



Unilever

Unilever Ghana Limited



Making It Together





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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,
No. 12, Aviation Road,
Una Home, 3rd Floor,
Airport City,
PMB CT 42, Cantonments,
Accra-Ghana.

BOARD OF DIRECTORS



Back Row
Left to right

S. A. Dontoh
HR Director

B. C. Lang'at
*Finance
Director*

S. Achio
*Supply Chain
Director*

K. O. Boateng
*Customer
Development
Director*

J. N-A Hyde
*Non-Executive
Director*

F. A. Manu
*Non-Executive
Director*

Front Row
Left to right

C. A. Cofie
*Chief Executive
Officer*

A. Oduro Asante
Company Secretary

I. E. Yamson
Chairman

A. Lokko
*Non-Executive
Director*

P. A. Obeng
Marketing Director





	Company			Group		
	2008	2007	% Change	2008	2007	% Change
Revenue	160,859	138,203	16.4	165,590	139,054	19.1
Operating profit	17,512	13,283	31.8	28,493	18,187	56.7
Profit before tax (PBT)	19,296	11,159	72.9	29,768	13,167	126.1
Minority interest	-	-	-	6,962	1,350	415.7
Net profit attributable to members of the company	18,996	10,432	82.1	22,236	11,090	100.5
Operating cashflow	17,415	14,196	22.7	23,577	16,554	42.4
Shareholders' funds	46,254	43,431	6.5	56,358	50,295	12.1
Capital expenditure	1,782	1,194	49.2	3,243	2,495	30.0
Earnings per share (GH¢)	0.3039	0.1669	82.1	0.3558	0.1774	100.5
Dividend per share (GH¢)	0.2128	0.1240	71.6	0.2128	0.1240	71.6
Net assets per share (GH¢)	0.7401	0.6949	6.5	1.2321	1.0537	16.9
PBT margin (%)	12.0	8.1		18.0	9.5	
Net profit margin (%)	11.8	7.5		15.7	8.1	

Notice is hereby given that the next Annual General Meeting of the Members of Unilever Ghana Limited will be held at the National Theatre, Accra on Thursday 30th April, 2009 at 11.00 a.m. for the following purposes:

AGENDA

1. To receive the Report of the Directors, the Balance Sheet as at 31st December, 2008 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 Mr. S. A. Dontoh as a Manager
5. To approve Directors' fees.
6. To fix the remuneration of the Auditors.
7. To consider and if thought fit to pass the following resolution which will be proposed as a Special Resolution:

"That Regulation 13 of the Company's Regulations be amended to allow for the transition from the use of paper share certificates to electronic book entry securities in accordance with the Ghana Stock Exchange Listing Regulations by the insertion of the following as new Clause 13(d):

13(d):

- (i) The Company shall issue securities in uncertificated or dematerialised form and the Board of Directors shall pass a resolution to that effect.
- (ii) The Company and all existing shareholders may convert certificated securities into uncertificated securities and the Board of Directors shall pass a resolution to that effect. On the passage of the said resolution all subsequent transactions in the Company's issued shares shall be in uncertificated or dematerialised form however all existing paper share certificates issued in accordance with section 53 of the Code to which the Company's Seal have been affixed shall continue to be valid.
- (iii) The Company shall accept for registration transfers in the form approved by the Ghana Stock Exchange or under the Central Securities Depository Act 2007(Act 733).
- (iv) The manner in which the records of shareholding in the Company shall be kept shall be as determined by the Ghana Stock Exchange and shall be in line with the Central Securities Depository Act 2007 (Act 733)".

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 20th day of March, 2009

By Order of the Board



AFUA ODURO ASANTE (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 29th day of May, 2009 to the holders of shares whose names are registered in the Register of Members at the close of day on the 21st day of April, 2009.

Board of Directors & Secretary

I.E. Yamson, Chairman; C.A. Coffie, CEO; S. Achio, K. O. Boateng; S.A.Dontoh, J. N-A Hyde; B. C. Lang'at, A. Lokko (Ms); F.A. Manu and P. A. Obeng.
Afua Oduro Asante (Ms) Secretary.

Board Audit Committee

Aurore Lokko (Ms), J. N-A Hyde, B. C. Lang'at and F. A. Manu.

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



Pepsodent
Complete
GermiCheck
fights 12 teeth and gum problems



Political

The country remained stable after the Parliamentary and Presidential elections and the re-run of the Presidential election. Ghana has clearly demonstrated that its democracy has matured and can serve as a model for African politics. This achievement should enhance Ghana's competitiveness as an investment destination in a world beset with many economic uncertainties and discontinuities.

Business Performance

Your company delivered a strong performance during the year despite challenges from the high price of crude palm oil (CPO), our largest and most important raw material. Revenue grew by 19.1% and operating profit by 56.7% against prior year.

Growth during the year was strong across all key categories and in line with our plans. We delivered a strong operating margin of 17.2%, an improvement of 4.1 percentage points over prior year, driven by an improved portfolio mix and strong performance margins from the Plantations. We delivered a healthy profit after tax of Gh¢29.2m, an increase of Gh¢16.8m over prior year of Gh¢12.4m, including Gh¢3.0m from property disposals. Once again we ended the year with a strong cash position.

The business is pleased with the strong performance and has confidence in its strategies in meeting and beating its challenges. In line with the strong performance, Unilever Ghana for the first time was able to declare an interim dividend to enable the shareholders share early in the fruits of the hard work.

Dividends

The Board declared an interim dividend Gh¢0.1005 per share and recommends paying a final dividend of Gh¢0.1123 giving a total of Gh¢0.2128 per share, or a total payout of Gh¢13.3m, representing an increase of 72% over 2007, and in line with our payout policy of 70% of the profit attributable to members of the company. Our proposal aligns with our stated aim of paying dividends at sustainable levels.

Board Changes

Mr A. Y.O Nsarkoh resigned from the Board of Unilever Ghana Limited during the year. We wish to record our appreciation to Mr Nsarkoh for his contribution to the business. We welcome to the Board Mr Sampson Aaron Dontoh who occupies the position of Human Resource Director.

Profile of the new Director

Mr Sampson Aaron Dontoh holds an Executive Masters in Business Administration (Human Resource Option) and a Bachelor of Arts Degree, both from the University of Ghana. Prior to joining Unilever Ghana Limited, he worked as the Human Resources Manager for L' Air Liquide Ghana Limited. He joined Unilever Ghana in 2003 as the Training and Development Manager, a position he held until 2006 when he was appointed West Africa Learning Manager, responsible for Ghana, Nigeria and Cote D'Ivoire. In 2007, Mr Dontoh was appointed Human Resource Business Partner for the Company and has been responsible for the Human Resource Function until his current appointment as the Human Resource Director for Unilever Ghana Limited in April 2009.



Amendment of Regulations

As you are aware, operations of the Ghana Stock Exchange Securities Depository Company Limited began on November 14, 2008 with the voluntary deposit by investors of share certificates for immobilisation. This is in accordance with section 12(2) of the Central Securities Depository Act, 2007 (Act 733), and is only the first of various steps to be taken in the Ghana Stock Exchange's quest to make the transition from the use of paper share certificates to electronic book entry securities. Section 12(1) (a) and (b) of the Act also provides as follows:

- "12(1) An issuer of securities to the public may*
- (a) issue a security in uncertificated or dematerialised form where it is authorised in its regulations and authorised by a resolution of its board of directors,*
 - (b) convert a certificated security into an uncertificated security where it is authorised in its regulations and by a resolution of its board of directors"*

In pursuance of this, the Council of the Exchange has decided that, as the next step, all listed companies are to amend their company regulations at their next Annual General Meeting in 2009 to allow for the issue of and/or conversion to dematerialised securities. The Exchange's Council also decided that with effect from January 2009, all new or additional securities being listed should be electronic securities that have been admitted into the Ghana Stock Exchange Securities Depository.

The amendment of the Regulations of listed companies in compliance of the Exchange's request will enhance the rate at which securities are placed in the depository, make for more efficient and less cumbersome keeping of shareholding records, and ultimately improve liquidity in the capital market. The Board is therefore recommending that Members support the proposed amendment. We encourage all shareholders to contact a stockbroker with their share certificates and have their certificates placed in the Ghana Stock Exchange Securities Depository.

Economic

Ghana's economy experienced considerable stress during 2008. The global recession, the worst since World War II and the high fiscal and current account deficits, conservatively estimated at 15% and 20% of GDP respectively, caused considerable deterioration in the macro-economic environment. Inflationary pressures and depreciation of the cedi accelerated during the second half of the year. Consequently lending rates edged up strongly although the Central Bank base rate remained at 17% thus pushing up the real interest rate.

Although Ghana is set to emerge as a major oil producer by 2010, significant revenue gains are not likely to become available soon. It is also doubtful whether Official Development Assistance (ODA) from traditional development partners can rise sufficiently to offset the decline in foreign direct investment, portfolio investment and private transfers including transfers from Ghanaians living abroad.

To some extent Ghana is fortunate that crude oil prices have tumbled. However the prices of Ghana's major export commodities, i.e. cocoa and gold have also declined significantly while revenue from Non-Traditional Exports are also expected to decline.

For Ghana, therefore a difficult year lies ahead in 2009, in which much rebalancing of the economy will be needed.

Looking forward to 2009.

We foresee greater challenges in 2009 with the continued impact of the global economic crisis and the adjustments to be made to rein in the fiscal slippages being felt in the economy. We however have confidence in our strategies, brands and people and we will explore and take appropriate internal actions with the aim of pursuing our strategic objectives into 2009 to ensure the viability of your business.




Introduction

2008 was another successful year. We built further on our previous years' achievements and delivered on our promise which we outlined in the 2007 annual review, mainly; consolidation of our growth, improvement in our portfolio and also improvement in profitability. This achievement was made possible through team work and strong support and cooperation from all our stakeholders, including suppliers, service providers, customers, consumers, employees and you, our shareholders.

Our performance is against the background of significant increases in the input cost of Palm Oil and Crude Oil, especially in the first half of 2008, a sharp slow down in demand in December as a result of the extended general elections and heightened incidence of counterfeiting and imported competition, especially from the Far East.

We continued to leverage on the benefits of our earlier restructuring exercises and the Unilever Global operating framework which enabled us to be quicker in our actions at the market place. We also pursued aggressive cost savings initiatives especially in our Supply Chain, enabling us to protect margins and deliver value to our shareholders.

In keeping to our promise of improving shareholder value, we declared an interim dividend of GH¢ 0.1005 per share which was made payable on December 1, 2008. Further to this, we have proposed a final dividend of GH¢ 0.1123 per share, bringing total dividend for the year to GH¢ 0.2128 per share. This is 72% above the dividend of GH¢ 0.1240 per share for 2007.

Operating Review

Highlights

Revenue achieved was GH¢165.6m representing 19.1% growth. The underlying business also delivered an equally impressive growth, across our core portfolios and brands. Our Spreads, Oral, Tea and Laundry categories performed well.

We delivered operating margin of 17.2%, a 410bps improvement over the 13.1% we achieved in 2007. Operating margin in the underlying business also improved from 9.6% to 10.9% in spite of the intense cost pressures. These were

achieved through further improvements in the portfolio mix, improved efficiencies and our focus on managing costs within the supply chain.

