# LIPTON LIMITED

# **REPORT AND ACCOUNTS 2005**

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COMPANIES HOUSE 31/10/2006

#### Registered Number 56350

### **Lipton Limited**

#### Directors' Report for the Year ended 31 December 2005

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

Mr B K MacAuley

Mr A D Morrison (resigned 30 September 2005)

Mr I R Neathercoat

Mr M A Precious

Mr D F Smyth (appointed 1 April 2005)

Mr H M E R Synhaeve (appointed 16 September 2005)

#### **Review of Activities**

There was no significant change in the principal activities of the Company which consisted of the purchase of tea for resale in bulk and the sale of blended tea for export. These activities were carried on by this Company and its branches in Kenya and Malawi, and office in Indonesia, either as Agent or Principal, but in all cases the profits and losses arising therefrom have been recorded in the books of this Company.

The Directors consider that in the conditions prevailing during the year, the development of the Company's 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 significantly different from its present activities.

#### Results and Dividend

The loss for the year is £128,000 (the profit for 2004 was £127,000). No dividend has been declared (2004 – None declared) out of reserves.

#### **Directors' Interests**

According to the Register of Directors' Interests, the notifiable interests of the Directors in office at 31 December 2005, in the share capital of the Company's ultimate holding Company, Unilever PLC, were as follows: -

Company, Omiover 120	Unilever PLC	At 1.1.2005 (1.4p shares)	At 31.12.2005 (1.4p shares)
Mr B K MacAuley	Ordinary shares	2,429	2,976
Mr I R Neathercoat	Ordinary shares	712	712
Mr M A Precious	Ordinary shares	1,445	5,735
Mr D F Smyth	Ordinary shares	1,538 (on appointment)	1,592
Mr H Synhaeve	Ordinary shares	4,615 (on appointment)	4,616

Options to acquire the number of Unilever PLC Ordinary shares listed below were granted, exercised and held as follows:-

		At 1.1.2005	Granted	Exercised/ Lapsed	At 31.12.2005
Mr B K MacAuley	(a) (b)	14,782 6,336	Nil Nil	Nil 3,283	14,782 3,053
Mr I R Neathercoat	(a)	17,188	Nil	Nil	17,188
Mr M A Precious	(b)	3,970	Nil	3,970	Nil
Mr D F Smyth	(a)	44,825 (on appointment)	Nil	Nil	44,825
Mr H Synhaeve	(a)	87,450 (on appointment)	Nil	Nil	87,450

- (a) under the Unilever 1985 and 1997 Executive Share Option Schemes and subject to the Rules of those Schemes.
- (b) under the Unilever PLC 1985 Sharesave Scheme and subject to the Rules of that Scheme.

### **Global Performance Share Plan**

The following conditional shares were outstanding, awarded or vested during 2005 under the Global Performance Share Plan:

	<u>At 1.1.2005</u>	Granted	At 31.12.2005
		<u>(1)</u>	
Mr B K MacAuley	Nil	1,000	1,000
Mr I R Neathercoat	Nil	1,000	1,000
Mr D F Smyth	Nil	1,250	1,250
-	(on appointment)		
Mr H Synhaeve	4,050	Nil	4,050
•	(on appointment)		

### **Creditor Payment Policy**

The company complies with the Better Payment Practice Code of the Better Payment Practice Group, a successor code to the Prompt Payment Code of the Confederation of British Industry. It continues to be the Company's policy to follow the Code in respect of all suppliers. Copies of the Code may be obtained from the Department of Trade and Industry.

The ratio, expressed in days, between the amounts invoiced to the Company by its suppliers in the year and the amounts owed to its trade creditors at the end of the year was 95 days (2004 84 days).

#### Political and Charitable Donations

The company made charitable donations amounting to £7,000 (2004 £18,000). No political contributions were made.

#### **Auditors**

PricewaterhouseCoopers LLP will remain in office as auditors of the Company in accordance with the provisions of Section 386 of the Companies Act 1985.

By Order of the Board

T A Bigmore Secretary

Date: 26.10.06

## Statement of Directors' Responsibilities for preparing the accounts

The Directors are required by UK Company law to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss and total recognised gains or losses of the Company for that year.

