

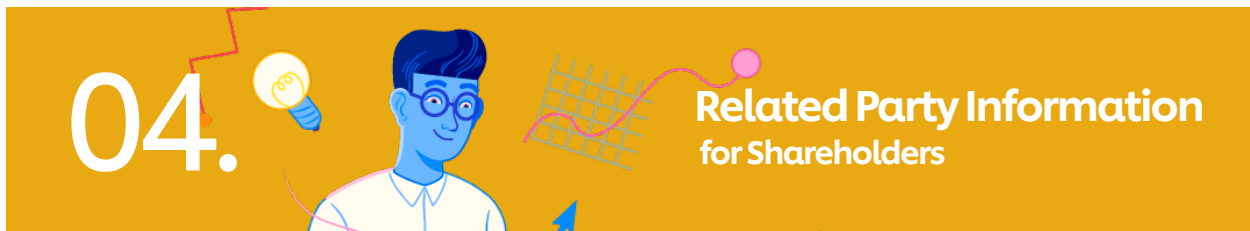
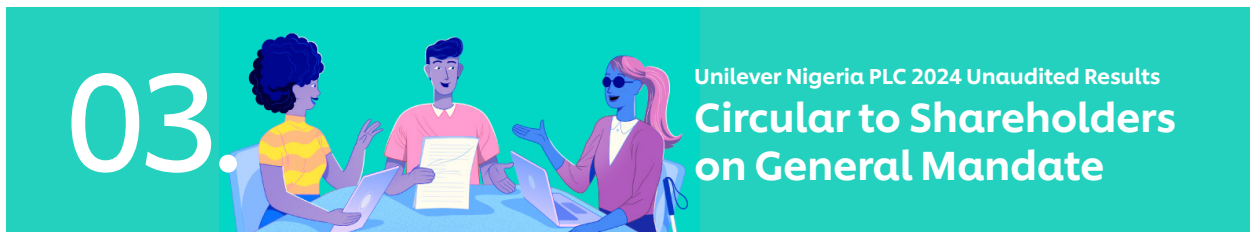
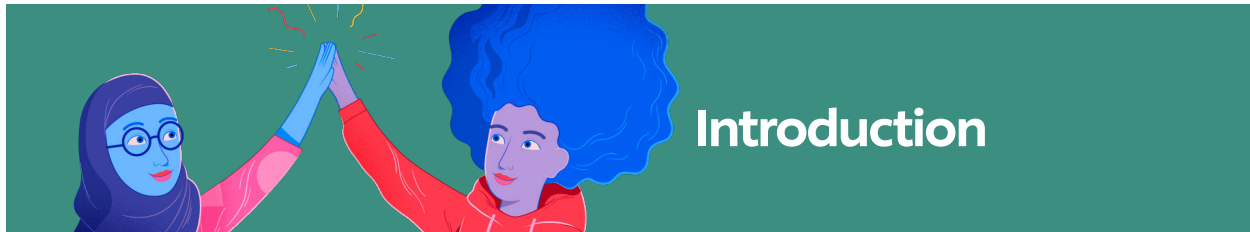


Unilever Nigeria  
**Shareholders'  
Information Pack**

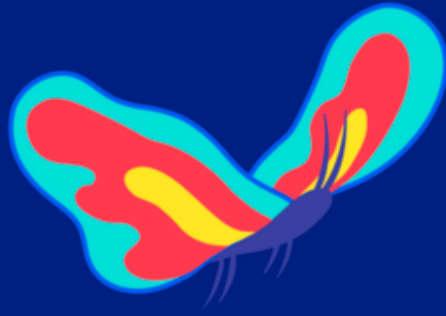
# Introduction

This document provides essential information about Unilever Nigeria's business, including our corporate profile, sustainability initiatives, and the 2024 Unaudited Results. It includes a circular to shareholders on the general mandate in relation to related party transactions. We aim to inform shareholders, investors, and the public about Unilever Nigeria and encourage support for our continued operations in Nigeria by voting in favour of the general mandate in relation to related party transactions.

# Content







# 01.

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## Corporate Profile



Unilever Nigeria is where great people, terrific brands and proud traditions converge, to meet and satisfy the needs of people and families across Nigeria. We anticipate the aspirations of our consumers and customers and respond creatively and competitively with branded products and services that are good for them and good for others.

Unilever Nigeria is a member of the Unilever Plc family, one of the world's leading consumer goods companies whose food, home and personal care brands are used by over half of the families on the planet each day.

