Registered Number 17049

UNILEVER U.K. HOLDINGS LIMITED

REPORT AND ACCOUNTS FOR THE YEAR ENDED **31 DECEMBER 2009**

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Directors' Report for the Year ended 31 December 2009

The Directors present their report and the audited financial statements of the Company for the year ended 31 December 2009.

Directors

The Directors of the Company during the year were as follows -

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

Mr B Chapman resigned as a director on 25 March 2010 and Ms A J K Elphick was appointed as a director on 26 March 2010 Mrs T E Lovell resigned as a director on 7 June 2010 and Mr N S Fletcher was appointed as a director on 9 June 2010

Principal activities, review of business and future developments

The principal activity of the Company 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 profit on ordinary activities before tax of £49,077,000 (2008 loss £85,194,000) The result includes a charge for the impairments of subsidiary undertakings of £352,641,000 (2008 £1,631,091,000) This charge resulted when a subsidiary company paid a dividend to the Company reducing its underlying net assets and the increased net liability position of a subsidiary company The impairment is offset in the Profit and Loss account by a transfer from other reserves

The directors consider that in the conditions prevailing during the year, the development of the business and its 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

Directors' Report for the Year ended 31 December 2009 (continued)

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 support the investments held. Additional risks 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 2009 published annual report.

The Unilever Group has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the Company by monitoring levels of debt finance and the related finance costs

Post Balance Sheet Event

Following the restructuring of Mixhold group on 3 May 2010 Unilever U.K. Holdings Ltd bought 67,000,000 B Ordinary Shares in Unilever UK&CN Holdings Ltd at £7.78 per share with total purchase cost of £521,630,837

Dividend

The directors paid a dividend of £550,000,000 in respect of the year ended 31 December 2009 (2008 - Nil).

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

The Directors are responsible for preparing the Directors' 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). Under company law the directors must not approve the financial statements unless they are satisfied that they 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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and 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 2006. 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 2009 (continued)

Statement of Provision of Information to Auditors

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

- 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 418 of the Companies Act 2006.

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

Independent 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: 12 August 2010

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

We have audited the financial statements of Unilever U K. Holdings Limited for the year ended 31 December 2009, which comprise the Profit and Loss Account, the Balance Sheet, the Principal Accounting Policies and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement (set out on pages 2 and 3) the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

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

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

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K Turner (Senior Statutory Auditor) For and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors London

12 August 2010

Profit and Loss Account for the year ended 31 December 2009

	<u>Notes</u>	2009 £000	2008 £000
Administrative expense		(1,552)	(674)
Other operating income		664	` 590
Income from shares in group undertakings		368,706	1,369,199
Impairment of investment		(352,641)	(1,630,808)
Operating profit/(loss)	(1)	15,177	(261,693)
Profit on disposal of investments	(2)	33,872	176,319
	()	,	,
Net interest receivable and similar items	(5)	28	180
Profit/(loss) on ordinary activities before taxation		49,077	(85,194)
Tax credit on profit on ordinary activities	(6)	46,593	3,752
Profit / (loss) for the financial year	_	95,670	(81,442)

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

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

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

Balance Sheet as at 31 December 2009

	Notes	2009 £000	2008 £000
Fixed assets		2000	£000
Investments	(8)	3,266,539	3,617,926
Current assets			
Debtors	(9)	1,485,893	1,591,995
Creditors: amounts falling due within one year	(10)	(3,000)	(6,710)
	-		
Net current assets		1,382,893	1,585,285
	-		
Total assets less current liabilities		4,749,432	5,203,211
Provision for liabilities and charges	(11)	(7,118)	(6,567)
	_		
Net assets	_	4,742,314	5,196,644
Capital and reserves			
Called up share capital	(12)	8,625	8,625
Other reserves	(14)	2,538,765	2,882,965
Reserves – Unilever 2004 Employee Benefit Trust	(14)	795	661
Profit and loss account	(14)	2,194,129	2,304,393
	_		
Total shareholders' funds	(14)	4,742,314	5,196,644

The financial statements on pages 6 to 19 were approved by the Board of Directors on 12 August 2010 and were signed on its behalf by

A.J.K. Elphick 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 2006 and the applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below

Basis of preparation

The financial statements contain information about Unilever U K Holdings Limited as an individual Company and do not contain consolidated financial information as the parent of a group. The Company is exempt under \$400 of the Companies Act 2006 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 1 Cash Flow Statements (revised 1996) from publishing a cash flow statement

Fixed Asset Investments: Fixed Asset Investments are carried at cost Where the value of an investment is considered to have been impaired, a carrying value below cost is employed and disclosed

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 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 for the year ended 31 December 2009

(1) Operating Profit/(Loss)

The operating profit/(loss) is arrived at after charging/(crediting) the following amounts -

	2009	2008
	£000	£000
Provision against indebtedness in subsidiaries	(607)	442
Other costs	(945)	(1,399)
Other operating income	664	590
Income from shares in group undertakings	368,706	1,369,199
Impairment of investment	(352,641)	(1,631,091)
Operating profit / (loss)	15,177	(261,693)

On 22 December 2009, the company received a dividend of £368,000,000 from Unilever UK&CN Holdings Limited

The investment in Unilever UK & CN Holdings Limited was written down by £244,200,000 to reflect the impact of the dividend payment on the underlying net assets of Unilever UK&CN Holdings Limited The dividend was paid to the A Ordinary Shareholders of which Unilever U.K Holdings Limited holds 100%, however the impairment was based on the voting rights these shares carry of 81 4% In addition the investment in Unilever U K Central Resources Limited was impaired by £100,000,000 as a result of the increase in net liabilities of that company.

