

FREQUENTLY ASKED QUESTIONS FOR THE SCHEME OF ARRANGEMENT AMONGST HUL, KWIL AND THEIR RESPECTIVE SHAREHOLDERS

The objective of the below questions and answers is to provide information to the shareholders of Hindustan Unilever Limited (“HUL” or “**Demerged Company**”) in relation to the scheme of arrangement amongst HUL, Kwality Wall’s (India) Limited (“KWIL” or “**Resulting Company**”) and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (“**Act**”) (“**Scheme**”). This document should be read in conjunction with the Scheme and the notice dated July 07, 2025 (“**Notice**”) issued by HUL for convening the meeting of its equity shareholders for the purposes of approving the Scheme.

Scheme Related Questions

1. What does the Scheme contemplate?

1.1. The Scheme provides *inter alia* for:

- (i) the demerger of the Ice Cream Business Undertaking (*as defined in the Scheme*) of HUL to KWIL on a going concern basis and in consideration, the consequent issuance of the equity shares of KWIL to all the shareholders of HUL in accordance with the Share Entitlement Ratio (*as defined below*) (“**Demerger**”); and
- (ii) various other matters consequential or otherwise integrally connected therewith including, *inter alia*, the consequent reduction and cancellation of the existing shareholding of HUL in KWIL.

2. What are the key benefits of the Demerger?

2.1. The Scheme is in the best interests of both HUL and KWIL, their respective shareholders, creditors, employees and other stakeholders on account of the following:

- 2.1.1. the Demerger will result in the separation of the Ice Cream Business Undertaking from the Remaining Business (*as defined in the Scheme*), which will enable both HUL and KWIL to sharpen focus on their respective businesses and strategies in pursuit of their respective growth and value creation models;
- 2.1.2. the Ice Cream Business Undertaking operates in an attractive high-growth category and has built iconic brands such as ‘Kwality Wall’s’, ‘Cornetto’ and ‘Magnum’ and the Demerger would create a leading listed ice cream company in India, which will have a focused management with greater flexibility to deploy strategies suited to its distinctive operating model and market dynamics, to realise its full potential;
- 2.1.3. KWIL will have ability to benefit from the portfolio, brand and innovation resources and technical expertise from the largest global ice cream business, enabling it to keep winning in the market space;
- 2.1.4. the Demerger will enable HUL to drive sharper focus in the business as it further accelerates its play in high-growth demand spaces, strengthening its future fit portfolio;
- 2.1.5. the Demerger would unlock value for all shareholders of HUL and give them the flexibility to stay invested in the growth journey of the Ice Cream Business Undertaking; and

- 2.1.6. the Demerger will facilitate a smoother transition for the Ice Cream Business Undertaking and its people.

3. How is the Scheme proposed to be implemented? What is the procedure proposed to be followed for the implementation of the Scheme?

3.1. Key steps undertaken and milestones achieved as a part of the Scheme process till date:

3.1.1. Corporate Approvals:

- (i) In September 2024, the Board of Directors of HUL had constituted a committee of Independent Directors (“**ID Committee**”) to evaluate the prospects and way forward for HUL’s Ice Cream business pursuant to Unilever PLC’s (parent entity of HUL) announcement to separate its Ice Cream business globally. The ID Committee of HUL had undertaken a comprehensive review of the Ice Cream business. Based on the ID Committee’s recommendations, the Board of HUL, in its meeting dated October 23, 2024, decided to separate the Ice Cream business. Thereafter, the Board of HUL considered and evaluated different modes of separation of the Ice Cream business. After due consideration and based on the recommendations of the ID Committee, with a view to, *inter alia*, unlock value for all the shareholders, on November 25, 2024, the Board of HUL had accorded its in-principle approval for the separation of its Ice Cream business by way of a demerger through an NCLT sanctioned scheme of arrangement into an independent listed entity. For the purposes of the proposed demerger of the HUL’s Ice Cream business, KWIL was incorporated by HUL as its wholly owned subsidiary on January 10, 2025. Thereafter, the Audit Committee and ID Committee of HUL considered the rationale and benefits of the Scheme and recommended the Scheme to the Board of Directors of HUL. Based on the recommendations of the said committees, the Board of Directors of HUL unanimously approved the Scheme at its meeting on January 22, 2025.
- (ii) Simultaneously, the board of directors of KWIL also unanimously approved the Scheme at its meeting on January 22, 2025.

