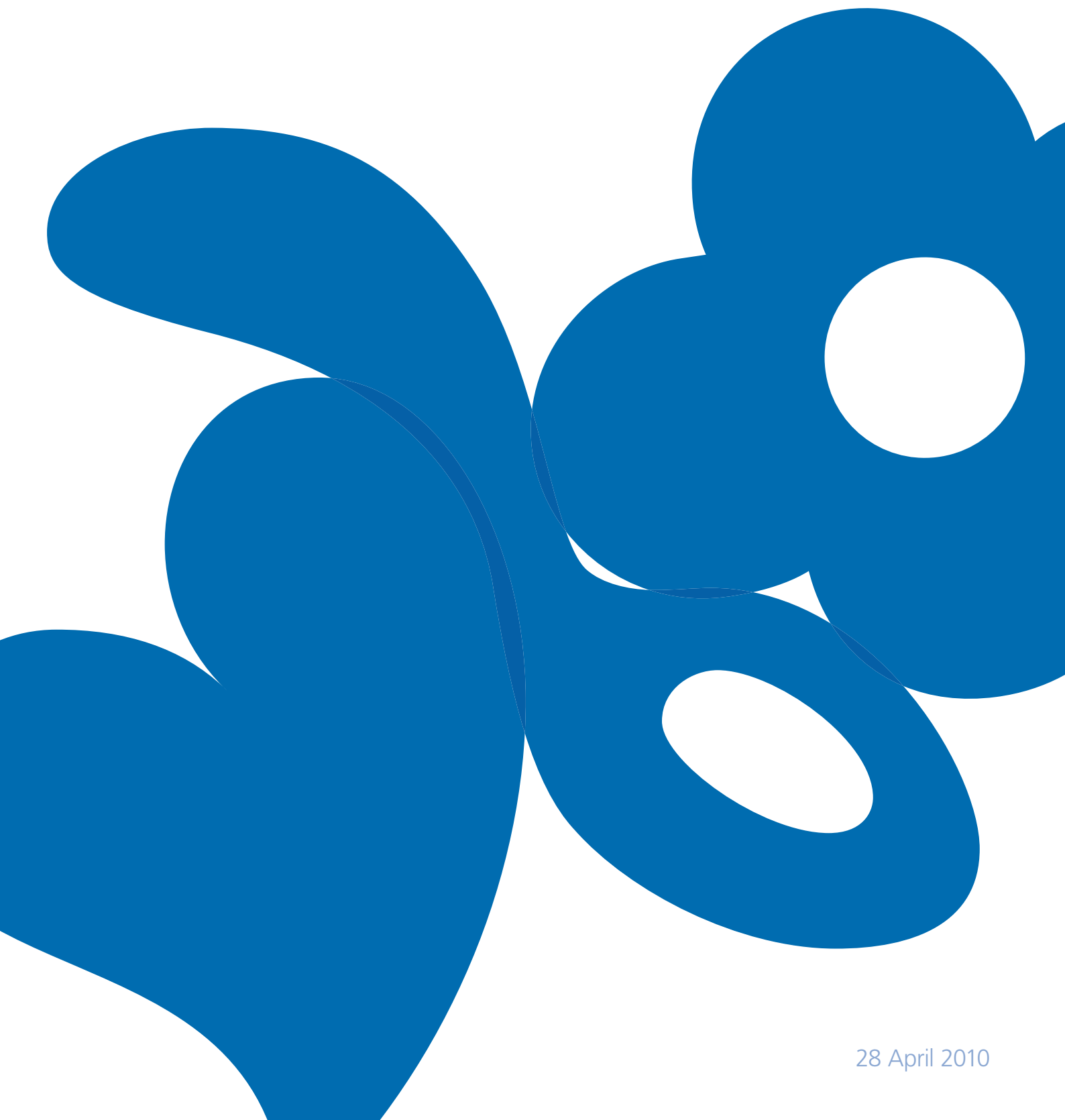


The Governance of Unilever



Unilever



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This document has been prepared by the Boards of Unilever N.V. and Unilever PLC and describes the Corporate Governance of Unilever. It should be read in conjunction with all applicable laws and the Articles of Association of Unilever N.V. and Unilever PLC.

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, Unilever Group, the Group or the Business

NV, PLC and their group companies

Board

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 Board as Chairman of Unilever NV and PLC

Vice Chairman

The Senior Independent Director or such other Independent Non-Executive Director appointed by the Board pursuant to paragraph 6.2

Foundation Agreements

The agreements and documents listed in paragraph 1.2

Delegated Powers

The powers of the Chief Executive Officer referred to in paragraphs 3.4 and 7

Executive Team

The Chief Executive Officer and those senior executives appointed by the Chief Executive Officer from time to time to assist him/her in the discharge of the powers delegated pursuant to paragraph 7 and which consists of Regional Presidents, Category President and the Chief Financial, Chief HR, Chief Legal, Chief Marketing and Communications, Chief Research and Development and Chief Supply Chain Officers

Chief Executive Officer

The Executive Director appointed by the Board and to whom the Board has delegated its powers pursuant to paragraph 7 in relation to the operational running of the Company

Independent

Judged by the Board to be independent using the criteria specified in paragraph 5.5

Executive Director

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

Non-Executive Director

A director who does not hold executive office with the Company

Senior Independent Director

The Non-Executive Director from time to time elected pursuant to paragraph 8.3 by the Independent Non-Executive Directors of the Company as the Senior Independent Director

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. Usually, shares in these subsidiary companies are held ultimately by either NV or PLC, with the main exceptions being that the US companies are owned by both and, as a result of the legal integration of Bestfoods into Unilever, a number of the group companies are partly held by Unilever United States, Inc. These group companies are therefore also ultimately owned jointly by NV and PLC.

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;
- The Memorandum and Articles of Association of NV and PLC;
- The Governance of Unilever.

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.

This identical composition of the Board is achieved through a nomination procedure operated by the Boards of NV and PLC, acting upon the recommendation of the Nomination Committee.

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 Board of NV and PLC, acting upon the recommendation of the Nomination Committee, nominate candidates to the Boards of NV and PLC. In addition, the Articles of Association 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.

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 members of the Nomination Committee.

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, trade marks and all other commercially valuable information.

The Deed also contains provisions which indicate, without laying down any rigid constraints, how the assets of the Unilever Group should be allocated. Prior to the 2006 Annual General Meeting this used to be primarily by geography. However, now it is on a basis which ensures that the Unilever Group is able to pay dividends and make returns of capital efficiently. In general this will be the case where the ratio of the dividend generating capacity of NV to that of PLC is the same as or similar to the value of the economic interests of their respective shareholders in the Unilever Group.

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.

1.5 **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.

In the case of the liquidation of both companies, the assets available for distribution are pooled, but only after each company has first met the claims of its own preference shareholders. Any such assets being distributed amongst the holders of ordinary shares of both companies in the same proportion as €0.16 nominal amount of NV ordinary capital is for each 3¹/₉ pence nominal of PLC ordinary capital.

1.6 Unity of Purpose and Mission

Under the Articles of Association of NV and the Memorandum and 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

The Code of Business Principles ("the Code") is Unilever's statement of values and 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 our activities. The Code must strictly be adhered to and only the Board can authorise a deviation. A copy of the Code is set out in Appendix 7.

The Chief Executive Officer through the Executive Team and Business Unit Heads are responsible for ensuring that the Code is understood and honoured.

We also have a Code of Ethics for Senior Financial Officers that applies to the senior executive, financial and accounting officers and comprises the standards prescribed by the US Securities and Exchange Commission (SEC) in that respect. The Code of Business Principles Hotline provides for a confidential ethics hotline, not only to ensure that employees can anonymously submit concerns regarding accounting and auditing issues but to handle all alleged violations of the Code of Business Principles.

Corporate Audit will check for awareness, application and implementation of the Code of Business Principles on an ongoing basis.

