The Greencore Way

Annual Report and Accounts 2014

greencore group plc

Greencore Group plc is a leading convenience food business with an annual turnover of approximately £1.3 billion.

Our two markets are the United Kingdom and the United States where we provide a wide range of food to go products supplemented by other chilled, frozen and ambient foods to major retail and food service customers.

7

Number of US convenience foods facilities.

15

Number of UK convenience foods facilities.

10,000+

Number of employees across the UK, the US and Ireland.

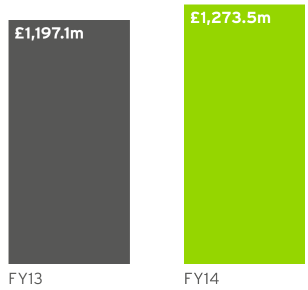
Strategic Report

Directors' Report

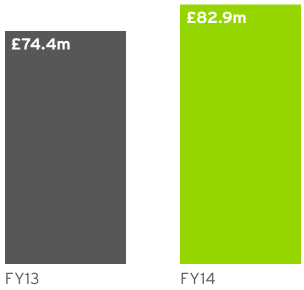
Financial Statements

Highlights of the Year*

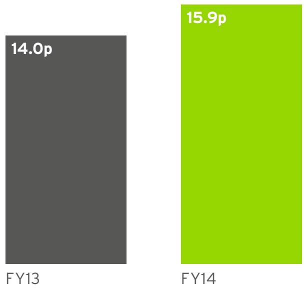
Revenue
£1,273.5m
+6.4%



Operating Profit
£82.9m
+11.4%



Adjusted EPS
15.9p
+13.6%



People at the Core
We are a highly people-intensive business and we believe that we ultimately differentiate as a company through our people.

Great Food
To be a leading food company we need to stand out when it comes to our food by providing great, safe, tasty and nutritious food.

Business Effectiveness
Operating the business in the most effective way possible is how we can differentiate ourselves and ultimately deliver for all our stakeholders.

Cost Efficiency
Being cost efficient is aligned to our business model as a leading private label manufacturer.

22 **Read more about The Greencore Way on page 22**

* Definitions of financial key performance indicators are provided on page 12. These are non IFRS measures. IFRS measures are provided from page 80 onwards.

At a Glance

Food to Go

Greencore's Food to Go business in the UK is one of the world's leading manufacturers of pre-packed sandwiches, producing in excess of 510m food to go products each year. In addition to sandwiches, baguettes and wraps, our range of products also includes broader food to go items such as salads and sushi. We have six Food to Go facilities in the UK situated in Bow, Crosby, Manton Wood, Northampton, Park Royal and Spalding. The business also operates a radial distribution network which covers the length and breadth of Britain.

Fast Fact:

510m

Greencore produced over 510m food to go products in the UK in FY14

Prepared Meals

Greencore's Prepared Meals business produces chilled ready meals, chilled sauces, chilled soup and quiche for the major retailers in the UK. The business, like most of the categories in which it operates, is largely private label, although Greencore also produces under license for the Weight Watchers brand. The business operates out of five facilities, based at Bristol, Consett, Kiveton, Warrington and Wisbech. It holds strong market positions across all the categories in which it operates.

Fast Fact:

214m

Greencore produced 214m prepared meals, quiches and packs of chilled soup in FY14

Grocery

The Grocery business manufactures ambient cooking sauces, table sauces, pickles and Yorkshire Puddings, as well as cakes and desserts for most of the major retailers. It is distinctive to other manufacturers in that it focuses on manufacturing under the private label of customers rather than its own brand. The division operates out of four facilities in Selby, Leeds, Hull and Evercreech.

Fast Fact:

215m

Greencore produced 215m jars of cooking sauce, pickles and condiments in FY14

US

Greencore entered the US market in 2008 and now, following a series of acquisitions, operates out of seven manufacturing facilities in the six states of Massachusetts, Virginia, Illinois, Florida, Minnesota and Utah. Its primary business in the US is the manufacture and distribution of sandwiches and other food to go products to convenience stores and food service outlets across the US.

Fast Fact:

136m

Greencore produced 136m food to go products in the US in FY14

Chairman's Statement
Gary Kennedy

Dear Shareholder

FY14 has proved to be another year of strong business performance and further strategic development in line with our vision of being a focused, fast growing international convenience food leader.

Financial Performance*

Whilst the UK food retail environment overall remains challenging, our portfolio of products continues to benefit from the high rate of opening of convenience stores, combined with increasing employment levels. Weather patterns were also favourable overall with a mild winter and a reasonable summer. In the US, we saw continued headline growth as we developed sustaining relationships with key customers.

Reported Group revenue increased by 6.4% to £1,273.5m with like for like revenue growth in Convenience Foods of 8.4%. The Convenience Foods like for like performance was driven by outstanding revenue growth in food to go products of over 15%. Operating profit conversion was good with Group operating profit up by 11.4% leading to a 30 basis points increase in operating margin. Adjusted earnings per share were 13.6% higher as a result of the growth in operating profit combined with lower financing costs.

Despite the increase in capital expenditure, the Group again delivered a strong performance on cash generation. Net debt decreased by £20.7m to £212.1m. Net debt: EBITDA leverage stands comfortably below 2.0 times as a result.

Strategic Development

We continue to lay the foundations for future growth by commencing a significant capacity investment programme in both the UK and US to enable us to service known customer initiatives.

In the UK, this programme includes a £30m capacity investment in the Northampton food to go facility to facilitate a new business win and to service committed growth initiatives with that customer.

In the US, we are building a national food to go business of real scale. To facilitate this, we are undertaking a significant and complex programme of development. During the year, we undertook a £7m capacity investment in the Jacksonville facility to manufacture frozen food to go products for a key customer. In February 2014, we acquired Lettieri's, a leading manufacturer of frozen food to go products for the US convenience market, with significant surplus production capacity. In March 2014, we announced the construction of a new facility in Rhode Island at a cost of approximately £20m which will facilitate the closure of two leased sites in Massachusetts and generate annualised savings, once fully realised, estimated at £5m.

Today, we are announcing the development of our first West Coast facility in Washington State. This facility will provide both production capacity and a development unit and will enable us to service a contract, which we are acquiring, with a key customer from H2 FY16. The total cost of the initiative is expected to be approximately £20m.

> "Reported Group revenue increased by 6.4% to £1,273.5m with like for like revenue growth in Convenience Foods of 8.4%."

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The US business is experiencing rapid growth but is not yet operating at Group average operating margin levels. This is due both to the learning curve and ramp-up costs on the various growth initiatives as well as site specific challenges in Newburyport and Brockton. The delivery and integration of confirmed new business together with the successful implementation of these large projects should enable us to bring the US business up to Group average operating margin in due course.

Having sold the Minsterley chilled desserts facility in January 2013, we focused the portfolio further with the disposal of the foodservice desserts business, Ministry of Cake, in May 2014.

Dividends

The Board of Directors is recommending a final dividend of 3.25 pence per share. This will result in a total dividend for the year of 5.45 pence per share representing an increase in dividend per share of 13.5%, in line with the growth in adjusted earnings per share.

Board Development

Following the significant level of change at Board level in FY13, this has been a much quieter year. At the Annual General Meeting ('AGM') in January 2014, Mr David Simons stepped down from the Board. I would again like to take this opportunity to thank David for his immense contribution over a period of nine years. We have a well-balanced and truly talented Board of Directors who you will get a chance to meet at the AGM in January 2015. I would like to thank them for their wise counsel and support for me in this first full year as Chairman. Their biographies can be found on pages 32 and 33.

Management and Employees

I have again visited many of the Group's facilities during FY14 and remain struck by the sheer dedication and focus of all of my colleagues in the business. They share a real sense of purpose and a commitment to doing their best every day of the year on behalf of our customers. I thank them on your behalf for their continued commitment and delivery.

Outlook

Greencore has strong market positions and a clear strategy. While the outlook for the UK grocery retail market is uncertain, we remain confident in our ability to deliver profitable growth across our well-focused portfolio with confirmed new business awards and exposure to the rapidly expanding convenience channel. FY15 will see a further significant step up in capital expenditure on capacity, productivity and capability initiatives; execution of these projects is a key area of focus. We have entered the new financial year with good momentum in the business and remain well positioned to deliver further progress in FY15 and beyond.

Gary Kennedy
Chairman
24 November 2014

> "Greencore has strong market positions and a clear strategy."

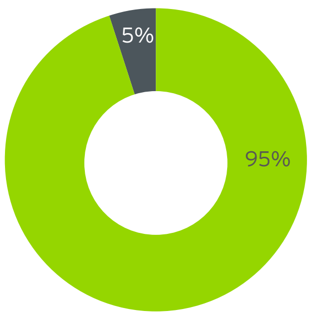
Revenue Growth

6.4%

Adjusted EPS growth

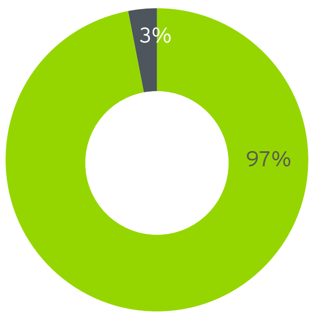
13.6%

Revenue by Division



- Convenience Foods
- Ingredients & Property

Operating Profit by Division



- Convenience Foods
- Ingredients & Property

Business Model and Strategy

Greencore is a leading convenience food business with an annual turnover of approximately £1.3 billion. We employ over 10,000 employees across 22 convenience foods sites in the UK and the US.

Our Vision

To be a fast growing, international convenience food leader

Our Strategy

#01 Deepen food to go leadership

We are focused on deepening our leadership in the food to go category in share, growth, capability and economic delivery. We define food to go as food purchased and consumed out of home where there is an option to take away to consume.

The food to go category is currently experiencing strong market growth and this is set to continue as the sector is largely aligned with longer-term consumer and customer trends. Strong growth, combined with our significant market share and market-leading capabilities, delivers attractive returns on capital employed.

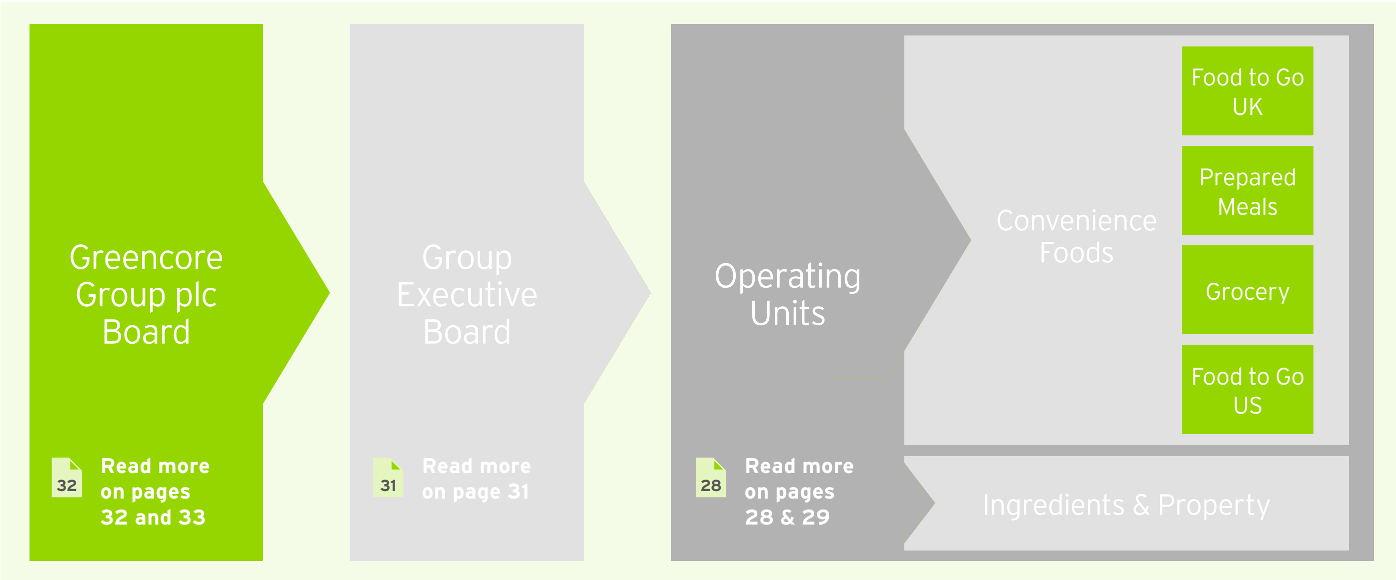
Deepening our leadership involves working with our existing customers to build and improve their offerings and solutions, while simultaneously exploring opportunities to develop our offerings with other customers, in other channels and in adjacent categories.

#02 To have market leading positions in complementary convenience food categories

We want to continue to develop market leading positions in other convenience food categories which are complementary to the food to go categories. Our Prepared Meals business has strong positions in chilled ready meals, chilled soup, chilled sauces and quiches and our Grocery business provides meal components, such as cooking sauces, table sauces, pickles and Yorkshire Puddings, as well as cakes and chilled desserts for a wide range of customers.

Our strong positions in these markets support relationships with key customers, help build capability and talent and provide stable cash flows. We are continuing to develop and grow our positions in these categories.

We use the following organisational model in Greencore to execute the Board's strategy.



#03 Build distinctive, enduring customer partnerships

We believe in adding value through developing enduring, strategic relationships with customers and acting together with them as partners to achieve the best outcome for the customer, the consumer and Greencore. Through committing solely to customer brands and moving to longer-term, multi-year supply arrangements, we are placing ourselves in a position to work closely with our customers and differentiate ourselves from other players in the market.

We are building strategic relationships by going beyond food manufacturing to provide distribution, innovation, new product development and category management solutions. We are focused on providing a better overall supply solution to our customers across all areas of our business.

#04 Win in the UK and US markets now and other geographies in the years ahead

There is continued strong growth in the UK despite a tough retail environment and we have a platform to materially grow our US business, leading to strong operating leverage. Going forward, we aim to continue to win in these markets and further consolidate our strong market positions.

We will seek to identify prospective market opportunities in other selected high growth food to go markets in the years ahead and develop our business with a disciplined approach to capital allocation.

Strategy in Action

Greencore is implementing a series of major strategic investments to support future organic growth. This is supplemented by targeted M&A activity.

Investing in our UK facilities

#01. Expansion of food to go facility in Northampton

In May 2014, we announced an investment in our Northampton food to go facility to facilitate a significant new business win. The investment of £30m will be phased between FY14 and FY16 and will support both the extension of the existing facility and construction of a new facility. The overall expansion will create approximately 300 new jobs.

The extension of the existing facility involved adding extra capacity including two high speed sandwich lines. This facilitated the first phase of new products, which were launched in Q4 FY14. The extension will support annualised revenue of £30m by January 2015.

The new facility will be constructed on an adjacent site and will be sustainably built with the latest technology with the aim of being fully operational by Q3 FY16.

The investment will also support specific future growth opportunities with the Northampton facility customer.

This investment supports our strategic aims to deepen our leadership in the food to go category and to build strategic, enduring partnerships with our customers.

#02. Investment in capacity at Kiveton

Over the past number of years, we have invested in our facility in Kiveton, increasing our ready meals, quiche and soup capacity. These investments were largely driven by secured business wins, supplemented by incremental investments in capacity to support future growth with existing and new customers.

These investments are aligned with our strategy to have market leading positions in convenience food categories that are complementary to the food to go category.

These investments facilitate deeper relationships with our customers to ensure we remain their supplier of choice and that we are in a position to support their future growth agendas.

Building extension in Northampton, September 2014

Building manufacturing scale in the US

#01. Building manufacturing facility in Rhode Island

A key element of our strategic agenda for FY14 was to improve our manufacturing footprint in the North East, with the aim of consolidating in one location and creating capacity for further growth. In March 2014, we announced an investment of approximately £20m to build a new manufacturing facility in Quonset, Rhode Island. This facility is strategically located to enable us to supply our existing markets in New England whilst also developing future opportunities closer to New York.

This facility will replace our existing sites in the North East; Newburyport and Brockton, which will close on a phased basis between April and September 2015, with many employees taking up roles at the new facility.

The new 100,000 square foot site is designed to manufacture sandwiches. It will have a modular design which will facilitate future expansion, and will be built to the highest standards of hygiene, efficiency and process capability. The facility is designed to generate annualised savings estimated at £5m once fully realised.

#02. Building frozen capability in Jacksonville

During FY14, we invested £7m in creating the capability to manufacture frozen food to go products at our site in Jacksonville, Florida. The investment has provided capacity to support more than £60m of revenue, largely focused on breakfast and lunchtime products sold hot at the point of purchase.

The investment also enables us to service a significantly wider geography with frozen products.

Construction is now complete and the site was producing over 130,000 units by the end of Q4 FY14. The first products were brought to market in Q4 FY14.

#03. Acquisition of Lettieri's in Minneapolis

In February 2014, we completed the acquisition of Lettieri's LLC, a leading manufacturer of food to go products for the US convenience channel. The facility had revenue of approximately £20m at acquisition with significant surplus capacity for future growth.

Lettieri's products are manufactured frozen but served hot via roller grills and heated cabinets. They form a primary component of the food to go offering in convenience stores, alongside chilled food to go items, such as fresh sandwiches. The product range includes assembled products (e.g. breakfast sandwiches), extruded products (e.g. stuffed baguettes and breadsticks) and enrobed products (e.g. wrap dogs) for the roller grill.

This acquisition is a good fit with our strategic aims, with a strong position in a niche part of the food to go market and a convenience store focus. It also broadens our geographic scope. There is significant potential for future growth in this area and excess capacity in the facility to support these growth prospects.

Jacksonville site, September 2014

New build in Rhode Island, October 2014

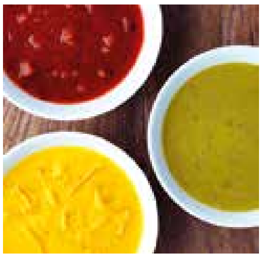
Business Environment

Market Trends

Underlying consumer trends support growth in our categories across both of our geographies.

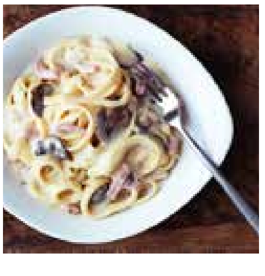
Value for Money

Consumers continue to seek value for money and this remains a key factor in buying behaviour. Increased use of discounting is indicative of a longer-term trend which is likely to continue in the years ahead.



Convenience

Consumers are seeking more convenient solutions to suit busier lifestyles. This has led to a blurring of channels as consumers are increasing their out of home consumption and seeking to fill a meal occasion.

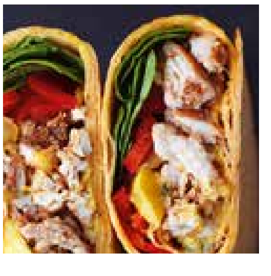


Fresh and Healthy

Consumers have an increasing focus on healthier options, with freshness being a key driver of perceived healthiness and taste.

Snacking

There is a significant increase in the number of meal occasions with consumers eating throughout the day. There is a need for food to go providers to adapt their product mix to cater for this.



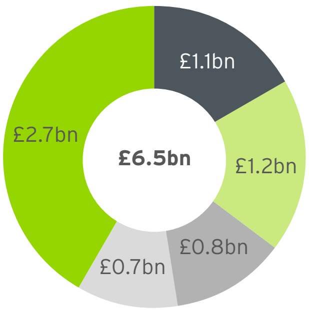
Affordable Indulgence

There is increased product differentiation with consumers seeking out unique and higher quality foods. Locally produced foods are increasingly influencing consumer buying decisions.

Key UK food to go trends

#01.
The UK food to go market is estimated to be worth £6.5 billion

UK food to go market by channel[1]



- Bakery & sandwich specialists
- Grocery multiples
- Convenience stores
- Coffee shop chains
- Food service & catering

#02.
The food to go market is experiencing strong growth

Chilled food to go market growth 2014[2]

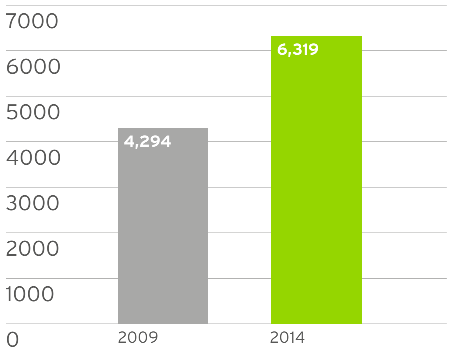
+9.5%

Sandwich market growth 2014[2]

+9.8%

#03.
Significant growth in smaller format convenience stores

No. of convenience stores in UK[3]



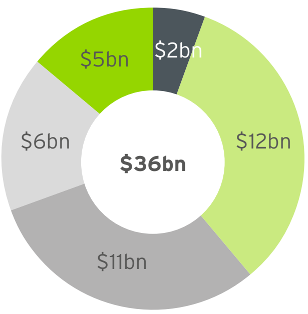
Growth in number of convenience stores 2009-2014*

+8%

Key US food to go trends

#01.
The US chilled prepared foods market is estimated to be worth $36 billion

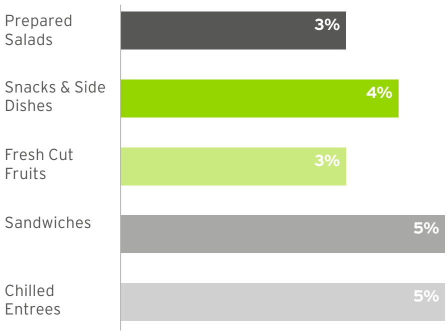
US chilled prepared foods market size by category[4]



- Snacks & side dishes
- Chilled Entrees
- Prepared salads
- Sandwiches
- Fresh cut fruit

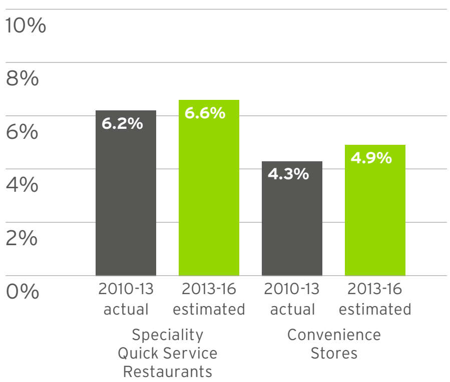
#02.
There is strong growth across all categories within food to go

US chilled prepared foods market growth by category[4]



#03.
Food to go is growing significantly in convenience stores and coffee shops

US food to go growth by channel[5]



* Compound Annual Growth Rate

1 Kantar 2013, BSA, Greencore Research 2014
2 Nielsen 52 weeks to 27 September 2014
3 IGD data, November 2014
4 Greencore commissioned research 2013
5 Technomics report 2014

Financial Key Performance Indicators

The Group uses a set of headline financial key performance indicators to measure the performance of its operations and of the Group as a whole.

Although the measures are separate, the relationship between all five is also monitored. In addition, other performance indicators are measured at individual business unit level.

#01.

Sales Growth

Group revenue increased by 6.4% in FY14.

In our Convenience Foods business, the Group measures weekly sales growth. In FY14, revenue growth was 7.5%.

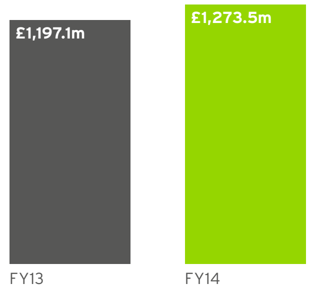
A more accurate guide to underlying revenue performance is provided by like for like measures which exclude the impact of acquisitions or disposals in the year and are expressed in constant currency. In the UK in FY14, we recorded like for like revenue growth of 7.5% that is excluding the desserts activity which was sold to Müller Dairy UK in January 2013 and revenue from Ministry of Cake which was sold in May 2014. In the US in FY14, we recorded like for like revenue growth of 15.3% that is excluding the Lettieri's revenue since acquisition in February 2014 and expressed in constant currency.

In the Ingredients & Property division, we track monthly sales, although this is not the primary measure of performance for this division. In FY14, the division recorded a 9.7% decline in revenue on a constant currency basis.

Revenue

£1,273.5m

+6.4%



#02.

Operating Margin*

The Group's operating margin in FY14 was 6.5% compared to 6.2% in FY13.

In Convenience Foods, the operating margin was 6.7% compared to 6.4% in FY13. This was driven by the strong growth in revenue and improvements in some of the lower margin parts of the UK portfolio. Operating margin is calculated using operating profit before exceptional items and acquisition related amortisation divided by reported revenue.

Group Operating Margin

6.5%

Convenience Foods Operating Margin

6.7%

#03.

Cash Flow

Net cash inflow from operating activities was £84.7m compared to £65.8m in FY13. The increase was predominantly driven by the increase in operating profit together with lower exceptional cash spend.

Net Cash Inflow

£84.7m

#04.

Return on Invested Capital*

The Group's return on invested capital in FY14 was 13.7% (FY13: 12.7%).

The return is calculated as net operating profit after tax ('NOPAT') divided by average invested capital. NOPAT is calculated as operating profit (before exceptionals and acquisition related amortisation) including share of associates, less tax at the effective rate in the Income Statement of 1% (zero in FY13). Invested capital is the sum of all current and non-current assets (including intangibles), less current and non-current liabilities with the exception of net debt items, derivatives and retirement benefit obligations. The average is calculated by adding together the invested capital from the opening and closing balance sheets and dividing by two.

Return on Invested Capital

13.7%

#05.

Adjusted Earnings* per Share

Adjusted earnings per share were 15.9 pence compared to 14.0 pence in FY13, an increase of 13.6%.

Adjusted earnings per share is stated before exceptional items, pension finance items, acquisition related amortisation, FX on inter-company and certain external balances and the movement in the fair value of all derivative financial instruments and related debt adjustments. Note 10 to the financial statements provides the details of the calculation of adjusted earnings and the weighted average number of Ordinary Shares in issue.

Adjusted EPS

15.9p

* Operating profit, financing, tax, adjusted earnings and ROIC for FY13 have been restated to reflect the impact of IAS19 (Revised 2011): Employee Benefits.

Non-Financial Key Performance Indicators

The Group also has a number of non-financial key performance indicators to measure the status and development of a number of non-financial areas, which are also important to the Group and its stakeholders.

#01. Product Development

The Group was producing approximately 3,500 different products at the end of FY14.

It is Greencore's aim to put great tasting food at the heart of our culture and to continuously innovate food recipes and technologies. The Group's 'innovation churn' in FY14 was 30%, which means that, of our 3,500 current products, nearly 1,050 of them had undergone some form of product or packaging development during the course of the year.

#02. Accident Rates

We continue to benchmark the Group Accident Incident Rate.

In our ongoing efforts to keep people healthy and safe at work, we are pleased to announce a 12.6% improvement on the total accident rate. Furthermore, reportable accidents decreased year on year by 10%.

#03. Group Technical Training

As part of our principle of supporting one another to fulfil each other's potential, Greencore continues to invest in staff training.

During FY14, 866 colleagues received training through the Group's technical programme. Furthermore, an additional 40 Greencore managers have participated in the Group's Leadership Academy at one of our ILM accredited regional training centres.

#04. Supplier Audits

As part of Greencore's ongoing efforts to build effective and transparent supply chains, our UK based team of auditors visited 211 suppliers over the course of FY14.

In addition, they carried out 807 desk-based audit trails for those suppliers that are approved by recognised third party auditors.

#05. Waste to Landfill

Having delivered on our initial aim of sending zero waste *direct* to landfill, this year we have undertaken a full traceability on each of our waste streams to understand the final destination of *all* elements.

By the end of September 2014, we had achieved our next goal of zero waste to landfill. *All* waste from Greencore's UK sites now goes for re-use, recycling or recovery.

#06. Carbon Disclosure Project

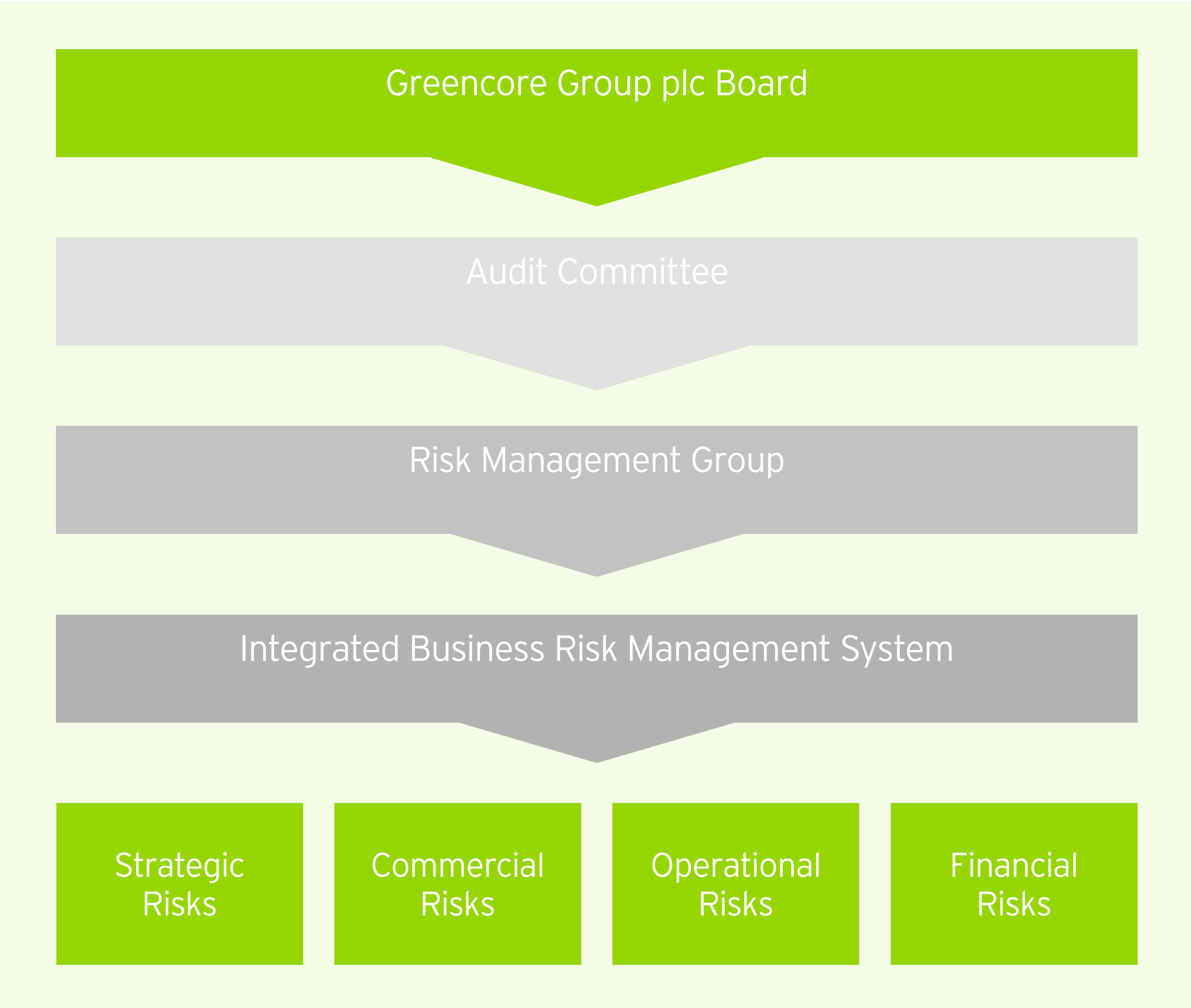
In FY14 we again responded to the Carbon Disclosure Project Climate Change Program.

We continue to work on improving our carbon reporting and, more importantly, working to reduce our carbon footprint. Our disclosure score for this year under the Carbon Disclosure Project Climate Change Program was 81, which represents our highest score to date. We also recorded a performance band rating of C. We have continued to implement a range of energy efficiency measures including heat recovery from air compressors, energy efficient lighting upgrades and investment in more efficient hot water boiler systems.

Risks and Risk Management

As a leading food manufacturer in a highly competitive environment, it is critical that Greencore identifies, assesses and prioritises its risks. This, along with the development of appropriate mitigating actions, enables us to monitor, minimise and control the probability and impact of these risks.

Business Risk Management Table



Risks	Description of Risks	Measures to Reduce Risks
Strategic Risks		
Competitor Activity	The Group operates in highly competitive markets, particularly within the Convenience Foods division. Significant product innovations, technical advances or the intensification of price competition by competitors could adversely affect the Group's results.	The Group invests in research and development and ensures that the introduction of both new products and improved production processes places the Group at the forefront of customer needs in its chosen markets. The Group also continually works to streamline its cost base to ensure it remains competitive.
Growth	The Group is pursuing a strategy of growth and expansion and has won significant customer contracts recently. This strategy necessitates both major capital investments and selected corporate development opportunities. The level of growth and consequent change is particularly high in the US business and can result in significant management stretch. Major capital investments and corporate development opportunities are often high cost, may involve significant change and may result in the addition of material numbers of new employees.	The Board and senior management engage in a robust, formal and thorough process for identifying, measuring and deciding on the suitability of such investment projects. In the case of acquisitions, an integration team reporting to senior Group management and the Board is established to ensure a successful integration. Resources are put in place as deemed necessary to manage the business change. Post project reviews are carried out on all major capital investment projects to monitor the effectiveness of execution. The Group's US business is fast growing with both significant capital investment and a further acquisition during FY14. In order to manage the project execution risk and level of change, the US business leadership has been reinforced by the addition of senior business transformation and HR professionals. Group executive management regularly visit the US to monitor progress.
Commercial Risks		
Changes in Consumer Behaviour and Demand	In common with other food industry manufacturers, unforeseen changes in food consumption patterns or in weather patterns may impact the Group. In addition, demand for a number of the Group's products can be adversely affected by fluctuations in the economy.	The Group works closely with its customers to adapt to changing consumer trends and invests in market research, innovation and new product development to ensure regulatory, customer and consumer requirements are addressed. In FY14, 30% of all of the products that Greencore manufactured across the UK and the US were new to market versus the same period last year.
Key Customer Relationships and Grocery Industry Structure	The Group benefits from close commercial relationships with a number of key customers. The loss of any of these key customers, or a significant worsening in commercial terms, could result in a material impact on the Group's results. In addition, changes to the Grocery industry structure may also adversely affect performance. For example, the Grocery market is undergoing significant change with the growth of limited assortment discounters, small stores and online sales.	The Group invests significant resources to maintain deep, multi-level relationships which drive value and minimise risk for both itself and its key customers. The Group continues to focus on a broad range of customers across all formats and the exploration of other geographic markets, such as the US, where the Group has continued to expand its service offering during the year.
Input Cost Inflation	The Group's cost base and margin can be affected by fluctuating raw material and energy prices and changes in cost and price profile.	The Group maintains a strong commercial focus on purchasing, process and cost improvement to manage and mitigate these risks. In addition, the Group adopts strategies that diversify risk thereby improving the positioning of its businesses and the defensibility of its margins. The Group has mitigated the impact of 4% input cost inflation in FY12, 1% in FY13 and 1% in FY14 through this combined approach.

Risks and Risk Management (continued)

Risks	Description of Risks	Measures to Reduce Risks
Operational Risks		
Food Industry Regulations	As a producer of convenience foods and ingredients, Greencore is subject to rigorous and constantly evolving regulations and legislation particularly in the areas of food safety and environmental protection.	The Group maintains a strong technical function which sets high standards for food safety and environmental controls which strive for best practice above and beyond the minimum compliance requirements. In addition, Greencore closely monitors emerging issues in an ever-changing regulatory environment to address increasing compliance requirements.
Product Contamination	The Group produces a large volume of food annually and there are risks of product contamination through either accidental or deliberate means. This may lead to products being recalled as well as being a significant draw on resources and could therefore result in both a financial and/or reputational impact on the Group.	The Group maintains industry leading food safety and traceability processes and procedures. Each facility in the UK and the US has a team dedicated to ensuring compliance with Group and industry standards in this area and the Group constantly monitors performance against a detailed set of metrics and measures. They are subject to significant amounts of audits by internal teams, customers and independent bodies auditing against recognised global food safety standards. The Group also operates stringent controls across its supply chain including audits and strict approval of its suppliers supported by rigorous quality checking of all ingredients. In FY14, 914 internal audits and 258 external audits were carried out at our facilities and 211 audits were carried out on Group suppliers.
Health and Safety	In addition to the obvious human cost, a serious workplace injury or fatality could inevitably carry serious financial, reputational and legal risk.	The Group has in place strong processes and procedures in health and safety supported by an established review programme across all sites. We also have a culture of engagement throughout the business from executive management through to the shop floor.
Disruption to Day to Day Group Operations	The Group is at risk of disruption to its day to day operations from poor operational management, the breakdown of individual facilities or the loss of a significant manufacturing plant.	The Group maintains industry leading operational processes and procedures to ensure effective operational management at each facility. The Group significantly invests in high calibre on-site teams with responsibility across engineering and maintenance, supply chain, planning and operational excellence. The Group also maintains robust security and comprehensive operational disaster recovery plans. In addition, the Group undertakes regular reviews of all sites with external insurance and risk management experts, with these reviews being aimed at improving the Group's risk profile.
Recruitment and Retention of Key Personnel	The ongoing success of the Group is dependent on attracting and retaining high quality senior management and colleagues at all levels in our business who can effectively implement the Group's strategy.	The Group mitigates the risk through robust succession planning, strong recruitment processes, long-term management incentives, retention initiatives, a deep commitment to on-the-job training and specific programmes to enhance communication and colleague engagement. In addition, the Group has also established the Group Executive Board which supports succession planning at the senior management level.

Risks	Description of Risks	Measures to Reduce Risks
Financial Risks		
Interest Rates, Foreign Exchange Rates, Liquidity and Credit	In the multi-currency and multi-national trading environment in which the Group operates, there are inherent risks associated with fluctuations in both foreign exchange rates and interest rates. In addition, in the current economic climate, the Group's credit rating and its related ability to obtain funding for future development and expansion are specific risks.	These risks are actively managed by the Group's Treasury Department. The Treasury function operates within the framework of strict Board-approved policies and procedures which are explained further in Note 20 to the Group Financial Statements. During FY14, the Group refinanced $65m of maturing US private placement notes with a new eight year facility. In addition, the Group arranged a new committed non-bank debt facility of €70m with a maturity of six years. As a result, the Group is well financed with committed facilities at 26 September 2014 of £485m with a weighted average maturity of 2.7 years.
Employee Retirement Obligations	The Group's defined benefit pension funds are exposed to the risk of changes in interest rates and the market values of investments, as well as inflation and the increasing longevity of scheme members. The recent volatility in worldwide equity markets and decline in bond yields has brought the risk of employee retirement obligations to the fore.	These risks are mitigated by paying appropriate contributions into the funds and through balanced investment strategies which are designed to avoid a material worsening of the current surplus or deficit in each fund. The Group has closed all defined benefit pension schemes to future accrual. Where relevant, the Group also uses specific arrangements with schemes to improve the security of scheme benefits while reducing contributions.

Chief Executive's Review*
Patrick Coveney

Patrick Coveney was appointed Group Chief Executive Officer in March 2008, following a two and a half year period as Group Chief Financial Officer. Greencore has changed significantly in that time. Here, Patrick talks about some of those changes, the vision and strategy that the Group now has, progress during FY14 and priorities for the year ahead.

Q: What progress has the Group made in FY14?

We have had an excellent year with strong revenue growth, improved margins and returns on capital, strengthened customer relationships, a refined strategy and significant organisational and cultural development.

Our food to go led strategy is working well. By focusing our resources on this high-growth segment and by winning further share with key customers we have delivered 8.4% like for like revenue growth in Convenience Foods. The benefits of this growth, when taken together with our Business Effectiveness and Cost Efficiency programmes, have enabled us to enhance operating margin by 30 basis points and return on invested capital by 100 basis points.

We have worked hard to strengthen our partnerships with customers. We have materially extended our supply contracts, in several cases to beyond five years, and widened our proposition to include consumer insight, innovation, purchasing, category management, distribution and collaborative supply chain support.

Central to our progress has been putting People at the Core. We now have clarity on our strategy, portfolio and business model but it is through our people that we deliver. This year we have invested significantly in strengthening our HR, IT and Purchasing teams.

As importantly, we have also worked at all levels to strengthen our culture, our ways of working and our colleague engagement – all as part of The Greencore Way.

Q: Looking back a little further, how would you describe the Greencore of today relative to the business that you joined in 2005?

Our business has changed enormously and on almost every level: strategy, portfolio, geography, business model, structures, capabilities, culture and mindset. The Greencore of 2005 very much had its roots and ways of working embedded in Irish Sugar. We were learning about convenience foods, but at our core we were an Ireland-based, ingredients business.

Over the last decade, we have reshaped Greencore into an international convenience food leader; a growth business; a focused business. We have sold, divested or exited about 15 different business areas and acquired 15 more. Indeed, as I compare our portfolio of 22 manufacturing sites with that of three years ago, nine of those sites are new to our Group since September 2011 and we are currently building two more factories.

But actually the biggest difference is not in strategy, portfolio or sites, but in our culture. The business feels and acts very differently. There is a pride, a hard-won pride, in who we are and what we do. We have fought hard to reshape this business, to become a genuine growth company, to become an international convenience foods leader. We will not give up that progress lightly. We have thousands of colleagues who are a part of our business, who understand our strategy and model as it relates to their career, to their lives, to their teams. We are a performance company in how we hold each other to account. We have truly put People at the Core. All of this is captured in The Greencore Way, a simple model that brings together the key elements of who we are and how we will succeed.

We are 'looking out' more. Our customers now view us in a different light. Of course we 'fight' sometimes; these are tough markets and you have to earn your return! But there is a respect and a genuine sense of partnership evident in all of our large customer relationships. We 'look out' to the community too. For example,

"We have had an excellent year with strong revenue growth, improved margins and returns on capital."

* Definitions of financial key performance indicators are provided on page 12. These are non-IFRS measures, IFRS measures are provided from page 80 onwards.

Chief Executive's Review (continued)
Patrick Coveney

as part of our leadership role within the Institute of Grocers and Distributors, we championed 'Feeding Britain's Future' ('FBF'), which is a transformational industry-wide initiative to reach out and engage with young people (often from disadvantaged backgrounds) around how to build future careers in the food industry. This year we held 40 FBF workshops for 600 young people across 18 of our UK locations.

Q: You signalled a change in strategy last year with a tighter focus on food to go markets. What does this mean in practice and what implications does it have for the portfolio and capabilities of the Group?

We did indeed refine our strategy last year. In particular, we tightened our consumer focus from a broad-based convenience market to a particular segment of that market – food to go. This change was informed by four factors: (1) a belief in the long term growth dynamics of the food to go market in both consumer and channel terms; (2) a recognition of the market position, customer dynamics and capabilities of our Group; (3) the attractiveness of the food to go economic model in terms of returns on capital; and (4) the opportunities open to us to leverage our existing businesses into new channels and geographies.

Our strategy is to be a food to go leader in the UK, the US and other markets, supported by leading positions in complementary convenience food categories. Importantly, this food to go focus includes, but is not restricted to, our UK and US sandwich businesses. We are now driving a food to go focus across each of our Divisions. For example, in Prepared Meals we are developing immediate consumption soup propositions and individually portioned baked products. Furthermore, as we look at how food to go markets have evolved outside of the UK, it is very clear that the manufacturing and supply chain capabilities that sit in our UK Prepared Meals Division are highly applicable to food to go markets.

Of course, we recognise that not every product we make targets the food to go occasion. However, where we compete in other consumer and channel segments we do so with complementary businesses that have strong market positions, well invested facilities, capable teams, and the potential for attractive economic returns. Our Grocery Division is an excellent example of such a strong complementary business.

Q: The UK grocery market has struggled for growth this year; how has that impacted on Greencore's performance and strategy?

We have been surprised by the softness in the UK grocery sector this year. However, given the specific category and channel choices that we have made, the overall impact of these industry pressures on Greencore revenues has been more modest than you might expect. Taken in aggregate, the sandwiches, salads and sushi market has grown at almost 10% in the year and we have outperformed that market by more than five percentage points. Overall, our UK business delivered 7.5% like for like revenue growth.

A critical factor behind this growth has been the strong performance of the convenience or small store formats across **all** of our large customers. Our model, which can combine innovation, category management, bespoke distribution, food safety, supply chain accuracy and manufacturing competitiveness, is configured to work in these channels. Consumers have changed how and where they shop, in simple terms moving to 'little and often', and our strategy and business model is well matched to these changes. We are working hard with our customers to help adapt our propositions to the needs of this evolving marketplace.

Q: A lot has been made of the US opportunity. How is that business developing and what potential does it have for the Group?

We are in rapid scale-up mode. We have a tight product, channel and customer strategy centred on food to go products in small store outlets. We are confident in our US strategy and are now 'running fast' to scale-up our business to capture this emerging food to go opportunity across multiple regions. In the last year we delivered growth of almost 25%. We achieved this while commencing supply to a new strategic customer across multiple sites, acquiring Lettieri's, commissioning Jacksonville, launching a new factory build in Rhode Island, rolling out an ERP system and bringing in multiple new people at all levels in the organisation. This is exhilarating but demanding too! Successful delivery of our US strategy will transform our Group and truly enable us to fulfill our vision of being a fast-growing, international convenience food leader.

Q: What priorities do you have for FY15?

