

UNILEVER N V  
Form 20-F  
March 08, 2013  
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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 20-F

(Mark one)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED 31 DECEMBER 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

# UNILEVER N.V.

(Exact name of Registrant as specified in its charter)

The Netherlands

(Jurisdiction of incorporation or organization)

Weena 455, 3013 AL, Rotterdam, The Netherlands

(Address of principal executive offices)

T.E. Lovell, Group Secretary

Tel: +44(0)2078225252, Fax: +44(0)2078226108

Unilever House, 100 Victoria Embankment, London EC4Y 0DY UK

(Name, telephone number, facsimile number and address of Company Contact)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of each class   | Name of each exchange on which registered |
|---|---|
| N.V. New York registry shares each representing one ordinary share of nominal amount of 0.16 each | New York Stock Exchange                   |

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

The total number of outstanding shares of the issuer's capital stock at the close of the period covered by the annual report was: 1,714,727,700 ordinary shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act:

Yes  No

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If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934:

Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large Accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards  
as issued by the International Accounting  
Standards Board

Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act):

Yes  No

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**Cautionary statement**

This document may contain forward-looking statements, including forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. Words such as will, aim, expects, anticipates, intends, looks, believes, vision, or the negative terms and other similar expressions of future performance or results, and their negatives, are intended to identify such forward-looking statements. These forward-looking statements are based upon current expectations and assumptions regarding anticipated developments and other factors affecting the Group. They are not historical facts, nor are they guarantees of future performance.

Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements. Among other risks and uncertainties, the material, or principal factors which cause actual results to differ materially are: Unilever's global brands not meeting consumer preferences; increasing competitive pressures; Unilever's investment choices in its portfolio management; inability to find sustainable solutions to support long-term growth; customer relationships; the recruitment and retention of talented employees; disruptions in our supply chain; the cost of raw materials and commodities; secure and reliable IT infrastructure; successful execution of acquisitions, divestitures and business transformation projects; economic and political risks and natural disasters; the debt crisis in Europe; financial risks; failure to meet high product safety and ethical standards; and managing regulatory, tax and legal matters. Further details of potential risks and uncertainties affecting the Group are described in the Group's filings with the London Stock Exchange, Euronext Amsterdam and the US Securities and Exchange Commission, including the Group's Annual Report on Form 20-F for the year ended 31 December 2012 and the Annual Report and Accounts 2012. These forward-looking statements speak only as of the date of this announcement. Except as required by any applicable law or regulation, the Group expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

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**ANNUAL REPORT ON**

**FORM 20-F 2012**

**UNILEVER N.V. AND UNILEVER PLC**

**MAKING**

**SUSTAINABLE LIVING**

**COMMONPLACE**

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References in this Report on Form 20-F are to certain references in the Group's Annual Report and Accounts 2012 that include pages incorporated therein, including any page references incorporated in the incorporated material, unless specifically noted otherwise.

The following pages and sections of the Group's Annual Report and Accounts 2012 and specified information referenced therein, regardless of their inclusion in any cross-reference below, are hereby specifically excluded and are not incorporated by reference into this report on Form 20-F:

pages 2 to 5;

Operational highlights on page 6;

Five-year historical Total Shareholder Return (TSR) Performance on page 75;

pages 84 and 85;

pages 132 to 143; and

information on our website or any other website or social media site, including our Facebook, Twitter and LinkedIn pages.

This report on Form 20-F and the Group's Annual Report and Accounts 2012 (furnished separately on 8 March 2013 under Form 6-K) contain certain measures that are not defined by generally accepted accounting principles (GAAP) such as IFRS. We believe this information, along with comparable GAAP measurements, is useful to investors because it provides a basis for measuring our operating performance, ability to retire debt and invest in new business opportunities. Our management uses these financial measures, along with the most directly comparable GAAP financial measures, in evaluating our operating performance and value creation. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with GAAP. Non-GAAP financial measures as reported by us may not be comparable with similarly titled amounts reported by other companies. In addition, there are limitations on the usefulness of our reported non-GAAP financial measures.

We report on the following non-GAAP measures:

underlying sales growth;

underlying volume growth;

core operating profit and core operating margin (including acquisition and disposal related costs, gain/(loss) on disposal of group companies, impairments and other one-off costs (non-core items));

core earnings per share (core EPS);

free cash flow; and

net debt.

The information set forth under the heading Non-GAAP measures on pages 34 to 35 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference. Within these pages further information about the above measures can be found.

**The Unilever Group**

Unilever N.V. (NV) is a public limited company registered in the Netherlands, which has listings of shares and depositary receipts for shares on Euronext Amsterdam and of New York Registry Shares on the New York Stock Exchange. Unilever PLC (PLC) is a public limited company registered in England and Wales which has shares listed

on the London Stock Exchange and, as American Depositary Receipts, on the New York Stock Exchange.

The two parent companies, NV and PLC, together with their group companies, operate as a single economic entity (the Unilever Group, also referred to as Unilever or the Group ). NV and PLC and their group companies constitute a single reporting entity for the purposes of presenting consolidated accounts. Accordingly, the accounts of the Unilever Group are presented by both NV and PLC as their respective consolidated accounts.

This document contains references to our website. Information on our website or any other website referenced in this document is not incorporated into this document and should not be considered part of this document. We have included any website as an inactive textual reference only.

Not applicable.



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Not applicable.

**A. Selected financial data**

The schedules below provide the Group's selected financial data for the five most recent financial years.

|                                      | million        | million | million | million | million |
|--------------------------------------|----------------|---------|---------|---------|---------|
| <b>Consolidated income statement</b> | <b>2012</b>    | 2011    | 2010    | 2009    | 2008    |
| <b>Turnover</b>                      | <b>51,324</b>  | 46,467  | 44,262  | 39,823  | 40,523  |
| <b>Operating profit</b>              | <b>6,989</b>   | 6,433   | 6,339   | 5,020   | 7,167   |
| Net finance costs                    | <b>(397)</b>   | (377)   | (394)   | (593)   | (257)   |
| Income from non-current investments  | <b>91</b>      | 189     | 187     | 489     | 219     |
| <b>Profit before taxation</b>        | <b>6,683</b>   | 6,245   | 6,132   | 4,916   | 7,129   |
| Taxation                             | <b>(1,735)</b> | (1,622) | (1,534) | (1,257) | (1,844) |
| <b>Net profit</b>                    | <b>4,948</b>   | 4,623   | 4,598   | 3,659   | 5,285   |
| Attributable to:                     |                |         |         |         |         |
| Non-controlling interests            | <b>468</b>     | 371     | 354     | 289     | 258     |
| Shareholders' equity                 | <b>4,480</b>   | 4,252   | 4,244   | 3,370   | 5,027   |

|  |             |      |      |      |      |
|--|-------------|------|------|------|------|
| <b>Combined earnings per share<sup>(a)</sup></b> | <b>2012</b> | 2011 | 2010 | 2009 | 2008 |
| Basic earnings per share                         | <b>1.58</b> | 1.51 | 1.51 | 1.21 | 1.79 |
| Diluted earnings per share                       | <b>1.54</b> | 1.46 | 1.46 | 1.17 | 1.73 |

<sup>(a)</sup> For the basis of the calculations of combined earnings per share see Note 7 on page 105 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K and incorporated here by reference.

|                                   | million       | million | million | million | million |
|-----------------------------------|---------------|---------|---------|---------|---------|
| <b>Consolidated balance sheet</b> | <b>2012</b>   | 2011    | 2010    | 2009    | 2008    |
| Non-current assets                | <b>34,019</b> | 33,221  | 28,683  | 26,205  | 24,967  |
| Current assets                    | <b>12,147</b> | 14,291  | 12,484  | 10,811  | 11,175  |
| <b>Total assets</b>               | <b>46,166</b> | 47,512  | 41,167  | 37,016  | 36,142  |

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|                                     |               |        |        |        |        |
|-------------------------------------|---------------|--------|--------|--------|--------|
| Current liabilities                 | <b>15,815</b> | 17,929 | 13,606 | 11,599 | 13,800 |
| Non-current liabilities             | <b>14,635</b> | 14,662 | 12,483 | 12,881 | 11,970 |
| <b>Total liabilities</b>            | <b>30,450</b> | 32,591 | 26,089 | 24,480 | 25,770 |
| Shareholders' equity                | <b>15,159</b> | 14,293 | 14,485 | 12,065 | 9,948  |
| Non-controlling interests           | <b>557</b>    | 628    | 593    | 471    | 424    |
| <b>Total equity</b>                 | <b>15,716</b> | 14,921 | 15,078 | 12,536 | 10,372 |
| <b>Total liabilities and equity</b> | <b>46,166</b> | 47,512 | 41,167 | 37,016 | 36,142 |

**Table of Contents****Item 3. Key Information** continued

|   | million<br>2012 | million<br>2011 | million<br>2010 | million<br>2009 | million<br>2008 |
|---|-----------------|-----------------|-----------------|-----------------|-----------------|
| <b>Consolidated cash flow statement</b>                     |                 |                 |                 |                 |                 |
| Net cash flow from operating activities                     | 6,836           | 5,452           | 5,490           | 5,774           | 3,871           |
| Net cash flow from/(used in) investing activities           | (755)           | (4,467)         | (1,164)         | (1,263)         | 1,415           |
| Net cash flow from/(used in) financing activities           | (6,622)         | 411             | (4,609)         | (4,301)         | (3,130)         |
| <b>Net increase/(decrease) in cash and cash equivalents</b> | <b>(541)</b>    | 1,396           | (283)           | 210             | 2,156           |
| Cash and cash equivalents at the beginning of the year      | 2,978           | 1,966           | 2,397           | 2,360           | 901             |
| Effect of foreign exchange rates                            | (220)           | (384)           | (148)           | (173)           | (697)           |
| <b>Cash and cash equivalents at the end of the year</b>     | <b>2,217</b>    | 2,978           | 1,966           | 2,397           | 2,360           |
| <b>Key performance indicators</b>                           | <b>2012</b>     | 2011            | 2010            | 2009            | 2008            |
| Underlying sales growth (%) <sup>(b)</sup>                  | 6.9             | 6.5             | 4.1             | 3.5             | 7.4             |
| Underlying volume growth (%) <sup>(b)</sup>                 | 3.4             | 1.6             | 5.8             | 2.3             | 0.1             |
| Core operating margin (%) <sup>(b)</sup>                    | 13.8            | 13.5            | 13.6            | 12.6            | 12.4            |
| Free cash flow ( million) <sup>(b)</sup>                    | 4,333           | 3,075           | 3,365           | 4,072           | 2,390           |
| <b>Ratios and other metrics</b>                             | <b>2012</b>     | 2011            | 2010            | 2009            | 2008            |
| Operating margin (%)  | 13.6            | 13.8            | 14.3            | 12.6            | 17.7            |
| Net profit margin (%) <sup>(c)</sup>                        | 8.7             | 9.2             | 9.6             | 8.5             | 12.4            |
| Net debt ( million) <sup>(b)</sup>                          | 7,355           | 8,781           | 6,668           | 6,357           | 8,012           |
| Ratio of earnings to fixed charges (times) <sup>(d)</sup>   | 10.4            | 10.0            | 10.7            | 8.8             | 11.7            |

<sup>(b)</sup> Non-GAAP measures are defined and described on pages 34 and 35 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K and incorporated here by reference.

<sup>(c)</sup> Net profit margin is expressed as net profit attributable to shareholders' equity as a percentage of turnover.

<sup>(d)</sup> In the ratio of earnings to fixed charges, earnings consist of net profit excluding net profit or loss of joint ventures and associates increased by fixed charges, income taxes and dividends received from joint ventures and associates. Fixed charges consist of interest payable on debt and a portion of lease costs determined to be representative of interest. This ratio takes no account of interest receivable although Unilever's treasury operations involve both borrowing and depositing funds.

**Dividend record**

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The following tables show the dividends declared and dividends paid by NV and PLC for the last five years, expressed in terms of the revised share denominations which became effective from 22 May 2006. Differences between the amounts ultimately received by US holders of NV and PLC shares are the result of changes in exchange rates between the equalisation of the dividends and the date of payment.

Following agreement at the 2009 AGMs and separate meetings of ordinary shareholders, the Equalisation Agreement was modified to facilitate the payment of quarterly dividends from 2010 onwards.

|  | 2012      | 2011      | 2010      | 2009      | 2008      |
|--|-----------|-----------|-----------|-----------|-----------|
| <b>Dividends declared for the year</b>                     |           |           |           |           |           |
| <b>NV dividends</b>  |           |           |           |           |           |
| Dividend per 0.16  | 0.97      | 0.90      | 0.83      | 0.46      | 0.77      |
| Dividend per 0.16 (US Registry)                            | US \$1.25 | US \$1.25 | US \$1.13 | US \$0.67 | US \$1.02 |
| <b>PLC dividends</b>                                       |           |           |           |           |           |
| Dividend per 3 <sup>1</sup> / <sub>9</sub> p               | £0.79     | £0.78     | £0.71     | £0.41     | £0.61     |
| Dividend per 3 <sup>1</sup> / <sub>9</sub> p (US Registry) | US \$1.25 | US \$1.25 | US \$1.13 | US \$0.67 | US \$0.94 |
| <b>Dividends paid during the year</b>                      |           |           |           |           |           |
| <b>NV dividends</b>  |           |           |           |           |           |
| Dividend per 0.16  | 0.95      | 0.88      | 0.82      | 0.78      | 0.76      |
| Dividend per 0.16 (US Registry)                            | US \$1.23 | US \$1.24 | US \$1.11 | US \$1.09 | US \$1.11 |
| <b>PLC dividends</b>                                       |           |           |           |           |           |
| Dividend per 3 <sup>1</sup> / <sub>9</sub> p               | £0.77     | £0.77     | £0.71     | £0.64     | £0.55     |
| Dividend per 3 <sup>1</sup> / <sub>9</sub> p (US Registry) | US \$1.23 | US \$1.24 | US \$1.11 | US \$1.00 | US \$0.99 |

**Table of Contents****Item 3. Key Information** continued**Exchange rates**

Unilever reports its financial results and balance sheet position in euros. Other currencies which may significantly impact our financial statements are sterling and US dollars. Average and year-end exchange rates for these two currencies for the last five years are given below.

|           | 2012  | 2011  | 2010  | 2009  | 2008  |
|-----------|-------|-------|-------|-------|-------|
| Year end  |       |       |       |       |       |
| 1 = US \$ | 1.318 | 1.294 | 1.337 | 1.433 | 1.417 |
| 1 = £     | 0.816 | 0.839 | 0.862 | 0.888 | 0.977 |
| Average   |       |       |       |       |       |
| 1 = US \$ | 1.283 | 1.396 | 1.326 | 1.388 | 1.468 |
| 1 = £     | 0.811 | 0.869 | 0.858 | 0.891 | 0.788 |

On 4 March 2013 the exchange rates between euros and US dollars and between euros and sterling as published in the Financial Times in London were as follows: 1 = US \$1.298 and 1 = £0.865.