1.8 Unilever Policies

Unilever policies have been developed to provide a set of mandatory rules designed to ensure consistency in key areas within our world-wide operations.

Unilever policies are characterised by being universally applicable within Unilever and mandatory in effect. They cover operational or functional matters, in respect of which they govern how we run our business.

They are produced and disseminated by the policy owner.

All Unilever policies must be strictly adhered to and deviation requires the approval of the policy owner. Any amendments to those Unilever policies which are approved by the Board pursuant to paragraph 3.2 are reserved for approval of the Board.

The Group Secretary will maintain a library of all Unilever policies, ensuring these are disseminated in a timely manner to all relevant employees in Unilever.

1.9 Corporate Mission

Unilever's mission is to add Vitality to life. We meet everyday needs for nutrition, hygiene and personal care with brands that help people feel good, look good and get more out of life.

Our deep roots in local cultures and markets around the world give us our strong relationship with consumers and are the foundation for our future growth. We will bring our wealth of knowledge and international expertise to the service of local consumers – a truly multi-local multinational. Our long-term success requires a total commitment to exceptional standards of performance and productivity, to working together effectively, and to a willingness to embrace new ideas and learn continuously.

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.

This is our road to sustainable, profitable growth, creating long-term value for our shareholders, our people, and our business partners.

2. The Boards

2.1 Board Structures

The Boards have the ultimate responsibility for the management, general affairs, direction and performance 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 not delegated to the Chief Executive Officer pursuant to paragraph 7 should be discussed by the Board and that no action will be taken before the Board has decided in relation thereto.

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 Business.

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

Nominations of Executive Directors may be made from the Executive Team so as to ensure that an appropriate blend of management expertise is represented on the Board.

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 Directors is to be avoided. The Board is responsible for ensuring that there are rules to avoid conflicts of interest by Board members. Where conflicts arise the Board is 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 Board meets on such dates each year as it determines 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 seven meetings throughout the calendar year. These are comprised of quarterly meetings, to consider the results statements of the Group, a specific meeting to consider Group strategic issues, a meeting to approve the Annual Plans and a meeting to approve the Annual Report and Accounts.

The four quarterly meetings are held, as far as possible, alternatively in London and Rotterdam. Other meetings of the Board may be held either in London or Rotterdam or other locations as the Board thinks fit. Attendance by means of video and telephone link is permitted.

2.6 Agendas

The agenda for Board meetings is set by the Chairman in consultation with the Senior Independent Director. It must enable the Board to discharge its responsibility for the management, direction and performance of Unilever.

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

- regular items, such as reports by the Chief Executive Officer, or such other member of the Executive Team as he/she may nominate on the exercise of the Delegated Powers, on the financial affairs of the Group and on Group performance against plan,
- Special items, such as Business Reviews
- Items for approval;
- Items for noting;
- Papers for information.

2.7 Support

The Group Secretary is responsible for collation, review and distribution of all papers submitted to the Board for consideration. He is also responsible for the preparation of the agenda and organisation of the Board Meetings.

The Group Secretary procures the taking and circulation of the minutes of all meetings of the Board.

3. The Role of the Board

3.1 Responsibility

The Board is responsible for the overall conduct of the Group and has the powers, authorities and duties invested in it by and pursuant to the relevant laws of the Netherlands and of the United Kingdom and the Articles of Association of NV and PLC. This includes overall responsibility for the risk management approach and for reviewing the effectiveness of the system of internal control.

In all its dealings, the Board has 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.

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

The identification and management of risk is integral to 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 Business

The Board business includes considering and deciding upon the following:-

- the strategies for the shaping of the portfolio and direction of the Group and priorities in corporate resource allocation;
- the Corporate Financial Plan;
- the Operating Framework
- the quarterly business performance reports;
- nominations for Board appointments, including board succession planning;
- the Board Remuneration Policy and the individual remuneration packages of Directors, in accordance with the respective rules and obligations for NV and PLC;
- any alteration in the capital of NV or PLC including without limitation the purchase, disposal, allotment, re-issue or cancellation of share capital whether issued or not subject to the authorities of the general meetings of shareholders of NV and PLC;
- the convening of a meeting 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;
- the financial policy and the dividend policy for the Group;
- the determination of retained profit reserves of NV and declaration or recommendation of a dividend of either NV or PLC;
- the appointment or removal of the Group Secretary of Unilever;
- any proposal to the general meeting of shareholders of NV and PLC to amend its Articles of Association and its Memorandum and Articles of Association respectively;
- the review of the functioning of the Board and its committees;
- any proposal to alter or terminate the Equalisation Agreement;
- the alteration or termination of the Deed of Mutual Covenants, the Agreement for Mutual Guarantees of Borrowings and the Governance of Unilever;
- the Annual Report and Accounts for adoption by the shareholders;
- the quarterly and annual results announcements;
- 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;
- any capital expenditure project which is not within the Corporate Financial Plan and which has a value exceeding €500 million;
- any contract, lease or commitment for goods or services which is not within the Corporate Financial Plan and which has a value exceeding €5 billion or exceeds 7 years in duration;
- the initiation or settlement of any litigation or claim with a value in excess of €100 million.
- any single long-term borrowing, outside the Corporate Financial Plan, where the value exceeds €1.5 billion;
- Cost of hedging net investment exposures in excess of €60 million per annum;
- Either hedging or leaving unhedged net equity balance sheet exposures in excess of €5 billion per currency;

- the endorsement or amendment of the following Unilever Policies namely, the Code of Business Principles, the Code of Ethics for Senior Financial Officers, the Disclosure and Share Dealing Manual (including the Unilever Share Dealing Code), the Risk Management Policy, the Corporate Pensions Policy, the Accounting and Reporting Policy and such other policies as the Board decides;
- the remit and membership of committees of the Board and deciding upon any issues arising from its receipt and review of reports from the same;
- conflicts of interest involving Directors or significant (holders of 10% or more) shareholders;
- compliance with all relevant legislation and regulations; and
- all other matters of a non-operational nature not specifically delegated to the Chief Executive Officer.
- Intra-Group transfers for which the associated third party costs e.g. tax, stamp duty and fees, are €250 million or more.
- Unilever's entry by means of direct investment to or exit from any country (Indirect investment requires to be noted by the Board).
- 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.
- Approving and deciding on any changes to benefits provided under Unilever Group pension (and similar) arrangements which are within the Corporate Financial Plan, or if not within the Corporate Financial Plan which increase the value of the liabilities (as measured under IFRS) by more than €100 million.

3.3 Decision making by the Board; Special Majority Issues

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

Decisions by the Board to adopt one of the following resolutions, however, require a special majority of three quarters of the votes:

- any proposal to the general meeting of shareholders of NV and PLC to amend its Articles of Association and its Memorandum and Articles of Association respectively;
- any amendment to the Governance of Unilever;
- any proposal to the general meeting of shareholders of NV and PLC to alter or terminate the Equalisation Agreement, the Deed of Mutual Covenants or the Agreement for Mutual Guarantees of Borrowings.

3.4 Delegation

The Board delegates within the parameters set out in paragraph 3.2 all its powers, authorities and discretions (including the power to sub-delegate) in relation to those matters listed in paragraph 7 to the Chief Executive Officer and to the Board's Committees, all those matters listed in the Appendices.

The Board supervises the execution of its responsibilities by the Chief Executive Officer and the Board's committees and is ultimately responsible for the fulfilment of its duties by them.

It should be noted that anything which is delegated by or to a delegate is subject to the proviso that the delegate (including the sub delegate) may not take part in any discussion or decision-making that involves a subject or transaction in relation to which the Chief Executive Officer has a material conflict of interest with the Company as provided for in paragraph 2.4 and approve anything on which the Chief Executive Officer would not have been able to vote on or count in a quorum at a board meeting as provided for in Article 107 of PLC's Articles of Association.