This is an exciting time to be at Greencore. My main priorities for the year ahead are: (1) sustain growth and performance in our UK Divisions. To do this we must help our customers find growth and performance in a tough overall market; (2) scale up our US Division, while building returns towards Group average levels; (3) strengthen our teams, our processes, our capabilities and our culture; and (4) put in place the next iteration of our strategy, setting us up for strong further growth in FY16 and beyond.

It is a privilege to have this role and to have the opportunity to deliver for so many stakeholders, to be able to lead this business at this stage in our development and to enjoy coming to work every day. Of course there are challenges in our markets and in our business but I am grateful for the commitment, support and skills of so many of my colleagues in Greencore and of our supplier and customer partners. Truly, Greencore's best days lie ahead.

Patrick Coveney
Chief Executive Officer
24 November 2014

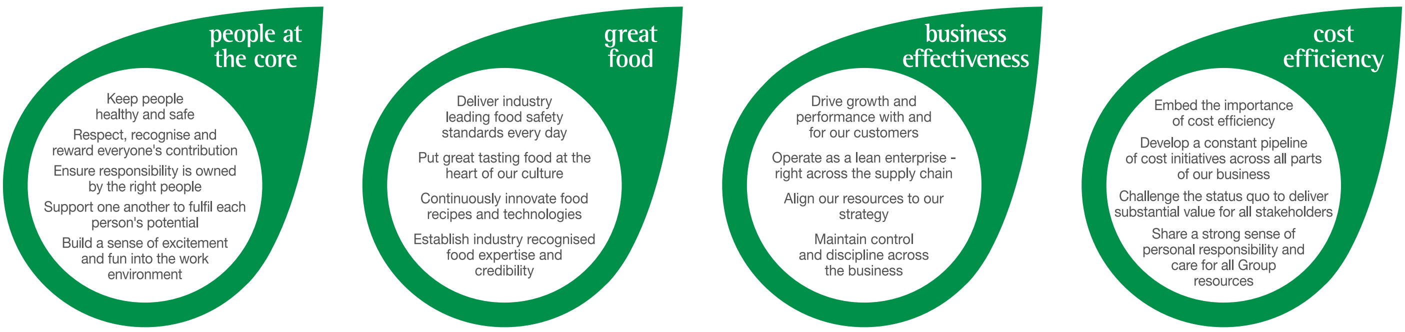
"I am grateful for the commitment, support and skills of so many of my colleagues in Greencore."

Corporate Social Responsibility Report 2014

The Greencore Way

The Greencore Way describes both who we are and how we will succeed. It is a simple model that brings together all the key elements of what we are about at Greencore. It is based on four core principles that are all central to how we deliver our vision.

Our Principles



Our Stakeholders

Shareholders

Delivering industry leading economic performance

Customers

Delivering excitement, intimacy, growth and trust

Suppliers

Building effective and transparent supply chains

Communities

Doing the right thing for our industry and our communities

Environment

Efficiently using and respecting all resources

Our vision is to be a fast growing, international convenience food leader. We use The Greencore Way to describe who we are and how we will succeed. It sets out four key principles:

1) People at the Core
2) Great Food
3) Business Effectiveness
4) Cost Efficiency

Embedding these principles within our business means operating in a sustainable and responsible way. They will enable us to deliver ambitious outcomes for our stakeholders. This report sets out some of our progress to date.

The Greencore Way

The Greencore Way is how we will become a fast growing, international convenience food leader. This year saw the official launch of The Greencore Way at a senior leadership conference in December 2013, with the full roll-out across all of our facilities during the spring and summer of 2014.

We have introduced The Greencore Way in order to strengthen our organisation and culture to enable us to deliver our strategy.

Enhancing our capability: We are very strong in many aspects of what we do, but as the organisation grows and develops so we need to continue to build and enhance our capabilities.

Consistency in our delivery: The Greencore Way gives everyone across the Group a clear, consistent understanding of our strategy and performance.

Clearer, more aligned sense of purpose: We have high aspirations across the Group and The Greencore Way gives us a single aligned view of where we are going strategically and how we will get there.

We recognise that this is a multi-year journey and will take time to embed and become truly cultural for the Group. But the benefits will be significant individually, for our businesses, our functions and our teams. It will deliver:

- A better business; performing strongly and set up for further growth
- A common language and way of working across the enterprise
- A business widely admired by all our stakeholders
- A sense of pride and confidence on which we can build

People at the Core

Keep people healthy and safe

Greencore aims to have industry leading health and safety standards and people are at the core of The Greencore Way. The safety and well being of our employees, agency staff, contractors and visitors are equal in importance to all our business objectives.

We continue to benchmark the Group Accident Incident Rate, shown below. During the period 2003/4 to 2013/14 there has been a reduction in the Accident Incident Rate from 2.49 to 0.76 accidents per 100 employees (see graph). Specifically in the past year:

- The total accident rate for 2013/14 has improved by 12.6%
- Reportable accidents decreased by 10%

However, we are deeply saddened to report that in October 2013 one of our contract colleagues suffered a fatal injury.

Each manufacturing site undergoes a thorough health and safety risk management compliance audit. The Group strives to demonstrate year on year improvement and this year delivered a 14% improvement in its risk audit scores. In addition, seven of the UK sites have been audited independently to the international standard OHSAS18001 and plans are in place for the remainder to achieve this standard by October 2016. Independent specialist audits are also conducted, for example on machinery safety, fire and explosion risk. Specialist Legionella audits are also carried out to assess water quality management and cover written schemes, monitoring and review of results and tracking of improvement actions. A combination of internal and external auditing is a valuable tool in risk management.

A Health and Safety handbook has been launched to bring together Group standards on health and safety. It includes the fundamental safety systems on all sites that individuals are expected to follow, including those for design, build and maintenance procedures.

In the US, we have developed a plan that will further align our sites on Health and Safety. Implementation will maintain a culture of positive action, supporting growth of the business and allowing for continuous improvement. A programme of staff training and engagement is being rolled out throughout the year.

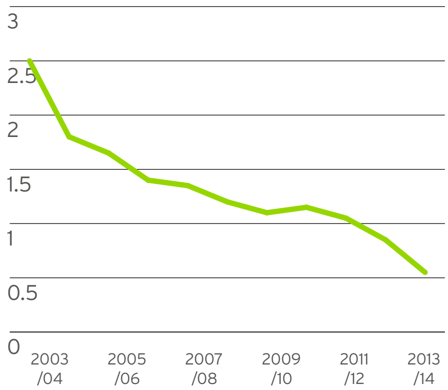
The Greencore Health and Safety Handbook

Greencore continues to support the UK Health and Safety Executive Food Manufacturing Forum by providing representation through our membership of the Chilled Food Association and supporting the Institution of Occupational Safety and Health Food and Drink forum through our membership.

The Group has been working with the Royal Society for the Prevention of Accidents ('RoSPA') to develop a bespoke training programme for driving safely. Following a successful pilot all colleagues driving on behalf of the Group will be trained in this important area.

Our Food to Go site in Northampton was awarded the RoSPA 'Gold Medal' after showing ten years of continual improvement in Occupational Health and Safety Management.

Accident Rate per 100 Employees



Corporate Social Responsibility Report 2014 (continued)

Respect, recognise and reward everyone's contribution

Throughout 2014 we celebrated success through our Star Awards programme and Employee of the Month awards which recognised outstanding individual contributions. At our Fredericksburg site in the US, Employee Appreciation week during the summer included a variety of great food and different activities every day.

From FY15, we will have truly integrated reward and recognition within our principles with the launch of The Greencore Way Awards. These will allow all sites across our business to recognise exceptional examples of The Greencore Way in action under each of the four principles.

We also recognise achievements through our intranet, our Group magazine, newsletters and conferences.

Amongst the reasons to celebrate this year, it has been the centenary year of Greencore Grocery Selby. Various activities have taken place throughout 2014 including a tea party for retired colleagues and current long-serving employees, participation in Young Enterprise activities with a local primary school and a 100 mile sponsored bike ride, the 'Tour de Greencore', in aid of local charities.

Support one another to fulfil each person's potential

People at the Core means seeking to recruit and retain the best individuals at all levels of the organisation.

Over the past year a further 40 Greencore managers have participated in the Leadership Academy at one of our UK Regional Training Centres. As an Institute of Leadership and Management accredited centre, we focus on the development of leadership and food manufacturing skills across our workforce.

Our site learning and development staff, working with the Group Learning and Development Manager, continuously review requirements and find the external providers necessary to grow skills within our workforce.

As a food manufacturer, there is naturally a focus on technical skills. Regular training is provided by the Group Technical Services team on all aspects of the function, from basic food safety through to labelling compliance. In addition, we have supported colleagues obtaining technical qualifications provided externally such as Level 4 HACCP. This year, 866 colleagues received training through the technical programme.

In the second half of the year we launched a structured 'belt' training programme as part of our Lean enterprise model. We currently have 55 colleagues undergoing yellow belt training and two members of our Group Continuous Improvement team working towards black belt.

In the US, foundation level Lean training was carried out at our Salt Lake City, Brockton and Newburyport sites. Action Teams were initiated to apply Lean methods to improve site operations.

Build a sense of excitement and fun into the work environment

While teams across Greencore sites are highly professional, our staff like to take advantage of opportunities to bring fun into the working day. This often focuses on fund raising for charity.

Building in a sense of fun can help inform about serious issues. Manton Wood colleagues learned about food safety, foreign body control and other important topics at the site's Summer Festival. With stalls themed around different cuisines, everyone had the opportunity to improve their understanding of these subjects and then test their knowledge in competitions.

Great Food

Deliver industry leading food safety standards every day

Food safety is a priority for our business and we measure our performance daily across a set of key indicators. All of our sites are subject to multiple internal inspections in addition to those carried out by external bodies. Over the last year, we have carried out 914 internal audits, from routine health checks to unannounced auditing by an independent consultant. In addition, our sites underwent 258 audits by external bodies against retailer standards and other accreditations.

Over the past year we have implemented a system of regular horizon scanning for supply chain risks. This approach enables us to supplement our standard procedures and customer requirements with additional targeted risk-based testing to ensure the integrity of our supply chains.

Put great tasting food at the heart of our culture

As a business built on Great Food, this is often at the heart of any celebrations, whether it be successful product launches, congratulating colleagues for long service or achieving great safety records.

Tour de Greencore

Manton Wood Summer Festival

The formal launch of The Greencore Way provided a great context for site celebrations and many used the occasion to hold 'Great Food' barbecues. Our US head office made sushi-making the focus of one of their Great Food events so that staff could experience for themselves the skill required.

Continuously innovate food recipes and technologies

Innovation in products, packaging and process is central to Greencore's success. In the last 12 months, 30% of all products manufactured in the UK and US are new to market.

Our innovative FlavourLock process enables us to deliver great tasting chilled ready meals with longer shelf life. This has already proved a success with our customers. The products are designed to deliver enhanced flavour and have received some of the highest ever scores from taste panels. In addition, a new packaging design with peelable film makes the dishes easier for consumers to use. While delivering quality to consumers, the products also have benefits in terms of waste reduction achieved through the longer shelf life.

Innovation at Greencore Grocery in Leeds was recognised in the 'Best New Pizza, Savouries & Savoury Bread Product' category for its Yorkshire puddings in this year's British Frozen Foods Federation awards.

Establish industry recognised food expertise and credibility

Our approach to continuously improving standards of food safety and authenticity has won us recognition from our customers, with Greencore sites receiving awards for this at two different retailer conferences.

Great Food Week at Evercreech

This year we also received the British Sandwich Association (BSA) Sandwich Manufacturer of the Year award at our Park Royal Food to Go facility.

Our Stakeholders

Applying The Greencore Way principles will allow us to achieve ambitious outcomes for our stakeholders – these include our customers, suppliers, communities, the environment and our shareholders.

Customers

Delivering excitement, intimacy, growth and trust

We want to deliver excitement, intimacy, growth and trust to all of Greencore's customers. These are the people who buy our products and are our channel to our consumers.

Our customers buy Greencore products based on several factors including quality, safety, innovation and the partnership they have with us. We work closely with our customers to achieve goals, for example on nutrition.

Salt reduction became a focus across the UK industry in 2010 when the Government published targets as part of its Public Health Responsibility Deal. At Greencore, we were already working to decrease salt levels and over the past ten years we have reduced the average amount of salt in our prepared meals range by 35% and in our pasta and cooking sauce range by 60%.

We have also made great progress in reducing salt in other chilled products, with a 20% reduction in the average content across our sandwich range and 45% reduction across our chilled soups.

Our customers have committed to work towards the new 2017 salt targets which were published during 2014. Greencore has also signed up to this commitment.

Our development teams will continue to work with customers towards the new salt targets, incorporating achievements made to date. Greencore met the Public Health Responsibility Deal target to remove artificial trans fats from products early on; we do not use partially hydrogenated vegetable oils as ingredients in our products, or oils and fats containing trans fats.

Suppliers

Building effective and transparent supply chains

We aim to work with our suppliers to build effective and transparent supply chains. We are reliant on our suppliers for the ingredients and services we use to create great food and have a rigorous supplier approval process operated by our central technical and purchasing functions.

Our UK team of auditors visited 211 suppliers over the last year and carried out 807 desk based audit trails for those approved by a recognised third party.

During 2014 we have worked at Group level to achieve supply chain certification for certain raw materials across a number of sites. This enables the central technical function to ensure that the required systems and processes are implemented consistently across the business.

We hold Group chain of custody certification for Marine Stewardship Council fish across our UK Food to Go sites and Greencore Grocery in Selby for ambient products.

We have also gained multi site supply chain certification for the use of RSPO (Round Table on Sustainable Palm Oil) certified palm oil and derivatives. We continue to use GreenPalm certificates as we work with suppliers to convert all of the palm oil in our supply chains to RSPO certified sources. Our use of GreenPalm certificates has been approved by an independent audit of our compliance with requirements.

Greencore is a member of SEDEX and we are working with our suppliers to encourage their registration. Suppliers who are not SEDEX registered are requested to complete Greencore's own ethical questionnaire at audit visits.

Environment

Efficiently using and respecting all resources

Being effective at managing and using our resources and reducing waste is entirely consistent with our economic and business aims. Every site and individual has a responsibility to conserve precious resources and reduce our impact on the environment.

In 2014, we again responded to the Carbon Disclosure Project Climate Change Program, a global disclosure system for companies to report their environmental impacts and strategies to investors. We continue to work on improving our carbon reporting and, more importantly, working to reduce our carbon footprint. Our disclosure score for this year was 81, our highest score to date. We also recorded a performance band rating of C. We have continued to implement a range of energy efficiency measures, including heat recovery from air compressors, energy efficient lighting upgrades and investment in more efficient hot water boiler systems.

Corporate Social Responsibility Report 2014 (continued)

Global GHG emissions data for period 28th September 2013 to 26th September 2014

	Tonnes of CO_2e	
	Comparison year 2012/13	Current reporting year 2013/14
Emissions from:		
Combustion of fuel and operation of facilities (Scope 1)	85,067	77,850
Electricity, heat, steam and cooling purchased for own use (Scope 2)	65,618	71,875
Total emissions (Scope 1 & 2)	150,685	149,725
Intensity measurement:		
(Kg CO_2e per £1 sales revenue)	0.126	0.118

Details of our carbon footprint are shown above. This is produced following the guidelines and principles of the WBCSD/WRI Greenhouse Gas Protocol, and covers our Scope 1 emissions (fossil fuels, transport fuel & refrigerant losses) and Scope 2 (electricity), using emission factors from UK Government's GHG Conversion Factors for Company Reporting. The footprint includes all Greencore operating companies for our financial year 2013/14.

In line with best practice and to increase transparency, we have voluntarily reported on all of the emission sources outlined in the UK Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

Overall our total Scope 1 and 2 greenhouse gas emissions have shown a reduction of 960 tonnes (0.6%). The most significant change has come from improved management of refrigerant losses and in particular the change from R22 to other refrigerants such as ammonia with zero GWP.

Our energy efficiency improvements during the year have helped contribute to a reduction in our specific energy consumption of 5.5% over the last two years.

	2011/12	2012/13	2013/14
Energy per tonne of product (kWh/tonne)	1,071	1,054	1,012

Managing our waste

Our priority for waste remains to eliminate and reduce at source. During the year we have successfully rolled out our enhanced Lean Environment programme to two sites. This has engaged employees with Greencore's sustainability agenda, helped deliver reductions in waste in all forms and tackled issues at source rather than the 'end of pipe' solution. We have also increased our work with The Company Shop to enable the diversion of residual stock for human consumption rather than sending it for disposal.

	2011/12	2012/13	2013/14
Tonnes of waste per tonne of product	0.153	0.148	0.147
Waste to landfill*	7.6%	2.4%	6.4%*

* Note – Pre-2013/14 figures are a measure of waste direct to landfill only. 2013/14 represents a measure of total waste to landfill either directly or indirectly.

Having delivered on our initial aim of sending zero waste direct to landfill, this year we have undertaken a full traceability on each of our UK waste streams to understand the final destination of all elements. By the end of September 2014, we had achieved our next goal of zero waste to landfill. All waste from Greencore UK sites now goes for re-use, recycling or recovery. The chart below gives an overview of the destination of all solid waste produced by Greencore's UK sites during 2013/14. The proportion to landfill includes waste materials sent to landfill indirectly, after initial recovery and recycling processes have been completed (e.g. packaging removed from food waste sent to anaerobic digestion). By working with our waste service providers, we have been able to ensure that none of this material now ends up in a landfill site.

Water conservation

As a food manufacturer with exacting hygiene standards, we are inevitably a significant water user. We continue to focus on water conservation and have seen a slight improvement in our water consumption per tonne of product (2.2% reduction against last year).

At our site in Evercreech, we have invested in a significant upgrade in our effluent treatment facilities whilst working hard on reducing effluent generated at source through the lean environment programme. Alongside these projects, we have developed a good working relationship with the water supplier who has been supportive of our aims for the site.

Diversity

The Group is highly cognisant of the need to promote diversity in the workplace, not only gender diversity, but also cultural and age diversity.

We strive to embed a culture which recruits, promotes and develops women in the business.

Ratio of Men and Women

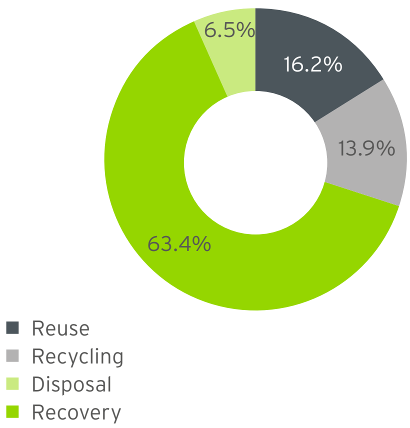
Women currently make up approximately 41% of our Group wide employees. In Ireland, 48% of the workforce is female. In the UK approximately 39% of our employees are female whilst in the US 49% of employees are female.

All Employee Gender Breakdown

Country	Ireland	UK	US
No. of Employees			
Male	23	5,366	673
Female	21	3,478	651
Total	44	8,844	1,324

Female representation on the Greencore Group plc Board is 22%; further details are set out on pages 32 and 33. Female representation on our subsidiary company boards is currently at 16%. In addition 20% of the Group's senior management team are females.

Total solid waste



	2011/12	2012/13	2013/14
Water consumption (m^3) per tonne of product	6.73	6.78	6.63

In June we undertook a Group wide engagement initiative through supporting the UN's World Environment Day. Starting with a poster competition for our colleagues' children to publicise the event, we ran a range of activities at all sites, with great support from a number of key stakeholders including water companies, waste service providers, energy efficient lighting suppliers, WRAP (Love Food Hate Waste campaign) and The Company Shop. Under the theme of 'What can we do to help the environment', the day focused on a fun way of helping employees understand how they can make a positive impact on the environment at home and at work.

Greencore continues to engage in the broader aspects of food supply chain sustainability, through chairing the Chilled Food Association Sustainability Working Group, involvement in the IGD Industry Sustainability Group and active engagement with a number of customer sustainability and environmental working groups and forums. We have also provided representation at the UK Department of Energy and Climate Change workshops developing a road map for decarbonisation of the food and drink sector by 2050 and supported the IGD Working on Waste initiative targeting a reduction in consumer food waste in the UK.

Food industry representatives, including Greencore, meet the UK Prime Minister for Feeding Britain's Future

Newburyport colleagues provide meal kits to families in need

Communities

Doing the right thing for our industry and our communities

A number of Greencore colleagues are Science Technology Engineering and Maths ('STEM') Ambassadors. Our STEM Ambassadors visit schools and careers events to talk about the opportunities in the food industry for students of STEM subjects.

Earlier this year, one of our STEM Ambassadors took part in the Big Bang Science Fair in Birmingham, together with two recent graduates from our technical department. The event brings science alive for children and young people. The team used tools developed with the Chilled Food Association ('CFA') to demonstrate food hygiene principles. Greencore was actively involved in development of the CFA's 'Chilled Education' programme which has made educational materials available for school children.

We continue to support students at Food Science Summer Schools run by the universities of Nottingham and Leeds. These have an important role in encouraging those with an interest in science to study food to degree level for technical roles in the industry.

For the third year running, we have been heavily involved in IGD's Feeding Britain's Future initiative. 600 young unemployed people were invited into our UK sites and given an insight into the industry and the types of opportunities available. They were also provided with some training in basic skills to help improve their employment prospects. This year, we expanded the programme to involve both our UK central office in Barlborough and one of our Direct to Store depots, which was able to employ three young people following the event.

As part of this year's Feeding Britain's Future event, a member of our Prepared Meals team, recruited at a Feeding Britain's Future event in 2012, was invited to Downing Street. Accompanied by our CEO he met the Prime Minister and was able to explain his personal experience of the initiative and the opportunities it has given him.

Greencore supports local communities by providing products to food banks and vulnerable families. Our Newburyport team in the US made meal kits that provided full Thanksgiving and Christmas dinners to 31 families in need in the local community. Staff at Manton Wood in the UK worked with a local food bank to ensure children from poor families did not go without food in the summer holidays. They donated hundreds of sandwiches to the Snack Pack scheme which allowed children on free school meals to get a nutritious meal every day, free of charge.

In London, our Park Royal Food to Go facility provided sandwiches for the volunteers, crew and production teams at the Breast Cancer Care Show held at the Grosvenor Park Hotel. Our Park Royal facility also supports Great Ormond Street Hospital on a regular basis by providing sandwiches for its Christmas party.

UK sites in the East Midlands regularly fundraise for the local Bluebell Wood Children's Hospice. This year's events have included a half marathon and a 5km 'colour dash' where runners were showered in coloured paint at each kilometre. The total raised for Bluebell Wood across sites has exceeded £11,000.

In 2013, Greencore was recognised with an achievement award from the industry charity, GroceryAid, for its ongoing commitment and support for its fundraising activities in aid of former industry workers that have fallen upon hard times.

Operating and Financial Review*

Reported revenue in the Convenience Foods division increased by 7.5% to £1,213.4m. On a like for like basis, revenue was 8.4% ahead with the UK up by 7.5% and the US up by 15.3%.

"The Food to Go business outperformed the market with 15.3% revenue growth."

OPERATING REVIEW
Convenience Foods**
Revenue and Operating Profit

	FY14 £m	FY13 £m	Change (As reported)	Change (Like for like)
Revenue	1,213.4	1,129.2	+7.5%	+8.4%
Operating profit	80.7	72.2	+11.8%	
Operating margin	6.7%	6.4%	+30 bps	

Growth in both the UK and US was driven by food to go performance with the UK business outperforming a buoyant market due to successful customer initiatives and the US performance driven by the roll out of products with a key customer. Operating profit increased by 11.8% to £80.7m driven by strong revenue growth and improvements in some of the lower margin parts of the UK portfolio.

UK Convenience Foods
Food to Go

The UK Food to Go business represents over 40% of Group revenue and comprises sandwiches, sushi and salads.

The sandwich category and the broader chilled food to go market (sandwiches, snack salads and sushi) experienced strong growth in FY14 with the sandwich market 9.8% ahead and chilled food to go ahead by 9.5%. The strong category growth was driven by a number of factors, including: the rate of opening of smaller convenience stores; increasing employment; a mild winter; and positive mix, as the premium sandwich market grew more quickly than the mainstream market stimulated by promotional meal deals and the improving economy.

The Food to Go business outperformed the market with revenue growth of 15.3%. This performance was driven by investment in significant relaunch activity with several key customers and net business wins. In May 2014, the business announced a significant business win and major investment in the Northampton facility. The first phase of the construction project, the extension of an existing production unit, is nearing completion. Phase two will commence shortly with the construction of a new facility on adjacent land. The first product transfer took place during September with further product transfers planned over the next quarter into the factory extension.

Prepared Meals

The Prepared Meals business comprises chilled ready meals, quiche, chilled soup and chilled sauces and represents approximately 20% of Group revenue. The chilled ready meals market experienced growth in FY14 of 2.1%, while the Italian chilled ready meals category, our principal sub-category, grew by 4.0%. This was a little disappointing given that the horsemeat scandal depressed the market so materially in the previous year. The quiche market grew by 1.4% in the year while chilled soup declined by 4.4% in the face of a mild winter.

Revenue in the Prepared Meals business was 0.2% higher than in FY13. Revenue performance in chilled ready meals in the year was modestly ahead of the market. This was despite having exited certain product categories with our largest ready meals customer in Q1 before increasing our share in Italian ready meals from Q2. The growth was driven by successful customer relaunch activity with several key customers and the addition of a new ready meals customer. Quiche sales were lower year on year as one customer moved manufacture of some lines in house, while soup and sauce sales were broadly in line with the prior year.

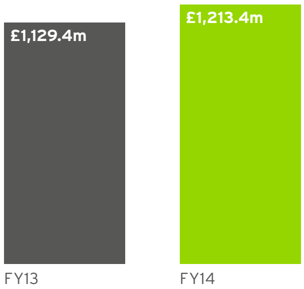
Grocery

The Grocery business groups together our other activities in the UK market. It provides meal components such as cooking sauces, table sauces, pickles and Yorkshire Puddings as well as cakes and chilled desserts. It operates from four facilities and represents approximately 20% of Group revenue.

* Definitions of financial key performance indicators are provided on page 12. These are non-IFRS measures, IFRS measures are provided from page 80 onwards.
** Market Growth Rates are based on Nielsen data for 52 weeks to 27 September 2014.

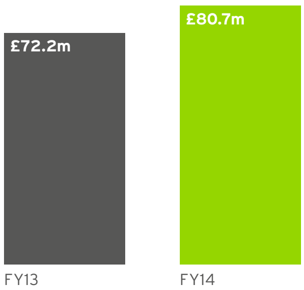
Convenience Foods Revenue

+7.5%



Convenience Foods Operating Profit

+11.8%



The own label cooking sauces market was 4.7% lower in the year whilst the Yorkshire Puddings market declined by 3.3%. The largest sub-category in cakes and desserts in which we participate, celebration cakes, grew by 5.4%, whilst the chilled desserts category declined by 1.0%.

Despite the subdued market performances, like for like revenue in the Grocery business (excluding the desserts activity which was sold to Müller Dairy UK Group in January 2013 and Ministry of Cake which was sold in May 2014) was 1.1% higher than in FY13. This was principally driven by a good performance in cooking sauces and dips where we continued to grow the range with a broad set of customers.

In May 2014, the business sold its foodservice desserts business, Ministry of Cake, for upfront cash consideration of £8.0m and deferred consideration of up to £3.0m. In FY13, the business represented less than 2% of Group revenue and a similar proportion of Group operating profit. The Group recognised an exceptional charge of £6.5m in connection with the disposal as described in the Financial Review.

US Convenience Foods

The US business is focused on food to go products supplied predominantly to the faster growing convenience and small store channels, including the coffee shop market. Run rate revenue is approximately 15% of Group revenue.

FY14 was again a year of significant change in the US business. Like for like revenue growth was 15.3%. Including Lettieri's and expressed in constant currency, revenue growth was 24.7%. Underlying growth was driven predominantly by the roll out of activity with a new customer that commenced in Q2 FY13. The business continued to focus its portfolio and during the year exited further non-core lines; without these planned exits, underlying growth would have been approximately 3.0 percentage points higher.

In February 2014, the Group announced that it had acquired Lettieri's, a leading manufacturer of frozen food to go products for the convenience channel. The products are served hot at the point of purchase and complement the chilled sandwich and salads activity.

The Group also announced and completed an investment of £7m in its Jacksonville facility in order to create the capability to manufacture frozen food to go products. This capacity of approximately £60m in revenue terms came on stream in Q4 and will support confirmed business with a leading customer.

The Group commenced construction of a greenfield sandwich manufacturing facility in Quonset, Rhode Island, at an approximate capital cost of £20m. It is anticipated that the site will commence production in late spring 2015, enabling the closure of both the Newburyport and Brockton sites upon lease termination in 2015. The strategic location of the new facility will enable the Group to supply both its existing New England markets and to develop future business opportunities closer to New York.
A non-cash impairment charge of £8.6m and a provision for site exit costs and redundancies of £1.3m have been recognised as exceptional items as described in the Financial Review.

The Group is also announcing today the development of our first West Coast facility in Washington State. This facility will provide both production capacity and a development unit and will enable us to service a contract, which we are acquiring, with a key customer from H2 FY16.

Ingredients & Property

	FY14 £m	FY13 £m	Change Actual Currency	Change Constant Currency
Revenue	60.1	67.9	-11.5%	-9.7%
Operating profit	2.2	2.2	n/a	n/a

The Ingredients and Property division represented 5% of Group revenues in the year and a smaller proportion of Group profits. The revenue decline in the year was predominantly driven by lower commodity prices in edible oils and lower volumes in the molasses feed business given better weather than in FY13. Operating profit was unchanged due to better mix and tight cost control.

In July 2014, the Group completed the sale of residential land in Littlehampton, West Sussex resulting in proceeds of £16.5m. The Group has retained land with commercial planning consent and will look to market this by 2017. The transaction resulted in an exceptional charge of £3.5m as described in the Financial Review.

Operating and Financial Review (continued)

FINANCIAL REVIEW

Revenue and Operating Profit

Reported revenue in the year was £1,273.5m, an increase of 6.4% versus FY13. Group operating profit of £82.9m was £8.5m or 11.4% higher than in FY13. Group operating margin was 6.5%, 30 basis points ahead of the prior year. The improvement in operating profit and operating margin was driven by strong growth in revenue and improvements in some lower margin parts of the UK portfolio.

Interest Payable

The Group's bank interest payable in FY14 was £14.9m, a decrease of £0.6m. This was driven by a combination of lower average net debt and a lower effective interest rate payable on the Group's facilities. The composition of the charge was £13.3m of interest payable, commitment fees for undrawn facilities of £1.0m and an amortisation charge in respect of facility fees of £0.6m.

Non-Cash Finance Charges

The Group's non-cash finance charge in FY14 was £0.5m (£1.3m charge in FY13). The non-cash pension financing charge of £5.8m was modestly higher than the charge in FY13 of £5.5m. The change in the fair value of derivatives and related debt adjustments was a non-cash credit of £5.5m (£4.4m credit in FY13) reflecting the mark to market of the Group's interest rate swap portfolio. The charge in respect of the increase in the present value of assets and liabilities held was unchanged at £0.2m.

Taxation

The Group's effective tax rate in FY14 was 1%, compared to zero in FY13.

This rate continues to benefit from historic tax losses.

Exceptional Items

The Group recognised a net exceptional charge of £11.4m (FY13: net credit of £18.1m), of which £8.3m relates to non-cash items.

The charge is analysed as follows:

- a £9.9m charge related to the planned exit from the Newburyport and Brockton manufacturing facilities in the US. The charge is composed of a non-cash impairment of fixed assets of £6.1m, a non-cash impairment of intangible assets of £2.5m and a provision for site exit costs and redundancy and retention costs of £1.3m;
- a charge of £6.5m in connection with the sale of Ministry of Cake relating to the difference between the carrying value and the consideration, together with related transaction costs;
- a non-cash credit of £3.8m following the resolution of a legacy insurance matter;
- a charge of £3.5m relating to a reduction in the carrying value of property in Littlehampton following the part disposal of the site during FY14, together with related transaction costs;
- a non-cash credit of £1.3m relating to the settlement and curtailment of liabilities in Irish pension schemes;
- a charge of £1.3m in relation to transaction and integration costs of the Lettieri's acquisition;
- a tax credit of £2.4m related to the US exceptional charges in the period, primarily due to a deferred tax movement in relation to the asset impairment charge; and
- a tax credit of £2.3m related to the resolution of a legacy tax matter.

Earnings per Share

Adjusted earnings of £63.7m were 15.6% or £8.6m above prior year. Adjusted earnings per share of 15.9 pence were 13.6% ahead of FY13.

Cash Flow and Net Debt

A net cash inflow from operating activities of £84.7m was recorded compared to an inflow of £65.8m in FY13. There was an inflow of net working capital of £9.8m in FY14 as compared to an inflow of £9.9m in FY13.

Capital expenditure of £51.3m was incurred in the year compared to £34.4m in FY13, an increase of £16.9m. The increase was driven by the major capacity investment projects in Jacksonville, Rhode Island and Northampton on which £16.7m was spent in the year.

Interest costs of £15.8m were paid in the year (FY13: £15.1m) with cash dividends to equity holders of £11.6m (FY13: £11.2m).

The Group's net debt at 26 September 2014, a seasonal low point, was £212.1m, a reduction of £20.7m from 27 September 2013. The reduction was driven by strong free cash flow conversion and lower exceptional cash spend partly offset by higher capital expenditure.

During the year, the Group refinanced $65m of maturing US private placement notes with a new eight year facility. In addition, the Group arranged a new committed non-bank debt facility of €70m with a maturity of six years. As a result, the Group is well financed with committed facilities at 26 September 2014 of £485m with a weighted average maturity of 2.7 years.

The net debt at year end of £212.1m resulted in a reduction in leverage (expressed as the ratio of net debt to reported EBITDA) from 2.3 times to 1.9 times. On a bank covenant test basis, leverage was approximately 1.75 times (FY13: 2.2 times).

Pensions

The net pension deficit (before related deferred tax) reduced to £129.5m at 26 September 2014 from £137.5m at 27 September 2013. The net pension deficit after related deferred tax was £105.6m, a decrease of £8.6m from 27 September 2013.

The fair value of total plan assets relating to the Group's defined benefit pension schemes increased to £395.4m at 26 September 2014 from £373.5m at 27 September 2013. The present value of the total pension liabilities for these schemes increased to £524.9m from £511.0m over the same period.

All defined benefit pension scheme plans are closed to future accrual and the Group's pension policy with effect from 1 January 2010 is that future service for current employees and new entrants is provided under defined contribution pension arrangements.

In FY14, the Group adopted the revised accounting standard on employee benefits, 'IAS19 (Revised 2011): Employee Benefits'. FY13 comparatives for operating profit, financing and tax have been restated. The change resulted in a higher net non-cash financing charge related to pensions as well as a higher income statement operating cost than previously but with no impact to cash funding requirements.

Alan Williams
Chief Financial Officer
24 November 2014

Group Executive Board

The Group Executive Board is responsible for driving the strategic, organisational and capability performance and direction for the Group. It reports into the Greencore Group plc Board through the CEO.




	Patrick Coveney*	Chris Kirke	Liam McClennon	Kevin Moore
Title	CEO, Greencore Group	MD, Greencore Food to Go	CEO, Greencore USA	MD, Greencore Prepared Meals
Biography	Patrick chairs the Group Executive Board. Patrick has been Chief Executive Officer since 2008. He joined Greencore in 2005 as Chief Financial Officer having previously served as a Managing Partner at management consulting firm, McKinsey and Company.	Chris is the Managing Director of Greencore Food to Go which is the leading manufacturer of sandwiches, salads and sushi for major retailers in the UK. Chris joined Greencore in 2008. Prior to joining Greencore, Chris worked for ten years in a number of senior management roles within the food industry.	Liam has been Chief Executive Officer for Greencore USA since 2010, having joined Greencore USA in 2008. Liam is responsible for our fast growing business in the US, which is becoming a leading manufacturer of fresh food to go products. Liam had more than 25 years food manufacturing experience prior to joining Greencore.	Kevin is the Managing Director for Greencore Prepared Meals, which is a leading manufacturer of chilled ready meals, quiche, chilled soups and chilled sauces in the UK. Kevin joined the Group in 1999. Before joining the business, Kevin worked for more than a decade in senior roles in management consultancy and retail.



	Phil Taylor	Eoin Tonge	Alan Williams*
Title	HR Director, Greencore Group	MD, Greencore Grocery	CFO, Greencore Group
Biography	Phil is Group HR Director. Prior to this appointment Phil was Managing Director for Greencore Grocery with responsibility for three UK manufacturing facilities. Phil joined Greencore in 1999 and has worked in a number of senior roles across various Greencore business units. Before joining Greencore, Phil worked in a number of commercial roles in a variety of non-food branded businesses.	Eoin is Managing Director of Greencore Grocery with responsibility for our cooking sauces and pickles, Yorkshire Puddings and our cakes and desserts businesses. Eoin joined Greencore in 2006 and has held a number of senior roles in the Group, most recently as Group Chief Strategy Officer. Prior to joining Greencore, Eoin worked within the financial services area for 12 years in many locations around the world.	Alan is Chief Financial Officer. He has responsibility for Group Finance, Risk Management, Group IT, Group Purchasing, Group Secretariat & Legal, as well as our Ingredients & Property Division. Alan joined Greencore in 2011 from Cadbury plc, where he served in a number of significant financial and management roles for 18 years.

* Greencore Group plc Board Director.

Board of Directors

					
	PG Kennedy, BA, FCA	**PF Coveney, B Comm, M Phil, D Phil**	**AR Williams, BA Hons, ACMA, CGMA, AMCT**	**JT Herlihy, B Comm, FCA**	**HA McSharry, B Comm, MBS**
Title	Non-Executive Director (Aged 56)	Chief Executive Officer (Aged 44)	Chief Financial Officer (Aged 45)	Non-Executive Director (Aged 47)	Non-Executive Director (Aged 53)
Biography	Gary was appointed Non-Executive Director on 20 November 2008 and was appointed Chairman in January 2013. He was appointed Chairman of Green REIT plc in June 2013. He is also a Director of Friends First Holdings Ltd and is Chairman of a number of private companies. Gary served as a Director of Elan plc until December 2013 and was also Group Director of Finance and Enterprise Technology at Allied Irish Banks plc and a member of its main Board, along with subsidiary Boards in the US and Poland.	Patrick joined the Board on 5 September 2005 and became Chief Executive Officer in March 2008. Prior to his appointment as Chief Executive Officer, he served as the Group's Chief Financial Officer. Before joining Greencore, Patrick was a partner with McKinsey & Company, serving as Managing Partner of McKinsey, Ireland. In May 2014, Patrick was appointed a Non-Executive Director of Glanbia plc. He also served as President of the Dublin Chamber of Commerce from February 2012 until February 2013, having been a Council member since 2003.	Alan was appointed Chief Financial Officer and appointed to the Board on 7 March 2011. Previously Alan held a number of senior positions within Cadbury plc over an 18 year period, including the role of Global Corporate Finance Director, the Head of Finance for the US confectionery operations of Cadbury and the French beverages business.	John joined the Board on 13 March 2009. John is head of Google Ireland and also Vice President of International Sales at Google. Previously he held senior management positions at global technology companies which included First Data, Epiphany and Oracle Corporation.	Heather Ann was appointed to the Board on 30 January 2013. She is also a Non-Executive Director of CRH plc, Jazz Pharmaceuticals plc, Ergonomics Solutions International and in addition is Chairman of the Bank of Ireland Pension Fund Trustee Board. Heather Ann also serves on the Board of the Institute of Directors and the IDA, which is the Industrial Development Agency in Ireland, where she also holds the position of Chair of the Audit and Finance Committee. Previously, Heather Ann was a Managing Director, Ireland of Reckitt Benckiser and Boots Healthcare.
Committee membership	Nomination Committee Option and Remuneration Committee			Audit Committee Option and Remuneration Committee	Audit Committee Option and Remuneration Committee

SG Bailey

Non-Executive Director (Aged 52)

Sly joined the Board on 17 May 2013. Sly currently serves as a Non-Executive Director of Ladbrokes plc. Sly was previously Chief Executive Officer of Trinity Mirror plc, a Non-Executive Director of the Press Association and Littlewoods plc and Governor of the English National Ballet School. She was also a Non-Executive Director and Senior Independent Director of EMI plc.

Audit Committee
Nomination Committee

JA Warren, BSc, FCA

Non-Executive Director (Aged 61)

John was appointed to the Board on 30 January 2013. He currently serves as a Non-Executive Director of Bovis Homes Group plc, Spectris plc, 4imprint plc and Welsh Water. Formerly, John was Group Finance Director of United Biscuits plc and WH Smith plc. He previously served as Chairman of Uniq plc, and Non-Executive Director of The Rank Group plc, BPP Holdings plc, Arla Foods UK plc, RAC plc and Rexam plc.

Audit Committee*

JJ Moloney, B.Ag.Sc, MBA

Non-Executive Director (Aged 60)

John joined the Board on 8 February 2013. He currently serves as Chairman of DCC plc and is a Non-Executive Director of Smurfit Kappa Group plc. He is also Chairman of Coillte Teoranta (the Irish State Forestry Company) and holds a number of Directorships with private companies. Until 12 November 2013 John served as Group Managing Director of Glanbia plc having held a number of senior positions within the international nutritional solutions and cheese group, including Chief Executive of Food Ingredients and Agribusiness.

Nomination Committee*

EL Nicoli, CBE, BSc

Non-Executive Director (Aged 64)

Eric was appointed to the Board on 14 May 2010 and was appointed Senior Independent Director in January 2014. From 1991 to 1999 he held the position of Group Chief Executive of United Biscuits (Holdings) plc and was Chairman and Chief Executive of EMI Group plc until 2007. He currently serves as Chairman of Ulysses Enterprises Ltd, R & R Music Ltd and Wentworth Media & Arts Ltd. In addition, Eric sits on the advisory Board of nFluence Media Inc.

Option and Remuneration Committee*

C O'Leary, ACIS

Group Company Secretary (Aged 45)

Conor was appointed Group Company Secretary on 4 June 2010. He joined the Group in 2001 and was appointed Deputy Group Secretary in 2005. Previous to joining Greencore, he held senior company secretarial roles in Glanbia plc and Cable & Wireless plc and trained with PricewaterhouseCoopers.

* Denotes Committee Chairman

Directors' Report

Introduction

The Directors present their Report and Financial Statements for the year ended 26 September 2014. The Directors' Report is contained on pages 32 to 67.

Principal Activities and Review of Business

Greencore is a leading producer of convenience foods with strong market leading positions in the UK convenience food market across sandwiches, salads and sushi, chilled prepared meals, chilled soups and sauces, cooking sauces and pickles, cakes and desserts and Yorkshire Puddings. In addition, the Group continues to extend its presence in the US through its fast growing food to go business. Detailed commentaries on the Group's development and performance for the year are contained in the Operating and Financial Reviews.

The principal subsidiary and associate undertakings are listed in Note 32 to the Group Financial Statements and form part of this report.

Results for the Year*

Group results for the year are set out in the Group Income Statement on page 80. The operating profit for the year before acquisition related amortisation and exceptional items was £82.9m (2013: £74.4m), whilst the profit after taxation and exceptional charges was £48.6m (2013: £68.6m).

Dividends

An interim ordinary dividend of 2.20 pence (2013: 1.90 pence) per share was paid on 3 October 2014. The Directors recommend the payment of a final ordinary dividend of 3.25 pence (2013: 2.90 pence) per share. Subject to shareholders' approval, this dividend is to be paid on 2 April 2015 to shareholders who are on the register of members at 5.00pm on 5 December 2014.

Share Capital

During the year 4,784,736 (2013: 6,486,959) Ordinary Shares were issued under the Company's Scrip Dividend Scheme and 955,852 (2013: 525,105) Ordinary Shares were issued under the Company's ShareSave schemes. Further details are set out in Note 24 to the Group Financial Statements.

One Special Share of €1.26 exists in the share capital of the Company. The Articles of Association provide that the Special Share may be held only by, or transferred only to, the Minister for Agriculture, Food & the Marine or some other person appointed by the Minister. Under the Articles of Association, the consent of the holder of the Special Share is required in the winding up of the Company. In 2011, many of the rights attaching to the Special Share were abolished.

Under the authority that was conferred on the Directors at the 2014 Annual General Meeting (the 'AGM'), the Directors are currently authorised to allot shares up to a maximum nominal amount equal to £1,332,686.59. As this authority will expire at the forthcoming AGM, shareholders will be asked to renew, until the date of the AGM to be held in 2016 or 27 July 2016 (whichever is the earlier), the authority of the Directors to allot new shares. This authority will be limited to the allotment of up to an aggregate nominal value of 33% of the nominal value of the Company's Issued Share Capital.

Additionally, at the forthcoming AGM, shareholders will be asked to approve, until the day following the AGM to be held in 2016, or 27 July 2016, whichever is earlier, the Directors' power to disapply the strict statutory pre-emption provisions relating to the issue of new equity for cash. The disapplication will be limited to the allotment of equity securities in connection with any rights issue or any open offer to shareholders and the allotment of shares in lieu of dividends, and/or the allotment of shares up to an aggregate nominal value equal to 5% of the nominal value of the Company's Issued Share Capital.

