

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.

The following draft Share Transfer Agreement (the "Share Transfer Agreement") had been prepared :-

- 1) an agreement for the sale and purchase of 60,086,250 ordinary shares of 1 Rupee each in Hindustan Lever Limited ("the Sale Shares") to be made between Unilever HPC Finance Services Inc. ("the Seller") and the Company.

The consideration 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) 19 June 2003. ("the Proposed Transfer").

Ordinary Resolutions



1. "That the directors of the Company be and are hereby authorised to purchase the following shareholding:
 - a) 60,086,250 ordinary shares of 1 Rupee each in Hindustan Lever Limited ("the Sale Shares") from Unilever HPC Finance Services Inc. on the terms set out in the Share Transfer Agreement."
2. "That the directors be and are hereby specifically authorised to allot such number of Class B Preference shares of GBP 10 each in the Company as represents the fair market value of the Sale Shares as defined in the Share Transfer Agreement."


Passed on: 19 June 2003



The Members:

£1.00 "A" Ordinary Shares shareholders:

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


Unilever U.K. Holdings Limited

£1.00 "B" Ordinary Shares shareholders:


J.A.A. van der Bijl
BFO Holdings B.V.

£10.00 Redeemable Preference shareholders:

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Unilever HPC Finance Services, Inc

Unilever UK & CN Holdings Limited

Company No:
77912

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The Members:

£1.00 "A" Ordinary Shares shareholders:


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Unilever Overseas Holdings B V

.....
Unilever U.K. Holdings Limited

£1.00 "B" Ordinary Shares shareholders:

.....
BFO Holdings BV

£10.00 Redeemable Preference shareholders:


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