



**“WELL
LIVING”**



**THROUGH
VEGE-
TABLE
PRODUCTS**

Registration document
2013-2014



Bonduelle

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Registration document

2013-2014

Including the annual financial report



This registration document was filed with the French Financial Markets Authority (Autorité des marchés financiers) on October 21, 2014, in accordance with Article 212-13 of the General Regulations of the French Financial Markets Authority.

It may be used in support of a financial transaction if it is supplemented by a prospectus approved by the French Financial Markets Authority (AMF).

This document has been prepared by the issuer and its signatories are responsible for its content.

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The Bonduelle Group



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Items in the annual financial report are identified in the contents using the AFR symbol AFR

1.1 Bonduelle Group key figures

1.1.1 2013-2014 key figures

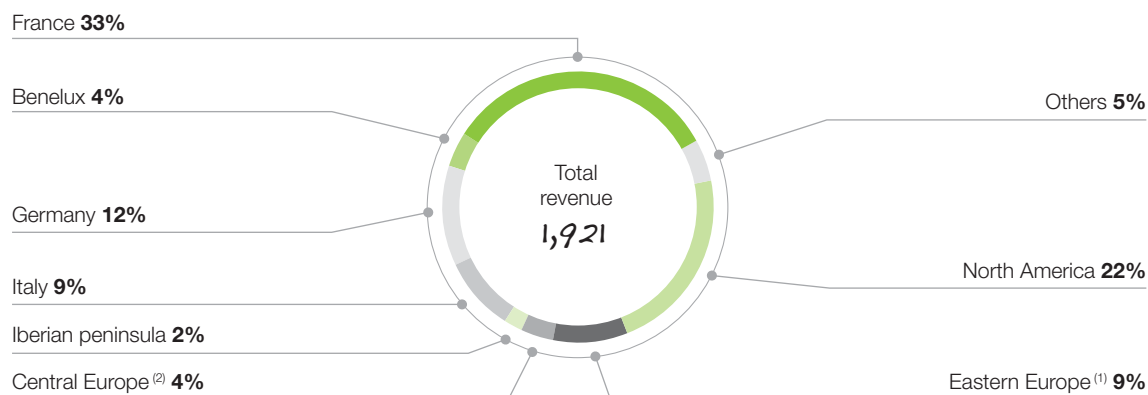
(in millions of euros)	06/30/2012	06/30/2013	06/30/2014
Current operating income	101	106	103
REBITDA *	173	181	178
Gearing	1.21	1.15	1.04 **
Total revenue	1,767	1,896	1,921
Net income	48	52	15
Revenue growth at current exchange rate	2.4%	7.3%	1.3%
Acquisitions of tangible assets	77	80	79

* REBITDA (Recurring earnings before interest, taxes, depreciation and amortization). This indicator represents the recurring profitability from operations, independent of financing conditions, taxes and amortization of equipment.

** 0.90 adjusted for treasury shares.

1.1.2 Breakdown of 2013-2014 revenue (in millions of euros)

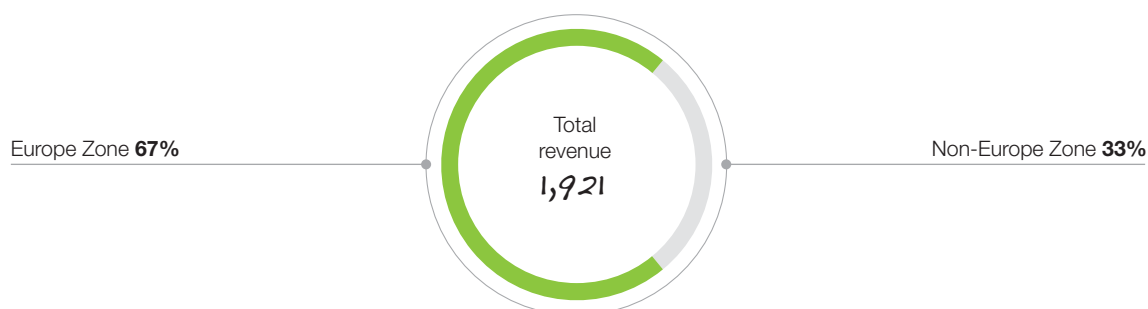
■ Revenue by region



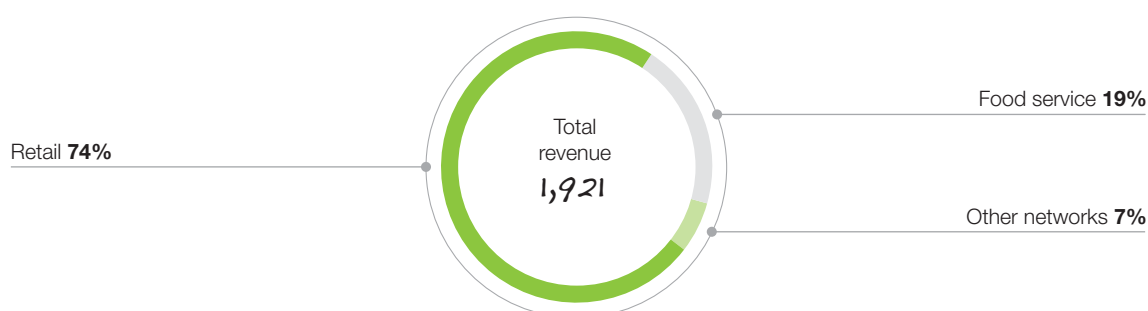
(1) Russia + other Commonwealth of Independent States (CIS) countries.

(2) Former Eastern countries now in the European Union.

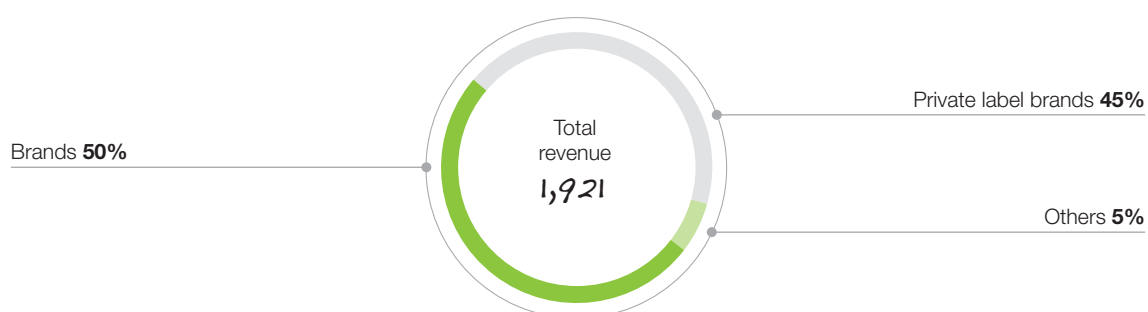
Revenue by Europe and Non-Europe Zones



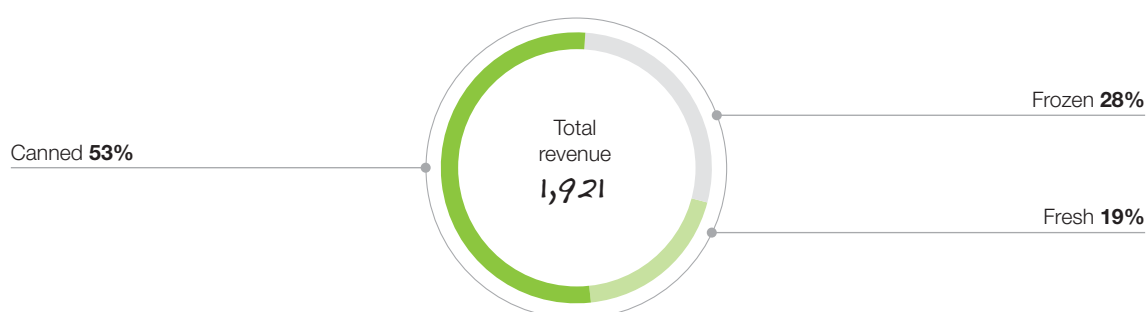
Revenue by distribution channel



Revenue by brand



Revenue by segment



1.2 Message from the Executive Management

2012-2013 was another fruitful year for Bonduelle with strong growth of 7.3%, driven in particular by the three acquisitions in the early part of 2012 in the United States, Hungary and Russia. It follows then that 2013-2014 was a year of consolidation for the group, and a very successful one indeed, judging by the results achieved!



Christophe Bonduelle
Chairman

Growth

Internal growth was weak in 2012-2013, *i.e.* 1.9%, heavily impacted by the -0.8% contraction in the Europe Zone. Although consumer confidence remained in the doldrums in the European Union in 2013-2014, Bonduelle emerged from negative territory and posted growth of 1.5%. The success of our Bonduelle and Cassegrain brands played a large part in this performance, across all our segments, with gains in market share attributable to successful innovations (steamed products in the canned and frozen ranges, fresh meal formulas, etc.).

At 0.9%, growth outside Europe seems less robust, and in sharp contrast to previous years (8.6% in 2012-2013 at constant exchange rates and same scope of consolidation). But this apparent weak growth outside Europe obscures a significant negative currency effect totaling 66 million euros! At constant exchange rates, the growth was a very dynamic 12.4% and actually outperformed the prior year. All geographical areas growth: the successful integration of Globus in Eastern Europe, the expansion of our frozen food operations in the USA, buoyed by the contribution of former Allens' plants, and the successful penetration of the Bonduelle brand in Brazil.

At constant scope and exchange rates, the group retained very positive *momentum* with growth of 5.5%. Moreover, consolidated in euros, figures show a good balance of sales between France, Europe and non-Europe on the one hand, and between national brands and other sales on the other hand. This pattern confirms the excellent spread of Bonduelle's risk.

Outlook

2013-2014 places Bonduelle firmly on course to fulfill its 2025 vision: "to be the world reference in 'well living' through vegetable products."

Following important acquisitions in 2012, the group's financial structure is once again very healthy: gearing is down to 1.04 (and drops further to 0.90 when restated for treasury shares), from 1.21 in 2012, while the ratio of net financial debts to recurring EBITDA is under 3 (compared with over 3.5 in 2012), reflecting the successful consolidation of these acquisitions. Despite growing sales, debt fell by almost 70 million euros in 2013-2014 (helped notably by a 60 million euros reduction in working capital requirement) and is spread over a reassuring period of nearly five years.

In view of the foregoing, the Bonduelle Group embarks on the 2014-2015 fiscal year with confidence, especially as the 2014 production season enjoyed markedly better conditions than in 2013 (despite the fire during the production period in the Tecumseh plant in Canada, which was contained in the frozen products storage area). Looking beyond the short term, the group faces the medium term armed with a new organization, which is already on a solid footing, and very sound fundamentals that enable it to seize the many acquisition opportunities throughout the world that meet its strategic requirements.

Last and most importantly, in the long term our practical Corporate Social Responsibility initiatives on the ground demonstrate our qualitative vision of achieving progress on many fronts: a new management model, a drastic reduction in work-related accidents, an Ethics Charter and Ethics Committee, Research and Development into ecologically intensive agriculture, the reduction in our carbon footprint and in consumption of non-renewable resources, our product eco-design charter, contributions to better dietary health through nutritional improvements to our product range and the work of the Louis Bonduelle Foundation, to cite but a few examples.

*"a vision of
achieving
qualitative
progress on
many fronts"*

All of these examples make abundantly clear that the way we do things in the Bonduelle Group is just as important as short-term economic gains. Our underlying intangible assets probably exceed the visible assets on our statement of financial position.

The sense of community built by this strong societal commitment amongst both staff and our stakeholders provides us with the essential tools to ensure the group's long-term success.

Profitability

Even if the group's competitiveness is protected by its agro-industrial facilities in countries whose currencies fell against the euro; currency impacts this year "cost" Bonduelle 6 million euros in operating profitability consolidated in euros. In addition to the 35% of sales denominated in foreign currencies, the significance of this "cost" stems from the chronic lag in operating profitability between Europe (3.5%) and non-Europe (9.1%). Despite these adverse currency developments, the relative weighting of the non-Europe Zone in consolidated current operating income increased to its current level of almost 57%.

While the consolidated current operating income declined (to 103 million euros from 106 million euros in the same period last year), taken at constant exchange rates it exceeded our forecasts to set a historical record of 109 million euros. Unfortunately, this strong performance is not reflected in operating profit, which sagged under the effect of a highly negative non-recurring item, namely a 32 million euros fine imposed by the European Commission on the mushroom business.

It is important to stress that while this penalty is substantial, the group's financial structure is sound enough to absorb it. It is also the object of legal action for misrepresentation brought against the former owner of France Champignon in April 2010.

1.3 Strategy and Company policies

1.3.1 VegeGo!

Bonduelle launched VegeGo! in 2012, marking a new stage in our development. This group-wide project embodies our core philosophy. It was developed jointly by employees, Executive Management and Shareholders and defines Bonduelle's ambitions for 2025. A visionary and collaborative program, the aim of VegeGo!

is to position the Bonduelle Group as "the world reference in 'well living' through vegetable products", wholeheartedly embracing its responsibilities to Shareholders, employees, partners, customers and the environment.

VegeGo! is structured around four pillars:



"WE RESPECT THE PLANET
AND OUR SOCIAL
COMMITMENTS"



"WE PROMOTE OUR
BRANDS AND DEVELOP
VEGETABLES IN ALL
FORMS"



"CUSTOMER SERVICE
IS THE FOCUS OF OUR
ORGANISATION"



"WE PROMOTE EQUALITY
AND ENCOURAGE
EVERYONE TO REALIZE
THEIR FULL POTENTIAL"

WE RESPECT THE PLANET AND OUR SOCIAL COMMITMENTS

Now more than ever before, we seek to find the right balance between performance and respect for the environment: we are engaged in a proactive policy focusing on six priority areas. These are people, agronomy, quality and nutrition, natural resources, transport and stakeholders.

WE ARE DEVELOPING OUR BRANDS AND VEGETABLES IN ALL THEIR FORMS

A tailored international positioning strategy for our international brands is applied in each market, according to the VegeGo! road map. Indeed, the core of our commitment is to offer vegetables in all forms, to expand our vegetable line-up and to ensure all our products embody our aim of encouraging healthy living, in all segments and across all distribution channels.

OUR ORGANIZATION SERVES OUR CUSTOMERS

Our national and private label brands are tailored to the specific needs and requirements in all the areas of the world in which we operate. Our belief in constant innovation and the design of our organization to meet our customers' needs provide the best guarantee of Bonduelle's long-term and balanced growth.

WE PROMOTE THE DEVELOPMENT OF THE MEN AND WOMEN

Our people make us what we are. They are central to our corporate plans, in accordance with our founding values. From optimized working conditions to the inclusion of people with disabilities, we are committed to doing our utmost to promote equal opportunities and diversity, internal mobility, health and safety at work (our goal is zero accident), professional and personal development, diverse opportunities, training, and networking, etc.

1.3.2 The 10 policies

1. LONG-TERM FOCUS

The launch of the VegeGo! program reaffirms the Company's priority focus on the long term, a vision that has shaped the group since it was founded in 1853. This collaborative project defines the group's vision for 2025 and consists of 22 transformational projects to achieve its ambition: "to be the world reference in 'well living' through vegetable products." 2013-2014 was an essential step in furthering the goals of VegeGo! throughout the group: Steering Committees were established in each of the four business units, ManageGo!, the group's management model, was deployed, the network was developed and a new brand identity was introduced: "Bonduelle, your inspiration to enjoy vegetables everyday."

2. GROWTH

The essence of Bonduelle's growth policy can be summarized as creating dynamic sales *momentum*, listening to our consumers around the world, and developing a policy of innovation targeted at own brands and private label brands. This has been a successful strategy for Bonduelle, as is evident from the 5.5% organic growth posted in 2013-2014 (up from 1.9% in 2012-2013). These results confirm the Company's sustainable growth, demonstrate its sound positioning in Europe in a fragile economic environment, and highlight the excellent performance achieved in the Americas and in Eastern Europe, where growth of 12.4% exceeded the 8.6% posted at constant exchange rates for the prior year. The advances made by Bonduelle prove the relevance of its growth model.

3. FOOD SAFETY

If we want to be seen as the global benchmark for ready-to-use vegetables, we must also be exemplary in the conduct of our business and provide our customers with an unimpeachable guarantee of food safety. In fiscal year 2013-2014, 48,600 tests were conducted on canned products, and 18,100 on frozen, fresh or prepared foods. Bonduelle also invested in a new quality and customer relations management tool. The REQUEST project centralizes all requests and comments from consumers in all the group's countries of operation and unifies them in a specific program. The aim of the process is to improve responsiveness, provide more in-depth analysis of any problems and more quickly implement corrective measures where needed.

4. RESPECT FOR THE ENVIRONMENT

Respect for the natural environment is a core component of Bonduelle's corporate culture, essential for a group whose business has direct links with the earth on a daily basis. This commitment is reaffirmed with the launch of the VegeGo! program, and the introduction of new sustainable development governance structure with a dedicated Steering Committee and a representative from each

business unit. This organization is designed to be nimble, so that we can respond to the specific characteristics of each business unit (segment, region, etc.) to limit the draw on natural resources, control discharges, reduce our carbon footprint and help to combat climate change, while affording a global view of the impact of our activities on civil society.

5. PROFITABILITY

Bonduelle strives to consistently improve profitability to support growth. Current operating income at constant exchange rates hit a record 109 million euros. Although negatively impacted by exchange rate volatility and the depreciation of a number of currencies against the euro, this performance outstripped our forecasts for the fiscal year. The stabilization of the euro should allow the group to post further growth in 2014-2015, at constant exchange rates.

6. BRAND STRATEGY

All Bonduelle brands gained market share during fiscal 2013-2014, particularly in Western Europe. Moreover, the international corporate brand identity, "Bonduelle, your inspiration to enjoy vegetables everyday", supports its aim: "to be the world reference in 'well living' through vegetable products." The group's marketing teams created the identity to highlight the taste and nutritional value of vegetables and their importance for health. Bonduelle ran a number of advertising campaigns in 2013-2014, such as in Brazil, the Netherlands, France, Italy, Poland and Russia, to bring this message to its many customers.

7. INNOVATION

At Bonduelle, we listen to what our customers need, including their tastes and their lifestyles – which vary from country to country. Innovating to offer new, accessible products to meet their expectations has been a cornerstone of the group's success as the world leader in ready-to-use vegetables. To ensure even better flavor, in 2013-2014 Bonduelle continued the roll-out of its steamed products in the canned range (Czech Republic and Poland) and launched a line of stir-fry vegetables in the canned and frozen ranges (France) in three flavor families: Asian, Indian and Oriental. The group is a leader in the prepared salads market. It launched four new recipes for its line of tasty, balanced snacking salads, combined with partners-branded desserts.

8. AGRO-INDUSTRIAL COMMITMENT

By its very nature, our 2025 VegeGo! program vision means consolidating links with our 3,440 partner farmers. We want to play our part in improving agricultural practices to move towards ecologically intensive agriculture, reduce the use of phytosanitary products and promote alternative methods, such as those that do not involve plowing or strip-tilling. This concern is clearly evident in the fifth sourcing charter introduced in 2013-2014 and tested in the Nord-Picardie region in France prior to its approval by Bureau Veritas for global distribution in the group. Further illustrating its

Strategy and Company policies

commitment, in 2014 Bonduelle is carrying out a global survey of its partner farmers' expectations and, for the first time, will be present at the Paris Agriculture Fair in February 2015.

9. INTERNATIONAL EXPANSION

Bonduelle is an international group present in 25 countries and with 57 agro-industrial sites. The recent acquisitions in Russia, Hungary and the USA strengthened our international dimension. To boost its positions in the United States, Bonduelle invested in new equipment for the Fairwater site (in Wisconsin) to increase annual capacity by 10,000 tonnes of frozen product. The market leader in the frozen food sector in the USA for private labels, Bonduelle takes a long-term view aiming to gain market share in the retail and food service segments.

10. PERSONAL DEVELOPMENT

Bonduelle's VegeGo! program includes ambitious goals for growth, value creation, international expansion and food safety. Arising directly from VegeGo!, ManageGo! is the new system to develop competencies in the group, focusing on three priorities: cultivating performance, developing people, increasing agility. More than 400 Managers have already benefited from the ManageGo! program, which will contribute to growing Bonduelle's international footprint. The program, launched in 2013-2014, also aims to ensure we are in a better position to seize growth opportunities, relying on the skills of our employees in all our locations. This international vision is central to Bonduelle's corporate human resources policy.

1.4 The global vegetable market

1

Global consumption of vegetables is increasing slowly. Ready-to-use vegetables are gaining market share with increasingly sophisticated offerings, accessible pricing and convenience winning over consumers and food service professionals alike.

1.4.1 Trends

The role of vegetables in a healthy diet and the need to eat more of them are by now widely known through prevention campaigns by public health bodies. Paradoxically, spending on vegetables in the food sector has changed little, especially in Western Europe and on

the American continent. Price, conservation and preparation are all obstacles to purchase. Ready-to-use vegetables provide a solution to these problems through constant innovation. They cultivate a new way of eating vegetables that tends to develop continuously and across different regions.

■ Vegetables as a percentage share of diet, by value (in %) *

Central and Eastern Europe ⁽¹⁾	Western Europe ⁽²⁾	North America ⁽³⁾	South America ⁽⁴⁾	Asia ⁽⁵⁾
7.3	6	7.2	9.8	12.5

(1) Bulgaria, Czech Republic, Hungary, Poland, Romania, Slovakia and Russia.

(2) Austria, Benelux, Denmark, Finland, France, Germany, Greece, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom.

(3) Canada, USA, Mexico.

(4) Brazil.

(5) China, India.

In the space of several decades, longer commuting times, the increase in the amount of time devoted to recreational activities, the changing role of women in the workplace, and new technologies have had a profound impact on eating habits. Meal preparation times are shorter and changing consumption patterns around the world work in favor of ready-to-use vegetables. In a context where price is a determining factor influencing demand, the combination of practicality and health

benefits offered by prepared vegetables is a winning argument for today's consumers living mobile and instant-result lifestyles.

Although the fresh raw vegetables segment remains in the majority with a 74.5% share, prepared vegetable consumption is increasing in the global vegetable market, valued at an estimated 416 billion euros. In the long term, the majority share enjoyed by fresh raw vegetables opens up great potential for the growth of ready-to-use vegetables.

■ Average yearly change in the consumption of vegetables per capita in four segments by volume from 2008 to 2013 (as a %) *

	Sweden	Canada	France	Italy	Poland	Brazil	Turkey	India
Fresh raw vegetables	(0.6)	(0.3)	(1)	(1.2)	(1.5)	3.1	6.8	2.9
Canned vegetables	6.6	(0.5)	(1)	(0.1)	1.3	6.5	(0.5)	6.5
Frozen vegetables	(0.1)	4	1.6	3.8	0.1	9.1	4.1	9.2
Ready-to-use fresh vegetables	2.1	(0.1)	1.6	1.4	2.1	9.1	16.1	9.2

* Source: Food For Thought 2014.

1.4.2 Structure

The vegetable market is broken down into four categories:

- fresh raw vegetables: vegetables sold directly on the shelves with no preparation stage;
- the other three categories fall into the ready-to-use vegetables segment:
 - frozen vegetables,
 - ready-to-use fresh vegetables, known as fresh cut (salad in bags), or ready-to-eat (seasoned, prepared salads) ⁽¹⁾.
 - canned vegetables (in cans, jars, etc.),

■ Market share of each category, by value and by global region *

	Central and Eastern Europe	Western Europe	North America	South America	Asia
Fresh raw vegetables	84.8%	75.7%	77.1%	90.4%	67%
Canned vegetables	11.6%	9%	7.6%	6.1%	30.1%
Frozen vegetables	3%	10.2%	11.1%	2.3%	0.6%
Ready-to-use fresh vegetables	0.5%	5.1%	4.2%	1.2%	2.3%
Total Market (in billions of euros)	38.8	69.5	79.6	40.2	182

1.4.3 Distribution channels

There are two distribution channels in the consumer products market:

- retail , i.e. direct sales to consumers, particularly mass-market retailing outlets;
- food service, or B to B. This includes all commercial services in the commercial catering and food service sector, such as restaurants, and school and hospital canteens.

■ Breakdown of vegetable market share by value between retail/food services in 2013 (as a %) *

	Central and Eastern Europe	Western Europe	North America	South America	Asia
Retail	92.4	86.2	80.5	88	93.7
Food service	7.6	13.8	19.5	12	6.3

Capitalizing on growth drivers in the vegetable market continues across all distribution channels. In the retail segment, fresh raw vegetables account for 77% of the global market, forming a formidable well of potential growth for ready-to-use products.

In the food service segment, fresh raw vegetables hold a little more than half of the market at 54%. The trend is true for most countries, with the exception of Brazil.

(1) Food For Thought 2014 studies only include ready-to-use fresh vegetables and not ready-to-eat fresh vegetables.

* Source: Food For Thought 2014.

FOCUS ON BRAZIL

Fresh raw vegetables remain dominant in the food service market in Brazil with a 90% share, leaving room for ready-to-use vegetables to gain a foothold. Bonduelle expects this trend to change in Brazil and is positioned as the future benchmark operator in the segment with its food service range. As the market leader, the Company's aim is to increase its share of the prepared vegetable market in this distribution channel. Moreover, Bonduelle is already firmly established in the Brazilian retail market with a 24% share for canned vegetables and 19% for frozen vegetables.

There has been a steep rise in spending on vegetables in the past few years in Brazil as a whole, and an even more pronounced increase in the ready-to-use vegetable segment.

Average annual change in spend on vegetables in all four segments in the total market in Brazil, from 2008 to 2013 (as a %) *

Fresh raw vegetables	11.6
Canned vegetables	16.2
Frozen vegetables	19.3
Ready-to-use fresh vegetables	19.4

1

1.4.4 Competition

The Bonduelle brand is a pure player positioning relative to its chief competitors in its main markets. Worldwide, Bonduelle's most important competitors are D'Aucy (canned goods), Findus (frozen foods) and Green Giant (canned and frozen). The group is the benchmark operator in the canned and frozen segments in Canada through its Bonduelle and Arctic Gardens brands. It intends to expand

its footprint in the American market (Green Giant currently leads this market), helped by the acquisition of Allens' plants in 2012. When Bonduelle launched ready-to-use fresh vegetables in Europe in 1997, the Les Crudettes and Florette brands already had a presence in the fresh-cut salad segment, together with Martinet for prepared salads.

* Source: Food For Thought 2014.

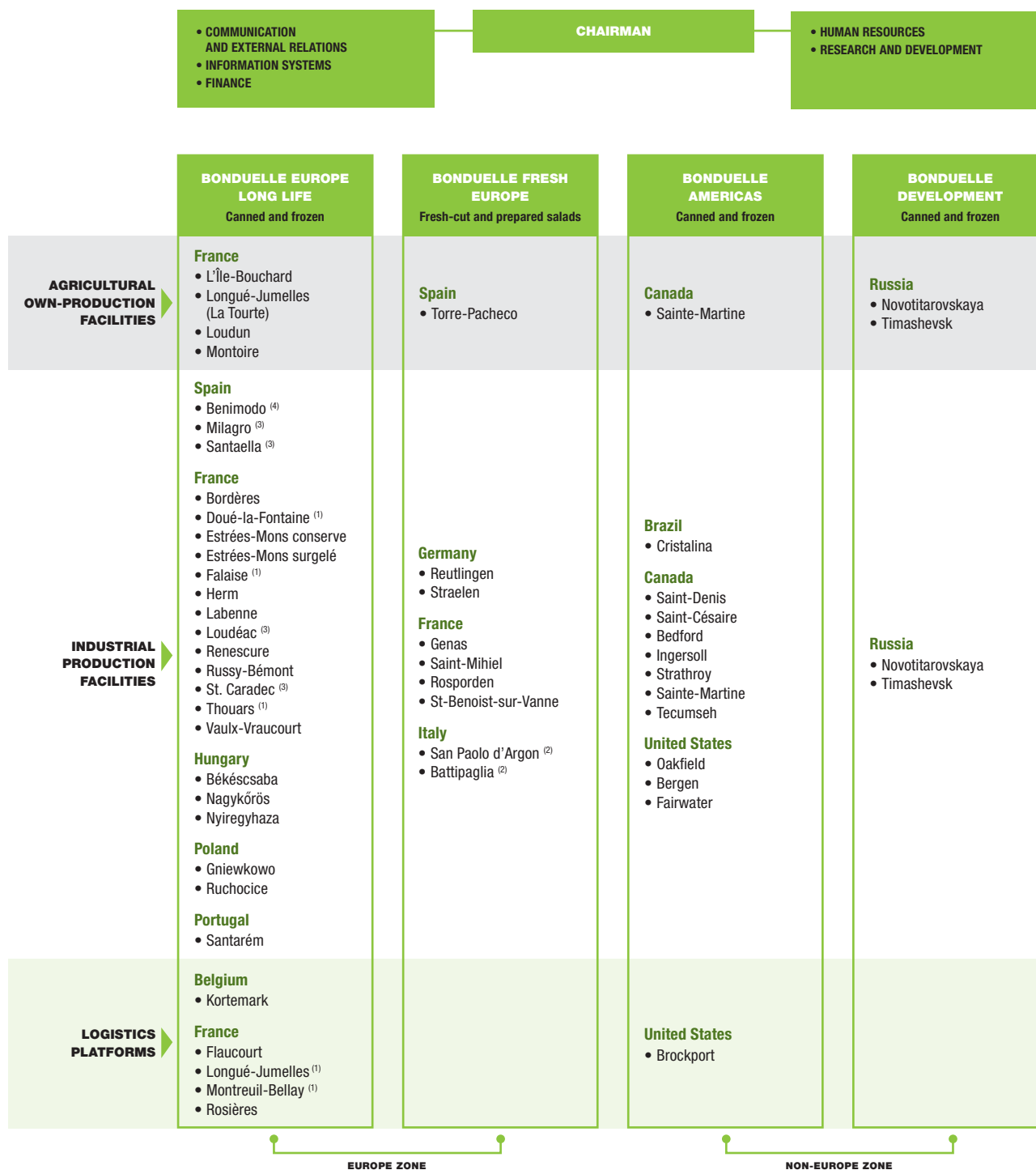
1.5 Bonduelle around the world





Group organization structure

1.6 Group organization structure



(1) In association with the France Champignon cooperative (2) In partnership with OP OASI (3) Gelagri joint-venture (35.5%) (4) UCR joint-venture (50%)

1.7 Our activities

1.7.1 The year under review

In a fragile and challenging environment, the Bonduelle Group demonstrated its resilience in Europe, and confirmed its strategy of sustainable growth with excellent performances on the American continent and in emerging economies. Although raised in February, growth targets were exceeded throughout the fiscal year. Volumes accelerated at the end of the year, but adverse foreign exchange impacts weakened our results.

A DYNAMIC YEAR

There were no tangible signs of a recovery in food consumption in Europe at the end of the 2012-2013 fiscal year. As the economic environment deteriorated in 2013 and eroded Europeans' purchasing power, both mass-market retailing and the food service sector trended downwards for practically all segments and in most countries in the region. Against this challenging backdrop, Bonduelle nevertheless achieved positive growth from the first quarter. Throughout the year, growth was driven by sustained investment in marketing, innovative own brand ranges and a strong private label brands business. Our brands gained retail market share in all segments in Europe. After a difficult start to the year for the fresh vegetable segment (particularly in Italy and France), *momentum* improved in the fourth quarter, boosted by the launch in France of our fresh snacking platter and new bagged salad recipes. Bonduelle intends to continue its long-term investments in ready-to-use fresh vegetables to position it as the leader in this segment in the European market.

The group continued its strong growth pattern outside Europe, despite the slowdown in emerging markets (Russia, CIS and Brazil) and the deterioration in the geopolitical situation in Eastern Europe. Growth was up 12.4% at constant exchange rates (0.9% at current exchange rates) and the market share gains of the prior year were consolidated. In North America, business remained buoyant in its traditional Canadian market, while sales were up significantly in the United States as the group notched up a greater share of the frozen vegetables segment. The USA now accounts for 50% of our sales in North America. In Brazil, where growth levels remain very dynamic, industrial capacity has reached saturation point at the Cristalina plant, inaugurated in 2010.

THE POWER OF OUR STRATEGY

The Bonduelle Group recorded an admirable performance in fiscal 2013-2014 and deployed the VegeGo! program and its strategic vision of sustainable growth to achieve its global objectives: "to be the world reference in 'well living' through vegetable products." The rise in Bonduelle's revenue confirms the relevance of the group's balanced growth model. The increase comes as a direct result of its policy of innovation targeted at our own brands and private label

brands, to serve our customers. In its mature markets, Bonduelle's aim is to maintain volume and to shore up its benchmark position by adding value to its products, services, organization, marketing and distribution methods. The group's targeted development on the American continent continues in the United States and Brazil, two markets where it continues to gain share.

Its robust financial performance, lifted by lower borrowing expense, boosted Bonduelle's financial profile. It returned to a debt ratio close to parity, underlining its profitability and cash generation capacity. This consolidation was, however, affected by the currency markets, which saw a number of currencies lose ground to the euro, with a substantial impact on revenue and profitability. In contrast, USD/CAD parity was favorable for the competitiveness of exports from Canada to the USA, and the fall in the value of the Hungarian forint increased the competitiveness of exports from Hungary to the European Union. All in all, total growth at 1.3% was positive for the group in current euros, which is a solid performance in such a depressed environment.

1.7.2 Management and governance

MANAGEGO!: THE NEW SKILLS DEVELOPMENT INITIATIVE

To ensure its continued international expansion and to seize growth opportunities as they arise, the Bonduelle Group must be able to draw on the skills of its employees in all its locations. This international vision underpins the group's human resources policy as a whole and its ambition "to be the world reference in 'well living' through vegetable products." Accordingly, more than 400 Managers in all countries have benefited from training under the new ManageGo! program. The objective of this management model is to assist all Managers to achieve a healthy balance between respect and performance imperatives, in accordance with our values and goals. ManageGo! focuses on three priorities: cultivating performance, developing people and increasing agility in management.

CORPORATE GOVERNANCE PRIZE

Bonduelle was rewarded for its corporate governance initiatives in the mid-caps (non-SBF 120 index) category at the 10th corporate governance awards ceremony (*Grands Prix du Gouvernement d'entreprise*) held by the French economic, financial and markets daily, AGEFI, in Paris in September 2013. Keenly aware of the need to meet investor expectations, Bonduelle takes great care to ensure transparency and good governance. It has embraced the best practices set out in the Afep-Medef code of corporate governance, the reference for publicly traded companies, drawn up by the *Association*

Our activities

Française des Entreprises Privées (Afep) and the *Mouvement des Entreprises de France* (Medef). The diverse composition of the Supervisory Board, chaired by Isabelle Danjou, and the balance between representatives of the family shareholding group and independent directors on the Board of Directors of Bonduelle SAS are two of the main strengths of Bonduelle's governance policy.

2014 FAMILY BUSINESS AWARDS

279 family businesses in northern France (Nord-Pas de Calais, Picardie and Haute Normandie regions) took part in the 2014 *Trophées Chênes en'Or*, organized by *Société Générale* bank in Lille. Bonduelle won the jury's prize for its long-term ambition combining technical and strategic innovation, international expansion, customer service, personnel development and its commitment to sustainable development and environmentally friendly agriculture.

"NETWORKING, CONNECTING PEOPLE AND GROWING TOGETHER"

The roll-out and integration of the new collaborative Google Apps for Business tool, launched at the end of 2012, was completed in December 2013. All of our 3,500 employees with messaging accounts now have access to the Google platform and its applications, including e-mail, instant messaging, diaries, social networking, real-time simultaneous document editing, videoconferencing, and more. The chief aim of the project is to improve productivity and facilitate collaborative working. For example, plant and procurement managers in the corn segment can share best practices and information on production in Europe and North America. Front and center is the innovative image of Bonduelle created inside the Company, through our professional communities, and outside in the minds of our suppliers, customers and partners with whom we share our vision of the future *via* Google Sites.

1.7.3 Industry and development

PRODUCTION OF EMPTY CANS IN HUNGARY AND RUSSIA

Spring 2014 saw the group start production of empty cans at two sites with a view to optimizing their logistics and physical flows. An empty can production line in the Békéscsaba facility in Hungary is operational and meets our cost and quality requirements in all respects. In Russia, Bonduelle has set up a wall-to-wall can manufacturing unit in the Novotitarovskaya plant with Crown Cork,

one of our longtime supplier partners. These two sites now have a flexible system that will improve productivity, save transport resources and reduce their environmental impact.

BONDUELLE CONTINUES ITS CONQUEST OF AMERICA

Bonduelle has a solid footing in Canada where it has operated seven plants since 2007. The group's objectives include increasing profits in the United States to achieve a similar operating profit to that enjoyed in the Canadian market. It has invested in production capacities in its Fairwater plant in Wisconsin, boosting annual production of frozen produce by 10,000 tonnes since end-2013 ⁽¹⁾. Bonduelle is already the leading private label brands operator for the frozen segment in the USA and aims to win market share in both the retail and food service markets.

SUBSTANTIAL INVESTMENT IN READY-TO-USE FRESH VEGETABLES

The Straelen plant in Germany, specializing in bagged salads, opened its doors in 2003. Seven months of hard work and investments totaling 6 million euros were required to increase production capacity from 6,500 tonnes to 10,000 tonnes of salad. Straelen has five production lines and is considered to be one of the most modern salad processing facilities in Europe. These improvements confirm Bonduelle's ambitions in the European market and further strengthen its leadership position in ready-to-use fresh vegetables sold under both the Bonduelle and private label brands.

NEW SOLUTION WITHOUT BPA

In 2012, the French parliament adopted a law to ban the use of bisphenol A (BPA) in food packaging from January 1, 2015. In 2009, amidst the controversy, Bonduelle acted quickly and worked actively with all members of the sector to find a solution without BPA for use inside its packaging (known as BPA Non-intent). This solution is now deployed throughout Europe since the start of the 2014 harvest.

MECHANICAL MUSHROOM HARVESTING

In association with the France Champignon mushroom cooperative, Bonduelle recorded excellent agro-industrial results for productivity, production and processing yield. Mechanical harvesting was introduced in 2011-2012 and gradually extended to all Bonduelle crops and all producers associated with the cooperative. The process has been simplified considerably by the elimination of trimming ⁽²⁾ by hand.

(1) Article in Les Echos, September 16, 2013.

(2) Sorting and removal of parts not suitable for consumption or that could be harmful to the consumption or the presentation of a food product.

FIRE AT THE CANADIAN TECUMSEH PLANT

A fire was reported during the night of July 17-18, 2014 at Bonduelle's Tecumseh plant. The incident was an accident and fortunately no-one was injured. Although the damage was significant, the rapid and effective response of firefighters and teams of plant workers saved a large percentage of the production equipment and work was able to resume the week after the fire. Government bodies, local firms and the two other Bonduelle plants in Ontario rallied round, thus ensuring a rapid solution to storage and packaging issues. This rapid response limited the financial impact of this incident for the Company, partner suppliers and growers, all Bonduelle Group plants being fully insured against material damage and operating losses.

1.7.4 Finance and investors relations

AWARD FOR THE QUALITY OF ITS FINANCIAL INFORMATION

Bonduelle is very attentive to relations with its Shareholders, recognizing the crucial role they play in the Company's development and growth. The provision of clear and timely information to Shareholders ensures we deliver the Company's key messages and report on the year's work while helping to create a positive impact on the Company's market valuation. This year in Paris, Bonduelle received the Special Prize for Investor Relations in the small caps category awarded by the financial daily *Les Echos*, Mazars and the magazine *Investir*. The prize rewards Bonduelle for its ability to develop and nurture long-term, sustainable Shareholder relations. The Company's attention to social networks (creation of a Twitter account), the quality of the information contained in its annual report and the commitment of its directors were highlighted in particular.

1.7.5 Responsible commitment

BONDUELLE AND ITS STAKEHOLDERS

The active policy of dialog with stakeholders, initiated in 2011 in France, now extends to its international operations and is an integral part of its Corporate Social Responsibility (CSR) policy. Following consultations in France and Italy, Bonduelle Americas (BAM) started a process of consultation in Quebec with its internal (employees and Managers) and external (government bodies, consumers, customers, local communities, CSR experts, trade federations, suppliers, academic institutions, NGOs and social partners) stakeholders. The objective of the consultation was to establish the perceptions of these two groups in the area of sustainable development to guide BAM's future actions. The priorities that emerged include employee health and safety, product quality and safety, water consumption, corporate governance and management of operations. Inspired by the success of this process in Quebec, the consultations will be

extended to all BAM entities, followed by an identical process to be launched in France at the end of 2014.

BONDUELLE'S ETHICS CHARTER AND ETHICS COMMITTEE

An Ethics Charter was introduced in 2013-2014 as part of the group's Corporate Social Responsibility (CSR) policy. It conveys the values to which Bonduelle has long been committed and works to promote: people-minded approach, confidence, openness, simplicity, integrity, fairness and excellence. This charter demonstrates the group's intention to pursue continuous improvement and highlights the core principles of Bonduelle's stance as a responsible corporate citizenship. An Ethics Committee was appointed to back this approach and provide advice on ethical issues. The Committee is representative of the Bonduelle Group's governance and has members from inside and outside the group.

THE LOUIS BONDUELLE FOUNDATION IS 10 YEARS OLD!

Established in 2004, the Louis Bonduelle Foundation raises public awareness about healthy eating through its work on the ground and support for research. To promote sustainable food, the Foundation has expanded its scope to include initiatives in six countries (France, Italy, Belgium, the Netherlands, Canada, Spain and, in the near future, Portugal). The Foundation has provided financial support for 195 projects and local initiatives since its formation. In 2014, the Foundation engaged OpinionWay to conduct the third survey of its brand image since its inception. The survey set out to evaluate brand recognition, the Foundation's image and its influence on a range of target groups in the food, nutrition and health sectors. The survey's findings substantiate the Foundation's legitimacy to broach nutrition and health topics and its very positive image with the public. 91% of health professionals have a good image of the Foundation, an increase of 10% on our first survey in 2009. For this experienced group, the Foundation is in the Top 3 bodies or foundations, and 61% of the group believe that the Foundation is a major partner in countering poor dietary habits.

ISO 50001 CERTIFICATION FOR TWO SITES

The two French facilities at Estrées-Mons and Renescure obtained ISO 50001 certification for the methodical and sustainable energy management program introduced at both sites. A group-wide project was introduced drawing on a range of quality, technical, production and HR expertise to put a system in place to meet the requirements of the standard. The Estrées-Mons frozen food plant conducted an energy audit of the site to gather the information required to define an action program and technical and other objectives to increase energy efficiency and reduce the site's environmental impact. The Russy-Bémont and Bordères sites in France embarked on a similar path to improve energy management. They appointed an energy Steering Committee and introduced tools to calculate consumption accurately.

RESPONSIBLE COMMUNICATION WINS PLAUDITS

Bonduelle was the public's favorite in the 2014 Aressy Awards in the digital marketing category and was awarded the public choice award for its new dedicated sustainable development website. The group's responsible and creative marketing, and the choice of topics, won admiration. The annual Fair Business marketing awards are organized by the Aressy agency and sponsored by France's Ministry of Sustainable Development.

BONDUELLE REWARDED BY CARREFOUR

The Bonduelle Group won a gold medal for its commitment to Corporate Social Responsibility at its production sites. All group sites in France completed the self-assessment tool devised by Carrefour. This enabled us to analyze and position our CSR policies based on a range of criteria defined by ISO 26000 and the results helped us steer our action plans towards continuously improving CSR practices. In addition, this type of recognition by a distributor increases the visibility and transparency of our sustainable development policies with the general public.

1.7.6 Communication and marketing

"BONDUELLE, SURPRISE YOURSELF"

Having defined a new brand image in 2012 with the assistance of all Bonduelle's marketing teams, new films were created in France and Italy, among others. The concept is based on placing the consumer in the heart of a creative and friendly kitchen. Having a common tag line ("Bonduelle, surprise yourself") does not mean that all our advertising campaigns around the world are the same! Each country creates its own advertising message, depending on the market and its challenges. The ad broadcast in Brazil features a mother who uses a magic trick to expand her repertoire of Bonduelle vegetable dish recipes. In the Netherlands, a young man creates a surprise a day in the kitchen, using Bonduelle vegetables.

OVERHAUL OF WWW.BONDUELLE.COM

The new international corporate website, www.bonduelle.com, launched in August 2014 features a more modern, interactive and visually streamlined design. The aim of the revamped look is to create a more dynamic Bonduelle corporate image. Also optimized for smartphone and tablet, the site is easy to navigate and intuitive. The new www.bonduelle.com site reflects the group's positioning and features a comprehensive and varied tree structure to discover Bonduelle's vision, initiatives, commitments and products. It also includes corporate Careers, Investors and Journalists sections.

PRODUCT INNOVATION: EVEN MORE TASTE

A number of trends stand out in the prepared vegetables market this year:

PULSES

Meat consumption has fallen over the past 10 years in the western world (Europe and the USA) due to rising prices and changing eating habits. To replace meat, consumers are opting for pulses, which are rich in vegetable protein. Making the most of this favorable trend, the group introduced lentils cooked in duck fat under the Cassegrain brand, and a lentils/carrots mixture in France and Italy under the Bonduelle brand. In Denmark, Belgium, the Czech Republic, Poland and Germany, the Bonduelle brand line-up also features canned steamed pulses.

STEAMED VEGETABLES IN EUROPE

Steaming is the healthiest way of cooking vegetables, as most of the nutrients are retained and no fat is added in the preparation. The Bonduelle Group introduced steamed vegetable products in 2009 and continues to market them throughout Europe. Five new steamed products have been added to Bonduelle's frozen range in Poland, Hungary and the Czech Republic, and canned steamed products have been added in Spain, Portugal and Belgium. Canned steamed vegetables positioned in the premium segment are the new growth driver in the Russian market.

WORLD CUISINE AND VEGETABLE MIXES

There has been a surge in the popularity of exotic vegetables and ethnic flavors with consumers enticed by their flavoured tastes and blends. Vegetable mixtures are also very popular, since they not only offer the nutritional qualities of several vegetables, but are already prepared! In France, Cassegrain introduced four new tagine and couscous recipes: spicy, or sweet & sour. Bonduelle offers a choice of stir-fry or frozen products to transport customers to far-away places with adventurous flavoring: Asian, Indian and Oriental, as well as canned stir-fry mixtures with a more European flavor: Parisian, country-style, Spring and Provençale. In Azerbaijan, Mediterranean cuisine is the center of Bonduelle's new Fusion range, drawing on Cassegrain's provençale recipes. Another Fusion mixture in Canada (sweet corn, black beans and soybeans) for the food service industry is a flavor combination designed to respond to the growing popular interest in Asian-inspired vegetables, and customers are also expected to enjoy the new Bistro and Autumn mixes. The Arctic Gardens frozen produce brand markets the Japanese edamame bean as an appetizer. In France, the new Spring flavors have arrived with a range of spicy, sweet or savory salads for the food service market.

OTHER TRENDS

Last April saw Bonduelle, the leader in the prepared salads market, introduce a new range of balanced gourmet meals in the form of four salad snacking platters with partners-branded desserts. These are now available on the supermarket shelves. Good products, a varied line-up, attractive packaging, and an appealing range placed ahead of the competition by consumers ⁽¹⁾ and a multi-channel marketing campaign: our new snacking platters were well received by customers.

Bonduelle developed a new range of frozen vegetables (product and packaging). Baby or minced onions, trio of peppers, diced

marrow and artichoke hearts are all practical and original vegetable combinations to meet the requirements of the food service industry for both quality and variety.

Prepared vegetables are still relatively new in the food service industry in Brazil, in contrast to other more westernized countries, indicating substantial growth potential for ready-to-use vegetables in the country's food service sector. Present in Brazil since 1994, Bonduelle's attention is now focused on food service as it launches four new canned products: corn, peas, chickpeas, and a mix of corn, potatoes and carrots.

Canned goods, Bonduelle's historical market, in figures

- **991,000 tonnes** of canned goods sold throughout the world in fiscal year 2013-2014, under own brand and private label brands
- **160 years** of innovation
- **no. 1 in Europe**, with 30% market share
- **no. 1 in Canada**, with 83% market share
- **Three hours** on average to can vegetables
- **26 can** formats
- **60 varieties** of vegetables

(1) TNS Sofres attractiveness index, August 2013.

2

Corporate Social Responsibility

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2.1 Introduction

2.1.1 “We must resolutely continue our CSR initiative!”

Message from Jean-Bernard Bonduelle,
Group Head of external relations
and sustainable development.

“The IPCC – Intergovernmental Panel on Climate Change – in its last report in April 2014, noted ten points that are key to the future of our planet. One of these was the increase in global surface temperatures – set to rise by as much as 4.8°C by 2100. Global warming is, mainly, caused by human activity. This has a number of impacts: rise in sea levels of up to one meter, more extreme and more numerous weather events, depletion of agricultural land. What’s more, these impacts are combined with health issues such as malnutrition and diseases related to water contamination.

These upheavals also generate acute food insecurity. According to the IPCC, agriculture is the sector hit hardest by the impacts of climate change. Yields could fall by an average of 2% per decade. This means that production would have to be increased by 14% every ten years in order to meet populations’ needs. Keep in mind that, according to the United Nations, the world’s population is projected to grow from 7.2 billion today to 8.1 billion in 2025 and climb to 9.6 billion by 2050.

Agriculture worldwide also has new challenges to face in order to meet the needs of increasingly urbanized populations and growing societal concerns, notably in terms of public health, food safety, traceability and accessibility of vegetables.

Finally, a range of measures is being considered by the European Commission to reduce the volume of food waste by 30% by 2025,

whilst energy transition legislation aims to massively reduce CO₂ emissions and promote the development of circular economies.

Bonduelle is fully aware of these challenges and places them at the core of its Corporate Social Responsibility (CSR) policy which consists of striking a harmonious balance between economic performance and respect for the environment, People and society.

Bonduelle’s employees are passionately committed to this CSR initiative. Their work in committees and exchange networks, experts’ groups, VegeGo! projects and many other initiatives, contributes to CSR on a daily basis!

Our work is far from complete. We can, however, be proud of the enormous progress that we are making, with CSR steering groups appearing within business units. This year the frequency of work-related accidents fell by 22%, we reduced energy consumption by 9% and consumption of water per tonne of manufactured product by 10.2%. Simultaneously, best practices and suggestions are being exchanged internally as part of the Green Attitude community, pilot farms are being developed and more than 400 Managers have already followed the ManageGo! program. An Ethics Committee has also been set up and an Ethics Charter is being deployed throughout the group:

Corporate Social Responsibility is a formidable lever for creating shared value between the Company and its stakeholders. Bonduelle’s ambition is to be the global industry benchmark. This position means that we never lose sight of our responsibility to lead the way and to play our part in the sustainable construction of a better world.”

2.1.2 The Bonduelle Group and sustainable development

Bonduelle, a family-run group established in 1853, aims to become the global market leader in prepared vegetables. With a commercial presence in 100 countries and owning 57 agro-industrial or own agricultural production sites, the Company has built its success on two fundamental pillars: respect for the natural environment, which is essential for a group whose business is directly linked with the earth on a daily basis, and placing People at the heart of its long-term corporate plan. As part of our commitment, we aim to offer the best that nature can provide, guided by ethical principles formulated over six generations of involvement in agricultural production.

Bonduelle has been a pioneer in sustainable development, in line with the objectives defined by the group’s family Shareholders: sustainability, independence and the individual development of our employees. We take our responsibilities to sustainable development very seriously and in 2002-2003 formed a dedicated Sustainable Development Steering Committee to formulate policy and further strengthen the group’s actions in this area.

2012 saw Bonduelle initiate a new phase in its development to define how the group will develop over the years to 2025. A process involving the family Shareholders, plus members of the Executive Committee, 300 Managers and external experts, culminated in the launch of VegeGo! at the end of 2012.

A visionary and collaborative program, the aim of VegeGo! is to position the Bonduelle Group as “the world reference in ‘well living’ through vegetable products”, wholeheartedly embracing its responsibilities to Shareholders, employees, partners, customers and the environment.

VegeGo! is structured around four pillars:

1. We respect the planet and our commitments to civil society

Backed by our unique agro-industrial expertise, particularly in agricultural upstream, Bonduelle’s proactive policy over the past 10 years demonstrates its determination to implement the very best business practices.

2. We promote the development of the men and women

People matter most to Bonduelle and are placed at the heart of its corporate plan. This pillar demonstrates the group’s intention of furthering its actions in the area of equal opportunity, diversity, internal mobility and safety, setting a target of zero accident.

3. We are developing our brands and vegetables in all their forms

Bonduelle’s brand portfolio enjoys international recognition. The group defined its international positioning in 2013 to create strong unity: “Bonduelle, your inspiration to enjoy vegetables everyday”. This positioning focuses on how our products contribute to healthy living (health, environment, nutrition, pleasure and taste) and demonstrates the group’s intention of developing all its brands, across all channels and in all technologies.

4. Our organization serves our customers

Bonduelle offers national brands and private label products, in line with the specific requirements of consumers in different markets. The group has a global presence in all distribution channels and prides itself on innovative products and services delivering differentiating value added.

The Bonduelle Group is now organized into two geographic regions and four business units:

1. Bonduelle Europe Long Life (BELL) covers all of the group’s canned and frozen vegetable activities in Europe for the Bonduelle and Cassegrain national brands, and for private label brands, mass-market retailing, food service, and B to B sectors;

2. Bonduelle Fresh Europe (FRESH) covers all the group’s prepared fresh vegetables: fresh-cut bagged salad and prepared salad in Europe, for the Bonduelle brand and private label brands, in the mass-market retailing and food service sectors;

3. Bonduelle Americas (BAM) covers all canned and frozen vegetable activities in North and South America for the Bonduelle and Arctic Gardens brands, and private label brands, mass-market retailing, food service, and B to B sectors;

4. Bonduelle Development (BDV) covers the group’s activities and development in the rest of the world, particularly in Eastern Europe for the Bonduelle and Globus brands, and for private label brands, for all technologies and all distribution channels.

Of the 22 VegeGo! initiatives, eight are linked with the group’s sustainable development policy:

1. Defining what ecologically intensive agriculture means for Bonduelle

For Bonduelle, the soil and the earth are a habitat for living organisms which must be protected. Ecologically intensive agriculture (EIA) combines respect for the land and intensive cultivation using sustainable methods with the aim of reducing the use of phytosanitary products and employing alternative methods: direct drilling, strip-till, etc. These methods are being developed at various pilot farms and gradually introduced by Bonduelle’s producer partners. The objective of EIA is to provide greater accessibility to a larger number of foods.

2. Developing the eco-design of products

The eco-design process launched in 2011-2012 was incorporated into the VegeGo! Program. This initiative was launched by producing, with all Company stakeholders, a guide and a scoring tool to help teams include environmental and social criteria at all stages of a product’s life cycle. The principles of the Environmental responsibility guide were approved in April 2014 and circulated in September 2014.

3. Improving safety at work with a target of zero work-related accident by 2025

The safety initiative was rolled out across all the group’s sites, in particular, using the STOP™ method.

4. Participating in local community life

Nine projects were rolled out at the Doué-la-Fontaine * (France), Rosporden (France), Labenne (France), Villeneuve-d’Ascq (France), Sainte-Martine (Quebec, Canada), Strathroy (Ontario, Canada), Cristalina (Brazil), Timashevsk (Russia) and Nagykőrös (Hungary) sites.

5. Developing networking

The VegeGo! Networking project is in the rollout phase. It is based on four priorities: the development of spin-off communities, incorporation of Google applications in workflows, launch of a test phase with Google ambassadors and identification and sharing of practical uses. Google applications were introduced across all group sites over a period of 15 months.

* In association with the France Champignon cooperative.

Introduction**6. Promoting communication in the farming community**

In partnership with the French market research agency, IPSOS, Bonduelle decided to launch a global survey into the expectations and needs of its 3,440 producer partners and suppliers of agricultural raw materials. The results of this survey are expected to be presented at the next Paris agricultural show in February 2015.

7. Clearly defining and reporting on the Bonduelle management model

During the various stages of the joint development of the business plan to 2025, Managers expressed a desire to clarify the group's management model. Bonduelle's Executive Committee decided

to entrust this task to a multi-country team as part of the VegeGo! project. The ManageGo! management model was rolled out for over 400 Managers.

8. Initiating the on-site manufacture of empty cans

Following the example of the Novotitarovskaya (Russia) and Békéscsaba (Hungary) sites, the group is developing its know-how in the manufacture of empty cans. This will limit CO₂ emissions linked to transporting empty cans.

2.2 Commitments to Corporate Social Responsibility

2.2.1 Results and outlook

■ Challenges and outlook for 2013-2017

AGRONOMY

Produce vegetables and promote responsible and sustainable cultivation methods, in partnership with farmers

Encourage farmers to adopt environmentally-friendly practices

- Reduce the use of phytosanitary products
- Increase the number of signatories of the sourcing charter version 5 to 100% within five years
- Develop pilot farms implementing alternative cultivation methods in countries where Bonduelle is established
- Launch a plan to reduce waste upstream

Maintain and develop sustainable relations with producers

- Develop partner loyalty
- Support our partners in the use of innovative vegetable-growing techniques

NATURAL RESOURCES

Optimize product design and production to achieve greater efficiency in resource use and recovery

Optimize the use of non-renewable resources

- Continue to reduce water consumption, without compromising on product quality
- Continue to reduce energy consumption
- Have at least five projects using renewable energy in five years

Avoid, sort and recover waste

- Recover 80% of ordinary industrial waste in the period 2012-2015
- Achieve 100% recovery from green waste
- Launch a plan to reduce waste

Minimize packaging impacts

TRANSPORT – SUPPLY CHAIN

Control and optimize the supply chain (transport and logistics) and purchasing

Reduce CO₂ emissions by 5,000 tonnes for the group's transport and logistics

Implement a transport plan using methods other than road, and trial it by business unit

Roll out the purchasing charter to all suppliers

PEOPLE AND SAFETY

Be an efficient company that listens to and ensures the development of its People in countries where Bonduelle is established

Target zero workplace accident

Promote personnel training and development

- Target individual career development interviews for all personnel (100%)
- Give priority to internal promotion and encourage a policy of local recruitment

Distribute the Ethics Charter to all employees

Share Corporate Social Responsibility principles in management and in the group's corporate culture

Promote diversity and comply with the principles of equality

STAKEHOLDERS

Be a company that is engaged with all its stakeholders across countries

Implement a community project at every site and in countries where Bonduelle is established

Engage with stakeholders in countries where Bonduelle is established

Undertake a group community development project

QUALITY – NUTRITION

Offer safe products to our consumers and support them in developing a healthy, balanced and natural diet, based on vegetables

Ensure maximum product quality and safety

- Target quality process certification for 100% of sites
- Reduce the complaints rate

Promote healthy and natural eating through our products

- Continue the action plan to develop and update recipes to optimize their nutritional value
- Reduce additives in products by 2017

Promote healthy and natural eating for all through our support and advisory actions

- Raise consumer awareness in countries where Bonduelle is established on the importance of a balanced diet and the inclusion of vegetables
- Support the initiatives of the Louis Bonduelle Foundation and research projects

Commitments to Corporate Social Responsibility

2.2.2 CSR governance

In line with the new Bonduelle Group organization, the composition and operation of the Sustainable Development Steering Committee have been reviewed and responsibility for steering sustainable development policy now lies with each business unit. The Steering Committee therefore includes a representative from each of the Executive Committees of the four new business units, in addition to committee members from across the group's disciplines. The work of the Steering Committee is focused in six main areas: agricultural upstream; quality and nutrition; natural resources; supply chain and transport; People and safety and stakeholders.

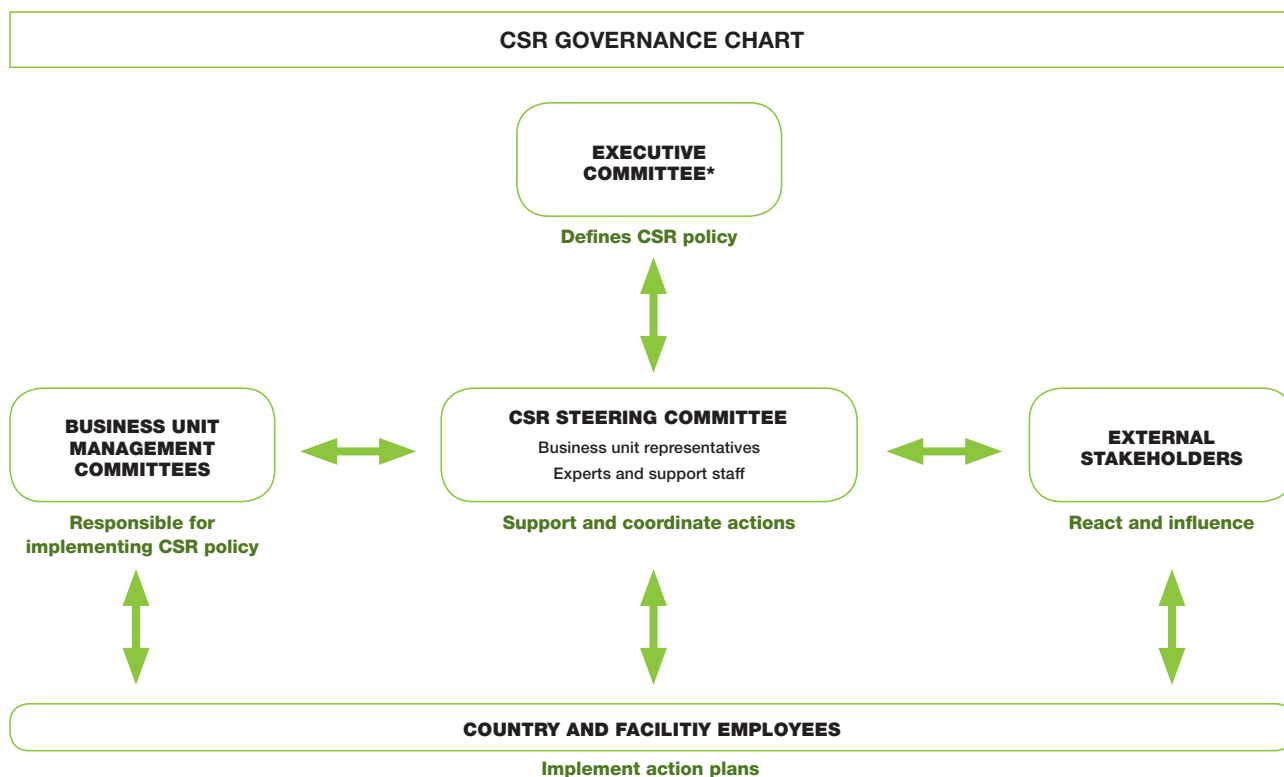
The Steering Committee, which comprises the heads of these areas and representatives of the business units, ensures the flow of information between all parts of the Company, from functions and operations to management and Executive Management.

The heads of the business units serving on the Corporate Social Responsibility (CSR) Steering Committee are responsible for

promoting the initiative within their own units. Members of business unit Management Committees have a direct link with operating segments. Area Managers coordinate field initiatives, lead networks of experts, suggest new ideas, encourage the sharing of best practices and ensure consistency with the group's objectives and the reliability of information.

This key change helps to ensure that aspects specific to the business units are taken into consideration in the definition of group-wide targets. Targets and challenges may vary between technologies and geographical regions, depending on the local context. In this way, targets become more realistic and are more in line with the concerns and ambitions of the business units. This is why the initiatives implemented, as well as their rollout status, may differ from one business unit to another.

Annual group-wide CSR data gathering serves as the basis for defining improvement actions. Bonduelle also extends its initiative by reporting on its work to stakeholders during formal meetings.



* The Executive Committee is presented in Section 3.1.3 of the registration document on page 119.

Since 2014, data (natural resources, human resources, quality, transport) has been reported using Metrio an Internet tool introduced across all group sites, thereby enabling data sharing with monthly performance monitoring. Metrio has two main assets: it converts figures into graphs, thereby providing an accurate picture of trends and improves data consistency monitoring.

METRIO

2.2.3 History

Bonduelle's approach to sustainable development has moved forward over the years since our policy was formulated and launched:

2002-2003

- Definition of four areas on which to focus: agricultural production; people, nutrition and quality and natural resources;
- Definition of the priorities for progress;
- Improvement metrics;
- Publication of initial results;
- Awareness-building within the Company;
- Membership of the *Global Compact*.

2003-2004

- Unified indicators;
- Development of self-assessment tools;
- Implementation of action plans;
- Continued internal deployment of action plans;
- Response to the *Carbon Disclosure Project* (CDP).

2004-2007

- Sustainable development embedded in all subsidiaries' growth plans;
- Internal mobilization;
- Evaluation of the first phase;
- Launch of the Louis Bonduelle Foundation.

2007-2011

- Definition of a fifth focus: transport;
- Launch of pilot farms focused on reducing the use of phytosanitary products and integrated production and signature of the French Institute for sustainable agriculture charter;
- Further actions to promote the inclusion of disabled workers and safety in the workplace;
- Support for the launch of the World Responsible Economy Forum in Lille, France;
- Listing on the Gaia index, a listing of the best midcaps in terms of sustainable development.

2011-2012

- Increased involvement with stakeholders;
- Preparation of an Ethics Charter, an environmental responsibility charter, and the fourth version of the sourcing charter for growers;
- Adoption of the Global reporting initiative (GRI) guidelines and verification of CSR data.

2012-2013

- Launch of the VegeGo! program, the group's vision to 2025;
- Launch of the Bonduelle Sustainable Development website;
- Extension of the international reach of stakeholder dialog;
- The group responds to Article 225 of the Grenelle environment law on CSR reporting;
- Creation of the Bonduelle chair within the Edhec Group, to contribute to research in and teaching of marketing.

2013-2014

- First meeting of the Ethics Committee in December 2013;
- New sourcing charter launched with producer partners;
- Bonduelle Group sustainable development reporting using a single tool: Metrio;
- Initial commitments to sustainable food with Louis Bonduelle Foundation work on food waste;
- Introduction of new CSR governance with incorporation of the four business units;
- ISO 50001 energy management certification at the Estrées-Mons and Renescure sites (France);
- Introduction, training and rollout of Google applications for all co-workers connected with the group;
- Formalization and rollout of the group's management model, ManageGo!.

2.2.4 Internal requirements

A. ETHICS CHARTER

In 2012, the Bonduelle Group produced its Ethics Charter conveying the values it has long been committed to and has worked to promote: people-minded approach, confidence, openness, simplicity, integrity, fairness and excellence. This charter demonstrates the group's intention to pursue continuous improvement. It supplements the Company's existing rules and regulations for employees, while encouraging individual ethical behavior in accordance with Bonduelle's values.

The Ethics Charter will reiterate the group's commitment to Corporate Social Responsibility, particularly through its long-standing membership of the Global Compact (since 2003). This United Nations initiative requires signatories to apply ten basic principles in the areas of human rights, anti-corruption, environment and labor standards. The group's Ethics Charter defines the core principles of Bonduelle's stance as a corporate citizen, responsible, equitable and integrated company.

Following on from this Ethics Charter, the purchasing charter was published in January 2014.

An Ethics Committee was officially appointed to support the group's efforts in this area and to act in an advisory capacity. It started its work in December 2013 and has four members:

Philippe Vasseur (Chairman)

He is currently Chairman of Réseau Alliances and the World Forum Lille and former Minister for Agriculture, Fisheries and Food and a former Member of the French Parliament. Philippe Vasseur is now Chairman of the Crédit Mutuel Nord-Europe Group and Chairman of the Chamber of Commerce and Industry for the Nord Region of France. He is also a member of the Bonduelle Board of Directors.

Jean-Bernard Bonduelle

Director of External Relations and Sustainable Development for the Bonduelle Group. He is also the President of Unilet (National Processed Vegetable Trade Association) and Profel (European Vegetable and Fruit Processing Industry Federation), and a member of the Bonduelle Board of Directors.

Arno Van Dongen

Having worked within the Bonduelle Group as director of Benelux Sales in the canned products subsidiary, he was subsequently appointed as Benelux Sales and Marketing director and has been director of the Northern European Zone of the Bonduelle Europe Long Life subsidiary since 2013.

Marie-France Tisseau

From 1970 to 2008, she worked as a Legal Advisor and then Legal Counsel, specializing in company and tax law for family-owned companies and French subsidiaries of foreign groups. She is a member of the Bonduelle Supervisory Board.

THE BONDUELLE GROUP'S ETHICS CHARTER

- Why have an Ethics Charter?

In 2012 Bonduelle decided to write a charter, drawing inspiration from our history, epitomizing our values and committing us to a process of continuous improvement. We are fully aware that while ethics cannot be regarded as absolute, they must inspire each and every one of us as stakeholders, both inside and outside the Company. Our Ethics Charter must lead us to do more in the Bonduelle spirit of corporate responsibility.

- Bonduelle's spirit and values

In this Ethics Charter, Bonduelle sets out to expand on the core values it intends to defend and promote: people-minded approach, confidence, openness, simplicity, integrity, fairness and excellence. Bonduelle is convinced that its success stems from its corporate culture and is intent on continuing to grow, underpinned by these values. The group is committed to living the "Bonduelle spirit" through ethical behavior that promotes sound practices. By acting with integrity, our Company engages with its stakeholders in a relationship built on trust. The challenge we face is to consolidate this connection, sharing and nurturing it in the long term.

- Ethics, how does it work?

This Ethics Charter supplements our existing rules and regulations for all employees. It defines the framework for the group's policies and helps to explain their rationale and intentions. The Ethics Charter is a tool. It can be used to challenge existing practices and aid in decision-making. The charter is inclusive, promoting individual ethical behavior in line with our corporate values. Ethical dilemmas can be complex and rarely have clear solutions. For this reason, and in the spirit of openness and trust synonymous with our Company, the group encourages dialog and discussion on ethical issues.

- Ethics Committee

An Ethics Committee has been formed and may be consulted on issues of general interest when no solution is proposed by general management, or the group's experts in Human Resources, Health and Safety or Purchasing. The role of the Committee is to support the Company on ethical issues, and to issue opinions in an advisory capacity. The Committee has four members; two appointed from within the Company and two external members, selected based on their experience, profiles and expertise. The Ethics Committee reserves the right to invite outside experts or submissions from employees on specific subjects. The Committee will meet at least twice a year, and a secretary will be appointed.

- Responsible corporate citizenship

Backed by a strong history and a commitment to the long term, the Bonduelle Group's undertakings in respect of Corporate Social Responsibility are clearly shown by our membership of the *Global Compact*.

- People first

Bonduelle complies with the regulations of a number of international organizations. The group complies with the conventions of the International Labour Organization and is particularly stringent about ensuring respect for basic human rights in the workplace, namely freedom of association, the right to collective bargaining, the elimination of all forms of forced and compulsory labor, and the effective abolition of child labor.

- Building the community

Bonduelle's international reach means that it respects communities and local cultures and seeks to add value and develop local areas wherever it operates. Reflecting this commitment, the Louis Bonduelle Foundation works with local authorities in areas where the Company operates, developing communities and supporting local associations. Bonduelle encourages its employees to play an active role in this type of project.

RESPECT FOR THE ENVIRONMENT

Bonduelle respects the environment and endeavors to reduce the carbon footprint of its activities. The group is a major and committed sustainable development player. It takes responsibility for the impact of its activities, products and services on the rural and urban environment, as well as their broader environmental impact. We encourage all our employees to embody this commitment in their day-to-day lives. Bonduelle emphasizes this environmental responsibility to all its stakeholders and in particular, to agricultural producers and suppliers.

COMPLIANCE WITH REGULATIONS, CONVENTIONS AND INTERNATIONAL TREATIES

Bonduelle complies with all laws and regulations in its relationships with partners. In addition to its commitment to comply with International Labour Organization (ILO) conventions, the Company is committed to respecting the European charter of fundamental rights in the organization. Bonduelle is meticulous in its attention to compliance with health regulations, quality control, food legislation and food packaging legislation. The group also respects communities and seeks to add value and develop local areas wherever it operates.

Commitments to Corporate Social Responsibility**- A fair company – Dialog in the Company**

Dialog and openness in internal Company relations are important for Bonduelle. The group respects the right of its employees to form or join the representative organization of their choice, including trade unions and workers' organizations, and to be able to participate in collective bargaining negotiations. Bonduelle respects the role and responsibilities of the social partners and is committed to negotiating issues of collective interest with them. Bonduelle listens to its employees and engages an independent body to conduct international surveys to assess personnel satisfaction with working conditions.

- Health and safety

Each and every person working for or with Bonduelle has the right to a healthy and safe working environment, ensuring their physical, mental and social wellbeing. Bonduelle is committed to maintaining working conditions at the highest standards by developing policies to prevent negative impacts on health and working conditions. All employees must comply with Bonduelle's rules on health, safety and security in the workplace.

- Work-life balance

Bonduelle strives to offer conditions that ensure a healthy work-life balance. It promotes dialog between employees and management to optimize work organization in order to take individual obligations and requirements into account. The group aims to create a working environment where individual wellbeing is valued and nurtured.

DISCRIMINATION

Employee diversity is important for Bonduelle. We are committed to eliminating all forms of discrimination, either direct or indirect, in the workplace and in employee relations, including that based on age, color, civil status, disability, nationality, sexual orientation, ethnic or social origin, race, religion or gender. This anti-discrimination policy applies to all stages of employment, from hiring through an entire career. All employees are free to take part, in a personal capacity, in activities or organizations of a political or religious nature.

HARASSMENT

Placing People first is a key value for Bonduelle. Its policies protect employees from all forms of harassment, intimidation or victimization, be it physical, psychological or sexual. Any form of moral or sexual harassment is resolutely condemned. All employees have the right to be respected, and to a positive,

pleasant and professional working environment in which each person's ideas and contributions are valued. All employees must foster and respect this commitment by being open and clear in their relations with their fellow workers to maintain a culture founded on loyalty, trust and solidarity.

TRAINING

Excellence is the cornerstone of the group's success and competitiveness. Bonduelle aims to develop employees' skills at all stages of their career through a voluntary training and coaching policy. The Institut Pierre et Benoit Bonduelle was created to deliver training to all group personnel, validated by recognized professional qualifications.

SUPPLIERS AND SUBCONTRACTORS

Suppliers and subcontractors are key to ensuring the value of Bonduelle's products and play an important role in customer satisfaction. They are required to adopt behavior in keeping with Bonduelle's values, especially when making purchasing decisions. Bonduelle's suppliers and subcontractors must adhere strictly to all legislation regarding their activities and working environment. Moreover, the group encourages its suppliers and subcontractors to engage in ethical conduct and requests that they sign this charter. Purchasing decisions must be made based on all the values advocated by Bonduelle, and primarily, the values of excellence, open-mindedness and fairness. Relations with suppliers must take place in a climate of mutual trust, placing People first and simplicity. Purchasing decisions are based on an objective assessment of the reliability and integrity of the supplier or subcontractor, as well as the overall value of their offer relative to both short- and long-term considerations and objectives. Purchasers must also take into account their important role in the local ecosystem.

- A trustworthy company**QUALITY PRODUCTS AND SERVICES**

For Bonduelle, providing high-quality and efficient products and services bears testimony to its commitment to and respect for consumers. The group is meticulous in its attention to compliance with health regulations, quality control, food legislation and food packaging legislation. The trust thus created is essential for the Company's reputation and long-term presence. The highest levels of food safety are guaranteed through advanced technologies and constant adaptation to new regulatory requirements.