At the AGM held in January 2014, the shareholders passed a resolution to give the Company, or any of its subsidiaries, the authority to make market purchases of up to 10% of its own shares. At the forthcoming AGM, shareholders will be asked to renew this authority until the date of the AGM to be held in 2016 or 18 months after this forthcoming AGM, whichever is the earlier. Whilst the Directors do not have any current intention to exercise the power to purchase the Company's own shares, any purchases would be made only at price levels which the Directors considered to be in the best interests of the shareholders generally, after taking into account the Group's overall financial position. In addition, the authority being sought from shareholders will provide that the minimum price which may be paid for such shares shall not be less than the nominal value of the shares and the maximum price will be the higher of 105% of the then average market price of such shares and the amount stipulated by Article 5(1) of the EU Market Abuse (Buyback and Stabilisation) Regulations.

Subject to the necessary approval from shareholders at the forthcoming AGM, the Directors have decided to continue the Scrip Dividend Scheme reactivated in February 2003, so that eligible shareholders will be offered the opportunity to take all or part of the 2014 final dividend of 3.25 pence per Ordinary Share in the form of fully paid new Ordinary Shares.

* Operating profit, financing and tax for FY13 have been restated to reflect the impact of IAS19 (Revised 2011): Employee Benefits.

Future Developments

The Group showed further growth and development during the year, in particular with the acquisition of US food to go operator Lettieri's LLC ('Lettieri's'), along with the new site construction in Rhode Island in the US, the investment in frozen capacity in Jacksonville and the major investment in the Northampton food to go facility to facilitate new business wins for the Group in the UK.

Principal Risks and Uncertainties

Similar to any large Group, Greencore faces a number of risks, including strategic risks, commercial risks, operational risks and financial risks together with uncertainties. Under Irish company law (the Transparency (Directive 2004/109/EC) Regulations 2007, as amended), the Directors are required to give a description of the principal risks and uncertainties which the Group faces. The principal risks and uncertainties identified are set out on pages 15 to 17 and form part of this report.

Each of the individual business unit management teams drive the process through which individual business unit risks and uncertainties are identified. It is the belief of the Board that the individual business unit management teams are in the best position to identify significant and emerging risks and uncertainties associated with their business. The Board as a whole is responsible for the Group's system of internal control. Risks and mitigating controls common across business categories are managed and reviewed at Group level. Risks identified and associated mitigating controls are subject to review by the Board and the Audit Committee, as part of the Group's health and safety, technical compliance and operational/financial audit programmes. Further details on risks and uncertainties are outlined on pages 15 to 17. Further detail on how the Board and the Audit Committee have discharged their responsibilities along with the reviews undertaken by the Audit Committee during the year are set out on pages 60 to 63.

Details regarding the Group's internal controls are highlighted on pages 40 to 41 of this report. Details of the Group's financial risk management and hedging policies are set out in Note 20 to the Group Financial Statements. Details of the Group's financial key performance indicators are set out on page 12. These disclosures form part of this report.

Directors

In accordance with provision B.7.1. of the UK Corporate Governance Code ('the Code') and the Irish Corporate Governance Annex ('the Annex'), since 2012, each Director retires at every AGM of the Company and submits him or herself for re-election where appropriate. No re-appointment is automatic and all Directors who intend to submit themselves for re-election are subject to a full evaluation. One of the main purposes of the evaluation is to assess each Director's suitability for re-election. The Board will not endorse a Director for re-election if he or she has been considered ineffective in carrying out their required duties. Each of the Directors has been subject to the evaluation process recommended by the Code. On this basis, the Chairman and Board are pleased to recommend the re-election of those Directors seeking re-appointment at the forthcoming AGM as they continue to be effective and demonstrate commitment to the role.

Directors' Interests in Share Capital at 26 September 2014

The interests of the Directors and Group Company Secretary in the shares of the Company are set out in the Report on Directors' Remuneration. The Directors and Group Company Secretary have no beneficial interests in any of the Group's subsidiary or associated undertakings.

Significant Shareholdings

At 26 September 2014, the Company has been advised of the following notifiable interests in its Ordinary Share Capital:

	No. of Interests in Ordinary Shares	% of Issued Share Capital
Fidelity Mgt & Research	**37,933,840**	9.32
Polaris Capital Mgt	**28,716,692**	7.05
Wellington Mgt Company	**22,521,180**	5.53
JPMorgan Asset Mgt	**17,626,190**	4.33
Letko Brosseau & Associates	**16,166,281**	3.97
SEB Asset Mgt	**15,409,657**	3.79
Henderson Global Investors	**13,401,037**	3.29

At 24 November 2014, the Company has been advised of the following notifiable interests in its Ordinary Share Capital:

	No. of Interests in Ordinary Shares	% of Issued Share Capital
Fidelity Mgt & Research	**38,451,884**	9.43
Polaris Capital Mgt	**29,787,032**	7.31
Wellington Mgt Company	**25,123,988**	6.16
JPMorgan Asset Mgt	**16,524,530**	4.05
Letko Brosseau & Associates	**16,012,390**	3.93
SEB Asset Mgt	**14,765,456**	3.62
Henderson Global Investors	**14,430,340**	3.54

Other than these holdings, the Company has not been notified as at 24 November 2014 of any interest of 3% or more in its Ordinary Share Capital.

Directors' Report (continued)

Corporate Governance

Statements by the Directors in relation to the Group's application of corporate governance principles, compliance with the provisions of the Code and the Annex, the Group's system of internal controls and the adoption of the going concern basis in the preparation of the Financial Statements are set out on pages 37 to 42, 60 to 63 and 66 to 67 respectively.

Greencore Group plc is an Irish registered company and as an Irish incorporated company is not subject to the new legislative regulatory requirements brought into force in the UK in relation to executive remuneration by the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations in 2013. However, we are committed to ensuring transparency, and in line with good corporate governance, the Group has sought to comply with these requirements on a voluntary basis to the extent possible under Irish law.

The Report on Directors' Remuneration is set out on pages 42 to 59.

Corporate Social Responsibility

As a Group, we are committed to maintaining integrity and sustainable corporate and social responsibility practices for the benefit of all of our related parties and stakeholders. More details in relation to our Corporate Social Responsibility agenda can be found on pages 22 to 27.

Research and Development

The Group continued its research and development programme in relation to its principal activities during the year. Further information is contained in the reviews on pages 28 to 30 and in Note 2 to the Group Financial Statements.

Taxation Status

So far as the Directors are aware, the Company is not a close company within the meaning of the Taxes Consolidation Act.

Accounting Records

The Directors believe that they have complied with the requirements of Section 202 of the Companies Act 1990 with regard to books of account by employing accounting personnel with appropriate expertise and by providing adequate resources to the finance function. The books of account of the Company are maintained at No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, Ireland.

Auditor

The auditor, KPMG, Chartered Accountants, continues in office in accordance with Section 160 (2) of the Companies Act 1963.

Under Irish legislation, the Company's external auditor is automatically re-appointed each year at the AGM unless the meeting passes a resolution to appoint a different auditor or provides that the existing external auditor shall not be re-appointed or alternatively if the auditor expresses their unwillingness to continue in office. Following feedback received from stakeholders during FY13, at the AGM held in January 2014 an advisory resolution was proposed and passed in respect of the continuation in office of KPMG as external auditor. It is intended that at the forthcoming AGM the resolution will once again be put before shareholders for an advisory vote.

Notice of Annual General Meeting and Special Business

Notice of the 2015 AGM, together with details of special business to be considered at the meeting, will be circulated to shareholders in December 2014.

On behalf of the Board

P.G. Kennedy
Chairman
Dublin
24 November 2014

A.R. Williams
Director

Directors' Report (continued)
Corporate Governance Report

The Group is committed to business integrity, appropriately high ethical standards and professionalism in all its activities and operations. This includes a commitment to high standards in corporate governance, which describes the systems by which companies are directed and controlled at a senior level including the operation of the Board. The benchmark standard in this regard for UK and Irish listed companies is the UK Corporate Governance Code (the 'Code').

This statement explains how the Company has applied the principles set out in the 2012 Code. In addition, although Greencore is no longer listed on the Irish Stock Exchange, for transparency we have chosen to voluntarily adopt the provisions of the Irish Corporate Governance Annex ('the Annex').

The Board believes that the Group has complied fully with the Code and the relevant provisions of the Annex throughout the financial year ended 26 September 2014 where the requirements are of a continuing nature. The full text of the UK Code and the Irish Annex can be found on the Financial Reporting Council's website, www.frc.org.uk and the Irish Stock Exchange's website, www.ise.ie, respectively.

I am satisfied that the Group's governance structures are appropriate for a group of our size and complexity. Nevertheless, it is vital that these structures evolve in line with best practice and the Board keeps developments in this area under review.

In September 2014, the Financial Reporting Council published a revised Code, the 2014 UK Corporate Governance Code, which applies to accounting periods commencing on or after 1 October 2014. The Company intends to adopt voluntarily the revised principles and provisions for FY15 which largely relate to going concern, risk management and Directors' remuneration.

PG Kennedy
Chairman
24 November 2014

Board of Directors

The Board is responsible for the leadership, monitoring and control of the Group and promoting the long-term success of the Group. The Board consists of two Executive and seven Non-Executive Directors. The dates of appointment of the Directors are set out on pages 32 and 33 along with their biographical details.

Both individually and collectively, the Directors have the range of skills, knowledge, expertise and dedication necessary to lead the Group, together with the requisite international strategic and commercial experience.

All the Directors bring independent judgement to bear on issues such as risk, culture, health and safety, strategy, performance, resources, key appointments, ethics and standards. Under Code Provision B.1.2., at least half of the Board, excluding the Chairman, must be independent. The independence of each Director is determined prior to appointment and reviewed annually thereafter. Following a review of each of the Non-Executive Directors for FY15, the Board can confirm that each Non-Executive Director remains independent. Furthermore, no Non-Executive Director has any material interest or other relationship with the Group.

During FY13, following recommendations from the Nomination Committee in respect of each member, the Board appointed four independent Non-Executive Directors. During FY14, Mr DM Simons, who had served as both Nomination Committee Chairman and Senior Independent Director, retired from the Board following almost ten years' service. Mr Simons made a significant contribution to the Board and the wider Group during his tenure. We wish him every success for the future.

Following the composition changes to the Board during both FY13 and FY14, the Directors are confident that the Board is of the correct size and compositional structure. In addition, the balance between Non-Executive Directors and Executive Directors ensures that no one individual can monopolise the Board's decision making. Furthermore, no undue reliance is placed on any individual Non-Executive Director.

The Board continues to ensure that each of the Non-Executive Directors is impartial and independent in order to meet the challenges of the role.

Corporate Governance Report (continued)

Board of Directors (continued)

The Board agrees a schedule of regular meetings to be held in advance of each calendar year. On an ad-hoc basis, additional Board meetings are held as appropriate. A list of the Directors' attendance at scheduled meetings throughout the year can be found on page 39. Board meetings take place at the Group's head office in Dublin along with the offices of the Group's operating subsidiaries, wherein tours of the local facilities are incorporated into the Board agenda. Prior to the appointment of any Non-Executive Director, he or she is provided with details of the time commitment required for the role. If a Director is unable to attend a Board meeting, he or she will receive meeting papers and is encouraged to communicate his or her views on any particular topic to the Chairman, the Chief Executive Officer or the Company Secretary in advance of the meeting.

There is an agreed formal list of matters which is reserved for Board consideration and decision. The list consists of, but is not limited to, approving the interim and final Financial Statements, approving the interim dividend and recommending a final dividend to shareholders, Board membership, major acquisitions and disposals, major capital expenditure, risk management, treasury policies and the approval of all circulars and listing particulars. The list of matters reserved for Board decision is available under the Investor Relations section of the Group's website and is reviewed regularly by the Board and updated as appropriate. The matters and agenda reserved for Board consideration are planned in order to best utilise the skills, expertise and experience of the Directors. In addition, the Board is responsible for the approval of the Group's commercial strategy, trading and capital budgets. The Directors acknowledge that they are responsible for the proper stewardship of the Group's affairs, both on an individual and collective basis and it is the Board alone which has the authority and responsibility for planning, directing and controlling the activities of the Group.

On a regular basis, the Board meets with key executives in the Group to ensure that the Board remains fully familiar with the operation of the business. Legislative changes and any developments in accounting, governance and other standards are communicated to the Board and the Committees as necessary.

There is an agreed procedure for Directors to take independent legal advice at the expense of the Company in the furtherance of their duties as Directors of the Company. The Directors are indemnified for any legal action taken against them in respect of matters pertaining to their duties as Directors subject to the limitations under Irish company law. The Company Secretary, whose appointment and removal is a matter for the Board as a whole, is responsible for ensuring that Board procedures are followed and is available to each of the Directors for any advice or additional services.

All Directors receive Group management accounts and reports on a monthly basis. Full Board papers are sent to each Director in advance of the Board meetings. The Board papers include the minutes of all Board and committee meetings held since the previous Board meeting and the Chairman of each committee is available at the Board meetings to provide a report on the committee's proceedings.

The Board has acknowledged that there should be a recognised senior member of the Board, known as the 'Senior Independent Director'. Mr EL Nicoli was appointed Senior Independent Director in January 2014. The role of the Senior Independent Director includes, inter alia, being available to shareholders who have concerns that cannot be addressed through the Chairman, Chief Executive Officer or Chief Financial Officer. In addition, the Senior Independent Director leads the Chairman's evaluation on an annual basis and acts as the Board's confidential sounding board.

In line with best practice, the Board believes that the roles of the Chairman and the Chief Executive must remain separate and there is a clear division of responsibilities between both roles. The operational responsibility for the management of the Group has been delegated to the Chief Executive Officer who is accountable to the Board.

It is the role of a Non-Executive Director to challenge management proposals where necessary in a constructive manner. Non-Executive Directors are also expected to use their expertise and experience to contribute to the development of the Group. As outlined earlier, before a Non-Executive Director is appointed to the Board, or any of its committees, he or she is advised of the scheduled calendar of meetings and the time commitment involved in the role and is required to confirm that he or she is able to meet the time commitment required.

It is the belief of the Board that an effective evaluation process promotes effective leadership. Last year, as part of the Board effectiveness review, each Director completed a Board evaluation questionnaire on how the Board, both on a collective and an individual basis, discharged its role during the year, the performance of the committees and the general corporate governance of the Group. Following the completion of the questionnaire, the Chairman met with each of the Directors to discuss the results of the questionnaire and also to evaluate each individual Director's performance and the conduct of Board meetings. The purpose of individual Director evaluation is to focus on the contribution of the Director to the Board and how each member met expectations during the year.

The results of the Board evaluation were presented in December 2013 wherein the Board discussed all of the key issues and risks together with any areas for improvement. An agreed list of matters for future focus was agreed, which included ensuring a more formalised approach to succession planning. In addition, it was agreed that greater emphasis would be placed on understanding the Board's collective risk appetite.

In addition, every year the Chairman meets with the Non-Executive Directors without the Executive Directors present. As part of the performance evaluation process, the Non-Executive Directors, led by the Senior Independent Director, meet annually without the Chairman present to appraise the Chairman's performance and take the views of the Executive Directors and the Company Secretary into account. This forms part of the broader Board effectiveness review and ensures a robust, independent and effective Board.

In accordance with Code Provision B.6.2. the Board is currently involved in an external evaluation process. The Board believes that an external evaluation brings distinct advantages, which include specialist knowledge and skill, independence and transparency and also facilitates effective benchmarking through data collection and analysis.

Board Committees

The Board has established an effective committee structure (collectively the 'Committees') in order to assist the Board in the discharge of its responsibilities. Details of the various committee memberships, together with the relevant biographies are set out on pages 32 and 33 of this report. Further details on the role of the Committees and the work undertaken by each in the year under review are set out on pages 42 to 65.

	FY14	FY13
Average number of Executive Directors	2	2
Average number of Non-Executive Directors	7	8
	9	10

Attendance at scheduled Board and Board committee meetings during the year ended 26 September 2014 was as follows:

	Board		Audit Committee		Nomination Committee		Option and Remuneration Committee	
	A	B	A	B	A	B	A	B
SG Bailey(i)	8	8	3	3	–	–	–	–
PF Coveney(ii)	8	8	–	–	1	1	–	–
JT Herlihy	8	8	3	3	–	–	3	3
PG Kennedy	8	8	–	–	1	1	3	3
HA McSharry(iii)	8	8	3	3	–	–	2	2
JJ Moloney	8	7	–	–	1	0	–	–
EL Nicoli	8	8	–	–	–	–	3	3
DM Simons(iv)	2	2	–	–	–	–	–	–
JA Warren	8	8	3	3	–	–	–	–
AR Williams	8	8	–	–	–	–	–	–

Column A indicated the number of scheduled meetings held during the year where the Director was a member of the Board and/or committee.

Column B indicates the number of scheduled meetings attended during the year where the Director was a member of the Board and/or committee.

(i) Ms Bailey was appointed to the Nomination Committee on 28 January 2014.
(ii) Mr Coveney retired from the Nomination Committee on 28 January 2014.
(iii) Ms McSharry was appointed to the Option and Remuneration Committee on 28 January 2014.
(iv) Mr Simons retired from the Board on 28 January 2014.

In addition, where appropriate the Board establishes sub-committees on an ad-hoc basis to deal with matters which arise throughout the year. The sub-committees comprise of members of the Board who are deemed to have the skills and expertise necessary to fit the purpose for which the committee was established.

Communication with Shareholders

Communications with shareholders are given high priority and the Group devotes considerable time and resources each year to shareholder engagement. We recognise the importance of effective dialogue as an integral element of good corporate governance. Other than when the Group is in a close period, the investor relations team meets regularly with institutional and major shareholders.

The Group promotes communication with shareholders throughout the year and welcomes queries via telephone, email or fax. It also encourages shareholders to make use of their votes at all general meetings. In addition, the Group runs an active investor relations management programme which is led by the Chief Executive Officer and the Chief Financial Officer. Shareholder presentations are made at the time of the issue of the Group's half year and full year results, following which the Chief Financial Officer provides the Board with an update on feedback received. Periodically, an investor seminar is held which provides the opportunity for institutional shareholders, equity analysts and brokers to learn more about the Group's vision, strategy, organisation and business model. The Chairman, along with the Senior Independent Director and each of the Non-Executive Directors are available to meet with shareholders as requested. On a monthly basis the Board is provided with details of analyst coverage and the movement in the share price along with analysis of any major changes in the shareholder base.

The Group's website, www.greencore.com, provides the full text of the Annual Reports, Interim Management Statements, Half Yearly Financial Reports and presentations to analysts and investors. Shareholders can elect to receive the Annual Report in paper form, or may elect to receive an email notification stating that the documents are available on the website. Details of any major changes in the Group, including Board compositional changes, mergers and acquisitions, divestments and other significant strategic developments, are announced through a Regulatory News Service of the London Stock Exchange.

In addition, shareholders can also elect to receive an email notification when new information concerning the Group is available on the website which can be accessed through the Investor Relations section of the website. Stock Exchange announcements are also made available on the Investor Relations section of the website, after release to the London Stock Exchange.

Directors' Report (continued)
Corporate Governance Report (continued)

Communication with Shareholders (continued)

The Board members attend the AGM and are available to shareholders to answer questions. Separate resolutions are proposed on substantially different issues. The agenda of business to be conducted at the AGM includes a resolution to receive and consider the Annual Report and Financial Statements. The Chairman of each committee is available at the AGM of the Company to address any queries shareholders may have. The notice of the AGM, together with the Annual Report and Financial Statements, is sent to shareholders at least 20 working days before the meeting and details of the votes for and against each resolution and the number of abstentions are announced after each vote and are available on the Group's website following the conclusion of the AGM. In the year under review, the Company held its AGM on 28 January 2014, wherein all shareholders were given the opportunity to voice any concerns and raise questions.

Shareholders' Meetings

The Company operates under the Companies Acts 1963 to 2013 ('the Acts'). These Acts provide for two types of shareholder meetings: the Annual General Meeting ('AGM') with all other meetings called Extraordinary General Meetings ('EGM').

The Company must hold a general meeting in each year as its AGM, in addition to any other general meetings held in that year. Not more than 15 months may elapse between the date of one AGM and the next. The Directors may call an EGM at any time. EGMs shall also be convened at the request of members holding not less than 5% of the voting share capital of the Company. The notice period for an AGM and an EGM to consider any special resolution (a resolution which requires a 75% majority vote, not a simple majority) is 21 days. The Company may call any other general meeting on 14 days' notice subject to obtaining shareholder authority to do so, the Company does not have this authority at present.

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Three members present in person or by proxy and entitled to vote shall be a quorum. Only those shareholders registered on the Company's register of members at the prescribed record date, being a date not more than 48 hours before the general meeting to which it relates, are entitled to attend and vote at a general meeting.

The Acts require that resolutions of the general meeting be passed by the majority of votes cast (ordinary resolution) unless the Acts or the Company's Articles of Association provide for 75% majority of votes cast (special resolution). Any shareholder who is entitled to attend, speak and vote at a general meeting is entitled to appoint one or more proxies to attend, speak and vote on his or her behalf. A proxy need not be a member of the Company. All resolutions are determined by a poll.

The business of the Company is managed by the Directors who may exercise all the powers of the Company unless they are required to be exercised by the Company in general meeting. Matters reserved to shareholders in general meetings include the election of Directors, the declaration of dividends on the recommendation of the Directors, the fixing of the remuneration of the External Auditor, amendments to the Articles of Association, measures to increase or reduce the Ordinary Share Capital and the authority to issue shares.

The information required to be provided to shareholders in accordance with the Shareholders Rights (Directive 2007/36/EC) Regulations 2009 is available on the Group's website.

Going Concern

The Directors, after making enquiries, have a reasonable expectation that the Company, and the Group as a whole, have adequate resources to continue operating for the foreseeable future. For this reason, the going concern basis continues to be adopted in preparing the Financial Statements.

Internal Control

The Board has overall responsibility for the Group's system of internal control, for reviewing its effectiveness and for confirming that there is a process in place for identifying, evaluating and managing the significant risks to the achievement of the Group's strategic objectives.

The process for identifying, evaluating and managing the significant risks has been in place throughout the financial year up to the date of the approval of the Annual Report and Financial Statements, accords with the Turnbull Guidance (Internal Control: Revised Guidance for Directors on the Combined Code) and is regularly reviewed by the Board. This system of internal control is designed to manage, rather than eliminate, the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The process involves the Board considering the following:

- the nature and extent of the risks facing the Group;
- the extent and categories of risks it regards as acceptable for the Group to bear;
- the likelihood of the risk concerned materialising;
- the Group's ability to reduce the incidence and impact on its business of risks that do materialise; and
- the costs of operating particular controls relative to the benefits thereby obtained in managing related risks.

The risks faced by the Group are reviewed regularly with management and with the Board's Audit Committee whose Terms of Reference require it to conduct an annual assessment and present a report to the Board on (a) the nature and extent of the significant risks facing the Group, (b) the design, operation and monitoring by management of internal control systems and the adequacy and frequency of reports from management to the Board, and (c) whether the reports give a balanced assessment of the significant risks and the effectiveness of the system of internal control in managing those risks. The Terms of Reference are available under the Investor Relations section of the website, www.greencore.com.

The key elements of the system of internal control are as follows:

- clearly defined organisation structures and lines of authority;
- corporate policies for financial reporting, treasury and financial risk management, information technology and security, project appraisal and corporate governance;
- annual budgets and five year time horizon business plans for all operating units, identifying key risks and opportunities;
- monitoring of performance against budgets and forecasts and reporting thereon to the Directors on a regular basis;
- a Risk Management Group which reviews key business processes and controls and their effectiveness; and
- the Audit Committee which approves audit plans and deals with significant control issues raised by the Risk Management Group or External Audit.

The preparation and issue of financial reports is managed by the Group finance department, as delegated by the Board. The Group financial reporting process is controlled using the Group accounting policies and reporting systems. The Group finance department supports all reporting entities with guidance on the preparation of financial information. In the year under review, this process was supported by the Group financial control department and Group treasury function. Each category entity has a Finance Director or Controller who has responsibility and accountability for providing information which is in accordance with agreed policies.

The financial information for each entity is subject to a review at reporting entity and Group level by the Chief Executive Officer and the Chief Financial Officer, along with the category Managing Directors. The Annual Report is reviewed by the Audit Committee in advance of its presentation to the Board for approval.

In addition, during the year under review, the Managing Director or the Finance Director of each operating unit completed a Financial Internal Control Questionnaire which was used to identify control strengths and weaknesses across all financial areas and any weaknesses were subsequently addressed.

The Group maintains a Risk Register to ensure that all significant risks within each business unit have been appropriately identified and also to ensure that all risk is mitigated or managed as appropriate. It is understood that regular and detailed assessment is vital due to the volatile and uncertain economic environment. Further detail on risk and risk management is set out on pages 14 to 17 and in Note 20 to the Group Financial Statements.

Finally, the Directors, through the use of appropriate procedures, systems and the employment of competent persons, have ensured that measures are in place to secure compliance with the Company's obligation to keep proper books of account. The books of account are kept at the registered office of the Company.

Directors' Report (continued)
Report on Directors' Remuneration
Statement from the Option and Remuneration Committee Chairman

Dear Shareholder,

On behalf of my colleagues on the Option and Remuneration Committee (the 'Committee') and the Board, I am pleased to present the Report on Directors' Remuneration for the year ended 26 September 2014.

For FY14, the format of the Report on Directors' Remuneration has been amended, such that it is now separated into two sections, a section on the Group's Remuneration Policy Report for Directors and a section on the Annual Remuneration Report for the year ended 26 September 2014.

Business Performance and Incentive Payouts for FY14

In determining the annual bonus payout for FY14, the Committee took into account the headline revenue growth of 6.4%, the increase in revenue growth of 8.4% in Convenience Foods on a like for like basis, the increase in operating margin to 6.5% along with a 13.6% increase in Adjusted Earnings per Share. This resulted in a payout on the Adjusted Earnings per Share ('EPS') element of 50 out of 50. In addition, Return on Invested Capital ('ROIC') grew by 100 basis points resulting in a payout of 25 out of 25.

When determining Executive Directors' remuneration outcomes in respect of FY14, the Committee took into consideration the Group's strategic, organisational and economic progress during the year, including the acquisition and integration of Lettieri's in February 2014, a leading manufacturer of frozen food to go products for the convenience channel in the US, along with the successful disposal in May 2014 of Ministry of Cake, the foodservice desserts business.

In this context, the Committee considered the contribution of the Executive Directors to the delivery of this performance and it was agreed that a bonus payment of 98% of maximum to the Chief Executive Officer and 98% of maximum to the Chief Financial Officer was appropriate. In line with the remuneration policy for Executive Directors, 50% of the bonus is payable in cash with the remaining 50% payable in share awards deferred for three years.

FY15 Remuneration policy

Salary

The Committee reviewed salaries in November and determined that the salary of both the Chief Executive Officer and Chief Financial Officer would be increased by 2% to €780,078 and £433,500 respectively. These increases are aligned with typical increases received elsewhere in the Group.

Performance Share Plan ('PSP')

In the context of our ambitious future performance goals the Committee reviewed the targets attached to PSP awards to be granted in 2014. The Committee agreed to increase the ROIC targets from the previous range of 12% – 14.5% to 12.5% for threshold vesting and 15% for maximum vesting. The EPS targets will remain at 5% p.a. growth for threshold vesting to 15% p.a. growth for maximum vesting. The Committee believes that these targets are very stretching in the context of the markets in which we operate and, if delivered, will have added significant value for shareholders.

Changes to the Option and Remuneration Committee Membership

Following the Board appointment of four Non-Executive Directors in FY13 and the retirement of Mr Simons in January 2014, the Nomination Committee undertook a review of the membership of each of the committees, including the Option and Remuneration Committee. Following this review, given her skills and expertise, Ms Heather Ann McSharry was appointed to the Option and Remuneration Committee on 28 January 2014. I would like to formally welcome Ms McSharry to the Committee.

Eric Nicoli

On behalf of the Option and Remuneration Committee

24 November 2014

Directors' Remuneration Policy Report

The following sets out our Directors' Remuneration Policy (the 'Policy'). This Policy will apply to payments made from the next AGM of the Company which will be held on 27 January 2015.

The Annual Remuneration Report (pages 52 to 59) includes further details on how this Policy will be operated for FY15.

In October 2013, the UK Department of Business, Innovation and Skills introduced new Directors' Remuneration Regulations, the purpose of which is to provide a reporting framework with minimum standards to ensure a consistent level of reporting.

These regulations apply to UK incorporated companies. As Greencore Group plc is an Irish incorporated company, it is not subject to these regulations. However, in line with best practice, the Board and the Committee are committed to applying the new requirements on a voluntary basis insofar as is possible under Irish legislation. Therefore, in line with best practice and to ensure transparency, two advisory resolutions will be put to shareholder vote at the Annual General Meeting ('AGM') to be held in January 2015; one in respect of the Group's Remuneration Policy for Directors and one in respect of the Annual Remuneration Report for the year ended 26 September 2014.

While it is intended that the Group will comply in full with Remuneration Policy for Directors, there may be circumstances under Irish legislation where a Director could be entitled to receive amounts otherwise than as provided for in the Remuneration Policy for Directors. As we cannot rely on the statutory provisions applicable under the UK Directors' Remuneration Regulations, the resolutions in respect of the Remuneration Policy for Directors will therefore be advisory in nature.

Remuneration Policy

The main aim of the Group's Policy is to align the interests of Executive Directors with the Group's strategic vision and the long-term creation of shareholder value. The Policy is intended to pay the Executive Directors competitively and appropriately, whilst considering a number of other factors, including the remuneration practices of other international companies of similar size and scope, the current economic climate and the regulatory and governance framework. The Committee also takes into consideration remuneration practices throughout the Group when considering Executive Directors' pay and ensures that the Group pays no more than is necessary.

Remuneration Principles

The following principles have been adopted as a framework for evaluating changes to Executive Directors' remuneration. The remuneration arrangements for Executive Directors are designed to:

- promote value creation;
- support the business strategy;
- promote sound risk management;
- ensure that the interests of Executive Directors are aligned with the long-term interests of shareholders;
- deliver a competitive level of pay for the Executive Directors without paying more than is necessary to recruit and retain individuals;
- ensure that the Executive Directors are rewarded for their contributions to the success of the Group; and
- motivate the Executive Directors to deliver enhanced sustainable performance.

Directors' Remuneration Policy Report (continued)

Executive Directors' Remuneration Policy

The table below sets out the element and purpose of Executive Directors' compensation and how each element operates, as well as the maximum opportunity of each element and any applicable performance measures.

<table>
<tr><th>Element of remuneration</th><th>Purpose and link to strategy</th><th>Operation</th><th>Maximum opportunity</th><th>Performance measures</th></tr>
<tr><td>Basic salary</td><td>To provide the basis of a market competitive overall remuneration package.

Takes account of the role, skills and contribution of individuals.</td><td>Basic salaries are determined taking into account a number of factors, including:

- individual responsibilities, performance and experience;
- practice at other companies of a similar size and complexity;
- the pay arrangements throughout the organisation; and
- the Company's progress towards its objectives.

Salaries are usually reviewed during November and any increases will normally be effective from the preceding 1 October. However, the Committee reserves the right to make salary increases effective from any other time where considered appropriate.</td><td>Whilst there is no maximum salary, increases will normally be in line with the average increase awarded to other employees in the Group.

However, the Committee retains the discretion to make increases above this level in certain circumstances, including, but not limited to:

- an increase in scope and/or responsibility of a role;
- a new Executive Director being moved to market competitive positioning over time; and
- an existing Executive Director falling below market positioning.</td><td>None</td></tr>
<tr><td>Pension</td><td>To provide post-retirement remuneration to ensure that the overall remuneration package is competitive.</td><td>The Chief Executive Officer and the Chief Financial Officer receive a taxable non-pensionable cash allowance in lieu of participation in a Defined Contribution pension scheme.

The Chief Executive Officer participated in the Defined Benefit Scheme until it was closed to future accrual in 2009.

The Committee may determine that alternative pension provisions will operate for new appointments to the Board. When determining pension arrangements for new appointments, the Board will give regard to the cost of the arrangements, market practice and the pension arrangements received elsewhere in the Group.</td><td>The Company's maximum contribution/cash allowance for the Executive Directors is as follows:

- CEO – 35% of pensionable salary; and
- CFO – 25% of pensionable salary

The Chief Executive Officer is a deferred member of the Group's Defined Benefit Pension Scheme which closed to future accrual with effect from 31 December 2009. The value of the frozen scheme benefits for the Chief Executive Officer was £47,000 as at 26 September 2014.</td><td>None</td></tr>
</table>

Element of remuneration	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Benefits	To provide market typical benefits to ensure that the overall remuneration package is competitive.	Executive Directors receive health insurance for the individual and his immediate family and a car allowance (or a company car and payment of related expenses). Other benefits may be provided at the discretion of the Committee based on individual circumstances and business requirements, such as appropriate relocation and expatriate allowances and support (either on a one-off or an ongoing basis). Executive Directors may also be eligible to participate in any all-employee schemes operated by the Company up to the relevant approved scheme limits.	The cost of benefit provision will depend on the cost to the Company of providing individual items and the individual's circumstances and therefore there is no maximum value.	None
Annual Bonus Plan	To support the business strategy by incentivising the delivery of annual financial targets as well as the achievement of personal and strategic objectives. The deferred element aligns the interests of Executives and shareholders and provides a strong retention mechanism.	Performance is assessed over the relevant financial year. The level of payment is determined by the Committee after the year end, based on performance against targets and any additional factors they deem significant. A proportion (normally 50% unless the Committee determines otherwise) of any bonus is paid in cash, with the remainder deferred into a share award. Cash bonuses are paid following the year-end. *Deferred share element* The deferred share awards will normally vest three years after the grant of an award (unless the Committee determines an alternative vesting period is appropriate). The vesting of deferred share awards will normally be subject to continued employment. The Committee has the discretion to reduce the number of deferred shares if, prior to vesting, the participant is in fundamental breach of their employment contract. Dividend equivalents may be awarded. See page 47 for further details.	The maximum annual bonus opportunity is 150% of salary. The award opportunity for bonus at threshold performance is nil with up to 50% of the award normally payable for target performance. 100% of the award is payable for maximum performance.	The bonus is determined based on performance against financial performance metrics and personal objectives. Currently, 75% of the award is based on financial targets (of which 50% is based on adjusted EPS and 25% is based on ROIC) and 25% is based on personal and strategic goals. The Committee may choose alternative performance measures or may adjust the weighting of measures in future years to ensure that Executive Directors are appropriately incentivised to deliver key strategic goals. In any year, the financial performance metrics will always account for the majority of the award. The Committee sets targets every year to ensure that they are appropriately stretching. For further details of metrics for the FY15 annual bonus please see page 57.

Directors' Remuneration Policy Report (continued)

Executive Directors' Remuneration Policy (continued)

Element of remuneration	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Performance Share Plan ('PSP')	To create alignment between the interests of Executive Directors and shareholders through the delivery of rewards in Company shares. To incentivise Executive Directors to deliver long-term shareholder value creation and the achievement of financial targets.	Awards normally vest based on performance measured over a period of three years or such other period as the Committee may determine. Awards may be granted in the form of performance share awards (a conditional award of shares, a nil-cost option or a forfeitable share award). The Committee determines the extent to which the performance measures have been met. The Committee will also consider the underlying financial performance of the business, as well as the value added to shareholders. The level of vesting may be adjusted where the Committee considers there is a material difference. In the event of a material misstatement of the Company's audited results, a material failure of risk management, a material breach of health and safety regulations, or serious reputational damage to any member or business unit of the Group, the Committee may scale back, or impose additional conditions on awards prior to vesting. Dividend equivalents may be awarded. See page 47 for further details.	The maximum award level is 100% of salary in respect of a financial year.	Current awards vest based on Earnings per Share and Return on Invested Capital measures. These measures will generally be equally weighted however the Committee may determine that an alternative weighting is appropriate. The Committee shall have the discretion to determine that alternative financial performance measures may apply to future awards. For threshold levels of performance, 25% of the award vests, increasing to 100% of the award for maximum performance. There is straight-line vesting of awards between these points. The Committee determines targets each year to ensure that targets are stretching and represent value creation for shareholders, whilst remaining motivational for management.

The Company also operates a shareholding guideline for Executive Directors, details of which can be found on page 54 of the Annual Remuneration Report.

The Committee reserves the right to make any remuneration payments and payments for loss of office (including the exercise of any discretion available to it in connection with such payments), notwithstanding that they may not be in line with the Policy where the terms of the payment were agreed either before the Policy came into effect or at a time when the relevant individual was not a Director of the Company and in the opinion of the Committee, the payment was not in consideration for the individual becoming a Director of the Company.

From 2001 to 2011, the Company granted market value share options under the Greencore Group Executive Share Option Scheme. As the Scheme expired in 2011, no further options will be granted under this scheme. At the time this Policy comes into force, all options under the Executive Share Option Scheme will have vested and, subject to the individual's continued employment and the rules of the scheme, the options may be exercised until the ten year anniversary of the award.

The Committee may make minor amendments to the policy set out above (for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation) without obtaining shareholder approval for that amendment.

Awards granted under the deferred bonus plan and the PSP:

(a) may be settled in cash;

(b) may incorporate the right to receive in cash or shares the value of dividends which would have been paid or allotted on the shares between grant and vesting. This may assume the reinvestment of those dividends in the Company's shares on a cumulative basis; and

(c) may be adjusted in the event of a variation of the Company's share capital or a demerger, delisting, special dividend, rights issue or other event, which may, in the Committee's opinion, affect the current or future value of awards.

The Committee may amend or substitute performance conditions applicable to a PSP award if an event (or events) occurs which causes the Committee to consider that an amended or substituted performance condition would be more appropriate and would not be materially less difficult to satisfy.

The terms of the deferred bonus plan and PSP may be amended in accordance with the relevant plan rules (which, in the case of the PSP, were approved by shareholders on 29 January 2013).

Information supporting the policy table

Selection of performance measures

The annual bonus plan is based on financial performance, as well as personal and strategic goals. For the forthcoming year, the financial element will be based on Earnings per Share and Return on Invested Capital. The Committee considers the performance measures and targets to be the most appropriate as the Executive Directors should be sufficiently able to influence outcomes through the effective financial management of the business and therefore the performance metrics will serve as a strong incentive to drive performance.

The Committee has selected these measures to ensure continued focus on the key financial objectives for the year ahead. The achievement of key personal and strategic goals is also considered important to drive the performance of the business over the longer-term.

The PSP is also based on Earnings per Share and Return on Invested Capital measures. The earnings measure incentivises Executive Directors to grow earnings for shareholders over the long term, whilst the return measure ensures that the growth is sustainable and in the long-term interests of the Company and its shareholders.

Targets are set taking into account a number of factors including internal and external forecasts, and market practice.

The Committee will keep the performance measures, weightings and targets of both the annual bonus and PSP under review and reserves the right to adjust these where they are no longer considered to be appropriate.

Remuneration arrangements throughout the Group

Remuneration arrangements throughout the Group are based on the same high level remuneration principles as for the Executive Directors. We believe that individuals should be rewarded based on their contribution to the Group and the success of the Group and that reward should be competitive in the market without paying more than is necessary to recruit and retain individuals.

Reward packages will differ taking into account location, seniority and level of responsibility, however, remuneration packages are structured around common reward objectives and principles.

In addition to the Executive Directors, individuals across the Group participate in the annual bonus plan, whilst senior executives participate in the PSP and Deferred Bonus Plan ('DBP') on the same principles as the Executive Directors.

In addition, eligible employees in Ireland and the UK are entitled to join the Group's ShareSave schemes which provide a means of saving and gives employees the opportunity to become shareholders in the Company.

Non-Executive Directors' Remuneration Policy

The remuneration policy for the Chairman and Non-Executive Directors is to pay fees necessary to attract Non-Executive Directors of the calibre required, taking into consideration the size and complexity of the business and the time commitment of the role, without paying more than is necessary.

Details are set out in the table below:

Approach to setting fees	Basis of fees	Other items
- The fees of the Non-Executive Directors are agreed by the Board following recommendations by the Committee. - The fees for the Chairman are determined by the Committee. - Fees are normally reviewed every two years but may be reviewed more or less frequently if it is considered appropriate. - Fees are set taking into account the level of responsibility, relevant experience and specialist knowledge of each Non-Executive Director and fees at other companies of a similar size and complexity.	- Non-Executive Directors are paid a basic fee for membership of the Board with additional fees being paid for the role of the Senior Independent Director or Chairman of a Board committee, to take into account the additional responsibilities and workload required. - If a Non-Executive Director is a Chairman of more than one committee, the additional fee is capped at the higher committee fee. - If a Non-Executive Director is also the Senior Independent Director, the additional fee is capped at the additional Senior Independent Director fee. - Additional fees may also be paid for other Board responsibilities or roles if this is considered appropriate. - Fees are normally paid in cash.	- Neither the Chairman nor any of the Non-Executive Directors are eligible to participate in any of the Group's incentive arrangements. - Non-Executive Directors do not currently receive any benefits. However, benefits may be provided in the future if, in the view of the Board (for Non-Executive Directors or the Committee for the Chairman), this is considered appropriate. - Travel and other reasonable expenses (including fees incurred in obtaining professional advice in the furtherance of their duties) incurred in the course of performing their duties are reimbursed to Non-Executive Directors. - The Company may settle any tax due on benefits or taxable expenses.

Remuneration Policy for New Hires

The Group is committed to ensuring appropriate succession plans are in place, specifically in respect of senior management and Executive Directors. When considering the remuneration package of a potential new Executive Director, the Committee would seek to apply the following principles:

- The Committee will ensure that the package is sufficient to attract the appropriate individual, having regard to the skills, experience and dedication required whilst ensuring that the interests of the Group and its shareholders are aligned, whilst being cognisant of not paying more than is necessary.

- The structure of the ongoing remuneration package would normally include the components set out in the policy table for Executive Directors. However, the Committee has discretion to include any other remuneration component or award as it considers appropriate, taking into account the specific commercial circumstances, subject to the limit on variable remuneration set out below. Where any additional element is included, the key terms and rationale for such component would be appropriately disclosed.

- Where an individual forfeits outstanding incentive payments and/or contractual rights at a previous employer as a result of their appointment at the Group, the Committee may offer compensatory payments or awards in such form as it considers appropriate. In doing so, it will take into account all relevant factors including the form of awards, expected value and vesting timeframe of forfeited opportunities. When determining such 'buy-out' arrangements, the Committee's intention would be that awards would generally be on a 'like for like' basis as those forfeited.

- The maximum level of variable remuneration which may be awarded (excluding any compensatory payments or awards referred to above) in respect of recruitment is 250% of salary, in line with our policy for existing Executive Directors.

- Where an Executive Director is required to relocate from their home location to take up their role, the Committee may provide reasonable assistance with re-location (either via one-off or ongoing payments or benefits).

- In the event that an internal candidate is promoted to the Board, legacy terms and conditions will normally be honoured, including pension entitlements and any outstanding incentive awards.

- To facilitate any buy-out awards outlined above, in the event of recruitment, the Committee may grant awards to a new Executive Director relying on the exemption in the Listing Rules which allows for the grant of awards, to facilitate in unusual circumstances, the recruitment of an Executive Director, without seeking prior shareholder approval or under any other appropriate Company incentive plan.

The remuneration package for a newly appointed Non-Executive Director will normally be in line with the structure set out in the Non-Executive Directors' policy table above.

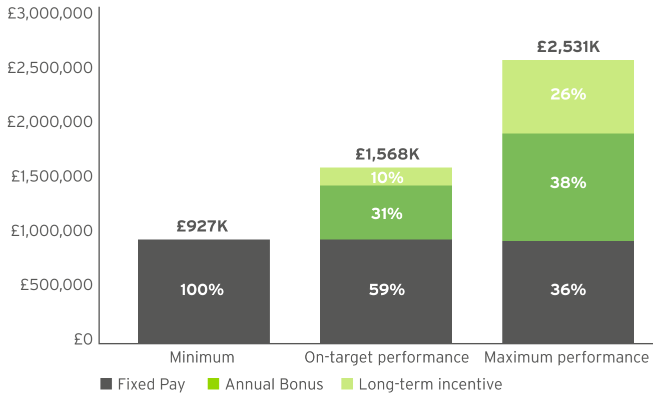
Remuneration opportunities in different performance scenarios

The Committee believes that the current remuneration arrangements provide an appropriate balance between fixed and variable pay linked to short and long-term strategic objectives.

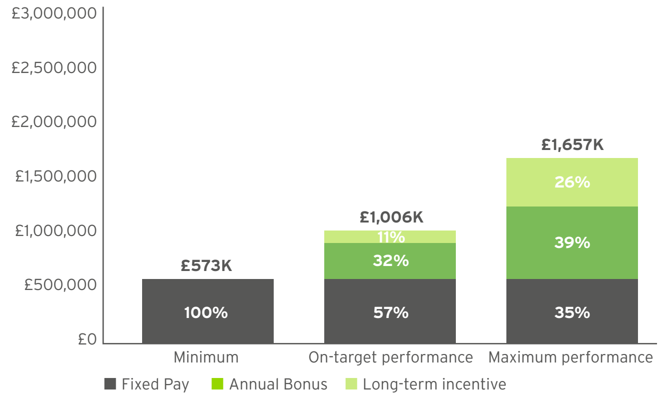
The charts below illustrate the current value and composition of the Executive Directors' remuneration opportunity in minimum, "in line with the Company's expectations", and maximum performance scenarios.

