

# Disclaimer

## **Notes to the Annual Report & Accounts and Form 20-F 2002**

This PDF version of the Unilever Annual Report & Accounts and Form 20-F 2002 is an exact copy of the document provided to Unilever's shareholders.

Certain sections of the Unilever Annual Report & Accounts and Form 20-F 2002 have been audited. Sections that have been audited are set out on pages 66 to 112, 118 to 133 and 135 to 136. The auditable part of the directors' remuneration report as set out on page 60 has also been audited.

The maintenance and integrity of the Unilever website is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters. Accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially placed on the website.

Legislation in the United Kingdom and the Netherlands governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## **Disclaimer**

Except where you are a shareholder, this material is provided for information purposes only and is not, in particular, intended to confer any legal rights on you.

This Annual Report & Accounts and Form 20-F does not constitute an invitation to invest in Unilever shares. Any decisions you make in reliance on this information are solely your responsibility.

The information is given as of the dates specified, is not updated, and any forward-looking statements are made subject to the reservations specified on page 2 of the Report.

Unilever accepts no responsibility for any information on other websites that may be accessed from this site by hyperlinks.

# A truly multi-local multinational

Unilever is dedicated to meeting the everyday needs of people everywhere. Around the world our Foods and Home & Personal Care brands are chosen by many millions of individual consumers each day. Earning their trust, anticipating their aspirations and meeting their daily needs are the tasks of our local companies. They bring to the service of their consumers the best in brands and both our international and local expertise.

## **Unilever's Corporate Purpose**

Our purpose in Unilever is to meet the everyday needs of people everywhere – to anticipate the aspirations of our consumers and customers and to respond creatively and competitively with branded products and services which raise the quality of life.

Our deep roots in local cultures and markets around the world are our unparalleled inheritance and the foundation for our future growth. We will bring our wealth of knowledge and international expertise to the service of local consumers – a truly multi-local multinational.

Our long-term success requires a total commitment to exceptional standards of performance and productivity, to working together effectively and to a willingness to embrace new ideas and learn continuously.

We believe that to succeed requires the highest standards of corporate behaviour towards our employees, consumers and the societies and world in which we live.

This is Unilever's road to sustainable, profitable growth for our business and long-term value creation for our shareholders and employees.

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## 2 General information

### The Unilever Group

Unilever N.V. (NV) is a public limited company registered in the Netherlands, which has listings of shares or certificates (depository receipts) of NV on the stock exchanges in Amsterdam, London and New York and in France, Germany and Switzerland.

Unilever PLC (PLC) is a public limited company registered in England which has shares listed on the London Stock Exchange and, as American Depository Receipts, on the New York Stock Exchange.

The two parent companies NV and PLC, together with their group companies, operate as nearly as is practicable as a single entity (the Unilever Group, also referred to as Unilever or the Group). NV and PLC and their group companies constitute a single group under Netherlands and United Kingdom legislation for the purposes of presenting consolidated accounts. Accordingly, the accounts of the Unilever Group are presented by both NV and PLC as their respective consolidated accounts.

### Publications

This publication is produced in both Dutch and English and comprises the full Annual Report and Accounts for 2002 of NV and PLC. This document complies with the Netherlands and the United Kingdom regulations. It also forms the NV and PLC Annual Reports on Form 20-F to the Securities and Exchange Commission in the United States for the year ended 31 December 2002, and cross references to Form 20-F are set out on page 148. It is made available to all shareholders who request or elect to receive it, and on the website at [www.unilever.com](http://www.unilever.com).

The separate publication, 'Unilever Annual Review 2002', containing a Summary Financial Statement with figures expressed in euros, with translations into pounds sterling and US dollars, is also published in Dutch and English. It is a short form document that is prepared in accordance with the United Kingdom regulations for Summary Financial Statements. The Unilever Annual Review 2002 is mailed to all registered shareholders and to other shareholders who are either entitled or have asked to receive it, and is also made available on the website at [www.unilever.com](http://www.unilever.com).

### Reporting currency and exchange rates

Details of key exchange rates used in preparation of these accounts are given on page 117, together with Noon Buying Rates in New York for the equivalent dates.

### Abbreviations

Wherever used in this report, the abbreviation **BEIA** refers to profit measures before exceptional items and amortisation of goodwill and intangibles. Unilever believes that reporting profit measures before exceptional items and amortisation of goodwill and intangibles (BEIA) provides additional information on underlying earnings trends to shareholders. Unilever uses BEIA measures primarily for internal performance analysis, performance targeting and incentive awards. The term BEIA is not a defined term under Netherlands, UK, or US Generally Accepted Accounting Principles (GAAP), and may not therefore be comparable with similarly titled profit measurements reported by other companies. It is not intended to be a substitute for or superior to GAAP measurements of profit.

€ is used in this report to denote amounts in euros.

£ and p are used in this report to denote amounts in pounds and pence sterling respectively.

fl. is used in this report to denote amounts in Dutch guilders.

\$ is used in this report to denote amounts in United States dollars, except where specifically stated otherwise.

The **brand** names shown in *italics* in this report are trade marks owned by or licensed to companies within the Unilever Group.

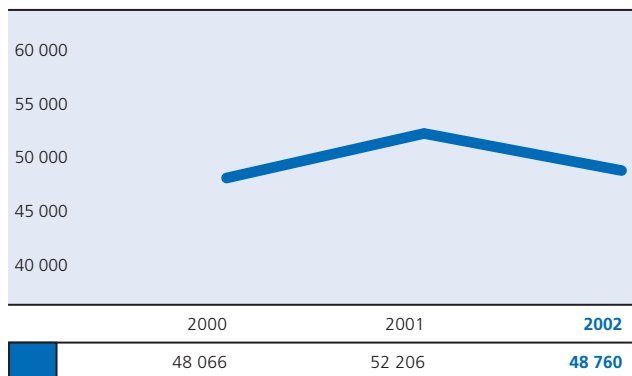
### Cautionary Statement

This Annual Report & Accounts and Form 20-F 2002 contains forward-looking statements (within the meaning of the US Private Securities Litigation Reform Act 1995) based on our best current information and what we believe to be reasonable assumptions about anticipated developments. Words such as 'expects', 'anticipates', 'intends' and other similar expressions are intended to identify such forward-looking statements. Because of the risks and uncertainties that always exist in any operating environment or business, we cannot give any assurance that the expectations reflected in these statements will prove correct. Actual results and developments may differ materially depending upon, among other factors, currency values, competitive pricing, consumption levels, costs, environmental risks, physical risks, risks related to the integration of acquisitions, legislative, fiscal and regulatory developments and political and social conditions in the economies and environments where Unilever operates. You are cautioned not to place undue reliance on these forward-looking statements.

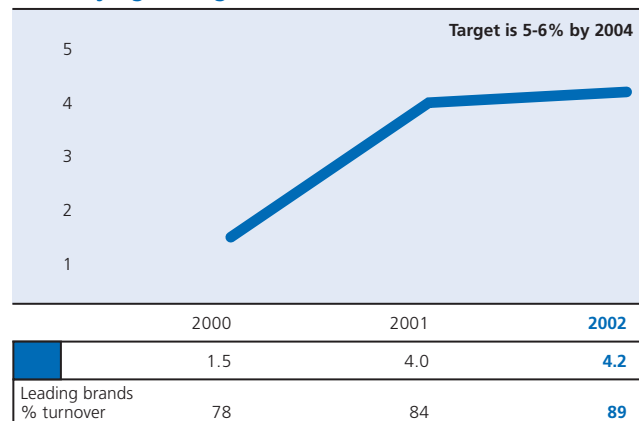
Risks and uncertainties that could cause actual results to vary from those described in our forward-looking statements include those given under the sections entitled 'About Unilever' on pages 9 to 14, 'Operating review' on pages 15 to 34, 'Financial review' on pages 35 to 41, and 'Risk management' on pages 39 and 40, to which you should refer.

## Global highlights

Turnover € million



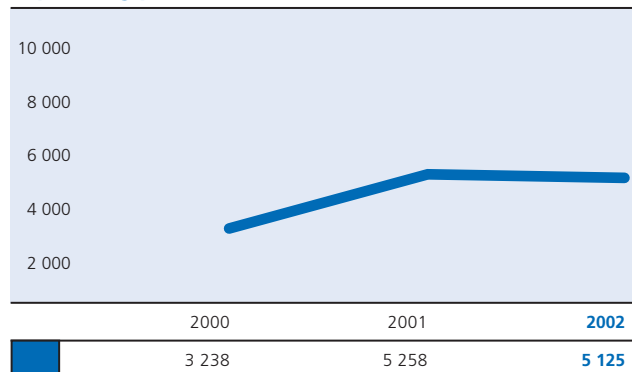
Underlying sales growth<sup>(1)</sup> %



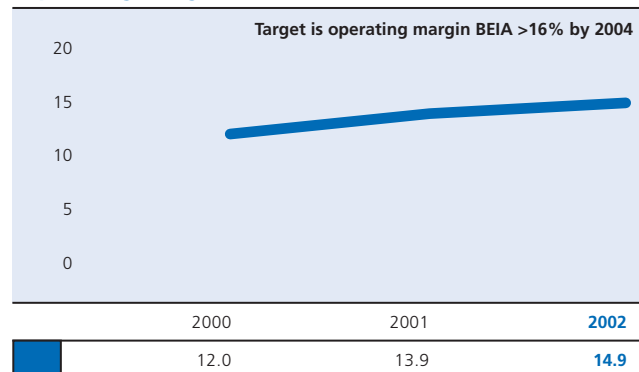
Year	2000	2001	2002
Leading brands % turnover	78	84	89

(1) Turnover growth per annum excluding the year-on-year impact of acquisitions and disposals in all years.

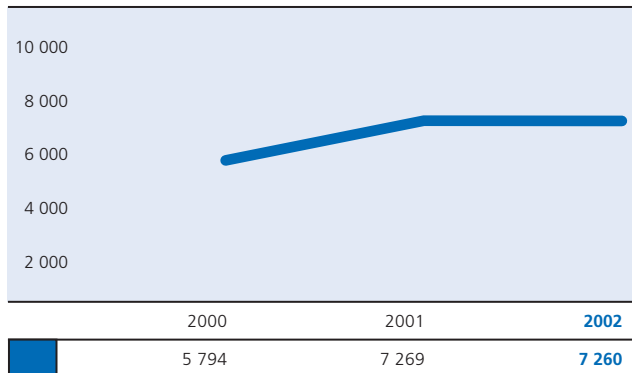
Operating profit € million



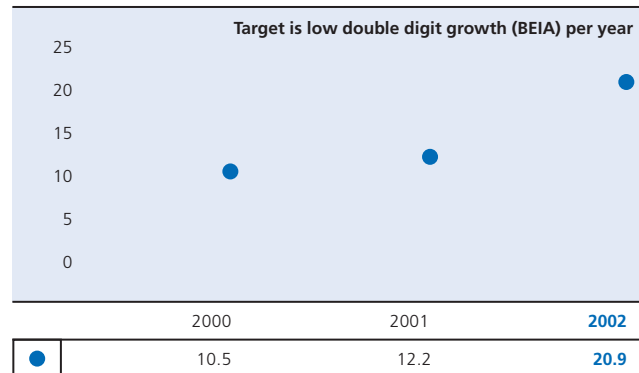
Operating margin BEIA %



Operating profit BEIA € million



Earnings per share (BEIA) growth %



The figures shown in the Global highlights above are at current rates of exchange. The figures shown in the Progress against targets are at constant rates of exchange, i.e. translated at the average rates of exchange for the earlier year.

# 4 Financial highlights

at current rates of exchange

## Combined earnings per share and dividends

	Ordinary €0.51 shares of NV <sup>(a)</sup>			Ordinary 1.4p shares of PLC		
	2000	2001	2002	2000	2001	2002
Basic earnings per share	€1.07	€1.82	<b>€2.14</b>	€0.16 9.79p	€0.27 16.96p	<b>€0.32</b> <b>20.13p</b>
Basic earnings per share (BEIA)	€3.21	€3.55	<b>€4.06</b>	€0.48 29.34p	€0.53 33.15p	<b>€0.61</b> <b>38.22p</b>
Diluted earnings per share	€1.05	€1.77	<b>€2.07</b>	€0.16 9.55p	€0.27 16.51p	<b>€0.31</b> <b>19.53p</b>
Dividend per share	€1.43	€1.56	<b>€1.70</b>	13.07p	14.54p	<b>16.04p</b>

## Combined earnings per share and dividends for shares traded on the New York Stock Exchange (on a UK GAAP basis) in US dollars

	New York €0.51 shares of NV <sup>(a)</sup>			5.6p American Depositary Receipts of PLC		
	2000	2001	2002	2000	2001	2002
Basic earnings per share	\$0.99	\$1.63	<b>\$2.01</b>	\$0.59	\$0.98	<b>\$1.21</b>
Basic earnings per share (BEIA)	\$2.96	\$3.18	<b>\$3.81</b>	\$1.77	\$1.91	<b>\$2.29</b>
Diluted earnings per share	\$0.96	\$1.58	<b>\$1.95</b>	\$0.58	\$0.95	<b>\$1.17</b>
Dividend per share <sup>(b)(c)</sup>	\$1.25	\$1.42	<b>\$1.77</b>	\$0.76	\$0.85	<b>\$1.03</b>

- (a) For NV share capital, the euro amounts shown above and elsewhere in this document are representations in euros on the basis of Article 67c of Book 2 of the Civil Code in the Netherlands, rounded to two decimal places, of underlying share capital in Dutch guilders, which have not been converted into euros in NV's Articles of Association. Until conversion formally takes place by amendment of the Articles of Association the entitlements to dividends and voting rights are based on the underlying Dutch guilder amounts.
- (b) Rounded to two decimal places.
- (c) Actual dividends payable for 2002 on NV New York shares and American Depositary Receipts of PLC may differ from those shown above, which include final dividend values calculated using the rates of exchange ruling on 12 February 2003 (€1.00 = \$1.0735, £1.00 = \$1.6173).

# Continued growth

- Leading brands grow by 5.4%
- Operating margin BEIA of 14.9% is a new record
- Cash flow from operations increases to €7.9 billion
- Earnings per share (BEIA) grows 21%

## Sustaining the momentum

We are delighted to report a further year of sustained growth towards the targets set in our Path to Growth strategy. Leading brands grew by 5.4% and, with the build up of our innovation programmes and marketplace activity, we have gained momentum through the year and have finished strongly.

Operating margin BEIA rose to 14.9%, a gain of 1% over 2001. Another record high. The impact of devaluing currencies this year means that whilst turnover is at the same level as 2001 at constant rates of exchange, it has declined by 7% at current rates. Similarly operating profit BEIA increased by €0.5 billion at constant rates but was flat at current rates of exchange. Figures in this statement are at constant exchange rates.

In 2002 the global economy grew slowly and it was a tougher environment in which to operate. Slower growth and the uncertain economic and political context caused turbulence in financial markets. Once again, our business showed its resilience in tough times. Our people used their skill, experience and total determination to deliver a robust business performance.

Earnings per share (BEIA) grew by 21% and for the second year running our Total Shareholder Return (TSR) over one year was in the top third of our peer group. Our challenge is to sustain this over a three-year period and beyond.

We continued to generate a healthy cash flow from operations. In addition, net proceeds from divestment of non-core activities included €1.0 billion cash from DiverseyLever, our institutional and industrial cleaning business, with a minority interest retained in the merged business of JohnsonDiversey. Other divestments included Mazola in North America and Loders Croklaan, our industrial speciality oils and fats business. In total, our cash flow enabled us to reduce net indebtedness and, with the benefit of lower interest rates, interest costs were 22% lower than in 2001.

## Meeting Path to Growth targets

We continued on track towards our Path to Growth targets of 5-6% sustained top-line growth and operating margin BEIA of 16% by 2004. Leading brands grew by over 5% for the second year running. Innovation was key to this success. Advertising was entirely focused on our leading brands which constituted 89% of total turnover at the end of the year.

A further healthy increase in operating margin has been achieved whilst progressively increasing investment behind our brands. Our restructuring programmes continue to deliver on plan and the target of €1.6 billion procurement savings was passed ahead of schedule. Furthermore, by the end of the year we had reached the full Bestfoods integration savings target of €0.8 billion, again ahead of plan.

## Energising our people

We can only meet and sustain the objectives of our Path to Growth strategy if our people have a passion for winning and a culture that encourages and rewards enterprise. The development of Leaders into Action programmes and the days we spend with our young leaders of tomorrow are part of an overall programme to drive change. The results are evident in the enthusiasm to win we see throughout the business and the examples of innovation that are driving faster growth and improved results. To recognise their efforts we extended our long-term reward schemes and variable pay to more employees.

The energy with which our colleagues throughout the business have responded to the Enterprise agenda is exceptional. They have risen to the challenge with great determination as is clear from the results.

## Brands and regions

In Home & Personal Care we have sustained the leading brand growth in excess of 6%. In particular our personal care brands continue to perform well and home care margins increased sharply.

The extension of *Dove* from skin care to hair care contributed to the spectacular performance of this brand, which grew by over 25% for the fourth year running and is now achieving sales of over €2 billion. *Dove* shampoo and conditioners were rolled out across 31 more countries. In deodorants *Rexona*, and particularly *Rexona for Men*, grew strongly.

In Foods, the focus in the first half of the year was on completing the Bestfoods integration, providing the firm platform on which to leverage innovation and marketplace activity in the second half. This has delivered accelerating leading brand growth and for the full year it was 4.4%.

*Knorr* is proving a powerhouse of ideas for savoury products and is being extended well beyond its original concept of bouillon cubes. *Bertolli* is being extended to support products which have an Italian heritage. Consumers

## 6 Chairmen's statement

responded strongly to our health & wellness brands, including the soy-based health drink *AdeS* in Brazil and Mexico.

Overall we now have 14 global brands with a turnover of €1 billion or more. Ten years ago we had one.

In Europe, underlying sales grew 3% with a continuing significant contribution from Central and Eastern Europe. Foods sales in Western Europe grew at 3% including an increasing contribution from UBF Foodsolutions, our food service business. There has been sustained progress in branded spreads and cooking products, especially in *Flora/Becel* which grew by over 10%. In Home & Personal Care in Western Europe, there were strong performances through innovation and range extension in *Dove*, *Rexona* and *Axe*.

Underlying sales in North America grew 1% with a stronger performance in the second half as marketplace activity built through the year. In Foods, underlying sales grew 2% and our market shares remained firm. *SlimFast* continued to expand, passing the €1 billion sales mark globally. Ice cream again grew at well over 5% and *Wishbone*, *Becel* and *Knorr* also moved ahead. In Home & Personal Care, after a slow start, the successful launches of *Axe* deodorant and *all* fabric conditioner and the relaunch of *Dove* body wash contributed to a strong finish to the year.

In Africa, Middle East and Turkey, underlying sales grew by 7%. Including the increase in our holding in the Bestfoods Robertsons business, turnover was ahead by 9%. Growth was broad based across categories.

Underlying sales in Asia and Pacific grew by 5%. Home & Personal Care grew across both categories and countries. Indonesia, Philippines and Vietnam performed particularly well and skin, hair and deodorants all grew at over 10% across the region. In Foods, there was good growth in South East Asia as the Bestfoods brands benefited from the Unilever distribution system.

In Latin America, underlying sales grew by 12% driven by pricing action to recover devaluation-led cost increases. In laundry, market shares have held firm against our nearest competitor and personal care continued to perform strongly. *Sedal* shampoo grew exceptionally well across the region. *Dove* shampoo has been launched in Brazil, Chile, Mexico and Peru and is making good progress. In Foods, ice cream grew by over 10%, mostly volume.

### A responsible enterprise

Clear values and committed social responsibility are essential to how Unilever conducts itself. At a time when the way businesses behave is coming under greater scrutiny, Unilever's corporate reputation has become an even more important asset.

In 2001, we revised our Code of Business Principles and, during 2002, we rolled it out across the business, engaging


our people in a dialogue to ensure that everyone in Unilever understands what is expected of them. We also published our second Social Review, which gives an insight into our day-to-day practices and our relationships with the societies in which we live. We continue to look at all aspects of our corporate governance to ensure that we stay at the forefront of best practice.

Unilever is deeply rooted in the communities in which it operates and in 2002 we supported many community projects around the world, mainly by sharing our skills and expertise.

During 2002, we continued to reduce our impact on the environment. We bought more than a third of our fish from sustainable sources and completed protocols for the sustainable management of five key crops. Our efforts to improve the quality of water in rivers and lakes and the sustainability of agriculture and fishing were recognised externally. For the fourth year running we have led our sector in the Dow Jones Sustainability Indexes.

### Looking forward

We are confident that the strength of our brands, the dedication of our people and the geographical spread of our business will enable Unilever to continue to progress and prosper in 2003. We have sound and clearly understood strategies, brands that serve people's basic needs and aspirations and generate dependable cash flow. These are the essential elements, together with a proud corporate reputation, which will enable us to maintain the momentum of our Path to Growth, even in the difficult times that may lie ahead. We thank all our employees for their commitment and exceptional teamwork throughout the year.



Antony Burgmans



Niall FitzGerald

**Chairmen of Unilever**

## Chairmen's introduction

Unilever has earned a reputation for conducting its business with integrity and with respect for the interests of those our activities can affect. This reputation is an asset, just as real as our people and brands.

Our first priority is to be a successful business and that means investing for growth and balancing short-term and long-term interests. It also means caring about our consumers, employees and shareholders, our business partners and the world in which we live.

To succeed requires the highest standards of behaviour from all of us. The general principles contained in this Code set out those standards. More detailed guidance tailored to the needs of different countries and companies will build on these principles as appropriate, but will not include any standards less rigorous than those contained in this Code.

We want this Code to be more than a collection of high-sounding statements. It must have practical value in our day-to-day business and each one of us must follow these principles in the spirit as well as the letter.

Antony Burgmans

Niall FitzGerald

In this Code the expressions 'Unilever' and 'Unilever companies' are used for convenience and mean the Unilever Group of companies comprising Unilever N.V., Unilever PLC and their respective subsidiary companies. The Board of Unilever means the Directors of Unilever N.V. and Unilever PLC.

## Standard of conduct

We conduct our operations with honesty, integrity and openness, and with respect for the human rights and interests of our employees. We shall similarly respect the legitimate interests of those with whom we have relationships.

## Obeying the law

Unilever companies and our employees are required to comply with the laws and regulations of the countries in which we operate.

## Employees

Unilever is committed to diversity in a working environment where there is mutual trust and respect and where everyone feels responsible for the performance and reputation of our company.

We will recruit, employ and promote employees on the sole basis of the qualifications and abilities needed for the work to be performed. We are committed to safe and healthy working conditions for all employees. We will not use any form of forced, compulsory or child labour. We are committed to working with employees to develop and enhance each individual's skills and capabilities. We respect the dignity of the individual and the right of employees to freedom of association. We will maintain good communications with employees through company-based information and consultation procedures.

## Consumers

Unilever is committed to providing branded products and services which consistently offer value in terms of price and quality, and which are safe for their intended use. Products and services will be accurately and properly labelled, advertised and communicated.

## Shareholders

Unilever will conduct its operations in accordance with internationally accepted principles of good corporate governance. We will provide timely, regular and reliable information on our activities, structure, financial situation and performance to all shareholders.

## Business partners

Unilever is committed to establishing mutually beneficial relations with our suppliers, customers and business partners. In our business dealings we expect our partners to adhere to business principles consistent with our own.

## 8 Our code of business principles

### Community involvement

Unilever strives to be a trusted corporate citizen and, as an integral part of society, to fulfil our responsibilities to the societies and communities in which we operate.

### Public activities

Unilever companies are encouraged to promote and defend their legitimate business interests. Unilever will co-operate with governments and other organisations, both directly and through bodies such as trade associations, in the development of proposed legislation and other regulations which may affect legitimate business interests. Unilever neither supports political parties nor contributes to the funds of groups whose activities are calculated to promote party interests.

### The environment

Unilever is committed to making continuous improvements in the management of our environmental impact and to the longer-term goal of developing a sustainable business. Unilever will work in partnership with others to promote environmental care, increase understanding of environmental issues and disseminate good practice.

### Innovation

In our scientific innovation to meet consumer needs we will respect the concerns of our consumers and of society. We will work on the basis of sound science, applying rigorous standards of product safety.

### Competition

Unilever believes in vigorous yet fair competition and supports the development of appropriate competition laws. Unilever companies and employees will conduct their operations in accordance with the principles of fair competition and all applicable regulations.

### Business integrity

Unilever does not give or receive, whether directly or indirectly, bribes or other improper advantages for business or financial gain. No employee may offer, give or receive any gift or payment which is, or may be construed as being, a bribe. Any demand for, or offer of, a bribe must be rejected immediately and reported to management.

Unilever accounting records and supporting documents must accurately describe and reflect the nature of the underlying transactions. No undisclosed or unrecorded account, fund or asset will be established or maintained.

### Conflicts of interests

All Unilever employees are expected to avoid personal activities and financial interests which could conflict with their responsibilities to the company. Unilever employees must not seek gain for themselves or others through misuse of their positions.

### Compliance – monitoring – reporting

Compliance with these principles is an essential element in our business success. The Unilever Board is responsible for ensuring these principles are communicated to, and understood and observed by, all employees.

Day-to-day responsibility is delegated to the senior management of the regions and operating companies. They are responsible for implementing these principles, if necessary through more detailed guidance tailored to local needs.

Assurance of compliance is given and monitored each year. Compliance with the Code is subject to review by the Board supported by the Audit Committee of the Board and the Corporate Risk Committee.

Any breaches of the Code must be reported in accordance with the procedures specified by the Joint Secretaries. The Board of Unilever will not criticise management for any loss of business resulting from adherence to these principles and other mandatory policies and instructions.

The Board of Unilever expects employees to bring to their attention, or to that of senior management, any breach or suspected breach of these principles.

Provision has been made for employees to be able to report in confidence and no employee will suffer as a consequence of doing so.

### Description of business

Unilever is one of the world's leading suppliers of fast moving consumer goods in foods, household care and personal product categories.

### Business structure

Our operations are organised into two global divisions – Foods and Home & Personal Care (HPC) – headed by Division Directors. This structure allows the requisite focus on foods and home & personal care activities at both the regional and global levels.

These divisions' operations are organised into businesses on a regional basis, with the exception of the global businesses of Prestige, our fragrance business within HPC and, within Foods, ice cream and frozen foods, Slim•Fast Worldwide and Foodsolutions, which provides solutions for professional chefs and caterers. The regional and global businesses are headed by Business Presidents who are responsible for their profitability. These businesses remain the driving force behind Unilever, comprising the operating companies which provide the key interface with customers and consumers, allowing quick response to the needs of local markets.

Full details of significant acquisitions and disposals can be found on pages 16 and 17. Only those with particular relevance to our business structure are reported below.

### Foods

For an explanation of the new category structure within Foods see page 24.