Operating profit grew by 56.7%, from GH¢18.2m in 2007 to GH¢28.5m in 2008, driven by the strong turnover growth and improved operating margins. Profit after tax also increased by 135.5%, from GH¢12.4m in 2007 to GH¢29.2m in 2008. The 2008 achievements included the positive impact of profit from disposal of a remaining property which yielded GH¢3.0m versus GH¢1.3m in the previous year.

Again this year, we ended with a strong cash position.

Home and Personal Care Division

HPC Division delivered strong growth. Sharp increases in input costs (palm oil and crude oil), especially in the first half of the year required that we take actions to mitigate the erosion of our margins. We achieved this through a mix of price increases, cost savings initiatives and portfolio mix improvement. The key portfolios within HPC grew strongly in the year; Oral grew 16%, in the context of supply constraints in quarter four, Personal Wash grew 44%, with strong growth across all brands. Our Fabrics Cleaning portfolio also recorded good growth across our favourite brands Omo and Sunlight. Overall, we held on to our strong market share positions, recording only marginal declines in some portfolios as a result of the price increases.

Foods Division

We delivered a healthy growth in this Division, in spite of intense competition and high input costs especially on the palm oil based portfolios. Performance was driven by strong local and exports sales in Spreads and Tea. Our drive to improve the portfolio and value mix in the Foods business is yielding very good results.

Plantations

We recorded significant increases in crude palm oil prices, which began to decline towards the end of the year. Our Plantations performed very strongly, on the basis of the strong prices, improved volumes and initiatives to reduce cost and improve efficiencies.





Swanzy Real Estate

We disposed of the last significant property in the portfolio in the year, bringing to a close any active business in this Division. Profit from disposal in 2008 was GH¢3.0m, versus GH¢1.3m in 2007.

Financial Review

Operating Profit

Our efforts to improve margins continued to derive positive results. We improved operating margin from 13.1% to 17.2%. The strong revenue growth and improved margins delivered a 56.7% increase in operating profit from GH¢18.2m in 2007 to GH¢28.5m in 2008. Our cost savings initiatives and continued focus on improving mix resulted in reducing operating cost from 87.6% of turnover in 2007 to 82.9% of turnover in 2008.

Restructuring Expenses/Release

In the year, we released GH¢1.2m representing provisions no longer required.

Net Financing Cost

We delivered strong cash from underlying operations. This, in addition to the cash from the property disposal enabled us to minimise our borrowing requirements, thus reducing Finance cost from GH¢0.14m in 2007 to GH¢0.06m in 2008.

Profit before Tax

Profit before tax increased from GH¢13.2m to GH¢29.8m, representing a growth of 126.1%. This was driven by the strong operating profit but lesser financing cost.

Taxation

The year's tax charge of GH¢3.6m reflects an effective tax rate of 12.1%, an improvement over 2007 effective tax rate of 14.4%. The effective tax rate for 2008 is derived on strong exports in the underlying business and higher profit from the Plantations which attracts zero rate of tax.

Profit after Tax

We delivered a strong profit after tax of GH¢29.2m, representing a 134.7% increase over 2007. This has been achieved from the mix of strong turnover growth, improved margins, strong effective tax rate and to a lesser extent restructuring release and disposal of a remaining property. Underlying Profit after tax (excluding restructuring release and profit from property disposals) was equally strong at GH¢25.2m, representing a 60.0% increase.

Cash Flow

Cash generated from operations was GH¢23.6m at the end of the period, against GH¢16.6m for 2007, representing an

increase of 42.4%. This has been delivered from the strong profit after tax but reduced by the net outflow from working capital, driven mainly by stocks increase as we managed our covers and prepared for Quarter 1 2009. We closed the year with cash and cash equivalents of GH¢20.0m, a 47.7% improvement over 2007.

Contribution to Society

Our commitment to contribute to the positive development of society continued in earnest in 2008. Our Corporate Social Responsibility (CSR) activities focused on the areas of Education, Health and Hygiene, Nutrition, HIV/AIDS, Women's Empowerment, Entrepreneurship and Sustainable Development.

We collaborated with the Ghana Business Coalition Against HIV/AIDS to offer free Voluntary Counselling and Testing for a community in Tema. We also partnered in the organisation of a colloquium in Ghana for female judges and lawyers in civil society organisations from 32 countries.

Our employees, through walks, raised \$5,000 to help feed the world's hungry, and GH¢3,000 to support people living with HIV/AIDS. Some employees also volunteered two hours a week to teach at a Junior and Senior High School in Tema for a 6 week period.

Through the Unilever Ghana Foundation for Education and Development (UFED), we also sponsored entrepreneurial training for some owners of small and medium sized businesses and also constructed boreholes in the Sene district of the Brong-Ahafo region.

Total cash outlay in 2008 in support of our social commitment was GH¢0.5m.

Our Stakeholders

We have again delivered strong results in 2008. Evidently, we have not achieved this alone, but with great contributions from all our stakeholders. Our suppliers, customers, consumers, service providers, employees and shareholders have been very supportive. Their strong business relationships and partnerships have been immensely helpful. We wish to take this opportunity to say thank you. We trust also that we can count on this partnership and support in the coming year.

2009 Outlook

The adverse impacts of the global economic crises will undoubtedly affect our markets. 2009 will therefore be a very challenging year, especially with the continuing uncertainties in the business environment and the market place which will impact on the Ghanaian consumer, and consequently our operations. The risks and threats from unfair competition and counterfeiting are expected to heighten further. We will explore and take appropriate internal actions with the aim of pursuing our strategic objectives of improving mix, profitability and shareholder value.



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 stakeholders, 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 Directors' Responsibilities 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 is currently comprised of 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 an Audit Committee.

The Audit Committee

The Audit Committee is made up of four directors of whom three 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 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 review findings of the external auditors.

The Executive Committee

There is also an executive committee which oversees the day to day operational/management issues affecting the business.

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 the achievement of set goals.

Consequently, the committee has oversight responsibility for innovation 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.

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.

MEMBERSHIP OF AUDIT COMMITTEE OF THE BOARD

The Unilever Ghana Audit committee is comprised of three non executive Directors and the Finance Director for Unilever Ghana Limited. The Committee is chaired by Ms A. Lokko, a non executive Director with a background in accounting, finance and audit. The Unilever Audit Manager is always in attendance and from time to time the external auditors, PricewaterhouseCoopers (PwC), are also invited to make presentations to the committee.

ROLE OF THE AUDIT COMMITTEE

The Audit Committee meets to review:

- The financial performance of the company;
- The adequacy of the plan of internal audit;
- Current audit reports; Statutory and Internal Audit;
- The adequacy of internal controls;
- The degree of compliance to laid down policies, laws, code of ethics and business practices of the company; and
- Compliance with the Sarbanes Oxley Act on Operational Control Assessment.

SUMMARY OF THE AUDIT COMMITTEE'S ACTIVITIES IN 2008

In 2008, the Unilever Ghana Audit Committee met four times on 28 January 2008, 15 April 2008, 15 July 2008 and 15 October 2008.

REVIEW OF THE FINANCIAL PERFORMANCE OF THE COMPANY.

At the January 28, 2008 meeting, the Committee reviewed the financial performance of the company for the financial year ended 2007, the audited accounts for the 2007 financial year and also made recommendations on the possible dividend payout for the year.

The Committee was updated on the company's performance in 2008 during the 15 April 2008, 15 July 2008 and 15 October, 2008 meetings.

INTERNAL AUDIT

The committee reviewed the internal audit plan for 2008 at the beginning of the year and was updated on the activities of the internal audit team including the Corporate Audit by Unilever Plc, the status of the Operational Control Assessment (OCA) exercise, the audits carried out by the team and the corporate risk matrix.

The main highlights are:

- The company's risk matrix for 2008/09 was completed and presented to the Committee;
- The OCA process was completed and involved identifying and challenging the company's processes as well as assessing the design adequacy and operational effectiveness of the controls in place;
- The Internal Audit team carried out and completed the audits as per their 2008 audit plan; and
- The corporate audit by Unilever PLC was conducted and Unilever Ghana satisfactorily passed the Audit.

EXTERNAL AUDIT

At the January 28, 2008 meeting, the external auditors, PwC, reported on their audit of Unilever Ghana's accounts for the financial year ending December 31, 2007 and also presented their audit findings and recommendations following the audit.

At the October 15, 2008 meeting, PwC furnished the Committee with a copy of their draft audit plan for the 2008 financial year ending on December 31, 2008 and took the Committee through the plan which included the objectives of the audit, fraud risk, the audit approach, risk analysis and audit scope and the details on the reporting timetable for the 2008 audit.



The Directors have the pleasure in submitting to the Members the consolidated profit and loss and the income surplus accounts of the Group for the year ended 31 December 2008 and the Balance Sheet of the Group as at that date.

The net profit for the year attributable to Members of your Company for the year is GH¢22.2 million as against GH¢11.1 million for 2007.

The Directors declared an interim dividend of GH¢0.1005 per share on 24 October 2008.

The Directors have decided to recommend to Members the payment of a final dividend of GH¢0.1123 per share, bringing total dividend for the year to GH¢0.2128 per share.

The Directors wish to inform Members that since the last Annual General Meeting, Mr. A.Y.O Nsarkoh has resigned from the Board of Unilever Ghana Limited and Mr. Samson Aaron Dontoh, the Human Resource Director has been appointed to the Board with effect from 1 April 2009.

Directors to retire by rotation in accordance with the Regulations of the Company are Mr. K.O. Boateng, Mr. J.N-A. Hyde and Ms. A. Lokko all of whom offer themselves for re-election.

In accordance with the Companies Code, 1963, Act 179, the Directors report that on 31 December 2008:

(a) Swanzy Real Estate Limited was a subsidiary of the Company. The Company did not trade during the 2008 financial year.

(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.

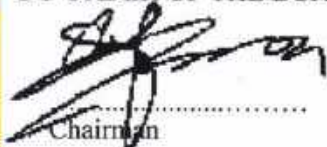
(c) The Company was beneficially entitled to equity shares conferring the right to exercise more than 25% of the votes exercisable at General Meetings of Twifo Oil Palm Plantations Limited, a company incorporated in Ghana.

(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 ultimate parent company is Unilever PLC, a company incorporated in England. Other related parties, Unilever Overseas Holdings Limited, UAC International Limited and CWA Holdings Limited, Companies wholly owned by Unilever PLC have significant shareholdings in Unilever Ghana Limited.

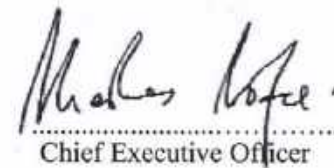
In accordance with Section 134(8) of the Companies Code, 1963, PricewaterhouseCoopers continues in office as Auditor of the Company.

BY ORDER OF THE BOARD



Chairman

February 9, 2009



Chief Executive Officer





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 of cash flows of 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 International Financial Reporting Standards (IFRS).

