024 Remuneration Outcomes At a Glance

Fixed Remuneration

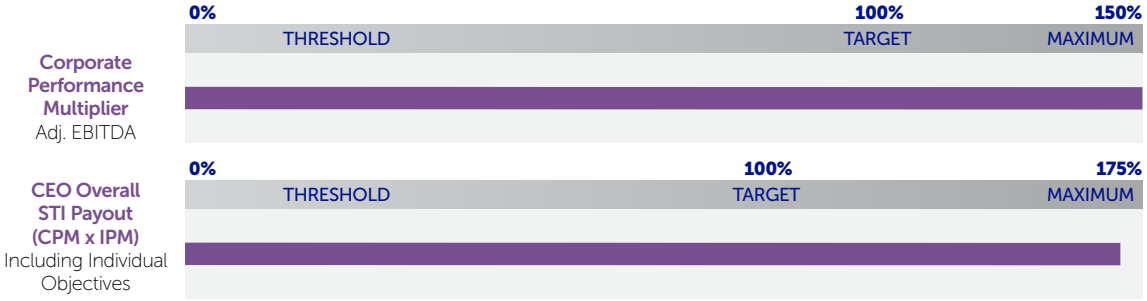
Annual base salary levels are set to attract and retain executives of high calibre, reflecting their role, responsibilities, skills, and experience.

Annual Base Salary (ABS)

CEO Jean-Christophe Tellier	Other Members of the Executive Committee
€ 1,354,734	€ 4,791,093

One-Year Variable (Bonus)[1]

Variable (cash) short-term incentive (STI) of which achievement is tied to specific financial and extra-financial targets derived from the company's (annual) strategic plan, allowing to apply focus on short-term business critical goals and drive desired leadership behaviours.



CEO Jean-Christophe Tellier		Other Members of the Executive Committee
90%	Target opportunity (as % of ABS)	65%
157.5%	Maximum grant opportunity (as % of ABS)	113.75%
€ 2,089,325 154%	2024 Short-Term Incentive payout (as % of ABS)	€ 5,041,112 105%

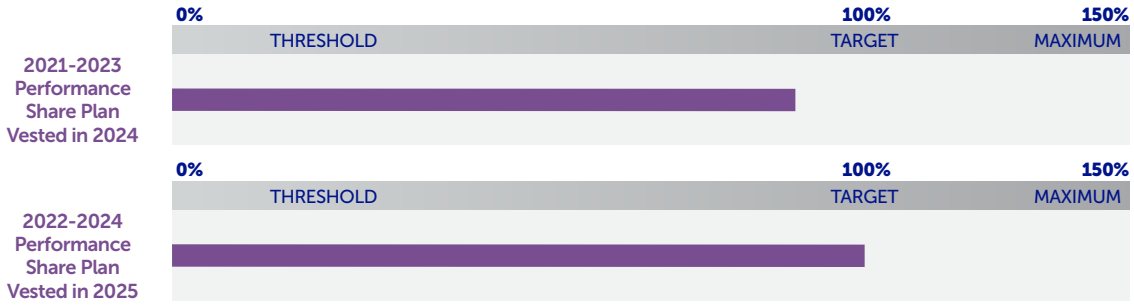
Performance criteria (CEO payout)

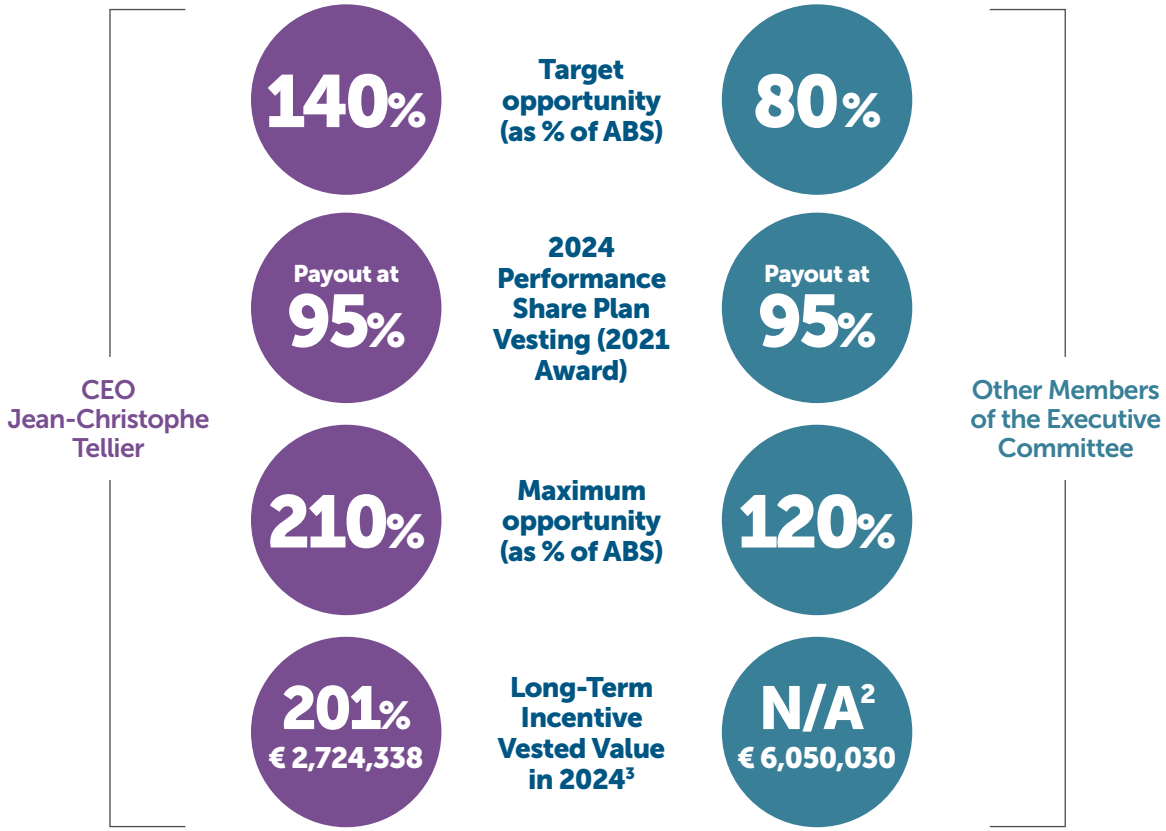
The CPM reached maximum level for the CEO and Executive Committee (and broader organization) and Individual Goals for the CEO were also achieved above target.

1 Overall bonus cap of 175% and application HSWB modifier of -5% were applicable.

Long-Term Incentive (LTI)

Variable equity incentive to foster a sense of ownership and share in success of the company. Achievement is tied to targets reflecting long-term stakeholder value creation, enhancing both retention and a pay-for-performance narrative.





2 Not comparable due to changes in the Executive Commitee at both time of grant and vest.

3 Value reported subject to share price evolution between grant and vesting, as well as achievement of performance conditions in the Performance Share Plan.

Application of Remuneration Policy

The remuneration policy for UCB's Executive Committee Members and Non-Executive Directors was reviewed and validated by the GNCC on February 26, 2024 and approved by the Board of Directors on February 27, 2024. The policy was adopted during the General Meeting of Shareholders on April 25, 2024 and became effective as of January 1, 2024.

Pay decisions for the CEO and the Executive Committee considered the following factors:

- The company's performance against both short- and long-term goals.
- Individual and collective contributions.
- Our reward philosophy, as applied to the wider workforce.

All 2024 related remuneration decisions were taken in accordance with our approved remuneration policy. The key recommendations for the CEO and Executive Committee made to the UCB Board by the Governance, Nomination and Compensation Committee (GNCC) were as follows:

Annual bonus outcomes were determined in reference to performance against objectives and the GNCC's assessment of the CEO and Executive Committee members' levels of performance.

- **Corporate objectives**
  - Corporate performance linked to shareholder value creation, the Corporate Performance Multiplier, determined by our 2024 adjusted EBITDA performance reached maximum payout level (150%), thanks to excellence in execution, strong launches and continued cost management.
- **Individual objectives**
  - As part of the CEO's individual goals, other financial targets linked to shareholder value were significantly exceeded, notably revenue which outpaced our expectations thanks to very strong net sales from recently approved product launches. Cashflow was also positively impacted.
  - For our 2024 targets relating to patient value, measured by access and pipeline progress goals, we performed above target.
  - Goals relating to our people and the planet for the bonus were met overall (with some additional context provided below).
  - Related to other goals, the CEO, supported by Executive Committee and management teams, also implemented a new, innovative operating model designed to better address external stakeholder needs, supported by evolved governance and cultural expectations to help us succeed as we transform as a company.

These achievements resulted in an overall bonus payment above target for the CEO following the Individual Performance Multiplier recommended by the GNCC, combined with the application of the maximum Corporate Performance Multiplier (150%). However, the Health, Safety & Wellbeing (HSWB) index threshold was not met meaning a negative modifier (-5%) was applicable to the CEO (and the Executive Committee). See Annual Remuneration Outcomes, Variable Remuneration section below, for more information.

For the **2021-2023 Performance Share Plan** (that vested in April 2024) performance outcomes were met against both financial measures (i.e., Adjusted Cumulative Operating Cashflow and Compounded Annual Revenue Growth). As agreed with our shareholders when UCB restated the goals, following the delayed launch of BIMZELX® in the U.S. (as described in the 2023 Remuneration Report), the Board decided in February 2024 to vest the plan at 95% of the performance shares granted, despite the targets being met due to strong revenue performance. This decision to better align with shareholder experience.

The 2022-2024 Performance Share Plan (that will vest in April 2025 and will be reported in the 2025 Remuneration Report) had three metrics. Performance against both financial measures (i.e., Adjusted Cumulative Operating Cashflow and Compounded Annual Revenue Growth) significantly exceeded target. However, the stretched target set in 2022 for 2024 for the patient access metric was not met. Overall, the plan would have vested above 100%, however, as agreed with our shareholders when re-stating the targets, the payout is capped at 100% for the CEO and Executive Committee.

Stock Options vested in 2024, with a value on the applicable date of vesting, of € 97,318 for the CEO and € 565,238 for the Executive Committee. This value represents the number of options originally granted multiplied by the incremental increase in the share price between the date of grant and date of vesting (as detailed further in the report).

Remuneration Policy – Looking Ahead

In light of our continued transformation and growth, we are putting forward a renewed remuneration policy for 2025. Over the past 18 months, UCB has successfully de-risked its pipeline and is poised for a decade of sustainable growth, underscoring our ambitious trajectory. As our operations evolve and we adapt to rapidly shifting market dynamics, we have conducted a thorough review, while engaging closely with our major shareholders, to ensure our remuneration approach remains both relevant and sustainable.

This comprehensive modernization of our policy is designed to secure the talent we need to drive innovation and maintain operational excellence. Our ability to attract and retain the right leadership profiles in the global labor market, including the U.S. and within fast-growing companies, is paramount to sustaining this momentum. We believe UCB holds a compelling value proposition, and we are committed to offering remuneration that is competitive and is not a barrier for talents to join or stay with us. We look forward to presenting this new Remuneration Policy at our upcoming Annual General Meeting, where we will seek shareholder approval to solidify our commitment to rewarding the exceptional individuals who will help shape UCB's future success.

Changes put forward

- Global Peer Group Approach – we aim to adopt a new global peer group that is more relevant to our profile in terms of expertise, innovation and complexity. This is to ensure we can attract and retain the right talent as we enter this pivotal decade of growth. The new peer group, developed with the support of external consultants, considered key criteria such as geographic alignment, industry relevance, our competitors for talent for key roles, innovation-centric peers, size and complexity. The updated peer group better mirrors UCB's unique profile as a mature biopharma that is fast-growing and dynamic, as well as reflecting our specific market for global talents, including companies present in the U.S., an important market for UCB with a significant talent pool.
- Board Remuneration Evolution – Adjustments to be made to the remuneration for our Board members to reflect UCB's positioning against the new peer group. Even without a change of peer group, UCB's positioning against the European pharma industry has shifted since the last comprehensive review of our Board fees, performed in 2019. Our goal, at a minimum, is to align to relevant European biopharma levels, while also allowing us to attract talents from outside Europe, if they have a profile that would complement the Board. Our Board consists of more than a third of U.S. members, and U.S. and global expertise is increasingly important for UCB so it is key to be competitive for these profiles. The evolution of remuneration also takes into account the evolving roles of Board members, which are becoming more complex during this pivotal phase for UCB.

  The proposed changes include the following:

  - Increase of Board retainers for the Board Chair, Vice-Chair and Member to position between the 25th and 50th percentile of the Global Peer Group.
  - Removal of attendance fees to allow for a more simplified approach that reflects year-round responsibilities and contributions rather than attendance at meetings solely.
  - Increase of the fees for the Scientific Committee members, as this committee requires an exceptional time commitment compared to our other committees and provides essential contributions to our ability to drive innovation and future success.
  - Introduction of shareholding guidelines for our Board members to further align their interests to those of shareholders and comply with the spirit of the Belgian 2020 Corporate Governance Code (the "2020 Code").

- **Changes to CEO and Executive Remuneration approach**

  We aim to revise the remuneration approach for our CEO and Executive Committee, to better reflect practices in the market in which we operate, with a specific focus on long-term performance and value creation. As such, we are proposing changes to our Annual Bonus and Long-term Incentives levels:

  - Increase of the target Annual Bonus for the CEO to ensure appropriate competitive positioning of total remuneration versus the Global Peer Group.
  - Increase of LTI levels for the CEO and the Executive Committee Members and removal of the multiplier feature, to ensure clearer and market-aligned levels that also drive stronger alignment between executives and sustainable shareholder value creation.

  We have been actively engaging with major shareholders and proxy advisors to discuss our upcoming proposed changes.

  The feedback received from these discussions has been incorporated as much as possible into our proposal. For instance, in direct response to shareholder feedback we will also:

  - Increasing shareholding guidance for our Executive Committee members to further align their interests to those of shareholders.
  - Remove the annual Board fee retainer for the CEO, as Executive Director.
  - For our CEO and Executive Committee, increasing the emphasis on Performance Shares in the LTI mix (from 70% to 80%), reducing the proportion in Stock Options (from 30% to 20%).
  - Increasing transparency around our variable pay plan operation and results while improving the overall readability of the remuneration report.
  - Reduce the Individual Performance Multiplier that recognize individual objectives from a maximum of 175% to 150%, to balance the payout opportunity with corporate objectives. (The overall bonus maximum of 175% of base salary remains unchanged).

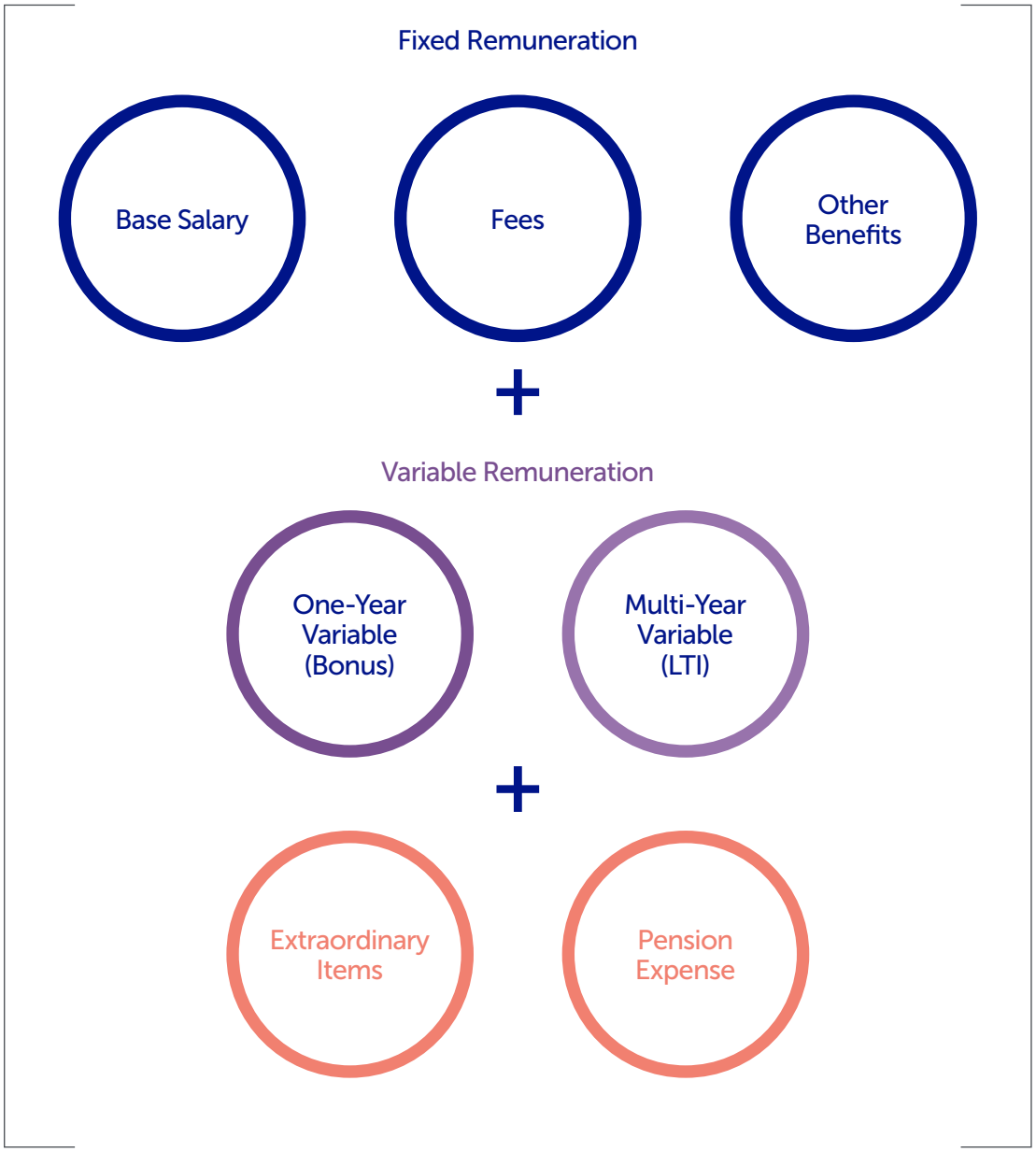
We believe that these policy updates, will enhance our ability to attract and retain top talent to deliver long-term value to our shareholders. We are committed to maintaining transparency and engaging with our investors throughout this process to ensure their support and understanding of these important changes.

Application of Remuneration Policy in 2024

Executive Committee

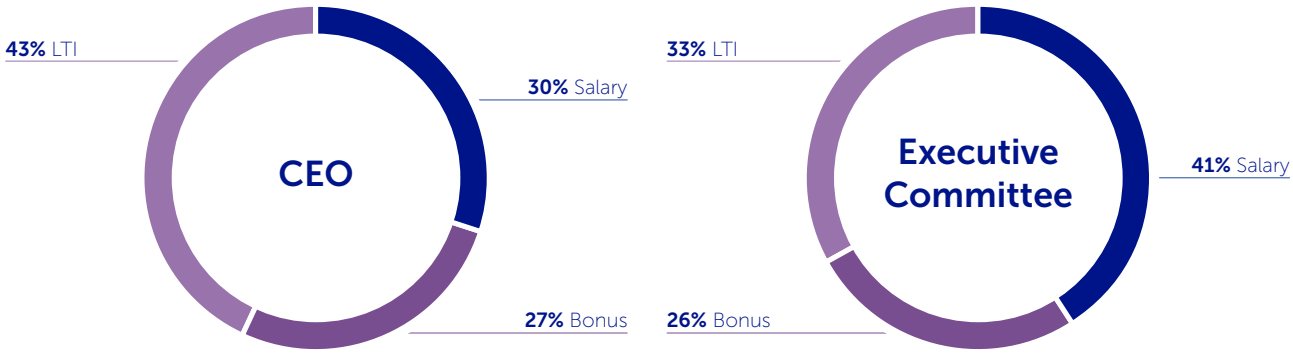
1. Executive Committee total remuneration

The total remuneration package of the Executive Committee members consists of the following elements that is further outlined below:

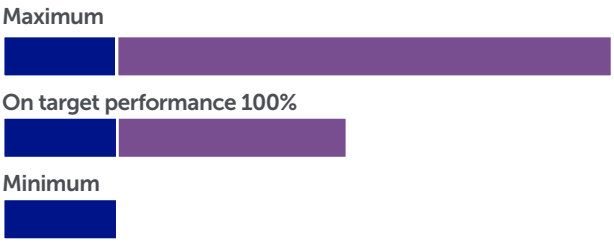


In total remuneration, we place a strong focus on total direct compensation (base salary plus bonus and Long-Term Incentives). The total direct compensation mix at target level places a higher weight on variable elements.

The CEO and Executive Committee target total direct compensation mix is as follows:



The pay for performance impact can be illustrated as follows for the CEO and is described in more detail below:



Base salary
Variable pay

2. Peer group and competitive positioning

UCB refers primarily to a European peer group for comparing pay policy and decisions (see below) which remains unchanged since the previous year. A separate U.S. peer group is maintained to ensure an understanding of this market, given the international character of our Executive Committee. It is also used for setting base salary levels for Executives with a U.S. contract. U.S. peer companies are not currently a reference for setting bonus and LTI target levels.

Both groups include biopharmaceutical (pharmaceutical and/or biotechnology) companies with whom UCB competes for talent. We prioritize fully-integrated peer biopharmaceutical companies operating in a complex research-driven environment and which have both development and commercialization capabilities. Where possible we aim to include companies competing in the same therapeutic areas, though given our primary focus on the European market, we also extend this beyond the most relevant companies, to ensure a robust sample of comparators.

While we do target companies that broadly reflect UCB's size, company size is not the primary factor, given the limited nature of this group. Where appropriate, market data is adjusted to UCB's size.

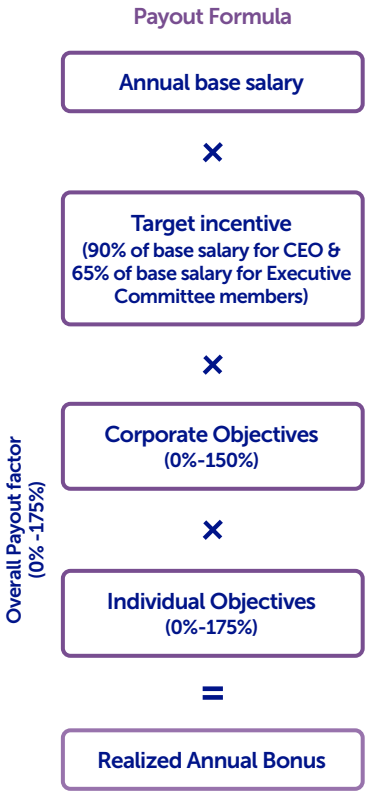
UCB's current competitive positioning policy is to target median pay levels of this comparator group for all elements of Total Direct Compensation (base salary + variable remuneration). The bonus and LTI target levels are benchmarked against European biopharma levels. The actual compensation for each individual is determined based on their experience in relation to the benchmark, as well as their impact on company performance.

European Peer Group	
Genmab	Leo Pharma A/S
AstraZeneca PLC	Merck KGaA
Bayer AG	Novartis AG
Chiesi Farmaceutici S.p.A.	Novo Nordisk A/S
GlaxoSmithKline PLC	Recordati S.p.A.
H. Lundbeck A/S	Roche Holding AG
Ipsen SA	Sanofi SA

3. Executive Committee remuneration elements

Pay Element – Fixed Remuneration	
Base Salary	Base Salary is defined in relation to the specific job dimensions and the median level of base salary in the market for similar roles. The individual's impact on the business and their level of skill and experience is also taken into consideration.
Fees	Director fees for executive directors are paid on top of the remuneration received as an Executive. This is only applicable to the CEO.
Other Benefits	Executive Committee Members receive benefits in line with UCB's remuneration policy, including participation in a healthcare plan, executive life insurance and executive perquisites such as a company car. Executive Committee members can also receive additional in-kind benefits in line with our standard Global Mobility policies. These amounts can vary from year to year and are reported in this section due to their recurring nature.

Pay Element – Variable Remuneration	Description
Bonus	



The bonus target is subject to a double performance multiplier (not additive) which rewards the achievement of corporate and individual objectives. In 2024, the target bonus was set at 90% of base salary for the CEO and 65% for the other Executive Committee members. The overall bonus opportunity is capped at 175% of the target for the CEO and the Executive Committee.

Corporate Objectives

To encourage a focus on revenue growth but also on underlying profitability, UCB considered annual Adjusted Earnings Before Interest Tax Depreciation and Amortization ("Adj. EBITDA") as a shared short-term corporate performance metric for 2024, for the CEO and Executive Committee, as well as much of the wider workforce. This target is defined company-wide and is translated into a payout curve which ensures that only an acceptable range of performance is rewarded. The philosophy is that Adj. EBITDA, as a proxy for UCB's underlying profitability, ensures that the overall bonus plan is self-funding, rewarding collective efforts across the organization. For performance between the defined payout levels shown, linear interpolation is used to determine the payout (2024 payout curve):

Adj. EBITDA vs target	Payout vs target
<85%	0%
85%	30%
90%	86%
100%	100%
107%	114%
113%	150%

Pay Element – Variable Remuneration	Description
Bonus	
	Individual Objectives Individual performance is measured according to the extent to which annual objectives are met, as well as the behaviors demonstrated by the individual in relation to UCB's Patient Value principles. The CEO's individual objectives mainly represent the overall company objectives, covering both financial (excluding adj. EBITDA, covered above) and extra-financial priorities. The CEO's individual objectives represent the value UCB aims to create for its various stakeholders. In 2024 no specific weighting was pre-defined per category and performance has been measured as in previous years in a holistic way by the GNCC, and approved by the Board, considering both short-term impact and balanced with long-term sustainability.

Performance measure	Value Creation
Financial priorities	Our financial health is key to our overall sustainability and ability to continue to create value for patients, our employees, and society, now and into the future. A strong focus is placed on delivering on the following financial targets: • Revenue • Net Profit (via the "CPM" discussed above) • Net Sales across our product portfolio • Cashflow generation
Extra-financial priorities	**Value for patients –** building a pipeline of differentiated solutions and improving patient access to these solutions **Value for our people –** fostering a working environment where our people can thrive by being happy, healthy and safe **Value for the planet –** transitioning UCB towards a low carbon and green economy **Other –** other company strategic goals and personal development goals.

Other Executive Committee members' goals are derived from the same goals and adjusted according to their specific area of impact.

Pay Element – Variable Remuneration	Description
Long-Term Incentives	
The LTI program is a two-tiered incentive program which includes: A **stock option plan** representing 30% of the LTI grant and a **performance share plan** of 70%. Target LTI levels represented 140% of base pay for the CEO and 80% for the other Executive Committee Members.	The actual LTI grant size is adjusted from year to year, bearing in mind individual past performance as a proxy for future impact and value creation, as well as other factors such as market premiums observed for certain roles. The LTI grant value is translated into a number of long-term incentives considering the underlying value of each award. The actual grant can represent a maximum of 150% of the target (i.e. up to 210% of the current base salary for the CEO and 120% of base salary for the other Executive Committee members) at the moment of the award determination.

Pay Element – Variable Remuneration	Description
Stock Options	
Our option plan has a minimum vesting period of three years. As from the moment of vesting the beneficiary can exercise the option until 10 years from the date of grant.	Through sustainable performance, the positive evolution of the share price determines the realizable value of this long-term incentive plan. UCB does not facilitate entering into derivate contracts related to Stock Options, nor do we hedge the attached risk, as this is not consistent with the purpose of the Stock Options. For incumbents with a Belgian contract, options granted in April 2024 cannot be exercised before January 1, 2028, and taxation occurs at the moment of grant, as per Belgian tax legislation (regardless of whether a gain is realized or not). For incumbents based in other countries, a three-year vesting period applies.
Performance shares	
Performance shares are subject to a three-year vesting period and vest upon condition of meeting predetermined company targets. These targets align to the company's value creation goals for its stakeholders and reflect the strategic priorities of the company over the performance period.	The 2022 grant, which will vest in April 2025 based on 2024 performance, was based on three metrics:

Metric	Weight
Financial	**90%**
Compounded Annual Revenue Growth	45%
Adjusted Cumulative Operating Cashflow	45%
Extra-Financial	**10%**
Time to Access	10%

2025 grant (due to vest in 2028 based on 2025-2027 performance) is based on the five performance criteria, (the criteria were broadly the same for the 2023 and 2024 grants).

Metric	Weight
Financial	**75%**
Revenue	37.5%
Adj EBITDA ratio	37.5%
Extra-Financial	**25%**
Time to Access	10%
Scientific Innovation	10%
Other Extra-Financial - Diversity, equity and inclusion	5%

The financial criteria aim to drive a focus on growth and sustainability, so that we can continue to invest in innovative solutions for patients.

The Time to Access KPI represents the importance we place on doing the right thing for patients, ensuring they have optimum access to affordable solutions and in a timely manner.

Scientific Innovation is core to our ability to create value for patients in the future.

Our diversity, equity and inclusion ambition measures, among other things, our efforts toward our aspiration to have an executive team that reflects, with respect to gender, our talent pool and the society in which we operate.

The number of shares awarded is adjusted at the end of the performance period based on the company's performance against the targets defined at the time of grant, based on a payout curve which considers probability of reaching different levels of performance:

Performance level	Payout
Below threshold	0%
Threshold	50%
Below target	75-80%
Target	**100%**
Above target	120-125%
Maximum	150%

Pay Element – Extraordinary Items & Pension	Description
Extraordinary items	Any non-recurring remuneration for 2024, such as sign-on awards or termination pay, is reportable in the remuneration report and elaborated in our remuneration policy. For instance, the company may decide to award a sign-on award, via cash or shares, to new Executive Committee members. This is not an automatic practice and considers various factors such as losses that the individual would otherwise incur in leaving another employer or other related negative cashflow effects. Any sign-on awards are approved by the GNCC.
Pension	The CEO participates in a cash balance retirement benefit plan which is fully funded by UCB and in the UCB Executive supplementary defined contribution plan. The other Executive Committee members each participate in the pension plans available in their country of contract; those incumbents based in Belgium participate in the same plans as the CEO.

4. Other policy provisions

Clawback and malus provisions

Clawback and malus provisions are in place since 2021 for the variable pay plans of our CEO and Executive Committee members.

This means that the Board of Directors may decide – subject to applicable law – to retain any unpaid or unvested incentive compensation (malus), or to recover incentive compensation that has been paid or has vested (clawback) in case of (i) evidence of fraud or serious misconduct and/or (ii) material breach of UCB's Code of Conduct and Dealing Code, and/or (iii) engaging in conduct or actions that can reasonably be expected to cause reputational harm to UCB and/or in case of material negative restatement of the company's financial results. In 2024, these clauses were not triggered.

Shareholding guidelines

While the weight of LTI in our overall pay mix results in our Executive Committee members having a meaningful stake in unvested (and vested) LTI at any moment, in 2021 we introduced shareholding guidelines for our CEO and Executive Committee members.

The requirement is for the current CEO and Executive Committee members to own a minimum multiple of their annual gross base salary in UCB shares (owned from vesting of stock awards, performance shares or exercised stock options), reached over a building period of five years and maintaining the threshold afterwards. The requirement is to reach 150% of annual gross base salary for CEO and 50% of annual gross base salary for Executive Committee members.

Termination Arrangements

Given the international character of our Executive Committee as well as the dispersal of our various activities across different geographies our members have agreements governed by different legal jurisdictions.

A Belgian service contract was established during 2014 for Jean-Christophe Tellier and maintains similar termination conditions to those in place under his previous U.S. employment agreement, comprising a lump sum equal to 18 months base compensation plus the average of the actual bonuses paid for the three previous years if the contract is terminated by the company or if there is a change of control of UCB.

The agreements of Emmanuel Caeymaex and Iris Löw-Friedrich were signed before the entry into force of the Belgian Corporate Governance law of April 6, 2010 which limits the level of termination indemnities.

Emmanuel Caeymaex has no specific termination provisions in his Belgian contract. In case of involuntary termination, local employment law and practices apply.

Jean-Luc Fleurial, Sandrine Dufour and Dhaval Patel had Belgian employment contracts including a termination clause which entitles them to a severance payment of 12 months' base salary and bonus if the contract is terminated by the company or of there is a change of control of UCB. As from 2024, Dhaval Patel transitioned to a U.S. contract – his termination conditions were maintained in this new employment agreement.

Kirsten Lund-Jurgensen and Denelle Waynick-Johnson hold a U.S. employment agreement, and each has a termination clause which provides for a severance payment of 12 months' base salary and target bonus if the contract is terminated by the company or if there would be a change in control in UCB.

Alistair Henry holds a UK employment contract and has no specific termination provisions in his contract. In case of involuntary termination, local UK employment law and practices apply.

Non-Executive Directors

1. Executive Committe Total Remuneration

The level of pay for the Board of Directors is assessed against both European peer companies as well as companies listed on Euronext Brussels benchmark stock market index (BEL 20). Peer company data constitutes the primary reference, given our need to attract experts with a deep knowledge of our industry. UCB targets median levels of this peer group.

As per the 2024 Remuneration Policy, Non-Executive Directors are entitled to the following fees:

	Board		Committee fees			Other
	Annual fees	Board attendance fees (per meeting)	Audit	Scientific	GNCC	Travel Allowance
Chair	€ 330,000	-	-	-	-	
Vice Chair	€ 120,000	€ 1,500				
Directors	€ 80,000	€ 1,000				
Chair of Committee			€ 45,000	€ 35,000	€ 35,000	
Member of Committee[1]			€ 22,500	€ 22,500	€ 17,000	
Annual Special Travel Allowance						€ 45,000

In accordance with the policy, Non-Executive Board members do not receive variable or equity-related remuneration, nor are they entitled to receive benefits. This is a deviation to Principle 7.6 of the Corporate Governance Code (the "2020 Code"). However, the introduction of shareholding guidelines in the proposed 2025 Remuneration Policy, subject to vote at the upcoming Annual General Meeting, should represent a step to further align the interests of Non-Executive Directors to those of shareholders, in the spirit of the Belgian 2020, Corporate Governance Code. Board members residing in a country where the time zone difference with Belgium is five hours or more receive a special travel allowance.

1 Cumulative with annual board fees except for Chair, as included in annual board fees

2024 Remuneration Outcomes for the CEO and the Executive Committee Members

Total Remuneration summary

The below provides an overview of the **total direct compensation** of our CEO and Executive Committee members:

	1 Fixed Remuneration	2 Variable Remuneration		Total Direct Compensation
Incumbent Name – Position	Base pay	One-Year Variable (Bonus)	Multi-Year Variable (LTI Vesting)	
Jean-Christophe Tellier – CEO	€ 1,354,734	€ 2,089,325	€ 2,724,338	€ 6,168,397
Other Members of the Executive Committee	€ 4,791,093	€ 5,041,112	€ 6,621,268	€ 16,453,473

The CEO's total direct compensation (Base Salary + Bonus + LTI Vesting) for 2024 amounts to € 6,168,397 (excluding pension contributions and other benefits), compared to € 2,967, 281 in 2023, representing an overall increase in total direct compensation of 108% vs 2023. The increase is mainly related to the vesting of the 2021-2023 PSP in 2024 (compared to non-vesting in the previous period), as discussed below.

The 2024 bonus was 33% higher than the previous year driven by UCB exceptionally reaching the maximum Corporate Performance Multiplier of 150%.

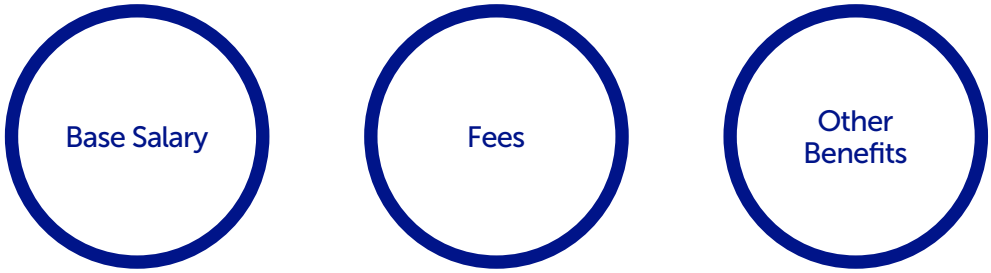
The aggregated Executive Committee total direct compensation (Base Salary + Bonus + LTI Vesting) for 2024 amounts to € 16,453,473, or an increase of 72% compared to € 9,563,800 in 2023 (excluding pension contributions and other benefits).

The below provides an overview of the **total remuneration** of our CEO and Executive Committee members:

	1 Fixed Remuneration			2 Variable Remuneration		3 Extraordinary Items	4 Pension Expense	5 Total Remuneration with vested LTI	Proportion of Fixed and Variable Remuneration with vested LTI	
Incumbent Name – Position	Base pay	Fees	Other benefits	One-Year Variable (Bonus)	Multi-Year Variable (LTI) Vest				Fixed [(1 + 4) / (5 – 3)]	Variable [2 / (5 -3)]
Jean-Christophe Tellier – CEO	€ 1,354,734	€ 86,000	€ 116,475	€ 2,089,325	€ 2,724,338	€ 0	€ 422,771	€ 6,793,643	29%	71%
Other Members of the Executive Committee	€ 4,791,093	€ 0	€ 2,457,053	€ 5,041,112	€ 6,621,268	€ 0	€ 863,742	€ 19,774,268	41%	59%

The 2021-2023 performance share plan vested on April 1, 2024 at 95% of the shares originally granted. The 2020 grant of stock options vesting on January 1, 2024 for the Belgian-contracted employees, including the CEO. For the other members, the 2021 grant of options vested on April 1, 2024. The vested value of stock options for the CEO represented € 97,318 in 2024 while the aggregate value vested in favor of the rest of the Executive Committee (not necessarily exercised in 2024) represented € 565,238

A. Fixed Remuneration



Base Salary

The table below shows the 2024 base salary levels of the CEO and the Executive Committee:

Incumbent Name – Position	2024
Jean-Christophe Tellier – CEO	€ 1,354,734
Other Members of the Executive Committee	€ 4,791,093

The CEO's salary evolved by 5% (from € 1,290,223 in 2023) and decreased by 8% for the other Executive Committee members (from € 5,194,323 in 2023), noting that there were several changes in composition in 2024. The increases aligned to observed market movements, positioning versus benchmark for each role and in line with the overall salary movements of the broader workforce.

Fees

The CEO is also entitled to director fees as Board member of UCB SA. For 2024, these fees amounted to € 86,000 (€ 80,000 in annual fees and € 6,000 in presence fees).

Other Benefits

Insurances, as well as benefits due in line with our standard Global Mobility policies and our remuneration policy, are included in "Other Benefits." The timing when some benefits accrue under the Global Mobility policies, fluctuations in exchange rates, and the evolution in share price have contributed to a notable variation in the reportable amount, also for the CEO.

For the CEO these other benefits represented an amount of € 116,475 (compared to € 745,357 in 2023), while for other Executive Committee members this amounted to a total aggregate amount of € 2,457,053.

B. Variable Remuneration

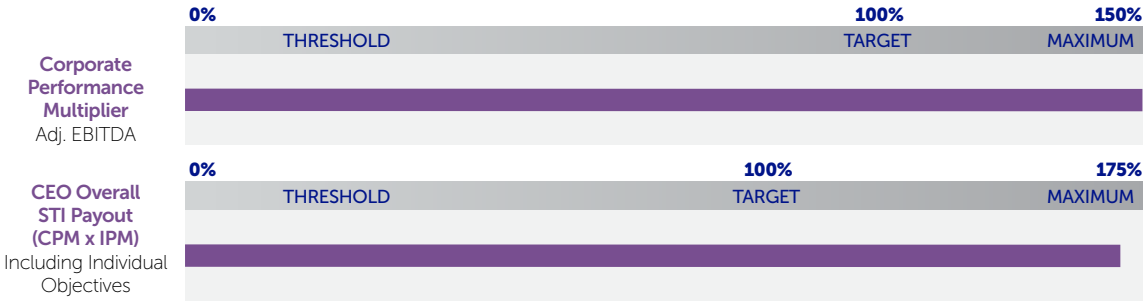
Bonus ("One-Year Variable") 2024 performance against targets

The achievement of performance targets was measured during the period that started on January 1, 2024 and ended on December 31, 2024. The Corporate Performance Multiplier is determined by the actual Adj. EBITDA versus the budget, at constant exchange rates. Thanks to a continued focus on managing operating expenses, combined with exceptional outperformance of revenues, the target set for 2024 was exceeded, reaching the maximum Company Performance Multiplier level of 150%. The Individual Performance Multiplier was proposed by the GNCC, considering CEO performance against key priority areas shown opposite. The maximum cap of 175% of target for the bonus was reached for the CEO and for several Executive Committee members. The application of the HSWB modifier was applied, resulting in an overall bonus of 170% of target. For the CEO the resulting bonus increased in 2024 by 33% vs the previous year.

The application of the HSWB negative modifier (of -5%) was applied to the bonus outcomes, resulting in a bonus of 170% of target for the CEO, and also reduced the bonuses of the other Executive Committee members.

The overall decline in the 2024 index is mainly due to the safety performance component, represented by the Lost Time Injury Rate, which accounts for 30% of the index value. This drop is attributed to an increase in work accidents with lost time, with 47 incidents recorded in 2024 against a target of 29 (vs 25 in 2023). Notably, 70% of these accidents occurred on the Braine-l'Alleud campus, which hosts a significant population and is currently expanding operations. While high-potential incidents (those that can result in severe injury) have decreased, a mitigation plan is in place to strengthen safety expectations and improve safety processes, aiming for ISO 45001 certification for the campus (see Sustainability Statement for more information on this metric).

The payout level for the individual objectives for the CEO were proposed to the Board by the GNCC based on the performance assessment at the end of the cycle as summarized below in the key priority areas for 2024. The outcome for 2024 is as follows:



CEO Bonus	**Target** % of Base Salary	**Actual** % of Base Salary	**Actual** Amount
Jean-Christophe Tellier	90%	65%	€ 2,089,325

Performance measure	2024 CEO performance against key priority areas
Shareholder Value (EXCEEDED)	UCB focused on the five growth drivers, BIMZELX®, FINTEPLA®, RYSTIGGO®, ZILBRYSQ® and EVENITY® and delivered double-digit revenue growth. Revenue and cashflow outcomes significantly exceeded target, thanks to strong product launches. Adjusted EBITDA is not part of the individual goals as it forms the Corporate Performance Multiplier (target was exceeded). UCB also sold established brand products in Europe and China, to further focus on the five growth drivers. With continued agile resource reallocation across the organization we were able to sustain our resilience as well as continue to invest in R&D as well as our clinical pipeline. ESG ratings were either improved (Sustainalytics: 13.7; ISS ESG: B-, CDP Water Security: A-) or maintained (MSCI: AA, CDP Climate Change: A) by year-end 2024, vs year-end 2023, positioning UCB in the leaders of the pharmaceutical industry: This strong performance is confirmed by Sustainalytics that ranked us #1 in the Biotech segment.
Value for Patients (EXCEEDED)	2024 has seen UCB deliver 25 approvals and launches in key regions such as the U.S., EU and Japan, a tremendous achievement above expectations. Our access performance was strong with a total of 59 reimbursements or negotiated managed access obtained across all our geographies. These results are the basis for our Access Coverage Performance index that reached 82% (vs. a target of 78%). Regarding Time to Access, more than half of the reimbursements were obtained faster than the industry benchmark (IQVIA source), allowing our Time to Access Index to reach 55%, almost reaching our 56% target. On target with 3 quality candidates entering the pipeline and above target with 4 clinical Proof of Concept Results (vs a target of 3). Reaching a level of 99.3%, we exceeded our target of 99% of products "On time and In full" (OTIF) at the customer point of delivery – securing supply of our products with no stock out for our patients.

Performance measure	2024 CEO performance against key priority areas
Value for our People (MET OVERALL)	Employee engagement remained high, at 76%, exceeding the level of 74% in 2024 (which was our goal) and our employee survey also demonstrated that employees feel a strong sense of purpose in their roles at UCB. We determined that there were substantial efforts toward our Diversity, Equity, and Inclusion-related ambitions. Our appraisal of such efforts was informed by the Company's progress toward its aspiration to have 42% and 45% representation of women on its executive team by 2024 and 2025, respectively. As of 2024, the percentage of women executives was 41.3%. The Company's efforts toward its 45% aspirational goal will remain a focus for 2025. Our Ethical Mindset scores improved further (82.7% vs 81.8% in 2023), with the target achieved. The HSWB index target was not met, as explained in the introduction to this section. The negative modifier was triggered, based on the threshold of 80% in place, reducing the bonus of the CEO and Executive Committee and is therefore not aggregated here.
Value for the Planet (PROGRESS MADE)	We advanced well on our efforts to reduce our environmental footprint while obtaining SBTi validation for our Net-zero targets. In our efforts to progress towards having medicines with low environmental impact, 13 out of 19 products saw an improvement on our internal rating, below our target of 100%. We made good progress in reducing our Scope 1, 2 and 3 GHG emissions (excluding category 3.1) compared to our 2019 baseline mainly due to our energy usage reduction and the transition to renewable energy. We reached 70% of existing suppliers (category 3.1) committed to Science Based Targets.
Other goals (ON TRACK)	Several focus goals are discussed in the performance highlights of the Integrated Annual Report. A key achievement was the transformation of UCB's operating model with a view to better aligning the organization to key stakeholders in our ecosystem as we enter a decade of growth. This was accompanied by a re-alignment of the culture and ways of working, with a renewed focus on leadership accountability and evolution of our governance models.

Overall, we believe that in 2024 UCB made great progress in meeting its commitments to creating sustainable value for patients, our people, shareholders and society.

The CEO proposed individual performance multipliers for each of the other Executive Committee members to the GNCC for consideration prior to Board endorsement. The combined total value of bonuses paid to the Executive Committee amounted to € 5,041,112.

LTI ("Multi-Year Variable")

In 2024, the CEO and Executive Committee members were awarded an LTI grant between the LTI target and the maximum policy value.

A) LTI Granted in 2024

The table below details the number of **stock options** and **performance shares** that were granted in 2024:

	Stock Options					Performance Shares				
Incumbent Name – Position	Number of Stock Options Granted	Vesting Date	Strike Price[1]	Binomial value per Unit[2]	Binomial Value at Grant	Number of Performance Shares Granted	Vesting Date	Binomial value per Unit[2]	Value at Grant	Total Value at Grant
Jean-Christophe Tellier – CEO	37,876	01-Jan-28	109.8	30.45	€ 1,153,324	28,158	01-Apr-27	95.59	€ 2,691,623	€ 3,844,947
Emmanuel Caeymaex	10,393	01-Jan-28	109.8	30.45	€ 316,467	7,726	01-Apr-27	95.59	€ 738,528	€ 1,054,995
Fiona du Monceau	7,727	01-Jan-28	109.8	30.45	€ 235,287	5,744	01-Apr-27	95.59	€ 549,069	€ 784,356
Sandrine Dufour	12,582	01-Jan-28	109.8	30.45	€ 383,122	9,354	01-Apr-27	95.59	€ 894,149	€ 1,277,271
Jean-Luc Fleurial	8,289	01-Jan-28	109.8	30.45	€ 252,400	6,162	01-Apr-27	95.59	€ 589,026	€ 841,426
Alistair Henry[3]										
Iris Loew-Friedrich	9,795	01-Apr-27	109.8	30.45	€ 298,258	7,282	01-Apr-27	95.59	€ 696,086	€ 994,344
Kirsten Lund-Jurgensen	8,473	01-Apr-27	114.4	30.45	€ 258,003	6,299	01-Apr-27	95.59	€ 602,121	€ 860,124
Dhavalkumar Patel[4]	12,927	01-Apr-27	114.4	30.45	€ 393,627	9,610	01-Apr-27	95.59	€ 918,620	€ 1,312,247
Denelle Waynick Johnson	9,281	01-Apr-27	114.4	30.45	€ 282,606	6,899	01-Apr-27	95.59	€ 659,475	€ 942,082

1 Average of the closing prices between 2 March and 31 March of the year or closing price of 31 March as specified by Belgian or other relevant legislation.
2 Binomial valuation: an objective technique for pricing long-term incentives and which determines a fair value of the stock price over the life of a Long-Term Incentive
3 Alistair Henry joined the Executive Committee after the April 1, 2024 grant.
4 Dhavalkumar Patel retired end Q2 2024.

B) LTI Vested in 2024

The table below details the number of **stock options**, **stock awards** and **performance shares**, granted to the Executive Committee members in previous years (reported in previous annual reports) and which have vested during the calendar year:

	Stock options				
	Grant Date	Vesting date	Number vested (not exercised)	Exercise price	Plan specification
Jean-Christophe Tellier - CEO	01-Apr-20	01-Jan-24	40,214	76.21	Performance Shares
Emmanuel Caeymaex	01-Apr-20	01-Jan-24	10,966	76.21	Performance Shares
Fiona du Monceau[1]					
Sandrine Dufour [1]					Performance Shares
Jean-Luc Fleurial	01-Apr-20	01-Jan-24	8,695	76.21	Performance Shares
Alistair Henry[4]					
Iris Löw-Friedrich	01-Apr-21	01-Apr-24	8,514	79.99	Performance Shares
Kirsten Lund-Jurgensen	01-Apr-21	01-Apr-24	6,112	81.12	Performance Shares
Dhavalkumar Patel[5]	01-Apr-20	01-Jan-24	13,328	76.21	Performance Shares
					Phantom Performance Shares
Denelle Waynick Johnson[4]					

1 Fiona du Monceau and Sandrine Dufour joined UCB after the 2020 LTI grant.

2 The 2021 Performance Shares vested at 95% of target.

3 Market value of the UCB share on the date of vesting defined as the average of the high and the low price of the UCB share on that date unless specified by local legislation.

4 Alistair Henry joined the the Executive Committee after the 2021 LTI grant and Denelle Waynick Johnson joined UCB after the 2021 LTI grant.

5 Dhavalkumar Patel retired in Q2 2024. The Performance Shares granted in 2019, 2022 and 2023 vested in cash, reduced pro rata temporis as per Plan rules. According to the 2024 Performance Shares Plan rules, some Performance Shares were forfeited based on the pro rata temporis reduction. The remaining 2024 Performance Shares will vest on the original vesting date (April 1, 2027), contingent on the company performance against defined metrics.

Performance shares

Award date	Vesting date	Performance period	Total number of shares vested[2]	Share market value upon vesting[3]	Total value upon vesting (€)
01-Apr-21	01-Apr-24	2021-2023	23,115	113.65	2,627,020
01-Apr-21	01-Apr-24	2021-2023	6,483	113.65	736,793
01-Apr-21	01-Apr-24	2021-2023	6,162	113.65	700,311
01-Apr-21	01-Apr-24	2021-2023	5,024	113.65	570,978
01-Apr-21	01-Apr-24	2021-2023	6,454	112.9	728,657
01-Apr-21	01-Apr-24	2021-2023	4,634	113.65	526,654
01-Apr-21	01-Apr-24	2021-2023	6,942	113.65	788,958
01-Apr-22	01-Apr-25	2022-2024	4,648	138.08	641,796
01-Apr-23	01-Apr-26	2023-2025	3,213	138.08	443,651
01-Oct-19	01-Oct-24	2019-2024	6,650	138.08	918,232

Performance shares vested in April 2024 in relation to the April 2021 grant. The vesting of those performance shares was subject to three-year performance against the following criteria for the years 2020 - 2022:

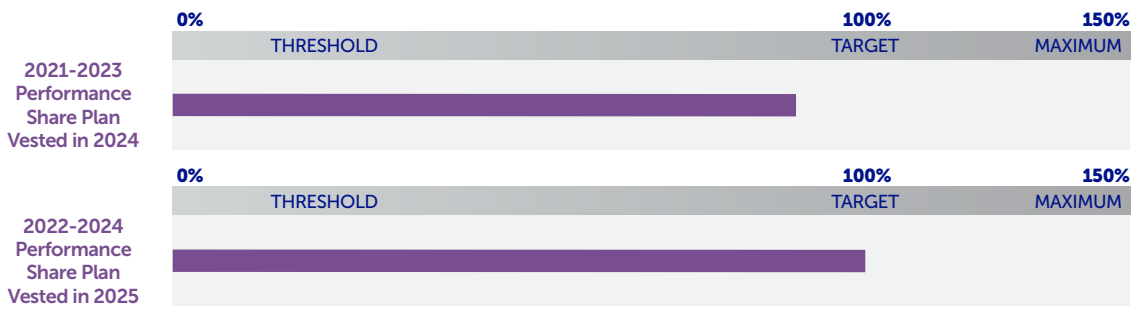
- **Adjusted Cumulative Operating Cashflow (50% weighting)**
- **Compounded Annual Revenue Growth (50% weighting)**

As reported in the 2023 remuneration report, for the Performance Share Plan 2021-2023, following shareholder engagement, the targets set for the plan were subject to discretionary restatement, given that the launch of BIMZELX® in the U.S. occurred only at the end of 2023, when the original plan assumed a launch two years earlier, BIMZELX® U.S. revenue and related cashflow would be removed from the 2021-2023 Plan and the payout curve reset. Any actual revenues and cashflow from BIMZELX® U.S. would also be excluded.