The Directors confirm that suitable accounting policies have been used and applied consistently and reasonable and prudent judgements and estimates have been made in the preparation of the accounts for the year ended 31 December 2005. The Directors also confirm that applicable accounting standards have been followed and that the accounts have been prepared on the going concern basis.

The Directors are responsible for keeping proper accounting records, that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the accounts comply with the Companies Act 1985. They also have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

### Independent Auditors' Report to the Shareholders of Lipton Limited

We have audited the financial statements of Lipton Limited for the year ended 31 December 2005 on pages 7 to 21. 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 Annual Report and 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 if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 transactions is not disclosed.

We read the other information contained in the Annual Report, and consider whether it is consistent with the financial statements. This other information comprises only the Directors' Report and the Statement of the Directors' Responsibilities. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

#### 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.

### **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 2005 and of its loss for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.

Pricevatchare Cooper UP

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

London

Date: 26 0 ctober 2006

Lipton Limited

Profit and Loss Account – Year ended 31 December 2005

	<u>Notes</u>	<b>2005</b> £000	<b>2004</b> £000
Turnover Cost of sales	(1)	123,950 (115,303)	115,539 (106,798)
Gross profit Distribution costs Administrative expenses		8,647 (3,505) (4,900)	8,741 (3,294) (5,049)
Operating profit	(2)	242	398
Interest and similar income	(5)	59	228
Profit on ordinary activities before taxation Taxation on profit on ordinary activities Profit/(Loss) of the year retained for the year	(6)	301 (429) (128)	626 (499) 127
Accumulated losses 1 January		(1,066)	(987)
Currency retranslation		195	(206)
Accumulated losses 31 December	(14)	(999)	(1,066)

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

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

### Statement of total recognised gains and losses

	2005	2004
	£000	£000
Profit for the financial year	(128)	127
Currency retranslation	195	(206)
Total recognised gains/(losses) relating to the year	67	(79)

Balance Sheet - 31 December 2005			
	<u>Notes</u>	<b>2005</b> £000	<b>2004</b> £000
Fixed assets			
Tangible assets	(7)	410	445
Investments	(8)	24	24
		434	469
Current assets	(0)	10.044	0.255
Stocks	(9)	10,044	9,355
Debtors	(10)	28,568	19,916
Indebtedness with parent Company's			7.600
central subsidiary		- 892	7,600 480
Cash at bank and in hand	<del></del>		
		39,504	37,351
Creditors: amounts falling due within one year	(11)	(34,722)	(32,281)
Net current assets	-	4,782	5,070
Total assets less current liabilities		5,216	5,539
Creditors: amounts falling due after more than one year	(11)	(4,289)	(41)
Provision for liabilities and charges	(12)	(1,565)	(1,953)
Net assets	-	(638)	3,545
Capital and reserves Called up share capital Share premium account Profit and loss account	(13) (14) (14)	361 (999)	4,250 361 (1,066)
Equity shareholders' deficit	<u>-</u>	(638)	3,545

The financial statements on pages 7 to 21 were approved by the Board of Directors on 2006 and were signed on its behalf by:

D F Smyth Director

2 6 OCT 2006

### **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 financial statements contain information about Lipton 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.

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

Tangible Fixed Assets: The cost of tangible fixed assets is their purchase cost, together with any incidental costs of acquisition.

Depreciation is calculated so as to write off the cost of tangible fixed assets, less their estimated residual values, on a straight line basis over the expected economic lives of the assets concerned.

Plant and machinery Motor vehicles 3 -15 years4 -6 years

Finance costs are not capitalised.

**Deferred Taxation:** Full provision is made for deferred taxation on all significant timing differences arising from the recognition of items for taxation purposes in different periods from those included in the Company accounts. Full provision is made at the rates of tax prevailing at the year-end unless future rates have been enacted or substantively enacted. Deferred tax assets and liabilities have not been discounted.

### Principal Accounting Policies (continued)

**Stocks:** Stocks are consistently stated at the lower of cost and net realisable value. Cost is determined on a specific basis and includes direct expenditure.

