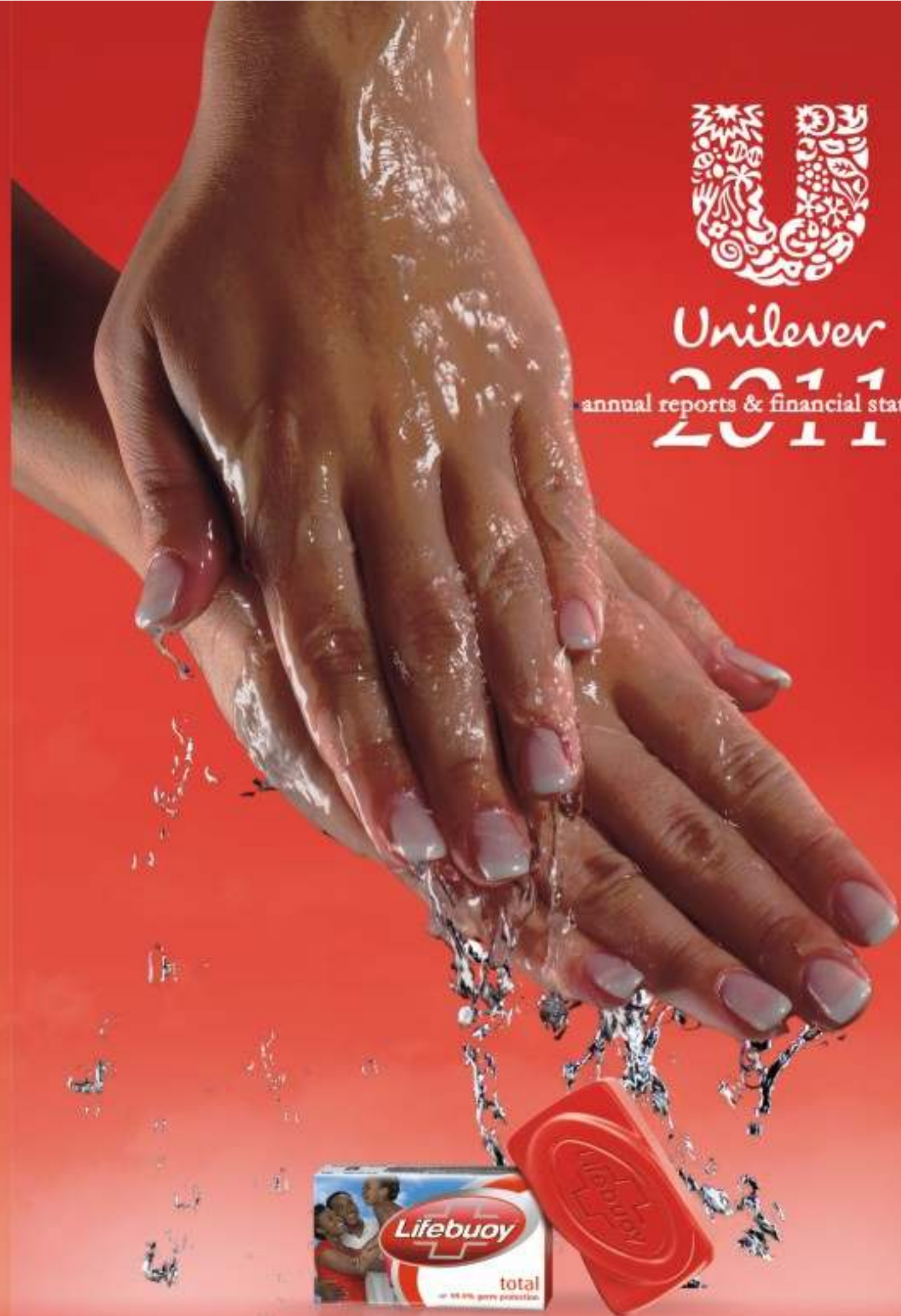




Unilever...creating a better future everyday

Designed by JTC for Unilever Nigeria Plc



Unilever

annual reports & financial statements
2011



Stop Germs... Prevent Sicknesses
Unilever Nigeria Plc RC 113

NEW & ADVANCED



TAKE THE PLEDGE

HELP DEFEAT DIARRHEA IN NIGERIA

In Nigeria today, diarrhea is one of the biggest threats to the life of the Nigerian child. Borne by Lifebuoy's social mission to save lives, the Unilever Brand partnered with the Federal Government to Kick Diarrhea out of Nigeria. On the Global Handwashing Day in October 2011, Lifebuoy put Nigeria on the Global map breaking the Guinness World Record as 37,809 children gathered to wash their hands at the same time and the same location. 6.9 million Nigerian also joined this cause. And for all the pledges received, Unilever donated N10million to the Lagos State Ministry of Health to help promote hygiene and health behaviour in over 400 schools in Lagos state.

For us, it's really only about creating value; making a difference and saving lives.



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Our Vision

We are a successful, growing, sustainable business

WE WORK TO CREATE A BETTER FUTURE EVERYDAY

We help people feel good, look good and get more out of life with brands and services that are good for them and good for others.

We will inspire people to take small everyday actions that can add up to a big difference for the world.

We will develop new ways of doing business that will allow us to double the size of our company while reducing our environmental impact.

Our Vitality Brands



Current Board of Directors & Officials



Directors

His Majesty N.A.Achebe CFR, MNI Obi of Onitsha	- Independent non-executive Chairman
Mr.Thabo Mabe (South African)	- Managing Director
Mallam Abba Kyari	- Independent non-executive Director
Mr Sudarshan Kasturi (Indian)	- Executive Director (Appointed with effect from 5 March 2011)
Mr.Ologbaraete Pinnick	- Executive Director (Appointed with effect from 1 May 2011)
Mr.Atedo Peterside CON	- Non-executive Director
Sen.Udoma Udo Udoma CON	- Non-executive Director

General Counsel & Company Secretary

Mrs.Abidemi Ademola

Registered Office

1 Billings Way
Oregun
Ikeja, Lagos
Tel: 2793000
Email: Consumercare.nigeria@unilever.com

Company Registration Number

RC 113

Independent Auditors

PricewaterhouseCoopers
Chartered Accountants
252E Muri Okunola Street
Victoria Island
Lagos.

Registrar and Transfer Office

Union Registrars Limited
2, Burma Road
Apapa, Lagos
Tel: 01-2793160 - 4

Year in Brief



	Dec-11 N'000	Dec-10 N'000
Turnover	54,724,749	46,807,860
Operating profit before tax and exceptional items	8,196,217	6,806,887
Profit before income tax	7,983,312	6,151,855
Taxation	(2,492,236)	(1,971,235)
Profit for the year after tax and exceptional items	5,491,076	4,180,620
Capital employed	9,664,678	8,335,227
Capital expenditure	4,203,296	3,035,917
Depreciation of property, plant and equipment	916,347	954,263
Cash and cash equivalents	2,942,372	1,946,906
Earnings per share (Naira)	1.45	1.11
Net assets per share (Naira)	2.55	2.20
NSE share price at 31 December	29.00	24.25
Ratio % Turnover		
Operating costs	85%	85%
Operating profit	15%	15%
Profit after tax and exceptional items	10%	9%

Notice Of Annual General Meeting



NOTICE IS HEREBY GIVEN that the Eighty-Seventh (87th) Annual General Meeting of Unilever Nigeria Plc will be held at the Grand Banquet Hall of the Civic Centre, Ozumba Mbadiwe Road, Victoria Island, Lagos on Thursday 10th May 2012 at 11 O' clock in the forenoon for the following purposes:

Ordinary business:

1. To receive the report of the directors, audited financial statements for the year ended 31 December 2011 and the reports of the Audit Committee and independent auditors thereon.
2. To declare a dividend.
3. i. To re-elect directors.
ii. To consider a Resolution to re-elect His Majesty NA Achebe CFR, MNI Obi of Onitsha retiring by rotation who is over 70 years of age, special notice having been given to the company pursuant to Section 256 of the Companies and Allied Matters Act
4. To authorise the Directors to fix the remuneration of the independent auditors.
5. To elect members of the Audit Committee.

Special business:

6. To fix the remuneration of directors.

Dated this 15th day of March 2012

By Order of the Board

Ademola

Mrs Abidemi Ademola
General Counsel & Company Secretary

Registered Office
1, Billings Way,
Oregun, Ikeja,
Lagos.

Proxy

A member of the company entitled to attend and vote is entitled to appoint a proxy instead of him/her. A proxy need not also be a member. A detachable Proxy Form is on page 75 and if it is to be valid for the purpose of the meeting, it must be completed and deposited at the office of the Registrar, 2 Burma Road, Apapa, not later than 48 hours before the time of the Meeting.

Dividend warrants and closure of register

The Board has recommended dividend payment which if approved, is payable less withholding tax. Dividend warrants will be payable on 11th May 2012.

NOTICE is therefore given that the Register of Members and Transfer books of the Company will be closed from Tuesday 10th April, 2011 to Friday 13th April, 2011 (both dates inclusive) to enable the preparation of payment of the dividend.

Nominations for the Audit Committee

The Audit Committee comprises of 3 shareholders and 3 directors. In accordance with Section 359 (5), any shareholder may nominate another shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the date of the Annual General Meeting.



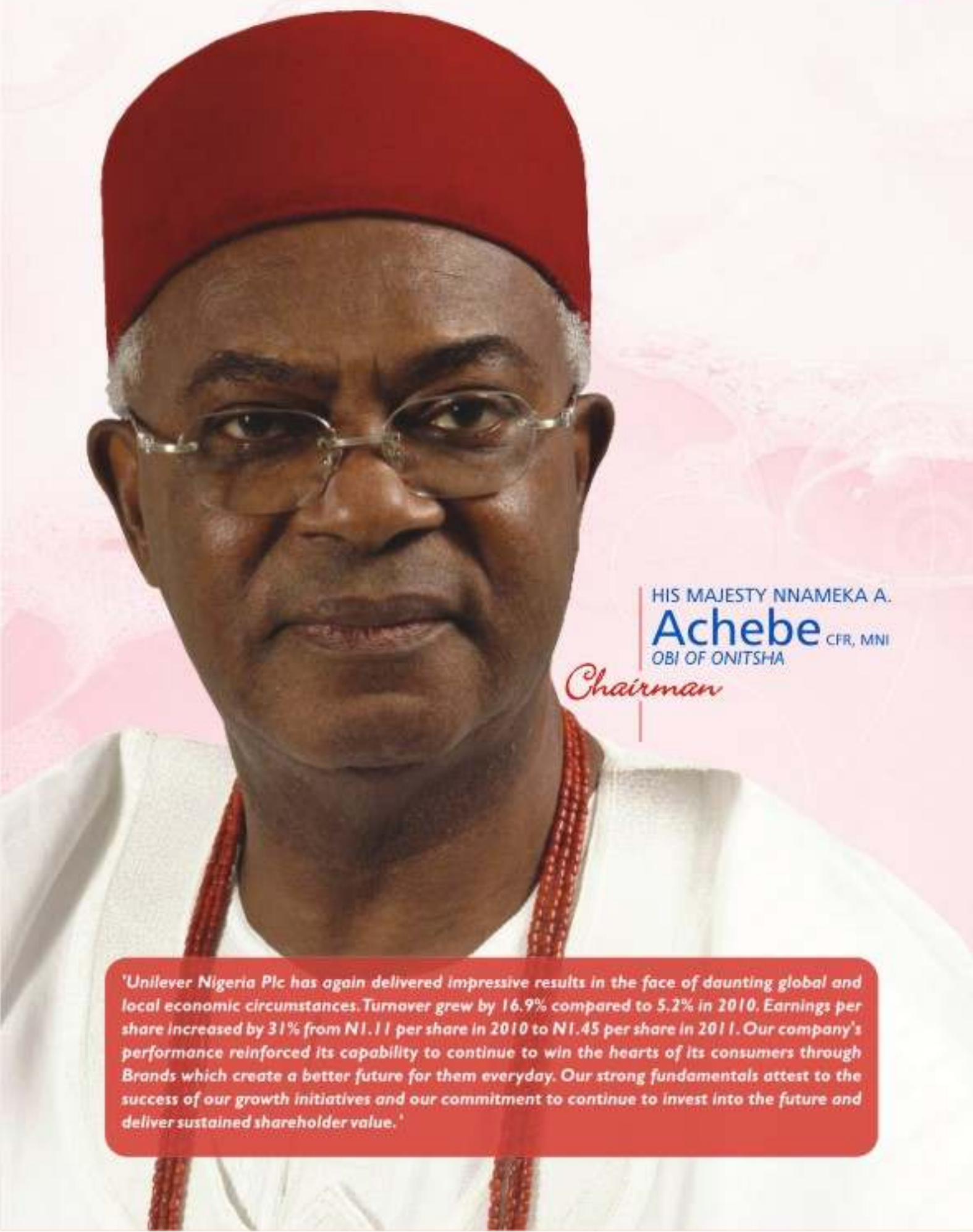
Best ever* Cavity Fighter with 12-hour protection



*From Pepsodent.
Creative dramatization of mineral loss and the efficacy to help fill tiny invisible holes under high magnification.
FDI recognizes that twice daily brushing with a fluoride toothpaste such as Pepsodent is beneficial to oral health.

*Vs non-fluorinated toothpaste.
*Vs Normal calcium levels in tooth.

The Chairman



HIS MAJESTY NNAMEKA A.

Achebe CFR, MNI
OBI OF ONITSHA

Chairman

'Unilever Nigeria Plc has again delivered impressive results in the face of daunting global and local economic circumstances. Turnover grew by 16.9% compared to 5.2% in 2010. Earnings per share increased by 31% from N1.11 per share in 2010 to N1.45 per share in 2011. Our company's performance reinforced its capability to continue to win the hearts of its consumers through Brands which create a better future for them everyday. Our strong fundamentals attest to the success of our growth initiatives and our commitment to continue to invest into the future and deliver sustained shareholder value.'

Chairman's Statement



Distinguished Shareholders, My fellow Board members, ladies and gentlemen, it gives me great pleasure to welcome you to the 87th Annual General Meeting of our Company and to present the Reports and Financial Statements for the year ended 31st December 2011.

Business environment

In 2011, economic growth prospects dimmed on a global scale resulting in worsened financial conditions in the world economy. The much needed global economic recovery was threatened by intensifying strains in the Euro-zone and fragilities in some parts of the global economy notably the United States of America. Commodity prices skyrocketed while oil prices experienced an all time-volatility throughout the year.

The successful national elections early in 2011 created optimism amongst Nigerians, individuals and businesses alike. However, despite the positive economic prediction of robust growth prospects for developing and emerging markets like Nigeria, the major indices reveal that Nigeria fell short of its growth potential in 2011 with the lack of infrastructural development accounting for the major drawback. The Naira remained weak against major currencies and the persistent demand pressure in the foreign exchange market for most part of 2011 resulted in the Central Bank of Nigeria (CBN) tightening fiscal controls on oil revenues. Nigeria's debt portfolio remained high while the inflation rate persisted at double digits closing at 10.3% in December 2011. The unemployment rate, reported at 23.10% as at March 2011, continued on the rise throughout the year further decelerating consumer demand. In the equities market, the Nigerian Stock Exchange All Share Index recorded a downward trend at the close of the year. The money market in turn experienced the continued restrictive monetary policy stance of the CBN and the restructuring of three major players in the banking sector. The Nigerian situation was further compounded by resurgence of violence and insecurity, especially in the northern parts of Nigeria, posing a major risk to foreign direct investment and existing business operations especially in the affected areas of the country.

