

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT4316324

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>	CONFIRMATORY ASSIGNMENT	
<b>CONVEYING PARTY DATA</b>		
	<b>Name</b>	<b>Execution Date</b>
	UCB PHARMA S.A.	12/08/2015
<b>RECEIVING PARTY DATA</b>		
<b>Name:</b>	UCB BIOPHARMA SPRL	
<b>Street Address:</b>	60 ALLEE DE LA RECHERCHE	
<b>City:</b>	BRUSSELS	
<b>State/Country:</b>	BELGIUM	
<b>Postal Code:</b>	B-1070	
<b>PROPERTY NUMBERS Total: 2</b>		
<b>Property Type</b>	<b>Number</b>	
<b>Application Number:</b>	13632702	
<b>Application Number:</b>	14706234	
<b>CORRESPONDENCE DATA</b>		
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<b>ATTORNEY DOCKET NUMBER:</b>	31260/50414A&D	
<b>NAME OF SUBMITTER:</b>	KRISTEN A. DOLA	
<b>SIGNATURE:</b>	/Kristen A. Dola/	
<b>DATE SIGNED:</b>	03/13/2017	
<b>Total Attachments: 14</b>		
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### **CONFIRMATORY PATENT ASSIGNMENT AGREEMENT**

**THIS CONFIRMATORY PATENT ASSIGNMENT AGREEMENT** is being entered into by **UCB Pharma, S.A.** ("Assignor") and **UCB BioPharma SPRL** ("Assignee"):

**WHEREAS** Assignor was owner of the patents and patent applications listed in the attached Schedule of Patents and Patent Applications; and

**WHEREAS** Assignor agreed to transfer and did transfer effective April 30, 2014, its entire right, title and interest in and to the Patent Application and invention(s) therein to Assignee, as evidenced by the attached Notarial Deed and document entitled "Description of the Branch of Activities Contributed" (both documents together hereinafter referred to as "the Transfer Agreement").


**NOW THEREFORE**, the Assignor and Assignee hereby confirm that by virtue of the Transfer Agreement, the Assignor assigned and transferred to Assignee, Assignor's right, title and interest in the invention(s) and the Patent Application, and any and all letters patent or patents in the United States of America and all foreign countries that may be granted therefor and thereon, and in and to any and all divisions, continuations, and continuations-in-part of the Patent Application and patent(s) issued therefrom, or reissues, renewals, revivals, reexaminations or extensions of the Patent Application and patent(s) issued therefrom, and all rights under all applicable intellectual property treaties and conventions, and the full benefits thereof, and all rights, privileges and advantages appertaining thereto, including any and all rights of Assignor to damages, profits or recoveries of any nature for past, present and future infringement of the Patents, and the payment of any and all maintenance fees, taxes, and the like, TO HOLD the same unto and to the use of Assignee, its successors and assigns during the residue of the respective terms for which any patent issuing from the Patent Application were or will be granted and during any such terms, and for any and all rights extending from the divisions, continuations, continuations-in-part, reissues, renewals, revivals, reexaminations and extensions.

AND for the same consideration, Assignor hereby covenants and agrees to and with Assignee, its successors, legal representatives and assigns that Assignor will sign all papers and documents, take all lawful oaths, and do all acts necessary or required to be done for the recordation of this assignment of the Patent Application and inventions(s) to Assignee.

AND Assignor hereby requests the Commissioner of Patents to issue, to Assignee, any and all Letters Patent of the United States arising from such Patents for the use and behalf of the Assignee, its successors, legal representatives, and assigns.

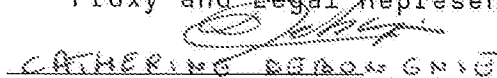
**FOR UCB PHARMA, SA**

WITNESS my hand and seal this \_\_\_\_ day of 8 DEC. 2015, 2015.