Minimum	No bonus payout No vesting under the PSP
Budgeted Performance	50% of maximum annual bonus payout (i.e. 75% of salary) 25% of maximum vesting under the PSP (i.e. 25% of salary)
Maximum	100% of maximum annual bonus payout (i.e. 150% of salary) 100% of maximum vesting under the PSP (i.e. 100% of salary)

CEO



CFO



* The above amounts for the Chief Executive Officer are based on an exchange rate of €1:£0.8224 which was the average exchange rate in FY14.

Fixed Remuneration for FY15

	Salary With effect from 1 October 2014 €/£'000	Benefits Actual paid in the year ending 26 September 2014* €/£'000	Pension With effect from 1 October 2014 €/£'000	Total fixed pay €/£'000
CEO (Patrick Coveney)	€780	€55	€292	€1,127
CFO (Alan Williams)**	£434	£31	£108	£573

* Anticipated benefits for FY15.
** Mr Williams receives part of his salary in euro and part of his salary in sterling reflecting his responsibilities across Ireland and the UK.

Executive Director Service Contracts and policy on payments to Directors leaving the Group

When determining leaving arrangements for an Executive Director, the Committee takes into account any contractual agreements including the provisions of any incentive arrangements, typical market practice and the performance and conduct of the individual.

Notice period	Executive Directors have service contracts with the Company which can be terminated on 11 months' notice by the Company and on three months' notice by the individual. Mr Coveney's current contract was entered into on 31 March 2008 and Mr Williams' current contract was entered into on 7 March 2011.
Payment in lieu of notice	Salary and other emoluments in lieu of notice.
Annual bonus	The Committee may determine that an Executive Director remains eligible to receive a bonus for the financial year in respect of which he ceased to be a Director. The Committee will determine the level of bonus taking into account performance. Any unvested deferred share awards will vest in full or to such lesser extent as is determined by the Committee if the individual dies or ceases employment as a result of ill-health, injury, disability, redundancy, retirement, the sale or transfer of his employing entity out of the Group or if the Committee determines exceptional circumstances exist that warrant such treatment. If the employee leaves in other circumstances, his unvested deferred share awards lapse.
PSP	If a participant dies his PSP award will vest to the extent determined by the Committee, taking into account the extent to which the performance conditions have been met and if the Committee so determines the period of time elapsed since grant. If the participant ceases to be an officer or employee of the Group as a result of his ill-health, injury, disability, redundancy, retirement or the sale of his employing entity out of the Group, or for any other reason at the Committee's discretion, his award will vest on the original vesting date, or, if the Committee so determines, as soon as practicable after the date of cessation. The extent to which awards vest in these circumstances will be determined by the Committee, taking into account the extent to which the performance conditions have been satisfied, and, unless the Committee determines otherwise, the period of time from the date of grant up to the date of cessation. If a Director leaves in other circumstances, his awards lapse.

The Executive Directors' contracts are available for shareholders to view at the AGM and also from the Company Secretary upon request.

Change of Control

In the event of a change of control of the Company, Executive Directors are entitled to terminate their employment with the Company with 30 days' prior notice at any time within six months after the change in control if the Executive Director has reasonable grounds to contend that the change in control has resulted, or will result, in the diminution of his/her powers, duties or functions in relation to the Group.

If the Executive Director's contract is terminated in the event of the change of control, the Executive Director can seek a payment from the Company in settlement of all and any claims arising in those circumstances. The amount of the payment (subject to deduction of income tax) will be equal to the sum total of his or her basic salary, the bonus paid to the Executive Director in the calendar year immediately preceding such termination and any retained bonus approved but unpaid for the year immediately prior to the year in which the Executive Director's contract was terminated. These provisions reflect Irish employment law.

If the Company undergoes a change of control, PSP awards vest to the extent determined by the Committee. The extent to which awards vest in these circumstances will be determined by the Committee taking into account the extent to which the performance conditions have been met and, unless the Committee determines otherwise, the period of time between grant and the relevant event. Alternatively, the Committee may require that PSP awards are rolled over for equivalent awards in a different company.

Deferred share awards will vest in full in the event of a change of control or winding up of the Company.

In the event of a merger, demerger, delisting, special dividend or other event which may in the opinion of the Committee affect the current or future value of the Company's shares, the Committee may allow deferred share and PSP awards to vest on the same basis as set out above.

Non-Executive Director Letters of Appointment

The Non-Executive Directors have Letters of Appointment, the terms of which recognise that their appointments are subject to the Company's Articles of Association and their services are at the direction of the shareholders.

All Non-Executive Directors submit themselves for election at the AGM following their appointment, and in line with provision B.7.1. of the Corporate Governance Code (the 'Code'), each director retires at each subsequent AGM and offers him or herself for re-election as appropriate.

Non-Executive Directors are not entitled to any payment in lieu of notice. The Letters of Appointment are available for shareholders to view at the AGM and also from the Company Secretary upon request.

The table below shows the appointment and expiry dates for the Non-Executive Directors:

Name	Effective date of appointment	Expiry of appointment*
PG Kennedy	20 November 2008	27 January 2015
SG Bailey	17 May 2013	27 January 2015
JT Herlihy	13 March 2009	27 January 2015
HA McSharry	30 January 2013	27 January 2015
JJ Moloney	8 February 2013	27 January 2015
EL Nicoli	14 May 2010	27 January 2015
JA Warren	30 January 2013	27 January 2015

* In line with the UK Corporate Governance Code, each year at the AGM of the Company, each Director retires, and where appropriate offers him or herself for re-election.

Consideration of wider employee views

The Committee generally considers pay and employment conditions elsewhere in the Group when determining pay for Executive Directors. When assessing any increases to base salary, the Committee reviews overall levels of base pay increases offered to other employees in the Group.

The Committee does not consider it appropriate to consult directly with employees regarding Executive Directors' remuneration. However, employees are encouraged to become shareholders under the Company's ShareSave schemes and once an employee becomes a shareholder, he or she can vote on resolutions in respect of Directors' remuneration along with any other resolutions put before the AGM.

Consulting with our shareholders

The Committee is dedicated to ensuring open dialogue with shareholders in relation to remuneration. In advance of any proposal to amend the Policy, the Committee, led by the Chairman, will liaise with key shareholders and proxy advisory firms to discuss the proposed amendments and receive their feedback.

Annual Remuneration Report

The following sets out our Annual Remuneration Report, which outlines decisions made by the Committee in relation to Directors' remuneration in respect of FY14 and how the Committee intends to apply the Remuneration Policy for FY15. The Annual Remuneration Report shall be subject to an advisory shareholder vote at the AGM on 27 January 2015. Where information has been audited by KPMG, this has been stated. All other information in this report is unaudited.

Single total figure of remuneration (audited)

The following table sets out the single figure for total remuneration for Executive Directors in FY14 and FY13.

				Annual Bonus* (£'000)				
		Salary (£'000)	Benefits (£'000)	Cash	Deferred Share Award	Long-term incentives (£'000)	Pension (£'000)	Total (£'000)
Patrick Coveney**	FY14	625	45	462	462	237	234	2,065
	FY13	626	44	418	418	-	234	1,740
Alan Williams***	FY14	403	31	313	313	-	103	1,163
	FY13	371	31	253	253	-	95	1,003

* Half of the annual bonus is payable as a cash award and half as a deferred share award.
** The exchange rate used for the conversion of salary from euro to sterling for FY14 was €1: £0.8224 which was the average exchange rate for FY14. The exchange rate used for FY13 was £0.8389.
*** Mr Williams receives part of his salary in euro and part of his salary in sterling. The exchange rate used in FY14 for the conversation of his Irish salary from sterling into euro was €1/£0.83 whilst the exchange rate used in FY13 was €1: £0.8389.

Notes to the table (audited)

Benefits

Benefits include a car allowance and private medical insurance.

Annual bonus

The Group demonstrated strong financial and operational performance over the year. We delivered strong revenue, profit, EPS and ROIC growth and this progress was achieved against the backdrop of a demanding customer and retail environment. This excellent performance was reflected in the annual bonus outcomes for both of our Executive Directors.

75% of the annual bonus was based on financial measures (adjusted EPS and ROIC), and the remaining 25% was based on personal performance elements. The maximum bonus opportunity for FY14 was 150% of salary for both Executive Directors.

The Group delivered 13.6% EPS growth. This exceeded the maximum target set and therefore the EPS element of the bonus will result in a full payout. ROIC performance improved by 100bps to 13.7%, again this exceeded the maximum target set by the Committee and the ROIC portion of the award will vest in full.

The Committee carefully considered the personal performance of the Chief Executive Officer and Chief Financial Officer against the agreed metrics and decided that the Chief Executive Officer should be awarded 23 out of 25 for this element and that the Chief Financial Officer should also be awarded 23 out of 25 for this element.

When determining the Chief Executive Officer's personal bonus outcome, the Committee considered the strong delivery of the Group's results, the evolution of HR and IT strategy across the Group and his strategic capabilities.

In considering the Chief Financial Officer's personal bonus outcome, the Committee took into account the delivery of the budget in a very demanding environment, enhancement of Greencore's external/capital markets position and his step up to lead IT and Purchasing.

While the Committee has not disclosed the actual bonus targets as these are considered by the Board to be commercially sensitive, details of relative performance against the range has been provided below.

				Performance range		
Measures		Weighting	Threshold 50% vesting	Target 75% vesting	Maximum 100% vesting	Outcome
Financial	EPS	50%				50%
	ROIC	25%				25%
Personal	Patrick Coveney	25%				23%
	Alan Williams					23%

The total resulting bonus outcomes for the Chief Executive Officer and Chief Financial Officer were 73.5% of salary as a cash bonus and 73.5% of salary as a deferred share award, which will vest after three years, subject to continued employment.

Long-term incentives

PSP awards

The first set of PSP awards were granted to Executive Directors in March 2013 and, as such, no awards vested in respect of the financial year.

Share options

The Chief Executive Officer was granted options under the 2001 Greencore Group Executive Share Option Scheme in 2005 (402,833 options at an exercise price of €2.66*) and 2006 (125,885 options at an exercise price of €2.86*). These awards are exercisable to the extent that the Group EPS has grown in excess of the Consumer Price Index plus 5% per annum, compounded over three years. This performance target has been met in respect of the period FY12 – FY14 and these awards will become exercisable shortly after the release of the Group's results. The 'gain' in respect of these options has therefore been included in the single figure for FY14. This has been calculated based on the three month average share price to 26 September 2014 of £2.6742 and the average euro to sterling exchange rate for FY14 of €1: £0.8224. There are no other awards outstanding under this plan.

Pensions

The Chief Executive Officer receives a taxable non pensionable cash allowance equivalent to 35% of his salary in lieu of participation in a Defined Contribution pension scheme.

The Chief Financial Officer receives a taxable non pensionable cash allowance equivalent to 25% of his salary in lieu of participation in a Defined Contribution pension scheme.

The Chief Executive Officer is a deferred member of the Group's Irish Defined Benefit Pension Scheme which closed to future accrual with effect from 31 December 2009. The value of the frozen scheme benefits for the Chief Executive Officer was £47,000 as at 26 September 2014. His normal retirement age under the scheme is 60 and the Chief Executive Officer will not be entitled to any augmentation of benefit in the event that he retires early.

Share awards granted during the year (audited)

PSP

The table below sets out details of the PSP awards made to Executive Directors during the year.

	Type of award	Date of Grant	Number of shares granted	Face value** (£)	Face value (% of salary)	Threshold vesting (% of salary)	Performance period
Patrick Coveney	PSP	03.12.13	344,306	638,918	100%	25%	28 September 2013 – 30 September 2016
Alan Williams	PSP		229,028	425,000			

The allocation of the number of shares under the PSP for FY15 will be determined on 2 December 2014, the earliest practicable date following the release of the Group's FY14 financial results.

As noted above, the PSP awards made in the year are subject to performance conditions. The table below shows the performance targets applicable to each of the two performance measures:

Vesting	**EPS element** Compound annual growth in period FY16 versus FY13 base	**ROIC element** Assessed based on FY16 performance
100%	15% p.a.	14.5%
Straight line between 25% and 100%	Between 5% – 15% p.a.	12% – 14.5%
25%	5% p.a.	12%
Nil vesting	Below 5% p.a.	Below 12%

Prior to determining the level of vesting, the Committee will also consider the underlying financial performance of the business, as well as the value added to shareholders, and the level of vesting may be adjusted where it considers that there is a material difference (the 'performance underpin').

When assessing the performance underpin, the Committee will take into consideration a number of factors including absolute TSR performance, relative TSR against a range of comparators and cash flow performance. The Committee has set targets taking into account internal and external forecasts, as well as market practice for similar sized companies.

Deferred Bonus Plan ('DBP')

During the year, the following deferred bonus shares were awarded to Executive Directors. These awards were granted based on performance delivered during FY13.

	Type of award	Date of Grant	Number of shares granted	Face value (£)**	Face value (% of salary)
Patrick Coveney	DBP	03.12 13	224,219	416,076	66.75%
Alan Williams	DBP		136,407	253,126	67.5%

* The number of options and option price were recalculated following the rights issue in 2011.
** Face value calculated using the average share price for the three days following 26 November 2013 which was £1.85567.

Report on Directors' Remuneration (continued)

Annual Remuneration Report (continued)

The allocation of the number of shares under the DBP for FY14 will be determined on 2 December 2014, the earliest practicable date following the release of the Group's FY14 financial results.

Scheme interests (audited)

	Date of grant	Number of options/ awards at start of year	Granted/ awarded during the year	Vested/ exercised in the year	Lapsed during the year	Number of options/ awards at year-end	Market price at date of grant	Exercise price	Earliest date of exercise	Expiry date
Patrick Coveney										
Deferred Bonus Plan	03.12.10	866,078*	-	939,997**	-	-	€1.30	-	03.12.13	03.12.13
	09.12.11	909,375	-	-	-	909,375	€0.64	-	09.12.14	09.12.14
	03.12.12	603,739	-	-	-	603,739	£0.92	-	03.12.15	03.12.15
	03.12.13	-	224,219	-	-	224,219	£1.85567	-	03.12.16	03.12.16
Performance Share Plan***	05.03.13	658,417	-	-	-	658,417	£0.9825	-	05.03.16	05.03.16
	03.12.13	-	344,306	-	-	344,306	£1.85567	-	03.12.16	03.12.16
Executive Share Option Scheme	01.12.05	402,833*	-	-	-	402,833	€2.66	€2.66	01.12.08	01.12.15
	22.06.06	125,885*	-	-	-	125,885	€2.86	€2.86	22.06.09	22.06.16
ShareSave	02.07.12	26,217	-	-	-	26,217	£0.75	€0.69	01.09.15	28.02.16
Alan Williams										
Deferred Bonus Plan	09.12.11	309,375	-	-	-	309,375	€0.64	-	09.12.14	09.12.14
	03.12.12	352,794	-	-	-	352,794	£0.92	-	03.12.15	03.12.15
	03.12.13	-	136,407	-	-	136,407	£1.85567	-	03.12.16	03.12.16
Performance Share Plan***	05.03.13	381,639	-	-	-	381,639	£0.9825	-	05.03.16	05.03.16
	03.12.13	-	229,028	-	-	229,028	£1.85567	-	03.12.16	03.12.16
ShareSave	02.07.12	15,000	-	-	-	15,000	£0.75	£0.60	01.09.15	28.02.16
ShareSave	01.07.14		3,913	-	-	3,913	£2.77	£2.30	01.09.17	28.02.18

Statement of Directors' shareholding and share interests (audited)

The Company has adopted Director shareholding guidelines whereby the Chief Executive Officer and Chief Financial Officer shall acquire a holding of shares in the Company equal to 200% and 100% of base salary, respectively, over a five year period commencing on the date of their employment or from when the policy was introduced in November 2013, whichever is earlier. There are currently no shareholding guidelines in place for Non-Executive Directors, however all Non-Executive Directors are encouraged to hold shares in the Company.

				Shareholding requirement					
	Ordinary shares held at 28 September 2013	Ordinary shares held at 26 September 2014	Value of shares held at 26 September 2014****	% of salary required	% of salary held	Unvested performance shares subject to performance	Unvested share options subject to performance	Unvested awards not subject to performance	Vested options not exercised
Patrick Coveney	1,867,640	1,911,729	£5,112,346	200%	818%	1,002,723	528,718	1,737,333	-
Alan Williams	161,683	166,641	£445,150	100%	105%	610,667	-	798,576	-

Change in remuneration of the Chief Executive Officer

In January 2014, the Chief Executive Officer received an increase of 2.5% in his euro denominated base salary, which was broadly in line with a 2.25% increase which was awarded to Group employees in FY14. He also received an annual bonus increase of 14% in respect of FY14, which was due mainly to the increase in the Group performance element of his bonus, achieving 75/75 compared with 65/75 in FY13. All Group employees with an element of their bonus linked to Group performance will receive a similar uplift. There were no changes to his benefits or to Group employees' benefits in FY14.

* Number of awards was recalculated following the rights issue in August 2011.
** The difference between awards granted in 2010 and shares exercised in 2013 represents scrip dividend payments on the awards.
*** The share price used to calculate the number of shares under the award is the average share price for the three dealing days after the release of the Group's results.
**** This shareholding is calculated based on the average share price between 27 June and 26 September 2014.

Historic TSR performance and the remuneration outcomes for the Chief Executive Officer

The graph below compares the Company's TSR against the FTSE All-Share Index and the FTSE250 for a five-year period. The FTSE 250 has been chosen as the company is a constituent of this index whilst the FTSE All-Share Index has been chosen to provide a more broad-based comparator group.

The table below illustrates the Chief Executive Officer's single figure of total remuneration over the same five year period.

GBP

	Salary	Pension	Benefits	Bonus	LTI	TOTAL
FY14	£625k	£234k	£45k	£924k	£237k	£2,065k
FY13	£626k	£234k	£44k	£836k	N/A	£1,740k
FY12	£618k	£231k	£42k	£1,138k	N/A	£2,029k
FY11	£647k	£242k	£42k	£1,002k	N/A	£1,933k
FY10	£586k	£180k	£41k	£1,113k	N/A	£1,920k

Relative importance of spend on pay

The chart below illustrates the year on year change in total remuneration compared to distributions to shareholders for FY14 and FY13.

	Distributions to shareholders £000	Total employee pay £000
FY14	19,331	220,500
FY13	16,651	210,700
% change	16.1%	4.65%

Remuneration of Non-Executive Directors (audited)

The following table sets out the single figure of remuneration for Non-Executive Directors for FY13 and FY14.

Non-Executive Directors

	FY14 (£'000)	FY13 (£'000)
PG Kennedy (i)	195	144
SG Bailey (ii)	50	17
JT Herlihy	48	45
HA McSharry (iii)	48	30
JJ Moloney (iv)	50	29
EL Nicoli	63	52
DM Simons (v)	20	58
JA Warren (iii)	63	36
Total	**537**	**411**

(i) Mr Kennedy was appointed Chairman on 29 January 2013.
(ii) Ms Bailey was appointed to the Board on 17 May 2013.
(iii) Ms McSharry and Mr Warren were appointed to the Board on 30 January 2013.
(iv) Mr Moloney was appointed to the Board on 8 February 2013.
(v) Mr Simons retired from the Board on 28 January 2014.

Shares Held by Directors at 26 September 2014 (audited)

The beneficial interest of Non-Executive Directors on 26 September 2014 (including the benefits interest of their spouses, civil partners, children and step children) in the Ordinary Shares of the Company are shown below.

	As at 27.09.2013	As at 26.09.2014	As at 24.11.2014
Director			
SG Bailey	25,000	25,000	25,000
PF Coveney	1,867,640	1,911,729	1,923,534
JT Herlihy	–	10,000	10,000
PG Kennedy	36,449	46,882	47,164
HA McSharry	12,500	12,646	12,724
JJ Moloney	25,000	25,000	25,000
EL Nicoli	17,000	17,000	17,000
JA Warren	25,000	25,000	25,000
AR Williams	161,683	166,461	167,746
Group Company Secretary			
C O'Leary	18,790	39,233	39,475

The movement in shares between 26 September 2014 and 24 November 2014 reflects certain Directors increasing their shareholdings through the take up of the Interim Scrip Dividend.

None of the Directors had a material interest in any contract of significance, other than a service contract, with the Company or any of its subsidiaries at any time during the period.

Non-Executive Directors are not paid in shares nor do they have formal shareholding guidelines.

Implementation of Remuneration Policy in FY15

Salary

In December 2014 the Chief Executive Officer's base salary will be increased by 2% to €780,078 and the Chief Financial Officer's base salary will be increased by 2% to £433,500, both with effect from 1 October 2014. These increases are broadly in line with increases received in the wider Group.

As reported in last year's Annual Report, the Chief Executive Officer's and Chief Financial Officer's base salaries were increased for FY14 with effect from 1 January 2014, however, generally salaries are increased with effect from the start of the financial year.

Pension and benefits

Executive Directors will receive pension and benefits as set out in the remuneration policy table.

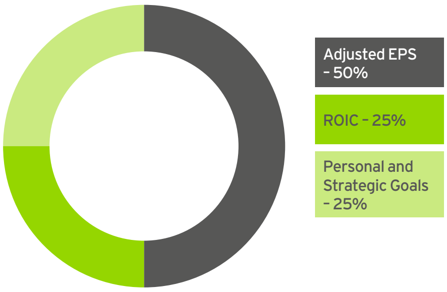
Annual bonus

The performance measures and award levels for the FY15 annual bonus remain unchanged from FY14. The maximum cash bonus opportunity for Executive Directors is 75% of basic salary. A deferred share award with an equal value to the cash award will also be awarded. The deferred share award vests after three years, subject to continued employment. Therefore the maximum total bonus is 150% of salary.

Performance is measured based on Group financial targets (75% of the award) and on personal and strategic goals (25% of the award). The financial targets are adjusted EPS (50%) and ROIC (25%). Personal and strategic goals are set in relation to each Executive Director's responsibilities and are aligned with the short and medium-term strategic priorities. Measures are generally created to be specific and measurable. The balance of targets is illustrated below.

The targets for the FY15 annual bonus are based around the Group's stretching budget and the Committee considers these targets to be appropriate. Specific targets are not disclosed at this stage as they are considered to be commercially sensitive, however, they will be disclosed in the event they are no longer considered commercially sensitive.

If maximum performance targets are achieved, the Committee considers that this would represent exceptional performance and add significant value for shareholders. The balance of measures is illustrated in the chart below.



PSP

Awards under the PSP will be made with a face value of 100% of salary. The targets that will apply to the awards for FY15 are as follows:

Vesting	**Adjusted EPS element** Compound annual growth in period FY17 versus FY14 base	**ROIC element** Assessed based on FY17 performance
100%	15% p.a.	15%
Straight line between 25% and 100%	Between 5% - 15% p.a.	12.5% - 15%
25%	5% p.a.	12.5%
Nil vesting	Below 5% p.a.	Below 12.5%

Prior to determining the level of vesting, the Committee will also consider the underlying financial performance of the business, as well as the value added to shareholders, and the level of vesting may be adjusted where it is considered that there is a material difference (the 'performance underpin'). When assessing the performance underpin, the Committee will take into consideration a number of factors including absolute Total Shareholder Return ('TSR') performance, relative TSR against a range of comparators and cash flow performance. The Committee has set targets taking into account internal and external forecasts, as well as market practice for similar sized companies.

Non-Executive Director Fees

The table below sets out Non-Executive Director fees for FY15.

	€ Euro
Basic Fee	
Chairman	55,000
Non-Executive Directors	60,000
Additional Fees	
Chairman	189,000
Senior Independent Director	16,500
Audit Committee Chairman	16,500
Remuneration Committee Chairman	12,000
Nomination Committee Chairman	5,000

Directors' Report (continued)
Report on Directors' Remuneration (continued)
Annual Remuneration Report (continued)

External appointments

We recognise the opportunities and benefits to both the Company and to our Executive Directors of serving as Non-Executive Directors of other companies. Executive Directors are permitted to take on a Non-Executive Directorship with another company with the approval of the Nomination Committee. Any fees arising from such appointments will generally be retained by the individual.

On 30 May 2014, the Chief Executive Officer was appointed as a Non-Executive Director of Glanbia plc. He receives an annual fee of €67,500 for this role.

Funding of equity awards

Executive incentive arrangements are funded by a mix of newly issued shares and shares purchased in the market. Where shares are newly issued, the Company complies with the Association of British Insurers ('ABI') guidelines in relation to issuing a maximum of 5% of share capital in respect of discretionary schemes and a maximum of 10% in respect of all share schemes in a rolling ten-year period.

At 26 September 2014, there were 4,378,688 shares in the Company's share ownership trust (2013: 5,335,621). Current shareholder dilution is circa 1%.

The Option and Remuneration Committee

Role

The Option and Remuneration Committee currently consists of four Non-Executive Directors whose collective role is to ensure that the Group's remuneration arrangements are aligned with the Group's strategy and vision. The Terms of Reference of the Committee include the determination of the remuneration packages for Executive Directors, the Company Secretary and other members of the executive management team. The Committee also makes recommendations to the Board Chairman and the Executive Directors in relation to the Non-Executive Directors' fees.

The Terms of Reference for the Committee are updated as appropriate and are available on the Group's website, www.greencore.com, under the Corporate Governance section.

Members

The Option and Remuneration Committee comprises of the following Non-Executive Directors.

Name	Remuneration Committee position
Eric Nicoli	Chairman (appointed to Committee on 29 January 2013)
Gary Kennedy	Member (appointed to Committee on 11 March 2010)
John Herlihy	Member (appointed to Committee on 22 April 2009)
Heather Ann McSharry	Member (appointed to Committee on 28 January 2014)

The biographical details for each of the Committee members are set out on pages 32 to 33.

Advisors

As with each of the committees of the Board, the Group Company Secretary acts as Secretary to the Committee. The Chief Executive Officer and the Chief Financial Officer attend meetings on an ad hoc basis at the invitation of the Committee and provide information and support as requested, however, neither Executive Director is present when his own remuneration is being discussed.

During the period the Committee has received advice from its independent remuneration advisors, Deloitte LLP ('Deloitte') who were appointed by the Committee and provided advice to management in relation to their work in supporting the Committee, principally in relation to the Report on Directors' Remuneration. The Committee considers that the advice provided by Deloitte is objective and independent.

Deloitte is a founding member of the Remuneration Consultants Group and adheres to its Code in relation to executive remuneration consulting in the UK. The Committee is satisfied that the Deloitte LLP engagement partner and team which provide remuneration advice to the Committee do not have connections with Greencore that may impair their independence. The Committee reviewed the potential for conflicts of interest and judged that there were appropriate safeguards against such conflicts. Total fees for advice provided to the Committee during the year under review amounted to £12,350. Separate teams within Deloitte also provided the Group with advice on taxation matters and in relation to the Group's information systems environment.

Activities during the year

During FY14, the Committee held three scheduled meetings. Details of the attendances at these meetings are set out on page 39. The key matters discussed at these meetings included:

- A full review of the Committee's Terms of Reference;
- A full review of the Executive Directors' and Senior Executives' remuneration for FY14 and awards in respect of FY13;
- A review of the Non-Executive Directors' fees;
- Director Shareholding Guidelines;
- PSP and DBP awards;
- Irish and UK ShareSave Schemes;
- The potential vesting of awards under the Executive Share Option Scheme; and
- A comprehensive review of the Report on Directors' Remuneration.

In discussing the above matters, the Committee considered the remuneration policies of the Group as a whole.

Shareholder voting

Each year at the AGM, shareholders are asked to receive and consider the Directors' Remuneration Report. The table below highlights the voting outcome of the resolution proposed at the 2014 AGM in relation to the 2013 Directors' Remuneration Report.

Total votes	For	Against	Votes withheld
280,350,924 c.69% of issued share capital	256,244,655 (91.4%)	24,106,269 (8.6%)	3,559,961

The Committee is pleased with the level of support received for the FY13 Report on Directors' Remuneration. The Committee Chairman is available to answer any queries in relation to remuneration at the Company's AGM. As outlined earlier, it is proposed that going forward, in line with best practice and to increase transparency, two advisory resolutions will be proposed at the forthcoming AGM, one in respect of the Executive Directors' Remuneration Policy and one in respect of the Annual Remuneration Report for the year ended 26 September 2014.

Share Based Payments

As outlined on page 46 until 2011, the Group operated an Executive Share Option Scheme which had been approved by shareholders. The Executive Share Option Scheme expired in 2011, prior to that it was Group policy to grant options to key Executives across the Group to encourage identification with shareholders' interests. There are currently 34 Executives with options outstanding in the scheme and options have been granted to approximately 270 Executives to date. Non-Executive Directors did not participate in the scheme.

The Group also operates a ShareSave scheme in Ireland and the UK which encourages eligible employees to save in order to buy shares in the Company. The ShareSave scheme provides a means of saving and gives employees the opportunity to become shareholders. Currently, there are approximately 1,200 participants in the scheme. The Group's Financial Statements recognise an Income Statement charge in accordance with IFRS 2 Share Based Payment in respect of options issued under the Executive Share Option Scheme, the ShareSave scheme, the Deferred Bonus Plan Awards and the Performance Share Plan. The related charge in respect of share based payments issued to Executive Directors totalled £1.3m (2013: £1.6m). Full details of the Deferred Bonus Plan Awards and Performance Share Plan Awards are outlined on pages 45 and 46.

Options outstanding under the Company's Executive Share Option Scheme, the Deferred Bonus Plan, the Performance Share Plan and ShareSave scheme at 26 September 2014 amounted to 19,662,902 Ordinary Shares (2013: 19,961,720) made up as follows:

		No. of Ordinary Shares	Price range	Normal dates exercisable
Share Option scheme	Basic tier	3,810,587	€0.64 -€3.88	2014- 2021
Deferred Bonus Plan		6,288,461	-	2014- 2017
Performance Share Plan		5,516,881	-	2014 - 2017
ShareSave scheme	Ireland	222,728	€0.69 -€2.65	2014 - 2018
ShareSave scheme	UK	3,824,245	£0.62 -£2.39	2014 - 2018

Directors' Report (continued)
Report of the Audit Committee

Dear Shareholder,

I am pleased to present the report of the Audit Committee for the year ended 26 September 2014.

Role of the Committee

The role, responsibilities, authority and duties of the Audit Committee ('the Committee') are set out in our written Terms of Reference which can be found under the Investor Relations section of our website www.greencore.com. The Terms of Reference, which were last reviewed in September 2014, are reviewed annually and amended as appropriate.

The main responsibilities of the Committee include:

- Monitoring the financial reporting process, integrity of the financial statements and any formal announcements relating to the Group's financial performance;
- Reviewing significant financial reporting judgements;
- Monitoring the effectiveness of the Group's risk management and internal control arrangements;
- Monitoring the statutory audit of the annual financial statements;
- Reviewing the external auditor's performance, objectivity, effectiveness, qualification and independence;
- Making recommendations to the Board in relation to the appointment of the external auditor, the approval of the auditor's remuneration and terms of engagement;
- Reviewing the Group's 'whistleblowing' arrangements; and
- Reviewing reports from specialist functions, such as health and safety, environmental, legal, regulatory and compliance issues and advising the Board on the outcome of such reviews and making recommendations where appropriate.

In addition, the Committee reports to the Board annually on its effectiveness and how it has discharged its responsibilities for the year under review. During FY13, the Board extended the Committee's remit such that the Committee must now formally advise the Board on whether the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the performance of the Group, along with its business model and strategy.

On behalf of the Committee, I can confirm that we have fulfilled our responsibilities in accordance with our Terms of Reference.

Membership of the Committee

The Nomination Committee recommends to the Board for appointment to the Audit Committee, those members it believes have both the financial and commercial experience and expertise necessary to ensure an effective Committee. In the year under review, the Committee consisted of four independent Non-Executive Directors, Ms SG Bailey, Mr JT Herlihy and Ms HA McSharry and I. It is a privilege to be joined on the Committee with such experienced and knowledgeable individuals, all of whom bring independent judgement to bear on discussions which facilitates productive and constructive debate. In advance of my appointment as Committee Chairman in March 2013, the Board determined that I have the recent and relevant experience required under Provision C.3.1. of the Corporate Governance Code (the 'Code').

The Committee has determined that it meets each of the requirements of the Code, specifically Code Principle C.3 and its ancillary provisions. Under Code Principle C.3, the Board should ensure that there are formal and transparent arrangements in place for considering how corporate reporting is applied, in addition to monitoring risk management and internal control principles and for maintaining an appropriate relationship with the Group's auditors.

Each Committee member is independent and is expected to be financially literate and to have knowledge and understanding of the following key areas:

- Financial reporting principles and accounting standards;
- The regulatory framework within which the Group operates;
- The Group's internal control and risk management environment; and
- Factors impacting the Group's Financial Statements.

Further details of the Directors' experience and qualifications can be found in their biographies on pages 32 and 33.

As a Committee, we meet at least three times in the year. In order to ensure an effective working Committee, the meetings of the Committee take place in advance of scheduled Board meetings. To ensure that all Directors are kept informed of the Committee's agenda, I provide a verbal report to the Board meeting on key matters discussed at the Committee meetings. In addition, the minutes of the meetings are made available to the Board.

The Chief Executive Officer, Chief Financial Officer, Head of Risk Management, Group Financial Controller and representatives of the external auditor attend upon invitation. In addition, other individuals from within the Group will attend a Committee meeting at least annually and give a presentation to the Committee on certain key matters such as health and safety, insurance, IT and legislation. The Group Company Secretary acts as Secretary to the Committee.

In my role as Chairman, I am available to discuss any particular matter with my fellow Board members in confidence. In addition, I meet with the external auditor and Head of Risk Management without the presence of management to discuss any issues which may have arisen during the year.

As outlined on page 36, under Irish legislation, the Company's external auditor is automatically re-appointed each year at the Annual General Meeting (the 'AGM'), however, following feedback received from stakeholders during FY13, an advisory resolution is now put before shareholders at the AGM in respect of the reappointment of the external auditor.

How the Committee has Discharged its Responsibilities in FY14

During FY14, the Committee met three times. The Committee members' attendance is set out on page 39. The Committee's agenda is compiled in conjunction with the Group's financial calendar which enables the Committee to execute its role in an efficient manner. In the year under review, the Committee focused on the following key areas:

Monitoring the Integrity of the Financial Statements including Significant Judgements

- We reviewed the appropriateness of Group accounting principles, practices and policies and monitored changes to, and compliance with, accounting standards on an ongoing basis;
- We reviewed the half-year results for FY14, having discussed them with the external auditor and compared the results to management accounts and budgets, focusing on key areas of judgement before recommending their release to the Board;
- As part of the year end review we considered the processes and controls applied in the business to customer promotions and rebates and also to supplier rebates. This was also an area of focus for the external auditor. Following discussion, we were satisfied that the process and controls in place were appropriate and operating effectively; and
- We reviewed, prior to making any recommendations to the Board, the statement of annual results for the year ended 26 September 2014. In undertaking this review, we discussed with management and the external auditor the critical accounting policies and judgements that had been applied. These were:

  Goodwill and Intangible Assets
  As set out in Note 12 to the Group Financial Statements, as at 26 September 2014, the Group had goodwill of £448.5m and intangible assets amounting to £50.7m. In order to satisfy itself that these balances were appropriately stated, the Committee considered the impairment reviews carried out by management. These reviews involve the discounting of the forecasted cashflows at each cash generating unit at the Group's cost of capital. These assumptions are then subjected to sensitivity analysis. KPMG provided the Committee with their review of the impairment review process and, following discussion, we were satisfied that the assumptions used were appropriate and that there was significant headroom on all calculations thus obviating the need for any impairment.

  Pensions Accounting
  The Group operates a number of defined benefit schemes which have significant deficits as outlined in Note 23 to the Group Financial Statements. Although these schemes are closed to future accrual they are sensitive to changes in actuarial assumptions. During their audit, KPMG evaluated the assumptions and methodologies used by the Group's actuarial advisors and assessed whether the assumptions made were appropriate and not materially different from external benchmarks. KPMG reported to us that they were satisfied with the assumptions used and with the way that our schemes had been accounted for.

  Taxation
  Significant judgement is exercised by management, working with our tax advisors, Deloitte, in arriving at the amounts to be provided for both current and deferred tax. The final tax determination of many transactions is uncertain and may not be known for several years. As part of their audit, KPMG reviewed the judgements that had been made, using tax specialists as appropriate, and provided the Committee with an assessment. The Group has significant deferred tax assets as a result of the Uniq acquisition, accumulated start up losses in the US and in relation to the UK defined benefit pension scheme. Accounting standards define when it is appropriate to recognise such assets in the balance sheet. Following discussion, we were satisfied that the judgements made were prudent and appropriate and that the correct accounting treatment had been adopted. Further details are outlined in Note 9 to the Group Financial Statements.

How the Committee has Discharged its Responsibilities in FY14 (continued)

Exceptional Items

Exceptional items are those which are separately disclosed by virtue of their nature or amount in order to aid the user's understanding of underlying performance. Group management exercises judgement in assessing each particular item and whether this treatment is consistent with our accounting policies and practice. KPMG reviewed this treatment and were satisfied that the identification of items as exceptional was consistently applied. We discussed these items with management and also enquired of management whether there were any other items which should have been identified as exceptional and received confirmation that there were no such items. We were therefore satisfied with the treatment adopted, that it was consistent with our accounting policy and previous practice and that the individual descriptions were clear. Further details are outlined in Note 6 to the Group Financial Statements.

In the previous year, we had also identified Provisions as an area of significant judgement. Following the resolution of a number of uncertain matters during the financial year, the sum of Provisions for Liabilities has fallen from £17.9m as at 27 September 2013 to £10.6m as at 26 September 2014. We therefore determined, following discussion with management and the external auditor, that Provisions should no longer be identified as an area of significant judgement.

Following discussions with the auditor, and the deliberations set out above, we were satisfied that the Financial Statements dealt appropriately with each of the areas of significant judgement.

The external auditor also reported to the Committee on any misstatements that they had found in the course of their work and confirmed that no material amounts remained unadjusted.

In accordance with the Code provision C. 3.4. and the Committee's Terms of Reference, the Committee undertook a review of the Annual Report and confirmed to the Board that it was the opinion of the Committee that, taken as a whole, the Annual Report and Financial Statements was fair, balanced and understandable and provided the information necessary for shareholders to assess the Group's performance, business model and strategy.

Risk Management and Internal Controls/Risk Management Group Function

The Board as a whole is responsible for the Group's system of internal control, however, following delegation from the Board, the Committee assists the Board in meeting its obligations in this regard. More information on the Group's internal control framework is set out on pages 40 and 41.

In order to ensure that the Committee fulfills its supervisory role relating to the adequacy and effectiveness of the Group's risk management and internal control system, the Committee formally meets with the Head of Risk Management twice a year, who reports on the Risk Management Group's key business process and control reviews.

In May 2014, the Head of Risk Management provided the Committee with an update on progress against the FY14 Risk Management Plan which had been presented to, and approved by, the Committee in September 2013. A presentation on the reports completed to date together with updates on the risk management charter were also provided to the meeting.

In September 2014, we received the Risk Management Plan for FY15 together with a final comprehensive report on the activities of the Risk Management function for FY14, which provided an overview of how the function had delivered against the plan for FY14 and a summary of the key control risks, together with risk review reports on a site by site basis. The Committee also reviewed the Risk Management function's mission and objectives and measured how effectively it had performed during the year. Following the review, the Committee was satisfied that the Risk Management function had performed well against plan and through the deployment of its formalised audit approach, had ensured appropriate escalation and accountability processes were in place. In overall terms, the Committee continues to be satisfied that the Group control environment remains appropriate.

In addition, the Committee noted reports from the Head of Risk Management on good faith reporting ('whistleblowing') at the Committee meetings held in May and September. Under the Group's whistleblowing policy, arrangements are in place for individuals to raise any issue, in confidence, relating to accounting, risk issues, auditing issues or any other impropriety or area of concern. The reports included details of the nature of issues reported, an analysis of the issues raised by location, category and type together with the outcome of the investigation into any allegations. The Committee also received reports from Risk Management outlining the rationale behind the issues reported and the measures which have been implemented to eliminate the reoccurrence of any wrongdoing.

External Audit

It is the responsibility of the Committee to monitor the performance, objectivity and independence of the external auditor. Open, direct and honest communication between the Committee, the external auditor and the senior management team is essential and it is our belief that effective oversight of the activities undertaken by the external auditor assists in ensuring both an effective audit and audit independence.

In September, we met with the external auditor to agree the audit plan for the year. To ensure a quality audit, the external auditor needs to be aware of the business risks, therefore the Committee discussed and agreed the key business, financial statement and audit risks to ensure that the audit was appropriately focused. In addition, the external auditor's Letter of Engagement was reviewed by the Committee in advance of the commencement of the audit.

In November 2014, in advance of the finalisation of the Group's financial statements, we received a report from KPMG on their key audit findings, including the management letter and the key areas of risk and significant judgements referred to above, and discussed the issues with them in order for the Committee to form a judgement on the Financial Statements. In addition, we considered the Letter of Representation.

In order to assist the Committee in evaluating the external audit process, following the completion of the FY13 audit, each Committee member and management completed a questionnaire on the effectiveness of the external auditor and the external audit process generally. The key findings which included the identification of the external audit team's special strengths and areas for further focus, and these areas were addressed in the FY14 audit. Key strengths of the audit team for the FY13 audit included comprehensive knowledge and experience, commercial awareness and an understanding of the business, whilst areas for focus for FY14 included more defined communication across the Group with earlier commencement of the audit planning process. It is intended that the external audit evaluation process, including the completion by the Committee of an effectiveness questionnaire, will continue and evolve going forward.

At least annually, the Committee meets with the external auditor without the presence of management to discuss any matters the auditor may wish to raise. The Committee continues to be fully satisfied with the performance of KPMG who remain effective, objective and independent. We have therefore recommended to the Board that KPMG should continue as the Group's auditor.

In advance of the commencement of the annual audit, the Committee reviewed a letter provided by the external auditor confirming their independence within the meaning of the regulations and professional standards. In addition, as part of our assessment of independence, the Committee undertook a review of auditor compensation by the Group and auditor compensation paid to comparator companies, along with the balance between audit and non-audit fees paid by the Group in the year under review.

The last external audit tender was conducted in 2008 and KPMG were formally appointed as the Group's auditor by shareholders at the AGM of the Company held in February 2009. The lead partner is rotated every five years to ensure continued independence and objectivity. Under Provision C.3.7 of the Code, FTSE350 companies should put the external audit contract to tender at least every ten years, and the Company intends to comply with this provision. As a Committee, we are cognisant of the EU rules in respect of audit reform which entered into force on 16 June 2014 following their publication in the Official Journal of the EU on 27 May 2014. The rules aim to strengthen the independence of statutory auditors and strengthen audit supervision across the EU. Member States have two years to implement the directive which, inter alia, requires public interest entities to tender their audit after a period of 10 years, rotate the auditor after a maximum period of 20 years, and prohibits the external auditor from providing certain non-audit services.

As outlined above, we believe that it is important that the shareholders are provided with the opportunity to raise their views in relation to the appointment of the external auditor and therefore, an advisory resolution will be put before shareholders at the forthcoming AGM in respect of the continuation in office of KPMG.

Non-Audit Fees

In accordance with the Committee's Terms of Reference, it is the Committee's responsibility to develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance. The Committee has agreed that non-audit work may only be undertaken by the external auditor in limited circumstances and the Committee must give approval prior to engagement of any non-audit fees exceeding 20% of the total audit fee in any year. The Committee regularly reviews the nature of non-audit work performed by the auditor, the volume of that work and fees proposed for the non-audit services. In the year under review non-audit fees in the sum of £13,000 were incurred by the Group.

Details of the amounts paid to the external auditor during the year for audit services are set out in Note 3 to the Group Financial Statements.

Committee Effectiveness

The effectiveness of the Committee is reviewed on an annual basis by both the Board and the Committee itself. Following such reviews, I am delighted to advise that the Committee is considered to continue to operate effectively and efficiently.

Further questions

I will be available to shareholders at the forthcoming AGM to answer any questions relating to the role of the Committee.

Yours sincerely

John Warren
On behalf of the Audit Committee
24 November 2014

Report of the Nomination Committee

Dear Shareholder,

As Chairman of the Nomination Committee ('the Committee'), I am pleased to present the report of the Committee for the year ended 26 September 2014.

The Nomination Committee is a key Committee of the Board whose role is to keep the size and structure of the Board and its Committees under review and to recommend any compositional changes. The Committee's role also includes enhancing the quality of nominees to the Board and ensuring that the recruitment and appointment process is conducted with rigour and integrity.

The Committee is also tasked with ensuring that succession plans are in place for the Directors and other key executives within the Group taking into consideration the current Board structure, the leadership requirements of the organisation and the commercial environment within which the Group operates, along with the wider market.

As reported in last year's Annual Report, FY13 was an exceptionally eventful year for both the Board and the Nomination Committee in terms of Board composition, with the retirement of two Non-Executive Directors and the appointment of four independent Non-Executive Directors.

