UNILEVER U.K. HOLDINGS LIMITED

REPORT AND ACCOUNTS FOR THE YEAR ENDED **31 DECEMBER 2008**

CONTENTS	<u>PAGE NUMBER</u>
Directors' Report	1
Independent Auditors' Report to the Members of Unilever UK Holdings Limited	4
Profit and Loss Account	6
Balance Sheet	7
Principal Accounting Policies	8
Notes to the Accounts	10

30/11/2009 COMPANIES HOUSE

Directors' Report for the Year ended 31 December 2008

The directors present their report and the audited financial statements of the company for the year ended 31 December 2008.

The directors of the company during the year were as follows:-

Mr B Chapman Mrs T E Lovell Mr G E Neath Mr T H Rowlands

Principal activities, review of business and future developments

The principal activity of the company during the year is to act as a holding company. All of its out of pocket expenses, including the remuneration of auditors, were borne by the parent company or a fellow subsidiary. The company also acts as the sponsoring company for the Unilever 2004 Employee Benefit Trust, (referred to as EBT in the accounts), and in line with the requirements of UITF 32, the results, assets and liabilities are consolidated in the company's accounts.

The results of the company show a pre-tax loss of £85,194,000 (2007 profit £25,943,000). On 11 December 2008, the company received a dividend in specie of 100% of the ordinary shares in Unilever Canada Ltd with a market value of £1,369,091,000 from Unilever UK&CN Ltd. These were sold on 28 December 2008 to Mixhold BV in exchange for shares in that company with a market value of £1,535,793,000. This resulted in a profit of £166,702,000. On 28 December 2008 the shares in Mixhold BV were sold for cash to Mixhold Investments Ltd.

Following the transfer of Unilever Canada Ltd the company impaired it's investment in Unilever UK&CN Ltd, by £1,630,808,000 to reflect the diminution in value after the transfer of Unilever Canada Ltd and other reductions in the underlying investment value.

The directors consider that in the conditions prevailing during the year, the development of the business and it's financial position at the end of the year were satisfactory. The directors do not expect any development in the company's business in the coming year which is significantly different from its present activities.

Key Performance Indicators

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

Principal risks and uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks. The key business risks and uncertainties affecting the group and the Company are considered to relate to the deterioration of the underlying businesses, that

Directors' Report for the Year ended 31 December 2008 (continued)

support the investments held. Additional risk's that this Company and the Unilever Group are subject to, and how they are managed, in the context of the Unilever group as a whole is provided in the Unilever published annual report.

Dividend

No dividend has been declared (2007 - Nil).

Statement of Directors' responsibilities in respect of the Directors' Report and financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent.
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors' Report for the Year ended 31 December 2008 (continued)

Statement of Disclosure of Information to Auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- 1. so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- 2. the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 234ZA of the Companies Act 1985.

Going Concern

The directors, having made appropriate enquiries, have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, and that it is therefore appropriate to prepare the financial statements on a going concern basis.

Auditors

The auditors PricewaterhouseCoopers LLP have indicated their willingness to continue in office and will remain in office as auditors of the company in accordance with the provisions of Section 487(2) of the Companies Act 2006.

By Order of the Board

Duly Authorised for and on behalf of The New Hovema Limited

Company Secretary

Date: 30 November 2009

Independent Auditors' Report to the Members of Unilever UK Holdings Limited

We have audited the financial statements of Unilever UK Holdings Limited for the year ended 31 December 2008, which comprise the Profit and Loss Account, the Balance Sheet, the Principal Accounting Policies and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether, in our opinion, the information given in the Directors' Report is not consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent Auditors' Report to the Members of Unilever UK Holdings Limited (continued)

Opinion

In our opinion:

- The financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its loss for the year then ended;
- The financial statements have been properly prepared in accordance with the Companies Act 1985; and
- The information given in the Directors' Report is consistent with the financial statements.

hieraterhouseCoopers LLP

Chartered Accountants and Registered Auditors

London

Date: 30 November 2009

Unilever U.K. Holdings Limited

Profit and Loss Account - Year ended 31 December 2008

	Notes	2008 £000	2007 £000
Administrative expense Other operating income Income from shares in group undertakings		(674) 590 1,369,199	(7,124) 685 106
Impairment of investment Operating loss	(1)	(1,630,808) (261,693)	(6,333)
Profit on disposal of investments	(2)	176,319	32,099
Interest and similar income	(5)	180	177
(Loss)/ Profit on ordinary activities before taxation Tax credit on profit on ordinary activities	(6)	(85,194) 3,752	25,943 10,419
(Loss)/ Profit for the financial year		(81,442)	36,362

All operations in the year and in the comparative year were continuing.

