

## **Unilever UK & CN Holdings Limited**

Company No:  
77912

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolutions as Ordinary Resolutions and agree that the said Resolutions shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Draft Share Transfer Agreements (the "Share Transfer Agreements") for the transfer of the following shareholdings ("the Sale Shares") had been prepared :-

- a) an agreement for the sale and purchase of 8,667 shares of Ringgit 75 each in CPC/AJI (Malaysia) Sdn Bhd from Unilever HPC Finance Services Inc.
- b) an agreement for the sale and purchase of 250,000 shares of S\$1.00 each in CPC/AJI (Singapore) Pte Limited from Unilever HPC Finance Services Inc.
- c) an agreement for the sale and purchase of 2,752,914 ordinary shares of 10 Sri Lanka Rupees each in Ceytea Limited from Unilever HPC Finance Services Inc.
- d) an agreement for the sale and purchase of 14,034,000 shares of S\$1.00 each in Unilever Singapore Pte Limited from Unilever Overseas Holdings BV.
- e) an agreement for the sale and purchase of 29,999,959 shares of Ringgit 1 each in Unilever (Malaysia) Holdings Sdn Bhd from Unilever Overseas Holdings BV.

Under the terms of draft Share Transfer Agreements a) to c), the considerations would be satisfied by the issue of such number of Class B Redeemable Preference shares of GBP 10 each in the Company as represents the fair market value of the Sale Shares, with effect from (and including) 30 June 2003. The considerations for Share Transfer Agreements d) and e) would be satisfied by the issue of such number of A Ordinary shares of GBP 1 each in the Company as represents the fair market value of the Sale Shares, with effect from (and including) 30 June 2003 (collectively "the Proposed Transfers").



## Ordinary Resolutions

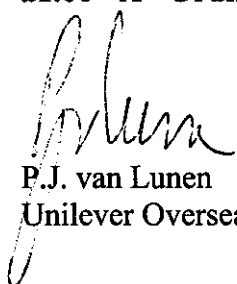
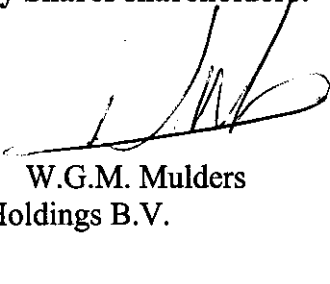
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1. "That the directors of the Company be and are hereby authorised to purchase the following shareholdings:
  - a) 8,667 shares of Ringgit 75 each in CPC/AJI (Malaysia) Sdn Bhd from Unilever HPC Finance Services Inc.
  - b) 250,000 shares of S\$1.00 each in CPC/AJI (Singapore) Pte Limited from Unilever HPC Finance Services Inc.
  - c) 2,752,914 ordinary shares of 10 Sri Lanka Rupees each in Ceytea Limited from Unilever HPC Finance Services Inc.
  - d) 14,034,701 shares of S\$1.00 each in Unilever Singapore Pte Limited from Unilever Overseas Holdings BV.
  - e) 29,999,959 shares of Ringgit 1 each in Unilever (Malaysia) Holdings Sdn Bhd from Unilever Overseas Holdings BV.
2. "That the directors be and are hereby specifically authorised to allot such numbers of Class B Preference shares of GBP 10 each and A ordinary shares of GBP 1 each in the Company as represents the fair market value of the Sale Shares as defined in the Share Transfer Agreements."

Passed on: 30 June 2003

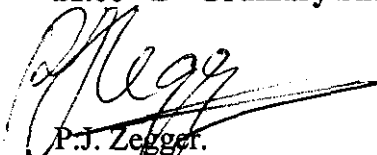
The Members:

**£1.00 "A" Ordinary Shares shareholders:**

   
P.J. van Lunen      W.G.M. Mulders  
Unilever Overseas Holdings B.V.

  
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Unilever U.K. Holdings Limited

**£1.00 "B" Ordinary Shares shareholders:**

  
P.J. Zegger.  
BFO Holdings B.V.

**£10.00 Class A Redeemable Preference shareholders:**

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Unilever HPC Finance Services, Inc

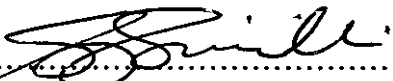
**£10.00 Class B Redeemable Preference shareholders:**

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Unilever HPC Finance Services, Inc


**£1.00 "B" Ordinary Shares shareholders:**

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BFO Holdings BV

**£10.00 Class A Redeemable Preference shareholders:**

  
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Guy Gioielli, Vice President  
Unilever HPC Finance Services, Inc

**£10.00 Class B Redeemable Preference shareholders:**

  
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Guy Gioielli, Vice President,  
Unilever HPC Finance Services, Inc