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 U K Central Resources Limited. Full details for the year ended 31 December 2009 and prior year comparatives are disclosed in the financial statements of that company.

(2) Profit on disposal of investments

	2009	2008
	£000	£000
Disposal of		
Langholm Capital investments	34,202	8,307
Vıtamın Brands	6	1,310
PharmaKodex Ltd	(267)	-
Orexo AB	(69)	-
Unilever Canada Ltd	-	166,702
	33,872	176,319

Notes to the Accounts – as at 31 December 2009 (continued)

(3) Directors' emoluments

No remuneration (2008 £n1l) was received by the Directors, including the Chairman, from the company They are employed as managers by Unilever U K 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 2009 (2008 nil), no employee costs were incurred by the Company

(5) Interest receivable and Similar Items

	2009 £000	2008 £000
Interest receivable on loans to group undertakings	28	180
Total interest receivable and similar items	28	180

Notes to the Accounts - as at 31 December 2009 (continued)

(6) Taxation on Profit on Ordinary Activities

The credit for taxation is made up as follows

	2009 £000	2008 £000
On profit (loss) for the year		
Current tax:		
UK corporation tax	26,823	6,741
UK income tax for EBT at 40%	(558)	(401)
	26,265	6,340
Adjustments for prior years	20,328	(2,588)
Total taxation credit	46,593	3,752

The current tax assessed for the year is lower (2008 higher) than the standard rate of corporation tax in the UK (28%) (2008 28 5%) The differences are explained below

	2009	2008
	£000	£000
Profit / (loss) on ordinary activities before tax	49,077	(85,194)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in UK of 28% (2008 28 5%)	(13,742)	24,280
Effects of		
Permanent differences - EBT	(364)	(182)
Permanent differences - Other	24,005	6,469
Profit on disposal of investments	9,504	50,251
Dividend income from group of companies	103,238	390,221
Non deductible impairment loss	(96,376)	(464,699)
Adjustments to tax in respect prior years	20,328	(2,588)
Current tax credit for the year	46,593	3,752

(7) Dividends

	2009	2008
	£000	£000
Ordinary Shares		
Final paid £63.768 per share	550,000	-

Unilever U.K. Holdings Limited

Notes to the Accounts – 31 December 2009 (continued)

(8) Fixed Assets – Investments

	Shares in Group Undertakings	Shares in Associated Companies	Other Investments	Total
	£000	£000	£000	£000
Cost 1 January 2009 Additions Disposals	5,659,405 6,494	33,870 1,005 (6,124)	8,000 2,272 (2,393)	5,701,275 9,771 (8,517)
31 December 2009	5,665,899	28,751	7,879	5,702,529
Provisions for impairment 1 January 2009	(2,082,678)	(671)	-	(2,083,349)
(Increase) Decrease	(350,709)	- -	(1,932)	(352,641)
Provisions for impairment 31 December 2009	(2,433,387)	(671)	(1,932)	(2,435,990)
Net Book Value 31 December 2009	3,232,512	28,080	5,947	3,266,539
31 December 2008	3,576,727	33,199	8,000	3,617,926
Market value of listed investments		£'0 6,3		

Other investments include 4,883,643 shares held in Brainjuicer Plc, which shares are listed on London Stock Exchange, (market price at 31 December 2009 per share £1.31).

Impairment of shares in group undertakings includes the impairment of the Company's investment in Unilever UK & CN Holdings Limited of £244,200,000 The Company's investment in Unilever UK & CN Holdings Ltd was impaired following receipt of a dividend by the Company which reduced the net assets of Unilever UK & CN Holdings Ltd In addition it includes the investment in Unilever UK Central Resources Limited which was impaired by £100,000,000 as a result of the increase in net liabilities of that company.

