



# Financial Statements

# 1. Business performance review

## 1.1. Key highlights

€ million	Actual <sup>1</sup>		Variance	
	2025	2024	Actual rates	CER <sup>2</sup>
<b>Revenue</b>	<b>7 741</b>	<b>6 152</b>	<b>26%</b>	<b>29%</b>
Net sales	7 388	5 613	32%	35%
Royalty income and fees	88	78	12%	17%
Other revenue	265	461	-43%	-41%
<b>Adjusted Gross Profit</b>	<b>6 134</b>	<b>4 819</b>	<b>27%</b>	<b>31%</b>
<b>Gross Profit</b>	<b>5 751</b>	<b>4 400</b>	<b>31%</b>	<b>34%</b>
Marketing and selling expenses	-2 485	-2 075	20%	22%
Research and development expenses	-1 822	-1 781	2%	4%
General and administrative expenses	-264	-272	-3%	-2%
Other operating income/expenses (-)	829	564	47%	52%
<b>Adjusted EBIT</b>	<b>2 009</b>	<b>836</b>	<b>&gt;100%</b>	<b>&gt;100%</b>
Impairment, restructuring and other income/expenses (-)	-61	488	>-100%	>-100%
<b>EBIT (operating profit)</b>	<b>1 948</b>	<b>1 324</b>	<b>47%</b>	<b>55%</b>
Net financial expenses (-)	-126	-161	-22%	-45%
<b>Profit before income taxes</b>	<b>1 822</b>	<b>1 163</b>	<b>57%</b>	<b>70%</b>
Income tax expenses (-)	-264	-98	>100%	>100%
<b>Profit from continuing operations</b>	<b>1 558</b>	<b>1 065</b>	<b>46%</b>	<b>59%</b>
Profit/loss (-) from discontinued operations	0	0	N/A	N/A
<b>Profit</b>	<b>1 558</b>	<b>1 065</b>	<b>46%</b>	<b>59%</b>
Attributable to UCB shareholders	1 558	1 065	46%	59%
<b>Adjusted EBITDA</b>	<b>2 636</b>	<b>1 475</b>	<b>79%</b>	<b>87%</b>
Capital expenditure (including intangible assets)	449	322	39%	
Net financial cash/debt (-)	7	-1 454	>-100%	
Operating cash flow from continuing operations	2 291	1 242	85%	
<b>Weighted average number of shares - non diluted (million)</b>	<b>190</b>	<b>190</b>	<b>0%</b>	
<b>EPS (€ per weighted average number of shares - non diluted)</b>	<b>8.20</b>	<b>5.61</b>	<b>46%</b>	<b>59%</b>
<b>Core EPS (€ per weighted average number of shares - non diluted)</b>	<b>9.99</b>	<b>4.98</b>	<b>&gt;100%</b>	<b>&gt;100%</b>

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.

## Business Performance Review continued



In 2025, revenue showed a strong growth by 26% up to € 7 741 million, a plus of 29% at constant exchange rates (CER).

### Net sales

## € 7 388M

Net sales increased to € 7 388 million, a plus of 32% (+35% CER). This growth was driven by the strong performance of UCB's growth drivers: BIMZELX®, EVENITY®, FINTEPLA®, RYSTIGGO® and ZILBRYSQ® which more than doubled their net sales contribution. Royalty income and fees were € 88 million and other revenue reached € 265 million.

### Adjusted EBITDA

## € 2 636M

Adjusted EBITDA (Earnings before Interest, Taxes, Depreciation and amortization charges) increased to € 2 636 million (+79%; +87% CER), reflecting double-digit revenue growth, improved gross margin due to improved product mix, higher operating expenses with good cost control driven by the strong investments behind the global launches combined with higher operating income due to the continued net earnings contribution for EVENITY® plus other operating one-offs. The adjusted EBITDA ratio for 2025 (in % of revenue) reached 34.0%, vs 24.0% in 2024. Corrected for the other operating one-offs, the adjusted EBITDA was € 2 431 million, representing an adjusted EBITDA ratio of 31.4%.

### Profit

## € 1 558M

Profit increased to € 1 558 million from € 1 065 million (46%; 59% CER) driven by double-digit revenue growth, higher operating expenses reflecting the strong investments behind the launches, the net contribution from EVENITY®. Core earnings per share reached € 9.99 after € 4.98 in 2024 based on an average of 190 million shares outstanding.

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/NV 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.

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 after-tax contribution from discontinued operations and the after-tax amortization of intangibles linked to sales, per non-dilutive weighted average number of shares.

## Business Performance Review continued

### 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, complex global and regional macroeconomic and political environments. The global landscape remains highly uncertain following developments in 2025, shaped by persistent geopolitical conflicts, heightened geopolitical fragmentation, social pressures and evolving financial market conditions. While inflation has moderated in several regions, underlying pressures remain uneven, and economic growth trajectories continue to diverge across UCB's core markets.

#### Important agreements and initiatives

In January 2025, UCB entered into a license agreement on XtalFold™, a biologics AI platform developed by Ailux Biologics, a division of XtalPi. UCB will leverage XtalFold™ for the discovery and engineering of biologics. XtalFold™ is a proprietary AI-based software suite that provides rapid and accurate structural insights to accelerate biologics innovation across multiple phases.

In May 2025, UCB and Domino Data Lab, provider of a leading data science platform trusted by the world's largest enterprises, announced a strategic collaboration aimed at modernizing a Statistical Computing Environment (SCE) for the life sciences industry.

In June 2025, UCB announced plans for a significant investment in a new, state-of-the-art biologic manufacturing facility in the United States. The project is expected to serve UCB's growing number of patients in the U.S., while delivering a total estimated economic impact of approximately US\$5 billion. UCB has also confirmed it is continuing to scale up its partnerships with U.S. Contract Manufacturing Organization (CMOs) to ensure the support for the production of its growth drivers and future pipeline.

#### Regulatory and Pipeline Update

UCB remains committed to innovation, continuously seeking new ways to deliver meaningful solutions for people living with severe immunological and neurological conditions. This commitment is reflected in its robust clinical development pipeline, which currently includes one post-approval (Phase 4) asset, one asset in submission, and a diversified portfolio of four Phase 3 and three Phase 2 programs targeting distinct patient populations. Also in 2025, UCB has initiated three global Phase 3 studies for bimekizumab in pediatric indications: psoriasis, hidradenitis suppurativa, and juvenile idiopathic arthritis. In addition, the company plans to launch in 2026 a phase 3 program with fenfluramine for patients with Rett-syndrome and a phase 3 program with rosanolixizumab in ocular myasthenia gravis (oMG). UCB will explore the potential of galvokimig in respiratory diseases: two respiratory indications, Chronic Obstructive Pulmonary Disease (COPD) and non-cystic fibrosis bronchiectasis (NCFB), with respective proof of concept studies (phase 2a) are starting later in 2026.

The updated timelines for UCB's clinical development program, also reflecting regulatory updates and pipeline progress since January 1, 2025, up to the publication date of this report, are shown below.

**Business Performance Review** continued

**UCB clinical development pipeline**

■ Neurology ■ Immunology



\* In partnership with Biogen; 1st phase 3 study; 5-HT = 5-hydroxytryptamin or serotonin; CD40L = CD40 ligand; CDKL5 = cyclin-dependent kinase-like 5; H = half-year; IL = interleukin; FcRn = Neonatal Fragment Crystallizable Receptor; MOG = Myelin Oligodendrocyte Glycoprotein; PsA = Psoriatic Arthritis .

## Business Performance Review continued

### Regulatory update

In **January 2025**, the Japanese Ministry of Health, Labor and Welfare (MHLW) approved the 320 mg/2mL Autoinjector for BIMZELX®.

In **January 2025**, RYSTIGGO® (rozanolizumab) received EU approval for self-administration via an infusion (syringe pump) or a new manual push syringe method. And in **May 2025**, UCB received approval from the Pharmaceuticals and Medical Devices Agency (PMDA) in Japan for at-home self-administration with infusion pump or a new manual push syringe method for RYSTIGGO®.

In **November 2025**, The U.S. Food and Drug Administration (FDA) approved KYGEVVI™ (doxycitine and doxribitine), marking the first and only approved therapy for adults and children living with thymidine kinase 2 deficiency (TK2d). This decision was closely followed in **January 2026**, by the Committee for Medicinal Products for Human Use (CHMP) of the European Medicines Agency (EMA) who issued a positive opinion recommending granting marketing authorization for KYGEVVI®. Upon approval, KYGEVVI® will be the first and only treatment option in the European Union indicated for the treatment of pediatric and adult patients with genetically confirmed thymidine kinase 2 deficiency (TK2d). These milestones expand UCB's neuromuscular footprint and demonstrate continued execution in areas of high unmet medical need.

### Pipeline Update

#### Clinical Development Phase 2

Galvokimig is a multi-specific antibody based therapy that inhibits IL-13 and IL-17A and IL-17 F with albumin binding to moderate half-life. 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.

In December 2025, UCB has started a Phase 2b program with galvokimig in participants with atopic dermatitis to investigate the optimal dose and dosing regime using a subcutaneous application, with blinded dosing until week 52. First headline results are expected in 2028.

**Donzakimig** (UCB1381) is a multispecific, Fc free antibody based therapeutic that inhibits IL-13, a key mediator of inflammation, and IL-22, which impairs skin barrier integrity in atopic dermatitis (AtD). The Phase 2a proof-of-concept study in Atopic Dermatitis (AtD) achieved its primary endpoint and no new safety risks were identified. In line with UCB's portfolio discipline and focus, at this stage priority will be given to other opportunities, including the galvokimig program.

**Bepranemab** is targeting pathological tau to transform the treatment of **Alzheimer's disease (AD)**. Bepranemab's benefit in low-tau early disease in the TOGETHER phase 2 study paves a development path forward. UCB is engaging constructive interactions with regulatory agencies, aligning the development strategy for bepranemab in AD. In **February 2026**, US FDA granted Fast Track Designation for bepranemab - a process designed to facilitate the development of drugs to treat serious conditions and fill an unmet medical need.

**Glovadalen** (UCB0022), an orally available, brain-penetrant, small molecule under investigation for the treatment of Parkinson's Disease reported positive phase 2a study results. The company is assessing next steps for the development program and is exploring opportunities for the asset in neurological conditions associated with dopamine deficiency.

#### Clinical Development Phase 3 and beyond

UCB has started a Phase 3 program, BE SEEN, to evaluate the efficacy and safety of **bimekizumab in Palmoplantar Pustulosis (PPP)**. PPP is a rare, chronic inflammatory dermatological condition without any approved treatment options in the US, EU, and China. First headline results are expected in 2028.

UCB is evaluating the efficacy and safety of **bimekizumab in pediatric patients** in global phase 3 studies

- with moderate to severe hidradenitis suppurativa (HS). The study includes children aged 9 years and older, as well as adolescents aged 12 to under 18 years. Pediatric HS represents a significant unmet need, with approximately one-third of all cases occurring in this population and nearly half of patients reporting symptom onset during childhood. First headline results are expected in H2 2027.
- with psoriasis versus ustekinumab. The study includes participants aged 6 to under 18 years. Psoriasis often starts in childhood, with about one-third of cases beginning during this time. Its prevalence steadily increases from the ages of 1 to 18 years in a linear fashion. First headline results are expected in 2028.
- with juvenile psoriatic arthritis and enthesitis-related arthritis—two rare subtypes of juvenile idiopathic arthritis (JIA). The study included participants aged 2 to under 18 years. First headline results are expected in 2028.

For **STACCATO® alprazolam** (benzodiazepine, **prolonged seizures**), headline results are expected in 2026. Recruiting patients and their caregivers to this ambitious and innovative phase 3 program is progressing well and UCB's plan for first headline results has moved into H2 2026.

In June 2025, UCB announced positive results from the GEMZ phase 3 study of **fenfluramine in CDKL5 Deficiency Disorder (CDD)**. CDD is an ultra-rare developmental and epileptic encephalopathies (DEE) with refractory infantile-onset epilepsy and severe global neurodevelopmental delays resulting in intellectual, motor, cortical visual, and sleep impairments as major features. It is caused by pathogenic variants in the Cyclin Dependent Kinase-like 5 (CDKL5) gene located on the X chromosome. It is estimated that CDD affects approximately 1 in 40,000 to 60,000 live births, with a median age of onset of six weeks. UCB will send the submission dossiers for regulatory approval in Q1 2026.

UCB has decided to initiate a phase 3 study with **fenfluramine** for patients with **Rett-syndrome**, expanding our reach beyond epilepsy. RETT is a severe (genetic) neurodevelopmental disorder that occurs predominantly in females. The study start is planned for H1 2026.

BE BOLD is 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. Thanks to faster recruitment than anticipated, first headline results are now expected in H1 2026.

**All other clinical programs are advancing as planned.**

## Business Performance Review continued

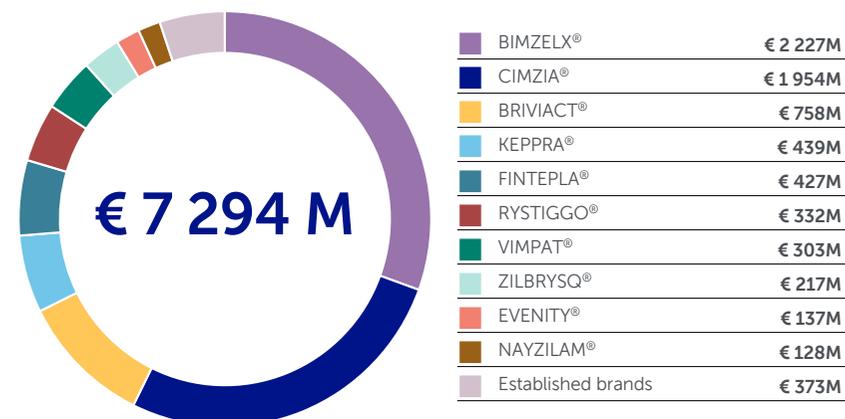
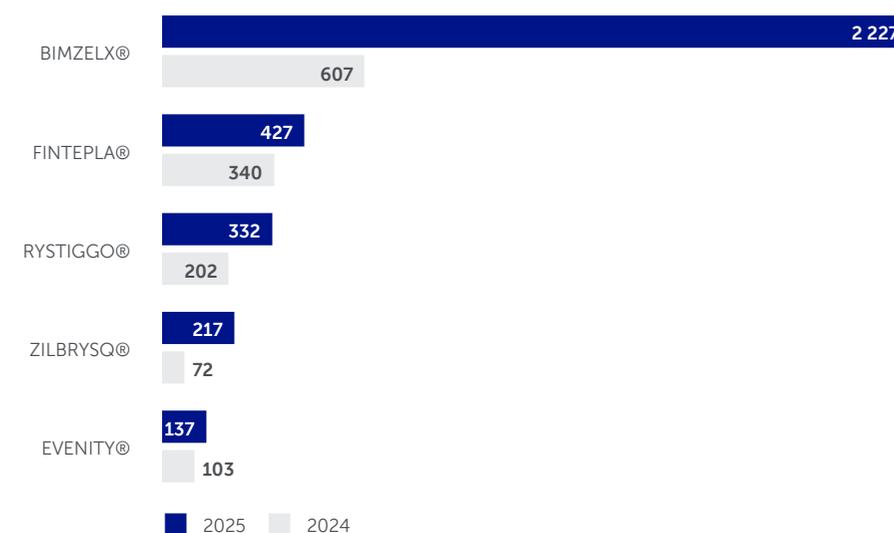
## 1.3. Net sales by product

€ million	Actual		Variance	
	2025	2024	Actual rates	CER
<b>Core products</b>	<b>6 922</b>	<b>5 077</b>	<b>36%</b>	<b>41%</b>
<b>Immunology</b>	<b>4 318</b>	<b>2 743</b>	<b>57%</b>	<b>63%</b>
BIMZELX®	2 227	607	>100%	>100%
CIMZIA®	1 954	2 033	-4%	0%
EVENITY®	137	103	33%	33%
<b>Neurology</b>	<b>2 603</b>	<b>2 334</b>	<b>12%</b>	<b>15%</b>
BRIVIACT®	758	686	11%	14%
KEPPRA® (including KEPPRA® XR / E KEPPRA®)	439	582	-25%	-22%
FINTEPLA®	427	340	26%	30%
RYSTIGGO®	332	202	65%	71%
VIMPAT®	303	329	-8%	-5%
ZILBRYSQ®	217	72	>100%	>100%
NAYZILAM®	128	124	3%	8%
<b>Established brands</b>	<b>373</b>	<b>517</b>	<b>-28%</b>	<b>-27%</b>
<b>Net sales before hedging</b>	<b>7 294</b>	<b>5 593</b>	<b>30%</b>	<b>35%</b>
Designated hedges reclassified to net sales	94	19	N/A	
<b>Total net sales</b>	<b>7 388</b>	<b>5 613</b>	<b>32%</b>	<b>35%</b>

**Total net sales** in 2025 went up to € 7 388 million, a plus of 32% compared to last year or a plus of 35% at constant exchange rates (CER). Net sales before "designated hedges reclassified to net sales" increased by 30% (35% CER). The designated hedges reflect UCB's realized transactional hedging activities.

This growth in 2025 was driven by the strong performance of UCB's growth drivers - all showing double-digit growth or better: BIMZELX® - now representing the largest drug in the portfolio -, FINTEPLA®, RYSTIGGO®, ZILBRYSQ® and EVENITY®. CIMZIA® is the second-largest drug in the portfolio. BRIVIACT® reported continued double-digit growth in the last year of its patent protection in the U.S. and EU.

## UCB's five growth drivers (€ million)



## Business Performance Review continued

**BIMZELX® (bimekizumab)**, the first and only IL-17A & IL-17F inhibitor is now available in more than 50 countries around the globe, across five indications: psoriasis (PSO), active psoriatic arthritis (PSA), active ankylosing spondylitis (AS), active non-radiographic axial spondyloarthritis (nr-axSpA) and hidradenitis suppurativa (HS). The increase by more than 200% is driven by strong demand in all indications, including a strong momentum in HS, coupled with a favorable U.S. payer mix. PSO accounted for 53% of the global BIMZELX® net sales. HS, a highly underdiagnosed condition with significant unmet medical need, contributed 28%, while PSA, AS and nr-axSpA combined represented 19%. More than 116 000 patients accessed the product in 2025. Global reported net sales were € 2 227 million after € 607 million in 2024.

**FINTEPLA® (fenfluramine)**, at the end of 2025, reached over 14 000 patients and their families living with seizures associated with rare epileptic syndromes. FINTEPLA® is a potential transformative therapy for multiple Developmental and Epileptic Encephalopathies (DEEs) offering a foundational therapy option in Dravet Syndrome and a recognized option in Lennox Gastaut Syndrome. Net sales increased to € 427 million, a plus by 26% (+30% CER).

**RYSTIGGO® (rozanolixizumab)** is a treatment option for people living with generalized myasthenia gravis (gMG) providing rapid and durable efficacy. RYSTIGGO® reached more than 2 400 people living with gMG in 2025. In 2025, net sales went up to € 332 million after € 202 million in 2024.

**ZILBRYSQ® (zilucoplan)** is the first and only once-daily subcutaneous, targeted C5 complement inhibitor and reached more than 1 300 people living with myasthenia gravis (gMG) in 2025. In 2025, net sales reached € 217 million after € 72 million in 2024.

**EVENITY® (romosozumab)**, the only sclerostin-inhibitor and leader in several bone builder markets has, since its global launch in 2019, reached more than 1 300 000 (2024: 900 000) women living with postmenopausal osteoporosis at high risk of fracture around the world. Net sales in Europe went up by 33% reaching € 137 million (+33% 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)**, reported global net sales of € 1 954 million (-4%; 0% CER). This performance reflects volume growth (+ 4%) overcompensated by net price declines. Since 2024, CIMZIA® is no longer patent protected in the U.S. and EU. There is no biosimilar competition, neither today nor expected near-term.

