

TABLE OF CONTENTS

Chapter

1	INTERPRETATION
2	REGISTERED OFFICE
3	SEAL
4	DIRECTORS
5	BORROWING POWERS OF DIRECTORS
6	MEETINGS OF DIRECTORS
7	REMUNERATION OF DIRECTORS
8	SUBMISSION OF CONTRACTS TO SHAREHOLDERS
9	FOR THE PROTECTION OF DIRECTORS AND OFFICERS
10	INDEMNITIES TO / INSURANCE FOR DIRECTORS AND OFFICERS
11	ALTERNATIVE DIRECTORS
12	OFFICERS
13	SHAREHOLDERS' MEETINGS
14	SHARES
15	TRANSFER OF SHARES AND DEBENTURES
16	DIVIDENDS
17	VOTING IN OTHER COMPANIES
18	INFORMATION AVAILABLE TO SHAREHOLDERS
19	NOTICES
20	CHEQUES, DRAFTS AND NOTES
21	EXECUTION OF INSTRUMENTS
22	SIGNATURES
23	FINANCIAL YEAR
24	MAKING, AMENDING AND REPEALING BY-LAWS
25	WINDING UP
26	AUDIT COMMITTEE

BY-LAW NO.1

A by-law relating generally to the conduct of the affairs of

UNILEVER CARIBBEAN LIMITED

BE IT ENACTED as the general by-law of UNILEVER CARIBBEAN LIMITED (hereinafter called the "Company") as follows:

1. INTERPRETATION

1.1 In this by-law and all other by-laws of the Company, unless the context otherwise requires:

- (a) "Act" means the Companies Act, 1995 as from time to time amended and every statute substituted therefore and, in the case of such substitution, any references in the by-laws of the Company to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) "Regulations" means any regulations made under the Act, and every regulation substituted therefore and, in the case of such substitution, any references in the by-laws of the Company to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;
- (c) "by-laws" means any by-law or by-laws of the Company from time to time in force;
- (d) "Clearing Agency" shall have the same meaning as a clearing agency defined in accordance with section 3(1) of the Securities Industry Act, 1995;
- (e) "Clearing Agency Agreement" means any agreement from time to time in force between the Company and a Clearing Agency;
- (f) "Service Rules" means such service rules as are adopted by a Clearing Agency from time to time regulating inter alia, depository services agreed to be rendered by a Clearing Agency with respect to the deposit of shares beneficially held by persons in companies listed with any Self-Regulatory Organisation in Trinidad and Tobago;
- (g) "Self-Regulatory Organisation" shall have the same meaning as a self-regulatory organisation defined in accordance with section 3(1) of the Securities Industry Act, 1995;
- (h) "SIA" means the Securities Industry Act, 1995 of the laws of the Republic of Trinidad and Tobago;
- (i) all terms contained in the by-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;
- (j) the singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; the word "person" includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word "individual" means a natural person; and
- (k) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

2. REGISTERED OFFICE

2.1 The registered office of the Company shall be in Trinidad and Tobago at such address as the directors may fix from time to time by resolution.

3. SEAL

3.1 The common seal of the Company shall be such as the directors may by resolution from time to time adopt.

3.2 The directors may adopt an official seal for use in any country other than Trinidad and Tobago, which shall be a facsimile of the common seal of the Company with the addition on its face of the name of every country, district or place where it is to be used.

3.3 The directors shall provide for the safe custody of the common seal and the official seal (if any), which shall only be used in accordance with this paragraph and paragraph 21.

4. DIRECTORS

4.1 Number and Powers

The number of directors, or the minimum and maximum number of directors, of the Company is set out in the articles of the Company. The directors shall manage the business and affairs of the Company and may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by the Act, the articles, the by-laws, any special resolution of the Company or by statute expressly directed or required to be done in some other manner.

4.2 Duties

Every director and officer of the Company in exercising his powers and discharging his duties shall:

- (a) act honestly and in good faith with a view to the best interest of the Company;
and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every director and officer of the Company shall comply with the Act, the Regulations and the Company's articles and by-laws.

4.3 Election and Appointment

4.3.1 Directors shall be elected by the shareholders by ordinary resolution at a meeting of the shareholders called for that purpose or at any annual meeting at which an election of directors is required.

4.3.2 Subject to Section 77 of the Act the directors shall have power at any time to appoint any person as a director to fill a casual vacancy, or as an addition to the Board, but so that the total number of directors shall not at any time exceed the maximum number fixed. But any directors so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

4.4 Term of office

4.4.1 The directors of the Company shall be elected and shall retire in rotation and at the first meeting of shareholders for the election of directors one third of the directors then in office shall be elected to hold office until the third annual meeting of shareholders after such date, one third to hold

office until the second annual meeting, and the remaining one third to hold office until the next annual meeting after such date and thereafter at each annual meeting directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office until the third annual meeting after his election.

