

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4364318

The Registrar of Companies for England and Wales hereby certifies that  
UNILEVER CORPORATE VENTURES LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, London, the 31st January 2002



\*N04364318G\*

A handwritten signature in black ink, reading 'Sandra Dujardin'.

SANDRA DUJARDIN

For The Registrar Of Companies



C O M P A N I E S H O U S E

## Declaration on application for registration

Please complete in typescript,  
or in bold black capitals.

CHFP010.

Company Name in full

4364318

Unilever Corporate Ventures Limited

I, Cheryl Jane Hampton-Coutts

of 6 Esmond Road, Chiswick, London W4 1JQ

† Please delete as appropriate

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*Cheryl Hampton-Coutts*

Declared at

Unilever House, Blackfriars, London, EC4P 4BQ

Day Month Year

on

3 1 0 1 2 0 0 2

● Please print name

● before me

Steven Johnson

Signed

*[Signature]*

Date

31/01/02

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or~~  
Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Mrs B S Macaulay, Corporate Secretaries Department,

Unilever PLC, London EC4P 4BQ

Tel

DX number

DX exchange



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COMPANIES HOUSE

0490  
31/01/02

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ**

**DX 33050 Cardiff**

for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

Please complete in typescript,  
or in bold black capitals.

CHFP010.

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

**Company Name in full**

4364318.
Unilever Corporate Ventures Limited

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Post town

County / Region

Unilever House
Blackfriars
London
Postcode EC4P 4BQ

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

☐


☐

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Mrs B S Macaulay, Corporate Secretaries Department,	
Unilever PLC, Blackfriars, London, EC4P 4BQ	
Tel 020 7822 6613	
DX number	DX exchange

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for companies registered in Scotland

**DX 33050 Cardiff**

**DX 235 Edinburgh**



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31/01/02

**Company Secretary** (See notes 1-5)

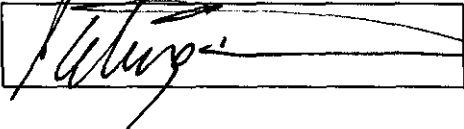
Company name		Unilever Corporate Ventures Limited	
Name	* Style / Title	Mrs	* Honours etc
	Forename(s) Cheryl Jane		
Surname		Hampton-Coutts	
Previous forename(s)			
Previous surname(s)			
Address		6 Esmond Road	
Usual residential address		Chiswick	
For a corporation, give the registered or principal office address.		Post town	London
County / Region		Postcode	W4 1JQ
Country		UNITED KINGDOM	
I consent to act as secretary of the company named on page 1			
Consent signature		Date 31/01/02	

**Directors** (see notes 1-5)

Please list directors in alphabetical order

Name	* Style / Title	Mr	* Honours etc
	Forename(s) Alan Clive		
Surname		Butler	
Previous forename(s)			
Previous surname(s)			
Address		1 Campden Hill Gardens	
Usual residential address			
For a corporation, give the registered or principal office address.		Post town	London
County / Region		Postcode	W8 7AU
Country		UNITED KINGDOM	
Date of Birth	Day	Month	Year
	22	06	1946
Nationality		BRITISH	
Business occupation		MANAGER	
Other directorships		See separate sheet	
I consent to act as director of the company named on page 1			
Consent signature		Date 31/01/02	

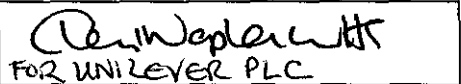
**Directors** (continued) (see notes 1-5)

* Voluntary details.	<b>Name</b>	* Style / Title	Mr	* Honours etc	
		Forename(s)	Iain George Thomas		
		Surname	Ferguson		
		Previous forename(s)			
		Previous surname(s)			
	<b>Address</b>	Newlands Cottage			
	<b>Usual residential address</b>	37 Trodds Lane			
	For a corporation, give the registered or principal office address.	Post town	Merrow		
		County / Region	Surrey	Postcode	GU1 2XY
		Country	UNITED KINGDOM		
		Day	Month	Year	
	<b>Date of Birth</b>	0	1	0	7
		1	9	5	5
		<b>Nationality</b>	BRITISH		
	<b>Business occupation</b>	MANAGER			
	<b>Other directorships</b>	See separate sheet			
		I consent to act as director of the company named on page 1			
	<b>Consent signature</b>			<b>Date</b>	31/01/02

This section must be signed by Either an agent on behalf of all subscribers

<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
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Or the subscribers (i.e. those who signed as members on the memorandum of association).

<b>Signed</b>	 FOR UNILEVER PLC	<b>Date</b>	31/01/02
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>



## List of other directorships Schedule to form 10

Please complete in typescript,  
or in bold black capitals.