Results and performance

I am pleased to announce that your company has fared well despite the above conditions. Unilever Nigeria Plc has again delivered strong results in the face of daunting global and local economic circumstances. Turnover grew by 16.9% compared to 5.2% in 2010. Earnings per share increased by 31% from N1.11 per share in 2010 to N1.45 per share in 2011. Operating margin improved from 14.5% in 2010 to 15.0% in 2011. Our company's performance reinforced its capability to continue to win the hearts of its consumers through brands which create a better future for them every day. Our strong fundamentals attest to the success of our growth initiatives and our commitment to continue to invest into the future and deliver sustained shareholder value.

The above results underscore Unilever Nigeria Plc's agility to effectively compete in the market place and consolidate gains from the huge investments of previous years to build a strong future for the business.

In 2011 we further stepped up investments behind our brands spending significantly more on advertising and promotions. With consumers at the heart of our business, it became imperative to continue to make our products affordable and attractive while continually enhancing quality. Despite the commodity cost challenges which continued in 2011 due to international market situation as well depreciation of the Naira, we were able to keep price increases to a minimum



aided by a robust cost savings programme. New product introductions such as Lifebuoy soap and Pepsodent cavity fighter, together with new pack sizes of Blue Band, enabled us to further expand our offerings to the consumers. We took bold strides to reinforce our 'Go To Market' capability, strengthened our sales force and aggressively pursued partners with the right mindset and resources to achieve growth strides in coverage and reach.

Our company raised the level of investment in manufacturing capacity, upgraded its plants for better quality and higher capacity. We aggressively drove efficiencies in all aspects of the business with resultant effect in factory costs reduction, streamlined administrative costs and return on marketing investments which enabled us to invest in more productive areas. Continued improvement in working capital, arising from better stock management also facilitated funding of investment from internal sources, and reduced financing costs.

Dividends

In line with its dividend policy and subject to the approval of you our esteemed shareholders at this Meeting, the Board of Directors recommends a dividend payout of N1.40 per share representing an increase of 27% over the previous year.

The Board of Directors remains committed to implementing the electronic dividend and electronic bonus payment system in order to further reduce the incidence of unclaimed dividends and share certificates. I therefore, again on behalf of the Board, request shareholders to complete the e-dividend and e-bonus Application Form in the Annual Report and Accounts and deliver it to the Registrars, Union Registrars Limited.

Board

In the course of 2011 and since the last Annual General Meeting, the Board underwent some changes in its composition. After a distinguished tenure as the Chairman of the Board, Apostle H I Alile retired from the Board of Unilever Nigeria Plc and I was elected by the Board to fill the position, which I humbly accepted. The former Finance Director, Mrs Grace Oluoch also resigned from the Board after completing her international assignment at Unilever Nigeria Plc and has since returned to her home country office Unilever Kenya. Mrs Oluoch was replaced by Mr Sudarshan Kasturi as Finance Director. Mr Arthur Mamvura also resigned from the Board following his exit from Unilever Nigeria Plc and was replaced by Mr Ologbaraete Pinnick as Supply Chain Director. Mr Kwaku Boateng and Mrs Tolulope Agiri also resigned from the Board of Directors during the course of the year to enable them focus on their core responsibilities within Unilever Nigeria Plc. Finally, our erstwhile Company Secretary Mrs Nike Ogunbanjo also exited from Unilever Nigeria Plc at the end of 2011 and was replaced by Mrs Bidemi Ademola.

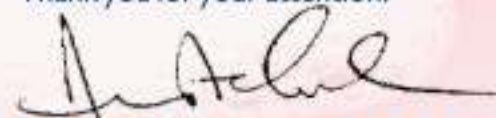
Acknowledgements

The success of 2011 is attributable to the support and commitment of all our stakeholders. We wish to thank you for the confidence you repose in us, and in our ability to forge the business ahead to even greater heights. We thank our passionate and energised workforce for their relentless efforts and for going the extra mile in line with the performance culture of the business. Our thanks also go to our consumers and customers for choosing our products again and again, our business partners for partnering with us for growth, and to the public at large for believing in the Unilever Brand to create a better future for them every day.

Beyond 2011

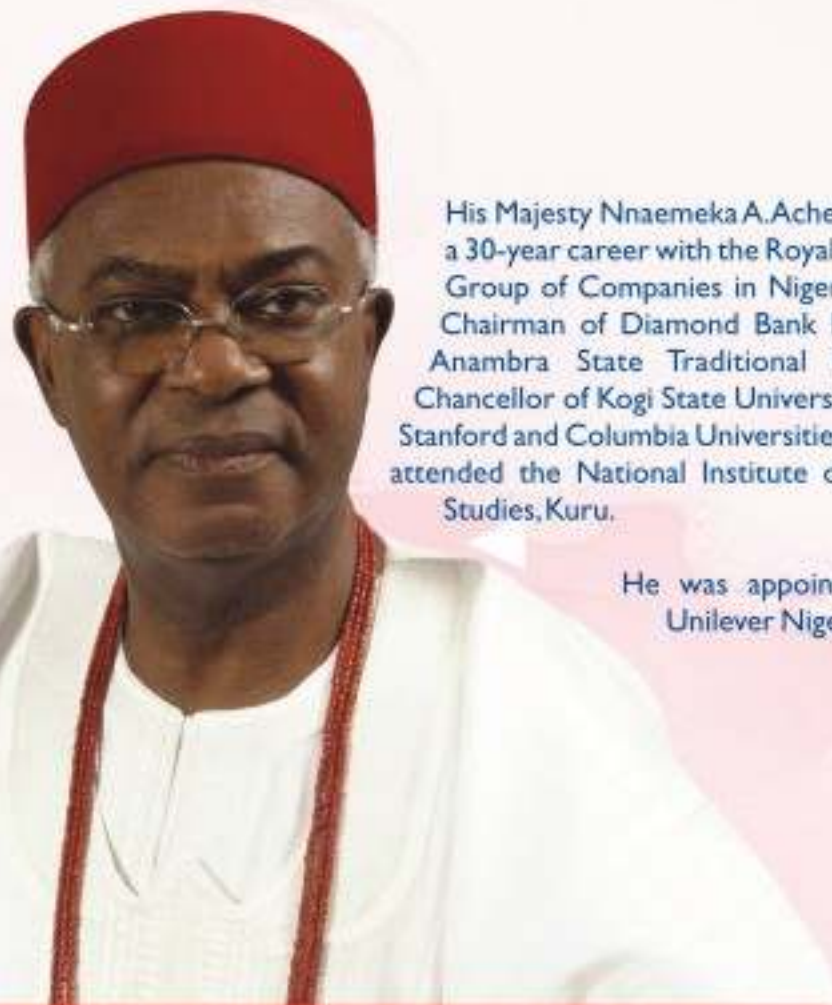
2011 is proof that Unilever Nigeria Plc is well positioned to continue the upward growth trend into the future. The growth initiatives embarked on in 2011 will continue to yield sustained results while our commitment to future investments will enable us leverage the market opportunities. Sustainability remains a focal point for Unilever on a global scale as Unilever recently launched its Sustainable Living Plan at the World Economic Forum in Davos. As a member of the Unilever Group, Unilever Nigeria Plc will continue to deliver products to satisfy the future needs and aspirations of our consumers and develop new ways of doing business that will allow us to double the size of our business while reducing our environmental impact. We will partner with government and key stakeholders to promote hygiene, vitality, women empowerment and other social missions which remain at the very core of our brands.

Thank you for your attention.



HIS MAJESTY NNAMEKAA. ACHEBE CFR, MNI
OBI OF ONITSHA
Chairman

The Board of Directors (Non-Executive)



His Majesty Nnaemeka A. Achebe, Obi of Onitsha, had a 30-year career with the Royal Dutch Shell Petroleum Group of Companies in Nigeria and overseas. He is Chairman of Diamond Bank PLC and Chairman of Anambra State Traditional Rulers Council, and Chancellor of Kogi State University. He was educated at Stanford and Columbia Universities in the U.S.A and also attended the National Institute of Policy and Strategic Studies, Kuru.

He was appointed to the Board of Unilever Nigeria Plc in March 2003

HIS MAJESTY NNAEMEKA A. ACHEBE CFR, MNI
Independent Non-Executive Chairman

Mallam Abba Kyari obtained a degree in law from the University of Cambridge in the United Kingdom. He served on the Borno State Executive Council and was the Commissioner for Forestry and Animal Resources. He was Managing Director and Chief Executive Officer of United Bank for Africa from January 1997–December 2001. He was a member of the Honourary Presidential Committee on foreign investment to Nigeria from 2000 to 2005. He is currently a Non-Executive Director Mobil Oil Nigeria Plc and a Trustee of the Aids Prevention Initiative in Nigeria.

He was appointed to the Board of Unilever Nigeria Plc in October 2002.



MALLAM ABBA KYARI
Independent Non Executive Director

The Board of Directors (Non-Executive)



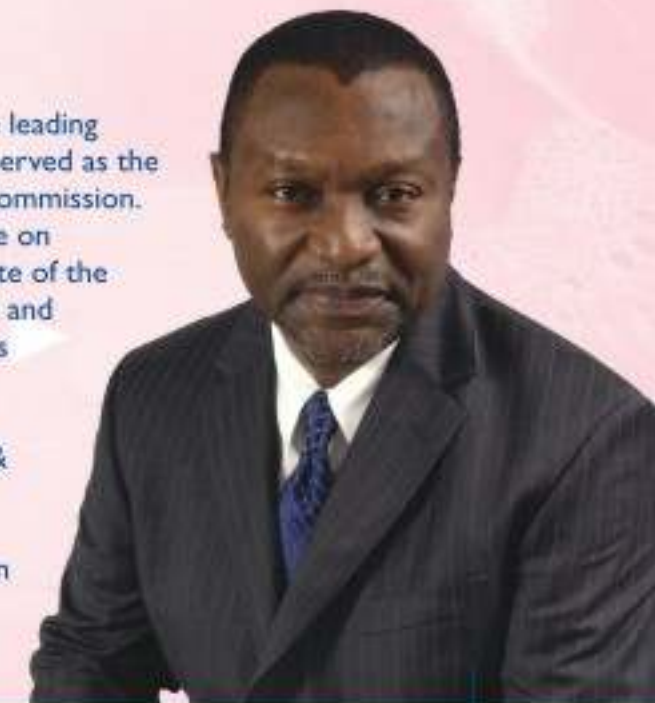
Mr Peterside is the Founder and Chairman of Stanbic IBTC Bank PLC and also the Chairman of Cadbury Nigeria Plc. He also sits on the boards of Flour Mills of Nigeria Plc, Nigerian Breweries Plc. and Presco Plc. He is a Member of both the National Economic Management Team and the National Council on Privatisation. He is also the President and Founder of ANAP Foundation which is a non-profit organisation that is committed to the promotion of good governance.

He was appointed to the Board of Unilever Nigeria Plc in January 2008.

MR ATEDO PETERSIDE CON.
Non Executive Director

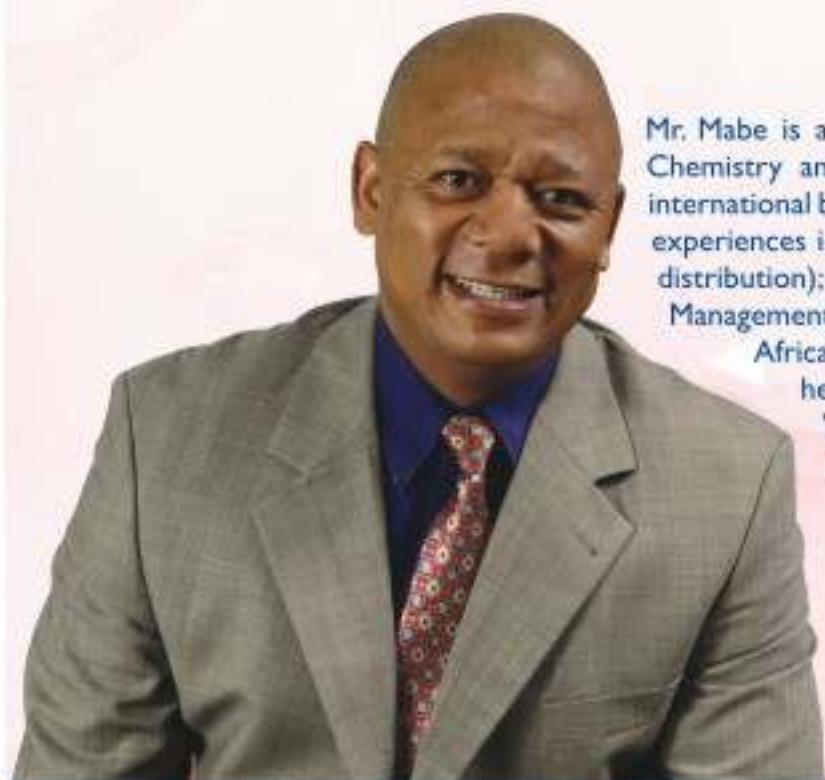
Senator Udoma Udo Udoma is the Senior Partner in the leading commercial law firm of Udo Udoma & Belo-Osagie. He served as the first non-executive Chairman of the Corporate Affairs Commission. He was also the Chairman of the Presidential Committee on Incentives & Waivers. Senator Udoma served in the Senate of the Federal Republic of Nigeria for two terms i.e. 1999-2003 and 2003-2007, during which time he occupied various offices including serving as the Chairman of the Appropriation Committee, as well as the Senate Chief Whip. He is currently the non-executive Chairman of the Securities & Exchange Commission and UAC of Nigeria Plc.

He was appointed to the Board of Unilever Nigeria Plc in January 2008.



SENATOR UDOMA UDO UDOMA, CON
Non Executive Director

The Board of Directors (Executive)



THABO MABE Managing Director

Mr. Mabe is a South African and holds a BSc. degree in Chemistry and Mathematics. He has over 22 years of international business experience in Unilever, with different experiences in Supply Chain (manufacturing; planning and distribution); Marketing (Brand Building) and General Management. He has had working experience in South Africa, Germany and Nigeria. Previous position held include: Factory manager; Work Director; VP Supply Chain; VP Marketing Spreads and Ice Cream; VP Marketing Homecare.

He was appointed to the Board of Unilever Nigeria Plc in May 2010.

The Board of Directors (Executive)



OLOGBARAETE PINNICK
Supply Chain Director

Mr Ologbaraete Pinnick holds a BSc. (Hons) degree in Chemical Engineering from the University of Lagos. He has spent 10 years in Unilever and worked in various areas of Manufacturing, Planning & Customer Service Excellence and Regional Supply Chain.

He has worked for Unilever in Nigeria, South Africa, and East & Southern Africa. Prior to his appointment on the Board of Unilever Nigeria, he was Supply Chain Director for Unilever, East and Southern Africa.

He was appointed to the Board of Unilever Nigeria Plc in May 2011.

Mr. Sudarshan Kasturi holds BE (Hons) degree in Chemical Engineering and MBA in Finance. He joined Unilever as a Management Trainee in 1990. In a career spanning 21 years with Unilever in India and USA, he has assumed a variety of senior roles in Finance, Supply Chain, Audit and IT. Prior to his appointment to his current position, he was General Manager Finance with Hindustan Unilever, India.

He was appointed to the Board of Unilever Nigeria Plc in March 2011.



