



Unilever

MAKING
SUSTAINABLE LIVING
COMMONPLACE

THE GOVERNANCE OF UNILEVER
1 FEBRUARY 2018

THE GOVERNANCE OF UNILEVER ROADMAP

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This document describes the Corporate Governance of Unilever. This document also contains certain sections which set out the terms of delegations which have been made by the Boards of Unilever N.V. and Unilever PLC to the Chief Executive Officer, the Chief Financial Officer, the Nominating and Corporate Governance Committee, the Compensation Committee, the Audit Committee, the Corporate Responsibility Committee, the Disclosure Committee and the Global Code and Policy Committee. Without prejudice to these delegations and without limiting the authority conferred by these delegations, this document has been adopted by the Boards as a statement of practices and procedures to be followed by members of the Unilever Group and its officers and employees. The form of resolution passed by the Boards to effect these delegations and the adoption of these practices and procedures is set out in Appendix 8.

GLOSSARY

NV

Unilever N.V. of Rotterdam, The Netherlands

PLC

Unilever PLC of London, the United Kingdom

THE COMPANY OR PARENT

NV and/or PLC, as the context shall determine

UNILEVER OR UNILEVER GROUP

NV, PLC and their subsidiaries and subsidiary undertakings

BOARD(S)

The Board of Directors of NV and/or the Board of Directors of PLC, as the context shall determine

CHAIRMAN

The Non-Executive Director appointed by the Boards as Chairman of Unilever NV and PLC

CODE OF BUSINESS PRINCIPLES/THE CODE

The Unilever Group's code of conduct for carrying on business set out in Appendix 6.

FOUNDATION AGREEMENTS

The agreements and documents listed in paragraph 1.2

DELEGATED POWERS

The powers of the Chief Executive Officer delegated to him by the resolution set out in Appendix 8

CONTROLLER

Unilever's financial controller

SENIOR CORPORATE EXECUTIVES

All Unilever's executives at Work Level 5 and above

UNILEVER LEADERSHIP EXECUTIVE

The Chief Executive Officer and those senior executives appointed by the Chief Executive Officer from time to time to assist him in the discharge of the powers delegated to him and which consists of the Chief Financial Officer, the Category Presidents, the Presidents for Europe and North America, and the Chief Category Research and Development Officer, Chief HR Officer, Chief Legal Officer, Chief Marketing and Communications Officer and Chief Supply Chain Officer

CHIEF EXECUTIVE OFFICER

The Executive Director appointed by the Boards and to whom the Boards have delegated certain of their powers as set out in Appendix 8

CHIEF FINANCIAL OFFICER

The Executive Director appointed by the Boards for financial matters and to whom the Boards have delegated certain of their powers in relation to financial matters as set out in Appendix 8.

EXECUTIVE DIRECTOR

A director who holds an executive office with the Company as referred to in the Articles of Association of NV and PLC

NON-EXECUTIVE DIRECTOR

A director who does not hold executive office with the Company

VICE-CHAIRMAN/SENIOR INDEPENDENT DIRECTOR (SID)

The Non-Executive Director from time to time elected by the Boards to such positions pursuant to paragraphs 6.2 and 8.3

GROUP SECRETARY

The Company Secretary of NV and the Company Secretary of PLC

CHIEF AUDITOR

Unilever's chief internal auditor

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1. FUNDAMENTALS

1.1 THE DUAL STRUCTURE

Unilever N.V. and Unilever PLC are the two parent companies of the Unilever Group. NV is incorporated under the laws of the Netherlands and PLC is incorporated under the laws of England and Wales.

Since 1930 when the Unilever Group was formed, NV and PLC, together with their group companies, have operated as nearly as practicable as a single economic entity. However, they remain separate legal entities with different shareholder constituencies and separate stock exchange listings. Shareholders cannot convert or exchange the shares of one for shares of the other.

NV and PLC are subject to different laws and regulations and different corporate governance requirements and best practice codes; the most relevant being those in the Netherlands, the United Kingdom and the United States.

As stated in the Code of Business Principles Unilever “will conduct its operations in accordance with internationally accepted principles of good corporate governance”. It is therefore Unilever’s practice to comply with the best practice represented by the aggregate of these best practice codes.

Both NV and PLC are holding and service companies and the business activity of Unilever is carried out by their subsidiaries around the world. Shares in these subsidiary companies are held ultimately by either NV or PLC or by both.

As a consequence, the combined affairs of the Unilever Group are more relevant to the shareholders of the parents than their specific activities and this is recognised by the preparation and publication of statutory accounts on a combined NV/PLC basis.

This is effectively, a single economic entity. The Unilever Group is created and maintained by a series of agreements between the parent companies, together with special provisions in the respective Articles of Association of NV and PLC, together known as the Foundation Agreements.

1.2 THE FOUNDATION AGREEMENTS

These comprise:

- The Equalisation Agreement;
- The Deed of Mutual Covenants;
- The Agreement for Mutual Guarantees of Borrowing; and
- The Articles of Association of NV and PLC.

These documents are made available to shareholders and others on the Unilever website: www.unilever.com.

1.3 UNITY OF MANAGEMENT

It is of profound significance for Unilever, with its dual structure of two parent companies and two different shareholder constituencies, that it is able to operate as nearly as practicable as a single economic entity. This objective is achieved by securing unity of management of NV and PLC.

It has always been a requirement of Unilever that the same people be on the Boards of the two parent companies. This ensures that all matters are considered by the Boards as a single intellect, reaching the same conclusions on the same set of facts. It is essential that in reaching the same decisions the NV and PLC Boards identify and resolve any potential conflicts of interest between NV and PLC.

This is of significance both to the strategic and the day to day operation of Unilever. It ensures that Unilever achieves the substance of a single parent group but without the form.

The rules for the appointment of Directors are set out in the Articles of Association of NV and PLC. Directors are appointed by the general meetings of shareholders of NV and PLC. The Boards of NV and PLC, acting upon the recommendation of the Nominating and Corporate Governance Committee, nominate candidates to the Boards of NV and PLC. In addition, the Articles of Association of NV and PLC make it possible for shareholders to nominate candidates to the Boards of NV and PLC whilst taking into account the need to ensure that the same people constitute their respective Boards. Shareholders are able to do this by requisitioning a resolution pursuant to local requirements to be put to the general meeting to appoint a person as a Director. However, in order to preserve unity of management, for a person to be appointed as a Director of one company, it is necessary that a resolution appointing that person as a Director of the other company is passed at a general meeting of that company at or about the same time. This ensures the identical composition of the Boards of NV and PLC.

In addition the articles containing the rules for appointing Directors cannot be changed without the permission, in the case of NV, of the holders of the special ordinary shares numbered 1 – 2400 inclusive and, in the case of PLC, of the holders of PLC’s deferred stock.

The joint holders of both the NV special ordinary shares and the PLC deferred stock are N.V. Elma and United Holdings Limited, which are joint subsidiaries of NV and PLC. The boards of N.V. Elma and United Holdings Limited comprise the Chairman, the CEO and the CFO.

1.4 UNITY OF OPERATIONS

Unity of Operations is facilitated by the Deed of Mutual Covenants and the Agreement for Mutual Guarantees of Borrowing.

The Deed of Mutual Covenants provides that NV and PLC and their respective subsidiary companies shall co-operate in every way for the purpose of maintaining a common operating policy. In addition, they shall exchange all relevant information about their respective businesses – the intention being to create and maintain a common operating platform for the Unilever Group throughout the world.

The Deed illustrates some of the information which makes up this common platform, such as the mutual exchange and free use of know-how, patents, trademarks and all other commercially valuable information. The Deed also contains provisions relating to the ratio of the dividend generating capacity of NV and PLC to the dividend entitlement of shareholders of NV and PLC. The Board maintains this ratio and the Group structure under review and, as part of its obligation to ensure that the Unilever Group is able to make payments of dividends and returns of capital on an efficient basis, from time to time the Board may approve the transfer of assets or dividends between NV and its subsidiaries and PLC and its subsidiaries.

The Agreement for Mutual Guarantees of Borrowing also assists in the creation of the single operating platform. Under the Agreement NV and PLC each, will, if asked by the other, guarantee the borrowings of the other. NV and PLC can also agree jointly to guarantee the borrowings of their subsidiaries. We use this Agreement, as a matter of financial policy, for certain significant public borrowings. These arrangements enable lenders to rely on our combined financial strength.

1. FUNDAMENTALS CONTINUED

1.5 UNITY OF SHAREHOLDERS' RIGHTS

The Equalisation Agreement regulates the mutual rights of the two sets of shareholders in NV and PLC. Its objective is to ensure that, in principle, it does not make any economic difference to a shareholder whether he holds shares in NV or PLC.

It achieves this by securing that the rights and benefits accruing to each unit of ownership in NV made up of €0.16 nominal of NV's ordinary capital shall, as far as possible, be the same as a unit made up of 31/9 pence nominal of PLC's ordinary capital. Always the objective is that these respective rights shall, as far as possible, be the same as if each unit formed part of the ordinary capital of one and the same company.

Also under the Agreement, NV and PLC adopt the same financial periods and accounting policies and neither company can issue or reduce capital without the consent of the other.

Underpinning these arrangements are provisions for equalisation payments between the two parent companies in the event that one is unable to pay all or part of its dividend. Thus, if one company has losses or is unable to pay its preference or ordinary dividend, the loss or shortfall is made up from the current profits of the other company (after it has paid its own preference and ordinary shareholders), then from its own free reserves and then from the free reserves of the other company. Where this is beneficial for the Unilever Group as a whole, the Boards may jointly agree that the company with the loss or shortfall pays its dividends from its own free reserves rather than from the current profits of the other company.

In the case of liquidation of NV or PLC or both, surplus assets of both companies after payment in full of any preference shareholders of either company are available for distribution to holders of any shares of each company on the basis that the surplus assets of both companies are deemed to be pooled and distributed such that the sum paid or allocated on every €0.16 nominal of capital in NV is the same as the sum paid or allocated on every 31/9 pence nominal of capital in PLC.

1.6 UNITY OF PURPOSE AND MISSION

Under the Articles of Association of NV and the Articles of Association of PLC both companies are required to carry out the Equalisation Agreement with the other. The effect of both documents is that the Agreement cannot be changed or terminated without the approval of both sets of shareholders.

The Foundation Agreements establish what amounts to a single economic entity and a common global operating platform which make possible the statement of Unilever's corporate purpose, in other words, what Unilever is in business to achieve.

1.7 CODE OF BUSINESS PRINCIPLES AND CODE POLICIES

The Code of Business Principles (Code) represents the standard of conduct which all Unilever employees are expected to meet in their business endeavours. It forms the benchmark against which the outside world is invited to judge Unilever's activities. The Code must be adhered to strictly. A copy of the Code is set out in Appendix 6 and any amendment thereto must be approved by the Boards.

Unilever Code Policies have been developed to provide a set of mandatory rules designed to ensure consistency in key areas within our worldwide operations.

Unilever Code Policies are characterised by being universally applicable within Unilever and mandatory in effect. They govern the principles and practices of how we run our business.

Compliance with the Code and Code Policies is an essential element in our business success. The Boards are responsible for ensuring these standards of conduct are applied throughout Unilever.

The Chief Executive Officer is responsible for implementing these standards of conduct and is supported in this by the Global Code and Policy Committee which is chaired by the Chief Legal Officer.

Day-to-day responsibility is delegated to all senior management of the geographies, categories, functions and operating companies. They are responsible for implementing these standards of conduct, supported by local Code Committees. Assurance of compliance is given and monitored each year. Compliance is subject to review by the Board supported by the Corporate Responsibility Committee and for financial and accounting issues the Audit Committee.

1.8 CORPORATE PURPOSE

Unilever has a simple but clear purpose – to make sustainable living commonplace. We believe this is the best road to sustainable, profitable growth, creating long-term value for our shareholders, our employees and our business partners.

Our distinct Purpose and our operational expertise across our business model will help realise our vision of accelerating growth in the business, while reducing our environmental footprint and increasing our positive social impact.

Our Purpose and vision are ambitious but are consistent with the changing attitudes and expectations of consumers.

Our unswerving commitment to sustainable living is increasingly delivering both more trust from consumers and a strong business for shareholders with lower risks and consistent, competitive and profitable long-term growth.

To succeed also requires, we believe, the highest standards of corporate behaviour towards everyone we work with, the communities we touch, and the environment on which we have an impact.

2. THE BOARDS

2.1 BOARD STRUCTURES

The Boards have the ultimate responsibility for the management, general affairs, direction, performance and long-term success of Unilever.

The Boards of both NV and PLC are one-tier Boards.

Thus, Executive and Non-Executive Directors are members of the same body and share the overall responsibility for the direction of Unilever.

The Executive Directors have additional responsibilities for the operation of the Company's business as determined by the Chief Executive Officer. Every Director may request that any matter should be discussed by the Boards.

2.2 COMPOSITION

The Boards of NV and PLC comprise the same persons.

The Boards determine the numbers of Executive and Non-Executive Directors.

The composition of the Boards must be such to enable them to discharge their responsibilities and provide effective leadership to the Unilever Group.

The Boards should comprise a majority of Non-Executive Directors.

Non-Executive Directors are chosen for their ability to make a contribution to the governance and strategic development of Unilever.

2.3 METHOD OF WORKING

Given the mutuality of interests of the parent Boards, the Directors normally meet as the Board of each of NV and PLC simultaneously.

However, when considering matters of interest to one parent company only, they do so as the Board of that company alone.

All meetings are minuted separately as meetings of the Boards of NV and PLC respectively.

