



Unilever Nigeria PLC (RC 113)

1 Billings Way, Oregun
P.O. Box 1063, Ikeja Lagos

T;+234 (1) 279 3000

Fax: +234 (1) 2716068

www.unilevernigeria.com

NOTICE IS HEREBY GIVEN that the Ninety-second (92nd) Annual General Meeting of Unilever Nigeria Plc. will be held at the Shell Hall, Muson Centre, Onikan, Lagos on Thursday 11 May, 2017 at 10.00am for the following purposes:

Ordinary business:

1. To lay before the Members, the Report of the Directors, the Audited Financial Statements for the year ended 31 December, 2016 together with the Reports of the Audit Committee and the Independent Auditors thereon.
2. To declare a Dividend
3. To elect/re-elect Directors.
4. To authorize the Directors to fix the remuneration of the Independent Auditors.
5. To elect members of the Audit Committee.

Special business:

6. To fix the Directors fees.
7. To consider and if thought fit, pass the following resolution as an ordinary resolution of the Company:

“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 2017 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 2017 prior to the date of this meeting are hereby ratified.”





8. To consider and if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That in accordance with Article 45 of the Articles of Association of Unilever Nigeria Plc, the Authorised Share Capital of the Company be and is hereby increased to N5,000,000,000.00 by the creation of 3,946,726,000 new ordinary shares of 50 kobo each ranking in all respects pari passu with the existing shares of the Company”

9. To consider and if thought fit, pass the following resolution as a Special Resolution of the Company:

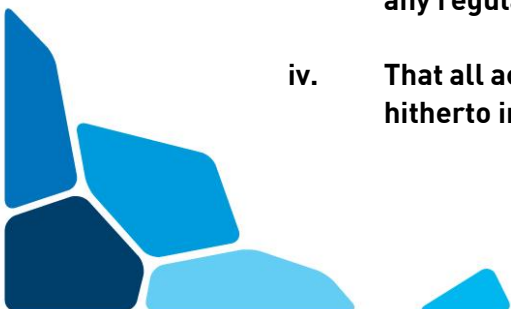
“That Article 4 of the Articles of Association of the Company be and is hereby amended to read as follows: The Share Capital of the Company shall be N5,000,000,000.00 divided into 10,000,000,000 ordinary shares of 50 kobo each”.

10. To consider and if thought fit, pass the following sub-joined resolutions as ordinary resolutions of the Company:
 - i. **That subject to obtaining the approval of the relevant regulatory authorities, the Directors of the Company be and are hereby authorized to raise up to ₦63,000,000,000.00 (Sixty-Three Billion Naira) by way of Rights Issue, through the issuance of ordinary shares, on such other terms and conditions and at such time, as the Directors may deem fit or determine.**

 - ii. **That the Directors of the Company be and are hereby authorized to apply any outstanding convertible loan, shareholder loan or other loan facility due to any person, from the Company, as may be agreed by the person and the Company, towards payment for any shares subscribed for by such person under the Rights Issue.**

 - iii. **That the Directors of the Company be and are hereby authorized to do all acts and things and to approve, sign and/or execute all documents, appoint such professional parties and advisers, perform all such other acts and do all such other things as may be necessary to give effect to the above resolutions, including without limitation, complying with the directives of any regulatory authority.**

 - iv. **That all acts carried out by the Directors and Management of the Company hitherto in connection with the above, be and are hereby ratified.**





NOTES:

Proxy

A member of the company entitled to attend and vote is entitled to appoint a proxy instead of him/her. A proxy need not also be a member. A detachable Proxy Form is enclosed and if it is to be valid for the purpose of the meeting, it must be completed and deposited at the office of the Registrars, GTL Registrars Ltd. 274, Murtala Muhammed Way, Alagomeji, Yaba, Lagos, not later than forty-eight (48) hours before the time of the meeting.

Dividend warrants and closure of register

The Board has recommended dividend payment which if approved, is payable less withholding tax. Dividend warrants will be payable on Friday, 12 May 2017 to the shareholders who are on the Company's Register of Members at the close of business on Thursday 13 April, 2017.

NOTICE is therefore given that the Register of Members and Transfer books of the Company will be closed from Tuesday, 18 April, 2017 to Monday, 24 April, 2017 (both dates inclusive) to enable the preparation of payment of the dividend.

Nominations for the Audit Committee

The Audit Committee comprises of three (3) shareholders and three (3) Directors. In accordance with Section 359 (5) of the Companies and Allied Matters Act Cap. C20, Laws of the Federation of Nigeria 2004, any shareholder may nominate another shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one (21) days before the date of the Annual General Meeting. The Securities and Exchange Commission's Code of Corporate Governance for Public Companies stipulates that members of the Audit Committee should have basic financial literacy and should be able to read Financial Statements. We therefore request that nominations be accompanied by a copy of the nominee's curriculum vitae.

In addition, Shareholders should please note the requirement of Rule 2(c) of the Financial Reporting Council of Nigeria Rule 2016 which states that 'Any person attesting, as a Chairman of Audit Committee, to annual report, financial statements, accounts, financial report, returns and other documents of a financial nature, shall be a professional member of an accounting body established by Act of National Assembly in Nigeria'.





Rights of Securities' Holders to ask Questions

Securities' Holders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting and such questions must be submitted to the Company via the Company Secretary on or before Thursday 4 May, 2017.

Dated this 16 March, 2017

By order of the Board

A handwritten signature in black ink, appearing to read 'Abidemi'.

Mrs. Abidemi Ademola
Legal Director & Company Secretary
FRC/2013/NBA/00000001646

Registered Office
1, Billings Way, Oregun, Ikeja, Lagos.

