

NOMINATION COMMITTEE

1. Constitution

There is a Committee of the Board called the Nomination Committee ("the Committee"). The Nomination Committee concerns itself with candidates for nomination as Executive Directors, Non-Executive Directors, Chairman, Vice-Chairman and the Group Chief Executive. It is also concerned with succession planning within and to the Board and will be consulted by the Group Chief Executive on appointments to or removals from the Executive Team. It is also responsible for the oversight of all matters relating to corporate governance bringing any issues to the attention of the Board.

2. Membership

- 2.1 The membership of the Committee is appointed by the Board from time to time and comprises a minimum of three Independent Non-Executive Directors and the Chairman.
- 2.2 Each Non-Executive Director is appointed a member of the Committee for a term (subject to annual re-election by the shareholders) of, normally, three years and such term normally expires at the close of the Annual General Meeting at which his/her three-year term of appointment as a Non-Executive Director expires.
- 2.3 The Chairman of the Committee is appointed by the Board from among the Independent Non-Executive Directors.
- 2.4 The Joint Secretaries of Unilever are the Secretaries of the Committee.

3. Remit

The Committee's specific responsibilities to the Board are:

- 3.1 drawing up selection criteria and appointment procedures for Directors;
- 3.2 periodically assessing the size and composition of the Board, and making a proposal for a composition profile of the Board;
- 3.3 supervising the policy of the Board on the selection criteria and appointment procedures for senior management;
- 3.4 recommending candidates for nomination as Executive Directors (including Group Chief Executive) and as Non-Executive Directors each year;

- 3.5 recommending candidates for election as Chairman and Vice-Chairman of the Board;
- 3.6 succession planning within and to the Board;
- 3.7 oversight of all matters relating to corporate governance.

4. **Authority**

- 4.1 The Committee is entitled to employ, at Unilever's expense, the services of such advisers as it deems necessary to fulfil its responsibilities.
- 4.2 The members of the Committee form the Boards of N.V. Elma and United Holdings Limited, the joint holders of both the special ordinary shares numbered 1 – 2400 inclusive and the deferred stock of NV and PLC, respectively.

5. **Meetings**

- 5.1 Meetings are held at least once a year, and on such other occasions as the Chairman of the Committee considers appropriate.
- 5.2 Meetings are convened by written notice served on each of the members by the Joint Secretaries, such notice to be served at least seven days prior to the meeting.
- 5.3 The quorum for meetings is a minimum of two Independent Non-Executive Directors
- 5.4 A member shall leave the meeting when his own position is discussed but the quorum is not affected thereby.
- 5.5 All or any members of the Committee may participate in a meeting by teleconference or videoconference. A person so participating is deemed to be present in person at the meeting and shall be counted in a quorum accordingly.
- 5.6 Formal decisions are made by a simple majority vote, with the Chairman of the meeting holding a casting vote.

6. **Consultation**

- 6.1 Prior to meetings of the Committee, the Chairman of the Committee may consult among the Executive Directors of the Company in order to assist in framing the Committee's recommendations.
- 6.2 The Chairman of the Committee may consult among the Non-Executive Directors not being members of the Committee in order to assist in framing the Committee's recommendations.

7. **Reporting, Self-Assessment and Performance Evaluation**

- 7.1 The Committee reports to the Board on a regular basis.
- 7.2 The Secretary prepares minutes of all meetings of the Committee and these are promptly circulated to the members of the Committee.
- 7.3 The Committee reviews and assesses annually the adequacy of these Terms of Reference, and confirms that all the responsibilities set out in the current Terms of Reference have been carried out.
- 7.4 The Committee ensures that its current Terms of Reference are made available on Unilever's external website.
- 7.5 The Committee conducts an annual performance self evaluation to ensure that the Committee is functioning in accordance with its Terms of Reference, and reports thereon to the Board. This evaluation takes into account the views of the Board on the performance of the Committee.
- 7.6 The Committee publishes an annual report to the shareholders of NV and PLC.
- 7.7 The Committee will keep the profiles of the Executive Directors and Non-Executive Directors under review and propose improvements for approval by the Board.

8. **Annual General Meeting**

The Chairman or, failing him, a member of the Nomination Committee attends the Annual General Meetings of Unilever and is available to answer any questions referred to him by the Chairman of the Meeting.

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