9 March, 2009

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 ("**Supplement**") to the Information Memorandum (the "**Information Memorandum**") dated 13th 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.

N.V. and PLC and their group companies are together referred to in this Supplement as "**Unilever**", the "**Unilever Group**", or the "**Group**".

DOCUMENTS INCORPORATED BY REFERENCE

On 5 February 2009, Unilever released its 2008 Full Year and Fourth Quarter Results, which contain the unaudited condensed interim financial statements of N.V. and PLC for the three months ended 31 December 2008 and the unaudited condensed annual financial statements of N.V. and PLC for the financial year ended 31 December 2008.

On 6 March 2009, Unilever released the Unilever 2008 Annual Report and Accounts which contain the audited annual financial statements (on both a consolidated and an entity basis) of N.V. and PLC for the financial year ended 31 December 2008 (including the auditors reports thereon and notes thereto) (together with the 2008 Full Year and Fourth Quarter Results, the "**Accounts**").

The Accounts shall be deemed to be incorporated in, and to form part of, this Supplement, save that any statement contained herein or in the Accounts 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.

To the extent that the Accounts incorporate any further information by reference, this additional information is not incorporated by reference in, and does not form part of, this Supplement.

Copies of the Accounts 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.

RECENT DEVELOPMENTS

Investment

On 26 January 2009, Unilever announced that it had signed an agreement to acquire the global TIGI professional hair product business and its supporting advanced education academies for a cash consideration of US$411.5million. This transaction is subject to regulatory approval and is expected to be completed by the end of March 2009.

Financing

On 12 February 2009, Unilever issued two senior notes: US$750m 3.65% fixed-rate notes due 2014, and US$750million 4.80% fixed-rate notes due 2019.

Litigation

(a) Ice Cream Cases

As previously reported, in 2006 the European Court of Justice ruled to dismiss the appeal by Unilever's Irish ice cream business, HB Ice Cream, of a 2003 Court of First Instance judgement that upheld the European Commission's 1998 decision to ban HB Ice Cream from imposing cabinet exclusivity in Ireland in circumstances where Unilever cabinets were the only cabinets used by the retailer. Although this final ruling related to a Commission decision that applied to Ireland only, Mars subsequently sought to bring legal claims against Unilever before the courts and to lodge complaints with the competition authorities in a number of European countries in the course of 2007.

In April 2008 Mars and Unilever reached an agreement to settle out of court their differences in respect of distribution arrangements for the sale of Unilever's impulse ice cream. Neither the talks themselves nor any resulting settlement imply any admission of liability on Unilever's part. The payment to be made by Unilever to Mars under the terms of the settlement has been fully provided for.

As regards investigations previously instituted by national competition authorities, the Portuguese competition authority confirmed in 2008 that it had closed its investigation into Unilever's Portuguese ice cream business, subject to certain monitoring obligations that will apply for three years. In Italy, a 2007 ruling by the Consiglio di Stato overturned the 2003 decision of the Italian competition authority ("**ICA**") that responded positively to a notification by Unilever of its policy in relation to outlet exclusivity. The Consiglio di Stato took the view that Unilever's market position in Italy had not been sufficiently investigated by the ICA. To the extent that the ICA decides to reinvestigate the matter, Unilever will engage proactively with the authority with a view to securing a prompt resolution to any outstanding issues.

(b) Other Competition Issues

As previously reported, in 2006 the French competition authorities commenced an inquiry into potential competition law infringements in France involving a number of consumer goods companies in the home and personal care sector, including Unilever France and Lever Fabergé France, both subsidiaries of the Unilever Group. Interviews have been conducted with present and former members of our staff and documents have been supplied to the French authorities. No Statement of Objections or proposals for fines have yet been lodged against either Unilever France or Lever Fabergé France as the authorities' investigation has had to be restarted following procedural challenge. Accordingly, the potential financial implications, if any, of this investigation cannot yet be assessed. A Statement of Objections is, however, expected in the near future.

By a decision dated 19 February 2008, the German Federal Cartel Office imposed a fine on Unilever in relation to anti-competitive behaviour in the toothpaste market in Germany. Unilever lodged an appeal against that decision on 29 February 2008. However, in light of a revised decision reducing the fines to be imposed upon Unilever, the appeal was withdrawn by Unilever on 9 October 2008.

