



Unilever

Unilever Ghana Limited













**2004
ANNUAL REPORT
& FINANCIAL STATEMENTS**

The Icons that make our new logo



Unilever

Unilever Ghana Limited

 <p>Sun: All life begins with the sun- the ultimate symbol of vitality.</p>	 <p>Sauces or spreads: Represents mixing or stirring.</p>
 <p>DNA: The genetic blueprint of life and a symbol of bio-science.</p>	 <p>Spoon: A symbol of nutrition, tasting and cooking.</p>
 <p>Bee: Represents creation, pollination, hard work and bio-diversity</p>	 <p>Bowl: Represents a ready meal, hot drink or soup</p>
 <p>Hand: A symbol of sensitivity, care and need.</p> <p>Flower: Represents fragrance</p>	 <p>Spice and flavours: Represents chilli or fresh ingredients.</p>
 <p>Hair: A symbol of beauty and looking good.</p>	 <p>Fish: Represents food, sea or fresh water.</p>
 <p>Palm tree: It produces palm fruits from which palm oil is made and also symbolizes paradise.</p>	 <p>Sparkle: Clean healthy and sparkling with energy.</p>





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Registered Office

Tema Factory
Ind/A/2/3A-4,
P.O. Box 721, Tema.

Registrars

Merchant Bank Ghana Limited
57 Examination Loop, North Ridge
P.O. Box 401, Accra-Ghana

Auditors

PricewaterhouseCoopers,
Chartered Accountants
Gulf House,
Tetteh Quarshie Roundabout,
Legon Road
PMB CT 42, Cantonments,
Accra -Ghana





✓ Ishmael E. Yamson - Non Executive Chairman

Charles A. Cofie - Chief Executive Officer

✓ Ato P. Ampiah - Non Executive Director

✓ Aurore Lokko - Non Executive Director

✓ Cynthia Ifeagwu - Customer Service Director

✓ Ebenezer M. Boye - Non Executive Director

✓ Emmanuel K. Idun - Finance Director

✓ Jeni J. Hall - Marketing Director

✓ Kwame Addae - Supply Chain Director

Peter B. Sykes - Human Resource Director

✓ Shirley Longdon - Secretary



The New Face of Unilever



Unilever

Our new logo:

Our new logo shows our colours.

It represents the richness, diversity and vitality of Unilever. Each of the 24 symbols in our new logo is representational of the people we serve, products we produce and the earth and raw materials we use.

Our new mission:

Our mission is to add vitality to life. We meet everyday needs for nutrition, hygiene and personal care with brands that help people feel good, look good and get more out of life.

Unilever , *adding vitality to life*

Group Financial Highlights

(ALL AMOUNTS ARE EXPRESSED IN MILLIONS OF CEDIS)



Unilever

Unilever Ghana Limited

	Company			Group		
	2004	2003	% Change	2004	2003	% Change
Turnover	849,494	894,793	(5.1)	888,110	911,227	(2.5)
Operating profit	20,638	81,263	(74.6)	45,607	96,703	(52.8)
Profit before tax and national reconstruction levy (NRL)	63,808	141,959	(55.1)	83,628	160,909	(48.0)
Minority Interest	-	-	-	18,077	9,598	88.3
Net Profit	61,364	111,301	(44.9)	62,739	116,063	(45.9)

Operating cashflow	42,119	69,834	(39.7)	64,663	71,639	(9.7)
Shareholders' funds	261,423	286,808	(8.9)	268,203	292,213	(8.2)
Capital expenditure	28,459	28,724	(0.9)	40,518	27,778	45.9

Earnings per share (¢)	982	1,781	(44.9)	1,004	1,857	(45.9)
Dividend per share (¢)	896	896	-	896	896	-
Net assets per share (¢)	4,434	4,777	(7.2)	5,767	5,991	(3.7)

PBT & NRL Margin (%)	7.5	15.9		9.4	17.7	
PAT & NRL Margin (%)	7.2	12.4		9.1	13.8	



Notice is hereby given that the next Annual General Meeting of the Members of Unilever Ghana Limited will be held at the Accra International Conference Centre, Accra on Thursday 21st April, 2005 at 11.00 am for the following purposes:

Agenda

1. To receive the Report of the Directors, the Balance sheet as at 31st December, 2004 together with the Accounts for the year ended on that date and the Report of the Auditors thereon
2. To declare a dividend
3. To re-elect Directors
4. To approve the terms of appointment of managers
5. To approve Directors fees
6. To fix the remuneration of the Auditors.

A Member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Member. A form of proxy is attached and if it is to be valid for the purposes of the Meeting it must be completed and deposited at the Registered Office of the Registrars of the Company, Merchant Bank Ghana Limited, not less than 48 hours before the Meeting.

Dated this 3rd day of March, 2005

By Order of the Board



SHIRLEY LONGDON (MS)
SECRETARY

Registered Office

Unilever Ghana Limited, Tema Factory, Plot No. Ind/A/2/3A-4, P O Box 721, Tema

Dividend Warrants

If the payment of the dividend recommended is approved, the warrants will be posted on the 26th day of May, 2005 to the holders of shares whose names are registered in the Register of Members on the 8th day of April, 2005.

Board Audit Committee

A.P. Ampiah, E.M. Boye, E.K. Idun, Aurore Lokko (Ms), Y. Amoa

Registrars Office

Merchant Bank Ghana Ltd., Registrars Department, 57 Examination Loop, North Ridge, P. O. Box 401, Accra, Ghana





Introduction

2004 was difficult and challenging for Unilever Ghana. Against the background of fierce competition, price discounting and increasing counterfeiting, the Company was not only unable to raise prices in line with inflation but in some major brands such as Key and Frytol, consumer prices had to be reduced to protect market shares.

Additionally the Company had to take measures internally to reduce cost across board. A major process and structural review was implemented. The exercise helped to reduce layers and numbers while it improved functional as well as operating alignments, thus making the business more agile and responsive to competitive developments. It also reduced overhead costs which had been running ahead of top line growth. While the exercise reshaped the company for enhanced competitiveness in 2004, it naturally created some uncertainty and incurred extraordinary cost of c26bn. We believe it was a right decision and a necessary exercise even if in the short term it impacted negatively on the company's results. Unilever Ghana should now be in a position to compete better and more strongly from 2005 as higher efficiencies and increased productivity begin to come through.

Economic and Financial Environment in 2004

All the key macro-economic indicators continued to move in a positive direction, consolidating the stability experienced in recent years. This success can be attributed to the strict fiscal and monetary disciplines followed by the Government. Initial indications are that a GDP growth rate of 5.6% will be achieved against a forecast of 5.2%, for 2004, driven by favourable prices and real volume growth in Ghana's major export commodities, Gold and Cocoa.

The average inflation rate declined progressively to close the year at 12.6%. Interest rates, although stable, continued to reflect high real interest rates in excess of ten percentage points. Treasury bill rates declined marginally reflecting reduced borrowing levels by Central Government. The Cedi remained relatively stable versus the major currencies with depreciation rates of 2.5% against the US Dollar and 10% against the Euro and Pound Sterling, the latter reflecting the weaker US Dollar.

Regrettably, the progression towards reaching the objectives of Ecowas continued to represent an 'obstacle' course with arbitrary decisions being taken by some Governments to protect their economy.

Operating Review

Highlights

2004 was a very disappointing year. Turnover declined by 2.5%, reflecting a weaker volume performance, particularly in Laundry, Hair, Culinary and Oils. In these sectors, competitive pressures led to price reductions and increased trade marketing expenditure, all of which impacted adversely on turnover. Additionally, in response to developments in our markets, we absorbed the newly introduced NHIS levy and improved the compensation package for our distributors, depressing turnover further. We however had excellent performances in brands such as Sunlight, Pepsodent, Geisha, Lifebouy, Blue Band and Annapurna, which all registered significant sales growth rates.

The difficulties notwithstanding Unilever Ghana maintained market leadership in 7 out of 12 focus brands. Higher than expected palm oil costs, particularly, in the first half of the year squeezed margins further.

The business has developed a clear plan forward to achieve sustainable profitable growth and market competitiveness and 2005 should begin to see significant improvements.

Home and Personal Care Division

The turnover in the Home and Personal Care Division recorded a volume decline of 15% driven mainly by the weaker performance in Laundry and Hair and the declining prices in the market place. In Laundry, we remain market leaders with significant market shares. Sunlight soap had an excellent year with sales growth of 33.8%.

