

10 March 2014

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 (the "**Information Memorandum**") dated 3 May, 2013 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 870 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 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.

DOCUMENT INCORPORATED BY REFERENCE

On 7 March 2014, Unilever released its 2013 Annual Report and Accounts (“**Unilever Annual Report and Accounts 2013**”) which contains 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 31st December 2013 (including the auditors’ reports thereon and notes thereto) and the Annual Report on Form 20-F of N.V. and PLC (the “**Annual Report on Form 20-F 2013**” and, together with the Unilever Annual Report and Accounts 2013, the “**2013 Accounts**”) in respect of the year ended 31st December 2013.

The 2013 Accounts shall be deemed to be incorporated in, and to form part of, this Supplement, save that any statement contained herein or in the 2013 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 2013 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 2013 Accounts have been filed with the U.K. Listing Authority and can also be inspected as described in paragraph 10 of General Information on page 61 of the Information Memorandum.