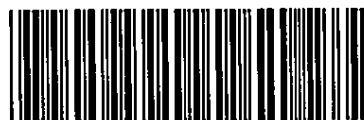


Registered Number 4883233

SIMPLE HEALTH & BEAUTY GROUP LIMITED
REPORT AND ACCOUNTS FOR THE PERIOD ENDED 31 DECEMBER 2012

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REPORT AND FINANCIAL STATEMENTS FOR PERIOD ENDED 31 DECEMBER 2012

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

A L Pike
D Penn (resigned 17/04/2012)
S Jarrold (appointed 10/01/2012, resigned 02/07/2012)
G Neath (appointed 10/01/2012, resigned 06/02/2012)
P Dickson (appointed 10/01/2012, resigned 07/11/2012)
R Hynes (resigned 26/03/2012)
R Nicoletti (resigned 26/03/2012)
N Fletcher (appointed 17/04/2012, resigned 21/3/2013)
R C Hazell (appointed 26/03/2012)
A Elphick (appointed 10/09/2012)
C Leighton-Davies (appointed 07/11/2012)

SECRETARY

The New Hovema Limited

REGISTERED OFFICE

Unilever House
100 Victoria Embankment
London
EC4Y 0DY

REGISTERED OFFICE OF ULTIMATE PARENT COMPANY

Port Sunlight
Wirral
Merseyside CH62 4ZD

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP
1 Embankment Place
London
WC2N 6RH

Directors' Report for the period ended 31 December 2012

The Directors submit their report and the audited financial statements for the fifteen month period ended 31 December 2012

Directors

The Directors of the Company who served during the period and up to the date of signing the financial statements are shown on page 1

Principal activities, review of business and future developments

The principal activity of the Company is that of a holding company for subsidiaries. All of its out of pocket expenses, including the remuneration of auditors, were borne by the parent company or a fellow subsidiary

On 10 May 2011, Unilever, a worldwide consumer goods company acquired all the shares of the ultimate parent company, Alberto-Culver Company, a US based organisation. Subsequently the Company changed its year end from 30 September to 31 December in order to align its accounting reference date with its parent undertaking. Consequently, the current period is for the 15 months ended 31 December 2012

The profit for the period attributable to shareholders amounts to £23,437,000 (2011 loss £6,019,000)

The Directors consider that, in the conditions prevailing during the period, the development of the Company's business and its financial position at the end of the period 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 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 Group published annual report

Directors' Report for the period ended 31 December 2012 (continued)

Dividends

The Directors paid a dividend of £25,000,000 in the period (2011 £nil)

Statement of Directors' responsibilities

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 period. Under that law the Directors have prepared 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 accounting estimates that are reasonable and prudent, and
- 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.

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

- 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 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.

Directors' Report for the period ended 31 December 2012 (continued)

Independent Auditors

On 2 August 2012 KPMG resigned as auditors to the Company and the Directors appointed PricewaterhouseCoopers LLP on the same date

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

A handwritten signature in black ink, appearing to read 'C Leighton-Davies', with a stylized flourish at the end.

C Leighton-Davies
Director

Date 20 June 2013

Independent Auditors' Report to the Members of Simple Health & Beauty Group Limited

We have audited the financial statements of Simple Health & Beauty Group Limited for the period ended 31 December 2012 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 Statement of Directors' responsibilities set out on page 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 and express an opinion on 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. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 2012 and of its profit for the period 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.

Independent Auditors' Report to the Members of Simple Health & Beauty Group Limited (continued)

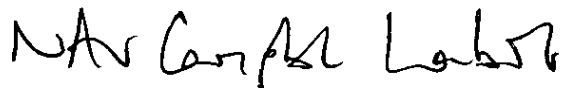
Opinion on other matter prescribed by the Companies Act 2006

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

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



Nicholas Campbell-Lambert (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

Date 21 June 2013

Profit and Loss Account for the period ended 31 December 2012

	<i>Note</i>	Period ended 31 December 2012 £000	Year ended 30 September 2011 £000
Income from investment in subsidiaries	<i>1</i>	25,000	-
Profit on ordinary activities before interest		25,000	-
Interest payable and similar charges	<i>5</i>	(2,078)	(8,245)
Profit/(loss) on ordinary activities before taxation		22,922	(8,245)
Taxation on profit/(loss) on ordinary activities	<i>6</i>	515	2,226
Profit/(loss) for the financial period/ year		23,437	(6,019)

There are no material differences between the profit on ordinary activities before taxation and the profit for the financial periods stated above and their historical cost equivalents

There were no recognised gains/(losses) for the periods other than those in the profit and loss accounts above, and therefore no separate statement of total recognised gains and losses has been presented

