

24 February 2016

Unilever N.V.

(guaranteed on a joint and several basis by Unilever PLC
and Unilever United States, Inc.)

and

Unilever PLC

(guaranteed on a joint and several basis by Unilever N.V.
and Unilever United States, Inc.)

and

Unilever Japan Holdings K.K.

(guaranteed on a joint and several basis by Unilever N.V.
and Unilever PLC)



U.S.\$15,000,000,000 Debt Issuance Programme

This Supplement ("**Supplement**") to the Information Memorandum dated 1 May 2015 (the "**Information Memorandum**"), which comprises a base prospectus for each of Unilever N.V. ("**N.V.**"), Unilever PLC ("**PLC**") and Unilever Japan Holdings K.K. ("**UJH**") (each an "**Issuer**" and, together, the "**Issuers**"), constitutes a supplementary prospectus in respect of the base prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 and is prepared in connection with the U.S.\$15,000,000,000 Debt Issuance Programme (the "**Programme**") established by the Issuers. This Supplement is supplemental to, and should be read in conjunction with, the Information Memorandum and any other supplements to the Information Memorandum issued by the Issuers. Terms defined in the Information Memorandum have the same meaning when used in this Supplement, except where the context otherwise requires and save as otherwise defined herein.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**U.K. Listing Authority**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a supplement to the Information Memorandum. The Information Memorandum constitutes a base prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

Each of the Issuers in their capacities as issuers of Notes and N.V., PLC and Unilever United States, Inc. ("**UNUS**") in their capacities as guarantors (together, the "**Guarantors**") accepts responsibility for the information contained in this Supplement. Each of N.V., PLC, UJH and UNUS declares that it has taken all reasonable care to ensure that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in this Supplement and (b) any other statement in, or incorporated by reference in, the Information Memorandum, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Information Memorandum has arisen or been noted, as the case may be, since the publication of the Information Memorandum.

Purpose of this Supplement

The purpose of this Supplement is (i) to incorporate by reference in the Information Memorandum the audited annual financial statements (on both a consolidated and an entity basis) of N.V. and PLC (the consolidated audited annual financial statements of N.V. and PLC being the audited annual financial statements of the Unilever Group) for the financial year ended 31 December 2015 (including the auditors' reports thereon and notes thereto (the "**2015 Results**") which are contained in Unilever's 2015 Annual Report and Accounts (the "**Unilever Annual Report and Accounts 2015**") and (ii) include new "significant change" and "material adverse change" statements in the General Information section of the Information Memorandum.

2015 Results

A copy of the Unilever Annual Report and Accounts 2015 has been filed with the Financial Conduct Authority and, by virtue of this Supplement, the 2015 Results are incorporated by reference in, and form part of, the Information Memorandum.

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive (Directive 2003/71/EC) (as amended) except where such information or other documents are specifically incorporated by reference into the Supplement. The parts of the above mentioned documents which are not incorporated by reference into this Supplement are either not relevant for investors or are covered elsewhere in the Information Memorandum.

Copies of all documents incorporated by reference in the Information Memorandum can be viewed electronically free of charge at <http://www.unilever.com/investorrelations/> and/or <http://www.morningstar.co.uk/uk/NSM> and can also be inspected as described in paragraph 11 of General Information on page 91 of the Information Memorandum.

General Information

Since 31 December 2015, there has been no significant change in the financial or trading position of N.V. or PLC and their respective subsidiaries, taken as a whole, and the Unilever Group.

Since 31 December 2015, there has been no material adverse change in the prospects of N.V. or PLC and their respective subsidiaries, each taken as a whole and the Unilever Group.