Unilever Nigeria Plc was established in 1923 as a soap manufacturing company – Lever Brothers West Africa. Today, it is the longest serving manufacturing organization in Nigeria. Unilever Nigeria commemorated its centenary milestone in 2023 with stakeholders – consumers, regulators, partners, Key Distributors and community leaders. The Company was quoted on the Nigerian Stock Exchange in 1973.

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# 1923

The year Unilever Nigeria Plc  
was established

# 1973

quoted on the Nigerian  
Stock Exchange



Unilever Nigeria's brands are household names and very much a part of Nigeria's history: Knorr, Closeup, Pepsodent, Royco, Rexona, Vaseline and Pears.

Unilever's commitment to the development of the Nigeria economy remains resolute. Over the years, the company has contributed immensely to Nigeria's socio-economic development in the following key areas:

**Employment  
generation &  
skills development**

**Enhancing local  
manufacture  
through foreign  
direct investment**

**Building local  
capacity for regional  
export**

**Ensuring full  
compliance with  
fiscal regulatory  
requirements**

**Providing support  
for enhanced social  
living**

**Localised  
manufacturing of  
brands**





Our aim is to continue to add value to Nigeria not only through continued investments in local manufacturing and localisation, but also through various social projects specifically aligned to the Sustainable Development Goals (SDGs) on improving livelihoods. Through its commitment to improving livelihoods, it has empowered over 13,000 women across 22 states including the Federal Capital Territory (FCT) in the country, partnered with Wecyclers to collect over 13,000 tonnes of plastic and reaching 700,000 young people across higher institutions in partnership with UNICEF Generation Unlimited.

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**13,000**  
women across 22 states  
empowered

**700,000**  
young people reached  
across higher institutions  
in partnership with UNICEF









# 02.

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## Sustainability

# Driving Responsible Growth and Community Impact

## LIVELIHOODS



### Shakti

- . 13,000+ women
- . Presence in 22 states across the country



### Localisation

- . >50% in four years.



### FUCAP

- . Equip 700,000 students
- . Provide 500 Internships



### Plastics

- . Partnered WeCyclers - 2014
- . Collected over 13,000 tonnes

At Unilever Nigeria, we believe and demonstrate that businesses must serve a greater purpose. Through our sustainability initiatives we reaffirm our commitment to creating long-term value, both for our shareholders, and the society. Our four sustainability priorities focus at Unilever Nigeria are: **Shakti** (women's economic empowerment), **Youth Employability** (Future-X Campus Ambassadors Programme), **Localization** of input materials, and **Plastic** net-zero initiative.

### **Shakti (Women's Economic Empowerment)**

Economic empowerment is a fundamental pillar of sustainable growth. Through our Shakti Programme, we enable female entrepreneurs to become last-mile retailers in rural communities across the country, thereby unlocking economic opportunities for the women and their families. Today, this initiative has grown to include over 13,000 women across 22 states, including the FCT. In 2024, we took another bold step—expanding Shakti to include 170 persons with disabilities, reinforcing our commitment to inclusivity. Our ambition is clear: no one should be left behind in the journey towards empowerment and prosperity for those who may have been disadvantaged in our society

### **Youth Employability (Future-X Campus Ambassadors Programme)**

The future of Nigeria rests on the potential of its youth. That's why we partnered with UNICEF Gen U to launch the Future-X Unilever Campus Ambassadors Programme (FUCAP)—designed to equip young people with skills that improve employability. Since launching in July 2023, we have already engaged 295,000 young people, surpassing our pilot-year target by over 60%. By 2025, we aim to equip 700,000 youth with the tools they need to thrive in the modern workforce.

## Localisation

Building a resilient economy means supporting local production and smallholder farmers. Our Cassava Sorbitol Localisation Initiative is a game-changer - engaging over 10,000 cassava farmers and strengthening local value chains. *Today, over 50% of our raw materials are locally sourced, creating jobs, strengthening food security, and reducing import dependence.* This is not just about business - it is about building an economic ecosystem that grows the Nigerian economy, benefits all participants across the value chain, and ultimately helps build resilience into our Supply Chain network.

## Plastic

Plastic pollution is a critical challenge, and we are taking bold steps to address it. In November 2024, we achieved a major milestone: collecting more plastic than we put into the environment through our manufacturing processes. This success is driven by our partnership with Wecyclers, aggressive reduction efforts, and circularity initiatives that ensure plastic waste is repurposed rather than discarded. Our ambition is clear—to lead by example in building a sustainable, waste-free future.