3.1.2. Stock Exchange NOC: The Scheme was then filed with the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”), for their observations, if any. NSE and BSE by their respective observation letters dated May 14, 2025 have given their no-objection to the Scheme.

3.1.3. Filing of the Scheme and Receipt of the NCLT Order: After having received the stock exchange NOCs, the Scheme was then filed jointly by HUL and KWIL, with the Mumbai Bench of the National Company Law Tribunal (“**NCLT**”) and the NCLT, vide its order dated June 11, 2025 (“**Order**”) has:

- (i) given directions to convene a meeting of equity shareholders of HUL on August 12, 2025.
- (ii) dispensed with the meeting of the equity shareholders of KWIL for approving the Scheme, since written consent for the Scheme has been obtained from all 7 shareholders of KWIL (i.e. HUL and its 6 nominees).
- (iii) dispensed with the meetings of the unsecured creditors of HUL for approving the Scheme, on the basis of HUL’s pre-scheme and post scheme net worth and the fact that

the Scheme does not contemplate any modification of the rights and liabilities of the unsecured creditors of HUL.

- (iv) dispensed with the requirement of convening meeting of any secured creditors of HUL since HUL does not have any secured creditors.
- (v) dispensed with the requirement of convening meetings of any secured and unsecured creditors of KWIL since KWIL does not have any secured or unsecured creditors.

3.1.4. Issuance of Notices to the Shareholders, Creditors and Statutory Authorities:

- (i) The notice for convening the meeting of equity shareholders of HUL scheduled for August 12, 2025 has been:
 - a) issued to all the equity shareholders of HUL, via email on July 07, 2025;
 - b) intimated to BSE and NSE on July 07, 2025;
 - c) uploaded on the website of HUL; and
 - d) published as an advertisement in The Business Standard (All editions) and a Marathi translation thereof in Loksatta (Mumbai edition).
- (ii) In compliance with the Order, individual notices intimating filing of the Scheme with the NCLT and the Order have been issued to all the unsecured creditors of HUL having an outstanding value of above INR 1,00,00,000/- and who together, in value terms constitute 95.49% of the outstanding unsecured creditors.
- (iii) In compliance with Section 230(5) of the Act and the Order, notice of, *inter alia*, the meeting of the equity shareholders has been issued to all regulators / statutory authorities which are likely to be affected by Scheme.

3.2. Next Key Steps as a part of the Scheme process:

3.2.1. Meeting of Equity Shareholders of HUL: The meeting of the equity shareholders of HUL will be convened on August 12, 2025, for approval of the Scheme.

3.2.2. Application & Scheme Effectiveness:

- (i) Upon approval of the Scheme by the equity shareholders of HUL at the NCLT convened meeting, an application will be filed jointly by HUL and KWIL with the NCLT, for seeking final sanction of the Scheme by the NCLT.
- (ii) Once the Scheme is sanctioned by the NCLT and all the other conditions precedent mentioned in Clause 20 of the Scheme are satisfied, the Scheme will become effective.

3.2.3. Issue & Allotment of the KWIL's Shares: Upon the Scheme coming into effect, as consideration for the demerger and as a part of the Scheme, KWIL will issue and allot its shares to all the shareholders of HUL as on the Record Date, based on the Share Entitlement Ratio (*as defined in the Scheme*) of 1:1.

3.2.4. Listing Applications: Simultaneous to/ after the allotment of its shares, KWIL will be required to make requisite applications to the NSE and BSE (i.e. same stock exchanges where the shares of HUL are listed), seeking listing of its equity shares on the said stock exchanges.

