

No. 137659

**The Companies Act 1985 (as amended)**

Company Limited by Shares

**Resolutions**

of

**Brooke Bond (UK) Limited**

passed on 28 May 2003



At an Extraordinary General Meeting of the above named company duly convened and held on 28 May 2003 the resolutions below were duly passed, resolutions A(1), (3) and (4) as ordinary resolutions, and resolutions A(2), (B) and (C) as a special resolutions.:

- (A) The reorganisation of the Company's share capital (the "Share Capital Reorganisation") comprising an increase in the authorised share capital of the Company by the creation of:-
- 1) a new class of 80,000,000 A Ordinary Shares of A\$10 each, ranking pari passu in all respects with the existing ordinary shares and having the rights and restrictions as set out in the Company's Articles of Association
  - 2) subject to the approval of (1) above, the adoption of an amendment to the Company's Articles of Association by the addition of a new Article 1A at the beginning of the existing Articles of Association, the new Article 1A being set out in the attached document entitled "Share Capital" which, for the purpose of identification, has been initialled by the chairman of the meeting; and
  - 3) subject to the approval of resolutions (1) and (2) above, that the Directors be generally and unconditionally authorised, in substitution for all subsisting authorities, to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 up to the amount of the existing but unissued share capital of the Company at the date of this resolution which authority shall expire five years from the date of this resolution (unless previously revoked or varied by the Company in General Meeting)

180m

**BROOKE BOND (UK) LIMITED**


**SHARE CAPITAL**

1A.

The following shall be added after Regulation 5 of Table A:

"The share capital of the Company is divided into three million five hundred thousand ordinary shares of £1 each ("Ordinary Shares"), and eighty million A ordinary shares of A\$10 each (the "A Ordinary Shares"), each ranking pari passu in all respects.

- 4) subject to the approval of (3) above, to empower the directors to allot equity securities pursuant to resolution (3) above to Blackfriars Nominees Limited, as if Section 89(1) of the Companies Act 1985 did not apply
- (B) The alteration of the Company's objects ("the Alteration of the Objects") by the addition of a new sub-clause 3(I) into its Memorandum of Association stating the following:
- "To carry on any investment business, including specifically any business conducted via the entry into an Australian limited partnership agreement and the acquisition of shares in Australian companies via a limited partnership"
- (C) The proposed change of the name of the Company to "Unilever Australia Investments Limited" ("the Change of Company Name") ✓

  
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For The New Hoveima Limited (Secretary)