CHFP010

Company Number

Company Name in full

Unilever Corporate Ventures Limited

Name

Alan Clive Butler

Company Name	O/S	Appointed
Unilever PLC		06/05/1992

### Other Directorships

Company Name	O/S	Appointed
Lloyds TSB Bank plc		30/06/1999
Lloyds TSB Group plc		18/06/1993

### Past Other Directorships

Company Name	O/S	Appointed	Resigned
TSB Group plc		18/06/1993	28/12/1995
TSB Trustee Services Limited		20/03/1995	21/12/1995

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## List of other directorships Schedule to form 10

Please complete in typescript,  
or in bold black capitals.

CHFP010

Company Number

Company Name in full

Unilever Corporate Ventures Limited

Name

Iain George Thomas Ferguson

Company Name	O/S	Appointed	Resigned
Birds Eye Wall's Limited		12/09/1995	17/04/2001
Plant Breeding International Cambridge Limited		19/01/1989	30/04/1996
T. Wall & Sons, Limited		30/10/1995	17/04/2001
Total Refrigeration Limited		15/10/1995	17/04/2001

### Other Directorships

Company Name	O/S	Appointed
British Nutrition Foundation		09/07/1996
Food and Drink Federation		01/01/1999
Rothamsted Research Station		08/07/1996

### Past Other Directorships

Company Name	O/S	Appointed	Resigned
Ice Cream Federation Limited		14/03/1996	01/03/1998
The East Africa Association, London			21/10/1995

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**THE COMPANIES ACTS 1985 AND 1989**

Company no. 4364318

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**PRIVATE COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**

**of**

**UNILEVER CORPORATE VENTURES LIMITED**

1. The Company's name is "Unilever Corporate Ventures Limited".
2. The Company's registered office is to be situated in England and Wales.
- 3.1 The object of the Company is to carry on business as a general commercial company.
- 3.2 Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:
  - 3.2.1 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
  - 3.2.2 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
  - 3.2.3 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received



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**3.2.4** To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

**3.2.5** To invest and deal with the moneys of the Company not immediately required in such manner as may, from time to time be determined and to hold or otherwise deal with any investments made.

**3.2.6** To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity, and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money, or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

**3.2.7** To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charges, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

**3.2.8** To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

**3.2.9** To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly, or indirectly to prejudice the Company's interests.

**3.2.10** To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

**3.2.11** To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds,

obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

**3.2.12** To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

**3.2.13** To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

**3.2.14** To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

**3.2.15** To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

**3.2.16** To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

**3.2.17** To distribute among the members of the Company in kind any property, of the Company of whatever nature.

**3.2.18** To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

**3.2.19** To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make

payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law); and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

**3.2.20** Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition.

**3.2.21** To procure the Company to be registered or recognised in any part of the world.

**3.2.22** To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

**3.2.23** To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

**3.2.24** AND so that:

**3.2.24.1** None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.

**3.2.24.2** The word 'company' in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

**3.2.24.3** In this clause the expression 'the Act' means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

**4.** The liability of the members is limited.

**5.** The Company's share capital is £100 divided into 100 shares of £1 each.

We, the person whose name, address and description is subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our name.

---

**NAME ADDRESS AND DESCRIPTION  
OF SUBSCRIBER**

**Number of Shares taken  
by Subscriber (in words)**

---

UNILEVER PLC  
PORT SUNLIGHT  
WIRRAL  
MERSEYSIDE  
CH62 4UJ  
Body Corporate

ONE



.....

for and on behalf of  
Unilever PLC  
(Authorised Signatory)

---

Dated the ~~31st~~ day of January 2002

WITNESS to the above Signatories:

Barbara S Macaulay  
Unilever House  
Blackfriars  
London  
EC4P 4BQ



Company No.

COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
UNILEVER CORPORATE VENTURES LIMITED

The regulations in Table A in The Companies (Tables A to F) Regulations 1985 as amended prior to the date of incorporation of the company (hereinafter referred to as 'Table A') shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles.

1. In regulation 24 of Table A the first sentence shall be deleted and the following sentence substituted therefor:-

"The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share."

2. In regulation 40 of Table A the following words shall be added at the end of the second sentence:-

"except if the company has only one member, in which case one member present in person or by proxy shall be a quorum."

3. The following shall be substituted for regulation 54 of Table A:-

"54. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number of holdings of the member for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder."

4. The following shall be substituted for regulation 62 of Table A:-

"62. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article."