**BRIVIACT® (brivaracetam)** increased net sales to € 758 million, an increase of 11% (+14% CER) and over achieving its peak sales target of "at least € 600 million" already in 2024, well before 2026, the year of the end of exclusivity in the U.S. (February) and Europe (August). This was 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)**, reported lower net sales of € 439 million (-25%; -22% CER; -7% CER excluding divestitures), reflecting the generic competition in all regions and the strategic divestment of the neurology portfolio in China in November 2024. 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)** is experiencing generic competition since 2022 in the U.S. and in Europe and since December 2025 in Japan due to loss of exclusivity. Net sales went down to € 303 million (-8%; -5% CER; +1% CER excluding divestitures).

**NAYZILAM® (midazolam)** Nasal Spray<sup>Clv</sup>, the nasal rescue treatment for epilepsy seizure clusters reported net sales of € 128 million +3% (+8% CER).

### UCB's established brands

The net sales of the established brands which include **NEUPRO® (rotigotine)**, the patch for Parkinson's disease and restless legs syndrome and UCB's allergy product portfolio with **ZYRTEC® (cetirizine)**, including ZYRTEC®-D/Cirrus® and **XYZAL® (levocetirizine)** reached € 373 million, -28% (-27% CER). This reflects the sale of two established brands and the strategic divestiture of the neurology and allergy portfolio in China in November 2024 as well as a product sale in the second half of 2025 and the maturity of the portfolio. Adjusted by the product sales and the portfolio divestiture, the performance of the established brands portfolio was -13% CER.

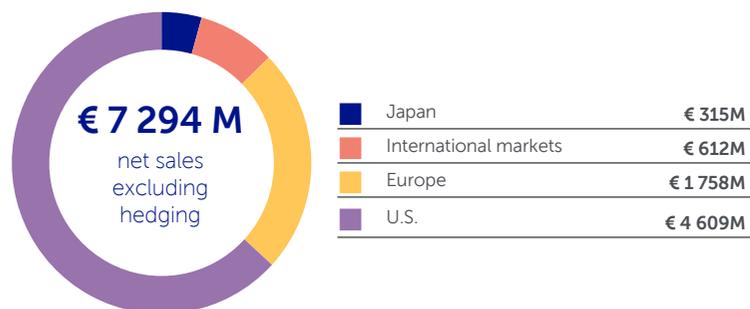
**Designated hedges reclassified to net sales** were € +94 million after € +19 million in 2024. As part of its currency hedging strategy, UCB hedged the forecasted 2025 foreign currency cash flows during 2024. The hedge result results primarily from the depreciation of the U.S. Dollar and has been reclassified into net sales.

**Business Performance Review** continued

**1.4. Net sales by geographical area**

€ million	Actual		Variance actual rates		Variance CER	
	2025	2024	€ million	%	€ million	%
<b>Net sales - U.S.</b>	<b>4 609</b>	<b>3 036</b>	<b>1 573</b>	<b>52 %</b>	<b>1 769</b>	<b>58%</b>
BIMZELX®	1 657	287	1 370	>100%	1 441	>100%
CIMZIA®	1 208	1 289	-81	-6 %	-29	-2%
BRIVIACT®	578	540	39	7 %	63	12%
FINTEPLA®	355	294	61	21 %	76	26%
RYSTIGGO®	270	184	86	47 %	97	53%
ZILBRYSQ®	157	56	101	>100%	108	>100%
NAYZILAM®	128	124	4	3 %	10	8%
KEPPRA®	107	123	-16	-13 %	-12	-9%
VIMPAT®	68	56	12	21 %	15	26%
Established brands	81	83	-1	-2 %	2	2%
<b>Net sales - Europe</b>	<b>1 758</b>	<b>1 582</b>	<b>176</b>	<b>11 %</b>	<b>175</b>	<b>11%</b>
CIMZIA®	427	436	-9	-2 %	-9	-2%
BIMZELX®	424	255	169	66 %	169	66%
KEPPRA®	194	199	-5	-3 %	-5	-3%
BRIVIACT®	138	120	18	15 %	18	15%
EVENITY®	137	103	34	33 %	34	33%
VIMPAT®	96	116	-20	-17 %	-20	-17%
FINTEPLA®	59	41	18	44 %	18	44%
ZILBRYSQ®	35	8	27	>100%	27	>100%
RYSTIGGO®	31	8	24	>100%	24	>100%
Established brands	217	296	-79	-27 %	-79	-27%
<b>Net sales - Japan</b>	<b>315</b>	<b>257</b>	<b>58</b>	<b>23 %</b>	<b>68</b>	<b>26%</b>
VIMPAT®	84	85	-1	-2 %	1	1%
BIMZELX®	62	32	30	94 %	32	>100%
E KEPPRA®	40	65	-25	-39 %	-24	-37%
CIMZIA®	39	28	10	37 %	12	41%
RYSTIGGO®	27	10	17	>100%	18	>100%
ZILBRYSQ®	24	8	17	>100%	17	>100%
BRIVIACT®	16	1	15	>100%	15	>100%
FINTEPLA®	9	2	7	>100%	7	>100%
Established brands	14	25	-11	-46 %	-11	-44%
<b>Net sales - International markets</b>	<b>612</b>	<b>718</b>	<b>-106</b>	<b>-15 %</b>	<b>-64</b>	<b>-9%</b>
CIMZIA®	280	280	0	0 %	19	7%
KEPPRA®	99	196	-96	-49 %	-86	-44%
BIMZELX®	85	33	52	>100%	58	>100%
VIMPAT®	55	71	-16	-23 %	-13	-19%
BRIVIACT®	25	24	0	2 %	2	6%
FINTEPLA®	4	2	1	53 %	1	58%
RYSTIGGO®	3	0	3	N/A	4	N/A
Established brands	61	111	-50	-46 %	-47	-43%
<b>Net sales before hedging</b>	<b>7 294</b>	<b>5 593</b>	<b>1 701</b>	<b>30 %</b>	<b>1 948</b>	<b>35%</b>
Designated hedges reclassified to net sales	94	19	74	>100%		
<b>Total net sales</b>	<b>7 388</b>	<b>5 613</b>	<b>1 775</b>	<b>32 %</b>	<b>1 948</b>	<b>35%</b>

## Business Performance Review continued



**U.S. net sales** went up to € 4 609 million by 52% (+58% CER) driven by the stellar launch of BIMZELX®, which is now approved in all five indications. The growth was also supported by the strong launch execution of RYSTIGGO® and ZILBRYSQ® as well as FINTEPLA®. CIMZIA showed good volume growth (+ 4%), which was overcompensated by net price declines. Since 2024, CIMZIA® is no longer patent protected in the U.S. There is no biosimilar competition, neither today nor expected near-term.

**Net sales in Europe** increased to € 1 758 million by 11% (+11% CER) – driven by the strong growth of BIMZELX®, the new product portfolio for the treatment of generalized myasthenia gravis (gMG), RYSTIGGO® and ZILBRYSQ®, as well as EVENITY® and FINTEPLA® and supported by the double-digit growth of BRIVIACT®, which will see loss of exclusivity in August 2026. CIMZIA® showed good volume growth (+3%), which was offset by price decline. CIMZIA® is no longer patent protected in the EU. There is no biosimilar competition, neither today nor expected near-term. The decline of the established brands portfolio reflects the sale of rights to two established brands in November 2024 as well as a product sale in the second half of 2025. Adjusted by both events, the established brands were € 186 million, -17% CER.

**Net sales in Japan** went up to € 315 million after € 257 million in 2024 (+23%, +26% CER). This was driven by the growth drivers BIMZELX®, RYSTIGGO® and ZILBRYSQ® and as well by the newly launched BRIVIACT®. Since April 2025, UCB provides CIMZIA® to patients in Japan as the co-promotion with the Japanese partner has ended. Hence, the in-market sales are booked by UCB since H2 2025. VIMPAT® remained stable at constant exchange rates with generic competition since December 2025.

**International markets net sales** amounted to € 612 million (-15%; -9% CER) including growth contribution from BIMZELX®, CIMZIA® and FINTEPLA®. This growth was overcompensated by effects of the strategic divestment of UCB's mature neurology and allergy portfolio in China in November 2024. Adjusted by this divestment net sales were growing by +18% CER.

Designated hedges reclassified to net sales were € 94 million (€ 19 million in 2024) 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

€ million	Actual		Variance	
	2025	2024	Actual rates	CER
Biotechnology IP	54	60	-10%	-6%
Other	34	19	83%	92%
<b>Royalty income and fees</b>	<b>88</b>	<b>78</b>	<b>12%</b>	<b>17%</b>

In 2025, **royalty income and fees** increased to € 88 million after € 78 million in 2024.

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

€ million	Actual		Variance	
	2025	2024	Actual rates	CER
Contract manufacturing sales	184	79	>100%	>100%
Other	81	382	-79%	-78%
<b>Other revenue</b>	<b>265</b>	<b>461</b>	<b>-43%</b>	<b>-41%</b>

**Other revenue** were € 265 million showing a decrease by 43%.

**Contract manufacturing sales** increased significantly to € 184 million from € 79 million, due to higher demand for contract manufacturing after the sale of established brands in the last two years. To ensure uninterrupted patient supply, the agreements provide that UCB will continue to manufacture these products and supply them to the acquirer for an individual transitional period.

**"Other" revenue** which include payments from R&D licensing partners or sales milestones decreased to € 81 million. This contains in 2025 Biogen for dapirolizumab pegol in Lupus (SLE, phase 3 program) and sales milestones for FINTEPLA®. In 2024, 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 in November 2024, led to other revenue of € 157 million, which did not reoccur in 2025. Also, in 2025 did not reoccur: Termination revenue for minzasolmin (€ 92 million) and milestone payments in connection with the approval of FINTEPLA® for the treatment of seizures associated with Lennox-Gastraup syndrome (LGS) in Japan (€ 34 million). Additionally, the partnership for CIMZIA® in Japan ended in April 2025.

## Business Performance Review continued

### 1.7. Gross profit

€ million	Actual		Variance	
	2025	2024	Actual rates	CER
<b>Revenue</b>	<b>7 741</b>	<b>6 152</b>	<b>26%</b>	<b>29%</b>
Net sales	7 388	5 613	32%	35%
Royalty income and fees	88	78	12%	17%
Other revenue	265	461	-43%	-41%
<b>Cost of sales</b>	<b>-1 990</b>	<b>-1 752</b>	<b>14%</b>	<b>15%</b>
Cost of sales products and services	-1 487	-1 227	21%	22%
Royalty expenses	-120	-106	13%	20%
<b>Adjusted Gross Profit</b>	<b>6 134</b>	<b>4 819</b>	<b>27%</b>	<b>31%</b>
Amortization of intangible assets linked to sales	-383	-419	-9%	-6%
<b>Gross Profit</b>	<b>5 751</b>	<b>4 400</b>	<b>31%</b>	<b>34%</b>

In 2025, the gross profit before “amortization of intangible assets linked to sales” or adjusted gross profit, was € 6 134 million (+27%; +31% CER) and showed an even better performance than the topline, thanks to the improved product mix driven by the five growth drivers. The adjusted gross margin reached 79.2%, an improvement compared to 2024 with an adjusted gross margin of 78.3%.

Gross profit after “amortization of intangible assets linked to sales” reached € 5 751 million – with an improved gross margin of 74.3% after 71.5% in 2024, 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 € 1 487 million (+21%; +22% CER) – thanks to the improved product mix by the five growth drivers.
- **Royalty expenses** reached € 120 million after € 106 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 € 383 million (after € 419 million) after divestiture of certain Established Brands and the end of the Cimzia patent protection in 2024.

### 1.8. Adjusted EBIT and Adjusted EBITDA

€ million	Actual		Variance	
	2025	2024	Actual rates	CER
<b>Revenue</b>	<b>7 741</b>	<b>6 152</b>	<b>26%</b>	<b>29%</b>
Net sales	7 388	5 613	32%	35%
Royalty income and fees	88	78	12%	17%
Other revenue	265	461	-43%	-41%
<b>Adjusted Gross Profit</b>	<b>6 134</b>	<b>4 819</b>	<b>27%</b>	<b>31%</b>
<b>Gross Profit</b>	<b>5 751</b>	<b>4 400</b>	<b>31%</b>	<b>34%</b>
Marketing and selling expenses	-2 485	-2 075	20%	22%
Research and development expenses	-1 822	-1 781	2%	4%
General and administrative expenses	-264	-272	-3%	-2%
Other operating income/expenses (-)	829	564	47%	52%
<b>Total operating expenses</b>	<b>-3 742</b>	<b>-3 564</b>	<b>5%</b>	<b>7%</b>
<b>Adjusted EBIT</b>	<b>2 009</b>	<b>836</b>	<b>&gt;100%</b>	<b>&gt;100%</b>
Add: Amortization of intangible assets	433	467	-7%	-5%
Add: Depreciation charges	194	174	11%	13%
<b>Adjusted EBITDA</b>	<b>2 636</b>	<b>1 476</b>	<b>79%</b>	<b>87%</b>

Operating expenses, encompassing marketing and selling expenses, research and development expenses, general and administrative expenses and other operating income/expenses, increased only by 5% to € 3 742 million. This was supported by higher other operating income.

**Business Performance Review** continued

Total operating expenses in relation to revenue (operating expense ratio) improved to 48% following 58% in 2024 and are consisting of:

- 20% higher marketing and selling expenses of € 2 485 million (+22% CER), driven by continued 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 and the ongoing expansion of EVENITY® in Europe.
- 2% higher research and development expenses of € 1 822 million (+4% CER) reflect the continued investments in UCB's innovative R&D pipeline encompassing one phase 4 (post-approval) asset, one asset in submission preparation, four phase 3 projects, three phase 2 projects plus several clinical studies in preparation to start later in 2026 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 24% in 2025 following 29% in 2024 due to almost stable expenses and strong revenue growth.
- 3% lower general and administrative expenses of € 264 million (-2% CER), driven by continued cost discipline, operational improvement and excellence. Also, the accounting effect of long-term incentives (LTI) impacting 2024, did not reoccur in 2025.
- other operating income increased to € 829 million, following € 564 million in 2024 - driven by the net contribution of € 632 million (+32%) from EVENITY®. EVENITY® is being brought to patients globally by Amgen, Astellas and UCB, with net sales outside Europe reported by the partners. Hence, the net earnings contribution from outside Europe is reflected here. "Other" represents non-recurring proceeds from the sale of established brands in H2 2025 (€315m) partly compensated by one-off expenses (€111m) due to resolution of contractual commitments.

€ million	Actual		Variance	
	2025	2024	Actual rates	CER
Collaboration agreement for the development and commercialization of EVENITY®	<b>632</b>	481	32%	39%
Other	<b>198</b>	83	>100%	>100%
<b>Total other operating income / expenses (-)</b>	<b>829</b>	<b>564</b>	<b>47%</b>	<b>52%</b>

Higher revenue driven by the strong net sales growth, improved gross margin due to improved product mix, higher operating expenses with good cost control driven by the strong investments behind the global launches combined with higher operating income due to the continued net earnings contribution for EVENITY® plus other operating one-offs led to an increased adjusted EBIT (Earnings Before Interest and Taxes) of € 2 009 million, up by >100% .

Total amortization of intangible assets (product related and other) amounted to € 433 million after € 467 million. Depreciation charges reached € 194 million after € 174 million.

Adjusted EBITDA (Earnings before Interest, Taxes, Depreciation and amortization charges) increased by 79% to € 2 636 million (+87% CER), reflecting double-digit revenue growth, improved gross margin due to improved product mix, higher operating expenses with good cost control driven by the strong investments behind the global launches combined with higher operating income due to the continued net earnings contribution for EVENITY® and the non-recurring proceeds from product sale partly compensated by one-off expenses due to a resolution of contractual commitments. The adjusted EBITDA ratio for 2025 (in % of revenue) reached 34.0%, vs 24.0% in 2024. Corrected for the other operating one-offs, the adjusted EBITDA was € 2 431 million, representing an adjusted EBITDA ratio of 31.4%.

**1.9. Profit**

€ million	Actual		Variance	
	2025	2024	Actual rates	CER
<b>Adjusted EBIT</b>	<b>2 009</b>	<b>836</b>	<b>&gt;100%</b>	<b>&gt;100%</b>
Impairment charges	<b>0</b>	-73	-100%	-100%
Restructuring expenses	<b>-36</b>	-25	41%	43%
Gain/loss (-) on disposals	<b>-2</b>	578	>-100%	>-100%
Other income/expenses (-)	<b>-23</b>	8	>-100%	>-100%
Total impairment, restructuring and other income/expenses (-)	<b>-61</b>	488	>-100%	>-100%
<b>EBIT (operating profit)</b>	<b>1 948</b>	<b>1 324</b>	<b>47%</b>	<b>55%</b>
Net financial expenses (-)	<b>-126</b>	-161	-22%	-45%
<b>Profit before income taxes</b>	<b>1 822</b>	<b>1 163</b>	<b>57%</b>	<b>70%</b>
Income tax expenses	<b>-264</b>	-98	>100%	>100%
<b>Profit</b>	<b>1 558</b>	<b>1 065</b>	<b>46%</b>	<b>59%</b>

Total impairment, restructuring and other income/expenses (-) amounted to a result of € -61 million (after an income of € 488 million in 2024). The income in 2024 was driven by the successful closing of the divestment of UCB's mature neurology and allergy portfolio in China.

Net financial expenses reached € 126 million, down from € 161 million in 2024. Debt reduction and return on cash investments drove this evolution, partially offset by higher cost of hedging.

Income tax expenses increased to € 264 million in 2025, compared with € 98 million in 2024, resulting in an effective tax rate of 14% (2024: 8%). The 2025 tax rate reflects the continued and sustainable use of R&D incentives, and the additional recognition of deferred tax assets on tax losses. In 2024, the effective tax rate corrected for the impact of a divestment in China was at 14%.

Driven by double-digit revenue growth, higher operating expenses reflecting the strong investments behind the launches, the continued contribution from EVENITY®, the profit of the Group amounted to € 1 558 million after € 1 065 million.

## Business Performance Review continued

### 1.10. Core EPS

€ million	Actual		Variance	
	2025	2024	Actual rates	CER
<b>Profit</b>	<b>1 558</b>	<b>1 065</b>	<b>46%</b>	<b>59%</b>
Total impairment, restructuring and other income (-) /expenses	<b>61</b>	-488	>-100%	>-100%
Income tax on impairment, restructuring and other expenses / credit (-)	<b>-15</b>	15	>-100%	>-100%
Profit (-)/loss from discontinued operations	<b>0</b>	0	N/A	N/A
Amortization of intangibles linked to sales	<b>383</b>	419	-9%	-6%
Income tax on amortization of intangibles linked to sales	<b>-86</b>	-65	33%	37%
<b>Core profit</b>	<b>1 900</b>	<b>947</b>	<b>&gt;100%</b>	<b>&gt;100%</b>
Weighted average number of shares (million)	<b>190</b>	190	0%	
<b>Core EPS</b>	<b>9.99</b>	<b>4.98</b>	<b>&gt;100%</b>	<b>&gt;100%</b>

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 € 1 900 million (>100%; >100% CER), leading to core earnings per share (EPS) of € 9.99 compared to € 4.98 in 2024, per non-dilutive weighted average number of shares of 190 million (stable).

### 1.11. Capital expenditure

The total capital expenditure amounts to € 449 million (2024: € 322 million) and is as follows:

- In 2025, the tangible capital expenditure resulting from the UCB biopharmaceutical activities amounted to € 281 million (2024: € 234 million) and are mainly related to the gene therapy facility in Belgium, the new campus site in the U.K. and IT hardware.
- Acquisition of intangible assets reached € 168 million in 2025 (2024: € 88 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 € 635 million from € 4 082 million at December 31, 2024 to € 3 447 million at December 31, 2025 mainly due to ongoing amortization of intangible assets (€ 433 million) and the negative impact from translation of foreign currencies (€ 422 million) due to weaker USD; offset by € 220 million additions (related to in-licensing deals, software and capitalized eligible development costs).

Goodwill at € 5 091 million, a decrease of € 371 million mainly due to a weaker U.S. Dollar compared to December 2024.