Leases: Lease rental payments in respect of operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Foreign Currencies: Trading transactions denominated in foreign currencies are translated into sterling at the exchange rate ruling on the date of the transaction, at monthly average rates or at covered rates where appropriate. 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.

Assets and liabilities of branches in foreign currencies are translated into sterling at rates of exchange ruling at the end of the financial year and the results of foreign branches are translated at the average rate of exchange for the year.

Differences on exchange arising from retranslation of the opening net investment in branches, and from the translation of the results of those branches at average rate, are taken to reserves and are reported in the statement of total recognised gains and losses. All other foreign exchange differences are taken to the profit and loss account in the year in which they arise.

**Turnover:** Turnover comprises of the sales of goods and services after deduction of discounts and sales taxes. Revenue is recognised when the risks and rewards of the underlying products have been substantially transferred to the customer.

**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.

**Pensions:** The Company's eligible employees are members of the Unilever Pension Fund, a group defined benefit scheme which is funded by Company and employee contributions. The defined pension fund contributions are paid by the Company as if it were a defined contribution scheme as the Company is unable to identify its share of the underlying assets and liabilities in the scheme. Company contributions, which normally represent the charge for the year, are determined on an actuarial basis so that the annual charge is a substantially level percentage of current and expected future pensionable payroll.

Sponsoring companies pay their contributions to Unilever UK Central Resources Limited, which accepts responsibility for contributing to the Fund and for accounting for the pension cost on their behalf.

The capital costs of unfunded retirement benefits for employees retiring before normal retiring age are paid to another group Company which accepts responsibility for payment of the benefits to former employees. The capital costs are charged to the profit and loss account in the year in which the decision to retire an employee before normal retirement age is made.

## Principal Accounting Policies (continued)

Employee Share Option Scheme: Unilever PLC grants options over its shares to eligible employees under an Employee Share Save Scheme. In order to meet this commitment shares are purchased with finance provided by Unilever PLC and are held by the Unilever Employee Share Trust (Jersey). In consideration of Unilever PLC granting options to its employees the Company has agreed to contribute its share of the cost of holding the shares. The right to receive dividends on shares held by the Trust has been waived.

## **Change in Accounting Policy:**

The Accounting Standards Board issued Financial Reporting Standard (FRS) 21 'Events after the balance sheet date' in May 2004. This standard replaces Statement of Standard Accounting Practice 17 'Accounting for post balance sheet events' and the main effect of this change is to prohibit the recording of a provision for a proposed dividend where the dividend is declared after the balance sheet date. FRS 21 is applicable for accounting periods beginning on or after 1st January 2005. Therefore final dividends are now only recognised in the profit and loss account when shareholders have approved such amount and interim dividends are only recognised when paid. The adoption of FRS21 has had no impact on the previously issued financial statements of the Company.

### Notes to the Accounts - 31 December 2005

### (1) Turnover

The turnover includes group sales of £122,849,000 (2004 £114,441,000) and represents sales at invoiced value, excluding value added tax.

The geographical analysis of turnover is as follows:-

	2005	2004
	000£	£000
United Kingdom	36,940	40,815
Asia Pacific	32,631	30,546
Africa	11,936	11,127
Rest of World	42,443	33,051
	123,950	115,539

# (2) Operating Profit

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

	2005	2004
	£000	£000
Depreciation		
- on owned tangible fixed assets	77	96
Operating lease expenditure	26	37
<ul><li>other tangible assets (Cars)</li><li>other tangible assets (Buildings)</li></ul>	15	13
Auditors' remuneration	10	1.0
- audit Services	19	16 18
<ul> <li>non audit services</li> <li>Operating exceptional items – restructuring</li> </ul>	1 -	(8)
Operating exceptional terms residentialing		(-)

### (3) Directors' Emoluments

The Directors, including the Chairman, are employed as managers by Unilever UK Central Resources Limited and they are remunerated by that Company in respect of their services to the group as a whole. Unilever UK Central Resources Limited charges the Company for management and other services.