Noon Buying Rates in New York for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York were as follows:

|           | 2012  | 2011  | 2010  | 2009  | 2008  |
|-----------|-------|-------|-------|-------|-------|
| Year end  |       |       |       |       |       |
| 1 = US \$ | 1.319 | 1.297 | 1.327 | 1.433 | 1.392 |
| Average   |       |       |       |       |       |
| 1 = US \$ | 1.286 | 1.393 | 1.326 | 1.394 | 1.473 |
| High      |       |       |       |       |       |
| 1 = US \$ | 1.346 | 1.488 | 1.454 | 1.510 | 1.601 |
| Low       |       |       |       |       |       |
| 1 = US \$ | 1.206 | 1.293 | 1.196 | 1.255 | 1.245 |

High and low exchange rate values for each of the last six months:

|           | September<br>2012 | October<br>2012 | November<br>2012 | December<br>2012 | January<br>2013 | February<br>2013 |
|-----------|-------------------|-----------------|------------------|------------------|-----------------|------------------|
| High      |                   |                 |                  |                  |                 |                  |
| 1 = US \$ | 1.314             | 1.313           | 1.301            | 1.326            | 1.358           | 1.369            |
| Low       |                   |                 |                  |                  |                 |                  |
| 1 = US \$ | 1.257             | 1.288           | 1.272            | 1.293            | 1.305           | 1.305            |

**Share capital**

The information set forth under the heading "Note 15A Share Capital" on page 113 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

#### **B. Capitalisation and indebtedness**

Not applicable.

#### **C. Reasons for the offer and use of proceeds**

Not applicable.

#### **D. Risk factors**

Our principal risks, as described on pages 36 to 41 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K are incorporated by reference. The information set forth under the heading "Note 16 Treasury risk management" on pages 116 to 120 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

#### **Risk factors**

Our business is subject to risks and uncertainties. The risks that we regard as the most relevant to our business are set out below. We have undertaken certain mitigating actions that we believe help us to manage the risks identified below. However, we may not be successful in deploying some or all of these mitigating actions. If the circumstances in these risk factors occur or are not successfully mitigated, our cashflow, operating results, financial position, business and reputation could be materially adversely affected. In addition, risks and uncertainties could cause actual results to vary from those described in this document, or could impact on our ability to meet our targets or be detrimental to our profitability or reputation. This list is not intended to be exhaustive and there may be other risks and uncertainties that are not mentioned below that could impact our future performance or our ability to meet published targets. The risks and uncertainties discussed below should be read in conjunction with the Group's consolidated financial statements and related notes and the portions of the Report of the Directors that are incorporated by reference from the Group's Annual Report and Accounts 2012 (furnished separately on 8 March 2013 on Form 6-K) and other information included in or incorporated by reference in this Report on Form 20-F.

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**Item 3. Key Information** continued

| Principal risk  | Description of risk  |
|---|--|
| <p><b>Consumer Preference</b><br/>As a branded goods business, Unilever’s success depends on the value and relevance of our brands and products to consumers across the world and on our ability to innovate.</p> | <p>Consumer tastes, preferences and behaviours are constantly changing and Unilever’s ability to respond to these changes and to continue to differentiate our brands and products is vital to our business.</p> <p>We are dependent on creating innovative products that continue to meet the needs of our consumers. If we are unable to innovate effectively, Unilever’s sales or margins could be materially adversely affected.</p>   |
| <p><b>Competition</b><br/>The activities of our competitors may adversely impact our business.</p>  | <p>Unilever operates globally in competitive markets where other local, regional and global companies are targeting the same consumer base.</p> <p>Our retail customers frequently compete with us through private label offerings.</p> <p>Industry consolidation amongst our direct competitors and in the retail trade can bring about significant shifts in the competitive landscape. Increased competition and actions by competitors or customers could lead to downward pressure on prices and/or a decline in Unilever’s market share in the affected category, which could adversely affect Unilever’s results and hinder its growth potential.</p> |
| <p><b>Portfolio Management</b></p>  |  |

Unilever's strategic investment choices will determine the long-term growth and profits of our business.

Unilever's growth and profitability are determined by our portfolio of categories, geographies and channels and how these evolve over time. If Unilever does not make optimal strategic investment decisions then opportunities for growth and improved margin could be missed.

### **Sustainability**

The success of our business depends on finding sustainable solutions to support long-term growth.

Unilever's vision to double the size of our business while reducing our environmental footprint and increasing our positive social impact will require more sustainable ways of doing business. This means reducing our environmental footprint while increasing the positive social benefits of Unilever's activities. We are dependent on the efforts of partners and various certification bodies to achieve our sustainability goals. There can be no assurance that sustainable business solutions will be developed and failure to do so could limit Unilever's growth and profit potential and damage our corporate reputation.

### **Customer Relationships**

Successful customer relationships are vital to our business and continued growth.

Maintaining strong relationships with our customers is necessary for our brands to be well presented to our consumers and available for purchase at all times.

The strength of our customer relationships also affects our ability to obtain pricing and secure favourable trade terms. Unilever may not be able to maintain strong relationships with customers and failure to do so could negatively impact the terms of business with the affected customers and reduce the availability of our products to consumers.

### **People**

A skilled workforce is essential for the continued success of our business.

Our ability to attract, develop and retain the right number of appropriately qualified people is critical if we are to compete and grow effectively.

This is especially true in our key emerging markets where there can be a high level of competition for a limited talent pool. The loss of management or other key personnel or the inability to identify, attract and retain qualified personnel could make it difficult to manage the business and could adversely affect operations and financial results.





**Table of Contents****Item 3. Key Information** continued

| Principal risk  | Description of risk  |
|---|--|
| <p><b>Supply Chain</b><br/>Our business depends on securing high quality materials, efficient manufacturing and the timely distribution of products to our customers.</p> | <p>Our supply chain network is exposed to potentially adverse events such as physical disruptions, environmental and industrial accidents or bankruptcy of a key supplier which could impact our ability to deliver orders to our customers.</p> <p>The quality and safety of our products are of paramount importance for our brands and our reputation. Nevertheless, the risk that raw materials are accidentally or maliciously contaminated throughout the supply chain or that other product defects occur due to human error or equipment failure cannot be fully excluded. Such incidents can impact on both results and the reputation of our business.</p> <p>The cost of our products can be significantly affected by the cost of the underlying commodities and materials from which they are made. Fluctuations in these costs cannot always be passed on to the consumer through pricing.</p> |
| <p><b>Systems and Information</b><br/>Unilever's operations are increasingly dependent on IT systems and the management of information.</p>                               | <p>We interact electronically with customers, suppliers and consumers in ways which place ever greater emphasis on the need for secure and reliable IT systems and infrastructure and careful management of the information that is in our possession.</p> <p>Disruption of our IT systems could inhibit our business operations in a number of ways, including disruption to sales, production and cash flows, ultimately impacting our results.</p>  |

There is also a threat from unauthorised access and misuse of sensitive information. Unilever's information systems could be subject to unauthorised access which disrupts Unilever's business and/or leads to loss of assets.

### **Business Transformation**

Successful execution of business transformation projects is key to delivering their intended business benefits and avoiding disruption to other business activities.

Unilever is continually engaged in major change projects, including acquisitions and disposals and outsourcing, to drive continuous improvement in our business and to strengthen our portfolio and capabilities.

Failure to execute such transactions or change projects successfully, or performance issues with third party outsourced providers on which we are dependent, could result in under-delivery of the expected benefits. Furthermore, disruption may be caused in other parts of the business.

### **External economic and political risks, and natural disasters**

Unilever operates across the globe and is exposed to a range of external economic and political risks and natural disasters that may affect the execution of our strategy or the running of our operations.

Adverse economic conditions may result in reduced consumer demand for our products, and may affect one or more countries within a region, or may extend globally.

Government actions such as fiscal stimulus, changes to taxation and price controls can impact on the growth and profitability of our local operations.

Social and political upheavals and natural disasters can disrupt sales and operations.

In 2012, more than half of Unilever's turnover came from emerging markets including Brazil, India, Indonesia, Turkey, South Africa, China, Mexico and Russia. These markets offer greater growth opportunities but also expose Unilever to economic, political and social volatility in these markets.

**Eurozone risk**

Issues arising out of the debt crisis in Europe could have a material adverse effect on Unilever's business in a number of ways.

Uncertainty, lack of confidence and any further deterioration in the situation could lead to lower growth and further recession in Europe and elsewhere.

Our operations would be affected if Eurozone countries were to leave the euro. In particular:

our European supply chain would face economic and operational challenges;

our customers and suppliers may be adversely affected, leading to heightened counterparty credit risk; and

our investment in the country concerned could be impaired and may be subject to exchange controls and translation risks going forward.

**Table of Contents****Item 3. Key Information** continued

| <b>Principal risk</b>   | <b>Description of risk</b>  |
|---|---|
| <p><b>Financial</b><br/>Unilever is exposed to a variety of external financial risks.</p> | <p>Changes to the relative value of currencies can fluctuate widely and could have a significant impact on business results. Further, because Unilever consolidates its financial statements in euros it is subject to exchange risks associated with the translation of the underlying net assets and earnings of its foreign subsidiaries.</p> <p>We are also subject to the imposition of exchange controls by individual countries which could limit our ability to import materials paid in foreign currency or to remit dividends to the parent company.</p> <p>Currency rates, along with demand cycles, can also result in significant swings in the prices of the raw materials needed to produce our goods.</p> <p>Unilever may face liquidity risk, i.e. difficulty in meeting its obligations, associated with its financial liabilities. A material and sustained shortfall in our cash flow could undermine Unilever's credit rating, impair investor confidence and also restrict Unilever's ability to raise funds.</p> <p>We are exposed to market interest rate fluctuations on our floating rate debt. Increases in benchmark interest rates could increase the interest cost of our floating rate debt and increase the cost of future borrowings.</p> <p>In times of financial market volatility, we are also potentially exposed to counterparty risks with banks, suppliers and customers.</p> |

Certain businesses have defined benefit pension plans, most now closed to new employees, which are exposed to movements in interest rates, fluctuating values of underlying investments and increased life expectancy. Changes in any or all of these inputs could potentially increase the cost to Unilever of funding the schemes and therefore have an adverse impact on profitability and cash flow.

### **Ethical**

Acting in an ethical manner, consistent with the expectations of customers, consumers and other stakeholders is essential for the protection of the reputation of Unilever and its brands.

Unilever's brands and reputation are valuable assets and the way in which we operate, contribute to society and engage with the world around us is always under scrutiny both internally and externally. Despite the commitment of Unilever to ethical business and the steps we take to adhere to this commitment, there remains a risk that activities or events cause us to fall short of our desired standard, resulting in damage to Unilever's corporate reputation and business results.

### **Legal, Regulatory and Other**

Compliance with laws and regulations is an essential part of Unilever's business operations.

Unilever is subject to local, regional and global laws and regulations in such diverse areas as product safety, product claims, trademarks, copyright, patents, competition, employee health and safety, the environment, corporate governance, listing and disclosure, employment and taxes.

Failure to comply with laws and regulations could expose Unilever to civil and/or criminal actions leading to damages, fines and criminal sanctions against us and/or our employees with possible consequences for our corporate reputation.

Changes to laws and regulations could have a material impact on the cost of doing business.

Unilever is also exposed to varying degrees of risk and uncertainty related to other factors including environmental, political, social and fiscal risks. All these risks could materially affect Unilever's business. There may be other risks which are unknown to Unilever or which are currently believed to be immaterial.



## **Table of Contents**

### **A. History and development of the Company**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

About Unilever on page 46;  
Financial Review 2012 on pages 28 to 35;  
Our requirements and compliance on pages 52 to 54;  
Note 21 Acquisitions and disposals on pages 126 to 127;  
Share Capital on pages 54 to 55;  
Analysis of shareholding on page 55; and  
Shareholder information on pages 144 to 145 (other than Website).

Please refer also to Financial Review 2011 within Item 5A of this report and The Unilever Group on page 1 of this report.

### **B. Business overview**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Note 2 Segment information on pages 92 to 93;  
Reaching more consumers on page 22;  
Financial Review 2012 on pages 28 to 35; and  
Legal, Regulatory and Other on page 40.

Please refer also to Financial Review 2011 within Item 5A of this report.

Please also refer to The Unilever Group on page 1 of this report.

### **Marketing channels**

Unilever's products are generally sold through our own sales force as well as through independent brokers, agents and distributors to chain, wholesale, co-operative and independent grocery accounts, food service distributors and institutions. Products are physically distributed through a network of distribution centres, satellite warehouses, company-operated and public storage facilities, depots and other facilities.

### **Raw materials**

Our products use a wide variety of raw and packaging materials which we source internationally, and which may be subject to price volatility. Although we have seen rather more stable conditions in key commodity markets in 2012 we remain watchful for further periods of volatility in 2013.

### **Seasonality**



Certain of our businesses, such as ice cream, are subject to significant seasonal fluctuations in sales. However, Unilever operates globally in many different markets and product categories, and no individual element of seasonality is likely to be material to the results of the Group as a whole.

### **Intellectual property**

We have a large portfolio of patents and trademarks, and we conduct some of our operations under licences that are based on patents or trademarks owned or controlled by others. We are not dependent on any one patent or group of patents. We use all appropriate efforts to protect our brands and technology.

### **Competition**

As a FMCG (fast moving consumer goods) company, we are competing with a diverse set of competitors. Some of these operate on an international scale like ourselves, while others have a more regional or local focus. Our business model centres on building brands which consumers know, trust, like and buy in conscious preference to competitors. Our brands command loyalty and affinity and deliver superior performance.

