Quality

Innovation

Bringing Convenience to Good Food

Efficiency

greencore group plc

Annual Report and Accounts 2010

Welcome

About Greencore

Who we are

Greencore Group plc is a leading convenience food business with an annual turnover in excess of €850m. It has manufacturing facilities in the United Kingdom and in the United States and employs over 7,400 people.

Greencore Vision

Where we're going

Our vision is to be a leading international food company delivering convenient, premium-quality meal and snack solutions to retailers and foodservice providers at prices the majority of today's consumers can afford every day.

Highlights

Financial

- Group sales from continuing operations[1] of €856.0m, an increase of 6.9%.
- Group operating profit[2] from continuing operations[1] of €59.7m, an increase of 17.6%.
- Group operating margin[2] from continuing operations[1] of 7.0%, an increase of 63bps.
- A 31.8% reduction, year on year, in Group net debt to €193.4m from €283.5m at the end of FY09.
- Final dividend of 4.5 cent per share (FY09: 4.5 cent) resulting in a total dividend for the year of 7.5 cent per share (FY09: 7.5 cent per share).
- Adjusted EPS[3] of 16.7 cent compared to 17.4 cent in FY09.

Strong performance in Convenience Foods division

- Sales in continuing businesses[1] of €784.5m ahead of FY09 by 10.7%.
- Operating profit[2] in continuing businesses[1] increased by 21.1% to €54.1m.
- Improvement in operating margin[2] by 60 bps to 6.9% in continuing businesses[1].
- A year of excellent sales[1] growth, operating profit[1,2] growth and margin[1,2] expansion.
  - Supportive consumer trends of increased 'at home' and 'on the go' food consumption.
  - Benefit of lower UK manufacturing capacity.
  - Further delivery on the Group's lean and operating efficiency programmes.
  - Growth in US sales by 18%.

Portfolio change and other business highlights

- Following three strategic disposals for an aggregate total consideration of €142.3m[4] the Group emerged at the end of FY10 as a leaner, more focused convenience foods group with two key geographies, the UK and the US.
  - Malt disposal completed on 26 March 2010.
  - Water business disposal completed on 26 March 2010.
  - Continental European convenience food business disposal completed on 20 August 2010.
- Remaining Ingredients & Property activity trading satisfactorily and representing less than 10% of Group sales and operating profit post the disposal of Malt.

1 Continuing operations comparisons exclude disposed activities (Malt in the Ingredients & Property division and Water and the Continental businesses in the Convenience Foods division).
2 Before exceptional items and acquisition related amortisation.
3 Before exceptional items, pension finance items, acquisition related amortisation, FX on inter-company and certain external loan balances and the movement in the fair value of all derivative financial instruments and related debt adjustments.
4 Including deferred amounts and portion of pension liabilities transferred.

Our Past

From an Agri business to...

2000:
- Acquisition of Roberts Group Ltd. (frozen savouries and desserts)

2001:
- Acquisition of Hazlewood Foods plc

2002:
- Disposal of non-core Hazlewood businesses

2004:
- Consolidation of Chilled Foods and Ambient & Frozen Foods divisions to become Greencore Convenience Foods

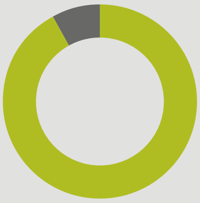
2006:
- Last sugar site at Mallow closed
- Acquisition of Oldfields sandwich facility in Bow

Revenue[1] €m

2010	856.0
2009	800.9

+6.9%

Revenue[1] by division



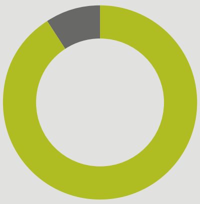
- 92% Convenience Foods
- 8% Ingredients & Property

Operating profit[1,2] €m

2010	59.7
2009	50.8

+17.6%

Operating profit[1,2] by division



- 91% Convenience Foods
- 9% Ingredients & Property

Adjusted EPS[3] (cents)

2010	16.7
2009	17.4

-4.0%

Group Revenue:

€856m

Convenience Food Revenue:

€785m

Ingredients & Property Revenue:

€71m

Employees:

7,444

Our US Locations

A focused convenience food business

Our Present

2007:

- Acquisition of Sushi San, sushi manufacturer in Crosby
- Acquisition of the leading foodservice desserts manufacturer Ministry of Cake
- Acquisition of Ross's ambient grocery brand

2008:

- Greencore enter US market with acquisition of Home Made Brand Foods in Boston

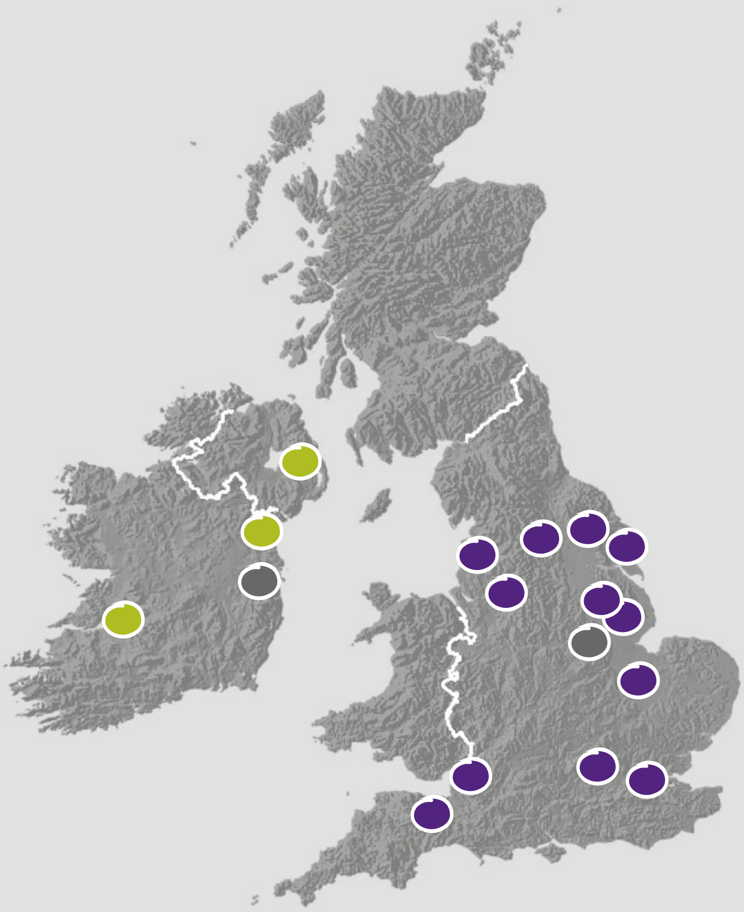
2009:

- Disposal of Drummonds
- Greencore's second US facility opened in Cincinnati

2010:

- Disposal of Greencore Malt, Water and Continental

Our UK & Ireland Locations



Key

- Convenience Foods
- Ingredients & Property
- Office Locations

Group Fast Facts

- A leading international producer of convenience food with operations in the UK and the US.
- Strong market positions in the UK convenience food market across sandwiches, chilled prepared meals, chilled sauces and soups, ambient sauces and pickles, cakes and desserts and Yorkshire puddings.
- Extending presence outside the UK with an emerging convenience foods business in the US.

Contents

At a Glance

Convenience Foods division

Food to Go

One of the UK's leading sandwich manufacturers, also producing prepared salads and sushi, with four state-of-the-art facilities and a UK direct to store van distribution service.

Prepared Meals

A major manufacturer of chilled prepared meals and a leading producer of quiche and savoury flans in the UK, with three well invested facilities.

Chilled Sauces and Soups

A leading supplier of chilled sauces and soups. Our facility at Bristol provides both own label and branded products for retailers across the UK.

Grocery

One of the UK's leading manufacturers of ambient grocery products, producing a wide range of both branded and customer own-brand sauces, pickles, dressings and condiments.

See page 14 for Divisional Review

Frozen Foods

One of the UK's leading suppliers of frozen Yorkshire puddings, Toad in the Hole and filled Yorkshire puddings, under both brand and customer own label.

Cakes and Desserts

A major producer of celebration cakes and a leading supplier of Christmas cakes, operating from one of Europe's leading cakes and desserts facilities.

Foodservice

Through the Ministry of Cake facility in Taunton, Greencore is a leading supplier of frozen desserts to the UK foodservice industry.

Expanding our markets

North America

With two facilities in the US, Greencore manufactures and supplies a range of branded and customer own-brand chilled convenience foods, including sandwiches, entrees, quiche and salads.

Ingredients & Property

Edible Oils

A leading Irish trader and distributor of vegetable oils and fats to the food manufacturing and associated sectors.

Molasses

An importer and distributor of cane and beet molasses for animal feed and industrial use.

Property

A specialist team set up to maximise the value of the Group's surplus property assets.

Greencore "the ingredients"

Food to Go
Prepared Meals
Grocery
Chilled Sauces & Soups
Frozen Foods
Foodservice
Cakes & Desserts
North America

The Convenience Foods division...
provides a wide range of chilled, frozen and ambient foods to major retail and foodservice customers in the UK, the US, and Ireland.

Chairman's Statement
Ned Sullivan

"The Group delivered a good performance overall with an adjusted EPS[3] of 16.7 cent compared to 17.4 cent in FY09 with the initially dilutive impact of the disposal of Malt substantially offset by strong growth in convenience foods earnings."

Dividend per share:

7.5c

Increase in Group operating profit[1,2]:

17.6%

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3 Before exceptional items, pension finance items, acquisition related amortisation, FX on inter-company and certain external loan balances and the movement in the fair value of all derivative financial instruments and related debt adjustments.
4 Including deferred amounts and portion of pension liabilities transferred.
5 Before disposal related costs and working capital adjustments.

Summary of Performance

The Group delivered a good performance overall with an adjusted EPS[3] of 16.7 cent compared to 17.4 cent in FY09 with the initially dilutive impact of the disposal of Malt substantially offset by strong growth in convenience foods earnings.

A key highlight of the year was the successful disposal programme with the Group's Malt, Water and Continental convenience food businesses disposed of for an aggregate total consideration of €142.3m[4], including cash received on completion of €129.4m[5], with an aggregate surplus on disposal of €2.3m. Convenience Foods trading was very strong in the year with operating profit[2] from continuing operations[1] 21.1% ahead of FY09. The Group exited FY10 as a focused, strong performing convenience foods business with 31.8% less net debt than at the end of September 2009. Net debt was €193.4m on 24 September 2010 compared to €283.5m at the end of the previous financial year.

The Convenience Foods division had a very strong year benefiting from overall market growth, positive consumer trends with a sustained trend of the consumer eating more food at home, with a switch from dining out, and a tighter capacity environment in the UK.

Focused

Divisional sales from continuing operations[1] of €784.5m were 10.7% ahead of the prior year with most category businesses experiencing a strong growth in volume year on year. Operating profit[2] from continuing operations[1] of €54.1m increased by 21.1%. The operating margin[2] from continuing operations[1] increased by 60 basis points to 6.9% when compared with FY09, reflecting the benefits of volume growth, operating efficiency measures and productivity growth in the period. A key highlight of the performance during the year was the resurgence in chilled ready meals with the Group's sales growing by 22% due to growth with existing customers as well as the addition of a significant new ready meal customer during the year.

The Ingredients & Property division, which now represents less than 10% of Group activity, had a solid performance in the year in a challenging trading environment in which the division recorded an operating margin[1,2] of 7.8%.

A Strategy in Action

The financial year under review was a year of significant progress in the Group's execution of its strategy as a focused convenience foods group. A strong operating performance was delivered with excellent growth recorded in sales, margin and profitability. As well as this, the business disposals during the year made compelling sense both financially and strategically and have ideally placed the Group for the next stage of its development in convenience foods.

Changes to Board of Directors and Group Company Secretary

In February 2010, Gerald Corbett retired from the Board. Gerald's wise counsel was hugely valued by the Board during a period of over five years as a Non-Executive Director in a time of significant change for the Group. The Board would like to thank Gerald for his enormous contribution to its deliberations during that period. In May 2010, we were delighted to announce that Eric Nicoli had been co-opted to the Board as a Non-Executive Director. Also, in May 2010 Caroline Bergin resigned as Group Company Secretary to take up an opportunity outside the Group and Conor O'Leary was appointed to replace her as Group Company Secretary. On behalf of the Board I would like to thank Caroline for her outstanding service to the Group over nineteen years and our best wishes for her future career. I also wish Conor every success in his new role.

On 3 December 2010 Tony Hynes retired from the Board. Tony has been an outstanding contributor to Greencore and to the Board since his appointment in 2001 during a period of significant change in our company, our markets, our portfolio and our leadership team. I would like to thank Tony sincerely for his valued input, dedication and expertise, which have contributed greatly to the development of the Group. The board wishes Tony well for the future.

Later this month, Geoff Doherty will step down from our Board as he moves on to take up the position of Chief Financial Officer at Kingspan plc. Geoff has made an enormous contribution to Greencore as Group Financial Controller, Group Development Director and latterly as Group Chief Financial Officer. He is a special talent and I would like to both thank him for his impact and wish him well in his future career.

Dividend and Outlook

The Board of Directors is recommending a final dividend of 4.5 cent per share (FY09 final dividend of 4.5 cent per share) bringing the total dividend for the year to 7.5 cent.

Trading in the early part of FY11 is encouraging albeit sales growth is at more modest levels than that recorded during FY10. We continue to experience buoyant demand for our convenience food offerings across our category businesses. Ingredient inflation is more pronounced now than it was a year ago although it is currently at levels at which we are maintaining our portfolio margin with good traction to date on attaining selling price increases. The Group's bank interest expense is expected to be significantly lower in FY11 reflecting the full year impact associated with the Group's FY10 disposals and the related debt restructuring initiatives.

The Group made enormous progress in FY10 in sharpening its portfolio focus with the disposals of Malt, Water and the Continental convenience foods business. The Group entered the new financial year as a growing, high performing convenience foods group. The proposed merger of Greencore and Northern Foods plc, as announced and recommended by both Boards on 17 November 2010, represents an unrivalled opportunity for both groups to create a scale food business with a strong team, well invested manufacturing facilities, an excellent portfolio of private label and branded food activities and a strategy to create significant shareholder value over the coming years.

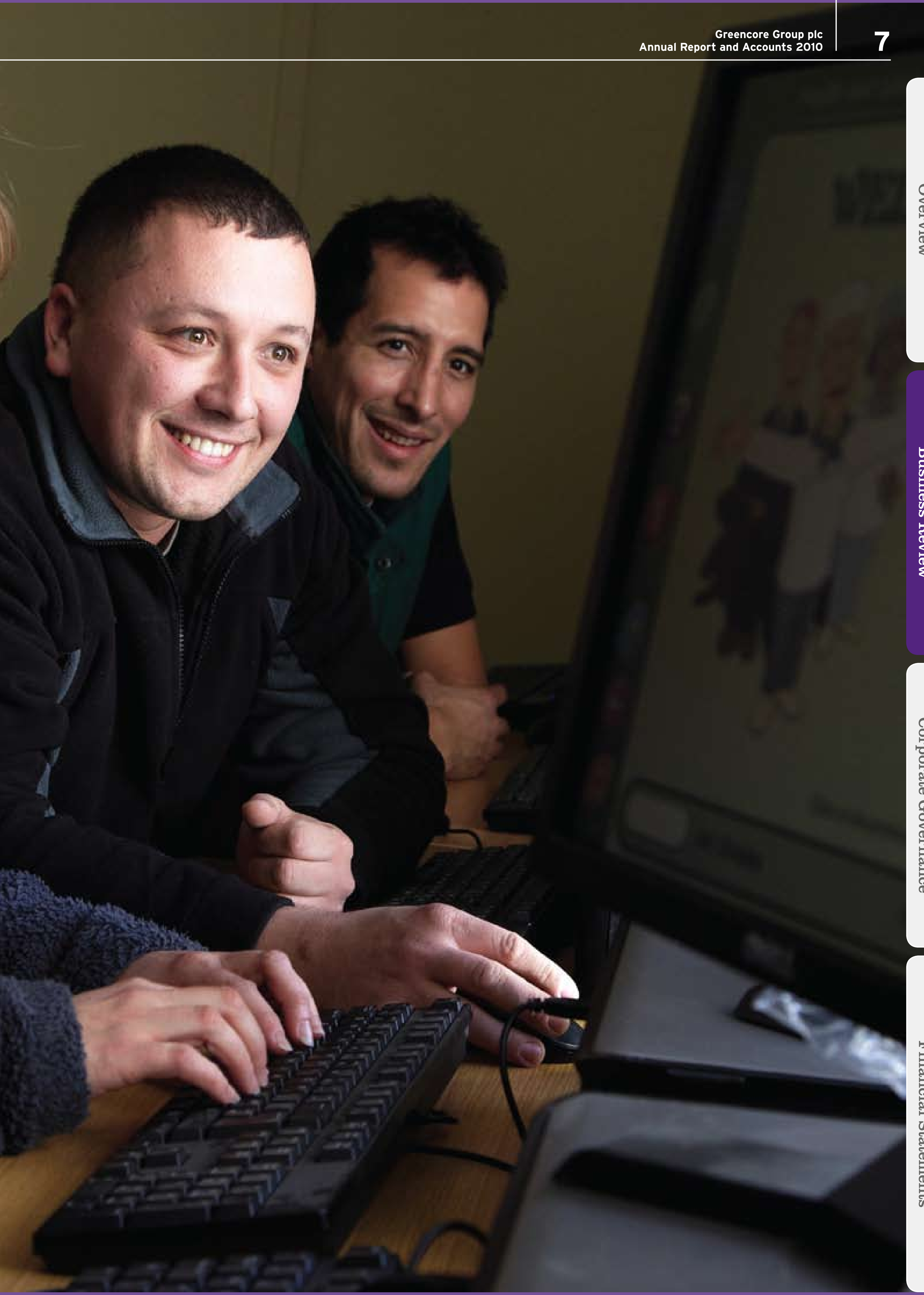
Ned Sullivan
Chairman
9 December 2010

1 tbsp of Development + A Pinch of Learning = Quality

The Group has a **Learning and Development Strategy**, which maps out initiatives that support the development of our people at all levels.

The key elements of the strategy are:

- **PRIDE:** our performance management programme, that sets personal development plans and maps delivery against Greencore values as well as personal and business objectives.
- **Lean Greencore Leadership Academy:** a Group-wide programme that provides a holistic approach to building food manufacturing capability in our people through recognised lean manufacturing tools and world-class standards.
- **Emerging Leaders Programme:** a programme which identifies future senior leaders within the business, providing necessary training and development over an eighteen to twenty-four month period.
- **New starter induction and training:** an induction programme for all new starters ensuring that they have the right qualifications and food hygiene training required to do their job and to maximise their potential.



Chief Executive's Review
Patrick Coveney

Introduction

I am pleased to report to you on a year of significant progress for Greencore, a year in which a strong trading performance was delivered together with a step change in the progression of the Group's development agenda. Trading conditions during the year were broadly positive with consumers adjusting to, and settling down in, a new set of economic conditions together with a reasonably benign raw material pricing environment for much of the year. The progress made in FY10, and the factors which will drive our business in FY11 and beyond, reflect the combination of our strategy, our portfolio, our people, our well invested facilities and, importantly, lining these up to deliver our targeted returns on capital.

Our Strategy

Our strategy is a simple one – to win in convenience foods. The performance in FY10 highlights, whilst there is plenty more to do, that our business is winning in its key categories. Winning in this context means growing and underpinning our leading market positions by making excellent food for a margin which gives us an appropriate return on capital. Our customers consistently recognise this and an example I am proud to highlight is our ambient cooking sauces category recently winning 'The Grocer Own Label Supplier of the Year Award' in the ambient meal category. This example reflects the 'good food' passion evident in every part of our business within our overall strategy of winning in convenience foods.

"I am pleased to report to you on a year of significant progress for Greencore, a year in which a strong trading performance was delivered together with a step change in the progression of the Group's development agenda."

Our Consumer

Following the consumer recovery which was first evident in the second half of FY09, FY10 was a year in which consumer behaviour strongly underpinned demand for our portfolio offering. More importantly, there is strong evidence that many of the lifestyle changes and food consumption patterns seen in the last eighteen months are now embedded with consumers adjusting to a new economic environment. In particular, the macro trends of increased consumption of food on the go, as well as at home, strongly support demand for our food offering. Our task daily is to supply our customers and consumers with an innovative, quality food proposition at a price they can afford to pay. The sales growth[1] of 10.7% we recorded in FY10 in convenience foods, significantly ahead of market growth of 7.5% in the same period, is testament to the performance of our business in meeting the needs of our customers and consumers. We do not take anything for granted on this agenda with our markets constantly changing and our need to be immediately responsive to changes in tastes and preferences. We continually work with our customers to pre-empt these trends. In our key UK and US markets we believe the consumer environment, currently and for as far out as we can reasonably see, is positive for our portfolio and our job is to ensure that we continue to innovate and deliver a food proposition that consumers will buy week in week out.

Our Portfolio

The breadth of our portfolio is such that we can supply almost any meal proposition for any part of the day. Greencore's portfolio stretches across sandwiches, salads, sushi, chilled ready meals, quiche, Yorkshire Pudding, ambient cooking sauces and a range of cakes and desserts. This portfolio delivered 10.7% sales growth[1] and 21% operating profit growth[1,2] in FY10. This breadth and balance enables us to offer an overall food solution as opposed to being 'just a sandwich' or 'just a meals' business whilst affording us significant benefits due to broader scale. Invariably, as with any portfolio in a given year some businesses will do better than others and our portfolio breadth helps us capture overall market growth in convenience food consumption.

1 Continuing operations comparisons exclude disposed activities (Malt in the Ingredients & Property division and Water and the Continental businesses in the Convenience Foods division).
2 Before exceptional items and acquisition related amortisation.

Strategy

Goal
To win in Convenience Foods

UK
To lead in UK Convenience Foods

US
To lead in selected regions of US Convenience Foods

Strategy in the UK.
Our plans are to:

- Drive value from our existing well invested assets and demonstrated capability.
- Get closer still to our consumers and customers to anticipate and fully meet their category needs.
- Enhance the robustness and depth of our teams across all functions and businesses.
- Create an organisation that believes in itself, takes pride in what it does, is agile and responsive to market changes and is positioned for future growth.
- Remember that we are a food company – we must champion great food!

Strategy in the US.
Our plans are to:

- Take the time to really understand the market and build enduring relationships with our consumers, customers, regulators, suppliers and colleagues.
- Embed a leadership team and operating model that has the ambition, capability and headroom to develop and operate, in time, a scale business.
- Continue to hit the demanding operational and commercial milestones that we have in place.
- Put in place the right development plan – one that gives us the asset footprint we need, maintains momentum and delivers for shareholders in the long-term.

Culture
Underpinning everything is the imperative to strengthen our culture, our organisation and our capability. 'People matter' in every industry, but perhaps most of all in food. Today we have pockets of excellence in particular functional areas but there is much more to do and we are 'on the case'.

Greencore
"the recipe for success"

Chief Executive's Review (continued)

Our People

The industry that we are in, whilst simple in many ways, is enormously complex in others. In some of our category businesses we assemble raw ingredients into a finished food proposition for consumption within forty eight hours of manufacture. We have to 'get it right' at every critical step along the way from sourcing and supply chain to safe manufacture, logistics and customer relationship management. The fact that we do this consistently is testament to the quality of the people we have in Greencore. We invest in our people at every level of the business with training initiatives such as our 'Lean Academy' and 'Emerging Leaders Programme (ELP)' among the many programmes successfully operating in Greencore. Underpinning all of this is the imperative to strengthen our culture, our organisation and our capability. 'People matter' in every industry, but perhaps most of all in food. Today we have pockets of excellence in particular functional areas but there is much more to do on this agenda and we are actively on the case.

Our Well Invested Facilities

Manufacturing is a core and key competence at Greencore. We strive to obtain competitive advantage through having the lowest per unit manufacturing cost in our key manufacturing sites. To this end scale matters and, by way of example, our Manton Wood manufacturing facility is the largest fresh sandwich facility globally and our Selby facility is the largest cooking sauce facility in Europe. This scale enables us to invest in the best people, technology and processes to produce great food and continually offer optimal per unit costs to our customers.

Our Profitability and Returns on Capital

I am pleased to report the third successive year of improvement in the Group's operating margin[1,2]. This reflects the 'connection' of the various facets which drive returns as I have referred to above. Group operating profit[1,2] increased by 17.6% in FY10 to €59.7m with the operating margin[1,2] of 7% increasing by 63 basis points. Over the past three years we have been on a steady path of margin expansion and now, whilst continually targeting improvement, believe our margin represents a more appropriate return on our invested capital.
The improvement in margin has been delivered through operating leverage, our performance management culture and also from a set of 200+ separate efficiency initiatives driven through the business at any point in time in a framework of continuous improvement. Margin management in Greencore is about achieving an appropriate balance of returns on capital and delivering a food proposition competitively to our customers. Our pre-tax return on capital in FY10 was 14.1%.

Disposals

It is only right that I pay tribute to the management teams and employees of our former Malt, Water and Continental businesses. These are good businesses sold for an excellent aggregate consideration of €142.3m[3] to owners with strategies which are much closer to their activities than Greencore's. I thank them sincerely for their contribution to Greencore in the past and wish them, together with their new owners, every success for the future.

The Future

I am very excited about the prospects for Greencore and it is an honour to be its Chief Executive. The future is bright for the business in any scenario now that it has the right combination of portfolio, people, balance sheet and strategy. We will continue to build on this and will never accept the status quo as 'our lot'.
I am acutely conscious at the time of writing that we have recommended the merger of our business with Northern Foods plc. This has the potential to deliver for shareholders in so many ways and will, if approved by both sets of shareholders, present a new area of opportunity.
In conclusion, I would like to thank all of our stakeholders for their enduring support and efforts in a very busy year, including those of our employees and leaders, our customers and our investors.

Patrick Coveney
Chief Executive
9 December 2010

"I am very excited about the prospects for Greencore and it is an honour to be its Chief Executive. The future is bright for the business in any scenario now that it has the right combination of portfolio, people, balance sheet and strategy."

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2 Before exceptional items and acquisition related amortisation.
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measuring up...

Key Performance Indicators

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

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

01. Return on Capital Employed

Capital is defined as the sum of the book value of shareholders' equity plus comparable net debt[3] but excluding investment property and pension scheme assets or deficits net of deferred tax with the returns measure expressed as operating profit[1,2] including share of associates. The Group's return on capital in FY10 was 14.1% (FY09: 10.2%).

Return on Capital Employed

2010	14.1%
2009	10.2%

+390bps

02. Sales Growth

Group sales[1] from continuing businesses increased by 6.9% in FY10. In our Convenience Foods division, the Group measures weekly sales growth. In FY10 we recorded 10.7% growth[1] from continuing businesses. In the Ingredients & Related Property division, we track monthly sales. In FY10 we recorded a 22.5% sales decline on continuing businesses[1], albeit this activity now represents a very small proportion of Group sales.

Group Sales[1] (€m)

2010	856.0
2009	800.9

6.9%

03. Operating Margin

The Group's operating margin[1,2] in FY10 was 7.0% compared to 6.3% in FY09. In Convenience Foods the operating margin[1,2] was 6.9% compared to 6.3% in FY09.

Operating Margin[1,2]

7.0%
+63bps

04. Free Cash Flow

The Group's free cash measure is net cash flow from operating activities after capital expenditure but before exceptional items and pension deficit funding. Group continuing[1] free cash was €82.5m in FY10 or 138% of Group operating profit[1,2] of €59.7m.

Free Cash Flow

€82.5m

138% of Group operating profit[2]

1 Continuing operations comparisons exclude disposed activities (Malt in the Ingredients & Property division and Water and the Continental businesses in the Convenience Foods division).
2 Before exceptional items and acquisition related amortisation.
3 Comparable net debt comprises current and non-current borrowings less cash and cash equivalents and excludes the impact of the fair value or derivative financial instruments and related debt adjustments.

A dash of Inspiration + A drop of Expertise = Innovation

We are passionate about good food

To succeed we must understand and meet the needs of consumers. With the help of market insight and an awareness of global food trends our development chefs are constantly seeking to develop new and exciting products that fulfil and exceed consumer needs.

Divisional Review
Convenience Foods

Overall

The division had a very strong year, growing sales, profitability and margin. We have seen a significant shift in consumer behaviour over the past twelve months with an increase in 'at home' consumption and a buoyant recovery in food to go notable trends. Additionally, consumers have responded well to new innovation and development initiatives with a return of some consumers who had retreated from certain categories, such as prepared ready meals, now attracted back to the market. As referred to previously, the capacity environment in the UK has improved with an overall market reduction in invested capital in chilled food over the last two years. We continue to build the overall portfolio margin benefiting from category mix, operating leverage and ongoing efficiency initiatives.

Food to Go
Largest Category Business

Food to Go is our largest category business comprising fresh sandwiches, salads and sushi. The 'down trading' to cheaper sandwiches which was a feature of the market a year ago has now reversed with market value growth exceeding volume growth in the final quarter. We continued to grow share in the major multiples in the year by driving the category management agenda for retailers and delivering successful NPD and innovation. An example of this is our 'Made Today' range of baguettes and salads which are made daily after midnight using freshly prepared ingredients. This is positioned to directly compete against high street sandwich bars.