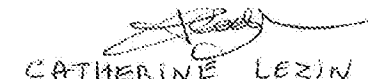


By: Anna RICH0

Title: Proxy and Legal Representative



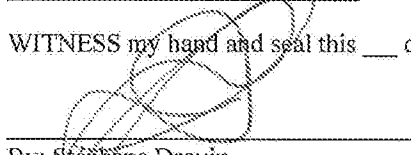
WITNESS



WITNESS

**FOR UCB BIOPHARMA-SPRL**

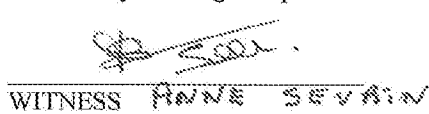
WITNESS my hand and seal this \_\_\_\_ day of 8 DEC. 2015, 2015.



By: Stéphane Drouin

Title: Proxy and Legal Representative





WITNESS

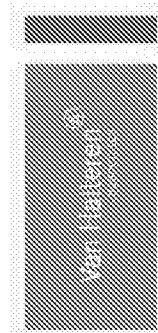


WITNESS

## Schedule of Patents and Patent Applications

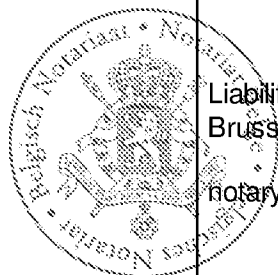
Appln No.	Patent No.
10/599,451	8,633,194
13/441,410	8,586,623
13/441,451	8,518,943
11/916,244	8,178,533
11/910,167	8,802,142
12/920,524	
12/993,704	8,435,564
13/502,546	8,822,508
14/112,663	8,957,218
13/146,074	
13/144,895	
13/148,175	8,563,036
13/128,950	8,460,712
13/129,114	
11/912,801	7,888,344
12/303,713	8,324,204
12/306,151	8,242,116
12/809,394	8,399,483
13/681,840	8,710,054
12/666,481	8,338,592
13/124,947	8,653,272
13/508,956	8,653,105
13/508,962	8,637,543
13/821,294	9,029,392
10/583642	7,736,635
13/201,160	8,513,284
13/254,964	8,785,628
12/307,051	
12/443,599	8,507,654
14/445,790	
14/451,975	
13/148,740	8,828,719
13/203,202	
13/203,182	
13/817,961	
14/380,309	
14/380,310	
14/409424	
11/791,498	
08/474829	5998578
07/004319	4766069
08/483,806	5,985,657
12/622,533	7,964,593
10/550,667	7,645,887
11/569,605	8,293,775
11/572,383	7,632,856
11/992,065	8,957,226

Appln No.	Patent No.
13/489,014	8,642,641
12/303,672	8,211,936
11/916,231	8,183,241
14/350,534	9,067,930
14/395,533	
11/910,612	
11/994,053	8,378,073
11/995,740	8,053,562
12/089,324	8,062,865
12/066,966	8,129,505
13/242,429	8,435,761
12/306,251	8,057,794
12/374,213	
14/706,234	
13/632,702	8,617,847
14/035,053	
14/107,314	
12/446,143	8,303,953
14/101,083	
12/679,873	8,629,246
14/173,613	9,045,537
14/695677	
12/989,373	8,679,494
13/498,017	
13/510,165	
13/521,818	
13/637,211	
14/697092	
13/637,209	9,045,529
14/400,068	
12/569,700	8,465,744
10/544911	7,608,694
10/531402	7,662,609
10/537309	7,993,864
10/558572	7,790,414
13/547892	RE44512
10/562746	7,989,594
14/863,081	
10/578,384	
12/277030	7,931,900
11/597,962	7,910,618
13/709,055	8,865,167
14/489,837	
13/218,857	8,329,431
11/791,109	8,231,875
11/596,654	8,053,564
13/395,235	



VAN  
HALTEREN  
NOTARIES IN  
PARTNERSHIP

APPROVED PARTNERSHIP  
RECOGNIZED AS A  
COOPERATIVE COMPANY  
WITH LIMITED LIABILITY  
PIN 0342.515.756  
RUE DE LA CONCORDE  
1000 BRUSSELS