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

B. C. Lang'at





REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF UNILEVER GHANA LIMITED

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of Unilever Ghana Limited (company) and its subsidiaries (together referred to as the group) set out on pages 14 to 42. These consolidated financial statements comprise the consolidated balance sheet as at 31 December 2008 and the consolidated profit and loss account, consolidated statement of recognised income and expense and consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the consolidated financial statements

The directors are responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and with the requirements of the Ghana Companies Code, 1963 (Act 179). This responsibility includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an independent opinion on these consolidated financial statements based on our audit. We conducted the audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

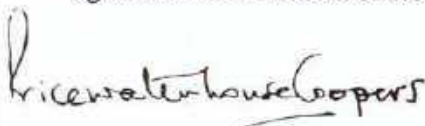
Opinion

In our opinion, the accompanying consolidated financial statements of the company and the group give a true and fair view of the financial position of the company and the group at 31 December 2008 and of the financial performance and cash flows of the company and the group for the year then ended in accordance with International Financial Reporting Standards and comply with the Ghana Companies Code, 1963 (Act 179).

REPORT ON OTHER LEGAL REQUIREMENTS

The Ghana Companies Code, 1963 (Act 179) requires that in carrying out our audit we consider and report on the following matters. We confirm that:

- i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii) in our opinion proper books of account have been kept by the group, so far as appears from our examination of those books; and
- iii) the consolidated balance sheet and consolidated profit and loss account are in agreement with the books of accounts.



Chartered Accountants
Accra
Date: 26 February 2009





Consolidated Profit and Loss Account for the year ended 31 December



(ALL AMOUNTS ARE EXPRESSED IN THOUSANDS OF GHANA CEDIS)

Financial Statements

Company Continuing operations			Notes	Group Continuing operations	
2008	2007			2008	2007
160,859	138,203	Revenue	2	165,590	139,054
(124,145)	(109,245)	Cost of sales	3	(116,352)	(104,291)
-	-	Gain arising from changes in fair value of biological asset less estimated point-of-sale costs	26	111	938
(7,928)	(7,037)	Distribution cost	4	(7,928)	(7,037)
28,786	21,921	Gross profit		41,421	28,664
(11,274)	(8,638)	Administrative expenses	5	(12,928)	(10,477)
17,512	13,283	Operating profit		28,493	18,187
1,038	(2,289)	Restructuring provision release/(expense)	27a&b	1,254	(5,034)
18,550	10,994	Profit before other income		29,747	13,153
2,144	602	Other income	6	83	150
20,694	11,596	Profit before financial charges		29,830	13,303
(1,398)	(437)	Net finance cost	7	(62)	(136)
19,296	11,159	Profit before tax		29,768	13,167
(3,438)	(1,899)	Tax	10a&b	(3,708)	(1,899)
15,858	9,260	Net profit from continuing operations		26,060	11,268
3,138	1,172	Net profit from discontinued operations	28	3,138	1,172
18,996	10,432	Net profit after tax for the year		29,198	12,440
-	-	Attributable to :			
18,996	10,432	Minority interest		6,962	1,350
		Equity holders of the company		22,236	11,090

0.3039	0.1669	Basic and diluted earnings per share	36	0.3558	0.1774
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Company				Group	
2008	2007			2008	2007
38,763	34,473	Balance at 1 January		45,627	40,679
19,912	10,853	Total recognised income and expense		23,152	11,511
(6,281)	-	Interim dividend - 2008	17a	(6,281)	-
(7,750)	(6,563)	Final dividend - 2007	17a	(7,750)	(6,563)
44,644	38,763	Balance at 31 December		54,748	45,627

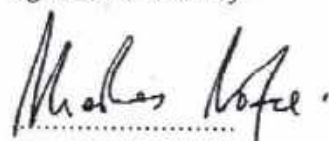
References in the consolidated profit and loss account, consolidated statement of recognised income and expenses, consolidated cashflow statement and consolidated balance sheet relate to notes on pages 18 to 42, which form an integral part of the consolidated financial statements. Accounting policies of Unilever Ghana Group are set out in note 1 on pages 18 to 21.

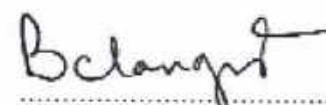


Company				Group	
2008	2007		Notes	2008	2007
14,030	14,478	Non-current assets		22,789	23,290
55	-	Property, plant and equipment	11a,b,d&e	55	-
-	-	Intangible asset	11g	18,248	17,515
-	-	Biological assets	26	4,210	4,210
12,899	12,899	Goodwill	13	-	-
9,747	6,868	Investments in subsidiaries	14	9,747	6,868
<u>36,731</u>	<u>34,245</u>	Pension assets for funded scheme in surplus	12d	<u>55,049</u>	<u>51,883</u>
37,887	15,336	Current assets		39,196	17,072
8,455	5,860	Inventories	15	12,051	7,360
145	421	Trade and other receivables	21	26	568
18,086	11,380	Current income tax	10	22,705	13,855
447	4,845	Cash and cash equivalents	25	447	4,845
<u>65,020</u>	<u>37,842</u>	Assets held for sale	9	<u>74,425</u>	<u>43,700</u>
(46,162)	(21,291)	Current liabilities		(42,773)	(20,075)
(1,310)	(707)	Trade and other payables	22	(1,310)	(707)
(493)	(1,869)	Dividend payable	17a	(878)	(4,186)
(2,743)	(337)	Provisions	27a&b	(2,743)	(337)
<u>(50,708)</u>	<u>(24,204)</u>	Bank overdrafts	23	<u>(47,704)</u>	<u>(25,305)</u>
14,312	13,638	Net current assets		26,721	18,395
<u>51,043</u>	<u>47,883</u>	Total assets less current liabilities		<u>81,770</u>	<u>70,278</u>
2,069	2,073	Non-current liabilities		2,069	2,073
2,720	2,379	Post employment benefits obligation	12d	2,692	2,351
<u>4,789</u>	<u>4,452</u>	Deferred tax	10	<u>4,761</u>	<u>4,424</u>
1,200	990	Shareholders' fund		1,200	990
329	3,597	Stated capital	18	329	3,597
44,644	38,763	Capital surplus	19	54,748	45,627
81	81	Income surplus account		81	81
<u>46,254</u>	<u>43,431</u>	Share deals account		<u>56,358</u>	<u>50,295</u>
-	-	Shareholders' equity		20,651	15,559
<u>46,254</u>	<u>43,431</u>	Minority interest	20	<u>77,009</u>	<u>65,854</u>
<u>51,043</u>	<u>47,883</u>	Total shareholders' equity		<u>81,770</u>	<u>70,278</u>
		Total equity and non-current liabilities			

Financial Statements (Continued)

The consolidated financial statements on pages 14 to 42 were approved by the Board of Directors on 9 February 2009 and were signed on its behalf by:


 Chief Executive Officer
 C. A. Coffie


 Finance Director
 B. C. Lang'at



Statement of recognised income and expense for the
year ended 31 December



(ALL AMOUNTS ARE EXPRESSED IN THOUSANDS OF GHANA CEDIS)

Company		Notes	Group	
2008	2007		2008	2007
916	421	12c	916	421
<u>916</u>	<u>421</u>		<u>916</u>	<u>421</u>
18,996	10,432		29,198	12,440
<u>19,912</u>	<u>10,853</u>		<u>30,114</u>	<u>12,861</u>
-	-		6,962	1,350
<u>19,912</u>	<u>10,853</u>		<u>23,152</u>	<u>11,511</u>

Actuarial gains on pension scheme net of tax

Net income recognised directly in equity

Net profit after tax

Total recognised income and expense

Attributable to:
Minority interest
Equity holders of the company

Financial Statements (Continued)



(ALL AMOUNTS ARE EXPRESSED IN THOUSANDS OF GHANA CEDIS)

Company			Notes	Group	
2008	2007			2008	2007
17,415	14,196	Cash flows from operating activities	24	23,577	16,554
204	78	Interest received	7	1,553	384
(1,602)	(515)	Interest paid	7	(1,615)	(520)
(2,940)	(2,176)	Tax paid	10a	(2,944)	(1,384)
<u>13,077</u>	<u>11,583</u>	Net cash from operating activities		<u>20,571</u>	<u>15,034</u>
		Cash flows from investing activities			
(1,711)	(1,194)	Purchase of property, plant and equipment	11a,b,d&e	(2,550)	(1,859)
-	-	Additions to biological asset	26	(622)	(636)
(71)	-	Additions to intangible asset	11g	(71)	-
64	157	Proceeds from sale of property, plant and equipment	11c&f	130	178
4,284	1,376	Proceeds from sale of assets held for sale	11c&f	4,284	1,376
2,085	471	Dividend received	6	-	-
<u>4,651</u>	<u>810</u>	Net cash generated from/(used in) investing activities		<u>1,171</u>	<u>(941)</u>
		Cash flows from financing activities			
(13,428)	(6,370)	Dividend paid to members of the company	17a	(13,428)	(6,370)
-	-	Dividend paid to minority interest	17b	(1,870)	(560)
<u>(13,428)</u>	<u>(6,370)</u>	Net cash used in financing activities		<u>(15,298)</u>	<u>(6,930)</u>
4,300	6,023	Net increase in cash and cash equivalents		6,444	7,163
11,043	5,020	Cash and cash equivalents at beginning of year		13,518	6,355
<u>15,343</u>	<u>11,043</u>	Cash and cash equivalents at end of year	25	<u>19,962</u>	<u>13,518</u>

Financial Statements (Continued)

1. Accounting policies

Unilever Ghana Limited

Unilever Ghana Limited is a public company domiciled in Ghana. The company's country of incorporation is Ghana. The address of the company's registered office is Tema Factory, P O Box 721, Tema, Ghana. The consolidated financial statements of the company as at and for the year ended 31 December 2008 comprise the company and its subsidiaries (together referred to as the "Group"). The Group primarily is involved in the manufacture of consumer products, the growing of oil palm and the processing of palm fruits to produce palm oil and palm kernel. The company is listed on the Ghana Stock Exchange.

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below:

a. Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and under the historical cost convention except as disclosed in the accounting policies below. The preparation of financial statements under IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement and complexity, or where assumptions and estimates are significant to the financial statements, are disclosed in note 10(ii) below.

b. 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 both equity and 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 intercompany 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.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The excess of the cost of acquisition over the fair value of the Group's share of identifiable net assets acquired is recorded as Goodwill. If the cost of the acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the consolidated profit and loss account. Goodwill is not amortised but subjected to annual impairment review.

Presentation of minority interest on the face of the balance sheet includes unpaid minority dividend, if any.

c. Property, plant and equipment

Property, plant and equipment are shown at cost less depreciation. Buildings comprise mainly factories and offices.

Depreciation is calculated on a straight-line basis 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%

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 amounts and are included in other income.

d. 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. Lease mainly comprise vehicle leasing which covers a period of four (4) years.

e. Assets held for sale

Assets held for sale, comprise commercial buildings that were held for rentals and other idle plant and equipment held by the group. Following the group's decision to exit from the real estate business, upward adjustment of carrying amounts to open market valuation is no longer done. However, in instances where the open market valuation is lower than the carrying amount, the resultant impairment is recognised immediately.