#### Savoury and dressings

We are the global leader in savoury and dressings.

Our leading savoury brand, *Knorr*, is Unilever's biggest brand, with over €3.3 billion of sales in over 100 markets. Its product range includes soups, bouillons, sauces, snacks, noodles, frozen food and meal solutions. Our wider savoury product range is currently marketed around the world under a variety of brand names.

*Hellmann's* is the world's number one mayonnaise brand. With other major brands in the portfolio including *Amora*, *Calvé* and *Wishbone*, we have the biggest dressings business in the world. We continue to extend our dressings product range rapidly to appeal to consumers' growing appetite for new tastes, flavours and textures, healthier options and snacks.

With *Bertolli*, which began as a leading Italian olive oil brand, we are building on the qualities associated with Italian food to extend the brand into spreads, dressings and pasta sauces. *Bertolli* is now sold in more than 30 countries.

#### Spreads and cooking products

We are the market leader in spreads in Europe and North America. Our combined spreads and cooking products have a turnover of more than €6 billion in more than 100 countries.

Spreads marketed under *Becel* and *Flora* contain ingredients that are proven to reduce cholesterol. New cooking aids including *Rama/Blue Band's Culinesse*, a liquid margarine, provide healthier alternatives to traditional oils and fats.

### Health & wellness

Consumers are increasingly demanding healthier options in their food and drinks. We respond to their needs with products and brands across our portfolio including *Slim•Fast*, which answers consumers' need to manage their weight with healthy food that fits in to contemporary lifestyles. From its origins in North America, *Slim•Fast* is expanding across Europe, Asia and Latin America with a range including meal replacement drinks, soups and breakfast bars and now has sales of more than €1 billion.

In Asia and Africa we meet consumers' needs for nutritionally-enhanced staples in affordable formats with *Annapurna* and, under *AdeS* in Latin America, we market a range of tasty, nutritional, soy-based drinks.

### Beverages

We are the largest seller of branded packet tea in the world through our *Lipton* and *Brooke Bond* brands. *Lipton* is the world's leading brand in tea and ice tea. We recently launched a successful soft drinks innovation with *Lipton Brisk* in North America. Our joint venture with PepsiCo Inc. helps us to extend the reach of our brands through a distribution network complementary to our own supply chain.

### Ice cream and frozen foods

We are the world's leading producer of ice cream, with sales in more than 40 countries worldwide. Ice cream products under the 'Heart logo', including *Cornetto*, *Magnum*, *Carte d'Or* and *Solero*, are sold internationally. *Breyers*, *Ben & Jerry's*, *Klondike* and *Popsicle* are leading North American-based brands. *Ben & Jerry's* is also sold in Europe.

We are the leading producer of frozen foods in Europe, under the *Findus* brand in Italy, *Birds Eye* brand in the United Kingdom and *Iglo* brand in most other European countries.

# 10 About Unilever

## Home & Personal Care

### Home care and professional cleaning

We are one of the global leaders in the domestic home care market. Our products have been developed to meet the diverse requirements of consumers to clean and care for their homes and clothes. In laundry, they include tablets for convenience, traditional powders and liquids for soaking, washing by hand and by machine. In developing and emerging markets, tailored products, including soap bars, are available for lower income consumers. In household care our products are designed to tackle most cleaning and hygiene needs around the home.

Our home care brands are available in over 100 countries, many of them holding leading market positions. These brands include *Omo*, *Surf*, *Looks Great*, *Snuggle*, *Comfort*, *Cif* and *Domestos*.

In May 2002, we sold DiverseyLever, our institutional and industrial cleaning business, to Johnson Professional. Unilever retains a one-third equity stake in the combined JohnsonDiversey business, with an option to exit the business from 2007.

### Personal care

We are one of the world leaders in skin and hair care, deodorants and anti-perspirants. In skin care our global brands include *Lux*, *Dove* and *Pond's*. *Rexona*, *Axe* and *Dove* are the key brands in deodorants and anti-perspirants. Hair products are available under the *Sunsilk*, *Dove* and *Suave* brands.

We also have an important market share in oral care, with products sold widely, predominantly under the *Signal* brand.

Our Prestige fragrance business is one of the world's largest. We sell a number of fragrances under the *Calvin Klein* name, including *Obsession*, *Eternity* and *Truth*. In addition, in recent years *cK one* and *Crave* have been introduced to appeal to the youth market. The designer fragrance brands *Cerruti*, *Lagerfeld*, *Chloé* and *Valentino*, together with *Nautica*, *Vera Wang* and *BCBG* fragrance, complete our extensive portfolio.

### Other operations

To support our consumer brands, we own both tea plantations in India, Kenya and Tanzania and palm oil plantations in the Democratic Republic of Congo, Côte d'Ivoire and Ghana.

### Corporate venture activities

As announced on 30 September 2002, we are to invest €170 million in building business opportunities that fit our core business interests in Foods and Home & Personal Care. Of this, as sponsor and lead investor, we have committed €100 million to the newly created Langholm Capital Partners Fund. This fund will focus on acquiring majority or influential minority stakes in private UK and continental European companies valued between €20 million and €200 million and demonstrating above-average medium-term growth prospects. In addition, up to €70 million will

be invested over three years in two newly developed venture funds of our own, Unilever Ventures and Unilever Technology Ventures. The former will act as an early stage business development fund; the latter, based in California, will invest in technology-based funds and start-up companies.

### Technology and innovation

To support our Path to Growth strategy we continued to focus research and development on fewer, global projects to reinforce our leading brands. We established a network of Global Innovation Centres to develop the brands and to accelerate their growth across sectors and regions.

In 2002, we spent €1 166 million (2001: €1 178 million; 2000: €1 187 million) on research and development – 2.4% of our turnover. We introduced new ways of working to further align research and development with business needs and improve the quality and speed of innovation. For example, we linked our R&D strategy more closely with divisional strategic plans and R&D was represented on new global brand teams.

These changes led to some significant developments as we focused on fewer global projects. In Home & Personal Care, these included a single fabric conditioner ingredient for *Comfort* and *Snuggle*, giving us greater purchasing power for raw materials and reducing manufacturing costs. We also developed the *Dove ultra* moisturising bar and rolled out *Dove Moisturising Shampoo and Conditioner* in Europe, Asia and Latin America. The division also launched a new *Axe* formulation, providing superior odour protection and, in the anti-ageing market, we launched the clinically superior *Pond's Dramatic Results*.

Foods also delivered a series of new innovations. A *Knorr* snack range was introduced in Latin America, providing affordable, nutritious products for low-income consumers. In the UK, a *Knorr* healthy eating range was brought to the consumer under the name *Knorr Vie*. Lipton launched a new, refreshing lemonade in the US and a new tea drink, called *Sparkle*, in Japan. *Slim-Fast* introduced cereal bars in the US, while under the *Bertolli* brand new liquid margarines and pasta sauces were launched in Europe.

In total, Unilever filed 450 new patent applications. While some innovations made a significant contribution in 2002 the benefits of others will be felt during 2003.

### Information technology

In 2002, we continued to direct our IT towards achieving Unilever's strategic objectives.

We further simplified business processes and core transaction systems, building on our global partnership with SAP. Through common information, processes and systems, we are accelerating the move to regional businesses and fully exploiting Unilever's scale. With a light but disciplined touch to what is made common at a global level, we are making global synergies, while sharpening our focus on customers and consumers both locally and regionally. The simplification of our IT infrastructure enabled these changes while reaping further benefits in cost savings, including the signing of our largest ever telecommunications deal, with BT. This telecommunications services contract sees us reducing the number of suppliers around the world from 400 to one.

Our global data warehouse, successfully established this year, is key to achieving common information across Unilever and supporting our regional businesses. On this foundation, we have built information systems to track and manage Path to Growth achievement, with strategic applications for the supply chain and brand and customer development. In the financial arena, our financial, management and brand reporting are being consolidated into the same data warehouse, for completion in 2003. These systems are providing Unilever with more comprehensive, consistent and immediate information than ever before.

We successfully piloted our global e-business gateway, the Unilever Private Exchange. The gateway, which becomes fully operational in 2003, strengthens our e-business capability by providing secure links between our operating companies and our suppliers' and customers' systems and to external electronic marketplaces. The success of these marketplaces and gateways is, of course, dependent on industry standards for electronic information exchange.

Unilever demonstrated its commitment to industry standards by co-chairing the Global Commerce Initiative, the world's largest advisory group for voluntary data standards. We are working on an electronic catalogue of our products, based on these standards, which will simplify ordering for retailers.

Some good examples of our exploitation of e-business technology, building on the foundations established, include:

- branded websites and direct e-mail formed a fundamental part of new relationship marketing programmes targeting our most valuable consumers and supporting our global brands;
- our Ariba online buying system enables purchases of non-production items to be made at volume-negotiated prices from selected suppliers. Almost 2 000 Unilever people are now using Ariba in 24 countries;

- in our European Foods business, we linked our factory systems with our strategic suppliers. This enables suppliers to manage Unilever stock by looking into our systems to check current stock levels;
- in India, we connected more than 1 000 stockists to our systems, providing them with better stock control and easier replenishment. This led to higher sales growth and inventory savings for customers.

### Environmental responsibility

Productive farmland, thriving fish stocks and clean water are essential to our success. Our desire to protect them goes hand in hand with a growing determination in society to conserve the planet's resources.

In 2002, we continued to work on reducing our environmental impact while increasing production, and measuring our performance against targets. The latest data (for 2001) is available at [www.unilever.com/environmentalsociety](http://www.unilever.com/environmentalsociety). We also reviewed and updated our environmental strategy to achieve continued long-term improvement in our environmental impact.

Around the world more and more people enjoy our foods. We need to make our agricultural supply chain more sustainable. Our sustainable agriculture programme achieved its first target by completing the protocols for sustainable management of all five key crops – palm oil, tea, peas, spinach and tomatoes. All the protocols were agreed in 2002 with the Sustainable Agriculture Advisory Board. They will shortly be published on [www.growingforthefuture.com](http://www.growingforthefuture.com). For the benefit of the environment, we are sharing this knowledge of good agricultural practice and we have jointly established an industry Sustainable Agriculture Initiative.

Our progress in agriculture is matched by our commitment to sustainable fisheries. We bought more than a third of our fish from sustainable sources, of which 6% was certified to Marine Stewardship Council standards, including New Zealand hoki. This represents good progress towards our target of buying all fish from sustainable sources by 2005. In Europe we continued to support the need for a more sustainable fisheries policy.

Consumers need water to use our products, agriculture needs it for irrigation and it is used by our factories. As part of our global sustainability initiative, we extended our partnership with Rhodes University in South Africa. The Unilever Centre for Environmental Water Quality will focus on improving water management and ensuring the availability of clean, freshwater resources.

## 12 About Unilever

We reduced the impact of many of our key performance indicators, such as energy and water use. However, we did not meet all of the stretching targets that we set ourselves.

For the fourth year running we have led our sector in the Dow Jones Sustainability Indexes. We also won the best overall Environmental Reporting Award, in the Association of Chartered Certified Accountants (ACCA) UK Awards for Sustainable Reporting.

### Responsible corporate behaviour

Corporate social responsibility is integral to the way we run our business and has been part of our operating tradition from our earliest days. Our corporate purpose and Code of Business Principles commit us to the highest standards of corporate behaviour as we seek to meet the everyday needs of people everywhere.

The Code of Business Principles sets a framework for operational standards of behaviour, such as ensuring the safety of products or reducing the environmental impact of our manufacturing operations. Following revision in 2001, the Code was rolled out around our business in 2002 to help all our employees understand its implications. The roll-out included global and regional workshops, supported by an intranet site and an online learning tool. The Code has been translated into more than 35 languages.

Our director for corporate development leads our work on corporate social responsibility. Over recent years this programme has focused on increasing our understanding and explaining the impact of our business on society.

We regard the very business of doing business in a responsible and sustainable way as the core of our corporate social responsibility: selling products that meet local consumers' needs, investing in productive capacity, spreading our technical know-how, working in partnerships through the value chain and in local communities, and making environmental responsibility a central business practice.

In late 2002 we published a second Social Review (available online at [www.unilever.com/environmentandsociety](http://www.unilever.com/environmentandsociety)). The Review explores what it means for us to be a responsible corporate citizen. It gives an insight into the day-to-day practice of our business around the world and our relationships with consumers, customers and those who work in our companies, as well as with our wider community of stakeholders.

In 2002, our companies spent approximately €69 million on community projects. These ranged from commercial marketing initiatives that contributed to communities such as *Signal* toothpaste's dental care programme in Saudi Arabia and *Bushells* tea road safety campaign in Australia, to social investments such as our *uniquely ME!* self-esteem programme for underprivileged children run with the Girl Scouts in the USA.

Often it is in our direct involvement, in the sharing of our skills and expertise, that we can make the most difference. For example, in China, Mexico and South Africa, Unilever actively participates in local schools, not only through donations but also through employees giving their time to teach and to renovate buildings. At the end of 2001, our company in Brazil handed over to the local community a redundant ice cream factory it had helped to renovate. The factory is now used as a technical school for 21 000 low-income students on courses as diverse as computing, hotel management and tourism.

Our brands are active too. Building on its long-standing promotion of heart health in Canada, *Becel* supported Stroke Month and World Heart Day by donating 25 cents from each *Becel* spread or oil sold in several provinces. This raised Canadian \$200 000 (€136 000) for heart health research and hospital programmes. In Europe and Chile our *Domestos* brand has been working in a five-year alliance with the Red Cross movement to promote initiatives on health and hygiene, a relationship now evolving to include other Home & Personal Care brands. It is by focusing on the areas in which we have particular business expertise that we can make the most effective contribution to society.

### Competition

We have a wide and diverse set of competitors in our consumer goods businesses. Many of our competitors also operate on an international scale, but others have a narrower regional or local focus.

Competition is intense and challenging. We aim to compete and give value to our consumers and customers in three ways:

- by continually developing new and improved products;
- by sharing our innovations and concepts with our businesses all around the world;
- by striving to lower the cost of our sourcing, manufacturing and distribution processes whilst still maintaining, and improving, the quality of our products.

We support efforts to create a more open competitive environment through the liberalisation of international trade. We also support the fuller implementation of the Single European Market and inclusion of other European countries in the European Union.

### Exports

We sell our products in nearly all countries throughout the world and manufacture in many of them. Inside the European Union we make many of our products in only a few member countries, for sale in all of them.

We also export a wide range of products to countries where we do not make them. We often use this export trade to develop new markets, usually through our facilities in neighbouring countries, before building local manufacturing facilities.

**Seasonality**

Certain of our businesses, such as ice creams and prestige fragrances, are subject to significant seasonal fluctuations in sales. However, Unilever operates globally in many different markets and product categories. No individual element of seasonality is likely to be material to the results of the Group as a whole.

**People**

Year end in thousands	2002	2001	2000	1999	1998
Europe	60	71	80	74	80
North America	21	22	39	22	23
Africa, Middle East and Turkey	52	49	48	50	59
Asia and Pacific	82	85	84	71	72
Latin America	32	38	44	29	31
Total	247	265	295	246	265

Establishing an Enterprise Culture, to inspire a passion for winning among our people is an essential ingredient of our Path to Growth strategy. In 2002, we made further progress in making this culture into an integral part of Unilever.

One example of Enterprise Culture in action was the turnaround achieved at our previously slow-growing operation in Australia and New Zealand. This followed the creation of a single Australasian business that challenged employees to do things differently and to connect more closely with consumers. Their energy and drive are indicative of similar initiatives around the world.

To further motivate our people towards sustained business growth, we surveyed over 100 000 Unilever people from 110 countries, giving us invaluable insights into our Path to Growth progress. The results will help further develop our human resources strategy.

Career development at Unilever, as befitting our Enterprise Culture, is a shared responsibility between leaders and their teams.

In 2002, we pursued several diverse development initiatives. We became more exacting in measuring performance, through more rigorous application of Leadership for Growth Profiles – a move which also allows managers to become better coaches. Originally designed for top management, profiles have now been expanded for use across all levels.

Unilever's future depends on developing its up and coming managers. In July, some 80 managers from 35 countries spent five days together as part of the young leaders of tomorrow programme, which is part of our comprehensive management development strategy. This event, which was attended by both Unilever Chairmen, helped participants to consider how their personal goals complement Unilever's strategic objectives.

We continued to adopt new ways to foster team spirit and encourage commitment to Unilever values. For example, we brought together 120 Latin American Home & Personal Care managers in a team project to refurbish a number of community facilities in São Paulo, Brazil.

Our new divisional structure empowers our people to take decisions quickly and seize opportunities. Amongst others, we built on the momentum of early Dove hair successes in Asia by rolling out the range in 31 more countries in 2002, in a vastly accelerated timeframe.

To conclude the reorganisation that accompanies Path to Growth we are streamlining the corporate centre, making services more responsive to Unilever's changing needs.

As part of our strategy to encourage managers to take more control of their careers, we rolled out open job posting in 2002. Under the initiative most Unilever vacancies are advertised internally on a new intranet site. This helps us to identify existing employees who could fill these positions and to retain talented people.

Externally, the roll-out of our new Employer Brand across 55 countries has made our approach to potential employees more attractive and effective.

Unilever is one of the most diverse organisations in the world: our top 200 leaders are drawn from 33 nationalities. Over a quarter of our managers are women. In 2002, as a step towards developing our diversity vision and strategy, we conducted a global diversity assessment. Future initiatives include steps to improve our top leaders' understanding of the barriers faced by people from diverse backgrounds.

We are keen to recognise and reward success. We extended our long-term incentive programme to a further 4 000 employees and variable pay to 15 000 more employees.

**Related party transactions**

Transactions with related parties are conducted in accordance with the transfer pricing policies described on page 68 and consist primarily of sales to joint ventures and associates. Other than those disclosed in this report, there were no related party transactions that were material to the Group or to the related parties concerned that require to be reported in 2002 or the preceding two years. In approximately 40 countries, our associated company, JohnsonDiversey Inc., acts as Unilever's sole and exclusive sales agent for professional channels, in return for which it receives an agency fee. Information concerning guarantees given by the Group is stated in note 24 on page 99 and under 'Mutual guarantee of borrowings' on page 140. Guarantees are also given within the Group by the parent companies, as described on pages 133 and 136.

**Intellectual property**

We have a large portfolio of patents and trademarks, and we conduct some of our operations under licences which are based on patents or trademarks owned or controlled by others. We are not dependent on any one patent or group of patents. We use our best efforts to protect our brands and technology.

# 14 About Unilever

## **Description of our properties**

We have interests in properties in most of the countries where there are Unilever operations. However, none is material in the context of the Group as a whole.

The properties are used predominantly to house production and distribution activities and as offices. There is a mixture of leased and owned property throughout the Group.

There are no environmental issues affecting the properties which would have a material impact upon the Group.

The directors take the view that any difference between the market value of properties held by the Group and the amount at which they are included in the balance sheet is not significant. See the schedule of principal group companies and fixed investments on page 128 and details of tangible fixed assets in note 10 on page 81.

## **Legal and arbitration proceedings and regulatory matters**

We are not involved in any legal or arbitration proceedings and do not have any obligations under environmental legislation which we expect to lead to a material loss in the context of the Group results. None of our directors or officers are involved in any such material legal proceedings.

Unilever has businesses in many countries and, from time to time, these are subject to investigation by competition and other regulatory authorities. The most significant of these in recent years concerns ice cream distribution in Europe, notably the issues of outlet and cabinet exclusivity. The decision of the European Court of First Instance in the matter of our appeal against the European Commission's negative decision on cabinet exclusivity in Ireland is expected in the first half of 2003. In the event that our appeal fails, among the consequences will be the need to institute changes to the manner in which we offer impulse ice cream at the point of sale, initially in the Republic of Ireland and subsequently elsewhere in Europe.

## **Government regulation**

Unilever businesses are governed, in particular, by national laws designed to ensure that their products may be safely used for their intended purpose and that their labelling and advertising complies in all respects with relevant regulations.

The introduction of new products and ingredients and processes is, specifically, subject to rigorous controls.

Unilever businesses are further regulated by data protection and anti-trust legislation. Important regulatory bodies include the European Commission and the US Food and Drug Administration.

## Basis of reporting and discussion

Our accounting policies are based on United Kingdom generally accepted accounting principles (GAAP) and UK and Netherlands law which differ in certain respects from United States GAAP. The principal differences are described on page 119. We have shown reconciliations to net income and capital and reserves under US GAAP on pages 118 and 119.

The commentary throughout this operating review is, unless otherwise indicated, based on the results of the Group including acquisitions made each year, at **constant rates of exchange** (see below) and before exceptional items and amortisation of goodwill and intangibles (BEIA). In our reporting, turnover means Group turnover plus our share of turnover of joint ventures, net of our share of any sales to the joint ventures already included in the Group figures. Operating profit means Group operating profit plus our share of operating profit of joint ventures. These measures do not include our share of the turnover or operating profit of associates. References to sales growth are made on an underlying basis, excluding the effects of acquisitions and disposals. References to turnover growth include the effects of acquisitions and disposals.

## Reporting currency and exchange rates

Foreign currency amounts for results and cash flows are translated from underlying local currencies into euros using annual average exchange rates; balance sheet amounts are translated at year-end rates except for the ordinary capital of the two parent companies. These are translated at the rate prescribed by the Equalisation Agreement of £1 = Fl. 12, and thence to euros at the official rate of €1.00 = Fl. 2.20371 (see Control of Unilever on page 138).

The discussion of performance included in this operating review is based on constant rates of exchange. This removes the distorting impact of currency movements and more clearly portrays the underlying progress of the operations themselves. The rate used is the annual average rate for the prior year. For each two-year period, the year-on-year trends in euros are the same as those which would arise if the results were shown in sterling or US dollars at constant exchange rates.

For the reporting of 2000 at current exchange rates, the results of the Bestfoods business acquired on 4 October of that year were translated at the average rates of exchange for the last quarter of 2000. In the constant rate comparisons for 2001 included in the Operating review on pages 18 to 34, the results for all parts of the Group have been translated at average rates of exchange for the full year to 31 December 2000. This means that the 2000 results in these comparative tables will differ in some cases from the values translated at current rates of exchange.

Details of exchange rates used in preparation of these accounts and of the Noon Buying Rates against the US dollar are given on page 117.

## 2002 results compared with 2001

Including the impact of acquisitions and disposals, turnover for the year of €52 020 million was in line with 2001 levels. Excluding the effect of acquisitions and disposals, underlying growth was 4.2%. The net effect of acquisition and disposal activity was a reduction of 4.4%.

Operating profit BEIA increased by 6.5% to €7 739 million and operating margin BEIA moved ahead to 14.9% from 13.9% in 2001. The improvement in margin is primarily due to business restructuring and procurement savings under the Path to Growth strategy combined with continued success in the integration of Bestfoods, partially offset by higher advertising and promotions expenditure.

Operating profit increased by 3.4% to €5 436 million. This includes a higher net charge for exceptional items than the prior year, which included higher profits on the sale of brands.

## Exceptional items

Operating profit for the year includes net exceptional charges of €939 million, an increase of 59.7% on 2001. Restructuring investment was €1 298 million, which was offset by the release of provisions following settlement of certain legal claims in our favour and profits on disposals totalling €359 million.

The exceptional items incurred in the year primarily relate to the Path to Growth strategy we announced on 22 February 2000 to accelerate growth and expand margins, and to restructuring arising from the integration of Bestfoods. The aggregate cost of these programmes over 5 years is estimated to be €6.2 billion, the majority of which is expected to be exceptional. An €828 million profit recognised in 2001 on the sale of brands to secure regulatory approval for the acquisition of Bestfoods is not included in this estimate.

Details of movements in restructuring and other provisions are given in note 19 on page 95.

Under US GAAP, some of the restructuring charges in each year would not have been recognised until certain additional criteria had been met, and would then have been included as a charge in subsequent years. Details of the US GAAP adjustments relating to the restructuring charges are given on pages 118 to 120.

## Amortisation of goodwill and intangibles

The amortisation charge for the year was €1 364 million, a decrease of 4.1% on 2001. 2002 includes €1 110 million (2001: €1 170 million) in respect of goodwill recognised on the acquisition of Bestfoods.

Under US GAAP, there is no amortisation charge with effect from 1 January 2002 for goodwill or for intangible assets having indefinite lives. Further details are given on pages 118 to 120.

# 16 Operating review – highlights

## 2001 results compared with 2000

Turnover increased by 11% to €53 400 million. This increase was the result of an acquisition impact of 12%, a disposal impact of (5)% and underlying growth of 4%.

Operating profit BEIA increased by 28% to €7 416 million, and operating margin BEIA rose to an historic high of 13.9% from 12.0% in 2000. The improvement in margin primarily reflects the ongoing contribution from Path to Growth restructuring and procurement savings and the successful integration of Bestfoods.

Operating profit increased by 66% to €5 360 million, being primarily the net impact of acquisitions and disposals offset by an increase in the amortisation charge.

## Exceptional items

Exceptional items for 2001 were €620 million, which included €1 564 million of restructuring investment and profits on disposals of €944 million. Of the latter, €828 million related to the profit on the sale of the brands to secure regulatory approval for our acquisition of Bestfoods and €114 million related to profit on the sale of Unipath. Associated costs included in operating profit were €393 million.

## Amortisation of goodwill and intangibles

The amortisation charge in 2001 was €1 436 million. This included €1 186 million for Bestfoods.

## Acquisitions and disposals

In 2002, we increased our holding in the Robertson's business in South Africa and Israel to 59%, and took a one-third equity share in JohnsonDiversey Holdings Inc. (see below).

No significant acquisitions were made during 2001.

On 18 February 2003, Unilever announced an agreement to acquire the remaining unheld shares in CPC/Aji Asia, a joint venture with activities in six countries, from Ajinomoto Co. Inc, Japan. The acquisition will be in two parts with approximately one half of Ajinomoto's holding being transferred on 25 March 2003 and the balance scheduled for transfer in March 2004. Unilever will pay US \$381 million (approximately €360 million) for Ajinomoto's equity holding. Unilever will have full management control of the entire business from 25 March 2003. The deal is subject to approval by regulatory authorities.

In 2002 we disposed of 35 businesses for a total consideration of approximately €1 993 million.

Significant disposals in 2002 were as follows:

On 8 January 2002, we completed the sale of our Unimills refinery business at Zwijndrecht, the Netherlands, to Golden Hope Plantations Berhad of Malaysia, for approximately €60 million in cash. This business had annual sales to third parties of approximately €130 million in 2001.

In January and February 2002, we completed the sale of the Mafer snacks business to Sabritas and the Clemente Jacques culinary business to La Costeña, both in Mexico. Together, these businesses had sales in 2001 of approximately €40 million.