The notes on pages 11 to 15 are an integral part of these financial statements

Balance Sheet as at 31 December 2012

	<i>Note</i>	31 December 2012 £000	30 September 2011 £000
Fixed assets			
Investments	7	202,494	202,494
		<hr/>	<hr/>
		202,494	202,494
Current assets			
Debtors due within one year	8	2,836	2,226
Cash at bank and in hand		-	94
		<hr/>	<hr/>
		2,836	2,320
Creditors: amounts falling due within one year	9	(181,413)	(179,334)
		<hr/>	<hr/>
Net current liabilities		(178,577)	(177,014)
		<hr/>	<hr/>
Total assets less current liabilities		23,917	25,480
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	11	54	54
Share premium account		500	500
Profit and loss account	12	23,363	24,926
		<hr/>	<hr/>
Total shareholders' funds	13	23,917	25,480
		<hr/>	<hr/>

The notes on pages 11 to 16 are an integral part of these financial statements
The financial statements on pages 7 to 16 were approved by the Board of Directors on
17 June 2013 and were signed on its behalf by



C Leighton-Davies
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 period, are set out below.

Basis of preparation

The financial statements contain information about Simple Health & Beauty Group Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under Section 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 wholly-owned 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

Investments in Group undertakings are entities controlled by the Company, where control is the power directly or indirectly to govern the financial and operating policies of the entity so as to obtain benefit from its activities. Associated company investments are entities in which the Group has a long-term interest and over which the Group has directly or indirectly significant influence, where significant influence is the ability to influence the financial and operating policies of the entity. Other investments include investment in companies in which the entity's influence is less than significant.

Fixed asset investments are carried at cost. A review is performed annually to assess for triggering events that indicate impairment and if required the net realisable value is assessed using a discounted cash flow (DCF) method.

Where the value of an investment is considered to have been permanently impaired, a carrying value below cost method is employed and any impairment charge is taken to the Profit and Loss Account. The reversal of past impairment losses is recognised when the recoverable amount of an investment in a subsidiary, an associate or a joint venture has increased because of a change in economic conditions.

Principal Accounting Policies (continued)

Current Taxation

The charge for current income tax is based on the results for the period as adjusted for items which are not taxed or which are disallowed. It is calculated using tax rates in legislation that has been enacted or substantively enacted by the balance sheet date.

Dividends

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

Under FRS 21 'Events after the Balance Sheet Date', proposed dividends do not meet the definition of a liability until such time as they have been approved by shareholders at the Annual General Meeting. Therefore, we do not recognise a liability in any period for dividends that have been proposed but will not be approved until after the balance sheet date. This holds for external dividends as well as intra-group dividends paid to the parent company.

Notes to the Accounts for the period ended 31 December 2012

(1) Income from investment in subsidiaries

	Period ended 31 December 2012	Year ended 30 September 2011
	£000	£000
Income from dividends received Accantia Group Holdings	25,000	-

(2) Directors' Emoluments

No remuneration (2011 £nil) was received by the Directors from the Company. They are employed by other Unilever Group companies and are remunerated by those companies in respect of their services to the Group as a whole.

(3) Auditors Remuneration

The fees for PricewaterhouseCoopers LLP (and its associates if applicable) in respect of statutory audit for the current period are borne by fellow Unilever Group Company, Unilever U.K. Central Resources Limited and amount to £nil (2011 £nil).

The disclosure of fees payable to the auditor and its associates for other (non-audit) services has not been made because the consolidated accounts of the Company's parent are required to disclose other (non-audit) services on a consolidated basis as appropriate.

(4) Employee Information

No employees were employed by the Company during 2012 (2011 nil), no employee costs were incurred by the Company (2011 £nil).

(5) Interest payable and similar charges

	Period ended 31 December 2012	Year ended 30 September 2011
	£000	£000
Interest payable on loans from group undertakings	(2,078)	(8,245)

(6) Taxation on Profit/(loss) on Ordinary Activities

The taxation charge is made up as follows:

	Period ended 31 December 2012	Year ended 30 September 2011
	£000	£000
On profit for the period	515	2,226
UK Corporation tax		

Notes to the Report and Accounts for the period ended 31 December 2012 (continued)

The current tax assessed for the period is lower (2011 equal) to the average standard rate of corporation tax in the UK which is 24.8% (2011 27%). The differences are explained below

	Period ended 31 December 2012 £000	Year ended 30 September 2011 £000
<i>Current tax reconciliation</i>		
Profit/(loss) on ordinary activities before taxation	22,922	(8,245)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.8% (2011 27%)	(5,685)	2,226
<i>Effects of</i>		
Dividends received	6,200	-
Current tax credit	515	2,226

The current UK corporate tax rate that has been used for the period is a hybrid rate of 24.8%. This is on the basis that the tax rate changed from 26% to 24% as of 1 April 2012.