CONFIDENTIALITY

Respect for confidentiality is a measure of Bonduelle's integrity and safeguards the relations of trust built up with our partners. Therefore, it is vital that each employee pays the strictest attention to safeguarding the confidentiality of Bonduelle's information. Information obtained by employees of the Bonduelle Group may not be used, either directly or indirectly, for the purposes of personal investment. The confidentiality of all information relating to the activities of the Company or its partners must be guaranteed in all roles and areas in which employees work. In particular, the level of information available to different employees is restricted and data is secured.

SAFEGUARDING THE COMPANY'S ASSETS

The purpose of Bonduelle's funds or assets is to ensure the group achieves its targeted results and safeguard its financial independence. Misuse or waste of these resources is potentially damaging; personnel must guard against any illicit use or use unrelated to the group's business. We each have a responsibility to safeguard Bonduelle's tangible and intangible resources, to protect against diversion of assets or their use other than for their original purpose by providing them to a third party. For example, information systems provided may not be used inappropriately. All Company assets remain the property of Bonduelle.

TRANSPARENCY

Bonduelle ensures that it treats its customers honestly, notably by providing all the necessary information on its products and services and by demonstrating openness on all related issues. The quality of the information we provide to the different parties is an integral part of the relationship of trust and transparency that Bonduelle wishes to establish and maintain. It is our responsibility to ensure that Shareholders receive reliable, transparent, honest and timely information, with regard to the Stock Market Code of Conduct.

CONFLICTS OF INTEREST

We each have a responsibility to avoid situations where personal interests conflict or may conflict with those of Bonduelle or

harm the group. Objectivity must be our guide in relations with the group's partners. Relations with partners may not involve or be influenced by personal factors. It is up to each one of us to ensure such objectivity is maintained at all times and in all long-term relations. All potential conflicts of interests must be disclosed so that the appropriate action can be taken to prevent or resolve the situation. Moreover, Bonduelle does all in its power to prevent corruption, reflected in its responsibility policy, defined in accordance with the rule of law.

GIFTS AND INVITATIONS

Bonduelle's marketing activities do not exclude the possibility of exchanging gifts and invitations, provided that these do not result in a conflict between personal gain and professional obligations. It is therefore our policy to ensure transparency when accepting gifts or invitations, which must not exceed a nominal or insignificant value. For example, such gifts may be accepted in line with the normal rules of courtesy or hospitality, but under no circumstances may they appear, be considered or interpreted to be complaisance or favoritism.

POLITICAL SPHERE

All employees are entitled to engage in political activities in a personal capacity, provided that they take place outside of working hours and do not involve any of Bonduelle's assets, and provided that it is clear that such activities are in no way representative of the Company. Bonduelle and its employees comply with all applicable laws and regulations governing contributions to political parties, regardless of the location of the Company's activities.

REPRESENTING THE COMPANY

Each and every employee is an ambassador for Bonduelle. It is therefore important to exercise good judgment in accordance with Bonduelle's values and interests and to ensure an explicit distinction between personal opinions and interests and those of the Company. All of our conduct may have an impact on the group's reputation and we must therefore ensure never to say or do anything that could damage Bonduelle's image.

RULES OF PROCEDURE FOR THE BONDUELLE GROUP ETHICS COMMITTEE

Article I. Purpose

The purpose of these rules of procedure is to define the composition, competence and operating rules of the Bonduelle Group Ethics Committee (hereafter the Ethics Committee).

Article II. Composition

The Ethics Committee has four members: two from within the group, namely the CSR director and an employee; and two non-employees from outside, one a member of Bonduelle SAS's Board of Directors, and one a member of Bonduelle SCA's Supervisory Board.

Article III. Appointment of Ethics Committee members

The Committee's members are appointed by the Chairman of the Bonduelle Group.

Article IV. Terms of office and attendance at meetings

Members are appointed for a three-year period, renewable by a decision of the group's Chairman. Members may not be represented during Ethics Committee meetings.

Article V. Operating

Chair: the Chairman is appointed by the group Chairman for a three-year renewable term of office.

The agenda, set by the Chairman of the Ethics Committee, must be sent to the members called to the meeting, together with any preparatory documents and the minutes of the previous meeting, at least three days before the date of the meeting. The Ethics Committee makes decisions on a majority vote of the members present.

Working groups: the Ethics Committee may decide to form working groups on particular topics to carry out research in preparation for plenary sessions.

The Ethics Committee meets as often as required to ensure the performance of its duties and at least twice a year. Its Chairman may decide to call meetings without notice.

The Ethics Committee may request the Bonduelle Group's Chairman to provide it with the assistance of any Executive Manager in the group, or any external person (who would then be bound by confidentiality) whose expertise might facilitate discussion of an item on the agenda. It may also have access to all documents deemed useful for its deliberations and may hear submissions from any group employee.

The members of the Ethics Committee may validly deliberate by video conference, telephone conference or in writing, including by mail or fax, provided that all the members agree to this expedient.

The Ethics Committee Chairman has the casting vote in the event of a tie.

Should a member of the Ethics Committee (including its Chairman) find themselves in a situation of conflict of interest regarding an issue handled by the Committee, they must abstain from participating in the discussion and be available to provide any information deemed necessary.

Article VI. Missions and competence

The Ethics Committee is a multidisciplinary, pluralist, advisory and independent body, with a mandate from the group Chairman. It is a forum for discussion and is bound by confidentiality rules. It is tasked with dealing with all issues arising regarding compliance with the Bonduelle Group's Ethics Charter.

Its mission includes:

1. presenting recommendations on the Ethics Charter, issues taken up by the Committee independently, or issues submitted to it;
2. promoting discussion of ethical questions related to the group's business;
3. promoting compliance with the charter across the Bonduelle Group;
4. ensuring the dissemination and understanding of the Ethics Charter by all employees, according to the local context;
5. proposing modifications to the Ethics Charter, where required;
6. issuing recommendations or guidelines based on case studies, specific questions or general topics;
7. distributing its opinions and recommendations inside the Company;
8. participating in preparing communications on the Ethics Charter with outside entities, as required;
9. the Ethics Committee reports to the group Chairman on its work and agenda.

The Ethics Committee may not be substituted for other Bonduelle decision-making and dialog structures, or for specific regulations. It is not competent to decide or examine disputes between individuals. It is bound by the rules of professional secrecy and confidentiality.

Article VII. Submission of matters

The Ethics Committee may initiate debate on the issues of its choice within the scope of its mission and competence, by a majority decision of the members. Matters may also be submitted to the Committee in writing to: the Chairman of the Ethics Committee, rue Nicolas Appert, BP 30173, 59653 Villeneuve-d'Ascq Cedex, France, by:

1. the decision-making bodies in the Bonduelle Group;
2. any Bonduelle Group employee who encounters difficulties related to application of the Ethics Charter, when no resolution is proposed by hierarchical management and acting in good faith;
3. any employee receiving correspondence from a third party or from an employee that calls the business unit or the group into question;
4. any stakeholder concerned by the Ethics Charter who becomes aware of a breach of the charter.

Article VIII. Recipients and scope of the Ethics Committee's opinions and work

The Ethics Committee answers all questions according to the principle of hierarchical organization, with a focus on dialog with the employee and having examined the case.

The Committee's opinions are purely advisory and for information. Opinions must respect the principle of anonymity and must comply with the rules of professional secrecy. The Ethics Committee guarantees that an opinion will be issued to the applicant.

An annual report on the Ethics Committee presents the issues referred to it, their nature and a summary of its non-confidential work and general opinions, based on an analysis of actual case studies. The report is included in the group's CSR report.

The Committee's opinions are collective opinions based on consensus.

Article IX. Changes and amendments to the Ethics Committee's Rules of Procedure

The Ethics Committee may change its operating methods, composition and missions, according to the terms and conditions specified by the Committee in its rules of procedure. All such changes are presented to the Bonduelle Group Chairman for approval.

2

B. ENVIRONMENTAL RESPONSIBILITY GUIDE

Since 2012, a team with representatives from across the organization (agro-industry services, R&D in relation to the environment and packaging, marketing, purchasing and communications) has been working on preparing a guide to assist teams to include environmental and social criteria at all stages of a product's life cycle. Its purpose will be to provide direction for the teams responsible for design, production and marketing. It will set out the core objectives for all branded products sold throughout the world (Bonduelle, Cassegrain, Arctic Gardens and Globus) and provide guidelines for improving responsibility, without compromising on aspects such as pleasure, taste and accessibility. Hand-in-hand with this guide, Bonduelle is developing a tool to help teams to plan and quantify improvement actions based on their objectives and the requirements of consumers in their markets. The inventory and test phase is currently under way, prior to publication of the guide and roll-out of the tool to all teams. This phase will make it possible to plan a rollout and training timetable up to 2016.

This guide, to be finalized in 2014, is informed by 10 basic principles:

1. measure the environmental footprint of our products and be transparent about their impacts;
2. ensure responsible purchasing according to our agricultural sourcing charter or sourcing contracts (covering vegetables, ingredients and packaging);
3. monitor cultivation methods to guarantee the safety of our products by controlling and minimizing the use of inputs for vegetable crops, anticipating regulatory changes and seeking alternative solutions;
4. limit distances traveled by our vegetables and other ingredients;
5. reduce environmental impacts, ensure socially responsible management and guarantee food safety during production;
6. devise nutritious recipes for our consumers;
7. reduce the use of additives;
8. optimize and develop low-impact packaging, while guaranteeing the quality and safety of our products;
9. limit the impact of transport by optimizing the loading rate and routes for road transport and by developing alternative transport solutions;
10. provide consumers with recommendations for use, factoring in environmental and nutritional impacts and raise awareness of food waste.

Commitments to Corporate Social Responsibility**C. NEW SOURCING CHARTER**

The fifth version of Bonduelle's agricultural sourcing charter is in the test phase in the Nord-Picardie region of France, with a view to being rolled out throughout the group, once it has been certified by Bureau Veritas: It sets out the group's requirements from our producer partners and its main objective is to limit agronomy-related risks in order to preserve the quality of the vegetables. This latest version reflects new environmental and social challenges for the sector (health and safety). It supports the group in expanding its international reach by defining a single reference base, which may be supplemented by any business unit, to reflect our sustainable development policy.

This new charter is in three main parts:

1. Bonduelle and the new sourcing charter:
 - Bonduelle's ambition:
 - to be the world reference in "well living" through vegetable products,
 - the earth, an asset to be protected,
 - improving the group's links with the farming community;
 - the mainstay of agricultural research;
 - the purpose of the sourcing charter;
 - growth plans and development programs.
2. the sourcing process:
 - growing contracts;
 - suppliers of finished goods;
 - one-off adjustment purchases.
3. our commitments with our partners in terms of quality, environment and health and safety of people:
 - quality:
 - product quality,
 - product safety,
 - traceability,
 - genetically modified organisms,
 - foreign bodies,
 - chemical and microbiological contaminants;
 - environment:
 - soil conservation,
 - protection of water resources,
 - waste management and emergency situations;
 - health and safety of people:
 - on plots of land,
 - on harvesting sites and in relation to logistics.

2.2.5 External commitments**A. TRANSPARENCY REQUIREMENTS**

In 2012, the Bonduelle Group submitted certain of its CSR reporting indicators for verification by an independent third party, in this instance, Deloitte. The initiative anticipated the entry into force of Article 225 of the French law of July 12, 2010, known as Grenelle II. This new law is effective for fiscal years ended on or after January 1, 2013 and applies to all companies with a balance sheet total of more than 100 million euros, or with total revenue of more than 100 million euros and with more than 500 employees. This law requires that reporting on social, environmental and sustainable development indicators must be included in the management report and must be verified. In 2014, Deloitte was reappointed to carry out this work in respect of the 2013-2014 fiscal year.

Bonduelle obtained Global Reporting Initiative (GRI) *application* level B+ in 2012, and again in 2013 and 2014. Bonduelle is one of the very few companies outside the CAC 40 index to have committed to applying the GRI reporting framework, and its B+ rating places it among the best French companies using this frame of reference. This assessment reflects the group's commitment to developing a standardized and credible approach to Corporate Social Responsibility. This result also reflects both the excellent work achieved by all of its teams (all the sites and business units are included, both in this *GRI* reporting framework and the sustainable development reporting) and Bonduelle's intention to meet its stakeholders' expectations in terms of non-financial reporting. The success is testimony to its policy of continuous improvement since 2003, based on the GRI's main guidelines.



Statement GRI Application Level Check

GRI hereby states that the **Bonduelle Group** has presented its report "2013-2014 Registration Document" to GRI's Report Services which have concluded that the report fulfills the requirement of Application Level B+.

GRI Application Levels communicate the extent to which the content of the G3.1 Guidelines has been used in the submitted sustainability reporting. The Check confirms that the required set and number of disclosures for that Application Level have been addressed in the reporting and that the GRI Content Index demonstrates a valid representation of the required disclosures, as described in the GRI G3.1 Guidelines. For methodology, see www.globalreporting.org/SiteCollectionDocuments/ALC-Methodology.pdf

Application Levels do not provide an opinion on the sustainability performance of the reporter nor the quality of the information in the report.

Amsterdam, 17 October 2014

A handwritten signature in black ink, appearing to read "Ásthildur Hjaltadóttir".

Ásthildur Hjaltadóttir
Director Services
Global Reporting Initiative



The "+" has been added to this Application Level because the Bonduelle Group has submitted (part of) this report for external assurance. GRI accepts the reporter's own criteria for choosing the relevant assurance provider.

The Global Reporting Initiative (GRI) is a network-based organization that has pioneered the development of the world's most widely used sustainability reporting framework and is committed to its continuous improvement and application worldwide. The GRI Guidelines set out the principles and indicators that organizations can use to measure and report their economic, environmental, and social performance. www.globalreporting.org

Disclaimer: Where the relevant sustainability reporting includes external links, including to audio visual material, this statement only concerns material submitted to GRI at the time of the Check on 06 October 2014. GRI explicitly excludes the statement being applied to any later changes to such material.

Commitments to Corporate Social Responsibility**B. DIALOG WITH STAKEHOLDERS**

The Bonduelle Group has long engaged in active dialog with its stakeholders, both internally (employees and social partners) and outside the Company (farmers, suppliers, and national and local public bodies). Bonduelle employees participate in the work of trade organizations, as committee members, directors or Chairpersons, to ensure the Company's active and responsible engagement in the sector and to defend its interests through the communications of these joint trade groups and federations with government bodies in France and in Europe, the USA and Canada. Areas of work notably include protection of the environment and agricultural production. The Bonduelle Group, in France and in the rest of the world, did not make any contributions to funding any political parties in 2013-2014.

In addition, the Company has a history of forging partnerships and initiating actions to share best practices, with an emphasis on pilot programs run in conjunction with public or private institutions and organizations. The Director of External Relations and Sustainable Development is tasked with developing relations with a diverse range of stakeholders: trade federations, institutions, national, European and international regulatory bodies and agencies, NGOs, ratings agencies, local communities, the media and teaching and research institutions. Moreover, the Louis Bonduelle Foundation is particularly proactive in promoting lasting changes in eating habits against the backdrop of growing public health concerns related to poor diet, working in collaboration with its scientific and public partners and associations.

The Bonduelle Group also improved in dialog with its stakeholders. It expanded the scope of this dialog with the establishment of its CSR approach: extending dialog to new stakeholders (ratings agencies, and solidarity associations), and incorporating new focus areas (to meet the demands of mass market retailing, partnership on disability, and environmental projects such as the "frugal factory" project), which continue to enrich Bonduelle's corporate policy.

Bonduelle regularly responds to questionnaires from its distributors who also audit the group's sites, sometimes several times a year. In total, the group responded to 63 "customer" questionnaires in fiscal year 2013-2014. The 2013-2014 fiscal year was marked by discussions with the Carrefour Group, with which Bonduelle worked on the "sustainable development" priority area. This work led to Bonduelle being awarded the Carrefour Sustainable Development self-assessment "Gold" prize, rewarding the self-assessment of all of the Bonduelle Group's agro-industrial sites in France. Carrefour also inspected the Renescure (France) site in May 2014. This meeting, conducted with France Nature Environment, enabled various areas of work to reduce food waste and share best practices to be identified. Finally, Carrefour awarded Bonduelle second prize (Consumer Goods category) for its Group Policy on the inclusion of disabled workers at the Renescure (France) site.

Bonduelle engages in dialog with its customers across Europe. Bonduelle took part in a meeting of members of the Ahold marketing service (AMS) European buying group to advance exchanges of best practice on sustainable development. The group also engages in frequent dialog with its food service customers. Discussions with McDonald's are indicative of the group's desire to take sustainable development to another level. This was reflected, in particular, by McDonald's approval of Thomas Goedelmann's farm in the Southern Palatinate of Germany as a "Flagship Farm". This farm produces salads for Bonduelle.

Dialog with investors is another means of progressing Bonduelle's sustainable development strategy. The group answers questionnaires from SRI (Socially Responsible Investment) funds and, twice a year, organizes one-to-one meetings with representatives of these types of funds.

Global survey into the expectations of the group's partner farmers. What are the current concerns of Bonduelle's 3,440 partner vegetable producers, how do they perceive their relationship with the group, how can dialog and communications be improved? These three questions are at the heart of the global survey project decided by the group's Executive Committee in February 2014, as part of the VegeGo! initiative which promotes communication in the farming community. The questionnaire, compiled jointly with producers' associations, was addressed to 15 agricultural production area farmers in August 2014. Bonduelle hopes to present the results of this survey, conducted by the IPSOS Institute, at the International Agricultural Show to be held in Paris in February 2015.

Bonduelle has also created a Tool Box for its business units with the goal of fostering greater dialog with stakeholders in all countries in which the group operates.

This Tool Box provides each business unit and country with the general principles concerning:

- the identification of local challenges and targets;
- the content of corporate information and dialog;
- resources and tools for media relations;
- resources and tools for dialog with stakeholders;
- communication rules.

The *Tool Box* was formally introduced in 2013-2014 in numerous meetings with different organizations, during which participants were able to learn about Bonduelle Group's sustainable development policy and voice their comments and expectations.

GERMANY

On the tenth anniversary of the Straelen plant which specializes in the production of fresh-cut salads, in May 2014, Bonduelle invited local stakeholders to visit the plant. This event also enabled the group to present its main areas of development and the VegeGo! initiative.

CANADA

Following this same logic of dialog, Bonduelle Americas (BAM) launched a consultation process with its stakeholders in Quebec. The initiative involved internal stakeholders (employees and members of Executive Management and totaled 143 respondents, or a 42% participation rate) and external stakeholders: government bodies, citizens/consumers, customers, local communities, CSR experts, trade federations, suppliers, academic institutions, NGOs and social partners (56 respondents or a 54% participation rate). The objective of the consultation was to establish, by means of a 36-points questionnaire, the perceptions of these two groups in terms of sustainable development and to construct a relevance matrix to guide BAM's actions in the future. The priorities that emerged include:

- employee health and safety;
- product quality and safety;
- water consumption;
- corporate governance and operations management;
- effluent management;
- food traceability;
- employee wellbeing;
- customer service;
- human rights and working conditions;
- employment and the labor force;
- locally sourced vegetables;
- the environmental impact of agricultural upstream.

An identical questionnaire will be launched in France in the second half of 2014, with the aim of extending the initiative to include the group's other countries.

Stakeholders mobilized at the Tecumseh site. A fire was reported during the night of July 17/18 at Bonduelle's Tecumseh plant (Ontario – Canada). Fortunately no-one was injured. According to the investigation's initial findings, this incident is likely to have been an accident. Although the damage was significant, the rapid and effective response of firefighters and teams of plant workers saved a large percentage of the production equipment and so vegetable processing was able to resume the week after the fire. Government bodies, local firms and other Bonduelle plants in Ontario rallied round, thus ensuring a rapid solution to storage and packaging issues and demonstrating stakeholders' commitment to the group. This rapid response should limit the financial impact of this incident for the Company, partner suppliers and growers, all Bonduelle Group plants being fully insured against material damage and operating losses.

FRANCE

On December 19, 2013, the Bonduelle Group organized a meeting with its stakeholders in Paris. These stakeholders included general CSR professionals, experts specializing in Bonduelle's priority areas and associations. The objective was to challenge the group's sustainable development policy and its presentation in the CSR report and on www.bonduelle.com. Stakeholders were able to put forward ideas for topics to be discussed in greater depth and to ask for clarification on published information. This event followed on from meetings organized in 2011 and 2012 which, due to the quality of the dialog, made it possible to improve the group's CSR reporting and to obtain the GRI B+ level in 2012 and 2013.

Bonduelle takes part in the "Big brands committed to the future" campaign. The objective is simple: to highlight the commitments made by large brands to their consumers. This new collective action is the perfect opportunity for these brands to explain how they work towards improving nutrition, environment, local jobs, selection of raw materials and sustainable agricultural practices. As part of its CSR policy, the Bonduelle Group has chosen, in particular, to progress its commitments to agricultural upstream, packaging and food waste. A dedicated website was set up: www.lesgrandesmarquessengagent.com

At the last World Forum held in Lille between October 23 and 25, 2013, the Fresh business unit's Human Resources Manager took part in the Performance and Diversity workshop. The aim of this session was to bring together corporate best practice on the recruitment and retention of disabled workers. He was able to present Bonduelle's policy in this area which consists of integrating disabled employees by asking them, wherever possible, to perform the same tasks as other employees.

Commitments to Corporate Social Responsibility**ITALY**

- Meeting with Rossela Muroni, General Manager of Legambiente, the main Italian association involved in environmental education and the fight against pollution.
- Meeting with Antonio Longo, Head of the *Movimento Difesa del Cittadino* (Citizens' rights movement).
- Meeting with Michele Fina, Secretary General of the Department for the Environment.
- Meeting with Mauro Tonello and Stefano Masini, respectively Vice-Chairman and Head of Environmental Affairs at Coldiretti, the largest farmers' association in the European Union with 1.6 million members.
- Meeting with Managers from the *Fondazione per lo sviluppo sostenibile* (Sustainable development foundation).

- Meeting with Mario Guidi, Chairman of Confagricoltura, an organization dedicated to the protection of farmers.
- Meeting with Guiseppe Politi, Chairman of the ICA (Italian Confederation of farmers), one of the largest trade associations in the Italian agricultural sector, mainly to discuss food safety and environmental protection issues.
- Meeting with Maurizio Martina, Minister for agriculture, food and forestry.

POLAND

The Management Committee has implemented a mechanism for identifying stakeholders, the first stage in various dialogs scheduled for 2014-2015

The table below shows Bonduelle's stakeholders by type and outlines the methods used to provide them with information and engage in dialog with them.

Stakeholders	Information and Communication	Dialog Consultation	Agreements-Partnerships-Collaboration
Employees/social partners	<ul style="list-style-type: none"> • Web-based communication tools (Intranet, Internet) • Brochures and reports • Displays (including dynamic displays on some sites) • Specific events 	<ul style="list-style-type: none"> • Dialog with employees, employee representatives and trade unions • European Works Council – at least one meeting per year 	<ul style="list-style-type: none"> • In France, two agreements (High risk providence and Strategic and intergenerational workforce planning) and 2 riders (Mutual fund and incentive plan) were signed in 2013-2014
Customers	<ul style="list-style-type: none"> • Corporate Social Responsibility report in the registration document • Specific questionnaires 	<ul style="list-style-type: none"> • Response to questionnaires and customer CSR audit – yearly 	<ul style="list-style-type: none"> • In 2014, Bonduelle's French plants won the Carrefour Group gold medal for their commitment to social responsibility
Citizens/Consumers	<ul style="list-style-type: none"> • Country-specific websites • Websites: • www.developpementdurable.bonduelle.com and www.sustainability.bonduelle.com • Brochures and reports • Specific events, e.g. awareness-raising initiatives by the Louis Bonduelle Foundation 	<ul style="list-style-type: none"> • Consultation with consumer panels: attitude and behavior survey and specific surveys – an average of one survey per month is carried out within the group • Louis Bonduelle Foundation in Belgium, France, Italy, the Netherlands and Canada. The Foundation's three objectives are: <ul style="list-style-type: none"> • information and awareness building; • field initiatives; • support for research. 	<ul style="list-style-type: none"> • Bonduelle was the public's favorite in the 2014 Aressy Awards in the digital marketing category and was awarded the public choice award for its new dedicated sustainable development website • The survey conducted on 140 companies and 4,000 consumers by the French market research agency, IFOP, in January 2014 put Bonduelle in 12th place in terms of its "Sustainable Development" image in France and in the lead in the Consumer Goods category

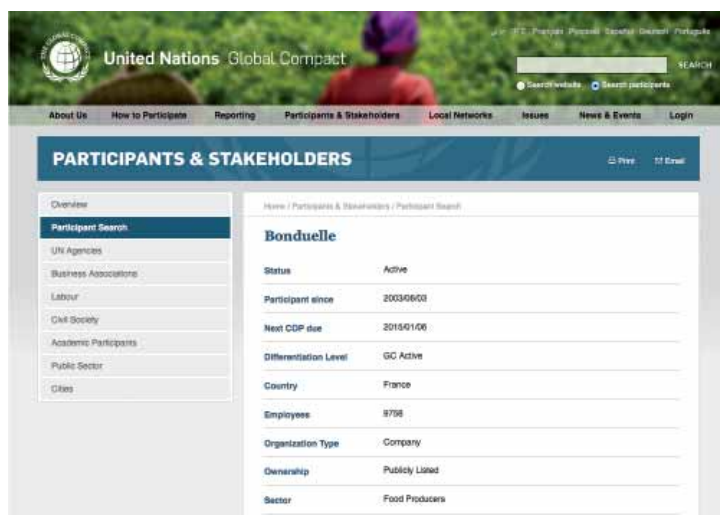
Stakeholders	Information and Communication	Dialog Consultation	Agreements-Partnerships- Collaboration
Institutions/ National, European and international regulatory bodies and agencies	<ul style="list-style-type: none"> • Websites: www.developpementdurable. bonduelle.com and www.sustainability.bonduelle.com • Corporate Social Responsibility report in the registration document 	<ul style="list-style-type: none"> • Participation of national and international institutions in the stakeholders' session in December 2013 in France, yearly • Participation in the Global Compact * – yearly 	
Farmers under contract with Bonduelle	<ul style="list-style-type: none"> • Brochures and reports • Specific events, such as plant visits • Websites: www.developpementdurable. bonduelle.com and www.sustainability.bonduelle.com 	<ul style="list-style-type: none"> • Dialog and consultation – yearly, and permanent contact during the harvest period. The group's field supervisors and cultivation Managers perform these tasks 	<ul style="list-style-type: none"> • 5th sourcing charter test phase rolled out in Nord-Picardie • Global survey into the expectations of the group's partner farmers launched in August 2014
Suppliers	<ul style="list-style-type: none"> • Brochures and reports • Websites: www.developpementdurable. bonduelle.com and www.sustainability.bonduelle.com 	<ul style="list-style-type: none"> • Awareness campaigns focusing on Human rights, working conditions and the environment – yearly • Evaluations and questionnaires – yearly 	<ul style="list-style-type: none"> • Sustainable development clause included in purchasing contracts (reminder of the ten principles of the Global Compact)
NGOs	<ul style="list-style-type: none"> • Websites: www.developpementdurable. bonduelle.com and www.sustainability.bonduelle.com • Corporate Social Responsibility report in the registration document 	<ul style="list-style-type: none"> • Replies to queries • Meeting with NGOs – yearly • Participation of environmental and social associations in the stakeholder sessions held in France and Italy – yearly 	
Ratings agencies	<ul style="list-style-type: none"> • Websites: www.developpementdurable. bonduelle.com and www.sustainability.bonduelle.com • Corporate Social Responsibility report in the registration document • Specific questionnaires 	<ul style="list-style-type: none"> • Response to questionnaires/ queries – yearly 	

Commitments to Corporate Social Responsibility

Stakeholders	Information and Communication	Dialog Consultation	Agreements-Partnerships- Collaboration
Investors	<ul style="list-style-type: none"> Quarterly financial information Annual and interim results Annual and interim reports Corporate Social Responsibility report in the registration document Letter to Shareholders Specific events, including the Shareholders' Meeting and plant visits 	<ul style="list-style-type: none"> Financial calendar/analysts' meetings – at least twice a year Specific meetings (Socially Responsible Investment funds) – at least twice a year and individual meetings upon request Response to questionnaires/queries – yearly (for the CDP), e.g.: Bonduelle has answered the Carbon Disclosure Project (CDP) questionnaire since it was first introduced in 2003. Its responses are available on the CDP website (www.cdproject.net) 	<ul style="list-style-type: none"> The Bonduelle Group is listed on the Gaia index, a listing of the best midcaps in terms of sustainable development
Local communities	<ul style="list-style-type: none"> Brochures and reports Website Specific events Country-specific websites 	<ul style="list-style-type: none"> Dialog with local communities – upon request 	<ul style="list-style-type: none"> Two calls to international projects conducted by the Louis Bonduelle Foundation every year. 21 projects were supported in 2013-2014 Bonduelle prioritized participation in local communities where its plants operate. Nine projects were launched under the VegeGo! Program in 2013-2014
Media	<ul style="list-style-type: none"> Press releases – at least once a year Websites: www.developpementdurable.bonduelle.com and www.sustainability.bonduelle.com Specific events 	<ul style="list-style-type: none"> Visit by the French press to salad-growing farms in Murcia (Spain) in July 2013 Presentation to the Italian press in May 2013 on Bonduelle's sustainable development initiatives in Italy 	
Trade federations	<ul style="list-style-type: none"> One or more Bonduelle employees participates in the work of the following trade organizations, as committee members, Board members or chairpersons, to ensure the Company's active and responsible engagement in the sector and to defend its interests: ADEPALE; FIAC; UNILET; ANIFELT; ANIA; UPPIA; CTCPA; PROFEL; ILEC; ECOPAR; SYNAFAP; SFPAE; AETMD; ANICC (details of acronyms appear in Section 2.7 Glossary and acronyms) – meetings during Board and Shareholders' Meetings. Together with 52 other European companies, Bonduelle is a signatory to the European Brands Association (AIM) charter on the "Role of brands for health and wellbeing". 		

Stakeholders	Information and Communication	Dialog Consultation	Agreements-Partnerships- Collaboration
Education and research	<ul style="list-style-type: none"> Initiatives in schools close to headquarters, subsidiaries and sites Websites: www.developpementdurable.bonduelle.com and www.sustainability.bonduelle.com 	<ul style="list-style-type: none"> Trainee and apprenticeship programs Partnerships/studies 	<ul style="list-style-type: none"> Partnerships with schools €10,000 international research prize awarded by the Louis Bonduelle Foundation to a PhD student – yearly Participation since 2012 in the Bonduelle chair within the Edhec Group in France. This Teaching and Research Department investigates the impact of technological changes on marketing of food brands.
CSR experts	<ul style="list-style-type: none"> Websites: www.developpementdurable.bonduelle.com and www.sustainability.bonduelle.com Corporate Social Responsibility report in the registration document 	<ul style="list-style-type: none"> Response to questionnaires – yearly Participation in forums – yearly (e.g.: Responsible Economy World Forum in Lille) Satisfaction surveys – yearly 	<ul style="list-style-type: none"> Bonduelle received a carbon emissions reduction certificate on May 3, 2014 at the International Logistics Exhibition held in Barcelona (Spain). This recognizes the group's initiative to introduce combined road/rail transport between Murcia (Spain) and Saint-Mihiel (France). This project saves an average of one tonne of CO₂ per trip

* Membership of the Global Compact:



www.unglobalcompact.org

2.3 Environmental commitments

BONDUELLE'S DEPENDENCE ON ECOSYSTEM SERVICES

Bonduelle's activity is dependent on a number of ecosystem services. The following diagram identifies these along the product life cycle.

Ecosystems provide, in particular, important regulation and supply functions known as ecosystem services, on which human activities are dependent. The natural environment, for example, houses fauna which plays an essential role in the reproduction of wild plant species and crops. The natural environment is also a «reservoir» for certain resources such as water, materials and biomass.

RAW MATERIAL AGRICULTURAL PRODUCTION

Bonduelle's dependence on ecosystem services

- Pollination
- Genetic resources
- Local and global climate regulation
- Regulation of natural risks
- Regulation of harmful organisms carrying infection and illness
- Regulation of water quality
- Detoxification and degradation of waste



INDUSTRIAL PROCESSES

Bonduelle's dependence on ecosystem services

- Local and global climate regulation
- Regulation of water quality
- Detoxification and degradation of waste
- Food products (ingredient purchase)
- Materials and fibers (packaging)
- Biofuels (renewable energies)



CONSUMPTION AND PRODUCT END OF LIFE

Bonduelle's dependence on ecosystem services

- Detoxification and degradation of waste



BONDUELLE'S ENVIRONMENTAL IMPACTS

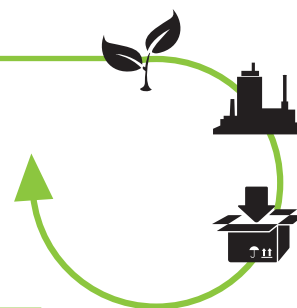
Bonduelle's activities generate environmental impacts in various natural environments. The following diagram identifies these along the product life cycle.

**PROCESSES DERIVED FROM NON-RENEWABLE
NATURAL RESOURCES***Fossil fuels / Water / Packaging / Soil*

- Map consumption
- Optimize and manage consumption
- Develop alternative resources or techniques

**DISCHARGES INTO THE NATURAL ENVIRONMENT***Discharge into the Air / Water / Soil / Waste*

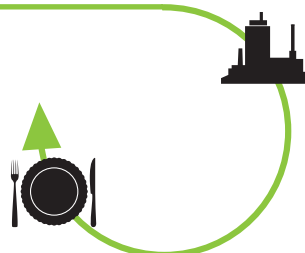
- Control the treatment process / Recovery from waste
- Reduce discharges

**OVERALL ENVIRONMENTAL IMPACT***Global warming / Biodiversity*

- Measure and reduce greenhouse gas emissions
- Promote biodiversity

**OVERALL IMPACT ON SOCIETY***Consumers / Local communities / Employees*

- Inform / Communicate / Train
- Take our local environmental impact into consideration



Environmental commitments

2.3.1 Agricultural upstream

The aim of the Bonduelle Group is to produce high-quality vegetables which are accessible to the public and grown according to the values of respect for the land and People and the environment in general. For Bonduelle, the land is not merely a resource, but a habitat for living organisms which must be protected. The group shares these challenges with all of its agricultural producer partners.

A. REMINDER OF OBJECTIVES

Environmental impact	Objectives 2013-2017	Highlights 2013-2014
<ul style="list-style-type: none"> • Protect the soil and biodiversity • Reduce the use of non-renewable natural resources 	<ul style="list-style-type: none"> • Encourage partner farmers to adopt environmentally-friendly practices • Reduce the use of phytosanitary products with targets for each business unit • Increase the number of partner farmer signatories of the 5th sourcing charter to 100% within five years • Develop pilot farms adopting alternative cultivation methods in all countries where the group operates • Launch a plan to reduce agricultural upstream waste and optimize harvests 	<ul style="list-style-type: none"> • Promote simplified growing techniques to a group of farmers in Picardie (France) • Group-wide exchanges between the different agricultural production areas via the Agronomy Research and Development Division • Circulation amongst all the group's Agronomy Departments of a leaflet on best practice in plant care product spraying • Test natural treatment solutions to replace the use of phytosanitary products • Test the 5th version of the sourcing charter in the Nord-Picardie (France) agricultural production area with an audit by Bureau Veritas with a view to global rollout • McDonald's approval of the Thomas Goeldelmann's <i>farm</i> in Germany, one of Bonduelle's salad suppliers, as a "Flagship Farm" • Inclusion of Bonduelle's Fresco Agricola de Murcia (Spain) in the Inspia (European index for sustainable productive agriculture) network • Continuation of strip-till tests in Russia across 150 ha
<ul style="list-style-type: none"> • Economic and social impacts 	<ul style="list-style-type: none"> • Maintain and develop sound relationships with partner farmers • Develop partner loyalty within each business unit • Support our partners in the use of innovative vegetable-growing techniques 	<ul style="list-style-type: none"> • Consultation with producers' organizations to compile the 5th sourcing charter • group promotion of communication in the farming community via the VegeGo! initiative (presented in Section 2.2.5 External commitments – part B) • Annual contracts with producers and producers' organizations and multi-year contracts with service providers

B. RESOURCES IMPLEMENTED TO SUPPLY CONSUMERS WITH HIGH QUALITY VEGETABLES

GROUP'S AGRONOMY ORGANIZATION

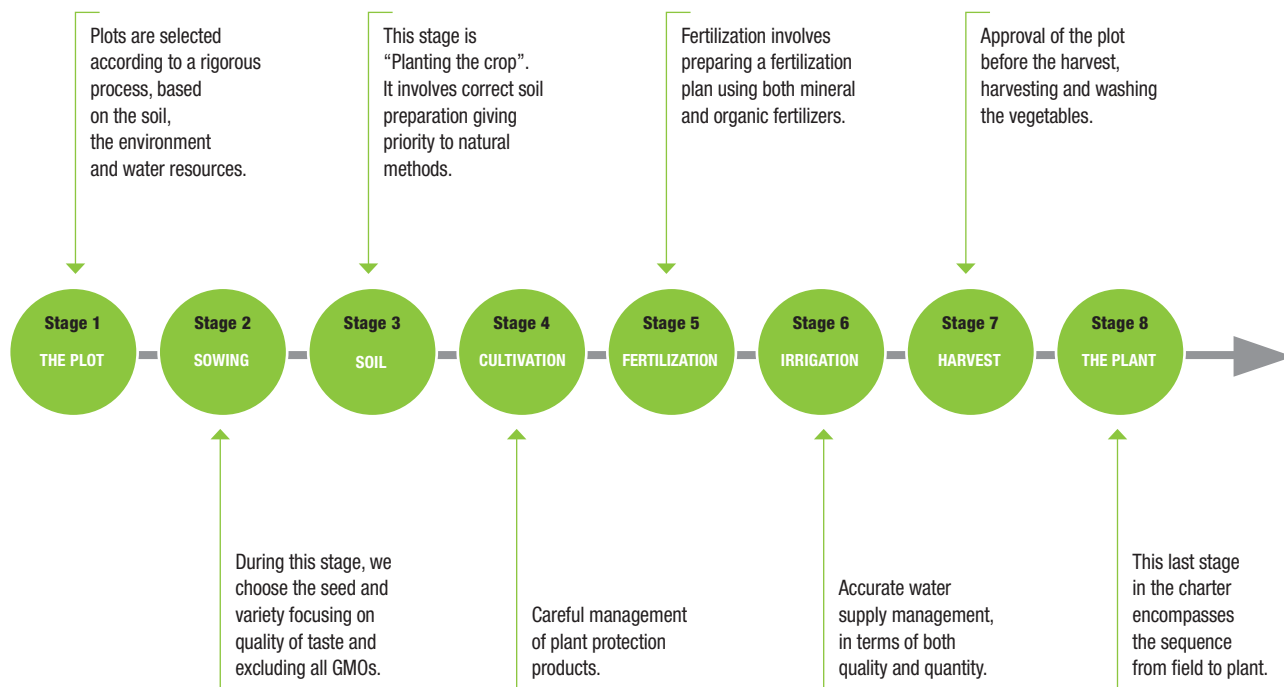
To meet the needs and challenges of our countries and markets, the group's agronomy organization is broken down by business unit, with each being responsible for their own agricultural policy. Their sales forecasts determine the activities of their Agronomy Departments for each business segment. The Agronomy Departments manage a range of issues, including: selection of the areas and amount of land to be sown, signature of contracts and relationships with producers and producers' associations, selection of varieties according to the sowing plan, monitoring of crops and vegetable maturity, harvest date and choice of equipment to be used by specialist providers, and transport logistics to the plant. They are responsible for ensuring compliance with the specifications, before the vegetable preparation process. Our field supervisors are the link between Bonduelle and its producer partners and play a key role in ensuring application of Bonduelle's principles.

In 2013, an Agronomy Research and Development Division was created.

As well as research and development, its mission consists of identifying the best agronomy practices observed in the areas where the group operates, circulating them and sharing them. The division also manages the international agronomy network and provides the business units with specialized agronomy advice. In 2013-2014, this division was involved in promoting simplified growing techniques to a group of growers in Picardie and in implementing and monitoring strip-till trials in Russia. It also visited the entire North American agricultural production area in order to identify best practices and to help to promote the group's agronomy network. The division also supported Bonduelle Americas in compiling protocols for agronomic trials and testing.

EIGHT KEY STAGES IN MONITORING VEGETABLE CULTIVATION

From seed to harvest, our Sourcing Charter tracks vegetable growing and sourcing in eight stages.



Environmental commitments**SUPPORTING AGRICULTURAL UPSTREAM**

Bonduelle maintains close relationships with its producer partners (3,440 partners grouped into producers' associations in some countries). These relationships help ensure the quality and yield required for its business and encourage producer partners to limit their impact on the environment.

Our producer partners supply around 90% of the group's vegetables. Bonduelle rarely produces its own vegetables, choosing instead to assign this task to trusted partners under contractual agreements. Those areas where the Company does produce its own vegetables include Russia, where it runs its own agricultural operations, Spain and Canada, where it operates farms producing part of its requirements and France, where it produces mushrooms.

This approach allows the group to concentrate on its core business of vegetable preparation whilst at the same time developing its agronomic know-how. Bonduelle also works with service providers able to take care of transport, planting, harvesting and other cultivation activities. This avoids producers having to invest heavily in special equipment.

For other sources of vegetables, the group requires its suppliers to comply with all laws and regulations in force related to their activity and their professional environment. The rules and standards are set out in our sourcing charter, which all producer partners are required to sign. This charter is an exclusive contractual commitment covering the process from seed to harvest to ensure that Bonduelle's specifications are strictly adhered to, from selection of plots of land and seed selection to cultivation methods, etc.

93% of our producer partners have signed the sourcing charter, which was first launched in 1996. This fifth version, approved in 2014 by the Bureau Veritas certification agency, was tested in Nord-Picardie. It takes into account the group's international expansion and specific factors encountered in the various geographical regions and production chains. It also emphasizes new topics such as water conservation and protection for the people working in the fields. This charter is the result of a participatory process led by Agronomy Managers in various countries and business lines. The charter is testimony to Bonduelle's ongoing commitment to using environmentally-friendly farming techniques.

C. PROTECT THE SOIL AND BIODIVERSITY

Soil protection and biodiversity are constant guiding principles of the group's policies. For Bonduelle, the land is not merely a resource, but a habitat for living organisms which must be respected. We also seek to optimize the protection of crops and aim to reduce the use of phytosanitary products.

PREVENTION

Monitoring crops and providing support to producers are key aspects of Bonduelle's agricultural policy, with prevention being viewed as key. By selecting the most suitable land for different vegetable varieties and ensuring regular crop rotation, we avoid exhausting the soil of nutrients, while promoting biodiversity and improving yields.

After the introduction of geo-referencing of land in France in 2012, Bonduelle is planning to overhaul its computerized agro-management system, adding a mobile field system. Tablets or smartphones will be used to locate plots of land, to input data in the field and to improve the traceability and reliability of its data inputting.

All BAM business unit vegetables appear in the AgPOD system (agricultural portal for online data), an online program developed specifically for reporting agronomic data recorded in the field. The system enables crop data to be compared and shared rapidly.

This initiative supplements the predictive testing method already in place to enable prevention of diseases that could endanger seedlings, thereby reducing the risks of crop failure and waste of raw materials (seeds, fertilizer and water.). According to the same principle of early detection, observation networks have been established to operate as early-warning systems if pests are detected.

For example, in France, based on the information gathered, producer partners receive recommendations on the best techniques to use to control these risks. This initiative forms an integral part of the biological monitoring system established by the French Ministry of Agriculture, which has been run by industry professionals since 2010.

SEED SELECTION

Optimum seed selection constitutes the genetic lever of Bonduelle's policy of respecting biodiversity and reducing the use of phytosanitary products. The group works with national and international seed producers to identify the varieties with the highest resistance to disease, water stress and climatic variations using traditional cross-cultivation methods. Bonduelle also takes part in testing new varieties to measure their suitability and behavior in different geographies. As a result of varietal selection, the right seed choices mean that biodiversity can be preserved without much use of plant care products, whilst still developing new varieties.

In 2013-2014, the group launched various soil and biodiversity protection initiatives:

France (Nord-Picardie)

- The BELL business unit set up a multi-year intermediate crop monitoring platform, in partnership with the Chamber of Agriculture of the Somme, the technical benchmark for this project. The

mechanism has been in existence for two years now and the results will be available in four years' time.

- Assistance with introducing intermediate crops in non-vulnerable areas. Most agricultural land North of Paris, as well as in the West and in part of the South-West, has been classed as a "vulnerable zone" following the application of European directive 91/676/CEE, known as the "Nitrates" directive. In these areas, special agricultural practices are required in order to limit the risk of water pollution. Bonduelle, via producers' associations, provides financial aid to growers whose land is located in non-vulnerable zones, so that they can implement the same practices as those required in vulnerable zones.
- Via producers' associations, Bonduelle promotes the purchase of harvesting machinery equipped with caterpillar tracks which are much less damaging to the structure of the soil. In total, 18 machines were equipped with caterpillar tracks in 2013-2014. The number will grow as older vehicles are replaced.

France (South-West)

- A platform for testing different varieties of sweet corn was set up in partnership with seed producers. Over 300 hybrids were tested to select the varieties best suited to the local soil and climatic conditions of South-Western France. BELL also conducted related crop tests in this region to combat sandstorms and so protect against soil erosion.
- For two years now, seeds have been planted under cover in sweet corn plots so as to improve seed planting conditions during the corn cycle. Once harvesting is over, the plot is already planted before winter, thus improving soil structure whilst limiting erosion.

In Brazil, Bonduelle signed contracts with independent producers to supply its Cristalina plant with peas and corn. In 2013-2014, over 3,000 hectares were cultivated. Bonduelle teams are working on two priorities in this area where the group has had a presence since 2010 and where the climate allows for up to 3 vegetable harvests per year. The first initiative involves increasing producer loyalty. Such loyalty guarantees compliance with specifications and is a significant asset since, in this region of the world, growing vegetables like peas is largely unknown. 20% of contracts were renewed in 2013-2014 and the target is to improve this figure three-fold in 2014-2015. Initiative two: the expansion of direct drilling, without plowing, only after residues of the previous harvest have been shredded. In 2013-2014, 100% of Bonduelle's corn crops were cultivated using direct drilling methods.

Poland

Crops grown near the Gniwkowo plant comply with a number of criteria which prioritize soil protection and biodiversity. The use of intermediate and plant cover makes it possible to achieve the following objectives: to protect the soil against erosion by water and wind, recycle minerals, retain organic matter in the soil, supply the next crop with nitrogen, combat weeds (harmful to crops), produce silage, structure the soil and control biological pests.

D. REDUCE THE USE OF NON-RENEWABLE NATURAL RESOURCES

Initiatives launched in 2013-2014:

North America (Quebec)

In Quebec, Bonduelle Americas (BAM) has launched tests on inoculating peas with a specific bacterium (Rysobium) to encourage the production of nitrogen and so limit soil depletion. Other tests involving mycorrhizas have been conducted on peas with the aim of limiting the use of chemical fertilizers.

France (Nord-Picardie)

- Launch of a program to update knowledge of crop requirements in terms of nitrogen fertilizer and readjustment of requirements. The data was updated in line with yield targets and varieties currently in use to obtain optimum agronomic and environmental conditions. This work was performed by Bonduelle and shared across the industry (Unilet – National Processed Vegetable Trade Association).
- Work on nitrogen fertilizer adjustment for haricot beans and root vegetables by determining optimum fertilization techniques. In 2014, Bonduelle developed additional means of improving its knowledge of the nitrogen requirements of cultivated land. The work involves green beans and salsify.
- Help with calculating the soil's nitrogen requirements at the end of winter. This initiative was undertaken with producers' associations for all crops, apart from peas, a legume which naturally captures the nitrogen in the air and does not require any added fertilizer.
- Program for the circulation of know-how regarding fertilization techniques acting on the organic life of the soil, in particular, by stimulating microbial flora, thereby reducing the need for fertilizers. Bonduelle is involved in the rollout of this technique to growers at meetings organized by producers' associations and via its field supervisors.
- Bonduelle, in partnership with the Chamber of Agriculture of the Somme, launched a water budget for green beans and flageolet beans. This project, which is currently in its test phase, will reach completion in 2015. The water budget makes it possible to monitor the status of the water reserves in the soil (RFU or Easily Used Available Water) by taking a crop's water requirements into consideration in addition to natural input from rain or irrigation. It is also a technical management tool which enables requirements and inputs to be analyzed at the end of the season. It means that periods of shortfall and excess can be tracked throughout the season. Its analysis, once yields are known, helps to explain how plots of land function and crops' reactions to various climatic events.

France (South-West)

- Initial testing of the Nsensor system aims to regulate the amounts of nitrogen spread depending on biomass and chlorophyll, using an optical reader mounted on the front of the sprayer. In order to reduce its water consumption, BELL South-West also rolled out a program of capacitive probe tests to guide the irrigation of sweet corn crops.

Environmental commitments

- 37 capacitive probes monitor the green vegetable production network. This device, designed with producers' associations, enables the amount of water needed to grow crops to be adjusted as accurately as possible. An identical project was rolled out on sweet corn crops in 2014 with the installation of two probes.

Poland

- In this country, Bonduelle prioritizes the use of water-saving irrigation techniques (drip irrigation system), particularly in the cultivation of zucchini and celery. The group is also encouraging partner growers to carry out soil analyses to determine the amount of fertilizer to be used. Finally, organic fertilization is prioritized to reduce the use of chemical-based fertilizers.

E. REDUCE THE USE OF PHYTOSANITARY PRODUCTS

Bonduelle is facing a two-fold problem in this area: to produce more to meet the growing needs of consumers and to produce better in order to protect the planet. The group shares these two responsibilities with its partner growers. Together they face a fundamental fact: the active ingredients of phytosanitary products disappear more quickly than the diseases being treated.

At group level, Treatment Frequency Indicators (TFI) calculated in Nord-Picardie in just the last six years, are helping to reduce the use of plant care products. Each of the group's business units has also implemented different initiatives in this regard.

Initiatives launched in 2013-2014:

North America

The BAM business unit launched a project to assess the efficacy of combating Sclerotinia disease by organic means using a non-chemical, environmentally-friendly product. A chemical adjuvant was also replaced by a foliar fertilizer to increase weedkiller efficacy and to reduce dosage.

Spain

In the Murcia region, Bonduelle launched a program at a pilot farm to reduce chemical input and organize initiatives targeted at a number of partner farmers, in particular concerning automated hoeing machines, netting and trapping systems.

France (Nord-Picardie)

- Several sessions on recommendations for low-volume spraying techniques were held in 2013-2014 in conjunction with chambers of agriculture.
- As part of the pilot farms trial in Picardie, and in partnership with Agro-Transfert, a practical guide to alternative weeding

methods was published in 2014. It covers the cultivation of peas, green beans, flageolet beans and baby carrots. In addition to participating in the compilation of this guide, Bonduelle circulated this document via producers' associations and field supervisors.

- Spin-off of best practice obtained during years of studying pilot farms with promotion of hoeing: since 2013, Bonduelle has brought together a group of volunteer farmers to start hoeing crops of beans on land in water collection areas. Following this trial, an EEIG (Environmental and Economic Interest Grouping) was created. In addition, Bonduelle's partner farmer association in Picardie (OPL-Vert), in conjunction with the Chamber of Agriculture of the Somme, submitted an application within the context of a call for proposals from the Department of Agriculture.
- Launch of tests on bio-stimulants and bio-control products. Bio-stimulants allow for early harvests, while bio-control products are alternatives to phytosanitary products.
- Bonduelle is also involved in plant health bulletins published by the Department of Agriculture on the basis of observations issued by chambers of agriculture. Data is entered into a national database on a weekly basis.
- The group helps to develop tools to assist decision-making on how to combat Sclerotinia, a disease which affects haricot beans. This initiative was conducted in partnership with Unileit and Syngenta. It aims to motivate producers to limit their use of phytosanitary products and prioritize crop protection practices.
- Bonduelle supports and finances the use of organic control products such as bacterial fermentation products (mushroom spores, for example) which destroy sclerotia present in the soil.

France (South-West)

Green beans in South-Western France are now hoed using camera-guided hoeing machines. The aim is to remove weeds by mechanical means and thus reduce phytosanitary treatments whilst encouraging the growth of beans throughout the areas being farmed.

Poland

The program to reduce protective treatments means that the use of phytosanitary products can be reduced by between 10% and 30% for crops of peas, green beans, broccoli and cauliflower. Use of this mechanism is combined with the destruction of weeds using alternative methods (hoeing, hand weeding in spinach, broccoli and cauliflower crops, etc.).

Russia

Since 2013, the BDV business unit has been using a new insecticide on sweet corn crops. This product has a low-level environmental impact and improves the efficacy of the amounts used to combat heliothis.

F. PREPARING FOR TOMORROW'S AGRICULTURE

For Bonduelle, agriculture is a vital link in the prepared vegetables value chain. This is why the group has committed, through its VegeGo! program, to promoting sustainable farming with the goal of protecting the environment while maintaining high levels of crop productivity and profitability.

The Ecologically Intensive Agriculture initiative, which forms part of the VegeGo! project is a complete process comprising three stages:

1. defining the scope of the project by carrying out an in-depth review of the agronomy possibilities and customer expectations;
2. establishing clear goals that reconcile customer expectations and agronomy possibilities;
3. drawing up action plans designed to achieve these goals.

The first stage, which is essential for the success of the project, is already underway. It calls for the scope of possibilities to be clearly defined, taking into account the diverse geographical, technological and behavioral factors. Three action areas have been selected: identifying applicable agronomy practices, determining and formalizing customer expectations and formalizing agri-food initiatives that have already been implemented.

This project is consistent with the actions undertaken to promote sustainable development. New seeding techniques, alternative mechanical weeding methods, research on optimizing soil activity, testing the contribution of mushrooms or bacteria to stimulate plant root systems and protect against parasites, controlled irrigation through capacitive probes, etc. are just some of the increasing number of pilot projects run by Bonduelle and its partners to promote sustainable agriculture using natural techniques and control mechanisms that are as close as possible to those occurring naturally in nature.

The group maintains a network of pilot farms in Germany, Canada, Spain, France and Russia.

Initiatives launched in 2013-2014:

Germany

McDonald's approval of the Thomas Goeldelmann's farm in the Southern Palatinate in Germany, one of Bonduelle's salad suppliers, as a "Flagship Farm". This operation produces salads, in particular, for Bonduelle.

Spain

- Bonduelle's Fresco Agricola farm in the region of Murcia is one of 50 operations to be included in the Inspia (European index for sustainable productive agriculture) network. The Inspia project aims to define a benchmark for sustainable agriculture. The IAD (Institute for sustainable agriculture), the ECAF (European conservation agriculture) and the ECPA (European crop protection association) are leading this program together. Once it is complete, Inspia will give a measurement indicator of each operation's capacity to operate in a sustainable manner. This will be calculated using a set of indicators that can be verified on the basis of data supplied by the network of 50 farms. This network will enable the validation, demonstration and reporting of best agricultural practice. The aim of this initiative is to create a European benchmark, to promote the

adoption of sustainable agricultural practices throughout Europe and to raise awareness amongst European Union policymakers, technicians and farmers, of sustainable agriculture.

- The Company's commitment is also reflected in the LEAF certification obtained by Bonduelle's Fresco Agricola farm in Spain. The LEAF benchmark certifies that products have been produced as a result of an ecologically responsible initiative.



France (Nord-Picardie)

- Bonduelle is developing strip-till trials on crops of flageolet beans and carrots and is supporting a group of farmers in this innovative initiative. This method prevents soil erosion and limits the use of tools thus helping to reduce fuel consumption, reduces the need to purchase often costly equipment and, above all, improves soil fertility.
- In 2014, the Chamber of Agriculture of the Somme purchased a drone. This device photographs crops and processes data via a service provider so as to determine fertilization requirements. It is more effective than satellite technology because it is below the clouds. The Chamber of Agriculture offered Bonduelle the chance to use the drone in order to test different vegetable-growing techniques. Studies are under way on peas and green beans.
- Continuation, in Picardie, of the creation of a network of 40 or so farmers already involved in the use of growing techniques which do not involve plowing. The goal is to foster interaction and encourage the implementation of best practices on a much larger scale.

Environmental commitments

Bonduelle is a partner in the *Ferme urbaine lyonnaise* (FUL – urban farm) project

Set up in Genas, in the Lyons region of France, with a plant specializing in bagged salads and ready-to-use fresh vegetables, the Bonduelle Group, via its Bonduelle Fresh business unit, is the technical partner in the Ferme urbaine lyonnaise project. This project responds to several prospective challenges, in line with the Bonduelle Group's CSR objectives: to feed the planet against a backdrop of shrinking areas of arable land, to reduce environmental impact and produce directly at consumption sites, thereby saving on transportation costs. Bonduelle is contributing its agricultural know-how to the project in respect of work on varietal selection and the life cycle of salads. The initiative is also enabling Bonduelle to acquire additional knowledge about the cultivation of salads in closed environments. These new techniques should mean seven production cycles per year and over 280 salads per square meter, ten times more than in an open field. In addition to prospective work on the product itself, the Bonduelle Group is also a partner in the consumer study being carried out as part of the project, so as to increase understanding of consumers' perception of the product and this new method of production.

France (South-West)

Alternatives not involving plowing were implemented in this agricultural production area with the aim of respecting the structure and life of the soil as well as its original nature: humus, organic matter, etc. The soil in this area has been prepared using strip-till tools for three years now. Bonduelle is also involved in tests which aim to limit soil compaction and erosion linked to sandstorms which hit the Northern part of Aquitaine (France).

Russia

In this country, the group has launched a test protocol for simplified cultivation techniques, avoiding the use of plowing and encouraging the re-use of the plant cover from the previous crop. This method, known as the strip-till method, prevents land erosion, limits the use of tools thus helping to reduce fuel consumption, reduces the need to purchase often costly equipment and, above all, improves soil fertility. This method, known as the strip-till technique, avoids land erosion, limits the use of tools thus helping to reduce fuel consumption, reduces the need to purchase often costly equipment and, above all, improves soil fertility, etc. This trial protocol, launched in 2012-2013, entered its operational phase in 2013-2014. 150 hectares of crops have been cultivated using the strip-till method and 150 others using conventional methods. The results of this trial which started in May 2014, will be available in 2015.

Canada (Quebec and Ontario)

Bonduelle is conducting density tests on peas and corn in order to increase yields, implementing tests to detect aphanomyces before peas are grown, comparing irrigation management using a tensiometer and the water budget and is systemizing tests on different varieties so as to have access to the most suitable genus for the agricultural production area in question.

G. RESULTS AND KEY FIGURES

Indicator	2012-2013	2013-2014
Biodiversity	500 varieties 199 varietal collections 942 varieties observed	Almost 500 vegetable varieties distributed across the group's various ranges 219 varietal collections enabled 1,355 plant varieties to be observed.
Agricultural headcount	239 people	246 employees (full-time equivalent Agronomy Department employees, including administrative staff, seasonal staff, trainees and those on permanent and fixed-term contracts).
Sourcing charter	91%	93% of farmers ve signed it.
Farmer assessed	54%	74% of farmers ave been assessed by an initiative iming to compile an annual budget.
Soil analysis	98%	94% of nitrogen fertilizing has been calculated using residual method analysis.
Farming intensity	28.7 ha	27.3 hectares of vegetables grown by each producer on average.
Security network	168 networks	245 trapping networks.

2.3.2 Natural resources

With its unique agro-industrial expertise, Bonduelle is keen to strike a balance between economic performance and protecting the environment. For more than a decade, the group has implemented a proactive policy to reduce its environmental footprint, in line with current global issues: depletion of natural resources, volatile energy prices, environmental footprinting and global warming.

For Bonduelle, the 2013 growing season turned out to be fairly average on the whole. Except for Northern France, almost all geographical areas where the group operates experienced a late, wet spring which delayed planting, and a short off-season with early frosts. Overall, based on a similar scope to the previous year, the group's industrial activity (production and logistics), in tonnes of manufactured product (TMP), rose by 7.7% compared with 2012-2013.

A. REMINDER OF OBJECTIVES

Environmental challenges	Objectives 2013-2014	Highlights 2013-2014
<ul style="list-style-type: none"> • Reduce the use of non-renewable resources • Increase the use of renewable resources • Control and minimize discharges into the natural environment • Understand and manage the overall impact of the group's activity on the environment and society 	<ul style="list-style-type: none"> • Reduce energy consumption by 5% per year between 2011 and 2014 • Reduce water consumption by 3% per year between 2011 and 2014 • Launch five alternative energy projects in five years (2012- > 2018) • Recover 80% of ordinary industrial waste in the period 2012 to 2015 • Roll out the Guide to Environmental Responsibility and develop tools to measure environmental impact 	<ul style="list-style-type: none"> • Energy consumption reduced by 9% in 2013-2014 • Water consumption reduced by 10.2% in 2013-2014 • Removal of heavy fuel oil from the group's energy mix • <i>In situ</i> biogas recovery from the agro-industrial facilities of Saint-Denis (Quebec) and Békéscsaba (Hungary). This brings the total number of projects implemented since 2012 to three, the first being the Nagykőrös site. • Recovery of 78% of ordinary industrial waste • Tackling waste: 21.5% reduction in the production ratio of plant by-products at the group's production facilities • Environmental responsibility: production of a joint guide and prototype product characterization tool through VegeGo! • ISO 50001 certification – energy management at the Estrées-Mons frozen foods and Renescure sites (France) • Creation and first meeting of the BAM business unit's Energy and Water Network

B. RESPONSIBLE USE OF PACKAGING AND ENERGY

Packaging serves numerous functions:

- to protect products prior to purchase, prolonging their shelf life and preventing damage;
- to be environmentally friendly by being recyclable and smaller and lighter;
- to comply with the relevant legislation;
- to be cost-effective;
- to be user-friendly, *i.e.* easy to open and to empty/remove;
- to enhance the product's visual appeal so that consumers will want to buy it.

Bonduelle thus uses various types of packaging to ensure the best possible quality and experience for its customers:

- steel and aluminum for metal cans;
- glass for jars;
- flexible plastic for bags of frozen and fresh vegetables;
- rigid plastic for trays of prepared products;
- cardboard for some frozen packaging and all bulk and transport packaging.

These materials are chosen according to processes, preservation requirements, market convention and their robustness in relation to the product and their use.

Environmental commitments

Energy is essential for Bonduelle.

- Electricity is required to operate production processes, store frozen produce, generate compressed air and drive motors (pumps, turbines, product transfer and collection, packaging and logistics). Electricity also powers handling equipment, lighting and ventilation, chilled water production and temperature control of refrigerated workshops;
- Thermal energy is used to generate steam and hot water. It is also used in heat recovery ventilation and for handling equipment;
- Water is used as an ingredient in the finished product (liquid, sauce) and in processes as a vehicle for the transport and transfer of heat or cold. It is also used to wash vegetables and to clean production lines. The usage ratio of these applications depends on the industrial activity carried out: it varies at each site.

C. RESOURCES IMPLEMENTED

The Bonduelle Group approaches the conservation of natural resources with a dynamic long-term vision, ensuring the industrial and environmental sustainability of its activities. The resources implemented are deployed in five complementary phases:

1. metering to set immediate priorities;
2. continually improving performance in the short term;
3. anticipating technological and economic constraints in the medium and long term;
4. galvanizing internal stakeholders and raising awareness throughout the process;
5. investing to improve results.

1. METERING TO SET IMMEDIATE PRIORITIES

The metering of all energy consumption (water, steam, electricity, compressed air) and its breakdown into process stages is the basis for effective short-term management. The Information Systems Department at Bonduelle is developing and rolling out a consumption and process monitoring tool, together with an operational data retrieval tool. This system can be used to map the most resource-intensive stations.

It is connected to the main technical facilities to satisfy various requirements:

- provide real-time performance feedback to operator stations to optimize decision-making;
- provide a methodological tool to improve process control – standardization of machine programs, traceability and reproducibility of recipes;
- populate a database for post-analysis and to set benchmark ratios.

Since 2012, several sites have been fitted with the system – Saint-Mihiel (France), Estrées-Mons (France) and Straelen (Germany) – to cover three segments (fresh, canned, frozen). A three-year rollout program has been launched in Europe.

2. CONTINUALLY IMPROVING PERFORMANCE IN THE SHORT TERM

Once meter readings have been taken, the management of natural resources consists of making use of the collected data and correcting any divergence from targets as quickly as possible, drawing up specific action plans and fostering topic-based discussions within the group.

The 2013-2014 fiscal year saw two major achievements: obtaining ISO 50001 certification (level 2) for the Estrées-Mons frozen foods and Renescure sites in France. The international standard ISO 50001 guides businesses through the implementation of an energy management system based on continuous performance improvement. This standard defines a framework of requirements so that companies can:

- develop a more efficient energy usage policy;
- set targets and objectives;
- rely on accurate data to pinpoint energy usage and consumption;
- make the best optimization decisions;
- measure results.

To obtain this certification, sites have adopted the following approach:

- Creating a project group consisting of plant management, Environmental and Energy Managers, Quality, Technical,

Production and Human Resources Departments, and management control, each one contributing their expertise to ensure that the project is a success;

- commissioning a site energy audit from a specialist external organization and identifying high usage through a comprehensive energy review;
- introducing an energy policy for the site with commitments and objectives;
- drawing up a prioritized action plan;
- organizing an annual management review and regular Steering Committee meetings to drive progress;
- raising awareness of all staff through “energy charter” fact sheets summarizing basic energy best practice to be applied on the job.

■ Impact of the ISO 50001 energy management approach on changes in energy performance ratios at the Renescure site (in % relative to 2011-2012)

Renescure site	2011-2012	2012-2013 *	2013-2014 *
Water ratio	1	-13%	-31%
Thermal ratio	1	-9%	-22%
Total electricity ratio	1	-4%	-15%
Cold room electricity ratio	1	30%	-22%

* Initiative launched in 2013.



Environmental commitments

In the same spirit of continuous performance improvement, the Russey-Bémont and Bordères plants have adopted a similar internal approach for managing energy consumption. In Canada, the Tecumseh facility launched a program to monitor and manage its energy consumption (electricity, heating and water). In 2014-2015 this site will act as a pilot for the deployment of the program within the BAM business unit's.

3. ANTICIPATING TECHNOLOGICAL AND ECONOMIC CONSTRAINTS IN THE MEDIUM AND LONG TERM

The development of new, frugal practices and technologies is an essential part of the group's natural resources preservation strategy. Bonduelle has always engaged in ambitious research programs to develop breakthrough technologies aimed at bringing to market innovative products or driving its strategy of protecting natural resources.

For example, the tri-generation system at the Reutlingen plant in Germany was implemented in 2013-2014 after a technical and economic study. It combines an absorption chiller with electricity cogeneration and positive refrigeration. The environmental benefit derives from the configuration of national electricity generation in Germany, with an aging grid and energy mix. *In situ* production improves energy efficiency by 40% to 90% over the process cycle.

In 2009, the "Frugal Factory" research program was launched in partnership with the group's R&D Department, the French Environment and Energy Management Agency (ADEME), investor partners and private and public-sector research bodies. The aim of the "Frugal Factory" program is to look at the energy challenges of the group's product range (canned, frozen, bagged salads and ready-to-use fresh vegetables). The program entered its second phase in 2012, with two key research projects supported by the ADEME Total program on the efficiency of our processing:

- concept of a self-powered machine: the pilot phase in 2013-2014 confirmed that energy consumption was 60% below the standard, with no negative impact on the processed food item;
- concept of a heat engine with a threefold reduction in energy consumption: the modeling phase in 2013-2014 confirmed the industrial feasibility and potential quality associated with the product.

The group's involvement in European projects such as FRISBEE (Food Refrigeration Innovations for Safety, consumers' Benefit, Environmental impact and Energy optimization along the cold chain in Europe) demonstrates its commitment to environmental issues. The FRISBEE program brings together 26 partners from 12 countries (13 companies, six SMEs, five research centers and two NGOs) and ended in August 2014 with a demonstration/presentation day in Paris.

Similarly, in 2013-2014 Bonduelle helped develop the QEEAT (Quality, energy & environmental assessment tool) software for assessing the impact of variations in the cold chain on product quality (changes in texture or vitamin degradation) and on the energy consumption of equipment.

4. GALVANIZING INTERNAL STAKEHOLDERS

Galvanizing all internal stakeholders is a key factor in the success of Bonduelle's strategy for conserving natural resources. This is achieved through networks of internal and external experts in energy, environment, purchasing and packaging. It is supported by the use of Google applications established by the Networking project for the entire group in 2013-2014 (see page 75).

This approach adds value internally and horizontally across the four business units to the initiatives and skills developed by employees group-wide. It is coordinated in different ways:

- structured technical networks (environment, energy, packaging): these working groups bring together Operational Managers from multiple business units or countries and corporate experts at periodic meetings organized by an internal facilitator. The aim of the networks is to foster the exchange of best practice in terms of control, management, technology choices or investments. Its mission is also to raise awareness of global issues in the medium term (regulatory and technological intelligence) and elements of the group's sustainable development policy. In addition to general meetings and whenever the need arises, the networks are divided into sub-working groups during "targeted technical sessions" and tasked with examining outstanding issues and drafting fact sheets or guides to best practice for operational use. Thus, in 2013-2014, fact sheets for the blanching and freezing processes and technical water management were published;
- in 2013, the Fresh Europe Packaging network was set up with representatives of all stakeholders in the agro-industrial process: buyers, packaging developers from different countries, Corporate, Industry and Logistics, and Marketing Managers;
- in North America, a new network was set up in 2013-2014. The first energy and water technical meeting of Bonduelle Americas was held in February 2014. Bringing together all Energy and Environment Managers from the business unit and the 11 agro-industrial facilities in Canada and the United States, this was an opportunity to discuss the characteristics of each entity, to present work strategies at the business unit level and at the group level, and to draw up an action plan;
- communities of specialized employees (Best Environmental & Economic Practices; Energy Efficiency Group; Fresh Pack) use Google applications set up by the Networking project to share operational or forward-looking information quickly;

Offering the best packaging

In Europe, the group's Packaging Managers and Operational Managers work with suppliers, Marketing Departments and sites to identify the most suitable product packaging. Its approach using purchasing pairs, consisting of technical specialists and salespeople, allows the best initiatives to be shared and ensures compliance with the regulatory framework. In order to offer the best packaging, the group relies on its R&D Department to identify and work on breakthrough technologies and initiate optimization projects (e.g. on packaging thickness, cost-effectiveness, etc.). In each business unit and country, a Packaging Department develops projects in the short and medium term and conducts practical tests in association with the R&D Department.

- appraisal visits and grassroots discussions are organized across the entire group scope by the Energy and environment and Packaging Managers or a specialist service provider. The visits are scheduled according to current issues and the requests made by the group's agro-industrial facilities. The aim is to construct and follow up on prioritized action plans, disseminate group recommendations in the field, identify and share best practices and provide support and corporate culture standards for recently integrated sites. Overall, around 30 visits were organized in 2013-2014;
- technical training: organized by the group's internal university – the Institut Pierre et Benoît Bonduelle – in 2013-2014 training courses covered various fields such as optimization of commercial freezing and refrigeration.

D. REDUCING THE USE OF NON-RENEWABLE RESOURCES**ENERGY EFFICIENCY OF AGRO-INDUSTRIAL FACILITIES**

The energy policy implemented for electricity, gas and steam achieved the following results:

Group CSR	Total energy kWh of electricity per TMP	Electricity kWh of electricity per TMP	Thermal (fossil + renewable) kWh GCV per TMP
2013-2014 scope	806	316	489
2012-2013 scope	885	355	530
Change in ratios in 2013-2014 <i>versus</i> 2012-2013	-9%	-11%	-7.7%
Target	-5%	-5%	-5%

5. INVESTING TO IMPROVE RESULTS

In 2013-2014, the amount of investment spent on protecting the environment came to 7.239 million euros, or 13.6% of the group's total investment. Of this, 72% (5.242 million euros) was spent on energy and atmospheric emissions management, 25% on water management (1.816 million euros), and 3% on waste management (0.181 million euros).

Bonduelle is closely involved in the mandatory European energy saving mechanism. For example, the group's agro-industrial facilities have investment programs comprising technological and organizational improvements eligible under certified energy saving schemes.

The value of energy savings certificates (ESCs), obtained or being obtained for work carried out in fiscal 2013-2014 on energy-efficient systems and technology, is equivalent to more than 1,101,000,000 kWh cumac*.

The ESCs break down as follows:

- 45% thermal energy saving (heat exchanger, insulation, boiler);
- 38% management practices (ISO 50001);
- 17% saving on electricity consumption (variable speed control, regulators).

* The kWh cumac is the unit of measurement of French energy savings certificates. It corresponds to the cumulative final energy consumption in kWh discounted over the life of the product (kWh of cumulative discounted final energy) and represents the amount of energy saved by the actions implemented.

Environmental commitments

The optimization of energy consumption at agro-industrial facilities is based on a dual approach: management and guidance through the exchange of best practices, and technical optimization. This approach was formalized in 2013-2014 in different areas:

- cold rooms: in Europe, the overall energy consumption ratio of deep-freezing chambers was reduced by 7.8% compared with the previous year. Over the last five years, the efforts taken have saved 13 GWh of electricity (equivalent to the annual consumption of 1,700 French people) and have avoided 133 tCO₂e being released into the atmosphere;
- lighting: continuation of the replacement program for traditional lighting with low energy systems such as light-emitting diode (LED) in all of the group's plants;
- mushroom production: by improving processes and renovating buildings, the ratio of natural gas consumption has been reduced by more than 36%, which enabled the emission of 400 tCO₂e to be avoided in fiscal year 2013-2014;

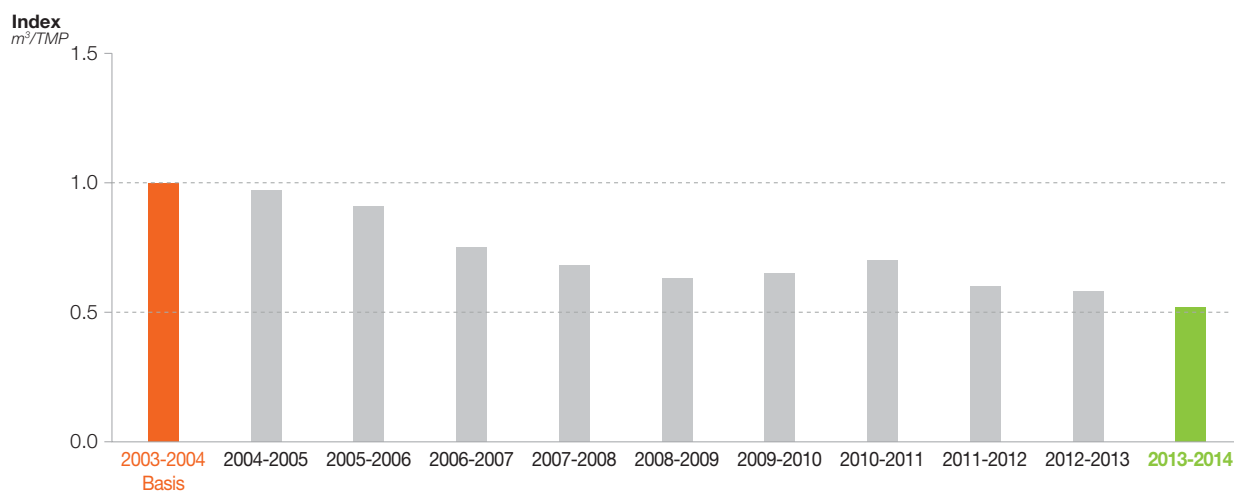
- performance of energy diagnostics by specialized external companies at eight facilities in Europe. Studies have enabled a hierarchical consumption map to be drawn up, specific technical and economic reviews to be carried out on the consumption of certain production lines or equipment, and a list of areas where technological improvements can be made to be drafted.