On 3 May 2002, we completed the sale of our DiverseyLever institutional and industrial cleaning business to Johnson Professional for some US \$0.9 billion (€1.0 billion) in cash and a loan note of US \$241 million (€270 million). We also took a one-third equity share in the combined business (JohnsonDiversey), with an option to exit the business from 2007. A valuation of around US \$300 million (€330 million) for this one-third equity share brought the total worth of the transaction to Unilever to approximately US \$1.5 billion (€1.6 billion). Turnover of DiverseyLever for the 12 months to December 2001, excluding sales of the consumer brands which JohnsonDiversey distribute for Unilever under a separate sales agency agreement, was approximately US \$1.5 billion (€1.7 billion).

On 11 June 2002, we completed the sale of the Nocilla chocolate spreads business in Spain to Nutrexp. The business had sales in 2001 of approximately €36 million.

On 2 July 2002, the sale of 19 food brands to ACH Food Companies, Inc., a subsidiary of Associated British Foods plc, was completed for a total of approximately US \$360 million (€383 million) in cash. These brands and related assets, acquired by Unilever in connection with the October 2000 acquisition of Bestfoods, had combined sales of US \$310 million (€350 million) in 2001.

On 16 July 2002, we completed the sale of Atkinsons, a fragrance business based in Italy, to Wella AG for €44 million. The business had sales in 2001 of approximately €35 million.

On 30 November 2002, we completed the sale of Loders Croklaan Group, an international speciality oils and fats business, to IOI Corporation Berhad of Malaysia for €217 million in cash. This business had sales of €267 million in 2001.

On 31 December 2002, we completed the sale of our Iberia Foods business to an affiliate of the Brooklyn Bottling Group of Brooklyn, New York. In 2002 the business had sales of approximately US \$43 million (€48 million).

On 2 December 2002, we announced an agreement to sell our holdings in Unipamol Malaysia Sdn. Bhd. and Pamol Plantations Sdn. Bhd. to Palmco of Malaysia, a subsidiary of IOI Corporation. The sale was completed on 17 January 2003, for a cash consideration of €138 million. In 2002 these businesses had combined sales of approximately €51 million.

In 2001 we disposed of 34 businesses for a total consideration of approximately €3 621 million. Disposals included Unipath; the Elizabeth Arden business; the

Bestfoods Baking Company; European dry soups and sauces businesses; North American seafood business; and various other smaller businesses and brands.

Public takeover offers made by Unilever during 2002 related to the following:

On 14 August 2002, Unilever Overseas Holdings Limited and other members of the Unilever Group were obliged to make an agreed public tender offer on the Cairo and Alexandria Stock Exchange in Egypt for 2 938 000 shares (49%) of El Rashidi El Mizan Confectionery SAE at a price of 31.22 Egyptian pounds per share. All the shares were acquired. The purchase and price had been agreed by Bestfoods in 2000 at the time of their acquisition of the other 51% of the company.

Subsequently on 22 December 2002, Middle East Food and Trade Company SAE made an agreed public tender offer on the Cairo and Alexandria Stock Exchange in Egypt for the 6 000 000 shares (100%) of the company held by members of the Unilever Group at a price of 15.33 Egyptian pounds per share. The transaction was completed on 6 January 2003 and all the shares were sold. Since control was considered to have passed at 31 December 2002, the disposal is reflected in these accounts.

Public takeover offers made by Unilever during 2001 related to the following:

On 23 January 2001, following an offer, made in November 2000, through its subsidiary, Hindustan Lever Limited (HLL), for the 24.62% of the shares in International Bestfoods Limited India not already owned by Bestfoods, Unilever acquired 7.99% of the shares for a consideration of €2 million.

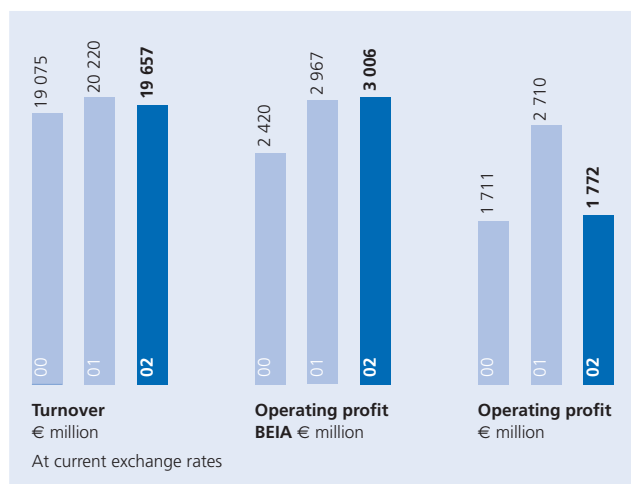
On 31 January 2001, following an offer made in October 2000 by Unilever through its Tunisian subsidiary, Société de Cosmétiques Détergent et Parfumerie, for the 9.21% of the shares in Société de Produits Chimiques Détergents not already owned by Unilever, 8.1% of the shares were acquired for a consideration of €4 million.

On 4 December 2001, following a joint offer by Unilever and its subsidiary, Hindustan Lever Limited, for the remaining 10.38% of the shares in Rossell Industries Limited, India, not acquired in March 2000, Lipton India Exports Limited, a wholly owned subsidiary of HLL acquired a further 6.27% of the shares for a consideration of €1.8 million, which brings the Group's aggregate holding in Rossell Industries to 95.89%.

For further information on the impact of acquisitions and disposals please refer also to the Cash flow section of the Financial review on page 37 and note 25 to the consolidated accounts on page 99.

# 18 Operating review by region

## Europe



### 2002 results compared with 2001 at current exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	19 657	20 220	(3)%
Operating profit	1 772	2 710	(35)%
Group turnover	19 573	20 119	(3)%
Group operating profit	1 750	2 689	(35)%

### 2002 results compared with 2001 at constant 2001 exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	19 700	20 220	(3)%
Operating profit BEIA	3 006	2 967	1%
Exceptional items	(741)	254	
Amortisation of goodwill and intangibles	(511)	(511)	
Operating profit	1 754	2 710	(35)%
Operating margin	8.9%	13.4%	
Operating margin BEIA	15.3%	14.7%	

Underlying sales grew 3% with a continuing significant contribution from Central and Eastern Europe. Turnover was 3% lower than last year through the impact of disposals.

Operating margin BEIA increased by 0.6% to 15.3%. This reflected the benefits from our savings programmes including the integration of Bestfoods and strong growth in ice cream profitability driven by mix improvements and cost reductions. These gains were partly reinvested in additional support for the leading brands.

### Western Europe

In Foods, underlying sales grew by 3% including an increasing contribution from UBF Foodsolutions, our food service business. There has been sustained progress in branded spreads and cooking products which grew 5% due to the continuing impact of innovations, especially in

*Flora/Becel* which grew by over 10%. Savoury and dressings grew 4% with marketplace activity behind *Amora*, *Hellmann's*, *Bertolli*, *Knorr* and *Pot Noodle* and the launches of soup makers, chilled soups and *Bertolli* pasta sauces towards the end of the year. *Slim•Fast* also grew well as we continued its roll-out. Ice cream showed great resilience with innovations such as *Cornetto Soft* and snack-size ice creams helping to offset the impact of poorer weather than the prior year to give growth of 1%.

In Home & Personal Care in Western Europe, good growth in skin, deodorants and hair included particularly strong performances through innovation and range extension in *Dove*, *Rexona* and *Axe*. Laundry volumes grew by 4%, which was partly offset by pricing in a competitive environment to give an underlying sales growth of 1%, with market share being maintained.

### Central and Eastern Europe

Underlying sales grew by 9% with particular strength in dressings, tea, household care and personal care. We made further good progress in Russia.

### 2001 results compared with 2000 at current exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	20 220	19 075	6%
Operating profit	2 710	1 711	58%
Group turnover	20 119	18 967	6%
Group operating profit	2 689	1 693	59%

### 2001 results compared with 2000 at constant 2000 exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	20 233	19 071	6%
Operating profit BEIA	2 978	2 419	23%
Exceptional items	270	(565)	
Amortisation of goodwill and intangibles	(511)	(143)	
Operating profit	2 737	1 711	60%
Operating margin	13.5%	9.0%	
Operating margin BEIA	14.7%	12.7%	

Turnover was ahead in 2001 by 6% with an underlying sales growth of 4%. Growth was broad based and included a strong contribution from Central and Eastern Europe.

Operating margin BEIA increased to 14.7% in Europe due to restructuring, buying and marketing-support efficiencies, and portfolio improvement.

## Western Europe

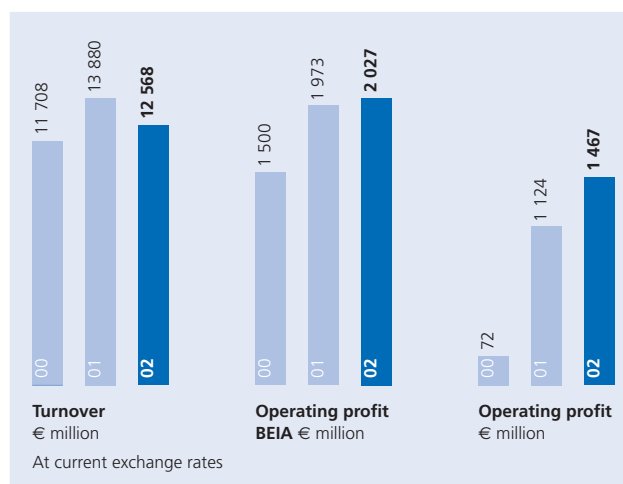
The success of *pro•activ*, *Culinesse* and *Bertolli* in spreads and cooking products, the *4 Salti in Padella* range of high-quality frozen ready meals and the expansion of *Slim•Fast*, led to a step-up in the growth rate for Foods. *Cornetto* and *Carte d'Or* both grew strongly through innovation, whilst in savoury and dressings there was continued momentum in *Amora Maille* and we started to see the strength of the *Knorr* brand.

In personal care, the leading brands maintained their good rate of growth, led by range extensions in *Dove* and *Signal* and by *Rexona*. *Dove* shampoo was launched in eight countries by the end of the year and the initial response was very positive. The success of the *Vaporesse* ironing aid in fabric conditioners together with a solid response to a more competitive environment in fabric wash helped laundry to grow. We continued to enjoy good rates of growth in *Domestos* and *Cif* through the success of easy-to-use wipes and the launch of *Domestos Bi-Actif* and *Domestos WC Active Mousse*.

## Central and Eastern Europe

We saw strong growth, most notably leaf tea and *Delmy* mayonnaise in Russia, the launch of instant soups and broad based progress in Home & Personal Care.

## North America



### 2002 results compared with 2001 at current exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	12 568	13 880	(9)%
Operating profit	1 467	1 124	31%
Group turnover	12 446	13 767	(10)%
Group operating profit	1 435	1 092	31%

### 2002 results compared with 2001 at constant 2001 exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	13 205	13 880	(5)%
Operating profit BEIA	2 130	1 973	8%
Exceptional items	(70)	(285)	
Amortisation of goodwill and intangibles	(519)	(564)	
Operating profit	1 541	1 124	37%
Operating margin	11.7%	8.1%	
Operating margin BEIA	16.1%	14.2%	

Underlying sales grew 1% with a stronger performance in the second half as marketplace activity built through the year. Turnover declined 5% through the impact of disposals, notably *DiverseyLever* and *Mazola*.

In Foods, underlying sales grew 2% and our market shares remained firm. *Slim•Fast* continued to expand, passing the €1 billion sales mark globally. Ice cream again grew at over 5% and *Wishbone*, *Becel* and *Knorr* also moved ahead well. In addition to an active programme behind these brands, innovations including *Lipton Brisk* lemonade and *Ragú Rich and Meaty* sauces led growth in the second half of the year. Overall, sales growth in the year was held back by promotional price competition in mayonnaise, the exit from *Hellmann's* pourable dressings and the impact of lower butter prices on the margarine market.

## 20 Operating review by region

In Home & Personal Care, underlying sales were flat for the full year with an improved performance in the latter part offsetting a slow start to the year. This reflects both the timing of the overall innovation plan and the steps taken to improve profitability in laundry to give the base for a more active programme from the fourth quarter. The successful launches of *Axe* deodorant and *all* fabric conditioner and the re-launch of *Dove* body wash contributed to a strong finish to the year.

Operating margin BEIA increased by 1.9% to 16.1%. This was driven particularly by improvements in laundry profitability but also widespread benefits from savings programmes partly reinvested in additional advertising and promotion.

### 2001 results compared with 2000 at current exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	13 880	11 708	19%
Operating profit	1 124	72	
Group turnover	13 767	11 631	18%
Group operating profit	1 092	48	

### 2001 results compared with 2000 at constant 2000 exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	13 543	11 679	16%
Operating profit BEIA	1 923	1 494	29%
Exceptional items	(281)	(1 249)	
Amortisation of goodwill and intangibles	(549)	(179)	
Operating profit	1 093	66	
Operating margin	8.1%	0.6%	
Operating margin BEIA	14.2%	12.8%	

Turnover was ahead by 16% with an underlying growth of 2%. In our Home & Personal Care mass business underlying sales growth was 2.5%, skewed towards the first half of the year, due to the phasing of innovation. There were good performances by our brands across the skin, hair and deodorant categories, notably *Dove* and *Suave*.

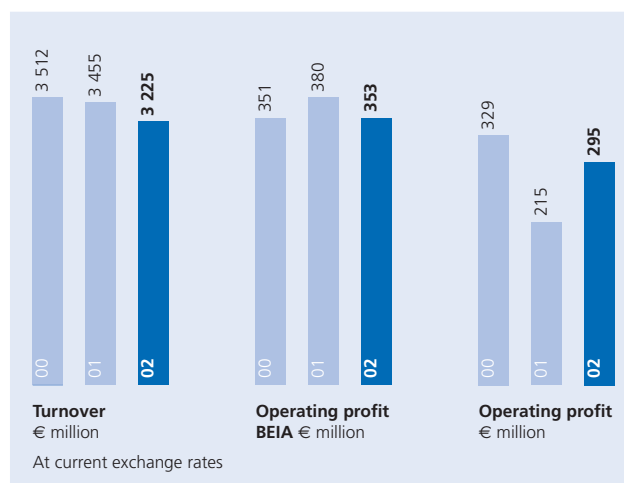
In Prestige fragrance our sales declined, reflecting both the sale of Elizabeth Arden and weaknesses in department stores and travel retail following the tragic events of 11 September. The decline in underlying sales reduced the overall North American growth rate by nearly 1%.

Our Foods business recorded an underlying sales growth of just over 3% for the year.

The integration of Ben & Jerry's proceeded well and sales grew 8% in the year. This, together with strong sales of *Breyers*, *Popsicle*, *Klondike* and *Good Humor*, further strengthened our market leadership. *Slim-Fast* continued to expand and approached €1 billion sales globally. Spreads grew with the introduction of calcium variants of the *Shedd's* and *I Can't Believe It's Not Butter!* ranges. In culinary products, sales were flat due to competitive activity and our focus on integration. In tea, sales declined as we focused on brand convergence and transition to our common global positioning.

Operating margin BEIA of 14.2% in North America reflected the benefits of portfolio change, restructuring, global procurement and marketing-support efficiencies.

### Africa, Middle East and Turkey



### 2002 results compared with 2001 at current exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	3 225	3 455	(7)%
Operating profit	295	215	37%
Group turnover	3 139	3 191	(2)%
Group operating profit	286	203	41%

### 2002 results compared with 2001 at constant 2001 exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	3 754	3 455	9%
Operating profit BEIA	426	380	12%
Exceptional items	(45)	(139)	
Amortisation of goodwill and intangibles	(23)	(26)	
Operating profit	358	215	67%
Operating margin	9.5%	6.2%	
Operating margin BEIA	11.3%	11.0%	

Underlying sales grew by 7% with turnover ahead by 9% as we now consolidate all of the Bestfoods Robertsons business following the increase in our holding.

Growth was broad based across categories with the major contributions from marketing activities behind *Knorr*, *Lipton*, *Lux*, *Dove* and laundry brands. South Africa performed particularly well with good sales growth especially in *Omo*, *Sunsilk*, *Rama*, *Axe* and *Lux* in Home & Personal Care and *Knorr*, *Lipton* and *Flora pro-activ* in Foods. In Turkey, the weak economy has led to consumer downtrading and market contraction and our sales have declined as a result. Elsewhere in the region we have strengthened our market position, particularly in Algeria, Arabia, Egypt, Morocco and West Africa.

Operating margin BEIA increased to 11.3% after an increase in investment behind the leading brands.

### 2001 results compared with 2000 at current exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	3 455	3 512	(2)%
Operating profit	215	329	(35)%
Group turnover	3 191	3 296	(3)%
Group operating profit	203	321	(37)%

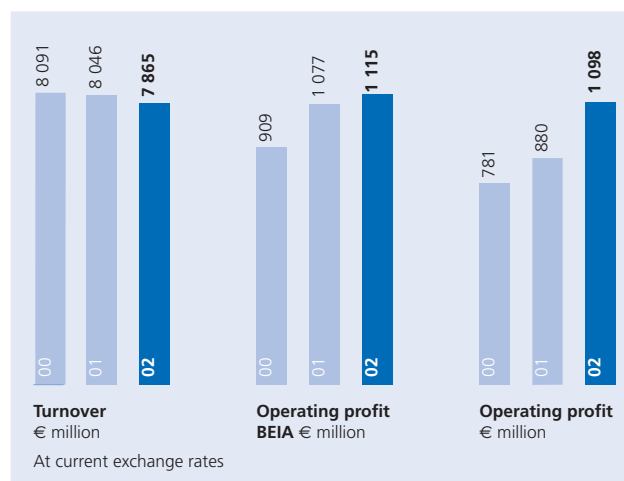
### 2001 results compared with 2000 at constant 2000 exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	3 843	3 499	10%
Operating profit BEIA	422	352	20%
Exceptional items	(160)	(16)	
Amortisation of goodwill and intangibles	(28)	(6)	
Operating profit	234	330	(29)%
Operating margin	6.1%	9.4%	
Operating margin BEIA	11.0%	10.0%	

Turnover grew by 10% with an underlying sales growth of 7%. Price increases had priority to protect margins in countries where there had been devaluation, in particular South Africa and Turkey. Growth was broad based across our brands, with the strongest country contributions coming from South Africa, Nigeria, Ghana and Morocco. There were good performances by *Omo*, relaunched with an improved formulation, *Close-up* in West Africa, where we continued to strengthen our position in oral care, and by *Dove*.

Operating margin BEIA at 11.0% in Africa, Middle East and Turkey was ahead of 2000, reflecting focused management in challenging economic conditions.

### Asia and Pacific



### 2002 results compared with 2001 at current exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	7 865	8 046	(2)%
Operating profit	1 098	880	25%
Group turnover	7 679	7 846	(2)%
Group operating profit	1 077	862	25%

### 2002 results compared with 2001 at constant 2001 exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	8 242	8 046	2%
Operating profit BEIA	1 166	1 077	8%
Exceptional items	13	(157)	
Amortisation of goodwill and intangibles	(32)	(40)	
Operating profit	1 147	880	30%
Operating margin	13.9%	10.9%	
Operating margin BEIA	14.1%	13.4%	

Underlying sales grew by 5%. Including the impact of disposals, turnover grew by 2%.

Home & Personal Care grew well across both categories and countries. Indonesia, Philippines and Vietnam performed particularly well and skin, hair and deodorants all grew at over 10% across the region through innovations and support behind *Dove*, *Lifebuoy* and *Pond's*. Underlying sales growth in India accelerated through the year to reach 3% for the full year despite the planned harvesting of non-leading brands. The stronger second half in India has been led by *Fair and Lovely* with the launch of a herbal variant, *Pond's* with new small packs, the launch of a new *Vaseline* variant for treating damaged skin and good growth in laundry.

In Foods, good growth in South East Asia reflects the Bestfoods brands benefiting from the Unilever distribution system, innovation in *Knorr*, and a strengthening of the

## 22 Operating review by region

*Bango* soy sauce and *Sariwangi* tea brands in Indonesia. This performance was partly offset by declines in tea in Central Asia as prices are adjusted to reflect lower commodity prices and a focus on improving profitability as we exit from low-value, low-growth commoditised teas. In Japan the successful alliance with Suntory in ready-to-drink tea has doubled the market share of *Lipton* to over 25%.

Operating margin BEIA increased to 14.1% with gains from our savings programmes partly reinvested in increased advertising and promotions.

### 2001 results compared with 2000 at current exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	8 046	8 091	(1)%
Operating profit	880	781	13%
Group turnover	7 846	8 038	(2)%
Group operating profit	862	776	11%

### 2001 results compared with 2000 at constant 2000 exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	8 558	8 091	6%
Operating profit BEIA	1 154	908	27%
Exceptional items	(166)	(109)	
Amortisation of goodwill and intangibles	(41)	(19)	
Operating profit	947	780	21%
Operating margin	11.1%	9.6%	
Operating margin BEIA	13.5%	11.2%	

Turnover grew by 6% with underlying sales ahead by the same amount.

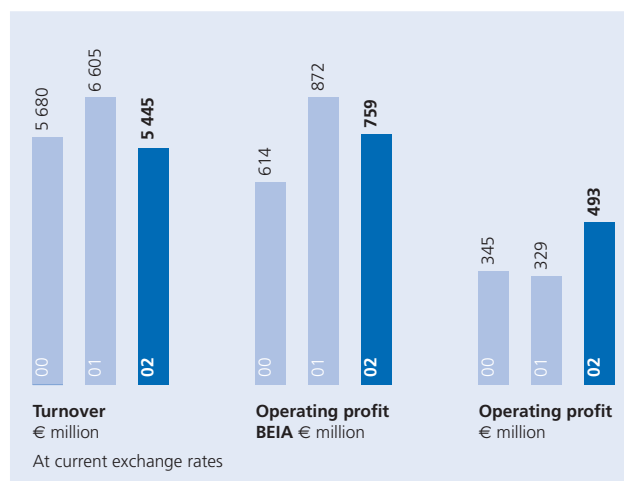
In South East Asia and Japan, sales growth exceeded 10%. Notable were: a strong performance in Japan with the successful launch of *Dove* shampoo; *Lipton* ready-to-drink tea through the alliance with Suntory; and our skin business powered ahead in all countries led by new variants of *Sunsilk*, and in Indonesia there was increased market penetration for *Rexona* and excellent performances from *Citra* and *Pepsodent* following its relaunch.

In India, the more focused brand portfolio delivered improved growth and profitability. There were particularly strong performances by *Sunsilk* and *Clinic* in hair, *Rin* and *Wheel* in laundry, and *Fair and Lovely* range extensions in skin care. In Foods, sales were flat as we aggressively improved margins and eliminated poor-performing brands.

In China, there was substantial progress towards profitability.

Operating margin BEIA for 2001 advanced to 13.5% in Asia and Pacific reflecting the benefits of global procurement, improved Foods profitability and a stronger mix through the growth in personal care.

### Latin America



### 2002 results compared with 2001 at current exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	5 445	6 605	(18)%
Operating profit	493	329	50%
Group turnover	5 433	6 591	(18)%
Group operating profit	493	328	50%

### 2002 results compared with 2001 at constant 2001 exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	7 119	6 605	8%
Operating profit BEIA	1 011	872	16%
Exceptional items	(96)	(261)	
Amortisation of goodwill and intangibles	(279)	(282)	
Operating profit	636	329	93%
Operating margin	8.9%	5.0%	
Operating margin BEIA	14.2%	13.2%	

Underlying sales grew by 12% driven by pricing action to recover devaluation-led cost increases, particularly in Argentina. Outside Argentina, volumes grew by 2% with price ahead by 9%. Including the impact of disposals, turnover in the region grew by 8%. At current exchange rates turnover fell by 18%. Weaker currencies in Argentina and Brazil contributed 9.5% and 4.7% respectively to this decline. Excluding the impact of acquisitions and disposals, sales were 14% below 2001 levels. Operating profit BEIA fell by 13% at current exchange rates.

Personal care continued to perform very strongly. *Sedal* shampoo grew well across the region. *Dove* shampoo has been launched in Brazil, Chile, Mexico and Peru and is making very good progress. In deodorants, *Rexona* has been successfully launched in Venezuela and relaunched in Colombia and we have taken clear market leadership in Mexico. In laundry, market shares have held firm against our

nearest competitor and we have responded to changed economic conditions with packs which specifically address the reduced spending power of consumers.

In Foods, ice cream grew by over 10%, mostly volume, with the main contributions from Brazil and Mexico. Good performances were led by the launch of *Knorr* noodle cups in Mexico, an energised *Hellmann's* campaign in Chile and significant growth in *Arisco* in Brazil. In spreads, *Becel de Capullo* was launched in Mexico, introducing the *Becel* brand to that country. *Lipton* ready-to-drink tea continued to grow well in Brazil and the soy-based beverage *AdeS* made very good progress in both Brazil and Mexico.

In Argentina consumer demand is considerably down and volumes have been affected as a result. We continue to hold strong market shares and our experienced local management are managing the business in a way which preserves its long-term health. Gross margins are being protected and new products have been launched in both Foods and Home & Personal Care to respond to reduced disposable incomes.

Operating margin BEIA increased by 1% to 14.2%, after an increase in investment behind the leading brands.

#### 2001 results compared with 2000 at current exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	6 605	5 680	16%
Operating profit	329	345	(5)%
Group turnover	6 591	5 650	17%
Group operating profit	328	343	(4)%

#### 2001 results compared with 2000 at constant 2000 exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	7 223	5 667	27%
Operating profit BEIA	939	612	53%
Exceptional items	(283)	(173)	
Amortisation of goodwill and intangibles	(307)	(96)	
Operating profit	349	343	2%
Operating margin	4.8%	6.1%	
Operating margin BEIA	13.0%	10.8%	

Turnover moved ahead by 27% with an underlying sales growth of 5%.

A key feature of the year was our determination to move prices to recover devaluation-driven cost increases and so protect our margin structure.

Mexico sustained strong growth throughout the year. The key drivers were: *Sedal*, which reached an 8% share

in the hair care market in its first year since launch; further progress in spreads, deodorants and skin care; and a successful expansion of *Holanda* ice cream.

In Argentina, markets declined as consumer income reduced, however, our market shares remained strong. In Brazil, overall volumes were impacted by energy restrictions and devaluation-related price increases but continuing innovation in hair and deodorant delivered volume growth.

Operating margin BEIA for the year at 13.0% in Latin America was ahead of 2000 reflecting the benefits of portfolio change, global procurement, savings from Bestfoods' integration and improved ice cream profitability.

# 24 Operating review by category – Foods

## Financial overview

	€ billion 2002 at 2002 rates	€ billion 2002 at 2001 rates	€ billion 2001 at 2001 rates	% Change at 2001 rates*
Turnover	27.4	28.7	28.8	0%
Operating profit	2.3	2.3	2.4	(2)%
Operating profit BEIA	4.0	4.2	4.1	2%
Operating margin*	8.3%	8.1%	8.3%	
Operating margin BEIA*	14.8%	14.8%	14.4%	

\*Calculated using unrounded numbers

Foods categories have changed with effect from 1 January 2002 to:

- Savoury and dressings
- Spreads and cooking products
- Health & wellness and beverages
- Ice cream and frozen foods

This reflects the evolution in the organisation of our Foods division. Prior year results have been reclassified under the new categories.