4. What is the Effective Date and Appointed Date of the Scheme?

- 4.1. The Effective Date is defined in the Scheme as the date which is the first calendar date of the month following the month in which the conditions referred to in Clause 20 of the Scheme (*Conditions Precedent*) have occurred or have been fulfilled, obtained, or waived, as applicable, in accordance with the Scheme.
- 4.2. The Scheme will become operative from the Effective Date, and upon such effectiveness, will be deemed to have been made effective on and from the Appointed Date (*as defined in the Scheme*).
- 4.3. For instance, if all conditions are completed on November 15, then the Effective Date will be December 1 (i.e. the first day of the following month).
- 4.4. Appointed Date means the opening of business on the Effective Date or such other date that may be mutually agreed to by the Boards of HUL and KWIL and approved by the NCLT.

5. How will the assets and liabilities pertaining to the Ice Cream Business Undertaking be transferred from HUL to KWIL?

- 5.1. Upon the Scheme becoming effective and with effect from the Appointed Date, the Ice Cream Business Undertaking of HUL will stand demerged and transferred by HUL to KWIL as a going concern, by operation of law, in accordance with the Sections 230-232 and other applicable provisions of the Act and Section 2(19AA) and other applicable provisions of the IT Act.
- 5.2. Accordingly, all assets, liabilities, contracts, agreements, licenses, permits, employees belonging to the Ice Cream Business Undertaking, will stand transferred and vested in KWIL in accordance with the provisions of the Scheme.
- 5.3. The Ice Cream Business Undertaking shall not include any employees, assets, liabilities, rights or obligations belonging to and forming part of the Remaining Business (*as defined in the Scheme*).

6. When will the demerger process be completed?

- 6.1. We are expecting the completion of this Demerger and listing of the equity shares of KWIL on BSE and NSE to be completed in or around Q4 of FY26, subject to timely receipt of regulatory approvals.

7. Does HUL have any litigations which are going to be assumed by KWIL pursuant to the Scheme?

- 7.1. Pursuant to the Scheme, the existing litigations of HUL which pertain to the Ice Cream Business Undertaking will be assumed by KWIL.

8. What are the dividend rights attached to the shares to be issued by KWIL pursuant to the Scheme?

- 8.1. Equity shares to be issued by KWIL to the Eligible Shareholders of HUL will rank *pari passu* with the equity shares of KWIL in all respects including dividends.

9. Are HUL and KWIL permitted to declare dividend during the pendency of the Scheme?

- 9.1. In terms of Clause 19 of the Scheme, both the companies are entitled to declare and pay interim and final dividend, in respect of the accounting period prior to the Effective Date.

10. What happens if the Scheme is not sanctioned by the NCLT?

- 10.1. If the Scheme is not sanctioned by the NCLT, then the Scheme will not become effective and the Ice Cream Business Undertaking will continue to vest with HUL.
- 10.2. In terms of Clause 18 of the Scheme, if the Scheme or any part of it is invalid, ruled illegal or rejected or is unreasonably delayed or not sanctioned by any court of competent jurisdiction, or unenforceable under present or future laws, then such part will be severable from the remainder of the Scheme and the Scheme will not be affected thereby, unless the deletion of such part will cause the Scheme to become materially adverse to any party.
- 10.3. In such a case, HUL and KWIL, acting through their respective Board of Directors, will attempt to bring about a modification to the Scheme that will best preserve the benefits and obligations of the Scheme for the parties, including but not limited to such part which is invalid, ruled illegal or rejected, or being unreasonably delayed or not sanctioned or is unreasonably delayed by any court of competent jurisdiction, or unenforceable under present or future laws.