WATER CONSUMPTION EFFICIENCY

Water consumption in 2013-2014 amounted to 12,032,822 m³, which represented a ratio per tonne of manufactured product of 10.6 m³/TMP and a 10.2% reduction from the level observed in 2012-2013.

Group CSR	Water Ratio m ³ /TMP
2013-2014	10.6
2012-2013	11.8
Change in ratios in 2013-2014 versus 2012-2013	-10.2%
Target	-3%

■ Change in the ratio of water consumption by Bonduelle (m³/TMP) over 10 years (baseline 2003-2004)



Over the past decade, the group's water consumption ratio has been reduced by half.

Over the past three years (2010-2011 baseline), the ratio has improved by 26%. This represents a saving of almost 8.7 million m³ of water, equivalent to the annual consumption of 158,000 French people.

Significant improvements have been made at various facilities, including the Timashevsk plant (Russia) following the removal of

hydraulic conveyor belts (consumption ratio reduced by 30%), and in the Canada-Ontario area through improvement and management plans (consumption ratio reduced by 12%). These actions have resulted in a saving of more than 150,000 m³ of water.

EFFECTIVENESS OF THE PACKAGING POLICY

The prevention of waste generated by packaging products for sale is a regulatory requirement in packaging design. The essential requirements stipulate that packaging *“shall be so manufactured that the packaging volume and weight be limited to the minimum adequate amount to maintain the necessary level of safety, hygiene and acceptance”* (2/Article R. 543-44 of the Environmental Code and European Directive 94/62/EC).

Waste prevention through the reduction at source of the packaging materials used is therefore an integral part of the group's approach to designing, optimizing and upgrading its packaging.

In 2013-2014, Bonduelle launched various initiatives to reduce the use of raw materials needed to make packaging:

- the work carried out at the Saint-Benoist-sur-Vanne site (France) in conjunction with the Purchasing Department and cardboard supplier saved three tonnes of raw materials, or 0.5% of the total cardboard mass;
- optimization through analysis of the value of canned packaging (AVEC), a project that was first launched in 2012, continued in 2013-2014 and will be completed in 2014-2015. This initiative relates to secondary packaging and seeks to optimize shrink-wrapping systems (shrink-wrap film, boxes, machinery) through various improvements: optimizing the thickness of the shrink-wrap film for batches and individual units, reducing the size of boxes (trays and pots), improving the wrapping machines so as to reduce the film thickness more easily and cut energy consumption;
- the scheme to optimize the wall thickness of canned packaging has been running for several years. This aims to reduce at source the quantities of raw materials (iron or aluminum) used, while taking into account the specific constraints of the various processes and industrial plant. In Europe, an optimization program has been developed around a targeted metal saving of around 500 tonnes per year compared with the quantity used in 2013. A multi-year test plan (2013-2016) has been developed to qualify assumptions.

E. INCREASING THE USE OF ALTERNATIVE RESOURCES

In 2013-2014, alternative energy represented 3.7% of Bonduelle's fossil energy mix.

The introduction of alternative process solutions (dry transport, cooling technology) and improved sourcing of energy and packaging materials are two areas of improvement in terms of sustainable development.

The 2013-2014 fiscal year saw the launch of two projects for energy recovery from biogas produced by biological anaerobic wastewater treatment plants:

- since 2013-2014, the Saint-Denis site (Quebec) has been equipped with a biogas-fired steam boiler;

- for the first time in 2013-2014, the Békéscsaba site (Hungary) recovered biogas from its wastewater treatment plant for use in its new boiler.

Other projects are also under way:

- purchase of biomass-based steam for the Estrées-Mons site (France). This project, which is due to become operational in the first quarter of 2015, involves the construction by a partner of a biomass cogeneration boiler with a capacity of 62 MW (thermal) and 13 MW (electrical). “CBEM” (Cogénération Biomasse d'Estrée-Mons) will supply nearly 60% of the steam requirements of the agro-industrial facility while avoiding 15,000 tCO₂e per year. Aside from its environmental credentials, the project is providing a boost to the local biomass industry in Picardie;
- construction by a specialist company of a process for the methanation of agricultural by-products near the Bordères-et-Lamensans plant (France). This project, named EGISOL, is part of a consortium of local agricultural partners created in 2011 with the goal of increasing the production of non-fossil based electricity and meeting the objectives of France's national energy policy, as well as supporting an industry for by-product recovery. The Bordères-and-Lamesans plant will cover 75% of the biomass requirement using by-products from its vegetable processing. The project is due to come onstream during 2016;
- the methane plant at the “Agri-Flandre-Energie” farm near the Renescure site (France) will be operational in late 2014. The plant was designed to process 10,000 tonnes of inputs per year (cow manure, grass cuttings, sprouted seeds, vegetable peelings, vegetable waste from the plant, etc.). The heat generated will be used for heating industrial premises near the WOSTIN agri-food business;
- intelligence and monitoring in relation to packaging materials are carried out by the purchasing and R&D Departments. The Eco-Friendly project identifies market opportunities and assesses their technical and economic potential.

As part of its sustainable development policy, the group has set itself the target of supporting five innovative projects promoting the use of alternative energy in five years (2012-2018). To date, three projects have been completed: biogas recovery at Nagykörs (Hungary) in 2012-2013; biogas recovery at Saint-Denis (Quebec) and Békéscsaba (Hungary) in 2013-2014.

Environmental commitments

F. CONTROLLING AND MINIMIZING DISCHARGES INTO THE NATURAL ENVIRONMENT**MANAGING TREATMENT PLANTS**

The industrial effluent generated by the plants is treated in the following facilities:

- 24 independent ventilated biological treatment plants managed by Bonduelle. 6 sites have a treatment stage using an anaerobic biological reactor (production of biogas);
- 12 sites use urban infrastructures for the full or finishing treatment of their effluent;
- 11 Bonduelle sites have an agricultural wastewater recycling system after physical or biological treatment.

The group's Environment Department rigorously control and monitor the quality of plant effluent before it is discharged into the natural environment. 86% is released into rivers, groundwater or agricultural fertigation depending on local requirements, having been fully treated in biological treatment plants. 14% is treated and recycled agronomically (spreading).

In 2013-2014, industrial effluent contained an organic load of approximately 44,392 tonnes of chemical oxygen demand (COD). 96% of this load was treated through operating processes controlled directly by Bonduelle (treatment plants and agricultural spreading). Bonduelle uses external resources for 2% of the load to be processed. At group level, discharge into the natural environment represents 1,092 tonnes of COD, or 2% of the initial load.

Wastewater treatment generated around 2,180 tonnes of biological sludge dry matter (DM) in 2013-2014. Sludge is recycled in controlled agricultural processes, mainly through agricultural spreading.

Bonduelle's agro-industrial facilities experience significant changes in activity over time. The composition of the effluent produced during the manufacturing process changes as a result. Treatment plants, constructed based on an initial situation, may therefore have insufficient capacity or aging equipment that affects their performance. Bonduelle, which manages the vast majority of its waste treatment processes, is committed to having the right equipment to fulfill its obligations and invests to maintain maximum waste treatment efficiency.

In addition to technical investments, the group also arranges special training. For example, a refresher course on the principles of nitrogen and phosphorus treatment was held in March 2014, fostering the exchange of best practice in view of the seasonal nature of the group's activities. This initiative, intended for field operators, was launched under the aegis of the group's Environment network and was led by an external facilitator.

CONTROLLING THE USE OF CHEMICALS IN WATER TREATMENT

Control of the physical, chemical and bacteriological characteristics of the water used in the process is subject to close scrutiny. Together with equipment cleaning operations, the associated treatments are the only activities involving chemical product consumption at the sites.

Introduced in 2011, the rationalization process continued in 2013-2014 with the transfer of a comprehensive benchmark procedure from service providers within the Environment network. The best practices adopted in Europe were put forward. This approach was extended to the Bonduelle Americas business unit.

TACKLING WASTE OF AGRICULTURAL RESOURCES BY REDUCING LOSSES IN PRODUCTION FACILITIES AND RECOVERING PLANT BY-PRODUCTS

Bonduelle's activities generated 487,318 gross tonnes of green waste (GW) or mushroom by-products in 2013-2014, equivalent to a ratio of 428 kg of GW per TMP, a fall of 21.5% compared with 2012-2013. In addition to the variability in the vegetable mix used, this fall reflects the efforts made by the group's plants to reduce losses from agricultural raw materials and to improve the efficiency of their processes.

During this fiscal year, 97% of this tonnage was reused for animal feed, methanation or standardized composting products (NF 44-051). Other agricultural uses accounted for the remaining 3%.

RECYCLING INDUSTRIAL WASTE

In 2013-2014, the group produced 45,001 tonnes of ordinary industrial waste, equivalent to a ratio of 39.6 kg per TMP, a fall of 4.6% compared with 2012-2013.

Recycling industrial waste is another priority for the group, which has targeted an 80% recycling rate in 2015. The initiatives taken relate to employee awareness, improved sorting, actively seeking local channels for material or energy recovery, and the supplier purchasing policy. In 2013-2014, the Quebec-Canada region (Saint-Césaire, Bedford and Saint-Denis sites) introduced materials recovery processes for the treatment of their non-compliant products.

Thanks to the efforts of all plants, the group's overall performance in terms of energy recovery or recycling improved in 2013-2014, with a rate of 78% compared with 76% in 2012-2013. Six years ago, in 2008-2009, this was 71%.

In 2013-2014, the group generated 182 tonnes of special industrial waste (SIW) (i.e. 0.216 kg/TMP), which was disposed of through a specialized waste management provider. Annual variations in the tonnage disposed of through specialized companies are due to variations in the timing of individual disposal operations and investment programs.

RECYCLING PACKAGING

Publishing waste sorting guidelines is another way for the Bonduelle Group to affirm its commitment to sustainable development. New product packaging now includes information on the sorting and recycling systems of the country of sale, with – in France – the label *Info-tri – Point vert*, accompanied by custom instructions.

Renescure joins the circular economy

According to the French Environment and Energy Management Agency (ADEME), the circular economy is designed to increase the efficient use of resources and to reduce the impact on the environment at all stages of the product life cycle. Supported by the regional association Ecopal, the Renescure site (France) has launched a circular economy project. Several initiatives have been planned for 2014: intra-company initiatives to raise awareness of waste sorting among site employees – 120 of whom attended the first session – and inter-company initiatives to produce an inventory of material flows to identify all inflows and outflows in terms of water, energy and raw materials. The end goal is to identify industrial synergies with other local actors.

G. INTEGRATING ACTIVITIES INTO THE ENVIRONMENT

INTEGRATING INTO THE LOCAL ENVIRONMENT

Sensitivity to odors, road transport and noise is one of the key issues facing Bonduelle's efforts to integrate its agro-industrial facilities into their environment. The group addresses this issue in three ways, with each plant director managing his or her own action plan to suit local needs as closely as possible:

- investing in technical solutions: improving equipment, optimizing management, implementing additional treatments, applying specific solutions;
- opening up to residents: organizing public debates, creating odor monitoring panels composed of independent volunteer residents, organizing public open days, impact studies and surveys to assess complaints objectively;
- raising awareness among all employees and funding local initiatives through the VegeGo! project described in the Section on "Community commitments and participation in local life" (Section 2.4.3 Societal commitments, Part B. Local communities).

Dialogue with local communities is generally constructive, as reflected in the low number of disputes. It should be noted, however, that in France, legal proceedings for noise and odor pollution were brought against the SOLEAL plant in Bordères-et-Lamensans in February 2014

by the local residents' association of SOLEAL Bordères and the Landes branch of the regional federation of nature conservation associations for the Aquitaine region (SEPANSO). After the hearing on May 15, 2014 before the district court (*Tribunal de Grande Instance*) in Mont-de-Marsan, the presiding judge appointed a legal expert to conduct a joint technical assessment. The management of the Bordères plant is continuing the improvements begun several years ago, acting transparently with State departments, and is providing the necessary means to allow a proper assessment to be carried out.

PROTECTING BIODIVERSITY

In 2012-2013, Bonduelle launched an initiative to identify all of its local issues relating to sustainable development. Its implementation at group level will allow it to review the current situation and draw up suitable action plans to respect biodiversity in the areas where Bonduelle operates. This Tool box is presented in Section 2.2.5 – B of this report.

The following sites, all of which belong to Bonduelle, are located in areas deemed to be biodiversity hotspots:

- Mediterranean basin: Santarém (Portugal), Torre-Pacheco (Spain);
- Caucasus: Timashevsk (Russia), Novotitarovskaya (Russia);
- Cerrado: Cristalina (Brazil).

To qualify as a hotspot (*source*: conservation.org), a region must meet two strict criteria:

- it must contain at least 1,500 species of vascular plants (with vessels through which the water drawn up by their roots is circulated) and endemics (plants that only exist spontaneously in that area), *i.e.* more than 0.5% of the world's total;
- it has to have lost at least 70% of its original habitat.

COMBATING CLIMATE CHANGE

In 2011-2012, Bonduelle began the voluntary measurement of its carbon and water footprint. Data collection is based on life cycle analysis (LCA), as described by ISO 14040. Net greenhouse gas emissions for 2011-2012 were estimated at approximately 1,800,000 tCO₂e, equivalent to the average annual emissions of about 235,000 Europeans (ADEME – 8.8 tCO₂e/Western European/year).

The stages in the life cycle analysis are as follows:

- cultivated and purchased food raw materials: emissions for production, growing and supplying production facilities: 42%;
- non-food materials, such as packaging: emissions for production, supply, end-of-life and emissions avoided through recycling: 34%;
- industrial processing: direct and indirect energy emissions relating to scope 1 and 2 GHG Protocol emissions, and emissions from the treatment of ordinary industrial waste: 10%;

Environmental commitments

- transport of intermediate and finished products: emissions generated by inter-site flows and customer deliveries to the distributor's warehouse: 13%;
- transport of employees and work-related travel: 1%.

Direct and indirect water consumption calculated in 2011-2012 for the manufacture of input materials is estimated at 87,500,000 m3 per year, broken down as follows:

- agricultural production (for food crops): 62%;
- manufacture of non-food materials, such as packaging: 23%;
- industrial processing: 15%.

These results were shared with contributors, section Managers and employees.

The group's industrial greenhouse gas (GHG) emissions (from the purchase of fossil fuels and steam, refrigerant leaks and electricity consumption) totaled 187,914 tCO₂e in 2013-2014, of which 0.25% related to ozone-depleting refrigerants. 42% relate to indirect emissions from electricity and the purchase of steam, while 58% relate to direct emissions from fossil fuels.

Directive 2003/87/EC establishing a scheme for greenhouse gas emission allowance trading within the European Community applies to the Bonduelle Group for its European sites equipped with a boiler with a capacity of more than 20 MW. Since January 1, 2013, the new emissions trading scheme (ETS) covers the period 2013-2020 and concerns three of Bonduelle's sites: Estrées-Mons, Vaulx-Vraucourt and Renescure (France). For 2013, the allocation of free quotas equates to 32,371 tCO₂e. Certified and transferred emissions totaled 43,269 tCO₂e. Through energy savings made at its sites since 2008, Bonduelle has surplus allowances available in its account; as such it did not have to make purchases in the carbon allowance market in 2013.

CONTINUING ENERGY SUBSTITUTION

In 2013-2014, the share of thermal energy supplied by liquid fossil fuels (very low sulfur heavy fuel oil and domestic fuel oil) accounted for only 1.8% of the group's thermal energy mix. In 2013-2014, the group ceased using heavy fuel oil as a fuel: five years ago, in 2008-2009, this represented almost 9% of the thermal energy consumption and an extra 1,600 tCO₂e in emissions compared with 100% use of natural gas.

The share of renewable energy in the thermal energy mix is comprised of two sources: biomass and biogas. It represents 3.7% of the group's thermal energy mix.

Since 2006, Bonduelle has responded to the international questionnaire issued by the *Carbon Disclosure Project* (CDP), specifying the main principles by which it seeks to combat climate change:

- diversifying its agricultural sourcing regions and its production locations;
- implementing an industrial process that reduces its consumption of fossil fuels;
- offering the consumer product ranges that produce lower greenhouse gas emissions;
- developing expertise in quantifying the greenhouse gas emissions generated by its processes and products;
- working in partnership with external process operators.

**ENSURING ENVIRONMENTALLY RESPONSIBLE
CONDUCT TOWARDS CONSUMERS****Eco-responsibility charter**

The eco-responsibility initiative launched in 2011-2012 has been integrated into the VegeGo! program in 2013. This project was designed with all Company stakeholders. It culminated in the production of a guide and a prototype scoring tool which factor in the environmental and social criteria throughout the entire product life cycle (agricultural production, recipes and processes, logistics and procurement, packaging) and which will cover the entire new product development process. Part of this approach is designing a tool for calculating the carbon footprint of each product. After defining the requirement and method in 2013-2014, the project will get under way in 2014-2015 with an active awareness-raising phase for the teams involved on the issues of sustainable development and environmental responsibility and a pilot phase to validate the proposed method.

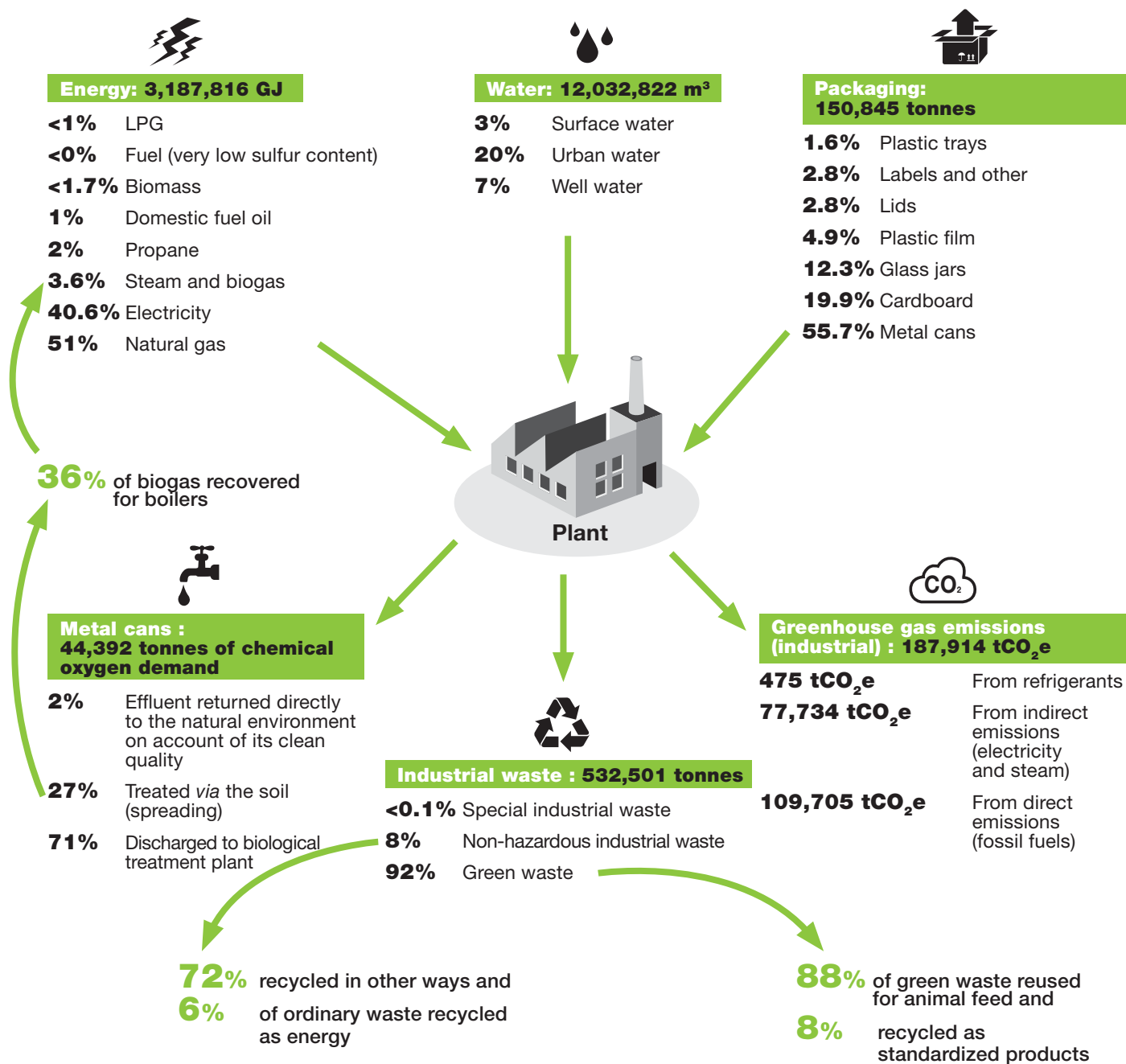
Ban on the use of bisphenol A

Since 2009, Bonduelle has been working alongside all industry stakeholders on a solution that avoids using bisphenol A (BPA) on the inside of its packaging. Widely used since the 1960s, BPA is the main component of polycarbonate plastics. The varnish that coats the inside of cans contains very small amounts in order to give them the necessary flexibility to preserve products and ensure food safety and taste. On December 13, 2012, France unilaterally banned the use of BPA in food containers, with effect from 2013 for the packaging of products intended for infants; it will apply to all packaging from January 1, 2015. Naturally the Bonduelle Group complies with the regulations in force in the countries where it operates and strives to

meet the demands of its customers. Thus, despite the enormous complexity of this technology transfer (large number of products, different acidity levels, seasonal nature of production, etc.), an alternative solution is now in place. From the 2014 season, French plants have packaged all of their products in BPA NI packaging (BPA Non-Intent or BPA-free packaging). European plants use BPA NI packaging for products destined for the French market, as well as for the majority of those destined for European markets. Outside Europe, the use of BPA is still permitted. Bonduelle keeps abreast of developments and the results of ongoing studies as well as the positions expressed by the various food safety agencies in countries where the group operates.

CONSUMPTION, EMISSIONS AND RECYCLING IN BONDUELLE'S PLANTS

The following diagram shows consumption of natural resources and emissions into the natural environment generated by all of the Bonduelle Group's industrial facilities. The main emissions recoveries are also shown. For more details, see page 65.



H. RESULTS AND KEY FIGURES

The indicators below were prepared in accordance with our reporting framework, whose main components are summarized in the methodology note in Section 2.6 of this report.

Indicator	2012-2013	2013-2014
TMP	1,055,837 TMP	1,137,305 TMP (tonnes of manufactured product)
Water consumption	12,434,274 m ³ 11.8 m ³	12,032,822 m ³ consumed Equivalent to 10.6 m ³ per tonne of manufactured product
Water sourcing	9,281,434 m ³ 2,802,329 m ³ 350,510 m ³	9,275,455 m ³ of drilling water 2,391,002 m ³ of urban water 366,365 m ³ of surface water
Energy consumption	3,247,707 GJ (gigajoules) 1,350,776 GJ 1,663,950 GJ 2,082 GJ 48,744 GJ 6,275 GJ 39,749 GJ 29,943 GJ 95,213 GJ 10,975 GJ	3,187,816 GJ of total consumption of which electricity: 1,294,188 GJ of which natural gas: 1,626,199 GJ of which fuel oil (very low sulfur content): 0 GJ of which propane: 60,863 GJ of which LPG: 3,351 GJ of which domestic fuel oil: 34,036 GJ of which biomass: 54,953 GJ of which purchase of steam: 98,447 GJ of which biogas: 15,779 GJ
	Electricity consumption by country:	
	50%	51% France
	24%	22% Canada
	13%	13% United States
	4%	4% Portugal
	3%	4% Poland
	2%	3% Hungary
	2%	2% Germany
	1%	2% Russia
	0.5%	0.6% Brazil
Production of ordinary waste	43,802 tonnes 41.5 kg	45,001 tonnes <i>i.e.</i> 39.6 kg/TMP
	Treatment:	
	24%	Industrial landfill: 22%
	4%	Energy recovery: 6%
	72%	Recycling: 72%
Production of special waste	262 tonnes 0.25 kg	182 tonnes <i>i.e.</i> 0.16 kg/TMP

Environmental commitments

Indicator	2012-2013	2013-2014
Production of green waste	576,361 tonnes 546 kg	487,318 tonnes <i>i.e.</i> 428 kg/TMP
	Use:	
	3%	Agricultural spreading: 2.7%
	77%	Animal feed: 88%
	1%	Energy recovery: 0.7%
	19%	Marketable product: 8%
	1%	Other (compost): 0.6%
Pollution discharge	Breakdown of treatment in m3:	
	85%	86% m ³ discharged to treatment plant
	10%	11% m ³ discharged for spreading after pretreatment
	2%	3% m ³ discharged directly for spreading on crops
	3%	0% m ³ discharged as clean effluent
	Discharge of pollutants and proportion treated:	
	24,591 tonnes of BOD	44,392 tonnes of COD* produced at production facilities
	84%	69% of COD treated at Bonduelle treatment plants
	13%	27% of COD treated by the soil and plant cover (controlled agricultural spreading)
	2%	2% of COD treated at external treatment plants
	0.6%	2% of COD discharged into the natural environment in compliance with regulations
Biosolids	1,936 tonnes 1,591,006 Nm ³	Production of 2,180 tonnes of dry biological sludge Production of 1,576,263 Nm ³ of biogas
Packaging	146,140 tonnes	150,845 tonnes
	Breakdown by type of material:	
	57.6%	Metal cans: 55.7%
	20.3%	Cardboard: 19.9%
	9.8%	Glass jars: 12.3%
	5.1%	Plastic film: 4.9%
	3.6%	Lids: 2.8%
	1.6%	Plastic trays: 1.6%
	2.1%	Labels and other: 2.8%

* Change in the unit of measurement from biological oxygen demand (BOD) in 2012-2013 to chemical oxygen demand (COD) in 2013-2014.

Indicator	2012-2013	2013-2014
Expenditure for minimizing the impact of activities on the environment	€3,777,825	Wastewater and sludge treatment: €1,816,014
	€241,403	Industrial and green waste: €181,172
	€3,253,175	Air and energy: €5,242,105
Greenhouse gas emissions (expressed in tonnes of carbon dioxide equivalent – tCO₂e)	68,383 tCO ₂ e	77,734 tCO ₂ e from indirect emissions (purchase of electricity and steam)
	121,205 tCO ₂ e	110,180 tCO ₂ e from direct emissions (purchase of fossil energy, refrigerant fluid leaks)
Emissions of ozone depleting gas	2,446 tCO ₂ e	475 tCO ₂ e for R22, R134A, R404A and R422A

2.3.3 Transport

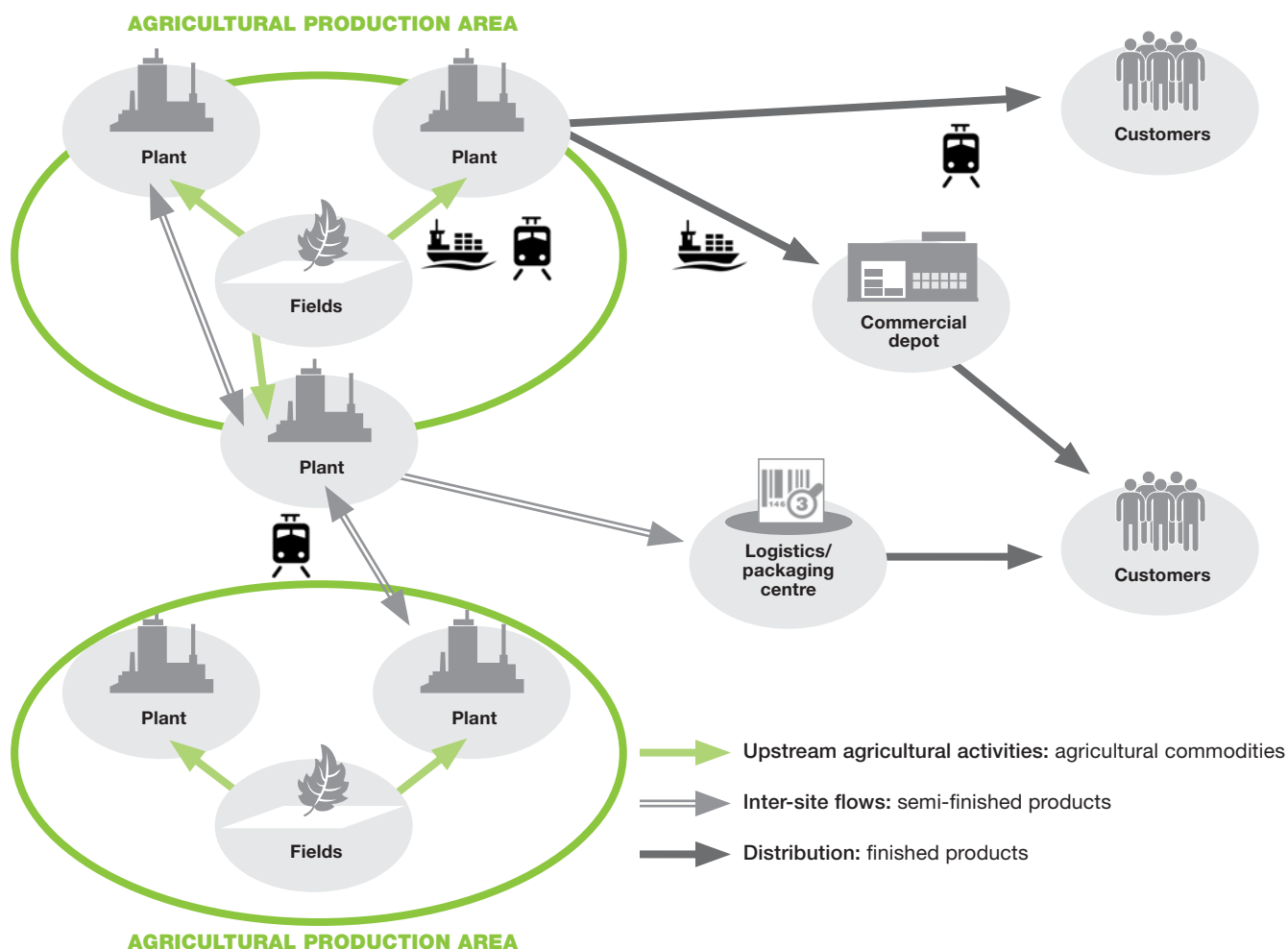
Transporting vegetables to production facilities and finished products to distribution points is central to Bonduelle's product distribution activities. The group is implementing a wide range of projects to optimize flows and reduce the environmental impacts of transport and minimize greenhouse gas emissions.

A. REMINDER OF OBJECTIVES

Environmental impact	Objectives 2013-2014	Highlights 2013-2014
<ul style="list-style-type: none"> Understand and control the impact on climate change 	<ul style="list-style-type: none"> Reduce CO₂ emissions by 5,000 tonnes Extend CO₂ emissions metrics to include all business units Identify and share pilot actions Optimize logistics and increase the use of alternatives to road transport 	<ul style="list-style-type: none"> Working together in France with the ADEME (the French Environment and Energy Management Agency) on developing a method of metering CO₂ emissions from road transport approved by the Agency Bonduelle's participation in the shipper's voluntary commitment (Engagement volontaire chargeur) scheme launched by the ADEME and AUTF (French association of freight transport users) Development of combined rail-road transport 4,600 tonnes of CO₂ saved in 2013-2014 through combined rail-road and maritime transport

B. RESOURCES IMPLEMENTED**PRODUCT TRANSPORT FLOWS AND ALTERNATIVES TO ROAD HAULAGE**

Bonduelle is developing alternatives to road haulage for part of its transport flows from harvesting to finished products.



Since transport is a particular focus for Bonduelle, it has formed a Transport and Sustainable Development Committee to monitor strategy in this area. The Committee members include representatives from the logistics divisions of agro-industrial facilities, members of the Supply Chain Departments of the Business Units and Purchasing Departments, as well as Sustainable Development Officers.

The Committee is responsible for legislative intelligence in the sector, monitoring legislative developments in the sector and researching long-term solutions to minimize the environmental impact of transport flows.

It has always been Bonduelle's policy to locate production facilities close to agricultural production areas to optimize product quality, allowing crops to be harvested at maturity and reducing the time between harvest and processing. This reduces transport requirements and boosts the local economy. Bonduelle is also committed to the creation of large-scale storage infrastructures. Logistics sites are thus organized by geographical area and are responsible for selecting carriers for distribution to customers according to the most appropriate transport options.

Working in partnership with the ADEME and AUTF

The French Environment and Energy Management Agency (ADEME), part of the French Ministry of the Environment, devised a method for calculating CO₂ emissions from transport in 2005. Bonduelle adopted this metering method in 2008. Following the enactment of Decree 2011-1336 on October 24, 2011 establishing the calculation principles common to all modes of transport and the publication of the new European standard for the calculation and declaration of energy and greenhouse gas emissions from transport services (NF EN 16 258), Bonduelle has undertaken

to comply with these new provisions. The group had several meetings in 2013-2014 with the ADEME, which was involved in developing the standard. Aside from calculating greenhouse gas (GHG) emissions, Bonduelle has signed up to the shipper's voluntary commitment (*Engagement volontaire chargeur*) scheme launched by the ADEME and AUTF (French association of freight transport users). The aim is to provide guidance on how shippers can reduce their GHG emissions, mainly by optimizing flows, palletization or using new modes of transport.

2

Initially set up for product flows between French plants and logistics centers for canned goods, the emissions measurement program was subsequently extended to all countries in Europe to which finished products are delivered. The group is constantly on the lookout for alternative solutions to road transport in each of its regions.

This measurement program is ongoing under the group's new organizational structure, which is now comprised of four business units for separate geographical areas. In 2013-2014, the scope covers almost all BELL, BDV and FRESH business units. In order to stimulate the process, the CO₂ performance of the BELL business unit is regularly reported on the group's collaborative platform. In addition to measuring the progress made, the purpose of this savings metric is to allow the results obtained to be shared with other business units and encourage them to develop their own specific, measurable actions that can be integrated into the overall program.

On May 3, 2014, Bonduelle received a carbon emissions reduction certificate at the International Logistics Exhibition held in Barcelona (Spain). This award was given in recognition of the scheme set up by the FRESH business unit to introduce combined road/rail transport between Murcia (Spain) and Saint-Mihiel (France). On average this project saves one tonne of CO₂ per journey, or 29 tonnes of CO₂ in the first year of the scheme. The certificate was presented by rail operator VIIA to Bonduelle, as a user, as well as to the carrier Campillo.

From Zeebrugge to Bilbao via the sea highway. Since April 2013, Bonduelle has been using this innovative solution for one load per week. A tractor and trailer depart from the group's heritage Renescure site. The trailer is loaded onto a ship. After a three-day journey, the cargo arrives in Bilbao, where the trailer is hooked up to a Spanish tractor and towed to the Bonduelle distribution center in Sesena, near Madrid, which serves the whole of Spain.

In addition to combined rail-road transport, Bonduelle has teamed up with two of its long-standing service providers to deploy 44-ton loads for all inter-site road transport flows in France. This new system follows the official authorization given in France in 2011 permitting this type of trailer to be transported, with the goal of drastically reducing the number of trucks on the road.

In accordance with Bonduelle's sustainable development policy, each of the group's four business units has undertaken various actions to reduce CO₂ emissions from transport:

- **Europe – Mediterranean basin:**

- Introduction four years ago of alternatives to road transport by the FRESH business unit. 4% of flows are by sea freight (Valencia-Naples, Agadir-Port-Vendres, Agadir-Dunkerque and Tunis-Marseille) and 3% by train: Rennes-Macon, Straelen (Germany)-Northern Italy, the Netherlands-Italy. The FRESH business unit has also set up a working group with McDonald's France and its logistics partner Martin Brower to optimize flows and reduce its CO₂ footprint. Also in Europe, the BELL business unit has stepped up its use of road-rail transport in Hungary and maritime transport between Northern France and Spain;

- **Eastern Europe:**

- the production of 6,000 tonnes of corn and 2,000 tons of peas was transferred from the Nagykörös plant (Hungary) to Timashevsk (Russia). This reorganization reduces transport between Hungary and Russia, ultimately reducing traffic by 300 trucks per year, or 223 tonnes of avoided CO₂,
- the introduction of a scheme to optimize deliveries to customers in Southern and Eastern Russia with a direct Nagykörös-Novotitarovskaya link is generating an annual saving of 79 tonnes of CO₂ emissions,
- Hungary is Russia's leading "external" supplier, with approximately 20% of the tonnage sold. Given the distance between the Nagykörös plant in Hungary and Moscow (1,800 km), Bonduelle prefers road-rail (300 km by road, 1,500 km by rail) to transport its goods. This solution is helping to save 2,097 kg of CO₂ per tonne delivered compared with road transport alone.

Environmental commitments

A new manufacturing unit for the wall-to-wall production of cans at the Novotitarovskaya plant (Russia), in partnership with a group supplier – Crown Cork – represents a saving of 1,500 trucks per year, or the equivalent of 140 tonnes of CO₂ emitted when the site used to be supplied with packaging containers. A similar initiative was launched at the Békéscsaba site (Hungary), where Bonduelle manufactures its own cans.

Road-rail transport is also used for transporting frozen produce destined for the Italian food service market. The produce is loaded onto trains at Valenton station (France) bound for Novara (Italy) and then transported by road to the Bonduelle depot in Calcinat, near the San Paolo d'Argon agro-industrial facility. In total 2,845 tonnes of goods were transported this way during fiscal 2013-2014.

C. RESULTS AND KEY FIGURES (EXCL. CANADA AND THE UNITED STATES)

Indicator	2012-2013	2013-2014
CO₂ emissions (tonnes)	15,657 tonnes of CO ₂	Upstream agricultural transport, 15,698 tonnes of CO ₂
	16,716 tonnes of CO ₂	Inter-site, 14,645 tonnes of CO ₂
	72,941 tonnes of CO ₂	Distribution, 76,568 tonnes of CO ₂
	105,314 tonnes of CO ₂	<i>i.e.</i> 106,911 tonnes of CO ₂ (excl. Canada and the United States)
Ratio of kg of CO₂/tonnes	18 kg CO ₂	Upstream agricultural transport, 19 kg CO ₂ emitted/ tonne transported
	20 kg CO ₂	Inter-site, 19 kg CO ₂ emitted/tonne transported
	75 kg CO ₂	Distribution, 74 kg CO ₂ emitted/tonne transported

Although the geographic scope of transportation remains unchanged, analysis of the results against the previous year is made difficult by the change in the method used to calculate CO₂ emissions.

2.4 Commitments to social responsibility and civil society

Bonduelle's aim is to be seen as a benchmark, not only for our performance, but also for our responsible approach to our employees, partners, customers and our societal environment. We view our commitments to social responsibility and civil society as essential to the group's vision and its growth in the long term.

BONDUELLE'S IMPACT ON SOCIETY

Bonduelle's activities have social and community impacts on its stakeholders.

RESPECT FOR STANDARDS OF BEHAVIOR: ETHICS

Workers / Economic partners / Local communities / Company / Consumers

- Ensure fair marketing and communication
- Comply with the International Labour Organization's conventions
- Commit to the principles of the Global Compact

SAFETY AND WELL-BEING

Workers / Economic partners / Local communities / Company / Consumers

- Control food safety throughout the product life cycle
- Commit to quality from end to end of the value chain
- Promote good nutritional practices
- Offer new recipes to encourage diversity
- Ensure workers' safety and protection against illness
- Promote diversity in the workplace

WEALTH CREATION

Workers / Economic partners / Local communities / Company / Consumers

- Develop local employment
- Develop economic relations with local suppliers
- Strive to ensure economic sustainability for partners
- Ensure customer satisfaction
- Make products accessible

DEVELOP SKILLS AND KNOWLEDGE

Workers / Economic partners / Local communities / Company / Consumers

- Develop employees' skills
- Disseminate best practices along the value chain
- Inform consumers and raise awareness
- Establish research programs

2.4.1 Social commitments

VegeGo!, the group's vision to 2025, was effectively deployed in 2013-2014. The objective in terms of human resources is to support the future growth of the business by focusing on three complementary priorities: our international growth model, the creation of economic value, and the development of human capital. ManageGo!, the group's skills development tool, is directly derived from VegeGo! and was rolled out in 2013-2014 to more than 400 Managers. These developments are consistent with our original corporate values: people-minded approach, integrity, confidence, excellence, fairness, open-mindedness and simplicity.

A. REMINDER OF OBJECTIVES

Social impacts	Objectives 2013-2014	Highlights 2013-2014
<ul style="list-style-type: none"> • Safety of people • Develop potential • Diversity 	<ul style="list-style-type: none"> • Ensure safety at work, with a target of zero work-related accident by 2025 • Promote our employees' personal development and training, conduct career development interviews with all personnel • Pursue initiatives aimed at ensuring equality, diversity and the inclusion of people with disabilities • Roll out new performance review tools as part of the ManageGo! HR project • Distribute the Ethics Charter to all employees 	<ul style="list-style-type: none"> • Reduction in the work-related accident frequency rate to 9.22 in 2013-2014, compared with 11.75 in 2012-2013 • Continued deployment of the STOP™ safety procedure • The <i>Trophée des Chênes en Or</i> award for family-owned businesses • Adoption of the Ethics Charter and first meeting of the Ethics Committee • Dissemination and training on ManageGo!, the group's new management model

B. RESOURCES IMPLEMENTED

Social dialog, working conditions, training, diversity, and health and safety are all central concerns of the Bonduelle Group's human resources policy, which is founded on seven corporate values. The policy revolves around three core priorities:

- **the international growth model**, integrating skills development, increasing the internationalization of management and anticipating needs;
- **the creation of economic value**, through hiring high-potential employees, knowledge and skills transfer, and the management of value-creation with quantified targets;
- **the development of human capital**, including talent development, cohesion and a shared corporate culture, and embracing Bonduelle's corporate goals.

Bonduelle employs 9,569 people (full-time equivalent), 6,983 of them in permanent positions. 30% of our workforce is outside Europe, 22% in Europe (excl. France) and 48% in France.

ORGANIZATION

To implement its human resources policy successfully, Bonduelle has a group Human Resources director. The HR director participates in

and contributes to all of the group's strategic decisions. He has a team of four people, with responsibility for:

- defining group-wide policies and processes for Personnel development;
- developing and steering programs to enhance key competencies and management;
- designing and implementing international communication initiatives, in line with the challenges facing the group and designed to promote sharing and networking;
- steering the Bonduelle Group's compensation and benefits policy, and supporting the business units.

The HR teams from the business units (BAM, BDV, BELL and FRESH) and the group meet at a twice-yearly international seminar. Bonduelle's global human resources strategy is presented at each seminar and the action priorities are identified for and within the scope of each business unit. Monthly coordination meetings between the HR directors of the business units and the group discuss vacant positions and available resources. The policy is then approved by the Executive Committee and applied in each business unit, where the human resources contact leads a network of dedicated human resources correspondents.

SAFETY AND WORKING CONDITIONS

Each and every person working for or with Bonduelle has the right to a healthy and safe working environment, ensuring their physical and mental well-being and preventing occupational disease. Bonduelle is committed to maintaining excellent working conditions by developing prevention policies to ensure the highest standards of health and the best working conditions.

Safety is a mandatory point on the agenda for Executive Committee meetings, weekly plant Management Committee meetings, monthly meetings between the Industrial directors of each subsidiary and Plant directors, and quarterly meetings between subsidiaries' general management and Country Managers. To intensify employees' commitment to safety, the group's policy is designed to encourage Managers to include safety performance in the criteria determining variable compensation bonuses for operating personnel. In addition, a safety network was created in May 2012 with site representatives. The network's purpose is to discuss best practices and priorities for action programs and investment. The work also includes a monthly reporting.

Creating a safety network has enabled the group to achieve significant progress. The accident frequency rate fell from 24.4 in 2010-2011 to 18.76 in 2011-2012, 11.75 in 2012-2013 and 9.22 in 2013-2014. These results reflect the close care and attention by Bonduelle to safety issues at all sites around the world, such as in Strathroy (Canada), which has recorded zero accident for the past six years. They also serve as a reminder that safety is everyone's responsibility and day-to-day concern, and that constant vigilance is essential to avoid accidents, such as the one that cost the life of a group employee at the Bordères site (France) in August 2013.

In addition to the measures undertaken in the business units, BELL and FRESH have rolled out the STOP™ (Safety Training Observation Program) program developed by DuPont de Nemours. Deploying STOP is one of the 22 VegeGo! initiatives targeting zero accident with lost time by 2025. The program draws on the experience of DuPont de Nemours, which implemented solutions to achieve an accident-free workplace. Employees of Bonduelle Fresh Europe have been trained to manage and deploy the method at their sites. BELL has begun rolling out STOP at its Renescure, Estrées-Mons (frozen products division), Bordères and Labenne facilities. The feedback from these plants will then guide implementation at the business unit's other French and European sites.

The STOP™ method (Safety Training Observation Program), developed by DuPont de Nemours, is based on a preventive behavior observation approach. It enables employees to integrate the safest working practices into their work culture, to optimize safety performance and reduce or eliminate injury and occupational illness. Participants are trained in methods to provide them with the skills, tools and motivation to work more safely. They then return to their workplace and pass on these skills to their co-workers to ensure that safety is the responsibility of everybody, every day.

The various initiatives deployed in 2013-2014 have considerably improved results in terms of safety.

- North America:

Introduction of a reward program for sites with zero accident during each fiscal year. The amount – between 5,000 and 10,000 dollars per year without accident – is invested in facilities that help improve the quality of life at the sites or employees' work environment.

- Brazil:

No work-related accident with lost time was recorded during fiscal year 2013-2014.

- Europe:

Launch of the STOP™ method by the business units FRESH and BELL. This business unit has managed to halve the number of work-related accidents with lost time over the past two years.

- Russia:

Thanks to the initiatives put in place, only two work-related accidents with lost time were reported in the country in 2013-2014.

SALARY AND OVERTIME

Bonduelle's wage policy in all its four business units is based on offering wages in line with those in the industry, above and beyond the minimum levels in force in each activity sector.

SOCIAL DIALOG

Bonduelle promotes an open culture and dialog with people inside the Company, in accordance with its Ethics Charter, communicated to directors and officers in 2012-2013 and rolled out in all group countries in 2013-2014. The group respects the right of its employees to form or join the representative organization of their choice, including trade unions and workers' organizations, and to be able to participate in collective bargaining negotiations. Bonduelle respects the role and responsibilities of the social partners and is committed to negotiating issues of collective interest with them. The group had no labor disputes during the 2013-2014 fiscal year. During this period, it signed a total of 45 collective agreements with employee representative bodies in the countries in which it is present.

Commitments to social responsibility and civil society

The European Works Council (EWC) meets at least once a year for a presentation on the group's strategic direction and a report on the fiscal year just ended in Europe. The French group Works Council is the representative body for Bonduelle's four product segments in France (canned, frozen and fresh products and prepared foods).

The group Works Council provides French employee representative bodies (48% of the workforce) with additional information, above and beyond its legal obligations, on Bonduelle's activities in Europe and outside of Europe.

The strength of social dialog within the Bonduelle Group was illustrated in 2013-2014 when various agreements and addenda were signed in France, in addition to the mandatory annual negotiations on pay and working conditions:

- agreement on significant risks cover, signed in August 2013. This is a collective agreement implementing changes in supplementary disability and death cover. The agreement standardizes how benefits are handled within the Company;
- agreement on intergenerational workforce planning, which meets the obligations of France's "generation contract" (an initiative to encourage job creation for young people while increasing the employment rate of older workers), the agreement on strategic workforce planning, and the agreement on older workers (to develop late-stage careers). It also makes reference to agreements on physical strain and the promotion of professional equality;
- addendum to the agreement on mutual health insurance;
- addendum to the profit-sharing agreement.

LOCAL EMPLOYMENT

These agreements signed by Bonduelle continue its long tradition of initiatives in this area, including specific actions aimed at seasonal workers. The very nature of its business and the rhythm dictated by the harvests mean that the Bonduelle Group employs a large number of seasonal workers. Seasonal employment accounts for 18% of all Bonduelle Group's contracts (full-time equivalent). We develop loyalty through an attractive remuneration policy and employment contracts by type of harvest, affording them work that is compatible with other seasonal employment. At some sites, Bonduelle works with employer groupings to pool skills, provide regular seasonal work and offer specific training, such as a fork-lift truck operator qualification. Another aspect of this policy, in the United States and Canada, is the provision of good quality accommodation for seasonal workers. The group also offers specific video-based training courses for seasonal workers with little or no English. In Italy, for example, dedicated programs are run for seasonal workers with limited knowledge of the local language, and in Hungary, Bonduelle runs a bus service for workers so that they save on the cost of travel to their place of work. All of these measures help to ensure the loyalty of our seasonal workers.

Depending on the employment areas in which its sites are located, Bonduelle focuses on local employment or opportunities for people from areas with few economic prospects. Hiring procedures focus on recruiting local employees and Managers, following the example of Hungary where the majority of employees and management staff are Hungarian (with only two French expatriates).

The Bonduelle Group is a co-founder of – and since early 2014 a financial contributor to – the endowment fund *Agir avec la jeunesse du Nord-Pas de Calais*. This fund helps pay for various initiatives, including the *École de la deuxième chance* Foundation. The Villeneuve-d'Ascq head office decided to become involved with this organization under the aegis of the VegeGo! project – *S'impliquer dans la vie locale de nos implantations* (Participating in local community life).

MANAGEGO! A NEW SKILLS DEVELOPMENT INITIATIVE

Throughout its history, Bonduelle has applied a specific management model, influenced by its business, its mode of governance and its values. This model is central to the group's success. It is also one of the keys to building its future and long-term survival. With VegeGo! Bonduelle has set itself ambitious goals for growth, value creation, international expansion and safety. ManageGo! today serves as a common benchmark for all group Managers. This program, designed jointly by Bonduelle Managers and the Company's human resources experts, is in the process of being rolled out. More than 400 employees have already been trained and the process will continue in 2014-2015.

ManageGo! rallies and encourages Managers to find the right balance between setting high standards and compassion, in line with our values and ambitions. ManageGo! establishes the three aspects of Bonduelle management:

- nurturing performance: Managers are ambitious, demanding and performance-driven and create sustainable value;
- developing people: Managers are committed to supporting, developing and helping all their staff to progress;
- being nimble: Managers are open-minded, have good listening skills and can plan ahead. They tailor their management style to the situation and individual concerned.

This management model must further the group's ambition: "to be the world reference in 'well living' through vegetable products".

ManageGo! also seeks to offer people support and opportunities to develop their potential. These two elements are central to the group's HR policy. For the group to continue its international expansion and seize opportunities for growth, it must be able to rely on the best

skills in each country in which it operates. This international vision underpins the group's HR policy as a whole.

Training is all the more essential as our headcount continues to grow: 6,983 permanent employees in 2013-2014 compared with 6,736 in 2012-2013. Bonduelle's training policy gives priority to providing support, enhancing safety in all our activities, developing skills, learning about the Bonduelle culture, integration within the group and developing new talents. The training rate stands at 1.60% (training expenditure as a percentage of payroll) and the average length of training is 27 hours.

« Networking, connecting people and growing together »

In February 2013, Bonduelle launched its group-wide plan to acquire and deploy a new collaborative tool: "Networking, connecting people and growing together". The tool has been developed around the Google platform and its applications: e-mail/chat, diaries, social networking, real-time simultaneous document editing and a virtual meeting room. As well as training, a support program has also been set up for users. Today, the 3,500 connected employees of the Bonduelle Group are all users of the Networking platform.

DIVERSITY

Employee diversity is important for Bonduelle. It is committed to eliminating all forms of discrimination in the workplace and in employee relations, both direct and indirect. This anti-discrimination policy applies to all stages of employment, from hiring through an entire career. It is underpinned by programs to promote diversity.

The number of women in management continued to rise in 2013-2014 with the appointment of a female Marketing director in the FRESH business unit and a female Marketing Manager in Brazil. In the United States and Quebec, two women now each hold the post of Human Resources director. In addition, a woman was appointed Group Management Controller.

Employing people with disabilities is another pillar of the group's diversity policy. In France, numerous disability initiatives already exist:

- creation of the Disability Mission in the HR Department in France, with a pilot unit in each facility and a group-wide Joint Monitoring Committee;
- organization of information and awareness-building campaigns for employees with a disability rating of 10% or more;
- regular communication on actions through the Company newsletter and the Intranet;
- opening up of all accessible positions to people with disabilities;
- possible tutoring with the agreement of the disabled employee;

- training and raising awareness amongst those directly involved in disability policy on the specific needs of employing people with disabilities;
- developing a program for trainees from the sheltered employment sector.

Bonduelle won the Responsible Economy Gold Trophy (*Trophée de l'Économie Responsable Mention Or*) in July 2013, in recognition of its policy to integrate workers with disabilities. Organized by the Réseau Alliances (Northern France) every year, the Responsible Economy Trophies reward the efforts of companies that integrate Corporate Social Responsibility into the core of their strategy. This trophy, which is awarded in the category of companies with over 500 employees, was presented by Pierre De Saintignon, Vice-President of the Conseil Régional du Nord-Pas de Calais to Christophe Bonduelle, the group's Chairman, and to Hélène D'Huyveter, director of the Renescure plant, the pilot for the group's integration policy. Since 2008, the historic site and cradle of the Bonduelle Group has employed three workers with intellectual disabilities on permanent contracts. After extensive preparatory work in collaboration with the *Papillons Blancs* Hazebrouck ESAT (French disability employment and support agency), a selection procedure was established by the plant's Human Resources Department, together with training for three Bonduelle liaison employees tasked with facilitating and supporting their integration. This initiative strengthens ties between the Bonduelle factory at Renescure and its environment.

To supplement its diversity policy, Bonduelle has reached an agreement with the French unions on intergenerational workforce planning. It meets the obligations of the generation contract, the agreement on strategic workforce planning and the agreement on older workers. It also makes reference to agreements on physical strain and the promotion of professional equality. Signing this agreement is set to further embed existing diversity schemes in place for a number of years with new internal corporate awareness actions and the involvement of all employees.

Bonduelle receives the jury's prize during the Chênes en'Or awards

The Chênes en'Or, or "Golden Oaks", awards, now in their second year, are organized by French Bank Société Générale and were held in May 2014. The awards are designed to reward family-owned businesses in the Nord-Pas de Calais, Haute Normandie and Picardie regions that have reported sustainable growth and that have been more than 50% owned by the same family for at least two generations.

Commitments to social responsibility and civil society**HUMAN RIGHTS**

Bonduelle complies with international labor laws. It is committed to respecting the European charter of fundamental rights in the organization. The group also lays particular emphasis on respecting and promoting the fundamental conventions of the International Labor Organization (ILO): the elimination of discrimination in respect of employment and occupation, freedom of association and the recognition of the right to collective bargaining, the effective abolition of child labor, and the elimination of forced or compulsory labor. The majority of countries in which Bonduelle operates as an employer are signatories to these conventions. Bonduelle's internal commitments ensure compliance with these conventions, over and above countries' commitments. The countries that are not signatories are:

- convention No. 135 on workers' representatives: Belgium, Canada and the United States;
- convention No. 98 on the right to organize and collective bargaining: Canada and the United States;
- convention No. 87 on freedom of association and protection of the right to organize: Brazil and the United States;
- convention No. 138 on the minimum working age: Canada and the United States;

- convention No. 111 on discrimination in employment and occupation: the United States.

All countries in which Bonduelle operates have ratified the following conventions:

- convention No. 182 on the worst forms of child labor;
- convention No. 105 on the abolition of forced labor.

Under its Ethics Charter, Bonduelle requires all employees, suppliers and subcontractors to adhere strictly to all laws regulating their activities and working environment. We encourage our subcontractors and suppliers to commit to ethical conduct.

Bonduelle has been a member of the *Global Compact* since 2003. This United Nations initiative launched in 2000 encourages companies to adopt fundamental values according to ten universal principles derived from the Universal Declaration of Human Rights, the International Labor Organization's Declaration on Fundamental Principles and Rights at Work, the Rio Declaration on the Environment and Development, and the United Nations Convention Against Corruption.

C. RESULTS AND KEY FIGURES

Indicator	2012-2013	2013-2014
Workforce	6,736 permanent	6,983 permanent
	9,758 full-time equivalent	9,569 on permanent, fixed-term, seasonal and other contracts (FTE)

■ Total employees by type of employment contract and geographical area (full-time equivalent)

	France	Europe excl. France	Non-Europe	Total
Permanent	3,343	1,422	2,058	6,824
Non-Permanent	300	137	95	532
Seasonal	628	441	637	1,706
Other	217	167	123	507

■ Total employees by gender, age, status and geographical area (permanent staff)

	France	Europe excl. France	Non-Europe	Total
Women	1,390	625	760	2,775
Men	1,986	875	1,347	4,208
Executive	693	316	223	1,232
Non-Executive	2,683	1,184	1,884	5,751
Permanent employees aged under 26 ans	122	36	177	335
Permanent employees aged 26 - 35 ans	678	356	490	1 524
Permanent employees aged 36 - 45 ans	993	518	514	2 025
Permanent employees aged 46 - 49 ans	371	180	193	744
Permanent employees aged 50 - 55 ans	661	230	345	1 236
Permanent employees aged over 55 ans	551	180	388	1 119

Indicator	2012-2013	2013-2014
Seniority (permanent staff)	0 to 3 years: 1,530 4 to 9 years: 1,571 >9 years: 3,635 Average seniority: 13.29	0 to 3 years: 1,910 4 to 9 years: 1,476 >9 years: 3,597 Average seniority: 12.81
New hires, in number of contracts	Permanent contract: 589 Fixed-term contract: 1,095 Seasonal: 4,986	Permanent contract: 784 Fixed-term contract: 1,187 Seasonal: 6,473
Workers with a disability	232 (full-time equivalent).	268 (full-time equivalent).
Total group turnover	11.64% *	12.84% *

■ Departures by type of contract

		France	Europe excl. France	Non-Europe	Total
Executive	Due to layoff	9	9	3	21
	Due to a death, retirement, agreed departure.	15	1	5	21
	Due to the employee (resignation, end of probationary period)	17	12	6	35
	Due to transfer	20	0	0	20
Non-Executive	Due to layoff	76	65	198	339
	Due to a death, retirement, agreed departure	70	94	78	242
	Due to the employee (resignation, end of probationary period)	172	92	667	931
	Due to transfer	13	1	6	20

Commitments to social responsibility and civil society

■ Turnover by gender *

	France	Europe excl. France	Non-Europe	Total
Turnover – Women	5.0%	8.3%	24.3%	11.24%
Turnover – Men	6.9%	9.8%	27.0%	13.96%
Departures – Women	94	78	269	441
Departures – Men	180	121	487	788

■ Turnover by age *

	France	Europe excl. France	Non-Europe	Total
Turnover of employees aged under 26	1.5%	2.6%	8.9%	3.99%
Turnover of employees between 26-35	1.7%	2.7%	6.9%	3.51%
Turnover of employees between 36-45	0.8%	1.6%	3.7%	1.86%
Turnover of employees between 46-49	0.3%	0.6%	1.6%	0.77%
Turnover of employees between 50-55	0.3%	0.6%	1.8%	0.83%
Turnover of employees aged 55+	1.5%	1.1%	3.1%	1.88%
Departures of employees under 26	67	57	258	382
Departures of employees between 26-35	76	59	201	336
Departures of employees between 36-45	34	35	109	178
Departures of employees between 46-49	14	12	48	74
Departures of employees between 50-55	15	13	51	79
Departures of employees aged 55+	68	23	89	180

Indicator	2012-2013	2013-2014
Training	1.57%	% of gross payroll: 1.6%
	123,795	Number of training hours: 168,293
	23 hours	Average training duration per individual: 27 hours
	39.08% women	Breakdown of training hours by gender: 29.48% women and 70.52% men
	60.92% men	
Safety conditions	11.75	Frequency of work-related accidents: 9.22
	0.61	Work-related accidents severity rate: 0.42
	1.39	Severity rate of occupational diseases for France: 1.00

* Scope: departures at the request of the employee, due to death, retirement or agreed departure.

Breakdown of work-related accidents

	France	Europe excl. France	Non-Europe	Total
Women – Frequency rate	14.56	6.75	6.21	10.16
Men – Frequency rate	12.26	8.53	4.30	8.61
Frequency rate	13.20	7.80	4.98	9.22
Women – Number of work-related accidents with lost time	42	10	12	64
Men – Number of work-related accidents with lost time	51	18	15	84
Number of work-related accidents with lost time	93	28	27	148
Women – Severity rate	1.04	0.16	0.38	0.63
Men – Severity rate	0.41	0.31	0.13	0.29
Severity rate	0.67	0.25	0.22	0.42
Women – Number of lost days due to work-related accidents	3,005	231	727	3,963
Men – Number of lost days due to work-related accidents	1,713	655	458	2,826
Lost days due to work-related accidents	4,718	886	1,185	6,789

	France	Europe excl. France	Non-Europe	Total
Women – Occupational disease severity rate	1.95	NA	NA	1.95
Men – Occupational disease severity rate	0.33	NA	NA	0.33
Occupational disease severity rate	1.00	NA	NA	1.00
Women – Number of lost days for work-related accidents and occupational disease	5,632	NA	NA	5,632
Men – Number of lost days for work-related accidents and occupational disease	1,382	NA	NA	1,382
Number of lost days for work-related accidents and occupational disease	7,014	NA	NA	7,014
Data not available				

Indicator	2012-2013	2013-2014
Industrial restructuring	454	Staff affected by industrial restructuring plans who have received outplacement support: 0
Work time organization	15,914,984 4.46%	Number of hours worked: 16,058,864 Absenteeism rate: 3.42%
Remuneration and development	€241,900,106 80.45% 87.13% women and 78.70% men	Amount of remuneration (permanent + fixed-term + seasonal contracts): €246,789,278 Percentage of employees receiving regular performance and career development reviews: 78.05% Breakdown by gender of employees receiving regular performance and career development reviews: 77.71% women and 78.28% men

2.4.2 Commitments to economic partners

Integrity, confidence, simplicity, excellence, open-mindedness, fairness and people-minded approach: these seven fundamental values form the core of the group's corporate plan. Bonduelle is focused on developing equitable and innovative collaboration with its economic partners, particularly through the purchasing charter launched in 2013-2014 on all continents where the group is present.

A. REMINDER OF OBJECTIVES

Social impacts	Objectives 2013-2014	Highlights 2013-2014
<ul style="list-style-type: none"> Respect for standards of behavior: Ethics Consumer food safety 	<ul style="list-style-type: none"> Extend the scope of suppliers who have joined the Global Compact Extend the scope of suppliers satisfying the 23 Corporate Social Responsibility (CSR) criteria 	<ul style="list-style-type: none"> Extension of the scope of monitoring of Global Compact commitments in Canada Extension of the monitoring of supplier CSR risks to three more countries: Germany, Hungary and Poland Inclusion of the CSR questionnaire during the pre-selection stage for new tenders Finalization of the purchasing charter

B. RESOURCES IMPLEMENTED

BONDUELLE GROUP'S PURCHASING POLICY

The Bonduelle Group's commitment to society is illustrated by its involvement in the value chain: sourcing policy, training and awareness-building incorporating environmental and social criteria.

The aim of Bonduelle's Purchasing Department is to contribute to the group's long-term growth and development by implementing a purchasing policy according to a defined and consistent quality and a balanced price/quality ratio, by ensuring the resources required to control product safety and security, financial risks, technical requirements and risks of malicious acts. These purchasing principles notably include constant research by the sector and competitive intelligence to ensure appropriate market prices.

Purchasing quality policy reflects the group's overall quality policy according to three key priorities:

- listen to and meet the needs and requirements of internal customers;
- ensure the quality of products and services purchased, in accordance with specifications and regulations, and guarantee food safety;
- implement a dynamic continuous improvement process.

Bonduelle places strong emphasis on its founding values of excellence, open-mindedness and fairness during its purchases of supplies (metal cans, cardboard boxes and packing wrap, vegetables and ingredients used in its recipes and not grown or produced by the group, energy, animal products, advertising and communication or seeds), as well as for vegetables grown by our producer partners (3,440, grouped into producer organizations), who are signatories of a particularly rigorous sourcing charter reviewed in 2013-2014.

Bonduelle's suppliers and subcontractors must adhere strictly to all legislation regulating their activities and working environment.

Moreover, this purchasing policy is reflected in the inclusion of CSR criteria in tenders (either at group level or locally). These criteria, applied to contracts, take into account the principles of the Global Compact and the sourcing charter for purchasing agricultural raw materials.

For foodstuffs, Bonduelle has specific procedures to evaluate and control the relevant health risks and risks of malicious acts. For packaging, it constantly seeks to optimize consumption of raw materials.

ENCOURAGE SUPPLIERS AND SUBCONTRACTORS TO COMMIT TO A SOCIALLY RESPONSIBLE APPROACH

As part of the contractual relation, suppliers undertake to respect the principles of the Global Compact (Bonduelle has been a member since 2003). This approach is currently being extended across the group. In 2013-2014, Russia, Italy and Canada joined the scheme. For example, in 2013-2014, more than 95% of purchase agreements for food cans embraced the principles of the *Global Compact*. Metal cans represent the main purchase item.

Purchasing decisions are based on an objective assessment of the reliability and integrity of the supplier or subcontractor, as well as the overall value of their offer both economically and in terms of CSR. Buyers from the group's Purchasing Department, with local contacts for some products, must also take the importance of their role in the local ecosystem into account. This is a core part of Bonduelle's activities.

Relations with suppliers are based on mutual trust, placing people first and simplicity. Bonduelle is committed to working with its partners to guarantee the best economic, qualitative and environmental performance in the long term.

Although the group's policy is to source supplies close to centers of consumption, some types of product may have to be sourced from countries further afield, in particular, in Africa. In this event, the Company selects partners to work with small producers, providing them with an additional revenue stream to their food producing activity. Bonduelle's partners are quality-certified. They support their producers to manage and minimize the use of crop treatments. This long-term partnership with recognized partners is one way for Bonduelle to make an effective contribution to the local economy while maintaining traceability. One of its partners, for example, offers its small producers micro-credit solutions to fund such requirements as rental and labor costs, as well as health care for the employees in its production facilities. To ensure compliance with the production criteria specified by Bonduelle and to support its partners as part of a continuous improvement process, the group ensures a permanent or periodic presence by its own employees.

HIGHLIGHTS 2013-2014

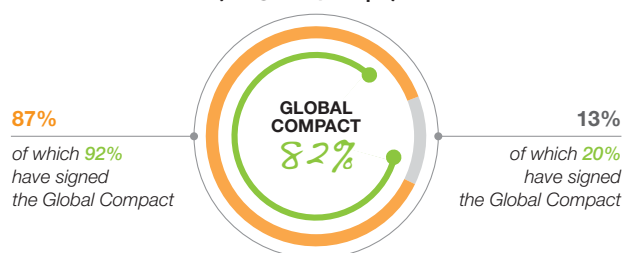
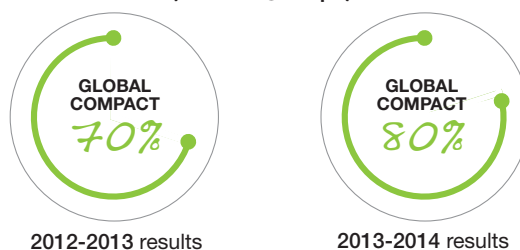
- Extension of the scope of monitoring of Global Compact commitments in Canada.
- Extension of the monitoring of supplier CSR risks to three more countries: Germany, Hungary and Poland.
- Inclusion of the CSR questionnaire during the pre-selection stage for new tenders. This approach focuses our attention on assessing the CSR risk of prospects and is now one of the factors when scoring suppliers.
- Finalization of the purchasing charter. Signed by all of Bonduelle's buyers, this is part of the group's ethical charter and sets out the seven corporate values in the context of the purchasing function and from the perspective of Bonduelle's social responsibility. It seeks to define coherent behavioral guidelines for our prospects and suppliers, irrespective of the buyer and country, thus meeting the expectations of our customers.

C. RESULTS AND KEY FIGURES

Scope *	Indicator	
	Proportion of the budget accounted for with commitment to respecting the principles of the Global Compact (contract and non-contract)	
	2012-2013	2013-2014
France	77%	85%
Hungary	85%	87%
Poland	70%	78%
Germany	34%	42%
Italy	---	43%
Portugal	---	9%
Russia	---	64%
TOTAL ALL COUNTRIES - 2012-2013 SCOPE	70%	80%
Canada		96%
TOTAL ALL COUNTRIES - 2013-2014 SCOPE		82%

* Purchases made by the group, including metal cans, cardboard boxes and packing wrap, vegetables and ingredients used in its recipes and not grown or produced by the group, energy, animal products, advertising and communication and seeds. This scope varies by country.

Commitments to social responsibility and civil society

2013 PURCHASING INDICATORS = PROPORTION OF THE BUDGET ACCOUNTED FOR WITH COMMITMENTS TO RESPECTING THE PRINCIPLES OF THE GLOBAL COMPACT**■ ALL COUNTRIES (2013-2014 scope)****■ ALL COUNTRIES (2012-2013 scope)**

- Percentage of budget covered by BONDUELLE contracts
- Percentage of budget covered solely by tariff agreements
- Percentage of the budget accounted for with commitments to respecting the principles of the Global Compact

2.4.3 Commitments to civil society

Bonduelle intends to play a full role in current issues in society to promote healthy eating habits and confirm its commitment to the communities in which its facilities operate.

A. SUSTAINABLE FOOD

DEVELOPING AND DISSEMINATING KNOWLEDGE

Bonduelle partners with VeggiEAT, a European research program designed to encourage vegetable intake among teenagers and the elderly. Bonduelle has joined forces with three European universities (Bournemouth in the UK, Aalborg in Denmark and Florence in Italy) and with the Research Center at the Paul Bocuse Institute in Lyon. The VeggiEAT project, set up by a consortium of academic and private partners, was granted a budget of 1.6 million euros by the European Commission and will run from October 2013 to October 2017. For four years, Bonduelle's research and development team, as well as the marketing teams from the countries concerned, will work on improving knowledge of the levers behind vegetable consumption. The Bonduelle Group will be closely involved in the project, given its expertise in the fields of sensory science, consumer science, plant physiology and nutrition.

NutriGO, a benchmark for nutrition

Launched in late 2013, the NutriGO platform, accessible internally to the group's employees via the Google Drive application, is a resource center for all nutrition-related topics: products, manufacturing processes, group commitments in this area, information on nutrients, regulations governing communication on nutritional aspects and answers to frequently asked questions. It caters especially for the marketing, sales, communication, quality, R&D and packaging teams. The aim is to share Bonduelle's nutritional know-how and to help employees develop their own projects using objective and reliable information, with a view to communicating transparently with customers in compliance with the regulatory framework. NutriGo is the result of the Mistral Gagnant project launched in 2011-2012.

FOSTERING A PERMANENT CHANGE IN EATING HABITS: THE LOUIS BONDUELLE FOUNDATION

Created in 2004, the Louis Bonduelle Foundation was born of the group's desire to contribute to the debate on healthy eating and to demonstrate its commitment to nutrition. The aim of the Foundation is to contribute to long-term change in eating habits by focusing on vegetables and their benefits.

The Company's Louis Bonduelle Foundation has launched a call for projects every six months since 2007, to support local initiatives improving eating habits. These international calls have already resulted in support for 195 projects, with more than 300,000 beneficiaries for a total budget of 452 thousand euros.

Similarly, each year since 2005, the Foundation has awarded a 10 thousand euros research prize for a thesis on a subject related to nutrition, also open to researchers around the world. The Louis Bonduelle Foundation has committed more than 1,180 thousand euros to supporting research. The Foundation's website features theoretical and practical information on changing eating habits. The content is available in English, French, Italian and Dutch. It has also been available in Spanish since April 2014.

The Louis Bonduelle Foundation is administered by a Board of Directors with seven voluntary members:

- three independent experts: Marie-Laure Frelut, Pediatrician and Secretary of the European Childhood Obesity Group, Jean-Charles Fruchart, President, International Atherosclerosis Society, and Béatrice de Reynal, Nutritionist;
- four representatives of the Bonduelle Group: Christophe Bonduelle, Chairman of the Louis Bonduelle Foundation and Chairman of the Bonduelle Group, Jean-Bernard Bonduelle, Director of External Relations and Sustainable Development, Christophe Château, Director of Corporate Communications and Marketing, and Laurence Depezay, Nutrition Manager.

The three pillars of the Foundation's work are:

- **inform and raise awareness**, providing practical tools and information on vegetables on its website, www.fondation-louisbonduelle.org for teachers, health professionals, journalists and the general public;
- **support research**, with a research prize awarded to fund work on a thesis each year, as well as a partnership with the European Childhood Obesity Group. The Foundation is also the co-founder of the Fondation Coeur et Artères (Healthy Heart and Arteries Foundation), recognized for its work in the public interest;
- **initiatives and practical support to improve eating habits**, carefully targeted at groups most in need, such as children or disadvantaged groups, to help them make vegetables a core part of their diet.

HIGHLIGHTS 2013-2014

In 2014, the Louis Bonduelle Foundation celebrated its ten-year anniversary: ten years of raising awareness among the public and health professionals of how to foster a permanent change in eating habits, supporting grassroots actions and research.

As part of the European Year against Food Waste, the Foundation's 2014 Conference, which took place on Tuesday, May 20 at the headquarters of the RATP in Paris, was on the theme of "Eating habits and waste: food losses, denial and contradictions". Researchers, nutrition experts and journalists attended a presentation by three speakers, who gave an overview of the current situation and described the areas currently being researched to try to curb this phenomenon. They then listened to a talk on one of the grassroots actions supported by the Foundation: La Brigade des compotes, a project to tackle waste carried out by the association Active. This was followed by a report on the work done by the two winners of the 2012 research prize. Finally, the Louis Bonduelle 2014 Research Prize was presented to the two winners: Géraldine Camilleri from the University of Paris 13, a French student working on the psychological determinants of eating habits and the nutritional status of nutrition research volunteers as part of a major nationwide survey, Nutrinet-Santé; Nùria Rosique Esteban, a Spanish student currently in the first year of her PhD at the University of Maastricht in the Netherlands, who is researching the effect of chronic stress on food preferences.

Another major element this year was the grassroots actions conducted in partnership with elderly care homes in rural areas (Marpa). The Foundation has partnered with the *Fédération Nationale des Marpa*, the French rural care homes federation, to develop workshops for the 162 rural care homes in France. In March 2013, the *Art et saveurs nature* initiative distributed kits approved by the national food program to all rural care homes. Assessments were conducted during the second half of 2013. Results: with an average of 11 participants per workshop, 65% of care home Managers considered the kit fit for purpose and 68% would repeat the workshops.

