



Unilever Pakistan Limited
Avari Plaza,
Fatima Jinnah Road,
Karachi - 75530

Tel#: +92 - 21 - 35660062
Fax no: +92 - 21 - 35674968

May 02, 2013

To the Shareholders of
Unilever Pakistan Limited
(other than Unilever Overseas Holdings Limited)

*Purchase of 3,312,452 ordinary shares of the Company by
Unilever Overseas Holdings Limited and Delisting of the Shares of the
Company from the Karachi, Lahore and Islamabad Stock Exchanges
and revocation of the CDS eligibility of the shares of the Company*

Dear Sir / Madam,

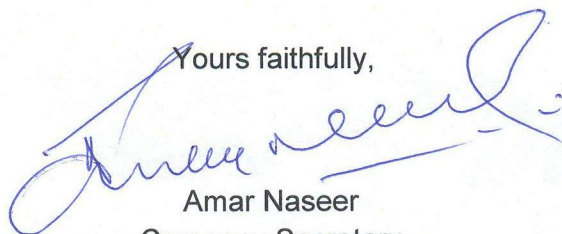
Please find enclosed a copy of the Special Resolution passed at the Extraordinary General Meeting of the Members of Unilever Pakistan Limited ("the Company") duly convened and held on 26 April 2013, approving the de-listing of the shares of the Company from the Karachi Stock Exchange Limited, the Lahore Stock Exchange Limited and the Islamabad Stock Exchange Limited, and the revocation of the CDS Eligibility of the shares of the Company, consequent upon the offer made by Unilever Overseas Holdings Limited, the sponsor and majority shareholder of the Company to purchase the shares held by the remaining Members of the Company comprising 3,312,452 ordinary shares of Rs. 50/- each at a purchase price of Rs. 15,000/- per share.

A copy of the notice published in the newspapers containing the relevant details of the offer made and of the procedure to be followed for the sale of shares to Unilever Overseas Holdings Limited is also enclosed for your information.

All Members are requested to contact the Purchase Agent, KASB Securities Limited, as mentioned in the notice, for surrender of shares within the stipulated time.

Thanking you,

Yours faithfully,


Amar Naseer
Company Secretary

Encl.: As above



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Special Resolution passed at the Extraordinary General Meeting held on April 26, 2013

RESOLVED as and by way of a Special Resolution ***THAT*** the shares of the Company be de-listed from the Karachi Stock Exchange Limited, the Lahore Stock Exchange Limited and the Islamabad Stock Exchange Limited and that steps be taken to revoke the CDS Eligibility of the shares of the Company and that the Executive Directors of the Company and the Company Secretary be and each one of them is hereby authorised to take all such actions as they may deem fit in connection with such de-listing and revocation of CDS Eligibility.



UNILEVER PAKISTAN LIMITED

Avari Plaza, Fatima Jinnah Road, Karachi-75530

*Terms, Conditions and Procedure for the Purchase of
3,312,452 ordinary shares of Unilever Pakistan Limited
By Unilever Overseas Holdings Limited*

This is to inform all the shareholders that Unilever Overseas Holdings Limited, the majority shareholder of Unilever Pakistan Limited (“the Company”), has offered to purchase all the outstanding 3,312,452 ordinary shares of Rs. 50/- each of the Company held by other shareholders of the Company. The Members of the Company at the Extraordinary General Meeting duly convened and held on 26 April 2013 passed a special resolution approving the de-listing of the shares of the Company from the Karachi Stock Exchange Limited, the Lahore Stock Exchange Limited and the Islamabad Stock Exchange Limited, and the revocation of the CDS Eligibility of the shares of the Company.

Set out below are the terms, conditions and procedures for the purchase by Unilever Overseas Holdings Limited of the shares of the Company held by the other shareholders of the Company.