Prepared Meals
22% Increase in Sales

Our Prepared Meals business comprises two core categories, chilled ready meals (CRM) and quiche. As highlighted previously this year, the performance of our Prepared Meals business was significantly ahead year on year for three key reasons. Firstly, consumers have been attracted back to the category driven by strong NPD and promotional activity. Consumers are reducing their out of home dining frequency and increasing food consumption at home whilst still needing convenience. Secondly, the customers we serve are performing better than the overall market. In partnership with our customers we have been investing in a category rejuvenation process for over twelve months and are now winning share with both existing and new customers who in turn are attracting more consumers. The CRM market grew in volume by 7.7% in the 52 weeks to 3 October 2010 with Greencore growing its prepared meals sales by 22% in the same period. A third factor is capacity. For many years the ability to earn an economic return in the CRM category was hampered by excess manufacturing capacity. There have been six factory closures since 2008 which have gone some way towards restoring the supply/demand balance in the category.

"The division had a very strong year, growing sales, profitability and margin. We have seen a significant shift in consumer behaviour over the past twelve months with an increase in 'at home' consumption and a buoyant recovery in food to go notable trends."

Growth

Grocery

SKU Rationalisation Programme Completed

Our Grocery business comprises ambient cooking sauces, pickles and salad dressings. Greencore has a leading market position in the UK private label cooking sauces market. This market grew by 5.7% in volume in the year to 3 October 2010. An important aspect of FY10 was the completion of the SKU rationalisation programme to eliminate non-economic product lines, in particular a scaling back of our contract packing business. At the end of FY10, the category had 470 SKUs, focused on the core categories of cooking sauces, pickles and table sauces, down from 1,257 SKUs in FY07. As a result returns and profitability have improved significantly over the same period.

Cakes and Desserts

5.1% Increase in Sales Volumes

Our Cakes and Desserts business had a satisfactory year in a difficult environment. The category has been impacted by the challenges of excess industry capacity, a more pronounced level of raw material inflation than in other categories and a higher level of promotional activity. The UK ambient cake market grew in volume by 1.6% in the year to 3 October 2010 with Greencore growing its volumes by 5.1% in the same period. This was driven in particular by growth in our celebration cakes business which grew by 11.9% in FY10 reflecting innovation with existing customers and the delivery of a new customer.

Chilled Sauces & Soups

15% Sales Growth

We have significant positions in the UK manufacture of chilled sauces and chilled soup. The chilled sauce market declined in value by 1% with chilled soups growing in value by 11% in the year to 3 October 2010. Our business recorded a strong performance in FY10 with sales increasing by 15% driven by a 57% year on year increase in soup volumes transforming our market position to number one in UK private label soup. This was driven by innovation, investment in new capacity and the delivery of a new customer.

Frozen Foods

Strong Market Share

Our Frozen Yorkshire Pudding business had a solid year in an environment of increased competition from a branded competitor and significant promotional activity. Unfortunately, a fire occurred at our manufacturing facility in Leeds in March but the Group had adequate insurance cover in place to cover losses associated with business interruption and to restore the plant. The first of two ovens has been commissioned with the second scheduled for commissioning by the end of Q1 in FY11. The key category driver of frozen baked Yorkshire puddings grew in value by 2% in the year to 3 October 2010 with our business decreasing in value by 2% due to the impact of the fire. We retain a strong market share in this category and will have a new, well invested, facility on completion of the second oven commissioning in the early part of 2011.

Foodservice Desserts – Ministry of Cake

Sales Volume Growth of 6%

We are the UK's number one foodservice desserts player with a market share of approximately 20% and the business had a good trading year recording sales volume growth of 6%. We continue to build scale trading relationships and have the number one selling dessert lines in Punch Taverns, Greene King, Café Nero and Makro.

US Convenience Foods

Sales Growth of 18%

Our US business recorded sales growth of 18% in FY10 with food to go volume being a key driver of this growth. Significant investment in factory, operating and business improvement processes was carried out in FY10, the cost of which has impacted the comparison against the profitability recorded in FY09. The Group has recorded cumulative sales growth of 53% since FY08, the year in which we made our platform acquisition of Home Made Brand Foods. US retailers continue to seek a fresh in-store prepared foods solution and the growth we have experienced is reflective of this trend. From a standing start in FY08, we have attained number one market positions in the North Eastern US in the fresh manufactured sandwiches and leaf salads markets with number two positions in the same territory in chilled entrees and chilled quiche.

1 Continuing operations comparisons exclude the Water and the Continental businesses that were disposed of during the year.
2 Before exceptional items and acquisition related amortisation.

Sales[1] (€m)

2010 784.5
2009 708.6

+10.7%

Operating Profit[1,2] (€m)

2010 54.1
2009 44.7

+21.1%

Operating Margin

2010 6.9%
2009 6.3%

+60bps

Divisional Review
Convenience Foods (continued)

Chilled Sauces and Soups sales growth

15%

US Convenience Foods (continued)

A significant re-fit of our Newburyport facility is now substantially complete which will enhance capability to a comparable manufacturing standard to our UK facilities as well as increasing capacity. We continue to search for suitable bolt-on acquisition opportunities but to date have not identified a target which reflects the right combination of category competence, manufacturing capability and valuation.
We have sufficient capacity at our upgraded Newburyport and Cincinnati facilities to meet market growth for the next two years and on that basis have a reasonable timeframe in which to progress our next development move.

Continental Convenience Foods
Disposed of in August 2010

Our Continental convenience foods business was disposed of in August 2010. Its activities, which comprised 7% of divisional sales in FY09, have been disclosed as discontinued due to the Group's full withdrawal from the Continental convenience food market. This market, and specifically the categories in which we had a competence, lacked appropriate scale and had no customer or operational overlap with the rest of the Group's convenience foods activities.

Water
Disposed of in March 2010

The Group's Water business was disposed of in March 2010 and its results have been disclosed as a discontinued activity.

"Our US business recorded sales growth of 18% in FY10 with food to go volume being a key driver of this growth."

1 Continuing operations comparisons excludes the Malt businesses that were disposed during the year.
2 Before exceptional items and acquisition related amortisation.

Divisional Review
Ingredients & Property

Ingredients & Property

Less than 10% of Group Activity

Ingredients & Property represents less than 10% of overall Group activity following the disposal of Malt. The performance of Malt, previously reported within this division, has been separately disclosed as a discontinued activity. The Group's remaining Ingredients & Property activity recorded a solid year in difficult market conditions. An operating profit of €5.6m was recorded compared to a profit of €6.1m in FY09 reflecting reduced molasses and edible oils volumes in the year.

Malt

Disposed of in March 2010

Malt was disposed of on 26 March 2010 and as a consequence the FY10 performance reflects its contribution for half the financial year compared to a full year in FY09. The overall malt margin was maintained due to carry-over volumes on long-term agreement contracts entered into in previous years.

Ingredients & Property operating profit

€5.6m

Ingredients & Property

Sales[1] (€m)

2010	71.5
2009	92.2

-22.5%

Operating Profit[1,2] (€m)

2010	5.6
2009	6.1

-8.0%

Operating Margin[1,2]

2010	7.8%
2009	6.6%

+120bps

Malt

Sales (€m)

2010	90.6
2009	217.2

-58%

Operating Profit[2] (€m)

2010	8.6
2009	20.5

-58%

Operating Margin[2]

2010	9.4%
2009	9.4%

+/-0%

Less Waste
+ A touch of Common Sense
= Efficiency

We set, measure and monitor highly ambitious targets.

To stand out in a highly competitive market Greencore needs to ensure that its manufacturing processes are efficient. Our world-class 'Lean Greencore' programme delivers efficiency throughout the organisation.

Financial Review
Geoff Doherty

Overview

The EUR/GBP exchange rate did not significantly impact year on year comparisons of the reported results in FY10 versus FY09. The average EUR/GBP rate was £0.864 compared to £0.881 in FY09, positively impacting the year on year comparison of our Income Statement by 2.0%. Group sales from continuing operations[1] were €856.0m, an increase of 6.9%. Group operating profit[2] from continuing operations[1] was €59.7m, an increase of 17.6%. The Group operating margin[2] on continuing operations[1] was 7.0% compared to 6.3% in FY09. The Group result for FY10 was a profit of €34.5m compared to a loss of €8.4m in FY09.

Capital Structure

The Group employs a combination of debt and equity to fund its operations. At the end of FY10 the total capital employed in the Group was €425.6m (FY09: €496.3m). Capital employed is defined as the sum of the book value of shareholders' equity plus comparable net debt but excluding investment property and pension scheme assets or deficits. The Group's primary source of incremental capital, outside of the capital markets, is its cash flow from operations[1] which was €96.9m, before exceptional items, during FY10. The Group funds its acquisition activity from a combination of cash flow and available headroom within committed bank facilities. All acquisitions are made within internally prescribed Group net debt to EBITDA targets both on acquisition and within eighteen months of acquisition.

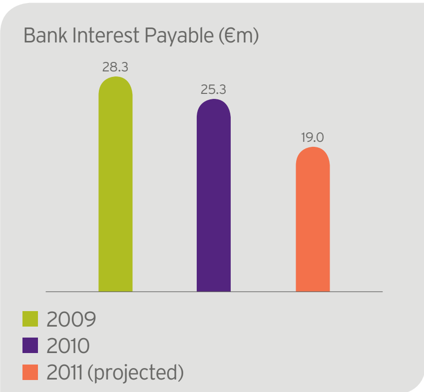
As at 24 September 2010, the Group's net debt was €193.4m which represented 2.3 times EBITDA, comfortably within the Group's key debt covenant. At 24 September 2010, the Group had committed facilities of €496.3m with maturity dates at various dates to October 2015. €335.9m of our facilities are provided by a group of international banks with the remainder being private placement notes.

Bank Debt and Interest Payable

The Group's bank interest payable in FY10 was €25.3m, a €3.0m reduction on the FY09 charge of €28.3m. The composition of the charge in FY10 was interest payable of €21.5m, commitment fees for undrawn facilities of €2.3m and an amortisation charge in respect of facility arrangement fees of €1.5m. As a consequence of the Group's disposal programme, the Group restructured its debt in the second half of FY10. Firstly, to match assets and liabilities, €110m of borrowings were repaid with an equivalent GBP amount re-borrowed. Secondly, due to the Group's lower level of ongoing debt, a portion of the Group's fixed interest rate contracts were settled for a sum of €9.6m. This settlement cost had been fully provided for in the Group's Financial Statements and represented an acceleration of amounts which would have been paid in future years as interest payable. As a result of this, interest payable in the second half of FY10 of €11.4m was €4.7m, or 29%, lower than the €16.0m charge in the second half in FY09. Furthermore, the full year FY11 interest payable, including commitment fees and facility fee amortisation, is expected to be approximately €19.0m. Average net debt, as is customary and having regard to the seasonal profile of our business and our customers' and suppliers' working capital profile, is forecast to be approximately €75m higher than net debt at the end of the financial year which is a seasonally low point.

"In headline terms, there was a strong Group performance with a 17.6% increase in operating profit[1,2] and 6.9% increase in sales[1]. Group net debt has reduced 32% year on year to €193.4m."

32% Reduction in Net Debt



Non-Cash Finance Charges

The Group's net non-cash finance charge in FY10 was €2.2m (€19.6m in FY09). The change in the fair value of derivatives and related debt adjustments was a non-cash prospective charge of €1.8m at the end of September 2010 (€20.4m at the end of September 2009) reflecting, in the main, the significant reduction in interest rates and the associated impact of marking to market on the Group's fixed interest rate swaps. The non-cash pension financing charge of €0.3m was less than the credit in FY09 of €1.2m reflecting a reduction in interest rates and the lower expected returns on pension assets. The charge in respect of the increase in the present value of assets and liabilities held was €0.2m (FY09: €0.4m).

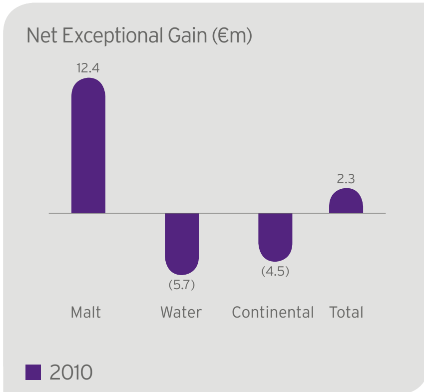
Taxation

The Group's effective tax rate in FY10 was 17% including the tax impact associated with pension finance items, which is higher than the full year effective tax percentage of 16% in FY09. This reflects the change in the profile of Group profits following the disposals in FY10.

Net Exceptional Gain

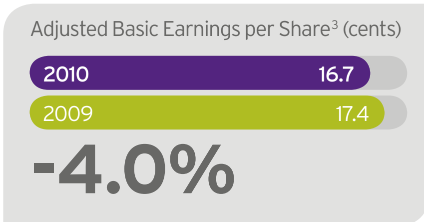
An exceptional gain of €2.3m was recorded in FY10 on the disposal of the Group's Malt, Water and Continental businesses as set out below:

- a gain of €12.4m was recorded on the disposal of Malt (a surplus on disposal of €16.6m was recognised before the reclassification, with no impact on net assets, to the Income Statement of foreign currency translation losses of €4.2m previously written off to reserves).
- a loss of €5.7m on the disposal of Water (a loss of €2.6m was recognised before the reclassification, with no impact on net assets, to the Income Statement of foreign currency translation losses of €3.1m previously written off to reserves).
- a loss of €4.5m was recorded on the disposal of the Group's Continental convenience foods business.



Earnings per Share[3]

Adjusted earnings per share[3] for FY10 were 16.7 cent compared to 17.4 cent in FY09. Continuing[1] adjusted earnings per share for FY10 were 13.3 cent. This is based on a weighted average number of ordinary shares for the year of 204.5m (FY09: 202.7m). The adjusted earnings per share calculation is stated before exceptional items, fair value items, intercompany foreign exchange, pension finance items and amortisation of acquisition related intangibles.



1 Continuing operations comparisons exclude disposed activities (Malt in the Ingredients & Property division and Water and the Continental businesses in the Convenience Foods division).
2 Before exceptional items and acquisition related amortisation.
3 Before exceptional items, pension finance items, acquisition related amortisation, FX on inter-company and certain external loan balances and the movement in the fair value of all derivative financial instruments and related debt adjustments.

Financial Review
(continued)

Defined Benefit Pension Liability (€m)

Pensions

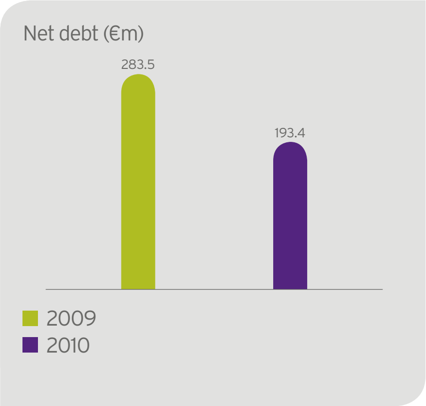
The fair value of total plan assets relating to the Group's defined benefit pension schemes (excluding associates) increased to €381.4m at 24 September 2010 from €347.1m at 25 September 2009. The present value of the total pension liabilities for these schemes increased to €499.8m from €447.0m over the same period. This is reflected in an increase in the net pension deficit (before related deferred tax) to €118.4m at 24 September 2010 (from a net pension deficit of €99.9m at 25 September 2009).

The net pension deficit was €90.8m after related deferred tax at 24 September 2010 (from a deficit of €75.5m after related deferred tax at 25 September 2009). The key driver of the increase in liabilities year on year is a reduction in corporate bond yields which is the interest rate required under IAS 19 to calculate pension liabilities. 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.

Cash Flow and Net Debt

Net debt at 24 September 2010 was €193.4m, a reduction of €90.1m or 31.8% on last year's €283.5m. A key driver of the year on year net debt reduction was disposal proceeds of €129.4m before working capital adjustments and transaction costs. A net cash inflow (pre exceptional items) from operating activities[1] of €96.9m was recorded compared to an inflow of €75.5m in FY09. Capital expenditure of €24.6m was incurred in the year. Interest costs of €28.9m were paid in the year with dividends to equity holders of €12.4m. A cash amount was incurred of €9.6m on settling a portion of the Group's fixed interest rate contracts. The translation of the GBP and USD components of the Group's debt negatively impacted net debt at September 2010 by €9.1m versus the prior year.

"Net debt at 24 September 2010 was €193.4m, a reduction of €90.1m or 31.8% on last year's €283.5m."



Financial Control and Risk

In FY08, we implemented a new set of financial control procedures, performance measures and monitoring controls to significantly improve the control environment of the Group. We widened the definition of what is meant by control to all functions of the business rather than examining and monitoring through the finance function in isolation. An element of compensation for our senior business leaders is directly connected to the maintenance of a strong control environment. In addition, we established a Risk Management Group (RMG) to identify and monitor key Group risks supported by a programme of work approved by, and reporting periodically to, the Group Board's Audit Committee.

On an ongoing basis, the Group's financial control environment is subjected to continual review by the Group's finance function with a particular focus on finance talent to ensure the Group's financial control environment is maintained. Additionally, individual businesses are measured against each other internally and there is continual measuring of all key controls.

Geoff Doherty
Chief Financial Officer
9 December 2010

1 Continuing operations comparisons exclude disposed activities (Malt in the Ingredients & Property division and Water and the Continental businesses in the Convenience Foods division).
2 Before exceptional items and acquisition related amortisation.
3 Before exceptional items, pension finance items, acquisition related amortisation, FX on inter-company and certain external loan balances and the movement in the fair value of all derivative financial instruments and related debt adjustments.

Principal Risks and Uncertainties

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 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 its chosen markets. The Group also continually works to streamline its cost base to ensure it remains competitive.
Expansion	In order for the Group to continue its strategy of expansion, it is necessary that it identifies and pursues suitable acquisition targets or greenfield development sites and integrates these successfully into the Group's existing operations in an efficient and sustainable manner.	Senior Group Management engage in a robust, formal and thorough process for identifying, measuring and deciding on the suitability of potential acquisitions or 'greenfield' development sites.
Commercial Risks		
Changes in Consumer Behaviour and Demand	In common with other food industry manufacturers, unforeseen changes in food consumption patterns and/or amendments to government legislation regarding the composition of food products may impact the Group. In addition, demand for a number of the Group's products can be adversely affected by the global economic recession.	The Group works closely with its customers to adapt to changing consumer trends and invests in innovation and new product development to ensure regulatory, customer and consumer requirements are addressed.
Loss of Key Customer Relationships	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.	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 customers outside the grocery multiple retail channel and the exploration of other geographic markets such as in the US where the Group has continued to expand its service offering during the year.
Commodity Price/Input Cost Fluctuations	The Group's cost base can be affected by fluctuating raw material and energy prices.	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.
Operational Risks		
Food Safety, Environmental and Health and Safety	As a producer of convenience foods and ingredients, Greencore is subject to general market related risks, including product contamination and general food scares. In addition, Greencore is subject to rigorous and constantly evolving regulations and legislation in the areas of environmental protection and employee health and safety.	The Group maintains a strong technical function which sets high standards for hygiene, health and safety systems and environmental controls. The Group also regularly audits supplier facilities to ensure both product traceability and compliance with Group standards. In addition, Greencore closely monitors emerging issues in an ever-changing regulatory environment to address increasing compliance requirements, particularly in the areas of health and safety, emissions and effluent control.

Risks	Description of Risks	Measures to Reduce Risks

Operational Risks (continued)

Loss of Manufacturing Capability	The loss of a significant manufacturing/operational site through fire, natural catastrophe, act of vandalism or critical plant failure could potentially have a material impact on the Group.	The Group mitigates these risks through 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.
Loss of Key Personnel	The ongoing success of the Group is dependent on attracting and retaining high quality senior management and staff who have the ability to effectively manage the Group's operations in a period of economic stability and in a downturn.	The Group mitigates the risk associated with loss of key personnel through robust succession planning, strong recruitment processes, long-term management incentives and retention initiatives.

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.	The 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 23 to the Group Financial Statements.
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 world-wide equity markets 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. In addition, the Group has closed off a number of its significant defined benefit pension schemes to new members. The assumptions used in calculating the funding position of the pension funds are shown in detail in Note 28 to the Group Financial Statements.

Other

Property Development	The Group has a considerable land-bank for future development. The value of this holding is directly related to the macro-economic environment in Ireland and the UK, the successful environmental clean-up of the brownfield sugar factory sites and the nature and timing of any zoning and subsequent planning permission obtained.	The Group manages these opportunities and the related risks through a clear property development strategy, the centralisation of all property development related issues under the Chief Financial Officer, the employment of property specialists with significant industry experience, detailed site-specific plans and regular engagement with the Board.

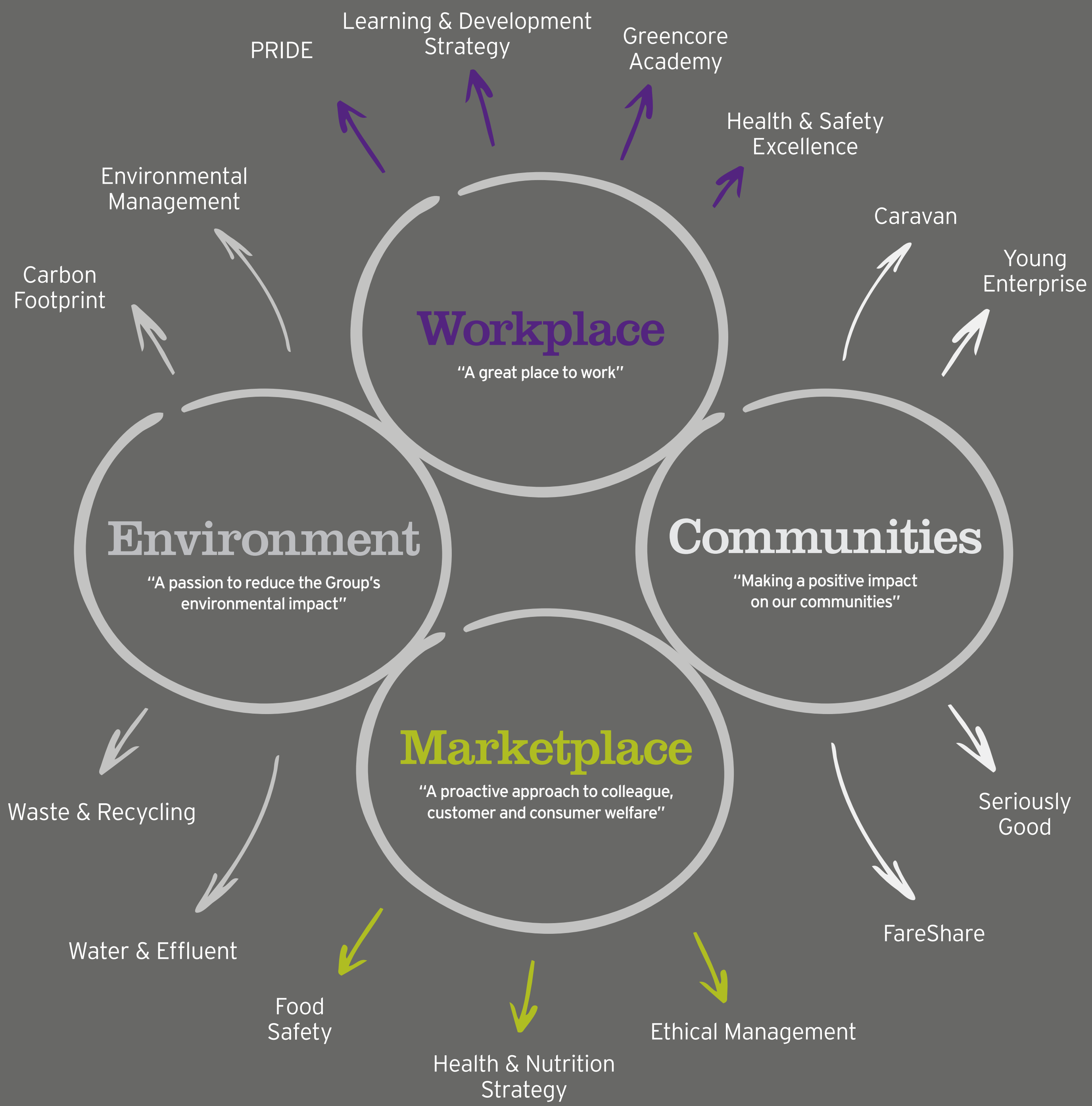
Corporate Responsibility Review

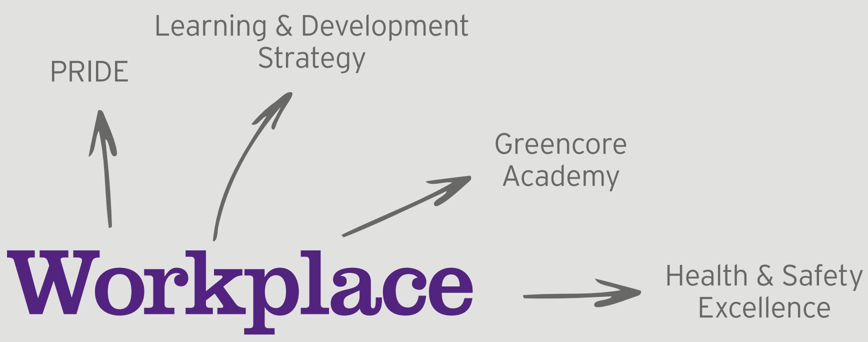
Introduction

Greencore takes seriously its duty to conform to the laws and regulations in the jurisdictions in which it operates. It is fully committed to maintaining good corporate responsibility. We have a duty to treat colleagues fairly and to protect the health and safety of colleagues, consumers and the communities we operate in.

The following review is based on Greencore's culture and values which shape the way Greencore does business. The review covers the following areas: Workplace, which includes health and safety; Environment; Marketplace and Local Communities.

Corporate Responsibility Strategy





PRIDE

PRIDE is Greencore's performance management programme that sets individual personal development plans and maps delivery against Group values and personal and business objectives. PRIDE has cascaded throughout the organisation, including shop-floor colleagues. A highly innovative electronic version of **PRIDE** (ePRIDE) including 360 degree feedback was launched in 2010 to help facilitate the process and this has been rolled out across the business.

Learning & Development Strategy

Greencore has a clearly defined learning and development strategy, which maps out career development opportunities and the required development support for all of its colleagues. A number of tools and systems are in place to support the individual development plans including an online learning management system ('Learning Zone') and e-learning suites at a number of Greencore's facilities.

All new starters undergo a formal **induction programme** ensuring that they understand all of the requirements to be successful at Greencore and their obligations in the area of food hygiene training required to do their job effectively. Colleagues who do not have English as their first language are offered **language training**. Additional support in the form of translated documentation and signage is also provided, where appropriate.

Greencore has an **Emerging Leaders Programme**, which identifies and provides targeted training for future senior leaders within our business. In 2010, twelve colleagues completed this eighteen month programme.

Greencore Academy

The **Lean Greencore Leadership Academy**, now in its fifth year, is a company-wide programme, which provides a holistic approach to building effective leadership skills and food manufacturing capability in our people using recognised lean manufacturing methods and world-class standards. These tools have been rolled out across the business including engineering and environment and the impact of these new initiatives is monitored through a specially designed dashboard. Lean Greencore is supported by a dedicated team within the Group which is constantly developing the tools and individual skills to ensure that Lean Greencore truly is world class.

Health & Safety Excellence

Greencore, as a HSE FOILE group, prides itself on working to the highest safety standards in the industry. We have committed to the HSE pledge on health and safety management, and we also support the HSE/TUC led Food Manufacturing Forum through the "Recipe for Safety" initiative and the National Food Manufacturing Conference. The health, safety and well-being of our people and visitors to our facilities are of the utmost importance to Greencore. Full financial year end statistics demonstrate a fall in all accidents of 10.8% (Financial year 2009-2010). Our business categories have dedicated risk managers, who report to both the site management as well as the Group Health & Safety Manager, Tom Chambers. Greencore has recently invested in a behavioural safety programme which was developed "by our people for our people" and is being piloted at our Selby facility. We are particularly proud that Tom Chambers has been appointed to the **Institution of Occupational Safety & Health** council for a three year term commencing from the November AGM. He has also spent the last three years working as Vice Chair of the IOSH Group Management Committee (GMC) helping to introducing a performance management system for groups across the manufacturing sector.

Ongoing training and education is provided to ensure that our risk managers meet acceptable national competence standards, including sponsorship to third level and postgraduate level degrees in health and safety management.

Two of our managers successfully graduated this year with a fully sponsored MSc from Portsmouth University. Excellence is recognised internally with an awards scheme presented at our national SHE conference which celebrates internal achievement whilst sharing best practice. We also fund a graduate entry scheme for future risk managers and have just appointed the latest incumbent in September. Greencore also participates in a wide range of training with our insurers and the leading accreditation body, **SGS**. In August all ten Greencore SHE managers who participated in the **Advanced EMS/ISO 14001 Lead Auditor Course**, organised by SGS, passed with 'Excellent' or 'Good' assessments.