The Foundation was also present at the Journées Francophones de Nutrition in Bordeaux, a conference on nutrition held on December 11-13, 2013. As well as its information stand, Bonduelle gave a presentation at the plenary session on research work entitled "Impact of the variety of vegetables on offer on the eating habits of the elderly living in care homes".

Finally, Bonduelle's ambition is to develop its societal commitments in each of the countries where it is present, which is why the Foundation regularly opens new offices. In 2014, its activities were extended to Spain.

Partnership between the Louis Bonduelle Foundation and the European Childhood Obesity Group (ECOG)

The Louis Bonduelle Foundation finances and is involved in developing a knowledge base for child obesity practitioners and researchers. The project will take the form of an e-book available on the ECOG website by the end of 2014.

HISTORY**2004-2005**

- Launch of the Foundation in France;
- Launch of Vegetable Day;
- Launch of the Louis Bonduelle Research Prize;
- Launch of the Foundation's website;
- Co-founding of the *Fondation Coeur et Artères* (Healthy Heart and Arteries Foundation), recognized for its work in the public interest.

2005-2006

- Launch of the Foundation in Italy;
- First initiatives to raise awareness of healthy eating among Bonduelle employees;
- Launch of Les Robins du potager ("Heads of the Vegetable Garden") scheme for children (aged 9-11) in France;
- Launch of *Amici per la Tavola* for children (aged 6-12) in Italy.

2006-2007

- Launch of the Foundation in Belgium and the Netherlands;
- Launch of *Het Groente & Fruit Lab* in the Netherlands for children (aged 4-12);
- Launch of *Légumes 2000* (Vegetables 2000) for young adults in France;
- Nutrider prize awarded to the Foundation for its communication on nutrition.

2007-2008

- First international calls for proposals;
- First Louis Bonduelle Foundation Conference organized in Paris;
- Launch in France of initiatives in partnership with the *Secours populaire français*, the *Ronde des légumes* (Vegetable Round) project for vulnerable groups and award of the French National Program for Health and Nutrition logo;
- Launch of *5ive* for children (aged 6-12) in Italy.

2009-2010

- Launch of the European Childhood Obesity Group and Louis Bonduelle Research Prize;
- Extension of the Louis Bonduelle Foundation in France for a period of 99 years;
- Lunch-discussion at the European Parliament in Brussels;
- Collaboration with Age Platform Europe;
- Launch of *Orto in Condotta* for children (aged 6-14) in Italy.

2010-2011

- Launch of the Foundation in Canada;
- Conclusion of a partnership with the *Fédération Nationale des Maisons d'accueil rurales pour personnes âgées* (Rural retirement homes federation) in France;
- Foundation recognized by health professionals (see insert: Study carried out by the Opinion Way market research institute).

2011-2012

- Presentation before the European Parliament in Brussels;
- Signing of a partnership with the French Ministry for Agriculture, Agri-foods and Forests;
- Launch in France of the *Art et saveurs nature* initiative. The workshops won recognition from the French Ministry for Agriculture, Agri-foods and Forests, and the project was awarded the PNA (French National Food Program) logo;
- Launch in Italy of *Il Gioco di in Orto*, designed to introduce children (aged 6-12) to the world of vegetables and teach them how to create a vegetable garden.

2012-2013

- Sixth Louis Bonduelle Foundation Conference, under the patronage of the Minister for Agriculture, Agri-foods and Forests;
- Launch of the Gustaterrium project with the Ministry of Agriculture and Agri-foods, for the development of an educational program to create a portable vegetable garden for children or adults;
- Stand at the Sustainable Diet and Food Security Conference organized in May 2013 by French, Belgian and British nutrition companies;
- Three new scientific case studies, available on the Foundation's website:
 - healthy eating for healthy aging,
 - dietary behavior of 11- to 15-year-olds in Europe,
 - dietary magnesium in plants.

2013-2014

- 10 years of the Louis Bonduelle Foundation;
- Seventh Foundation Conference on the theme of "Eating habits and waste: food losses, denial and contradictions";

- Launch of the Foundation's website in Spain;
- Launch of two calls for proposals on food waste;
- Opinion Way study on the Foundation (see insert);
- Publication of two new scientific reports available on its website, which now has over 60,000 visitors each month: "How to support and empower adolescents in their food choices?" and "Food waste: issues, causes and reality".

The study carried out in May 2014 by the Opinion Way market research organization for the Louis Bonduelle Foundation demonstrates that this is mentioned spontaneously by 18% of health professionals and 23% of specialized journalists. The Foundation also enjoys a good image in general, with 91% of health professionals expressing a positive opinion in 2014 (compared with 81% in 2009), together with 88% of health journalists (74% in 2009) and 86% of the general public. Overall, the Foundation ranks among France's top three organizations and foundations committed to changing long-term eating habits, particularly through increased vegetable consumption.

B. LOCAL COMMUNITIES

The Foundation runs its own field initiatives and also provides financial support for local projects. In June 2013 and December 2013, it launched two international calls for proposals, both on the theme of reducing food waste.

**CALLS FOR PROPOSALS ON FOOD WASTE: PROJECTS
SELECTED IN 2013-2014****France****ACTIVE – LA BRIGADE DES COMPOTES (71)**

Fruit collection from individual donors by volunteer pickers. The association puts volunteers in touch with individuals who want to donate fruit from their orchards. The project consists of picking fruit for distribution to people in need via the Saône et Loire charity networks. The main aims of the Brigade des compotes are: to avoid fruit waste and tackle food insecurity, to encourage everyone to eat local fruit, and to create opportunities for dialogue and solidarity within the local community. During the 2013 season, two tonnes of fruit were prevented from going to waste and were distributed to the beneficiaries of charity associations via the food bank.

LA SOUPE AUX CAILLOUX – CUISINER LES RESTES (92)

This association conducts awareness-raising actions on responsible food consumption and organizes cookery workshops on this theme. In 2013, the association held 13 cookery workshops in Nanterre, near Paris, with young professionals and children aged 9-11. The concept is simple: learn how to cook and reuse leftovers, and get

Commitments to social responsibility and civil society

tips on how to keep food for longer. At the end of each workshop, the participants sit down to a communal meal and are given a recipe book to take home.

LA TENTE DES GLANEURS DE GRENOBLE – UNSOLD FOOD HANDED OUT EVERY SUNDAY (38)

The association's volunteers collect unsold produce from market traders and redistribute it equitably while forging new social bonds. The initiative was the brainchild of a volunteer working for the *Restos du Cœur* charity restaurant in Lille. The idea came from a simple observation: each week, several tonnes of produce which are too damaged to be sold but still perfectly edible are thrown away at the end of the market (fruit, vegetables and bread donated by local market traders). Since the scheme was launched in December 2010, 84 tonnes of food have been handed out to some 2,500 families.

ECO ET LOGIQUE (02)

Awareness-raising, information and cookery workshops on the subject of food waste for families in financial difficulty. The aim of this project is to raise awareness of the financial and social issues of food waste and to adopt new eating habits.

GROUPE D'APPUI ET DE SOLIDARITÉ (80)

Various events held in youth centers (*Accueils Collectifs de Mineurs*, or ACM) on the theme of food waste. The aim: to raise awareness among children and young people of the ethical, economic, health and environmental issues of reducing food waste and to encourage them to adopt more responsible eating habits.

À FLEUR DE PIERRE – LE POTAGER DANS L'ASSIETTE: RIEN NE SE JETTE (04)

Based in Digne les Bains, the association provides and manages four communal gardens by organizing introductory workshops on food preservation.

CENTRE COMMUNAL D'ACTION SOCIALE (CCAS) DE BEAUSOLEIL (06)

The community social welfare center (CCAS) in Beausoleil is developing an outreach program for underprivileged sections of the population on the reduction of food waste. The project combines communal gardening with a community grocery store, offering tips on shopping, arranging workshops on food storage, and providing information on waste treatment.

CREA, MONDEVILLE – P'TITE PLANÈTE (14)

The CREA community arts center in Caen hosts events for primary school children in a touring bus. Designed with teachers and waste management experts, the *P'tite planète* projects raises awareness of food waste, composting and recycling of packaging.

UNITÉ VOISINALE DES 400/ODACE (17)

For 20 years, this organization, based in an underprivileged area of La Rochelle, has run a cooperative store. Volunteers sell food from short supply chains at cost price. Workshops and social events are held to raise awareness of food preservation techniques and to suggest ideas for leftover recipes.

VICE ET VERSA (26)

Practical workshops on food waste and the use of food waste.

SOLIDARITÉ DOM TOM HÉRAULT (34)

The project is intended for beneficiaries of the *Solidarité Dom Tom* community grocery store. It consists of cookery workshops and information sessions on the processing and preservation of fruit and vegetables. The topics covered include recipes, sterilization, freezing, reading labels and how to organize the fridge, etc.

APRÈS (44)

Developing basic food knowledge and habits through science activities in schools and communities in Nantes. The scheme is offered to 25 secondary school pupils and their families.

LES SAPROPHYTES – LA CUISINE PUBLIQUE (59)

The association organizes various food events in public places for local communities. Its mobile kitchen project is aimed at residents of the Fives district in Lille. It is an entertaining and effective way of sharing recipes and tips on food preservation and alternative storage solutions.

ASSOCIATION LES ANGES GARDINS – RESTE ! (62)

This project seeks to encourage young people aged 15 to 25 to reduce food waste, educating them on the importance of a varied diet and on developing positive eating habits throughout life. The project specifically focuses on new eating disorders and on teaching cooking skills.

LE PANIER DE LA MER – MANGEONS BIEN ENSEMBLE (62)

The project launched by the *Le Panier de la Mer 62* association is designed to provide access to a healthy, balanced, affordable diet which is responsible in terms of reducing food waste. Outreach workshops will be held with people in financial difficulty in Boulogne-sur-Mer and nearby towns.

ASSOCIATION ELLES AUSSI (94)

The community grocery store in Créteil helps people buy and prepare products with a limited shelf life: it does this through consumer surveys, fact sheets, cookery workshops and tips on how to present food. Every Thursday, a dish based on sorted or repackaged products is created for people to try.

Italy**SOCIETÀ UMANITARIA – FEEDING THE PLANET IN YOUR KITCHEN - MILAN**

The “Feeding the Planet in your Kitchen” project, run by the Umanitaria association in Milan, Italy, organizes workshops on health, nutrition and the prevention of food waste for primary and secondary school pupils, as well as their teachers. All participants are issued with a special educational resource kit.

ASSOCIATION FILODRAMMATICA FOR.T.E – STILL (A) LIFE – LERICI

The “STILL (A) LIFE” project, the brainchild of the Filodrammatica association based in Lericci, Italy, organizes awareness-raising drama-based workshops for 11- to 14-year-olds. The association also plans to develop a food waste app for smartphones and tablets.

Lebanon**ARC EN CIEL – BEIRUT**

Awareness-raising workshop on the prevention of food waste, held in a mobile tent. These workshops are intended for vulnerable children aged 6 to 16 and are held in Arc en Ciel community centers.

Canada**CANADA SCIENCE AND TECHNOLOGY MUSEUMS CORPORATION FOUNDATION – HARVEST FESTIVAL – OTTAWA-GATINEAU**

The Canada Science and Technology Museum, in Ottawa, Ontario, holds a two-day “Harvest Festival” on the theme of “Reducing food waste”. As part of this event, the museum hosts an exhibition on food preservation.

Benin**NGO JEUNESSE SANS FRONTIÈRE – COTONOU**

In the Fidjrossè-Kpota district of Cotonou, the *Jeunesse sans frontière* NGO organizes a series of training courses and events for local residents. The courses are aimed at people responsible for meals in homes and schools. As well as targeting waste, the aim is to improve the management of food waste in the local area and ensure better hygiene.

Food donations

Bonduelle donated 2,575 tonnes of food in 2013-2014 in France, Italy, Poland and Hungary, including canned, frozen and prepared foods, and fresh-cut salads.

**COMMUNITY COMMITMENTS AND PARTICIPATION
IN LOCAL LIFE**

Alongside the Foundation’s work, Bonduelle views local involvement as a priority for its plants. The objectives of the VegeGo! project are complementary: to foster a brand image in harmony with the group’s values, galvanize employees and help make local communities a better place. Depending on its specific characteristics, each production facility plans to develop at least one project in partnership with local stakeholders. In total, nine projects were launched in 2013-2014:

Doué-la-Fontaine (France) *

The aim of this project is to create a vegetable garden at the plant and to invite children from the town of Doué-la-Fontaine to get involved in the main stages of its life cycle, from choosing which vegetables to grow to sowing the seeds and harvesting the produce. For the children, the educational goal is to teach them about vegetables “from the seed to the plate”. For the plant employees, the idea is to get involved in a community project and share their knowledge. The project is in line with the policy of the local authority, which, as part of the new school week, must offer children extra-curricular activities on generic themes (e.g. the environment, economy, etc.). For the first time, when the new term starts in September 2014, a class-sized group will take part in the scheme organized by plant employees, with three visits combining theory and practical lessons on the vegetable garden. Ten employees from the plant are involved in the project.

Rosporden (France)

As part of this project, employees give talks about their job, qualifications and experience to young people during careers guidance sessions or to the unemployed to help them find the right career path. Employees will be able to showcase their skills, job and training, as well as providing information about the Company. The talks will take place during local careers and training events, e.g. job fairs, industry week, sixth form colleges, etc. Five employees from the plant are involved in the project.

Labenne (France)

The aim of this project is to educate children on the importance of healthy eating by providing a tailor-made nutrition program. The project consists of a classroom introduction followed by a second meeting with a tour of the plant during the vegetable growing season. The idea is to teach children the basics of nutrition, and specifically the benefits of vegetables, while simultaneously demonstrating and explaining how vegetables are harvested and then processed at the plant. Six employees from the plant are involved in the project.

* In association with the France Champignon cooperative

Commitments to social responsibility and civil society**Villeneuve-d'Ascq (France)**

The Bonduelle Group is a co-founder of – and since early 2014 a financial contributor to – the endowment fund *Agir avec la jeunesse du Nord-Pas de Calais*. This fund helps to pay for various initiatives, including the *École de la deuxième chance* Foundation. The Villeneuve-d'Ascq production facility decided to become involved with this organization under the aegis of the VegeGo! project – *S'impliquer dans la vie locale de nos implantations* (Participating in local community life). In 2013-2014, employees at the facility will give presentations about their work and sponsor young people.

Sainte-Martine (Quebec, Canada)

Assisting underprivileged families in partnership with a local charity. This is achieved through numerous tailor-made initiatives. For example, at the start of the 2014 school year, plant employees collected the supplies that will be needed for children of four underprivileged families in partnership with the Actions Familles charity.

Strathroy (Ontario, Canada)

Helping to install amenities in a nature reserve near the plant. Clearing the reserve and trails, constructing tables and benches, laying a trail around the lake, building a wooden kiosk, etc. All this is undertaken in order to protect the environment and increase the enjoyment of local residents. The idea is to participate in local development and create opportunities for people to meet and interact in partnership with the Saint-Clair Conservation Authority of Strathroy.

Cristalina (Brazil)

Planting a vegetable garden to grow vegetables for the canteens of nearby schools. The aim is to educate children and teenagers on the links between citizens and their environment. Five employees are involved in this project, with the support of local schools.

Timashevsk (Russia)

Organizing events with local schools on the theme of canned vegetables: introduction to nutrition, plant tour, drawing competition, cookery competition with prize certificates. This is also an opportunity to show the local community what the plant does and to promote vegetables in general. The project is conducted in partnership with local schools in the city of Novokorsounskaya and involves 15 employees.

Nagykörös (Hungary)

The group has been involved in several projects with children from schools near the site: planting flowers and plants in school gardens, designing school gardens to encourage the cultivation of vegetables and protection of the environment, organizing visits to crop production fields and tours of the plant. These initiatives also support orphanages through donations of vegetables, highlighting the benefits of a balanced diet.

2.5 Responsibility to consumers

Being a world reference means wholeheartedly embracing responsibilities. Bonduelle has created numerous initiatives to help consumers enjoy cooking and eating vegetables.

2.5.1 Quality

The Bonduelle Group's quality policy ensures the Company fulfills its commitment to its customers, individuals and food service companies and is continuously being updated internally as well as with suppliers.

A. OBJECTIVES

Product-related impacts	Objectives 2013-2014	Highlights 2013-2014
<ul style="list-style-type: none"> Consumer food safety 	<ul style="list-style-type: none"> Extend the sourcing charter to all fruit and vegetable suppliers Reduce the complaints rate Maintain certifications and recognition by external bodies 	<ul style="list-style-type: none"> 48,600 food safety tests on canned goods, 18,100 on frozen and fresh or prepared produce Substitution of bisphenol A in food packaging Review of recipes to reduce or limit the amount of additives Implementation of the international quality management tool, REQUEST project

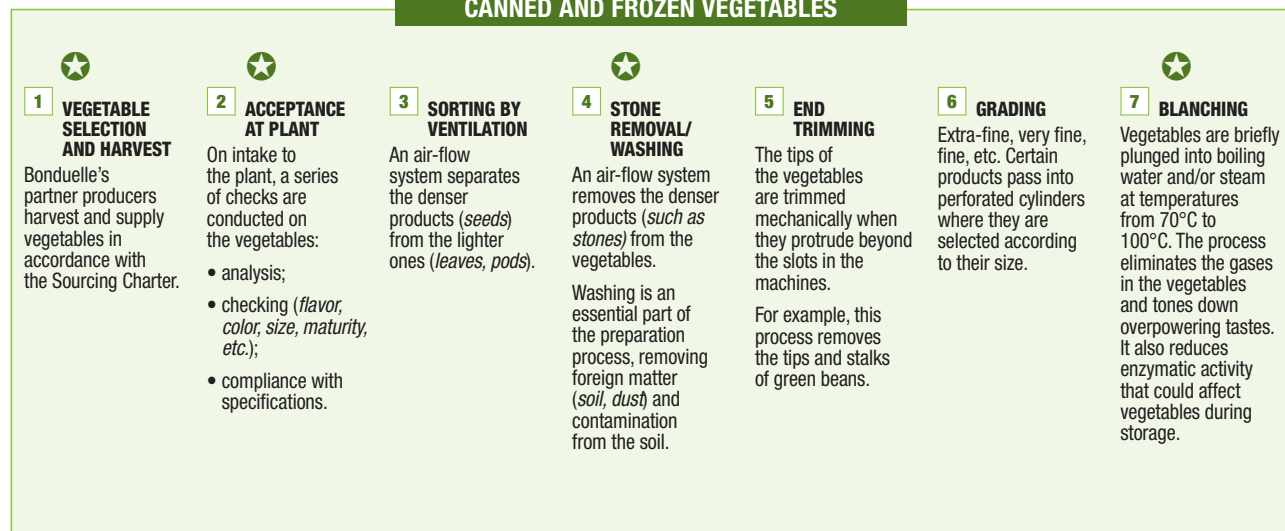
Responsibility to consumers

B. RESOURCES IMPLEMENTED

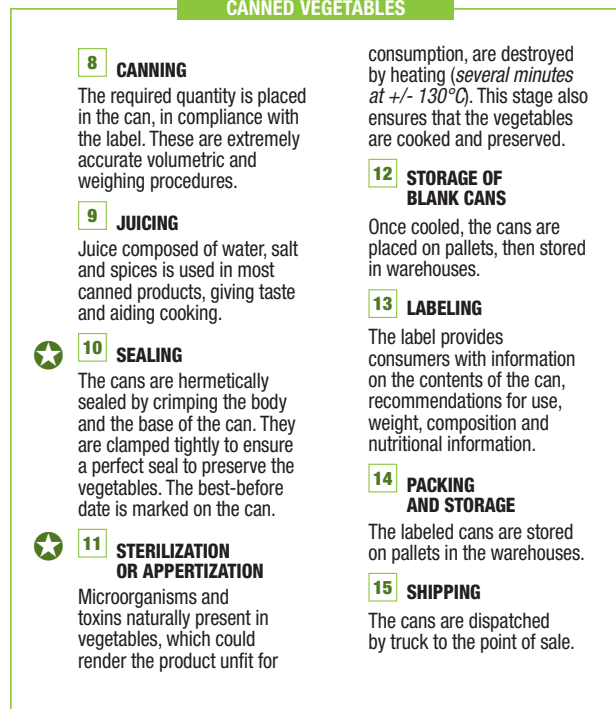
MANUFACTURING PROCESSES

Dozens of quality control inspections are carried out from initial reception to storage of the products, including temperature, bacteriology and weight. Bonduelle's quality control system provides full traceability from field to dispatch, ensuring we can react swiftly in the event a quality problem is detected. The charts below show the main checks conducted throughout the production process.

CANNED AND FROZEN VEGETABLES



CANNED VEGETABLES



FROZEN VEGETABLES



READY-TO-USE FRESH VEGETABLES (BAGGED SALADS) AND READY-TO-EAT FRESH VEGETABLES (SEASONED, PREPARED)

1 VEGETABLE SELECTION

Bonduelle's partner producers harvest and supply vegetables in accordance with the Sourcing Charter.

Harvesting is a delicate operation for all fragile vegetables, especially salads.

2 ACCEPTANCE AT PLANT

From this point, the vegetables are maintained in a controlled temperature environment at +4°C.

On intake to the plant, a series of checks are conducted:

- analysis;
- checking (*flavor, color, size, maturity*);
- compliance with specifications.

FRESH VEGETABLES

3 CUTTING

Salads are cut, sorted and carefully inspected before they are sent for washing.

4 WASHING

The salad leaves are thoroughly washed to remove soil and insects, without damaging the leaves.

5 SPINNING OR DRYING

Excess water is carefully removed after washing by draining or ventilation.

6 WEIGHING AND BAGGING

The salad is weighed and packed in bags or trays. The best-before date is printed on each pack.

7 PACKING

The bags and trays are placed in boxes, taking care to avoid shocks or crushing the produce.

8 STORAGE

Before shipping, the products are stored for a maximum of several hours, at +4°C.

9 SHIPPING

A constant temperature of +4°C is maintained throughout the entire logistics chain and to the point of sale using refrigerated trucks.

PREPARED VEGETABLES

3 ORDERING AND RECEPTION

Seasoned, prepared salads have a short shelf life; therefore they are only supplied and produced on receipt of the customer order.

4 PREPARATION

Vegetables are rinsed, cut, grated and drained.

5 ASSEMBLY

Each recipe has its own ingredients, which are prepared before the order is produced.

6 MIXING

The ingredients for the recipe are combined. Bonduelle ensures careful measurement of the ingredients in each recipe so that the end product is well-balanced.

7 WEIGHING AND BAGGING

The salads are measured out and weighed in the different types of packaging.

8 LABELING

The lid is pressured sealed and the label affixed giving the contents, storage and consumption instructions and the best-before date.

9 STORAGE

Before shipping, the products are stored for a maximum of several hours, at +4°C.

10 SHIPPING

A constant temperature of +4°C is maintained throughout the entire logistics chain and to the point of sale using refrigerated trucks.

Responsibility to consumers**CONTROLLING PROCESSES**

The policy implemented by Bonduelle to ensure maximum product quality is based on a process and management system under the control of a Quality director in each business unit. Working in a network, these Quality directors report to a general coordinator and meet twice a year. Each business unit has a quality plan tailored to their specific technological needs (canned, frozen or fresh food., etc.), and the requirements – particularly regulatory – applicable to their locations.

Quality plans are implemented in all of the group's production facilities, based on three main aspects: incoming quality control of vegetable raw materials and all other supplies, production line quality control, and quality control of end products before dispatch. Bonduelle also operates a continuous monitoring system. In 2013-2014, 48,600 analyses were carried out on canned goods and 18,100 on frozen and fresh or prepared produce.

Moreover, the group is continuing its annual policy of renewing and upgrading optical sorters to detect the presence of foreign bodies during the vegetable preparation process. These investments are part of our program to reduce the use of pesticides and to promote greener farming methods, which necessarily entail sorting of vegetables on receipt.

Bonduelle undergoes a thorough and rigorous certification process for its production facilities, requiring each one to be at least ISO 9001 certified or certified under an equivalent system. In addition to such certification, it also complies with other standards (IFS, BRC) related to its industry, operating regions, or at its clients' requests (McDonald's, for example).

97% of Bonduelle production sites have at least one certification. The majority of our quality-certified agro-industrial production facilities are certified by several bodies:

- 16 have obtained ISO 9001 certification.

(International quality management certification standard delivered by an accredited external body. It sets out the requirements for an effective quality management system ensuring that products comply with the requirements of customers and applicable regulations. The most recent version is ISO 9001 V 2008);

- 2 sites are ISO 22000-certified.

(This standard specifies the requirements for food safety management systems and aims to improve customer satisfaction by effectively controlling food safety hazards);

- 28 units are IFS and/or BRC certified.

(IFS: Private international food standard, owned by the French Food Retail and Wholesale Federation (FCD – Fédération des entreprises du commerce et de la distribution) and its German counterpart. The IFS evaluates food product suppliers focusing on product quality and safety. The current version is IFS V6. BRC (British Retail Consortium): private standard, owned by the British Retail Consortium, and very similar to the IFS. The current version is BRC V6);

- 5 are FSSC 22000 accredited and 3 American sites are SQF (Safety Quality Food accredited.).

(Private international standard owned by the Foundation for Food Safety Certification, based on ISO 22000 and PAS 220 for food producers).

Regular audits are carried out to keep certification up to date: every three years for ISO certification, and every year for IFS, BRC and FSSC. ISO certification also requires an annual audit.

The Company's quality designations also include other specific areas ("organic"), or client-specific requirements, which are also audited by the appropriate accredited external bodies.

SOURCING OF RAW MATERIALS

Sourcing of raw materials is central to the group's quality policy. Our vegetable producer partners sign a specific sourcing charter with the group guaranteeing compliance with the cultivation specifications for each type of vegetable. The fifth version of this charter, being piloted in the Nord-Picardie area, will, after validation by the independent certification agency Bureau Veritas, be rolled out across the group.

As part of our policy of continuous improvement, in 2010 Bonduelle also drew up a dedicated sourcing charter for suppliers of food products used in the composition of its recipes, but not grown directly or indirectly by the group. In addition to signing this charter, the suppliers may be subject to an audit to check their performance and measure compliance with their product quality commitments. This audit does not examine the supplier's societal commitments.

For vegetables, ingredients and products purchased by the group, Bonduelle asks its suppliers for quality guarantees and implements specific monitoring plans based on the types of products and potential risks. These plans mainly consist of tests carried out on samples. In addition, its suppliers in Africa must each have quality process certifications.

C. RESULTS AND KEY FIGURES

Indicator	2012-2013	2013-2014
Total quality control personnel	589 employees	598 employees (full-time equivalent), of which:
	8.3%	• 8.8% in the subsidiaries' Quality Control Departments and in the Purchasing Department
	35.9%	• 33.7% in the plants' Quality Control Departments
	40.4%	• 44.9% in quality control on the production lines
	18.1%	• 12.7% in controls on receipt
Certified factories	17 sites	16 sites are ISO 9001 certified
	1 site	2 sites are ISO 22000 certified
	23 sites	22 sites are IFS-certified
	4 sites	5 sites are FSSC 22000-accredited
	17 sites	15 sites are BRC-certified (British Retail Consortium)
	4 sites	3 sites are SQF-accredited
	9 sites	11 produce certified "organic" produce
Customer services	1 Customer Services Department	1 Customer Services Department operates in each country
Purchases of prepared vegetables	78 suppliers	92 suppliers (excluding vegetable producer partners) have signed the simplified charter (i.e. 32%)
	32%	
	277 analyses	439 phyto and TME analyses carried out, of which 94% were in compliance
	96%	
	44 suppliers	59 suppliers have been audited (i.e. 21%)
	18%	
	126 suppliers	93 suppliers have been assessed (i.e. 32%)
	51%	

2.5.2 Product composition and nutritional quality

For Bonduelle, respecting nutritional quality, environmental criteria and the principles of sustainable agriculture is essential. Alongside its quality policy, the group has therefore introduced a product development charter in each of its business units which goes beyond the regulatory requirements.

These charters include a list of ingredients and additives that Bonduelle has banned from use in its products. For example, Bonduelle's products do not contain any GMOs in accordance with applicable legislation. Palm oil is no longer used in products manufactured or sold by any Bonduelle Group company.

Nutritional quality is a key priority for the group. 2008 saw the launch of *Visa Santé*, a continuous improvement initiative built around reviewing and optimizing our products.

Visa Santé is organized around four essential points:

- classification of products into three "nutrition" groups, according to their levels of certain nutrients:
 - "raw products, that have undergone minimum processing",
 - "lightly cooked vegetables",
 - "prepared and gourmet products";
- the development by the Group's Nutrition Department of a reference framework of nutritional values related to recommendations on the quantity and quality of salt, sugar and fat content in food. 1,158 products – from all segments – were thus analyzed to determine if they were in line with the recommended nutritional values;

- reformulating recipes: The 200 recipes that did not meet the nutritional standards were reviewed by the Development Departments in the respective business units;
- all new vegetable products developed must meet a number of minimum criteria defined by *Visa Santé*.

Depending on the categories defined by *Visa Santé*, Bonduelle is also working on removing or limiting certain additives found in recipes.

The *Visa Santé* initiative ensures that Bonduelle offers products whose nutritional quality is carefully controlled, by reducing salt content across all product ranges, eliminating palm oil and reducing the fat content in salad dressings.

The program's objectives also include the development of well-thought out, simple, transparent and objective nutritional communication. The group will therefore not put nutritional claims on the packaging of "prepared and gourmet" foods.

Visa Santé was launched by general management and, in addition to the Nutrition Department, now involves engineers in the Quality Department, R&D and Marketing Departments of the various business units. In all, more than 100 employees are involved in this mature, cross-disciplinary project, which constitutes one of the group's ongoing, day-to-day commitments.

Listening to consumers' expectations is key for Bonduelle. Tastes vary from one country to another and from culture to culture. To fulfill its customers' expectations, Bonduelle conducts tests relating to both sensory perception and enjoyment, enabling it to select the most appealing ingredients and to adjust its recipes.

2.5.3 Consumer information and satisfaction

This approach goes hand in hand with the actions undertaken to communicate transparently on products and their health benefits. In addition to high food quality, pleasure, taste and Corporate Social Responsibility are fundamental principles for Bonduelle in producing its products.

All Bonduelle products provide the consumer information required under European law. In the interests of transparency, in 2004 Bonduelle voluntarily introduced nutritional labeling for its products, listing the following properties: energy value, amounts of protein, carbohydrate and fat, saturated fatty acids, sugar, dietary fiber and sodium. All of this information is now mandatory under European Food Information Regulation No. 1169/2011, which became effective on December 13, 2011. The general provisions of the regulation will be applicable from December 31, 2014. In the second quarter of 2014, 80% to 90% of the Bonduelle Group's own-brand products had nutritional labeling. In accordance with INCO rules, the 100% target will be reached before the end of 2014. Bonduelle goes even further and presents the RDA (Recommended Daily Allowance) of minerals and vitamins on the majority of its containers (size of container permitting) to encourage a varied diet and a healthy lifestyle.

In each country where Bonduelle has a presence, a dedicated department focuses on customer satisfaction, responds to consumer complaints and feeds information back to Quality Managers. Each label provides a toll free number that customers may call at any time to speak to a customer service representative, whether to make a complaint or request information. Complaints may concern the presence of foreign bodies, unequal distribution of vegetables in mixed packs, packaging defects, etc.

To further improve its customer service, in 2014 Bonduelle introduced a new quality management tool *via* the REQUEST project. The software enables the collection of requests and comments from customers in all countries where the group operates and their integration into a special program. Ultimately this will lead to improved response times, a more detailed analysis of potential quality issues and swifter implementation of corrective actions.

Bonduelle is also committed to fighting against food waste. The group offers its consumers different packaging to allow them to make informed decisions based on their household and way of consumption. Practical tips can be found on its sustainable development website, such as regarding the use-by date which applies to all products that could present a health risk after a short time period, and the best-before date which relates, in particular, to canned goods and frozen foods.

The “summer 2013” and “winter 2013-2014” call for proposals by the Louis Bonduelle Foundation addressed the issue of food waste. This is a major issue as French people throw away an average of 20% of the food that they buy each year, including 7 kg of unopened and unconsumed food! This problem can be seen across the whole of Europe: in Belgium the equivalent of 174 euros in food is thrown away per inhabitant each year. In the United Kingdom, 25% of food purchased is thrown out. This waste not only impacts household budgets, but is harmful to the environment. This call for proposals aims to support actions to reduce consumer household waste.

In a similar vein, during the second *Veggi'Week*, Bonduelle and the Paul Bocuse Institute organized a challenge based on food waste at school cafeterias. The event – a real vegetable brainstorming session – was an opportunity for students in their second year of the Masters in Culinary Management & Innovation at the Paul Bocuse Institute to pit themselves against an educational challenge: to come up with five innovative ways of reducing vegetable waste during meals taken by children outside the home. Bonduelle also chose this theme of tackling food waste for the seventh conference of the Louis Bonduelle Foundation held on May 20, 2014 in Paris.

2.6 CSR Reporting: note on methodology

2.6.1 Context and objectives

The analysis of Bonduelle's sustainable development performance is reported annually in this registration document.

Bonduelle set out its commitment to progress in sustainable development in 2002-2003, using a traditional phase-based project management methodology:

- phase 1: set and validate objectives and communicate these throughout the organization;
- phase 2: implement progress plans to achieve these objectives;
- phase 3: measure and monitor the results.

Relevant Managers have drawn up lists of indicators for Bonduelle's sustainable development priority areas, in association with their exchange networks and approved by the operating departments. The indicators were chosen based on a combination of Bonduelle's sustainable development commitments and GRI version three guidelines, as well as the expectations of stakeholders and the regulatory requirements of the Grenelle environment law (France), culminating in the drafting of Bonduelle's own reporting guidelines.

Reporting has taken place every year since 2002-2003. This year the reporting period is from July 1, 2013 to June 30, 2014. The indicators published in the registration document include the results of the past year and those from the 2012-2013 report to allow changes in indicators to be monitored.

The primary aim of reporting is to enable the group to enhance its sustainability management. With this in mind, the findings are analyzed by the Sustainable Development Steering Committee and the Bonduelle Executive Committee to determine the objectives for the following year. The production facilities also have direct access to their indicators so that they can monitor and analyze their performance.

The 2013-2014 registration document was prepared in accordance with the level B+ requirements of the GRI and Article 225 of the French Grenelle II law of July 12, 2010.

The GRI association verified the registration document (version 3.1 of the *GRI Food Sector Supplement* – its certificate can be found on page 37).

For this fiscal year, the audit firm Deloitte, the Joint Auditors, also verified the Corporate Social Responsibility report, the reporting procedures and a selection of indicators to meet the certification requirement of the Grenelle II law and to provide external verification of the reliability of the reporting to obtain a GRI B+ rating (see the assurance report on page 103).

2.6.2 Procedures

The group's director of Sustainable Development is responsible for oversight of reporting, in addition to the Managers of the five areas concerned (transport, quality-nutrition, agriculture, natural resources, People and safety).

The data is collected annually by the correspondents on the sites and in the business units. The group's Management Consolidation Department checks and consolidates this data.

June 2014 saw the launch of the new reporting tool, Metrio

Covering the entire Bonduelle Group and all aspects of sustainable development, this tool is used to input the data needed to calculate the indicators. Each user has their own personal access, depending on the plant and his or her area of responsibility in the report. To ensure that everyone fully understands the indicators, definitions (scope, data requested, units and examples) can be found in the data entry interface. The results of the indicators are directly accessible to the report's contributors using tables and graphs. The group's production facilities can also compare their results with each other to encourage the exchange of best practice.

Metrio is currently available in French and English and will soon be translated into all group languages. The 200 contributors have been trained on how to use the tool. Human resources reporting uses the COGNOS HR database tool. The results are then imported into Metrio to consolidate the sustainable development indicators within the same tool. Similarly, CO₂ emissions from transport are not yet calculated using the Metrio reporting tool.

CONTROL AND VALIDATION

An automatic consistency check is carried out in all areas: if the value entered deviates by more than 15% from the previous year, this triggers an alert. The member of staff concerned can then modify or confirm the value by adding a note.

Approval is required for each value entered. Plant Managers are responsible for validating their site's "Natural Resources" and "Quality" data. Agricultural Managers must validate the "Upstream Agricultural" data sheets, while country purchasing Managers must validate the "Purchasing" sheets.

For “People and Safety”, the data are reported by the human resources officers at each site. They are then consolidated and validated by Managers for France, Europe excluding France, and the Non-Europe zone, before being consolidated by the People and Safety Manager. Internal audits were conducted throughout the year by HR teams for data control purposes and to improve the reliability of the process.

Supply chain services are responsible for reporting data on transport and CO₂ emissions. Each subsidiary verifies its indicators before they are consolidated by the group (management control + specialist experts).

DATA CONSOLIDATION

Because this is the first year that the Metrio software has been used, indicators at the business unit and group level are consolidated by group management control using Excel spreadsheets.

A group consistency review is carried out by specialist experts and management control.

The group's Sustainable Development Steering Committee validates all of the (group-level) indicators in September.

SUPPLY CHAIN METHODS AND TOOLS

The methods for calculating CO₂ emissions for Bonduelle's freight transport were devised by supply chain teams working closely with the ADEME (French Environment and Energy Management Agency) in 2009.

Following the enactment of Decree No. 2011-1336 on October 24, 2011, which establishes the calculation principles common to all modes of transport, and following the publication of the new European standard for the calculation and declaration of energy and greenhouse gas emissions from transport services (NF EN 16 258), we have sought to comply with these principles and have reviewed the methods used for calculating emissions as a result.

The calculation covers the carriage of goods (fuel consumption, which is higher in temperature-controlled vehicles due to the refrigeration unit) by road (trucks), rail or maritime freight. Truck manufacture and depreciation is not taken into account. Used only marginally by the group, air transport is not taken into consideration.

The assumptions used are:

- road transport: the maximum truck payload is taken to be 25 tonnes for a 40-tonne road tractor and for a 44-tonne tractor, with the following two exceptions. For upstream agricultural activities, the maximum payload was considered equal to the maximum vegetable tonnage that can be transported, according to the density and crush resistance of the produce. For temperature-controlled trucks (+4°), the maximum payload was considered equal to 24 tonnes;
- emissions generated by road transport for the Fresh and Prepared food businesses are calculated according to the messaging model recommended in the ADEME guidelines, in three segments:

collection, traction and distribution, taking into account the unladen distance in each of the collection and distribution segments. This model may be adjusted according to the actual logistics flows to optimize data monitoring;

- for distribution, the unladen return journey was taken to be 20%, in accordance with ADEME guidelines;
- for the Canned and Frozen businesses, the gross weight transported (including the weight of additional packaging) is used in the emissions calculation, whereas the net product weight is used for the Fresh and Prepared businesses, since there is no method for obtaining reliable data on the gross weight for fiscal 2013-2014;
- for maritime transport to Cameroon, an average container vessel of 1900-3849 TEU was considered, unless otherwise specified. For transport to Kenya and the intercontinental transport of the BDV subsidiary, a container vessel of over 7,500 TEU is used. For transportation *via* the sea highway, which corresponds to a regular high-frequency maritime transport service for road vehicles, two types of vessels are available: RO-PAX and RO-RO. Unless otherwise specified, we use an average emissions factor for these two types of vessel;
- rail transport: for countries in Europe (France, Germany, Belgium, Spain, Italy, Luxembourg, the Netherlands, Portugal, the United Kingdom), it was assumed that rail transport is powered by electricity. For other countries, it is assumed that trains mainly run on diesel.

Some marginal flows are not taken into account:

- returns and sample orders;
- customer orders dispatched by external suppliers;
- purchases of ingredients and raw materials and/or packaging;
- credits due to returned goods;
- inter-site orders that are not transported;
- sales to brokers, gifts, staff sales, sales to colleagues;
- other sales: disposal of end-of-line products or products that are past their BBD (best-before date).

For the transport of fresh produce, it should be noted that when occasional troubleshooting is required (for example, due to a strike at the storage depot), the standard logistics model is used.

This year, the calculation for the FRESH business unit included flows related to customer pick-ups, that is, when customers arrange the transport to pick up the produce at the plant.

METHODOLOGY AND TOOLS FOR PEOPLE AND SAFETY REPORTING

The in-house tools used for social reporting are:

- database tool: COGNOS (excl. Canada);
- training management tool: FOEDERIS;
- payment platforms: ARCOLE, HOROQUARTZ, CEGID, ADP GSI.

COORDINATION OF REPORTING

CSR reporting involves approximately 200 correspondents in various roles across the group's production facilities: quality control, environment and supply chain experts. To facilitate communication, a

newsletter has been launched to keep this correspondents' network up to date on reporting issues and current events in sustainable development. As part of the development of collaborative working methods in the VegeGo! Networking project, a Google community was also created to improve sharing of best reporting practices.

2.6.3 Scope

Sustainable development reporting extends to all Bonduelle Group sites and business units (see 1.6 Group organization structure on page 16). The reporting scope is specified based on the scope of consolidation (see 5.5 Notes to the consolidated financial statements, Note 31, page 199) and according to the following rules:

- new sites and business units acquired during the fiscal year ended will be included within the scope for the following year;
- sites and business units either disposed of or no longer in operation during the year ended are excluded from the scope for the entire period, to enable comparability of results;
- equity affiliates are excluded from the scope. Their activities are reported as external purchasing; Exceptions are made for the transportation area;

- logistic centers are also excluded from the reporting scope, with the exception of transport, and People and safety;
- the headquarters of fully consolidated companies are excluded from the scope, with the exception of People & Safety.

No change in scope occurred during fiscal 2013-2014.

AGRICULTURAL UPSTREAM

Reporting is based on the agricultural production areas: France Nord-Picardie; France South-West; Fresh Europe; Hungary; Poland; Russia; Portugal; Quebec (Canada); Ontario (Canada); United States.

TRANSPORTATION

Transportation has been included in Bonduelle's sustainable development strategy since 2007-2008. Data will be added to group-wide data on a gradual basis. Accordingly, the operational scope of reporting for transport in 2013-2014 is defined as:

	Frozen vegetables	Canned vegetables	Mushroom	Fresh	Prepared	Canada
Upstream agricultural activities	France Nord-Picardie France South-West	Hungary France Nord-Picardie France South-West Africa	Mushroom picking Saumur (France) region	France Italy Germany	France	-
Inter-sites	France Poland Portugal	Hungary France Nord-Picardie France South-West	France Poland	France Italy	France	-
Distribution	France Spain Italy Benelux Germany/Austria	France Europe Russia Brazil Export	Poland France Belgium Spain Italy Germany	France Italy Germany	France	-

The geographical scope of transport is unchanged, however the comparison of results with the previous year is difficult owing to the change in calculation method for CO₂ emissions.

RESPONSIBLE PURCHASING

The scope of responsible purchasing is as follows:

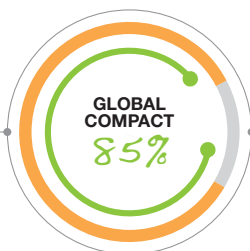
- France: including seeds Europe;
- Hungary: excluding transport and general and administrative expenses;

- Italy: packaging, indirect plant;
- Russia: excluding technical purchases, general and administrative expenses and energy;
- Canada: packaging and vegetables, excluding agronomy.

2013-2014 purchasing indicators= Proportion of the budget accounted for with commitments to respecting the principles of the Global Compact

FRANCE

84%

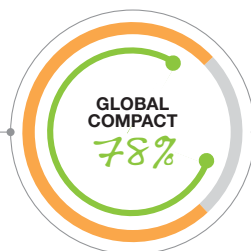
of which 97%
have signed
the Global Compact

16%

of which 25%
have signed
the Global Compact

POLAND

75%

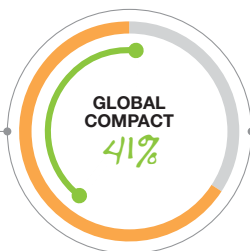
of which 96%
have signed
the Global Compact

25%

of which 24%
have signed
the Global Compact

GERMANY

66%

of which 62%
have signed
the Global Compact

34%

of which 2%
have signed
the Global Compact

PORTUGAL

9%

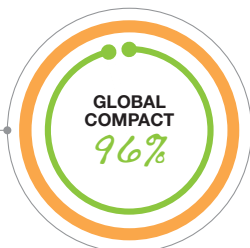
of which 100%
have signed
the Global Compact

91%

of which 0%
have signed
the Global Compact

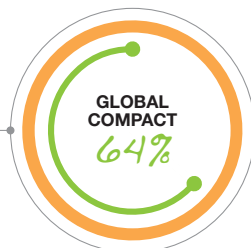
CANADA (Family of Ingredients, packaging)

100%

of which 96%
have signed
the Global Compact

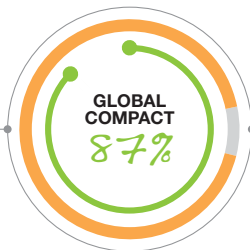
RUSSIA

100%

of which 64%
have signed
the Global Compact

HUNGARY

93%

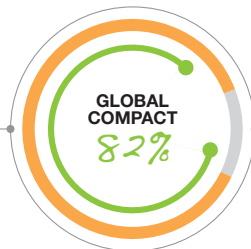
of which 94%
have signed
the Global Compact

7%

of which 0%
have signed
the Global Compact

ALL COUNTRIES (2013-2014 scope)

87%

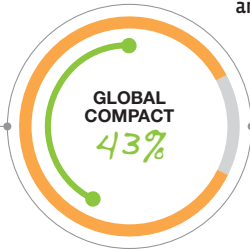
of which 92%
have signed
the Global Compact

13%

of which 20%
have signed
the Global Compact

ITALY (Not including family of semi-finished Vegetable Products and Finished Goods)

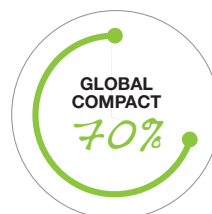
85%

of which 50%
have signed
the Global Compact

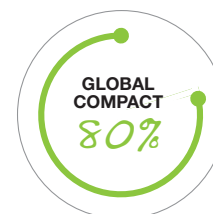
15%

of which 0%
have signed
the Global Compact

ALL COUNTRIES (2012-2013 scope)



2012-2013 results



2013-2014 results

Percentage of budget covered by BONDUELLE contracts Percentage of budget covered solely by tariff agreements
Percentage of the budget accounted for with commitments to respecting the principles of the Global Compact

2.6.4 Indicators

The quantitative reporting indicators are found on page 266 (8.4 Cross-reference tables). In addition, a cross-reference table lists the GRI indicators and their correlation to the Grenelle initiatives.

DESCRIPTION OF CERTAIN INDICATORS VERIFIED BY DELOITTE

HUMAN RESOURCES INDICATORS

Total employees by type of employment contract, age and geographical area (full-time equivalent)

SCOPE

Includes permanent staff (open-ended contracts), temporary staff (fixed-term contracts) and seasonal and other (trainees and temporary agency workers).

Scope includes France, Europe (excluding France) and Non-Europe.

Hiring during the fiscal year

SCOPE

Includes permanent staff (open-ended contracts) and temporary staff (fixed-term contracts).

Scope includes France, Europe (excluding France) and Non-Europe.

DEFINITION

Number of hires

Number of external hires in the reference fiscal year.

The following cases are not included in the indicator:

- employees on fixed-term contracts who have been offered permanent contracts;
- renewal of fixed-term contracts;
- intra-group transfers of employees requiring a new work contract;
- returns after extended leave of absence.

Departures and Transfers

SCOPE

Includes permanent staff (open-ended contracts), temporary staff (fixed-term contracts) and seasonal and other (trainees and temporary agency workers).

Scope includes France, Europe (excluding France), Non-Europe.

Takes into account departures:

- at the employee's request (resignations);
- at the employer's request (layoffs);
- due to death, retirement or agreed departures;
- due to transfer to another group company.

Turnover

SCOPE

Includes permanent staff (open-ended contracts), non-permanent staff (fixed-term contracts) and seasonal and other (trainees and temporary workers).

DEFINITION

Turnover is calculated by dividing the total workforce by the number of departures (at the request of the employee, due to death, retirement or agreed departure), expressed as full-time equivalents (FTE).

Absenteeism rate

SCOPE

Includes permanent staff (open-ended contracts), non-permanent staff (fixed-term contracts) and seasonal and other (trainees and temporary workers).

DEFINITION

Percentage of the hours of absence for a work accident, a commuting accident, occupational sickness, unjustified or unpaid absence justified at the last minute (authorized or unpaid absence) based on the number of theoretical hours worked during the given period. Absences on maternity and paternity leave are not taken into account.

Frequency of work-related accidents

SCOPE

Includes permanent staff (open-ended contracts), non-permanent staff (fixed-term contracts) and seasonal and other (trainees and temporary workers).

DEFINITION

Number of work-related accidents during the fiscal year leading to at least one full day off work per million hours worked.

Severity rate of work-related accidents

SCOPE

Includes permanent staff (open-ended contracts), non-permanent staff (fixed-term contracts) and seasonal and other (trainees and temporary workers).

DEFINITION

Number of days lost as a result of work-related accidents per million hours worked. Days lost which relate to accidents that occurred prior to the fiscal year (before July 1, 2013) and which continue into the subsequent fiscal year are included in the calculation. Figures concern calendar days. Lost time occurring after the end of a contract is not included.

Number of training hours (hours)

SCOPE

Includes permanent staff (open-ended contracts), temporary staff (fixed-term contracts) and seasonal workers.

DEFINITION**Continuing Professional Development**

Gaining and developing knowledge and skills within one's professional activity. Work-study contracts are considered to be continuing professional development.

To be considered as training, the session must be at least four hours long (continuous or not).

NATURAL RESOURCES INDICATORS

Indicators are the result of quantitative measurements (invoices, weight, meter readings, etc.). If no direct quantitative measure is available, data may be estimated according to calculation rules duly described and validated by the production facilities.

Subcontractors' energy consumption, such as the boiler operators, is included in the volume of gas consumed by the relevant production sites, and not in the volume of steam consumed by the plant.

Renewable energies (for example, the biogas produced on site or close by) consumed by on-site boilers are included along with fossil fuels.

Water usage and sourcing (m³)**SCOPE**

- Drilling water.
- Surface water.
- Drinking water distribution network.

DEFINITION

Total water consumption for plants with three possible sources: well water, surface water or the drinking water distribution network.

Quantity of pollution generated and treated at the production facility in tonnes of chemical oxygen demand (TCOD) produced and TCOD treated**SCOPE**

- COD treated at Bonduelle's treatment facility.
- COD treated by the soil and plant cover (controlled agricultural spreading).
- COD treated at external treatment facilities: in this case, the assumption of a 90% elimination rate is applied if the actual rate is not known; a residual 10% discharge into the natural environment is also taken into account.
- Discharge into the natural environment in compliance with regulations. This is the discharge after treatment by a Bonduelle or external treatment plant.

DEFINITION

This pollution was measured in tonnes of biological oxygen demand (BOD) until last fiscal year. Since BOD is estimated based on COD, we opted to directly report monitoring in COD as of this year in the interests of greater accuracy. Accordingly, given the change in the indicator, the data are not comparable between the two years.

Generation of green waste and recycling (gross tonnes/year)**SCOPE**

Tonnage weighed upon exiting from plant (gross weight) or where a weighing is not possible, calculated according to a rule to be established by each plant.

Generation and recovery of ordinary industrial waste (OIW) (gross tonnes/year)**SCOPE**

Gross weight invoiced by the service providers for the fiscal year.

DEFINITION

OIW = non-hazardous industrial waste as classified under European waste terminology, with disposal carried out by companies licensed to process waste. For example, paper, cardboard, wood, plastic, glass, food oils, discarded food, factory rejects, etc.

Generation of special industrial waste (SIW) (kg/year)**SCOPE**

Gross weight invoiced by the service providers removing the special industrial waste during the fiscal year.

DEFINITION

Special industrial waste is environmentally hazardous waste under European terminology. Disposal is carried out by companies licensed to process special waste. For example, technical oils and greases, solvents, barrels of chemical products, medical waste, neon and ink cartridges. Local legislation varies, therefore the BAM business unit sites identify the appropriate treatment channels for certain categories of waste (neon, batteries and ink cartridges) to ensure comprehensive monitoring of these data.

Electricity consumption in Megawatt Hours (MWh)**SCOPE**

Total consumption at production facilities includes: production, storage, treatment, etc. This consumption corresponds to the total invoiced at the facility.

Natural gas consumption in MWh Gross Calorific Value (GCV)**SCOPE**

The total consumption of natural gas expressed as MWh.

Tonnes of packaging used and packaging type (T/yr)**SCOPE**

Primary, secondary and tertiary packaging of goods supplied during the fiscal year. Packaging of raw materials used in production is excluded from the scope.

TYPE OF PACKAGING

- Primary packaging: packaging in contact with the product (boxes, plastic films, plastic trays, bags, cans, etc.).

CSR Reporting: note on methodology

- Secondary packaging: bulk boxes used in palletization.
- Tertiary packaging: plastic films for palletization and transport.

Greenhouse gas emissions (GHG) directly related to plants (expressed in tonnes of carbon dioxide equivalent – tCO₂e)**SCOPE**

Emissions related to the consumption of fossil fuels, electricity and steam at the production facilities.

DEFINITION

Conversion of total quantities of energy consumed at the facilities using the appropriate Ademe emissions factors (carbon footprint calculator (Bilan Carbone) V7.04), with the exception of Canada for which more detailed emission factors by state have been used where data are available locally.

CO₂ emissions related to transporting our products (tCO₂e)**DEFINITION**

Direct emissions during the transport of goods.

Variable scope in relation to the subsidiary.

As a minimum:

- inter-site transport: between Bonduelle plants;
- distribution transport: from Bonduelle plants to our customers.

DEFINITION

The methodology used was developed in partnership with ADEME according to the methodology guidelines for CO₂ emissions by transport providers, pursuant to Article L. 1431-3 of the French Transport Code.

2.6.5 2014 Reporting schedule

Date	Action	Department
January	Update of the reporting matrix incorporating the requirements of GRI and Article 225 of the Grenelle law	Area Managers and reporting coordinator
February	Update of definition guidelines	Area Managers and reporting coordinator
April	Translation of reference frameworks	Reporting coordinator
June	Training of representatives on the new reporting tool	Reporting coordinator and representatives
July	Gathering of information	Subsidiary sites/areas to the subsidiary coordinator
August	Data validation	Persons responsible for approval in the reporting tool
August	Consolidation at group level by area and validation of consolidation	Group management control and Area Managers
September	Reporting audits at the production facilities	Production facilities audited and Deloitte
September	Audit of the group consolidation	Group management control and Deloitte
September	Audit of the sustainable development policy	Area Managers and Deloitte
September	Review of the registration document for GRI check and regulatory compliance with the Grenelle law	GRI & Deloitte
September	Validation of the registration document and detailed management charts	Area Managers, group communications and group management control

For all questions relating to the content of this report, please contact: developpement_durable@bonduelle.com. The most recent published sustainable development report is included in the Bonduelle Group's registration document, available on www.bonduelle.com as of October 2013.

2.6.6 Assurance report

Report of the statutory auditor, designated as an independent third-party entity, on the review of consolidated environmental, social and societal information published in the management report

(This is a free translation into English of the original report issued in French and is provided solely for the convenience of English speaking readers)

Year ended June 30, 2014

FOR THE ATTENTION OF THE SHAREHOLDERS,

In our capacity as Statutory Auditor of Bonduelle, and designated as an independent third-party entity, of which the admissibility of the application for accreditation has been accepted by the French National Accreditation Body (COFRAC) under the number 3-1048⁽¹⁾, we hereby present you with our report on the social, environmental and societal information presented in the management report prepared for the financial year ended on June 30, 2014 (hereinafter the "CSR Information"), pursuant to Article L.225-102-1 of the French Commercial Code (Code du commerce).

RESPONSIBILITY OF THE COMPANY

The Management Board is responsible for preparing a management report including the CSR Information provided by Article R. 225-105-1 of the French Commercial Code, prepared in accordance with the reporting criteria used by Bonduelle (the "Reporting Criteria"), some of which are presented throughout the management report.

INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by regulatory texts, the profession's Code of Ethics as well as by the provisions set forth in Article L. 822-11 of the French Commercial Code. Furthermore, we have set up a quality control system that includes the documented policies and procedures designed to ensure compliance with rules of ethics, professional standards and the applicable legal texts and regulations.

RESPONSIBILITY OF THE AUDITOR

Based on our work, our responsibility is:

- to attest that the required CSR Information is presented in the management report or, in the event of omission, is explained pursuant to the third paragraph of Article R. 225-105 of the French Commercial Code (Attestation of completeness of the CSR Information)

- to express limited assurance on the fact that, taken as a whole, the CSR Information is presented fairly, in all material aspects, in accordance with the adopted Reporting Criteria (Conclusion on the fair presentation of the CSR Information) ;

Our work was carried out by a team composed of six people between August 2014 and October 2014, *i.e.* a period of around five weeks. To assist us in conducting our work, we referred to our corporate responsibility experts.

We conducted the following procedures in accordance with professional standards applicable in France, the order of May 13, 2013 determining the methodology according to which the independent third party entity conducts its assignment and the ISAE (International Standard on Assurance Engagements) 3000 ⁽²⁾.

1. ATTESTATION OF COMPLETENESS OF CSR INFORMATION

Based on interviews with management, we familiarized ourselves with the Group's sustainable development strategy, with regard to the social and environmental impacts of the company's business and its societal commitments and, where appropriate, any resulting actions or programs.

We have compared the CSR Information presented in the management report with the list set forth in Article R. 225-105-1 of the French Commercial Code.

In the event of omission of certain consolidated information, we have verified that explanations were provided in accordance with the third paragraph of the Article R. 225-105 of the French Commercial Code.

We have verified that the CSR Information covered the consolidated scope, *i.e.*, the company and its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and the companies that it controls within the meaning of Article L. 233-3 of the French Commercial Code, subject to the limits set forth in the methodological memo paragraph presented in the management report.

Based on our work and considering the aforementioned limits, we attest to the completeness of the required CSR Information in the management report.

2. CONCLUSION ON THE FAIR PRESENTATION OF THE CSR INFORMATION

Nature and scope of procedures

We held interviews with around ten persons responsible for preparing the CSR Information with the departments in charge of the CSR Information collection process and, when appropriate, those who are responsible for internal control and risk management procedures, in order to :

- assess the appropriateness of the Reporting Criteria with respect to its relevance, completeness, reliability, neutrality and clarity, by taking into consideration, when relevant, the sector's best practices ;

(1) See www.cofrac.fr

(2) ISAE 3000 – Assurance engagements other than audits or reviews of historical information.

CSR Reporting: note on methodology

- verify the set-up of a process to collect, compile, process, and check the CSR Information with regard to its completeness and consistency and familiarize ourselves with the internal control and risk management procedures relating to the compilation of the CSR Information.

We determined the nature and scope of the tests and controls according to the nature and significance of the CSR Information with regard to the company's characteristics, the social and environmental challenges of its activities, its sustainable development strategies and the sector's best practices.

Concerning the CSR Information that we consider to be most significant ⁽³⁾:

- for the consolidating entity, we consulted the documentary sources and held interviews to corroborate the qualitative information (organization, policies, actions), we implemented analytical procedures on the quantitative information and verified, using sampling techniques, the calculations as well as the data consolidation and we verified their consistency with the other information shown in the management report ;
- for a representative sample of entities ⁽⁴⁾ that we selected according to their activity, their contribution to the consolidated indicators, their location and a risk analysis, we held interviews to verify the correct application of the procedures and implemented substantive

tests on a sampling basis, consisting in verifying the calculations performed and reconciling the data with supporting evidence. The selected sample represented on average 21% of the headcount and 31% of quantitative environmental information.

Regarding the other consolidated CSR Information, we have assessed its consistency in relation to our knowledge of the Group.

Finally, we have assessed the relevance of the explanations relating to, where necessary, the total or partial omission of certain information.

We believe that the sampling methods and sizes of the samples we have used in exercising our professional judgment enable us to express limited assurance; a higher level of assurance would have required more in-depth verifications. Due to the use of sampling techniques and the other limits inherent to the operations of any information and internal control system, the risk that a material anomaly be identified in the CSR Information cannot be totally eliminated.

CONCLUSION

Based on our work and subject to the above-mentioned qualification, we did not identify any material anomaly likely to call into question the fact that the CSR Information has been presented fairly, in all material aspects, in accordance with the Reporting Criteria.

Lille, September 26, 2014

The Auditors

Deloitte & Associés

Gérard Badin

(3) Quantitative data: Water consumption; Electricity consumption; Natural gas consumption; Non-hazardous industrial waste produced; Special industrial waste produced; Tons of packaging used and breakdown by type of material; Amount of chemical oxygen demand (COD) treated at external treatment plants; Amount of COD discharged into the natural environment in compliance with regulations; Indirect greenhouse gas emissions; Direct greenhouse gas emissions; Greenhouse gas emissions linked to transportation; Total permanent employees on June 30 by gender, age and geographical area; Total seasonal employees (full-time equivalent); Departures due to layoff, to the employee and to transfer; Permanent and fixed-term new hires; Number of training hours; Number of hours worked; Absenteeism rate; Frequency rate of occupational lost-time accidents; Occupational lost-time accidents severity rate; number of fatal occupational accidents. Qualitative data: Health and safety at work (STOP methodology implementation); Training and development of 'high-potential' employees via the tool ManageGo!; Overview of collective agreements signed during the reporting period; Environmental issues in agricultural upstream operations (Sourcing charter); Implementation of the oversight mechanism for utilities and processes associated with environmental reporting; Odour nuisances management and relationship with affected stakeholders; Roll-out of the Ethics Charter; Purchasing Charter; CSR supplier questionnaire; LEAF certification process; Simplified sourcing charter; Product development charter.

(4) Estrées-Mons canned and frozen; Renescure (social information, COD); Saint-Denis; Gniewkowo (COD), Rosporden (COD), Bordères (COD), Cristalina (permanent hires) ; Tecumseh (departures, COD).

2.6.7 Overview of indicators

ENVIRONMENTAL COMMITMENTS

AGRICULTURAL UPSTREAM

Indicator	2012-2013	2013-2014
Biodiversity	500 varieties 199 varietal collections 942 varieties observed	Almost 500 vegetable varieties distributed across the group's various ranges 219 varietal collections enabled 1,355 plant varieties to be observed.
Agricultural headcount	239 people	246 employees (full-time equivalent Agronomy Department employees, including administrative staff, seasonal staff, trainees and those on permanent and fixed-term contracts).
Sourcing charter	91%	93% of farmers have signed it.
Farmer assessed	54%	74% of farmers have been assessed by an initiative aiming to compile an annual budget.
Soil analysis	98%	94% of nitrogen fertilizing has been calculated using residual method analysis.
Farming intensity	28.7 ha	27.3 hectares of vegetables grown by each producer on average.
Security network	168 networks	245 trapping networks.

NATURAL RESOURCES

Indicator	2012-2013	2013-2014
TMP	1,055,837 TMP	1,137,305 TMP (tonnes of manufactured product)
Water consumption	12,434,274 m ³ 11.8 m ³	12,032,822 m ³ consumed Equivalent to 10.6 m ³ per tonne of manufactured product
Water sourcing	9,281,434 m ³ 2,802,329 m ³ 350,510 m ³	9,275,455 m ³ of drilling water 2,391,002 m ³ of urban water 366,365 m ³ of surface water
Energy consumption	3,247,707 GJ (gigajoules) 1,350,776 GJ 1,663,950 GJ 2,082 GJ 48,744 GJ 6,275 GJ 39,749 GJ 29,943 GJ 95,213 GJ 10,975 GJ	3,187,816 GJ of total consumption of which electricity: 1,294,188 GJ of which natural gas: 1,626,199 GJ of which fuel oil (very low sulfur content): 0 GJ of which propane: 60,863 GJ of which LPG: 3,351 GJ of which domestic fuel oil: 34,036 GJ of which biomass: 54,953 GJ of which purchase of steam: 98,447 GJ of which biogas: 15,779 GJ
	Electricity consumption by country:	
	50%	51% France
	24%	22% Canada
	13%	13% United States
	4%	4% Portugal

CSR Reporting: note on methodology

Indicator	2012-2013	2013-2014
	3%	4% Poland
	2%	3% Hungary
	2%	2% Germany
	1%	2% Russia
	0.5%	0.6% Brazil
Production of ordinary waste	43,802 tonnes 41.5 kg	45,001 tonnes <i>i.e.</i> 39.6 kg/TMP
	Treatment:	
	24%	Industrial landfill: 22%
	4%	Energy recovery: 6%
	72%	Recycling: 72%
Production of special waste	262 tonnes 0.25 kg	182 tonnes <i>i.e.</i> 0.16 kg/TMP
Production of green waste	576,361 tonnes 546 kg	487,318 tonnes <i>i.e.</i> 428 kg/TMP
	Use:	
	3%	Agricultural spreading: 2.7%
	77%	Animal feed: 88%
	1%	Energy recovery: 0.7%
	19%	Marketable product: 8%
	1%	Other (compost): 0.6%
Pollution discharge	Breakdown of treatment in m3:	
	85%	86% m ³ discharged to treatment plant
	10%	11% m ³ discharged for spreading after pretreatment
	2%	3% m ³ discharged directly for spreading on crops
	3%	0% m ³ discharged as clean effluent
	Discharge of pollutants and proportion treated:	
	24,591 tonnes of BOD	44,392 tonnes of COD* produced at production facilities
	84%	69% of COD treated at Bonduelle treatment plants
	13%	27% of COD treated by the soil and plant cover (controlled agricultural spreading)
	2%	2% of COD treated at external treatment plants
	0.6%	2% of COD discharged into the natural environment in compliance with regulations
Biosolids	1,936 tonnes 1,591,006 Nm ³	Production of 2,180 tonnes of dry biological sludge Production of 1,576,263 Nm ³ of biogas.

* Change in the unit of measurement from biological oxygen demand (BOD) in 2012-2013 to chemical oxygen demand (COD) in 2013-2014.

Indicator	2012-2013	2013-2014
Packaging	146,140 tonnes	150,845 tonnes
	Breakdown by type of material:	
	57.6%	Metal cans: 55.7%
	20.3%	Cardboard: 19.9%
	9.8%	Glass jars: 12.3%
	5.1%	Plastic film: 4.9%
	3.6%	Lids: 2.8%
	1.6%	Plastic trays: 1.6%
	2.1%	Labels and other: 2.8%
Expenditure for minimizing the impact of activities on the environment	€3,777,825	Wastewater and sludge treatment: €1,816,014
	€241,403	Industrial and green waste: €181,172
	€3,253,175	Air and energy: €5,242,105
Greenhouse gas emissions (expressed in tonnes of carbon dioxide equivalent – tCO₂e)	68,383 tCO ₂ e	77,734 tCO ₂ e from indirect emissions (purchase of electricity and steam)
	121,205 tCO ₂ e	110,180 tCO ₂ e from direct emissions (purchase of fossil energy, refrigerant fluid leaks)
Emissions of ozone depleting gas	2,446 tCO ₂ e	475 tCO ₂ e for R22, R134A, R404A and R422A

TRANSPORTATION (EXCL. CANADA AND THE USA)

Indicator	2012-2013	2013-2014
CO₂ emissions (tonnes)	15,657 tonnes of CO ₂ 16,716 tonnes of CO ₂ 72,941 tonnes of CO ₂ 105,314 tonnes of CO ₂	Upstream agricultural transport, 15,698 tonnes of CO ₂ Inter-site, 14,645 tonnes of CO ₂ Distribution, 76,568 tonnes of CO ₂ <i>i.e.</i> 106,911 tonnes of CO ₂ (excl. Canada and the United States)
Ratio of kg of CO₂/tonnes	18 kg CO ₂ 20 kg CO ₂ 75 kg CO ₂	Upstream agricultural transport, 19 kg CO ₂ emitted/tonne transported Inter-site, 19 kg CO ₂ emitted/tonne transported Distribution, 74 kg CO ₂ emitted/tonne transported

CSR Reporting: note on methodology

COMMITMENTS TO SOCIAL RESPONSIBILITY AND CIVIL SOCIETY**COMMITMENTS TO CIVIL SOCIETY**

Indicator	2012-2013	2013-2014
Workforce	6,736 permanent 9,758 full-time equivalent	6,983 permanent 9,569 on permanent, fixed-term, seasonal and other contracts (FTE)

Total employees by type of employment contract and geographical area (full-time equivalent)

	France	Europe excl. France	Non-Europe	Total
Permanent	3,343	1,422	2,058	6,824
Non-Permanent	300	137	95	532
Seasonal	628	441	637	1,706
Other	217	167	123	507

Total employees by gender, age, status and geographical area (permanent staff)

	France	Europe excl. France	Non-Europe	Total
Women	1,390	625	760	2,775
Men	1,986	875	1,347	4,208
Executive	693	316	223	1,232
Non-Executive	2,683	1,184	1,884	5,751
Permanent employees aged under 26 ans	122	36	177	335
Permanent employees aged 26 - 35 ans	678	356	490	1 524
Permanent employees aged 36 - 45 ans	993	518	514	2 025
Permanent employees aged 46 - 49 ans	371	180	193	744
Permanent employees aged 50 - 55 ans	661	230	345	1 236
Permanent employees aged over 55 ans	551	180	388	1 119

Indicator	2012-2013	2013-2014
Seniority (permanent staff):	0 to 3 years: 1,530 4 to 9 years: 1,571 >9 years: 3,635 Average seniority: 13.29	0 to 3 years: 1,910 4 to 9 years: 1,476 >9 years: 3,597 Average seniority: 12.81
New hires, in number of contracts:	Permanent contract: 589 Fixed-term contract: 1,095 Seasonal: 4,986	Permanent contract: 784 Fixed-term contract: 1,187 Seasonal: 6,473
Workers with a disability	232 (full-time equivalent)	268 (full-time equivalent)
Total group turnover	11.64% *	12.84% *

■ Departures by type of contract

		France	Europe excl. France	Non-Europe	Total
Executive	Due to layoff	9	9	3	21
	Due to a death, retirement, agreed departure.	15	1	5	21
	Due to the employee (resignation, end of probationary period)	17	12	6	35
	Due to transfer	20	0	0	20
Non-Executive	Due to layoff	76	65	198	339
	Due to a death, retirement, agreed departure	70	94	78	242
	Due to the employee (resignation, end of probationary period)	172	92	667	931
	Due to transfer	13	1	6	20

■ Turnover by gender *

	France	Europe excl. France	Non-Europe	Total
Turnover – Women	5.0%	8.3%	24.3%	11.24%
Turnover – Men	6.9%	9.8%	27.0%	13.96%
Departures – Women	94	78	269	441
Departures – Men	180	121	487	788

■ Turnover by age *

	France	Europe excl. France	Non-Europe	Total
Turnover of employees aged under 26	1.5%	2.6%	8.9%	3.99%
Turnover of employees between 26-35	1.7%	2.7%	6.9%	3.51%
Turnover of employees between 36-45	0.8%	1.6%	3.7%	1.86%
Turnover of employees between 46-49	0.3%	0.6%	1.6%	0.77%
Turnover of employees between 50-55	0.3%	0.6%	1.8%	0.83%
Turnover of employees aged 55+	1.5%	1.1%	3.1%	1.88%
Departures of employees under 26	67	57	258	382
Departures of employees between 26-35	76	59	201	336
Departures of employees between 36-45	34	35	109	178
Departures of employees between 46-49	14	12	48	74
Departures of employees between 50-55	15	13	51	79
Departures of employees aged 55+	68	23	89	180

Indicator	2012-2013	2013-2014
Training	1.57%	% of gross payroll: 1.6%
	123,795	Number of training hours: 168,293
	23 hours	Average training duration per individual: 27 hours
	39.08% women	Breakdown of training hours by gender: 29.48% women
	60.92% men	and 70.52% men
Safety conditions	11.75	Frequency of work-related accidents: 9.22
	0.61	Work-related accidents severity rate: 0.42
	1.39	Severity rate of occupational diseases for France: 1.00

* Scope: departures at the request of the employee, due to death, retirement or agreed departure.

CSR Reporting: note on methodology

■ Breakdown of work-related accidents

	France	Europe excl. France	Non-Europe	Total
Women – Frequency rate	14.56	6.75	6.21	10.16
Men – Frequency rate	12.26	8.53	4.30	8.61
Frequency rate	13.20	7.80	4.98	9.22
Women – Number of work-related accidents with lost time	42	10	12	64
Men – Number of work-related accidents with lost time	51	18	15	84
Number of work-related accidents with lost time	93	28	27	148
Women – Severity rate	1.04	0.16	0.38	0.63
Men – Severity rate	0.41	0.31	0.13	0.29
Severity rate	0.67	0.25	0.22	0.42
Women – Number of lost days due to work-related accidents	3,005	231	727	3,963
Men – Number of lost days due to work-related accidents	1,713	655	458	2,826
Lost days due to work-related accidents	4,718	886	1,185	6,789

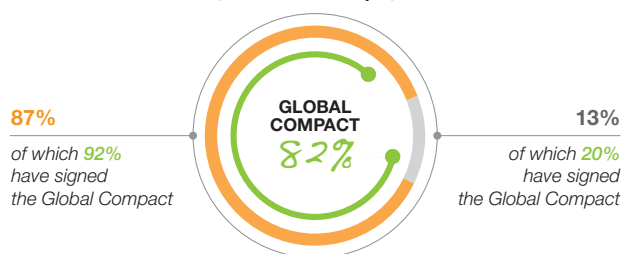
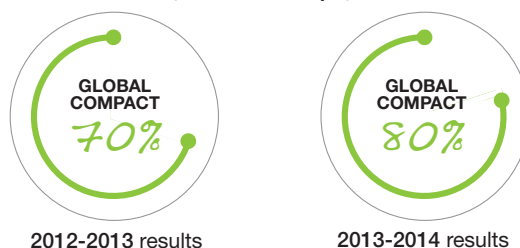
	France	Europe excl. France	Non-Europe	Total
Women – Occupational disease severity rate	1.95	NA	NA	1.95
Men – Occupational disease severity rate	0.33	NA	NA	0.33
Occupational disease severity rate	1.00	NA	NA	1.00
Women – Number of lost days for work-related accidents and occupational disease	5,632	NA	NA	5,632
Men – Number of lost days for work-related accidents and occupational disease	1,382	NA	NA	1,382
Number of lost days for work-related accidents and occupational disease	7,014	NA	NA	7,014
Data not available				

Indicator	2012-2013	2013-2014
Industrial restructuring	454	Staff affected by industrial restructuring plans who have received outplacement support: 0
Work time organization	15,914,984 4.46%	Number of hours worked: 16,058,864 Absenteeism rate: 3.42%
Remuneration and development	€241,900,106 80.45% 87.13% women and 78.70% men	Amount of remuneration (permanent + fixed-term + seasonal contracts): €246,789,278 Percentage of employees receiving regular performance and career development reviews: 78.05% Breakdown by gender of employees receiving regular performance and career development reviews: 77.71% women and 78.28% men

COMMITMENTS TO ECONOMIC PARTNERS

Scope *	Indicator	
	Proportion of the budget accounted for with commitment to respecting the principles of the Global Compact (contract and non-contract)	
	2012-2013	2013-2014
France	77%	85%
Hungary	85%	87%
Poland	70%	78%
Germany	34%	42%
Italy	---	43%
Portugal	---	9%
Russia	---	64%
TOTAL ALL COUNTRIES – 2012-2013 SCOPE	70%	80%
Canada		96%
TOTAL ALL COUNTRIES – 2013-2014 SCOPE		82%

* Purchases made by the group, including metal cans, cardboard boxes and packing wrap, vegetables and ingredients used in its recipes and not grown or produced by the group, energy, animal products, advertising and communication and seeds. This scope varies by country.

