

1 February 2018

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 9 May 2017 (the "**Information Memorandum**"), as supplemented by the supplementary information memorandum dated 20 July 2017, 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 to:

- (i) incorporate by reference in the Information Memorandum the Unilever 2017 Full Year Results released on 1 February 2018, which contain the unaudited condensed annual financial statements of N.V. and PLC (being the unaudited consolidated annual financial statements of the Unilever Group) for the financial year ended 31 December 2017 (the “**Results**”);
- (ii) incorporate by reference in the Information Memorandum the announcement entitled “Unilever confirms strong progress with its 2020 Programme” released by Unilever on 28 November 2017 (the “**November Announcement**”);
- (iii) incorporate by reference in the Information Memorandum the announcement entitled “Unilever to sell its Spreads business to KKR for €6.825 billion” released by Unilever on 15 December 2017 (the “**December Announcement**” and, together with the November Announcement, the “**Announcements**”);
- (iv) update the cover page of the Information Memorandum; and
- (v) include a legend to the section “Form of Final Terms” of the Information Memorandum.

Results

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

The financial information contained in the Results has been properly prepared on the basis stated in the Notes to the Financial Statements included in the Results, and, as described in Note 1 thereto, in a manner consistent with the accounting policies of N.V. and PLC and on a basis comparable with the historical financial information of N.V. and PLC (see Note 1 to the Results for further details on the basis of preparation).

Announcements

A copy of the Announcements have been filed with the Financial Conduct Authority and, by virtue of this Supplement, the Announcements 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 except where such information or other documents are specifically incorporated by reference into the Supplement.

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 10 of General Information on page 87 of the Information Memorandum.

Update to Cover Page

On the cover page of the Information Memorandum, the following paragraph is added after the paragraph starting with “Prohibition of sales to EEA retail investors”:

“MIFID II product governance / target market – The Final Terms in respect of any Notes (or Pricing Supplement, in the case of Exempt Notes) may include a legend entitled “MiFID II Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “**MIFID Product Governance Rules**”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MIFID Product Governance Rules.”

Form of Final Terms

On page 90 of the Information Memorandum in the section “Form of Final Terms” the following introductory paragraph is added:

“[MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[’s/s’] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.]”