### **Iran-related required disclosure**

Unilever operates in Iran through a non-US subsidiary. In 2012 sales were not material and we did not sell any products directly to the Government of Iran or any parties affiliated with the Government of Iran. Accordingly to the best of our knowledge we did not generate any revenues or net profits from transactions with the Government of Iran or affiliated entities. Income, payroll and other taxes, duties and fees (including for utilities) were payable to the Government of Iran and affiliated entities in connection with our operations. Our activities in Iran comply in all material respects with applicable laws and regulations, including US trade sanctions, and we plan to continue these activities.

### **C. Organisational structure**

The information set forth under the heading **Note 26 Principal group companies and non-current investments** on pages 130 and 131 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

Please also refer to **The Unilever Group** on page 1 of this report.

### **D. Property, plant and equipment**

We have interests in properties in most of the countries where there are Unilever operations. However, none is material in the context of the Group as a whole. The properties are used predominantly to house production and distribution activities and as offices. There is a mixture of leased and owned property throughout the Group. We are not aware of any environmental issues affecting the properties which would have a material impact upon the Group, and there are no material encumbrances on our properties. Any difference between the market value of properties held by the Group and the amount at which they are included in the balance sheet is not significant. We believe our existing facilities are satisfactory for our current business and we currently have no plans to construct new facilities or expand or improve our current facilities in a manner that is material to the Group.

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Note 10 Property, plant and equipment on pages 107 and 108; and  
Note 26 Principal group companies and non-current investments on pages 130 and 131.

Not applicable.

## **A. Operating results**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Outlook on page 36;  
Financial review 2012 on pages 28 to 35;  
Currency risk on pages 118 to 119; and  
Legal, Regulatory and Other on page 40.

**Table of Contents****Item 5. Operating and Financial Review and****Prospects continued****Financial Review 2011****Basis of reporting**

The information set forth under the heading "Basis of reporting and critical accounting policies" on page 33 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

**Group results and earnings per share**

The following discussion summarises the results of the Group during the years 2011 and 2010. The figures quoted are in euros, at current rates of exchange, being the average rates applying in each period as applicable, unless otherwise stated. Information about exchange rates between the euro, pound sterling and US dollar is given on page 4 of this report.

In 2011 and 2010, no disposals qualified to be disclosed as discontinued operations for purposes of reporting.

|                                  | 2011   | 2010   | % change |
|----------------------------------|--------|--------|----------|
| Turnover ( million)              | 46,467 | 44,262 | 5.0%     |
| Operating profit ( million)      | 6,433  | 6,339  | 1%       |
| Core operating profit ( million) | 6,289  | 6,031  | 4%       |
| Profit before tax ( million)     | 6,245  | 6,132  | 2%       |
| Net profit ( million)            | 4,623  | 4,598  | 1%       |
| Diluted earnings per share ( )   | 1.46   | 1.46   | 0%       |
| Core earnings per share ( )      | 1.41   | 1.36   | 4%       |

Turnover at 46.5 billion increased 5.0%, despite a negative impact of 2.5% due to currency. Underlying sales growth increased to 6.5%, driven by emerging markets. Underlying volume growth was 1.6% and the price effect was 4.8%.

Operating profit was 6.4 billion, compared with 6.3 billion in 2010. The increase reflects a decline in gross margin driven by commodity costs, more than offset by savings programmes. Core operating profit was 6.3 billion, up 4% from 6.0 billion in 2010, reflecting the additional impact of lower net credit for acquisition and disposal related costs, gains on disposal of group companies and other one-off items.

The cost of financing net borrowings was 448 million, 34 million higher than 2010. The average level of net debt increased, in part due to the acquisition of Alberto Culver. The average interest rate was 3.7% on borrowings and 2.3% on cash deposits. The net pensions financing credit was 71 million compared with 20 million in 2010.

The effective tax rate was 26.5% compared with 25.5% in 2010, reflecting the geographic mix of pre-tax profits and the impact of the Italian frozen foods disposal in the 2010 rate.

Net profit from joint ventures and associates, together with other income from non-current investments, contributed 189 million compared to 187 million in the prior year.

Fully diluted earnings per share were flat at 1.46. Higher operating profit was offset by lower profits from business disposals. In addition, the tax charge increased. Core earnings per share were 1.41, up 4% from 1.36 in 2010, reflecting the additional impact of a lower net credit for acquisition and disposal related costs, gains on disposal of group companies and other one-off items.

**Table of Contents****Item 5. Operating and Financial Review and****Prospects continued****Personal Care**

|                              | million | million | %      |
|------------------------------|---------|---------|--------|
|                              | 2011    | 2010    | Change |
| Turnover                     | 15,471  | 13,767  | 12.4   |
| Operating profit             | 2,536   | 2,296   | 10.5   |
| Core operating margin (%)    | 17.6    | 17.0    | 0.6    |
| Underlying sales growth (%)  | 8.2     | 6.4     |        |
| Underlying volume growth (%) | 4.2     | 7.9     |        |
| Effect of price changes (%)  | 3.8     | (1.4)   |        |

**Key developments**

Personal Care grew strongly in 2011 to become Unilever's largest category, with underlying sales growth of 8.2%. The acquisitions of Alberto Culver and the Sara Lee brands started to contribute positively.

Growth was well balanced between volume and price, and reflected strong performance across the portfolio, particularly in deodorants, haircare and skin cleansing.

Value market shares were up overall, with strong gains in North America where haircare and deodorants performed well, and in China where skin cleansing and hair care saw strong gains.

Core operating margin improved by 0.6% to 17.6% as higher input costs were offset by savings, cost containment and price increases.

**Refreshment**

|                              | million | million | %      |
|------------------------------|---------|---------|--------|
|                              | 2011    | 2010    | Change |
| Turnover                     | 8,804   | 8,605   | 2.3    |
| Operating profit             | 723     | 724     | (0.1)  |
| Core operating margin (%)    | 7.7     | 8.4     | (0.7)  |
| Underlying sales growth (%)  | 4.9     | 6.1     |        |
| Underlying volume growth (%) | 1.4     | 5.9     |        |
| Effect of price changes (%)  | 3.4     | 0.1     |        |

**Key developments**

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Refreshment saw mixed performance resulting in underlying sales growth of 4.9%. Ice cream progressed well driven by innovation and new market launches, particularly with the Magnum brand.

Price growth was strong at 3.4%. Volume growth of 1.4% was driven by ice cream.

Value market shares were stable overall. Ice cream saw strong gains, especially in Latin America and South East Asia, but tea shares were down overall and particularly in the US and Russia.

Core operating margin was down 0.7%, primarily reflecting higher input costs.

### Foods

|                              | million | million | %      |
|------------------------------|---------|---------|--------|
|                              | 2011    | 2010    | Change |
| Turnover                     | 13,986  | 14,164  | (1.3)  |
| Operating profit             | 2,693   | 2,846   | (5.4)  |
| Core operating margin (%)    | 17.5    | 16.8    | 0.7    |
| Underlying sales growth (%)  | 4.9     | 1.4     |        |
| Underlying volume growth (%) | (1.2)   | 2.5     |        |
| Effect of price changes (%)  | 6.2     | (1.0)   |        |

### Key developments

Underlying sales growth in Foods was 4.9%. Turnover fell slightly as a result of the disposal of the Brazilian tomato business.

With commodity cost inflation at high levels, particularly in edible oils, underlying price growth was very strong at 6.2%. Volumes were down 1.2%, mainly in spreads where pricing was highest.

Value market share performance was mixed, with gains in bouillons, meals and side dishes but declines in soups and spreads.

Core operating margin improved by 0.7% to 17.5%, supported by savings and cost control.

### Home Care

|                              | million | million | %      |
|------------------------------|---------|---------|--------|
|                              | 2011    | 2010    | Change |
| Turnover                     | 8,206   | 7,726   | 6.2    |
| Operating profit             | 481     | 473     | 1.7    |
| Core operating margin (%)    | 5.4     | 7.5     | (2.1)  |
| Underlying sales growth (%)  | 8.1     | 3.0     |        |
| Underlying volume growth (%) | 2.2     | 8.2     |        |
| Effect of price changes (%)  | 5.8     | (4.8)   |        |

### Key developments

Home Care delivered underlying sales growth of 8.1% in the year, despite the pressure of high commodity cost inflation and intense competition.

Underlying price growth of 5.8% reflected increases taken in most major markets as input costs were higher.

Volume growth slowed as a result, but was ahead of the relevant market at 2.2%.

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Value market shares were higher, particularly in the laundry business where strong performance was seen in China, India, South Africa and Western Europe.

Core operating margin was down by 2.1% as higher input costs were not fully mitigated by pricing and savings.

**Table of Contents****Item 5. Operating and Financial Review and****Prospects continued****Non-GAAP measures**

The information set forth under the heading "Non-GAAP measures" on pages 34 and 35 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

**Underlying sales growth (USG)**

The reconciliation of USG to changes in the GAAP measure turnover is as follows:

**Total Group**

|                              | 2011    | 2010    |
|------------------------------|---------|---------|
|                              | vs 2010 | vs 2009 |
| Underlying sales growth (%)  | 6.5     | 4.1     |
| Effect of acquisitions (%)   | 2.7     | 0.3     |
| Effect of disposals (%)      | (1.5)   | (0.8)   |
| Effect of exchange rates (%) | (2.5)   | 7.3     |
| Turnover growth (%)          | 5.0     | 11.1    |

**Personal Care**

|                              | 2011    | 2010    |
|------------------------------|---------|---------|
|                              | vs 2010 | vs 2009 |
| Underlying sales growth (%)  | 8.2     | 6.4     |
| Effect of acquisitions (%)   | 7.3     | 0.6     |
| Effect of disposals (%)      | (0.2)   |         |
| Effect of exchange rates (%) | (2.9)   | 8.5     |
| Turnover growth (%)          | 12.4    | 16.2    |

**Foods**

|                              | 2011    | 2010    |
|------------------------------|---------|---------|
|                              | vs 2010 | vs 2009 |
| Underlying sales growth (%)  | 4.9     | 1.4     |
| Effect of acquisitions (%)   | 0.2     | 0.2     |
| Effect of disposals (%)      | (4.3)   | (0.7)   |
| Effect of exchange rates (%) | (1.9)   | 5.8     |
| Turnover growth (%)          | (1.3)   | 6.8     |

**Refreshment**

|                             | 2011    | 2010    |
|-----------------------------|---------|---------|
|                             | vs 2010 | vs 2009 |
| Underlying sales growth (%) | 4.9     | 6.1     |



|                              |       |       |
|------------------------------|-------|-------|
| Effect of acquisitions (%)   | 0.3   |       |
| Effect of disposals (%)      | (0.3) | (2.0) |
| Effect of exchange rates (%) | (2.5) | 6.8   |
| Turnover growth (%)          | 2.3   | 11.0  |
| <b>Home Care</b>             |       |       |

|                              |         |         |
|------------------------------|---------|---------|
|                              | 2011    | 2010    |
|                              | vs 2010 | vs 2009 |
| Underlying sales growth (%)  | 8.1     | 3.0     |
| Effect of acquisitions (%)   | 1.3     | 0.1     |
| Effect of disposals (%)      | 0.1     | (0.7)   |
| Effect of exchange rates (%) | (3.1)   | 8.3     |
| Turnover growth (%)          | 6.2     | 10.9    |

**Underlying volume growth (UVG)**

Underlying volume growth is underlying sales growth after eliminating the impact of price changes. The relationship between the two measures is set out below:

|                              |         |         |
|------------------------------|---------|---------|
|                              | 2011    | 2010    |
|                              | vs 2010 | vs 2009 |
| Underlying volume growth (%) | 1.6     | 5.8     |
| Effect of price changes (%)  | 4.8     | (1.6)   |
| Underlying sales growth (%)  | 6.5     | 4.1     |

**Free cash flow (FCF)**

FCF represents the cash generation from the operation and financing of the business. The movement in FCF measures our progress against the commitment to deliver strong cash flows. FCF is not used as a liquidity measure within Unilever. FCF includes the cash flow from Group operating activities, less income tax paid, net capital expenditure, net interest and preference dividends paid.

The reconciliation of FCF to net profit is as follows:

|  |              |              |
|--|--------------|--------------|
|  | million      | million      |
|  | 2011         | 2010         |
| <b>Net profit</b>  | <b>4,623</b> | <b>4,598</b> |
| Taxation   | 1,622        | 1,534        |
| Share of net profit of joint ventures/associates and other income from non-current investments | (189)        | (187)        |
| Net finance cost   | 377          | 394          |
| Depreciation, amortisation and impairment  | 1,029        | 993          |
| Changes in working capital   | (177)        | 169          |
| Pensions and similar obligations less payments   | (553)        | (472)        |
| Provisions less payments   | 9            | 72           |
| Elimination of (profits)/losses on disposals   | (215)        | (476)        |
| Non-cash charge for share-based compensation   | 105          | 144          |
| Other adjustments  | 8            | 49           |

|  |              |              |
|--|--------------|--------------|
| <b>Cash flow from operating activities</b> | <b>6,639</b> | <b>6,818</b> |
| Income tax paid                            | (1,187)      | (1,328)      |
| Net capital expenditure                    | (1,974)      | (1,701)      |
| Net interest and preference dividends paid | (403)        | (424)        |
| <b>Free cash flow</b>                      | <b>3,075</b> | <b>3,365</b> |

### Core operating margin and core operating profit

The reconciliation of core operating profit to operating profit is as follows:

|  | million      | million      |
|--|--------------|--------------|
|  | 2011         | 2010         |
| Operating profit                           | 6,433        | 6,339        |
| Acquisition and disposal related costs     | 234          | 50           |
| (Gain)/loss on disposal of group companies | (221)        | (468)        |
| Impairments and other one-off items        | (157)        | 110          |
| <b>Core operating profit</b>               | <b>6,289</b> | <b>6,031</b> |
| Turnover                                   | 46,467       | 44,262       |
| Operating margin (%)                       | 13.8         | 14.3         |
| Core operating margin (%)                  | 13.5         | 13.6         |

### Net debt

The reconciliation of net debt to the GAAP measure total financial liabilities is as follows:

|   | million         | million        |
|---|-----------------|----------------|
|   | 2011            | 2010           |
| <b>Total financial liabilities</b>                    | <b>(13,718)</b> | <b>(9,534)</b> |
| Financial liabilities due within one year             | (5,840)         | (2,276)        |
| Financial liabilities due after one year              | (7,878)         | (7,258)        |
| <b>Cash and cash equivalents as per balance sheet</b> | <b>3,484</b>    | <b>2,316</b>   |
| Cash and cash equivalents as per cash flow statement  | 2,978           | 1,966          |
| Bank overdrafts deducted therein                      | 506             | 350            |
| <b>Financial assets</b>                               | <b>1,453</b>    | <b>550</b>     |
| <b>Net debt</b>                                       | <b>(8,781)</b>  | <b>(6,668)</b> |



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**Item 5. Operating and Financial Review and**

**Prospects continued**

**Acquisitions and disposals 2010**

The disposal of our frozen foods business in Italy for 805 million to Birds Eye Iglo was completed on 1 October 2010.