4. Board Committees

The following are Committees of the Board and have the membership and terms of reference laid down by the Board from time to time in accordance with paragraph 3.4. Further Committees of the Board may be established by the Board from time to time in accordance with paragraph 3.4.

Each Committee of the Board 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 Nomination Committee

There is a Nomination Committee which concerns itself with candidates for nomination as Executive Directors, Non-Executive Directors, Chairman, Vice-Chairman and Chief Executive Officer. The Nomination Committee is concerned with succession planning within the Board and will be consulted by the Chief Executive Officer on appointments to or removals from the Executive Team. It is also responsible for the oversight of matters relating to corporate governance, bringing any issues to the attention of the Board.

The Nomination Committee comprises two Independent Non-Executive Directors and the Chairman.

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

Appendix 2 further outlines the role and functioning of the Nomination Committee.

4.2 Remuneration Committee

There is a Remuneration Committee which concerns itself with:

- The remuneration and benefits of the Directors;
- The design and terms of share-based incentive plans;
- The remuneration policy for the Executive Team and Senior Corporate Executives.

The Remuneration Committee makes proposals to the Board in the above areas, including specific remuneration packages for each of the Executive Directors as well as for the non-Executive Directors.

The Remuneration Committee comprises a minimum of three Independent Non-Executive Executives.

The Committee is entitled to use the services of remuneration consultants at the expense of the Company.

Appendix 3 further outlines the role and functioning of the Remuneration Committee.

4.3 Audit Committee

There is an Audit Committee which assists the Board in fulfilling its oversight responsibilities in respect of:-

- the integrity of Unilever's financial statements;
- Unilever's risk management and internal control arrangements;
- Unilever's compliance with legal and regulatory requirements;
- the performance, qualifications and independence of the external auditors;
- the performance of the internal audit function.

The Audit Committee is directly responsible, subject to local laws regarding shareholder approval, for the nomination, compensation and oversight of the external auditors. The Audit Committee is also responsible for the policy on work that can and cannot be performed by the external auditors and the compliance thereof.

The Audit Committee comprises three or more Independent Non-Executive Directors.

Appendix 4 further outlines the role and functioning of the Audit Committee.

4.4 Corporate Responsibility and Reputation Committee

There is a Corporate Responsibility and Reputation Committee which assists the Board in fulfilling its oversight responsibilities in respect of Corporate Responsibility and Unilever's reputation as a responsible corporate citizen. It also offers guidance and recommendations within its areas of responsibility.

The members of the Committee are appointed by the Board from time to time and comprise a minimum of three Non-Executive Directors.

Appendix 5 further outlines the role and functioning of the Corporate Responsibility and Reputation Committee.

4.5 Routine Business Committees

Routine Business Committees are set up to conduct routine business as and when the Board considers that they are necessary. They administer certain matters previously agreed by the Boards or the Chief Executive Officer. All these committees are formally set up by Board resolution with carefully designed remits. They report regularly and are responsible to the Boards of NV and PLC.

Appendix 1 further outlines the role and functioning of the Routine Business Committees.

4.6 Disclosure Committee

There is a committee called the Disclosure Committee which shall be generally responsible to the Board and shall report as appropriate to the Board, Chief Executive Officer or the Chief Financial Officer. The Committee will concern itself with the establishment and maintenance of disclosure controls and procedures and the evaluation thereof and also with the appropriateness of the disclosures made. Appendix 6 further outlines the membership, remit, reporting and functioning of the Disclosure Committee.

5. Directors

5.1 Collective Responsibilities

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

- 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;
- Provide leadership of Unilever within a framework of prudent and effective controls which enable risk to be assessed and managed; and
- 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 are responsible for the proper fulfilment of the Board's duties and obligations.

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 Board. 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 Board 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 Board as a whole.

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

5.2 Annual re-election

All Directors, Executive and Non-Executive, resign at the Annual General Meeting each year and, if nominated, offer themselves for re-election, in accordance with the Articles of Association of NV and the Memorandum and Articles of Association of 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 Nominations Committee, who in deciding whether to nominate a Director, takes into consideration the annual evaluation of the individual.

Non-Executive Directors serve for a maximum of nine years, in three three-year terms, subject to their annual re-election, with an option to serve for a maximum of twelve years if the shareholders of NV and PLC elect this to be in the interest of Unilever.

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 Board in accordance with their service contracts or as otherwise negotiated.

There are no age limits for Non-Executive Directors.

5.5 Independence

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

Non-Executive Directors are judged by the Board 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 for judging the independence of Non-Executive Directors. The criteria chosen by the Board are:-

- No additional remuneration or other benefits from any company within the Group;
- No material business relationships within the last three years, including shareholder, customer, adviser and supplier relationships, with any company within the Group;
- No cross-directorships with other Directors;
- Shareholding of less than ten per cent in either NV or PLC, or any of its subsidiaries, including shares held by legal entities outside the Group of which the Director is a director;
- Service on the Board for normally not more than 9 years;
- Not a former employee of any company within the group within the last 5 years.

The Board will decide on the independence of a Non-Executive Director by applying these criteria to the particular circumstances of the individual concerned.

Where there are additional criteria for a member of the Audit Committee to be considered "independent" imposed by applicable laws and regulations, the Board 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 Chairman

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

6.2 Vice Chairman

The Boards of NV and PLC may each appoint, on a recommendation from the Nominations Committee, an Independent Non-Executive Director as Vice Chairman of both Unilever NV and Unilever PLC.

6.3 Responsibilities

The Chairman's general and specific responsibilities cover:

- conducting shareholders meetings of PLC and NV including AGMs;
- managing the Board to ensure that it operates effectively;
- ensuring that the members of the Board receive accurate, timely and clear information, in particular about the Company's performance, to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of the Company;
- encouraging active engagement by all the members of the Board;
- in consultation with the Senior Independent Director, setting and approving the Board agenda to take full account of the issues and the concerns of all Directors;
- promoting effective relationships and open communication, both inside and outside the boardroom, between Non-Executive Directors and the Executive Directors;
- together with the Senior Independent Director, building an effective and complementary Board, initiating change and planning succession in Board appointments, subject to Board and shareholders' approval;
- monitoring effective implementation of Board decisions;
- ensuring clear structure for and the effective running of Board Committees;
- together with the Senior Independent Director and facilitated by the Group Secretary, maintaining effective communication with major shareholders so as to ensure the Board develops an understanding of their views;
- 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;
- together with the Senior Independent Director, taking the lead in identifying and meeting the development needs of individual Directors;
- addressing the development needs of the Board as a whole with a view to enhancing its overall effectiveness as a team;
- in conjunction with the Senior Independent Director, ensuring that the performance of individuals and of the Board as a whole and its committees is evaluated at least once a year; and
- establishing a close relationship of trust with the Chief Executive Officer, by providing support and advice while respecting executive responsibility;
- convening and chairing semi-annual Corporate Strategy Review meetings in preparation for the Board Strategy Conference;
- evaluating and monitoring compliance with Unilever Policies and governance processes;
- acting where appropriate as Unilever representative on corporate aims and policies including environmental and corporate social responsibility matters;
- guarding the corporate reputation including relations with major shareholders, government, academia and other relevant stakeholders and commentators;
- being a member of the Nomination Committee;
- providing advice and being available to assist the Remuneration Committee; and
- receiving direct reports of the Group Secretary.

7. Chief Executive Officer

7.1 Delegation of Board Powers

The Chief Executive Officer is entrusted with all the Board's powers, authorities and discretions (including the power to sub-delegate) in relation to the operational running of the Company, particularly (but without limitation except where specifically provided) powers, authorities, discretions as to the matters outlined herein:-

7.2 Management

- Operational running of the Unilever Group.
- Profit responsibility of the Group.
- Managing business performance.

7.3 Strategy and Managing the Corporate Portfolio

- Proposing following consultation with the Chairman, the Corporate Strategy for the shaping of the portfolio and strategy for the Group and priorities in corporate resource allocation.
- Proposing the Corporate Financial Plan.
- 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 Board.