COMPANY  
ACG/60473-001

DEED OF: 30 / 04 / 2014  
REGISTRY NUMBER:

## UCB BIOPHARMA

A Private Limited Liability Company  
with registered offices located at Anderlecht (1070 Brussels)  
Allée de la Recherche 60  
Jurisdiction of Brussels  
Registration Number 0543.573.053  
RPM  
\*\*\*

Incorporated in accordance with the Notarial Deed by Damien Hissette, Notary in Partnership, in Brussels, on twenty December two thousand fourteen, published in the Appendix of the Belgian Official Gazette, under the number 2013-12-30 / 0308287.

## INCREASE IN SHARE CAPITAL AMENDMENTS TO THE ARTICLES OF ASSOCIATION

### THE YEAR TWO THOUSAND FOURTEEN

April thirtieth,

Before **Damien Hissette**, Notary in Partnership in Brussels.

At the registered offices.

An Extraordinary General Meeting of partners of the Private Limited Liability company **UCB BIOPHARMA**, with registered offices at Anderlecht (1070 Brussels), Allée de la Recherche 60 was held.

The members of the Meeting Board requested that the undersigned notary record the following statements and observations.

#### - \* MEETING BOARD \*-

The meeting opened at

Under the chairmanship of Mr Michel, Xavier Charles Roger, born in Ixelles on 31 May 1970, residing at 1180 Uccle, Avenue Joseph Jongen 3, who also acted as secretary.

#### - \* CHAIRMAN'S PRELIMINARY STATEMENTS \*-

The Chairman stated that:

##### I. Composition of the meeting.

All of the partners of the company are present or represented. They declare owning the following number of shares:

- |    |   |     |
|----|---|-----|
| 1. | UCB Pharma, a limited company with registered offices at Anderlecht (1070 Brussels), Allée de la Recherche 60, company number 0403.096.168, owner of ninety-nine shares | 99  |
|    | Represented here by Mr Michel Xavier, pre-qualified by virtue of a proxy granted to him by the Board of Directors on 10 April 2014, an excerpt of which is attached.    |     |
| 2. | UCB Fipar, a public limited company with registered offices at Anderlecht (1070 Brussels), Allée de la Recherche 60, company number 0403.198.811, owner of one share.   | 1   |
|    | Represented here by Mr Michel Xavier, pre-qualified by virtue of a private proxy attached.  |     |
|    | Together, the hundred shares account for the  | 100 |

entire share capital.

II. Agenda.

The Agenda of this General Meeting is:

**1. Reports - Preliminary statements.**

- Branch of activities contribution proposal drafted by the Management Advisory Board in application of Article 760 of the Companies Code.
- Management Advisory Board and Auditor reports on the contribution in kind discussed hereunder, written in application of Article 313 of the Companies Code.

**2 Branch of Activities contribution and increase in capital.**

- 2.1. Contribution by limited company UCB PHARMA, with registered offices located at 1070 Anderlecht, Allée de la Recherche 60, from the branch of activities of the latter, as described in greater detail in the Annex which includes the following activities: (i) UCB PHARMA biopharmaceutical activities carried out at the UCB PHARMA site in Braine-l'Alleud which focus on the development of UCB on a global level, as described in greater detail in the contribution proposal; (ii) UCB PHARMA biopharmaceutical activities carried out by the departments operating in the UCB Centre in Anderlecht, as described in greater detail in the contribution proposal; (iii) support service activities (human resources, financial and IT services) carried out at the Braine-l'Alleud and Anderlecht sites, focusing both on UCB development on a global level and on supporting local activities; (iv) the activities, rights and obligations related to UCB Pharma's historical activities, in non-pharmaceutical fields, including the film and chemical products fields, pursuant to the regime set out under Article 759 et seq. of the Companies Code.

The contribution is made based on the current assets and liabilities of the branch of activities as of 31 December 2013 and includes all related assets and liabilities. All transactions carried out after 1 January 2014 by the contributing company via the continued operation of the branch of activities contributed are deemed to have been accomplished for the beneficiary company from an accounting standpoint.

