



Unilever

UNILEVER PAKISTAN LIMITED

AVARI PLAZA, FATIMA JINNAH ROAD, KARACHI - 75530

Notice of Annual General Meeting

Notice is hereby given that the 71st Annual General Meeting of Unilever Pakistan Limited will be held through video Conferencing Facility via Zoom software, on Tuesday, April 14, 2020, at 10:30 a.m. to transact the following business:

Ordinary Business

- To receive, consider and adopt the Company's Financial Statements for the year ended December 31, 2019, together with the Reports of the Auditors and Directors thereon.
- To approve and declare dividend (2019) on the Ordinary Shares of the Company. The Directors have recommended a final cash dividend of 2,127.44% (i.e. Rs.1,063.72 per share) on the Ordinary Shares. Together with the Interim Dividend of 632% (i.e. Rs. 316.00 per ordinary share), already paid, the total dividend for 2019 will thus amount to 2,759.44% (i.e. Rs. 1,379.72 per Ordinary Share).
- To appoint Auditors for the ensuing year, and to fix their remuneration. Messrs KPMG Taseer Hadi & Co., Chartered Accountants, retire and being eligible have offered themselves for re-appointment.
- To elect Directors of the Company for a three-year term. The Board of Directors in the meeting held on February 27, 2020, fixed the number of Directors at four (04). The term of the office of the following four (04) Directors will expire on April 18, 2020.

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| 1. Mr. Amir R. Paracha | 2. Mr. Aly Yusuf |
| 3. Ms. Asima Haq | 4. Mr. Aman Ghanchi |

Special Business

- To consider & approve transmission of annual audited financial statements, auditor's report and directors' report etc. ("Annual Audited Accounts") to members through electronic & digital means CD/DVD/USB or other permissible compatible medium at their registered or notified address as allowed by the Securities and Exchange Commission of Pakistan under SRO 470(I) 2016 dated 31 May 2016 and if thought fit to pass the following resolution as ordinary resolution.
RESOLVED THAT under and pursuant to S.R.O. No. 470 (I)/2016 dated 31 May 2016 issued by the Securities and Exchange Commission of Pakistan the transmission of annual audited financial statements, auditor's report and directors' report etc. ("Annual Audited Accounts") to members at their registered or notified address in soft form by way of email / electronic & digital means or by way of CD/DVD/USB or other permissible compatible medium instead of transmitting the Annual Audited Accounts in hard copies, be and is hereby approved.

Karachi
March 20, 2020

By Order of the Board
Aman Ghanchi
Director & Company Secretary

Notes:

- Share Transfer Books will be closed from April 08, 2020 to April 14, 2020 (both days inclusive) when no transfer of shares will be accepted for registration. Transfers in good order, received at the office of Company's Share Registrar M/s Central Depository Company Share Registrar Services Limited, CDC House, 99-B, Block "B", S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 by the close of the business on April 07, 2020 will be treated in time for the purpose of payment of Final Dividend to the transferees & for ascertaining the entitlement of shareholders for the purpose of attending the Annual General Meeting.
- All Members/Shareholders (whether holding Preference or Ordinary Shares) are entitled to attend and vote at the meeting. A Member may appoint a proxy who need not be a Member of the Company Pakistan
- For Appointing Proxies:**
 - The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. Valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form and be email to Co-Sec.Pakistan@unilever.com along with Cell No. and Email address.
 - In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature and attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.
 - Duly completed instrument of proxy, and the other authority under which it is signed, or a notarially certified copy thereof, must be sent on email to Co-Sec.Pakistan@unilever.com at least 48 hours before the time of the Meeting.
- For Attending the Meeting:**

The shareholders who want to participate in the 71st AGM via Zoom software should provide below required information at our email address: Co-Sec.Pakistan@unilever.com or WhatsApp number 0321-8200864 before the AGM i.e latest by 6pm on 12th April 2020

Folio No.	Name	CNIC No.	Cell No.	Email Address
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- Election of Director:**

The number of Directors to be elected at the Annual General Meeting has been fixed by the Board of Directors, same as previous, at Four (4) at its meeting held on February 27, 2020. Any person who seeks to contest the election to the office of directors, whether he is retiring director or otherwise, shall file the following documents with the Company Secretary, on email to Co-Sec.Pakistan@unilever.com not later than 14 days before the date of the Meeting:

 - Notice of intention to offer him / herself for the election to the office of director in terms of Section 159(3) of the Companies Act 2017 ("Act");
 - Consent on Form 28 prescribed under the Companies Act, 2017;
 - A detail profile along with office address;
 - Declaration that he/she is eligible to become a director of the Company in terms of Section 153 of the Act;
 - Attested Copy of Valid CNIC & NTN.
- The Individual Members who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar, M/s Central Depository Company Share Registrar Services Limited, CDC House, 99-B, Block "B", S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400. The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of CNIC / NTN details. Further, mentioning of CNIC number in the Annual Return "Form A" is also an obligatory requirement, which is required to be filed with SECP.
- The Government of Pakistan through Finance Act, 2014 has made certain amendments in Section 150 of the Income Tax Ordinance 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the Companies. Now these rates as per the Finance Act 2019 are as under:
 - For Filers of Income Tax Return 15%
 - For Non-Filers of Income Tax Return 30%

To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 30% all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the start of book closure date i.e. April 08, 2020, otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

(ii) For any query/problem/information, the investor may contact the Share Registrar: The Manager, M/s Central Depository Company Share Registrar Services Limited, telephone number: 0800 - 23275 (Toll Free), e-mail address: info@cdcpak.com and / or the Company: Mr. Hussain Ahmed, telephone number: +92- 21-35681008 e-mail address: corporate.secretarial@unilever.com.

(iii) The corporate shareholders should send a copy of their NTN certificate to the Company or its Share Registrar, M/s Central Depository Company Share Registrar Services Limited, if it has not yet been provided. The Shareholders while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective folio numbers.

According to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal Shareholder as well as Joint Holder(s) based on their shareholding proportions, in case of joint holding / joint account. In this regard, all shareholders who hold shares with joint shareholders, are requested to provide shareholding proportions of Principal Shareholder and Joint-Holder(s) in respect of shares held by them, to Company's Share Registrar, M/s Central Depository Company Share Registrar Services Limited, CDC House, 99-B, Block "B", S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, in writing, otherwise it will be assumed that the shares are equally held by Principal Shareholder and Joint Holder(s).

- According to the SECP circular No. 8(4) SM/CDC 2008 of April 05, 2013, Shareholders are entitled to receive their cash dividend directly in their bank accounts instead of receiving the dividend warrants physically. Shareholders having physical holding and desiring to avail this option may submit the prescribed Dividend Mandate Form, to the Company's Share Registrar. The dividend mandate form is attached in the Annual Report and is also available on Company's website.
- Any change of address of Members should be immediately notified to the Company's Share Registrars, M/s Central Depository Company Share Registrar Services Limited, CDC House, 99-B, Block "B", S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400.