In the year under review, following the conclusion of the Annual General Meeting (the 'AGM') held in January 2014, Mr DM Simons, who had served as both Senior Independent Director and Chairman of the Nomination Committee, retired having been originally appointed to the Board in July 2004. Mr Simons made a significant contribution to both the Board and the Group during his tenure and I would like to take this opportunity to thank him for his dedication and diligence and to wish him every happiness for the future.

When appropriate, the Committee engages the services of an independent consultant to assist the Committee in its search for any new appointments to the Board. In advance of any appointment to the Board, the Committee will undertake a review of the size and structure of the Board along with the skills, experience and expertise required, whilst remaining cognisant of the need to ensure that any prospective Board appointees will be independent, both in mind and judgement, confident and commercially orientated. During FY14, there was no requirement for any recruitment consultancy services.

On identifying a potentially suitable candidate, the Committee will make a recommendation to the Board, whose role it is to approve Board appointments.

The tenure of a Non-Executive Director is not normally extended once he or she has completed nine years on the Board. This is to ensure that the independence of the Non-Executive Directors is maintained. In compliance with provision B.7.1. of the Corporate Governance Code (the 'Code'), since 2012, all Directors retire at the AGM of the Company and, if appropriate, submit themselves for re-election.

At the meeting of the Committee held on 28 January 2014, having given consideration to the Board compositional changes during FY13 along with the retirement of Mr Simons earlier that day, the Nomination Committee recommended changes to the membership of both the Option and Remuneration Committee and the Nomination Committee itself. Following the approval by the Board of the recommendations, I was appointed Chairman of the Committee, whilst Mr PF Coveney retired from the Committee and Ms SG Bailey was appointed a Committee member. Membership of the Committee, therefore, currently consists of Ms Bailey, Mr PG Kennedy and I.

In accordance with the Committee's Terms of Reference, the Group Company Secretary serves as Committee Secretary. Other than the Committee Secretary and Committee members, no other individual is entitled to attend the meetings of the Committee, however, other members of the Board and advisors attend by invitation on an ad hoc basis. In the event that discussions take place surrounding a Committee member, then the member will excuse him or herself from the meeting in order to avoid any potential conflicts.

The Letters of Appointment of each of the Non-Executive Directors are available for inspection at the Company's registered office during normal office hours and at the AGM of the Company. The full Terms of Reference of the Committee are available under the Investor Relations section of the Group's website at www.greencore.com.

As outlined above, the Committee met in January 2014, and attendance at this meeting is outlined on page 39. The purpose of the meeting was to discuss proposed compositional changes to the Committees following the four Board appointments in FY13 along with the retirement of two Non-Executive Directors in FY13 and the retirement of Mr Simons during FY14.

The Committee, along with the wider Board, remains cognisant of the need to promote diversity and fully recognise the strong role a diversified Board, particularly a gender diversified Board, plays in ensuring a more effective Board through more efficient and effective decision making along with better utilisation of the talent pool.

As outlined in the FY13 Annual Report, the Nomination Committee always takes diversity into consideration when recommending potential candidates to the Board for appointment. Notwithstanding this, suitable candidates are selected on the basis of relevant experience, backgrounds, skills, knowledge and insights, having due regard for the benefits of diversity on the Board, including gender, in accordance with Principle B.2. of the 2012 Code.

I am delighted to advise that the Board now has 22% female representation whilst, according to the Davies Review Annual Report 2014, the average female representation on FTSE250 companies currently stands at 15.6%. As a Committee, we remain conscious of the report from Lord Davies of Abersoch which recommends that all FTSE250 companies have a minimum of 25% female representation by 2015.

In addition to ensuring that both the Board and the Nomination Committee remain committed to ensuring diversity at Board level, across the Group we are dedicated to ensuring that all recruitment decisions are fair and non-discriminatory and in this context, I am pleased to advise that Group wide, females make up approximately 41% of our employed population. Further details on the breakdown of female and male employees can be found on page 26.

Each year, the Committee reviews the time required to fulfill the roles of Chairman, Senior Independent Director and Non-Executive Director, and ensures that all members of the Board are devoting sufficient time to their duties.

As mentioned earlier, I was appointed Chairman of the Committee in January of this year following the retirement of Mr Simons, I would like to thank Mr Simons for his dedication as Chairman during his tenure and I am delighted to have been given this opportunity to lead the Committee in these exciting times for the Group.

John Moloney
On behalf of the Nomination Committee
24 November 2014

Directors' Report (continued)
Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and Financial Statements in accordance with applicable laws and regulations. Irish company law requires the Directors to prepare Financial Statements for each financial year which give a true and fair view of the state of affairs of the Company and of the Group and of the profit or loss of the Group for that period. The Directors have prepared the Group Financial Statements in accordance with International Financial Reporting Standards as adopted by the European Union ('EU'). The Directors have elected to prepare the Company Financial Statements in accordance with Generally Accepted Accounting Practice in Ireland (Irish GAAP), comprising the financial reporting standards issued by the Accounting Standards Board and published by the Institute of Chartered Accountants in Ireland, together with the Companies Acts, 1963 to 2013.

In preparing these Group Financial Statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- comply with applicable International Financial Reporting Standards as adopted by the EU, subject to any material departures disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on the going concern basis, unless it is inappropriate to presume that the Group will continue in business.

The Directors are also required by the Transparency (Directive 2004/109/EC) Regulations 2007 (as amended by the Transparency (Directive 2004/109/EC) (Amendment) Regulations 2012) and the Transparency Rules of the Central Bank to include a management report containing a fair review of the business and a description of the principal risks and uncertainties facing the Group.

The Directors confirm that they have complied with the above requirements in preparing the Annual Report.

The Directors are responsible for keeping proper books of account which disclose with reasonable accuracy at any time the financial position of the Company, and which enable them to ensure that the Financial Statements of the Group are prepared in accordance with applicable International Financial Reporting Standards as adopted by the EU and comply with the provisions of the Companies Acts, 1963 to 2013, and Article 4 of the European Communities (International Financial Reporting Standards and Miscellaneous Amendments) Regulations 2005 (the 'IAS Regulation').

They are also responsible for safeguarding the assets of the Company and the Group, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the website (www.greencore.com). Legislation in Ireland concerning the preparation and dissemination of Financial Statements may differ from legislation in other jurisdictions.

In accordance with the 2012 Corporate Governance Code, the Directors, having taken all relevant matters into consideration, believe that the Annual Report and Financial Statements, taken as a whole, is fair, balanced and understandable and gives shareholders the information needed to assess the Group's performance, business model and strategy.

Regulation 21 of SI 255/2006 'EC (Takeover Directive) Regulations 2006'

For the purpose of Regulation 21 of SI 255/2006 'EC (Takeover Directive) Regulations 2006', the information given under the following headings on page 34 (Share Capital), 32, 33 and 35 (Directors), 35 (Significant Shareholdings), 45 (Performance Related Annual Bonus and Deferred Bonus Plan), 46 (Performance Share Plan), 59 (Share Option Schemes), 56 (Directors' and Company Secretary's Share Interests), 53 and 54 (Share Options), 50 (Directors' Service Contracts), 59 (Share-Based Payments) and 52 and 56 (Remuneration and Fees Paid in respect of FY14) are deemed to be incorporated in this part of the Directors' Report. In addition, the Company's Memorandum and Articles of Association, which set out the rules that apply in relation to the appointment and replacement of Directors and the amendment of the Articles of Association which are available on the Greencore website, are deemed to be incorporated in this part of the Directors' Report.

The Group's financing facilities contain provisions that may require repayment in the event that a change in control of the Company occurs. In addition, the Company's ShareSave Schemes and the Executive Share Option Scheme allow for the early exercise of outstanding options upon a change in control of the Company, subject to the approval of the Option and Remuneration Committee.

Responsibility Statement in Regard to Annual Report

Each of the Directors, whose names and functions are listed on pages 32 and 33 of this Annual Report, confirm that, to the best of each person's knowledge and belief:

As required by the Transparency Regulations:

- The Group Financial Statements, prepared in accordance with IFRS as adopted by the EU and the Parent Company Financial Statements prepared in accordance with Irish GAAP, give a true and fair view of the assets, liabilities, financial position of the Group and Parent Company at 26 September 2014 and of the profit/loss of the Group and Parent Company for the year then ended; and
- The Directors' Report contained in the Annual Report includes a fair review of the development and performance of the business and the position of the Group and Parent Company, together with a description of the principal risk and uncertainties that they face;

As required by the UK Corporate Governance Code:

- The Annual Report and Financial Statements, taken as a whole, provides the information necessary to assess the Group's performance, business model and strategy and is fair, balanced and understandable.

On behalf of the Board

PG Kennedy
Director

AR Williams
Director

Dublin

24 November 2014

Independent Auditor's Report
to the Members of Greencore Group plc

Opinions and conclusions arising from our audit

1. Our Opinion on the Financial Statements is Unmodified

We have audited the financial statements of Greencore Group plc for the year ended 26 September 2014 as set out on pages 71 to 134, which comprise the Group Income Statement, the Group Statement of Recognised Income and Expense, the Group Balance Sheet, the Group Cash Flow Statement, the Group Statement of Changes in Equity, the Group Statement of Accounting Policies and the related Notes 1 to 34; and the Company Balance Sheet, the Company Statement of Accounting Policies and the related Notes 1 to 10. Our audit was conducted in accordance with International Standards on Auditing (ISAs) (UK and Ireland).

In our opinion:

- the Group financial statements give a true and fair view, in accordance with IFRSs as adopted by the EU, of the state of the Group's affairs as at 26 September 2014 and of its profit for the year then ended;
- the Company balance sheet gives a true and fair view, in accordance with generally accepted accounting practice in Ireland, of the state of the Company's affairs as at 26 September 2014; and
- the financial statements have been properly prepared in accordance with the requirements of the Companies Acts 1963 to 2013 and, as regards the Group financial statements, Article 4 of the IAS Regulation.

2. Our Assessment of Risks of Material Misstatement

The risks of material misstatement detailed in this section of this report are those risks that we have deemed, in our professional judgement, to have had the greatest effect on: the overall audit strategy; the allocation of resources in our audit; and directing the efforts of the engagement team. Our audit procedures relating to these risks were designed in the context of our audit of the financial statements as a whole. Our opinion on the financial statements is not modified with respect to any of these risks, and we do not express an opinion on these individual risks.

In arriving at our audit opinion above on the Group financial statements, the risks of material misstatement that had the greatest effect on our Group audit were as follows:

Retirement Benefit Obligations (Deficit of £129.5 million)

Refer to page 61 (Report of the Audit Committee), pages 77 and 78 (accounting policy) and Note 23 to the Group financial statements.

The Risk
The Group operates large defined benefit pension schemes which, although closed to future accrual, have significant deficits which are sensitive to changes in actuarial assumptions, and modest changes to the assumptions used to value the Group's defined benefit obligations would have a significant effect on the results and financial position of the Group.

Our Response
Our audit procedures included involving a KPMG actuarial specialist to assist the Group audit team in evaluating the assumptions and methodologies used by the Group's actuarial advisors, in particular those relating to the discount rate, inflation and mortality assumptions. We compared the Group's assumptions to externally derived data as well as our own assessments in relation to these and other key inputs in assessing whether the assumptions used by the Group are reasonable. We also assessed whether the disclosures reflected the risks inherent in the accounting for the pension schemes.

Taxation (current tax liabilities of £20.6 million; deferred tax assets of £70.2 million and deferred tax liabilities of £19.5 million)

Refer to page 61 (Report of the Audit Committee), page 77 (accounting policy) and Note 9 to the Group financial statements.

The Risk
The Group is subject to income taxes in a number of jurisdictions and certain acquisitions made in recent years (particularly Uniq plc) have involved complex tax aspects. As a consequence, the Group's current and deferred tax balances are sensitive to assumptions used in determining the appropriate liabilities and assets.

Our Response
Our audit procedures included using KPMG international and domestic taxation specialists to assist the Group audit team in evaluating the assumptions and methodologies used by the Group and its taxation advisors, in particular those relating to provisions for uncertain tax positions and the recognition and recoverability of deferred tax assets.

We specifically considered the taxation risks arising from the Group's operations in assessing the accounting for taxation related balances and applied sensitivities to determine the appropriateness of key judgements. We assessed the recoverability of deferred tax assets, which involved assessing the assumptions in relation to the utilisation of losses carried forward against projected taxable profits. We also considered whether the recognition of additional deferred tax assets would be appropriate.

We assessed the presentation and disclosure (in accordance with IAS 1 and IAS 12) in respect of taxation related balances and considered whether the Group's disclosures reflected the risks inherent in the accounting for the taxation balances.

Goodwill and Intangible Assets (£499.2 million)

Refer to page 61 (Report of the Audit Committee), pages 73 and 74 (accounting policy) and Note 12 to the Group financial statements.

The Risk
The Group has significant goodwill and intangible assets which are reviewed periodically for impairment. Recoverability of these assets is based on forecasting and discounting future cash flows, which is inherently judgemental.

Our Response
Our audit procedures included evaluating the assumptions used by the Group in its impairment model for goodwill, specifically the cash flow projections and discount rates used. We compared the Group's assumptions, where possible, to externally derived data and performed sensitivity analysis on the impact of changes in significant assumptions. We also assessed whether the disclosures in relation to the sensitivity of the outcome of the impairment assessment to changes in key assumptions, by cash generating unit, were appropriate and in compliance with IAS 36.

Exceptional items (£11.4 million)
Refer to page 62 (Report of the Audit Committee), page 79 (accounting policy) and Note 6 to the Group financial statements.

The Risk
The Group reports significant exceptional items in the year ended 26 September 2014. The classification of items as exceptional affects adjusted earnings per share and is inherently judgemental. As a result there is a risk that items are not consistently classified as exceptional items.

Our Response
Our audit procedures included evaluating the classification of transactions as exceptional in accordance with the Group's accounting policy and ensuring that such items are appropriately and consistently classified as exceptional items. In addition we assessed the appropriateness of disclosures made in relation to each item classified as exceptional.

3. Our Application of Materiality and an Overview of the Scope of our Audit
Materiality is a term used to describe the acceptable level of precision in financial statements. Auditing Standards describe a misstatement or an omission as 'material' if it could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements as a whole. We identify a monetary amount, "materiality for the financial statements as a whole", based on this criterion and apply the concept of materiality in planning and performing the audit, and in evaluating the effect of identified misstatements on the audit and of uncorrected misstatements, if any, on the financial statements and in forming our opinion on them.

The materiality for the Group financial statements as a whole was set at £3.0m (2013 – £3.0m). This has been calculated using a benchmark of Group profit before taxation and exceptional items (of which it represents 5%), which we have determined, in our professional judgement, to be one of the principal benchmarks within the financial statements relevant to members of the Company in assessing financial performance.

The Group's accounting policy states that exceptional items are separately disclosed by virtue of their nature or amount in order to highlight such items within the Group Income Statement and results for the year. In our professional judgement, the benchmark used for determining materiality is more appropriately determined by excluding these items (which, as noted above, are specifically addressed in our audit procedures), as this approach results in using a materiality level that is appropriately normalised from year to year.

We agreed with the Audit Committee to report to it all corrected and uncorrected misstatements we identified through our audit in excess of £100,000 (2013 – £100,000), in addition to other audit misstatements below that threshold that we believe warranted reporting on qualitative grounds.

The structure of the Group's finance function is such that certain transactions and balances are accounted for by the central Group finance team, with the remainder accounted for in the operating units. We performed comprehensive audit procedures, including those in relation to the significant risks above, on those transactions and balances accounted for at Group level. In relation to the Group's operating units, audits for Group reporting purposes were performed at the key reporting components in Ireland, the United Kingdom and the United States. These audits covered 88% of total Group revenue, 95% of Group profit before taxation and 94% of Group total assets.

The audits undertaken for Group reporting purposes at the key reporting components of the Group were all performed to materiality levels set by the Group audit team. These local materiality levels were set individually for each component and ranged from £500,000 to £2,000,000.

Detailed audit instructions were sent to the auditors in all of these identified locations. These instructions covered the significant audit areas to be covered by these audits (which included the relevant risks of material misstatement detailed above) and set out the information required to be reported to the Group audit team. The Group audit team, including the lead engagement partner, attended each divisional closing meeting at which the results of all component audits were discussed with divisional and Group management. Statutory audits are performed in other subsidiaries that are not included in scope for Group reporting purposes but generally these are completed after the date of this report.

4. We Have Nothing to Report in Respect of the Matters on which we are Required to Report by Exception
ISAs (UK and Ireland) require that we report to you if, based on the knowledge we acquired during our audit, we have identified information in the annual report that contains a material inconsistency with either that knowledge or the financial statements, a material misstatement of fact, or that is otherwise misleading.

In particular, we are required to report to you if:
- we have identified any inconsistencies between the knowledge we acquired during our audit and the directors' statement that they consider the annual report is fair, balanced and understandable and provides the information necessary for shareholders to assess the entity's performance, business model and strategy; or
- the Report of the Audit Committee does not appropriately disclose those matters that we communicated to the Audit Committee.

Independent Auditor's Report
to the Members of Greencore Group plc (continued)

The Listing Rules of the UK Listing Authority require us to review:
- the statement of directors' responsibilities, set out on page 66, in relation to going concern;
- the part of the Corporate Governance report on page 37 relating to the Company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review; and
- certain elements of disclosures to shareholders by the Board in the Report on Directors' Remuneration.

In addition, the Companies Acts require us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by law are not made.

5. Our Conclusions on Other Matters on which we are Required to Report by the Companies Acts 1963 to 2013 are set out below

We have obtained all the information and explanations which we consider necessary for the purposes of our audit.

The Company balance sheet is in agreement with the books of account and, in our opinion, proper books of account have been kept by the Company.

In our opinion the information given in the Directors' Report is consistent with the financial statements and the description in the Corporate Governance Report of the main features of the internal control and risk management systems in relation to the process for preparing the Group financial statements is consistent with the Group financial statements.

The net assets of the Company, as stated in the Company balance sheet, are more than half of the amount of its called-up share capital and, in our opinion, on that basis there did not exist at 26 September 2014 a financial situation which, under Section 40(1) of the Companies (Amendment) Act, 1983, would require the convening of an extraordinary general meeting of the Company.

Basis of our Report, Responsibilities and Restrictions on Use

As explained more fully in the Statement of Directors' Responsibilities set out on page 66, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the Group and Company financial statements in accordance with applicable law and International Standards on Auditing (ISAs) (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors.

An audit undertaken in accordance with ISAs (UK and Ireland) involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Group's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing our audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Whilst an audit conducted in accordance with ISAs (UK and Ireland) is designed to provide reasonable assurance of identifying material misstatements or omissions it is not guaranteed to do so. Rather the auditor plans the audit to determine the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements does not exceed materiality for the financial statements as a whole. This testing requires us to conduct significant audit work on a broad range of assets, liabilities, income and expense as well as devoting significant time of the most experienced members of the audit team, in particular the engagement partner responsible for the audit, to subjective areas of accounting and reporting.

Our report is made solely to the Company's members, as a body, in accordance with section 193 of the Companies Act 1990. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

David Meagher
for and on behalf of
KPMG
24 November 2014
Chartered Accountants, Statutory Audit Firm
1 Stokes Place, St. Stephen's Green
Dublin 2, Ireland

Group Statement of Accounting Policies
year ended 26 September 2014

Statement of Compliance

The Group Financial Statements of Greencore Group plc have been prepared in accordance with International Financial Reporting Standards (IFRS) and their interpretations approved by the International Accounting Standards Board (IASB) as adopted by the European Union (EU) and those parts of the Companies Acts, 1963 to 2013, applicable to companies reporting under IFRS and Article 4 of the IAS Regulation.

The accounting policies applied in the preparation of the Group Financial Statements for the year ended 26 September 2014 are set out below.

The IFRS adopted by the EU and applied by the Group in the preparation of these Financial Statements are those that were effective for the accounting period ending 26 September 2014.

Basis of Preparation

The Group Financial Statements, which are presented in sterling and expressed in millions[1] (unless otherwise stated), have been prepared under the historical cost convention, as modified by the measurement at fair value of certain financial assets and financial liabilities, including share options at grant date and derivative financial instruments. The carrying values of recognised assets and liabilities that are hedged are adjusted to record the changes in the fair values attributable to the risks being hedged. Share options and share awards granted to employees are recognised at fair value at the date of grant.

The accounting policies set out below have been applied consistently by all the Group's subsidiaries and associates and have been consistently applied to all years presented, unless otherwise stated.

The preparation of the Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, as well as the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best estimate of the amount, event or actions, actual results ultimately may differ from those estimates.

The Financial Statements of the Group are prepared to the Friday nearest to 30 September. Accordingly these Financial Statements are prepared for the 52 week period ended 26 September 2014. Comparatives are for the 52 week period ended 27 September 2013. The Balance Sheets for 2014 and 2013 have been prepared as at 26 September 2014 and 27 September 2013 respectively.

The loss attributable to equity shareholders dealt with in the Financial Statements of the Company was £14.3 million (2013: loss of £7.6 million). In accordance with section 148(8) of the Companies Act 1963 and section 7(1A) of the Companies (Amendment) Act 1986, the Company is availing of the exemption from presenting its individual profit and loss account, which forms part of the approved Financial Statements, to the Annual General Meeting and from filing it with the Registrar of Companies.

New Standards and Interpretations

The Group adopted IAS 19 Employee Benefits (2011) on 28 September 2013. The Group accounting policy has been changed to replace interest cost and expected return on plan assets with a net interest amount that is calculated by applying the discount rate to the net defined benefit liability. See Note 23 for the impact on the financial statements.

The following standards and interpretations issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRIC) are effective for the first time in the current financial year and have been adopted with no significant impact on the Group's result for the period or financial position:

New/Revised International Financial Reporting Standards		Effective Date – periods beginning on or after
IAS 16	Property, Plant and Equipment	
	– Classification of servicing equipment	1 January 2013
IFRS 1	Government loans	1 January 2013
IFRS 7	Financial Instruments: Disclosures	
	– Offsetting financial assets and financial liabilities	1 January 2013
IFRS 13	Fair Value Measurement	
	– Replaces the guidance on fair value measurement in existing IFRS accounting literature with a single standard	1 January 2013

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 27 September 2013 and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below:

IFRS 9 'Financial Instruments' addresses the classification, measurement and recognition of financial assets and liabilities. The Standard includes requirements for recognition and measurement, impairment, derecognition and general hedge accounting. The IASB completed its project to replace IAS 39 in phases, adding to the standard as it completed each phase. The Group is in the process of assessing the impact of IFRS 9 on the Group Financial Statements.

IFRS 10, 'Consolidated financial statements' builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. The Group is in the process of assessing the impact of IFRS 10 on the financial statements.

1 In the current year the Group has presented the financial statements in millions. The prior year numbers have been re-presented accordingly.

Group Statement of Accounting Policies continued
year ended 26 September 2014

New Standards and Interpretations (continued)

IFRS 11, 'Joint arrangements' focuses on the rights and obligations of the parties to the arrangement rather than its legal form. There are two types of joint arrangements: joint operations and joint ventures. Joint operations arise where the investors have rights to the assets and obligations for the liabilities of an arrangement. A joint operator accounts for its share of the assets, liabilities, revenue and expenses. Joint ventures arise where the investors have rights to the net assets of the arrangement; joint ventures are accounted for under the equity method. Proportional consolidation of joint arrangements is no longer permitted. The Group is in the process of assessing the impact of IFRS 11 on the financial statements.

IFRS 12 'Disclosure of Interests in Other Entities' is a consolidated disclosure standard requiring a wide range of disclosures about an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated 'structured entities'. Disclosures are presented as a series of objectives, with detailed guidance on satisfying those objectives. The Group expects that additional disclosures will be required in respect of Joint arrangements.

IFRS 15 'Revenue from Contracts with Customers' specifies how and when an IFRS reporter will recognise revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard provides a single, principles based five-step model to be applied to all contracts with customers. IFRS 15 was issued in May 2014 and applies to an annual reporting period beginning on or after 1 January 2017. The Group is in the process of assessing the impact of IFRS 15 on the Group Financial Statements.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

Basis of consolidation

The Group Financial Statements comprise the Financial Statements of the parent undertaking and its subsidiary undertakings, together with the Group's share of the results of associated undertakings.

Subsidiaries

Subsidiary undertakings are included in the Group Financial Statements from the date on which control over the operating and financial policies is obtained, and cease to be consolidated from the date on which control is transferred out of the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain economic benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered in determining the existence or otherwise of control. All inter-group transactions, balances and unrealised gains on transactions between Group undertakings are eliminated on consolidation. Unrealised losses are also eliminated except where they provide evidence of impairment.

Associates

An associate is an enterprise over which the Group is in a position to exercise significant influence through participation in the financial and operating policy decisions of the investee, but which is not a subsidiary or a jointly controlled entity.

The Group's share of the results, assets and liabilities of an associate are included in the Financial Statements using the equity method of accounting. Under the equity method of accounting, the investment in the associate is carried in the Balance Sheet at cost plus post-acquisition changes in the Group's share of net assets of the associate, less distributions received, less any impairments in the value of the investment. The Group Income Statement reflects the Group's share of the results after tax of the associate. The Group Statement of Recognised Income and Expense reflects the Group's share of any income and expense recognised by the associate outside of profit or loss.

Revenue Recognition

Revenue represents the fair value of the sale of goods and rendering of services to external customers, net of trade discounts and value added tax in the ordinary course of the Group's activities. Revenue from the sale of goods is recognised when significant risks and rewards of ownership of the goods are transferred to the buyer, it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably, which generally arises on delivery or in accordance with specific terms and conditions agreed with customers. Revenue from the rendering of services is recognised in the period in which the services are rendered on the basis of services provided.

Property, Plant and Equipment

Property, plant and equipment is shown at cost less depreciation and any impairments. The cost of property, plant and equipment comprises its purchase price and any directly attributable costs.

Depreciation is provided so as to write off the cost less residual value of each item of property, plant and equipment during its expected useful life using the straight line method over the following periods:

Freehold and long leasehold buildings	40 – 50 years
Plant, machinery, equipment, fixtures and fittings	3 – 25 years
Freehold land is not depreciated	

Useful lives and residual values are reassessed annually.

Subsequent costs incurred relating to specific assets are included in an asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs are charged to the Income Statement during the financial period in which they are incurred.

The carrying amounts of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying amounts may not be recoverable. When the carrying amount exceeds the estimated recoverable amount, the assets are written down to their recoverable amount.

The recoverable amount of property, plant and equipment is the greater of fair value less costs to sell and value in use. In assessing value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses are recognised in the Income Statement.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Income Statement. Following the recognition or reversal of an impairment loss, the depreciation charge applicable to the asset is adjusted prospectively in order to systematically allocate the revised carrying amount, net of any residual value, over the remaining useful life.

Gains or losses on the disposal of property, plant and equipment represent the difference between the net proceeds and the carrying value at the date of sale.

Assets Held Under Leases

Finance Leases

Leases of property, plant and equipment, where the Group obtains substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased item and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant interest charge on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in interest-bearing loans and borrowings, allocated between current and non-current as appropriate. The interest element of the finance cost is charged to the Income Statement over the lease period. Assets held under finance leases are depreciated over the shorter of their expected useful lives or the lease term, taking into account the time period over which benefits from the leased assets are expected to accrue to the Group.

Operating Leases

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases, net of incentives received from the lessor, are charged to the Income Statement on a straight line basis over the period of the lease. Income earned from operating leases is credited to the Income Statement when earned.

Business Combinations

The purchase method of accounting is used in accounting for the acquisition of businesses. In accordance with IFRS 3 Business Combinations, the fair value of the consideration for a business combination is measured as the aggregate of the fair values at the date of exchange of assets given and liabilities incurred or assumed in exchange for control. The assets, liabilities and contingent liabilities of the acquired entity are measured at their fair values at the date of acquisition. When the initial accounting for a business combination is determined provisionally, any adjustments to the provisional values allocated are made within twelve months of the acquisition date and are effected from the date of acquisition.

Where a business combination agreement provides for an adjustment to the cost of a business acquired contingent on future events, the Group accrues the fair value of the additional consideration payable as a liability at the acquisition date where this can be measured reliably. This amount is reassessed at each subsequent balance sheet date with any adjustments to the liability recognised in the Income Statement.

To the extent that deferred purchase consideration and earn-out obligations are payable after one year from the date of acquisition, they are discounted at an appropriate interest rate and, accordingly, are carried at net present value in the Group Balance Sheet. An appropriate interest charge, at a constant interest rate on the carrying amount, adjusted to reflect material conditions, is reflected in the Income Statement over the earn-out period, increasing the value of the provision so that the obligation will reflect its settlement value at the time of maturity.

Goodwill

Acquisitions on or after 26 September 2009

Goodwill represents the difference between the fair value of the consideration given over the fair value of the Group's share of the identifiable net assets of the acquired subsidiary at the date of acquisition. Any excess of the fair value of the net assets acquired over the fair value of the consideration given (i.e. discount on acquisition) is credited to the Income Statement in the period of acquisition.

Acquisitions on or before 25 September 2009

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the identifiable net assets of the acquired subsidiary at the date of acquisition. Any excess of the fair value of the net assets acquired over the cost of the acquisition (i.e. discount on acquisition) is credited to the Income Statement in the period of acquisition. Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurred in connection with business combinations were capitalised as part of the cost of acquisition.

Group Statement of Accounting Policies continued
year ended 26 September 2014

Goodwill (continued)

Subsequent Measurement

Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. On acquisition, goodwill is allocated to cash-generating units expected to benefit from the combination's synergies. Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Any impairment is recognised immediately in the Income Statement.

Goodwill arising on investments in associates is included in the carrying amount of the investment and any impairment of the goodwill is included in income from associates.

Acquisition Related Intangible Assets

An intangible asset, which is an identifiable non-monetary asset without physical substance, is capitalised separately from goodwill as part of a business combination to the extent that it is probable that the expected future economic benefits attributable to the asset will accrue to the Group and that its fair value can be measured reliably. The asset is deemed to be identifiable when it is separable (i.e. capable of being divided from the entity and sold, transferred, licensed, rented or exchanged, either individually or together with a related contract, asset or liability) or when it arises from contractual or other legal rights, regardless of whether those rights are transferable or separable from the Group or from other rights and obligations.

Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. The carrying amounts of definite-lived intangible assets are reviewed for indicators of impairment at each reporting date and are subject to impairment testing when events or changes in circumstances indicate that the carrying values may not be recoverable. Any impairment charge is taken to the Income Statement.

The amortisation of intangible assets is calculated to write off the book value of definite-lived intangible assets over their useful lives on a straight line basis on the assumption of zero residual value. Customer related intangible assets are amortised over periods ranging from one to ten years. Non-customer related intangible assets, such as brands, are amortised over periods between three and ten years.

Computer Software

Costs incurred on the acquisition of computer software and software licences are capitalised. Other costs directly associated with developing and maintaining computer software programmes are capitalised once the recognition criteria set out in IAS 38 Intangible Assets are met. Computer software is amortised over five years.

Investment Property

Investment property is shown at cost less depreciation and any impairment. The cost of investment property comprises its purchase price and any costs directly attributable to bringing it into working condition for its intended use. Investment property is depreciated so as to write off the cost, less residual value, on a straight-line basis over the expected life of each property. Freehold buildings held as investment property are depreciated over their expected useful life, normally assumed to be 40-50 years. Freehold land is not depreciated.

Rental income arising on investment property is accounted for on a straight-line basis over the lease term of the ongoing leases and is recognised within other income.

In relation to the recognition of income on the disposal of property, income is recognised when there is an unconditional exchange of contracts, or when all necessary terms and conditions have been fulfilled.

Discontinued Operations and Non-Current Assets Held for Sale

A discontinued operation is a component of an entity that either has been disposed of, abandoned, or is classified as held for sale and:

- represents a separate major line of business or geographical area of operation; or
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operation; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal, abandonment, or when the operations meet the criteria to be classified as held for sale.

Non-current assets and disposal groups classified as held for sale are measured at the lower of the carrying amount and the fair value less costs to sell. Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than continued use. This condition is regarded as satisfied only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year of the date of classification. Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is calculated based on first-in, first-out (FIFO) or weighted average as appropriate. Cost includes raw materials, direct labour expenses and related production and other overheads. Net realisable value is the estimated selling price, in the ordinary course of business, less costs to completion and appropriate selling and distribution expenses.

Trade and Other Receivables
Trade and other receivables are initially recognised at fair value and subsequently carried net of provision for impairment. A provision is made when there is objective evidence that the Group will be unable to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

Any trade and other receivables included in non-current assets are carried at amortised cost (i.e. adjusted for the time value of money).

Cash and Cash Equivalents
Cash and cash equivalents are initially recognised at fair value and subsequently carried at amortised cost. Cash and cash equivalents include cash in hand, deposits held on call with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash, are subject to insignificant risk of changes in value and have an original maturity of three months or less.

Trade and Other Payables
Trade and other payables are initially recorded at fair value and subsequently at the higher of cost or payment or settlement amounts. Where the time value of money is material, payables are carried at amortised cost.

Provisions
Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligation as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligation may be small.

Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the Income Statement net of any reimbursement.

A contingent liability is disclosed where the existence of an obligation will only be confirmed by future events, or where the amount of the obligation cannot be measured with reasonable reliability. Contingent assets are not recognised, but are disclosed where an inflow of economic benefits is probable.

Borrowings
All loans and borrowings are initially recognised at cost, being the fair value of the proceeds net of issue costs associated with the borrowing. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any issue costs and any discount or premium on settlement. Gains and losses arising on the settlement or cancellation of liabilities are recognised in finance income and finance costs as appropriate.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Finance Income and Expense
Finance income comprises interest income on funds invested and the unwind of discount on assets. Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Finance expense comprises interest expense on borrowings, unwind of discount on liabilities, interest on the net defined benefit pension scheme liabilities, changes in fair value of hedging instruments and other derivatives that are recognised in profit or loss. All borrowing costs are recognised in profit or loss using the effective interest method.

Derecognition of Financial Assets and Liabilities
Financial Assets
A financial asset is derecognised when the Group no longer controls the contractual rights that comprise the financial asset, which is normally the case when the asset is sold or the rights to receive cash flows from the asset have expired, and the Group has not retained substantially all risks and rewards of ownership and has transferred control of the asset.

Financial Liabilities
A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability, and the recognition of a new liability with the result that the difference in the respective carrying amounts, together with any costs or fees incurred, is recognised in the Income Statement.

Derivative Financial Instruments
The activities of the Group expose it to the financial risks of changes in foreign exchange rates and interest rates. The Group uses derivative financial instruments such as forward foreign exchange contracts and interest rate swap agreements to hedge these exposures.

Group Statement of Accounting Policies continued
year ended 26 September 2014

Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at fair value.

Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. Derivative instruments which are held for trading and are not designated as effective hedging instruments are classified as a current asset or liability (as appropriate) regardless of maturity if the Group expects that they may be settled within 12 months of the balance sheet date. All other derivative instruments that are not designated as effective hedging instruments are classified by reference to their maturity date. The full fair value of a hedging derivative is classified as a non-current asset or liability if the remaining maturity of the hedged item is more than twelve months and as a current asset or liability if the maturity of the hedged item is less than 12 months.

The fair value of derivative instruments is determined by using valuation techniques. The Group uses its judgement to select the most appropriate valuation methods and makes assumptions that are mainly based on observable market conditions existing at the balance sheet date.

For those derivatives designated as hedges and for which hedge accounting is desired, the hedging relationship is documented at its inception. This documentation identifies the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how hedge effectiveness will be measured throughout its duration. Such hedges are expected at inception to be highly effective in offsetting changes in fair values or cash flows of hedged items.

For the purposes of hedge accounting, derivatives are classified as:

- fair value hedges, when hedging the exposure of changes in the fair value of a recognised asset or liability; or
- cash flow hedges, when hedging the exposure to variability in cash flows that are either attributable to a particular risk associated with a recognised asset or liability, or a highly probable forecast transaction; or
- net investment hedges, when hedging the exposure to variability in foreign currency when translating investments in subsidiaries held in currencies other than the presentation currency of the Group.

Any gains or losses arising from changes in the fair value of all other derivatives which are classified as held for trading are taken to the Income Statement and charged to finance income or expense. These may arise from derivatives for which hedge accounting is not applied because they are not designated as hedging instruments. The Group does not use derivatives for trading or speculative purposes.

The treatment of gains and losses arising from remeasuring derivatives designated as hedging instruments depends on the nature of the hedging relationship, as follows:

Fair Value Hedge
In the case of fair value hedges which are designated and qualify for hedge accounting, any gain or loss arising from the remeasurement of the hedging instrument to fair value is reported in the Income Statement as finance costs. In addition, any fair value gain or loss attributable to the hedged risk is adjusted against the carrying amount of the hedged item and reflected in the Income Statement as finance costs. If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of the hedged item is amortised on an effective interest basis to the Income Statement with the objective of achieving full amortisation by maturity of the hedged item.

Cash Flow Hedge
Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised within equity in the hedging reserve, with the ineffective portion being reported in the Income Statement as finance costs. When a highly probable forecast transaction results in the recognition of a non-financial asset or liability, the cumulative gain or loss is removed from the hedging reserve in equity and included in the initial measurement of the non-financial asset or liability. Otherwise, the associated gains and losses that had previously been recognised within equity in the hedging reserve are transferred to the Income Statement as the cash flows of the hedged item impact the Income Statement.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, exercised, or no longer qualifies for hedge accounting. At that point in time, any cumulative gain or loss on the hedging instrument recognised within equity in the hedging reserve is kept in the hedging reserve until the forecast transaction occurs. If a hedged transaction is no longer anticipated to occur, the net cumulative gain or loss recognised within equity in the hedging reserve is transferred immediately to the Income Statement as finance costs.

Net Investment Hedge
Foreign currency differences arising on the retranslation of a financial liability designated as a hedge of a net investment in a foreign operation are recognised directly in equity in the foreign currency translation reserve, to the extent that the hedge is effective. To the extent that the hedge is ineffective, such differences are recognised in profit or loss. When the hedged part of a net investment is disposed of, the associated cumulative amount in equity is transferred to profit or loss as an adjustment to the profit or loss on disposal.

Taxation

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

The Group provides in full for deferred tax assets and liabilities (using the liability method), arising from temporary differences between the tax base of assets and liabilities and their carrying amounts in the Financial Statements except where they arise from the initial recognition of goodwill or from the initial recognition of an asset or liability that at the date of initial recognition does not affect accounting or taxable profit or loss on a transaction that is not a business combination. Such differences result in an obligation to pay more tax or a right to pay less tax in future periods. A deferred tax asset is only recognised where it is probable that future taxable profits will be available against which the temporary differences giving rise to the asset can be utilised.

Deferred tax assets and liabilities are not subject to discounting and are measured at the tax rates that are enacted or substantively enacted at the balance sheet date.

Deferred tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the Group's provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary 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 tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Once it has been concluded that a liability needs to be recognised, the liability is measured. We consider the range of possible outcomes and record a liability based on the most likely single outcome, rather than alternative approaches which could include a weighted average probability of outcomes or an "all or nothing" approach.

Employee Benefits

Wages, salaries, bonuses, social security contributions, paid annual leave and sick leave are accrued in the period in which the associated services are rendered by the employees of the Group. Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without the possibility of withdrawal, or providing termination benefits as a result of an offer made to encourage voluntary redundancy.

Retirement Benefit Obligations

Defined Contribution Pension Plans

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate defined contribution scheme. Obligations for contributions to defined contribution pension plans are recognised as an expense in the Income Statement as employee service is received. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Defined Benefit Pension Plans

The cost of providing benefits under the Group's defined benefit plans is determined separately for each plan, using the projected unit credit method by professionally qualified actuaries and arrived at using actuarial assumptions based on market expectations at the balance sheet date. These valuations attribute entitlement benefits to the current period (to determine current service cost), and to the current and prior periods (to determine the present value of defined benefit obligations).

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding net interest and the return on plan assets (excluding net interest), are recognised immediately in the statement of financial position with a corresponding debit or credit to retained earnings through Other Comprehensive Income ('OCI') in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises restructuring-related costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

When a settlement (eliminating all obligations for benefits already accrued) or a curtailment (reducing future obligations as a result of a material reduction in the scheme membership or a reduction in future entitlement) occurs, the obligation and related plan assets are remeasured using current actuarial assumptions and the resultant gain or loss is recognised in the Income Statement during the period in which the settlement or curtailment occurs.

The defined benefit pension asset or liability in the Balance Sheet comprises the total, for each plan, of the present value of the defined benefit obligation (using a discount rate based on high quality corporate bonds) less the fair value of plan assets out of which the obligations are to be settled directly. Fair value is based on market price information, and in the case of quoted securities is the published bid price.

Group Statement of Accounting Policies continued
year ended 26 September 2014

Retirement Benefit Obligations (continued)

Defined Benefit Pension Plans (continued)

The value of a net pension benefit asset is the present value of any economic benefit the Group reasonably expects to recover by way of refund of surplus from the plan at the end of the plan's life or reduction in future contributions to the plan.

Employee Share-Based Payments

The Group grants equity settled share-based payments to employees (through Executive Share Option Schemes, Employee ShareSave Schemes, the Performance Share Plan and a Deferred Bonus Plan). The fair value of these payments is determined at the date of grant and is expensed to the Income Statement on a straight-line basis over the vesting period. The fair value is determined using a trinomial valuation model, as measured at the date of grant, excluding the impact of any non-market conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the Group revises its estimates of the number of options or awards that are expected to vest, recognising any adjustment in the Income Statement, with a corresponding adjustment to equity.

To the extent that the Group receives a tax deduction relating to services paid for by means of share awards or options, deferred tax is provided on the basis of the difference between the market price of the underlying equity as at the date of the Financial Statements and the exercise price of the option. As a result, the deferred tax impact of share options will not directly correlate with the expense reported in the Income Statement. To the extent that the deductible difference exceeds the cumulative charge to the Income Statement, it is recorded in the Statement of Recognised Income and Expense.

Proceeds received from the exercise of options, net of any directly attributable transaction costs, are credited to the share capital and share premium accounts.

Foreign Currency

Functional and Presentation Currency

The individual Financial Statements of each Group entity are measured in the currency of the primary economic environment in which the entity operates (the functional currency). The Group Financial Statements are presented in sterling, which is the Company's functional and presentation currency.

Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the Income Statement, except when deferred in equity as qualifying net investment hedges and qualifying cash flow hedges.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and are translated at the closing rate.

Group Companies

The Income Statement and Balance Sheet of Group companies that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities at each balance sheet date are translated at the closing rate at the date of the balance sheet;
- income and expenses in the Income Statement are translated at the rates at the date of the transaction, normally estimated using average exchange rates; and
- all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations and on borrowings and other currency instruments designated as hedges of such investments, are taken to equity. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the Income Statement as part of the gain or loss on sale.

Government Grants

Government grants for the acquisition of assets are recognised at their fair value when there is reasonable assurance that the grant will be received and any conditions attached to them have been fulfilled. The grant is held on the Balance Sheet as a deferred credit and released to the Income Statement over the periods necessary to match the related depreciation charges, or other expenses of the asset, as they are incurred.

Research and Development

Expenditure on research and development is recognised as an expense in the period in which it is incurred. An asset is recognised only when all the conditions set out in IAS 38 Intangible Assets are met.

Segmental Reporting
The Group reports segmental information by class of business and by geographical area. The Group's primary reporting segment, for which more detailed disclosures are made, is by class of business. The Group has identified two reportable segments: (i) Convenience Foods and (ii) Ingredients & Property. Refer to Note 1 for further information.

Exceptional Items
Exceptional items are those that are separately disclosed by virtue of their nature or amount in order to highlight such items within the Group Income Statement and results for the year. Examples of such items may include significant restructuring programmes, profits or losses on termination of operations, litigation costs and settlements, significant impairments of assets, transaction and integration costs related to acquisition activity and transaction costs related to disposal activity. Group management exercises judgement in assessing each particular item which, by virtue of its scale or nature, should be highlighted and disclosed in the Group Income Statement and notes to the Group Financial Statements as exceptional items. Exceptional items are included within the Income Statement caption to which they relate and are separately disclosed in the notes to the Group Financial Statements. Tax related to exceptional items is included within exceptional taxation.

Non-Controlling Interests
Non-controlling interests are stated at their proportion of the fair values of the identifiable assets and liabilities recognised. Subsequently, any losses applicable to non-controlling interests continue to be recognised and attributed to non-controlling interests unless the parent has undertaken to fund their losses.

Share Capital
Ordinary Shares
Ordinary Shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are taken as a deduction within equity, net of tax, from the proceeds.

Treasury Shares
Where the Company purchases its own equity share capital, the consideration paid is deducted from total shareholders' equity and classified as treasury shares until such shares are cancelled or reissued. Where such shares are subsequently sold or reissued, any consideration received is included in total shareholders' equity.

Dividends
Interim dividends payable are recognised as a liability of the Company when the Board of Directors resolves to pay the dividend and the shareholders have been notified in accordance with the Company's Articles of Association. Final dividends of the Company are recognised as a liability when they have been approved by the Company's shareholders.

Critical Accounting Estimates and Assumptions
Group management makes estimates and assumptions concerning the future in the preparation of the Group Financial Statements, which can significantly impact the reported amounts of assets and liabilities. The significant estimates and assumptions used in the preparation of the Group's Financial Statements are outlined in the relevant notes.

