

**Unilever PLC**  
**Registered No. 41424**

At the Annual General Meeting of the company duly convened and held on 30 April 2015, the following resolutions were duly passed.

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**ORDINARY RESOLUTION**

THAT the Directors be and are hereby generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £13,300,000 provided that this authority shall expire at the conclusion of next year's Annual General Meeting or at close of business on 30 June 2016 (whichever is earlier), save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired.

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**SPECIAL RESOLUTION**

THAT subject to the passing of the previous resolution, the Directors be and are hereby given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) to the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £2,000,000;

and shall expire at the conclusion of next year's Annual General Meeting or at close of business on 30 June 2016 (whichever is earlier), save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the Directors may allot securities and sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired.

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**SPECIAL RESOLUTION**

THAT the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 31.9p each in the capital of the Company, subject to the following conditions:

- (a) the maximum number of shares which may be hereby purchased is 128,345,000 ordinary shares;
- (b) the minimum price, exclusive of expenses, which may be paid for each ordinary share is 31.9p;

- (c) the maximum price, exclusive of expenses, which may be paid for each ordinary share is not more than the higher of: (1) 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and (2) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time; and
- (d) the authority conferred by this resolution shall expire at the conclusion of next year's Annual General Meeting or at close of business on 30 June 2016 (whichever is earlier), save that the Company may before such expiry enter into any contract under which a purchase of ordinary shares may be completed or executed wholly or partly after such expiry and the Company may purchase ordinary shares in pursuance of such contract as if the authority conferred hereby had not expired.

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## **ORDINARY RESOLUTION**

THAT in accordance with Section 366 of the Companies Act 2006, the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective be and are hereby authorised to:

- (a) make political donations (as such term is defined in Section 364 of the Companies Act 2006) to political parties to which Part 14 of the Companies Act 2006 applies and independent election candidates to whom Part 14 of the Companies Act 2006 applies, not exceeding £100,000 in aggregate in any financial year;
- (b) make political donations (as such term is defined in Section 364 of the Companies Act 2006) to political organisations to which Part 14 of the Companies Act 2006 applies other than political parties (to which Part 14 of the Companies Act 2006 applies) not exceeding £100,000 in aggregate in any financial year; and
- (c) to incur political expenditure (as such term is defined in Section 365 of the Companies Act 2006) not exceeding £100,000 in aggregate in any financial year,

in each case during the period beginning with the date of passing this resolution and ending at the conclusion of next year's Annual General Meeting or at close of business on 30 June 2016 (whichever is earlier).

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## **SPECIAL RESOLUTION**

THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

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Certified as a true and fair copy.

// T Lovell //

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Secretary, Unilever PLC  
Date: 5 May 2015