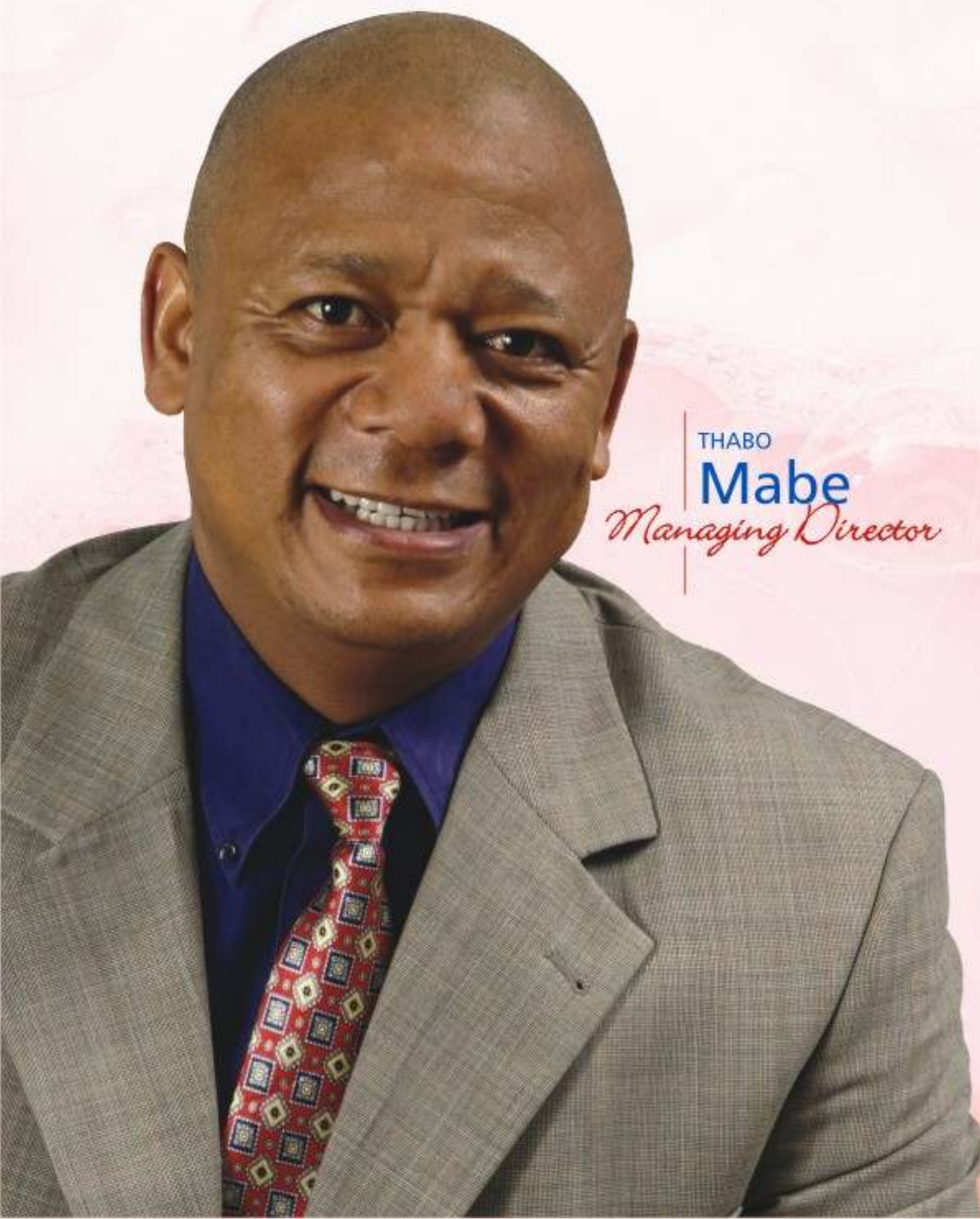
SUDARSHAN KASTURI
Finance Director (Indian)

Abidemi Ademola holds a Bachelor of Laws degree from the Obafemi Awolowo University, Ile-Ife. She was called to the Nigerian Bar in 1995 and also holds a Master of Laws degree from the University of Lagos, Akoka. She is a Fellow of the Institute of Chartered Secretaries and Administrators of Nigeria and United Kingdom and a member of the Nigerian Bar Association. Her work experience spans over 16 years of Corporate and Commercial Law practice.

She was appointed as Company Secretary in January 2012.



ABIDEMI ADEMOLA (MRS)
General Counsel and Company Secretary



THABO
Mabe
Managing Director

The Directors submit their report together with the audited financial statements for the year ended 31st December 2011, which disclose the state of affairs of the company.

Incorporation

Unilever Nigeria Plc was incorporated in Nigeria under the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004 as a public limited liability company, and is domiciled in Nigeria. The Company's shares are listed on the Nigerian Stock Exchange (NSE).

Principal activities

The Company is principally involved in the manufacture and marketing of foods and food ingredients, and home and personal care products. It has manufacturing plants in Lagos and Agbara, Ogun State.

Results

The results for the year are summarized as follows:

	2011 N'000
Turnover	54,724,749
Operating profit	8,196,217
Profit before income tax	7,983,312
Taxation	(2,492,236)
Profit after tax	5,491,076
Proposed dividend	5,296,614

Dividend

The Directors are pleased to recommend to the shareholders the payment of a dividend in respect of the year of N5,296,614,750 that is, N1.40 gross per share which is payable on Friday 11 May 2012. This is subject to the deduction of appropriate withholding tax.

Corporate Governance Report

Framework

The Corporate Governance Framework in Unilever Nigeria Plc devolves from the following

1. The Unilever Code of Business Principles
2. The SEC Code of Corporate Governance for Public Companies 2011
3. Companies and Allied Matters Act (Cap C20) LFN 2004
4. Listing Rules of the Nigerian Stock Exchange
5. International Corporate Governance Best Practices

Under the above Framework, the Unilever Nigeria Plc's Policy on Corporate Governance is summed up as follows:

1. We conduct our operations with honesty, integrity and openness and with respect for the human rights and interests of the employees.
2. We shall similarly respect the legitimate interests of those with whom we have relationships.
3. As a Unilever Group company, we are required to comply with the laws and regulations of the countries in which we operate.
4. We will conduct our operations in accordance with internationally accepted principles of good corporate governance. We will provide timely, regular and reliable information on our activities, structure, financial situation and performance to our shareholders.

Compliance with the above principles is an essential element in our business success and all employees and business partners of Unilever are mandated to comply with the above principles.

During the year 2011, Unilever Nigeria Plc complied substantially with the provisions of the Securities and Exchange Commission Code of Corporate Governance for Public Companies 2011 together with requirements of other good corporate standards listed above.

Board Composition

The Directors who held office during the year 2011 and up to the date of this report are:

Apostle H. I. Alile	Independent Non-executive Chairman (retired wef 10 May 2011)
His Majesty N.A. Achebe, CFR, MNI	Independent Non-executive Chairman (elected Chairman wef 28 July 2011)
Mrs. T. Agiri	Executive Director (resigned wef 1 January, 2012)
Mr. K. Boateng	Executive Director (resigned wef 28 July 2011)
Mr. S. Kasturi	Executive Director (appointed wef 5 March 2011)
Mallam Abba Kyari	Independent Non-executive Director
Mr. Thabo Mabe	Managing Director
Mr. A. Mamvura	Executive Director (resigned wef 30 April 2011)
Mrs. G. Oluoch	Executive Director (resigned wef 5 March 2011)
Mr. Atedo Peterside, CON	Non-executive Director
Mr. O Pinnick	Executive Director (appointed wef 1 May 2011)
Sen. Udoma Udo Udoma, CON	Non-executive Director

Since the last Annual General Meeting, there have been a number of changes in the composition of the Board.

His Majesty Nnameka A. Achebe CFR, MNI the Obi of Onitsha, took over as the Chairman of the Board of Directors following Apostle Alile's retirement from the Board after the Annual General Meeting last year.

Mr. Kwaku Boateng and Mrs. Tolulope Agiri also resigned from the Board with effect from 28th July 2011 and 1st January, 2012 respectively to enable them focus on their core responsibilities within Unilever Nigeria Plc.

Board responsibilities

The Board has the final responsibility for management, direction and performance of the company and has the powers, authorities and duties vested in it by the relevant Laws and regulations of the Federal Republic of Nigeria and the Articles of Association of Unilever Nigeria Plc. The Board has overall responsibility for the management of risk and for reviewing the effectiveness of the internal control and risk management system within the company.

The Board has delegated to the Chief Executive Officer/Managing Director all its powers, authorities and discretions which relate to the operational running of Unilever Nigeria Plc.

The powers, authorities and discretions exclusively within the remit of the Board and which currently have not been delegated include making or approving the following:

1. Structural and constitutional powers

- Alteration of Articles of Association
- Alteration of the capital of the company
- Significant asset disposal

2. Governance

- The convening of meetings of the shareholders of Unilever Nigeria Plc and the setting of the agenda thereof and generally ensuring that a satisfactory dialogue with shareholders takes place
- Presentation of the Annual Report and Financial Statements to shareholders
- Reviewing and approving proposals from the Remuneration Committee
- Proposals to the general meetings of shareholders of Unilever Nigeria Plc on the Board remuneration policy and deciding on the individual packages of directors, within the authority set by the general meeting of shareholders
- The review of the functioning of the Board and its committees
- Overall responsibility for compliance with all relevant laws, regulations and Code of Corporate Governance
- The Operating Framework

Board appointment and evaluation process

Unilever Nigeria Plc recruits Directors in line with its Code of Business Principles and Code Policies relating to human resources recruitment. The basic principle of the Unilever's Director recruitment process is that Directors are appointed on the basis of their qualifications, ability and skills required for the role and to make visible contribution to the governance of the relevant company in accordance with Unilever global and regional strategy and the relevant

local legal requirements.

The recruitment process also provides for the induction and training of Directors by virtue of which Directors are taken through relevant and appropriate training programmes which equip them for the role. In accordance with its 70-20-10 principle Unilever believes that a major part of training will happen through on-the-job experience and exposure, 20% will happen through relationship building and interaction with the right calibre of people while the remaining 10% will result from formal training. Accordingly, Unilever Nigeria Plc provides the right atmosphere for its Directors to exhibit leadership and enhance their capabilities. Unilever provides relevant governance information to its Directors as the need arises and also facilitates circulation of essential governance documents to the Board from time to time to keep them updated on the trends.

The Board of Directors of Unilever Nigeria Plc is evaluated locally and from the Unilever Africa Regional Office on an annual basis. The Board and individual Directors are benchmarked against the requirements of the Unilever Code of Business Principles, the laws and regulations of Nigeria, the SEC Code of Corporate Governance and other relevant governance provisions. The scope of evaluation covers compliance, contribution to the Board agenda for the year, attendance at meetings, quality of discussions at Board meetings, level of engagement with government and the community and entrepreneurial acumen.

The performance of the Board and its individual directors were found satisfactory for the year ended 31 December 2011.

In line with the Code of Corporate Governance, the Board of Unilever Nigeria Plc is exploring the opportunity to formalize the annual evaluation process for the Board and its individual Directors especially as it relates to Non-executive Directors.

Directors retiring by rotation

In accordance with Article 90 of the Company's Articles of Association, Mallam Abba Kyari and Mr Atedo Peterside will retire by rotation and being eligible, offer themselves for re-election.

His Majesty N A Achebe will also retire by rotation at the meeting and offer himself for re-election notwithstanding that he is over 70 years of age. A special notice of his age has been given to the Company pursuant to Section 256 of the Companies and Allied Matters Act.

The profiles of all the three directors standing for re-election are contained on pages 12 & 13.

Board committees

In line with the Code of Best Practices in Corporate Governance, the Board of Directors works through the following committees:



NEW

REMOVE STAINS IN 1 STEP

OMO Multiactive

REMOVES TOUGH DRIED-IN STAINS IN 1 STEP*

BEST EVER STAIN REMOVAL FROM OMO

1 kg Net

- New MAX-CLEAN Particles
- More wash in less time
- Easier wash and gentler on fabrics

a. Leadership Team

The Leadership Team comprises the executive directors and senior managers who occupy strategic roles in the company. This Committee is responsible for setting corporate targets for the company, establishing priorities, allocating resources, and seeing to the business of the company on a day to day basis. The Committee is chaired by the Managing Director/Chief Executive Officer of the company. The members of the Committee are:

- | | |
|-----------------------------|--------------------------------|
| i. Mr.Thabo Mabe | - Managing Director |
| ii. Mr.Kasturi Sudarshan | - Finance Director |
| iii. Mr.Ologbaraete Pinnick | - Supply Chain Director |
| iv. Mrs.Tolulope Agiri | - Head of Human Resources |
| v. Mr.Kwaku Boateng | - Head of Customer Development |
| vi. Mr.David Okeme | - Head of Brand Building |

b. Executive Committee (Exco)

The Exco is a sub-committee of the Board and it is empowered by the Board to take decisions on behalf of the Board, which are necessary for the smooth everyday running of the Company. The committee comprises the Executive Directors of the Company. The following are currently members of the committee:

- | | |
|-----------------------------|-------------------------|
| i. Mr.Thabo Mabe | - Managing Director |
| ii. Mr.Kasturi Sudarshan | - Finance Director |
| iii. Mr.Ologbaraete Pinnick | - Supply Chain Director |

c. The Audit Committee

The Audit Committee which has been established in accordance with the provisions of Section 359(4) of the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004 comprises of three Shareholders' representatives and three Directors' representatives (two of whom are non-executive Directors and the other an executive Director not being the Finance Director). The Chairman of the Audit committee is one of the shareholders' representatives. During the year under review, the committee met three times.

The functions of the Audit committee are governed by the provisions of Section 359(6) of the Companies and Allied matters Act Cap 20 Laws of the Federation of Nigeria 2004. The Report of the Audit Committee to the members is as contained on page 22.

In 2011 the above committees discharged their roles creditably and in line with their terms of reference.

Board meetings

During 2011, the Board held four meetings. The record of directors' attendance is presented below:

Name	Meeting Date 4 March 2011	Meeting Date 10 May 2011	Meeting Date 28 July 2011	Meeting Date 20 October 2011	Total Attendance
Apostle H.I Alile	✓	✓	✓	RTB	3 meetings
His Majesty N. A. Achebe	✓	✓	✓	✓	4 meetings
Mrs. T. Agiri	✓	✓	✓	X	3 meetings
Mallam A Kyari	✓	X	X	✓	2 meetings
Mr S Kasturi	NYA	✓	✓	✓	3 meetings
Mr. N.S Mabe	✓	✓	✓	✓	4 meetings
Mr. A Mamvura	✓	RSB	RSB	RSB	1 meeting
Mrs. G. Oluoch	✓	RSB	RSB	RSB	1 meeting
Mr. A. Peterside	✓	✓	✓	✓	4 meetings
Mr. O. Pinnick	NYA	✓	✓	✓	3 meetings
Mr. K Boateng	✓	✓	✓	RSB	3 meetings
Sen. U. U. Udoma	✓	✓	✓	✓	4 meetings

X – Absent: **NYA** – Not yet appointed: **RTB** – Retired from the Board: **RSB** – Resigned from the Board

Audit Committee meetings

During 2011, the Audit Committee held three meetings. The record of members' attendance is presented below:

Name	Meeting Date 4 March 2011	Meeting Date 22 July 2011	Meeting Date 18 October 2011	Total Attendance
Chief SC Ezendu	✓	✓	✓	3 Meetings
Prince B. Adebajo	✓	✓	✓	3 Meetings
Alhaji W Ajani	✓	✓	✓	3 Meetings
Mallam A. Kyari	✓	X	✓	2 meetings
Mr. A.N.A Peterside	✓	✓	✓	3 Meetings
Mr. Kwaku Boateng	✓	✓	RSC	2 Meetings

X – Absent: **RSC** – Resigned from the committee

Record of Directors' attendance at Board meetings

In accordance with section 258 (2) of the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004 the record of the directors' attendance at Directors' meetings during 2011 as listed above is available for inspection at the Annual General Meeting.