## (4) Employee Information

The average number of persons employed by the company during the year is analysed below:

	2005	2004
United Kingdom	36	39
Africa	41	40
Total	77	79
	2005	2004
	£000	£000
Staff Costs		
Wages and salaries	1,576	2,268
Social security costs	105	199
Pension costs	336	282
		0.740
Total	2,017	2,749

# (5) Interest and Similar Income

	2005 £000	2004 £000
Interest receivable from group undertakings Other interest receivable and similar income Other interest payable	107 23 (71)	157 71 -
Total interest receivable and investment income	59	228

# (6) Taxation on Profit on Ordinary Activities

The charge for taxation is made up as follows:

	20	05	2004	
	£000	£000	£000	£000
On the profit for the years				
Current tax:				
UK corporation tax	125		(218)	
Less: Double tax relief	0		218	
	125		(1.50)	
Adjustments for prior years	(63)		(173)	
UK taxation		62		(173)
OK taxation		02		(****)
Foreign taxation		(443)	_	(465)
		(201)		((00)
Total current taxation		(381)		(638)
Deferred taxation	(19)		75	
Adjustments for prior years	(29)		64	
Adjustifients for prior years	(2)	(48)		139
			-	
Total taxation charge		(429)		(499)
7 0 000 100 100 100 100 100 100 100 100			-	

# (6) Taxation on Profit on Ordinary Activities (continued)

The current tax for the year is lower (2004 higher) than the standard rate of corporation tax in the UK (30%). The differences are explained below:

•	2005 £000	2004 £000
Profit on ordinary activities before tax	301	626
Profit on ordinary activities multiplied by standard rate of corporation tax in UK of 30% (2004 – 30%)	(90)	(188)
Effects of:		
Permanent differences	139	45
Higher tax rates on overseas earnings	(443)	(247)
Capital allowances higher/(lower) than depreciation	20	(29)
Short term timing differences	56	(46)
Adjustments to tax in respect of prior periods	(63)	(173)
Current tax charge	(381)	(638)

The effect on the tax charge on the profit of the year of the exceptional item disclosed in note 2 on page 12 is as follows:-

United Kingdom Corporation Tax	-	-
Deferred Taxation	-	(4)

# (7) Tangible Fixed Assets

	<u>Plant and</u> <u>Machinery</u>	Motor Vehicles	<u>Total</u>
	£000	£000	£000
Gross Book Value			
At 1 January 2005	1,043	56	1,099
Additions at cost	40	-	40
Disposals	(45)	(13)	(58)
Exchange adjustments	38	1	39
At 31 December 2005	1,076	44	1,120
Accumulated Depreciation			
1 January 2005	615	39	654
Depreciation charge for the year	72	5	77
Disposals	(36)	(8)	(44)
Exchange adjustments	18	5	23
At 31 December 2005	669	41	710
Net book value			
At 31 December 2005	407	3	410
At 1 January 2005	428	17	445

# (8) Fixed Assets - Investments

FIACU ASSES - IIIVESTINGIES	Shares in Group Undertakings	Total
	£000	£000
Cost 1 January 2005	24	24
Cost 31 December 2005	24	24

There are no investments in listed shares.

# (8) Fixed Assets – Investments (continued)

The investments are 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 of Shares Held	Proportion of Nominal Value of Shares held and of Voting Rights	Principal Activity
R.O. Mennell & Co Ltd England & Wales	50,000 ordinary shares of 10p each	100%	Tea Trading
Eligiana de <sub>e</sub> vidado	5,000 ordinary shares of £1 each	100%	
Haines & Company (London) Ltd England & Wales	3,000 ordinary shares of £1 each	100%	Private Tea Broking

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

(9)	Stocks		
(-)		2005	2004
		£000	£000
	Raw materials and consumables	10,044	9,355
(10)	Debtors		
` /		2005	2004
		£000	£000
	Amounts due within one year		
	Trade debtors	625	849
	Amounts owed by group undertakings	27,227	18,568
	Corporation tax recoverable	64	39
	Prepayments and accrued income	236	9
	Deferred taxation (see below)	416	451
	Total debtors	28,568	19,916