4.4.2 Subject to 4.4.1 a director who is also employed by the Company as an officer shall cease to be a director if for any reason he ceases to be an officer but may thereafter be eligible to be appointed a director under 4.3.

4.4.3 Any director shall cease to be a director:-

- (a) if he becomes bankrupt, having been adjudged or otherwise declared bankrupt under any law in force in Trinidad and Tobago or elsewhere;
- (b) if he is found to be mentally ill, within the meaning of The Mental Health Act, or by any foreign court;
- (c) if by notice in writing to the Company he resigns his office and any such resignation shall be effective at the time it is sent to the Company or at the time specified in the notice, whichever is later;
- (d) if an order disqualifying him from being a director is made by the Court under Section 69 of the Act;
- (e) if he absents himself without leave of the directors from meetings of the directors for a period exceeding six months.

4.4.4 The shareholders of the Company may, by ordinary resolution passed at a special meeting of the shareholders, remove any director from office and a vacancy created by the removal of a director may be filled at the meeting of the shareholders at which the director is removed.

4.5 Committee of Directors

The directors may appoint from among their numbers a committee of directors (at least one member of which shall not be an officer of the Company) and subject to Section 84 (2) of the Act may delegate to such committee any of the powers of the directors.

4.6 Qualification

Every director shall be an individual of not less than twenty-five years and not more than seventy years of age and not disqualified under item 4.4.3 unless the shareholders in general meeting approve the appointment as a director of someone who is under twenty-five years or over seventy years of age.

5. BORROWING POWERS OF DIRECTORS

5.1 The directors may from time to time by resolution:

- (a) borrow money upon the credit of the Company;
- (b) issue, reissue, sell or pledge debentures of the Company;
- (c) subject to section 56 of the Act, give a guarantee on behalf of the Company to secure performance of an obligation of any person; and
- (d) mortgage, charge, pledge or otherwise create a security interest in part of the property

owned or subsequently acquired by the Company, to secure any obligation of the Company or any other person provided that where the security interest to be created is on all or a substantial portion of the Company's property then the sanction by ordinary resolution of the Company in general meeting must first be obtained.

5.2 The directors may from time to time by resolution delegate to any officer of the Company all or any of the powers conferred on the directors by paragraph 5.1 hereof to the full extent thereof or such lesser extent as the directors may in any such resolution provide.

5.3 The powers conferred by paragraph 5.1 hereof shall be in supplement of and not in substitution for any powers to borrow money for the purposes of the Company possessed by its directors or officers independently of a borrowing by-law.

6. MEETINGS OF DIRECTORS

6.1 Place of Meeting

Meetings of the directors and of any committee of the directors may be held at such place within Trinidad and Tobago as the directors may from time to time decide, whether or not participation by the directors shall be wholly or in part by telephonic, electronic or other communication facilities, as the directors may determine. Such meetings shall be deemed to be held in Trinidad and Tobago, despite the Chairman or any director participating from outside of Trinidad and Tobago. Meetings of the directors may also be held outside of Trinidad and Tobago provided that all directors consent thereto.

6.2 Notice

A meeting of the directors may be convened at any time by the Chairman or any two directors or the Secretary, when directed or authorized by the Chairman or any two directors. Subject to subsection 81 (1) of the Act the notice of any such meeting need not specify the purpose of or the business to be transacted at the meeting. Notice of the time and place of each meeting of the Board shall be given to each director in accordance with any rules as to the giving of notice set by the Board. A director may in any manner waive notice of a meeting of the directors and attendance of a director at a meeting of the directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.2.1 It shall not be necessary to give notice of a meeting of the directors to a newly elected or appointed director for a meeting held immediately following the election of directors by the shareholders or the appointment to fill a vacancy among the directors.

6.3 Quorum

Three directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors, a quorum may exercise all the powers of the directors. No business shall be transacted at a meeting of directors unless a quorum is present.

6.4 Telephone participation

A director may, if all the directors consent, participate in a meeting of directors or of any committee of the directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at that meeting.

6.5 Voting

Questions arising at any meeting of the directors shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting in addition to his original vote shall have a

second or casting vote.

6.6 Resolution in lieu of meeting

Notwithstanding any of the foregoing provisions of this by-law a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the directors or any committee of the directors and approved by two thirds of the directors is as valid as if it had been passed at a meeting of the directors or any committee of the directors.

6.6.1 All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

6.7 Vacancies

The directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these by-laws as the necessary quorum or minimum number of directors, the directors or director may act for the purpose of summoning a general meeting of the Company, but for no other purpose.

6.8 Chairman

The directors may elect a chairman and deputy chairman of their meetings at the first board meeting following the annual meeting and determine the period for which he holds office; but if no such chairman is elected or re-elected, or if at any meeting neither the chairman nor deputy-chairman is present within five minutes after the time appointed for holding the same, the directors present may choose one of their members to be chairman of the meeting.

