

Registered number: 8002732

ALBERTO-CULVER UK HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

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COMPANY INFORMATION

DIRECTORS	Ms A J K Elphick Mr R C Hazell Mrs A L King Mr J Thurston (resigned on 8 April 2016)
COMPANY SECRETARIES	Mr J O Earley Mr R C Hazell Mr J Thurston (resigned on 23 February 2016) Ms S Magol (appointed 23 March 2016)
REGISTERED NUMBER	8002732
REGISTERED OFFICE	Unilever House 100 Victoria Embankment London EC4Y 0DY United Kingdom
INDEPENDENT AUDITOR	KPMG LLP Statutory Auditor Chartered Accountants 15 Canada Square London E14 5GL United Kingdom

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**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2016**

The Directors present their report and the financial statements for the year ended 31 December 2016.

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

PRINCIPAL ACTIVITY

The principal activity of the Company is to act as a holding company. All expenses, including the remuneration of the auditor, were borne by the ultimate parent undertaking or a fellow subsidiary.

RESULTS AND DIVIDENDS

The result for the year, after taxation, amounted to £NIL (2015 result £NIL).

No dividend was paid during the year (2015: £NIL).

ALBERTO-CULVER UK HOLDINGS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2016**

DIRECTORS

The Directors who held office during the year were:

Ms A J K Elphick
Mr R C Hazell
Mrs A L King
Mr J Thurston (resigned on 8 April 2016)

POLITICAL AND CHARITABLE DONATIONS

The Company made no donations or incurred any political and charitable expenditure during the year (2015: *ENIL*).

FUTURE DEVELOPMENTS

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.

PRINCIPAL RISKS AND UNCERTAINTIES

The management of the business and the execution of the Company's strategy are subject to a number of risks. The key business risks and uncertainties affecting the Company are considered to relate to the deterioration of the underlying businesses that support the investments held. Additional risks that this Company and the Unilever Group are subject to, and how they are managed, in the context of the Unilever Group as a whole is provided in the Unilever Group published annual report for the year ended 31 December 2016.

FINANCIAL KEY PERFORMANCE INDICATORS

Given the straightforward nature of the business, the Company's Directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

DISCLOSURE OF INFORMATION TO AUDITOR

The Directors who held office at the date of approval of this Directors' Report confirm that:

- so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each Director has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2016**

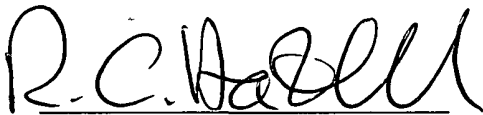
STRATEGIC REPORT

The Company has taken advantage of disclosure exemptions available to small companies under Section 414B of the Companies Act 2006, and has not prepared a strategic report.

AUDITOR

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

This report was approved by the Board on 4 July 2017 and signed on its behalf by



Mr R C Hazell
Director

Registered Office: Unilever House, 100 Victoria Embankment, London, EC4Y 0DY, United Kingdom

Company registration number: 8002732

ALBERTO-CULVER UK HOLDINGS LIMITED

**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF ALBERTO-CULVER UK HOLDINGS LIMITED**

We have audited the financial statements of Alberto-Culver UK Holdings Limited for the year ended 31 December 2016, set out on pages 6 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As explained more fully in the Directors' Responsibilities Statement, set out on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its results for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report for the financial year is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Directors' report:

- we have not identified material misstatements in that report; and

**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF ALBERTO-CULVER UK HOLDINGS LIMITED**

in our opinion, that report has been prepared in accordance with the Companies Act 2006.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

Sarah Rolls
Sarah Rolls (Senior Statutory Auditor)

for and on behalf of
KPMG LLP Statutory Auditor

Chartered Accountants

15 Canada Square
London
E14 5GL
United Kingdom

Date: 4 July 2017

**PROFIT & LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2016**

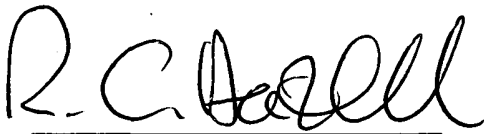
	2016 £000	2015 £000
Operating profit/(loss)	-	-
Interest payable and similar charges	-	-
Result on ordinary activities before taxation	-	-
Taxation on result on ordinary activities	-	-
Profit/(loss) and total comprehensive income for the financial year	-	-

There were no recognised gains or losses for 2016 other than those included in the profit and loss account.

