



Unilever Nigeria PLC (RC 113)

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Lagos, Nigeria, May 5, 2022.

ORDINARY AND SPECIAL RESOLUTIONS OF MEMBERS OF UNILEVER NIGERIA PLC

At the 97th Annual General Meeting of UNILEVER NIGERIA PLC (“the Company”) held at the Grand Banquet Hall, Civic Centre, Victoria Island, Lagos on Thursday, 5th may, 2022 at 10:00 a.m., the Members of the Company passed the following Ordinary Resolutions:

- That a dividend of N2,872,502,500 (Two Billion, Eight Hundred and Seventy-two Million, Five Hundred and Two Thousand, Five hundred Naira), that is, N0.50k per share subject to the deduction of appropriate withholding taxes and other statutory deductions for the year ended 31st December 2021 out of the amount standing to the credit of the statement of comprehensive income. The dividend if approved, will be paid to members on the register of members at the close of business on Thursday 14th April 2022.
- That Mrs. Folake Ogundipe be and is hereby elected as a Director of the Company.
- That Mr. Mutiu Sunmonu, who retired by rotation at the Annual General Meeting and who being eligible for re-election be and is hereby re-elected as a Director of the Company.
- That Mrs. Abiola Alabi, who retired by rotation at the Annual General Meeting and who being eligible for re-election be and is hereby re-elected as a Director of the Company.
- That His Majesty, Nnaemeka A. Achebe who retired by rotation at the Annual General Meeting and who being eligible for re-election be and is hereby re-elected as a Director of the Company, notwithstanding that he is over 70 years of age. A special notice of his age has been given to the company pursuant to Section 282 of the Companies and Allied Matters Act 2020.
- That the Directors be and are hereby authorized to fix the remuneration and expenses of the Auditors for the year ending 31 December 2022.

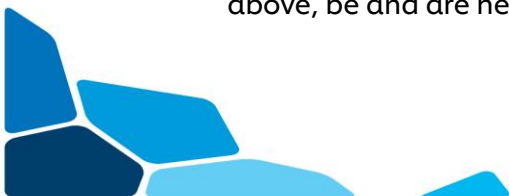
Page 1 of 3

Directors: His Majesty Nnaemeka A. Achebe, CFR, mni, Obi of Onitsha (Chairman), Carl Cruz (Managing Director) –(Filipino), Jaime Aguilera (Spanish), Abiola Alabi (Mrs), Ammuna Lawan Ali OON, Felix Enwemadu, Michael Ikpoki, Folake Ogundipe, Chika Nwobi, Mutiu Sunmonu CON





- That the following persons be and are hereby elected/nominated to the Audit Committee of the Company for the year 2022:
 - i. Mr. Wahab Abidoye Ajani (Shareholders' Representative)
 - ii. Mr. Olusegun David Oguntoye (Shareholders' Representative)
 - iii. Mr. Kolawole Olalekan Durojaiye (Shareholders' Representative)
 - iv. Mrs. Abiola Alabi (Non-Executive Director)
 - v. Mr. Chika Nwobi (Non-Executive Director)
- That in accordance with Article 74 of the Article of Association of the Company, the remuneration of the non-Executive Directors in respect of the year ending 31st December 2022 and until further notice be and is hereby fixed at N62 Million (Sixty-Two Million Naira Only) as Directors' Fees. In addition, sitting allowances will be paid at standard agreed rates for each meeting attended and the Chairman will be entitled to a vehicle allowance of N12million gross per annum.
- That, pursuant to rule 20.8 of the rulebook of the Nigerian Stock Exchange 2015: issuers Rule, a general mandate be and is hereby given authorizing the company during the 2022 financial year and up to the date of the next annual general meeting, to procure goods, services, and financing and enter into such incidental transactions necessary for its day-to-day operations from its related parties or interested persons on normal commercial terms consistent with the company's transfer pricing policy. all transactions falling under this category which were earlier entered into in 2022 prior to the date of this meeting are hereby ratified.
- That in compliance with Section 124 of the Companies and Allied Matters Act No 3 of 2020 (as amended) and Regulation 13 of the Companies Regulation 2021, shareholders hereby authorise and approve the cancellation of Four Billion, Two Hundred and Fifty-Four Million, Nine Hundred and Ninety-Four Thousand, Five Hundred and Eighty-Three (4,254,994,583) unissued ordinary shares of 50 kobo each which comprise the total number of unissued shares in the share capital of the Company.
- That for the purposes of implementing the cancellation of the company's unissued shares, the board is hereby authorized to execute all relevant documents, take all such lawful steps as may be required by statute and or regulations, and do such other acts or things as may be necessary, supplementary, consequential, or incidental for the purpose of giving effect to this resolution including but not limited to engaging professional advisers and complying with any directive which any regulatory agency or body may deem fit to impose or approve.
- That all acts carried out by the board of the company hitherto in connection with the above, be and are hereby ratified.





SPECIAL RESOLUTIONS OF MEMBERS OF UNILEVER NIGERIA PLC

- That all references to authorized share capital in the Memorandum and Articles of Association of the Company should be replaced with Issued Share Capital and paragraph 4 of the Memorandum of Association of the Company Regulation 4 of the Articles of Association be amended to read as follows:
“The share capital of the Company is Two Billion, Eight Hundred and Seventy-Two Million, Five Hundred and Two Thousand, Seven Hundred and Eight Naira Fifty Kobo (N2,872,502,708.50) divided into Five Billion Seven Hundred and Forty-Five Million, Five thousand, Four Hundred and Seventeen (5,745,005,417) ordinary shares of 50 kobo each”.

ABIDEMI ADEMOLA
GENERAL COUNSEL WA & COMPANY SECRETARY
FRC/2013/NBA/00000001646