Pages 24 to 30 present a review of performance in each major product category. Included in the figures for each category are the results of our food service business, which we profile briefly below:

### Foodsolutions

UBF Foodsolutions is one of the world's largest food service businesses. It operates in more than 60 countries around the world.

The business is focused on delivering innovative, relevant solutions to the professional chef and caterer, leveraging our consumer brands – already 85% of product sales – and our technology. In 2002, UBF Foodsolutions delivered 5% underlying sales growth, with momentum growing throughout the year.

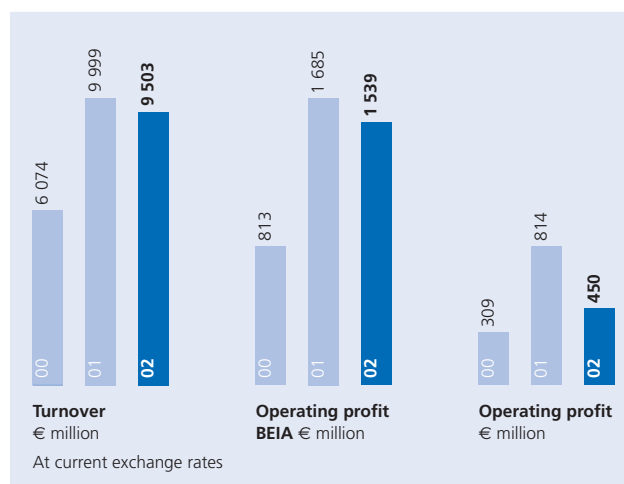
### Foods

Our Foods portfolio focuses increasingly on brands with the potential to grow across borders and categories, in markets that are growing rapidly as consumers demand more choice, great taste, convenience, vitality, fun and indulgence.

Since the creation of Unilever Bestfoods in 2000, we have accelerated growth and increased profits, while successfully integrating several businesses and undertaking an ambitious programme of disposals.

During 2002, our brands were enjoyed by millions of people around the world, as we increased the momentum of profitable growth. Our leading brands grew by 4.4% and we delivered underlying sales growth of 3.4%. Due to disposals, turnover remained in line with prior year. Overall, operating profit BEIA rose by 2% with margins reaching 14.8%.

## Savoury and dressings



### 2002 results compared with 2001 at current exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	9 503	9 999	(5)%
Operating profit	450	814	(45)%
Group turnover	9 272	9 597	(3)%
Group operating profit	422	793	(47)%

### 2002 results compared with 2001 at constant 2001 exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	10 138	9 999	1%
Operating profit BEIA	1 658	1 685	(2)%
Exceptional items	(37)	347	
Amortisation of goodwill and intangibles	(1 155)	(1 218)	
Operating profit	466	814	(43)%
Operating margin	4.6%	8.1%	
Operating margin BEIA	16.4%	16.9%	

We are world leaders in both the savoury and dressings foods categories. *Knorr*, Unilever's biggest brand, grew by 7.3% across 100 markets with products as diverse as seasonings and meal kits, snacks and frozen food. There was a clear acceleration in the pace of growth as the year progressed.

Innovation met the needs of consumers with a love of good food but little time to cook: for example, we introduced *Knorr* soupy snacks, *Knax* noodle cups, a snack launched in Latin America, and *Knorr Vie*, a healthy eating range in Europe. *Bertolli's* growing international appeal delivered sales growth for the brand of 8.5%. Once solely an Italian olive oil, the *Bertolli* portfolio now ranges from pasta sauces and meal solutions to spreads and snacks.

The enduring popularity of mayonnaise drove good growth in *Hellmann's* in Europe and Latin America, but competitive pressure in North America and our withdrawal from liquid salad dressings affected the brand's overall performance, leaving sales flat year on year. Australia was welcomed to the world of *Hellmann's* with the launch of dressings and mayonnaise.

*Calvé* and *Wishbone* also delivered strong results. Growth was fuelled by innovations that took our key dressings brands beyond mayonnaise into new tastes and flavours, dips and sauces, many inspired by *Amora* and *Maille*.

Underlying sales growth was 4% and, allowing for disposals, turnover increased 1% in 2002. Operating margin BEIA was slightly below 2001 at 16.4%, after an increase in advertising and promotions.

### 2001 results compared with 2000 at current exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	9 999	6 074	65%
Operating profit	814	309	163%
Group turnover	9 597	5 950	61%
Group operating profit	793	296	168%

### 2001 results compared with 2000 at constant 2000 exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	10 154	6 034	68%
Operating profit BEIA	1 693	803	111%
Exceptional items	344	(169)	
Amortisation of goodwill and intangibles	(1 233)	(326)	
Operating profit	804	308	161%
Operating margin	7.9%	5.1%	
Operating margin BEIA	16.7%	13.3%	

Following the acquisition of Bestfoods, *Knorr* became our biggest brand and, during its first full year under Unilever stewardship, grew by over 4% worldwide. We drove its strong performance with innovations such as *Knorr* Exotic Meal Kits, which we continued to extend in Europe; *Knorr* Cup Pasta, which we launched in Taiwan; *Knorr* Quick Soups in Switzerland and *Knorr Sazonisimo*, which we introduced in Mexico.

The *Hellmann's* brand also did well considering difficult market conditions in Latin America and fierce competition in the US. It enjoyed sales growth of over 10% in some national markets, including Greece, Ireland, the Philippines and Thailand. As part of the integration, we withdrew *Hellmann's* pourable sauces in the US to concentrate on the larger *Wishbone* brand.

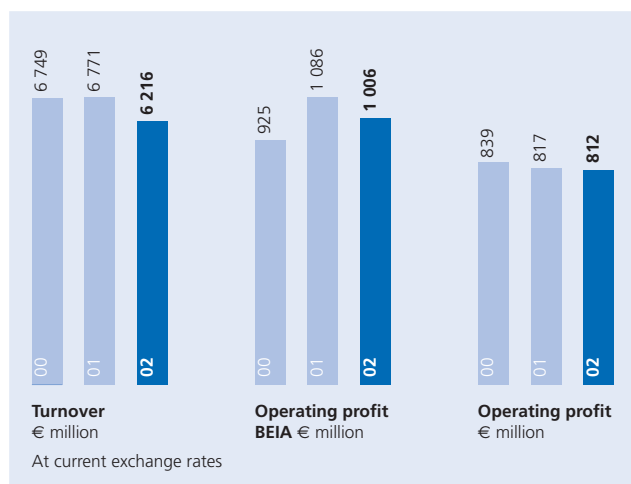
Our *Amora* brand also had a successful year with increased sales and profits. Innovations, such as *Amora* Clip-Sauce in France and extensions into the chilled cabinet, helped drive growth.

Turnover in olive oil declined mainly due to the disposal of the unprofitable La Masia business in Spain but profitability increased significantly. This was mainly driven by the continued success of *Bertolli*, which again enjoyed good volume growth, especially in Western Europe. Recognising the consumer appeal of healthy Mediterranean-style food, we introduced *Bertolli* dressings in the Netherlands and brought *Five Brothers* pasta sauce in the UK and US, and *Olivio* spreads in the UK, under the *Bertolli* umbrella.

We disposed of several European dry soups and sauces businesses, following undertakings given to the European Commission in connection with the Bestfoods acquisition. These disposals included *Batchelors* and *Oxo* in the UK, *Royco* and the *Lesieur* range in France, *Heisse Tasse* in Germany and *Blå Band* in Denmark, Sweden and Finland.

## 26 Operating review by category – Foods

### Spreads and cooking products



### 2002 results compared with 2001 at current exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	6 216	6 771	(8)%
Operating profit	812	817	(1)%
Group turnover	6 145	6 681	(8)%
Group operating profit	793	797	(1)%

### 2002 results compared with 2001 at constant 2001 exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	6 474	6 771	(4)%
Operating profit BEIA	1 029	1 086	(5)%
Exceptional items	(183)	(260)	
Amortisation of goodwill and intangibles	(22)	(9)	
Operating profit	824	817	1%
Operating margin	12.7%	12.1%	
Operating margin BEIA	15.9%	16.0%	

In 2002, we built on our position as the market leader in branded margarine and spreads. In this sector, as elsewhere, the strength of our local roots and understanding of regional tastes and cultures helped deliver growth.

Innovation was key to our strong performance. The sustained success of *pro-activ*, an innovation that is proven to reduce cholesterol, continued to drive rapid growth in our leading spreads brands, *Flora/Becel*, which grew by 11.6%. Healthier, more convenient cooking products, including *Rama* and *Culinesse* and family oriented spreads, such as *Blue Band*, all contributed towards our good performance.

An important driver of success has been increasing support from key opinion formers, such as health care professionals. During the year, we complemented our alliances with national heart associations with the worldwide sponsorship of the World Heart Federation's World Heart Day.

Including the impact of disposing of several oil businesses, turnover fell 4% compared with 2001, whilst underlying sales grew by over 2%. Operating margin BEIA was slightly lower than in 2001 at 15.9%, after increased advertising and promotions investment.

### 2001 results compared with 2000 at current exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	6 771	6 749	0%
Operating profit	817	839	(3)%
Group turnover	6 681	6 670	0%
Group operating profit	797	823	(3)%

### 2001 results compared with 2000 at constant 2000 exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	6 917	6 732	3%
Operating profit BEIA	1 095	921	19%
Exceptional items	(269)	(23)	
Amortisation of goodwill and intangibles	(9)	(64)	
Operating profit	817	834	(2)%
Operating margin	11.8%	12.4%	
Operating margin BEIA	15.8%	13.7%	

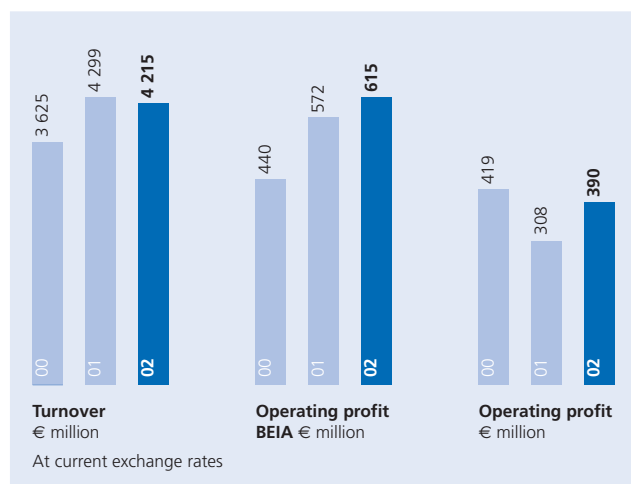
In 2001, consumer focused innovations made our spreads turnover grow again and our total market share improved by about 1%. Operating profit BEIA increased by 19%.

Our ability to satisfy consumer demand for healthy foods was key to our success. *Pro-activ*, which includes ingredients that can help to reduce levels of 'bad' cholesterol, showed very impressive growth across Europe. *Culinesse*, a high-performance, easy-to-use, liquid cooking product, was successfully launched in 11 European countries.

In the US, an enterprising, cross-functional initiative that looked at all aspects of margarine marketing captured the imagination of consumers and boosted sales. *I Can't Believe It's Not Butter!* grew particularly strongly.

Our European dairy spreads, marketed under *Brunch*, *Boursin* and *Crème Bonjour*, continued to grow. Spreads in most Eastern European countries recovered well, although the Russian market remained difficult.

## Health & wellness and beverages



### 2002 results compared with 2001 at current exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	4 215	4 299	(2)%
Operating profit	390	308	27%
Group turnover	4 064	4 150	(2)%
Group operating profit	354	267	33%

### 2002 results compared with 2001 at constant 2001 exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	4 467	4 299	4%
Operating profit BEIA	654	572	14%
Exceptional items	(111)	(128)	
Amortisation of goodwill and intangibles	(127)	(136)	
Operating profit	416	308	35%
Operating margin	9.3%	7.2%	
Operating margin BEIA	14.7%	13.3%	

Turnover increased by 4% and operating margin BEIA improved by 1.4% to 14.7%, through the benefits of our savings programmes and the exit from less profitable tea businesses in India.

### Health & wellness

In 2002, we continued to meet the growing consumer demand for healthy food products, in both industrialised and developing markets.

New additions to the *Slim•Fast* range helped consumers to manage their weight healthily with food that fits into their daily lives. *Slim•Fast* sales grew 10.8%, with a range extending from meal replacement drinks and bars to soups. It continued to expand beyond its US heartland, in the UK, Germany and the Netherlands. *Slim•Fast* continues to focus

on the health & wellness consumer hotspot and is well positioned in relation to emerging concerns about obesity.

*AdeS*, our nutritious, healthy drink continued to grow strongly in Brazil, while we expanded *Telma*, a cereal brand from Israel, into snacking with the launch of children's cereal bars.

### Beverages

*Lipton* grew by 3.8% with sales in more than 100 countries. The *Lipton* product range is inspired by the healthy, refreshing qualities of tea and includes ready-to-drink *Lipton Ice Tea*, new concepts such as *Lipton Brisk* lemonade and a wide range of leaf tea offerings.

Ready-to-drink beverages continue to perform strongly. In leaf tea, an area which is critical for the overall health of our beverage business, we continued to focus on improving profitability and innovation. We continued to drive growth around the world through our *Lipton* 'Paint the World Yellow' campaign. This enabled us to position *Lipton* as a contemporary brand and to perform strongly in the growing out-of-home sector. As around a third of beverages are consumed outside the home, this sector is important for continued growth.

We maintained leadership positions in key traditional tea markets such as the UK and India.

### 2001 results compared with 2000 at current exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	4 299	3 625	19%
Operating profit	308	419	(27)%
Group turnover	4 150	3 430	21%
Group operating profit	267	391	(32)%

### 2001 results compared with 2000 at constant 2000 exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	4 367	3 626	20%
Operating profit BEIA	578	442	31%
Exceptional items	(131)	(18)	
Amortisation of goodwill and intangibles	(133)	(3)	
Operating profit	314	421	(25)%
Operating margin	7.2%	11.6%	
Operating margin BEIA	13.2%	12.2%	

### Health & wellness

Consumers are increasingly demanding healthy food products. In 2001, our brands grew by meeting such needs, in both industrialised and developing markets.

## 28 Operating review by category – Foods

The US-based *Slim•Fast* range, which we market as a nutritionally responsible way to achieve and maintain a healthy weight, delivered excellent growth. We successfully extended the brand beyond its US heartland, with launches in Australia and the Netherlands and relaunches in Canada and the UK. We also extended the range into soups.

A profitable year for Annapurna in India and a successful African roll-out from Ghana to Cote d'Ivoire showed how we can meet a very different consumer need: for nutritionally-enhanced staples at an affordable price. Sales of *AdeS* soy-based beverages in Latin America were hit, however, by the economic difficulties in the region.

### Beverages

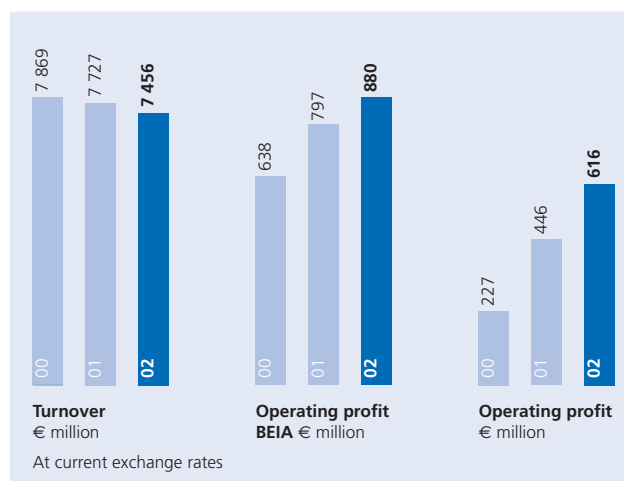
Our *Lipton* global core brand grew by 6%, led by double-digit growth in ready-to-drink tea delivering a 'system sales' growth of 10% worldwide. This growth was again boosted by our innovative 'Paint the World Yellow' programme.

In Japan, underlying sales of *Lipton* ready-to-drink tea grew strongly due to our partnership with drinks manufacturer Suntory. Our recent innovation, *Lipton* Cold Brew cold infusion teabags, grew well and was rolled out across most of the US. However, turnover and profits declined in that country.

The traditional tea market in Central Asia declined in value. Fierce competition from loose-leaf tea competitors in India made our beverage sales decline, but a major cost effectiveness drive resulted in higher profits. In Poland and Russia, underlying sales showed double-digit growth as we continued to drive the consumer migration from loose-leaf to tea bags.

Turnover grew by 20%. Operating profit BEIA and operating margin BEIA increased due to significant savings in supply chain costs.

### Ice cream and frozen foods



### 2002 results compared with 2001 at current exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	7 456	7 727	(4)%
Operating profit	616	446	38%
Group turnover	7 456	7 727	(4)%
Group operating profit	616	446	38%

### 2002 results compared with 2001 at constant 2001 exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	7 646	7 727	(1)%
Operating profit BEIA	896	797	12%
Exceptional items	(244)	(322)	
Amortisation of goodwill and intangibles	(28)	(29)	
Operating profit	624	446	40%
Operating margin	8.2%	5.8%	
Operating margin BEIA	11.7%	10.3%	

Underlying sales growth for the year was 3%, but after the impact of disposals, turnover fell 1%. Operating margin BEIA improved 1.4% to 11.7% after restructuring gains and higher brand investment.

### Ice cream

Unilever is the world's leading producer of ice cream. In 2002, innovations under the *Heart* brand, including *Cornetto Soft*, *Magnum 7 Sins*, and others under *Paddle Pop* and *Carte d'Or*, delivered strong growth as they gave a new twist to a traditional favourite. North American ice cream brands *Breyers* and *Ben & Jerry's* also delivered good results.

We are determined to remain the world's number one ice cream company. We have transformed the cost structure of the business and focused on profitable countries and are now able to concentrate on innovation and growth. For example, we took brands like *Cornetto* out of the static freezer box and into the growing soft-serve out-of-home sector, while continuing to target the in-home sector with innovations such as mini multi-packs and *Cornetto* snack-size ice cream, both of which made good progress.

We continued to widen the appeal of our ice creams to consumers who want fun, novelty and freshness. For example, we targeted consumers' desire for indulgence (*Magnum*), refreshment (*Solero*) and kids fun (*Paddle Pop*).

We made good progress in Latin America and North America and, in the context of a poor summer, performed well in Europe.

In October 2002, the European Court of First Instance heard our appeal against the European Commission's negative decision in the matter of cabinet exclusivity in Ireland. That decision remains suspended, while we await the ruling of the Court.

## Frozen foods

Convenience combined with fresh-tasting, high quality ingredients drove the success of our *Iglo*, *Bird's Eye* and *Findus* frozen ready meal solutions, which grew by 11%. Our overall frozen foods turnover fell by 8%, primarily due to disposals. A strong fourth quarter driven by quality innovations and brand support resulted in an underlying sales growth of 1% for the year.

Sales growth in ready meals was offset by the implications of the end of the BSE crisis, which last year drove stronger demand for fish, especially in the UK. Our frozen foods capability is a valuable asset across the portfolio, which we are now starting to test with other brands.

## 2001 results compared with 2000 at current exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	7 727	7 869	(2)%
Operating profit	446	227	97%
Group turnover	7 727	7 848	(2)%
Group operating profit	446	225	98%

## 2001 results compared with 2000 at constant 2000 exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	7 748	7 866	(2)%
Operating profit BEIA	800	637	26%
Exceptional items	(331)	(394)	
Amortisation of goodwill and intangibles	(29)	(17)	
Operating profit	440	226	95%
Operating margin	5.7%	2.9%	
Operating margin BEIA	10.3%	8.1%	

## Ice cream

Our major ice cream brands performed well during 2001 and underlying sales grew by almost 3%. Progress was driven by innovations, such as *Magnum* snack-sizes, *Cornetto* miniature and multi-packs and *Cornetto*-branded soft ice cream.

A positive overall picture was affected by declining wrapped impulse sales in Germany and the UK. In North America our Canadian and US businesses delivered excellent underlying sales growth and much improved profits. The strength of our portfolio was demonstrated by the success of *Ben & Jerry's* in the US super-premium market during its first full year as a Unilever business.

In line with our commitment to a world-class supply chain, we closed eight factories that were of limited long-term value and introduced more efficient ways of buying raw materials and packaging. We also eliminated certain poorly performing products and withdrew from nine countries where our ice cream business was unprofitable, including Colombia, Russia and Saudi Arabia.

## 30 Operating review by category – Foods

### Frozen foods

Our ongoing businesses in frozen foods achieved good profitable growth due to innovation and tight business focus.

The key growth drivers were products that met the demand for healthy and convenient foods. We successfully rolled out frozen high-quality meal ranges based on the Italian concept *4 Salti in Padella*, including *Birds Eye enjoy!* in the UK. Our frozen snacks also performed well.

In 2001, we began successfully extending frozen food brands and products into our Foodsolutions business.

We disposed of our *Gorton's* frozen seafood business in North America and the *Frudesa* business in Spain, but retained limited rights to use the *Frudesa* brand name. We also withdrew from frozen foods in Argentina.

## Financial overview

	€ billion 2002 at 2002 rates	€ billion 2002 at 2001 rates	€ billion 2001 at 2001 rates	% Change at 2001 rates*
Turnover	20.8	22.7	22.8	0%
Operating profit	2.8	3.1	2.8	8%
Operating profit BEIA	3.2	3.5	3.1	11%
Operating margin*	13.5%	13.5%	12.4%	
Operating margin BEIA*	15.3%	15.2%	13.6%	

\*Calculated using unrounded numbers

## Home & Personal Care

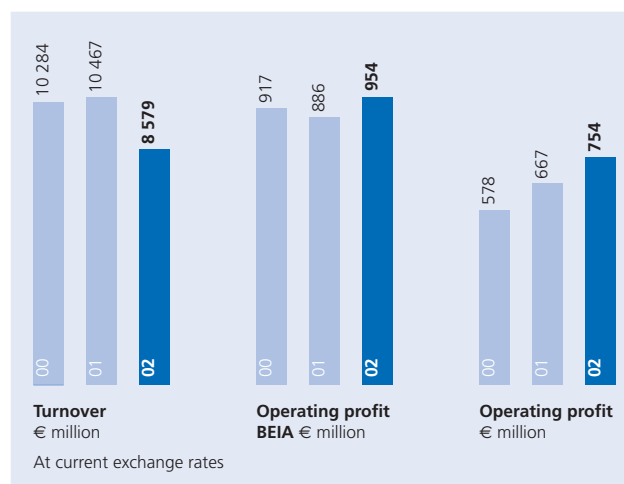
In 2002, we continued to focus resources behind the leading brands that are driving growth in our Home & Personal Care (HPC) division. They grew rapidly by meeting the differing everyday needs of people around the world.

In line with our Path to Growth strategy, these leading brands surged ahead with sales growth of 6.7%, while underlying sales increased by 5.2%. Turnover was flat, including the disposal of DiverseyLever. Operating profit BEIA rose by 11% and operating margin BEIA reached 15.2%.

Our global brand teams, who are responsible for major innovations, ensured focus and delivery in every region, with support from our new network of Global Technology Centres. Critical to this success was our continued research and development focus on fewer, global projects. For example, new innovations helped *Dove* achieve over 25% growth for the fourth successive year, led by the roll-out of the *Dove* hair range.

We continued to dispose of our non-core businesses, including the completion of the sale of DiverseyLever, our institutional and industrial cleaning business, and Atkinson's, our Italian fragrance and personal care business.

## Home care and professional cleaning



## 2002 results compared with 2001 at current exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	8 579	10 467	(18)%
Operating profit	754	667	13%
Group turnover	8 565	10 432	(18)%
Group operating profit	755	666	13%

## 2002 results compared with 2001 at constant 2001 exchange rates

	€ million 2002	€ million 2001	% Change
Turnover	9 436	10 467	(10)%
Operating profit BEIA	1 027	886	16%
Exceptional items	(200)	(201)	
Amortisation of goodwill and intangibles	(17)	(18)	
Operating profit	810	667	21%
Operating margin	8.6%	6.4%	
Operating margin BEIA	10.9%	8.5%	

Unilever is among the world leaders in domestic home care, which includes hygiene and cleaning products. In 2002, underlying sales grew by 1% and operating margin BEIA improved by 2.4%, through the benefit of our savings programmes. Growth was driven by *Looks Great*, *Snuggly* and *Comfort*.

Although people wash their fabrics in many different ways they all want to achieve cleaner, stain-free, fresh feeling clothes and linen, with less effort.

Around the world, we repositioned *Omo*, our top performance washing detergent, as a brand for mothers and their families. This strategy was driven by the message that getting dirty is all part of the experience children need to learn and develop. It helped to consolidate *Omo's* leading

## 32 Operating review by category – Home & Personal Care

position in Brazil and South Africa and to achieve market share gains in such countries as Morocco and Thailand.

In Morocco, *Omo* overtook its rivals to become the market leader. In Thailand, new innovations helped the brand to extend its leadership, while in South Africa it maintained its strong leadership position in a growing market.

Consumers increasingly demand detergents that don't just clean their clothes but are also gentle on their skin. In the UK, we lead this growing 'kind to skin' market with *Persil Non-Bio*. To reinforce our position in the sector we launched *Persil Aloe Vera*. This successfully introduced new customers to the brand. During 2002, *Persil* achieved its highest market share for 10 years.

On 3 May 2002 we completed the sale of our DiverseyLever business to Johnson Professional Holdings Inc., leading to a 10% reduction in turnover, despite underlying sales growth of 1%.

### 2001 results compared with 2000 at current exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	10 467	10 284	2%
Operating profit	667	578	15%
Group turnover	10 432	10 258	2%
Group operating profit	666	578	15%

### 2001 results compared with 2000 at constant 2000 exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	10 884	10 284	6%
Operating profit BEIA	926	917	1%
Exceptional items	(209)	(323)	
Amortisation of goodwill and intangibles	(19)	(16)	
Operating profit	698	578	21%
Operating margin	6.4%	5.6%	
Operating margin BEIA	8.5%	8.9%	

In 2001, turnover rose by 6%, however, operating margin BEIA was slightly down.

Laundry products generated nearly a third of the division's income. In 2001, we retained our clear leadership in tablets in Europe, however, in Canada and the US, tablets showed slow consumer uptake.

Building on the success of tablets in Europe, we launched liquid capsules. These provide the convenience and efficiency of laundry tablets for those consumers who prefer to use liquid detergents.

We demonstrated the enduring appeal of our laundry brands in South Latin America, emerging after two years of intense competition with significantly improved profitability.