2.4 DIRECTORS' INTERESTS

Any conflict of interest or apparent conflict of interest between Unilever and its Directors is to be avoided. The Boards are responsible for ensuring that there are rules to avoid conflicts of interest by Board members. Where conflicts arise the Boards are also responsible for ensuring that in dealing with them all applicable laws, regulations and Corporate Governance Codes are complied with.

2.5 MEETINGS AND LOCATION

The Boards meet on such dates each year as they determine and also at such other times upon the requisition of a Director, as provided in the Articles of Association of NV and PLC.

There should be a minimum of five meetings throughout the calendar year. These include meetings to consider the half-year and full year results statements of the Unilever Group as well as Unilever Group strategic issues. There are additional Board meetings to discuss matters that arise.

Meetings of the Boards may be held either in London or Rotterdam or such other locations as the Boards think fit. Attendance by means of video and telephone link is permitted.

The Boards may adopt written resolutions to approve matters at other times including the declaration of dividends for quarter 1 and quarter 3.

2.6 AGENDAS

The agenda for Board meetings is set by the Chairman in consultation with the Chief Executive Officer. It must enable the Boards to discharge their responsibility for the strategy, management, direction and performance of Unilever.

The agenda of each of the meetings of the Boards includes:

- (a) regular items, such as reports by the Chief Executive Officer, or such other member of the Unilever Leadership Executive as he may nominate on the exercise of the Delegated Powers, on the financial affairs of the Unilever Group and on the Unilever Group performance against plan and reports from Board Committees;
- (b) special items, such as Business Reviews;
- (c) items for approval and noting and papers for information.

2.7 SUPPORT

The Group Secretary and the CEO Office and Board Secretariat are responsible for collating and distributing all papers submitted to the Boards for consideration and for organisation of the Board Meetings. The Group Secretary procures the taking and circulation of the minutes of all meetings of the Boards.

2.8 ELECTRONIC BOARD SIGNATURES

Written resolutions of the Boards, any Board Committee referred to in the Governance of Unilever and any sub-committee of the Boards formed from time to time may be adopted by the electronic signatures of the Directors:

The MeetX system for the adoption of resolutions and the application of electronic signatures may be used for these purposes or such other system or process as the Group Secretary from time to time may determine is appropriate in the circumstances; and

Written resolutions can also be adopted by the Directors in writing (including faxes) and a written resolution can consist of a combination of written and electronic signatures of the Directors.

3. THE ROLE OF THE BOARDS

3.1 RESPONSIBILITY

The Boards are responsible for the overall conduct of the Unilever Group and have the powers, authorities and duties vested in them respectively pursuant to the relevant laws of the Netherlands and of the United Kingdom and the Articles of Association of NV and PLC.

In all their dealings, the Boards have regard to the interests of Unilever as a whole, including its shareholders, employees, customers and suppliers, together with Unilever's social and legal responsibilities in the communities in which it operates and to the environment.

The Boards have the final responsibility for the management, direction and performance of the two companies and their business.

The identification and management of risk is fundamental to carrying through Unilever's strategy and to achieving its long-term goals. The Boards have overall responsibility for the management of risk and for reviewing the effectiveness of the system of internal control and risk management approach.

3.2 BOARD POWERS

The Boards exercise all the powers, authorities and discretions in relation to NV and PLC. The Boards have delegated (but not to the exclusion of its powers, authorities and discretions) to the Chief Executive Officer all its powers, authorities and discretions which relate to the operational running of the Unilever Group and the matters set out in paragraphs 7.2 to 7.13 (with the financial matters in paragraphs 7.8 and 7.9 delegated to the Chief Executive Officer and the Chief Financial Officer acting individually or jointly). In addition certain matters have been delegated to Committees of the Boards all pursuant to the resolutions set out in Appendix 8. The powers, authorities and discretions exclusively within the remit of the Boards, and which have not currently been delegated, include making or approving the following:

3.2.1 STRUCTURAL AND CONSTITUTIONAL MATTERS

- (a) any proposal to the general meeting of shareholders of NV or PLC to amend its Articles of Association;
- (b) any proposal to alter or terminate the Equalisation Agreement;
- (c) the alteration or termination of the Deed of Mutual Covenants, the Agreement for Mutual Guarantees of Borrowings and the Governance of Unilever;
- (d) any alteration in the capital of NV or PLC including without limitation the purchase, disposal, allotment, re-issue, share split or cancellation of share capital whether issued or not and in any event subject to the authorities of the general meetings of shareholders of NV and PLC;

3.2.2 GOVERNANCE

- (a) the convening of meetings of the shareholders of either NV or PLC and the setting of the agenda thereof and generally ensuring that a satisfactory dialogue with shareholders takes place;
- (b) the Annual Report and Accounts for adoption by the shareholders;
- (c) nominations for Board appointments, including Board succession planning and the appointment of the Vice-Chairman/SID;
- (d) reviewing and approving proposals from the Compensation Committee as referred to in paragraph 4.1.2;
- (e) proposals to the general meetings of shareholders of NV and PLC on the Board remuneration policy and deciding on the individual remuneration packages of Directors, within the authority set by the general meeting of shareholders of NV and PLC;
- (f) the appointment or removal of the Group Secretary of Unilever;
- (g) the review of the functioning of the Boards and their Committees;
- (h) the endorsement or amendment of the Code of Business Principles;
- (i) the remits and membership of Committees of the Boards and deciding upon any issues arising from its receipt and review of reports from the same;
- (j) conflicts of interest involving Directors or significant (holders of 10% or more) shareholders;
- (k) overall responsibility for compliance with all relevant legislation and regulations;

3.2.3 DIVIDENDS

The determination of retained profit reserves of NV and declaration or recommendation of a dividend of NV and PLC;

3.2.4 STRATEGY AND MANAGING THE CORPORATE PORTFOLIO

- (a) the strategies for the shaping of the portfolio and direction of the Unilever Group and priorities in corporate resource allocation;
- (b) the quarterly business performance reports for quarter 2 and quarter 4 and the annual results announcement so that, taken as a whole, they are fair, balanced and understandable;
- (c) Unilever's entry by means of direct investment in to or exit from any country;

3.2.5 MERGERS, ACQUISITIONS, JOINT VENTURES AND DISPOSALS

Any merger, acquisition, joint venture or disposal where the value of consideration paid or received, or of the assets contributed by Unilever or contributed by other parties, exceeds €500 million;

3. THE ROLE OF THE BOARDS CONTINUED

3.2.6 CAPITAL EXPENDITURE

Any capital expenditure project which has a value exceeding €500 million;

3.2.7 CONTRACTS

Any agreement or contract for goods or services which has a value exceeding €5 billion or which exceeds 7 years in duration and has a value exceeding €500 million;

3.2.8 LITIGATION

The initiation or settlement of any litigation or claim with a value in excess of €100 million;

3.2.9 FINANCIAL

- (a) any single long-term borrowing in each case with a maturity of more than one year, where the value exceeds €1.5 billion (and for this purpose any issues of debt instruments (and any tranche thereof) whether or not made under a debt issuance programme, shall qualify as a single borrowing);
- (b) capital injections in to Unilever Group companies, capital reductions of Unilever Group companies, intra-Group transfers of shares or assets or mergers in each case where the associated third party costs e.g. tax, stamp duty and fees, are €250 million or more;
- (c) approving policies in respect of the hedging of net instrument exposures, the hedging (or leaving unhedged) of net equity balance sheet exposures of up to (or exceeding) €5 billion per currency or any other financial derivative exposure.

3.2.10 PENSIONS

- (a) any agreements with pension funds on contributions to correct deficits (as measured under IFRS or local funding as applicable) which have an aggregate value, over the period of the agreement, exceeding €750 million;
- (b) any changes to benefits provided under Unilever Group pension (and similar) arrangements which increase the value of the liabilities (as measured under IFRS) by more than €100 million.

3.3 DECISION MAKING BY THE BOARDS

Resolutions by each Board are passed by a majority of votes. Each member of each Board shall have one vote.

3.4 DELEGATION

The Boards have delegated certain of their powers, authorities and discretions (including the power to sub-delegate) to the Chief Executive Officer, to the Chief Financial Officer and to the Boards' Committees as set out in Appendix 8.

The Boards supervise the execution of its responsibilities by the Chief Executive Officer, the Chief Financial Officer and the Boards' Committees and is ultimately responsible for the fulfilment of its duties by them.

4. COMMITTEES

4.1 BOARD COMMITTEES

The following are Committees of the Boards and have the membership and terms of reference laid down by the Boards pursuant to the resolution set out in Appendix 8. Further Committees of the Boards may be established by the Boards from time to time and the membership and terms of reference of the Committees can be modified by the Boards.

Each Committee of the Boards meets as a single Committee of the Boards of each of NV and PLC and one set of minutes shall be prepared as a record of the business of such Committees.

4.1.1 NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The Nominating and Corporate Governance Committee concerns itself with:

- (a) candidates for nomination as Executive Directors, Non-Executive Directors, Chairman and Vice-Chairman/SID;
- (b) succession planning within and to the Boards and approval of appointments to or removals from the Unilever Leadership Executive following recommendations from the Chief Executive Officer;
- (c) ensuring that the Boards and its Committees consist of Directors with the appropriate balance of skills, experience, independence and knowledge of the Unilever Group to enable it to discharge its duties and responsibilities effectively;
- (d) reporting on the Boards' policy, and any measurable objective, on diversity, including gender;
- (e) leadership development, especially of the Unilever Leadership Executive and Senior Corporate Executives; and
- (f) the oversight of matters relating to corporate governance bringing any issues to the attention of the Boards.

The Nominating and Corporate Governance Committee comprises a minimum of three Non-Executive Directors.

The Nominating and Corporate Governance Committee is entitled to use the services of recruitment consultants and other external experts at the expense of the Company.

Appendix 1 sets out the Terms of Reference of the Nominating and Corporate Governance Committee.

4.1.2 COMPENSATION COMMITTEE

The Compensation Committee concerns itself with the:

- (a) remuneration and benefits of the Directors and members of the Unilever Leadership Executive;
- (b) design and terms of cash and executive and all employee share-based incentive plans;
- (c) remuneration policy for the Unilever Leadership Executive and Senior Corporate Executives; and
- (d) performance evaluation of the Unilever Leadership Executive.

The Compensation Committee makes proposals to the Boards in the above areas, including specific remuneration packages for each of the Executive Directors as well as for the Non-Executive Directors.

The Compensation Committee also decides the remuneration for the Unilever Leadership Executive (excluding the Executive Directors) including reviewing performance and approving payouts.

The Compensation Committee comprises a minimum of three Non-Executive Directors (other than the Chairman who may be appointed as an additional member).

The Compensation Committee is entitled to use the services of remuneration consultants and other external experts at the expense of the Company.

Appendix 2 sets out the Terms of Reference of the Compensation Committee.

4.1.3 AUDIT COMMITTEE

The Audit Committee concerns itself with:

- (a) the oversight of the integrity of Unilever's financial statements;
- (b) the oversight of Unilever's risk management and internal control arrangements;
- (c) the oversight of Unilever's compliance with legal and regulatory requirements;
- (d) making recommendations to the Boards on the nomination of and compensation payable to the External Auditors;
- (e) the oversight of performance, qualifications and independence of the External Auditors;
- (f) the policy on work that can and cannot be performed by the External Auditors and the compliance thereof;
- (g) the performance of the internal audit function; and
- (h) the approval of the Unilever Group trading statements for quarter 1 and quarter 3.

The Audit Committee comprises a minimum of three Non-Executive Directors.

Appendix 3 sets out the Terms of Reference of the Audit Committee.

4.1.4 CORPORATE RESPONSIBILITY COMMITTEE

The Corporate Responsibility Committee assists the Boards in fulfilling their oversight responsibilities in respect of corporate responsibility and sustainability and Unilever's reputation as a responsible corporate citizen. It also offers guidance and recommendations within its areas of responsibility.

The Corporate Responsibility Committee comprises a minimum of two Non-Executive Directors.

Appendix 4 sets out the Terms of Reference of the Corporate Responsibility Committee.

4.2 OTHER COMMITTEES – DISCLOSURE COMMITTEE

The Disclosure Committee is generally responsible to the Boards and reports as appropriate to the Boards, the Chief Executive Officer or the Chief Financial Officer. The Committee concerns itself with the establishment and maintenance of disclosure controls and procedures and the evaluation thereof and also with the appropriateness of the disclosures made or any delay thereof.

Appendix 5 sets out the Terms of Reference of the Disclosure Committee.

5. DIRECTORS

5.1 COLLECTIVE RESPONSIBILITIES

As members of the Boards, all Directors are required to:

- 5.1.1 set Unilever's strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives and review the management performance;
- 5.1.2 provide leadership of Unilever within a framework of prudent and effective controls which enable risk to be assessed and managed; and
- 5.1.3 maintain Unilever values and standards as outlined in the Code of Business Principles and ensure that its obligations to its shareholders and others are understood and met.

All Directors must be able to allocate sufficient time to be able to perform their responsibilities effectively. To ensure outside directorships of the Executive Directors do not involve an excessive commitment or conflict of interest, the number of outside directorships of listed companies is generally limited to one per Executive Director and approval for any outside directorship is required from the Chairman.

All Directors are responsible for the proper fulfilment of the Boards' duties and obligations. As part of their role as members of a unitary board, Non-Executive Directors should constructively challenge and help develop proposals on strategy.

