

**UCB**  
Société anonyme  
Allée de la Recherche, 60  
1070 Brussels, Belgium

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RPM 0403.053.608

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The shareholders are invited to attend the Annual General Meeting, which will be held on Tuesday, 8th June, 2004, at 11.30 a.m. at the registered office, for the purpose of considering the items shown on the agenda set out below :

1. Management Report of the Board of Directors (\*)
2. Report of the Collège of Commissaires
3. - Tabling of the consolidated accounts of the UCB Group  
- Approval of the annual accounts of UCB S.A. and the distribution of profits  
Proposed Resolution : the Meeting approves the annual accounts of UCB S.A. as at the 31st December, 2003, and the distribution of profits shown therein.
4. Release of the Directors  
Proposed Resolution : the Meeting grants release to the Directors.
5. Release of the Commissaires  
Proposed Resolution : the Meeting grants release to the Commissaires.
6. Appointment of Directors  
Proposed Resolutions :
  - The Meeting re-appoints Mr. Mark Eyskens<sup>(\*)</sup>, who is retiring by rotation, as an Independent Director for a period of one year (to bring his appointment into line with a decision of the Board of Directors taken in 2003).
  - The Meeting re-appoints H.R.H. Prince Lorenz<sup>(\*)</sup>, who is retiring by rotation, as an Independent Director for the statutory period.
  - The Meeting appoints Mr. Frédéric Roch Doliveux<sup>(\*)</sup> as a new Director for the statutory period.
  - The Meeting renews the appointment of Mr. Daniel Goossens<sup>(\*)</sup> as Commissaire for the statutory period.
  - The Meeting fixes the fees of the Collège at 129,000 EUR for the UCB Group, of which 60,000 EUR for UCB S.A.

*(\*) Annual Report and curriculum vitae available on [www.ucb-group.com](http://www.ucb-group.com)*

In order to attend this meeting, the shareholders need to deposit their bearer shares, at the latest by Thursday, 3rd June, 2004, at the offices and agencies of Fortis Banque S.A.

Shareholders who wish to be represented need to deposit their proxy forms at the registered office of the company by Friday, 4th June, 2004, at the latest.

THE BOARD OF DIRECTORS,