As part of our continuous programme we conduct health, safety, environmental and machinery safety audits across our facilities, alongside independent certification audits to both **ISO 14001** and **OHSAS 18001 2007** – the industry standards for effective management health and safety and environmental management.

All Greencore sites in the UK provide occupational health monitoring ensuring consistent standards and best practice is maintained. In the US we are working to best industrial practice.

Property management has always been a priority for Greencore with insurers recognising Greencore building and refurbishment practices as amongst the best in the sector.

Environmental Management

Carbon Footprint

Waste & Recycling

Environment

Water & Effluent

Environmental Management

Greencore is committed to growing its business in an environmentally responsible and sustainable manner. Greencore's **Lean Environment Programme** has been rolled out across the Group and is now implemented across the majority of our UK sites. Each programme commences with a twelve week cycle incorporating training, data collection, problem solving and implementation. So far the project has stimulated some excellent projects ranging from simple solutions to more complex investments, ultimately driving greater efficiencies and delivering environmental improvements.

Carbon Footprint

Greencore continues to work on a number of initiatives to actively measure and reduce our absolute carbon footprint and our relative carbon intensity. We continue our partnership with **Carbon Action Yorkshire** with the aim of reducing greenhouse gas emissions in the Yorkshire and Humber region. In 2010 Greencore registered with the **Carbon Disclosure Project**, a global organisation that encourages organisations to measure and disclose their greenhouse gas emissions and climate change strategies. Details of Greencore's carbon footprint can be found below. This information follows the guidelines and principles of the WBCSD/WRI Greenhouse Gas Protocol and covers our Scope 1 & 2 emissions, incorporating fossil fuels, transport fuel, refrigerants and electricity related data.

Waste & Recycling

Greencore's focus is on the elimination and minimisation of waste at source. We actively encourage source segregation of waste to facilitate the reuse and recycling of materials. Greencore is committed to eliminating the use of landfill as a disposal route and actively seeks more sustainable solutions for unavoidable waste. In 2010 Greencore reduced waste to landfill by 28% and now has eleven sites that send zero waste to landfill, versus five sites this time last year.

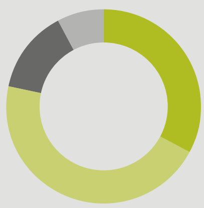
Having been a signatory of the original Courtauld Commitment in 2008, Greencore signed up to Phase 2 (**Courtauld Commitment 2**) in 2010, which moves away from solely weight-based targets and aims to achieve more sustainable use of resources over the entire lifecycle of products, throughout the whole supply chain.

Water & Effluent

Greencore continues to promote the efficient use of water and to encourage water conservation methods at all of its facilities. We aim to minimise material losses to drain, to reduce the environmental impact of authorised discharges from our facilities and to utilise effluent plants to ensure compliance where required.

In recent years effluent plants have been installed at our facilities in Hull and Manton Wood, with further investments and trials at our Prepared Meals facilities at Warrington and Kiveton. One particular water efficiency project at our Chilled Sauces & Soups facility in Bristol has generated 840 tonnes in water savings per week.

Greencore Group Carbon Footprint 2009/10
119,363 tonnes CO_2e (Scope 1 & 2 emissions)



Fossil Fuels
Electricity
Transport
Refrigerants

Food Safety

Health & Nutrition Strategy

Ethical Management

Marketplace

Food Safety

Food safety is critical to Greencore. We aim to be industry leading in this area and continue to invest in our people and our facilities to ensure that the highest standards are upheld. Greencore has technical experts at all of its sites, who report to the local site management teams, as well as to the Group Technical Director.

Internal and external audits are regularly conducted. At our UK Convenience Foods facilities in the UK there were 2,217 internal audits, 108 external audits and in excess of 366,000 internal and external taste panels. All of our UK sites are accredited with the highest **British Retail Consortium** 'grade A' standard. Furthermore in 2010 Greencore conducted 198 supplier audits.

During the past year Greencore Technical Executive, Martin Ford, has taken over the chair of the **Chilled Food Association's** (CFA) Technical Committee. Greencore Group Technical Director, Helen Sisson, retired as Chair of the CFA after an unprecedented third term and Greencore holds the chair of the CFA Product Group.

Health & Nutrition Strategy

As a leading food manufacturer Greencore has a responsibility to ensure that it provides healthy food choices to both its customers and its people. Health and nutrition remain key areas of focus, which is why Greencore employs a dedicated **Group Nutritionist**. This Group nutritionist works with Greencore's new product development and technical teams as well as our customers and external bodies to help deliver health and nutrition targets. The external bodies include the **Chilled Food Association**, the **Food Standards Agency** and **IGD**, where Greencore plays an active role on the various committees and working groups.

Our key achievements and activities in 2010 include:

- Continued commitment to working towards FSA 2010 targets in the UK with 98% of UK products already compliant and plans in place for those that do not yet meet the targets.
- 79% of Greencore products in the UK already meet the **FSA 2012 salt targets**.
- Continued development of a nutrition strategy and related policies.
- A structured approach to measuring and reporting nutrition targets.
- Greencore has become a member of the **East Midlands Platform on Food**, **Physical Activity and Health** which aims to tackle issues related to obesity in the region in support of the National campaign **Change4Life**.
- Greencore is also an active member of the **IGD Industry Nutrition Strategy Group** (INSG) and the **Nutritionists in Industry** (NII) group.
- Strong links with **customer nutritionists** in order to track and monitor and help deliver customer nutritional policies, activities and opportunities.
- No hydrogenated vegetable oils, industrially added trans fats or genetically modified organisms are used in UK Greencore products.
- Established **basic nutrition training programme** now in place for Greencore employees.

Ethical Management

Ethical sourcing, animal welfare and concerns around sustainability are increasingly entering the mainstream of food retailing. Greencore has been a long-standing member of **SEDEX**, an organisation which not only monitors Greencore's ethical performance but also that of our suppliers.

In addition to the ethical audits conducted by our customers, Greencore has also developed and launched its own **ethical self audit** for all its sites.

Greencore has also signed up to the **Greenpalm Certification Scheme**, which is a certificate trading programme designed to tackle the environmental and social problems created by the production of palm oil.

"Food safety is critical to Greencore. We aim to be industry leading in this area and continue to invest in our people and our facilities to ensure that the highest standards are upheld."

Caravan

Young Enterprise

Seriously Good

FareShare

Communities

Local Communities

Greencore is aware of the impact that it can have on its local communities and takes this responsibility seriously. Across our site locations we work with a number of local schools, sports clubs and community organisations, providing sponsorships and support for fundraising events.

We support and encourage the **fundraising activities** of colleagues, who participate in various activities including sponsored runs, cycle rides and five-a-side football to raise funds and awareness for charity.

We are currently providing work experience at our Bow facility to a recently qualified Health and Safety Manager through a shadowing scheme where the individual is given a funded three month place to further strengthen their academic skill with a hands on approach.

Dublin Simon Community

During 2010 we launched an initiative to provide free sandwiches to homeless shelters in Dublin operated by the Dublin Simon Community.

Caravan

Greencore is a supporter of **Caravan**, the charity which currently supports more than 1,500 former industry workers who have fallen on hard times. Several Greencore colleagues participate in the various Caravan committees and actively promote and support the efforts of Caravan throughout the organisation. This is done through raising awareness, participation at sponsored events and donating food products for hampers, which are distributed to the beneficiaries at Christmas.

Young Enterprise

It is important for Greencore to support young people in the community, which is why Greencore continues to support **Young Enterprise,** a charity which aims to build a connected world of young people from 4 to 24 years old, business volunteers and educators, inspiring each other to succeed through enterprise. A number of Greencore colleagues regularly volunteer at local schools and Greencore has also sponsored programmes for primary school children. In addition Greencore organises site visits and food demonstrations to promote careers in the food industry.

Seriously Good

Greencore continues to support **Comic Relief** through its range of **Seriously Good** cooking sauces, which were developed together with Gordon Ramsay. At least 10p from each jar sold is donated to Comic Relief. So far Seriously Good has raised in excess of £200,000, which goes towards supporting disadvantaged and vulnerable people in the UK and in some of the world's poorest countries.

FareShare

Greencore has started working with **FareShare**, a UK charity which aims to address food poverty and food waste by providing surplus 'fit for purpose' food products to organisations which work with disadvantaged people. In the past year FareShare has contributed to providing more than 6.7 million meals, whilst at the same time minimising the amount of surplus food going to landfill.

Further details of our company values, our corporate responsibility and codes of business practice can be found on our website at www.greencore.com.

Corporate Responsibility Review

Our Values

1. Performance matters…

- We expect and reward results.
- We never accept the status quo and we continuously seek a better way.
- We always do what we say we will do.
- We set, measure and monitor highly ambitious targets.
- We maintain the highest manufacturing/technical standards.
- We adhere to a strict financial rigour.

2. People matter…

- We believe that people make the difference.
- We treat one another with respect and dignity. Individuals at all levels of the business feel valued and valuable.
- We provide ample opportunities for professional growth and development.

3. Passion about what we do…

- We maintain the highest levels of customer-focused service.
- The quality of our products is the best in the industry.
- We have fun and enjoy the work we do.
- We are passionate about good food.

4. Responsibility matters…

- We ruthlessly leave responsibility with the people/at the level where it can be best exercised.
- We treat Greencore's resources (i.e. money/time/reputation) as if they were our own.
- We maintain the highest levels of ethics and integrity.

Board of Directors

1.

GP Doherty, B Comm, FCA

Chief Financial Officer (Aged 39)

He was appointed Chief Financial Officer and Chief Executive of the Group's property and agribusiness activities with effect from February 2008. He joined the Board in July 2005 and has previously held the positions of Group Development Director and Group Financial Controller. Prior to joining Greencore, he was Group Financial Controller of IWP International plc and worked in the accountancy practices of PricewaterhouseCoopers and BDO Simpson Xavier. On 29 July 2010, we announced Mr Doherty's intention to resign to become Chief Financial Officer of Kingspan plc. He will step down from the Board and leave the Company on 31 December 2010.

2.

C O'Leary, ACIS

Group Company Secretary (Aged 41)

He was appointed Group Company Secretary in June 2010 having served as Deputy Secretary since 2005. Prior to joining Greencore in 2001, he held senior company secretarial roles in Glanbia and Cable and Wireless.

3.

DS Walker, BSc

Chief Executive, Convenience Foods UK (Aged 38)

She was appointed Chief Executive, Convenience Foods UK and joined the Board in April 2009. She joined Greencore in June 2004 as Managing Director of Greencore's Chilled Sauces and Soups category and in October 2006 was appointed Managing Director of Food To Go, the largest convenience food category within the Group. Prior to joining Greencore she held a number of senior positions within the chilled foods industry and was Divisional Managing Director of Hibernia Foods plc and convenience food sales and Marketing Director of Hazlewood Foods plc prior to it being acquired by Greencore.

4.

JT Herlihy*, B Comm, FCA

Non-Executive Director (Aged 43)

He joined the Board in March 2009. He is Vice President of Global Ad Operations at Google and head of Google Ireland. Previously, he held senior management positions at global technology companies including First Data (US and EMEA), Epiphany (US and Asia-Pacific), and Oracle Corporation (US and EMEA).

5.

EF Sullivan*, B Comm, MBS

Chairman (Aged 62)

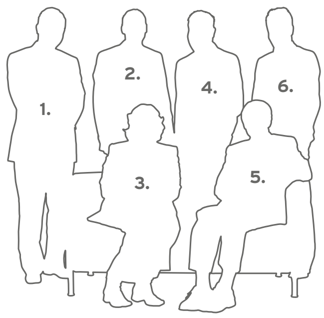
He joined the Board in March 2002 and became Chairman in February 2003. He was previously Group Managing Director of Glanbia plc and, prior to that, held a number of senior positions with Grand Metropolitan plc in London and Dublin. He is Chairman of McInerney Holdings plc and Eircom Limited and was the first Chairman of An Bord Bia (The Irish Food Board).

6.

PA McCann*

Non-Executive Director (Aged 59)

He joined the Board in November 2003. He is Chief Executive of Maldron Hotels and was formerly Chief Executive of Jurys Doyle Hotel Group plc, a position he held from 2000 until 2006. He is also a Non-Executive Director of EBS Building Society and the Irish Heart Foundation.



Board Committees

Audit Committee

EL Nicoli*
PG Kennedy*
DM Simons**
JT Herlihy*

Nomination Committee

PF Coveney
PA McCann**
DM Simons*
EF Sullivan*

Option and Remuneration Committee

PG Kennedy**
JT Herlihy*
DA Sugden*
EF Sullivan*

* Denotes Non-Executive Director
** Denotes Chairman of Committee

7.

PF Coveney, B Comm, M Phil, D Phil

Chief Executive Officer (Aged 40)

He was appointed Chief Executive with effect from March 2008. He joined the Board in September 2005 and has previously held the position of Chief Financial Officer for the Group. Prior to joining Greencore, he was a partner with McKinsey & Company, serving as managing partner of McKinsey Ireland. He was elected a member of the Council of the Dublin Chamber of Commerce where he now serves as Deputy Vice President.

8.

EN Nicoli*, CBE, BSc

Non-Executive Director (Aged 60)

He was appointed to the Board in May 2010. He is Chairman of Vue Entertainment Limited and a senior partner of Sunningdale Capital LLP. Previously he was Chief Executive of United Biscuits (Holdings) plc from 1991 until 1999, and Chairman and Chief Executive of EMI Group plc until 2007.

9.

AM Hynes

Chief Operating Officer (Aged 59)

He has held the position of Chief Operating Officer since April, 2001 and joined the Board in December 2001. He was previously Managing Director of Green Isle Foods Limited, part of Northern Foods plc. Prior to joining Green Isle, he held senior management positions in China, France and Ireland with Essilor International, the worldwide ophthalmic optics group. On 3 December 2010, we announced Mr Hyne's resignation from the board.

10.

DM Simons*, CBE, BSc Econ, FCMA

Non-Executive Director (Aged 63)

He was appointed to the Board in July 2004. Previously, he was Chairman of Littlewoods Shop Direct Group Limited for five years and Chief Executive of Somerfield plc for seven years. He has held many senior executive and non-executive positions in major UK and International retail companies.

11.

DA Sugden*, BSc, FCA

Non-Executive Director (Aged 59)

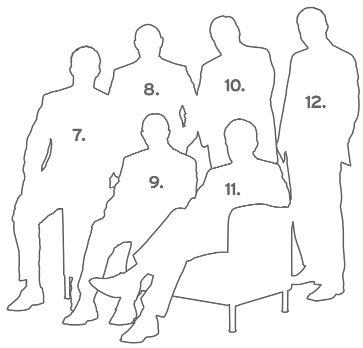
He joined the Board in April 2002. He is a Chairman of Findel plc and a non-executive director of Mouchel plc. He is a former Chairman of BPP Holdings plc and MSB International plc. Prior to that, he was Group Chief Executive of Geest plc and Group Finance Director of Spear & Jackson International plc.

12.

PG Kennedy*, BA, FCA

Non-Executive Director (Aged 52)

He joined the Board in November 2008. He is a Director of Elan plc as well as being Chairman of its Audit Committee, and during the year was appointed as a Director of Anglo Irish Bank and is also Chairman of its Audit Committee. In addition, he is a Director of Friends First Holdings Ltd. He is also Chairman of a number of private companies. Previously he was Group Director of Finance and Enterprise Technology at Allied Irish Banks plc and a member of its main board together with subsidiary boards in the USA and Poland. Prior to that, he was Group Vice-President of Nortel Networks Europe, having started his management career at Deloitte and Touche. He served on the Board of the Industrial Development Authority of Ireland for ten years until he retired in December 2005.



Overview
Business Review
Corporate Governance
Financial Statements

Directors' Report

Introduction

The Directors submit their Report and Financial Statements for the year ended 24 September 2010.

Principal Activities and Review of Business

Greencore is a leading international producer and supplier of convenience foods and ingredients to consumer, industrial and foodservice markets. Detailed commentaries on the Group's performance for the year are contained in the Chairman's Statement, the Chief Executive's Review, and the Divisional and Financial Reviews. The principal subsidiary and associated undertakings are listed in Note 37 to the Group Financial Statements.

Results for the Year

The results of the Group for the year are set out in the Group Income Statement. The profit for the year after taxation and exceptional charges was €34.5 million (2009: loss of €8.4 million).

Dividends

An interim ordinary dividend of 3.0c (2009: 3.0c) per share was paid on 30 September 2010. The Directors recommend the payment of a final ordinary dividend of 4.5c (2009: 4.5c) per share. Subject to shareholders' approval, this dividend is to be paid on 1 April 2011 to shareholders who were on the register of members at 5.00pm on 3 December 2010.

Share Capital

During the year, 31,733 ordinary shares were issued under the Company's Share Option and Sharesave schemes and 2,208,982 ordinary shares were issued under the Company's Scrip Dividend scheme.

The Directors are currently authorised to issue a further 90,388,060 ordinary shares under an authority that was conferred on them at the Annual General Meeting held on 11 February 2010. This authority will expire on 10 February 2015.

Additionally, at the forthcoming Annual General Meeting, shareholders are being asked to approve, until the day following the Annual General Meeting to be held in 2012, 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 the allotment of shares up to an aggregate nominal value equal to 5 per cent of the nominal value of the Company's issued share capital.

At the Annual General Meeting held in February 2010, shareholders passed a resolution to give the Company, or any of its subsidiaries, the authority to purchase up to 10 per cent of its own shares. At the Annual General Meeting to be held on 31 January 2011, shareholders are being asked to renew this authority until the date of the Annual General Meeting to be held in 2012 or 12 August 2012, whichever is the earlier. The Directors do not have any current intention to exercise the power to purchase the Company's own shares.

Under the Articles of Association of the Company no person shall be entitled to acquire shares representing 30 per cent or more of the Company's issued share capital or (alone or with any associate or associates) to control the exercise of 30 per cent or more of the votes which are ordinarily exercisable in all circumstances at general meetings of the Company. This restriction cannot be amended without the consent of the holder of the special share in the capital of the Company.

The special share is owned by the Minister for Agriculture and Food, on behalf of the Irish State. This gives the owner certain rights, inter alia, in relation to the amendment of the Company's Articles of Association, the maximum size of shareholdings in the Company, the sugar quota and sugar producing assets formerly used by the Company.

Future Developments

The Group showed further growth and development during the year. Future prospects are outlined in the Chairman's Statement, the Chief Executive's Review, and the Divisional and Financial Reviews.

Principal Risks and Uncertainties

As with any large Group, Greencore faces a number of risks and uncertainties. Individual business unit management teams primarily drive the process by which individual risks and uncertainties are identified, these teams being best placed to identify significant and emerging risks and uncertainties in their businesses. The output from this process feeds into the regular management reporting structures. Risks and mitigating controls, common across all categories, are managed and reviewed at Group level. Risks identified and associated mitigating controls are subject to review as part of the Group's health and safety, technical compliance and operational/financial audit programmes. Under Irish company law (Regulation 37 of the European Communities (Companies: Group Accounts) Regulations 1992, as amended), the Group is required to give a description of the principal risks and uncertainties which it faces. These principal risks are set out on pages 24 and 25.

Further detail in relation to the Group's internal controls is included on pages 37 to 39 of this report. Details of the Group's financial risk management policies are set out in Note 23 of the Group Financial Statements. Details of the Group's key performance indicators are set out on page 11.

Directors

In accordance with the Articles of Association of the Company, Mr PF Coveney and Mr DA Sugden retire from the Board by rotation at the forthcoming Annual General Meeting. Mr Coveney and Mr Sugden, being eligible, offer themselves for re-appointment. Mr Coveney will have completed his second three year term and Mr Sugden will have completed his third three year term. Although Mr Sugden will have completed his third three year term, he offers himself for re-appointment for a one year term or until completion of the proposed merger with Northern Foods plc. In April, 2010 Mr EL Nicoli was appointed to the Board. In accordance with the Articles of Association of the Company Mr Nicoli will retire at the forthcoming Annual General Meeting and, being eligible, will offer himself for re-appointment. In accordance with the Articles of Association of the Company, having completed his second three year term, Mr Corbett retired from the Board in February 2010. Mr Hynes resigned from the Board in December 2010. Mr Doherty will resign from the Board on 31 December 2010.

The Board recommends the appointment of the Directors seeking re-appointment as they continue to be effective and demonstrate commitment to the role.

Directors' Interests in Share Capital at 24 September 2010

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 Company Secretary have no beneficial interests in any of the Group's subsidiary or associated undertakings.

Significant Shareholdings

At 9 December 2010, the Company has been advised of the following notifiable interests in its ordinary share capital:

Shareholder	No. of interests in ordinary shares	% of issued capital
Polaris Capital Management, LLC	30,483,455	14.67%
Letko, Brosseau & Associates Inc.	23,388,508	11.26%
Artemis Investment Management Limited	14,130,723	6.8%
Gartmore Investment Management Limited	7,875,378	3.79%

Apart from these holdings, the Company has not been notified at 9 December 2010 of any interest of 3% or more in its ordinary share capital.

Corporate Governance

Statements by the Directors in relation to the Company's application of corporate governance principles, compliance with the provisions of Section 1 of the 2008 Combined Code on Corporate Governance, 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 39.

The Report on Directors' Remuneration is set out on pages 40 to 45.

Directors' Report
(continued)

Corporate Responsibility

The Group views corporate responsibility as an integral part of the organisation's culture and always strives to ensure it is acting in the best interests of all related parties and stakeholders. Group policies and implementation systems are set out on pages 26 to 31.

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 14 to 17 and in Note 2 of 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 Tax Consolidation Act.

Events Since the Year-End

There have been no significant events affecting the Group since the year-end other than the recommended merger of equals with Northern Foods plc to create Essenta Foods and the acquisition of a US sandwich business as disclosed in Note 38 to the Group Financial Statements.

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 financial function. The books of account of the company are maintained at No.2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9.

Auditor

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

Notice of Annual General Meeting and Special Business

Notice of the Annual General Meeting, together with details of special business to be considered at the meeting, is set out in a separate circular which is enclosed with the Annual Report.

On behalf of the Board

EF Sullivan
Director

GP Doherty
Director

Dublin
9 December 2010

Corporate Governance Report

Corporate governance is concerned with how companies are managed and controlled. The Directors are committed to the highest standards of corporate governance. This statement explains how the Group has applied the principles set out in Section 1 of the FRC Combined Code on Corporate Governance 2008 (the Code) adopted by the Irish and London Stock Exchanges. The Board believes it has complied fully with the Code and that it has complied throughout the financial year ended 24 September 2010 with the provisions where the requirements are of a continuing nature.

Board of Directors

The Board is responsible for the leadership and control of the Company. The Board is currently made up of three Executive and seven Non-Executive Directors. Biographical details are set out on pages 32 and 33. The Board considers that, between them, the Directors bring the range of skills, knowledge and experience necessary to lead the Company. All the Directors bring independent judgement to bear on issues of strategy, performance, resources, key appointments and standards. The Board has determined that each of the Non-Executive Directors is independent. Each has no material interest or other relationship with the Group.

The Board agrees a schedule of regular meetings to be held in each calendar year and also meets on other occasions as necessary. Meetings are held at the head office in Dublin, as well as at the offices of the Group's operating subsidiaries.

There is an agreed list of matters which the Board has formally reserved to itself for decision, such as approval of the Group's commercial strategy, trading and capital budgets, Financial Statements, Board membership, major acquisitions and disposals, major capital expenditure, risk management and treasury policies.

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 Group has a policy in place which indemnifies the Directors in respect of legal action taken against them. All Directors have access to the advice and services of the Company Secretary, who is responsible for ensuring that Board procedures are followed. The appointment and removal of the Company Secretary is a matter for the Board as a whole.

All Directors receive regular Group Management Accounts and reports and full Board papers are sent to each Director in sufficient time before Board meetings. Any further supporting papers and information are readily available to all Directors on request. The Board papers include the minutes of all Board committee meetings held since the previous Board meeting and the Chairman of each committee is available to give a report on the committee's proceedings at Board meetings, if appropriate.

The Board has a formal process whereby each Director and the Group Company Secretary individually meets the Chairman annually to review individual Director performance, the conduct of Board meetings, the performance of the Board and its committees, and the general corporate governance of the Group. In addition, the Chairman meets at least once annually with the Non-Executive Directors without the Executive Directors being present.

The roles of Chairman and Chief Executive are separate and there is a clear division of responsibilities between them which is set out in writing and has been approved by the Board. The Board has delegated responsibility for the management of the Group, through the Chief Executive, to executive management and the Chief Executive is accountable to the Board for all authority so delegated.

The Board has acknowledged that there should be a recognised senior member of the Board, known as the 'Senior Independent Director', and that the position should be rotated among the Non-Executive Directors, all of whom are independent. Patrick McCann is currently the Senior Independent Director. Mr McCann is available to shareholders who have concerns that cannot be addressed through the Chairman, Chief Executive or Chief Financial Officer. 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, having taken the views of the Executive Directors and the Company Secretary into account.

In view of the substantial Board changes following completion of the proposed merger it was felt that the annual review of Board performance be deferred.

Board Committees

The Board has established an effective committee structure to assist in the discharge of its responsibilities. The committees and their members are listed on page 33 of this report. All committees of the Board have written terms of reference dealing with their authority and duties delegated by the Board. The terms of reference are available on the Group's website at www.greencore.com, and can be accessed through the Corporate Governance section. Membership of the Audit and Option and Remuneration Committees is comprised exclusively of Non-Executive Directors. The Company Secretary acts as secretary to each of these committees.

The Audit Committee reviews the accounting principles, policies and practices adopted in the preparation of the Interim Statements, the Half Yearly Financial Report and the Annual Group and Company Financial Statements. The Committee also discusses with the Group's external auditor the results and scope of their audit. In addition, it reviews the scope and performance of the Group's internal audit function and the cost effectiveness, independence and objectivity of the external auditor. The Committee assists the Board in meeting its obligations under the Combined Code on Corporate Governance in the areas of risk assessment and internal controls. The external auditor is invited to attend Committee meetings, along with the Chief Executive, the Chief Financial Officer and the Head of the Risk Management Group. The external auditor and the Head of the Risk Management Group have the opportunity to meet with the members of the Committee alone at least once a year. The Group has a policy governing the conduct of non-audit work by

Corporate Governance Report (continued)

Board Committees (continued)

the auditor. The engagement of the external auditor to provide any non-audit services must be pre-approved by the Committee where the fee exceeds 20% of the audit fee. During the financial year to 24 September 2010, fees paid in relation to non-audit related services totalled €990,000 (2009: €665,000) in respect of KPMG in Ireland, the external auditor, and €1,799,000 (2009: €713,000) in respect of KPMG in other countries. During the financial year, Deloitte replaced KPMG as tax advisor to the Group.

The Committee has determined that Mr JT Herlihy, Mr PG Kennedy, Mr EL Nicoli and Mr DM Simons have recent and relevant financial experience and, therefore, satisfy the requirements of the Code. Mr David M Simons is Chairman of the Audit Committee.

The Nomination Committee is responsible for proposing to the Board any new appointments, whether of Executive or Non-Executive Directors of the Company. To facilitate the search for suitable candidates, the Committee uses the services of independent consultants. Appointments to the Board are approved by the Board as a whole. In so doing, the Board considers the balance of skill, knowledge and experience on the Board which is necessary to allow it to meet the strategic vision for the Group. Newly appointed Directors are subject to election by shareholders at the Annual General Meeting following their appointment. Excluding any such newly appointed Directors, one third of the Board is subject to re-election each year. Non-Executive Directors are normally appointed to the Board for an initial term of three years, renewable with the Board's agreement for a further term of three years but subject to re-election by shareholders on the normal rotation basis. Subject to the unanimous request of the Board, a Director may go forward to seek election for a third three year term.

The terms and conditions of appointment of Non-Executive Directors are available for inspection at the Company's registered office, during normal office hours, and at the Annual General Meeting of the Company. An induction programme to the Group is arranged for all new Directors, including visits to the trading operations of subsidiaries. Mr Patrick A McCann is Chairman of the Nomination Committee.

The Option and Remuneration Committee operates the Group's Deferred Bonus Scheme, Share Option Schemes, Sharesave Schemes and Long-Term Incentive Schemes. It is responsible for determining the remuneration packages of the Executive Directors and senior management and for making recommendations in regard to the Chairman's and Directors' fees which are fixed by the Board on the authority of the shareholders. Where necessary, the Committee consults with remuneration consultants. The Group's remuneration policy for Executive Directors and details of Directors' remuneration are contained in the Report on Directors' Remuneration on pages 40 to 45. Mr Gary P Kennedy is Chairman of the Option and Remuneration Committee.

