



The Universal Insurance Company Limited

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Date: October 22, 2026

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi,

DECLARATION OF RIGHT SHARES

In accordance with Sections 96 and 131 of the Securities Act, 2015, paragraph 5.6.1(a) of the Rule Book of the Pakistan Stock Exchange Limited and Regulation 3(1)(i) of the Companies (Further Issue of Shares) Regulations, 2020, we hereby convey the following information.

The Board of Directors of the Company in their meeting held on 22 October 2026 has approved and decided to increase the paid-up share capital of the Company by issue of a further 50,000,000 ordinary shares by way of rights issue in proportion of 100 ordinary shares for every 100 shares held at par price of Rs. 10 per share to all existing shareholders.

The dates of closure of the Share Transfer Books of the Company, to determine the entitlement of the Right Shares, will be communicated in due course after finalization of the right share-offer letter/document in accordance with the provisions of the Companies (Further Issue of Shares) Regulations, 2020.

We also enclose herewith the following information/documents in compliance of Section 83 of the Companies Act, 2017:

- i) Statement pertaining to quantum of issue, issue size, issue price, purpose of issue, utilization of proceeds, benefits of the issue to the Company and the shareholders and risk factors (**Annexure A**)
- ii) Certified true copy of the Board Resolution dated 22 October 2026 (**Annexure B**)
- iii) Draft copy of the Notice of the Right Issue and Notice of Book Closure to the Shareholders prior to its publication in the newspapers (**Annexure C**)

May please be informed to TRE Certificate holders.

Thanking you,

You're truly

Liaqat Ali Shaukat
(Company Secretary)

Copy to: The Executive Director
Surveillance, Supervision and Enforcement (SMD)
SECP, Islamabad

The Commissioner
Corporate Supervision Department
SECP, Islamabad

Annexure A

Statement pertaining to Quantum of Issue, Issue Size, Issue Price, Purpose of the Issue, Utilization of Proceeds of the Issue, Benefits of the Issue to the Company and the shareholders, Risk Factors and Minimum Subscription Amount, under Rule 3 of the Companies (Further Issue of Shares) Regulations, 2020.

a) Quantum of the Right Issue (i.e. as a percentage of existing paid-up capital)

The quantum of the Right Issue is 100% of the existing paid-up capital of the Company i.e. 100 right shares for every 100 ordinary shares held by the shareholders of the Company immediately prior to the close of the share transfer books of the Company.

b) Right Issue Size

The Company shall issue 50,000,000 (Fifty million) ordinary shares, at a price of PKR 10/- (Pak Rupees Ten only) per share, aggregating to PKR 500,000,000/- (Five hundred million only)

c) Issue Price Per Share

PKR 10/- (Pak Rupees Ten only) per share

d) Purpose of the Right Issue

To meet the minimum paid-up capital requirement as laid down by the SECP for non-life insurers in the Insurance Rules, 2017 vide its S.R.O No. 310(I)/2025 dated 3rd March 2025.

The increased capital base will further augment the Company's investment portfolio, thereby generating higher investment income to support sustainable earning, enhance the profitability of the Company and, consequently, returns to the shareholders.

e) Utilization of Proceeds of the Right Issue

The proceeds from the Right Issue will primarily be utilized to strengthen the Company's capital reserves, enabling it to secure more favourable reinsurance terms, enhance its underwriting capacity, improve solvency and financial stability, and strengthen working capital to ensure smooth operations and support ongoing and future business activities. A portion of the proceeds may also be prudently invested in suitable avenues to generate enhanced investment returns, thereby contributing to the Company's profitability and sustainable growth.

As a non-life insurance company, it is pertinent to clarify that no separate allocation of the Right Issue proceeds has been earmarked specifically for increasing net retention, securing reinsurance terms, or improving the Company's insurer financial strength rating. Improved solvency is expected to be achieved through the deployment of the proceeds into assets that qualify as admissible assets under the applicable regulatory framework. Nevertheless, in compliance with the relevant regulatory requirements, the appropriate disclosures have been made accordingly.

f) Benefits to the Company and Shareholders

The Right Issue will strengthen the Company's capital reserves and working capital position, thereby supporting the achievement of more favourable reinsurance terms, increased underwriting capacity, vis-a-vis improved retention levels, enhanced financial strength, and a stronger solvency position. These improvements are expected to contribute positively to the Company's profitability and reinforce shareholder confidence.