Structure Related Questions

11. How will the capital structure of both HUL and KWIL be affected by the Scheme?

- 11.1. The pre-Scheme capital structure of HUL and KWIL are as set out in paragraphs 5.4 and 6.4 of the Notice respectively. There will be no change in the capital structure of HUL consequent to the Scheme. The post-Scheme capital structure of KWIL (based on the shareholding pattern of HUL as on June 30, 2025) will be as follows:

Share Capital	Amount (In INR)
Authorized Share Capital	
2,50,00,00,000 equity shares of Re. 1 each	2,50,00,00,000
TOTAL	2,50,00,00,000
Issued, Subscribed and Paid-up Share Capital	
2,34,95,91,262 equity shares of Re. 1 each	2,34,95,91,262
TOTAL	2,34,95,91,262

12. What happens to the existing contracts and agreements pertaining to the Ice Cream Business Undertaking? Does HUL need to procure any third-party consents for giving effect to the Scheme?

- 12.1. The Ice Cream Business Undertaking of HUL is being transferred pursuant to the Scheme. A scheme of arrangement acts as a single window clearance.

13. How will the intellectual property be transferred?

- 13.1. Upon the Scheme becoming effective and with effect from the Appointed Date, all Intellectual Property (*as defined in the Scheme*) pertaining to the Ice Cream Business Undertaking

(including agreements in relation to the licensing of the Intellectual Property (*as defined in the Scheme*) and technology by HUL for use in relation to the Ice Cream Business Undertaking, to which HUL is a party or is to the benefit of which HUL may be eligible), shall stand transferred and vested in KWIL.

- 13.2. HUL and KWIL may enter into certain arrangements (whether in writing or otherwise) including for continuity of operations, seamless transition or improvement of efficiencies in relation to, *inter alia*, the use of Intellectual Property forming part of the Ice Cream Business Undertaking and of the Remaining Business (including those that are jointly used by Remaining Business as well as the Ice Cream Business Undertaking), which are required for the operation of or otherwise enable either the Ice Cream Business Undertaking or the Remaining Business, by KWIL or HUL, as the case may be, for such period and on such terms as may be mutually determined by HUL and KWIL.

14. What will happen to the employees of the Ice Cream Business Undertaking?

- 14.1. Pursuant to the Scheme coming into effect, all the employees of the Ice Cream Business Undertaking will be deemed to have become employees of KWIL on and from the Effective Date, without any break in their service and with the benefit of continuity of service, and on terms and conditions not less favourable in the aggregate than those on which they are engaged by HUL, in compliance with applicable law.

Valuation Related Questions

15. What is the Share Entitlement Ratio?

- 15.1. In terms of Clause 9.1 of the Scheme, the Share Entitlement Ratio for the Demerger is “*for every 1 (one) equity share of face value of Re. 1/- fully paid up held in HUL, 1 (one) equity share of face value of Re. 1/- credited as fully paid up in KWIL, i.e. in the ratio of 1 : 1.*” (“**Share Entitlement Ratio**”)
- 15.2. In view of the above, the shareholders of HUL as on the Record Date (*as defined in the Scheme*) will receive 1 equity share of KWIL for every 1 equity share held by them in HUL, upon effectiveness of the Scheme.

16. How does the Scheme impact the shareholders and is it prejudicial to the interests of the shareholders? OR

What is the rationale for share entitlement ratio (SER) being 1:1? OR

Will there be any fractional entitlements as a result of the proposed ratio and how will it be dealt with?

- 16.1. For the purpose of arriving at the recommended Share Entitlement Ratio, HUL and KWIL obtained the share entitlement ratio report dated January 21, 2025 (“**Share Entitlement Ratio Report**”) from Deloitte India Valuation LLP, a Registered Valuer, which has been enclosed with the Notice.
- 16.2. The Share Entitlement Ratio Report recommends that in consideration of the Demerger contemplated in the Scheme, upon the effectiveness of the Scheme, each equity shareholder of

HUL will be issued 1 equity share of KWIL for every 1 equity share of HUL held by them (as on the Record Date), such that the shareholding of KWIL will mirror that of HUL.

