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"পুঁজিবাজার বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।"

"Investment in capital market involves a certain degree of risks. The investors are required to read the Rights Share Offer Document (ROD) and risk factors carefully, assess their own financial conditions and risk taking ability before making their investment decisions."

"পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। বিনিয়োগকারীগণ রাইটস শেয়ার অফার ডকুমেন্ট (আরওডি) পড়ে এবং ঝুঁকির বিষয়গুলি সতর্কতার সাথে অনুধাবন করে নিজ নিজ আর্থিক অবস্থা ও ঝুঁকিগ্রহন করার সক্ষমতা বিবেচনা করে বিনিয়োগ সিদ্ধান্ত গ্রহণ করবেন।"

UCB

Bulus Center, Plot: CWS-(A)-1, Road: 34, Gulshan Avenue, Dhaka-1212
Tel: +88-02-55668070, +88-09610999999, Fax: +88-02-55668070-6000, +88-09610999911-5200
E-mail: info@ucb.com.bd; Website: www.ucb.com.bd

Abridged Version of
RIGHTS SHARE OFFER DOCUMENT

UNITED COMMERCIAL BANK PLC

DATE: 07 JULY 2026

Rights Offer of **775,187,949** Ordinary Shares of **Tk. 10.00** each at an issue price of **Tk. 10.00** each at total **Tk. 7,751,879,490** offered on the basis of **01 (One) [R]: 02 (Two)** i.e., 01 (One) rights share against 02 (Two) existing shares held on the record date for entitlement of rights share.

RECORD DATE FOR ENTITLEMENT OF RIGHTS OFFER		
Record Date	:	**04 August 2026**

SUBSCRIPTION		
Opens on	:	**23 August 2026**
Closes on	:	**20 September 2026**
(Within Banking hours)		

Vetted
22.07.2026
Ziaur Rahman
Deputy Director
Bangladesh Securities and Exchange Commission

MANAGER TO THE ISSUE

UCB INVESTMENT Limited
Bulu's Centre, (17th Floor) Plot-CWS-(A)-1, Road No-34, Gulshan Avenue, Dhaka-1212

RUPALI INVESTMENT LIMITED
A State Owned Merchant Bank & Subsidiary of Rupali Bank Limited
Shadharan Bima Tower (7th Floor), 37/A, Dilkusha C/A, Dhaka-1000

FULLY UNDERWRITTEN BY

RUPALI INVESTMENT LIMITED
A State Owned Merchant Bank & Subsidiary of Rupali Bank Limited

aibl Capital Management Limited

LankaBangla INVESTMENTS

DHAKABANK INVESTMENT LIMITED

Md. Fokhrul Hasan
Chief Executive Officer
Rupali Investment Ltd.

AUDITOR'S INFORMATION

Aziz Halim Khair Choudhury, Chartered Accountants
House # 75/A, Abasar Bhaban (2nd Floor), Road # 5/A Dhanmondi R/A, Dhaka-1209

Tanvir A Siddiqui, ACS
Company Secretary
United Commercial Bank PLC

Faruk Ahammad, FCA
Deputy Managing Director & CFO
United Commercial Bank PLC

Mohammad Mamdudur Rashid
Chief Executive Officer
United Commercial Bank PLC

Tanzim Alamgir
Managing Director & CEO
UCB Investment Limited

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DISCLAIMER

As per the provision of the Depository Act, 1999 and regulation made there under, rights share shall only be issued in dematerialized condition. An applicant must apply for allotment of rights shares mentioning his/her Beneficiary Owner (BO) Account number in the application form.

SPECIAL NOTE

Please read the ROD carefully which includes "Risk Factors" before taking your investment decision.

Payments for the full value of Shares applied for shall be made with designated Branches of Bankers to the Issue by Cash/Pay Order/Demand Draft payable to **"United Commercial Bank PLC."** and crossed. The Pay Order/Demand Draft for payment of share price must be drawn on a Company in the same town to which the application form has been submitted. It is to be noted that all transactions above Tk. 1.00 lac must be affected through Demand Draft/Crossed Cheque/Pay Orders.

