

Corporate Audit Charter

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Approved by Audit Committee



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INTRODUCTION

The purpose of this Charter is to state the objectives and scope of work of Unilever Corporate Audit. It also serves to outline the function's position within the organisation, its responsibilities and reporting requirements. This Charter will be reviewed and approved annually by the Unilever Audit Committee which has the responsibility to assess the performance of the internal audit function.

In accordance with the Chartered Institute of Internal Auditors (IIA) Standards, Unilever Corporate Audit is independent, provides objective reassurance and its activities are guided by a philosophy of adding value to improve the operations of Unilever. It assists Unilever in accomplishing its objectives by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of the organisation's risk management, control, and governance processes.

OBJECTIVE

Management is responsible for ensuring that all major risks affecting the achievement of Unilever's business objectives are well managed and that internal controls are sound. The Chief Auditor is responsible for providing independent reassurance to the Board, through the Chief Executive Officer and the Audit Committee, that management is managing the risks and controls across the business by confirming that:

- there is an appropriate process for identification and prioritisation of major business risks
- controls specifically relating to these risks and internal controls generally are in place and are operating effectively
- financial and management reporting is complete, timely and accurate and that a robust performance management framework is in place, including key performance indicators
- there are effective processes in place to ensure compliance with the standards of Corporate Governance as expressed in the Corporate Purpose and Code of Business Principles

INDEPENDENCE

Corporate Audit is independent of the activities that it audits to ensure unbiased judgements essential to its proper conduct and impartial opinions to management. To ensure the independence of Corporate Audit, its personnel report to the Chief Auditor who reports to the Chair of the Audit Committee and administratively to the Chief Financial Officer.

The following applies regarding ensuring independence and objectivity:



- The Audit Committee approves the appointment and replacement of the Chief Auditor.
- The Chair of the Audit Committee is responsible for recommending and ultimately approving the remuneration of the Chief Auditor.
- The Chief Financial Officer, on behalf of the Unilever Leadership Executive (ULE), enables the operations of the Corporate Audit function by allocating appropriate budgets and resources. The Corporate Audit budget is approved annually by the Audit Committee.
- Corporate Audit, whilst needing to maintain close links with the business, operates independently of Unilever's executive structures.
- The Chief Auditor must not participate in any activity that may impair its unbiased assessment. If its independence or objectivity is impaired in fact or appearance, the Chief Auditor will disclose the details of the impairment to the Audit Committee.
- The Chief Auditor will confirm the independence of the Corporate Audit function to the Audit Committee on an annual basis.

AUTHORITY & ACCESS

The audit approach on scope, cover and opinion forming are agreed by the ULE and by the Audit Committee.

The annual audit plan is approved by the Audit Committee. The audit plan covers all audit work in country teams, Business Units, Business Groups, Business Operations and the Corporate Centre. Audit resources needed to fulfil the audit plan are budgeted centrally, and costs are allocated by the Financial Central Cost Recovery team to the business. The audit plan is risk-based and dynamic and consequently may change during the year. The Chief Auditor will report any significant changes to the audit plan, including the impact of any resource constraints, to the Audit Committee.

The Chief Auditor has unrestricted access to every member of the Audit Committee, to whom all significant concerns over the adequacy and effectiveness of the internal control and risk management activities are reported, and to the Chief Executive Officer. The Audit Committee periodically holds private sessions with the Chief Auditor where no executives are present.

Corporate Audit derives its authority from the Chief Executive Officer and the Audit Committee. In carrying out their mandate, members of Corporate Audit are authorised to:

- have full, free and unrestricted access to all functions, records, property and colleagues
- obtain where necessary assistance of Unilever colleagues in areas where they perform audits, as well as other specialised services from within or outside the organisation

RESPONSIBILITIES

Business Managers have responsibility for risk management, internal control and compliance in their businesses. Corporate Audit adopts a risk-based approach and provides independent reassurance that:

- the risk management processes which management has put in place are of sound design and are operating as intended
- a sound framework of controls is in place to sufficiently mitigate those risks which management wishes to address. This includes assessment of the effectiveness of systems employed by line management in providing positive reassurance.

Where risk management processes are adequate and embedded, Corporate Audit can rely on management's own view of the risks in order to determine the audit work to be carried out. Where risk management processes cannot be relied on, Corporate Audit will undertake its own risk assessment (assisted by management as necessary) to determine the level of work required. Management have responsibility to provide Corporate Audit unlimited access to documents upon request.