**B. Liquidity and capital resources**

**(i) Information regarding the Group's liquidity**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Finance and liquidity and Treasury on pages 32 to 33;  
Management of market risk on pages 118 to 120;  
Management of liquidity risk on page 116 to 118;  
Capital and funding on pages 112 to 113;  
Going concern on page 83;  
Cash flow on page 33;  
Consolidated cash flow statement on page 89;  
Financial liabilities on page 115;  
Financial assets on page 122; and  
Note 17 Investment and return on pages 121 to 122.

**(ii) Information regarding the type of financial instruments used, the maturity profile of debt, currency and interest rate structure**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Note 15 Capital and funding on pages 112 to 113;  
Financial liabilities on page 115;  
Financial assets on page 122;  
Note 16 Treasury risk management on pages 116 to 120;  
Note 17 Investment and return on pages 121 to 122;  
Note 18 Financial instruments fair value risk on pages 123 to 124;  
Treasury on page 33; and  
Our risk appetite and approach to risk management on page 41.

**(iii) Information regarding the Group's material commitments for capital expenditure**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Note 20 Commitments and contingent liabilities on pages 125 to 126; and

Note 10 Property, plant and equipment on pages 107 and 108.

**C. Research and development, patents and licences, etc.**

The information set forth under the heading *Innovating with ambition* on pages 14 to 15 and Note 3 Gross profit and operating costs on page 94 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

**D. Trend information**

Please refer also to Item 3D *Risk factors* on pages 4 to 7 of this report.

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Financial review 2012 on pages 28 to 35; and

Outlook on page 36.

Please refer also to *Financial review 2011* within Item 5A of this report on pages 9 to 12.

**E. Off-balance sheet arrangements**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Off-balance sheet arrangements on page 32;

Note 16 Treasury risk management on pages 116 to 120;

Note 18 Financial instruments fair value risk on pages 123 to 124; and

Note 20 Commitments and contingent liabilities on pages 125 to 126.

**F. Tabular disclosure of contractual obligations**

The information set forth under the heading *Contractual obligations at 31 December 2012* on page 32 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

**G. Safe harbour**

This document may contain forward-looking statements, including forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. Words such as *will*, *aim*, *expects*, *anticipates*, *intends*, *looks*, *believes*, *vision*, or the negative of these terms and other similar expressions of future performance or results, and their negatives, are intended to identify such forward-looking statements. These forward-looking statements are based upon current expectations and assumptions regarding anticipated developments and other factors affecting the Group. They are not historical facts, nor are they guarantees of future performance.

Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements. Among other risks and uncertainties, the material or principal factors which could cause actual results to differ materially are: Unilever's global brands not meeting consumer preferences; increasing competitive pressures; Unilever's investment choices in its portfolio management; inability to find sustainable solutions to support long-term growth; customer relationships; the recruitment and retention of talented employees; disruptions in our supply chain; the cost of raw materials and commodities; secure and reliable IT infrastructure; successful execution of acquisitions, divestitures and business transformation projects; economic and political risks and natural disasters; the debt crisis in Europe; financial risks; failure to meet high product safety and ethical standards; and managing regulatory, tax and legal matters.

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### **Item 5. Operating and Financial Review and**

#### **Prospects continued**

Further details of potential risks and uncertainties affecting the Group are described in the Group's filings with the London Stock Exchange, Euronext Amsterdam and the US Securities and Exchange Commission, including elsewhere in the Group's Annual Report on Form 20-F for the year ended 31 December 2012. These forward-looking statements speak only as of the date of this Annual Report on Form 20-F. Except as required by any applicable law or regulation, the Group expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

#### **A. Directors and senior management**

##### **(i) Name, experience and functions**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Unilever Leadership Executive (ULE) on page 43;  
Board of Directors on pages 42; and  
Our Directors and Our Committees on pages 49 and 50.

##### **(ii) Activities outside the issuing company**

The information set forth under the headings Board of Directors and Unilever Leadership Executive (ULE) on pages 42 and 43 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

##### **(iii) Age**

The information set forth under the headings Board of Directors and Unilever Leadership Executive (ULE) on pages 42 and 43 of the Group's Annual Report and Accounts 2011 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

##### **(iv) Family relationship**

The information set forth under the heading Executive Directors (final paragraph) on page 49 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

##### **(v) Other arrangements**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Executive Directors (final paragraph) on page 49; and  
Non-Executive Directors Independence on page 49.

## **B. Compensation**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Remuneration policy for new hires and Executive Directors on page 68 ;  
Remuneration policy description on pages 64 to 67;  
Remuneration policy supplementary information on pages 69 and 70;  
Elements of remuneration on pages 71 to 74;  
Executive Directors remuneration in 2012 on pages 77 to 80;  
Non-Executive Directors remuneration in 2012 on page 80 and 81;  
Note 4C Share-based compensation plans on pages 101 and 102;  
Note 4A Staff and management costs Key management compensation on page 95; and  
Note 4B Pensions and similar obligations on pages 95 to 100.

## **C. Board practices**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Board of Directors and Unilever Leadership Executive (ULE) on pages 42 and 43;  
Appointment of Directors on page 47;  
Executive Directors on page 49 and 50;  
Non-Executive Directors on page 49;  
Our Committees on page 50;  
Report of the Audit Committee on pages 56 and 57; and  
Directors Remuneration Report on pages 62 to 81.

## **D. Employees**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Note 4A Staff and management costs Average number of employees during the year on page 95; and  
Employee number on page 7.

The average number of employees during 2012 included 10,907 seasonal and 26,033 plantation workers. We believe our relationship with our employees and any labour unions of which they may be part is satisfactory in all material respects.

## **E. Share ownership**



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The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Our remuneration practices on pages 71 to 77;  
Executive Directors' remuneration in 2012 on pages 77 to 80;  
Non-Executive Directors on page 80 to 81; and  
Note 4C Share-based compensation plans on pages 101 and 102.

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### **A. Major shareholders**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Margarine Union (1930) Limited: Conversion Rights and Foundation Unilever NV Trust office on pages 51 and 52; and

Analysis of shareholding on page 55.

The principal trading markets upon which Unilever shares are listed are Euronext Amsterdam for NV ordinary and preference shares and the depository receipts of these NV ordinary and preference shares, and the London Stock Exchange for PLC ordinary shares. NV ordinary shares mainly trade in the form of depository receipts for shares.

In the United States, NV New York Registry Shares and PLC American Depositary Receipts are traded on the New York Stock Exchange. Citibank, N.A. acts for NV and PLC as issuer, transfer agent and, in respect of the PLC American Depositary Receipts, depository.

There have not been any significant trading suspensions in the past three years.

At 4 March 2013 there were 5,385 registered holders of NV New York Registry Shares and 976 registered holders of PLC American Depositary Receipts in the United States. We estimate that approximately 13% of NV's ordinary shares were held in the United States (approximately 17% in 2011), while most holders of PLC ordinary shares are registered in the United Kingdom approximately 98% in 2012 and in 2011.

NV and PLC are separate companies with separate stock exchange listings and different shareholders. Shareholders cannot convert or exchange the shares of one for shares of the other and the relative share prices on the various markets can, and do, fluctuate. Each NV ordinary share represents the same underlying economic interest in the Unilever Group as each PLC ordinary share (save for exchange rate fluctuations).

If you are a shareholder of NV, you have an interest in a Dutch legal entity, your dividends will be paid in euros (converted into US dollars if you have shares registered in the United States) and you may be subject to tax in the Netherlands. If you are a shareholder of PLC, your interest is in a UK legal entity, your dividends will be paid in sterling (converted into US dollars if you have American Depositary Receipts) and you may be subject to UK tax. Nevertheless, the Equalisation Agreement means that as a shareholder of either company you effectively have an interest in the whole of Unilever. You have largely equal rights over our combined net profit and capital reserves as shown in the consolidated accounts.

The information set forth under the heading Equalisation Agreement on page 52 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

### **B. Related party transactions**

The information set forth under the heading Note 23 Related party transactions on page 128 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

Transactions with related parties are conducted in accordance with agreed transfer pricing policies and include sales to joint ventures and associates. Other than those disclosed in the Group's Annual Report and Accounts (and incorporated herein as above), there were no related party transactions that were material to the Group or to the related parties concerned that are required to be reported in 2012 or the two preceding years.

### **C. Interest of experts and counsel**

Not applicable.

### **A. Consolidated statements and other financial information**

Please refer also to Item 18 Financial Statements on page 23 to 29 of this report.

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Financial statements on page 83 and pages 86 to 131;

Legal proceedings on page 126; and

Financial calendar on page 144.

Also see Dividend record on page 3 of this report.

### **B. Significant changes**

The information set forth in Note 25 Events after the balance sheet date on page 129 of the Group's Annual Report and Accounts furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

**Table of Contents****A. Offer and listing details**

Please refer to information given on page 14 under Item 7A Major shareholders .

**Share prices at 31 December 2012**

The share prices of the ordinary shares at the end of the year were as follows:

|  |            |
|--|------------|
| NV per 0.16 ordinary share in Amsterdam                            | 28.84      |
| NV per 0.16 ordinary share in New York                             | US \$38.30 |
| PLC per 3 <sup>1</sup> / <sub>9</sub> p ordinary share in London   | £23.66     |
| PLC per 3 <sup>1</sup> / <sub>9</sub> p ordinary share in New York | US \$38.72 |

**Monthly high and low prices for the most recent six months**

|                                       |      | September | October | November | December | January |
|---------------------------------------|------|-----------|---------|----------|----------|---------|
|                                       |      | 2012      | 2012    | 2012     | 2012     | 2013    |
| ordinary share in Amsterdam (in )     | High | 28.32     | 28.51   | 29.38    | 29.50    | 30.02   |
|                                       | Low  | 27.23     | 27.53   | 27.87    | 28.78    | 28.58   |
| ordinary share in New York (in US \$) | High | 36.35     | 37.35   | 38.01    | 38.75    | 40.48   |
|                                       | Low  | 34.91     | 35.67   | 35.58    | 37.83    | 37.95   |
| ordinary share in London (in £)       | High | 23.11     | 23.46   | 24.21    | 24.29    | 25.67   |
|                                       | Low  | 22.35     | 22.62   | 22.90    | 23.66    | 23.78   |
| ordinary share in New York (in US \$) | High | 37.29     | 38.01   | 38.79    | 39.37    | 40.69   |
|                                       | Low  | 35.83     | 36.11   | 36.51    | 38.30    | 38.38   |

**Quarterly high and low prices for 2012 and 2011**

1st 2nd 3rd 4th

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|   |      | Quarter | Quarter | Quarter | Quarter |
|---|------|---------|---------|---------|---------|
|   |      | 2012    | 2012    | 2012    | 2012    |
| NV per 0.16 ordinary share in Amsterdam (in )                                 | High | 27.11   | 26.39   | 28.79   | 29.50   |
|   | Low  | 24.78   | 24.56   | 26.42   | 27.53   |
| NV per 0.16 ordinary share in New York (in US \$)                             | High | 34.92   | 35.00   | 36.35   | 38.75   |
|   | Low  | 32.09   | 30.79   | 32.11   | 35.58   |
| PLC per 3 <sup>1</sup> / <sub>9</sub> p ordinary share in London (in £)       | High | 21.89   | 21.44   | 23.34   | 24.29   |
|   | Low  | 19.94   | 20.05   | 21.27   | 22.62   |
| PLC per 3 <sup>1</sup> / <sub>9</sub> p ordinary share in New York (in US \$) | High | 34.02   | 34.74   | 37.29   | 39.37   |
|   | Low  | 31.50   | 31.04   | 32.88   | 36.11   |
|   |      | 1st     | 2nd     | 3rd     | 4th     |
|   |      | Quarter | Quarter | Quarter | Quarter |
|   |      | 2011    | 2011    | 2011    | 2011    |
| NV per 0.16 ordinary share in Amsterdam (in )                                 | High | 23.77   | 23.10   | 23.90   | 26.58   |
|   | Low  | 21.00   | 22.05   | 21.65   | 23.32   |
| NV per 0.16 ordinary share in New York (in US \$)                             | High | 31.72   | 33.50   | 34.24   | 35.06   |
|   | Low  | 29.07   | 31.35   | 30.39   | 30.82   |
| PLC per 3 <sup>1</sup> / <sub>9</sub> p ordinary share in London (in £)       | High | 19.72   | 20.06   | 20.81   | 21.73   |
|   | Low  | 17.93   | 18.85   | 18.92   | 19.77   |
| PLC per 3 <sup>1</sup> / <sub>9</sub> p ordinary share in New York (in US \$) | High | 31.03   | 32.96   | 34.30   | 34.16   |
|   | Low  | 28.65   | 30.59   | 30.27   | 30.56   |

**Table of Contents****Item 9. The Offer and Listing** continued**Annual high and low prices**

|   |      | <b>2012</b>  | 2011  | 2010  | 2009  | 2008  |
|---|------|--------------|-------|-------|-------|-------|
| NV per 0.16 ordinary share in Amsterdam (in )                                 | High | <b>29.50</b> | 26.58 | 24.11 | 22.88 | 25.61 |
|   | Low  | <b>24.56</b> | 21.00 | 20.68 | 13.59 | 16.20 |
| NV per 0.16 ordinary share in New York (in US \$)                             | High | <b>38.75</b> | 35.06 | 33.10 | 32.80 | 37.18 |
|   | Low  | <b>30.79</b> | 29.07 | 26.02 | 17.04 | 21.27 |
| PLC per 3 <sup>1</sup> / <sub>9</sub> p ordinary share in London (in £)       | High | <b>24.29</b> | 21.73 | 20.09 | 20.15 | 19.47 |
|   | Low  | <b>19.94</b> | 17.93 | 16.62 | 12.30 | 12.49 |
| PLC per 3 <sup>1</sup> / <sub>9</sub> p ordinary share in New York (in US \$) | High | <b>39.37</b> | 34.30 | 32.41 | 32.19 | 38.02 |
|   | Low  | <b>31.04</b> | 28.65 | 25.74 | 17.04 | 20.22 |

**B. Plan of distribution**

Not applicable.