Accounting policies (continued)

Assets are classified as 'held for sale' when a decision is made to sell the asset, the assets are available for sale immediately or the assets are being actively marketed and a sale has been or is expected to be concluded within twelve months of the balance sheet date.

f. Biological Assets

Biological Assets are stated at fair values less estimated cost to the point of sale. Any gains or losses arising on subsequent changes in fair values less estimated point-of-sale costs are recognised in the consolidated profit and loss accounts in the year in which they arise. The biological asset are the palm trees in our plantations.

g. Discontinued Operation

Swanzy Real Estates Division (SRED) was set up to manage properties owned by the Unilever Group. Effective 2003, the board took a decision to exit from the properties business. The financial effect of the discontinued operation has been shown in note 28.

h. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the standard costing method, adjusted for price variance. Where actual costs differ from standard costs, variances arising are recognised in the consolidated profit and loss account or deferred to stocks until utilised. Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses.

i. Trade receivables

Trade receivables are recognised initially at fair value and subsequently at amortised cost less any provision for impairment. A provision for impairment is made on a case by case basis and when there is any evidence that the amount due will not be fully recovered at the original terms.

j. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits held at call with banks, other short-term highly liquid investment and bank overdraft.

k. Income tax

Income tax comprises current tax and deferred tax.

Current tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the balance sheet date and any adjustment to tax payable in respect of previous years.

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. Tax rates enacted or substantively enacted at the balance sheet date are used to determine deferred income tax.

Deferred income 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.

l. Provisions

Provisions are recognised when a legal or constructive obligation as a result of past transaction exist at the balance sheet date and when the amount of the obligation can be reliably estimated.

m. Long-term employee benefits

Pension obligations

The group operates a funded 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 under the going concern approach using the projected unit credit method. Allowance is made 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 profit and loss account in the period to which the contributions relate.

Accounting policies (continued)

A defined contribution plan is a pension under which the Group pays fixed contribution into a separate entity. The Group has no legal or constructive obligation to pay further contribution if the fund does not hold sufficient assets to pay all employees the benefits relating to employees service in the current and prior period. A defined benefit plan is a pension plan that is not a defined contribution plan. Typically, defined benefit plans defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

Other post-employment obligations

The group also provides ex-gratia pensions for ex-employees of Unilever Ghana Limited who retired, or were close to retirement age prior to the formation of the funded defined benefit scheme. The entitlement to these benefits was based on the employee remaining in service up to retirement age, having completed a minimum service period. The resultant deferred obligation is recognised at valuation advised by independent qualified actuaries.

Actuarial gains/losses

The company has adopted the immediate recognition of actuarial gains and losses in retained earnings through the statement of recognised income and expenses.

n. Revenue recognition

Revenue is recognised upon dispatch of the products and acceptance by the customer. Sales are shown net of discounts, valued added tax and after eliminating sales within the Group.

Revenue is recognised when the risk and reward of the underlying product have been substantially transferred to the customer. Other revenues earned by the Group are recognised on the following bases:

Rental income - on accrual basis.

Interest income - on accrual basis.

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

o. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including experience of future events that are believed to be reasonable under the circumstances.

(i) Critical accounting estimates and assumptions

Biological assets

Critical assumptions are made by directors in determining the fair values of biological assets. The key assumptions are set out in note 26.

Post-employment benefits

Critical assumptions are made by the actuary in determining the present value of post employment benefit obligations. The assumptions are set out in note 12.

Property, Plant and Equipment

Critical estimates are made by the directors in determining depreciation rates for property, plant and equipment. The rates used are set out in note 1c.

Income taxes

Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the course of business. The group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final outcome of these matters are different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the period in which such determination is made.



Accounting policies (continued)

(ii) Critical judgements in applying the entity's accounting policies

In the process of applying the group's accounting policies, management has made judgement in determining:

The classification of non-current assets.

Whether land and building meet the criteria to be classified as investment property.

Whether assets are impaired.

Whether Swanzy Real Estates division qualifies to be classified as a discontinued operation.

Provisions and contingent liabilities.

p. Investment in subsidiaries

Investment in subsidiaries are carried at cost.

2. Revenue

Revenue is recognised upon dispatch of the products and acceptance by the customer. Revenue comprises the value of goods and services invoiced to third parties less VAT, discounts, commissions and returns.

Company

2008	2007
<u>160,859</u>	<u>138,203</u>
146,637	130,567
14,222	7,636
<u>160,859</u>	<u>138,203</u>

By type:

Sale of goods

By customer:

Third parties

Related parties (note 31b)

Group

2008	2007
<u>165,590</u>	<u>139,054</u>
151,576	131,573
14,014	7,481
<u>165,590</u>	<u>139,054</u>

3. Cost of sales

2008	2007
<u>111,503</u>	<u>95,825</u>
1,228	1,055
6,036	7,667
5,378	4,698
<u>124,145</u>	<u>109,245</u>

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

Raw materials & conversion costs

Depreciation (note 11b&e)

Materials sourcing expenses

Staff cost (note 8a)

2008	2007
<u>99,328</u>	<u>87,609</u>
2,026	1,853
6,081	7,768
8,917	7,061
<u>116,352</u>	<u>104,291</u>

4. Distribution cost

2008	2007
<u>3,202</u>	<u>3,195</u>
4,726	3,842
<u>7,928</u>	<u>7,037</u>

Freight and distribution management costs

Advertising and promotion

2008	2007
<u>3,202</u>	<u>3,195</u>
4,726	3,842
<u>7,928</u>	<u>7,037</u>

5. Administrative expense

2008	2007
<u>162</u>	<u>212</u>
16	-
3,055	3,429
47	53
152	127
397	486
7,445	4,331
<u>11,274</u>	<u>8,638</u>

Depreciation (note 11b&e)

Amortisation of intangible assets (note 11g)

Staff cost (note 8b)

Auditors' remuneration

Voluntary contributions

Operating lease expense

Others

2008	2007
<u>214</u>	<u>259</u>
16	-
4,016	5,006
89	82
235	141
424	486
7,934	4,503
<u>12,928</u>	<u>10,477</u>



6. Other income

Company	
2008	2007
2,085	471
59	131
<u>2,144</u>	<u>602</u>

Dividends
Sundry income

Group	
2008	2007
-	-
83	150
<u>83</u>	<u>150</u>

7. Net Finance Cost

2008	2007
1,602	515
(204)	(78)
<u>1,398</u>	<u>437</u>

Interest on Bank Loans and Overdraft
Finance Income

2008	2007
1,615	520
(1,553)	(384)
<u>62</u>	<u>136</u>

8. Staff Cost

Staff cost is charged to cost of sales and administrative expenses as below.

8a. Cost of sales

2008	2007
4,871	4,127
139	205
368	366
<u>5,378</u>	<u>4,698</u>

Remuneration to employees
Defined contribution scheme charge
Social security costs

2008	2007
8,009	6,226
276	272
632	563
<u>8,917</u>	<u>7,061</u>

8b. Administrative expenses

2008	2007
4,095	3,435
104	218
(1,464)	(532)
320	308
<u>3,055</u>	<u>3,429</u>

Remuneration to employees
Defined contribution scheme charge
Defined benefit scheme gains (note 12b)
Social security costs

2008	2007
4,962	4,835
139	263
(1,464)	(532)
379	440
<u>4,016</u>	<u>5,006</u>

Financial Statements (Continued)

**9. Assets held for sale**

Assets held for sale represent commercial buildings of Swanzy Real Estate division and other idle plant and equipment which management intends to dispose of in the next twelve months. The operation of the Swanzy Real Estate division has been discontinued.

Company			Group	
2008	2007		2008	2007
4,845	5,481	Fair value at 1 January	4,845	5,481
322	-	Net transfer from Property, plant and equipment (note 11a&d)	322	-
(4,720)	(636)	Disposals during the year	(4,720)	(636)
<u>447</u>	<u>4,845</u>	Fair value at 31 December	<u>447</u>	<u>4,845</u>

Financial Statements (Continued)

10a. Tax

Company	Balance at 1 January	Released on disposal	Charge/credit to profit and loss	Payments during the year	Charge to equity	Balance at 31 December
Income tax						
2007	(293)	-	-	-	-	(293)
2008	-	-	2,934	(2,796)	-	138
	<u>(293)</u>	<u>-</u>	<u>2,934</u>	<u>(2,796)</u>	<u>-</u>	<u>(155)</u>
Capital gains tax						
2007	10	-	-	-	-	10
2008	-	-	128	(128)	-	-
	<u>10</u>	<u>-</u>	<u>128</u>	<u>(128)</u>	<u>-</u>	<u>10</u>
Tax on continuing operations	(283)	-	3,062	(2,924)	-	(145)
Tax on discontinued operations (note 29)	(138)	-	154	(16)	-	-
Total Tax	<u>(421)</u>	<u>-</u>	<u>3,216</u>	<u>(2,940)</u>	<u>-</u>	<u>(145)</u>
Deferred tax						
Accelerated depreciation	1,402	-	79	-	-	1,481
Provisions including restructuring	(376)	-	(287)	-	-	(663)
Revaluation of assets	400	(340)	-	-	-	60
Employee benefits	953	-	584	-	305	1,842
Deferred tax on continuing operations	<u>2,379</u>	<u>(340)</u>	<u>376</u>	<u>-</u>	<u>305</u>	<u>2,720</u>



Group	Balance at 1 January	Released on disposal	Charge/credit to profit and loss	Payments during the year	Charge to equity	Balance at 31 December
Income tax						
Prior to 2007	(966)	-	-	-	-	(966)
2007	499	-	-	-	-	499
2008	-	-	3,204	(2,800)	-	404
	<u>(467)</u>	<u>-</u>	<u>3,204</u>	<u>(2,800)</u>	<u>-</u>	<u>(63)</u>
Capital gains tax						
Prior to 2007	27	-	-	-	-	27
2007	10	-	-	-	-	10
2008	-	-	128	(128)	-	-
	<u>37</u>	<u>-</u>	<u>128</u>	<u>(128)</u>	<u>-</u>	<u>37</u>
Tax on continuing operations	(430)	-	3,332	(2,928)	-	(26)
Tax on discontinued operations (note 29)	(138)	-	154	(16)	-	-
Total tax	<u>(568)</u>	<u>-</u>	<u>3,486</u>	<u>(2,944)</u>	<u>-</u>	<u>(26)</u>
Deferred Tax						
Accelerated depreciation	1,374	-	79	-	-	1,453
Provisions including restructuring	(376)	-	(287)	-	-	(663)
Revaluation of assets	400	(340)	-	-	-	60
Employment benefits	953	-	584	-	305	1,842
Deferred tax on continuing operations	<u>2,351</u>	<u>(340)</u>	<u>376</u>	<u>-</u>	<u>305</u>	<u>2,692</u>

Financial Statements (Continued)

10b. The tax charge on the profit on continuing operations before income tax for the group differs from the theoretical amount that would arise using the statutory income tax rate. This is explained as follows:

Company			Group	
2008	2007		2008	2007
19,296	11,159	Profit before tax	29,768	13,167
<u>4,824</u>	<u>2,790</u>	Tax calculated at the statutory income tax rate of 25%	<u>7,442</u>	<u>3,292</u>
-	-	Tax effect of:		
(413)	(288)	Plantations profit not subject to tax	(2,246)	(502)
256	431	Prior year charge	(515)	(288)
(628)	(916)	Disallowable expenses	256	431
(521)	(118)	Profit on exports taxed at a lower rate	(628)	(916)
(80)	-	Dividend income	(521)	(118)
		Unusable plant set aside for sale	(80)	-
<u>3,438</u>	<u>1,899</u>	Income tax expense	<u>3,708</u>	<u>1,899</u>
<u>18%</u>	<u>17%</u>	Effective tax rate	<u>12%</u>	<u>14%</u>