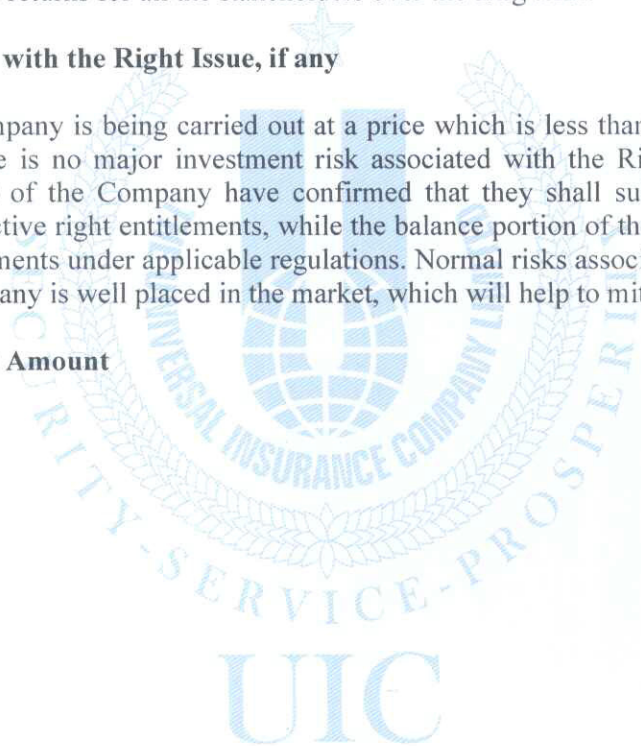
For existing shareholders, the Right Issue provides an opportunity to participate in the Company's future growth at a preferential price while protecting the value of their existing investment through enhanced financial stability. The strengthened capital base is also expected to support the Company in generating higher and more sustainable returns for all the stakeholders over the long term.

g) Risk Factors associated with the Right Issue, if any

The Right Issue of the Company is being carried out at a price which is less than the current share price in the market and hence there is no major investment risk associated with the Right Issue. The substantial shareholders and Directors of the Company have confirmed that they shall subscribe to (or arrange the subscription of) their respective right entitlements, while the balance portion of the Right Issue shall be fully underwritten as per requirements under applicable regulations. Normal risks associated with the business will remain; however, the Company is well placed in the market, which will help to mitigate such risk factors.

h) Minimum Subscription Amount

Not Applicable



Annexure B

Extracts of the Resolutions passed by the Board of Directors of the Company in its meeting held on 22 October 2026 at Gammon House, Rawalpindi

During the meeting, the Board of Directors of the Company discussed and approved the proposed issuance of further share capital by the Company by way of right issue. The Board of Directors of the Company stated that all requirements of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020 have been considered by the Board of Directors of the Company and shall be duly complied with by the Company.

Accordingly, the following resolutions were passed by the Board of Directors:

RESOLVED THAT the ordinary issued paid-up share capital of the Company be increased from PKR 500,000,000 (Pak Rupees Five hundred million only) to PKR 1,000,000,000 (Pak Rupees one thousand million only) by the issue of a further 50,000,000 (fifty million) ordinary shares of the Company of PKR 10/- (Pak Rupees Ten) par value each to be offered to the shareholders of the Company in proportion to the number of shares held by each shareholder (i.e., as right shares) immediately prior to the close of the share transfer books of the Company, in accordance with the provisions of Section 83 of the Companies Act, 2017 and all applicable laws, at a price of PKR 10 (Pak Rupees Ten) per share in the ratio of 100 right shares for every 100 ordinary shares of PKR 10/-each held (i.e., 100%), against payment to the Company of the price for the shares subscribed, which shares shall rank *pari passu* in all respects with the existing ordinary shares of the Company (the "Right Issue").

FURTHER RESOLVED THAT the following are the quantum, size, price and purpose of the Right Issue, along with the utilization of proceeds, benefits of the same to the Company and its shareholders and the risk factors associated with the Right Issue in accordance with Regulation 3(1)(iii) of the Companies (Further Issue of Shares) Regulations, 2020:

a) Quantum of the Right Issue (i.e. as a percentage of existing paid-up capital)

The quantum of the Right Issue is 100% of the existing paid-up capital of the Company i.e. 100 right shares for every 100 ordinary shares held by the shareholders of the Company immediately prior to the close of the share transfer books of the Company.

b) Right Issue Size

The Company shall issue 50,000,000 (Fifty million) ordinary shares, at a price of PKR 10/- (Pak Rupees Ten only) per share, aggregating to PKR 500,000,000/- (Five hundred million only)

c) Issue Price Per Share

PKR 10/- (Pak Rupees Ten only) per share

d) Purpose of the Right Issue

To meet the minimum paid-up capital requirement as laid down by the SECP for non-life insurers in the Insurance Rules, 2017 vide its S.R.O No. 310(I)/2025 dated 3rd March 2025.

