



Hindustan Unilever Limited



Hindustan Unilever Limited

July 2025

ICE CREAM DEMERGER



Hindustan Unilever Limited

STRATEGIC RATIONALE

GOVERNANCE

SCHEME OF DEMERGER

KEY DISCLOSURES





SIGNIFICANT HEADROOM FOR GROWTH

- Category projected to grow in double-digits
- Favourable demographics and climate
- Premiumisation opportunity
- Low penetration and per capita consumption

ROBUST BUSINESS FUNDAMENTALS

- Double-digit growth in the last decade
- #2 player nationally with iconic brands
- Over-indexed¹ in channels of the future vs. the competition
- Equipped with the brand and innovation technology from the largest global Ice Cream business

¹ Kearney, Euromonitor, IMARC

The logo for Magnum ice cream, featuring a heart shape above the word 'MAGNUM' in a bold, serif font.

The logo for Cornetto ice cream, featuring the word 'Cornetto' in a stylized, cursive font with a heart shape above the 'o'.

The logo for Kwality Wall's ice cream, featuring a heart shape with the words 'KWALITY WALL'S' below it.

The logo for Slow Churn ice cream, featuring the word 'SLOW' in a bold, serif font with 'Churn' in a smaller, cursive font below it.

The logo for Feast ice cream, featuring the word 'FEAST' in a bold, stylized font with a heart shape above the 'F'.

LIMITED COMPLEMENTARITY WITH HUL



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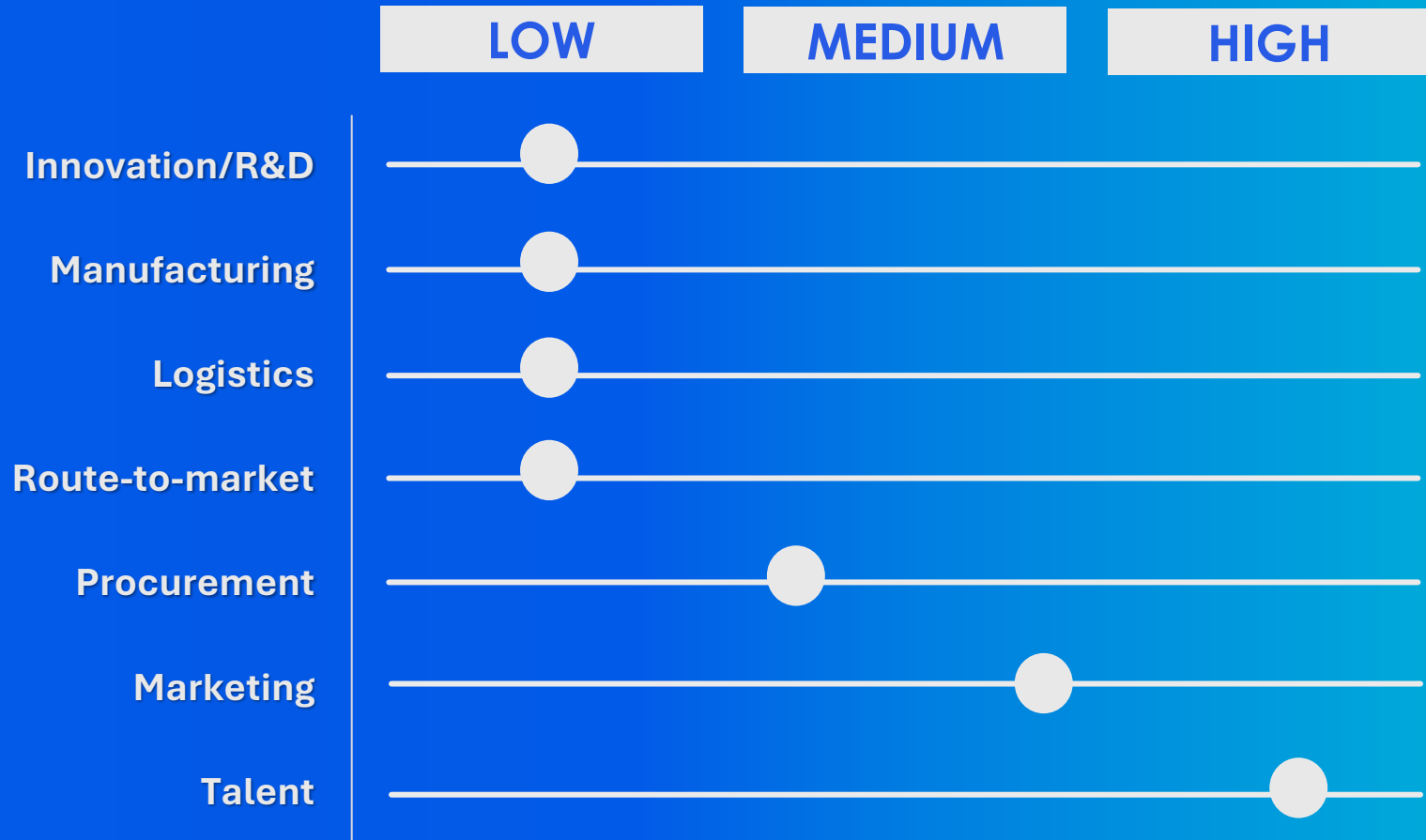