**C. Markets**

This information is set forth under the heading "The Unilever Group" on page 1 of this report.

**D. Selling shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the issue**

Not applicable.

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### **A. Share capital**

Not applicable.

### **B. Memorandum and articles of association**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

Corporate governance on pages 44 to 55; and  
Note 15A. Share Capital on page 113; and  
Minimum shareholding requirement on page 74.

Please also refer to The Unilever Group on page 1 of this report.

### **C. Material contracts**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Financial review 2012 Acquisitions and disposals on page 29;  
Note 21 Acquisition and disposals 2012 and 2011 on pages 126 to 127; and  
Our Foundation agreements on page 52.

### **D. Exchange controls**

Under the Dutch External Financial Relations Act of 25 March 1994 the Minister of Finance is authorised to issue regulations relating to financial transactions concerning the movement of capital to or from other countries with respect to direct investments, establishment, the performing of financial services, the admission of negotiable instruments or goods with respect to which regulations have been issued under the Import and Export Act in the interest of the international legal system or an arrangement relevant thereto. These regulations may contain a prohibition to perform any of the actions indicated in those regulations without a licence. To date no regulations of this type have been issued which are applicable to Unilever N.V.

Other than certain economic sanctions which may be in place from time to time, there are currently no UK laws, decrees or regulations restricting the import or export of capital or affecting the remittance of dividends or other payments to holders of the company's shares who are non-residents of the UK. Similarly, other than certain economic sanctions which may be in force from time to time, there are no limitations relating only to non-residents of the UK under English law or the company's Articles of Association on the right to be a holder of, and to vote in respect of, the company's shares.

### **E. Taxation**

#### **Taxation for US persons holding shares in NV**

The following notes are provided for guidance. US persons should consult their local tax advisers, particularly in connection with potential liability to pay US taxes on disposal, lifetime gift or bequest of their shares. A US person is a US individual citizen or resident, a corporation organised under the laws of the United States, or any other legal person subject to United States Federal Income Tax on its worldwide income.

### **Taxation on dividends in the Netherlands**

As of 1 January 2007 dividends paid by companies in the Netherlands are in principle subject to dividend withholding tax of 15%. Where a shareholder is entitled to the benefits of the current Income Tax Convention ( the Convention ) concluded on 18 December 1992 between the United States and the Netherlands, when dividends are paid by NV to:

a corporation organised under the laws of the United States (or any territory of it) having no permanent establishment in the Netherlands of which such shares form a part of the business property; or  
any other legal person subject to United States Federal income tax with respect to its worldwide income, having no permanent establishment in the Netherlands of which such shares form a part of the business property, these dividends qualify for a reduction of withholding tax on dividends in the Netherlands from 15% to 5% if the beneficial owner is a company which directly holds at least 10% of the voting power of NV shares.

Where a United States person has a permanent establishment in the Netherlands, which has shares in NV forming part of its business property, dividends it receives on those shares are included in that establishment's profit. They are subject to income tax or corporation tax in the Netherlands, as appropriate, and tax on dividends in the Netherlands will generally be applied at the full rate of 15% with, as appropriate, the possibility to claim a credit for that tax on dividends in the Netherlands against the income tax or corporation tax in the Netherlands. The net tax suffered may be treated as foreign income tax eligible for credit against shareholder's United States income taxes.

The Convention provides, subject to certain conditions, for a complete exemption from, or refund of, Dutch dividend withholding tax if the beneficial owner is a qualified Exempt Pension Trust as defined in Article 35 of the Convention or a qualified Exempt Organisation as defined in Article 36 of the Convention. It is noted that, subject to certain conditions, foreign (non-Dutch) tax exempt entities may also be entitled to a full refund of any Dutch dividend withholding tax suffered based on specific provisions in the Dividend Tax Act in the Netherlands. This tax refund opportunity under Dutch domestic tax law already applied to European Union and European Economic Area entities as of 1 January 2007 and has been extended as of 1 January 2012 to all foreign tax exempt entities including, if appropriate, United States tax exempt entities.

Under the Convention, qualifying United States organisations that are generally exempt from United States taxes and that are constituted and operated exclusively to administer or provide pension, retirement or other employee benefits may be exempt at source from withholding tax on dividends received from a Dutch corporation. A Competent Authority Agreement between the US and Dutch Tax Authorities on 6 August 2007, published in the US as Announcement 2007-75, 2007-2 Cumulative Bulletin 540 as amended by a Competent Authority Agreement published in the United States as Announcement 2010-26, 2010-1 Cumulative Bulletin 604, describes the eligibility of these US organisations for benefits under the Convention and procedures for claiming these benefits.

Under the Convention, a United States trust, company or organisation that is operated exclusively for religious, charitable, scientific, educational or public purposes is subject to an initial 15% withholding tax rate. Such an exempt organisation may be entitled to reclaim from tax authorities in the Netherlands a refund of the Dutch dividend tax, if and to the extent that it is exempt from United States Federal Income Tax and it would be exempt from tax in the Netherlands if it were organised and carried on all its activities there.

If you are an NV shareholder resident in any country other than the United States or the Netherlands, any exemption from, or reduction or refund of, dividend withholding tax in the Netherlands may be governed by specific provisions in Dutch tax law, the Tax Regulation for the Kingdom of the Netherlands, or by the tax convention or any other agreement for the avoidance of double taxation, if any, between the Netherlands and your country of residence.



**United States taxation on dividends**

If you are a United States person, the dividend (including the withheld amount) up to the amount of NV earnings and profits

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**Item 10. Additional Information** *continued*

for United States Federal Income Tax purposes will be ordinary dividend income. Dividends received by an individual during taxable years 2013 and later will be taxed at a maximum rate of 15% or 20%, depending on the income level of the individual, provided the individual has held the shares for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date, that NV is a qualified foreign corporation and that certain other conditions are satisfied. NV is a qualified foreign corporation for this purpose. In addition, beginning in 2013, an additional tax of 3.8% will apply to dividends and other investment income received by individuals with incomes exceeding certain thresholds. The dividends are not eligible for the dividends received deduction allowed to corporations.

For US foreign tax credit purposes, the dividend is foreign source income, and withholding tax in the Netherlands is a foreign income tax that is eligible for credit against the shareholder's United States income taxes. However, the rules governing the US foreign tax credit are complex, and additional limitations on the credit apply to individuals receiving dividends eligible for the maximum tax rate on dividends described above.

Any portion of the dividend that exceeds NV's United States earnings and profits is subject to different rules. This portion is a tax free return of capital to the extent of your basis in NV's shares, and thereafter is treated as a gain on a disposition of the shares.

Under a provision of the Dividend Tax Act in the Netherlands and provided certain conditions are satisfied, NV is entitled to a credit (up to a maximum of 3% of the gross dividend from which dividend tax is withheld) against the amount of dividend tax withheld before remittance to tax authorities in the Netherlands. The United States tax authority may take the position that withholding tax in the Netherlands eligible for credit should be limited accordingly.

**Disclosure requirements for US individual holders**

US individuals that hold certain specified foreign financial assets, including stock in a foreign corporation, with values in excess of certain thresholds are required to file Form 8938 with their United States Federal Income Tax return. Such Form requires disclosure of information concerning such foreign assets, including the value of the assets. Failure to file the form when required is subject to penalties. An exemption from reporting applies to foreign assets held through a US financial institution, generally including a non-US branch or subsidiary of a US institution and a US branch of a non-US institution. Investors are encouraged to consult with their own tax advisors regarding the possible application of this disclosure requirement to their investment in the shares.

**Taxation on capital gains in the Netherlands**

Under the Convention, if you are a United States person and you have capital gains on the sale of shares of a Dutch company, these are generally not subject to taxation by the Netherlands. An exception to this rule generally applies if you have a permanent establishment in the Netherlands and the capital gain is derived from the sale of shares which form part of that permanent establishment's business property.

**Succession duty and gift taxes in the Netherlands**

Under the Estate and Inheritance Tax Convention between the United States and the Netherlands of 15 July 1969, individual US persons who are not Dutch citizens who have shares will generally not be subject to succession duty in

the Netherlands on the individual's death, unless the shares are part of the business property of a permanent establishment situated in the Netherlands.

A gift of shares of a Dutch company by a person who is not a resident or a deemed resident of the Netherlands is generally not subject to gift tax in the Netherlands. A non-resident Netherlands citizen, however,

is still treated as a resident of the Netherlands for gift tax purposes for ten years and any other non-resident person for one year after leaving the Netherlands.

### **Taxation for US persons holding shares in PLC**

The following notes are provided for guidance. US persons should consult their local tax advisers, particularly in connection with potential liability to pay US taxes on disposal, lifetime gift or bequest of their shares. A US person is a US individual citizen or resident, a corporation organized under the laws of the United States, or any other legal person subject to United States Federal Income Tax on its worldwide income.

### **United Kingdom taxation on dividends**

Under United Kingdom law, income tax is not withheld from dividends paid by United Kingdom companies. Shareholders, whether resident in the United Kingdom or not, receive the full amount of the dividend actually declared.

### **United States taxation on dividends**

If you are a US person, the dividend up to the amount of PLC's earnings and profits for United States Federal Income Tax purposes will be ordinary dividend income. Dividends received by an individual during taxable years 2013 and later will be taxed at a maximum rate of 15% or 20%, depending on the income level of the individual, provided the individual has held the shares for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date, that PLC is a qualified foreign corporation and certain other conditions are satisfied. PLC is a qualified foreign corporation for this purpose. In addition, beginning in 2013, an additional tax of 3.8% will apply to dividends and other investment income received by individuals with incomes exceeding certain thresholds. The dividend is not eligible for the dividends received deduction allowable to corporations. The dividend is foreign source income for US foreign tax credit purposes.

Any portion of the dividend that exceeds PLC's United States earnings and profits is subject to different rules. This portion is a tax free return of capital to the extent of your basis in PLC's shares, and thereafter is treated as a gain on a disposition of the shares.

### **Disclosure Requirements for US individual holders**

US individuals that hold certain specified foreign financial assets, including stock in a foreign corporation, with values in excess of certain thresholds are required to file Form 8938 with their United States Federal Income Tax return. Such Form requires disclosure of information concerning such foreign assets, including the value of the assets. Failure to file the form when required is subject to penalties. An exemption from reporting applies to foreign assets held through a US financial institution, generally including a non-US branch or subsidiary of a US institution and a US branch of a non-US institution. Investors are encouraged to consult with their own tax advisors regarding the possible application of this disclosure requirement to their investment in the shares.

### **UK taxation on capital gains**

Under United Kingdom law, when you sell shares you may be liable to pay capital gains tax. However, if you are either:

an individual who is neither resident nor ordinarily resident in the United Kingdom; or  
a company which is not resident in the United Kingdom  
you will generally not be liable to United Kingdom tax on any capital gains made on disposal of your shares.

Two exceptions are: if the shares are held in connection with a trade or business which is conducted in the United Kingdom through a branch or an agency; and if the shares are held by an individual who has left the UK for a period of non-residence of less than five tax years having been resident for at least four of the seven tax years prior to leaving the UK.

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### **Item 10. Additional Information** continued

#### **UK inheritance tax**

Under the current estate and gift tax convention between the United States and the United Kingdom, ordinary shares held by an individual shareholder who is:

domiciled for the purposes of the convention in the United States; and  
is not for the purposes of the convention a national of the United Kingdom  
will not be subject to United Kingdom inheritance tax:

on the individual's death; or  
on a gift of the shares during the individual's lifetime.

The exception is if the shares are part of the business property of a permanent establishment of the individual in the United Kingdom or, in the case of a shareholder who performs independent personal services, pertain to a fixed base situated in the United Kingdom.

#### **F. Dividends and paying agents**

Not applicable.

#### **G. Statement by experts**

Not applicable.

#### **H. Documents on display**

The information set forth under the headings "Contact details" and "Publications" on pages 144 to 145 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

#### **Unilever Annual Report on Form 20-F 2012**

Filed with the SEC on the SEC's website. Printed copies are available, free of charge, upon request to Unilever PLC, Investor Relations Department, Unilever House, 100 Victoria Embankment, London EC4Y0DY, United Kingdom.

#### **Documents on display in the United States**

Unilever files and furnishes reports and information with the United States SEC. Such reports and information can be inspected and copied at the SEC's public reference facilities in Washington DC, Chicago and New York. Certain of our reports and other information that we file or furnish to the SEC are also available to the public over the internet on the SEC's website.

## I. Subsidiary information

Not applicable.

Please refer also to Item 3D Risk Factors of this report.

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

- Outlook on page 36;
- Note 13 Trade and other current receivables on pages 110 to 111;
- Note 14 Trade payables and other liabilities on page 111;
- Note 15 Capital and funding on pages 112 to 115;
- Note 16 Treasury risk management on pages 116 to 120;
- Note 17 Investment and return on pages 121 to 122; and
- Note 18 Financial instruments fair value risk on pages 123 to 124.

The Unilever Group has appointed Citibank, N.A. ( Citibank ) as both its transfer agent and registrar pursuant to the New York Registered Share program for Unilever N.V. and as its depository pursuant to its American Depositary Receipt program for Unilever PLC. Any fee arrangement with Citibank will therefore cover both programs.

### D.3 Transfer Agent Fees and Charges for Unilever N.V.

Although items 12.D.3 and 12.D.4 are not applicable to Unilever N.V. the following fees, charges and transfer agent payments are listed, as any fee arrangement with Citibank will cover both programs.

Under the terms of the Transfer Agent Agreement for the Unilever N.V. New York Registered Share program, a New York Share (NYS) holder may have to pay the following service fees to the transfer agent:

Issuance of NYSs: Up to US 5¢ per NYS issued.

Cancellation of NYSs: Up to US 5¢ per NYS cancelled.

An NYS holder will also be responsible to pay certain fees and expenses incurred by the transfer agent and certain taxes and governmental charges such as:

- Fees for the transfer and registration of Shares charged by the registrar and transfer agent for the Shares in the Netherlands (i.e. upon deposit and withdrawal of Shares);
- Expenses incurred for converting foreign currency into US dollars;
- Expenses for cable, telex and fax transmissions and for delivery of securities;
- Taxes and duties upon the transfer of securities (i.e. when shares are deposited or withdrawn from deposit); and
- Fees and expenses incurred in connection with the delivery or servicing of shares on deposit.