Delighting our Customers



Geisha 'sing for mum' promo winners



Mothers enjoying themselves at the Geisha 'sing for mum' promo



Main Event - Close Up Salsa dance fiesta @ the Round Pavilion; Trade Fair Site

Community Services



People from Manhean Community undergoing free Voluntary Test & Counselling as part of the world HIV/AIDS day



Staff members walk to commemorate world HIV/AIDS day



School children washing their hands during the global sanitation day



in pictures

Community Service

Employee Vitality



The Health Minister delivering his address at a counterfeit forum



A retailer making a contribution at a counterfeit forum at Makola market



'Nananom' join in the hand wash



Fun starts with a Keep Fit session



Staff enjoy a game of Volley ball



Walking to feed the world's hungry



**11a. Property, plant and equipment - Company**

				2008
	Land and buildings	Plant motor vehicles and furniture	Work in Progress	Total
Cost				
Balance at 1 January	2,114	18,521	842	21,477
Additions in the year	-	17	1,694	1,711
Transfers	235	1,301	(1,536)	-
Reclassification to assets held for sale (note 9)	-	(477)	-	(477)
Disposal/write-offs during the year	-	(214)	(440)	(654)
Balance at 31 December	2,349	19,148	560	22,057
Accumulated depreciation				
Balance at 1 January	771	6,228	-	6,999
Charge for the year	46	1,344	-	1,390
Reclassification to assets held for sale (note 9)	-	(155)	-	(155)
Disposals/write-offs during the year	-	(207)	-	(207)
Balance at 31 December	817	7,210	-	8,027
Net book value at 31 December	1,532	11,938	560	14,030

Reclassification to assets held for sale relates to idle plant and equipment, that management intends to dispose of in the next twelve months.

2007

11b. Property, plant and equipment - Company

	Land and buildings	Plant motor vehicles and furniture	Work in Progress	Total
Cost				
Balance at 1 January	1,660	14,294	6,408	22,362
Additions in the year	-	-	1,194	1,194
Transfers	459	6,301	(6,760)	-
Disposals/write-offs during the year	(5)	(2,074)	-	(2,079)
Balance at 31 December	2,114	18,521	842	21,477
Accumulated depreciation				
Balance at 1 January	733	7,001	-	7,734
Charge for the year	43	1,224	-	1,267
Disposals/write-offs during the year	(5)	(1,997)	-	(2,002)
Balance at 31 December	771	6,228	-	6,999
Net book value at 31 December	1,343	12,293	842	14,478

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

	2008	2007
Cost of sales	1,228	1,055
Administrative expenses	162	212
	1,390	1,267



11c. Profit on disposal of non current assets - Company

			2008	2007
	Assets held for sale	Plant motor vehicles and furniture	Total	Total
Gross book value	4,720	212	4,932	2,716
Accumulated depreciation	-	(207)	(207)	(2,002)
Net book value	4,720	5	4,725	714
Net book value of write-offs	-	-	-	(57)
Sales proceeds	(4,284)	(64)	(4,348)	(1,533)
Capital surplus released on disposal (note 19)	(3,058)	-	(3,058)	(538)
Deferred tax released on disposal (note 10a)	(340)	-	(340)	(60)
Profit on disposal	(2,962)	(59)	(3,021)	(1,474)

11d. Property, plant and equipment - Group

	Land and buildings	Plant motor vehicles and furniture	Capital work in progress	2008 Total
Cost				
Balance at 1 January	7,775	29,251	1,210	38,236
Additions in the year	-	17	2,533	2,550
Transfers	266	1,834	(2,100)	-
Reclassification to assets held for sale (note 9)	-	(477)	-	(477)
Disposals/write-offs during the year	-	(423)	(440)	(863)
Balance at 31 December	8,041	30,202	1,203	39,446
Accumulated depreciation				
Balance at 1 January	2,423	12,523	-	14,946
Charge for the year	192	2,048	-	2,240
Reclassification to assets held for sale (note 9)	-	(155)	-	(155)
Disposals/write-offs during the year	-	(374)	-	(374)
Balance at 31 December	2,615	14,042	-	16,657
Net book value at 31 December	5,426	16,160	1,203	22,789

Financial Statements (Continued)

Reclassification to assets held for sale relates to idle plant and equipment, that management intends to dispose of in the next twelve months.

11e. Property, plant and equipment - Group

2007

	Land and buildings	Plant motor vehicles and furniture	Capital work in progress	Total
Cost				
Balance at 1 January	7,293	24,393	6,793	38,479
Additions in the year	-	-	1,859	1,859
Transfers	487	6,955	(7,442)	-
Disposals/write-offs during the year	(5)	(2,097)	-	(2,102)
Balance at 31 December	7,775	29,251	1,210	38,236
Accumulated depreciation				
Balance at 1 January	2,244	12,613	-	14,857
Charge for the year	184	1,928	-	2,112
Disposals/write-offs during the year	(5)	(2,018)	-	(2,023)
Balance at 31 December	2,423	12,523	-	14,946
Net book value at 31 December	5,352	16,728	1,210	23,290

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

Cost of sales	2,026	1,853
Administrative expenses	214	259
	2,240	2,112

11f. Profit on disposal of non-current assets - Group

	Asset held for sale	Plant motor vehicles and furniture	Total	Total
Gross book value	4,720	421	5,141	2,739
Accumulated depreciation	-	(374)	(374)	(2,023)
Net book value	4,720	47	4,767	716
Net book value of write-offs	-	-	-	(57)
Sales proceeds	(4,284)	(130)	(4,414)	(1,554)
Capital surplus released on disposal (note 19)	(3,058)	-	(3,058)	(538)
Deferred tax released on disposal (note 10a)	(340)	-	(340)	(60)
Profit on disposal	(2,962)	(83)	(3,045)	(1,493)

11g - Intangible assets

Balance at 1 January	-	-
Additions in the year	71	-
Amortisation for the year	(16)	-
Net book value at 31 December	55	-

Intangible assets represents software that is used in managing employee information.



12. Post employment benefits

12a. Assumptions

For both the funded and unfunded retirement benefit schemes, a full and independent actuarial valuation was carried out at the end of the year using the Projected Unit Credit Method in accordance with IAS 19. The major assumptions used by the actuaries for the two major schemes as at 31 December 2008 were:

	2008	2007
Rate of increase in pensionable salaries (real)	4%	2%
Discount rate (real)	4%	4%
Inflation	15%	8%
Nominal interest rate	19%	12%
Long-term expected rate of return on assets	15%	12%
Interest on member's contribution (real)	4%	4%

12b. Amount in the profit and loss account

	2008		2007	
	Funded	Unfunded	Funded	Unfunded
Current service costs	321	-	172	-
Employee contributions	(33)	-	(43)	-
Interest on liability	583	370	307	178
Expected return on assets	(2,335)	-	(968)	-
	<u>(1,464)</u>	<u>370</u>	<u>(532)</u>	<u>178</u>

The actual return on the pension fund asset is GH¢5,252 (2007:GH¢2,518)

12c. Actuarial gains

	2008		2007	
	Funded	Unfunded	Funded	Unfunded
Actuarial gains for the year	1,221	374	561	281
Movement on deferred tax	(305)	(94)	(140)	(70)
Total recognised gains	916	280	421	211
Attributable to minority shareholders	-	-	-	-
Attributable to equity shareholders	916	280	421	211

12d. Net Pension liabilities/(assets)

	2008		2007	
	Funded	Unfunded	Funded	Unfunded
Balance at January 1	(6,868)	2,073	(5,546)	1,614
Accrual for service fees	321	-	172	-
Interest on liability	583	370	307	178
Expected return on assets	(2,335)	-	(968)	-
Employer contributions	(194)	-	(229)	-
Employee contributions	(33)	-	(43)	-
Actuarial gains	(1,221)	(374)	(561)	281
Balance at December 31	<u>(9,747)</u>	<u>2,069</u>	<u>(6,868)</u>	<u>2,073</u>

12e. Balance sheet of funded pension scheme as at 31 December

The assets and liabilities of the defined benefit funded pension scheme at the balance sheet date were:

	2008	2007
Assets		
Treasury bills	4,020	4,080
Equity holdings	9,463	5,013
Mutual funds	542	455
Cash at bank	699	433
Total invested assets	14,724	9,981
Present value of liabilities	(4,977)	(3,113)
Pension assets net of liabilities	9,747	6,868

At 31 December 2008, the pension scheme held 264,796 shares of Unilever Ghana Limited.

13. Goodwill

Company		Cost	Group	
2008	2007		2008	2007
-	-	Balance at 1 January and 31 December	4,210	4,210

There was no impairment during the year.

14. Investments in subsidiaries

Company			Group	
2008	2007		2008	2007
-	-	United Africa Trust Limited	-	-
2,553	2,553	Twifo Oil Palm Plantations Limited	-	-
10,346	10,346	Benso Oil Palm Plantations Limited	-	-
12,899	12,899		-	-

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

In view of the fact that Unilever Ghana Limited has the power to exercise control over the operating and financial policies of Twifo Oil Palm Plantations (TOPP) Limited, and in accordance with International Financial Reporting Standards, TOPP has been designated as a subsidiary.

In October 2003, Unilever Ghana Limited acquired 58.45% shares in Benso Oil Palm Plantation Limited from Unilever Overseas Holdings/CWA Holding, a company based in the United Kingdom.

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

15. Inventories

Company			Group	
2008	2007		2008	2007
20,505	6,653	Raw and packing materials	20,670	6,801
2,025	163	Work in process	2,025	163
14,305	7,318	Finished goods	14,628	7,529
1,052	1,202	Non-trade stock	2,707	2,579
-	-	Provision for unrealised profit	(834)	-
37,887	15,336		39,196	17,072

Inventories are stated at the lower of cost and net realisable value. During the year, GH¢612,000.00 (2007: GH¢341,000.00) was charged to the consolidated profit and loss account as damaged and obsolete inventories.

Provision for unrealised profit relates to the profit element on the closing inventories purchased from subsidiaries.



16. Dividend proposed

The Board of Directors declared an interim dividend of GH¢0.1005 per share which amounted to GH¢6,281,250.00.

The Board of Directors have proposed a final dividend of GH¢0.1123 per share which amounts to GH¢7,018,750.00 (2007: GH¢7,750,000.00). The proposed final dividend has to be approved by shareholders at the Annual General Meeting. No provision for the final dividend has been recognised in the consolidated financial statements.

Payment of dividends is subject to a withholding tax rate of 8% and 7.5% (2007: 8% and 7.5%) for local and foreign shareholders respectively.