All Directors should see to it that they are informed on a timely basis and in sufficient detail about all important matters relating to the Company and the functioning of the Boards. The Chief Executive Officer has a particular responsibility to ensure that the Chairman promptly receives timely and clear information (in particular about the Company's performance). The Chairman is required to ensure that all members of the Boards have the information they need to take sound decisions, monitor effectively and provide advice to promote the success of the Company.

The responsibility for the operational management of NV and PLC and the business enterprise connected therewith lies with the Chief Executive Officer under the final and ultimate responsibility of the Boards as a whole.

In their capacities as members of the Boards the Non-Executive Directors supervise the functioning of the Chief Executive Officer.

5.2 ANNUAL RE-ELECTION

All Directors, Executive and Non-Executive, retire at the Annual General Meeting each year and, if nominated by the Boards, offer themselves for re-election, in accordance with the Articles of Association of NV and PLC.

5.3 TENURE

Executive and Non-Executive Directors hold office as long as they are appointed as such by the shareholders of NV and PLC, unless they resign or are dismissed by the shareholders of NV or PLC. Directors are nominated for re-election by the Boards, on the recommendation of the Nominating and Corporate Governance Committee, who in deciding whether to nominate a Director, takes into consideration the Chairman's annual evaluation of the individual. The Nominating and Corporate Governance Committee will rarely recommend the re-election of a Non-Executive Director who has served for nine years.

Executive Directors serve in accordance with the terms of their contracts of service with NV and/or PLC.

5.4 LIMITATIONS

Executive Directors retire from the Boards in accordance with their service contracts or as otherwise negotiated.

5.5 INDEPENDENCE

All Non-Executive Directors are expected to provide Unilever with independent character and judgement.

Non-Executive Directors are judged by the Boards for their "independence" in the light of criteria that are in line with best practice guidelines in the Netherlands, the United Kingdom and the United States. The criteria chosen by the Boards for judging the independence of Non-Executive Directors are:

- 5.5.1 no additional remuneration or other benefits from any company within the Unilever Group;
- 5.5.2 no material business relationships within the last three years, including shareholder, customer, adviser and supplier relationships, with any company within the Unilever Group;
- 5.5.3 no cross-directorships with other Directors which are likely to affect, or could appear to affect, the Director's judgement;
- 5.5.4 no shareholding of more than ten per cent in either NV or PLC, or any of their respective subsidiaries, including shares held by legal entities outside the Unilever Group of which the Director is a director;
- 5.5.5 not more than nine years of service on the Boards in normal circumstances;
- 5.5.6 not a former employee of any company within the Unilever Group within the last five years;
- 5.5.7 no close family ties with any of the Company's advisers, directors or senior employees.

The Boards will decide on the independence of a Non-Executive Director by applying these criteria to the particular circumstances of the individual concerned and will also consider, where relevant, circumstances of immediate family members.

Where there are additional criteria for a member of the Audit Committee or the Compensation Committee to be considered "independent" imposed by applicable laws and regulations, the Boards will apply these criteria.

5.6 ACCESS TO INDEPENDENT PROFESSIONAL ADVICE

Directors, both as a group and individually, are entitled to take independent professional advice, at the expense of Unilever, on matters relating to the proper discharge of their office. This does not extend to issues regarding their personal interests. The Group Secretary will arrange for advice to be obtained.

6. THE CHAIRMAN

6.1 THE CHAIRMAN

The Boards each appoint from their members, on a recommendation from the Nominating and Corporate Governance Committee, a Non-Executive Director to be Chairman of both NV and PLC..

6.2 VICE-CHAIRMAN

The Boards may each appoint, on a recommendation from the Nominating and Corporate Governance Committee, a Non-Executive Director as Vice-Chairman of both NV and PLC.

6.3 RESPONSIBILITIES

The Chairman's general and specific responsibilities cover:

- 6.3.1 conducting shareholders meetings of PLC and NV including AGMs;
- 6.3.2 leading the Boards and ensuring that they operate effectively in relation to all aspects of their role;
- 6.3.3 ensuring that the members of the Boards receive accurate, timely and clear information, in particular about the Company's performance, to enable the Boards to take sound decisions, monitor effectively and provide advice to promote the success of the Company;
- 6.3.4 encouraging active engagement by all the members of the Boards;
- 6.3.5 in consultation with the Chief Executive Officer, setting and approving the Board agenda to take full account of the issues and the concerns of all Directors and ensuring that adequate time is available for discussion on strategic issues;
- 6.3.6 promoting effective relationships and open communication, both inside and outside the boardroom, between Non-Executive Directors and the Executive Directors;
- 6.3.7 building an effective and complementary Board, initiating change and planning succession in Board appointments, subject to Board and shareholders' approval;
- 6.3.8 monitoring effective implementation of Board decisions;
- 6.3.9 ensuring clear structure for and the effective running of Board Committees;
- 6.3.10 together with the Vice-Chairman/SID and the Chief Executive Officer and facilitated by the Group Secretary, maintaining effective communication with major shareholders so as to ensure the Boards develop an understanding of their views;
- 6.3.11 in conjunction with the Group Secretary, taking the lead in providing a properly constructed induction programme for new Directors that is comprehensive, formal and tailored;
- 6.3.12 taking the lead in identifying and meeting the development needs of individual Directors and agreeing and regularly reviewing a personalised approach to training and development with each Director;
- 6.3.13 addressing the development needs of the Boards as a whole with a view to enhancing their overall effectiveness as a team;
- 6.3.14 in conjunction with the Vice-Chairman/SID, ensuring that the performance of individuals and of the Boards as a whole and their Committees is evaluated at least once a year and facilitated, once every three years, by a third party consultant;
- 6.3.15 establishing a close relationship of trust with the Chief Executive Officer, by providing support and advice while respecting executive responsibility;
- 6.3.16 acting where appropriate as Unilever representative on corporate aims and policies including environmental and corporate social responsibility matters;
- 6.3.17 guarding the corporate reputation including, in conjunction with the Chief Executive Officer, relations with major shareholders, government, academia and other relevant stakeholders and commentators;
- 6.3.18 being a member of the Nominating and Corporate Governance Committee;
- 6.3.19 being a member of the Compensation Committee as appointed by the Boards from time to time;
- 6.3.20 approving any non-executive position that an Executive Director proposes to take up; and
- 6.3.21 receiving direct reports from the Group Secretary.

7. CHIEF EXECUTIVE OFFICER

7.1 DELEGATION OF BOARD POWERS

The resolution pursuant to which certain of the Boards' powers, authorities and discretions are delegated to the Chief Executive Officer is set out in Appendix 8. Pursuant to that resolution the Chief Executive Officer is entrusted with all the Boards' powers, authorities and discretions (including the power to sub-delegate any of those powers, authorities, decision-making powers and discretions) in relation to the operational running of the Company and specifically all the Boards' powers, authorities and discretions in relation to the following matters (subject to the matters reserved to the Boards set out in paragraph 3.2 and with financial matters in paragraphs 7.8 and 7.9 delegated to the Chief Executive Officer and the Chief Financial Officer acting individually or jointly) with power to sub-delegate.

7.2 MANAGEMENT

Ensuring delivery of the Unilever Group's agreed strategy, business plans and financial performance including:

- 7.2.1 profit responsibility of the Unilever Group; and
- 7.2.2 managing business performance.

7.3 STRATEGY AND MANAGING THE CORPORATE PORTFOLIO

- 7.3.1 proposing for approval by the Boards following consultation with the Chairman, the strategies for the shaping of the portfolio and direction of the Unilever Group and priorities in corporate resource allocation;
- 7.3.2 implementing and monitoring strategies and annual plans, agreeing geographical and product markets for Category activities and places of operation and ensuring that business plans and strategies are aligned with corporate objectives and priorities agreed with the Boards;
- 7.3.3 monitoring the development of the global and regional markets in which the Unilever Group operates, testing future economic scenarios against growth objectives and making proposals to the Boards for the corporate strategic priorities in the light of these;
- 7.3.4 preparing for approval by the Boards periodic business performance reports including quarterly and annual results announcements.

7.4 MERGERS, ACQUISITIONS, JOINT VENTURES AND DISPOSALS

Any merger, acquisition, joint venture or disposal where the value of consideration paid or received, or of the assets contributed by Unilever or contributed by other parties, does not exceed €500 million.

7.5 CAPITAL EXPENDITURE

Any capital expenditure project which has a value not exceeding €500 million including land and property agreements.

7.6 CONTRACTS

Any agreement or contract for goods or services (other than land and property agreements) which:

- 7.6.1 has a value less than €5 billion;
- 7.6.2 is of 7 years or less in duration; or
- 7.6.3 is more than 7 years in duration and less than €500m in value.

7.7 LITIGATION

Initiation or settlement of any litigation or claim with an estimated value not in excess of €100 million.

7.8 FINANCIAL

- 7.8.1 proposing for approval by the Boards a financial framework and targets and a dividend policy for the Unilever Group;
- 7.8.2 setting financial and treasury strategies for the Unilever Group and implementing them, including (a) approving short term borrowings (i.e. with a maturity of up to one year) of any amount (b) approving long-term borrowings up to a value for any single borrowing of €3.0 billion (and for this purpose any issues of debt instruments (and any tranche thereof) whether or not made under a debt issuance programme, shall qualify as a single borrowing) and (c), approving the entering into by NV or PLC whether as borrower or guarantor or both and approval of the terms of any standby loan facilities providing for borrowings of up to \$8.0 billion (without needing to take into account the limits referred to in (a) or (b) above) in aggregate or such higher amount as may be approved by the Boards from time to time;
- 7.8.3 the establishment or update of (and approval of the amount (including any increase) and other terms of) any debt issuance programme of any kind (including but not limited to the U.S. \$15,000,000,000 Debt Issuance Programme, the Euro Commercial Paper Programme, the U.S. \$15,000,000,000 Shelf Programme and the United States 4(2) and 3(a) 3 Commercial Paper Programme);
- 7.8.4 in respect of any borrowings approved in accordance with or relating to the previous two paragraphs, the issue or guarantee by NV or PLC of any debt instruments (including the signing of any agreements or other documents necessary or conducive thereto, e.g. final terms, subscription agreements, underwriting agreements, etc), and the listing of any debt instruments on any securities market, and the entering into by NV or PLC whether as borrower or guarantor (of any Unilever Group company) of any other form of financing agreement or arrangement and any amendment or supplement thereto in connection with such debt instruments;
- 7.8.5 the giving by NV of (and the approval of the terms of) any other guarantees of PLC's obligations in respect of any borrowings;

7. CHIEF EXECUTIVE OFFICER CONTINUED

- 7.8.6 the giving by PLC of (and the approval of the terms of) any other guarantees of NV's obligations in respect of any borrowings;
- 7.8.7 the giving of (and the approval of the terms of) any other guarantees by NV and/or PLC of the borrowings or debt instruments of any direct or indirect subsidiary or subsidiary undertaking of NV or PLC up to an amount of €1.5 billion for each single borrowing or debt instrument;
- 7.8.8 the granting of security (not being a guarantee) of any nature over the assets of any Unilever Group company, up to a limit of €250 million (or its equivalent in any currency) per country at any time;
- 7.8.9 cross currency funding and deposits of any amount;
- 7.8.10 investor relations guidelines;
- 7.8.11 capital injections in to Unilever Group companies, capital reductions of Unilever Group companies, intra-Group transfers of shares or assets or mergers, in each case where the associated third party costs e.g. tax, stamp duty and fees, are less than €250 million;
- 7.8.12 entering in to contracts with brokers and other intermediaries for the purpose of exchange swaps and derivatives transactions;
- 7.8.13 entering in to by NV and PLC of any swaps or derivatives transactions (including under any International Swaps and Derivatives Association documentation).
- 7.9 GUARANTEES**
- 7.9.1 the giving by NV (and the approval of the terms of) any guarantee of the activities of any Unilever Group company falling within paragraphs 7.1 to 7.8.13 inclusive above;
- 7.9.2 the giving by PLC (and the approval of the terms of) any guarantee of the activities of any Unilever Group company falling within paragraphs 7.1 to 7.8.13 inclusive above.
- 7.10 HUMAN RESOURCES**
- 7.10.1 appointing and removing all managers including the Unilever Leadership Executive and Senior Corporate Executives who report directly or indirectly to the Chief Executive Officer, with the exception of the appointment and removal of the (i) Executive Directors which requires shareholder approval, (ii) members of the Unilever Leadership Executive which requires approval of the Nominating and Corporate Governance Committee, (iii) the Group Secretary which requires the approval of the Boards and (iv) the Chief Auditor which requires the approval of the Audit Committee;
- 7.10.2 proposing to the Compensation Committee the remuneration policy and the specific remuneration, bonuses and other terms of employment of members of the Unilever Leadership Executive who report directly to the Chief Executive Officer including those members of the Unilever Leadership Executive who are also Executive Directors but without prejudice to the authority of a general meeting;
- 7.10.3 supervising and determining the roles, activities and responsibilities of the Unilever Leadership Executive;
- 7.10.4 approving the appointment, removal, remuneration, bonuses and other terms of employment of senior managers not dealt with by the Nominating and Corporate Governance Committee or the Compensation Committee;
- 7.10.5 ensuring that the performance of members of the Unilever Leadership Executive and other Senior Corporate Executives is systematically assessed and adequately rewarded;
- 7.10.6 ensuring a continual supply of leadership of the quality necessary to meet the strategic needs of the Unilever Group;
- 7.10.7 monitoring staff development and recruitment and dealing with deviations from planned performance. Establishing value leadership and expected norms of conduct, including implementation of and compliance with the Code of Business Principles and Unilever Code Policies; and
- 7.10.8 subject to the powers of the Compensation Committee in paragraph 3.4 and 3.5 of Appendix 2, exercising powers (with the power to sub-delegate) granted by the Boards under any existing or future NV or PLC executive or all employee share-based incentive plan, including powers to determine: (i) the treatment of leavers (except members of the Unilever Leadership Executive) within the discretion of the Boards or the Compensation Committee under any such executive or all employee share-based incentive plan (ii) to purchase shares to meet obligations under any NV or PLC executive or all employee share-based incentive plan, (iii) to operate any NV or PLC executive or all employee share-based incentive plan and (iv) to establish and operate (share based) incentive sub-plans, to set and agree performance targets and to determine the actual performance against these targets upon vesting, including any particular vesting condition, claw back (consistent with standard Unilever policy) or other discretionary element, and to do all these things with regard to incentive sub-plans for pioneering frontiers of the business under the condition that such sub-plans are not open to members of the Unilever Leadership Executive; (v) to make arrangements for the administration of any NV or PLC executive or all employee share-based incentive plan, including powers to set-up, register, operate and approve the design and actual terms of any sub-plan under, or deviations from, any NV or PLC executive or all employee share-based incentive plan, to allow Unilever Group companies and/or employees to benefit from favourable tax and/or social security regimes and/or to allow awards to be made in countries with onerous securities and/or other regulations that make it difficult to implement any NV or PLC executive or all employee share-based incentive plan, and to do everything necessary to give effect to the grant of awards under such sub-plans.