Considering actual performance at the end of 2023, it was proposed that if the final payout would be over 100%, a cap would be placed on payout at 100% for the Executive Committee.

While the restated targets were met, an overall payout level of **95%** was recommended by the Board of Directors, to better align the plan outcome to the shareholder experience over the performance period.

The targets that were set are commercially sensitive, especially in the early launch phase of BIMZLEX® in the U.S. and therefore this information is not disclosed. We believe it is in the interest of our stakeholders to protect the launch of our new products in a highly competitive environment.



C) LTI Vesting in 2025

The 2022-2024 Performance Share Plan (vesting in April 2025 and reportable in the 2025 Remuneration Report) had three metrics. Performance against both financial measures (i.e. Adjusted Cumulative Operating Cashflow and Compounded Annual Revenue Growth) significantly exceeded target. The stretched threshold set in 2022 for 2024 for the Patient Access metric in the plan was not met. Overall, the plan would have vested at 121.5%, however, for the CEO and Executive Committee, as agreed with our shareholders when re-stating the targets, the overall payout is capped at 100%.

Metric	Weight	Expected Payout
Financial	**90%**	
Compounded Annual Revenue Growth	45%	150%
Adjusted Cumulative Operating Cashflow	45%	120%
Extra-Financial	**10%**	
Access	10%	0%
	Overall Payout	**121.5%**
	Capped for CEO and Executive Committee	**100%**

D) LTI Forfeited in 2024

The below stock options and performance shares granted to the Executive Committee members in previous years were forfeited in 2024:

	Plan specification	Award date	Number of awards forfeited	Date forfeited
Dhavalkumar Patel[1]	Performance Shares	01-Apr-22	1,549	30/06/2024
Dhavalkumar Patel[1]	Performance Shares	01-Apr-23	4,497	30/06/2024
Dhavalkumar Patel[2]	Performance Shares	01-Apr-24	8,809	30/06/2024
Dhavalkumar Patel[1]	Phantom Performance Shares	01-Oct-19	350	30/06/2024

C. Extraordinary Items

Termination payments

There were no termination payments made in 2024.

Sign-on fees

There were no sign-on fees awarded in 2024.

D. Pension expense

Incumbent Name – Position	Pension Expense
Jean-Christophe Tellier – CEO	€ 422,771
Other Members of the Executive Committee	€ 863,742

For details of the applicable pension plans, see Application of Remuneration Policy section.

1 Dhavalkumar Patel retired end Q2 2024. The Performance Shares granted in 2019, 2022 and 2023 vested in cash, reduced pro rata temporis as per the Performance Shares Plan rules.

2 Per the 2024 Performance Shares Plan rules, a number of Performance Shares forfeited based on the pro rata temporis rule. The remaining 2024 Performance Shares will vest on the original vesting date (April 1, 2027), contingent on the company performance against defined metrics.

E. Relative pay comparison

Remuneration of Non-Executive Directors, Executive Committee, Employees and Company Performance over 5 years

The below table is a summary of the evolution of total remuneration of our Non-Executive Directors, CEO, Executive Committee, our average employee and compared to company performance over the last five years, represented here by year-on-year growth of revenue and Adj. EBITDA.

	2020	2021	2022	2023	**2024**
Remuneration of the Board	€ 1,457,500	€ 1,690,833	€ 1,771,822	€ 1,676,333	**€ 1,891,265**
Change year on year (YoY)	-4.30%	16.00%	4.80%	-5.40%	**12.80%**
Remuneration of CEO[1]	€ 6,832,748	€ 6,244,384	€ 5,808,530	€ 4,199,791	**€ 6,793,643**
Change year on year (YoY)	17.5%	-8.6%	-7.0%	-27.7%	**61.8%**
Remuneration of members of the Executive Committee[2]	€ 19,049,904	€ 16,953,966	€ 16,725,716	€ 13,838,749	**€ 19,774,268**
Change YoY	-23.2%	-11.0%	-1.3%	-17.3%	**42.9%**
Company Performance					
Revenue (Change YoY)					
at real rate	9%	8%	-4%	-6%	**17%**
at constant rate	8%	10%	-7%	-5%	**19%**
Adj. EBITDA (Change YoY)					
at real rate	1%	14%	-23%	7%	**9%**
at constant rate	-4%	21%	-21%	-1%	**18%**
Total Remuneration of employees (in EUR Millions)	€ 1,180	€ 1,382	€ 1,491	€ 1,510	**€ 1,836**
FTE	€ 7,899	€ 8,431	€ 8,546	€ 8,745	**€ 9,299**
Average cost per FTE (IFRS)	€ 149,392	€ 163,922	€ 174,459	€ 172,670	**€ 198,938**
Change YoY	-5.06%	9.73%	6.43%	-1.03%	**15.21%**

Total Remuneration of CEO versus Lowest Remunerated Employee

The below table shows a comparison of the 2024 remuneration of our CEO (in €), to the 2024 remuneration of the lowest paid fulltime UCB SA employee (in €). The remuneration includes fixed and variable remuneration (LTI vesting for our CEO) as well as employee benefits, excluding employer social security charges.

	2024
Ratio of Total Remuneration of CEO versus Lowest Remunerated Employee	**1:95**

F. CEO and Executive Committee Share-based Remuneration

Shareholding Guidelines

In 2021 UCB implemented shareholding guidelines for its CEO and Executive Committee members. Each member has five years to meet their respective requirement, since the inception of this guideline (i.e. by April 2026). Currently the CEO meets this requirement and so do the longer serving members of the committee (i.e. those with 5+ years of service on December 31, 2024).

1 Board fees are reported as part of the total remuneration of CEO.

2 Executive Committee composition has varied in recent years.

Extraordinary items, if any, would be excluded from Executive Committee remuneration, due to their non-recurrent nature. Average employee remuneration is calculated on the basis of actual employee salary and benefit costs (excluding employer social security charges and CEO remuneration), divided by the number of employees, on a year-by-year basis.

LTI Information

The tables below detail the opening and closing balance, as well as movements during the year of share-based remuneration for each of the Executive Committee Members (both current and former).

	The main conditions of the share option plans				
Incumbent name	**Plan specification**	**Grant date**	**Vesting date**	**Exercise period**	**Strike price (€)**
Jean-Christophe Tellier – CEO	Stock Appreciation rights	01-Apr-14	01-Apr-17	7 years	58.12
	Stock Options	01-Apr-15	01-Jan-19	6.25 years	67.35
		01-Apr-16	01-Jan-20	6.25 years	67.24
		01-Apr-17	01-Jan-21	6.25 years	70.26
		01-Apr-18	01-Jan-22	6.25 years	66.18
		01-Apr-19	01-Jan-23	6.25 years	76.09
		01-Apr-20	01-Jan-24	6.25 years	76.21
		01-Apr-21	01-Jan-25	6.25 years	79.99
		01-Apr-22	01-Jan-26	6.25 years	102.04
		01-Apr-23	01-Jan-27	6.25 years	79.97
		01-Apr-24	01-Jan-28	6.25 years	109.80
Emmanuel Caeymaex	Stock Options	01-Apr-15	01-Jan-19	6.25 years	67.35
		01-Apr-16	01-Jan-20	6.25 years	67.24
		01-Apr-17	01-Jan-21	6.25 years	70.26
		01-Apr-18	01-Jan-22	6.25 years	66.18
		01-Apr-19	01-Jan-23	6.25 years	76.09
		01-Apr-20	01-Jan-24	6.25 years	76.21
		01-Apr-21	01-Jan-25	6.25 years	79.99
		01-Apr-22	01-Jan-26	6.25 years	102.04
		01-Apr-23	01-Jan-27	6.25 years	79.97
		01-Apr-24	01-Jan-28	6.25 years	109.80
Fiona du Monceau	Stock Options	01-Apr-24	01-Jan-28	6.25 years	109.80
Sandrine Dufour	Stock Options	01-Apr-21	01-Jan-25	6.25 years	79.99
		01-Apr-22	01-Jan-26	6.25 years	102.04
		01-Apr-23	01-Jan-27	6.25 years	79.97
		01-Apr-24	01-Jan-28	6.25 years	109.80
Jean-Luc Fleurial	Stock Options	01-Apr-18	01-Jan-22	6.25 years	66.18
		01-Apr-19	01-Jan-23	6.25 years	76.09
		01-Apr-20	01-Jan-24	6.25 years	76.21
		01-Apr-21	01-Jan-25	6.25 years	79.99
		01-Apr-22	01-Jan-26	6.25 years	102.04
		01-Apr-23	01-Jan-27	6.25 years	79.97
		01-Apr-24	01-Jan-28	6.25 years	109.80
Alistair Henry[4]	Stock Options				
Iris Loew-Friedrich	Stock Options	01-Apr-14	01-Apr-17	7 years	58.12
		01-Apr-15	01-Apr-18	7 years	67.35
		01-Apr-16	01-Apr-19	7 years	67.24
		01-Apr-17	01-Apr-20	7 years	70.26
		01-Apr-18	01-Apr-21	7 years	66.18
		01-Apr-19	01-Apr-22	7 years	76.09
		01-Apr-20	01-Apr-23	7 years	76.21
		01-Apr-21	01-Apr-24	7 years	79.99
		01-Apr-22	01-Apr-25	7 years	102.04
		01-Apr-23	01-Apr-26	7 years	79.97
		01-Apr-24	01-Apr-27	7 years	109.80

Information regarding the reported financial year							
Opening balance	During the year					Closing balance	
Share options outstanding begin year	Share options awarded		Share options vested		Share options exercised	Share options unvested	Share options vested but unexercised
	Number	Value (€)[1]	Number	Value (€)[2,3]			
30,656					30,656		
26,800					26,800		
38,792							38,792
39,273							39,273
44,741							44,741
39,623							39,623
40,214			40,214	97,318			40,214
30,490						30,490	
27,892						27,892	
27,369						27,369	
	37,876	1,153,324				37,876	
5,191					5,191		
9,904					9,904		
10,822					8,000		2,822
11,741							11,741
10,499							10,499
10,966			10,966	26,538			10,966
8,551						8,551	
7,937						7,937	
8,011						8,011	
	10,393	316,467				10,393	
	7,727	235,287				7,727	
8,128						8,128	
9,008						9,008	
9,179						9,179	
	12,582	383,122				12,582	
7,519					7519		
8,405							8,405
8,695			8,695	21,042	8,695		
6,626						6,626	
6,211						6,211	
6,329						6,329	
	8,289	252,400				8,289	
15,666					15,666		
15,521					15,521		
14,401					14,401		
12,554					12,554		
14,472					14,460		12
10,739							10,739
11,775							11,775
8,514			8,514	286,581			8,514
7,699						7,699	
7,054						7,054	
	9,795	298,258				9,795	

1 Binomial value on the date of grant
2 The average of the high and the low UCB share price on the vesting date less the exercise price times the number of stock options
3 The average of the high and the low UCB share price amounted to EUR 78.63 on January 1, 2024. It amounted to EUR 113.65 on April 1, 2024.
4 Alistair Henry joined the Executive Committee after the April 1, 2024 grant.

The main conditions of the share option plans

Incumbent name	Plan specification	Grant date	Vesting date	Exercise period	Strike price (€)
Kirsten Lund-Jurgensen	Stock Appreciation rights	01-Apr-20	01-Apr-23	7 years	79.00
		01-Apr-21	01-Apr-24	7 years	81.12
		01-Apr-22	01-Apr-25	7 years	108.45
		01-Apr-23	01-Apr-26	7 years	82.44
		01-Apr-24	01-Apr-27	7 years	114.4
Dhavalkumar Patel	Stock Options	01-Apr-18	01-Jan-22	6.25 years	66.18
		01-Apr-19	01-Jan-23	6.25 years	76.09
		01-Apr-20	01-Jan-24	6.25 years	76.21
		01-Apr-21	01-Jan-25	6.25 years	79.99
		01-Apr-22	01-Jan-26	6.25 years	102.04
		01-Apr-23	01-Jan-27	6.25 years	79.97
	Stock Appreciation rights	01-Apr-24	01-Apr-27	7 years	114.40
Denelle Waynick Johnson	Stock Appreciation rights	01-Apr-23	01-Apr-26	7 years	82.44
		01-Apr-24	01-Apr-27	7 years	114.40

Information regarding the reported financial year

Opening balance	During the year					Closing balance	
Share options outstanding begin year	Share options awarded		Share options vested		Share options exercised	Share options unvested	Share options vested but unexercised
	Number	Value (€)[1]	Number	Value (€)[2,3]			
8,617					8,617		
6,112			6,112	198,823	6,112		
5,746						5,746	
6,477						6,477	
	8,473	258,003				8,473	
15,273							15,273
14,142							14,142
13,328			13,328	32,254			13,328
9,157						9,157	
8,319						8,319	
8,315						8,315	
	12,927	393,627				12,927	
6,529						6,529	
	9,281	282,606				9,281	

1 Binomial value on the date of grant

2 The average of the high and the low UCB share price on the vesting date less the exercise price times the number of stock options

3 The average of the high and the low UCB share price amounted to EUR 78.63 on January 1, 2024. It amounted to EUR 113.65 on April 1, 2024.

The main conditions of the performance share plans

Incumbent name	Plan specification	Performance period	Award date	Vesting date
Jean-Christophe Tellier – CEO	Performance Shares	2021-2023	01-Apr-21	01-Apr-24
		2022-2024	01-Apr-22	01-Apr-25
		2023-2025	01-Apr-23	01-Apr-26
		2024-2026	01-Apr-24	01-Apr-27
Emmanuel Caeymaex	Performance Shares	2021-2023	01-Apr-21	01-Apr-24
		2022-2024	01-Apr-22	01-Apr-25
		2023-2025	01-Apr-23	01-Apr-26
		2024-2026	01-Apr-24	01-Apr-27
Fiona du Monceau	Performance Shares	2024-2026	01-Apr-24	01-Apr-27
Sandrine Dufour	Performance Shares	2021-2023	01-Apr-21	01-Apr-24
		2022-2024	01-Apr-22	01-Apr-25
		2023-2025	01-Apr-23	01-Apr-26
		2024-2026	01-Apr-24	01-Apr-27
Jean-Luc Fleurial	Performance Shares	2021-2023	01-Apr-21	01-Apr-24
		2022-2024	01-Apr-22	01-Apr-25
		2023-2025	01-Apr-23	01-Apr-26
		2024-2026	01-Apr-24	01-Apr-27
Alistair Henry[4]	Performance Shares			
Iris Loew-Friedrich	Performance Shares	2021-2023	01-Apr-21	01-Apr-24
		2022-2024	01-Apr-22	01-Apr-25
		2023-2025	01-Apr-23	01-Apr-26
		2024-2026	01-Apr-24	01-Apr-27
Kirsten Lund-Jurgensen	Performance Shares	2021-2023	01-Apr-21	01-Apr-24
		2022-2024	01-Apr-22	01-Apr-25
		2023-2025	01-Apr-23	01-Apr-26
		2024-2026	01-Apr-24	01-Apr-27
Dhavalkumar Patel[5]	Performance Shares	2021-2023	01-Apr-21	01-Apr-24
		2022-2024	01-Apr-22	01-Apr-25
		2023-2025	01-Apr-23	01-Apr-26
		2024-2026	01-Apr-24	01-Apr-27
	Phantom Performance Shares	2019-2024	01-Oct-19	01-Oct-24
Denelle Waynick Johnson	Performance Shares	2023-2025	01-Apr-23	01-Apr-26
		2024-2026	01-Apr-24	01-Apr-27

Information regarding the reported financial year					
Opening balance	During the year				Closing balance
Performance shares outstanding – begin year	Shares awarded		Shares vested		Subject to Performance Conditions – unvested
	Number	Value (€)[1]	Number	Value (€)[2,3]	
24,332			23,115	2,627,020	0
20,778					20,778
25,378					25,378
	28,158	2,691,623			28,158
6,824			6,483	736,793	0
5,913					5,913
7,428					7,428
	7,726	738,528			7,726
	5,744	549,069			5,744
6,486			6,162	700,311	0
6,711					6,711
8,512					8,512
	9,354	894,149			9,354
5,288			5,024	570,978	0
4,627					4,627
5,869					5,869
	6,162	589,026			6,162
6,794			6,454	728,657	0
5,735					5,735
6,541					6,541
	7,282	696,086			7,282
4,878			4,634	526,654	0
4,281					4,281
6,006					6,006
	6,299	602,121			6,299
7,307			6,942	788,958	0
6,197			4,648	641,796	0
7,710			3,213	443,651	0
	9,610	918,620			801
7,000			6,650	918,232	0
6,054					6,054
	6,899	659,475			6,899

1 Binomial value of the Performance Shares on April 1, 2024. The binomial valuation is an objective technique for pricing long-term incentives and which determines a fair value of the stock price over the life of a long-term incentive

2 Market value of the UCB share on the date of vesting defined as the average of the high and the low price of the UCB share on that date unless specified by local legislation.

3 For Iris Loew-Friedrich, the valuation is based on the low price on the vesting date in accordance with the German legislation.

4 Alistair Henry joined the Executive Committee after the April 1, 2024 grant.

5 Dhavalkumar Patel retired in Q2 2024. The Phantom Performance Shares granted in 2019 vested in cash reduced pro rata temporis as defined in the 2019 Performance Shares Plan rules.The Performance Shares granted in 2022 and 2023 vested in cash reduced pro rata temporis as defined in the 2022 and 2023 Performance Shares Plan rules. As defined in the 2024 Performance Shares Plan rules, a number of Performance Shares forfeited based on the reduction pro rata temporis rule. The 2024 Performance Shares which did not forfeit, will vest on the original vesting date (April 1, 2027) depending upon company performance against defined metrics.

2024 Remuneration of Non-Executive Directors

The following table sets out the remuneration received by each Non-Executive Director in 2024. This includes the fixed annual payment for Board and Committee memberships, the attendance fees per Board meeting, and any travel allowances paid.

Remuneration Directors			Remuneration as Director			Remuneration as Committee member			
		Attendance rate (6 meetings)	**Fixed remuneration as Director**	**Board attendance fees**	**Travel Allowance**	**Audit Committee**	**GNCC**	**Scientific Committee**	**Total**
Jonathan Peacock	Chair and Chair of Audit Committee[1]	6/6	€ 330,000		€ 45,000	€ 15,000			**€ 390,000**
Charles-Antoine Janssen	Vice Chair[2]	6/6	€ 111,913	€ 8,500		€ 4,549	€ 13,563		**€ 138,525**
Fiona du Monceau	Vice Chair and Chair of the GNCC[3]	1/1	€ 24,262	€ 1,500			€ 7,077		**€ 32,839**
Jean-Christophe Tellier	Executive Director	6/6	€ 80,000	€ 6,000					**€ 86,000**
Pierre L. Gurdjian		6/6	€ 80,000	€ 6,000			€ 17,000		**€ 103,000**
Jan Berger		6/6	€ 80,000	€ 6,000	€ 45,000				**€ 131,000**
Kay Davies	Chair of the Scientific Committee and Chair of the GNCC[4]	5/6	€ 80,000	€ 5,000			€ 31,361	€ 25,027	**€ 141,388**
Albrecht De Graeve[5]		2/2	€ 26,667	€ 2,000					**€ 28,667**
Susan Gasser		6/6	€ 80,000	€ 6,000				€ 22,500	**€ 108,500**
Cyril Janssen		6/6	€ 80,000	€ 6,000					**€ 86,000**
Cédric van Rijckevorsel[6]		6/6	€ 80,000	€ 6,000		€ 17,951			**€ 103,951**
Ulf Wiinberg[7]		6/6	€ 80,000	€ 6,000	€ 45,000		€ 13,563		**€ 144,563**
Maëlys Castella		6/6	€ 80,000	€ 6,000		€ 22,500			**€ 108,500**
Nefertiti Greene[8]		4/4	€ 53,333	€ 4,000	€ 30,000		€ 11,333		**€ 98,667**
Rodolfo Savitzky[9]	Chair of Audit Committee	4/4	€ 53,333	€ 4,000		€ 30,000			**€ 87,333**
Dolca Thomas[10]		4/4	€ 53,333	€ 4,000	€ 30,000			€ 15,000	**€ 102,333**
			€ 1,372,842	€ 77,000				**Grand total:**	**€ 1,891,265**

1 Chair of Audit Committee until April 24 2024 AGM
2 Becomes Vice-Chair of the Board, joins GNCC, leaves Audit Committee on March 15 2024
3 Steps down as Vice-Chair of the Board and Chair of GNCC on March 15 2024
4 Becomes Chair of GNCC, steps down as Chair of Scientific Committee, and stays on as a member on March 15 2024
5 Steps down from the Board as of April 24 2024
6 Joins the Audit Committee as of March 15 2024
7 Joins the GNCC as of March 15 2024
8 As of April 25 2024, joins the GNCC
9 As of April 25 2024, becomes Chair of Audit Committee
10 As of April 25 2024, joins the Scientific Committee

3.9 Main features of the internal control and risk management systems of UCB

3.9.1 Internal control

As the governing body of UCB, the Board provides entrepreneurial leadership to UCB and is responsible for approving the strategy, goals and objectives of the Company. This includes overseeing the establishment, implementation and review of an effective system of internal controls, as described herein, as well as the risk management processes as further described in 3.8.2 below.

The Audit Committee assists the Board in its responsibility of monitoring the internal control and risk management processes established by the management of UCB and the UCB Group as a whole; the effectiveness of the overall internal control processes of UCB; the overall financial reporting process; the External Auditor (including its appointment procedure); and the Global Internal Audit function and its effectiveness.

UCB management is responsible for establishing and maintaining within UCB adequate internal controls to provide reasonable assurance regarding the reliable nature of financial information, compliance with relevant laws and regulations, in the most efficient manner. The internal controls process is monitored worldwide by the Internal Controls Department in an automated manner for system access and segregation of duties, process control-self assessment testing, and continuous controls monitoring. Information systems are developed to support UCB's long- term objectives and are managed by a professionally staffed Digital Technology team.

As an important component of the management system of internal controls, UCB updates its business plan and forecasts on an annual basis and prepares a detailed annual budget for each financial year that is considered and approved by the Board. A management reporting system is in place, providing management with financial and operational performance measurement indicators. Management accounts are prepared monthly to cover each major area of the business. Variances from budget and previous forecasts are analyzed, explained and acted on in a timely manner. In addition to regular Board discussions, meetings are held at least once a month by the Executive Committee to discuss performance, with specific projects being discussed as and when required.

The Global Internal Audit function is an independent, objective assurance and consulting department, designed to add value and improve an organization's operations. It helps UCB accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

The Global Internal Audit group undertakes an annual Audit Plan of financial, compliance and operational reviews, as reviewed and approved by the Audit Committee and covering relevant company activities. The program includes independent reviews of the systems of internal control and risk management. The completion of the Audit Plan, as well as a summary of the findings and the status of corrective actions, are regularly reported to the Audit Committee, at least once a year.

UCB has adopted formal procedures focused on internal controls over financial reporting, referred to as the Transparency Directive process. This process is intended to help minimize the risk of selective disclosure; to help ensure that all material information disclosures made by UCB to its investors, creditors and regulators are accurate, complete, timely and fairly present the condition of UCB; and to help ensure adequate disclosure of material financial and non-financial information and significant events, transactions and risks.

The process consists of a number of activities. Identified key contributors in the internal control process, which include all Executive Committee members, are required to certify in writing that they have complied with the requirements of UCB related to the financial reporting process, including providing reasonable assurance of effective and efficient operations, reliable financial information and compliance with Laws and regulations. To promote their understanding of the broad range of potential issues, a comprehensive checklist is provided to them to complete and to assist them in their certification. In addition, a detailed worldwide desk review of Sales, Credits and related Gross-to-Net accounts, Accounts Receivables, Trade Inventories, Accruals, Provisions and Payments is performed, and the Finance Directors/representatives of all individual entities are required to acknowledge in writing that their financial reporting in these areas is based on reliable data and that their results are properly stated in accordance with requirements.

These procedures are coordinated by the Global Internal Audit function in advance of the issuance of the half-year and annual accounts. The results of the procedures are reviewed with the Chief Accounting Office, as well as with key internal stakeholders and the External Auditor. Appropriate follow-up on any potential issues identified is performed and consideration of adjustments to reported financial information or disclosures is evaluated. The results of these procedures are reviewed with the CEO and the CFO, and subsequently with the Audit Committee, prior to the publication of the accounts.

3.9.2 Risk management

The whole UCB group and its affiliates worldwide are committed to providing an effective risk management framework to minimize threats that may impact our ability to achieve our strategic plans and corporate objectives. To this effect, the UCB Group incorporates Risk Management practices as follows:

A global Risk Management Policy, applicable for the whole UCB Group and its affiliates worldwide, describes the commitment of UCB to provide an effective risk management system across the UCB Group and articulates the framework and architecture for managing key risks at UCB.

The Board is responsible for approving the strategy of the UCB Group and reviewing and overseeing the UCB Group's effective implementation of the risk management systems and processes. The Board, supported by the Audit Committee, reviews on a regular basis the areas where risks could significantly affect the financial situation, reputation or sustainability of the UCB Group.

The Audit Committee monitors the overall risk management process of UCB.

The Executive Committee is responsible for implementing the risk management strategy and objectives, as well as championing the prioritization, control and review of risks critical to UCB's success.

The Global Internal Audit function is responsible for independently and regularly reviewing as well as validating the risk management process in UCB and jointly agreeing with the business functions on actions to mitigate and control assessed risks.

The Head of Enterprise Risk Management (ERM) provides periodic updates to the Executive Committee and the Board as well as annually to the Audit Committee. The Risk2Value (R2V) Table, consisting of management representatives of all business functions, coordinates the enterprise level risk identification, assessment, prioritization and response process, for all types of risks including sustainability and ESG risks. R2V is supported by the ERM Steering Committee, consisting of Executive Committee members and senior leaders, who provide strategic leadership and determine final risk prioritization. The ERM process is underpinned by a global risk management system to effectively assess, report and manage actual or potential risks or exposures. The sources of risk information include the assessment from the business areas (bottom-up), input from executive leadership (top-down) and the external context for the organization (outside-in). Ownership and accountability for risk at each level sits with the relevant leadership team and every top risk is overseen by a member of the Executive Committee who is accountable for understanding the nature of the risk and enabling our response to it. The Enterprise Risk Management Group continually assesses its governance structure and stakeholder alignment to ensure the most robust assessments, prioritization and responses are achieved.

Our risk management system is based on current plans, estimates and projections of management and our risk profile is constantly evolving as internal and external factors and associated risk assumptions change over time.

To learn more on top risks and environmental and social risks visit the Risk Management section. To learn more on financial risks visit the financial Note 5.

3.10 Private investment transactions and trading in UCB shares

The Board has approved a Dealing Code to prevent insider trading offences and market abuse, particularly during the periods preceding the publication of results or information that could have an effect on the price of UCB securities or, as the case may be, the price of the securities issued by a third-party company.

In 2016, a Dealing Code has been approved by the Board to reflect the rules of the EU Regulation No 596/2014 on Market Abuse, Directive 2014/57/EU on criminal sanctions for market abuse and the Belgian Law of August 2, 2002 on the supervision of the financial sector and on financial services, as amended by the Law of June 27, 2016, which entered into force on July 3, 2016. During 2017, UCB reviewed the Dealing Code and updated it to reflect this legislation and to include considerations relating to ethics in accordance with our Patient Value Strategy. In 2019, some practicalities were updated in the Dealing Code.

In 2024, the Dealing Code was further updated to reflect the changes to the Market Abuse Regulation that were introduced by Regulation (EU) 2024/2809 of October 23, 2024 amending Regulations (EU) 2017/1129, (EU) No 596/2014 and (EU) No 600/2014 to make public capital markets in the Union more attractive for companies and to facilitate access to capital for small and medium-sized enterprises (the so called "Listing Act"). UCB will continue to monitor the implementation of the Listing Act and possible impact on its Dealing Code in 2025.

The Dealing Code includes rules for Directors, executive management and key employees which prohibit the dealing in UCB shares or other financial instruments related to the UCB share for a designated period preceding the announcement of its financial results (so-called "closed periods"). It further prohibits trading in UCB shares or other related securities for persons who are, or may soon be, in possession of inside information.

The Board has appointed the Group General Counsel (Denelle J. Waynick Johnson) and the Group Secretary General (Xavier Michel) as Insider Trading Compliance Officers, whose duties and responsibilities are defined in the Dealing Code.

In accordance with the Dealing Code, the Company has further established the list of Persons Discharging Managerial Responsibilities (Directors and members of the Executive Committee) and the list of key employees, who must inform and obtain prior clearance from the Insider Trading Compliance Officer(s) for the transactions on UCB shares and related securities they intend to make for their own account. Dealings in the Company securities by the Persons Discharging Managerial Responsibilities as well as the Persons closely associated therewith also need to be reported to the Financial Services and Market Authority (FSMA), the Belgian market supervisory authority. The procedure for such reporting and the duties relating thereto are also reflected in the UCB Dealing Code. The Dealing Code is publicly available on the UCB website.

3.11 External audit

The external statutory auditor is the audit firm Mazars Bedrijfsrevisoren – Réviseurs d'Entreprises CVBA – Avenue du Boulevard 21, box 8, 1210 Saint-Josse-ten-Noode (Brussels) – Belgium ("Mazars"), currently represented by Mr. Sébastien Schueremans. This audit firm was initially appointed by the General Meeting of April 29, 2021 for a mandate of 3 years (legal term) ending at the AGM 2024. During the AGM 2024, this mandate was renewed for another term of 3 years and extended to the provision of the assurance opinion in respect of the sustainability reporting as set forth in Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, in the context of the corporate sustainability reporting.

Mazars has been appointed as External Auditor in all affiliates of the UCB Group worldwide.

The 2024 fees paid by UCB to its External Auditors amounted to:

2024 – Actuals		Audit (€)	Other Attestation Related (€)	Tax Services (€)	Other Missions External To The Audit (€)	**TOTAL (€)**
Forvis Mazars Belgium (Auditor)	Audit of the annual accounts	860,500	41,000	-	15,738	1,202,238
	Assurance review of the sustainability statement	285,000				
Forvis Mazars Other Related Networks		1,540,850	15,716	13,300	-	1,569,866
Total		**2,686,350**	**56,716**	**13,300**	**15,738**	**2,772,104**

3.12 Information requested under article 34 of the Royal Decree of November 14, 2007

3.12.1 UCB's capital structure, with an indication of the different classes of shares and, for each class of shares, the rights and obligations attached to it and the percentage of total share capital that it represents on December 31, 2024

As from March 13, 2014, the share capital of UCB amounts to € 583,516,974, represented by 194,505,658 shares of no-par value, fully paid up. All UCB shares are entitled to the same rights.

There are no different classes of UCB shares section 3.2.2).

3.12.2 Restrictions, either legal or prescribed by the Articles of Association, on the transfer of securities

Restrictions on the transfer of securities only apply to shares that have not been fully paid up according to article 11 of UCB's Articles of Association (the "Articles of Association") as follows:

("...)

B) any shareholder holding shares not fully paid who wishes to transfer all or part of his shareholding, should notify his intention by registered letter to the Board of Directors, indicating the name of the candidate to be approved, the number of shares offered for sale, the price and the proposed terms of sale.

The Board of Directors may, by registered letter, oppose this sale within a month of such notification, by presenting another candidate as purchaser to the selling shareholder. The candidate proposed by the Board will have a right of pre-emption on the shares offered for sale, unless the proposed seller withdraws from the sale within 15 days.

The right of pre-emption will be exercisable at a unit price corresponding to the lower of the two following amounts:

- *The average closing price of a UCB ordinary share on the "continuous trading market" of Euronext Brussels in the 30 stock exchange working days preceding the notification under the preceding paragraph, reduced by the amount still to be paid up;*
- *The unit price offered by the third-party proposed for approval.*

The above-mentioned notification by the Board of Directors shall be taken as notification of the exercise of the right of pre-emption in the name and for the account of the purchasing candidate presented by the Board. The price will be payable within the month of this notification without prejudice to any more favorable conditions offered by the third-party presented for approval.

C) if the Board does not reply within the period of a month from notification set out in the first paragraph of subsection b) above, the sale may take place on conditions no less favorable than those set out in the above-mentioned notification for the benefit of the candidate presented for approval.

(...")

To date, the capital of UCB is fully paid up.

3.12.3 Holders of any securities with special control rights and a description of those rights

There are no such securities.

3.12.4 System of control of any employee share scheme where the control rights are not exercised directly by the employees

There is no such system.

3.12.5 Restrictions, either legal or prescribed by the Articles of Association, on the exercise of voting rights

The existing UCB shares entitle holders thereof to vote at the General Meeting.

According to article 38 of the Articles of Association, the following restrictions apply:

"Each share gives the right to one vote. Any person or entity who acquires or subscribes to beneficial ownership in shares, whether registered or not, in the capital of the Company, conferring a right to vote, will be obliged to declare within the period required by law, the number of shares purchased or subscribed for, together with the total number of shares held, when such number in total exceeds a proportion of 3% of the total voting rights exercisable, before any possible reduction, at a General Meeting. The same procedure will have to be followed each time that the person obliged to make the initial declaration mentioned above increases his voting strength up to 5%, 7.5%, 10% and subsequently for each additional 5% of the total voting rights acquired as defined above or when following the sale of shares, his voting rights fall below one of the limits specified above. The same notification requirements will apply to any instrument, option, future, swap, interest term agreement and other derivative granting its holder the right to acquire existing securities carrying voting rights pursuant to a formal agreement (i.e. an agreement that is binding pursuant to the applicable law) and only on the holders' own initiative. In order for the notification requirements to apply, the holder must either have an unconditional right to acquire existing securities carrying voting rights or be able to make free use of its right to acquire them.

A right to acquire securities carrying voting rights is considered to be unconditional if it depends merely on an event that can be caused to happen or prevented from happening by the holder of the right. These notifications will occur according to the modalities described in the legislation applicable to the disclosure of large shareholdings in issuers whose securities are admitted to trading on a regulated market. Failure to respect this statutory requirement will be able to be penalized in the manner laid down in the applicable articles of the law of May 2, 2007 on the disclosure of shareholdings in issuers whose securities are admitted to trading on a regulated market.

No-one may at a General Meeting cast a greater number of votes than those relating to such shares as he has, in accordance with the above paragraph, declared himself to be holding, at least twenty days before the date of the Meeting."

The voting rights attached to UCB shares held by UCB or by its direct or indirect subsidiaries as the case may be, are, as a matter of law, suspended.

3.12.6 Agreements between shareholders which are known to UCB and may result in restrictions on the transfer of securities and/or the exercise of voting rights

UCB has no knowledge of agreements which may result in restrictions on the transfer of its securities and/or the exercise of voting rights.

3.12.7 A. Rules governing the appointment and replacement of Board members

Under article 15 of the Articles of Association:

"The Company shall be managed by a Board of Directors having at least three members, whether shareholders or not, appointed by the general meeting for a term ending at the latest at the end of the fourth annual shareholders' meeting following the date their appointment has become effective. The General Meeting can, at all times, end the mandate of each director without any reason and with immediate effect.

Outgoing Directors are eligible for re-election. The period of office of outgoing Directors, who are not re-appointed, ceases immediately on the closing of the Ordinary General Meeting.

The General Meeting shall determine the fixed or variable remuneration of the Directors and the value of their attendance vouchers, to be charged to operating expenses."

The General Meeting decides by a simple majority of votes on these matters.

The rules relating to the composition of the Board of Directors are detailed in section 3.2 of the Charter as follows:

Composition of the Board of Directors (section 3.2.1 of the Charter)

"The Board is of the opinion that a number of between ten and fifteen members is appropriate for efficient decision-making on the one hand, and contribution of experience and knowledge from different fields on the other hand. Such a number also allows for changes to the Board's composition to be managed without undue disruption. This is way within the provisions of the law and the Articles of Association of UCB from which the Board shall be composed of at least three members. The General Meeting of Shareholders decides on the number of Directors, upon proposal of the Board.

A large majority of the Board members are non-executive Directors. The curricula vitae of the Directors and directorship candidates are available for consultation on UCB's website (www.ucb.com). These curricula vitae mention, for each Director, the directorships in other listed companies."

Appointment of Directors (section 3.2.2 of the Charter)

"The Directors are appointed by the General Meeting of Shareholders, following a proposal by the Board, and upon recommendation of the GNCC.

In proposing candidates at the General Meeting of Shareholders, the Board takes particular account of the following criteria:

- *a large majority of the Directors are non-executive Board members;*
- *at least three non-executive Directors are independent in accordance with the general legal definition, the criteria set out in the 2020 Code, and those adopted by the Board;*
- *no single Director or group of Directors may dominate decision-making;*
- *the composition of the Board guarantees diversity of skills, background, age and gender, and contribution of experience, knowledge and ability required for UCB's specialist international activities; and*
- *candidates are fully available to carry out their functions and do not take more than five directorships in listed companies. Changes to their other relevant commitments and their new commitments outside the Company must be reported to the Chair of the Board and the Company Secretary as they arise.*

The GNCC gathers information, allowing the Board to ensure that the criteria set out above have been met at the time of the appointments and renewals and during the term of office.

For each new directorship appointment, the GNCC performs an assessment of existing and required abilities, knowledge and experience on the Board. The profile of the ideal candidate is drawn up based on this assessment and proposed to the Board for discussion and definition.

When the profile is established, the GNCC selects candidates that fit the profile in consultation with the Board members (including the Chair of the Executive Committee) and possibly using a recruitment firm. Recommendation of final candidates is made by the GNCC to the Board. When making such recommendation, relevant information is provided to the Board (such as curriculum vitae, assessment, a list of the positions held and, if applicable, any necessary information about the candidate's independence).

The Board decides on the proposals to be submitted to Shareholders' approval."

Duration of mandates and age limit (section 3.2.4 of the Charter)

"Directors are appointed by the General Meeting of Shareholders for a term ending at the latest at the end of the fourth annual shareholders' meeting following the date their appointment has become effective, and their terms may be renewed.

Moreover, an age limit of seventy has been stipulated. A director shall give up his/her current term the day of the Annual General Meeting of Shareholders following his/her 70th birthday. The Board may propose exceptions to that rule."

Procedure for appointment, renewal of terms (section 3.2.5 of the Charter)

"The process of appointment and re-election of Directors is led by the GNCC, which makes recommendation to the Board and strives to maintain an optimum level of abilities and experience within UCB and its Board.

The proposals for appointment, renewal, resignation or possible retirement of a Director are examined by the Board based on a recommendation from the GNCC.

The GNCC assesses for each of the Directors who are candidate for re-election at the next General Meeting of Shareholders, their commitment and effectiveness and makes recommendations to the Board regarding their re-election. Special attention is given to the evaluation of the Chair of the Board and the Chairs of the Board committees.

The assessment is conducted by the Chair of the GNCC and the Vice Chair of the Board or another member of the GNCC, who have meetings with each of the Directors in their capacity as a Director and, as the case may be, as Chair or member of a Board Committee. For the Chair of the Board and of the GNCC, the assessment is conducted by the Vice Chair of the Board and a senior independent Director. The sessions are based on a questionnaire (and can include interviews) and cover the Director's role in the governance of the Company and the effectiveness of the Board, and, amongst others, how they evaluate their commitment, contribution and constructive involvement in the discussions and decision-making.

Feedback is given to the GNCC who then reports to the Board and makes recommendations as to the proposed re-election.

The Board submits to the General Meeting of Shareholders its proposals concerning the appointments and renewals of Directors. These proposals are communicated to the General Meeting of Shareholders as part of the agenda of the relevant shareholders meeting.

The General Meeting of Shareholders resolves on each proposed appointment of Directors separately and the proposals of the Board in this area are resolved by a majority of the votes.

In the event of a vacancy during a term, the Board is empowered to fill the post and to allow its decision to be ratified at the next General Meeting of Shareholders.

The Board ensures that there is a succession planning for Board members in place.

Proposals for appointment state whether or not the candidate is proposed as an executive Director, define the term proposed for the mandate (i.e., not more than four years, in accordance with the Articles of Association), and indicate the place where all useful information in relation to the professional qualifications of the candidate, in addition to the main functions and directorships of the candidate, may be obtained or consulted.

The Board also indicates whether the candidate meets the independence criteria stipulated in the BCCA and the 2020 Code, such as the fact that a Director, in order to qualify as "independent" may not hold a mandate for a total term of more than twelve years as a non-executive Board member. The proposal will be submitted to the General Meeting of Shareholders to acknowledge such independent character, with a confirmation from the Board that there is no indication of any element that could cast doubt on such independence.

These provisions also apply to proposals for appointments proposals originating from shareholders.

The proposals for appointment are available on UCB's website (www.ucb.com)."

The Charter additionally stipulates that a Director qualifies as independent if he or she has not had business or other relations with the UCB group which could compromise his/her independent judgement. In the assessment of this criterion, significant status as customer, supplier or shareholder of the UCB Group is taken into consideration by the Board on an individual basis.

3.12.7. B. Rules governing the amendment of UCB's Articles of Association

The rules governing the amendment of the Articles of Association are set by the BCCA.

The decision to amend the Articles of Association has to be made by a general meeting, provided that at least 50% of the share capital of UCB is present or represented at the meeting, in principle with a majority of 75% of the votes cast.

If the attendance quorum is not met at the first Extraordinary General Meeting, a second General Meeting can be convened and will decide without any attendance quorum having to be reached.

In exceptional circumstances (for example amendment of the object of the company, changing of rights of securities), additional attendance and voting requirements are applicable.

3.12.8 Powers of the Board of Directors, in particular to issue or buy back shares

Powers of the Board of Directors

The Board is UCB's governing body. It has the power to take decisions on all matters which the law does not expressly attribute to the general meeting of shareholders.

In all matters for which it has responsibility, the Board works in close cooperation with the Executive Committee and most decisions to be taken by the Board are proposed by the Executive Committee.

The Executive Committee constitutes UCB's top management. It ensures implementation, checking and coordination of the UCB Group's strategic plans in the areas of research and development, operations, financial, administrative, risk and legal issues, human resources and investment.

The Board's authorizations to issue or buy back shares

The Extraordinary General Meeting of April 25, 2024 decided to renew (i) the authorization of the Board (and to amend the Articles of Association accordingly), for another period of two years, to increase the share capital, amongst other by way of the issuance of shares, convertible bonds or warrants, in one or more transactions, within the limits and under the conditions as set out above under section 3.2.4 "Authorized capital", and (ii) the authorization of the Board, for another period of two years starting on July 1, 2024 and expiring on June 30, 2026, to acquire, directly or indirectly, whether on or outside of the stock exchange, by way of purchase, exchange, contribution or any other way, up to 10% of the total number of Company's shares as calculated on the date of each acquisition, within the limits and under the conditions as set out above under 3.2.3 "Treasury shares". These authorizations will be submitted for renewal to the AGM 2026, for another period of two years, until 2028.

3.12.9 Significant agreements to which UCB is a party and which take effect, alter or terminate upon a change of control of UCB following a takeover bid, and the effects thereof, except where their nature is such that their disclosure would be seriously prejudicial to UCB; this exception shall not apply where UCB is specifically obliged to disclose such information on the basis of other legal requirements

- Facility agreement in the amount of € 1 billion between, among others, UCB SA/NV and various subsidiaries of UCB SA/NV as Original Borrowers and Original Guarantors, BNP Paribas Fortis SA/NV as Agent and various other financial institutions as Original Lenders, dated March 27, 2023, which change of control clause was approved by the General Meeting of April 27, 2023, according to which any and all of the lenders can, in certain circumstances, cancel their commitments and require repayment of their participations in the loans, together with accrued interests and all other amounts accrued and outstanding thereunder, following a change of control of UCB SA/NV.
- Euro Medium Term Note Program dated March 6, 2013, with last update of the base prospectus per October 17, 2023, and as supplemented on October 24, 2023 and March 5, 2024, for an amount of up to € 5 billion (the "EMTN Program"), providing for a change of control clause (condition 5 (e) (i)) under which, for any Notes issued thereunder where a change of control put clause is included in the relevant final

terms, any holder of such Note and following a change of control of UCB SA/NV, has a right to redeem that Note by exercising such put right. Pursuant to article 7:151 of the BCCA, the above described change of control clause provided for in the EMTN Program of March 6, 2013 has been approved by the General Meetings of April 25, 2013, April 24, 2014, April 30, 2015, April 28, 2016, April 27, 2017, April 26, 2018, April 25, 2019, April 30, 2020, April 29, 2021, April 28 2022, April 27, 2023 and April 25, 2024 in respect of any series of Notes to be issued under the EMTN Program within the 12 months following such respective General Meetings and to which such change of control has been made applicable. A similar approval pursuant to article 7:151 of the BCCA will be submitted to the General Meeting of April 24, 2025 in respect of any series of Notes to be issued under the EMTN Program from April 24, 2025 until April 30, 2026, if any, and to which, as the case may be, such change of control would be made applicable.

- Private placement bond 1.000% due October 1, 2027 in the amount of € 150 million issued on October 1, 2020, under the Euro Medium Term Note Program dated March 6, 2013 and to which the Change of Control clause of said Program is applicable.
- Institutional bond 1.000% due March 30, 2028 in the amount of € 500 million issued on March 30, 2021 under the Euro Medium Term Note Program dated March 6, 2013 and to which the Change of Control clause of said Program is applicable.
- Retail bond 5.200% due November 21, 2029 in the amount of € 300 million issued on November 21, 2023 under the Euro Medium Term Note Program dated October 18, 2023 and to which the Change of Control clause of said Program is applicable.
- Institutional bond 4.2500 % due March 30, 2030 in the amount of € 500 million issued on March 20, 2024 under the Euro Medium Term Note Program dated October 24, 2023 and to which the Change of Control clause of said Program is applicable.
- Facility agreement in the amount of € 350 million between UCB SA/NV as borrower and the EIB, of which the change of control clause was approved by the General Meeting of April 28, 2022, and whereby the loan, together with accrued interests and all other amounts accrued and outstanding thereunder, could in certain circumstances become immediately due and payable – at the discretion of the EIB – following a change of control of UCB SA/NV.
- A term facility agreement in the initial amount of US$ 2,070 million between, amongst others, UCB SA/NV and UCB Biopharma SRL, as borrowers, and BNP Paribas Fortis SA/NV and Bank of America Merrill Lynch International Designated Activity Company as bookrunners dated October 10, 2019 and under which a First, Second and Third Incremental Facility for amounts of respectively € 90 million, € 90 million and US$ 80 million between UCB SA and the First, Second and Third Incremental Facility Lender dated 28 July, 2022, 19 January, 2023 and 28 February, 2024 were entered into and of which the establishment does not result in an increase of the outstanding amount surpassing the initial amount of this facility, with a change of control clause, under which any and all of the lenders can, in certain circumstances, cancel their commitments and require repayment of their participations in the loans, together with accrued interests and all other amounts accrued and outstanding thereunder, following a change of control of UCB SA/NV. The General Meeting of April 30, 2020 has approved this change of control clause in accordance with article 7:151 of the BCCA.
- A term facility agreement in the amount of US$ 800 million, under which US$ 600 million remains outstanding, between, amongst others, UCB SA/NV and UCB Biopharma SRL, as borrowers, and BNP Paribas Fortis SA/NV and Barclays Bank PLC as bookrunners dated January 19, 2022 with a change of control clause, under which any and all of the lenders can, in certain circumstances, cancel their commitments and require repayment of their participations in the loans, together with accrued interests and all other amounts accrued and outstanding thereunder, following a change of control of UCB SA/NV, and of which the change of control clause was approved by the General Meeting of April 28, 2022 in accordance with article 7:151 of the BCCA.
- A Schuldschein loan agreement in the amount of € 108.5 million between UCB SA, as Borrower, UCB Biopharma SRL as Guarantor, and ING Bank, a branch of ING-DIBA AG as Original Lender dated November 2, 2022, with a change of control clause, under which any and all of the lenders can, in certain circumstances, cancel their commitments and require repayment of their participations in the loans, together with accrued interests and all other amounts accrued and outstanding thereunder, following a change of control of UCB SA/NV, and of which the change of control clause was approved by the General Meeting of April 27, 2023 in accordance with article 7:151 of the BCCA.

- A Schuldschein loan agreement in the amount of € 20.5 million between UCB SA, as Borrower, UCB Biopharma SRL as Guarantor, and ING Bank, a branch of ING-DIBA AG as Original Lender dated November 2, 2022, with a change of control clause, under which any and all of the lenders can, in certain circumstances, cancel their commitments and require repayment of their participations in the loans, together with accrued interests and all other amounts accrued and outstanding thereunder, following a change of control of UCB SA/NV, and of which the change of control clause was approved by the General Meeting of April 27, 2023 in accordance with article 7:151 of the BCCA.
- A Schuldschein loan agreement in the amount of € 15.0 million between UCB SA, as Borrower, UCB Biopharma SRL as Guarantor, and ING Bank, a branch of ING-DIBA AG as Original Lender dated November 2, 2022, with a change of control clause, under which any and all of the lenders can, in certain circumstances, cancel their commitments and require repayment of their participations in the loans, together with accrued interests and all other amounts accrued and outstanding thereunder, following a change of control of UCB SA/NV, and of which the change of control clause was approved by the General Meeting of April 27, 2023 in accordance with article 7:151 of the BCCA.
- A Schuldschein loan agreement in the amount of US$ 20.0 million between UCB SA, as Borrower, UCB Biopharma SRL as Guarantor, and ING Bank, a branch of ING-DIBA AG as Original Lender dated November 2, 2022, with a change of control clause, under which any and all of the lenders can, in certain circumstances, cancel their commitments and require repayment of their participations in the loans, together with accrued interests and all other amounts accrued and outstanding thereunder, following a change of control of UCB SA/NV, and of which the change of control clause was approved by the General Meeting of April 27, 2023 in accordance with article 7:151 of the BCCA.
- A Schuldschein loan agreement in the amount of € 30.0 million between UCB SA, as Borrower, UCB Biopharma SRL as Guarantor, and ING Bank, a branch of ING-DIBA AG as Original Lender dated August 24, 2023, with a change of control clause, under which any and all of the lenders can, in certain circumstances, cancel their commitments and require repayment of their participations in the loans, together with accrued interests and all other amounts accrued and outstanding thereunder, following a change of control of UCB SA/NV, and of which the change of control clause was approved by the General Meeting of April 25, 2024 in accordance with article 7:151 of the BCCA.
- The UCB stock awards and performance share plans by which UCB shares are granted annually by UCB to certain employees according to grade and performance criteria, vest according to the rules of both plans after three years, upon condition that its beneficiary remains in continuous employment with the UCB group. They also vest upon change of control or merger. The General Meeting of April 25, 2019 has approved this change of control clause in all existing and future UCB LTI plans. On December 31, 2024, the following number of stock awards and performance shares are outstanding:
  - 2,466,340 Stock awards, of which 688,756 will vest in 2025;
  - 473,789 Performance shares, of which 157,533 will vest in 2025.

The change of control clauses in the Executive Committee members' contracts, as further described in the Remuneration report (section 3.8).

3.12.10 Agreements between UCB and its Board members or employees providing for compensation if the Board members resign or are made redundant without valid reason or if the employment of the employees ceases because of a takeover bid

For more details, see the Remuneration report section (3.8) on the main contractual terms on hiring and termination arrangements for the CEO and members of the Executive Committee. No other agreements provide for a specific compensation of Board members in case of termination because of a takeover bid.

3.13 Conflicts of interest – Application of article 7:96 of the Belgian Code of Companies and Associations

Article 7:96 of the BCCA was applied by the Board of February 27, 2024 in the context of the decisions relating to the CEO remuneration, the performance bonus and LTI grants (relevant excerpt from the minutes of the meeting):

"(...)

Prior to any deliberation or decision by the Board of Directors concerning the approval of (i) the corporate performance multiplier and HSWB (Health, Safety, Wellbeing) modifier results for the 2023 bonus, (ii) the LTI vesting (2021-2023 Performance share Plan results), including the adjustment of performance criteria for this plan and the in-flight Performance Share Plan vesting in 2025, (iii) the 2024 LTI grants including the KPIs, target and pay out curve setting for the Performance Share Plan 2024 – 2026, (iv) the target setting and HSWB modifier for the 2024 corporate bonus (v), the approval of the CEO bonus based on 2023 performance, the CEO 2024 base salary and the CEO 2024 LTI grant (including stock options and performance shares), (vi) the 2023 Remuneration report, (vii) the 2024 Remuneration Policy, J.-C. Tellier stated that he had a direct financial interest in the implementation of said decisions. In accordance with Art. 7:96 of the BCCA, he withdrew from the meeting of the Board of Directors and did not participate in the deliberation and vote relating to these issues. The Board of Directors established that Art. 7:96 of the BCCA was applicable to these operations. It was further stated that all decisions related to the above-mentioned topics were taken by the Board in compliance with the Remuneration Policy as approved by the Shareholders Meeting. The financial consequences of these decisions will be detailed in the Remuneration Report relating to the applicable income year(s). Both the Remuneration Policy and Report, established in accordance with the rules set forth in the BCCA, provide for a detailed justification of the decisions taken by the Board, upon recommendation of the GNCC, with respect to the remuneration of J.-C. Tellier" as well as the other executives. J.-L. Fleurial also left the meeting before any deliberation or decision on these issues.

