



Unilever PLC
Port Sunlight
Wirral
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United Kingdom

7 August 2020

Dear Sirs

Report of the independent expert to Unilever PLC for the purposes of regulation 9 of The Companies (Cross-Border Mergers) Regulations 2007

1. We report on the share exchange ratio adopted in the terms of the proposed cross-border merger (the “cross-border merger”) between Unilever PLC (“PLC”) and Unilever NV (“NV”). The Unilever Group consists of PLC and NV together with the companies they control.
2. Under the terms of the cross-border merger, shareholders in NV will receive one new ordinary share in PLC having a nominal value of 3 1/9 pence (a “new PLC share”) in exchange for each ordinary share in NV having a nominal value of €0.16 (an “NV share”). Holders of NV shares in New York Registry Form (an “NV NYRS”) will receive one new PLC share or one new PLC share represented by an American Depositary Share (a “new PLC ADS”) in exchange for each NV NYRS. This represents a share exchange ratio of 1:1 (the “share exchange ratio”).
3. In accordance with section 2:333h subsection (1) of the Dutch Civil Code, a withdrawal mechanism will be provided for those NV shareholders and NV NYRS holders that vote against the cross-border merger at the extraordinary general meeting of NV and that comply with certain additional formalities (the “withdrawing shareholders”). Such withdrawing shareholders will receive cash compensation in place of new PLC shares. The amount of such cash compensation will depend on the number of NV shares or NV NYRSs (as applicable) held by withdrawing shareholders and will be determined in accordance with a formula proposed to be included in the NV articles of association. If the aggregate number of NV shares and NY NYRSs held by the withdrawing shareholders represents 1% or less of the issued and outstanding share capital of NV, the cash compensation for each NV share or NV NYRS will be equal to the volume weighted average price of one PLC share traded on the London Stock Exchange over the five days prior to the cross-border merger becoming effective. If the aggregate number of NV shares and NY NYRSs held by the withdrawing shareholders represents more than 1% of the issued and outstanding share capital of NV, the cash compensation will be equal to the cash proceeds realised by PLC from an offering of an equal number of newly issued PLC shares.
4. This report, including the opinion, has been prepared for and only for PLC in accordance with regulation 9 of The Companies (Cross-Border Mergers) Regulations 2007 and not for any other purpose, including but not limited to any investment decision which any person may make. We do not, in giving this opinion, accept or assume liability howsoever arising or duty of care for any other purpose or to any other person or party to whom this report is shown or into whose hands it may come.

Basis of valuation for determining the share exchange ratio

5. PLC and NV, together with the companies they control, operate as nearly as practicable as a single economic entity. This is achieved by special provisions in the PLC and NV articles of association, together with a series of agreements known as the foundation agreements. The foundation agreements comprise (i) an equalisation

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agreement dated 28 June 1946 as subsequently amended on 20 July 1951, 21 December 1981, 15 May 2006 and 20 May 2009 (the "equalisation agreement"), (ii) a deed of mutual covenants (dated 28 June 1946 as subsequently amended on 15 May 2006), and (iii) an agreement of mutual guarantees of borrowing (dated 9 June 1983).

6. Pursuant to the equalisation agreement, one PLC share confers an equivalent economic interest to one NV share. The share exchange ratio reflects the 1:1 equalisation ratio set out in the equalisation agreement and ensures that holders of NV shares or NV NYRSs that do not opt for the withdrawal mechanism will receive new PLC shares that represent an equivalent economic interest in the Unilever Group as was represented by their NV shares or NV NYRSs.
7. The share exchange ratio was arrived at by the boards of directors of PLC and NV based on the terms of the equalisation agreement.

Opinion

8. In our opinion:
 - a. the valuation method adopted for determining the share exchange ratio by the boards of directors of PLC and NV was reasonable in all the circumstances of the case; and
 - b. the share exchange ratio is reasonable.

Yours faithfully

PricewaterhouseCoopers

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