Directors' interests in contracts

None of the Directors has notified the company for the purpose of section 277 of the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004 of their direct or indirect interest in contracts or proposed contracts with the company during the year.

Directors' shareholding

The Register of Directors' interests in the share capital of the company will be open for inspection at the Annual General Meeting.

The direct and indirect interest of Directors in the issued share capital of the company as recorded in the Register of Directors' Shareholdings and/or as notified by them for the purposes of sections 275 and 276 of the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004 and the listing requirements of the Nigerian Stock Exchange are as follows:

Director	Number of shares held at 31 December 2011	Number of shares held at 31 December 2010
His Majesty N.A. Achebe	55,976	55,976
Apostle H.I. Alile	6,250	6,250
Mrs. T. Agiri	Nil	Nil
Mr. S. Kasturi	Nil	Nil
Mallam Abba Kyari	93,750	68,084
Mr. N. S. Mabe	Nil	Nil
Mr. A. Mamvura	Nil	Nil
Mrs. G. Oluoch	Nil	Nil
Mr. A. Peterside	5,000,000	5,000,000
Sen. U. U. Udoma- indirect	1,637,500	1,637,500
Mr. O. Pinnick	16,649	16,649
Mr. K. Boateng	Nil	Nil

According to the register of members at 31st December 2011, the following shareholder of the Company held more than 5% of the issued share capital of the company:

Shareholder	Number of Shares	Percentage held (%)
Unilever Overseas Holdings B.V.	1,893,006,656	50.04%

Employment policy

At Unilever Nigeria Plc, we like to think of ourselves as a community where each employee has a valuable contribution to make. Our people are fundamental to the way we do business, which

is why their professional fulfilment, work/life balance and their ability to contribute equally as part of a diverse workforce are issues to which we give priority. We are an equal opportunities employer and our values not only describe who we are as an organisation, but also define the way we do business. Our core values are centred on our standards of leadership, which define the kind of people that make up the business; people with a growth mindset, consumer and customer focus, a bias for action, people who have a strong sense of accountability and responsibility and who have the ability to build talent and teams.

We also subscribe to more traditional values such as high professional integrity, making a positive impact in the society in which we operate, commitment to protecting the environment by managing our environmental impacts and ensuring that our people follow the operational standards as set out in our Code of Business Principles. We are also passionate about diversity, mutual trust and respect, developing individual skill and capability and encouraging vibrant communication and consultation between employees and the leadership team.

Employer brand

Delivering a strong employer brand is fundamental to our desire to become the number one "Employer of Choice" in Nigeria. Our sourcing and attracting the right talent is one the key focus areas in our strategy and we have continuously deployed the most innovative and rigorous methods in ensuring we hire top talent. In 2011 we recruited 21 management trainees from home and abroad, 19 field sales executives and over 25 new mid-career recruits creating the foundation towards achieving our desire.

Standing on our promise to deliver products that will make our customers feel good look good and get the best out of life, and to offer premium service to our customers, our team is an assembly of talented and passionate people who have created a workforce driven by integrity to deliver on our promise.

Our commitment towards talent development has encouraged us to forge beyond sourcing alone but also rigorously develop talent, with greater focus on Employer Branding through our Management Trainee Program (Unilever Future Leaders' Programme) and increasing our partnership with universities via our campus activation programmes. An evidence of this was the Unilever Nigeria Ideatroph competition which took place in 2011 with over 450 entries from 19 universities across Nigeria. This culminated in the increase in application for the UFLP programme from 12,000 applications in 2010 to over 68,000 in 2011.

Our presence in the universities has continued to grow with our increased participation in their career fairs, sponsorship of awards to outstanding students, providing guest speakers at seminars and giving lectures on key topics. These activities are contributing to our becoming an employer of choice in Nigeria to both local and international prospects. There has also been an increase in the number of interns and Youth Corps members that were engaged in 2011 from 30 in 2010 to 45 in 2011.

Our team is a blend of youth and experience that makes working in Unilever not only very challenging but also very exciting!

Learning and development

As a business, Unilever is committed to providing its employees with the best opportunities for learning and development. Our training and development programmes are designed to challenge our people and empower them to be more accountable to their goals and objectives. We have a wide range of general and professional skill courses delivered by best-in-class instructors, combined with a robust online learning management system which enables employees take ownership of their personal development through comprehensive web-based

courses, online books and knowledge-sharing sites. We also adopt other forms of professional development including projects participation, job rotations and short-term attachments to promote qualitative on-the-job learning and to act as powerful motivators for employee performance and engagement. Our coaching and mentoring programmes are aimed at helping

our employees continually improve their performance and prepare to take on bigger responsibility within an increasingly global community.

Year on year, the company continues to invest substantially in training and development initiatives and with our focus on winning with people and becoming the number one "Employer of Choice", we are even more determined to put employee development at the fore-front of our people strategy.

Employee Engagement

At Unilever, keeping our employees engaged is a top business priority as it remains key to driving our business in the direction of continuous growth. We do not stop at just putting actions in place, but we also actively track the perception of our employees at our Global People Survey (GPS) which is done bi-annually.

We are pleased to see that between 2010 to date, we have gained a significant milestone judging by the impressively high scores recorded from our management GPS entries in 2011. We recorded considerable improvement in almost all the categories, and especially the Employee Engagement category. These scores, we believe, are a result of our efforts in keeping our employees positive and motivated through different channels such as the increasingly flat and inspiring management style where we practice and implement the "One Unilever" mindset. In addition, our efforts in the area of diversity is another way we strive towards higher engagement levels – ensuring that gender does not become a lever for negative discrimination. In addition to ensuring employees are poised and motivated to deliver, we are also committed to creating an enabling environment which values employee contributions, promotes team work, rewards performance and encourages work/life balance. The Make a Difference Everyday (MADE) recognition scheme has seen employees publicly recognised and rewarded in 2011 for going the extra mile to drive business growth.

With the results of the 2011 Unilever Global People Survey behind us, we are encouraged that we are on the right track and will continue our journey of striving to make Unilever Nigeria the employer of choice in Nigeria, both for fresh graduates and mid-career prospects.

2011 Corporate Social Responsibility Investments

Growing our business while making sustainable social investments

In 2011, Unilever Nigeria Plc adopted the Unilever Sustainable Living Plan, which is our global plan on how we will double business size while increasing social investments and reducing environmental impact. This Sustainable Living Plan was brought to life as we continued along our long-standing path of 'doing good', but this time with the strategic focus of aligning our investments for deeper, more sustainable impact. This was achieved through our focus on enhancing livelihoods and improved health and well-being.

Enhancing livelihoods

The Women Empowerment Programme

We launched the Unilever Women Empowerment Programme, which is a 3-step programme aimed at alleviating poverty by equipping women with the start-up capital and entrepreneurial skills they require to manage successful businesses. This programme touched 100 rural/low income earning women in FCT Abuja and 5 states across the Middle Belt Region (Nassarawa, Niger, Kogi, Plateau and Benue).

All the women were taken through business and sales training. They were also provided with free start-up stock, and kiosks from which to trade. Programmed roll-out to other regions is scheduled from 2012.

Supporting schools and education

To support the development of future talent, Unilever Nigeria Plc made various donations to a number of academic institutions.

At Olusosun Primary School, Ojota, Unilever Nigeria Plc renovated a full classroom block, and also built a playground, a cafeteria and a new sports field for the pupils. In addition, Unilever Nigeria Plc also launched the Employee Volunteering programme, through which employees have been able to teach various subjects at the school. Our footprints have helped create a more conducive environment for teaching and learning.

In addition, we also awarded scholarships to enable young Nigerian girls enrol as students of the prestigious Wavcrest College, Lagos.

Improving health and wellbeing

HIV/AIDS Awareness Programme

In 2011, we continued our 11 year-long HIV/AIDS Awareness programme by sponsoring a well-received radio programme – *In Moments Like These*, through which the public was enlightened on ways to prevent the spread of HIV/AIDS. This radio programme, which was broadcast through ten Nigerian radio stations, achieved optimal penetration as it was broadcast nationwide in English, Yoruba, Igbo, Hausa, and Pidgin English.

Community relations

We also provided a new borehole facility and refurbished the OPIC Estate Community Park, Agbara, to provide a recreational area and potable water for the community. This was in addition to the provision of health care facilities at the Oregun Community Medical Centre.

Outlined below is a summary of our CSR investments:

Beneficiary	Amount (Naira)
• Women empowerment programme	40,000,000
• HIV/AIDS Awareness campaign	35,000,000
• Renovation of playground, classroom block and football field at Olusosun Primary School	20,000,000
• Renovation of community park at OPIC Estate, Agbara	4,745,132
• Product donation to schools	2,300,272
• Donation of computers to Olusosun Primary School and medical equipment and chairs to Oregun Community Clinic.	650,000
• Collaboration with WaveCrest College on Women Empowerment programme	500,000
Total	103,195,404

Safe working, healthy employees

As a business, we are committed to high standards of health and safety at work so as to safeguard the well being of all those working on, visiting and living near our operations. This is an area in which we aim to improve continuously and measurably, year on year. The company therefore ensures safe working conditions on all sites and in all areas of operation.

Safety standards and procedures are in place to guide all Company operations and these are properly communicated to employees and third parties via hand books, the Company website and email. We also have internal and external audits to identify gaps and areas for improvement. Unilever Nigeria Plc continues to subject her operations annually to ISO 14001 Environmental Management System audit, and was again recertified in 2011.

The Company has invested substantially in training of employees on effective safety behavior in order to achieve sustainable excellence in our safety performance. Employees take individual and collective responsibility in ensuring that their working environment is safe at all times. Safety talks are held weekly across the business to keep awareness levels high and educate all staff on issues of occupational health. In 2011, one hundred and twenty six (126) key distributors/Unilever drivers and one hundred and nine (109) school bus drivers were trained free of charge by Unilever Nigeria Plc. The various Safe Travel interventions continue to yield fruits as the last fatal accident happened six (6) years ago.

24-hour medical services are provided for employees in the clinics which are operated in the factory location of the company. In addition to these, private clinics of good standing around the country are also engaged to provide medical services for our employees and their dependants.

The company also provides canteen of world class standards on every manufacturing site. These canteens serve nutritious meals at highly subsidized rates for all and also provide special diets for employees who may need such based on medical advice.

As part of the company's drive to promote a healthy lifestyle for employees, the company has established a well equipped fitness centre at the Oregun site with fitness experts available.

Routine health screenings are carried out to help employees achieve and maintain a desired healthy lifestyle.

Key distributors

1. De-Moshadek & Company Nigeria
2. Lara Enterprises
3. Caniz Limited
4. Worthy Ventures Limited
5. Ofakia Ventures Limited
6. Koil & Company Limited
7. Itura Ventures Limited
8. Suara And Company
9. Global Linkserve Limited
10. Ridge Crest Limited
11. Divine Fingers Design Limited
12. Chrislanbolu General Trading Company
13. Adebola Distribution Enterprises
14. Koyet Konzept Limited
15. Ifjane Nigeria Limited
16. Kesy Properties Limited
17. J.O. Adebisi & Sons.
18. Batinuk And Company.
19. Ben Chuks & Co.
20. Millenium Global Ventures Limited.
21. Francpaul Nigeria Limited
22. I.A. Udeh And Sons Limited
23. Dom Bee Nigeria Limited
24. A.U.B. & Sons Intergrated
25. J.J. Nnoli & Sons
26. Olayiwola Stores
27. Sidi And Sons
28. Gurasa Bakery And Confectionery Nigeria Limited
29. Lasun Dan Mama Nigeria Limited
30. Arinola Precious Ventures
31. Alakass Nigeria Enterprises
32. Alh. Abubakar A. D. Bashiru
33. S.C. Okafor & Co.
34. Jackson Global Services Limited
35. M.A. Onigbinde
36. Baba Gana Mafoni
37. Hica Ventures Limited
38. Amd Global Concepts Limited
39. J.A. Onabowale & Sons Limited

Report of the Directors (continued)



40. Belfas Investments Limited
41. Allanka Nigeria Limited
42. A.K. Maikwai Nigeria Limited
43. Alh. Yaro Gobirawa
44. Achida Enterprises
45. Saisa Ventures Nigeria Limited
46. Al-Babello Trading Company Limited
47. Green Leaves
48. Kura Brothers
49. B.N. Obi & Sons
50. Igbozulike Investment Limited
51. C.I. Iwuagwu Enterprises
52. M.O. Okoro & Sons Nigeria Limited
53. Votech Investment Concept
54. Theo & Powell Services Limited
55. Cyril Obiora Enterprises
56. P.O. Konyeha & Sons
57. Md Mart Nigeria Limited
58. Obidiebube Nigeria Limited
59. Nakus Global Nigeria Limited
60. La'frana Limiteddepriye Global Services
61. Chukwu & Sons Enterprises (Nigeria) Limited
62. Isangette International Enterprises
63. M.E. Ugbor
64. Chuduak Limited
65. Steve-Sylver Nigeria Limited
66. Tivo Corporate Services
67. Mots Resources Company.
68. H.O. Nwoji
69. Gbalog Enterprises
70. Fibon Associates Nigeria Limited
71. Prenica And Company Nigeria Limited
72. Rickafe Services Limited
73. Sylika Global Resource Enterprises
74. Doc Chaz Enterprises
75. Hasbar Investment Nigeria Limited
76. Estfrans Ventures
77. Olive Chem And Tech Limited
78. Gods Power Enterprises
79. Oye Brothers Distribution Services Limited
80. Nebabs Nigeria Limited
81. Hubbs & Spokes Global Services Limited
82. Dansarat Nigeria Limited
83. J.O. Adegboyega Enterprises
84. R.S. Abimbola Enterprises

Report of the Directors (continued)



85. De Batoram & Sons Nigeria Limited
86. Hat Investments & Promotions Limited
87. Ayomide Multi Ventures Nigeria Limited.
88. Depriye Global Services
89. Covenant Success Supermarket.

Modern trade

1. Park N Shop
2. Mega Investment Nigeria Ltd
3. Cedar Ent Ltd(Goodies)
4. Retail Supermarket Nig Ltd
5. Game Discount World Nig Ltd
6. Mr Biggs Division Of Uac Plc
7. Cherries Supermart
8. Maitama Stores
9. Sahad Stores
10. Grand Product
11. Addide Stores
12. Exclusive Stores Abuja
13. Shop Direct Resources Nigeria Limited
14. Multiker Nigeria Limited
15. Sekmarkt Superstores
16. C.C.D Super Stores
17. Grocery Bazaar Limited
18. Multi-Pro Enterprises
19. Olive Networks Limited
20. Wellcare Alliance
21. Prince Ebeano & CO
22. Foodco Supermarket
23. Roban Stores Ltd
24. J.T Chanrai & Co (Ph)
25. Zaika Pay N Smile Supermarket

Independent auditors

The company's independent auditors, Messrs PricewaterhouseCoopers have indicated their willingness to continue in office in accordance with the provisions of Section 357(2) of the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004.

