

Registered Number 232550

**UNILEVER INTERNATIONAL
MARKET DEVELOPMENT COMPANY LIMITED**

REPORT AND ACCOUNTS 2002

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Unilever International Market Development Company Limited

Directors' Report for the Year ended 31 December 2002

Directors

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

Mrs C J Hampton-Coutts

Mr M J Samuel

Mr R M Tomlinson

Since the end of the period under review, Mr K M Goulborn and Mrs T E Dougal-Biggs were each appointed as a director of the company on 20 June 2003.

Directors' Interests

The Company did not carry on any business during 2002. However, the profit and loss account has been credited for a successful compensation claim in the Gulf. All its out of pocket expenses (including the remuneration of Auditors), being borne by the parent company or a fellow subsidiary. The Directors do not envisage any change in the Company's position in 2003.

Profits and Dividend

The profit for the year is £458,620 (2001 : £622,000) and no dividend has been declared (2001 : Nil).

Directors' Interests

According to the Register of Directors' Interests, the notifiable interest of the Directors in office at 31 December 2002, in the share capital of the Company's ultimate holding company, Unilever PLC, were as follows:-

	<u>Unilever PLC</u>	<u>At 1.1.2002</u> (1.4p shares)	<u>At 31.12.2002</u> (1.4p shares)
Mrs C J Hampton-Coutts	Ordinary shares	5,206	4,406
Mr M J Samuel	Ordinary shares	6,665	6,934
Mr R M Tomlinson	Ordinary shares	18,526	34,264

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

Unilever International Market and Development Company Limited

		<u>At 1.1.2002</u>	<u>Granted</u>	<u>Exercised</u>	<u>At 31.12.2002</u>
Mrs C J Hampton-Coutts	(a)	2,888	2,888	Nil	5,776
	(b)	3,970	Nil	Nil	3,970
Mr M J Samuel	(a)	27,500	8,250	Nil	35,750
	(b)	4,652	2,744	4,652	2,744
Mr R M Tomlinson	(a)	99,145	11,430	20,172	90,403
	(b)	4,242	1,097	1,860	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 Trusts for the purpose of satisfying share options granted to employees.

	<u>At 1.1.2002</u>	<u>At 31.12.2002</u>
The Directors	41,531,145	43,176,360

Auditors

Following the transfer of business of our auditors PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, PricewaterhouseCoopers resigned on 3 February 2003 and the directors appointed its successor, PricewaterhouseCoopers LLP, as 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

B S Macaulay

Date: 15/9/03

B S Macaulay
Secretary

Unilever International Market Development Company 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 2002. 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.

Unilever International Market Development Company Limited

Independent Auditors' Report to the Members of Unilever International Market Development Company Limited

We have audited the financial statements on pages 6 to 11 which have been prepared under the historical cost convention and the accounting policies set out on pages 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 opinion has been prepared for and only for the company's members 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 United Kingdom Companies Act. 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 Report and 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 only the directors' report.

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.

Unilever International Market Development Company Limited

Independent Auditors' Report to the Members of Unilever International Market Development Company Limited (continued)

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 December 2002 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors
London

Date: *15 September 2003*

Unilever International Market Development Company Limited

Profit and Loss Account - Year ended 31 December

	<u>Notes</u>	2002 £000	2001 £000
Administrative expenses – Discontinued operations		459	(172)
Operating profit/(loss) – Discontinued operations	(1)	<u>459</u>	<u>(172)</u>
Exceptional item			
Restructuring provision		-	(450)
Profit/(Loss) for the financial year	(7)	<u>459</u>	<u>(622)</u>
Accumulated losses 1 January		<u>(4,684)</u>	<u>(4,062)</u>
Accumulated losses 31 December		<u><u>(4,225)</u></u>	<u><u>(4,684)</u></u>

All operations are discontinued.

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

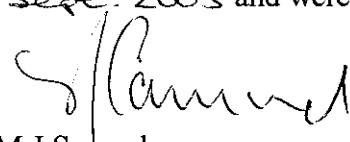
The (loss) for each financial year represents the total recognised (losses) of that year and therefore no separate statement of total recognised gains and losses has been presented.

