



FIRST UDL MODARABA

October 26, 2022

The General Manager
Pakistan Stock Exchange
I.I Chundrigar Road,
Karachi.

SUBJECT: MATERIAL INFORMATION

Dear Sir,

We are pleased to inform that the certificate holders of First UDL Modaraba in the Annual Review Meeting held on October 26, 2022 have unanimously approved the merger of **First UDL Modaraba ("FUDLM")** with and into **UDL International Limited ("UDLI")**.

The Resolutions passed at the Annual Review Meeting are as follows:

RESOLVED that, subject to requisite approval of the Registrar of Modarabas, the Securities and Exchange Commission of Pakistan ("**SECP**"), First UDL Modaraba ("**FUDLM**") be converted into a public limited company incorporated under the laws of Pakistan, by way of its merger with and into UDL International Limited (a company incorporated under the laws of Pakistan solely for the purpose of merger) ("**UDLI**").

RESOLVED that the Diminishing Musharika portfolio of FUDLM, shall simultaneously, upon its merger with UDLI, be further hived down to an Investment Finance Services Company, by incorporating a new wholly owned subsidiary company of UDLI i.e. the (Proposed) **UDL Financial Services Limited ("UFSL")**, or any other name available with SECP.

RESOLVED that merger of FUDLM with and into UDLI and simultaneous hiving down of Diminishing Musharika portfolio to UFSL shall be pursuant to a Scheme of Arrangement to be filed under a petition for sanction by the High Court of Sindh at Karachi in terms of sections 279-283 and 285 of the Companies Act, 2017, read with SRO 840(1)/2017 dated August 17, 2017 (Scheme of Arrangement (Modaraba)), with the surviving entity being, UDLI which will be procured to be listed on PSX under a direct listing process in lieu of amalgamation of FUDLM with and into UDLI



FURTHER RESOLVED that the Chief Executive or Chief Financial Officer be and is hereby authorized to appoint the legal Counsel and/or accounting consultants and prepare the Scheme of Arrangement for approval of the Board and to implement such changes to the extent required/ advised and to process the application(s)/ petition(s) for obtaining all requisite consents from competent regulatory authorities, secured creditors, the Registrar of Modarabas, the Securities and Exchange Commission of Pakistan and the High Court of Sindh at Karachi and take all actions necessary or required for implementing the Scheme of Arrangement (Modaraba) in terms thereof and all incidental actions in respect of the same and to make appropriate disclosures to PSX and SECP as required."

Thanking you.

Yours truly,

SYED AAMIR HUSSAIN
(COMPANY SECRETARY)

cc: **Registrar Modaraba**
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue
Blue Area, Islamabad.