

Brooke Bond Foods Limited**Directors' Report for the Year ended 31 December 2005****Directors**

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

Ms L Gray
Mr D R C Schwarz (resigned 29 April 2005)

**Review of Activities**

The Company did not carry out any business during 2005; all its out of pocket expenses being borne by the parent company or a fellow subsidiary. The Directors do not envisage any change in the Company's position in 2006.

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 :-

| <u>Unilever PLC</u> | | <u>At 1.1.2005</u> | <u>At 31.12.2005</u> |
|---------------------|-----------------|--------------------|----------------------|
| | | (1.4p shares) | (1.4p shares) |
| Ms L Gray | Ordinary shares | 4,787 | 5,890 |

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

| | | <u>At 1.1.2005</u> | <u>Granted</u> | <u>Exercised</u> | <u>At 31.12.2005</u> |
|-----------|-----|--------------------|----------------|------------------|----------------------|
| Ms L Gray | (a) | 53,626 | 1,100 | Nil | 54,726 |
| | (b) | 2,744 | Nil | Nil | 2,744 |

- (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:

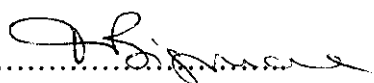
| | <u>At 1.1.2005</u> | <u>Granted</u> <u>(1)</u> | <u>At 31.12.2005</u> |
|-----------|--------------------|------------------------------|----------------------|
| Ms L Gray | Nil | 4,590 | 4,590 |

- (1) Each award of performance shares is conditional and vests subject to certain conditions (free cash flow performance and top-line growth performance) three years after the date of the award. The 2005 awards are subject to the performance period 1 January 2005 to 31 December 2007.

The Directors, in common with all employees of Unilever PLC and its UK subsidiaries, have a beneficial interest in the undermentioned Unilever PLC ordinary shares acquired by the Unilever Employee Share Trust (Jersey) for the purpose of satisfying share options granted to employees.

| | <u>At 1.1.2005</u> | <u>At 31.12.2005</u> |
|--------------|--------------------|----------------------|
| The Director | 48,888,961 | 43,232,118 |

By Order of the Board
T A Bigmore (Secretary)

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Date. 16-10-06

Brooke Bond Foods Limited**Balance Sheet***At 31 December 2005*

| | £000 | <u>2005</u> <u>£000</u> | <u>2004</u> <u>£000</u> |
|---|-------|----------------------------|----------------------------|
| Total Assets less current liabilities | | | |
| Indebtedness with parent company's Central services subsidiary | | <u>9,872</u> | <u>9,872</u> |
| Capital and Reserves | | | |
| Called up Share Capital | | | |
| Ordinary Shares of £1 each | | | |
| Authorised | 4,653 | | |
| Allotted, called up and fully paid | | <u>4,653</u> | <u>4,653</u> |
| Share Premium Account | | <u>5,219</u> | <u>5,219</u> |
| Equity Shareholders' funds | | <u><u>9,872</u></u> | <u><u>9,872</u></u> |

During the year under review, the Company has made neither profit nor recognised gains or losses and all expenses incurred by the Company have been borne by the parent company or a fellow subsidiary. The Directors received no remuneration.

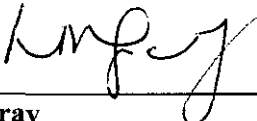
The ultimate parent company is Unilever PLC and the immediate holding company is Unilever UK Holdings Limited. Copies of the Unilever group accounts can be obtained from Unilever PLC, Corporate Relations Department, P O Box 68, Blackfriars, London, EC4P 4BQ.

For the year ended 31 December 2005 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985. No members have required the Company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The Directors acknowledge their responsibility for:

- a) Ensuring the Company keeps accounting records which comply with section 221
- b) Preparing accounts which give true and fair view of the state of the affairs of the Company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

These financial statements were approved by the Board of Directors on 16-10-06 and were signed on its behalf by:


 L Gray
 Director