Attendance at scheduled Board and Board committee meetings during the year ended 24 September 2010 was as follows:

	Board		Audit		Nomination		Option and Remuneration	
	A	B	A	B	A	B	A	B
GMN Corbett*	4	4	2	2	–	–	1	1
PF Coveney	8	8	–	–	1	1	–	–
GP Doherty	8	8	–	–	–	–	–	–
JT Herlihy	8	7	2	1	–	–	3	3
AM Hynes***	8	8	–	–	–	–	–	–
PG Kennedy	8	8	4	3	–	–	2	2
PA McCann	8	8	–	–	1	1	–	–
EL Nicoli**	3	3	1	–	–	–	–	–
DM Simons	8	8	4	4	1	1	–	–
DA Sugden	8	8	–	–	–	–	3	2
EF Sullivan	8	8	–	–	1	1	3	3
DS Walker	8	8	–	–	–	–	–	–

* Mr Corbett resigned from the Board on 11 February 2010.
** Mr Nicoli was appointed to the Board on 14 May 2010.
*** Mr Hynes resigned from the Board on 3 December 2010.

Column A indicates the number of scheduled meetings held during the period in which the Director was a member of the Board and/or committee.
Column B indicates the number of scheduled meetings attended during the period in which the Director was a member of the Board and/or committee.

Communication with Shareholders

The Company has regular dialogue with institutional and major shareholders throughout the year, other than during close periods. All Directors are available to meet with such shareholders throughout the year. The Company also encourages communication with shareholders throughout the year and welcomes their participation at general meetings. The views of the shareholders and the market in general are communicated to the Board on a regular basis, as are expressed views on corporate governance and strategy, as well as the outcome of analyst and broker briefings. Analyst reports on the Company are also circulated to the Board members on a regular basis. 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. These can be accessed through the Investor Relations section of the website. Stock Exchange announcements are also made available in the Investor Relations section of the website, after release to the Stock Exchange.

All Board members attend the Annual General Meeting and are available to answer questions. Separate resolutions are proposed on substantially different issues, and the agenda of business to be conducted at the Annual General Meeting includes a resolution to receive and consider the Annual Report and Financial Statements. The chairmen of the Board's committees are available at the Annual General Meeting. Notice of the Annual General Meeting, together with the Annual Report and Financial Statements, are sent to shareholders at least twenty working days before the meeting, and details of the proxy votes for and against each resolution and the number of abstentions are announced after each vote on a show of hands.

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 for identifying, evaluating and managing the significant risks for the achievement of the Group's strategic objectives. This process 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 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 systems involve 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 make 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 they give a balanced assessment of the significant risks and the effectiveness of the system of internal control in managing those risks.

The key elements of the system are as follows:

- the Corporate Manual, which includes a statement of corporate values, is distributed throughout the Group;
- 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 three year business plans for all operating units, identifying key risks and opportunities;
- monitoring of performance against budgets and reporting thereon to the Directors on a regular basis;
- a Risk Management Group which reviews key business processes and controls; and
- an Audit Committee which approves plans and deals with significant control issues raised by internal or external audit.

In order to ensure the necessary focus on the control environment, the Group has determined that it will incentivise the continuous improvement of the internal control environment so as to embed it within the organisation. Accordingly, these improvements form part of performance review of individuals. This includes managing directors as well as finance teams.

In accordance with the process outlined above, the Board has satisfied itself on the effectiveness of the internal control systems in operation and it has approved the reporting lines to it to ensure the ongoing effectiveness of the internal controls and reporting structures.

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.

Compliance

The Board is committed to maintaining high standards of Corporate Governance and supports the principles advocated by the 2008 Combined Code of Corporate Governance issued by the Financial Reporting Council ("the Code") and in the period under review the Company complied with the Code provisions.

Report on Directors' Remuneration

The Option and Remuneration Committee

The Option and Remuneration Committee of the Board consists of Non-Executive Directors of the Company. The terms of reference of the Option and Remuneration Committee include the determination of the remuneration packages for Executive Directors and senior management and recommendations on Non-Executive Directors' fees. Further details are set out below and membership of the Committee is set out on page 33.

Remuneration Policy

The main aim of the Group's remuneration policy is to pay the Executive Directors competitively taking into consideration the remuneration practices of other international companies of similar size and scope, the current economic climate and the need to ensure that Directors are appropriately remunerated and motivated to perform in the best interests of shareholders.

The Option and Remuneration Committee obtains external advice on remuneration in comparable companies, as necessary, and has given full consideration to Schedule A to the Code.

The main elements of the remuneration package for Executive Directors are basic salary and benefits, a performance related annual bonus, a deferred bonus plan, pension benefits and participation in a share option plan.

Mercer Human Resource Consulting Limited (Mercer) was appointed as remuneration advisors to the Committee in 2006. Mercer provides advice on remuneration policy and philosophy, benchmarking exercises for executive Directors, and remuneration packages based on current market trends, and has been retained to review pension arrangements for Senior Executives in light of the Board's decision to close all defined benefit arrangements to future accrual. Mercer, separately, through its retirement business, provides administration, consulting and actuarial services in relation to the various occupational pension schemes sponsored by the Group. The Option and Remuneration Committee does not consider there to be any conflict of interest in Mercer acting both for the Group and the pension trustees. In addition Deloitte was appointed during the financial year to undertake a review of executive remuneration arrangements, to ensure that such arrangements are effectively structured to retain key management. Deloitte separately provide tax services and the Option and Remuneration Committee do not consider there to be any conflict of interest in this regard.

Basic Salary

The salaries of Executive Directors are reviewed annually having regard to the job size, responsibility levels, personal and Group performance and competitive market practice.

Performance Related Annual Bonus and Deferred Bonus Plan

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

- to support the business strategy;
- to align the financial interests of executives and shareholders;
- to provide market competitive reward opportunities for performance in line with expectations; and
- to have competitive compensation packages to attract and retain managers of the highest calibre.

The annual performance related bonus scheme ensures that:

- budgeted performance targets are clearly defined and stretching;
- the maximum annual performance-related bonuses are competitive with peer group companies of the Group; and
- 75% of performance targets are weighted towards financial targets with a 25% weighting for personal and strategic goals.

The current incentive plan for Senior Executives operates by deferring half the annual bonus earned into Company shares calculated at market value, to be held by a trustee for the benefit of individual participants for three years without any additional performance requirements or matching. The shares vest after three years but will be forfeited should an executive voluntarily leave the Group within the three year time period subject to normal "good leaver" provisions.

The rationale for implementing this type of plan includes the retention of key executives, aligning pay with short-term performance, simplifying the current arrangements and aligning executives' interests with shareholders' interests through deferral of part of the bonus into shares. Not all eligible executives will necessarily receive an award in any single year and no executive will receive awards from the option plan in the same year as they receive the benefit of a deferred bonus. The incentive plan for senior executives was adopted by the Board for the financial year ended 26 September 2008 and subsequent financial years.

Performance Share Plan

At the Annual General Meeting in 2004, shareholders approved the introduction of a new long-term incentive scheme for senior executives described as a Performance Share Plan ("the Plan"). The Plan is for senior executives who are best placed to maximise shareholder value and operates on the basis of the making of conditional share awards using Greencore shares as the underlying unit of value. In the financial year to 24 September 2010, no conditional awards were made to any executive.

Share Option Schemes

The Group operates share option and sharesave schemes that are based on approvals by shareholders in 1991, 1994 and 2001. It is Group policy to grant options under the Share Option Scheme to key executives across the Group to encourage identification with shareholders' interests. Options have been granted to some 260 executives to date. Non-Executive Directors do not participate in the scheme.

Under the 1991 and 1994 schemes, basic options cannot be exercised before the expiration of three years from the date of grant and then only if the Company's earnings per share has grown, over three years, at least to the same extent as the growth in the Consumer Price Index (CPI) over the same period.

Second tier options cannot be exercised before the expiration of five years from the date of grant, and only then if the Company's earnings per share growth over five years has been such as to place the Company in the top quartile of companies listed on the Irish Stock Exchange by reference to growth in earnings per share over the same period. A further provision is that second tier options shall be exercisable if the Company's earnings per share growth over the relevant period are greater by not less than 10% on an annualised basis than the increase in the CPI over that period. Under the 2001 scheme, basic options can only be exercised where there has been an increase in the earnings per share of the Company of at least the increase in the CPI over a three year period plus 5% compounded per annum and second tier options can only be exercised where:

(i) there has been an increase in the earnings per share of the Company of at least the increase in the CPI over a five year period plus 10% compounded per annum; and
(ii) the rate of increase in the earnings per share of the Company places it at the top quartile of a table of growth rates of earnings per share of comparative companies over that period.

In the financial year to 24 September 2010 no second tier option grants were awarded to any executive and currently there are no such options outstanding.

The Group encourages eligible employees to save in order to buy shares in the Company. The sharesave schemes provide a means of saving and give employees the opportunity to become shareholders. To date, approximately 3,000 employees have been granted options under the sharesave schemes.

Report on Directors' Remuneration (continued)

Directors' and Company Secretary's Share Interests

The beneficial interests of the Directors and Group Company Secretary (including their respective family interests) who held office at 24 September 2010 in the share capital of the Company were as follows:

Directors	Ordinary Shares At 24/09/2010	At 25/09/2009 (Or date of appointment if later)
PF Coveney	**404,500**	404,500
GP Doherty	**37,000**	37,000
JT Herlihy	**-**	-
AM Hynes	**58,798**	58,798
PG Kennedy	**17,701**	10,000
PA McCann	**42,000**	42,000
EL Nicoli	**-**	-
DM Simons	**50,000**	50,000
DA Sugden	**17,500**	17,500
EF Sullivan	**22,365**	22,365
DS Walker	**56,623**	56,623
Group Company Secretary		
C O'Leary	**-**	-

Following the year end, Mr Tony Hynes acquired 730 ordinary shares in the capital of the Company and Ms Di Walker acquired 1,059 ordinary shares in the capital of the Company. On 4 December 2010, Mr Patrick Coveney, Mr Geoff Doherty and Mr Tony Hynes received 109,342 ordinary shares, 85,910 ordinary shares and 113,847 ordinary shares respectively under the Deferred Bonus Plan Awards scheme. There were no other changes in the interests of Directors and the Group Company Secretary between 24 September 2010 and 9 December 2010.

The Directors and Group Company Secretary have no beneficial interests in any of the Group's subsidiary or associated undertakings.

Deferred Bonus Plan Awards

Executive Directors	Initial allocation of shares	Market price on award date €	Holding period
PF Coveney	382,096	0.916	03/12/2008 - 03/12/2011
	491,522	1.38	01/12/2009 - 01/12/2012
	687,988	1.30	01/12/2010 - 01/12/2013
GP Doherty	245,633	0.916	03/12/2008 - 03/12/2011
	315,978	1.38	01/12/2009 - 01/12/2012
AM Hynes	161,572	0.916	03/12/2008 - 03/12/2011
	239,239	1.38	01/12/2009 - 01/12/2012
	271,156	1.30	01/12/2010 - 01/12/2013
DS Walker	125,257	0.85	09/12/2008 - 09/12/2011
	170,525	1.38	01/12/2009 - 01/12/2012
	273,661	1.30	01/12/2010 - 01/12/2013
Group Company Secretary			
C O'Leary	63,462	1.30	01/12/2010 - 01/12/2013

Directors' and Company Secretary's Share Options

Details of movements on outstanding options over the Company's ordinary share capital and those granted during the year are set out below. Outstanding options are exercisable on dates between 2010 and 2018:

Number of Options	At start of year (Or date of appointment if later)	Granted during year	Exercised or lapsed during year	At end of year	Weighted average exercise price at 24 Sep 2010
PF Coveney					
Basic	420,000	–	–	420,000	€3.41
Sharesave	20,880	–	–	20,880	€0.88
GP Doherty					
Basic	350,000	–	–	350,000	€3.21
Sharesave	20,880	–	–	20,880	€0.88
AM Hynes					
Basic	500,000	–	–	500,000	€2.80
Sharesave	–	–	–	–	–
DS Walker					
Basic	150,000	–	–	150,000	Stg£4.89
Sharesave	–	10,431	–	10,431	Stg £0.87
C O'Leary					
Basic	35,000	115,000	–	150,000	€1.61
Sharesave	20,880	–	–	20,880	€0.88

There were no changes in the interests of the Directors and the Group Company Secretary between 24 September 2010 and 9 December 2010.

Share Options

Options outstanding under the Company's share option and sharesave schemes at 24 September 2010 amounted to 8,835,902 ordinary shares (2009: 8,214,433) made up as follows:

		No. of ordinary shares	Price range	Normal dates exercisable
Share option schemes	Basic tier	6,070,000	€0.80 – €4.89	2010 – 2019
Sharesave scheme	Ireland	256,055	€0.88 – €3.95	2010 – 2015
	UK	2,509,847	Stg£0.87 – Stg£3.01	2010 – 2017
		8,835,902		

Pension Benefits

Messrs. Coveney, Doherty and Hynes participated in the Greencore Group Pension Scheme ("the Greencore Scheme") with different accrual rates. In the case of Mr Hynes his accrual rate was designed to provide one third of pensionable earnings at retirement and in the case of Messrs. Coveney and Doherty it provides one sixtieth for each year of pensionable service. The Greencore Scheme was closed to future accrual from 31 December 2009. Ms Walker is a member of the Hazlewood Foods Retirement Benefit Scheme ("HFRB") which provides one sixtieth for each year of pensionable service subject to an earnings cap. The HFRB Scheme was closed with effect from 31 December 2009.

Report on Directors' Remuneration (continued)

Directors' Pensions

The following table sets out the pension benefits earned by Directors during the year together with the transfer value of the increases in accrued benefits under the Greencore Scheme and the HFRB Scheme.

2010	Accrued benefit at 24 September 2010 €'000	Increase in accrued benefits during the year €'000	Value of increase in accrued pension – net of employee contributions €'000
PF Coveney	54	7	54
GP Doherty	67	9	71
AM Hynes	158	8	183
DS Walker	12	1	2

2009	Accrued benefit at 25 September 2009 €'000	Increase in accrued benefits during the year €'000	Value of increase in accrued pension – net of employee contributions €'000
PF Coveney	47	15	102
GP Doherty	58	7	43
AM Hynes	150	21	446
DS Walker	11	1	1

The actuarial values set out above represent the standard value of increases in accrued benefits payable at and from normal retirement age in respect of each Executive Director (that being sixty years of age), net of the amount of that Director's own contribution during the year.

Each Executive Director has an independent pension trust into which the Group makes defined contributions.

Directors' Service Contracts

No Executive Director has a service contract extending beyond twelve months. Each Executive Director is entitled to terminate his/her employment with thirty prior days notice at any time within six months after a change in control of the Company if the executive has reasonable grounds to contend that such change in control has resulted or will result in the diminution of his/her powers, duties or functions in relation to the Company. If the executive's contract is terminated in those circumstances the executive 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 the basic salary and the bonus paid to the executive in the calendar year immediately preceding such termination. The Non-Executive Directors do not have service contracts but have letters of appointment.

Directors' Remuneration for the Year Ended 24 September 2010

Executive Directors	Fees ordinary €'000	Fees special €'000	Basic salary €'000	Pension contributions €'000	Other benefits* €'000	Performance bonus €'000	2010 Total €'000	2009 Total €'000
PF Coveney	–	–	678	209	48	644	1,579	1,163
GP Doherty	–	–	436	148	41	414	1,039	757
AM Hynes****	–	–	365	77	36	345	823	609
DS Walker	–	–	345	71	40	667	1,123	414
			1,824	505	165	2,070	4,564	2,943
Non-executive Directors								
EF Sullivan	50	151	–	–	–	–	201	208
GMN Corbett**	20	5	–	–	–	–	25	62
JT Herlihy	48	6	–	–	–	–	54	27
PG Kennedy	48	6	–	–	–	–	54	43
PA McCann	48	12	–	–	–	–	60	68
EL Nicoli***	18	4	–	–	–	–	22	–
DM Simons	48	12	–	–	–	–	60	62
DA Sugden	48	5	–	–	–	–	53	62
	328	201	–	–	–	–	529	532
Total remuneration	328	201	1,824	505	165	2,070	5,093	3,475

* Other benefits refer to health insurance, benefit in kind or car allowances.
** Mr Corbett resigned as a Director on 11 February 2010.
*** Mr Nicoli was appointed as a Director on 14 May 2010.
**** Mr Hynes resigned as a Director on 3 December 2010.

Share-Based Payments

In addition to the above, the Executive Directors receive share options and Deferred Bonus Share awards. Full details of Directors' share options are outlined on pages 41 to 43 of this Report. The related expense recognised in the Income Statement in the year, calculated in accordance with IFRS 2 Share-Based Payment in respect of options issued to Executive Directors under the Group Share Option Schemes and Sharesave Schemes, totalled €0.038 million (2009: €0.033 million). Full details of Deferred Bonus Plan Awards are outlined on pages 40 to 42 of this Report. The related expense recognised in the Income Statement in the year totalled €1.203 million (2009: €0.442 million).

Average Number of Directors

	2010	2009
Average number of Executive Directors	**4**	4
Average number of Non-Executive Directors	**7**	7
	11	11

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. 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 2009.

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 European Union, 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 and the Interim Transparency Rules of the Irish Financial Services Regulations Authority 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 European Union and comply with the provisions of the Companies Acts, 1963 to 2009, 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.

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 pages 34 (Share Capital), 35 (Directors), 35 (Significant Shareholdings), 40 (Performance Related Annual Bonus and Deferred Bonus Plan), 41 (Performance Share Plan), 41 (Share Option Schemes), 42 (Directors' and Company Secretary's Share Interests), 43 (Share Options), 44 (Directors' Service Contracts) and 45 (Share-Based Payments) are deemed to be incorporated in this part of the Directors' Report.

SI 277/2007 Transparency (Directive 2004/109/EC) Regulations 2007

As required by Statutory Instrument 277/2007 Transparency (Directive 2004/109/EC) Regulations 2007 the following sections of the Company's Annual Report shall be treated as forming part of this report:

1. The Chairman's Statement on pages 4 and 5
2. Divisional Review on pages 14 to 17 which includes a review of the external environment, key strategic aims and performance measures
3. Financial Review on pages 20 to 23
4. Principal risks and uncertainties on pages 24 and 25
5. Directors' Corporate Governance Report on pages 37 to 39
6. Corporate Responsibility Review on pages 26 to 31
7. Directors' Report on research and development on page 36
8. Details of Earnings per Ordinary Share on page 61
9. Details of shares re-purchased by the Company on page 100
10. Details of Derivative Financial Instruments on pages 88 to 93

SI 277/2007 Transparency (Directive 2004/109/EC) Regulations 2007 (continued)

The Directors confirm that to the best of their knowledge, the Annual Report and the Group Financial Statements, prepared in accordance with applicable law and International Financial Reporting Standards as adopted by the EU, give, as at 24 September 2010:

- give a true and fair view of the assets, liabilities, financial position and the profit and loss of the Company and the undertakings included in the consolidation;
- include, taken as a whole, a fair review of the development and performance of the business and the position of the Company, and the undertakings included in the consolidation; and
- give a description of the principal risks and uncertainties that they face.

On behalf of the Board

EF Sullivan
Director

GP Doherty
Director

Dublin
9 December 2010

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

We have audited the Group and Company financial statements (the "Financial Statements") of Greencore Group plc for the year ended 24 September 2010 which comprise the Group Income Statement, the Group Statement of Recognised Income and Expense, the Group and Company Balance Sheets, the Group Cash Flow Statement, the Group Statement of Changes in Equity, the Group and Company Statements of Accounting Policies and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This 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.

Respective Responsibilities of Directors and Auditor

The directors' responsibilities for preparing the Annual Report and the Group Financial Statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU, and for preparing the Company Financial Statements in accordance with applicable Irish law and the accounting standards issued by the Accounting Standards Board and promulgated by Chartered Accountants Ireland (Generally Accepted Accounting Practice in Ireland) are set out in the Statement of Directors' Responsibilities on pages 46 and 47.

Our responsibility is to audit the Financial Statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the Group financial statements give a true and fair view in accordance with IFRSs as adopted by the EU, and have been properly prepared in accordance with the Companies Acts 1963 to 2009 and Article 4 of the IAS Regulation and whether, in addition, the Company Financial Statements give a true and fair view in accordance with Generally Accepted Accounting Practice in Ireland and have been properly prepared in accordance with the Companies Acts 1963 to 2009. We also report to you our opinion as to whether proper books of account have been kept by the Company; whether at the balance sheet date, there exists a financial situation requiring the convening of an extraordinary general meeting of the Company; and whether the information given in the Directors' Report is consistent with the financial statements. In addition, we state whether we have obtained all the information and explanations necessary for the purposes of our audit and whether the Company Balance Sheet is in agreement with the books of account.

We also report to you if, in our opinion, any information specified by law or the Listing Rules of the Irish Stock Exchange regarding directors' remuneration and directors' transactions is not disclosed and, where practicable, include such information in our report.

We review whether the Corporate Governance Report and the Report on Directors' Remuneration reflect the Company's compliance with the nine provisions of the 2008 FRC Combined Code specified for our review by the Listing Rules of the Irish Stock Exchange, and we report if it does not. We are not required to consider whether the Board's statements on internal control cover all risks and controls, or form an opinion on the effectiveness of the Group's corporate governance procedures or its risk and control procedures.

We read the other information contained in the Annual Report and consider whether it is consistent with the audited financial statements. The other information comprises only the Directors' Report, the Chairman's Statement, the Chief Executive's Review, the Divisional Review, the Financial Review, the Principal Risks and Uncertainties, the Corporate Responsibility Review, the Corporate Governance Report and the Report on Directors' Remuneration. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of Audit Opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Group's and Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

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 24 September 2010 and of its profit for the year then ended;
- the Company Financial Statements give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, of the state of the Company's affairs as at 24 September 2010;
- the Group Financial Statements have been properly prepared in accordance with the Companies Acts 1963 to 2009 and Article 4 of the IAS Regulation; and
- the Company Financial Statements have been properly prepared in accordance with the Companies Acts 1963 to 2009.

Other Matters

We have obtained all the information and explanations which we consider necessary for the purposes of our audit. In our opinion proper books of account have been kept by the Company. The Company Balance Sheet is in agreement with the books of account.

In our opinion the information given in the Directors' Report is consistent with the 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 24 September 2010 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.

KPMG
Chartered Accountants
Registered Auditor

Dublin, Ireland
9 December 2010

Group Statement of Accounting Policies
year ended 24 September 2010

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 2009, 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 24 September 2010 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 24 September 2010.

Basis of Preparation

The Group Financial Statements, which are presented in euro, rounded to the nearest thousand (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 available for sale financial assets 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 that are 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 knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The Financial Statements of the Group are prepared for a 52 week period ended 24 September 2010. Comparatives are for the 52 week period ended 25 September 2009. The Balance Sheets for 2010 and 2009 have been prepared as at 24 September 2010 and 25 September 2009 respectively.

The profit attributable to equity shareholders dealt with in the Financial Statements of the Company was €6.442m (2009: €32.410m). 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

IFRS 8 Operating Segments has been applied for the first time in identifying the Group's reportable segments in the preparation of the Group Financial Statements for the year ended 24 September 2010. This has resulted in a change to the reportable segments presented by the Group as set out in Note 1.

The amendment to IAS 40 Investment Property (resulting from the 2008 Annual Improvements to IFRSs) has been applied for the first time in the preparation of the Group Financial Statements the year ended 24 September 2010. This amendment changed the scope of the standard to include property being constructed or developed for future use as investment property. As a result, the Group's land subject to remediation has been reclassified to investment property as set out in Note 15.

IFRS 3 Business Combinations (2008) has been applied for the first time in accounting for business combinations that occur after 26 September 2009. The change in accounting policy has been applied prospectively and did not have any significant impact on the Group Financial Statements as there were no business combinations during the year ended 24 September 2010.

The adoption of the other new standards (as set out in the 2009 Annual Report) that became effective for the Group's Financial Statements for the year ended 24 September 2010 did not have any significant impact on the Group Financial Statements.

The following interpretations issued by 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:

IFRIC 15	Agreements for the Construction of Real Estate	1 January 2009
IFRIC 16	Hedges of a Net Investment in a Foreign Operation	1 October 2008
IFRIC 17	Distributions of Non-Cash Assets to Owners	1 July 2009
IFRIC 18	Transfers of Assets from Customers	1 July 2009

The IASB and the IFRIC have issued the following standards and interpretations with an effective date after the date of the Group Financial Statements, which the Group has not early adopted:

New/Revised International Financial Reporting Standards		Effective Date – periods beginning on or after
IFRS 2	Share-Based Payments – Amendments relating to group cash-settled share-based payment transactions	 1 January 2010
IFRS 3	Business Combinations – Amendments resulting from 2010 Annual Improvements to IFRSs	 1 July 2010
IFRS 5	Non-Current Assets Held for Sale and Discontinued Operations – Amendments resulting from 2009 Annual Improvements to IFRSs	 1 January 2010
IFRS 7	Financial Instruments: Disclosures – Amendments resulting from 2010 Annual Improvements to IFRSs – Amendments enhancing disclosures about transfers of financial assets	 1 January 2011 1 July 2011
IFRS 8	Operating Segments – Amendments resulting from 2009 Annual Improvements to IFRSs	 1 January 2010
IFRS 9	Financial Instruments: Classification and Measurement (Not yet adopted by the EU)	 1 January 2013
IAS 1	Presentation of Financial Statements –Amendments resulting from 2009 Annual Improvements to IFRSs –Amendments resulting from 2010 Annual Improvements to IFRSs	 1 January 2010 1 January 2011
IAS 7	Statement of Cash Flows –Amendments resulting from 2009 Annual Improvements to IFRSs	 1 January 2010
IAS 17	Leases –Amendments resulting from 2009 Annual Improvements to IFRSs	 1 January 2010
IAS 24	Related Party Disclosures – Revised definition of related parties	 1 January 2011
IAS 27	Consolidated and Separate Financial Statements – Amendments resulting from 2010 Annual Improvements to IFRSs	 1 July 2010
IAS 34	Interim Financial Reporting – Amendments resulting from 2010 Annual Improvements to IFRSs	 1 January 2011
IAS 32	Financial Instruments: Presentation – amendments –Amendments relating to classification of rights issues	 1 February 2010
IAS 36	Impairment of Assets –Amendments resulting from 2009 Annual Improvements to IFRSs	 1 January 2010
IAS 39	Financial Instruments: Recognition and Measurement – amendments –Amendments resulting from 2009 Annual Improvements to IFRSs	 1 January 2010

New/Revised International Financial Reporting Interpretations Committee (IFRIC)		
IFRIC 13	Customer Loyalty Programmes – Amendments resulting from 2010 Annual Improvements to IFRSs	 1 January 2011
IFRIC 14	Amendments to IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	 1 January 2011
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments (Not yet adopted by the EU)	 1 July 2010

The Directors anticipate that the adoption of the above standards and interpretations issued by the IASB or the IFRIC will not have a material impact on the Group Financial Statements.

Group Statement of Accounting Policies
year ended 24 September 2010 (continued)

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.

Unrealised gains on the sale of assets between the Group and its associates are eliminated to the extent of the Group's interest in the associate. Such gains are deducted from the Group's equity, carried as deferred income and released to the Group Income Statement over the same period as depreciation is charged. Unrealised losses are also eliminated, unless the transaction provides evidence of an impairment of the asset transferred. When the Group's share of losses of an associate equals or exceeds its interest in the associate, the Group does not recognise further losses unless the Group has incurred obligations or made payments on behalf of the associate. The Group ceases to use the equity method of accounting on the date from which it no longer has significant influence over the associate, or when the interest becomes held for sale.

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 retains 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

Acquisitions on or after 26 September 2009

The purchase method of accounting is used in accounting for the acquisition of businesses. In accordance with IFRS 3 Business Combinations, the cost of 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 prospectively 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 probable amount of any additional consideration payable in the cost of the acquisition 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.

Acquisitions on or before 25 September 2009

Where a business combination occurred on or before 25 September 2009 and the business combination agreement provides for an adjustment to the cost of a business acquired contingent on future events, the Group accrued the probable amount of any additional consideration payable in the cost of the acquisition as a liability at the acquisition date where this could be measured reliably. This amount is reassessed at each subsequent balance sheet date with any adjustments to the liability accounted for as adjustments to the cost of the acquisition and reflected in goodwill.

Group Statement of Accounting Policies
year ended 24 September 2010 (continued)

Goodwill

Acquisitions on or after 26 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.

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.

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 twelve to fifteen 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.

Investments

Financial fixed assets (other than cash equivalents, loans and receivables and derivatives) are classified as available for sale and are initially recognised at fair value, and fair valued at each balance sheet date. Unrealised gains and losses arising from changes in the fair value of investments classified as available for sale are recognised within equity in the available for sale investment reserve. When such investments are sold or impaired, the accumulated fair value adjustments are included in the Income Statement within finance income or costs as gains or losses from investments. Impairments are recognised in finance costs when a diminution in value is deemed to be significant and prolonged.

Available for sale financial assets are classified as non-current assets, unless they are expected to be realised within twelve months of the balance sheet date.

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.

Group Statement of Accounting Policies
year ended 24 September 2010 (continued)

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 twelve months after the balance sheet date.

Finance Income and Expense

Finance income comprises interest income on funds invested (including available for sale financial assets), dividend income, gains on the disposal of available for sale financial assets, changes in the fair value of financial assets at fair value through profit or loss and gains on hedging instruments that are recognised in profit or loss.