(...)".

Mrs. Fiona du Monceau, previously serving as Vice-Chair of the Board of Directors and Chair of the GNCC, stepped down from these roles on March 12, 2024. Although not falling within the scope of Article 7:96 BCCA, it was considered that Mrs Fiona du Monceau had a conflict of interest in the decisions to be taken by the GNCC and Board for her selection and, consequently, her appointment as member of the Executive Committee and all related discussions, resolutions and decisions which took place before her resignation from the Board. As a result, Mrs Fiona du Monceau did not participate in the Board and GNCC meetings which were convened to review and discuss her application to the position in the Executive Committee, and thereafter in meetings deciding on her appointment in this position. The Board and GNCC discussions and decisions regarding her remuneration with the Executive Committee took place after her resignation, therefore Article 7:96 BCCA was not applicable to such discussions and decisions.

Although Article 7:96 BCCA was considered not applicable, Jonathan Peacock also withdrew from the deliberations and vote relating to the renewal of his mandate as Chair of the Board, following the assessment carried out by the GNCC and shared with the Board outside the presence of Jonathan Peacock.

Financials

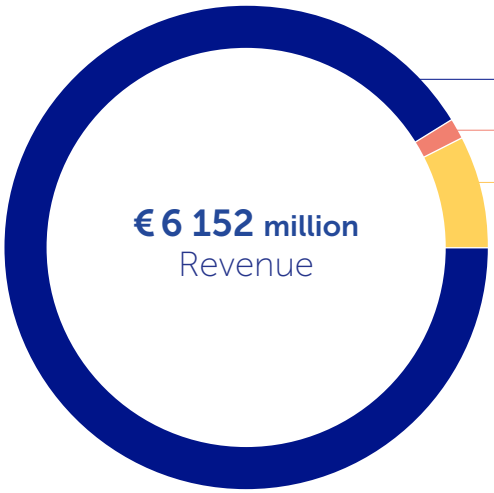
1. Business performance review

1.1 Key highlights

	Actual[1]		Variance	
€ million	**2024**	2023	Actual rates	CER[2]
Revenue	**6 152**	**5 252**	**17%**	**19%**
Net sales	5 613	4 867	15%	17%
Royalty income and fees	78	77	1%	1%
Other revenue	461	308	50%	50%
Adjusted Gross Profit	**4 819**	**4 033**	**19%**	**22%**
Gross Profit	**4 400**	**3 545**	**24%**	**27%**
Marketing and selling expenses	- 2 075	- 1 594	30%	30%
Research and development expenses	- 1 781	- 1 630	9%	9%
General and administrative expenses	- 272	- 230	18%	18%
Other operating income/expenses (-)	564	566	0%	0%
Adjusted EBIT	**836**	**657**	**27%**	**47%**
Impairment, restructuring and other income/expenses (-)	488	- 53	>- 100%	>- 100%
EBIT (operating profit)	**1 324**	**604**	**>100%**	**>100%**
Net financial expenses (-)	- 161	- 163	- 1%	- 2%
Profit before income taxes	**1 163**	**441**	**>100%**	**>100%**
Income tax expenses (-)	- 98	- 98	0%	4%
Profit from continuing operations	**1 065**	**343**	**>100%**	**>100%**
Profit/loss (-) from discontinued operations	0	0	N/A	N/A
Profit	**1 065**	**343**	**>100%**	**>100%**
Attributable to UCB shareholders	1 065	343	>100%	>100%
Adjusted EBITDA	**1 476**	**1 349**	**9%**	**18%**
Capital expenditure (including intangible assets)	322	316	2%	
Net debt (-)	- 1 454	- 2 177	- 33%	
Operating cash flow from continuing operations	1 242	761	63%	
Weighted average number of shares – non diluted (million)	**190**	**190**	**0%**	
EPS (€ per weighted average number of shares – non diluted)	**5.61**	**1.81**	**>100%**	**>100%**
Core EPS (€ per weighted average number of shares – non diluted)	**4.98**	**4.20**	**19%**	**32%**

1 Due to rounding, some financial data may not add up in the tables included in this management report.

2 CER: constant exchange rates and excluding hedging.



€ 5 613 million Net sales

€ 78 million Royalty income and fees

€ 461 million Other revenue

- In 2024, **Revenue** showed a growth by 17% up to € 6 152 million, a plus of 19% at constant exchange rates (CER).
- **Net sales** increased to € 5 613 million, a plus of 15% (+17% CER). This growth was driven by the strong, triple- and double-digit performance of UCB's growth drivers: BIMZELX®, EVENITY®, FINTEPLA®, RYSTIGGO® and ZILBRYSQ® as well as the solid performance from CIMZIA® and the strong contribution from BRIVIACT®, reaching its peak sales target of "at least € 600 million" well ahead of the 2026 target. Royalty income and fees were € 78 million. Other revenue reached € 461 million, benefitting from the sale of rights of two established brands.
- **Adjusted EBITDA** (Earnings before Interest, Taxes, Depreciation and amortization charges) increased to € 1 476 million (+9%; +18% CER), reflecting double-digit revenue growth and higher operating expenses due to significantly higher marketing and selling expenses driven by the global launch activities for UCB's five growth drivers. The adjusted EBITDA ratio for 2024 (in % of revenue) reached 24.0%, after 25.7% in 2023.
- **Profit** increased to € 1 065 million from € 343 million (>100%; >100% CER) driven by double-digit revenue growth, higher operating expenses and the successful closing of the divestment of UCB's mature neurology and allergy portfolio in China and the Zhuhai manufacturing facility, announced in November 2024.
- **Core earnings per share** reached € 4.98 after € 4.20 in 2023 based on an average of 190 million shares outstanding.

Revenue
€ 6 152 million

Net sales
€ 5 613 million

Adjusted EBITDA
€ 1 476 million

Profit
€ 1 065 million

This Business Performance Review is based on the consolidated financial statements for the UCB Group of companies prepared in accordance with IFRS. The separate statutory financial statements of UCB SA prepared in accordance with Belgian Generally Accepted Accounting Principles, together with the report of the Board of Directors to the General Assembly of Shareholders, as well as the auditors' report, will be filed at the National Bank of Belgium within the statutory periods, and be available on request or on our website.

Adjusted gross profit is the gross profit without the amortization of intangible assets linked to sales.

Restructuring, impairment and other income / expenses (-): Transactions and decisions of a one-time nature that affect UCB's results are shown separately ("restructuring, impairment and other income/expenses" items).

Besides EBIT (earnings before interest and taxes or operating profit), a line for "adjusted EBIT" (underlying operating profit), reflecting the ongoing profitability of the company's biopharmaceutical activities, is included. The adjusted EBIT is equal to the line "operating profit before impairment, restructuring and other income and expenses" reported in the consolidated financial statements.

Adjusted EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization charges) is the operating profit adjusted for amortization, depreciation, impairment charges, restructuring expenses and other income and expenses.

Core EPS is the core profit, or the profit attributable to the UCB shareholders, adjusted for the after-tax impact of restructuring, impairment, other income/expense items, the financial one-offs, the after-tax contribution from discontinued operations and the after-tax amortization of intangibles linked to sales, per non-dilutive weighted average number of shares..

1.2 Key events

There were several key events that have affected or will affect UCB financially:

Macroeconomic

UCB operates within and is influenced by global and regional macroeconomic and political environments. The global landscape is marked by deep uncertainty due to international conflicts, growing social strains, technological shifts, and evolving financial conditions. Key economic indicators such as growth, inflation, and employment in UCB's primary markets may continue to diverge. This divergence could result in financing conditions characterized by persistently elevated interest rates in the USD, while the European Central Bank (ECB) may lean towards reducing interest rates.

The strong outperformance of UCB shares in 2024 has resulted in an increased cost of our long-term incentives (stock option plans, stock award plans and performance share plans).

War Against Ukraine

UCB is guided by its purpose of creating value for patients, now and into the future and its focus on contributing to a more inclusive and sustainable world. That is why UCB is driven to limit the impact of this war on its employees, patients, and their respective communities. Please read the full statement of UCB's stand on www.ucb.com/UCBs-response-to-the-conflict-in-Ukraine. For the current impact on the financial performance, financial position and cash-flows, we refer to Note 2.1 of this financial report.

Important agreements and initiatives

In **March 2024**, UCB announced a strategic equity investment in IMIDomics, Inc, a private company dedicated to the advancement of novel medicines for immune-mediated inflammatory diseases (IMIDs).

In **March 2024**, UCB successfully completed the placement of € 500 million senior unsecured bonds with a coupon of 4.25% and a tenor of 6 years. The bond is issued under UCB's € 5 billion EMTN Programme on March 20, 2024.

In **October 2024**, UCB announced *bepranemab* phase 2a study results in Alzheimer's disease (for details see below) and that the company has regained all global rights to *bepranemab* following termination of a collaboration agreement with Genentech, a member of the Roche Group, and Roche. In July 2020, UCB entered a worldwide, exclusive license agreement with Roche and Genentech for the global development, manufacturing, and commercialization of *bepranemab* in Alzheimer's disease.

In **November 2024**, UCB announced the successful completion of the sale of rights to two established brands, Atarax® and Nootropil® for Europe and selected countries in Latin-America and Asia-Pacific to ADVANZ PHARMA. In 2023, these products generated net sales of € 63 million, in 2024 (January – October) € 49 million. This strategic portfolio decision represents another important step in UCB's ongoing efforts to optimize its product portfolio and concentrate on high-growth opportunities.

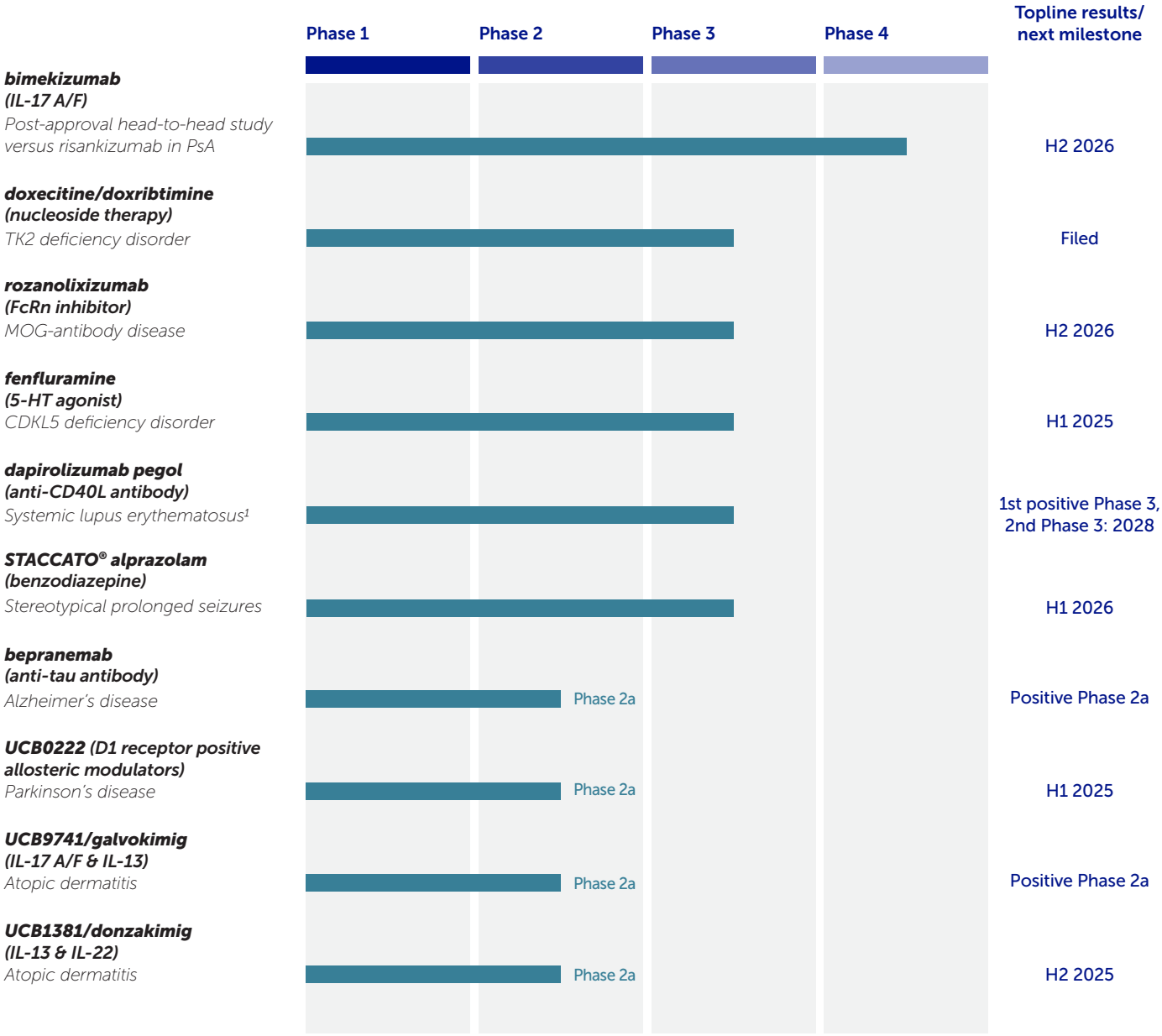
UCB announced in **August 2024** a strategic divestment deal in China, underscoring its strategic shift towards innovation and partnership in one of the world's fastest-growing pharmaceutical markets. In **November 2024**, UCB announced the successful closing of the divestiture of its mature neurology and allergy portfolio in China and the Zhuhai manufacturing facility, to CBC Group, Asia's largest healthcare-focused asset management group, and Mubadala Investment Company, the Abu Dhabi-based global investment company, for an enterprise value of US$680 million. The scope of the transaction includes UCB's neurology portfolio (KEPPRA®, VIMPAT®, NEUPRO®) and allergy portfolio (ZYRTEC®, XYZAL®). Combined net sales of these medicines in China for 2023 amounted to € 131 million and € 131 million for January to November 2024.

In **November 2024**, the Science Based Targets initiative (SBTi) validated UCB's net-zero targets. This underscores UCB's commitment to sustainable impact and its dedication to reducing the environmental footprint.

Regulatory and Pipeline Update

UCB continuously innovates and strives to find new ways to deliver solutions to people living with severe immunological and neurological diseases, reflected in a clinical development pipeline that now encompasses one phase 4 (post-approval) asset, one asset under regulatory review, four phase 3 projects, four phase 2 projects – addressing different patient populations. The updated timelines for UCB's clinical development program, also reflecting regulatory updates and pipeline progress since January 1, 2024, up to the publication date of this report, are shown below.

UCB clinical development pipeline



Regulatory update

In **January 2024**, the European Commission granted approval for RYSTIGGO® (*rozanolixizumab*) as an add-on to standard therapy for the treatment of generalized myasthenia gravis (gMG) in adult patients who are anti-acetylcholine receptor (AChR) or anti-muscle-specific tyrosine kinase (MuSK) antibody positive.

In **April 2024**, FINTEPLA® (*fenfluramine*) oral solution was approved by the Japanese Ministry of Health, Labour, and Welfare (MHLW) for the treatment of seizures associated with Lennox-Gastaut syndrome (LGS) as an add-on therapy to other anti-epileptic medicines for patients two years of age and older.

In **April 2024**, UCB received European Commission approval for BIMZELX® (*bimekizumab*) as the first IL-17A and IL-17F biologic for moderate to severe hidradenitis suppurativa. The marketing authorization in the EU represents the first regulatory approval worldwide for *bimekizumab* in the treatment of moderate to severe hidradenitis suppurativa, and its fourth approved indication within the EU.

1 In partnership with Biogen

In **June 2024**, the Japanese Ministry of Health, Labor and Welfare (MHLW) granted marketing authorization for BRIVIACT® (*brivaracetam*) as monotherapy and adjunctive therapy in the treatment of partial onset seizures of epilepsy patients with or without secondary generalization in adult patients with epilepsy. *Brivaracetam* treatment is initiated without titration, meaning patients receive a therapeutic dose from the first day of treatment.

In **July 2024**, UCB received National Medical Products Administration (NMPA) approval for BIMZELX® for treatment of ankylosing spondylitis (AS) in China, followed by an approval in September for the treatment of non-radiographic axial spondyloarthritis (nr-axSpA). In November 2024, UCB and the biopharmaceutical company Bioray signed an agreement for commercialization of BIMZELX® in China, advancing access to patients.

In **August 2024**, the European Commission granted marketing authorization for two 320 mg device presentations of BIMZELX®. The pre-filled syringe and pre-filled pen each contain 320 mg of *bimekizumab* in a volume of 2 mL and provide alternatives to the currently available 160 mg in a volume of 1 mL injection options.

In **September 2024**, U.S. Food and Drug Administration (FDA) approved BIMZELX® for the treatment of adults with active psoriatic arthritis (PsA), adults with active non-radiographic axial spondyloarthritis (nr-axSpA) with objective signs of inflammation, and adults with active ankylosing spondylitis (AS). *Bimekizumab-bkzx* is the first approved treatment for these three indications that is designed to selectively inhibit two key cytokines driving inflammatory processes – interleukin 17A (IL-17A) and interleukin 17F (IL-17F). These newly approved indications follow the first U.S. approval for BIMZELX® in October 2023 for the treatment of moderate-to-severe plaque psoriasis in adults who are candidates for systemic therapy or phototherapy.

In **September 2024**, the Japanese Ministry of Health, Labor and Welfare (MHLW) approved BIMZELX® for the treatment of adults with moderate to severe hidradenitis suppurativa (HS).

In **October 2024**, the FDA approved a 2 mL pre-filled syringe and pre-filled autoinjector, each containing 320 mg of BIMZELX®. These new device presentations add to the currently available 1 mL administration options, each containing 160 mg of *bimekizumab-bkzx*, and mean that patients requiring a 320 mg dose of *bimekizumab-bkzx* will have options for single-injection administration.

In **November 2024**, the FDA approved BIMZELX® for the treatment of adults with moderate to severe hidradenitis suppurativa (HS). *Bimekizumab-bkzx* is the first and only approved medicine designed to selectively inhibit interleukin 17F (IL-17F) in addition to interleukin 17A (IL-17A). The milestone marks the fifth indication for *bimekizumab-bkzx* in the U.S. in 2024, underscoring UCB's commitment to raising standards of care across a range of IL-17 mediated diseases.

In **January 2025**, the Japanese Ministry of Health, Labor and Welfare (MHLW) approved the 320 mg/2mL Autoinjector for BIMZELX®.

Pipeline Update

Clinical Development Phase 2a

The phase 2a study with ***rozanolixizumab*** **in severe fibromyalgia syndrome** showed statistically significant superiority to placebo but did not meet predefined criteria for progression. The reduction in IgG levels and the safety profile were consistent with what was observed in the myasthenia gravis population. UCB decided not to pursue a phase 3 program for *rozanolixizumab* in severe fibromyalgia and to terminate this program.

UCB9741/ ***galvokimig*** – a bispecific investigational antibody designed to target IL-13 and IL-17A & IL-17 F, which are key mediators of inflammation. The phase 2a study in moderate-to-severe atopic dermatitis – a type of eczema, which is the most common inflammatory skin disease – showed positive and convincing proof-of-concept data – to be presented at an upcoming scientific meeting in 2025. UCB is evaluating next steps in the development program.

UCB1381/ ***donzakimig*** – a bispecific investigational antibody designed to target IL-13 and IL-22, a key mediator of inflammation and important in maintenance of skin barrier integrity. Recruitment for the phase 2a study in atopic dermatitis (AtD) is progressing slower than anticipated, leading to an updated timeline with results now expected in the second half of 2025.

Minzasolmin (a phase 2a investigational, oral small molecule, alpha-synuclein misfolding inhibitor) – developed in partnership with Novartis for **early Parkinson's disease**, did not meet its primary and secondary clinical endpoints in the ORCHESTRA proof-of-concept study. No new safety risks were identified, and the program was terminated. The findings from this study have been submitted to an upcoming scientific meeting and will be submitted for publication in a peer-reviewed journal. The data generated to date will enhance understanding of alpha-synuclein misfolding inhibition and aid in the advancement of future treatments.

Bepranemab showed encouraging phase 2a study results in **early Alzheimer's disease** providing first evidence of biological and clinical effect of a mid-domain tau-targeting disease-modifying therapy. In the full study population the primary endpoint was not met, however in key secondary endpoints *bepranemab* showed positive results. In pre-defined patient subgroups, consistent treatment benefit was shown across multiple primary and secondary outcome measures. UCB is evaluating next steps in the development program.

In May 2024, the phase 2a AIE001 study with ***rozanolixizumab*** **in LGI1 autoantibody-positive autoimmune encephalitis (AIE)** did not show efficacy and the program was terminated. The decision is not related to safety, with observations in AIE001 in line with the previously reported safety profile for *rozanolixizumab*. Full disclosure of the study results will be shared with the scientific community.

Clinical Development Phase 3 and beyond

At the end of 2024, regulatory submissions of ***doxecitine*** and ***doxribtimine*** in thymidine Kinase 2 deficiency (TK2d) occurred as planned and in February were accepted for review by the European and U.S. authorities. In the U.S., the application has been granted a priority review, Breakthrough Therapy Designation and Rare Pediatric Disease Designation. Following the acquisition of Zogenix, Inc. in 2022, UCB continued the development of *doxecitine* and *doxribtimine*, a pyrimidine nucleoside potential therapy for patients with TK2d, a rare, progressive, debilitating and often life-threatening genetic mitochondrial disease characterized by progressive and severe muscle weakness. Worldwide, there is no approved treatment available. UCB expects regulatory feedback and potential approvals by the end of 2025.

The phase 3 study to evaluate the efficacy and safety of ***bimekizumab*** **in Chinese study participants** with moderate to severe plaque psoriasis (PSO) reported positive results. All primary and secondary endpoints were met, and safety observations were generally consistent with previous *bimekizumab* PSO studies. Submission to the Chinese regulatory authorities is planned for H2 2025.

Recruitment for the phase 3 study with ***fenfluramine*** (5-HT agonist) in the treatment of CDKL5 deficiency disorder (CDD) has required more time than anticipated. CDD is a rare developmental epileptic encephalopathy with onset in early infancy caused by mutations in the CDKL5 gene. The main clinical symptoms are early-onset, intractable epilepsy and neurodevelopmental delay impacting cognitive, motor, speech, and visual function. The study is now fully recruited, and first headline results are expected in H1 2025.

In **November 2024** , UCB and partner Biogen presented detailed results from the phase 3 PHOENYCS GO study evaluating *dapirolizumab pegol* (DZP), a novel Fc-free anti-CD40L drug candidate, demonstrating significant clinical improvement in disease activity in people living with moderate-to-severe systemic lupus erythematosus (SLE). The safety profile of *dapirolizumab pegol* was generally consistent with previous studies. In December 2024, UCB and Biogen initiated the second phase 3 trial of *dapirolizumab pegol*, PHOENYCS FLY, with first headline results expected in 2028.

In September, UCB started **BE BOLD, a head-to-head post-approval phase 4 study**, comparing ***bimekizumab***, an IL-17A and IL-17F inhibitor, with *risankizumab*, an IL-23 inhibitor, in the treatment of adults with active **psoriatic arthritis** (PsA). BE BOLD is the first head-to-head study in PsA evaluating the superiority of an IL-17A and IL-17F inhibitor to an IL-23 inhibitor. First headline results are expected in H2 2026.

In July 2024, UCB announced that for **STACCATO® *alprazolam*** (benzodiazepine, **prolonged seizures**), headline results are now expected in the first half of 2026. Recruiting patients and their caregivers to this ambitious and innovative phase 3 program necessitates extension of timelines.

In July 2024, UCB announced that the phase 3 program with ***rozanolixizumab*** **in myelin oligodendrocyte glycoprotein antibody-associated disease (MOG-AD)** is ongoing with headline results now expected in the second half of 2026. The primary endpoint in the MOG001 study is an event-driven endpoint which has not been reached yet. The timing to finalize a study with event-driven endpoints is challenging to predict.

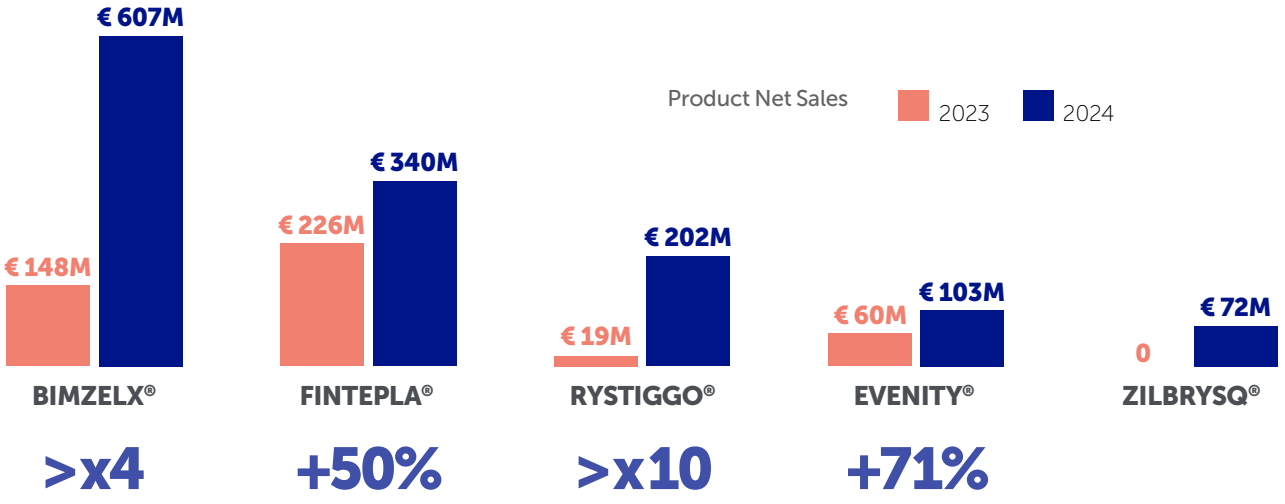
1.3 Net sales by product

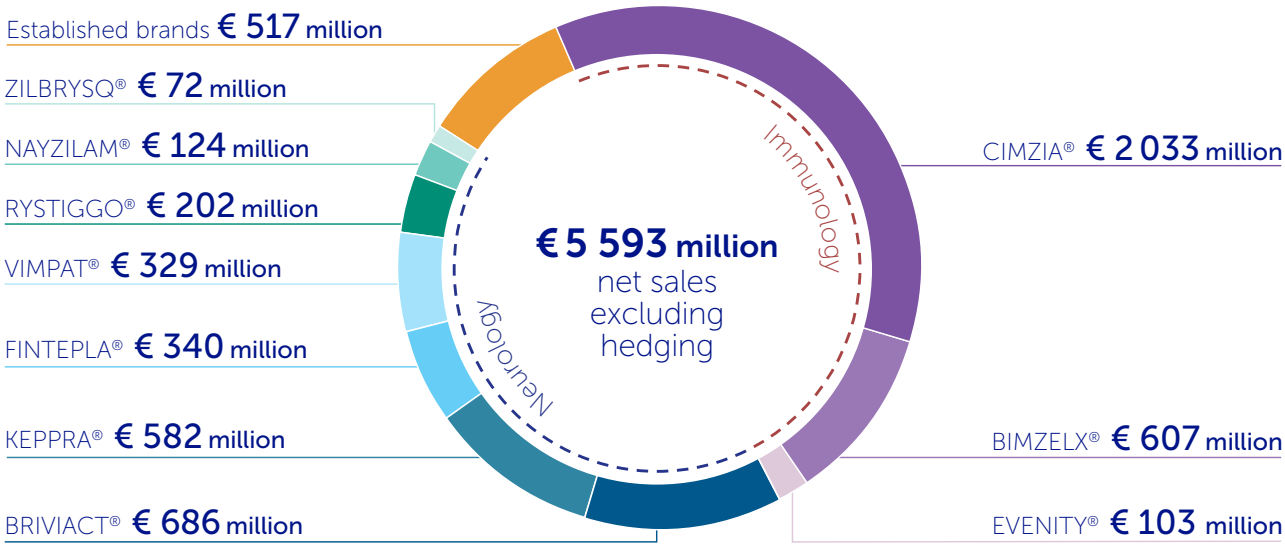
€ million	Actual 2024	Actual 2023	Variance Actual rates	Variance CER
Core products	**5 077**	**4 240**	**20%**	**21%**
Immunology	**2 743**	**2 295**	**20%**	**20%**
CIMZIA®	2 033	2 087	- 3%	- 2%
BIMZELX®	607	148	>100%	>100%
EVENITY®	103	60	71%	71%
Neurology	**2 334**	**1 945**	**20%**	**22%**
BRIVIACT®	686	576	19%	19%
KEPPRA® (including KEPPRA® XR / E KEPPRA®)	582	636	- 8%	- 5%
FINTEPLA®	340	226	50%	50%
VIMPAT®	329	394	- 17%	- 14%
RYSTIGGO®	202	19	>100%	>100%
NAYZILAM®	124	94	33%	33%
ZILBRYSQ®	72	0	N/A	N/A
Established brands	**517**	**577**	**- 10%**	**- 8%**
Net sales before hedging	**5 593**	**4 817**	**16%**	**17%**
Designated hedges reclassified to net sales	19	50	N/A	
Total net sales	**5 613**	**4 867**	**15%**	**17%**

Total net sales in 2024 increased to € 5 613 million, a plus of 15% compared to last year or a plus of 17% at constant exchange rates (CER). Net sales before "designated hedges reclassified to net sales" were up by 16% (17% CER). The designated hedges reflect UCB's realized transactional hedging activities.

This performance in 2024 was driven by the strong, triple- and double-digit performance of UCB's growth drivers: BIMZELX®, FINTEPLA®, RYSTIGGO®, ZILBRYSQ® and EVENITY®. CIMZIA® is still the largest drug in the portfolio, showing good volume growth, overcompensated by pricing effects. The declines of VIMPAT® and KEPPRA® reflect the known effects of the loss of exclusivity, generic competition and price decreases.

UCB's five growth drivers





BIMZELX® (*bimekizumab*), the first and only IL-17A & IL-17F inhibitor, is available to people living with psoriasis in 47 countries. It is also available to people living with active psoriatic arthritis (PsA), with active ankylosing spondylitis (AS) in more than 40 countries – the U.S. approval and launch occurred September 2024 – and active non-radiographic axial spondyloarthritis (nr-axSpA) in Europe and in Japan. BIMZELX® for people living with hidradenitis superativa was approved and launched in Europe (Germany, Austria) in April 2024, in September in Japan, and in the U.S. in November 2024. More than 49 700 patients accessed the product by the end of 2024. Global reported net sales were € 607 million after € 148 million in 2023.

FINTEPLA® (*fenfluramine*), at the end of 2024, reached over 7 600 patients and their families living with seizures associated with rare epileptic syndromes, offering a foundational therapy in Dravet Syndrome and a recognized option in Lennox-Gastaut Syndrome. Net sales increased to € 340 million, a plus by 50% (+50% CER). FINTEPLA® was added to the UCB portfolio in March 2022.

RYSTIGGO® (*rozanolixizumab*), a new treatment option for people living with generalized myasthenia gravis (gMG) providing rapid and durable efficacy, was launched in the U.S. in July 2023, in Japan late 2023 and Europe early 2024. RYSTIGGO® reached more than 1 200 people living with gMG by the end of 2024. In 2024, net sales went up to € 202 million after € 19 million in 2023.

ZILBRYSQ® (*zilucoplan*), the first and only once-daily subcutaneous, targeted C5 complement inhibitor reached more than 560 people living with myasthenia gravis (gMG) by the end of 2024 and is being launched in the U.S., Europe and Japan since April 2024. Reported net sales reached € 72 million.

EVENITY® (*romosozumab*), the only sclerostin-inhibitor and leader in several bone builder markets has, since its global launch, reached more than 900 000 (2023: 600 000) women living with postmenopausal osteoporosis at high risk of fracture around the world. Net sales in Europe went up by 71% reaching € 103 million (+71% CER). EVENITY® is being brought to people living with osteoporosis globally by Amgen, Astellas and UCB, with net sales outside Europe reported by the partners. The worldwide net earnings contribution from EVENITY® is recognized under 'Other operating income'.

UCB's other core products

CIMZIA® (*certolizumab pegol*), reached more than 220 000 people living with inflammatory TNF mediated diseases and reported net sales of € 2 033 million (- 3%; - 2% CER). This was driven by global volume growth (+ 5%), overcompensated by net price decline mainly in the U.S. market. Since February 2024 and in the U.S., CIMZIA® is no longer patent protected. The patent in Europe expired in October 2024 and will expire in Japan in 2026. There is no biosimilar competition, neither today nor expected near-term.

BRIVIACT® (*brivaracetam*) was used by over 232 000 people living with epilepsy and increased net sales to € 686 million, an increase of 19% (+19% CER) achieving its peak sales target of "at least € 600 million" well before 2026. This is driven by continued, strong growth in all regions where BRIVIACT® is available to patients. In June 2024, BRIVIACT® was approved in Japan as monotherapy and adjunctive therapy in the treatment of partial onset seizures. BRIVIACT® has a different mode of action from VIMPAT® and differentiates from KEPPRA®.

KEPPRA® *(levetiracetam)*, reached more than 1.8 million people living with epilepsy and reported lower net sales of € 582 million (- 8%; - 5% CER), reflecting the generic competition in all regions. The loss of exclusivity in the U.S. and Europe occurred more than 10 years ago. *Levetiracetam* is an important drug for the treatment of epilepsy, touching the lives of millions of people.

VIMPAT® (*lacosamide*) was accessed by over 577 000 people living with epilepsy and has been experiencing generic competition since 2022 in the U.S. and in Europe due to loss of exclusivity in these two regions. In Japan, the net sales show continued growth (+10% CER). Net sales went down to € 329 million (-17%; -14% CER).

NAYZILAM® (*midazolam*) Nasal Spray[CIV], the nasal rescue treatment for epilepsy seizure clusters reached over 92 000 patients in the U.S. and net sales of € 124 million after € 94 million, an increase of 33% (+33% CER).

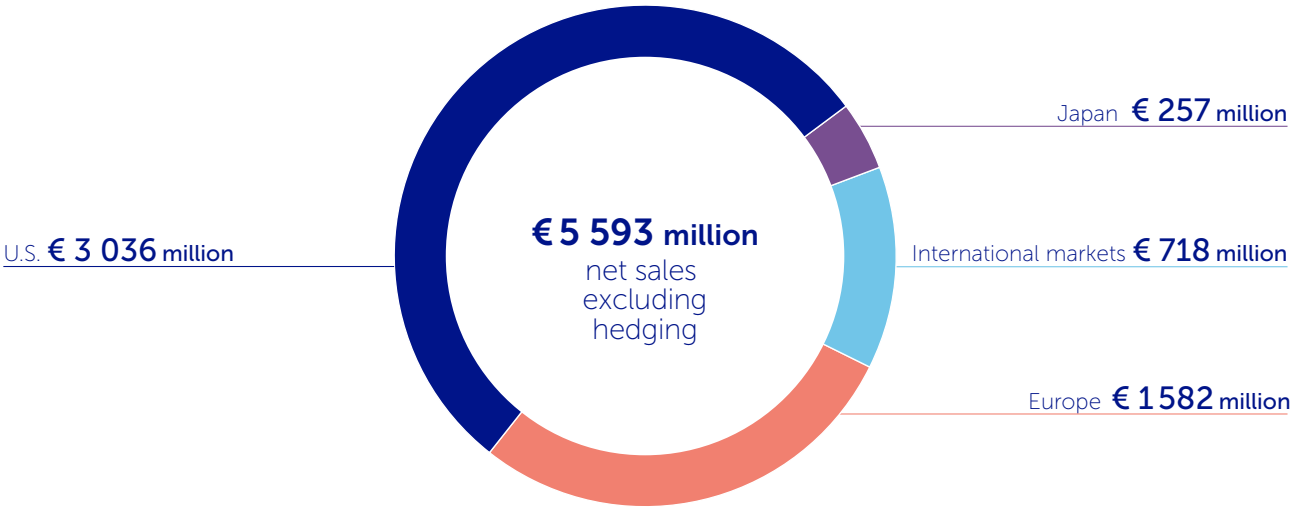
UCB's established brands

The performance of the net sales of established brands was -10%, reaching € 517 million (-8% CER), reflecting the maturity of the portfolio, the sale of established brands in Europe in early 2023, and the sale of Atarax® and Nootropil® in October 2024. Adjusted by the sale in 2023 and 2024, the performance of the established brands portfolio was - 6%. **NEUPRO® (*rotigotine*)**, the patch for Parkinson's disease and restless legs syndrome, is included in the established brands portfolio and is exposed to generic competition and recorded stable net sales of € 248 million (-11%; -11% CER). UCB's allergy product portfolio with **ZYRTEC® (*cetirizine*, including ZYRTEC®-D / CIRRUS®)** and **XYZAL® (*levocetirizine*)** is included in the established brands portfolio and reached total net sales of € 144 million (+1%; +3% CER). In November 2024, UCB announced the successful completion of the sale of rights to two established brands, Atarax®, Nootropil® and to its mature neurology and allergy portfolio in China (see section 1.1).

Designated hedges reclassified to net sales were € +19 million after € 50 million in 2023. As part of its currency hedging strategy, UCB hedged the forecasted 2024 foreign currency cash flows during 2023. The hedge result results primarily from the appreciation of the U.S. Dollar (next to the variances related to Japanese Yen, the British Pound and the Swiss Franc) and has been reclassified into net sales.

1.4 Net sales by geographical area

	Actual		Variance actual rates		Variance CER	
€ million	**2024**	2023	€ million	%	€ million	%
Net sales – U.S.	**3 036**	**2 454**	**582**	**24%**	**584**	**24%**
CIMZIA®	1 289	1 364	- 75	- 5%	- 74	- 5%
BRIVIACT®	540	445	95	21%	95	21%
FINTEPLA®	294	201	93	46%	93	46%
BIMZELX®	287	9	278	>100%	278	>100%
RYSTIGGO®	184	19	165	>100%	165	>100%
NAYZILAM®	124	94	30	33%	30	33%
KEPPRA®	123	132	- 9	- 7%	- 9	- 7%
VIMPAT®	56	96	- 40	- 41%	- 40	- 41%
ZILBRYSQ®	56	0	56	N/A	56	N/A
Established brands	83	94	- 12	- 13%	- 12	- 13%
Net sales – Europe	**1 582**	**1 397**	**186**	**13%**	**181**	**13%**
CIMZIA®	436	428	8	2%	6	1%
BIMZELX®	255	112	143	>100%	142	>100%
KEPPRA®	199	205	- 6	- 3%	- 6	- 3%
BRIVIACT®	120	110	10	10%	10	9%
VIMPAT®	116	140	- 24	- 17%	- 24	- 17%
EVENITY®	103	60	43	71%	42	71%
FINTEPLA®	41	21	20	93%	20	92%
RYSTIGGO®	8	0	8	N/A	8	N/A
ZILBRYSQ®	8	0	7	N/A	7	N/A
Established brands	296	321	- 24	- 8%	- 25	- 8%
Net sales – Japan	**257**	**269**	**- 12**	**- 4%**	**9**	**3%**
VIMPAT®	85	83	2	2%	8	10%
E KEPPRA® JP	65	97	- 32	- 33%	- 27	- 27%
BIMZELX®	32	16	16	>100%	19	>100%
CIMZIA®	28	39	- 10	- 26%	- 8	- 20%
RYSTIGGO®	10	0	9	N/A	10	N/A
ZILBRYSQ®	8	0	8	N/A	9	N/A
FINTEPLA®	2	1	1	>100%	2	>100%
BRIVIACT®	1	0	1	N/A	2	N/A
Established brands	25	33	- 8	- 23%	- 6	- 18%
Net sales – International markets	**718**	**697**	**20**	**3%**	**67**	**10%**
CIMZIA®	280	257	23	9%	39	15%
KEPPRA®	196	202	- 7	- 3%	9	4%
VIMPAT®	71	75	- 4	- 5%	- 1	- 1%
BRIVIACT®	24	21	3	14%	3	16%
BIMZELX®	33	12	22	>100%	22	>100%
FINTEPLA®	2	3	0	- 16%	0	- 16%
Established brands	111	127	- 16	- 12%	- 5	- 4%
Net sales before hedging	**5 593**	**4 817**	**776**	**16%**	**840**	**17%**
Designated hedges reclassified to net sales	19	50	- 30	- 61%		
Total net sales	**5 613**	**4 867**	**746**	**15%**	**840**	**17%**



U.S. net sales went up to € 3 036 million by 24% (24% CER) reflecting the strong growth contributions from BRIVIACT®, FINTEPLA®, NAYZILAM® and the successful launches of BIMZELX® as well as RYSTIGGO® and ZILBRYSQ®. CIMZIA® is outperforming the U.S. anti-TNF market showing a positive performance (+4%) in volume growth, however overcompensated by pricing effects. KEPPRA® and VIMPAT® net sales evolution reflect the generic competition.

Net sales in Europe increased to € 1 582 million by 13% (+13% CER) – driven by the strong growth of BIMZELX®, EVENITY® and FINTEPLA® as well as the new product portfolio for the treatment of generalized myasthenia gravis (gMG), RYSTIGGO® and ZILBRYSQ® – supported by the very solid performance of BRIVIACT® and CIMZIA® and overcompensating the continued effects of generic competition to VIMPAT® and KEPPRA®.

Net sales in Japan were € 257 million after € 269 million in 2023 (-4%) due to exchange rate effects. At constant rates, net sales went up by 3%. BIMZELX®, RYSTIGGO®, ZILBRYSQ® and FINTEPLA® (partner Nippon Shinyaku books the in-market sales) as well as the newly launched BRIVIACT® showed strong growth. This was partly compensated by the decline E KEPPRA® reflecting generic erosion and CIMZIA® reflecting inventory effects due to the transition from the partner in Japan to UCB (from April 2025 onwards, UCB will provide CIMZIA® to patients in Japan). VIMPAT® continued to grow double-digit at constant exchange rates with generic competition expected only in late 2025.

International markets net sales amounted to € 718 million reflecting growth contribution from CIMZIA®, BRIVIACT® and BIMZELX® (+3%; +10% CER). Net sales in the largest market in this region, China, were € 143 million (0%; 2% CER). In November 2024 occurred successful closing of the sale of UCB's mature neurology and allergy portfolio in China. Combined net sales of these medicines in China for 2023 amounted to € 131 million and € 131 million for the first 11 months of 2024. (See section 1.2).

Designated hedges reclassified to net sales were € 19 million (€ 50 million in 2023) reflecting UCB's realized transactional hedging activities. These are mainly related to the U.S. Dollar, the Japanese Yen, the British Pound and the Swiss Franc.

1.5 Royalty income and fees

	Actual		Variance	
€ million	**2024**	2023	Actual rates	CER
Biotechnology IP	60	55	9%	9%
Other	19	23	- 19%	- 18%
Royalty income and fees	**78**	**77**	**1%**	**1%**

In 2024, r**oyalty income and fees** remained relatively stable with € 78 million after € 77 million in 2023.

The **biotechnology IP** income represents royalties on marketed products using UCB's antibody intellectual property.

"**Other" includes** royalties from UCB's allergy portfolio and royalties on partnered or out-licensed products developed by UCB.

1.6 Other revenue

	Actual		Variance	
€ million	**2024**	2023	Actual rates	CER
Contract manufacturing sales	79	119	- 34%	- 33%
Other	382	189	>100%	>100%
Other revenue	**461**	**308**	**50%**	**50%**

Other revenue went up to € 461 million or by 50%, driven by the successful completion of the sale of rights of two established brands, Atarax® and Nootropil® for Europe and selected countries in Latin-America and Asia-Pacific to ADVANZ PHARMA in November 2024, leading to other revenue of € 157 million.

Contract manufacturing sales decreased to € 79 million from € 119 million, due to lower demand for contract manufacturing and the expiration of agreements, mostly linked to the sale of established brands in 2023.

"**Other" revenue** increased to € 382 million driven by the proceeds from the above-mentioned sale of products. It also includes partnership activities in Japan (FINTEPLA®), continued milestones and other payments from R&D and licensing partners, including from Biogen for *dapirolizumab pegol* in lupus (SLE, phase 3 program), Roche for *bepranemab* in Alzheimer's disease and Novartis on the development of *minzasolmin* in Parkinson's disease. The last two partnerships are being terminated: for *bepranemab*, which showed encouraging phase 2a study results, UCB regained the global rights and *minzasolmin* did not meet its primary and secondary clinical endpoints in the proof-of-concept study. (See section 1.1.) The termination of the partnership for *minzasolmin* led to additional termination revenue of € 92 million (termination expenses are recognized in research and development expenses).

In 2023, "other" revenue also included a one-time milestone payment of € 70 million for partnership activities in Japan (VIMPAT®).

1.7 Gross profit

	Actual		Variance	
€ million	**2024**	2023	Actual rates	CER
Revenue	**6 152**	**5 252**	**17%**	**19%**
Net sales	5 613	4 867	15%	17%
Royalty income and fees	78	77	1%	1%
Other revenue	461	308	50%	50%
Cost of sales	**- 1 752**	**- 1 707**	**3%**	**3%**
Cost of sales products and services	- 1 227	- 1 115	10%	10%
Royalty expenses	- 106	- 104	2%	0%
Adjusted Gross Profit	**4 819**	**4 033**	**19%**	**22%**
Amortization of intangible assets linked to sales	- 419	- 488	- 14%	- 14%
Gross Profit	**4 400**	**3 545**	**24%**	**27%**

In 2024, the gross profit before "amortization of intangible assets linked to sales" , or adjusted gross profit, was € 4 819 million (+19%; +22% CER) and showed an even better performance than the topline, reflecting the improved product mix. The adjusted gross margin reached 78.3%, an improvement compared to 2023 with an adjusted gross margin of 76.8%.

Gross profit after "amortization of intangible assets linked to sales" reached € 4 400 million – with an improved gross margin of 71.5% after 67.5% in 2023, including lower amortization of intangible assets linked to sales.

Cost of sales has three components: the cost of sales for products and services, royalty expenses, and the amortization of intangible assets linked to sales:

- **The cost of sales for products and services** increased at a lower pace than topline to € 1 227 million (+10%; +10% CER) – thanks to product mix.
- **Royalty expenses** reached € 106 million after € 104 million.
- **Amortization of intangible assets linked to sales:** Under IFRS 3, UCB has reflected on its statement of financial position a significant amount of intangible assets relating to the RA Pharma (2020) and Zogenix (2022) acquisition (in-process research and development, manufacturing know-how, royalty streams, trade names, etc.). The amortization expenses of the intangible assets for which products have already been launched decreased to € 419 million (after € 488 million). The FINTEPLA® amortization has been revised in late 2023 following a settlement in a patent dispute in the U.S. UCB is now considering Q4 2033 as the loss of exclusivity in the U.S.

1.8 Adjusted EBIT and Adjusted EBITDA

	Actual		Variance	
€ million	**2024**	2023	Actual rates	CER
Revenue	**6 152**	**5 252**	**17%**	**19%**
Net sales	5 613	4 867	15%	17%
Royalty income and fees	78	77	1%	1%
Other revenue	461	308	50%	50%
Adjusted Gross Profit	**4 819**	**4 033**	**19%**	**22%**
Gross Profit	**4 400**	**3 545**	**24%**	**27%**
Marketing and selling expenses	- 2 075	- 1 594	30%	30%
Research and development expenses	- 1 781	- 1 630	9%	9%
General and administrative expenses	- 272	- 230	18%	18%
Other operating income/expenses (-)	564	566	0%	0%
Total operating expenses	**- 3 564**	**- 2 888**	**23%**	**23%**
Adjusted EBIT	**836**	**657**	**27%**	**47%**
Add: Amortization of intangible assets	467	533	- 12%	- 12%
Add: Depreciation charges	174	159	10%	10%
Adjusted EBITDA	**1 476**	**1 349**	**9%**	**18%**

Operating expenses, encompassing marketing and selling expenses, research and development expenses, general and administrative expenses and other operating income/expenses, increased by 23% to € 3 564 million. This reflects significantly higher marketing and selling expenses, moderately increased research and development expenses, higher general and administration expenses and a stable "other operating income". Also, the accounting effect of long-term incentives (LTI), driven by the strong share price performance, impacted the different operating expenses and increased the total operating expenses by € 82 million or 2.3% of the total operating expenses. Total operating expenses in relation to revenue (operating expense ratio) increased to 58% following 55% in 2023, consisting of:

- 30% higher **marketing and selling expenses** of € 2 075 million (+30% CER), reflecting focused and significant investments behind the global launch activities for UCB's five growth drivers: global BIMZELX® launch activities in up to five indications, global launch activities for FINTEPLA® in two indications, global RYSTIGGO® and ZILBRYSQ® launch activities for people living with generalized myasthenia gravis (gMG) and the ongoing expansion of EVENITY® in Europe, reaching more and more patients.
- 9% higher **research and development expenses** of € 1 781 million (+9% CER) reflect the continued investments in UCB's innovative R&D pipeline with 10 different study programs encompassing today one phase 4 (post-approval) asset, one asset under regulatory review, four phase 3 projects, four phase 2 projects as well as ongoing earlier research activities. More details about the clinical development program can be found under "1.2 Key Events". The R&D ratio reached 29% in 2024 following 31% in 2023 due to strong revenue growth.
- 18% higher **general and administrative expenses** of € 272 million (+18% CER), driven by expenses and additional external resources for the one-off implementation cost in summer 2024 of the new growth organization model and by the above-mentioned accounting effect of LTI.
- **other operating income** was stable with € 564 million, following € 566 million in 2023 - driven by the net contribution of € 481 million (+31%) from EVENITY® compensating a significantly lower other operating income. EVENITY® is being launched successfully globally by Amgen, Astellas and UCB since 2019, with net sales outside Europe reported by the partners. Hence, the net earnings contribution from outside Europe is reflected here. "Other" included in 2023 the sale of a portfolio of established brands in Europe (€ 145 million).

€ million	Actual 2024	Actual 2023	Variance Actual rates	Variance CER
Collaboration agreement for the development and commercialization of EVENITY®	481	368	31%	32%
Other	83	198	- 58%	- 58%
Total other operating income / expenses (-)	**564**	**566**	**0%**	**0%**

Driven by double-digit revenue growth and despite higher total operating expenses adjusted EBIT (Earnings Before Interest and Taxes) increased by 27% to € 836 million.

- total **amortization of intangible assets** (product related and other) amounted to € 467 million after € 533 million.
- **depreciation charges** reached € 174 million and include depreciation on the new UCB manufacturing unit for biologics, including BIMZELX®.

Adjusted EBITDA (Earnings before Interest, Taxes, Depreciation and amortization charges) increased by 9% to € 1 476 million (+18% CER), reflecting double-digit revenue growth and higher operating expenses. The adjusted EBITDA ratio for 2024 (in % of revenue) reached 24.0%, vs 25.7% in 2023.

1.9 Profit

€ million	Actual 2024	Actual 2023	Variance Actual rates	Variance CER
Adjusted EBIT	**836**	**657**	**27%**	**47%**
Impairment charges	- 73	- 5	>100%	>100%
Restructuring expenses	- 25	- 13	93%	93%
Gain/loss (-) on disposals	578	- 24	>- 100%	>- 100%
Other income/expenses (-)	8	- 11	>- 100%	>- 100%
Total impairment, restructuring and other income/expenses (-)	488	- 53	>- 100%	>- 100%
EBIT (operating profit)	**1 324**	**604**	**>100%**	**>100%**
Net financial expenses (-)	- 161	- 163	- 1%	- 2%
Profit before income taxes	**1 163**	**441**	**>100%**	**>100%**
Income tax expenses	- 98	- 98	0%	4%
Profit from continuing operations	**1 065**	**343**	**>100%**	**>100%**
Profit	**1 065**	**343**	**>100%**	**>100%**

Total impairment, restructuring and other income/expenses (-) increased to a € 488 million income (after an expense of € 53 million in 2023). This was driven by the successful closing of the divestment of UCB's mature neurology and allergy portfolio in China and the Zhuhai manufacturing facility, to CBC Group, Asia's largest healthcare-focused asset management group, and Mubadala Investment Company, the Abu Dhabi based global investment company, announced in November 2024. The impairment charges increased due to the termination of the development of *minzasolmin* (see section 1.2).

Net financial expenses reached € 161 million, down from € 163 million in 2023. The impact of higher funding expenses has been offset by the increase of the return on cash investments and reduction of net foreign exchange losses.

Income tax expenses were stable at € 98 million compared to € 98 million in 2023, with an average effective tax rate of 8% compared to 22% in 2023. The tax rate is impacted by the above-mentioned divestment in China, and corrected for this the effective tax rate would be 14% and includes the continued and sustainable use of R&D incentives and the additional recognition of deferred tax assets on losses.

Driven by double-digit revenue growth, higher operating expenses reflecting the strong investments behind the launches and the significant contribution from the gain on disposals, the **profit of the Group** amounted to € 1 065 million after € 343 million.