03.

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## Circular to Shareholders Seeking a General Mandate

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# Authorizing transactions with Related Parties of Value up to and more than 5% of Unilever Nigeria Plc net tangible assets

In accordance with paragraph 20.8 of the Nigerian Stock Exchange Rules Governing Transactions with Related Parties or Interested Persons, Unilever Nigeria Plc, hereby seeks a general mandate from shareholders in general meeting, authorizing the Company to enter into recurrent transactions necessary for its day to day operations such as the purchase and sale of supplies and materials, procurement of goods and services, with its related parties to wit Unilever Overseas Holdings B.V., Unilever Plc United Kingdom and other entities within the Unilever Group, up to transactions of a value equal to or more than 5% of Unilever Nigeria Plc's net tangible assets.

The following information is hereby provided in respect of the transactions for which the general mandate is sought:

- i. **Class of interested persons with which the entity at risk will be transacting:**
  - a. Parent Company - Unilever Plc
  - b. Other Companies within the Unilever Group

- ii. **Nature of transactions contemplated under the mandate**
  - a. Import and export of raw materials and finished goods
  - b. Import and export of materials
  - c. Services - Cross charges of pension costs, international assignees costs and other services such as Trademark license, Technology License, Central Services and financial services.
- iii. **Rationale for, and benefit to the entity**
  - a. Access to Unilever logo and trademarks, up to date technology and service expertise
  - b. Competitive sourcing prices through negotiated transfer pricing
  - c. Seamless reconciliation of transactions and balances on a line-item level
  - d. Pro-actively managed dispute resolution process
  - e. Full transparency of all intercompany differences
  - f. Enforced compliance with internal intercompany processes and external regulations.
  - g. Adequate monitoring of receivables and payables
  - h. Reduced financial risk
  - i. Business continuity
- iv. **Methods or procedures for determining transaction prices Transfer Pricing methods as follows:**
  - a. Comparable uncontrolled price.
  - b. Resale price method.
  - c. Cost plus method.
  - d. Transactional net margin method.
- v. **We have received** Independent financial advisers' opinion which confirmed that our transfer pricing methods or procedures are sufficient to ensure that the transactions shall be carried out on normal commercial terms and shall not be prejudicial to the interests of Unilever Nigeria Plc. and its minority shareholders.
- vi. **Unilever Nigeria Plc** shall obtain a fresh mandate from the shareholders if the transfer pricing methods or procedures become inappropriate; and
- vii. **Unilever Overseas Holdings B.V and/or Unilever Plc United Kingdom** shall abstain and has undertaken to ensure that its associates shall abstain from voting on the Resolution approving the general mandate.





04.

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## Related Party Information for Shareholders

# Related Parties' Transactions

Unilever Nigeria Plc engages in transactions with related parties to procure goods and services necessary for its day-to-day operations on normal commercial terms which is consistent with the company's transfer pricing policy.

The related party transactions are necessary for the business day to day operations, without which the company may be unable to operate as a multinational entity. Therefore, being able to engage in these transactions is critical to Unilever Nigeria's operations and going concern status. The relevant transactions are well regulated by relevant government agencies and the transfer pricing regulations, to ensure that they are priced at arm's length basis.

In previous years, Unilever Nigeria Plc had agreements with Unilever Plc United Kingdom for Technology and Trademark licences. In consideration of this, a royalty of 2% of net sales value and 0.5% of net sales value was payable by Unilever Nigeria Plc to Unilever Plc, United Kingdom for Technology and Trademark licenses respectively.

Effective February 2023, the exclusive intellectual property (IP) rights for Trademark and Technology licenses, previously held by Unilever Plc, are now vested in Unilever Global IP Limited and Unilever IP Holdings B.V.

Unilever Nigeria Plc currently produces seven international brands under licences from Global IP Limited and Unilever IP Holdings B.V.