7. REMUNERATION OF DIRECTORS

7.1 Subject to paragraph 7.2 the remuneration to be paid to the directors shall be such as the shareholders may from time to time determine in general meeting and such remuneration may be in addition to the salary paid to any officer or employee of the Company who is also a director. The directors may also award separate remuneration to any director who is a member of a sub-committee of directors or required to undertake any special services on the Company's behalf other than the normal work ordinarily required of the director and the confirmation of any such resolution or resolutions by the shareholders shall not be required. Directors shall be paid all travel and other expenses which have been previously agreed or approved by the Board and incurred by them in connection with the conduct of their duties as directors and as members of a sub-committee of directors.

7.2 The shareholders may by ordinary resolution authorise the Board of Directors to fix the remuneration of the directors

8. SUBMISSION OF CONTRACTS OR TRANSACTIONS TO SHAREHOLDERS FOR APPROVAL

8.1 The directors in their discretion may submit any contract, act or transaction for approval ratification or confirmation at any annual meeting of the shareholders or at any special meeting of the shareholders called for the purpose of considering the same and, subject to the provisions of section 93 (1) of the Act, any such contract, act or transaction that is approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Company's articles or any other by-law) shall be as valid and is binding upon the Company and upon all the shareholders as though it had been approved, ratified or confirmed by every shareholder of the Company.

9. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

9.1 No director or officer of the Company shall be liable to the Company for:

- (a) the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity;
- (b) any loss, damage or expense incurred by the Company through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Company shall be placed out or invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited;
- (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Company;
- (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto,

unless the same happens by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the Company or in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

9.2 Nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Act or regulations made thereunder or relieve him from liability for a breach thereof.

9.2.1 The directors for the time being of the Company shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Company, except such as are submitted to and authorised or approved by the directors.

9.2.2. If any director or officer of the Company is employed by or performs services for the Company otherwise than as a director or officer or is a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Company, the fact of his being a shareholder, director or officer of the Company shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration as approved by the Board for such services.

10. INDEMNITIES TO / INSURANCE FOR DIRECTORS AND OFFICERS

10.1 Subject to section 101 of the Act, except in respect of an action by or on behalf of the Company to obtain a judgement in its favour, the Company shall indemnify a director or officer of the Company, a former director or officer of the Company or a person who acts or acted at the Company's request as a director or officer of a body corporate of which the Company is or was a shareholder or creditor, and his personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such company, if-

- (a) he acted honestly and in good faith with a view to the best interests of the Company; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

10.2 The Company is hereby authorised to execute agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law.

10.3 Subject to the limitations contained in the Act, the Company may purchase and maintain liability insurance for the benefit of any person referred to in this paragraph 10 against any liability incurred by him in his capacity as a director or officer of the Company or of another body corporate where he acts or acted in that capacity at the Company's request.

11. ALTERNATIVE DIRECTORS

11.1. A meeting of the shareholders of the Company may, by ordinary resolution, elect a person to act as a director in the alternative to a director of the Company, or may authorise the directors to appoint such alternative directors as are necessary for the proper discharge of the affairs of the Company.

11.2. An alternative director shall have all the rights and powers of the director for whom he is elected or appointed in the alternative, except that he shall not be entitled to vote at any meeting of the directors otherwise than in the absence of that other director.

12. OFFICERS

12.1. Appointment: The directors shall as often as may be required appoint a Secretary and, if deemed advisable, may as often as may be required appoint any or all of the following officers: a Chairman, a Deputy Chairman, a Managing Director or one or more Assistant Secretaries. A director may be appointed to any office of the Company. The directors may from time to time appoint such other officers and agents as they deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the directors. The directors may also by resolution in writing delegate power to appoint officers to the Managing Director.

12.2. Powers and Duties: All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the directors.

12.3. Delegation: In case of the absence or inability to act of any officer of the Company except a Managing Director or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director.

12.4. Chairman: The Chairman shall, when present, preside at all meetings of the directors, any committee of the directors, (except the Audit Committee) and of the shareholders.

12.5. Deputy Chairman: If the Chairman is absent or is unable or refuses to act, the Deputy Chairman (if any) shall, when present, preside at all meetings of the directors, any committee of the directors, and of the shareholders.

12.6. Managing Director: A Managing Director shall exercise such powers and have such authority as may be delegated to him by the directors in accordance with the provisions of section 84 of the Act.

12.7. Secretary: The Secretary shall give or cause to be given notices for all meetings of the directors, any committee of the directors and the shareholders when directed to do so and shall have charge of the minute books and seal of the Company and, subject to the provisions of paragraph 15.1 hereof, of the records (other than accounting records) referred to in section 177 of the Act.

12.8. Assistant Secretary: The Assistant Secretary, or if more than one, the Assistant Secretaries, in order of seniority, shall perform all the duties of the Secretary, in the event of the Secretary's absence or inability or refusal to act, as the case may be.