Interest income is recognised as it accrues in profit or loss, using the effective interest method. Dividend income is recognised in profit or loss on the date that the Group's right to receive payment is established.

Finance expense comprises interest expense on borrowings, unwinding of the discount on liabilities, impairment losses recognised on financial assets and losses on hedging instruments 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.

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 not designated as effective hedging instruments (i.e. trading derivatives) are classified as a current asset or liability regardless of maturity. 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 twelve 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 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.

Group Statement of Accounting Policies
year ended 24 September 2010 (continued)

Taxation

Current tax represents the expected tax payable on the taxable income for the year, using tax rates and tax laws enacted or substantially 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 anticipated to apply in the year in which the asset is realised or the liability settled.

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.

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). Past service costs are recognised in the Income Statement on a straight-line basis over the vesting period, or immediately if the benefits have vested. 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 interest element of the defined benefit cost represents the change in present value of scheme obligations resulting from the passage of time, and is determined by applying the discount rate to the opening present value of the benefit obligation taking into account material changes in the obligation during the year. The expected return on plan assets is based on an assessment made at the beginning of the year of long-term market returns on scheme assets, adjusted for the effect on the fair value of plan assets of contributions received and benefits paid during the year. The expected return on plan assets and the interest cost is recognised in the Income Statement as finance income and cost respectively.

Actuarial gains and losses are recognised, in full, in the Group Statement of Recognised Income and Expense in the period in which they occur.

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 any past service cost not yet recognised, 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. 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 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 euro, 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.

Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in the available for sale reserve in equity.

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.

Group Statement of Accounting Policies
year ended 24 September 2010 (continued)

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. On adoption of IFRS 8, the Group identified three reportable segments: (i) Convenience Foods, (ii) Ingredients & Property and (iii) Malt. 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 and significant impairments of assets. Group management exercises judgement in assessing each particular item which, by virtue of their 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.

Minority Interests

The interest of minority shareholders is stated at the minorities' proportion of the fair values of the assets and liabilities recognised. Subsequently, any losses applicable to the minority interest in excess of the minority interest balance are allocated against the interest of the parent.

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 24 September 2010

	Notes	2010 Pre-exceptional €'000	2010 Exceptional (Note 6) €'000	2010 Total €'000	2009 As re-presented* Pre-exceptional €'000	2009 As re-presented* Exceptional (Note 6) €'000	2009 As re-presented* Total €'000
Continuing operations							
Revenue	1	855,952	-	855,952	800,894	-	800,894
Cost of sales		(569,193)	-	(569,193)	(519,109)	(1,490)	(520,599)
Gross profit		286,759	-	286,759	281,785	(1,490)	280,295
Operating costs, net	2	(227,071)	-	(227,071)	(231,029)	(23,143)	(254,172)
Group operating profit/(loss) before acquisition related amortisation		59,688	-	59,688	50,756	(24,633)	26,123
Amortisation of acquisition related intangibles	13	(2,364)	-	(2,364)	(2,101)	-	(2,101)
Group operating profit/(loss)		57,324	-	57,324	48,655	(24,633)	24,022
Finance income	7	26,153	-	26,153	32,121	-	32,121
Finance costs	7	(53,665)	-	(53,665)	(79,962)	-	(79,962)
Share of profit of associates after tax	8	513	-	513	437	-	437
Profit/(loss) before taxation		30,325	-	30,325	1,251	(24,633)	(23,382)
Taxation	9	(5,415)	-	(5,415)	(3,214)	3,353	139
Profit/(loss) for the period from continuing operations		24,910	-	24,910	(1,963)	(21,280)	(23,243)
Discontinued operations							
Result from discontinued operations	10	7,297	2,253	9,550	18,784	(3,950)	14,834
Profit/(loss) for the financial period	3	32,207	2,253	34,460	16,821	(25,230)	(8,409)
Attributable to:							
Equity shareholders		31,617	2,253	33,870	15,332	(25,230)	(9,898)
Minority interests	30	590	-	590	1,489	-	1,489
		32,207	2,253	34,460	16,821	(25,230)	(8,409)
Basic earnings/(loss) per share (cent)							
Continuing operations				11.9			(12.2)
Discontinued operations				4.7			7.3
	11			16.6			(4.9)
Diluted earnings/(loss) per share (cent)							
Continuing operations				11.7			(12.2)
Discontinued operations				4.6			7.3
	11			16.3			(4.9)

* As re-presented to reflect the effect of discontinued operations - refer to Notes 1, 6 and 10 for further information.

EF Sullivan
Director

GP Doherty
Director

Group Statement of Recognised Income and Expense
year ended 24 September 2010

	Notes	2010 €'000	2009 €'000
Items of income and expense taken directly within equity			
Currency translation differences		**3,450**	(5,391)
Current tax on currency translation differences	9	**(1,520)**	-
Currency translation differences recycled to Income Statement on disposal	35	**7,232**	-
Hedge of net investment in foreign currency subsidiaries		**286**	679
Actuarial loss on Group defined benefit pension schemes	28	**(28,791)**	(49,431)
Deferred tax on Group defined benefit pension schemes	9	**4,223**	13,218
Cash flow hedges:			
Gain/(loss) taken to equity		**61**	(1,691)
Transferred to Income Statement for the period		**1,766**	1,594
Deferred tax on cash flow hedges	9	**(497)**	(65)
Cash flow hedge losses recycled to Income Statement on disposal	35	**108**	-
Net expense recognised directly within equity		**(13,682)**	(41,087)
Group result for the financial period		**34,460**	(8,409)
Total recognised income and expense for the financial year		**20,778**	(49,496)

Attributable to:		
Equity shareholders	**20,188**	(50,985)
Minority interests	**590**	1,489
Total recognised income and expense for the financial year	**20,778**	(49,496)

Group Balance Sheet
at 24 September 2010

	Notes	2010 €'000	2009 €'000
ASSETS			
Non-current assets			
Intangible assets	13	**404,555**	404,305
Property, plant and equipment	14	**217,532**	319,233
Investment property	15	**37,916**	710
Investments in associates	19	**682**	638
Other receivables	17	**6,310**	-
Derivative financial instruments	23	**19,220**	16,358
Deferred tax assets	26	**46,284**	42,993
Total non-current assets		**732,499**	784,237
Current assets			
Inventories	16	**39,549**	82,369
Trade and other receivables	17	**64,537**	95,562
Derivative financial instruments	23	**2,486**	-
Cash and cash equivalents	21	**11,707**	43,933
Total current assets		**118,279**	221,864
Total assets		**850,778**	1,006,101
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital	29	**132,661**	131,250
Share premium		**121,162**	119,623
Reserves		**(77,820)**	(82,156)
		176,003	168,717
Minority interest in equity	30	**2,881**	3,591
Total equity		**178,884**	172,308
LIABILITIES			
Non-current liabilities			
Borrowings	22	**185,415**	343,769
Retirement benefit obligations	28	**118,442**	99,859
Other payables	18	**5,193**	6,924
Provisions for liabilities	25	**3,950**	6,188
Deferred tax liabilities	26	**43,842**	47,648
Government grants	27	**114**	1,096
Total non-current liabilities		**356,956**	505,484
Current liabilities			
Borrowings	22	**41,401**	21
Derivative financial instruments	23	**18,894**	27,237
Trade and other payables	18	**218,126**	262,845
Provisions for liabilities	25	**8,297**	11,288
Current taxes payable		**28,220**	26,918
Total current liabilities		**314,938**	328,309
Total liabilities		**671,894**	833,793
Total equity and liabilities		**850,778**	1,006,101

EF Sullivan
Director

GP Doherty
Director

Group Cash Flow Statement
year ended 24 September 2010

	Notes	2010 €'000	2009 As re-presented* €'000
Profit/(loss) before taxation		**30,325**	(23,382)
Finance income		**(26,153)**	(32,121)
Finance costs		**53,665**	79,962
Share of profit of associates (after tax)		**(513)**	(437)
Exceptional items – continuing		**-**	24,633
Operating profit – continuing (pre-exceptional)		**57,324**	48,655
Depreciation		**19,419**	19,001
Amortisation of intangible assets		**3,914**	3,402
Employee share option expense		**1,731**	910
Amortisation of government grants		**(38)**	(116)
Difference between pension charge and cash contributions		**(10,242)**	(8,151)
Working capital movement	31	**24,642**	8,806
Other movements		**187**	3,005
Net cash inflow from operating activities before exceptional items		**96,937**	75,512
Cash outflow related to exceptional items	31	**(6,502)**	(21,210)
Interest paid		**(28,863)**	(30,317)
Tax paid		**(1,286)**	(367)
Operating cash flows from discontinued operations	10	**(13,632)**	18,253
Net cash inflow from operating activities		**46,654**	41,871
Cash flow from investing activities			
Dividends received from associates	19	**537**	901
Purchase of property, plant and equipment		**(23,503)**	(23,269)
Purchase of investment property		**(1,146)**	-
Purchase of intangible assets		**-**	(6,795)
Acquisition of undertakings and purchase of minority interest		**(2,918)**	(4,940)
Disposal of undertakings and investment in associate		**104,772**	2,944
Interest received		**1,000**	2,465
Government grants received, net	27	**-**	159
Investing cash flows from discontinued operations	10	**(2,832)**	(10,556)
Net cash inflow/(outflow) from investing activities		**75,910**	(39,091)
Cash flow from financing activities			
Ordinary shares purchased – own shares		**(2,000)**	-
Drawdown of new bank facilities	24	**113,908**	261,500
Decrease in bank borrowings	24	**(196,306)**	(318,604)
Repayment of Private Placement Notes	24	**(50,118)**	-
Decrease in finance lease liabilities	24	**(19)**	(60)
Cash outflow arising from derivative financial instruments		**(9,595)**	-
Dividends paid to equity holders of the Company		**(12,441)**	(24,998)
Dividends paid to minority interests	30	**(1,300)**	(1,530)
Net cash outflow from financing activities		**(157,871)**	(83,692)
Net decrease in cash and cash equivalents		**(35,307)**	(80,912)
Reconciliation of opening to closing cash and cash equivalents			
Cash and cash equivalents at beginning of year	21	**43,933**	139,040
Translation adjustment	24	**3,081**	(14,195)
Decrease in cash and cash equivalents	24	**(35,307)**	(80,912)
Cash and cash equivalents at end of year	21	**11,707**	43,933

* As re-presented to reflect the effect of discontinued operations – refer to Notes 1, 6 and 10 for further information.

Group Statement of Changes in Equity
year ended 24 September 2010

	Share capital €'000	Share premium €'000	Other reserves €'000	Retained earnings €'000	Total €'000	Minority interest €'000	Total equity €'000
At 25 September 2009	**131,250**	**119,623**	**(29,552)**	**(52,604)**	**168,717**	**3,591**	**172,308**
Items of income and expense taken directly within equity							
Currency translation differences	-	-	3,450	-	3,450	-	3,450
Current tax on currency translation differences	-	-	-	(1,520)	(1,520)	-	(1,520)
Tax on translation of cash flow hedge reserve	-	-	14	-	14	-	14
Currency translation differences recycled to Income Statement on disposal of foreign operation	-	-	7,232	-	7,232	-	7,232
Net investment hedge	-	-	286	-	286	-	286
Actuarial loss on Group defined benefit pension schemes	-	-	-	(28,791)	(28,791)	-	(28,791)
Deferred tax asset on Group defined benefit pension schemes	-	-	-	4,223	4,223	-	4,223
Cash flow hedges							
fair value gains in period	-	-	61	-	61	-	61
tax on fair value losses	-	-	(17)	-	(17)	-	(17)
transfers to Income Statement	-	-	1,766	-	1,766	-	1,766
tax on transfers to Income Statement	-	-	(494)	-	(494)	-	(494)
recycled to Income Statement on disposal of operation	-	-	108	-	108	-	108
Profit for the financial period	-	-	-	33,870	33,870	590	34,460
Employee share option expense	-	-	1,731	-	1,731	-	1,731
Settlement of grant	-	-	(127)	-	(127)	-	(127)
Transfer on exercise, lapse or forfeit of share options	-	-	(298)	298	-	-	-
Shares acquired by Deferred Share Awards Trust (a)	-	-	(2,000)	-	(2,000)	-	(2,000)
Issue of shares	1,411	1,539	-	-	2,950	-	2,950
Dividends	-	-	-	(15,456)	(15,456)	(1,300)	(16,756)
At 24 September 2010	**132,661**	**121,162**	**(17,840)**	**(59,980)**	**176,003**	**2,881**	**178,884**

	Share capital €'000	Share premium €'000	Other reserves €'000	Retained earnings €'000	Total €'000	Minority interest €'000	Total equity €'000
At 26 September 2008	129,641	118,961	(4,417)	(4,947)	239,238	4,816	244,054
Items of income and expense taken directly within equity							
Currency translation differences	-	-	(5,391)	-	(5,391)	-	(5,391)
Net investment hedge	-	-	679	-	679	-	679
Actuarial loss on Group defined benefit pension schemes	-	-	-	(49,431)	(49,431)	-	(49,431)
Deferred tax asset on Group defined benefit pension schemes	-	-	-	13,218	13,218	-	13,218
Cash flow hedges							
fair value losses in period	-	-	(1,691)	-	(1,691)	-	(1,691)
tax on fair value losses	-	-	473	-	473	-	473
transfers to Income Statement	-	-	1,594	-	1,594	-	1,594
tax on transfers to Income Statement	-	-	(446)	-	(446)	-	(446)
Tax on translation of cash flow hedge reserve	-	-	(92)	-	(92)	-	(92)
Loss for the financial period	-	-	-	(9,898)	(9,898)	1,489	(8,409)
Employee share option expense	-	-	910	-	910	-	910
Transfer on exercise, forfeit or lapse of share options that have vested	-	-	(528)	528	-	-	-
Own Share Reserve reclassification (b)	-	-	(20,643)	20,643	-	-	-
Issue of shares	1,609	662	-	-	2,271	-	2,271
Dividends	-	-	-	(22,717)	(22,717)	(1,530)	(24,247)
Acquisition of minority interests	-	-	-	-	-	(1,184)	(1,184)
At 25 September 2009	131,250	119,623	(29,552)	(52,604)	168,717	3,591	172,308

Group Statement of Changes in Equity
year ended 24 September 2010 (continued)

Other reserves

	Share options €'000	Own shares €'000	Capital conversion reserve fund €'000	Hedging reserve €'000	Foreign currency translation reserve €'000	Total €'000
At 25 September 2009	**1,757**	**(21,443)**	**934**	**(1,385)**	**(9,415)**	**(29,552)**
Items of income and expense taken directly within equity						
Currency translation differences	–	–	–	(53)	3,503	3,450
Tax on translation of cash flow hedge reserve	–	–	–	14	–	14
Currency translation differences recycled to Income Statement on disposal of foreign operation	–	–	–	–	7,232	7,232
Net investment hedge	–	–	–	–	286	286
Cash flow hedges						
fair value losses in period	–	–	–	61	–	61
tax on fair value losses	–	–	–	(17)	–	(17)
transfers to Income Statement	–	–	–	1,766	–	1,766
tax on transfers to Income Statement	–	–	–	(494)	–	(494)
recycled to Income Statement on disposal of operation	–	–	–	108	–	108
Employee share option expense	1,731	–	–	–	–	1,731
Transfer on exercise, lapse or forfeit of share options	(298)	–	–	–	–	(298)
Settlement of grant	(127)	–	–	–	–	(127)
Shares acquired by Deferred Share Awards Trust (a)	–	(2,000)	–	–	–	(2,000)
At 24 September 2010	**3,063**	**(23,443)**	**934**	**–**	**1,606**	**(17,840)**

	Share options €'000	Own shares €'000	Capital conversion reserve fund €'000	Hedging reserve €'000	Foreign currency translation reserve €'000	Total €'000
At 26 September 2008	982	(407)	934	(1,550)	(4,376)	(4,417)
Items of income and expense taken directly within equity						
Currency translation differences	–	–	–	327	(5,718)	(5,391)
Tax on translation of cash flow hedge reserve	–	–	–	(92)	–	(92)
Net investment hedge	–	–	–	–	679	679
Cash flow hedges						
fair value losses in year	–	–	–	(1,691)	–	(1,691)
tax on fair value losses	–	–	–	473	–	473
transfers to Income Statement	–	–	–	1,594	–	1,594
tax on transfers to Income Statement	–	–	–	(446)	–	(446)
Employee share option/awards expense	910	–	–	–	–	910
Transfer on exercise, forfeit or lapse of share options	(528)	–	–	–	–	(528)
2008 Deferred Bonus Plan expense reclassification	393	(393)	–	–	–	–
Own Shares Reserve reclassification (b)	–	(20,643)	–	–	–	(20,643)
At 25 September 2009	1,757	(21,443)	934	(1,385)	(9,415)	(29,552)

(a) Pursuant to the terms of the Deferred Bonus Plan, 1,425,832 shares were purchased by the Trustees of the Plan in the financial year ended 24 September 2010 at a cost of €2.0m. These shares are included in the Balance Sheet at cost of €2.0m.

(b) In 1998, the Company re-purchased ordinary shares as set out in Note 29. A number of these shares were re-issued in 2004 and 2005. The reserve arising on the re-purchase of these ordinary shares in 1998 less the cost of the re-issue of the shares in 2004 and 2005 was reclassified to the Own Shares Reserve from Retained Earnings.

Notes to the Group Financial Statements
year ended 24 September 2010

1. Segment Information
On adoption of IFRS 8, the Group identified three reportable segments: (i) Convenience Foods, (ii) Ingredients & Property and (iii) Malt. In the Annual Report for the year ended 25 September 2009, the Group presented two primary business segments: (i) Convenience Foods and (ii) Ingredients & Related Property. These reportable segments align with the Group's internal financial reporting system and the manner in which the Chief Operating Decision Maker assesses performance and allocates the Group's resources. The Group is organised around different product portfolios.

The Convenience Foods reportable segment is the aggregation of two operating segments, Convenience Foods UK and Convenience Foods US and the Continent ("International Convenience Foods"). This segment derives its revenue from the production and sale of convenience food.

Ingredients & Property 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 vegetable oils and molasses and the management of the Group's property assets.

The Malt reportable segment represents the manufacture and sale of malt.

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 exceptionals and acquisition related amortisation. Net finance costs and income tax are managed on a centralised basis, 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 and thus not subject to separate disclosure.

Comparatives for the year ended 25 September 2009 have been restated to reflect the operating segments reported for the current year.

During the year, the Group completed the disposal of its Malt business ("Greencore Malt"), its bottled water business ("Greencore Water") and its Dutch based convenience foods business ("Greencore Continental"). In accordance with IFRS 5 Non-Current Assets Held for Sale and Discontinued Operations, the operations of Greencore Malt, Greencore Water and Greencore Continental are considered to be discontinued. Comparatives have been re-presented to reflect discontinued operations.

	Convenience Foods		Ingredients & Property		Malt (discontinued)		Total	
	2010 €'000	2009 €'000	**2010 €'000**	2009 €'000	**2010 €'000**	2009 €'000	**2010 €'000**	2009 €'000
Total revenue	**839,743**	794,404	**71,479**	92,246	**90,581**	217,150	**1,001,803**	1,103,800
Less: Revenue from discontinued operations (Note 10)	**(55,270)**	(85,756)	**-**	-	**(90,581)**	(217,150)	**(145,851)**	(302,906)
Revenue – continuing operations	**784,473**	708,648	**71,479**	92,246	**-**	-	**855,952**	800,894
Total operating profit before exceptional items and acquisition related amortisation	**53,999**	46,354	**5,565**	6,073	**8,550**	20,500	**68,114**	72,927
Less: Operating loss/(profit) from discontinued operations	**124**	(1,671)	**-**	-	**(8,550)**	(20,500)	**(8,426)**	(22,171)
Group operating profit before exceptional items and acquisition related amortisation – continuing operations	**54,123**	44,683	**5,565**	6,073	**-**	-	**59,688**	50,756
Amortisation of acquisition related intangible assets	**(2,364)**	(2,101)	**-**	-	**-**	-	**(2,364)**	(2,101)
Exceptional items	**-**	(12,062)	**-**	(12,571)	**-**	-	**-**	(24,633)
Group operating profit/(loss)	**51,759**	30,520	**5,565**	(6,498)	**-**	-	**57,324**	24,022
Finance income							**26,153**	32,121
Finance costs							**(53,665)**	(79,962)
Share of profit of associates after tax	**-**	-	**513**	437	**-**	-	**513**	437
Profit/(loss) before taxation							**30,325**	(23,382)

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

1. Segment Information (continued)

	Convenience Foods		Ingredients & Property		Malt (discontinued)		Total	
	2010 €'000	2009 €'000	**2010 €'000**	2009 €'000	**2010 €'000**	2009 €'000	**2010 €'000**	2009 €'000
Segment assets								
Assets	**714,646**	718,798	**55,753**	55,166	**-**	128,215	**770,399**	902,179
Investments in associates	**-**	-	**682**	638	**-**	-	**682**	638
Total assets	**714,646**	718,798	**56,435**	55,804	**-**	128,215	**771,081**	902,817

	2010	2009
Reconciliation to Total Assets as Reported in the Group Balance Sheet		
Deferred tax assets	**46,284**	42,993
Cash and cash equivalents	**11,707**	43,933
Derivative financial instruments	**21,706**	16,358
Total assets as reported in the Group Balance Sheet	**850,778**	1,006,101

	Convenience Foods		Ingredients & Property		Malt (discontinued)		Total	
	2010 €'000	2009 €'000	**2010 €'000**	2009 €'000	**2010 €'000**	2009 €'000	**2010 €'000**	2009 €'000
Segment liabilities								
Liabilities	**293,644**	247,339	**47,845**	38,996	**-**	86,050	**341,489**	372,385

	2010	2009
Reconciliation to Total Liabilities as Reported in the Group Balance Sheet		
Borrowings (current and non-current)	**226,816**	343,790
Derivative financial instruments (current and non-current)	**18,894**	27,237
Government grants	**114**	1,096
Declared interim dividend	**6,199**	6,133
Interest payable	**6,320**	8,586
Income tax liabilities (current and deferred)	**72,062**	74,566
Total liabilities as reported in the Group Balance Sheet	**671,894**	833,793

Other Segment Information

	Convenience Foods		Ingredients & Property		Total	
	2010 €'000	2009 €'000	**2010 €'000**	2009 €'000	**2010 €'000**	2009 €'000
Continuing operations						
Capital expenditure	**28,920**	22,487	**2,583**	3,667	**31,503**	26,154
Depreciation included in segment result	**19,146**	17,656	**273**	1,345	**19,419**	19,001
Amortisation of intangible assets	**3,914**	3,402	**-**	-	**3,914**	3,402
Impairment of property, plant and equipment	**-**	62	**-**	1,579	**-**	1,641

	Convenience Foods		Ingredients & Property		Malt (discontinued)		Total	
	2010 €'000	2009 €'000	**2010 €'000**	2009 €'000	**2010 €'000**	2009 €'000	**2010 €'000**	2009 €'000
Discontinued operations								
Capital expenditure	**804**	1,612	**-**	-	**1,625**	7,534	**2,429**	9,146
Depreciation included in segment result	**1,614**	2,464	**-**	-	**2,403**	5,309	**4,017**	7,773
Amortisation of intangible assets	**59**	24	**-**	-	**40**	118	**99**	142
Impairment of property, plant and equipment	**-**	230	**-**	(417)	**-**	-	**-**	(187)

Geographical Analysis

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

	Ireland		UK		Rest of World		Total Group	
	2010 €'000	2009 €'000	**2010 €'000**	2009 €'000	**2010 €'000**	2009 €'000	**2010 €'000**	2009 €'000
Total revenue	**96,203**	147,395	**782,205**	788,192	**123,395**	168,213	**1,001,803**	1,103,800
Capital expenditure	**2,260**	6,164	**27,633**	21,956	**4,039**	7,180	**33,932**	35,300
Segment assets	**30,617**	76,164	**689,378**	736,433	**51,086**	90,220	**771,081**	902,817

2. Operating Costs, Net

	2010 €'000	2009 As re-presented* €'000
Distribution costs	**38,375**	40,597
Administrative expenses	**185,460**	189,456
Research and development	**4,654**	4,439
Other operating costs	**1,635**	1,030
Other operating income	**(3,053)**	(4,493)
Total operating costs, net	**227,071**	231,029
Exceptional charge (Note 6)	**-**	23,143
Total operating costs, net	**227,071**	254,172

* As re-presented to reflect the effect of discontinued operations – refer to Notes 1, 6 and 10 for further information.

3. Result for the Financial Period

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

	2010 €'000	2009 €'000
Depreciation:		
Owned assets	**23,388**	26,631
Investment property	**-**	98
Assets held under finance lease	**48**	45
	23,436	26,774
Amortisation of intangible assets	**4,013**	3,544
Operating lease rentals:		
Premises, plant and equipment	**15,068**	16,026
Auditor's remuneration		
Audit of the Group Financial Statements	**610**	675
Other assurance services	**245**	75
Tax advisory services	**745**	590
Other non-audit services	**-**	-
	1,600	1,340
Government grants released	**(85)**	(116)
Rental income from investment properties	**(356)**	(263)

Directors' remuneration is shown in the Report on Directors' Remuneration and in Note 36.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

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

	2010 Number	2009 Number
Production	**5,936**	6,187
Distribution	**633**	602
Administration	**875**	858
	7,444	7,647

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

	2010 €'000	2009 €'000
Wages and salaries	**179,301**	183,434
Social welfare costs	**16,260**	16,398
Employee share option expense (Note 5)	**1,731**	910
Pension costs – defined contribution plans (Note 28)	**2,451**	526
Pension costs – settlement on disposal of defined benefit plan (Note 28)	**(6,646)**	–
Pension costs – defined benefit plans (Note 28)	**1,316**	3,662
	194,413	204,930
Defined benefit interest cost (Note 28)	**25,669**	28,939
Defined benefit expected return on plan assets (Note 28)	**(25,338)**	(30,015)
	194,744	203,854

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

	2010 €'000	2009 €'000
Actual return less expected return on pension scheme assets (Note 28)	**21,293**	(37,606)
Actuarial losses arising on the scheme liabilities (Note 28)	**(50,084)**	(11,825)
Total included in the Statement of Recognised Income and Expense	**(28,791)**	(49,431)

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 of €0.094m (2009: €0.081m) 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.

Options were granted over 1,035,000 ordinary shares on 30 November 2009. These awards will be exercisable, subject to the performance measurement targets being attained between 30 November 2012 and 30 November 2019, at an exercise price of €1.40. Options were granted over 780,000 ordinary shares on 3 June 2010. These awards will be exercisable, subject to the performance measurement targets being attained between 3 June 2013 and 3 June 2020, at an exercise price of €1.27. The weighted average fair value of share options granted during the year ended 24 September 2010 was €0.28.

Options were granted over 1,690,000 ordinary shares on 3 December 2008. These awards will be exercisable, subject to the performance measurement targets being attained between 3 December 2011 and 3 December 2018, at an exercise price of €0.80. Options were granted over 30,000 ordinary shares on 9 June 2009. These awards will be exercisable, subject to the performance measurement targets being attained between 9 June 2012 and 9 June 2019, at an exercise price of €1.17. The weighted average fair value of share options granted during the year ended 25 September 2009 was €0.15.

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

	2010 Number outstanding	2010 Weighted average exercise price €	2009 Number outstanding	2009 Weighted average exercise price €
At beginning of year	**5,340,000**	**2.64**	5,350,000	3.38
Granted	**1,815,000**	**1.34**	1,720,000	0.81
Expired	**(395,000)**	**2.84**	(150,000)	3.56
Forfeit	**(690,000)**	**2.53**	(1,580,000)	3.07
At end of year	**6,070,000**	**2.25**	5,340,000	2.64
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 24 September 2010				
€0.01 - €1.00	**1,355,000**	**8.19**	**0.80**	**-**
€1.01 - €2.00	**1,735,000**	**9.31**	**1.34**	**-**
€2.01 - €3.00	**1,265,000**	**1.20**	**2.68**	**-**
€3.01 - €4.00	**1,015,000**	**5.56**	**3.41**	**-**
€4.01 - €5.00	**700,000**	**6.86**	**4.89**	**-**
	6,070,000	**6.46**	**2.25**	**-**
At 25 September 2009				
€0.01 - €1.00	1,560,000	9.19	0.80	-
€1.01 - €2.00	30,000	7.91	1.17	-
€2.01 - €3.00	1,740,000	1.95	2.72	-
€3.01 - €4.00	1,160,000	6.43	3.39	-
€4.01 - €5.00	850,000	7.85	4.89	-
	5,340,000	6.01	2.64	-

Sharesave Schemes

The Group operates savings-related share option schemes in both Ireland and the UK. Options are granted at a discount of between 15% 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 of €0.299m (2009: €0.185m) was arrived at through applying a trinomial model, which is a lattice option-pricing model.

During the year ended 24 September 2010, sharesave scheme options were granted over 9,864 shares and 793,471 shares, which will ordinarily be exercisable at an exercise price of €0.95 and Stg£0.90 respectively per share, during the period 1 July 2013 to 1 January 2014 for the three year scheme, 1 July 2015 to 1 January 2016 for the five year scheme and 1 July 2017 to 1 January 2018 for the seven year scheme. The weighted average fair value of share options granted during the year ended 24 September 2010 was €0.38.