Our Oral Care brands of Close-Up and Pepsodent remain pillars of the Category and show potential for further growth. In Personal Wash, our Geisha brand was a 'star' registering sales growth of 35.4%. In our Hair category, we suffered a set back as we experienced quality issues which are being addressed.

Margins in the category came under severe pressure, particularly in the first half-year as palm oil prices rose above US\$550 per ton. Declining product prices, particularly in Home Care, accentuated the lower margin trends.





Foods Division

The Foods Division made a strong recovery in many categories. The Blue Band brand registered Sales Growth of 97.5%, while bakery recorded growth of 20.5%. The strong growth in spreads was driven by exports, within the Ecowas Sub-Region, a potential we will explore further in the future. We focussed our Lipton brand sales on black tea and the brand remains a solid pillar of growth and profitability. The culinary category under performed and quality improvements underway should improve the category's performance.

Frytol cooking oil was re-launched during the year and the brand has seen progressive recovery of volumes since the re-launch.

The Health and Wellness category featuring the Annapurna brand, was re-focussed principally on iodised salt and biscuits. The category is entirely dependent on Ghanaian small and medium scale businesses, which supply the products. The improvements necessary to streamline the Supply Chain should help accelerate further the growth of the category.

Plantations Division

Twifo Oil Palm Plantation had an excellent year, buoyed by good volume growth and higher prices for palm oil on the world markets particularly in the first half of the year. Total palm oil output of 21,426 tons compared with 19,003 tons in the previous year.

Benso Oil Palm Plantation had a difficult year as the protracted impact of leaf minor reduced fresh fruit bunch crop yields. Clear signs of recovering began to show in Q4. The Plantation was also publicly listed on the Ghana Stock Exchange in August 2004 and now has approximately 13,000 shareholders.

Swanzy Real Estate Division

We continued our strategic exit from real estate, realising a profit of €60bn, all of which was used to retire the debt arising from the acquisition of Benso Oil Palm Plantation Limited and further investments in the FMCG business.

Financial Review

Operating Profit

Operating profit of €45.6bn representing a margin of 5.1% fell against prior year by 52.8% due primarily to the decline

in turnover. The overall growth in operating costs was 3.4% and did not mirror the declining trend in turnover due to higher brand support expenditure and other cost growth broadly in line with inflation. The cost of sales and selling, general and administrative expenses grew by 1% and 16.7% respectively. Recognising the flat topline performance and pressures on margins, the restructuring exercise substantially completed in December 2004 is directed at stripping costs out of the business in order to improve margins and profitability.

Exceptional Items

Exceptional items of €26.1bn represent the costs of restructuring.

Other Income

Other income mainly represents the profit on sale of properties and other assets surplus to requirements.

Financial Charges

Interest charges were marginally lower against prior year. The reduced turnover led to significant borrowing levels, to support operations and investments particularly in the first quarter of 2004. To stimulate sales, we also supported our key distributors with temporary credit. Fifty percent of interest cost was incurred in Quarter 1, 2004.

Taxation

The effective corporate tax rate for the group was 1% compared with 19.4% for prior year due to the higher proportion of profits subject to capital gains tax and the new zero corporate tax rating for agro-processing businesses.

Cash Flow

Net cash from operating activities at €31.1bn fell by 17.6% mainly on account of lower cash generated from operations and tax payments in excess of actual liabilities. We generated cash of €72.7bn from the disposal of properties and surplus assets, 90% or €65.2bn of which was used to retire debt in respect of the BOPP acquisition with the balance supplementing internally generated cash flows for investments of €40.5bn in plant and equipment. New investments were made in enhancing our toilet soap lines and increasing energy generation capacity and efficiency.

The proceeds from the disposal of Swanzy properties have therefore been invested to generate the future growth and profitability in our company. Cash and cash equivalent at year-end was €23.6bn.





Dividends

We have in the last five years consistently paid dividends, which offer a real return to shareholders. The difficulties experienced in 2004 mean that we need to conserve cash resources, as this will be required to support our brands in the current intensely competitive environment. We therefore propose a dividend per share of ¢896, at the same level as 2003.

Stock Exchange Performance

Our stock on the Ghana Stock Exchange recorded an appreciation of 56.7%, from ¢14,041 to ¢22,000 per share and a Price Earnings ratio of 22%, in line with the market average.

Our Social Commitment in 2004

In 2004, the Unilever Ghana Foundation for Education and Development spent ¢1.2bn on initiatives in education and development. Significant of these initiatives was scholarships for five postgraduate Medical officers to complete their postgraduate courses at the College of Health Sciences, University of Ghana. We also, for the first time, conducted a 2 day workshop at the Suame Magazine, Kumasi for selected Artisans in the Magazine to upgrade their skills and help employ and train more hands.

Outlook for 2005

Unilever Ghana is a great business. It has the capacity to deliver outstanding performance, that is why the 2004 results, driven largely by difficult business environment are disappointing to us.

We are committed to creating long-term sustainable value for all our shareholders. Our key strategies of investing behind fewer but stronger brands, delivering brilliant consumer marketing and activation and further strengthening our distribution and trade development to ensure that our products are everywhere, everytime, should enable us compete more effectively.

We will sustain our resolve to reduce cost throughout the business and improve operational efficiencies to improve margins and profitability.

We have started 2005 strongly and are confident of maintaining our strong position in the market place.





Unilever

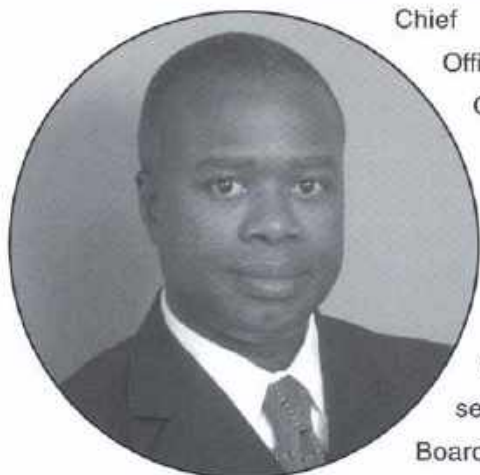
Unilever Ghana Limited

Mr. Charles Alexander Cofie

Charles Alexander Cofie, former Managing Director of Unilever Malawi was appointed

Chief Executive Officer of Unilever Ghana with

effect from 1st January 2005.



45-year old Charles Cofie served on the Board of Unilever Ghana in 2000 as

Customer Service Director and later in 2002 as Marketing Director before his appointment in 2003 as Managing Director of Unilever Malawi. He also served as a Trustee of the Unilever Ghana Foundation for Education and Development from 2000 to 2003.

Charles's career with Unilever started in 1992 when he was recruited in London by Unilever PLC and posted to Lever Brothers Nigeria as Product Group Manager for Personal Products. He returned to Unilever PLC in 1994 as overseas Marketing Assistant. He seized an opportunity for transfer home in 1995 and joined Unilever Ghana as Marketing Manager for Detergents and later as Marketing Manager for Foods.

Almost ten years after joining Unilever Ghana and with such impressive career progression, we are happy to welcome back Charles as the Chief Executive Officer (CEO) of Unilever Ghana Limited.

Mr. Ishmael Evans Yamson

Ishmael Evans Yamson, former Executive Chairman of Unilever Ghana Limited has retired as Chief Executive on 31st December 2004 after 38 years of distinguished service.

Ishmael's successful career with Unilever started with Customer Management. He then moved to Brand Marketing before settling in General Management.

In 1983, he got his first senior Management appointment as Chairman of UAC Tanzania thus becoming the first African to become Chairman of a Unilever company outside his home country.

In November 1986, exactly twenty years after joining the company, he was appointed Chairman of UAC of Ghana Limited. In June 1989, he was appointed Chairman, National Committee of Unilever Investments in Ghana. In July 1992 when the two major Unilever businesses in Ghana were merged to form Unilever Ghana Limited, Ishmael was appointed its first Chairman.

Ishmael is retiring as Chief Executive with a wealth of experience. The good news is that he will remain as non-Executive Chairman of the Board of Unilever Ghana Limited.