7.4 The Corporate Portfolio

- 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 Board for the corporate strategic priorities in the light of these.
- Preparing periodic business performance reports.

7.5 Mergers, Acquisitions, Joint Ventures and Disposals

Approving and deciding upon 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.

7.6 Capital Expenditure

Approving and deciding upon any capital expenditure project or the acquisition of any single brand which are within the Corporate Financial Plan or, if not within the Corporate Financial Plan, which have a value not exceeding €500 million.

7.7 Contracts

Approving and deciding upon any agreements or contracts for goods or services which are within the Corporate Financial Plan or if not within the Corporate Financial Plan which have a value less than €5 billion and are of 7 years or less in duration.

7.8 Litigation

Approving and deciding upon the initiation or settlement of any litigation or claim with a (estimated) value not in excess of €100 million.

7.9 Financial

- Proposing for approval by the Board a financial framework and targets for the Group.
- Setting financial and treasury strategies for the Group and implementing them, including together with the Chief Financial Officer (a) approving short-term borrowings (i.e. with a maturity of up to one year) of any amount and (b) approving long-term borrowings outside the Corporate Financial Plan, up to a value for any single borrowing of €1.5 billion.
- Cost of hedging net investment exposures up to €60 million per annum
- Either hedging or leaving unhedged net equity balance sheet exposure up to €5 billion per currency.
- Investor Relations guidelines.
- Intra-Group transfers for which the associated third party costs e.g. tax, stamp duty and fees, are less than €250 million.

7.10 Board Notification

- Notwithstanding the authorities outlined in paragraph 7, the Chief Executive Officer will notify the Board of any issues, projects or transactions that in his judgement have the capacity to impact the reputation of Unilever.
- The Chief Executive Officer will notify the Board of Unilever's entry into any country through means of indirect investment, e.g. agents. (Direct investment requires Board approval).

7.11 Operating Framework

Preparing for approval by the Board a Operating Framework and the accounting and reporting policies, planning and reporting processes (including internal control measures and authority levels) and implementing and maintaining such framework, policies and processes.

7.12 Human Resources

- Appointing and removing all managers including the Executive Team and Senior Corporate staff who report directly or indirectly to the Chief Executive Officer, with the exception of the appointment and removal of the Executive Directors which requires shareholder approval and the Group Secretary which requires the approval of the Board. Any appointment to or removal from the Executive Team will require prior consultation with the Nomination Committee.
- Proposing to the Remuneration Committee the remuneration policy and the specific remuneration, bonuses and other terms of employment of members of the Executive Team who report directly to the Chief Executive Officer including those members of the Executive Team who are also Executive Directors.
- Supervising and determining the roles, activities and responsibilities of the Executive Team.
- Approving the appointment, removal, remuneration, bonuses and other terms of employment of senior managers not dealt with by the Nomination or Remuneration Committees.
- Ensuring that the performance of members of the Executive Team and other senior managers is systematically assessed and adequately rewarded.
- Ensuring a continual supply of leadership of the quality necessary to meet the strategic needs of the business.
- 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.

7.13 Pensions

Dealing with the matters specified in Unilever's Corporate Pensions Policy (as from time to time approved by the Board) for which the Chief Executive Officer is given specific responsibility together with the implementation of the Corporate Pensions Policy.

Approving and deciding upon any agreements with pension funds on contributions which are within the Corporate Financial Plan, or if not within the Corporate Financial Plan are:

- changes in the level of normal contributions following an actuarial valuation;
- 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.

Approving and deciding on any changes to benefits provided under Unilever Group pension (and similar) arrangements which are within the Corporate Financial

Plan, or if not within the Corporate Financial Plan, which increase the value of the liabilities (as measured under IFRS) by not more than €100 million.

7.14 Managing Risk and Corporate Reputation

- Preparing for approval by the Board, and implementing and managing, the policy and processes on Risk Management.
- Interacting with the media and approving any press release in relation to any matter within the ambit of the Chief Executive Officer. Endorsing or amending the Unilever Media Relations Policy.
- Implementing and managing, compliance with all Unilever Policies approved by the Board including the Code of Business Principles, the Code of Ethics for Senior Financial Officers and the Disclosure and Share Dealing Manual (including the Unilever Share Dealing Code).
- Preparing all public filings, reports and statements relating to the business.
- Representing the Company with major customers, suppliers, trade and professional bodies.
- Collaborating with the Chairman in developing Unilever Policies on areas or issues identified by the Board as being of relevance to the good governance or reputation of Unilever.

7.15 Authority levels

The Board sets the Chief Executive Officer's authority limits.

7.16 Other

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

The Chief Executive Officer's direct reports will comprise all members of the Executive Team, and save for the Group Secretary such other functional heads as the Chief Executive Officer elects.

The Chief Executive Officer is further responsible for all other matters relating to the operational running of the Company in the ordinary course of its business, the enabling of the Board to make decisions and the implementation of resolutions of the Board, unless entrusted to another Board Committee.

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

The powers of the Chief Executive 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.

8. Non-Executive Directors

8.1 Primary Responsibilities

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

- Strategy: they constructively challenge and help develop proposals on strategy;
- Performance: they scrutinise the performance of management in meeting agreed goals and objectives;
- Risk: they satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
- 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;
- Reporting: they take responsibility for the processes for accurately reporting on performance and the financial position of Unilever;
- Compliance: they should keep governance and compliance with the legislation and regulations under review and the conformity of Unilever practices to accepted norms.

The Board 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 Senior Independent Director, 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 Independent Non-Executive Directors elect one of their members as their spokesman, referred to as the Senior Independent Director.

The role of the Senior Independent Director is:-

- to preside at meetings of the Independent Non-Executive Directors convened at least once per year to consider agenda items set by them;
- to participate with the Chairman in the process of setting the agenda for Board meetings and establishing the schedules for meetings;
- to participate in the process of dealing with any conflict of interest between the Company and the Chairman, as discussed in paragraph 2.4;
- to participate in the process of Directors Induction and Training, as discussed in paragraph 11;
- to participate in the Board evaluation process, as discussed in paragraph 12; and
- to attend meetings with a range of major shareholders in order to help develop a balanced understanding of their issues and concerns.

9. The Group Secretary

9.1 Formal Status

The Group Secretary is appointed by the Board 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 appointment or removal of the Group Secretary is a matter for the Board as a whole.

The Group Secretary reports to the Chairman.

9.2 Responsibilities

The Group Secretary is responsible for:-

- providing administrative and general support to Directors
- preparation of the Annual Report and Accounts;
- corporate legal and regulatory compliance;
- formal relations with shareholders including maintenance of the share registers and convening of shareholder meetings;
- matters relating to share capital and shareholding structures;
- Code of Business Principles and supporting rules including arrangements for whistle blowing facilities;
- arrangement of induction, training/development and performance evaluations for the Board and Board Committees.
- maintaining a library of all Unilever policies, ensuring these are disseminated in a timely manner to all relevant employees in Unilever.

10. Chief Auditor

10.1 Formal Status

The appointment or removal of the Chief Auditor is a matter for 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.

10.2 Responsibilities

The Chief Auditor is responsible, in his role as Unilever's chief internal auditor, for providing independent reassurance to the Board, 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 is a member of the Corporate Code Committee. This Committee is responsible for monitoring breaches in the Code, making recommendations to the Corporate Responsibility and Reputation Committee for changes to the Code where appropriate and ensuring implementation and embedding of the Code within Unilever.

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 Group 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.

11.2 **Responsibilities**

The Chief Legal Officer is responsible for:-

- the provision of legal advice to the Unilever Group, Boards, and Unilever Executive;
- specific responsibility for global legal function, including all Trademarks, Intellectual Property and Patent activities;
- The Code of Business Principles;

The Chief Legal Officer is a member of the Disclosure Committee, and may attend the meetings of the Audit Committee, the Corporate Responsibility and Reputation Committee, Nomination Committee or Remuneration Committee at the invitation of each Committee.