During the year ended 25 September 2009, sharesave scheme options were granted over 285,500 shares and 1,927,583 shares, which will ordinarily be exercisable at an exercise price of €0.88 and Stg£0.87 respectively per share, during the period 7 July 2012 to 7 January 2013 for the three year scheme, 7 July 2014 to 7 January 2015 for the five year scheme and 7 July 2016 to 7 January 2017 for the seven year scheme. The weighted average fair value of share options granted during the year ended 25 September 2009 was €0.31.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

5. Share-Based Payments (continued)

Sharesave Schemes (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 Irish Sharesave Scheme.

	2010 Number outstanding	2010 Weighted average exercise price €	2009 Number outstanding	2009 Weighted average exercise price €
At beginning of year	**319,067**	**1.09**	129,247	2.92
Granted	**9,864**	**0.95**	285,500	0.88
Forfeit	**(72,876)**	**1.72**	(95,680)	2.94
At end of year	**256,055**	**0.90**	319,067	1.09
Exercisable at end of year	**2,451**	**2.88**	23,405	2.68

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 24 September 2010					
€0.01 - €1.00	**253,604**	**2.71**	**0.88**	**-**	**-**
€2.01 - €3.00	**1,505**	**0.33**	**2.20**	**1,505**	**2.20**
€3.01 - €4.00	**946**	**0.30**	**3.95**	**946**	**3.95**
	256,055	**2.69**	**0.90**	**2,451**	**2.88**
At 25 September 2009					
€0.01 - €1.00	285,500	3.62	0.88	-	-
€2.01 - €3.00	28,344	0.67	2.65	23,405	2.68
€3.01 - €4.00	5,223	1.29	3.95	-	-
	319,067	3.32	1.09	23,405	2.68

The following table illustrates the number and weighted average exercise prices (expressed in sterling) of, and movements in, share options during the year under the UK Sharesave Scheme.

	2010 Number outstanding	2010 Weighted average exercise price Stg£	2009 Number outstanding	2009 Weighted average exercise price Stg£
At beginning of year	**2,555,366**	**1.22**	1,250,726	2.21
Granted	**793,471**	**0.90**	1,927,583	0.87
Exercised	**(31,733)**	**0.87**	-	-
Forfeit	**(807,257)**	**1.55**	(622,943)	2.13
At end of year	**2,509,847**	**1.02**	2,555,366	1.22
Exercisable at end of year	**39,824**	**2.08**	216,738	1.98

Range of Exercise Prices for the UK Sharesave Scheme (expressed in sterling)

	Number outstanding	Weighted average contract life years	Weighted average exercise price Stg£	Number exercisable	Weighted average exercise price Stg£
At 24 September 2010					
£0.01 – £1.00	**2,268,333**	**3.47**	**0.88**	**15,116**	**0.87**
£1.01 – £2.00	**29,956**	**1.42**	**1.77**	**4,131**	**1.85**
£2.01 – £3.00	**166,953**	**1.94**	**2.20**	**–**	**–**
£3.01 – £4.00	**44,605**	**1.87**	**3.01**	**20,577**	**3.01**
	2,509,847	**3.32**	**1.02**	**39,824**	**2.08**
At 25 September 2009					
£0.01 – £1.00	1,899,630	4.16	0.87	–	–
£1.01 – £2.00	145,677	1.16	1.74	60,025	1.66
£2.01 – £3.00	379,660	1.86	2.16	156,713	2.10
£3.01 – £4.00	130,399	2.11	3.01	–	–
	2,555,366	3.54	1.22	216,738	1.98

Deferred Bonus Plan

Senior Executives participate in the Deferred Bonus Plan as outlined in the Report on Directors' Remuneration. In accordance with this plan, half the annual bonus earned by participating Senior Executives is deferred into Company shares calculated at market value on the date of award, to be held by a trustee for the benefit of individual participants without any additional performance requirements or matching. 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 of €1.338m (2009: €0.644m) was arrived at through applying a trinomial model, which is a lattice option-pricing model.

On 1 December 2009, 1,866,065 awards were granted to senior executives of the Group under the Deferred Bonus Plan. A cumulative charge of €0.449m was recognised in the Income Statement in FY10. A charge amounting to €0.15m was included in the Group Financial Statements in FY09 in respect of the estimated 2009 charge related to these awards.

On 3 December 2008, 1,458,412 awards were granted to senior executives of the Group under the Deferred Bonus Plan. A cumulative charge of €0.298m was recognised in the Income Statement in FY09.

The following table illustrates the number and weighted average exercise prices of, and movements in, share awards during the year under the plan:

	2010		2009	
	Number outstanding	**Weighted average exercise price €**	Number outstanding	Weighted average exercise price €
At beginning of year	**1,765,398**	**–**	307,246	–
Granted	**1,866,065**	**–**	1,458,152	–
Forfeit	**(423,007)**	**–**	–	–
At end of year	**3,208,456**	**–**	1,765,398	–
Exercisable at end of year	**–**	**–**	–	–

On 1 December 2010, 2,033,281 awards were granted to senior executives of the Group under the Deferred Bonus Plan. A charge amounting to €0.246m relating to Executive Directors and €0.065m relating to other awards has been included in the Group Financial Statements in respect of the estimated 2010 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.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

5. Share-Based Payments (continued)

Deferred Bonus Plan (continued)

The following two tables show the weighted average assumptions used to fair value the equity settled options granted in the Executive Share Option Scheme, the Sharesave Scheme and the Deferred Bonus Plan.

	2010				
	Executive Share Option Scheme	**Sharesave 3 year**	**Sharesave 5 year**	**Sharesave 7 year**	**Deferred Bonus Plan**
Dividend yield (%)	**5.60%**	**5.93%**	**5.93%**	**5.93%**	**5.43%**
Expected volatility (%)	**37%**	**56%**	**47%**	**41%**	**52%**
Risk-free interest rate (%)	**3.01%**	**0.76%**	**1.48%**	**2.08%**	**2.04%**
Expected life of option (years)	**10.00**	**3.50**	**5.50**	**7.50**	**3.00**
Share price at grant (€)	**1.35**	**1.27**	**1.27**	**1.27**	**1.38**
Exercise price (€)	**1.34**	**1.10**	**1.10**	**1.10**	**–**

	2009				
	Executive Share Option Scheme	Sharesave 3 year	Sharesave 5 year	Sharesave 7 year	Deferred Bonus Plan
Dividend yield (%)	9.10%	7.14%	7.14%	7.14%	9.13%
Expected volatility (%)	45%	51%	42%	37%	45%
Risk-free interest rate (%)	3.50%	1.62%	2.41%	2.96%	3.50%
Expected life of option (years)	10.00	3.50	5.50	7.50	3.00
Share price at grant (€)	0.90	1.15	1.15	1.15	0.92
Exercise price (€)	0.81	0.96	1.00	1.01	–

The average share price during the year was €1.34 (2009: €1.08).

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 €1.12 to €1.69.

6. Exceptional Items

Exceptional items are those that, in management's judgement, should be disclosed 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:

	Notes	**2010 €'000**	2009 As re-presented* €'000
Continuing operations			
Convenience Foods	(f)	**–**	(12,062)
Ingredients & Property	(g)	**–**	(12,571)
		–	(24,633)
Tax on exceptional items		**–**	3,353
Total continuing operations		**–**	(21,280)
Discontinued operations (net of tax)			
Greencore Malt	(a)	**12,437**	(535)
Greencore Water	(b)	**(5,674)**	–
Greencore Continental	(c)	**(4,510)**	–
Exit from sugar processing	(d)	**–**	417
Legal settlement and related costs	(e)	**–**	(3,832)
Total discontinued operations		**2,253**	(3,950)
Total exceptional gains/(losses)		**2,253**	(25,230)

* As re-presented to reflect the effect of discontinued operations – refer to Notes 1 and 10 for further information.

(a) Greencore Malt

The Group completed the disposal of the Malt businesses on 26 March 2010. A profit on disposal of €12.4m was recognised in the Income Statement. This includes the recycle of €4.1m of cumulative foreign currency translation losses and €0.1m cash flow hedge losses, both of which were previously recognised in equity. The net impact of the disposal on the Group's equity was an increase of €16.6m.

During the prior period, the Group settled an insurance claim in relation to an incident at its malting facility at Ghlin, Belgium resulting in the recognition of an exceptional gain of €3.6m (€2.4m net of tax) being the excess over previously anticipated receipts. Additionally, the Group took a charge of €2.9m related to grain/barley stocks associated with the poor harvest quality arising as a result of the extreme adverse 2008 weather conditions experienced during the harvest period.

(b) Greencore Water

The Group completed the disposal of its bottled water business on 26 March 2010. A loss on disposal of €5.7m was recognised in the Income Statement. This includes the recycle of €3.1m cumulative foreign currency translation losses, previously recognised in equity. The net impact of the disposal on the Group's equity was a decrease of €2.6m.

(c) Greencore Continental

The Group completed the disposal of its Dutch based convenience foods business on 20 August 2010. A loss on disposal of €4.5m was recognised in the Income Statement.

(d) Exit from Sugar Processing

The Group exited its sugar processing business in 2006. In the prior year, a net gain of €0.4m arose on the disposal of previously impaired assets.

(e) Legal Settlement and Related Costs

During the prior year, the Group settled a historical outstanding claim relating to its previous sugar trading activities and recognised an exceptional charge of €3.8m in respect of both settlement and legal costs.

(f) Convenience Foods

During the prior year, the Group finalised its strategic review of the Frozen Desserts category. It was concluded that it should exit from this category, due to its tertiary market position, by closing its remaining facility. The Group also finalised its business restructuring programme resulting in head count reductions at business units. The total cost of this restructuring, which comprised principally asset write-offs and redundancy costs, was €12.1m (€8.7m net of tax).

(g) Ingredients & Property

During the prior year, the Group determined that it would either close or sell its grain trading business at Drummonds. As a result of this decision, provisions of €12.3m were recognised to write assets down to fair value less costs to sell. The Group disposed of Drummonds on 26 June 2009 and an additional loss of €0.3m was recognised on disposal.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

7. Finance Costs and Finance Income

	2010 €'000	2009 As re-presented* €'000
Finance Costs		
Bank overdrafts and loans	**15,459**	17,346
Other borrowings	**10,858**	13,610
Interest on obligations under finance leases	**4**	4
Interest on defined benefit pension scheme liabilities	**25,303**	28,208
Unwind of discount on liabilities	**275**	440
Fair value movement on hedged financial liabilities (Note 24)	**6,277**	30,031
Fair value movement on fair value hedges (Note 24)	**(6,377)**	(30,759)
Fair value movement on interest rate swaps not designated as hedges	**3,832**	21,566
Fair value movement on forward foreign exchange contracts not designated as hedges	**(1)**	444
Foreign exchange on inter-company balances and external loans where hedge accounting is not applied	**(1,965)**	(928)
	53,665	79,962
Finance Income		
Interest income on bank deposits	**(999)**	(2,681)
Expected return on defined benefit pension scheme assets	**(25,046)**	(29,425)
Gain on disposal of available for sale financial asset	**-**	(15)
Unwind of discount on assets	**(108)**	-
	(26,153)	(32,121)
Net finance expense recognised in the Income Statement	**27,512**	47,841
Recognised directly in equity		
Currency translation effects on foreign currency net investment	**3,450**	(5,391)
Currency translation effect on foreign currency borrowings	**286**	679
Effective portion of changes in fair value of cash flow hedges	**61**	(1,691)
Net change in fair value of cash flow hedges transferred to Income Statement recognised in discontinued operations	**1,766**	1,594
	5,563	(4,809)

* As re-presented to reflect the effect of discontinued operations – refer to Notes 1, 6 and 10 for further information.

8. 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. The Group's share of net assets of associates is shown in Note 19.

	2010 €'000	2009 €'000
Group share of:		
Revenue	**3,821**	20,842
Profit before finance costs	**796**	738
Finance income/costs (net)	**(55)**	(84)
Profit before taxation	**741**	654
Taxation	**(228)**	(217)
Profit after taxation (Note 19)	**513**	437

9. Taxation

	2010 €'000	2009 As re-presented* €'000
Continuing operations		
Current tax		
Corporation tax charge	**210**	206
Overseas tax charge	**2,434**	344
Total current tax (pre-exceptional)	**2,644**	550
Deferred tax		
Origination and reversal of temporary differences	**2,502**	2,197
Defined benefit pension obligations	**1,020**	491
Effect of tax rate change	**(664)**	-
Employee share options	**(87)**	(24)
Total deferred tax	**2,771**	2,664
Income tax expense (pre-exceptional)	**5,415**	3,214
Tax charge on exceptional items		
Current tax	**-**	(311)
Deferred tax	**-**	(3,042)
Exceptional tax credit	**-**	(3,353)
Total tax charge from continuing operations (pre-associates)	**5,415**	(139)
Discontinued operations		
Current tax	**3,115**	(502)
Deferred tax	**(1,690)**	4,012
Income tax expense (pre-exceptional)	**1,425**	3,510
Tax credit on exceptional items		
Current tax	**-**	1,217
Total tax charge from discontinued operations	**1,425**	4,727
Total tax charge for the year	**6,840**	4,588
Current tax relating to items charged to equity		
Income tax relating to foreign exchange	**1,520**	-
Deferred tax relating to items (charged)/credited to equity		
Actuarial loss on pension liability	**(4,223)**	(13,218)
Cash flow hedges transferred to Income Statement	**-**	446
Cash flow hedges fair value adjustments	**497**	(473)
Cash flow hedge currency translation adjustment	**-**	92
	(2,206)	(13,153)

* As re-presented to reflect the effect of discontinued operations - refer to Notes 1, 6 and 10 for further information.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

9. Taxation (continued)

Reconciliation of Total Tax Expense

The tax charge for the year can be reconciled to the profit/(loss) per the Income Statement as follows:

	2010 €'000	2009 €'000
Profit/(loss) for the year	34,460	(8,409)
Total tax charge for the year	6,840	4,588
Less: Share of profit of associates after tax	(513)	(437)
	40,787	(4,258)
Tax expense at Irish corporation tax rate of 12.5%	5,098	(532)
Effects of:		
Expenses not deductible for tax purposes	3,197	5,814
Differences in effective tax rates on overseas earnings	2,163	(909)
Utilisation of tax losses	92	(164)
Tax exempted earnings and earnings at reduced Irish rates	(773)	(91)
Effect of rate change on deferred tax balance	(664)	–
Other	(2,273)	470
Total tax charge for the year	6,840	4,588

Factors That May Impact Future Tax Charges and Other Disclosures

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 difference will not reverse in the foreseeable future. No provision has been recognised in respect of deferred tax relating to unremitted earnings of subsidiaries as there is no commitment to remit earnings.

The tax charge in future periods will be impacted by any changes to the corporation tax rate in force in the countries in which the Group operates. In the UK, the Finance Bill 2010 included a reduction in the rate of corporate income tax from 28% to 27% and this was substantially enacted on 21 July 2010. The rate reduction applies from 1 April 2011. 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 27% is reflected in the closing deferred tax balance. The UK 2010 Emergency Budget announced further annual reductions in the corporate tax rate of 1% annually, reaching 24% on 1 April 2014. The finance bill did not include these additional rate reductions so they are not substantively enacted and therefore not reflected in the closing deferred tax balance.

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.

10. Discontinued Operations

The Group disposed of its interest in its malt, bottled water and Dutch based convenience foods businesses in 2010. These operations are considered, in management's judgement, to be discontinued operations in accordance with IFRS 5 Non-Current Assets Held for Sale and Discontinued Operations. The respective profit and losses on the disposal of these businesses were recognised in the Group Income Statement within discontinued operations. The details of the profits/losses are set out in Note 6. Further details on the net assets of the businesses disposed of and consideration received are set out in Note 35.

The revenue, results and cash flows of the Group's discontinued operations (sugar processing, malt, bottled water and Dutch based convenience foods businesses) were as follows:

	2010 Pre-exceptional €'000	2010 Exceptional (Note 6) €'000	2010 Total €'000	2009 As re-presented* Pre-exceptional €'000	2009 As re-presented* Exceptional (Note 6) €'000	2009 As re-presented* Total €'000
Revenue	**145,851**	**-**	**145,851**	302,906	-	302,906
Cost of sales	**(107,129)**	**-**	**(107,129)**	(223,412)	(2,898)	(226,310)
Operating costs, net	**(30,296)**	**-**	**(30,296)**	(57,323)	(252)	(57,575)
Operating profit/(loss)	**8,426**	**-**	**8,426**	22,171	(3,150)	19,021
Finance income and costs (net)	**296**	**-**	**296**	123	-	123
Profit/(loss) before taxation	**8,722**	**-**	**8,722**	22,294	(3,150)	19,144
Taxation	**(1,425)**	**-**	**(1,425)**	(3,510)	(1,217)	(4,727)
Profit/(loss) from operations before gain on disposal	**7,297**	**-**	**7,297**	18,784	(4,367)	14,417
Gain on disposal (Note 6)	**-**	**2,253**	**2,253**	-	417	417
Gain from discontinued operations	**7,297**	**2,253**	**9,550**	18,784	(3,950)	14,834

	2010 €'000	2009 As re-presented* €'000
Profit before taxation	**8,722**	19,144
Net finance costs	**(296)**	(123)
Exceptional items - discontinued	**-**	3,150
Operating profit - discontinued (pre-exceptional)	**8,426**	22,171
Depreciation	**4,017**	7,773
Amortisation of intangible assets	**99**	142
Amortisation of government grants	**(47)**	-
Difference between pension charge and cash contributions	**(103)**	(304)
Working capital movement	**(30,771)**	(11,772)
Other movements	**38**	230
Net cash (outflow)/inflow from operating activities before exceptional items	**(18,341)**	18,240
Cash inflow related to exceptional items	**5,595**	-
Interest paid	**-**	13
Tax paid	**(886)**	-
Net cash (outflow)/inflow from operating activities	**(13,632)**	18,253
Cash flow from investing activities		
Purchase of property, plant and equipment	**(2,832)**	(10,639)
Interest received	**-**	83
Net cash outflow from investing activities	**(2,832)**	(10,556)
Net (decrease)/increase in cash and cash equivalents	**(16,464)**	7,697

* As re-presented to reflect the effect of discontinued operations - refer to Notes 1 and 6 for further information.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

11. 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 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 balances and external loans 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.

	2010 €'000	2009 As re-presented* €'000
Profit/(loss) attributable to equity holders of the Company	**33,870**	(9,898)
Exceptional items (post-tax)	**(2,253)**	25,230
Fair value of derivative financial instruments and related debt adjustments where hedge accounting is not applied	**3,731**	21,282
FX on inter-company balances and external loans where hedge accounting is not applied	**(1,965)**	(928)
Amortisation of acquisition related intangible assets (net of tax)	**1,584**	1,471
Pension financing, net (net of tax)	**(443)**	(1,755)
Fair value of derivative financial instruments and related debt adjustments and pension financing included in discontinued operations	**(345)**	(218)
Numerator for adjusted earnings per share calculation	**34,179**	35,184
Result from discontinued operations – pre-exceptional	**(7,297)**	(18,784)
Fair value of derivative financial instruments and related debt adjustments and pension financing included in discontinued operations	**345**	218
Numerator for continuing adjusted earnings per share calculation	**27,227**	16,618
Numerator for discontinued basic earnings per share		
Discontinued profit for the year	**9,550**	14,834
Profit for the year from discontinued operations (pre-exceptional)	**7,297**	18,784
Fair value of derivative financial instruments and related debt adjustments and pension financing included in discontinued operations	**(345)**	(218)
Numerator for discontinued adjusted EPS	**6,952**	18,566

	2010 cent	2009 As re-presented* cent
Basic earnings/(loss) per ordinary share		
Continuing operations	**11.9**	(12.2)
Discontinued operations	**4.7**	7.3
	16.6	(4.9)
Adjusted basic earnings per ordinary share		
Continuing operations	**13.3**	8.2
Discontinued operations	**3.4**	9.2
	16.7	17.4

Denominator for earnings per share and adjusted earnings per share calculation

	2010	2009
Shares in issue at the beginning of the year (thousands)	**208,333**	205,780
Treasury shares (thousands)	**(3,905)**	(3,905)
Shares held by Trust (thousands)	**(1,641)**	(393)
Effect of shares issued in period (thousands)	**1,715**	1,234
Weighted average number of ordinary shares in issue during the year (thousands)	**204,502**	202,716

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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 5,635,988 (2009: 6,114,678) 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.

	2010 cent	2009 As re-presented* cent
Diluted earnings/(loss) per ordinary share		
Continuing operations	**11.7**	(12.2)
Discontinued operations	**4.6**	7.3
	16.3	(4.9)
Adjusted diluted earnings per ordinary share	**16.5**	17.3

A reconciliation of the weighted average number of ordinary shares used for the purposes of calculating the diluted earning per share amounts is as follows:

Denominator for diluted earnings per share and adjusted earnings per share calculation

	2010	2009
Weighted average number of ordinary shares in issue during the year (thousands)	**204,502**	202,716
Dilutive effect of share options (thousands)	**2,548**	248
Weighted average number of ordinary shares for diluted earnings per share (thousands)	**207,050**	202,964

* As re-presented to reflect the effect of discontinued operations – refer to Notes 1, 6 and 10 for further information.

12. Dividends Paid and Proposed

	2010 €'000	2009 €'000
Amounts recognised as distributions to equity holders in the year:		
Equity dividends on ordinary shares:		
Final dividend of 4.5c for the year ended 25 September 2009 (2008: 8.21c)	**9,257**	16,574
Interim dividend of 3.00c for the year ended 24 September 2010 (2009: 3.00c)	**6,199**	6,143
Total	**15,456**	22,717
Proposed for approval at AGM:		
Equity dividends on ordinary shares:		
Final dividend of 4.50c for the year ended 24 September 2010 (2009: 4.50c)	**9,300**	9,199

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 24 September 2010 in accordance with IAS 10 Events After the Balance Sheet Date. The proposed final dividend for the year ended 24 September 2010 will be payable on 1 April 2011 to shareholders on the Register of Members at 3 December 2010.

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year ended 24 September 2010 (continued)

13. Goodwill and Intangible Assets

	Goodwill €'000	Computer software and other intangibles €'000	Acquisition related intangible assets- Customer related €'000	Acquisition related intangible assets- * Non-customer related €'000	Total €'000
Year ended 24 September 2010					
Opening net book amount	**383,315**	**5,733**	**8,901**	**6,356**	**404,305**
Disposals	**-**	**(365)**	**-**	**(1,254)**	**(1,619)**
Adjustments	**97**	**-**	**-**	**-**	**97**
Currency translation differences	**4,035**	**482**	**867**	**401**	**5,785**
Amortisation charge	**-**	**(1,649)**	**(947)**	**(1,417)**	**(4,013)**
Closing net book amount	**387,447**	**4,201**	**8,821**	**4,086**	**404,555**
At 24 September 2010					
Cost	**387,447**	**9,493**	**11,140**	**6,783**	**414,863**
Accumulated amortisation	**-**	**(5,292)**	**(2,319)**	**(2,697)**	**(10,308)**
Net book amount	**387,447**	**4,201**	**8,821**	**4,086**	**404,555**
Year ended 25 September 2009					
Opening net book amount	385,646	4,276	9,827	3,237	402,986
Additions	-	2,393	-	4,402	6,795
Acquisitions	940	-	-	-	940
Disposals	-	(25)	-	-	(25)
Adjustments	(13)	-	-	-	(13)
Transfers from property, plant and equipment, net**	-	1,055	-	-	1,055
Currency translation differences	(3,258)	(523)	38	(146)	(3,889)
Amortisation charge	-	(1,443)	(964)	(1,137)	(3,544)
Closing net book amount	383,315	5,733	8,901	6,356	404,305
At 25 September 2009					
Cost	383,315	12,195	10,127	7,747	413,384
Accumulated amortisation	-	(6,462)	(1,226)	(1,391)	(9,079)
Net book amount	383,315	5,733	8,901	6,356	404,305

* Non-customer related acquisition related intangibles represents all other acquisition related intangible assets, primarily brands.

** Transfers from property, plant and equipment are items of computer software previously carried as property, plant and equipment and which were reclassified to intangible assets in FY09.

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:

	2010 €'000	2009 €'000
Convenience Foods	**384,778**	380,601
Ingredients & Property	**2,669**	2,714
	387,447	383,315

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.

The recoverable amount of each CGU is based on a value in use computation. The cash flow forecasts employed for this computation are extracted from the 2011 budget document formally approved by the Board of Directors, and specifically exclude incremental profits and other cash flows stemming from future acquisitions. The 2011 forecast cash flows are projected forward for five years using the same assumptions. A terminal value reflecting inflation of 2% (but no other growth) is applied to the Year Five cash flows. A present value of the future cash flows is calculated using a discount rate of 8% (2009: 8%). Applying these techniques, no impairment arose in either 2010 or 2009.

The key assumptions include management's estimates of future profitability based on modest sales growth and inflation expectations, capital expenditure requirements including continuing investment, most particularly in prepared meals, food to go, grocery and the US, and working capital savings. The prior year assumptions were prepared on the same basis. The values applied to the key assumptions are derived from a combination of external and internal factors based on historical experience and take into account management's expectation of future trends affecting the industry and other developments and initiatives in the business. Estimation of the carrying value of goodwill is a key judgmental estimate in the preparation of the Group Financial Statements.

Adjustments to the goodwill allocated to Convenience Foods in relation to the acquisition of Sushi San in 2007 and Ministry of Cake in 2008 were recorded in 2009 and 2010. These adjustments arose due to the revision of the estimate of deferred contingent consideration payable to the former owners of these businesses.

An adjustment to the goodwill allocated to Convenience Foods in relation to the acquisition of Home Made Brand Foods in 2008 was recorded in 2009. This adjustment arose due to the revision of the estimate of deferred contingent consideration that was ultimately paid to the former owners of the business and due to the finalisation of acquisition costs. The fair values of the assets acquired were determined provisionally as at 26 September 2008 and no changes to these values were recorded on finalisation in 2009.

An adjustment to the goodwill allocated to Ingredients & Property in relation to the acquisition of the minority interest in Trilby Trading in 2009 was recorded in 2010. The adjustment arose due to the revision of the estimate of deferred contingent consideration payable to the former minority interest.

Sensitivity Analysis

If the estimated discount rate applied to the discounted cash flows had been 10% higher than management's estimates, there would have been no requirement on the Group to recognise an impairment against goodwill.

If the estimated cash flow forecasts used in the value in use computations had been 10% lower than management's estimates, again there would have been no requirement on the Group to recognise any impairment against goodwill.

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year ended 24 September 2010 (continued)

14. Property, Plant and Equipment

	Land and buildings €'000	Plant and machinery €'000	Fixtures and fittings €'000	Capital work in progress €'000	Total €'000
Year ended 24 September 2010					
Opening net book amount	**140,356**	**160,081**	**9,383**	**9,413**	**319,233**
Additions	**9,118**	**12,462**	**1,964**	**9,242**	**32,786**
Disposals	**(22,464)**	**(66,124)**	**(218)**	**(3,028)**	**(91,834)**
Reclassifications	**2,144**	**9,010**	**(5,194)****	**(5,960)**	**–**
Currency translation differences	**7,115**	**8,323**	**87**	**212**	**15,737**
Transfers to investment property*	**(28,923)**	**(75)**	**–**	**(5,956)**	**(34,954)**
Depreciation charge	**(3,521)**	**(18,526)**	**(1,389)**	**–**	**(23,436)**
Closing net book amount	**103,825**	**105,151**	**4,633**	**3,923**	**217,532**

* Transfers of assets under remediation to investment property on adoption of the amendments to IAS 40 Investment Property resulting from the 2008 Annual Improvements to IFRSs as described in the Group Statement of Accounting Policies.

** Reclassification of items of plant and machinery previously presented as fixtures and fittings.

	Land and buildings €'000	Plant and machinery €'000	Fixtures and fittings €'000	Capital work in progress €'000	Total €'000
At 24 September 2010					
Cost	**131,397**	**241,958**	**12,427**	**3,923**	**389,705**
Accumulated depreciation	**(27,572)**	**(136,807)**	**(7,794)**	**–**	**(172,173)**
Net book amount	**103,825**	**105,151**	**4,633**	**3,923**	**217,532**
Year ended 25 September 2009					
Opening net book amount	159,591	178,775	12,108	16,914	367,388
Additions	2,170	18,370	3,063	4,902	28,505
Disposals	(2,394)	(2,979)	(12)	–	(5,385)
Reclassifications	2,144	11,048	(1,759)	(11,433)	–
Currency translation differences	(17,734)	(21,655)	(1,314)	(970)	(41,673)
Exceptional provision for impairment	(26)	(1,808)	(37)	–	(1,871)
Transfers to intangible assets, net*	–	(1,055)	–	–	(1,055)
Depreciation charge	(3,395)	(20,615)	(2,666)	–	(26,676)
Closing net book amount	140,356	160,081	9,383	9,413	319,233
At 25 September 2009					
Cost	177,288	372,479	21,220	9,413	580,400
Accumulated depreciation	(36,932)	(212,398)	(11,837)	–	(261,167)
Net book amount	140,356	160,081	9,383	9,413	319,233

* Transfers to intangible assets are items of computer software previously carried as property, plant and equipment which were reclassified to intangible assets in FY09.