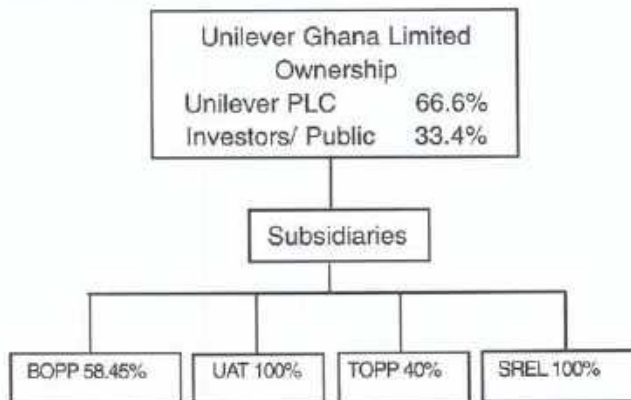
Introduction

Unilever recognises the importance of good corporate governance as a means of sustaining viability of the business in the long term, and further believes that the attainment of business objectives is directly aligned to good corporate behavior. In line with this, and alongside the need to meet its responsibility to its shareholders and other stake holders, the company strives to meet expectations of the community in which it operates.

In the conduct of its business, Unilever has sought to comply with all statutory requirements, adopted, tried and proven best practices to protect the environment and its employees, invested in the community in which it operates, and striven to enhance shareholder value in the process. Unilever adopts both medium and long term growth strategies, and allocates resources in order to guarantee the creation of wealth. It utilises modern technology and continuously innovates in order to satisfy changing consumer and customer needs, and in so doing, stay ahead of the competition. Unilever promotes and recognises excellence through its employee development programmes.

The company has put in place sound operational control systems in order to safeguard the interests of shareholders and stakeholders. As indicated in the Statement of Responsibility of Directors and Notes to the Accounts, the business adopts standard accounting practices to facilitate transparency in the disclosure of information and to give assurance to the reliability of the financial statements.

Legal Structure of Unilever



Board of Directors

The responsibility of good corporate governance is placed on the Board of Directors and the Management Team. The Board of Directors are highly qualified and experienced in their professional areas of expertise. The Board comprises six (6) full time executive and four (4) non-executive directors one of whom is the Chairman of the Board. The non-executive directors are the principal external presence in the governance of Unilever Ghana Limited and provide a strong independent element. The Board meets at least four (4) times a year to deliberate on, Corporate strategy and implementation, approval of Annual Report and Accounts and recommendation of dividends, amongst other things.

All directors with the exception of the CEO submit themselves for re-election at Annual General Meetings in accordance with the regulations of the Company and the Ghana Stock Exchange. To ensure effective control and monitoring of the company's business, the Board has two main committees; the Executive Committee, which in turn works through other sub-committees to oversee specific important functions; and the Audit Committee.

The Executive Committee

The Executive Committee meets regularly to review the performance of the company and assess progress against the annual plan. It also reviews programmes, strategies, key issues and assigns responsibilities and resources for achievement of set goals.

Consequently, the committee has oversight responsibility for innovative programmes, supply chain, financing strategies and human resource development programmes.

The Executive Committee is also charged with the responsibility of identifying and assessing the risk profile within which the company operates, with a view to eliminating or minimising the impact of such risks to the achievement of set company objectives.





The Audit Committee

The Audit Committee is made up of five directors of whom four are non-executive. It is chaired by a non-executive director who has a strong background and experience in business, finance and audit. The committee meets quarterly to review the financial performance of the company, the adequacy of the internal audit plan, progress against current audit report recommendations, the adequacy of internal control systems and the degree of business compliance with laid down internal policies, laws, code of business principles and any other relevant regulatory framework. The Committee also reviews findings of the external auditors.

Internal Controls

Unilever has a robust internal control system, which is well documented and regularly reviewed. The system incorporates internal control procedures, which are designed to provide reasonable assurance that assets are safeguarded and that the risks facing the business are being managed to eliminate or minimise their impact. The Board of Unilever Ghana has put in place a clear

organisational structure, and Board authorities are delegated to middle and lower level management in line with delegated responsibilities as defined by the said structure.

Unilever's corporate internal audit function plays a key role in providing an objective assessment of the adequacy and effectiveness of the internal control systems in the business.

Code of Business Principles

Unilever has a documented code of business principles to guide all employees and business partners in the discharge of their duties. This code sets the standard of professionalism and integrity required for business operations which among other things cover the following areas: compliance with the law, conflicts of interest, acquisition of company shares, public activities, product assurance, environmental management, accuracy and reliability of financial reporting, bribery, etc, and procedures for handling instances of non-compliance.





The Directors have pleasure in submitting to the Members the Profit and Loss and Income Surplus Accounts of the Group for the year ended 31st December 2004 and the Balance Sheet of the Group as at that date.

The Group profit for the year after taxation is c62.7 billion against a profit after tax of c116 billion for 2003.

The Directors have decided to recommend to Members the payment of a Dividend of c896.00 per share.

Since the last Annual General Meeting, Mr N.B.Swanepoel, Human Resource Director and Mr Yeboa Ainoa, a non-executive director, have resigned from the Board of Unilever Ghana Limited.

Mr. P. Sykes, former Human Resource Director, Unilever Bestfoods, South Africa was appointed by the Board in place of Mr. N.B. Swanepoel. Mr I.E. Yamson, who was the Chief Executive of your company as well as Chairman of the Board of directors also retired after 38 years of service with the company. He remains as Non - Executive Director and Chairman of the Board. Mr Charles A. Cofie, former Managing Director of Unilever Malawi and a former Director of this Board, has been appointed Chief Executive Officer of your company in place of Mr. Yamson with effect from 1st January 2005. These changes, it is believed, will enhance and ensure the smooth running of your company.

In accordance with the Regulations of the Company and the Stock Exchange Listing Regulations, Messrs P. Sykes and C.A.Cofie, will retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-election.

Directors to retire by rotation in accordance with the Regulations of the Company are Mr. A. P. Ampiah, Mr. E.M. Boye and Mr I. E. Yamson, all of whom, being eligible, offer themselves for re-election.

In accordance with the Companies Code, 1963, Act 179, the Directors report that on 31st December 2004:

- (a) Swanzy Real Estate Limited was a subsidiary of the Company.
- (b) The Company was beneficially entitled to equity shares conferring the right to exercise more than 25% of the votes exercisable at General Meetings of United Africa Trust Limited, a company incorporated in Ghana. United Africa Trust Limited operated during that financial year as Trustee of a Pension Fund and Provident Fund for employees of the Company and its associates, but has itself neither income nor expenditure.
- (c) The Company was beneficially entitled to equity shares conferring the right to exercise more than 25% of the votes exercisable at General Meetings of Twifo Oil Palm Plantations Limited, a Company incorporated in Ghana.
- (d) The Company was beneficially entitled to equity shares conferring the right to exercise more than 25% of the votes exercisable at General Meetings of Benso Oil Palm Plantation Limited, a Company incorporated in Ghana.

The Company is a subsidiary of Unilever Overseas Holdings Limited and C.W.A. Holdings Limited, companies wholly owned by Unilever PLC and incorporated in England.

In accordance with Section 134(8) of the Companies Code, 1963, PricewaterHouseCoopers continue in office as Auditors of the Company.

CHAIRMAN
I. E. YAMSON

FINANCE DIRECTOR
E. K. IDUN

Tema, 3rd March, 2005.





Statement of Directors' Responsibilities

The directors are responsible for the preparation of consolidated financial statements for each financial year which give a true and fair view of the state of affairs of the group and of the profit or loss and cashflows for that period. In preparing these consolidated financial statements, the directors have selected suitable accounting policies and applied them consistently, made judgements and estimates that are reasonable and prudent and followed Ghana National Accounting Standards.

The directors are responsible for ensuring that the group keeps proper accounting records that disclose with reasonable accuracy at any time the financial position of the group. The directors are also responsible for safeguarding the assets of the group and taking reasonable steps for the prevention and detection of fraud and other irregularities.

.....
Chairman

I. E. Yamson

.....
Chief Executive Officer

C. A. Cofie

.....
Finance Director

E. K. Idun

Date: 3rd March, 2005



TO THE MEMBERS OF UNILEVER GHANA LIMITED

We have audited the consolidated financial statements of Unilever Ghana Limited Group set out on pages 16 to 19.

Respective responsibilities of directors and auditors

As indicated in the statement of directors' responsibilities, the directors are responsible for the preparation of the consolidated financial statements. Our responsibility is to express an independent opinion on these consolidated financial statements based on our audit.