17a. Dividend payable

Company	
2008	2007
707	514
6,281	-
7,750	6,563
(13,428)	(6,370)
<u>1,310</u>	<u>707</u>

Balance at 1 January
Interim dividend declared - 2008
Final dividend declared - 2007
Payments during the year

Unclaimed at 31 December

Group	
2008	2007
707	514
6,281	-
7,750	6,563
(13,428)	(6,370)
<u>1,310</u>	<u>707</u>

17b. Dividend paid

Company	
2008	2007
13,428	6,370
-	-
<u>13,428</u>	<u>6,370</u>

Dividends paid to shareholders
less:
Dividend paid to minority interest (note 20)
Dividend paid to members of the company

Group	
2008	2007
15,298	6,930
(1,870)	(560)
<u>13,428</u>	<u>6,370</u>

18. Stated capital

Authorised shares

Issued shares

Issued and fully paid

Transferred from capital surplus

2008		2007	
No. of shares of no par value	Proceeds	No. of shares of no par value	Proceeds
<u>100,000,000</u>		<u>100,000,000</u>	
62,500,000	931	62,500,000	931
-	269	-	59
<u>62,500,000</u>	<u>1,200</u>	<u>62,500,000</u>	<u>990</u>

There is no unpaid liability on any shares and there are no calls or instalments unpaid.

The Ghana Stock Exchange mandated a minimum stated capital of GH¢1,000,000.00 for all companies listed on the stock exchange. This requirement was met in the year by the transfer of GH¢210,000.00 from capital surplus account to stated capital in accordance with section 66 (1c) of the Ghana Companies Code, 1963 (Act 179) by a special resolution dated 23 April 2008.

Financial Statements (Continued)

**19. Capital surplus account**

Company	
2008	2007
3,597	4,135
(3,058)	(538)
(210)	-
<u>329</u>	<u>3,597</u>

Balance at 1 January
Released on disposal (note 11c& f)
Transfer to share capital (note 18)

Balance at 31 December

Group	
2008	2007
3,597	4,135
(3,058)	(538)
(210)	-
<u>329</u>	<u>3,597</u>

20. Minority interest

Balance at 1 January
Add: Profit and loss account
Less: Dividend payments (note 17b)

Balance at 31 December

Group	
2008	2007
15,559	14,769
6,962	1,350
(1,870)	(560)
<u>20,651</u>	<u>15,559</u>



21. Trade and other receivables

Company			Group	
2008	2007		2008	2007
1,156	968	Trade receivables - 3rd parties	4,281	1,788
5,789	3,123	Trade receivables - related parties (note 31c)	5,347	2,870
617	555	Amount due from officers	804	750
422	470	Payments in advance	425	488
471	744	Other receivables	1,194	1,464
<u>8,455</u>	<u>5,860</u>		<u>12,051</u>	<u>7,360</u>

Company		Due within one year	Group	
2008	2007		2008	2007
6,945	4,091	Trade receivables	9,628	4,658
422	470	Payments in advance	425	488
617	555	Amount due from officers	804	750
471	744	Other receivables	1,194	1,464
<u>8,455</u>	<u>5,860</u>		<u>12,051</u>	<u>7,360</u>

Full provision has been made for any debtor that is impaired. This amounted to GH¢ 46,000.00 (2007: GH¢136,000.00)

22. Trade and other payables

Company			Group	
2008	2007		2008	2007
8,550	2854	Trade payables - 3rd parties	15,876	3,467
22,893	9872	Trade payables - related parties (note 31d)	16,842	8,053
2,958	2,076	Accrued liabilities	3,367	3,485
11,761	6,489	Other payables	6,688	5,070
<u>46,162</u>	<u>21,291</u>		<u>42,773</u>	<u>20,075</u>

23. Bank overdrafts

Company			Group	
2008	2007		2008	2007
2,743	337	Bank overdraft	2,743	337

The Company as at 31 December 2008 had an approved overdraft limit of GH¢16.7million (2007: GH¢16.7million) with local banks.

Financial Statements (Continued)

**24. Cash generated from operations**

Company	
2008	2007
19,296	11,159
3,292	1,034
1,390	1,267
16	-
(3,021)	(1,474)
442	57
-	-
(1,662)	(302)
(22,551)	(3,427)
(2,595)	(2,658)
23,495	8,574
(2,085)	(471)
1,602	515
(204)	(78)
<u>17,415</u>	<u>14,196</u>

Profit before tax from continuing operations	29,768	13,167
Profit before tax from discontinued operations	3,292	1,034
Depreciation (note 11a&d)	2,240	2,112
Amortisation of intangible asset (note 11g)	16	-
Profit on sale of assets (note 11c&f)	(3,045)	(1,493)
Net book value of write offs	442	57
Fair value gains on biological assets (note 26)	(111)	(938)
Employment benefit plan	(1,662)	(302)
Increase in inventories	(22,124)	(3,522)
Increase in trade and other receivables	(4,691)	(3,081)
Increase in trade and other payables	19,390	9,384
Dividends received (note 6)	-	-
Interest charge (note 7)	1,615	520
Interest credit (note 7)	(1,553)	(384)

Cash generated from operations

Group	
2008	2007
29,768	13,167
3,292	1,034
2,240	2,112
16	-
(3,045)	(1,493)
442	57
(111)	(938)
(1,662)	(302)
(22,124)	(3,522)
(4,691)	(3,081)
19,390	9,384
-	-
1,615	520
(1,553)	(384)
<u>23,577</u>	<u>16,554</u>

25. Cash and cash equivalents

Company	
2008	2007
18,086	11,380
(2,743)	(337)
<u>15,343</u>	<u>11,043</u>

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

Cash at bank	
Bank overdrafts	

Group	
2008	2007
22,705	13,855
(2,743)	(337)
<u>19,962</u>	<u>13,518</u>

26. Biological Assets**a) Changes in carrying amounts of biological assets comprise:**

Fair value at 1 January	
Additions during the year	
Gains arising from changes in fair value less estimated point-of-sale costs	
Fair value at 31 December	

2008	2007
17,515	15,941
622	636
111	938
<u>18,248</u>	<u>17,515</u>

b) Assumptions

Palm trees are carried at fair value less estimated cost to the point-of-sale. The fair value of the palm trees were determined based on the discounted net present values of expected cash flows from those assets, discounted at a market-determined pre-tax rate. In determining the fair values of the palm trees, the directors have made assumptions about yields and market prices of CPO and palm trees in future years, and the costs of running the estates:

- Average yielding life of a palm tree is 21 years.
- Climatic conditions will remain same and no anticipation of any disease attacking the trees.
- The 21 years average market price of CPO will remain constant at \$484.
- A discount rate of 12.9% and 7% has been used for cost and revenue respectively.


27a. Provisions - 2008

Company				Group		
Restructuring	Other	Total		Restructuring	Other	Total
1,506	363	1,869	Balance at 1 January 2008	2,288	1,898	4,186
(1,038)	780	(258)	Charge/(release) during the year	(1,254)	3,482	2,228
(352)	(766)	(1,118)	Payments during the year	(918)	(4,618)	(5,536)
<u>116</u>	<u>377</u>	<u>493</u>	Balance at 31 December 2008	<u>116</u>	<u>762</u>	<u>878</u>

27b. Provisions - 2007

Company				Group		
Restructuring	Other	Total		Restructuring	Other	Total
297	528	825	Balance at 1 January 2007	297	1,072	1,369
2,289	926	3,215	Charge	5,034	3,676	8,710
(1,080)	(1,091)	(2,171)	Payments during the year	(3,043)	(2,850)	(5,893)
<u>1,506</u>	<u>363</u>	<u>1,869</u>	Balance at 31 December 2007	<u>2,288</u>	<u>1,898</u>	<u>4,186</u>

Restructuring provisions primarily relates to the cost of redundancies and early retirement as a result of positioning the group to deliver optimal profits. No individual item within the other provision is significant.

28. Discontinued operation

The financial effect of winding up the Swanzy Real Estates division is as follows:

Company			Group	
2008	2007		2008	2007
137	307	Revenue	137	307
(7)	(616)	Operating cost	(7)	(616)
<u>130</u>	<u>(309)</u>	Operating profit/(loss)	<u>130</u>	<u>(309)</u>
200	-	Other income	200	-
2,962	1,343	Profit on disposal of assets held for sale	2,962	1,343
<u>3,292</u>	<u>1,034</u>	Profit before tax	<u>3,292</u>	<u>1,034</u>
(154)	138	Tax (charge)/credit (note 10a)	(154)	138
<u>3,138</u>	<u>1,172</u>	Profit after tax	<u>3,138</u>	<u>1,172</u>

29. Contingencies

(i) The company has certain legal cases pending before the courts with a potential liability of GH¢690,000.00. (2007: GH¢517,000.00). In the opinion of the directors, no loss is anticipated beyond the provision already made in the financial statements.

(ii) At 31 December 2008 the company had guaranteed loans to employees amounting to GH¢804,000.00 (2007: GH¢680,000.00)

**30. Commitments**

Total capital expenditure commitments at the balance sheet date was as follows:

Company			Group	
2008	2007		2008	2007
<u>1,179</u>	<u>492</u>	Property, plant & equipment contracted	<u>1,524</u>	<u>730</u>

31. Related party transactions

The group is owned and controlled by Unilever Overseas Holdings.

During the year, the following related party transactions took place:

Financial Statements (Continued)

Company			Group	
2008	2007		2008	2007
<u>18,541</u>	<u>12,540</u>	a. Purchases of goods & services:	-	-
<u>19,899</u>	<u>10,105</u>	Benso Oil Palm Plantations Limited	-	-
<u>1,367</u>	<u>3,559</u>	Twifo Oil Palm Plantations Limited	1,367	3,559
<u>328</u>	<u>663</u>	Hindustan Lever Limited	328	663
<u>14,230</u>	<u>10,455</u>	Unilever Market Development - South Africa	<u>14,230</u>	<u>10,455</u>
<u>6,752</u>	<u>5,983</u>	Unilever Nigeria PLC	<u>6,752</u>	<u>5,983</u>
<u>3,029</u>	<u>1,808</u>	Unilever Cote D'voire	<u>3,029</u>	<u>1,808</u>
<u>522</u>	<u>-</u>	Unilever Gulf	<u>522</u>	<u>-</u>
<u>714</u>	<u>265</u>	Unilever Vietnam	<u>714</u>	<u>265</u>
<u>65,382</u>	<u>45,378</u>	Other related parties	<u>26,942</u>	<u>22,733</u>
<u>126</u>	<u>81</u>	b. Sale of goods & services:	2008	2007
<u>82</u>	<u>74</u>	Benso Oil Palm Plantations Limited	-	-
<u>13,642</u>	<u>7,481</u>	Twifo Oil Palm Plantations Limited	-	-
<u>372</u>	<u>-</u>	Unilever Nigeria PLC	<u>13,642</u>	<u>7,481</u>
<u>14,222</u>	<u>7,636</u>	Unilever Cote D'voire	<u>372</u>	<u>-</u>
			<u>14,014</u>	<u>7,481</u>

Year end balances arising from related party transactions are as follows:

Company			Group	
2008	2007		2008	2007
<u>99</u>	<u>24</u>	c. Receivables from related parties:	2008	2007
<u>343</u>	<u>229</u>	Benso Oil Palm Plantations Limited	-	-
<u>4,243</u>	<u>2,870</u>	Twifo Oil Palm Plantations Limited	-	-
<u>1,104</u>	<u>-</u>	Unilever Nigeria PLC	<u>4,243</u>	<u>2,870</u>
<u>5,789</u>	<u>3,123</u>	Other related parties	<u>1,104</u>	<u>-</u>
			<u>5,347</u>	<u>2,870</u>