AVAILABILITY OF RIGHTS SHARE OFFER DOCUMENT

The issuer shall deliver Rights Share Offer Document to the shareholders as required by rule 9(1)(e) of the Securities and Exchange Commission (Rights Issue) Rules, 2006. Moreover, Rights Shares Offer Document is available in the following addresses:

Name & Address	Contract Person	Telephone Number	E-mail & Website Address
United Commercial Bank PLC Bulus Center, Plot: CWS-(A)-1, Road: 34, Gulshan Avenue, Dhaka-1212	**Mohammad Mamdudur Rashid** Managing Director & CEO	Tel: +88-02-55668070, +88-09610999999, Fax: +88-02-55668070-6000, 88-09610999911-5200	**E-mail:** info@ucb.com.bd **Website:** www.ucb.com.bd
UCB Investment Limited Bulu's centre, (17th Floor) Plot-CWS-(A)-1, Road No-34, Gulshan Avenue, Dhaka-1212	**Tanzim Alamgir** Managing Director & CEO	Tel: +88-02-55668070 Ext # 800060	**Email:** info@ucbil.com.bd **Website:** www.ucb-investment.com
Rupali Investment Limited Shadharan Bima Tower (7th Floor), 37/A, Dilkusha C/A, Dhaka-1000	**Md. Fokhrul Hasan** Chief Executive Officer	Tel: 47112923 Fax: 88-02-47118073	**Website:** www.ril.com.bd **Email:** info@riltd.org

Stock Exchanges	Available At	Telephone & Fax Number	E-Mail & Website Address
Dhaka Stock Exchange PLC DSE Tower, Road: 21, House: 46 Nikunja, Dhaka-1229	DSE Library	**Phone:** +88-02-41040189-200 **Fax:** +88-02-41040096	**Website:** www.dsebd.org **E-mail:** info@dse.com.bd
Chittagong Stock Exchange PLC CSE Building, 1080, Sheikh Mujib Road, Chittagong - 4100	CSE Library	Tel: +880 2333314632-3 **Fax:** +880 2333314101	**Website:** www.cse.com.bd **E-mail:** info@cse.com.bd

CORPORATE STATUS AND BACKGROUND

United Commercial Bank PLC (UCB) is one of Bangladesh's leading first-generation private commercial banks, playing a vital role in promoting entrepreneurship, financing, and trade across the country. Since its inception in mid-1983, UCB has remained committed to the economic and social development of Bangladesh and has grown into one of the largest and most prominent banks in the private sector. The Bank is publicly listed on both the Dhaka and Chittagong Stock Exchanges.

With a robust nationwide presence of 234 branches, UCB offers a comprehensive portfolio of services across Retail Banking, SME Banking, Corporate Banking, Off-shore Banking, and Remittance, distinguishing itself through personalized service, innovative solutions, and operational excellence. The Bank's strategic leadership is guided by a Board comprising seasoned professionals with deep expertise in finance, industry, and operations.

Vetted
Ziaur Rahman
Deputy Director
Bangladesh Securities and Exchange Commission
22 JUL 2026

Md. Fokhrul Hasan
Chief Executive Officer
Rupali Investment Ltd.

Tanvir A Siddiqui, ACS
Company Secretary
United Commercial Bank PLC

Faruk Ahammad, FCA
Deputy Managing Director & CFO
United Commercial Bank PLC

Mohammad Mamdudur Rashid
Chief Executive Officer
United Commercial Bank PLC

Tanzim Alamgir
Managing Director & CEO
UCB Investment Limited

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UCB's retail offerings include diverse deposit and loan products, along with the widely adopted UCB Cards, which have grown significantly since their launch in 2006, currently serving around 101,000 cardholders. The Bank also facilitates both inward and outward remittance services, providing expatriates with a secure and reliable channel to send money home.

In line with national priorities, UCB actively promotes SME development, providing tailored financing solutions while managing risks and pricing strategically. The Bank's Corporate Banking capabilities range from conventional loans to complex financial services such as foreign exchange risk management, tax optimization for overseas subsidiaries, and structuring project financing for infrastructure and RMG sectors.

With a future-focused vision, UCB continues to invest in technology and network expansion to ensure competitiveness and drive innovation. Guided by its core mission to be the bank of first choice, UCB remains dedicated to creating sustainable value for its clients, shareholders, and employees, while making meaningful contributions to the national economy through responsible and socially committed banking practices.

NATURE OF BUSINESS

The primary objective of the bank is to conduct all kinds of banking businesses in Bangladesh. The Bank offers services for all commercial banking and Islamic banking needs of the customers. The Bank also provides a comprehensive range of financial services including treasury management, transaction services, foreign exchange and structured finance to corporate clients, inland and international remittance facility, governments and financial institutions. In 2020, the Bank started to offer Direct Custody and Clearing (DCC) services to its offshore clients.

PURPOSE OF RAISING FUND THROUGH RIGHTS ISSUE AND IMPLEMENTATION SCHEDULE

IMPLEMENTATION SCHEDULE FOR COMPLETION OF EACH SEGMENT OF THE PROJECT ALONG WITH THE PROPOSED DATES OF TRIAL AND COMMERCIAL OPERATION OF THE PROPOSED PROJECT

[see rule 8(k)]

The Board of Directors and the Shareholders of United Commercial Bank PLC have approved the increase of paid-up capital through Rights Offer of 775,187,949 Ordinary Shares of Tk. 10.00 each at an issue price of Tk. 10.00 each at total Tk. 7,751,879,490 offered on the basis of 01[R]: 02 i.e., 01 (One) rights share against 02 (Two) existing shares.