12.9. Vacancies: If the office of any officer of the Company becomes vacant by reason of death, resignation, disqualification or otherwise, the directors by resolution shall, in the case of the Secretary, and may, in the case of any other office, appoint a person to fill such vacancy.

13. SHAREHOLDERS' MEETINGS

13.1. Annual Meeting:

Subject to the provisions of Section 109 of the Act, the annual meeting of the shareholders shall be held on such day in each year at such time and at any place within Trinidad and Tobago, whether or not participation by the shareholders shall be wholly or in part by telephonic, electronic or other communication facilities pursuant to By-Law 13.12, as the directors may by resolution determine. Such meeting shall be deemed to be held in Trinidad and Tobago, despite the Chairman or any shareholder or director participating from outside of Trinidad and Tobago.

13.2. Special Meetings

Special meetings of the shareholders may be convened by the directors at any date and time and at any place within Trinidad and Tobago, whether or not participation by the shareholders shall be wholly or in part by telephonic, electronic or other communication facilities pursuant to By-Law 13.12, as the directors may by resolution determine. Such meetings shall be deemed to be held in Trinidad and Tobago, despite the Chairman or any shareholder or director participating from outside of Trinidad and Tobago.

13.2.1 The directors shall, on the requisition of the holders of not less than five percent of the issued shares of the Company that carry a right to vote at the meeting requisitioned, forthwith convene a meeting of shareholders, and in the case of such requisition the following provisions shall have effect:

- (a) the requisition must state the purposes of the meeting and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more of the requisitionists;
- (b) if the directors do not, within twenty-one days from the date of the requisition being so deposited, proceed to convene a meeting, the requisitionists or any of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit;
- (c) unless subsection (3) of section 133 of the Act applies, the directors shall be deemed not to have duly convened the meeting if they do not give such notice as is required by the Act within fourteen (14) days from the deposit of the requisition;
- (d) any meeting convened under this paragraph by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to the by-laws and Divisions 5 and 6 of Part III of the Act;
- (e) a requisition by joint holders of shares must be signed by all such holders

13.3. Notice:

A printed, written or type-written notice stating the day, hour and place of meeting shall be given by serving such notice on each shareholder entitled to vote at such meeting, on each director and on the auditor of the Company in the manner specified in paragraph 19.1 hereof, not less than (10) days, or in the case of an annual meeting or a meeting to pass a special resolution, not less than twenty-one (21) days (in each case exclusive of the day on which the notice is delivered or sent and of the day for which notice is given) and in any case not more than fifty (50) days before the date of the meeting. A notice of a meeting at which special business is to be transacted shall state:

- (a) the nature of that business in sufficient detail to permit the shareholder to form a reasoned judgement thereon, and

- (b) the text of any special resolution to be submitted to the meeting.

13.4. Record Dates:

Subject to section 110(2) of the Act and the provisions, if any, of The Securities Industry Act, 1995, the directors may fix in advance a date as the record date for the determination of shareholders entitled to receive notice of a meeting of shareholders, but such record date shall not precede by more than 60 days or by less than 14 days the date on which the meeting is to be held. If no record date is fixed, the record date for the determination of the shareholders entitled to receive notice of a meeting of the shareholders shall be:

- (a) at the close of business on the day immediately preceding the day on which the notice is given; or
- (b) if no notice is given, the day on which the meeting is held

13.5. Waiver of Notice:

A shareholder the duly appointed proxy of a shareholder and any other person entitled to attend a meeting of shareholders may in any manner waive notice of a meeting of shareholders or the time for the giving of any such notice or any irregularity in any such meeting, which waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of any such person at a meeting of shareholders shall constitute a waiver of notice of the meeting except where such person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

13.6. Omission of Notice:

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any shareholder, director or the auditor of the Company shall not invalidate any resolution passed or any proceedings taken at any meeting of the shareholders.

13.7. Votes:

- 13.7.1 Every question submitted to any meeting of shareholders shall be decided in the first instance by a show of hands unless a shareholder or proxy holder entitled to vote at the meetings has demanded a ballot either before or after any vote by show of hands and in the case of an equality of votes, the Chairman shall both on a show of hands and on a poll, have a casting vote in addition to the vote or votes to which he may be entitled as a member.
- 13.7.2 In the case of a Shareholders' meeting in which participation is by way of telephonic, electronic or other communication facilities, a resolution put to the vote of the meeting shall be voted upon by a count of votes received in the form of electronic records, and subject to any rights or restrictions for the time being lawfully attached to any class of shares and subject to these By-laws, every Shareholder present in person and every person holding a valid proxy at such meeting shall be entitled to one vote and shall cast such vote by communicating their vote in the form of an electronic record.
- 13.7.3 Upon a ballot being demanded, every shareholder, proxy holder, or individual authorised to represent a shareholder which is a corporate entity, subject to any rights or restrictions for the time being lawfully attached to any class of shares, every person present at such meeting and entitled to vote shall have one vote for each share of which such person is the holder or for which such person holds a proxy and such vote shall be counted by ballot and/or by some other electronic means of

counting votes and the result of such ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.