Group Income Statement
year ended 26 September 2014

	Notes	2014 Pre-exceptional £'m	2014 Exceptional (Note 6) £'m	2014 Total £'m	2013* As restated Pre-exceptional £'m	2013* As restated Exceptional (Note 6) £'m	2013* As restated Total £'m
Revenue	1	**1,273.5**	**-**	**1,273.5**	1,197.1	-	1,197.1
Cost of sales		**(879.0)**	**-**	**(879.0)**	(838.1)	-	(838.1)
Gross profit		**394.5**	**-**	**394.5**	359.0	-	359.0
Operating costs, net	2	**(311.6)**	**(16.1)**	**(327.7)**	(284.6)	(8.9)	(293.5)
Group operating profit before acquisition related amortisation		**82.9**	**(16.1)**	**66.8**	74.4	(8.9)	65.5
Amortisation of acquisition related intangibles	12	**(7.7)**	**-**	**(7.7)**	(7.8)	-	(7.8)
Group operating profit		**75.2**	**(16.1)**	**59.1**	66.6	(8.9)	57.7
Finance income	7	**-**	**-**	**-**	0.3	-	0.3
Finance costs	7	**(15.4)**	**-**	**(15.4)**	(17.1)	-	(17.1)
Share of profit of associates after tax	8	**0.7**	**-**	**0.7**	0.6	-	0.6
Profit before taxation		**60.5**	**(16.1)**	**44.4**	50.4	(8.9)	41.5
Taxation	9	**(0.5)**	**4.7**	**4.2**	0.1	27.0	27.1
Profit for the financial year	3	**60.0**	**(11.4)**	**48.6**	50.5	18.1	68.6
Attributable to:							
Equity shareholders		**58.9**	**(11.4)**	**47.5**	49.4	18.1	67.5
Non-controlling interests	25	**1.1**	**-**	**1.1**	1.1	-	1.1
		60.0	**(11.4)**	**48.6**	50.5	18.1	68.6
Basic earnings per share (pence)	10			**11.8**			17.1
Diluted earnings per share (pence)	10			**11.5**			16.8

* The comparatives for 2013 have been restated to reflect the adoption of IAS 19 Employee Benefits (revised) as set out in Note 23.

PG Kennedy
Director

AR Williams
Director

Group Statement of Recognised Income and Expense
year ended 26 September 2014

	Notes	2014 £'m	2013* As restated £'m
Items of income and expense taken directly to equity			
Items that will not be reclassified to profit or loss:			
Actuarial loss on Group defined benefit pension schemes	23	**(2.0)**	(19.0)
Deferred tax on Group defined benefit pension schemes	9	**1.1**	(2.2)
		(0.9)	(21.2)
Items that may subsequently be reclassified to profit or loss:			
Currency translation adjustment		**1.0**	(1.0)
Current tax on currency translation adjustment	9	**-**	0.1
Hedge of net investment in foreign currency subsidiaries		**0.1**	-
Cash flow hedges:			
- fair value movement taken to equity		**(8.7)**	1.9
- transfer to Income Statement for the period		**2.7**	0.7
Deferred tax on cashflow hedges	9	**-**	(0.6)
		(4.9)	1.1
Net expense recognised directly within equity		**(5.8)**	(20.1)
Group result for the financial year		**48.6**	68.6
Total recognised income and expense for the financial year		**42.8**	48.5
Attributable to:			
Equity shareholders		**42.0**	47.2
Non-controlling interests		**0.8**	1.3
Total recognised income and expense for the financial year		**42.8**	48.5

* The comparatives for 2013 have been restated to reflect the adoption of IAS 19 Employee Benefits (revised) as set out in Note 23.

Group Balance Sheet
at 26 September 2014

	Notes	2014 £'m	2013 £'m
ASSETS			
Non-current assets			
Intangible assets	12	**499.2**	499.9
Property, plant and equipment	13	**247.0**	229.2
Investment property	14	**7.0**	28.9
Investment in associates	8	**0.9**	0.8
Other receivables	16	**3.3**	1.1
Derivative financial instruments	20	**5.3**	8.2
Deferred tax assets	9	**70.2**	66.6
Total non-current assets		**832.9**	834.7
Current assets			
Inventories	15	**53.6**	53.1
Trade and other receivables	16	**127.3**	115.7
Derivative financial instruments	20	**-**	1.0
Cash and cash equivalents	18	**12.2**	6.3
Total current assets		**193.1**	176.1
Total assets		**1,026.0**	1,010.8
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital	24	**4.1**	4.0
Share premium		**185.7**	177.3
Reserves		**90.4**	67.2
		280.2	248.5
Non-controlling interests	25	**3.4**	3.5
Total equity		**283.6**	252.0
LIABILITIES			
Non-current liabilities			
Borrowings	19	**229.5**	199.7
Derivative financial instruments	20	**6.3**	2.2
Retirement benefit obligations	23	**129.5**	137.5
Other payables	17	**2.4**	2.2
Provisions for liabilities	22	**3.4**	11.0
Deferred tax liabilities	9	**19.5**	21.3
Government grants		**-**	0.1
Total non-current liabilities		**390.6**	374.0
Current liabilities			
Bank overdrafts	18	**-**	4.5
Borrowings	19	**0.1**	44.1
Derivative financial instruments	20	**0.3**	0.4
Trade and other payables	17	**323.6**	303.2
Consideration payable on acquisitions		**-**	0.9
Provisions for liabilities	22	**7.2**	6.9
Current taxes payable		**20.6**	24.8
Total current liabilities		**351.8**	384.8
Total liabilities		**742.4**	758.8
Total equity and liabilities		**1,026.0**	1,010.8

PG Kennedy
Director

AR Williams
Director

Group Cash Flow Statement
year ended 26 September 2014

	Notes	2014 £'m	2013* As restated £'m
Profit before taxation		**44.4**	41.5
Finance income		**-**	(0.3)
Finance costs		**15.4**	17.1
Share of profit of associates (after tax)		**(0.7)**	(0.6)
Exceptional items		**16.1**	8.9
Operating profit (pre-exceptional)		**75.2**	66.6
Depreciation		**24.8**	23.7
Amortisation of intangible assets		**9.5**	9.0
Employee share-based payment expense		**4.3**	2.5
Difference between pension charge and cash contributions		**(13.7)**	(11.7)
Working capital movement	26	**9.8**	9.9
Other movements		**0.1**	0.5
Net cash inflow from operating activities before exceptional items		**110.0**	100.5
Cash outflow related to exceptional items	6	**(9.1)**	(20.0)
Interest paid		**(15.8)**	(15.1)
Tax (paid)/refunded		**(0.4)**	0.4
Net cash inflow from operating activities		**84.7**	65.8
Cash flow from investing activities			
Dividends received from associates	8	**0.6**	0.4
Purchase of property, plant and equipment		**(47.7)**	(29.4)
Disposal/(purchase) of investment property		**15.1**	(0.5)
Purchase of intangible assets		**(3.6)**	(5.0)
Acquisition of undertakings		**(21.5)**	(3.1)
Disposal of undertakings		**7.4**	10.3
Interest received		**-**	0.2
Net cash outflow from investing activities		**(49.7)**	(27.1)
Cash flow from financing activities			
Proceeds from issue of shares		**0.2**	0.4
Ordinary Shares purchased - own shares		**(4.8)**	(0.7)
Increase in finance lease liabilities	21	**0.1**	-
Repayment of bank borrowings	21	**(61.1)**	(43.1)
Drawdown of non-bank borrowings	21	**57.1**	-
Repayment of private placement notes	21	**(3.2)**	-
Dividends paid to equity holders of the Company		**(11.6)**	(11.2)
Dividends paid to non-controlling interests	25	**(0.9)**	(1.0)
Net cash outflow from financing activities		**(24.2)**	(55.6)
Net increase/(decrease) in cash and cash equivalents		**10.8**	(16.9)
Reconciliation of opening to closing cash and cash equivalents			
Cash and cash equivalents at beginning of year	18	**1.8**	18.8
Translation adjustment	21	**(0.4)**	(0.1)
Increase/(decrease) in cash and cash equivalents	21	**10.8**	(16.9)
Net cash and cash equivalents at end of year	18	**12.2**	1.8

* The comparatives for 2013 have been restated to reflect the adoption of IAS 19 Employee Benefits (revised) as set out in Note 23.

Group Statement of Changes in Equity
year ended 26 September 2014

	Share capital £'m	Share premium £'m	Other reserves £'m	Retained earnings £'m	Total £'m	Non-controlling interests £'m	Total equity £'m
At 27 September 2013	**4.0**	**177.3**	**107.9**	**(40.7)**	**248.5**	**3.5**	**252.0**
Items of income and expense taken directly to equity							
Currency translation adjustment	-	-	1.3	-	1.3	(0.3)	1.0
Net investment hedge	-	-	0.1	-	0.1	-	0.1
Actuarial loss on Group defined benefit pension schemes	-	-	-	(2.0)	(2.0)	-	(2.0)
Deferred tax asset on Group defined benefit pension schemes	-	-	-	1.1	1.1	-	1.1
Cash flow hedge transferred to equity	-	-	(8.7)	-	(8.7)	-	(8.7)
Cash flow hedge transferred to Income Statement	-	-	2.7	-	2.7	-	2.7
Profit for the financial period	-	-	-	47.5	47.5	1.1	48.6
Total recognised income and expense for the financial year	-	-	(4.6)	46.6	42.0	0.8	42.8
Employee share-based payments expense	-	-	4.3	-	4.3	-	4.3
Deferred tax on share-based payments	-	-	-	2.2	2.2	-	2.2
Exercise, lapse or forfeit of share based payments*	0.1	0.6	(3.3)	3.3	0.7	-	0.7
Shares acquired by Employee Benefit Trust[(a)]	-	-	(4.8)	0.2	(4.6)	-	(4.6)
Shares granted to beneficiaries of the Employee Benefit Trust[(b)]	-	-	8.4	(8.4)	-	-	-
Dividends	-	7.8	-	(20.7)	(12.9)	(0.9)	(13.8)
At 26 September 2014	**4.1**	**185.7**	**107.9**	**(17.5)**	**280.2**	**3.4**	**283.6**

* See Note 24.

	Share capital £'m	Share premium £'m	Other reserves £'m	Retained earnings £'m	Total £'m	Non-controlling interests £'m	Total equity £'m
At 28 September 2012							
Opening balance as previously reported	120.9	171.5	(11.8)	(83.3)	197.3	3.2	200.5
Prior year adjustment	-	-	-	13.8	13.8	-	13.8
Opening balance as restated	120.9	171.5	(11.8)	(69.5)	211.1	3.2	214.3
Items of income and expense taken directly to equity							
Currency translation adjustment	-	-	(1.2)	-	(1.2)	0.2	(1.0)
Current tax on currency translation adjustment	-	-	-	0.1	0.1	-	0.1
Actuarial loss on Group defined benefit pension schemes	-	-	-	(19.0)	(19.0)	-	(19.0)
Deferred tax asset on Group defined benefit pension schemes	-	-	-	(2.2)	(2.2)	-	(2.2)
Cash flow hedge transferred to equity	-	-	1.9	-	1.9	-	1.9
Cash flow hedge transferred to Income Statement	-	-	0.7	-	0.7	-	0.7
Deferred tax asset on cash flow hedge	-	-	(0.6)	-	(0.6)	-	(0.6)
Profit for the financial period	-	-	-	67.5	67.5	1.1	68.6
Total recognised income and expense for the financial year	**-**	**-**	**0.8**	**46.4**	**47.2**	**1.3**	**48.5**
Employee share-based payments expense	-	-	2.5	-	2.5	-	2.5
Exercise, lapse or forfeit of share based payments	-	0.3	(0.7)	0.7	0.3	-	0.3
Cancellation of deferred shares	(114.9)	-	114.9	-	-	-	-
Redenomination and renominalisation of treasury shares[(c)]	(2.1)	-	2.1	-	-	-	-
Shares acquired by Employee Benefit Trust[(a)]	-	-	(0.7)	-	(0.7)	-	(0.7)
Shares granted to beneficiaries of the Employee Benefit Trust[(b)]	-	-	0.8	(0.8)	-	-	-
Dividends	0.1	5.5	-	(17.5)	(11.9)	(1.0)	(12.9)
At 27 September 2013	**4.0**	**177.3**	**107.9**	**(40.7)**	**248.5**	**3.5**	**252.0**

Other Reserves

	Share-based payments £'m	Own shares £'m	Capital redemption reserve £'m	Capital conversion reserve fund £'m	Hedging reserve £'m	Foreign currency translation reserve £'m	Total £'m
At 27 September 2013	**6.2**	**(18.8)**	**117.0**	**0.8**	**-**	**2.7**	**107.9**
Items of income and expense taken directly to equity	**-**						
Currency translation adjustments	**-**	**-**	**-**	**-**	**-**	**1.3**	**1.3**
Net investment hedge	**-**	**-**	**-**	**-**	**-**	**0.1**	**0.1**
Cash flow hedge taken to equity	**-**	**-**	**-**	**-**	**(8.7)**	**-**	**(8.7)**
Cash flow hedge transferred to Income Statement	**-**	**-**	**-**	**-**	**2.7**	**-**	**2.7**
Total recognised income and expense for the financial year	**-**	**-**	**-**	**-**	**(6.0)**	**1.4**	**(4.6)**
Currency translation adjustments	**(0.1)**	**-**	**-**	**-**	**-**	**0.1**	**-**
Employee share-based payments expense	**4.3**	**-**	**-**	**-**	**-**	**-**	**4.3**
Exercise, lapse or forfeit of share options	**(3.3)**	**-**	**-**	**-**	**-**	**-**	**(3.3)**
Shares acquired by Deferred Share Awards Trust[a]	**-**	**(4.8)**	**-**	**-**	**-**	**-**	**(4.8)**
Shares granted to beneficiaries of the Employee Benefit Trust[b]	**-**	**8.4**	**-**	**-**	**-**	**-**	**8.4**
At 26 September 2014	**7.1**	**(15.2)**	**117.0**	**0.8**	**(6.0)**	**4.2**	**107.9**

	Share-based payments £'m	Own shares £'m	Capital redemption reserve £'m	Capital conversion reserve fund £'m	Hedging reserve £'m	Foreign currency translation reserve £'m	Total £'m
At 28 September 2012	4.2	(18.9)	-	0.8	(2.0)	4.1	(11.8)
Items of income and expense taken directly to equity							
Currency translation adjustments	-	-	-	-	-	(1.2)	(1.2)
Cash flow hedge taken to equity	-	-	-	-	1.9	-	1.9
Cash flow hedge transferred to Income Statement	-	-	-	-	0.7	-	0.7
Deferred tax on cashflow hedge	-	-	-	-	(0.6)	-	(0.6)
Total recognised income and expense for the financial year	-	-	-	-	2.0	(1.2)	0.8
Currency translation adjustments	0.2	-	-	-	-	(0.2)	-
Employee share-based payments expense	2.5	-	-	-	-	-	2.5
Exercise, lapse or forfeit of share options	(0.7)	-	-	-	-	-	(0.7)
Cancellation of deferred shares	-	-	114.9	-	-	-	114.9
Redenomination and renominalisation of treasury shares	-	-	2.1	-	-	-	2.1
Shares acquired by Deferred Share Awards Trust[a]	-	(0.7)	-	-	-	-	(0.7)
Shares granted to beneficiaries of the Employee Benefit Trust[b]	-	0.8	-	-	-	-	0.8
At 27 September 2013	6.2	(18.8)	117.0	0.8	-	2.7	107.9

(a) The Employee Benefit Trust acquired 96,142 (2013: 62,239) shares in the Company with a combined value of £0.18m (2013: £0.06m) and a nominal value at the date of purchase of £0.001m (2013: £0.001m) through the scrip dividend scheme and utilisation of dividend income. Pursuant to the terms of the Employee Benefit Trust, 1,993,163 (2013: 727,885) shares were purchased during the financial year ended 26 September 2014 at a cost of £4.6m (2013: £0.7m). The nominal value of these shares, on which dividends have not been waived by the Employee Benefit Trust, was £0.02m (2013: £0.07m) at the date of purchase.

(b) During the year, 3,046,238 (2013: 1,402,077) shares with a nominal value at the date of transfer of £0.03m (2013: £0.014m) were transferred to beneficiaries of the Deferred Bonus Plan.

(c) In FY13 3,904,716 Treasury Shares of €0.63 each were redenominated and renominalised into Treasury Shares of £0.01 each. Thereafter, these Treasury Shares were then converted into Ordinary Shares of £0.01 each. These shares, together with a further 66 Treasury Shares were subsequently transferred to the Employee Benefit Trust at nominal value to be held for the purpose of satisfying vestings under the Company's Employee Share Schemes.

Notes to the Group Financial Statements
year ended 26 September 2014

1. Segment Information

The Group is organised around different product portfolios. The Group's reportable segments under IFRS 8 Operating Segments are as follows:

Convenience Foods – this reportable segment is the aggregation of two operating segments, Convenience Foods UK and Convenience Foods US. This segment derives its revenue from the production and sale of convenience food.

Ingredients & Property – this segment represents the aggregation of 'all other segments' as allowed under IFRS 8 (IFRS 8 specifies that, where the external revenue of reportable segments exceeds 75% of the total Group revenue, it is permissible to aggregate all other segments into one reportable segment). The Ingredients & Property reportable segment derives its revenue from the distribution of edible oils and molasses and the management of the Group's property assets.

The Chief Operating Decision Maker monitors the operating results of segments separately in order to allocate resources between segments and to assess performance. Segment performance is predominantly evaluated based on operating profit before exceptional items and acquisition related amortisation. Exceptional items, net finance costs and income tax are managed on a centralised basis and therefore, these items are not allocated between operating segments for the purposes of the information presented to the Chief Operating Decision Maker and are accordingly omitted from the segmental information below. Intersegment revenue is not material.

	Convenience Foods		Ingredients & Property		Total	
	2014 £'m	2013* As restated £'m	**2014 £'m**	2013* As restated £'m	**2014 £'m**	2013* As restated £'m
Revenue	**1,213.4**	1,129.2	**60.1**	67.9	**1,273.5**	1,197.1
Group operating profit before exceptional items and acquisition related amortisation – continuing operations	**80.7**	72.2	**2.2**	2.2	**82.9**	74.4
Amortisation of acquisition related intangible assets	**(7.7)**	(7.8)	**-**	-	**(7.7)**	(7.8)
Exceptional items					**(16.1)**	(8.9)
Group operating profit	**73.0**	64.4	**2.2**	2.2	**59.1**	57.7
Finance income					**-**	0.3
Finance costs					**(15.4)**	(17.1)
Share of profit of associates after tax					**0.7**	0.6
Profit before taxation					**44.4**	41.5

* The comparatives for 2013 have been restated to reflect the adoption of IAS 19 Employee Benefits (revised) as set out in Note 23.

	Convenience Foods		Ingredients & Property		Total	
	2014 £'m	2013 £'m	**2014 £'m**	2013 £'m	**2014 £'m**	2013 £'m
Segment assets						
Assets	**913.7**	883.3	**23.7**	44.6	**937.4**	927.9
Investments in associates	**-**	-	**0.9**	0.8	**0.9**	0.8
Total assets	**913.7**	883.3	**24.6**	45.4	**938.3**	928.7
Reconciliation to Total Assets as Reported in the Group Balance Sheet						
Deferred tax assets					**70.2**	66.6
Cash and cash equivalents					**12.2**	6.3
Derivative financial instruments					**5.3**	9.2
Total assets as reported in the Group Balance Sheet					**1,026.0**	1,010.8

	Convenience Foods		Ingredients & Property		Total	
	2014 £'m	2013 £'m	**2014 £'m**	2013 £'m	**2014 £'m**	2013 £'m
Segment liabilities						
Liabilities	**313.2**	296.9	**11.0**	14.9	**324.2**	311.8
Reconciliation to Total Liabilities as reported in the Group Balance Sheet						
Bank overdrafts					**-**	4.5
Borrowings (current and non-current)					**229.6**	243.8
Derivative financial instruments (current and non-current)					**6.6**	2.6
Government grants					**-**	0.1
Declared interim dividend					**8.9**	7.7
Interest payable					**3.5**	4.7
Retirement benefit obligations					**129.5**	137.5
Income tax liabilities (current and deferred)					**40.1**	46.1
Total liabilities as reported in the Group Balance Sheet					**742.4**	758.8

Other Segment Information

	Convenience Foods		Ingredients & Property		Total	
	2014 £'m	2013 £'m	**2014 £'m**	2013 £'m	**2014 £'m**	2013 £'m
Continuing operations						
Capital expenditure	**53.7**	35.8	**1.2**	0.5	**54.9**	36.3
Depreciation	**24.6**	23.5	**0.2**	0.2	**24.8**	23.7
Amortisation of intangible assets	**9.5**	9.0	**-**	-	**9.5**	9.0

Geographical Analysis

The following is a geographical analysis of the segment information presented above.

	Ireland		UK		Rest of World		Total Group	
	2014 £'m	2013 £'m	**2014 £'m**	2013 £'m	**2014 £'m**	2013 £'m	**2014 £'m**	2013 £'m
Revenue	**62.4**	68.7	**1,060.2**	999.3	**150.9**	129.1	**1,273.5**	1,197.1
Capital expenditure	**0.5**	0.5	**38.4**	32.1	**16.0**	3.7	**54.9**	36.3
Non-current assets (excluding derivative financial instruments and deferred tax assets)	**12.1**	11.6	**643.6**	670.0	**101.7**	78.3	**757.4**	759.9

2. Operating Costs, Net

	2014 £'m	2013* As restated £'m
Distribution costs	**56.2**	52.3
Administrative expenses	**250.1**	226.7
Research and development	**5.3**	5.2
Other operating costs	**1.9**	2.5
Other operating income	**(1.9)**	(2.1)
Total operating costs pre-exceptional, net	**311.6**	284.6
Exceptional charge (Note 6)	**16.1**	8.9
Total operating costs, net	**327.7**	293.5

* The comparatives for 2013 have been restated to reflect the adoption of IAS 19 Employee Benefits (revised) as set out in Note 23.

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

3. Result for the Financial Period

The result for the financial period has been arrived at after charging/(crediting) the following amounts:

	2014 £'m	2013 £'m
Depreciation:		
Owned assets	**24.6**	23.6
Assets held under finance lease	**0.2**	0.1
	24.8	23.7
Amortisation of intangible assets	**9.5**	9.0
Operating lease rentals:		
Premises, plant and equipment	**14.9**	14.2
Rental income from investment properties	**(0.3)**	(0.1)

	£'000	£'000
Auditor's remuneration		
Fees paid to the lead audit firm:		
Audit of the Group Financial Statements	**497**	534
Audit of subsidiary financial statements	**60**	60
Tax advisory services	**-**	16
Other non-audit services	**6**	-
	563	610
Fees paid to other firms in the lead audit firms network:		
Audit of subsidiary financial statements	**-**	9
Other assurance services	**7**	-
	7	9
Total	**570**	619

Directors' remuneration is shown in the Report on Directors' Remuneration and in Note 31.

4. Employment

The average monthly number of persons (including Executive Directors) employed by the Group during the year was:

	2014 Number	2013 Number
Production	**8,087**	8,189
Distribution	**654**	627
Administration	**1,039**	990
	9,780	9,806

The staff costs for the year for the above employees were:

	2014 £'m	2013† £'m
Wages and salaries	**220.5**	210.7
Social welfare costs	**19.6**	18.2
Employee share-based payment expense (Note 5)	**4.3**	2.5
Termination costs	**-**	0.9
Pension costs - defined contribution plans (Note 23)	**4.1**	3.0
Pension settlement cost - curtailment gain (Note 23)	**(1.3)**	(4.4)
	247.2	230.9
Defined benefit interest cost (Note 23)	**5.8**	5.5
	253.0	236.4

† 2013 represented to show comparatives on same basis as the current year.

Actuarial loss on Group defined benefit schemes recognised in the Statement of Recognised Income and Expense:

	2014 £'m	2013 £'m
Actual return less expected return on pension scheme assets (Note 23)	**36.4**	9.7
Effect of Paragraph 58(b) limit (Note 23)	**-**	0.6
Actuarial losses arising on the scheme liabilities (Note 23)	**(38.4)**	(29.3)
Total included in the Statement of Recognised Income and Expense	**(2.0)**	(19.0)

5. Share-Based Payments

Executive Share Option Scheme

The Group's employee share options are equity-settled share-based payments as defined in IFRS 2 Share-based Payments. IFRS 2 requires that a recognised valuation methodology be employed to determine the fair value of share options granted. The charge recognised in the Income Statement for the year was £0.5m (2013: £0.6m). Grant date fair value was arrived at through applying a trinomial model, which is a lattice option-pricing model. To the extent that any options vest, they will ordinarily remain exercisable at any time up to ten years from the date of grant and are settled in equity through the issue of shares once exercised.

The general terms and conditions applicable to the share options granted by the Group are addressed in the Report on Directors' Remuneration. All conditions are non-market based.

The Executive Share Option Scheme expired in 2011 and no further options were granted subsequently.

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

5. Share-Based Payments (continued)

The following table illustrates the number and weighted average exercise prices (expressed in euro) of, and movements in, share options during the year under the plan:

	2014		2013	
	Number outstanding	**Weighted average exercise price €**	Number outstanding	Weighted average exercise price €
At beginning of year	**3,848,352**	**1.49**	5,031,312	1.53
Expired	**-**	**-**	(119,589)	2.33
Forfeit	**(37,765)**	**2.62**	(1,063,371)	1.58
At end of year	**3,810,587**	**1.48**	3,848,352	1.49
Exercisable at end of year	**-**	**-**	-	-

Range of Exercise Prices for the Share Option Plan

	Number outstanding	**Weighted average contract life years**	**Weighted average exercise price €**	**Number exercisable**
At 26 September 2014				
€0.01 - €1.00	**1,343,247**	**5.36**	**0.64**	**-**
€1.01 - €2.00	**1,453,966**	**5.36**	**1.06**	**-**
€2.01 - €3.00	**604,249**	**1.33**	**2.72**	**-**
€3.01 - €4.00	**409,125**	**2.85**	**3.88**	**-**
	3,810,587	**4.45**	**1.48**	**-**
At 27 September 2013				
€0.01 - €1.00	1,343,246	6.36	0.64	-
€1.01 - €2.00	1,453,967	6.35	1.06	-
€2.01 - €3.00	642,014	2.17	2.69	-
€3.01 - €4.00	409,125	3.85	3.88	-
	3,848,352	5.39	1.49	-

ShareSave Schemes

The Group operates savings-related share option schemes in both Ireland and the UK. Options are granted at a discount of between 20% and 25% of the market price at the date of invitation over three, five and seven year savings contracts and options are exercisable during the six month period following completion of the savings contract. The charge recognised in the Income Statement in respect of these options was £0.2m (2013: (credit) £0.3m). Grant date fair value was arrived at through applying a trinomial model, which is a lattice option-pricing model.

During the year ended 26 September 2014, ShareSave scheme options were granted over 21,842 shares (Ireland) and 906,635 shares (UK), which will ordinarily be exercisable at an exercise price of €2.65 and £2.30 respectively per share, during the period 1 September 2017 to 28 February 2018. The weighted average fair value of share options granted during the year ended 26 September 2014 was £0.95 (Ireland) and £0.94 (UK).

During the year ended 27 September 2013, ShareSave scheme options were granted over 22,611 shares (Ireland) and 946,940 shares (UK), which will ordinarily be exercisable at an exercise price of €1.20 and £1.08 respectively per share, during the period 1 September 2016 to 28 February 2017. The weighted average fair value of share options granted during the year ended 27 September 2013 was £0.20.

The following table sets out the number and weighted average exercise prices (expressed in euro) of, and movements in, share options during the year under the Irish ShareSave Scheme.

	2014		2013	
	Number outstanding	**Weighted average exercise price €**	Number outstanding	Weighted average exercise price €
At beginning of year	**282,648**	**0.73**	281,934	0.69
Granted	**21,842**	**2.65**	22,611	1.20
Exercised	**(81,762)**	**0.68**	(2,921)	0.75
Forfeit	**-**	**-**	(18,976)	0.67
At end of year	**222,728**	**0.93**	282,648	0.73
Exercisable at end of year	**-**	**-**	-	-

Range of Exercise Prices for the Irish ShareSave Scheme (expressed in euro)

	Number outstanding	**Weighted average contract life years**	**Weighted average exercise price €**	**Number exercisable**	**Weighted average exercise price €**
At 26 September 2014					
€0.01 - €1.00	**178,275**	**1.27**	**0.69**	**-**	**-**
€1.01 - €2.00	**22,611**	**1.93**	**1.20**	**-**	**-**
€2.01 - €3.00	**21,842**	**3.26**	**2.65**	**-**	**-**
	222,728	**1.53**	**0.93**	**-**	**-**
At 27 September 2013					
€0.01 - €1.00	260,037	1.95	0.69	-	-
€1.01 - €2.00	22,611	2.93	1.20	-	-
	282,648	2.03	0.73	-	-

The following table sets out the number and weighted average exercise prices (expressed in sterling) of, and movements in, share options during the year under the UK ShareSave Scheme.

	2014		2013	
	Number	**£**	Number	£
At beginning of year	**4,116,848**	**0.75**	4,362,120	0.66
Granted	**895,992**	**2.30**	946,940	1.08
Exercised	**(798,114)**	**0.65**	(522,184)	0.70
Expired	**(117,679)**	**0.92**	(18,906)	2.12
Forfeit	**(272,802)**	**0.80**	(651,122)	0.65
At end of year	**3,824,245**	**1.11**	4,116,848	0.75
Exercisable at end of year	**169,851**	**0.71**	124,834	0.92

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

5. Share-Based Payments (continued)

Range of Exercise Prices for the UK ShareSave Scheme (expressed in sterling)

	Number outstanding	Weighted average contract life years	Weighted average exercise price £	Number exercisable	Weighted average exercise price £
At 26 September 2014					
£0.01 – £1.00	**2,092,260**	**1.29**	**0.62**	**160,766**	**0.65**
£1.01 – £2.00	**857,030**	**1.91**	**1.09**	**6,146**	**1.67**
£2.01 – £3.00	**874,955**	**2.76**	**2.30**	**2,939**	**2.39**
	3,824,245	**1.76**	**1.11**	**169,851**	**0.72**
At 27 September 2013					
£0.01 – £1.00	3,129,285	1.97	0.63	95,912	0.71
£1.01 – £2.00	982,275	2.84	1.11	22,716	1.77
£2.01 – £3.00	5,288	1.29	2.39	–	–
	4,116,848	2.18	0.75	118,628	0.92

Deferred Bonus Plan

Senior Executives participate in the Deferred Bonus Plan as outlined in the Report on Directors' Remuneration. In accordance with this plan, a portion of the annual bonus earned by participating senior executives is deferred into Company shares, the number of which is calculated at market value on the date of allocation, to be held by a trustee for the benefit of individual participants without any additional performance conditions other than three years of service. The shares vest after three years but are forfeit should an executive voluntarily leave the Group within the three year time period, subject to normal 'good leaver' provisions. The charge recognised in the Income Statement was £2.5m (2013: £1.5m). The fair value of the award is equal to the share price on the grant date.

On 1 December 2013, 1,202,148 awards were granted to senior executives of the Group under the Deferred Bonus Plan. On 1 December 2012, 2,527,955 awards were granted to senior executives of the Group under the Deferred Bonus Plan.

The following table illustrates the number and weighted average exercise prices of, and movements in, share awards during the year under the plan:

	2014		2013	
	Number outstanding	**Weighted average exercise price £**	Number outstanding	Weighted average exercise price £
At beginning of year	**7,844,517**	**–**	6,980,651	–
Granted	**1,202,148**	**–**	2,527,955	–
Released	**(2,758,204)**	**–**	(1,351,807)	–
Expired	**–**	**–**	(312,282)	–
At end of year	**6,288,461**	**–**	7,844,517	–
Exercisable at end of year	**–**	**–**	–	–

Awards will be granted to senior executives of the Group under the Deferred Bonus Plan in respect of the year ended 26 September 2014. A charge amounting to £0.2m relating to Executive Directors and £0.3m relating to other awards has been included in the Group Financial Statements in respect of the estimated 2014 charge related to these awards. The total fair value of the awards will be taken as a charge to the Income Statement over the vesting period of the awards.

Performance Share Plan

A long-term incentive scheme, the Performance Share Plan, was introduced during the prior year. In accordance with this scheme, participants are awarded an allotment of shares which will vest over three years subject to vesting conditions for growth in return on invested capital and in earnings per share. The number of shares granted is calculated based on the market value on the date of allocation. Shares are forfeit should an executive voluntarily leave the Group prior to the vesting date, subject to normal 'good leaver' provisions. The fair value of the award is equal to the share price on the grant date. Further description of the scheme can be found in the Report on Directors' Remuneration on page 46. A charge amounting to £1.1m (2013: £0.7m) was included in the Group Financial Statements in FY14 related to these awards.

On 3 December 2013 and 28 January 2014, 1,730,065 shares and 77,647 shares respectively were granted to executives of the Group under the Performance Share Plan.

On 1 March 2013, 4,298,604 shares were granted to executives of the Group under the Performance Share Plan.

The following table illustrates the number and weighted average exercise prices of, and movements in, share options during the year under the plan:

	2014		2013	
	Number outstanding	**Weighted average exercise price £**	Number outstanding	Weighted average exercise price £
At beginning of year	**3,869,355**	**-**	–	–
Granted	**1,807,712**	**-**	4,298,604	–
Forfeit	**(160,186)**	**-**	(429,249)	
At end of year	**5,516,881**	**-**	3,869,355	–
Exercisable at end of year	**-**	**-**	–	–

Range of Exercise Prices for the Share Option Plan

The following tables show the weighted average assumptions used to fair value the equity settled options granted in the ShareSave Schemes. The fair value of awards granted under the Deferred Bonus Plan and the Performance Share Plan is equal to the share price on the grant date.

	Ireland 2014 ShareSave 3 year	**UK 2014 ShareSave 3 year**
Dividend yield (%)	**1.84%**	**1.84%**
Expected volatility (%)	**33%**	**33%**
Risk-free interest rate (%)	**1.2%**	**1.2%**
Expected life of option (years)	**3.5**	**3.5**
Share price at grant	**€3.46**	**£2.77**
Exercise price	**€2.65**	**£2.30**
Fair value	**€1.11**	**£0.80**

	UK 2013 ShareSave 3 year
Dividend yield (%)	4.46%
Expected volatility (%)	43%
Risk-free interest rate (%)	0.22%
Expected life of option (years)	3.50
Share price at grant (£)	1.24
Exercise price (£)	1.08
Fair value (£)	0.20

The average share price during the year was £2.43 (2013: £1.15).

The expected volatility is estimated based on the historic volatility of the Company's share price over a period equivalent to the life of the relevant option. The risk-free rate of return is the yield on a government bond of a term consistent with the life of the option.

The range of the Company's share price during the year was £1.47-£3.01 (2013: £0.80-£1.54).

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

6. Exceptional Items

Exceptional items are those that, in management's judgement, should be disclosed separately by virtue of their nature or amount. Such items are included within the Income Statement caption to which they relate and are separately disclosed in the notes to the Group Financial Statements.

The Group reports the following exceptional items:

		2014 £'m	2013 £'m
Restructuring costs	(a)	**(9.9)**	-
Asset impairment on business disposal	(b)	**(6.5)**	-
Legacy provision release	(c)	**3.8**	-
Disposal of investment property	(d)	**(3.5)**	-
Pension settlement cost and curtailment gain	(e)	**1.3**	4.4
Transaction and integration costs of US acquisitions	(f)	**(1.3)**	(1.5)
Integration costs of UK acquisitions	(g)	**-**	(2.7)
Property related charge	(h)	**-**	(9.1)
		(16.1)	(8.9)
Tax on exceptional items	(i)	**2.4**	0.3
Exceptional tax credit	(i)	**2.3**	26.7
Total exceptional (expense)/credit		**(11.4)**	18.1

(a) Restructuring Costs

During the year, the Group recognised a £9.9m charge related to a planned exit from its Newburyport and Brockton manufacturing facilities in the US. The charge is composed of a non-cash impairment of property, plant and equipment of £6.1m, a non-cash impairment of intangible assets of £2.5m and a provision for site exit costs and redundancy and retention costs of £1.3m.

(b) Asset Impairment on Business Disposal

During the year, the Group recognised a charge of £6.5m in connection with the sale of its Food Service Desserts business, Ministry of Cake Limited, related to the difference between the carrying value and the consideration together with the related transaction costs.

(c) Legacy Provision Release

During the year, the Group recognised a non-cash credit of £3.8m following the resolution of a legacy insurance matter.

(d) Disposal of Investment Property

During the year, the Group recognised a charge of £3.5m relating to a reduction in the carrying value of property in Littlehampton following the part disposal of the site, together with related costs of disposal.

(e) Pension Settlement Cost and Curtailment Gain

During the year, the Group recognised a non-cash credit of £1.3m relating to the settlement and curtailment of liabilities in Irish pension schemes. During the prior year, the Group recognised a curtailment gain of £4.4m as the trustees of the Greencore Group pension scheme resolved to pass on the cost of the Irish pensions levy to beneficiaries of the pension scheme in the form of a reduction in future pension payments.

(f) Transaction and Integration Costs of the US Acquisitions

During the year, the Group recognised a charge of £1.3m relating to the transaction and integration costs associated with its acquisition of Lettieri's, a business based in Minneapolis, which was announced on 25 February 2014. During the prior year, the Group incurred an exceptional charge of £1.5m in connection with the integration of the acquisitions of MarketFare Foods LLC and H.C. Schau & Son Inc.

(g) Integration Costs of UK Acquisitions

During the prior year, the Group incurred an exceptional charge of £2.7m in connection with (i) the completion of the integration of the Uniq business, including the Chilled Desserts restructuring, and (ii) the completion of the integration of International Cuisine Limited ('ICL') acquired in August 2012.

(h) Property Related Charge

During the prior year, the Group recognised a property related charge of £9.1m arising on its Irish property portfolio which comprised a property impairment charge together with a charge for remediation costs relating to the former sugar processing sites.

(i) Tax

During the year, a tax credit of £2.4m was recognised related to the US exceptional charges in the period, primarily due to a deferred tax movement in relation to the asset impairment charge; and a tax credit of £2.3m was recognised related to the resolution of a legacy tax matter.

During 2013, the legal integration of the Uniq business was completed. Accordingly the Group reassessed the prospects of utilisation of the deferred tax attributes acquired. The reassessment indicated that the attributes would be expected to be utilised over an accelerated timeframe, such that certainty over the utilisation increased. This resulted in the recognition of a tax credit of £18.9m in 2013 which had not previously been recognised. A further tax credit of £7.8m arose as the Group resolved a number of tax positions including the settlement of an overseas tax case. A tax credit of £0.3m was recognised in respect of exceptional charges in the year.

Cashflow on Exceptional Items

The total cash outflow during the year in respect of exceptional charges was £9.1m (2013: £20.0m), of which £8.0m (2013: £11.8m) was in respect of prior year exceptional charges.

7. Finance Costs and Finance Income

	2014 £'m	2013* As restated £'m
Finance Costs		
Bank overdrafts and loans	**9.2**	12.6
Other borrowings	**5.5**	3.1
Interest on obligations under finance leases	**0.2**	0.1
Interest on defined benefit pension scheme liabilities	**5.8**	5.5
Unwind of discount on liabilities	**0.2**	0.2
Fair value movement on hedged financial liabilities (Note 21)	**(4.0)**	(3.5)
Fair value movement on fair value hedges (Note 21)	**3.9**	2.7
Fair value movement on interest rate swaps not designated as hedges	**(2.2)**	(4.0)
Fair value movement on forward foreign exchange contracts not designated as hedges	**0.2**	0.3
Foreign exchange on inter-company and external balances where hedge accounting is not applied	**(3.4)**	0.1
	15.4	17.1
Finance Income		
Interest income on bank deposits	**-**	(0.3)
Net finance expense recognised in the Income Statement	**15.4**	16.8
Recognised Directly in Equity		
Currency translation effects on foreign currency net investment	**1.0**	(1.0)
Currency translation effect on foreign currency borrowings designated as net investment hedges	**0.1**	–
Effective portion of changes in fair value of cash flow hedges	**(8.7)**	1.9
	(7.6)	0.9

* The comparatives for 2013 have been restated to reflect the adoption of IAS 19 Employee Benefits (revised) as set out in Note 23.

8. Associates

Share of Profit of Associates after Tax

The Group's share of profit of associates after tax is equity accounted and is presented as a single line item in the Group Income Statement.

	2014 £'m	2013 £'m
Group share of:		
Revenue	**4.5**	5.1
Profit before finance costs	**0.9**	0.8
Finance costs (net)	**-**	–
Profit before taxation	**0.9**	0.8
Taxation	**(0.2)**	(0.2)
Profit after taxation	**0.7**	0.6

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

8. Associates (continued)
Investment in Associates

	2014 £'m	2013 £'m
Share of associates' balance sheet		
Current assets	**1.2**	1.2
Non-current assets	**0.1**	0.1
Current liabilities	**(0.2)**	(0.3)
Non-current liabilities	**(0.2)**	(0.2)
Net assets	**0.9**	0.8
Carrying amount of associates		
At beginning of year	**0.8**	0.6
Share of profit after tax of associates	**0.7**	0.6
Dividends received	**(0.6)**	(0.4)
At end of year	**0.9**	0.8

Details of the Group's principal associates, all of which are unlisted, are shown in Note 32.

9. Taxation

	2014 £'m	2013* As restated £'m
Continuing operations		
Current tax		
Corporation tax charge/(credit)	**0.7**	(1.6)
Overseas tax credit	**(1.1)**	(1.9)
Total current tax credit (pre-exceptional)	**(0.4)**	(3.5)
Deferred tax		
Origination and reversal of temporary differences	**14.6**	10.4
Defined benefit pension obligations	**0.4**	0.3
Effect of tax rate change	**(1.0)**	(0.5)
Employee share-based payments	**(0.3)**	(0.1)
Increase in asset recognised	**(12.2)**	(8.3)
Adjustment in respect of prior years	**(0.6)**	1.6
Total deferred tax charge	**0.9**	3.4
Income tax charge/(credit) (pre-exceptional)	**0.5**	(0.1)
Tax on exceptional items		
Current tax credit	**(2.3)**	(7.8)
Deferred tax credit	**(2.4)**	(19.2)
Exceptional tax credit	**(4.7)**	(27.0)
Total tax credit	**(4.2)**	(27.1)
Current tax relating to items credited to equity		
Income tax relating to foreign exchange	**-**	(0.1)
Deferred tax relating to items (credited)/charged to equity		
Actuarial loss on Group defined benefit pension schemes	**(1.1)**	2.2
Cash flow hedges transferred to Income Statement	**-**	-
Cash flow hedges fair value adjustments	**-**	0.6
Employee share options	**(2.2)**	-
	(3.3)	2.8

Reconciliation of Total Tax Credit

The tax credit for the year can be reconciled to the profit per the Income Statement as follows:

	2014 £'m	2013* As restated £'m
Profit for the year	**48.6**	68.6
Total tax credit for the year	**(4.2)**	(27.1)
Less: Share of profit of associates after tax	**(0.7)**	(0.6)
Profit before tax	**43.7**	40.9
Tax expense at Irish corporation tax rate of 12.5%	**5.5**	5.1
Effects of:		
Expenses not deductible for tax purposes	**3.4**	1.5
Differences in effective tax rates on overseas earnings	**-**	2.4
Creation of tax losses	**2.2**	0.7
Net deferred tax assets utilised, including exceptional provision	**(12.2)**	(24.5)
Tax exempted earnings and earnings at reduced Irish rates	**0.1**	-
Effect of rate change on deferred tax balance	**(1.0)**	(0.5)
Exceptional items	**(1.3)**	(7.8)
Movement in provisions	**(0.3)**	(4.4)
Other	**(0.6)**	0.4
Total tax credit for the year	**(4.2)**	(27.1)

Factors That May Impact Future Tax Charges and Other Disclosures

The tax charge in future periods will be impacted by any changes to the corporation tax rates in force in the countries in which the Group operates. In the UK, the Finance Bill 2013 included a reduction in the rates of corporate income tax to 21% effective 1 April 2014 and to 20% effective 1 April 2015 that were substantively enacted in July 2013. Deferred tax balances must be recognised at the future tax rate applicable when the balance is expected to unwind. As such, the rate reduction to 20% is reflected in the closing deferred tax balances in respect of the UK.

During the year the Group recognised £12.2m of previously unrecognised deferred tax assets, which arose on the acquisition of Uniq plc, based on current year forecast utilisation of deferred tax assets.

* The comparatives for 2013 have been restated to reflect the adoption of IAS 19 Employee Benefits (revised) as set out in Note 23.