Proceeds from the rights issue will be utilized for the Bank's regular business operations purposes. A detailed utilization plan and implementation schedule are mentioned below:

Particulars	Amount in BDT	Expected time of utilization
Corporate Loan	3,731,754,786	Within 12 months of receiving the Rights Issue proceeds
SME Loan	2,525,562,338	Within 12 months of receiving the Rights Issue proceeds
Retail Loan	1,494,562,366	Within 12 months of receiving the Rights Issue proceeds
Total	**7,751,879,490**	

Vetted
Ziaur Rahman
Deputy Director
Bangladesh Securities and Exchange Commission
22 JUL 2026

Sd/-
Faruk Ahammad
Deputy Managing Director & CFO

Sd/-
Tanvir Ahmed Siddiqui, ACS
Company Secretary

Sd/-
Mohammad Mamdudur Rashid
Managing Director & CEO

Place: Dhaka
Date: 13 May 2026

Md. Fokhrul Hasan
Chief Executive Officer
Rupali Investment Ltd.

Tanzim Alamgir
Managing Director & CEO
UCB Investment Limited

Tanvir A Siddiqui, ACS
Company Secretary
United Commercial Bank PLC

Faruk Ahammad, FCA
Deputy Managing Director & CFO
United Commercial Bank PLC

Mohammad Mamdudur Rashid
Chief Executive Officer
United Commercial Bank PLC

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HIGHLIGHT OF THE RIGHTS OFFER, RISK FACTORS, AND MANAGEMENT PLANS FOR REDUCTION OF SUCH RISKS

The Rights Issue

The Board of Directors of United Commercial Bank PLC in its meeting held on 29 May 2025 recommended Rights Offer of 775,187,949 Ordinary Shares of Tk. 10.00 each at an issue price of Tk. 10.00 totaling Tk. 7,751,879,490 offered on the basis of 01 (One) [R]: 02 (Two) i.e., 01 (One) Rights Share against 02 (Two) existing shares held on the record date. The recommendation of the Board was approved in the Annual General Meeting (AGM) held on 31 July 2025. The purpose of issuance of Rights Shares is to strengthen capital base of the Bank in order to comply with the Basel III capital accord, directed by Bangladesh Bank. After issuing this proposed Rights Shares of BDT 7,751,879,490 total paid-up capital of the Bank will be BDT 23,255,638,470.

Risk factors, and management plans for reduction of such risks

Investors are advised to carefully read the Rights Share Offer Document (ROD), including the risk factors associated with the subscription of the rights shares, before making any investment decision. The following Risk factors including the dilution impact on EPS and share price, provisioning shortfall risk, debt obligation risk and management plans for reduction of such risks are comprehensively disclosed in Section 5 (Pages 19-26) of the Rights Share Offer Document (ROD).

(i) Interest Rate Risk

(ii) Foreign Exchange Rate Risk

(iii) Liquidity Risk

(iv) Management Risk

(v) Operational Risk

(vi) Business Risk

(vii) Industry Risk

(viii) Market and Technology Related Risk

(ix) Risk Related to Potential or Existing Government Regulations

(x) Risk Related to Potential Changes in Global and National Policies

(xi) Risk related to extraordinary, political, or regulatory circumstances

(xii) Risk related to the reconstitution of the Board

(xiii) Risk related to the forensic audit reports and ongoing Anti-Corruption Commission (ACC) cases

(xiv) Risk related to the restriction orders

(xv) Risk related to the execution of the restoration plan

(xvi) Risk Related to Maintaining Required Capital Adequacy

(xvii) Risk Related to Asset Quality and Provisioning

(xviii) Risk Related to Subsidiary Performance

(xix) Risk Related to Profitability and Liquidity

(xx) Risk Relating to Utilization of Rights Issue Proceeds

(xxi) Risk Relating to dilution of EPS and share price

(xxii) Risk related to provisioning shortfall

(xxiii) Risk related to Debt Obligation Risk

Vetted
Ziaur Rahman
Deputy Director
Bangladesh Securities and Exchange Commission
22 JUL 2026

Md. Fokhrul Hasan
Chief Executive Officer
Rupali Investment Ltd.

