

232550

THE COMPANIES ACT

COMPANY LIMITED BY SHARES

# Memorandum

AND

# Articles of Association

OF

UNILEVER INTERNATIONAL MARKET  
DEVELOPMENT COMPANY LIMITED

Incorporated the

4<sup>th</sup>

day of

August 1928



A28  
COMPANIES HOUSE

\*A17H00Y9\*

06/



# **CERTIFICATE OF INCORPORATION**

## **ON CHANGE OF NAME**

No. 232550

I hereby certify that

**UNILEVER EXPORT LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**UNILEVER INTERNATIONAL MARKET DEVELOPMENT  
COMPANY LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 1 NOVEMBER 1993

A handwritten signature in dark ink, appearing to read 'P. Bevan'.

**P. BEVAN**

**an authorised officer**

No. 232550



## Certificate of Change of Name

---

**I Hereby Certify** That

**UNITED EXPORTERS LIMITED**

having, with the sanction of a **Special Resolution** of the said Company  
and with the approval of the **BOARD OF TRADE**, changed its name,  
is now called

**UNILEVER EXPORT LIMITED**

and I have entered such new name on the Register accordingly.

Given under my hand at London, this First day of April, One  
Thousand Nine Hundred and Forty-six.

*Registrar of Companies.*

No. 232550.



---

## CERTIFICATE OF INCORPORATION

---

I HEREBY CERTIFY, That

UNITED EXPORTERS LIMITED

is this day incorporated under the Companies Acts, 1908 to 1917, and  
that the Company is LIMITED.

Given under my hand at London this fourth day of August One  
Thousand Nine Hundred and Twenty-Eight.

C. C. GALLAGHER,

*Registrar of Joint Stock Companies.*

---

---

COMPANY LIMITED BY SHARES

---

---

**Memorandum of Association**

OF

**UNILEVER INTERNATIONAL MARKET  
DEVELOPMENT COMPANY LIMITED**

---

---

1. The name of the Company is Unilever International  
Market Development Company Limited.
2. The Registered Office of the Company will be situate in  
England.

*Incorporated as  
United Exporters  
Limited—see  
copy Certificate  
of Change of  
Name dated the  
1st April, 1946.*

3. The objects for which the Company is established are—

- (1) To carry on the business of exporters and importers of  
merchandise of all kinds.
- (2) To carry on business as soap-makers, candle makers, seed  
crushers, refiners, manufacturers and dealers, and to  
manufacture, buy, sell and deal in (both wholesale and  
retail) soap, candles, tallow, artificial tallow, edible and  
technical fats, oil, glycerine, perfumes, toilet requisites,  
unguents and detergents, starch, water softeners, soda and  
all kinds of laundry materials, polishes of all kinds,  
chemicals, paints, glues, dyes, colours, varnish, dynamite  
and other explosives, hides and skins, and all kinds of  
patent and other manures.
- (3) To manufacture and deal in articles of food made from  
fats or otherwise and in foods for cattle and horses.
- (4) To carry on business as printers, colour printers, pub-  
lishers, photographers, stationers, builders, carpenters,  
stone merchants, lime dealers, chalk dealers, brick makers,  
coal merchants and dealers, analytical, manufacturing and  
general chemists and vendors of patent medicines and as  
manufacturers of and dealers in all kinds of boxes and  
cases of card, wood, metal, or otherwise.
- (5) To utilize, work up and deal in every kind of bye-product  
or residue resulting from any of the Company's manu-  
factures or operations.
- (6) To carry on any other business, whether manufacturing or  
otherwise, which may seem to the Company capable of



being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights for the time being or which it may be deemed advantageous to the Company to undertake.

- (7) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorized to carry on, or possessed of property suitable for the purposes of this Company.
- (8) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (9) To purchase, take on lease or in exchange, hire or otherwise acquire, register and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (10) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, ships and boats of every description, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidize the erection, construction and maintenance of any of the above.
- (11) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (12) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (13) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum at any time owing by the Company, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company.
- (14) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.

- (15) To lend money to such persons or companies and on such terms as may seem expedient and in particular to make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (16) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support, of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (17) To adopt such means of making known the products dealt in by the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards, and donations.
- (18) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (19) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such securities and in such manner as may from time to time be determined.
- (20) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (21) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (22) To enter into any partnership or into any arrangement for sharing profits, union of interests or co-operation, joint adventure, reciprocal concession or otherwise with any company, firm or person carrying on or engaged in or about to carry on or engage in any business or transaction within the objects of this Company, and to acquire and

hold, sell, deal with or dispose of shares, stock or securities of any such company.

- (23) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.
- (24) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights of and over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (25) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (26) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (27) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (28) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world, and notwithstanding that the business, undertaking, property, or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.



4. The liability of the Members is limited.

5. The share capital of the Company is £20,000 divided into 20,000 shares of £1 each.\* Any shares of the original capital and any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights attached to issued shares shall not be effected or interfered with except in manner provided in the Company's Articles of Association for the time being.

---

\* *By ordinary resolution passed on the 28th December, 1928 the capital of the Company was increased to £250,000 by the creation of a further 230,000 shares of £1 each.*

We, the several persons whose names and addresses are 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 respective names:—

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>JOHN WILLIAM HEYWOOD, 24 Desenfans Road, Dulwich, London, S.E.21.  <i>Company Secretary.</i></p>	ONE
<p>JAMES HULTON, "Lynton," 13 The Avenue, Bickley, Kent.  <i>Departmental Manager.</i></p>	ONE
<p>JAMES HERBERT PIGOT, 65 Trinity Rise, Tulse Hill, London, S.W.2.  <i>Departmental Manager.</i></p>	ONE

Dated this 1st day of August, 1928.

Witness to the above Signatures:—

JACK FREDERICK MORRIS,  
"Lyndhurst"  
Burnt Ash Hill,  
Lee, London, S.E.12.  
  
*Commercial Clerk.*

Company No. 232550

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Unilever Export Limited

At an Extraordinary General meeting of the Members duly convened and held on 25 November 1992 the Resolution numbered 1 was duly passed as a Special Resolution and the Resolution numbered 2 was unanimously resolved as an Elective Resolution.

SPECIAL RESOLUTION

1. THAT the Regulations contained in the document submitted to this meeting and which for the purpose of identification has been signed by the Chairman of the meeting, be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association.

ELECTIVE RESOLUTION

2. The Company hereby elects:-

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings; and
- (iii) pursuant to Section 386 of the Act, to dispense with obligation to reappoint auditors annually.



Chairman

Company No. 232550

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**

Unilever International Market Development Company Limited

---

Adopted pursuant to Special Resolution passed on  
25 November 1992

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 the 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 subsequently 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.