BALANCE SHEET
AS AT 31 DECEMBER 2016

	Note	2016 £000	2015 £000
Fixed assets			
Investments	7	129,455	129,455
		<u>129,455</u>	<u>129,455</u>
Current liabilities			
Creditors: Amounts falling due within one year	8	(10)	(10)
		<u>(10)</u>	<u>(10)</u>
Net current assets/(liabilities)			
		<u>(10)</u>	<u>(10)</u>
Total assets less current liabilities		<u>129,445</u>	<u>129,445</u>
Net assets		<u>129,445</u>	<u>129,445</u>
Capital and reserves			
Called up share capital	9	311,445	311,445
Profit and loss account		(182,000)	(182,000)
		<u>(182,000)</u>	<u>(182,000)</u>
Shareholders' funds		<u>129,445</u>	<u>129,445</u>

The financial statements were approved by the Board of Directors on 4 July 2017 and were signed on its behalf by



Mr R C Hazell
Director

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2016**

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 January 2016	311,445	(182,000)	129,445
At 31 December 2016	311,445	(182,000)	129,445

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2015**

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 January 2015	311,445	(182,000)	129,445
At 31 December 2015	311,445	(182,000)	129,445

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

Alberto-Culver UK Holdings Limited (the "Company") is a private company incorporated, domiciled and registered in the UK. The registered number is 8002732 and the registered address is Unilever House, 100 Victoria Embankment, London, EC4Y 0DY, United Kingdom.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101"). The amendments of FRS 101 (2014/15 Cycle) issued in July 2015 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Accounting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has been set out below where advantages of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, Unilever NV, includes the Company in its consolidated financial statements. The consolidated financial statements of Unilever are prepared in accordance with International Financial Reporting Standards and provided in the published Unilever Annual Report, available at www.unilever.com.

In these financial statements, where applicable, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital, tangible fixed assets, intangible assets and investment properties;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the company.

As the consolidated financial statements of Unilever includes equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures where applicable:

- IFRS 2 Share Based Payments in respect of group settled share based payments;

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

1. ACCOUNTING POLICIES (continued)

- Certain disclosures required by IAS 36 Impairment of assets in respect of the impairment of goodwill and indefinite life intangible assets;
- Disclosures required by IFRS 5 Non-current Assets Held for Sale and Discontinued Operations in respect of the cash flows of discontinued operations;
- Certain disclosures required by IFRS 3 Business Combinations in respect of business combinations undertaken by the Company; and
- Certain disclosures required by IFRS 13 Fair value measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.2 CONSOLIDATION

The company is a wholly-owned subsidiary of Unilever NV. It is included in the consolidated financial statements of Unilever Group which are publicly available. Therefore, the company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

1.3 MEASUREMENT CONVENTION

The financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: none.

1.4 GOING CONCERN

When preparing financial statements, management makes an assessment of the Company's ability to continue as a going concern. The Company shall prepare financial statements on a going concern basis unless management either intends to liquidate the Company or to cease trading, or has no realistic alternative but to do so. When management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern, the Company shall disclose those uncertainties. When the Company does not prepare financial statements on a going concern basis, it shall disclose that fact, together with the basis on which it prepared the financial statements and the reason why the Company is not regarded as a going concern.

Alberto-Culver UK Holdings Limited has net current liabilities. These financial statements have been prepared on a going concern basis because Alberto-Culver International, Inc. has formally indicated that it will continue to provide financial and other support to the Company to enable it to trade and meet its liabilities as and when they become due, for at least the next twelve months.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

1. ACCOUNTING POLICIES (continued)**1.5 VALUATION OF INVESTMENTS**

Other investments are shares in other entities, for which the Company's influence is less than significant. This investment in equity securities held by the Company are classified as being available-for-sale and are stated at fair value, with any resultant gain or loss being recognised directly in equity (in the fair value reserve), except for impairment losses. When these investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss.

The carrying amounts of the Company's fixed assets investments are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.6 CREDITORS

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. If payment is expected in one year or less, they are classified as due within one year. If not, they are presented as due after more than one year.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

1.7 FOREIGN CURRENCY TRANSLATION*Functional and presentation currency*

The company's functional and presentational currency is GBP.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

1. ACCOUNTING POLICIES (continued)*Transactions and balances*

Transactions in foreign currencies are translated to the Company's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account (except for differences arising on the retranslation of qualifying cash flow hedges, which are recognised in other comprehensive income).

1.8 FINANCE COSTS

Net finance costs are comprised of finance costs and finance income, including net finance costs in relation to pensions and similar obligations.

1.9 INTEREST INCOME AND EXPENSE

Interest income and expense are recognised in the Profit and loss account using the effective interest method.