7. CHIEF EXECUTIVE OFFICER CONTINUED

7.11 PENSIONS

The following matters with respect to pensions: the establishment and maintenance of appropriate policies covering:-

- (a) the design of benefit arrangements, including specific provision for the treatment of employees on the acquisition or disposal of businesses;
 - (b) selection of financing mechanisms, funding methods and accounting procedures;
 - (c) pension fund investment practices, including
 - investment objectives, strategy and allocation
 - limits on Unilever related investment of pension fund assets
 - investment management and custody services
 - internal investment management
 - controls on the use of derivatives and other investments;
- 7.11.1. all necessary governance and approval procedures relating to the above;
- 7.11.2 any agreements with pension funds on contributions which are:
- (a) changes in the level of normal contributions following an actuarial valuation;
 - (b) contributions to correct deficits (as measured under IFRS or local funding as applicable) which have an aggregate value, over the period of the agreement, not exceeding €750 million;
 - (c) changes to benefits provided under Unilever Group pension (and similar) arrangements which increase the value of the liabilities (as measured under IFRS) by not more than €100 million.

7.12 MANAGING RISK AND CORPORATE REPUTATION

- 7.12.1 preparing for approval by the Boards, and implementing and managing, Unilever's risk management approach;
- 7.12.2 interacting with the media and approving any press release in relation to any matter within the ambit of the Chief Executive Officer;
- 7.12.3 implementing and managing compliance with the Code of Business Principles and Unilever's Code Policies and standards;
- 7.12.4 preparing all public filings, reports and statements relating to the Unilever Group; and
- 7.12.5 representing the Company with major customers, suppliers, trade and professional bodies.

7.13 ENTERING INTO DOCUMENTS

The powers of the Chief Executive Officer (and for paragraphs 7.8 and 7.9, the Chief Financial Officer) include the authority to enter into commitments, agreements, contracts, instruments or other documents on behalf of the Company in relation to the matters described above (including, in the case of the Chief Executive Officer, the power to sub-delegate the power to use the common seal of PLC to a committee formed of two or more employees).

7.14 BOARD NOTIFICATION

- 7.14.1 notwithstanding the authorities outlined in paragraph 7, the Chief Executive Officer will notify the Boards of any issues, projects or transactions that in his judgement have the capacity to impact the reputation of Unilever;
- 7.14.2 without prejudice to the authority conferred in the last two points of paragraph 7.8, the Chief Executive Officer shall report to the Boards (a) any net investment exposures exceeding a cost (at the time of entering into the transaction) of €60 million per annum; (b) any hedging of net equity balance sheet exposure in excess of €5 billion per currency or any unhedged net equity balance sheet exposure in excess of €5 billion per currency; or (c) any other financial or commodity derivative exposure which is material in the context of the Unilever Group and out of the ordinary course of business.
- 7.14.3 the Chief Executive Officer will notify the Boards of Unilever's entry into any country through means of indirect investment, e.g. agents.

7.15 OTHER

The Chief Executive Officer in discharging his duties is responsible to the Boards as a whole. However in articulating their view of the Chief Executive Officer's performance the Boards will operate through the Chairman.

The Chief Executive Officer's direct reports will comprise all members of the Unilever Leadership Executive and such other functional heads as the Chief Executive Officer elects.

All internal business related communications are the responsibility of the Chief Executive Officer.

8. NON-EXECUTIVE DIRECTORS

8.1 PRIMARY RESPONSIBILITIES

As Directors, the Non-Executive Directors share full responsibility for the execution of the Boards' duties. Within this broad responsibility the role of the Non-Executive Director is, essentially, a supervisory one, having the following key elements:

- 8.1.1 Strategy: they constructively challenge and help develop proposals on strategy;
- 8.1.2 Performance: they scrutinise the performance of management in meeting agreed goals and objectives;
- 8.1.3 Risk: they satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
- 8.1.4 People: they take responsibility for determining appropriate levels of remuneration of Executive Directors, and have a prime role in the appointing, and where necessary the removing, of Executive Directors and in succession planning;
- 8.1.5 Reporting: they take responsibility for the processes for accurately reporting on performance and the financial position of Unilever;
- 8.1.6 Compliance: they should keep governance and compliance with the legislation and regulations under review and the conformity of Unilever practices to accepted norms.
- 8.1.7 The Boards will adopt criteria for candidates for Non-Executive Directors responding to such issues as relevant experience on financial, social, economical and business related matters, diversity, and geographical expertise.

8.2 MEETINGS OF NON-EXECUTIVE DIRECTORS

The Non-Executive Directors shall meet independently at least once a year to consider agenda items set by them. The Chairman, or in his absence the Vice-Chairman/SID, shall preside over such meetings. The Non-Executive Directors can ask members of management and external professional advisers to attend those meetings. The Group Secretary assists them with the support they need.

8.3 SENIOR INDEPENDENT DIRECTOR

The Non-Executive Directors elect one of their members as their spokesman, referred to as the Senior Independent Director or 'SID'. The role of the Senior Independent Director is:

- 8.3.1 to serve as an intermediary for the other Directors when necessary;
- 8.3.2 to participate in the process of dealing with any conflict of interest between the Company and the Chairman, as discussed in paragraph 2.4;
- 8.3.3 to participate in the process of considering successions to the role of Chairman, as set out in paragraph 2.2 of Appendix 1 (Terms of Reference of the Nominating and Corporate Governance Committee);
- 8.3.4 to participate in the process of Directors Induction and Training, as discussed in paragraph 12;
- 8.3.5 to participate in the Boards' evaluation process, as discussed in paragraph 13;
- 8.3.6 to be available to shareholders if they have concerns which the normal channels of the Chairman or Executive Directors have failed to resolve or for which such normal channels are inappropriate; and
- 8.3.7 to attend meetings with a range of major shareholders and financial analysts in order to help develop a balanced understanding of their issues and concerns.

9. GROUP SECRETARY

9.1 FORMAL STATUS

The appointment or removal of the Group Secretary is a matter for the Boards as a whole.

The Group Secretary is appointed by the Boards as the Company Secretary of NV and PLC. NV is allowed by its Articles of Association to appoint one or more Secretaries. PLC is required by UK law to appoint an appropriately qualified person to the office of Company Secretary.

All Directors have open access to the Group Secretary at any time and on any matter relating to Unilever.

The Group Secretary reports to the Chairman and administratively to the Chief Legal Officer.

9.2 RESPONSIBILITIES

The Group Secretary is responsible for:-

- 9.2.1 providing administrative and general support to Directors;
- 9.2.2 preparation of the Annual Report and Accounts;
- 9.2.3 corporate legal and regulatory compliance;
- 9.2.4 formal relations with shareholders including maintenance of the share registers and convening of shareholder meetings;
- 9.2.5 matters relating to share capital and shareholding structures;
- 9.2.6 arrangement of induction, training/development and performance evaluations for the Boards and Board Committees;
- 9.2.7 drafting and publishing standard regulatory announcements (such as those related to Director share dealing transactions) that do not normally require consideration by the Disclosure Committee; and
- 9.2.8 reporting to the Chairman when the Group Secretary notes that the interests of the Executive Directors and the Non-Executive Directors diverge, as a result of which it is unclear which interests the Group Secretary should represent.

The Group Secretary is a member of the Disclosure Committee and Secretary of the Nominating and Corporate Governance Committee, and may attend the meetings of the Audit Committee, the Corporate Responsibility Committee and the Compensation Committee at the invitation of each Committee.

10. CHIEF AUDITOR

10.1 FORMAL STATUS

The appointment or removal of the Chief Auditor requires the approval of the Audit Committee.

All Directors, and in particular the Chairman and members of the Audit Committee, have open access to the Chief Auditor at any time and vice versa.

The External Auditors have open access to the Chief Auditor at any time and vice versa.

The Chief Auditor reports to the Audit Committee and administratively to the Chief Financial Officer.

10.2 RESPONSIBILITIES

The Chief Auditor is responsible, in his or her role as Unilever's chief internal auditor, for providing independent reassurance to the Boards, through the Chief Executive Officer and the Audit Committee, that all major risks affecting the achievement of Unilever's objectives are adequately understood and managed.

The Chief Auditor supports the Audit Committee in its operations. The Chief Auditor has a standing invitation to attend meetings of the Global Code and Policy Committee.

10.3 REPORTING

Status reports and reports on review of specific subjects are sent by the Chief Auditor to the Chief Executive Officer, Chief Financial Officer and the Audit Committee. Copies of all internal audit reports are made available to the Controller and to the External Auditors.

11. CHIEF LEGAL OFFICER

11.1 FORMAL STATUS

The appointment or removal of the Chief Legal Officer is a matter for the Chief Executive Officer.

The Chief Legal Officer reports to the Chief Executive Officer.

11.2 RESPONSIBILITIES

The Chief Legal Officer is responsible for:

- 11.2.1 the provision of legal advice to the Unilever Group, the Boards and the Unilever Leadership Executive;
- 11.2.2 the global legal function; and
- 11.2.3 legal and regulatory compliance, business integrity and intellectual property.

12. DIRECTORS' INDUCTION AND TRAINING

12.1 BACKGROUND

The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor to the maintenance of high corporate governance standards in Unilever.

The Chairman is responsible for ensuring that such induction programmes and training are provided and the Group Secretary actually provides them.

Ultimately, however, it is the individual Director's responsibility to identify his/her needs and take steps to ensure that he/she is adequately informed about Unilever and his/her responsibilities as a director.

12.2 INDUCTION PROGRAMME

The Group Secretary provides new Directors, both Executive and Non-Executive, with a briefing on their legal and regulatory responsibilities as Directors of NV and PLC. This includes provision of a Directors' Information Pack containing all key Unilever documents relevant to their roles and responsibilities. The Group Secretary also provides documents setting out the current structure and performance of Unilever's business.

The induction briefing may include briefings from internal and outside legal counsel, the External Auditors, Senior Corporate Executives and others as the Group Secretary judges appropriate. This is weighted to cover any particular areas of responsibility that the Director is taking on. As part of the induction, Directors may meet major shareholders.

The Group Secretary procures that new Non-Executive Directors are briefed on the business of Unilever. This programme comprises initial documentation, presentations from members of the Unilever Leadership Executive and other Senior Corporate Executives and opportunities to visit business operations.

The induction process is designed to:-

- (a) build an understanding of the nature of Unilever, its businesses and the markets and regulatory environments in which it operates;
- (b) provide an appreciation of the responsibilities of a Non-Executive Director of Unilever;
- (c) build links to Unilever's employees; and
- (d) build an understanding of Unilever's main relationships.

12.3 ONGOING EDUCATION

The Group Secretary keeps the Boards briefed on legal and regulatory developments relevant to the responsibilities of the Directors.

The Chairman agrees and regularly reviews a personalised approach to training and development with each Director. The Group Secretary ensures that the programme to familiarise the Non-Executive Directors with the business is maintained over time and kept relevant to the needs of the individuals involved. The Group Secretary confers with the Chairman and Chief Executive Officer to ensure that this is the case.

12.4 REPORTING

An annual report to shareholders is made in the Corporate Governance statement within the Annual Report and Accounts on the induction and training activities arranged during the year.

13. BOARDS' EVALUATION

13.1 BACKGROUND

It is important that the Boards and Board Committees evaluate the effectiveness of their performance in a rigorous and structured way so that Unilever may confirm to its shareholders that it has high corporate governance standards.

The Chairman is responsible for ensuring that such evaluation exercises take place and the Group Secretary is responsible for their organisation.

13.2 THE BOARDS

The Chairman in conjunction with the Vice-Chairman/SID leads the process whereby the Boards assess their own performance.

The evaluation process of the Boards is undertaken internally by the Group Secretary. This process is in addition facilitated by a third party consultant at least every three years.

Following each evaluation a report will be prepared based on appropriate interviews and responses to questionnaires. The report shall be reviewed and discussed by the Boards following its submission to the Boards by the Chairman. Thereafter the Chairman implements the actions that the Boards decide are appropriate.