Notes to the Accounts – 31 December 2009 (continued)

(8) Fixed Assets - Investments (continued)

Investment in Group Undertakings

The investment is in subsidiary undertakings of the Company The names of the principal investment 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	ition of Shares Value of Shares held and		of Shares	Principal Activity
	Held 	Direct %	Indirect %	
United Kingdom				
Alleggra Foods Ltd	Ordinary	78%		F
Iota Nanosolutions Ltd	Ordinary	78%		T
Kappametrics Ltd	Ordinary	82%		Τ
Lipton Ltd	Ordinary	100%		F
Froosh International Holdings Ltd	Ordinary	100%		Н
Rahu Catalytics Ltd	Ordinary	82%		T
Unifusion Ltd	Ordinary	100%		F
Unilever Company for Industrial	Ordinary	100%		T
Development Ltd				
Unilever Company for Regional	Ordinary	100%		T
Marketing and Research Ltd				••
Unilever UK & CN Holdings Ltd	Ordinary	81%		H
Unilever UK Central Resources Ltd	Ordinary	100%		T
Unilever Ventures Ltd	Ordinary	100%		I
Voltea Ltd	Ordinary/	66%		F
	Preferred			
Imperative Health Ltd	Ordinary	57%		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	Н
Home and Personal Care	HPC	Investment Services	I
Trading Operations	Т		

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 2009 (continued)

(8) 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 Salon 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 Spa and Salon International Ltd	30 June 2009 31 December 2008	€71,181 £11,858	€(15,371) £(6,761)

Other Investments

Other Investments' include investments in companies in which Unilever U.K Holdings Limited's influence is less than significant

Name of Company and Country of Incorporation/Registration	Description of Shares Held	Proportion of Nominal Value of Shares held
Arecor Ltd	Ordinary	36% Direct
Brainjuicer Group Plc	Ordinary	39% Direct
Insense Ltd	Ordinary	26% Direct
P2i Ltd	Preferred ordinary	30% 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.

Notes to the Accounts – as at 31 December 2009 (continued)

(9)	Debtors		
		2009	2008
		£000	£000
	Amounts due within one year		

Amounts owed by group undertakings 1,436,807 1,586,117
Other debtors 49,086 5,878

Total 1,485,893 1,591,995

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

(10) Creditors

Amounts falling due within one year	2009 £000	2008 £000
Income Tax EBT Other creditors	(454) (2,546)	(306) (6,404)
Total	(3,000)	(6,710)

(11) Provisions for Liabilities

	Total £000
At 1 January 2009 Charged to Profit and Loss Utilisation	(6,567) (607) 56
At 31 December 2009	(7,118)

£4,762,000 relates to guarantees by the Company for amounts owed by its subsidiaries to one of their fellow subsidiaries £2,356,000 relates to provision for indemnities in respect of disposed companies

Notes to the Accounts – as at 31 December 2009 (continued)

(12) Called up Share Capital

	2009 £000	2008 £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

On the 18 January 2010 the board passed a resolution to amend the existing articles of association of the company in accordance with Companies Act 2006 and adopt new articles allowing the company to use the powers given by Section 550 of the Companies Act 2006 to allot shares without the need for further authorisation under the articles of association or by a resolution of members

(13) 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 and Loss Account

	2009 £000	2008 £000
Operating profit	1,348	790
Interest receivable Profit before taxation	28 1,376	180 970
Taxation Profit after taxation	(558) 818	(402) 568
Profit distribution for employee benefits	(684)	(200)
Profit for the financial year	134	368

Unilever U.K. Holdings Limited

Notes to the Accounts – 31 December 2009 (continued)

Balance Sheet - EBT

	2009 £000	2008 £000
Debtors	3,795	7,371
Creditors due within one year	(2,999)	(6,710)
Net assets	796	661

(14) Reserves

	Other Reserves	Reserves EBT	Profit and Loss	<u>Total</u>
	£000	£000	Account £000	£000
At 1 January 2009	2,882,965	661	2,304,393	5,188,019
Profit for the year	-	134	95,536	95,670
Reserve transfer Dividend paid (note 7)	(344,200)	-	344,200 (550,000)	(550,000)
At 31 December 2009	2,638,765	795	2,194,129	4,733,689

The other reserves represent unrealised profit on inter-group sale of investments in 2002 and 2005 to Unilever UK & CN Holdings Limited

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

(15) Reconciliation of movements in Equity Shareholders' Funds

	2009 £000	2008 £000
Profit/(Loss) for the financial year	95,670	(81,442)
Opening equity shareholders' funds	5,196,644	5,278,086
Dividend paid (note 7)	(550,000)	-
Closing equity shareholders' funds	4,742,314	5,196,644

Notes to the Accounts – 31 December 2009 (continued)

(16) Commitments

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 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 £57,435,000
- c) Guarantees have been given to The Royal Bank of Scotland Plc on behalf of Colworth Park Limited Partnership in respect of cost overruns relating to new building development This is capped at £3,500,000

None of the above contingent habilities 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 £85,803,000. 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 2009. At 31 December 2009, £67,435,000 was invested in Langholm Capital Partners LP including management fees

(17) Related Party Transactions and Ultimate Parent Company

The immediate and ultimate parent company is Unilever PLC. The controlling party is Unilever PLC. The Company has not disclosed transactions with fellow, wholly owned subsidiaries 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 both the smallest and largest group to consolidate these financial statements. Copies of Unilever group accounts can be publicly obtained from Unilever PLC, Corporate Relations Department, Unilever House, 100 Victoria Embankment, London EC4Y ODY.