On 25 February 2008, a purported class action lawsuit was filed in the United States of America in the United States District Court for the Northern District of Illinois alleging, relying upon the German investigation described above, that Unilever N.V., Unilever PLC and Unilever United States, Inc. allegedly conspired with certain other companies to fix prices of oral, home and personal care products in the United States. On 18 December 2008, the trial court issued an opinion dismissing all claims in the case for lack of jurisdiction.

In April 2008, Unilever received a notice from the UK Office of Fair Trading requiring the production of documents in relation to an investigation into potential co-ordination of the retail prices of certain products in the grocery sector. A response to the notice was provided in June 2008. It is too early to gauge whether the investigation to which the notice relates will lead to a Statement of Objections being addressed to Unilever or its subsidiaries.

In June 2008, Unilever premises in Austria, Belgium, Italy, the Netherlands and Spain were the subject of unannounced inspections by the European Commission and/or national competition authorities. The inspections were in relation to the home care and/or personal care markets. Requests for information from the European Commission relating to alleged anti-competitive behaviour in detergents markets in the EEA were subsequently received by Unilever in July 2008 and December 2008. Responses were provided in October 2008 and January 2009, respectively. Separately, a request for information relating to alleged anti-competitive behaviour in personal care markets in the Netherlands was received by Unilever from the Dutch Competition Authority in November and a response filed in December 2008. It is too early to gauge whether the investigations that have been initiated will lead to Statements of Objections being addressed to Unilever or its subsidiaries.

It is Unilever's policy to co-operate fully with the competition authorities in the context of all ongoing investigations.

(c) Tax Cases in Brazil

During 2004 the Federal Supreme Court in Brazil (local acronym STF) announced a review of certain cases that it had previously decided in favour of taxpayers. Because of this action, Unilever established a provision in 2004 for the potential repayment of sales tax credits in the event that the cases establishing precedents in our favour are reversed. Since that time Unilever continues to monitor the situation and has made changes as appropriate to the amount provided.

In June 2007, the Supreme Court ruled against the taxpayers in one of these cases. Industry associations (of which Unilever is a member) attempted to negotiate a settlement with the Federal Revenue Service to reduce or avoid the payment of interest and/or penalties on such amounts. On 3 December 2008, the negotiations resulted in the publication of a settlement by the Brazilian government, open to all taxpayers including Unilever. The amount payable based on this offer does not result in additional liabilities beyond those already accounted for.

Also during 2004 in Brazil, and in common with many other businesses operating in that country, one of our Brazilian subsidiaries received a notice of infringement from the Federal Revenue Service. The notice alleges that a 2001 reorganisation of our local corporate structure was undertaken without valid business purpose. The dispute is in court and if upheld, will result in a tax payment relating to years from 2001 to present day. The 2001 reorganisation was comparable with restructurings done by many companies in Brazil. Unilever believes that the likelihood of a successful challenge by the tax authorities is remote. While this view is supported by the opinion of outside counsel there can be no guarantee of success in court.

(d) Cumulative Preference Shares

In November 2006, N.V. announced that it had agreed a settlement with the main parties in a legal dispute over the conversion of the cumulative preference shares that were issued in 1999 as an alternative to a cash dividend. These cumulative preference shares were converted into ordinary shares in 2005 and subsequently cancelled following approval from the Annual General Meeting in 2005. Former cumulative preference shareholders who held these shares at the opening of trading on 24 March 2004 were entitled to participate in the settlement.

A group of former cumulative preference shareholders who had bought their preference shares after 24 March 2004 and who are not entitled to the settlement, instituted claims with the Rotterdam District Court for nullification of the decision of the Board of Directors of N.V. to convert the preference shares and N.V.'s Annual General Meeting decision to cancel the preference shares. The Rotterdam District Court has not yet decided on the merits of these claims. The claims are contested vigorously by N.V.

SUMMARY

The first paragraph of the section titled "**Risk Factors**" on page 7 of the Information Memorandum is deleted in its entirety and is replaced and superseded by the following text:

"Investing in the Notes involves certain risks, some of which have been identified by the Issuers and Guarantors and are set out in more detail below in "***Risk Factors***". Risk Factors identified include general business risk factors which may affect the ability of the Issuers and the Guarantors to fulfil their respective obligations under the Notes issued under the Programme or under the guarantee of the Notes. These general business risk factors include: (i) a decline in consumer confidence affecting Unilever's global brands; (ii) the impact on consumer demand of the economic slowdown; (iii) maintenance of product innovation; (iv) disruption of normal business operations; (v) economic conditions in developing countries; (vi) customer relations; (vii) increasing competitive pressures; (viii) price and supply of raw materials and commodities contracts; (ix) failure to meet high product safety, social, environmental and ethical standards leading to decline in corporate reputation; (x) requirement for additional pension contributions due to movements in equity markets, interest rates and life expectancy; (xi) material and sustained shortfall in cash flow undermining credit rating and ability to raise funding; and (xii) financial risks."