12. Director's 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 needs and take steps to ensure that he is adequately informed about Unilever and his 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 Auditors, other 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.

The Group Secretary provides new Non-Executive Directors with briefings on the business of Unilever. This programme comprises initial documentation, presentations from relevant executives and opportunities to visit business operations.

The induction process is designed to:-

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

12.3 Ongoing Education

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

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 Senior Independent Director to ensure that this is the case.

12.4 Reporting

A report annually to the Board and to shareholders is included in the Corporate Governance statement within the Annual Report & Accounts on the induction and training activities arranged during the year.

13. Board Evaluation

13.1 Background

It is important that the Board 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 Board

The Chairman in conjunction with the Senior Independent Director leads the process whereby the Board assesses its own performance.

The evaluation process of our Boards will consist of an internal three-year cycle with an independent third party evaluation carried out if the Boards consider appropriate. The Group Secretary will perform the evaluations.

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 Board following its submission to the Board by the Chairman. Thereafter the Chairman implements the actions that the Board decide are appropriate.

13.3 Individual Directors

The Chairman in conjunction with the Senior Independent Director conducts the process of evaluating the performance of individual Directors in their role as a member of the Board.

The Senior Independent Director conducts the process whereby the Board evaluates the performance of the Chairman. He consults the Executive Directors and his fellow Non-Executive Directors.

The Senior Independent Director shares the resulting assessment with the Chairman. These individual assessments are taken into account in the evaluation of the performance of the 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 Board on the performance of that committee.

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

13.5 Timing

The evaluations are carried out on an annual basis.

All evaluations are designed to be completed before the Nomination and Remuneration Committees meet in late October/early November to discuss remuneration packages and the nominations for candidates for election as Directors of NV and PLC at the Annual General Meetings in the following 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 – Routine Business Committees

A. NV – Routine Business Committees

A routine business committee of any two Executive Directors of NV (or, if from time to time there are fewer than two Executive Directors of NV, such committee may be composed of the Chief Executive Officer only) has the authority to represent NV.

Without prejudice to the generality of the foregoing, and with due observance of applicable laws, the Articles of Association of NV, The Governance of Unilever, other regulations adopted by the Board as referred to in Article 24 of the Articles of Association of NV and within the scope of authority of the Chief Executive Officer as referred to in paragraph 7 and within the framework of the decisions taken by the Board and the Chief Executive Officer, where appropriate, any Committee has the authority:

1. to carry out or confirm any decision taken or to discharge any obligation assumed on behalf of NV and to do so either by their own act or by authorising others;
2. within the limits set by Treasury Policies and, where appropriate, the Annual Funding Plan, as approved by the Board or the Chief Executive Officer, and, after consulting the Chief Financial Officer:
 - (a) to authorise the giving by NV of a guarantee, on such terms as are approved by the Committee, of the obligations of PLC in respect of any debt securities of whatever kind issued by PLC in the international financial markets or the giving by NV jointly with PLC of a guarantee, on such terms as are approved by the Committee, of the obligations of any subsidiary of NV or of PLC in respect of any debt securities of whatever kind issued by such subsidiary in the international financial markets; and the undertaking by NV, on such terms as aforesaid, of any obligations associated with the issue of such securities and the giving of such guarantee;
 - (b) to authorise the issue by NV of any debt securities of whatever kind and to authorise the establishment or update of any debt issuance programme of whatever 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, on such terms as are approved by the Committee or by any other person(s) authorised by the Board, by the Chief Executive Officer or by the Committee to give such approval on behalf of NV;
 - (c) to authorise the entering into by NV, whether as borrower or as guarantor, of any other form of financing agreement or arrangement, including, but not limited to, any loan facility or International Swaps and Derivatives Association document, and any amendment or supplement thereto, on such terms as are approved by the Committee or by any other person(s) authorised by the Board, by the Chief Executive Officer or by the Committee to give such approval on behalf of NV;
3. to exercise all powers granted to the Board under any existing or future NV executive or employee share option scheme or other equity-based incentive or reward plan, *provided always* that approval for such scheme or plan has been given by the General Meeting of Shareholders of NV where such approval is required by or pursuant to the applicable laws or any other statutory regulation or the Articles of Association of NV, including powers to operate the scheme or plan as one together with the equivalent PLC scheme or plan, to make arrangements for the administration of such scheme or plan and to delegate power to administer such scheme or plan; and
4. to transact any other ordinary business within the normal course of affairs of NV and the business enterprise connected therewith.

The Secretary or Secretaries shall cause Minutes of the proceedings of such Committees to be entered in the Minute Book of Board Meetings and copies to be circulated to all Directors prior to and as part of the agenda for, the quarterly Board Meetings.

B. PLC – Routine Business Directors’ Committees

Directors’ Committees composed of any two or more Directors of PLC (or, if from time to time there are fewer than two Executive Directors of PLC, the Directors’ Committees may be composed of the Chief Executive Officer only) have power:

1. to carry out or confirm any decision taken or to discharge any obligation assumed on behalf of the Company and to do so either by their own act or by authorising others;
2. consistent with Treasury Policies and, where appropriate, the approved Annual Funding Plan, to authorise the giving by the Company of a guarantee, on such terms as are approved by the Committee, of the obligations of NV in respect of any debt securities of whatever kind issued by NV in the international financial markets or the giving by the Company jointly with NV of a guarantee, on such terms as are approved by the Committee, of the obligations of any subsidiary of the Company or of NV in respect of any debt securities of whatever kind issued by such subsidiary in the international financial markets; and the undertaking by the Company, on such terms as aforesaid, of any obligations associated with the issue of such securities and the giving of such guarantee;
3. consistent with Treasury Policies and, where appropriate, the approved Annual Funding Plan, to authorise the issue by the Company of any debt securities of whatever kind and to authorise the establishment or update of any debt issuance programme of whatever 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), on such terms as are approved by the Committee or by any other person(s) authorised by the Directors or by the Committee to give such approval on behalf of the Company;
4. consistent with Treasury Policies and, where appropriate, the approved Annual Funding Plan, to authorise the entering into by the Company, whether as borrower or as guarantor, of any other form of financing agreement or arrangement (including, but not limited to, any loan facility or International Swaps and Derivatives Association document) and any amendment or supplement thereto, on such terms as are approved by the Committee or by any other person(s) authorised by the Directors or by the Committee to give such approval on behalf of the Company;
5. to approve and adopt and to exercise all powers granted to the Board thereunder the Rules of any existing or future PLC executive or employee share option scheme or other share-based or share-option based incentive or reward plan PROVIDED ALWAYS that approval for such scheme or plan has been given by the shareholders of the Company in general meeting where such approval is required by law or other regulation, including powers to operate the scheme or plan as one together with the equivalent NV scheme or plan, to make arrangements for the administration of such scheme or plan and to delegate power to administer such scheme or plan; and
6. to transact any other ordinary business;

without prior notice to other Directors of the meeting of any such Committee; provided that the Secretary shall cause Minutes of the Proceedings of such Committees to be entered in the Minute Book of the Directors’ Meetings and copies to be circulated to all Directors prior to and as part of the agenda for, the quarterly Board Meetings.

C. NV- Routine Business Authorities, Powers of Representation

As provided for in Article 24.2 of the Articles of Association of NV, the Board has the power, without prejudice to its responsibility, to cause NV to be represented by one or more attorneys, which attorneys shall have such powers as shall be assigned to them by the Board on or after their appointment, in conformity with the Articles of Association of NV.

Board Committees composed of any two or more of the following: Executive Directors and the persons for the time being holding the positions of Group Secretary, Chief Legal Officer, Deputy Secretary, Assistant Secretary, Group Controller and Treasurer have power.