9. Taxation (continued)

Deferred Taxation

The Group's deferred tax assets and liabilities are analysed as follows:

	Property, plant and equipment £'m	Acquisition related intangibles £'m	Retirement benefit obligations £'m	Derivative financial instruments £'m	Tax losses £'m	Share-based payments £'m	Other £'m	2014 Total £'m
At beginning of year	(8.4)	(6.1)	23.3	-	35.0	0.4	1.1	45.3
Income Statement (charge)/credit	(1.6)	1.5	(0.5)	-	1.7	0.3	0.1	1.5
Tax credited to equity	0.9	-	1.1	-	-	1.3	-	3.3
Disposals (Note 30)	0.6	-	-	-	-	-	-	0.6
At end of year	**(8.5)**	**(4.6)**	**23.9**	**-**	**36.7**	**2.0**	**1.2**	**50.7**
Deferred tax assets (deductible temporary differences)	6.4	-	23.9	-	36.7	2.0	1.2	70.2
Deferred tax liabilities (taxable temporary differences)	(14.9)	(4.6)	-	-	-	-	-	(19.5)
Net deferred tax asset/(liability)	**(8.5)**	**(4.6)**	**23.9**	**-**	**36.7**	**2.0**	**1.2**	**50.7**

	Property, plant and equipment £'m	Acquisition related intangibles £'m	Retirement benefit obligations £'m	Derivative financial instruments £'m	Tax losses £'m	Share-based payments £'m	Other £'m	2013 Total £'m
At beginning of year	7.6	(9.3)	26.0	0.6	5.5	0.3	1.6	32.3
Income Statement charge/(credit)	(16.0)	3.2	(0.5)	-	29.5	0.1	(0.5)	15.8
Tax charged to equity	-	-	(2.2)	(0.6)	-	-	-	(2.8)
At end of year	(8.4)	(6.1)	23.3	-	35.0	0.4	1.1	45.3
Deferred tax assets (deductible temporary differences)	6.8	-	23.3	-	35.0	0.4	1.1	66.6
Deferred tax liabilities (taxable temporary differences)	(15.2)	(6.1)	-	-	-	-	-	(21.3)
Net deferred tax asset/(liability)	(8.4)	(6.1)	23.3	-	35.0	0.4	1.1	45.3

The Group has not provided deferred tax in relation to temporary differences applicable to investments in subsidiaries on the basis that the Group can control the timing and realisation of these temporary differences, and it is probable that the temporary differences will not reverse in the foreseeable future. Given that participation exemptions and tax credits would be available in the context of the Group's investments in subsidiaries and associates in the majority of the jurisdictions in which the Group operates, the aggregate amount of temporary differences in respect of which deferred tax liabilities have not been recognised would be immaterial. No provision has been recognised in respect of deferred tax relating to unremitted earnings of subsidiaries as there is no commitment to remit earnings.

No deferred tax asset is recognised in respect of certain tax losses and other attributes on the grounds that there is insufficient evidence that the assets will be recoverable. In the event that sufficient profits are generated in the relevant jurisdictions in the future, these assets may be recovered. The unrecognised deferred tax asset at 26 September 2014 was £50.4m (2013: £67.0m).

No deferred tax asset is recognised in respect of certain capital losses incurred by the Group on the grounds that there is insufficient evidence that the assets will be recoverable. The unrecognised deferred tax asset at 26 September 2014 was £11.0m (2013: £11.2m).

10. Earnings per Ordinary Share

Basic earnings per Ordinary Share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Ordinary Shares in issue during the period, excluding Ordinary Shares purchased by the Company and held as Treasury Shares and shares held in trust in respect of the Deferred Bonus Awards Scheme, the Performance Share Plan and the Executive Share Option Scheme. The adjusted figures for basic and diluted earnings per Ordinary Share are after the elimination of exceptional items, the effect of foreign exchange (FX) on inter-company and certain external balances where hedge accounting is not applied, the movement in the fair value of all derivative financial instruments and related debt adjustments, the amortisation of acquisition related intangible assets and the effect of pension financing.

	2014 £'m	2013* As restated £'m
Profit attributable to equity holders of the Company	**47.5**	67.5
Exceptional items (net of tax)	**11.4**	(18.1)
Fair value of derivative financial instruments and related debt adjustments	**(2.1)**	(4.5)
FX on inter-company and external balances where hedge accounting is not applied	**(3.4)**	0.1
Amortisation of acquisition related intangible assets (net of tax)	**5.5**	5.7
Pension financing (net of tax)	**4.8**	4.4
Numerator for adjusted earnings per share calculation	**63.7**	55.1

Denominator for Earnings per Share Calculation

	2014 '000	2013 '000
Shares in issue at the beginning of the year	**401,368**	394,356
Effect of treasury shares	**-**	(2,553)
Shares held by Employee Benefit Trust	**(3,797)**	(2,896)
Effect of shares issued during the year	**3,673**	4,693
Weighted average number of Ordinary Shares in issue during the year	**401,244**	393,600

	2014 pence	2013 pence
Basic earnings per Ordinary Share	**11.8**	17.1
Adjusted basic earnings per Ordinary Share	**15.9**	14.0

Diluted Earnings per Ordinary Share

Diluted earnings per Ordinary Share is calculated by adjusting the weighted average number of Ordinary Shares outstanding to assume conversion of all dilutive potential Ordinary Shares. Employee share options, which are performance-based, are treated as contingently issuable shares, because their issue is contingent upon satisfaction of specified performance conditions in addition to the passage of time. These contingently issuable Ordinary Shares are excluded from the computation of diluted earnings per Ordinary Share where the conditions governing exercisability have not been satisfied as at the end of the reporting period. Options over 8,175,423 (2013: 8,757,933) shares were excluded from the diluted EPS calculation as they were either antidilutive or contingently issuable Ordinary Shares which had not satisfied the performance conditions attaching at the end of the reporting period.

A reconciliation of the weighted average number of Ordinary Shares used for the purpose of calculating the diluted earnings per share amounts is as follows:

Denominator for Diluted Earnings per Share Calculation

	2014 '000	2013 '000
Weighted average number of Ordinary Shares in issue during the year	**401,244**	393,600
Dilutive effect of share options	**10,819**	8,621
Weighted average number of Ordinary Shares for diluted earnings per share	**412,063**	402,221

	2014 pence	2013 pence
Diluted earnings per Ordinary Share	**11.5**	16.8
Adjusted diluted earnings per Ordinary Share	**15.5**	13.7

* The comparatives for 2013 have been restated to reflect the adoption of IAS 19 Employee Benefits (revised) as set out in Note 23.

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

11. Dividends Paid and Proposed

	2014 £'m	2013 £'m
Amounts recognised as distributions to equity holders in the year:		
Equity dividends on Ordinary Shares:		
Final dividend of 2.90 pence for the year ended 27 September 2013 (2012: 2.50 pence)	**11.8**	9.8
Interim dividend of 2.20 pence for the year ended 26 September 2014 (2013: 1.90 pence)	**8.9**	7.7
Total	**20.7**	17.5
Proposed for approval at AGM:		
Equity dividends on Ordinary Shares:		
Final dividend of 3.25 pence for the year ended 26 September 2014 (2013: 2.90 pence)	**13.2**	11.7

This proposed dividend is subject to approval by the shareholders at the annual general meeting and has not been included as a liability in the Balance Sheet of the Group as at 26 September 2014, in accordance with IAS 10 Events After the Balance Sheet Date.

The proposed final dividend for the year ended 26 September 2014 will be payable on 2 April 2015 to shareholders on the Register of Members at 5 December 2014.

12. Goodwill and Intangible Assets

	Goodwill £'m	Computer software and other intangibles £'m	Acquisition related intangible assets - Customer related £'m	Acquisition related intangible assets - Non-customer related[(a)] £'m	Total £'m
Year ended 26 September 2014					
Opening net book amount	446.2	6.7	46.1	0.9	499.9
Acquisitions through business combinations (Note 30)	11.8	-	5.6	-	17.4
Additions	-	3.7	-	-	3.7
Disposals	(3.4)[(b)]	-	-	(0.4)	(3.8)
Currency translation adjustment	(0.2)	-	-	-	(0.2)
Amortisation charge	-	(1.8)	(7.7)	-	(9.5)
Impairment charge	(5.9)[(b)]	(0.3)	(1.6)	(0.5)	(8.3)
Closing net book amount	448.5	8.3	42.4	-	499.2
At 26 September 2014					
Cost	457.8	13.7	69.6	7.8	548.9
Accumulated amortisation	(9.3)	(5.4)	(27.2)	(7.8)	(49.7)
Net book amount	448.5	8.3	42.4	-	499.2

(a) Non-customer related intangibles represents all other acquisition related intangibles, primarily brands and contract related intangibles.
(b) Goodwill: Impairment charge and disposals arise on the classification as held for sale and subsequent sale of Ministry of Cake (Note 30).

	Goodwill £'m	Computer software and other intangibles £'m	Acquisition related intangible assets - Customer related £'m	Acquisition related intangible assets - Non-customer related* £'m	Total £'m
Year ended 27 September 2013					
Opening net book amount	445.9	3.0	53.8	1.1	503.8
Additions	-	5.0	-	-	5.0
Currency translation adjustment	0.3	(0.1)	(0.1)	-	0.1
Amortisation charge	-	(1.2)	(7.6)	(0.2)	(9.0)
Closing net book amount	446.2	6.7	46.1	0.9	499.9
At 27 September 2013					
Cost	446.2	14.9	64.0	7.7	532.8
Accumulated amortisation	-	(8.2)	(17.9)	(6.8)	(32.9)
Net book amount	446.2	6.7	46.1	0.9	499.9

* Non-customer related acquisition related intangibles represents all other acquisition related intangible assets, primarily brands and contract related intangibles.

Goodwill acquired in business combinations is allocated, at acquisition, to the cash generating units (CGUs) that are expected to benefit from that business combination. A summary of the allocation of the carrying value of goodwill by segment is as follows:

	2014 £'m	2013 £'m
Convenience Foods UK	**392.3**	401.6
Convenience Foods US	**54.4**	42.6
Ingredients & Property	**1.8**	2.0
	448.5	446.2

Impairment Testing and Goodwill

Goodwill acquired through business combinations has been allocated to CGUs for the purposes of impairment testing based on the business unit into which the business will be assimilated. Goodwill has been allocated for impairment testing purposes to three individual cash-generating units, Convenience Foods UK, Convenience Foods US and Ingredients & Property.

The recoverable amount of all of the Group's CGUs has been determined based on a value in use calculation. The calculation uses cash flow projections of CGUs based on the 2015 budget and the four year plan formally approved by the Board of Directors and specifically excludes incremental profits and other cash flows stemming from any potential future acquisitions. Cashflows beyond the five year budget period have been calculated by extrapolating the year five forecast cash flows using a steady 2% rate (reflecting inflation but no other growth) for a further period of 25 years and discounting these back to present values. Applying these techniques, no impairment arose in either 2014 or 2013.

The application of a terminal value of 30 years to the cash flows has been arrived at after taking account of the Group's strong financial position, its established history of earnings growth and cash flow generation, its proven ability to pursue and integrate value enhancing acquisitions and the nature of the Consumer Foods market.

Key Assumptions Used in the Value in Use Calculations

Estimation of the carrying value of goodwill is a key judgmental estimate in the preparation of the Group Financial Statements.

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

12. Goodwill and Intangible Assets (continued)

Convenience Foods UK CGU

Discount Rate

A present value of the future cash flows of the Convenience Foods UK CGU is calculated using a discount rate of 7.8% (2013: 8.1%). The discount rate used is the Group's weighted average cost of capital calculated using the Capital Asset Pricing Model adjusted for the Group's specific beta coefficient together with a country risk premium. The value assigned to the UK CGU discount rate is consistent with external sources of information.

The table below is a description of the approach used to determine the values assigned to each key assumption for the purpose of impairment testing for the Convenience Foods UK CGU:

Key Assumptions	Profitability Growth	Capital Expenditure	Working Capital	Inflation
Basis for determining values assigned to key assumptions	Future profitability is based on a five year budget period and takes past experience into account as management places value on this key assumption based on the Group's established history of sales and earnings growth. Management also considers external sources of information, such as Nielsen market data and IGD research pertaining to the estimated growth of the UK market, customer behaviour, consumer behaviour, competitor activity, long and short term customer growth targets, contract wins and customer attrition. In any areas of significant uncertainty the Group seeks to take a conservative approach to attributing values to key assumptions. The value assigned to profitability reflects modest sales growth and increased average future profitability growth rates. Sales and profitability estimates are consistent with external sources of information pertaining to estimated growth of the UK convenience food market and profitability is consistent with past experience of the Group.	Capital expenditure is budgeted and forecast by assigning values to the investment required to deliver the estimated future profitability growth of the category and to deliver cost savings. Management assigns this value based on past experience of the Group's capital expenditure requirements as well as external sources such as quotes from suppliers/contractors.	Working Capital requirements are based on historical trends and past experience taking the budgeted future profitability into account. As a group, Greencore has negative working capital. This is borne out by past experience. The Group assumes no change in working capital estimates after year one of the budget period.	Management considers the UK inflation rate. Values assigned to the inflation rate are consistent with external sources of information such as government and analyst predictions.

The prior year assumptions were prepared on the same basis.

Convenience Foods US CGU

Discount Rate

A present value of the future cash flows of the Convenience Foods US CGU is calculated using a discount rate of 7.8% (2013: 8.1%). The discount rate used is the Group's weighted average cost of capital calculated using the Capital Asset Pricing Model adjusted for the Group's specific beta coefficient together with a country risk premium. The value assigned to the US CGU discount rate is consistent with external sources of information.

The table below is a description of the approach used to determine the values assigned to each key assumption for the purpose of impairment testing for the Convenience Foods US CGU:

Key Assumptions	Profitability Growth	Capital Expenditure	Working Capital	Inflation
Basis for determining values assigned to key assumptions	Future profitability is based on a five year budget period and takes past experience into account as management places value on this key assumption based on the Group's established history of sales and earnings growth and experience with bedding down new acquisitions. Management also considers external sources of information, such as market data pertaining to the estimated growth of the US market, significant new contract wins, anticipated performance of new acquisitions, customer behaviour, consumer behaviour, competitor activity, long and short term customer growth targets, contract wins and customer attrition. In any areas of significant uncertainty the Group seeks to take a conservative approach to attributing values to key assumptions. The value assigned to Convenience Food US CGU sales is consistent with external sources of information pertaining to estimated growth of the US market. The value assigned to profitability growth in the US is specific to the Group. Given recent material customer wins, it exceeds the long term average growth rate in the US market.	Capital expenditure is budgeted and forecast by assigning values to the investment required to deliver the estimated future profitability growth of the category and to deliver cost savings. Management assigns this value based on past experience of the Group's capital expenditure requirements as well as external sources such as quotes from suppliers/contractors.	Working capital requirements are based on historical trends and past experience taking the budgeted future profitability into account. As a group, Greencore has negative working capital. This is borne out by past experience. The Group assumes no change in working capital estimates after year one of the budget period.	Management considers the US inflation rate. Values assigned to the inflation rate are consistent with external sources of information such as government and analyst predictions.

The prior year assumptions were prepared on the same basis.

12. Goodwill and Intangible Assets (continued)

Discount Rate

A present value of the future cash flows of the Ingredients & Property CGU is calculated using a discount rate of 7.8% (2013: 8.1%). The discount rate used is the Group's weighted average cost of capital calculated using the Capital Asset Pricing Model adjusted for the Group's specific beta coefficient together with a country specific risk premium. The value assigned to the Ingredients and Property CGU discount rate is consistent with external sources of information.

The table below is a description of the approach used to determine the values assigned to each key assumption for the purposes of impairment testing for the Ingredients & Property CGU:

Key Assumptions	Profitability Growth	Capital Expenditure	Working Capital	Inflation
Basis for determining values assigned to key assumptions	Management considers external sources of information such as market data pertaining to the edible oil and molasses feed business, UK and Irish property market data, customer behaviour, consumer behaviour, competitor activity, long and short term customer growth targets, contract wins and customer attrition. Future profitability also takes past experience into account as management places value on this key assumption based on the Group's established history of sales and earnings growth.	Capital expenditure is budgeted and forecast by assigning values to the investment required to deliver the estimated future profitability growth of the category and to deliver cost savings. Management assigns this value based on past experience of the Group's capital expenditure requirements as well as external sources such as quotes from suppliers/contractors.	Working capital requirements are based on historical trends and past experience taking the budgeted future profitability into account.	Management considers the inflation rate. Values assigned to inflation rate are based on external sources of information such as government and analyst predictions.

13. Property, Plant and Equipment

	Land and buildings £'m	Plant and machinery £'m	Fixtures and fittings £'m	Capital work in progress £'m	Total £'m
Year ended 26 September 2014					
Opening net book amount	**104.9**	**110.8**	**6.2**	**7.3**	**229.2**
Additions	**5.9**	**14.9**	**5.2**	**24.5**	**50.5**
Acquisitions through business combinations (Note 30)	**–**	**2.1**	**–**	**–**	**2.1**
Disposals	**(1.7)**	**(1.9)**	**(0.3)**	**(0.2)**	**(4.1)**
Impairments	**(3.4)**	**(2.7)**	**–**	**–**	**(6.1)**
Reclassifications	**1.8**	**5.8**	**0.3**	**(7.9)**	**–**
Currency translation adjustment	**(0.3)**	**–**	**–**	**0.5**	**0.2**
Depreciation charge	**(4.5)**	**(18.5)**	**(1.8)**	**–**	**(24.8)**
Closing net book amount	**102.7**	**110.5**	**9.6**	**24.2**	**247.0**
At 26 September 2014					
Cost	**144.8**	**288.8**	**21.2**	**24.2**	**479.0**
Accumulated depreciation	**(42.1)**	**(178.3)**	**(11.6)**	**–**	**(232.0)**
Net book amount	**102.7**	**110.5**	**9.6**	**24.2**	**247.0**
Year ended 27 September 2013					
Opening net book amount	102.7	104.8	6.0	12.8	226.3
Additions	1.0	14.1	1.6	14.1	30.8
Disposals	(2.3)	(1.8)	–	–	(4.1)
Reclassifications	7.8	11.5	0.3	(19.6)	–
Currency translation adjustment	0.2	–	–	–	0.2
Impairment	(0.3)	–	–	–	(0.3)
Depreciation charge	(4.2)	(17.8)	(1.7)	–	(23.7)
Closing net book amount	104.9	110.8	6.2	7.3	229.2
At 27 September 2013					
Cost	139.7	272.5	17.1	7.3	436.6
Accumulated depreciation	(34.8)	(161.7)	(10.9)	–	(207.4)
Net book amount	104.9	110.8	6.2	7.3	229.2

The impairment charge in the current year arose in the Convenience Foods division. A charge of £6.1m arose on the Group's US operations in Massachusetts, as operations there are scaled down in light of the significant investment in a new manufacturing facility at Rhode Island. This charge is included as an exceptional item in operating costs in the Income Statement.

The impairment charge in the prior year arose in the Ingredients & Property division. A charge of £0.3m arose on the Group's Irish property portfolio due to the continued softening of demand for land and the related impact on prices being achieved on sales. This charge was included as an exceptional item in operating costs in the Income Statement.

Assets Held under Finance Leases

The net book amount and the depreciation charge during the year in respect of assets held under finance leases and capitalised in property, plant and equipment are as follows:

	£'m
Cost	**1.2**
Depreciation charge	**(0.2)**
Net book amount	**1.0**

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

14. Investment Property

	2014 £'m	2013 £'m
Opening net book amount	**28.9**	32.0
Additions	**0.7**	0.5
Disposals	**(22.1)**	(0.3)
Impairment	**-**	(3.8)
Currency translation adjustment	**(0.5)**	0.5
Closing net book amount	**7.0**	28.9
Analysed as:		
Cost	**7.0**	28.9
Accumulated depreciation	**-**	-
Net book amount	**7.0**	28.9

The fair value of the Group's investment properties at 26 September 2014 was £8.3m (2013: £30.3m). The valuation was carried out by the Group Property Director and was arrived at by reference to location, market conditions and status of planning applications.

The impairment charge in the prior year arose in the Ingredients and Property Segment. A charge of £3.8m arose on the Group's Irish property portfolio due to the re-zoning of a large portion of the Group's property assets in Ireland, together with the continued softening of demand for land and the related impact of prices being achieved on sales. This charge was included as an exceptional item in operating costs in the Income Statement.

The fair values of investment properties are considered a Level 3 fair value measurement. Investment properties carried at fair value less costs of disposal are valued using valuation techniques which may include market value per hectare for comparable land.

An increase or decrease in the price per hectare of 5% would result in a 5% increase or decrease in the fair value of the land.

15. Inventories

	2014 £'m	2013† £'m
Raw materials and consumables	**23.8**	24.4
Work in progress	**1.0**	0.9
Finished goods and goods for resale	**28.8**	27.8
	53.6	53.1

None of the above carrying amounts have been pledged as security for liabilities entered into by the Group.

Inventory recognised within cost of sales (pre-exceptional)*	**804.4**	846.3

† 2013 re-presented to show comparative on same basis as the current year.

16. Trade and Other Receivables

	2014 £'m	2013 £'m
Current		
Trade receivables	**92.2**	85.5
Prepayments	**10.5**	9.0
VAT	**8.4**	7.3
Other receivables	**16.2**	13.9
Total - current	**127.3**	115.7
Non-current		
Other receivables	**3.3**	1.1
Total	**130.6**	116.8

The fair value of current receivables approximates book value due to their size and short-term nature.

Non-current receivables bear interest at market rates or are discounted to present value and accordingly approximate fair value.

The fair value of the contingent consideration receivable of £2.1m, included within non-current receivables, was estimated using an income approach. The deferred contingent consideration receivable mainly relates to the Ministry of Cake Business which was disposed of during FY14. The amount of deferred contingent consideration that has been recognised is adjusted by the application of a range of outcomes and associated probabilities in order to determine the carrying amount. This is a Level 3 fair value measurement. Further information has not been disclosed as it is considered commercially sensitive.

The Group's exposure to credit and currency risk and impairment losses related to trade and other receivables is set out in Note 20.

17. Trade and Other Payables

	2014 £'m	2013 £'m
Current		
Trade payables	**210.2**	198.2
Employment related taxes	**6.1**	5.5
Other payables and accrued expenses	**98.3**	91.9
VAT	**0.1**	–
Declared interim dividend	**8.9**	7.6
Subtotal – current	**323.6**	303.2
Non-current		
Other payables	**2.4**	2.2
Total	**326.0**	305.4

The Group's exposure to liquidity and currency risk is disclosed in Note 20.

18. Cash and Cash Equivalents

	2014 £'m	2013 £'m
Cash at bank and in hand, being cash and cash equivalents	**12.2**	6.3
Bank overdrafts	**–**	(4.5)
Net cash and cash equivalents	**12.2**	1.8

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods, between one day and one month, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates. The fair value of cash and cash equivalents equals the carrying amount. Note 21 includes details of the Group's net debt at 26 September 2014.

19. Borrowings

	2014 £'m	2013 £'m
Non-current		
Bank borrowings	**68.1**	129.7
Private Placement Notes	**105.8**	68.9
Non-bank borrowings	**54.5**	–
Finance leases	**1.1**	1.1
Subtotal – non-current	**229.5**	199.7
Current		
Finance leases	**0.1**	–
Private Placement Notes	**–**	44.1
Subtotal – current	**0.1**	44.1
Total borrowings	**229.6**	243.8

19. Borrowings (continued)

The maturity of non-current borrowings is as follows:

	2014 £'m	2013 £'m
Between 1 and 2 years	**84.1**	–
Between 2 and 5 years	**50.0**	148.7
Over 5 years	**95.4**	51.0
	229.5	199.7

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates at the balance sheet date are as follows:

	2014 £'m	2013 £'m
6 months or less	**68.1**	173.8
1 – 5 years	**66.1**	68.9
Over 5 years	**95.4**	1.1
	229.6	243.8

Bank Borrowings

The Group's bank borrowings are denominated in sterling and US dollar and bear floating rate interest. Interest is set at commercial rates based on a spread over sterling LIBOR and US dollar LIBOR for periods of up to six months. At 26 September 2014, the Group's bank borrowings comprised of £50m and $30m (2013: £50m and $130m), with the latest maturity being October 2018.

At 26 September 2014, the Group had available £261.5m (2013: £199.5m) of undrawn committed borrowing facilities in respect of which all conditions precedent had been met. Uncommitted facilities undrawn at 26 September 2014 amounted to £39.9m (2013: £43.7m).

Non-Bank Borrowings

The Group's non-bank borrowings were drawn in March 2014 and bear floating rate interest that is based on a spread over EURIBOR for periods of six months. The funds received have been swapped (using cross-currency interest rate swaps designated as cash flow hedges under IAS 39 Financial Instruments: Recognition and Measurement) from floating Euro to fixed US dollar rates. At 26 September 2014, the Group's non-bank borrowings comprised of €70m (2013: £Nil), with the latest maturity being March 2020.

Private Placement Notes

The Group's outstanding Private Placement Notes of $165m at 26 September 2014 (2013: $130m and £25m) were issued as fixed rate debt in October 2003 ($100m) and October 2013 ($65m) with maturities of October 2015 and October 2021 respectively.

$100m in Notes maturing at the end of October 2015 has been swapped (using cross-currency interest rate swaps designated as fair value hedges under IAS 39 Financial Instruments: Recognition and Measurement) from fixed US dollar to floating sterling rates, repricing semi-annually based on a spread over sterling LIBOR. The Notes of $65m maturing at the end of October 2021 remain fixed in their issued form.

The average spread the Group paid on its financing facilities in the year ended 26 September 2014 was 2.31% (2013: 1.78%).

Finance Leases

The Group has finance leases for various items of property, plant and equipment. Future minimum lease payments under finance leases together with the present value of the net minimum lease payments are set out in Note 27.

Guarantees

The Group's financing facilities are secured by guarantees from Greencore Group plc and cross guarantees from various companies within the Group. The Group treats these guarantees as insurance contracts and accounts for them as such.

20. Financial Risk Management and Financial Instruments

Financial Risk Management Objectives and Policies

The Group's activities expose it to a variety of financial risks that include interest rate risk, foreign currency risk, liquidity risk, credit risk and price risk. These financial risks are actively managed by the Group's treasury department under strict policies and guidelines approved by the Board of Directors. The Group's treasury department actively monitors market conditions with a view to minimising the exposure of the Group to changing market factors, while at the same time minimising the volatility of the funding costs of the Group. The Group uses derivative financial instruments such as foreign currency contracts, cross currency swaps and interest rate swaps to manage the financial risks associated with the underlying business activities of the Group.

Financial Assets and Liabilities

2014	Loans and receivables £'m	FV through income statement £'m	Cash flow hedges £'m	Financial liabilities at amortised cost £'m	Financial liabilities in fair value hedges £'m	Carrying value £'m	Fair value £'m
Trade and other receivables	**118.0**	**-**	**-**	**-**	**-**	**118.0**	**118.0**
Cash and cash equivalents*	**12.2**	**-**	**-**	**-**	**-**	**12.2**	**12.2**
Derivative financial instruments*	**-**	**4.7**	**(6.0)**	**-**	**-**	**(1.3)**	**(1.3)**
Bank borrowings*	**-**	**-**	**-**	**(68.1)**	**-**	**(68.1)**	**(69.9)**
Private Placement Notes*	**-**	**-**	**-**	**(39.9)**	**(65.9)**	**(105.8)**	**(111.1)**
Non-bank borrowings*	**-**	**-**	**-**	**(54.5)**	**-**	**(54.5)**	**(60.9)**
Finance lease*	**-**	**-**	**-**	**(1.2)**	**-**	**(1.2)**	**(1.6)**
Trade and other payables	**-**	**-**	**-**	**(324.6)**	**-**	**(324.6)**	**(324.6)**

Level 2 denoted by *.

The carrying value of trade and other receivables and trade and other payables are considered a reasonable approximation of fair value.

The fair value of the financial liabilities held at amortised cost and the financial liabilities in fair value hedges are within Level 2 of the fair value hierarchy and have been calculated by discounting the expected future cash flows at prevailing interest rates and by applying period end exchange rates.

2013	Loans and receivables £'m	FV through income statement £'m	Cash flow hedges £'m	Financial liabilities at amortised cost £'m	Financial liabilities in fair value hedges £'m	Carrying value £'m	Fair value £'m
Trade and other receivables	106.5	-	-	-	-	106.5	106.5
Cash and cash equivalents*	1.8	-	-	-	-	1.8	1.8
Derivative financial instruments*	-	6.7	(0.1)	-	-	6.6	6.6
Bank borrowings*	-	-	-	(129.7)	-	(129.7)	(132.1)
Private Placement Notes*	-	-	-	(25.0)	(88.0)	(113.0)	(114.0)
Finance lease*	-	-	-	(1.1)	-	(1.1)	(1.6)
Trade and other payables	-	-	-	(302.2)	-	(302.2)	(302.2)

Level 2 denoted by *.

Fair Value Hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not observable market data (un-observable inputs).

During the year, there were no transfers between the different levels identified above.

20. Financial Risk Management and Financial Instruments (continued)

	2014 Level 2 £'m	2013 Level 2 £'m
Assets carried at fair value		
Cross currency swaps – fair value hedges	**5.3**	9.2
	5.3	9.2
Liabilities carried at fair value		
Interest rate swaps – cash flow hedges	**(0.2)**	(0.1)
Interest rate swaps – not designated as hedges	**(0.3)**	(2.4)
Forward foreign exchange contracts – not designated as hedges	**(0.3)**	(0.1)
Cross currency swaps – cash flow hedges	**(5.8)**	–
	(6.6)	(2.6)

Interest Rate Risk

The Group's exposure to market risk for changes in interest rates arises from its floating rate borrowings, cash and cash equivalents and derivatives. The Group's policy is to optimise interest cost and reduce volatility in reported earnings. This is managed by reviewing the debt profile of the Group regularly on a currency by currency basis and by selectively using interest rate swaps to manage the level of floating interest rate exposure.

Sensitivity Analysis for Floating Rate Debt

The full year impact of both an upward and downward movement in each applicable interest rate and interest rate curve by 100 basis points (assuming all the other variables remain constant) is shown below.

	On Profit After Tax		On Equity	
	2014 £'m	2013 £'m	**2014 £'m**	2013 £'m
Effect of a downward movement of 100 basis points (cost)	**(0.2)**	(0.3)	**(2.2)**	(6.1)
Effect of an upward movement of 100 basis points (gain)	**0.2**	0.2	**2.2**	5.7

Foreign Currency Risk

The Group is exposed to currency risk as follows:

- Sales and purchases in certain businesses.
- Financing.

Sales and Purchases in Certain Businesses

The Group is exposed to currency risk on sales and purchases in certain businesses that are denominated in currencies other than the functional currency of the entity concerned. The Group utilises foreign currency contracts to economically hedge foreign exchange exposures arising from these transactions. In addition, a significant level of the Group's head office costs in Dublin are denominated in euro. The Group's policy is to economically hedge these costs in order to reduce volatility in reported earnings through the use of foreign currency derivatives as appropriate.

The Group's trading entity exposures to foreign currency risk for amounts not denominated in the functional currency of the relevant entity at the balance sheet date were as follows (excluding derivative financial instruments):

	2014			2013		
Denominated in:	**Euro £'m**	**US dollars £'m**	**Sterling £'m**	Euro £'m	US dollars £'m	Sterling £'m
Trade receivables and other receivables	**0.3**	**0.6**	**0.9**	0.3	1.7	1.3
Trade payables and other payables	**(1.2)**	**(0.3)**	**(0.6)**	(1.3)	(2.0)	(0.8)
Cash and cash equivalents	**0.1**	**0.1**	**-**	0.2	–	(2.9)
Gross balance sheet exposure	**(0.8)**	**0.4**	**0.3**	(0.8)	(0.3)	(2.4)

Financing

Although the Group is an Irish domiciled business and governed by Irish law, the majority of its activity is in the UK and therefore it has adopted sterling as its functional and reporting currency. The Group finances its operations by obtaining funding at Group level through external borrowings, and where appropriate, these borrowings are designated as net investment hedges. This enables gains and losses arising on retranslation of foreign currency borrowings to be recognised in equity, providing a partial offset in equity against the gains and losses arising on translation of the net assets of the associated operations. A foreign exchange loss of £0.1m (2013: Nil) was recognised in equity during the period in respect of borrowings designated as net investment hedges.

The Group has financed its investment in the UK by borrowing sterling. Although a portion of this funding is obtained by directly borrowing sterling, a significant element of the funding is achieved through US dollar borrowings converted to sterling using cross currency swaps.

Sensitivity Analysis for Primary Foreign Currency Risk

A 10% strengthening of the sterling exchange rate against the euro or US dollar exchange rates in respect of the translation of amounts not denominated in the functional currency of relevant entities into the functional currency would impact profit after tax and equity by the amount shown below. This assumes that all other variables remain constant. A 10% weakening of the sterling exchange rate against the euro or US dollar exchange rates would have an equal and opposite effect.

	On Profit After Tax		On Equity	
	2014 £'m	2013 £'m	**2014 £'m**	2013 £'m
Impact of 10% strengthening of sterling vs euro gain	**0.3**	0.9	**0.3**	0.9
Impact of 10% strengthening of sterling vs dollar gain/(loss)	**0.9**	(0.1)	**10.4**	6.9

The effect on equity of a movement between sterling and US dollar would be offset by the translation of the net assets of the subsidiaries against which the US dollar borrowings are hedged. The above calculations do not include the variability in Group profitability which arises on the translation of foreign currency subsidiaries' financial statements to Group presentation currency.

Liquidity Risk

The Group's policy on funding capacity is to ensure that it always has sufficient long-term funding and committed bank facilities in place to meet foreseeable peak borrowing requirements with an appropriate level of additional headroom. A prudent approach to liquidity risk management is taken by the Group by spreading the maturities of its debt using long-term financing. The Group's treasury department actively monitors the current and future funding requirements of the business on a daily basis. Excess funds are placed on short-term deposit for up to one month whilst ensuring that sufficient cash is available on demand to meet expected operational requirements.

The following are the carrying amounts and contractual liabilities of financial liabilities (including interest payments):

26 September 2014	Carrying amount £'m	Contractual amount £'m	Period 1-6 months £'m	Period 6-12 months £'m	Period 1-5 years £'m	Period > 5 years £'m
Non-Derivative Financial Instruments						
Bank borrowings	**(68.1)**	**(76.5)**	**(0.8)**	**(1.0)**	**(74.7)**	**-**
Private Placement Notes	**(105.8)**	**(122.6)**	**(3.0)**	**(3.0)**	**(71.7)**	**(44.9)**
Non-bank borrowings	**(54.5)**	**(66.5)**	**(1.0)**	**(1.0)**	**(8.8)**	**(55.7)**
Finance leases	**(1.2)**	**(1.9)**	**(0.1)**	**(0.1)**	**(0.8)**	**(0.9)**
Trade and other payables	**(324.6)**	**(324.6)**	**(324.6)**	**-**	**-**	**-**
Derivative Financial Instruments						
Interest rate swaps – cash flow hedges	**(0.2)**					
Inflow/(outflow)		**(0.2)**	**(0.4)**	**(0.2)**	**0.4**	**-**
Interest rate swaps – not designated as hedges	**(0.3)**					
Inflow/(outflow)		**(0.2)**	**(0.8)**	**(0.6)**	**1.2**	**-**
Cross currency swaps – fair value hedges	**5.3**					
Inflow		**65.4**	**1.8**	**1.8**	**61.8**	**-**
Outflow		**(61.4)**	**(0.6)**	**(0.7)**	**(60.1)**	**-**
Cross currency swaps – cash flow hedges	**(5.8)**					
Inflow		**66.5**	**1.0**	**1.0**	**8.8**	**55.7**
Outflow		**(78.4)**	**(1.7)**	**(1.7)**	**(14.1)**	**(60.9)**
Foreign currency forward contracts	**(0.3)**					
Inflow		**24.9**	**23.9**	**0.8**	**0.2**	**-**
Outflow		**(25.5)**	**(24.2)**	**(1.1)**	**(0.2)**	**-**

20. Financial Risk Management and Financial Instruments (continued)

27 September 2013	Carrying amount £'m	Contractual amount £'m	Period 1-6 months £'m	Period 6-12 months £'m	Period 1-5 years £'m	Period > 5 years £'m
Non-Derivative Financial Instruments						
Bank borrowings	(129.7)	(144.4)	(1.4)	(1.6)	(91.4)	(50.0)
Private Placement Notes	(113.0)	(114.4)	(46.7)	(1.8)	(65.9)	-
Finance leases	(1.1)	(2.1)	(0.1)	(0.1)	(0.8)	(1.1)
Trade and other payables	(302.2)	(302.2)	(302.2)	-	-	-
Derivative Financial Instruments						
Interest rate swaps – cash flow hedges	(0.1)					
Inflow/(outflow)		(0.7)	(0.8)	(0.5)	0.5	0.1
Interest rate swaps – not designated as hedges	(2.4)					
Inflow/(outflow)		(2.2)	(0.5)	(0.5)	(1.2)	-
Cross currency swaps – hedges	9.2					
Inflow		88.7	21.0	1.8	65.9	-
Outflow		(81.2)	(18.8)	(0.7)	(61.7)	-
Foreign currency forward contracts	(0.1)					
Inflow		15.9	15.6	0.3	-	-
Outflow		(15.9)	(15.6)	(0.3)	-	-

Credit Risk

Credit risk refers to the risk of financial loss to the Group if a counterparty defaults on its contractual obligations on financial assets held in the balance sheet. Risk is monitored both centrally and locally. The Group derives a significant proportion of its revenue from sales to a limited number of major customers. Sales to individual customers can be of significant value and the failure of any such customer to honour its debts could materially impact the Group's results. The Group derives significant benefit from trading with its large customers and manages the risk by regularly reviewing the credit history and ratings of all significant customers.

The Group assessed the carrying value of other receivables based on management's assessment and knowledge of the counterparty. The amounts due were neither past due nor impaired at 26 September 2014.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the Balance Sheet:

	Carrying Amount	
	2014 £'m	2013 £'m
Trade receivables	**92.2**	85.5
Other receivables	**17.4**	14.1
Cash and cash equivalents	**12.2**	6.3
Derivative financial instruments	**5.3**	9.2

Trade Receivables

72% of revenue in the Convenience Foods segment are to the top six UK retailers (2013: 74%). Revenue earned individually from four of these customers, £190.7m, £175.6m, £167.3m and £131.3m respectively represents more than 10% of the Group's revenue.

The Group also manages credit risk through the use of a receivables purchase arrangement. Under the terms of this agreement the Group has transferred substantially all of the credit risk and control of the receivables, which are subject to this agreement. In the prior year £9.3m was derecognised under this facility.

The maximum exposure to credit risk for trade receivables at the reporting date by geographic region was:

	Carrying Amount	
	2014 £'m	2013 £'m
Ireland	**5.6**	7.4
United Kingdom	**74.8**	68.4
Other Europe	**1.2**	-
Rest of World	**10.6**	9.7
	92.2	85.5

Ageing of Trade Receivables

The aged analysis of trade receivables split between amounts that were neither past due nor impaired, amounts past due but not impaired and amounts that are impaired at 26 September 2014 and 27 September 2013 were as follows:

	2014 £'m	2013 £'m
Neither past due nor impaired:		
Receivable within 3 months of the balance sheet date	**82.2**	75.2
Past due but not impaired:		
Receivable between 1 and 6 months of the balance sheet date	**10.0**	10.3
Total	**92.2**	85.5

Trade receivables are in general receivable within 90 days of the balance sheet date, are unsecured and are not interest bearing. The figures disclosed above are stated net of provisions for impairment. The movements in the provision for impairment of receivables are as follows:

	2014 £'m	2013 £'m
At beginning of year	**0.6**	1.3
Provided in year	**0.4**	0.4
Written-off during year	**-**	(1.1)
Recovered during year	**(0.1)**	(0.1)
Translation adjustment	**0.1**	0.1
At end of year	**1.0**	0.6

Cash and Cash Equivalents

Exposure to credit risk on cash and derivative financial instruments is actively monitored by the Group's treasury department. The maximum exposure to credit risk for cash and cash equivalents by geographic location of financial institution was as follows:

	Carrying Amount	
	2014 £'m	2013 £'m
UK	**8.0**	0.7
Ireland and other	**3.8**	2.2
Europe	**0.4**	3.4
	12.2	6.3

Price Risk

The Group purchases a variety of commodities which can be subject to significant price volatility. The price risk on these commodities is managed by the Group's purchasing function. It is the Group's policy to minimise its exposure to volatility by adopting an appropriate forward purchase strategy.

20. Financial Risk Management and Financial Instruments (continued)

Derivative Financial Instruments

Derivative financial instruments recognised as assets and liabilities in the Group Balance Sheet are analysed as follows:

	2014		
	Assets £'m	Liabilities £'m	Net £'m
Current			
Forward foreign exchange contracts – not designated as hedges	–	(0.3)	(0.3)
	–	(0.3)	(0.3)
Non-current			
Cross currency interest rate swaps – fair value hedges	5.3	–	5.3
Cross currency interest rate swaps – cash flow hedges	–	(5.8)	(5.8)
Interest rate swaps – not designated as hedges	–	(0.3)	(0.3)
Interest rate swaps – cash flow hedges	–	(0.2)	(0.2)
	5.3	(6.3)	(1.0)
Total	5.3	(6.6)	(1.3)

	2013		
	Assets £'m	Liabilities £'m	Net £'m
Current			
Cross currency interest rate swaps – fair value hedges	1.0	–	1.0
Interest rates swaps – not designated as hedges	–	(0.3)	(0.3)
Forward foreign exchange contracts – not designated as hedges	–	(0.1)	(0.1)
	1.0	(0.4)	0.6
Non-current			
Cross currency interest rate swaps – fair value hedges	8.2	–	8.2
Interest rate swaps – not designated as hedges	–	(2.1)	(2.1)
Interest rate swaps – cash flow hedges	–	(0.1)	(0.1)
	8.2	(2.2)	6.0
Total	9.2	(2.6)	6.6

Derivative instruments which are held for trading and are not designated as effective hedging instruments are classified as a current asset or liability (as appropriate) regardless of maturity if the Group expects that they may be settled within 12 months of the balance sheet date. Derivative instruments that are designated as effective hedging instruments are classified as a current or non-current asset or liability by reference to the maturity of the hedged item. All other derivative instruments are classified by reference to their maturity date.

Cross Currency Interest Rate Swaps

The Group utilises cross-currency interest rate swaps to swap fixed rate US dollar denominated debt of $100m into floating rate sterling debt of £60m and floating rate Euro denominated debt of €70m into fixed rate US dollar debt of $96.7m. The floating rates are based on sterling LIBOR and EURIBOR respectively. The US dollar to sterling swaps are designated as fair value hedges under IAS 39 Financial Instruments: Recognition and Measurement, whilst the Euro to US dollar swaps are designated as cash flow hedges.

Interest Rate Swaps

The Group utilises interest rate swaps to convert floating rate sterling and US dollar debt into fixed rate debt liabilities. The principal amount of the Group's borrowings which are swapped at 26 September 2014 total £125m and $70m (2013: £125m and $70m). The total value of interest rate swaps designated as cash flow hedges under IAS 39 Financial Instruments: Recognition and Measurement at 26 September 2014 was £50m and $30m (2013: £100m and $70m). At 26 September 2014, the fixed interest rates varied from 0.93% to 5.09% (2013: 0.93% to 5.70%) with maturities ranging from November 2014 to October 2018 (2013: October 2013 to October 2018).

Forward Foreign Exchange Contracts

The notional principal amounts of outstanding forward foreign exchange contracts at 26 September 2014 total £24.9m (2013: £15.9m). No outstanding forward foreign exchange contracts are designated as cash flow hedges as at 26 September 2014.

Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to trade on a going concern basis while maximising the return to stakeholders through the optimisation of the debt and equity balance. Invested Capital is defined as the sum of all current and non-current assets (including intangibles), less current and non-current liabilities with the exception of debt items, derivatives and retirement benefit obligations. The Group's return on invested capital is calculated by dividing net operating profit after tax ('NOPAT') by the average invested capital. NOPAT is calculated as operating profit (pre-exceptional charges and amortisation of acquisition related intangibles) including share of associates less tax at the effective rate in the income statement. The average invested capital is calculated by adding together the invested capital from the opening and closing Balance Sheet and dividing by two. The Group monitors the return on invested capital of the Group as a key performance indicator.

	2014 £'m	2013 £'m	2012* Restated £'m
Total assets	**1,026.0**	1,010.8	1,018.9
Total liabilities	**(742.4)**	(758.8)	(804.6)
Net debt (Note 21)	**212.1**	232.8	258.0
Derivatives not designated as fair value hedges (Note 20)	**6.6**	2.6	8.8
Retirement benefit obligation (net of deferred tax asset) (Note 23)	**105.6**	114.2	102.1
Capital for ROIC calculation	**607.9**	601.6	583.2

* The comparatives for 2013 have been restated to reflect the adoption of IAS 19 Employee Benefits (revised) as set out in note 23.

21. Analysis of Net Debt

Reconciliation of Opening to Closing Net Debt

Net debt is a non-IFRS measure which comprises current and non-current borrowings and the balance sheet effect of cross-currency interest rate swaps associated with fair value hedges of Private Placement Notes less net cash and cash equivalents. It does not include other derivative financial instruments, but does include the proportion of the fair value of the hedging adjustment on the Private Placement Notes which is included in their carrying value on the Balance Sheet.