The increased capital base will further augment the Company's investment portfolio, thereby generating higher investment income to support sustainable earning, enhance the profitability of the Company and, consequently, returns to the shareholders.

e) Utilization of Proceeds of the Right Issue

The proceeds from the Right Issue will primarily be utilized to strengthen the Company's capital reserves, enabling it to secure more favourable reinsurance terms, enhance its underwriting capacity, improve solvency and financial stability, and strengthen working capital to ensure smooth operations and support ongoing and future business activities. A portion of the proceeds may also be prudently invested in suitable avenues to generate enhanced investment returns, thereby contributing to the Company's profitability and sustainable growth.

As a non-life insurance company, it is pertinent to clarify that no separate allocation of the Right Issue proceeds has been earmarked specifically for increasing net retention, securing reinsurance terms, or improving the Company's insurer financial strength rating. Improved solvency is expected to be achieved through the deployment of the proceeds into assets that qualify as admissible assets under the applicable regulatory framework. Nevertheless, in compliance with the relevant regulatory requirements, the appropriate disclosures have been made accordingly.

f) Benefits to the Company and Shareholders

The Right Issue will strengthen the Company's capital reserves and working capital position, thereby supporting the achievement of more favourable reinsurance terms, increased underwriting capacity, vis-a-vis improved retention levels, enhanced financial strength, and a stronger solvency position. These improvements are expected to contribute positively to the Company's profitability and reinforce shareholder confidence.

For existing shareholders, the Right Issue provides an opportunity to participate in the Company's future growth at a preferential price while protecting the value of their existing investment through enhanced financial stability. The strengthened capital base is also expected to support the Company in generating higher and more sustainable returns for all the stakeholders over the long term.

g) Risk Factors associated with the Right Issue, if any

The Right Issue of the Company is being carried out at a price which is less than the current share price in the market and hence there is no major investment risk associated with the Right Issue. The substantial shareholders and Directors of the Company have confirmed that they shall subscribe to (or arrange the subscription of) their respective right entitlements, while the balance portion of the Right Issue shall be fully underwritten as per requirements under applicable regulations. Normal risks associated with the business will remain; however, the Company is well placed in the market, which will help to mitigate such risk factors.

h) Minimum Subscription Amount

Not Applicable

FURTHER RESOLVED THAT the offer document / letter, as prescribed under Section 83(2) of the Companies Act, 2017 shall be issued / signed jointly by any two (2) directors of the Company in compliance with the applicable laws.

FURTHER RESOLVED THAT, Mr. Amir Raza (the Principal Officer), Mr. Amir Nazar (Chief Financial Officer) and Mr. Liaqat Ali Shaukat (Company Secretary) of the Company, be and are hereby jointly or severally authorized by all the directors of the Company, to sign the circular accompanying the offer document/letter, once finalized in accordance with the procedure stipulated under the Regulations.

FURTHER RESOLVED THAT all fractional entitlements, if any, will be consolidated in the name of the Company Secretary (under trust), and unpaid letters of right in respect thereof shall be sold on the Pakistan Stock Exchange Limited, the net proceeds from which sale, once realized, shall be distributed / paid to the entitled shareholders in proportion to their respective entitlements as per the applicable Regulations.

FURTHER RESOLVED THAT any unsubscribed shares may be offered and allotted to such persons as the directors may deem fit in accordance with Section 83(1)(a)(iv) of the Companies Act, 2017, including the sponsors/ substantial shareholders, directors or associated undertakings of the company or any third party, before calling upon the underwriters to subscribe to any unsubscribed shares.

FURTHER RESOLVED THAT the Principal Officer, Chief Financial Officer and the Company Secretary, be and are hereby jointly or severally authorized to prepare and finalize the draft offer document / letter and share it with the Securities and Exchange Commission of Pakistan ("SECP") and Pakistan Stock Exchange Limited ("PSX"), and revise the same based on the observations and changes of the SECP and PSX as may be deemed fit by them, in the manner prescribed under the Companies (Further Issue of Shares) Regulations, 2020, along with preparing and submitting other necessary documents in this respect. While the draft offer letter shall be placed on the PSX, public comments on the same shall not be required to be solicited.

