



**Disclosure pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (SEBI ESOP Regulations)**

**Hindustan Unilever Limited Performance Share Plan Scheme 2024:**

Pursuant to the approval of Shareholders of the Company through Postal Ballot obtained on 5th March 2024, the Board of Directors of Hindustan Unilever Limited (the Company) has been authorised to introduce and implement Hindustan Unilever Limited Performance Share Plan Scheme 2024 (HUL PSP 2024 / Scheme) to the Eligible Employees of the Company and/or its Subsidiary Companies.

A maximum of 20,00,000 (Twenty Lakh only) stock options may be granted under HUL PSP 2024, which on exercise would entitle not more than 20,00,000 (Twenty Lakh only) equity shares of ₹ 1 each, with each such stock option conferring a right upon the grantee to apply for one equity share of the Company, which may be adjusted for any corporate action(s) in terms of the Scheme.

The HUL PSP 2024 is administered by the Nomination and Remuneration Committee (NRC) in accordance with Companies Act, 2013 and SEBI ESOP Regulations. The NRC may further delegate its power to administer the Scheme to ESOP Committee or Company Secretary or Executive Director, Human Resources of the Company or such other persons as may be determined by the NRC from time to time, as permissible under the Applicable Laws.

The Scheme contemplates only new / fresh / primary issue of equity shares by the Company.

The disclosures pursuant to Regulation 14 of the SEBI ESOP Regulations for HUL PSP 2024 are as follows:

**A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.**

Refer Note No. 40 of the Standalone Financial Statements for the FY 2024-25 that forms an integral part of the Integrated Annual Report (Ref. Page 344).

**B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Indian Accounting Standard (IND AS) 33- Earning per share' (Erstwhile 'Accounting Standard 20 - Earnings Per Share') issued by Central Government or any other relevant accounting standards as issued from time to time.**

Not Applicable



**C. Details related to the Scheme:**

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| <b>(a) Date of shareholders' approval</b>                    | 5th March, 2024  |
| <b>(b) Total number of options approved under the Scheme</b> | 20,00,000  |
| <b>(c) Vesting requirements</b>                              | The Stock Options granted to any Employee shall vest within the Vesting Period in the manner as set forth in the Grant letter subject to maximum period of 3 years from the date of grant. There shall be a minimum period of one year between the Grant of Stock Options and Vesting of Stock Options. Subject to the terms of the Scheme, the Vesting of Stock Options shall be time based (period of service) and / or Performance based (market capitalization, revenue, EBITDA, Return on capital employed, underlying sales growth, free-cash flow, underlying operating profit, market share and such other parameters as may be determined by the NRC) as mentioned in the Grant Letter. |
| <b>(d) Exercise price or pricing formula</b>                 | The exercise price for the purpose of grant of Stock Options shall be the face value of equity shares or such higher value as may be determined by the NRC.  |
| <b>(e) Maximum term of options granted</b>                   | The Scheme is established with effect from 5th March, 2024, and shall continue to be in force until earliest of any of the following event (i) its termination by the Board (as defined hereinafter) as per the terms of the Scheme and applicable law, or (ii) the date on which all the Options (as defined hereinafter) available for issuance under the Scheme have been issued and Exercised (as defined hereinafter) or have been cancelled or lapsed or surrendered under the Scheme and the NRC does not intend to re-issue these cancelled or lapsed or surrendered Options, or (iii) expiry of 5 years from the date of establishment of the Scheme.                                   |



- (f) **Source of shares (primary, secondary or combination)** The Scheme contemplates only new / fresh / primary issue of equity shares by the Company.
- (g) **Variation in terms of options** Not Applicable. There has been no variation in the terms of options during FY 2024-25.
- (h) **Method used to account for Scheme** The Company uses Fair Value, which is considered to be the market price as on the Grant Date for valuation of the Options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time.
- (i) **Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.** Not applicable to the Company since the Company is opting for the Fair Value on the grant date to account for the Scheme.
- (k) **Option movement during the year**

Number of options outstanding at the beginning of the period	Nil
Number of options granted during the year	4,18,389
Number of options forfeited / lapsed during the year	21,612
Number of options vested during the year	NIL
Number of options exercised during the year	NIL
Number of shares arising as a result of exercise of options	NIL
Money realized by exercise of options (INR), if scheme is implemented directly by the company	NIL



Loan repaid by the Trust during the year from exercise price received	NIL
Number of options outstanding at the end of the year	3,96,777
Number of options exercisable at the end of the year	3,96,777

**(l) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock:**

Not Applicable as during the FY 2024-25 no options were exercised.