1.10 Core EPS

	Actual		Variance	
€ million	**2024**	2023	Actual rates	CER
Profit	**1 065**	**343**	**>100%**	**>100%**
Total impairment, restructuring and other income (-) /expenses	- 488	53	>-100%	>-100%
Income tax on impairment, restructuring and other expenses / credit (-)	15	- 11	>-100%	>-100%
Profit (-)/loss from discontinued operations	0	0	N/A	N/A
Amortization of intangibles linked to sales	419	488	- 14%	- 14%
Income tax on amortization of intangibles linked to sales	- 65	- 77	- 16%	- 16%
Core profit	**947**	**796**	**19%**	**32%**
Weighted average number of shares (million)	190	190	0%	
Core EPS	**4.98**	**4.20**	**19%**	**32%**

The profit, adjusted for the after-tax impact of to-be adjusted items, the financial one-offs, the after-tax contribution from discontinued operations and the net amortization of intangibles linked to sales, amounted to **core profit** of € 947 million (+19%; 32% CER), leading to **core earnings per share** (EPS) of € 4.98 compared to € 4.20 in 2023, per non-dilutive weighted average number of shares of 190 million (stable).

1.11 Capital expenditure

The total capital expenditure amounts to € 322 million (2023: € 316 million) and is as follows:

- In 2024, the tangible capital expenditure resulting from the UCB biopharmaceutical activities amounted to € 234 million (2023: € 238 million) and are mainly related to the construction of the bio manufacturing facility and the gene therapy facility in Belgium, the new campus site in the U.K. and IT hardware.
- Acquisition of intangible assets reached € 88 million in 2024 (2023: € 78 million) and is related to software, capitalized eligible development costs and milestones, and the capitalization of external development expenses for post approval studies.

1.12 Statement of financial position

The **intangible assets** decreased by € 150 million from € 4 232 million at December 31, 2023 to € 4 082 million at December 31, 2024 mainly due to ongoing amortization of intangible assets (€ 467 million), impairment losses (€ 72 million), offset by the impact from translation of foreign currencies (€ 243 million) and € 149 million additions (related to in-licensing deals, software and capitalized eligible development costs).

Goodwill at € 5 462 million, an increase of € 208 million mainly due to a stronger U.S. Dollar compared to December 2023.

Other non-current assets at € 3 015 million or € 406 million higher compared to last year, and include additions for property, plant and equipment of € 337 million (containing amongst others, the bio manufacturing facility in Braine-l'Alleud (Belgium), the Genesis site in Braine-l'Alleud (Belgium) and the new campus in the U.K.) offset with € 174 million depreciation, and an increase of deferred tax assets related to timing differences and R&D tax credits.

The current assets increased from € 3 444 million as of December 31, 2023 to € 4 788 million as of December 31, 2024 and include higher inventory linked to the five growth products, higher outstanding trade receivables linked to higher net sales, and high cash levels after the sale of two established brands products and the divestment of neurology and allergy products in China.

UCB's shareholders' equity, at € 10 029 million, showed an increase of € 1 054 million between December 31, 2023 and December 31, 2024. The main changes stem from the net profit (€ 1 065 million), the US$ and GBP currency translation (€ 371 million), the remeasurement of the defined benefit obligation (€ 6 million), offset with the dividend payments (€ -259 million) and the acquisition of own shares (€ -133 million).

The non-current liabilities amounted to € 3 789 million, a decrease of € 159 million, due to the full repayment of the bullet term loan facility agreement linked to the acquisition of Ra Pharmaceuticals, Inc. (US$ 605 million) and the partial repayment of the bullet term loan facility agreement for the acquisition of Zogenix, Inc. (US$ 200 million) offset by € 500 million senior unsecured bonds issued in 2024 (maturing in 2030) and decrease of the deferred income tax liabilities with € 195 million.

The **current liabilities** amount to € 3 529 million, an increase of € 913 million, and include higher outstanding trade and other payables, higher income tax payables.

Net financial debt at € 1 454 million as per end December 2024, a decrease of € 723 million compared to € 2 177 million as of end December 2023. The decrease is related to the higher cash position due to underlying net profitability and proceeds received from the divestment of UCB's mature neurology and allergy business in China and two established brands products. The net debt to adjusted EBITDA ratio for 2024 is 1.0x.

1.13 Cash flow statement

The evolution of cash flow generated by biopharmaceutical activities is affected by the following:

- **Cash flow from operating activities** amounted to € 1 242 million compared to € 761 million in 2023. The cash inflow stems from underlying net profitability and lower working capital mainly due to higher outstanding payables at year-end partially offset by an increase in inventories linked to the five product growth drivers and higher outstanding receivables reflecting the growing net sales.
- **Cash flow from investing activities** showed an inflow of € 282 million, compared to an outflow of € 440 million in 2023. The 2024 investing activities include mainly the proceeds (net of cash disposed) from the divestment of UCB's mature neurology and allergy business in China for € 619 million offset by € 322 million capital expenditures and € 19 million equity investments mainly by UCB Ventures.
- **Cash flow from financing activities** had an outflow of € 818 million, which includes the full repayment of the bullet term loan facility agreement for the acquisition of Ra Pharmaceuticals, Inc. (US$ - 605 million) and the partial repayment of the bullet term loan facility agreement for the acquisition of Zogenix, Inc. (US$ - 200 million), the dividend paid to UCB shareholders (€ - 259 million), the acquisition of treasury shares (€ - 162 million) and interests paid (€ - 160 million) partially offset by the proceeds of the € 500 million senior unsecured bonds, issued under UCB's EMTN program.

1.14 Financial Guidance 2025

The year 2025 will be marked by ongoing global launches and in-market performance of the five growth drivers BIMZELX®, RYSTIGGO®, ZILBRYSQ®, FINTEPLA® and EVENITY®, supported by the solid performance of BRIVIACT® and despite expected pricing pressure for CIMZIA®.

For 2025, UCB is aiming for an increase of revenues to the range of € 6.5 – € 6.7 billion representing a year over year like-for-like[1] significant increase over 2024, considering the portfolio evolution.

UCB will continue to invest behind launches around the globe to offer potential new solutions for people living with severe diseases and remains committed to invest into research and development advancing its early- and late-stage development pipeline. At the same time, UCB will continue to be cost disciplined and, as in the past, to actively manage the tail of its portfolio. Underlying profitability, adjusted EBITDA, is expected to reach 30% of revenue. Core earnings per share are expected in the range of € 6.80 – 7.40 per share – based on an average of 190 million shares outstanding.

The figures for the financial guidance 2025 as mentioned above are calculated on the same basis as the actual figures for 2024.

1 Like-for-like includes adjustments to 2024 revenue related to the contribution to topline from divestments (proceeds and net sales) and *minzasolmin* termination

2. Consolidated financial statements

2.1 Consolidated income statement

For the year ended December 31

€ million	Note	2024	2023
Continuing operations			
Net Sales	6	5 613	4 867
Royalty income and fees		78	77
Other revenue	10	461	308
Revenue		**6 152**	**5 252**
Cost of sales		- 1 752	- 1 707
Gross profit		**4 400**	**3 545**
Marketing and selling expenses		- 2 075	- 1 594
Research and development expenses		- 1 781	- 1 630
General and administrative expenses		- 272	- 230
Other operating income/expenses (-)	13	564	566
Operating profit before impairment, restructuring and other income and expenses		**836**	**657**
Impairment of non-financial assets	14	- 73	- 5
Restructuring expenses	15	- 25	- 13
Other income/expenses (-)	16	586	- 35
Operating profit		**1 324**	**604**
Financial income	17	39	47
Financial expenses	17	- 200	- 210
Profit before income taxes		**1 163**	**441**
Income tax expense	18	- 98	- 98
Profit from continuing operations		**1 065**	**343**
Discontinued operations			
Profit/loss (-) from discontinued operations	9	**0**	**0**
Profit		**1 065**	**343**
Attributable to:			
Equity holders of UCB SA		1 065	343
Non-controlling interests		0	0
Basic earnings per share (€)			
from continuing operations	40.2	5.61	1.81
from discontinued operations	40.2	0.00	0.00
Total basic earnings per share		**5.61**	**1.81**
Diluted earnings per share (€)			
from continuing operations	40.2	5.48	1.76
from discontinued operations	40.2	0.00	0.00
Total diluted earnings per share		**5.48**	**1.76**

2.2 Consolidated statement of comprehensive income

For the year ended December 31

€ million	Note	2024	2023
Profit for the period		**1 065**	**343**
Other comprehensive income			
Items to be reclassified to profit or loss in subsequent periods:			
- Net gain/loss (-) on financial assets at FVOCI		0	- 23
- Exchange differences on translation of foreign operations		371	- 125
- Effective portion of gains/losses (-) on cash flow hedges		- 139	9
- Income tax relating to the components of other comprehensive Income to be reclassified to profit or loss in subsequent periods		30	- 8
Items not to be reclassified to profit or loss in subsequent periods:			
- Remeasurement of defined benefit obligation	33	6	- 101
- Income tax relating to the components of other comprehensive Income not to be reclassified to profit or loss in subsequent periods		0	16
Other comprehensive income/loss (-) for the period, net of tax		**268**	**- 232**
Total comprehensive income for the period, net of tax		**1 333**	**111**
Attributable to:			
Equity holders of UCB SA		1 333	111
Non-controlling interests		0	0
Total comprehensive income for the period, net of tax		**1 333**	**111**

2.3 Consolidated statement of financial position

For the year ended December 31

€ million	Note	2024	2023
Assets			
Non-current assets			
Intangible assets	20	4 082	4 232
Goodwill	21	5 462	5 254
Property, plant and equipment	22	1 754	1 595
Deferred income tax assets	32	1 020	804
Financial and other assets (including derivative financial instruments)	23	241	210
Total non-current assets		**12 559**	**12 095**
Current assets			
Inventories	24	1 309	1 031
Trade and other receivables	25	1 526	1 220
Income tax receivables	36	50	67
Financial and other assets (including derivative financial instruments)	23	300	241
Cash and cash equivalents	26	1 573	861
Assets of disposal group classified as held for sale	9.2	30	24
Total current assets		**4 788**	**3 444**
Total assets		**17 347**	**15 539**
Equity and liabilities			
Equity			
Capital and reserves attributable to UCB shareholders	27	10 029	8 975
Non-controlling interests	23.6	0	0
Total equity		**10 029**	**8 975**
Non-current liabilities			
Borrowings	29	1 539	2 099
Bonds	30	1 424	897
Other financial liabilities (including derivative financial instruments)	31	65	64
Deferred income tax liabilities	32	91	286
Employee benefits	33	228	227
Provisions	34	227	212
Trade and other liabilities	35	101	98
Income tax payables	36	114	65
Total non-current liabilities		**3 789**	**3 948**
Current liabilities			
Borrowings	29	63	42
Bonds	30	0	0
Other financial liabilities (including derivative financial instruments)	31	128	21
Provisions	34	172	173
Trade and other liabilities	35	3 019	2 313
Income tax payables	36	147	67
Liabilities of disposal group classified as held for sale	9.2	0	0
Total current liabilities		**3 529**	**2 616**
Total liabilities		**7 318**	**6 564**
Total equity and liabilities		**17 347**	**15 539**

2.4 Consolidated statement of cash flows

For the year ended December 31

€ million	Note	2024	2023
Profit for the year attributable to UCB shareholders		**1 065**	**343**
Adjustment for non-cash transactions	37	590	485
Adjustment for items to disclose separately under operating cash flow	37	98	98
Adjustment for items to disclose under investing and financing cash flows	37	- 465	143
Change in working capital	37	168	- 227
Working capital relating to acquisitions/divestments		- 28	- 20
Interest received	17	29	33
Cash flow generated from operations		**1 457**	**855**
Tax paid during the period		- 215	- 94
Net cash flow used in (-)/generated by operating activities:			
From continuing operations		1 242	761
From discontinued operations		0	0
Net cash flow generated by operating activities		**1 242**	**761**
Acquisition of property, plant and equipment	22	- 234	- 238
Acquisition of intangible assets	20	- 88	- 78
Acquisition of subsidiaries, net of cash acquired		0	- 113
Acquisition of other investments		- 19	- 18
Sub-total acquisitions		**- 341**	**- 447**
Proceeds from sale of subsidiaries, net of cash disposed		0	4
Proceeds from divestment of business unit, net of cash disposed		619	0
Proceeds from sale of other investments		4	3
Sub-total disposals		**623**	**7**
Net cash flow used in (-)/generated by investing activities:			
From continuing operations		282	- 440
From discontinued operations		0	0
Net cash flow used in (-)/generated by investing activities:		**282**	**- 440**
Proceeds from (+)/repayment of (-) bonds	30.3	495	124
Proceeds from borrowings	29	77	473
Repayments of borrowings (-)	29	- 756	- 424
Payment of lease liabilities	29	- 53	- 45
Acquisition (-) of treasury shares	27	- 162	- 40
Dividend paid to UCB shareholders, net of dividend paid on own shares	27.2, 41.4	- 259	- 252
Interest paid	17	- 160	- 144
Net cash flow used in (-)/generated by financing activities:			
From continuing operations		- 818	- 308
From discontinued operations		0	0
Net cash flow used in (-)/generated by financing activities		**- 818**	**- 308**
Net increase/decrease (-) in cash and cash equivalents		706	13
From continuing operations		706	13
From discontinued operations		0	0
Net cash and cash equivalents at the beginning of the period		861	859
Effect of exchange rate fluctuations		6	- 11
Net cash and cash equivalents at the end of the period		**1 573**	**861**

2.5 Consolidated statement of changes in equity

2024 € million	Attributed to equity holders of UCB SA									
	Share capital and share premium	Treasury shares	Retained earnings	Other reserves	Cumulative translation adjustments	Financial assets at FVOCI	Cash flow hedges	Total	Non-controlling interests	Total stock-holders' equity
Balance at January 1, 2024	**2 614**	**(353)**	**6 578**	**(9)**	**55**	**40**	**50**	**8 975**	**(0)**	**8 975**
Profit for the period	–	–	1 065	–	–	–	–	**1 065**	–	**1 065**
Other comprehensive income/loss (-)	–	–	–	6	371	(4)	(105)	**268**	–	**268**
Total comprehensive income	**–**	**–**	**1 065**	**6**	**371**	**(4)**	**(105)**	**1 333**	**–**	**1 333**
Dividends (Note 41.4)	–	–	(259)	–	–	–	–	**(259)**	–	**(259)**
Share-based payments (Note 28)	–	–	104	–	–	–	–	**104**	–	**104**
Transfer between reserves	–	102	(102)	–	–	–	–	**–**	–	**–**
Treasury shares (Note 27)	–	(133)	–	–	–	–	–	**(133)**	–	**(133)**
Divestment of subsidiary	–	–	9	–	–	–	–	**9**	–	**9**
Balance at December 31, 2024	**2 614**	**(384)**	**7 395**	**(3)**	**426**	**36**	**(55)**	**10 029**	**(0)**	**10 029**

2023 € million	Attributed to equity holders of UCB SA									
	Share capital and share premium	Treasury shares	Retained earnings	Other reserves	Cumulative translation adjustments	Financial assets at FVOCI	Cash flow hedges	Total	Non-controlling interests	Total stock-holders' equity
Balance at January 1, 2023	**2 614**	**(363)**	**6 445**	**76**	**180**	**63**	**49**	**9 064**	**(0)**	**9 064**
Profit for the period	–	–	343	–	–	–	–	**343**	–	**343**
Other comprehensive income/loss (-)	–	–	–	(85)	(125)	(23)	1	**(232)**	–	**(232)**
Total comprehensive income	**–**	**–**	**343**	**(85)**	**(125)**	**(23)**	**1**	**111**	**–**	**111**
Dividends (Note 41.4)	–	–	(252)	–	–	–	–	**(252)**	–	**(252)**
Share-based payments (Note 28)	–	–	85	–	–	–	–	**85**	–	**85**
Transfer between reserves	–	68	(68)	–	–	–	–	**–**	–	**–**
Treasury shares (Note 27)	–	(58)	–	–	–	–	–	**(58)**	–	**(58)**
Sale of subsidiary	–	–	25	–	–	–	–	**25**	–	**25**
Movement on NCI	–	–	–	–	–	–	–	**–**	–	**–**
Balance at December 31, 2023	**2 614**	**(353)**	**6 578**	**(9)**	**55**	**40**	**50**	**8 975**	**(0)**	**8 975**

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1. General information

UCB SA/NV (UCB or the Company) and its subsidiaries (together the Group) is a global biopharmaceutical company focused on severe diseases in two main therapeutic areas namely neurology and immunology.

The consolidated financial statements of the Company as at and for the year ended December 31, 2024 comprise the Company and its subsidiaries. Within the Group, UCB Pharma SA, UCB Biopharma SRL, UCB S.R.O and UCB Inc., all wholly owned subsidiaries, have branches. UCB Pharma SA and UCB Biopharma SRL have branches in the U.K., UCB S.R.O and UCB Inc. have branches respectively in Slovakia and Puerto Rico. These branches are integrated into their accounts.

UCB SA/NV, the parent company, is a limited liability company incorporated and domiciled in Belgium.

The registered office is at 60, Allée de la Recherche, B-1070 Brussels, Belgium. UCB SA/NV is listed on the Euronext Brussels Stock Exchange.

The Board of Directors approved these consolidated financial statements and the statutory financial statements of UCB SA for issue on February 27, 2025. The shareholders will be requested to approve the statutory financial statements of UCB SA at their annual meeting on April 24, 2025.

2. Additional disclosures related to 2024 specific topics

2.1 Implications of Russia's invasion of Ukraine and conflicts in the Middle East on the financial position, performance and cash-flows of UCB

UCB is guided by its purpose of creating value for patients, now and into the future and its focus on contributing to a more inclusive and sustainable world. That's why UCB is driven to limit the impact of this war on its employees, patients, and their respective communities.

There is no material direct or indirect impact of Russia's invasion of Ukraine and the sanctions imposed or the conflicts in the Middle East on the strategic orientation and targets, operations, financial performance, financial position and cash-flows of UCB group.

Revenues of UCB group have not been materially impacted. There have not been any major disruptions in the Group supply chains and/or uncertainties regarding production.

UCB is still providing essential medicines to patients in Russia but has moved to a distribution model and has stopped active promotion in the market.

No additional principal risks or uncertainties have been identified at group level as a result of this war or conflicts in the Middle East and related events. No significant risk of material adjustment to the carrying amounts of assets and liabilities of UCB group has arisen.

There are no material judgments made or significant uncertainties relating to UCB's consolidated financial statements as per December 31, 2024 as a consequence of this war or conflicts and there is no going concern risk for UCB Group.

There is no significant increase in credit risk and there is no material impact on the measurement of expected credit losses (ECL) taking into account forward-looking information. The sales in Russia are still covered by a credit insurance, and there are at this moment no concerns to collect the cash, however the cash levels are limited to a minimum at the Russian subsidiaries. UCB has no subsidiaries or branches in the conflict areas in the Middle East. There is no significant amount of cash and cash equivalents balances that is not available for use by the Group. There is no significant exposure to liquidity and currency risk and no material impact on the related sensitivities with respect to UCB's investments affected by the war and conflicts in the Middle East. There is no impact on UCB's hedge accounting relationships.

The war and conflicts have not had any major impact on the liquidity position of UCB group. The liquidity risk management strategy is still adequate and appropriate and has not changed.

UCB group has assessed that neither the direct nor indirect effects of Russia's invasion of Ukraine or of the conflicts in the Middle East constitute an indication that one or more assets within the scope of IAS 36 may be impaired.

Sensitivity analyses as disclosed in Note 5.1.2 of these annual consolidated financial statements for the year ended December 31, 2024 are not materially impacted by the war or by the conflicts in the Middle East.

Russia's invasion of Ukraine and related events as well as the conflicts in the Middle East have impacted the interest rates and inflation trends. Consequently, the discount rate used to determine the recoverable amount has been updated to reflect these developments but has not led to significant changes compared to the last tests performed.

As a result of Russia's invasion of Ukraine or the sanctions imposed, there are no changes in facts and circumstances that may significantly limit UCB's ability to exercise its rights or governance provisions with respect to its Russian or Ukrainian subsidiary.

Currently, the expected future direct and/or indirect impacts of Russia's invasion of Ukraine and the sanctions imposed as well as of the conflicts in the Middle East on UCB's financial performance, financial position and cash-flows and related risks are assessed as not material but UCB will continuously monitor for potential impacts.

UCB has not applied for and does not intend to apply for public support measures. UCB does not intend to materially change its risk hedging strategy to address any direct or indirect impacts of the war or the conflicts.

2.2 Impact of macroeconomic situation on the financial position, performance and cash-flows of UCB

During 2024 interest rates and inflation have remained high. UCB, like many other companies, is experiencing the effect of high inflation and interest rates which affect many aspects of its business including increasing costs such as raw materials and wages. The strong outperformance of UCB shares in the past months has resulted in an increased cost of our long-term incentives (including stock option plans, stock award plans and performance share plans).

Because of high interest rates, the cost of debt remained high in 2024. The macroeconomic situation has not had any major impact on negotiations of contract terms or investment or financing decisions. High inflation and interest rates affect fair value measurements, expected future cash flow estimates, discount rates used to determine present value of cash flows and impairment testing. An update of the impairment testing did not result in the recognition of impairment losses resulting from changes to the discount rate. In 2024 an impairment of € 73 million was recognized mainly due to the termination of the development of *minzasolmin* (see 1.2 Key events of Business perfomance review section of this 2024 Integrated Annual Report). The valuation of assets and liabilities as per December 31, 2024 has not been materially impacted by the macroeconomic situation.

2.3 Impact of climate-related risks on the financial position, performance and cash-flows of UCB

UCB is committed to take environmental topics into consideration when developing its business strategy. Within the environmental risks and processes identified according to the process described in the Risk Management section of this Integrated Annual Report, UCB assessed its exposure to climate-related risks and opportunities in alignment with the TCFD recommendations.

UCB performed a climate scenario analysis for physical and transition risks and opportunities. Four scenarios and three different time horizons were considered in this analysis.

Heavy precipitation and flooding as well as water scarcity were identified as key physical risks. UCB's assessment of the financial implications and financial quantification in 2050 have been disclosed in the Task Force on Climate-Related Financial Disclosures Statement.

For transition risks, two risks were selected for the in-depth analysis namely:

- increased costs due to carbon pricing schemes
- shift in market expectations: decreased revenues due to an increased demand for low-carbon products

For each of these risks, financial implications and quantification in 2030 have been disclosed in the Task Force on Climate-Related Financial Disclosures Statement.

The financial impact assessment took into consideration impact on revenue, impact on costs of sales and operating expenses, impact on capital expenditures, impact on inventory and cash flow, and impact on market value and reputation.

UCB will incorporate the findings of the scenario analysis into its risk management system, long-term strategy, and risk mitigation planning and will continue to assess and identify any climate risks and opportunities in the future.

3. Summary of significant accounting policies

The accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretations issued by the IFRS Interpretations Committee (IFRS IC) as endorsed by the European Union as of December 31, 2024.

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

UCB has a subsidiary in Turkey, UCB Pharma A.S., with the functional currency being the Turkish lira which is the currency of a hyper-inflationary economy. The assets, liabilities, equity items, income and expenses of UCB Pharma A.S. have not been restated in accordance with IAS 29 Hyper-inflation before being included in the condensed consolidated financial statements of UCB as per December 31, 2024 given that UCB has assessed the impact of the restatement as being immaterial. In accordance with UCB's accounting policies as disclosed in this 2024 Integrated Annual Report, assets and liabilities of UCB Pharma A.S. are translated at the rate as per December 31, 2024 (Closing rate TRY = 36.626). Income and expenses are translated at the average exchange rate of December 2024 (Average rate TRY = 35.526).

3.2 New and amended standards adopted by the group

A number of amendments to standards are mandatory for the first time for the financial year beginning January 1, 2024. However, the Group does not have to change its accounting policies or make retrospective adjustments as a result of adopting the amendments to the standards.

For the Group's financial years starting from 2024, UCB is in scope of the Pillar 2 international tax reform, which has been enacted in most jurisdictions where the Group operates.

In 2023, the European Union endorsed IASB amendments to IAS 12 Income taxes on the implementation of the Pillar 2 model rules. These amendments notably aim at providing temporary relief from accounting for deferred taxes arising from the implementation of the Pillar 2 model rules. These

amendments to IAS 12 are to be applied immediately in accordance with IAS 8 Accounting policies, changes in accounting estimates and errors. The Group has applied the mandatory exception to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar 2 income taxes.

Based on financial numbers as per December 31, 2024, for UCB's constituent entities, the Group has performed a preliminary assessment of UCB's potential exposure to Pillar 2 income taxes for 2024. Based on this assessment, the Pillar 2 effective tax rates in the majority of jurisdictions in which the Group operates are above the minimum effective tax rate of 15% and no Pillar 2 impact is hence expected in those jurisdictions. In a limited number of jurisdictions however, transitional safe harbor relief should not apply, and Pillar 2 income taxes may be expected based on best estimates available per balance sheet date. The application of Pillar 2 taxation in UCB's consolidated financial statements ending December 31, 2024, has resulted in an additional current income tax expense of € 68 million, which should mainly materialize in the U.K., Switzerland and Belgium.

3.3 Amendments to standards issued but not yet applied

On April 9, 2024, the IASB issued IFRS 18, 'Presentation and Disclosure in Financial Statements'. This is the new standard on presentation and disclosure in financial statements, with a focus on updates to the statement of profit or loss. The key new concepts introduced in IFRS 18 relate to the structure of the statement of profit or loss, required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management defined performance measures); and enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general. This new standard will have an impact on the presentation of the consolidated income statement of the Group. UCB is currently assessing the impact.

On May 30, 2024, the IASB issued amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7). UCB is currently assessing the impact of these amendments.

There are no other standards or amendments to standards that are not yet effective and that would be expected to have a material impact on the Group's consolidated financial statements.

3.4 Consolidation

3.4.1 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration agreement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at acquisition date. On an acquisition-by-acquisition basis, the Group recognizes any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in profit or loss.

Inter-company transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

3.4.2 Changes in ownership interests in subsidiaries without change of control

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

3.4.3 Disposal of subsidiary

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

3.4.4 Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20%-50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognized at cost and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

When the Group ceases to equity account for an investment because of a loss of significant influence, any retained interest

in the entity is remeasured to its fair value with the change in carrying amount recognized in profit or loss. The fair value becomes the initial carrying amount for the purposes of subsequent accounting for the retained interest as a financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are classified to profit or loss where appropriate.

The Group share of its associates' post-acquisition profits or losses is recognized in the income statement, and its share of post-acquisition movements in other comprehensive income is recognized in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate.

The carrying amount of investments in associates is tested for impairment in accordance with the policy described in Note 3.10. Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses arising in investments in associates are recognized in the income statement.

3.5 Segment reporting

The Group's activities are in one segment, Biopharmaceuticals. There are no other significant classes of business, either singularly or in aggregate. The Chief Operating Decision Makers, being the Executive Committee, review the operating results and operating plans, and make resource allocation decisions on a company-wide basis; therefore UCB operates as one segment.

3.6 Foreign currency translation

The following important exchange rates were used in preparing the consolidated financial statements:

	Closing rate		Average rate	
	2024	2023	**2024**	2023
USD	1.035	1.106	1.082	1.081
JPY	162.890	155.850	163.661	151.560
GBP	0.827	0.867	0.846	0.870
CHF	0.940	0.929	0.952	0.971

The closing rates represent spot rates as at December 31, 2024 and December 31, 2023.

3.6.1 Functional and presentation currency

Items included in the individual financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in euro (€), which is the functional currency of the Company, and the presentation currency of the Group.

3.6.2 Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement under Financial income or Financial expenses (Note 17), except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges or when attributable to part of the net investment in a foreign operation.

Exchange differences on a foreign currency monetary financial asset measured at FVOCI are recognized partly in profit or loss and partly in other comprehensive income. For the purpose of recognizing foreign exchange gains and losses under IAS 21, the asset is treated as if it were carried at amortized cost in the foreign currency. Accordingly, foreign exchange differences on the amortized cost balance and those arising from changes in amortized cost (such as interest calculated using the effective interest method and impairment losses) are recognized in profit or loss. All other gains and losses (that is, changes in fair value, including exchange differences thereon) are recognized in other comprehensive income.

Exchange differences on a foreign currency non-monetary financial asset measured at FVOCI are recognized in other comprehensive income as part of the fair value gain or loss.

3.6.3 Group companies

The results and financial position of all Group entities (none of which has the currency of a hyperinflationary economy except for the Turkish entity) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting exchange differences are recognized in other comprehensive income (referred to as 'cumulative translation adjustments').

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to other comprehensive income. When a foreign operation is partially or wholly disposed of or sold, exchange differences that were recorded

in equity are recognized in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

3.7 Revenue

Revenue is recognized when control of a good or service transfers to a customer.

3.7.1 Net sales

Net sales encompass revenue recognized resulting from transferring control over products to the customer.

The amount of revenue recognized is the amount allocated to the satisfied performance obligation taking into account variable consideration. The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Variable consideration that is included in the transaction price relates to sales returns, rebates, trade and cash discounts, charge-backs granted to various customers that are part of commercial and governmental contractual arrangements or other reimbursement programs, including the U.S. Medicaid Drug Rebate program, the U.S. Federal Medicare program and others as well as the U.S. Branded Prescription Drug Fee. A liability is recognized for expected sales returns, rebates, trade and cash discounts, charge-backs or other reimbursements payable directly or indirectly to customers in relation to sales made until the end of the reporting period. Payment terms can differ from contract to contract but no element of financing is deemed present. Therefore, the transaction price is not adjusted for the effects of a significant financing component. A receivable is recognized as soon as control over the products is transferred to the customer as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

The transaction price is adjusted for any consideration payable to the customer (directly or indirectly) that is economically linked to the revenue contract unless the payment is for distinct services received from the customer. In the latter case, the fair value of the services received is estimated and accounted for as part of marketing and selling expenses.

The amount of variable consideration is estimated on the basis of historical experience and the specific terms in the individual agreements.

Net sales are presented net of value added tax, other sales-related taxes, or any other amounts collected on behalf of third parties such as the government or governmental institutions.

3.7.2 Royalty income

Sales-based royalties resulting from the out-licensing of IP are recognized as the subsequent underlying sales occur provided that the related performance obligation has been satisfied by then.

3.7.3 Other revenue

Other revenue comprises revenue generated through out-licensing, profit-sharing agreements and sale agreements relating to assets for which there is no net book value (left) in the consolidated statement of financial position, as well as contract manufacturing agreements. The underlying performance obligations can be satisfied at a point in time or over time depending on the specific situation.

For performance obligations satisfied over time, revenue is recognized based on a pattern that best reflects the transfer of control of the service to the customer. Usually, this progress is measured by an input method whereby costs incurred and hours expended relative to total costs expected to be incurred and total hours expected to be expended are used as a basis.

Any variable consideration that is promised in exchange of a license of IP and that is based upon achieving certain sales targets, is accounted for in the same way as sales-based royalties i.e., at the moment the related sales occur, provided that the related performance obligation has been satisfied.

Any variable consideration such as a development milestone payment that is promised in exchange for development services or the license of IP, is included in the transaction price as from the moment the achievement of the related milestone event is highly probable, which then results in a catch up of revenue at that moment for any performance up until that moment.

Any upfront payments or license fees for which there are subsequent performance obligations, are initially reported as deferred revenue and are recognized as revenue when performance obligations are satisfied over the period of the development collaboration or manufacturing obligation.

3.8 Cost of sales

Cost of sales includes primarily the direct production costs, related production overheads and the amortization of the related intangible assets as well as services rendered. Start-up costs are expensed as incurred. Royalty expenses directly linked to goods sold are included in "cost of goods sold".

3.9 Research and development

3.9.1 Internally generated intangible assets, research and development expenditure

All internal research costs are expensed as incurred. Internal development expenditure is capitalized only if it meets the recognition criteria of IAS 38 Intangible Assets. Due to long development periods and significant uncertainties related to the development of new products (such as the risks related to the outcome of clinical trials as well as the likelihood of regulatory approval), internal development costs generally do not qualify for capitalization as intangible assets. At December 31, 2024, no internal development expenditures have met the recognition criteria.

3.9.2 Acquired intangible assets

Payments for acquired in-process research and development projects obtained through in-licensing arrangements, business combinations or separate asset purchases are capitalized as intangible assets provided that they are separately identifiable, controlled by the Group and expected to provide future economic benefits. As the probability criterion in IAS 38 is always considered to be satisfied for separately acquired research and development assets and the amount of the payments is determinable, upfront and milestone payments to third parties for pharmaceutical products or compounds for which regulatory marketing approval has not yet been obtained, are recognized as intangible assets, and amortized

on a straight line basis over their useful lives from the date on which the products are launched for sale.

3.10 Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its intangible assets, goodwill, property, plant and equipment and investments in associates to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Irrespective of whether there is an indication of impairment, an impairment assessment of the intangibles not yet available for use and goodwill is carried out annually. These assets are not amortized. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. To determine the value in use, the Group uses estimates of future cash flows generated by the asset or the CGU, using the same methods as those used in the initial measurement of the asset or the CGU on the basis of the medium-term plans of each business activity. Estimated cash flows are discounted using an appropriate rate that reflects current market assessments of the time value of money and the risks specific to the asset or the CGU.

An impairment loss is recognized directly in the income statement under the "impairment of non-financial assets" caption. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date. The reversal of the impairment is recognized in the income statement. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Impairment losses on goodwill are never reversed.

Intangible assets are assessed for impairment on a compound by compound basis.

3.11 Restructuring expenses, other income and expenses

The expenses made by the Group in order to be better positioned to face the economic environment in which it operates are presented in the income statement as "restructuring expenses".

The gains and losses arising upon the divestment of intangible assets other than development stage assets or property, plant and equipment as well as increases or reversals of provisions for litigations, other than tax litigations or litigations related to discontinued operations, are presented in the income statement as "other income and expenses".

3.12 Income taxes

The tax expense for the period comprises current and deferred income taxes. Tax expense is recognized in the income statement except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In the case of items recognized in other comprehensive income or in equity, the tax is also recognized in other comprehensive income or directly in equity, respectively.

For the accounting policies related to R&D tax credits we refer to Note 3.13.2 under Government grants.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the Company's subsidiaries operate and generate taxable income.

Current tax assets and tax liabilities are offset if there is a legally enforceable right to offset and intention either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred income tax liabilities are generally recognized for all taxable temporary differences and deferred income tax assets are recognized to the extent that it is probable that future taxable profits will be available against which deductible temporary differences, carried forward tax credits or carried forward losses can be utilized, taking into account the function and risk profile of the taxable entity concerned. Deferred income tax is not accounted for if it arises from the initial recognition of goodwill or from the initial recognition of an asset or liability in a transaction (other than in a business combination) that at the time of the transaction affects neither accounting nor taxable profit.

The carrying amount of deferred income tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred income tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset realized. The Group only considers substantively enacted tax laws when estimating the amount of deferred taxes to be recognized. Deferred tax assets and liabilities are not discounted.

Deferred tax liabilities and assets are not recognized for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are only offset if there is a legally enforceable right to offset current tax liabilities and assets and the deferred income taxes relate to the same taxable entity and the same taxation authority.

3.13 Government grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

3.13.1 Recoverable cash payments received from the government

The Group receives cash payments from the government to partially finance certain research and development projects.

The cash payments received from the government are repayable in cash, only if the Group decides to exploit and commercialize the results of the research phase of the related project. If the Group decides not to proceed with the results from the research phase, the cash payments are not repayable. In this case, the rights to the research need to be transferred to the government. When the Group receives these cash payments, these are accounted for as other non-current liabilities. Only at the moment when there is reasonable assurance that the Group will not have to reimburse the cash payments, are these cash payments accounted for as government grants and taken up in "other operating income". More specifically, this is at the moment the government confirms the receipt of the research results and its agreement with the Group's decision not to proceed with the research.

3.13.2 R&D tax credit

The R&D tax credit is considered as a government grant related to assets if no additional relevant requirements are to be met that are not directly related to the asset. The tax credit is taken in profit and loss in line with the costs it is intended to compensate. If the tax credit is received to compensate research and development expenses that are not capitalized, the R&D tax credit is recognized in P&L at the same moment as the research and development expenses, as a credit to the line "Research and development expenses". If the tax credit is received to compensate amortizations on intangible assets e.g., licenses, the R&D tax credit is recognized in profit and loss over the (remaining) useful life of the asset and reported as "Other operating income".

The part of the R&D tax credit that cannot be deducted from the taxable income is accounted for as a deferred tax asset. In this case, the R&D tax credit can either (i) be received as a cash tax refund after the legally foreseen waiting period or (ii) be offset against future taxable income. If the R&D tax credit is not refundable by the tax authorities, the recoverability of the deferred tax asset is assessed on a regular basis as for the other deferred tax assets. The part of the R&D tax credit that can be deducted from taxable income is debited to the current income tax liability.

3.14 Interest and dividend income

Interest is recognized on a time proportion basis that takes into account the effective yield on the asset.

Dividends are recognized when the shareholder's right to receive the payment is established.

3.15 Intangible assets

3.15.1 Patents, licenses, trademarks and other intangible assets

Patents, licenses, trademarks and other intangible assets (collectively referred to as "intangible assets") are shown at historical cost. Intangible assets acquired in a business combination are recognized at fair value at the acquisition date.

Intangible assets (except for goodwill) are amortized over their useful lives on a straight-line basis as from the moment they are available for use (i.e., in case of a license related to a compound or product, when the product (containing the compound) is launched for sale). Estimated useful life is based on the lower of the contract life or the economic useful life (generally between 5 to 20 years). Intangible assets (except for goodwill) are considered to have a finite economic useful life; therefore no intangible assets with an indefinite life have been identified.

3.15.2 Computer software

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives (3 to 5 years) on a straight-line basis.

3.16 Goodwill

Goodwill arises on the acquisition of subsidiaries and associates and represents the excess of the consideration transferred over the Group's interest in the net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

Goodwill is initially recognized as an asset at cost and is subsequently carried at cost less accumulated impairment losses. Goodwill related to the acquisition of subsidiaries is presented separately on the face of the statements of financial position, whereas goodwill arising upon acquisition of associated companies is included in the investment in associated companies.

UCB operates as one segment and has one cash generating unit for the purpose of impairment testing.

As goodwill is considered to have an indefinite life, it is tested for impairment annually, and whenever there is an indication that it may be impaired, by comparing its carrying amount with its recoverable amount. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Impairment losses on goodwill are not reversed.

On disposal of a subsidiary or an associate, the attributable amount of goodwill is included in the determination of the profit or loss on disposal of the entity.

In the event that the fair value of the identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess remaining after reassessment is recognized directly in profit or loss.

3.17 Property, plant and equipment

All property, plant and equipment are carried at cost less accumulated depreciation and impairment losses except for property, plant and equipment under construction, which is carried at cost less accumulated impairment losses.

Cost includes all directly attributable costs of bringing the asset to its working condition for its intended use.

Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are expensed as they are incurred.

Depreciation is calculated using the straight-line method to allocate the cost of assets, other than land and properties under construction, to their residual values over their estimated useful lives. Depreciation commences when the asset is ready to be used. Land is not depreciated.

The residual value and the useful life of an asset are reviewed at least at each financial year-end and, if expectations differ from previous estimates, the change(s) is(are) accounted for as a change in an accounting estimate in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

The following useful lives are applicable to the main property, plant and equipment categories:

Buildings	20 – 33 years
Machinery	7 – 15 years
Laboratory equipment	7 years
Prototype equipment	3 years
Furniture and fixtures	7 years
Vehicles	5 – 7 years
Computer equipment	3 years
Right-of-use assets	Shorter of asset's useful life and leasing term

Gains and losses on disposals are determined by comparing the proceeds from disposal with the carrying amount and are recognized under "other income and expenses" in the income statement.

Investment property is indicative of land and buildings held to earn rentals. Such assets are initially carried at cost and depreciated on a straight-line basis over their estimated useful lives. The underlying useful lives correspond to those of self-used tangible assets. Given the insignificant amount of investment property, it is not separately presented in the statement of financial position.

3.18 Leases

The Group leases various properties, equipment and cars and the rental contracts are typically made for a fixed, short- or long-term period. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Leases are recognized as a right-of-use asset and corresponding liability at the date of which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate.

There are no leases for which it is expected that the Group would need to pay a residual value guarantee or a certain amount to exercise a purchase option whereby it is reasonably certain that the Group will exercise this option or any penalties for terminating the lease in case the lease term reflects that the Group will exercise this option.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Group's incremental borrowing rate.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date;
- any initial direct costs (except for the leases already existing at transition date), and
- restoration costs.

Right-of-use assets are presented as part of property, plant and equipment and lease liabilities as part of borrowings in the statement of financial position. All lease payments that are due within 12 months are classified as current liabilities. All lease payments that are due at least 12 months after the statement of financial position date are classified as non-current liabilities.

Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise mainly IT-equipment (laptops, tablets, mobile phones, PCs) and small items of office equipment and furniture.

Some of the car leases contain variable lease payments. This concerns car lease agreements that contain a Terminal Rental Adjustment Clause (TRAC): a final settlement calculation is made at termination of the lease to determine the final rental adjustment. This final rent adjustment is a rent payment (or credit) that reflects actual usage of the vehicle while under lease. This final amount is not known at lease commencement. The rental adjustment amount is not a specified amount but depends upon known factors such as monthly depreciation and initial acquisition cost, and several unknown factors at lease commencement, such as mileage, condition of the vehicle, wear and tear, damage, geography of operation, disposal channel, and other factors. Together, these factors generally represent "use" of the vehicle. Payments that vary due to use of the underlying asset and vehicle mileage specifically are variable lease payments. The final rental adjustment is recognized as expense or, in case of a credit, as a reduction of expenses when realized.

Extension options are included in a number of property and car leases across the Group. These terms are used to maximize operational flexibility in terms of managing contracts. The extension options held are exercisable only by the Group and not by the respective lessor.

There are no material lease agreements whereby the Group is the lessor.

3.19 Financial assets investments

3.19.1 Classification

The Group classifies its financial assets in the following measurement categories: those to be measured subsequently at fair value through profit or loss (FVPL), those to be measured subsequently at fair value through other comprehensive income (FVOCI), those to be measured at amortized cost. The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

Investments are included in non-current assets unless management intends to dispose of the investment within 12 months of the statement of financial position date.

Regular purchases and sales of financial assets are recognized on the trade date – the date on which the Group commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income (OCI). For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through OCI (FVOCI).

3.19.2 Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

The Group currently does not have any investments in debt instruments.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss as financial income when the Group's right to receive payments is established.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Changes in the fair value of financial assets at FVPL are recognized in financial income / expenses in the income statement.

The fair value of listed investments is based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques.

3.20 Derivative financial instruments and hedging activities

The Group uses derivative financial instruments to hedge its exposure to foreign exchange and interest rate risks arising from operational, financing and investment activities. The Group does not engage in speculative transactions.

Derivative financial instruments are initially recorded at fair value and attributable transaction costs are recognized in the income statement when incurred. Derivative financial instruments are subsequently remeasured at their fair value.

The Group includes the credit and the nonperformance risks into its valuation techniques leading to non-material impact on derivative valuation resulting from credit or debit margin adjustments made on counterparts with who financial market transactions are contracted.

The method of recognizing the resulting gains or losses depends on whether the derivative financial instrument is designated as a hedging instrument and if so, the nature of the item being hedged. The Group designates derivative financial instruments as either cash flow hedges, fair value hedges or net investment hedges.

The Group documents at inception of the transaction the economic relationship between the hedging instrument and the hedged item, as well as its risk management objectives and strategy for undertaking the hedging transaction. The Group updates this assessment when required for example when the hedge ratio is rebalanced or when the analysis of sources of hedge ineffectiveness is updated.

The full fair value of a hedging derivative financial instrument is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

Derivative financial instruments embedded in financial liabilities are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative financial instrument are not closely related, a separate instrument with the same terms as the embedded derivative financial instrument would meet the definition of a derivative financial instrument, and the combined instrument is not measured at fair value through profit or loss.

The Group also entered into renewable energy Virtual Power Purchase Agreements (VPPAs) to sustain its ESG objectives. By nature, VPPAs incorporate an embedded derivative, measured, and valued as such in accordance with IFRS 9 standards.

The valuation of the embedded derivative within the VPPA (Virtual Power Purchase Agreement) relies on a valuation model utilizing the discounted cash flows method, which considers the present value of the expected future cash flows from the expected production output and power prices over the VPPA's remaining duration. This (simplified) valuation approach includes all material factors that market participants would consider when determining a transaction price for the embedded derivative in a regular market transaction. These VPPA agreements also provide for the delivery of Guarantees of Origin (GoOs), for which the valuation is determined at inception and isolated from the embedded derivative's valuation. The GoOs obtained are not treated as separate financial assets because the Group employs the 'own use' exemption and will be recognized on a cash basis.

3.20.1 Cash flow hedges

The effective portion of changes in the fair value of derivative financial instruments that are designated and qualify as cash flow hedges is recognized in other comprehensive income. The gain or loss relating to the ineffective portion is recognized immediately in the income statement within "Financial income/ Financial expenses".

When option contracts are used to hedge a firm commitment or forecast transaction, the group designates only the intrinsic value of the options as the hedging instrument. Gains or losses relating to the effective portion of the change in intrinsic value of the options are recognized in other comprehensive income. The changes in the time value of the options that relate to the hedged item ('aligned time value') are also recognized within OCI. These will be moved to the income statement (financial income / expenses) when the hedged transaction affects the P&L (in case of transaction related hedges) or over the period of the hedge (in case of time-period related hedges).

When forward contracts are used to hedge forecast transactions, the Group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognized in OCI. The change in the forward element of the contract that relates to the hedged item ('aligned forward element') is recognized in the income statement (financial income / expenses).

Gains or losses relating to the effective portion of the change in intrinsic value of the options or relating to the effective portion of the change in the spot component of the forward contracts accumulated in other comprehensive income are reclassified to profit or loss in the periods when the hedged item affects profit or loss on the same line of the income statement where the designated hedged item affects profit or loss. However if the cash flow hedge of a firm commitment or forecasted transaction results in the recognition of a non-financial asset or a non-financial liability, then, at the time the asset or liability is recognized, the associated gains or losses on the derivative financial instrument that had previously been recognized in other comprehensive income are included in the initial measurement of the asset or liability.

When hedging with forwards and financial instruments with foreign currency basis spreads, the Group decides on a hedging-relationship-by-hedging-relationship basis to account for the changes in the currency basis spread by applying either the same accounting as for the time value of options or by recognizing these changes in value in the income statement (financial income / expenses).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss in other comprehensive income at that time remains in other comprehensive income until the forecast transaction occurs, resulting in the recognition of a non-financial asset or liability. When the forecast transaction is no longer expected to occur, the cumulative gains or losses that were reported in other comprehensive income are immediately reclassified to the income statement (financial income / expenses).

3.20.2 Fair value hedges

Changes in the fair value of derivative financial instruments that are designated and qualify as fair value hedges are recorded in the income statement under "Financial income/Financial expenses", together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

3.20.3 Net investment hedges

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognized in the cumulative translation adjustments reserve; the gain or loss relating to the ineffective portion is recognized immediately in the income statement within "Financial income/Financial expenses". Gains and losses accumulated in equity are recycled to the income statement when the foreign operation is partially disposed of or sold.

3.20.4 Derivative financial instruments that do not qualify for hedge accounting

Changes in the fair value of any derivative financial instruments that do not qualify for hedge accounting are recognized immediately in the income statement within "Financial income/ Financial expenses".

3.21 Inventories

Raw materials, consumables, goods purchased for resale, work in progress and finished goods are valued at the lower of cost and net realisable value.

Cost is determined using the weighted average cost method. The cost of work in progress and finished goods comprises all the costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The conversion costs include the cost of production and the related fixed and variable production overhead costs (including depreciation charges).

Net realizable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Clinical trial materials are active substances and development supplies that are used in R&D activities. As these are not used to be sold in the ordinary course of business, these do not meet the definition of inventory. However these are presented as other current assets in the statement of financial position as the clinical trial materials meet the definition of an asset as it is probable they will result in future economic benefits flowing to the Group and as their cost or value can be measured reliably.

3.22 Trade receivables

Trade receivables are recognized initially at fair value and are subsequently measured at amortized cost using the effective interest rate method, less provision for expected credit losses.

For determining the expected credit losses, the Group applies the simplified approach permitted by IFRS 9, which requires lifetime losses to be recognized from initial recognition of the receivables. The Group identified two categories of trade receivables: receivables on private customers and receivables on public sector customers. For each of these categories, the Group makes use of a provision matrix in order to determine lifetime expected credit losses.

In case there is an indication or evidence of impairment for a specific receivable, this receivable will be impaired for the amount of lifetime expected credit losses.

For all receivables that are covered by a credit insurance or by a factoring agreement without recourse, the lifetime expected credit losses will be calculated taking into account this cover.

3.23 Cash and cash equivalents

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

3.24 Non-current assets (or disposal groups) held for sale and discontinued operations

A discontinued operation is a component of the company that either has been disposed of, or that is classified as held for sale. It must either: represent a major separate line of business or geographical area of operations; be part of a single coordinated disposal plan; or be a subsidiary acquired exclusively with a view to resale.

Non-current assets or a disposal group are classified as held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. Non-current assets and disposal groups are measured at the lower of the carrying amount and fair value less costs to sell if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. Impairment losses upon initial classification as held for sale are recognized in the income statement. Non-current assets classified as held for sale are neither depreciated nor amortized.

3.25 Share capital

3.25.1 Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. The Company did not issue any preference or mandatory redeemable preference shares.

3.25.2 Treasury shares

When any Group company purchases the Company's equity share capital (treasury shares), the consideration paid, including attributable direct costs (net of income taxes) is deducted from the equity attributable to the Company's equity holders until the shares are cancelled or sold. Where such shares are subsequently sold, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

3.26 Bonds and borrowings

Bonds, borrowings and overdrafts are initially measured at fair value, net of transaction costs incurred, and are subsequently measured at amortized cost, using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings, is recognized over the term of the borrowings in accordance with the Group accounting policy.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date.

Accrued interests on bonds and borrowings are included under current 'Trade and other liabilities'. It concerns the nominal interest or coupon that is part of 'Trade and other liabilities'. The impact from transaction costs and/or issuance below 100% is included in the amounts for 'Borrowings' or 'Bonds'.

3.27 Trade payables

Trade payables are initially measured at fair value and are subsequently measured at amortized cost using the effective interest method.

3.28 Employee benefits

3.28.1 Pension obligations

The Group operates various post-employment schemes, including both defined benefit and defined contribution pension plans.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity and has no legal or constructive obligations to pay further contributions in the event that the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. Obligations for contributions to defined contribution pension plans are recognized as an employee benefit expense in the consolidated income statement when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available.

Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation. The liability recognized in the consolidated statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation less the fair value of plan assets. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

The defined benefit obligation is calculated by independent actuaries using the Projected Unit Credit Method. A full actuarial valuation based on updated personnel information is performed at least every three years. Additionally, if the net fluctuation recognized on the statement of financial position is more than 10% from one year to the next due to plan circumstances (significant membership changes, modification to plan, etc.), a full actuarial valuation is also required. For years where a full actuarial valuation is not required, projections (known as "roll-forwards") from the previous year with updated assumptions (discount rate, salary increase, turnover) is used. For these "roll-forward" valuations, the individual employee data from the last full valuation date are used taking into account assumptions for salary increases and possibly turnover.

All valuations measure liabilities at the applicable statement of financial position date and the market value of retirement plan assets are also reported at this date regardless of whether a full or a "roll-forward" valuation is performed.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using yields on high quality corporate bonds that have maturity dates approximating the terms of the related Group obligations and that are denominated in the same currency in which the benefits are expected to be paid.

Remeasurement comprising of actuarial gains and losses, the effect of the asset ceiling (if applicable) and the return on plan assets (excluding interest), are recognized immediately in the statement of financial position with a charge or credit to other comprehensive income in the period in which they occur. Remeasurement recorded in other comprehensive income is not recycled. However, the entity may transfer those amounts recognized in other comprehensive income within equity. Past service cost is recognized in profit or loss in the plan amendment period. Net-interest is calculated by applying the discount rate to the net defined benefit liability or asset. Defined benefit costs are split into three categories:

- service cost, past-service cost, gains and losses on curtailments and settlements;
- net-interest expense or income;
- remeasurement.

The Group presents the first two components of defined benefit costs in the line item "employee benefits expense" in its consolidated income statement (by nature of expenses aggregation). Net-interest expense or income is presented as part of the Operating profit. Curtailments gains and losses are accounted for as past-service cost. Remeasurements are recorded in other comprehensive income.

3.28.2 Other post-retirement employee benefits

Some Group companies provide post-retirement healthcare benefits to their retirees. The Group's net obligation is the amount of future benefits that employees have earned in return for their service in the current and prior periods. The expected costs of these benefits are accrued over the period of employment using the same methodology used for defined benefit plans.