2013 PURCHASING INDICATORS = PROPORTION OF THE BUDGET ACCOUNTED FOR WITH COMMITMENTS TO RESPECTING THE PRINCIPLES OF THE GLOBAL COMPACT
■ ALL COUNTRIES (2013-2014 scope)

■ ALL COUNTRIES (2012-2013 scope)


- Percentage of budget covered by BONDUELLE contracts
- Percentage of budget covered solely by tariff agreements
- Percentage of the budget accounted for with commitments to respecting the principles of the Global Compact

CSR Reporting: note on methodology

RESPONSIBILITY TO CONSUMERS

Indicator	2012-2013	2013-2014
Total quality control personnel	589 employees	598 employees (full-time equivalent), of which:
	8.3%	<ul style="list-style-type: none"> 8.8% in the subsidiaries' Quality Control Departments and in the Purchasing Department
	35.9%	<ul style="list-style-type: none"> 33.7% in the plants' Quality Control Departments
	40.4%	<ul style="list-style-type: none"> 44.9% in quality control on the production lines
	18.1%	<ul style="list-style-type: none"> 12.7% in controls on receipt
Certified factories	17 sites	16 sites are ISO 9001 certified
	1 site	2 sites are ISO 22000 certified
	23 sites	22 sites are IFS-certified
	4 sites	5 sites are FSSC 22000-accredited
	17 sites	15 sites are BRC-certified (British Retail Consortium)
	4 sites	3 sites are SQF-accredited
	9 sites	11 produce certified "organic" produce
Customer services	1 Customer Services Department	1 Customer Services Department operates in each country
Purchases of prepared vegetables	78 suppliers	92 suppliers (excluding vegetable producer partners) have signed the simplified charter (<i>i.e.</i> 32%)
	32%	
	277 analyses	439 phyto and TME analyses carried out, of which 94% were in compliance
	96%	
	44 suppliers	59 suppliers have been audited (<i>i.e.</i> 21%)
	18%	
	126 suppliers	93 suppliers have been assessed (<i>i.e.</i> 32%)
	51%	

2.7 Glossary and acronyms

GLOSSARY

Agronomy

Science of agriculture.

Biodiversity

Biodiversity is a generic term used to refer to the diversity and richness in living species inhabiting the Earth, a region or an ecosystem. It is assessed in terms of the number of different genes, species and ecosystems in a given geographical area.

This notion applies to the different species of plants and animals, from monocellular organisms to the most complex organisms.

Biogas

Biogas is the gas resulting from the biodegradation of organic animal or plant matter when no oxygen is present. It is primarily comprised of methane and carbon dioxide. It is produced in waste storage facilities or in methane digesters. It is combustible and can be recycled as energy.

Biological oxygen demand (BOD)

Amount of oxygen necessary to break down organic matter (biodegradable) biologically (oxidation of biodegradable organic matter using bacteria). The biological oxygen demand (BOD) is an indicator of the level of pollution of water, which enables assessment of the biodegradable fraction of the carbon pollution load of waste water.

Biomass

Biomass is a term used in ecology to refer to the total mass of living organisms in a given biotope at a given moment. It can be measured by surface unit for a land environment or by volume unit for an aquatic environment.

Carbon Disclosure Project

The Carbon Disclosure Project (CDP) is an organization whose objective is to enlighten the investment decisions of its members by informing them of how *carbon constraints* and climate change can impact companies. Each year, the CDP sends major global corporations a questionnaire on how they are responding to climate change (strategy, risks and opportunities, etc.) and on their greenhouse gas emissions (GHG: direct, indirect and other indirect emissions, objectives and reduction policy, etc.). The CDP helps improve the quality of the information published by companies, by creating a worldwide database of GHG emissions.

Carbon footprint

Measure of the volume of carbon dioxide (CO₂) emitted by the burning of fossil fuels, by companies or living organisms.

Chemical Oxygen Demand (COD)

Oxygen concentration, expressed in mg/l, equivalent to the quantity of oxidant consumed and matter dissolved or in suspension when a sample of water is treated with this oxidant under specified conditions.

Cleanlabel

Literally means clear, clean and understandable food labeling, which excludes technical terms as well as certain artificial ingredients.

Cogeneration

A simultaneous production method in which two different energy forms are produced in the same process.

Ecological footprint

The ecological footprint is a measure of the pressure being placed on nature by Humans. This tool is used to assess the productive surface required by a population to satisfy its consumption of resources and its requirements in terms of waste absorption.

Effluents

Usually refers to used domestic and urban waste water (effluents are received by Bonduelle's waste water treatment plants) and, by extension, waste water from industrial processes.

Energy performance

The energy performance of an operation or a technology is measured by the ratio of the energy provided to the energy used. In energy techniques, energy performance can be used to ensure that more energy is recovered than has been used.

Environmental impact

Environmental impact refers to all qualitative, quantitative and functional environmental modifications (negative and positive) resulting from a project, process, procedure, one or more organisms and one or more products, from its conception to its end-of-life.

Enzymes

Molecules naturally present in vegetables, which are involved in chemical reactions and result in loss of color or the appearance of undesirable tastes.

Glossary and acronyms

Global Compact

The Global Compact was launched in January 2000 at the World Economic Forum in Davos by Kofi Annan, the then-Secretary-General of the United Nations. The goal of the Global Compact is to align the power of markets with individual ideals in order to place greater responsibility on businesses.

GRI Guidelines

The *Global Reporting Initiative* is an independent organization that brings together stakeholders from different backgrounds: companies, NGOs, universities, researchers, trade unions. The GRI develops the international directives intended to structure and standardize organizations' management reports in terms of sustainable development. The GRI's main contribution has been the definition of guidelines covering almost 80 (extra-financial) indicators used to measure and monitor the performance of organizations' Corporate Social Responsibility policies.

Inputs

In agriculture, "inputs" are the various products used on land and crops. This term includes fertilizers and soil enrichment products (elements used to improve the physical and chemical properties of the soil, such as sand, peat and lime, etc.).

Integrated or Ecologically Intensive Agriculture (EIA)

Agricultural method that prioritizes agronomy (working the soil, crop rotation, intermediate crops, etc.). The main objective is to optimize the producer's economic results while minimizing the quantities of input materials (particularly chemical substances such as fertilizers or other phytosanitary products) in order to limit their negative impacts on the environment as much as possible.

Methanation

Natural treatment of organic waste leading to combined production of a gas which may be converted into energy (biogas), produced from the biological breakdown of organic matter in an environment with very little air (called "anaerobic fermentation" as there is no oxygen), and a digestate ("digested" waste), which is usable in its raw state or after treatment (dehydration and composting, sanitation) as a compost.

Palm Oil

Palm oil is an oil extracted from the pulp of oil palm tree fruits using a hot pressure system. Around 100 kg of fruit produces 22 kg of oil.

Pests

Living organisms such as viruses, bacteria, fungi and parasites.

Phytosanitary products

A phytosanitary product is a product used to treat or prevent diseases in plants.

Seed company

A seed company is a business dedicated to the production of seeds for the cultivation of plants through agriculture.

Strip-till

Crop planting technique which involves working a strip of land a few centimeters wide around the seed row.

Tonnes of manufactured product (TMP)

Tonnes of manufactured product correspond to net drained weight.

Weed

Refers to a plant that grows naturally among crops and whose presence is harmful to them to a greater or lesser degree. (The harmfulness of weeds can be seen by the effects of competition with the crop for water, light and mineral elements contained in the soil.)

ACRONYMS

- **ADEPALE:** *Association des entreprises de produits alimentaires élaborés* (Association of Food Processing Industries – France).
- **AETMD:** *Association européenne des transformateurs de maïs doux* (European Association of Sweet Corn Producers).
- **Agro-Transfert ressources et territoires:** This organization was created by the *Conseil Régional de Picardie*, the *Institut national de la recherche agronomique* (INRA) and the agricultural chambers of Picardie. It is both an application platform and a network for the transfer of agronomic research.
- **ANIA:** *Association nationale des industries alimentaires* (National Food Industry Association – France).
- **ANICC:** *Association nationale interprofessionnelle du champignon de couche* (National Joint Trade Association of Cultivated Mushrooms Producers – France).
- **ANIFELT:** *Association nationale interprofessionnelle des fruits et légumes transformés* (National Joint Trade Association of Fruit and Vegetable Processors – France).
- **CTCPA:** *Centre technique agro-alimentaire* (Agri-foods Technical Center – France).
- **ECOPAR:** *Compagnie pour la participation éco-emballages* (Eco packaging company – France).
- **EDHEC:** *École des hautes études commerciales*.
- **FIAC:** *Fédération française des industries d'aliments conservés* (French Preserved Food Industry Federation).
- **GHG:** Greenhouse gas.
- **IAD:** *Institut de l'agriculture durable* (Institute for Sustainable Agriculture – France).

- **ILEC:** *Institut de liaisons et d'études des industries de consommation* (Institute for Consumption Industry Liaison and Research – France).
- **IFT:** Frequency indicator of phytosanitary treatments.
- **GMO:** Genetically modified organism. Bonduelle products do not contain GMOs, in accordance with current regulations.
- **ORSE:** *Observatoire de la responsabilité sociétale des entreprises* (Corporate Social Responsibility Observatory – France).
- **CSR:** Corporate Social Responsibility.
- **PROFEL:** *Organisation européenne des industries transformatrices de fruits et légumes* (European Association of Fruit and Vegetable Processing Industries).
- **SFPAE:** *Syndicat des fabricants de fruits et légumes prêts à l'emploi* (Union of Prepared Fruit and Vegetables Producers – France).
- **SYNAFAP:** *Syndicat des fabricants de produits traiteurs frais* (Union of Freshly Prepared Products Producers – France).
- **UNILET:** *Union nationale interprofessionnelle des légumes transformés* (National Processed Vegetable Trade Association).
- **UPPIA:** *Union pour la promotion des industries conserve appertisé* (Union for the Promotion of Canned Foods – France).

3

Corporate governance

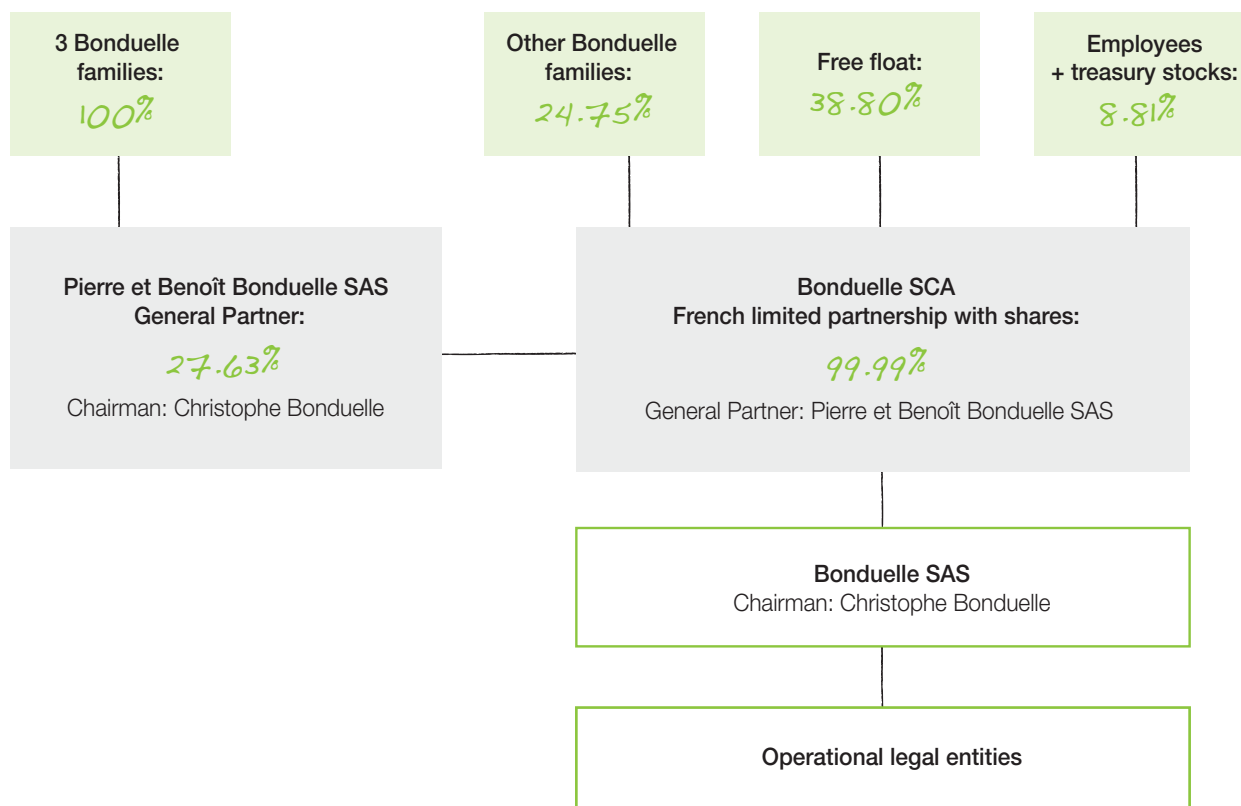
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3.1 Administrative, management and supervisory bodies

3.1.1 Group organization/legal structures and Shareholder structure

Bonduelle's shareholding structure has a large family dimension that provides the group with stability and continuity.



The way in which operational legal entities are organized does not reflect the Company's production, sales and marketing structures. Operations are organized around Europe and non-Europe zones through business units.

3.1.2 Bonduelle SCA

THE LIMITED PARTNERSHIP WITH SHARES COMPRISES TWO TYPES OF PARTNERS:

- the company Pierre et Benoît Bonduelle SAS, owned by three families, is the General Partner, and therefore has joint and several unlimited liability for the Company's obligations. Elected from among the Company's members, the Ownership Strategy Committee has eight members and is responsible for deciding on the ownership options of the family General Partners; its members are also directors of Bonduelle SAS. The Ownership Strategy Committee decides the General Partner's position on the strategic proposals submitted to the Board of Directors of Bonduelle SAS. The decisions of the Ownership Strategy Committee influence the positions taken by the Board of Directors through the persons who are members of both decision-making bodies;
- the liability of the Shareholder Partners (other family members, free float and employees) is the same as that of the Shareholders of a limited company: it is limited to the investment.

THE SUPERVISORY BOARD

It is responsible for monitoring the management of the Company on an ongoing basis (reviewing the financial statements, assessing the conduct of Company business) on behalf of the Shareholder partners.

The composition of the Supervisory Board (whose eight members are independent) ensures that it has the expertise, independence and availability to accomplish its duties and represent the interests of Shareholders.

Members:

- Isabelle Danjou, *Chairwoman*
- Daniel Bracquart, *Vice-Chairman*
- Laurent Bonduelle
- Martin Ducroquet
- Matthieu Duriez
- Élisabeth Minard
- Yves Tack
- Marie-France Tisseau

AUDIT COMMITTEE

Set up by the Supervisory Board, this Committee is responsible for reviewing the financial statements, evaluating internal controls and assessing the annual audit programs of the Statutory Auditors.

Members:

- Yves Tack, *Chairman*
- Daniel Bracquart
- Isabelle Danjou
- Marie-France Tisseau

3.1.3 Bonduelle SAS

EXECUTIVE COMMITTEE

The Executive Committee comprises the Chief Executive Officers of Bonduelle's business units located within and outside Europe, together with the group's Chairman, the Chief Financial and Human Resources Officers. For the implementation of policies relating to European businesses, this Committee is supported by the European Operating Committee (EOC), which comprises the directors of the region's business units and the heads of the Central Departments who are members of the Executive Committee.

Members:

- Christophe Bonduelle, *Chairman*

Business units in Europe

- Pascal Bredeloux, Chief Executive Officer Bonduelle Fresh Europe
- Philippe Carreau, Chief Executive Officer Bonduelle Europe Long Life

Business units outside Europe

- Benoît Bonduelle, Chief Executive Officer Bonduelle Development
- Daniel Vielfaure, Chief Executive Officer Bonduelle Americas

Central Departments

- Bruno Rauwel, Human Resources Officer
- Grégory Sanson, Chief Financial Officer

BOARD OF DIRECTORS

The Board of Directors comprises members of the Bonduelle family and independent directors. It is responsible for defining the Company's strategy and investment policy.

Members:

- Christophe Bonduelle, *Chairman* ;
- Benoît Bonduelle
- François Bonduelle
- Jean-Bernard Bonduelle
- Jérôme Bonduelle
- Marc Bonduelle
- Guillaume Debrosse
- Pierre Deloffre
- Thomas Derville
- Hubert Mulliez
- Philippe Vasseur

Administrative, management and supervisory bodies**COMPENSATION COMMITTEE**

The Compensation Committee, which is entirely independent, is comprised of the following members:

- Pierre Deloffre
Chairman of the Committee, former Chief Executive Officer of the Bonduelle Group;
- José-Maria Aulotte
Director of Human Resources of Arc International;
- Yves Delloye
Associate Director of Transearch;

- Thomas Derville
Former Chairman of Amora-Maille;
- Antoine Fiévet
Chairman of the Executive Board of Unibel.

This Committee sets compensation for Bonduelle SAS' Executive Management and employees who are members of the Bonduelle family. It also offers an opinion on the compensation policy for certain other Executive Directors.

3.2 Information regarding Corporate Officers

Christophe Bonduelle

**Legal representative of Pierre et Benoît Bonduelle SAS,
General Partner of Bonduelle SCA**

First appointed: 06/17/1995

Open-ended appointment

Based in "La Woestyne" 59173 Renescure, France

57,968 shares held on own account ⁽¹⁾

Nationality: French

Board attendance rate: 100%

Consolidated companies:

Chairman of Bonduelle SAS

Chairman of Bonduelle Canada

Chairman of the Supervisory Board of Bonduelle Central Europe

Chairman of the Board of Directors of Bonduelle Iberica

Chairman of the Board of Directors of Bonduelle Italia

Director of Bonduelle Nederland B.V.

Director of Bonduelle Nordic

Chairman of the Board of Directors of Bonduelle Northern Europe

Chairman of Bonduelle Ontario

Chairman of the Supervisory Board of Bonduelle Polska

Chairman of the Board of Directors of Bonduelle Portugal

Chairman of Terricole

Chairman of Bonduelle US Holding

Chairman of Bonduelle USA

Chairman of the Board of Directors of Bonduelle SA de CV

Director of Gelagri SAS

Director of Gelagri Bretagne

Director of Bonduelle Kuban

Other companies:

Chairman of Pierre et Benoît Bonduelle SAS

Director of Crédit du Nord Bank

Manager of Chanvoleau SCI

Manager of L'Amirauté SC

Manager of the Groupement Forestier de Bellebrune

Manager of Etienfort SC

Manager of the Groupement Foncier Agricole des Calinques

Isabelle Danjou

**Chairwoman of the Supervisory Board of Bonduelle SCA
Member of the Audit Committee**

Independent member

First appointed: 12/07/2006

Term of office expires: Ordinary Shareholders' Meeting 2015

Based in "La Woestyne" 59173 Renescure, France

69,020 shares held on own account ⁽¹⁾

Nationality: French

Board attendance rate: 100%

Holds a doctorate in management science, was Project Manager at the Regional Development Agency from 1986 to 1997, Research director at ESC Lille business school from 1998 to 2006 and had a book published by L'Harmattan entitled: *Entreprendre, la passion d'accomplir ensemble* ("Enterprising: the passion for achieving together"). Since then, has worked as a consultant and trainer in human relations.

Daniel Bracquart

**Vice-Chairman of the Supervisory Board of Bonduelle SCA
Independent member**

First appointed: 12/10/2003

Term of office expires: Ordinary Shareholders' Meeting 2015

Based in "La Woestyne" 59173 Renescure, France

29,184 shares held on own account ⁽¹⁾

Nationality: French

Board attendance rate: 100%

Other companies:

Director of ID GROUP SA

Manager of Jutiver SCI

Was successively, between 1975 and the end of 2002: engineer, production facility director, industrial director, Chief Executive Officer and Chairman of the Executive Board of the Bonduelle Group. Retired in July 2004; since then is director of various companies, Vice-Chairman of the Supervisory Board and Member of the Audit Committee; was Chairman of the Compensation Committee of the Bonduelle Group from 2002 to 2012.

(1) Shares held by the named individual, excluding shares held via a company in accordance with the provisions of the Afep-Medef Code.

Information regarding Corporate Officers

Laurent Bonduelle**Member of the Supervisory Board of Bonduelle SCA**
Independent member

First appointed: 12/05/2013

Term of office expires: Ordinary Shareholders' Meeting 2016

Based in "La Woestyne" 59173 Renescure, France

36,924 shares held on own account ⁽¹⁾

Nationality: French

Board attendance rate: 50%

Other companies:

Manager of RESOLUTION SARL

Manager of Aubepure SARL

Graduate of the Institut Supérieur de Gestion and holding an Executive MBA from HEC; spent 18 years at Papeteries Dalle&Lecomte/Sibille in export and then at Ahlstrom in R&D: external growth (sourcing international partnerships) and internal growth (developing new technologies); in 2004 founded an innovative company, now a leader in its sector, that has been designing, manufacturing and selling treatment systems for plant protection product effluent since 2007. Is Founding Manager of RESOLUTION SARL and Aubepure SARL.

Martin Ducroquet**Member of the Supervisory Board of Bonduelle SCA**
Independent member

First appointed: 12/06/2012

Term of office expires: Ordinary Shareholders' Meeting 2015

Based in "La Woestyne" 59173 Renescure, France

2,000 shares held on own account ⁽¹⁾

Nationality: French

Board attendance rate: 100%

Other companies:

Manager of Tactus SARL

Has performed roles at Siparex Private Equity for almost ten years, including as director of Investment. In this respect, was permanent representative on various Boards of Directors and Supervisory Boards of non-listed companies. Currently Manager of Tactus.

Matthieu Duriez**Member of the Supervisory Board of Bonduelle SCA**
Independent member

First appointed: 12/08/2011

Term of office expires: Ordinary Shareholders' Meeting 2014

Based in "La Woestyne" 59173 Renescure, France

15,034 shares held on own account ⁽¹⁾

Nationality: French

Board attendance rate: 100%

Other companies:

Manager of Duriez Amo SARL

Chairman of Duriez Invest SAS

Chairman of Amo Développement SAS

Member of the Supervisory Board of Modul SAS

Trained as an architect and worked in this capacity for 15 years. Property developer and project management assistant since 2002. Formed AMO DEVELOPPEMENT in 2009. In 2012 founded LES SERENIES SAS serviced retirement homes and in 2013 founded the Dklic Immo real estate agency serving first-time home buyers (*ça y est j'achète*).

Elisabeth Minard**Member of the Supervisory Board of Bonduelle SCA**
Independent member

First appointed: 12/02/2010

Term of office expires: Ordinary Shareholders' Meeting 2016

Based in "La Woestyne" 59173 Renescure, France

66,664 shares held on own account ⁽¹⁾

Nationality: French

Board attendance rate: 100%

Head of a textile company from 1975 to 2008. Has devoted herself to painting since 2008. Member of the Maison des Artistes and exhibits her work in a number of galleries.

(1) Shares held by the named individual, excluding shares held via a company in accordance with the provisions of the Afep-Medef Code.

Yves Tack**Member of the Supervisory Board of Bonduelle SCA****Chairman of the Audit Committee****Independent member**

First appointed: 12/01/2004

Term of office expires: Ordinary Shareholders' Meeting 2016

Based in "La Woestyne" 59173 Renescure, France

4,000 shares held on own account ⁽¹⁾

Nationality: Belgian

Board attendance rate: 100%

Other companies:

Director of Sedev SA

Chairman of Massai SAS

Manager of Dumaco

Manager of Le Moulin Blanc SCI

Director of Verywear SA

Partner-Manager of Girls SC

Partner-Manager of Team TT SC

Manager of Totem SARL

Spent the first ten years of his career in the United States, working in financial analysis and portfolio management. Formed Dessauer & Tack Asset Management in Boston, before founding Global Equities in Paris and becoming Equity Department director at BNP Paribas Capital Markets in London. Returning to his native Northern France, directed Participex, a listed expansion and buyout capital company, until it was sold to Crédit Agricole. Currently a consultant to various family-owned companies advising on their strategic direction, in terms of both operations and capital structure. Also Chairman of the Business Angels club in the Nord-Pas de Calais region, Chairman of the French Institute of Directors and Member of the Financial Committee of the French Muscular Dystrophy Association.

Marie-France Tisseau**Member of the Supervisory Board of Bonduelle SCA****Member of the Audit Committee and member of the Ethics Committee****Independent member**

First appointed: 12/08/2011

Term of office expires: Ordinary Shareholders' Meeting 2014

Based in "La Woestyne" 59173 Renescure, France

37,874 shares held on own account ⁽¹⁾

Nationality: French

Board attendance rate: 100%

Holds a law degree with specialization in commercial law.

From 1970 to 2008, worked in Paris as Legal Advisor, then Legal

Counsel, specializing in Corporate Law and Tax Law for family-owned

companies and French subsidiaries of foreign companies.

Retired on April 1, 2008.

(1) Shares held by the named individual, excluding shares held via a company in accordance with the provisions of the Afep-Medef Code.

Information regarding Corporate Officers

Changes in the composition of the Board

Date of Shareholders' Meeting	Appointed	Re-appointed	Left	Criteria to diversify the composition of the Board
12/5/2013	Laurent Bonduelle *	Elisabeth Minard Yves Tack	Louis Bonduelle	International experience

* Mr. Laurent Bonduelle was appointed to replace Mr. Louis Bonduelle at the Shareholders' Meeting of December 5, 2013.

Independence of members of the Board with regard to the criteria defined in the Afep-Medef Code

Independent members of the Board	Isabelle Danjou	Daniel Bracquart	Laurent Bonduelle	Martin Ducroquet	Matthieu Duriez	Elisabeth Minard	Yves Tack	Marie-France Tisseau
Description	Independent	Independent	Independent	Independent	Independent	Independent	Independent	Independent
Not be an employee of the Company or of a consolidated company and not have been one in the last five years	X	X	X	X	X	X	X	X
Not be a Corporate Officer of a company in which the Company has a direct or indirect corporate function or in which a Corporate Officer of the Company has a corporate function	X	X	X	X	X	X	X	X
Not be a customer, supplier or major banker of the Company or one for which the Company represents a significant portion of its business	X	X	X	X	X	X	X	X
Not have close family ties with a Corporate Officer ⁽¹⁾	X	X	X	X	X	X	X	X
Not be or have been an Auditor of the Company in the last five years	X	X	X	X	X	X	X	X
Not be a member of the Board of the Company for more than 12 years ⁽²⁾	X	X	X	X	X	X	X	X
Not be a Shareholder with a measure of control over the Company or its parent company (threshold of 10% of equity or voting rights) ⁽³⁾	X	X	X	X	X	X	X	X

The specific independence criteria defined by the Company can be found in the Rules of Procedure of the Supervisory Board available on www.bonduelle.com

(1) Corporate Officers are not related by family less than two generations apart.

(2) The Company has not formally adopted the independence criterion from the Afep-Medef Code limiting the term of office of members of the Supervisory Board to 12 years. All members of the Board nonetheless adhere to the maximum duration of 12 years as of the date of publication of this report.

(3) In accordance with the Company's legal structure as a limited partnership with shares, control is exercised by the General Partner.

3.3 Additional information regarding the management and supervisory bodies

3.3.1 Positions held by Corporate Officers in other companies during the last five years

GENERAL PARTNER: CHRISTOPHE BONDUELLE

Legal representative of Pierre et Benoît Bonduelle SAS,
General Partner of Bonduelle SCA

2009-2010

Consolidated companies:

Chairman of the Board of Directors of Bonduelle SA and DG
Chairman of Bonduelle Canada
Member of the Supervisory Board of Bonduelle Central Europe
Chairman of the Board of Directors of Bonduelle Iberica
Chairman of Bonduelle Italia
Chief Executive Officer of Bonduelle Limited
Chief Executive Officer of Bonduelle Nederland BV
Director of Bonduelle Nordic
Director of Bonduelle Northern Europe
Chairman of Bonduelle Ontario
Chairman of the Supervisory Board of Bonduelle Polska
Director of Bonduelle Portugal
Chairman of Terricole
Member of the Supervisory Board of Champiloire
Advisor to Fresco Italia
Director of La Corbeille Groep

Other companies:

Chairman of the Management Board of P & B Bonduelle SAS
Director of La Plaine SAS
Director of Lesaffre & Cie
Manager of Chanvoleau SCI
Manager of L'Amiraute SC

2010-2011

Consolidated companies:

Chairman of the Board of Directors of Bonduelle SAS and DG
Chairman of Bonduelle Canada
Member of the Supervisory Board of Bonduelle Central Europe
Chairman of the Board of Directors of Bonduelle Iberica
Chairman of Bonduelle Italia
Chief Executive Officer of Bonduelle Limited
Chief Executive Officer of Bonduelle Nederland BV
Director of Bonduelle Nordic
Director of Bonduelle Northern Europe
Chairman of Bonduelle Ontario
Chairman of the Supervisory Board of Bonduelle Polska
Director of Bonduelle Portugal
Chairman of Terricole
Chairman of the Supervisory Board of Champiloire SA

Other companies:

Chairman of the Management Board of Pierre et Benoît Bonduelle SAS
Director of La Plaine SAS
Director of Lesaffre & Cie
Director of Crédit du Nord Bank
Manager of Chanvoleau SCI
Manager of L'Amiraute SC

2011-2012

Consolidated companies:

Chairman of Bonduelle SAS
Chairman of Bonduelle Canada
Chairman of the Supervisory Board of Bonduelle Central Europe
Chairman of the Board of Directors of Bonduelle Iberica
Chairman of the Board of Directors of Bonduelle Italia
Director of Bonduelle Nederland BV
Director of Bonduelle Nordic
Chairman of the Board of Directors of Bonduelle Northern Europe
Chairman of Bonduelle Ontario
Chairman of the Supervisory Board of Bonduelle Polska

Additional information regarding the management and supervisory bodies

Chairman of the Board of Directors of Bonduelle Portugal
 Chairman of Terricole
 Chairman of Bonduelle US Holding
 Chairman of Bonduelle USA
 Chairman of the Board of Directors of Bonduelle SA de CV
 Director of Gelagri SAS
 Director of Gelagri Bretagne

Other companies:

Chairman and Chief Executive Officer of Pierre et Benoît
 Bonduelle SAS
 Director of Crédit du Nord Bank
 Manager of Chanvoleau SCI
 Manager of L'Amiraute SC
 Manager of the Groupement Forestier de Bellebrune
 Manager of Etienfort SC
 Manager of the Groupement Foncier Agricole des Calinques

2012-2013**Consolidated companies:**

Chairman of Bonduelle SAS
 Chairman of Bonduelle Canada
 Chairman of the Supervisory Board of Bonduelle Central Europe
 Chairman of the Board of Directors of Bonduelle Iberica
 Chairman of the Board of Directors of Bonduelle Italia
 Director of Bonduelle Nederland BV
 Director of Bonduelle Nordic
 Chairman of the Board of Directors of Bonduelle Northern Europe
 Chairman of Bonduelle Ontario
 Chairman of the Supervisory Board of Bonduelle Polska
 Chairman of the Board of Directors of Bonduelle Portugal
 Chairman of Terricole
 Chairman of Bonduelle US Holding
 Chairman of Bonduelle USA
 Chairman of the Board of Directors of Bonduelle SA de CV
 Director of Gelagri SAS
 Director of Gelagri Bretagne

Other companies:

Chairman and Chief Executive Officer of Pierre et Benoît
 Bonduelle SAS
 Director of Crédit du Nord Bank
 Manager of Chanvoleau SCI

Manager of L'Amiraute SC
 Manager of the Groupement Forestier de Bellebrune
 Manager of Etienfort SC
 Manager of the Groupement Foncier Agricole des Calinques

ISABELLE DANJOU**2009 TO 2013**

No positions held in other companies

DANIEL BRACQUART**2009 TO 2010****Consolidated companies:**

No positions held in other consolidated companies

Other companies:

Director of Continentale Nutrition
 Manager of Jutiver SCI
 Manager of Habedia SARL

2010 TO 2011**Consolidated companies:**

No positions held in other consolidated companies

Other companies:

Manager of Habedia SARL
 Manager of Jutiver SCI

2011 TO 2013**Consolidated companies:**

No positions held in other consolidated companies

Other companies:

Manager of Jutiver SCI
 Director of ID GROUP SA

LAURENT BONDUELLE**2009 TO 2013****Consolidated companies:**

No positions held in other consolidated companies

Other companies:

Founding Manager of RESOLUTION SARL
 Founding Manager of Aubepure SARL

MARTIN DUCROQUET**2009 TO 2013****Consolidated companies:**

No positions held in other consolidated companies

Other companies:

Manager of Tactus SARL

MATTHIEU DURIEZ**2009 TO 2013****Consolidated companies:**

No positions held in other consolidated companies

Other companies:

Manager of Duriez Amo SARL

Chairman of Duriez Invest SAS

Chairman of Amo Developpement SAS

ELISABETH MINARD**2009 TO 2013**

No positions held in other companies

YVES TACK**2009****Consolidated companies:**

No positions held in other consolidated companies

Other companies:

Representative of Colam

Co-Manager of Dumaco

Manager of Le Moulin Blanc SCI

Director of Ekkyo SA

Director of Osyris SA

Director of Devianne SA

Director of Disport SA

Director of Mag Vet SA

Director of Carrare SA

Manager of Girls SC

Co-Manager of Team TT SC

Manager of Totem SARL

2010**Consolidated companies:**

No positions held in other consolidated companies

Other companies:

Representative of Colam

Co-Manager of Dumaco

Manager of Le Moulin Blanc SCI

Director of Ekkyo SA

Member of the Monitoring Committee of NFD SAS

Director of Verywear SA

Director of Disport SA

Director of Mag Vet SA

Director of Carrare SA

Manager of Girls SC

Co-Manager of Team TT SC

Manager of Totem SARL

2011**Consolidated companies:**

No positions held in other consolidated companies

Other companies:

Director of Sedev SA

Chairman of Massai SAS

Manager of Dumaco

Manager of Le Moulin Blanc SCI

Director of Ekkyo SA

Director of Verywear SA

Partner-Manager of Girls SC

Partner-Manager of Team TT SC

Manager of Totem SARL

2012**Consolidated companies:**

No positions held in other consolidated companies

Other companies:

Chairman of Massai SAS

Manager of Dumaco

Manager of Le Moulin Blanc SCI

Director of Verywear SA

Partner-Manager of Girls SC

Partner-Manager of Team TT SC

Manager of Totem SARL

2013**Consolidated companies:**

No positions held in other consolidated companies

Other companies:

Director of Sedev SA

Chairman of Massai SAS

Manager of Dumaco

Manager of Le Moulin Blanc SCI

Director of Verywear SA

Partner-Manager of Girls SC

Partner-Manager of Team TT SC

Manager of Totem SARL

MARIE-FRANCE TISSEAU**2009 TO 2013**

No positions held in other companies

3.3.2 Special information regarding the directors and officers of the Company

To the best of the Company's knowledge, and on the date this document was drawn up, during the past five years none of the directors or officers:

- has been convicted of fraud;
- has been involved in a bankruptcy, receivership or liquidation;
- has been subject to incrimination or to an official public sanction handed down by a statutory or regulatory authority;
- has been prevented by a court from acting as a member of an administrative, management or supervisory body, or from being involved in the management or oversight of an issuer's business dealings.

3.3.3 Conflicts of interest involving the Management Board and the Supervisory Board

To the best of the Company's knowledge, and on the date this document was drawn up:

- no conflict of interest has been identified between the corporate duties of the members of the Management Board and the Supervisory Board as directors and officers of the Company and their private interests or other duties;
- no arrangements or agreements have been made with the principal Shareholders, customers or suppliers that specify the appointment of any members of the Supervisory Board;
- the members of the Management Board and the Supervisory Board have not agreed to any restrictions regarding the sale of their holdings in the share capital of the Company other than those described in Section 7.2.3.

3.3.4 Related party transactions

- Corporate Officers' compensation. See Note 16 of the notes to the annual parent company financial statements.
- directors' compensation See Note 29 of the notes to the annual consolidated financial statements.

3.3.5 Service agreements

On the date this document was drawn up, there are no significant service agreements linking the members of the Company's administrative, management or supervisory bodies to the issuer or any one of its subsidiaries and providing for the granting of benefits upon fulfillment of any such agreement.

3.4 Supervisory Board report

We are pleased to report on the control tasks you requested us.

We were regularly informed by the Management Board on the activities of the Bonduelle Group through our Board meetings.

The Management Board provided us with all the documents required to evaluate the performance of its obligations and to review the parent company and consolidated financial statements. It also provided us with all the information regarding the financial statements, financial commitments and risks associated with the group's activities.

The report of the Management Board presents the group's activity report for the 2013-2014 fiscal year. The consolidated financial statements show revenue of 1,921.1 million euros, compared with 1,896.1 million euros the previous year, a decrease in current operating income to 102.7 million euros, compared with 105.6 million euros the previous year, and net income group share of 15.2 million euros, compared with 52.1 million euros in 2012-2013.

The Board stresses the group's strong resilience in the face of unfavorable economic conditions and currency movements. Group net income fell sharply following the conclusion of the proceedings initiated by the European Commission of which the Board was regularly informed. In view of the major impact of this item, the Board notes the group's excellent financial health as reflected in its improved debt and leverage ratios.

The Supervisory Board supports the Management Board's proposal to pay a dividend of 0.375 euro per share.

You are asked to renew the expiring authorizations granted to the Management Board by previous Shareholders' Meetings.

At its December 4, 2008 meeting, the Supervisory Board adopted the principles of the Afep-Medef corporate governance code. With regard to the independence criterion, while the Rules of Procedure of the Supervisory Board do not put a limit on the renewal of terms of office, the Board intends to draw on the recommendations of the Afep-Medef Code in this area.

You will thus be asked to approve the re-appointment of two members of the Supervisory Board, Mrs. Marie-France Tisseau and Mr. Matthieu Duriez, both of whom meet the independence criteria and whose terms of office do not exceed the total duration set by the Afep-Medef Code.

Subject to the adoption of the resolutions proposed at the Shareholders' Meeting, the Board will comprise three women and five men, thereby complying in advance with the law of January 27, 2011 on the balanced representation of women and men on Boards of Directors and Supervisory Boards, and on equality at work, as well as with the provisions of the Afep-Medef Code.

As was the case last year, a specific report by the Chairman of the Supervisory Board is attached to the report of the Management Board to the Shareholders on corporate governance principles, the preparation and organization of the work of the Supervisory Board and its committees during the fiscal year and on the internal control procedures implemented by the Company.

In conclusion, we recommend that you adopt the resolutions that have been submitted to you and have been approved by us.

3.5 Chairman of the Supervisory Board report

On the corporate governance structure, the preparation and organization of the work of the Supervisory Board and on the internal control and risk management procedures implemented by the Company.

Dear Shareholders,

Pursuant to the provisions of Article L. 621-18-3 of the French Monetary and Financial Code, as the Chairman of the Supervisory Board I am pleased to present to you, in this report, the corporate governance structure, the conditions under which the work of the Supervisory Board is prepared and organized and the internal control and risk management procedures implemented by the Company.

The preparation of this report benefited from the input of the members of the Supervisory Board, the Chairman of Bonduelle SAS, the group's Chief Financial Officer and Internal Audit director and the Legal Department.

Bonduelle SCA is a limited partnership with shares (*société en commandite par actions*, or SCA). These companies have two types of Shareholders, known as partners:

- the Shareholder partners, who contribute to equity and are liable for the Company's obligations only in an amount equal to their contributions and who are represented by a Supervisory Board;
- the General Partner Shareholders, who are indefinitely and severally liable for the Company's obligations to third parties.

Limited partnerships with shares are managed by one or more General Partners, who are natural persons or legal entities selected from amongst the Shareholder partners or independent third parties.

Corporate governance code

At its December 4, 2008 meeting, the Supervisory Board of the Bonduelle Group adopted the principles of the Afep-Medef corporate governance code.

It noted that certain provisions were not applicable in the case of a company structured as a limited partnership with shares and with a family-owned controlling Shareholder, since these concern the role of the Supervisory Board in the decision-making process and the role played by the Nomination and Compensation Committee of the General Partner, which, in the case of Bonduelle SCA, is a legal entity.

Moreover, the Supervisory Board includes eight members considered to be independent with regard to the criteria established by its Rules of Procedure, which do not provide any restrictions with regard to the renewal of members' terms.

Conditions for preparing and organizing the work of the Supervisory Board

COMPOSITION OF THE SUPERVISORY BOARD

In accordance with the law and the provisions of the Articles of association, the Supervisory Board is composed of between three and eighteen members selected from among the Shareholders who do not qualify as General Partners and are neither the legal representative of the General Partner nor the Manager of Pierre et Benoît Bonduelle SAS. Supervisory Board members are appointed by an Ordinary Shareholders' Meeting for a period of three years.

The Supervisory Board currently has eight members, including its Chairwoman, Ms. Isabelle Danjou, who has no other functions within the group. The eight members of the Supervisory Board are considered to be independent with regard to the criteria established by its internal rules of procedure, which are based on the principle that members of the Supervisory Board are independent and have no relationships with the Company or its management that could compromise the exercise of their freedom of judgment. While the rules of procedure do not put a limit on the renewal of terms of office, the Board intends to draw on the recommendations of the Afep-Medef Code when terms of office expire and are considered for renewal.

At its meeting of September 26, 2014, the Board confirmed that none of its members had any conflicts of interest with regard to the exercise of their functions during the 2013-2014 fiscal year.

REPRESENTATION OF WOMEN AND MEN ON THE SUPERVISORY BOARD

The Supervisory Board currently comprises three women and five men. The Company has adopted in advance the provisions of the law of January 27, 2011 on the balanced representation of women and men on Boards of Directors and Supervisory Boards and equality at work, and the recommendations of the Afep-Medef Code, emphasizing the Company's commitment in this area.

DUTIES OF THE SUPERVISORY BOARD

The Supervisory Board is responsible for the permanent control of the management of the Company. These duties cover the following areas:

- reviewing the annual and interim parent company and consolidated financial statements prepared by the Management Board;
- assessing the conduct of Company business;
- assessing internal control and risk management procedures;
- assessing compliance with Shareholder rights.

FUNCTIONING OF THE SUPERVISORY BOARD

To detail the conditions under which the Supervisory Board prepares and organizes its work, the Board has drafted Rules of Procedure that also describe the rights and obligations of its members.

The Board decided to create an Audit Committee, comprised of at least three Supervisory Board members, for which the competence criteria are set out in the rules of procedure of the Supervisory Board.

This Committee is charged with preparing the meetings of the Supervisory Board, notably with respect to the following points:

- oversight of the preparation of financial disclosures;
- review of the annual and interim financial statements and monitoring of the legal control by the Auditors;
- review of the effectiveness of internal control and risk management on both financial and operational levels including the hedging of said risks;
- creation of review schedules of the Auditors and the Internal Audit Department;
- independence of Statutory Auditors.

When performing its duties, the Audit Committee draws on the recommendations of the Poupart Lafarge report of July 22, 2010, published under the auspices of the French Financial Markets Authority (AMF).

The group also has a Compensation Committee made up of a majority of members from outside the Company. This Committee sets compensation levels for Bonduelle SAS' Executive Management and employees who are members of the Bonduelle family. It also offers an opinion on the compensation policy for certain other Senior Managers.

The Articles of association stipulate that the Supervisory Board shall meet as often as required in the interests of the Company, and the rules of procedure set the minimum number of meetings at four.

In order to be fully informed and exercise its duties, the Supervisory Board may, at its discretion, request the participation of the General Partner, the Chief Executive Officers of the group and its subsidiaries, the Auditors, the Chief Financial Officer of the group and the Audit director or any other employee to consolidate its reflections and ensure its mission.

It may also call upon outside experts or consultants of its choosing, with the related expense to be borne by the Company.

ACTIVITIES OF THE SUPERVISORY BOARD DURING THE YEAR

WORK OF THE SUPERVISORY BOARD

During the year, the Board held four meetings each lasting an average of four hours; one of these was a fact-finding mission in Hungary in July including site visits and a detailed presentation on agronomic, industrial and commercial activities, which provided insight into the specific issues and constraints at play and an opportunity to discuss these with the local teams.

At its September 27, 2013 and February 25, 2014 meetings, the Supervisory Board reviewed the annual and interim financial statements prepared by the Management Board, and was informed of financial communication, on which it offered an opinion.

The Supervisory Board also benefited from the specific presentations made by the Management Board on the conduct of business, monitoring of group activities and group strategic orientations.

The Board was given an account, among other things, of the progress of the risk mapping process, the statement of financial communication for the fiscal year 2012-2013 and the group's corporate governance structure. The Board also commissioned a third-party audit relating to the environment, organization, governance and security of the information systems.

The attendance rate at these meetings was 91%.

The Supervisory Board benefited from high-quality information and presentations. It appreciated the comprehensive nature of the information and reports presented to it, and the quality of its discussions with the Management Board.

The Supervisory Board formally reviewed its functioning in 2013-2014 and considers that it was able to exercise its control functions in a constructive manner.

WORK OF THE AUDIT COMMITTEE

For the 2013-2014 fiscal year the Audit Committee was composed of four members.

Mr. Yves Tack chaired the Committee composed with the other members being Ms. Isabelle Danjou, Ms. Marie-France Tisseau and Mr. Daniel Bracquart.

All members of the Audit Committee are independent and have accounting, legal and financial expertise characterized by training and/or career experience.

It met four times during the fiscal year. The attendance rate was 100%.

The Committee performed the following tasks:

- in-depth review of the interim and annual financial statements;
- review of the internal audit reports;

Chairman of the Supervisory Board report

- monitoring of the “risk mapping” procedure and action plans undertaken concerning principal identified risks;
- review of the group’s financial policy;
- review of regulatory activity and expected changes in IFRS;
- hearing of the intermediate results of the audit commissioned by the Supervisory Board relating to the environment, organization, governance and security of the information systems;
- review of the tools used to measure and steer the group’s financial performance;
- distribution of work within the team of Auditors, adjustment of the budget to the tasks assigned, nature of the tasks assigned, and independence of the Auditors.

The Committee also defined, in liaison with the group’s Executive Management, the assignments and tasks of the Internal Audit Department.

At its meetings, the Audit Committee heard presentations from the group’s Chief Financial Officer, the heads of the group’s Financial and Internal Audit Departments and the Auditors.

The Audit Committee is pleased to note that, when providing their report, the Auditors once again praised the quality of the closing process of the accounts, the information made available and the explanations provided by the local Finance Departments and the Bonduelle Group Finance Department.

The Chairman of the Committee presented a report on the Committee’s work to the Supervisory Board at its meetings of December 5, 2013 and July 3, 2014.

Internal control and risk management procedures

The Bonduelle Group has adopted the Reference Guidelines for internal controls published by the French Financial Markets Authority (AMF) in January 2007 and updated in July 2010.

The Company oversees and implements a set of self-defined risk management and internal control measures consisting of various means, behaviors, procedures and initiatives suited to the characteristics of each fully consolidated company, as well as a number of companies accounted for using the equity method which:

- allows directors and officers to keep risk at an acceptable level;
- contributes to the management of its activities, effectiveness of its operations and efficient utilization of its resources; and
- must enable it to take appropriate action with regard to all significant operating, financial or compliance-related risks.

The specific goal of the risk management plan is to:

- a) create and preserve the value, assets and reputation of the Company by identifying and analyzing the main potential threats to the Company;
- b) identify the main events and situations likely to affect in a significant way the Company’s objectives;
- c) ensure actions concur with the Company’s values;
- d) inform and mobilize the Company’s employees around a common understanding of the main risks.

Internal control procedures are designed specifically to ensure:

- a) compliance with all laws and regulations in effect;
- b) the application of all procedures and policies established by the Management Board;
- c) the smooth operation of the Company’s internal procedures, especially as regards the protection of its assets;
- d) the reliability of financial information.

The internal control and risk management procedures apply to all entities falling within the scope of consolidation. As regards acquisitions, an internal control audit is performed within three months of the purchase. A compliance audit is performed in the year following the acquisition in order to ensure the new entity’s compliance with the group’s rules and procedures.

However, these risk management and internal control procedures cannot provide an absolute guarantee as to the achievement of the Company’s objectives.

In fact, any internal control system is subject to inherent limits, such as uncertainties regarding external conditions, the use of good judgment and the cost/benefit analysis of implementing new controls, or dysfunctions that can occur due to technical faults, human or simple errors.

ORGANIZATIONAL STRUCTURE OF THE BONDUELLE GROUP

Bonduelle SCA is a holding company whose operating activities are carried out by its subsidiary Bonduelle SAS, which comprises the group’s four business units.

Bonduelle SAS manages the following tasks:

- oversight of equity interests, mergers, acquisition and asset sales;
- oversight of the group’s overall financial policy, including financing means;
- tax policy and implementation;
- determination of compensation policies, oversight of management, and training and staff development;

- protection of intellectual property;
- approval of new advertising campaigns prior to their release;
- corporate communications and investor, analyst and Shareholder relations;
- pooling of resources, such as IT;
- research and development programs.

The business units are broken down by region or business activity. Each segment has its own financial resources, oversees its own product development and is responsible for most of its production and all of its marketing needs.

For each unit, the group has defined its mission, organization, and contribution to essential decisions, performance measurement and exchanges with the other units.

The group's objectives are defined by the Management Board. They not only involve business performance, but also areas in which the group is striving to achieve excellence, such as human resources management, quality, innovation, working conditions, and environmental protection.

The goals factor in past performance, in-depth analysis and ongoing changes in the business environment.

The risk analysis related to business activities is an integral part of the planning development process, which calls for identifying the key success factors and analyzing the main assumptions used to achieve these objectives.

PLAYERS IN THE RISK MANAGEMENT OF INTERNAL CONTROL

The main risk management and internal control bodies are as follows:

AT GROUP LEVEL

Since January 1, 2013, Executive Management of Bonduelle SAS has been exercised exclusively by its Chairman, whose authority is attributed by law and the Company's Articles of association.

The Central Administrative Departments are responsible for applying decisions made by the Executive Management and must ensure that the information presented to the latter is accurate and relevant.

The Executive Committee is comprised of seven members: the Chairman of Bonduelle SAS, the four Chief Executive Officers of the various business units, the Chief Financial and the Human Resources Officers. It reviews the group's sales and financial performance and discusses all matters of interest to the group and its business units. It met 12 times during the fiscal year.

The group's Internal Audit Department is part of the Finance Department and reports to the Chairman of Bonduelle SAS. The audit programs and tasks are approved by the Management and the Audit Committee. A report on each audit is sent to the Executive Committee, the Audit Committee, the Operations Managers of the audited entities and the Auditors. Twenty-three audits were

performed during the 2013-2014 fiscal year at the group's various managerial units. Following each audit, an action plan is developed by the relevant operating units to correct deficiencies identified in the audit report, and the monitoring of these action plans is carried out by the Internal Audit Department and Operations Managers, then reviewed by the group's Executive Management.

The Supervisory Board, acting on the proposal of the Audit Committee, is responsible for selecting the Auditors. The group has chosen two Auditor firms that provide geographic and global coverage of the group's risks.

AT BUSINESS UNIT LEVEL

The Management Committee is comprised of the Chief Executive Officer and Executive Officers of the main functions. The Chief Financial Officer is specifically charged with implementing internal control systems to prevent and manage risks arising from the segment's business activities as well as those caused by errors or fraud.

Once each quarter, the group's Chairman, Chief Financial Officer and Human Resources Officer meet as an internal Board of Directors together with the Management Committee of each business unit to determine the segment's business objectives, review its performance and set policies at segment level. Specifically, the following topics are covered:

- in February: First-half results;
- in June: Budget for the next year;
- in September: Annual results of the past year and investments for the following year;
- in November: Three-year plan.

INTERNAL CONTROL PROCEDURES

The general operating rules handbook defines the respective areas of responsibility and authority of the Central Departments and the business units.

An Administrative and Financial Manual relating to financial rules and procedures complements the handbook.

This manual is updated once a year in line with changes in the group's rules and procedures.

A formal procedure for delegating authority sets out the responsibilities of Executive Management, the management of the Central Departments and the Management Committees of the respective business units.

Budgetary control is based on three principles:

- the budget is prepared on the basis of guidelines and directives established by the Executive Management;
- the monitoring of performance through monthly reporting or meetings of the internal Board of Directors;
- a three-year strategic plan established each year using the same procedures for implementation as for the budget.

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Procedures and guidelines determine the responsibilities of each party and specify the operating methods and related controls.

The Financial Control units of the group and the various business units are responsible for budgetary control.

The group has, moreover, developed an internal control self-assessment process based on a questionnaire in order to measure the extent to which the rules and procedures are properly applied within fully consolidated group entities. This questionnaire is completed yearly. It is shared with Executive Management, the Finance Department, the Chief Executive Officers of the group's business units and the Audit Committee.

RISK MANAGEMENT PROCEDURES

As with any company, during the course of its business the Bonduelle Group is exposed to a number of risks. The main methods employed to manage and control these risks are described in Section 4.2 "Risk factors".

In order to best identify these risks, in 2008 the group initiated a general risk mapping project aimed at ranking the principal risks to which the group may be exposed, in terms of severity, probability and degree of management control.

During the 2012-2013 fiscal year, the group expanded this analytical process, involving each operating unit in assessing the major risks specific to their activity using the same identification and assessment methods. This process has led to the creation of risk maps for each business unit during the 2013-2014 fiscal year. The goal of the process is to improve the risk management approach to match the group's current organization and adapt the latter to the growth of its scope, in particular since 2008, and its development in emerging countries. The outcome of this process did not reveal any major new strategic and/or operating risks. Actions plans aimed at limiting and/or covering identified risks will be put in place in the 2014-2015 fiscal year.

The results of the risk mapping processes are analyzed by the group's Executive Committee to ensure that all major risks have been identified and assessed, and to develop appropriate action plans and preventive measures.

A report is made to the Supervisory Board of the roll-out of these procedures and action plans associated with the different identified risks.

INTERNAL CONTROL PROCEDURES APPLICABLE TO THE PREPARATION OF FINANCIAL AND ACCOUNTING INFORMATION

The group prepares interim and annual consolidated financial statements. These processes are administered by the Consolidation and Management Department, which forms part of the group's Financial Services Department.

This information is prepared in accordance with an annual schedule provided to the subsidiaries, and the main steps are as follows:

- monthly reporting of activity;
- quarterly reporting package;
- closing of interim and annual financial statements.

The consolidated financial statements are prepared using information provided in the form of reporting packages extracted from the IT systems by each subsidiary and sent to the Consolidation Department using a special software application. All transactions are recorded in accordance with the rules established in the group-wide consolidation procedure manual.

All documents exchanged as part of the consolidation process have been standardized for the entire group, and the related formats have been defined and disseminated to the entire group and reviewed by the Auditors.

During the closing of the financial statements, the Accounting Departments audit the financial statements and works with the Financial Control Department to analyze and explain changes in results from one period to the next or variances with respect to the budget.

This system is complemented by the audit work of the Auditors for the interim and annual parent company and consolidated financial statements.

OTHER INFORMATION

The rules governing Shareholder participation in Shareholders' Meetings are set out in detail in Article 23 of the Articles of association of Bonduelle SCA. Copies of these Articles of association will be provided upon request by the corporate registered office in Villeneuve-d'Ascq.

This report was presented to, discussed and approved by the Supervisory Board at its September 26, 2014 meeting.

3.6 Statutory Auditors' report, prepared in accordance with Article L. 226-10-1 of French company law (*Code de commerce*) on the report prepared by the Chairman of the Supervisory Board of the company

This is a free translation into English of the Statutory Auditors' report issued in French prepared in accordance with Article L. 226-10-1 of French company law on the report prepared by the Chairman of the Supervisory Board on the internal control and risk management procedures relating to the preparation and processing of accounting and financial information issued in French and is provided solely for the convenience of English speaking users.

This report should be read in conjunction and construed in accordance with French law and the relevant professional standards applicable in France.

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To the Shareholders,

In our capacity as Statutory Auditors of Bonduelle and in accordance with Article L. 226-10-1 of French company law (*Code de commerce*), we hereby report on the report prepared by the Chairman of the Supervisory Board of your Company in accordance with Article L. 226-10 of French company law (*Code de commerce*) for the year ended June 30, 2014.

It is the Chairman's of the Supervisory Board responsibility to prepare, and submit to the Supervisory Board for approval, a report on the internal control and risk management procedures implemented by the Company and containing the other disclosures required by Article L. 226-10 of French company law (*Code de commerce*), particularly in terms of corporate governance.

It is our responsibility:

- to report to you on any matter as to the information contained in the Chairman's of the Supervisory Board report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information; and
- to attest that this report contains the other disclosures required by Article L. 226-10-1 of French company law (*Code de commerce*), it being specified that we are not responsible for verifying the fairness of these disclosures.

We conducted our work in accordance with professional standards applicable in France.

Information on the internal control and risk management procedures relating to the preparation and processing of accounting and financial information

The professional standards require that we perform the necessary procedures to assess the fairness of the information provided in the Chairman's of the Supervisory Board report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information. These procedures consisted mainly in:

- obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the Chairman's report is based and the existing documentation;

Statutory Auditors' report, prepared in accordance with Article L. 226-10-1 of French company law (*Code de commerce*) on the report prepared by the Chairman of the Supervisory Board of the company

- obtaining an understanding of the work involved in the preparation of this information and the existing documentation;
- determining if any significant weaknesses in the internal control procedures relating to the preparation and processing of the accounting and financial information that we would have noted in the course of our engagement are properly disclosed in the Chairman's report.

On the basis of our work, we have nothing to report on the information in respect of the Company's internal control and risk management procedures relating to the preparation and processing of accounting and financial information contained in the report prepared by the Chairman of Supervisory Board in accordance with Article L. 226-10-1 of French company law (*Code de commerce*).

Other disclosures

We hereby attest that the Chairman's of the Supervisory Board report includes the other disclosures required by Article L. 226-10-1 of French company law (*Code de commerce*).

Courbevoie and Lille, September 26, 2014

The Statutory Auditors

Mazars

Jean-Maurice EL NOUCHI

Deloitte & Associés

Gérard BADIN

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Report of the Management Board

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INTRODUCTION

For the Bonduelle Group, the 2013-2014 fiscal year unfolded in an adverse climate: lack of economic growth in Europe, uncertain recovery in consumer spending in North America, slowdown in emerging countries and difficult 2013 harvests. In this context, the Bonduelle Group once again posted solid organic growth of 5.5% and a record level of current operating profit, adjusted for currency exchange rates. This remarkable performance illustrates the appropriate nature of the group's international expansion strategy and growth model, based on technologies (canned, frozen and ready-to-use fresh foods), brands (Bonduelle, Cassegrain, Arctic Gardens and Globus, as well as private labels) and distribution networks (mass-market and grocery retailing, food service and industrial sales).

4.1 Activity report

4.1.1 Revenue

Group revenue for the 2013-2014 fiscal year (July 1, 2013 – June 30, 2014) totaled 1,921.1 million euros, compared with 1,896.1 million euros the previous year, *i.e.* an increase of 1.3%.

Adjusted for exchange rates (-3.7% *i.e.* 66.2 million euros, 35.1% of group revenue being denominated in foreign currency) and changes in scope (-0.5%), organic growth * came to 5.5%, compared with 1.9% the previous year. This sharp increase in activity reflects the pertinence of the group's international expansion: resilience in Europe (+2.3% * compared with -0.8% * the previous year), which thus returned to positive growth, and significant growth outside Europe (+12.4% *, compared with 8.6% * the previous year). Revenue thus exceeded the stated target increase of 4% at constant currency exchange rates, with an acceleration in quarter-on-quarter growth and a particularly robust fourth quarter at +6.5% *.

EUROPE ZONE

Revenue for the Europe zone (66.7% of total revenue) rose by 1.5% on a reported basis and 2.3% on a like for like basis *.

The markets' downward trend continued in most segments and countries in the zone. The Bonduelle Group's growth in this climate, in terms of revenue and thus market share, was due to its brand-targeted innovation policy for canned products (Bonduelle *vapeur* range, Cassegrain range), frozen products (*vapeur* range) and ready-to-use fresh foods (prepared snacks range).

Although branded frozen food performed very well in mass-market retailing, the frozen food business was again significantly hindered by a depressed food service market.

The ready-to-use fresh vegetables segment returned to growth (+1.5% * compared with -1.7% * the previous year), with a particularly buoyant fourth quarter recording growth of 5.6% and reflecting the success of meal formulas in the prepared segment and of the entire range in France, a recovery in Italy and the solid performance of Bonduelle brand sales in bagged salads in France.

NON-EUROPE

The Non-Europe zone (33.3% of revenue) was hit hard by currency exchange rates. Nonetheless, it once again enjoyed an excellent year with growth of 12.4% on a like for like basis * compared with 8.6% the previous year.

Business in Eastern Europe, excluding Ukraine, remained very strong. The dynamism of the sales teams and the growth of direct sales to key account customers and in regions owing to the opening of logistics depots once again increased the group's market share in the zone, especially under its Bonduelle and Globus brands.

In North America, the solid sales performance in Canada by both canned and frozen food and the volume increases in the United States in the frozen segment ensured strong growth and the optimization of the production programs of the tools acquired in 2012. Brazil continued its growth and its industrial capacities are now approaching saturation.

* At constant currency exchange rate and scope of consolidation basis.

4.1.2 Current operating profit

The Bonduelle Group's current operating profit for the 2013-2014 financial year totaled 102.7 million euros. Recalculated at the exchange rates of the 2012-2013 financial year, this figure came to 109.3 million euros *versus* 105.6 million euros, up 3.5% and above the stated target of 106-107 million euros at constant exchange rates.

This performance was the result of:

- resilient profitability in Europe, which posted a current operating margin of 3.5% compared with 3.8% the previous year;
- a nearly stable current operating margin outside Europe (33.3% of revenue) at 9.1%, *i.e.* nearly 60% of the group's current operating profit.

This performance was the result of control over all sales, marketing and administrative resources and the remarkable efforts made by the industrial teams to limit the effects of an adverse summer 2013 harvest in a number of regions. The dynamism of the Non-Europe zone in terms of business growth and the difference in profit with the Europe zone are incentives to pursue the development strategy *via* both internal and external growth in the Non-Europe zone.

4.1.3 Net income

The net figure for non-recurring items was negative at 36.1 million euros and included the fine imposed by the European Commission for anti-competitive practices on the private label canned mushroom market in Europe, in the amount of 32.4 million euros, including procedural costs. The group is also pursuing its action for misrepresentation against the seller of France Champignon.

After taking these items into account, operating profitability totaled 66.6 million euros, compared with 103 million euros the previous year.

The group's net financial expense came to 27.4 million euros, stable compared with last year, the decrease in borrowing costs (-3.4 million euros) being offset by an equilibrium exchange rate against a gain last year (-0.5 million euros compared with +2.5 million euros).

After incorporating the share of net income from associates, which improved (-1.4 million euros against -3 million euros last year), and an income tax expense of 22.6 million euros – the European Commission's fine not being tax deductible – the net income and the net income group share totaled 15.2 million euros.

Despite the decrease in net income due to a non-recurring item, and given the 2014-2015 current operating profit growth outlook, the Management Board will propose, at the Shareholders' Meeting of December 4, 2014, a dividend of 0.375 euro per share, stable compared with last year.

4.1.4 Capital expenditure and research and development

Research and development expenditure amounted to nearly 1% of total revenue, and continued to focus on new production processes, packaging and energy savings.

Total capital expenditure for the fiscal year amounted to 78.7 million euros. During the fiscal year, Bonduelle invested in its North American and Russian sites, in particular those acquired in 2012, in Brazil to support sales growth, and in the production of empty cans in Hungary.

4.1.5 Change in capital employed and working capital requirement

Rigorous working capital management, especially as regards customer payment terms, was reflected in a decrease of 60.3 million euros representing 18% of revenue compared with 21.5% in 2012-2013.

Given the increased cash flow generation, the capital investment (capex) and the group's policy of optimizing capital employed, the total capital employed (total equity and financial debt) fell to 1,028.5 million euros, compared with 1,107.3 million euros in 2012-2013.

This decrease in capital employed improved the pre-tax current operating profit/capital employed ratio, which rose by 50 bp to 10%.

4.1.6 Borrowings and gearing ratio

The group's net debt totaled 524.6 million euros at June 30, 2014, while the gearing ratio stood at 104.1%, compared with 114.9% the previous year. The average cost of debt was stable compared with the previous year, at 3.44%.

Activity report

The group holds 1,763,214 treasury shares, giving an equivalent value based on the share price on June 30, 2014, i.e. 21.41 euros, of 37.8 million euros, and this amount has therefore been deducted from equity, in accordance with IFRS. Adjusted for these treasury shares, the group's gearing ratio stands at 89.9%.

On July 28, 2014, the Bonduelle Group, together with those establishments constituting its banking pool, signed an amendment to its 300 million euros, five-year Revolving Credit Facility signed

in July 2012. This arrangement provides, on the one hand, for a significant reduction in the credit margin and, on the other hand, for a two-year extension (2019) with an additional two-year option in respect of the loan maturity. This transaction, in addition to its positive impact on the average cost of the group's debt, which is already highly competitive, secures its financing and development and, once again, highlights investor confidence in Bonduelle's creditworthiness.

■ Net debt

<i>(in millions of euros)</i>	At June 30, 2012	At June 30, 2013	At June 30, 2014
Net debt	608.4	591.9	524.6
Equity	503.7	515.4	503.9
Net debt/equity	1.21	1.15	1.04

4.1.7 Highlights

■ **BONDUELLE AWARDED CORPORATE GOVERNANCE PRIZE**

On September 18, 2013, in Paris, the Bonduelle Group was awarded the Corporate Governance Prize in the mid-cap category (non SBF 120 index) organized by AGEFI.

This Prize recognizes the efforts made by Bonduelle in terms of corporate governance. Firstly, by adopting the corporate governance code drafted by Afep and Medef. Viewed as a true benchmark, this is a series of recommendations compiled by the companies themselves, mindful of laying down certain principles of good practice and transparency. It is, therefore, the highest standard in terms of corporate governance.

Within this context, Bonduelle has ensured that it has a mixed gender Supervisory Board with three of its eight members being women. The Board has, in addition, been chaired by Isabelle Danjou since December 2012.

Moreover, its governance endeavors to maintain a balance between representatives of the family shareholding group and independent directors.

■ **BONDUELLE AWARDED SPECIAL PRIZE FOR INVESTOR RELATIONS**

On November 12, 2013, in Paris, the Bonduelle Group was awarded the Special Prize for Investor Relations in the Small Caps category, organized by the Echos Group and Investir magazine.

This award highlights the group's investment in terms of quality of information, transparency and service offered to the Bonduelle Group's more than its 10,000 Shareholders.

■ **MANUFACTURE OF EMPTY CANS**

In Spring 2014, the group invested in an empty can production line at its Békéscsaba plant in Hungary. The start-up of this line, which is now operational, met all expectations in terms of both quality and cost.

■ **EUROPEAN COMMISSION INVESTIGATION INTO THE PRIVATE LABEL CANNED MUSHROOM MARKET**

As shown in the press release dated June 25, 2014, the Bonduelle Group and several other companies were notified on that date of the European Commission's decision to impose fines for anti-competitive practices on the private label canned mushroom market within the European Economic Area.

In its decision, the Commission decided to fine the Bonduelle Group, as well as other market operators, for the 2010-2012 period. This decision had a 32 million euros impact on the group's profit for 2013-2014, inclusive of legal fees and procedural costs. This amount, although significant, will not threaten the financial health of the Bonduelle Group.

The Bonduelle Group has acknowledged this decision and, in light of items in its possession relating to the period prior to 2010, continues its legal action for misrepresentation against the former owner of France Champignon before the Paris commercial court.

Within this context, and in relation to the investigations conducted by the European Commission into the non-mushroom canned vegetable market and mentioned in the 2012-2013 registration document, the Bonduelle Group filed an application with the Commission for exemption from the fine and obtained conditional immunity. The Bonduelle Group intends to continue to cooperate fully with the Commission and does not anticipate financial sanctions within the context of these other proceedings.

IMPROVEMENT OF THE GROUP'S FINANCING TERMS

On July 28, 2014, the Bonduelle Group, together with those establishments constituting its banking pool, signed an amendment to its 300 million euros, five-year Revolving Credit Facility signed in July 2012 (see Section 4.1.6).

MARKETING

In 2013-2014, the Bonduelle Group continued its policy of investing in the marketing of its brands (Bonduelle, Cassegrain and Arctic Gardens) in all four product segments (canned, frozen, fresh and prepared), with marketing expenditure representing more than 5% of its revenue from national brands.

Product marketing campaigns were launched in the following areas: Armenia, Azerbaijan, Belgium, Brazil, France, Italy, Kosovo, Uzbekistan, the Netherlands, Poland, Czech Republic, Romania, Russia, Tajikistan, Ukraine and the Baltic countries.

Moreover, the new marketing platform, named "Bonduelle: a source of inspiration", was developed by the various countries' marketing directors, giving the Bonduelle brand the same positioning and image across the world and tailored to the expectations of local consumers.

To complement our dedicated subsidiary and country websites, the group continued to expand its presence on social networks such as Facebook, Twitter and YouTube. This new method of communication enables a different and complementary relationship with consumers to be developed, which is, notably, more interactive.

The group also revamped its website www.bonduelle.com to make it more informative, more practical to browse, compatible with mobile communication devices (smartphones, tablets) and more interactive.

THE BONDUELLE GROUP'S CORPORATE SOCIAL RESPONSIBILITY

Through its business, directly linked with the agriculture sector, through its products, a natural basis for nutrition, and through its ethics, built over generations on a foundation of essential values, the Bonduelle Group has always placed particular importance on what has come to be called sustainable development.

The group has six key priorities for Corporate Social Responsibility (CSR) on which it bases objectives in relation to:

- agricultural production;
- employees;
- nutrition and quality;
- natural resources;
- transport;
- dialog with stakeholders.

It has set ambitious objectives for each of these priorities. The achievement of these objectives is validated by the group's Internal

Audit Department and reviewed by its Executive Committee and Supervisory Board.

In addition, the Bonduelle Group is the initiator or a participant in numerous initiatives aimed at raising collective awareness of these issues.

BONDUELLE GROUP CREATES AN ETHICS COMMITTEE

As part of its CSR strategy, the Bonduelle Group has drawn up an Ethics Charter inspired from its history and values.

This charter reflects the group's intention to implement a strategy of ongoing improvement and supplements the current rules that employees must follow. The charter underlines all the factors that make Bonduelle a socially aware, ethical, fair and honest company.

An Ethics Committee has been appointed to support the group's strategy in this area and act in an advisory capacity on ethical issues. The Committee is representative of Bonduelle Group's governance and is chaired by Philippe Vasseur, a former government minister and member of Bonduelle SAS' Board of Directors. He is assisted by one independent member of Bonduelle SCA's Supervisory Board and two employees (one of whom is Dutch).

ADOPTION OF THE GRI GUIDELINES AND VERIFICATION OF CSR DATA

As part of our commitment to progress in terms of Corporate Social Responsibility (CSR) and with the aim of meeting international standards, in 2012 the group adopted the Global Reporting Initiative (GRI) guidelines. The GRI determined that the report was prepared in accordance with these guidelines at the B+ application level. This application level was also achieved in 2012-2013 and 2013-2014.

Bonduelle is one of the very few companies outside the CAC 40 to have committed to applying the GRI reporting framework, and its B+ rating places it among the best French companies using this frame of reference.

In accordance with the Grenelle II regulations in France, which include the certification of CSR data, the group submitted its data for verification by an independent third party (Deloitte).

PARTNER OF THE LILLE WORLD FORUM

Since its inception, Bonduelle has been a partner of the Lille World Forum, an annual event established on the initiative of Philippe Vasseur. The aim of this event is to foster responsible economies by promoting the best practices of companies that perform their global activities responsibly. In 2014, the theme of the forum will be "Entrepreneurs ready for the new challenges".

GUIDE TO ENVIRONMENTAL RESPONSIBILITY FOR PRODUCTS

The Bonduelle Group has put in place a multi-disciplinary working group to draft a guide to environmental responsibility for its branded products. At each stage of the product life cycle, specialists have established criteria and tools to measure their environmental impact so that steps can be taken to minimize this. The guide validated in 2014 will be deployed within the group by 2016.

Activity report**BONDUELLE LISTED ON GAIA AND EMPLOYEE SHARE OWNERSHIP INDEXES**

Bonduelle has been part of the Gaia index since its inception. This index ranks medium-sized firms based on their sustainable development efforts. The 2013 rankings highlight the progress achieved by the group: it is ranked 10th out of 230 firms in all sectors, and is 5th on the list of 109 industrial companies.

With more than 3% of its shares held by its employees, the Bonduelle Group is also listed on the employee share ownership index (Euronext FAS IAS) established by NYSE-Euronext.

DEVELOPING BONDUELLE'S DIALOG WITH ITS STAKEHOLDERS

Since 2011, Bonduelle has brought together a panel of stakeholders each year to review the group's CSR communication and reporting. This initiative led the group to set itself the target of improving reporting, which was rewarded with the GRI B+ application level in 2012. In 2013 the group examined its priority commitments in light of its stakeholders' expectations. Dialog with stakeholders through consumer surveys, attention to the requests of distributor clients and stakeholder panels enabled Bonduelle to redefine its challenges and priority commitments during an in-house seminar attended by delegates from across the group. Each challenge considered to be relevant in light of the group's business and location was assessed according to its importance for stakeholders, the Company and Bonduelle's vision to 2025, defined in the VegeGo! program. The priority actions fundamental to the group's approach were redefined in 2013 and a new pillar added, bringing the total number to six. Stakeholder engagement and dialog is essential to inform Bonduelle's dynamic CSR strategy. Tools are provided to business units to facilitate consultation with local stakeholders.

The 2013-2014 fiscal year was marked by discussions with the Carrefour group, with which Bonduelle worked on the "sustainable development" priority area. This work led to Bonduelle being awarded the Carrefour Sustainable Development self-assessment "Gold" prize, rewarding the self-assessment of all of the Bonduelle Group's agro-industrial sites in France.

Finally, in 2014 the Bonduelle Group was presented with the Aressy Award for the quality of its website dedicated to Sustainable Development www.developpementdurable.bonduelle.com.

EVENTS AFTER THE REPORTING DATE

During the night of July 17-18, 2014, a fire was reported at Bonduelle's Tecumseh plant (Ontario, Canada). Fortunately no-one was injured. According to the investigation's initial findings, this incident is likely to have been an accident.

Although the damage was significant, the rapid and effective response of firefighters and teams of plant workers saved a large percentage of the production equipment and so vegetable processing was able to resume the week after the fire. Government bodies, local firms and other Bonduelle plants in Ontario rallied round, thus ensuring a rapid solution to storage and packaging issues.