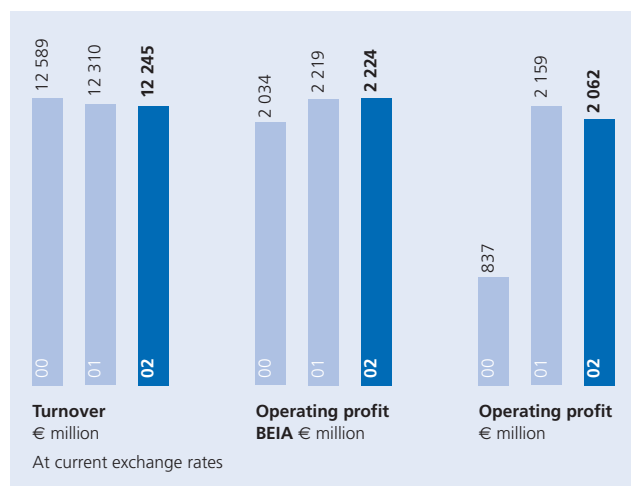
We made significant progress in aligning all laundry detergent and fabric conditioners behind a limited number of our leading brands, such as *Omo*, *Skip*, *Surf*, *Comfort* and *Snuggly*. We rolled out standardised *Omo* packaging and advertising in Latin America, Asia and Pacific, Africa, Middle East and Turkey. In India, as part of this alignment, we relaunched the popular *Surf* brand, investing in an improved formulation and doubling marketing support.

We extended the *Comfort* fabric conditioner brand with the successful launch of *Comfort Vaporesse* in Europe. *Comfort Vaporesse* liquid is poured into the water wells of steam irons, making fabrics smell fresher and preventing limescale.

We extended the *Domestos* brand, launching *Domestos Bi-Actif* and *Domestos WC Active Mousse* in Europe and, in Asia, reaching new consumers with products tailored for low-income families. Other successes in household cleaning included further innovations in *Cif* wipes.

In professional cleaning, DiverseyLever enjoyed a strong year with growth in both turnover and operating profit.

**Personal care**



**2002 results compared with 2001 at current exchange rates**

	€ million 2002	€ million 2001	% Change
Turnover	12 245	12 310	(1)%
Operating profit	2 062	2 159	(4)%
Group turnover	12 236	12 307	(1)%
Group operating profit	2 059	2 157	(5)%

**2002 results compared with 2001 at constant 2001 exchange rates**

	€ million 2002	€ million 2001	% Change
Turnover	13 273	12 310	8%
Operating profit BEIA	2 430	2 219	10%
Exceptional items	(166)	(49)	
Amortisation of goodwill and intangibles	(12)	(11)	
Operating profit	2 252	2 159	4%
Operating margin	17.0%	17.5%	
Operating margin BEIA	18.3%	18.0%	

In the personal care sector, Unilever is one of the world leaders in deodorants, anti-perspirants and hair care products. Our leading brands, which include *Axe*, *Dove*, *Lux*, *Pond's*, *Rexona*, *Signal* and *Sunsilk* saw underlying sales growth of 10%. Turnover rose by 8%, with operating margin BEIA increasing to 18.3%.

From New York to New Delhi, image and beauty are important to millions of people. To meet their desire for attractive, healthy hair we continued to focus on *Dove* and *Sunsilk*.

The *Dove* hair range reached the number one position in its initial launch market of Korea and Taiwan and number two in Japan, where it was launched in 2001. During the year, we rolled out *Dove* shampoo and conditioners across more than 31 countries in Europe, Latin America and South East Asia.

In 2002, the underlying sales growth of *Sunsilk* was strong with good performances in Brazil and Mexico and new market entries in Algeria and Central America. In Ghana and South Africa we launched our new *Afro Hair* range. We further drove *Sunsilk's* growth with the launch of new products, such as permanent colourant *Pro-Color* in Brazil and Argentina.

In Canada, we are migrating *Pears* to the highly successful North American brand *Suave*.

Washing away the everyday grime that builds up on skin is a daily ritual for countless people. In Brazil, although around 70 million consumers have black or mulatto skin, there had never been a mass-market soap specially designed for them. To meet their aspirations we launched a *Lux* variant specifically for this skin type.

Consumers want to feel clean and fresh all day, however hectic their lifestyles. This desire helped to drive growth in our deodorant business.

In 2002, the underlying sales growth of *Axe* was 17%, driven by powerful innovation in the core body spray range, including the launch of a new longer lasting 24-hour formulation. We launched *Axe* in North America with a campaign targeting young men between 14 and 24 – a group that spends around \$8 billion a year on personal grooming products.

*Rexona* enjoyed strong growth with the best performance coming from our anti-perspirant deodorant for men. *Rexona for Men* grew by 30% in the core regions of Europe and Latin America.

A clean, bright smile can say more than words, whatever language you speak. In 2002, we sought to reinforce the strength of our *Signal* brand through a strong competitive position in the electric toothbrush market. We launched the first electric toothbrush to offer the choice of two heads – for cleaning and whitening.

Across the Home & Personal Care business our strong focus on leading brands and global innovations has left us well placed for further growth.

## 34 Operating review by category – Home & Personal Care

### 2001 results compared with 2000 at current exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	12 310	12 589	(2)%
Operating profit	2 159	837	158%
Group turnover	12 307	12 567	(2)%
Group operating profit	2 157	837	158%

### 2001 results compared with 2000 at constant 2000 exchange rates

	€ million 2001	€ million 2000	% Change
Turnover	12 685	12 589	1%
Operating profit BEIA	2 298	2 034	13%
Exceptional items	(50)	(1 190)	
Amortisation of goodwill and intangibles	(11)	(7)	
Operating profit	2 237	837	167%
Operating margin	17.6%	6.7%	
Operating margin BEIA	18.1%	16.2%	

#### Personal care

Turnover increased by 1%, while operating margin BEIA improved. Our leading brands achieved sales growth of 7%, reflecting the strong performance of our global core brands, such as *Axe*, *Dove*, *Rexona*, *Suave* and *Sunsilk*.

*Dove* again surged ahead. It recorded its third consecutive year of over 25% growth with strong contributions from the new *Nutrium* bar in the US and shower and body care products in Europe. Another notable success was the brand's move into hair care in Asia, where it reached number three in the Japanese shampoo and conditioner market within two months and contributed towards a 12% worldwide growth in our hair care business. The launch projected Unilever into a clear number one position in Japan, the second largest hair care market, with *Lux*, *mod's hair* and *Dove*.

*Sunsilk*, our leading hair care brand, also performed strongly, growing in excess of 20%. It was launched in Mexico, marketed as *Sedal*, and rapidly became the fourth biggest hair care brand in the country. In the US, *Suave* captured an 11% value share of the shampoo market for the first time.

Our deodorant category grew by 8%, driven by the success of *Dove*, *Axe* and *Rexona*. *Dove* consolidated its position in deodorants with a particularly strong performance in the US and an encouraging launch in Mexico.

We refreshed the *Axe* male deodorant range, marketed as *Lynx* in the UK, with two new fragrances, *Fusion* and *Gravity*. In Europe, as part of our strategy of extending our brands beyond their core categories, we introduced an upgraded *Axe* shower gel range.

*Rexona* also made significant progress in the male anti-perspirant market, with *Rexona for Men* accounting for a growing proportion of the brand's sales.

We introduced harmonised packaging for our roll-on deodorants across all brands, achieving significant efficiencies in our supply chain.

In face care, *Pond's Perfect* was launched in Japan and achieved a leading position in the mass sector of the anti-ageing market, while the launch of *Pond's RenAscent* achieved outstanding success in Mexico.

In Central Asia, *Fair and Lovely* continued to perform strongly, responding to renewed advertising focus and range extensions.

In oral care, we again saw good growth from *Signal* in Europe and *Close-up* in Asia and Pacific. Our position was strengthened by innovations in toothbrushes and confectionery, where we built on the success of our dental chewing gum with the launch of dental sweets. However, in China, *Zhonghua* toothpaste had a disappointing year.

Our Prestige fragrance business faced difficult economic conditions, and turnover declined. Following the disposal of Elizabeth Arden, we integrated the designer fragrance portfolio into Unilever Cosmetics International. We expanded the *Nautica* fragrance range into Europe and launched fragrances under the *BCBG* banner in the US.

The figures quoted in this review are in euros, at **current rates of exchange**, unless otherwise stated. The profit and loss and cash flow information is translated at average rates of exchange for the relevant year and the balance sheet information at year-end rates of exchange.

For definitions of key ratios referred to in this review please refer to page 115.

**Critical accounting policies**

The accounts comply in all material respects with UK generally accepted accounting principles and Netherlands law. To prepare the accounts, we are required to make estimates and assumptions, using judgement based on available information, including historical experience. These estimates and assumptions are reasonable and are re-evaluated on an ongoing basis. However, actual amounts and results could differ. Critical accounting policies are those which are most important to the portrayal of Unilever’s financial position and results of operations, and are described on pages 66 to 68. Unilever complies with UK Financial Reporting Standard 18, which requires that the most appropriate accounting policies are selected in all circumstances. Some of these policies require difficult, subjective or complex judgements from management, the most important being:

**Retirement benefits:**

Determining Unilever’s pension assets, obligations and expenses depends on certain assumptions used by actuaries in calculating such amounts. Those assumptions are described in note 17 on page 88. Although the assumptions are thought to be appropriate, significant differences in actual experience or significant changes in assumptions may materially affect pension assets and obligations and future expenses.

**Provisions:**

Provision is made, amongst other reasons, for environmental and legal matters where a legal or constructive obligation exists at the balance sheet date and a reasonable estimate can be made of the likely outcome.

**Market support costs:**

Expenditure on market support costs, such as consumer promotions and trade advertising, is charged against profit in the year in which it is incurred. At each balance sheet date, we estimate the degree of expenditure incurred based on our knowledge of customer, consumer and promotional activity.

**Goodwill, intangible and tangible fixed assets:**

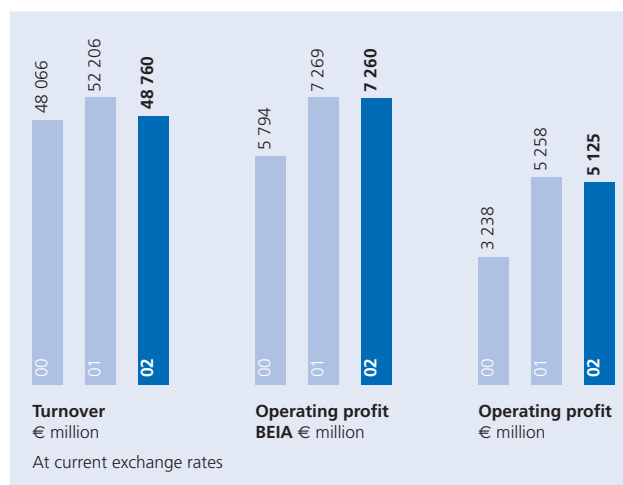
Following UK Financial Reporting Standard 11, United States SFAS 142 and SFAS 144, goodwill, intangible and tangible fixed assets are subject to review for impairment. Such reviews are performed by comparing the carrying value of the asset concerned to a valuation derived from discounted future cash flows. Significant assumptions are made in preparing these forecast cash flows; although these are believed to be appropriate, changes in these assumptions could change the outcomes of the impairment reviews.

The most significant goodwill is that arising from the purchase of Bestfoods. We have reviewed the goodwill related to the Bestfoods acquisition, by considering actual and planned growth rates of Bestfoods brands and the actual and planned synergy savings arising from its integration. No impairment loss has been identified.

**Deferred tax:**

Full provision is made for deferred taxation, as required under UK Financial Reporting Standard 19, at the rates of tax prevailing at the year-end unless future rates have been enacted, as detailed on page 68. Deferred tax assets are regularly reviewed for recoverability, and a valuation allowance is established to the extent recoverability is not considered likely.

**Results – 2002 compared with 2001**



The 7% strengthening of the average exchange rate for the euro against the basket of Unilever currencies impacted turnover, which fell by 7% to €48 760 million. Underlying sales growth of 4% was offset by the net impacts of acquisitions and disposals which reduced sales by 4%. The most significant disposal impact came from DiverseyLever and Mazola, offset by the increase in our holding in the Unilever Bestfoods Robertsons business in Africa and the Middle East.

Group turnover, excluding our share of the turnover of joint ventures, fell by 6% to €48 270 million. Our share of turnover from joint ventures fell to €490 million (2001: €692 million) as the increase in our holding in Unilever Bestfoods Robertsons resulted in its reclassification as a subsidiary.

Operating profit BEIA was €7 260 million (2001: €7 269 million). Operating margin BEIA improved to 14.9% from 13.9% in 2001. This underlying margin improvement reflects the continuing contribution from our Path to Growth strategy; it was offset by the strengthening of the euro leaving operating profit BEIA in line with 2001. Group operating profit BEIA was also flat at €7 165 million.

Amortisation of goodwill and intangibles was €1 261 million for the year, down from €1 423 million in 2001.

## 36 Financial review

The decrease is primarily due to the strengthening of the euro during the year. Included in the charge is €1 023 million in respect of Bestfoods.

Exceptional items for the year of €874 million included €1 215 million of restructuring costs, a credit of €249 million for the net profits and losses on business disposals and €98 million credit from the release of legal and environmental provisions following the settlement of certain legal claims in our favour. Associated costs included within operating profit BEIA were €191 million for the year (2001: €373 million).

The exceptional costs incurred during the year primarily relate to the Path to Growth initiatives announced in February 2000, and to the integration of Bestfoods. The total net cost of these programmes over 5 years is estimated to be €6.2 billion. Of the €5.0 billion incurred to date, €4.3 billion is exceptional and €0.7 billion is associated costs.

Operating profit and Group operating profit each fell by 3% to €5 125 million and €5 041 million respectively, with the underlying margin improvement offset by higher exceptional charges and the 7% average currency impact.

An overview of operating performance by region and product category is included in the Regional and Category texts on pages 18 to 23 and 24 to 34 respectively.

Net interest cost for the year was €473 million lower at €1 173 million as we benefited from strong cash flow from operations, the proceeds of business disposals, lower interest rates and the favourable effect of currency movements. Net interest cover for the year was 4.5 times, up from 3.2 times in 2001. The net interest cover on the basis of EBITDA (BEI) was 7 times (2001: 5 times).

The Group's effective tax rate on profit for the year was 38.7% (2001: 42.7%). This rate reflects the non-deductibility of the Bestfoods goodwill amortisation and a lower effective tax rate on net exceptional items. The underlying tax rate on normal operations for the year was 32.2% (2001: 33.7%).

Minority interests increased to €312 million (2001: €239 million), mainly as a result of a fiscal policy change affecting local shareholders in India.

Net profit for the year rose by 16% to €2 129 million; combined earnings per share were up 18%; combined earnings per share BEIA increased by 14%.

Return on capital employed increased to 11% from 9% in 2001.

### Results – 2001 compared with 2000

Turnover rose by 9% to €52 206 million.

Group turnover increased by 8% to €51 514 million. This increase was driven by underlying sales growth of 4%, compared with 1.5% in 2000, combined with a net effect from acquisitions and disposals of an increase of 7%. The most significant of these were the acquisition of Bestfoods and the disposal of Elizabeth Arden and some European soups and sauces brands. This growth was offset by a 3% strengthening of the average exchange rate for the euro against the basket of Unilever currencies.

As a result of the Bestfoods acquisition, the Group's share of joint venture turnover increased by 43% to €692 million.

Group operating profit BEIA of €7 149 million increased by 25% for the year. The improvement in group operating margin BEIA by 1.9% to 13.9% reflected the ongoing contribution from Path to Growth restructuring and procurement savings and the successful integration of Bestfoods.

Amortisation of goodwill and intangibles was €1 387 million compared with €435 million in 2000. The increase was primarily the result of a full year's amortisation charge for acquisitions made partway through 2000. Included in this charge was €1 170 million for Bestfoods and €193 million as a result of other acquisitions in 2000, principally Slim•Fast, Ben & Jerry's, Cressida and Amora Maille.

Exceptional items for the year were €588 million, which included €1 515 million of restructuring investment and profits on disposals of €927 million. Of the latter, €811 million related to the profit on the sale of the brands to secure regulatory approval for our acquisition of Bestfoods and €114 million related to profit on the sale of Unipath. Associated costs included within operating profit BEIA were €373 million in 2001.

Group operating profit increased by 63% to €5 174 million, primarily being the net impact of acquisitions and disposals offset by an increase in the amortisation charge.

The share of operating profit of joint ventures increased to €84 million (2000: €57 million), reflecting a full year of the Bestfoods' joint ventures.

Net interest cost rose to €1 646 million compared with €632 million in 2000. This reflected the increase in the level of borrowings during 2000 to fund acquisitions, principally Bestfoods. Cash generation from disposals during the year, along with proceeds from the sale of the European bakery business in 2000, reduced the interest charge by approximately €80 million. Net interest cover for the year was just over 3 times. The net interest cover on the basis of EBITDA (BEI) was 5 times for the year.

The Group's effective tax rate for the year was 42.7% (2000: 49.3%). This rate reflected the non-deductibility of

goodwill amortisation and a tax rate on the net exceptional charges of 39%. The underlying tax rate for normal trading operations was in line with 2000.

Minority interests increased 11% to €239 million (2000: €215 million) as a result of a strong performance in India.

Net profit rose by 66% to €1 838 million. Combined earnings per share were up 70%. Combined earnings per share BEIA increased by 11%.

Return on capital employed increased slightly to 9% from 8% in 2000.

## 2002

### Dividends and market capitalisation

Ordinary dividends paid and proposed on PLC ordinary capital amounted to 16.04p per 1.4p share (2001:14.54p), an increase of 10% per share. Ordinary dividends paid and proposed on the NV ordinary capital amount to €1.70 per €0.51 share (2001: €1.56), an increase of 9% per share. The ratio of dividends to profit attributable to ordinary shareholders was 79.5% (2001: 85.6%).

Unilever's combined market capitalisation at 31 December 2002 was €59.9 billion (2001: €64.5 billion).

### Balance sheet

The euro strengthened considerably against most other Unilever currencies between the two balance sheet dates. This resulted in an exchange loss on translation of opening balances and of movements of €1 517 million. Significant translation losses in Argentina and Brazil were partly offset by the translation gain on the highly geared balance sheet of our US business. Profit retained, after accounting for dividends, the writeback of goodwill on disposal of DiverseyLever and for the retranslation impact, decreased by €640 million to €5 777 million.

Total capital and reserves decreased to €5 867 million (2001: €6 993 million) reflecting the above movements in profit retained together with a €551 million net increase in shares held to meet employee share option plans.

### Cash flow

Cash flow from operations increased by €386 million to €7 883 million. Strong underlying cashflows and working capital improvements were partly offset by higher restructuring outflows, and the impact of the strengthening of the euro on the consolidated figures.

Capital expenditure of €1 313 million was 15% below 2001 levels and at 2.7% of turnover continues the reducing trend of recent years.

Acquisition activity in the year was limited. The most significant transaction was the purchase of an additional 9% share in the Bestfoods Robertsons businesses in Africa and the Middle East. During the year cash proceeds of

€1 834 million were received from the disposal of 35 businesses, notably DiverseyLever and Mazola.

### Finance and liquidity

Unilever aims to be in the top third of a reference group for Total Shareholder Return of 21 international consumer goods companies, as explained on pages 40 and 41. The Group's financial strategy supports this objective and provides the financial flexibility to meet its strategic and day-to-day needs. The key elements of the financial strategy are:

- Appropriate access to equity and debt capital
- Sufficient flexibility for tactical acquisitions
- A1/P1 short-term credit rating
- Sufficient resilience against economic turmoil
- Optimal weighted average cost of capital, given the constraints above

An EBITDA (BEI) net interest cover greater than 8 times is consistent with this strategy. An interest cover below this level is acceptable for a period following major acquisitions.

The definition and further details on the EBITDA (BEI) net interest cover ratio are given on pages 114 and 115.

Other relevant disclosures are given in notes 14 and 15 on pages 83 to 86.

Unilever concentrates cash in the parent and finance companies in order to ensure maximum flexibility in meeting changing business needs. Operating subsidiaries are financed through the mix of retained earnings, third party borrowings and loans from parent and group financing companies that is most appropriate to the particular country and business concerned.

Unilever maintains access to global debt markets through an infrastructure of short-term debt programmes (principally US domestic and euro commercial paper programmes) and long-term debt programmes (principally a US Shelf registration and euro-market Debt Issuance Programme). Debt in the international markets is, in general, issued in the name of NV, PLC or Unilever Capital Corporation. NV and PLC will normally guarantee such debt where they are not the issuer.

Unilever has committed credit facilities in place to support its commercial paper programmes and for general corporate purposes. The committed credit facilities in place at the end of 2002 were: bilateral committed credit facilities of in aggregate US \$3 737 million, bilateral notes commitments of in aggregate US \$400 million and bilateral money market commitments of in aggregate US \$2 080 million. Further details of these facilities are given in note 14 on page 84.

In 2002 a total of €3 195 million was raised through term financing. The term financing mainly consisted of a US \$650 million 5½ year eurobond issued in June, a €1 billion 5-year eurobond issued in September and a US \$1 billion 30-year Global Bond issued in November. In addition Unilever Thai Trading Limited (UTT) raised the

equivalent of €418 million of term financing in the Thai capital market, all of which carried a Unilever NV guarantee excluding political risk, through a combination of bank loans and the issuance of a debenture with a 5-year maturity.

During 2002, net debt decreased to €16 966 million (2001: €23 199 million). This was due to strong operating cash flow, the proceeds of business disposals and the favourable effect of currency movements.

Borrowings at the end of 2002 totalled €20 444 million (2001: €25 500 million). Taking into account the various cross currency swaps and other derivatives, 78% of Unilever's borrowings were in US dollars, 1% in euros and 7% in sterling with the remainder spread over a large number of other currencies.

Long-term borrowings decreased by €3 288 million to €10 933 million at the end of 2002. At the end of 2002 short-term borrowings were €9 511 million (2001: €11 279 million), including €4 854 million of long-term debt coming to within a year of maturity at the year-end. At the end of 2002, 68% of the long-term debt is repayable within five years (2001: 77%).

Unilever's contractual obligations at the end of 2002 include capital expenditure commitments, borrowings, operating lease commitments and other commitments. Details are set out in the following notes to the accounts: note 10 on page 81, note 14 on page 83, and note 24 on page 99. Details on derivatives are given in note 15 on pages 85 and 86.

Cash and current investments at the end of 2002 totalled €3 478 million (2001: €2 301 million); these funds were held in euros (34%), sterling (4%), US dollars (14%), and other currencies (48%). The funds are mainly to support day-to-day needs and are predominantly invested in short-term bank deposits and high-grade marketable securities.

### Treasury and hedging policies

Unilever Treasury's strategic purpose is to provide financial flexibility in support of Unilever's Path to Growth strategy within the context of the financial strategy set out in the 'Finance and liquidity' section above. Unilever Treasury's role is to ensure that appropriate financing is always available for all value-creating investments. Additionally, Treasury delivers financial services to allow operating companies to manage their financial transactions and exposures in an efficient, timely and low cost manner.

Unilever Treasury operates as a service centre and is governed by policies and plans agreed by the Executive Committee of the Board. In addition to policies, guidelines and exposure limits, a system of authorities and extensive independent reporting covers all major areas of activity. Performance is monitored closely. Reviews are undertaken by the corporate internal audit function.

The key financial instruments used by Unilever are short- and long-term borrowings, cash and other fixed and current investments and certain straightforward derivative instruments, principally comprising interest rate swaps and foreign exchange contracts. The accounting for derivative instruments is discussed in Accounting policies on page 68. The use of leveraged instruments is not permitted.

Unilever Treasury manages a variety of market risks, including the effects of changes in foreign exchange rates, interest rates and credit spreads. Other risks managed include liquidity, country and counterparty risks.

Unilever has an interest rate management policy aimed at optimising net interest cost and reducing volatility. This is achieved by modifying the interest rate exposure of debt and cash positions through the use of interest rate swaps. At the 2002 year-end the application of this policy resulted in approximately 80% of our projected net debt for 2003 and 47% for 2004 being fixed.

Unilever's foreign exchange policy requires that operating companies hedge trading and financial foreign exchange exposures. This is achieved primarily through the use of forward foreign exchange contracts. Some flexibility is permitted within overall exposure limits. At year-end there was no material exposure from companies holding assets and liabilities other than in their functional currency.

Unilever aims to hedge its net investment in operating companies through borrowings in the same currency, except where inhibited by local regulations, lack of local liquidity or local market conditions. An exception may also be made where the economic value of the net assets locally is considered to exceed their book value substantially. The business in the US is one such example where the economic value of the assets is considerably in excess of book value and accordingly we have higher US dollar debt. From time to time, currency revaluations will trigger exchange translation movements in our balance sheet as a result of these exceptions.

In 2002, we suffered significant retranslation differences as a result of the devaluations in Brazil (€1 106 million) and Argentina (€502 million), partly offset by the effect of the weakening of the US dollar. The above figures reflect the effect exchange rate movements have on the book values of assets and liabilities but do not take into account the underlying value of our assets or future earnings potential in the countries involved.

Our policies and strategies for the management of liquidity risk are discussed in more detail on pages 37 and above.

Counterparty exposures are minimised by restricting dealing counterparties to a limited number of financial institutions that have secure credit ratings, by working within agreed counterparty limits and by setting limits on the maturity of exposures. Counterparty credit ratings are closely monitored and concentration of credit risk with any single counterparty

is avoided. There was no significant concentration of credit risks with any single counterparty as at the year-end.

As a result of hedging the share option plans for employees, we are exposed to movements in our own share price. In recent years we have hedged this risk through buying Unilever shares in the market when the share option is granted and holding these shares until the share option is exercised or lapses. In 2001 we also entered into a contract with a bank for the forward purchase of Unilever shares, further details of which are given in note 15 on page 86. At the year-end 92% of all outstanding employee share options were hedged; based on Unilever's experience with the exercise level of options we consider this percentage as being fully hedged.

### Risk management

The following discussion about risk management activities includes 'forward-looking' statements that involve risk and uncertainties. The actual results could differ materially from those projected. See the 'Cautionary Statement' on page 2.

The analysis below presents the sensitivity of the fair value of the financial and derivative instruments the Group held at 31 December 2002, to the hypothetical changes described below.

#### Interest rate risk

The fair values of debt, investments and related hedging instruments are affected by movements in interest rates. The analysis shows the sensitivity of the fair value of interest rate sensitive instruments to a hypothetical 10% change in the interest rates across all maturities as at 31 December 2002.

#### Foreign exchange rate risk

The fair values of debt, investments and hedging instruments, denominated in currencies other than the functional currency of the entities holding them, are subject to exchange rate movements. The analysis shows the sensitivity of these fair values to a hypothetical 10% change in foreign exchange rates as at 31 December 2002.

Fair value changes:

	Sensitivity to a hypothetical 10% change in rates as at 31 December	
	€ million 2002	€ million 2001
Interest rate risk	298	243
Foreign exchange rate risk	1	28

Further details on derivatives, foreign exchange exposures and other related information on financial instruments are given in note 15 on pages 85 and 86.

