

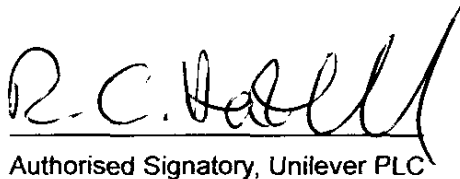
Unilever PLC
Registered No. 41424

At the meeting of the company duly convened pursuant to an order of the High Court of Justice in England and Wales dated 6 August 2020 and held on 12 October 2020, the following resolution was duly passed by the majority prescribed by Regulation 13(1) of the Companies (Cross-Border Mergers) Regulations 2007.

RESOLUTION

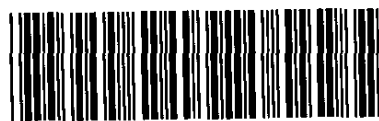
"THAT the cross-border merger proposed to be made between PLC and Unilever N.V. (the **"Cross-Border Merger"**) pursuant to the Companies (Cross-Border Mergers) Regulations 2007 (the **"UK Regulations"**) and the terms set out in the draft terms of merger (the **"Common Draft Terms of Merger"**) should be approved by the majority prescribed by Regulation 13(1) of the UK Regulations."**"**

Certified as a true and fair copy.



Authorised Signatory, Unilever PLC

TUESDAY



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27/10/2020

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COMPANIES HOUSE

Unilever PLC
Registered No. 41424

At the Extraordinary General Meeting of the company duly convened and held on 12 October 2020, the following resolution was duly passed.

SPECIAL RESOLUTION

THAT:

(1) having noted the following:

- a. the Company and Unilever N.V. ("**NV**") (together, the "**Merging Companies**") intend to merge pursuant to the United Kingdom Companies (Cross-Border Mergers) Regulations 2007 (the "**UK Cross-Border Mergers Regulations**") and Title 7, Book 2 of the Dutch Civil Code (the "**Dutch Civil Code**"), as a result of which: (i) all the assets and liabilities of NV will be transferred by universal succession of title to the Company; and (ii) NV will be dissolved without going into liquidation and cease to exist (the "**Cross-Border Merger**");
- b. the directors of the Merging Companies have adopted common draft terms of the Cross-Border Merger (the "**Common Draft Terms of Merger**"), a copy of which has been produced to this meeting and initialled for the purposes of identification by the Chairman;
- c. under the Common Draft Terms of Merger, shareholders of NV are to receive one new ordinary share of 3½ pence in the Company (each, a "**New PLC Share**") in exchange for each existing ordinary share of €0.16 in NV (the "**CBM Exchange Ratio**"); and
- d. each of PricewaterhouseCoopers LLP and Flynn Audit B.V. has issued a report in which, *inter alia*, as required by regulation 9(5)(c)(iii) of the UK Cross-Border Mergers Regulations and section 2:328, subsection 1 of the Dutch Civil Code, it gives its opinion that the CBM Exchange Ratio is reasonable,

the Common Draft Terms of Merger be and are hereby approved and the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Cross-Border Merger into effect;

- (2) the terms of a proposed contract (a draft of which has been produced to this meeting) between holders of the deferred shares of £1.00 each in the capital of the Company and the Company, providing for the purchase, prior to the CBM Effective Date (as defined in the Common Draft Terms of Merger), by the Company of all such deferred shares to be immediately cancelled for their aggregate nominal value of £100,000, be and are hereby approved and authorised for the purposes of section 694 of the Companies Act 2006 and otherwise, provided that such approval and authority shall expire on the fifth anniversary of the date of this resolution;
- (3) the Directors be and are hereby unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company, in connection with the Cross-Border Merger (including the Withdrawal Mechanism (as defined in the Common Draft Terms of Merger)), up to an aggregate nominal amount of £46,000,000, such authority to apply in addition to all existing authorities pursuant to section 551 of the Companies Act 2006 and to expire at the conclusion of PLC's next annual general meeting

to be held in respect of the current financial year or, if earlier, at the close of business on 30 June 2021;

- (4) subject to the passing of resolution 3 above, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority given by resolution 3 above or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006, in each case in connection with the Withdrawal Mechanism (as defined in the Common Draft Terms of Merger), up to an aggregate nominal value of £23,000,000, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this authority expires at the earlier of the conclusion of PLC's next annual general meeting to be held in respect of the current financial year or at the close of business on 30 June 2021;
- (5) with effect from the date and time at which the Cross-Border Merger becomes effective (as fixed by an order of the High Court of Justice of England and Wales), the articles of association of the Company be replaced by the adoption of the Amended PLC Articles as set out in Annex 4 of Schedule 4 of the document of which this notice forms a part.

Certified as a true and fair copy.


Authorised Signatory, Unilever PLC