

THE UNIVERSAL INSURANCE COMPANY LIMITED

CODE OF CONDUCT FOR DIRECTORS

It is a fundamental policy of the company to conduct its business with honesty, integrity and in accordance with the highest professional, ethical and legal standards. The company has adopted a comprehensive code of conduct (Code) for members of the Board of Directors. The code defines acceptable and unacceptable behavior, provides guidance to Directors in specific situations that may arise and foster a culture of honesty, accountability and high standards of personal and professional integrity.

SALIENT FEATURES OF THE CODE

1. **Conflict of Interest**

Each Director must avoid any conflict of interest between the Director and the company, its associated or subsidiary undertaking (s). Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the company, should be disclosed promptly.

2. **Corporate Opportunities**

Directors are prohibited from taking for themselves personally, opportunities related to the company's business; using the company's property, information or position for personal gain or competing with the company for business opportunities.

3. **Confidentiality**

Directors must maintain the confidentiality of information entrusted upon to them by the company and any other confidential information about the company and its associated or subsidiary undertaking(s) that comes to them, except when disclosure is authorized by the Chairman of the Board or legally mandated.

4. **Honesty, integrity and Fair Dealing**

Directors must act honestly and fairly and exhibit high ethical standards in dealing with all the stakeholders of the company.

5. **Compliance with Laws, Rules and Regulations**

Directors shall comply with laws, rules and regulations applicable to the company including but not limited to the Companies Ordinance, 1984, Listing Regulations of the Stock Exchanges and Insider Trading Laws.

6. **Encouraging the Reporting of any Possible Illegal or Unethical Behavior**

Directors should take steps to ensure that the company promotes ethical behavior; encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; encourages employees to report violation of laws, rules, regulations, company policies and procedures or the company's code of conduct to

appropriate personnel; and informs employees that the company will not allow any retaliation for reports made in good faith.

7. Trading in Company Shares

Certain restrictions/ reporting requirement apply to trading by the Directors in Company shares. Directors shall make sure that they remain compliant with these statutory requirements.

8. Compliance Procedures

Directors should disclose any suspected violations of this Code promptly in the immediate subsequent meeting of the Board of Directors.

9. Compliance Officer

Company has designated Company Secretary as a Compliance Officer to administer the Code. Directors, at their discretion may make any report or complaint provided for in this Code to the Chairman of the Board or to the Compliance Officer. The Compliance Officer will refer complaints submitted to the Chairman of the Board.

10. Public Company Reporting

As a public company it is of great importance the Company's filing with the SECP and concerned Stock Exchange(s) on which the shares of the company are or may be listed be full, fair, accurate, timely and understandable. Directors may be requested to provide information necessary to ensure that the Company's published reports meet these requirements. The Company expects directors to provide prompt and accurate answers to enquiries relating to its public disclosure requirements.

11. Disclosure of Interest

Directors are also required to disclose, at the time of appointment and on an annual basis the directorship and/ or memberships they hold in other companies.

CODE OF CONDUCT FOR EMPLOYEES

It is fundamental policy of the company to conduct its business with honesty, integrity and in accordance with the highest professional, ethical and legal standards. The company has adopted a comprehensive code of conduct (code) for employees. The code defines acceptable and unacceptable behavior, provides guidance to Directors in specific situations that may arise and foster a culture of honesty, accountability and high standards of personal and professional integrity.

Salient Features of the code

1. Conflict of interest

Employees/trainees must not engage in activity or transactions which may give rise, or which may be seen to have given rise, to conflict between their personal interests and the interest of the company.

2. Confidentiality and Disclosure of Information

Employees/ trainees are expected to safeguard confidential information and must not, without authority, disclose such information about the company activities to any third party including, but limited to, the press, customers, suppliers, employees are not entitled to such information or any other outside party.

3. Political Contribution

No funds or assets of the company may be contributed to any political party or organization or to any individual who either holds public office or is a candidate for public office except where such a contribution is permitted by law.

4. Bribes and Commercial Payments

An employee/trainee must not give or receive bribes or other payments, which are intended to influence a business decision or compromise independent judgment; nor must any employee/trainee give money in order to obtain business for the company, nor receive money for having given company business to an outside agency.

5. Proper Recording of Funds, Assets, Receipts and Disbursements

All funds, assets, receipts and disbursements must be properly recorded in the books of the Company.

6. Agreements with Agents,

Agreements with agents should state clearly the services to be performed for the Company, the amount to be paid and all other relevant terms and conditions.

7. Relations and Dealings with Insured Agents, Intermediaries and other Third Parties

UIC relations and dealings with insured, agents, intermediaries and other third parties should at all times be such that UIC integrity and its reputation should not be damaged if details of the relationship or dealings were to become public knowledge.

8. Health, Safety and Environment policy

Every employee/trainee at work must take reasonable care for the health and safety of himself/herself and others including visitors who may be affected by his/her acts or omissions at works; and co-operate in the company's efforts to protect the environment.

9. Smoking Policy

Smoking and exposure of workplace to tobacco poses serious health hazards to the employees/trainees besides potential risks of explosions. Considering this, smoking is permitted only in the designated 'Smoking Areas'.

10. Seat Belt policy

As per policy, it is mandatory for all UIC employees/trainees, visitors and all other persons to fasten seat belts in the front seats of the vehicle while traveling.

11. Other Employment, Outside interests, Civic Activities

UIC does not allow its employees/trainees to take any part-time and/or full-time second employment during employees'/trainees' engagement with the Company.

12. Unsolicited Gifts

Accepting gifts that might place an employee/trainee under obligation is prohibited. Employee/trainee must politely but firmly decline any such offer and explain that in accordance with the Company's instructions, they are unable to accept the offer.

13. Family Connections and Employment of Relatives

Any dealings between staff and outside organizations in which they have a direct, indirect or family Connection must be fully disclosed to the Management.

14. Company and Personal Property

An employee/trainee must not take or use Company property or the property of another employee/trainee without permission: nor must be employee/trainee use Company property for private purposes without the Management's permission.

15. Alcohol and Drugs

Alcohol in any form and the use of drugs, except under medical advice, is prohibited at all locations.

16. Gambling

All forms of organized gambling or betting on the Company's premises is forbidden.

17. Rumor Mongering & Gossiping

Rumor mongering, persuasive allegations, accusations and exaggerations with the main purpose of negatively influencing and manipulating the minds and emotions of the fellow employees/trainee are strictly prohibited.

18. Harassment

It is the policy of the Company to promote a productive work environment and not to tolerate verbal or physical conduct by any employee/trainee that harasses, disrupts or interferes with another's work performance, creates an intimidating, humiliating, offensive or hostile environment.

19. Grievance Handling

UIC strives to provide a fair and impartial process to its employees/trainees and ensure timely resolution of their grievance.

20. Whistle Blowing

In order to enhance good governance and transparency, UIC has introduced a Whistle Blowing Policy. The policy provides an avenue to employees/trainees and vendors to raise concerns and report legal and ethical issues like fraud, corruption or any other unlawful conduct or dangers to the public or the environment. These concerns should be raised by bringing those into the notice of supervisors/managers or compliance office.

21. General Discipline

Every employee/trainee must adhere to the Company's rules of service and make sure that he/she is familiar with them.

22. Reporting Violations / Disciplinary Actions

Any violation of this Code shall be promptly reported to the Human Resources department by any employee/trainee having knowledge thereof or having reasonable belief that such a violation has occurred.

23. Compliance Office

The Head of Underwriting department will act as Compliance office for the code.