3.28.3 Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after statement of financial position date are discounted to present value.

3.28.4 Other long-term employee benefits

The liabilities for jubilee premiums and long service awards are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using yields on high quality corporate bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

3.28.5 Profit-sharing and bonus plans

The Group recognizes a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the company's shareholders after certain adjustments. The Group recognizes a provision when a reliable estimate of the obligation can be made as there is a past practice for bonus and profit-sharing payments that has created a constructive obligation.

3.28.6 Share-based payments

The Group operates several equity-settled and cash-settled share-based compensation plans.

The fair value of the employee services received in exchange for the grant of stock options is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the stock options granted, excluding the impact of any service and non-market performance vesting conditions (e.g., profitability, remaining an employee of the entity over a specified time period).

Service and non-market vesting conditions are included in the assumptions about the number of options that are expected to vest. The total amount expensed is recognized over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied.

The fair value of the stock option plan is measured at the grant date using the Black-Scholes valuation model which takes into account the expected life and cancellation rate of the options. At each statement of financial position date, the entity revises its estimates of the number of options that are expected to vest. It recognizes the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised. The fair value of the amount payable to employees in respect of share appreciation rights, phantom share option, share award and performance share plans, which are settled in cash, is recognized as an expense, with a corresponding increase in liabilities, over the period that the employees become unconditionally entitled to payment. The liability is re-measured at each statement of financial position date and at settlement date.

Any changes in the fair value of the liability are recognized as personnel expenses in the income statement.

3.29 Provisions

Provisions are recognized in the statement of financial position when:

- there is a present obligation (legal or constructive) as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the statement of financial position date. Provisions are measured at the present value of the expenditures expected to be required

to settle the obligation using a discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognized as interest expense.

A restructuring provision is recognized when the Group has a detailed formal plan and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement that plan or announcing its main features to those affected by it.

Environmental provisions are mainly resulting from legal contractual obligations. For more information about these environmental and other provisions we refer to Note 34.

4. Critical judgments and accounting estimates

Estimates and judgments are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical judgments in applying the group accounting policies

Revenue recognition

The Group is party to out-licensing agreements, which can involve upfront payments, development milestones, sales milestones and royalties that may occur over several years and involve certain future contract liabilities. For all out-licensing agreements whereby a license is transferred with other goods or services, the Group first makes an assessment about whether or not the license is to be considered as a distinct performance obligation or not. If the transfer of the license is considered to be a separate performance obligation, revenue relating to the transfer of the license is recognized at a point in time or over time depending on the nature of the license. Revenues are only recognized over time if the Group is performing development, manufacturing or other activities that could significantly affect the IP transferred, hereby exposing the licensee to the effects of these activities when these activities do not represent a separate service. If the Group assesses that these conditions are not fulfilled, revenue resulting from out-licensing agreements is recognized at the moment control over the license is transferred.

If revenues are recognized over time and in case the input method is assessed as the best method to reflect the transfer of control of the service to the customer, some judgment may be required in applying this method especially in estimating the total costs and hours to be incurred. In this case the Group uses its best estimate based on past experience and actual knowledge and progress of the service to be provided. Estimates are reassessed on a continuous basis. Seen the activities of the Group, in most cases, the input method provides the most faithful depiction of the transfer of the service to the customer.

For licenses that are bundled with other services (e.g., development or manufacturing services) the Group will apply judgment to assess whether the combined performance obligation is satisfied at a point in time or over time. If revenue is recognized over time, the Group will apply judgment in determining the period over which the services are provided. The Group will also apply judgment when allocating the components of the transaction price to the different performance obligations in case the out-licensing agreement includes other performance obligations in addition to the transfer of the license.

Revenue recognition for out-licensing agreements is therefore based on the specific conditions of each out-licensing agreement. This might result in cash receipts being initially recognized as contract liabilities and then released to revenue in subsequent accounting periods based on the different conditions specified in the agreement.

Discontinued operations

Operations that are classified as held for sale or have been disposed of, are presented as discontinued operations in the consolidated income statement when the operations represent a major separate line of business or geographical area of operations, are part of a single coordinated disposal plan or represent a subsidiary acquired exclusively with a view to resale. The assessment on what is a major separate line of business is done on a case-by-case basis and depends on the size of the operations in terms of revenues, gross profit or total value of assets and liabilities compared to the total operations of the Group. Based on this assessment, the divestment of UCB's mature neurology and allergy business in China, including KEPPRA®, VIMPAT®, NEUPRO®, ZYRTEC®, XYZAL® and the Zhuhai manufacturing site to CBC Group and Mubadala Investment Company in 2024, has not been considered as a discontinued operation.

Leases

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension or termination option. The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment. During the current financial year, additional lease liabilities and right-of-use assets for an amount of € 29 million have been recognized following revision of lease terms to reflect the effect of exercising extension options relating to buildings.

4.2 Critical accounting estimates and assumptions

The preparation of the financial statements in conformity with IFRS as adopted for use by the European Union requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period.

Management bases its estimates on historical experience and various other assumptions that are reasonable under the circumstances, the results of which form the basis for making the reported amounts of revenue and expenses that may not be readily apparent from other sources. Actual results will by definition not equal those estimates. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the financial statements in the period they are determined to be necessary.

4.2.1 Sales allowances

The Group has accruals for expected sales returns, chargebacks and other rebates, including the U.S. Medicaid Drug Rebate program and the U.S. Federal Medicare program, and similar rebates in other countries. Such estimates are based on analyses of existing contractual obligations or legislation, historical trends and the Group experience. After assessment of the Management, the total accruals for these items are adequate, based upon currently available information and interpretation of relevant regulations. As these deductions are based on management estimates, the actual deductions might differ from these estimates.

Such differences could impact the accruals recognized in the statement of the financial position in future periods and consequently the level of sales recognized in the income statement in future period, as there is often a time lag of several months between the recording of the estimate and the final accounting of the sales allowances. In general, the discounts, rebates and other deductions shown on the invoice are accounted for as an immediate deduction from gross sales in the income statement. The sales returns, chargebacks, rebates and discounts that are not mentioned on the invoice are estimated, deducted from sales and presented on the statement of the financial position in the appropriate accrual account and deducted from sales.

All sales allowances are considered as being part of the variable consideration included in the transaction price. The amount of variable consideration included in the transaction price is determined so that the total transaction price is the price estimated by management as not being constrained.

4.2.2 Intangible assets and goodwill

The Group has intangible assets with a carrying amount of € 4 082 million (Note 20) and goodwill with a carrying amount of € 5 462 million (Note 21). Intangible assets are amortized over their useful lives on a straight-line basis as from the moment they are available for use (i.e. when related products are launched for generating sales).

Management estimates that the useful life for acquired in-progress R&D compounds equates to the period these compounds benefit from patent protection or data exclusivity. For the intangible assets acquired through a business combination and which comprises compounds that are marketed but for which no patent protection or data exclusivity exists, management estimates that the useful life equates to the period in which these compounds will realize substantially all the cash contributions.

These intangible assets and goodwill are regularly reviewed for impairment and whenever there is an indication that an impairment might exist. The intangible assets that are not yet available for use and goodwill are subject to at least annual impairment testing.

To assess if there is any impairment, estimates are made of the future cash flows expected to result from the use of these assets and their eventual disposal. These estimated cash flows are then adjusted to the present value using an appropriate discount rate that reflects the risks and uncertainties associated with the forecasted cash flows.

Actual outcomes could vary significantly from such estimates of discounted future cash flows. Factors such as the entrance or absence of competition, technical obsolescence or lower than expected rights could result in shortened useful lives and impairments.

The Group applied the following key assumptions for the "value in use" calculations required for the impairment testing of intangible assets and goodwill at year-end:

Growth rate for terminal value	2.0%
Discount rate in respect of goodwill and Intangibles related to marketed products	8.25%

Since the cash flows also take into account tax expenses, a post-tax discount rate is used in the impairment testing.

Management estimates that the use of the post-tax discount rate approximates the results of using a pre-tax rate applied to pre-tax cash flows.

4.2.3 Environmental provisions

The Group has provisions for environmental remediation costs, which are disclosed in Note 34. The most significant elements of the environmental provisions consist of costs to fully clean and refurbish contaminated sites and to treat contamination at certain other sites, mainly related to the discontinued chemical and films activities of the Group.

Future remediation expenses are affected by a number of uncertainties that include, among others, the detection of previously unknown contaminated sites, the method and extent of remediation, the percentage of waste attributable to the Group, and the financial capabilities of the other potentially responsible parties. Given the inherent difficulties in estimating the liabilities in this area, it cannot be guaranteed that additional costs will not be incurred beyond the amounts currently accrued. The effect of resolution of environmental matters on results of operations cannot be predicted due to uncertainty concerning both the amount and timing of future expenditures and the results of future operations. Such changes that arise could impact the provisions recognized in the statement of the financial position in the future.

4.2.4 Employee benefits

The Group currently has many defined benefit plans, which are disclosed in Note 33. The calculation of the assets or liabilities related to these plans is based upon statistical and actuarial assumptions. This is in particular the case for the present value of the defined benefit obligation which is impacted by assumptions on discount rates used to arrive at the present value of future pension liabilities, and assumptions on future increases in salaries and benefits.

Furthermore, the Group uses statistically-based assumptions covering areas such as future withdrawals of participants from the plans and estimates of life expectancy. The actuarial assumptions used might differ materially from actual results due to changes in market and economic conditions, higher or lower employee turnover, longer or shorter life spans of participants, and other changes in the factors being assessed.

These differences could impact the assets or liabilities recognized in the statement of financial position in future periods.

4.2.5 Tax positions

The Group operates in multiple jurisdictions with often complex legal and tax regulatory environments. The Group engages constructively with the tax authorities. Where appropriate, we engage advisors and legal counsel to obtain opinions on tax legislation and principles. The income tax positions taken are considered by the Group to be supportable and are intended to withstand challenge from tax authorities. However, it is acknowledged that some of the positions are uncertain and include interpretations of complex tax laws as well as transfer pricing considerations which could be disputed by tax authorities. The Group judges these positions on their technical merits and this on a regular basis using all the information available (legislation, case law, regulations, established practice, authoritative doctrine as well as the current state of discussions with tax authorities, where appropriate).

A liability is recorded for each item that is not probable of being sustained on examination by the tax authorities and after using all legal remedies of defending the position before Court, based on all relevant information. The liability is calculated taking into account the most likely outcome for corporate income tax related matters or the expected value for corporate income tax and transfer pricing matters, depending on which is thought to give a better prediction of the resolution of each uncertain tax position in view of reflecting the likelihood of an adjustment being recognized upon examination. These estimates are based on facts and circumstances existing at the end of the reporting period. The tax liability and income tax expense include expected penalties and late payment interests arising from tax disputes.

An asset for tax audit adjustments is recorded when the Group considers it probable, based on the technical merits of the tax case, that a Mutual Agreement or Arbitration Procedure may provide for relief in one or more jurisdictions. The asset is calculated as the expected value (as relating to transfer pricing matters) of the recoverability in corporate income taxes in the concerning jurisdiction upon completion of the Mutual Agreement or Arbitration procedure.

The Group has recognized net deferred tax assets of € 929 million (Note 32). The recognition of deferred tax assets is based upon whether it is probable that sufficient taxable profits will be available in the future against which the reversal of temporary differences can be used. Where the temporary differences relate to losses or carry-forward tax attributes (such as innovation income deduction), the availability of sufficient forecasted taxable profits to offset against the tax attributes is also considered, taking into account the function and risk profile of the taxable entity concerned.

Significant items on which management has exercised judgment include recognition on the statement of financial position of deferred tax assets relating to losses in jurisdictions where losses have been made in prior periods but where profits now arise or are forecast to do so for the foreseeable future. Management has used its best estimate of the correct value of asset to recognize in such cases, which includes a judgment on the length of the future time period to use in such assessments. These judgments are made on a case-by-case basis, taking into account the origin and nature of the expected revenues, based on the functional profiles of the concerning entities and on an entity-by-entity basis. However, this time period in most cases does not exceed five years.

Differences in forecasted taxable profits and actual profitability or a downgrade in future forecasted taxable profits could impact the deferred tax assets recognized in future periods.

Deferred tax assets are to a limited extent recognized for entities that are currently still lossmaking or not using their tax attributes, where profit forecasts provide for a reliable indicator of future tax profit.

Management has assessed the impact of the international OECD tax reform ('Tax Challenges arising from the Digitalization of the Economy') on the recognition and measurement of deferred tax assets and has concluded that no material deferred tax assets should be additionally recognized as of the balance sheet date.

5. Financial risk management

The Group is exposed to various financial risks arising from its underlying operations and corporate finance activities.

These financial risks mainly include market risk (including currency risk, interest risk and price risk), credit risk and liquidity risk.

This note presents information about the Group's exposure and management of the above-mentioned risks and the Group's management of capital.

5.1 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group income statement or the value of its assets and liabilities. The objective of market risk management is to manage and control market risk exposures. The Group enters into derivative financial instruments and also incurs financial liabilities or holds financial assets in order to manage market risk. Where possible, the Group seeks to apply hedge accounting in order to manage volatility in the income statement. It is the Group policy and practice not to enter into derivative transactions for speculative purposes.

5.1.1 Foreign exchange risk

The Group operates across the world and is exposed to movements in foreign currencies affecting its net income and financial position, as expressed in euro. The Group actively monitors its currency exposures, and when appropriate, enters into transactions with the aim of preserving the value of existing assets and liabilities, as well as anticipated transactions. The Group uses forward contracts, foreign exchange options and cross-currency swaps to hedge certain committed and anticipated foreign exchange flows and financing transactions.

The instruments contracted to hedge transactional exposure are primarily denominated in U.S. dollar, British pound, Japanese yen and Swiss franc, the currencies where the Group has its most important exposures. The Group's financial risk management policy is to hedge for the impact from the translation of foreign currency assets and liabilities into the functional currency of the relevant group subsidiaries, as well as the impact of currency fluctuations on the Group's anticipated net foreign currency cash flows for a period of minimum 6 and maximum 26 months.

Also, the Group has certain investments in foreign operations, whose net assets (or net liabilities) are exposed to foreign currency translation risk.

The effect of translational exposure arising from the consolidation of the foreign currency denominated financial statements of the Group foreign subsidiaries, as well as from assimilated net foreign investment positions and net investment hedges, is shown as a cumulative translation adjustment in the Group consolidated statement of changes in equity.

5.1.2 Effect of currency fluctuations

At December 31, 2024, if the euro had strengthened or weakened by 10% against the following currencies with all other variables being held constant, the impact on equity and post-tax profit for the year, based on the outstanding currency balances and hedge instruments at that date, would have been as follows:

At December 31, 2024

€ million	Change in rate. Strengthening/ weakening (-) EUR	Impact on equity: Loss (-)/gain	Impact on income statement: Loss (-)/gain
USD	**+ 10%**	**52**	**5**
	- 10%	- 64	- 6
GBP	**+ 10%**	**- 6**	**3**
	- 10%	8	- 3
CHF	**+ 10%**	**- 60**	**1**
	- 10%	74	- 1
JPY	**+ 10%**	**10**	**1**
	- 10%	- 12	- 2

At December 31, 2023

€ million	Change in rate. Strengthening/ weakening (-) EUR	Impact on equity: Loss (-)/gain	Impact on income statement: Loss (-)/gain
USD	**+ 10%**	**100**	**2**
	- 10%	- 123	- 2
GBP	**+ 10%**	**1**	**1**
	- 10%	- 1	- 1
CHF	**+ 10%**	**- 66**	**- 3**
	- 10%	81	4
JPY	**+ 10%**	**2**	**1**
	- 10%	- 2	- 1

5.1.3 Interest rate risk

Changes in interest rates may cause variations in interest income and expenses resulting from interest-bearing assets and liabilities. In addition, they can affect the market value of certain financial assets, liabilities and instruments as described in the following section on market risk of financial assets. The interest rates on the Group's major debt instruments are both fixed and floating, as described in Notes 29 and 30. The Group uses interest rate derivatives to manage its interest rate risk, as described in Note 39.

The Group designates derivative financial instruments (interest rate swaps) as hedging instruments, either under fair value hedges to fixed rate financial assets and liabilities, or under cash flow hedges to floating rate financial assets or liabilities. Under fair value hedges, both the derivative financial instrument and the hedged item are accounted for at fair value through profit or loss. Under cash flow hedges, changes in fair value resulting from interest rate derivatives designated to the floating rate liabilities of the Group are accounted for through equity.

5.1.4 Effect of interest rate fluctuations

A 300 basis points increase in interest rates at statement of financial position date would have increased equity by € 40 million (compared to € 69 million in 2023); a 300 basis points decrease in interest rates would have decreased equity by € 44 million (compared to € 77 million in 2023).

A 300 basis points increase or decrease in interest rates at statement of financial position date would impact profit and loss respectively by € - 1 million and by € 1 million (2023: € 0 million).

All interest rate derivatives are either designated as cash flow hedges or fair value hedges under IFRS9 and therefore, except for minimal hedge inefficiency and discontinued hedge designations, the result of a change in the interest rate curve is accounted for through equity, respectively offset by the revaluation through P&L of the hedged item. In addition to interest rate derivatives, changes in interest rates also affect the valuation of forward contracts, foreign exchange options and cross-currency swaps, however the net impact has been assumed to be neutral, taking a parallel shift in interest rate curves of both currencies into consideration.

These concern all pre-tax calculations.

In function of its anticipated foreign currency cash flows, the Group may target certain combined levels of foreign currency loans, borrowings, investments and derivative instruments. Assuming the rolling of the aforementioned foreign currency derivative instruments, as at the statement of financial position date, the Group was predominantly exposed to changes in USD interest rates.

5.1.5 Virtual Power Purchase Agreement (Electricity price risk)

In July 2024, the Group entered into three renewable energy Virtual Power Purchase Agreements (VPPAs) concerning three solar power generation facilities located in Spain. By nature, VPPAs incorporate an embedded derivative over electricity prices, measured, and valued as such in accordance with IFRS 9 standards.

The Group has not designated these derivatives for cash flow hedge accounting. As a result, the change of fair value against the initial valuation is recognized under financial results, after identification of the part related to the Guarantees of Origin (GoOs), together with the pro rata temporis linear amortization of the initial valuation.

5.1.6 Price sensitivity of the Virtual Power Purchase Agreement

The following table shows the sensitivity of the fair value calculations of the derivative over electricity prices embedded in the VPPA to its valuation inputs.

At December 31, 2024

€ million	Change	Impact on VPPA derivative
Discount rate sensitivity	**+ 1%**	**0**
	- 1%	0
Electricity market price sensitivity	**+ 10%**	**1**
	- 10%	- 1
Expected electricity production sensitivity	**+ 5%**	**0**
	- 5%	0

5.1.7 Other market price risk

Changes in the market value of certain financial assets and derivative financial instruments can affect the income or the financial position of the Group. Financial long-term assets, if any, are held for contractual purposes, and marketable securities, if any, are mainly held for regulatory purposes. The risk of loss in value is managed by reviews prior to investing and continuous monitoring of the performance of investments and changes in their risk profile.

Investments in equities, bonds, debentures and other fixed income instruments are entered into on the basis of guidelines with regard to liquidity and credit rating.

Amounts subject to market price risk are rather immaterial and therefore the impact on equity or the income statement of a reasonable change of this market price risk is assumed to be negligible.

Similar to 2023, during 2024 the Group traded on treasury shares, which were accounted for through equity.

5.2 Credit risk

Credit risk arises from the possibility that the counterparty to a transaction may be unable or unwilling to meet its obligations causing a financial loss to the Group. Trade receivables are subject to a policy of active risk management, which focuses on the assessment of country risk, credit availability, on-going credit evaluation and account monitoring procedures. There are certain concentrations within trade receivables of counterparty credit risk, particularly in the U.S., due to the sales via wholesalers (Note 25).

For some credit exposures in critical countries, such as International Markets and Southern, Eastern and Nordic European countries, the Group has obtained credit insurance.

In the U.S., the Group entered into a trade receivable financing agreement that qualifies for derecognition. According to the terms and conditions of the agreement UCB does not retain any non-payment or further late payment risk relating to the transferred trade receivables.

The exposure of other financial assets to credit risk is controlled by setting a policy for limiting credit exposure to high quality counterparties, regular reviews of credit ratings, and setting defined limits for each individual counterparty. The criteria set by Group Treasury for their investment policy are based on generally considered high-quality long-term credit ratings and a 5 year Credit Default Swap rate.

Where appropriate to reduce exposure, netting agreements under an ISDA (International Swaps and Derivatives Association) master agreement are signed with the respective counterparties. The maximum exposure to credit risk resulting from financial activities, without considering netting agreements, is equal to the carrying amount of financial assets plus the positive fair value of derivative instruments.

5.3 Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under normal circumstances without incurring unacceptable losses or risking damage to the Group reputation.

The Group maintains sufficient reserves of cash and readily realisable marketable securities to meet its liquidity requirements at all times. In addition, the Group has certain unutilized committed revolving and loan facilities at its disposal.

At the statement of financial position date, the Group had the following sources of liquidity available:

- cash and cash equivalents (Note 26): € 1 573 million (2023: € 861 million)
- unutilized revolving credit facilities (Note 29):): € 1 billion (2023: € 1 billion): this €1 billion sustainability-linked syndicated committed revolving credit facility was established in 2023 with the maturity date in 2028, including the option to request extensions of up to two additional years. Following the second extension request in February 2025, the maturity date has been extended until 2030 for commitments totalling €928 million under the revolving credit facility, except for €72 million, which remains set for 2029. This facility was undrawn per end 2024.

The table below analyses the contractual maturities of the Group's financial liabilities into relevant maturity groupings based on the remaining period from the statement of financial position date to the contractual maturity date, excluding the impact of netting. The amounts mentioned below with respect to the financial derivatives are indicative of the contractual undiscounted cash flows. The amounts with respect to borrowings are indicative of the contractual undiscounted cash flows, including interests calculated based on fixed rate agreements or, in absence thereof, last available fixing of the relevant reference rate.

At December 31, 2024

€ million	Note	**Balance Sheet Total**	Contractual cash flow (including interests)	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
Bank Borrowings and other long term loans	29	1 393	1 673	91	179	971	432
Debentures and other short term loans	29	3	3	3	0	0	0
Lease liabilities	29	206	234	60	53	71	50
Private Placement maturing in 2027	30	140	156	2	2	152	0
Institutional Eurobond maturing in 2028	30	463	520	5	5	510	0
Retail bond maturing in 2029	30	313	379	16	16	347	0
Institutional Eurobond maturing in 2030	30	508	627	21	21	64	521
Trade and other liabilities	35	3 120	3 120	3 019	2	75	24
Bank overdrafts	29	0	0	0	0	0	0
Interest rate swaps		- 84	- 84	- 40	- 18	- 35	9
Forward exchange contracts and other derivative financial instruments used for hedging purposes							
Outflow			4 240	4 240	0	0	0
Inflow			4 110	4 110	0	0	0
Forward exchange contracts and other derivative financial instruments at fair value through profit and loss							
Outflow			2 537	2 537	0	0	0
Inflow			2 645	2 645	0	0	0

At December 31, 2023

€ million	Note	Balance Sheet Total	Contractual cash flow (including interests)	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
Bank Borrowings and other long term loans	29	1 981	2 447	124	653	1 126	544
Debentures and other short term loans	29	0	0	0	0	0	0
Lease liabilities	29	160	184	43	34	52	55
Private Placement maturing in 2027	30	136	157	2	2	153	0
Institutional Eurobond maturing in 2028	30	448	525	5	5	515	0
Retail bond maturing in 2029	30	313	395	16	16	47	316
Institutional Eurobond maturing in 2030	30	0	0	0	0	0	0
Trade and other liabilities	35	2 411	2 411	2 313	5	71	22
Bank overdrafts	29	0	0	0	0	0	0
Interest rate swaps		- 87	- 87	- 7	- 13	- 64	- 3
Forward exchange contracts and other derivative financial instruments used for hedging purposes							
Outflow			3 098	3 098	0	0	0
Inflow			3 126	3 126	0	0	0
Forward exchange contracts and other derivative financial instruments at fair value through profit and loss							
Outflow			888	888	0	0	0
Inflow			880	880	0	0	0

5.4 Capital risk management

The Group's capital management policy is designed to ensure financial stability and optimize shareholder value, enabling the creation of sustainable impact for people living with severe diseases and society.

€ million	Note	2024	2023
Total borrowings	29	1 602	2 141
Bonds	30	1 424	897
Less: cash and cash equivalents, debt securities and cash collateral related to the financial lease obligation	23, 26	- 1 573	- 861
Net debt		1 454	2 177
Total equity		10 029	8 975
Total financial capital		11 482	11 152
Gearing ratio		**13%**	**20%**

5.5 Fair value estimation

The fair value of financial instruments traded in active markets (such as financial assets at fair value through OCI) is based on quoted market prices at the statement of financial position date.

The fair value of financial instruments that are not traded in an active market is determined by using established valuation techniques such as option pricing models and estimated discounted values of cash flows. The Group uses a variety of methods and makes assumptions that are based on market conditions and the credit and the non-performance risks existing at each statement of financial position date.

Quoted market prices are used for long-term debt. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. The fair value of the interest rate swaps is calculated as the present value of the estimated future cash flows. The fair value of the forward exchange contract is determined using discounted value of the exchanged amounts in currencies, converted at the prevailing spot rate at the statement of financial position date.

The carrying amount less impairment provision of trade receivables and trade payables is assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rates that is available to the Group for similar financial instruments.

5.5.1 Fair value hierarchy

IFRS 7 requires disclosure of fair value measurements by level of the following hierarchy:

- **Level 1:** quoted (unadjusted) prices in active markets for identical assets or liabilities;
- **Level 2:** other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly;
- **Level 3:** techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

All fair value measurements disclosed are recurring.

5.5.2 Financial assets measured at fair value

December 31, 2024

€ million	Note	Level 1	Level 2	Level 3	**Total**
Financial assets					
Financial assets at FVOCI	23				
Quoted equity securities		243	0	0	243
Quoted debt securities		0	0	0	0
Derivative financial assets	39				
Forward foreign exchange contracts – cash flow hedges		0	11	0	11
Forward foreign exchange contracts – fair value through profit and loss		0	3	0	3
Forward foreign exchange contracts – net investment hedges		0	95	0	95
Interest rate derivatives – cash flow hedges		0	13	0	13
Interest rate derivatives – fair value through profit and loss		0	24	0	24
Other financial assets derivatives		0	5	0	5
Other financial assets excluding derivatives	23				

December 31, 2023

€ million	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Financial assets at FVOCI	23				
Quoted equity securities		190	0	0	190
Quoted debt securities		0	0	0	0
Derivative financial assets	39				
Forward foreign exchange contracts – cash flow hedges		0	38	0	38
Forward foreign exchange contracts – fair value through profit and loss		0	7	0	7
Forward foreign exchange contracts – net investment hedges		0	1	0	1
Interest rate derivatives – cash flow hedges		0	19	0	19
Interest rate derivatives – fair value through profit and loss		0	12	0	12
Other financial assets excluding derivatives	23				

5.5.3 Financial liabilities measured at fair value

December 31, 2024

€ million	Note	Level 1	Level 2	Level 3	Total
Financial liabilities					
Derivative financial liabilities	39				
Forward foreign exchange contracts – cash flow hedges		0	107	0	107
Forward foreign exchange contracts – fair value through profit and loss		0	14	0	14
Forward foreign exchange contracts – net investment hedges		0	7	0	7
Interest rate derivatives – cash flow hedges		0	2	0	2
Interest rate derivatives – fair value through profit and loss		0	63	0	63
Other financial liabilities excluding derivatives	31				

December 31, 2023

€ million	Note	Level 1	Level 2	Level 3	Total
Financial liabilities					
Derivative financial liabilities	39				
Forward foreign exchange contracts – cash flow hedges		0	4	0	4
Forward foreign exchange contracts – fair value through profit and loss		0	3	0	3
Forward foreign exchange contracts – net investment hedges		0	14	0	14
Interest rate derivatives – cash flow hedges		0	5	0	5
Interest rate derivatives – fair value through profit and loss		0	59	0	59
Other financial liabilities excluding derivatives	31				

During the reporting period ending December 31, 2024, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

Fair value measurements categorized within Level 2 of the fair value hierarchy are calculated using either the "Discounted cash flow" or the "Black-Scholes" method (for FX options only) and market data publicly available.

5.6 Offsetting financial assets and financial liabilities

While the Group has amounts subject to an enforceable master netting arrangement or similar agreements, financial assets and financial liabilities are reported gross on the statement of financial position as the requirements are not met to report them net. The reconciliations below depict the amounts subject to an enforceable master netting arrangement or similar agreement that have not been netted on the statement of financial position.

The tables below show financial assets and liabilities subject to enforceable master netting arrangements:

December 31, 2024		Related amounts not set off in the statement of financial position		
€ million	Gross financial assets in the statement of financial position	Financial instruments	Cash collateral received	Net amounts
Derivatives	151	113	0	38
Other	0	0	0	0
Total	**151**	**113**	**0**	**38**

December 31, 2024		Related amounts not set off in the statement of financial position		
€ million	Gross financial liabilities in the statement of financial position	Financial instruments	Cash collateral received	Net amounts
Derivatives	193	113	0	80
Other	0	0	0	0
Total	**193**	**113**	**0**	**80**

ISDA master agreements (International Swaps and Derivatives Association) have been signed with the respective counterparties allowing offsetting of financial assets and liabilities. This is applicable to the fair value settlement in case of default, but it is not applicable at the closing date December 31, 2024.

The tables below show financial assets and liabilities subject to enforceable master netting arrangements:

December 31, 2023		Related amounts not set off in the statement of financial position		
€ million	Gross financial assets in the statement of financial position	Financial instruments	Cash collateral received	Net amounts
Derivatives	77	36	0	41
Other	0	0	0	0
Total	**77**	**36**	**0**	**41**

December 31, 2023		Related amounts not set off in the statement of financial position		
€ million	Gross financial liabilities in the statement of financial position	Financial instruments	Cash collateral received	Net amounts
Derivatives	85	36	0	49
Other	0	0	0	0
Total	**85**	**36**	**0**	**49**

6. Segment reporting

The Group's activities are in one segment, Biopharmaceuticals.

There are no other significant classes of business, either singularly or in aggregate. The Chief Operating Decision Makers, that being the Executive Committee, review the operating results and operating plans, and make resource allocation decisions on a company-wide basis, therefore UCB operates as one segment.

Enterprise-wide disclosures about product sales, geographic areas and revenues from major customers are presented below.

6.1 Product sales information

Net sales consist of the following:

€ million	**2024**	2023
CIMZIA®	2 033	2 087
BRIVIACT®	686	576
BIMZELX®	607	148
KEPPRA® (Including KEPPRA® XR / E KEPPRA®)	582	636
FINTEPLA®	340	226
VIMPAT®	329	394
RYSTIGGO®	202	19
NAYZILAM®	124	94
EVENITY®	103	60
ZILBRYSQ®	72	0
Other products	517	577
Designated hedges reclassified to net sales	19	50
Total net sales	**5 613**	**4 867**

6.2 Geographic information

The table below shows net sales in each geographic market in which customers are located:

€ million	**2024**	2023
U.S.	3 036	2 454
Europe – other	401	365
Germany	364	310
Japan	257	269
Spain	244	224
France (including French territories)	177	162
Italy	171	143
U.K. and Ireland	164	133
China	143	151
Belgium	61	52
Other countries	575	554
Designated hedges reclassified to net sales	19	50
Total net sales	**5 613**	**4 867**

The table below illustrates the property, plant and equipment in each geographic market in which the assets are located:

€ million	**2024**	2023
Belgium	1 032	924
U.K. & Ireland	269	215
Switzerland	217	240
United States	169	138
Germany	24	23
Japan	17	17
China	1	20
Other countries	25	18
Total	**1 754**	**1 595**

6.3 Information about major customers

UCB has three customers which individually account for more than 9% of the total net sales for 2024 and 2023:

- Mckesson, U.S. for which net sales 2024 amount to € 838 million (15% of total net sales) (2023: € 643 million, 13% of net sales)
- Cardinal Health, U.S. for which net sales 2024 amount to € 547 million (10% of total net sales) (2023: € 508 million, 10% of net sales)
- Cencora, U.S. for which net sales 2024 amount to € 488 million (9% of total net sales) (2023: € 413 million, 8% of net sales

7. Revenue from contracts with customers

The Group has recognized the following amounts relating to revenue in the consolidated income statement:

€ million	**2024**	2023
Revenue from contracts with customers	6 115	5 222
Revenue from agreements whereby risks and rewards are shared	37	30
Total revenue	**6 152**	**5 252**

7.1 Disaggregation of revenue from contracts with customers

	Actual		Timing of revenue recognition			
			2024		2023	
€ million	2024	2023	At a point in time	Over time	At a point in time	Over time
Net sales U.S.	**3 036**	**2 454**	**3 036**	**0**	**2 454**	**0**
CIMZIA®	1 289	1 364	1 289	0	1 364	0
BRIVIACT®	540	445	540	0	445	0
FINTEPLA®	294	201	294	0	201	0
BIMZELX®	287	9	287	0	9	0
RYSTIGGO®	184	19	184	0	19	0
NAYZILAM®	124	94	124	0	94	0
KEPPRA®	123	132	123	0	132	0
VIMPAT®	56	96	56	0	96	0
ZILBRYSQ®	56	0	56	0	0	0
Established brands / Other products	83	94	83	0	94	0
Net sales Europe	**1 582**	**1 397**	**1 582**	**0**	**1 397**	**0**
CIMZIA®	436	428	436	0	428	0
BIMZELX®	255	112	255	0	112	0
KEPPRA®	199	205	199	0	205	0
BRIVIACT®	120	110	120	0	110	0
VIMPAT®	116	140	116	0	140	0
EVENITY®	103	60	103	0	60	0
FINTEPLA®	41	21	41	0	21	0
RYSTIGGO®	8	0	8	0	0	0
ZILBRYSQ®	8	0	8	0	0	0
Established brands / Other products	296	321	296	0	321	0
Net sales Japan	**257**	**269**	**257**	**0**	**269**	**0**
VIMPAT®	85	83	85	0	83	0
E KEPPRA®	65	97	65	0	97	0
BIMZELX®	32	16	32	0	16	0
CIMZIA®	28	39	28	0	39	0
RYSTIGGO®	10	0	10	0	0	0
ZILBRYSQ®	8	0	8	0	0	0
FINTEPLA®	2	1	2	0	1	0
BRIVIACT®	1	0	1	0	0	0
Established brands / Other products	25	33	25	0	33	0
Net sales international markets	**718**	**697**	**718**	**0**	**697**	**0**
CIMZIA®	280	257	280	0	257	0
KEPPRA®	196	202	196	0	202	0
VIMPAT®	71	75	71	0	75	0
BRIVIACT®	24	21	24	0	21	0
BIMZELX®	33	12	33	0	12	0
FINTEPLA®	2	3	2	0	3	0
ZILBRYSQ®	0	0	0	0	0	0
Established brands / Other products	111	127	111	0	127	0
Net sales before hedging	**5 593**	**4 817**	**5 593**	**0**	**4 817**	**0**
Designated hedges reclassified to net sales	19	50	19	0	50	0
Total net sales	**5 613**	**4 867**	**5 613**	**0**	**4 867**	**0**
Royalty income and fees	**78**	**77**	**78**	**0**	**77**	**0**
Contract manufacturing revenues	79	119	79	0	119	0
Income from licensing deals: upfront payments, development milestones, sales milestones	178	147	45	133	87	60
Revenue resulting from services, other deliveries, sales of assets	167	12	167	0	12	0
Total other revenue	**424**	**278**	**291**	**133**	**218**	**60**
Total revenue from contracts with customers	**6 115**	**5 222**	**5 982**	**133**	**5 162**	**60**

7.2 Contract assets and liabilities

The group has recognized the following revenue-related contract liabilities:

€ million	Note	2024	2023
Contract liabilities resulting from out-licensing agreements			
Non-current	35	0	0
Current	35	8	140
Contract liabilities resulting from other agreements		0	0
Total revenue-related contract liabilities		**8**	**140**

The Group does not have any revenue-related contract assets.

Revenue-related contract liabilities mainly relate to unsatisfied performance obligations resulting from out-licensing agreements with Genentech (see below). These liabilities have decreased because of the recognition of revenue during the year resulting from performance obligations that were satisfied in 2024 as well as from the release of contract liabilities due to termination of the *minzasolmin* development program in partnership with Novartis in December 2024 after not meeting its primary and secondary clinical endpoints.

The following table shows how much of the revenue recognized in the current reporting period was included in the contract liability balance at the beginning of the period and how much revenue relates to performance obligations that were satisfied in previous periods.

€ million	2024	2023
Revenue recognized that was included in the contract liability balance at the beginning of the period	**132**	**56**
Revenue resulting from other agreements	0	1
Revenue resulting from out-licensing agreements	132	55
Revenue recognized that relates to performance obligations that were satisfied in a prior year	**122**	**211**
Product sales	28	40
Revenue resulting from out-licensing agreements	94	171

The following table shows unsatisfied performance obligations resulting from out-licensing agreements:

€ million	Note	2024	2023
Aggregate amount of the transaction price allocated to development agreements that are partially or fully unsatisfied as at December 31	35	8	140
Upfront payments received for out-licensing agreements to be taken in revenue as performance obligations are satisfied over time	35	0	0
Unsatisfied performance obligations resulting from out-licensing agreements		**8**	**140**

Management expects that 95% of the transaction price allocated to the unsatisfied development agreements as of December 31, 2024 will be recognized as revenue during the next reporting period. 5% is assessed to be recognized during 2026. The amount disclosed above does not include variable consideration which is constrained. The performance obligations still to be satisfied concern development activities to be performed over the next few years. All other development, manufacturing or other service agreements are for periods of one year or less, or are billed based on time incurred. As permitted under IFRS 15, the transaction price allocated to these unsatisfied agreements is not disclosed.

No assets are recognized from costs to fulfill a contract.

8. Business combinations

UCB finalized the purchase price allocation relating to the acquisition of Zogenix, Inc. in 2023.

There were no business combinations in 2024.

9. Discontinued operations and assets and liabilities of disposal group classified as held for sale

9.1 Discontinued operations

For 2024 and 2023, there were no gains or losses from discontinued operations.

9.2 Assets and liabilities of disposal group classified as held for sale

Assets of disposal group classified as held for sale as per December 31, 2024 relate to inventories and an intangible asset following the sale of non-core established brand products. The assets held for sale as per December 31, 2023, relate to inventories.

As not all market authorizations are transferred to the buyer when the sales transaction is closed, UCB is still owner of the inventories for these non-core established brand products in some countries. No write-off was accounted for on these inventories.

10. Other revenues

€ million	2024	2023
Upfront payments, milestone payments and reimbursements	382	189
Contract manufacturing revenues	79	119
Total other revenue	**461**	**308**

During 2024, UCB accounted for milestone payments and reimbursements from different parties, for € 225 million mainly linked to:

- Nippon Shinyaku mainly for the approval received on FINTEPLA® in Japan for Lennox-Gastaut syndrome;
- Biogen for co-development of antibody *dapirolizumab pegol* in lupus (SLE, phase 3 program);
- Roche on the development of *bepranemab* in Alzheimer's disease (phase 2a). The partnership is being terminated and UCB regained the global rights;
- and, Novartis on the development of *minzasolmin* in Parkinson's disease. *Minzasolmin* did not meet its primary and secondary clinical end-points in the proof-of-concept study, leading to a termination value of € 92 million. The partnership is being terminated.

The other revenue also includes for € 157 million related the successful completion of the sale of rights of the established brands Atarax® and Nootropil® for Europe and selected countries in Latin-America and Asia-Pacific to ADVANZ PHARMA.

The revenue from contract manufacturing activities is mainly linked to the entering into toll manufacturing agreements after divestiture of established brands in current and previous years.

11. Operating expenses by nature

The table below illustrates certain items of expense recognized in the income statement using a classification based on their nature within the Group:

€ million	Note	2024	2023
Employee benefit expenses	12	2 050	1 682
Depreciation of property, plant and equipment	22	174	158
Amortization of intangible assets	20	467	533
Impairment of non-financial assets (net)	14	73	5
Total		**2 764**	**2 378**

12. Employee benefit expense

€ million	Note	2024	2023
Wages and salaries		1 439	1 214
Social security costs		214	172
Post-employment benefits – defined benefit plans	33	62	53
Post-employment benefits – defined contribution plans		20	24
Share-based payments to employees and directors	28	183	104
Insurance		48	50
Other employee benefits		84	65
Total employee benefit expense		**2 050**	**1 682**

The total employee benefit expense has been allocated along functional lines within the income statement.

Other employee benefits consist mainly of termination benefits, severance payments, and other long-term/ short-term disability benefits.

Headcount at December 31	2024	2023
Monthly Paid	3 023	2 885
Management	6 355	6 198
Total	**9 378**	**9 083**

Further information regarding post-employment benefits and share-based payments can be found in Notes 28 and 33.

13. Other operating income/expenses

€ million	2024	2023
Provisions	15	- 17
Write-off trade and other receivable	- 6	26
Gain/Loss (-) on disposal of non-current assets	- 4	- 2
Reimbursement by third parties for development expenses	10	10
Grants received	7	2
Collaboration agreement for the development and commercialization of EVENITY®	481	368
Other income/expenses (-)	61	179
Total other operating income / expenses (-)	**564**	**566**

The result of the collaboration agreement with Amgen for the development and commercialization of EVENITY® amounted to € 481 million income (compared to € 368 million income in 2023). All recharges of development and commercialization expenses to/from Amgen are classified as other operating income/expenses. The equivalent total net recharges as per December 31, 2024 consisted of € 494 million marketing and selling income (€ 373 million in 2023) and € -13 million development expenses (€ -5 million in 2023).

The provisions are mostly related to VAT risks and grant recoverability risks.

In 2023, the Group accounted for the sale of an established brands portfolio of five prescription medicines commercialized in Europe (€ 145 million) on the line "Other income/expenses (-)".

14. Impairment of non-financial assets

A review of the recoverable amounts of the Group's assets did not result in the recognition of impairment charges (2023: € 0 million).

In 2024 an impairment of 73 million was recognized mainly due to the termination of the development of *minzasolmin* (see section 1.2).

In 2023 an impairment of € 5 million was recognized on the *Fesoterodine* IP rights for U.S. and Europe as loss of exclusivity was reached for these regions when rights were acquired upon settlement of the TOVIAZ® litigation.

No impairment charges for Group property, plant and equipment were recognized in 2024 (2023: € 0 million).

No reasonably possible change in a key assumption on which management has based its determination of the assets recoverable amounts would cause the assets carrying amount to exceed its recoverable amount.

15. Restructuring expenses

The restructuring expenses for the year ended December 31, 2024 amount to € 25 million (2023: € 13 million) and are related to new organization models and business discontinuation. Provisions for restructuring as defined in IAS 37.70 that are included, meet the criteria in IAS 37.72.

16. Other income/expenses

Total other income/expenses amounted to an income of € 586 million (2023: expense of € 35 million) and is mainly related to the gain on the divestment of UCB's mature neurology and allergy business in China, including KEPPRA®, VIMPAT®, NEUPRO®, ZYRTEC®, XYZAL® and the Zhuhai manufacturing site to CBC Group and Mubadala Investment Company (€ 578 million) and the reversal of the Distilbène provision (€ 18 million, see Note 34) offset by fees related to Core Products litigations.

For 2023, the other expenses are composed of a loss on the sale of Nile AI, Inc (€ 24 million) and also other expenses of € 11 million, mainly related to the increase of the environmental provisions (Note 34) and to litigations on Core Products.

17. Financial income and financial expenses

The net financial expenses for the year amounted to € 161 million (2023: € 163 million). The breakdown of the financial expenses and financial income is as follows:

Financial Expenses

€ million	2024	2023
Interest expenses on:		
Retail and Institutional bonds	- 39	- 15
Other borrowings	- 101	- 124
Interest rate derivatives	- 11	0
Financial charges on leases	- 8	- 5
Net loss on interest rate derivatives	- 2	0
Net fair value losses on foreign exchange derivatives	- 29	0
Net foreign exchange losses	0	- 54
Net other financial income/expenses (-)	- 10	- 12
Total financial expenses	**- 200**	**- 210**

Financial Income

€ million	2024	2023
Interest income on:		
Bank deposits	29	22
Interest rate derivatives	0	5
Net gain on interest rate derivatives	0	3
Net fair value gain on foreign exchange derivatives	0	17
Net foreign exchange gains	10	0
Total financial income	**39**	**47**

18. Income tax expense (-)/credit

€ million	2024	2023
Current income taxes	- 455	- 158
Deferred income taxes	358	60
Total income tax expense (-)/credit	**- 98**	**- 98**

The Group operates internationally, making it subject to income taxes in many different tax jurisdictions. In 2024, the income tax expense on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits (losses) of the consolidated companies. Income taxes recognized in the income statement can be detailed as follows:

€ million	2024	2023
Profit before income taxes	1 163	441
Income tax expense (-) calculated at domestic tax rates applicable in the respective countries	**- 279**	**- 96**
Theoretical income tax rate	24%	22%
Reported current income tax	- 455	- 158
Reported deferred income tax	358	60
Total reported tax charge	**- 98**	**- 98**
Effective income tax rate	8%	22%
Difference between theoretical and reported tax	**181**	**- 2**
Expenses non-deductible for tax purposes	- 35	- 63
Non-taxable income	13	- 9
Increase (-) / decrease of liabilities for uncertain tax positions	- 48	49
Tax credits	182	126
Variation in tax rates	39	- 30
Current tax adjustments related to prior years	7	23
Deferred tax adjustments related to prior years	1	4
Net effect of previously unrecognized DTA and non-recognition of current year deferred tax assets	110	- 104
Withholding tax	- 21	- 1
Pillar 2	- 67	0
Other taxes	- 1	2
Total difference between theoretical and reported income tax	**181**	**- 2**

The 2024 theoretical income tax rate is 24%, up from 22% in 2023.

The effective tax rate of 8% in 2024 results from a combination of a current tax charge and a deferred tax credit. The key drivers for this rate can be summarized as follows:

Current Tax:
- Impact of predominantly R&D-related tax incentives in key jurisdictions.
- Impact of the international tax reform ("OECD Pillar 2") in key jurisdictions.
- Additional reserves for uncertain tax positions in key jurisdictions.
- Evolution of foreign currency rates over 2024.
- Tax effects of non-strategic UCB divestments.

Deferred Tax:
- Recognition of additional deferred tax assets on R&D tax credits which will be offset against future taxable income.
- Recognition of additional tax attributes, notably carry-forward losses and innovation income deduction, based upon the level of projected future taxable profits.
- Remeasurement of acquisition-related deferred tax liabilities.

Factors affecting the tax charge in future years

The Group is aware of many factors that could impact the future effective tax rate of the Group, in particular the profit/losses mix between different territories in which the Group operates, the amount of unrecognized losses and other tax attributes that in future can be recognized as a deferred tax asset on the statement of financial position and the outcome of ongoing and future tax audits.

Corporate restructuring, acquisitions, disposals and other transactions may also impact the Group's future tax charge.

Changes to tax legislation in jurisdictions where the Group operates, as well as the impact of international tax rules, may also have a major impact. UCB is implementing the international tax reform ("OECD Pillar 2") that has been enacted into local legislation in most jurisdictions. These new international tax rules will have a continuing impact on UCB's longer term tax position (see Note 32). UCB is closely monitoring the U.S. developments on Pillar 2 including the impact on other jurisdictions and how this could impact the Group's position in a future period.

Next to the OECD developments, UCB closely follows tax developments in the entire EU and in key jurisdictions with a substantial sales or R&D footprint, such as Belgium, the U.S. and the U.K.

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19. Components of other comprehensive income (including NCI)[1]

€ million	January 1, 2023	Movements 2023 net of tax	December 31, 2023	Movements 2024 net of tax	December 31, 2024
Items of OCI to be reclassified to profit or loss in subsequent periods:	**292**	**- 147**	**145**	**262**	**407**
Cumulative translation adjustments	181	- 125	56	371	427
Financial assets at FVOCI	62	- 23	39	- 4	35
Cash flow hedges	49	1	50	- 105	- 55
Items of OCI not to be reclassified to profit or loss in subsequent periods:	**- 112**	**- 85**	**- 197**	**6**	**- 191**
Remeasurement of defined benefit obligation	- 112	- 85	- 197	6	- 191
Total other comprehensive income attributed to equity holders	**180**	**- 232**	**- 52**	**268**	**216**

1 NCI: non-controlling interest

20. Intangible assets

2024 € million	Trademarks, patents and licenses	Other	**Total**
Gross carrying amount at January 1	**7 258**	**522**	**7 780**
Additions	87	62	149
Disposals	- 103	- 33	- 136
Transfer from one heading to another	- 5	3	- 2
Divestments	0	- 1	- 1
Transfer to Assets Held for Sale	- 32	0	- 32
Effect of movements in exchange rates	373	4	376
Gross carrying amount at December 31	**7 578**	**556**	**8 134**
Accumulated amortization and impairment losses at January 1	**- 3 218**	**- 330**	**- 3 548**
Amortization charge for the year	- 419	- 48	- 467
Disposals	103	31	134
Impairment losses recognized in the income statement	- 73	0	- 73
Transfer from one heading to another	5	0	5
Divestments	0	0	0
Transfer to Assets Held for Sale	29	0	29
Effect of movements in exchange rates	- 131	- 2	- 133
Accumulated amortization and impairment losses at December 31	**- 3 704**	**- 348**	**- 4 052**
Net carrying amount at December 31	**3 873**	**208**	**4 082**

2023 € million	Trademarks, patents and licenses	Other	**Total**
Gross carrying amount at January 1	**7 413**	**503**	**7 917**
Additions	33	51	84
Disposals	- 30	- 23	- 53
Transfer from one heading to another	0	1	1
Divestments	0	- 9	- 9
Effect of movements in exchange rates	- 158	- 1	- 159
Gross carrying amount at December 31	**7 258**	**522**	**7 780**
Accumulated amortization and impairment losses at January 1	**- 2 789**	**- 312**	**- 3 101**
Amortization charge for the year	- 487	- 46	- 533
Disposals	29	22	51
Impairment losses recognized in the income statement	- 5	0	- 5
Divestments	0	6	6
Effect of movements in exchange rates	34	0	34
Accumulated amortization and impairment losses at December 31	**- 3 218**	**- 330**	**- 3 548**
Net carrying amount at December 31	**4 040**	**192**	**4 232**

The Group amortizes all intangible assets once they are placed in service. The amortization of intangible assets is allocated to cost of sales for all intangible assets that are related to compounds. The amortization charges related to software are allocated to the functions that use this software.

The majority of the Group's intangible assets arose from previous acquisitions. During 2024, the Group acquired intangible assets totaling € 149 million (2023: € 84 million). These additions stem from in-licensing deals, software and capitalization of external development expenses for post approval studies. Regarding the software and eligible software development costs, the Group capitalized € 35 million (2023: € 27 million).

Disposals in 2024 and in 2023 mainly relate to old licenses and software not used anymore.

During the year, the Group recognized total impairment charges of € 73 million (2023: € 5 million) mainly related to the termination of the development of *minzasolmin*. (see section 1.2)

The amortization charge for the period amounted to € 467 million (2023: € 533 million).

In 2023, divestments with a net book value of € 3 million related to the intangibles of Nile AI, Inc.

There was also a transfer of assets for € 3 million from property, plant and equipment to intangibles.

Furthermore, there was an impact from the translation of foreign currencies of € 243 million in 2024 (2023: € -125 million).

Other intangible assets are primarily comprised of software and in-process development projects. The in-process development project assets are not amortized until they are available for use (i.e., when related products are launched for sale) and transferred to the licenses caption.

21. Goodwill

€ million	2024	2023
Net book value at January 1	**5 254**	**5 340**
Acquisition	0	- 5
FX on acquisition	0	0
Effect of movements in exchange rates	208	- 80
Net book value at December 31	**5 462**	**5 254**

The Group tests goodwill for impairment annually or more frequently if there are indications that goodwill might be impaired. For the purpose of the impairment testing, the Group operates as one segment, Biopharmaceuticals, and has one single cash generating unit (CGU), which represents the lowest level at which the goodwill is monitored.

The recoverable amount of the CGU is determined based on the value-in-use calculations and the methodology applied for performing the impairment testing has not been modified compared to 2023.

Key assumptions

The calculations performed are based on the cash flow projections as derived from the financials underlying the 10-year strategic plan approved by management and the Board of Directors. Given the nature of the industry, the long-term projections are used to fully model the appropriate product lifecycles based on the patent expiry and therapeutic area. These long-term projections, which are based on past performance and management's expectations of market developments, are adjusted for specific risks and include:

- the revenue growth rates of newly launched products;
- the probability of reaching commercial stage for new products and or indications;
- the probability of success of future product launches and the expected dates thereof;
- the post-patent expiry erosion.

The key assumptions, when compared to 2023, were adapted taking into account the latest developments of the probabilities of success and the post-patent expiry erosion.