1. Unilever Overseas Holdings Limited is offering to buy the shares of the Company at a purchase price of Rs. 15,000/- per share. This purchase price has also been approved by the Karachi Stock Exchange Limited, the Lahore Stock Exchange Limited and the Islamabad Stock Exchange Limited, in accordance with their respective Listing Regulations.
2. The share purchase offer will be valid from 3 May 2013 to 1 July 2013 both days inclusive. After this period, it is intended that the shares of the Company will be de-listed from the Karachi Stock Exchange Limited, the Lahore Stock Exchange Limited and the Islamabad Stock Exchange Limited.
3. This offer is valid for all shareholders of the Company i.e. those shareholders holding physical share certificates and those shareholders whose shares are held as book-entry security in the Central Depository System of the Central Depository Company of Pakistan Limited (“CDC”).
4. In order to avail the above offer, shareholders are required to send either by Registered mail or by courier service or personally deliver to the Purchase Agent, authorised and appointed for this purpose by Unilever Overseas Holdings Limited, namely, KASB Securities Limited, whose address is 5th Floor, Trade Center, I. I. Chundrigar Road, Karachi, Telephone No. +9221-111-222-000 and Facsimile No. +9221-3263-0202, the documents mentioned below.

For Trading in Karachi

A. Physical Shares

- (i) For registered shareholders, the following documents must be submitted to KASB Securities Limited, whose head office address is 5th Floor, Trade Center, I. I. Chundrigar Road, Karachi, Telephone No. +9221-111-222-000 and Facsimile No. +9221-3263-0202.

§ Shares certificates with signed and verified transfer deeds.

- (ii) For shareholders with open transfer deeds, the following documents must be submitted to KASB Securities Limited:

§ Share certificates with signed and verified transfer deeds.

§ Copy of Computerised National Identity Card of the person in whose name the shares are registered.

§ Copy of purchase bill of the member of the Karachi Stock Exchange Limited, the Lahore Stock Exchange Limited or the Islamabad Stock Exchange Limited, duly attested by the official of the respective stock exchange.

- (iii) KASB Securities Limited will issue a receipt in exchange for the above documents. Once the share certificates, transfer deeds and other documents have been verified by the Company's Shares Registrars, Famco Associates (Private) Limited, State Life Building No. 1-A, I.I. Chundrigar Road, Karachi, telephone No. +9221-3242-0755 and facsimile No. +9221-3242-6752, shareholders will be requested to collect payment for their shares at the rate of PKR 15,000/- per share less the TREC Holder's commission from KASB Securities Limited.

B. Shares through the CDC

- (i) KASB Securities Limited will purchase the shares through the Karachi Automated Trading System ("KATS").

For Trading in Lahore

C. Physical Shares

- (i) As per the procedure laid down in clause 4 (A) above, shareholders will submit documents at KASB Securities Limited, whose branch office address is 2nd Floor, Fountain Avenue Building 64-A, Main Boulevard, Main Gulberg, Lahore, Telephone No. +9242-111-222-000 and Facsimile No. +9242-3578-7545.

D. Shares through the CDC

- (i) The Purchase Agent, KASB Securities Limited, is not a TREC holder of Lahore Stock Exchange, and have appointed Escort Capital Limited, TREC holder of Lahore Stock Exchange as Broker for the buy-back of shares, whose address is 26-A, Davis Road, Lahore, Pakistan, Telephone No +9242-36371931-34, and Facsimile No.+9242-36375950.
- (ii) Escort Capital Limited will purchase the shares through the Lahore Automated Trading System (“LATS”).

For Trading in Islamabad

E. Physical Shares

- (i) As per the procedure laid down in clause 4 (A) above, shareholders will submit documents at KASB Securities Limited, whose branch office address is 90-91, Razia Sharif Plaza, Jinnah Avenue, Blue Area, Islamabad, Telephone No. +9251-111-222-000 and Facsimile No. +9251-2272841.

F. Shares through the CDC

- (i) The Purchase Agent, KASB Securities Limited, is not a TREC holder of Islamabad Stock Exchange. They have appointed Zahid Latif Khan Securities (Pvt) Limited, TREC holder of Islamabad Stock Exchange as Broker for the buyback of shares, whose address is 412, 4th Floor, ISE Towers, 55-B, Jinnah Avenue, Islamabad, Pakistan, Telephone No. +9251-2894401-3 and Facsimile No. +9251-2894404.
- (ii) Zahid Latif Khan Securities (Pvt) Limited will purchase the shares through the ISE Computerized Trading System (“ICTS”).

5. Payment to sellers through KATS, LATS and ICTS will be made as per Clearing House Schedule of the Karachi Stock Exchange Limited, the Lahore Stock Exchange Limited and Islamabad Stock Exchange Limited respectively, and to the other shareholders within three weeks of the date of issuance of the receipt.

For and on behalf of
Unilever Pakistan Limited

Karachi
Dated: 1 May 2013

Amar Naseer
Company Secretary