By order of the Board

Mrs. Abidemi Ademola
General Counsel & Company Secretary

15th March 2012



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Statement of Directors' Responsibilities

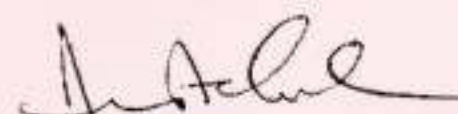
The Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004 requires the Directors to prepare financial statements for each financial year that give a true and fair view of the statement of financial affairs of the company at the end of the year and of its profit or loss. The responsibilities include ensuring that the company:

- (a) keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Company with the requirements of the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004;
- (b) establishes adequate internal controls to safeguard its assets and to prevent and detect fraud and other irregularities; and
- (c) prepares its financial statements using suitable accounting policies supported by reasonable and prudent judgements and estimates, and are consistently applied.

The Directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgements and estimates, in conformity with Nigerian Accounting Standards and the requirements of the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004.

The Directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the company and of its profit or loss. The Directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of financial statements, as well as adequate systems of internal financial control.

Nothing has come to the attention of the Directors to indicate that the Company will not remain a going concern for at least twelve months from the date of this statement.


Chairman

15th March 2012


Finance Director

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Report of the Audit Committee To the members of Unilever Nigeria Plc.

The Committee presents its Report to the members of the Company at the Annual General Meeting holding on 10th May, 2012 as follows:

In accordance with the provisions of Section 359(6) of the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004 the members of the Statutory Audit Committee of Unilever Nigeria Plc. hereby report as follows:

"We have exercised our statutory functions under Section 359(6) of the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004 and we acknowledge the cooperation of Management and Staff in the conduct of these responsibilities.

We confirm that:

- 1) The accounting and reporting policies of the Company are consistent with legal requirements and ethical practices.
- 2) The Internal Audit programmes are extensive and provide a satisfactory evaluation of the efficiency of the internal controls systems.
- 3) We have considered the Independent Auditors' post-audit report and management responses thereon, and are satisfied thereto."

Dated this 14th day of March, 2012



Chief S.C. Ezendu
Chairman

Members of the Audit Committee:

- | | | | |
|----|-----------------------|---|-------------------------|
| 1. | Chief S. C. Ezendu | - | Independent Shareholder |
| 2. | Prince B. Adebajo | - | Independent Shareholder |
| 3. | Alhaji W. A. Ajani | - | Independent Shareholder |
| 4. | Mallam A. Kyari | - | Non-Executive Director |
| 5. | Mr A. N. A. Peterside | - | Non-Executive Director |

*Mr Kwaku Boateng resigned wef 28 July, 2011

Secretary
Mrs. A Ademola



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Report of the Independent Auditors To the members of Unilever Nigeria Plc.



Report on the financial statements

We have audited the accompanying separate financial statements of Unilever Nigeria Plc which comprise the balance sheet as of 31 December 2011 and the profit and loss account, and statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with Nigerian Statements of Accounting Standards and with the requirements of the Companies and Allied Matters Act and for such internal control, as the directors determine necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an independent opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform our audit to obtain reasonable assurance that the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion the accompanying financial statements give a true and fair view of the state of the company's financial affairs at 31 December 2011 and of its profit and cash flows for the year then ended in accordance with Nigerian Statements of Accounting Standards and the Companies and Allied Matters Act.



Report on other legal requirements

The Companies and Allied Matters Act requires that in carrying out our audit we consider and report to you on the following matters. We confirm that:

- we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- in our opinion proper books of account have been kept by the company, so far as appears from our examination of those books;
- the company's balance sheet and profit and loss account are in agreement with the books of account.

Priscilla Okeke
Chartered Accountants
Lagos, Nigeria



Statement of Significant Accounting Policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

a) Basis of preparation

The financial statements are prepared in compliance with Nigerian Statements of Accounting Standards (SAS). The financial statements are presented in the functional currency, Nigeria Naira (N), rounded to the nearest thousand, and prepared under the historical cost convention.

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the Directors' best knowledge of current events and actions, actual results ultimately may differ from those estimates.

b) Revenue recognition

Sales of goods are recognised in the period in which the Company delivers products to the customer, and collectability of the related receivables is reasonably assured.

Revenues represent the fair value of the consideration receivable for sales of goods, and is stated net of value-added tax (VAT), rebates and discounts.

Interest income is recognised on a time proportion basis.

c) Translation of foreign currencies

Transactions in foreign currencies during the year are converted into the functional currency, Nigerian Naira, using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

d) Accounting for leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

e) Dividends

Dividend distribution to company's shareholders is recognised as a liability in the financial statements in the period in which they are approved by shareholders.

f) Property, plant and equipment

The carrying value of fixed assets is determined by reference to their cost/valuation less accumulated depreciation and impairment.

Depreciation is calculated to write-off the costs/valuation of fixed assets on a straight-line basis over the expected useful lives of the assets.

Depreciation is calculated by reference to the enhanced value of the assets concerned. The principal annual rates used for this purpose, which are consistent with those of previous years are:

Buildings	-	2.5%
Plant, machinery and furniture	-	7%
Generators	-	20%
Motor vehicles	-	25%
Information technology equipment	-	20%

Statement of significant accounting policies (Continued)



Depreciation is not calculated on fixed assets until they are brought into use.

Profits and losses on the disposal of fixed assets are determined by reference to their carrying amounts and are included in operating results.

When an asset that was previously revalued is disposed of, the associated revaluation surplus in the revaluation reserve is transferred to income.

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

g) Intangible assets

The cost of intangible assets comprises of all directly attributable cost incurred in preparing the asset for its intended use. Intangible assets comprise of finite lived software. These assets are capitalised and amortised on a straight line in the income statement over the period of their expected useful lives or the period of legal rights if shorter. Amortisation is not calculated on finite lived software until the software is brought into use.

h) Inventories

Raw materials, work in progress and finished goods are stated at standard cost. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity), but excludes borrowing costs. The variances arising as a result of the standard costs are allocated over the quarter in which the standard operates. This is reviewed quarterly.

Engineering spares and other stocks are stated at weighted average cost.

i) Receivables

Receivables are recognised at fair value. A provision for impairment of receivables is established when there is objective evidence that the Company will not be able to collect all the amounts due according to the original terms of receivables. The amount of the provision is the difference between the carrying amount and the present value of expected cash flows. The amount of the provision is recognised in the profit and loss account.

j) Employee benefits

In line with the Pension Reform Act 2004, the company operates a pension scheme. The contribution made towards securing the future benefits in the scheme is as follows:

	Management staff	Non-management staff
Employer	7.5%	16.0%
Employee	7.5%	10.0%

Statement of significant accounting policies (Continued)



The Company operates a defined contribution retirement benefit scheme, an unfunded defined benefit service gratuity scheme for its employees; and other post-employment benefit plans.

Under the defined contribution plan, the Company pays fixed contributions into a separate entity. The Company has no legal or constructive obligations to pay further contributions if this fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The employees' entitlement to retirement benefits under the service gratuity scheme depends on the individual's years of service and terminal salary. Contributions to the defined contribution scheme are charged to the profit and loss account in the year to which they relate.

The liability recognised in the balance sheet in respect of the unfunded defined benefit service gratuity scheme is the present value of the defined benefit obligation at the balance sheet date. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related gratuity liability. Actuarial gains and losses arising from experience, adjustments and changes in actuarial assumptions are charged or credited to the profit and loss account.

The funded benefit plan in the other post-employment benefit plan is a net of plan assets (pension fund) and plan liabilities (future payments to retirees).

k) Income tax

Income tax expense is the aggregate of the charge to the profit and loss account in respect of current income tax, education tax and deferred income tax.

Current income tax is the amount of income tax payable on the taxable profit for the year determined in accordance with the Companies Income Tax Act (CITA). Education tax is assessed at 2% of the chargeable profits.

Deferred income tax is provided in full, using the liability method, on all temporary arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. Deferred income tax is determined using tax rates enacted or substantively enacted at the balance sheet date and are expected to apply when the related deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

l) Segment Information

A business segment is a group of asset and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. The Company's primary reporting is by business segments.

Bring him home with



That Royco aroma - there is no other.

Profit and Loss Account

For the year ended 31 December, 2011

	Notes	Year ended 31 December 2011 N'000	Year ended 31 December 2010 N'000
Turnover	1	54,724,749	46,807,860
Cost of sales		(34,723,123)	(29,361,666)
Gross Profit		20,001,626	17,446,194
Distribution costs		(2,530,513)	(2,356,553)
Administrative expenses		(9,235,916)	(8,287,588)
Other (expenses)/income		(38,980)	4,834
Operating profit before tax and exceptional items	2	8,196,217	6,806,887
Exceptional items		-	(405,097)
Operating profit after exceptional items		8,196,217	6,401,790
Net finance costs	4	(212,905)	(249,935)
Profit before income tax		7,983,312	6,151,855
Taxation	5	(2,492,236)	(1,971,235)
Profit after tax and exceptional items	8	5,491,076	4,180,620
Earnings per share (N) - basic and diluted	6	1.45	1.11

The accounting policies on pages 39 - 41 and notes on pages 46 to 55 form an integral part of these financial statements.


Balance Sheet

As at 31 December, 2011



	Note	As at 31 December 2011 N'000	As at 31 December 2010 N'000
Non-current assets			
Property, plant and equipment	9	14,795,112	11,739,578
Funded retirement benefit	17	72,955	-
Intangible assets	10	1,151,815	-
		<u>16,019,882</u>	<u>11,739,578</u>
Current assets			
Inventories	11	7,706,348	6,286,744
Receivables and prepayments	12	5,611,356	5,231,304
Cash and bank balances	13	2,942,372	2,677,715
		<u>16,260,076</u>	<u>14,195,763</u>
Current liabilities			
Bank overdraft and other borrowings	13	-	730,809
Payables and accrued expenses	14	16,068,411	11,678,176
Current income tax	5	2,815,766	1,986,188
		<u>18,884,177</u>	<u>14,395,173</u>
Net current liabilities		<u>(2,624,101)</u>	<u>(199,410)</u>
Total assets less current liabilities		<u>13,395,781</u>	<u>11,540,168</u>
Non-current liabilities			
Deferred income tax	15	1,242,333	1,137,295
Long term loan	16	38,500	-
Unfunded retirement benefits obligations	17	2,450,269	2,067,646
		<u>3,731,102</u>	<u>3,204,941</u>
Net assets		<u>9,664,678</u>	<u>8,335,227</u>
CAPITAL EMPLOYED			
Share capital	7	1,891,649	1,891,649
Share premium	7	45,717	45,717
Revaluation reserves	8	237,262	237,262
Retained earnings	8	7,490,050	6,160,599
		<u>9,664,678</u>	<u>8,335,227</u>
Shareholders' funds		<u>9,664,678</u>	<u>8,335,227</u>

The financial statements on pages 25 to 43 were approved for issue by the Board of Directors on 15 March 2012 and signed on its behalf by:


Chairman


Finance Director

The accounting policies on pages 39 to 41 and notes on pages 46 to 55 form an integral part of these financial statements.

Statement of Cash Flows

For the year ended 31 December, 2011



	Note	Year ended 31 December 2011 N'000	Year ended 31 December 2010 N'000
Operating activities			
Cash generated from operations	20	13,525,129	12,055,892
Companies income tax paid	5	(1,557,621)	(1,764,873)
Net VAT paid		(1,311,693)	(1,490,805)
		<u>10,655,815</u>	<u>8,800,214</u>
Net cash generated from operating activities		<u>10,655,815</u>	<u>8,800,214</u>
Cash flow from investing activities			
Purchase of fixed assets	9	(4,203,296)	(3,035,918)
Purchase of intangible assets	10	(1,151,815)	-
Proceeds on disposal of fixed assets		43,523	12,095
Interest income received	4	60,917	77,095
		<u>(5,250,671)</u>	<u>(2,946,728)</u>
Net cash used in investing activities		<u>(5,250,671)</u>	<u>(2,946,728)</u>
Cash flow from financing activities			
Dividends paid	14	(4,174,356)	(4,060,286)
Proceeds from long term loan		38,500	-
Interest paid	4	(273,822)	(327,030)
		<u>(4,409,678)</u>	<u>(4,387,316)</u>
Net cash used in financing activities		<u>(4,409,678)</u>	<u>(4,387,316)</u>
Increase in cash and cash equivalents		<u>995,466</u>	<u>1,466,170</u>
Movement in cash and cash equivalents			
At start of year		1,946,906	480,736
Increase		<u>995,466</u>	<u>1,466,170</u>
At the end of the year	13	<u>2,942,372</u>	<u>1,946,906</u>

The accounting policies on pages 39 to 41 and notes on pages 42 to 55 form an integral part of these financial statements.

Notes to the Financial Statements



Unilever Nigeria Plc is incorporated in Nigeria under the Companies and Allied Matters Act 1990 as a public limited liability company and is domiciled in Nigeria. The company's shares are listed on the Nigerian Stock Exchange (NSE). The company is principally involved in the manufacture and marketing of foods and food ingredients, and home and personal care products. It has manufacturing sites in Lagos and in Agbara, Ogun State.

1 Segment information

The Company's primary segment reporting is by business segment. The business segments consist of Food products and Home and Personal Care products. There are no intersegments sales. The Company only operates in one geographical segment.

	2011 N'000	2010 N'000
Turnover by business sector		
Food products	23,890,022	19,728,000
Home and Personal Care	30,834,727	27,079,860
Total Turnover	54,724,749	46,807,860
Profit before tax by business sector		
Food products	3,202,895	2,690,444
Home and Personal Care	4,780,417	3,461,411
Total profit before tax	7,983,312	6,151,855
Depreciation expense by business sector		
Food products	423,279	410,739
Home and Personal Care	493,069	543,524
Total depreciation charge	916,348	954,263
Fixed assets by business sector		
Food products	6,331,808	4,673,426
Home and Personal Care	8,463,305	7,066,152
Total Fixed assets	14,795,113	11,739,578
Net asset by business sector		
Food products	6,114,908	4,893,371
Home and personal care	7,560,326	7,177,827
Total operating segment net asset	13,675,234	12,071,199
Current and deferred taxation	(4,058,101)	(3,123,483)
Retirement benefits obligations	(2,377,314)	(2,067,646)
Cash and bank balance	2,942,372	2,677,715
Bank overdraft and other borrowings	(38,500)	(730,809)
Other common liabilities	(479,012)	(491,748)
Total net assets	9,664,678	8,335,227

As required by the Companies and Allied Matters Act 1990 turnover by location of customers is presented below.

Turnover by geographical location of customers

Domestic	53,602,185	46,079,174
Export	1,122,564	728,686
	54,724,749	46,807,860

Notes to the Financial Statements (Continued)



2 Operating profit before tax and exceptional items

The following items have been charged/(credited) in arriving at operating profit:

	2011 N'000	2010 N'000
Auditors' remuneration	17,852	16,400
Depreciation of property, plant and equipment	916,348	954,263
Provision for bad and doubtful debts	11,606	1,094
Staff costs (Note 3)	3,750,245	3,403,324
Directors' remuneration (Note 21)	214,188	273,624
Asset impairment	148,913	405,097
Loss/(profit) on disposal of property, plant and equipment	38,977	(4,834)

3 Staff numbers and costs

	2011 Number	2010 Number
Administration	112	170
Technical and production	824	747
Sales and marketing	134	77
	1,070	994

	2011 N'000	2010 N'000
Salaries and wages	2,698,008	2,040,184
Other employee costs and benefits	1,052,237	1,363,140
	3,750,245	3,403,324

The following are included within other benefits costs:

- Defined contribution scheme	162,515	151,727
- Defined benefit scheme	219,346	253,943
	381,861	405,670

Notes to the Financial Statements (Continued)



3 Staff numbers and costs (Continued)

The table below shows the numbers of direct employees of the company excluding directors, other than employees who discharged their duties wholly or mainly outside Nigeria, who earned over N250,000 in the year and which fell within the bands stated.