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United Commercial Bank PLC

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United Commercial Bank PLC

Mohammad Mamdudur Rashid
Chief Executive Officer
United Commercial Bank PLC

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AUDITORS REPORT IN PURSUANCE OF SECTION 135(1) UNDER PARA 24(1) OF PART – II OF THE THIRD SCHEDULE OF COMPANIES ACT 1994 OF UNITED COMMERCIAL BANK PLC

United Commercial Bank PLC and Its Subsidiaries

Auditor's Report under Section-135(1), Para 24 (1), of Part -II of Schedule III to the Companies Act 1994

[As per Securities and Exchange Commission (Right Issue) Rules, 2006, Rule 7(2)(h) and 8(i)]

We, as the auditor and having examined the consolidated financial statements of United Commercial Bank PLC and its subsidiaries for the period ended 31 December 2025 and based on the audited consolidated financial statements of the company for the years ended 31 December 2025, 2024, 2023, 2022 and 2021 and other figures extracted from the said audited financial statements as certified, report the following in pursuance to Section 135(1) and paragraph 24(1) of part-II of the Schedule-III of the Companies Act, 1994 and Rule 7(2)(h) and 8(i) of Securities and Exchange Commission (Right Issue) Rules, 2006, report:

A) Consolidated Balance Sheet:

Particulars	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
PROPERTY AND ASSETS					
Cash	**55,853,763,149**	**45,443,634,157**	**36,186,600,376**	**30,939,723,526**	**25,380,748,231**
Cash in hand (Including foreign currencies)	11,621,860,336	12,443,112,603	8,600,450,648	9,100,795,455	7,498,609,154
Balance with Bangladesh Bank and its agent bank (s) (including foreign currencies)	44,231,902,813	33,000,521,554	27,586,149,728	21,838,928,071	17,882,139,077
Balance with other Banks and Financial Institutions	**16,184,249,595**	**19,013,303,637**	**22,455,110,493**	**17,975,933,601**	**20,633,128,821**
In Bangladesh	11,686,192,819	12,853,680,447	5,556,154,273	4,509,386,657	19,568,097,037
Outside Bangladesh	4,498,056,776	6,159,623,190	16,898,956,220	13,466,546,944	1,065,031,784
Money at call on short notice	**3,500,707,200**	**2,500,000,000**	**-**	**-**	**3,200,000,000**
Investments:	**151,735,394,376**	**90,756,764,423**	**85,611,169,843**	**79,010,194,462**	**83,046,995,094**
Government	134,944,106,323	75,913,616,797	70,067,335,372	65,222,002,585	73,662,987,344
Others	16,791,288,053	14,843,147,626	15,543,834,471	13,788,191,877	9,384,007,750
Loans and Advances	**623,092,924,842**	**578,130,846,373**	**510,710,023,606**	**474,639,746,248**	**408,309,815,648**
Loans, cash credit, overdrafts etc.	599,248,556,663	568,147,161,936	500,982,069,097	451,148,361,902	381,754,404,170
Bills purchased and discounted	23,844,368,179	9,983,684,437	9,727,954,509	23,491,384,346	26,555,411,478
Fixed assets including premises, furniture and fixtures	18,800,794,861	19,567,070,636	19,583,158,058	17,026,510,993	17,018,196,481
Other assets	17,844,286,428	16,768,471,179	13,012,610,508	13,714,813,337	12,835,963,574
Non - banking assets	18,956,000	3,336,000	-	-	-
TOTAL ASSETS	**887,031,076,449**	**772,183,426,405**	**687,558,672,884**	**633,306,922,167**	**570,424,847,849**