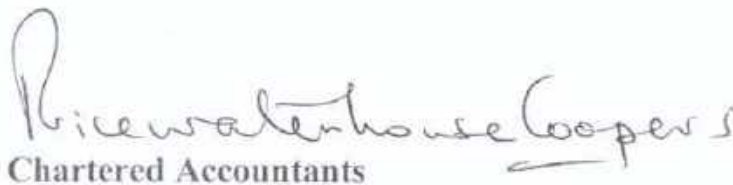
Basis of opinion

We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we plan and perform our audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.


Opinion

In our opinion, proper books of account have been kept and the consolidated financial statements, which are in agreement therewith, give a true and fair view of the state of affairs of the group at 31 December 2004 and of the profit and cash flows of the group for the year then ended and in accordance with Ghana National Accounting Standards and comply with the Ghana Companies Code, 1963 (Act 179).


Chartered Accountants

Accra

3 March 2005

PRICEWATERHOUSECOOPERS 



Consolidated Profit and Loss Account for the Year Ended 31 December 2004



Unilever

Unilever Ghana Limited

(ALL AMOUNTS ARE EXPRESSED IN MILLIONS OF CEDIS)

Company			Notes	Group	
2004	2003			2004	2003
849,494	894,793	Turnover	1	888,110	911,227
(828,856)	(813,530)	Operating costs		(842,503)	(814,524)
(681,415)	(680,754)	Cost of sales	2	(676,759)	(672,471)
(147,441)	(132,776)	Selling, general and administrative expenses	3	(165,744)	(142,053)
20,638	81,263	Operating profit		45,607	96,703
(26,061)	-	Exceptional item	4	(26,061)	-
(5,423)	81,263	(Loss)/profit before other income		19,546	96,703
75,658	67,988	Other income	5	68,458	68,673
70,235	149,251	Profit before financial charges		88,004	165,376
(6,427)	(7,292)	Net financial charges		(4,376)	(4,467)
63,808	141,959	Profit before taxation and national reconstruction levy		83,628	160,909
(849)	(27,109)	Taxation	6	(858)	(31,259)
(1,595)	(3,549)	National reconstruction levy	7	(1,954)	(3,989)
61,364	111,301	Profit after taxation		80,816	125,661
-	-	Minority interest		(18,077)	(9,598)
61,364	111,301	Net profit		62,739	116,063

Company		Income surplus account for the year ended 31 December 2004		Group	
2004	2003			2004	2003
162,285	106,984	Balance at 1 January		167,690	107,627
61,364	111,301	Net profit for the year		62,739	116,063
(56,000)	(56,000)	Dividend proposed	8	(56,000)	(56,000)
167,649	162,285	Balance at 31 December		174,429	167,690

The accounting policies and notes on pages 20 to 30 form an integral part of these consolidated financial statements.



Consolidated Balance Sheet as at 31 December 2004

(ALL AMOUNTS ARE EXPRESSED IN MILLIONS OF CEDIS)

Company			Group	
2004	2003		2004	2003
		Funds employed		
9,900	9,900	Stated capital	9,900	9,900
83,062	113,811	Capital surplus	83,062	113,811
167,649	162,285	Income surplus account	174,429	167,690
812	812	Share deals account	812	812
<u>261,423</u>	<u>286,808</u>	Shareholders' funds	<u>268,203</u>	<u>292,213</u>
15,693	11,755	Deferred liabilities	15,693	11,755
-	-	Minority interests	76,529	70,489
<u>277,116</u>	<u>298,563</u>		<u>360,425</u>	<u>374,457</u>
		Employment of funds		
204,259	224,178	Property, plant and equipment	332,344	353,149
128,987	128,987	Goodwill	42,095	44,447
224,330	245,534	Investments	1	1
116,542	118,773	Current assets	264,295	288,706
50,257	42,254	Inventories	137,230	131,545
-	-	Trade and other receivables	57,758	52,793
57,531	84,507	Taxation	353	-
(280,460)	(300,136)	Cash and bank balances	68,954	104,368
(145,388)	(107,571)	Current liabilities	(278,310)	(311,846)
(84,132)	(58,540)	Trade and other payables	(137,814)	(110,229)
(7,085)	(32,497)	Dividends payable	(94,231)	(66,370)
(455)	(365)	Taxation	-	(30,042)
-	(65,175)	National reconstruction levy	(957)	(1,367)
(43,400)	(35,988)	Due to parent company on BOPP acquisition	-	(65,175)
(56,130)	(54,602)	Bank overdrafts	(45,308)	(38,663)
<u>277,116</u>	<u>298,563</u>	Net current liabilities	<u>(14,015)</u>	<u>(23,140)</u>
		Net assets	<u>360,425</u>	<u>374,457</u>

The consolidated financial statements on pages 16 to 19 were approved by the Board of Directors on 3 March 2005 and were signed on its behalf by:



Chairman

I. E. Yamson



Finance Director

E. K. Idun

The accounting policies and notes on pages 20 to 30 form an integral part of these consolidated financial statements. Auditors Report on page 15.

Consolidated Statement of Changes in Shareholders' Equity



Unilever

Unilever Ghana Limited

(ALL AMOUNTS ARE EXPRESSED IN MILLIONS OF CEDIS)

Company	Stated capital	Capital surplus	Income surplus	Share deals	Total
Year ended 31 December 2004					
Balance at 1 January 2004	9,900	113,811	162,285	812	286,808
Net Profit	-	-	61,364	-	61,364
Adjustment	-	35	-	-	35
Release on disposal	-	(30,784)	-	-	(30,784)
Dividend proposed 2004	-	-	(56,000)	-	(56,000)
Balance at 31 December 2004	9,900	83,062	167,649	812	261,423
Company					
Year ended 31 December 2003					
Balance at 1 January 2003	9,900	173,265	106,984	33	290,182
Net Profit	-	-	111,301	-	111,301
Proceeds from treasury	-	-	-	779	779
Release on disposal	-	(43,195)	-	-	(43,195)
Dividend proposed 2003	-	-	(56,000)	-	(56,000)
Balance at 31 December 2003 as previously reported	9,900	130,070	162,285	812	303,067
Adjustment for deferred tax on revalued assets not yet disposed off	-	(16,259)	-	-	(16,259)
Closing Balance for 2003 as restated	9,900	113,811	162,285	812	286,808
Group					
Year ended 31 December 2004					
Balance at 1 January 2004	9,900	113,811	167,690	812	292,213
Net Profit	-	-	62,739	-	62,739
Adjustment	-	35	-	-	35
Release on disposal	-	(30,784)	-	-	(30,784)
Dividend proposed 2004	-	-	(56,000)	-	(56,000)
Balance at 31 December 2004	9,900	83,062	174,429	812	268,203
Group					
Year ended 31 December 2003					
Balance at 1 January 2003	9,900	173,265	107,627	33	290,825
Net Profit	-	-	116,063	-	116,063
Proceeds from treasury	-	-	-	779	779
Release on disposal	-	(43,195)	-	-	(43,195)
Dividend proposed 2004	-	-	(56,000)	-	(56,000)
Balance at 31 December 2003 as previously reported	9,900	130,070	167,690	812	308,472
Adjustment for deferred tax on revalued assets not yet disposed off	-	(16,259)	-	-	(16,259)
Closing Balance for 2003 as restated	9,900	113,811	167,690	812	292,213

The accounting policies and notes on pages 20 to 30 form an integral part of these consolidated financial statements.

Consolidated Cash Flow Statement for the Year Ended 31 December 2004



Unilever

Unilever Ghana Limited

(ALL AMOUNTS ARE EXPRESSED IN MILLIONS OF CEDIS)

Company			Notes	Group	
2004	2003			2004	2003
		Cash flows from operating activities			
42,119	69,834	Cash generated from operations	19	64,663	71,639
893	936	Interest received		3,042	3,891
(7,320)	(8,228)	Interest paid		(7,418)	(8,358)
(21,868)	(31,411)	Tax paid	6	(26,860)	(34,880)
(1,505)	(4,377)	National reconstruction levy paid	7	(2,364)	(4,927)
12,319	26,754	Net cash from operating activities		31,063	27,365
		Cash flows from investing activities			
(28,459)	(28,724)	Purchase of property, plant and equipment	13	(40,518)	(27,778)
68,579	69,807	Proceeds from sale of property, plant and equipment		72,747	70,749
(65,175)	(38,284)	Payment for shares acquired in Benso Oil Palm Plantations Limited (BOPP)		(65,175)	(38,284)
8,756	877	Dividend received		-	-
-	779	Proceeds from share deals		-	779
(16,299)	4,455	Net cash used in investing activities		(32,946)	5,466
		Cash flows from financing activities			
(30,408)	(42,862)	Dividends paid to shareholders	8	(40,176)	(44,161)
(30,408)	(42,862)	Net cash used in financing activities		(40,176)	(44,161)
(34,388)	(11,653)	Decrease in cash and cash equivalents		(42,059)	(11,330)
48,519	60,172	Cash and cash equivalents at beginning of year		65,705	61,501
-	-	Cash balance on the acquisition of BOPP		-	15,534
14,131	48,519	Cash and cash equivalents at end of year	20	23,646	65,705

The accounting policies and notes on pages 20 to 30 form an integral part of these consolidated financial statements. Auditors' Report on page 15.