1.10 CURRENT AND DEFERRED TAXATION

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

1. ACCOUNTING POLICIES (continued)

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised or that the Company has

determined it is appropriate to recognise the deferred tax asset as it is recoverable due to the fact that the Company is part of a UK group for group relief purposes.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

2. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Impairment of fixed assets investments

The company makes an estimate of the recoverable value of the fixed assets investments. For description of management's approach see Note 1.5 Valuation of investments.

3. AUDITORS' REMUNERATION

The fees for KPMG LLP (and its associates, if applicable) in respect of the statutory audit for the current year are borne by a fellow Unilever Group company, Unilever U.K. Central Resources Limited.

	2016	2015
	£	£
Audit of these financial statements	3,220	2,280

The company has taken advantage of the exemption not to disclose amounts paid for non-audit services as these are disclosed in the group accounts of the parent company.

4. EMPLOYEE INFORMATION

No employees were employed by the Company during 2016 (2015: no employees) and no employee costs were incurred by the Company (2015: £NIL).

5. DIRECTORS' REMUNERATION

No remuneration (2015: £NIL) was paid by the Company to the Directors, including the Chairman. All Directors are employed by Unilever U.K. Central Resources Limited or Unilever PLC and are remunerated by those companies in respect of their services to the Unilever Group as a whole. None of these costs are charged to the Company.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

6. TAXATION

The taxation (charge)/credit is made up as follows:

Recognised in the profit and loss account	2016 £000	2015 £000
Total current tax	-	-
Tax (charge)/credit on profit/(loss) on ordinary activities	-	-

The current U.K. corporate tax rate that has been used for the period is a rate of 20% (2015: 20.25%). This is on the basis that the rate changed from 21% to 20% as of 1 April 2015.

A further reduction to the main rate was substantively enacted in October 2015 to reduce the rate to 19% from 1 April 2017. An additional reduction to 17% effective from 1 April 2020 was substantively enacted on 6 September 2016, before the balance sheet date, and therefore has been included in these financial statements.

The current tax assessed for the year is equal to (2015: equal) the standard rate of corporation taxation in the UK (20%) (2015: 20.25%). There are no differences as explained below:

Reconciliation of tax expense	2016 £000	2015 £000
Profit/(loss) for the year	-	-
Total tax expense	-	-
Tax using the UK corporation tax rate of 20% (2015: 20.25%)	-	-
Total tax expense	-	-

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

7. INVESTMENTS

	Other investments £000
Cost	
At 1 January 2016	311,455
At 31 December 2016	<u>311,455</u>
Impairment	
At 1 January 2016	(182,000)
At 31 December 2016	<u>(182,000)</u>
Net book value	
At 31 December 2016	<u>129,455</u>
At 31 December 2015	<u>129,455</u>

Other investments*

The following were other investments of the Company:

Name	Address of the registered office	Class of shares held	Proportion of nominal value of shares held		Principal activity
			Direct %	Indirect%	
Unilever UK Group Ltd	Unilever House, 100 Victoria Embankment, London, England, EC4Y 0DY, United Kingdom		As per breakdown below		
		Shares Held	% of Class Direct	Voting %	Capital %
Ordinary A Shares	£1 Ord. shares	226,800,000	90	13.5	7.38
Ordinary B Shares	£1 Ord. shares	84,645,000	3	2.55	2.75
Ordinary C Shares	£1 Ord. shares	10,133	10.13	-	-

* Other investments are investments in holding companies that do not have a quoted price in an active market and whose fair value cannot be reliably measured and are therefore measured at cost.

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

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

8. CREDITORS

	2016 £000	2015 £000
Amounts falling due within one year		
Amounts owed to Group undertakings	(10)	(10)
Total	(10)	(10)

Amounts owed to Group undertakings include balances from Unilever U.K. Central Resources Limited which are interest bearing, unsecured and payable on demand.

9. CALLED UP SHARE CAPITAL

	2016 £000	2015 £000
Allotted, called up and fully paid		
311,445,100 (2015: 311,445,100) Ordinary shares of £1 each	311,445	311,445

10. CONTROLLING PARTY

The ultimate parent company and controlling party is Unilever NV and the immediate holding company is Alberto-Culver UK Products Limited. These companies are incorporated in the Netherlands and in the United Kingdom respectively. The Company has not disclosed transactions with fellow, wholly owned subsidiaries in accordance with the exemption under the terms of International Accounting Standard (IAS) 24 "Related party disclosures" as the ultimate parent company produces publicly available consolidated financial statements. Copies of Unilever Group financial statements can be publicly obtained from Unilever PLC, Investor Relations Department, 100 Victoria Embankment, London EC4Y 0DY and www.unilever.com.

11. PARENT COMPANY SUPPORT

Alberto-Culver International, Inc. has indicated its willingness to continue to provide support to allow the Company to continue at its current level of operations for the foreseeable future.