Other non-current assets at € 3 565 million or € 551 million higher compared to last year, and include additions for property, plant and equipment of € 398 million mainly related to the gene therapy facility in Belgium and the new campus in the U.K., offset with € 194 million depreciation, and an increase of deferred tax assets related to timing differences.

The current assets increased from € 4 788 million as of December 31, 2024 to € 6 054 million as of December 31, 2025 and include slightly higher inventory linked to the five growth products, higher outstanding trade receivables linked to the increase in sales, and higher cash and cash equivalents driven by underlying profitability, including the divestiture of non-core assets, partly offset by the prepayment of certain loans.

UCB's shareholders' equity, at € 10 867 million, showed an increase of € 838 million between December 31, 2024 and December 31, 2025. The main changes stem from the net profit (€ 1 558 million), offset with the US\$ and GBP currency translation (€ -727 million) and the dividend payments (€ -264 million).

The non-current liabilities amounted to € 2 890 million, a decrease of € 900 million, mainly driven by the voluntarily prepayment of certain loans (€ 641 million).

The current liabilities amount to € 4 401 million, an increase of € 873 million, and include higher outstanding trade and other payables, higher income tax payables.

Net financial cash at € 7 million as per end December 2025, compared to a net financial debt of € 1 454 million as of end December 2024. The decrease is related to the higher cash position due to underlying net profitability, including proceeds received from the sale of a non-core asset.

## Business Performance Review continued

### 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 € 2 291 million compared to € 1 242 million in 2024. The cash inflow stems from underlying net profitability and working capital including 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 outflow of € 389 million compared to an inflow of € 282 million in 2024. The 2025 investing activities mainly include € 449 million capital expenditures offset by proceeds from the sale of other investments of € 88 million. The 2024 cash flow from investing activities was mainly driven by the proceeds from the divestment of UCB's mature neurology and allergy business in China.
- Cash flow from financing activities represented a net outflow of € 1 214 million, mainly driven by the voluntarily prepayment of certain loans (€ 641 million) absent issuance of new debt, the dividend paid to UCB shareholders (€ -264 million), the acquisition of treasury shares (€ -121 million) and interests paid (€ -128 million).

### 1.14. Financial Guidance 2026

Also the year 2026 will reflect UCB's unwavering focus on innovation and execution excellence continuing to deliver results. The company's strong momentum and resilience is supported by a portfolio of five differentiated growth drivers – BIMZELX®, RYSTIGGO®, ZILBRYSQ®, FINTEPLA®, and EVENITY® – each addressing significant unmet medical needs through unique mechanisms of action. The growth will be supported by expanding patient access for BIMZELX® and will overcompensate the expected net sales decline of BRIVIACT® due to loss of exclusivity in the U.S. and Europe.

For 2026, UCB is providing guidance at constant exchange rates. Providing financial guidance at constant exchange rates (CER) is a common practice among global companies. It supports understanding the underlying operational performance, improves comparability year over year and cross companies.

Revenues are expected to grow in a high single-digit to low double-digit percentage range at CER.

UCB will continue to invest behind strong execution 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 late-stage development pipeline. Underlying profitability, adjusted EBITDA, is expected to grow in a high single-digit to high teens percentage range at CER. Corrected for the other operating one-offs in 2025, adjusted EBITDA growth is expected in the high teens to high twenties percentage range at CER.

The financial guidance 2026 as mentioned above is calculated on the same basis as the actual figures for 2025 and is based on current rules and regulations.

## 2. Consolidated financial statements

### 2.1 Consolidated income statement

For the year ended December 31

€ million	Note	2025	2024
<b>Continuing operations</b>			
Net Sales	6	7 388	5 613
Royalty income and fees		88	78
Other revenue	10	265	461
<b>Revenue</b>		<b>7 741</b>	<b>6 152</b>
Cost of sales		-1 990	-1 752
<b>Gross profit</b>		<b>5 751</b>	<b>4 400</b>
Marketing and selling expenses		-2 485	-2 075
Research and development expenses		-1 822	-1 781
General and administrative expenses		-264	-272
Other operating income/expenses (-)	13	829	564
<b>Operating profit before impairment, restructuring and other income and expenses</b>		<b>2 009</b>	<b>836</b>
Impairment of non-financial assets	14	0	-73
Restructuring expenses	15	-36	-25
Other income/expenses (-)	16	-25	586
<b>Operating profit</b>		<b>1 948</b>	<b>1 324</b>
Financial income	17	81	39
Financial expenses	17	-207	-200
<b>Profit before income taxes</b>		<b>1 822</b>	<b>1 163</b>
Income tax expense	18	-264	-98
<b>Profit from continuing operations</b>		<b>1 558</b>	<b>1 065</b>
Discontinued operations			
<b>Profit/loss (-) from discontinued operations</b>	9	<b>0</b>	<b>0</b>
<b>Profit</b>		<b>1 558</b>	<b>1 065</b>

For the year ended December 31

€ million	Note	2025	2024
<b>Attributable to:</b>			
Equity holders of UCB SA		1 558	1 065
Non-controlling interests		0	0
<b>Basic earnings per share (€)</b>			
from continuing operations	41.1	8.20	5.61
from discontinued operations	41.1	0.00	0.00
<b>Total basic earnings per share</b>		<b>8.20</b>	<b>5.61</b>
<b>Diluted earnings per share (€)</b>			
from continuing operations	41.2	8.03	5.48
from discontinued operations	41.2	0.00	0.00
<b>Total diluted earnings per share</b>		<b>8.03</b>	<b>5.48</b>

**Consolidated Financial Statements** continued**2.2 Consolidated statement of comprehensive income**

For the year ended December 31

€ million	Note	2025	2024
<b>Profit for the period</b>		<b>1 558</b>	<b>1 065</b>
<b>Other comprehensive income</b>			
Items to be reclassified to profit or loss in subsequent periods:			
- Net gain/loss (-) on financial assets at FVOCI		<b>89</b>	0
- Exchange differences on translation of foreign operations		<b>-727</b>	371
- Effective portion of gains/losses (-) on cash flow hedges		<b>185</b>	-139
- Income tax relating to the components of other comprehensive Income to be reclassified to profit or loss in subsequent periods		<b>-50</b>	30
Items not to be reclassified to profit or loss in subsequent periods:			
- Remeasurement of defined benefit obligation	33	<b>72</b>	6
- Income tax relating to the components of other comprehensive Income not to be reclassified to profit or loss in subsequent periods		<b>-10</b>	0
<b>Other comprehensive income/loss (-) for the period, net of tax</b>		<b>-441</b>	268
<b>Total comprehensive income for the period, net of tax</b>		<b>1 117</b>	1 333
Attributable to:			
Equity holders of UCB SA		<b>1 117</b>	1 333
Non-controlling interests		<b>0</b>	0
<b>Total comprehensive income for the period, net of tax</b>		<b>1 117</b>	1 333

**2.3 Consolidated statement of financial position**

For the year ended December 31

€ million	Note	2025	2024
<b>Assets</b>			
<b>Non-current assets</b>			
Intangible assets	20	<b>3 447</b>	4 082
Goodwill	21	<b>5 091</b>	5 462
Property, plant and equipment	22	<b>1 915</b>	1 754
Deferred income tax assets	32	<b>1 383</b>	1 020
Financial and other assets (including derivative financial instruments)	23	<b>268</b>	241
<b>Total non-current assets</b>		<b>12 104</b>	<b>12 559</b>
Current assets			
Inventories	24	<b>1 496</b>	1 309

For the year ended December 31

€ million	Note	2025	2024
Trade and other receivables	25	<b>1 861</b>	1 526
Income tax receivables	36	<b>112</b>	50
Financial and other assets (including derivative financial instruments)	23	<b>308</b>	300
Cash and cash equivalents	26	<b>2 251</b>	1 573
Assets of disposal group classified as held for sale	9.2	<b>26</b>	30
<b>Total current assets</b>		<b>6 054</b>	<b>4 788</b>
<b>Total assets</b>		<b>18 158</b>	<b>17 347</b>
Equity and liabilities			
Equity			
Capital and reserves attributable to UCB shareholders	27	<b>10 867</b>	10 029
Non-controlling interests	23.6	<b>0</b>	0
<b>Total equity</b>		<b>10 867</b>	<b>10 029</b>
Non-current liabilities			
Borrowings	29	<b>754</b>	1 539
Bonds	30	<b>1 429</b>	1 424
Other financial liabilities (including derivative financial instruments)	31	<b>32</b>	65
Deferred income tax liabilities	32	<b>109</b>	91
Employee benefits	33	<b>159</b>	228
Provisions	34	<b>229</b>	227
Trade and other liabilities	35	<b>92</b>	101
Income tax payables	36	<b>86</b>	114
<b>Total non-current liabilities</b>		<b>2 890</b>	<b>3 789</b>
Current liabilities			
Borrowings	29	<b>62</b>	63
Bonds	30	<b>0</b>	0
Other financial liabilities (including derivative financial instruments)	31	<b>83</b>	128
Provisions	34	<b>137</b>	172
Trade and other liabilities	35	<b>3 951</b>	3 019
Income tax payables	36	<b>168</b>	147
Liabilities of disposal group classified as held for sale	9.2	<b>0</b>	0
<b>Total current liabilities</b>		<b>4 401</b>	<b>3 529</b>
<b>Total liabilities</b>		<b>7 291</b>	<b>7 318</b>
<b>Total equity and liabilities</b>		<b>18 158</b>	<b>17 347</b>

**Consolidated Financial Statements** continued**2.4 Consolidated statement of cash flows**

For the year ended December 31

€ million	Note	2025	2024
<b>Profit for the year attributable to UCB shareholders</b>		<b>1 558</b>	<b>1 065</b>
Adjustment for non-cash transactions	37	<b>619</b>	590
Adjustment for items to disclose separately under operating cash flow	37	<b>263</b>	98
Adjustment for items to disclose under investing and financing cash flows	37	<b>84</b>	-465
Change in working capital	37	<b>303</b>	168
Working capital relating to acquisitions / divestments		<b>0</b>	-28
Interest received	17	<b>46</b>	29
<b>Cash flow generated from operations</b>		<b>2 873</b>	<b>1 457</b>
Tax paid during the period		<b>-582</b>	-215
<b>Net cash flow used in (-)/generated by operating activities:</b>			
From continuing operations		<b>2 291</b>	1 242
From discontinued operations		<b>0</b>	0
<b>Net cash flow generated by operating activities</b>		<b>2 291</b>	<b>1 242</b>
Acquisition of property, plant and equipment	22	<b>-281</b>	-234
Acquisition of intangible assets	20	<b>-168</b>	-88
Acquisition of subsidiaries, net of cash acquired		<b>0</b>	0
Acquisition of other investments		<b>-18</b>	-19
<b>Sub-total acquisitions</b>		<b>-467</b>	<b>-341</b>
Proceeds from sale of property, plant and equipment		<b>1</b>	0
Proceeds from sale of subsidiaries, net of cash disposed		<b>0</b>	0
Proceeds from divestment of business unit, net of cash disposed		<b>-11</b>	619
Proceeds from sale of other investments		<b>88</b>	4
<b>Sub-total disposals</b>		<b>78</b>	<b>623</b>
<b>Net cash flow used in (-)/generated by investing activities:</b>			
From continuing operations		<b>-389</b>	282
From discontinued operations		<b>0</b>	0
<b>Net cash flow used in (-)/generated by investing activities:</b>		<b>-389</b>	<b>282</b>

For the year ended December 31

€ million	Note	2025	2024
Proceeds from (+)/repayment of (-) bonds	30.3	<b>0</b>	495
Proceeds from borrowings	29	<b>0</b>	77
Repayments of borrowings (-)	29	<b>-641</b>	-756
Payment of lease liabilities	29	<b>-60</b>	-53
Acquisition (-) of treasury shares	27	<b>-121</b>	-162
Dividend paid to UCB shareholders, net of dividend paid on own shares	42	<b>-264</b>	-259
Interest paid	17	<b>-128</b>	-160
<b>Net cash flow used in (-)/generated by financing activities:</b>			
From continuing operations		<b>-1 214</b>	-818
From discontinued operations		<b>0</b>	0
<b>Net cash flow used in (-)/generated by financing activities</b>		<b>-1 214</b>	<b>-818</b>
<b>Net increase/decrease (-) in cash and cash equivalents</b>		<b>688</b>	706
From continuing operations		<b>688</b>	706
From discontinued operations		<b>0</b>	0
<b>Net cash and cash equivalents at the beginning of the period</b>		<b>1 573</b>	861
Effect of exchange rate fluctuations		<b>-10</b>	6
<b>Net cash and cash equivalents at the end of the period</b>		<b>2 251</b>	<b>1 573</b>

**Consolidated Financial Statements** continued**2.5 Consolidated statement of changes in equity**

2025	Attributed to equity holders of UCB SA								Non-controlling interests	Total stockholders' equity
	Share capital and share premium	Treasury shares	Retained earnings	Other reserves	Cumulative translation adjustments	Financial assets at FVOCI	Cash flow hedges	Total		
€ million										
<b>Balance at January 1, 2025</b>	<b>2 614</b>	<b>(384)</b>	<b>7 395</b>	<b>(3)</b>	<b>426</b>	<b>36</b>	<b>(55)</b>	<b>10 029</b>	<b>–</b>	<b>10 029</b>
Profit for the period	–	–	1 558	–	–	–	–	<b>1 558</b>	–	<b>1 558</b>
Other comprehensive income/loss (-)	–	–	–	62	(727)	89	135	<b>(441)</b>	–	<b>(441)</b>
<b>Total comprehensive income</b>	<b>–</b>	<b>–</b>	<b>1 558</b>	<b>62</b>	<b>(727)</b>	<b>89</b>	<b>135</b>	<b>1 117</b>	<b>–</b>	<b>1 117</b>
Dividends (Note 41.4)	–	–	(264)	–	–	–	–	<b>(264)</b>	–	<b>(264)</b>
Share-based payments (Note 28)	–	–	118	–	–	–	–	<b>118</b>	–	<b>118</b>
Transfer between reserves	–	128	(128)	–	–	–	–	<b>–</b>	–	<b>–</b>
Treasury shares (Note 27)	–	(133)	–	–	–	–	–	<b>(133)</b>	–	<b>(133)</b>
<b>Balance at December 31, 2025</b>	<b>2 614</b>	<b>(389)</b>	<b>8 679</b>	<b>59</b>	<b>(301)</b>	<b>125</b>	<b>80</b>	<b>10 867</b>	<b>–</b>	<b>10 867</b>
2024	Attributed to equity holders of UCB SA								Non-controlling interests	Total stockholders' equity
Share capital and share premium	Treasury shares	Retained earnings	Other reserves	Cumulative translation adjustments	Financial assets at FVOCI	Cash flow hedges	Total			
€ million										
<b>Balance at January 1, 2024</b>	<b>2 614</b>	<b>(353)</b>	<b>6 578</b>	<b>(9)</b>	<b>55</b>	<b>40</b>	<b>50</b>	<b>8 975</b>	<b>–</b>	<b>8 975</b>
Profit for the period	–	–	1 065	–	–	–	–	<b>1 065</b>	–	<b>1 065</b>
Other comprehensive income/loss (-)	–	–	–	6	371	(4)	(105)	<b>268</b>	–	<b>268</b>
<b>Total comprehensive income</b>	<b>–</b>	<b>–</b>	<b>1 065</b>	<b>6</b>	<b>371</b>	<b>(4)</b>	<b>(105)</b>	<b>1 333</b>	<b>–</b>	<b>1 333</b>
Dividends (Note 41.4)	–	–	(259)	–	–	–	–	<b>(259)</b>	–	<b>(259)</b>
Share-based payments (Note 28)	–	–	104	–	–	–	–	<b>104</b>	–	<b>104</b>
Transfer between reserves	–	102	(102)	–	–	–	–	<b>–</b>	–	<b>–</b>
Treasury shares (Note 27)	–	(133)	–	–	–	–	–	<b>(133)</b>	–	<b>(133)</b>
Sale of subsidiary	–	–	9	–	–	–	–	<b>9</b>	–	<b>9</b>
<b>Balance at December 31, 2024</b>	<b>2 614</b>	<b>(384)</b>	<b>7 395</b>	<b>(3)</b>	<b>426</b>	<b>36</b>	<b>(55)</b>	<b>10 029</b>	<b>–</b>	<b>10 029</b>

## 3. Notes to the consolidated financial statements

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## Notes to the Consolidated Financial Statements continued

### 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, 2025 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 Allée de la Recherche, 60 – 1070 Brussels, Belgium. UCB 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/NV for issue on February 26, 2026. The shareholders will be requested to approve the statutory financial statements of UCB SA/NV at their annual meeting on April 30, 2026.

### 2. Additional disclosures related to 2025 specific topics

#### 2.1. Impact of macroeconomic and geopolitical situation on the financial position, performance and cash flows of UCB

UCB Group continues to closely monitor the evolving macroeconomic and geopolitical environment. While inflation has moderated in several regions, underlying pressures remain uneven, and economic growth trajectories continue to diverge across UCB's core markets. UCB is also influenced by increased geopolitical uncertainty. In particular, policy developments in the United States, namely, the imposition of pharmaceutical import tariffs and the introduction of a Most Favored Nation (MFN) pricing model, represent potential sources of financial and operational risk. While these measures have not yet been finalized or fully implemented, they may, if enacted, adversely affect the Group's revenue generation, cost structure, and pricing flexibility in the U.S. market.

In accordance with IAS 36, the Group has performed impairment testing on its goodwill and intangible assets. The value-in-use calculations are based on cash flow projections that reflect reasonable and supportable assumptions representing management's best estimate of the range of economic conditions expected to prevail over the remaining useful life of the assets, in line with IAS 36.33. While the Group has considered multiple macroeconomic and regulatory scenarios, the results of the impairment testing indicate that headroom remains sufficient across all tested scenarios. The Group continues to monitor developments closely and will update its assessments as necessary to reflect any material changes in the external environment.

#### 2.2. 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. In 2025, UCB updated its climate scenario analysis in line with recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD) (see Environmental section of the Sustainability Statement page 54).

UCB performed a financial quantification of a few physical and transition risks assessed as most material. For each risk, potential impacts on revenue, cost of sales and operating expenses as well as on capital expenditures were assessed under three climate scenarios and across the 2030, 2040 and 2050 horizons when feasible.

UCB's financial position, performance and cash flows as reported in its consolidated financial statements as per December 31, 2025 are not materially impacted by this climate scenario analysis. Although this analysis showed that future impacts might be material, UCB still needs to conduct more detailed site assessments to understand the net risk factoring in current mitigation measures and to develop action plans where necessary. The climate scenario analysis did not lead to asset impairments or changes in useful lives.

UCB intends to periodically repeat and refine this climate scenario analysis to reflect evolving science and regulation, to continue monitoring the risks and strengthening the resilience of its business model to climate change.

### 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, 2025.

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 Critical judgments and accounting estimates](#).

## Notes to the Consolidated Financial Statements continued

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 consolidated financial statements of UCB as per December 31, 2025 given that UCB has assessed the impact of the restatement as being immaterial. In accordance with UCB's accounting policies as disclosed in this 2025 Integrated Annual Report, assets and liabilities of UCB Pharma A.S. are translated at the rate as per December 31, 2025 (Closing rate TRY = 50.472). Income and expenses are translated at the average exchange rate of December 2025 (Average rate TRY = 44.387).

### 3.2. New and amended standards adopted by the group

An amendment to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability is mandatory for the first time for the financial year beginning January 1, 2025. However, UCB is not impacted by this amendment.

### 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.

## Notes to the Consolidated Financial Statements continued

### 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 Impairment of non-financial assets](#). 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

## Notes to the Consolidated Financial Statements continued

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	
	2025	2024	2025	2024
USD	<b>1.174</b>	1.035	<b>1.128</b>	1.082
JPY	<b>184.060</b>	162.890	<b>168.727</b>	163.661
GBP	<b>0.872</b>	0.827	<b>0.857</b>	0.846
CHF	<b>0.931</b>	0.940	<b>0.937</b>	0.952

The closing rates represent spot rates as at December 31, 2025 and December 31, 2024.

