

3 November, 2008

## 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 (Holdings) Japan 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 (the “**Supplement**”) to the Information Memorandum (the “**Information Memorandum**”) dated 13<sup>th</sup> May, 2008 which comprises a base prospectus for each of Unilever N.V. (“**N.V.**”), Unilever PLC (“**PLC**”) and Unilever (Holdings) Japan K.K. (“**UHJ**”) (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 (the “**FSMA**”) 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 Services Authority (the “**FSA**”), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (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 prepared 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, UHJ and UNUS declares that it has taken all reasonable care to ensure that, to the best of its knowledge and belief, 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 this Supplement, or incorporated by reference in this Supplement, will prevail.

Save as disclosed in this Supplement, no 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.

Investors should be aware of their rights under section 87Q (4) of the FSMA.

Factors which could be material for the purpose of assessing the risks associated with the Instruments issued under the Programme are set out on pages 8 to 11 of the Information Memorandum.

Following the publication of the following information since the date of the Information Memorandum, the purpose of this Supplement is to incorporate such information into the Information Memorandum.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

The following documents shall be deemed to be incorporated in, and to form part of, this Supplement:

- (1) Unilever's Second Quarter Results 2008 which contain the unaudited condensed interim financial statements of N.V. and PLC for the three months ended 30<sup>th</sup> June 2008; and
- (2) Unilever's Third Quarter Results 2008 which contain the unaudited condensed interim financial statements of N.V. and PLC for the three months ended 30<sup>th</sup> September 2008,

save that any statement contained herein or in any of the documents incorporated by reference in, and forming part of, this Supplement shall be deemed to be modified or superseded for the purpose of this Supplement to the extent that a statement contained in any document subsequently incorporated by reference modifies or supersedes such statement provided that such modifying or superseding statement is made by way of a further supplement to the Information Memorandum pursuant to Article 16 of the Prospectus Directive.

Unless otherwise contained in this document or the documents referred to above, any supplementary information referred to in such documents is not incorporated by reference in, and does not form part of, this document.

Copies of the documents listed above have been filed with the Financial Services Authority and can also be inspected as described in paragraph 10 of General Information on page 66 of the Information Memorandum.