This rapid response should limit the financial impact of this incident for the Company, partner suppliers and growers, all Bonduelle Group plants being fully insured against material damage and operating losses.

OUTLOOK

The 2014-2015 fiscal year is expected to be marked once again by a sluggish consumer climate and various economic and geopolitical uncertainties. Moreover, the group suffered a serious fire at its Tecumseh plant (Canada) in July. The fire was limited to the frozen food storage area and did not prevent production from continuing.

Based on its business model and development investments made over a number of years, together with a satisfactory harvest in several regions, the Bonduelle Group expects another year of current operating profit growth.

In line with its VegeGo! 2025 development project "To be the world reference in 'well living' through vegetable products" and its targets, the group expects to post current operating profit growth in the area of 106-109 million euros, or 3-6%, on a constant currency exchange rate and scope of consolidation basis.

PARENT COMPANY FINANCIAL STATEMENTS OF BONDUELLE SCA**INCOME STATEMENT**

The Bonduelle SCA holding company reported net income of 24.2 million euros.

This includes primarily:

1. Net finance income of 26.1 million euros, and is based on:

• Interest income on the OBSAAR/EUROP	+€2.7 million
• Recoveries of provisions and capitalized costs	None
• Interest and similar expenses	-€0.8 million
• Interest expenses on the OBSAAR/EUROP	-€5.9 million
• Dividends received from Bonduelle SAS	+€30 million

2. Operating expenses of €3.2 million;

3. Tax expense of 58 thousand euros.

STATEMENT OF FINANCIAL POSITION

Analysis of the main statement of financial position headings:

1. mainly financial non-current assets total 613 million euros;

2. equity is 368 million euros.

DIVIDENDS

See paragraph 7.3.2 of chapter 7. Information on the Company and the share capital

OWNERSHIP STRUCTURE

At June 30, 2014, the Company's share capital comprised 32,000,000 shares with a par value of 1.75 euro per share, representing a total of 48,388,842 voting rights.

As far as the Company is aware, the following hold at least 5% of the share capital:

- La Plaine SAS with 22.36% of the share capital and 30.70% of the voting rights;
- Pierre et Benoît Bonduelle SAS with 5.27% of the share capital and 7.23% of the voting rights.

Group employees held 3.30% of the capital, primarily through mutual funds.

During the fiscal year, the Management Board did not grant any stock options to employees.

A list of transactions on the Company's securities carried out by senior management and persons connected with them can be consulted on the website www.amf-france.org.

NON-CURRENT FINANCIAL ASSETS AND SECURITIES

See Note 3 and Note 5 of the notes to the parent company financial statements.

ANALYSIS OF THE SHARE REPURCHASE PROGRAM – FISCAL YEAR 2013-2014

Under the terms of a share repurchase program, Bonduelle SCA made the following purchases and sales of treasury shares during the 2013-2014 fiscal year:

	Number	Average unit price (in euros)	Valuation (in euros)
Opening balance of treasury shares recorded for the 2013-2014 fiscal year:	1,999,312	16.91	33,800,857
Treasury shares purchased during the 2013-2014 fiscal year	366,920	18.99	6,968,054
Treasury shares sold during the 2013-2014 fiscal year	(603,018)	17.24	(10,396,721)
Reclassification of the net carrying amount of treasury shares allocated to share programs			
Revaluation at end of fiscal year of shares held under the terms of a liquidity contract			56,469
NUMBER OF SHARES RECORDED AT END OF THE 2013-2014 FISCAL YEAR:	1,763,214	17.26	30,428,659
Par value of treasury shares held			1.75

The cost of the market-making contract with ODDO, then EXANE, was 34,950 euros VAT included for the 2013-2014 fiscal year.

Reasons for acquisitions of treasury shares	% of capital
Share price support (liquidity contract)	1.15%
Employee share ownership program	None
Securities giving rights to allocations of shares (stock options)	None
Acquisitions	None
Cancellation	None

	Employee share ownership program	Coverage of securities	Acquisitions	Cancellation
Volume of shares used (in number of shares)	242,955	-	-	-

FIVE-YEAR FINANCIAL SUMMARY

See Section 6.6 of the parent company financial statements.

Risk factors

4.2 Risk factors

In line with the objectives defined by the group's principal Shareholder (including sustainability, independence and the individual development of our employees), Bonduelle takes a conservative and responsible approach to its risks.

The Company has reviewed the risks which could result in a significant negative effect on its business, financial position or results and considers that there are no other significant risks, apart from those described below. It has also carried out a risk mapping project.

The risk mapping procedure consists of:

- identifying and analyzing risks;
- prioritizing risks;
- defining priorities aimed at minimizing risks through the implementation of action plans.

The action plans are reviewed and validated by the Executive Management and approved by the Supervisory Board.

Moreover, the Company has implemented a crisis management process involving its various departments, along with dedicated communication tools.

4.2.1 Financial risks

The group has established an organization that provides for centralized management of all of its liquidity, currency, interest rate and counterparty credit risks. The Finance Department has assigned the group Finance and Treasury Department responsibility for risk management, and provided it with all of the expertise and tools needed to participate in the various financial markets as effectively and safely as possible. The organization and procedures utilized are regularly reviewed by the Internal Audit Department and the Auditors. At meetings held regularly with the Chief Financial Officer and the Manager of Finance and Treasury, the group's Executive Management validates, on the basis of a report published monthly, the implementation of previously authorized management strategies.

In a rapidly changing global economic environment, characterized by market volatility and changes in financial techniques, the role of the group Finance and Treasury Department is to:

- ensure optimum and sufficient funding to finance the development and growth of the group's activities; and
- identify, evaluate and hedge all financial risks in close collaboration with the operations teams.

The objective is to minimize, at the lowest possible cost, the impact of financial market fluctuations on the group's income statement, in order to reduce the capital allocation required to manage these financial risks.

The group prohibits the taking of speculative positions.

A. LIQUIDITY RISK

The group Finance Department is responsible for maintaining sufficient liquidity at all times. It accomplishes this by efficiently managing the group's cash balances and ensuring that the maturity and legal conditions of the financing obtained are appropriate. In particular, it arranges confirmed lines of credit to maximize the flexibility of the group's financing (see Note 21 of the notes to the consolidated financial statements at June 30, 2014).

The Company specifically reviewed its liquidity risk and considers that it is able to meet its future payments.

B. MARKET RISKS

1. CURRENCY RISK

Risks related to changes in foreign exchange rates

The group publishes its consolidated financial statements in euros, and in 2013-2014, 65% of revenue and 41% of current operating income were denominated in euros.

The share of assets, liabilities, sales and earnings denominated in other currencies – essentially the Polish zloty, Hungarian forint, Russian ruble, Brazilian real and US and Canadian dollars – fluctuates continuously. This means that the group is affected by fluctuations in the value of these currencies relative to the euro when they are translated into euros in the consolidated financial statements. For example, when the euro appreciates against these currencies it reduces the earnings contribution from those subsidiaries whose financial statements are denominated in these currencies.

All sales and expenses of group subsidiaries are generally expressed in their local currency, with the exception of imports, exports and financial transactions covered by centralized and systematic foreign currency hedges, where the type of exposure means that it can be hedged: Bonduelle therefore believes that its local exposure to currency fluctuations, after hedging, is limited.

The group's international growth strategy contributes to increasing the weight of non euro-denominated activities in revenue, operating profit and consolidated net income.

Hedging policies for currency risk

The group seeks to hedge, on a budgeted annual basis, all risks relating to the activities of its subsidiaries denominated in a currency other than their functional currency and the risks relating to the net assets of some subsidiaries operating in countries whose functional currency is not the Euro.

The group uses over-the-counter financial instruments only to hedge the financial risks generated by its production and sales activities. All hedges entered into must comply with the objectives and procedures established by the Bonduelle Group's Executive Management.

These transactions are centralized within the group Finance and Treasury Department.

The group's policy regarding fluctuations in foreign exchange rates consists of periodically calculating its net exposure to foreign currencies and using financial derivatives to reduce this risk.

The group makes use above all of forward foreign exchange contracts, foreign currency swaps and options entered into with highly-rated bank counterparties. Details of the portfolio as well as an analysis of foreign exchange rate sensitivity appear in Notes 10 and 20 to the consolidated financial statements at June 30, 2014.

2. INTEREST RATE RISK

The interest rate management policy is coordinated, controlled and handled centrally, with the aim of protecting future cash flows and reducing the volatility of finance costs. The group uses various instruments available on the market, especially interest rate options and swaps. Details of the portfolio as well as an analysis of interest rate sensitivity appear in Notes 10 and 20 to the consolidated financial statements at June 30, 2014.

3. CREDIT RISK

In light of the high credit quality of the group's principal counterparties and the wide dispersion of its customers throughout the world, especially in the mass-market retailing sector, the group considers that it does not have a significant exposure to credit risk.

Given the high liquidity of the group's trade and related receivables, the fair value of these assets is considered to be equal to their carrying amount.

4. COUNTERPARTY CREDIT RISK

In its dealings in financial assets in general and any cash balances, the group works only with highly-rated bank counterparties. Any cash surpluses are generally managed in short-term interest-bearing deposits.

5. RAW MATERIALS RISK

The Bonduelle Group has always favored the best agricultural lands and the geographical diversification of its sourcing regions when deciding where to locate its production facilities, in order to reduce the climate-related risks inherent to all growing activities.

There is, moreover, no organized market for the agricultural raw materials purchased by the Bonduelle Group. Changes in the prices of agricultural raw materials quoted on a market do, however, impact to a greater or lesser extent on the group's purchase prices, depending on the agricultural alternatives available to producers. In order to ensure long-term relationships with its vegetable suppliers, Bonduelle holds annual negotiations with producers' associations,

well in advance of the harvest, that set the producer's net margin per hectare. Bonduelle is therefore obliged to adjust its selling prices to reflect the results of its vegetable purchasing negotiations, which vary between sourcing regions.

The last three periods of inflation affecting raw materials have shown the group's ability to recover increases in costs in its selling prices.

C. EQUITY MANAGEMENT

The Bonduelle Group always ensures that its financial structure remains optimal by respecting the equilibrium between its net debt and its equity, and by maintaining a consistent dividend policy. This is intended to keep the cost of capital to a minimum, to maximize share price and dividend growth for the Shareholders and to maintain sufficient financial flexibility to take advantage of any opportunities that may arise.

At June 30, 2014, the group had equity of 503.9 million euros, on the basis of which the Supervisory Board proposed a dividend of 0.375 euro per share.

4.2.2 Equity risk

Every year, the Company buys and sells its own shares, in accordance with the provisions of the information memorandum issued in connection with the share repurchase program as approved by the Shareholders. In descending order of priority, the objectives of this program are to:

- ensure secondary market-making and the liquidity of Bonduelle shares by an investment services provider;
- hold the shares acquired for subsequent use in exchange or as payment in connection with any potential acquisition;
- ensure that sufficient shares are available to cover needs generated by stock option plans and any other form of allocation of shares to employees and/or the Corporate Officers of the group;
- provide coverage for securities giving rights to allocations of Company shares in accordance with applicable regulations;
- cancel any of the shares acquired.

Under this program, at June 30, 2014, the Company held 1,763,214 treasury shares. Voting rights attached to these shares are suspended, and the shares are recorded as a reduction of Shareholders' equity. The Company is not, moreover, exposed to any equity risks insofar as it does not engage in any cash management transactions involving investments in equity funds or other financial instruments with an equity component.

Risk factors

4.2.3 Legal risks

A. LAWS AND REGULATIONS

Bonduelle complies with all applicable laws and regulations in its relationships with its partners. As a member of the food industry, Bonduelle is subject to national and international regulations concerning food safety, quality control, food products and packaging.

There are legal risks associated with the manufacture and distribution of food products. Bonduelle considers that it has set up sufficient measures to meet regulatory requirements and prevent and manage these risks.

B. TRADEMARKS AND INTELLECTUAL PROPERTY

Rigorous measures are employed to protect Bonduelle trademarks. Internal teams assisted by intellectual property consultants monitor the group's trademarks, especially the Bonduelle, Cassegrain, Globus and Arctic Gardens brands, register and renew trademarks and take action against third parties in the event of trademark infringements.

C. OTHER LEGAL RISKS

Bonduelle's sales and industrial activities are not significantly dependent upon other companies, customers or suppliers, and the group has the assets it needs to for its activities.

To the best of the Company's knowledge, there are no other government, court or arbitration proceedings pending or threatened that might have, or that have had, over the past 12 months, a material effect on the financial position or profitability of the Company and/or the group, apart from those mentioned in Note 28 to the consolidated financial statements.

4.2.4 Industrial and environmental risks

Bonduelle's activities are regulated by numerous provisions concerning water, air, soil and waste. The group's risk management policy seeks above all to:

- ensure the quality and safety of its food products by effectively managing the agricultural and industrial processes;
- reduce to the greatest extent possible the adverse consequences of its activities on the environment and on People.

A. AGRICULTURE

Agriculture provides the major share of raw materials required to make the group's products. To ensure the quality of its products and protect the environment, Bonduelle has adopted a sourcing charter that fixes criteria for selecting agricultural land and crop management, which farmers working with the group must apply. Summarizing the European standards and taking up the requirements of the principle of integrated agriculture in France in all of the other countries, this charter has been signed by 93% of farmers.

B. PRODUCT QUALITY AND SAFETY

Food safety is a key priority of Bonduelle's quality policy. For this purpose, it has established Hazard Analysis and Critical Control Point procedures (HACCP) to control identified risks at various stages of the preparation of its products. These procedures, which have been implemented throughout the group, provide an audit trail of its products from the planting phase to our customers' initial points of delivery. Risk analysis procedures and controls at critical points have been set in place throughout the production process.

97% of Bonduelle's plants have at least one certification.

A number of audits have been carried out at the sites by both internal and external Auditors on the basis of the various standards.

C. NATURAL RESOURCES

Continuous efforts are devoted to the optimization of natural resources and environmental protection, focusing on the following areas:

- reducing consumption of water and energy;
- improving wastewater treatment equipment and plants;
- continuing the industrial and green waste management policy.

In order to ensure that water is returned in pristine condition to the natural environment, Bonduelle has equipped its industrial facilities with bio-waste treatment plants, agricultural fertilizer systems (after pre-treatment), systems for pre-treatment before discharge into external structures and biogas plants.

To make its energy consumption even more efficient, Bonduelle has continued:

- the Frugal Factory program targeting the minimum amount of energy required for vegetable processing;
- research into the production and use of alternative energies such as biogas, either from the methanation of industrial effluent or from a methanation project including by-products;
- its packaging-reduction projects.

4.2.5 Hedging of non-financial risks

Three strategic objectives have been set for the Company by the family shareholding group, the stability of which contributes to a long-term approach: sustainability, independence and the individual development of our employees.

The primary objective of the non-financial risk management policy is to protect the group's strategic assets. The broad strategic guidelines governing capital expenditure on industrial assets, the development of our processes, and the recruitment and training of our workforce all take continuous account of this objective of safeguarding our industrial, financial and human resources.

The aim of this approach is to limit industrial or other risks such as those mentioned above to which the group is naturally exposed.

The group's insurance strategy is based on two main principles:

RISK ASSESSMENT

The Insurance unit of the group Finance Department is responsible for identifying and assessing all risks, in close cooperation with the

The main programs are: (at July 1, 2014)

Risks	Deductible (in euros)	Insurer
Losses – Business interruption	€100,000 to €200,000 depending on the site	Allianz/RSA/AIG/AVIVA
Public liability	€2,500	AIG
Contamination and brand image	€1,000,000	HDI GERLING/Allianz
Credit risk	94% coverage	Atradius

operating entities. The scope and amounts of insurance coverage are set at group level, based on objectives defined by Bonduelle's Executive Management. The insurance programs are negotiated by the group's Insurance Department and placed with top tier insurance companies.

TRANSFER OF RISK

Global comprehensive programs have been set in place to transfer major risks with potentially significant strategic and financial impacts to the insurance market:

- in light of the geographical dispersion and the size of our production facilities and deductible levels, all direct property damage risk has been transferred;
- for other risks, policies have been put in place to the extent permitted by the insurance and reinsurance markets.

Other insurance programs covering less significant risks have also been taken out.

5

Consolidated financial statements

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Items in the annual financial report are identified in the contents using the AFR symbol

Consolidated income statement

5.1 Consolidated income statement

<i>(in thousands of euros)</i>	Notes	At 06/30/2013	At 06/30/2014
Total revenue	5	1,896,148	1,921,064
Purchases and external charges	6	(1,373,916)	(1,403,014)
Employee benefits expenses	7	(348,848)	(339,084)
Amortization and impairment		(75,524)	(74,903)
Other operating income	8	42,364	33,964
Other operating expenses	8	(35,272)	(35,332)
Gain/loss on sale of consolidated equity investments		683	(0)
Current operating income		105,635	102,694
Non-recurring items	9	(2,663)	(36,053)
Operating profit		102,972	66,641
Net borrowing costs		(30,589)	(26,870)
Other financial income and expenses		2,953	(564)
Financial result	10	(27,636)	(27,435)
Share of net income from associates		(3,006)	(1,441)
Profit before tax		72,329	37,765
Income tax	11	(20,402)	(22,555)
NET INCOME		51,927	15,211
• Attributable to owners of the Company		52,094	15,219
• Attributable to non-controlling interests		(167)	(9)
BASIC EARNINGS PER SHARE	12	1.74	0.50
DILUTED EARNINGS PER SHARE	12	1.74	0.50

■ **Gains and losses recognized directly in equity**

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
Net income for the period	51,927	15,211
Items that may be reclassified subsequently to P&L	(14,902)	(19,099)
Cash flow hedge	324	(405)
Translation adjustments	(15,109)	(18,840)
Tax effects	(117)	146
Items that may not be reclassified subsequently to P&L	(1,645)	500
Actuarial gains and losses on defined benefit plans	(2,791)	772
Tax effects	1,146	(271)
Income and expenses recognized directly in equity	(16,547)	(18,599)
TOTAL RECOGNIZED INCOME AND EXPENSES	35,380	(3,388)
Attributable to owners of the Company	35,618	(3,379)
Attributable to non-controlling interests	(238)	(9)

5.2 Consolidated statement of financial position

Asset

<i>(in thousands of euros)</i>	Notes	At 06/30/2013	At 06/30/2014
Non-current assets		776,141	763,778
Other intangible assets	13	31,967	32,115
Goodwill	14	207,629	203,496
Property, plant and equipment	15	475,773	465,797
Investments in associates		9,635	9,344
Other non-current financial assets	17	28,354	28,939
Deferred tax	11	13,866	12,733
Other non-current assets	16	8,917	11,354
Current assets		911,627	903,264
Inventories and work-in-progress	18	544,348	528,705
Trade and other receivables	19	313,066	336,509
Tax receivables		10,901	19,076
Other current assets	16	7,318	6,886
Other current financial assets	16	7,691	3,391
Cash and cash equivalents	21	28,303	8,697
TOTAL ASSETS		1,687,768	1,667,042

Liabilities

<i>(in thousands of euros)</i>	Notes	At 06/30/2013	At 06/30/2014
Group stockholder's equity		507,795	496,284
Share capital		56,000	56,000
Additional paid-in capital		22,545	22,545
Consolidated reserves		429,250	417,739
Non-controlling interests	1.B	7,560	7,639
Equity		515,355	503,923
Non-current liabilities		422,199	488,426
Financial liabilities	21	355,089	419,723
Employee benefit obligations	22	15,656	15,337
Other non-current provisions	24	16,838	15,366
Deferred taxes	11	22,559	22,293
Other non-current liabilities	16	12,058	15,708
Current liabilities		750,214	674,693
Current financial liabilities	21	279,975	124,479
Current provisions	24	1,390	5,585
Trade and other payables	25	462,327	538,977
Tax payables		634	3,408
Other current liabilities	16	5,888	2,244
TOTAL LIABILITIES		1,687,768	1,667,042

Consolidated statement of cash flows

5.3 Consolidated statement of cash flows

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
Net income	51,927	15,211
Share of net income from associates	3,006	1,441
Depreciation, amortization and impairment	67,771	77,155
Other components of net income with no cash impact	(6,034)	3,452
Deferred tax	6,615	2,494
Accrued interest	393	(892)
Gross cash flows from operating activities	123,678	98,860
Change in working capital requirement	(20,585)	50,226
Net cash flows from operating activities	103,093	149,086
Acquisitions of consolidated companies, net of cash and cash equivalents	(4,500)	0
Disposals of consolidated companies, gross of cash and cash equivalents disposed of	5,118	0
Changes in scope of consolidation	(6,063)	0
Acquisitions of property, plant and equipment	(81,206)	(81,567)
Acquisitions of financial assets	0	0
Disposal of property, plant and equipment and financial assets	2,185	7,759
Net change in loans and other non-current financial assets	(210)	(1,387)
Net cash flows from (used in) investing activities	(84,676)	(75,195)
Capital increase	0	0
(Acquisition) disposal of treasury shares	1,273	3,372
Increase (Decrease) in non-current financial liabilities	145,206	65,502
Increase (Decrease) in current financial liabilities	(144,042)	(150,405)
Dividends paid to group and minority Shareholders	(11,225)	(11,699)
Net cash flows from (used in) financing activities	(8,788)	(93,229)
Impact of exchange rate changes	(269)	(268)
Change in cash and cash equivalents	9,361	(19,606)
Cash and cash equivalents – opening balance	18,941	28,303
Cash and cash equivalents – closing balance	28,303	8,697
CHANGE IN CASH AND CASH EQUIVALENTS	9,361	(19,606)

5.4 Consolidated statement of changes in equity

<i>(in thousands of euros)</i>	In number of shares	Share capital	Addi- tional paid in capital	Actuarial gains and losses	Treasury shares	Trans- lation reserves	Accu- mulated income	Group stock- holder's equity	Non- control- ling interests	Total equity
Equity at July 1, 2012	8,000,000	56,000	22,545	(3,598)	(35,191)	3,134	444,627	487,516	16,229	503,745
Income recognized directly through equity		0	0	(1,574)	0	(15,109)	207	(16,476)	(71)	(16,547)
Net income at 06/30/2013							52,094	52,094	(167)	51,927
Share purchase options							429	429		429
Puts on non-controlling interests										
Changes in scope of consolidation							(3,534)	(3,534)	(8,431)	(11,965)
Treasury Shares					1,420			1,420	0	1,420
Other							(2,428)	(2,428)		(2,428)
Dividends paid							(11,225)	(11,225)	0	(11,225)
Equity at June 30, 2013	32,000,000	56,000	22,545	(5,172)	(33,771)	(11,975)	480,169	507,795	7,560	515,355
Equity at July 1, 2013	32,000,000	56,000	22,545	(5,172)	(33,771)	(11,975)	480,169	507,795	7,560	515,355
Income recognized directly through equity				500		(18,840)	(259)	(18,599)	0	(18,599)
Net income at 06/30/2014							15,219	15,219	(9)	15,211
Share purchase options							320	320		320
Puts on non-controlling interests							(35)	(35)		(35)
Changes in scope of consolidation										0
Treasury Shares					3,343			3,343		3,343
Other							(62)	(62)	87	25
Dividends paid							(11,698)	(11,698)		(11,698)
EQUITY AT JUNE 30, 2014	32,000,000	56,000	22,545	(4,672)	(30,428)	(30,815)	483,654	496,283	7,639	503,923

5.5 Notes to the annual consolidated financial statements

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NOTE 1

Preparation methods

The consolidated financial statements of the Bonduelle Group and its subsidiaries ("the group") for the 2013-2014 fiscal year have been prepared in accordance with the "IFRS" (International Financial Reporting Standards) published by the IASB (International Accounting Standards Board), and whose adoption ruling has been published in the official journal of the European Union.

The notes to the annual consolidated financial statements have been prepared in accordance with IFRS and follow recommendation 2012-02 of the *Autorité des normes comptables* (ANC – French Accounting Standards Board).

STANDARDS, UPDATES AND INTERPRETATIONS FIRST APPLICABLE TO FISCAL YEAR 2013-2014

- The amendment to IAS 19 relating, in particular, to the accounting treatment applied to the cost of past services in the event of a

change of regime and to disclosures published in notes to the financial statements, applicable to accounting periods starting on or after January 1, 2013, early-adopted the previous fiscal year.

- The amendment to IFRS 7 Financial Instruments: Disclosures, disclosures on financial instruments and offsetting of financial assets and liabilities, applicable to accounting periods starting on or after January 1, 2013.
- IFRS 13 Fair Value Measurement, applicable to accounting periods starting on or after January 1, 2013.

IFRS 13 provides a general framework for measuring fair value, underpinned by a new definition based on exit price and provides for additional disclosures on fair value measurements in notes to the financial statements.

The main thrust of this standard is that derivative liabilities (Debit Value Adjustment (DVA) or own credit risk) should reflect non-performance risk, taking a symmetrical approach to the measurement of counterparty risk in respect of derivative assets (Credit Value Adjustment or CVA).

First adoption of IFRS 13 within the Bonduelle Group had no material effect.

THE ANNUAL IMPROVEMENTS TO IFRS, APPLICABLE TO ACCOUNTING PERIODS STARTING ON OR AFTER JANUARY 1, 2013, EARLY-ADOPTED THE PREVIOUS FISCAL YEAR

- IFRS 1, relative to repeat applications of IFRS 1.
- IAS 1, relative to clarification of the requirements for comparative information and consistency with the updates to the conceptual framework.
- IAS 16, relative to the classification of servicing and maintenance equipment.
- IAS 32, relative to the tax effect of distributions to holders of equity instruments and the costs related to capital transactions.
- IAS 34, relative to interim financial reporting and segment information for total segment assets.

STANDARDS, UPDATES AND INTERPRETATIONS NOT YET APPLICABLE AND THAT HAVE NOT BEEN EARLY-ADOPTED BY THE GROUP

- The amendment to IAS 32 Financial Instruments: Presentation, offsetting of financial assets and liabilities, applicable to accounting periods starting on or after January 1, 2014.
- The amendment to IAS 39 relating to the novation of derivatives and continuation of hedge accounting, applicable to accounting periods starting on or after January 1, 2014.
- IFRS 10, IFRS 11, and IFRS 12, respectively Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities, applicable to accounting periods starting on or after January 1, 2014. The Bonduelle Group will adopt these standards as of July 1, 2014, but no material impact on its financial statements has been identified.
- Revised IAS 27 Parent company Financial Statements, applicable to accounting periods starting on or after January 1, 2014.
- Revised IAS 28 Investments in Associates and Joint Ventures, applicable to accounting periods starting on or after January 1, 2014.
- The amendment to IAS 36 relating to recoverable amount disclosures for non-financial assets, applicable to accounting periods starting on or after January 1, 2014.
- The amendment to IAS 19 relating to defined benefit plans: employee contributions, applicable to accounting periods starting on or after January 1, 2014;
- The IFRIC 21 interpretation – Levies – an interpretation on accounting for liabilities to pay levies imposed by governments, applicable to accounting periods starting on or after June 17, 2014.

A. Information concerning the group

Bonduelle SCA is a French limited partnership (*société en commandite par action*) that is listed in Compartment B of Euronext. Bonduelle is a market leader in processed vegetables both within and outside Europe. The Company operates in three business segments: canned, frozen and ready-to-use fresh vegetables (prepared and fresh-cut).

The Management Board approved the consolidated financial statements in accordance with IFRS and authorized the publication of the approved financial statements closed on June 30, 2014, which will be submitted for approval at the Shareholders' Meeting on December 4, 2014.

BONDUELLE AWARDED CORPORATE GOVERNANCE PRIZE

On September 18, 2013, in Paris, the Bonduelle Group was awarded the Corporate Governance Prize in the mid-cap category (non SBF 120 index) organized by AGEFI.

This Prize recognizes the efforts made by Bonduelle in terms of corporate governance. Firstly, by adopting the corporate governance code drafted by AFEF and MEDEF. Viewed as a true benchmark, this is a series of recommendations compiled by the companies themselves, mindful of laying down certain principles of good practice and transparency. It is, therefore, the highest standard in terms of corporate governance.

Within this context, Bonduelle has ensured that it has a mixed gender Supervisory Board with three of its eight members being women. The Board has, in addition, been chaired by Isabelle Danjou since December 2012.

Moreover, its governance endeavors to maintain a balance between representatives of the family shareholding group and independent directors.

BONDUELLE AWARDED SPECIAL PRIZE FOR INVESTOR RELATIONS

On November 12, 2013, in Paris, the Bonduelle Group was awarded the Special Prize for Investor Relations in the Small Caps category, organized by the *Echos* Group and *Investir* magazine.

This award highlights the group's investment in terms of quality of information, transparency and service offered to the Bonduelle Group's more than its 10,000 Shareholders.

MANUFACTURE OF EMPTY CANS

In Spring 2014, the group invested in an empty can production line at its Békéscsaba plant in Hungary. The start up of this line, which is now operational, was perfectly in line with expectations in terms of both quality and cost.

EUROPEAN COMMISSION INVESTIGATION INTO THE PRIVATE LABEL CANNED MUSHROOM MARKET

As shown in the press release dated June 25, 2014, the Bonduelle Group and several other companies were notified on that date of the

Notes to the annual consolidated financial statements

European Commission's decision to impose fines for anti-competitive practices on the private label canned mushroom market within the European Economic Area.

In its decision, the Commission decided to fine the Bonduelle Group, as well as other market operators, for the 2010-2012 period. This decision had a 32 million euros impact on the group's profit for 2013-2014, inclusive of legal fees and procedural costs. This amount, although significant, will not threaten the financial health of the Bonduelle Group.

The Bonduelle Group has acknowledged this decision and, in light of items in its possession relating to the period prior to 2010, continues its legal action for misrepresentation against the former owner of France Champignon before the Paris commercial court.

Within this context, and in relation to the investigations conducted by the European Commission into the non-mushroom canned vegetable market and mentioned in the 2012-2013 registration document, the Bonduelle Group filed an application with the Commission for exemption from the fine and obtained conditional immunity. The Bonduelle Group intends to continue to cooperate fully with the Commission and does not anticipate financial sanctions within the context of these other proceedings.

IMPROVEMENT OF THE GROUP'S FINANCING TERMS

On July 28, 2014, the Bonduelle Group, together with those establishments constituting its banking pool, signed an amendment to its 300 million euros, five-year Revolving Credit Facility signed in July 2012. This arrangement provides, on the one hand, for a significant reduction in the credit margin and, on the other, for a two-year extension (2019) with an additional two-year option in respect of the loan maturity. This transaction, in addition to its positive impact on the average cost of the group's debt, which is already highly competitive, secures its financing and development and, once again, highlights investor confidence in Bonduelle's creditworthiness.

B. Consolidation methods

The consolidated financial statements fully consolidate the financial statements of all subsidiaries controlled either directly or indirectly by the group. The group considers that it has exclusive control of a company when it is in a position to influence the operational and financial policies of the company, regardless of its percentage of ownership. Accordingly, certain companies are fully consolidated, even though the group only holds a percentage of the voting rights equal to or less than 50%. Full consolidation allows recognition of all of assets, liabilities and income statement items of the companies concerned, after elimination of all intercompany transactions and earnings, with the portion of income and equity attributable to group companies ("group share") distinguished from the portion concerning the interests of other Shareholders ("Non-controlling interests"). All companies over which Bonduelle does not exercise exclusive control yet still exerts significant influence or joint control are accounted for using the equity method.

SOLEAL is fully consolidated (48%) as the company is legally controlled by Bonduelle and, from a contractual and financial standpoint, SOLEAL's sole intercompany customer is Bonduelle Conserve International (BCI).

The three Gelagri companies are accounted for using the equity method. The percentages of control and ownership are equal to the holdings of preferred shares issued by the three companies.

All consolidated group companies closed their annual financial statements on June 30, 2014, with the exception of the following companies: Bonduelle Kuban, Coubanskies Conservi, Bonduelle do Brasil, SCA des Hureaux, SCA Champignonnières de Dampierre, UltraCongelados de la Ribera and Gelagri group companies, all of which were consolidated on the basis of their accounting position as at June 30, 2014.

Companies are included within the consolidation scope with effect from the date on which control or significant influence is acquired.

Companies are deconsolidated with effect from the date on which control or significant influence is lost.

All income and expenses related to subsidiaries acquired or disposed of during the fiscal year are recognized in the consolidated income statement with effect from the acquisition date or until disposal.

All transactions between consolidated companies and intercompany income (including dividends) are eliminated.

C. Segment reporting

Segment data is reported on the basis of the operating segments used for internal reporting purposes. This is referred to as the "management approach."

The two operating segments are the Europe Zone and Non-Europe Zone.

Europe Zone business units cover the following geographical areas: France, Germany, Italy, Iberian Peninsula, Benelux and central Europe.

Bonduelle's Non-Europe Zone business units cover Eastern Europe, the Mercosur, North America and Export activities.

These segments are based on the Bonduelle Group's managerial organization.

The primary indicators published are those used by the group's Executive Management. Revenue, operating profit and non-current assets are presented by geographical region. Revenue is also presented by operating segment.

D. Translation of transactions denominated in foreign currencies and the financial statements of companies outside the euro zone

TRANSLATION OF TRANSACTIONS DENOMINATED IN FOREIGN CURRENCIES

Transactions denominated in foreign currencies are valued using the exchange rates applicable on the transaction dates. All receivables and liabilities denominated in foreign currencies recognized in the statement of financial position at the end of the period are valued at the closing rates. All foreign exchange gains and losses generated by the translation of transactions denominated in foreign currencies are included under the financial income and financial expenses headings of the income statement, except for those on borrowings denominated in foreign currencies or other instruments used to hedge long-term equity investments in that same currency, which are included on the line "Accumulated translation adjustments" of the consolidated Shareholders' equity.

TRANSLATION OF THE FINANCIAL STATEMENTS OF COMPANIES OUTSIDE THE EURO ZONE

The statement of financial positions of companies with a functional currency other than the euro are translated into euros at the official rate at the end of the financial period, and their income statements are translated into euros using the average exchange rate (excluding hyperinflation) for each currency during the period. The exchange differences resulting from the application of these various foreign exchange rates are included on the line "Accumulated translation adjustments" in consolidated Shareholders' equity until such time as the foreign holdings to which they pertain are sold or liquidated.

E. Business combinations

All business combinations have been recognized using the acquisition method since July 1, 2009 in accordance with standard IFRS 3 (revised) (Business Combinations), and according to IFRS 3 for acquisitions made before this date.

According to this method, the identifiable assets acquired and liabilities assumed are recognized at their fair value, notwithstanding the exceptions specified in IFRS 3R.

For all combinations formed after July 1, 2009, the extra costs associated with the acquisition are recognized in expenses.

Similarly, from July 1, 2009, any non-controlling interest in the acquiree (minority interest) can either be measured at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable assets acquired and liabilities assumed (IFRS 3 2004), or at its fair value (referred to as the "full goodwill" method). This option is available on a transaction-by-transaction basis.

The difference between the cost of acquisition of the shares and the fair value of the acquired share of identifiable assets and liabilities on the acquisition date is recognized in goodwill.

If the cost of an acquisition is less than the fair value of the net assets of the acquiree, the negative goodwill is recognized directly in profit and loss.

The goodwill analysis is finalized during the assessment period, *i.e.* 12 months from the takeover date.

NOTE 2

Accounting principles

The consolidated financial statements at June 30, 2014 are presented in thousands of euros, and reflect the financial position of the Company and its subsidiaries (hereafter referred to as "the group").

They have been prepared on the basis of historical costs, with the exception of the assets and liabilities discussed below, which are recognized at fair value.

A. Intangible assets

GOODWILL

When shares are acquired in companies that are either fully consolidated or accounted for using the equity method, the cost of acquiring the shares is allocated to the assets, liabilities and contingent liabilities acquired measured at their fair value. Any positive difference between the acquisition cost and the group's share in the fair value of the assets, liabilities and contingent liabilities acquired represents goodwill. These differences are presented on the asset side of the consolidated statement of financial position under "goodwill" for fully-consolidated companies and under "Investments in equity" for companies accounted for using the equity method.

Goodwill relating to non-French companies is recognized in the functional currency of the Company acquired.

Negative differences (badwill) are immediately recognized in the income statement as non-recurring items.

OTHER INTANGIBLE ASSETS

All separately identifiable brands acquired whose useful life is considered to be indefinite are recognized in the consolidated statement of financial position under the heading "Other intangible assets."

Licenses, patents and any other intangible assets acquired are recognized at their acquisition cost under "Other intangible assets" in the consolidated statement of financial position. They are amortized on a straight-line basis in accordance with their projected useful life.

DEVELOPMENT COSTS

All development costs must be capitalized as intangible assets when the Company can prove that they will generate future economic benefits and their costs can be identified.

Notes to the annual consolidated financial statements

Development costs for software used within the group are carried as assets in the statement of financial position when it is probable that these expenses will generate future economic benefits. These costs are amortized on a straight-line basis over the expected useful life of the software, which may be between one and five years. All other software acquisition and development costs are immediately recognized as expenses.

MONITORING OF BRAND VALUES

The main factors used to assess the indefinite nature of the useful life of the brands were their market positioning in terms of sales volume, brand awareness, and their expected long-term profitability.

These values are not amortized but undergo an annual impairment test, in accordance with IAS 36, which includes the monitoring of the indicators cited above.

MONITORING OF GOODWILL VALUES

The carrying amount of goodwill is tested for impairment at least once a year; all other intangible assets are tested when other events and conditions suggest that they are likely to have experienced a loss of value. An impairment loss is recognized when the recoverable amount of the intangible assets becomes less than their net carrying amount.

Any impairment is allocated first to the goodwill allocated to the cash generating unit (CGU), and then as a reduction of the net carrying amount of each asset within the CGU.

The recoverable amount of intangible assets corresponds to the greater of the fair value less all related selling costs and their value in use. The value in use is calculated on the basis of the discounted projected cash flows of the CGU to which the intangible assets tested belong.

Cash generating units are combinations of subsidiaries that belong to the same business segment and that generate cash flows that are clearly distinct from those generated by other CGUs. The cash flows used to calculate values in use are taken from the CGUs' five-year strategic plans.

A 1% growth rate is used to extrapolate the predicted cash flows beyond the five-year period included in the strategic plans.

These cash flows are discounted using a pre-tax rate, on the basis of a weighted average cost of capital (WACC = 6.81%) calculated using the market data available for Bonduelle and its business segments.

The WACC is calculated based on a target debt of 50% and a risk free rate of 1.71% (10-years OAT FR).

The group uses the following operating segments to monitor its CGUs for each operating segment: Europe Zone and Non-Europe Zone.

For the Europe Zone:

- canned and frozen vegetables;
- ready to use fresh vegetables.

For the Non-Europe Zone:

- canned and frozen vegetables in North America;
- canned and frozen vegetables in Eastern Europe.

The fair value less all related selling costs corresponds to the amount that could be obtained by selling the asset (or group of assets) under arm's length conditions, less all costs related directly to the disposal of the asset(s).

B. Property, plant and equipment

Property, plant and equipment are recorded on the statement of financial position at their cost less accumulated depreciation and impairment. The gross value of property, plant and equipment corresponds to their purchase or production cost. It is never remeasured. Purchase or production costs include, where applicable, all costs related to the dismantling or refurbishing of production sites. Borrowing costs are not included in the costs of non-current assets.

Non-current assets held through finance leases are recognized as assets on the statement of financial position at the lower of the discounted value of the future minimum payments or the market value when the contract transfers to the group, in substance, most of the risks related to the ownership of the asset. The level of risk transferred is assessed by analyzing the terms of the contract. The financial liability arising from the acquisition of the asset is recorded in the consolidated statement of financial position.

Depreciation is calculated on a straight-line basis based on purchase cost, less any residual value, from the date on which the asset is ready to be placed in service. With the exception of certain special cases, residual values are zero.

Useful lives are reviewed periodically, particularly in the case of decisions to move production sites.

- buildings: 10 to 40 years;
- plant & equipment, office equipment: 5 to 15 years;
- other non-current assets: 3 to 10 years.

Where circumstances or events indicate that the value of a fixed asset may have declined, the group examines the recoverable amount of the asset (or group of assets to which it belongs).

The recoverable amount is the higher of the asset's fair value less disposal costs and its value in use. Value in use is estimated by discounting the expected future cash flows of the asset (or group of assets to which it belongs) within the conditions of use planned by the group. Impairment is recognized when the recoverable amount of a fixed asset falls below its net carrying amount.

C. Financial assets

IAS 39 requires financial assets to be classified in one of the following four categories:

- financial assets at fair value through profit or loss (including derivative assets);
- loans and receivables;
- held-to-maturity assets;
- available-for-sale assets.

These categories are used to determine the accounting treatment applied to these assets.

The classification is determined by the group on the day the asset is initially recognized, on the basis of the group's objective in acquiring the assets. All purchases and sales of financial assets are recorded on the transaction date, which is the date on which the group commits to the purchase or sale of the asset.

1. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

These consist of financial assets held by the group with a view to generating a short-term gain, or any financial assets voluntarily classified in this category. They are measured at their fair value, and all changes are recognized in the income statement. Classified under cash equivalents within the group's current assets, these financial instruments include, where applicable, units or shares in money market funds and derivative assets.

2. LOANS AND RECEIVABLES

Loans and receivables are financial assets, other than derivatives, with fixed or determinable payments, which are not listed on an active market and which are neither held for trading nor available for sale. These assets are initially measured at fair value, and subsequently stated at their amortized cost using the effective interest rate method. For short-term receivables with no stated interest rate, the fair value is equal to the original invoice value unless the interest expense (at effective interest rate) has a material impact.

Such assets are tested for impairment if there is any evidence of loss of value. Impairment is recognized if the carrying amount is greater than the estimated recoverable amount.

Loans to subsidiaries and affiliates, other loans and receivables and trade receivables are included in this category.

They appear as financial assets and trade receivables.

As part of its financing policy, the group may have recourse to trade receivable securitization programs. Such securitizations are without recourse. The risk is transferred, in full, to the institution purchasing the receivable. As a result, these receivables are no longer recognized as assets in the statement of financial position. The group does not retain any ongoing involvement in the derecognized assets.

3. HELD-TO-MATURITY ASSETS

Held-to-maturity assets are financial assets, other than loans and receivables, with fixed maturities and fixed or determinable payments, which the group intends and is able to hold to maturity. These assets are initially recognized at fair value, and subsequently stated at their amortized cost using the effective interest rate method. They are tested for impairment if there is any evidence of loss of value. Impairment is recognized if the carrying amount is greater than the estimated recoverable amount.

Held-to-maturity investments are recorded under financial assets. Bonduelle held no such assets at year-end.

4. AVAILABLE-FOR-SALE ASSETS

Available-for-sale assets are financial assets that cannot be classified in any of the aforementioned categories. They are measured at fair value. Any unrealized gains or losses are recognized in Shareholders' equity until such time as they are sold. However, when there is objective evidence of the impairment of an available-for-sale asset, the accumulated loss is recognized through profit or loss.

Permanent impairment recognized on the variable income securities cannot be reversed at a subsequent reporting date.

For listed securities, fair value corresponds to market price.

For unlisted securities, it is calculated by using recent transactions as benchmarks, or using a valuation technique based on reliable and observable market data. However, when it is not possible to provide a reasonable estimate of the fair value of a security, it is measured at its historical cost. These assets are subsequently tested for impairment to determine whether recovery is possible. This category includes primarily non-consolidated investments and securities that do not meet any of the other definitions of financial assets. They are recorded under financial assets.

D. Financial liabilities

Financial liabilities include:

- bonds;
- accrued interest not yet due;
- outstandings on finance leases;
- borrowings and bank lines;
- derivative liabilities.

Financial liabilities are measured and recognized at their amortized cost using the effective interest rate method. They are recognized at the settlement date.

In accordance with IAS 39 regarding accounting policies for fair value hedging, bonds, which were swapped at the time they were issued, were marked to market. Changes in the fair value of the debt and the associated derivatives are recognized through profit or loss for the period.

Notes to the annual consolidated financial statements

E. Derivative financial instruments

The group uses over-the-counter derivatives to manage exposure to foreign exchange and interest rate risks. Group Policy precludes employees from engaging in speculative transactions on the financial markets.

In accordance with IAS 39, financial derivatives are recognized in the consolidated statement of financial position at fair value:

- if the derivative is designated as a fair value hedge for assets or liabilities recognized in the consolidated statement of financial position, changes in the fair value of both the derivative and the underlying hedged item are recognized through profit or loss for the same period;
- if the derivative is designated as a cash flow hedge, the change in the value of the effective portion of the derivative is recognized in equity. It is recognized through profit or loss when the hedged item is also recognized through profit or loss. A change in the value of the ineffective portion of the derivative is, however, recognized immediately through profit or loss;
- if the derivative is designated as a hedge of a net investment in foreign operations, the change in the fair value of the effective portion of the derivative is recognized directly through equity. Amounts recognized in this manner are taken to income only when the investment is sold. The ineffective portion is recognized immediately through profit or loss;
- changes in the fair value of derivatives that do not qualify for the use of hedge accounting are recognized directly through profit or loss for the period. They are listed as "Hedges not eligible for IFRS hedge accounting".

Derivatives are recognized at the transaction date.

IFRS 7.27A distinguishes three levels of methods for determining fair value:

- level 1: quoted prices on an active market for similar instruments with no adjustment;
- level 2: fair value determined based on data observable either directly (such as a price) or indirectly (calculated based on another price), but other than a quoted price on an active market as stated under level 1;
- level 3: fair value determined based on unobservable market data.

The method used by Bonduelle is level 2 in accordance with IFRS 13. Moreover, the market data used in the valuation models includes central bank fixings and data supplied by platforms such as Reuters.

F. Inventories

Materials inventories are measured at their weighted average unit cost. Inventories of work in progress and finished goods are measured at their production cost, which includes the cost of purchasing the materials used and all direct and indirect production costs (including fixed production costs).

Borrowing costs are not included in the inventory cost. Impairment is deemed necessary in the following cases:

- for raw materials, when the current market price is lower than the inventory value;
- for finished goods and commodities sold as-is, each time the probable net realizable value is lower than the production or purchase cost.

The amount of impairment required to bring inventory to its net realizable value and all inventory losses are recognized as expenses for the period during which the impairment or loss occurred. The sum of any recoveries of inventory impairment resulting from an increase in the net realizable value is recognized as a reduction in the amount of inventories recognized in expenses in the period during which the recovery was made.

Intercompany margins are eliminated.

G. Treasury shares

Bonduelle's shares held by the Company are recognized as a reduction of consolidated equity, on the line "Treasury shares", for an amount corresponding to their cost. Any funds generated by the sale of treasury shares are applied directly as an increase of Shareholders' equity, and therefore any gains or losses on disposal do not impact net income for the year.

H. Cash and cash equivalents

Cash assets consist of all investments with original maturities equal to or less than three months and that can be disposed of immediately. These investments are measured at their market value.

The elements that make up cash and cash equivalents are cash in bank current accounts and units or shares in short-term money market funds or redeemable medium-term notes, of which the risk of a change in value is deemed negligible.

I. Investment grants

Investment grants appear in the statement of financial position under "Other non-current liabilities". These are listed under "Other operating income" in the income statement and are recognized over the same period as the amortization of the fixed assets that they have made it possible to acquire.

J. Taxes

Income tax expense corresponds to the current tax payable by each consolidated tax entity, adjusted for deferred taxes.

In France, Bonduelle SCA is head of the tax consolidation group that includes Bonduelle SAS, Bonduelle Conserve International SAS, Bonduelle Surgelé International SAS, Bonduelle Development SAS, Champiloire SAS, Bonduelle Frais Traiteur SAS, Bonduelle Frais

France SA, SCI Revoisson, Bonduelle Traiteur International SAS, SAS Champignonnières des Roches, SA Champignonnières de la Vienne, SAS Champiland, and SAS Euromycel.

All current taxes in respect of the period are classified in current liabilities insofar as they have not been settled. Any overpayments of income taxes are classified among balance sheet assets as current receivables.

Deferred taxes are recognized on temporary differences between the carrying amounts of assets and liabilities and their value for tax purposes, with the exception of goodwill. Under the liability method, deferred taxes are calculated on the basis of the income tax rate expected for the fiscal year during which the asset will be realized or the liability settled, and are classified among non-current assets and liabilities. Impacts of changes in tax rates from one year to the next are recognized in the net income of the fiscal year during which the change is recognized. Deferred taxes pertaining to items recognized directly in Shareholders' equity are also recognized in Shareholders' equity.

Total deferred tax assets resulting from temporary differences and tax loss and credit carryforwards must not exceed the estimated value of the tax that may be recovered. The latter is assessed at the end of each fiscal year, based on earnings forecasts for the tax entities concerned. Deferred tax assets and liabilities are not discounted.

All deferred taxes are recognized through profit or loss on the income statement, except those generated by items that are allocated directly to equity. In this case, the deferred taxes are also allocated to equity. This is the case in particular for deferred taxes on brands, when the expected tax rate has just been modified.

K. Retirement, termination and providence commitments

The group provides its employees with either defined contribution or defined benefit plans.

The group's main obligations under its defined benefit programs consist of retirement benefits and long service awards in France, retirement plans in Germany and termination benefits in Italy.

Breakdown of the various plans:

	France	Germany	Italy
Type of plan	Termination benefits and long-service awards	Retirement plans	Termination plans
Discount rate	3%	3%	3%
Return on plan assets	3%	N/A	N/A
Future salary increase	2.20%	1.75%	N/A
Retirement age	63 years	65 years	62 years

The group does not have any obligations for future medical benefits.

The same discount rate (3%) is used to calculate Bonduelle's obligations under the various plans. It was determined based on AA-rated bond yields of private issuers in the euro zone. The rate of salary inflation presented is an average rate, calculated specifically for each plan.

In accordance with IAS 19, "Employee Benefits", the projected unit credit method is used to calculate pension and other post-retirement benefits under the defined benefit plans, using assumptions about salary inflation, employee turnover, retirement age and life expectancy.

The corresponding actuarial liabilities are recognized either as contributions paid to insurance companies or in the form of provisions.

Under the revised IAS 19, the Bonduelle Group recognizes the actuarial gains and losses generated during the year directly to equity.

Actuarial gains and losses are generated by inter-period changes in the actuarial assumptions used to calculate the value of the liabilities and the assets, and by experience differences corresponding to changes to the database of individual records.

Under the revised IAS 19, past service costs generated after July 1, 2013 are recognized in profit and loss for the period in which they occur.

The lines "Impact of discounting" and "Projected return on plan assets" are recognized through net financial expense.

Under defined contribution plans, the group's only obligation is to pay the required premiums. Said premiums are recognized in the income statement for the period.

Notes to the annual consolidated financial statements

L. Other non-current and current provisions

Provisions are established for clearly identifiable risks and expenses whose timing or amount is uncertain, when an obligation to a third party actually exists and it is certain or probable that this obligation will result in an outflow of resources without receiving at least equivalent consideration.

In the case of restructuring, an obligation is recognized once its implementation has begun or a detailed plan has been drawn up that has, to a sufficiently clear extent, created a well-founded expectation on the part of the persons in question that the Company will implement the restructuring.

M. Revenue

Revenue is recognized when the essential part of the risks and benefits associated with the ownership of the goods have been transferred to the buyer.

Revenue is recognized net of any discounts or rebates accorded to clients and any costs related to co-marketing or referencing agreements, or concerning occasional promotional campaigns invoiced by distributors.

N. Other current operating profit and expenses

This line includes other income and expense items not directly related to the group's business.

O. Non-recurring items

Non-recurring items comprise significant items that cannot be considered as inherent to the group's operational activity due to their nature and non-habitual character. They include mainly negative goodwill (badwill), impairment of intangible assets (including goodwill) from consolidated shareholdings, restructuring and reorganization costs, acquisition costs, financial losses arising from fraud or fines and the impacts of changes in estimates.

P. Share-based payments

Stock purchase options and free shares granted to employees are measured at their fair value on the allocation date. The fair value of the options is calculated using the Black & Scholes option pricing model, on the basis of assumptions determined by the Executive Management. This value is recognized in the income statement for the period during which employee's exercise rights become vested, with the offsetting entry consisting of an equivalent increase in Shareholders' equity. All expenses recognized in relation to options that expire prior to becoming exercisable are reversed in the income statement for the period during which they expire.

Q. Basic earnings per share and diluted earnings per share

Basic earnings per share are calculated by dividing group net income by the average number of shares in issue during the fiscal year.

To calculate diluted earnings per share, the weighted average number of shares is adjusted to reflect the impact of the conversion of any convertible instruments into common shares.

R. Assets and liabilities held for sale and operations discontinued, sold or in the process of being sold

Assets and liabilities held for sale, *i.e.* immediately available for disposal and whose disposal is highly probable, are presented on separate lines of the consolidated statement of financial position of the period during which the decision to sell was taken. The consolidated statements of financial positions of previous periods are not restated. Sale is said to be highly probable when a plan for the sale of the asset (or group of assets) held for sale has been drawn up by the Executive Management and an active search for an acquirer has been initiated.

Assets held for sale are measured at the lower of their carrying amount or fair value, less any selling costs, and are no longer depreciated.

Furthermore, net income and cash flow from discontinued operations or operations that have been sold or are in the process of being sold are presented respectively on a separate line of the income statement and the statement of cash flows, for all of the periods presented.

S. Use of estimates

As part of the normal preparation of the consolidated financial statements, the calculation of certain financial data requires the use of assumptions, estimates and assessments. This is especially true for the measurement of intangible assets, deferred taxes on tax loss carryforwards and the calculation of the amount of provisions for risks and charges or provisions for employee benefit and sales commitments. These assumptions, estimates and assessments are based on information and positions existing at the date on which the financial statements were prepared, which may prove, after the fact, to be different from the actual figures.

T. Reclassifications

The presentation of certain items in the financial statements pertaining to prior years may have been modified to make it compliant with the accounting principles adopted for the most recent period presented. No significant reclassifications were made during the fiscal year.

NOTE 3

Management of financial risks

The group has established an organization that provides for centralized management of all of its liquidity, currency, interest rate and counterparty credit risks. The Finance Department has assigned the group Finance and Treasury Department responsibility for risk management, and provided it with all of the expertise and tools needed to participate in the various financial markets as effectively and safely as possible. The organization and procedures utilized are regularly reviewed by the Internal Audit Department and the Auditors. At meetings held regularly with the Chief Financial Officer and the Manager of Finance and Treasury Department, the group's Executive Management validates, on the basis of a report published monthly, the implementation of previously authorized management strategies.

In a rapidly changing global economic environment, characterized by market volatility and changes in financial techniques, the role of the group Finance and Treasury Department is to:

- ensure optimum and sufficient funding to finance the development and growth of the group's activities;
- identify, evaluate and hedge all financial risks in close collaboration with the operations teams.

The objective is to minimize, at the lowest possible cost, the impact of financial market fluctuations on the group's income statement, in order to reduce the capital allocation required to manage these financial risks.

The group prohibits the taking of speculative positions.

A. Liquidity risk

The group Finance Department is responsible for maintaining sufficient liquidity at all times. It accomplishes this by efficiently managing the group's cash balances and ensuring that the maturity and legal conditions of the financing obtained are appropriate. In particular, it arranges confirmed lines of credit to maximize the flexibility of the group's financing (see Note 21 of the notes to the consolidated financial statements at June 30, 2014).

The Company specifically reviewed its liquidity risk and considers that it is able to meet its future payments.

B. Market risks

1. CURRENCY RISK

Risks related to changes in foreign exchange rates

The group publishes its consolidated financial statements in euros, and in 2013-2014, 65% of revenue and 41% of current operating income were denominated in euros.

The share of assets, liabilities, sales and earnings denominated in other currencies – essentially the Polish zloty, Hungarian forint, Russian ruble, Brazilian real and US and Canadian dollars – fluctuates continuously. This means that the group is affected by fluctuations in the value of these currencies relative to the euro when they are translated into euros in the consolidated financial statements. For example, when the euro appreciates against these currencies it reduces the earnings contribution from those subsidiaries whose financial statements are denominated in these currencies.

All sales and expenses of group subsidiaries are generally expressed in their local currency, with the exception of imports, exports and financial transactions covered by centralized and systematic foreign currency hedges, where the type of exposure means that it can be hedged: Bonduelle therefore believes that its local exposure to currency fluctuations, after hedging, is limited.

The group's international growth strategy contributes to increasing the weight of non euro-denominated activities in revenue, operating profit and consolidated net income.

Hedging policies for currency risk

The group seeks to hedge, on a budgeted annual basis, all risks relating to the activities of its subsidiaries denominated in a currency other than their functional currency and the risks relating to the net assets of some subsidiaries operating in countries whose functional currency is not the Euro.

The group uses over-the-counter financial instruments only to hedge the financial risks generated by its production and sales activities. All hedges entered into must comply with the objectives and procedures established by the Bonduelle Group's Executive Management. These transactions are centralized within the group Finance and Treasury Department.

The group's policy regarding fluctuations in foreign exchange rates consists of periodically calculating its net exposure to foreign currencies and using financial derivatives to reduce this risk.

The group makes use above all of forward foreign exchange contracts, foreign currency swaps and options entered into with highly-rated bank counterparties. Details of the portfolio as well as an analysis of foreign exchange rate sensitivity appear in Notes 10 and 20 to the consolidated financial statements at June 30, 2014.

2. INTEREST RATE RISK

The interest rate management policy is coordinated, controlled and handled centrally, with the aim of protecting future cash flows and reducing the volatility of finance costs. The group uses various instruments available on the market, especially interest rate options and swaps. Details of the portfolio as well as an analysis of interest rate sensitivity appear in Notes 10 and 20 to the consolidated financial statements at June 30, 2014.

Notes to the annual consolidated financial statements**3. CREDIT RISK**

In light of the high credit quality of the group's principal counterparties and the wide dispersion of its customers throughout the world, especially in the mass-market retailing sector, the group considers that it does not have a significant exposure to credit risk.

Given the high liquidity of the group's trade and related receivables, the fair value of these assets is considered to be equal to their carrying amount.

4. COUNTERPARTY CREDIT RISK

In its dealings in financial assets in general and any cash balances, the group works only with highly-rated bank counterparties. Any cash surpluses are generally managed in short-term interest-bearing deposits.

5. RAW MATERIALS RISK

The Bonduelle Group has always favored the best agricultural lands and the geographical diversification of its sourcing regions when deciding where to locate its production facilities, in order to reduce the climate-related risks inherent to all growing activities.

There is, moreover, no organized market for the agricultural raw materials purchased by the Bonduelle Group. Changes in the prices of agricultural raw materials quoted on a market do, however, have a more or less significant impact on the group's purchase prices, depending on the agricultural alternatives available to producers. In order to ensure long-term relationships with its vegetable suppliers,

Bonduelle holds annual negotiations with producers' associations, well in advance of the harvest, that set the producer's net margin per hectare. Bonduelle is therefore obliged to adjust its selling prices to reflect the results of its vegetable purchasing negotiations, which vary between sourcing regions.

The last three periods of inflation affecting raw materials have shown the group's ability to recover increases in costs in its selling prices.

C. Equity management

The Bonduelle Group always ensures that its financial structure remains optimal by respecting the equilibrium between its net debt and its equity, and by maintaining a consistent dividend policy. This is intended to keep the cost of capital to a minimum, to maximize share price and dividend growth for the Shareholders and to maintain sufficient financial flexibility to take advantage of any opportunities that may arise.

At June 30, 2014, the group had equity of 503.9 million euros, on the basis of which the Supervisory Board proposed a dividend of 0.375 euro per share.

NOTE 4**Changes in the scope of consolidation**

None.

NOTE 5

Segment reporting

<i>(in thousands of euros)</i>	Europe Zone	Non-Europe Zone	Eliminations	Total at 06/30/2013
Income Statement				
Revenue	1,268,908	634,292	(7,051)	1,896,148
Operating profit	45,594	57,377		102,972
Non-current assets	542,072	234,069		776,141

<i>(in thousands of euros)</i>	Europe Zone	Non-Europe Zone	Eliminations	Total at 06/30/2014
Income Statement				
Revenue	1,293,636	640,111	(12,684)	1,921,064
Operating profit	8,393	58,248		66,641
Non-current assets	541,542	222,236		763,778

■ Information by segment

<i>(in thousands of euros)</i>	Canned/Frozen	Fresh	Other	Total at 06/30/2013
Revenue – excluding intercompany	1,527,587	368,561		1,896,148

<i>(in thousands of euros)</i>	Canned/Frozen	Fresh	Other	Total at 06/30/2014
Revenue – excluding intercompany	1,552,832	368,231		1,921,064

■ Information by geographical area

	At 06/30/2013		At 06/30/2014	
France	628,691	33%	631,550	33%
North America	422,077	22%	418,758	22%
Germany	207,580	11%	219,933	12%
Italy	180,049	10%	177,759	9%
Eastern Europe ⁽¹⁾	168,546	9%	180,437	9%
Benelux	81,804	4%	80,632	4%
Central Europe ⁽²⁾	81,585	4%	85,245	4%
Iberian peninsula	39,499	2%	40,635	2%
Other	86,317	5%	86,114	5%
TOTAL REVENUE	1,896,148	100%	1,921,064	100%

(1) Russia + CIS countries.

(2) Former Eastern European countries that have joined the European Union.

Notes to the annual consolidated financial statements

NOTE 6

Purchases and external charges

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
Purchases of goods and other supplies	(973,247)	(1,013,502)
Production in inventory	23,898	(8,718)
Changes in inventories of goods and other supplies	(9,702)	10,990
Other external charges	(414,866)	(391,785)
TOTAL PURCHASES AND EXTERNAL CHARGES	(1,373,916)	(1,403,014)

NOTE 7

Remuneration and headcount

<i>(in thousands of euros and number of employees)</i>	At 06/30/2013	At 06/30/2014
Employee expense for consolidated companies	(348,848)	(339,084)
Average annual workforce	9,758	9,569
Employees with long-term employment contracts	6,736	6,983

NOTE 8

Other operating income and expenses

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
Operating services	6,984	7,596
Recoveries of provisions and impairment	15,069	4,251
Other operating income	20,310	22,117
TOTAL OTHER OPERATING INCOME	42,364	33,964

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
Taxes and duties	(21,958)	(21,033)
Provisions and impairment	(6,878)	(12,027)
Other operating expenses	(6,436)	(2,272)
TOTAL OTHER OPERATING EXPENSES	(35,272)	(35,332)

NOTE 9

Non-recurring items

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
Fines and Penalties *		(32,421)
Reorganization and restructuring costs	(2,663)	(3,632)
TOTAL NON-RECURRING ITEMS	(2,663)	(36,053)

* Fine relates to the proceedings initiated by the European Commission, inclusive of legal fees and procedural expenses. (See Note 1, A.).

NOTE 10

Financial result

The group's financial result at June 30, 2014 amounted at -27.4 million euros, compared with -27.6 million euros the previous year.

<i>(in thousands of euros)</i>		At 06/30/2013	At 06/30/2014
Cost of net debt	A	(30,589)	(26,870)
Cash and cash equivalents		822	339
Interest expense (at effective interest rate)		(31,163)	(27,147)
Gains and losses on liabilities covered by fair value hedges		8,451	4,112
Gains and losses on fair value hedging derivatives		(8,698)	(4,175)
Other financial income and expenses	B	2,953	(564)
Foreign exchange gain (loss)		(889)	(666)
Ineffective portion of cash flow hedges		348	183
Net gain (loss) on derivatives ineligible for hedge accounting (foreign currency & interest rate risk)		3,707	689
Other finance costs		(213)	(770)
FINANCIAL RESULT	A+B	(27,636)	(27,435)

Net borrowing costs, the main component of the financial result, were down from -30.6 million euros at June 30, 2013 to -26.9 million euros at June 30, 2014.

It comprises interest paid at the effective interest rate (-27.1 million euros), income from cash (0.3 million euros), and residual inefficiency (-0.1 million euros) calculated as the difference between the gains and losses on debt covered by fair value hedges (+4.1 million euros) and the gains and losses on fair value hedging derivatives (-4.2 million euros). This shortfall was due solely to the effect of interest rate changes (debts denominated in foreign currencies being fully hedged for currency risk).

The drop in net borrowing costs was mainly due to an improvement in operational cash flows.

The interest rate, calculated on the group's average debt in all currencies and restated to account for IFRS impacts, amounted to 3.44% compared to 3.45% the previous year.

Other financial income and expenses (-0.6 million euros) breaks down as follows:

- -0.5 million euros in foreign exchange losses corresponding to income from foreign exchange hedges on flows relating to commercial activities in foreign currencies (breaking down as follows: -0.7 million euros in foreign exchange losses, +0.2 million euros in ineffective cash flow hedges);
- -0.1 million euros in other financial income and expenses (-0.8 million euros in other expenses and +0.7 million euros in gains on instruments not eligible for hedge accounting).

Notes to the annual consolidated financial statements

As required by IFRS 7, the group performed sensitivity analyses to measure its exposure to material changes in interest and foreign exchange rates.

The scope of the interest rate sensitivity analyses included all financial instruments, both debt and derivatives. The analyses

were made assuming a uniform shift of +/-50 bp in all yield curve maturities at the reporting date. The market values of the instruments were obtained from the valuation platforms used by the Finance and Treasury Department, and market data are populated using real-time information systems (Reuters, etc.).

	Change in interest rates			
	+50 bp		-50 bp	
	Impact on equity	Impact on income	Impact on equity	Impact on income
<i>(in thousands of euros)</i>				
Interest on debt	0	(3,723)	0	3,744
Mark-to-market valuation of debt	0	4,335	0	(4,475)
Debt	0	612	0	(731)
Finance income from interest rate derivatives	0	746	0	(746)
Mark-to-market valuation of interest rate derivatives	1,099	(2,424)	(923)	3,308
Interest rate derivatives	1,099	(1,678)	(923)	2,562
TOTAL	1,099	(1,066)	(923)	1,830

The same valuation methods used to measure interest rate sensitivity (information systems and valuation platforms, etc.) are used to measure the group's exposure to changes in the currencies it uses for business and financing purposes (USD, HUF, CAD, RUB, PLN, etc.). The scope includes all balance sheet liabilities and receivables, those portions of trade-related flows expected to be generated during the period hedged, and all derivative instruments used to hedge foreign currency exposures.

In accordance with IFRS 7 §23, it is specified that, since this consists primarily of hedges of trading flows denominated in foreign currencies, the flows hedged and the associated hedging instruments generally mature in less than one year.

In the case of longer assets or liabilities, hedges can extend beyond one year though they must not exceed the present limit of 4.5 years, with the exception of hedges on the USPP bond issued in 2010, for which the hedges run until the bond matures (2022). In this case, the flows (intermediate and final) of hedging instruments run concurrently to the flows of the underlying hedged instruments and their impacts are offset in the income statement every quarter or half-year period according to the defined flow exchange schedules.

For the methods used to prepare the currency fluctuation sensitivity calculations, a variation of +/-5% in the euro against the main currencies has been applied.

■ Analysis of sensitivity to changes in exchange rates (excluding subsidiaries' net equity)

	Change in exchange rates			
	+5% variation		-5% variation	
	in the euro against the foreign currency		in the euro against the foreign currency	
<i>(in thousands of euros)</i>	Impact Equity	Impact Income	Impact Equity	Impact Income
HUF/EUR	43	40	(36)	(70)
USD/EUR	13	36	(8)	(66)
PLN/EUR	65	25	(9)	(87)
RUB/EUR	(7)	(40)	4	26
USD/CAD	56	90	(29)	(140)
TOTAL	170	151	(77)	(338)

NOTE 11

Income tax

1. Analysis of net income tax expense

Total income tax expenses are analyzed in the following manner:

	At 06/30/2013	At 06/30/2014
Average tax rate:	27.08%	57.53%

2. Reconciliation of income tax and profit before tax

<i>(in thousands of euros)</i>	At 06/30/2013	%	At 06/30/2014	%
Group net income	52,094		15,219	
Non-controlling interests	(167)		(9)	
Share of net income from associates	(3,006)		(1,441)	
Income tax expense	20,402		22,555	
PROFIT BEFORE TAX	75,336		39,206	
Theoretical tax expense ⁽¹⁾	27,196	36.1%	14,898	38.0%
Reconciliation:				
Permanent differences ⁽²⁾	(2,697)	-3.6%	10,621	27.1%
Difference in tax rates (outside of France) ⁽³⁾	(8,157)	-10.8%	(8,693)	-22.2%
Impact of tax loss carryforwards and other	4,060	5.4%	5,729	14.6%
ACTUAL INCOME TAX EXPENSE	20,402	27.1%	22,555	57.5%

(1) In France, the extraordinary tax contribution for which the group is liable is now 10.7% for 2013-2014 (compared with 5% for 2012-2013), and will apply until the end of fiscal year 2015-2016. The theoretical rate of tax, including the extraordinary contribution, rose from 36.10% in 2012-2013 to 38% in 2013-2014.

(2) Of which a non-deductible fine of 11,400,000 euros.

(3) The main contributors to the tax rate difference are Canada and Russia.

At June 30, 2014, tax paid amounted to 27,292,000 euros.

Notes to the annual consolidated financial statements

3. Deferred taxes

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
Provisions and non-current assets	(3,381)	(5,328)
Margin in inventory	907	685
Tax loss carryforwards *	8,188	7,719
Accelerated depreciation and regulated provisions	(17,178)	(16,558)
Others **	2,770	3,923
NET DEFERRED TAX ASSETS (LIABILITIES)	(8,692)	(9,559)

* Due to income-generating prospect for the companies concerned.

** Variation in tax due to restatements of financial instruments.

The tax loss carryforwards for which no deferred tax asset has been recorded, amounted to 96.5 million euros at June 30, 2014, compared with 103.0 million euros at June 30, 2013.

■ Change in net deferred tax assets (liabilities)

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
OPENING	(5,116)	(8,692)
Acquisitions and disposals of subsidiaries	0	0
Tax recognized in the income statement	(6,616)	(2,494)
taxes recognized directly through equity	2,686	(306)
Other variations ⁽¹⁾	354	1,934
CLOSING	(8,692)	(9,559)

(1) Translation adjustments and transfers between lines.

NOTE 12

Earnings per share

A dividend of 0.375 euro per share will be proposed to the Shareholders' Meeting to be held on December 4, 2014.

At June 30, 2014, Bonduelle SCA's share capital comprised 32 million shares with a par value of 1.75 euro per share.

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
Group net income	52,094	15,219
Number of shares used to calculate:		
• Basic earnings	30,000,688	30,236,786
• Diluted earnings	30,000,688	30,236,786
Earnings per share <i>(in euros)</i>		
• Basic earnings per share	1.74	0.50
• Diluted earnings per share	1.74	0.50

NOTE 13**Other intangible assets**

Analysis of changes in gross carrying amounts and impairment:

<i>(in thousands of euros)</i>	At 06/30/2012	Acquisitions or charges	Sale, disposal or recovery	Other ⁽¹⁾	At 06/30/2013
Gross carrying amount					
Trademarks, patents and licenses	26,920	100	0	(219)	26,801
Software	49,672	1,954	(3,652)	118	48,092
Other	3,954	0	0	(2,574)	1,380
Property, plant and equipment under construction	1,324	145	0	(855)	615
	81,870	2,200	(3,652)	(3,530)	76,887
Amortization and impairment					
Trademarks, patents and licenses	2,187	166	0	(8)	2,345
Software	43,615	1,757	(2,657)	(772)	41,943
Other	1,337	15	0	(719)	632
	47,138	1,938	(2,657)	(1,499)	44,920
Net carrying amount					
Trademarks, patents and licenses	24,733				24,456
Software	6,057				6,149
Other	2,617				748
Property, plant and equipment under construction	1,324				615
	34,731				31,967

<i>(in thousands of euros)</i>	At 06/30/2013	Acquisitions or charges	Sale, disposal or recovery	Other ⁽¹⁾	At 06/30/2014
Gross carrying amount					
Trademarks, patents and licenses ⁽²⁾	26,801	0	0	(432)	26,369
Software	48,092	1,898	(658)	894	50,225
Other	1,380	13	(7)	(59)	1,327
Property, plant and equipment under construction	615	646	0	(388)	873
	76,887	2,556	(665)	15	78,794
Amortization and impairment					
Trademarks, patents and licenses	2,345	125	0	(285)	2,186
Software	41,943	2,319	(658)	277	43,880
Other	632	11	(7)	(24)	613
	44,920	2,455	(665)	(32)	46,679
Net carrying amount					
Trademarks, patents and licenses	24,456				24,183
Software	6,149				6,345
Other	748				714
Property, plant and equipment under construction	615				873
	31,967				32,115

(1) Translation adjustments and transfers between lines.

(2) Carrying amounts of trademarks in thousands of euros are as follows: Cassegrain (20,215), Arctic Gardens (2,203), Globus (1,500).

Notes to the annual consolidated financial statements

NOTE 14

Goodwill

<i>(in thousands of euros)</i>	At 06/30/2012	Acquisitions or charges	Sale, disposal or recovery	Other ⁽¹⁾	At 06/30/2013
GROSS CARRYING AMOUNT	211,005	0	0	(3,376)	207,629
Impairment	0	0	0		0
NET CARRYING AMOUNT	211,005	0	0	(3,376)	207,629

<i>(in thousands of euros)</i>	At 06/30/2013	Acquisitions or charges	Sale, disposal or recovery	Other ⁽¹⁾	At 06/30/2014
GROSS CARRYING AMOUNT	207,629	0	0	(4,133)	203,496
Impairment	0	0	0	0	0
NET CARRYING AMOUNT	207,629	0	0	(4,133)	203,496

(1) Translation adjustments.

Cash generating units (CGU) presenting indications of impairment or comprising goodwill, underwent impairment testing in 2014.

Depending on the CGU in question and the relevance of the assumptions and the availability of comparable benchmarks on the market, the recoverable amount of the assets used by the group is either a value in use or a market value.

The main assumptions used to determine values in use for each CGU are described in Note 2A.

The results of the 2014 impairment tests did not result in the recognition of goodwill impairment.

The group analyzed the sensitivity of the value obtained to three parameters that are key to the measurement approach taken:

- discount rate on cash flows;
- long-term growth rate;
- operating margin rate.

CGUs deemed to be sensitive to one of these three variables are those for which a hike of more than 1 point in the discount rate, or a drop of more than 0.5 point in the long-term growth rate, or a drop of more than 1 point in the operating margin, would result in depreciation.

Any change of these proportions in the discount rate, the long-term growth rate or the operating margin would not result in depreciation of the CGU.

NOTE 15**Property, plant and equipment**

Analysis of changes in gross carrying amounts and impairment:

<i>(in thousands of euros)</i>	At 06/30/2012	Acquisitions or charges	Sale, disposal or recovery	Other ⁽¹⁾	At 06/30/2013
Gross carrying amount					
Land	55,350	342	(145)	(2,374)	53,172
Buildings	443,795	9,670	(1,100)	(27,586)	424,780
Industrial plant, tools and equipment	789,779	28,107	(20,099)	(27,971)	769,816
Other	63,017	3,937	(4,172)	(3,798)	58,984
Property, plant and equipment under construction	35,451	37,607	0	(39,921)	33,138
	1,387,393	79,662	(25,516)	(101,638)	1,339,902
Depreciation and amortization					
Land	10,293	520	(18)	(105)	10,690
Buildings	259,592	18,044	(988)	(15,951)	260,697
Industrial plant, tools and equipment	551,233	51,834	(17,718)	(33,689)	551,661
Other	46,946	3,362	(2,615)	(9,029)	38,664
Property, plant and equipment under construction	0	0	0	0	0
	868,064	73,760	(21,339)	(58,773)	861,713
Impairment					
Land	525	0	0	267	792
Buildings	1,720	(89)	0	(1,444)	187
Industrial plant, tools and equipment	5,149	(94)	0	(4,487)	568
Other	1	(1)	0	1	0
Property, plant and equipment under construction	659	2	0	208	869
	8,054	(182)	0	(5,456)	2,416
Net carrying amount					
Land	44,532				41,690
Buildings	182,483				163,896
Industrial plant, tools and equipment	233,397				217,587
Other	16,071				20,319
Property, plant and equipment under construction	34,792				32,269
	511,275				475,773

(1) Changes in scope, translation adjustments and transfers between lines.