As a result of the contribution, the share capital of one billion four hundred sixty million nine hundred seventy-four thousand one hundred nine euros and twenty-seven cents (€1,460,974,109.27) is increased by eighteen thousand six hundred euros (€18,600) to one billion four hundred sixty million nine hundred ninety-two thousand seven hundred nine euros and twenty-seven cents (€1,460,992,709.27) by the creation of 7,854,700 new shares identical to the existing ones and enjoying the same rights and benefits but which will not partake in profits until 1 January 2014.

These new, fully paid-up shares will be assigned to the limited company UCB PHARMA as compensation for the contribution by the latter of all assets and liabilities of the branch of activities, as of 31 December 2013, for the total contractual value of €1,460,974,109.27

- 2.2. - Contribution - Paying-up of capital

- 2.3. Recording of the effective implementation of the capital increase.

**3. Amendment to the articles of association.**

*Amendment to Article 5 of the articles of association to reflect the new share capital situation.*

**4. Powers.**

*Powers to be granted to the Management Advisory Board for execution of the decisions taken.*

**III. Convocations.**

According to the above-mentioned attendance list, all partners are present or represented and there is, therefore, no need to issue a convocation notice.

The Managers and Auditor were summoned in compliance with the law or waived the right to convocation formalities.

**IV. Quorum.**

At least one half of the capital must be present at the meeting to be able to validly deliberate on the agenda points.

**V. Voting rights - Majority.**

Each share entitles its holder to one vote. To be valid, the resolutions requiring a change to the articles of association must bring together a three-quarters majority of votes.

**-\* REPORTS AND PRELIMINARY STATEMENTS \*-**

**I. Branch contribution proposal.**

The management bodies of the companies in question drafted a contribution proposal in accordance with Article 760 of the Companies Code.

The contribution proposal was filed with the Clerk of the Brussels Commercial Court on 18 March 2014 by the beneficiary company and by the contributing company.

The annexes of the contribution proposal have been slightly updated by the management bodies of the companies in question since the time the contribution proposal was filed.

The contribution proposal and its completed annexes are hereinafter called the "**Contribution Proposal**".

**II. Management report - Contribution in kind**

The Managers drafted a report on the projected contribution, in accordance with Article 313 of the Companies Code.

A copy of the report is appended hereto.

**III. Auditor's report - Contribution in kind**

The Auditor, civil society "PricewaterhouseCoopers, Réviseurs d'entreprises", represented by Mr Jean Fossion, Company Auditor, drew up a report on the planned contribution, in application of Article 313 of the Companies Code.

The report, dated 10 April 2014, details the conclusions, which are quoted below:

*"The contribution in kind to increase UCB Biopharma SPRL's capital consists in the biopharmaceutical activities of UCB Pharma SA as a branch of activities contribution. The contribution is valued by its net book value, as it is reflected in the annual accounts kept by UCB Pharma SA, which, as of 31 December 2013, amounted to 1,460,974,109.27.*

*Assuming that the Management Advisory Board confirms the assets and liabilities transferred, as provisionally indicated in the branch activities contribution proposal filed with the Clerk of the Brussels Commerce Court on 18 March 2014 and described in the Management Advisory Board's draft special report, we are of the opinion that:*



- *The company's Management Advisory Board is responsible for valuing the contribution and for determining the compensation allocated in return for the contribution in kind.*
- *The transaction has been reviewed in compliance with the standards for the control of contributions in kind and quasi-contributions in kind, as stipulated by the Belgian Institute of Company Auditors.*
- *The description of the contribution in kind complies with normal accuracy and clarity provisions.*
- *The methods used to value the contributions in kind decided on by the Parties are justified by the principles of company economics and result in contribution values that correspond, at least, to the accounting par value of the shares that are to be issued in return, such that the contribution in kind is not over-valued.*

*Compensation for the contribution in kind consists of 7,854,700 shares belonging to UCB Biopharma SPRL, without par value, identical to and enjoying the same rights and benefits as existing shares and partaking in company profits as of 1 January 2014.*

*We believe that it is also appropriate to note that our assignment does not include commenting on the legitimacy or fairness of the operation.*

The sole purpose of this report is to meet the requirements set out under Article 313 of the Companies Code. It may not be used for any other purposes."

