

UNITED CORPORATIONS LIMITED

September 22, 2022

UNITED CORPORATIONS LIMITED ANNOUNCES OSC RELIEF IN SUBSTANTIAL ISSUER BID

TORONTO, Ontario, September 22, 2022 – United Corporations Limited (TSX: UNC) (TSX: UNC.PR.A) (TSX: UNC.PR.B) (TSX: UNC.PR.C) (the “**Company**”) announced today that the Ontario Securities Commission (the “OSC”) has granted an exemptive relief order (the “Relief Order”) exempting the Company from complying with the requirement that the Company first takes up all the common shares (the “Shares”) deposited under its currently underway substantial issuer bid (the “Offer”) before extending the expiration date of the Offer, if the Company ultimately determines to extend the Offer in the circumstance where the Offer is undersubscribed.

Pursuant to the Offer, which commenced on August 22, 2022, the Company offered to purchase up to \$50,000,000 in value of its outstanding Shares from holders of Shares (the “**Shareholders**”) for cash. The Offer will proceed by way of a “modified Dutch auction”. Shareholders wishing to tender to the Offer will be entitled to do so pursuant to: (i) auction tenders in which they will specify the number of Shares being tendered at a price of not less than \$90.00 and not more than \$110.00 per Share in increments of \$1.00 per Share, or (ii) purchase price tenders in which they will not specify a price per Share, but will rather agree to have a specified number of Shares purchased at the purchase price to be determined by auction tenders.

The purchase price to be paid by the Company for each validly deposited Share will be based on the number of Shares validly deposited pursuant to auction tenders and purchase price tenders, and the prices specified by Shareholders making auction tenders. The purchase price will be the lowest price which enables the Company to purchase the maximum number of Shares not exceeding an aggregate of \$50,000,000 in value based on valid auction tenders and purchase price tenders, determined in accordance with the terms of the Offer. Shares deposited at or below the finally determined purchase price will be purchased at such purchase price. Shares that are not taken up in connection with the Offer, including Shares deposited pursuant to auction tenders at prices above the purchase price, will be returned to the Shareholders.

If the aggregate purchase price for Shares validly tendered pursuant to auction tenders and purchase price tenders is greater than the amount available for auction tenders and purchase price tenders, the Company will purchase Shares from the holders of Shares who made purchase price tenders or tendered at or below the finally determined purchase price on a pro rata basis, except that “odd lot” holders (holders of less than 100 Shares) will not be subject to proration.

The Offer is currently set to expire at 5:00 p.m. (Eastern time) on September 26, 2022 (the “**Expiration Time**”), unless withdrawn or extended. The Offer is not conditional upon any minimum number of Shares being tendered. The Offer is, however, subject to other conditions and the Company reserves the right, subject to applicable laws, to withdraw or amend the Offer, if, at any time prior to the payment of deposited Shares, certain events occur.

As set out in the issuer bid circular, the Company applied for exemptive relief from the OSC to permit the Company to extend the Offer in circumstances in which all of the terms and conditions of the Offer have either been satisfied or waived by the Company, without first taking up Shares which have been deposited (and not withdrawn) before the Expiration Time (the “**Extension Relief**”). On September 22, 2022, the OSC granted the Company the Relief Order providing the Extension Relief which will allow the Company to, subject to the conditions in the Relief Order, elect to extend the Offer without first taking up all the Shares deposited and not withdrawn under the Offer.

At this time, the Company has not yet determined if it will extend the Offer, and the expiration of the Offer remains the Expiration Time. The Company will determine whether it will extend the expiration of the Offer beyond the Expiration Time once it determines how many Shares have been tendered (and not withdrawn) under the Offer, and considers all relevant circumstances. In the event the Offer is extended, the Company will provide a further news release disclosing the details of such extension.

Details of the Offer, including instructions for tendering Shares to the Offer and the factors considered by the Board of Directors in making its decision to approve the Offer, are included in the formal offer to purchase and issuer bid circular and other related documents (the “**Offer Documents**”). The Offer Documents are available on the Company’s profile on SEDAR at www.sedar.com. Shareholders should carefully read the Offer Documents prior to making a decision with respect to the Offer.

The Company has engaged Scotia Capital Inc. (“**Scotiabank**”) to act as financial advisor and dealer manager for the Offer. The Company has also engaged Computershare Investor Services Inc. (“**Computershare**”) to act as depositary for the Offer.

This press release is for informational purposes only and does not constitute an offer to buy or the solicitation of offer to sell Shares. The solicitation and the offer to buy Shares will only be made pursuant to the Offer Documents. Any questions or requests for information regarding the Offer should be directed to Computershare, as the depositary at: 416-263-9200, or Scotiabank, as the dealer manager at: 416-945-4642.

About United Corporations Limited

The Company is a closed-end investment corporation that trades on the Exchange. The Company has always been an investment vehicle for long-term growth through investments in common equities, as management believes that over long periods of time common equities, as an asset class, will outperform fixed income instruments or balanced funds. The equity investments in the portfolio reflect investment opportunities worldwide. For more information, please visit: <https://www.ucorp.ca/>.

Forward Looking Statements

This press release may contain forward-looking information within the meaning of applicable securities regulation. The words “may”, “will”, “would”, “should”, “could”, “expects”, “plans”, “intends”, “trends”, “indications”, “anticipates”, “believes”, “estimates”, “predicts”, “likely” or “potential” or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements. These statements include, without limitation, statements regarding the Company’s intentions and expectations with respect to the Offer, the terms and conditions of the Offer, including the aggregate number of Shares to be purchased for cancellation under the Offer and the expected expiration date of the Offer, and purchases thereunder and the effects of purchases under the Offer. Purchases made under the Offer are not guaranteed and may be suspended at the discretion of the Board of Directors. The Company believes the expectations reflected in the forward-looking statements in this press release are reasonable but no assurance can be given that these expectations will prove to be correct and such forward- looking statements should not be unduly relied upon. Forward-looking information is based on a number of assumptions and is subject to a number of risks and uncertainties that may cause the results or events mentioned in this press release to differ materially from those that are discussed in or implied by such forward-looking information. These risks and uncertainties include, but are not limited to, general, local economic, and business conditions. All forward-looking information in this press release speaks as of the date hereof. The Company does not undertake to update any such forward-looking information whether as a result of new information, future events or otherwise. Additional information about these assumptions and risks and uncertainties is disclosed in filings with securities regulators filed on SEDAR (www.sedar.com).

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