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 machinery are as follows:

	2010 €'000	2009 €'000
Cost	**–**	1,733
Accumulated depreciation	**–**	(916)
Net book amount	**–**	817
Depreciation charge for the year	**48**	45

15. Investment Property

	2010 €'000	2009 €'000
Opening net book amount	710	808
Additions	1,146	-
Disposals	(710)	-
Transfers from property, plant and equipment *	34,954	-
Currency translation differences	1,816	-
Depreciation charge	-	(98)
Closing net book amount	37,916	710
Analysed as:		
Cost	37,916	1,956
Accumulated depreciation	-	(1,246)
Net book amount	37,916	710

* Transfers of assets under remediation to investment property on adoption of the amendments to IAS 40 Investment Property resulting from the 2008 Annual Improvements to IFRSs as described in the Group Statement of Accounting Policies.

The fair value of the Group's investment properties at 24 September 2010 was €51.4m (2009: €2.4m). The valuation was carried out by the Group Property Director and was arrived at by reference to location, market conditions, status of planning applications and stage of completion of remediation where appropriate.

Profit on disposal of property in the Ingredients & Property segment amounted to €2.0m (2009: €2.9m).

Investment property at 24 September 2010 represents the Group's land subject to remediation, upon which no depreciation is provided.

16. Inventories

	2010 €'000	2009 €'000
Raw materials and consumables	18,008	41,260
Work in progress	793	2,802
Finished goods and goods for resale	20,748	38,307
	39,549	82,369

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 continuing and discontinued)	546,049	604,743

17. Trade and Other Receivables

	2010 €'000	2009 €'000
Current		
Trade receivables	40,901	67,605
Amounts receivable from associates	-	12
Prepayments	3,948	12,142
VAT	5,115	4,302
Other receivables	14,573	11,501
Subtotal - current	64,537	95,562
Non-current		
Other receivables	6,310	-
Total	70,847	-

The fair value of current receivables approximates book value due to their size and short-term nature.

Non-current receivables are discounted to present value or bear interest at market rates and accordingly represent fair value.

The Group's exposure to credit and currency risk and impairment losses related to trade and other receivables is disclosed in Note 23.

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year ended 24 September 2010 (continued)

18. Trade and Other Payables

	2010 €'000	2009 €'000
Current		
Trade payables	**125,196**	172,276
Employment related taxes	**3,245**	5,096
Other payables and accrued expenses	**83,480**	77,860
VAT	**6**	1,480
Declared interim dividend	**6,199**	6,133
Subtotal – current	**218,126**	262,845
Non-current		
Other payables	**5,193**	6,924
Total	**223,319**	269,769

The Group's exposure to liquidity and currency risk is disclosed in Note 23.

19. Investments in Associates

	2010 €'000	2009 €'000
Share of associate's balance sheet		
Current assets	**1,432**	1,856
Non-current assets	**190**	203
Current liabilities	**(617)**	(1,195)
Non-current liabilities	**(323)**	(226)
Net assets	**682**	638
Carrying amount of associates		
At beginning of year	**638**	1,244
Share of profit after tax of associate (Note 8)	**513**	437
Dividends received	**(537)**	(901)
Currency translation differences	**68**	(142)
At end of year	**682**	638

Details of the Group's principal associates, all of which are unlisted, are shown in Note 37.

20. Available for Sale Financial Assets

	2010 €'000	2009 €'000
At beginning of year	**–**	23
Fair value adjustment recognised in the Income Statement	**–**	15
Disposal	**–**	(36)
Currency translation differences	**–**	(2)
At end of year	**–**	–

21. Cash and Cash Equivalents

	2010 €'000	2009 €'000
Cash at bank and in hand	**11,707**	43,933

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 24 includes details of the Group's net debt at 24 September 2010.

22. Borrowings

	2010 €'000	2009 €'000
Non-current		
Bank borrowings	**45,158**	127,632
Private Placement Notes	**140,257**	214,303
Finance leases	**-**	1,834
Subtotal - non-current	**185,415**	343,769
Current		
Private Placement Notes	**41,401**	-
Finance leases	**-**	21
Subtotal - current	**41,401**	21
Total borrowings	**226,816**	343,790

The maturity of non-current borrowings is as follows:

	2010 €'000	2009 €'000
Between 1 and 2 years	**45,158**	140,392
Between 2 and 5 years	**54,302**	127,088
Over 5 years	**85,955**	76,289
	185,415	343,769

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates at the balance sheet date are as follows:

	2010 €'000	2009 €'000
6 months or less	**86,559**	147,342
1 - 5 years	**54,302**	120,138
Over 5 years	**85,955**	76,310
	226,816	343,790

Bank Borrowings

The Group's bank borrowings are denominated in euro, sterling and US$ and bear floating rate interest, set at commercial rates based on a spread over EURIBOR, sterling LIBOR and US$ LIBOR, for periods ranging from one week to six months. At 24 September 2010, the Group's borrowings comprised of US$60.0m with a final maturity in April 2012.

At 24 September 2010, the Group had available €290.8m (2009: €289.2m) of undrawn committed borrowing facilities in respect of which all conditions precedent had been met. Uncommitted overdraft facilities undrawn at 24 September 2010 amounted to €10.3m (2009: €11.4m).

Finance Leases

The Group had 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 32.

Private Placement Notes

The Group's Private Placement Notes were issued in October 2003 and comprise fixed rate debt of US$185m (the US$ Notes) and fixed rate debt of Stg£25m (the Stg£ Notes).

The US$ Notes are all fixed rate and comprise of US$55m maturing in October 2010, US$30m maturing in October 2013 and US$100m maturing in October 2015. The fixed rates on these Notes range from 4.98% to 5.90%. These Notes have been swapped (using cross-currency interest rate swaps designated as fair value hedges under IAS 39 Financial Instruments: Recognition and Measurement) from fixed US$ to floating sterling rates, repricing semi-annually at commercial rates based on a spread over sterling LIBOR.

The Stg£25m fixed rate Note has a rate of 6.19% and matures in October 2013.

The average spread the Group paid on its bank borrowings and Private Placement Notes in the year ended 24 September 2010 was 1.54%.

Guarantees

The Group's bank borrowings and Private Placement Notes 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.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

23. Financial Risk Management Objectives and Policies

The Group's activities expose it to a variety of financial risks including interest rate risk, foreign currency risk, liquidity risk, credit risk and price risk. These financial risks are managed by the Group under policies approved by the Board of Directors. The Group uses derivative financial instruments, in particular foreign currency forward contracts, currency swaps and interest rate swaps, to manage certain of the financial risks associated with the underlying business activities of the Group and the financing of those activities. The principal financial risks are actively managed by the Group's Treasury department. This department operates within strict Board approved policies and guidelines. On an ongoing basis, the 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.

Financial Assets and Liabilities

	2010						
	Loans and receivables €'000	FV through income statement €'000	Cash flow hedges €'000	Financial liabilities at amortised cost €'000	Financial liabilities in fair value hedges €'000	Carrying value €'000	Fair value €'000
Trade and other receivables	**66,899**	**-**	**-**	**-**	**-**	**66,899**	**66,899**
Cash and cash equivalents	**11,707**	**-**	**-**	**-**	**-**	**11,707**	**11,707**
Derivative financial instruments	**-**	**2,812**	**-**	**-**	**-**	**2,812**	**2,812**
Bank borrowings	**-**	**-**	**-**	**(45,158)**	**-**	**(45,158)**	**(44,879)**
Private Placement Notes	**-**	**-**	**-**	**(29,471)**	**(152,187)**	**(181,658)**	**(180,489)**
Trade and other payables	**-**	**-**	**-**	**(218,149)**	**-**	**(218,149)**	**(218,149)**

The fair value of the financial liabilities held at amortised cost and the financial liabilities in fair value hedges have been calculated by discounting the expected future cash flows at prevailing interest rates and by applying period end exchange rates.

	2009						
	Loans and receivables €'000	FV through income statement €'000	Cash flow hedges €'000	Financial liabilities at amortised cost €'000	Financial liabilities in fair value hedges €'000	Carrying value €'000	Fair value €'000
Trade and other receivables	83,420	-	-	-	-	83,420	83,420
Cash and cash equivalents	43,933	-	-	-	-	43,933	43,933
Derivative financial instruments	-	(8,956)	(1,923)	-	-	(10,879)	(10,879)
Bank borrowings	-	-	-	(127,632)	-	(127,632)	(124,112)
Private Placement Notes	-	-	-	(47,082)	(167,221)	(214,303)	(204,558)
Finance lease liabilities	-	-	-	(1,855)	-	(1,855)	(1,855)
Trade and other payables	-	-	-	(264,105)	-	(264,105)	(264,105)

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 (unobservable inputs).

	Level 1 €'000	Level 2 €'000	Level 3 €'000	Total €'000
Assets carried at fair value				
Cross-currency swaps – fair value hedges	**-**	**21,706**	**-**	**21,706**
	-	**21,706**	**-**	**21,706**
Liabilities carried at fair value				
Interest rate swaps – not designated as fair value hedges	**-**	**(18,629)**	**-**	**(18,629)**
Forward foreign exchange contracts – not designated as cash flow hedges	**-**	**(265)**	**-**	**(265)**
	-	**(18,894)**	**-**	**(18,894)**

During the period, there were no transfers between the different levels.

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 limit the level of floating interest rate exposure. At least 35% of debt is fixed rate in accordance with policy approved by the Board of Directors.

Cash flow sensitivity analysis for floating rate debt

The full year impact of both an upward and a 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	
	2010 €'000	2009 €'000	**2010 €'000**	2009 €'000
Effect of a downward movement of 100 basis points (cost)	**(5,767)**	(9,927)	**(5,767)**	(9,927)
Effect of an upward movement of 100 basis points (gain)	**5,289**	8,736	**5,289**	8,736

Foreign Currency Risk

The Group is exposed to currency risk as sales and purchases in certain businesses are denominated in currencies other than the functional currency of the entity concerned. The Group employs foreign currency forward contracts to economically hedge foreign exchange exposures arising from forecast transactions in foreign currencies.

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 borrowings and derivative financial instruments):

	2010			2009		
Denominated in:	**EUR €'000**	**USD €'000**	**GBP €'000**	EUR €'000	USD €'000	GBP €'000
Trade receivables	**198**	**778**	**902**	2,529	1,472	1,778
Trade payables	**(963)**	**(1,005)**	**(582)**	(646)	(287)	(1,577)
Cash and cash equivalents	**(6)**	**436**	**3,720**	5,477	2,185	100
Gross balance sheet exposure	**(771)**	**209**	**4,040**	7,360	3,370	301

Substantially all of these exposures are covered by forward foreign currency contracts.

The Group operates internationally with the majority of its profits earned outside of Ireland. It has significant investments outside of Ireland with the largest single investment being in the UK. In order to protect the Group's euro Balance Sheet and reduce cash flow risk, the Group has financed most of 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.

During the period, the Group designated US$60m of US$ borrowings and £90m of sterling borrowings as hedges of its net investments in a US subsidiary and UK subsidiaries respectively. The foreign exchange gain of €0.286m arising on translation of the borrowings to euro at the balance sheet date was recognised in the translation reserve in shareholders' equity.

Sensitivity analysis for primary foreign currency risk

A 10% strengthening of the euro exchange rate against the sterling or US$ exchange rates in respect of the translation of amounts not denominated in the functional currency of relevant entities into the functional currency of the relevant entities would increase profit after tax and equity by the amount shown below. This assumes that all other variables remain constant. A 10% weakening of the euro exchange rate against the sterling or US$ exchange rates would have an equal and opposite effect.

	On profit after tax		On equity	
	2010 €'000	2009 €'000	**2010 €'000**	2009 €'000
Impact of 10% strengthening of euro vs sterling gain	**521**	2,784	**521**	1,107
Impact of 10% strengthening of euro vs dollar (cost)/gain	**(232)**	(785)	**3,873**	2,373

The effect on equity of a movement between euro and US$ would be offset by the translation of the net assets of the subsidiaries against which the US$ 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. There were no sterling borrowings designated as hedges of the Group's net investments in UK subsidiaries at 24 September 2010.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

23. Financial Risk Management Objectives and Policies (continued)

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 additional headroom of 30% over peak budget requirements. The Group also operates a prudent approach to liquidity risk management by spreading the maturities of its debt to long-term financing. The Treasury department actively monitors the funding requirements of the business. Cash requirements are managed centrally and reviewed on a daily basis. Excess funds are placed on short-term (less than one month) deposits while 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):

24 September 2010	Carrying amount €'000	Contractual amount €'000	Period 1-6 months €'000	Period 6-12 months €'000	Period 1-5 years €'000	Period > 5 years €'000
Non-Derivative Financial Instruments						
Bank borrowings	(45,158)	(48,500)	(632)	(635)	(47,233)	-
Private Placement Notes	(181,658)	(205,007)	(46,195)	(3,770)	(155,042)	-
Trade and other payables	(218,149)	(218,149)	(217,285)	(400)	(464)	-
Derivative Financial Instruments						
Interest rate swaps – not designated as fair value hedges	(18,629)					
Outflow		(20,873)	(3,874)	(2,827)	(13,967)	(205)
Cross-currency swaps – fair value hedges	21,706					
Inflow		169,152	45,283	2,858	43,529	77,482
Outflow		(148,008)	(40,611)	(1,421)	(33,433)	(72,543)
Foreign currency forward contracts	(265)					
Inflow		6,969	1,881	4,286	802	-
Outflow		(7,618)	(2,269)	(5,269)	(80)	-

25 September 2009	Carrying amount €'000	Contractual amount €'000	Period 1-6 months €'000	Period 6-12 months €'000	Period 1-5 years €'000	Period > 5 years €'000
Non-Derivative Financial Instruments						
Bank borrowings	(127,632)	(164,284)	(2,812)	(2,684)	(158,788)	-
Private Placement Notes	(214,303)	(249,529)	(5,433)	(5,418)	(166,218)	(72,460)
Finance lease liabilities	(1,855)	(6,795)	(68)	(49)	(388)	(6,290)
Trade and other payables	(264,105)	(264,194)	(260,260)	(2,606)	(1,328)	-
Derivative Financial Instruments						
Interest rate swaps – not designated as fair value hedges	(24,365)					
Outflow		(23,961)	(4,817)	(5,025)	(13,959)	(160)
Cross-currency swaps – fair value hedges	16,358					
Inflow		193,438	4,302	4,302	110,860	73,974
Outflow		(179,963)	(2,164)	(2,125)	(103,989)	(71,685)
Foreign currency forward contracts	(2,872)					
Inflow		125,329	98,825	15,205	11,299	-
Outflow		(127,739)	(98,961)	(17,252)	(11,526)	-

Gains and losses on foreign currency forward contracts are credited/charged to the Income Statement when the cash flows arise.

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 rating of all significant customers.

The Group assessed the carrying value of other receivables based on management's assessment of credit risk and knowledge of the counterparty. The amount was neither past due nor impaired at 24 September 2010.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the Balance Sheet:

	Carrying amount 2010 €'000	Carrying amount 2009 €'000
Trade receivables	**40,901**	67,605
Other receivables	**20,883**	11,501
Cash and cash equivalents	**11,707**	43,933
Derivative financial instruments	**21,706**	16,358

Trade receivables

79% of revenue in the convenience foods segment is to the top five UK retailers. Revenue earned individually from four of these customers, €175.3m, €138.2m, €118.5m and €103.1m 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, and accordingly €15.5m (2009: €14.1m) has been derecognised at year end.

The maximum exposure to credit risk for trade receivables at the reporting date by geographic region was:

	Carrying amount 2010 €'000	Carrying amount 2009 €'000
Ireland	**7,345**	12,393
United Kingdom	**29,907**	32,573
Other Europe	**83**	18,013
Rest of World	**3,566**	4,626
	40,901	67,605

Ageing of trade receivables

The aged analysis of trade receivables split between amounts that were neither past due nor impaired and amounts past due but not impaired at 24 September 2010 and 25 September 2009 were as follows:

	2010 €'000	2009 €'000
Neither past due nor impaired:		
Receivable within 3 months of the balance sheet date	**33,455**	52,999
Past due but not impaired:		
Receivable between 1 and 6 months of the balance sheet date	**7,446**	14,372
Receivable between 6 and 9 months of the balance sheet date	**-**	234
Total	**40,901**	67,605

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:

	2010 €'000	2009 €'000
At beginning of year	**1,360**	3,170
Translation adjustment	**56**	(170)
Eliminated on disposal	**(551)**	(1,068)
Provided during year	**944**	475
Written-off during year	**(821)**	(927)
Recovered during year	**(46)**	(120)
At end of year	**942**	1,360

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

23. Financial Risk Management Objectives and Policies (continued)

Credit Risk (continued)

Cash and cash equivalents

Exposure to credit risk on cash and derivative financial instruments is monitored by Group Treasury. It is Group policy that cash is only placed on deposit with institutions with a minimum short-term credit rating of A-1 with Standard & Poor's or P-1 with Moody's.

The maximum exposure to credit risk for cash and cash equivalents by geographic location of financial institution was:

	Carrying amount 2010 €'000	Carrying amount 2009 €'000
Europe	**350**	9,646
UK	**7,837**	27,441
Ireland and other	**3,520**	6,846
	11,707	43,933

Price Risk

The Group purchases a variety of commodities which can experience significant price volatility. The price risk on these commodities is managed by the Group through the Group purchasing function. It is Group policy to minimise its exposure to volatility by adopting an appropriate forward purchase strategy.

Derivative Financial Instruments

Derivative financial instruments recognised as assets and liabilities in the Group Balance Sheet are analysed as follows:

	2010 Assets €'000	2010 Liabilities €'000	2010 Net €'000
Current			
Interest rate swaps – not designated as hedges	**–**	**(18,629)**	**(18,629)**
Forward foreign exchange contracts – not designated as cash flow hedges	**–**	**(265)**	**(265)**
Cross-currency interest rate swaps – fair value hedges	**2,486**	**–**	**2,486**
	2,486	**(18,894)**	**(16,408)**
Non-current			
Cross-currency interest rate swaps – fair value hedges	**19,220**	**–**	**19,220**
	19,220	**–**	**19,220**
Total	**21,706**	**(18,894)**	**2,812**

	2009 Assets €'000	2009 Liabilities €'000	2009 Net €'000
Current			
Interest rate swaps – not designated as hedges	–	(24,365)	(24,365)
Forward foreign exchange contracts – cash flow hedges	–	(1,923)	(1,923)
Forward foreign exchange contracts – not designated as cash flow hedges	–	(949)	(949)
	–	(27,237)	(27,237)
Non-current			
Cross-currency interest rate swaps – fair value hedges	16,358	–	16,358
	16,358	–	16,358
Total	16,358	(27,237)	(10,879)

Derivative instruments which are not designated as effective hedging instruments (i.e. trading derivatives) are classified as a current asset or liability regardless of maturity. 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 twelve months.

Cross-Currency Interest Rate Swaps

The Group utilises cross-currency interest rate swaps to swap fixed rate US$ denominated debt of US$185m into floating rate sterling debt of Stg£111m. The floating rates are based on sterling LIBOR. These swaps are designated as fair value hedges under IAS 39 Financial Instruments: Recognition and Measurement.

Interest Rate Swaps

The Group utilises interest rate swaps, not designated as hedges under IAS 39 Financial Instruments: Recognition and Measurement, to swap floating rate euro, sterling and US$ liabilities into fixed rate euro, sterling and US$ liabilities respectively. The principal amounts of the Group's borrowings which are swapped at 24 September 2010 total €50m, Stg£90m and US$45m (2009: total €105m, Stg£155m and US$45m). At 24 September 2010, the fixed interest rates vary from 3.04% to 5.70% (2009: 3.64% to 5.27%) and the floating rates are based on EURIBOR, sterling LIBOR and US Dollar LIBOR. At 24 September 2010, the maturity profile of the interest rate swaps ranged from 28 October 2010 to 28 October 2015.

Forward Foreign Exchange Contracts

The notional principal amounts of outstanding forward foreign exchange contracts at 24 September 2010 total €28.9m (2009: €102m). A net gain of €1.774m (2009: €0.23m) was recognised in the cash flow reserve in equity at 24 September 2010 on foreign exchange forward contracts designated as cash flow hedges under IAS 39 Financial Instruments: Recognition and Measurement, all of which has been recognised in the Income Statement for the year ended 24 September 2010. A gain of €0.591m (2009: €0.077m) has been recognised in the Income Statement, presented as part of discontinued operations, in respect of ineffective cash flow hedges in the period. No outstanding forward foreign exchange contracts are designated in cash flow hedges at 24 September 2010.

24. 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 cross-currency interest rate swaps in fair value hedges related to the Private Placement Notes less 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 24 September 2010 is as follows:

	At 25 September 2009 €'000	Disposals €'000	Cash flow €'000	Hedge adjustment €'000	Translation adjustments €'000	At 24 September 2010 €'000
Cash and cash equivalents	**43,933**	**(2,904)**	**(32,403)**	**-**	**3,081**	**11,707**
Bank borrowings	**(127,632)**	**-**	**82,398***	**-**	**76**	**(45,158)**
Finance leases	**(1,855)**	**1,836**	**19**	**-**	**-**	**-**
Private Placement Notes	**(214,303)**	**-**	**52,522**	**(6,277)**	**(13,600)**	**(181,658)**
Cross-currency interest rate swaps – fair value hedges	**16,358**	**-**	**(2,404)**	**6,377**	**1,375**	**21,706**
Total	**(283,499)**	**(1,068)**	**100,132**	**100**	**(9,068)**	**(193,403)**

* During the year, the Group used its bank borrowing facilities to draw down €113.9m. The Group used €110m of this drawdown to restructure its debt currency profile. The Group also repaid €196.3m of its bank borrowing facilities during the year.

	At 26 September 2008 €'000	Disposals €'000	Cash flow €'000	Hedge adjustment €'000	Translation adjustments €'000	At 25 September 2009 €'000
Cash and cash equivalents	139,040	(9,389)	(71,523)	–	(14,195)	43,933
Bank borrowings	(191,946)	–	57,104*	–	7,210	(127,632)
Finance leases	(1,925)	–	60	–	10	(1,855)
Private Placement Notes	(213,698)	–	–	(30,031)	29,426	(214,303)
Cross-currency interest rate swaps – fair value hedges	(15,346)	–	–	30,759	945	16,358
Total	(283,875)	(9,389)	(14,359)	728	23,396	(283,499)

* The Group concluded a refinancing of existing bank borrowings which resulted in the repayment of existing facilities totalling €257.6m on 15 April 2009 and the draw down of €261.5m of new facilities on the same date.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

24. Analysis of Net Debt (continued)

Comparable Net Debt

Comparable net debt is a non-IFRS performance measure used by the Group as a key performance indicator. Comparable net debt comprises net debt excluding the impact of derivative financial instruments and fair value of the Private Placement Notes. The reconciliation of comparable net debt for the year ended 24 September 2010 is set out in the following table.

	At 25 September 2009 €'000	Disposals €'000	Cash flow €'000	Translation adjustments €'000	At 24 September 2010 €'000
Cash and cash equivalents	43,933	(2,904)	(32,403)	3,081	11,707
Bank borrowings	(127,632)	-	82,398*	76	(45,158)
Finance leases	(1,855)	1,836	19	-	-
Private Placement Notes	(198,241)	-	50,118	(12,250)	(160,373)
Total	(283,795)	(1,068)	100,132	(9,093)	(193,824)

* During the year, the Group used its bank borrowing facilities to draw down €113.9m. The Group used €110m of this drawdown to restructure its debt currency profile. The Group also repaid €196.3m of its bank borrowing facilities during the year.

	At 26 September 2008 €'000	Disposals €'000	Cash flow €'000	Translation adjustments €'000	At 25 September 2009 €'000
Cash and cash equivalents	139,040	(9,389)	(71,523)	(14,195)	43,933
Bank borrowings	(191,946)	-	57,104*	7,210	(127,632)
Finance leases	(1,925)	-	60	10	(1,855)
Private Placement Notes	(228,576)	-	-	30,335	(198,241)
Total	(283,407)	(9,389)	(14,359)	23,360	(283,795)

* The Group concluded a refinancing of existing bank borrowings which resulted in the repayment of existing facilities totalling €257.6m on 15 April 2009 and the draw down of €261.5m on new facilities on the same date.

Currency Profile

The currency profile of net debt and derivative financial instruments at 24 September 2010 was as follows:

	USD €'000	EUR €'000	GBP €'000	Total €'000
Cash and cash equivalents	4,175	6,280	1,252	11,707
Borrowings	(45,158)	-	(181,658)	(226,816)
Derivative financial instruments	(2,572)	10,034	(4,650)	2,812
	(43,555)	16,314	(185,056)	(212,297)

The currency profile of net debt and derivative financial instruments at 25 September 2009 was as follows:

	USD €'000	EUR €'000	GBP €'000	Total €'000
Cash and cash equivalents	396	20,439	23,098	43,933
Borrowings	(37,633)	(91,855)	(214,302)	(343,790)
Derivative financial instruments	(2,238)	(10,895)	1,754	(11,379)
	(39,475)	(82,311)	(189,450)	(311,236)

Interest Rate Profile

The interest rate profile of net debt at 24 September 2010 was as follows:

	Floating rate debt €'000	Fixed rate debt €'000	Total €'000
EUR	**6,280**	**-**	**6,280**
STG	**(23,134)**	**(135,565)**	**(158,699)**
USD	**15,464**	**(56,448)**	**(40,984)**
	(1,390)	**(192,013)**	**(193,403)**

The interest rate profile of net debt at 25 September 2009 was as follows:

	Floating rate debt €'000	Fixed rate debt €'000	Total €'000
EUR	20,439	(91,855)	(71,416)
STG	38,361	(213,207)	(174,846)
USD	(6,446)	(30,791)	(37,237)
	52,354	(335,853)	(283,499)

25. Provisions for Liabilities

	Remediation and closure €'000	Deferred contingent consideration €'000	Other €'000	Total €'000
At beginning of year	**9,803**	**567**	**7,106**	**17,476**
Provided in year	**193**	**16**	**300**	**509**
Utilised in year	**(3,368)**	**(424)**	**(2,602)**	**(6,394)**
Currency translation differences	**-**	**-**	**473**	**473**
Unwind of discount to present value in the year	**-**	**-**	**183**	**183**
At end of year	**6,628**	**159**	**5,460**	**12,247**

Analysed as:

	2010 €'000	2009 €'000
Non-current liabilities	**3,950**	6,188
Current liabilities	**8,297**	11,288
	12,247	17,476

Remediation and Closure

Remediation and closure obligations and related costs arise primarily from the Ingredients & Property segment, and have been established to cover either a statutory or constructive obligation of the Group to carry out remedial works. Remediation amounts relate to irrevocable commitments in respect of programmes commenced and committed to in the Ingredients & Property segment, primarily related to the exit from sugar processing. The estimation of remediation and closure provisions is a key judgement in the preparation of the financial statements. A significant portion of the balance provided is not contracted and accordingly the timing of payments is subject to a degree of uncertainty. Substantially all costs are expected to have been incurred by September 2011.

Deferred Contingent Consideration

Deferred contingent consideration at 24 September 2010 and at 25 September 2009 represents the estimated amount payable in respect of the acquisition of the minority interest of Trilby Trading Limited. This amount becomes payable in March 2011.

Deferred consideration arising on other acquisitions is included in other payables.

Other

Other provisions primarily 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) provision for onerous contractual obligations for properties held under operating lease. It is anticipated that these will be payable within five years.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

26. Deferred Taxation

The Group's deferred tax assets and liabilities are analysed as follows:

	Property, plant and equipment €'000	Acquisition related intangibles €'000	Retirement benefit obligations €'000	Derivative financial instruments €'000	Employee share options €'000	Other €'000	2010 Total €'000	2009 As re-presented* Total €'000
At beginning of year	(24,305)	(3,531)	24,312	538	50	(1,719)	(4,655)	(15,461)
Income Statement charge (Note 9)	(2,456)	131	(1,020)	-	87	487	(2,771)	378
Tax charged to equity (Note 9)	-	-	4,223	(497)	-	-	3,726	13,153
Discontinued tax credit (Note 9)	1,690	-	-	-	-	-	1,690	(4,012)
Disposals (Note 35)	6,659	-	(1,735)	(41)	-	(296)	4,587	155
Currency translation differences and other	(1,218)	24	1,864	-	-	(805)	(135)	1,132
At end of year	(19,630)	(3,376)	27,644	-	137	(2,333)	2,442	(4,655)
Deferred tax assets (deductible temporary differences)	16,823	-	27,644	-	137	1,680	46,284	42,993
Deferred tax liabilities (taxable temporary differences)	(36,453)	(3,376)	-	-	-	(4,013)	(43,842)	(47,648)
Net deferred tax liability	(19,630)	(3,376)	27,644	-	137	(2,333)	2,442	(4,655)

* As re-presented to reflect the effect of discontinued operations – refer to Notes 1, 6 and 10 for further information.