- 16.3. Kotak Mahindra Capital Company Limited, an independent Category-I Merchant Banker registered with SEBI has in its Fairness Opinion dated January 21, 2025 opined that the proposed Share Entitlement Ratio recommended by the Registered Valuer is fair and reasonable to the shareholders of HUL and does not mention any special valuation difficulties.
- 16.4. The transaction contemplated by the Scheme is a classical demerger with all shareholders of HUL receiving shares in KWIL upon effectiveness of the Scheme, in proportion to their shareholding in HUL.
- 16.5. The demerger of the Ice Cream Business Undertaking of HUL aims to give shareholders the flexibility to stay invested in the Ice Cream business's growth journey. HUL has a significant number of shareholders, some of whom have been invested with HUL for a long time. The Share Entitlement Ratio of 1:1 ensures that no shareholder of HUL is disadvantaged by the SER, there are no fractional entitlements and all shareholders of HUL (including shareholders holding only 1 share in HUL) get equity shares of KWIL and have the flexibility to participate in the growth journey of KWIL while remaining invested and retaining their shares in HUL.
- 16.6. The recommendation of the SER for the proposed Demerger pursuant to the Scheme has also been considered and taken on record by the Board of Directors of HUL, the Audit Committee of HUL and the ID Committee of HUL.

17. What is the basis of valuation for arriving at the share swap ratio?

- 17.1. Deloitte India Valuation LLP is the registered valuer and has provided the Share Entitlement Ratio Report for recommending the Share Entitlement Ratio for the Demerger. As stated in SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, valuation is not required in cases where there is no change in the shareholding pattern of the Resulting Company. Since KWIL's shareholding will mirror that of HUL and the Demerger is value-neutral to the equity shareholders of HUL, Deloitte India Valuation LLP has not carried out a valuation of HUL, the Ice Cream Business Undertaking or KWIL.
- 17.2. In consideration of the proposed demerger contemplated in the Scheme, upon the effectiveness of the Scheme, each equity shareholder of HUL will be issued 1 (one) equity share of KWIL for every 1 (one) equity share of HUL held by them as on the Record Date, such that the shareholding of KWIL will mirror that of HUL. Accordingly, in terms of Paragraph A(4)(b) of Part 1 of the Securities and Exchange Board of India Master Circular dated June 20, 2023 bearing reference No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 ("**SEBI Scheme Circular**"), no valuation was required to be carried out for the demerger contemplated in the Scheme.
- 17.3. The summary of the Share Entitlement Ratio Report obtained by HUL and KWIL and the Fairness Opinion obtained by HUL is set out in question above.

Tax / Accounting Treatment related questions

18. What is the accounting treatment under the Scheme in the books of HUL and KWIL?

- 18.1. HUL and KWIL both will account for the Scheme in their respective books of accounts in accordance with Ind AS and generally accepted accounting principles in India.

18.2. HUL shall provide the following accounting treatment in its books of accounts:

- (i) recognize a liability for net assets distributed to its shareholders at the fair value of the distributed net assets on the Effective Date, by adjusting a corresponding amount to 'Retained Earnings' under the head 'Other Equity', in accordance with the requirements of Ind AS. The liability is subject to review at each reporting date and at the date of settlement, with any changes in the carrying value of the liability recognized in Retained Earnings under the head "Other Equity" as an adjustment to the amount of distribution.
- (ii) reduce the carrying value of all assets and liabilities pertaining to the Ice Cream Business Undertaking as appearing in the books of account of HUL, being transferred to and vested in KWIL, from the respective book value of assets and liabilities of HUL on the Effective Date.
- (iii) recognize the difference, if any, between the carrying value of net assets as derecognised pursuant to point (ii) and the carrying value of the liability as recognised pursuant to point (i), in the statement of profit and loss.
- (iv) HUL's investment in KWIL shall be cancelled pursuant to Clause 10.1 of this scheme and shall be adjusted to 'Retained Earnings' under the head, "Other Equity", and
- (v) Any matter not dealt with in clauses hereinabove shall be dealt with in accordance with the Ind AS applicable to HUL.