Notes to the annual consolidated financial statements

<i>(in thousands of euros)</i>	At 06/30/2013	Acquisitions or charges	Sale, disposal or recovery	Other ⁽¹⁾	At 06/30/2014
Gross carrying amount					
Land	53,172	130	(4,284)	612	49,631
Buildings	424,780	11,099	(7,503)	1,478	429,854
Industrial plant, tools and equipment ⁽²⁾	769,816	30,471	(6,418)	4,830	798,700
Other	58,984	2,958	(4,028)	484	58,398
Property, plant and equipment under construction	33,138	34,086	(229)	(31,198)	35,797
	1,339,902	78,745	(22,461)	(23,806)	1,372,380
Depreciation and amortization					
Land	10,690	531	(36)	(33)	11,153
Buildings	260,697	19,477	(7,598)	(2,722)	269,853
Industrial plant, tools and equipment	551,661	48,656	(5,959)	(9,388)	584,970
Other	38,664	3,798	(3,940)	(38)	38,484
Property, plant and equipment under construction	0	0	0	0	0
	861,713	72,462	(17,533)	(12,181)	904,461
Impairment					
Land	792	3	0	(267)	528
Buildings	187	99	0	0	286
Industrial plant, tools and equipment	568	99	0	1	668
Other	0	1	0	0	1
Property, plant and equipment under construction	869	(188)	0	(42)	639
	2,416	14	0	(308)	2,122
Net carrying amount					
Land	41,690				37,950
Buildings	163,896				159,715
Industrial plant, tools and equipment	217,587				213,061
Other	20,319				19,913
Property, plant and equipment under construction	32,269				35,158
	475,773				465,797

(1) Change in scope, translation adjustments and transfers between lines.

(2) Of which 74% was in the Europe zone in 2014 and 2013.

The gross and net carrying amount of assets acquired or refinanced under finance leases totaled 42.0 euros and 4.8 million euros respectively at June 30, 2014, compared with 42.0 euros and 5.2 million euros at June 30, 2013.

NOTE 16

Presentation of financial assets and liabilities by category

■ At 06/30/2013

	Value on statement of financial position	Fair value	Financial assets within the scope of application of IAS 39 on financial instruments			Assets excluded from the scope of application of IAS 39 on financial instruments
			Loans and receivables	Fair value through equity	Fair value through income	
(in thousands of euros)						
Non-current assets						
Other non-current financial assets	28,354	28,354	21,199	182	6,974	0
Participating interests	16,182	16,182	16,183	0	0	0
Derivative financial instruments	7,156	7,156	0	182	6,974	0
Other non-current financial assets	5,016	5,016	5,016	0	0	0
Other non-current assets	8,917	8,917	8,824	0	0	93
Other non-current receivables	8,824	8,824	8,824	0	0	0
Prepaid expenses	93	93	0	0	0	93
Current assets						
Trade & other receivables	313,066	313,066	312,782	0	0	0
Other current assets	7,318	7,318	127	0	0	7,191
Non-consolidated loans and receivables	118	118	118	0	0	0
Prepaid expenses	7,191	7,191	0	0	0	0
Other assets	9	9	9	0	0	0
Derivative financial instruments	7,691	7,691	0	1,011	6,681	0
Marketable securities and other investments	0	0	0	0	0	0
Cash and cash equivalents	28,303	28,303	28,303	0	0	0

Notes to the annual consolidated financial statements

■ At 06/30/2013

			Financial liabilities within the scope of application of IAS 39 on financial instruments			Liabilities excluded from the scope of application of IAS 39 on financial instruments
	Value on statement of financial position	Fair value	Amortized cost	Fair value through equity	Fair value through income	
(in thousands of euros)						
Non-current liabilities						
Financial debts	355,089	355,694	340,427	4,714	9,949	
Debt excluding derivatives	345,402	346,007	340,427	0	4,975	
Derivative financial instruments	9,687	9,687	0	4,714	4,974	
Other non-current liabilities	302	302	302	0	0	
Investment grants	0	0	0	0	0	
Miscellaneous debts	302	302	302	0	0	
Current liabilities						
Trade and other payables	462,327	462,327	462,327	0	0	
Current financial debts	279,975	279,558	275,763	952	3,260	
Debt excluding derivatives	276,882	276,465	275,763	0	1,118	
Current derivative financial instruments	3,093	3,093	0	952	2,142	
Other current liabilities	5,888	5,888	0	0	0	5,888
Prepaid income and other accrual accounts	5,888	5,888	0	0	0	5,888

■ At 06/30/2014

	Value on statement of financial position	Fair value	Financial assets within the scope of application of IAS 39 on financial instruments			Assets excluded from the scope of application of IAS 39 on financial instruments
			Loans and receivables	Fair value through equity	Fair value through income	
<i>(in thousands of euros)</i>						
Non-current assets						
Other non-current financial assets	28,939	28,939	21,387	40	7,514	0
Participating interests	16,170	16,170	16,171	0	0	0
Derivative financial instruments	7,554	7,554	0	40	7,514	0
Other non-current financial assets	5,216	5,216	5,216	0	0	0
Other non-current assets	11,354	11,354	9,632	0	0	1,722
Other non-current receivables	9,632	9,632	9,632	0	0	0
Prepaid expenses	1,722	1,722	0	0	0	1,722
Current assets						
Trade & other receivables	336,509	336,509	336,509	0	0	0
Other current assets	6,886	6,886	1,555	0	0	5,332
Non-consolidated loans and receivables	1,550	1,550	1,550	0	0	0
Prepaid expenses	5,332	5,332	0	0	0	5,332
Other assets	5	5	5	0	0	0
Derivative financial instruments	3,391	3,391	0	569	2,821	0
Marketable securities and other investments	269	269	269	0	0	0
Cash and cash equivalents	8,426	8,426	8,426	0	0	0

Notes to the annual consolidated financial statements

■ At 06/30/2014

			Financial liabilities within the scope of application of IAS 39 on financial instruments			Liabilities excluded from the scope of application of IAS 39 on financial instruments
			Amortized cost	Fair value through equity	Fair value through income	
<i>(in thousands of euros)</i>						
Non-current liabilities						
Financial debts	419,723	420,220	406,112	4,939	9,168	0
Debt excluding derivatives	405,485	405,982	406,112	0	(131)	0
Derivative financial instruments	14,238	14,238	0	4,939	9,299	0
Other non-current liabilities	89	89	89	0	0	0
Investment grants	0	0	0	0	0	0
Miscellaneous debts	89	89	89	0	0	0
Current liabilities						
Trade and other payables	538,977	538,977	538,977	0	0	0
Current Financial debts	124,479	124,223	120,431	393	3,398	0
Debt excluding derivatives	121,663	121,407	120,431	0	976	0
Current derivative financial instruments	2,816	2,816	0	393	2,422	0
Other current liabilities	2,244	2,244	0	0	0	2,244
Prepaid income and other accrual accounts	2,244	2,244	0	0	0	2,244

■ OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES (IFRS 7 AMENDMENT)

The group subscribes for over-the-counter derivatives with leading banks under agreements which offset payables and receivables in the event of default of one of the contracting parties. These conditional netting agreements do not meet IAS 32 criteria for offsetting

derivative assets and liabilities in the statement of financial position. They do, however, fall within the scope of disclosures to be made under IFRS 7.13 on the offsetting of financial assets and liabilities. On this basis, the effects of the netting agreements are as follows:

- net amount of derivative assets under IFRS 7.13: 1 million euros;
- net amount of derivative liabilities under IFRS 7.13: 7.1 million euros.

NOTE 17**Other non-current financial assets**

Analysis of changes in gross carrying amounts and impairment:

<i>(in thousands of euros)</i>	At 06/30/2012	Acquisitions or charges	Disposals or recoveries	Other ⁽³⁾	At 06/30/2013
Gross carrying amount ⁽²⁾					
Participating interests ⁽¹⁾	1,505	0	0	15,811	17,317
Derivative financial instruments	14,498	0	0	(7,342)	7,156
Other non-current financial assets	4,818	717	(250)	(27)	5,259
	20,822	717	(250)	8,442	29,732
Impairment					
Participating interests ⁽¹⁾	1,098	36	0	(0)	1,134
Other non-current financial assets	243	0	0	0	243
	1,341	36	0	(0)	1,377
Net carrying amount					
Participating interests ⁽¹⁾	408	(36)	0	15,811	16,183
Derivative financial instruments	14,498	0	0	(7,342)	7,156
Other non-current financial assets	4,576	717	(250)	(27)	5,016
	19,482	681	(250)	8,442	28,354

<i>(in thousands of euros)</i>	At 06/30/2013	Acquisitions or charges	Disposals or recoveries	Other ⁽³⁾	At 06/30/2014
Gross carrying amount ⁽²⁾					
Participating interests ⁽¹⁾	17,317	0	(72)	0	17,245
Derivative financial instruments	7,156	0	0	398	7,554
Other non-current financial assets	5,259	641	(372)	157	5,685
	29,732	641	(444)	555	30,484
Impairment					
Participating interests ⁽¹⁾	1,134	0	(59)	0	1,075
Other non-current financial assets	243	0	0	227	470
	1,377	0	(59)	227	1,545
Net carrying amount					
Participating interests ⁽¹⁾	16,183	0	(13)	0	16,170
Derivative financial instruments	7,156	0	0	398	7,554
Other non-current financial assets	5,016	641	(372)	(70)	5,215
	28,354	641	(385)	328	28,939

⁽¹⁾ This heading represents the carrying amount of the main holdings of companies that are not consolidated by the group.⁽²⁾ The valuation principles are set out in Note 2.⁽³⁾ Changes in scope, restatements and fair value of derivative financial instruments.

Notes to the annual consolidated financial statements

NOTE 18

Inventories and work-in-progress

<i>(in thousands of euros)</i>	Gross carrying amount	Provisions	Net carrying amount at 06/30/2013	Gross carrying amount	Provisions	Net carrying amount at 06/30/2014
Materials and packaging	139,235	(1,840)	137,396	131,436	(2,145)	129,291
Work-in-progress and finished goods	416,422	(9,470)	406,952	413,556	(14,142)	399,414
	555,657	(11,309)	544,348	544,992	(16,287)	528,705

■ Analysis of provisions for impairment of inventories and work-in-progress

	At 06/30/2013	At 06/30/2014
Materials and packaging		
Opening balance	(2,539)	(1,840)
Additions	(907)	(777)
Recoveries	463	470
Translation adjustments and other	1,144	2
CLOSING BALANCE	(1,840)	(2,145)
Work-in-progress and finished goods		
Opening balance	(16,051)	(9,470)
Additions	(1,893)	(5,482)
Recoveries	7,790	595
Translation adjustments and other	684	215
CLOSING BALANCE	(9,470)	(14,142)

NOTE 19**Trade and other receivables**

Analysis of trade and other receivables:

<i>(in thousands of euros)</i>	Gross carrying amount	Provisions	Net carrying amount at 06/30/2013	Gross carrying amount	Provisions	Net carrying amount at 06/30/2014
Trade receivables	235,581	(5,483)	230,098	256,084	(5,590)	250,494
Tax and social security receivables	45,599	0	45,599	48,487	0	48,487
Other receivables	37,732	(363)	37,369	38,110	(581)	37,528
TOTAL TRADE AND OTHER RECEIVABLES	318,912	(5,846)	313,066	342,681	(6,172)	336,509

Change in impairment of trade and other receivables

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
Trade receivables		
Opening balance	(6,705)	(5,483)
Additions	(1,238)	(1,959)
Recoveries	2,177	1,662
Translation adjustments and other	283	190
CLOSING BALANCE	(5,483)	(5,590)
Other receivables:		
Opening balance	(424)	(363)
Additions	0	(218)
Recoveries	0	0
Translation adjustments and other	61	0
CLOSING BALANCE	(363)	(581)

Maturity analysis of trade and related receivables

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
Not yet due	192,334	212,902
Due		
• less than 30 days	29,906	30,460
• between 30 and 90 days	5,628	3,524
• more than 90 days	2,230	3,608
TOTAL TRADE AND OTHER RECEIVABLES	230,098	250,494

NOTE 20

Derivative financial instruments

The group uses over-the-counter derivatives to manage exposure to foreign exchange and interest rate risks. Group Policy precludes employees from engaging in speculative transactions on the financial markets.

Interest rate derivatives

FAIR VALUE HEDGES

Two of the fixed-rate bonds issued by the group were partly swapped to variable rate at the time they were issued. These swaps meet the criteria required for fair value hedge accounting under IAS 39. The portion of the underlying debt and the swaps are recognized in the statement of financial position at their market value.

CASH FLOW HEDGES

In July 2007 and April 2009, the group also issued two variable rate bonds with redeemable share subscription and/or purchase warrants (OBSAAR), the first for 150 million euros and the second for 140 million euros. Bonduelle then hedged a portion of the debt using options and swap contracts. As the effectiveness of the hedging relationship has been validated using prospective tests, all changes in fair value of these instruments are booked directly to equity. These debts were repaid in full over the fiscal year and so no longer appear in the statement of financial position.

The same hedging principle applies to the derivative instrument converting a USD fixed-rate into a euro fixed-rate on the USPP issue carried out in August 2010.

HEDGES INELIGIBLE FOR HEDGE ACCOUNTING UNDER IFRS

The group's debt also includes outstanding debts swapped into a variable interest rate. The group is therefore exposed to increases in euro interest rates. To hedge this risk, the group has set in place tunnel-type or caps options, that protect it against any significant rise in the interest rates. In some cases, these derivatives are not eligible for future cash flow hedge accounting under IAS 39. They have accordingly been classified in held-for-trading instruments, and all changes in their fair value are taken into profit or loss for the period.

Foreign currency derivatives

FAIR VALUE HEDGES

In 2010, the group issued a bond in USD. Therefore, the group is exposed to changes in the value of this debt produced by changes in the EUR/USD exchange rate. Derivatives: forward currency contracts or cross currency swaps, qualifying for hedge accounting under IAS 39, have been introduced to hedge 100% of the residual par value of this risk.

CASH FLOW HEDGES

Most of the group's sales are in euros. However, in certain countries, the group may issue invoices denominated in foreign currencies, mostly the US dollar, Canadian dollar, Hungarian forint, Russian ruble and Polish zloty. The group publishes its financial statements in euros, and changes in the value of these currencies against the euro may impact consolidated net income. To limit the sensitivity of its earnings to changes in exchange rates, the group introduces cash flow hedges using foreign currency forwards and options.

As in previous years, the group introduced foreign currency and interest rate hedges on intra-group financing covering the needs of some of its subsidiaries located outside of the euro zone (Canada, Russia, Brazil, Hungary, Poland and the US). This intra-group financing has been the subject of full and systematic hedging of the foreign exchange risk, so that changes in the underlying value (loan/intra-group borrowings in currencies) are fully offset by changes in inverse values of the hedging item. Typically, cross currency swaps or futures sales are used for this hedging.

Cross Currency Swaps also encompass an interest rate component in the hedging. When it involves hedging changes in the value of future cash flows by freezing them using a fixed rate, this hedging is eligible for cash flow hedge treatment; changes in value are then recorded in equity, then recycled in profit and loss as and when hedged flows occur.

HEDGES INELIGIBLE FOR HEDGE ACCOUNTING UNDER IFRS

Some derivatives introduced by the group to hedge future cash flows do not qualify for hedge accounting under IAS 39. These consist mainly of out-of-the-money options. Under these circumstances, changes in value are recognized directly in profit or loss.

■ **Derivatives at 06/30/2013**

	Notional amount	Market value		Carrying amount	
(in thousands of euros)		Assets	Liabilities	Assets	Liabilities
Interest rate derivatives (A)					
Cash flow hedges	236,652	182	5,468	182	5,468
Fair value hedges (swaps)	152,630	7,644	0	7,644	0
Hedges ineligible for hedge accounting under IFRS	32,009	74	3,024	74	3,024
including forward contracts: Basis swaps	49,399	59	1,188	59	1,188
including options: Caps	25,000	15	0	15	0
including options: Floors	(42,390)	0	1,836	0	1,836
Current portion				1,222	1,189
Non-current portion				6,678	7,303
Foreign currency derivatives (B)					
Cash flow hedges	44,805	1,011	197	1,011	197
including forward contracts	37,477	920	197	920	197
including options	7,328	90	0	90	0
Fair value hedges (forward contracts)	196,507	826	2,474	826	2,474
Hedges ineligible for hedge accounting under IFRS	121,380	5,111	1,617	5,111	1,617
including forward contracts	114,846	4,700	877	4,700	877
including options	6,534	412	740	412	740
Current portion				6,470	1,904
Non-current portion				478	2,384
TOTAL DERIVATIVES (A+B)					
Current portion				7,691	3,093
Non-current portion				7,156	9,687

Notes to the annual consolidated financial statements

■ Derivatives at 06/30/2014

		Market value		Carrying amount	
(in thousands of euros)	Notional amount	Assets	Liabilities	Assets	Liabilities
Interest rate derivatives (A)					
Cash flow hedges	268,575	6	5,313	6	5,313
Fair value hedges (swaps)	128,886	6,506	0	6,506	0
Hedges ineligible for hedge accounting under IFRS	13,759	0	2,423	0	2,423
including forward contracts: Basis swaps	31,149	0	1,337	0	1,337
including options: Caps	25,000	0	0	0	0
including options: Floors	(42,390)	0	1,086	0	1,086
Current portion				981	395
Non-current portion				5,531	7,341
Foreign currency derivatives (B)					
Cash flow hedges	40,081	602	20	602	20
including forward contracts	28,301	457	20	457	20
including options	11,780	146	0	146	0
Fair value hedges (forward contracts)	196,507	2,848	6,896	2,848	6,896
Hedges ineligible for hedge accounting under IFRS	91,931	982	2,403	982	2,403
including forward contracts	80,011	646	1,793	646	1,793
including options	11,920	336	610	336	610
Current portion				2,410	2,421
Non-current portion				2,022	6,897
TOTAL DERIVATIVES (A+B)					
Current portion				3,391	2,816
Non-current portion				7,554	14,238

■ Group's net currency position at less than one year * (excluding exposure on subsidiaries' net equity)

<i>(in thousands of euros)</i>	06/30/2013					
	USD/EUR	HUF/EUR	USD/CAD	RUB/EUR	PLN/EUR	OTHER
Net position before hedging	98,559	25,137	(10,703)	(7,859)	3,794	(4,682)
Net position after hedging	(839)	(1,279)	0	(1,557)	(816)	(1,736)

<i>(in thousands of euros)</i>	06/30/2014					
	USD/EUR	HUF/EUR	USD/CAD	RUB/EUR	PLN/EUR	OTHER
Net position before hedging	112,635	22,893	(12,849)	(7,629)	6,736	(2,160)
Net position after hedging	429	(871)	0	281	722	(45)

* Positions longer than one year are now fully hedged.

- = Company is exposed to a decrease in the value of the currency.

+ = Company is exposed to an increase in the value of the currency.

NOTE 21

Net debt

1. Analysis of net debt by component

■ At 06/30/2013

<i>(in thousands of euros)</i>	Par value	< 6 months	< 1 year	1 to 5 years	> 5 years	Total
Bonds (USPP)	208,235	15,825	5,264	63,267	128,960	213,316
OBSAAR/EURO PP	341,667	149,935	45,962	0	144,441	340,338
Finance leases	3,197	0	430	1,720	1,047	3,197
Other bank borrowings	26,638	24,998		1,639	0	26,638
Other borrowings and financial debts	4,607	0	42	4,565		4,607
Accrued interest	4,784	4,784	0	0	0	4,784
Current bank lines	29,405	29,405	0	0	0	29,405
Total gross debt before derivatives	618,532	224,947	51,697	71,192	274,448	622,284
Derivatives – Liabilities		1,582	1,511	5,584	4,103	12,780
<i>o.w. derivatives hedging a debt in a fair value hedge</i>		0	90	180	2,204	2,474
<i>o.w. other derivatives</i>		1,582	1,421	5,404	1,899	10,306
Total gross debt after fair value of derivatives		226,529	53,208	76,776	278,551	635,064
Derivatives – Assets		5,860	1,831	4,443	2,713	14,847
<i>o.w. derivatives hedging a debt in a fair value hedge</i>		1,096	892	3,768	2,713	8,469
<i>o.w. other derivatives</i>		4,764	939	675	0	6,378
Securities						
Cash	28,303	28,303	0	0	0	28,303
Total cash and cash equivalents	28,303	34,163	1,831	4,443	2,713	43,150
TOTAL NET DEBT		192,366	51,377	72,333	275,838	591,914
Total net debt before derivatives		196,644	51,697	71,192	274,448	593,981

Notes to the annual consolidated financial statements

■ At 06/30/2014

<i>(in thousands of euros)</i>	Par value	< 6 months	< 1 year	1 to 5 years	> 5 years	Total
Bonds (USPP)	188,235	15,738	5,197	66,850	99,927	187,711
EURO PP	145,000	0	0	144,539	0	144,539
Finance leases	2,819	0	275	664	1,880	2,819
Other bank borrowings	97,344	0	10,897	86,447	0	97,344
Other borrowings and financial debts	5,171	0	2,586	2,586	0	5,171
Accrued interest	4,297	2,593	1,704	0	0	4,297
Current bank lines	85,266	85,266	0	0	0	85,266
Total gross debt before derivatives	528,132	103,597	20,659	301,087	101,807	527,148
Derivatives – Liabilities		2,149	666	4,362	9,877	17,054
<i>o.w. derivatives hedging a debt in a fair value hedge</i>		0	0	0	6,896	6,896
<i>o.w. other derivatives</i>		2,149	666	4,362	2,981	10,159
Total gross debt after fair value of derivatives		105,746	21,325	305,448	111,684	544,202
Derivatives – Assets		1,536	1,855	4,270	3,284	10,944
<i>o.w. derivatives hedging a debt in a fair value hedge</i>		765	216	1,962	3,284	6,227
<i>o.w. other derivatives</i>		770	1,639	2,308	0	4,718
Securities	269	269	0	0	0	269
Cash	8,426	8,426	0	0	0	8,426
Total cash and cash equivalents	8,695	10,231	1,855	4,270	3,284	19,639
TOTAL NET DEBT		95,515	19,470	301,178	108,400	524,563
Total net debt before derivatives		94,902	20,659	301,087	101,807	518,453

2. Analysis of net debt by interest rate excluding derivatives

<i>(in thousands of euros)</i>	06/30/2013	06/30/2014
Net debt excluding derivatives	593,981	518,453
Before interest rate hedging		
Fixed rate	396,982	344,538
Floating rate	196,999	173,916
After interest rate hedging		
Fixed rate	425,224	392,869
Floating rate *	168,758	125,584

* Net of cash.

3. Analysis of net debt by foreign currency excluding derivatives

<i>(-) = cash balance</i>	06/30/2013	06/30/2014
EUR *	386,370	389,637
USD	22,485	2,313
CAD	113,009	87,912
HUF	35,379	21,019
RUB	13,455	(5,390)
BRL	7,776	8,292
PLN	15,508	14,670
TOTAL	593,981	518,453

* Net of cash.

4. Gross debt *

<i>(in thousands of euros)</i>	06/30/2013	06/30/2014
Opening balance	649,830	635,064
Increase	145,071	153,065
Repayment, decreases	(146,316)	(238,015)
Changes in scope	(762)	0
Changes in fair value	(7,003)	247
Translation adjustments	(5,756)	(6,159)
CLOSING BALANCE	635,064	544,202

* Including derivatives.

Notes to the annual consolidated financial statements

5. Market value of financial assets and liabilities other than derivatives

(in thousands of euros)	At 06/30/2013		
	Par value	Market value	Carrying amount
Liabilities			
Debt			
Bonds (USPP)	208,235	225,442	213,316
OBSAAR/EURO PP	341,667	340,338	340,338
Bank borrowings	29,815	29,815	29,815
Other borrowings and financial debts	4,626	4,626	4,626
Accrued interest	4,784	4,784	4,784
Current bank lines	29,405	29,405	29,405
TOTAL	618,532	634,410	622,284
<i>Including debt covered by fair value hedges</i>		171,659	160,294
<i>Including debt covered by cash flow hedges</i>		230,132	229,372
Assets			
Cash	28,303	28,303	28,303
TOTAL	28,303	28,303	28,303

For all other financial assets and liabilities not appearing in this table, both the market value and the carrying amount are equal to the par value.

(in thousands of euros)	At 06/30/2014		
	Par value	Market value	Carrying amount
Liabilities			
Debt			
Bonds (USPP)	188,235	199,239	187,711
EURO PP	145,000	144,539	144,539
Bank borrowings	100,163	100,163	100,163
Other borrowings and financial debts	5,171	5,171	5,171
Accrued interest	4,297	4,297	4,297
Current bank lines	85,266	85,266	85,266
TOTAL	528,132	538,676	527,148
<i>Including debt covered by fair value hedges</i>		145,412	136,262
<i>Including debt covered by cash flow hedges</i>		220,200	217,822
Assets			
Cash	8,695	8,695	8,695
TOTAL	8,695	8,695	8,695

For all other financial assets and liabilities not appearing in this table, both the market value and the carrying amount are equal to the par value.

6. Analysis of Bond Issues

				< 1 year		1 to 5 years		> 5 years		Total	
				Par value	Interest *	Par value	Interest *	Par value	Interest *	Par value	Interest *
Maturity	Notional amount	Currency									
Public issues											
		-									
Private issues	2016	25,000	EUR	5,000	629	10,000	503	0	0	15,000	1,132
	2017	75,000	EUR	15,000	1,868	30,000	1,868	0	0	45,000	3,735
	2019	145,000	EUR	0	5,554	145,000	22,214	0	0	145,000	27,768
	2022	145,000	USD	0	7,308	29,000	28,507	116,000	11,690	145,000	47,505
	2022	15,175	EUR	0	723	3,035	2,823	12,140	1,161	15,175	4,706

* Amounts expressed before interest rate hedging; floating-rate interest is calculated with reference to the forward Euribor rate at June 30, 2014.

■ At June 30, 2014

Issues are subject to financial covenants, principally an early redemption clause should Bonduelle default on its financial liabilities (cross default), and in the event of failure to comply with the following ratios:

- long-term debt/long-term equity ratio less than or equal to 0.60;
- consolidated current assets/consolidated current liabilities greater than or equal to 1.10.

At June 30, 2014, the group complied with these covenants.

7. Liquidity

At June 30, 2014, the RCF (Revolving Credit Facility) had not been drawn down.

On this same date, the group had several confirmed bank credit lines with maturities of between one and four years, bringing the amount of confirmed bank lines (including RCF) to 536 million euros (500 million euros at June 30, 2013), of which 95.7 million euros had been drawn at June 30, 2014 (23 million euros at June 30, 2013).

NOTE 22

Employee benefit obligations

1. Defined contribution plans

The group is involved in setting up pension plans for its personnel in accordance with the laws and practices of the countries in which group companies operate. Commitments correspond to contributions owing. These stood at 26,904,000 euros at June 30, 2014, down from 27,732,000 euros at June 30, 2013.

2. Defined benefit plans

In addition, the group is mainly responsible for contractual commitments to pay severance and termination benefits. Commitments are measured using the Projected Credit Unit method.

A description of the plans can be found in Note 2.K.

Changes to the financial position of defined benefit plans are as follows:

<i>(in thousands of euros)</i>	2012-2013	2013-2014
Income Statement: Retirement expense		
Cost of services rendered during the year	1,520	813
Impact of discounting	1,044	626
Projected return on plan assets	(503)	(222)
(Gains)/Losses from plan wind up		(586)
RETIREMENT (INCOME) EXPENSE RECOGNIZED	2,061	631

<i>(in thousands of euros)</i>	2012-2013	2013-2014
Change in the present value of the obligation		
Present value of the defined benefit obligation at July 1	31,368	31,567
Cost of services rendered during the year	1,520	813
Impact of discounting	1,044	626
Employee contributions	91	0
Plan wind up	0	(8,380)
Business combination	(2,101)	0
Currency effect	0	6
Benefits paid	(645)	(532)
Actuarial (gains)/losses related to changes in demographic assumptions	103	0
Actuarial (gains)/losses related to changes in actuarial assumptions	1,125	(677)
Actuarial (gains)/losses related to experience differences	(938)	(321)
PRESENT VALUE OF THE DEFINED BENEFIT OBLIGATION AT JUNE 30	31,567	23,102

	2012-2013	2013-2014
Change in fair value of plan assets		
Fair value of plan assets at July 1	14,327	15,911
Projected return on plan assets	503	222
Employer contributions	382	0
Employee contributions	91	0
Plan wind up	0	(7,794)
Benefits paid	(540)	(403)
Actuarial (gains)/losses related to experience differences	1,149	(226)
FAIR VALUE OF PLAN ASSETS AT JUNE 30	15,911	7,710

	2012-2013	2013-2014
Reconciliation with amount recognized in statement of financial position		
Net financial position: surplus/(deficit)	(15,656)	(15,392)
Impact of the limiting of surpluses (IAS 19 #58 asset ceiling)	(28)	0
(Provision) at June 30	(15,684)	(15,392)
NET ASSETS AT JUNE 30	0	0

	2012-2013	2013-2014
Actuarial Gains and Losses		
Actuarial (gains)/losses generated at July 1	5,441	3,352
Plan wind up		141
Actuarial (gains)/losses generated between July 1 and June 30	(860)	(772)

	2012-2013	2013-2014
Change in carrying amounts recognized during the year		
Net opening (Liability) Asset	(13,421)	(15,684)
Past service costs (IAS 19R)	(3,648)	0
Retirement (expense) income	(2,061)	(631)
Benefits paid by the employer	104	129
Contributions paid by the employer	382	0
Currency effect	0	(6)
Impact of the limiting of surpluses (IAS 19 #58 asset ceiling)	0	28
Combination/disposal of operations	2,101	0
Actuarial differences recognized in equity	860	772
NET CLOSING (LIABILITY) ASSET	(15,684)	(15,392)

For the actuarial assumptions at year end, refer to Note 2.K.

The assets managed by financial institutions to cover the group's termination benefit obligations are matched to general assets.

At June 30, 2014, the sensitivity of provisions for retirement benefits to the discount rate was as follows: a 0.50 point rise in the discount rate would have reduced the group's debt by 1,660,000 euros . On the other hand, a 0.50 point drop would have increased the group's debt by 1,047,000 euros . There would be no material impact on current year expense.

Notes to the annual consolidated financial statements

NOTE 23

Share-based payments

The Bonduelle SCA Management Board is authorized to grant Bonduelle stock options and free shares to certain of the group's directors and officers.

The allocation of free shares depends on the economic performance of the cash flow expressed as a percentage of consolidated group revenue achieved in the second fiscal year ending after the allocation date.

■ Description of stock option plans

	Plan 13	Plan 14
Date of Shareholders' Meeting:	12/06/2007	12/03/2009
Date of Management Board meeting	05/25/2009	06/24/2010
Initial number of shares allocated	296,200	197,800
<ul style="list-style-type: none"> Including number of shares granted to Mr. Christophe Bonduelle, Chairman of Bonduelle SAS and legal representative of Pierre et Benoît Bonduelle SAS, General Partner of Bonduelle SCA 	37,600	34,000
<ul style="list-style-type: none"> Including number of shares granted to the Executive Committee 	138,000	83,000
Number of shares canceled ⁽¹⁾	(39,556)	(7,600)
Total number of shares that may be subscribed or purchased	256,644	190,200
Start of option exercise period	05/26/2013	06/25/2014
Date of expiration	05/25/2014	06/24/2016
Subscription price	14.27	19.11
Number of shares subscribed at June 30, 2014	256,644	3,200

	Plan 15	Plan 16
Date of Shareholders' Meeting:	12/03/2009	12/03/2009
Date of Management Board meeting	12/07/2010	12/15/2011
Initial number of shares allocated	188,800	207,600
<ul style="list-style-type: none"> Including number of shares granted to Mr. Christophe Bonduelle, Chairman of Bonduelle SAS and legal representative of Pierre et Benoît Bonduelle SAS, General Partner of Bonduelle SCA 	32,000	23,600
<ul style="list-style-type: none"> Including number of shares granted to the Executive Committee 	87,600	21,600
Number of shares canceled ⁽¹⁾	(6,800)	(17,600)
Total number of shares that may be subscribed or purchased	182,000	190,000
Start of option exercise period	12/08/2014	12/16/2015
Date of expiration	12/07/2016	12/15/2017
Subscription price	15.90	15.73
Number of shares subscribed at June 30, 2014	0	0

(1) Cancellations correspond to shares granted to employees leaving the group prior to the exercise period.

■ Description of free share allocation plans

	Plan 1	Plan 2
Date of Shareholders' Meeting:	12/02/2010	12/02/2010
Date of Management Board meeting	01/04/2012	01/02/2013
Initial number of shares allocated	5,040	13,600
<ul style="list-style-type: none"> Including number of shares granted to Mr. Christophe Bonduelle, Chairman of Bonduelle SAS and legal representative of Pierre et Benoît Bonduelle SAS, General Partner of Bonduelle SCA 	2,640	7,200
<ul style="list-style-type: none"> Including number of shares granted to the Executive Committee 	2,400	6,400
Total number of free shares allocated	5,040	13,600
Date allocation effective ⁽²⁾	01/04/2014	01/02/2015
Date from which shares can be sold	01/04/2016	01/02/2017
Number of shares actually awarded at June 30, 2014	2,520	0

(2) The allocation of free shares depends on the economic performance of the cash flow expressed as a percentage of consolidated group revenue achieved in the second fiscal year ending after the allocation date.

■ Valuation of stock option and free share allocation plans

As stated in Note 2.P, stock purchase options and free shares granted to employees are recognized at their fair value on the grant date, based on assumptions made by the Executive Management. No options or free shares were awarded over the period.

The after tax charge for the period in respect of IFRS 2 was 502,000 euros.

Notes to the annual consolidated financial statements

NOTE 24

Other provisions

<i>(in thousands of euros)</i>	06/30/2013	Charges	Recoveries used	Recoveries unused	Other ⁽¹⁾	06/30/2014
Sales related risks	917	1,449	(50)	(102)	(1)	2,213
Tax-related risks ⁽²⁾	3,429	724	0	(161)	2	3,994
Employee-related risks	2,970	1,525	(277)	(1,104)	(15)	3,099
Restructuring and reorganization	2,878	0	(338)	(115)	(27)	2,398
Investments in equity	2,020	0	0	0	1,150	3,170
Agro-industrial risks	2,911	6	0	0	(161)	2,756
Other risks	3,103	682	(166)	(292)	(65)	3,262
	18,228	4,386	(831)	(1,774)	883	20,892

<i>(in thousands of euros)</i>	Current	Non-current	06/30/2014
Sales related risks	177	2,036	2,213
Tax-related risks ⁽²⁾	517	3,477	3,994
Employee-related risks	870	2,229	3,099
Restructuring and reorganization	2,188	210	2,398
Investments in equity	0	3,170	3,170
Agro-industrial risks	0	2,756	2,756
Other risks	1,774	1,488	3,262
	5,526	15,366	20,892

(1) Translation adjustments, changes in scope and transfers between lines.

(2) Provisions for tax-related risks relate to tax audits that are presently being conducted, which are provisioned in light of the group's analysis of the cases.

NOTE 25

Trade and other payables

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
Trade payables	324,086	354,233
Amounts payable for acquisition of assets	25,428	24,951
Tax and social security payables	88,682	130,830
Other payables	24,131	28,963
TOTAL TRADE AND OTHER PAYABLES	462,327	538,977

NOTE 26

Statutory Auditors' fees

French law requires a permanent legal control by two Independent Auditors. The main objective of this audit is to check that the financial statements are consistent, accurate and present a fair view.

The Auditors are appointed by the Ordinary Shareholders' Meeting for a renewable period of six fiscal years.

Bonduelle SCA's Auditors are:

Mazars

Represented by Mr. Jean-Maurice El Nouchi, 61, rue Henri-Regnault – 92400 COURBEVOIE.

Substitute: Mr. Jérôme de Pastors, 61, rue Henri-Regnault – 92075 PARIS LA DÉFENSE.

Deloitte & Associés

Represented by Mr. Gérard Badin, 67, rue de Luxembourg – 59777 EURALILLE.

Substitute: BEAS, 7/9 Villa Houssay – 92200 NEUILLY-SUR-SEINE.

The two Auditors are legally and financially independent from each other.

The term of the Statutory Auditors appointed by the Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2012 will expire at the Shareholders' Meeting held to approve the financial statements for the fiscal year ending June 30, 2018.

The following table presents a detailed analysis of the total fees paid by the group to its Auditors for the services rendered during fiscal years 2012-2013 and 2013-2014.

	Mazars				Deloitte & Associés				Total			
	2012-2013		2013-2014		2012-2013		2013-2014		2012-2013		2013-2014	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
<i>(in thousands of euros)</i>												
Audit												
Statutory Auditors, certification, examination of the individual and consolidated financial statements												
• Issuer	178	21%	177	22%	151	18%	154	19%	329	20%	331	20%
• Fully consolidated subsidiaries	604	72%	597	72%	681	82%	589	70%	1,284	77%	1,186	71%
Other audit duties and services directly related to Independent Auditor mandate												
• Issuer												
• Fully consolidated subsidiaries	33	4%	10	1%	0	0%	53	6%	33	2%	63	4%
Sub-total	815	97%	784	95%	832	99%	796	95%	1,647	99%	1,580	95%
Other services provided by the audit networks to fully consolidated subsidiaries												
• Legal, tax, human resources	23	3%	42	5%	1	0%	45	5%	24	1%	87	5%
• Other												
Sub-total	23	3%	42	5%	1	0%	45	5%	24	1%	87	5%
TOTAL FEES	837	100%	826	100%	833	100%	841	100%	1,670	100%	1,667	100%

Notes to the annual consolidated financial statements

NOTE 27

Contingent liabilities

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
Commitments given		
Guarantees and security deposits given (net of uses)	51,361	70,731
Commitments received		
Guarantees and security deposits received (net of uses)	2,029	1,435

The change in our commitments corresponds to the hedge of our current activities.

Operating leases

<i>(in thousands of euros)</i>	06/30/2014	06/30/2015	06/30/2016	06/30/2017	06/30/2018	06/30/2019
Commitments under operating leases	24,925	4,939	4,657	4,408	4,146	3,932

Environment

None of the group's activities generates any major environmental liabilities.

The group occasionally incurs refurbishing costs on closed industrial sites.

Greenhouse gases: in the absence of a defined IFRS accounting policy, greenhouse gas quotas are not recognized in the consolidated financial statements. For 2013, the volume of emissions subject to

quotas totaled 43,269 tCO₂e, according to the European accounting system known as the "Emission Trading Scheme" (directive No. 2009-29). Bonduelle met its obligation to surrender its quotas at May 1, 2014.

Individual training right (DIF)

The group's French companies accrued a total of 342,140 training hours under the terms of the French individual training right (DIF) system and 340,265 training hours have not been used.

NOTE 28

Risks and disputes

Bonduelle is subject to various legal and arbitration proceedings and disputes in the normal course of its business. Bonduelle is also subject to certain claims and/or lawsuits which fall outside the scope of the ordinary course of its business, the most significant of which are shown in Note 1A.

The amount of provisions made is based on Bonduelle's assessment of the level of risk on a case-by-case basis, and depends on its assessment of the basis for the claims, the stage of the proceedings and/or disputes and the arguments in its defense and is subject to checks by the Auditors, it being specified that the occurrence of events during proceedings may lead to a reappraisal of the risk at any moment.

NOTE 29

Related party transactions

Subsidiaries and associates

The list of the group's subsidiaries and associates is provided in Note 31.

All transactions between the parent company and its subsidiaries and among the subsidiaries are eliminated on consolidation.

The group's transactions with Huerta Gama and Bonduelle Espagnola were not material.

For the companies Gelagri, OP OASI and UltraCongelados de la Ribera, recognized using the equity method, the main transactions carried out, as well as their receivables and debts are the following:

	At 06/30/2014		
	Gelagri	OP OASI	UltraCongelados de la Ribera
<i>(in thousands of euros)</i>			
Statement of financial position			
Trade receivables	1,834	3,193	197
Suppliers	980	13,524	370
Income statement			
Sales	14,159	7,860	1,271
Purchases	(9,195)	(81,985)	(2,575)

Transactions with other related parties were not material.

Executive Management and control bodies

They consist of the following organizations:

1. the Management Board, Pierre et Benoît Bonduelle SAS;
2. the Supervisory Board consists of eight members;
3. the Executive Committee consists of seven members.

The current account with Pierre et Benoît Bonduelle SAS is 2,846,000 euros in credit.

There are no other significant commitments to the latter.

Compensation of the directors and Corporate Officers

SHORT-TERM BENEFITS

- The compensation of the Management Board is determined according to Article 17 of the Company Articles of association, in respect of which 1,302,000 euros was paid for the fiscal year 2013-2014.
- The members of the Supervisory Board received 34,000 euros in directors' fees for the 2013-2014 fiscal year. This compensation is fixed by the Shareholders' Meeting.
- Gross compensation paid to the Executive Committee.

The compensation paid to the Chairman is set by the Remuneration Committee. The compensation paid to other members of the Executive Committee is set by the Chairman on the advice of the Remuneration Committee.

The variable portion of compensation is based on the future performance of the group and its subsidiaries, in particular, as measured by the increase in revenue, profitability and cash flows.

<i>(in euros)</i>	2012-2013	2013-2014
Gross compensation paid to the members of the Executive Committee	4,092,798	3,348,758

Notes to the annual consolidated financial statements**POST-EMPLOYMENT BENEFITS**

The group has established a supplementary, defined contribution pension plan (Article 83-plan), which is paid for to a significant extent by the beneficiaries concerned, with the group paying the remainder.

The Company contribution in respect of this plan in fiscal year 2013-2014 was not material.

OTHER LONG-TERM BENEFITS

None.

**EMPLOYMENT CONTRACT TERMINATION
BENEFIT**

These benefits comprise termination benefits and long service awards available to all employees in respect of the collective agreements linked to their employment contracts. For the 2013-2014 fiscal year, these totaled 804,000 euros for Executive Committee members.

PAYMENT IN SHARES**a) Stock option plans previously allocated.**

The stock option plans allocated to members of the Executive Committee with respect to previous stock option plans are described in Note 23 of the notes to the consolidated financial statements.

b) Company stock option allocations for the fiscal year for all members of the Executive Committee are described in Note 23 of the notes to the consolidated financial statements.**c) Options exercised by all the members of the Executive Committee.**

At June 30, 2014, 84,400 plan 13 options had been exercised by Executive Committee members and 2,520 free shares had actually been awarded.

There were no acquisitions by the Company with a view to assignment to its employees, nor assignment of treasury shares by the Company to its employees, other than the exercise of stock options and definitive allocation of free shares.

The Bonduelle Group has adopted the principles of the AFEP-MEDEF Code regarding compensation.

NOTE 30**Events after the reporting date****FIRE AT BONDUELLE'S TECUMSEH PLANT
(ONTARIO - CANADA)**

A fire was reported during the night of July 17/18 at Bonduelle's Tecumseh plant. Fortunately no-one was injured. According to the investigation's initial findings, this incident is likely to have been an accident.

Although the damage was significant, the rapid and effective response of firefighters and teams of plant workers saved a large percentage of the production equipment and so vegetable processing was able to resume the week after the fire. Government bodies, local firms and other Bonduelle plants in Ontario rallied round, thus ensuring a rapid solution to storage and packaging issues.

This rapid response should limit the financial impact of this incident for the company, partner suppliers and growers, all Bonduelle Group plants being fully insured against material damage and operating losses.

NOTE 31

List of group companies

Analysis of group companies by consolidation method:

	% voting rights 06/30/2013	% holding 06/30/2014	% voting rights 06/30/2014
1. FULL CONSOLIDATION			
France			
Bonduelle SAS	100%	100%	100%
Champiloire SAS	100%	100%	100%
Sud Ouest Alliance – SOLEAL SAS ⁽¹⁾	47.85%	100.00%	47.85%
Bonduelle Frais Traiteur SAS	100%	100%	100%
Bonduelle Frais France SAS	100%	100%	100%
Bonduelle Traiteur International SAS	100%	100%	100%
Revoisson S.C.I	100%	100%	100%
Bonduelle Surgelé International SAS	100%	100%	100%
Bonduelle Development SAS	100%	100%	100%
Bonduelle Conserve International SAS (Formerly SA Champiloire)	100%	100%	100%
SCA Champignonnières de Dampierre	64.92%	64.92%	64.92%
SCA Cultures France Champignon	100%	100%	100%
SAS Champignonnières des Roches	100%	100%	100%
SCA Champignonnières de l'Est	100%	100%	100%
SAS Champignonnières de la Vienne	100%	100%	100%
SCA Champignonnières de Rou Marson	100%	100%	100%
SCA des Champignonnières du Moulin	100%	100%	100%
SCA Culture de la Vienne	100%	100%	100%
SAS Champiland	100%	100%	100%
SAS Euromycel	100%	100%	100%
GIE Champifor	77.06%	77.06%	77.06%
SCA des Hureaux	65%	65%	65%
Outside France			
Bonduelle Northern Europe, Belgium	100%	100%	100%
Bonduelle Nederland, Netherlands	100%	100%	100%
Bonduelle Deutschland GmbH, Germany	100%	100%	100%
BFP GmbH, Germany	100%	100%	100%
Bonduelle Österreich, Austria	100%	100%	100%
Bonduelle Nordic, Denmark	100%	100%	100%
Bonduelle Limited, UK	100%	100%	100%
BUKH Limited, UK	100%	100%	100%
Bonduelle Italia, Italy	100%	100%	100%
Agricola Lombarda, Italy	100%	100%	100%

Notes to the annual consolidated financial statements

	% voting rights 06/30/2013	% holding 06/30/2014	% voting rights 06/30/2014
Bonduelle Iberica SAU, Spain	100%	100%	100%
BF Agricola 4G, Spain	100%	100%	100%
Bonduelle Portugal, Portugal	100%	100%	100%
Bonduelle Polska, Poland	100%	100%	100%
Bonduelle Ceska Republika, Czech Republic	100%	100%	100%
Bonduelle Central Europe, Hungary	100%	100%	100%
BDV Hungary Trading, Hungary	100%	100%	100%
Corn Foods, Hungary	100%	100%	100%
Bonduelle Kuban, Russia	100%	95%	100%
Coubanskie Conservi Russia, Russia	100%	100%	100%
Bonduelle Incorporated, USA	100%	100%	100%
Bonduelle USA Inc., USA	100%	100%	100%
Bonduelle US Holding, USA	100%	100%	100%
Bonduelle Argentina, Argentina	100%	100%	100%
Primeurop Argentina, Argentina	100%	100%	100%
Bonduelle Do Brasil Produtos Alimenticios, Brazil	100%	100%	100%
Bonduelle Canada Inc., Canada	100%	100%	100%
Bonduelle Ontario Inc., Canada	100%	100%	100%
Terricole Inc., Canada	100%	100%	100%

2. EQUITY METHOD**France**

Gelagri France ⁽¹⁾	35.50%	35.50%	35.50%
Gelagri Bretagne ⁽¹⁾	35.50%	35.50%	35.50%

Outside France

OP OASI, Italy	35.00%	35.00%	35.00%
Huerta Gama S.C., Spain	14.29%	14.29%	14.29%
Gelagri Ibérica, Spain ⁽¹⁾ (formerly Gelagri Industrial)	35.50%	35.50%	35.50%
UltraCongelados de la Ribera	50%	50%	50%
Bonduelle Espagnola	50%	50%	50%

(1) See Note 1.

5.6 Statutory Auditors' report on the consolidated financial statements

This is a free translation into English of the Statutory Auditors' report on the consolidated financial statements issued in the French language and is provided solely for the convenience of English speaking users.

The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the consolidated financial statements and includes explanatory paragraph discussing the Auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions or disclosures.

This report also includes information relating to the specific verification of information given in the group's management report.

This report should be read in conjunction with, and is construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting, we hereby report to you, for the year ended June 30, 2014, on:

- the audit of the accompanying consolidated financial statements of Bonduelle, as attached to this report;
- the justification of our assessments;
- the specific verification required by law.

These consolidated financial statements have been approved by the Management Board. Our role is to express an opinion on these consolidated financial statements based on our audit.

I. Opinion on the consolidated financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling testing techniques or other methods of selection, to obtain audit evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities, and of the financial position of the group as at June 30, 2014 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Without qualifying our opinion, we draw your attention to the matter set out in Note 1 to the consolidated financial statements relating to the first application of certain standards as of July 1, 2013.

Statutory Auditors' report on the consolidated financial statements

II. Justification of our assessments

In accordance with the requirements of Article L. 823-9 of the French Company Code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

- Notes 2-A, 2-J, 11, 13 and 14 to the consolidated financial statements outline the accounting rules and methods relating to goodwill, other intangible assets with indefinite useful life assets and deferred tax, methods that involve estimation. We have notably verified the appropriateness of the accounting methods applied, and have assessed the assumptions on which those estimates were based, reviewed the calculation made by the group and examined the procedures used for the approval of these estimates by the Executive Management.
- Notes 1-A, 2-L, 24 and 28 to the consolidated financial statements outline the situation of certain risks and litigations and the approach followed by the group in terms of evaluation of the current and non-current provisions, methods that involve estimation and judgment. Our procedures mainly consisted in assessing the data and assumptions underlying such estimates, verifying, on a test basis, the Company's calculations, examining the management approval procedures for these estimates and verifying that the notes to the financial statements provide an appropriate information on the data and assumptions retained by the Company.

These assessments were performed as part of our audit approach for the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. Specific verification

As required by law, we have also verified in accordance with professional standards applicable in France the information presented in the group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Courbevoie and Lille, September 26, 2014

The Statutory Auditors

French original signed by

MAZARS

Jean-Maurice EL NOUCHI

Deloitte & Associés

Gérard BADIN

6

Parent company financial statements

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Income statement

6.1 Income statement

<i>(in thousands of euros)</i>	06/30/2013 12 months	06/30/2014 12 months
Revenue excluding tax	442	
Reversal of depreciation, amortization and provisions and capitalized costs	270	1,391
Other operating income	0	
Operating income	712	1,391
Other purchases and external charges	2,152	1,847
Taxes and duties	8	7
Allocations to provisions for risks and expenses	206	757
Other charges	36	549
Operating expenses	2,402	3,160
Operating result	(1,690)	(1,768)
Loss transferred		
Finance income from subsidiaries and affiliates	39,000	30,015
Income from other non-current securities and receivables		
Other interest and similar income		
Income from interest on the OBSAAR	5,389	2,740
Reversal of provisions and capitalized costs	120	
Net gain on disposals of securities		1
Finance income	44,509	32,755
Allocations to provisions on financial assets		
Interest and similar expenses	293	797
Interest expense on OBSAAR	5,388	5,877
Finance costs	5,681	6,674
Financial result	Note 9 38,828	26,081
Operating income	37,138	24,313
On revenue transactions		
On capital transactions	306	98
Reversal of provisions and capitalized costs	9	
Non-recurring income	Note 10 316	98
On revenue transactions	9	
On capital transactions	32	144
Non-recurring allocations to depreciation, amortization and provisions		
Non-recurring expenses	Note 11 41	144
Non-recurring income	274	(45)
Income tax	Note 13 (1,189)	58
NET INCOME FOR THE PERIOD	38,601	24,210

6.2 Balance sheet

Assets

			06/30/2014		
			Gross	Amortization & provisions	Net
<i>(in thousands of euros)</i>					
Property, plant and equipment	Note 2	12	12		12
Land		12	12		12
Buildings					
Non-current financial assets	Note 3	734,458	612,725		612,725
Investments.		360,762	582,429		582,429
Loans to subsidiaries and affiliates		343,580	1		1
Other non-current securities held		30,116	30,296		30,296
Loans					
Other non-current financial assets					
Non-current assets		734,470	612,737		612,737
Receivables		9,710	14,971		14,971
Trade and related receivables					
Other receivables	Note 4	9,710	14,971		14,971
Securities	Note 5	3,685	402		402
Cash		356	62		62
Prepaid expenses	Note 4	37	49		49
Current assets		13,788	15,484		15,484
TOTAL ASSETS		748,257	628,221		628,221

Liabilities

		06/30/2013 Before distribution	06/30/2014 Before Distribution
<i>(in thousands of euros)</i>			
Equity	Note 6	355,892	368,404
Share capital		56,000	56,000
Additional paid-in capital		22,646	22,646
Reserves			
Revaluation surplus		947	947
Legal reserve		5,600	5,600
Regulated reserves			
Other reserves		50,209	50,209
Retained earnings		181,890	208,793
Net income for the period		38,601	24,210
Provisions for risks and expenses	Note 7	35,868	40,634
Debt		356,497	219,183
Bonds	Note 8	341,667	145,000
Bank borrowings and other liabilities to banks.	Note 8	1	
Misc. borrowings and fin. debt	Note 8	1,786	1,704
Trade and related payables	Note 8	190	267
Tax and social security payables	Note 8	3	2
Other payables	Note 8	12,851	72,209
TOTAL LIABILITIES		748,257	628,221

Statement of cash flows

6.3 Statement of cash flows

<i>(in thousands of euros)</i>	06/30/2013 12 months	06/30/2014 12 months
Operating activities		
Net income for the period	38,601	24,210
Depreciation and amortization	0	
Allocations to/Reversal of provisions for risks and expenses	205	757
Allocations to/Reversal of provisions on non-current financial assets and marketable securities	(120)	
Allocations to/Reversal of provisions for tax	3,523	5,401
Gross cash flows from operating activities	42,210	30,367
Gains on disposals of assets	(45)	
Cash flows from operating activities	42,165	30,367
Change in trade and other receivables	(4,454)	(5,261)
Change in provisions for risks and expenses		
Change in trade and other payables	(360)	59,435
Change in accrued interest on borrowings	1,351	(82)
Change in working capital requirements	(3,462)	54,092
Net cash flow from/(used in) operating activities.	38,703	84,459
Investing activities		
Acquisitions of property, plant and equipment and tangible and intangible assets.		
Acquisitions of non-current financial assets.	(180,348)	(221,849)
Disposals of property, plant and equipment and intangible assets.	6	
Disposals or repayments of non-current financial assets	53,818	341,793
Net cash flows from/(used in) investment activities	(126,524)	119,944
Financing activities		
Dividends	(11,225)	(11,312)
Dividends to be paid		
Capital increase.		
New borrowings (including bank lines)	145,000	
Repayments of borrowings	(46,667)	(196,668)
Net cash flows from/(used in) financing activities.	87,108	(207,980)
CHANGE IN CASH AND CASH EQUIVALENTS	(714)	(3,577)
Cash and cash equivalents – closing balance	4,041	464
Cash and cash equivalents – opening balance	4,756	4,041
CHANGE IN CASH AND CASH EQUIVALENTS	(714)	(3,577)

6.4 Notes to the annual parent company financial statements

SOMMAIRE

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NOTE 1

Activity of the Company

Bonduelle SCA is a financial holding company, whose corporate purpose is to:

- acquire and manage all types of securities, investment in equity or other interests in commercial, industrial, financial, investment and agricultural companies;
- provide access to financial markets to raise the funds needed to develop the group's activities.

Bonduelle SCA is the consolidating company of the Bonduelle Group.

Highlights

1. On December 18, 2013, in accordance with the request of its Shareholder, Bonduelle SAS repaid the loan relating to its interest in BSCA in the amount of 191,667,000 euros for the principal and 4,343,000 euros in accrued interest.
2. The Company received a dividend of 30,015,000 euros dated December 18, 2013 from its subsidiary Bonduelle SAS. Subsequent to this transaction, the Company was the sole participant in the 221,667,000 euros share capital increase of its subsidiary Bonduelle SAS.
3. Bonduelle SCA redeemed the total amount of the 2007 OBSAAR bond for 150,000,000 euros on July 24, 2013.

4. On April 7, 2014, Bonduelle SCA redeemed the third and last tranche of the 2009 OBSAAR bond for 46,667,000 euros.

Accounting principles and policies

The balance sheet and income statement are presented in accordance with the provisions of French law.

General accounting conventions were applied with due regard for the principle of prudence and in accordance with these basic assumptions:

- going concern;
- consistency of accounting methods;
- independence of fiscal years;

and in compliance with general rules governing the preparation and presentation of annual financial statements.

The basic method used to value the items recognized in the accounts is the historical cost method.

The main rules and methods used are the following:

Change in methods

No notable change in method was applied over the period.

Notes to the annual parent company financial statements

Property, plant and equipment

Property, plant and equipment were recognized at their purchase or contribution cost.

Depreciation is calculated on a straight-line method. Normal useful life assumed for buildings is ten years.

Non-current financial assets

INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries and affiliates and other long-term investments are carried at cost.

A provision for impairment is recognized if the value in use is lower than the carrying amount. The value in use of such investments is determined on the basis of various items such as net assets, the existence of unrealized capital gains and earnings forecasts approved by the Executive Management.

TREASURY SHARES

French Accounting Regulations Commission (CRC) Standard 2008-15 of December 4, 2008 was applied. The standard concerns the accounting treatment for stock option and share subscription plans and the granting of free shares to employees.

Therefore, treasury shares acquired are now recorded on the basis of their intended use, either in non-current financial assets or in securities.

Treasury shares held under liquidity contracts or for the purpose of use in acquisitions are classified under non-current financial assets.

Treasury shares allocated to the coverage of stock option plans are reclassified into securities at their net carrying amount on the date they are allocated by the Management Board.

TREASURY SHARES HELD UNDER A LIQUIDITY CONTRACT AND FOR USE IN MAKING ACQUISITIONS:

Treasury shares held under the terms of a liquidity contract or for use in making acquisitions are recognized at purchase price.

At the close of the fiscal year, impairment is recognized if the average market share price for the previous month is lower than the average price paid to purchase the shares held as treasury shares as well as those allocated to stock option plans which are not expected to be exercised.

Receivables

Receivables are recognized at their face value. A provision is set aside, if needed, to cover any risk of default.

Provisions for risks and expenses

Provisions are assessed by the Executive Management to take account of the Company's actual obligations (legal or implied), in compliance with French accounting policies and notably the provisions of the French Accounting Regulations Committee's (CRC) Standard 2000-06 regarding liabilities. Any disputes are evaluated on the basis of the claims made by third parties, which are revised, if applicable, on the basis of the defensive actions taken by the Company.

Translation of foreign currency items

All receivables and liabilities denominated in foreign currencies are translated at the closing rate of the fiscal year. Any differences arising from changes in exchange rates are recognized in "translation adjustments" in the statement of financial position.

Securities

TREASURY SHARES ALLOCATED TO STOCK OPTION PLANS

Treasury shares are recorded:

- at purchase price, if acquired to be allocated directly to the cover of stock option plans;
- at net carrying amount on the date they are allocated by the Management Board to cover stock option plans, if these shares had been acquired previously or were taken from treasury shares recorded in non-current financial assets.

The shares are allocated into separate sub-categories based on the likelihood of the stock options being exercised by beneficiaries, in light of the average market share price for the previous month.

Shares allocated to stock option plans that are likely to be exercised are the object of an expense accrued to liabilities if the exercise price is lower than the carrying amount. The probability of an option being exercised is evaluated on a plan-by-plan basis, in light of the conditions of each plan. The total value of this future expense is spread evenly over the vesting period. The corresponding expense is recorded under net operating profit in the Section "charge in provisions for risks and expenses".

This provision is offset by the recognition of an accrued income in the same amount under the group company accounts in respect of the workforce beneficiaries.

The costs incurred are invoiced according to the same rules. They are recorded under net operating profit in the Section "transfer of capitalized costs".

Treasury shares allocated to stock option plans that are unlikely to be exercised by employees are written down if, at the reporting date, the average market share price for the previous month is lower than the average price of all the treasury shares that are unlikely to be exercised and of all shares not initially allocated to the cover of a specific stock option plan.

All of these methods are compliant with the French General Chart of Accounts (PCG) 99-03 as modified by French Accounting Regulations Committee Standard 2008-15 of December 4, 2008.

OTHER SECURITIES

Securities are recognized at cost.

A provision for impairment is recognized if the value in use is lower than the carrying amount

Bonds

1. In July 2007, the Company issued a 150 million euros bond with redeemable share subscription and/or purchase warrants (OBSAAR), represented by 150,000 bonds with a par value of 1,000 euros. These bonds were listed on Euronext Paris. Each bond was accompanied by five detachable redeemable share subscription and/or purchase warrants (BSAAR), making a total of 750,000 BSAAR.

After division of the nominal share value on March 28, 2013, each BSAAR gives the holder the right to subscribe for or purchase four shares of the Company, with immediate dividend rights, at a price of 28.44 euros. The BSAAR could be exercised at any time from July 23, 2010 to July 24, 2014, inclusive. The Company could, at its own initiative, provide either new or existing shares in exchange for these BSAAR.

In early April 2009, the Company launched a simplified public exchange offer to exchange one 2007 BSAAR for one 2009 BSAAR under the same terms and conditions as the 2009 BSAAR referenced below.

In a simplified public exchange offer, 731,967 of the 2007 BSAAR were exchanged for 2009 BSAAR.

During the 2013-2014 fiscal year, 45 of the 2007 BSAAR were exercised at a price of 28.44 euros, 180 existing shares in the Company being used in the transaction.

From July 1 to 24, 2014 inclusive, 137 of the 2007 BSAAR were exercised at a price of 28.44 euros, 548 existing shares in the Company being used in the transaction.

The 17,831 BSAAR remaining in circulation on July 25, 2014 expired and were removed.

2. In early April 2009, the Company issued a 140 million euros bond with redeemable share subscription and/or purchase warrants (OBSAAR), represented by 233,333 bonds with a par value of 600 euros. These bonds are listed on Euronext Paris. Each bond was accompanied by three detachable redeemable share subscription and/or purchase warrants (BSAAR), making a total of 699,999 BSAAR.

After division of the nominal share value, each 2009 BSAAR gives the holder the right to subscribe for or purchase four shares of the Company, with immediate dividend rights, at a price of 20 euros.

The 2009 BSAAR may be exercised any time between April 7, 2011 and April 8, 2016, inclusive. After this time, they will expire *ipso jure*. If exercised, the Company may, at its own initiative, provide either new or existing shares in exchange for these BSAAR.

During the 2013-2014 fiscal year, 207 of the 2009 BSAAR were exercised at a price of 20 euros, 828 existing shares in the Company being used in the transaction.

At June 30, 2014, 1,431,471 2009 BSAAR remained outstanding.

Since October 8, 2010, the 2009 BSAAR have been listed on Euronext Paris.

If all 1,431,471 of the 2009 BSAAR still outstanding were to be exchanged via the subscription of new shares, a total of 5,725,884 Bonduelle shares with a par value of 1.75 euro would be created, representing a total share capital increase of 10,020,297 euros, equivalent to 17.89% of the Company's current share capital.

3. In early September 2012, the Company issued a 145 million euros bond in the form of a European Private Placement.

This bond was issued for a period of 6.5 years. It is redeemable in one bullet repayment on March 11, 2019.

Notes to the annual parent company financial statements

NOTE 2

Property, plant and equipment

Analysis of changes in gross carrying amount and accumulated depreciation:

<i>(in thousands of euros)</i>	At 06/30/2013	Acquisitions or charges	Merger and contribution	Disposals or reversals	At 06/30/2014
Gross carrying amount					
Land	12				12
Buildings					
	12				12
Depreciation and amortization					
Land					
Buildings					
Net carrying amount					
Land	12				12
Buildings					
	12				12

NOTE 3

Non-current financial assets

Analysis of changes in gross carrying amounts and provisions:

<i>(in thousands of euros)</i>	Gross carrying amount at 06/30/2013	Acquisitions	Disposals	Redemptions, reclassifications and other	Gross carrying amount at 06/30/2014
Participating interests	360,762	221,667			582,429
Bonduelle SAS	360,762	221,667			582,429
Other non-current receivables	343,580		(343,579)		1
Loans to subsidiaries and affiliates					
Bonduelle SAS ⁽¹⁾	341,667		(341,667)		
Other	127		(126)		1
Accrued interest	1786		(1,786)		
Other non-current financial assets					
Loans					
Treasury shares held:					
• under a liquidity contract	177	7,025	(6,831)		371
• in relation to an acquisition	29,939		(14)		29,924
	734,458	228,691	(350,424)		612,725

<i>(in thousands of euros)</i>	Gross carrying amount at 06/30/2014	Provisions at 06/30/2013	Charges	Reversals	Net carrying amount at 06/30/2014
Participating interests	582,429				582,429
Other non-current receivables ⁽¹⁾	1				1
Other non-current financial assets					
Treasury shares held:					
• under a liquidity contract	371				371
• in relation to an acquisition	29,924				29,924
	612,725				612,725
Value at year-end:					
Treasury shares					37,556

(1) Bond issued 07/25/2007, transferred to Bonduelle SAS and redeemed in a bullet payment on 07/24/2013.
 Bond issued 04/06/2009, transferred to Bonduelle SAS and redeemed in three equal installments on 04/06/2012, 04/06/2013 and 04/06/2014.
 EuroPP issued 09/10/2012, transferred to Bonduelle SAS and with bullet redemption on 03/11/2019. (See Note 8).
 All loans to subsidiaries and affiliates were early redeemed by Bonduelle SAS on 12/18/2013 (see Highlights).

<i>(In number of shares)</i>	At 06/30/2013	Increase	Decrease	Reclassification	At 06/30/2014
Treasury shares held:					
• under a liquidity contract	9,661	366,920	359,235		17,346
• in relation to an acquisition	1,737,596		828		1,736,768
	1,747,257	366,920	360,063		1,754,114
Average price of transactions over the period		€18.99	€19.01		

NOTE 4

Receivables

<i>(in thousands of euros)</i>	Gross value	< 1 year max.	> 1 year
Current assets			
Other client receivables			
<i>o.w. accrued income</i>			
Group and associates			
<i>o.w. accrued income</i>			
Government – taxes and duties	14,094	14,094	
Other – Receivables from suppliers			
Group and associates			
Other – Miscellaneous receivables ⁽¹⁾	876	876	
Other – Prepaid expenses	49	49	
	15,019	15,019	

(1) Stock options: billing of expenses related to exercise of options to Bonduelle Group companies (see Note 18).

Notes to the annual parent company financial statements

NOTE 5

Securities

<i>(in thousands of euros)</i>	At 06/30/2013	At 06/30/2014
Treasury shares held for stock options	3,685	133
Impairment of treasury shares held for stock options		
	3,685	133
Value at year-end:		
Treasury shares held for stock options	4,628	195

<i>(In number of shares)</i>	at 06/30/2013	Increase	Decrease	Reclassification	at 06/30/2014
502.1: Treasury shares held for stock options to be granted to employees and allocated to specific plans					
502.2: Treasury shares held for stock options available to be allocated to employees	252,055		242,955		9,100
TOTAL NUMBER	252,055		242,955		9,100

<i>(in thousands of euros)</i>	At 06/30/2013	Increase	Decrease	Reclassification ⁽¹⁾	At 06/30/2014
502.1: Treasury shares held for stock options to be granted to employees and allocated to specific plans					
502.2: Treasury shares held for stock options available to be allocated to employees	3,685		3,552		133
TOTAL AMOUNT	3,685		3,552		133

(1) Treasury shares expected to be exercised are reclassified at the net carrying amount.
Any impairments applied are not restated in net income.

■ **Impairment of treasury shares**

No impairment of treasury shares was recognized at June 30, 2014.

NOTE 6

Equity

<i>(in thousands of euros)</i>	At 06/30/2013	Allocation 2012-2013 income	Change	At 06/30/2014
Share capital	56,000			56,000
Additional paid-in capital/merger premium	22,646			22,646
Revaluation surplus	947			947
Legal reserve	5,600			5,600
Regulated reserves				
Other reserves	50,209			50,209
Retained earnings	181,890	26,903		208,793
Net income for the period				
06/30/2013	38,601	(38,601)		
06/30/2014			24,210	24,210
Dividends		11,698		
	355,892		24,210	368,404

Dividends of 386 thousand euros and 11,312 thousand euros were respectively paid to the General Partner and the other Shareholders.

Share capital

At 06/30/2014, the share capital was comprised of 32,000,000 shares with a par value of 1.75 euro per share, as follows:

- 15,611,158 common shares;
- 16,388,842 shares with double voting rights.

The 32,000,000 shares comprising the Company's share capital represent 48,388,842 voting rights.

NOTE 7

Provisions for risks and expenses

<i>(in thousands of euros)</i>	At 06/30/2013	Charges	Reversals		At 06/30/2014
			Used	Unused	
Provisions for risk on treasury shares					
held for stock options	1,391	757		1,391	757
Provision for taxes – Tax consolidation ⁽¹⁾	34,337	5,753	352		39,738
Provision for taxes – Tax audit	139				139
	35,868	6,509	352	1,391	40,634

(1) The provision for taxes is related to the use of the tax loss carryforwards of the companies in the tax consolidation group.

Notes to the annual parent company financial statements

NOTE 8

Debt

		06/30/2014		
(in thousands of euros)	06/30/2013	Gross value	Up to 1 year	> 1 year and < 5 years
Borrowings ⁽¹⁾	343,453	146,704	1,704	145,000
Bank lines	1			
Trade and related payables ⁽²⁾	190	267	267	
Tax and social security payables	3	2	2	
Other payables ⁽³⁾	12,851	72,209	72,209	
	356,497	219,183	74,183	145,000

(1) On 07/25/2007, Bonduelle SCA issued a €150 million variable rate OBSAAR bond over six years with bullet redemption on 07/24/2013. On 04/06/2009, Bonduelle SCA issued a €140 million variable rate OBSAAR bond over five years redeemable in three equal installments on 04/06/2012, 04/06/2013 and 04/06/2014. On 09/10/2012, Bonduelle SCA issued a €145 million bond in the form of a European Private Placement at 3.83% over 6.5 years with bullet redemption on 03/11/2019. These three bonds were issued to cover the group's financing needs.

(2) Trade payables are payable in under 30 days.

(3) Includes the current account with Bonduelle SAS.

NOTE 9

Financial result

(in thousands of euros)	At 06/30/2013	At 06/30/2014
Finance income		
Finance income from subsidiaries and affiliates		
• Bonduelle SAS	39,000	30,015
• Income from loans		
	39,000	30,015
Income from other non-current securities and receivables		
Interest income on the OBSAAR and EuroPP ⁽¹⁾	5,389	2,740
Reversal of provisions and capitalized costs ⁽²⁾	120	
Other interest and similar income		
Net gain on disposals of securities		1
	44,509	32,755
Finance costs		
Depreciation, amortization and provisions ⁽²⁾		
Interest and similar expenses	293	797
Interest income on the OBSAAR and EuroPP	5,388	5,877
	5,681	6,674
FINANCIAL RESULT	38,828	26,081

(1) Interest paid and accrued is passed on to Bonduelle SAS.

(2) Primarily the provision for impairment of treasury shares.

NOTE 10

Non-recurring income

(in thousands of euros)

	At 06/30/2013	At 06/30/2014
Non-recurring income on revenue transactions		
• Fines – Tax audit recoveries		
Non-recurring income on capital transactions		
• Income from disposals of property, plant and equipment	50	
• Income from disposals of non-current financial assets (profit on treasury shares)	256	98
Recoveries of provisions for risks and expenses	9	
TOTAL NON-RECURRING INCOME	316	98

NOTE 11

Non-recurring expenses

(in thousands of euros)

	At 06/30/2013	At 06/30/2014
Non-recurring expenses on revenue transactions		
• Fines – Tax audit recoveries	9	
Non-recurring expenses on capital transactions		
• Disposals of property, plant and equipment	5	
• Disposals of non-current financial assets (loss on treasury shares)	27	144
• Disposals of participating interests		
Provisions for risks and expenses		
• Provision for fines – Tax audit		
Non-recurring charges to depreciation, amortization and provisions		
Total non-recurring expenses	41	144
TOTAL NON-RECURRING INCOME	274	(45)

NOTE 12

Information on related parties

ITEMS <i>(in thousands of euros)</i>	Amount concerning related parties	
	Related	With which the Company has a capital relationship
Investments:		
• gross carrying amount	582,429	
• net carrying amount	582,429	
Loans to subsidiaries and affiliates		
Other receivables	876	
Other payables	72,194	
Operating liabilities	2	
Finance income from subsidiaries and affiliates		
Finance income	32,755	
Finance costs	797	

NOTE 13

Tax breakdown

<i>(in thousands of euros)</i>	Operating income	Non-recurring income	Total
Profit before tax	24,313	(45)	24,268
Theoretical income tax			
Tax credit			
Total theoretical income tax			
Impact of tax consolidation			5,343
Provision for taxes			(5,401)
Total income tax expense			(58)
NET INCOME AFTER TAXES:			24,210

NOTE 14

Tax consolidation

Bonduelle SCA is the head of a tax consolidation group that includes:

Name	Address
Bonduelle SAS	La Woestyne – 59173 Renescure
Bonduelle Conserve International SAS	La Woestyne – 59173 Renescure
Bonduelle Surgelé International SAS	La Woestyne – 59173 Renescure
Bonduelle Development SAS	La Woestyne – 59173 Renescure
Duvet SARL	Rue Nicolas Appert – 59650 Villeneuve-d'Ascq
Bonduelle Frais Traiteur SAS	La Woestyne – 59173 Renescure
Bonduelle Frais France SA	90, rue André-Citroën – 69740 Genas
Bonduelle Traiteur International SAS	67, route de Concarneau BP 27 – 29140 Rosporden
SAS Champiloire	Chantemerle – Bagneux – 49400 Saumur
SCI Revoisson	38, rue de l'Avenir – 69740 Genas
Euromycel SAS	Chantemerle – Bagneux – 49400 Saumur
Champignonnières Des Roches SAS	Chantemerle – Bagneux – 49400 Saumur
Champignonnières De La Vienne SAS	Chantemerle – Bagneux – 49400 Saumur
Champiland SAS	390, rue Joseph-Lacoste – 40990 Herm
Coviju 1 SAS	La Woestyne – 59173 Renescure
Coviju 2 SAS	La Woestyne – 59173 Renescure

Under the terms of the tax consolidation agreement, the following method is used to allocate income tax to each of the consolidated companies:

- each company pays Bonduelle SCA an amount equal to the tax they would have paid on their earnings and/or net long-term capital gains had they been taxed on a standalone basis, after deducting all tax credits to which the consolidated companies would have been entitled had they not been consolidated;
- on a standalone basis, Bonduelle SCA did not incur any income tax for the fiscal year ended June 30, 2014.

Taxable income for the tax consolidation group as a whole and tax loss carryforwards

The taxable income for the tax consolidation group as a whole amounts to 544,000 euros after applying accrued tax losses.