For the "value in use" calculations required for the impairment testing, a discount rate of 8.25 % was used.

Taking into account current market evolutions, the cash flows beyond the projected forecasted period (terminal value) are extrapolated using an estimated growth rate of 2%, compared to 2% in 2023. The growth rate does not exceed the long-term average growth rate for the relevant territories in which the CGU operates.

The Group has most of its revenue and expenses in EUR and USD based countries. The following important exchange rates were used in preparing the future cash flows:

	10 Years Projection	2023
USD	1.10 - 1.12	1.08 - 1.14
GBP	0.85 - 0.86	0.84 - 0.88
JPY	159 - 166	128 - 155
CHF	0.89 - 0.96	0.91 - 0.98

Starting from risk-free long-term EU generic government bonds 20 years (2023: 20 years), the discount rate applied is determined based on the weighted average cost of capital for DCF models, including the 20 years (2023: 20 year) benchmark cost of debt and equity. Given the industry, the Group used a discount rate of 8.25 % (2023: 7.17 %). The discount rate is reviewed at least annually.

Since after-tax cash flows are incorporated into the calculation of the value-in-use of the CGU, a post-tax discount rate is used in order to remain consistent.

The use of the post-tax discount rate approximates the result of using a pre-tax rate applied to pre-tax cash flows. A tax rate up to 22% was used (2023: 23%).

Sensitivity analysis

Based on the above, management assessed that no reasonable change in any of the key assumptions for the determination of the recoverable amount would cause the carrying value of the CGU to materially exceed its recoverable amount. For information purposes, the sensitivity analysis using a -3 % perpetual growth rate combined with an overall discount rate below 18 % would not result in an impairment of the goodwill.

22. Property, plant and equipment

2024 € million	Land and buildings	Plant and machinery	Office, computer equipment, vehicles and other	Assets under construction	**Total**
Gross carrying amount at January 1	**953**	**1 188**	**201**	**641**	**2 983**
Additions	53	21	55	208	337
Disposals	- 19	- 24	- 33	- 1	- 77
Divestment	- 21	- 16	- 3	- 3	- 43
Transfer from one heading to another	18	45	6	- 72	- 3
Effect of movements in exchange rates	18	3	3	4	28
Gross carrying amount at December 31	**1 002**	**1 217**	**229**	**777**	**3 225**
Accumulated depreciation at January 1	**- 483**	**- 779**	**- 126**	**0**	**- 1 388**
Depreciation charge for the year	- 51	- 85	- 38	0	- 174
Disposals	18	23	33	0	74
Divestment	14	11	3	0	28
Transfer from one heading to another	- 1	0	0	0	- 1
Effect of movements in exchange rates	- 6	- 3	- 1	0	- 10
Accumulated depreciation at December 31	**- 509**	**- 833**	**- 129**	**0**	**- 1 471**
Net carrying amount at December 31	**493**	**384**	**100**	**777**	**1 754**

2023 € million	Land and buildings	Plant and machinery	Office, computer equipment, vehicles and other	Assets under construction	**Total**
Gross carrying amount at January 1	**903**	**1 082**	**181**	**541**	**2 707**
Additions	23	39	44	214	320
Disposals	- 11	- 20	- 27	- 3	- 61
Transfer from one heading to another	30	64	5	- 112	- 13
Effect of movements in exchange rates	8	23	- 2	1	30
Gross carrying amount at December 31	**953**	**1 188**	**201**	**641**	**2 983**
Accumulated depreciation at January 1	**- 440**	**- 713**	**- 121**	**0**	**- 1 273**
Depreciation charge for the year	- 51	- 75	- 32	0	- 158
Disposals	10	14	27	0	51
Transfer from one heading to another	2	11	0	0	13
Effect of movements in exchange rates	- 4	- 16	0	0	- 20
Accumulated depreciation at December 31	**- 483**	**- 779**	**- 126**	**0**	**- 1 388**
Net carrying amount at December 31	**470**	**408**	**76**	**641**	**1 595**

None of the Group property, plant and equipment is subject to restrictions on title nor has it been pledged as security for liabilities.

During 2024, the Group acquired property, plant and equipment totaling € 337 million (2023: € 320 million). These additions include right-of-use assets for € 98 million (2023: € 68 million). The asset under constructions mainly relates to Bio Manufacturing facility Braine-l'Alleud site (Belgium), Gene Therapy site (Belgium) and new campus site in the U.K.

Other additions relate to the revamping of the office environment, building facilities and IT hardware and other plant and equipment.

During the year, the Group did not recognize any impairment expenses (2023: impairment of € 0 million).

The depreciation charge for the year amounts to € 174 million (2023: € 158 million) and includes the depreciation on the right-of-use assets (€ 56 million).

Capitalized borrowing costs

No borrowing costs were capitalized during 2024 (2023: € 0 million).

23. Financial and other assets

23.1 Non-current financial and other assets

€ million	Note	**2024**	2023
Financial assets at FVOCI (excluding derivatives)	23.3	144	128
Non-current loans and advances		28	17
Derivative financial instruments	39	41	31
Reimbursement rights with respect to German defined benefit plans		24	24
Other financial assets		4	10
Non-current financial and other assets		**241**	**210**

23.2 Current financial and other assets

€ million	Note	2024	2023
Clinical trial materials		85	133
Financial assets at FVOCI (excluding derivatives)	23.3	99	62
Loans granted to third parties		6	0
Derivative financial instruments	39	110	46
Current financial and other assets		**300**	**241**

23.3 Financial assets at fair value through other comprehensive income (FVOCI) (excluding derivatives)

The current and non-current financial assets at FVOCI (excluding derivatives) comprise the following:

€ million	2024	2023
Equity securities	243	190
Financial assets at FVOCI (excluding derivatives)	**243**	**190**

The movement in the carrying values of the financial assets at FVOCI (excluding derivatives) is as follows:

	2024		2023	
€ million	**Equity securities**	**Debt securities**	Equity securities	Debt Securities
At January 1	**190**	**0**	**181**	**0**
Additions	56	0	35	0
Disposals	- 1	0	- 3	0
Fair value gains/losses (-) going through OCI	- 2	0	- 23	0
At December 31	**243**	**0**	**190**	**0**

For more information on the derivatives of which fair value movements are accounted for through OCI, we refer to Note 39.

For the financial assets that are valued at amortized cost, the carrying amount approximates the fair value.

The Group does not have any investments in debt instruments.

The equity securities include investments done by UCB Ventures as well as investments in companies where UCB does not have significant influence. These investments have been classified as financial assets at FVOCI. The investments are measured at fair value. All fair value gains and losses are presented in OCI.

The additions to financial assets at FVOCI in the year include € 19 million new or increases in existing investments of which € 14 million done by UCB Ventures, UCB's corporate venture fund. The fair value gains and losses going through OCI resulted in a net loss of € 2 million.

The current financial assets at FVOCI (€ 99 million in 2024 compared to € 62 million in 2023) relate to vested long-term incentives granted to employees. These are held in custody for the account of the relevant participants on a separate securities account of UCB. There is a corresponding liability which is recorded in Other Payables (Note 35). As these shares are held for the account of the relevant participants and not for UCB's account, these are not treated as treasury shares in accordance with IAS 32.33.

23.4 Investment in associates

The Group has no material investments in associates.

23.5 Joint operations

No joint operations were entered into by the Group in 2024.

23.6 Subsidiaries with material non-controlling interests

As of December 31, 2024 and 2023 there is no accumulated non-controlling interest.

24. Inventories

€ million	2024	2023
Raw materials and consumables	167	161
Work in progress	888	661
Finished goods	254	209
Goods purchased for resale	0	0
Inventories	**1 309**	**1 031**

The cost of inventories recognized as an expense and included in "cost of sales" amounted to € 944 million (2023: € 876 million). There are no inventories pledged for security, nor is there any inventory stated at net realizable value. The write-down on inventories amounted to € 35 million in 2024 (2023: € 51 million) and has been included in cost of sales. Total inventory increased by € 278 million and includes among others the further build-up of BIMZELX®, RYSTIGGO® and ZILBRYSQ®.

25. Trade and other receivables

€ million	2024	2023
Trade receivables	1 026	763
Less: provision for write-off	- 18	- 13
Trade receivables – net	**1 008**	**750**
VAT receivable	49	37
Interest receivables	20	9
Prepaid expenses	173	147
Accrued income	0	2
Other receivables	255	257
Royalty receivables	21	18
Trade and other receivables	**1 526**	**1 220**

The carrying amount of trade and other receivables approximates their fair values. With respect to trade receivables, the fair value is estimated to be the carrying amount less the provision for write-off and for all other receivables the carrying value approximates fair value given the short-term maturity of these amounts.

There is some concentration of credit risk with respect to trade receivables. For some credit exposures in critical countries, such as the Southern European countries, the Group obtained credit insurance. The Group co-operates with dedicated wholesalers in certain countries. The largest outstanding trade receivable in 2024 from a single customer is 18% (2023: 16%) from McKesson Corp. U.S.

The increase in other receivables is mainly due to milestones to be received and partnerships.

The aging analysis of the Group trade receivables at year-end is as follows:

€ million	**2024** Gross carrying amounts	**2024** Write-off	2023 Gross carrying amounts	2023 Write-off
Not past due	983	0	721	0
Past due – less than one month	18	0	23	0
Past due more than one month and not more than three months	3	0	4	0
Past due more than three months and not more than six months	2	0	5	0
Past due more than six months and not more than one year	8	- 7	0	- 5
Past due more than one year	13	- 11	10	- 8
Total	**1 026**	**- 18**	**763**	**- 13**

Based on historical default rates, the Group believes that no provision for write-off is necessary in respect of trade receivables not past due. This concerns 96% (2023: 94%) of the outstanding balance at the statement of financial position date.

The movement in the provision for write-off in respect of trade receivables is shown below:

€ million	**2024**	2023
Balance at January 1	**- 13**	**- 15**
Write-off charge recognized in the income statement	- 9	0
Utilization / reversal of provision for write-off	3	1
Effects of movements in exchange rates	0	1
Balance at December 31	**- 18**	**- 13**

The other classes within trade and other receivables do not contain assets for which a write-off has been posted.

The carrying amounts of the Group trade and other receivables are denominated in the following currencies:

€ million	**2024**	2023
EUR	357	381
USD	776	508
JPY	67	74
GBP	67	57
CNY	62	34
CHF	20	18
KRW	9	9
Other currencies	168	139
Trade and other receivables	**1 526**	**1 220**

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above.

The Group does not hold any collateral as security.

26. Cash and cash equivalents

€ million	2024	2023
Short-term bank deposits	1 411	681
Cash at bank and on hand	162	180
Cash and cash equivalents (excluding bank overdrafts)	**1 573**	**861**

€ 62 million of above cash and short-term deposits are held in countries with restrictive regulations on exporting capital from the country other than via normal dividends, such as Brazil, China, India, South Korea, Russia, and Turkey, or in local short-term deposit by group entities in compliance with local reserve requirements.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

€ million	Note	2024	2023
Cash and cash equivalents		1 573	861
Bank overdrafts	29	0	0
Cash and cash equivalents (including bank overdrafts)		**1 573**	**861**

27. Capital and reserves

27.1 Share capital and share premium

The issued share capital of the Company amounted to € 584 million (2023: € 584 million), and is represented by 194 505 658 shares (2023: 194 505 658 shares). The Company's shares are without par value. At December 31, 2024, 71 374 319 shares were registered and 123 131 339 were dematerialized shares. The holders of UCB shares are entitled to receive dividends as declared and are also entitled to one vote per share at the shareholders' meeting of the Company. There is no authorized, unissued capital.

At December 31, 2024, the share premium reserves amounted to € 2 030 million (2023: € 2 030 million).

27.2 Treasury shares

The Group acquired, through UCB SA 1 300 000 treasury shares (2023: 500 000) for a total amount of € 162 million (2023: € 40 million) and transferred 1 565 838 treasury shares (2023: 681 671) for a total amount of € 128 million (2023: € 56 million). Net transfer of 265 838 treasury shares for a net amount of - € 34 million.

During 2024, the Group did not acquire or dispose of any treasury shares as part of share swap transactions (2023: 0 acquired and 0 disposed). At December 31, 2024, the Group retained 4 463 251 treasury shares of which none related to share swap deals (2023: 4 729 089). These treasury shares have been acquired in order to honor the exercise of stock options and share awards granted to the Executive Committee members and certain categories of employees.

In the current year, no call options on UCB shares have been acquired (2023: 0) nor have any call options been exercised (2023: 0). At December 31, 2024, the Group did not hold any options on UCB shares (December 31, 2023: 0).

27.3 Other reserves

Other reserves amount to € - 3 million (2023: € -9 million) with the movement related to the re-measurement of the defined benefit obligation for € 6 million bringing total remeasurement value at € - 199 million (2023: € - 205 million).

27.4 Cumulative translation adjustments

The cumulative translation adjustments reserve represents the cumulative currency translation differences relating to the consolidation of Group companies that use functional currencies other than the euro as well as any cumulative foreign exchange gains or losses resulting from net investment hedges.

28. Share-based payments

The Group operates several equity-based and cash-based compensation plans, including a stock option plan, a stock appreciation rights plan, a stock award plan and a performance share plan to compensate employees for services rendered.

The stock option plan, the stock award plan and the performance share plan are equity-settled, whereas the stock appreciation rights plan is a cash-settled plan. Besides these plans, the Group also operates employee stock purchase plans in the U.K. and the U.S. and phantom share plans. The expenses incurred for these plans are immaterial.

28.1 Stock option plan and stock appreciation rights plan

The Governance, Nomination and Compensation Committee (GNCC) granted options on UCB SA shares to the Executive Committee members, the senior executives and the senior directors of the UCB Group. The exercise price of the granted options under these plans is equal to the lowest of the following two values:

- the average of the closing price of the UCB shares on Euronext Brussels, during the 30 days preceding the offer; or
- the closing price of the UCB shares on Euronext Brussels the day before the grant.

A different exercise price is determined for those eligible employees subject to legislation which requires a different exercise price in order to benefit from reduced taxation. The options become exercisable after a vesting period of three years, except for those eligible employees subject to legislation which requires a longer vesting period in order to benefit from reduced taxation. If an employee leaves the Group, his/her options usually lapse upon expiry of a period of six months. Options do not lapse in case of death or retirement and in case of involuntary termination when taxes have been paid upon grant. The Group has no obligation to repurchase or settle the options in cash.

The options are not transferable (except in case of death).

The Stock Appreciation Rights (SARs) plan has similar characteristics to the stock option plan, except that it is reserved for UCB employees in the U.S. This plan is cash-settled.

28.2 Stock award plan

The GNCC granted free UCB SA shares to the Executive Committee members, the senior executives and the senior and middle management of the UCB Group. The free shares have service conditions attached to them whereby beneficiaries are required to remain in service for three years post grant date. Stock awards lapse upon leaving the Group, except upon leaving on retirement or death in which case they vest immediately (in full in case of death and reduced pro rata temporis in case of retirement). The beneficiary is not entitled to dividends during the vesting period.

28.3 Performance share plan

The GNCC granted performance shares to senior executives for specific achievements aligned with company strategic priorities. The performance shares are conditional on the beneficiary completing three years of service (the vesting period) and the number of shares awarded is adjusted at the end of the vesting period based on the company's performance against its goals.

Performance shares lapse upon leaving the Group, except in case of death where they vest immediately and in case of leaving on retirement where they are reduced pro rata temporis, the number of shares vested is adjusted based on the company's performance against its goals and delivered on the original vesting date (the third anniversary of grant). The beneficiary is not entitled to dividends during the vesting period.

28.4 Phantom stock option, stock award and performance share plans

The Group also has phantom stock option, phantom stock award and phantom performance share plans (collectively referred to as phantom plans). These phantom plans apply to certain employees who have an employment contract with certain affiliates of the Group and are governed under similar rules to the Group stock option, stock award and performance share plans except for their settlement. As of December 31, 2024, these plans had 242 participants (2023: 450) and the share-based payment expense incurred for these plans is immaterial.

28.5 North America employee stock purchase plan

The plan is intended to provide employees of UCB affiliates in North America with an opportunity to purchase common stock of the Group. Shares are acquired at a discount of 15% which is funded by UCB. Employees save a defined percentage of their salary through payroll deduction and shares will be purchased with after-tax employee contributions. The shares are held by an independent third party banking institution in an account in the employee's name.

The limit placed on employees' participation in the plan is as follows:

- between 1% and 10% of each participant's compensation;
- US$ 25 000 per year per participant;

As of December 31, 2024, the plan had 978 participants (2023: 901). There are no specific vesting conditions and the share-based payment expense incurred for this plan is immaterial.

28.6 Stock savings plan in the U.K.

The purpose of this plan is to encourage the holding of UCB shares by employees in the U.K. Participants save a certain portion of their salary through payroll deductions and UCB matches every 1 share bought by each participant with 1 free share. Shares are held in an account in the employee's name by an independent company that acts as a trustee. Employee contributions to the plan are limited to the lower of:

- 10% of each participant's compensation;
- GBP 1 800 per year per participant.

As of December 31, 2024, the plan had 501 participants (2023: 438) and the share-based payment expense incurred for this plan is immaterial.

28.7 Share-based payment expense

The total share-based payment expense incurred for the Group amounted to € 183 million (2023: € 104 million), and has been included in the relevant functional lines within the income statement as follows:

€ million	2024	2023
Cost of sales	10	13
Marketing and selling expenses	56	25
Research and development expenses	73	40
General and administrative expenses	44	26
Total operating expense	**183**	**104**
Of which, equity-settled:		
Stock option plans	7	6
Stock award plans	99	77
Performance share plan	19	15
Of which, cash-settled:		
Stock appreciation rights plan	49	3
Phantom stock option, stock award and performance share plans	9	3

28.8 Stock option plans

The movements in the number of stock options outstanding and their related weighted average exercise prices as at December 31 are:

	2024			2023		
	Weighted average fair value (€)	**Weighted average exercise price (€)**	**Number of stock options**	Weighted average fair value (€)	Weighted average exercise price (€)	Number of stock options
Outstanding at January 1	15.62	75.62	2 993 082	14.83	73.30	2 955 603
+ New options granted	31.51	110.18	443 155	20.69	80.02	344 421
+ Options converted in other plans	11.87	65.32	1 650	0.00	0.00	0
(-) Options forfeited	23.33	92.30	32 678	19.84	85.58	55 776
(-) Options exercised	12.96	69.77	1 102 021	12.40	52.36	229 555
(-) Options expired	9.60	58.12	2 000	12.21	48.70	21 611
Outstanding at December 31	**19.85**	**84.85**	**2 301 188**	**15.62**	**75.62**	**2 993 082**
Number of options fully vested:						
At January 1			1 794 129			1 624 209
At December 31			1 063 434			1 794 129

The stock options outstanding as at December 31, 2024 with the following last exercise dates and exercise prices are:

Last exercise date	**Range of exercise prices (€)**	Number of stock options
March 31, 2025	**67.35**	56 092
March 31, 2026	**67.24**	108 266
March 31, 2027	**[70.26-72.71]**	150 232
March 31, 2028	**66.18**	209 938
March 31, 2029	**[76.09-76.56]**	262 628
March 31, 2030	**[76.21-79]**	219 595
March 31, 2031	**[79.99-81.12]**	249 418
March 31, 2032	**[102.04-108.45]**	288 281
March 31, 2033	**[79.97-82.44]**	322 749
March 31, 2034	**[109.80-114.40]**	433 989
Total outstanding		**2 301 188**

The fair value has been determined based on the "Black-Scholes" valuation model.

The volatility was determined primarily by reference to historically observed share prices of UCB over the last five years. The probability of early exercise is reflected in the expected life of the options. The expected forfeiture rate is based on actual turnover of employees for categories eligible for stock option compensation.

The significant assumptions used in the measurement of the fair value of the stock options granted in 2024 and 2023 are:

		2024	2023
Share price at grant date	€	114.40	82.20
Weighted average exercise price	€	110.18	80.02
Expected volatility	%	28.53	27.79
Expected option life	Years	5.00	5.00
Expected dividend yield	%	1.19	1.62
Risk free interest rate	%	2.61	2.58
Expected annual forfeiture rate	%	7.00	7.00

28.9 Stock appreciation rights (SARs) plan

The movements of the SARs and the model inputs as at December 31, 2024 can be found in the table below.

The fair value of the SARs at grant date is determined using the Black-Scholes model. The fair value of the liability is remeasured at each reporting date.

		2024	2023
Outstanding rights as at January 1		**829 481**	**749 956**
+ New rights granted		248 658	179 180
(-) Rights converted from other plans		1 650	0
(-) Rights forfeited		48 053	28 804
(-) Rights exercised		278 659	65 151
(-) Rights expired		23 031	5 700
Outstanding rights as at December 31		**726 746**	**829 481**
The significant assumptions used in the measurement of the fair value of the stock appreciation rights are:			
Share price at year end	€	192.20	78.90
Exercise price	€	114.40	82.44
Expected volatility	%	28.90	28.23
Expected option life	Years	5.00	5.00
Expected dividend yield	%	0.71	1.69
Risk free interest rate	%	2.50	2.22
Expected annual forfeiture rate	%	7.00	7.00

28.10 Stock award plans

The share-based payment expense related to these stock awards is spread over the vesting period of three years.

The beneficiaries are not entitled to dividends during the vesting period. The movement in the number of stock awards outstanding at December 31 is as follows:

	2024		2023	
	Number of stock awards	Weighted average fair value (€)	Number of stock awards	Weighted average fair value (€)
Outstanding at January 1	**2 398 099**	**88.78**	**2 188 475**	**89.83**
+ New stock awards granted	1 205 476	114.81	1 102 456	82.19
(-) Awards forfeited	193 638	98.44	135 125	89.67
(-) Awards converted in phantom plans	200	105.80	6 413	81.46
(-) Awards vested and paid out	681 550	81.66	751 294	82.06
Outstanding at December 31	**2 728 187**	**101.37**	**2 398 099**	**88.78**

28.11 Performance share plans

The movement in the number of performance shares outstanding at December 31 is as follows:

	2024		2023	
	Number of stock awards	Weighted average fair value (€)	Number of stock awards	Weighted average fair value (€)
Outstanding at January 1	**466 789**	**89.41**	**356 223**	**92.50**
+ New performance shares granted	224 554	114.40	198 472	82.20
(-) Performance shares forfeited	45 513	97.68	38 526	90.64
(-) Performance shares vested	152 235	83.23	49 380	82.38
Outstanding at December 31	**493 595**	**101.43**	**466 789**	**89.41**

29. Borrowings

The carrying amounts and fair values of borrowings are as follows:

		Cash Flows		Non-cash changes			
€ million	2023	From financing activities	Increase/ decrease in cash	Transfer Non-Current to Current	Foreign Exchange Movement	Other	**2024**
Non-current							
Bank borrowings	1 981	- 682	0	0	94	1	1 394
Leases	118	0	0	- 58	4	81	145
Total non-current borrowings	**2 099**	**- 682**	**0**	**- 58**	**98**	**82**	**1 539**
Current							
Bank overdrafts	0	0	0	0	0	0	0
Current portion of bank borrowings	- 1	0	0	0	0	0	- 1
Debentures and other short-term loans	0	3	0	0	0	0	3
Leases	43	- 53	0	58	1	12	61
Total current borrowings	**42**	**- 50**	**0**	**58**	**1**	**12**	**63**
Total borrowings	**2 141**	**- 732**	**0**	**0**	**99**	**94**	**1 602**

On December 31, 2024 the Group's weighted average interest rate (excluding leases) was 4.08% (2023: 4.89%) prior to hedging. The floating interest rate payments are subject to designated cash flow hedges and fixed interest rate payments are subject to designated fair value hedges, thereby fixing the weighted average interest rate for the Group at 4.56% (2023: 5.10%) post hedging. The fees paid for the arrangement of the bonds (Note 30), and the amended facilities agreement are amortized over the life of the instruments.

Where applicable under hedge accounting, the fair value of the non-current borrowings is determined based on the present value of the payments associated with the debt instruments, using the applicable yield curve and UCB credit spread for the various different currencies.

Since the bank borrowings are at a floating interest rate that is reset minimally on a daily, up to on a semi-annual basis, the carrying amount of the bank borrowings equates to its fair value. With respect to the current borrowings, the carrying amounts approximate their fair values as the effect of discounting is considered to be insignificant.

On March 27, 2023 the Group signed a € 1 billion sustainability-linked revolving credit facility agreement with maturity in 2028 (including the option to request further extensions of the maturity date by two additional years). This new facility replaced the € 1 billion revolving credit facility that was maturing on January 9, 2025 and that was subsequently cancelled. Following the second extension request in February 2025, the maturity date has been extended until 2030 for commitments totalling € 928 million under the revolving credit facility, except for € 72 million, which remains set for 2029. Per December 31, 2024 there were no outstanding amounts under the revolving credit facility (2023: € 0 million).

As per December 31, 2024, the Group fully repaid the bullet term loan facility agreement that it entered into in 2019 for the acquisition of Ra Pharmaceuticals, Inc. (2023: US$ 605 million). Outstanding interest rate hedges that had been entered into in connection with this loan have been de-designated as cash flow hedges as IFRS9 cash flow hedging requirements were no longer met per December 31, 2024.

Incremental facilities established under this term loan facility remain outstanding as per December 31, 2024, namely a € 90 million bilateral loan (2023: € 90 million), established as a first incremental facility, drawn on October 3, 2022 and with maturity in 2029, another € 90 million bilateral loan (2023: € 90 million), established as a second incremental facility, drawn on January 26, 2023 and with maturity in 2028, and a US$ 80 million term loan agreement, drawn on July, 10 2024 and with maturity in 2029.

As per December 31, 2024, $ 600 million continues to be outstanding under the bullet term loan facility agreement, maturing in 2027, that the Group entered into in 2022 to finance the Zogenix, Inc. acquisition (2023: US$ 800 million). Relevant interest rate hedges that had been entered into in connection with this loan have been de-designated as cash flow hedges as IFRS9 cash flow hedging requirements were no longer met per December 31, 2024, following the partial payment of this loan facility in 2024.

Additionally, as per December 31, 2024, US$ 378 million remains outstanding under a € 350 million bilateral committed bullet term loan agreement (2023: US$ 378 million), which was entered into in November 2021 and fully drawn on September 8, 2023 for an equivalent amount of US$ 378 million. The maturity of this bilateral loan agreement is in 2031.

Furthermore, remain outstanding as per December 31, 2024 the Schuldscheindarlehen (SSD) transactions that the Group entered into, respectively on November 2, 2022 as a multi-tranche transaction for an aggregate amount of € 144 million (2023: € 144 million) and US$ 20 million (2023:

US$ 20 million) and on August 24, 2023 as a single transaction for an amount of € 30 million (2023: € 30 million).

Further to the aforementioned loan and facility agreements, the Group also has access to the Belgian commercial paper market under which € 0 million was outstanding as per December 31, 2024 (2023: € 0 million) and also has access to certain non-committed bilateral credit facilities. None of the Group's outstanding debt or undrawn credit facilities are subject to financial covenants.

The Group designates derivative financial instruments under cash flow hedges to the floating rate loan agreements. Under cash flow hedges, changes in fair value resulting from interest rate derivatives designated to the floating rate liabilities of the Group are accounted for through equity.

Please refer to Note 5.3 for the maturity analysis of the Group borrowings (excluding other financial liabilities).

The carrying amounts of the Group borrowings are denominated in the following currencies:

€ million	**2024**	2023
USD	1 142	1 699
EUR	426	421
GBP	10	3
CNY	4	7
JPY	5	2
Other	15	9
Total borrowings	**1 602**	**2 141**

30. Bonds

The carrying amounts and fair values of bonds are as follows:

			Carrying amount					Fair value	
€ million	Coupon rate	Maturity date	2023	Cash Flows	Fair Value changes	Other movements	**2024**	2023	**2024**
Institutional Eurobond	1.000%	2028	448	0	14	1	463	446	466
EMTN Note[1]	1.000%	2027	136	0	4	0	140	132	140
Retail bond	5.200%	2029	313	0	0	0	313	319	320
Institutional Eurobond	4.250%	2030	0	495	13	0	508	0	514
Total bonds			**897**	**495**	**31**	**1**	**1 424**	**897**	**1 440**
Of which:									
Non-current			897	495	31	1	1 424	897	1 440
Current			0	0	0	0	0	0	0
Derivatives used for hedging			**50**	**0**	**- 31**	**0**	**19**		
Of which:									
Non-current assets (-)			50	0	- 31	0	19		
Current assets (-)			0	0	0	0	0		
Non-current liabilities (+)			0	0	0	0	0		
Current liabilities (+)			0	0	0	0	0		

1 EMTN: Euro Medium Term Note. The fair value of the EMTN Notes cannot be accurately determined given the limited liquidity in secondary market trading for these notes, and is for reporting purposes replaced by the carrying value.

30.1 Retail bonds

Maturing in 2029:
During November 2023, UCB completed a public offering of € 300 million fixed rate bonds, due in 2029 and aimed at retail investors. These retail bonds will be redeemed at 100% of their principal amount and carry a coupon of 5.20% per annum while their effective interest rate is 5.2216% per annum. The bonds have been listed on Euronext Brussels.

30.2 Institutional Eurobonds

Maturing in 2028:
In March 2021, UCB completed an offering of € 500 million senior unsecured bonds, due in 2028, issued under its EMTN program. The Bonds were issued at 99.751% in March 2021 and will be redeemed at 100% of their principal amount. These bonds carry a coupon of 1.00% per annum while their effective interest rate is 1.1231% per annum. The bonds have been listed on Euronext Brussels.

Maturing in 2030:
In March 2024, UCB completed an offering of € 500 million senior unsecured bonds, due in 2030, issued under its EMTN program. The Bonds were issued at 99.482% in March 2024 and will be redeemed at 100% of their principal amount. These bonds carry a coupon of 4.25% per annum while their effective interest rate is 4.4328% per annum. The bonds have been listed on Euronext Brussels.

30.3 EMTN notes

Maturing in 2027:
In October 2020, UCB completed an offering of € 150 million notes, due in 2027. The notes were issued at 100% and will be redeemed at 100% of their principal amount. These notes carry a coupon of 1.00% per annum while their effective interest rate is 1.0298% per annum. The notes have been listed on Euronext Brussels.

30.4 Fair value hedges

The Group designates derivative financial instruments under fair value hedges to the Retail Bonds and Institutional Eurobonds. The change in the carrying amount of the bonds is fully attributable to the change in the fair value of the hedged portion of the bonds, and is almost fully offset by a change in fair value of the corresponding derivative financial instrument.

31. Other financial liabilities

		Carrying amount		Fair value	
€ million	Note	**2024**	2023	**2024**	2023
Non-current					
Derivative financial instruments	39	65	64	65	64
Other financial liabilities		0	0	0	0
Total non-current other financial liabilities		**65**	**64**	**65**	**64**
Current					
Derivative financial instruments	39	128	21	128	21
Other financial liabilities		0	0	0	0
Total current other financial liabilities		**128**	**21**	**128**	**21**
Total other financial liabilities		**193**	**85**	**193**	**85**

32. Deferred tax assets and liabilities

32.1 Recognized deferred tax assets and liabilities

€ million	2023	Acquisition/ disposals	R&D adjustment	Current year movement	OCI – Cash flow hedges	OCI – Pensions	Effect of movements in exchange rate	2024
Intangible assets	- 802	0	0	108	0	0	- 50	- 744
Property, plant and equipment	- 20	0	0	0	0	0	0	- 20
Inventories	323	0	0	101	0	0	1	425
Trade and other receivables	12	0	0	- 3	34	0	1	44
Employee benefits	39	0	0	- 4	0	0	0	35
Provisions	3	0	0	22	0	0	- 1	24
Other short-term liabilities	141	- 1	0	55	- 3	0	12	204
Unused tax losses	197	0	0	79	0	0	6	282
Unused tax credits	625	0	50	0	0	0	4	679
Total net deferred tax assets/ liabilities (-)	**518**	**- 1**	**50**	**358**	**31**	**0**	**- 27**	**929**

€ million	2022	Acquisition/ disposals	R&D adjustment	Current year movement	OCI – Cash flow hedges	OCI – Pensions	Effect of movements in exchange rate	2023
Intangible assets	- 915	0	0	86	0	0	27	- 802
Property, plant and equipment	- 21	0	0	2	0	0	- 1	- 20
Inventories	348	0	0	- 24	0	0	- 1	323
Trade and other receivables	33	0	0	- 19	0	0	- 1	12
Employee benefits	12	2	0	10	0	16	- 1	39
Provisions	2	1	0	2	0	0	- 1	3
Other short-term liabilities	124	0	0	27	- 8	0	- 3	141
Unused tax losses	176	2	0	23	0	0	- 5	197
Unused tax credits	620	0	54	- 47	0	0	- 2	625
Total net deferred tax assets/ liabilities (-)	**379**	**5**	**54**	**60**	**- 8**	**16**	**12**	**518**

Total net deferred tax assets of € 929 million have been recognized on December 31, 2024. Based upon the level of past taxable income and projected future taxable profits over the periods in which the deductible temporary differences are estimated to reverse, the Group believes it is probable that the benefits of the recognized deferred tax assets will be realized. In line with applicable guidelines, a reasonable measurement period and approach (taking into account the function and the risk profile of the relevant taxable entity) has been evaluated in order to recognize deferred tax positions.

The Group saw an increase of the deferred tax asset combined with a decrease of the deferred tax liability balances resulting in a net deferred tax asset increase. This is driven by the following items:

- **Utilization and remeasurement of deferred taxes:** tax losses carried forward have been offset against taxable profit in key entities and additional tax attributes have been recognized based upon the level of projected future taxable profits. Remeasurement of deferred tax liabilities occurred due to a change in applicable tax rate.

- **R&D tax credit:** refund received versus further build-up of R&D tax credit deferred tax assets following R&D investments. Additionally, tax credits have been recognized on tax attributes in Belgium, Germany, Switzerland and the U.S.

Other items are a result of the movements on UCB's statement of financial position items (such as inventory, financial instruments and intangibles), reassessment following tax law changes and reassessment of non-EUR denominated deferred tax balances.

Tax Reforms

Impact of tax rate changes and of the Pillar 2 model rules (i.e., minimum tax of 15%) were assessed by management and remeasurement of the deferred tax balances took place as appropriate.

UCB is in scope of the Pillar 2 international tax reform, which has been enacted in most jurisdictions the Group operates. Reference is made to the Note 3.2, *New and amended standards* adopted by the group of this 2024 Integrated Annual Report for further information on the impact of the Pillar 2 model rules.

Deferred tax assets on tax credits

The group recorded deferred tax assets on tax credits. The total deferred tax asset in respect of R&D tax credits at year end is € 595 million (2023: € 538 million), which will result in a cash tax benefit in the future. Other tax credits for € 84 million relate to dividend received deduction available in Belgium, interest deduction in Germany and the deferred tax asset resulting from the 2022 U.S. regulations on capitalization of R&D expenses.

Deferred tax assets on losses

UCB has seen a substantial utilization of tax losses carried forward in key jurisdictions, while some additional tax losses were build-up in others. In 2024, a deferred tax asset of € 282 million (2023: € 197 million) was recognized in respect of tax losses carried forward totaling € 1 187 million (2023: € 858 million) as the Group has concluded that the relevant entities will generate taxable profits in the foreseeable future against which these losses can be used, and forecasts are deemed reliable taking into account the profile of the concerning entities and potential restrictions that could be available. These losses have arisen in jurisdictions in which UCB operates and do not expire.

In line with applicable guidance, the Group has recognized a deferred tax asset on part of the carry-forward tax losses and unused innovation income deduction in the hands of its main Group IP owner located in Belgium. Taking into account the function and risk profile of this entity, management engaged into in-depth qualitative and quantitative analysis to support a partial (risk-adjusted) deferred tax asset recognition taking into account the taxable situation of the entity within measurement period. Based on the multitude of regulatory approvals in key markets for new launch assets and the performance of later stage assets, it is most probable that taxable profit will be available as per UCB's long range forecast exercise to offset against the existing stock of tax attributes in the following three financial years.

This period has seen no further recognition of tax credits previously unrecognized. Undiscounted forecasts have been used to assess the availability of future taxable profits.

32.2 Unused tax losses

As of December 31, 2024, the Group also had € 5 134 million (2023: € 5 078 million) of gross unused tax losses and innovation income deduction for which no deferred tax asset is recognized in the statement of financial position. Based on the current legislation, these tax attributes do not expire.

Based on current forecasts and current legislation, the majority of these tax attributes is expected to be fully utilized within the next 10 years.

32.3 Temporary differences for which no deferred tax asset or deferred tax liability is recognized

Deferred tax assets are recognized on temporary differences carried forward that represent income likely to be realized in the foreseeable future.

Deferred tax assets in respect of dividend received deduction for € 222 million gross / € 56 million net (2023: € 168 million gross / € 42 million net) and in respect of interest deduction for € 95 million gross / € 23 million net (2023: € 188 million gross / € 46 million net) have not been recognized in view of the uncertain character of the recovery.

No deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries as 100% participation exemption is available for any future equity upstream.

In opposition with 2023 (€ 15 million), there is no more additional unrecognized deferred tax liability in respect of an internal reorganization which occurred in 2014.

32.4 Deferred tax directly recognized in OCI

€ million	**2024**	2023
Deferred tax on pensions	0	16
Deferred tax on gains financial assets at FVOCI	- 4	0
Deferred tax on effective portion of changes in fair value of cash flow hedges	34	- 8
Deferred tax directly recognized in OCI	**30**	**8**

33. Employee benefits

Most employees are covered by retirement benefit plans sponsored by Group companies. The nature of such plans varies according to the legal regulations and fiscal requirements of the countries in which the employees are employed. The Group operates both defined contribution plans and defined benefit plans.

33.1 Defined contribution plans

Post-employment benefit plans are classified as "defined contribution" plans if the Group pays fixed contributions into a separate fund or to a third party financial institution and has no further legal or constructive obligation to pay further contributions. Therefore no assets or liabilities are recognized in the Group statement of financial position in respect of such plans, apart from regular prepayments and accruals of contributions. For the Belgian defined contribution plans, UCB is required by law to guarantee a minimum return on employee and employer contributions. As a consequence, these plans are considered defined benefit plans. Where reliable estimates can be made for material plans, they are valued using the projected unit credit method under IAS 19. These plans are aggregated with the results for other defined benefit plans.

33.2 Defined benefit plans

The Group operates several defined benefit plans. The benefits granted include mainly pension benefits and jubilee premiums. The benefits are granted according to local market practice and regulations.

These plans are either unfunded or funded via outside pension funds or insurance companies. For (partially) funded plans, the assets of the plans are held separately in funds under the control of the trustees. Where a plan is unfunded, notably for the major defined benefit plans in Germany, a liability for the obligation is recorded in the Group statement of financial position. For funded plans, the Group is liable for the deficits between the fair value of the plan assets and the present value of the benefit obligations. Accordingly, a liability (or an asset when the plan is over-funded) is recorded in the Group consolidated statement of financial position. Independent actuaries assess all main plans annually.

For UCB, the main risks linked to its defined benefit obligations are discount rate, inflation and longevity. The majority of the risks lies within Belgium, Switzerland, Germany and the U.K. It should be noted that longevity is not considered as a risk for the plans in Belgium as benefits are either paid as a lump sum or externalized before being paid as an annuity.

As part of its global risk management, UCB carries out an annual global risk analysis for the defined benefit plans located in its main countries (Belgium, Switzerland, Germany and the U.K.) and assesses the risk of deterioration of the financial position considering the Value-at-Risk.

- In the U.K., for the Celltech Pension and Insurance Scheme, the focus is to de-risk the investment progressively in order to reach self-sufficiency. To better manage discount rate and inflation risks, the Scheme has also over the years gradually increased the hedging of both interest rates and inflation to around 95%.
- In Belgium, UCB has closed all Belgian defined benefit and cash balance plans to new entrants as from December 31, 2019 and implemented a cash balance plan with an effective date of January 1, 2020 with the legally required guaranteed return. Amid increasing regulations and governance requirements, our focus remains on adapting to new regulations while continuously monitoring and optimizing our investment strategies to secure long-term benefits for our members.

The amount recognized in the consolidated statement of financial position arising from the Group's obligation in respect of its defined benefit plan is as follows:

€ million	Note	2024	2023
Present value of defined benefit obligation		1 150	1 100
Fair value of plan assets		- 981	- 889
Funded status – Deficit		**169**	**211**
Effect of asset ceiling		1	0
Net liability arising from defined benefit obligation		**170**	**211**
Add: Liability with respect to cash settled share-based payments	28	58	16
Total employee benefit liabilities		**228**	**227**
Of which:			
Portion recognized in non-current liabilities		228	227
Portion recognized in non-current assets		0	0

96% of the net liability arising from defined benefit obligations is related to defined benefit pension obligations in Belgium, Germany, Switzerland and the U.K.

Movements in the present value of the defined benefit obligation in the current year were as follows:

€ million	**2024**	2023
At January 1	**1 100**	**906**
Current service cost	56	47
Interest expense	34	35
Remeasurement gain(-)/loss:		
Effect of changes in demographic assumptions	0	- 3
Effect of changes in financial assumptions	- 9	100
Effect of experience adjustments	8	34
Effect of change in foreign exchange rates	8	14
Benefit payments from the plan	- 38	- 24
Benefit payments from the employer	- 5	- 5
Plan participants contributions	5	5
Other	- 9	- 9
At December 31	**1 150**	**1 100**

Movements in the fair value of plan assets in the current year were as follows:

€ million	**2024**	2023
At January 1	**889**	**759**
Interest income	29	31
Remeasurement gain/loss(-)		
Return on plan assets (excluding interest income)	7	29
Effect of change in foreign exchange rates	7	12
Plan participants contributions	5	5
Employer contributions	98	93
Benefit payments from the plan	- 43	- 29
Expenses, taxes and premiums paid	- 11	- 11
At December 31	**981**	**889**

The fair value of plan assets amounts to € 981 million (2023: € 889 million), representing 85% (2023: 81%) of the defined benefit obligation. The total deficit of € 169 million (2023: € 211 million) is expected to be eliminated over the estimated remaining average service period of the current membership.

The amounts recognized in the consolidated income statement and in the consolidated statement of comprehensive income in respect of those defined benefit plans are as follows:

€ million	2024	2023
Total service cost (including past service cost and gain (-)/loss from settlements)	56	47
Net interest cost	4	3
Remeasurement of other long term benefits	0	1
Administrative expenses and taxes	2	2
Components of defined benefit costs recorded in income statement	**62**	**53**
Remeasurements gain (-)/loss		
Effect of changes in demographic assumptions	0	- 3
Effect of changes in financial assumptions	- 9	99
Effect of experience adjustments	8	34
Return on plan assets (excluding interest income)	- 7	- 29
Return on reimbursement rights (excluding interest income)	0	0
Changes in asset ceiling/onerous liability (excluding interest income)	1	0
Components of defined benefit costs recorded in OCI	**- 7**	**101**
Total components of defined benefit cost	**55**	**154**

The total service cost, the net interest expense, the remeasurement of other long-term benefits, administrative expenses and taxes for the year are included in the employee benefit expenses in the consolidated income statement. 76% of the defined benefit costs recorded in the income statement are relating to defined benefit pension plans in Belgium and U.K. The remeasurement on the net defined benefit liability is included in the statement of comprehensive income as part of other comprehensive income. Total remeasurements amount to a gain of € 7 million in 2024 compared to a loss of € 101 million in 2023. The gain in 2024 is mainly resulting from higher return on plan assets and increase in discount rates. The loss in 2023 is mainly resulting from a decrease in discount rates partially offset by higher return on plan assets.

The actual return on plan assets is € 7 million (2023: € 29 million) and the actual return on reimbursement rights is € 0 million (2023: € 0 million).

The split of the recognized expense by functional line is as follows:

€ million	2024	2023
Cost of sales	20	17
Marketing and selling expenses	6	6
Research and development expenses	23	19
General and administrative expenses	13	11
Other income and expenses	0	0
Total	**62**	**53**

The major categories of plan assets at the end of the reporting period, are as follows:

€ million	**2024**	2023
Cash and cash equivalent	**42**	**24**
Equity instruments	**287**	**263**
Europe	82	58
U.S.	63	61
Rest of the World	142	144
Debt instruments	**313**	**296**
Corporate bonds	97	77
Government bonds	180	45
Other	36	174
Properties	**69**	**51**
Qualifying insurance policies	**111**	**89**
Investment funds	**141**	**159**
Other	**18**	**7**
Total	**981**	**889**

Virtually all equity and debt instruments have quoted prices in active markets. Properties can be classified as Level 3 instruments based on the definitions in IFRS 13 *Fair Value Measurement*.

The assets held in the funds do not contain any direct investment in UCB Group shares, nor any property occupied by, or other assets used by the Group, though this does not exclude UCB shares being included in mutual investment fund type investments. The principal weighted average actuarial assumptions used for the purposes of the actuarial valuations were as follows:

	Eurozone		U.K.		Other	
Percentage %	**2024**	2023	**2024**	2023	**2024**	2023
Discount rate	3.43	3.33	5.50	4.65	1.01	1.30
Inflation	2.00	2.00	3.00	2.90	N/A	N/A

Significant actuarial assumptions for the determination of the defined obligation are discount rate and inflation. The sensitivity analyses below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period.

- If the discount rate would be 50 basis points higher (lower), the defined benefit obligation would decrease by € 71 million (increase by € 85 million) if all other assumptions were held constant.
- If the inflation rate would increase (decrease) by 25 basis points, the defined benefit obligation would increase by € 26 million (decrease by € 25 million) if all other assumptions were held constant.

The figures above do not take account of any interrelationship between the assumptions, especially between the discount rate, expected salary increases and inflation rates.

The Group's subsidiaries should fund the entitlements expected to be earned on a yearly basis. Funding usually follows local actuarial requirements and in this framework, the discount rate is set on a risk-free rate.

Underfunding linked to past service are met by setting up recovery plans and investment strategies considering liability profiles, appropriate time periods for amortization of past service liability, local regulations and the affordability of the company.

The average duration of the benefit obligation at the end of the reporting period is 13.40 years (2023: 13.80 years). This number can be subdivided into the duration related to:

- **Eurozone:** 11.90 years (2023: 12.20 years);
- **U.K.:** 14.00 years (2023: 15.30 years);
- **Other:** 18.00 years (2023: 17.70 years).

The Group expects to make a contribution of € 102 million to the defined benefit plans during the next financial year.

ALM (asset-liability management) studies are typically performed every 3 years. Within those studies, investment strategies are analyzed in terms of risk-and-return profiles in order to establish or validate a strategic investment allocation. An ALM study has been completed in Switzerland in 2023 which resulted in a slight adjustment of the assets portfolio.

In Belgium, an ALM study was performed in 2024 which confirmed the effectiveness of our assets portfolio in balancing risk and return.

In setting up the long-term investment strategy of the scheme, the investment committee focuses on some key principles defined by the Group such as:

- maintaining a balance between level of contributions acceptable to UCB and the level of investment risk relative to the liabilities;
- reducing the volatility through investment diversification;
- the degree of investment risk should depend on the financial state of the schemes and liability profiles; and
- ensuring compliance with local funding regulations where applicable.

34. Provisions

The movements in provisions have been disclosed below:

€ million	Environment	Restructuring	Other	Total
At January 1, 2024	**22**	**7**	**356**	**385**
Arising during the year	0	12	118	130
Unused amounts reversed	0	0	- 87	- 87
Transfer from one heading to another	0	0	1	1
Effect of movements in exchange rates	0	0	1	1
Utilized during the year	0	- 8	- 21	- 29
Divestments	0	0	- 2	- 2
At December 31, 2024	**22**	**11**	**366**	**399**
Non-current portion	22	0	205	227
Current portion	0	11	161	172
Total provisions	**22**	**11**	**366**	**399**

34.1 Environmental provisions

UCB has retained certain environmental liabilities, and is mainly related to the divestiture of Films (2004) divested sites on which UCB has retained full responsibility in accordance with contractual terms.

34.2 Restructuring provisions

The restructuring provisions arising during 2024 are related to further optimization of business models. The utilization is also mainly related to new business operating models in Europe.

34.3 Other provisions

Other provisions, in line with last year, relate mainly to:

- provisions for litigations that comprise mainly provisions where UCB or a subsidiary is or might be a defendant against claims of previous employees;
- product liability provisions that pertain to the risks related to the normal course of business and for which the Group might be liable by selling these kinds of drugs. UCB is currently a defendant in several product liability cases in France in respect of Distilbène, a former product of the UCB Group. The claimants in these actions claim that their mothers took Distilbène during their pregnancy and that as a result of this they suffered bodily injuries (see Note 43.3). The provision in respect of Distilbène decreased by € 15 million to a total of € 98 million (2023: decreased by € 5 million to a total of € 113 million) to reflect the net estimated future cash outflows, which represents a decrease by € 18 million offset by the discounting impact. The impact from discounting amounts to € 3 million and is part of other financial expenses (see Note 17). The provision was discounted using a discount rate of 2.77% (2023: 2.30%). If the discount rate would be 25 basis points lower, the provision would increase by € 1 million, at 0% discount rate the provision would increase by € 17 million;
- provisions for restoration costs for leased buildings due to the adoption of IFRS 16 (€ 7 million) (2023: € 9 million) (see Note 40);
- The € 2 million decrease is linked to the divestment of the Zhuhai manufacturing site in China (see also Note 16). The restoration provision related to the buildings was transferred at the time of the sale.
- provisions in respect of the recoverability of non-income tax receivables;
- ongoing claims and disputes to the extend that at balance sheet date, a present obligation exists and could be reliably measured;

An assessment is performed with respect to the above-mentioned risks together with the Group legal advisers and experts in the different domains.

35. Trade and other liabilities

€ million	2024	2023
Other payables	100	98
Total non-current trade and other liabilities	**100**	**98**

€ million	2024	2023
Trade payables	750	537
Invoices to receive	81	49
Taxes payable, other than income tax	17	20
Payroll and social security liabilities	422	320
Other payables	145	80
Deferred income linked to development agreements	16	146
Other deferred income	12	9
Royalties payables	23	33
Rebates/discounts and other sales allowances payable	1 235	873
Accrued interest	46	37
Other accrued expenses	272	209
Total current trade and other liabilities	**3 019**	**2 313**

The vast majority of the trade and other liabilities are classified as current and consequently the carrying amounts of the total trade and other liabilities is assumed to be a reasonable approximation of fair value.

"Rebates/discounts and other sales allowances payable" include rebates, chargebacks, discounts and accruals for product returns relating to products sold in the U.S. to various customers that are part of commercial and governmental contractual arrangements or other reimbursement programs, including the U.S. Medicaid Drug Rebate program, the U.S. Federal Medicare program and others. The sales returns and allowances are recorded in the same period as the underlying sales as a deduction to sales.

Per management assessment, the total accruals for these items are adequate, based upon currently available information and interpretation of relevant regulations.

As these deductions are based on management estimates, the actual deductions might differ from these estimates. Such differences could impact the accruals recognized in the statement of financial position in future periods and consequently the level of sales recognized in the income statement in future periods, as there is often a time lag of several months between the recording of the estimate and the final accounting of the sales deductions.

The accruals are reviewed and adjusted regularly in light of contractual and legal obligations, historical trends, past experience and projected market conditions.

All returns, chargebacks, rebates and discounts that are not mentioned on the invoice are estimated, deducted from sales and presented on the statement of financial position in the appropriate accrual account. The estimate for future product returns is based on several factors, including: historical return rates, expiration date by product, return rate by closed batches, actual returns processed among others, as well as any other specifically-identified anticipated returns due to known factors such as the loss of patent exclusivity, product recalls and discontinuances, or a changing competitive environment. Adjustments to these accruals may be required in the future based on revised estimates to our assumptions, which would have an impact on our consolidated results of operations. The U.S. sales return and allowance liability that is included as part of the rebates and discounts payable liability balance amounts to € 1 023 million as per December 31, 2024 (December 31, 2023: € 703 million).

36. Income tax payables

Income tax payables include liabilities for uncertain tax positions for an amount of € 139 million (2023: € 91 million). The uncertain tax positions balance has increased over 2024 and is composed of the remeasurement of existing and the setup of new uncertain tax positions. Liabilities for uncertain tax positions are recorded when the Group considers it probable that a tax position taken is unlikely to be sustained if challenged by the tax authorities and after exhausting all legal remedies.

The income tax receivable includes assets for tax relief following Mutual Agreement / Arbitration procedures for an amount of € 23 million (2023: € 22 million). Assets for relief following Mutual Agreement / Arbitration procedures are recorded when the Group considers it probable that a Mutual Agreement / Arbitration procedure may provide for a corresponding adjustment in one or more jurisdictions.

The assessment for both the uncertain tax positions and corresponding adjustments is calculated taking into account the most likely outcome (for corporate income tax related matters) or the expected value (for corporate tax or transfer pricing related matters), where appropriate and in line with IFRIC 23. See Note 4.2.5 for more details on the Group's assessment of uncertain tax positions. On a net basis, the group has provided for a reserve of € 116 million (2023: € 69 million) to cover for uncertain tax positions and engages into the necessary procedures to secure tax relief where possible.