18.3. KWIL shall provide the following accounting treatment in its books of accounts:

- (i) record the assets and liabilities of Ice Cream Business Undertaking of HUL, vested in it pursuant to this scheme at their respective carrying values as appearing in the books of HUL.
- (ii) KWIL shall credit to its share capital account, the aggregate face value of the equity shares issued and allotted by it pursuant to Clause 9 of the Scheme and excess, if any, of the fair value of the equity shares issued over the face value of the equity shares issued shall be classified as Securities Premium under the head 'Other Equity'.
- (iii) the existing share capital of KWIL before giving effect of the scheme pursuant to Clause 10.1 of the Scheme shall stand cancelled and shall be transferred to Capital Reserve.
- (iv) the difference between the fair value of the equity shares issued by KWIL to the shareholders of HUL as consideration as per Clause 9 and the book value of the assets and liabilities of the Ice Cream Business Undertaking received from HUL will be debited or credited, as the case may be, to equity and classified as "Capital Reserve" under the head "Other Equity".
- (v) KWIL shall restate comparative information from the beginning of the comparative period presented or date of incorporation of KWIL, whichever is later.
- (vi) Any matter not dealt with in clauses hereinabove shall be dealt with in accordance with the Ind AS applicable to KWIL.
- (vii) post giving effect to the Demerger as per points (i) to (vi) above, the debit balance of Capital Reserve, if any, under the head "Other Equity" arising above, shall be adjusted against the corresponding credit balance of Securities Premium accounting arising in terms of point (ii) above, in the books of KWIL.

18.4. Respective Statutory Auditors of HUL and KWIL have certified that the treatment specified in the Scheme (as stated above) is in conformity with the Accounting Standards prescribed under Section 133 of the Act.

19. Are there any tax implications of the Demerger? Is the transaction tax neutral from an income-tax perspective for HUL and its shareholders?

19.1. The scheme will be tax neutral for HUL and its shareholders.

20. What is the treatment for foreign shareholders? Is this subject to withholding of tax?

20.1. The scheme will be tax neutral for HUL and its shareholders. Accordingly, there should not be any withholding tax at the time of allotment of KWIL shares to foreign shareholders pursuant to the scheme.

21. What would be the tax incidence in case I dispose off shares of KWIL within one month of its allotment?

21.1. For the purpose of computing capital gains, if any, the period of holding of KWIL shares, the following periods shall be aggregated:

- The period for which the original HUL shares were held prior to the demerger; and
- The period for which KWIL shares are held post demerger;

21.2. The Cost of Acquisition of KWIL shares for the purpose of computing capital gains, if any, shall be determined as per formula prescribed under the ITA:

“(Cost of Acquisition of HUL Share) x (Net book value of assets transferred by HUL upon demerger / Net worth of HUL pre-demerger)”

Listing and Allotment Related Questions
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22. What is the cut-off date for determining the shareholders of HUL to whom the shares of KWIL will be issued?

22.1. In terms of Clause 9 of the Scheme, KWIL will allot its equity shares to the Eligible Shareholders of HUL (*as defined in the Scheme*) holding fully-paid up equity shares of HUL and whose names appear in the register of members, including register and index of beneficial owners maintained by a depository, as on the Record Date, which will be fixed by the Board of Directors of HUL and KWIL, upon the effectiveness of the Scheme, for the purpose of identification of Eligible Shareholders.

23. When will I receive shares of KWIL in my demat account?

- 23.1. Once the Scheme is sanctioned by the NCLT and upon the Scheme becoming effective, Eligible Shareholders of HUL as on the Record Date will be allotted shares of KWIL in accordance with the Share Entitlement Ratio.

24. Where will KWIL shares be listed?

- 24.1. KWIL's shares are proposed to be listed on BSE and the NSE (i.e. same stock exchanges where the shares of HUL are listed), subject to receipt of requisite approvals from statutory and regulatory authorities.