- 13.7.4 Where a vote is taken by ballot, each person physically present and entitled to vote shall be furnished with a ballot paper (and, in the case of participation via telephonic, electronic or other communication facilities as determined by the Company, participation in such a meeting at which votes are to be received in the form of electronic records, persons present at that meeting shall be furnished with the means of recording their vote electronically on which such person shall record his vote in such manner as shall be determined at the meeting having regard to the nature of the question on which the vote is taken, and each ballot paper or electronic record as the case may be, shall be signed or initialled or electronically authenticated or otherwise marked (whether electronically or otherwise) so as to identify the voter and the registered holder in the case of a proxy.
- 13.7.5 At any meeting unless a ballot is demanded, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- 13.7.6 When the Chairman or the Deputy Chairman is absent, the persons who are present and entitled to vote shall choose another director as chairman of the meeting, but if no director is present or all the directors present decline to take the chair, the persons who are present and entitled to vote shall choose one of their number to be chairman.
- 13.7.7 A ballot, either before or after any vote by a show of hands or (in case the case of participation by way of telephonic, electronic or other communication) in the form of an electronic record, but before the declaration of the Chairman under item 13.7.5, may be demanded by a shareholder or proxyholder entitled to vote at the meeting. If at any meeting a ballot is demanded on the election of a Chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a ballot is demanded on any other question or as to the election of directors, the vote shall be taken by ballot or electronic record in such manner and either at once, later in the meeting or after adjournment as the Chairman of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.
- 13.7.5 If two or more persons hold shares jointly, one of those holders present at a meeting of shareholders may, in the absence of the other, vote the shares, but if two or more of those persons who are present, in person or by proxy vote, they must vote together as one on the shares jointly held by them or not at all.
- 13.8. Proxies:
- Votes at meetings of shareholders may be cast either personally or by proxy or, in the case of a shareholder who is a body corporate or association, by an individual authorised by a resolution of the directors or governing body of that body corporate or association to represent it at meetings of shareholders of the Company or in the case of a Clearing Agency in accordance with the Service Rules for such individual to represent that Clearing Agency at that meeting of the shareholders of the Company with respect to the number of shares specified in such request and if more than one such request is made in respect of different individuals with respect to different shares, each such individual will be entitled to represent that Clearing Agency with respect to shares specified in the applicable request.
- 13.8.1 A proxy shall be executed by the shareholder or his attorney authorised in writing and a request for the appointment of an agent by a Clearing Agency shall be in writing in accordance with the Service Rules and such proxy or request is valid only at the meeting in respect of which it is given or any adjournment thereof.
- 13.8.2 A person appointed by proxy need not be a shareholder.

13.8.3 Every shareholder including a shareholder that is a body corporate, entitled to vote at a meeting of shareholders may by means of a proxy appoint a proxy holder or proxy holders or one or more alternate proxy holders, who need not be a shareholder, to attend and act at the meeting in the manner and to the extent authorised by the proxy and with the authority conferred by the proxy. The directors may in the notice of a meeting specify a time (not exceeding 48 hours preceding the meeting or adjourned date of a meeting and for this purpose excluding Saturdays, Sundays and public holidays) before which proxies to be used at such meeting shall be deposited with the Company or its named agent.

13.8.4 Subject to the provisions of Part V of the Regulations and the provisions of the Securities Industry Act, 1995, a proxy may be in the following form:

The undersigned shareholder of Unilever Caribbean Limited hereby appoints
of _____, or failing him,
of _____ as the nominee of the undersigned to
attend and act for the undersigned and on behalf of the undersigned at the
meeting of the shareholders of the said Company to be held on the _____ day of _____
at any adjournment or adjournments thereof in the same manner, to the same extent
and with the same powers as if the undersigned were present at the said meeting or such
adjournment or adjournments thereof.

DATED this _____ day of _____

Signature of Shareholder

13.9. Adjournment

The Chairman of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment other than by announcement at such meeting need be given to the shareholder unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more in which case the notice of the adjourned meeting shall be given as for an original meeting, but unless the meeting is adjourned by one or more adjournments for an aggregate of more than 90 days sub-section (1) of Section 143 of the Act with respect to sending of forms of proxy shall not apply. Any business that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same may be brought before or dealt with at any adjourned meeting for which no notice is required.