5. The following shall be substituted for regulation 64 of Table A:-

"64. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum or minimum. "

6. The following shall be substituted for regulation 70 of Table A:-

"70. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company, including the power of the company to borrow money. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors. "

7. The following shall be added after regulation 70 of Table A:-

"70A. Notwithstanding the general powers conferred by the preceding article:-

- (a) the directors shall not, without the previous sanction of the company in general meeting or the written consent of all the members:-
  - (i) sell, lease or otherwise dispose of the whole or a substantial part of the undertaking or of the assets of the company to any company or undertaking not itself a subsidiary undertaking of the ultimate holding company of the company;
  - (ii) mortgage or charge the undertaking or any of the assets of the company or any uncalled capital of the company;
  - (iii) issue debentures or other securities;
  - (iv) purchase or acquire any other company or undertaking, or the whole or a substantial part of the business or assets of any other company or undertaking if that other company or undertaking is not itself a subsidiary undertaking of the ultimate holding company of the company.
- (b) The directors may arrange that any branch of the business carried on by the company or any other business in which the company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as directors, managing directors or managers of any such company or any other company in which the company may be interested, and may (subject, in the case of a member of their own body, to the provisions of regulation 84) determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed.

70B. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary."

8. In regulation 72 of Table A the first sentence shall be deleted and the following substituted therefor:-

"The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit and references in these regulations to a committee of directors or to a director as a member of such a committee shall include a committee established under this regulation or such person or persons."

9. In regulation 72 of Table A the last sentence shall be deleted and the following substituted therefor:-

"Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of meetings of two or more directors so far as they are capable of applying."

10. The following shall be substituted for regulations 73, 74 and 75 respectively of Table A:-

"73. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed).

74. Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

75. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required."

11. Regulations 76 to 80 (inclusive) of Table A shall not apply.

12. In regulation 81 of Table A item (e) shall be deleted and the following items shall be added after item (d) of regulation 81:-

"(e) he, without leave, be absent, otherwise than on the business of the company from meetings of the directors for six consecutive months, and the directors resolve that his office be vacated;

(f) he, without the sanction of the company, carries on, or is directly or indirectly engaged either alone or in partnership with or as agent for any other person or persons in the carrying on of any business similar to, or competing with the business of the company or any branch thereof, but no



director shall vacate his office by being or becoming a director or shareholder in any other joint stock company; or

- (g) he is removed from office pursuant to these articles."

13. The following shall be substituted for regulation 84 of Table A:-

"84. A director may hold any employment or office in the company (other than that of auditor), including that of managing director or membership of any committee consisting of directors only or of directors and other persons, in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the directors or by any committee of the directors to which any such power of appointment may be delegated. Any appointment of a director as managing director shall terminate if he ceases to be a director. A director of the company may be or become a director of any company promoted by this company or in which this company may be interested as a vendor, shareholder or otherwise, but any such director shall account to this company for any remuneration or other benefits received or receivable by him as a director or employee of any such company. A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any employment or office in the company including that of managing director or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof."

14. The following shall be substituted for regulation 85 of Table A:-

- "85. (a) Subject to the next paragraph of this regulation, no director or intending director shall be disqualified by his office from contracting with the company, either as vendor, purchaser or in any other manner whatever, nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relations thereby established.
- (b) A director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the company shall declare the nature of his interest at the meeting of the directors at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the directors after he becomes so interested. Provided nevertheless that a director shall not vote in

respect of any contract in which he is so interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any arrangement for giving to any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company, nor to any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company which the director has himself guaranteed or secured, nor to any contract by a director to subscribe for or underwrite shares or debentures of the company, nor to any contract or arrangement with a corporation in which he is interested only by reason of being a director, officer, creditor or member of such corporation and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, by the company in general meeting. A general notice to the directors given by a director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be a sufficient declaration of interest under this regulation, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transactions with such company or firm, provided that either the notice is given at a meeting of the directors or the director giving the same takes reasonable steps to secure that it is brought up and read at the next meeting of the directors after it is given."

15. The following shall be added after regulation 88 of Table A:-

"88A. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is."

16. The following shall be substituted for regulation 89 of Table A:-

"89. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one."

17. Regulation 94 of Table A shall not apply.

We, the person whose name, address and description is subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our name.

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**NAME ADDRESS AND DESCRIPTION  
OF SUBSCRIBER**

**Number of Shares taken  
by Subscriber (in words)**

---

UNILEVER PLC  
PORT SUNLIGHT  
WIRRAL  
MERSEYSIDE  
CH62 4UJ

ONE

Body Corporate

  
.....

for and on behalf of  
Unilever PLC  
(Authorised Signatory)

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Dated the 24<sup>th</sup> day of January 2002

WITNESS to the above Signatories:

Barbara S Macaulay  
Unilever House  
Blackfriars  
London  
EC4P 4BQ

