

**U.A.C. HOLDINGS LIMITED**  
**REPORT AND ACCOUNTS 2004**

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Registered Number: 312976

**U.A.C. Holdings Limited****Director's Report for the Year ended 31 December 2004**

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

Mr G B St L Anderson

Mrs B S Macaulay

Mr R M Tomlinson

Mr R M Tomlinson resigned as a director on 18 February 2005 and Ms A M Dillon was appointed as a director on the same day.

**Review of Activities**

There was no significant change in the principal activities of the Company which is to act as a holding company. All its out of the pocket expenses, including the remuneration of the auditors, were borne by the parent company or a fellow subsidiary.

The Directors consider that in the conditions prevailing during the year, the development of the Company's business and its financial position at the end of the year were satisfactory. The Directors do not expect any development in the Company's business in the coming year which is significantly different from its present activities.

**Results and Dividend**

The profit for the year is £ 485,000 (2003 – loss £ 1,743,000).

No dividend is recommended (2003 – £ nil).

**Directors' Interests**

According to the Register of Directors' Interests, the notifiable interests of the Directors in office at 31 December 2004, in the share capital of the Company's ultimate holding company, Unilever PLC, were as follows:

	<u>Unilever PLC</u>	<u>At 1.1.2004</u> (1.4p shares)	<u>At 31.12.2004</u> (1.4p shares)
Mr G B St L Anderson	Ordinary shares	6,947	6,947
Mrs B S Macaulay	Ordinary shares	73	377
Mr R M Tomlinson	Ordinary shares	34,569	35,864

**U.AC. Holdings Limited****Directors' Interests (continued)**

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

		<u>At 1.1.2004</u>	<u>Granted</u>	<u>Exercised</u>	<u>At 31.12.2004</u>
Mr G B St L Anderson	(b)	3,479	Nil	Nil	3,479
Mrs B S Macaulay	(b)	3,326	Nil	Nil	3,326
Mr R M Tomlinson	(a)	101,953	7,975	Nil	109,928
	(b)	3,479	Nil	Nil	3,479

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

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

	<u>At 1.1.2004</u>	<u>At 31.12.2004</u>
The Directors	47,080,138	48,888,961

**Auditors**

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

BY ORDER OF THE BOARD

  
G B St L Anderson  
Secretary

Date: 30 September 2005

**U.A.C. Holdings Limited****Statement of Directors' Responsibilities for preparing the Accounts**

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

The Directors confirm that suitable accounting policies have been used and applied consistently and reasonable and prudent judgements and estimates have been made in the preparation of the accounts for the year ended 31 December 2004. The Directors also confirm that applicable accounting standards have been followed and that the accounts have been prepared on the going concern basis.

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

**U.A.C. Holdings Limited****Independent Auditors' Report to the Members of U.A.C. Holdings Limited**

We have audited the financial statements for the year ended 31 December 2004 on pages 6 to 12 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

**Respective responsibilities of directors and auditors**

The Directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the Statement of Directors' Responsibilities on page 3.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or in to whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and transactions is not disclosed.

We read the other information contained in the accounts and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises the Directors' Report and the Statement of the Directors' Responsibilities.

**Basis of audit opinion**

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

**U.A.C. Holdings Limited****Opinion**

In our opinion the financial statements give a true and fair view of the state of the Company's affairs at 31 December 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
London

*30 September* 2005

**U.A.C. Holdings Limited****Profit and Loss Account – Year ended 31 December 2004**

	Notes	2004 £000	2003 £000
Loss on disposal of investments - Societe Ivoirienne pour la Trituration Des Graines Oleagineuses et le Raffinage d'Huiles Vegetales S.A.		-	(1,743)
Loss on ordinary activities before taxation	(1)	-	(1,743)
Taxation on loss on ordinary activities	(2)	485	-
Profit/(Loss) of the year retained		485	(1,743)
Profit retained 1 January		24,714	26,457
Profit retained 31 December		25,199	24,714

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


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

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

**U.A.C. Holdings Limited****Balance Sheet – 31 December 2004**

	<b>Notes</b>	<b>2004</b> £000	<b>2003</b> £000
<b>Fixed assets</b>			
Investments	(4)	-	-
<b>Current assets</b>			
Indebtedness with parent company's central services subsidiary due after more than one year		25,799	25,314
<b>Net Assets</b>		<u>25,799</u>	<u>25,314</u>
<b>Capital and reserves</b>			
Called up share capital	(5)	600	600
Profit and loss account		25,199	24,714
<b>Equity Shareholders' funds</b>	(6)	<u>25,799</u>	<u>25,314</u>

The financial statements on pages 6 to 12 were approved by the Board of Directors on 30/09/2005 and were signed on behalf by:

  
G B St L Anderson  
Director



**Registered Number: 312976****U.A.C. Holdings Limited****Principal Accounting Policies**

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 1985 and the applicable accounting standards in the United Kingdom.