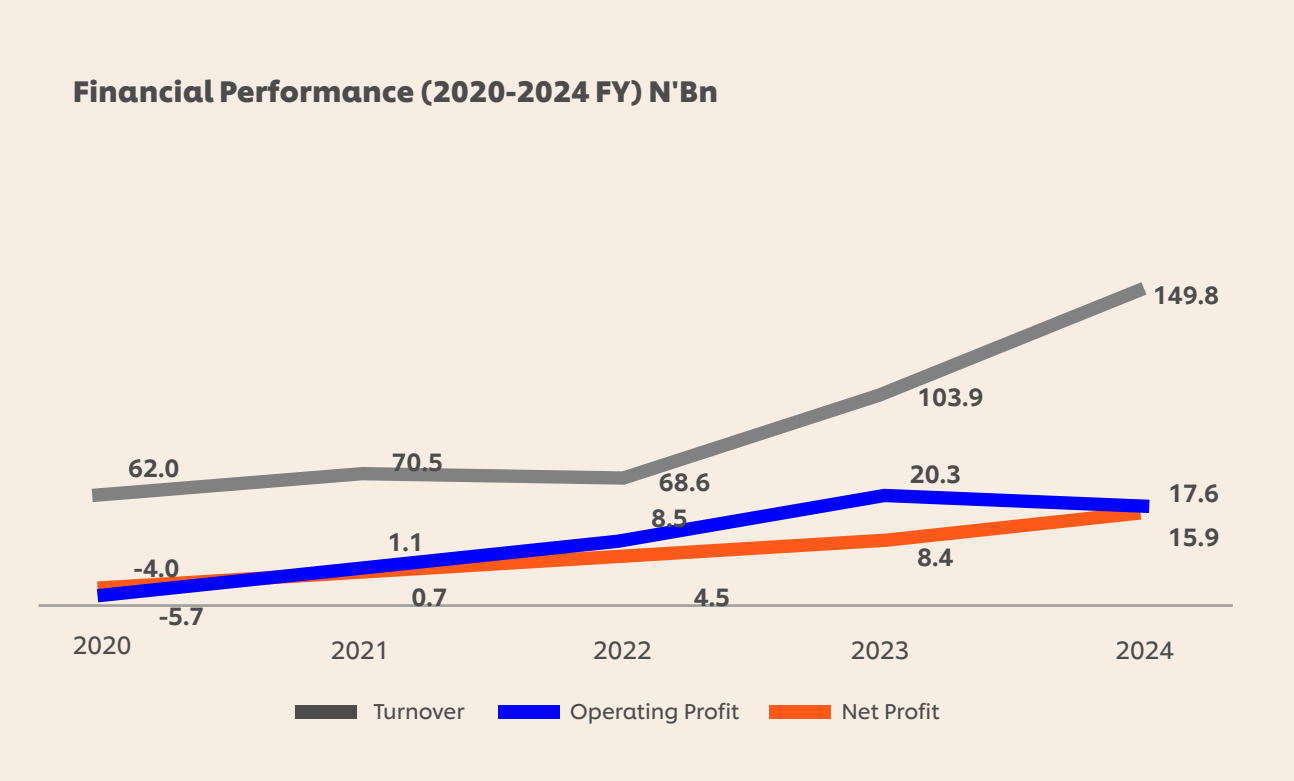
Also, Unilever Nigeria has a central support and management services agreement with Unilever Europe Business Centre B.V for the provision of corporate strategic direction, and expert advice/support on legal, tax, finance, human resources and information technology matters. In consideration of this, a fee of 2% of profit before tax is payable as service fees. The agreement expired on 31 December 2022; renewal is in progress.



In 2024, we had the following related party transactions and benefits

Related Party	Transaction	Benefit to Unilever Nigeria Plc
Unilever Global IP Limited Unilever IP Holdings BV	Trademark and technology licences	Exclusive right to the know-how, manufacture, distribution and marketing of its international brands (Knorr, Royco, Closeup, Pepsodent, Vaseline and Rexona). This is the core of our business, and these transactions enable us to continue to do sustainable business in Nigeria, bringing our best brands to every home.  Agreements are covered by valid National Office for Technology Acquisition and Promotion (NOTAP) approval
Unilever Europe Business Center	Central Support and Management Services	Provision of corporate strategic direction and expert advice/support on legal, tax, finance, human resources and information technology matters.  Agreement is covered by valid NOTAP approval
Unilever Industries Private Ltd. Unilever Kenya. Unilever SA (Pty) Limited Unilever Supply Chain Company	Employee and Services Cost  Materials sourcing	Leveraging global size to ensure best price through global sourcing
Unilever Europe IT services Unilever Global Services Inc	IT Support	IT infrastructure set up and support Ensure best in class adoption of global IT processes
Unilever Ghana Unilever Cote D'Ivoire	Export Sales	Turnover and profit benefits  Export invoice issuance and cash repatriation are regulated by Central Bank

Growing Consistently and Profitably, again



*\*2024 is unaudited result*



Unilever