**(m) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –**

<b>Senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015<sup>1</sup>;</b>	
The details of stock options granted to the Senior managerial personnel is as under. None of the options have been exercised by the Senior managerial personnel during the year.	
<b>Name &amp; Designation</b>	<b>No. of Options<sup>^</sup></b>
Mr. Rohit Jawa, Managing Director & Chief Executive Officer*	51,530
Mr. Ritesh Tiwari, Executive Director, Finance, IT & Chief Financial Officer	17,942
Mr. BP Biddappa, Executive Director and Chief People, Transformation & Sustainability Officer	9,254
Mr. Srinandan Sundaram, Executive Director, Home Care	20,128
Ms. Harman Dhillon, Executive Director, Beauty & Wellbeing	10,088
Mr. Vipul Mathur, Executive Director, Personal Care effective 1st June 2024	9,300
Mr. Yogesh Mishra, Executive Director, Supply Chain	14,352
Mr. Arun Neelakantan, Executive Director, Customer Development effective 1st July 2024	9,922

<sup>1</sup> The grants under the HUL PSP 2024 for Performance Year 2023 were made in June 2024, following the receipt of necessary approvals from the stock exchanges, in accordance with the SEBI ESOP Regulations. The grants under the HUL PSP 2024 for Performance year 2024 were made in March 2025, in accordance with the SEBI ESOP Regulations. The table summarizes the details of grants awarded for Performance Year(s) 2023 and 2024, as applicable.



(prior to 1st July 2024, Mr. Arun Neelakantan was the Chief Digital Officer of the Company)	
Mr. Dev Bajpai, (former) Executive Director, Legal, Corporate Affairs & Company Secretary until close of business hours on 31st December 2024	8,812
Mr. Shiva Krishnamurthy, (former) Executive Director, Foods until close of business hours on 6th April 2025	7,962
Mr. Madhusudhan Rao, (former) Executive Director, Beauty & Personal Care until close of business hours on 31st March 2024 <sup>#</sup>	22,042
Mr. Deepak Subramanian, (former) Executive Director, Home Care until close of business hours on 31st March 2024 <sup>\$</sup>	6,420
Mr. Kedar Lele, (former) Executive Director, Customer Development until close of business hours on 30th June 2024 <sup>%</sup>	7,618
Ms. Anuradha Razdan, (former) Executive Director, Human Resources until close of business hours on 31st May 2024 <sup>!</sup>	7,618
<b>Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year;</b>	Not Applicable
<b>Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant</b>	Not Applicable
<sup>^</sup> The grant is made at 200% of the actual awarded value to enable application of Unilever performance factor swing of 0%-200%. Forfeitures will be done at the time of vest of respective grants basis actual Unilever performance factor. <sup>*</sup> Mr. Rohit Jawa is a foreign national and hence for ease of transaction, his granted options will be settled in cash via payroll, equal in value to an equivalent number of shares he would receive post vesting, in accordance with terms as may be approved by the Nomination and Remuneration Committee / Board or any Committee thereof. This would be within the overall remuneration approved by the shareholders at the AGM held on 26th June, 2023. <sup>#</sup> Mr. Madhusudhan Rao retired early from the Company. Hence, all unvested options will vest as per the original vesting schedule of respective grants, however, will be pro-rated for the time spent during respective vesting periods till the date of employment with the Company. <sup>\$</sup> Mr. Deepak Subramanian assumed a role in Unilever USA w.e.f. 1st January 2025. Hence, his granted options will be settled in cash via payroll equal in value to an equivalent number of shares he would receive post vesting, in accordance with terms as may be approved by the Nomination and Remuneration Committee / Board or any Committee thereof. <sup>%</sup> Granted options which are all unvested have lapsed/forfeited. <sup>!</sup> Ms. Anuradha Razdan assumed a role in Unilever PLC w.e.f. 1st August 2025. Hence, her granted options will be settled in cash via payroll equal in value to an equivalent number of shares she would receive post vesting, in accordance with terms as may be approved by the Nomination and Remuneration Committee / Board or any Committee thereof.	



- (n) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information –

The weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	Not applicable.
How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	
Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition	

**Disclosures in respect of grants made in three years prior to IPO under each ESOS –**  
Not Applicable

**Notes:**

- HUL PSP 2024 in compliance with SEBI ESOP Regulations.
- Disclosure in notes to accounts is as per Ind AS 102 - Share Based payment.