Particulars	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
LIABILITIES AND CAPITAL					
Liabilities					
Borrowings from other banks, financial institutions and agents	**64,545,436,413**	**81,142,166,248**	**66,590,306,142**	**107,039,740,584**	**89,410,437,395**
Deposits and other accounts	**683,829,831,519**	**552,225,706,273**	**511,392,706,168**	**424,683,416,974**	**387,023,828,463**
Current accounts and other accounts	118,535,587,938	104,192,635,067	126,365,845,416	92,967,521,218	78,346,168,340
Bills Payable	8,390,361,338	6,626,968,382	8,344,605,942	7,016,021,483	8,845,268,369
Savings bank deposits	104,413,833,775	93,476,409,174	94,572,958,191	85,798,085,253	80,659,233,376
Fixed deposits	406,347,078,453	307,898,284,188	243,315,320,401	202,075,933,429	181,860,356,177
Bearer certificates of Deposit	-	-	-	-	-
Other deposits	46,142,970,015	40,031,409,462	38,793,976,218	36,825,855,591	37,312,802,201
Other liabilities	**98,793,223,545**	**98,818,436,734**	**67,997,142,418**	**61,405,650,473**	**56,601,754,666**
TOTAL LIABILITIES	**847,168,491,477**	**732,186,309,255**	**645,980,154,728**	**593,128,808,031**	**533,036,020,524**
Capital/Shareholders' Equity					
Paid -up capital	15,503,758,980	15,503,758,980	14,765,484,750	14,062,366,430	12,783,969,490
Share Premium	1,454,976,750	1,454,976,750	1,454,976,750	1,454,976,750	1,454,976,750
Statutory reserve	15,842,396,287	15,828,739,273	15,802,731,273	15,764,308,439	14,555,968,681
General reserve	26,577,961	26,577,961	26,577,961	26,577,961	26,577,961
Other reserve	2,830,905,303	2,767,535,661	3,097,273,897	2,797,068,995	2,631,853,888
Start-up Equity Investment Fund	133,512,705	-	-		-
Retained earnings	4,070,456,798	4,415,528,335	6,431,473,339	6,072,815,387	5,935,480,290
TOTAL SHAREHOLDERS' EQUITY	**39,862,584,784**	**39,997,116,960**	**41,578,517,970**	**40,178,113,962**	**37,388,827,060**
Non controlling interest	188	190	186	174	265
Total Shareholders' Equity with non-controlling Interest	**39,862,584,972**	**39,997,117,150**	**41,578,518,156**	**40,178,114,136**	**37,388,827,325**
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	**887,031,076,449**	**772,183,426,405**	**687,558,672,884**	**633,306,922,167**	**570,424,847,849**
OFF-BALANCE SHEET EXPOSURES					
Contingent liabilities					
Acceptances and endorsements	77,568,061,302	105,263,752,167	121,717,014,733	95,629,506,243	110,309,146,988
Letters of guarantee	55,242,076,074	60,918,919,087	65,230,862,378	59,964,400,737	57,499,501,948
Irrevocable letters of credit	61,688,195,957	59,160,060,971	73,731,069,769	39,547,144,513	75,222,523,708
Bills for collection	16,790,891,900	24,780,647,517	21,273,365,163	20,526,625,910	17,381,986,506
Other Contingent liabilities	-	-	-	-	-
Total	**211,289,225,233**	**250,123,379,742**	**281,952,312,043**	**215,667,677,403**	**260,413,159,150**

Vetted

Ziaur Rahman
Deputy Director
Bangladesh Securities and Exchange Commission
22 JUL 2026

Md. Fokhrul Hasan
Chief Executive Officer
Rupali Investment Ltd.

Tanzim Alamgir
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Mohammad Mamdudur Rashid
Chief Executive Officer
United Commercial Bank PLC

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Other commitments

	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Documentary credits and short term trade related transactions		-	-	-	-
Forward assets purchased and forward deposits placed	642,181,098	10,736,246,402	9,723,925,200	2,272,080,692	-
Undrawn note issuance and revolving underwriting facilities		-	-	-	-
Undrawn formal standby facilities, credit lines and other commitments		-	-	-	-
Total	**642,181,098**	**10,736,246,402**	**9,723,925,200**	**2,272,080,692**	-
Total Off-Balance Sheet items including contingent liabilities	**211,931,406,331**	**260,859,626,144**	**291,676,237,243**	**217,939,758,095**	**260,413,159,150**

B) Consolidated Profit and Loss Accounts:

Particulars	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Interest income	59,329,765,822	56,329,944,149	38,527,432,247	32,301,597,460	27,984,761,834
Less: Interest paid on deposits and borrowings etc.	49,292,692,783	35,174,181,758	22,238,997,029	17,087,467,705	14,166,778,473
Net interest income	**10,037,073,039**	**21,155,762,391**	**16,288,435,218**	**15,214,129,755**	**13,817,983,361**
Investment Income	15,201,133,490	7,591,575,460	6,004,840,458	5,814,473,380	5,646,288,161
Commission, exchange and brokerage	8,413,487,593	9,005,638,512	8,376,878,550	8,899,008,606	6,466,823,421
Other operating income	263,760,652	373,798,700	350,098,451	319,785,244	394,237,274
	23,878,381,735	**16,971,012,672**	**14,731,817,459**	**15,033,267,230**	**12,507,348,856**
Total operating income	**33,915,454,774**	**38,126,775,063**	**31,020,252,677**	**30,247,396,985**	**26,325,332,217**
Salaries and allowances	10,384,692,610	10,130,961,651	9,280,023,731	8,421,749,115	7,736,214,129
Rent, taxes, insurance, electricity etc.	1,719,361,806	1,626,418,570	1,454,739,940	1,667,491,649	1,147,506,346
Legal expenses	230,134,886	170,602,614	99,486,632	107,724,456	136,054,009
Postage, stamp, telecommunication etc.	234,252,892	241,811,089	238,779,237	241,266,257	191,894,385
Stationery, printing, advertisements etc.	1,416,782,068	2,137,940,631	2,328,552,381	1,943,127,626	2,154,980,062
Chief Executive's salary and fees	19,900,000	17,695,000	16,435,484	14,098,442	13,450,900
Directors' fees	5,213,611	6,013,571	4,057,995	4,331,887	3,339,785
Auditors' fees	14,361,576	1,778,833	1,612,500	1,947,500	1,278,500
Depreciation and repair of bank's assets	2,485,189,505	2,690,805,309	2,556,626,841	2,154,511,753	1,859,159,180
Other expenses	5,720,794,251	6,314,523,617	5,445,974,082	4,478,285,856	3,102,257,442
Total operating expenses	**22,230,683,205**	**23,338,550,885**	**21,426,288,823**	**19,034,534,541**	**16,346,134,738**
Profit before provision	**11,684,771,569**	**14,788,224,178**	**9,593,963,854**	**11,212,862,444**	**9,979,197,479**
Provision for loans and advances	10,766,473,921	11,852,866,574	3,792,688,396	5,515,505,953	4,391,175,429
Provision for diminution in value of investments	(54,633,610)	841,677,725	52,461,975	646,373,322	(244,586,028)
Other provisions	(846,447,952)	219,505,616	711,543,580	(482,028,218)	549,363,208
Total Provision	**9,865,392,359**	**12,914,049,915**	**4,556,693,951**	**5,679,851,057**	**4,695,952,609**
Total Profit before taxes	**1,819,379,210**	**1,874,174,263**	**5,037,269,903**	**5,533,011,387**	**5,283,244,870**
Provision for taxation					
Current tax	540,003,568	4,570,211,087	3,339,864,344	3,473,872,045	4,166,078,526
Deferred tax	1,041,086,509	(2,776,098,269)	(500,262,728)	(1,239,507,786)	(1,389,947,755)
	1,581,090,077	**1,794,112,818**	**2,839,601,616**	**2,234,364,259**	**2,776,130,772**
Net profit after taxation	**238,289,133**	**80,061,445**	**2,197,668,287**	**3,298,647,127**	**2,507,114,098**
Attributable to					
Equity holders' of the Bank	238,289,135	80,061,441	1,764,894,405	1,415,732,038	1,344,361,561
Non controlling interest	(2)	4	186	(91)	45
	238,289,133	**80,061,445**	**1,764,894,591**	**1,415,731,947**	**1,344,361,606**
Appropriations					
Statutory reserve	13,657,014.20	26,008,000	38,422,834	1,208,339,758	1,130,980,783
Start-up fund	-	6,078,043	26,850,863	40,240,112	31,771,709
CSR Fund	-	-	-	245,965,311	-
Coupon payment on perpetual bond	570,000,002.00	587,500,000	367,500,000	388,370,000	-
Retained Surplus/(Deficit)	(345,367,883)	(539,524,598)	1,764,894,591	1,415,731,947	1,344,361,606
	238,289,133	**80,061,445**	**2,197,668,287**	**3,298,647,127**	**2,507,114,098**
Earning per share (EPS)-Basic	**0.15**	**0.05**	**1.52**	**2.35**	**1.92**
Earning per share (EPS)-Restated	**0.15**	**0.05**	**1.45**	**2.29**	**1.78**

Vetted

Ziaur Rahman
Deputy Director
Bangladesh Securities and Exchange Commission
22 JUL 2026

Md. Fokhrul Hasan
Chief Executive Officer
Rupali Investment Ltd.

Tanzim Alamgir
Managing Director & CEO
UCB Investment Limited

Tanvir A Siddiqui, ACS
Company Secretary
United Commercial Bank PLC

Faruk Ahammad, FCA
Deputy Managing Director & CFO
United Commercial Bank PLC

Mohammad Mamdudur Rashid
Chief Executive Officer
United Commercial Bank PLC

C) Consolidated Cash Flow Statement:

Particulars	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Cash flows from operating activities					
Receipts of Interest	68,679,987,668	63,967,566,565	44,338,215,812	38,346,831,674	33,310,945,884
Payments of Interest	(45,414,049,985)	(27,352,624,039)	(21,016,017,221)	(16,806,028,516)	(14,277,952,671)
Receipts of Dividend	300,179,333	329,838,753	231,790,122	216,497,814	189,847,793
Receipt of Fees & Commission	6,971,232,057	7,770,645,799	6,809,110,517	5,176,708,919	4,871,999,226
Recoveries from previously written off loans and advances	1,136,127,598	369,041,609	409,590,871	236,944,194	102,577,518
Payments to employees	(10,404,592,610)	(10,157,248,369)	(9,347,373,468)	(8,657,478,775)	(7,705,298,800)
Payments to suppliers	(3,974,258,979)	(4,301,989,387)	(5,597,917,983)	(5,505,311,332)	(3,527,410,603)
Payments for Income Tax	(4,166,060,634)	(2,955,963,224)	(3,714,962,839)	(4,638,236,660)	(3,499,325,527)
Receipts from other operating activities	5,724,763,795	(774,520,100)	255,557,185	289,055,558	765,093,940
Payments for other activities	(6,497,191,350)	(5,986,950,896)	(5,131,534,477)	(4,044,131,737)	(2,987,399,969)
Operating profit before changes in operating assets and liabilities	**12,356,136,893**	**20,907,796,711**	**7,236,458,519**	**4,614,851,139**	**7,243,076,791**
Increase/(decrease) in operating assets and liabilities:					
Statutory Deposits	(60,823,561,717)	(6,021,159,996)	(4,381,774,414)	9,035,522,468	(16,679,987,307)
Purchase/Sales of trading Securities	(1,035,887,248)	713,619,478	(467,176,700)	(647,478,052)	57,866,937
Loans and advances to Customers	(58,581,171,676)	(65,497,893,918)	(39,925,103,990)	(66,327,928,377)	(51,717,458,833)
Other assets	(545,540,403)	(3,478,097,639)	(182,765,341)	(819,859,606)	383,014,186
Deposit from banks	19,683,094,026	(3,237,348,162)	(1,312,414,303)	798,799,900	3,495,509,363
Deposit from customers	111,921,031,221	43,972,343,313	87,043,023,616	36,887,880,866	31,061,611,148
Other Liabilities	3,110,689,503	9,713,307,067	822,863,224	(2,173,490,754)	2,461,013,816
	13,728,653,705	(23,835,229,857)	41,596,652,092	(23,246,553,555)	(30,938,430,690)
Net cash (used in)/flows from operating activities (A)	**26,084,790,598**	**(2,927,433,146)**	**48,833,110,611**	**(18,631,702,416)**	**(23,695,353,899)**
Cash flows from investing activities					
Net (Purchase)/Sale of Securities	(912,253,181)	(163,935,183)	409,051,366	(1,175,370,413)	(142,500,930)
Net Purchase of Property, Plant & Equipment	(996,296,323)	(1,388,833,386)	(3,811,226,174)	(1,635,032,727)	(3,495,479,680)
Net cash used in investing activities	**(1,908,549,504)**	**(1,552,768,569)**	**(3,402,174,808)**	**(2,810,403,140)**	**(3,637,980,610)**
Cash flows from financing activities					
Receipt/(Payment) from borrowing	(15,019,829,835)	11,399,096,746	(35,215,219,004)	19,448,179,846	29,642,896,100
Receipt/(Payment) of Sub-Ordinated Bond	(1,576,900,000)	1,222,800,000	(1,000,000,000)	(1,820,000,000)	(3,000,000,000)
Cash received from issuing of Right shares	-	-	-	-	
Payment of cash dividend	-	(738,274,238)	(703,118,322)	-	(608,760,452)
Start-up Equity Investment Fund	133,512,705	-	-	-	-
Coupon payment on perpetual bond	(570,000,002)	(587,500,000)	(367,500,000)	-	-
Net cash from financing activities (C)	**(17,033,217,132)**	**11,296,122,509**	**(37,285,837,326)**	**17,628,179,846**	**26,034,135,648**
Net increase/(decrease) in cash and cash equivalents	**7,143,023,962**	**6,815,920,794**	**8,145,098,477**	**(3,813,925,710)**	**(1,299,198,861)**
Effects of exchange rate changes on cash and cash equivalents	**1,442,547,084**	**1,499,604,132**	**1,588,182,965**	**3,515,705,784**	**1,571,481,016**
Cash and cash equivalents at beginning of the year	**66,964,463,494**	**58,648,938,569**	**48,915,657,127**	**49,213,877,053**	**48,941,594,897**
Cash and cash equivalents at end of the year	**75,550,034,528**	**66,964,463,495**	**58,648,938,569**	**48,915,657,127**	**49,213,877,052**
Consolidated Cash and cash equivalents at end of the year represents					
Cash in hand (including foreign currencies)	11,621,860,336	12,443,112,603	8,600,450,648	9,100,795,455	7,498,609,154
Balance with Bangladesh bank and its agent bank	44,231,902,813	33,000,521,554	27,586,149,728	21,838,928,071	17,882,139,077
Balance with other banks & financial institution	16,184,249,595	19,013,303,637	22,455,110,493	17,975,933,601	20,633,128,821
Money at call on short notice	3,500,707,200	2,500,000,000	-	-	3,200,000,000
Prize Bond	11,314,600	7,525,700	7,227,700	-	-
	75,550,034,528	**66,964,463,494**	**58,648,938,569**	**48,915,657,127**	**49,213,877,052**

D. Dividend

The history of dividend declared by the company was as follows:

Particulars	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Cash Dividend (%)	0.00%	0.00%	5.00%	5.00%	0.00%
Stock Dividend (%)	0.00%	0.00%	5.00%	5.00%	10.00%

E. The United Commercial Bank PLC (the "Bank") is a private commercial bank, incorporated as a public limited company in Bangladesh on 26 June 1983 under the Companies Act, 1994. It started its banking businesses from 13 November 1983 under the license issued by Bangladesh Bank. The Bank has currently 234 branches, 50 Islami Banking Branch, 188 sub branches & 709 ATM booths and NPSB shared ATM booths all over Bangladesh.