13.10. Quorum

Subject to the Act a quorum for the transaction of business at any meeting of the shareholders shall be such number of members present in person or by way of telephonic, electronic or other communication, which will be the same as being present in person, being not less than ten or such lesser number (not being less than two) who represent together at least ten percent (10%) of the issued shares of the Company each being either a shareholder entitled to vote thereat, or a duly appointed proxy holder or representative of a shareholder so entitled or an agent of a Clearing Agency so entitled. If a quorum is present at the opening of any meeting of the shareholders, the shareholders present or represented may proceed with the business of the meeting. If a quorum is not present within 30 minutes of the time fixed for a meeting of shareholders the meeting stands adjourned to such date, time and place as the directors may determine within twenty-eight days of the adjourned meeting. Notice of the adjourned meeting must be given by way of an advertisement published in two daily newspapers.

13.11 Securities Held by a Clearing Agency

13.11.1 Where any of the Company's shares or other securities are at any time registered in the name of a Clearing Agency as defined in section 3(1) of the Securities Industry Act, 1995 ("the SIA"), and the

company proposes to fix a record date in respect of its securities for any purpose authorised by sub-section (1) of Section 114 of the SIA, and gives the Clearing Agency the notice or demand prescribed under sub-sections (1), (3) or (9) of Section 114 of the SIA, then on receipt from the Clearing Agency or a participant of such Clearing Agency of a list or updated list of participants, or as the case may be, of beneficial owners of such securities pursuant to such Section 114 of the SIA, the Company shall presume conclusively that the participants, or as the case may be, the beneficial owners named in such list as the holders of such securities are the shareholders of the Company in respect of such share (or as the case may be the holders of such other securities) set out in such list for such purpose in place and instead of the Clearing Agency and shall give notice to, pay dividends or interest to, and otherwise treat such persons as the holders of such share or other securities of the Company for such purpose.

13.11.2 Where any request in writing is received from a Clearing Agency authorising a person named in such request as the beneficial owner of shares of the Company or any participant on behalf of such beneficial owner to examine the records of the Company referred to in Section 177 of the Act and to take extracts therefrom free of charge or do any other act on behalf of the Clearing Agency as shareholder of the Company (other than in connection with a list referred to in paragraph (1) above), the Secretary of the Company shall allow such persons to do so as an agent of a shareholder as provided for in Section 190(1) and (2) of the Act or other relevant provision of the Act and in accordance with a Clearing Agency Agreement.

13.12 Electronic Participation

13.12.1 Shareholders may participate in any meeting of shareholders by such telephonic, electronic or other communication facilities or means as permit all persons participating in the meeting to hear each other and communicate with each other, and participation in such a meeting shall constitute presence in person at such meeting.

13.12.2 The directors may participate in any meeting of shareholders by such telephonic, electronic or other communication facilities or means as permit all persons participating in the meeting to hear each other and communicate with each other, and participation in such a meeting shall constitute presence in person at such meeting.

13.12.3 The directors may invite the Company Secretary, Auditors, Attorneys and any experts that the directors deem necessary, to participate in any meeting of shareholders by such telephonic, electronic or other communication facilities or means as permit all persons participating in the meeting to hear each other and communicate with each other, and participation in such a meeting shall constitute presence in person at such meeting.

13.12.4 The directors shall be authorized to establish any other procedures they deem necessary for the proper conduct of the meeting.

14. SHARES

14.1. No Recognition of Trust:

Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share

or any interest in any fractional part of a share or (except only as by these by-laws or by law otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

14.2. Allotment and Issuance

Following the first allotment and issue of shares in the capital of the Company any further shares shall be offered to the registered holders of shares in proportion to the existing shares for the time being registered in their respective names and such offer (unless the consent of the Company in general meeting shall be obtained by ordinary resolution to the waiver thereof) shall be made by written notice specifying the number of shares to which each shareholder is entitled and specifying a reasonable time after which the offer, if not accepted, will be deemed to have been declined and after the expiration of such time or on receipt of a written intimation from the shareholder to whom such notice is given that he declines to accept the shares offered to him, the directors may dispose of the same in such manner as they think most beneficial to the company, subject to the requirements of the Act.

14.3. Certificates

Share certificates and debenture certificates shall be in such form as the directors may by resolution approve and such certificates shall be signed manually, or by means of such electronic or other means of reproduction as is approved by the directors, by at least one director or officer of the Company or by or on behalf of a Registrar, transfer agent or branch transfer agent of the Company or by a trustee who certifies it in accordance with a debenture trust deed and any additional signatures required may be printed or otherwise mechanically reproduced thereon.

14.4. Defaced Lost or Destroyed Certificates

The directors or any agent designated by the directors may in their or his discretion direct the issuance of a new share or other such certificate in lieu of and upon cancellation of a certificate that has been mutilated or defaced or in substitution for a certificate claimed to have been lost, destroyed or wrongfully taken, and on such terms as to indemnity, and evidence of loss and title as the directors may from time to time prescribe, whether generally or in any particular case.