#### Supply risk and commodities contracts

Unilever's products are manufactured from a number of raw materials. While materials are expected to be in adequate supply, any shortages or disruptions in supply would have a material adverse effect on gross margin.

Some of our businesses, principally edible fats companies in Europe, may use forward contracts over a number of oils to hedge future requirements. We purchase forward contracts in bean, rape, sunflower, palm, coconut and palm kernel oils, almost always for physical delivery. We may also use futures contracts to hedge future price movements; however, the amounts are not material. The total value of open forward contracts at the end of 2002 was €417 million compared with €292 million in 2001.

In addition, our plantations businesses may use forward contracts for physical delivery of palm oil and tea under strictly controlled policies and exposure limits. We had no material outstanding contracts at the end of 2002.

#### Distribution

Unilever's products are generally sold through its sales force and through independent brokers, agents and distributors to chain, wholesale, co-operative and independent grocery accounts, food service distributors and institutions. Products are distributed through distribution centres, satellite warehouses, company-operated and public storage facilities, depots and other facilities.

Unilever has undertaken several initiatives to work with its customers to accelerate the development of product categories, to optimise the flow of merchandise and the inventory levels of its customers. These include efficient consumer response (ECR) to achieve optimal stock management, automatic stock replenishments and just-in-time delivery using electronic data interchange (EDI) to co-ordinate stock levels in stores and at Unilever's warehouses. ECR is also a process used by Unilever and retailers to understand, and deliver against, consumer demand and expectations.

#### Impact of price changes

Information concerning the impact of price changes on tangible fixed assets and depreciation is shown in note 10 on page 81.

#### Other risk factors

Particular risks and uncertainties that could cause actual results to vary from those described in forward-looking statements within this document, or which could impact on our ability to meet our published targets under the Path to Growth strategy – which consists of focusing resources on leading brands, closing manufacturing sites and re-organising or divesting under-performing businesses – include those previously described above and the following:

- Managing restructuring and reorganisation programmes: Unilever has announced wide-ranging business restructuring initiatives. This high level of change absorbs considerable management time and can interrupt normal business operations.

## 40 Financial review

- **Innovation:**  
Our 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.
- **Economic conditions in developing countries:**  
About a third of Unilever's sales come from the group of developing and emerging economies. These markets are also an important source of our growth. These economies are more volatile than those in the developed world, and there is a risk of downturns in effective consumer demand that would reduce the sales of our products.
- **Borrowings:**  
The Group had borrowings totalling €20 444 million at the end of 2002. Any shortfalls in our cashflow commitments to service these borrowings could undermine our credit rating and overall investor confidence. Market, interest rate and foreign exchange risks to which the Group is exposed are described on page 39.
- **Price volatility of raw materials:**  
Unilever's raw materials cover a wide range of agricultural and mineral products that are subject to movements in cyclical commodity prices. There may be times when increases in these prices cannot be recovered fully in selling prices due to competitor actions or weakness in effective consumer demand.
- **Reputation:**  
Unilever has a good corporate reputation and many of our businesses, which operate in around 100 countries around the world, have a high profile in their region. Unilever products carrying our famous brand names are sold in over 150 countries. 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, devaluation of our brands and diversion of management time into rebuilding our reputation. Examples of initiatives to manage key social and environmental risks are mentioned on pages 11 and 12.
- **Customer relationships:**  
Sales to large customers or sales via specialised distribution channels are significant in some of our businesses. The loss of a small number of major customers or a major disruption of a specialised distribution channel could have an adverse effect on the Group's business and results of operations.

- **Developing our managers:**  
Unilever's performance requires that it have the right calibre of managers in place. We must compete to obtain capable recruits for the business, and then train them in the skills and competencies that we need to deliver growth.
- **Our brands:**  
A key element of our Path to Growth strategy is the development of a small number of global, leading brands. Any adverse event affecting consumer confidence or continuity of supply of such a brand would have an impact on the overall business.

In addition, as a multinational group, Unilever's businesses are exposed to varying degrees of risk and uncertainty related to other factors including competitive pricing, consumption levels, physical risks, legislative, fiscal, tax and regulatory developments, terrorism and economic, political and social conditions in the environments where we operate. All of these risks could materially affect the Group's business, our turnover, operating profit, net profit, net assets and liquidity. There may also be risks which are unknown to Unilever or which are currently believed to be immaterial.

### Total Shareholder Return

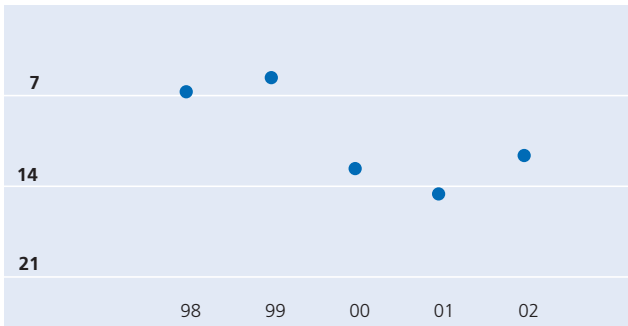
Total Shareholder Return (TSR) is a concept used to compare the performance of different companies' stocks and shares over time. It combines share price appreciation and dividends paid to show the total return to the shareholder. The absolute level of the TSR will vary with stock markets, but the relative position reflects the market perception of overall performance relative to a reference group.

The Company calculates TSR over a three-year rolling period. This period is sensitive enough to reflect changes but long enough to smooth out short-term volatility. The return is expressed in US dollars, based on the equivalent US dollar share price for NV and PLC. US dollars were chosen to facilitate comparison with companies in Unilever's chosen reference group.

Unilever's TSR target is to be in the top third of a reference group of 21 international consumer goods companies on a three year rolling basis.

At the end of 2001 we were positioned 15th and during 2002 we rose to 12th, outside our target position which remains the top third of our reference group. This position is influenced by the decline in the share price in the latter part of 1999. On a one year basis, our TSR has been in the top third of the reference group for each of the last two years.

**Unilever's position relative to the TSR reference group**



The reference group, including Unilever, consists of 21 companies. Unilever's position is based on TSR over a three-year rolling period.

In 2002 the following companies formed the peer group of comparative companies:

- |                   |                   |
|-------------------|-------------------|
| Avon              | Lion              |
| Beiersdorf        | L'Oréal           |
| Cadbury Schweppes | Nestlé            |
| Clorox            | Orkla             |
| Coca-Cola         | Pepsico           |
| Colgate           | Philip Morris     |
| Danone            | Procter & Gamble  |
| Gillette          | Reckitt Benckiser |
| Heinz             | Sara Lee          |
| Kao               | Shiseido          |

**Significant changes**

Any important developments and post-balance sheet events that have occurred since 31 December 2002 have been noted in this Annual Report & Accounts and Form 20-F 2002. Otherwise, there have been no significant changes since the year end.

## 42 Corporate governance

### Organisational structure of Unilever

NV and PLC are the two parent companies of the Unilever Group of companies. NV was incorporated under the name Naamlooze Vennootschap Margarine Unie in the Netherlands in 1927. PLC was incorporated under the name Lever Brothers Limited in Great Britain in 1894.

Since 1930 when the Unilever Group was formed, NV and PLC together with their group companies have operated, as nearly as is practicable, as a single entity. They have the same directors, adopt the same accounting principles, and are linked by a series of agreements. The Equalisation Agreement, which regulates the mutual rights of the two sets of shareholders, is particularly important. It makes the position of the shareholders of both companies, as far as possible, the same as if they held shares in a single company.

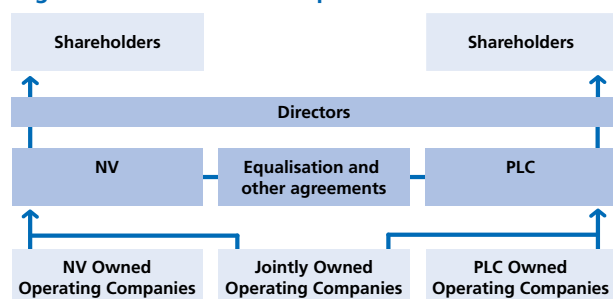
NV and PLC are separate companies, with separate stock exchange listings and different shareholders. You cannot convert or exchange the shares of one for shares of the other and the relative share prices on the various markets can, and do, fluctuate. This happens for a number of reasons, including changes in exchange rates. However, over time the prices of NV and PLC shares do stay in close relation to each other, in particular because of our equalisation arrangements.

NV and PLC are holding and service companies. Our businesses are carried out by our group companies around the world. The holding companies have agreed to co-operate in all areas, to exchange all relevant business information and to ensure all group companies act accordingly. Usually, shares in the group companies are held ultimately by either NV or PLC, with the main exception being that the US companies are owned by both and, as a result of the legal integration of Bestfoods into Unilever, a number of the group companies are partly held by Unilever United States, Inc. These group companies are therefore also ultimately owned jointly by NV and PLC.

These arrangements are designed to create a balance between the funds generated by the NV and PLC parts of the Group.

See pages 128 to 131 for a listing of the Group's principal subsidiaries and also Control of Unilever on page 138.

### Legal structure of the Group



### Directors

The Chairmen and all of the directors are full-time executives and directors of both NV and PLC and, as well as holding specific management responsibilities, they are responsible for the conduct of the business as a whole.

The Chairmen of NV and PLC are the principal executive officers of Unilever.

Our operations are organised into two global divisions – Foods and Home & Personal Care – headed by Division Directors. Reporting to their respective Division Directors are the Foods and the Home & Personal Care Business Presidents, responsible for the profitability of their regional and global businesses. For details of the Division Directors and Business Presidents, see pages 46 to 48.

The directors have set out a number of areas for which the Boards have direct responsibility for decision-making. They meet to consider the following corporate events and actions:

- Agreement of quarterly results announcements
- Approval of the Annual Report and Accounts and Form 20-F
- Declaration of dividends
- Convening of shareholders' meetings
- Approval of corporate strategy
- Authorisation of major transactions

All other matters are delegated to committees whose actions are reported to and monitored by the Boards.

Board meetings are held in London and Rotterdam and chaired by the Chairmen of NV and PLC. The Chairmen are assisted by the Joint Secretaries, who ensure the Boards are supplied with all the information necessary for their deliberations. Information is normally supplied a week prior to each meeting.

Directors are elected by shareholders at the Annual General Meetings of NV and PLC, to hold office until the end of the next Annual General Meetings. For details of the nomination procedure for directors, see Control of Unilever on page 138. All directors submit themselves for re-election each year and retire at the latest by the age of 62. They are executive officers, and cease to hold executive office on ceasing to be directors. We appoint our other executive officers, who are full-time, for an indefinite period. These other executive officers are the corporate officers listed on page 48. None of our directors or executive officers is elected or appointed under any arrangement or understanding.

A procedure is in place to enable directors, if they so wish, to seek independent professional advice. On election, directors are briefed thoroughly on their responsibilities.

All of our directors have been with Unilever full-time for at least five years, and in most cases for most of their business careers. For details see pages 46. There are no family relationships between any of our directors or executive officers.

### Advisory Directors

The Advisory Directors are the principal external presence in the governance of Unilever. The role of an independent Advisory Director involves giving advice to the Boards in general, and to the Executive Committee in particular, on business, social and economic issues. One of their key roles is to assure the Boards that our corporate governance provisions are adequate and reflect, as far as possible, best practice. They serve on certain key Board committees, the roles and membership of which are described below.

The appointment of Advisory Directors is provided for in the Articles of Association of both parent companies, although they are not formally members of the Boards. They are therefore not entitled to vote at meetings of the Boards and bear no legal responsibility for the Boards' actions. Their terms of appointment, role and powers are enshrined in resolutions of the Boards. As well as Board committee meetings, they attend the quarterly directors' meetings, other directors' conferences, and other meetings with the Chairmen. In addition, the Advisory Directors may meet as a body, at their discretion, and appoint a senior member as their spokesman.

Our Advisory Directors are chosen for their broad experience, international outlook and independence. They are appointed by resolutions of the Boards, normally for an initial term of three to four years and thereafter for terms of three years.

Their remuneration is determined by the Boards and this is reported on page 59. All appointments and re-appointments are based on the recommendations of the Nomination Committee.

In the context of Unilever's unique arrangements for corporate governance, all the Advisory Directors are considered to be independent of Unilever. The report on pages 59 and 60 describes the relationships between the Advisory Directors and Unilever.

Unilever has always aspired to high standards of corporate governance and in the light of the latest developments in Europe and the US, it is keeping its arrangements under active review. We currently anticipate concluding this review early in 2004.

### Board Committees

The directors have established the following committees:

#### Executive Committee

The Executive Committee comprises the Chairmen of NV and PLC and five other members: the two Division Directors for Foods and for Home & Personal Care; the Corporate

Development Director; the Financial Director; and the Personnel Director. Members of the Executive Committee are appointed by all of the directors for one year at a time. The Executive Committee is responsible for agreeing priorities and allocating resources, setting overall corporate targets, agreeing and monitoring divisional strategies and plans, identifying and exploiting opportunities created by Unilever's scale and scope, managing external relations at the corporate level and developing future leaders. The Executive Committee generally meets formally at least monthly and is chaired, alternately, by the Chairmen of NV and PLC. The Committee is supplied with information by the Executive Committee Secretariat.

#### Audit Committee

The Audit Committee comprises a minimum of three Advisory Directors. The Committee has historically met three times a year and in accordance with its new charter plans to meet five times a year from 2003. It is chaired by Hilmar Kopper, and its other members are Oscar Fanjul and Claudio X Gonzalez. The Committee's meetings are attended by the Financial Director, the General Counsel, the Controller, the Chief Auditor and our external auditors. The Committee reviews the overall risk management and control environment, financial reporting arrangements and standards of business conduct. It also provides independent monitoring of internal control arrangements. The Chief Auditor ensures that the Committee is supplied with necessary information. Both the Chief Auditor and the external auditors have direct access to the Audit Committee separately from other management.

See page 61 for the Report of the Audit Committee to the shareholders.

#### Corporate Risk Committee

The Corporate Risk Committee currently comprises the Financial Director, the Foods Director, the Home & Personal Care Director, the Personnel Director, the General Counsel, the Chief Auditor and the Controller. It meets at least twice a year. The objective of the Committee is to assist the Boards to carry out their responsibilities to ensure effective risk management and systems of internal control. It reports to the Boards, the Executive Committee and, as relevant, to the Audit Committee. The Committee is supplied with information by the Controller.

#### External Affairs and Corporate Relations Committee

The External Affairs and Corporate Relations Committee currently comprises five Advisory Directors and normally meets four times a year. It is chaired by Lady Chalker, and its other members are Lord Brittan, Senator George J Mitchell, Charles R Shoemate and Professor Wim Dik. The Committee oversees the Code of Business Principles, advises on external matters of relevance to the business – including issues of corporate social responsibility – and reviews our corporate relations strategy. The Committee is supplied with necessary information by the Corporate Development Director.

# 44 Corporate governance

## Nomination Committee

The Nomination Committee comprises a minimum of three Advisory Directors and the Chairmen of NV and PLC and meets at least once a year. It is chaired by Frits Fentener van Vlissingen and its other members are Antony Burgmans, Bertrand Collomb, Niall FitzGerald, Lord Simon and Jeroen van der Veer. It recommends to the Boards candidates for the positions of Director, Advisory Director and Executive Committee member. The Committee is supplied with information by the Joint Secretaries.

## Remuneration Committee

The Remuneration Committee currently comprises four Advisory Directors and meets at least three times a year. It is chaired by Frits Fentener van Vlissingen, and its other members are Bertrand Collomb, Lord Simon and Jeroen van der Veer. It reviews executive directors' remuneration and is responsible for the executive share-based incentive plans. The Committee determines specific remuneration packages for each of the directors. The Committee is supplied with information by J A A van der Bijl, Joint Secretary of Unilever.

The detailed report to shareholders on directors' remuneration is on pages 49 to 60.

## Routine business committees

Committees are set up to conduct routine business as and when they are necessary. They comprise any two of the directors and certain senior executives and officers of the Company. They administer certain matters previously agreed by the Boards or the Executive Committee. The Joint Secretaries are responsible for the operation of these committees.

All committees are formally set up by Board resolution with carefully defined remits. They report regularly and are responsible to the Boards of NV and PLC.

## Requirements in the Netherlands and the UK

Unilever is subject to corporate governance requirements in both the Netherlands and the United Kingdom. A vital factor in the arrangements between NV and PLC is their having the same directors. The concept of the non-executive director, as recognised in the United Kingdom, is not a standard feature of corporate governance in the Netherlands, and the supervisory board, as recognised in the Netherlands, is unknown in the United Kingdom. It has hitherto not been considered practicable to appoint supervisory or non-executive directors who could serve on both Boards. Nevertheless, Unilever's Advisory Directors have long provided a strong independent element, performing many of the functions of supervisory and non-executive directors. The Audit, External Affairs and Corporate Relations and Remuneration Committees consist exclusively of Advisory Directors and the majority of the members of the Nomination Committee are Advisory Directors. See pages 46 and 47 for details.

The Committee on Corporate Governance in the Netherlands issued its report 'Recommendations on

Corporate Governance in the Netherlands' in 1997.

NV applies the Committee's recommendations for supervisory directors to its Advisory Directors in so far as these are in line with their specific role within Unilever. NV complies with all other recommendations of the Committee except that the Board of Directors takes the view that requests for an item to be placed on the agenda for a shareholders' meeting must be supported by more than an insignificant proportion of the shareholders and will therefore only accept requests from a shareholder or group of shareholders holding at least 1% of the voting rights attaching to the issued share capital of NV. Requests must be submitted, at the latest, 60 days prior to the date of the meeting.

PLC is required, as a company that is incorporated in the United Kingdom and listed on the London Stock Exchange, to state how it has applied the principles and how far it has complied with the provisions set out in Section 1 of the Combined Code ('the Combined Code') appended to the United Kingdom Listing Rules.

As already explained, the Boards exercise control through the Executive Committee. Responsibilities are shared by the Chairmen of NV and PLC, while the Advisory Directors perform many of the functions of the supervisory board members or non-executive directors, although they are not formally members of the Boards. For the purposes of the Combined Code, the Boards have not appointed a senior independent director, on the basis that issues for the Boards can be raised with whichever Advisory Director is the Chairman of the relevant Board Committee and the Advisory Directors are entitled to meet as a body and appoint a senior member as their spokesman.

Unilever's remuneration policy is contained within the report on the directors' remuneration and interests on pages 49 to 60. This also deals with aspects of non-compliance with the Combined Code in this area. Members of the Audit, Remuneration and Nomination Committees will be available to answer questions at the Annual General Meetings of both NV and PLC. The members attending each meeting will not necessarily include the Chairman of the Committee, since these meetings take place at about the same time in Rotterdam and London respectively.

A description of Unilever's compliance with 'Internal Control – Guidance for Directors on the Combined Code' is given on pages 63 and 64.

Unilever has, since its inception, adopted the principle that it is good practice that the most senior roles in NV and PLC are shared and not concentrated in one person. As a consequence it is a principal tenet of its governance philosophy, which finds expression in two people who each combine the roles of Chairman and Chief Executive and who meet regularly for joint decision making. This carefully balanced arrangement has served Unilever's unique constitutional arrangements very well for many years and the Boards believe that to separate these roles would only

introduce undesirable and unnecessary complexity. Since the Advisory Directors are not formally members of the Boards, it would be inappropriate for one of them to act as Chairman.

In all other respects, PLC has complied with the Combined Code throughout 2002.

### Auditors

Subject to the annual appointment of auditors by the shareholders and in addition to our ongoing process of monitoring the auditors' performance, we undertake a formal review every three years. The most recent review was completed in November 2002. As a result, and on the recommendation of the Audit Committee, the directors will be proposing the re-appointment of PricewaterhouseCoopers at the AGMs on 7 May 2003 (see pages 134 and 137).

Both the Executive Committee and the auditors have for many years had safeguards to avoid the possibility that the auditors' objectivity and independence could be compromised. In particular, our procedures in respect of other services provided by PricewaterhouseCoopers are:

- Audit related services – This is work that, in their position as the auditors, they must or are best placed to undertake. It includes formalities relating to borrowings, shareholder and other circulars, various other regulatory reports and work in respect of acquisitions and disposals.
- Tax services – In cases where they are best suited, we use the auditors. All other significant tax consulting work is put to tender.
- General consulting – Throughout 2002 our policy was that our external auditors may not tender for any new general consulting work. Previously, they were able to tender for general consulting projects.

These safeguards have been approved by the Audit Committee and are regularly reviewed and updated in the light of internal developments, external requirements and best practice. Non-audit services to be undertaken by our external auditors are now approved in advance by the Audit Committee.

The auditors report to the directors and the Audit Committee on the actions they take to comply with the professional and regulatory requirements and best practice designed to ensure their independence from Unilever, including, for example, the periodic rotation of key team members. The lead partner in charge of the audit changed in 2001.

See note 2 on page 77 for the actual payments made to PricewaterhouseCoopers.

### Relations with shareholders and other investors

We believe it is important both to explain the business developments and financial results to investors and to understand their objectives. Within the Executive Committee, the Financial Director has lead responsibility for investor relations, with the active involvement of the Chairmen. They are supported by an Investor Relations Department which organises presentations for analysts and institutional investors. Such presentations are generally made available on our website. Briefings on quarterly results are given via teleconference and are accessible by telephone or via our website. Briefings are similarly given to update the market between each quarterly announcement. For further information visit our website at [www.unilever.com](http://www.unilever.com).

Both NV and PLC communicate with their respective shareholders through the Annual General Meetings. At the AGMs, each Chairman gives a full account of the progress of the business over the last year and a review of the current issues. A summary of their addresses is published on our website and released to stock exchanges and media. Copies are freely available on request.

Our Chairmen, both in communications about the Annual General Meetings and at the actual meetings, encourage shareholders to attend and to ask questions. Question and answer sessions form an important part of the meetings in both the Netherlands and the United Kingdom. We are committed to efforts to establish more effective ways of shareholder communication. We actively participate in the Shareholders Communication Channel which facilitates proxy voting in the Netherlands.

Electronic communication is becoming an important medium for shareholders, providing ready access to shareholder information and reports, and for voting purposes. Shareholders of PLC in the United Kingdom can now choose to receive electronic notification that the Annual Review, Annual Report & Accounts and Form 20-F and Notice of Annual General Meeting have been published on our website, instead of receiving printed copies, and can also electronically appoint a proxy to vote on their behalf at the Annual General Meeting. Registration for electronic communication by shareholders of PLC can be made at [www.shareview.co.uk](http://www.shareview.co.uk).

### Reporting to shareholders

The directors' responsibilities are set out formally on page 63 and 64. The report to shareholders on directors' remuneration and interests is set out on pages 49 to 60. The report of the Audit Committee is set out on page 61.

The responsibility of the auditors to report on these matters is set out on page 65.

# 46 Corporate governance

## Biographical details:

### Directors

#### Antony Burgmans\*<sup>1</sup>

##### Chairman, Unilever N.V.

Aged 56. Chairman of Unilever N.V. and Vice-Chairman of Unilever PLC since 4 May 1999. Joined Unilever 1972. Appointed director 8 May 1991. Previous posts include: Vice-Chairman of Unilever N.V. 1998. Business Group President, Ice Cream & Frozen Foods – Europe and Chairman of Unilever Europe Committee 96/98. Responsible for South European Foods business 94/96. Personal Products Co-ordinator 91/94. External appointments include: Member, Supervisory Board of ABN AMRO Bank N.V. and International Advisory Board of Allianz AG.

#### Niall FitzGerald KBE\*<sup>1</sup>

##### Chairman, Unilever PLC

Aged 57. Chairman of Unilever PLC and Vice-Chairman of Unilever N.V. since 1 September 1996. Joined Unilever 1967. Appointed director 20 May 1987. Previous posts include: Vice-Chairman of Unilever PLC 1994. Detergents Co-ordinator 91/95. Member, Foods Executive 89/91. Edible Fats & Dairy Co-ordinator 89/90. Financial Director 87/89. External appointments include: Non-executive director of Reuters Group PLC.

#### Clive Butler\*

##### Corporate Development Director

Aged 56. Corporate Development Director since 1 January 2001. Joined Unilever 1970. Appointed director 6 May 1992. Previous posts include: Category Director, Home & Personal Care 1996. Personnel Director 93/96. Corporate Development Director 1992. External appointments include: Non-executive director of Lloyds TSB Group plc.

#### Patrick Cescau\*<sup>9</sup>

##### Foods Director

Aged 54. Foods Director since 1 January 2001. Joined Unilever 1973. Appointed director 4 May 1999. Previous posts include: Financial Director 1999. Controller and Deputy Financial Director 98/99. President, Lipton USA 97/98. President, Van den Bergh Foods USA 95/97. Chairman, Indonesia 91/95. External appointments include: Non-executive director of Pearson plc.

#### Keki Dadiseth\*<sup>9</sup>

##### Home & Personal Care Director

Aged 57. Home & Personal Care Director since 1 January 2001. Joined Unilever 1973. Appointed director 3 May 2000. Previous posts include: Hindustan Lever Chairman 1996, Vice-Chairman and Managing Director 95/96. External appointments include: Non-executive director of The Indian Hotels Company. Member, International Advisory Board of DaimlerChrysler AG.

#### André baron van Heemstra\*<sup>9</sup>

##### Personnel Director

Aged 57. Personnel Director since 3 May 2000. Joined Unilever 1970. Appointed director 3 May 2000. Previous posts include: Business Group President, East Asia Pacific 1996. Chairman, Langnese-Iglo 92/96.

#### Rudy Markham\*<sup>10</sup>

##### Financial Director

Aged 56. Financial Director since 4 August 2000. Joined Unilever 1968. Appointed director 6 May 1998. Previous posts include: Strategy & Technology Director 1998. Business Group President, North East Asia 96/98. Chairman, Nippon Lever Japan 92/96. Group Treasurer 86/89. External appointments include: Non-executive director of Standard Chartered PLC.

#### Charles Strauss

##### President, Home & Personal Care North America and Global Prestige Business. Chairman, North America Committee

Aged 60. Joined Unilever 1986 upon Unilever's acquisition of Ragú Foods. Appointed director 3 May 2000. Previous posts include: Business Group President, Latin America 96/99. President, Lever Brothers USA 93/96. Chairman, Langnese-Iglo 89/92. External appointments include: Non-executive director of Hartford Financial Services Group, Inc.

\* Member Executive Committee

### Advisory Directors

#### The Rt Hon The Lord Brittan of Spennithorne QC, DL<sup>2</sup>

Aged 63. Appointed 2000. Vice-Chairman of UBS Warburg and Chairman of UBS Warburg Ltd. Member of the European Commission and Vice-President 89/99. Member of the UK Government 79/86. Home Secretary 83/85 and Secretary of State for Trade and Industry 85/86.