A copy of the report is appended hereto.

#### IV. Legal stipulation.

All of the preliminary formalities required in Articles 759 et seq. of the Companies Code were fulfilled prior to this transaction and each of the companies in question complied with the legal stipulations related to information and communication requirements contained in that article.

#### **-\* VALIDITY OF THE GENERAL MEETING \*-**

These facts have been verified and acknowledged as accurate by the General Meeting. It states that it is validly assembled and competent to deliberate.

#### **-\* RESOLUTIONS \*-**

The Chairman then submitted the following resolutions to the General Meeting, for the adoption thereof:

#### **FIRST RESOLUTION**

The General Meeting decides on the contribution from the limited company UCB PHARMA, with registered offices at 1070 Anderlecht, Allée de la Recherche 60, via the branch of activities of the latter, as described in greater detail in the attached annex (hereinafter the "branch of activities") which encompasses the following activities: (i) UCB PHARMA biopharmaceutical activities carried out on the UCB PHARMA site in Braine-l'Alleud, which focus on UCB development on a global level, as described in greater detail in the contribution proposal; (ii) USB PHARMA biopharmaceutical activities carried out by the departments operating in the UCB Centre in Anderlecht, as described in greater detail in the contribution proposal; (iii) support service activities (human resources, finance and IT) carried out at the Braine-l'Alleud and Anderlecht sites, focusing both on UCB development on a global level and on supporting local activities; (iv) the activities, rights and obligations relating to USB Pharma's historical activities in non-pharmaceutical fields, including the film and chemical products fields, pursuant to the regime set out in Articles 759 et seq. of the Companies Code.

This transaction is intended to enable more uniform management of intangible assets, streamlining of the development process, more homogeneous management of the brand, the creation of a global platform for product sales, the

sharing of manufacturing best practices and the creation of synergies and efficiencies. In addition, it will enable UCB Manufacturing, Inc. (United States) to contribute its shares in Vimpat® to the Company at a later time and to partner with the central entity (i.e. the Company) without incurring significant operational costs.

The contribution is made based on the assets and liabilities of the branch of activities as of 31 December 2013 and includes all related assets and liabilities. All transactions carried out after 1 January 2014 by the contributing company via the continued operation of the branch of activities contributed are considered to have been accomplished for the beneficiary company from an accounting standpoint.

The contribution form is the branch of activities as meant in Article 680 of the Companies Code. It is a whole which, from a technical standpoint and from the point of view of its organisation, has an autonomous activity and can operate on its own.

As a result of this contribution, the General Meeting decides to increase the share capital of one billion four hundred sixty million nine hundred seventy-four thousand one hundred nine euros and twenty-seven cents (€1,460,974,109.27) by eighteen thousand six hundred euros (€18,600) to one billion four hundred sixty million nine hundred ninety-two thousand seven hundred nine euros and twenty-seven cents (€1,460,992,709.27) via the creation of 7,854,700 new shares identical to existing ones and enjoying the same rights and benefits, but which will not partake of profits until 1 January 2014.

These new, fully paid-up shares shall be assigned to the limited company UCB PHARMA as compensation for the contribution by the latter of all assets and liabilities, closed on 31 December 2013, of the activities branch, contributed for a total contractual value of €1,460,974,109.27

#### CONTRIBUTION - PAYING-UP OF CAPITAL

The limited company UCB PHARMA, pre-qualified and represented as stated above, after having heard all of the foregoing, declares, through its representative:

a) To be fully aware of the Company's Articles of Association, as well as the financial situation thereof

b) That it will contribute to the Company all of the assets and liabilities of the branch of activities in its holdings, branch of activities as meant in Article 680 of the Companies Code.