#### 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 Financial income and financial expenses](#)), 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.

## Notes to the Consolidated Financial Statements continued

### 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 spent relative to total costs expected to be incurred and total hours expected to be spent 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. Startup 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, 2025, no internal development expenditures have met the recognition criteria.

## Notes to the Consolidated Financial Statements continued

### 3.9.2. Acquired intangible assets

Payments for acquired in-process research and development projects obtained through 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 and/or property, plant and equipment that constitute a business 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 R&D tax credit](#) under [3.13 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.

## Notes to the Consolidated Financial Statements continued

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, these cash payments are 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.

**Notes to the Consolidated Financial Statements** continued

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 operating 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

## Notes to the Consolidated Financial Statements continued

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 to terminate the lease.

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 de-recognition 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.

## Notes to the Consolidated Financial Statements continued

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.

## Notes to the Consolidated Financial Statements continued

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 at bank and on hand, and short-term cash investments including money market fund investments, term deposits, 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, in the statement of financial position, are shown within borrowings in current liabilities.

### 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.

## Notes to the Consolidated Financial Statements continued

### 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.

## Notes to the Consolidated Financial Statements continued

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 employees 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 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 Provisions](#).

## Notes to the Consolidated Financial Statements continued

### 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, no material additional lease liabilities and right-of-use assets have been recognized following revision of lease terms to reflect the effect of exercising extension options. As per December 31, 2025, potential future cash outflows (undiscounted) of approximately € 13 million have not been included in the lease liability, because it is not reasonably certain that the leases will be extended (or not terminated).

#### 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.

## Notes to the Consolidated Financial Statements continued

### 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 € 3 447 million ([Note 20 Intangible assets](#)) and goodwill with a carrying amount of € 5 091 million ([Note 21 Goodwill](#)). 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:

- Grow rate for terminal value at 2%
- Discount rate in respect of goodwill and intangibles related to marketed products at 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 Provisions](#). 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 Employee benefits](#). 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.

## Notes to the Consolidated Financial Statements continued

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, UCB engages 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 € 1 273 million ([Note 32 Deferred tax assets and liabilities](#)). 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 loss-making 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 rate 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.

## Notes to the Consolidated Financial Statements continued

### 5.1.1. Foreign exchange risk

The Group operates across the world and is exposed to movements in foreign currencies affecting its cash-flows, net income and financial position, as expressed in euro. The Group actively monitors its foreign currency exposures, and when appropriate, enters into transactions with the aim of preserving the value of existing assets and liabilities or anticipated transactions. In order to achieve these hedge objectives, the Group enters into foreign currency financing transactions and uses financial derivatives, including forward contracts, foreign exchange options and cross-currency swaps.

The instruments contracted to hedge transactional exposure are primarily denominated in U.S. dollar, British pound, Japanese yen and Swiss franc, reflecting the currencies where the Group has its most important exposures. The Group's financial risk management policy is to hedge both (i) the impact of remeasuring foreign currency-denominated assets and liabilities into the functional currency of the relevant subsidiaries, and (ii) within defined policy risk limits, the impact of currency fluctuations on the Group's anticipated net foreign currency cash flows over a period generally extending up to 24 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, 2025, 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, 2025

€ million	Change in rate. Strengthening/ weakening (-) EUR	Impact on equity: Loss (-)/gain	Impact on income statement: Loss (-)/gain
<b>USD</b>	<b>10 %</b>	<b>96</b>	<b>0</b>
	(10) %	-118	0
<b>GBP</b>	<b>10 %</b>	<b>-5</b>	<b>20</b>
	(10) %	6	-24
<b>CHF</b>	<b>10 %</b>	<b>-51</b>	<b>-1</b>
	(10) %	62	1
<b>JPY</b>	<b>10 %</b>	<b>9</b>	<b>0</b>
	(10) %	-11	0

At December 31, 2024

€ million	Change in rate. Strengthening/ weakening (-) EUR	Impact on equity: Loss (-)/gain	Impact on income statement: Loss (-)/gain
<b>USD</b>	<b>10 %</b>	<b>52</b>	<b>5</b>
	(10) %	-64	-6
<b>GBP</b>	<b>10 %</b>	<b>-6</b>	<b>3</b>
	(10) %	8	-3
<b>CHF</b>	<b>10 %</b>	<b>-60</b>	<b>1</b>
	(10) %	74	-1
<b>JPY</b>	<b>10 %</b>	<b>10</b>	<b>1</b>
	(10) %	-12	-2

### 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 Borrowings](#) and [30 Bonds](#). The Group uses interest rate derivatives to manage its interest rate risk, as described in [Note 39 Derivative financial instruments](#).

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 € 21 million (compared to € 40 million in 2024); a 300 basis points decrease in interest rates would have decreased equity by € 23 million (compared to € 44 million in 2024).

A 300 basis points increase or decrease in interest rates at statement of financial position date would impact profit and loss respectively by € 0 million and by € 0 million (2024: € -1 million and € 1 million).

**Notes to the Consolidated Financial Statements** continued

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.

**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, 2025

€ million	Change	Impact on VPPA derivative
<b>Discount rate sensitivity</b>	<b>+1%</b>	<b>0</b>
	-1%	0
<b>Electricity market price sensitivity</b>	<b>+10%</b>	<b>1</b>
	-10%	-1
<b>Expected electricity production sensitivity</b>	<b>+5%</b>	<b>0</b>
	-5%	0

At December 31, 2024

€ million	Change	Impact on VPPA derivative
<b>Discount rate sensitivity</b>	<b>+1%</b>	<b>0</b>
	-1%	0
<b>Electricity market price sensitivity</b>	<b>+10%</b>	<b>1</b>
	-10%	-1
<b>Expected electricity production sensitivity</b>	<b>+5%</b>	<b>0</b>
	-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 are mainly held for contractual purposes, The risk of loss in value is managed by reviews prior to investing and continuous monitoring of the performance of investments and contractors and changes in their risk profile.

Investments in equities 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 fair value through OCI. All fair value gains and losses are presented in OCI.

Similar to 2024, during 2025 the Group traded on treasury shares, which were accounted for through equity.

## Notes to the Consolidated Financial Statements continued

### 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, ongoing 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 Trade and other receivables](#)).

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 recognition. 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 credit 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 Cash and cash equivalents](#)): € 2 251 million (2024: € 1 573 million)
- unutilized revolving credit facility ([Note 29 Borrowings](#)): € 1 billion (2024: € 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 2025.

The table below analyses the contractual maturities of the Group's debt liabilities and financial derivatives 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 financial debt 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.

## Notes to the Consolidated Financial Statements continued

At December 31, 2025

€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	634	766	29	29	374	334
Debentures and other short term loans	29	0	0	0	0	0	0
Lease liabilities	29	182	207	64	48	58	37
Private Placement maturing in 2027	30	144	154	2	152	0	0
Institutional Eurobond maturing in 2028	30.1	474	515	5	5	505	0
Retail bond maturing in 2029	30.2	308	363	16	16	331	0
Institutional Eurobond maturing in 2030	30.3	503	606	21	21	564	0
Trade and other liabilities	35	3 864	3 864	3 772	1	64	27
Bank overdrafts	29	0	0	0	0	0	0
Interest rate swaps		-3	-3	-12	-7	16	0
<b>Foreign exchange derivative financial instruments used for cash flow and net investment hedging purposes</b>							
Outflow			4 868	4 864	4	0	0
Inflow			4 883	4 879	4	0	0
<b>Foreign exchange derivative financial instruments at fair value through profit and loss</b>							
Outflow			2 060	2 060	0	0	0
Inflow			2 060	2 060	0	0	0

## Notes to the Consolidated Financial Statements continued

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	<b>1 393</b>	1 673	91	179	971	432
Debentures and other short term loans	29	<b>3</b>	3	3	0	0	0
Lease liabilities	29	<b>206</b>	234	60	53	71	50
Private Placement maturing in 2027	30	<b>140</b>	156	2	2	152	0
Institutional Eurobond maturing in 2028	30	<b>463</b>	520	5	5	510	0
Retail bond maturing in 2029	30	<b>313</b>	379	16	16	347	0
Institutional Eurobond maturing in 2030	30	<b>508</b>	627	21	21	64	521
Trade and other liabilities	35	<b>3 120</b>	3 120	3 019	2	75	24
Bank overdrafts	29	<b>0</b>	0	0	0	0	0
Interest rate swaps		<b>-84</b>	-84	-40	-18	-35	9
<b>Foreign exchange derivative financial instruments used for cash flow and net investment hedging purposes</b>							
Outflow			5 268	5 268	0	0	0
Inflow			5 258	5 258	0	0	0
<b>Foreign exchange derivative financial instruments at fair value through profit and loss</b>							
Outflow			1 509	1 509	0	0	0
Inflow			1 496	1 496	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	2025	2024
Total borrowings	29	<b>816</b>	1 602
Bonds	30	<b>1 429</b>	1 424
Less: cash and cash equivalents, debt securities and cash collateral related to the financial lease obligation	23, 26	<b>-2 251</b>	-1 573
Net financial cash(-)/debt		<b>-7</b>	1 454
Total equity		<b>10 867</b>	10 029
Total financial capital		<b>10 860</b>	11 482
<b>Gearing ratio</b>		<b>-%</b>	<b>13%</b>

**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.

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.

**Notes to the Consolidated Financial Statements** continued**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, 2025

€ million	Note	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Financial assets at FVOCI</b>	23				
Quoted equity securities		277	0	0	<b>277</b>
Quoted debt securities		0	0	0	<b>0</b>
<b>Derivative financial assets</b>	39				
Forward foreign exchange contracts – cash flow hedges		0	90	0	<b>90</b>
Forward foreign exchange contracts – fair value through profit and loss		0	11	0	<b>11</b>
Forward foreign exchange contracts – net investment hedges		0	7	0	<b>7</b>
Interest rate derivatives – fair value through profit and loss		0	14	0	<b>14</b>
Other financial assets derivatives		0	3	0	<b>3</b>
<b>Other financial assets excluding derivatives</b>	23				

December 31, 2024

€ million	Note	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Financial assets at FVOCI</b>	23				
Quoted equity securities		243	0	0	<b>243</b>
Quoted debt securities		0	0	0	<b>0</b>
<b>Derivative financial assets</b>	39				
Forward foreign exchange contracts – cash flow hedges		0	11	0	<b>11</b>
Forward foreign exchange contracts – fair value through profit and loss		0	3	0	<b>3</b>
Forward foreign exchange contracts – net investment hedges		0	95	0	<b>95</b>
Interest rate derivatives – cash flow hedges		0	13	0	<b>13</b>
Interest rate derivatives – fair value through profit and loss		0	24	0	<b>24</b>
Other financial assets derivatives		0	5	0	<b>5</b>
<b>Other financial assets excluding derivatives</b>	23				

**Notes to the Consolidated Financial Statements** continued**5.5.3. Financial liabilities measured at fair value**

December 31, 2025

€ million	Note	Level 1	Level 2	Level 3	Total
<b>Financial liabilities</b>					
<b>Derivative financial liabilities</b>					
	39				
Forward foreign exchange contracts – cash flow hedges		0	5	0	<b>5</b>
Forward foreign exchange contracts – fair value through profit and loss		0	4	0	<b>4</b>
Forward foreign exchange contracts – net investment hedges		0	72	0	<b>72</b>
Interest rate derivatives – cash flow hedges		0	3	0	<b>3</b>
Interest rate derivatives – fair value through profit and loss		0	31	0	<b>31</b>
<b>Other financial liabilities excluding derivatives</b>	31				

December 31, 2024

€ million	Note	Level 1	Level 2	Level 3	Total
<b>Financial liabilities</b>					
<b>Derivative financial liabilities</b>					
	39				
Forward foreign exchange contracts – cash flow hedges		0	107	0	<b>107</b>
Forward foreign exchange contracts – fair value through profit and loss		0	14	0	<b>14</b>
Forward foreign exchange contracts – net investment hedges		0	7	0	<b>7</b>
Interest rate derivatives – cash flow hedges		0	2	0	<b>2</b>
Interest rate derivatives – fair value through profit and loss		0	63	0	<b>63</b>
<b>Other financial liabilities excluding derivatives</b>	31				

During the reporting period ending December 31, 2025, 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.

## Notes to the Consolidated Financial Statements continued

### 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, 2025

€ million	Gross financial assets in the statement of financial position	Related amounts not set off in the statement of financial position		Net amounts
		Financial instruments	Cash collateral received	
Derivatives	125	67	0	58
Other	0	0	0	0
<b>Total</b>	<b>125</b>	<b>67</b>	<b>0</b>	<b>58</b>

#### December 31, 2025

€ million	Gross financial assets in the statement of financial position	Related amounts not set off in the statement of financial position		Net amounts
		Financial instruments	Cash collateral received	
Derivatives	115	67	0	48
Other	0	0	0	0
<b>Total</b>	<b>115</b>	<b>67</b>	<b>0</b>	<b>48</b>

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, 2025.

The tables below show financial assets and liabilities subject to enforceable master netting arrangements:

#### December 31, 2024

€ million	Gross financial assets in the statement of financial position	Related amounts not set off in the statement of financial position		Net amounts
		Financial instruments	Cash collateral received	
Derivatives	151	113	0	38
Other	0	0	0	0
<b>Total</b>	<b>151</b>	<b>113</b>	<b>0</b>	<b>38</b>

#### December 31, 2024

€ million	Gross financial assets in the statement of financial position	Related amounts not set off in the statement of financial position		Net amounts
		Financial instruments	Cash collateral received	
Derivatives	193	113	0	80
Other	0	0	0	0
<b>Total</b>	<b>193</b>	<b>113</b>	<b>0</b>	<b>80</b>

## 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.

## Notes to the Consolidated Financial Statements continued

### 6.1. Product sales information

Net sales consist of the following:

€ million	2025	2024
BIMZELX®	2 227	607
CIMZIA®	1 954	2 033
BRIVIACT®	758	686
KEPPRA® (including KEPPRA® XR / E KEPPRA®)	439	582
FINTEPLA®	427	340
RYSTIGGO®	332	202
VIMPAT®	303	329
ZILBRYSQ®	217	72
EVENITY®	137	103
NAYZILAM®	128	124
Other products	373	517
Designated hedges reclassified to net sales	94	19
<b>Total net sales</b>	<b>7 388</b>	<b>5 613</b>

### 6.2. Geographic information

The table below shows net sales in each geographic market in which customers are located:

€ million	2025	2024
U.S.	4 609	3 036
Europe – other	441	401
Germany	425	364
Japan	315	257
Spain	271	244
France (including French territories)	195	177
Italy	183	171
U.K. and Ireland	165	164
Belgium	77	61
China	20	143
Other countries	592	575
Designated hedges reclassified to net sales	94	19
<b>Total net sales</b>	<b>7 388</b>	<b>5 613</b>

The table below illustrates the property, plant and equipment in each geographic market in which the assets are located:

€ million	2025	2024
Belgium	1 147	1 032
U.K. & Ireland	330	269
Switzerland	236	217
United States	133	169
Germany	23	24
Japan	18	17
China	3	1
Other countries	25	25
<b>Total</b>	<b>1 915</b>	<b>1 754</b>

### 6.3. Information about major customers

UCB has three customers which individually account for more than 8% of the total net sales for 2025 and 2024:

- Mckesson, U.S. for which net sales 2025 amount to € 1 260 million (17% of total net sales) (2024: € 838 million, 15% of net sales)
- Cardinal Health, U.S. for which net sales 2025 amount to € 596 million (8% of total net sales) (2024: € 547 million, 10% of net sales)
- Cencora, U.S. for which net sales 2025 amount to € 619 million (8% of total net sales) (2024: € 488 million, 9% 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	2025	2024
Revenue from contracts with customers	7 704	6 115
Revenue from agreements whereby risks and rewards are shared	37	37
<b>Total revenue</b>	<b>7 741</b>	<b>6 152</b>

## Notes to the Consolidated Financial Statements continued

## 7.1. Disaggregation of revenue from contracts with customers

€ million	Actual		Timing of revenue recognition			
	2025	2024	2025		2024	
			At a point in time	Over time	At a point in time	Over time
<b>Net sales U.S.</b>	<b>4 609</b>	<b>3 036</b>	<b>4 609</b>	<b>0</b>	<b>3 035</b>	<b>0</b>
BIMZELX®	1 657	287	1 657	0	287	0
CIMZIA®	1 208	1 289	1 208	0	1 289	0
BRIVIACT®	578	540	578	0	540	0
FINTEPLA®	355	294	355	0	294	0
RYSTIGGO®	270	184	270	0	184	0
ZILBRYSQ®	157	56	157	0	56	0
NAYZILAM®	128	124	128	0	124	0
KEPPRA®	107	123	107	0	123	0
VIMPAT®	68	56	68	0	56	0
Established brands / Other products	81	83	81	0	83	0
<b>Net sales Europe</b>	<b>1 758</b>	<b>1 582</b>	<b>1 758</b>	<b>0</b>	<b>1 581</b>	<b>0</b>
CIMZIA®	427	436	427	0	436	0
BIMZELX®	424	255	424	0	255	0
KEPPRA®	194	199	194	0	199	0
BRIVIACT®	138	120	138	0	120	0
EVENITY®	137	103	137	0	103	0
VIMPAT®	96	116	96	0	116	0
FINTEPLA®	59	41	59	0	41	0
ZILBRYSQ®	35	8	35	0	8	0
RYSTIGGO®	31	8	31	0	8	0
Established brands / Other products	217	296	217	0	296	0
<b>Net sales Japan</b>	<b>315</b>	<b>257</b>	<b>315</b>	<b>0</b>	<b>257</b>	<b>0</b>
VIMPAT®	84	85	84	0	85	0
BIMZELX®	62	32	62	0	32	0
E KEPPRA®	40	65	40	0	65	0
CIMZIA®	39	28	39	0	28	0
RYSTIGGO®	27	10	27	0	10	0
ZILBRYSQ®	24	8	24	0	8	0
BRIVIACT®	16	1	16	0	1	0
FINTEPLA®	9	2	9	0	2	0
Established brands / Other products	14	25	14	0	25	0

€ million	Actual		Timing of revenue recognition			
	2025	2024	2025		2024	
			At a point in time	Over time	At a point in time	Over time
<b>Net sales international markets</b>	<b>612</b>	<b>718</b>	<b>612</b>	<b>0</b>	<b>718</b>	<b>0</b>
CIMZIA®	280	280	280	0	280	0
KEPPRA®	99	196	99	0	196	0
BIMZELX®	85	33	85	0	33	0
VIMPAT®	55	71	55	0	71	0
BRIVIACT®	25	24	25	0	24	0
FINTEPLA®	4	2	4	0	2	0
RYSTIGGO®	3	0	3	0	0	0
Established brands / Other products	61	111	61	0	111	0
<b>Net sales before hedging</b>	<b>7 294</b>	<b>5 593</b>	<b>7 294</b>	<b>0</b>	<b>5 593</b>	<b>0</b>
Designated hedges reclassified to net sales	94	19	94	0	19	0
<b>Total net sales</b>	<b>7 388</b>	<b>5 613</b>	<b>7 388</b>	<b>0</b>	<b>5 613</b>	<b>0</b>
<b>Royalty income and fees</b>	<b>88</b>	<b>78</b>	<b>88</b>	<b>0</b>	<b>78</b>	<b>0</b>
Contract manufacturing revenues	184	79	184	0	79	0
Income from licensing deals (upfront payments, development milestones, sales milestones)	40	178	32	8	45	133
Revenue resulting from services, other deliveries, sales of assets	4	167	2	2	167	0
<b>Total other revenue</b>	<b>228</b>	<b>424</b>	<b>218</b>	<b>10</b>	<b>291</b>	<b>133</b>
<b>Total revenue from contracts with customers</b>	<b>7 704</b>	<b>6 115</b>	<b>7 694</b>	<b>10</b>	<b>5 982</b>	<b>133</b>

## Notes to the Consolidated Financial Statements continued

### 7.2. Contract assets and liabilities

The group has recognized the following revenue-related contract liabilities:

€ million	Note	2025	2024
Contract liabilities resulting from out-licensing agreements			
Non-current	35	0	0
Current	35	1	8
Contract liabilities resulting from other agreements		0	0
<b>Total revenue-related contract liabilities</b>		<b>1</b>	<b>8</b>

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. These liabilities have decreased because of the recognition of revenue during the year resulting from performance obligations that were satisfied in 2025.

