



UNILEVER PAKISTAN LIMITED

Avari Plaza, Fatima Jinnah Road, Karachi – 75530

Tel: 35660062

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of Unilever Pakistan Limited will be held on Friday, the 26th day of April 2013 at 10.00 a.m., at Pearl Continental Hotel, Club Road, Karachi, to seek the approval of the Members of the Company to the de-listing of the shares of the Company from all three Stock Exchanges in Pakistan and the revocation of the CDS Eligibility of the shares of the Company, and for this purpose it is proposed that the following resolution be considered and passed as a Special Resolution, namely:

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.

Karachi
April 03, 2013

Amar Naseer
Company Secretary

Notes:

1. Share Transfer Books will be closed from April 20, 2013 to April 26, 2013 (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, Famco Associates (Private) Limited, 1st Floor, State Life Building No. 1-A, I.I. Chundrigar Road, Karachi-74000 by the close of business on April 19, 2013 will be treated in time for the purpose of transfer of shares to the transferees.
2. 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.
3. Duly completed instrument of proxy, and the other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company Secretary at the Company's Registered Office (1st floor, Avari Plaza, Fatima Jinnah Road, Karachi) at least 48 hours before the time of the meeting.
4. Any change of address of Members should be immediately notified to the Company's Share Registrars, Famco Associates (Private) Limited, 1st Floor, State Life Building No. 1-A, I.I. Chundrigar Road, Karachi-74000.

CDC Account Holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

- A. For Attending the Meeting:
 - (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original valid Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
 - (ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

- B. For Appointing Proxies:
 - (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
 - (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - (iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - (iv) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
 - (v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.
 - (vi) A Proxy form is being separately sent to the members, alongwith a copy of notice of Extraordinary General Meeting.

Statement under section 160(1)(b) of the Companies Ordinance 1984

On 27 November 2012, Unilever Overseas Holdings Limited ("UOHL"), the principal shareholder of the Company, informed the Company of its intention to acquire 3,312,452 ordinary shares of Rs. 50 each in the issued share capital of the Company held by the other shareholders of the Company at a purchase price of Rs. 9,700 per share and to seek the de-listing of the shares of the Company from the Stock Exchanges in Pakistan and the revocation of the CDS Eligibility of the shares of the Company. UOHL also informed the Company that KASB Securities Limited had been appointed as the Purchase Agent for UOHL.

According to UOHL, the share buy-back and the consequent de-listing of the Company is in line with Unilever Plc's strategy for the Company, which is to maximise Unilever's shareholding to as close to 100% in the Company.

Following receipt of the above intimation and after consideration of the same by the Board of Directors of the Company, the Company applied to the Karachi Stock Exchange Limited, the Lahore Stock Exchange Limited and the Islamabad Stock Exchange Limited for the de-listing of the shares of the Company from the Karachi, Lahore and Islamabad Stock Exchanges, respectively, in accordance with the voluntary de-listing provisions of the Listing Regulations of those Stock Exchanges.

The Stock Exchanges have, after negotiations with UOHL, fixed the price for the purchase by UOHL of the remaining 3,312,452 ordinary shares of Rs. 50 each at Rs. 15,000/- per share which price has been accepted by UOHL. UOHL has also accepted the threshold of

199,400 ordinary shares of Rs.50/- each of the Company determined by the Stock Exchanges.

Once the Members have approved the proposed special resolution for the de-listing of the shares of the Company, UOHL will make a formal offer to the Members of the Company to acquire the remaining 3,312,452 ordinary shares of Rs. 50 each at a purchase price of Rs. 15,000 per share. In accordance with the voluntary de-Listing provisions of the Listing Regulations this offer will remain open for a period of 60 days from a date to be notified. Thereafter, if UOHL acquires at least 199,400 ordinary shares out of the remaining ordinary shares held by shareholders other than UOHL, the shares of the Company will be de-listed from the Stock Exchanges.

The Directors of the Company as holders of shares in the capital of the Company are interested in terms of the proposed de-listing. The effect of the proposed de-listing on the interests of these Directors does not differ from its effect on the like interests of other Members. Subject to the above, none of the Directors and/or persons connected to the Directors has any interest, direct or indirect, in the proposed purchase of shares by UOHL or the proposed de-listing of the shares of the Company.

In the circumstances mentioned above, the Directors of the Company have recommended the de-listing of the shares of the Company from the Stock Exchanges in Pakistan and the revocation of the CDS Eligibility of the shares of the Company. For this purpose the Board of Directors have proposed that the resolution set forth in the notice convening the Extraordinary General Meeting of the Company be passed as and by way of a Special Resolution.

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