There are no material differences between the (loss)/profit on ordinary activities before taxation and the retained (loss)/profit for the year stated above, and their historical cost equivalents.

The profit/(loss) for each financial year represents the total recognised gains of that year and therefore no separate statement of total recognised gains and losses has been presented.

Balance Sheet - 31 December 2008

	Notes	2008 £000	2007 £000
Fixed assets Investments	(7)	3,617,926	4,921,955
Current assets Debtors	(8)	1,591,995	368,100
Creditors: amounts falling due within one year	(9)	(6,710)	(4,877)
Net current assets	-	1,585,285	363,223
Total assets less current liabilities		5,203,211	5,285,178
Provision for liabilities and charges	(10)	(6,567)	(7,092)
Net assets	•	5,196,644	5,278,086
Capital and reserves Called up share capital Other reserves Reserves – Unilever 2004 Employee Benefit Trust Profit and loss account	(11) (13) (13) (13)	8,625 2,882,965 661 2,304,393	8,625 4,513,773 293 755,395
Equity shareholders' funds	(14)	5,196,644	5,278,086

The financial statements on pages 11 to 19 were approved by the Board of Directors on So November 2009 and were signed on its behalf by:

T. H. Rowlands

Director

Principal Accounting Policies

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 1985 and the applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, except for any changes arising on adoption of the new accounting standards as described below, are set out below.

Basis of preparation

The financial statements contain information about Unilever UK Holdings Limited as an individual Company and do not contain consolidated financial information as the parent of a group. The Company is exempt under S228 of the Companies Act 1985 from the requirements to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent company, Unilever PLC, a company incorporated in England and Wales.

Cash Flow Statement

The Company is a subsidiary of Unilever PLC and its cash flows are included in the consolidated financial statements of Unilever PLC, which are publicly available. Consequently the Company is exempt under the terms of Financial Reporting Standard No 1 (revised 1996) from publishing a cash flow statement.

Fixed Asset Investments: Fixed Asset Investments are generally carried at cost. Where the value of an investment is considered to have been impaired, a carrying value below cost is employed and disclosed. In the year the company has performed a valuation review of all investments held in light of the significant changes to the underlying market conditions. This resulted in an impairment of £1,630,808,000 being booked in 2009.

Deferred Taxation: Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable only when it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Principal Accounting Policies (continued)

Foreign Currencies: Trading transactions denominated in foreign currencies are translated into sterling at the exchange rate ruling on the date of the transaction or at monthly average rates. Monetary assets and liabilities denominated in foreign currencies have been translated into sterling at the covered rates of exchange and at rates current at the year end, and profits/losses are taken through the Profit and Loss Account of the year.

Provisions: Provisions are recognised when either a legal or constructive obligation, as a result of a past event, exists at the balance sheet date and where the obligation can be reasonably estimated.

Dividends: Final dividends are only recognised when they have been approved by the shareholders and interim dividends are only recognised when paid.

Notes to the Accounts - as at 31 December 2008

(1) Operating Loss

The operating loss is arrived at after charging the following amounts:-

	2008	2007
	£000	£000
Provision against value of investments	283	(5,338)
Provision against indebtedness in subsidiaries	442	(527)
Other costs	(1,399)	(1,259)
Other operating income	590	685
Income from shares in group undertakings	1,369,199	106
Impairment of investment	(1,630,808)	-
Operating loss	(261,693)	(6,333)

On 11 December 2008, the company received a dividend in specie of 100% of the ordinary shares in Unilever Canada Ltd with a market value of £1,369,091,000 from Unilever UK&CN Ltd.