#### DESCRIPTION OF THE CONTRIBUTION.

The branch of activities includes the following, which are more extensively described and valued in the auditor's report which is referred to as needed:

a) Situation of the branch of activities as of 31 December 2013.

The situation of the branch of Activities was established based on the assets and liabilities of 31 December 2013. This situation is attached to the auditor's report.

b) General conditions of the contribution.

##### 1. Contribution regime.

The branch of activities contribution is subject to the regime described in Articles 759 et seq. of the Companies Code.

The contribution is made based on the assets and liabilities of the branch of activities closed on 31 December 2013.

All transactions executed after 1 January 2014 by the contributing company via the branch of activities contributed will be considered as having been executed for the beneficiary company of the contribution from an accounting standpoint. All income earned this way after that date must be included in the

accounts of the beneficiary company of the contribution. The contribution is being made on condition that the latter carry all of the current liabilities of the branch of activities contributed, execute all commitments and all obligations of the contributing company related to its branch of activities, guarantee it against any legal action resulting from the commitments and obligations and handle all fees, duties, taxes and charges resulting from the contribution.

*2. Transfer of property - Transfer of use.*

In application of Article 763 of the Companies Code, the contribution of the branch of activities legally results in the transfer to the beneficiary company of all related assets and liabilities.

As a result, the beneficiary company owns all tangible and intangible assets, rights, contracts, receivables and debts transferred by the contributing company and can use them as of that day.

*3. Description of the assets transferred.*

The beneficiary company states that it is fully informed of the assets of the branch of activities transferred (all assets and liabilities, tangible and intangible property) and that it does not require a more detailed description than that contained in the above-mentioned branch of activities contribution proposal and its annexes. The contribution proposal and the list of items attached to the proposal are not, however, necessarily exhaustive.

The branch of activities transferred does not include any real estate, right in rem in immovable property or environmental permits.

All assets and liabilities of the contributing company which should be included as an integral part of the branch of activities contributed will be transferred to the beneficiary company even if they are not included in the list of elements of the branch of activities included with the contribution proposal.

*4. State of the assets transferred - Guarantees.*

The assets are transferred in their current state without the beneficiary company being entitled to any recourse against the contributing company for any reason whatsoever, notably for manufacturing defects or deterioration, wear or the poor state of equipment, fittings and movable objects, naming or content errors or debtor insolvency.

The beneficiary company must comply with all laws and rules, decrees and usages applicable to the use of the assets contributed and make it their responsibility to obtain all required authorisations at their own risks and peril.

*5. Transfer of charges.*

The beneficiary company will be liable as of 1 January 2014 for all ordinary and extraordinary charges which may be incumbent on the assets and rights contributed and which are inherent to their ownership and use.

*6. Receivables transferred.*

All receivables and rights are transferred by the contributing company as of 1 January 2014 and immediately become property of the beneficiary company.

Accessory legal and contractual personal and real property collateral is also transferred and is not impacted by this transaction.

The beneficiary company is therefore subrogated without novation in all rights in rem and in personam of the contributor company and for all assets and against all debtors.

The subrogation is particularly applicable to privileges, mortgages, actions for rescission, seizures, securities and pledges. The beneficiary company is entitled to demand or consent to, at its own expense, to all notifications, references, registrations, renewals or releases of registrations, seizures and all rights of priority and subrogation.

*7. Debts transferred.*

The debts transferred by the contributing company will move to the beneficiary company and become effective as of 1 January 2014 without interruption for the beneficiary company. The latter will therefore be subrogated without novation in all of the rights and obligations of the contributing company.

As a result, the beneficiary company will pay all liabilities included in the transfer instead of the contributing company. It will pay all interest and reimburse all debts contracted and transferred by the contributing company on the due dates agreed by the latter and its creditors.

Accessory legal and contractual personal and real property collateral is also transferred and is not impacted by this transaction with no obligation to notify a document or registration for pledges of business assets.

Under the terms of Article 766 of the Companies Code, the contributing company is jointly responsible for debts due on the day the contribution is made and which are transferred to the beneficiary company. This responsibility is limited to the net assets retained by the contributing company excluding the assets contributed on this day.