- (a) to do all such things in connection with the administration of any existing or future NV executive or employee share option scheme or other share-based or share-option based incentive or reward plan as they shall be empowered to do by a Directors' Committee Meeting as aforesaid;
- (b) to appoint any person or persons as NV's representative at any meeting of any company or other body of which NV is a member;
- (c) to appoint any person or persons as NV's attorney or agent for carrying out any authorised purpose; and

without prior notice to other Directors or Officers of the meeting of any such Committee; provided that the Secretary shall cause Minutes of the proceedings of such Committees to be entered in the Minute Book of the Directors' Meetings and copies to be circulated to all Directors prior to, and as a part of the agenda for, the quarterly Board Meetings.

D. PLC – Routine Business Board Committees

Board Committees composed of any two or more of the following: Directors and the persons for the time being holding the positions of Group Secretary, Chief Legal Officer, Deputy Secretary, Assistant Secretary, Group Controller and Treasurer have power:

- (a) to authorise the allotment and issue of ordinary shares in the capital of the Company on the exercise of options granted under the Executive Share Option Schemes and the ShareSave Scheme of the Company;
- (b) to do all such things in connection with the administration of any existing or future Unilever PLC executive or employee share option scheme or other share-based or share-option based incentive or reward plan as they shall be empowered to do by a Directors' Committee Meeting as aforesaid;
- (c) to appoint any person or persons as the Company's representative at any meeting of any company or other body of which the Company is a member;
- (d) to appoint any person or persons as the Company's attorney or agent for carrying out any authorised purpose; and
- (e) to authorise the impression of the Seal of the Company on any Deed or other document and to attest its application thereon;

without prior notice to other Directors or Officers of the meeting of any such Committee; provided that the Secretary shall cause minutes of the proceedings of such Committees to be entered in the Minute Book of the Directors' Meetings and copies to be circulated to all Directors prior to, and as a part of the agenda for, the quarterly Board Meetings.

April 2010

Appendix 2 – Nomination Committee

1. Constitution

There is a Committee of the Board called the Nomination Committee (“the Committee”). The Nomination Committee concerns itself with candidates for nomination as Executive Directors, Non-Executive Directors, Chairman, Vice-Chairman and the Chief Executive Officer. It is also concerned with succession planning within and to the Board and will be consulted by the Chief Executive Officer on appointments to or removals from the Executive Team. It is also responsible for the oversight of matters relating to corporate governance bringing any issues to the attention of the Board.

2. Membership

- 2.1 The membership of the Committee is appointed by the Board from time to time and comprises a minimum of two Independent Non-Executive Directors and the Chairman.
- 2.2 Each Non-Executive Director is appointed a member of the Committee for a term (subject to annual re-election by the shareholders) of, normally, three years and such term normally expires at the close of the Annual General Meeting at which his/her three-year term of appointment as a Non-Executive Director expires.
- 2.3 The Chairman of the Committee is appointed by the Board from among the Independent Non-Executive Directors.
- 2.4 The Group Secretary of Unilever is the Secretary of the Committee.

3. Remit

The Committee’s specific responsibilities to the Board are:

- 3.1 drawing up selection criteria and appointment procedures for Directors;
- 3.2 periodically assessing the size and composition of the Board, and making a proposal for a composition profile of the Board;
- 3.3 supervising the policy of the Chief Executive Officer on the selection criteria and appointment procedures for senior management;
- 3.4 recommending candidates for nomination as Executive Directors (including Chief Executive Officer) and as Non-Executive Directors each year;
- 3.5 recommending candidates for election as Chairman and Vice-Chairman of the Board;
- 3.6 succession planning within and to the Board;
- 3.7 oversight of all matters relating to corporate governance.

4. Authority

- 4.1 The Committee is entitled to employ, at Unilever’s expense, the services of such advisers as it deems necessary to fulfil its responsibilities.
- 4.2 The members of the Committee form the Boards of N.V. Elma and United Holdings Limited, the joint holders of both the special ordinary shares numbered 1 – 2400 inclusive and the deferred stock of NV and PLC, respectively.

5. Meetings

- 5.1** Meetings are held at least once 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, such notice to be served at least seven days prior to the meeting.
- 5.3** The quorum for meetings is a minimum of two Independent Non-Executive Directors
- 5.4** A member shall leave the meeting when his own position is discussed but the quorum is not affected thereby.
- 5.5** 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.
- 5.6** Formal decisions are made by a simple majority vote, with the Chairman of the meeting holding a casting vote.

6. Consultation

- 6.1** Prior to meetings of the Committee, the Chairman of the Committee may consult among the Executive Directors of the Company in order to assist in framing the Committee's recommendations.
- 6.2** The Chairman of the Committee may consult among the Non-Executive Directors not being 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 Board on a regular basis.
- 7.2** The Secretary prepares minutes of all meetings of the Committee and these are promptly circulated to the members of the Committee.
- 7.3** The Committee reviews and assesses annually the adequacy of these Terms of Reference, and confirms that all the responsibilities set out in the current Terms of Reference have been carried out.
- 7.4** The Committee ensures that its current Terms of Reference are made available on Unilever's external website.
- 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 Board. This evaluation takes into account the views of the Board on the performance of the Committee.
- 7.6** The Committee publishes an annual report to the shareholders of NV and PLC.
- 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 Board.

8. Annual General Meeting

The Chairman or, failing him, a member of the Nomination Committee attends the Annual General Meetings of Unilever and is available to answer any questions referred to him by the Chairman of the Meeting.

April 2010

Appendix 3 – Remuneration Committee

1. Constitution

There is a Remuneration Committee which concerns itself with:

- The remuneration and benefits of the Directors;
- The design and terms of share-based incentive plans;
- The remuneration policy for the Executive Team and Senior Corporate Executives.

2. Membership

2.1 The membership of the Committee is appointed by the Board of Unilever from time to time and comprises a minimum of three Independent Non-Executive Directors.

2.2 Each Non-Executive Director is appointed a member of the Committee for a term (subject to annual re-election by the shareholders) of, normally, about three years and such term normally expires at the close of the Annual General Meeting at which his/her appointment as a Non-Executive Director expires.

2.3 The Chairman of the Committee is appointed by the Board of Unilever.

2.4 The Committee appoints a Secretary of the Committee.

3. Remit

The Committee's specific responsibilities shall include making proposals to the Board on:

- 3.1 The remuneration policy for Executive Directors, Executive Team and Senior Corporate Executives;
- 3.2 The individual salary levels, bonuses and other benefits for the Executive Directors;
- 3.3 The remuneration of non-Executive Directors, if and insofar as not determined by the general meetings of shareholders of NV and PLC;
- 3.4 The contractual terms for Executive and Non-Executive Directors;
- 3.5 The design and terms of share-based incentive plans.

The Committee shall also approve any other scheme for the remuneration of Unilever executives that involves Unilever shares.

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 Head of Private Administration, such notice to be served at least seven days prior to the meeting.

4.3 The quorum for meetings is two Independent Non-Executive Directors.

4.4 The Chief Executive Officer may attend the meetings at the invitation of the Committee to contribute to its deliberations but shall not be present when their own position is under discussion.

4.5 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.

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

5. Authority

5.1 The Committee is entitled to employ, at Unilever's expense, the services of such advisers as it deems necessary to fulfil its responsibilities.

6. Reporting, Self-Assessment and Performance Evaluation

6.1 The Committee reports to the Board on a regular basis.

6.2 The Secretary prepares minutes of all meetings of the Committee and these are promptly circulated to the members of the Committee.

6.3 The Committee reviews and assesses annually the adequacy of these Terms of Reference, and confirms that all the responsibilities set out in the current Terms of Reference have been carried out.

6.4 The Committee ensures that its current Terms of Reference are made available on Unilever's external website.

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 Board. This evaluation takes into account the views of the Board on the performance of the Committee.