The reconciliation of opening to closing net debt for the year ended 26 September 2014 is as follows:

	At 27 September 2013 £'m	**Acquisitions £'m**	**Disposals**	**Cash flow‡ £'m**	**Hedge adjustment £'m**	**Translation and non-cash adjustments £'m**	**At 26 September 2014 £'m**
Net cash and cash equivalents	**1.8**	**0.1**	**0.4**	**10.3**	**-**	**(0.4)**	**12.2**
Bank borrowings	**(129.7)**	**-**	**-**	**61.1**	**-**	**0.5**	**(68.1)**
Finance leases	**(1.1)**	**-**	**-**	**(0.1)**	**-**	**-**	**(1.2)**
Non-bank borrowings	**-**	**-**	**-**	**(57.1)**	**-**	**2.6**	**(54.5)**
Private Placement Notes	**(113.0)**	**-**	**-**	**3.2**	**4.0**	**-**	**(105.8)**
Cross-currency interest rate swaps – fair value hedges	**9.2**	**-**	**-**	**-**	**(3.9)**	**-**	**5.3**
Total	**(232.8)**	**0.1**	**0.4**	**17.4**	**0.1**	**2.7**	**(212.1)**

‡ During the year, the Group repaid Private Placement Notes of £25m and $30m (£18.0m), issued Private Placement Notes of $65m (£39.8m), drew down €70m (£57.1m) non-bank borrowings and repaid £61.1m on its revolving credit facility.

	At 28 September 2012 £'m	Cash flow‡ £'m	Hedge adjustment £'m	Translation and non-cash adjustments £'m	At 27 September 2013 £'m
Cash and cash equivalents	18.8	(16.9)	–	(0.1)	1.8
Bank borrowings	(172.1)	43.1	–	(0.7)	(129.7)
Finance leases	(0.1)	–	–	(1.0)	(1.1)
Private Placement Notes	(116.5)	–	3.5	–	(113.0)
Cross-currency interest rate swaps – fair value hedges	11.9	–	(2.7)	–	9.2
Total	(258.0)	26.2	0.8	(1.8)	(232.8)

‡ During the year, the Group repaid bank borrowings of £5.0m and repaid £38.2m on its revolving credit facility.

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

21. Analysis of Net Debt (continued)

Currency Profile

The currency profile of net debt and derivative financial instruments at 26 September 2014 was as follows:

	US dollar £'m	Euro £'m	Sterling £'m	Total £'m
Net cash and cash equivalents	**4.0**	**2.3**	**5.9**	**12.2**
Borrowings	**(112.5)**	**-**	**(117.1)**	**(229.6)**
Fair value derivative financial instruments	**-**	**-**	**5.3**	**5.3**
Net Debt	**(108.5)**	**2.3**	**(105.9)**	**(212.1)**
Other derivative financial instruments	**(5.4)**	**-**	**(1.2)**	**(6.6)**
Total	**(113.9)**	**2.3**	**(107.1)**	**(218.7)**

The currency profile of net debt and derivative financial instruments at 27 September 2013 was as follows:

	US dollar £'m	Euro £'m	Sterling £'m	Total £'m
Net cash and cash equivalents	2.2	0.3	(0.7)	1.8
Borrowings	(79.7)	-	(164.1)	(243.8)
Fair value derivative financial instruments	-	-	9.2	9.2
Net Debt	(77.5)	0.3	(155.6)	(232.8)
Other derivative financial instruments	0.2	-	(2.8)	(2.6)
Total	(77.3)	0.3	(158.4)	(235.4)

Interest Rate Profile

The interest rate profile of net debt at 26 September 2014 was as follows:

	Floating rate net debt £'m	Fixed rate net debt £'m	Total £'m
EUR	**2.3**	**-**	**2.3**
GBP	**5.9**	**(111.8)**	**(105.9)**
USD	**4.0**	**(112.5)**	**(108.5)**
	12.2	**(224.3)**	**(212.1)**

The interest rate profile of net debt at 27 September 2013 was as follows:

	Floating rate net debt £'m	Fixed rate net debt £'m	Total £'m
EUR	0.3	-	0.3
GBP	(4.6)	(151.0)	(155.6)
USD	(34.1)	(43.4)	(77.5)
	(38.4)	(194.4)	(232.8)

22. Provisions for Liabilities

	Deferred contingent consideration £'m	Leases £'m	Remediation and closure £'m	Other £'m	Total £'m
At beginning of year	1.2	9.6	2.5	4.6	17.9
Provided in year	-	-	1.3	-	1.3
Acquisitions through business combinations (Note 30)	-	0.2	-	-	0.2
Utilised in year	-	(3.5)	(0.8)	(0.8)	(5.1)
Released in the year	-	-	-	(3.8)	(3.8)
Unwind of discount to present value in the year	-	0.2	-	-	0.2
Currency translation adjustment	-	-	(0.1)	-	(0.1)
At end of year	1.2	6.5	2.9	-	10.6

Analysed as:

	2014 £'m	2013 £'m
Non-current liabilities	3.4	11.0
Current liabilities	7.2	6.9
	10.6	17.9

Provisions are an area of estimation uncertainty in the preparation of the financial statements.

Deferred Contingent Consideration
Deferred contingent consideration relates to the acquisition of H.C. Schau in the US.

Leases
Lease provisions consist: of (a) provisions for leasehold dilapidations in respect of certain leases, relating to the estimated cost of reinstating leasehold premises to their original condition at the time of the inception of the lease as provided for in the lease agreement; and (b) provisions for onerous contractual obligations for properties held under operating lease. It is anticipated that these will be payable within six years.

Remediation and Closure
Remediation and closure obligations were established to cover either a statutory, contractual or constructive obligation of the Group.

In the Ingredients & Property segment, remediation and closure obligations primarily relate to the closure of Irish Sugar and the exit from sugar processing. A portion of the balance provided is not contracted and accordingly the timing of payments is subject to a degree of uncertainty.

In the Convenience Foods Segment, closure obligations primarily relate to the planned exit from the Newburyport and Brockton facilities in the US.

Other
Other provisions primarily consisted of provisions for litigation, warranty and other claims arising from the sale and closure of businesses.

23. Retirement Benefit Obligations
The Group operates defined contribution pension schemes in all of its main operating locations. The Group also has defined benefit schemes as set out below. Scheme assets are held in separate trustee administered funds.

Defined Contribution Schemes
The total cost charged to income of £4.1m (2013: £3.0m) represents employer contributions payable to these schemes at rates specified in the rules of the schemes. At year-end, £0.3m (2013: £0.2m) was included in other accruals in respect of defined contribution pension accruals.

Defined Benefit Schemes
The Group operates four defined benefit schemes in the Republic of Ireland (the Irish schemes) and four defined benefit schemes and two defined benefit commitments in the UK (the UK schemes). The Projected Unit Credit actuarial cost method has been employed in determining the present value of the defined benefit obligation arising, the related current service cost and, where applicable, past service cost.

These plans have broadly similar regulatory frameworks. Responsibility for governance of the plans, including investment decisions and contribution schedules, lies with the Company and the respective boards of trustees.

The Group's cash contributions to its pension schemes are generally determined by reference to actuarial valuations undertaken by the schemes' actuaries at intervals not exceeding three years and not by the provisions of IAS 19. These funding valuations can differ materially from the requirements of IAS 19. In particular the discount rate used to determine the value of liabilities under IAS 19 is determined by reference to the yield on high grade corporate bonds of comparable duration to the liabilities. In contrast the discount rate used in the ongoing valuation is generally determined by reference to the yield on the scheme's current and projected future investment portfolio. Where a funding valuation reveals a deficit in a scheme, the Group will generally agree a schedule of contributions with the Trustees designed to address the deficit over an agreed future time horizon. Based on current discussions with the trustees of the scheme cash contributions are expected to amount to £15m in FY15.

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

23. Retirement Benefit Obligations (continued)

All of the Irish schemes, with one exception, are operating under the terms of funding proposals agreed with the Pensions Authority. The Trustees of the one remaining scheme have submitted a funding proposal to the Authority and await hearing if it has been accepted.

Description of any Funding Arrangements and Funding Policy That Affect Future Contributions

All of the defined benefit schemes are closed to future accrual and there is an assumption applied in the valuation of the schemes that there will be no discretionary increases in pensions in payment.

Actuarial gains and losses and the associated movement in the deferred tax asset are recognised in retained income via the Statement of Recognised Income and Expense.

Full actuarial valuations were carried out between 31 March 2011 and 31 March 2014. In general, actuarial valuations are not available for public inspection, however, the results of valuations are advised to the members of the various schemes.

Defined Benefit Pension Assets and Liabilities are Analysed in the Group Balance Sheet

	2014 £'m	2013 £'m
Fair value of plan assets	**395.4**	373.5
Present value of scheme liabilities	**(524.9)**	(511.0)
Deficit in schemes	**(129.5)**	(137.5)
Deferred tax asset (Note 9)	**23.9**	23.3
Net liability at end of year	**(105.6)**	(114.2)

Employee Benefit Plan Risks

The employee benefit plans expose the Group to a number of risks, the most significant of which are:

- Asset volatility: The plan liabilities are calculated using a discount rate set with reference to corporate bond yields. If assets underperform this yield will create a deficit. The plans holds equities which, though expected to outperform corporate bonds in the long term, create volatility and risk in the short term. The allocation to equities is monitored to ensure that it remains appropriate given the plans' long-term objectives.
- Discount rates: The discount rates employed in determining the present value of the schemes' liabilities are determined by reference to market yields at the balance sheet date on high-quality corporate bonds of a currency and term consistent with the currency and term of the associated post-employment benefit obligations. Changes in discount rates impact the quantum of the liabilities.
- Inflation risk: Some of the Group's pension obligations have an inflation linkage where higher inflation will lead to higher liabilities (although in most cases, caps on the level of inflationary increases are in place to protect the plan against extreme inflation).
- Longevity risk: In the majority of cases, the Group's defined benefit schemes provide benefits for the life of the member, so increases in life expectancy will therefore give rise to higher liabilities.

The size of the obligation is sensitive to judgmental actuarial assumptions. These include demographic assumptions covering mortality, economic assumptions covering price inflation and benefit increases, together with the discount rate. The expected return on plan assets is also a key judgement.

The principal actuarial assumptions are as follows:

	Irish Schemes		UK Schemes	
	2014	2013	**2014**	2013
Rate of increase in pension payments	**0%‡**	0%‡	**3.00%**	3.20%
Discount rate	**2.30%**	3.50%	**4.10%**	4.60%
Inflation rate	**1.65%**	1.90%	**3.20%**	3.30%

‡ The pension increase rate shown applies to the majority of the liability base. There are, however, certain categories of employees within the Group that have an entitlement to pension indexation and this is allowed for in the calculation.

Assumptions regarding future mortality experience are set based on information from published statistics and experience in all geographic regions and are selected to reflect the characteristics and experience of the membership of the relevant plans. In relation to the UK, this has been done by adjusting standard mortality tables to reflect recent research into mortality experience in the UK (S1N (YoB) MC tables combined with an underpin for improvements factors). The average life expectancy, in years, of a pensioner retiring at 65 is as follows:

	Irish Schemes		UK Schemes	
	2014 Years	2013 Years	**2014 Years**	2013 Years
Male	**23**	22	**22-24**	24
Female	**24**	24-25	**24-25**	27

Sensitivity of Pension Liability to Judgmental Assumptions

Assumption	Change in assumption	Impact on Scheme Liabilities Irish Schemes	 UK Schemes
Discount rate	Increase/Decrease by 0.5%	↑/↓ by 6.2%	↑/↓ by 9.6%
Rate of inflation	Increase/Decrease by 0.5%	↑/↓ by 2.5%	↑/↓ by 7.7%
Rate of mortality	Members assumed to live 1 year longer	↑ by 2.9%	↑ by 2.2%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant.

The Trustees invest the funds in a range of assets with the objective of maximising the fund return with a view to containing the cost of funding the scheme whilst at the same time maintaining an acceptable risk profile. In assessing the risk profile the Trustees take account of the nature and duration of the liabilities. Approximately 46% of the Irish funds and 22% of the UK funds are invested in liability matching investments. The Trustees review investment strategy regularly.

Plan assets are comprised as follows:

	2014			2013		
	Quoted £'m	**Unquoted £'m**	**Total £'m**	Quoted £'m	Unquoted £'m	Total £'m
Equities	**155.8**	**-**	**155.8**	172.9	-	172.9
Bonds	**136.7**	**4.9**	**141.6**	114.5	4.6	119.1
Property	**-**	**30.6**	**30.6**	-	26.9	26.9
Cash/Other	**12.1**	**55.3**	**67.4**	5.5	49.1	54.6
Total market value at end of year	**304.6**	**90.8**	**395.4**	292.9	80.6	373.5

Movement in the Fair Value of Plan Assets

Change in Plan Assets	**2014 £'m**	2013 £'m
Fair value of plan assets at beginning of year	**373.5**	345.7
Interest income on plan assets	**14.3**	14.9
Actuarial gains/(losses)	**36.4**	9.7
Business combinations	**-**	-
Administrative expenses paid from plan assets	**(0.7)**	(1.9)
Plan settlements∝	**(6.3)**	-
Employer contributions	**14.1**	13.6
Member contributions	**-**	-
Benefit payments from plan	**(19.6)**	(19.7)
Effect of exchange rate changes	**(16.3)**	11.2
Fair value of plan assets at end of year	**395.4**	373.5

Movement in the Present Value of Defined Benefit Obligations

	2014 £'m	2013 £'m
Change in Benefit Obligation		
Benefit obligation at beginning of year as previously stated	**511.0**	486.9
Change in accounting policy	**-**	(13.8)
Benefit obligation at beginning of year as restated	**511.0**	473.1
Interest expense	**20.1**	20.4
Actuarial loss on financial assumptions	**51.7**	38.0
Actuarial (gain) on demographic assumptions	**(10.4)**	-
Actuarial (gain) on experience	**(2.9)**	(8.7)
Business combinations	**-**	-
Plan curtailments∝	**(1.6)**	(4.4)
Plan settlements∝	**(6.0)**	-
Benefit payments	**(19.9)**	(19.7)
Effect of exchange rate changes	**(17.1)**	12.3
Liability recognised in balance sheet at end of year	**524.9**	511.0

∝ See Note 6 for further details.

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

23. Retirement Benefit Obligations (continued)

Maturity Analysis

The expected maturity analysis is set out in the table below:

	Projected amounts £'m
Expected benefit payments:	
Within one year	19.3
Between one and two years	19.5
Between two and three years	19.6
Between three and four years	20.0
Between four and five years	20.0
After five years	101.6

The weighted average duration of the ROI and UK defined benefit obligations are approximately 13 years and 19 years respectively.

Greencore Group Pension Scheme Contingent Asset

The Greencore Group Pension Scheme ('the Scheme') has a mortgage and charge relating to certain property assets of the Group with a carrying value of £4.7m (2013: £5.1m) for use as a contingent asset of the Scheme. Under the terms of the mortgage and charge, should a disposal of these property assets occur that meets the terms of the mortgage and charge, the Scheme is entitled to a portion of the sale proceeds. The maximum amount recoverable by the Trustees of the Scheme under the mortgage and charge is the amount required for the Scheme to meet the minimum funding standard under the Pension Acts 1990-2009. During the prior year £0.6m was paid to the Scheme in accordance with this arrangement.

Greencore UK Retirement Defined Benefit Scheme

In the prior year, the Group entered into arrangements with the Greencore UK Retirement Defined Benefit Scheme ('the UK Scheme') to address £40.0m of the actuarial deficit in the UK Scheme. The substance of this arrangement is to reduce the cash funding which would otherwise be required based on the latest actuarial valuation, whilst improving the security of the UK Scheme members' benefits.

On 10 May 2013, the Group made a contribution to the UK Scheme of £32.8m. On the same day, the UK Scheme's trustees invested £32.8m in Greencore Convenience Foods Limited Partnership ('SLP') as a limited partner. SLP was established by Greencore Prepared Meals Limited, a wholly owned subsidiary of the Group, to hold properties of the Group and loan notes issued by Greencore Convenience Foods I Limited Liability Partnership ('LLP'). LLP was established by SLP and holds certain trade receivables of the Group. As at 26 September 2014, the properties held by SLP had a carrying value of £18.6m (2013: £19.1m) and the trade receivables held by SLP had a carrying value of £36.0m (2013: £36.0m) in the Group Financial Statements. The properties are leased to other Group undertakings. As a partner in SLP, the Scheme is entitled to a semi-annual share of the profits of SLP until 2029.

These partnerships are controlled by the Group, and as such, they are fully consolidated as wholly owned subsidiaries in accordance with IAS 27 Consolidated and Separate Financial Statements and SIC 12 Consolidation – Special Purpose Entities. Under IAS 19 Employee Benefits, the investment held by the Scheme in SLP, does not represent a plan asset for the purposes of the Group's consolidated accounts. Accordingly, the Scheme's deficit position presented in the Group Financial Statements does not reflect the investment in SLP held by the Scheme. Distributions from SLP to the Scheme are treated as contributions by employers in the Group Financial Statements on a cash basis.

Prior Year Restatement

IAS 19 Employee Benefits (2011) amends the accounting for retirement benefit obligations. The scheme administration costs, including the UK pension protection fund levy, are recognised as an operating cost through the Income Statement. These costs had previously been taken directly to scheme liabilities as the schemes are all closed to future accrual. On adoption, the Group has recognised an adjustment to opening retained earnings at 29 September 2012 of £13.8m with a corresponding reduction in the Group's retirement benefit obligations. The operating costs increased by £2.0m and the Group no longer takes a credit for the expected return on plan assets. The net interest expense has been calculated by multiplying the year end discount rate by the year-end net pension liability adjusted for contributions and benefits in the period, thereby increasing the interest charge by £1.7m. In addition the Group has recognised a reduction in the deferred tax charge of £0.6m. These amendments to the prior year Group profit reported resulted in a corresponding net increase in other comprehensive income of £3.1m.

Impact on Consolidated Income Statement

	As reported audited £'m	Change in accounting policy £'m	Restated £'m
	Year ended 27 September 2013		
Group operating profit	59.7	(2.0)	57.7
Finance costs, net	(15.1)	(1.7)	(16.8)
Share of profit of associates after tax	0.6	-	0.6
Profit before taxation	45.2	(3.7)	41.5
Taxation	26.5	0.6	27.1
Profit for the financial period	71.7	(3.1)	68.6
Basic earnings per Ordinary Share	18.0	(0.9)	17.1
Diluted earnings per Ordinary Share	17.6	(0.8)	16.8

Impact on Consolidated Statement of Other Comprehensive Income

	As previously reported £'m	Change in accounting policy £'m	Restated £'m
	Year ended 27 September 2013		
Group profit for the financial period	71.7	(3.1)	68.6
Items that will not be reclassified to profit or loss:			
Actuarial gain/(loss) on Group defined benefit pension schemes	(8.9)	(10.1)	(19.0)
Deferred tax on Group defined benefit pension schemes	(1.6)	(0.6)	(2.2)
	(10.5)	(10.7)	(21.2)
Items that may subsequently be reclassified to profit or loss	1.1	-	1.1
Total recognised income and expense for the financial year	62.3	(13.8)	48.5

Impact on Consolidated Balance Sheet

	As previously reported £'m	Change in accounting policy £'m	Restated £'m
	As at 29 September 2012		
Assets			
Non-current assets	838.5	-	838.5
Current assets	180.4	-	180.4
Total assets	1,018.9	-	1,018.9
Equity			
Retained earnings	(83.3)	13.8	(69.5)
Other components of equity	283.8	-	283.8
Total equity	200.5	13.8	214.3
Liabilities			
Non-current liabilities	342.2	-	342.2
Retirement benefit obligations	141.8	(13.8)	128.0
Current liabilities	334.4	-	334.4
Total liabilities	818.4	(13.8)	804.6
Total equity and liabilities	1,018.9	-	1,018.9

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

24. Equity Share Capital

Authorised	2014 £'m	2013 £'m
500,000,000 Ordinary Shares of £0.01 each	**5.0**	5.0
500,000,000 Deferred Shares of €0.01 each	**4.3**	4.3
300,000,000 Deferred Shares of €0.62 each	**160.1**	160.1
1 special rights Preference Share of €1.26[(a)]	**-**	-
	169.4	169.4

Issued and fully paid	2014 £'m	2013 £'m
407,109,005 (2013: 401,368,547) Ordinary Shares of £0.01 each	**4.1**	4.0
1 special rights preference share of €1.26[(a)]	**-**	-
	4.1	4.0

Reconciliation of movements on Equity Share Capital	2014 £'000	2013 £'000
Share capital, at beginning of year	**4,013**	120,920
Exercise of share options[(b)]	**10**	5
Scrip dividends[(c)]	**48**	65
Cancellation of deferred shares of €0.62 and €0.01 each[(d)]	**-**	(114,899)
Redenomination and renominalisation of Treasury Shares[(e)]	**-**	(2,078)
	4,071	4,013

(a) There is one Special Share of €1.26 in the capital of the Company. The Articles of Association provide that the Special Share may be held only by, or transferred only to, the Minister for Agriculture, Food and the Marine or some other person appointed by the Minister. In 2011, many of the rights attaching to the Special Share were abolished. Under the Articles of Association, the consent of the holder of the Special Share is required to wind up the Company.
(b) Details of share options granted under the Company's Executive Share Option Scheme, savings-related share option schemes, the Deferred Bonus Plan and the Performance Share Plan and the terms attaching thereto are provided in Note 5 to the Group Financial Statements and in the Report on Directors' Remuneration.
(c) During the year 4,784,736 (2013: 6,486,959) shares were issued in respect of the scrip dividend scheme.
(d) In the prior year pursuant to the Articles of Association, the Company bought back for Nil consideration and cancelled all deferred shares that were in issue.
(e) During the year, 3,904,716 Treasury Shares of €0.63 each were redenominated and renominalised into Treasury Shares of £0.01 each. Thereafter, these Treasury Shares were then converted into Ordinary Shares of £0.01 each. These shares, together with a further 66 Treasury Shares were subsequently transferred to the Employee Benefit Trust at nominal value to be held for the purpose of satisfying vestings under the Company's Employee Share Schemes.

25. Non-Controlling Interests

	2014 £'m	2013 £'m
At beginning of year	**3.5**	3.2
Profit after tax	**1.1**	1.1
Dividends paid to non-controlling interests	**(0.9)**	(1.0)
Currency translation adjustment	**(0.3)**	0.2
At end of year	**3.4**	3.5

26. Working Capital Movement

The following represents the Group's working capital movement:

	2014 £'m	2013 £'m
Inventories	**(2.0)**	(0.3)
Trade and other receivables	**(13.2)**	(11.2)
Trade and other payables	**25.0**	21.4
	9.8	9.9

27. Commitments under Operating and Finance Leases

Operating Leases

Future minimum rentals payable under non-cancellable operating leases at year end are as follows:

	2014 £'m	2013 £'m
Within one year	**11.3**	10.5
After one year but not more than five years	**25.6**	26.3
More than five years	**21.7**	24.0
	58.6	60.8

Operating lease commitments relate to property, plant and machinery and fixtures and fittings.

Finance Leases

The future minimum lease payments under finance leases at 26 September 2014, together with the present value of the net minimum lease payments were as follows:

	2014		2013	
	Minimum payments £'m	**Present value of payments £'m**	Minimum payments £'m	Present value of payments £'m
Within one year	**0.2**	**0.1**	0.2	-
After one year but not more than five years	**0.8**	**0.3**	0.8	0.3
More than five years	**1.1**	**0.8**	1.1	0.8
Total minimum lease payments	**2.1**	**1.2**	2.1	1.1
Less: Amounts allocated to future finance costs	**(0.9)**	**-**	(1.0)	-
Present value of minimum lease payments	**1.2**	**1.2**	1.1	1.1

28. Capital Expenditure Commitments

	2014 £'m	2013 £'m
Capital expenditure that has been contracted but not been provided for	**17.0**	4.4
Capital expenditure that has been authorised by the Directors but not yet contracted	**39.2**	6.9
	56.2	11.3

29. Contingencies

The Company and certain subsidiaries have given guarantees in respect of borrowings and other obligations arising in the ordinary course of the business of the Company and other Group undertakings. The Company and other Group undertakings consider these guarantees to be insurance contracts and account for them as such. The Company treats these guarantee contracts as contingent liabilities until such time as it becomes probable that a payment will be required under such guarantees.

Pursuant to the provisions of Section 17, Companies (Amendment) Act, 1986, the Company has guaranteed the liabilities of certain subsidiary undertakings in the Republic of Ireland for the financial year ended 26 September 2014 and as a result, such subsidiary undertakings have been exempted from the filing provisions of Section 7, Companies (Amendment) Act, 1986.

Various subsidiaries of the Group are subject to legal proceedings. Provisions for anticipated settlement costs and associated expenses arising from legal and other disputes are made where a reliable estimate can be made of the probable outcome of the proceedings.

The Group has provided a bank guarantee to Daiichi Sankyo Development Limited for an amount of £1.9m to guarantee the performance of the Group of its payment obligations in respect of a lease assignment agreement.

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

30. Acquisition and Disposal of Undertakings

Acquisition in the current year

On 25 February 2014, the Group acquired 100% of Lettieri's, a leading manufacturer of food to go products for the US convenience store channel. It operates from a modern, purpose-built facility in Shakopee, Minnesota and employs approximately 130 staff. The acquisition deepens the Group's manufacturing capability and widens its product range to more fully serve the food to go needs of customers in the small store channels.

The provisional fair values of the assets acquired, determined in accordance with IFRS, were as follows:

	2014 £'m
Assets	
Intangible assets	**5.6**
Property, plant and equipment	**2.1**
Inventory	**1.7**
Trade and other receivables	**1.1**
Total assets	**10.5**
Liabilities	
Trade and other payables	**(1.5)**
Provisions	**(0.2)**
Total liabilities	**(1.7)**
Net assets acquired	**8.8**
Goodwill	**11.8**
Total enterprise value	**20.6**

Satisfied by:	
Cash payments	**20.5**
Cash and cash equivalents acquired	**0.1**
Net cash outflow	**20.6**

The principal factor contributing to the recognition of goodwill on the acquisition of Lettieri's is the expected realisation of product synergies with existing customers, through the complementary product offering of Lettieri's with the existing offering of the Group.

The principal intangible assets acquired were customer related intangibles.

As part of the acquisition the Group acquired trade receivables with a fair value of £1.1m. Management estimate that acquired receivables will be collected in full.

The goodwill is deductible for tax purposes.

The post-acquisition impact of the Lettieri's acquisition on the Group was to increase revenue by £10.9m and to decrease Group profit by £1.7m.

If the acquisition of Lettieri's was at the beginning of the period Group revenue would have been £7.5m higher. In addition the operating profit for the year would have been £0.4m higher.

Acquisition-related costs of £1.3m have been charged in exceptional items in the Income Statement for the year ended 26 September 2014.

Disposal in the current year

Ministry of Cake Disposal

As referred to in Note 6, the Group disposed of its foodservice desserts business, Ministry of Cake on 14 May 2014, which was part of the Convenience Foods segment. The loss on disposal of this business was recognised in the Group Income Statement.

The net assets of Ministry of Cake at the date of disposal were as follows:

	At disposal £'m
Assets	
Intangible assets	3.8
Property, plant and equipment	3.7
Inventories	3.0
Trade and other receivables	5.3
Total assets	15.8
Liabilities	
Bank overdraft	(0.4)
Trade and other payables	(5.1)
Deferred tax liability	(0.6)
Total liabilities	(6.1)
Total enterprise value at date of disposal	9.7
Loss on disposal[(a)]	(0.6)
Working capital & related adjustments	0.8
Adjustment of deferred consideration to present value	0.6
Disposal related costs	0.5
Total consideration	11.0
Reconciliation of consideration received to cash received	
Total consideration	11.0
Deferred consideration	(3.0)
Working capital and related adjustments on completion	(0.4)
Net consideration received on completion	7.6
Disposal related costs paid	(0.2)
Cash payments	7.4
Satisfied by:	
Cash payments	7.0
Bank overdraft disposed of	0.4
Net cash inflow arising on disposal	7.4

(a) The total write down recognised as an exceptional charge for the year was £6.5m which includes a goodwill impairment charge of £5.9m which arose on transfer to held for sale.

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

31. Related Party Disclosures

The principal related party relationships requiring disclosure in the Group Financial Statements under IAS 24 Related Party Disclosures pertain to the existence of subsidiaries and associates and transactions with these entities entered into by the Group and the identification and compensation of key management personnel as addressed in greater detail below.

Subsidiaries and Associates

The Group Financial Statements include the Financial Statements of the Company (Greencore Group plc, the ultimate parent) and its subsidiaries and associates. A listing of the principal subsidiaries and associates is provided in Note 32 of the Group Financial Statements.

Sales to and purchases from, together with outstanding payables and receivables to and from, subsidiaries, are eliminated in the preparation of the Group Financial Statements in accordance with IAS 27 Consolidated and Separate Financial Statements. Amounts receivable from and payable to associates as at the balance sheet date are included as separate line items in the notes to the Group Financial Statements.

Terms and Conditions of Transactions with Associates

In general, sales to and purchases from associates are on terms equivalent to those that prevail in arm's length transactions. The outstanding balances included in receivables and payables at the balance sheet date in respect of transactions with associates are unsecured, interest free and settlement arises in cash. No guarantees have been either requested or provided in relation to the associate company receivables and payables.

Key Management Personnel

For the purposes of the disclosure requirements of IAS 24 Related Party Disclosures, the term 'key management personnel' (i.e. those persons having the authority and responsibility for planning, directing and controlling the activities of the Company), comprise the Board of Directors which manages the business and affairs of the Group. As identified in the Report on Directors' Remuneration, the Directors who served during the year, other than the Non-Executive Directors, serve as executive officers of the Group.

Key management personnel compensation was as follows:

	2014 £'m	2013 £'m
Salaries and other short-term employee benefits	**1.9**	2.6
Post-employment benefits	**0.3**	0.4
Share-based payments	**1.3**	1.6
Termination	**-**	0.9
	3.5	5.5

32. Principal Subsidiaries and Associated Undertakings

Name of undertaking	Nature of business	Percentage share	Registered office
Greencore Advances Limited	Finance Company	100	No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9
Greencore Beechwood Limited*	Holding Company	100	Greencore Group, UK Centre, Midland Way, Barlborough Links Business Park, Barlborough, Chesterfield S43 4XA
Greencore Developments Limited	Property Company	100	No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9
Greencore Finance Limited	Finance Company	100	No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9
Greencore Foods Limited*	Holding Company	100	Greencore Group, UK Centre, Midland Way, Barlborough Links Business Park, Barlborough, Chesterfield S43 4XA
Greencore Food to Go Limited*	Food Processors	100	Greencore Group, UK Centre, Midland Way, Barlborough Links Business Park, Barlborough, Chesterfield S43 4XA
Greencore Funding Limited**	Finance Company	100	P.O. Box 87, 22 Grenville Street, St. Helier, Jersey JE4 8PX
Greencore Grocery Limited*	Food Processors	100	Greencore Group, UK Centre, Midland Way, Barlborough Links Business Park, Barlborough, Chesterfield S43 4XA
Greencore Prepared Meals Limited*	Food Processors	100	Greencore Group, UK Centre, Midland Way, Barlborough Links Business Park, Barlborough, Chesterfield S43 4XA
Greencore USA, Inc***	Food Processors	100	The Corporation Service Company, 1209 Orange Street, City of Willmington, County of Newcastle, Delaware, USA
Greencore UK Holdings Limited*	Holding Company	100	Greencore Group, UK Centre, Midland Way, Barlborough Links Business Park, Barlborough, Chesterfield S43 4XA
Hazlewood Foods Limited*	Holding Company	100	Greencore Group, UK Centre, Midland Way, Barlborough Links Business Park, Barlborough, Chesterfield S43 4XA
H.C. Schau & Son Inc.***	Food Processors	100	200 West Adams Street, Chicago, IL 60606
Irish Sugar Limited	General Trading Company	100	No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9
MarketFare Foods LLC***	Food Processors	100	c/o National Registered Agents, Inc. 160 Greentree Drive, Suite 101, City of Dover, County of Kent, DE 19904
Premier Molasses Company Limited	Molasses Trading	50	Harbour Road, Foynes, Co. Limerick
Schau South East Sushi***	Food Processors	100	1201 Hays Street, Tallahassee, FL 32301
Trilby Trading Limited	Food Industry Suppliers	100	No. 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9
United Molasses (Ireland) Limited*	Molasses Trading	50	Duncrue Street, Belfast BT3 9AQ

All the above entities are registered in the Republic of Ireland except those marked with * which are registered within the United Kingdom, that marked with ** which is registered in Jersey, and that marked with *** which is registered in the US.

Notes to the Group Financial Statements (continued)
year ended 26 September 2014

33. Subsequent Events
There were no significant subsequent events after the balance sheet date.

34. Board Approval
The Group Financial Statements, together with the Company Financial Statements, for the year ended 26 September 2014 were approved by the Board of Directors and authorised for issue on 24 November 2014.

Company Statement of Accounting Policies
year ended 26 September 2014

Basis of Preparation
The Company Financial Statements have been prepared in sterling, in accordance with generally accepted accounting principles under the historic cost convention and Irish statute, comprising the Companies Acts, 1963 to 2013, and with the financial reporting standards of the Financial Reporting Council, as promulgated by the Institute of Chartered Accountants in Ireland.

Profit and Loss
The loss attributable to equity shareholders dealt with in the Financial Statements of the Parent Company was £14.3 million (2013: £7.6 million). In accordance with section 148(8) of the Companies Act 1963 and section 7(1A) of the Companies (Amendment) Act 1986, the Company is availing of the exemption from presenting its individual Profit and Loss Account to the Annual General Meeting and from filing it with the Registrar of Companies.

Foreign Currencies
Transactions in foreign currencies are recorded at the rate ruling at the date of the transactions. The resulting monetary assets and liabilities are translated at the balance sheet rate. The resulting profits or losses are dealt with in the profit and loss account.

Investments
Investments in subsidiaries and associated undertakings are held at cost. The Company assesses investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If any such indication of impairment exists, the Company makes an estimate of its recoverable amount. When the carrying amount of an investment exceeds its recoverable amount, the investment is considered impaired and is written down to its recoverable amount.

Depreciation
Depreciation is calculated so as to write off the cost or valuation, less estimated residual value, of each fixed asset during its expected useful life using the straight line or reducing balance methods over the following periods:

Plant, machinery, fixtures and fittings	3-25 years

No depreciation is provided on freehold land.

Employee Share-Based Payments
The Company grants equity settled share-based payments and share awards to employees (through Executive Share Option Scheme, Share Award Schemes, Employee ShareSave Scheme and the Performance Share Plan). In the case of these options, the fair value is determined using a trinomial valuation model, as measured at the date of grant. The fair value is expensed to the Profit and Loss Account on a straight-line basis over the vesting period, based on an estimate of the number of shares that will eventually vest.

The proceeds received when options are exercised, net of any directly attributable transaction costs are credited to share capital and share premium.

Taxation
Current tax represents the expected tax payable on the taxable income for the year, using tax rates and tax laws enacted or substantively enacted, at the balance sheet date along with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of all timing differences which have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future, or a right to pay less tax in the future have occurred at the balance sheet date.

Timing differences are temporary differences between profit as computed for taxation purposes and profit as stated in the Financial Statements which arise because certain items of income and expenditure in the Financial Statements are dealt with in different periods for taxation purposes.

Deferred tax assets are recognised to the extent which they are regarded as recoverable. Recoverability is assessed on the basis that more likely than not there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Company Statement of Accounting Policies (continued)
year ended 26 September 2014

Retirement Benefits

Defined Contribution Pension Plans

A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate defined contribution scheme. Obligations for contributions to defined contribution pension plans are recognised as an expense in the Profit and Loss Account as due. Any difference between the amounts charged to the Profit and Loss Account and contributions paid to the pension scheme are included in debtors or creditors in the Balance Sheet.

Defined Benefit Pension Plan

Pension benefits are funded over the employees' years of service by way of contributions to a defined benefit scheme operated by the Company. Pursuant to paragraph 9 (b) of FRS 17, as the Directors of the Company are unable to determine the portion of the pension scheme assets and liabilities which relate to the employees of the Company, the Company has accounted for the contributions as if the scheme were a defined contribution scheme. Contributions to the plan are charged to the Profit and Loss Account as due. Any difference between the amounts charged to the Profit and Loss Account and contributions paid to the pension scheme are included in debtors or creditors in the Balance Sheet.

Share Capital

Ordinary Shares

Ordinary Shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are taken as a deduction within equity, net of tax, from the proceeds.

Treasury Shares

Where the Company purchases the Company's equity share capital, the consideration paid is deducted from the total shareholders' equity and classified as treasury shares until they are cancelled. Where such shares are subsequently sold or reissued, any consideration received is included in total shareholders' equity.

Dividends

Interim dividends payable are recognised as a liability of the Company when the Board of Directors resolves to pay the dividend and the shareholders have been notified in accordance with the Company's Articles of Association. Final dividends of the Company are recognised as a liability when they have been approved by the Company's shareholders.

Cash Flow

The Company has taken advantage of the exemption available to it under FRS 1 Cash flow Statements not to prepare a statement of cash flows.

Company Balance Sheet
at 26 September 2014

	Notes	**2014 £'m**	2013 £'m
Fixed assets			
Tangible assets	1	**0.9**	0.9
Financial assets	2	**155.5**	88.5
		156.4	89.4
Current assets			
Debtors	3	**775.5**	872.1
		775.5	872.1
Creditors (amounts due within one year)			
Creditors	4	**514.1**	516.9
		514.1	516.9
Net current assets		**261.4**	355.2
Total assets less creditors (amounts falling due within one year)		**417.8**	444.6
Net assets		**417.8**	444.6
Capital and reserves			
Share capital	5	**4.1**	4.0
Share premium account	6	**185.7**	177.3
Capital conversion reserve fund	6	**0.8**	0.8
Other reserves	6	**108.9**	104.4
Profit and loss account	6	**118.3**	158.1
Shareholders' funds		**417.8**	444.6

PG Kennedy
Director

AR Williams
Director

Notes to the Company Financial Statements
year ended 26 September 2014

1. Tangible Assets

	Fixtures and fittings £'m	Total £'m
Cost		
At 27 September 2013	1.2	1.2
Additions	–	–
At 26 September 2014	**1.2**	**1.2**
Depreciation		
At 27 September 2013	0.3	0.3
Charge for the year	–	–
At 26 September 2014	**0.3**	**0.3**
Net book value		
At 26 September 2014	**0.9**	**0.9**
At 27 September 2013	0.9	0.9

2. Financial Assets

Interest in subsidiary undertakings	**2014 £'m**	2013 £'m
At beginning of year	**88.5**	88.5
Movement in year	**67.0**	–
At end of year	**155.5**	88.5

The principal trading subsidiary and associated undertakings are set out in Note 32 to the Group Financial Statements.

3. Debtors

Amounts falling due within one year	**2014 £'m**	2013 £'m
Amounts owed by subsidiary undertakings#	**775.1**	871.6
Other debtors	**0.4**	0.2
Prepayments and accrued income	**-**	0.3
	775.5	872.1

Amounts due from subsidiary undertakings are classified as current, as all inter-company receivables and payables are repayable on demand.

4. Creditors

Amounts falling due within one year	**2014 £'m**	2013 £'m
Bank overdrafts	**-**	0.1
Amounts owed to subsidiary undertakings#	**497.9**	503.1
Declared interim dividend	**8.9**	7.6
Trade and other creditors	**3.9**	3.3
Accruals	**3.4**	2.8
	514.1	516.9

Amounts due to subsidiary undertakings are classified as current, as all inter-company receivables and payables are repayable on demand.

5. Share Capital

Details in respect of called-up share capital are presented in Note 24 of the Group Financial Statements.

6. Equity Reserves

	2014						
	Share capital £'000	Share premium £'000	Capital conversion reserve fund £'000	Share-based payment reserve £'000	Own shares reserve £'000	Capital redemption reserve £'000	Profit and loss account £'000
At beginning of year	4.0	177.3	0.8	6.2	(18.8)	117.0	158.1
Currency translation adjustment	–	–	–	(0.1)	–	–	0.1
Loss for the financial year attributable to equity holders of the Company	–	–	–	–	–	–	(14.3)
Employee share-based payment expense	–	–	–	4.3	–	–	–
Exercise, forfeit or lapse of share-based payments	0.1	0.6	–	(3.3)	–	–	3.3
Shares acquired by Employee Benefit Trust[(a)]	–	–	–	–	(4.8)	–	0.2
Shares granted to beneficiaries of the Employee Benefit Trust[(b)]	–	–	–	–	8.4	–	(8.4)
Dividends	–	7.8	–	–	–	–	(20.7)
At end of year	4.1	185.7	0.8	7.1	(15.2)	117.0	118.3

(a) The Employee Benefit Trust acquired 96,142 (2013: 62,239) shares in the Group with a combined value of £0.18m (2013: £0.06m) and a nominal value at the date of purchase of £0.001m (2013: £0.001m) through the scrip dividend scheme and utilisation of dividend income.
Pursuant to the terms of the Employee Benefit Trust, 1,993,163 (2013: 727,885) shares were purchased during the financial year ended 26 September 2014 at a cost of £4.6m (2013: £0.07m). The nominal value of these shares, on which dividends have not been waived by the Employee Benefit Trust was £0.02m (2013: £0.07m) at the date of purchase.
(b) During the year, 3,046,238 (2013: 1,402,077) shares with a nominal value at the date of transfer of £0.03m (2013: £0.014m) were transferred to beneficiaries of the Employee Benefit Trust.

7. Retirement Benefits

The Group operates a defined benefit pension scheme and a defined contribution scheme, with assets held in separate trustee administered funds.

Some employees of the Company are members of a multi-employer defined benefit pension scheme, which is operated in conjunction with other Group companies. The defined benefit scheme is accounted for as if it were a defined contribution scheme on the grounds that the Company is unable to identify its share of the underlying assets and liabilities in the scheme on a consistent and reasonable basis. The defined benefit scheme of which some employees are members is not included on the Balance Sheet of the Company as it is not possible to determine the proportion of the assets and liabilities of the scheme that relates to the Company on a reasonable and consistent basis. A substantial number of deferred beneficiaries of the scheme were employees of entities that either no longer trade or are no longer owned by the Group.

Total pension costs for the year amounted to £2.9m (2013: £3.2m) in respect of defined benefit schemes and £0.4m (2013: £0.5m) in respect of defined contribution schemes. At year end, £0.2m (2013: £Nil) was included in other accruals in respect of amounts owed to the scheme.

Disclosures in relation to this and all other Group defined benefit pension schemes are given in Note 23 to the Group Financial Statements.

8. Share-Based Payments

The Company grants share options under various share option plans as detailed in the Report of the Directors. A charge of £4.3m (2013: £2.2m) was recognised in the Profit and Loss Account of the Company in respect of the employees of the Company. All disclosures relating to the plans are given in Note 5 to the Group Financial Statements.

9. Financial Guarantee Contracts

Pursuant to the provisions of Section 17, Companies (Amendment) Act, 1986, the Company has guaranteed the liabilities of certain subsidiary undertakings in the Republic of Ireland for the financial year ended 26 September 2014. Where the Company has entered into financial guarantee contracts to guarantee the indebtedness of such subsidiaries, the Company considers these to be insurance contracts and accounts for them as such.

The Company is party to cross guarantees on Group borrowings. These are treated as insurance contracts and accounted for as such.

Notes to the Company Financial Statements continued
year ended 26 September 2014

10. Statutory Information

During the period the average number of persons employed by the Company (excluding Non-Executive Directors) was 25 (2013: 27).

Directors' remuneration is disclosed in the Report on Directors' Remuneration and in Note 31 to the Group Financial Statements.

Auditor's remuneration for the year was as follows:

	2014 £'000	2013 £'000
Audit of the Company Financial Statements	**26**	26

The Company has annual commitments under operating leases expiring between two and five years of £2.1m and after five years of £0.7m.

Notes

Notes

Shareholder and Other Information

Greencore Group plc is an Irish registered company. Its ordinary shares are quoted on the London Stock Exchange. Greencore has a Level 1 American Depositary Receipts (ADR) programme for which BNY Mellon acts as depositary (Symbol: GNCGY). Each ADR share represents four Greencore ordinary shares.

Shareholding Statistics as at 21 November 2014

Range of units	Total holders	Units	% of Issued Capital
0 - 1,000	5,119	1,828,127	0.45
1,001 - 5,000	3,889	9,164,877	2.25
5,001 - 10,000	824	5,750,605	1.41
10,001 - 25,000	534	8,103,170	1.99
25,001 - 100,000	226	10,197,054	2.50
100,001 - 250,000	73	11,422,859	2.80
250,001 - 500,000	46	16,742,332	4.11
Over 500,001	112	344,342,488	84.49
Total	**10,823**	**407,551,512**	**100.00**

Financial Calendar

Record date for 2014 final dividend	5 December 2014
Annual General Meeting and Interim Management Statement	27 January 2015
Payment date for 2014 final dividend	2 April 2015
Half yearly financial report	19 May 2015
Interim Management Statement	28 July 2015
Financial year end	25 September 2015
Interim Dividend Payment	October 2015
Announcement of Results	24 November 2015

Advisors and Registered Office

Company Secretary
Conor O'Leary ACIS

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Northwood Business Park
Santry
Dublin 9

Auditor
KPMG
1 Stokes Place
St Stephen's Green
Dublin 2

Registrar and Transfer Office
Computershare Investor
Services (Ireland) Limited
Heron House, Corrig Road
Sandyford Industrial Estate
Dublin 18

Solicitors
Arthur Cox
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