Transfer agent fees payable upon the issuance and cancellation of NYSs are typically paid to the transfer agent by the brokers (on behalf of their clients) receiving the newly-issued NYSs from the transfer agent and by the brokers (on behalf of their clients) delivering the NYSs to the transfer agent for cancellation. The brokers in turn charge these transaction fees to their clients.

Note that the fees and charges an investor may be required to pay may vary over time and may be changed by us and by the Transfer Agent. Notice of any changes will be given to investors.

### **D.3 Depositary Fees and Charges for Unilever PLC**

Under the terms of the Deposit Agreement for the Unilever PLC American Depositary Shares (ADSs), an ADS holder may have to pay the following service fees to the depositary bank:

Issuance of ADSs: Up to US 5¢ per ADS issued.

Cancellation of ADSs: Up to US 5¢ per ADS cancelled.

**Table of Contents****Item 12. Description of Securities Other than Equity Securities continued**

An ADS holder will also be responsible to pay certain fees and expenses incurred by the depositary bank and certain taxes and governmental charges such as:

- Fees for the transfer and registration of Shares charged by the registrar and transfer agent for the Shares in the United Kingdom (i.e., upon deposit and withdrawal of Shares);
- Expenses incurred for converting foreign currency into US dollars;
- Expenses for cable, telex and fax transmissions and for delivery of securities;
- Taxes and duties upon the transfer of securities (i.e. when shares are deposited or withdrawn from deposit); and
- Fees and expenses incurred in connection with the delivery or servicing of shares on deposit.

Depository fees payable upon the issuance and cancellation of ADSs are typically paid to the depositary bank by the brokers (on behalf of their clients) receiving the newly-issued ADSs from the depositary bank and by the brokers (on behalf of their clients) delivering the ADSs to the depositary bank for cancellation. The brokers in turn charge these transaction fees to their clients.

Note that the fees and charges an investor may be required to pay may vary over time and may be changed by us and by the depositary bank. Notice of any changes will be given to investors.

**D.4 Transfer Agent Payments Fiscal Year 2012 for Unilever N.V.**

In 2012, we received the following payments from Citibank, N.A., the Transfer Agent and Registrar for our New York Registered Share program:

|   | US \$      |
|---|------------|
| Reimbursement of listing fees (INNYSE/NASDAQ)   | 263,755.00 |
| Reimbursement of settlement infrastructure fees (including DTC feeds)   | 25,484.80  |
| Reimbursement of proxy process expenses (printing, postage and distribution)                                      | 281,032.71 |
| Tax reclaim services  | 40,000.00  |
| Program-related expenses (that include expenses incurred from the requirements of the Sarbanes-Oxley Act of 2002) | 739,727.49 |



**Indirect payments**

As part of its service to the Company, Citibank, N.A. has agreed to waive fees for the standard costs associated with the administration of the ADR Program, associated operating expenses and investor relations advice estimated to total US \$150,000.

**D.4 Depository Payments Fiscal Year 2012 for Unilever PLC**

In 2012, we received the following payments from Citibank, N.A., the Depository Bank for our American Depository Receipt Program:

|   | US \$      |
|---|------------|
| Reimbursement of listing fees (NYSE/NASDAQ)   | 135,116.00 |
| Reimbursement of settlement infrastructure fees (including DTC feeds)   | 25,509.80  |
| Reimbursement of proxy process expenses (printing, postage and distribution)                                      | 244,266.57 |
| Program-related expenses (that include expenses incurred from the requirements of the Sarbanes-Oxley Act of 2002) | 945,107.63 |

**Indirect payments**

As part of its service to the Company, Citibank, N.A. has agreed to waive fees for the standard costs associated with the administration of the ADR Program, associated operating expenses and investor relations advice estimated to total US \$150,000.

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### **A. Defaults**

There has been no material default in the payment of principal, interest, a sinking or purchase fund instalments or any other material default relating to indebtedness of the Group.

### **B. Dividend arrearages and delinquencies**

There have been no arrears in payment of dividends on, and material delinquency with respect to, any class of preferred stock of any significant subsidiary of the Group.

Not applicable.

The information set forth under the headings "Report of Independent Registered Public Accounting Firm" in Item 18 on page 23 of this report, and "Our Risk Appetite and Approach to Risk Management" on page 41, "Requirements - The United States" on page 54 and "Risk management and internal control arrangements" on pages 56 to 57 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

### **Management's report on internal control over financial reporting**

In accordance with the requirements of Section 404 of the US Sarbanes-Oxley Act of 2002, the following report is provided by management in respect of the Group's internal control over financial reporting (as defined in rule 13a-15(f) or rule 15d-15(f) under the US Securities Exchange Act of 1934):

Unilever's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Group;

Unilever's management has used the Committee of Sponsoring Organizations of the Treadway Commission (COSO) framework to evaluate the effectiveness of our internal control over financial reporting. Management believes that the COSO framework is a suitable framework for its evaluation of our internal control over financial reporting because it is free from bias, permits reasonably consistent qualitative and quantitative measurements of internal controls, is sufficiently complete so that those relevant factors that would alter a conclusion about the effectiveness of internal controls are not omitted and is relevant to an evaluation of internal control over financial reporting;

Management has assessed the effectiveness of internal control over financial reporting as of 31 December 2012, and has concluded that such internal control over financial reporting is effective; and

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PricewaterhouseCoopers LLP and PricewaterhouseCoopers Accountants N.V., who have audited the consolidated financial statements of the Group for the year ended 31 December 2012, have also audited the effectiveness of internal control over financial reporting as at 31 December 2012 and have issued an attestation report on internal control over financial reporting. For the Auditors' report please refer to Item 18 on page 23 of this report.

**Table of Contents****A. Audit Committee financial expert**

The information set forth under the heading "Report of the Audit Committee" on pages 56 and 57 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

**B. Code of Ethics**

The information set forth under the following headings of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference:

Foundation and principles on page 41; and  
Requirements – The United States on page 54.

**C. Principal accountant fees and services**

The information set forth under the heading "Report of the Audit Committee" on pages 56 and 57 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

|                                   | million<br>2012 | million<br>2011 | million<br>2010 |
|-----------------------------------|-----------------|-----------------|-----------------|
| Audit fees <sup>(a)</sup>         | 18              | 18              | 18              |
| Audit-related fees <sup>(b)</sup> | 2               | 2               | 1               |
| Tax fees                          | 1               | 1               | 1               |
| All other fees                    |                 | 1               | 3               |

<sup>(a)</sup> Excludes 1 million fees paid in respect of services supplied for associated pension schemes.

<sup>(b)</sup> Includes other audit services which comprise audit and similar work that regulations or agreements with third parties require the auditors to undertake.

**D. Exemptions from the Listing Standards for Audit Committees**

Not applicable.

**E. Purchases of equity securities by the issuer and affiliated purchasers****Share purchases during 2012**

All shares purchased relate to Unilever N.V.

|   |                                     |                                     | million   |  |
|---|-------------------------------------|-------------------------------------|---|--|
|   | Total number of<br>shares purchased | Average price<br>paid per share ( ) | Of which, numbers of<br>shares<br>purchased<br>as part of<br>publicly<br>announced<br>plans | Maximum value that<br>may yet be purchased<br>as part of<br>publicly<br>announced<br>plans |
| January (6% preference shares) <sup>(b)</sup> | 10                                  | 806.00                              |   |  |
| January (7% preference shares) <sup>(b)</sup> | 10                                  | 940.00                              |   |  |
| February                                      |                                     |                                     |   |  |
| March (ordinary shares) <sup>(a)</sup>        | 37,894                              | 26.05                               |   |  |
| April   |                                     |                                     |   |  |
| May   |                                     |                                     |   |  |
| June  |                                     |                                     |   |  |
| July (7% preference shares) <sup>(b)</sup>    | 6                                   | 940.00                              |   |  |
| August  |                                     |                                     |   |  |
| September                                     |                                     |                                     |   |  |
| October                                       |                                     |                                     |   |  |
| November                                      |                                     |                                     |   |  |
| December                                      |                                     |                                     |   |  |
| Total   | 37,920                              | 26.64                               |   |  |

<sup>(a)</sup> Shares were purchased to satisfy commitments to deliver shares under our share-based plans as described in note 4C on pages 101 and 102 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K and incorporated by reference.

<sup>(b)</sup> The repurchase was undertaken under the public cash offer for all outstanding 6% and 7% cumulative preference shares as announced on 19 October 2011.

During February 2013 Unilever N.V. purchased 160,400 American Depositary Shares of Unilever PLC on the NYSE with an average price of euro 30.21 per American Depositary Share to facilitate grants in connection with its employee compensation programs.

#### F. Change in Registrant's Certifying Accountant

Not applicable.

#### G. Corporate governance

The information set forth under the heading "Corporate governance" on pages 44 to 55 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

The Company has responded to Item 18 in lieu of this item.



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The information set forth under the heading "Financial statements" on page 83 and pages 86 to 131 of the Group's Annual Report and Accounts 2012 furnished separately on 8 March 2013 under Form 6-K is incorporated by reference.

To the Directors and shareholders

**Report of Independent Registered Public Accounting Firm**

In our opinion, the consolidated income statements and the related consolidated balance sheets, consolidated cash flow statements, consolidated statements of comprehensive income and consolidated statements of changes in equity set forth under the heading "Financial Statements" on pages 86 to 131 (excluding Note 24 on page 129) of Unilever Group's Annual Report and Accounts 2012 and the Guarantor financial information included in Item 18 of this Form 20-F present fairly, in all material respects, the financial position of the Unilever Group at 31 December 2012 and 31 December 2011 and the results of its operations and its cash flows for each of the three years in the period ended 31 December 2012, in conformity with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board and in conformity with IFRS as adopted by the European Union. Also in our opinion, the Group maintained, in all material respects, effective internal control over financial reporting as of 31 December 2012, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Group's Directors and management are responsible for these consolidated financial statements.

The Group's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying

Management's report on internal control over financial reporting included in Item 15 of this Form 20-F. Our responsibility is to express opinions on these consolidated financial statements and on the Group's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall consolidated financial statements presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in

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accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and Directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP

Amsterdam, The Netherlands, 5 March 2013

London, United Kingdom

PricewaterhouseCoopers Accountants N.V.

As auditors of Unilever PLC

As auditors of Unilever N.V.

5 March 2013

R A J Swaak RA



**Table of Contents****Item 18. Financial Statements** continued**Guarantor statements (audited)**

On 1 November 2011, NV and Unilever Capital Corporation (UCC) filed a US Shelf registration, which is unconditionally and fully guaranteed, jointly and severally, by NV, PLC and Unilever United States, Inc. (UNUS). This superseded the previous NV and UCC US Shelf registration filed on 18 November 2008, which is unconditionally and fully guaranteed, jointly and severally, by NV, PLC and UNUS. Of the US Shelf registration, US \$5.0 billion of Notes were outstanding at 31 December 2012 (2011: US \$4.0 billion, 2010: US \$2.5 billion) with coupons ranging from 0.45% to 5.9%. These Notes are repayable between 15 February 2014 and 15 November 2032.

Provided below are the income statements, cash flow statements and balance sheets of each of the companies discussed above, together with the income statement, cash flow statement and balance sheet of non-guarantor subsidiaries. These have been prepared under the historical cost convention and, aside from the basis of accounting for investments at net asset value (equity accounting), comply in all material respects with International Financial Reporting Standards. The financial information in respect of NV, PLC and UNUS has been prepared with all subsidiaries accounted for on an equity basis. Information on NV and PLC is shown collectively as Unilever parent entities. The financial information in respect of the non-guarantor subsidiaries has been prepared on a consolidated basis.

|   | million<br>Unilever<br>Capital<br>Corporation<br>subsidiary<br>issuer | million<br>Unilever <sup>(a)</sup><br>parent<br>entities | million<br>Unilever<br>United<br>States Inc.<br>subsidiary<br>guarantor | million<br>Non-<br>guarantor<br>subsidiaries | million<br>Eliminations |
|---|---|--|---|--|-------------------------|
| Year ended 31 December 2012                       |   |  |   | 51,324                                       |                         |
| Operating profit                                  |   | 334  | 7   | 6,648  |                         |
| Income  |   |  |   | 136  |                         |
| Costs   | (153)   | (169)  |   | (204)  |                         |
| and similar obligations                           |   | (5)  | (18)  | 16   |                         |
| Company finance income/(costs)                    | 153   | (6)  | (110)   | (37)   |                         |
| Share of results of joint ventures and associates |   | 2,851  | 676   | (3,527)                                      |                         |
| Income from non-current investments               |   |  |   | 105  |                         |
|   |   |  |   | (14)   |                         |
| Profit before taxation                            |   | 3,005  | 555   | 3,123  |                         |
|   |   | (29)   | (197)   | (1,509)                                      |                         |
| Profit  |   | 2,976  | 358   | 1,614  |                         |

|                          |       |       |         |
|--------------------------|-------|-------|---------|
| earnings of subsidiaries | 1,972 | 728   | (2,700) |
| Net                      | 4,948 | 1,086 | 1,614   |
| Available to:            |       |       |         |
| controlling interests    |       |       | 468     |
| noncontrolling interests | 4,948 | 1,086 | 1,146   |
| Total equity             |       |       | (2,700) |

<sup>(a)</sup> The term "Unilever parent entities" includes Unilever N.V. and Unilever PLC. Though Unilever N.V. and Unilever PLC are separate legal entities, with different shareholder constituencies and separate stock exchange listings, they operate as nearly as practicable as a single economic entity. Debt securities issued by entities in the Unilever Group are fully and unconditionally guaranteed by both Unilever N.V. and Unilever PLC.