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	2025	2024
<b>Revenue recognized that was included in the contract liability balance at the beginning of the period</b>	<b>8</b>	<b>132</b>
Revenue resulting from other agreements	0	0
Revenue resulting from out-licensing agreements	8	132
<b>Revenue recognized that relates to performance obligations that were satisfied in a prior year</b>	<b>161</b>	<b>122</b>
Product sales	50	28
Revenue resulting from out-licensing agreements	111	94

The following table shows unsatisfied performance obligations resulting from out-licensing agreements:

€ million	Note	2025	2024
Aggregate amount of the transaction price allocated to development agreements that are partially or fully unsatisfied as at December 31	44.4	1	8
<b>Unsatisfied performance obligations resulting from out-licensing agreements</b>		<b>1</b>	<b>8</b>

Management expects that 100% of the transaction price allocated to the unsatisfied development agreements as of December 31, 2025 will be recognized as revenue during the next reporting period. 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 next year. 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

There were no business combinations in 2025.

### 9. Discontinued operations and assets and liabilities of disposal group classified as held for sale

#### 9.1. Discontinued operations

For 2025 and 2024, 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, 2025 relate to inventories following the sale of non-core established brand products. The assets held for sale as per December 31, 2024, also relate to inventories and an intangible asset following the sale of non-core established brand products.

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.

**Notes to the Consolidated Financial Statements** continued**10. Other revenue**

€ million	2025	2024
Upfront payments, milestone payments and reimbursements	<b>81</b>	382
Contract manufacturing revenues	<b>184</b>	79
<b>Total other revenue</b>	<b>265</b>	461

During 2025, UCB accounted for milestone payments and reimbursements from different parties, for € 81 million mainly linked to:

- Biogen for co-development of antibody dapirolizumab pegol in lupus (SLE, phase 3 program);
- Syndax for licensing milestones for Axatilimab (commercialized in US as Niktimvo® (monoclonal antibody used for the treatment of chronic graft-versus-host disease).

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.

Other revenue for 2024 included € 157 million related to the sale of rights of the established brands Atarax® and Nootropil®.

**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	2025	2024
Employee benefit expenses	12	<b>2 154</b>	2 050
Depreciation of property, plant and equipment	22	<b>194</b>	174
Amortization of intangible assets	20	<b>433</b>	467
Impairment of non-financial assets (net)	14	<b>0</b>	73
<b>Total</b>		<b>2 781</b>	2 764

**12. Employee benefit expense**

€ million	Note	2025	2024
Wages and salaries		<b>1 504</b>	1 439
Social security costs		<b>233</b>	214
Post-employment benefits – defined benefit plans	33	<b>65</b>	62
Post-employment benefits – defined contribution plans		<b>23</b>	20
Share-based payments to employees and directors	28	<b>188</b>	183
Insurance		<b>62</b>	48
Other employee benefits		<b>79</b>	84
<b>Total employee benefit expense</b>		<b>2 154</b>	2 050

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	2025	2024
Monthly Paid	<b>3 186</b>	3 023
Management	<b>6 931</b>	6 355
<b>Total</b>	<b>10 117</b>	9 378

Further information regarding post-employment benefits and share-based payments can be found in [Notes 28 Share-based payments](#) and [33 Employee benefits](#).

## Notes to the Consolidated Financial Statements continued

### 13. Other operating income/expenses

€ million	2025	2024
Provisions	-20	15
Write-off trade and other receivable	6	-6
Gain/Loss (-) on disposal of non-current assets	-1	-4
Reimbursement by third parties for development expenses	4	10
Grants received	9	7
Collaboration agreement for the development and commercialization of EVENITY®	632	481
Other income/expenses (-)	199	61
<b>Total other operating income / expenses (-)</b>	<b>829</b>	<b>564</b>

The result of the collaboration agreement with Amgen for the development and commercialization of EVENITY® amounted to € 632 million income (compared to € 481 million income in 2024). 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, 2025 consisted of € 655 million marketing and selling income (€ 494 million in 2024) and € -23 million development expenses (€ -13 million in 2024).

The provisions are mostly related to VAT risks and grant recoverability risks.

In 2025, the Group accounted for the proceeds from the sale of established brands (€ 315 million) and one-off expenses (€111m) due to a resolution of contractual commitments 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 (2024: € 73 million).

In 2024 an impairment of € 73 million was recognized mainly due to the termination of the development of minzasolmin.

No impairment charges for Group property, plant and equipment were recognized in 2025 (2024: € € 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, 2025 amount to € 36 million (2024: € 25 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 expense of € 25 million (2024: income of € 586 million) and is mainly related to the increase of the environmental provisions, the increase of the Distilbène provision (see [Note 34 Provisions](#)) and to the fees related to Core Products litigations.

For 2024, the other income/expenses are 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 Provisions](#)) offset by fees related to Core Products litigations.

### 17. Financial income and financial expenses

The net financial expenses for the year amounted to € 126 million (2024: € 161 million). The breakdown of the financial expenses and financial income is as follows:

Financial Expenses		
€ million	2025	2024
Interest expenses on:		
Retail and Institutional bonds	-44	-39
Other borrowings	-65	-101
Interest rate derivatives	-10	-11
Financial charges on leases	-9	-8
Net loss on interest rate derivatives	0	-2
Net fair value losses on foreign exchange derivatives	0	-29
Net foreign exchange losses	-69	0
Net other financial income/expenses (-)	-10	-10
<b>Total financial expenses</b>	<b>-207</b>	<b>-200</b>

## Notes to the Consolidated Financial Statements continued

Financial Income € million	2025	2024
Interest income on:		
Bank deposits	46	29
Interest rate derivatives	0	0
Net gain on interest rate derivatives	3	0
Net fair value gain on foreign exchange derivatives	31	0
Net foreign exchange gains	0	10
<b>Total financial income</b>	<b>81</b>	<b>39</b>

## 18. Income tax expense (-)/credit

€ million	2025	2024
Current income taxes	-630	-455
Deferred income taxes	366	358
<b>Total income tax expense (-)/credit</b>	<b>-264</b>	<b>-98</b>

The Group operates internationally, making it subject to income taxes in many different tax jurisdictions. For 2025, the Group's effective income tax expense differs from the amount that would result from applying the weighted-average statutory tax rate to the consolidated profit before tax. Income taxes recognized in the income statement can be detailed as follows:

€ million	2025	2024
Profit before income taxes	1 822	1 163
<b>Income tax expense (-) calculated at domestic tax rates applicable in the respective countries</b>	<b>-442</b>	<b>-279</b>
Theoretical income tax rate	24%	24%
Reported current income tax	-630	-455
Reported deferred income tax	366	358
<b>Total reported tax charge</b>	<b>-264</b>	<b>-98</b>
Effective income tax rate	14%	8%
<b>Difference between theoretical and reported tax</b>	<b>178</b>	<b>181</b>
Expenses non-deductible for tax purposes	-255	-35
Non-taxable income	7	13
Increase (-) / decrease of liabilities for uncertain tax positions	25	-48
Tax credits	68	182
Variation in tax rates	-14	39
Current tax adjustments related to prior years	32	7
Deferred tax adjustments related to prior years	-27	1
Net effect of previously unrecognized DTA and non-recognition of	412	110
Withholding tax	-1	-21
Pillar 2	-121	-67
Other taxes	52	-1
<b>Total difference between theoretical and reported income tax</b>	<b>178</b>	<b>181</b>

## Notes to the Consolidated Financial Statements continued

The 2025 theoretical income tax rate is 24%, in line with 2024. The Group's effective tax rate for 2025 is 14%, reflecting the combined effect of a current tax charge and a deferred tax credit. The key drivers of the effective tax rate can be summarized as follows:

### Current Tax:

- Favorable impact of predominantly R&D-related tax incentives in key jurisdictions.
- Impact of the international tax reform ("OECD Pillar 2") in key jurisdictions.
- Decrease of key uncertain tax positions.
- Tax effects of non-strategic UCB divestments.

### Deferred Tax:

- Recognition of additional tax assets, including carry-forward losses and innovation income deduction, supported by the level of projected future taxable profits.
- Tax effects arising from strategic internal reorganizations in key jurisdictions.

### Factors affecting the tax charge in future years

The Group is aware of a number of factors that may affect its future effective tax rate. These include the projected mix of profits and losses across the jurisdictions in which the Group operates, the potential recognition of currently unrecognized tax losses and other tax attributes as deferred tax assets, and the outcome of ongoing or future tax audits.

Corporate restructuring, acquisitions, disposals and other strategic transactions may also influence the Group's future tax charge. In addition, changes to domestic tax legislation in jurisdictions where the Group operates, as well as developments in international tax rules, may have a significant impact.

UCB has implemented the international tax reform ("OECD Pillar 2"), which has now been enacted in most relevant jurisdictions. These rules are expected to continue influencing UCB's longer-term tax position (see [Note 32 Deferred tax assets and liabilities](#)). UCB monitors EU-U.S. discussions on the interaction of Pillar 2 with the U.S. tax system and the further global Pillar 2 roll-out.

Next to OECD developments, UCB closely monitors tax policy and legislative changes across the European Union and in other key jurisdictions with significant sales or R&D activities, including Belgium, the United States and the United Kingdom. The Group also follows broader U.S. tax and trade policy discussions that may influence its operating environment in the U.S.

### OECD Pillar 2

Based on the financial data as at 31 December 2025, the Group performed an assessment of its Pillar 2 income taxes for 2025. The review indicates that, for the majority of jurisdictions in which the Group operates, the Pillar 2 effective tax rate exceeds the minimum threshold of 15%, and no top-up tax is expected in those jurisdictions. In a limited number of jurisdictions, transitional safe harbour relief is not expected to apply and Pillar P2 income taxes will arise. The application of the Pillar 2 rules in UCB's consolidated financial statements for 2025 has resulted in an additional current income tax expense of €121 million.

Based on the preparation of the 2024 Pillar 2 compliance obligations, fueled by additional clarifications issued by the OECD and local tax authorities, the Group released €29 million of the Pillar 2 provision that had been accrued in the prior year.

### 19. Components of other comprehensive income (including NCI<sup>1</sup>)

	January 1, 2024	Movements 2024 net of tax	December 31, 2024	Movements 2025 net of tax	December 31, 2025
<b>Items of OCI to be reclassified to profit or loss in subsequent periods:</b>	<b>145</b>	<b>262</b>	<b>407</b>	<b>-503</b>	<b>-96</b>
Cumulative translation adjustments	56	371	427	-727	-300
Financial assets at FVOCI	39	-4	35	89	124
Cash flow hedges	50	-105	-55	135	80
<b>Items of OCI not to be reclassified to profit or loss in subsequent periods:</b>	<b>-197</b>	<b>6</b>	<b>-191</b>	<b>62</b>	<b>-129</b>
Remeasurement of defined benefit obligation	-197	6	-191	62	-129
<b>Total other comprehensive income attributed to equity holders</b>	<b>-52</b>	<b>268</b>	<b>216</b>	<b>-441</b>	<b>-225</b>

1. NCI: non-controlling interest

## Notes to the Consolidated Financial Statements continued

## 20. Intangible assets

2025			
€ million	Trademarks, patents and licenses	Other	Total
<b>Gross carrying amount at January 1</b>	<b>7 578</b>	<b>556</b>	<b>8 134</b>
Additions	142	78	220
Disposals	-34	-13	-47
Transfer from one heading to another	33	2	35
Effect of movements in exchange rates	-670	-9	-679
<b>Gross carrying amount at December 31</b>	<b>7 049</b>	<b>614</b>	<b>7 663</b>
<b>Accumulated amortization and impairment losses at January 1</b>	<b>-3 704</b>	<b>-348</b>	<b>-4 052</b>
Amortization charge for the year	-382	-51	-433
Disposals	29	12	41
Transfer from one heading to another	-29	0	-29
Effect of movements in exchange rates	251	6	257
<b>Accumulated amortization and impairment losses at December 31</b>	<b>-3 835</b>	<b>-381</b>	<b>-4 216</b>
<b>Net carrying amount at December 31</b>	<b>3 214</b>	<b>233</b>	<b>3 447</b>

2024

€ million	Trademarks, patents and licenses	Other	Total
<b>Gross carrying amount at January 1</b>	<b>7 258</b>	<b>522</b>	<b>7 780</b>
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
<b>Gross carrying amount at December 31</b>	<b>7 578</b>	<b>556</b>	<b>8 134</b>
<b>Accumulated amortization and impairment losses at January 1</b>	<b>-3 218</b>	<b>-330</b>	<b>-3 548</b>
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
Transfer to assets held for sale	29	0	29
Effect of movements in exchange rates	-131	-2	-133
<b>Accumulated amortization and impairment losses at December 31</b>	<b>-3 704</b>	<b>-348</b>	<b>-4 052</b>
<b>Net carrying amount at December 31</b>	<b>3 873</b>	<b>208</b>	<b>4 082</b>

## Notes to the Consolidated Financial Statements continued

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 2025, the Group acquired intangible assets totaling € 220 million (2024: € 149 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 € 47 million (2024: € 35 million).

Disposals in 2025 and in 2024 mainly relate to old licenses and software not used anymore.

During the year, the Group recognized total impairment charges of € 0 million (2024: € 73 million). In 2024 impairment recognized mainly related to the termination of the development of minzasolmin.

The amortization charge for the period amounted to € 433 million (2024: € 467 million)

There was also a transfer of assets for € 6 million from property, plant and equipment to intangibles.

Furthermore, there was an impact from the translation of foreign currencies of € -422 million in 2025 (2024: € 243 million), mainly related to weaker USD.

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	2025	2024
<b>Net book value at January 1</b>	<b>5 462</b>	<b>5 254</b>
Acquisition	0	0
FX on acquisition	0	0
Effect of movements in exchange rates	-371	208
<b>Net book value at December 31</b>	<b>5 091</b>	<b>5 462</b>

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 2024.

#### Key assumptions

The calculations performed are based on the cash flow projections as derived from the financials underlying the 9-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 2024, 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 2024. 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:

	9 Years Projection	2024
USD	<b>1.16 - 1.21</b>	1.10 - 1.12
GBP	<b>0.83 - 0.86</b>	0.85 - 0.86
JPY	<b>159 - 160</b>	159 - 166
CHF	<b>0.85 - 0.93</b>	0.89 - 0.96

## Notes to the Consolidated Financial Statements continued

Starting from risk-free long-term EU generic government bonds 20 years (2024: 20 years), the discount rate applied is determined based on the weighted average cost of capital for DCF models, including the 20 years (2024: 20 year) benchmark cost of debt and equity. Given the industry, the Group used a discount rate of 8.25% (2024: 8.25%). 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 25% was used (2024: 22%).

### 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

2025

€ million	Land and buildings	Plant and machinery	Office, computer equipment, vehicles and other	Assets under construction	Total
<b>Gross carrying amount at January 1</b>	<b>1 002</b>	<b>1 217</b>	<b>229</b>	<b>777</b>	<b>3 225</b>
Additions	11	23	45	319	<b>398</b>
Disposals	-13	-87	-36	-1	<b>-137</b>
Transfer from one heading to another	233	243	8	-487	<b>-3</b>
Effect of movements in exchange rates	-36	-11	-10	-6	<b>-63</b>
<b>Gross carrying amount at December 31</b>	<b>1 197</b>	<b>1 385</b>	<b>236</b>	<b>602</b>	<b>3 420</b>
<b>Accumulated depreciation at January 1</b>	<b>-509</b>	<b>-833</b>	<b>-129</b>	<b>0</b>	<b>-1 471</b>
Depreciation charge for the year	-58	-91	-45	0	<b>-194</b>
Disposals	12	85	36	0	<b>133</b>
Effect of movements in exchange rates	16	6	5	0	<b>27</b>
<b>Accumulated depreciation at December 31</b>	<b>-539</b>	<b>-833</b>	<b>-133</b>	<b>0</b>	<b>-1 505</b>
<b>Net carrying amount at December 31</b>	<b>658</b>	<b>552</b>	<b>103</b>	<b>602</b>	<b>1 915</b>

## Notes to the Consolidated Financial Statements continued

2024

€ million	Land and buildings	Plant and machinery	Office, computer equipment, vehicles and other	Assets under construction	Total
<b>Gross carrying amount at January 1</b>	<b>953</b>	<b>1 188</b>	<b>201</b>	<b>641</b>	<b>2 983</b>
Additions	53	21	55	208	<b>337</b>
Disposals	-19	-24	-33	-1	<b>-77</b>
Divestment	-21	-16	-3	-3	<b>-43</b>
Transfer from one heading to another	18	45	6	-72	<b>-3</b>
Effect of movements in exchange rates	18	3	3	4	<b>28</b>
<b>Gross carrying amount at December 31</b>	<b>1 002</b>	<b>1 217</b>	<b>229</b>	<b>777</b>	<b>3 225</b>
<b>Accumulated depreciation at January 1</b>	<b>-483</b>	<b>-779</b>	<b>-126</b>	<b>0</b>	<b>-1 388</b>
Depreciation charge for the year	-51	-85	-38	0	<b>-174</b>
Disposals	18	23	33	0	<b>74</b>
Divestment	14	11	3	0	<b>28</b>
Transfer from one heading to another	-1	0	0	0	<b>-1</b>
Effect of movements in exchange rates	-6	-3	-1	0	<b>-10</b>
<b>Accumulated depreciation at December 31</b>	<b>-509</b>	<b>-833</b>	<b>-129</b>	<b>0</b>	<b>-1 471</b>
<b>Net carrying amount at December 31</b>	<b>493</b>	<b>384</b>	<b>100</b>	<b>777</b>	<b>1 754</b>

None of the Group property, plant and equipment is subject to restrictions on title nor has it been pledged as security for liabilities.

During 2025, the Group acquired property, plant and equipment totaling € 398 million (2024: € 337 million). These additions include right-of-use assets for € 49 million (2024: € 98 million). The asset under constructions mainly relates to, 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 (2024: impairment of € 0 million).

The depreciation charge for the year amounts to € -194 million (2024: € -174 million) and includes the depreciation on the right-of-use assets (€ -62 million).

**Capitalized borrowing costs**

No borrowing costs were capitalized during 2025 (2024: € 0 million).

## Notes to the Consolidated Financial Statements continued

**23. Financial and other assets****23.1. Non-current financial and other assets**

€ million	Note	2025	2024
Financial assets at FVOCI (excluding derivatives)	23.3	165	144
Non-current loans and advances		52	28
Derivative financial instruments	39	18	41
Reimbursement rights with respect to German defined benefit plans		24	24
Other financial assets		9	4
<b>Non-current financial and other assets</b>		<b>268</b>	<b>241</b>

**23.2. Current financial and other assets**

€ million	Note	2025	2024
Clinical trial materials		84	85
Financial assets at FVOCI (excluding derivatives)	23.3	112	99
Loans granted to third parties		5	6
Derivative financial instruments	39	107	110
<b>Current financial and other assets</b>		<b>308</b>	<b>300</b>

**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	2025	2024
Equity securities	277	243
<b>Financial assets at FVOCI (excluding derivatives)</b>	<b>277</b>	<b>243</b>

The movement in the carrying values of the financial assets at FVOCI (excluding derivatives) is as follows:

€ million	2025 Equity securities	2024 Equity securities
At January 1	243	190
Additions	35	56
Disposals	-14	-1
Fair value gains/losses (-) going through OCI	13	-2
<b>At December 31</b>	<b>277</b>	<b>243</b>

For more information on the derivatives of which fair value movements are accounted for through OCI, we refer to [Note 39 Derivative financial instruments](#).

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 € 18 million new or increases in existing investments. The fair value gains and losses going through OCI resulted in a net gain of € 13 million.

