

UNILEVER N V  
Form 425  
June 14, 2018

Filed by Unilever N.V.

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Subject Company: Unilever N.V.

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Date: June 14, 2018

## IMPORTANT INFORMATION

*This document is for informational purposes only and does not constitute or form part of an offer to sell or the solicitation of an offer to buy or subscribe to any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This document is not an offer of securities for sale into the United States. No offering of securities shall be made in the United States except pursuant to registration under the US Securities Act of 1933 (the "Securities Act"), or an exemption therefrom.*

*In connection with the reorganisation of Unilever PLC and Unilever N.V. and their respective group companies ( "Simplification" ) under a new holding company ( "New NV" ), New NV has filed a registration statement on Form F-4, which includes a prospectus with respect to the merger of one of its subsidiaries with Unilever N.V. (the "Proposed Merger" ) and Simplification. The final prospectus, will be delivered to shareholders of Unilever N.V. with a registered address in the United States and holders of Unilever N.V. New York registry shares.*

*New NV also expects to issue ordinary shares to security holders of Unilever PLC pursuant to a UK scheme of arrangement (the "Proposed Scheme" ) in reliance upon the exemption from the registration requirements of the US Securities Act provided by section 3(a)(10) for which it will not file a registration statement. Unilever PLC intends to send or otherwise disseminate a scheme circular and other relevant documents with respect to the Proposed Scheme and Simplification to security holders of Unilever PLC.*

*The release, publication or distribution of this document in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which this document is released, published or distributed should inform themselves about and observe such restrictions.*

**SHAREHOLDERS AND SECURITY HOLDERS OF UNILEVER N.V. ARE URGED TO READ THE PROSPECTUS REGARDING THE PROPOSED MERGER AND SIMPLIFICATION CAREFULLY AND IN ITS ENTIRETY, INCLUDING THE EXHIBITS THERETO AND ANY DOCUMENTS PREVIOUSLY FILED WITH THE SEC AND INCORPORATED BY REFERENCE INTO THE PROSPECTUS AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT UNILEVER, THE PROPOSED MERGER AND SIMPLIFICATION.**

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*SHAREHOLDERS AND SECURITY HOLDERS OF UNILEVER PLC ARE ADVISED TO READ THE SCHEME CIRCULAR AND OTHER RELEVANT DOCUMENTS REGARDING THE PROPOSED SCHEME AND THE SIMPLIFICATION CAREFULLY AND IN ITS ENTIRETY, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT UNILEVER, THE PROPOSED SCHEME AND SIMPLIFICATION.*

*Shareholders and security holders will be able to obtain free copies of the prospectus, as well as other filings containing information about New NV, Unilever PLC and Unilever N.V., without charge, at the SEC's website at <http://www.sec.gov>. Shareholders may also obtain these documents, without charge, from Unilever's website at <http://www.unilever.com>. Shareholders and security holders will be able to obtain free copies of the scheme circular by going to Unilever's website, [www.unilever.com](http://www.unilever.com).*

*This document does not constitute an offer or a solicitation in any jurisdiction in which such offer or solicitation is unlawful. An offer will not be made in, nor will deposits be accepted in, any jurisdiction in which the making or acceptance thereof would not be in compliance with the laws of such jurisdiction. However, if an offer is made, New NV may, in its sole discretion, take such action as it may deem necessary to extend an offer in any such jurisdiction.*

*This document does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase. It is not an advertisement and not a prospectus for the purposes of Directive 2003/71/EC, as amended. Any purchase of securities of New NV should only be made on the basis of information that will be contained in the prospectus to be issued in due course in connection with the proposed admission of New NV's ordinary shares to (i) listing and trading on Euronext in Amsterdam (ii) the Official List of the United Kingdom Listing Authority and (iii) trading on the Main Market of the London Stock Exchange (the EU Prospectus), and to be approved by the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten) and passported to the United Kingdom, and any supplement or amendment thereto. The EU Prospectus will contain detailed information about the Company and its management, as well as financial statements and other financial data. The EU Prospectus, when published, will be available at <http://www.unilever.com> at no cost. It may be unlawful to distribute these materials in certain jurisdictions.*

On June 14, 2018, Graeme Pitkethly, the Chief Financial Officer of Unilever N.V. and Unilever PLC (together, Unilever), and Kees Kruythoff, President of Unilever's Home Care category, presented the following slide as part of a presentation at the Deutsche Bank Paris Conference:

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Unilever sent the following quotes from Graeme Pitkethly's presentation at the Deutsche Bank Paris Conference to journalists via email on June 14, 2018:

Simplification of our dual headed legal structure is an important next step to:

- Make our business simpler.
- Strengthen our corporate governance moving to one share, one vote for the first time in Unilever's history. One pool of liquidity and one voting electorate will mean we have full shareholder democracy and resolutions can only be carried with the backing of the majority of shareholders.
- And it will unlock greater flexibility for strategic portfolio change, including through equity-settled acquisitions or de-mergers.

We are on track for implementation by the end of the year and we expect documentation to go out in early Q3 ahead of EGMs at the end of Q3.

We've been engaging extensively with FTSE Russell over the last few weeks and months and from this it is clear that it is extremely unlikely that the New NV shares after Simplification will be included in the FTSE UK series. Consequently our weighting in the pan European indices will be increased. We understand and appreciate that a departure from the FTSE index has negative implications for some investors that are benchmarked to it. However simplification is the right thing for the company and our shareholders as a whole. We will be maintaining a premium listing in London and we would hope those investors who are impacted have sufficient flexibility in their portfolios to continue to hold Unilever.

Unilever sent the following information to journalists via email on June 14, 2018 as background to remarks made by Graeme Pitkethly at the Deutsche Bank Paris Conference on June 14, 2018:

The final decision from FTSE Russell is likely to come after the public documents relating to simplification are posted to shareholders in early Q3 ahead of EGMs at the end of Q3. That said, FTSE Russell have given very clear guidance and we don't expect that to change [ ]

Since we announced the Board's proposal for Unilever will be simplified and be registered in the Netherlands, we have been engaging with FTSE Russell to establish whether Unilever would be able to remain in the FTSE Index. They have now indicated that it is extremely unlikely that they



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will include the new Unilever shares in the index. They have not yet confirmed it publicly because there is a process to this, and Unilever needs to publish the documents for shareholders (which will happen in the next couple of months) before FTSE Russell is able to communicate. To clarify: this has no bearing on Unilever's listing on the London Stock Exchange. The company will still be listed, share price will be available in £ and so on.

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