		2011 Number	2010 Number
N	N		
250,001 -	500,000	-	3
500,001 -	750,000	3	15
750,001 -	1,000,000	65	241
1,000,001 -	1,250,000	260	332
1,250,001 -	1,500,000	267	153
1,500,001 -	1,750,000	130	46
1,750,001 -	2,000,000	40	14
2,000,001 -	2,250,000	6	4
2,250,001 -	2,500,000	3	2
2,500,001 -	2,750,000	-	5
2,750,001 -	3,000,000	6	5
3,000,001 -	3,250,000	1	13
3,250,001 -	3,500,000	12	7
3,500,001 -	3,750,000	53	6
3,750,001 -	5,000,000	74	57
5,000,001 -	10,000,000	112	74
10,000,001 -	15,000,000	26	14
15,000,001 -	20,000,000	5	2
20,000,001 -	30,000,000	5	1
30,000,001 -	45,000,000	2	-
		1,070	994

4 Net finance costs

	2011 N'000	2010 N'000
Interest expense	(44,597)	(100,521)
Interest income	60,917	77,095
Pension and similar obligations	(229,225)	(226,509)
Net finance costs	(212,905)	(249,935)

5 Taxation

	Current income tax N' 000	Education tax N' 000	Deferred tax N' 000	Total N' 000
At 1 January 2011	1,835,591	150,597	1,137,295	3,123,483
Charge to profit and loss	2,207,186	180,012	105,038	2,492,236
Payment during the year	(1,425,237)	(132,384)	-	(1,557,621)
At 31 December 2011	2,617,540	198,226	1,242,333	4,058,098

The amount provided for income tax was computed on the basis of the Company income tax rate of 30% in line with section 15(a) of Companies income Tax Act 1979 (as amended).

Education tax charge is at 2% of assessable profits in accordance with Decree No 7 of 1993.

Notes to the Financial Statements (Continued)



6 Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares in issue during the year.

	2011 N'000	2010 N'000
Profit for the year attributable to shareholders	5,491,076	4,180,620
Average number of ordinary shares in issue (thousand)	3,783,296	3,783,296
Basic earnings per share (Naira)	1.45	1.11

7 Share capital

	Number of Shares (Thousands)	Ordinary Shares N'000	Share Premium N'000
At start and end of year	3,783,296	1,891,649	45,717
At end of year	3,783,296	1,891,649	45,717

The total authorised number of ordinary shares is 6,053,274,000 with a par value of 50kobo per share. All issued shares are fully paid.

8 Reserves

The movement in reserves during the year is as follows:

	Revaluation reserves N'000	Retained earnings N'000	Total 2011 N'000	Total 2010 N'000
At start of year	237,262	6,160,599	6,397,861	6,265,368
Profit for the year	-	5,491,076	5,491,076	4,180,620
Dividend declared	-	(4,161,625)	(4,161,625)	(4,048,127)
Retained for the year	-	1,329,451	1,329,451	132,493
At end of year	237,262	7,490,050	7,727,312	6,397,861

Dividend is recognised as a liability in the year the amount is approved by the shareholders.

Notes to the Financial Statements (Continued)



9 Property, plant and equipment

Assets in use						
Cost / valuation	Capital work-in-progress N'000	Land and buildings N'000	Plant and machinery N'000	Furniture and equipment N'000	Motor vehicles N'000	Total N'000
At 1 January 2011	2,468,518	1,870,251	11,994,325	357,454	374,725	17,065,273
Additions	4,203,296	-	-	-	-	4,203,296
Capitalisation	(2,542,462)	81,078	2,121,232	90,938	249,214	-
Disposals	-	-	(247,699)	(1,827)	(71,635)	(321,161)
At 31 December 2011	4,129,352	1,951,329	13,867,858	446,565	552,304	20,947,408
Depreciation / impairment						
At 1 January 2011	145,255	297,023	4,761,565	320,448	302,511	5,826,802
Depreciation charge for the year	-	48,044	774,812	16,985	76,507	916,348
Impairment provision	-	-	148,913	-	-	148,913
On disposals	-	-	(178,708)	(1,799)	(58,154)	(238,661)
At 31 December 2011	145,255	345,067	5,506,582	335,634	320,864	6,653,402
Net book value:						
At 31 December 2011	3,984,097	1,606,262	8,361,276	110,932	231,440	14,294,006
At 31 December 2010	2,323,263	1,573,228	7,232,760	37,006	72,214	11,238,471
Assets held for disposal						
Cost / valuation						
At 1 January and 31 December 2011	-	450,129	909,970	619	10,815	1,371,533
Depreciation						
At 1 January and 31 December 2011	-	218,248	641,097	417	10,665	870,427
Net book value:						
At 1 January and 31 December 2011	-	231,881	268,873	202	150	501,106
Net book value						
As at 31 December 2011	3,984,097	1,838,143	8,630,149	111,133	231,590	14,795,112
As at 31 December 2010	2,323,263	1,805,109	7,501,633	37,209	72,364	11,739,578

The Company's property, plant and equipment other than motor vehicles were revalued on 31st December, 1993, by Knight Frank and Rutley (Nigeria), external independent valuers. Valuations were on the basis of open market value. The book values of the revalued assets were adjusted to the revaluations and the resultant surplus was credited to the revaluation reserves in shareholders' equity. Revaluation is carried out as the need arises.

Notes to the Financial Statements (Continued)



10 Intangible assets

The amounts recognised as intangible assets represent cost of finite-lived software acquired in 2011. There was no amortisation of software cost to profit and loss account in 2011 because the asset was not available for use.

11 Inventories

	2011 N'000	2010 N'000
Raw materials	5,239,936	3,662,852
Work in progress	76,925	484,617
Finished goods	1,635,362	1,392,323
Engineering spares and other stocks	754,125	746,952
	<u>7,706,348</u>	<u>6,286,744</u>

12 Receivables and prepayments

	2011 N'000	2010 N'000
Trade receivables	905,654	1,745,632
Due from related companies (Note 21)	1,907,551	1,147,291
Other receivables and prepayments	2,798,151	2,338,381
	<u>5,611,356</u>	<u>5,231,304</u>

13 Cash and bank balances

	2011 N'000	2010 N'000
Short term bank deposits	978,721	444,453
Cash at bank and in hand	1,963,651	2,233,262
	<u>2,942,372</u>	<u>2,677,715</u>

For the purposes of the cash flow statement, cash and cash equivalents comprise cash in hand and deposits held at call with banks, net of bank overdrafts. In the balance sheet, bank overdrafts are included in current liabilities. The year-end cash and cash equivalents comprise the following:

	2011 N'000	2010 N'000
Cash and bank balances	2,942,372	2,677,715
Bank overdrafts	-	(730,809)
	<u>2,942,372</u>	<u>1,946,906</u>

The company had overdraft facilities up to a limit of N22.19 billion as at 31 December 2011 (2010: N15.02 billion). The facilities are unsecured and do not cost anything if not utilised. The bank overdraft facilities are subject to annual renewal.

The effective interest rate on bank overdrafts was 14.88% (2010: 11.25%).

Notes to the Financial Statements (Continued)



14 Payables and accrued expenses

	2011 N'000	2010 N'000
Amount due to related companies (Note 21)	4,422,341	3,408,094
Trade payables	4,823,550	3,655,744
Unclaimed dividends (Note 14a)	479,017	491,748
Other creditors and accruals	6,343,503	4,122,590
	<u>16,068,411</u>	<u>11,678,176</u>

(a) Unclaimed dividends

	2011 N'000	2010 N'000
As at 1 January	491,748	503,907
Dividend declared	4,161,625	4,048,127
Dividend paid during the year	(4,174,356)	(4,060,286)
As at 31 December	<u>479,017</u>	<u>491,748</u>

At the Annual General Meeting held on 10 May 2011, the shareholders approved a dividend of N1.10 per share (2010: N1.07 per share); amounting to N4.17 billion (2010: N4.06 billion).

The dividend is subject to deduction of withholding tax which will not be retained by the company but is payable to the federal and state revenue authorities.

15 Deferred income tax

Deferred income tax is calculated using the enacted income tax rate of 30% (2010: 30%). The movement on the deferred income tax account is as follows:

	2011 N'000	2010 N'000
At the start of year	1,137,295	1,147,804
Charge/(credit) to profit and loss account (Note 5)	105,038	(10,509)
At end of year	<u>1,242,333</u>	<u>1,137,295</u>

Deferred income tax assets and liabilities, deferred income tax charge/(credit) in the profit and loss account, and deferred income tax charge/(credit) in equity are attributable to the following items:

	1.1.2011 N'000	Credit to P&L N'000	31.12.2011 N'000
Deferred income tax liabilities			
Property, plant and equipment	2,170,917	538,002	2,708,919
Deferred income tax assets			
Provisions	(1,031,557)	(203,615)	(1,235,172)
Unrealised exchange differences	(2,065)	(229,349)	(231,414)
Net deferred income tax liability	<u>1,137,295</u>	<u>105,038</u>	<u>1,242,333</u>

16 Long term loan

Long term loan represents bank facility on housing loan provided to employees. The facility is unsecured and is for a maximum period of 10 years.

Notes to the Financial Statements (Continued)



17 Retirement benefit and similar obligation

	Liabilities N'000	Assets N'000	Net N'000
Balance at 1 January	-	-	-
Transfer from unfunded scheme	(1,150,540)	1,202,025	51,485
Return on plan assets	-	153,985	153,985
Interest on pension liability	(132,515)	-	(132,515)
Benefits paid	162,349	(162,349)	-
Balance at 31 December	<u>(1,120,706)</u>	<u>1,193,661</u>	<u>72,955</u>

b) Unfunded retirement benefit obligation

	2011 N'000	2010 N'000
Balance at 1 January	2,067,647	1,926,532
Transfer to funded scheme	51,485	-
Provision during the year	221,120	253,943
Interest on pension liability	250,694	226,509
Benefits paid	(140,677)	(339,338)
Balance at 31 December	<u>2,450,269</u>	<u>2,067,646</u>

c) Service Gratuity

The amounts recognised in the balance sheet as service gratuity scheme are based on an actuarial valuation of the company's obligation as at 31 December 2011.

The principal actuarial assumptions used were as follows:

	2011	2010
- discount rate	14%	12%
- average rate of inflation	10%	10%
- future salary increases	13%	11%

d) Pension

In line with the Pension Act 2004, the company operates a pension scheme. The contribution made towards securing the future benefits in the scheme is as follows:

	Management staff	Non-management staff
Employer	7.5%	16.0%
Employee	<u>7.5%</u>	<u>10.0%</u>

18 Contingent liabilities

There were no contingent liabilities in the ordinary course of business arising out of guarantees and agreements.

The Company is involved in pending litigations arising in the ordinary course of business. In the opinion of the Directors, the risk of material claims crystallising against the company from those litigations is assessed as low.

Notes to the Financial Statements (Continued)



19 Commitments

	2011 N'000	2010 N'000
Capital expenditure contracted for at the balance sheet date but not recognised in the financial statements	502,586	1,380,672

20 Cash generated from operations

Profit before income tax	7,983,312	6,151,855
Adjustments for:		
Depreciation of property, plant and equipment (Note 9)	916,348	954,263
Loss/(profit) on sale of property, plant and equipment	38,977	(4,834)
Asset impairment	148,913	310,058
Interest income (Note 4)	(60,917)	(77,095)
Interest expense (Note 4)	273,822	327,030
Changes in working capital:		
- increase in inventories	(1,419,604)	(1,359,479)
- (increase)/decrease in receivables and prepayments	(380,052)	1,567,177
- increase in payables and accrued expenses	5,714,663	4,045,803
- increase in retirement benefit obligations	309,667	141,114
	13,525,129	12,055,892

21 Related party transactions

The company is controlled by Unilever Plc incorporated in the United Kingdom which is the ultimate parent of the Group. There are other companies that are related to Unilever Nigeria Plc through common shareholdings or common directorships.

The following transactions were carried out with related parties:

i) Trade mark, and technology and patent licences

Unilever Plc London has given Unilever Nigeria Plc exclusive right to the know-how, manufacture, distribution and marketing of its international brands namely: OMO, CLOSE-UP, LIPTON, SUNLIGHT, BLUE BAND, VASELINE, LUX, KNORR, ROYCO, LIPTON, LIFEBOUY, PEPSO DENT etc in Nigeria. In consideration of this, a Royalty of 2.5% of Net Sales Value is payable by the company to Unilever Plc London. The royalty payable under this agreement for the year is N1,256 million (2010: N1,097 million).

ii) Central support and management services

The company has a Management Services Agreement with Unilever Plc, London for provision of corporate strategic direction, and expert advice/support on legal, tax, finance, human resources and information technology matters. In consideration for this, a fee of 2% of profit before tax is payable by the company to Unilever Plc, London. The fee payable under this agreement in 2011 was N191 million (2010: N130 million).