UCB faces tax audits in a number of countries where activities are deployed. The issues under discussion are in some cases complex and such audits can take a number of years to resolve. The Group strictly follows up on the liabilities for uncertain tax positions which are recorded per end 2024, also reflecting the status of the ongoing tax audits.

37. Note to the consolidated statement of cash flows

The cash flow statement identifies operating, investing and financing activities for the period.

UCB uses the indirect method for the operating cash flows. The net profit and loss is adjusted for:

- the effects of non-cash transactions such as depreciation and amortization, impairment losses, provisions, mark-to-market, etc., and the variance in working capital;
- items of income or expense associated with investing or financing cash flows.

Important non-cash transactions for 2024 mainly relate to tax credits (€ 148 million) for which the cash benefit will be received in later years.

Important non-cash transactions for 2023 mainly relate to tax credits (€ 153 million) for which the cash benefit will be received in later years.

€ million	Note	2024	2023
Adjustment for non-cash transactions		**590**	**485**
Depreciation and amortization	11, 22, 20	641	691
Impairment / reversal (-) charges	11, 14	73	6
Equity settled share based payment expense		2	17
Other non-cash transactions in the income statement		- 148	- 153
Adjustment IFRS 9	17	30	- 20
(Un)realized exchange gain (-) / losses		- 43	- 7
Change in provisions and employee benefits		24	- 20
Change in inventories and bad debt provisions		11	- 29
Adjustment for items to disclose separately under operating cash flow		**98**	**98**
Tax charge of the period from continuing operations	18	98	98
Adjustment for items to disclose under investing and financing cash flow		**- 465**	**143**
Gain (-) / loss on disposal of fixed assets		- 596	26
Interest income (-) / expenses		131	117
Change in working capital			
Inventories movement per consolidated statement of financial position		- 278	- 124
Trade and other receivable and other assets movement per consolidated statement of financial position		- 258	- 96
Trade and other payable movement per consolidated statement of financial position[1]		623	- 88
As it appears in the consolidated statement of financial position and corrected by:		**87**	**- 308**
Non-cash items[2]		89	14
Change in inventories and bad debt provisions disclosed separately under operating cash flow		- 11	29
Currency translation adjustments		3	38
As it appears in the consolidated cash flow statement		**168**	**- 227**

1 Includes an amount of € 301 million as per December 31. 2024 for rebates and discounts linked to sales (December 31, 2023: - € 3 million).
2 Non-cash items are mainly linked to transfers from one heading to another, non-cash movements linked to stock rewards.

38. Financial instruments by category

December 31, 2024

€ million	Note	Assets at amortized cost	Assets at fair value through the profit and loss (FVPL)	Assets used for hedging	Assets at fair value through other comprehensive income (FVOCI)	Total
Assets as per statement of financial position						
Financial assets and other assets (excluding derivative financial instruments and associates)	23	147	0	0	243	390
Derivative financial assets	39	0	32	119	0	151
Trade and other receivables (including prepaid expenses)	25	1 526	0	0	0	1 526
Cash and cash equivalents	26	1 573	0	0	0	1 573
Total		**3 246**	**32**	**119**	**243**	**3 640**

December 31, 2024

€ million	Note		Liabilities at fair value through the profit and loss (FVPL)	Liabilities used for hedging	Liabilities at amortized cost	Total
Liabilities as per statement of financial position						
Borrowings	29		0	0	1 602	1 602
Bonds	30		- 19	0	1 443	1 424
Derivative financial liabilities	39		77	116	0	193
Trade and other liabilities	35		0	0	3 120	3 120
Other financial liabilities (excluding derivative financial instruments)	31		0	0	0	0
Total			**58**	**116**	**6 165**	**6 339**

December 31, 2023

€ million	Note	Assets at amortized cost	Assets at fair value through the profit and loss (FVPL)	Assets used for hedging	Assets at fair value through other comprehensive income (FVOCI)	**Total**
Assets as per statement of financial position						
Financial assets and other assets (excluding derivative financial instruments and associates)	23	184	0	0	190	374
Derivative financial assets	39	0	19	58	0	77
Trade and other receivables (including prepaid expenses)	25	1 220	0	0	0	1 220
Cash and cash equivalents	26	861	0	0	0	861
Total		**2 265**	**19**	**58**	**190**	**2 532**

December 31, 2023

€ million	Note		Liabilities at fair value through the profit and loss (FVPL)	Liabilities used for hedging	Liabilities at amortized cost	**Total**
Liabilities as per statement of financial position						
Borrowings	29		0	0	2 141	2 141
Bonds	30		- 50	0	947	897
Derivative financial liabilities	39		62	23	0	85
Trade and other liabilities	35		0	0	2 411	2 411
Other financial liabilities (excluding derivative financial instruments)	31		0	0	0	0
Total			**12**	**23**	**5 499**	**5 534**

39. Derivative financial instruments

		Assets		Liabilities	
€ million	Note	**2024**	2023	**2024**	2023
Forward foreign exchange contracts – cash flow hedges		11	38	107	4
Forward foreign exchange contracts – fair value through profit and loss		3	7	14	3
Forward foreign exchange contracts – net investment hedges		95	1	7	14
Interest rate derivatives – cash flow hedges		13	19	2	5
Interest rate derivatives – fair value through profit and loss		24	12	63	59
Other financial derivatives		5	0	0	0
Total		**151**	**77**	**193**	**85**
Of which:					
Non-current	23, 31	41	31	65	64
Current	23, 31	110	46	128	21

The full fair value of a hedging derivative is classified as a non-current asset or liability if its remaining maturity is more than 12 months, and as a current asset or liability if its maturity is less than 12 months.

The cash flow hedges entered into by the Group were assessed to be highly effective and over 2024, a net unrealized gain of € 77 million (2023: net unrealized gain of € 63 million) after deferred taxes were included in equity in respect of these contracts. These gains/losses will be recycled to the profit or loss in the period during which the hedged forecast transactions affect the profit or loss.

The ineffective portion recognized in the profit or loss that arises from cash flow hedges amounts to € 1 million gain in 2024 (0 in 2023).

39.1 Foreign currency derivatives

The Group policy with respect to the use of financial derivative contracts is described in Note 5 *Financial Risk Management*.

The Group entered into several forward foreign exchange contracts in order to hedge a portion of highly probable future sales and royalty income, expected to occur in 2023 and 2024.

The following table shows the split of foreign currency derivatives by currency of denomination (currencies sold view) as at December 31, 2024:

Notional amounts in € million	USD	GBP	EUR	JPY	CHF	Other currencies	**Total**
Forward contracts	60	7	717	43	13	19	859
Currency swaps	2 995	47	2 333	251	43	248	5 917
Option/collar	0	0	0	0	0	0	0
Total	**3 055**	**54**	**3 050**	**294**	**56**	**267**	**6 776**

On the same basis of sold currency, the fair values of the foreign currency derivative contracts are as follows:

	Assets		Liabilities	
€ million	**2024**	2023	**2024**	2023
USD	0	25	123	3
GBP	0	0	0	0
EUR	102	12	2	16
JPY	6	7	1	1
CHF	0	0	0	0
Other currencies	2	2	3	2
Total foreign currency derivatives	**110**	**46**	**129**	**22**

The net foreign currency derivatives maturity analysis is noted below:

€ million	**2024**	2023
1 year or less	- 19	**25**
1 – 5 years	0	**0**
Beyond 5 years	0	**0**
Total foreign currency derivatives – net asset/net liability (-)	**- 19**	**25**

39.2 Interest rate derivatives

The Group uses various interest rate derivative contracts to manage its exposure to interest rate movements on its borrowings. The re-pricing dates and amortization characteristics are aligned with those of the fixed rate bonds and floating rate notes. The outstanding interest rate swaps ("IRS") contracts are as follows:

Contract Type	For periods from	to	Receivable Currency	Receivable Notional	Receivable Rate	Payable Currency	Payable Notional	Payable Rate
CCS	Sep 30, 2024	Sep 30, 2025	EUR	246	EURIBOR 6M	USD	275	SOFR
IRS	Apr 1, 2021	Oct 1, 2027	EUR	150	- 0.25%	EUR	150	EURIBOR 6M
IRS	Mar 30, 2021	Mar 30, 2028	EUR	500	- 0.22%	EUR	500	EURIBOR 6M
IRS	Nov 21, 2023	Nov 21, 2029	EUR	300	3.02%	EUR	300	EURIBOR 3M
IRS	Mar 20, 2024	Mar 20, 2030	EUR	500	2.58%	EUR	500	EURIBOR 3M
IRS	Jan 3, 2023	Jan 2, 2025	USD	150	SOFR	USD	150	4.52%
IRS	Jun 8, 2022	Mar 10, 2025	USD	200	SOFR	USD	200	2.07%
IRS	Dec 8, 2022	Dec 8, 2025	USD	200	SOFR	USD	200	4.18%
IRS	Jul 8, 2022	Mar 9, 2026	USD	200	SOFR	USD	200	2.96%
IRS	Dec 8, 2023	Dec 8, 2026	USD	375	SOFR	USD	375	4.22%
IRS	Jul 8, 2022	Mar 8, 2027	USD	200	SOFR	USD	200	1.84%

39.3 Hedge of net investment in a foreign entity

Any cumulative foreign exchange gains or losses resulting from net investment hedges are taken up under Cumulative Translation Adjustments. These gains and losses will remain in equity and will only be recycled to profit or loss when the Group no longer holds the underlying assets.

39.4 Virtual Power Purchase Agreements

In July 2024, the Group entered into three renewable energy Virtual Power Purchase Agreements (VPPAs) supporting solar power generation facilities located in Spain.

The fair value of the VPPA contract is determined using the discounted cash flows method, after identification of the value of the embedded Guarantees of Origins (GoOs). Changes of fair value compared to the initial valorization of the contracts is recognized under financial income and expenses, together with the amortization of the initial valorization when relevant.

As of December 31, 2024, the VPPA contracts were valued for € 5 million leading to an income of € 1 million over the initial valuation of € 4 million. The initial valuation will be amortized as from the start of the production.

40. Leases

40.1 Amounts recognized in the statement of financial position

The statement of financial position shows the following amounts relating to leases:

€ million	Note	2024	2023
Buildings	22	121	107
Plant and machinery	22	16	15
Office equipment and vehicles	22	82	57
Total right-of-use assets		**219**	**179**
Non-current	29	145	118
Current	29	61	42
Total lease liabilities		**206**	**160**

Additions to the right-of-use assets during the 2024 financial year were € 98 million.

As per December 31, 2024, no residual value guarantees are included in the lease liabilities.

As per December 31, 2024, no lease commitments for leases not yet commenced.

40.2 Amounts recognized in the income statement

The income statement shows the following amounts relating to leases:

€ million	Note	2024	2023
Depreciation charge of right-of-use assets	22	**58**	**52**
Buildings	22	29	29
Plant and machinery	22	1	1
Office equipment and vehicles	22	28	22
Interest expense (included in Financial expenses)	17	8	5
Expense relating to short-term leases		2	3
Expense relating to leases of low-value assets that are not short-term leases		11	10
Total expense related to leases		**79**	**70**

The total cash outflow for leases in 2024 was € 53 million. In 2024 there was no material income from subleasing.

41. Earnings per share

41.1 Basic earnings per share

€	**2024**	2023
From continuing operations	5.61	1.81
From discontinued operations	0.00	0.00
Basic earnings per share	**5.61**	**1.81**

Basic earnings per share is calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the year, excluding ordinary shares purchased by the Company and held as treasury shares.

41.2 Diluted earnings per share

€	**2024**	2023
From continuing operations	5.48	1.76
From discontinued operations	0.00	0.00
Diluted earnings per share	**5.48**	**1.76**

Diluted earnings per share is calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the year, excluding ordinary shares purchased by the Company and held as treasury shares, adjusted by the number of dilutive potential ordinary shares attached to the issuance of stock options, stock awards and performance shares.

The number of dilutive potential ordinary shares is calculated based on the average number of stock options outstanding during the reporting period as the difference between the average market price of ordinary shares during the reporting period and the weighted average exercise price of the stock options and on the average number of stock awards and performance shares outstanding during the reporting period. Stock options only have a dilutive effect when the average market price is above the exercise price (stock options are "in the money").

For the purpose of calculating dilutive earnings per share, there were no adjusting elements to the profit attributable to shareholders of the Company.

41.3 Earnings

The calculation of the basic and diluted earnings per share attributable to the ordinary equity holders of the parent is based on the following data:

Basic

€ million	**2024**	2023
Profit/loss (-) from continuing operations attributable to shareholders of UCB SA	1 065	343
Profit/loss (-) from discontinued operations	0	0
Profit attributable to shareholders of UCB SA	**1 065**	**343**

Diluted

€ million	**2024**	2023
Profit/loss (-) from continuing operations attributable to shareholders of UCB SA	1 065	343
Profit/loss (-) from discontinued operations	0	0
Profit attributable to shareholders of UCB SA	**1 065**	**343**

41.4 Number of shares

In thousands of shares	**2024**	2023
Weighted average number of ordinary shares for basic earnings per share	189 986	189 690
Weighted average number of ordinary shares for diluted earnings per share	194 547	195 190

42. Dividend per share

The gross dividends paid in 2024 (in respect of the year ended December 31, 2023) and 2023 (in respect of the year ended December 31, 2022) were € 259 million (€ 1.36 per share) and € 252 million (€ 1.33 per share) respectively.

A dividend in respect of the year ended December 31, 2024 of € 1.39 per share, amounting to a total dividend of € 264 million, is to be proposed at the annual general meeting of the shareholders on April 24, 2025.

In accordance with IAS 10, events after the reporting period, the proposed dividend has not been recognized as a liability at year-end.

43. Commitments and contingencies

43.1 Capital and other commitments

At December 31, 2024, the Group has committed to spend € 181 million (2023: € 146 million) mainly with respect to expected capital expenditures for the new Gene-Therapy plant, new campus site in the U.K., software, lab and other equipment.

UCB Group has entered into long-term development agreements with various pharmaceutical enterprises, universities and financial investors. Such collaboration agreements may include milestone payments which are dependent on successful clinical development or on meeting specified sales targets. On December 31, 2024, the maximum amount that would be paid out if all future milestones are achieved but excluding variable royalty payments based on unit sales and amounts accrued for milestones already achieved but not yet due, amounted to € 1 259 million on an undiscounted and non-risk adjusted basis.

€ million	2024	2023
Less than 1 year	172	18
Between 1 and 5 years	326	485
More than 5 years	761	799
Total	**1 259**	**1 303**

UCB has concluded several agreements with Contract Manufacturing Organizations for the supply of its products. Total outstanding commitments towards these CMOs amount to € 1 442 million as per end of 2024 until 2034 (2023: € 991 million until 2033). Additionally, UCB has an outstanding commitment for production capacity reservation of € 21 million as per end of 2024.

As part of UCB's innovation strategy, UCB has established a corporate venture fund, UCB Ventures. The main objectives of the fund are to add breadth to UCB's innovation ecosystem, to create a window on new technologies, products, platforms and channels to augment or complement UCB's existing activities, to develop network and strategic relationships in the venture capital investor community and to identify opportunities that UCB might not otherwise see. Within this framework UCB has outstanding commitments at the end of 2024 for a total amount of € 21 million relating to venture capital investments.

43.2 Guarantees

Guarantees arising in the normal course of business are not expected to result in any material financial loss.

43.3 Contingencies

The Group continues to be actively involved in litigations, claims and investigations. The ongoing matters could result in liabilities, civil and criminal penalties, loss of product exclusivity and other costs, fines and expenses associated with findings adverse to UCB's interests. Potential cash outflows reflected in a provision might be fully or partially off-set by insurance in certain circumstances. UCB has not established provisions for potential damage awards for certain additional legal claims against our subsidiaries if UCB currently believes that a payment is either not probable or cannot be reliably estimated.

1. Intellectual property matters (selected matters)

We vigorously protect our patent portfolio and our ability to bring medicines to patients as we deem necessary.

Consequently, UCB is involved in various litigation matters as a plaintiff and defendant, as the case may be, in various jurisdictions in the U.S. and Europe.

NEUPRO®
United States

In response to a Paragraph IV certification from Aurobindo, in December 2024, UCB filed a lawsuit against Aurobindo to enforce a U.S. patent expiring in late 2027 and which covers an aspect of NEUPRO®. Due to the statutory 30-month stay prior to FDA approval, Aurobindo will not be in a position to launch a generic version prior to August 2027. We are exploring resolution of the dispute with Aurobindo.

Europe

In 2023, Luye obtained national-level approval for its "design-around" product via the decentralized procedure in Germany, France, The Netherlands and Spain. Luye launched its generic in Germany in December 2023. Luye challenged UCB's reformulation patent on a national level in Austria, U.K., Portugal and The Netherlands. In August 2024, the parties entered a settlement agreement, which resolved the case.

NAYZILAM®
United States

In 2021, Cipla filed an ANDA challenging the validity of certain NAYZILAM® patents. UCB filed a lawsuit against Cipla. Cipla has stipulated to infringement. The trial took place in October 2023. A ruling is expected in 2025.

EVENITY®
Germany

In 2023, OssiFi-Mab LLC ("OMAB") filed a suit against UCB Pharma S.A., UCB Pharma GmbH and Amgen in Germany alleging EVENITY® infringes the German part of a European patent. In defense UCB Pharma S.A. and UCB Pharma GmbH jointly as well as Amgen filed oppositions with the European Patent Office (EPO) to invalidate OMAB's patent. In addition, UCB Pharma B.V. filed an action in The Netherlands to invalidate the Dutch part of OMAB's patent. OMAB filed a counterclaim for infringement in The Netherlands. In October 2024, the Opposition Division of the EPO ruled in UCB's favor and revoked OMAB's patent in its entirety. Thereafter, OMAB withdrew its infringement claim in Germany. OMAB appealed the Opposition Division's decision, and the matter is still pending. The Court in The Netherlands stayed the nullity and infringement proceedings pending final resolution of OMAB's appeal before the EPO.

2. Product liability matters

Distilbène product liability litigation – France
Entities of the UCB Group have been named as defendants in several product liability cases in France. The claimants in these actions claim their mothers took Distilbène, a former product of the UCB Group, during their pregnancy, and as a result they suffered bodily injuries. The Group has accounted for a provision (refer to Note 34 in the 2024 Annual Report).

Opioid Litigation
Dating back to 2019, the UCB Group had 24 opioid-related lawsuits in the U.S. In October 2024, UCB's final opioid-related lawsuit was dismissed.

3. Investigations

CIMZIA® Investigation
In March 2019, UCB, Inc. received a Civil Investigative Demand (CID) from the U.S. Department of Justice (DOJ) and a subpoena from the Department of Health and Human Services (HHS) Office of Inspector General (OIG) both seeking information relating to the sales and marketing practices and pricing of CIMZIA® for the periods from 2011 and 2008, respectively, to date. UCB cooperated fully with DOJ and OIG. In March 2020, UCB was informed that DOJ was suspending the inquiry initiated by its office in Georgia.

340B Drug Pricing Program
In December 2021 (updated in October 2023), UCB implemented a 340B policy, which puts limits on certain covered entities' use of contract pharmacies while ensuring vulnerable and underserved patient populations still have access to UCB medicines.

In September 2022, UCB sued the federal agency that administers 340B, the Health Resources and Services Administration (HRSA), in response to HRSA's letter claiming UCB's 340B policy violated the statute. In September 2024, the Court ruled that UCB's 340B policy does not violate the statute.

In December 2024, UCB sued HRSA to challenge HRSA's certification (and recertification) of covered entity status of eight Sagebrush subdivisions. These Sagebrush subdivisions were improperly certified by HRSA as 340B-eligible clinics, which allowed them to obtain significant price reductions on UCB's product. Amgen and Eli Lilly are co-plaintiffs in the case.

44. Related party transactions

44.1 Intra-group sales and services

During the financial years ended December 31, 2024 and 2023, all intra-UCB Group transactions were carried out based on assessments of mutual economic benefit to the parties involved, and the applicable conditions were established in accordance with criteria of at arm's length negotiations and fair dealing, and with a view to creating value for the entire UCB Group. Conditions governing intra-UCB Group transactions were similar to conditions governing third-party transactions.

With regard to the sale of intermediary and finished products, these criteria were in most cases achieved by increasing each party's respective production cost by an at arm's length profit margin. With regard to intra-UCB Group services rendered, these criteria are accompanied by the principle of charging fees sufficient to cover each party's respective incurred costs and an at arm's length mark-up. Intra-Group transactions carried out within the UCB Group constitute standard transactions for a biopharmaceutical Group. These transactions include the purchase and sale of intermediary and finished medical products, deposits and loans for UCB Group affiliates as well as functions and activities carried out by the UCB Group in order to optimize operations.

44.2 Financial transactions with related parties other than UCB SA affiliates

During 2024 there have been no material financial transactions with related parties other than affiliates of UCB SA.

44.3 Key management compensation

Key management compensation as disclosed below comprises compensation recognized in the income statement for members of the Board of Directors and the Executive Committee, for the portion of the year where they exercised their mandate.

	2024	2023
Short-term employee benefits	19	18
Post-employment benefits	2	2
Share-based payments	12	8
Total key management compensation	**33**	**28**

Short-term employee benefits include salaries (including social security contributions), bonuses earned during the year, car leasing and other allowances where applicable. Share-based compensation includes the amortization over the vesting period of the fair value of equity instruments granted, and comprises share options, share awards and performance shares further explained in Note 28. There have been no loans granted by the Company or a subsidiary of the Group to any Director or officer of the Group, nor any guarantees given with respect hereto.

44.4 Shareholders and shareholders structure

The main shareholder of UCB SA is Financière de Tubize SA (also referred to herein as the "Reference Shareholder" or "Tubize"); a Belgian company listed on Euronext Brussels. Based on its most recent public disclosure, at July 31, 2024, Tubize was holding 70 502 554 UCB shares on a total number of 194 505 658 (i.e., 36.25%). For its shareholder structure, we refer to the website of Financière de Tubize SA: www.financiere-tubize.be

UCB also holds UCB shares. The remaining UCB shares are held by the public. For an overview of the large shareholdings of UCB (including assimilated financial instruments) on the basis of the transparency notifications received pursuant to the law of May 2, 2007, on the disclosure of large shareholdings, we refer to 3.3.4 Shareholder structure under Corporate Governance section of this 2024 Integrated Annual Report.

45. Events after the statement of financial position date

No material events occurred after the end of the reporting period which could have an impact on UCB's consolidated financial statements.

46. UCB Companies (fully consolidated)

Name and office	Holding	Majority controlling shareholder
Australia		
UCB Australia Pty. Ltd. – Level 1, 1155 Malvern Road – 3144 Malvern, Victoria	100%	UCB SA
Engage Therapeutics Australia Pty. Ltd., Level 1, 1155 Malvern Road – 3144 Malvern, Victoria	100%	Engage Therapeutics, Inc.
Austria		
UCB Pharma Gesellschaft m.b.H. – Twin Tower, Wienerbergstrasse 11/12a – 1100 Wien	100%	UCB Pharma SA
Belgium		
UCB Fipar SA – Allée de la Recherche, 60 – 1070 Brussels (BE 0403.198.811)	100%	UCB Belgium SA
UCB Biopharma SRL – Allée de la Recherche, 60 – 1070 Brussels (BE 0543.573.053)	100%	UCB Pharma SA
UCB Belgium SA – Allée de la Recherche, 60 – 1070 Brussels (BE 0402.040.254)	100%	UCB Pharma SA
UCB Developed Brands SRL[1] – Allée de la Recherche, 60 – 1070 Brussels (BE 1017.533.562)	100%	UCB Pharma SA
UCB Pharma SA – Allée de la Recherche, 60 – 1070 Brussels (BE 0403.096.168)	100%	UCB SA
Sifar SA[2] – Allée de la Recherche, 60 – 1070 Brussels (BE 0453.612.580)	100%	UCB Pharma SA
UCB Ventures SA – Allée de la Recherche, 60 – 1070 Brussels (BE 0667.816.096)	100%	UCB SA
UCB Ventures Belgium SA – Allée de la Recherche, 60 – 1070 Brussels (BE 0668.388.891)	100%	UCB Ventures SA
Brazil		
UCB Biopharma Ltda – Av. Presidente Juscelino Kubitschek, nº 1327, 5° andar, Condominio Edificio Intemacional Plaza II – CEP: 04543 – 011 São Paulo	100%	UCB SA
Bulgaria		
UCB Bulgaria EOOD – 2B Srebarna street, fl. 9, office 8B, Lozenetz, Sofia 1407	100%	UCB SA
Canada		
UCB Canada Inc. – 2201 Bristol Circle, Suite 602 – ON L6H0J8 Oakville	100%	UCB Holdings, Inc.
China		
UCB Trading (Shanghai) Co Ltd – Suite 317, 439 No.1 Fu Te Road West, Shanghai (Pilot Free Trade Zone)	100%	UCB SA
UCB Pharma (Hong Kong) Ltd – Rooms 156 and 157, 20/F, Cityplaza Three, 14 Taikoo Wan Road – Tai Koo, Hong Kong	100%	UCB Pharma GmbH
UCB Pharma (Zhuhai) Company Ltd[3] – Section A., Workshop, No.3 Science and Technology 05th Road, Innovation Coast, National Hi-Tech Industrial Development Zone – Zhuhai Guangdong Province	100%	UCB Pharma GmbH
Czech Republic		
UCB S.R.O. – Jankovcova 1518/2 – 170 00 Praha 7	100%	UCB SA
Denmark		
UCB Nordic AS – Edvard Thomsens Vej 14, 7 – 2300 Copenhagen	100%	UCB Pharma SA

Name and office	Holding	Majority controlling shareholder
Finland		
UCB Pharma Oy Finland – Bertel Jungin aukio 5, 6.krs – 02600 Espoo	100%	UCB Pharma SA
France		
UCB Pharma SA – Défense Ouest 420, rue d'Estienne d'Orves – 92700 Colombes	100%	UCB SA
Germany		
UCB Pharma GmbH – Rolf-Schwarz-Schütte Platz 1 – 40789 Monheim am Rhein	100%	UCB GmbH
UCB GmbH – Rolf-Schwarz-Schütte Platz 1 – 40789 Monheim am Rhein	100%	UCB Pharma SA
UCB BioSciences GmbH – Rolf-Schwarz-Schütte Platz 1 – 40789 Monheim am Rhein	100%	UCB Pharma GmbH
Cosmix Verwaltungs GmbH[4] – Rolf-Schwarz-Schütte Platz 1 – 40789 Monheim am Rhein	100%	Ra Pharmaceuticals, Inc.
Greece		
UCB A.E. – 63 Agiou Dimitriou Street – 17456 Alimos – Athens	100%	UCB SA
Hungary		
UCB Hungary Ltd – Obuda Gate Building Arpád Fejedelem útja 26 – 28 – 1023 Budapest	100%	UCB SA
India		
UCB India Private Ltd – Building No. – P3, Unit No. – 103, 1st Floor, Prithvi Complex, Kalher Pipe Line, Kalher, Bhiwandi, Thane – 421302 Maharashtra	100%	UCB SA
Ireland		
UCB (Pharma) Ireland Ltd – United Drug House Magna Drive, Magna Business Park, City West Road – Dublin 24	100%	UCB SA
UCB Manufacturing Ireland Ltd – United Drug House Magna Drive, Magna Business Park, City West Road – Dublin 24	100%	UCB SA
Zogenix ROI Limited[4] – Trinity House, Charleston Road – Ranelagh, Dublin 6, D06 C8X4	100%	Zogenix International Limited
Italy		
UCB Pharma SpA – Via Varesina 162 – 20156 Milano	100%	UCB SA
Zogenix S.r.l.[2]– Via Varesina 162 – 20156 Milano	100%	Zogenix International Limited
Japan		
UCB Japan Co Ltd – Shinjuku Grand Tower, 8-17-1 Nishi-Shinjuku 160-0023 Shinjuku, Tokyo	100%	UCB SA
Mexico		
UCB de Mexico SA de C.V. – Calzada Mariano Escobedo 595, Piso 3, Oficina 03/100, Colonia Rincón del Bosque, Bosque de Chapultepec I sección, Alcaldía Miguel Hidalgo, 11589 Mexico D.F.	100%	UCB SA
Netherlands		
UCB Pharma B.V. (Netherlands) – Hoge Mosten 2 – 4822 NH Breda	100%	UCB Pharma SA

Name and office	Holding	Majority controlling shareholder
Norway		
UCB Pharma A.S. – Haakon VIIs gate 6 – 0161 Oslo	100%	UCB Pharma SA
Poland		
Vedim Sp. z.o.o. – Ul. L. Kruczkowskiego, 8, 00 – 380 Warszawa	100%	UCB SA
UCB Pharma Sp. z.o.o. – Ul. L. Kruczkowskiego, 8, 00 – 380 Warszawa	100%	UCB SA
Portugal		
UCB Pharma (Produtos Farmaceuticos) Lda – Rua do Silval, nº 37, piso 1, S1.3, 2780-373 Oeiras	100%	UCB SA
Romania		
UCB Pharma Romania S.R.L. – 165 Calea Floreasca, One Tower Building, 3rd Floor, 1st district – Bucharest 14459	100%	UCB SA
Russia		
UCB Pharma LLC – Prensky Naberezhnye, 10, block C, 13th floor – 123112 Moscow	100%	UCB SA
UCB Pharma Logistics LLC – 1st Krasnogvardeyskiy proezd 15, floor 13, office 2, room 35, premises 1 – 123100 Moscow	100%	UCB SA
South Korea		
UCB Korea Co Ltd. – 4th Fl., A+ Asset Tower, 369 Gangnam-daero, Seocho-gu – 06621 Seoul	100%	UCB SA
Spain		
UCB Pharma SA – Plaza de Manuel Gómez Moreno, s/n, Edificio Bronce, 5th floor – 28020 Madrid	100%	UCB SA
Sweden		
UCB Pharma AB (Sweden) – Mäster Samuelsgatan 60 – 111 21 Stockholm	100%	UCB Pharma SA
Switzerland		
UCB Farchim SA (A.G.– Ltd.) – ZI de Planchy, Chemin de Croix Blanche 10 – 1630 Bulle	100%	UCB Pharma SA
Doutors Réassurance SA – ZI de Planchy, Chemin de Croix Blanche 10 – 1630 Bulle	100%	UCB Farchim SA
UCB-Pharma AG – ZI de Planchy, Chemin de Croix Blanche 10 – 1630 Bulle	100%	UCB Farchim SA
UCB Medical Devices SA – ZI de Planchy, Chemin de Croix Blanche 10 – 1630 Bulle	100%	UCB Farchim SA
Taiwan		
UCB Pharmaceuticals (Taiwan) Ltd – 12F.-2, No.88, Dunhua N. Rd., Songshan Dist – 10551 Taipei	100%	UCB SA
Turkey		
UCB Pharma A.S. – Palladium Tower, Barbaros Mah., Kardelen Sok. No.2, Kat.24/80 –34746 Istanbul	100%	UCB SA

Name and office	Holding	Majority controlling shareholder
U.K.		
UCB (Investments) Ltd – 208 Bath Road, Slough, Berkshire SL1 3WE	100%	UCB SA
Celltech Group Ltd – 208 Bath Road, Slough, Berkshire SL1 3WE	100%	UCB (Investments) Ltd
Celltech Pension Trustees Ltd – 208 Bath Road, Slough, Berkshire SL1 3WE	100%	Celltech Group Ltd
Celltech R&D Ltd – 208 Bath Road, Slough, Berkshire SL1 3WE	100%	Celltech Group Ltd
Darwin Discovery Ltd[2] – 208 Bath Road, Slough, Berkshire SL1 3WE	100%	Celltech Group Ltd
UCB Pharma Ltd – 208 Bath Road, Slough, Berkshire SL1 3WE	100%	Celltech Group Ltd
Zogenix Europe Limited – 208 Bath Road, Slough, Berkshire SL1 3WE	100%	UCB Biosciences, Inc.
Zogenix International Limited – Windlesham Campus, Sunninghill Road, Windlesham, Surrey GU20 6PP	100%	Zogenix Europe Limited
Ukraine		
UCB Ukraine LLC – 19 Grygoriya Skovorody Str., Business – center "Podol Plaza" – 04070 Kiyv	100%	UCB Pharma GmbH
U.S.		
UCB Holdings, Inc. – Corporation Trust Center, 1209 Orange Street – 19801 Wilmington, Delaware	100%	UCB Pharma SA
UCB, Inc. – Corporation Trust Center, 1209 Orange Street – 19801 Wilmington, Delaware	100%	UCB Holdings, Inc.
UCB Biosciences, Inc. – Corporation Trust Center, 1209 Orange Street – 19801 Wilmington, Delaware	100%	UCB, Inc.
UCB Manufacturing, Inc. – Corporation Trust Center, 1209 Orange Street – 19801 Wilmington, Delaware	100%	UCB, Inc.
Ra Pharmaceuticals, Inc.[5] – Corporation Trust Center, 1209 Orange Street – 19801 Wilmington, Delaware	100%	UCB Holdings, Inc.
Engage Therapeutics, Inc. – Corporation Trust Center, 1209 Orange Street – 19801 Wilmington, Delaware	100%	UCB Holdings, Inc.
Zogenix, Inc.[5] – Corporation Trust Center, 1209 Orange Street – 19801 Wilmington, Delaware	100%	UCB Biosciences, Inc.

1 UCB Developed Brands SRL has been incorporated on December 13, 2024 and is included in the Consolidated Income Statement for 2024 since the incorporation.

2 Darwin Discovery Ltd (UK), Sifar SA (BE) and Zogenix S.r.l. (Italy) have been respectively dissolved on January 2, December 19 and December 20, 2024 and are included in the Consolidated Income Statement for 2023 and 2024 respectively until the dissolution.

3 UCB Pharma (Zhuhai) Company Ltd has been divested on November 29, 2024 and is included in Consolidated Income Statement for 2023 and 2024 until the divestment took place.

4 Cosmix Verwaltungs GmbH (Germany) and Zogenix ROI, Ltd (Ireland) have been put in liquidation respectively effective as from January 1, 2022 and October 31, 2024.

5 Zogenix, Inc. and Ra Pharmaceuticals, Inc. have been merged respectively with UCB BioSciences, Inc. on April 1,2024 and UCB, Inc. on January 1, 2025 and are included in the Consolidated Income Statement for 2023 and 2024 until the merger took place.

4. Responsibility statement

We hereby confirm that, to the best of our knowledge, the consolidated financial statements as of December 31, 2024, prepared in accordance with International Financial Reporting standards (IFRS), as adopted by the European Union, and with the legal requirements applicable in Belgium, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation as a whole, and that the management report includes a fair review of the development and performance of the business and the position of the company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

Signed by **Jean-Christophe Tellier** (CEO) and **Sandrine Dufour** (CFO)

on behalf of the Board of Directors

5. Statutory auditor's report

Exercice 31.12.2024

Statutory auditor's report to the general shareholders' meeting of UCB SA/NV for the year ended 31 December 2024

We present to you our statutory auditor's report in the context of our statutory audit of the consolidated accounts of UCB SA (the "Company") and its subsidiaries (jointly "the Group"). This report includes our report on the audit of the consolidated accounts, as well as the report on other legal and regulatory requirements. These reports form part of an integrated whole and are indivisible.

We have been appointed as statutory auditor by the general meeting of 25 April 2024, following the proposal formulated by the board of directors and following the recommendation by the audit committee and the proposal formulated by the works' council. Our mandate will expire on the date of the general meeting which will deliberate on the consolidated accounts prepared on 31 December 2026. We have performed the statutory audit of the consolidated financial statements of the Company for four consecutive years.

Report on the consolidated accounts

Unqualified opinion

We have performed the statutory audit of the Group's consolidated accounts, which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information, and which is characterised by a consolidated statement of financial position total of EUR 17.347 million and a profit for the year (attributable to equity holders) of EUR 1.065 million.

In our opinion, the consolidated accounts give a true and fair view of the Group's net equity and consolidated financial position as at 31 December 2024 and of its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium.

Basis for unqualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Belgium. Our responsibilities under those standards are further described in the "Statutory auditor's responsibilities for the audit of the consolidated accounts" section of our report. We have fulfilled our ethical responsibilities in accordance with the ethical requirements that are relevant to our audit of the consolidated accounts in Belgium, including the requirements related to independence.

We have obtained from the board of directors and Company officials the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated accounts of the current period. These matters were addressed in the context of our audit of the consolidated accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Significant judgements and estimates in sales rebates, discounts and returns adjustments recognised in the US

Refer to Notes 3.7.1, 4.2.1 and 35

Description of the Key Audit Matter

In the US, the UCB Group sells products to various customers that are part of commercial and governmental contractual arrangements or other reimbursement programmes (Medicaid, Medicare or equivalent scheme). This process leads to significant adjustments to the gross sales in the form of rebates, chargebacks, discounts and product returns. We identified this matter as a key audit matter because significant amounts of these unsettled adjustments are recorded as accruals in the balance sheet at year-end. The process for determining these accruals is complex and depends on contract terms and regulation, as well as forecasts of sales volumes by channel and estimates on expected returns of products. As disclosed in Note 35, the amount of the accruals at 31 December 2024 is EUR 1 023 million (EUR 703 million as per 31 December 2023).

How our audit addressed the Key Audit Matter

Our testing focused on the accruals for sales rebates, chargebacks, discounts and product returns recognised at the year-end as the process for these accruals involves the use of large volumes of data, regarding sales volumes and discounts from multiple sources, which, taken together, require significant management judgement in a complex US healthcare environment.

We obtained management's calculations of the accruals for sales rebates, chargebacks, discounts and product returns and tested the inputs into the accrual calculations. We performed the following procedures:

- We assessed the completeness and accuracy of the accruals by understanding and testing the process management used to calculate and record the year-end balances.
- We tested the mathematical accuracy of the year-end balances and compared such amounts to our own independently developed expectations (substantive analytics). Our independent expectations were developed based on sales figures, historical rebate invoices received, adjusted for current volumes, rebate rates as included in sales contracts and agreements with third parties and adjusted for any Company or industry specific factors.

We assessed the key judgements and assumptions within management's analysis and we considered other known factors such as generic entrants and government, legal or regulatory information, as applicable. We assessed the assumptions used to determine the standard lag times for commercial rebates, Medicare rebates, Medicaid rebates, cash discounts, chargebacks and returns.

- We examined third party statements and external data, we sampled rebate and chargeback invoices processed subsequently to year end and we assessed management's estimates of channel inventory.
- We benchmarked with peers (listed and non-listed).
- We performed back-testing that compared accruals recognised in previous periods to actual rebates, chargebacks, discounts or returns received in order to test management's historical accuracy in calculating these accruals.

In determining the appropriateness of the revenue recognition policy in accordance with IFRS 15 applied by management in calculating sales rebates, chargebacks, discounts and product returns under contractual and regulatory requirements, there is room for judgement. We did not identify any material differences between our independent expectations and the accruals and we found the judgements made by management to be reasonable. Also, the policies applied are consistent in all material respects with IFRSs as adopted by the European Union.

Carrying value of goodwill and intangible assets

Refer to Notes 3.10, 3.14, 3.15, 4.2, 14, 20 and 21

Description of the Key Audit Matter

The UCB Group has EUR 4.082 million of intangible assets (31 December 2023 – EUR 4.232 million), comprising significant licenses, patents and acquired trademarks, and EUR 5.462 million of goodwill at 31 December 2024 (31 December 2023 – EUR 5.254 million).

The carrying values of goodwill and intangible assets are contingent on future cash flows and if these cash flows do not meet the Group's expectations, there is risk that the assets will be impaired. The impairment reviews performed by the Group contain a number of significant judgements and estimates including revenue growth, the success of new product launches, patent expiry dates, profit margins, terminal values and discount rate. Changes in these assumptions might lead to a change in the carrying value of intangible assets and goodwill. We therefore determined that this matter was of most significance in our audit.

As indicated in Note 21, the Group operates in one segment and has therefore one single cash-generating unit ("CGU"), Biopharmaceuticals, for goodwill impairment testing purposes.

How our audit addressed the Key Audit Matter

We obtained the UCB Group's impairment evaluation analyses and performed the following procedures:

- We tested the reasonableness of the methodology and the key assumptions, including profit and cash flow growth, terminal values, the impact of the expiry of patents, pricing impacts, potential product obsolescence, the probability of success for pipeline products and the selection of discount rates.
- We have assessed management's substantiation of its assumptions, including comparing relevant assumptions to industry and economic forecasts. In doing this, we worked with our internal valuation specialists.
- We have also evaluated the process to prepare the Group's strategic plan that was approved by UCB's Board of Directors.
- We obtained and evaluated management's sensitivity analyses to ascertain the impact of reasonably possible changes in key assumptions and we performed our own independent sensitivity calculations to quantify the downside changes to management's models required to result in impairment.
- We also assessed the reasonability of the forecasted discounted cash flows by comparing those to the Group's market capitalisation.

Management's review of the recoverable amounts of the Group's assets did not result in the recognition of impairment charges in 2024 (see Note 14). As a result of our work, we concur with this position. In addition, we found that management's judgements were supported by reasonable assumptions that would require unreasonable downside changes before any material impairment was necessary.

In respect of the Biopharmaceuticals CGU, we confirmed that this is the lowest level at which management monitors goodwill for internal purposes, that it is consistent with how the Group's results and financial position are reported to the executive committee and the board of directors and that it thus complies with IFRS as adopted by the European Union.

Recognition of deferred tax assets and uncertain tax positions

Refer to Notes 3.12, 4.2.5, 32 and 36

Description of the Key Audit Matter

The UCB Group has significant tax losses from past & current business performance. There is inherent uncertainty involved assessing both the availability of losses and tax credits and in forecasting future taxable profits, which determines the extent to which deferred tax assets are recognised. Additionally, the availability and the amount of the tax losses and tax credits can be impacted by ongoing tax audits.

At 31 December 2024, the Group has recognized EUR 929 million of net deferred tax assets (31 December 2023 – EUR 518 million). The process for the determination of deferred tax assets is complex and involves a significant amount of judgement. Consequently, we consider the recognition of deferred tax assets as significant matter of our audit of the financial statements.

The group operates in a complex multinational tax environment and there are open tax and transfer pricing matters with tax authorities. Judgement is required in assessing the level of liabilities required in respect of uncertain tax positions. We therefore also consider the liabilities for uncertain tax positions as a key audit matter. At 31 December 2024, the Group has recognised liabilities of EUR 139 million in respect of uncertain tax positions (31 December 2023 – EUR 91 million). Liabilities for uncertain tax positions are recorded when the Group considers it probable that a tax position taken is unlikely to be sustained if challenged by the tax authorities and after exhausting all legal remedies.

The Group has also recorded income tax receivables for tax relief following Mutual Agreement procedures for an amount of EUR 23 million (31 December 2023 – EUR 22 million). Assets for relief following Mutual Agreement procedures are recorded when the Group considers it probable that a Mutual Agreement procedure may provide for a corresponding adjustment in one or more jurisdictions.

As a result of the above, on a net basis, the group has provided for a reserve of EUR 116 million (31 December 2023 – EUR 69 million) to cover for uncertain tax positions.

How our audit addressed the Key Audit Matter

We evaluated the appropriateness of the management's key assumptions and estimates, in particular the likelihood of generating sufficient future taxable profits to support the recognition of deferred tax assets.

We evaluated the possible effects of tax audit outcomes on the availability of tax losses and tax credits (and the need for recognizing a provision for uncertain tax positions, if deemed necessary).

We considered the status of recent and current tax authority audits, the outcome of previous audits, the judgmental positions taken in tax returns and current year estimates and developments in the tax environment.

We assessed and evaluated – together with our tax specialists – the correspondence with the relevant tax authorities and certain third party tax opinions. Based on this information, we analysed and challenged the assumptions used by management to determine tax liabilities. We conclude that the liabilities for uncertain tax positions are recognized in accordance with IFRIC 23.

We assessed whether the UCB Group's disclosures about the sensitivity of the recognition of deferred tax assets to reasonably possible changes in key assumptions reflected the associated inherent risks and the disclosures in respect of tax and uncertain tax positions.

As a result of our work, we determined that management's conclusions on the recognition of deferred tax assets and its recoverability are appropriate. We also determined that the provisions for uncertain tax positions and the related disclosures are acceptable.

Ongoing litigations, claims and regulatory investigations

Refer to Notes 3.28, 4.2.3, 34 and 43

Description of the Key Audit Matter

The pharmaceutical industry is a highly regulated industry, which increases the inherent risk for litigation, claims and regulatory investigations. The UCB Group is engaged in a number of legal actions, including product liability, commercial litigation and regulatory investigations, which could have a material impact on the financial statements.

The Group complies with the requirements of IAS 37 for the evaluation and recording of provisions for certain risks. The recording of a provision or contingent liability in order to cover the legal risk requires by nature the use of professional judgment due to the difficulty to estimate the outcome of litigations that may arise.

Due to the nature of the current procedures against the Group and given the use of estimation in the determination of the provisions, we consider the ongoing litigation, claims and regulatory investigations as a key audit matter.

At 31 December 2024, the Group held provisions of EUR 399 million (31 December 2023 – EUR 385 million) among others in respect of actual legal actions brought against the Group and disclosures have been made in Note 34 in relation to these provisions, as well as the disclosure of contingent liabilities in Note 43 relating to ongoing regulatory investigations or legal claims where the directors believe to have meritorious defenses against the claims.

As disclosed in Notes 34 and 43, the Group is involved in several product liability cases related to the product Distilbène. This provision amounted to EUR 113 million as at 31 December 2023 and amounts to EUR 98 million as at 31 December 2024.

How our audit addressed the Key Audit Matter

We have assessed the adequacy of the internal control system and tested the operating effectiveness of key controls related to the process of determining the provisions for litigation.

These controls mainly concern the identification of the files to be provisioned based on the motives of the dispute and the determination of the amount of the provisions estimated using the methodologies retained by the Group.

Our audit work has focused on the following:

- We discussed actual or pending legal and regulatory claims with the Group's General Counsel to update our understanding of the status of each case.
- We established our own expectation of the likely outcome and tested substantively the amount provided (e.g. Distilbène) by evaluating the assumptions used in measuring the provision by discussion and by reference to the actual (similar) court decisions, to available documentation such as correspondence with external legal counsels and by obtaining independent confirmations from the external legal counsels.
- We considered the completeness of legal and regulatory matters through inquiry with the Group's General Counsel and by reading minutes of meetings of the executive committee and the board of directors, and did not identify any other legal matters that had not already been disclosed to us.
- We evaluated the assumptions regarding the measurement of the provision related to the Distilbène product liability of EUR 98 million (31 December 2023 – EUR 113 million) by reference to the actual court decisions for closed Distilbène cases and the effect of newly initiated cases in the course of 2024. We discussed with UCB's management and assessed the assumptions used.

Our testing did not identify any material misstatements in the provisions recorded. We found that in the context of the Group financial statements, the judgements made by management and the provisions recorded are reasonable and the disclosures relating to legal and regulatory matters, provisions and contingent liabilities in Notes 34 and 43 were in

accordance with the requirements of IFRSs as adopted by the European Union.

Responsibilities of the board of directors for the preparation of the consolidated accounts

The board of directors is responsible for the preparation of consolidated accounts that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium, and for such internal control as the board of directors determines is necessary to enable the preparation of consolidated accounts that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated accounts, the board of directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Statutory auditor's responsibilities for the audit of the consolidated accounts

Our objectives are to obtain reasonable assurance about whether the consolidated accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated accounts.

In performing our audit, we comply with the legal, regulatory and normative framework applicable to the audit of the consolidated accounts in Belgium. A statutory audit does not provide any assurance as to the Group's future viability nor as to the efficiency or effectiveness of the board of directors' current or future business management at Group level.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors.
- Conclude on the appropriateness of the board of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our statutory auditor's report to the related disclosures in the consolidated accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our statutory auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated accounts, including the disclosures, and whether the consolidated accounts represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, we determine those matters that were of most significance in the audit of the consolidated accounts of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other legal and regulatory requirements

Responsibilities of the board of directors

The board of directors is responsible for the preparation and the content of the director's report, including the sustainability information on the consolidated accounts and the other information included in the annual report.

Statutory auditor's responsibilities

In the context of our engagement and in accordance with the Belgian standard which is complementary to the International Standards on Auditing (ISAs) as applicable in Belgium, our responsibility is to verify, in all material respects, the directors' report on the consolidated accounts and the other information included in the annual report, and to report on these matters.

Aspects related to the directors' report on the consolidated accounts and to the other information included in the annual report.

The directors' report on the consolidated financial statements contains consolidated sustainability information, which is the subject of our separate report on limited assurance on this sustainability information. This section does not cover our assurance on the consolidated sustainability information included in the directors' report.

In our opinion, after having performed specific procedures in relation to the directors' report on the consolidated accounts, this report is consistent with the consolidated accounts for the year under audit, and is prepared in accordance with article 3:32 of the Companies' and Associations' Code.

In the context of our audit of the consolidated accounts, we are also responsible for considering, in particular based on the knowledge acquired resulting from the audit, whether the directors' report on the consolidated accounts and the other information included in the annual report on the consolidated accounts is materially misstated or contains information which is inadequately disclosed or otherwise misleading. In light of the procedures we have performed, there are no material misstatements we have to report to you.

Statement related to independence

- Our registered audit firm and our network did not provide services which are incompatible with the statutory audit of the consolidated accounts, and our registered audit firm remained independent of the Group in the course of our mandate.
- The fees for additional services which are compatible with the statutory audit of the consolidated accounts referred to in article 3:65 of the Companies' and Associations' Code are correctly disclosed and itemized in the notes to the consolidated accounts.

European Single Electronic Format (ESEF)

We have also performed, in accordance with the standard on the audit of compliance of financial statements with the European Single Electronic Format (hereinafter "ESEF"), the audit of the compliance of the ESEF format with the technical regulatory standards defined by the Delegated European Regulation No. 2019/815 of December 17, 2018 (hereinafter "Delegated Regulation").

The Board of Directors is responsible for the preparation, in accordance with the ESEF requirements, of the consolidated financial statements as an electronic file in ESEF format (hereinafter digital consolidated financial statements) included in the annual financial report.

Our responsibility is to obtain sufficient appropriate evidence to conclude that the format and XBRL markup of the digital consolidated financial statements comply, in all material respects, with the ESEF requirements under the Delegated Regulation.

Based on our work, we are of the opinion that the format of and the tagging of information in the digital consolidated financial statements included in the annual financial report of the Group as at 31 December 2024 are, in all material respects, prepared in accordance with the ESEF requirements under the Delegated Regulation.

Other statements

This report is consistent with the additional report to the audit committee referred to in article 11 of the Regulation (EU) N° 537/2014.

Brussels, February 26, 2025

Forvis Mazars Réviseurs d'Entreprises SRL
Statutory Auditor

Represented by
Sébastien SCHUEREMANS

6. Abbreviated statutory financial statements of UCB SA

6.1 Introduction

In accordance with the Belgian Companies Code, it has been decided to present an abbreviated version of the statutory financial statements of UCB SA.

The statutory financial statements of UCB SA are prepared in accordance with Belgian Generally Accepted Accounting Principles.

It should be noted that only the consolidated financial statements as presented above, present a true and fair view of the financial position and performance of the UCB Group.

The statutory auditor has issued an unqualified audit opinion and certifies that the non-consolidated financial statements of UCB SA for the year ended December 31, 2024 give a true and fair view of the financial position and results of UCB SA in accordance with all legal and regulatory dispositions.

In accordance with the legislation, these separate financial statements, together with the management report of the Board of Directors to the general assembly of shareholders, as well as the auditor's report will be filed at the National Bank of Belgium within the statutory periods.

These documents are available on our website www.ucb.com or on simple request, addressed to:

UCB SA
Corporate Communication
Allée de la Recherche 60
B-1070 Brussels (Belgium)

6.2 Statement of financial position

€ million	2024	2023
Assets		
Formation expenses	9	6
Intangible assets	0	0
Tangible assets	38	39
Financial assets	9 501	9 392
Fixed assets	**9 547**	**9 437**
Amounts receivable after more than one year	2 998	2 975
Amounts receivable within one year or less	25	88
Current investments	528	457
Cash at bank and on hand	40	39
Deferred charges and accrued income	67	69
Current assets	**3 658**	**3 628**
Total assets	**13 206**	**13 065**
Liabilities		
Capital	584	584
Share premium	2 000	2 000
Reserves	6 454	6 254
Profit brought forward	16	91
Equity	**9 053**	**8 929**
Provisions	44	21
Provisions and deferred taxes	**44**	**21**
Amounts payable after more than one year	3 562	3 650
Amounts payable within one year or less	462	353
Accrued charges and deferred income	84	112
Current liabilities	**4 109**	4 115
Total liabilities	**13 206**	**13 065**

6.3 Income statement

€ million	**2024**	2023
Operating income	101	67
Operating charges	- 149	- 111
Operating result	**- 48**	**- 44**
Financial income	667	552
Financial charges	- 228	- 232
Financial result	**439**	**320**
Profit before income taxes	**391**	**276**
Income taxes	- 1	- 2
Profit for the year available for appropriation	**390**	**274**

6.4 Appropriation account

€ million	**2024**	2023
Profit for the period available for appropriation	390	274
Profit brought forward from previous year	91	76
Profit to be appropriated	**481**	**350**
Transfer to other reserves	200	0
Transfer to capital and reserves	**200**	**0**
Profit to be carried forward	16	92
Result to be carried forward	**16**	**92**
Dividends	264	258
Profit to be distributed	**264**	**258**
If the proposed allocation of the profit is approved, the total gross dividend will be fixed at:	**€ 1.39**	**€ 1.36**
If the proposed allocation of profit is approved and taking into account the tax regulations, the total net dividend off withholding tax per share will be fixed at:	**€ 0.973**	**€ 0.952**

The activities of UCB SA generated in 2024 include € 450 million financial income stemming from financial fixed assets in affiliated enterprises. The net profit reaches € 390 million after income taxes. The amount available for distribution is € 481 million, including € 91 million profits brought forward from last year.