Unilever International Market Development Company Limited

Balance Sheet - 31 December

	<u>Notes</u>	2002 £000	2001 £000
Current assets			
Debtors	(4)	459	519
Cash at bank and in hand		-	53
		<u>459</u>	<u>572</u>
Creditors: Amounts falling due within one year	(5)	-	(258)
		<u>459</u>	<u>314</u>
Total assets less current liabilities			
Creditors: Indebtedness with parent company's central services subsidiary		(4,434)	(3,736)
Provision for liabilities and charges	(6)	-	(1,012)
Net Liabilities		<u>(3,975)</u>	<u>(4,434)</u>
Capital and reserves			
Called up share capital	(7)	250	250
Profit and loss account		(4,225)	(4,684)
Equity Shareholders deficit	(8)	<u>(3,975)</u>	<u>(4,434)</u>

The financial statements on pages 6 to 11 were approved by the Board of Directors on 15th Sept. 2003 and were signed on its behalf by :


M J Samuel
Director

Registered Number : 252550

Unilever International Market Development Company Limited

Principal Accounting Policies

The Accounts are prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom.

The company is a wholly owned 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.

Deferred Taxation : Provision is made for deferred taxation on all timing differences in accordance with FRS19. There will be no material impact or prior year adjustments due to FRS19 as Unilever group policy has always been to provide fully for deferred tax in accordance with Dutch law.

Leases : Lease rental payments in respect of operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Tangible fixed assets held under finance leases (i.e. leases which transfer to the company substantially all the benefits and risks of ownership) are treated as if they had been purchased outright. The assets are included in fixed assets and the capital element of the leasing commitments is shown as obligations under finance leases. The lease rentals are treated as consisting of capital and interest elements. The capital element is applied to reduce the outstanding obligations and the interest element is charged against profits in proportion to the reducing capital element outstanding. Assets held under finance leases are depreciated over the shorter of the lease terms and the useful lives of the equivalent owned assets.

Foreign Currencies : Trading transactions denominated in foreign currencies are translated into sterling at the exchange rate ruling on the date of the transaction or at covered rates where appropriate. 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.

Employee Share Option Scheme : Unilever PLC grants options over its shares to eligible employees under an Employee Share Save Scheme. In order to meet this commitment shares are purchased with finance provided by Unilever PLC and are held by the Unilever Employee Share Trust, Unilever Employee Share Trust (Jersey) and Unilever Qualifying Employee Share Ownership Trust. In consideration of Unilever PLC granting options to its employees the company has agreed to contribute its share of the interest cost of holding the shares and of the difference between the purchase price of shares and the price at which the related options are exercised. The rights to receive dividends on shares held by the Trusts have been waived.

Unilever International Market Development Company Limited

Notes to the Accounts - 31 December 2002

(1) Operating Profit/(Loss)

The operating loss is arrived at after charging the following amounts:-

	2002 £000	2001 £000
Auditors' remuneration	-	4

In 2002, Auditors remuneration was paid by the parent company's central service subsidiary.

(2) Directors' 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.

(3) Taxation

The current tax for the period is lower (2001 higher) than the standard rate of corporation tax in the UK (30%). The differences are explained below:

	2002 £000	2001 £000
Profit on ordinary activities before tax	459	(622)
Profit on ordinary activities multiplied by standard rate of corporation tax in UK of 30% (2000 – 30%)	138	(187)
Effects of:		
Permanent differences	-	187
Losses	(138)	-
Current tax charge	-	-

Certain deferred tax assets totalling £240,000 in respect of post cessation corporation tax losses have not been recognised at 31 December 2002 as the likelihood of future economic benefit is not sufficiently assured. These assets would be recognised if utilisation of the losses becomes reasonably certain.

Unilever International Market Development Company Limited

Notes to the Accounts - 31 December 2002

(4) Debtors

	2002 £000	2001 £000
Amounts due within one year		
Amounts owed by group undertakings	-	433
Prepayments and accrued income	-	86
Other debtors	459	-
	<hr/>	<hr/>
Total debtors	459	519
	<hr/>	<hr/>

(5) Creditors

	2002 £000	2001 £000
Amounts due within one year		
Accruals and deferred income	-	258
	<hr/>	<hr/>
Total creditors due within one year	-	258
	<hr/>	<hr/>

(6) Provisions for Liabilities and Charges

	<u>Restructuring</u> £000
At 1 January	
Transfer to Group undertakings	1,012
	(1,012)
	<hr/>
At 31 December	-
	<hr/>

(7) Called Up Share Capital

	2002 £000	2001 £000
Allotted, called up and fully paid		
250,000 ordinary shares of £1 each	250	250
	<hr/>	<hr/>

(8) **Reconciliation of Movements in Shareholders' Deficit**

	2002 £000	2001 £000
Profit/(Loss) for the financial year	459	(622)
Opening shareholders deficit	(4,434)	(3,812)
Closing shareholders' deficit	(3,975)	(4,434)

(9) **Lease Commitments**

At 31 December 2001 the company had annual commitments under non cancellable operating leases expiring as follows:

	2002 £000	2001 £000
in respect of land and buildings, on leases expiring :-		
After 1 and within 5 years	-	610
	-	610

(10) **Related Party Transactions**

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