At 1 January 2005       451         Charged to Profit and Loss       (48)         Currency retranslation       13         At 31 December 2005       416         The deferred tax asset is made up as follows: -         2005       2004         £000       £000         Accelerated capital allowances       105       84         Short term timing differences       311       367         416       451         (11) Creditors         Amounts due within one year       2005       2004         Bank loans and overdrafts       10       135         Trade creditors       32,120       21,921         Amounts owed to group undertakings       383       8,928         Accruals and deferred income       2,209       1,297         Total       34,722       32,281         Amounts due after more than one year Accruals and deferred income       39       41         Total       39       41		The movement in deferred taxation is as follows:	Deferred Taxation £000	
Accelerated capital allowances   105   84		Charged to Profit and Loss Currency retranslation	(48) 13	
Short term timing differences   311   367     416   451		The deferred tax asset is made up as follows: -		
2005   2004   £000   £000		•	311	367
Bank loans and overdrafts Trade creditors Amounts owed to group undertakings Accruals and deferred income  Total  Amounts due after more than one year Accruals and deferred income  39 41	(11)	Creditors		
Amounts due after more than one year Accruals and deferred income 39 41		Bank loans and overdrafts Trade creditors Amounts owed to group undertakings	32,120 383	21,921 8,928
Accruals and deferred income 39 41		Total	34,722	32,281
Total 39 41			39	41
		Total	39	41

### (12) Provisions for Liabilities and Charges

	Restructuring	<u>Total</u>
	£000	£000
At 1 January 2005 Utilisation	1,953 (388)	1,953 (388)
At 31 December 2005	1,565	1,565

On 20 November 2002, the company announced plans to undertake a major reorganisation of their global tea sourcing operation at a cost of £3,140,000, all redundancy related, which commenced during 2003 and will continue through into 2006. As at the 31 December 2005 the current restructuring provision in relation to the major re-organisation is £1,565,453.

## (13) Called Up Share Capital

Canca of Same Superior	2005 £000	2004 £000
Authorised, allotted, called up and fully paid 4,250,000 deferred ordinary shares of £1 each	4,250	4,250

The rights of the non-equity deferred shares are as follows:

- (1) the profits which the Company may determine to distribute in respect of any financial year shall be applied first in paying to the holders of the Ordinary and Deferred Shares pari passu a dividend of up to 5 per cent per annum and the balance of the said profits shall be paid to the holders of Ordinary Shares.
- on a winding up the assets available for distribution among the members shall be applied first in repaying to the holders of the Ordinary Shares the sum of 10p for each Ordinary Share held by them; second in repaying the holders of the Deferred Shares the sum of £1 each Deferred Share held by them; and any balance of such assets then remaining shall belong to the holders of Ordinary Shares.
- (3) save as provided above the holders of the Deferred Shares shall not be entitled to any participation in the profits or assets of the Company.
- (4) the holders of the Deferred Shares shall not be entitled to attend or vote at any general meeting of the Company by virtue of or in respect of their holdings of Deferred Shares.

# (14) Reconciliation of movements in Shareholders' Funds

	2005	2004
	£000	£000
(Loss)/profit for the financial year	(128)	127
Effect of adoption of FRS 25	(4,250)	-
Other recognised gains/(losses), net	195	(206)
Net reduction	(4,183)	(79)
Opening shareholders' funds	3,545	3,624
Closing shareholders' deficit	(638)	3,545

#### Reserves

	Share Premium Account £000	Profit and Loss Account £000	Total
At 1 January 2005	361	(1,066)	(705)
Transfer from profit and loss		(128)	(128)
Currency retranslation	-	195	195
At 31 December 2005	361	(999)	(638)

# (15) Lease Commitments

At 31 December the company had annual commitments under non-cancellable operating leases expiring as follows:

	2005	2004
	£000	£000
In respect of land and buildings, on leases expiring:-		
Within 1 year	19	14
Within 2 to 5 years	60	42
	79	56
In respect of other assets, on leases expiring:-		
Within 1 year	3	4
Within 2 to 5 years	15	16
	18	20

# (16) Related Party Transactions and Ultimate Parent Company

The ultimate parent company is Unilever PLC and the immediate holding company is Unilever UK Holdings Limited. The company has not disclosed transactions with fellow subsidiaries in accordance with the exemption under the terms of Financial Reporting Standard No.8. Copies of Unilever group accounts can be obtained from Unilever PLC, Corporate Relations Department, PO Box 68, Blackfriars, London EC4P 4BQ.