The current financial assets at FVOCI (€ 112 million in 2025 compared to € 99 million in 2024) 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 Trade and other liabilities](#)). 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.

**Notes to the Consolidated Financial Statements** continued**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 2025.

**23.6. Subsidiaries with material non-controlling interests**

As of December 31, 2025 and 2024 there is no accumulated non-controlling interest.

**24. Inventories**

€ million	2025	2024
Raw materials and consumables	<b>229</b>	167
Work in progress	<b>866</b>	889
Finished goods	<b>401</b>	254
Goods purchased for resale	<b>1</b>	0
<b>Inventories</b>	<b>1 497</b>	<b>1 309</b>

The cost of inventories recognized as an expense and included in "cost of sales" amounted to € 1 119 million (2024: € 944 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 € 66 million in 2025 (2024: € 35 million) and has been included in cost of sales. Total inventory increased by € 188 million and includes among others the further build-up of BIMZELX®, RYSTIGGO® and ZILBRYSQ®.

**25. Trade and other receivables**

€ million	2025	2024
Trade receivables	<b>1 344</b>	1 026
Less: provision for write-off	<b>-12</b>	-18
<b>Trade receivables – net</b>	<b>1 332</b>	<b>1 008</b>
VAT receivable	<b>64</b>	49
Interest receivables	<b>14</b>	20
Prepaid expenses	<b>190</b>	173
Accrued income	<b>0</b>	0
Other receivables	<b>236</b>	255
Royalty receivables	<b>24</b>	21
<b>Trade and other receivables</b>	<b>1 861</b>	<b>1 526</b>

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 2025 from a single customer is 21% (2024: 18%) 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	2025		2024	
	carrying amounts	Write-off	Gross carrying amounts	Write-off
Not past due	<b>1 251</b>	<b>0</b>	983	0
Past due – less than one month	<b>57</b>	<b>0</b>	18	0
Past due more than one month and not more than three months	<b>20</b>	<b>0</b>	3	0
Past due more than three months and not more than six months	<b>3</b>	<b>0</b>	2	0
Past due more than six months and not more than one year	<b>1</b>	<b>-1</b>	8	-7
Past due more than one year	<b>13</b>	<b>-11</b>	13	-11
<b>Total</b>	<b>1 344</b>	<b>-12</b>	<b>1 026</b>	<b>-18</b>

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 93% (2024: 96%) 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	2025	2024
<b>Balance at January 1</b>	<b>-18</b>	<b>-13</b>
Write-off charge recognized in the income statement	<b>0</b>	-9
Utilization / reversal of provision for write-off	<b>7</b>	3
Effects of movements in exchange rates	<b>-1</b>	0
<b>Balance at December 31</b>	<b>-12</b>	<b>-18</b>

The other classes within trade and other receivables do not contain assets for which a write-off has been posted.

## Notes to the Consolidated Financial Statements continued

The carrying amounts of the Group trade and other receivables are denominated in the following currencies:

€ million	2025	2024
EUR	428	357
USD	1 088	776
JPY	74	67
GBP	55	67
CNY	10	62
CHF	19	20
KRW	9	9
Other currencies	178	168
<b>Trade and other receivables</b>	<b>1 861</b>	<b>1 526</b>

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	2025	2024
Short-term cash investments	2 028	1 411
Cash at bank and on hand	223	162
<b>Cash and cash equivalents (excluding bank overdrafts)</b>	<b>2 251</b>	<b>1 573</b>

€59 million (€62 million in 2024) 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 at bank and on hand, and short-term cash investments including money market fund investments, term deposits, 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, in the statement of financial position, are shown within borrowings in current liabilities.

€ million	Note	2025	2024
Cash and cash equivalents		2 251	1 573
Bank overdrafts	29	0	0
<b>Cash and cash equivalents (including bank overdrafts)</b>		<b>2 251</b>	<b>1 573</b>

## 27. Capital and reserves

### 27.1. Share capital and share premium

The issued share capital of the Company amounted to € 584 million (2024: € 584 million), and is represented by 194 505 658 shares (2024: 194 505 658 shares). The Company's shares are without par value. At December 31, 2025, 71 340 322 shares were registered and 123 165 336 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, 2025, the share premium reserves amounted to € 2 030 million (2024: € 2 030 million).

### 27.2. Treasury shares

The Group acquired, through UCB SA/NV 700 000 treasury shares (2024: 1 300 000) for a total amount of € 121 million (2024: € 162 million) and transferred 1 018 955 treasury shares (2024: 1 565 838) for a total amount of € 85 million (2024: € 128 million). Net transfer of 318 955 treasury shares for a net amount of € -36 million.

During 2025, the Group did not acquire or dispose of any treasury shares as part of share swap transactions (2024: 0 acquired and 0 disposed). At December 31, 2025, the Group retained 4 144 296 treasury shares of which none related to share swap deals (2024: 4 463 251). 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 (2024: 0) nor have any call options been exercised (2024: 0). At December 31, 2025, the Group did not hold any options on UCB shares (December 31, 2024: 0).

### 27.3. Other reserves

Other reserves amount to € 59 million (2024: € -3 million) with the movement related to the re-measurement of the defined benefit obligation for € 62 million bringing total remeasurement value at € -137 million (2024: € -199 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.

## Notes to the Consolidated Financial Statements continued

### 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 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 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, 2025, these plans had 265 participants (2024: 242) 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, 2025, the plan had 1 003 participants (2024: 978). There are no specific vesting conditions and the share-based payment expense incurred for this plan is immaterial.

## Notes to the Consolidated Financial Statements continued

### 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, 2025, the plan had 512 participants (2024: 501) 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 € 188 million (2024: € 183 million), and has been included in the relevant functional lines within the income statement as follows:

### 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:

€ million	2025	2024
Cost of sales	11	10
Marketing and selling expenses	74	56
Research and development expenses	69	73
General and administrative expenses	34	44
<b>Total operating expense</b>	<b>188</b>	<b>183</b>
<b>Of which, equity-settled:</b>		
Stock option plans	9	7
Stock award plans	114	99
Performance share plan	25	19
<b>Of which, cash-settled:</b>		
Stock appreciation rights plan	35	49
Phantom stock option, stock award and performance share plans	5	9

	2025			2024		
	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	19.85	84.85	2 301 188	15.62	75.62	2 993 082
+ New options granted	43.36	162.94	179 965	31.51	110.18	443 155
+ Options converted in other plans				11.87	65.32	1 650
(-) Options forfeited	23.27	91.83	59 924	23.33	92.30	32 678
(-) Options exercised	15.40	76.45	574 527	12.96	69.77	1 102 021
(-) Options expired	10.97	67.35	6 593	9.60	58.12	2 000
<b>Outstanding at December 31</b>	<b>23.46</b>	<b>94.95</b>	<b>1 840 109</b>	<b>19.85</b>	<b>84.85</b>	<b>2 301 188</b>
<b>Number of options fully vested:</b>						
At January 1			1 063 434			1 794 129
At December 31			772 898			1 063 434

## Notes to the Consolidated Financial Statements continued

The stock options outstanding as at December 31, 2025 with the following last exercise dates and exercise prices are:

Last exercise date	Range of exercise prices (€)	Number of stock options
March 31, 2026	<b>67.24</b>	27 530
March 31, 2027	<b>[70.26 - 72.71]</b>	110 416
March 31, 2028	<b>66.18</b>	137 595
March 31, 2029	<b>[76.09-76.56]</b>	161 537
March 31, 2030	<b>[76.21-79]</b>	138 464
March 31, 2031	<b>[79.99-81.12]</b>	151 436
March 31, 2032	<b>[102.04-108.45]</b>	218 872
March 31, 2033	<b>[79.97-82.44]</b>	305 168
March 31, 2034	<b>[109.80-114.40]</b>	411 683
March 31, 2035	<b>[162.75-170.62]</b>	177 408
<b>Total outstanding</b>		<b>1 840 109</b>

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 2025 and 2024 are:

		2025	2024
Share price at grant date	€	<b>162.75</b>	114.40
Weighted average exercise price	€	<b>162.94</b>	110.18
Expected volatility	%	<b>27.73</b>	28.53
Expected option life	Years	<b>5.00</b>	5.00
Expected dividend yield	%	<b>0.85</b>	1.19
Risk free interest rate	%	<b>2.66</b>	2.61
Expected annual forfeiture rate	%	<b>7.00</b>	7.00

### 28.9. Stock appreciation rights (SARs) plan

The movements of the SARs and the model inputs as at December 31, 2025 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.

	2025	2024
<b>Outstanding rights as at January 1</b>	<b>726 746</b>	<b>829 481</b>
+ New rights granted	<b>86 120</b>	248 658
(-) Rights converted from other plans		1 650
(-) Rights forfeited	<b>17 915</b>	48 053
(-) Rights exercised	<b>168 984</b>	278 659
(-) Rights expired	<b>1 500</b>	23 031
<b>Outstanding rights as at December 31</b>	<b>624 467</b>	<b>726 746</b>
<b>The significant assumptions used in the measurement of the fair value of the stock appreciation rights are:</b>		
Share price at year end	€	<b>238.60</b> 192.20
Exercise price	€	<b>162.75</b> 114.40
Expected volatility	%	<b>28.46</b> 28.90
Expected option life	Years	<b>5.00</b> 5.00
Expected dividend yield	%	<b>0.58</b> 0.71
Risk free interest rate	%	<b>2.71</b> 2.50
Expected annual forfeiture rate	%	<b>7.00</b> 7.00

## Notes to the Consolidated Financial Statements continued

### 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:

	2025		2024	
	Number of stock awards	Weighted average fair value (€)	Number of stock awards	Weighted average fair value (€)
<b>Outstanding at January 1</b>	<b>2 728 187</b>	<b>101</b>	<b>2 398 099</b>	<b>89</b>
+ New stock awards granted	521 241	164	1 205 476	115
(-) Awards forfeited	114 235	113	193 638	98
(-) Awards converted in phantom plans			200	106
(-) Awards vested and paid out	660 943	106	681 550	82
<b>Outstanding at December 31</b>	<b>2 474 250</b>	<b>113</b>	<b>2 728 187</b>	<b>101</b>

### 29. Borrowings

The carrying amounts and fair values of borrowings are as follows:

€ million	Cash Flows			Non-cash changes			2025
	2024	From Financing activities	Increase/ Decrease in cash	Transfer Non-Current to Current	Foreign Exchange Movement	Other	
<b>Non-current</b>							
Bank borrowings	1 394	-638	0	0	-122	1	635
Leases	145	0	0	-43	-9	26	119
<b>Total non-current borrowings</b>	<b>1 539</b>	<b>-638</b>	<b>0</b>	<b>-43</b>	<b>-131</b>	<b>27</b>	<b>754</b>
<b>Current</b>							
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	3	-3	0	0	0	0	0
Leases	61	-60	0	43	-4	23	63
<b>Total current borrowings</b>	<b>63</b>	<b>-63</b>	<b>0</b>	<b>43</b>	<b>-4</b>	<b>23</b>	<b>62</b>
<b>Total borrowings</b>	<b>1 602</b>	<b>-701</b>	<b>0</b>	<b>0</b>	<b>-135</b>	<b>50</b>	<b>816</b>

### 28.11. Performance share plans

The movement in the number of performance shares outstanding at December 31 is as follows:

	2025		2024	
	Number of stock awards	Weighted average fair value (€)	Number of stock awards	Weighted average fair value (€)
<b>Outstanding at January 1</b>	<b>493 595</b>	<b>101</b>	<b>466 789</b>	<b>89</b>
+ New performance shares granted	182 180	163	224 554	114
(-) Performance shares forfeited	31 315	103	45 513	98
(-) Performance shares vested	130 471	108	152 235	83
<b>Outstanding at December 31</b>	<b>513 989</b>	<b>116</b>	<b>493 595</b>	<b>101</b>

## Notes to the Consolidated Financial Statements continued

On December 31, 2025 the Group's weighted average interest rate (excluding leases) was 3.40% (2024: 4.08%) 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 3.91% (2024: 4.56%) post hedging. The fees paid for the arrangement of the bonds ([Note 30 Bonds](#)), 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, 2025 there were no outstanding amounts under the revolving credit facility (2024: € 0 million).

As per December 31, 2025, US\$ 378 million remains outstanding under a € 350 million bilateral committed bullet term loan agreement (2024: 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.

As per December 31, 2025, three incremental facilities that were established under the bullet term loan facility agreement that the Group entered into in 2019 for the acquisition of Ra Pharmaceuticals, Inc. and that was fully repaid in 2024, remained outstanding: a € 90 million bilateral loan (2024: € 90 million), established as a first incremental facility, drawn on October 3, 2022 and with maturity in 2029, another € 90 million bilateral loan (2024: € 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 (2024: US\$ 80 million), drawn on July, 10 2024 and with maturity in 2029. In January 2026, the Group voluntarily prepaid that second incremental facility of € 90 million with maturity date in 2028.

As per December 31, 2025, the Group had voluntarily prepaid the bullet term loan facility agreement, maturing in 2027, that it entered into in 2022 to finance the Zogenix, Inc. acquisition (2024: US\$ 600 million). Outstanding interest rate hedges that had been entered into in connection with this loan have been de-designated as cash flow hedges and subsequently terminated.

Furthermore, in 2025, the Group also voluntarily prepaid certain tranches of the Schuldscheindarlehen (SSD) transaction that it entered into on November 2, 2022 as a multi-tranche transaction. As a consequence, as per December 31, 2025, € 36 million (2024: € 144 million) and US\$ 0 million (2024: US\$ 20 million) remain outstanding under this transaction. The single tranche Schuldscheindarlehen (SSD) transaction the Group entered into on August 24, 2023 for an amount of € 30 million also remains outstanding as per December 31, 2025 (2024: € 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, 2025 (2024: € 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 Liquidity risk](#) 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	2025	2024
USD	467	1 142
EUR	318	426
GBP	8	10
CNY	1	4
JPY	7	5
Other	15	15
<b>Total borrowings</b>	<b>816</b>	<b>1 602</b>

**Notes to the Consolidated Financial Statements** continued

**30. Bonds**

The carrying amounts and fair values of bonds are as follows:

€ million	Coupon rate	Maturity date	Carrying amount				Fair value		
			2024	Cash Flows	Fair Value changes	Other movements	2025	2024	2025
Institutional Eurobond	1.000%	2028	463	0	10	1	<b>474</b>	466	<b>478</b>
EMTN Note <sup>1</sup>	1.000%	2027	140	0	3	1	<b>144</b>	140	<b>143</b>
Retail bond	5.200%	2029	313	0	-4	-1	<b>308</b>	320	<b>318</b>
Institutional Eurobond	4.250%	2030	508	0	-6	1	<b>503</b>	514	<b>514</b>
<b>Total bonds</b>			<b>1 424</b>	<b>0</b>	<b>3</b>	<b>2</b>	<b>1 429</b>	<b>1 440</b>	<b>1 453</b>
<b>Of which:</b>									
Non-current			1 424	0	3	2	<b>1 429</b>	1 440	<b>1 453</b>
Current			0	0	0	0	<b>0</b>	0	<b>0</b>
<b>Derivatives used for hedging</b>			<b>19</b>	<b>0</b>	<b>-3</b>	<b>0</b>	<b>16</b>		
<b>Of which:</b>									
Non-current assets (-)			19	0	-3	0	<b>16</b>		
Current assets (-)			0	0	0	0	<b>0</b>		
Non-current liabilities (+)			0	0	0	0	<b>0</b>		
Current liabilities (+)			0	0	0	0	<b>0</b>		

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.

**Notes to the Consolidated Financial Statements** continued**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**

€ million	Note	Carrying amount		Fair value	
		2025	2024	2025	2024
<b>Non-current</b>					
Derivative financial instruments	39	<b>32</b>	65	<b>32</b>	65
Other financial liabilities		<b>0</b>	0	<b>0</b>	0
<b>Total non-current other financial liabilities</b>		<b>32</b>	<b>65</b>	<b>32</b>	<b>65</b>
<b>Current</b>					
Derivative financial instruments	39	<b>83</b>	128	<b>83</b>	128
Other financial liabilities		<b>0</b>	0	<b>0</b>	0
<b>Total current other financial liabilities</b>		<b>83</b>	<b>128</b>	<b>83</b>	<b>128</b>
<b>Total other financial liabilities</b>		<b>115</b>	<b>193</b>	<b>115</b>	<b>193</b>

## Notes to the Consolidated Financial Statements continued

## 32. Deferred tax assets and liabilities

## 32.1. Recognized deferred tax assets and liabilities

€ million	2024	Acquisition/ Disposals	R&D Adjustment	Current Year Movement	OCI - Cash flow hedges	OCI - Pensions	Effect of movements in exchange rate	2025
Intangible assets	-744	0	0	91	0	0	86	-567
Property, plant and equipment	-20	0	0	-49	0	0	1	-68
Inventories	425	0	0	50	0	0	-4	471
Trade and other receivables	45	0	0	8	-49	0	-3	1
Employee benefits	36	0	0	3	0	-11	0	28
Provisions	23	0	0	6	0	0	-2	27
Other short-term liabilities	202	0	0	154	-1	0	-30	326
Unused tax losses	281	1	0	105	0	0	-12	376
Unused tax credits	679	0	9	-2	0	0	-7	679
<b>Total net deferred tax assets/liabilities (-)</b>	<b>929</b>	<b>1</b>	<b>9</b>	<b>366</b>	<b>-50</b>	<b>-11</b>	<b>29</b>	<b>1 273</b>

€ 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
<b>Total net deferred tax assets/liabilities (-)</b>	<b>518</b>	<b>-1</b>	<b>50</b>	<b>358</b>	<b>31</b>	<b>0</b>	<b>-27</b>	<b>929</b>

## Notes to the Consolidated Financial Statements continued

On December 31, 2025, the Group recognized total net deferred tax assets of €1 273 million. Based on historical taxable income and projected future taxable profits over the periods in which deductible temporary differences are expected to reverse, the Group considers it probable that the recognized deferred tax assets will be realized. In line with applicable guidelines, the Group has assessed a reasonable measurement period and methodology—taking into account the function and risk profile of each relevant taxable entity—to support the recognition of its deferred tax positions.

During 2025, the Group recorded an overall increase in net deferred tax assets, reflecting a rise in deferred tax assets combined with a more moderate increase in deferred tax liabilities. The main drivers of this movement are outlined below:

- Utilization and remeasurement of deferred taxes: Tax losses carried forward were utilized against taxable profits in key entities and additional tax assets were recognized based on projected future taxable profits.
- Intangible assets: Deferred tax liabilities continued to unwind on acquisition-related intangible assets. The impact is amplified by foreign-currency remeasurement.

Other deferred tax movements relate to changes in statement-of-financial-position items—such as returns & rebates provisions, inventory, other receivables and tangible assets—the impact of tax law changes, and the reassessment of deferred tax balances denominated in foreign currencies.

In 2025, deferred tax assets linked to R&D and other tax credits remained stable, driven by ongoing R&D investments allowing successful R&D tax credit claims, nearly fully offset by refunds received and the utilization of credit carry-forwards in Belgium, Switzerland, Germany, and the U.S.

### Tax Reforms

UCB falls within the scope of the Pillar 2 international tax reform, which has been enacted in most jurisdictions in which the Group operates. In 2023, the European Union has endorsed the IASB amendments to IAS12 related to the implementation of the Pillar 2 model rules, which provide a temporary exception from recognizing and disclosing deferred taxes arising from these rules. This exception is required to be applied immediately in accordance with IAS 8, and the Group has applied it accordingly.

The impact of enacted tax rate changes (impacting deferred tax balances) and of the Pillar 2 model rules (minimum effective tax rate of 15%) has been assessed by management. The Group also continues to monitor broader tax reform developments in key jurisdictions, including changes to corporate income tax regimes and international tax frameworks, none of which are currently expected to have a material impact on the Group's deferred tax position.

### Deferred tax assets on tax credits

The group recorded deferred tax assets on tax credits. At year-end, the deferred tax asset related to R&D tax credits amounted to €606 million (2024: €595 million), which will result in a future cash tax benefit.