In addition, further reductions to the main rate are proposed to reduce the rate to 21% by 1 April 2014 (20% by 1 April 2015). These further changes have not been substantively enacted at the balance sheet date and therefore have not been included in these financial statements.

There are no reconciling items relating to intra group transfer pricing adjustments in the tax reconciliation for 2012 (none for 2011) as no intra group payment will be made for losses claimed or surrendered relating to such amounts.

(7) Investments

	Shares in Group undertakings £000
Cost at 1 October 2011 and 31 December 2012	301,494
Provision for impairment 1 October 2011 and 31 December 2012	(99,000)
Net Book Value at 30 September 2011 and 31 December 2012	202,494

There are no investments in listed shares.

Notes to the Report and Accounts for the period ended 31 December 2012 (continued)

Investments in Group undertakings

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 are 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
			Direct %	Indirect %	
Accantia Group Holdings	England and Wales	Ordinary £1	100%	-	Holding Company
Accantia (Holdings) Limited*	England and Wales	Ordinary £1	-	100%	Dormant
Accantia Health & Beauty Limited*	England and Wales	Ordinary £1	-	100%	Dormant
Simple Toiletries Limited*	England and Wales	Ordinary £1	-	100%	Agency company
Simple Health & Beauty Limited*	England and Wales	Ordinary £1	-	100%	Agency company
Accantia Limited	England and Wales	Ordinary £1	-	100%	Dormant

*Indirect holdings

In the opinion of the Directors, the value of the investment in subsidiary undertakings is not less than the amount at which the investment is stated in the balance sheet.

(8) Debtors

	31 December 2012 £000	30 September 2011 £000
Amounts due within one year		
Amounts due from Group undertakings	2,321	-
Corporation tax	515	2,226
Total debtors	2,836	2,226

Amounts due from Group undertakings include balances with Unilever UK Central Resources Limited and Simple Toiletries Limited which were interest bearing at 5% per annum until 1 January 2012 thereafter non interest bearing, are unsecured and repayable on demand.

Notes to the Report and Accounts for the period ended 31 December 2012 (continued)**(9) Creditors**

	31 December 2012 £000	30 September 2011 £000
Amounts falling due within one year		
Amounts due to Group undertakings	<u>(181,413)</u>	<u>(179,334)</u>

Amounts due to Group undertakings include balances with Accantia (Holdings) Limited, Accantia Limited, Accantia Group Holdings, Accantia Health & Beauty Limited and Simple Toiletries Limited which were interest bearing at 5% until 1 January 2012, are unsecured and repayable in full on 31st July 2013

(10) Dividends

	Period ended 31 December 2012 £000	Year ended 30 September 2011 £000
Ordinary Shares		
Final paid 467p per share	25,000	-
(2011 Nil p per share)		

The directors have proposed a final dividend for the period ended 31 December 2012 of 467p per share, which is a total of £25,000,000

Notes to the Report and Accounts for the period ended 31 December 2012 (continued)

(11) Called up Share Capital

	31 December 2012 £000	30 September 2011 £000
Authorised		
5,357,607 (2011 5,357,607) Ordinary shares of 1p each	54	54
Allotted and fully paid		
5,357,607 (2011 5,357,607) Ordinary shares of 1p each	54	54

(12) Profit and Loss Account

	Period ended 30 December 2012 £000	Year ended 30 September 2011 £000
At beginning of the period	24,926	30,945
Profit/(loss) for the financial period	23,437	(6,019)
Dividends paid (Note 10)	(25,000)	-
At end of the period	23,363	24,926

(13) Reconciliation of movements in Total Shareholders' Funds

	Period ended 31 December 2012 £000	Year ended 30 September 2011 £000
Profit/(loss) for the financial period	23,437	(6,019)
Dividends paid	(25,000)	-
Net reduction to shareholders' funds	(1,563)	(6,019)
Opening shareholders' funds	25,480	31,499
Closing shareholders' funds	23,917	25,480

Notes to the Report and Accounts for the period ended 31 December 2012 (continued)

(14) Related Party Transactions and Ultimate Parent Company

The ultimate parent company and controlling party is Unilever PLC and the immediate holding company is Unilever U.K. Limited, both companies incorporated in the United Kingdom. The Company has not disclosed transactions with fellow, wholly owned subsidiaries in accordance with the exemption under the terms of Financial Reporting Standard 8 "Related party disclosures" as the ultimate parent company produces publicly available consolidated accounts. These accounts 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, 100 Victoria Embankment, London EC4Y 0DY and www.unilever.com