	2011 N'000	2010 N'000
iii) Sale of goods to related parties	1,122,564	728,687
iv) Purchases of finished goods for resale from related parties	2,734,842	2,630,631

v) Outstanding related party balances as at 31 December 2011 were:

Notes to the Financial Statements (Continued)



(a) Receivables from related parties

Unilever Plc	140,455	739,688
Other related parties	1,767,096	341,500
	1,907,551	1,081,188

(b) Payables to related parties

Unilever Plc	1,379,984	3,110,948
Other related parties	3,042,357	155,301
	4,422,341	3,266,249

vi) Directors' remuneration

(a) Fees for services as director	5,321	4,737
Other emoluments as management	208,867	268,887
	214,188	273,624

(b) The emoluments (excluding pension contributions) of the chairman of Board of Directors

	1,250	1,250
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iii) The emoluments of the highest paid director

	87,289	71,732
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22 Comparatives

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

Statement of Value Added



	2011 N'000	%	2010 N'000	%
Turnover	54,724,749		46,807,860	
Bought in materials and services:				
- local	(16,787,732)		(19,291,344)	
- Imported	(25,074,207)		(16,757,139)	
	(41,861,939)		(36,048,483)	
	12,862,810		10,759,377	
Finance income	60,917		77,095	
Value added	12,923,727	100.00	10,836,472	100.00
Applied as follows:				
To pay employees' salaries, wages and benefits	3,750,245	29.02	3,403,324	31.41
To provide for maintenance of assets	916,348	7.09	954,263	8.81
To pay taxes to government	2,492,236	19.28	1,971,235	18.19
To pay dividends to shareholders	4,161,625	32.20	4,048,127	37.36
To pay interest on borrowings and deposits	273,822	2.12	327,030	3.02
Retained for company's growth	1,329,451	10.29	132,493	1.21
	12,923,727	100.00	10,836,472	100.00

Five Year Financial Summary

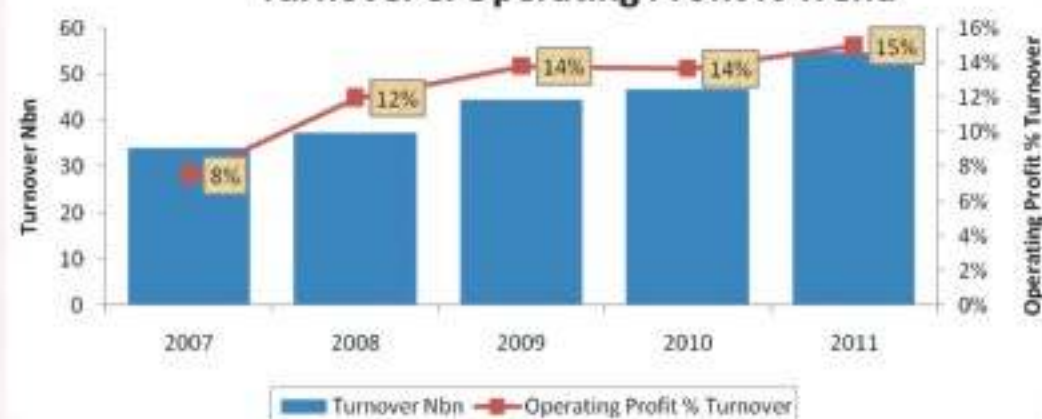


Financial performance

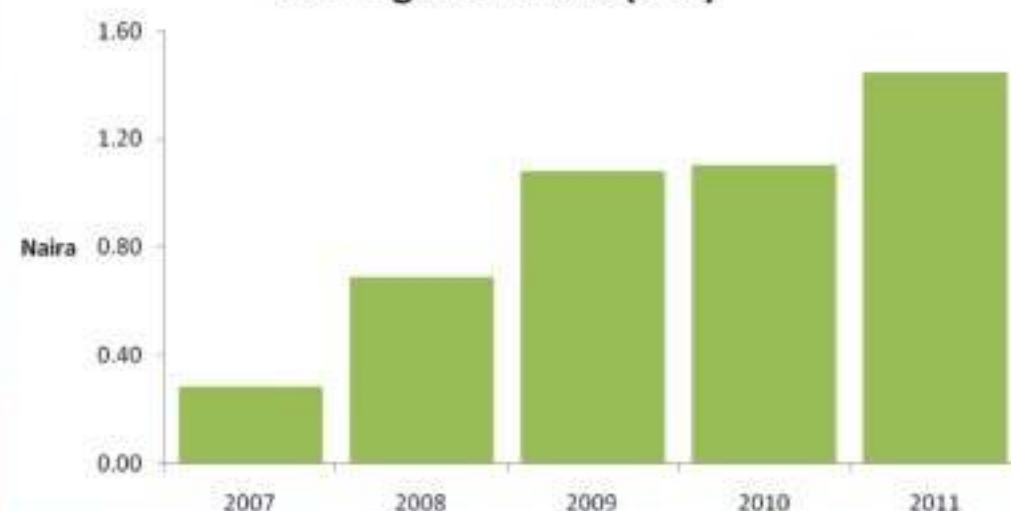
	2011 N'000	2010 N'000	2009 N'000	2008 N'000	2007 N'000
Turnover	54,724,749	46,807,860	44,481,277	37,377,492	33,990,848
Gross profit	20,001,626	17,446,194	17,388,840	13,016,943	11,412,903
Net operating expenses	(11,805,409)	(10,639,307)	(10,327,793)	(8,544,647)	(8,860,111)
Operating profit	8,196,217	6,806,887	7,061,047	4,472,296	2,552,792
Profit before taxation	7,983,312	6,151,855	5,661,052	4,144,849	2,013,148
Taxation	(2,492,236)	(1,971,235)	(1,567,230)	(1,548,316)	(716,615)
Profit after tax and before extraordinary item	5,491,076	4,180,620	4,093,822	2,596,533	1,296,533
Extraordinary item (net of tax)	-	-	-	-	(219,037)
Profit for the year	5,491,076	4,180,620	4,093,822	2,596,533	1,077,496
Earnings per share (Naira)	1.45	1.11	1.08	0.69	0.28
Capital employed					
Share capital	1,891,649	1,891,649	1,891,649	1,891,649	1,891,649
Share premium	45,717	45,717	45,717	45,717	45,717
Reserves	7,727,311	6,397,861	6,265,368	4,744,187	3,093,478
Shareholders' funds	9,664,677	8,335,227	8,202,734	6,681,553	5,030,844
Net assets					
Fixed assets and other non-current assets	16,019,882	11,739,578	9,975,242	9,056,190	8,640,971
Net current (liabilities)/assets	(2,624,103)	(199,410)	1,301,828	693,748	(1,029,428)
Non-current liabilities	(3,731,102)	(3,204,941)	(3,074,336)	(3,068,385)	(2,580,699)
	9,664,677	8,335,227	8,202,734	6,681,553	5,030,844
Net assets per share (Naira)	2.55	2.20	2.17	1.77	1.33

Charts

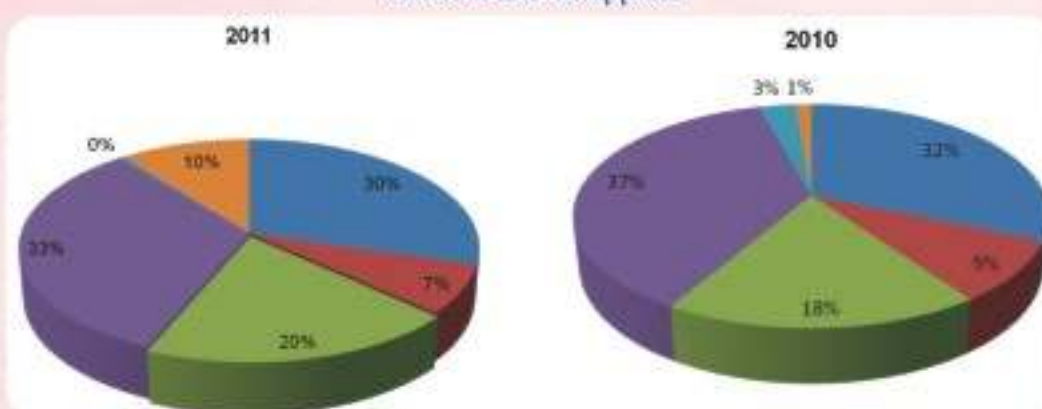
Turnover & Operating Profit % Trend



Earnings Per Share (EPS)



Value Added as Applied



- *To pay employees' salaries, wages and fringe benefits including terminal benefits
- *To provide for maintenance of assets
- *To pay taxes to Government
- *To pay dividend to shareholders
- *To pay interest on borrowings and deposits
- *Retained for Company's growth

Shareholders' Information

ACTIVE SHAREHOLDERS -SUMMARY

Position As at 31/12/2011

Share Range	No of Shareholders	% of Shareholder	No Of Holdings	% Shareholding
1-1000	34,055	34.35	15,443,251	0.41
1,001-5,000	35,571	35.88	94,751,756	2.50
5,001-10,000	11,109	11.21	86,145,896	2.28
10,001-50,000	13,328	13.44	303,390,616	8.02
50,001-100,000	2,753	2.78	198,847,718	5.26
100,001-500,000	2,002	2.02	346,066,523	9.15
500,001-1,000,000	161	0.16	111,861,709	2.96
1,000,001-99,999,999,999	159	0.16	2,626,788,781	69.43
TOTAL :-	99,138	100.00	3,783,296,250	100.00

Unilever Share Capital History

S/N	YEAR	BONUS RATIO	SHARE CAPITAL
1	1976	1:2	21,522,752
2	1977	3:2	53,806,880
3	1978	1:2	80,710,320
4	1979	1:4	100,887,900
5	1980	1:15	107,613,760
6	1981	NIL	107,613,760
7	1982	NIL	107,613,760
8	1983	NIL	107,613,760
9	1984	NIL	107,613,760
10	1985	1:4	134,517,200
11	1986	NIL	134,517,200
12	1987	NIL	134,517,200
13	1988	NIL	134,517,200
14	1989	1:2	201,775,800
15	1990	1:3	269,034,400
16	1991	NIL	269,034,400
17	1992	NIL	269,034,400
18	1993	1:3	358,712,533
19	1994	1:2	538,068,800
20	1995	1:4	672,586,000
21	1996	1:2	1,008,879,000
22	1997	NIL	1,008,879,000
23	1998	1:5	1,210,654,800
24	1999	NIL	1,210,654,800
25	2000	NIL	1,210,654,800
26	2001	NIL	1,210,654,800
27	2002	3:2	3,026,637,000
28	2003	NIL	3,026,637,000
29	2004	NIL	3,026,637,000
30	2005	NIL	3,026,637,000
31	2006	1:4	3,783,296,250
32	2007	NIL	3,783,296,250
33	2008	NIL	3,783,296,250
34	2009	NIL	3,783,296,250
35	2010	NIL	3,783,296,250
36	2011	NIL	3,783,296,250

Unclaimed Dividends & Share Certificates

Currently, our unclaimed Dividends Account indicates that some Dividend Warrants have not been presented to the Bank for payment while others have been returned to the Registrar as unclaimed because the addresses could not be traced. A help desk is available to handle Shareholders' enquiries at:

Company Secretary's Office
Unilever Nigeria Plc.
1 Billingsway
Oregon,
Lagos
Tel: 01-2793000

Consolidation of Holdings

Any Shareholder desirous of consolidating his/her holdings should please contact the Registrar's office at:

The Registrar
Union Registrars Limited
2, Burma Road
Apapa
Lagos.
Tel: 01-2793160-4

Electronic Circulation of Annual Report and Financial Statements and other Shareholder Information

In line with Unilever's ambition to double its business size while reducing its environmental impact, Unilever recently launched the Unilever Sustainable Living Plan (USLP) at the World Economic Forum in Davos. A major part of Unilever's sustainability agenda is to contribute its small actions geared to make a big difference in reduction of trees felling and de-afforestation and support the global move to a 'paperless society'. Accordingly, Unilever Nigeria Plc will from 2013 commence the circulation of its Annual Report and Accounts and other Shareholder information in electronic format via its website, e mail or in an environmentally and user friendly Compact Disk (CD) format as an alternative to the customary printed Annual Report and Accounts Booklet.

With effect from 1st January, 2013, the Annual Report and Accounts for year ended 31st December, 2012, List of Unclaimed Dividends and other Shareholder information will be circulated in CD format which can be accessed only through electronic means. A pdf version of the Annual Report and Accounts will also be available for download from our website www.Unilevernigeria.com

The above initiative is expected to provide the following benefits:

1. Contribute to the sustainability of our environment
2. Ensure convenient storage of your Company's information for longer periods than on paper.
3. Timely production and circulation of shareholder information
3. Improved profitability as a result of lower production cost

However, a Shareholder who wishes to receive a paper copy of the 2012 Annual Report and Accounts, should kindly complete and sign the Request Form below and deliver it to the Registrar (Union Registrars Ltd.) either at the venue of the Annual General Meeting or to their offices located at 2 Burma Road, Apapa, Lagos.

Unilever Nigeria Plc. Request For Paper Copies of 2012 Annual Report and Accounts

I request that Unilever Nigeria Plc. send me a paper copy of the 2012 Annual Report and Accounts and all related shareholder notices and information.

Name of Shareholder:

.....

Address of Shareholder:

.....

Signature of Shareholder:

.....

Date:

.....

Electronic Dividend and Electronic Bonus

The Company is already implementing payment of E-Dividend. E-Dividend is the electronic crediting of Shareholder's bank accounts with the Dividend due to them once this has been approved at the Annual General Meeting.

The Company supports the introduction of e-dividend in order to reduce the incidence of unclaimed dividends, avoid the incidence of stolen warrants, eliminate the delay or loss associated with postage as well as the inconveniences associated with revalidation of dividend warrants currently being encountered by Shareholders. With the introduction and implementation of the e-Dividend Scheme, Shareholders will have immediate access to their dividends once their bank accounts have been credited.

We also intend to implement the use of e-Bonus for all future bonus shares issued by the Company. The implementation of the e-bonus payment will eliminate risk of fraud that is prevalent in the Stock Market and enable the Shareholder to be more confident about his investment in stocks as well as making trading in shares faster and easier for them. Shareholders are urged to take advantage of this and dematerialize all their share certificates.

Consequently, all shareholders are required to complete the detachable Form for e-Bonus and e-Dividend and deliver it to the Registrar (Union Registrars Ltd) either at the venue of the Annual General Meeting or to their offices located at 2 Burma Road, Apapa, Lagos.



Jollof Rice needs no invitation

Being a career woman, I strive professionally to be the best in everything I do. Be that as it may, as a woman, nothing gives me more pleasure and satisfaction than giving my family the best of mealtime experiences. Watching them enjoy every delicious meal at the table reaffirms why I work hard just to be the best mother and wife that I can be. Nothing beats family mealtimes. No other seasoning brings my family together happily like Knorr.

Amaka; Legal Practitioner. Wife and mother.



Shareholders' Information (continued)



Application Form for Electronic Dividend and Electronic Bonus

Dear Shareholder,

SHAREHOLDER'S DATA UPDATE:

In our quest to update shareholders data with the current technology in the Capital Market – e-Dividend and e-Bonus we kindly request you to complete this form with the following information:

NAME OF SHAREHOLDER/ CORPORATE SHAREHOLDER

No of Units Held -----

CURRENT ADDRESS -----

Telephone Nos -----

CSCS Account No -----

Email address -----

Name and Address of Stock Broking firm: -----

Shareholder's Bank Name and Branch address -----

Bank Account No -----

Bank Branch Code (if any) -----

Please notify the Registrars, Union Registrars Limited of any change in the above information as soon as it occurs.

Yours faithfully

UNILEVER NIGERIA PLC

Note: By filling and sending this form to our Registrars: Union Registrars Limited of 2 Burma Road Apapa Lagos, you have applied for e-Dividend and e-Bonus thereby authorizing UNILEVER NIGERIA PLC to credit your accounts in respect of dividends and bonuses electronically.

**Please complete and return to
UNION REGISTRARS LIMITED
2, BURMA ROAD
APAPA**

**FOR REGISTRARS
USE ONLY**

NAME: -----

SIGNATURE: -----

DATE: -----

COMPANY SEAL (IN CASE OF CORPORATE SHAREHOLDER)

SIGNATURE/RIGHT THUMBPRINT OF SHAREHOLDER



sunlight clean, Sunlight fresh!



Sunlight
2in1

photo gallery



photo gallery



Product Range



CLOSE UP: Clear leader in Oral care



As one of Unilever Nigeria PLC's leading brands, Close Up toothpaste sits at the citadel of leadership in the Nigerian Oral Care market; this has been achieved through consistent innovations geared towards satisfying consumer needs.

In addition to the existing variants (Close up Red Hot,

Close up Menthol Chill and Close up Herbal), the Close up Complete 8 action range (whitening and regular) and Close Up White Now, were introduced to offer advanced care and whitening benefits to consumers.

In a similar vein, the brand has pioneered a market development initiative tagged the "Brush day+ night Campaign", aimed at establishing good oral care practice among children and their parents; driving behavioural change through emulation.

In 2011, the Close Up brush day + night campaign reached 729,730 children in 908 schools within 7 states (Lagos, FCT, Ekiti, Ondo, Kogi, Oyo, Kaduna). Children were educated on good oral hygiene and received free promotional items including product samples, toothbrushes, writing materials and cups.