2008	2007
1,167	1,307
4,884	512
2,692	126
224	468
7,368	3,075
-	316
2,920	2,852
860	965
961	-
1,760	-
57	251
<u>22,893</u>	<u>9,872</u>

d. Payables to related parties:

Benso Oil Palm Plantations Limited
Twifo Oil Palm Plantations Limited
Hindustan Lever Limited - India
Unilever Market Development - South Africa
Unilever Nigeria PLC
Unilever Mashreq - Egypt
Unilever Cote D'voire
Unilever Gulf - Arabia
Unilever Kenya
Unilever Vietnam
Other related parties

2008	2007
-	-
-	-
2,692	126
224	468
7,368	3,075
-	316
2,920	2,852
860	965
961	-
1,760	-
57	251
<u>16,842</u>	<u>8,053</u>

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

32. Loans to directors

Balance at 1 January
Loan advanced during the year
Loan repayments
Interest received

Balance at 31 December

2008	2007
95	120
-	89
(61)	(80)
(27)	(34)
<u>7</u>	<u>95</u>

33 . Key management personnel compensation

Short term employee benefits
Termination/other long term benefits

Of which:
Executive Directors
Non-Executive Directors

2008	2007
1,481	1,392
-	54
<u>1,481</u>	<u>1,446</u>
1,438	1,389
43	57
<u>1,481</u>	<u>1,446</u>

**34 . Changes in Shareholders' Equity**

Company	Stated capital	Capital surplus account	Income surplus account	Share deals account	Shareholders equity	Minority interest	Total
Year ended 31 December 2008							
Balance at 1 January 2008	990	3,597	38,763	81	43,431	-	43,431
Total recognised income and expense for the year	-	-	19,912	-	19,912	-	19,912
Transfers	210	(210)	-	-	-	-	-
Released on disposal	-	(3,058)	-	-	(3,058)	-	(3,058)
Interim dividend 2008	-	-	(6,281)	-	(6,281)	-	(6,281)
Final dividend for 2007	-	-	(7,750)	-	(7,750)	-	(7,750)
Balance at 31 December 2008	1,200	329	44,644	81	46,254	-	46,254
Company							
Year ended 31 December 2007							
Balance at 1 January 2007	990	4,135	34,473	81	39,679	-	39,679
Total recognised income and expense for the year	-	-	10,853	-	10,853	-	10,853
Released on disposal	-	(538)	-	-	(538)	-	(538)
Final dividend for 2006	-	-	(6,563)	-	(6,563)	-	(6,563)
Balance at 31 December 2007	990	3,597	38,763	81	43,431	-	43,431
Group							
Year ended 31 December 2008							
Balance at 1 January 2008	990	3,597	45,627	81	50,295	15,559	65,854
Total recognised income and expense for the year	-	-	23,152	-	23,152	6,962	30,114
Transfers	210	(210)	-	-	-	-	-
Released on disposal	-	(3,058)	-	-	(3,058)	-	(3,058)
Interim dividend 2008	-	-	(6,281)	-	(6,281)	-	(6,281)
Final dividend for 2007	-	-	(7,750)	-	(7,750)	(1,870)	(9,620)
Balance at 31 December 2008	1,200	329	54,748	81	56,358	20,651	77,009
Group							
Year ended 31 December 2007							
Balance at 1 January 2007	990	4,135	40,679	81	45,885	14,769	60,654
Total recognised income and expense for the year	-	-	11,511	-	11,511	1,350	12,861
Released on disposal	-	(538)	-	-	(538)	-	(538)
Final dividend for 2006	-	-	(6,563)	-	(6,563)	(560)	(7,123)
Balance at 31 December 2007	990	3,597	45,627	81	50,295	15,559	65,854



35. Financial instruments and treasury risk management

Treasury risk management

The group manages a variety of market risk including the effects of changes in foreign exchange rates, liquidity risk and credit risk. The Group's activities expose it to a variety of financial risks, including credit risk and the effects of changes in debt and equity market prices, foreign currency exchange rates and interest rates. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on its financial performance.

Risk management is carried out by the treasury department under Unilever group policies approved by the Board of Directors. Treasury identifies, evaluates and hedges financial risks. The Board provides written principles for overall risk management, as well as written policies covering specific areas such as foreign exchange risk, interest rate risk and credit risk.

Currency risk

Transactions in foreign currencies during the year are converted into Ghana 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 Ghana cedis at rates of exchange ruling at that date. The resulting gains/losses are charged to the consolidated profit and loss account in the period in which they occur.

Market risk

The group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States Dollar, British Pound and Euro. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities in foreign operations.

The group manages foreign exchange risk arising from future commercial transactions and recognised assets and liabilities using forward contracts, but has not designated any derivative instruments as hedging instruments.

Credit risk

The Group has no significant concentrations of credit risk. It has policies in place to ensure that sales are made to customers with an appropriate credit history. Sales to customers are mainly on cash basis. Credit sales are used tactically to take advantage of market opportunities. The Group also has policies that limit the amount of credit exposure to any financial institution. The maximum exposure to credit risk is GH¢1.5million.

Fair values of financial assets and liabilities

In the table below are the summary of the fair values and carrying amounts of the various financial assets and financial liabilities. The carrying amounts of the following financial assets and liabilities are a reasonable approximation of their fair value, because of their short term nature.

Financial Statements (Continued)

Company				Group			
Fair value	Fair value	Carrying amount	Carrying amount	Fair value	Fair value	Carrying amount	Carrying amount
2008	2007	2008	2007	2008	2007	2008	2007
2,666	2,737	2,666	2,737	6,704	4,490	6,704	4,490
5,789	3,123	5,789	3,123	5,347	2,870	5,347	2,870
15,343	11,043	15,343	11,043	19,962	13,518	19,962	13,518
<u>23,798</u>	<u>16,903</u>	<u>23,798</u>	<u>16,903</u>	<u>32,013</u>	<u>20,878</u>	<u>32,013</u>	<u>20,878</u>
(23,269)	(11,419)	(23,269)	(11,419)	(25,931)	(12,022)	(25,931)	(12,022)
(22,893)	(9,872)	(22,893)	(9,872)	(16,842)	(8,053)	(16,842)	(8,053)
(2,743)	(337)	(2,743)	(337)	(2,743)	(337)	(2,743)	(337)
<u>(48,905)</u>	<u>(21,628)</u>	<u>(48,905)</u>	<u>(21,628)</u>	<u>(45,516)</u>	<u>(20,412)</u>	<u>(45,516)</u>	<u>(20,412)</u>



Maturity analysis of financial liabilities

The table below analyses the financial liabilities into the relevant maturity grouping based on the remaining period at the balance sheet date to the contractual maturity date.

Company			Group	
2008	2007		2008	2007
(23,269)	(11,419)	Less than one year	(25,931)	(12,022)
(22,893)	(9,872)	Trade and other payables	(16,842)	(8,053)
(2,743)	(337)	Amounts due to related companies	(2,743)	(337)
		Overdrafts		
<u>(48,905)</u>	<u>(21,628)</u>		<u>(45,516)</u>	<u>(20,412)</u>

Sensitivity Analysis

The group has used sensitivity analysis technique to measure the estimated impact on the profit and loss account from an instantaneous increase or decrease of 2% (200 basis points) in market interest rate and a 10% strengthening or weakening in the Ghana cedi against major trading currencies.

The fair value of debt and investment are affected by movements in interest rates. A hypothetical 2% increase in interest rates will result in a reduction of GH¢134,000.00 in profit after tax.

The values of debts and receivables denominated in foreign currency are subject to exchange rate movements. A hypothetical 10% upward change in foreign exchange rate will result in reduction of GH¢1,274,000.00 in profit after tax. At the end of the year 2008, there was no material exposure to exchange rate risk.

36. Earning per share

	Company	Group
	2008	2007
Profit attributable to equity holders	18,996	10,432
Weighted average number of ordinary shares in issue (thousands)	62,500	62,500
Earnings per share	<u>0.3039</u>	<u>0.1669</u>

	Company	Group
	2008	2007
Profit attributable to equity holders	22,236	11,090
Weighted average number of ordinary shares in issue (thousands)	62,500	62,500
Earnings per share	<u>0.3558</u>	<u>0.1774</u>

At the balance sheet date, the basic earnings per share and the diluted earnings per share were the same. There were no outstanding shares which on conversion could increase the weighted average number of ordinary shares in issue.

37. Segmental reporting

Unilever Ghana Limited operates mainly in Ghana and therefore considers its operation as one unit. The business operates in two key categories, Foods and Home & Personal Care. These categories are managed by a single management team with support structures. Reporting the financial segments along categories will involve very subjective allocation of cost which will not give meaningful information for decision making.

Segmental reporting is therefore not adopted in presenting the financial statements.



Number of Shareholders

The Company had 12,016 ordinary shareholders at 31 December 2008 with equal voting rights

Holding	No. of holders	Holders %	No. of shares	% of Holding
1 - 1,000	10,685	88.92	3,090,557	5
1,001 - 5,000	1,120	9.32	2,455,905	4
5,001 - 10,000	112	0.93	821,840	1
10,001 - and over	99	0.82	56,131,698	90
	<u>12,016</u>	<u>100.00</u>	<u>62,500,000</u>	<u>100</u>

Directors' Shareholding

The Directors named below held the following number of shares in the Company at 31 December 2008:

Mr. Ishmael Evans Yamson	-	2,500
Mr. Charles Alexander Cofie	-	2,000
Mr. Joseph Nee-Amartey Hyde	-	500
		<u>5,000</u>

20 Largest shareholders at 31 December 2008

Shareholders	Number of shares	% Holding
1. Unilever Overseas Holdings Limited	26,249,980	42.00
2. UAC International Limited	14,999,955	24.00
3. Social Security & National Insurance Trust	3,300,332	5.28
4. Mr. Daniel Ofori	2,521,637	4.03
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	1,462,083	2.34
7. BBGN/HSBC BANK PLC	1,190,181	1.90
8. B.B.G. Nominees/State Street X71 AX71	988,070	1.58
9. CWA Holdings Limited	350,040	0.56
10. BBGN/Unilever Ghana Managers Pension Scheme	264,796	0.42
11. B.B.G.N./ SSB Eaton Vance Tax - Managed Market Fund	249,000	0.40
12. BBGN/BARCLAY BANK	165,878	0.27
13. Databank Brokerage Limited	155,715	0.25
14. Enterprise Insurance Co. Limited	155,000	0.25
15. B.B.G. Nominee/Unilever Ghana Provident Fund	135,000	0.22
16. Equity Focus	97,132	0.16
17. BBGN/ELAC Shareholders Fund	82,997	0.13
18. The EST of late Rexford Kwasi Obeng	75,000	0.12
19. NTHC/ Rainbow Funds L.P.	69,000	0.11
20. BBGN/STATE STREET X71 AX71	62,930	0.10
	<u>54,463,726</u>	<u>87.14</u>