RISK FACTORS

The section headed "**Risk factors relating to the Issuers and their businesses**" beginning on page 8 of the Information Memorandum is deleted in its entirety and is replaced and superseded by the following text:

"Risk factors relating to the Issuers and their businesses

Unless otherwise specified by reference to UNUS or UHJ, the risks apply in the Group context, and are also applicable on a national basis to each of UNUS and UHJ.

The economic slowdown has adversely impacted consumer markets and resulted in a reduction in consumer spending. If we are unable to remain competitive in these changing markets, our profits, profit margins and revenues may be adversely affected. The unprecedented economic slowdown and turmoil in the global economies has adversely impacted consumer markets. These have resulted, and may continue to result, in a reduction in consumer spending in Unilever's markets. Unilever's business is dependent on the continued consumer demand for our products and reduced consumer wealth may result in our consumers becoming unwilling or unable to purchase our products. In view of the current economic slowdown the need to offer consumers a superior value proposition will become more acute. In the event we are unable to remain competitive, our profits, profit margins and revenues may be adversely affected.

We have a number of large global brands and any adverse event affecting consumer confidence or continuity of supply of such a brand could have an adverse impact in many of our markets. As the carrying value of intangible assets associated with some of our brands is significant, and depends on the future success of those brands, there remains a risk that events, such as a reduction in consumer demand affecting one or more of our global brands, could potentially impair the value of those brands.

Our sales growth depends in large part on our ability to generate and implement a stream of consumer relevant improvements to our products. The contribution of innovation is affected by the level of funding that can be made available, the technical capability of the research and development functions, and the success of operating management in rolling out quickly the resulting improvements. If we fail or are otherwise unable to deliver these, it may have an adverse impact on our sales growth.

Increasing competitive pressures and consolidation of customers could adversely impact our rate of sales growth and profit margins.

We face competition in each of the product segments that we operate in from other multinational companies, as well as from local and regional companies. Competitive forces may reduce our market shares or margins. The increasingly competitive environment, further consolidation among retailers and the continued growth of discounters could adversely impact our rate of sales growth and our profit margins.

Maintaining our competitive position against the backdrop of uncertain markets will require us to closely monitor prices and the value that we offer to our customers. If we fail or are otherwise unable to adapt our strategies or reallocate our resources in a timely manner in response to any changes in our markets, our competitiveness and relationships with our customers may be adversely affected.

Our global operations expose us to changes in liquidity, interest rates, currency exchange rates, pensions, and taxation, which may have a negative impact on our business.

By virtue of its global operations, Unilever's asset values, earnings and cash flows are influenced by a wide variety of currencies, interest rates, tax jurisdictions and differing taxes.

Unilever may be unable to effectively manage its various exposures in the future, or provide sufficient liquidity for its operations on an ongoing basis, whether through access to credit markets, commercial paper programmes, long-term bond issuances or otherwise. A significant shortfall in cash flow could undermine our credit rating, impair investor confidence and limit our ability to raise funds.

We are exposed to interest rate fluctuations on our borrowings and need to achieve an optimal balance between fixed and floating rates. These rates are susceptible to market fluctuations and volatility and our inability to manage this effectively may impact our cash flows and profits. Increases in benchmark interest rates could increase the interest cost of our debt and increase the cost of future borrowings.

Because of the breadth of our international operations, we are subject to risks from changes to the relative value of currencies which can fluctuate widely and could have a significant impact on our assets, cash flows and profits.

Certain Unilever businesses have defined benefit pension plans. Falling interest rates and market values on investments coupled with increasing life expectancy may result in the cost of funding these schemes increasing substantially.

In the current economic climate, we also face significant counterparty risk from suppliers, customers and banks.

In view of the current economic climate and deteriorating government deficit positions, tax legislation in the regions that we operate may be subject to change, which may have an adverse effect on our profits.