6.6 The Committee publishes an annual report to the shareholders of NV and PLC.

7. Annual General Meeting

The Chairman or, failing him, a member of the Remuneration Committee attends the Annual General Meetings of Unilever and is available to answer any questions referred to him by the Chairman of the Meeting.

April 2010

Appendix 4 – Audit Committee

1. Constitution

There is a Committee of the Board called the Audit Committee. The Audit Committee assists the Board in fulfilling its oversight responsibilities in respect of:

- the integrity of Unilever’s financial statements.
- Unilever’s risk management and internal control arrangements.
- Unilever’s compliance with legal and regulatory requirements.
- the performance, qualifications and independence of the external auditors.
- the performance of the internal audit function.

The Committee is directly responsible, subject to local laws regarding shareholder approval, for the nomination, compensation and oversight of the external auditors.

2. Membership

2.1 The membership of the Committee is as appointed by the Board from time to time, following the recommendations of the Nomination Committee.

2.2 The Committee comprises a minimum of three Non-Executive Directors, two of whom represent a quorum.

2.3 Each member of the Committee should be ‘independent’. The ‘independence’ of the members is adjudged by the Board 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 Board 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 Board in accordance with the requirements of current legislation and regulation, and in the light of relevant codes of practice.

2.6 Members of the Committee are not expected to serve on the audit committees of more than three public companies at any one time.

2.7 Each Non-Executive Director is appointed a member of the Committee for a term (subject to annual re-election by the shareholders) of approximately three years and such term normally expires at the close of the Annual General Meeting at which his/her appointment as a Non-Executive Director expires. The appointment may be extended to a second three-year term.

2.8 The Committee has a Chairman appointed by the Board.

2.9 The Secretary of the Committee is the Chief Auditor or the Group Secretary of Unilever or his nominee.

3. Meetings

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

3.2 The Committee meets at least four times a year, with authority to convene additional meetings as circumstances require.

3.3 Meetings of the Committee may be attended by the Chief Executive Officer, Chief Financial Officer, Group 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.

3.4 The Committee shall meet the external auditors in private session 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.

3.5 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.

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

4. Authority

The Committee is authorised by the Board 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 Board shall, if so requested, direct such persons to co-operate with the Committee.

5. Responsibilities

The Committee's responsibilities include, but are not limited to the following matters, with a view to bringing any relevant issues to the attention of the Board:

5.1 The Integrity of Unilever's Financial Statements:

- 5.1.1 Regular review of Unilever's internal and external financial reporting systems.
- 5.1.2 Review of major accounting and reporting issues, including any significant changes in accounting principles.
- 5.1.3 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.
- 5.1.4 Review of Unilever's quarterly and annual financial statements.
- 5.1.5 Review of Unilever's practices with regard to the release and publication of financial information to the markets.
- 5.1.6 Review of Unilever's dividend proposals.

5.2 Risk Management and Internal Control Arrangements:

- 5.2.1 Review Unilever's overall control philosophy for risk assessment and risk management, its processes and outcomes, including reports from the Chief Financial Officer regarding Business Risk and Operational Controls and related policies, and the Chairman of the Code of Business Principles Compliance Committee regarding Code Compliance.
- 5.2.2 Review the recommendation of the Unilever Executive for the Board's statement on internal control to be included in the Annual Review and Accounts.
- 5.2.3 Review the Report from the Code of Business Principles Compliance Committee with specific reference to any frauds involving persons with significant roles in internal control.

5.2.4 Establish *procedures* for:

- the receipt, retention and treatment of complaints received by Unilever regarding accounting, internal control and auditing matters.
- the confidential, anonymous submission of concerns from employees of Unilever regarding accounting or auditing matters.

5.2.5 Review Unilever's anti-fraud arrangements through evaluation of management's identification of fraud risk and implementation of fraud controls.

5.2.6 Oversight of the activities of the management with respect to:-

- 5.2.6.1 The policy of the Group on tax planning,
- 5.2.6.2 The financing of the Group,
- 5.2.6.3 The application of Information and Communication Technology.

5.3 Compliance with Legal and Regulatory Requirements:

The Committee reviews any proposals to amend Unilever's Code of Business Principles and management's monitoring of compliance with the Code.

The Committee reviews any instances of non-compliance with legal and regulatory requirements that may be brought to its attention by any Senior Corporate Executive or Committee.

5.4 External Auditors' Nomination, Performance, Qualifications and Independence

The Committee is the body responsible for overseeing relations with the external auditors, including specifically:

5.4.1 Appointment, Remuneration and Services

- 5.4.1.1 Nomination of the external auditors for shareholder approval.
- 5.4.1.2 Approval of external auditors' remuneration.
- 5.4.1.3 Pre-approval of all audit services.
- 5.4.1.4 Pre-approval of non-audit services and approval of related disclosure to shareholders.

- 5.4.2 Activities
- 5.4.2.1 Review of the external auditors' Report to the Board and management's response.
- 5.4.2.2 Resolution of disagreements between the external auditors and management regarding financial reporting.
- 5.4.2.3 Review with the external auditors of any audit problems or difficulties, and management's response.
- 5.4.3 Performance, Qualifications and Independence
- 5.4.3.1 Review and evaluation of the external auditors' qualifications, performance and independence, including a review and evaluation of the lead partner.
- 5.4.3.2 Review at least annually a report of the external audit firm's internal quality control procedures.
- 5.4.3.3 Ensuring rotation of lead partner and considering rotation of external audit firm.
- 5.4.3.4 Establishing a policy regarding the nature of work that can be provided to Unilever by the external auditors.
- 5.4.3.5 Review of all relationships between the external auditors and Unilever, including any reports on such relationships submitted by the external auditors.

5.5 Performance of the Internal Audit function

- 5.5.1 Review of the Chief Auditor's Status Reports on Risk Management & Control and actions taken to resolve the issues raised.
- 5.5.2 Review of Corporate Audit's:
- Charter, Cover and Scope policy.
 - Proposal for Audit Review of major risks and unit cover plan.
 - Budget and resource requirements.
- 5.5.3 Approve the appointment and replacement of the Chief Auditor.
- 5.5.4 Monitor and review the effectiveness of the Group's internal audit function.

6. Reporting, Self-Assessment and Performance Evaluation

- 6.1 The Audit Committee reports the outcome of all its meetings to the Board by means of an oral presentation by the Committee Chairman. The Secretary prepares minutes of all meetings of the Committee and these are promptly circulated to the Committee and the Board for their consideration.
- 6.2 The Committee reviews and assesses annually the adequacy of these Terms of Reference, and confirms that all the responsibilities set out in the current Terms of Reference have been carried out.
- 6.3 The Committee ensures that its current Terms of Reference are made available on Unilever's external website.
- 6.4 The Board conducts an annual performance evaluation of the Audit Committee to ensure that the Committee is functioning in accordance with its Terms of Reference.
- 6.5 The Committee publishes an annual report to the shareholders of NV and PLC.

7. Annual General Meeting

At least one member of the Audit Committee attends each of the Annual General Meetings of Unilever held on consecutive days in London and Rotterdam, and is available to answer any questions referred to him/her by the Chairman.

April 2010

Appendix 5 – Corporate Responsibility and Reputation Committee

1. Constitution

There is a Committee of the Board named the Corporate Responsibility and Reputation Committee (“the Committee”). The Committee will assist the Board in fulfilling its oversight responsibilities in respect of Corporate Responsibility and Unilever’s reputation.

2. Membership

2.1 The members of the Committee are appointed by the Board from time to time and comprise a minimum of three Non-Executive Directors.

2.2 The Chairman of the Committee is appointed by the Board of Unilever.

2.3 The Secretary of the Committee is the Group Secretary of Unilever or his nominee.

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 Board or senior Unilever management, 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 Executive and those external developments identified in 3.1 above.

3.3 Providing external and independent oversight and guidance on the environmental and social impact of how Unilever conducts its business.