1 Basis of preparation

The consolidated financial statements have been prepared in accordance with Ghana National Accounting Standards and under the historical cost convention except as disclosed in the accounting policies below;

2 Group accounting

Subsidiary undertakings, which are those entities in which the Group has an interest of more than one half of the voting rights or otherwise has power to exercise control over the operations are consolidated. Subsidiaries are consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date that control ceases. All inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated; unrealised losses are also eliminated unless cost cannot be recovered. Where necessary, accounting policies for subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

3 Property, plant and equipment

Land and buildings (except for investment property) comprising mainly factories and offices are shown at fair value, based on valuations by external independent valuers, less subsequent depreciation for buildings.

Plant and machinery and plantations are shown at fair value, based on valuations by external independent valuers, less depreciation.

Depreciation is calculated on the straight-line method to write off the cost of each asset, or its revalued amounts, to their residual values over their estimated useful life as follows:

Buildings	2.5%
Plant and machinery	7.0%
Furniture, equipment and motor vehicles	25.0%
Computers	20.0%
Plantations	4.5%

Leasehold land is amortised over the lease period.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in other income. On disposal of revalued assets, the revaluation surplus is transferred to the consolidated profit and loss account.

Effective 2004 capital expenditure commitments are no longer accrued for as part of fixed assets additions. Prior years figures have been restated accordingly.

4 Leases

Leases where a significant portion of risk and rewards are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the consolidated profit and loss account on a straight line basis over the period of the lease.

5 Investment property

Investment property, comprising residential and commercial buildings, are held for long-term rental yields and is not occupied by the Group. Investment property is treated as a long-term investment and is carried at fair value, representing open market value determined by external valuers.

6 Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net assets of the acquired subsidiary undertaking at the date of acquisition. Goodwill on acquisitions of subsidiary undertakings is included in intangible assets. Goodwill is amortised using the straight-line method over its estimated useful life not exceeding a maximum period of 20 years.

7 Inventories

Inventories are stated at the lower of cost or net realisable value. Cost is determined by the standard costing method. Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses.





8 Trade receivables

Trade receivables are carried at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts at the year end. Bad debts are written off when identified.

9 Cash and cash equivalents

Cash and cash equivalents are carried in the consolidated balance sheet at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks, other short-term highly liquid investments, and bank overdrafts.

10 Deferred income taxes

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. The principal temporary differences arise from depreciation on property, plant and equipment and on the surplus arising from the revaluation of land and buildings. Tax rates enacted or substantively enacted by the balance sheet date are used to determine deferred income tax.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

11 Long-term employee benefits

a. Pension obligations

The Group operates a defined benefit scheme. The pension plans are funded by contributions from both employees and by the relevant Group companies, taking account of the recommendations of independent qualified actuaries.

For defined benefit plans, pension costs are assessed using the projected unit actuarial cost method. The pension obligation under the going concern approach, has been determined using the projected unit actuarial cost method, making allowance for future increases in pensionable pay as well as pension increases.

The Group's contributions to defined contribution pension plans are charged to the consolidated income statement in the period to which the contributions relate.

Apart from company contributions that have been charged to consolidated profit and loss account, for prudence reasons credits totalling c39bn from returns on plan assets have not been taken up in the consolidated financial statements.

b. Other post-retirement obligations

The Group provides ex-gratia pensions for ex-employees of United African Company (UAC). The entitlement to these benefits was based on the employee remaining in service up to retirement age and the completion of a minimum service period. Valuations of these obligations are carried out by independent qualified actuaries.

12 Revenue recognition

Sales are recognised upon dispatch of products. Sales are shown net of discounts, and sales taxes, and after eliminating sales within the Group.

Other revenues earned by the Group are recognised on the following bases:

Rental income - on an accrual basis.

Interest income - on an accrual basis.

Dividend income - when the Group's right to receive payment is established.

13 Foreign currency

Transactions in the foreign currencies during the year are converted into cedis at prevailing rates at the time of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated into cedis at rates of exchange ruling at that date. The resulting gains / losses are dealt with in the consolidated profit and loss account.



Consolidated Cash Flow Statement for the Year Ended 31 December 2004



Unilever

Unilever Ghana Limited

(ALL AMOUNTS ARE EXPRESSED IN MILLIONS OF CEDIS)

1. Turnover

Turnover comprises the value of goods and services invoiced to third parties less VAT, discounts, commissions, returns and allowances

Company			Group	
31-Dec 2004	31-Dec 2003		31-Dec 2004	31-Dec 2003
843,039	885,461	By type:	881,655	901,895
6,455	9,332	Sale of goods	6,455	9,332
-----	-----	Rental income	-----	-----
849,494	894,793		888,110	911,227
=====	=====		=====	=====
		By customer:		
803,155	870,722	Third parties	844,497	889,011
46,339	24,071	Related parties (note 23b)	43,613	22,216
-----	-----		-----	-----
849,494	894,793		888,110	911,227
=====	=====		=====	=====

2. Cost of sales

Cost of goods sold comprises raw materials, conversion cost and materials sourcing expenses

630,724	632,583	Raw materials & conversion costs	620,300	617,604
50,691	48,171	Materials sourcing expenses	56,459	54,867
-----	-----		-----	-----
681,415	680,754		676,759	672,471
=====	=====		=====	=====

3. Selling, general and administration

Selling, general and administrative expenses include :

3,150	5,628	Depreciation	3,579	6,348
10,441	8,141	Directors' emoluments	10,506	8,852
329	317	Auditors' remuneration	555	457
650	1,406	Voluntary contributions	834	1,460
-	-	Amortisation of goodwill	2,352	1,133
-----	-----		=====	=====

4. Exceptional item

26,061	-	Exceptional item relates to redundancy costs arising from the process review exercise carried out by the company during the year	26,061	-
=====	=====		=====	=====

5. Other income

66,590	67,111	Profit on disposal of property, plant and equipment (note 13b/d)	67,463	68,049
9,068	877	Sundry income	995	624
-----	-----		-----	-----
75,658	67,988		68,458	68,673
=====	=====		=====	=====



6. Taxation

Company	Balance at 1 January	Released on disposal	Payments during the year	Charge to profit and loss	Balance at 31 December
Income tax					
Prior to 2003	(519)	-	-	-	(519)
2003	(4,829)	-	(1,801)	-	(6,630)
2004	-	-	(10,306)	(738)	(11,044)
	<u>(5,348)</u>	<u>-</u>	<u>(12,107)</u>	<u>(738)</u>	<u>(18,193)</u>
Capital gains tax					
Prior to 2003	1,120	-	-	-	1,120
2003	5,988	-	(5,928)	-	60
2004	-	-	(3,833)	6,338	2,505
	<u>7,108</u>	<u>-</u>	<u>(9,761)</u>	<u>6,338</u>	<u>3,685</u>
Deferred Tax					
2004	14,478	(4,393)	-	(4,751)	5,334
Adjustment on revalued assets not yet disposed off	16,259	-	-	-	16,259
	<u>30,737</u>	<u>(4,393)</u>	<u>-</u>	<u>(4,751)</u>	<u>21,593</u>
	<u>32,497</u>	<u>(4,393)</u>	<u>(21,868)</u>	<u>849</u>	<u>7,085</u>
Group					
Income tax					
Prior to 2003	(4,949)	-	-	-	(4,949)
2003	(6,528)	-	(1,801)	(12)	(8,341)
2004	-	-	(15,298)	(738)	(16,036)
	<u>(11,477)</u>	<u>-</u>	<u>(17,099)</u>	<u>(750)</u>	<u>(29,326)</u>
Capital gains tax					
Prior to 2003	1,120	-	-	-	1,120
2003	5,988	-	(5,928)	-	60
2004	-	-	(3,833)	6,338	2,505
	<u>7,108</u>	<u>-</u>	<u>(9,761)</u>	<u>6,338</u>	<u>3,685</u>
Deferred Tax					
2004	18,152	(4,393)	-	(4,730)	9,029
Adjustment on revalued assets not yet disposed off	16,259	-	-	-	16,259
	<u>34,411</u>	<u>(4,393)</u>	<u>-</u>	<u>(4,730)</u>	<u>25,288</u>
	<u>30,042</u>	<u>(4,393)</u>	<u>(26,860)</u>	<u>858</u>	<u>(353)</u>