No deferred tax asset is recognised in respect of certain tax losses incurred by the Group 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 24 September 2010 was €18.2m (2009: €19.0m).

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 24 September 2010 was €4.5m (2009: €4.5m).

27. Government Grants

	2010 €'000	2009 €'000
At beginning of year	1,096	1,047
Received in year	-	166
Amortised in year	(85)	(116)
Disposals	(908)	-
Repaid in year	-	(7)
Currency translation differences	11	6
At end of year	114	1,096

Government grants received of €nil (2009: €0.692m) are repayable under certain circumstances as set out in the grant agreements.

28. Retirement Benefit Obligations

The Group operates either defined benefit or defined contribution pension schemes in all of its main operating locations. Scheme assets are held in separate trustee administered funds.

Defined Contribution Schemes

The total cost charged to income of €2.451m (2009: €0.526m) represents employer contributions payable to these schemes at rates specified in the rules of the schemes. At year-end, €0.386m (2009: €0.032m) 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 and previously the Group operated a scheme in the Netherlands (the Eurozone schemes). The Group also operates three defined benefit schemes 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.

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 1 April 2007 and 1 April 2010. In general, actuarial valuations are not available for public inspection, however, the results of valuations are advised to the members of the various schemes.

The size of the obligation is sensitive to judgmental actuarial assumptions. These include demographic assumptions covering mortality, economic assumptions covering price inflation, benefit increases, and the discount rate. The expected return on plan assets is also a key judgement.

The principal actuarial assumptions were as follows:

	2010	2009
Rate of increase in pension payment	**0%-3.00%**	0%-3.00%
Discount rate	**4.90%-5.20%**	5.60%-6.00%
Inflation rate	**1.80%-3.00%**	2.00%-3.00%

The expected long-term rates of return on the assets of the schemes were as follows:

	2010	2009
Equities	**7.94%-8.50%**	8.05%-9.50%
Bonds	**3.10%-5.07%**	3.80%-5.60%
Property	**7.50%**	8.50%
Cash/other	**1.00%**	1.00%

The expected long-term rate of return on scheme assets is calculated taking account of the available yield on fixed interest stock and allows for additional returns on the growth assets.

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:

	2010 years	2009 years
Male	**20-26**	20-22
Female	**23-28**	23-25

The Group does not operate any post-employment medical benefit schemes.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

28. Retirement Benefit Obligations (continued)

Sensitivity of Pension Liability to Judgmental Assumptions

Assumption	Change in assumption	Impact on scheme liabilities
Discount rate	Increase/decrease by 0.5%	Decrease/increase by 7.4%
Rate of inflation	Increase/decrease by 0.5%	Increase/decrease by 4.9%
Rate of mortality	Members assumed to live 1 year longer	Increase by 2.6%

Market Value of the Assets of the Schemes

	2010 €'000	2009 €'000
Equities	**211,781**	209,342
Bonds	**139,737**	114,752
Property	**16,819**	19,924
Cash/other	**13,039**	3,127
Total market value at end of year	**381,376**	347,145
Present value of scheme liabilities	**(499,818)**	(447,004)
Deficit in schemes	**(118,442)**	(99,859)
Deferred tax asset	**27,644**	24,312
Net liability at end of year	**(90,798)**	(75,547)

Defined Benefit Pension Assets and Liabilities as Analysed in the Group Balance Sheet

	2010 €'000	2009 €'000
Non-current liabilities	**(118,442)**	(99,859)

Expense Charged in the Group Income Statement in Respect of Defined Benefit Pension Schemes

	2010 €'000	2009 €'000
Current service costs (included in operating costs)	**1,316**	3,604
Past service costs	**-**	58
Total included in staff costs (Note 4)	**1,316**	3,662

	2010 €'000	2009 €'000
Interest cost	**25,669**	28,939
Expected return on plan assets	**(25,338)**	(30,015)
Total included in finance costs (continuing and discontinued)	**331**	(1,076)

The total return on plan assets for the year was a gain of €4.045m (2009: loss of €7.591m).

Actuarial Losses Recognised in the Statement of Recognised Income and Expense

	2010 €'000	2009 €'000
Actual return less expected return on pension scheme assets	21,293	(37,606)
Actuarial losses arising on the scheme liabilities	(50,084)	(11,825)
Total included in the Statement of Recognised Income and Expense	(28,791)	(49,431)

Cumulative Actuarial Loss Recognised in the Statement of Recognised Income and Expense

	2010 €'000	2009 €'000
At beginning of year	(126,938)	(77,507)
Actuarial loss for the year	(28,791)	(49,431)
At end of year	(155,729)	(126,938)

Movement in the Fair Value of Plan Assets

	2010 €'000	2009 €'000
At beginning of year	347,145	386,610
Expected return on plan assets	25,338	30,015
Actuarial gains/(losses) on plan assets	21,293	(37,606)
Settlement on disposal of operations	(8,395)	-
Contributions by employers	11,660	12,117
Contributions by members	588	2,045
Benefits paid	(26,014)	(27,105)
Currency translation differences	9,761	(18,931)
At end of year	381,376	347,145

Movement in the Present Value of Defined Benefit Obligations

	2010 €'000	2009 €'000
At beginning of year	447,004	454,700
Current service costs	1,316	3,604
Past service cost	-	58
Interest cost	25,669	28,939
Settlement on disposal of operations	(15,041)	-
Actuarial loss	50,084	11,825
Contributions by members	588	2,045
Benefits paid	(26,014)	(27,105)
Currency translation differences	16,212	(27,062)
At end of year	499,818	447,004

On the disposal of the malt businesses, €5.6m of the total consideration was used to fund the pension deficit in respect of active members which transferred to the purchaser. This transfer gave rise to a settlement gain of €6.6m, which is included in the profit on disposal of the malt businesses.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

28. Retirement Benefit Obligations (continued)

History of Experience Adjustments

	2010 €'000	2009 €'000	2008 €'000	2007 €'000	2006 €'000
Present value of defined benefit obligations	**(499,818)**	(447,004)	(454,700)	(573,097)	(591,520)
Fair value of scheme assets	**381,376**	347,145	386,610	547,313	539,898
Deficit in the schemes	**(118,442)**	(99,859)	(68,090)	(25,784)	(51,622)

	2010	2009	2008	2007	2006
Difference between the expected and actual return on scheme assets (€'000)	**21,293**	(37,606)	(150,778)	(11,972)	21,457
As a percentage of scheme assets	**5.6%**	10.8%	39.0%	2.2%	4.0%
Actuarial (losses)/gains on scheme liabilities (€'000)	**(50,084)**	(11,825)	86,074	18,736	(10,270)
As a percentage of the present value of scheme liabilities	**10.0%**	2.6%	18.9%	3.3%	1.7%
Total recognised in Statement of Recognised Income and Expenses (€'000)	**(28,791)**	(49,431)	(64,704)	6,764	11,187
As a percentage of the present value of the scheme liabilities	**5.8%**	11.1%	14.2%	1.2%	1.9%

The expected contributions payable to Group defined benefit schemes in 2011 are €12.5m.

29. Equity Share Capital

	2010 Authorised €'000	2009 Authorised €'000
300,000,000 ordinary shares of 63c each	**189,000**	189,000
1 special rights preference share of €1.26 (a)	**-**	-
	189,000	189,000

	2010 Issued and fully paid €'000	2009 Issued and fully paid €'000
206,668,944 (2009: 204,428,229) ordinary shares of 63c each	**130,201**	128,790
3,904,716 ordinary shares of 63c each held as treasury shares (d)	**2,460**	2,460
1 special rights preference share of €1.26 (a)	**-**	-
	132,661	131,250

(a) The special share is owned by the Minister for Agriculture and Food, on behalf of the Irish State. This gives the owner certain rights, inter alia, in relation to the shares, sugar quota and sugar producing assets of Irish Sugar Limited.

(b) Details of share options granted under the Company's Executive Share Option Scheme, savings-related share option schemes and the Deferred Bonus 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 2,208,982 (2009: 2,553,869) shares were issued in respect of the scrip dividend scheme.

(d) In 1998, the company re-purchased 4,906,250 ordinary shares. During the current year and the prior year none of these shares were re-issued. The remaining 3,904,716 shares are held as treasury shares and are not eligible for dividends or voting.

Capital Risk Management
The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising return to stakeholders through the optimisation of the debt and equity balance. Capital is defined as the sum of the book value of shareholders' equity plus comparable net debt but excluding land subject to remediation and pension scheme assets or deficits. The Group's return on capital employed (ROCE) is calculated by dividing Group operating profit (pre-exceptional charges and amortisation of acquisition related intangibles) plus pre-tax profit from associates by capital for ROCE purposes as shown below. The Group monitors the return on capital of the Group as a key performance indicator.

	2010 €'000	2009 €'000
Book value of shareholders' equity	**178,884**	172,308
Comparable net debt (Note 24)	**193,824**	283,795
Retirement benefit obligation (net of deferred tax asset) (Note 28)	**90,798**	75,547
Capital	**463,506**	531,650
Investment Property – land subject to remediation	**(37,916)**	(35,391)
Capital for ROCE purposes	**425,590**	496,259

Reconciliation of Movements on Equity Share Capital

	2010 €'000	2009 €'000
Share capital at beginning of year	**131,250**	129,641
Shares issued during the year	**1,411**	1,609
Share capital at end of year	**132,661**	131,250

30. Minority Interest

	2010 €'000	2009 €'000
At beginning of year	**3,591**	4,816
Profit after tax	**590**	1,489
Dividends paid to minorities	**(1,300)**	(1,530)
Acquisitions	**–**	(1,184)
At end of year	**2,881**	3,591

During 2009, the Group bought the minority interest shareholdings in two of its subsidiaries, Trilby Trading Limited and Encore Knockmore Limited. The total cash consideration for the shares was €1.1m with an additional deferred contingent element payable depending on future business performance. The difference between the book value of the share of net assets acquired at acquisition and the consideration and related costs was recorded as an adjustment to goodwill.

31. Working Capital Movement
The following represents the Groups working capital movement for continuing activities:

	2010 €'000	2009 As re-presented* €'000
Inventories	**5,973**	16,553
Trade and other receivables	**(4,604)**	14,228
Trade and other payables	**23,273**	(21,975)
	24,642	8,806

The total cash outflow in the year in respect of prior years exceptional charges was €6.5m. The exceptional cash flow excludes the cash inflow on the disposal of the malt, bottled water and Dutch based convenience foods businesses.

* As re-presented to reflect the effect of discontinued operations – refer to Notes 1, 6 and 10 for further information.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

32. Commitments under Operating Leases

Operating Leases

Future minimum rentals payable under non-cancellable operating leases at year end are as follows:

	2010 €'000	2009 €'000
Within one year	**9,327**	11,896
After one year but not more than five years	**24,028**	28,739
More than five years	**33,607**	43,756
	66,962	84,391

Finance Leases

Future minimum lease payments under finance leases, together with the present value of the net minimum lease payments, are as follows:

	2010		2009	
	Minimum payments €'000	**Present value of payments €'000**	Minimum payments €'000	Present value of payments €'000
Within one year	**-**	**-**	117	21
After one year but not more than five years	**-**	**-**	388	6
More than five years	**-**	**-**	6,290	1,828
Total minimum lease payments	**-**	**-**	6,795	1,855
Less: amounts allocated to future finance costs	**-**	**-**	(4,940)	-
Present value of minimum lease payments	**-**	**-**	1,855	1,855

Finance and operating lease commitments relate to property, plant and machinery and fixtures and fittings.

33. Capital Expenditure Commitments

	2010 €'000	2009 €'000
Capital expenditure that has been contracted for but not been provided for in the Financial Statements	**3,445**	1,809
Capital expenditure that has been authorised by the Directors but not yet been contracted	**4,141**	423
	7,586	2,232

34. 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 24 September 2010 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 security to the Government of Ireland for the purpose of facilitating the receipt of restructuring aid as provided for in Commission Regulation (EC) No 968/2006. The security is in the form of a bank guarantee and amounts to €9.4m (2009: €9.4m). The guarantee becomes payable if the Group does not complete one or more of its commitments under the restructuring plan, at which time, that part of the aid granted in respect of the commitment concerned can be recovered from the Group. The Group continues to perform its commitments under its restructuring plan and accordingly, in the opinion of the Directors, the likelihood of repayment of any restructuring aid received is considered to be remote and therefore no provision has been recognised in the Group Financial Statements in respect of this guarantee.

As part of the agreement to dispose of Greencore Malt, the Group provided a bank guarantee to Axéréal Union de Coopératives Agricoles for an amount of €10.0 million to guarantee the performance by the Group of its payment obligations in respect of any breach of warranty, indemnity or covenant under the disposal agreement in respect of any claim made by Axéréal Union de Coopératives Agricoles up to 26 March 2012.

35. Disposal of Undertakings

The Group disposed of its interest in its malt, bottled water and Dutch based convenience foods businesses in 2010. The respective profit and losses on the disposal of these businesses were recognised in the Group Income Statement within discontinued operations. The details of the disposals are set out in Note 6.

As referred to in Note 6, the Group disposed of its interest in its grain trading business at Drummonds in 2009. The loss on disposal of this business was recognised in the Group Income Statement within continuing operations.

The net assets of the businesses disposed of, the total consideration received and the portion of consideration consisting of cash and cash equivalents and the amount of cash and cash equivalents over which control was lost are as follows:

	2010 €'000	2009 €'000
Assets		
Intangible assets	**1,619**	–
Property, plant and equipment	**89,050**	1,216
Deferred tax assets	**1,776**	–
Inventories	**31,221**	3,128
Trade and other receivables	**38,371**	4,252
Cash and cash equivalents	**2,902**	–
Total assets	**164,939**	8,596
Liabilities		
Borrowings	**(1,834)**	–
Trade and other payables	**(55,471)**	(5,601)
Derivative financial liabilities	**(158)**	–
Government grants	**(908)**	–
Deferred tax liabilities	**(6,363)**	–
Total liabilities	**(64,734)**	(5,601)
Total enterprise value	**100,205**	2,995
Profit/(loss) on disposal	**2,253**	(283)
Recycle of losses recorded in equity on foreign exchange and cash flow hedges	**7,340**	–
Working capital adjustments	**16,071**	–
Disposal related costs*	**16,387**	–
Total consideration	**142,256**	2,712
Reconciliation of consideration received to cash received		
Total consideration	**142,256**	2,712
Deferred consideration	**(7,282)**	–
Working capital adjustments received on completion	**(17,392)**	–
Net consideration received on completion	**117,582**	2,712
Disposal related costs paid	**(12,810)**	–
Net cash inflow arising on disposal	**104,772**	2,712
Satisfied by:		
Cash payments	**105,840**	12,101
Cash and cash equivalents disposed of**	**(1,068)**	(9,389)
Net cash inflow arising on disposal	**104,772**	2,712

* Disposal related costs consists of pension curtailment gains and transaction costs.
** Cash and cash equivalents disposed of consist of both cash and cash equivalents and borrowings.

The deferred consideration is receivable in March 2011, March 2012 and August 2013.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

36. 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 37 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 associates 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 Company. As identified in the Report on Directors' Remuneration, the Directors, other than the Non-Executive Directors, serve as executive officers of the Company.

Key management personnel compensation was as follows:

	2010 €'000	2009 €'000
Salaries and other short-term employee benefits	**4,588**	3,336
Post-employment benefits	**505**	173
Share-based payments	**1,241**	475
	6,334	3,984

37. Principal Subsidiaries and Associated Undertakings

Name of subsidiary	Nature of business	Percentage share	Registered office
Breadwinner Foods Limited*	Food Processors	100	Greencore Group UK Centre Midland Way Barlborough Links Business Park Barlborough Chesterfield S43 4XA
Greencore Advances Limited	Finance Company	100	No. 2 Northwood Avenue Northwood Business Park, Santry Dublin 9
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 Funding Limited**	Finance Company	100	P.O. Box 87, 22 Grenville Street St. Helier, Jersey JE4 8PX

All the above companies are incorporated in the Republic of Ireland except those indicated with * which are incorporated within the United Kingdom, that marked ** which is incorporated in Jersey, and that marked *** which is incorporated in the USA. The principal country of operation of each company is the country in which it is incorporated.

Name of subsidiary	Nature of business	Percentage share	Registered office
Greencore USA, Inc***	Food Processors	100	The Corporation Service Company 1209 Orange Street City of Willmington County of Newcastle Delaware USA
Greencore UK Holdings plc*	Holding Company	100	Greencore Group UK Centre Midland Way Barlborough Links Business Park Barlborough Chesterfield S43 4XA
Hazlewood (Blackditch) Limited*	Property Company	100	Greencore Group UK Centre Midland Way Barlborough Links Business Park Barlborough Chesterfield S43 4XA
Hazlewood Convenience Food Group Limited*	Food Processors	100	Greencore Group UK Centre Midland Way Barlborough Links Business Park Barlborough Chesterfield S43 4XA
Hazlewood Convenience Group 1 Limited*	Food Processors	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
Hazlewood Grocery Limited*	Food Processors	100	Greencore Group UK Centre Midland Way Barlborough Links Business Park Barlborough Chesterfield S43 4XA
Irish Sugar Limited	General Trading Company	100	No. 2 Northwood Avenue Northwood Business Park, Santry Dublin 9

All the above companies are incorporated in the Republic of Ireland except those indicated with * which are incorporated within the United Kingdom, that marked ** which is incorporated in Jersey, and that marked *** which is incorporated in the USA. The principal country of operation of each company is the country in which it is incorporated.

Notes to the Group Financial Statements
year ended 24 September 2010 (continued)

37. Principal Subsidiaries and Associated Undertakings (continued)

Name of subsidiary	Nature of business	Percentage share	Registered office
Ministry of Cake Limited*	Food Processors	100	Greencore Group UK Centre Midland Way Barlborough Links Business Park Barlborough Chesterfield S43 4XA
Oldfields Limited*	Food Processors	100	Greencore Group UK Centre Midland Way Barlborough Links Business Park Barlborough Chesterfield S43 4XA
Premier Molasses Company Limited	Molasses Trading	50	Harbour Road Foynes, Co. Limerick
R & B (Bristol) Limited*	Food Processors	100	Greencore Group UK Centre Midland Way Barlborough Links Business Park Barlborough Chesterfield S43 4XA
Sushi San Limited*	Food Processors	100	Greencore Group UK Centre Midland Way Barlborough Links Business Park Barlborough Chesterfield S43 4XA
The Robert's Group Limited*	Food Processors	100	Midland Road Hunslet, Leeds, LS10 2RJ
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 companies are incorporated in the Republic of Ireland except those indicated with * which are incorporated within the United Kingdom, that marked ** which is incorporated in Jersey, and that marked *** which is incorporated in the USA. The principal country of operation of each company is the country in which it is incorporated.

38. Subsequent Events

On 17 November 2010, the Group announced that it had reached agreement with the board of Northern Foods plc on the terms of a recommended merger of equals to create Essenta Foods. If the merger becomes effective, Northern Foods shareholders will receive 0.4479 of a new Greencore share for every Northern Foods share held by them. On this basis, Greencore Shareholders and Northern Foods Shareholders will each hold approximately 50% of the enlarged, fully diluted, share capital of the combined group. Greencore will be renamed Essenta Foods upon the merger completing.

The Boards of Greencore and Northern Foods believe that the merger is a compelling prospect for both companies, creating a business which offers substantial benefits for shareholders, customers and employees. The Boards of Greencore and Northern Foods believe that the merger will:

- combine two highly complementary businesses to create an operator with an enhanced presence in the attractive private label convenience foods category with significant branded positions in Biscuits (Fox's) and Frozen Pizzas (Goodfella's);
- provide the ability to drive cost efficiencies and combine complementary customer bases and provide opportunities to deepen relationships with key customers; and
- provide a stronger credit profile, which will help to ensure greater financial and strategic flexibility in future.

The merger, which will be effected under the European cross-border mergers regime, will be carried out as a "merger by absorption" for the purposes of the relevant UK Cross-Border Mergers Regulations and a "merger by acquisition" for the purposes of the relevant Irish Cross-Border Mergers Regulations. It will result in Northern Foods' assets and liabilities being transferred to Greencore by order of the Irish High Court and Northern Foods Shareholders receiving new Greencore shares in consideration for this transfer. The Boards of Greencore and Northern Foods reserve the right (with the consent of the UK Panel and/or the Irish Panel, as the case may be) to implement the merger by means of an alternate transaction structure if considered necessary or desirable.

Subject to receipt of all applicable regulatory clearances and the satisfaction or waiver of all other conditions to the merger, it is expected that the merger will be completed during the second quarter of 2011.

The initial accounting for the business combination is incomplete at the date of approval of the Group Financial Statements as the transaction has not completed.

On 7 December 2010, the Group announced the acquisition of On A Roll Sales Inc. ("On a Roll"), a manufacturer of fresh sandwiches based in Brockton, south of Boston, Massachusetts. The Group obtained 100% control of On a Roll by way of asset purchase.

The initial accounting for the business combination is incomplete at the date of approval of the Group Financial Statements due to the timing of the acquisition and, as a result, information is not available in respect of goodwill to be recognised, the acquisition-date fair value of consideration and the amounts of assets acquired and liabilities assumed to be recognised as at the acquisition date.

39. Board Approval

The Group Financial Statements, together with the Company Financial Statements for the year ended 24 September 2010, were approved by the Board of Directors and authorised for issue on 9 December 2010.

Company Statement of Accounting Policies
year ended 24 September 2010

Accounting Standards

The Company Financial Statements are prepared in accordance with accounting standards generally accepted in Ireland and with the Companies Acts, 1963 to 2009.

Accounting Convention

These Financial Statements are prepared under the historical cost convention.

Profit and Loss

The profit attributable to equity shareholders dealt with in the Financial Statements of the Parent Company was €6.442m (2009: €32.410m). 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 Currency

Foreign currency transactions are booked in the functional currency at the exchange rate ruling on the date of the transaction. Foreign currency monetary assets and liabilities are translated into the functional currency at rates of exchange ruling at the balance sheet date. Exchange differences are included in profit or loss for the year.

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 Options

The Company grants equity settled share-based payments and share awards to employees (through Executive Share Option and Share Award Schemes and employee Sharesave Schemes). 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.

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 24 September 2010

	Notes	2010 €'000	2009 €'000
Fixed assets			
Tangible assets	1	**1,358**	1,422
Financial assets	2	**97,501**	112,539
		98,859	113,961
Current assets			
Debtors	3	**870,370**	875,872
Cash at bank and in hand		**3,821**	1,291
		874,191	877,163
Creditors (amounts due within one year)			
Creditors	4	**504,355**	515,960
Bank overdrafts and other short-term obligations		**-**	3
		504,355	515,963
Net current assets		**369,836**	361,200
Total assets less creditors (amounts falling due within one year)		**468,695**	475,161
Creditors (amounts due after more than one year)		**-**	6
Net assets		**468,695**	475,155
Capital and reserves			
Share capital	5	**132,661**	131,250
Capital conversion reserve fund	6	**934**	934
Share premium account	6	**121,162**	119,623
Other reserves	6	**(20,380)**	(19,686)
Profit and loss account	6	**234,318**	243,034
Shareholders' funds		**468,695**	475,155

EF Sullivan
Director

GP Doherty
Director

Notes to the Company Financial Statements
year ended 24 September 2010

1. Tangible Assets

	Computer software €'000	Fixtures and fittings €'000	Total €'000
Cost			
At 25 September 2009	-	1,452	1,452
Additions	7	20	27
At 24 September 2010	7	1,472	1,479
Depreciation			
At 25 September 2009	-	30	30
Charge for the year	-	91	91
At 24 September 2010	-	121	121
Net book value			
At 24 September 2010	7	1,351	1,358
At 25 September 2009	-	1,422	1,422

2. Financial Assets

Interest in subsidiary undertakings	**2010 €'000**	2009 €'000
At beginning of year	**112,539**	112,643
Movement in year	**(15,038)**	(104)
At end of year	**97,501**	112,539

The principal trading subsidiary and associated undertakings are set out in Note 37 to the Group Financial Statements.

3. Debtors

Amounts falling due within one year	**2010 €'000**	2009 €'000
Amounts owed by subsidiary undertakings*	**870,259**	875,558
Other debtors	**61**	93
Prepayments and accrued income	**50**	221
	870,370	875,872

* 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	**2010 €'000**	2009 €'000
Amounts owed to subsidiary undertakings*	**491,883**	505,022
Declared interim dividend	**6,199**	6,133
Trade and other creditors	**2,183**	2,083
Accruals	**4,090**	2,722
	504,355	515,960

* 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 29 of the Group Financial Statements.

Notes to the Company Financial Statements
year ended 24 September 2010 (continued)

6. Equity Reserves

	2010				
	Capital conversion reserve fund €'000	Share premium €'000	Own shares reserve €'000	Share option reserve €'000	Profit and loss account €'000
At beginning of year	934	119,623	(21,443)	1,757	243,034
Premium on issue of shares	-	1,539	-	-	-
Employee share options expense	-	-	-	1,731	-
Shares acquired by Deferred Share Awards Trust (a)	-	-	(2,000)	-	-
Transfer on exercise, forfeit or lapse of share options that have vested	-	-	-	(298)	298
Settlement of grant	-	-	-	(127)	-
Profit for the financial year attributable to equity holders of the Company	-	-	-	-	6,442
Dividends	-	-	-	-	(15,456)
At end of year	934	121,162	(23,443)	3,063	234,318

(a) Pursuant to the terms of the Deferred Bonus Plan, 1,425,832 shares were purchased by the Trustees of the Plan in the financial year ended 24 September 2010 at a cost of €2.0m. These shares are included in the Balance Sheet at cost of €2.0m.

7. Retirement Benefits
The Company 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 €2.352m (2009: €0.293m) in respect of defined benefit schemes and €0.265m (2009: €0.103m) in respect of defined contribution schemes. At year-end, €0.04m (2009: €0.023m) was included in other accruals in respect of pension cost accruals.

Disclosures in relation to this and all other Group defined benefit pension schemes are given in Note 28 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 €1.226m (2009: €0.671m) 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 24 September 2010. 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.

As part of the agreement to dispose of Greencore Malt, the Company provided a bank guarantee to Axéréal Union de Coopératives Agricoles for an amount of €10.0 million to guarantee the performance by the Company of its payment obligations in respect of any breach of warranty, indemnity or covenant under the disposal agreement in respect of any claim made by Axéréal Union de Coopératives Agricoles up to 26 March 2012.

10. Statutory Information
During the period the average number of persons employed by the Company (excluding Non-Executive Directors) was 29 (2009: 29).

Directors' remuneration is disclosed in the Report on Directors' Remuneration and in Note 36 to the Group Financial Statements.

Auditor's remuneration for the Company for the year is set at €50,000 (2009: €40,000).

The Company has annual commitments under operating leases expiring after five years totalling €0.854m.

Shareholder and Other Information

Greencore Group plc is an Irish registered company. Its ordinary shares are quoted on the Irish Stock Exchange and the London Stock Exchange. Greencore has a level 1 American Depositary Receipts (ADR) programme for which the Bank of New York acts as depositary (Symbol: GNCGY). Each ADR share represents four Greencore ordinary shares.

Shareholding Statistics as at 7 December 2010

	Number of holders		Ordinary shares	
Range of shares held	Number	%	Number	%
0 - 1,000	5,598	51.4	2,079,469	1.0
1,001 - 5,000	3,954	36.3	8,896,655	4.2
5,001 - 10,000	721	6.6	5,098,974	2.5
10,001 - 25,000	351	3.2	5,390,808	2.6
25,001 - 100,000	150	1.4	7,309,429	3.5
100,001 - 250,000	41	0.4	6,591,192	3.2
250,001 - 500,000	25	0.2	9,119,862	4.4
Over 500,000	55	0.5	163,270,468	78.6
	10,895	100.0	207,756,857	100.0

Financial Calendar

Record date for 2010 final dividend	3 December 2010
Annual General Meeting	31 January 2011
Payment date for 2010 final dividend	1 April 2011
Half yearly financial report	May 2011
Financial year end	30 September 2011
Interim Management Statement	August 2011
Interim dividend payment	October 2011
Preliminary announcement of results	November 2011

Advisors and Registered Office

Company Secretary
Conor O'Leary ACIS

Registered Office
No. 2 Northwood Avenue
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
Earlsfort Centre
Earlsfort Terrace
Dublin 2

Slaughter and May
One Bunhill Row
London EC1Y 8YY
UK

Eversheds
Bridgewater Place
Water Lane
Leeds LS11 5DR
UK

Stockbrokers
Goodbody Stockbrokers
Ballsbridge Business Park
Ballsbridge
Dublin 4

Investec Securities
2 Gresham Street
London EC2V 7QP
UK

American Depositary Receipts
The Bank of New York
101 Barclay Street
22nd Floor - West
New York NY 10286
USA

Website
www.greencore.com

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Tel **+44 (0)131 220 7990 www.emperordesign.co.uk**

greencore.com

Greencore Group plc
No.2 Northwood Avenue
Northwood Business Park
Santry
Dublin 9

Tel: +353 1 605 1000
Fax: +353 1 605 1099