The investment in Unilever UK & CN holdings Ltd was written down by £1,630,808,000 to reflect the reduction in value resulting from a dividend in specie of the shares in Unilever Canada Ltd and a reduction in the underlying net assets of the UK&CN business.

The fees for PricewaterhouseCoopers LLP in respect of the statutory audit for the current and prior year are borne by a fellow group company, Unilever UK Central Resources Limited. Full details for the year ended 31 December 2008 and prior year comparatives are disclosed in the financial statements of that company.

(2) Profit on disposal of investments

	2008	2007
	. £000	£000
Disposal of:		
Langholm Capital investments	8,307	31,262
Enterprise Plc	-	90
My Home Plc	-	747
Unilever Canada Ltd	166,702	-
Vitamin Brands	1,310	
	176,319	32,099

The shares in Unilever Canada Ltd were sold to Mixhold BV in exchange for their shares at a market value of £1,535,793,000 resulting in a profit of £166,702,000. The Mixhold BV shares were sold on the same day to Mixhold Investments Ltd at their market value of £1,535,793,000.

Notes to the Accounts - as at 31 December 2008 (continued)

(3) Directors' emoluments

No remuneration (2007 £nil) was received by the Directors, including the Chairman, from the company. They are employed as managers by Unilever UK Central Resources Limited or another group company and they are remunerated by that company in respect of their services to the group as a whole.

(4) Employee Information

Nil employees were employed by the company during 2008 (2007: nil), no employee costs were incurred by the company.

(5) Interest and Similar Income

	2008 £000	2007 £000
Other interest receivable and similar income - EBT	180	177
Total interest receivable and investment income	180	177

Notes to the Accounts - as at 31 December 2008 (continued)

(6) Taxation on Profit on Ordinary Activities

The credit for taxation is made up as follows:

	2008 £000	2007 £000
On profit (loss) for the year	2000	
Current tax: UK corporation tax	6,741	9,904
UK Income tax for EBT at 40%	(401)	(350)
	6,340	9,554
Adjustments for prior years	(2,588)	865
Total UK taxation credit	3,752	10,419

The current tax for the year is lower (2007 lower) than the standard rate of corporation tax in the UK (28.5%) (2007: 30%). The differences are explained below:

	2008 £000	2007 £000
(Loss)/Profit on ordinary activities before tax (Loss)/Profit on ordinary activities multiplied by standard rate of corporation tax in UK of 28.5% (2007: 30%)	(85,194) 24,280	25,943 (7,783)
Effects of: Permanent differences - EBT Permanent differences - Other Profit on disposal of investments Dividend income from group of companies Non deductible impairment loss Adjustments in respect prior periods	(182) 6,469 50,251 390,221 (464,699) (2,588)	(91) 9,367 9,630 32 (1,601) 865
Current tax credit for the year	3,752	10,419

Notes to the Accounts – 31 December 2008

(7) Fixed Assets – Investments

	Shares in Group Undertakings £000	Shares in Associated Companies £000	Other Investments £000	Total
Cost 1 January 2008 Additions Disposals	5,344,980 3,224,080 (2,909,655)	28,627 14,212 (8,969)	6,943 3,520 (2,463)	5,380,550 3,241,812 (2,921,087)
Cost 31 December	5,659,405	33,870	8,000	5,701,275
Provisions 1 January 2008 (Increase) Decrease	(456,924) (1,630,808) 5,054	(671) - -	(1,000) - 1,000	(458,595) (1,630,808) 6,054
Provisions 31 December 2008	(2,082,678)	(671)	-	(2,083,349)
Net Book Value 31 December 2008	3,576,727	33,199	8,000	3,617,926
31 December 2007	4,888,056	27,956	5,943	4,921,955
Carrying value of listed investments		£'00	00 00	
Market value of listed investments		4,59	91_	

On 11 December 2008, the company received a dividend in specie of 100% of the ordinary shares in Unilever Canada Ltd with a value of £1,369,091,000 from Unilever UK&CN Ltd. These were sold on 28 December 2008 to Mixhold BV in exchange for shares in that company with a market value of £1,535,793,000. On 28 December 2008 the shares in Mixhold BV were sold for cash to Mixhold Investments Ltd.