13.3 INDIVIDUAL DIRECTORS

The Chairman conducts the process of evaluating the performance of individual Directors in their role as a member of the Boards (including the performance of the Executive Directors).

The Vice-Chairman/SID conducts the process whereby the Boards evaluate the performance of the Chairman. He or she consults the Executive Directors and his/her fellow Non-Executive Directors.

The Vice-Chairman/SID shares the resulting assessment with the Chairman. These individual assessments are taken into account in the evaluation of the performance of each Board as a whole.

13.4 BOARD COMMITTEES

Each Chairman of a Board Committee leads the process of evaluating the performance of that Committee. This includes taking the views of the Boards on the performance of that Committee.

The Chairman of the Committee reports on the results of the process to the Boards.

13.5 TIMING

The evaluations are carried out on an annual basis.

All evaluations are designed to be completed before the Nominating and Corporate Governance Committee meets to discuss the nominations for candidates for election as Directors of NV and PLC at the Annual General Meetings in that year.

13.6 PROCESSES

The Group Secretary provides guidance on how to carry out evaluation processes and the criteria to be used. The Group Secretary updates this guidance each year in the light of internal experience and external best practice.

13.7 REPORTING

An annual report to shareholders is made in the Corporate Governance statement within the Annual Report and Accounts which confirm that the evaluation processes have been carried out and describes the processes that were used.

APPENDIX 1 – TERMS OF REFERENCE OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

- 1. CONSTITUTION**
The Nominating and Corporate Governance Committee is concerned with:
 - 1.1 candidates for nomination as Executive Directors (including the Chief Executive Officer) and Non-Executive Directors (including the Chairman and Vice-Chairman);
 - 1.2 succession planning within and approval of appointments to or removals from the Unilever Leadership Executive following recommendations from the Chief Executive Officer;
 - 1.3 ensuring that the Boards and its Committees consist of Directors with the appropriate balance of skills, experience, diversity, independence and knowledge of the Unilever Group to enable it to discharge its duties and responsibilities effectively;
 - 1.4 reporting on the Boards' policy, and any measurable objective, on diversity, including gender;
 - 1.5 leadership development, especially of the Unilever Leadership Executive and Senior Corporate Executives; and
 - 1.6 the oversight of matters relating to corporate governance bringing any issues to the attention of the Boards.
- 2. MEMBERSHIP**
Members of the Committee are appointed by the Boards. The Chairman of the Committee is appointed by the Boards, subject to endorsement of the Chairman of the Company.
 - 2.2 The Committee comprises a minimum of three Non-Executive Directors.
 - 2.3 The Group Secretary is the Secretary of the Committee.
- 3. REMIT**
The Committee's specific responsibilities are:
 - 3.1 periodically assessing the structure, size and composition of the Boards, making a proposal for a composition profile of the Boards, including keeping under review the Boards' policy on diversity;
 - 3.2 evaluating the balance of skills, experience, independence and knowledge on the Boards, its diversity (including as to gender and ethnicity), how the Boards work together as a unit and other factors which may be relevant to its effectiveness;
 - 3.3 succession planning within and to the Boards including evaluating and recommending termination of service of individual members of the Boards as appropriate for cause or for other proper reasons;
 - 3.4 drawing up selection criteria and appointment procedures for Directors;
 - 3.5 approving, on behalf of the Boards, the contractual terms for Executive and Non-Executive Directors;
 - 3.6 recommending to the Boards' candidates for nomination as Executive Directors (including Chief Executive Officer) and as Non-Executive Directors each year having due regard to their performance and ability to contribute to the Boards in light of knowledge, skills, diversity and experience required;
 - 3.7 recommending to the Boards' candidates for election as Chairman, Vice-Chairman and Senior Independent Director of the Boards;
 - 3.8 periodically reviewing and recommending to the Boards for approval by the Boards the appointment of Directors to Board Committees and the appointment of a chairperson for each Board Committee from the appointed members of the Board Committee. The Boards' appointment of the chairperson of each Committee shall be subject to the endorsement of the Chairman of the Company in the case of the Nominating and Corporate Governance Committee, the Compensation Committee and the Corporate Responsibility Committee. In the case of the Audit Committee the Chairman of the Company will consider the Committee's recommendation and will make a proposal to the Boards. In addition, the Committee shall recommend to the Boards candidates to fill vacancies or new positions on the Board Committees as necessary or desirable and review and make recommendations to the Boards concerning any removal of Committee members;
 - 3.9 reviewing the feedback in respect of the role and functioning of the Board Committees arising from Boards and Board Committee evaluations and making any recommendations as appropriate in respect of the Board Committees to the Chairman;
 - 3.10 supervising the policy of the Chief Executive Officer on the selection criteria and appointment procedures for the Unilever Leadership Executive and Senior Corporate Executives;
 - 3.11 approving appointments to or removals from the Unilever Leadership Executive following recommendations from the Chief Executive Officer and ensuring that all other Directors are made aware of announcements relating to such appointments and removals before they are made;
 - 3.12 ensuring that succession planning to the Unilever Leadership Executive and the leadership development plans to enhance such succession planning are discussed at the Board at least annually;
 - 3.13 advising the Boards as it may require in relation to any related party transactions or conflicts of interest involving the Company and the Directors;
 - 3.14 oversight of all matters relating to corporate governance.
- 4. AUTHORITY**
4.1 The Committee may form and delegate authority to sub-committees comprising one or more members of the Committee if the Committee feels appropriate. The Committee may also form and delegate authority to sub-committees comprising one or more members of the Unilever Leadership Executive to conclude the final details of, and implement decisions taken by, the Committee. Any such sub-delegation shall be duly noted in the minutes of the Committee.
4.2 The Committee is authorised by the Boards to investigate any matter within its terms of reference, using, at Unilever's expense, resources from within Unilever or from external legal, accounting or other advisers as the Committee considers necessary.
4.3 The Committee shall give due consideration to all laws, regulations, governance codes, listing and other applicable rules as appropriate.

APPENDIX 1 – TERMS OF REFERENCE OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CONTINUED

5. MEETINGS

- 5.1 Meetings are held at least four times a year, and on such other occasions as the Chairman of the Committee considers appropriate.
- 5.2 Meetings are convened by written notice served on each of the members by the Group Secretary.
- 5.3 All members of the Committee are expected to attend each meeting. The Chief Executive Officer, the Chief HR Officer and external advisers may be invited to attend as and when appropriate.
- 5.4 The quorum for meetings is a minimum of two Non-Executive Directors.
- 5.5 A member shall leave the meeting when his/her own position is discussed but the quorum is not affected thereby.
- 5.6 All or any members of the Committee may participate in a meeting by teleconference or videoconference. A person so participating is deemed to be present in person at the meeting and shall be counted in a quorum accordingly.
- 5.7 Formal decisions are made by a simple majority vote, with the Chairman of the meeting holding a casting vote.
- 5.8 The Secretary of the Committee shall be responsible, in conjunction with the Chairman of the Committee, for compiling and circulating the agenda and papers for the meeting. The Secretary of the Committee will also be responsible for liaising with the Unilever Leadership Executive to ensure that all papers, reports etc. required by the Committee are forwarded to the Committee in a timely manner.

6. CONSULTATION

Prior to meetings of the Committee, the Chairman of the Committee may consult among the Executive Directors and the Non-Executive Directors who are not members of the Committee in order to assist in framing the Committee's recommendations.

7. REPORTING, SELF-ASSESSMENT AND PERFORMANCE EVALUATION

- 7.1 The Committee reports to the Boards after each meeting and shall make whatever recommendation to the Boards it deems appropriate where action or improvement is needed.
- 7.2 The Secretary prepares minutes of all meetings of the Committee and these are circulated to the members of the Committee before the next Committee meeting. All signed Committee minutes are made available to the Boards.
- 7.3 The Committee reviews and assesses annually the adequacy of these Terms of Reference to ensure it is operating efficiently.
- 7.4 The Committee ensures that its current Terms of Reference are made available at www.unilever.com.
- 7.5 The Committee conducts an annual performance self evaluation to ensure that the Committee is functioning in accordance with its Terms of Reference and reports thereon to the Boards. This evaluation takes into account the views of the Boards on the performance of the Committee.
- 7.6 The Committee publishes a report annually (to be included in the Annual Report and Accounts) including a description of its activities, the process used to make appointments and a statement of the Boards' policy on diversity (including gender, any measurable objectives that it has set for implementing the policy and progress on achieving the objectives).
- 7.7 The Committee will keep the profiles of the Executive Directors and Non-Executive Directors under review and propose improvements for approval by the Boards.

8. ANNUAL GENERAL MEETING

The Chairman of the Committee or another member of the Committee attends the Annual General Meetings of Unilever and is available to answer any questions referred to him/her by the Chairman of the Meeting..

APPENDIX 2 – TERMS OF REFERENCE OF THE COMPENSATION COMMITTEE

- 1. CONSTITUTION**

The Compensation Committee is concerned with the:

 - 1.1 remuneration and benefits of the Directors and other members of the Unilever Leadership Executive;
 - 1.2 design and terms of cash and executive and all employee share-based incentive plans;
 - 1.3 remuneration policy for the Unilever Leadership Executive and Senior Corporate Executives; and
 - 1.5 performance evaluation of the Unilever Leadership Executive.
- 2. MEMBERSHIP**
 - 2.1 The Nominating and Corporate Governance Committee recommends membership of the Committee which should comprise a minimum of three Non-Executive Directors (other than the Chairman who may be appointed as an additional member) and the members are appointed by the Boards.
 - 2.2 The Chairman of the Committee is appointed by the Boards, subject to endorsement of the Chairman of the Company. The Chairman of the Committee may not be the Chairman of the Company.
 - 2.3 The Committee appoints a Secretary of the Committee.
- 3. REMIT**
 - 3.1 The Committee's specific responsibilities include making proposals to the Boards on:
 - 3.1.1 the Company's remuneration policy, especially for Executive Directors, the Unilever Leadership Executive and Senior Corporate Executives and shall review such policy on a continuous basis;
 - 3.1.2 the individual salary levels, bonuses, long term (share based) incentives and other benefits for the Executive Directors, taking into account the Executive Directors' views with regard to the amount and structure of their own remuneration;
 - 3.1.3 the remuneration of Non-Executive Directors, if and insofar as not determined by the general meetings of shareholders of NV and PLC; and
 - 3.1.4 the design and terms of executive and all employee share-based incentive plans.
 - 3.2 The Committee shall determine:
 - 3.2.1 an appropriate performance framework for annual bonuses and long term (share based) incentive plans for the Company;
 - 3.2.2 the performance targets for the Company for annual bonuses and the performance conditions for the Company's long term (share based) incentive plans;
 - 3.2.3 the individual remuneration targets for the Executive Directors;
 - 3.2.4 the actual performance of the Company against the performance targets for annual bonuses and the performance conditions for long term (share based) incentive plans; and
 - 3.2.5 the performance of the Executive Directors against their individual remuneration targets.
- 3.3 The Committee shall consider and decide upon proposals made by the Chief Executive Officer in relation to the individual salary levels, benefits, bonuses, long term (share based) incentives and other terms of employment of members of the Unilever Leadership Executive (excluding Executive Directors), including reviewing actual performance and approving pay-outs.
 - 3.4 The Committee shall approve or determine as the case may be, in respect of any (share based) incentive plan, any particular vesting condition (such as a change of control), any clawback or other discretionary element of any (share based) incentive plan.
 - 3.5 The Committee delegates authority to the CEO (with the power to sub-delegate) to establish and operate (share based) incentive sub-plans, to set and agree performance targets and to determine the actual performance against these targets upon vesting, including any particular vesting condition, claw back (consistent with standard Unilever policy) or other discretionary element, and to do all these things with regard to incentive sub-plans for pioneering frontiers of the business under the condition that such sub-plans are not open to members of the Unilever Leadership Executive.
- 4. MEETINGS**
 - 4.1 Meetings are held at least three times a year, and on such other occasions as the Chairman of the Committee considers appropriate.
 - 4.2 Meetings are convened by written notice served on each of the members by the Secretary of the Committee.
 - 4.3 All members of the Committee are expected to attend each meeting.
 - 4.4 The quorum for meetings is two Non-Executive Directors.
 - 4.5 At the invitation of the Committee, others, including the Chief Executive Officer, Chief Human Resources Officer, Global Head of Reward and the Group Secretary may attend Committee meetings, unless there is a conflict of interest. No director, officer or senior executive shall be involved in any decision-making as to their own remuneration.
 - 4.6 All or any members of the Committee may participate in a meeting by teleconference or videoconference. A person so participating is deemed to be present in person at the meeting and shall be counted in a quorum accordingly.
 - 4.7 Formal decisions are made by a simple majority vote, with the Chairman of the meeting holding a casting vote.
 - 4.8 The Secretary of the Committee shall be responsible, in conjunction with the Chairman of the Committee, for compiling and circulating the agenda and papers for the meeting. The Secretary of the Committee shall also be responsible for liaising with the Unilever Leadership Executive to ensure that all papers, reports etc. required by the Committee are forwarded to the Committee in a timely manner.