Other tax credits totaling €73 million relate to the dividend received deduction available in Belgium, the interest deduction in Germany, and the deferred tax asset arising from the 2022 U.S. regulations on capitalization of R&D expenses.

### Deferred tax assets on losses

UCB recorded a substantial utilization of tax losses carried forward in key jurisdictions during 2025, while some additional tax losses were generated in others. A deferred tax asset of €376 million (2024: €281 million) was recognized in respect of tax losses carried forward totaling €1 542 million (2024: €1 187 million), based on the Group's conclusion that the relevant entities will generate sufficient taxable profits in the foreseeable future to utilize these losses. This assessment relies on reliable forecasts reflecting the function and risk profile of the entities and any 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 performed in-depth qualitative and quantitative analyses to support a partial, risk-adjusted recognition of these deferred tax assets, considering the entity's taxable position over the measurement period. Based on multiple regulatory approvals in key markets for new launch assets and the performance of later-stage assets, it is considered most probable that sufficient taxable profit will be available—consistent with UCB's long range forecast exercise—to utilize the existing tax attributes over the next three financial years.

Undiscounted forecasts have been used to assess the availability of future taxable profits.

### 32.2. Unused tax losses

As of December 31, 2025, the Group had €4 728 million (2024: €5 134 million) of gross unused tax losses and innovation income deductions for which no deferred tax asset has been recognized. Under current legislation, these tax attributes do not expire.

Based on existing forecasts and applicable legislations, the majority of these tax attributes is expected to be utilized within the next ten years.

## Notes to the Consolidated Financial Statements continued

### 32.3. Temporary differences for which no deferred tax asset or deferred tax liability is recognized

In contrast to 2024, almost no deferred tax assets relating to the dividend-received deduction and the interest deduction remain unrecognized at year-end 2025. Deferred tax assets recognized amount to €193 million gross / €48 million net for the dividend-received deduction and €45 million gross / €11 million net for the interest deduction, with only very limited balances remaining unrecognized.

No deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries, as a 100% participation exemption applies to any future equity distributions.

### 32.4. Deferred tax directly recognized in OCI

€ million	2025	2024
Deferred tax on pensions	-11	0
Deferred tax on gains financial assets at FVOCI	-1	-4
Deferred tax on effective portion of changes in fair value of cash flow hedges	-49	34
<b>Deferred tax directly recognized in OCI</b>	<b>-61</b>	<b>30</b>

## 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 additional contributions. Therefore no assets or liabilities are recognized in the Group statement of financial position in respect of such plans, other than regular prepayments and accruals of contributions. In several countries (including Belgium), UCB operates retirement plans that are structured as defined contribution arrangements but include statutory or contractual minimum guarantees. As the Group retains an obligation linked to these guarantees, these plans are treated as defined benefit plans under IAS 19. Where reliable estimates can be made for material plans, they are valued using the projected unit credit method, and the resulting valuations are aggregated with those of 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 on progressively de-risking the investment in order to reach self-sufficiency. To better manage discount rate and inflation risks, the Scheme continues to strengthen the hedging of both interest rates and inflation.
- In Belgium, UCB closed all open Belgian defined benefit and cash balance plans to new entrants as from December 31, 2019 and introduced a new cash balance plan as 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 safeguard long-term benefits for our members.

**Notes to the Consolidated Financial Statements** continued

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	2025	2024
Present value of defined benefit obligation		<b>1 173</b>	1 150
Fair value of plan assets		<b>-1 092</b>	-981
Funded status – Deficit		<b>81</b>	169
Effect of asset ceiling		<b>1</b>	1
<b>Net liability arising from defined benefit obligation</b>		<b>82</b>	<b>170</b>
Add: Liability with respect to cash settled share based payments	28	<b>77</b>	58
<b>Total employee benefit liabilities</b>		<b>159</b>	<b>228</b>
Of which:			
Portion recognized in non-current liabilities		<b>159</b>	228
Portion recognized in non-current assets		<b>0</b>	0

90% 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	2025	2024
<b>At January 1</b>	<b>1 150</b>	<b>1 100</b>
Current service cost	<b>61</b>	56
Interest expense	<b>36</b>	34
Remeasurement gain(-)/loss		
Effect of changes in demographic assumptions	<b>-3</b>	0
Effect of changes in financial assumptions	<b>-65</b>	-9
Effect of experience adjustments	<b>34</b>	8
Effect of change in foreign exchange rates	<b>-9</b>	8
Benefit payments from the plan	<b>-24</b>	-38
Benefit payments from the employer	<b>-6</b>	-5
Plan participants contributions	<b>6</b>	5
Other	<b>-7</b>	-9
<b>At December 31</b>	<b>1 173</b>	<b>1 150</b>

Movements in the fair value of plan assets in the current year were as follows:

€ million	2025	2024
<b>At January 1</b>	<b>981</b>	<b>889</b>
Interest income	<b>33</b>	29
Remeasurement gain/loss(-)		
Return on plan assets (excluding interest income)	<b>37</b>	7
Effect of change in foreign exchange rates	<b>-9</b>	7
Plan participants contributions	<b>6</b>	5
Employer contributions	<b>82</b>	98
Benefit payments from the plan	<b>-29</b>	-43
Expenses, taxes and premiums paid	<b>-9</b>	-11
<b>At December 31</b>	<b>1 092</b>	<b>981</b>

The fair value of plan assets amounts to € 1 092 million (2024: € 981 million), representing 93% (2024: 85%) of the defined benefit obligation. The total deficit of € 81 million (2024: € 169 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	2025	2024
<b>At January 1</b>	<b>1 150</b>	<b>1 100</b>
Total service cost (incl. past service cost and gain (-)/loss from settlements)	<b>61</b>	56
Net interest cost	<b>2</b>	4
Remeasurement of other long term benefits	<b>0</b>	0
Administrative expenses and taxes	<b>2</b>	2
<b>Components of defined benefit costs recorded in income statement</b>	<b>65</b>	<b>62</b>
Remeasurements gain (-)/loss		
Effect of changes in demographic assumptions	<b>-3</b>	0
Effect of changes in financial assumptions	<b>-65</b>	-9
Effect of experience adjustments	<b>34</b>	8
Return on plan assets (excluding interest income)	<b>-37</b>	-7
Changes in asset ceiling/onerous liability (excluding interest income)	<b>0</b>	1
<b>Components of defined benefit costs recorded in OCI</b>	<b>-71</b>	<b>-7</b>
<b>Total components of defined benefit cost</b>	<b>-6</b>	<b>55</b>

**Notes to the Consolidated Financial Statements** continued

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. 73% 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 € 71 million in 2025 compared to a gain of € 7 million in 2024. The gain in 2025 is mainly resulting from higher return on plan assets and from higher discount rates. The gain in 2024 is mainly resulting from higher return on plan assets and increase in discount rates.

The actual return on plan assets is €37 million (2024: €7 million) and the actual return on reimbursement rights is €0 million (2024: €0 million).

The split of the recognized expense by functional line is as follows:

€ million	2025	2024
Cost of sales	25	20
Marketing and selling expenses	7	6
Research and development expenses	22	23
General and administrative expenses	12	13
Other income and expenses	-1	0
<b>Total</b>	<b>65</b>	<b>62</b>

The major categories of plan assets at the end of the reporting period, are as follows:

€ million	2025	2024
<b>Cash and cash equivalent</b>	<b>18</b>	<b>42</b>
<b>Equity instruments</b>	<b>321</b>	<b>287</b>
Europe	89	82
U.S.	46	63
Rest of the World	186	142
<b>Debt instruments</b>	<b>378</b>	<b>313</b>
Corporate bonds	135	97
Government bonds	157	180
Other	86	36
<b>Properties</b>	<b>81</b>	<b>69</b>
<b>Qualifying insurance policies</b>	<b>117</b>	<b>111</b>
<b>Investment funds</b>	<b>157</b>	<b>141</b>
<b>Other</b>	<b>20</b>	<b>18</b>
<b>Total</b>	<b>1 092</b>	<b>981</b>

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:

Percentage %	Eurozone		U.K.		Other	
	2025	2024	2025	2024	2025	2024
Discount rate	4.06	3.43	5.60	5.50	1.39	1.01
Inflation	2.00	2.00	2.70	3.00	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 € 67 million (increase by € 75 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 €21 million (decrease by €20 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 12.40 years (2024: 13.40 years). This number can be subdivided into the duration related to:

- Eurozone: 10.50 years (2024: 11.90 years);
- U.K.: 12.80 years (2024: 14.00 years);
- Other: 18.00 years (2024: 18.00 years).

The Group expects to make a contribution of €82 million to the defined benefit plans during the next financial year.

## Notes to the Consolidated Financial Statements continued

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
<b>At January 1, 2025</b>	<b>22</b>	<b>11</b>	<b>366</b>	<b>399</b>
Arising during the year	2	26	202	230
Unused amounts reversed	0	-1	-43	-44
Transfer from one heading to another	0	0	-179	-179
Effect of movements in exchange rates	0	0	-4	-4
Utilized during the year	-1	-6	-29	-36
<b>At December 31, 2025</b>	<b>23</b>	<b>30</b>	<b>313</b>	<b>366</b>
Non-current portion	23	18	187	229
Current portion	0	12	126	137
<b>Total provisions</b>	<b>23</b>	<b>30</b>	<b>313</b>	<b>366</b>

#### 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 2025 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 Contingencies](#)). The provision in respect of Distilbène increased by € 13 million to a total of € 111 million (2024: € 98 million) to reflect the net estimated future cash outflows, which represents an increase by € 12 million in addition to the discounting impact offset by the payments. The impact from discounting amounts to € 3 million and is part of other financial expenses (see [Note 17 Financial income and financial expenses](#)). The provision was discounted using a discount rate ranging from 2.24% to 4.25% (2024: 2.77%). If the discount rate would be 25 basis points lower, the provision would increase by € 2 million, at 0% discount rate the provision would increase by € 39 million;
- provisions for restoration costs for leased buildings due to the adoption of IFRS 16 (€ 6 million) (2024: € 7 million) (see Note 40 Leases);
- provisions in respect of the recoverability of non-income tax receivables;
- resolution of contractual commitments (€ 111 million);
- ongoing claims and disputes to the extent that at balance sheet date, a present obligation exists and could be reliably measured.

An assessment is performed with respect to the abovementioned risks together with the Group legal advisers and experts in the different domains.

## Notes to the Consolidated Financial Statements continued

## 35. Trade and other liabilities

€ million	2025	2024
Non-current liabilities linked to project financing	0	0
Other payables	92	100
<b>Total non-current trade and other liabilities</b>	<b>92</b>	<b>100</b>
€ million	2025	2024
Trade payables	817	750
Invoices to receive	82	81
Taxes payable, other than income tax	27	17
Payroll and social security liabilities	459	422
Other payables	142	145
Deferred income linked to development agreements	7	16
Other deferred income	16	12
Royalties payables	28	23
Rebates/discounts and other sales allowances payable	1 901	1 235
Accrued interest	34	46
Other accrued expenses	438	272
<b>Total current trade and other liabilities</b>	<b>3 951</b>	<b>3 019</b>

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 € 1 597 million as per December 31, 2025 (December 31, 2024: € 1 023 million).

## 36. Income tax payables

Income tax payables include liabilities for uncertain tax positions amounting to € 117 million (2024: € 139 million). The balance decreased over 2025, mainly due to the reversal of several positions following the closure of tax audits in certain jurisdictions in which the Group operates. The decrease also reflects the reassessment of existing uncertain tax positions, which resulted in both upward and downward adjustments depending on the nature of the underlying exposures. 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 all legal remedies have been exhausted.

The income tax receivable includes assets for tax relief arising from Mutual Agreement / Arbitration procedures amounting to € 26 million (2024: € 23 million). These assets are recognized when the Group considers it probable that a Mutual Agreement / Arbitration procedure will result in a corresponding adjustment in one or more jurisdictions. The increase reflects the initiation of new cases, while the overall balance also incorporates reassessments based on the status and expected outcome of ongoing procedures.

The assessment of both uncertain tax positions and corresponding adjustments is performed using either the most likely amount method (for corporate income tax matters) or the expected value method (for corporate tax or transfer pricing matters), where appropriate and in accordance with IFRIC 23. See [Note 4.2.5 Tax positions](#) for more details on the Group's assessment of uncertain tax positions. On a net basis, the Group has provided for a reserve of € 91 million (2024: € 116 million) to cover uncertain tax positions and continues to pursue the necessary procedures to secure tax relief where possible.

**Notes to the Consolidated Financial Statements** continued

UCB faces tax audits in a number of countries in which the Group operates. The matters under review can be complex and, in some cases, may take several years to resolve. The Group closely monitors the liabilities recognized for uncertain tax positions recorded per end 2025, which reflect both the status of ongoing audits and the outcomes of recently completed ones.

**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 2025 mainly relate to tax credits (€ 120 million) for which the cash benefit will be received in later years.

Important non-cash transactions for 2024 mainly relate to tax credits (€ 148 million) for which the cash benefit will be received in later years.

€ million	Note	2025	2024
<b>Adjustment for non-cash transactions</b>		<b>619</b>	<b>590</b>
Depreciation and amortization	11, 22, 20	627	641
Impairment / reversal (-) charges	11, 14	0	73
Equity settled share based payment expense		-10	2
Other non-cash transactions in the income statement		-120	-148
Adjustment IFRS 9	17	-33	30
(Un)realized exchange gain (-) / losses		-14	-43
Change in provisions and employee benefits		154	24
Change in inventories and bad debt provisions		15	11
<b>Adjustment for items to disclose separately under operating cash flow</b>		<b>263</b>	<b>98</b>
Tax charge of the period from continuing operations	18	263	98
<b>Adjustment for items to disclose under investing and financing cash flow</b>		<b>84</b>	<b>-465</b>
Gain (-) / loss on disposal of fixed assets		2	-596
Interest income (-) / expenses		82	131
<b>Change in working capital</b>			
Inventories movement per consolidated statement of financial position		-188	-278
Trade and other receivable and other assets movement per consolidated statement of financial position		-368	-258
Trade and other payable movement per consolidated statement of financial position <sup>1</sup>		645	623
<b>As it appears in the consolidated statement of financial position and corrected by:</b>		<b>89</b>	<b>87</b>
Non-cash items <sup>2</sup>		104	89
Change in inventories and bad debt provisions disclosed separately under operating cash flow		-15	-11
Currency translation adjustments <sup>1</sup>		124	3
<b>As it appears in the consolidated cash flow statement</b>		<b>303</b>	<b>168</b>

1. Includes an amount of € 822 million as per December 31, 2025 for rebates and discounts linked to sales (December 31, 2024: € 301 million).

2. Non-cash items are mainly linked to transfers from one heading to another, non-cash movements linked to stock rewards.

## Notes to the Consolidated Financial Statements continued

## 38. Financial instruments by category

December 31, 2025

€ 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	174	0	0	277	451
Derivative financial assets	39	0	28	97	0	125
Trade and other receivables (including prepaid expenses)	25	1 861	0	0	0	1 861
Cash and cash equivalents	26	2 251	0	0	0	2 251
<b>Total</b>		<b>4 286</b>	<b>28</b>	<b>97</b>	<b>277</b>	<b>4 688</b>

December 31, 2025

€ 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	816	816
Bonds	30	-16	0	1 445	1 429
Derivative financial liabilities	39	35	80	0	115
Trade and other liabilities	35	0	0	4 043	4 043
Other financial liabilities (excluding derivative financial instruments)	31	0	0	0	0
<b>Total</b>		<b>19</b>	<b>80</b>	<b>6 304</b>	<b>6 403</b>

## Notes to the Consolidated Financial Statements continued

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	<b>390</b>
Derivative financial assets	39	0	32	119	0	<b>151</b>
Trade and other receivables (including prepaid expenses)	25	1 526	0	0	0	<b>1 526</b>
Cash and cash equivalents	26	1 573	0	0	0	<b>1 573</b>
<b>Total</b>		<b>3 246</b>	<b>32</b>	<b>119</b>	<b>243</b>	<b>3 640</b>

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	<b>1 602</b>
Bonds	30	-19	0	1 443	<b>1 424</b>
Derivative financial liabilities	39	77	116	0	<b>193</b>
Trade and other liabilities	35	0	0	3 120	<b>3 120</b>
Other financial liabilities (excluding derivative financial instruments)	31	0	0	0	<b>0</b>
<b>Total</b>		<b>58</b>	<b>116</b>	<b>6 165</b>	<b>6 339</b>

## Notes to the Consolidated Financial Statements continued

## 39. Derivative financial instruments

€ million	Note	Assets		Liabilities	
		2025	2024	2025	2024
Forward foreign exchange contracts – cash flow hedges		90	11	5	107
Forward foreign exchange contracts – fair value through profit and loss		11	3	4	14
Forward foreign exchange contracts – net investment hedges		7	95	72	7
Interest rate derivatives – cash flow hedges		0	13	3	2
Interest rate derivatives – fair value through profit and loss		14	24	31	63
Other financial derivatives		3	5	0	0
<b>Total</b>		<b>125</b>	<b>151</b>	<b>115</b>	<b>193</b>
Of which:					
Non-current	23, 31	18	41	32	65
Current	23, 31	107	110	83	128

The full fair value of a hedging derivative is classified as a noncurrent 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 as per December 31, 2025, a net unrealized gain of € 108 million (as per December 31, 2024: net unrealized loss of € 77 million) before deferred taxes was 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 cash flow hedges that were de-designated in 2024 (leading to € 1 million gain in profit and loss in 2024) but remained outstanding as at December 31, 2024 matured and have been settled in 2025.

## 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 foreign exchange contracts with the aim of preserving the value of highly probable anticipated transactions, existing assets and liabilities or certain investments in foreign operations.

The following table shows the split of foreign currency derivatives by currency of denomination (currencies sold view) as at December 31, 2025:

Notional amounts in € million	USD	GBP	EUR	JPY	CHF	Other currencies	Total
Forward contracts	829	162	124	5	6	15	1 141
Currency swaps	2 788	35	2 425	241	41	259	5 789
Option/collar	0	0	0	0	0	0	0
<b>Total</b>	<b>3 617</b>	<b>197</b>	<b>2 549</b>	<b>246</b>	<b>47</b>	<b>274</b>	<b>6 930</b>

On the same basis of sold currency, the fair values of the foreign currency derivative contracts are as follows:

€ million	Assets		Liabilities	
	2025	2024	2025	2024
USD	79	0	7	123
GBP	0	0	0	0
EUR	4	102	72	2
JPY	21	6	0	1
CHF	0	0	0	0
Other currencies	3	2	2	3
<b>Total foreign currency derivatives</b>	<b>107</b>	<b>110</b>	<b>81</b>	<b>129</b>

The net foreign currency derivatives maturity analysis is noted below:

€ million	2025	2024
1 year or less	26	-19
1-5 years	0	0
Beyond 5 years	0	0
<b>Total foreign currency derivatives – net asset/net liability (-)</b>	<b>26</b>	<b>-19</b>

**Notes to the Consolidated Financial Statements** continued**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
EIS	April 1, 2021	October 1, 2027	EUR	150	-0.25%	EUR	150	6M
EIS	March 30, 2021	March 30, 2028	EUR	500	-0.22%	EUR	500	6M
EIS	November 21, 2023	November 21, 2029	EUR	300	3.02%	EUR	300	3M
EIS	March 20, 2024	March 20, 2030	EUR	500	2.58%	EUR	500	3M
EIS	December 8, 2023	December 8, 2026	USD	375	SOFR	USD	375	4.22%
EIS	December 8, 2026	June 8, 2028	USD	375	SOFR	USD	375	3.43%

**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, 2025, the VPPA contracts were valued for € 3 million leading to a loss of € 2 million in 2025 and € 1 million over the initial valuation. 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	2025	2024
Buildings	22	<b>96</b>	121
Plant and machinery	22	<b>15</b>	16
Office equipment and vehicles	22	<b>80</b>	82
<b>Total right-of-use assets</b>		<b>191</b>	<b>219</b>
Non-current	29	<b>119</b>	145
Current	29	<b>63</b>	61
<b>Total lease liabilities</b>		<b>182</b>	<b>206</b>

Additions to the right-of-use assets during the 2025 financial year were €49 million.