#### Baroness Chalker of Wallasey<sup>3</sup>

Aged 60. Appointed 1998. Director of Freeplay Energy plc, Development Consultants International, Group 5 (Pty) Ltd and Ashanti Goldfields Company Ltd. UK Minister of State at the Foreign and Commonwealth Office 86/97. Created Life Peer in 1992. Member of Parliament for Wallasey 74/92.

#### Bertrand Collomb<sup>1,4</sup>

Aged 60. Appointed 1994. Chairman and CEO of Lafarge S.A. Director of Vivendi Universal, TotalFinaElf and Atco. Member, Supervisory Board of Allianz AG and Advisory Board of Banque de France.

#### Professor Wim Dik<sup>2</sup>

Aged 64. Appointed 2001. Professor at Delft University of Technology. Chairman, Supervisory Boards of Van Gansewinkel Groep and Holland Casino. Member, Supervisory Boards of ABN AMRO Bank N.V., Vos Logistics and Tele Atlas N.V. Non-executive director of Aviva plc and LogicaCMG plc. Chairman and CEO of Koninklijke PTT Nederland (KPN) 88/98 and Koninklijke KPN N.V. (Royal Dutch Telecom) 98/00. Minister for Foreign Trade, Netherlands 81/82.

#### Oscar Fanjul<sup>7</sup>

Aged 53. Appointed 1996. Honorary Chairman of Repsol-YPF S.A. Director of Marsh & McLennan Companies, the London Stock Exchange, ACERINOX S.A., Técnicas Reunidas S.A. Member, International Advisory Boards of Marsh & McLennan and The Chubb Corporation. Member, European Advisory Board of the Carlyle Group. Chairman and CEO Repsol 86/96. Chairman of Hidroeléctrica del Cantábrico S.A. 99/01. Secretary General and Under Secretary, Spanish Ministry of Industry and Energy 83/85.

#### Frits Fentener van Vlissingen<sup>5,6</sup>

Aged 69. Appointed 1990. Retiring 2003. Managing Director of Flint Holding N.V. Chairman, Supervisory Board of Draka Holdings N.V. Deputy Chairman, Supervisory Boards of Akzo Nobel N.V. and SHV Holdings. Member, Supervisory Board of CSM N.V.

#### Claudio X Gonzalez<sup>7</sup>

Aged 68. Appointed 1998. Chairman and CEO of Kimberly-Clark de Mexico S.A. Director of Kimberly-Clark Corporation, Kellogg Company, General Electric Company (USA), Grupo Carso S.A., Grupo Alfa, Grupo Televisa, Fondo Mexico, Home Depot, America Movil, and Investment Company of America. Member, International Advisory Council of JPMorgan Chase. Special Advisor to the President of Mexico 88/94.

**Hilmar Kopper<sup>8</sup>**

Aged 67. Appointed 1998. Chairman, Supervisory Board of DaimlerChrysler AG. Non-executive director of Xerox Corp. and member, Supervisory Boards of Akzo Nobel N.V. and Solvay S.A. Former CEO and Chairman of the Supervisory Board of Deutsche Bank AG.

**Senator George J Mitchell<sup>2</sup>**

Aged 69. Appointed 1998. Partner of the law firm Piper Rudnik. Director of Walt Disney Company, Federal Express Corp., Starwood Hotels and Resorts and Staples Inc. Member, International Advisory Board of Thames Water Plc. Member of the US Senate 80/95 and Senate Majority Leader 88/95. Chairman of the Northern Ireland Peace Initiative 95/99.

**Charles R Shoemate<sup>2</sup>**

Aged 63. Appointed 2001. Retiring 2003. Director of CIGNA Corporation, International Paper Company and Chevron Texaco Corporation. Chairman & CEO of Bestfoods 90/00 and President 88/90.

**The Lord Simon of Highbury CBE<sup>1,4</sup>**

Aged 63. Appointed 2000. Member, Advisory Board of LEK Consulting and International Advisory Council of Fortis. Non-executive director of Suez Group. Member, Supervisory Board of Volkswagen AG. Senior Advisor and member, European Advisory Board of Morgan Stanley Dean Witter. UK Government Minister 97/99. Group Chief Executive of BP 92/95 and Chairman 95/97.

**Jeroen van der Veer<sup>1,4</sup>**

Aged 55. Appointed 2002. President of Royal Dutch Petroleum Company and Vice-Chairman of the Committee of Managing Directors of Royal Dutch/Shell Group of Companies. Member, Supervisory Board of De Nederlandsche Bank.

<sup>1</sup> Member Nomination Committee

<sup>2</sup> Member External Affairs and Corporate Relations Committee

<sup>3</sup> Chairman External Affairs and Corporate Relations Committee

<sup>4</sup> Member Remuneration Committee

<sup>5</sup> Chairman Nomination Committee

<sup>6</sup> Chairman Remuneration Committee

<sup>7</sup> Member Audit Committee

<sup>8</sup> Chairman Audit Committee

<sup>9</sup> Member Corporate Risk Committee

<sup>10</sup> Chairman Corporate Risk Committee

**Business Presidents – Foods****Regions**

**Manfred Stach, Europe.** Chairman, Europe Committee Aged 60. Joined Unilever 1970. Appointed Business President 1998. Previous position: Business Group President Africa.

**Kees van der Graaf, Ice Cream and Frozen Foods Europe** Aged 52. Joined Unilever 1976. Appointed Business President 2001. Previous position: Chief Executive Officer, Unilever Bestfoods Europe.

**John Rice, North America** Aged 51. Joined Unilever 1981. Appointed Business President 2001. Previous position: Business President Latin America.

**Rachid M Rachid, North Africa, Middle East and Turkey** Aged 48. Joined Unilever 1987. Appointed Business President 2001. (Also is a representative of the region for HPC). He is interested through family holdings in the partner that holds 40% of Unilever Mashreq, which comprises Unilever's operations in Egypt and the Levant.

**Tex Gunning, Asia** Aged 52. Joined Unilever 1982. Appointed Business President 2000. Previous position: Business Group President East Asia Pacific.

**Alberto Sobredo, Latin America** Aged 53. Joined Unilever 1998. Appointed Business President 2002. Previous position: Executive Vice-President, Latin America and Chairman, Unilever Chile.

**Global Businesses**

**Diego Bevilacqua, Foodsolutions** Aged 49. Joined Unilever 2000 upon Unilever's acquisition of Bestfoods. Appointed Business President 2001. Previous position: Vice-President Bestfoods and President Bestfoods, Asia.

**Robert Polet, Ice Cream & Frozen Foods Global** Aged 47. Joined Unilever 1978. Appointed Business President 1998. Previous position: Business Group President Ice Cream & Frozen Foods Europe.

**John Rice, Slim•Fast Worldwide** See above.

**Function**

**Jean Martin, Global integration leader** Aged 58. Joined Unilever 1968. Appointed Business President 1996. Previous position: Business Group President Central and Eastern Europe.

**Anthony Simon, Marketing** Aged 57. Joined Unilever 2000 upon Unilever's acquisition of Bestfoods. Appointed Business President 2001. Previous position: Vice-President Strategies and Core Businesses Bestfoods.

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## Business Presidents – Home & Personal Care

### Regions

**Ralph Kugler, Europe** Aged 47. Joined Unilever 1979. Appointed Business President 1999. Previous position: Business Group President Latin America.

**Charles Strauss, North America** Unilever Director see page 46.

**Anton Lenstra, Africa** Aged 54. Joined Unilever 1989. Appointed Business President 2000. (Also is a representative of the region for Foods). Previous position: Vice-President Home & Personal Care Europe.

**Jeff Fraser, Asia** Aged 59. Joined Unilever 1967. Appointed Business President 1996. Previous position: Business Group President Central Asia & Middle East.

**Harish Manwani, Latin America** Aged 49. Joined Unilever 1976. Appointed Business President 2001. Previous position: Senior Vice-President, Home & Personal Care Category Group.

### Global Businesses

**Charles Strauss, Prestige** Unilever Director see page 46.

### Function

**Simon Clift, Marketing** Aged 44. Joined Unilever 1982. Appointed Business President 2001. Previous position: Chairman Personal Care Category Group, Latin America.

## Corporate Officers

**Jan van der Bijl, Joint Secretary and Head of Group Taxation** Aged 53. Appointed 1 July 2001. Years of service on 31 December 2002: 15 years.

**Stephen Williams,<sup>9</sup> Joint Secretary and General Counsel** Aged 55. Appointed 1 December 1986. Years of service on 31 December 2002: 16 years.

**Jeffrey Allgrove,<sup>9</sup> Controller** Aged 50. Appointed 4 May 1999. Years of service on 31 December 2002: 25 years.

**Henning Rehder, Treasurer** Aged 49. Appointed 23 April 2002. Years of service on 31 December 2002: 22 years.

**James Duckworth,<sup>9</sup> Chief Auditor** Aged 58. Appointed 1 March 1999. Years of service on 31 December 2002: 34 years.

## Board changes

All directors held office throughout the year.

In accordance with the Articles of Association of NV and PLC, all existing directors will retire from office at the Annual General Meetings on 7 May 2003 and will offer themselves for re-election.

Details of directors' service contracts are given on page 54.

## Advisory Directors' changes

Frits Fentener van Vlissingen will retire as an Advisory Director with effect from the Annual General Meetings in 2003. The directors wish to record their gratitude for his substantial and positive contribution during the last thirteen years, and particularly as chairman of the Nomination and Remuneration Committees. He will be succeeded as Chairman of these committees by Bertrand Collomb. Charles R Shoemate will also cease to be an Advisory Director at these Annual General Meetings. The Directors wish to record their appreciation of his contribution to the success of the integration of the Bestfoods business.

With effect from 1 May 2002, Jeroen van der Veer was appointed as an Advisory Director until the Annual General Meetings in 2005, serving on both the Remuneration and Nomination Committees. Wim Dik was appointed to the External Affairs and Corporate Relations Committee at the same time. As anticipated, Onno Ruding retired as an Advisory Director in 2002.

The Boards have resolved to re-appoint Lord Brittan, Lord Simon and Bertrand Collomb as Advisory Directors until the Annual General Meetings in 2006.

### Report to shareholders

This report sets out the policy and disclosures on directors' remuneration, as required by legislation in the Netherlands and the United Kingdom. It also takes into account the recommendations of the Committee on Corporate Governance in the Netherlands (Peters Committee). In addition, full consideration has been given to the Combined Code of the United Kingdom Listing Rules ('the Combined Code').

### The Remuneration Committee

The Remuneration Committee is responsible for making recommendations to the Boards on the remuneration policy for directors. The Committee consists of Advisory Directors who are chosen for their broad experience, international outlook and independence. In 2002 the Committee comprised F H Fentener van Vlissingen (Chairman), B Collomb, Lord Simon of Highbury and, with effect from May 2002, J van der Veer. Professor W Dik was a member of the Committee until April 2002.

The Committee meets at least three times a year and, on behalf of the Boards, sets the remuneration packages for directors, including base salary, pension rights, bonus and long-term incentive awards, grants of share options and any compensation payments. The Committee is assisted by the Secretary to the Remuneration Committee, J A A van der Bijl, Joint Secretary of Unilever. A Burgmans and N W A FitzGerald attend part of the Committee meetings in their capacity as Chairmen of NV and PLC respectively.

The Remuneration Committee does not retain remuneration consultants but seeks professional advice from external advisors as it sees fit. During the year professional advice on remuneration matters was sought from an independent firm of remuneration specialists, Towers Perrin. This firm also provides general consultancy advice to Unilever Group companies on pension, communications and other human resource matters.

### Directors' remuneration policy

The objective of Unilever's remuneration policy for directors is to attract, motivate and retain top class business executives who are able to direct and lead a large global company and to reward them accordingly based on performance.

Levels of remuneration are reviewed annually by the Remuneration Committee in the light of external expert advice which assesses competitive levels of remuneration paid by other major international companies. In particular, remuneration arrangements for comparable companies based in Continental Europe and the UK are taken into account. For our US-based director the Committee also reviews remuneration packages applicable in the US market.

In addition a comparison is made with the remuneration arrangements for other senior employees within Unilever.

In line with the Path to Growth strategy it is the Remuneration Committee's policy to link a significant proportion of directors' remuneration to a number of key measures of company performance. As will be seen from the descriptions below, the three main measures underlying our annual and longer-term incentive plans are earnings per share growth (BEIA), underlying sales growth in the leading brands and the total shareholder return generated by Unilever in comparison with a group of 20 relevant competitors. In broad terms, if the Group achieves its target levels of performance the variable elements will account for about 60% of the directors' total remuneration. The variable elements would, of course, result in no incentive awards if performance is unsatisfactory. By the same token, if the Group clearly achieves outstanding results the overall value of the incentive awards could increase to more than three-quarters of the directors' total remuneration.

NV and PLC and their group companies operate as nearly as possible as a single entity. Directors serve both companies as executives and therefore receive remuneration from both. Whenever we refer to remuneration, this includes payments from both NV and PLC. The remuneration for the US-based director is paid mainly by Unilever United States, Inc. (UNUS) to reflect the fact that a major proportion of his duties is performed in the US. He does, however, also receive part of his remuneration from NV and PLC to cover his executive responsibilities as a director of these companies. In this report his total remuneration from all three sources is shown in full.

All remuneration and fees earned by directors from outside directorships and similar sources are required to be paid over to, and retained by, Unilever.

The Remuneration Committee keeps its remuneration policies under review in the light of company and market developments. However it has no plans, at present, to materially alter the framework of the current remuneration arrangements, as described below, during 2003.

# 50 Remuneration report

## Remuneration package

The remuneration package of the directors consists of a base salary, allowances and benefits in kind, annual performance bonus, long-term incentive arrangements and pension provision. The details are as follows:

### 1. Base salary

Base salaries are set by the Remuneration Committee and are fixed in the currency appropriate to the country in which the individual is based. Whilst one overall salary framework applies to all directors, separate salary ranges are agreed each year for directors based in continental Europe, the UK and the US.

### 2. Allowances and benefits in kind

Directors enjoy similar benefits to many other employees of the Unilever Group. These include private medical insurance, the use of company cars (or cash in lieu) and assistance with relocation costs when moving from one country to another. They also receive an allowance to cover small out-of-pocket expenses not covered by the reimbursement of their business entertaining expenses. In addition, the UK-based directors receive an allowance, where applicable, to compensate for the fact that some of their remuneration is paid in the Netherlands.

### 3. Annual performance bonus

The annual bonus can range between 0% and 100% of base salary. This bonus is based on achievement of specific corporate and personal targets which are set by the Remuneration Committee at the beginning of each year. Up to the equivalent of 80% of base salary is paid by reference to corporate targets and up to 20% of base salary is paid by reference to personal targets.

The corporate targets are based on a combination of the increase in earnings per share (BEIA) and underlying sales growth of the leading brands for the year in question. Personal targets are based on agreed key objectives relative to the director's specific responsibilities.

At the end of each year the Remuneration Committee reviews the results against the targets which had been set previously.

For 2002 the earnings per share (BEIA) target range was exceeded and underlying sales growth in the leading brands was in the upper half of the target range. Moreover the personal key objectives set for each director were generally achieved. Details of the payments made for 2002 are shown in the remuneration table.

One quarter of the annual bonus for directors is delivered in the form of NV and PLC shares and the directors are then awarded an equivalent number of 'matching shares'. These matching shares are described as forming part of the long-term incentive arrangements (see below).

### 4. Long-term incentive arrangements

Directors are eligible to be considered for participation in three long-term incentive arrangements as follows:

#### (a) Matching shares

As explained above, one quarter of the annual bonus is delivered in the form of NV and PLC shares. The Group then awards an equivalent number of matching shares. These matching shares vest three years after grant provided that the original 'bonus shares' have been retained for the three-year period and that the director has not resigned or been dismissed during that period.

Apart from these latter conditions no further performance conditions apply to the vesting of the matching shares. The Remuneration Committee considers that, as the level of the award is directly linked to the payment of the annual bonus (to which performance conditions do apply), there is no need for further performance conditions on the vesting of the award. The Remuneration Committee also wishes to encourage directors to hold shares in the company they serve to further align the interests of the directors with those of the shareholders in general. The necessity to hold the 'bonus shares' for a minimum of a three-year period (during which time the share price will be influenced by the performance of the Group) reinforces this commitment on the part of the director and is also consistent with the shareholding requirement described on page 55. In addition, the Remuneration Committee believes that the three-year period to vesting of the 'matching shares' supports, as far as is possible, the retention of key executives.

#### (b) Share options

Directors are able to participate in the UK Employee ShareSave Plan and the Netherlands Employee Option Plan, which are both All-Employee plans. The US-based director is able to participate in the North American Employee Stock Purchase Plan. These plans are referred to in note 29 on pages 103 to 111.

In addition, directors participate in the Executive Option Plans, as described in note 29 on pages 103 and 106 to 108.

The Remuneration Committee has established benchmark grant levels, described as the 'normal' allocation, to assist each year in deciding on actual grant levels under the Executive Option Plans. The Committee has reviewed these normal allocations in 2002 and has concluded that they are still in line with those awarded by other companies with which we compare ourselves.

The normal share option allocations for the directors are:

	NV Shares	PLC Shares
Chairmen	12 000	80 000
US-based director	12 000	80 000
Other directors	7 500	50 000

Group performance conditions are set annually by the Remuneration Committee, and these conditions must be satisfied before a director can be granted an option. The Remuneration Committee then sets the level of actual grants to be made to each director for the year in question by applying the relevant percentage (see below) to the 'normal' allocation shown above.

The Group performance condition for 2002 in respect of the grant of an option under the Executive Option Plans is that our earnings per share before exceptional items and amortisation of goodwill and intangibles (BEIA) over the three financial years preceding the date of grant should have cumulatively risen by at least 6% more than inflation within the UK and the eurozone over that period when measured at current rates of exchange. If it had not, no grants would be made. The Remuneration Committee regards earnings per share BEIA growth as the most appropriate measure of the Group's underlying financial performance.

Once the Group performance condition has been met, each director's option grant is determined by the percentage increase, above the rate of inflation in the UK and the eurozone, of the Group's earnings per share BEIA over the financial year preceding the date of grant. For 2002 (as in 2001) the Remuneration Committee set the following targets and levels of grants based on their view that less than 4% real growth is unexceptional and more than 6% real growth represents above target performance.

EPS BEIA growth achieved in 2001	Par level of grant as percentage of normal allocation
Inflation + less than 4%	0%
Inflation + 4%	50%
Inflation + 5%	75%
Inflation + 6%	100%
Inflation + 7%	125%
Inflation + 8% or more	150%

The earnings per share BEIA growth for 2001 was in excess of inflation + 8% which produced a 150% level of grant for 2002.

There are no additional performance conditions applying to the exercise of executive options as the Remuneration Committee considers that the underlying financial performance of the Group, which in turn affects the growth in share price between grant and exercise of an option, is sufficient. The Remuneration Committee has also taken account of the fact that the Executive Option Plans extend to Unilever executives worldwide and in many countries in which the Group operates it is not common practice to have any performance conditions on exercise.

The price payable for each share on the exercise of the options is not less than the market price of the share on the date of grant. In normal circumstances, an option granted under the Executive Plans may not be exercised earlier than three years from the date of grant.

Premium options, equivalent to 20% of the number of shares included in the original grant, may be granted to directors upon the fifth anniversary of each of the share option grants they received in the years 1997 to 2000. These premium grants are conditional upon sustained good performance by both the Group and the individual director over the relevant five year period and upon the director either not having exercised the original options or having retained all 'profit' from an exercise in the form of shares. This incentive was discontinued as part of the changes to remuneration arrangements in 2001.

Under the Executive Option Plan rules the Group has the right to substitute the cash value for shares on the exercise of any individual's options. The Group does not generally intend to exercise this right unless an individual would be disadvantaged if we did not.

#### (c) TSR Long-Term Incentive Plan

Under this plan directors are granted conditional rights to shares in NV and PLC. The level of the annual grants is made under the guidance of the Remuneration Committee. In March 2002 the following conditional awards were made to each director:

- Chairmen: Shares in NV and PLC to the combined value of €800 000
- European-based directors: Shares in NV and PLC to the combined value of €500 000
- US-based director: Shares in NV and PLC to the combined value of €400 000

Depending on the performance of Unilever's Total Shareholder Return (TSR) over a three-year performance cycle compared with that of its defined peer group (as set out on page 40 and 41), the awards vest following the end of the three-year performance cycle in accordance with the following table:

Ranking within TSR Peer Group	Percentage of award that vests
Numbers 12 – 21	Nil
Numbers 10 – 11	25%
Numbers 8 – 9	50%
Numbers 5 – 7	100%
Numbers 3 – 4	150%
Numbers 1 – 2	200%

The conditional awards made in March 2002 represent 100% on the above table and will vest in March 2005. The percentage of the award that vests will depend on the outcome of the performance tests for the three-year performance cycle starting with the financial year 2002 and ending with the financial year 2004.

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Details of the companies which formed the reference group of comparator companies, and a ranking table showing Unilever's position relative to this peer group over the last five years are given on page 41.

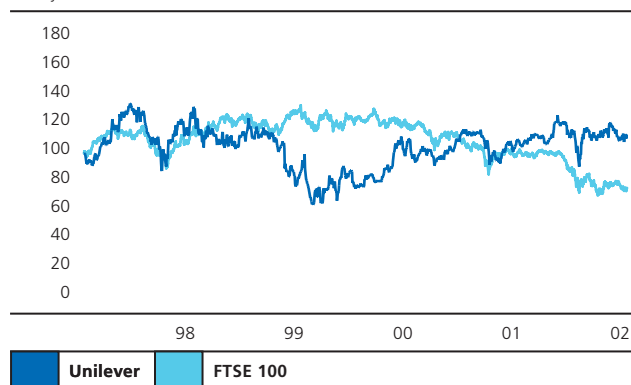
By using the TSR table as a performance indicator for our Long-Term Incentive Plan there is a clear link between the reward given to directors and the investment growth enjoyed by our shareholders in comparison with that enjoyed by investors in the defined peer group of companies. It will be noted from the table that there is no award if Unilever's performance is ranked at less than position 11 of the peer group and an award in excess of the full conditional award will only be made if Unilever is ranked in the top four of the group.

### Unilever's position relative to broad based equity indices

Under the UK Directors' Remuneration Report Regulations 2002 we are also required to show Unilever's relative share performance against a holding of shares in a broad based equity index for the last five years. The Remuneration Committee has decided to show Unilever's performance against two indices (Euronext AEX Index, Amsterdam and FTSE 100 Index) as these are the most generally used indices in the Netherlands and the UK, where we have our principal listings.

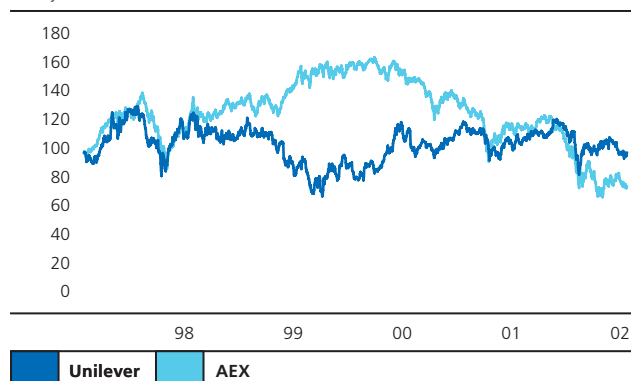
#### Unilever PLC vs FTSE 100 %

Five years ended 31 December 2002



#### Unilever NV vs AEX Amsterdam %

Five years ended 31 December 2002



### Directors' pensions

The aim of the Remuneration Committee is that retirement benefits should be in line with good practice of major companies in continental Europe and the United Kingdom, bearing in mind the need to make the retirement benefit position of the various directors, who have different nationalities, reasonably comparable.

In accordance with this policy, directors are covered by a final salary defined benefit arrangement and can retire with retirement benefits broadly equivalent to two-thirds of final pensionable pay at age 60. Final pensionable pay includes the average annual performance bonuses paid in the last three years, up to a maximum of 20% of base pay. This is similar to the current Group practice for senior executives. It is the view of the Remuneration Committee that a significant part of directors' remuneration should be performance related, and that therefore part of the annual performance related bonus should be pensionable. The Committee reconsiders this topic from time to time in the light of the recommendations of the Combined Code and continues to take the view that these arrangements should be kept in place.

The tables on page 53 give details of the directors' pensions values for the year ended 31 December 2002.

Directors' pension values for the year ended 31 December 2002 were as follows:

	Age at 31 December 2002 years	Age at 31 December 2002 months	Increase in total accrued annual benefit during 2002 <sup>(1)</sup> €'000	Total accrued annual benefit at 31 December 2002 <sup>(1)</sup> €'000	Transfer value of accrued benefit at 31 December 2002 <sup>(2)</sup> €'000	Transfer value of accrued benefit at 31 December 2001 <sup>(2)</sup> €'000	Difference between 2001 & 2002 transfer values less individual contributions <sup>(2)(3)</sup> €'000
<b>NV<sup>(1)</sup></b>							
A Burgmans <sup>(4)</sup>	55	11	138	571	9 747	6 312	3 435
P J Cescau <sup>(5)</sup>	54	3	26	584	7 754	7 807	(53)
A R van Heemstra	56	11	66	405	6 702	5 753	949
			<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
C B Strauss	59	11	70	800	12 390	11 364	1 026
<b>PLC</b>							
			<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
N W A FitzGerald <sup>(6)</sup>	57	4	111	718	11 720	9 420	2 300
A C Butler	56	6	36	366	5 730	5 200	530
K B Dadiseth	57	0	67	419	6 950	5 790	1 160
R H P Markham	56	10	54	393	6 340	5 460	880

- (1) The accrued annual benefits are calculated on the basis that directors would have left service at 31 December 2002 and include all benefits provided from Unilever pension plans. Under the NV directors' arrangement, which operates on the basis of a justifiable expectation and does not provide any vested deferred entitlement, NV directors leaving before age 55 are only entitled to benefits from other Unilever pension plans, while for those terminating service at age 55 or older an immediate, but reduced, pension is shown in line with their expectations under the NV directors' arrangement. Under the PLC directors' arrangement, directors terminating service between age 55 (50 or older for directors appointed prior to 1 January 1999) and age 60 may elect for early payment of their deferred benefits on a reduced basis.
- (2) The transfer values for the NV directors' arrangement are calculated on the basis used by the Unilever Netherlands pension plan (Progress), in line with the Netherlands regulations. The transfer values for the PLC directors' arrangement are calculated on the basis used by the Unilever United Kingdom pension plan (UPF), in line with the GN11 guidance note published by the Institute and Faculty of Actuaries in the United Kingdom.
- (3) During 2002 no compulsory contributions were paid by any director, in line with the then current practice for all employees in the Netherlands, the United Kingdom and the United States.
- (4) Reached age 55 during the year, therefore the increase in total accrued benefit during 2002 was calculated using the 31 December 2001 total accrued annual benefit, actuarially converted to be consistent with the form of the 31 December 2002 accrued annual benefit.
- (5) Moved to NV directors' arrangement with effect from 1 January 2002 with a deferred benefit in the PLC directors' arrangement.
- (6) During 2002, the qualifying age for pension for N W A FitzGerald was reduced from 60 years 9 months to 60 years, in line with the qualifying age for the other directors. The effect of this change was to increase his accrued annual benefit by £19 thousand and his transfer value by £940 thousand.