25. When will the shares get listed on the stock exchanges?

- 25.1. Once the Scheme is sanctioned by the NCLT and the Scheme comes into effect, the Boards of HUL and KWIL will fix the Record Date for determining the shareholders of HUL which are eligible for allotment of shares by KWIL.
- 25.2. As required under SEBI Scheme Circular, KWIL is required to complete the steps for listing of equity shares of KWIL on BSE and NSE such that the trading in such shares commences within 60 days of receipt of the certified copy of the order of the NCLT sanctioning the Scheme (in or around Q4 of FY26).

26. Who will bear the expenses that will be incurred in effecting the Scheme including the charges payable on allotment of equity shares by KWIL?

- 26.1. All the costs and expenses arising out of or incurred in connection with the filing, approval and/or implementing of this Scheme will be borne by HUL and KWIL as may be mutually agreed between them.

27. Is there any lock-in period for trading of shares of KWIL?

- 27.1. Per the SEBI Scheme Circular, no additional lock-in restrictions are applicable to the shares issued pursuant to the Scheme, if the post scheme shareholding pattern of the unlisted entity is exactly similar to the shareholding pattern of the listed entity. Upon the effectiveness of the Scheme, the shareholding pattern of KWIL will mirror that of HUL and accordingly no additional lock-in restrictions would be applicable.

28. When can we expect dividend on the shares that will be issued by KWIL pursuant to the Scheme?

- 28.1. Upon the effectiveness of the Scheme, the board of directors of KWIL would recommend dividend in accordance with the provisions of the Act and the dividend policy of KWIL under applicable rules and regulations.

29. Can the shares by KWIL be issued and allotted in physical mode?

- 29.1. In terms of Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Clause 9 of the Scheme and the shares by KWIL will mandatorily need to be issued in dematerialised form only. All the Eligible Shareholders who hold shares of HUL in physical

form will receive the shares by KWIL in dematerialized form only, provided that the details of their account with the depository participant are intimated in writing to HUL at least 7 days before the Record Date.

- 29.2. If no such intimation is received from any Eligible Shareholder who holds shares of HUL in physical form 7 days before the Record Date, KWIL will keep such shares in abeyance / escrow account/ with a trustee nominated by the Board of KWIL for the benefit of such Eligible Shareholders or will be dealt with as provided under the applicable law and will be credited to the respective depository participant accounts of such Eligible Shareholders as and when the details of such Eligible Shareholder's account with the depository participant are intimated in writing to the Resulting Company and/or its registrar, if permitted under applicable law.

Miscellaneous Questions

- 30. What are the implications of the Share Purchase Agreement entered into amongst Unilever PLC (and its affiliates), The Magnum Ice Cream Company HoldCo 1 Netherlands B.V. and The Magnum Ice Cream Company B.V. on the Demerger?**
- 30.1. HUL has been informed by Unilever PLC and The Magnum Ice Cream Company HoldCo 1 Netherlands B.V. ("**TMICC HoldCo**"), by way of a joint letter dated June 25, 2025 that Unilever PLC, Unilever Group Limited, Unilever Overseas Holdings AG, Unilever UK&CN Holdings Limited, Unilever South India Estates Limited, Unilever Assam Estates Limited and Unilever Overseas Holdings B.V. (together, the "**Unilever Group Shareholders**"), have executed a share purchase agreement with TMICC HoldCo and The Magnum Ice Cream Company B.V. ("**TMICC**") on June 25, 2025 ("**SPA**") for the acquisition by TMICC HoldCo (an entity that is presently a wholly owned subsidiary of Unilever PLC and is proposed to be separated from Unilever PLC by way of a demerger and listing) of the entire equity shareholding in KWIL, that will be issued to the Unilever Group Shareholders upon the effectiveness of the Scheme.
- 30.2. Neither HUL nor KWIL is a party to the SPA. The SPA contemplates a transaction after the effectiveness of the Scheme and does not have any impact on the Scheme. All shareholders of HUL will receive equity shares of KWIL based on the Share Entitlement Ratio specified in the Scheme.