The investment in Unilever UK & CN holdings Ltd was written down by £1,630,808 to reflect the reduction in value resulting from a dividend in specie of the shares in Unilever Canada Ltd and a reduction in the underlying net assets of the UK&CN business.

Notes to the Accounts – 31 December 2008

(7) Fixed Assets – Investments (continued)

Investment in Group Undertakings

The investment is in subsidiary undertakings of the Company. Their names together with their country of incorporation/registration are listed below. A description of the shares and the proportion held is also shown below:

Name of Company and Country of Incorporation/Registration	Description Proportion of Nominal of Shares Value of Shares held and Held of Voting Rights		of Shares	Principal Activity
·		Direct %_	Indirect %	<u></u>
Alleggra Foods Ltd	Ordinary	72%		F
Iota Nanosolutions Ltd	Ordinary	80%		Ť
Kappametrics Ltd	Ordinary	84%		Ť
Lipton Ltd	Ordinary	100%		F
Froosh International Holdings Ltd	Ordinary	100%		Н
Rahu Catalytics Ltd	Ordinary	82%		Т
Unifusion Ltd	Ordinary	100%		F
Unilever Company for Industrial	Ordinary	100%		T
Development Ltd				
Unilever Company for Regional	Ordinary	100%		Τ
Marketing and Research Ltd				
Unilever UK & CN Holdings Ltd	Ordinary	81%		Н
Unilever UK Central Resources Ltd	Ordinary	100%		T
Unilever Ventures Ltd	Ordinary	100%		I
Voltea Ltd	Ordinary/	66%		F
	Preferred			
MiLife Coaching Ltd	Ordinary	86%		T
Hydra Polymers Ltd	Ordinary	84%		T

All the above companies are registered in England.

The key to the principal activities listed above are as follows:-

Foods	F	Holding companies	Η
Home and Personal Care	HPC	Investment Services	I
Trading Operations	T		

A full list of the Company's subsidiary undertakings will be filed with the Registrar of Companies

Notes to the Accounts - as at 31 December 2008 (continued)

(7) Fixed Assets – Investments (continued)

Associated Companies and Other Investments

Included in investments are the following associated undertakings investments which amount to 20% or more of the nominal value of the allotted shares of the companies concerned and where significant influence is exercised over the investment.

Associated Companies

Name of Company and Country of Incorporation/Registration	Description of Shares Held	Proportion of Nominal Value of Shares held
Langholm Capital Partners LP Spa and Saloon International Ltd	Contribution Ordinary/ Preference	40% Direct 48% Direct

The aggregate value of the capital and reserves and the profit/(loss) in these companies is as follows:-

Name of Company	Financial year	Capital & Reserves at the year end	Profit/(loss) for the year ended
		000	000
Langholm Capital Partners LP	30 June 2008	€84,859	€26,140
Spa and Saloon International	31 December 2007	£7,809	£(2,808)

Other Investments

Name of Company and Country of Incorporation/Registration	Description of Shares Held	Proportion of Nominal Value of Shares held
Arecor Ltd	Ordinary	38% Direct
Brainjuicer Group Plc	Ordinary	39% Direct
Jigsaw Consortium Ltd	Ordinary	33% Direct
Insense Ltd	Ordinary	38% Direct
PharmaKodex Ltd	Ordinary/ Preference	20% Direct
P2i Ltd	Preferred ordinary	34% Direct

In the opinion of the Directors, the value of the investment in subsidiary undertakings, associated companies and other investments consisting of shares and amounts owing, is not less than the amount at which the investment is stated in the balance sheet.

Unilever U.K. Holdings Limited

Notes to the Accounts – as at 31 December 2008 (continued)

(8)	Debtors		
` ,		2008	2007
		£000	£000
	Amounts due within one year		
	Amounts owed by group undertakings	1,586,117	345,700
	Group relief receivable	4,153	20,717
	Other debtors	1,725	1,683
	Total	1,591,995	368,100

Amounts owed by group undertakings include balances with Unilever UK Central Resources Ltd which are interest bearing at monthly LIBOR and are unsecured.