14.5. Agent

The directors may from time to time by resolution appoint or remove an agent to maintain a central securities register and branch securities register for the Company

14.6. Conversion of Shares Into Stock

The Company by resolution in general meeting, may convert any paid up shares into stock and may convert any stock into paid up shares. When any shares have been converted into stock, the several holders of such stock may, thenceforth, transfer their respective interests therein, or any part of such interests, in the same manner and subject to the same regulations as and subject to which fully paid up shares in the Company's capital may be transferred, or as near thereto as circumstances will admit. But the directors may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a stock unit shall not be dealt with, but with power, nevertheless, at their discretion to waive such rules in any particular case.

14.6.1 The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company, and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages, except the participation in profits of the Company, or in the assets of the Company on a winding up, shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privileges or advantages. No such conversion shall affect or prejudice

any preference or other special privilege attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares.

15. TRANSFER OF SHARES AND DEBENTURES

15.1 Transfer:

Subject to the Articles the shares or debentures of the Company may be transferred by a written instrument of transfer in such form as the directors may from time to time approve, signed by the transferor and naming the transferee.

15.2 Registers:

Registers of shares and debentures issued by the Company shall be kept at the registered office of the Company or at such other place in Trinidad and Tobago as may from time to time be designated by resolution of the directors.

15.3 Surrender of Certificates:

Subject to the Act, no transfer of shares or debentures shall be registered unless or until the certificate representing the shares or debentures to be transferred has been surrendered for cancellation.

16. DIVIDENDS

16.1 The directors may from time to time by resolution declare and the Company may pay dividends on the issued and outstanding shares in the capital of the Company subject to the provisions (if any) of the articles and sections 54 and 55 of the Act.

16.1.1 In case several persons are registered as the joint holders of any shares, anyone of such persons may give effectual receipts for all dividends and payments on account of dividends.

16.1.2 A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

16.1.3 The Company may pay a dividend by issuing fully paid shares of the Company and subject to Section 55 of the Act, the Company may pay a dividend in money or property.

17. VOTING IN OTHER COMPANIES

17.1. All shares or debentures carrying voting rights in any other body corporate that are held from time to time by the Company may be voted at any and all meetings of shareholders or debenture holders (as the case may be) of such other body corporate and in such manner and by such person or persons as the directors of the Company shall from time to time determine. The duly authorised officers of the Company may for and on behalf of the Company from time to time:

(a) execute and deliver proxies; and

(b) arrange for the issuance of voting certificates or other evidence of the right to vote

in such names as they may determine without the necessity of a resolution or other action by the directors.

18. INFORMATION AVAILABLE TO SHAREHOLDERS

18.1. Except as provided by the Act, no shareholder shall be entitled to any information respecting any details or conduct of the Company's business which, in the opinion of the directors, it would be inexpedient in the interests of the Company to communicate to the public

18.2. The directors may from time to time, subject to rights conferred by the Act, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and accounting records of the Company or any of them shall be open to the inspection of shareholders and no shareholder shall have any right to inspect any document or book or register or accounting record of the Company except as conferred by statute or authorised by the directors.

19. NOTICES

19.1. Method of giving notice

Any notice or other document required by the Act, the Regulations, the articles or the by-laws to be sent to any shareholder, debenture holder, director or auditor may be delivered personally or sent by prepaid post or cable or telex or telefax or electronic mailing address to:

- (a) a shareholder or debenture-holder at his latest address as shown in the records of the Company or its transfer agent;
- (b) a director at his latest address as shown in the records of the Company or in the latest notice filed under Section 71 or 79 of the Act; and
- (c) to the auditor at his business address.

With respect to every notice or other document sent by prepaid mail it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed and put into a post office or into a post office letter box.

19.2. Waiver of notice

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

19.3. Undelivered notices

If a notice or document is sent to a shareholder by prepaid post in accordance with this paragraph and the notice or document is returned on three consecutive occasions because the shareholder cannot be found, it shall not be necessary to send any further notices or documents to the shareholder until he informs the Company in writing of his new address.

19.4. Shares and debentures registered in more than one name

All notices or other documents with respect to any shares or debentures registered in more than one name shall be given to whichever of such persons is named first in the records of the Company and any notice or other document so given shall be sufficient notice or delivery to all the holders of such shares or debentures.

19.5. Persons becoming entitled by operation of law

Subject to the provisions of the Act, every person who by operation of law, transfer or by any other means whatsoever becomes entitled to any share is bound by every notice or other document in respect of such share that, previous to his name and address being entered in the records of the Company is duly given to the person from whom he derives his title to such share.

19.6. Deceased Shareholders

Subject to Section 22 of the Act, any notice or other document delivered or sent by prepaid mail, cable or telex or telefax or left at the address of any shareholder as the same appears in the records of the Company shall, notwithstanding that such shareholder is deceased, and whether or not the Company has notice of his death, be deemed to have been duly served in respect of the shares held by him (whether held solely or with any other person) until some other person is

entered in his stead in the records of the Company as the holder or one of the holders thereof and such service shall for all purposes be deemed a sufficient service of such notice or document on his personal representatives and on all persons, if any, interested with him in such shares.