**Table of Contents****Item 18. Financial Statements** continued

|   | million<br>Unilever<br>Capital<br>Corporation | million<br>Unilever <sup>(a)</sup><br>parent<br>entities | million<br>Unilever<br>United<br>States Inc. | million<br>Unilever<br>United<br>States Inc. | million<br>Non-<br>guarantor<br>subsidiaries | million<br>Eliminations | million<br>Unilever<br>Group |
|---|---|--|--|--|--|-------------------------|------------------------------|
| <b>Income statement</b>                                     | subsidiary                                    | parent   | subsidiary                                   | guarantor                                    |  |                         | Unilever                     |
| <b>for the year ended 31 December 2011</b>                  | issuer  | entities   | guarantor                                    | subsidiaries                                 | Eliminations                                 | Group                   |                              |
| <b>Turnover</b>   |   |  |  | 46,467                                       |  | 46,467                  |                              |
| <b>Operating profit</b>                                     | –   | 155  | (12)   | 6,290  | –  | 6,433                   |                              |
| Finance income  |   |  |  | 92   |  | 92                      |                              |
| Finance costs   | (127)   | (203)  |  | (210)  |  | (540)                   |                              |
| Pensions and similar obligations                            |   | (51)   | (15)   | 91   |  | 71                      |                              |
| Inter-company finance income/(costs)                        | 128   | 61   | (11)   | (178)  |  |                         |                              |
| Dividends   |   | 2,631  |  | (2,631)                                      |  |                         |                              |
| Share of net profit/(loss) of joint ventures and associates |   |  |  | 113  |  | 113                     |                              |
| Other income from non-current investments                   |   |  |  | 76   |  | 76                      |                              |
| <b>Profit before taxation</b>                               | 1   | 2,639  | (38)   | 3,643  |  | 6,245                   |                              |
| Taxation  |   | 50   | (237)  | (1,435)                                      |  | (1,622)                 |                              |
| <b>Net profit</b>   | 1   | 2,689  | (275)  | 2,208  | –  | 4,623                   |                              |
| Equity earnings of subsidiaries                             |   | 1,934  | 898  |  | (2,832)                                      |                         |                              |
| <b>Net profit</b>   | 1   | 4,623  | 623  | 2,208  | (2,832)                                      | 4,623                   |                              |
| Attributable to:  |   |  |  |  |  |                         |                              |
| Non-controlling interests                                   |   |  |  | 371  |  | 371                     |                              |
| Shareholders equity   | 1   | 4,623  | 623  | 1,837  | (2,832)                                      | 4,252                   |                              |
|   | million<br>Unilever<br>Capital<br>Corporation | million<br>Unilever <sup>(a)</sup><br>parent<br>entities | million<br>Unilever<br>United<br>States Inc. | million<br>Unilever<br>United<br>States Inc. | million<br>Non-<br>guarantor<br>subsidiaries | million<br>Eliminations | million<br>Unilever<br>Group |
| <b>Income statement</b>                                     | subsidiary                                    | parent   | subsidiary                                   | guarantor                                    |  |                         | Unilever                     |
| <b>for the year ended 31 December 2010</b>                  | issuer  | entities   | guarantor                                    | subsidiaries                                 | Eliminations                                 | Group                   |                              |
| <b>Turnover</b>   |   |  |  | 44,262                                       |  | 44,262                  |                              |

|   |       |       |      |         |         |         |
|---|-------|-------|------|---------|---------|---------|
| <b>Operating profit</b>                                     | –     | 280   | (21) | 6,080   | –       | 6,339   |
| Finance income  |       |       |      | 77      |         | 77      |
| Finance costs   | (182) | (183) |      | (126)   |         | (491)   |
| Pensions and similar obligations                            |       | (5)   | (24) | 49      |         | 20      |
| Inter-company finance income/(costs)                        | 184   | 71    | (10) | (245)   |         |         |
| Dividends   |       | 2,285 |      | (2,285) |         |         |
| Share of net profit/(loss) of joint ventures and associates |       |       |      | 111     |         | 111     |
| Other income from non-current investments                   |       |       |      | 76      |         | 76      |
| <b>Profit before taxation</b>                               | 2     | 2,448 | (55) | 3,737   |         | 6,132   |
| Taxation  | (1)   | (83)  | 434  | (1,884) |         | (1,534) |
| <b>Net profit</b>   | 1     | 2,365 | 379  | 1,853   |         | 4,598   |
| Equity earnings of subsidiaries                             |       | 2,233 | 96   |         | (2,329) |         |
| <b>Net profit</b>   | 1     | 4,598 | 475  | 1,853   | (2,329) | 4,598   |
| Attributable to:  |       |       |      |         |         |         |
| Non-controlling interests                                   |       |       |      | 354     |         | 354     |
| Shareholders' equity  | 1     | 4,598 | 475  | 1,499   | (2,329) | 4,244   |

<sup>(a)</sup> The term "Unilever parent entities" includes Unilever N.V. and Unilever PLC. Though Unilever N.V. and Unilever PLC are separate legal entities, with different shareholder constituencies and separate stock exchange listings, they operate as nearly as practicable as a single economic entity. Debt securities issued by entities in the Unilever Group are fully and unconditionally guaranteed by both Unilever N.V. and Unilever PLC.

**Table of Contents****Item 18. Financial Statements** continued

|  | million<br>Unilever<br>Capital<br>Corporation<br>subsidiary<br>issuer | million<br>Unilever <sup>(a)</sup><br>parent<br>entities | million<br>Unilever<br>United<br>States Inc.<br>subsidiary<br>guarantor | million<br>Non-<br>guarantor<br>subsidiaries | million<br>Eliminations | million<br>Unilever<br>Gross |
|--|---|--|---|--|-------------------------|------------------------------|
| <b>Balance sheet at 31 December 2012</b>         |   |  |   |  |                         |                              |
| <b>Assets</b>                                    |   |  |   |  |                         |                              |
| <b>Non-current assets</b>                        |   |  |   |  |                         |                              |
| Goodwill and intangible assets                   |   | 1,330  |   | 20,388                                       |                         | 21,718                       |
| Property, plant and equipment                    |   |  |   | 9,445  |                         | 9,445                        |
| Provision asset for funded schemes in surplus    |   |  |   | 672  |                         | 672                          |
| Deferred tax assets                              |   | 103  | 263   | 747  |                         | 1,113                        |
| Financial assets                                 |   |  | 1   | 534  |                         | 535                          |
| Other non-current assets                         |   |  | 7   | 529  |                         | 536                          |
| Accounts due from group companies                | 6,642   |  |   | (26)   | (6,616)                 |                              |
| Assets of subsidiaries (equity accounted)        | 6,642   | 40,394   | 15,710  | (17,981)                                     | (38,123)                | 34,042                       |
|  | 6,642   | 41,827   | 15,981  | 14,308                                       | (44,739)                | 34,042                       |
| <b>Current assets</b>                            |   |  |   |  |                         |                              |
| Inventory  |   |  |   | 4,436  |                         | 4,436                        |
| Accounts due from group companies                |   | 5,050  | 2,087   | (7,137)                                      |                         |                              |
| Trade and other current receivables              |   | 80   | 12  | 4,344  |                         | 4,436                        |
| Deferred tax assets                              |   | 287  | 98  | (168)  |                         | 217                          |
| Cash and cash equivalents                        |   | 3  |   | 2,462  |                         | 2,465                        |
| Other financial assets                           |   |  |   | 401  |                         | 401                          |
| Non-current assets held for sale                 |   |  |   | 192  |                         | 192                          |
|  | 6,642   | 5,420  | 2,197   | 4,530  |                         | 12,189                       |
| <b>Total assets</b>                              | 6,642   | 47,247   | 18,178  | 18,838                                       | (44,739)                | 46,142                       |
| <b>Liabilities</b>                               |   |  |   |  |                         |                              |
| <b>Current liabilities</b>                       |   |  |   |  |                         |                              |
| Financial liabilities                            | 691   | 1,250  | 3   | 712  |                         | 2,656                        |
| Accounts due to group companies                  | 1,859   | 28,132   |   | (29,991)                                     |                         |                              |
| Trade payables and other current liabilities     | 46  | 181  | 33  | 11,408                                       |                         | 11,668                       |
| Deferred tax liabilities                         |   | 304  |   | 825  |                         | 1,129                        |
| Provisions                                       |   | 34   |   | 327  |                         | 361                          |
| Liabilities associated with assets held for sale |   |  |   | 1  |                         | 1                            |
|  | 2,596   | 29,901   | 36  | (16,718)                                     |                         | 15,815                       |
| <b>Non-current liabilities</b>                   |   |  |   |  |                         |                              |
| Financial liabilities                            | 3,766   | 2,058  |   | 1,741  |                         | 7,565                        |
| Accounts due to group companies                  |   |  | 6,701   | (85)   | (6,616)                 |                              |

|   |              |               |               |                |                 |               |
|---|--------------|---------------|---------------|----------------|-----------------|---------------|
| Provisions and post-retirement healthcare liabilities |              |               |               |                |                 |               |
| Defined schemes in deficit                            | 2            | 204           | 2,085         |                | 2,291           | 2,291         |
| Unfunded schemes                                      | 110          | 580           | 1,350         |                | 2,040           | 2,040         |
| Provisions  | 12           | 1             | 833           |                | 845             | 845           |
| Deferred tax liabilities                              |              |               | 1,393         |                | 1,393           | 1,393         |
| Other non-current liabilities                         | 5            | 81            | 414           |                | 500             | 500           |
|   | 3,766        | 2,187         | 7,567         | 7,731          | (6,616)         | 14,682        |
| <b>Total liabilities</b>                              | <b>6,362</b> | <b>32,088</b> | <b>7,603</b>  | <b>(8,987)</b> | <b>(6,616)</b>  | <b>30,480</b> |
| <b>Equity</b>   |              |               |               |                |                 |               |
| Shareholders' equity                                  |              |               |               |                |                 |               |
| Issued up share capital                               | 484          |               |               |                |                 | 484           |
| Share premium account                                 | 140          | 942           | (942)         |                |                 | 140           |
| Reserves  | 5            | (6,196)       | (612)         | (1,695)        | 2,302           | (6,196)       |
| Retained profit                                       | 275          | 20,731        | 10,245        | 29,905         | (40,425)        | 20,731        |
|   | 280          | 15,159        | 10,575        | 27,268         | (38,123)        | 15,159        |
| Non-controlling interests                             |              |               | 557           |                |                 | 557           |
| <b>Total equity</b>                                   | <b>280</b>   | <b>15,159</b> | <b>10,575</b> | <b>27,825</b>  | <b>(38,123)</b> | <b>15,736</b> |
| <b>Total liabilities and equity</b>                   | <b>6,642</b> | <b>47,247</b> | <b>18,178</b> | <b>18,838</b>  | <b>(44,739)</b> | <b>46,216</b> |

- (a) The term "Unilever parent entities" includes Unilever N.V. and Unilever PLC. Though Unilever N.V. and Unilever PLC are separate legal entities, with different shareholder constituencies and separate stock exchange listings, they operate as nearly as practicable as a single economic entity. Debt securities issued by entities in the Unilever Group are fully and unconditionally guaranteed by both Unilever N.V. and Unilever PLC.

**Table of Contents****Item 18. Financial Statements** continued

|  | million<br>Unilever<br>Capital<br>Corporation<br>subsidiary<br>issuer | million<br>Unilever <sup>(a)</sup><br>parent<br>entities | million<br>United<br>States Inc.<br>subsidiary<br>guarantor | million<br>Non-<br>guarantor<br>subsidiaries | million<br>Eliminations | million<br>Unilever<br>Group |
|--|---|--|---|--|-------------------------|------------------------------|
| <b>Balance sheet at 31 December 2011</b>         |   |  |   |  |                         |                              |
| <b>Assets</b>                                    |   |  |   |  |                         |                              |
| <b>Non-current assets</b>                        |   |  |   |  |                         |                              |
| Goodwill and intangible assets                   |   | 162  |   | 21,751                                       |                         | 21,913                       |
| Property, plant and equipment                    |   |  |   | 8,774  |                         | 8,774                        |
| Pension asset for funded schemes in surplus      |   | 5  |   | 998  |                         | 1,003                        |
| Deferred tax assets                              |   |  | 373   | 48   |                         | 421                          |
| Financial assets                                 |   |  |   | 478  |                         | 478                          |
| Other non-current assets                         |   |  |   | 632  |                         | 632                          |
| Amounts due from group companies                 | 5,498   |  |   |  | (5,498)                 |                              |
| Net assets of subsidiaries (equity accounted)    |   | 39,816   | 14,213  | (17,992)                                     | (36,037)                |                              |
|  | 5,498   | 39,983   | 14,586  | 14,689                                       | (41,535)                | 33,221                       |
| <b>Current assets</b>                            |   |  |   |  |                         |                              |
| Inventories                                      |   |  |   | 4,601  |                         | 4,601                        |
| Amounts due from group companies                 |   | 8,562  | 2,042   | (10,604)                                     |                         |                              |
| Trade and other current receivables              |   | 70   | 3   | 4,440  |                         | 4,513                        |
| Current tax assets                               |   | 256  | 109   | (146)  |                         | 219                          |
| Cash and cash equivalents                        |   | 1  |   | 3,483  |                         | 3,484                        |
| Other financial assets                           |   | 1  |   | 1,452  |                         | 1,453                        |
| Non-current assets held for sale                 |   |  |   | 21   |                         | 21                           |
|  |   | 8,890  | 2,154   | 3,247  |                         | 14,291                       |
| <b>Total assets</b>                              | 5,498   | 48,873   | 16,740  | 17,936                                       | (41,535)                | 47,512                       |
| <b>Liabilities</b>                               |   |  |   |  |                         |                              |
| <b>Current liabilities</b>                       |   |  |   |  |                         |                              |
| Financial liabilities                            | 1,526   | 2,087  | 3   | 2,224  |                         | 5,840                        |
| Amounts due to group companies                   | 573   | 25,638   | 14  | (26,225)                                     |                         |                              |
| Trade payables and other current liabilities     | 42  | 170  | 11  | 10,748                                       |                         | 10,971                       |
| Current tax liabilities                          |   | 187  |   | 538  |                         | 725                          |
| Provisions                                       |   | 13   |   | 380  |                         | 393                          |
| Liabilities associated with assets held for sale |   |  |   |  |                         |                              |

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|   |       |         |        |          |          |         |
|---|-------|---------|--------|----------|----------|---------|
|   | 2,141 | 28,095  | 28     | (12,335) |          | 17,929  |
| <b>Non-current liabilities</b>                      |       |         |        |          |          |         |
| Financial liabilities                               | 3,068 | 3,207   |        | 1,603    |          | 7,878   |
| Amounts due to group companies                      |       | 3,091   | 5,498  | (3,091)  | (5,498)  |         |
| Pensions and post-retirement healthcare liabilities |       |         |        |          |          |         |
| Funded schemes in deficit                           |       |         | 187    | 2,108    |          | 2,295   |
| Unfunded schemes                                    |       | 96      | 608    | 1,207    |          | 1,911   |
| Provisions  |       | 33      | 1      | 874      |          | 908     |
| Deferred tax liabilities                            |       | 53      |        | 1,072    |          | 1,125   |
| Other non-current liabilities                       |       | 5       | 138    | 402      |          | 545     |
|   | 3,068 | 6,485   | 6,432  | 4,175    | (5,498)  | 14,662  |
| <b>Total liabilities</b>                            | 5,209 | 34,580  | 6,460  | (8,160)  | (5,498)  | 32,591  |
| <b>Equity</b>                                       |       |         |        |          |          |         |
| <b>Shareholders equity</b>                          |       |         |        |          |          |         |
| Called up share capital                             |       | 484     |        |          |          | 484     |
| Share premium account                               |       | 137     | 942    | (942)    |          | 137     |
| Other reserves                                      | 14    | (6,004) | (791)  | (1,428)  | 2,205    | (6,004) |
| Retained profit                                     | 275   | 19,676  | 10,129 | 27,838   | (38,242) | 19,676  |
|   | 289   | 14,293  | 10,280 | 25,468   | (36,037) | 14,293  |
| Non-controlling interests                           |       |         |        | 628      |          | 628     |
| <b>Total equity</b>                                 | 289   | 14,293  | 10,280 | 26,096   | (36,037) | 14,921  |
| <b>Total liabilities and equity</b>                 | 5,498 | 48,873  | 16,740 | 17,936   | (41,535) | 47,512  |

(a) The term "Unilever parent entities" includes Unilever N.V. and Unilever PLC. Though Unilever N.V. and Unilever PLC are separate legal entities, with different shareholder constituencies and separate stock exchange listings, they operate as nearly as practicable as a single economic entity. Debt securities issued by entities in the Unilever Group are fully and unconditionally guaranteed by both Unilever N.V. and Unilever PLC.