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

The financial statements contain information about U.A.C. Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under S228 of the Companies Act 1985 from the requirements to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent company, Unilever PLC, a company incorporated in England and Wales.

**Foreign Currencies:** Assets and liabilities denominated in foreign currencies have been translated into sterling at the rates of exchange current at the year end, and profits/losses are taken through the Profit and Loss Account of the year.

**Dividends:** Dividends due from participating interests and other fixed asset investments are credited to the profit and loss account when declared. In cases where dividend remittances from participating interests are not expected with reasonable certainty within one year, dividends are accounted for on a cash received basis.

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

**U.A.C. Holdings Limited****Notes to the Accounts – 31 December 2004****(1) Profit on ordinary activities before taxation**

The auditors' remuneration is borne by the parent company's central services subsidiary.

**(2) Taxation on Profit on Ordinary Activities**

The credit for taxation is made up as follows:

	2004 £000	2003 £000
On the profit of the year		
Current tax:		
UK corporation tax	485	-
Less: Double Taxation Relief	-	-
Total taxation credit	<u>485</u>	<u>-</u>

The current tax for the year is higher (2003 – higher) than the standard rate of corporation tax in the UK (30%). The differences are explained below:

	2004 £000	2003 £000
Profit/(Loss) on ordinary activities before tax	-	(1,743)
Profit on ordinary activities multiplied by standard rate of corporation tax in UK of 30% (2003 – 30%)	-	523
Effects of:		
Loss on disposal of subsidiary	-	(523)
Adjustments to tax in respect of prior periods	<u>485</u>	<u>-</u>
Current tax credit	<u>485</u>	<u>-</u>

**(3) Director's Emoluments**

The Directors are employed as managers by Unilever UK Central Resources Limited and they are remunerated by that company in respect of their services to the group as a whole.

**U.A.C. Holdings Limited****(4) Fixed Assets - Investments**

	<b>Shares in Group Undertakings £000</b>	<b>Shares in Associated companies £000</b>	<b>Total £000</b>
<b>Cost</b>			
1 January 2004 and 31 December 2004	20	7	27
<b>Provisions</b>			
1 January 2004 and 31 December 2004	(20)	(7)	(27)
<b>Net Book Value</b>			
1 January 2004 and 31 December 2004	-	-	-

There are no investments in listed shares.

**Investment in Group Undertakings**

The investment is in subsidiary undertakings of the Company. Their names together with their country of incorporation/registration are listed below. A description of the shares and the proportion held are also shown below:

<b>Name of Company and Country of Incorporation/ Registration</b>	<b>Description of Shares Held</b>	<b>Proportion of Nominal Value of Shares Held and of Voting Rights</b>	<b>Principal Activity</b>
<b>Direct</b>			
<u>England and Wales</u>			
African and Eastern (Spain) Ltd.	Ordinary	100%	Non-Active
<u>Tanzania</u>			
UAC of Tanzania Limited	Ordinary	100%	Dormant
Uniafric Trust (Tanzania) Ltd.	Ordinary	100%	Dormant
<u>Uganda</u>			
Uniafric Trust (Uganda) Ltd.	Ordinary	100%	Dormant
The United Africa Company of Uganda Ltd.	Ordinary	100%	Dormant

**U.A.C. Holdings Limited****(4) Fixed Assets – Investments (continued)**Zambia

UAC of Zambia Limited	Ordinary	100%	Dormant
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In the opinion of the Directors, the value of the investment in subsidiary undertakings, consisting of shares and amounts owing, is not less than the amount at which the investment is stated in the balance sheet.

**Associated Companies and Other Investments**

Included in investments are the following investments which amount to 20% or more of the nominal value of the allotted shares of the companies concerned or where significant influence is exercised over the investment:

Name of Company and Country of Incorporation/ Registration	Description of Shares Held	Proportion of Nominal Value of Shares Held
		Direct

Bahrain

ASPD W.L.L.	Ordinary	49%
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**(5) Called Up Share Capital**

	2004 £000	2003 £000
<b>Authorised</b>		
600,000 ordinary shares of £1 each	600	600
<b>Alloted, called up and fully paid</b>		
600,000 ordinary shares of £1 each	600	600

**(6) Reconciliation of Movements in Shareholders' Funds**

	2004 £000	2003 £000
Profit/(loss) for the financial year	485	(1,743)
Opening shareholders' funds	25,314	27,057
Closing shareholders' funds	25,799	25,314

**U.A.C. Holdings Limited****(7) Related Party Transactions**

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