F. The company has following subsidiaries and financial statements of these entities are consolidated properly:

Name of Subsidiary

UCB Stock Brokerage Ltd.

UCB Investment Limited

UCB Asset Management Limited

UCB Fintech Company Limited

UCB Exchange (SG) PTE Ltd

Vetted

Ziaur Rahman
Deputy Director
Bangladesh Securities and Exchange Commission
22 JUL 2026

Md. Fokhrul Hasan
Chief Executive Officer
Rupali Investment Ltd.

Tanzim Alamgir
Managing Director & CEO
UCB Investment Limited

Tanvir A Siddiqui, ACS
Company Secretary
United Commercial Bank PLC

Faruk Ahammad, FCA
Deputy Managing Director & CFO
United Commercial Bank PLC

Mohammad Mamdudur Rashid
Chief Executive Officer
United Commercial Bank PLC

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G. No proceeds or part of proceeds of the issue of shares were applied directly or indirectly by the Company in purchase of any other business or an interest thereon.

H. Figures appearing previous year's column have been restated/rearranged, wherever necessary to ensure comparison and better presentation.

Signed for & on behalf of
Aziz Halim Khair Choudhury
Chartered Accountants
Sd/-
Md. Ashrafuzzaman ACA
Partner
ICAB Enrollment No: 2138

Dhaka
07 May 2026

COMPOSITION OF SHAREHOLDING POSITION OF THE COMPANY

[As on 30 April 2026]

Particulars	Number of Shares	Amount in BDT	Percentage (%)
Sponsor/Director	159,274,626	1,592,746,260	10.27
Government	12,555,635	125,556,350	0.81
Financial Institutions	569,606,053	5,696,060,530	36.74
Foreign	7,880,790	78,807,900	0.50
General Public	801,058,794	8,010,587,940	51.68
Total	**1,550,375,898**	**15,503,758,980**	**100%**

DIRECTORS' TAKE-UP IN THE RIGHTS OFFER

NUMBER OF RIGHTS SHARES THAT THE DIRECTORS ARE GOING TO SUBSCRIBE AND IN CASE THEY PROPOSE TO MAKE RENUNCIATION, THE REASONS AND EXTENT OF SUCH RENUNCIATION
Rule 8(q)

Vetted

Directors' Take-up of the Rights Offer

Directors are expected to exercise in full their portion of Rights Offer as under:

Name of the Directors	Position	Nos. of Shares Held	No. of Rights Share Offered	No. of Rights Share to be Renounced	Reason of Renunciation
Mr. Sharif Zahir	Chairman	31,217,326	15,608,663	N/A	N/A
Mr. Md. Shazzad Hossoin	Independent Director & Vice-Chairman	Nil	Nil	N/A	N/A
Mr. Md. Tanvir Khan	Director	31,100,000	15,550,000	N/A	N/A
Mr. Obaidur Rahman FCA	Independent Director	Nil	Nil	N/A	N/A
Mr. Md. Yusuf Ali	Independent Director	Nil	Nil	N/A	N/A
Total		**62,317,326**	**31,158,663**		

...ur Rahman
...puty Director
...Securities and Exchange Commission
22 JUL 2026

Sd/-
Faruk Ahammad
Deputy Managing Director & CFO

Sd/-
Tanvir Ahmed Siddiqui, ACS
Company Secretary

Sd/-
Mohammad Mamdudur Rashid
Managing Director & CEO

Md. Fokhrul Hasan
Chief Executive Officer
Rupali Investment Ltd.

Place: Dhaka
Date: 13 May 2026

BANKER TO THE ISSUE OF RIGHTS ISSUE OF UNITED COMMERCIAL BANK PLC

Banker to the Rights Issue	Corporate Office Address
United Commercial Bank PLC	Bulu's Centre, Plot-CWS-(A)-1, Road No-34 Gulshan Avenue, Dhaka-1212.

The shareholders shall deposit their subscription money along with rights issue application to any branch of United Commercial Bank PLC.

Tanzim Alamgir
Managing Director & CEO
UCB Investment Limited

Tanvir A Siddiqui, ACS
Company Secretary
United Commercial Bank PLC

Faruk Ahammad, FCA
Deputy Managing Director & CFO
United Commercial Bank PLC

Mohammad Mamdudur Rashid
Chief Executive Officer
United Commercial Bank PLC