**Table of Contents****Item 18. Financial Statements** continued

|   | million<br>Unilever<br>Capital<br>Corporation<br>subsidiary<br>issuer | million<br>Unilever <sup>(a)</sup><br>parent<br>entities | million<br>Unilever<br>United<br>States Inc.<br>subsidiary<br>guarantor | million<br>Non-<br>guarantor<br>subsidiaries | million<br>Eliminations | million<br>Unilever<br>Group |
|---|---|--|---|--|-------------------------|------------------------------|
| <b>Cash flow statement</b>                                    |   |  |   |  |                         |                              |
| for the year ended 31 December 2012                           |   |  |   |  |                         |                              |
| Cash flow from operating activities                           |   | 478  | 3   | 8,035  |                         |                              |
| Income tax  |   | (89)   | (135)   | (1,456)                                      |                         |                              |
| <b>Cash flow from operating activities</b>                    |   | <b>389</b>   | <b>(132)</b>  | <b>6,579</b>                                 |                         |                              |
| Interest received   |   |  |   | 146  |                         |                              |
| Capital expenditure   |   | (1,176)  |   | (967)  |                         |                              |
| Acquisitions and disposals                                    |   |  |   | 113  |                         |                              |
| Investing activities  | (1,181)   | 5,838  | (98)  | (4,575)                                      | 1,145                   |                              |
| <b>Cash flow from/(used in) investing activities</b>          | <b>(1,181)</b>  | <b>4,662</b>   | <b>(98)</b>   | <b>(5,283)</b>                               | <b>1,145</b>            |                              |
| Dividends paid on ordinary share capital                      |   | (1,368)  | (917)   | (414)  |                         |                              |
| Dividends and preference dividends paid                       | (147)   | (177)  |   | (182)  |                         |                              |
| Interest in borrowing and finance leases                      | (93)  | (1,866)  |   | (1,050)                                      |                         |                              |
| Movement in treasury stocks                                   |   | 187  | (64)  | (75)   |                         |                              |
| Financing activities  | 1,421   | (1,814)  | 1,210   | (128)  | (1,145)                 |                              |
| <b>Cash flow from/(used in) financing activities</b>          | <b>1,181</b>  | <b>(5,038)</b>   | <b>229</b>  | <b>(1,849)</b>                               | <b>(1,145)</b>          |                              |
| Increase/(decrease) in cash and cash equivalents              |   | 13   | (1)   | (553)  |                         |                              |
| <b>Cash and cash equivalents at the beginning of the year</b> |   | <b>1</b>   | <b>(2)</b>  | <b>2,979</b>                                 |                         |                              |
| Effect of foreign exchange rate changes                       |   | (11)   |   | (209)  |                         |                              |
| <b>Cash and cash equivalents at the end of the year</b>       |   | <b>3</b>   | <b>(3)</b>  | <b>2,217</b>                                 |                         |                              |

|                                     | million<br>Unilever<br>Capital<br>Corporation<br>subsidiary<br>issuer | million<br>Unilever <sup>(a)</sup><br>parent<br>entities | million<br>Unilever<br>United<br>States Inc.<br>subsidiary<br>guarantor | million<br>Non-<br>guarantor<br>subsidiaries | million<br>Eliminations | million<br>Unilever<br>Group |
|-------------------------------------|---|--|---|--|-------------------------|------------------------------|
| <b>Cash flow statement</b>          |   |  |   |  |                         |                              |
| for the year ended 31 December 2011 |   |  |   |  |                         |                              |
| Cash flow from operating activities | (1)   | 61   | (56)  | 6,635  | –                       | 6,639                        |

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|   |         |         |         |         |         |
|---|---------|---------|---------|---------|---------|
| Income tax  | (71)    | (84)    | (1,032) |         | (1,187) |
| <b>Net cash flow from operating activities</b>                | (1)     | (10)    | (140)   | 5,603   | 5,452   |
| Interest received   | 128     | 56      | 108     | (77)    | 93      |
| Net capital expenditure                                       |         | (27)    |         | (1,947) | (1,974) |
| Acquisitions and disposals                                    |         | (37)    |         | (1,683) | (1,720) |
| Other investing activities                                    | (2,362) | (1,134) | (927)   | 726     | (866)   |
| <b>Net cash flow from/(used in) investing activities</b>      | (2,234) | (1,142) | (819)   | (2,981) | (4,467) |
| Dividends paid on ordinary share capital                      |         | 137     |         | (2,622) | (2,485) |
| Interest and preference dividends paid                        | (112)   | (217)   | (119)   | (170)   | (496)   |
| Change in borrowing and finance leases                        | 2,345   | 648     | 281     | 764     | 3,757   |
| Other movement in treasury stocks                             |         | 151     | (37)    | (84)    | 30      |
| Other finance activities                                      |         | 475     | 836     | 844     | (395)   |
| <b>Net cash flow from/(used in) financing activities</b>      | 2,233   | 1,194   | 961     | (1,268) | 411     |
| Net increase/(decrease) in cash and cash equivalents          | (2)     | 42      | 2       | 1,354   | 1,396   |
| <b>Cash and cash equivalents at the beginning of the year</b> | –       | –       | (3)     | 1,969   | 1,966   |
| Effect of foreign exchange rate changes                       | 2       | (41)    | (2)     | (343)   | (384)   |
| <b>Cash and cash equivalents at the end of the year</b>       |         | 1       | (3)     | 2,980   | 2,978   |

<sup>(a)</sup> The term "Unilever parent entities" includes Unilever N.V. and Unilever PLC. Though Unilever N.V. and Unilever PLC are separate legal entities, with different shareholder constituencies and separate stock exchange listings, they operate as nearly as practicable as a single economic entity. Debt securities issued by entities in the Unilever Group are fully and unconditionally guaranteed by both Unilever N.V. and Unilever PLC.

**Table of Contents****Item 18. Financial Statements** continued

|   | million<br>Unilever<br>Capital<br>Corporation<br>subsidiary | million<br>Unilever <sup>(a)</sup><br>parent<br>entities<br>issuer | million<br>Unilever<br>United<br>States Inc.<br>subsidiary<br>guarantor | million<br>Non-<br>guarantor<br>subsidiaries | million<br>Eliminations | million<br>Unilever<br>Group |
|---|---|--|---|--|-------------------------|------------------------------|
| <b>Cash flow statement</b>                                    |   |  |   |  |                         |                              |
| <b>for the year ended 31 December 2010</b>                    |   |  |   |  |                         |                              |
| Cash flow from operating activities                           |   | 447  | (81)  | 6,452  |                         | 6,818                        |
| Income tax  |   | (82)   | (148)   | (1,098)                                      |                         | (1,328)                      |
| <b>Net cash flow from operating activities</b>                |   | 365  | (229)   | 5,354  |                         | 5,490                        |
| Interest received   | 184   | 82   |   | (385)  | 189                     | 70                           |
| Net capital expenditure                                       |   | (10)   |   | (1,691)                                      |                         | (1,701)                      |
| Acquisitions and disposals                                    |   | (54)   |   | (307)  |                         | (361)                        |
| Other investing activities                                    | 1,073   | (9)  | 2,564   | (1,059)                                      | (1,741)                 | 828                          |
| <b>Net cash flow from/(used in) investing activities</b>      | 1,257   | 9  | 2,564   | (3,442)                                      | (1,552)                 | (1,164)                      |
| Dividends paid on ordinary share capital                      |   | (55)   | (2,276)   | 8  |                         | (2,323)                      |
| Interest and preference dividends paid                        | (198)   | (104)  | (10)  | 7  | (189)                   | (494)                        |
| Change in borrowing and finance leases                        | (1,062)   | (147)  | (52)  | (1,853)                                      | 1,741                   | (1,373)                      |
| Other movement in treasury stocks                             |   | (130)  |   | 6  |                         | (124)                        |
| Other finance activities                                      |   |  |   | (295)  |                         | (295)                        |
| <b>Net cash flow from/(used in) financing activities</b>      | (1,260)   | (436)  | (2,338)   | (2,127)                                      | 1,552                   | (4,609)                      |
| Net increase/(decrease) in cash and cash equivalents          | (3)   | (62)   | (3)   | (215)  |                         | (283)                        |
| <b>Cash and cash equivalents at the beginning of the year</b> |   | 14   | (3)   | 2,386  |                         | 2,397                        |
| Effect of foreign exchange rate changes                       | 3   | 48   | 3   | (202)  |                         | (148)                        |
| <b>Cash and cash equivalents at the end of the year</b>       |   |  | (3)   | 1,969  |                         | 1,966                        |

<sup>(a)</sup> The term "Unilever parent entities" includes Unilever N.V. and Unilever PLC. Though Unilever N.V. and Unilever PLC are separate legal entities, with different shareholder constituencies and separate stock exchange listings, they operate as nearly as practicable as a single economic entity. Debt securities issued by entities in the Unilever Group are fully and unconditionally guaranteed by both Unilever N.V. and Unilever PLC.

Please refer to the exhibit list located immediately following the signature page for this Form 20-F as filed with the SEC.

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**Form 20-F**

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**Unilever** Annual Report on Form 20-F 2012

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**Unilever** Annual Report on Form 20-F 2012

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For further information on our social, economic and environmental performance, please visit our website

Registered in England and Wales  
Company Number: 41424

**[WWW.UNILEVER.COM](http://WWW.UNILEVER.COM)**

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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorised the undersigned to sign this Annual Report on its behalf.

Unilever N.V.  
(Registrant)

/s/ T. E. Lovell  
T. E. LOVELL,

Group Secretary  
Date: 8 March, 2013

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**UNILEVER NV 20-F EXHIBIT LIST**

| Exhibit Number | Description of Exhibit   |
|----------------|--|
| 1.1            | <u>Articles of Association of Unilever N.V.</u>  |
| 2.1            | Indenture dated as of August 1, 2000, among Unilever Capital Corporation, Unilever N.V., Unilever PLC, Unilever United States, Inc. and The Bank of New York, as Trustee, relating to Guaranteed Debt Securities 1           |
| 2.2            | Trust Deed dated as of July 22, 1994, among Unilever N.V., Unilever PLC, Unilever Capital Corporation, Unilever United States, Inc. and The Law Debenture Trust Corporation p.l.c., relating to Guaranteed Debt Securities 2 |
| 4.1            | Equalisation Agreement between Unilever N.V. and Unilever PLC 3  |
| 4.2            | Service Contracts of the Executive Directors of Unilever NV 4  |
| 4.3            | <u>Letters regarding compensation of Executive Directors of Unilever N.V.</u>  |
| 4.4            | Unilever North America 2002 Omnibus Equity Compensation Plan 5   |
| 4.5            | The Unilever NV International 1997 Executive Share Option Scheme 6   |
| 4.6            | The Unilever Long Term Incentive Plan 7  |
| 4.7            | Global Share Incentive Plan 2007 8   |
| 4.8            | The Management Co-Investment Plan 9  |
| 8.1            | List of Subsidiaries 10  |
| 12.1           | <u>Certifications of the Chief Executive Officer and Financial Director/Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>  |
| 13.1           | <u>Certifications of the Chief Executive Officer and Financial Director/Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>  |
| 15.1           | <u>Annual Report and Accounts sections incorporated by reference</u>   |
| 15.2           | <u>Consent of PricewaterhouseCoopers Accountants N.V. and PricewaterhouseCoopers LLP</u>   |

Certain instruments which define rights of holders of long-term debt of the Company and its subsidiaries are not being filed because the total amount of securities authorized under each such instrument does not exceed 10% of the total consolidated assets of the Company and its subsidiaries. The Company and its subsidiaries hereby agree to furnish a copy of each such instrument to the Securities and Exchange Commission upon request.

1 Incorporated by reference to Exhibit 2.2 of Form 20-F filed with the SEC on March 28,2002

2 Incorporated by reference to Exhibit 99.1 of Form S-8 filed with the SEC on February 27, 2003.

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- 3 Incorporated by reference to Exhibit 4.1 of Form 20-F filed with the SEC on March 5, 2010.
- 4 Incorporated by reference to Exhibit 4.8 of Form 20-F filed with the SEC on March 4, 2010
- 5 Incorporated by reference to Exhibit 99.1 of Form S-8 filed with the SEC on February 27, 2003.
- 6 Incorporated by reference to Exhibit 4.5 of Form 20-F filed with the SEC on March 28, 2002.
- 7 Incorporated by reference to Exhibit 4.6 of Form 20-F filed with the SEC on March 28, 2002.
- 8 Incorporated by reference to Exhibit 4.7 of Form 20-F filed with the SEC on March 26, 2008.
- 9 Incorporated by reference to Exhibit 4.8 of Form 20-F filed with the SEC on March 4, 2010.
- 10 The required information is set forth on pages 130 and 131 of the 2012 Annual Report and Accounts.