FURTHER RESOLVED THAT the any Director and/or the Principal Officer and/or the General Manager and/or the Chief Financial Officer and/or the Company Secretary, be and are hereby, jointly or severally authorized to do all or any of the following for and on behalf and in the name of the Company with respect to the Right Issue:-

- (i) Appoint / negotiate with consultants / advisors / auditors and underwriter(s) to the Right Issue, to finalize terms and conditions and sign underwriting agreements(s), other documents and settle / finalize fees, underwriting commission, take up commission and third-party expenses and / or any other expenses relating to the Right Issue;
- (ii) To prepare the schedule for issue of right shares including date of payment, and to make any amendment in the said schedule, appointment of banker(s) to the issue, announce book closure dates, and to take all necessary actions, in respect of the Right Issue and ancillary matters thereto, as required by the SECP, PSX, Central Depository Company

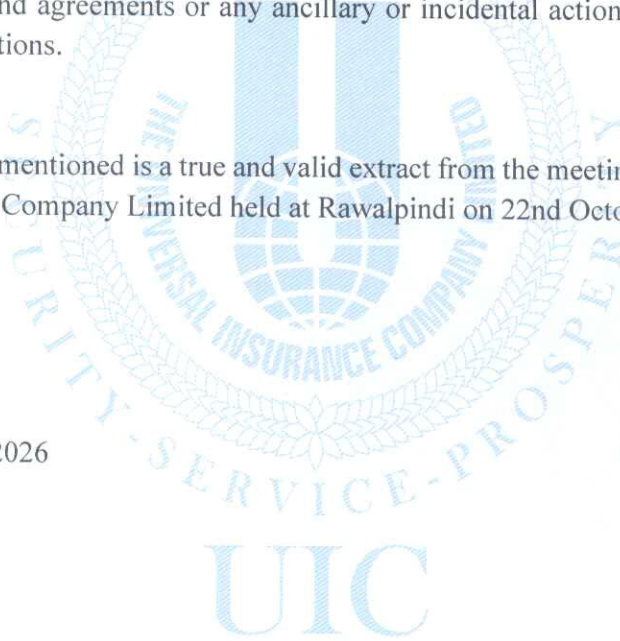
THE UNIVERSAL INSURANCE COMPANY LIMITED

of Pakistan Limited ("CDC") (including, but not limited to, induction of the offer for right shares in the Central Depository System of the CDC) or any other authority/body;

- (iii) To decide and announce the closure of the share transfer books of the Company, including the dates thereof, to determine entitlements of the shareholders of the Company with respect to the Right Issue;
- (iv) To open, maintain, operate and close bank accounts for the purpose of amounts received from subscription of rights shares;
- (v) To credit right shares once allotted by the Board and file returns / documents as required by SECP/ PSX / CDC along with the auditors' certificates; and
- (vi) To take all other necessary steps, and do all other acts, deeds and things, to prepare the offer letter, circular accompanying the offer letter as required under Section 83 (3) of the Companies Act, 2017, schedule for issue of right shares and any other documents and to make any amendment in the said documents and schedule and to take all necessary action as may be required in this regard including execution of any documents and agreements or any ancillary or incidental actions to give effect to the above resolutions.

Certified that above mentioned is a true and valid extract from the meeting of the Board of The Universal Insurance Company Limited held at Rawalpindi on 22nd October, 2026.


Liaqat Ali Shaukat
Company Secretary
Dated: October 22, 2026



Annexure C

NOTICE OF RIGHT ISSUE

Members are hereby notified that the Board of Directors of The Universal Insurance Company Limited (the "Company") in their meeting held on 22 October 2026 has decided to issue further capital by offering 50,000,000 (Fifty million) ordinary shares by way of rights issue in proportion of 100 ordinary shares for every 100 shares held at par price of Rs. 10 per share to all existing shareholders against payment to the Company of the price of the shares subscribed, which shares shall rank pari passu in all respects with the existing ordinary shares of the Company.

The dates of closure of the Share Transfer Books of the Company, to determine the entitlement of the Right Shares, will be communicated in due course after finalization of the right share-offer letter/document in accordance with the provisions of the Companies (Further Issue of Shares) Regulations, 2020.


Company Secretary

