

Unilever PLC
Registered in England and Wales
No.41424

Registered office
Port Sunlight, Wirral
Merseyside CH62 4ZD

Unilever PLC
Unilever House
100 Victoria Embankment
London EC4Y 0DY

+44 (0)20 78225252
unilever.com



Date: 30 November 2020

To,

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (East)
Mumbai – 400 051

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

NSE Scrip Code: HINDUNILVR

BSE Scrip Code: 500696

Dear Sir / Ma'am,

Subject: Disclosure under Regulation 10(6) read with Regulation 10(1)(d)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") – Report to stock exchanges in respect of acquisition made in reliance upon the exemption provided for in Regulation 10 of the Takeover Regulations

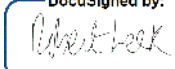
Please find enclosed herewith disclosure from Unilever PLC ("PLC") pursuant to Regulation 10(6) read with Regulation 10(1)(d)(iii) of the Takeover Regulations.

The disclosure is made as a result of a global restructuring of the Unilever Group ("Unilever Group"), that involved a cross-border merger of Unilever N.V. ("NV") with Unilever PLC ("PLC"), the ultimate holding companies of the Unilever Group. The global restructuring was undertaken through the cross-border merger which was approved by the High Court of Justice Business and Property Courts of England and Wales on 2 November 2020 and which became effective on 29 November 2020.

We request you to refer to the explanatory note annexed to the disclosure for further details.

This is for your information and records. Thank you.

For **Unilever PLC**

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Name: Robert Leek

Place: London

Designation: Authorised Signatory

Date: 30 November 2020

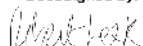
Attached:

1. *Disclosure under Regulation 10(6) read with Regulation 10(1)(d)(iii) of the Takeover Regulations; and*
2. *Explanatory note to the disclosure.*

Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Hindustan Unilever Limited ("Target Company")
2.	Name of the acquirer(s)	Please refer to Explanatory Note below.
3.	Name of the stock exchange where shares of the TC are listed	(i) BSE Limited; and (ii) National Stock Exchange of India Limited
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Please refer to Explanatory Note below.
5.	Relevant regulation under which the acquirer is exempted from making open offer.	<p>Regulation 10(1)(d)(iii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")</p> <p><i>"10. (1) The following acquisitions shall be exempt from the obligation to make an open offer under regulation 3 and regulation 4 subject to fulfillment of the conditions stipulated therefor,—</i></p> <p>....</p> <p><i>(d) acquisition pursuant to a scheme,—</i></p> <p>...</p> <p><i>(iii) of arrangement not directly involving the target company as a transferor company or as a transferee company, or reconstruction not involving the target company's undertaking, including amalgamation, merger or demerger, pursuant to an order of a court or a tribunal under any law or regulation, Indian or foreign, subject to -</i></p> <p><i>(A) the component of cash and cash equivalents in the consideration paid being less than twenty-five per cent of the consideration paid under the scheme; and</i></p> <p><i>(B) where after implementation of the scheme of arrangement, persons directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme."</i></p>

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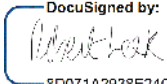


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6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Not applicable	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
a.	Name of the transferor / seller	Please refer to Explanatory Note below.	
b.	Date of acquisition	Please refer to Explanatory Note below.	
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not applicable	
d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Not applicable	
e.	Price at which shares are proposed to be acquired / actually acquired	Not applicable	
8.	Shareholding details	Pre-Transaction	Post-Transaction
		No. of shares held	% w.r.t total share capital of TC
		No. of shares held	% w.r.t total share capital of TC
a	Each Acquirer / Transferee(*)	Please refer to Explanatory Note below.	
b	Each Seller / Transferor	Please refer to Explanatory Note below.	

For **Unilever PLC**

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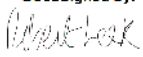
 Name: **Robert Leek**
 Designation: Authorised Signatory

Date: 30 November 2020

Place: London

Explanatory Note to the Disclosures under Regulation 10(6) of SEBI (SAST) Regulations

1. The Target Company is a listed public limited company incorporated under the Indian Companies Act, 1913. The registered office of the Target Company is at Unilever House, B.D. Sawant Marg Chakala, Andheri, East, Mumbai – 400 099.
2. Since its formation in 1930, the Unilever Group was held and operated under a dual-headed structure that comprised of two widely held publicly listed ultimate holding companies i.e., Unilever PLC¹ (“**PLC**”) and Unilever N.V.² (“**NV**”). PLC and NV were not controlled, directly or indirectly, by another corporation, any foreign government or by any other legal or natural person.
3. PLC and certain direct or indirect subsidiaries of PLC currently hold 61.90% of the issued share capital of the Target Company. The remaining 38.10% is held by public shareholders.
4. This disclosure is being submitted by PLC as a result of a global restructuring of the Unilever Group (“**Unilever Group**”). The global restructuring involves a cross-border merger of NV with PLC pursuant to which all the assets and liabilities of NV will be transferred to PLC and NV will be dissolved and cease to exist (“**Unification**”). The Unification was approved by High Court of Justice Business and Property Courts of England and Wales on 2 November 2020 and became effective on 29 November 2020³ (the “**Effective Date**”).
5. On and from the Effective Date, PLC has become the sole parent company of the Unilever Group.
6. As consideration for the Unification, PLC has allotted and issued shares in its capital to the NV shareholders and these NV shareholders now hold, in aggregate, 55.56% of PLC’s total share capital. There will be no new controlling shareholder of PLC or the Target Company as a result of Unification and no ultimate beneficial shareholder would be able to control PLC. Accordingly, there is no new acquirer for purposes of this disclosure.
7. As no shares in the Target Company were directly held by NV or its subsidiaries there has been no direct change in shareholding of the Target Company as a result of the Unification. However, this disclosure is being made since more than 50% of the total share capital of PLC has been allotted and issued to former shareholders of NV pursuant to the Unification (as explained in paragraph #6 above) which could be construed as an indirect acquisition under the Takeover Regulations.

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¹ Unilever PLC is a company incorporated in England and Wales with registration number 00041424 and has its registered office located at Port Sunlight, Wirral, Merseyside CH62 4ZD, United Kingdom. PLC has shares listed in the UK and traded on the main market of the London Stock Exchange and ADRs listed on the NYSE.

² NV is a public limited company registered in the Netherlands with Trade Register number 24051830, and with its registered office at Weena 455, 3013 AL Rotterdam, The Netherlands. NV has shares listed in the Netherlands and traded on Euronext Amsterdam and New York Registered Shares listed on the NYSE.

³ The order passed by High Court of Justice Business and Property Courts of England and Wales approving the scheme of cross-border merger can be accessed at: https://www.unilever.com/Images/uk-high-court-order-for-merger-approval_tcm244-556153_1_en.pdf