7. National reconstruction levy

Company	Balance at 1 January	Payments during the year	Charge to profit and loss	Balance at 31 December
Prior to 2003	-	-	-	-
2003	365	(365)	-	-
2004	-	(1,140)	1,595	455
	<u>365</u>	<u>(1,505)</u>	<u>1,595</u>	<u>455</u>
Group				
Prior to 2003	265	(265)	-	-
2003	1,102	(556)	(546)	-
2004	-	(1,543)	2,500	957
	<u>1,367</u>	<u>(2,364)</u>	<u>1,954</u>	<u>957</u>

8. Dividends payable

	Company		Group	
	2004	2003	2004	2003
Unpaid at 1 January	58,540	45,402	66,370	46,973
Declared dividend 2003 - minority	-	-	1,939	7,558
Payment during the year	(30,408)	(42,862)	(40,176)	(44,161)
Proposed dividend 2004 - minority	-	-	10,098	-
Proposed dividend 2004 - group	56,000	56,000	56,000	56,000
Unpaid at 31 December	<u>84,132</u>	<u>58,540</u>	<u>94,231</u>	<u>66,370</u>

Payment of dividend is subject to the deduction of withholding taxes at the appropriate rate.

9. Stated capital

	2004		2003	
	No. of shares of no par value	Proceeds	No. of shares of no par value	Proceeds
Authorised shares	100,000,000		100,000,000	
Issued shares				
Issued and fully paid				
Issued on merger	5,000,000	10	5,000,000	10
Bonus issue	7,500,000	9,300	7,500,000	9,300
Transferred from capital surplus	50,000,000	-	50,000,000	-
	-	590	-	590
	<u>62,500,000</u>	<u>9,900</u>	<u>62,500,000</u>	<u>9,900</u>





10. Deferred liabilities

	2004	2003	2004	2003
Balance at 1 January	11,755	11,342	11,755	11,342
Interest cost	5,727	1,916	5,727	1,916
Benefits paid	(1,789)	(1,503)	(1,789)	(1,503)
Balance at 31 December	15,693	11,755	15,693	11,755

11. Minority interest

	2004	2003
Share of net assets of subsidiary at 1 January	70,489	18,008
Share of net assets of subsidiary at 1 October (BOPP)	-	50,441
Share of net profit of subsidiary	18,077	9,598
Declared dividend 2003	(1,939)	-
Proposed dividend 2004	(10,098)	(7,558)
Balance at 31 December	76,529	70,489

12. Goodwill

	BOPP	TOPP	Group
Purchase consideration	103,458	25,528	128,986
Acquired Net Assets	(70,956)	(10,996)	(81,952)
Goodwill on acquisition	32,502	14,532	47,034

	Group	
	2004	2003
Cost		
Balance at 1 January	47,034	14,532
Addition on acquisition of BOPP	-	32,502
Balance at 31 December	47,034	47,034
Amortisation		
Balance at 1 January	2,587	1,454
Charge for the year	2,352	1,133
Balance at 31 December	4,939	2,587
Net book value at 31 December	42,095	44,447



Notes to the Consolidated Financial Statements

13 a. Property, plant and equipment

Company	Investment properties	Leasehold land and buildings	Plant motor vehicles furniture	Work in Progress	Total
Cost or valuation					
Balance at 1 January as previously reported	102,171	59,904	111,624	35,686	309,385
Adjustment for capital accruals 2003	-	-	-	(17,850)	(17,850)
Balance at 1 January as restated	102,171	59,904	111,624	17,836	291,535
Adjustment	35	-	(708)	-	(673)
Additions in the year	-	-	-	28,459	28,459
Capitalisation	12,359	3,121	19,532	(35,012)	-
Disposals during year	(19,663)	(18,972)	(6,905)	-	(45,540)
Balance at 31 December	94,902	44,053	123,543	11,283	273,781
Accumulated depreciation					
Balance at 1 January	-	12,847	54,510	-	67,357
Charge for the year	-	1,350	9,897	-	11,247
Adjustment	-	-	(708)	-	(708)
Disposals during year	-	(3,827)	(4,547)	-	(8,374)
Balance at 31 December	-	10,370	59,152	-	69,522
Net book value					
At 31 December 2004	94,902	33,683	64,391	11,283	204,259
At 31 December 2003 as previously reported	102,171	47,057	57,114	35,686	242,028
At 31 December 2003 as restated	102,171	47,057	57,114	17,836	224,178

Depreciation has been charged to the profit and loss account as follows:

	2004	2003
Cost of sales	8,097	7,884
Selling, general and administrative expenses	3,150	5,628
	11,247	13,512

13b. Profit on disposal of property, plant and equipment

	Investment properties	Leasehold land and buildings	Plant motor vehicles furniture	Total	
				2004	2003
Gross book value	19,663	18,972	6,905	45,540	49,275
Accumulated depreciation	-	(3,827)	(4,547)	(8,374)	(3,384)
Net book Value	19,663	15,145	2,358	37,166	45,891
Sales proceeds	(27,648)	(35,413)	(5,520)	(68,579)	(69,807)
Capital surplus released on disposal	(16,042)	(14,742)	-	(30,784)	(37,796)
Deferred tax credit on disposal	(2,292)	(2,101)	-	(4,393)	(5,399)
Profit on disposal	(26,317)	(37,111)	(3,162)	(66,590)	(67,111)



Notes to the Consolidated Financial Statements



Unilever

Unilever Ghana Limited

13 c. Property, plant and equipment

Group	Investment properties	Leasehold land and buildings plantations	Plant motor vehicles furniture	Work in Progress	Total
Cost or valuation					
Balance at 1 January as previously reported	102,171	162,799	197,955	51,077	514,002
Adjustment for capital accruals 2003	-	-	-	(19,701)	(19,701)
Balance at 1 January as restated	102,171	162,799	197,955	31,376	494,301
Adjustment	35	-	(657)	-	(622)
Additions in the year	-	-	-	40,518	40,518
Capitalisation	12,359	8,225	26,778	(47,362)	-
Disposals during year	(19,663)	(23,642)	(8,354)	-	(51,659)
Balance at 31 December	94,902	147,382	215,722	24,532	482,538
Accumulated depreciation					
Balance at 1 January	-	43,164	97,988	-	141,152
Charge for the year	-	5,039	15,858	-	20,897
Adjustment	-	-	(657)	-	(657)
Disposals during year	-	(5,830)	(5,368)	-	(11,198)
Balance at 31 December	-	42,373	107,821	-	150,194
Net book value					
At 31 December 2004	94,902	105,009	107,901	24,532	332,344
At 31 December 2003 as previously reported	102,171	119,635	99,967	51,077	372,850
At 31 December 2003 as restated	102,171	119,635	99,967	31,376	353,149

Depreciation has been charged to the profit and loss account as follows:

	2004	2003
Cost of sales	17,318	11,965
Selling, general and administrative expenses	3,579	6,348
	20,897	18,313

13 d. Profit on disposal of property, plant and equipment

	Investment properties	Leasehold land and buildings plantations	Plant motor vehicles furniture	Total	
					2004
Gross book value	19,663	23,642	8,354	51,659	49,698
Accumulated depreciation	-	(5,830)	(5,368)	(11,198)	(3,803)
Net book value	19,663	17,812	2,986	40,461	45,895
Sales proceeds	(27,646)	(38,779)	(6,322)	(72,747)	(70,749)
Capital surplus released on disposal	(16,042)	(14,742)	-	(30,784)	(37,796)
Deferred tax on capital surplus	(2,292)	(2,101)	-	(4,393)	(5,399)
Profit on disposal	(26,317)	(37,810)	(3,336)	(67,463)	(68,049)



14. Investments at cost

Company			Group	
2004	2003		2004	2003
1	1	United Africa Trust Limited	1	1
25,528	25,528	Twifo Oil Palm Plantations	-	-
103,458	103,458	Benso Oil Palm Plantations	-	-
128,987	128,987		1	1

Name of subsidiary	Nature of Business	% Held	Country of Incorporation
United Africa Trust Limited	Investment Management	100.00	Ghana
Twifo Oil Palm Plantations	Plantation	40.00	Ghana
Benso Oil Palm Plantations	Plantation	58.45	Ghana
Swanzy Real Estate Limited.	Real Estate Development	100.00	Ghana

In view of the fact that Unilever Ghana now exercises management control of Twifo Oil Palm Plantations (TOPP) and Benso Oil Palm Plantation (BOPP), and in accordance with Ghana Accounting Standards, TOPP has been designated as a subsidiary.