Corporate Audit will follow up with respective units on the progress in relation to implementation of agreed audit actions. Each audit assignment will provide visibility of management progress with implementation of agreed control improvements and confirm improvements once implemented are both adequate and effective. Management is required to report on the action taken following an audit report no later than, one month for serious deficiencies and three months for report points, after the publication of the report. Where any actions are incomplete, a subsequent follow-up report should be issued after a further three months and repeatedly thereafter until all audit points have been dealt with.

To assist in the discharge of its responsibilities, Corporate Audit will:

- maintain regular and formal dialogue with the external auditors to develop consistency of approach and awareness of key audit findings. Corporate Audit considers the entire control environment, and in particular the controls over key business, operational and financial risks, whilst the external auditors focus on the quality and reliability of Unilever's internal financial controls leading to their audit opinion on group financial statements
- liaise regularly, co-ordinate with and take account of the work of any other risk and control functions across the group. An agreed framework is developed to co-ordinate the activities of the various assurance providers to avoid assurance gaps and minimise areas of overlap
- maintain regular contact with all parts of the business at a senior level to ensure continued understanding of the business including knowledge of plans and strategy that may affect the audit universe and audit activity
- maintain sufficient and appropriately skilled personnel to deliver the audit programme, either sourced from the business or engaged externally through the use of specialist resources

Corporate Audit can be involved in global projects with an advisory role providing that safeguards are in place to manage any potential or perceived impairment to independence and objectivity. Any Advisory role undertaken by Corporate Audit does not constitute a conflict of interest and Corporate Audit does not assume management responsibility.

ORGANISATION

The Corporate Audit organisation adapts to changes in the structure of Unilever that occur from time to time. The Audit Leadership Team comprises of the Chief Auditor, who leads the group, the Head of Operations for Corporate Audit and the Audit Leads with the necessary functional expertise for Corporate Audit to fulfil its objectives.

The Audit Leadership Team:

- sets the strategic priorities, plans scope and cover and is responsible for delivery of the annual audit plan.
- defines and shapes the culture, leadership capabilities and behaviours needed to deliver the audit strategy.
- maintains and develops audit methodology and reviews quality assurance.
- leads functional knowledge networks, with members drawn from across the Corporate Audit organisation, to manage and share functional and process knowledge to ensure consistency is applied to the work of Corporate Audit.
- Engages, in-depth, with induction, training and placement of audit personnel.

REPORTING REQUIREMENTS

Corporate Audit reports every quarter to the ULE and to the Audit Committee on the status of risk management and control. The Chief Auditor has regular meetings with the Chair of the Audit Committee and the Chief Financial Officer.

At the country, Business Unit, Business Group and Functional level, reassurance is provided to the Chief Business Operations Officer, Business Group Presidents, Business Unit GMs/CEOs, Heads of Countries and Functional Heads; this includes the effectiveness of their compliance procedures with the operational framework and corporate policies. Progress reporting on audit recommendations is formalised through the quarterly updates to the ULE and the Audit Committee.

Corporate Audit's conclusions are conveyed through Audit Reports which are widely circulated in accordance with a relevant distribution list.

QUALITY ASSURANCE

Corporate Audit operates a quality assurance process that has been designed to provide assurance to the Chief Auditor and Audit Leadership Team that audit policies, processes, operating framework and reports are in conformance with the roles and responsibilities in Unilever's governance model, are in compliance with Corporate Audit's plan and are in line with recommended industry practice as well as the IIA's Standards. Annually, Corporate Audit will share the findings from the Quality Assurance activities with the Audit Committee.

PROFESSIONAL CONDUCT

Corporate Audit will govern itself by adherence to the IIA's mandatory guidance including the Definition of Internal Auditing, the Internal Audit Code of Practice, the Code of Ethics, Core Principles for the Professional Practice of Internal Auditing and the International Standards for the Professional Practice of Internal Auditing (Standards). In line with these Standards, such compliance should be reviewed by independent external assessors at least once every five years. The Chair of the Audit Committee does oversee and approve the appointment process for the independent assessor.

All members of Corporate Audit are bound by the Unilever Code of Business Principles which requires the highest standards of behaviour from all employees and ensures that all engagements are conducted with honesty, integrity and openness.

A guidance note titled 'Corporate Audit Code of Conduct' has been drawn up to assist audit team members in dealing with challenges in the areas of personal security, conflicts of interest, confidentiality, and such areas that are of specific relevance. This Code of Conduct incorporates the IIA Code of Ethics.