(9) Creditors

Amounts due within one year	2008 £000	2007 £000
Amounts owed to group undertakings Income Tax EBT Other creditors	(306) (6,404)	(137) (295) (4,445)
Total	(6,710)	(4,877)

(10) Provisions for Liabilities and Charges

	<u>Total</u> £000
At 1 January 2008 Charged to Profit and Loss Utilisation	(7,092) 442 83
At 31 December 2008	(6,567)

- a) £4,155,000 relates to guarantees by the Company for amounts owed by its subsidiaries to one of their fellow subsidiaries.
- b) £2,412,000 relates to provision for indemnities in respect of disposed companies.

Notes to the Accounts – as at 31 December 2008 (continued)

(11) Called up Share Capital

	2008 £000	2007 £000
Authorised 10,000,000 ordinary shares of £1 each	10,000	10,000
Allotted and fully paid 8,625,000 ordinary shares of £1 each	8,625	8,625

(12) Unilever 2004 Employee Benefit Trust (EBT)

The results, assets and liabilities of Unilever 2004 Employee Benefit Trust have been consolidated in the accounts as the Company acted as a sponsoring company. The key figures are as follows:

Profit ar	ıd La	8 22	ccoun	t
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Profit and Loss Account	2008 £000	2007 £000
Operating profit	790	685
Interest receivable	180	177
Profit before taxation	970	862
Taxation	(402)	(350)
Profit after taxation	568	512
Profit distribution for employee benefits	(200)	(684)
Profit for the financial year	368	(172)
Balance Sheet		
	2008	2007
	£000	£000
Debtors	7,371	5,033
Creditors due within one year	(6,710)	(4,740)
Net assets	661	293

Notes to the Accounts - 31 December 2008

(13) Reserves

	Other Reserves	Reserves EBT	Profit and Loss Account	<u>Total</u>
	£000	£000	£000	£000
At 1 January 2008	4,513,773	293	755,395	5,269,461
Profit for the year Reserves transfer	(1,630,808)	368	(81,810) 1,630,808	(81,442)
At 31 December 2008	2,882,965	661	2,304,393	5,188,019

The other reserves represent unrealised profit on inter-group sale of investments in 2002 and 2005 to Unilever UK & CN Holdings Limited. The decrease in the other reserves of £1,630,808,000 relates to the impairment in the carrying value of Unilever UK&CN Limited.

The reserves for the EBT can only be used for the benefit of the UK employees of the Unilever Group.

(14) Reconciliation of movements in Equity Shareholders' Funds

	2008	2007
	£000	£000
(Loss)/Profit for the financial year	(81,442)	35,678
Opening equity shareholders' funds	5,278,086	5,242,408
Closing equity shareholders' funds	5,196,644	5,278,086
	•	

(15) Contingent Liabilities

The Company has provided the following guarantees:

- a) Guarantees have been given to third parties on behalf of Unilever UK Limited, a fellow subsidiary, in respect of its obligations in operating lease agreements for a distribution centre.
- b) Guarantees have been given to the Trustees of the Unilever UK Pension Fund and the Unilever UK Supplementary pension Fund in respect of the obligations of the Company's subsidiaries. The maximum liability for the Unilever UK Pension Fund is capped at £55,000,000.

None of the above contingent liabilities are expected to give rise to a material loss.

The Company has also entered into a commitment to invest in Langholm Capital Partners LP (the fund) a sum up to €96.7m. The commitment includes management fees and funds for suitable investments by Langholm Capital Partners LP. Under terms of the agreement the commitment runs until December 2013, although only management fees and follow-on investments are payable after December 2008. At 31 December 2007, €76m was invested in Langholm Capital Partners LP including management fees.

(16) Related Party Transactions and Ultimate Parent Company

The immediate and ultimate parent company is Unilever PLC. The Company has not disclosed transactions with fellow subsidiaries in which the ultimate parent owns more than 90% of the issued share capital, in accordance with the exemption under the terms of Financial Reporting Standard No. 8 as the ultimate parent company produces publicly available consolidated accounts, these are the smallest and largest consolidation these accounts are included in. Copies of Unilever group accounts can be publicly obtained from Unilever PLC, Corporate Relations Department, Unilever House, 100 Victoria Embankment, London EC4Y ODY.