In accordance with Ghana Companies Code, 1963 (Act 179) Section 127 (3b) the group financial statement does not deal with Swanzy Real Estates Limited because the company did not operate during the year.

15. Inventories

Company			Group	
2004	2003		2004	2003
67,048	86,751	Raw and packing materials	67,048	88,412
15,774	2,393	Work in process	15,774	2,393
22,843	21,260	Finished goods	24,325	21,260
10,877	8,369	Non-trade stock	30,223	19,480
116,542	118,773		137,370	131,545

16. Trade and other receivables

Company			Group	
2004	2003		2004	2003
31,618	15,500	Trade receivables - 3rd parties	36,524	17,453
3,203	5,526	Trade receivables - Related parties(note 24c)	2,810	4,119
163	96	Amount due from officers	1,776	2,059
1,722	2,646	Payment in advance	1,722	2,646
13,551	18,486	Other receivables	14,926	26,516
50,257	42,254		57,758	52,793

Company			Group	
2004	2003		2004	2003
10,000	10,000	The maximum amount of indebtedness by officers during the year amounted to	11,033	5,580



Notes to the Consolidated Financial Statements



Unilever

Unilever Ghana Limited

17. Trade and other payables

Company

2004	2003
-	36,615
-	(17,850)
-----	-----
-	18,765
=====	=====

Accrued Liabilities as previously reported
Adjustment for capital expenditure accruals

Accrued Liabilities as restated

2004	2003
29,707	23,544
43,803	15,412
26,309	18,765
45,569	49,850
-----	-----
145,388	107,571
=====	=====

Trade payables - 3rd parties
Trade payables - Related parties(note 24b)
Accrued liabilities
Other payables

Group

2004	2003
-	39,403
-	(19,701)
-----	-----
-	19,702
=====	=====

2004	2003
35,673	28,499
22,613	4,552
28,842	19,702
50,686	57,476
-----	-----
137,814	110,229
=====	=====

18. Bank overdrafts

Company

2004	2003
162,500	139,500
=====	=====

The Company had as at 31 December, approved unsecured overdraft facilities not exceeding

Group

2004	2003
162,500	139,500
=====	=====

19. Cash generated from operations

Company

2004	2003
63,808	141,959
11,247	13,512
(66,590)	(67,111)
3,938	413
-	-
2,231	(14,005)
(8,003)	(14,450)
37,817	3,101
(8,756)	(877)
7,320	8,228
(893)	(936)
-----	-----
42,119	69,834
=====	=====

Profit before tax and national reconstruction levy
Depreciation
Profit on sale of property, plant and equipment
Unfunded retirement benefits
Amortisation of goodwill
Decrease/(increase) in inventories
Increase in trade and other receivables
Increase in trade and other payables
Dividends received
Interest charge
Interest credit

Cash generated from operations

Group

2004	2003
83,628	160,909
20,897	18,313
(67,463)	(68,049)
3,938	413
2,352	1,133
(5,685)	(17,740)
(4,965)	(22,366)
27,585	(5,441)
-	-
7,418	8,358
(3,042)	(3,891)
-----	-----
64,663	71,639
=====	=====

20. Cash and cash equivalents

Company

2004	2003
57,531	84,507
(43,400)	(35,988)
-----	-----
14,131	48,519
=====	=====

For the purpose of the cash flow statement, the cash and cash equivalents comprise:

Cash at bank
Bank overdrafts

Group

2004	2003
68,954	104,368
(45,308)	(38,663)
-----	-----
23,646	65,705
=====	=====





21. Contingencies

(i) At 31 December 2004 the company had contingent liabilities in respect of pending legal claims amounting to €1,500 million (2003: €750 million).

(ii) At the balance sheet date, the company had guaranteed loans made by a bank to staff in a total amount of €10,000 million (2003: €4,568 million). In the opinion of the directors no loss will arise in respect of the above.

22. Commitments

Capital expenditure commitment at the balance sheet date but not recognised in the financial statement is as follows:

Company			Group	
2004	2003		2004	2003
<u>31,141</u>	<u>17,850</u>	Property, plant & equipment contracted	<u>32,199</u>	<u>19,701</u>

23. Related party transactions

The company, together with sister subsidiaries, is owned and controlled by Unilever Overseas Holding. During the year, there were related party transactions between concerned companies as detailed below. There were also direct transactions and balances between the company and its subsidiaries.

Company			Group	
2004	2003		2004	2003
<u>57,835</u>	<u>70,039</u>	23 a. Purchases of goods & services:		
<u>92,070</u>	<u>65,840</u>	Benso Oil Palm Plantation	-	-
<u>97,433</u>	<u>45,470</u>	Twifo Oil Palm Plantation	-	-
		Other related parties	<u>97,433</u>	<u>45,470</u>
<u>247,338</u>	<u>181,349</u>		<u>97,433</u>	<u>45,470</u>
		23 b. Sale of goods & services:		
<u>2,726</u>	<u>1,855</u>	Benso/Twifo Oil Palm Plantation	-	-
<u>43,613</u>	<u>22,216</u>	Other related parties	<u>43,613</u>	<u>22,216</u>
<u>46,339</u>	<u>24,071</u>		<u>43,613</u>	<u>22,216</u>

24. Year end balances arising from purchase and sale of goods & services

Company			Group	
2004	2003		2004	2003
<u>519</u>	<u>701</u>	24 a. Receivables from related parties:		
<u>128</u>	<u>706</u>	Benso Oil Palm Plantation	-	-
<u>2,556</u>	<u>4119</u>	Twifo Oil Palm Plantation	-	-
		Other Related Parties	<u>2,810</u>	<u>4119</u>
<u>3,203</u>	<u>5,526</u>		<u>2,810</u>	<u>4,119</u>
		24 b. Payables to related parties:		
<u>6,047</u>	<u>6,208</u>	Benso Oil Palm Plantation	-	-
<u>15,143</u>	<u>4,652</u>	Twifo Oil Palm Plantation	-	-
<u>22,613</u>	<u>4,552</u>	Other Related Parties	<u>22,613</u>	<u>4,552</u>
<u>43,803</u>	<u>15,412</u>		<u>22,613</u>	<u>4,552</u>

The Company was a subsidiary of Unilever PLC incorporated in England through wholly owned subsidiary of Unilever Overseas Holdings Limited and CWA Holdings Limited.

The above transactions were carried out on commercial terms and conditions.

Value Added Statement



Unilever

Unilever Ghana Limited

(ALL AMOUNTS ARE EXPRESSED IN MILLIONS OF CEDIS)

	2004	% of Value Added	2003	% of Value Added
Our earnings were:				
Sale of goods	888,110		901,895	
Less: Bought in materials and services	(509,394)		(481,251)	
Value added	<u>378,716</u>	100	<u>420,644</u>	100
Used as follows:				
Employees remuneration	96,419	25.4	83,168	19.7
Redundancy costs	26,061	6.9	-	-
Government taxes, duties, etc.	168,223	44.4	198,585	47.2
Providers of capital				
a. Overdraft interest	4,376	1.2	4,515	1.1
b. Shareholders	56,000	14.8	56,000	13.3
of which: Ghanaians	18,726	5.0	18,726	4.4
Foreign	37,274	9.8	37,274	8.9
Reinvested in business:				
Depreciation	20,897	5.5	18,313	4.4
Profit Retained	6,739	1.8	60,063	14.3
	<u>378,716</u>	100	<u>420,644</u>	100



**Number of Shareholders**

The Company had 11,942 ordinary shareholders at 31 December, 2004 with equal voting rights distributed as follows:

Holding	No. of holders	Holders %	No. of shares	% of Holding
1 - 1,000	10,575	88.6	3,139,925	5.02
1,001 - 5,000	1,154	9.7	2,557,090	4.09
5,001 - 10,000	117	1.0	864,528	1.38
10,001 - and over	96	0.8	55,938,457	89.51
	-----	-----	-----	-----
	11,942	100.0	62,500,000	100.00
	=====	=====	=====	=====

Directors' Shareholding

The Directors named below held the following number of shares in the Company as at 31 December, 2004:

Mr. Ishmael Evans Yamson	-	2,500
Mr. Kwame Addae	-	2,500
Mr. Charles Alexander Cofie	-	2,000
Mr. Emmanuel Kojo Idun	-	1,050
Mr. Ebenezer Magnus Boye	-	1,000
Mr. Ato Ampiah	-	200

20 Largest Shareholders at 31 December, 2004
Shareholders

Shareholders	Number of shares	% Holding
1. Unilever Overseas Holdings Limited	26,249,980	42.01
2. UAC International Limited	14,999,955	24.01
3. Mr. Daniel Ofori	3,655,637	5.85
4. Social Security & National Insurance Trust	3,300,332	5.28
5. B.B.G. Nominees/State Street Bank TST X71 AX71	1,889,000	3.02
6. B.B.G. Nominee/EPACK Investment Fund Limited	1,125,145	1.80
7. B.B.G. Nominees/State Street X71 AX71	988,070	1.58
8. CWA Holdings Limited	350,040	0.56
9. Databank Brokerage Limited/Daniel Ofori	350,000	0.56
10. B.B.G.N./Unilever Ghana Managers Pension Scheme	280,000	0.45
11. B.B.G.N./ SSB Eaton Vance Tax - Managed Market Fund	249,000	0.40
12. Databank Brokerage Limited	180,060	0.29
13. Enterprise Insurance Co. Ltd	155,000	0.25
14. B.B.G. Nominee/Unilever Ghana Provident Fund	135,000	0.22
15. B.B.G. Nominees/State Street X71 AX71	122,930	0.20
16. Equity Focus	100,002	0.16
17. Mr. Rexford Kwasi Obeng	75,000	0.12
18. B.B.G. Nominee/ Enterprise Life Association	72,056	0.12
19. NTHC/ Rainbow Funds L.P.	69,000	0.11
20. Databank Brokerage Limited Trading Account	63,086	0.10
	-----	-----
	54,409,293	87.07
	=====	=====



Five Years Financial Summary of the Group



Unilever
Unilever Ghana Limited

	2000	2001	2002	2003	2004
Funds employed					
Shareholders' funds	259,635	277,238	290,825	292,213	268,203
Deferred liabilities	4,474	8,017	11,342	11,755	15,693
Minority interest	-	17,545	18,008	70,489	76,529
	<u>264,109</u>	<u>302,800</u>	<u>320,175</u>	<u>374,457</u>	<u>360,425</u>
Employment of funds					
Fixed assets	257,628	298,307	293,219	353,149	332,344
Goodwill	-	13,805	13,078	44,447	42,095
Investments at cost	25,528	1	1	1	1
Net current (liabilities)/assets	(19,047)	(9,313)	13,877	(23,140)	(14,015)
	<u>264,109</u>	<u>302,800</u>	<u>320,175</u>	<u>374,457</u>	<u>360,425</u>
Net assets					
Capital expenditure	19,071	29,002	36,879	27,778	40,518
Depreciation	7,114	11,015	12,131	18,313	20,897
	<u>19,071</u>	<u>29,002</u>	<u>36,879</u>	<u>27,778</u>	<u>40,518</u>
Results					
Sales to third parties	397,850	600,026	737,020	911,227	888,110
	<u>397,850</u>	<u>600,026</u>	<u>737,020</u>	<u>911,227</u>	<u>888,110</u>
Profit after tax and minority interest	28,090	55,725	86,812	116,063	62,739
Dividends	(15,845)	(31,940)	(43,668)	(56,000)	(56,000)
	<u>12,245</u>	<u>23,785</u>	<u>43,144</u>	<u>60,063</u>	<u>6,739</u>
Profit retained in the year					

Unclaimed dividends and share certificates

Our records show that some dividend warrants have not been presented to the bank for payment while others have been returned to the registrar's office unclaimed. It is in the interest of all affected shareholders to contact

either: The Company Secretary
Unilever Ghana Limited
P.O. Box 721
Tema.

or: The Registrars
Merchant Bank (Gh) Limited
57 Examination Loop
North Ridge
P. O. Box 401
Accra, Ghana.



AGM 2005



ADMISSION CARD

No.

ANNUAL GENERAL MEETING to be held at 11.00 a.m. on Thursday, 21st April, 2005 at the Accra International Conference Centre, Accra.

Name of Shareholder

.....

Address

.....

No. of Shares

.....

IMPORTANT This admission card must be produced
By the Shareholder or his proxy.

UNILEVER GHANA LIMITED

No.

Name of Shareholder

.....

No. of
Shares

.....





frytol



Closeup
Pepsodent
Geisha
SUNMILK
LUX
Lipton
YELLOW LABEL TEA
Blue Band
Royco

Proxy Form



Unilever

Unilever Ghana Limited

Serial No. _____

**ANNUAL GENERAL MEETING
TO BE HELD at 11.00 a.m. on
Thursday 21st April, 2005 at The
Accra International Conference
Centre, Accra.**

I/We
(Insert full name)

of
(Insert full address)

Being a member(s) of Unilever Ghana
Limited, hereby appoint

.....
(insert full name)

or failing him the Chairman of the
Meeting as my/our proxy to vote for
me/us and on my/our behalf at the
Annual General Meeting of that
Company to be held on Thursday,
21st April, 2005 and at any and every
adjournment thereof.

For Company's Use	No. of Shares	
	FOR	AGAINST
RESOLUTION		
To declare a dividend		
To re-elect Mr. P. B. Sykes as a Director		
To re-elect Mr. C.A.Cofie as a Director		
To re-elect Mr. A.P. Ampiah as a Director		
To re-elect Mr. E.M. Boye as a Director		
To re-elect Mr. I. E. Yamson as a Director		
To approve the terms of appointment of Mr. P. B. Sykes as Manager		
To approve the terms of appointment of Mr. C.A.Cofie as Manager		
To approve Directors' fees		
To fix the remuneration of Auditors		
Please indicate with an "X" in the appropriate square how you wish your votes to be cast on the resolution referred to above. Unless otherwise instructed the proxy will vote or abstain from voting at his discretion.		

Dated thisday of April, 2005


Shareholder's signature: *(Before posting the above form, please tear off this part and retain it)*

THIS PROXY FORM SHOULD NOT BE COMPLETED AND SENT TO THE SECRETARY IF THE MEMBER WILL BE ATTENDING THE MEETING

- NOTES**
- (1) In the case of joint holders, each should sign.
 - (2) If executed by a Corporation, the Proxy Form should bear its Common Seal or be signed on its behalf by a Director.
 - (3) Please sign the above Proxy Form and post it so as to reach the address shown overleaf not later than 11.00 a.m. on 19th April, 2005.



Fourth fold
here



The Registrars
Merchant Bank Ghana Limited
57 Examination Loop
North Ridge
P.O. Box 401
Accra, Ghana

please fix
stamp

Second fold here

First fold here

Third fold
here



The Icons that make our new logo



Unilever

Unilever Ghana Limited

 <p>Bird: A symbol of freedom. It suggests a relief from daily chores, and getting more out of life.</p>	 <p>Frozen: A symbol of nutrition, tasting and cooking.</p>
 <p>Recycle: Part of our commitment to sustainability.</p>	 <p>Wave: Symbolizes cleanliness, freshness, and vigour, either as personal washing or as a laundry icon (with the shirt)</p>
 <p>Lips: Represents beauty, cooking food and taste.</p>	 <p>Liquid: A reference to clean water and purity.</p>
 <p>Ice cream: A treat, pleasure and enjoyment.</p>	 <p>Container: Symbolises packaging - a pot of cream associated with personal care.</p>
 <p>Tea: A plant or an extract of a plant such as tea. Also a symbol of growing and farming.</p>	 <p>Clothes: Represents fresh laundry and looking good.</p>
 <p>Particles: A reference to science, bubbles, and fizz.</p>	 <p>Heart: A symbol of love, care and health.</p>



UNILEVER HEAD OFFICE AND FACTORY
P.O. BOX 1648, ACCRA / BOX 721, TEMA, GHANA