We derive significant revenues from Developing and Emerging ("D&E") markets. These markets are typically more volatile than developed markets, and any adverse social, political or economic developments in these markets could adversely affect our business.

Unilever has significant international operations. As a result, it is continually exposed to changing economic, political, social developments outside its control, any of which could adversely affect Unilever's business. While Unilever's diverse geographical spread helps to ensure it is not reliant on a single country or region, it also simultaneously exposes it to the full range of risks related with international operations. During 2008, nearly half of our business came from D&E markets.

Input costs are subject to fluctuation, and we are reliant on suppliers and global supply chains as a means of producing and supplying our products.

Our ability to make our products is dependent on obtaining adequate supplies of our raw materials in a timely manner. The price of key raw materials and packaging goods fluctuate and are heavily impacted by global economic conditions. These prices could fluctuate significantly and have an impact on our cost competitiveness, turnover, margins and cash flows. Our business success depends in part on our ability to achieve such cost efficiencies.

Additionally, we are dependent on suppliers and global supply chains as a means of producing and supplying our products. As a result of our reliance on these global supply chains, we are exposed to additional risks of changes in local legal and regulatory schemes, labour shortages and disruptions and environmental and industrial incidents. If we fail to actively monitor our suppliers and supply chain or effectively perform supplier counter party risk analysis in a timely manner, we may be unable to effectively respond to adverse events occurring with respect to our suppliers and global supply chains. A failure in this regard could harm our reputation and brands as well as adversely affecting our revenues, profit margins and cash flow.

Our industry is subject to focus on social and environmental issues, including sustainable development, product safety and renewable sources. If we fail to comply with applicable standards or meet expectations with respect to these issues, our reputation could be damaged and our businesses adversely affected.

Unilever operates in an industry in which there is focus over social and environmental issues, including sustainable development and utilisation of renewable sources. Additionally, the Unilever brand on our products increases our exposure and should we fail to meet high product safety, social, environmental and ethical standards in all our operations and activities, Unilever's corporate reputation could be damaged, leading to the rejection of our products by consumers, damage to our brands and diversion of management time into rebuilding our reputation.

Our recent restructuring initiative involves significant changes to our organisation. If we are unable to successfully implement these changes in a timely manner, we may not realise the expected benefits from the restructuring.

In recent years Unilever has launched Group-wide restructuring programmes to help simplify our organisational structure, rationalise employee numbers, leverage common platforms and outsource business processes where appropriate. The continuing implementation of these programmes will require significant effort and attention from our management and employees to complete it in the timeframe anticipated and to achieve the anticipated cost savings. In the event we are unable to successfully implement these changes in a timely manner or at all, or effectively manage our third party relationships and integrate outsourcing processes, we will be unable to realise the corporate and administrative expense reductions expected from these arrangements in the timeframe anticipated or at all. In addition, because some of these restructuring changes involve important functions at Unilever, any disruption could harm our relationship with our employees and our reputation.

Our success depends on attracting and retaining talented people within our business. Any shortfall in recruitment or retention could adversely affect our ability to deliver our strategy and compete in our markets.

Attracting and retaining talented employees is essential to the successful delivery of our strategy and success in the marketplace. However, we cannot be certain that we will be able to attract and retain such employees in the future. Any shortfalls in recruitment or retention could adversely affect our ability to operate successfully, grow our business and effectively compete with our competitors.

We are subject to other risks which may adversely affect our business.

Unilever is exposed to varying degrees of risk and uncertainty related to other factors including physical risks, legislative, environmental, fiscal, tax and regulatory developments, legal matters, insurance and resolution of such pending matters within current estimates, our ability to integrate acquisitions and complete planned divestures, terrorism and economic, political and social conditions in the environments where we operate and new or changed priorities of the Boards of Directors of N.V. and PLC. All of these risks could materially affect the Group's business, our turnover, operating profits, net profits, net assets and liquidity. There may be risks which are unknown to Unilever or which are currently believed to be immaterial.

In Japan, the "hair" category is an important part of UHJ's business, representing a majority of the product portfolio with a number of large brands. Accordingly, the hair category is important to UHJ's success in the marketplace.

Product life-cycles in Japan are relatively short, requiring more frequent innovation than in other markets. A failure to innovate at the necessary speed or a failure for consumers to accept innovations when they are brought to the market can therefore significantly affect the performance of the business."