APPENDIX 2 – TERMS OF REFERENCE OF THE COMPENSATION COMMITTEE CONTINUED

5. AUTHORITY

- 5.1 The Committee is entitled to employ, at Unilever's expense, the services of such independent consultants as in its sole discretion it deems necessary to fulfil its responsibilities. The Committee shall draw up selection criteria for the appointment of such consultants and shall verify that if any such consultant is appointed that the consultant concerned shall not provide services to the Executive Directors
- 5.2 The Committee is authorised by the Boards to give the approvals referred to in paragraphs 3.2, 3.3 and 3.4 above.
- 5.3 The Committee may form and delegate authority to sub-committees comprising one or more members of the Committee if the Committee feels appropriate. The Committee may also form and delegate authority to sub-committees comprising one or more members of the Unilever Leadership Executive to conclude the final details of, and implement decisions taken by, the Committee. Any such sub-delegation shall be duly noted in the minutes of the Committee.
- 5.4 Subject to paragraph 5.1, the Committee is authorised by the Boards to investigate any matter within its terms of reference, using, at Unilever's expense, resources from within Unilever or from external legal, accounting or other advisers as the Committee considers necessary.
- 5.5 The Committee shall give due consideration to all laws, regulations, governance codes, listing and other applicable rules as appropriate.

6. REPORTING, SELF-ASSESSMENT AND PERFORMANCE EVALUATION

- 6.1 The Committee reports to the Boards after each meeting and shall make whatever recommendation to the Boards it deems appropriate where action or improvement is needed.
- 6.2 The Secretary of the Committee prepares minutes of all meetings of the Committee and these are circulated to the members of the Committee before the next Committee meeting. All signed Committee minutes are made available to the Boards.
- 6.3 The Committee reviews and assesses annually the adequacy of these Terms of Reference to ensure it is operating efficiently.
- 6.4 The Committee ensures that its current Terms of Reference are made available at www.unilever.com.
- 6.5 The Committee conducts an annual performance self evaluation to ensure that the Committee is functioning in accordance with its Terms of Reference, and reports thereon to the Boards. This evaluation takes into account the views of the Boards on the performance of the Committee.
- 6.6 The Committee publishes a report annually (to be included in the Annual Report and Accounts) and ensures that Unilever maintains contact as required with its principal shareholders.

7. ANNUAL GENERAL MEETING

The Chairman of the Committee or another member of the Committee attends the Annual General Meetings of Unilever and is available to answer any questions referred to him/her by the Chairman of the Meeting.

APPENDIX 3 – TERMS OF REFERENCE OF THE AUDIT COMMITTEE

1. CONSTITUTION

The Audit Committee concerns itself with:-

- 1.1 the oversight of the integrity of Unilever's financial statements;
- 1.2 the oversight of Unilever's risk management and internal control arrangements;
- 1.3 the oversight of Unilever's compliance with legal and regulatory requirements;
- 1.4 making recommendations to the Boards on the nomination of and compensation payable to the External Auditors;
- 1.5 the oversight of performance, qualifications and independence of the External Auditors;
- 1.6 the policy on work that can and cannot be performed by the External Auditors and the compliance thereof;
- 1.7 the performance of the internal audit function; and
- 1.8 the approval of the Unilever Group trading statements for quarter 1 and quarter 3.

2. MEMBERSHIP

- 2.1 The Nominating and Corporate Governance Committee recommends membership of the Committee and the members are appointed by the Boards.
- 2.2 The Committee comprises a minimum of three Non-Executive Directors. The Committee as a whole shall have competence relevant to the sector in which the Company operates.
- 2.3 Each member of the Committee should be 'independent'. The 'independence' of the members is adjudged by the Boards in accordance with the requirements of applicable legislation and regulation, and in the light of relevant codes of practice.
- 2.4 Each member of the Committee should be 'financially literate'. The 'financial literacy' of the members is adjudged by the Boards in accordance with the requirements of current legislation and regulation, and in the light of relevant codes of practice.
- 2.5 One member of the Committee should be a 'financial expert'. The 'financial expertise' of this member is adjudged by the Boards in accordance with the requirements of current legislation and regulation, and in the light of relevant codes of practice.
- 2.6 Upon appointment, each member of the Committee will participate in an induction programme relating to the role and function of the Committee.
- 2.7 Members of the Committee are not expected to serve on the audit committees of more than three public companies at any one time.
- 2.8 Chairman of the Company will make the proposal of the Chairman of the Committee for final appointment by the Boards.
- 2.9 The Secretary of the Committee is the Chief Auditor or the Group Secretary or a nominee of either of them.

3. MEETINGS

- 3.1 The Committee meets at least four times a year, with authority to convene additional meetings as circumstances require.
- 3.2 Meetings are convened by written notice served on each of the members by the Secretary of the Committee.
- 3.3 All members of the Committee are expected to attend each meeting.
- 3.4 The quorum for meetings is two Non-Executive Directors.
- 3.5 Meetings of the Committee may be attended by the Chief Executive Officer, Chief Financial Officer, Controller, Chief Auditor, Chief Legal Officer, Group Secretary, the lead partner of the External Auditors and other Directors and executives at the invitation of the Committee.
- 3.6 The Committee shall meet the External Auditors in private session (without management) at least once a year and may also meet routinely in private sessions with any of the Chief Auditor, the External Auditors and management, or any combination of these.
- 3.7 All or any members of the Committee may participate in a meeting by teleconference or videoconference. A person so participating is deemed to be present in person at the meeting and shall be counted in a quorum accordingly.
- 3.8 Formal decisions are made by a simple majority vote, with the Chairman of the meeting holding a casting vote.
- 3.9 The Secretary shall be responsible, in conjunction with the Chairman of the Committee, for compiling and circulating the agenda and papers for the meeting. The Secretary will also be responsible for liaising with the Unilever Leadership Executive to ensure that all papers, reports etc. required by the Committee are forwarded to the Committee in a timely manner.
- 3.10 Outside of the formal meetings, the Chairman of the Committee shall maintain a dialogue with key individuals involved in Unilever's governance (including the Chairman, the Chief Executive Officer, the Chief Financial Officer, the Chief Auditor and the lead partner of the External Auditors).

APPENDIX 3 – TERMS OF REFERENCE OF THE AUDIT COMMITTEE CONTINUED

- 4. REMIT**
The Committee's responsibilities include:
- OVERSIGHT OF THE INTEGRITY OF UNILEVER'S FINANCIAL STATEMENTS.**
- 4.1 Regular review of Unilever's internal and external financial reporting systems.
- 4.2 Review of significant accounting and reporting issues and how these issues were addressed, including:
- 4.2.1 any significant changes in accounting principles;
- 4.2.2 the methods used to account for significant or unusual transactions where different approaches are possible; and
- 4.2.3 whether Unilever has followed appropriate accounting standards and made appropriate estimates and judgements (taking into account the views of the External Auditors).
- Where the Committee is not satisfied with any aspect of the proposed financial reporting of Unilever, it shall report its views to the Boards.
- 4.3 Review of any material off-balance sheet transactions, arrangements, obligations and other relationships with unconsolidated entities or other persons that may have a material effect on Unilever, its subsidiary companies and related entities.
- 4.4 Review of Unilever's quarterly and annual financial statements (including clarity and completeness of disclosure), approval and publishing of the quarterly trading statements for quarters 1 and 3 so that taken as a whole, they are fair, balanced and understandable.
- 4.5 Review of Unilever's practices with regard to the release and publication of financial information to the markets.
- 4.6 Review of Unilever's dividend proposals including any annual or other proposal in relation to the amount of the quarterly or other periodic dividend.
- 4.7 Approving the expenses policy for the Unilever Leadership Executive, review of the process for the claiming of expenses by the Unilever Leadership Executive to ensure that it is appropriate and effective and review of the annual aggregate expenses claims of the Executive Directors.
- 4.8 Review of the Annual Report and Accounts and whether, taken as a whole, it is fair balanced and understandable.
- 4.9 Review of the going concern assumption.
- 4.10 Review of the viability statement.
- 4.11 Oversight of the assurance of the financial and non-financial key performance indicators (KPIs) in the Annual Report and Accounts, including the external assurance programme over certain Unilever Sustainable Living Plan KPIs.
- OVERSIGHT OF RISK MANAGEMENT AND INTERNAL CONTROL ARRANGEMENTS**
- 4.12 Approval of any proposals relating to employee indemnities.
- 4.13 Risk management approach including the identification of Corporate Risks and related mitigation/response plans.
- 4.14 Review of the recommendation of the Unilever Leadership Executive for the Boards' statements on internal control to be included in the Annual Report and Accounts.
- 4.15 Review of the Controller's quarterly Risk and Control Report (including reference to any frauds involving persons with significant roles in internal control and any significant breaches of the Code of Business Principles or Unilever Code Policies).
- 4.16 Establishment of procedures for:
- 4.16.1 the receipt, retention and treatment of complaints received by Unilever regarding accounting, internal control and auditing matters; and
- 4.16.2 the confidential, anonymous submission of concerns from employees of Unilever regarding accounting or auditing matters.
- 4.17 Oversight of the activities of the management with respect to:
- 4.17.1 the policy of the Unilever Group on tax planning;
- 4.17.2 the financing of the Unilever Group; and
- 4.17.3 the application of Information Technology and Information Management.
- 4.18 Review of the Chief Legal Officer's quarterly Litigation Report.
- OVERSIGHT OF COMPLIANCE WITH THE CODE OF BUSINESS PRINCIPLES AND LEGAL AND REGULATORY REQUIREMENTS**
- 4.19 Review of any instances of financial or accounting non-compliance with the Code of Business Principles.
- 4.20 Review of any instances of non-compliance with legal and regulatory requirements that may be brought to its attention by any Senior Corporate Executive or Committee.
- 4.21 Review of instances of misconduct or irregularity reported by the External Auditors.
- EXTERNAL AUDITORS' NOMINATION, PERFORMANCE, QUALIFICATIONS AND INDEPENDENCE**
- 4.22 Tendering the audit services' contract in accordance with any relevant ethical guidance, rules, regulations or best practice guidelines.
- 4.23 Ensuring rotation of the lead and any concurring partners at the External Auditors, as well as any other partners at the External Auditors as necessary, in compliance with any applicable rules or requirements of, but not limited to, the U.S. Securities and Exchange Commission and the Public Company Accounting Oversight Board.
- 4.24 The Committee shall consider and make recommendations to the Boards on
- 4.24.1 the Boards' nomination for shareholder approval of the appointment, re-appointment or removal of the External Auditors in accordance with any applicable rules, regulations and best practice guidelines, and
- 4.24.2 the approval of the External Auditors' remuneration and letters of engagement, representation and management (or their equivalent).
- 4.25 Overseeing relations with activities of, and performance by, the External Auditors, including:
- 4.25.1 pre-approval of all audit services;
- 4.25.2 pre-approval of non-audit services and approval of related disclosure to shareholders;

APPENDIX 3 – TERMS OF REFERENCE OF THE AUDIT COMMITTEE CONTINUED

- 4.25.3 review of the External Auditors' Report to the Boards and management's response and ensuring that the External Auditors attend the Board meeting in which such Report is discussed
- 4.25.4 review of the External Auditors' annual audit plan and associated timetable;
- 4.25.5 review of any matters required to be reported to the Committee by the External Auditors pursuant to any applicable rules, regulations and best practice guidelines;
- 4.25.6 resolution of disagreements between the External Auditors and management regarding financial reporting;
- 4.25.7 review with the External Auditors of any audit problems or difficulties, and management's response;
- 4.25.8 annual review and evaluation of the External Auditors' qualifications, performance, effectiveness, objectivity and independence (including a review and evaluation of the lead partner and of relationships (such as family, employment, investment, financial or business) between the External Auditors and Unilever (other than in the ordinary course of business) which could adversely affect the External Auditors' independence and objectivity); The Committee provides feedback to the External Auditors about the Committee's findings about the External Auditors functioning and reports these to the Boards.
- 4.25.9 Review at least annually
- (a) the report that the External Auditors must provide to the Committee about the External Auditors' independence; and
- (b) a report of the External Auditors' internal quality control procedures.
- 4.25.10 Establishing a policy regarding the nature of work that can be provided to Unilever by the External Auditors; and
- 4.25.11 Review of all relationships between the External Auditors and Unilever, including any reports on such relationships submitted by the External Auditors.

PERFORMANCE OF THE INTERNAL AUDIT FUNCTION

- 4.26 Review of the Chief Auditor's Status Reports on Risk Management & Control and actions taken to resolve the issues raised.
- 4.27 Review of internal audit's function:
- 4.27.1 Charter, Cover and Scope policy;
- 4.27.2 annual plan and associated timetable;
- 4.27.3 budget and resource requirements; and
- 4.27.4 Review of effectiveness (including management's responsiveness to internal audit's findings and recommendations).
- 4.28 Approval of the appointment and removal of the Chief Auditor.
- 4.29 Meeting the Chief Auditor at least annually without management.

5. AUTHORITY

- 5.1 The Committee is authorised by the Boards to investigate any matter within its terms of reference, using, at Unilever's expense, resources from within Unilever or from external legal, accounting or other advisers as the Committee considers necessary. The Committee is authorised to seek information from any Director, Senior Corporate Executive or employee, and from any adviser, agent or representative of Unilever, for the purpose of fulfilling its duties and the Boards shall, if so requested, direct such persons to co-operate with the Committee.
- 5.2 The Committee may form and delegate authority to sub-committees comprising one or more members of the Committee if the Committee feels appropriate. The Committee may also form and delegate authority to sub-committees comprising one or more members of the Unilever Leadership Executive to conclude the final details of, and implement decisions taken by, the Committee. Any such sub-delegation shall be duly noted in the minutes of the Committee.
- 5.3 Following review of the quarterly trading statements for quarter 1 or 3 pursuant to paragraph 4.4 of this Appendix 3, the Committee may if the Committee feels appropriate delegate authority for the final approval of any such quarterly trading statement and its publication to the Chief Executive Officer with the authority to make such non-material changes as the Chief Executive Officer may consider appropriate.
- 5.4 The Committee shall give due consideration to all laws, regulations, governance codes, listing and other applicable rules as appropriate.