Close Up continues to lead the oral care market as well as the oral health campaign and in August, 2011 the Brand celebrated the 20th year anniversary of its partnership with the Nigerian Dental Association to increase the awareness on the importance of oral hygiene.

PEPSODENT: Cavity Fighter



As one of Unilever Nigeria Plc's leading brands, Close Up Toothpaste sits at the citadel of leadership in the Nigerian Oral Care market. This has been achieved through consistent innovations geared towards satisfying consumer needs. In addition to the existing variants (Close Up Red Hot, Close Up Menthol Chill and Close Up Herbal), the Close Up Complete 8 range (Regular

and Whitening) and Close Up White Now were introduced to offer advanced care and whitening benefits to consumers.

In a similar vein, the brand has pioneered a market development initiative tagged 'Brush Day + Night Campaign', aimed at establishing good oral care practice among children and their parents and driving behavioural change through emulation. The campaign, which has been running for the last three years, reached in 2011, a total of 729,730 children in 908 schools within 7 states in the South West and Middle belt regions of Nigeria. Not only were the pupils educated on good oral hygiene, they also received product samples, toothbrushes, mouth rinse cups and writing materials. In addition to this, Close Up sponsored a Mass Tooth brushing event on Childrens' day, and for the first time in Nigeria, 2,500 children were recorded brushing their teeth at the same time.

In August, Unilever Nigeria celebrated 20 years of the partnership between Close up & the Nigerian Dental Association (NDA), and the brand continues to work with the NDA and the FDI to increase awareness on the importance of Oral hygiene through the Live, Learn and Laugh programme and the communities programme.

In line with the ambition to continually satisfy consumer needs, Unilever Nigeria re-introduced Pepsodent into the Nigerian Oral Care Market in October 2011 to give consumers a choice between gel based and chalk based toothpaste. The new Pepsodent variant, Cavity Fighter was

Product Range (continued)



developed in response to the growing need for cavity protection among Nigerian consumers. Pepsodent Cavity Fighter was unveiled at the conference of the International Association of Dental Researchers (IADR) in Abuja, where the technology behind it received rave reviews from the IADR and key opinion formers in attendance. The brand also moved the oral health campaign a step further by embarking on a 'March Against Cavities in Nigeria', a 10km walk which had 1000 people in attendance. As part of launch activities, the brand also provided free dental checks and product samples to shoppers in modern trade outlets and open markets across the country.

Unilever Nigeria is poised to contribute even further to national development, and plans to further drive awareness of the importance of better oral care habits for the Nigerian consumer, which is the key to building healthy families.

OMO and SUNLIGHT



At Unilever, the satisfaction of our consumers is at the heart of our business, we value quality in all we do, constantly offering great products that help people feel good and get more out of life.

Omo and Sunlight, our tested and trusted brands, have over the years, consistently, offered

laundry care

Nigerians cleaner and brighter washes without the hassle.

With the relaunch of Omo, we are offering consumers the best ever stain removal formulation, guaranteed to remove tough dried-in stains in one step and keeping whites really white.

Sunlight on the other hand, offers great cleaning and a sensational experience with its great long-lasting fragrances, making wash times a delight.

We began 2011 with a revamped door to door activation, where the activation crew went from home to home rewarding consumers who had OMO in their homes by inviting them for the Omo stain challenge where they put Omo to the stain test and won fantastic cash prizes for their children's scholarship.

We also had the Omo 'Ojemba 1' activation where the new OMO was officially unveiled amid pump and pageantry with more than 12,000 women in attendance across eight states in South East and South South region of the country.

The OMO brand also demonstrated its nationalistic and patriotic virtues during the Nigerian 51st Independence anniversary celebration, where a lot of fantastic prizes were given out to consumers; 2 cars, 51 washing machines, 151 Nigerian Jerseys, 251 bicycles, 251 footballs and amazing cash prizes.

This year, we will continue to deliver our promise of offering Nigerians the best laundry experience, giving mothers the luxury to allow their kids play, learn and enjoy and taking out the stains with Omo, and a sensational washing experience with Sunlight.

ROYCO - Aroma You Can't Resist



It was joy, laughter and celebration all the way as Royco knocked on the doors of our esteemed consumers filling the air in every home with Royco 's irresistible "Aroma".

The Royco Aroma Challenge which was launched in 2010 is

Product Range (continued)



back bigger, better and more aroma to bring husbands home to good cooking.

In 2011, Royco reached out with a door-to-door campaign visiting consumers in their homes placing Royco cubes in every home. Women came out in mass to cook exotic soups and stews filling the air with Royco's aroma, aroma you can't resist; the women won even more exciting and mouth watering gifts from Royco, including kitchen appliances, motorbikes and brand new Kia picanto cars to ensure their husbands hurry home to their good cooking.

Thanks to Royco, for the celebration in every home and good cooking with the aroma you can't resist, more Nigerian Husbands have a good reason to hurry home to good cooking but that's not all; Royco has got more for 2012.

Create a celebration in your home everyday with Royco cubes to make sumptuous meals, whatever you choose to make for dinner or lunch be sure Royco will add that extra feeling of satisfaction.

KNORR –For The Tastiest Jollof Rice



Knorr; a premium brand that keeps promises has carved a niche in the hearts and homes of consumers in 2011. Knorr made an incredible mark riding on great insight on the Jollof rice cooked in many homes everyday.

Knorr held the first ever Jollof rice festival across the country placing cubes of Knorr in every pot of Jollof rice cooked speaking the goodness of the chicken flavour. Over 5000 plates of Jollof rice from across the Nigeria. Are you looking for creative ways to make your Jollof rice? Knorr has got the answer with the Knorr chicken cube.

Taste could never be if there was no Knorr as women came out to showcase in style exotic and Tasty Jollof rice cooked with Knorr. Women with the tastiest Jollof rice made with Knorr carted away mouth watering and mind blowing kitchen utensils and household appliances ranging from Giant freezers, electric and gas cookers, microwaves etc. Knorr also kept even more promises. Taking 6 families who are winners from the 2010 Knorr cook and win family picnic on an all expense paid trip to Nairobi-Kenya to experience good family moments and renewing family bonds under relaxed atmosphere of fun, tasty meals and love.

Knorr brings taste to every pot and happiness to every home, join the revolution with cubes of Knorr and get more out of life.

BLUEBAND MARGARINE



quality blends which are essential for the development of the eyes, bones and teeth have retained their number one position as the leaders in the category in 2011 and have continued to

The Spreads category remains a key part of our business. It is at the heart of the Unilever Sustainable Living plan, providing required nutrition for growing children. We are driving two brands on this platform Blueband Margarine remains an important daily source of essential vitamins A, D and Fats which nutrition experts have identified are necessary for daily growth in children. Our special

Product Range (continued)



gain top of mind awareness with children, mothers and customers. BlueBand is available in 2 variants, offering consumers a choice:

Blueband Original: ideal for cooking, baking and spreading

Blueband Spread for Bread: ideal for spreading only.

We kicked off 2011 with our **"Don't Forget to Spread"** campaign, raising awareness among mothers on the benefits of BlueBand and the need to spread every slice of bread with BlueBand. This campaign was implemented on TV, Radio and at various points where the brand is bought. We also added two new pack sizes to meet the varying needs of the Nigerian consumer: 900g and 75g tubs were launched.

LIPTON YELLOW LABEL TEA



As Nigeria's Number one Tea brand, Lipton continues to lead the category and has consistently retained its distinction. Lipton tea remains the first choice for consumers because of its richness and long-standing heritage.

According to Nutrition experts, tea is the only beverage in the world to contain Theanine, which helps enhance mental alertness and concentration.

In 2011, we drove our **"Switch On Your Mind"** with Lipton campaign on TV and Outdoor alongside habit building campaigns in offices and some University campuses. A cup of Lipton will kick start your day and switch on your mind so you can cope with the everyday challenges and distractions and still achieve your set goals.

Take that step today, start your day with a cup of premium quality Lipton Yellow Label Tea and enjoy the inherent goodness of tea.

LIFEBUOY ...Winning in Health & Hygiene across Nigeria.



Developing countries like Nigeria would not achieve their 2015 Millennium Development Goals (MDGs) for reductions in child mortality without significant improvement in personal and public hygiene.

The two leading killers of children across the world – pneumonia and diarrhoea – account for 15% and 17% of under-5 deaths respectively in Africa. Nigeria accounts

for 400,000 child deaths annually – the 2nd highest number of child deaths due to diarrhoea in the world (UNICEF/WHO 2009). These diseases are mostly transmitted through contaminated hands.

Lifebuoy Soap, the world's no.1 and highest-selling health soap, was launched in the Nigeria market after a prolonged absence in March 2011 with a unique social mission to reduce infant mortality rates by promoting the culture of handwashing and good hygiene practices.

This was clearly demonstrated in the brand's collaborations with **National Infection Control Association (NICA), National Task Group on Sanitation, Paediatric Association of Nigeria (PAN), National Association of Nigeria Nurses and Midwives (NANNM), Ministry of Health (MOH), Federal Government (FG) and The Office of the Presidency** on this cause.

Lifebuoy partnered with the Lagos State Ministry of Health by donating free Lifebuoy soaps to about 100,000 nursing mothers that participated in the Maternal and Nursing Child Health (MNCH) week in October 2011.

Product Range (continued)



In July 2012, staff of Unilever Nigeria Plc participated in the **Lifebuoy Cares initiative**, a CSR event targeted at school children to enlighten them on the importance of handwashing with soap. About 50,000 children were reached and were each given free samples of Lifebuoy health soap in one day in various schools around Lagos State.

Lifebuoy gathered children from 600 primary & secondary schools in Lagos State to commemorate the Global Handwashing Day at Tafawa Balewa Square (TBS) Lagos on October 14th 2011. The Global Handwashing Day is a day set aside globally since 2008 to **raise awareness about the benefits of handwashing with soap**.

Lifebuoy successfully broke the Guinness World Record on that day for getting the most number of people to wash their hands at the same time and the same location (37,809 people). This is a giant step in our long-term ambition of becoming the no.1 health soap in Nigeria.

The new and advanced Lifebuoy comes in four unique variants: **Lifebuoy Total, Lifebuoy Herbal, Lifebuoy Care and Lifebuoy Deofresh**. Each variant contains a superior active ingredient, **ACTIVE 5**, which offers unparalleled germ protection and other added benefits for more than 12 hours during the day.

Keeping yourself and your family safe from disease-causing germs is no longer a challenge. Use Lifebuoy Health soap today and join us in our commitment to stop germs and prevent sicknesses in Nigeria.

LUX... Tempting Him with Soft & Smooth Skin for over 40 years



LUX Beauty soap still remains the highest selling soap in the world and is largely recognized as the no.1 beauty soap for celebrities all over the world. Over the years, LUX has continued to deliver on its promise and hold its place in the Nigerian market.

The LUX beauty soap comes in 5 exciting variants: LUX

White, LUX Strawberry and Cream, LUX Peach and Cream, LUX Nuts and Cream and LUX Even Glow. Each variant is perfectly formulated to address the woman's desire for beautiful skin. LUX also contains moisturizing oils and Vitamin E which keeps the skin soft, smooth and beautiful. Trust LUX to nurture your skin to give it that irresistible tempting look and feel. Every woman deserves to be beautiful ... Every woman deserves LUX.

VASELINE & PEARS... Mothers nurturing their babies from generation to generation



The Vaseline and Pears baby products are strategic brand portfolios in Unilever Nigeria. These Nigerian heritage brands or "local jewels" are trusted and most often recommended by hospitals and medical professionals as the ideal baby care products.

The VASELINE Range consists of VASELINE Petroleum Jelly and VASELINE Baby Jelly. The PEARS Range consists of PEARS baby powder, PEARS baby oil, PEARS moisturizing cream, PEARS baby jelly and PEARS baby lotion.

While Vaseline Petroleum Jelly remains the No.1 Premium Petroleum Jelly brand in Nigeria, the Pears baby ranges also continues to enjoy strong consumer patronage and are favourite household brands in the Skin Care category across the country.



Shareholder ADMISSION FORM

Please admit shareholder whose name appears on this Form or his/her duly appointed proxy to the Annual General Meeting to be held at the Grand Banquet Hall of the Civic Centre, Ozumba Mbadiwe Road, Victoria Island, Lagos on Thursday 10th May, 2012 at 11 O' clock in the forenoon

NOTES:

1. This admission card must be produced by the Shareholder or his proxy in order to obtain entrance to the meeting
2. Shareholders or their proxies are requested to sign the admission cards before attending the meeting.

No. of shares held

A. ADEMOLA (MRS.)
Company Secretary



Thursday 10th May, 2012
Name and Address of shareholder

No. of shares held

Shareholder
Proxy

Signature of Person attending:

The Blue Band family is growing.



**NEW
Small
Tub**

**NEW
Large
Tub**

Daily Nutrition. Daily growth.

Proxy Form



87th ANNUAL GENERAL MEETING TO BE HELD AT 11.00 AM ON THURSDAY 10th MAY 2012 AT THE GRAND BANQUET HALL, CIVIC CENTRE, OZUMBA MBADIWE STREET, VICTORIA ISLAND, LAGOS.

I/WE being a member/ Members of UNILEVER NIGERIA PLC, hereby

appoint**

of or failing him, the Chairman of the meeting as my/our proxy to act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 10th May, 2012 and at any adjournment thereof:

Dated this day of 2012

RESOLUTION	FOR	AGAINST
To declare a dividend		
To elect Shareholders' Representatives on the Audit Committee		
To re-elect MALLAM ABBA KYARI as a Director		
To re-elect MR ATEDO PETERSIDE as a Director		
To re-elect HIS MAJESTY NNAMEKA A. ACHEBE as a Director		
To authorise Directors to fix the Auditor's Remuneration		
To fix the Directors' Fees		

Please indicate with an 'X' in the appropriate square how you wish your votes to be cast on the resolutions referred to above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.

IF YOU ARE UNABLE TO ATTEND THE MEETING

A Member (Shareholder) who is unable to attend the Annual General Meeting is allowed by law to vote on a poll by proxy. The above proxy form has been prepared to enable you to exercise your right to vote, in case you cannot personally attend the Meeting.

Following the normal practice, the Chairman of the Company has been entered on the Form to ensure that someone will be at the Meeting to act as your proxy but if you wish you may insert in the blank space on the form (marked**) the name of any person, whether a member of the Company or not, who will attend the Meeting and vote on your behalf instead.

Please sign this proxy form and send it, so as to reach the address shown overleaf not later than 11.00 a.m. on 7th May, 2012. If executed by a Corporation, the Proxy Form should be sealed with the Common Seal.

The Proxy must produce the Admission Form within the Annual Report and Accounts booklet to obtain entrance to the Meeting.

A Member voting in his own right as a member and also voting as proxy for another or other members should fill one voting paper for his own holding and a separate paper for each of the members he is representing

For Company's use only	No. of Shares	
------------------------	---------------	--



SECOND FOLD HERE

Please
affix
postage
stamp

THE REGISTRAR
UNION REGISTRARS LIMITED,
2, BURMA ROAD,
LAGOS.

THIRD FOLD HERE AND INSERT



CERTIFICATE

**The most number of people
washing their hands is 37,809 at
one single event organised by
Unilever Nigeria Lifebuoy Team
and the Federal Government of
Nigeria at TBS Onikan
in Lagos, Nigeria on
14 October 2011.**

GUINNESS WORLD RECORDS