*8. Obligations transferred.*

The beneficiary company must comply with and execute all contracts and all commitments whatsoever made by the contributing company either with third parties or with the employees transferred, as the contracts and commitments exist on 1 January 2014. It must, in particular, comply with all seniority rights and other rights of employees in accordance with the conditions and procedures of the contracts and commitments.

The employees of the contributing company assigned to the operation of the branch of activities contributed must be integrated by UCB BIOPHARMA in application of collective bargaining agreement number 32a.

*9. Other elements transferred.*

The contribution also includes:

1) All legal and extra-legal actions and all guarantees related to the contracts contributed, all administrative recourse, rights, debts, personal guarantees and those the contributing company benefits from or holds for any purpose whatsoever as part of the contribution with all third parties including the public authorities

2) All costs for liabilities transferred by the contributing company, that is, all liabilities known or unknown, expressed or not, related to the contribution and which are the result of a situation that occurred prior to 31 December 2013 as well as the execution of all the related obligations of the contributing company.

*10. Archives and documents.*

The contribution also includes the archives and accounting documents related to the items transferred. It is the responsibility of the beneficiary company to keep them and provide them to the contributing company, when necessary.

*11. Costs.*

All expenses, fees, taxes and other charges resulting from this contribution will be paid by the beneficiary company.

REMUNERATION.

As compensation for this contribution, with regard to which all members of the General Meeting declare to have full knowledge, the 7,854,700 new, fully paid-up shares are assigned to the above-named UCB PHARMA, which accepts.

**RECORDING OF THE EFFECTIVE IMPLEMENTATION OF THE INCREASE OF CAPITAL.**

The General Meeting notes and requests that the notary drawing up the deed formally record that the increase in share capital took place and that the share capital was increased to one billion four hundred sixty million nine hundred ninety-two thousand seven hundred nine euros and twenty-seven cents (€1,460,992,709.27).

**SECOND RESOLUTION.**

As a result of the foregoing resolution, the General Meeting decided to amend article 5 of the articles of association, and to replace said article with the following text:

*"The share capital is set at one billion four hundred and sixty million nine hundred ninety-two thousand seven hundred nine euros and seventy-two cents (€1,460,992,709.27). It is represented by seven million eight hundred fifty-four thousand eight hundred (7,854,800) fully paid-up shares with no par value."*

**THIRD RESOLUTION.**

The General Meeting decided to assign all powers, with the right to sub-delegate:

- To Management so that it may implement the foregoing resolutions
- To Ms Stéphanie Ernaelsteen and Ms Catherine Lelong, acting independently of each other, to draw up the coordinated text of the articles of association.

**-\* CLOSING \*-**

The meeting was adjourned at \$

**-\* REGISTRATION FEE \*-**

The registration fee (Various Rights and Fees Code) is ninety-five euros (€95) and is paid on declaration of the undersigned Notary.

**DECLARATION FOR TAX PURPOSES**

This contribution is made under Articles (i) 46 of the Income Tax Code, (ii) 117, Paragraph 2 of the Registration Duty Code and, (iii) 11 and 18, Para 3 of the Valued Added Tax Code.

**FOR WHICH THE MINUTES**

Drawn up in the aforementioned place and date.

After full and explanatory reading, the appearing Parties, represented or present as stated, signed before the Notary.

## DESCRIPTION OF THE BRANCH OF ACTIVITIES CONTRIBUTED

The contribution consists in the UCB Pharma SA branch of activities (hereinafter called the "branch of activities" comprised of the following:

- The biopharmaceutical activities of UCB PHARMA SA carried out on the UCB PHARMA SA site in Braine-l'Alleud (Belgium) focused on UCB development at the global level. These activities primarily involve research and development, purchasing, logistics and strategic supply, global technical operations, medicine safety and quality, and pharmacovigilance;
- The biopharmaceutical activities of UCB PHARMA SA carried out by the departments operating in the UCB Center in Anderlecht (Belgium) which include, but are not limited to, the activities of the Legal and Intellectual Property Departments (brands, patents and registrations), product and regional management, marketing, and medical and regulatory affairs;
- Support service activities (human resources, finance and IT services) carried out both at the Braine-l'Alleud and Anderlecht sites and focused both on UCB development at the global level and on supporting local activities;
- The activities, rights and obligations related to UCB Pharma SA's historical activities in non-pharmaceutical fields, including the film and chemical products fields.