6. REPORTING, SELF-ASSESSMENT AND PERFORMANCE EVALUATION

- 6.1 The Committee reports to the Boards after each meeting by means of an oral presentation by the Committee Chairman the outcome of all its meetings and on how it has discharged its responsibilities and shall make whatever recommendation to the Boards it deems appropriate where action or improvement is needed. The Secretary prepares minutes of all meetings of the Committee and these are circulated to the Committee before the next meeting of the Committee. All signed Committee minutes are made available to the Boards.
- 6.2 The Committee reviews and assesses annually the adequacy of these Terms of Reference to ensure it is operating efficiently.
- 6.3 The Committee ensures that its current Terms of Reference are made available at www.unilever.com.
- 6.4 The Committee conducts an annual performance self evaluation to ensure that the Committee is functioning in accordance with its Terms of Reference, and reports thereon to the Boards. This evaluation takes into account the views of the Boards on the performance of the Committee.
- 6.5 The Committee publishes a report annually (to be included in the Annual Report and Accounts).

7. ANNUAL GENERAL MEETING

The Chairman of the Committee or another member of the Committee attends each of the Annual General Meetings of Unilever and is available to answer any questions referred to him/her by the Chairman of the Meeting.

APPENDIX 4 – TERMS OF REFERENCE OF THE CORPORATE RESPONSIBILITY COMMITTEE

1. CONSTITUTION

The Corporate Responsibility Committee assists the Boards in fulfilling their oversight responsibilities in respect of corporate responsibility and sustainability and Unilever's reputation.

2. MEMBERSHIP

2.1 The Nominating and Corporate Governance Committee recommends membership of the Committee which should comprise a minimum of two Non-Executive Directors and the members are appointed by the Boards.

2.2 The Chairman of the Committee is appointed by the Boards, subject to endorsement of the Chairman of the Company.

2.3 The Committee appoints a Secretary of the Committee.

3. REMIT

The Committee has responsibility for the oversight of Unilever's conduct with regard to its corporate and societal obligations and its reputation as a responsible corporate citizen. This shall include, but is not limited to the following matters, with a view to bringing any relevant issues to the attention of the Boards or Senior Corporate Executives, and making recommendations relating to any of these issues:

3.1 Identifying and reviewing those external developments which are likely to have significant influence upon Unilever's reputation and/or its ability to conduct its business appropriately as a good corporate citizen. Such developments will include those in the fields of government relations, best corporate practice, the views and programmes of particular interest groups, academia and other opinion formers and issues of growing importance to the general public.

3.2 Acting as a sounding board and providing guidance and recommendations to the business on how best to handle both internal issues raised by the Unilever Leadership Executive and those external developments identified in 3.1 above.

3.3 Reviewing and recommending changes as appropriate to Unilever's Code of Business Principles to ensure that Unilever's standards of business behaviour are up-to-date and reflect the best practices of business in this area.

3.4 Reviewing instances of material non-compliance with the Code of Business Principles (except for financial or accounting matters) and management's monitoring of compliance with the Code.

3.5 Reviewing and providing input to the Company on the management of current and emerging sustainability matters affecting the Company and providing external and independent oversight and guidance on the environmental and social impact of how Unilever conducts its business.

3.6 Reviewing matters of health and safety in relation to the Company's activities and reporting back to the Boards.

3.7 Ensuring that the appropriate communications policies are in place and working effectively to build and protect Unilever's reputation internally and externally.

3.8 Reviewing reports, minutes and recommendations within the Committee's areas of responsibility from Unilever's senior management teams and relevant external parties.

3.9 Reporting to the Boards on Unilever's standing in the external world, particularly among target audiences.

4. AUTHORITY

4.1 The Committee is authorised to investigate any matter within its terms of reference, using, at Unilever's expense, resources from within Unilever or from external sources as the Committee considers necessary. The Committee is authorised to seek information from any Director, Senior Corporate Executive or employee, and from any adviser, agent or representative of Unilever for the purpose of fulfilling its duties.

4.2 The Committee may form and delegate authority to sub-committees comprising one or more members of the Committee if the Committee feels appropriate. The Committee may also form and delegate authority to sub-committees comprising one or more members of the Unilever Leadership Executive to conclude the final details of, and implement decisions taken by, the Committee. Any such sub-delegation shall be duly noted in the minutes of the Committee.

4.3 The Committee shall give due consideration to all laws, regulations, governance codes, listing and other applicable rules as appropriate.

5. MEETINGS

5.1 Meetings are held four times a year, and on such other occasions as the Chairman of the Committee considers appropriate.

5.2 Meetings are convened by written notice served on each of the members by the Secretary of the Committee.

5.3 All members of the Committee are expected to attend each meeting.

5.4 The quorum for meetings is two Non-Executive Directors.

5.5 Meetings of the Committee are attended by the Chief Marketing and Communications Officer and the SVP Global Communications. The Chief Legal Officer, the Chief Business Integrity Officer, the Chief Sustainability Officer, the Chief Auditor and other Directors, executives and employees will attend at the invitation of the Committee.

5.6 All or any members of the Committee may participate in a meeting by teleconference or videoconference. A person so participating is deemed to be present in person at the meeting and shall be counted in a quorum accordingly.

5.7 Formal decisions are made by a simple majority vote, with the Chairman of the Committee holding a casting vote.

5.8 The Secretary shall be responsible, in conjunction with the Chairman of the Committee, for compiling and circulating the agenda and papers for the meeting. The Secretary will also be responsible for liaising with the Unilever Leadership Executive to ensure that all papers, reports etc required by the Committee are forwarded to the Committee in a timely manner.

APPENDIX 4 – TERMS OF REFERENCE OF THE CORPORATE RESPONSIBILITY COMMITTEE CONTINUED

6. REPORTING, SELF-ASSESSMENT AND PERFORMANCE EVALUATION

- 6.1 The Committee reports to the Boards after each meeting and shall make whatever recommendation to the Boards it deems appropriate where action or improvement is needed.
- 6.2 The Secretary prepares minutes of all meetings of the Committee and these are circulated to the members of the Committee before the next meeting of the Committee. All signed Committee minutes are made available to the Boards.
- 6.3 The Committee reviews and assesses annually the adequacy of these Terms of Reference to ensure it is operating efficiently.
- 6.4 The Committee ensures that its current Terms of Reference are made available at www.unilever.com.
- 6.5 The Committee conducts an annual performance self evaluation review to ensure that the Committee is functioning in accordance with its Terms of Reference, and reports thereon to the Boards. This evaluation takes into account the views of the Boards on the performance of the Committee.
- 6.6 The Committee publishes a report annually (to be included in the Annual Report and Accounts).

7. ANNUAL GENERAL MEETING

The Chairman of the Committee or another member of the Committee attends the Annual General Meetings of Unilever and is available to answer any questions referred to him/her by the Chairman of the Meeting.

APPENDIX 5 – TERMS OF REFERENCE OF THE DISCLOSURE COMMITTEE

1. CONSTITUTION

The Disclosure Committee is responsible for the establishment and maintenance of disclosure controls and procedures and the evaluation thereof and also with the appropriateness of the disclosures made. It is responsible to the Boards through the Chief Executive Officer.

2. MEMBERSHIP

2.1 The membership of the Committee comprises the EVP Financial Control, the EVP Finance – Group Performance Management, the EVP Corporate Strategy, M&A and Treasury, the Group Secretary, the PLC Deputy Secretary and the NV Deputy Secretary. The Chief Legal Officer has a standing invitation to attend meetings of the Disclosure Committee and has unlimited access to the documents of the Disclosure Committee.

2.2 In the case of any significant event or issue, the Chairman of the Committee will take steps to ensure that the Chief Executive Officer and/or the Chief Financial Officer participate in the Committee as appropriate.

2.3 The Chairman of the Committee is the EVP Financial Control or, in his or her absence for any meeting, whoever is appointed by the Committee to that position for that meeting.

2.4 The Secretary of the Committee is whoever is appointed by the Committee to that position.

2.5 The Chairman of the Committee may review the membership of the Committee and may add to the membership of the Committee.

2.6 The Head of Investor Relations or his nominee, External Auditors, legal advisers and brokers and any other person the Committee deems appropriate may be invited to attend meetings.

3. REMIT

3.1 The purpose of the Committee is to ensure that information required to be disclosed by Unilever in the reports that it files or submits is properly identified, recorded, processed, summarised and reported to the senior management of Unilever, as appropriate, to allow timely decisions regarding required disclosure or any delay thereof.

3.2 The Committee evaluates the adequacy of Unilever's disclosure controls and procedures with respect to its reports and assists in their design and implementation.

3.3 The Committee ensures the timely and accurate disclosure of all information that is required to be disclosed, or any delay thereof, to meet the legal and regulatory obligations and requirements arising from its listings of both debt and equity.

3.4 The Committee maintains insider lists and manages and follows the operating procedures as set out in the Preventing Insider Dealing Code Policy, the Unilever Disclosure Manual and the Share Dealing Manual.

4. DUTIES

In order to achieve its purpose, the Committee has the following duties:

4.1 To determine on a timely basis the disclosure treatment of material information and review any announcements dealing with any information that might have a significant effect on the share price and ensure the accuracy thereof and to consider generally the requirement for announcements in the case of rumours relating to Unilever and in the case of a leak of inside information, and in particular, the need to issue holding announcements.

4.2 The identification of inside information for the purposes of securing this information and maintaining the insider lists and alerting Corporate Secretaries, London to the existence of inside information giving rise to the need for amendments to or the creation of insider lists;

4.3 To identify and consider disclosure issues in connection with the preparation of periodic reports and participate in the review of such disclosures. As part of this process, the Committee shall:-

4.3.1 review Unilever's periodic reports;

4.3.2 review and discuss with senior financial management whether Unilever's periodic reports provide a fair presentation of its financial condition, results of operation and cash flows;

4.3.3 assess the materiality of specific events, developments or risks to Unilever;

4.3.4 review financial reporting issues that are significant to Unilever and other material reporting matters where the person primarily responsible for such matters made significant judgements (either independently or in consultation with others);

4.4 To monitor compliance with the Preventing Insider Dealing Code Policy, the Unilever Disclosure Manual and the Share Dealing Manual.

4.5 To review on an annual basis the section 302 certifications and the section 404 assertion made in relation to Unilever's disclosure controls and procedures.

4.6 To evaluate the effectiveness of Unilever's procedures for recording, processing, summarising and reporting of information required to be disclosed by the Unilever Group in its filings by reviewing on an annual basis the section 302 certifications and section 404 assertion.

5. AUTHORITY

5.1 The Committee is entitled to employ the services of such advisers as it deems necessary to fulfil its responsibilities.

5.2 The Committee is authorised to approve all announcements on behalf of NV and PLC including assessing which announcements it needs to approve and establishing processes for doing that. The Committee may at any time delegate the approval of any announcements to any one of its members.

5.3 The Committee shall give due consideration to all laws, regulations, governance codes, listing and other applicable rules as appropriate.

APPENDIX 5 – TERMS OF REFERENCE OF THE DISCLOSURE COMMITTEE CONTINUED

6. MEETINGS

- 6.1 Meetings are held at least five times a year, and on such other occasions as the Chief Financial Officer, Chief Executive Officer, Group Secretary or Chairman of the Committee shall consider appropriate.
- 6.2 Meetings are convened by reasonable notice being served on each of the members by the Secretary.
- 6.3 All members of the Committee are expected to attend each meeting.
- 6.4 The quorum for meetings is two members, one of which must be a member of the Legal Group, and the other a member of the Finance Function.
- 6.5 All or any members of the Committee may participate in a meeting or in the approval process of any particular announcement by teleconference or videoconference or other electronic means. A person so participating is deemed to be present in person at the meeting and shall be counted in a quorum accordingly.
- 6.6 Formal decisions are made by a simple majority vote, with the Chairman of the meeting holding a casting vote.
- 6.7 The Secretary shall be responsible, in conjunction with the Chairman of the Committee, for compiling and circulating the agenda and papers for the meeting. The Secretary will also be responsible for liaising with the Unilever Leadership Executive to ensure that all papers, reports etc. required by the Committee are forwarded to the Committee in a timely manner.

7. REPORTING

- 7.1 The Committee will report on its considerations, conclusions and/or recommendations about the effectiveness of the disclosure controls and procedures and any other disclosure issues it considers, whenever appropriate, to the Chief Financial Officer, Chief Executive Officer, the Chief Legal Officer and, where necessary, to the Audit Committee and/or the Boards.
- 7.2 The Secretary will prepare minutes of all meetings of the Committee and these shall be circulated to all members of the Committee and made available to the Boards.

APPENDIX 6 – A. CODE OF BUSINESS PRINCIPLES

STANDARD OF CONDUCT

We conduct our operations with honesty, integrity and openness, and with respect for the human rights and interests of our employees.

We shall similarly respect the legitimate interests of those with whom we have relationships.

OBEYING THE LAW

Unilever companies and our employees are required to comply with the laws and regulations of the countries in which we operate.

EMPLOYEES

Unilever is committed to a working environment that promotes diversity and equal opportunity and where there is mutual trust, respect for human rights and no discrimination.

We will recruit, employ and promote employees on the sole basis of the qualifications and abilities needed for the work to be performed.

We are committed to safe and healthy working conditions for all employees.

We will provide employees with a total remuneration package that meets or exceeds the legal minimum standards or appropriate prevailing industry standards.