3.4 Reviewing and recommending changes as appropriate to Unilever’s Code of Business Principles to ensure that Unilever’s standards of business behaviour are responsive to prevailing social mores.

3.5 Reviewing and recommending changes as appropriate to Unilever’s Sustainable Development Overview.

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

3.7 To review reports, minutes and recommendations within the Committee’s areas of responsibility from but not limited to the Unilever Executive, Corporate Responsibility Council, Corporate Communications department and Unilever’s Issues Group.

3.8 Reporting to the Board on Unilever’s standing in the external world, particularly among target audiences.

4. Authority

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.

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** All members of the Committee are expected to attend each meeting.
- 5.3** The quorum for meetings is two Non-Executive Directors.
- 5.4** Meetings of the Committee may be attended by the Head of the Communications department, Group Secretary, Chief Legal Officer, Chief Auditor and other Directors, executives and employees at the invitation of the Committee.
- 5.5** 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.
- 5.6** Formal decisions are made by a simple majority vote, with the Chairman of the Committee holding a casting vote.
- 5.7** 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 Executive to ensure that all papers, reports etc required by the Committee are forwarded to them in a timely manner.

6. Reporting and Evaluation

- 6.1** The Committee reports to the Board on a regular basis.
- 6.2** The Secretary prepares minutes of all meetings of the Committee and these are promptly circulated to the members of the Committee.
- 6.3** The Committee reviews and assesses annually the adequacy of these Terms of Reference, and confirms that all the responsibilities set out in the current Terms of Reference have been carried out.
- 6.4** The Committee ensures that its current Terms of Reference are made available on Unilever's external website.
- 6.5** The Committee conducts an annual progress review to ensure that the Committee is functioning in accordance with its Terms of Reference, and reports thereon to the Board. This evaluation takes into account the views of the Board on the performance of the Committee.
- 6.6** The Committee publishes its progress review in the annual report to the shareholders of NV and PLC.
- 7. Annual General Meeting**
The Chairman or, failing him, a member of the Committee attends the Annual General Meetings of Unilever and is available to answer any questions referred to him by the Chairman.

April 2010

Appendix 6 – Disclosure Committee

1. Constitution

There shall be a Committee called the Disclosure Committee (“the Committee”). The Committee will concern itself with the establishment and maintenance of disclosure controls and procedures and the evaluation thereof and also with the appropriateness of the disclosures made. It will be responsible to the Board through the Chief Executive Officer.

2. Membership

- 2.1 The membership of the Committee shall comprise the Group Controller, the Chief Legal Officer, the Group Treasurer and the NV Corporate Legal Counsel.
- 2.2 The Chairman of the Committee shall be whoever is appointed by the Committee to that position.
- 2.3 The Secretary of the Committee shall be whoever is appointed by the Committee to that position.
- 2.4 The membership of the Committee will be reviewed by the Board on a periodic basis and at least semi-annually.
- 2.5 The Head of Investor Relations, external auditors, legal advisors 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.
- 3.2 The Committee will evaluate the adequacy of Unilever’s disclosure controls and procedures with respect to its reports and assist in their design and implementation.
- 3.3 The Committee will ensure the timely and accurate disclosure of all information that is required to be so disclosed to meet the legal and regulatory obligations and requirements arising from its listings.

- 3.4 The Committee will maintain insider lists and manage and follow the operating procedures as set out in the Disclosure and Share Dealing Manual.

4. Duties

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

- 4.1 It will 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. It will 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 It will be responsible for 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 It will 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:
 - (i) Review Unilever’s periodic reports;
 - (ii) 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;
 - (iii) Assess the materiality of specific events, developments or risks to Unilever;
 - (iv) 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 It will monitor compliance with the Unilever Procedures, Systems and Controls Manual for Compliance with the Listing Rules and Disclosure Rules.

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

5. Authority

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

6. Meetings

6.1 Meetings shall be held at least five times a year, and on such other occasions as the Chief Financial Officer, Chief Executive Officer, or Chairman of the Committee shall consider appropriate.

6.2 Meetings shall be convened by reasonable notice being served on each of the members by the Secretary.

6.3 The quorum for meetings shall be two members, one of which must be the NV Corporate Legal Counsel or the Chief Legal Officer. Attendance can be by telephone.

6.4 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.

7. Reporting

7.1 The Committee will report on its conclusions 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 and, where necessary, to the Audit Committee and/or the Board.

7.2 The Secretary will prepare minutes of all meetings of the Committee and these shall be promptly circulated to all members of the Committee and to the Board.

April 2010

Appendix 7 – Code of Business Principles

Chairman's Introduction

Unilever has earned a reputation for conducting its business with integrity and with respect for the interests of those our activities can affect. This reputation is an asset, just as real as our people and brands.

Our first priority is to be a successful business and that means investing for growth and balancing short term and long term interests. It also means caring about our consumers, employees and shareholders, our business partners and the world in which we live.

To succeed requires the highest standards of behaviour from all of us. The general principles contained in this Code set out those standards. More detailed guidance tailored to the needs of different countries and companies will build on these principles as appropriate, but will not include any standards less rigorous than those contained in this Code.

We want this Code to be more than a collection of high sounding statements. It must have practical value in our day to day business and each one of us must follow these principles in the spirit as well as the letter.

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 diversity in a working environment where there is mutual trust and respect and where everyone feels responsible for the performance and reputation of our company.

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 not use any form of forced, compulsory 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 the right of employees to freedom of association.

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

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.

Business Integrity

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 Board is 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 Corporate Code Committee comprising the Chief Legal Officer (Chairman of the Corporate Code Committee) Group Secretary, the Chief Auditor, the SVP HR, the SVP Communications and the Corporate Code Officer, who presents quarterly reports to the Unilever Executive.

Day to day responsibility is delegated to all senior management of the regions, categories, functions and operating companies. They are responsible for implementing these principles, if necessary through more detailed guidance tailored to local needs, and are supported in this by Regional Code Committees comprising the Regional General Counsel together with representatives from all relevant functions and categories.

Assurance of compliance is given and monitored each year. Compliance with the Code is subject to review by the Board supported by the Corporate Responsibility and Reputation Committee and for financial and accounting issues the Audit Committee.

Any breaches of the Code must be reported in accordance with the procedures specified by the Chief Legal Officer. The Board of Unilever will not criticise management for any loss of business resulting from adherence to these principles and other mandatory policies and instructions.

The Board of Unilever expects employees to bring to their attention, or to that of senior management, any breach or suspected breach of these principles.

Provision has been made for employees to be able to report in confidence and no employee will suffer as a consequence of doing so.

April 2010

Appendix 8 – Profile of Unilever’s Board of Directors

1. General

The purpose of this profile is to provide guiding principles for the composition of the Unilever Board in line with the recommendations of the UK Combined Code on Corporate Governance, 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 Board 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 Board 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 independent Non-Executive Directors. The composition of the Board 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 Board the objective pursued by the Board is to have a variation of age, gender, expertise, social background and nationality.

3. Desired expertise and experience

In view of Unilever’s objectives and activities, it is important that the Board has sufficient financial literacy, has at least one financial expert and is composed in such a way that the following expertise and experience are present in one or more of its members:

- (i) Understanding of the markets where Unilever is active, in particular also the developing and emerging markets;
- (ii) Experience in and understanding of the fast moving consumer goods (FMCG) market;
- (iii) Executive management experience and 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;
- (iv) Understanding of human resources and remuneration of large international companies;
- (v) Experience with financial administration, accounting policies, internal control and risk management of multinationals with share listings;
- (vi) Knowledge of marketing and commercial expertise;
- (vii) Awareness of corporate social responsibility issues;
- (viii) Experience with R&D in those fields where the company is active.

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 able 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 Board and its standing 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 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 Nomination Committee and the Board on the occasion of the nomination of Directors. It will be reviewed and updated by the Board periodically.

April 2010