Without limiting the generality of the above, the branch of activities includes the following, among other things:

- All assets and liabilities, rights, obligations, all holdings and people related to, or contributing to, the branch of activities including, but not limited to, all tangible and intangible assets, all receivables, all inventories and orders in progress, all provisions and all financial and other debts and obligations directly or indirectly related to the branch of activities including, but not limited to, assets, liabilities, debts and obligations included in the balance sheet of 31 December 2013 provided in **Appendix 1**;
- Off-balance-sheet commitments directly or indirectly related to the branch of activities;
- All written and unwritten contracts and agreements, regardless of their nature and purpose, signed by UCB Pharma SA and which are directly or indirectly related to the branch of activities, all agreements modifying, adapting or ending the agreements, all agreements directly or indirectly related to or dependent on them, as well as all rights, receivables, debts, obligations and provisions resulting from these agreements;
- All workers, members of staff, employees and consultants active in the branch of activities contributed including, but not limited to, the people included in the list in **Appendix 2** and

all social and other obligations related to the workers, members of staff, employees and consultants associated with the branch of activities;

- All intellectual and industrial property rights, whether registered or not, which are directly or indirectly related to the branch of activities contributed (excluding the intellectual property rights for Cimzia®, Olokozumab® and Romosozumab® which are mixed assets that were developed both by the subsidiary located in Slough and Cambridge in the United Kingdom and by the Belgian sites in Braine-l'Alleud and Anderlecht) including, but not limited to, royalties as well as similar, brand, design and methods, database, software, topography of semiconductor products and know-how rights, manufacturing secrets, trademarks, domain names, patents and all related applications including, but not limited to, the intellectual and industrial property rights listed in **Appendix 3**.

The attached lists are not exhaustive and in no way limit the general nature of the above. What is more, the attached lists were created on the date of the contribution proposal and must be modified in line with any changes occurring between the contribution proposal date and the implementation date of the contribution.

To ensure clarity, it should be noted that the following activities are not required for the autonomous operation of the branch of activities and are, therefore, not part of it:

- The UCB Pharma SA biopharmaceutical production activities carried out on the UCB Pharma SA site in Braine l'Alleud (Belgium), including all activities intrinsically related to production including, but not limited to, those of the Braine Technical Operations, Pharma Sciences, Biopharma Sciences, Clinical Trial Supplies, Production Support and Process Improvements, and Product Supply Quality Assurance departments;
- UCB Pharma SA activities carried out at the UCB Center site in Anderlecht (Belgium) by the departments in charge of sales for the Belgian market;
- The biopharmaceutical activities carried out by the UCB Pharma SA subsidiary located in Slough and Cambridge (United Kingdom), which currently operates as a research centre for UCB Group, including the intellectual property rights for Cimzia®, Olokozumab® and Romosozumab® which are mixed assets developed both by the subsidiary in Slough and Cambridge in the United Kingdom and by the Belgian sites in Braine-l'Alleud and Anderlecht;
- All land, buildings, property and facilities held by UCB Pharma SA and all related contracts, rights, obligations and debts. These are mixed assets which will be used both by the branch of activities contributed to UCB Biopharma SPRL and that remaining within UCB Pharma SA;
- UCB Pharma SA holdings in other companies on the date of the contribution proposal;
- [Other assets and liabilities which are not related to the branch of activities].

**Appendices:**

1. Balance sheet of 31 December 2013
2. Belgian employees transferred
3. Intellectual property
  - a. Patents
  - b. Brands
  - c. Domain names