We will not use any form of forced, compulsory, trafficked or child labour.

We are committed to working with employees to develop and enhance each individual's skills and capabilities.

We respect the dignity of the individual and support the right of employees to freedom of association and collective bargaining.

We will maintain good communications with employees through company based information and consultation procedures.

We will ensure transparent, fair and confidential procedures for employees to raise concerns.

CONSUMERS

Unilever is committed to providing branded products and services which consistently offer value in terms of price and quality, and which are safe for their intended use. Products and services will be accurately and properly labelled, advertised and communicated.

SHAREHOLDERS

Unilever will conduct its operations in accordance with internationally accepted principles of good corporate governance. We will provide timely, regular and reliable information on our activities, structure, financial situation and performance to all shareholders.

BUSINESS PARTNERS

Unilever is committed to establishing mutually beneficial relations with our suppliers, customers and business partners. In our business dealings we expect our business partners to adhere to business principles consistent with our own.

COMMUNITY INVOLVEMENT

Unilever strives to be a trusted corporate citizen and, as an integral part of society, to fulfil our responsibilities to the societies and communities in which we operate.

PUBLIC ACTIVITIES

Unilever companies are encouraged to promote and defend their legitimate business interests.

Unilever will co-operate with governments and other organisations, both directly and through bodies such as trade associations, in the development of proposed legislation and other regulations which may affect legitimate business interests.

Unilever neither supports political parties nor contributes to the funds of groups whose activities are calculated to promote party interests.

THE ENVIRONMENT

Unilever is committed to making continuous improvements in the management of our environmental impact and to the longer-term goal of developing a sustainable business.

Unilever will work in partnership with others to promote environmental care, increase understanding of environmental issues and disseminate good practice.

INNOVATION

In our scientific innovation to meet consumer needs we will respect the concerns of our consumers and of society. We will work on the basis of sound science applying rigorous standards of product safety.

COMPETITION

Unilever believes in vigorous yet fair competition and supports the development of appropriate competition laws. Unilever companies and employees will conduct their operations in accordance with the principles of fair competition and all applicable regulations.

BRIBERY & CORRUPTION

Unilever does not give or receive whether directly or indirectly bribes or other improper advantages for business or financial gain. No employee may offer give or receive any gift or payment which is, or may be construed as being, a bribe. Any demand for, or offer of, a bribe must be rejected immediately and reported to management.

Unilever accounting records and supporting documents must accurately describe and reflect the nature of the underlying transactions. No undisclosed or unrecorded account, fund or asset will be established or maintained.

CONFLICTS OF INTERESTS

All Unilever employees are expected to avoid personal activities and financial interests which could conflict with their responsibilities to the company.

Unilever employees must not seek gain for themselves or others through misuse of their positions.

COMPLIANCE – MONITORING – REPORTING

Compliance with these principles is an essential element in our business success. The Unilever Boards are responsible for ensuring these principles are applied throughout Unilever.

The Chief Executive Officer is responsible for implementing these principles and is supported in this by the Global Code and Policy Committee, which is chaired by the Chief Legal Officer.

Day to day responsibility is delegated to all senior management of the geographies, categories, functions and operating companies. They are responsible for implementing these principles, supported by local Business Integrity Committees.

Assurance of compliance is given and monitored each year.

Compliance is subject to review by the Boards supported by the Corporate Responsibility Committee and for financial and accounting issues the Audit Committee.

Any breaches of the Code must be reported. The Boards of Unilever will not criticise management for any loss of business resulting from adherence to these principles and other mandatory policies. Provision has been made for employees to be able to report in confidence and no employee will suffer as a consequence of doing so.

APPENDIX 6 –

B. TERMS OF REFERENCE OF GLOBAL CODE AND POLICY COMMITTEE

1. CONSTITUTION

The Global Code and Policy Committee (“GCPC”) assists the Boards of Unilever, the Unilever Leadership Executive and in particular the Chief Executive Officer in ensuring that all employees of Unilever and third parties working with or on behalf of Unilever do so in compliance with the requirements of Unilever’s Code of Business Principles (Code) and Code Policies.

2. MEMBERSHIP

The Chair of the GCPC is the Chief Legal Officer. Members are appointed by the Chair. Other persons may attend on their request or by invitation from the Chair. The Secretary of the GCPC is appointed by the Chair, in consultation with the other members.

3. REMIT

The remit of the GCPC shall include but is not limited to the following:

- 3.1 Ensuring the content of the Code and Code Policies remains comprehensive and relevant and recommending amendments to the Code to the Unilever Leadership Executive. The GCPC shall approve any amendments to the Code Policies.
- 3.2 Approving the operating model for Unilever’s Business Integrity, as defined in the Standard for Business Integrity operations.
- 3.3 Reviewing the effectiveness of the Unilever operating model for Business Integrity and recommending areas for improvement, including accountabilities and levels of resource.
- 3.4 Reviewing the global program for Business Integrity training.
- 3.5 Reviewing Unilever performance in preventing, detecting and responding to Business Integrity breaches, through appropriate metrics.
- 3.6 Overseeing the investigation of sensitive Business Integrity breaches that cannot be managed by MCO or Cluster Business Integrity committees.
- 3.7 Providing assurance to the Unilever Leadership Executive, the Boards and the Committees of the Boards as requested.
- 3.8 Reviewing external ethics and compliance trends and best practice. Day-to-day management of the above responsibilities of the GCPC rests with its Secretary.

4. AUTHORITY

The GCPC is empowered to deal with any and all matters related to the Code and Code Policies. The GCPC is authorised to investigate any matter within its Terms of Reference using, at Unilever’s expense, resources from within Unilever or external sources as the GCPC considers necessary.

The GCPC is authorised to seek information from any Director, member of the Unilever Leadership Executive or other employee and from any advisor, agent or representative of Unilever for the purpose of fulfilling its duties.

All members of the GCPC and the Secretary to the GCPC shall have authority to communicate directly to the Chairman of the Audit Committee and/or to the Chairman of the Corporate Responsibility Committee on matters relating to content of, or compliance with, the Code and Code Policies and to the Chairman of the Board in case senior executives are involved.

5. MEETINGS

The GCPC shall meet at least four times a year.

All members of the GCPC are expected to attend each meeting. The quorum for meetings is three persons. Meetings of the GCPC may also be attended by Directors, members of the Unilever Leadership Executive and other employees or external advisors at the invitation of the GCPC.

All or any members of the GCPC may participate in a meeting by teleconference or videoconference. A person so participating is deemed to be present in person at the meeting and shall be counted in a quorum accordingly.

Formal decisions are made by a simple majority vote, with the Chair of the GCPC holding a casting vote.

The Secretary to the GCPC shall be responsible, in conjunction with the Chair, for compiling and circulating the agenda, papers and minutes relating to each meeting.

6. REPORTING

The GCPC regularly reports to the Unilever Leadership Executive, the Audit Committee and the Corporate Responsibility Committee (plus to the Boards for noting).

7. ANNUAL GENERAL MEETING

The Chair or a delegate shall attend the Annual General Meetings of Unilever and is available to answer any questions referred to him/her by the Chairman of the Meeting.

APPENDIX 7 – PROFILE OF UNILEVER’S BOARDS OF DIRECTORS

1. GENERAL

The purpose of this profile is to provide guiding principles for the composition of the Boards in line with the recommendations of the UK Corporate Governance Code, the Dutch Corporate Governance Code and the Corporate Governance Standards of the New York Stock Exchange as applicable to Foreign Private Issuers.

2. COMPOSITION

2.1 The composition and qualities of the Boards as a whole should be in keeping with the size of Unilever, its portfolio, culture and geographical spread and its status as a listed company.

2.2 The Boards should be of sufficient size that the balance of skills and experience is appropriate for the requirements of the business and should furthermore include a balance of Executive and Non-Executive Directors, with a majority of Non-Executive Directors. The composition of the Boards shall be such that the members are able to act critically and independently of one another and any particular interest.

2.3 With respect to diversity in the composition of the Boards the objective pursued by the Boards is to have a variation of age, gender, expertise, social background, ethnicity and nationality.

3. DESIRED EXPERTISE AND EXPERIENCE

In view of Unilever’s objectives and activities, it is important that the Boards have sufficient global experience and outlook, financial literacy, and are composed in such a way that the following skills and capabilities are present in one or more of its members:

- 3.1 Leadership of complex global entities;
- 3.2 Broad Board experience – including knowledge of corporate governance issues at main board level with a company comparable in size and international spread of activities with multiple stock exchange listings;
- 3.3 Geo-political exposure;
- 3.4 Financial expertise – including with financial administration, accounting policies and internal control;
- 3.5 Fast moving consumer goods (FMCG) and consumer experience;
- 3.6 Understanding of the markets where Unilever is active, in particular emerging markets;
- 3.7 Insights on digital technologies, in particular digital marketing;
- 3.8 Marketing and sales expertise;
- 3.9 Banking expertise;
- 3.10 Science, technology and innovation expertise;
- 3.11 Strong experience with corporate social responsibility issues;
- 3.12 Understanding of human resources and remuneration related matters of large international companies.

4. DESIRED PERSONAL QUALIFICATIONS

4.1 Besides expertise, experience, contacts, vision and adequate availability, personal qualities such as impartiality, integrity, tolerance of other points of view, balance and ability to act critically and independently are evenly important.

4.2 Directors should be capable of assessing the broad outline of the overall policy and shall have the specific expertise required for the fulfilment of the duties assigned to the role designated to them within the framework of the Board profile.

4.3 Directors should observe the principles underlying the corporate governance codes of the Netherlands, the UK and the US.

4.4 Non-Executive Directors should be independent of Unilever (see Section 5.5 of The Governance of Unilever) and should avoid material conflicts of interest.

4.5 Business in the Boards and their Committees will be conducted in the English language and Directors therefore should be fluent in English.

5. AVAILABILITY

Each Board member shall have sufficient time available for the proper performance of his or her duties. Directors should be sufficiently free of other commitments to be able to devote the time needed to prepare for meetings and participate in induction, training, appraisal and other Board associated activities.

6. PROFILE

This profile will guide the Nominating and Corporate Governance Committee and the Boards on the occasion of the nomination of Directors. It will be reviewed and updated by the Boards periodically.

APPENDIX 8 – FORM OF DELEGATION RESOLUTION

Pursuant to resolutions of the Boards of Unilever N.V. and Unilever PLC on 21 November 2017 and (in respect of the Terms of Reference of the Board Committees only) the Nominating and Corporate Governance Committee on 30 January 2018.

IT WAS RESOLVED THAT with effect from 1 February 2018:

- (1) the Boards hereby entrust to and confer upon (i) the Chief Executive Officer all of its powers, authorities and discretions in relation to the operational running of the Unilever Group (with power to sub-delegate any such powers, authorities and discretions) and specifically all of its powers, authorities and discretions in relation to those matters set out in paragraphs 7.2 to 7.7 and 7.10 to 7.13 of The Governance of Unilever (whether or not those matters relate to the operational running of the Unilever Group) and (ii) the Chief Executive Officer and the Chief Financial Officer (acting individually or jointly) all its powers, authorities and discretions with power to sub-delegate (acting individually or jointly) any such powers, authorities and discretions in relation to those matters set out in paragraphs 7.8 to 7.9 of the Governance of Unilever, in each case provided that all those matters set out in paragraphs 3.2 to 3.2.10 of The Governance of Unilever (whether or not those matters relate to the operational running of the Company) shall be reserved to the Boards and the Boards' powers, authorities and discretions in relation to those matters are not hereby delegated. This delegation of powers, authorities and discretions by the Boards is made collaterally with (and not to the exclusion of) its own powers, authorities and discretions;
- (2) the Boards hereby approve and adopt the terms of reference of each of the following Committees as set out in the relevant Appendix to the Governance of Unilever as specified in the following table and delegates to each such Committee the authorities and/or powers set out in such specified paragraph of the relevant Appendix as set out in the following table:

Name of Committee	Terms of Reference	Authorities
Nominating and Corporate Governance Committee	Appendix 1	Paragraph 4
Compensation Committee	Appendix 2	Paragraph 5
Audit Committee	Appendix 3	Paragraphs 4 & 5
Corporate Responsibility Committee	Appendix 4	Paragraph 4
Disclosure Committee	Appendix 5	Paragraph 5
Global Code and Policy Committee	Appendix 6B	Paragraph 4

Without prejudice to the delegations set out in paragraph (1) and (2) of this resolution and without limiting the authority conferred by such delegations the document entitled "The Governance of Unilever" is approved and adopted by the Boards as internal practices and procedures to be followed by members of the Unilever Group and its officers and employees provided that the approval and adoption of "The Governance of Unilever" shall (i) in no way affect the scope or validity of the delegations set out in paragraphs (1) and (2) of this resolution, (ii) be binding only on members of Unilever Group and its officers and employees and shall be binding only as matters of internal policy and procedure, and (iii) not be relevant to, and shall not need to be taken into account by any third party dealing with any member of the Unilever Group in relation to, the question of whether any such dealing has been properly authorised and further provided that it is hereby confirmed that any failure to comply with any of the provisions of "The Governance of Unilever" shall have no effect in relation to the question of whether a dealing or transaction entered into by any member of the Unilever Group has been properly authorised;

PROVIDED that this resolution and any changes it makes to the powers, authorities and discretions delegated to any person or Committee shall not affect the validity of, and shall be without prejudice to, any exercise of such powers, authorities or discretions prior to the date on which this resolution becomes effective including, without limitation, any exercise of the power to sub-delegate prior to that date.

UNILEVER N.V.

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