19.7. Signatures to notices

Subject to the Act the signature of any director or officer of the Company to any notice or document to be given by the Company may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

19.8. Computation of time

Where a notice extending over a number of days or other period is required under any provisions of the articles or the by-laws the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period and the day for which the notice is given shall not be counted.

19.9. Proof of service

Where a notice referred to in paragraph 19.1 hereof is delivered personally to the person to whom it is addressed or delivered to his address as mentioned in paragraph 19.1 hereof, service shall be deemed to be at the time of delivery of such notice.

19.9.1. Where such notice is sent by post, service of the notice shall be deemed to be effected forty eight (48) hours after posting if the notice was properly addressed and posted by prepaid mail.

19.9.2. Where the notice is sent by cable telex or telefax or electronic mail, service is deemed to be effected on the date on which the notice is so sent.

19.9.3. A certificate of an officer of the Company in office at the time of the making of the certificate or of any transfer agent of shares of any class of the Company as to facts in relation to the delivery or sending of any notice shall, in the absence of evidence to the contrary, be conclusive evidence of those facts.

20. CHEQUES, DRAFTS AND NOTES

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officers or persons and in such manner as the directors may from time to time designate by resolution.

21. EXECUTION OF INSTRUMENTS

21.1 Where required the common seal of the Company may be affixed to contracts, documents and instruments in writing signed by any two directors or a director and the secretary authorised by the Board for that purpose. In the event that no specific instructions are given in respect of the sealing of a particular document then the document must be signed by any two of the Chairman, Deputy Chairman and the Managing Director or by any person or persons appointed under and in accordance with the terms of a Power of Attorney which has been duly executed by the Company.

21.2 All other contracts, documents or instruments in writing requiring the signature of the Company may be signed by:

(a) the Managing Director or any other director together with the secretary if so authorised by the Board; or

(b) any person or persons appointed under and in accordance with the terms of a Power of Attorney which has been duly executed by the Company.

and all contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorisation or formality.

22. SIGNATURES

22.1 The signature of the Chairman, the Deputy Chairman, the Managing Director, the Secretary or an Assistant Secretary or any director of the Company or of any officer appointed pursuant to paragraph 21 hereof by resolution of the directors may, if specifically authorised by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon any certificate for shares in the Company or contract, document or instrument in writing, bond, debenture or other security of the Company executed or issued by or on behalf of the Company. Any document or instrument in writing on which the signature of any such officer is so reproduced shall be deemed to have been manually signed by such officer or person whose signature is so reproduced and shall be as valid to all intents and purposes as if such document or instrument in writing had been signed manually and notwithstanding that the officer or person whose signature is so reproduced has ceased to hold office at the date on which such document or instrument in writing is delivered or issued.

23. FINANCIAL YEAR

The directors may from time to time by resolution establish the financial year of the Company.

24. MAKING, AMENDING AND REPEALING BY-LAWS

Subject to paragraph 24.1 the directors of the Company may by resolution make, amend or repeal any by-laws for the regulation of the business or affairs of the Company and any such by-law, amendment or repeal thereof is effective from the date of the resolution of the directors, making, amending or repealing the by-law or such other date as may be specified in the resolution.

24.1. Any by-law or amendment or repeal thereof which deals with shares, the allotment and issuance of shares, the making, amending and repeal of by-laws and winding-up must first be approved by the shareholders of the Company in general meeting.

25. WINDING UP

Subject to the provisions of the Act as to preferential payments, the property of a Company shall on its winding up, be applied in satisfaction of its liabilities *pari passu*, and subject to that application, shall, unless the articles of the Company otherwise provide, be distributed among the members according to their rights and interests in the Company.

26. AUDIT COMMITTEE

26.1. The Board shall elect annually from among its members a committee to be known as the Audit Committee to be composed of not less than three directors of the Board, a majority of whom are not officers or employees of the Company or any of its affiliates. The chairman of this committee shall be appointed by the Board and shall be a non-executive director but shall not be the Chairman of the Board. Two members shall constitute a quorum of the Audit Committee provided that the consent of all members of the committee has previously been obtained.

26.2. Any member of the Audit Committee may be removed or replaced at any time by the Board and shall at any time cease to be a member of the Audit Committee on ceasing to be a director. The Audit Committee shall review all financial statements, annual and interim, intended for circulation among shareholders and shall report on them to the Board.

26.3. In addition, the Board may refer to the Audit Committee for opinion and advice on such matters and questions relating to the financial position and risk management functions of the Company and its affiliates as the Board may from time to time see fit.

26.4. The times of and the places where meetings of the Audit Committee will be held and the calling of and procedure at those meetings shall be determined from time to time by the audit Committee; provided that notice of every such meeting shall be given to the auditors of the Company and that meetings shall be convened whenever requested by the auditors or any member of the committee in accordance with the Act.

Dated this 29th day of October 2020



Chairman



Director



Corporate Seal