Supplementary disclosures on directors' pensions required by the Listing Rules of the Financial Services Authority:

	Increase in accrued annual benefit excluding inflation during 2002 <sup>(1)</sup> €'000	Transfer value at 31.12.2002 of the increase in accrued benefit excluding inflation <sup>(2)(3)</sup> €'000
<b>NV</b>		
A Burgmans <sup>(4)</sup>	121	2 955
P J Cescau <sup>(5)</sup>	18	225
A R van Heemstra	53	849
	<b>\$'000</b>	<b>\$'000</b>
C B Strauss	42	862
<b>PLC</b>		
	<b>£'000</b>	<b>£'000</b>
N W A FitzGerald <sup>(6)</sup>	102	2 165
A C Butler	31	466
K B Dadiseth	62	1 014
R H P Markham	49	784

For footnotes please refer above.

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## Directors' service contracts

NV's and PLC's Articles of Association require that all directors retire from office at every Annual General Meeting. Directors' contracts of service with the Unilever Group are generally terminated no later than the end of the month in which the Annual General Meeting closest to their 62nd birthday is held. See table below:

	Date of appointment	Effective date of current contract	Expiry/retirement date*	Notice period for company	Notice period for director
A Burgmans	8 May 1991	5 May 1993	31 May 2009	12 months	6 months
N W A FitzGerald	20 May 1987	5 May 1993	31 May 2007	12 months	6 months
A C Butler	6 May 1992	5 May 1993	31 May 2008	12 months	6 months
P J Cescau	4 May 1999	4 May 1999	31 May 2010	12 months	6 months
K B Dadiseth	3 May 2000	3 May 2000	31 May 2007	12 months	6 months
A R van Heemstra	3 May 2000	3 May 2000	31 May 2008	12 months	6 months
R H P Markham	6 May 1998	6 May 1998	31 May 2008	12 months	6 months
C B Strauss	3 May 2000	3 May 2000	31 May 2005	12 months	6 months

\*Assumes that the Annual General Meeting is held in May, as is the current practice.

The directors are long serving Unilever executives who can reasonably expect, subject to satisfactory performance, to be employed by Unilever until retirement. The Committee takes the view that the entitlement by the directors to the security of twelve months' notice of termination of employment is in line both with the practice of many comparable companies and the entitlement of other senior executives within Unilever.

The directors have service contracts with both NV and PLC. The service contracts provide for 12 months' notice of termination on the part of each company. NV and PLC may, if they choose, pay to the director a sum equal to 12 months' salary in lieu of notice.

The Remuneration Committee's aim is always to deal fairly with cases of termination whilst taking a robust line in minimising any compensation. The Remuneration Committee has given due consideration to the recommendations contained in the Combined Code regarding inclusion of explicit provisions in directors' service contracts for compensation commitments in the event of early termination. The Committee will continue to keep under review its current practice, which is not to include such provisions in order to enable it to respond appropriately to particular circumstances.

In both 2002 and 2001, all eight directors served for the whole of the year. In 2001, two other directors served for only part of the year.

**Directors' shareholding requirements**

It is a requirement of the long-term incentive arrangements described on pages 50 to 52 that over a period of five years (starting from the date of appointment or 1 April 2000, whichever is the later), each director must build up and maintain a personal shareholding in NV and PLC equivalent in value to one and a half times their annual base salary.

**Directors' interests: share capital**

The interests in the share capitals of NV and PLC and their group companies of those who were directors at the beginning and end of 2002 and of their immediate families were as shown in the tables below:

	Shares held at 1 January	Matching shares at 1 January <sup>(c)</sup>	Total shares at 1 January	Shares held at 31 December	Matching shares at 31 December <sup>(c)</sup>	Total shares at 31 December
<b>NV (€0.51 ordinary shares)</b>						
A Burgmans	44 765	1 867	46 632	30 533	3 635	34 168
N W A FitzGerald	6 766	3 195	9 961	5 510	5 511	11 021
A C Butler	2 351	1 288	3 639	3 502	2 439	5 941
P J Cescau	942	942	1 884	2 403	2 403	4 806
K B Dadiseth	434	434	868	1 752	1 752	3 504
A R van Heemstra	1 000	1 000	2 000	1 953	1 953	3 906
R H P Markham	32 106	1 274	33 380	33 430	2 598	36 028
C B Strauss	3 859	2 245	6 104	12 971	4 157	17 128
<b>NV (€0.05 preference shares)</b>						
A Burgmans			7 750			7 750
<b>PLC (1.4p ordinary shares)</b>						
N W A FitzGerald	48 965	24 191	73 156	361 951	40 581	402 532
			156 815 034 <sup>(a)</sup>			156 815 034 <sup>(a)</sup>
A Burgmans	24 643	14 076	38 719	37 159	26 592	63 751
A C Butler	32 110	9 943	42 053	44 910	18 091	63 001
P J Cescau	7 129	7 129	14 258	17 471	17 471	34 942
K B Dadiseth	5 360	3 172	8 532	17 679	12 499	30 178
A R van Heemstra	7 429	7 429	14 858	14 174	14 174	28 348
R H P Markham	48 319	9 803	58 122	57 689	19 173	76 862
C B Strauss	16 475	16 475	32 950 <sup>(b)</sup>	30 014	30 014	60 028 <sup>(b)</sup>
<b>Hindustan Lever Limited (ordinary shares)</b>						
K B Dadiseth			107 490			107 490
<b>Margarine Union (1930) Limited (shares)</b>						
N W A FitzGerald			400 <sup>(a)</sup>			400 <sup>(a)</sup>

(a) Held jointly as a trustee of the Leverhulme Trust and the Leverhulme Trade Charities Trust with no beneficial interest. The holding of 156 815 034 PLC ordinary shares represents 5.39% of the ordinary issued share capital of PLC.

(b) Partially held as American Depositary Receipts (ADRs).

(c) Matching shares were conditionally awarded as part of the annual performance bonus plan (see page 50).

The directors, in common with other employees of PLC and its United Kingdom subsidiaries, had beneficial interests in 41 531 145 PLC ordinary shares at 1 January 2002 and 43 176 360 PLC ordinary shares at 31 December 2002, acquired by the Unilever Employee Share Trusts for the purpose of satisfying options under the PLC Executive Option Plans and the UK Employee Sharesave Plan. Further information, including details of the NV and PLC ordinary shares acquired by certain group companies in connection with other share option plans, is given in note 29 on page 111.

The voting rights of the directors who hold interests in the share capitals of NV and PLC are the same as for other holders of the class of shares indicated. Except as stated above, none of the directors' or other executive officers' shareholdings amounts to more than 0.01% of the issued shares in that class of share. Except as stated above, all shareholdings are beneficial.

The only changes in the interests of the directors and their families in NV and PLC ordinary shares between 31 December 2002 and 28 February 2003 were that:

- (i) the holding of the Unilever Employee Trusts has reduced to 42 945 620 PLC shares.
- (ii) N W A FitzGerald acquired 36 PLC shares through a reinvestment of dividends.
- (iii) C B Strauss gifted 100 NV shares.

# 56 Remuneration report

## Remuneration of directors and executive officers

The total amount of remuneration (including share option gains but excluding pension provisions) received by all directors and executive officers (being the directors and corporate officers listed on pages 46 and 48 respectively) for services in all capacities during 2002 was €26 474 466 (£16 625 972).

The total amount set aside by the Unilever Group during 2002 to provide pension, retirement or similar benefits for directors and executive officers was €4 585 032 (£2 879 401).

## Directors' emoluments

The aggregate remuneration of the directors was as follows:

	2002 €'000	2001 €'000	2002 £'000	2001 £'000
Salary	7 975	7 857	5 008	4 887
Allowances	515	662	323	412
Value of benefits in kind	800	959	503	597
Performance related payments	8 024	8 726	5 039	5 427
<b>Total</b>	<b>17 314</b>	<b>18 204</b>	<b>10 873</b>	<b>11 323</b>
Gains on exercise of share options <sup>(1)</sup>	3 037	2 180	1 907	1 356

The figures for 2001 include emoluments paid to Mr R D Brown and Mr A Kemner prior to their retirement in that year. The emoluments of the individual directors for 2002 (excluding gains on exercise of share options) were as follows:

	Salary €'000	Allowances <sup>(10)</sup> €'000	Value of benefits in kind <sup>(9)</sup> €'000	Performance related payments <sup>(7)</sup> €'000	Total 2002 €'000	Total 2001 €'000	Equivalent totals <sup>(8)</sup>	
							2002 £'000	2001 £'000
<b>Paid in euros:</b>								
A Burgmans <sup>(2)</sup>	1 210	29	141	1 301	2 681	2 262	1 684	1 407
P J Cescau <sup>(5)</sup>	975	12	170	1 048	2 205	2 565	1 385	1 595
A R van Heemstra	650	203 <sup>(4)</sup>	46	650	1 549	1 257	972	782
<b>Paid in pounds sterling:</b>								
N W A FitzGerald <sup>(3)</sup>	940	99	47	1 011	2 097	1 925	3 340	3 095
A C Butler	510	4	21	510	1 045	990	1 664	1 592
K B Dadiseth	575	55 <sup>(11)</sup>	56	632	1 318	1 126	2 098	1 811
R H P Markham	535	9	23	555	1 122	1 087	1 787	1 748
<b>Paid in US dollars:</b>								
C B Strauss <sup>(6)</sup>	1 000	5	196	670	1 871	2 301	€1 990 £1 250	€2 570 £1 599

- (1) See pages 57 and 58.
- (2) Chairman of NV.
- (3) Chairman of PLC.
- (4) Allowances include €197 thousand paid in respect of relocation costs taxed in the Netherlands.
- (5) Excluded from the emoluments are incentive payments of €639 thousand paid in 2002 and €614 thousand paid in 2001 which relate to an appointment prior to joining the Board.
- (6) Excluded from the emoluments are payments totalling \$2 448 thousand paid in 2002 and \$1 009 thousand paid in 2001 which relate to an appointment prior to joining the Board.
- (7) Includes value of shares (both 'bonus shares' and 'matching shares') awarded under the bonus scheme relating to 2002.
- (8) Based on average rates for the year of £1.00 = €1.592, £1.00 = \$1.497, \$1.00 = €1.064 (2001: £1.00 = €1.608, £1.00 = \$1.439, \$1.00 = €1.117).
- (9) Includes value of benefits in kind relating to company provided accommodation, company cars and private medical insurance. All items are taxable in the country of residence of the directors concerned (apart from the value of accommodation provided for Netherlands based directors).
- (10) Includes cash allowances in lieu of company car, entertaining allowance, financial planning assistance and an allowance, where applicable, for UK-based directors to compensate for the fact that part of their remuneration is paid in the Netherlands. All allowances are taxable in either the UK, the Netherlands or the US, apart from the entertaining allowance which is tax free.
- (11) Includes long service award of £49 thousand.

For the years up to and including 1997, NV loaned the amount of taxation charged on the grant of options under Netherlands fiscal legislation to the recipients. Amounts were repaid on exercise. During 2002 all options in question were exercised and all outstanding loans were repaid. In 2001 loans of €0.03 million were outstanding.

No compensation for loss of office, payments for loss of office or other termination payments were paid to directors in 2002.

### Directors' share options

Details of the option plans under which directors and employees are able to acquire ordinary shares of NV and PLC are shown in note 29 on pages 103 to 111.

As at 28 February 2003 the directors and officers as a group held options to purchase the following ordinary shares:

594 795 NV shares of €0.51  
 4 407 793 PLC shares of 1.4p  
 246 134 NV shares of €0.51 of the New York Registry  
 706 828 PLC shares of 1.4p (held as 176 707 ADRs)

Options to acquire NV ordinary shares of €0.51 each and options to acquire PLC ordinary shares of 1.4p each were granted, exercised and held during 2002 as follows:

Name		1 January		31 December		Range of dates for earliest and latest exercise	Options outstanding below market price at end of year		Options outstanding above market price at end of year	
		€0.51/1.4p	Granted (g)	Exercised	€0.51/1.4p		Number	Weighted average exercise price	Number	Weighted average exercise price
A Burgmans	(a)	66 000	19 800	9 000	76 800	08.05.01 - 06.06.12	30 000	€51.00	46 800	€66.09
	(b)	216	50	16	250	15.09.03 - 12.06.07	100	€55.34	150	€65.40
	(c)	440 000	132 000	60 000	512 000	08.05.01 - 06.06.12	440 000	504p	72 000	660p
	(d)	2 904	–	–	2 904	01.10.03 - 31.03.04	–	–	2 904	594p
N W A FitzGerald	(a)	84 000	21 600	–	105 600	02.06.00 - 06.06.12	48 000	€47.92	57 600	€66.64
	(b)	200	50	–	250	15.09.03 - 12.06.07	100	€55.34	150	€65.40
	(c)	955 392	144 000	353 092	746 300	29.05.99 - 06.06.12	602 300	471p	144 000	660p
	(d)	3 543	–	–	3 543	01.10.03 - 31.03.06	2 382	425p	1 161	594p
A C Butler	(a)	52 502	13 500	–	66 002	02.06.00 - 06.06.12	30 002	€47.92	36 000	€66.64
	(b)	150	50	–	200	01.06.04 - 12.06.07	50	€53.05	150	€65.40
	(c)	588 212	90 000	–	678 212	07.06.98 - 06.06.12	588 212	411p	90 000	660p
	(d)	4 652	–	4 652	–	–	–	–	–	–
P J Cescau	(a)	49 143	14 250	–	63 393	08.05.01 - 06.06.12	18 750	€51.00	44 643	€66.25
	(b)	50	50	–	100	30.05.04 - 12.06.07	–	–	100	€66.28
	(c)	334 626	95 040	–	429 666	08.05.01 - 06.06.12	349 626	511p	80 040	657p
	(e)	45 000	–	–	45 000	29.05.97 - 02.06.07	45 000	\$38.84	–	–
	(f)	100 192	–	–	100 192	03.06.98 - 02.06.07	100 192	\$6.72	–	–
	(d)	–	–	–	–	–	–	–	–	–
K B Dadiseth	(a)	30 750	11 850	–	42 600	02.06.00 - 06.06.12	21 750	€49.87	20 850	€66.71
	(c)	222 240	79 000	2 992	298 248	10.06.97 - 06.06.12	264 248	476p	34 000	662p
	(d)	–	2 744	–	2 744	01.10.07 - 31.03.08	–	–	2 744	603p
A R van Heemstra	(a)	45 750	13 050	9 000	49 800	08.05.01 - 06.06.12	27 750	€55.06	22 050	€67.95
	(b)	50	50	–	100	30.05.04 - 12.06.07	–	–	100	€66.28
	(c)	348 276	87 000	103 276	332 000	08.05.01 - 06.06.12	185 000	468p	147 000	621p
R H P Markham	(a)	50 250	13 050	–	63 300	02.06.00 - 06.06.12	27 750	€48.34	35 550	€66.63
	(b)	200	50	–	250	15.09.03 - 12.06.07	100	€55.34	150	€65.40
	(c)	367 292	87 000	–	454 292	06.12.99 - 06.06.12	367 292	474p	87 000	662p
	(d)	3 283	–	–	3 283	01.10.04 - 31.03.05	3 283	514p	–	–
C B Strauss	(e)	172 200	19 800	7 200	184 800	10.06.94 - 02.06.12	165 000	\$36.87	19 800	\$72.28
	(f)	380 000	132 000	–	512 000	03.06.98 - 02.06.12	452 000	\$7.41	60 000	\$10.85

- (a) Options in NV shares under the Executive Plan. (b) Options in NV shares under the Netherlands Employee Option Plan.  
 (c) Options in PLC shares under the Executive Plan. (d) Options in PLC shares under the UK Employee Sharesave Plan.  
 (e) Options in NV New York shares under the Executive Plan.  
 (f) Options in PLC shares in the form of American Depository Receipts under the Executive Plan (1 ADR equivalent to 4 PLC shares).  
 (g) Granted in the year on the basis, where applicable, of earnings per share (BEIA) in the prior year.

The term 'Executive Plan' refers to options granted under the PLC, NV or NA Executive Option Plans (see page 106).

See also notes on page 58.

# 58 Remuneration report

Supplementary table of options granted and exercised in 2002:

Name		Granted (g)	Price	Exercised quantity	Exercise price	Market price at date of exercise
A Burgmans	(a)	18 000	€66.90	9 000	€42.79	€71.69
		1 800	€67.85			
	(b)	50	€67.90	16	€43.00	€68.50
	(c)	120 000	583p	60 000	407p	633p
		12 000	624p			
N W A FitzGerald	(a)	18 000	€66.90			
		3 600	€67.85			
	(b)	50	€67.90			
	(c)	120 000	583p	92 320	283p	577p
		24 000	624p	59 112	254p	577p
			104 808	283p	577p	
			96 852	307p	577p	
A C Butler	(a)	11 250	€66.90			
		2 250	€67.85			
	(b)	50	€67.90			
	(c)	75 000	583p			
		15 000	624p			
	(d)			4 652	371p	589p
P J Cescau	(a)	11 250	€66.90			
		3 000	€67.85			
	(b)	50	€67.90			
	(c)	75 000	583p			
		20 040	624p			
K B Dadiseth	(a)	11 250	€66.90			
		600	€67.85			
	(c)	75 000	583p	2 992	254p	634p
		4 000	624p			
	(d)	2 744	603p			
A R van Heemstra	(a)	11 250	€66.90	9 000	€42.79	€71.55
		1 800	€67.85			
	(b)	50	€67.90			
	(c)	75 000	583p	43 276	343p	577p
		12 000	624p	60 000	407p	630p
R H P Markham	(a)	11 250	€66.90			
		1 800	€67.85			
	(b)	50	€67.90			
	(c)	75 000	583p			
		12 000	624p			
C B Strauss	(e)	18 000	\$59.00	7 200	\$25.69	\$58.34
		1 800	\$65.70			
	(f)	120 000	\$8.36			
		12 000	\$9.32			

No options lapsed unexercised during the year. The market price of the ordinary shares at the end of the year was for NV €58.55 and \$61.71 and for PLC 591p and \$38.25, and the range during the year was between €49.65 and €72.20 and \$50.10 and \$66.90, and between 473p and 659p and \$29.86 and \$39.44 respectively. Options outstanding above and below the market prices at 31 December 2002 are set out in the table on page 57.

For footnotes please refer to page 57.

**Directors' conditional share awards under the TSR Long-Term Incentive Plan**

Conditional rights to ordinary shares in PLC and NV were granted, vested or lapsed in 2002 as follows:

Name	Share type	1 January	Granted <sup>(1)</sup>	Grant price <sup>(2)</sup>	Vested	Lapsed	31 December	Performance period for 2002 award	End date of final performance period
A Burgmans	NV	6 472	5 980	583p	–	–	12 452	01/01/02-31/12/04	31/12/04
	PLC	48 360	42 319	€66.90	–	–	90 679	01/01/02-31/12/04	31/12/04
N W A FitzGerald	NV	6 472	5 980	583p	–	–	12 452	01/01/02-31/12/04	31/12/04
	PLC	48 360	42 319	€66.90	–	–	90 679	01/01/02-31/12/04	31/12/04
A C Butler	NV	4 045	3 737	583p	–	–	7 782	01/01/02-31/12/04	31/12/04
	PLC	30 225	26 450	€66.90	–	–	56 675	01/01/02-31/12/04	31/12/04
P J Cescau	NV	4 045	3 737	583p	–	–	7 782	01/01/02-31/12/04	31/12/04
	PLC	30 225	26 450	€66.90	–	–	56 675	01/01/02-31/12/04	31/12/04
K B Dadiseth	NV	4 045	3 737	583p	–	–	7 782	01/01/02-31/12/04	31/12/04
	PLC	30 225	26 450	€66.90	–	–	56 675	01/01/02-31/12/04	31/12/04
A R van Heemstra	NV	4 045	3 737	583p	–	–	7 782	01/01/02-31/12/04	31/12/04
	PLC	30 225	26 450	€66.90	–	–	56 675	01/01/02-31/12/04	31/12/04
R H P Markham	NV	4 045	3 737	583p	–	–	7 782	01/01/02-31/12/04	31/12/04
	PLC	30 225	26 450	€66.90	–	–	56 675	01/01/02-31/12/04	31/12/04
C B Strauss	NV <sup>(3)</sup>	3 223	2 977	\$59.09	–	–	6 200	01/01/02-31/12/04	31/12/04
	PLC <sup>(4)</sup>	23 580	21 032	\$8.3625	–	–	44 612	01/01/02-31/12/04	31/12/04

(1) Number of conditional rights to NV and PLC shares granted in 2002. The precise number of shares that will vest in March 2005 will depend on the TSR ranking of Unilever, during the performance period shown above, against a peer group of 20 comparator companies and will vary between 0% and 200% of the original number of conditional shares granted.

(2) Price of shares at date of grant on 21 March 2002.

(3) NV New York shares.

(4) The award was made in the form of American Depository Receipts (1 ADR equivalent to 4 PLC shares). The number of ADRs granted in 2002 was 5 258 (equivalent to 21 032 PLC shares) at a price of \$33.45.

**Advisory Directors**

The Advisory Directors are not formally members of the Boards of NV and PLC and are therefore excluded when reference is made to directors in this report.

The remuneration of the Advisory Directors is decided by the Boards. Advisory Directors receive an annual fee and are reimbursed expenses incurred in attending meetings. They do not receive any performance related bonuses, pension provisions, share options or other forms of benefit as Advisory Directors. They do not have service contracts. The annual fees paid to each Advisory Director in 2002 were as follows:

Advisory Directors fees paid in 2002:

**Paid in euros**

Name	Fees €
B Collomb	55 000
Professor W Dik	55 000
O Fanjul	55 000
F H Fentener van Vlissingen	55 000
H Kopper	55 000
H O C R Ruding	27 500
J van der Veer	41 250

**Paid in pounds**

Name	Fees £
Lord Brittan	35 000
Lady Chalker	35 000
C X Gonzalez	35 000
Senator G J Mitchell	35 000
C R Shoemate	35 000
Lord Simon	35 000

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In addition, Advisory Directors benefited directly or indirectly from the following payments made in 2002:

Lady Chalker: £40 800 paid to Africa Matters Limited for advice provided to Unilever's Africa Business Group by her and other consultants from that company;

C X Gonzalez: US \$15 000 paid to him for advice provided to Unilever's Latin America Region Advisory Council; and

Senator G J Mitchell: US \$75 000 paid to him for advice provided to Unilever's North American businesses.

As at 28 February 2003 the interests of the Advisory Directors in the share capital of NV and PLC were as follows:

	NV <sup>(1)</sup>	PLC <sup>(2)</sup>
Lord Brittan		
Lady Chalker		2 526
B Collomb	111	
Professor W Dik		
O Fanjul	692	
F H Fentener van Vlissingen	10 385	
C X Gonzalez		60 000 <sup>(3)</sup>
H Kopper		
Senator G J Mitchell	1 000	
C R Shoemate	2 000	
Lord Simon		2 857
J van der Veer	5 600	
Aggregate interests	19 788	65 383

(1) Ordinary €0.51 shares of NV.

(2) Ordinary 1.4p shares of PLC.

(3) Held as American Depositary Receipts (ADRs).

As at 28 February 2002, the aggregate interests of the Advisory Directors in the share capital of NV and PLC were 14 188 Ordinary €0.51 shares of NV and 5 383 Ordinary 1.4p shares of PLC.

The voting rights of the Advisory Directors are the same as for other holders of the class of share indicated.

The Report has been approved by the Boards and has been signed on their behalf by the Joint Secretaries, J A A van der Bijl and S G Williams.

By order of the Board

**J A A van der Bijl**  
**S G Williams**

Joint Secretaries of Unilever N.V. and Unilever PLC

4 March 2003

## Auditable part of remuneration report

In compliance with the UK Directors' Remuneration Report Regulation 2002, and under Title 9, Book 2 of the Civil Code in the Netherlands, the auditable part of the remuneration report comprises 'Directors' pensions' on pages 52 and 53, 'Directors' interests: share capital' on page 55, 'Directors' emoluments' on page 56, 'Directors' share options' on pages 57 and 58, 'Directors' conditional share awards under the TSR Long-Term Incentive Plan' on page 59 and 'Advisory Directors' on pages 59 and 60.

The role of the Audit Committee is to assist the Unilever Board in fulfilling its oversight responsibilities regarding the integrity of Unilever's financial statements, risk management and internal control, compliance with legal and regulatory requirements, the external auditors' performance, qualifications and independence, and the performance of the internal audit function. During the year ended 31 December 2002 the principal activities of the Committee were as follows:

#### Financial Statements

The Committee considered reports from the Financial Director on the quarterly and annual financial statements. It also reviewed proposed changes in accounting principles in response to the changes in Netherlands, UK and US law and UK GAAP.

#### Audit of the Annual Accounts

PricewaterhouseCoopers, Unilever's external auditors, reported in depth to the Committee on the scope and outcome of the annual audit, and management's response. Their reports included accounting matters, governance and control, and accounting developments.

#### Risk Management and Internal Control Arrangements

The Committee reviewed Unilever's overall approach to risk management and control, and its processes, outcomes and disclosure, including specifically:

- Corporate Audit's interim and year-end reports on the Status of Risk Management & Control, and management's response.
- The Corporate Risk Committee's annual report, which included its recommendation for the Board's statement on internal control, its analysis of the 2002 risk assessment process, and the corporate risks identified for 2003.
- The reports from the Code of Business Principles Compliance Committee.
- Controls over trade marketing investments.

#### External Auditors

The report from PricewaterhouseCoopers confirming their independence and objectivity was reviewed by the Committee. It also reviewed the audit, audit-related, tax and consulting services provided by PricewaterhouseCoopers, and compliance with Unilever's policy, introduced in January 2002, under which the types of engagements for which the external auditors can be used are prescribed.

The Committee oversaw the external auditor tender process which was conducted during the year, and made its formal recommendation to the Board, which was adopted. (See page 45 for further details of the tender.)

#### Internal Audit Function

The Committee engaged in discussion and review of the Corporate Audit Department's audit plan for the year, together with its budget and resource requirements.

#### Audit Committee Charter

The Committee's charter has been updated to reflect recent developments in corporate governance in the UK, the European Union and the US. The revised charter enhances the Committee's role and responsibilities, and in particular makes it responsible for overseeing Unilever's relations with the external auditors.

The Audit Committee Charter can be viewed on Unilever's external website at [www.unilever.com](http://www.unilever.com).