The issued share capital of UCB SA is represented by 194 505 658 shares without par value as per December 31, 2024.

Per December 31, 2024, UCB SA owns 4 463 251 own shares in order to honour the exercise of share options and share awards granted to the Board of Directors and certain categories of employees.

The Board of Directors proposes to pay a gross dividend of € 1.39 per share. If this dividend proposal is approved by the General Meeting on April 24, 2025, the net dividend of € 0.973 per share will be payable as of April 29, 2025; against the delivery of coupon #27. The shares held by UCB SA are not entitled to a dividend.

Per December 31, 2024, 190 042 407 UCB shares are entitled to a dividend, representing a total distribution of € 264 million. This amount may fluctuate depending on the number of UCB shares held by UCB SA on the dividend approval date. The Board of Directors will communicate at the general meeting the total number of UCB shares entitled to a dividend and will submit the aggregate amount to be distributed for approval. The annual accounts of 2024 will be adapted accordingly.

6.5 Summary of significant accounting principles

The Board of Directors made the following decisions in accordance with the Article 3:6 of the Royal Decree of April 29, 2019 on implementing the company and association code.

6.5.1 Tangible assets

Tangible assets purchased from third parties have been included in the statement of financial position at purchase price; assets manufactured by the company itself have been valued at cost. The purchase price or cost is depreciated on a straight-line basis considering "pro rata temporis".

The depreciation rates are as follows:

Administrative buildings	3%
Industrial buildings	5%
Tools	15%
Furniture and office machinery	15%
Vehicles	20%
Computer equipment and office machines	33.30%
Prototype equipment	33.30%

6.5.2 Financial assets

UCB shareholdings have been valued in accordance with the proportion held in shareholders' equity of the UCB companies concerned.

Shareholdings not part of the UCB companies are valued at cost. An impairment is booked whenever the valuation shows a permanent loss in realizable value.

6.5.3 Receivables and liabilities

They are shown at their book value. Receivables have been written down if their repayment, when due, is entirely or partly uncertain and doubtful.

6.5.4 Assets and commitments expressed in foreign currencies

Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions.

Non-monetary assets and liabilities (intangible and tangible assets, shareholdings), denominated in foreign currencies, are translated at the foreign exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at statement of financial position date rate. Realized and unrealized exchange differences on foreign currency transactions are recognized in the income statement.

6.5.5 Provisions

All the risks born by the company have been the subject of provisions reviewed each year, in accordance with the rules of prudence, good faith and sincerity. Provisions are recorded at normal value.

6.5.6 Foreign currencies

Derivatives are accounted for at fair value through P&L unless the derivative has no offsetting exposure in the stand-alone financial statements, in which case, the derivative will only be disclosed as off-statement of financial position commitment not affecting the statement of financial position and/or income statement accounts. The amount disclosed as off-statement of financial position commitment will be in line with the IFRS methodology. Additionally, the effective portion of changes in the fair value of the derivative financial instruments that are designated and qualify as cash flow hedges, are classified on the same line in the income statement or statement of financial position as the hedged item once the hedged item affects profit or loss or results in the recognition of a non-financial asset or liability.

6.5.7 Fair value adjustments on loans being acquired

Loans that have been acquired are recognized in the statement of financial position at nominal value. All differences between the nominal value and the acquisition value are recognized on an accrual account and taken in the income statement pro rata temporis on a linear basis over the remaining duration of the loans.

Accounting for Value

2024 UCB U.S. Sustainable Access and Pricing Transparency Report

Letter from our leaders

At UCB, our purpose is to create value for patients now and into the future. We fulfill this purpose by elevating the lives of patients and their families through our medicines, creating positive change across society. We incorporate the individual experiences of patients and caregivers into the discovery, development and delivery of our medicines, leveraging their insights to inform our science and develop innovative and differentiated solutions.

This commitment to patients and caregivers is why we continuously innovate and invest beyond medications to accelerate discoveries, enhance the effectiveness of the health system and improve the patient journey. Through this commitment, we aim to provide affordable and equitable access for all patients who need our medicines in a way that is viable for society, our investors and UCB.

The fourth annual UCB U.S. Sustainable Access and Pricing Transparency Report showcases a year of exciting innovation and progress with eight FDA approvals within the last 18 months (new medications in seven disease areas and one new formulation). This was in addition to numerous other approvals and launches from UCB around the world.

As we continue to drive innovation, the U.S. healthcare ecosystem also continues to evolve amid significant stakeholder consolidation and shifting policy dynamics. A new presidential administration always brings about policy evolution as new healthcare priorities and agendas take shape. Amid this dynamic environment, UCB remains committed to innovating and driving positive change for the patients we serve. As such, we urge reform for pharmacy benefit managers (PBM) and support federal legislation to provide greater transparency. However, more work must be done to address PBM practices and provide meaningful relief to patients.

At UCB, patients are at the heart of everything we do, and we have long been concerned with the well-documented program integrity issues with the 340B program. We support a competitive, value-based system that will improve access and affordability for all patients and enable access to UCB's medicines for vulnerable and underserved populations. Today, however, the 340B program has become less about patients and more about boosting the bottom lines of hospitals and for-profit pharmacies. We believe covered entities and their patients – not large, for-profit contract pharmacies – should receive the benefit of discounted medicines dispensed through the 340B program.

Collaboration with patients, advocacy groups and other stakeholders is imperative. We remain committed to continuing to provide transparent pricing and value information to our stakeholders and advocating for policies that benefit the patients our medicines serve.

This report includes:

- How we are leading efforts to achieve sustainable access, i.e., affordable and equitable access in the U.S. healthcare system
- How we ensure affordable access through value-based pricing of our medicines
- How we leverage strong partnerships to drive patient health and wellbeing
- Policy reform opportunities to build a sustainable system together

Taco Van Tiel
Head of U.S.

Patty Fritz
Vice President and Head of U.S. Corporate Affairs

This report by the numbers

119,742
Number of patients served by UCB patient assistance programs in 2024

53%
of eligible UCB clinical studies implemented Decentralized Clinical Trial model or a remote element

-7.8%
Change in net prices for 2024 (cross portfolio)

54%
Portion of UCB gross sales provided to supply chain stakeholders, including private and public payers as rebates, discounts and fees in 2024

US$ 3.9 billion
2024 rebates, discounts and fees provided by UCB to supply chain stakeholders, including private and public payers

Access vision, strategies, goals and governance

Leading efforts to achieve sustainable access in the U.S. healthcare system

We started 2024 off by announcing the commercial availability of ZILBRYSQ®, recently approved for the treatment of generalized myasthenia gravis (gMG), followed by new indications for BIMZELX® for the treatment of active psoriatic arthritis (PsA), non-radiographic axial spondyloarthritis (nr-axSpA), ankylosing spondylitis (AS), hidradenitis suppurativa (HS) and a 320 mg single-injection device. In doing this, UCB continued to innovate to meet the needs of patients – no matter how big or small the patient population.

UCB works with stakeholders throughout the health system to promote affordable and equitable access to care. Despite ongoing efforts, barriers to sustainable access still exist within our current healthcare system:

- Patients are not always able to access or afford the best medicines available for their unique conditions.
- The system does not always recognize the value of innovative medicines for specific patients.

Systemic health inequities add barriers that significantly impact the health, social and economic wellbeing of people and communities. At UCB, we aim to create sustainable impact for people living with severe diseases, and wider society by advancing science and making informed choices to address unmet patient needs, improve health equity and minimize our environmental impact. We are working together with stakeholders throughout the healthcare system to address critical gaps in care caused by health inequities.

Innovation	Value-Based Care	Affordable Access
Deliver unique outcomes that help specific patients achieve their goals	Provide patients the best individual experience	Ensure access to all those who need these solutions in a way which is viable for patients, society and UCB

Our strategy

Patient affordability and transparency

At UCB, we are defined by our purpose: to create value for patients now and into the future. We fulfil this purpose by elevating the lives of patients and their families through our medicines and creating positive change across society. That is why UCB makes information on our pricing and affordability available to patients. We provide accurate information on list price or wholesale acquisition cost (WAC), expected out-of-pocket costs across a range of coverage channels, as well as patient assistance information on our website at: UCB-USA.com/affordability.

Through our actions, we are dedicated to the continued evolution of an **equitable** public policy environment that recognizes and rewards **innovation**, encourages **value-based care** and promotes **affordable access** to medicines for patients.

Sustainable performance

We also see sustainability as a core requirement to enable us to continue bringing differentiated solutions to people who need them. We are committed to improving access to these solutions for all patients who need them in a way that is viable for UCB, our shareholders and society.

We work to ensure participants in UCB clinical trials are reflective of the populations who will ultimately benefit from our innovations. Our continued commitment to scientific innovation is why we reinvest around 25-30% of our revenue each year in research and development globally, building and strengthening a portfolio of solutions where our expertise can drive innovation to address the needs of the people we serve.

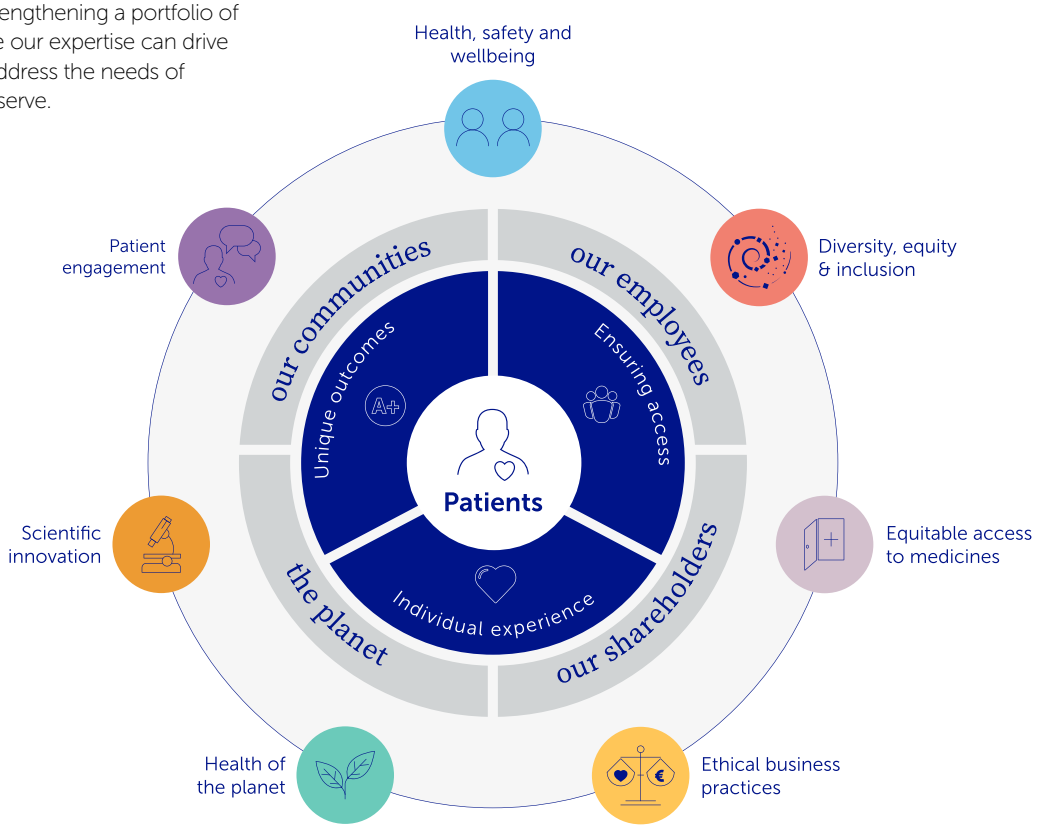
About UCB in the United States

1,800+
U.S. employees in 2024

US$ 1.24 billion
(2024 U.S. economic footprint)

Approximately 75
active clinical studies

8 UCB offices
across 5 communities maintaining sites in California, Georgia, Massachusetts, North Carolina, Washington, and Washington, D.C.



Science

Differentiating with science

Our purpose is to create value for patients.
Now and into the future.

Our areas of focus

- Neurology
- Immunology
- Rare disease

Our people

36 Countries

9,378 Employees

>3.1 million patients use our medicines around the world

Sustainability as business approach

1928 **90+ year scientific heritage**

Addressing unmet needs

As a company rooted in creating solutions to improve the lives of people living with neurological and immunological conditions, we've made many scientific advances over the decades – innovations that have elevated the lives of people with severe diseases through our medicines. We incorporate the individual experiences of patients and caregivers into the discovery, development and delivery of our medicines, leveraging their insights to inform our science and develop innovative and differentiated solutions for specific patient populations, including rare patient populations, to provide a positive impact for patients and society. Our approach includes offering differentiated treatment options with great levels of patient need, including hidradenitis suppurativa, gMG, Dravet syndrome (DS) and Lennox Gastaut syndrome (LGS).

BIMZELX®, originally indicated for plaque psoriasis, was recently approved to treat four additional immune-mediated inflammatory diseases: psoriatic arthritis (PsA), non-radiographic axial spondyloarthritis (nr-axSpA), ankylosing spondylitis (AS) and hidradenitis suppurativa (HS), as well as a 320 mg single-injection device presentation that strengthens and expands administration options, increases convenience and enhances the individual patient experience.

Psoriatic arthritis (PsA) is an inflammatory musculoskeletal disease with both autoimmune and autoinflammatory features, and is characterized by inflammation, joint swelling, back pain and fatigue. It not only affects joints, but can also affect skin, nails, tendons and ligaments. About 30% of people with psoriasis may develop PsA[1].

Nr-axSpA and AS are chronic, immune-mediated inflammatory conditions that are known together as axial spondyloarthritis (axSpA), a painful condition that primarily affects the spine and the joints linking the pelvis and lower spine (sacroiliac joints). With nr-axSpA, there is no visible damage on an x-ray to the spine or sacroiliac joints. Both nr-axSpA and AS cause joint pain, stiffness, inflammation and a decreased quality of life. High disease activity can lead to irreversible structural damage to the spine and sacroiliac joints[1].

HS is a chronic, recurring, painful and often debilitating inflammatory skin disease. The main symptoms are nodules, abscesses and pus-discharging fistulas (channels leading out of the skin) which typically occur in the armpits, groin and buttocks. People with HS experience flare-ups of the disease as well as severe pain, which can have a major impact on quality of life[1].

Over the last year and a half, we received FDA approval for RYSTIGGO® and ZILBRYSQ® for gMG, offering the community the opportunity to benefit from a choice of two new targeted therapies, each with a distinct mechanism of action. We also offer patients the first targeted therapy for MuSK-positive patients, and the first subcutaneous self-administered injection, offering patients an option to administer their medication at home. Now, we can offer physicians and patients a portfolio of medicines in gMG with two different mechanisms of action and two different methods of administration.

Myasthenia gravis (MG) is a rare, chronic, autoimmune, neuromuscular condition where the body's immune system mistakenly targets the connection between the nerves and the muscles. Affecting 100–350 cases per 1 million people, MG impacts and interferes with the daily lives of people living with MG, friends, family members and caregivers[2].

FINTEPLA®, our treatment for seizures associated with Dravet syndrome (DS) and Lennox Gastaut syndrome (LGS) in patients 2 years of age and older, continues to make a difference in the lives of people living with these conditions. LGS is a severe childhood-onset developmental and epileptic encephalopathy characterized by drug-refractory seizures with high morbidity, as well as serious impairment of neurodevelopmental, cognitive and motor functions. LGS affects an estimated 30,000–50,000 patients in the U.S.[3] and has far-reaching effects beyond seizures, including issues with communication, psychiatric symptoms, sleep, behavioral challenges and mobility.[4] DS is a severe form of epilepsy marked by frequent treatment-resistant seizures; significant cognitive, behavioral and motor impairments that persist into adulthood; and an increased risk of premature mortality. Seizures generally begin in infancy, between three and nine months[5].

For additional information on UCB, visit:

- U.S. Public Policy Platform
- UCBCares Patient and Provider Resources
- Affordability Information
- Sustainability as Our Business Approach
- U.S. Innovation
- Diversity Equity, and Inclusion at UCB
- UCB-USA.com

"At UCB, our work isn't only about delivering therapeutic solutions to those whose health will benefit from them. It extends to empowering people through support offerings, advocacy, access and affordability programs, education, community support and advances in technology. We continue to reimage how we care for patients, leveraging today's expertise for a better tomorrow."

Brad Chapman,
Head of U.S. Epilepsy and Rare Syndromes

1 UCB-USA. About UCB in Rheumatology. https://www.ucb-usa.com/Disease-Areas/Rheumatology. Last accessed: December 2024.
2 Punga AR, et al. Epidemiology, diagnostics, and biomarkers of autoimmune neuromuscular junction disorders. Lancet Neurol. 2022;21(2):176-88.
3 Data on file, Zogenix, Inc. 2021.
4 LGS Foundation. LGS Characteristics and Major Concerns Survey. https://www.lgsfoundation.org/wp-content/uploads/2021/08/2019-PFDD-Caregiver-Survey-1.pdf. Last accessed: November 2024.
5 International League Against Epilepsy. DRAVET SYNDROME (DS). https://www.epilepsydiagnosis.org/syndrome/dravet-overview.html. Last accessed: December 2024.

Solution

Driving value through results

Delivering affordable and equitable access for patients while accounting for value

Acting with focus and care, we are creating sustainable value for society and making real improvements in the lives of the people we serve. This includes our commitment to an inclusive approach to research as well as equitable access to ensure our medicines remain as accessible as possible, now and into the future.

The value of a medicine comes in many forms, including the overall impact a treatment has on people living with severe diseases, their caretakers and the healthcare system. To respond to specific needs to optimize patients' experiences, we offer comprehensive support services to help patients and their caregivers who may face barriers to accessing or affording needed medicines.

Close collaboration with stakeholders

One way we do this is through working with stakeholders throughout the health system to promote affordable and equitable access to care for people living with severe diseases. As part of this commitment, we support the patient community in advancing policies designed to remove impediments to providers' ability to prescribe the most appropriate therapy and that preserve manufacturers' ability to provide assistance to patients who cannot afford needed medicines. We recognize that urgent, collaborative action is needed to build a healthier, more equitable world together.

Adapting to the policy environment

When it comes to the broader U.S. healthcare system, we closely monitor and adapt to policy changes to ensure patient access to innovative therapies is not interrupted, while advocating in parallel for a policy environment that puts patients first.

Pricing responsibly

We work to overcome barriers to sustainable patient access to our medicines in communities, customized to the specific health ecosystem. As part of this, we follow a set of foundational pricing principles, which are rooted in the belief that responsible pricing can contribute to increasing global health and create value for all patients who need our medicine, including small populations with high unmet needs like rare diseases, now and into the future.

As part of UCB's pricing principles, net prices generally do not increase each year by more than the Consumer Price Index for All Urban Consumers (CPI-U), a metric that represents the percent change over time of the price of specific goods and services in the U.S. Any increase in price is tied to the value UCB's products bring to patients and society. Exceptional net price increases above CPI-U are linked to meaningful increase in patient or societal value. The CPI-U baseline is determined by a combination of Bureau of Labor Statistics data and Federal Open Market Committee (FOMC) forecast.

> "We can anticipate unmet needs in a person's care journey because we understand how a patient may struggle and where gaps exist in the healthcare system. By collaborating with patients, their families and other stakeholders in the healthcare ecosystem, we can help elevate lives through our medicines and our solutions to benefit patients and society as a whole."
>
> **Taco van Tiel,**
> Head of U.S.

Patient support

People are at the heart of all that we do. We offer assistance programs that aim to help patients achieve their best lives, beyond their disease needs.

For patients prescribed one of our medicines, we provide tailored patient support programs that offer a suite of tools, programs and resources designed to help patients with access, affordability and treatment support throughout their treatment journeys. Patients are paired with coordinators who offer additional support.

Our other key assistance programs include:

UCBCares: Patients should never feel alone or left with unanswered questions about medications they have been prescribed. UCBCares is a dedicated service providing support to patients, caregivers and healthcare professionals throughout the treatment journey.

When contacting UCBCares, patients and their families interact with specialists who are caring, ready to listen and prepared to help. The UCBCares team can be reached online or by phone at 1-844-599-CARE (2273) to help with questions about UCB products, clinical trials or our assistance programs.

Patient Assistance: While UCB advocates for policy changes that will help to improve patient access and affordability, we understand patients need assistance to obtain their medications right now.

Through UCB Patient Assistance, we provide certain medications at no cost to eligible and qualified patients who otherwise have no access to the UCB medications prescribed by their physician.

UCB Population Health Resources: Population health is an important aspect of understanding the needs of people living with severe diseases and seeking solutions to address those needs. Our population health teams work with a wide range of stakeholders to help address challenges facing groups of individuals and their health outcomes. View our online resources to learn more about UCB's initiative.

Figure 1 – Patients Benefitting from UCB Patient Assistance Programs

	2019	2020	2021	2022	2023	2024
Patients Benefitting from UCB Patient Assistance Programs	72,803	84,754	100,214	95,583	90,246[1]	119,742

Acting with focus and care, in 2024 we delivered impact to the people and communities we serve through our cornerstone initiatives providing patients with personalized support.

For gMG patients (RYSTIGGO® and ZILBRYSQ®) and people living with seizures as a result of DS and LGS (FINTEPLA®), we offer patient support through ONWARD™, a program providing personalized support throughout the patient's course of treatment. As part of the program, eligible patients receive important resources and support including a dedicated Care Coordinator, assistance with reviewing insurance coverage and potential financial assistance options, treatment tracking, ongoing treatment support, and always-available online tools.

Patients taking BIMZELX® or CIMZIA® can enroll in the BIMZELX Navigate® or CIMplicity® patient support programs, respectively. These programs provide personalized treatment resources and support options, including streamlined medication access and financial assistance for eligible patients, and a dedicated Nurse Navigator who can answer patients' questions about insurance coverage, medication shipment status and more, in addition to providing injection training for eligible patients.

And beyond the disease-specific support, we are proud to have offered UCBCares® to patients for 10 years. UCBCares is a helpline offered by UCB to people living with chronic diseases who are on a UCB medication, and their healthcare professionals.

UCB also offers assistance for uninsured and underinsured patients through our Patient Assistance Program, which provides specific UCB medications at no cost to eligible and qualified patients.

We also work to ensure our medicines are accessible to those who need them by considering patient out-of-pocket costs when negotiating formulary access with payers and offering patient assistance programs for eligible patients. For future launches, we use an internal pricing framework to continue ensuring that our pricing reflects the value our medicines provide to specific populations with unmet needs.

> Our work cannot and does not stop with developing treatments. We know that empowering patients means ensuring they have support to access and afford new medications. We have built a comprehensive suite of support services, based on our experiences with patients and feedback from the dermatologic community, to help us respond to specific needs throughout the patient journey."
>
> **Brittany Blair,**
> Head of Patient Strategy and Solutions, Immunology

1 Number updated from 2023 report.

UCB portfolio pricing for sustainable value – 2019-2024

We strive to promote a healthcare system that provides affordable and equitable access for all patients who need our medicines.

Guided by our pricing principles, we follow a value-based pricing approach to support access to our medicines. As a reflection of our principles, our average discount rate increased by 2.5 percentage points, with UCB's 2024 discounts at an all-time high of 54%. That means UCB decreased our cross-portfolio list prices by over half as part of negotiations with health insurers and statutorily required government discounts. We provided $3.9 billion in rebates, discounts and fees to private payers and government programs as well as providers, distributors and others.

The portion of discounts UCB pays to Medicaid (14%) reflects the supplemental rebates that states negotiate directly with manufacturers. Medicaid discounts, along with discounts from Medicare programs (17%) and other public insurance programs, result in 30% of all discounts going towards programs critical to many older and low-income Americans.

The rebates, discounts and fees paid by UCB to middlemen also reflect some important misaligned incentives in our current U.S. health system that prioritize robust concessions from manufacturers to payers. We provide these discounts or rebates to payers and pharmacy benefit managers (PBMs) to support and improve access for patients who need and would benefit from our medicines.

In the current U.S. healthcare system, UCB believes that rebates and discounts should translate to lower cost-sharing and greater affordability for patients. Unfortunately, discounts and rebates are not always used by payers to decrease out-of-pocket costs for patients. More can be done to ensure these discounts are passed to patients at the pharmacy counter.

Figure 2 – UCB U.S. Product Portfolio Pricing % Change, 2019-2024

	2019	2020	2021	2022	2023	2024
U.S. Product Portfolio % Change vs. Prior Year[2]						
List Price Change[3] (WAC)	6.4%	4.9%	4.0%	6.3%	5.7%	5.0%
Net Price Change[4]	3.6%	-2.5%	-2.3%	-3.3%	0.4%	-7.8%
U.S. Product Portfolio						
Avg. Discount[5] (%)	39.4%	42.2%	45.2%	48.9%	51.5%	54.1%

2 Annual percent change vs. prior year was calculated at a product level and weighted across the company's U.S. Product Portfolio.

3 Represents the year-over-year change in the average list price or wholesale acquisition cost (WAC).

4 Represents the year-over-year change in average net price, which is WAC less rebates, discounts and returns, as provided by UCB Finance.

*Data Note: The 2024 net price change percentage excludes sales realized through the BIMZELX Navigate® Bridge program.

5 Weighted average annual discount is calculated by dividing the sum of annual rebates, discounts and returns by annual gross sales.

Data Note: Rebates, discounts, and returns are estimated by the company and methodologies used may differ from those used by other companies. This data is not audited and should be read in conjunction with the company's filings with the Financial Services and Markets Authority (FSMA). UCB implemented its pricing principles and the realization took place between 2019 and 2020, which is reflected in the data.

Figure 3 – Patients Benefiting from UCB Products in the U.S.

	2019	2020	2021	2022	2023	2024
U.S. Patients Served by UCB Products[1]	321,986	334,942	417,834	312,403	297,450	232,531

Despite the constraints of the current system, we aim to create value for patients by helping them access the medicines they need to enable them to live their best lives, whatever that means for them.

To ensure our medicines are as accessible as possible, we continue to urge reform for pharmacy benefit managers (PBMs), support federal legislation to provide greater transparency of PBMs, and advocate for the delinking of fees in Medicare Part D from the list prices. These changes would help ensure that middlemen's practices don't create barriers to medicine access or artificially inflate prices.

Further, UCB has long been concerned with the well-documented program integrity issues with the 340B program. Current lack of transparency and oversight has led to resource diversion and discount duplication. We advocate for policy changes that support the goals of the 340B program to help underserved populations and continue to comply with our obligations to offer drugs at 340B prices to covered entities.

UCB works within the current system, providing robust negotiated rebates and discounts, to ensure that patients have access to needed medications, while simultaneously working to positively change that system to improve patient affordability of and access to all medicines. For example, the BIMZELX Navigate® Bridge program provides BIMZELX® (*bimekizumab-bkzx*) to eligible patients for $15 per dose for up to two (2) years or until the patient's commercial insurance plan approves coverage for the drug, whichever comes first.

"At the heart of our commitment to addressing gaps in care lies innovation. That's why our focus at UCB is developing and providing treatments so that people living with rheumatic or dermatologic diseases, particularly those who have struggled with treatment options, can strive to live their best lives, tackling the activities that once felt like a burden."

Camille Lee,
Head of U.S. Immunology

1 Based on YTD Average U.S. data through October/November aggregated for U.S. marketed products BIMZELX® (*bimekizumab-bkzx*), BRIVIACT® (*brivaracetam*), CIMZIA® (*certolizumab*), EVENITY® (*romosozumab-aqqg*), FINTEPLA® (*fenfluramine*), KEPPRA® (*levetiracetam*), NAYZILAM® (*midazolam*), RYSTIGGO® (*rozanolixizumab-noli*), and ZILBRYSQ® (*zilucoplan*).

UCB perspectives: leveraging strong partnerships to drive access and value

Discovering new solutions propels patient care forward. At UCB, we work every day to discover and deliver differentiated solutions to give people impacted by severe diseases more options that help them live the best life they can, whatever that means for them. We strive to undertake initiatives beyond medicines to accelerate discoveries, enhance the effectiveness of the health system and improve the patient journey.

Value-Driven Care

Collaborating with Patient Communities

UCB understands that regular engagement with the people who use our medicines, healthcare professionals and advocacy and professional organizations is an important aspect of our work to advance policies that support value-driven care and help people living with severe diseases. Every day, we work to ensure that people living with severe diseases have the best individual experience while promoting access to value-driven care, meaning high-quality, affordable care. Patients can experience frustration when they face acess barriers, but through our work with advocacy organizations such as the National Psoriasis Foundation and the Global Health Living Foundation, we are foucsed on changing the status quo to help people living with severe diseases live the best life they can – as they define it.

"We believe in a world without barriers to equitable healthcare access, so that people living with severe disease have the freedom to live the best life they can. UCB is committed to an evidence-based approach that enables us all to do our part in identifying and solving disparities that are barriers to equitable health outcomes for individuals and within the communities where they live."

Patty Fritz,
Head of U.S. Corporate Affairs

Collaborating with patient communities

We acknowledge that the ingenuity and expertise we bring to this challenge is only one piece of an ongoing dialogue with the communities we serve and the shared goal of greater access. Therefore, we establish partnerships to help further our purpose, allowing us to focus on our strengths, make the right strategic decisions for the people we serve and ensure our work has the greatest possible impact.

Regular engagement with the people who benefit from our medicines, healthcare professionals, advocacy and professional organizations is an important aspect of our work to advance policies that support value-driven care and help people living with severe diseases. Our ambition is to continuously innovate to develop unique solutions that create the best individual experience for patients. This also means ensuring access for all who need these solutions, in a way which is viable for UCB, for patients, for communities and for society.

We are also in our second year supporting the HS Coalition, an independent, multi-stakeholder coalition of patient advocates and healthcare professionals convened by UCB and aimed at addressing health inequities in HS. As a part of our commitment to bringing solutions to people living with severe disease, UCB also collaborated with The Health Policy Partnership to publish a comprehensive report titled "Call to Action: Improving the Lives of People with Hidradenitis Suppurativa.". This report communicates the condition's significant impact and advocates for change by highlighting policy and system barriers to better HS care. We also hosted the inaugural UCB HS Summit in August of this year, fostering discussions among patients, caregivers, advocacy leaders and healthcare providers to better understand the HS treatment journey and identify unmet needs.

We launched the UCB Myasthenia Gravis Scholarship™ to empower individuals with MG or immediate family members to pursue educational or career goals. The scholarship, which builds on the company's success of the UCB Family Epilepsy Scholarship Program™ will award recipients with $10,000 to help ease the costs associated with education in trade skills, college courses or any other discipline.

People

Succeed Together

Each year, UCB strives to enhance the lives of people, especially individuals with severe neurological, immunological and rare conditions. We are committed to an evidence-based approach to health equity that enables us to do our part in identifying and solving the disparities that are barriers to equitable health outcomes for individuals and within the communities where they live. Key to this is our cornerstone collaborations with partners and health systems.

We are proud to be entering our second full year of the Better Research, Information and Data Generation for Empowerment (BRIDGE) program to advance practical and action-oriented solutions to overcome information gaps that affect women's health. BRIDGE is a voluntary, multidisciplinary group of physicians, researchers, patients and women's health advocates working to empower women with chronic diseases with evidence-based, accessible information to make shared decisions about their treatment during their reproductive health journey.

In September, we partnered with BlackDoctor.org to bring together a group of diverse voices and leaders from across the healthcare, social justice and academic sectors for the Third Annual Health Equity Expo. Civil rights advocate and global humanitarian Martin Luther King III delivered keynote remarks on the intersection of health equity and social justice, emphasizing the need to address the root causes of health disparities to ensure equitable access to care for historically underserved populations and communities.

UCB is also championing numerous programs to promote diversity in clinical trials. UCB recently worked with industry leaders as a member company of TransCelerate to launch their Sponsor Toolkit Program for Diversity, Equity and Inclusion of Participants in Clinical Trials as one part of their ongoing program to enhance diversity in clinical trials. Along with other peer pharmaceutical companies and clinical research organizations, UCB also partnered with Tufts Center for the Study of Drug Development to conduct a study to characterize and examine the relationship between investigative site personnel diversity and study participant diversity.

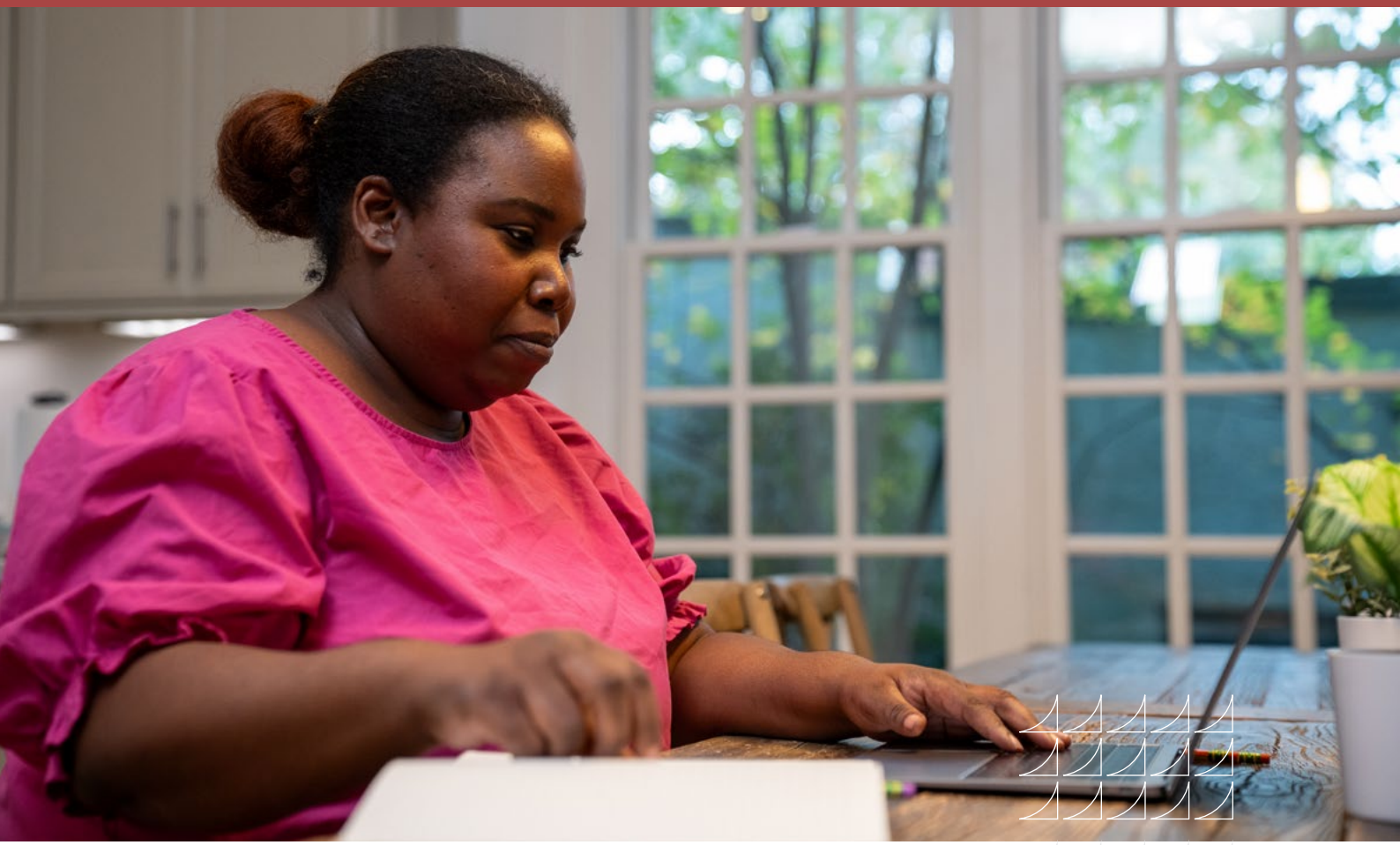
Health Equity

Population Health

At UCB, we are committed to taking action to bridge gaps and facilitate equitable care. For UCB, our connection with the people we serve goes beyond medicines. Our commitment spans from diversity and inclusion in clinical trials to using data-driven approaches and collaborating with our partners. Solving a problem as systemic as racial disparities in healthcare will require an earnest commitment from all stakeholders.

Population health is an important aspect of understanding the needs of people living with severe diseases. Our population health teams work with a wide range of stakeholders – healthcare professionals, integrated delivery networks, academics, patients and caregivers, and more – to help address challenges facing groups of individuals and their health outcomes. UCB has prioritized creating resources across therapeutic areas to improve population health – including those from historically underserved communities.

> "At UCB, ethical business practices are a key component of our sustainability commitment. We have worked hard in recent years to reinforce ethical behaviors and decision-making in all areas of the organization."
>
> **Anisa Dhalla,**
> Head of U.S. Ethics and Compliance



A dynamic health system

While achieving broad, systemic change in the complex U.S. healthcare system is challenging, a public policy environment that supports innovation and value-based care benefits both patients and the entire healthcare ecosystem. A new presidential administration always brings about policy evolution as new healthcare priorities and agendas take shape. Amid this dynamic environment, UCB remains committed to innovating and driving positive change for the patients we serve. We will continue to work across the healthcare ecosystem – with patients, payers, providers, caregivers and policymakers – to understand patient needs and advocate for policies that put patients first. Our sustainable business approach reinforces our goal to address unmet medical needs through innovating and investing in differentiated solutions. In parallel, we need policy solutions that recognize and reward innovation, encourage value-based care and promote affordable access to medicines for people who need them.

Improving Patient Affordability

At UCB, our decisions are guided by the trust placed in us by patients, their families and caregivers, healthcare providers, payers and partners across the healthcare system. We advocate for policy and system changes that similarly prioritize patient needs.

Inflation Reduction Act:

While the Inflation Reduction Act (IRA) includes important Medicare Part D affordability measures, such as out-of-pocket spending caps, its implementation raises concerns about long-term innovation, particularly in rare disease treatment. The IRA's narrow rare disease exclusion from eligibility for Medicare price negotiation — limited to single-indication products — could discourage development of treatments for multiple rare conditions. We advocate for expanding this exclusion for subsequent indications as long as they continue to address rare conditions. This, and clarifying negotiation timelines, protect rare disease innovation while maintaining patient affordability.

PBM Reform:

Meaningful healthcare reform necessitates examining the entire prescription drug supply chain to improve equitable access and affordability while preserving innovation for severe diseases. Currently, pharmacy benefit managers (PBMs) employ practices that can increase patient costs and limit access, such as restricting co-pay assistance or preventing it from counting toward deductibles and out-of-pocket maximums. We support congressional efforts to increase transparency and reform PBM practices, including transitioning from percentage-based fees to flat fees for manufacturer charges. These changes would help ensure that middlemen's practices don't create barriers to medicine access or artificially inflate prices.

340B Program:
UCB supports the original intent of the 340B program to help underserved patients. We continue to comply with obligations under the program to offer medicines at 340B prices to covered entities to ensure that they have access to products at the discounted prices in support of their service to 340B Program patients. However, UCB has long been concerned with the well-documented 340B program integrity issues arising from contract pharmacy arrangements. Current lack of transparency and oversight has led to resource diversion and discount duplication. We advocate for policy changes that ensure 340B benefits reach vulnerable patients directly through covered entities, rather than through for-profit contract pharmacies which profit from the program. Enhanced transparency and oversight would help direct more resources to patient care while continuing to support covered entities that rely on the program to provide care to vulnerable patients.

Prescription Drug Affordability Boards:
State prescription drug affordability boards (PDABs) aim to address medication spending at the state level. While UCB remains committed to pricing our medications based on the value it brings to patients, health systems and society, these boards could potentially compromise both patient access and medical innovation.

Preserving the Provider-Patient Relationship

UCB supports healthcare providers' ability to choose the best medicine for an individual patient's treatment needs and goals while minimizing unnecessary administrative burdens or treatment restrictions (such as prior authorization requirements).

Patients should have access to a range of affordable, quality health plan options that permit patient assistance from manufacturers and offer robust patient protections. To that end, UCB supports policy reforms that require co-pay assistance from manufacturers to count toward a patient's deductible and out-of-pocket maximum (e.g., co-pay accumulator and maximizer bans), or at least limit the use of those programs across all health plans.

We also want to ensure patient health plans provide formulary access to innovative, specialty medicines. We have come so far – developing treatments that have transformed the standard of care for patients with rare conditions and diseases. However, excluding specialty medicines from covered benefits can be detrimental to patients.

Of particular concern is step therapy, a mechanism used by payers to require patients to "step through" or "try and fail" on one or more treatments before getting access to the most appropriate treatment, as determined by the patient and their healthcare provider. We join with patient communities in actively supporting policy reforms to address step therapy, including federal and state-level step therapy override legislation. Within individual states, UCB has also piloted a program to create resources to educate and assist providers when navigating step therapy override processes to help enable patient access to the most appropriate therapy.

At UCB, we remain dedicated to the continued evolution of a public policy environment that preserves patient-provider shared decision-making and simultaneously recognizes and rewards innovation and encourages value-based care while promoting affordable access to medicines for patients.

"We remain steadfast in our ambition to deliver a portfolio of differentiated solutions to create patient value. We continue to listen to the individual experiences of people living with a rare disease in order to learn about the gaps in their care and support. We remain committed to the discovery, development and delivery of our solutions that are differentiated to accommodate diverse needs."

Kimberly Moran, Ph. D.,
Head of U.S. Rare Disease

Glossary

ABAC
Anti-bribery and anti-corruption

Access Coverage Performance
Refers to the proportion of UCB products/indications that have achieved negotiated reimbursement listing or a negotiated managed access program in any given market in which we operate, thereby enabling patients to access and benefit from UCB's solutions

Adjusted EBIT (Earnings Before Interest and Taxes)
Operating profit adjusted for impairment charges, restructuring expenses and other income and expenses

Adjusted EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization charges)
Operating profit adjusted for amortization, depreciation, impairment charges, restructuring expenses and other income and expenses

Adjusted gross profit
Gross profit without the amortization of intangible assets linked to sales

ALM
Asset-liability management

APIs
Active pharmaceutical ingredients

BREEAM
Building Research Establishment Environmental Assessment Method (i.e., sustainability certification to assess the environmental performance of buildings)

BRB/Benefit Risk Board
Responsible for assessing the benefit-risk balance of each product in the UCB portfolio

CER
Constant exchange rates

CGU
Cash generating unit

CHMP
Committee for Medicinal Products for Human Use

CMOs
Contract manufacturing organizations

CO_2e
Carbon dioxide equivalent

Core EPS/Core earnings per share
Profit attributable to UCB shareholders, adjusted for the after-tax impact of restructuring, impairment, other income/expense items, the financial one-offs, the after-tax contribution from discontinued operations and the after-tax amortization of intangibles linked to sales, per non-dilutive weighted average number of shares

Five growth drivers
BIMZELX®, EVENITY®, FINTEPLA®, RYSTIGGO® and ZILBRYSQ®

Core products
BIMZELX®, BRIVIACT®, CIMZIA®, EVENITY®, FINTEPLA®, KEPPRA®, NAYZILAM®, RYSTIGGO®, VIMPAT® and ZILBRYSQ®

CSRD
Corporate Sustainability Reporting Directive

DMA
Double Materiality Assessment

DMU
Decision making unit

DTA
Deferred tax asset

EBIT/Earnings Before Interest and Taxes
Operating profit as mentioned in the consolidated financial statements

E&BI
Ethics and business integrity

EMA
European Medicines Agency

EPS/Earnings per share
Company's net profit divided by the outstanding shares of common stock

ERGs
Employee resource groups

ESG
Environmental, social and governance

ESRS
European Sustainability Reporting Standards

Established brands
Portfolio of 150 post-patent, high-quality UCB medicines, with proven value for patients and doctors over many years

Extra-financial

Term used by UCB for information commonly referred to as 'non-financial'

FDA

U.S. Food and Drug Administration

FVOCI

Fair value through other comprehensive income

Financial assets at FVPL

Financial assets to be measured subsequently at fair value through profit or loss

Financial assets at FVOCI

Financial assets to be measured subsequently at fair value through other comprehensive income

Financial one-off items

Gains and losses arising upon the sale of non-current financial assets (other than derivatives and reimbursement rights with respect to defined benefit plans) as well as impairment losses accounted for on these financial assets are considered as financial one-off items

GHG emissions

Greenhouse gas emissions

Head-to-head study

Clinical trial that compares one treatment to another to determine which is more effective

HSE

Health, safety, environment

HSWB

Health, safety and wellbeing

HTA

Health technology assessment

ILO

International Labour Organization

IP

Intellectual property

IROs

Impacts, risks and opportunities

ISO 14001

Internationally recognized standard for environmental management systems

KPIs

Key performance indicators

LEED

Leadership in Energy and Environmental Design sustainability certification to assess the environmental performance of buildings

Like-for-like

Adjustments to 2024 revenue related to the contribution to topline from divestments (proceeds and net sales) and Minzasolmin termination

LMI

Low- and middle-income

LTI

Long-Term Incentives aim at motivating and retaining key talent over a period of at least 3 years. At UCB, this includes Stock Awards, Stock Options and Performance Shares.

Marketing authorization

The granting of a license for a medicine to be sold, based on a reviewal and assessment of the evidence put forward to prove the efficacy, quality and safety of the product

NCI

Non-controlling interest

Net financial debt

Non-current and current borrowings, bonds and bank overdrafts less available for sale debt securities, restricted cash deposit with respect to financial lease agreements, cash and cash equivalents

OCI

Other comprehensive income

OLE

Open-label extension

One-tier governance model

A governance model in which a company is administered by a single body, the Board of Directors, which may include executive and non-executive directors (as opposed to a dual-tier governance structure which is based on a supervisory board composed of non-executive members and a management board composed of executive members). The one-tier governance model does not preclude the Board of Directors from delegating specific management powers to a factual body, such as the Executive Committee in the case of UCB.

OPEX

Operating expenses

Organic cash flow

Total cash flow generated by the company, excluding dividends paid to shareholders as well as outgoing cash for acquisitions of subsidiaries and incoming cash from divestment of business units or subsidiaries and sale of financial investments

Patient numbers

2024 patient numbers are calculated using the Moving Annual Total (MAT) patients (Estimated Actual Treated) at the end of Q3 2024 as provided with input data from an external source. For growth drivers BIMZELX®, FINTEPLA®, RYSTIGGO® and ZILBRYSQ®, the most recent global active patients are reported. The total patient number gathers people who have accessed the following solutions: BIMZELX®, BRIVIACT®, CIMZIA®, EVENITY®, FINTEPLA®, KEPPRA®, RYSTIGGO®, VIMPAT® and ZILBRYSQ®.

PFAS

Per- and polyfluoroalkyl substances

PMDA

Pharmaceuticals and Medical Devices Agency (Japan)

PPAs

Power purchase agreements

Proof-of-concept

An early-stage clinical trial to gather preliminary data on the drug's efficacy, safety, and optimal dosage

PSP

Performance Share Plan which awards a grant of UCB common stock to qualifying executives. The awards vest three years after grant, pending certain conditions, including meeting pre-established companywide targets.

SASB/Sustainability Accounting Standards Board

SASB Standards help companies disclose relevant sustainability information to their investors. As of August 2022, the International Sustainability Standards Board (ISSB) of the IFRS Foundation assumed responsibility for the SASB Standards.

SBTi – Science Based Targets initiative

The Science Based Targets initiative (SBTi) is a joint initiative by the United Nations, the Carbon Disclosure Project, the World Resources Institute and the World Wide Fund for Nature (WWF). It supports organizations with setting climate targets in line with the COP21 climate summit in Paris.

Shareholders' equity

Net worth of a company, calculated as the total assets minus total liabilities

SOPs

Standard operating procedures

TTA/Time to Access

Time to Access, i.e., the number of days it takes for a country to progress from the market authorization of a medication to obtain a negotiated reimbursement listing (national level) for that medication or to a negotiated managed access program

Value-based pricing

A 'value-based approach to pricing' is based on the principle that prices should reflect the value of a new medicine to patients, health systems and society versus the current standard of care.

Weighted average number of ordinary shares

Number of ordinary shares outstanding at the beginning of a given period, adjusted by the number of shares bought back or issued during the period, multiplied by a time-weighting factor

Working capital

Includes inventories, trade and other receivables and trade and other payables, both due within and after 12 months

Forward Looking Statement Integrated Annual Report

This document contains forward-looking statements, including, without limitation, statements containing the words "potential", "believes", "anticipates", "expects", "intends", "plans", "seeks", "estimates", "may", "will", "continue" and similar expressions. These forward-looking statements are based on current plans, estimates and beliefs of management. All statements, other than statements of historical facts, are statements that could be deemed forward-looking statements, including estimates of revenues, operating margins, capital expenditures, cash, other financial information, expected legal, arbitration, political, regulatory or clinical results or practices and other such estimates and results. By their nature, such forward-looking statements are not guaranteeing future performance and are subject to known and unknown risks, uncertainties, and assumptions which might cause the actual results, financial condition, performance or achievements of UCB, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements contained in this document.

Important factors that could result in such differences include but are not limited to: global spread and impacts of wars, pandemics and terrorism, the general geopolitical environment, climate change, changes in general economic, business and competitive conditions, the inability to obtain necessary regulatory approvals or to obtain them on acceptable terms or within expected timing, costs associated with research and development, changes in the prospects for products in the pipeline or under development by UCB, effects of future judicial decisions or governmental investigations, safety, quality, data integrity or manufacturing issues, supply chain disruption and business continuity risks, potential or actual data security and data privacy breaches, or disruptions of our information technology systems, product liability claims, challenges to patent protection for products or product candidates, competition from other products including biosimilars or disruptive technologies/business models, changes in laws or regulations, exchange rate fluctuations, changes or uncertainties in tax laws or the administration of such laws and hiring, retention and compliance of its employees. There is no guarantee that new product candidates will be discovered or identified in the pipeline, or that new indications for existing products will be developed and approved. Movement from concept to commercial product is uncertain; preclinical results do not guarantee safety and efficacy of product candidates in humans.

So far, the complexity of the human body cannot be reproduced in computer models, cell culture systems or animal models. The length of the timing to complete clinical trials and to get regulatory approval for product marketing has varied in the past and UCB expects similar unpredictability going forward. Products or potential products which are the subject of partnerships, joint ventures or licensing collaborations may be subject to disputes between the partners or may prove to be not as safe, effective or commercially successful as UCB may have believed at the start of such partnership. UCB's efforts to acquire other products or companies and to integrate the operations of such acquired companies may not be as successful as UCB may have believed at the moment of acquisition. Also, UCB or others could discover safety, side effects or manufacturing problems with its products and/or devices after they are marketed. The discovery of significant problems with a product similar to one of UCB's products that implicate an entire class of products may have a material adverse effect on sales of the entire class of affected products. Moreover, sales may be impacted by international and domestic trends toward managed care and healthcare cost containment, including pricing pressure, political and public scrutiny, customer and prescriber patterns or practices, and the reimbursement policies imposed by third-party payers as well as legislation affecting biopharmaceutical pricing and reimbursement activities and outcomes. Finally, a breakdown, cyberattack or information security breach could compromise the confidentiality, integrity and availability of UCB's data and systems.

Given these uncertainties, the public is cautioned not to place any undue reliance on such forward-looking statements. These forward-looking statements are made only as of the date of this document, and do not reflect any potential impacts from the evolving event or risk as mentioned above as well as any other adversity, unless indicated otherwise. The company continues to follow the development diligently to assess the financial significance of these events, as the case may be, to UCB.

UCB expressly disclaims any obligation to update any forward-looking statements in this document, either to confirm the actual results or to report or reflect any change in its forward-looking statements with regard thereto or any change in events, conditions or circumstances on which any such statement is based, unless such statement is required pursuant to applicable laws and regulations.

Report language

Pursuant to Belgian Law, UCB is required to prepare its integrated annual report in French and Dutch. UCB has also made this report available in English.

Availability of the Integrated Annual Report

The integrated annual report is available on the investor website of UCB (www.ucb.com/investors). Other information on the website of UCB or on any other website does not form part of this integrated annual report.

Financial calendar

24 April 2025 Annual general meeting

31 July 2025 Half-year financial results

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Driven by **science.**

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