As per December 31, 2025, no residual value guarantees are included in the lease liabilities.

As per December 31, 2025, lease commitments for leases not yet commenced amounted to € 14 million.

## Notes to the Consolidated Financial Statements continued

### 40.2. Amounts recognized in the income statement

The income statement shows the following amounts relating to leases:

€ million	Note	2025	2024
<b>Depreciation charge of right-of-use assets</b>	22	<b>64</b>	<b>58</b>
Buildings	22	<b>28</b>	29
Plant and machinery	22	<b>1</b>	1
Office equipment and vehicles	22	<b>35</b>	28
Interest expense (included in Financial expenses)	17	<b>9</b>	8
Expense relating to short-term leases		<b>3</b>	2
Expense relating to leases of low-value assets that are not short-term leases		<b>12</b>	11
<b>Total expense related to leases</b>		<b>88</b>	<b>79</b>

The total cash outflow for leases in 2025 was € 60 million. In 2025 there was no material income from subleasing.

## 41. Earnings per share

### 41.1. Basic earnings per share

€	2025	2024
From continuing operations	<b>8.20</b>	5.61
From discontinued operations	<b>0.00</b>	0.00
<b>Basic earnings per share</b>	<b>8.20</b>	<b>5.61</b>

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

€	2025	2024
From continuing operations	<b>8.03</b>	5.48
From discontinued operations	<b>0.00</b>	0.00
<b>Diluted earnings per share</b>	<b>8.03</b>	<b>5.48</b>

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	2025	2024
Profit/loss (-) from continuing operations attributable to shareholders of UCB SA	<b>1 558</b>	1 065
Profit/loss (-) from discontinued operations	<b>0</b>	0
<b>Profit attributable to shareholders of UCB SA</b>	<b>1 558</b>	<b>1 065</b>

Diluted € million	2025	2024
Profit/loss (-) from continuing operations attributable to shareholders of UCB SA	<b>1 558</b>	1 065
Profit/loss (-) from discontinued operations	<b>0</b>	0
<b>Profit attributable to shareholders of UCB SA</b>	<b>1 558</b>	<b>1 065</b>

## Notes to the Consolidated Financial Statements continued

### 41.4. Number of shares

In thousands of shares	2025	2024
Weighted average number of ordinary shares for basic earnings per share	<b>190 119</b>	189 986
Weighted average number of ordinary shares for diluted earnings per share	<b>194 183</b>	194 547

### 42. Dividend per share

The gross dividends paid in 2025 (in respect of the year ended December 31, 2024) and 2024 (in respect of the year ended December 31, 2023) were € 264 million (€ 1.39 per share) and € 259 million (€ 1.36 per share) respectively.

A dividend in respect of the year ended December 31, 2025 of € 1.45 per share, amounting to a total dividend of € 276 million, is to be proposed at the annual general meeting of the shareholders on April 30, 2026.

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, 2025, the Group has committed to spend € 362 million (2024: € 181 million) mainly with respect to expected capital expenditures for the renewal of research facilities, new Gene-Therapy plant and Belgian Biotech Operations Center (BBOC) in Braine-l'Alleud campus (Belgium), new campus site in the U.K., internal capacity increase at the Bulle manufacturing site (Switzerland), 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, 2025, 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 € 1 192 million on an undiscounted and non-risk adjusted basis.

€ million	2025	2024
Less than 1 year	<b>0</b>	172
Between 1 and 5 years	<b>329</b>	326
More than 5 years	<b>862</b>	761
<b>Total</b>	<b>1 192</b>	<b>1 259</b>

UCB has concluded several agreements with Contract Manufacturing Organizations for the supply of its products. Total outstanding commitments towards these CMOs amount to € 1 681 million as per end of 2025 until 2035 (2024: € 1 442 million until 2034). Additionally, UCB has an outstanding commitment for production capacity reservation of € 9 million as per end of 2025.

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 2025 for a total amount of € 32 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 litigation, 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.

## Notes to the Consolidated Financial Statements continued

### 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, in December 2024, UCB filed a lawsuit against Aurobindo to enforce a U.S. patent expiring in late 2027, which covers an aspect of NEUPRO®. Due to the statutory 30-month stay prior to FDA approval, Aurobindo would not have been in a position to launch a generic version prior to August 2027. We resolved this dispute with Aurobindo on favorable terms.

##### *Europe*

#### NAYZILAM®

##### *United States*

In 2021, Cipla filed an ANDA challenging the validity of certain NAYZILAM® patents. UCB filed a lawsuit against Cipla. Cipla stipulated to infringement. The trial took place in October 2023 and we are awaiting the court's decision.

#### EVENITY®

##### *Germany*

In 2023, OssiFi-Mab LLC ("OMAB") sued UCB Pharma SA, UCB Pharma GmbH and Amgen in Germany alleging EVENITY® infringes the German part of a European patent. In defense UCB Pharma SA and UCB Pharma SA 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. 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. In September 2025, the EPO's Board of Appeal rejected OMAB's appeal and revoked OMAB's patent, ending this matter.

#### FINTEPLA®

##### *Italy/Europe*

In 2025, Frau Pharma sued UCB (as Zogenix's successor) in Italy for alleged infringement of Frau's pending European manufacturing patent related to Fintepla. The court ordered UCB to provide certain commercial data to Frau, which UCB has complied with, but UCB has also appealed. In a related matter, UCB sued Frau to dispute Frau's ownership of its pending European patent and the EPO stayed grant of the patent pending the outcome of the ownership proceedings. The Italian court ruled in Frau's favor and the EPO may issue the patent, which UCB believes is invalid and will oppose.

### 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 Provisions](#) in this 2025 Annual Report).

### 3. General Litigation

#### 340B Drug Pricing Program

In December 2021 (updated in 2024), 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.

## Notes to the Consolidated Financial Statements continued

### 44. Related party transactions

#### 44.1. Intra-group sales and services

During the financial years ended December 31, 2025 and 2024, 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 2025 there have been no material financial transactions with related parties other than affiliates of UCB.

#### 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.

	2025	2024
Short-term employee benefits	22	19
Termination benefits	1	0
Post-employment benefits	3	2
Share-based payments	15	12
<b>Total key management compensation</b>	<b>41</b>	<b>33</b>

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 Share-based payments](#). 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 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, 2025, Tubize was holding 70 562 935 UCB shares on a total number of 194 505 658 (i.e., 36.28%). For its shareholder structure, we refer to the website of Financière de Tubize SA: [www.financiere-tubize.be](http://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 2025 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.

**Notes to the Consolidated Financial Statements** continued**46. UCB Companies (fully consolidated)**

Name and office	Holding	Majority controlling shareholder
<b>Australia</b>		
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 Austria	100%	Engage Therapeutics, Inc.
<b>Austria</b>		
UCB Pharma Gesellschaft m.b.H. - Twin Tower, Wienerbergstrasse 11/12a - 1100 Wien	100%	UCB Pharma SA
<b>Belgium</b>		
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 <sup>1</sup> - Allée de la Recherche, 60 - 1070 Brussels (BE 1017.533.562)	100%	UCB Manufacturing, Inc.
UCB Pharma SA - Allée de la Recherche, 60 - 1070 Brussels (BE 0403. 096.168)	100%	UCB SA
Sifar SA <sup>2</sup> - 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
<b>Brazil</b>		
UCB Biopharma Ltda - Av. Presidente Juscelino Kubitschek, nº 1327, 5º andar, Condomínio Edifício Intemacional Plaza II - CEP: 04543 - 011 São Paulo	100%	UCB SA
<b>Bulgaria</b>		
UCB Bulgaria EOOD - 2B Srebarna street, fl. 9, office 8B, Lozenetz, Sofia 1407	100%	UCB SA
<b>Canada</b>		
UCB Canada Inc. - 2201 Bristol Circle, Suite 602 - ON L6H0J8 Oakville	100%	UCB Holdings, Inc.
<b>China</b>		
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 <sup>3</sup> - 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
<b>Czech Republic</b>		
UCB S.R.O. - Jankovcova 1518/2 - 170 00 Praha 7	100%	UCB SA
<b>Denmark</b>		
UCB Nordic AS - Edvard Thomsens Vej 14, 7 - 2300 Copenhagen	100%	UCB Pharma SA
<b>Finland</b>		
Finland UCB Pharma Oy Finland - Bertel Jungin aukio 5, 6.krs - 02600 Espoo	100%	UCB Pharma SA

**Notes to the Consolidated Financial Statements** continued

Name and office	Holding	Majority controlling shareholder
<b>France</b>		
UCB Pharma SAS - Tour Emblem 7 Allée de l'Arche, 92400 Courbevoie	100%	UCB SA
<b>Germany</b>		
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 <sup>2</sup> - Rolf-Schwarz-Schütte Platz 1 - 40789 Monheim am Rhein	100%	Ra Pharmaceuticals, Inc.
<b>Greece</b>		
UCB A.E. - 63 Agiou Dimitriou Street - 17456 Alimos - Athens	100%	UCB SA
<b>Hungary</b>		
UCB Hungary Ltd - Obuda Gate Building Arpád Fejedelem útja 26 - 28 - 1023 Budapest	100%	UCB SA
<b>India</b>		
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
<b>Ireland</b>		
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 <sup>4</sup> - Trinity House, Charleston Road - Ranelagh, Dublin 6, D06 C8X4	100%	Zogenix International Limited
<b>Italy</b>		
UCB Pharma SpA - Via Varesina 162 - 20156 Milano	100%	UCB SA
Zogenix S.r.l. <sup>2</sup> - Via Varesina 162 - 20156 Milano	100%	Zogenix International Limited
<b>Japan</b>		
UCB Japan Co Ltd - Shinjuku Grand Tower, 8-17-1 Nishi-Shinjuku 160-0023 Shinjuku, Tokyo	100%	UCB SA
<b>Mexico</b>		
UCB de Mexico SA de C. V. - Av. Ejército Nacional 843-B Antara I Piso 3, Col Granada. Delg. Miguel Hidalgo C.P. 11520 CDMX, C.P. 11520 Mexico City	100%	UCB SA
<b>Netherlands</b>		
UCB Pharma B. V. (Netherlands) - Hoge Mosten 2 - 4822 NH Breda	100%	UCB Pharma SA

**Notes to the Consolidated Financial Statements** continued

Name and office	Holding	Majority controlling shareholder
<b>Norway</b>		
UCB Pharma A.S. - Haakon VII's gate 6 - 0161 Oslo	100%	UCB Pharma SA
<b>Poland</b>		
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
<b>Portugal</b>		
UCB Pharma (Produtos Farmaceuticos) Lda - Rua do Silval, nº 37, piso 1, S1.3, 2780-373 Oeiras	100%	UCB SA
<b>Romania</b>		
UCB Pharma Romania S.R.L. - 165 Calea Floreasca, One Tower Building, 3rd Floor, 1st district - Bucharest 14459	100%	UCB SA
<b>Russia</b>		
UCB Pharma LLC - 16 Mitinskaya Street, Premises 509B , 125430, Moscow	100%	UCB SA
UCB Pharma Logistics LLC - Prensky Naberezhnye, 10, block C, 13th floor , 123112 Moscow	100%	UCB SA
<b>South Korea</b>		
UCB Korea Co Ltd. - 4th Fl., A+ Asset Tower, 369 Gangnam-daero, Seocho-gu - 06621 Seoul	100%	UCB SA
<b>Spain</b>		
UCB Pharma SA - Plaza de Manuel Gómez Moreno, s/n, Edificio Bronce, 5th floor - 28020 Madrid	100%	UCB SA
<b>Sweden</b>		
UCB Pharma AB (Sweden) - Olof Palmes gata 29, 111 22 Stockholm	100%	UCB Pharma SA
<b>Switzerland</b>		
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
<b>Taiwan</b>		
UCB Pharmaceuticals (Taiwan) Ltd - 12F.-2, No.88, Dunhua N. Rd., Songshan Dist - 10551 Taipei	100%	UCB SA
<b>Turkey</b>		
UCB Pharma A.S. - Palladium Tower, Barbaros Mah., Kardelen Sok. No.2, Kat.24/80 -34746 Istanbul	100%	UCB SA
<b>U.K.</b>		
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 <sup>2</sup> - 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

**Notes to the Consolidated Financial Statements** continued

Name and office	Holding	Majority controlling shareholder
<b>Ukraine</b>		
UCB Ukraine LLC - 19 Grygoriya Skovorody Str., Business - center "Podol Plaza" - 04070 Kyiv	100%	UCB Pharma GmbH
<b>U.S.</b>		
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. <sup>5</sup> - 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. <sup>5</sup> - 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 had a first extended financial exercise until December 31, 2025 and is included in the Consolidated Income Statement for 2024 and 2025 since the incorporation.
2. Darwin Discovery Ltd Ltd (UK), Sifar SA (BE), Zogenix S.r.l. (Italy) and Cosmix Verwaltungs GmbH (Germany) have been respectively dissolved on January 2, December 19, February 7, 2025 and March 21, 2025 are included in the Consolidated Income Statement for 2024 and 2025 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 2024 until the divestment took place.
4. Zogenix ROI Limited (Ireland) have been put in liquidation respectively effective as from October 31, 2024.
5. Zogenix, Inc. and Ra Pharmaceuticals, Inc. have been merged respectively with UCB BioSciences, Inc. on April 1, 2024 and UCB Holdings, Inc. on January 1, 2025 and are included in the Consolidated Income Statement for 2024 and 2025 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, 2025, 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

### Exercise 31.12.2025

Statutory auditor's report to the general shareholders' meeting of UCB SA/NV on the consolidated accounts for the year ended 31 December 2025.

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 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 five 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 2025, 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 characterized by a consolidated statement of financial position total of EUR 18.158 million and a profit for the year (attributable to equity holders) of EUR 1.558 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 2025 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 Net sales](#), [4.2.1 Sales allowances](#) and [35 Trade and other liabilities](#)).

#### 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 Trade and other liabilities](#), the amount of the accruals at 31 December 2025 is EUR 1.597 million (EUR 1.023 million as per 31 December 2024).

#### 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.

## Statutory auditor's Report continued

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 Impairment of non-financial assets](#), [3.15 Intangible assets](#), [3.16 Goodwill](#), [4.2.2 Intangible assets and goodwill](#), [14 Impairment of non-financial assets](#), [20 Intangible assets](#) & [21 Goodwill](#)

#### Description of the Key Audit Matter

The UCB Group has EUR 3.447 million of intangible assets (31 December 2024 – EUR 4.082 million), comprising significant licenses, patents and acquired trademarks, and EUR 5.091 million of goodwill at 31 December 2025 (31 December 2024 – EUR 5.462 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 Goodwill](#), 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 2025 (see Note [14 Impairment of non-financial assets](#)). 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.

## Statutory auditor's Report continued

### Recognition of deferred tax assets and uncertain tax positions

Refer to Notes [3.12 Income taxes](#), [4.2.5 Tax positions](#), [32 Deferred tax assets and liabilities](#) and [36 Income tax payables](#)

#### 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 2025, the Group has recognised EUR 1,273 million of net deferred tax assets (31 December 2024 – EUR 929 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 2025, the Group has recognised liabilities of EUR 117 million in respect of uncertain tax positions (31 December 2024 – EUR 139 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 26 million (31 December 2024 - EUR 23 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 91 million (31 December 2024 - EUR 116 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 recognised 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 [3.29 Provisions](#), [4.2.3 Environmental provisions](#), [13 Other operating income/expenses](#), [16 Other income/expenses](#), [34 Provisions](#) and [43 Commitments and contingencies](#)

#### 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 2025, the Group held provisions of EUR 366 million (31 December 2024 – EUR 399 million) among others in respect of actual legal actions brought against the Group and disclosures have been made in Note [34 Provisions](#) in relation to these provisions, as well as the disclosure of contingent liabilities in Note [43 Commitments and contingencies](#) relating to ongoing regulatory investigations or legal claims where the directors believe to have meritorious defenses against the claims.

## Statutory auditor's Report continued

### 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 by evaluating the assumptions used in measuring the provisions 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 recorded provisions and 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 consolidated accounts, 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 Provisions](#) & [43 Commitments and contingencies](#) 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.

## Statutory auditor's Report continued

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, which contains an 'unqualified conclusion' on the limited assurance with respect this sustainability information.

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 2025 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 25, 2026

Forvis Mazars Réviseurs d'Entreprises SRL

Statutory Auditor

Represented by

Sébastien SCHUEREMANS

# 6. Abbreviated statutory financial statements of UCB

## 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.

The statutory financial statements of UCB 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 for the year ended December 31, 2025 give a true and fair view of the financial position and results of UCB 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](http://www.ucb.com) or on simple request, addressed to:

UCB

Corporate Communication

Allée de la Recherche, 60 – 1070 Brussels, Belgium

## 6.2. Statement of financial position

€ million	2025	2024
<b>Assets</b>		
Formation expenses	7	9
Intangible assets	0	0
Tangible assets	36	38
Financial assets	9 501	9 501
<b>Fixed assets</b>	<b>9 543</b>	<b>9 547</b>
Amounts receivable after more than one year	2 078	2 998
Amounts receivable within one year or less	291	25
Current investments	577	528
Cash at bank and on hand	2	40
Deferred charges and accrued income	17	67
<b>Current assets</b>	<b>2 966</b>	<b>3 658</b>
<b>Total assets</b>	<b>12 509</b>	<b>13 206</b>
<b>Liabilities</b>		
Capital	584	584
Share premium	2 000	2 000
Reserves	6 554	6 454
Profit brought forward	24	16
<b>Equity</b>	<b>9 162</b>	<b>9 053</b>
Provisions	52	44
<b>Provisions and deferred taxes</b>	<b>52</b>	<b>44</b>
Amounts payable after more than one year	2 802	3 562
Amounts payable within one year or less	420	462
Accrued charges and deferred income	74	84
<b>Current liabilities</b>	<b>3 296</b>	<b>4 109</b>
<b>Total liabilities</b>	<b>12 509</b>	<b>13 206</b>

## Abbreviated statutory financial statements of UCB continued

### 6.3. Income statement

€ million	2025	2024
Operating income	110	101
Operating charges	-161	-149
<b>Operating result</b>	<b>-50</b>	<b>-48</b>
Financial income	619	667
Financial charges	-185	-228
<b>Financial result</b>	<b>434</b>	<b>440</b>
<b>Profit before income taxes</b>	<b>384</b>	<b>391</b>
Income taxes	0	-1
<b>Profit for the year available for appropriation</b>	<b>383</b>	<b>390</b>

### 6.4. Appropriation account

€ million	2025	2024
Profit for the period available for appropriation	383	390
Profit brought forward from previous year	16	91
<b>Profit to be appropriated</b>	<b>400</b>	<b>481</b>
Transfer to other reserves	100	200
<b>Transfer to capital and reserves</b>	<b>100</b>	<b>200</b>
Profit to be carried forward	24	16
<b>Result to be carried forward</b>	<b>24</b>	<b>16</b>
Dividends	276	264
<b>Profit to be distributed</b>	<b>276</b>	<b>264</b>
If the proposed allocation of the profit is approved, the total gross dividend will be fixed at:	1.45	1.39
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:	1.02	0.97

The activities of UCB generated in 2025 include € 414 million financial income stemming from financial fixed assets in affiliated enterprises. The net profit reaches € 383 million after income taxes. The amount available for distribution is € 400 million, including € 16 million profits brought forward from last year.

The issued share capital of UCB is represented by 194 505 658 shares without par value as per December 31, 2025.

Per December 31, 2025, UCB owns 4 144 296 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 €1.45 per share. If this dividend proposal is approved by the General Meeting on April 30, 2026, the net dividend of €1.015 per share will be payable as of May 06, 2026; against the delivery of coupon #27. The shares held by UCB are not entitled to a dividend.

Per December 31, 2025, 190 361 362 UCB shares are entitled to a dividend, representing a total distribution of € 276 million. This amount may fluctuate depending on the number of UCB shares held by UCB 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 2025 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 %

## Abbreviated statutory financial statements of UCB continued

### 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.