A **distinct operating model** including cold chain infrastructure

High **seasonality** and **capital intensity**

Unilever's **decision to separate** the Ice Cream business

SYNERGIES WITH HUL



DEMERGER WILL CREATE A FOCUSED AGILE ENTITY



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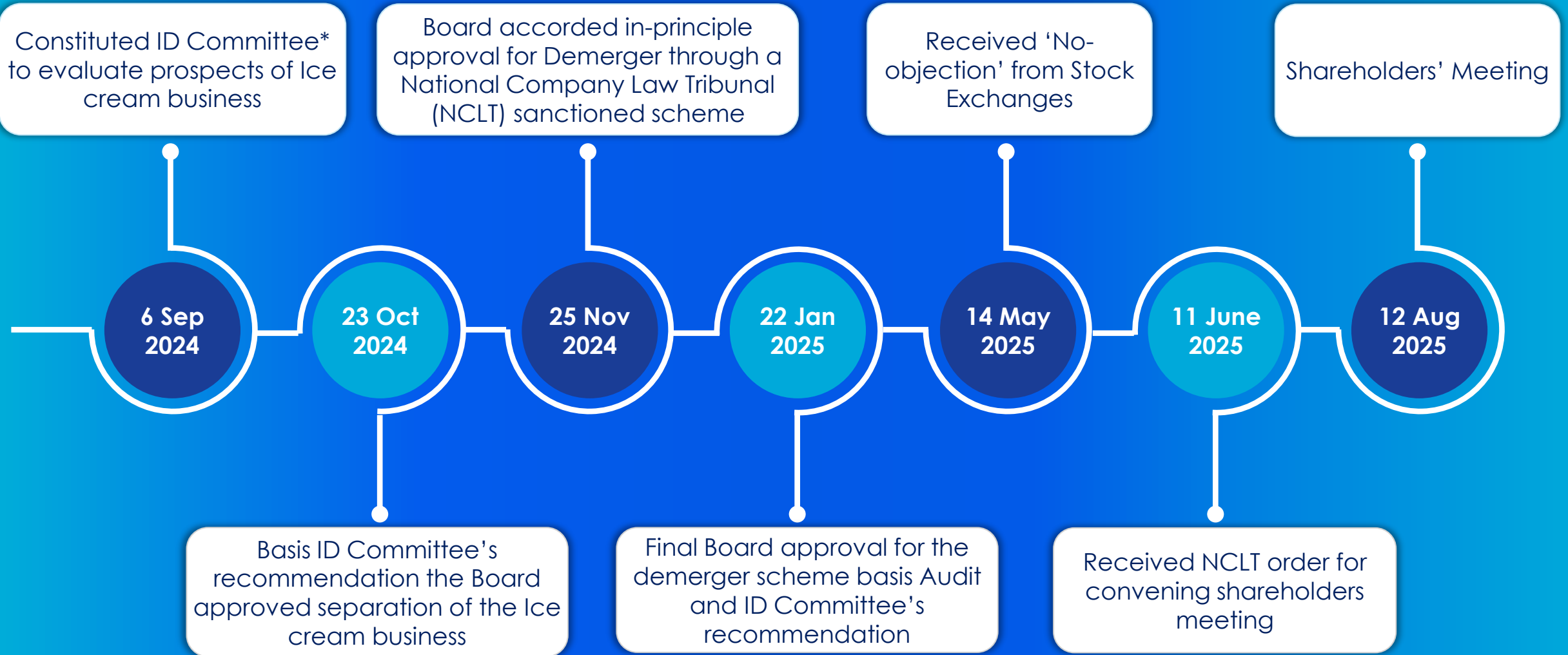
- 1 Great business with significant growth potential
- 2 Opportunity for shareholders to participate in future value creation
- 3 Focused management with greater flexibility to deploy strategies suited to Ice Cream's distinctive business model
- 4 Equipped with the portfolio, brand and innovation expertise from the largest global Ice Cream business
- 5 Smoother transition for business as well as our people while securing a better talent outcome



Governance Process Followed



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*ID Committee - Independent Directors Committee

Overview of the Demerger



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Transaction Overview

- HUL announced to de-merge its Ice Cream Business into an independent listed entity, Kwality Wall's (India) Limited ("KWIL")
- Share Entitlement Ratio (SER): 1 equity share of KWIL for every 1 equity share held in HUL (as on record date) i.e., mirror shareholding with shares to get listed on BSE and NSE, ensuring no fractional entitlement and providing opportunity for all HUL shareholders to participate in future value creation. SER recommended by Deloitte, Registered Valuer and fairness opinion provided by Kotak Mahindra Capital Company.
- The Magnum Ice Cream Company HoldCo executed a Share Purchase Agreement (SPA) with Unilever to acquire the KWIL shares to be issued to the Unilever Group Shareholders pursuant to the Demerger.



Transaction Perimeter

- All assets, liabilities, contracts and employees forming part of the Ice Cream business to be transferred to the Resulting company
- There shall be suitable commercial arrangements for common assets & shared services to ensure seamless transition



Timelines and Approvals

- HUL has received observation letters with 'no-objection' from the Stock Exchanges
- Demerger will be subject to necessary approval from shareholders (special resolution) and NCLT (Mumbai)
- Demerger is expected to be concluded by Q4 FY2026

Key Disclosures captured in the Shareholders Notice



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Brief summary of the Scheme, Companies involved and Ice Cream Business Undertaking

Rationale of the scheme and benefits to the shareholders of HUL and KWIL

Historical key financial information for the Ice Cream Business Undertaking, including assets, liabilities and net worth

Auditors' Certificate on conformity of accounting treatment specified in the Scheme with Accounting Standards

Independent Directors Committee and Audit Committee's Report, Valuation Report and Fairness Opinion on the Share Entitlement Ratio

Stock Exchange's 'No objection letter', containing no adverse observations

Annexures included - Scheme, Report adopted by Board, Abridged prospectus for KWIL, Summary of litigation, etc.





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Thank You!