**Balance Sheet as at 31 December**

	GAS		IFRS		2008
	2004	2005	2006	2007	
Funds employed					
Shareholders' funds	26,820	26,843	45,885	50,295	56,358
Deferred liabilities	1,569	1,722	1,614	2,073	2,069
Deferred tax	-	-	1,977	2,351	2,692
Minority interest	8,663	8,456	14,769	15,559	20,651
	<u>37,052</u>	<u>37,021</u>	<u>64,245</u>	<u>70,278</u>	<u>81,770</u>
Employment of funds					
Property, plant and equipment	33,234	30,631	23,622	23,290	22,789
Intangible asset	-	-	-	-	55
Biological assets	-	-	15,941	17,515	18,248
Goodwill	4,210	3,974	4,210	4,210	4,210
Pension assets for funded scheme in surplus	-	-	5,546	6,868	9,747
Net current (liabilities)/assets	(392)	2,416	14,926	18,395	26,721
	<u>37,052</u>	<u>37,021</u>	<u>64,245</u>	<u>70,278</u>	<u>81,770</u>
Net assets					
Capital expenditure	4,052	4,677	6,729	2,495	3,243
Depreciation	2,090	1,957	1,917	2,112	2,240
	<u>4,052</u>	<u>4,677</u>	<u>6,729</u>	<u>2,495</u>	<u>3,243</u>
Results					
Revenue	88,811	103,525	118,399	139,054	165,590
	<u>88,811</u>	<u>103,525</u>	<u>118,399</u>	<u>139,054</u>	<u>165,590</u>
Profit attributable to the equity holders of the company	6,274	9,186	10,149	11,090	22,236
Interim dividend declared - 2008	-	-	-	-	(6,281)
Final dividend declared - 2007	(5,600)	(5,600)	-	(6,563)	(7,750)
	<u>674</u>	<u>3,586</u>	<u>10,149</u>	<u>4,527</u>	<u>8,205</u>

Financial Statements (Continued)

The 2006, 2007 and 2008 financial summaries, labelled as IFRS, have been adjusted accordingly to recognise fair value movements in our biological assets, funded defined pension accounting, and reversal of goodwill amortisation.

GAS - Ghana National Accounting Standards

IFRS - International Financial Reporting Standards

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.



GSE Securities Depository Company Ltd. (GSD), a wholly-owned subsidiary of the Ghana Stock Exchange, was granted a licence by the Securities & Exchange Commission to operate a Securities Depository on November 5, 2008. GSD started operations on November 14, 2008. The GSE Securities Depository Company Ltd (GSD) is established to operate and maintain a Securities Depository System (SDS). The SDS is an electronic system to record, maintain and transfer securities. It can be described as a bank or a safe custody for shares and bonds. The GSD keeps shares of investors in electronic form, not hard paper certificates. A Shareholder will have to open an account or register with the Depository through his or her Stockbroker in order to buy or sell his or her shares on the Stock Exchange.

What are the benefits of a depository?

The SDS by converting physical securities into electronic securities provides: Faster registration of share ownership thereby preventing long delays in the delivery, settlement and transfer of securities (shares). Increased liquidity (increased activity in buying and selling of shares) because of faster transfer and registration. A solution to the problems associated with the use of paper share certificate such as loss, misplacement, theft, forgery, etc. The capability of investors to easily track their investments because quarterly statements will be sent to shareholders indicating the total number of shares they own on the stock market and that. Shareholders can also request for statements at any time.

Investors can use their securities statements in the same way as the paper certificates are used as collateral for loans. It, however, saves investors the tedious procedure involved with pledging of paper share certificate for loans.

What is a securities account?

A securities account is an account opened by an investor through a Depository Participant (Stockbroker) in the Securities Depository System. The account when opened will hold the ownership records of an investor in all listed securities.

Who can operate a securities account?

The following people are eligible to open and operate a securities account:-

Individual investors (existing or prospective ones) who are 18 years and above, any corporate body, societies, trusts, investment clubs, churches, corporations incorporated by an Act of Parliament, etc.

How does one open a securities account in the depository?

Step 1

The investor will submit a duly completed and signed Securities Account Registration (Opening) Form GSD 1 in duplicate together with a copy of an identification or authorization document to the DP. The following IDs will be required:

For an Individual, one of the following IDs is required; passport, driving licence, National Health Insurance Registration card, Voters ID or National ID card

In the case of a corporate body, the following IDs are required.

- Certified true copy of Certificate of Incorporation
- Certified true copy of Company Regulations or Constitution
- Certified true copy of Board Resolution
- Certified true copy of Certificate of Commencement of Business
- Specimen of Authorized signatories of the Securities Account
- Endorsed passport size pictures of Authorized Signatories

Step 2

The investor, if an individual, will be required to submit to the Depository Participant (DP) a recent colour passport size photograph. Where the investor is a body corporate, association or other entity, the passport size photographs required will be of all the authorized signatories to the account.

Step 3

The DP shall ensure full disclosure of investor's relevant information and signature.

Step 4

The DP will write the Client Account number on the form and endorse the form.

Step 5

The DP shall enter the data obtained from the Securities Account Registration (Opening) Form completed by the investor into the

Securities Depository System (SDS) along with the Client Account Number/Code.

Step 6

The DP will return to the investor a copy of the Securities Account Opening Form, duly signed with the account number on it.

Step 7

A DP must ensure it retains copies of identification documents to assist in identifying its investors. DPs must also ensure the safe and secure custody of specimen signatures of their investors.

Step 8

Each party to a joint account will have to satisfy the account opening requirements.

Will the investor receive any information on his/her shareholding after it has opened a securities account?

The Stockbroker or Depository Participant shall send quarterly statements to all its active clients and half yearly statements to dormant account holders and keep evidence of the fact that they have sent such statements. The GSE Securities Depository Co. shall send yearly statements to all account holders either by email or post. In addition, the Depository is exploring the possibility of sending messages to all shareholders whose records are in the depository, anytime they buy or sell shares.

How can investors deposit their share certificates into the depository?

Step 1

The investor will complete in triplicate, a Securities Deposit Form (GSD 3) and submit it together with the relevant securities certificates to his/her DP. The three copies will ultimately be for the investor, the DP and the Registrars respectively.

Step 2

The DP will check the certificates and the Securities Deposit Forms to ensure that all the information provided is consistent with the identification documents, certificates and any other documents.

Step 3

The DP will acknowledge receipt of the documents by returning to the investor a copy of the Securities Depository Form, duly signed, stamped and dated.

Step 4

The DP will enter the deposit request into the System and generate a Deposit Request.

Step 5

The DP will deliver two copies of the duly signed Securities Deposit Form together with securities certificates and one system-generated printout of Deposit Request to the Registrar within two (2) business days.

Step 6

The Registrar will verify the documents and approve or reject the deposit request within two (2) business days.

Step 7

In the case of approval, the Registrar will retain the certificates and return one copy of the form duly stamped as approved to the DP.

Step 8

In the case of rejection, the Registrar will return the share certificates and one copy of the form duly stamped as rejected and mentioning the reason therefor.

Can I update my registration details?

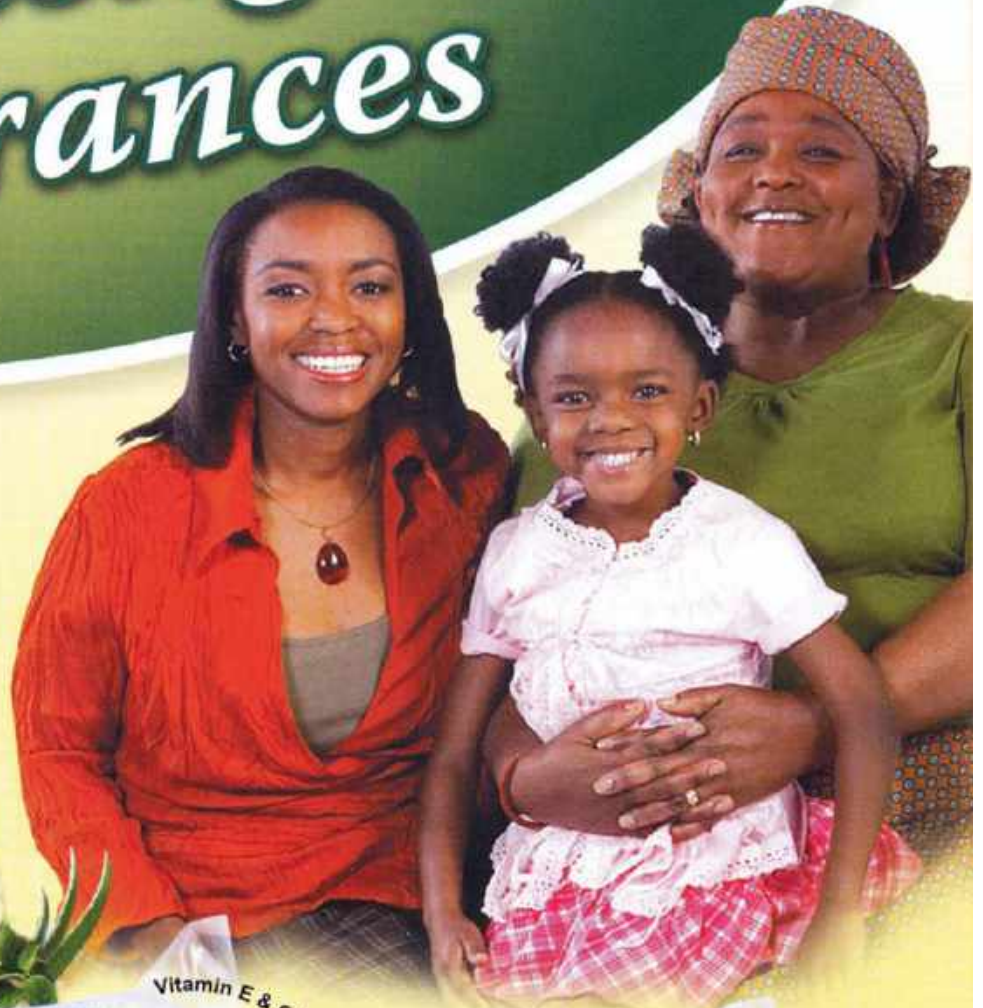
An investor must update his registration details when changes occur by completing and submitting to the DP, a Securities Maintenance Form showing the changes in the registration details. The DP will identify the investor, verify the signature and effect the changes in the SDS with the necessary documentation. For example, with a change in address, an investor must bring proof of the change such as a recent electricity bill.

Can another person execute transactions on my behalf?

A person authorized by you as your agent can operate your account on your behalf. You would in such a case, submit a power of attorney authorizing the relevant person to operate the account on your behalf along with the person's signatures and ID.



NEW delightful fragrances



Aloe & Herbs



Vitamin E & Glycerine



Rose & Vitamin A



Lemon & Glycerine



Still as Natural & Long-Lasting as a mother's love

AGM 2009

ADMISSION CARD

No.

ANNUAL GENERAL MEETING to be held at 11.00 a.m. on Thursday, 30th April, 2009 at the National Theatre, Accra

Name of Shareholder

No. of Shares

.....

Address

.....

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

UNILEVER GHANA LIMITED

No.

Name of Shareholder

No. of Shares

.....



Unilever

Unilever Ghana Limited

AGM 2009
ADMISSION CARD

Blue Band now offers you a choice!



**Daily Blue Band.
Daily Growth.**