Accrued tax losses still to be carried forward amount to 6,616,000 euros compared with the opening balance of 8,160,000 euros.

NOTE 15

Deferred taxes

None.

NOTE 16

Directors' compensation

Table 1: Summary of the compensation and of the options and shares allocated to each director and Corporate Officer

(in euros)	FY 2012-2013	FY 2013-2014
Christophe Bonduelle ⁽¹⁾		
<i>Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA</i>		
Compensation due in respect of the fiscal year (details provided in table 2)	888,551	620,017
Value of variable multi-year compensation granted during the fiscal year ⁽²⁾	None	None
Valuation of options granted during the fiscal year (details provided in table 4)	None	None
Valuation of performance-related options granted during the fiscal year (details provided in table 6)	91,494	None
TOTAL	980,045	620,017

(1) Bonduelle SCA does not have any employees. The compensation is due under the terms of the corporate functions for Bonduelle SAS. No compensation is given in respect of the role of Legal Representative of Pierre et Benoît Bonduelle SAS, General Partner of Bonduelle SCA.

(2) Long-term profit-sharing scheme in respect of financial years 2013-2016. Three-year plan based on return on capital employed up to a target amount of up to 50% of fixed compensation.

Table 2: Summary of compensation of each director and Corporate Officer of the issuer

(in euros)	FY 2012-2013		FY 2013-2014	
	Amount due	Amount paid	Amount due	Amount paid
Christophe Bonduelle				
<i>Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA</i>				
Fixed compensation:				
• under employment contract	0	0	0	0
• for corporate functions	621,339	621,339	614,880	614,880
Annual variable compensation ⁽¹⁾	262,500	183,924	Not calculated	Not applicable
Multi-year variable compensation ⁽²⁾	None	None	None	None
Non-recurring compensation	None	None	None	None
Directors' fees				
Benefits in kind: automobile	4,712	4,712	5,137	5,137
TOTAL	888,551	809,975	620,017	620,017

(1) The variable compensation components are determined by the Compensation Committee subsequent to the publication of this document and are mainly based on the performance of revenue, profitability and cash flows.

The expected levels of attainment for the specific criteria (mainly quantitative) set by the Board are not made public for reasons of confidentiality. This variable compensation cannot exceed 50% of the fixed compensation.

Within the context of a compensation policy designed to continually improve group performance, the vast majority of employees receive variable compensation.

(2) Long-term profit-sharing scheme in respect of financial years 2013-2016. Three-year plan based on return on capital employed up to a target amount of up to 50% of fixed compensation.

Table 3: Directors' fees and other compensation received by directors and non-executive Corporate Officers

Corporate Officers (in euros)	Amount paid during fiscal year 2012-2013	Amount paid during fiscal year 2013-2014
Isabelle DANJOU		
Directors' fees	4,400	6,600
Other compensation		
Daniel BRACQUART		
Directors' fees	6,900	6,600
Other compensation	2,000	0
Louis BONDUELLE		
Directors' fees	2,200	1,300
Other compensation		
André CRESPEL		
Directors' fees	4,400	0
Other compensation		
Laurent BONDUELLE		
Directors' fees	0	0
Other compensation		
Martin DUCROQUET		
Directors' fees	300	2,200
Other compensation		
Matthieu DURIEZ		
Directors' fees	2,200	2,200
Other compensation		
Elisabeth MINARD		
Directors' fees	2,200	2,200
Other compensation		
Yves TACK		
Directors' fees	6,900	6,600
Other compensation		
Marie-France TISSEAU		
Directors' fees	6,900	6,600
Other compensation		
Pierre et Benoît BONDUELLE SAS		
Directors' fees		
Other compensation ⁽¹⁾	1,167,632	1,302,350
TOTAL	1,206,032	1,336,650

The major share of directors' fees is paid according to attendance rates at Supervisory Board and specialist committee meetings.

(1) The compensation of the Management Board is established by Article 17 of the Company Articles of association and comprises two components:

- an amount equal to 1.5% of the group's share of the consolidated net income of the previous fiscal year;
- additional compensation equal to 1% of the group's share of the consolidated net income of the previous fiscal year, when the latter exceeds 1.5% of total net consolidated revenue.

Compensation is to be paid in 12 equal monthly payments.

Notes to the annual parent company financial statements

■ **Table 4: Share subscription or purchase options granted during the fiscal year to each director and Corporate Officer by the issuer and by any other group company**

Name of director or Corporate Officer	No. and date of plan	Type of options (purchase or subscription)	Value of options according to the method used for the consolidated financial statements (in euros)	Number of options granted during the fiscal year	Exercise price (in euros)	Exercise period
TOTAL			NONE			

If no share subscription or purchase options are allocated, the performance requirement provided for by the Afep-Medef Code and set by the Remuneration Committee is not applicable.

In accordance with the provisions of the Afep-Medef Code, Corporate Officers do not benefit from any hedging arrangements.

■ **Table 5: Share subscription or purchase options exercised during the fiscal year by each director and Corporate Officer**

Name of director or Corporate Officer	No. and date of plan	Number of options exercised during the fiscal year	Exercise price (in euros)
Christophe Bonduelle	Plan no. 13 dated 05/25/2009	37,600	14,27
TOTAL		37,600	

■ **Table 6: Performance shares granted to each director and Corporate Officer during the fiscal year**

Performance shares granted by the Shareholders' Meeting during the fiscal year to each Corporate Officer by the issuer and by any other group company (list of names)	No. and date of plan	Number of shares granted during the fiscal year	Value of shares according to the method used for the consolidated financial statements (in euros)	Acquisition date	Availability date	Performance conditions
TOTAL			NONE			

In accordance with the provisions of the Afep-Medef Code, Corporate Officers do not benefit from any hedging arrangements.

■ Table 7: Performance shares granted to each director or Corporate Officer that are now available

Performance shares now available for each Corporate Officer	No. and date of plan	Number of shares that became available during the fiscal year	Acquisition terms
TOTAL		NONE	

If none of the performance shares allocated become available, the lock-up period provided for by the Afep-Medef Code and set by the Remuneration Committee is not applicable.

■ Table 8: Historical information on grants of share subscription and purchase options

Information regarding subscription or purchase options

Date of Shareholders' Meeting Plans 14-16

Date of Management Board meeting

Total number of shares that may be subscribed or purchased

Number of shares that may be subscribed or purchased by:

Director or Corporate Officer

Christophe Bonduelle

Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA

See Note 23 of the notes to the annual consolidated financial statements.

Start of option exercise period

Date of expiration

Subscription or purchase price

Exercise conditions (when the plan has several portions)

Number of shares subscribed or purchased at June 30, 2014 (most recent date)

Cumulative number of share subscription or purchase options canceled or expired

Total number of options allocated/shares subscribed or purchased

■ Table 9: Ten largest employee share subscription or purchase options granted, other than to directors or Corporate Officers, and options exercised by them

	Total number of options granted/ shares subscribed or purchased
Options granted during the fiscal year by the issuer and by any company included in the scope of allocation of options, to the ten employees of the issuer and of any company included in that scope, who were granted the greatest number of options.	None
Options held on the issuer and the companies referred to above, exercised, during the fiscal year, by the ten employees of the issuer and of those companies who purchased or subscribed the greatest number of shares in this way.	105,141

Notes to the annual parent company financial statements

■ **Table 10: Historical information on free share grants**

Information on free share grants	FSG Plan 1	FSG Plan 2
Date of Shareholders' Meeting	December 2, 2010	December 2, 2010
Date of Management Board meeting	01/04/2012	01/02/2013
Total number of free shares granted	5,040	13,600
including the number granted to <i>Christophe Bonduelle</i> <i>Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA</i>	2,640	7,200
including the number of shares granted to the <i>Executive Committee</i> (other than Corporate Officers)	2,400	6,400
Acquisition date ⁽¹⁾	01/04/2014	01/02/2015
End of holding period	01/04/2016	01/02/2017
Number of shares definitively acquired at June 30, 2014	2,520	0
Total no. of shares canceled or expired	2,520	0
Remaining free shares granted at fiscal year-end	0	13,600

(1) The granting of free shares depends on the economic performance of the cash flow expressed as a percentage of consolidated group revenue achieved in the second fiscal year ending after the allocation date.

In accordance with the provisions of the AfeP-Medef Code, Corporate Officers do not benefit from any hedging arrangements.

■ **Table 11**

	Employment contract ⁽¹⁾		Supplementary retirement plan ⁽²⁾		Indemnities or benefits due or likely to be due for termination of appointment or change in current function ⁽³⁾		Indemnities related to a non-competition clause ⁽³⁾	
	Yes	No	Yes	No	Yes	No	Yes	No
Directors Corporate Officers								
Christophe Bonduelle								
Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA Chairman of Bonduelle SAS		X	X		X			X
Appointment starts ⁽⁴⁾								
Appointment ends ⁽⁴⁾								

(1) Mr. Christophe Bonduelle's employment contract with Bonduelle SAS was suspended with effect from 12/31/2009.

(2) The group has established a supplementary, defined contribution pension plan (Article 83-plan), which is paid for to a significant extent by the beneficiaries concerned, with the group paying the remainder. The group contribution in respect of this plan in fiscal year 2013-2014 was not material.

(3) Indemnities or benefits due or likely to be due for termination of appointment or change in current function equal to two years' compensation. No additional benefit will be received in this respect under a non-competition clause. Bonduelle SAS employees are granted termination benefits and long-service awards. For Christophe Bonduelle, these amount to €344,876.

(4) Open-ended appointment.

NOTE 17

Off-balance sheet commitments

At 06/30/2014

None

NOTE 18

Information regarding stock option and free share plans

A. Stock option plans

	Plan 13	Plan 14	Plan 15
Date of Shareholders' Meeting:	12/06/2007	12/03/2009	12/03/2009
Date of Management Board meeting	05/25/2009	06/24/2010	12/07/2010
Initial number of shares allocated	296,200	197,800	188,800
Including number of shares granted to Mr. Christophe Bonduelle, legal representative of Pierre et Benoît Bonduelle SAS, General Partner of Bonduelle SCA	37,600	34,000	32,000
Number of shares canceled ⁽¹⁾	(39,556)	(7,600)	(6,800)
Total number of shares that may be subscribed or purchased	256,644	190,200	182,000
Start of option exercise period	05/26/2013	06/25/2014	12/08/2014
Date of expiration	05/25/2014	06/24/2016	12/07/2016
Subscription price	14.27	19.11	15.90
Share price (basis for employer contribution to stock option plans)	2.94	3.18	2.92
NUMBER OF SHARES SUBSCRIBED AT JUNE 30, 2014	256,644	3,200	0

Plan 16

Date of Shareholders' Meeting:	12/03/2009
Date of Management Board meeting	12/15/2011
Initial number of shares allocated	207,600
Including number of shares granted to Mr. Christophe Bonduelle, legal representative of Pierre et Benoît Bonduelle SAS, General Partner of Bonduelle SCA	23,600
Number of shares canceled ⁽¹⁾	(17,600)
Total number of shares that may be subscribed or purchased	190,000
Start of option exercise period	12/16/2015
Date of expiration	12/15/2017
Subscription price	15.73
Share price (basis for employer contribution to stock option plans)	2.74
NUMBER OF SHARES SUBSCRIBED AT JUNE 30, 2014	0

(1) Cancellations represent shares allocated to persons who have left the group prior to the exercise period or that had not been subscribed to by the time the plan expired.

Notes to the annual parent company financial statements

B. Free share plans

	Plan 1	Plan 2
Date of Shareholders' Meeting:	12/02/2010	12/02/2010
Date of Management Board meeting	01/04/2012	01/02/2013
Initial number of shares allocated	5,040	13,600
Including the number of shares granted to Christophe Bonduelle, Chairman of Bonduelle SAS, legal representative of Pierre et Benoît Bonduelle, managing company of Bonduelle SCA	2,640	7,200
Including number of shares granted to the Executive Committee	2,400	6,400
Total number of free shares allocated	5,040	13,600
Date allocation effective ⁽²⁾	01/04/2014	01/02/2015
Date from which shares can be sold	01/04/2016	01/02/2017
Share price (basis for employer contribution to stock option plans)	10.73	12.71
NUMBER OF SHARES ACTUALLY AWARDED AT JUNE 30, 2014	2,520	0
Total no. of shares canceled or expired	2,520	0
Remaining free shares granted at fiscal year-end	0	13,600

(2) The allocation of free shares depends on the economic performance of cash flow expressed as a percentage of consolidated group revenue achieved in the second fiscal year ending after the allocation date.

C. Other information on the stock option plans

A. EXPENSE RECOGNIZED DURING THE FISCAL YEAR AND FROM THE PRIOR FISCAL YEAR

The profit and loss made on stock options are recorded under net non-recurring income.

Options exercised during the fiscal year generated a loss of 105 thousand euros.

B. CONTINGENT LIABILITIES:

A provision for risks and expenses was recorded at the end of the fiscal year, on June 30, 2014, in the amount of 757 thousand euros (Plans 15 and 16 and free share allocations).

This provision is covered by an accrued income in the same amount recorded under miscellaneous receivables (See Notes 1 and 4).

This accrued income corresponds to the amount that will be passed on to the subsidiaries whose employees are beneficiaries of stock options from the options exercised under the plans concerned.

C. DETAILS OF ACCOUNT 502 TREASURY SHARES

All relevant information is provided in Note 5.

6.5 Information regarding subsidiaries and affiliates

(in thousands of
euros)

(in thousands of euros)			Equity other than share capital and net income for the period ⁽¹⁾	Carrying amount of shares		Advances made by the Company	Security deposits given	Revenue for the previous year, excluding tax	Previous year-end result	Dividends received by the Company during the fiscal year
Companies	Number of shares held	Currency		Share capital ⁽¹⁾	Capital interest (in %)					

A. Holdings with a gross value in excess of 1% of the parent's share capital											
1. Subsidiaries (>50% held)											
Bonduelle SAS	2,347,610	EURO	234,761	466,254	100	582,429	582,429		28,752	1,982	30,015
2. Stake held between 10 and 50%											
B. Holdings with a gross value not in excess of 1% of the parent's share capital											
1. French subsidiary											
2. Non-French subsidiaries											
3. Stake in French companies											

(1) In the company's local currency.

Five-year financial summary

6.6 Five-year financial summary

<i>(in thousands of euros)</i>	06/30/2010	06/30/2011	06/30/2012	06/30/2013	06/30/2014
Financial position at year-end					
Share capital	56,000	56,000	56,000	56,000	56,000
Number of shares issued	8,000,000	8,000,000	8,000,000	32,000,000	32,000,000
Total income from operations					
Revenues of subsidiaries		29,980	5,169	39,000	30,015
Revenue excluding tax					
Income before taxes, employee profit-sharing depreciation, amortization and provisions	(178)	28,025	4,056	37,489	23,633
Income tax	(219)	(3,732)	3,626	(1,189)	58
Employee profit-sharing					
Income after tax, employee profit-sharing, depreciation, amortization and provisions	4,585	31,979	57	38,601	24,210
Dividends paid.	12,000	12,000	12,000	12,000	12,000
Earnings from operations per share <i>(in euros)</i>					
Earnings after tax and employee profit-sharing and before depreciation, amortization and provisions	0.01	3.97	0.05	1.21	0.74
Earnings after tax, employee profit-sharing, depreciation, amortization and provisions	0.57	4.00	0.01	1.21	0.76
Dividend paid per share	1.50	1.50	1.50	0.375	0.375 ⁽¹⁾

(1) Proposal submitted to the Shareholders' Meeting.

Proposed allocation of net income

The Management Board asks the Shareholders' Meeting to allocate the 24,209,673.99 euros in net income for the fiscal year as follows:

• net income for the year	24,209,673.99 euros
• retained earnings	208,792,625.82 euros
• distributable income	233,002,299.81 euros
• allocation to the General Partner	242,096.74 euros
• dividend to Shareholders	12,000,000 euros
• retained earnings	220,760,203.07 euros

And to approve payment of a dividend for fiscal year 2013-2014, of 0.375 euro per share; the entire amount thus distributed is eligible for the 40% tax credit referred to in Article 158-3-2 of the French General Tax Code.

The dividend will be paid on January 7, 2015.

6.7 Statutory Auditors' report on the annual financial statements

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking users. The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the Auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the financial statements.

This report also includes information relating to the specific verification of information given in the management report and in the documents addressed to Shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting, we hereby report to you, for the year ended June 30, 2014 on:

- the audit of the accompanying financial statements of Bonduelle, as attached to this report;
- the justification of our assessments;
- the specific verification and information required by law.

These annual financial statements have been approved by the Management Board. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the annual financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at June 30, 2014 and of the results of its operations for the year then ended in accordance with French accounting principles.

II. Justification of our assessments

In accordance with the requirements of Article L. 823-9 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

- Note 1 "financial assets" to the financial statements sets forth the accounting policies related to the valuation of investments in participating interests, approach that involves estimations.

Statutory Auditors' report on the annual financial statements

We have notably verified the appropriateness of the accounting methods applied, and have assessed the assumptions on which those estimates were based, reviewed the calculation made by the Company and examined the procedures used for the approval of these estimates by the Executive Management.

- Note 1 "Provisions for risks" to the financial statements sets forth the approach followed by the Company in terms of evaluation of the provisions, methods that involve estimation and judgment.

Our procedures consisted in assessing the data and assumptions underlying such estimates, reviewing the Company's calculations, examining the management approval procedures for these estimates and verifying that the notes to the financial statements provide appropriate information on the data and assumptions retained by the Company.

These assessments were made as part of our audit of the annual financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. Specific procedures and disclosures

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matter to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of Board of Management and in the documents addressed to Shareholders with respect to the financial position and the annual financial statements.

Concerning the information given in accordance with the requirements of Article L. 225-102-1 of the French Commercial Code (*Code de commerce*) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your Company from companies controlling your Company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the Shareholders and holders of the voting rights has been properly disclosed in the management report.

Courbevoie and Lille, September 26, 2014

The Statutory Auditors

French original signed by

Deloitte & Associés

Gérard Badin

Mazars

Jean-Maurice El Nouchi

6.8 Statutory Auditors' special report on regulated agreements and commitments

This is a free translation into English of the Statutory Auditors' special report on regulated agreements and commitments with third parties that is issued in the French language and is provided solely for the convenience of English speaking readers. This report on regulated agreements and commitments should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the French Commercial Code and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

To the Shareholders,

In our capacity as Statutory Auditors of your Company, we hereby report to you on regulated agreements and commitments.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements and commitments brought to our attention or which we may have discovered during the course of our audit, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements and commitments, if any. It is your responsibility, pursuant to Article R. 226-2 of the French Commercial Code (*Code de commerce*), to assess the interest involved in respect of the conclusion of these agreements and commitments for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R. 226-2 of the French Commercial Code relating to the implementation during the past year of agreements and commitments previously approved by the Shareholders' Meeting, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie nationale des Commissaires aux Comptes*) relating to this engagement. These procedures consisted in agreeing the information provided to us with the relevant source documents.

Agreements and commitments submitted to the approval of the Shareholders' Meeting

We hereby inform you that we have not been advised of any agreement or commitment authorized during the year to be submitted to the approval of the Shareholders' Meeting pursuant to Article L. 226-10 of the French Commercial Code.

Agreements and commitments already approved by the Shareholders' Meeting

Pursuant to Article R. 226-2 of the French Commercial Code, we were informed that the following agreements and commitments, already approved by the Shareholders' Meeting during previous fiscal years, were implemented during the fiscal year just ended.

Statutory Auditors' special report on regulated agreements and commitments**BONDUELLE SCA'S GUARANTEE OF A BOND ISSUE BY BONDUELLE SAS**

Companies involved: Bonduelle SAS, for which Bonduelle SCA directly or indirectly holds over 10% of the voting rights and Pierre & Benoît Bonduelle SAS, General Partner of Bonduelle SCA and Chief Executive Officer of Bonduelle SAS.

Nature, corporate purpose and terms: On August 3 and September 2, 2010, Bonduelle SAS issued a 12-year bond in the United States, by private placement, in two tranches, in the total amount of 165 million US dollars. Bonduelle SCA stood surety for the bond issue. This surety is non-interest bearing.

Courbevoie and Lille, September 26, 2014

The Statutory Auditors

Mazars

Jean-Maurice EL NOUCHI

Deloitte & Associés

Gérard BADIN

7

Information on the Company and the share capital

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Items in the annual financial report are identified in the contents using the AFR symbol AFR

Information regarding the share capital

7.1 Information regarding the share capital

7.1.1 Historical information on the share capital

Year	Transaction	Par value	Additional paid-in capital	Successive amounts	Total No. of shares
At 01/01/1993				307,392,400	439,132
<i>(in francs)</i>					
1995	Repurchase of 68,068 shares	(47,467,600)	(95,295,200)	259,744,800	371,064
1997	Capitalization of reserves and increase in par value from FFR 700 to FFR 760	22,263,840		282,008,640	371,064
	Division of par value from FFR 760 to FFR 40			282,008,640	7,050,216
	Integration of Financière Bonduelle Dalle and issue of 146,325 new shares	5,853,000	6,303,103	287,861,640	7,196,541
	Contribution of Bonduelle SA shares by the Bonduelle Valeurs fund	10,372,880	14,938,800	298,234,520	7,455,863
	Contribution of Bonduelle SA shares by employees and others	7,142,720	10,675,640	305,647,240	7,641,181
1998	Issue of 358,819 shares	14,352,760	30,499,615	320,000,000	8,000,000
<i>(in euros)</i>					
2001	Capitalization of FFR 47,335,920 from additional paid-in capital into share capital, in line with the conversion to the euro			56,000,000	8,000,000
2005	Share capital increase following the merger with Montecourt	2,068,948	17,269,806.14	58,068,948	8,295,564
2005	Cancellation of the Company's shares received under the terms of the merger with Montecourt	(2,068,948)	(17,269,806.14)	56,000,000	8,000,000
2012	Share capital increase following the merger with L'Angevine	1,596,000	13,933,080	57,596,000	8,228,000
	Share capital increase following the merger with La Houssaie	539,588	4,710,603.23	58,135,588	8,305,084
	Share capital increase following the merger with La Marjolaine	646,170	5,641,043.42	58,781,758	8,397,394
	Share capital increase following the merger with Pecarrère	359,464	3,138,125.23	59,141,222	8,448,746
	Capital reduction by cancellation of treasury shares of the Company received through mergers	3,124,709	(27,278,709.57)	56,016,513	8,002,359
	Capital reduction by cancellation of treasury shares	16,513		56,000,000	8,000,000
2013	Reduction of the par value of the share by exchanging each existing common share of par value €7 against four new shares each with a par value of €1.75			56,000,000	32,000,000

7.1.2 Amount of the share capital

At August 31, 2014, the share capital amounted to €56,000,000. It is divided into 32,000,000 common shares of €1.75 each, all fully paid up and of the same class, representing 48,385,052 theoretical voting rights and 46,628,237 voting rights exercisable at the Shareholders' Meeting.

This difference relates to the 1,756,815 treasury shares, which do not carry voting rights.

7.1.3 Powers and authorizations granted to the Management Board

AUTHORIZED AND UNISSUED SHARE CAPITAL AND OTHER AUTHORIZATIONS

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2012 granted the Management Board the following powers and authorizations:

DELEGATION OF AUTHORITY TO BE GRANTED TO THE MANAGEMENT BOARD TO INCREASE THE SHARE CAPITAL BY THE CAPITALIZATION OF RESERVES, NET INCOME AND/OR ADDITIONAL PAID-IN CAPITAL

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after reviewing the report of the Management Board, and in accordance with the provisions of Articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

1. authorizes the Management Board to increase the share capital of the Company, through one or more transactions, at such times and using the methods it so chooses, by capitalizing reserves, net income, additional paid-in capital or other amounts whose capitalization is authorized; or by issuing shares or granting free shares or increasing the par value of the existing common shares; or by a combination of both those methods;
2. decides that, if the Management Board uses this authorization, in accordance with the provisions of Article L. 225-130 of the French Commercial Code, to increase the share capital of the Company by granting free shares, rights to fractional shares cannot be traded nor transferred, and the corresponding shares shall be sold; any proceeds from such sales will be allocated to the holders of these rights within the period provided for by law;
3. grants this authorization for twenty-six months as from the date of this Shareholders' Meeting;
4. decides that the maximum aggregate par value of the new shares that may be issued under this authorization shall be 17,500,000 euros, excluding any additional shares that may be

issued to safeguard the interests of holders of securities giving access to equity, as stipulated by law.

This ceiling is independent of all other ceilings provided for by the other resolutions submitted to this Shareholders' Meeting;

5. grants full powers to the Management Board to implement this resolution and, generally, to perform all measures and necessary formalities to successfully conclude each share capital increase, to formally acknowledge it and to amend the Articles of association appropriately;
6. duly notes that this authorization immediately cancels and replaces any previous authorizations with the same purpose.

DELEGATION OF AUTHORITY TO BE GIVEN TO THE MANAGEMENT BOARD TO ISSUE COMMON SHARES AND/OR SECURITIES GIVING ACCESS TO EQUITY AND/OR GIVING RIGHTS TO ALLOCATIONS OF DEBT SECURITIES, WITH PREEMPTIVE SUBSCRIPTION RIGHTS MAINTAINED.

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Auditors and in accordance with the provisions of the French Commercial Code and notably Article L. 225-129-2 thereof:

1. authorizes the Management Board to issue, in one or more transactions, in amounts and at such times it chooses, in either euros, or in foreign currencies, or in any other unit composed of a basket of currencies:
 - common shares,
 - and/or securities giving present or future access, at any time or on a fixed date, to common shares of the Company whether by subscription, conversion, exchange, redemption, presentation of a warrant or any other means,
 - and/or securities giving rights to allocations of debt securities.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may confer rights to common shares of any company which directly or indirectly owns more than half of the Company's capital or in which the Company directly or indirectly owns more than half of the capital;

2. grants this authorization for twenty-six months as from the date of this Shareholders' Meeting;
3. decides to set, as follows, the total aggregate amount of shares that may be issued under this authorization granted to the Management Board:

The total aggregate par value of shares that may be issued by virtue of this authorization may not exceed 17,500,000 euros.

This limit does not include the par value of any common shares issued to safeguard the interests of holders of securities giving access to equity of the Company, in accordance with the law or any contractual provisions stipulating other adjustment events.

The above ceiling is independent of all other ceilings provided for by the other resolutions submitted to this Shareholders' Meeting;

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4. if the Management Board decides to use this authorization in connection with the issues described in 1) above:
 - a) decides that the issue or issues of common shares or securities giving access to equity shall be reserved in priority to Shareholders who may subscribe for shares as of right,
 - b) decides that in the event that existing Shareholders do not subscribe to a sufficient number of new shares as of right and, if appropriate, using their oversubscription right, to account for the entire issue referred to in 1/, the Management Board may have recourse to the following options:
 - cap the amount of the issue at the amount of the subscriptions received, it being stipulated that in the case of an issue of common shares or securities where the primary security is a share, the amount of the subscriptions will have to reach at least three-quarters of the issue decided upon in order for said ceiling to be possible,
 - freely distribute all or part of the unsubscribed shares,
 - offer to the public all or part of the unsubscribed shares;
5. decides that the Management Board shall, within the limits defined above, be vested with all powers necessary to, notably, set the terms and conditions of the issue(s), record, where necessary, the resulting increase(s) in share capital, amend the Articles of association accordingly, charge on its own initiative the expenses of the share capital increase(s) to the corresponding premiums and deduct from such premiums the amounts needed to increase the legal reserve to one-tenth of the new amount of share capital after each increase, and in general undertake everything that is required in such matters;
6. duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

DELEGATION OF AUTHORITY TO BE GIVEN TO THE MANAGEMENT BOARD TO ISSUE COMMON SHARES AND/OR SECURITIES GIVING ACCESS TO EQUITY AND/OR GIVING RIGHTS TO ALLOCATIONS OF DEBT SECURITIES, WITH SUSPENSION OF PREEMPTIVE SUBSCRIPTION RIGHTS BY PUBLIC OFFERING.

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Auditors and in accordance with the provisions of the French Commercial Code and notably Article L. 225-136:

1. authorizes the Management Board to issue, in one or more transactions, for the amounts and at the times it so chooses, on the French and/or on international financial markets, through an offer to the public, in euros, foreign currencies or units composed of a basket of currencies:
 - common shares,
 - and/or securities giving present or future access, at any time or on a fixed date, to common shares of the Company whether by subscription, conversion, exchange, redemption, presentation of a warrant or any other means,
 - and/or securities giving rights to allocations of debt securities.

These securities may be issued in payment for shares contributed to the Company in connection with public exchange offers for shares in accordance with the provisions of Article L. 225-148 of the French Commercial Code.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may confer rights to common shares of any company which directly or indirectly owns more than half of the Company's capital or in which the Company directly or indirectly owns more than half of the capital;

2. grants this authorization for twenty-six months as from the date of this Shareholders' Meeting;
3. the total aggregate par value of shares that may be issued by virtue of this authorization may not exceed 17,500,000 euros.

This limit does not include the par value of any common shares issued to safeguard the interests of holders of securities giving access to equity of the Company, in accordance with the law or any contractual provisions stipulating other adjustment events.

This amount shall be included in the ceiling imposed on share capital increases established in the sixteenth resolution;
4. decides to suspend the preemptive subscription rights of existing Shareholders to the common shares and securities giving access to equity and/or debt securities covered by this resolution, while granting the Management Board the authority to confer on Shareholders preferential rights, as stipulated by law;
5. decides that the amount reverting or that shall revert to the Company for each of the common shares issued by virtue of this authorization, after taking into account, in the case of the issue of straight stock warrants, the price of said warrants, will be at least equal to the minimum price stipulated by the applicable laws and regulations at the time the Management Board implements this authorization;
6. decides that, in the event shares are issued in payment for shares contributed in connection with a public exchange offer, the Management Board shall, within the conditions fixed in Article L. 225-148 of the French Commercial Code and within the limits established above, be vested with all powers necessary to determine the list of shares contributed within the framework of the exchange offer, set the conditions of the issue and the proportions in which shares shall be exchanged, as well as, when necessary, the amount of cash to be paid for the difference, and determine the terms and conditions of the issue;
7. decides that in the event that existing Shareholders do not subscribe to a sufficient number of new shares to account for the entire issue referred to in 1/, the Management Board may have recourse to the following options:

- cap the amount of the issue at the amount of the subscriptions received, it being stipulated that in the case of an issue of common shares or securities where the primary security is a share, the amount of the subscriptions will have to reach at least three-quarters of the issue decided upon in order for said ceiling to be possible,
- freely distribute all or part of the unsubscribed shares;

8. decides that the Management Board shall, within the limits defined above, be vested with all powers necessary to, notably, set the terms and conditions of the issue(s), record, where necessary, the resulting increase(s) in capital, amend the Articles of association accordingly, charge on its own initiative the expenses of the capital increase(s) to the corresponding premiums and deduct from such premiums the amounts needed to increase the legal reserve to one-tenth of the new amount of share capital after each increase, and in general undertake everything that is required in such matters;
9. duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

DELEGATION OF AUTHORITY TO BE GIVEN TO THE MANAGEMENT BOARD TO ISSUE COMMON SHARES AND/OR SECURITIES GIVING ACCESS TO EQUITY AND/OR GIVING RIGHTS TO ALLOCATIONS OF DEBT SECURITIES, WITH SUSPENSION OF PREEMPTIVE SUBSCRIPTION RIGHTS BY PRIVATE PLACEMENT

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Auditors and in accordance with the provisions of the French Commercial Code and notably Article L. 225-136:

1. authorizes the Management Board to issue, in one or more transactions, for the amounts and at the times it so chooses, on the French market and/or on international financial markets, through an offering of the type indicated in Item II of Article L. 411-2 of the French Monetary and Financial Code, in euros, foreign currencies or units composed of a basket of currencies:
 - common shares,
 - and/or securities giving present or future access, at any time or on a fixed date, to common shares of the Company whether by subscription, conversion, exchange, redemption, presentation of a warrant or any other means,
 - and/or securities giving rights to allocations of debt securities.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may confer rights to common shares of any company which directly or indirectly owns more than half of the Company's capital or in which the Company directly or indirectly owns more than half of the capital;

2. grants this authorization for twenty-six months as from the date of this Shareholders' Meeting;
3. the aggregate par value of common shares that may be issued by virtue of this authorization may not exceed 17,500,000 euros and will moreover be limited to 20% of share capital per year.

This limit does not include the par value of any common shares issued to safeguard the interests of holders of securities giving access to equity of the Company, in accordance with the law or any contractual provisions stipulating other adjustment events.

This amount shall be included in the ceiling imposed on share capital increases established in the fifteenth resolution;

4. decides to suspend the preemptive subscription rights of existing Shareholders to the common shares and securities giving access to equity and/or debt securities covered by this resolution;
5. decides that the amount reverting or that shall revert to the Company for each of the common shares issued by virtue of this authorization, after taking into account, in the case of the issue of straight stock warrants, the price of said warrants, will be at least equal to the minimum price stipulated by the applicable laws and regulations at the time the Management Board implements this authorization;
6. decides that in the event that existing Shareholders do not subscribe to a sufficient number of new shares to account for the entire issue referred to in 1/, the Management Board may have recourse to the following options:
 - cap the amount of the issue at the amount of the subscriptions received, it being stipulated that in the case of an issue of common shares or securities where the primary security is a share, the amount of the subscriptions will have to reach at least three-quarters of the issue decided upon in order for said ceiling to be possible,
 - freely distribute all or part of the unsubscribed shares;
7. decides that the Management Board shall, within the limits defined above, be vested with all powers necessary to, notably, set the terms and conditions of the issue(s), record, where necessary, the resulting increase(s) in capital, amend the Articles of association accordingly, charge on its own initiative the expenses of the capital increase(s) to the corresponding premiums and deduct from such premiums the amounts needed to increase the legal reserve to one-tenth of the new amount of share capital after each increase, and in general undertake everything that is required in such matters;
8. duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

DETERMINATION OF THE METHODS USED TO SET THE SUBSCRIPTION PRICE IN THE EVENT OF A SUSPENSION OF PREEMPTIVE SUBSCRIPTION RIGHTS WITHIN THE CURRENT LIMIT OF 10% OF SHARE CAPITAL

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Auditors and in accordance with the provisions of Article L. 225-136-1, paragraph 2, of the French Commercial Code authorizes the Management Board, which decides upon an issue of common shares or securities giving access to equity in application of the fifteenth and sixteenth resolutions, to waive, within the limit of 10% of share capital per year, the price setting conditions stipulated by the aforementioned resolutions and to set the issue price of the capital shares available for issue according to the following methods:

The issue price of the capital shares available for immediate or deferred issue may not fall below either of the following, according to the choice of the Management Board:

- the average closing price of the Company share on the NYSE Euronext Paris market, observed over a maximum period of six months preceding the issue;

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- the weighted average price of the Company share on the NYSE Euronext Paris market, observed at the last three trading days preceding the issue with a maximum discount of 15%.

AUTHORIZATION TO INCREASE THE AMOUNT OF AN ISSUE IF IT IS OVERSUBSCRIBED

For each issue of common shares or securities giving access to equity decided upon in application of the fourteenth to sixteenth resolutions, the number of securities to be issued may be increased under the conditions stipulated by Article L. 225-135-1 of the French Commercial Code and within the limit of the ceilings set by the Shareholders' Meeting, where the Management Board observes excess demand.

DELEGATION OF AUTHORITY TO BE GIVEN TO THE MANAGEMENT BOARD TO INCREASE THE SHARE CAPITAL OF THE COMPANY BY ISSUING SHARES RESERVED FOR PARTICIPANTS IN A COMPANY SAVINGS PLAN, IN APPLICATION OF ARTICLES L. 3332-18 ET SEQ. OF THE FRENCH LABOR CODE

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Auditors, and in accordance with Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and L. 3332-18 *et seq.* of the French Labor Code:

- authorizes the Management Board, if it considers it appropriate, at its sole initiative, to increase the share capital in one or more transactions by issuing common shares for cash and, when applicable, through free issues of common shares or other securities conferring rights to the share capital reserved to employees (and Managers) of the Company (and of companies related to it, within the meaning of Article L. 225-180 of the French Commercial Code) participating in a PEE company savings plan;
- cancels in favor of these persons the preemptive right to subscribe for shares that may be issued by virtue of this authorization;
- grants this authorization for twenty-six months from the date of this Shareholders' Meeting;
- limits the aggregate amount of the capital increase(s) under this authorization to 3% of the share capital on the date the Management Board decides to proceed with such capital increase(s), this amount being independent of all other ceilings provided for under authorizations to increase the share capital of the Company;
- decides that the price of shares to be issued, by virtue of item 1/ of this authorization, may not be more than 20% (or 30% when the vesting period provided for by the plan in accordance with Articles L. 3332-25 and L. 3332-26 of the French Labor Code is greater than or equal to ten years) below, the average quoted opening price of the share on the 20 trading days preceding the decision of the Management Board concerning the share capital increase and the corresponding issue, nor greater than this average;
- duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

The Management Board may decide whether or not to implement this authorization, and to perform all measures and necessary formalities.

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 5, 2013 granted the Management Board the following authorization:

DELEGATION OF AUTHORITY TO BE GRANTED TO THE MANAGEMENT BOARD TO INCREASE THE SHARE CAPITAL WITHIN A LIMIT OF 10% FOR THE PURPOSE OF COMPENSATING IN-KIND CONTRIBUTIONS OF SHARES OR OTHER SECURITIES GIVING ACCESS TO EQUITY

The Shareholders' Meeting, after reviewing the reports of the Management Board and the Auditors and in accordance with Article L. 225-147 of the French Commercial Code:

- authorizes the Management Board, based on the report of the Auditors, to issue common shares or securities granting access to common shares for the purpose of compensating in-kind contributions granted to the Company and consisting of capital securities or securities granting access to the share capital where the provisions of Article L. 225-148 of the French Commercial Code do not apply;
- grants this authorization for twenty-six months as from the date of this Shareholders' Meeting;
- decides that the total aggregate par value of common shares that may be issued by virtue of this authorization may not exceed 10% of the share capital on the date of this Shareholders' Meeting, not including the par value of any common shares issued to safeguard the interests of holders of securities giving access to equity of the Company, in accordance with the law or any contractual provisions stipulating other adjustment events. This ceiling is independent of all other ceilings provided for in relation to authorizations to increase the share capital;
- grants the Management Board all powers necessary to evaluate the contributions, to decide on the resulting share capital increase, to record it, to charge, if applicable, the expenses arising from the capital increase to the corresponding premiums and deduct from such premiums the amounts necessary to increase the legal reserve to one-tenth of the new amount of share capital after each increase, to make the related modification to the Articles of association, and in general, to undertake everything that is required in such matters;
- duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

STOCK SUBSCRIPTION AND/OR PURCHASE OPTIONS

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2012 granted the Management Board the following authorization:

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Auditors:

- authorizes the Management Board, pursuant to the provisions of Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant in one or more transactions, to the beneficiaries mentioned below, stock options granting entitlement to subscribe

for new shares of the Company to be issued in a share capital increase or to purchase existing shares of the Company arising from share repurchases carried out under the conditions provided for in law;

- grants this authorization for thirty-eight months from the date of this Shareholders' Meeting;
- decides that the beneficiaries of these bonus allocations can only be:
 - employees, or certain employees, or certain categories of employees, of Bonduelle, and if applicable, companies or groups affiliated to it within the meaning of Article L. 225-180 of the French Commercial Code,
 - or, Corporate Officers, within the meaning of Article L. 225-185 of the French Commercial Code;
- the total number of options that may be granted by the Management Board under this delegation of authority cannot give entitlement to subscribe for or purchase a number of shares exceeding 3% of the share capital existing on the day the first allocation of options is granted;
- decides that the subscription and/or purchase price of shares by the beneficiaries will be set on the day that the options are granted by the Management Board, and cannot be lower than 95% of the average closing price of the share over the 20 trading days preceding the day the options are granted;
- decides that no options can be granted:
 - on the 10 trading days preceding and following the date on which the consolidated financial statements are published,
 - in the period between the date on which the Company's corporate bodies become aware of information that, if made public, would have a material impact on the Company's share price, and the day following 10 trading days from when this information is published,
 - in the 20 trading days after the ex-dividend date or following a share capital increase;
- duly notes that this authorization includes, for the beneficiaries of the options, the express waiver by Shareholders of their preemptive rights in relation to shares that will be issued as options are exercised;
- delegates all necessary powers to the Management Board to set the conditions and procedures for granting and exercising options, and in particular, to:
 - set the conditions in which the options will be granted and approve the list or the categories of beneficiaries as described below; set, where necessary, the seniority conditions to be met by the beneficiaries; decide on the conditions under which the price and number of shares will have to be adjusted, notably with regard to the circumstances described in Articles R. 225-137 to R. 225-142 of the French Commercial Code,
 - set the period(s) in which the options can be exercised, it being specified that the duration of the options may not exceed a period of eight years from their award date,
 - suspend, temporarily, the exercise of options during a maximum period of three months in the event of financial transactions involving the exercise of a right attached to the shares,

- implement or organize all actions and formalities to formalize the capital increase(s) that may, where necessary, be carried out under the authorization included in this resolution; amend the Articles of association accordingly; and generally undertake everything that is required,
- at its sole discretion, and if deemed appropriate, charge the expenses arising from share capital increases to the corresponding premiums and deduct from such premiums the amounts necessary to increase the legal reserve to one-tenth of the new amount of share capital after each increase;
- duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

FREE SHARE GRANTS

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 5, 2013 granted the Management Board the following authorization:

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Auditors, authorizes the Management Board, to carry out, in one or more transactions, in compliance with Articles L. 225-197-1 and L. 225-197-2 of the French Commercial Code, bonus issues of existing common shares of the Company, or of shares to be issued, for the benefit of:

- members of the personnel of the Company or companies directly or indirectly affiliated to it within the meaning of Article L. 225-197-2 of the French Commercial Code;
- and/or Corporate Officers within the meaning of Article L. 225-197-1 of the French Commercial Code.

The total number of free shares granted cannot exceed 3% of the share capital existing on the date of the Management Board's decision to award free shares, it being specified that the total number of shares that can be awarded to the Company's Corporate Officers may not exceed 1% of the share capital included in this ceiling.

The allocation of shares to beneficiaries shall become fully vested after a vesting period, the duration of which shall be set by the Management Board. It may not be less than two years and the beneficiaries must keep these shares for a period set by the Management Board. The duration of the period in which the shares are held cannot be less than two years, beginning on the date on which the granting of said shares is fully vested.

Nonetheless, the Shareholders' Meeting authorizes the Management Board, insofar as the vesting period for all or part of one or more allocations would be at least four years, to impose no holding period for the shares in question.

By exception, these grants shall be considered to be fully vested prior to the end of the vesting period in the event that the beneficiary falls under the classification of long-term disability within the second and third categories provided for in Article L. 341-4 of the French Social Security Code.

The Management Board is granted full powers to:

- set the conditions and, where necessary, the criteria for granting shares;

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- determine the identity of the beneficiaries and the number of shares allocated to each of them;
- determine the impact on the rights of beneficiaries of transactions affecting the share capital or that may affect the value of the shares granted and carried out during the acquisition and holding periods and, in consequence, modify or adjust, if necessary, the number of free shares issued to safeguard the rights of beneficiaries;
- where necessary:
 - determine the existence of sufficient reserves and, for each bonus issue, transfer to a special restricted reserve account the amounts necessary for the payment of the new shares to be granted,
 - decide, when appropriate, to increase the capital through the capitalization of reserves, additional paid-in capital or net income corresponding to the issue of free shares,
 - acquire the requisite number of shares under a share repurchase program to be allocated to the free shares,
 - undertake all useful measures to ensure that beneficiaries comply with the obligation to hold their shares,
 - and, generally, perform all acts required by this authorization under all existing laws and regulations.

This authorization constitutes the *ipso jure* waiver by existing Shareholders of their preemptive rights to subscribe to any new shares issued by capitalization of reserves, additional paid-in capital and net income.

This authorization is granted for 38 months from the date of this Shareholders' Meeting.

This authorization cancels and replaces the previous authorization with the same purpose.

CANCELLATION OF SHARES

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 5, 2013 granted the Management Board the following authorization:

The Shareholders' Meeting, after reviewing the reports of the Management Board and the Auditors:

1. authorizes the Management Board, at its sole initiative, to cancel, in one or more transactions, up to 10% of the share capital on the day the cancellation decision is made, less any shares canceled in the previous 24 months, the shares that the Company holds or may hold following share repurchases carried out pursuant to Article L. 225-209 of the French Commercial Code, and to reduce the share capital by the corresponding amount, in accordance with the laws and regulations in force;
2. grants this authorization for 24 months from the date of this Shareholders' Meeting, *i.e.* until December 4, 2015;
3. Authorizes the Management Board to take all the measures necessary to implement such share cancellations and corresponding capital reductions, to amend the Articles of association accordingly and to carry out all the related formalities.

SHARE REPURCHASE PROGRAM

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 5, 2013 granted the Management Board the following authorization:

The Shareholders' Meeting, after reviewing the Management Board's report, authorizes the latter, for eighteen months, pursuant to Articles L. 225-209 *et seq.* of the French Commercial Code, to purchase, in one or more transactions and at such times as it chooses, shares in the Company within the limit of 10% of the shares comprising the share capital, where applicable adjusted to take account of any share capital increases or reductions that may take place while the program is in effect.

This authorization cancels and replaces the authorization granted to the Management Board by the Ordinary Shareholders' Meeting of December 6, 2012 in its twelfth resolution.

The share purchases may be made to:

- ensure secondary market trading or liquidity for Bonduelle shares through an investment service provider on the basis of a liquidity contract consistent with the Code of Ethics of the French Association of Financial Market Professionals (AMAFI), which is recognized by the French Financial Markets Authority (AMF);
- hold the repurchased shares for subsequent use in exchange or as payment for possible company acquisitions; shares purchased for this purpose may not exceed 5% of the Company's share capital;
- ensure that sufficient shares are available to cover needs generated by stock purchase option plans and/or free share plans (or similar plans) granted to employees and/or Corporate Officers of the group, as well as any share awards as part of a company or group savings plan (or similar plan), employee profit sharing and/or any other form of allocation of shares to employees and/ or Corporate Officers of the group;
- provide coverage for securities giving rights to allocations of Company shares in accordance with applicable regulations;
- cancel any shares purchased, subject to the approval of the tenth resolution to be submitted to the Extraordinary Shareholders' Meeting.

These share purchases may be made using all available methods, including block purchases, and at such times as the Management Board chooses.

These transactions may notably be carried out during public offerings, in accordance with applicable regulations.

The Company reserves the right to use options or derivative instruments in accordance with all applicable regulations.

The maximum purchase price is set at 30 euros per share. In the event of a share capital transaction, in particular a stock split, reverse split or granting of free shares, the above-referenced amount shall be adjusted accordingly (multiplier equal to the ratio of the pre transaction number of shares comprising the share capital and the number of post-transaction shares).

The maximum transaction amount is therefore set at 96,000,000 euros.

The Shareholders' Meeting gives the Management Board full powers to carry out such transactions, determine the terms and methods, enter into all agreements and carry out all necessary formalities.

■ Delegations/authorizations granted to the Management Board for share capital increases

Nature of resolution	Date of GM	Authorization term granted to the Management Board	Date of expiration	Observation	Use during previous fiscal years	Use during the fiscal year 2013-2014
Delegation of authority to the Management Board to increase the share capital by the capitalization of reserves, net income and/or additional paid-in capital. Maximum of €17.5 million in par value, (10 million shares or 31.25% of the share capital)	12/06/2012 (13 th resolution)	26 months	02/05/2015		-	-
Delegation of authority to the Management Board to issue common shares and/or securities giving access to equity and/or giving rights to allocations of debt securities, with preemptive subscription rights maintained. Maximum of €17.5 million in par value (10 million shares or 31.25% of the share capital).	12/06/2012 (14 th resolution)	26 months	02/05/2015		-	-
Delegation of authority to the Management Board to issue common shares and/or securities giving access to equity and/or giving rights to allocations of debt securities, with suspension of preemptive subscription rights by public offering. Maximum of €17.5 million in par value (10 million shares or 31.25% of the share capital). Common ceiling with delegation that follows.	12/06/2012 (15 th resolution)	26 months	02/05/2015		-	-
Delegation of authority to the Management Board to issue common shares and/or securities giving access to equity and/or giving rights to allocations of debt securities, with suspension of preemptive subscription rights by private placement. Maximum of €17.5 million in par value (10 million shares or 31.25% of the share capital). Maximum of 20% of the share capital per year. Common ceiling with delegation that precedes it.	12/06/2012 (16 th resolution)	26 months	02/05/2015		-	-
Delegation of authority to the Management Board to increase the share capital by issuing common shares or securities granting access to the share capital within the limit of 10% of the share capital for the purpose of compensating in-kind contributions of shares or other securities	12/05/2013 (11 th resolution)	26 months	02/04/2016		-	

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Nature of resolution	Date of GM	Authorization term granted to the Management Board	Date of expiration	Observation	Use during previous fiscal years	Use during the fiscal year 2013-2014
Delegation of authority to the Management Board to increase the share capital of the Company by issuing shares reserved for participants in a company savings plan, in application of Articles L. 3332-18 of the French Labor Code.						
Maximum of 3% of the amount of the share capital.	12/06/2012 (19 th resolution)	26 months	02/05/2015		-	-
Authorization granted to the Management Board for the purpose of allocating shares free of charge to employees and/or certain Corporate Officers.						
Maximum of 3% of the amount of the share capital on the date of the Management Board's decision to award free shares, it being specified that the total number of shares that can be awarded to the Company's Corporate Officers may not exceed 1% of the share capital included in this ceiling.	12/05/2013 (12 th resolution)	38 months	02/04/2017		-	-
Authorization to the Management Board to grant options for the subscription and/or purchase of shares to employees and/or certain Corporate Officers. Maximum of 3% of the share capital existing on the date of the first allocation.	12/06/2012 (20 th resolution)	38 months	02/05/2016		-	-

7.1.4 Potential share capital

1. In July 2007, the Company issued a 150 million euros bond with redeemable share subscription and/or purchase warrants (OBSAAR), represented by 150,000 bonds with a par value of 1,000 euros. These bonds were listed on Euronext Paris. Each bond was accompanied by five detachable redeemable share subscription and/or purchase warrants (BSAAR), making a total of 750,000 BSAAR.

After division of the nominal share value on March 28, 2013, each BSAAR gives the holder the right to subscribe for or purchase four shares of the Company, with immediate dividend rights, at a price of 28.44 euros. The BSAAR could be exercised any time between July 23, 2010 and July 24, 2014, inclusive. The Company could, at its own initiative, provide either new or existing shares in exchange for these BSAAR.

In early April 2009, the Company launched a simplified public exchange offer to exchange one 2007 BSAAR for one 2009 BSAAR under the same terms and conditions as the 2009 BSAAR referenced below.

In a simplified public exchange offer, 731,967 of the 2007 BSAAR were exchanged for 2009 BSAAR.

During the 2013-2014 fiscal year, 45 of the 2007 BSAAR were exercised at a price of 28.44 euros, 180 existing shares in the Company being used in the transaction.

Between July 1 and 24 inclusive, 137 of the 2007 BSAAR were exercised at a price of 28.44 euros, 548 existing shares in the Company being used in the transaction.

On July 25, 2014, the 17,831 2007 BSAAR still outstanding expired and were therefore deregistered.

2. In early April 2009, the Company issued a 140 million euros bond with redeemable share subscription and/or purchase warrants (OBSAAR), represented by 233,333 bonds with a par value of 600 euros. These bonds are listed on Euronext Paris. Each bond was accompanied by three detachable redeemable share subscription and/or purchase warrants (BSAAR), making a total of 699,999 BSAAR.

After division of the nominal share value, each 2009 BSAAR gives the holder the right to subscribe for or purchase four shares of the Company, with immediate dividend rights, at a price of 20 euros.

The 2009 BSAAR may be exercised any time between April 7, 2011 and April 8, 2016, inclusive. After this time, they will expire *ipso jure*. If they are exercised, the Company may, at its own initiative, provide either new or existing shares in exchange for these BSAAR.

During the 2013-2014 fiscal year, 207 of the 2009 BSAAR were exercised at a price of 20 euros, 828 existing shares in the Company

being used in the transaction. At June 30, 2014, 1,431,471 2009 BSAAR remained outstanding.

Since October 8, 2010, the 2009 BSAAR have been listed on Euronext Paris.

If all 1,431,471 of the 2009 BSAAR still outstanding were to be exchanged via the subscription of new shares, a total of 5,725,884 Bonduelle shares with a par value of 1.75 euro would be created, representing a total share capital increase of 10,020,297 euros, equivalent to 17.89% of the Company's current share capital.

■ Convertible instruments outstanding at the date of this registration document:

Convertible instruments	Maximum No. of shares that may be issued	Maximum potential dilutive effect (as a % of the share capital)
17,831 2007 BSAAR *	71,324	0.22%
1,431,471 2009 BSAAR	5,725,884	17.89%
TOTAL	5,797,208	18.11%

* Expired July 25, 2014.

Shareholder structure

7.2 Shareholder structure

7.2.1 Analysis of share capital and voting rights

■ At June 30, 2012

2012	Number of shares	%	Voting rights	%
La Plaine ⁽¹⁾	1,788,976	22.36%	3,577,952	30.05%
Pierre et Benoît Bonduelle SAS	421,259	5.27%	837,858	7.04%
Total Pierre et Benoît Bonduelle SAS	2,210,235	27.63%	4,415,810	37.09%
Other Bonduelle family members	1,973,246	24.67%	3,866,877	32.48%
Employees	277,332	3.47%	521,274	4.38%
Treasury shares	521,810	6.52%	0	0.00%
Free float	3,017,377	37.72%	3,102,066	26.05%
TOTAL	8,000,000	100%	11,906,027	100%

(1) La Plaine is 53.3% held by the General Partner, Pierre et Benoît Bonduelle SAS, and its sole purpose is to act as the holding company for the shares of Bonduelle SCA.

■ At June 30, 2013

2013	Number of shares	%	Voting rights	%
La Plaine ⁽¹⁾	7,155,904	22.36%	14,311,808	30.05%
Pierre et Benoît Bonduelle SAS	1,685,036	5.27%	3,370,072	7.31%
Total Pierre et Benoît Bonduelle SAS	8,840,940	27.63%	17,681,880	38.36%
Other Bonduelle family members	7,959,848	24.87%	13,896,024	30.15%
Employees	1,104,008	3.45%	2,090,816	4.54%
Treasury shares	1,999,312	6.25%	0	0.00%
Free float	12,095,892	37.80%	12,422,316	26.95%
TOTAL	32,000,000	100%	46,091,036	100%

(1) La Plaine is 53.3% held by the General Partner, Pierre et Benoît Bonduelle SAS, and its sole purpose is to act as the holding company for the shares of Bonduelle SCA.

■ At June 30, 2014

2014	Number of shares	%	Theoretical voting rights	%	Voting rights exercisable at Shareholders' Meetings	%
La Plaine ⁽¹⁾	7,155,904	22.36%	14,311,808	29.58%	14,311,808	30.70%
Pierre et Benoît Bonduelle SAS ⁽²⁾	1,685,036	5.27%	3,370,072	6.96%	3,370,072	7.23%
Total Pierre et Benoît Bonduelle SAS	8,840,940	27.63%	17,681,880	36.54%	17,681,880	37.92%
Other family Shareholders – Action in concert ⁽³⁾	6,081,394	19.00%	10,380,320	21.45%	10,380,320	22.26%
Sub-total Concert	14,922,334	46.63%	28,062,200	57.99%	28,062,200	60.19%
Other family Shareholders – Not acting in concert	1,840,769	5.75%	3,709,796	7.67%	3,709,796	7.96%
Total family Shareholders	16,763,103	52.38%	31,771,996	65.66%	31,771,996	68.14%
Total treasury shares	1,763,214	5.51%	1,763,214	3.64%	0	0.00%
Total mutual funds	1,056,800	3.30%	2,058,400	4.25%	2,058,400	4.41%
Total free float	12,416,883	38.80%	12,795,232	26.44%	12,795,232	27.44%
TOTAL	32,000,000	100%	48,388,842	100%	46,625,628	100%

(1) La Plaine is 53.33% controlled by Pierre et Benoît Bonduelle SAS, with the remainder held by the family Shareholders, none of whom holds more than 5% of the share capital and voting rights.

(2) Bonduelle is a French limited partnership with shares (*société en commandite par actions*, or SCA). The General Partner is the SAS (French simplified joint stock company) Pierre et Benoît Bonduelle, whose shares are owned by the family Shareholders. Pierre et Benoît Bonduelle SAS is the managing company of Bonduelle SCA.

(3) Signatories of the pact for all shares held.

As far as the Company is aware, no other Shareholder currently owns, directly or indirectly, solely or jointly, more than 5% of the share capital or voting rights. No significant changes in the Shareholder base took place between the end of the financial year and the date this document was established. The Company is controlled as described above. The measures taken to protect against abusive exercise of control are:

- the presence of independent directors on the Board of Directors of Bonduelle SAS, the group's lead holding company;
- the presence of independent members on the Supervisory Board of Bonduelle SCA;
- the presence of specialist committees;
- the existence of a substantial free float.

The Company conducted a EUROCLEAR survey on the bearer shares on June 30, 2014. This study related to 10,010 bearer

Shareholders and revealed that 24% of share capital is held by bearer Shareholders residing in France and its overseas departments; 13% of share capital is held by bearer Shareholders residing abroad and in France's overseas territories; 9% of share capital is held by private individual bearer Shareholders; and 28% of share capital is held by institutional investors.

7.2.2 Code of the stock market compliance

In line with its values, the Bonduelle Group put in place governance rules many years ago, and in 2008 adopted the principles of the Afep-Medef corporate governance code. In this area, and in line with the recommendations of the AMF, in September 2011, the group implemented a stock market Code of Conduct aimed at preventing insider trading, which is available at www.bonduelle.com.

Shareholder structure

7.2.3 Shareholders' agreements

ESCROW AGREEMENT

Bonduelle is a French limited partnership with shares (*société en commandite par actions*, or SCA). The General Partner is "Pierre et Benoît Bonduelle SAS", a French simplified joint stock company whose shares are held directly by three families.

The SAS, represented by its Chairman Christophe Bonduelle, is the General Partner of Bonduelle SCA.

In accordance with Article 14.3 of the Articles of association of Bonduelle SCA, at least 6,080,000 inchoate rights, or Bonduelle shares (with beneficial ownership or bare ownership rights, or both), representing 9.5% of the share capital, were deposited in escrow on behalf of Pierre et Benoît Bonduelle SAS.

AGREEMENTS BETWEEN SHAREHOLDERS

In addition to these escrow commitments, a first lock-up agreement was signed on May 26, 1998 by 102 family Shareholders "with the purpose of creating a stable and long-lasting core shareholding". Under this agreement, the signatories undertook to hold a portion of their shares for ten years. This agreement expired on May 26, 2008.

A second agreement was entered into by 144 family Shareholders with the purpose of stabilizing the volume of shares traded on the market, ensuring continuity in the Company's management and maintaining the undertaking to cooperate in a partnership and oversee its administration (*affectio societatis*) by the family shareholding group.

This agreement was signed on March 27, 1998 for five years and has subsequently been renewed every year; each party to the agreement may withdraw from the agreement one year prior to each renewal date. In its meeting of July 1, 1998, the French Financial Markets Council (CMF) considered that under the provisions of the agreement when considered together or separately, the signatories were acting in concert.

A third agreement, canceling and replacing the previous agreements and with modifications made to certain provisions, was set in place in 2008 for an initial period of five years, renewable every year upon the expiration of that period. Each party may withdraw from the agreement one year prior to each renewal date.

In light of these agreements, the joint action observed by the French Financial Markets Council accounted for 46.63% of the Company's share capital and 57.99% of the 48,388,842 voting rights.

Furthermore, a lock-up agreement was signed on December 6, 2012 by 42 Shareholders, under which the Shareholders undertook to hold a certain number of shares for ten years.

DUTREIL AGREEMENT

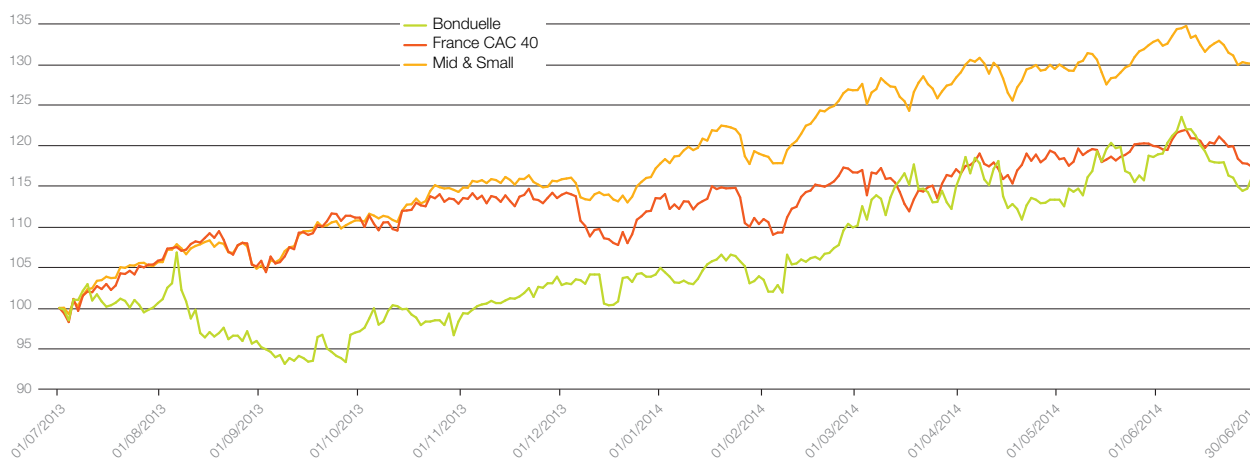
Bonduelle informs its Shareholders that, pursuant to the adoption of the economic initiative law (known as the Dutreil Act) in 2003, Bonduelle SCA concluded a collective two-year lock-up agreement for all of its shareholdings in Bonduelle SAS. This collective agreement was renewed in December 2013. As provided for by law, Bonduelle SCA Shareholders may adhere to this agreement and benefit from its provisions.

7.3 Bonduelle share and dividends information

7.3.1 Share price performance

■ Change in the Bonduelle share in relation to the CAC 40 and CAC Mid & Small indexes

(basis 100, July 2013)



■ Stock market data *

Share price	2010-2011	2011-2012	2012-2013	2013-2014
High (in euros)	18.57	18.72	20.44	22.78
Low (in euros)	14.61	14.71	16.38	17.17
Share price (in euros)	17.34	16.60	18.36	21.41
Market capitalization at June 30 (in millions of euros)	554.80	531.28	587.52	685.12
Average monthly trading volume	731,480	431,668	304,697	330,184

Market: Euronext Paris
 Market segment: Euronext French stocks
 Type: Compartment B
 ISIN code: FR 0000063935
 Reuters code: BOND.PA

Bloomberg code: BON FP
 Shares outstanding: 32,000,000
 Indexes: CAC Mid & Small, CAC All Shares, CAC All Tradable
 Eligible for: deferred settlement service (SRD) long only

* Adjusted for division of the nominal share value.

Bonduelle share and dividends information

7.3.2 Dividends

The following dividends were paid during the previous five fiscal years:

<i>(in euros)</i>	2008-2009	2009-2010	2010-2011	2011-2012	2012-2013
Dividend per share (eligible for tax credit)	1.50	1.50	1.50	1.50	0.375 ⁽¹⁾
Total dividend paid <i>(in thousands of euros)</i>	12,000	12,000	12,000	12,000	12,000

(1) It was decided to divide the nominal share value by four, from €7 to €1.75, on March 28, 2013.

The Company will pay out a limited proportion of its net income each year, so that it can finance its investments and external growth.

7.4 Description of the share repurchase program

In accordance with the provisions of Article 241-2 of the General Regulations of the French Financial Markets Authority (AMF) and Commission Regulation (EC) 2273/2003 of December 22, 2003, the purpose of this description is to describe the goals of and methods used to carry out the Company's program to repurchase its own stock. This program will be submitted for the authorization of the Shareholders' Meeting of December 4, 2014. The notice of the meeting is to be published in the BALO of October 27, 2014.

7.4.1 Analysis by intended use of treasury shares held at August 31, 2014:

Number of shares held directly or indirectly: 1,756,815 shares representing 5.49% of the share capital.

Number of shares held by intended use:

- ensure liquidity of Bonduelle shares under AMAFI-compliant liquidity contract: 15,167;
- acquisitions: 1,590,564;
- coverage for share purchase option plans and other types of share allocations to employees: 151,084;
- coverage of securities conferring rights to allocations of Company shares: 0;
- cancellation: 0.

7.4.2 New share repurchase program

- **Authorization of the program:** Shareholders' Meeting of December 4, 2014.
- **Securities involved:** common shares.
- **Maximum portion of share capital that may be repurchased:** 10% (or 3,200,000 shares at present) it being specified that this limit shall be evaluated on the repurchase date to reflect any capital increases or decreases during the term of the program. The number of shares taken into account for the calculation of this limit corresponds to the number of shares purchased, less the number of shares sold under the liquidity contract during the program.

As the Company may not hold more than 10% of its own share capital, in light of the number of shares already held (1,756,815 or 5.49% of the share capital), the maximum number of shares that may be purchased shall not exceed 1,443,185 (i.e. 4.51% of the

capital), subject to the sale or cancellation of some or all of the shares already held.

- **Maximum purchase price:** 30 euros.
- **Maximum value of the program:** 96,000,000 euros.
- **Methods used:** share purchases, disposals and transfers may be made using all available methods, in an established market or over the counter, including block sales and purchases, it being specified that the proposed resolution submitted to the vote of the Shareholders does not restrict the portion of the program that may be carried out using block purchases.

These transactions may notably be carried out during public offerings, in accordance with applicable regulations.

- **Intended uses:**
 - ensure secondary market trading or liquidity for Bonduelle shares through an investment service provider on the basis of a liquidity contract consistent with the Code of Ethics of the French Association of Financial Market Professionals (AMAFI), which is recognized by the French Financial Markets Authority (AMF);
 - hold the repurchased shares for subsequent use in exchange or as payment for possible Company acquisitions; shares purchased for this purpose may not exceed 5% of the Company's share capital;
 - ensure that sufficient shares are available to cover needs generated by share purchase option plans and/or free share plans (or similar plans) granted to employees and/or Corporate Officers of the group, as well as any share awards as part of a company or group savings plan (or similar plan), employee profit sharing and/or any other form of allocation of shares to employees and/ or Corporate Officers of the group;
 - provide coverage for securities giving rights to allocations of Company shares in accordance with applicable regulations;
 - cancel any shares purchased, in accordance with the approval granted by the tenth resolution of the Extraordinary Shareholders' Meeting of December 5, 2013.
- **Term of the program:** 18 months, from the December 4, 2014 Shareholders' Meeting, i.e. through to June 3, 2016.

This document is available on the Company's website www.bonduelle.com, and on request from SOCIÉTÉ GENERALE – Service aux émetteurs (Issuer Department) – BP 81236, 32, rue du Champ-de-Tir, 44312 Nantes Cedex 03 – France, which is responsible for providing custodial services for our Company.

It is also included in the registration document.

For further information:

finance@bonduelle.com

Tel: +33 (0)3 20 43 60 60

7.5 General information regarding the Company

Legal name

Bonduelle

Registered office

La Woestyne

59173 – Renescure, France

Tel: +33 (0)3 28 42 60 60

Administrative head office

rue Nicolas Appert

BP 30173

59653 – Villeneuve-d'Ascq, France

Business structure

Bonduelle is a French limited partnership with shares (*société en commandite par actions*), governed by the French Commercial Code.

Date of incorporation and term

The Company was established on January 19, 1972 for a period of 99 years expiring on January 18, 2071, except in the event of early liquidation or extension.

Corporate registration number

The Company is registered in the DUNKERQUE Register of Trade and Companies (RCS) under number 447 250 044.

Its APE industry code is: 6420 Z

Fiscal year

From July 1 to June 30 each year.

Corporate purpose

(Article 2 of the Articles of association)

The purpose of the Company, in France and in all countries is:

- owning and managing securities and ownership rights issued by any French or foreign company;
- entering into any financial and industrial investments;
- managing companies; and
- more generally, entering into any transactions that may contribute to its development.

The Company may enter into any transaction compatible with, related to and/or contributing to the above purpose.

Corporate documents concerning the last three fiscal years

The Articles of association, financial statements and reports, minutes of Shareholders' Meetings and other corporate documents are available at the Company's registered and administrative head offices.

Distribution of earnings

(Article 25 of the Articles of association)

The Shareholders' Meeting approves the accounts for the fiscal year just ended, and where applicable, the consolidated accounts, and notes whether there is any distributable income.

Within the limit of its distributable income, the Company pays the General Partner 1% of the net income of the year.

If income available for distribution for a period is not sufficient to pay all or part of the above percentage of earnings due to the General Partner, such amount will be carried forward and payable the following year or in future years until fully paid off.

Amounts payable to the General Partner will be paid at times and locations indicated by the Management Board within nine months following the close of the fiscal year.

After payment of amounts due to the General Partner, Shareholders are entitled to the balance of income available for distribution. The appropriation of this income is decided by the Ordinary Shareholders' Meeting upon a motion by the General Partner.

Upon a motion by the Supervisory Board, the Shareholders' Meeting may grant Shareholders the choice of receiving all or part of the dividends or interim dividends in cash or shares, as provided for under law.

Upon a motion by the Supervisory Board, the Shareholders' Meeting may elect to deduct amounts it deems appropriate from the balance of the earnings reverting to Shareholders as retained earnings for Shareholders or allocate such amounts to one or more non-interest-bearing extraordinary, general or special reserves, to which the General Partners, in this capacity, shall have no rights.

Upon a motion by the General Partner, such reserve or reserves may, by a decision of the Ordinary Shareholders' Meeting, be distributed to Shareholders or allocated to fully or partially redeem the shares. Fully redeemed shares are replaced by dividend-bearing shares that confer the same rights as existing shares except the right to redemption of capital.

Such reserve or reserves may also be capitalized.

Dividends are payable at the times and in the places determined by the Management Board, within a maximum period of nine months from the end of the fiscal year, unless this period is extended by court order.

Shareholders' Meetings (Article 23 of the Articles of association)

Shareholders' Meetings are called according to the legally prescribed conditions.

Shareholders' Meetings are to be held at the Company's registered office, or any other place mentioned in the notice convening the Shareholders' Meeting.

The right to participate in Shareholders' Meetings is subject to the Shareholder or his designated intermediary being registered on the third business day preceding the Shareholders' Meeting at midnight, Paris time, either in the Company's Shareholder register or in the bearer securities register maintained by the authorized intermediary.

Any persons invited by the Management Board or by the Chairman of the Supervisory Board are also allowed to attend Shareholders' Meetings.

The General Partner is represented by one of its legal representatives or by any person, who may or may not be a Shareholder, mandated by one of the latter.

Shareholders who take part in meetings through videoconferencing or other telecommunications media enabling their identification and permitted under the conditions stipulated by applicable laws and regulations shall be considered to be present in the calculation of the quorum and majority, provided the Management Board elects to use such means of participation prior to sending the notice convening the Shareholders' Meeting.

Shareholders' Meetings are presided over by the Chairman of the Supervisory Board or, if the latter is not available, the Vice Chairman of the Supervisory Board or, if the latter is not available, by the Management Board.

Ordinary and Extraordinary Shareholders' Meetings, ruling under the conditions prescribed by law, exercise their functions in accordance with the law.

Except for the appointment and dismissal of members of the Supervisory Board, the appointment and dismissal of Independent Auditors and the approval of regulated agreements, no decision of the Shareholders' Meetings will be valid unless it is approved in writing by the General Partner no later than the end of the Shareholders' Meeting that approved said decision.

The Company's Management Board has full powers to record such approval, and shall append the document manifesting such approval to the minutes of the Shareholders' Meeting in question.

Share ownership – Disclosure of holdings exceeding specific thresholds (Article 11 of the Articles of association)

Any natural person or legal entity, acting alone or in concert, who acquires a number of shares or voting rights representing more than one of the thresholds established by law, must comply with the disclosure provisions provided for by that law within the allotted time period. This same disclosure is also required each time the ownership of share capital and/or voting rights falls below one of the statutory thresholds.

Moreover, any natural person or legal entity, acting alone or in concert, who acquires or ceases to hold, in any manner, a number of shares equal to 2% or 4% of the share capital or voting rights, is required to notify the Company, within 15 days after each of the aforementioned thresholds has been crossed, of its total holdings of shares and/or other securities giving access to the share capital, and all attached voting rights. For the purposes of applying this obligation under the Articles of association, the shareholding thresholds are calculated under the same conditions as the statutory shareholding thresholds.

Failure to comply with this obligation under the Articles of association will result in a loss of voting rights for those undisclosed shares exceeding the aforementioned thresholds in any Shareholders' Meeting held until two years have elapsed from the date on which the situation is rectified, where there is a request, contained in the meeting minutes, by one or more Shareholders holding at least 5% of the share capital.

For more information on share ownership: see table 1.1.9 "Analysis of share capital and voting rights".

Double voting rights (Article 12 of the Articles of association)

Holders of fully paid-up shares registered in the name of the holder for more than three years shall be entitled to double voting rights. Double voting rights shall apply at all Ordinary and Extraordinary Shareholders' Meetings.

General information regarding the Company

The legal provisions concerning double voting rights are set out below:

- in the event of a capital increase by capitalization of reserves, net income or additional paid-in capital, double voting rights may be granted, on issue, to registered shares allocated free of charge to a Shareholder holding existing shares which confer this right (Article L. 225-123 of the French Commercial Code);
- any share converted into a bearer share or whose ownership is transferred loses the double voting rights assigned in application of Article L. 225-123. However, the transfer of shares as a result of inheritance, liquidation of a community of assets between spouses or inter vivos gifts to a spouse or relative whose degree of relationship is sufficiently close, does not result in the loss of entitlement to the right acquired, provided that the qualification period mentioned in Article L. 225-123 is met. Unless otherwise stipulated in the Company's Articles of association, the same shall apply to the assignment of double voting rights in the event of a transfer following a merger or split involving a company that holds shares in the Company.

A merger or split of the Company shall have no effect on the double voting rights that may be exercised within the beneficiary company or companies, provided that this is established in the latter's Articles of association (Article L. 225-124 of the French Commercial Code).

Separation of voting rights between the usufructuary and the bare owner (Article 12 of the Articles of association)

The Articles of association currently provide that, unless there is an agreement notified to the Company, where there is a separation of ownership rights, voting rights shall belong to the bare owner, except in the case of collective decisions relating to the appropriation of income, when voting rights shall belong to the usufructuary.

However, holders of shares where there is a separation of ownership rights may agree between themselves how to assign the voting rights for Shareholders' Meetings. In this event, they must make their agreement known to the Company by certified letter with return receipt sent to the registered office and addressed to the Management Board. The Company shall be required to respect this agreement for all collective decisions made after one month has elapsed following the initial presentation of the certified letter with return receipt, with the postmark being taken as proof of the date of initial presentation.

Notwithstanding the provisions set out above, the bare owner has the right to participate in all collective decisions of Shareholders.

Escrow obligation incumbent upon the General Partner (Article 14 of the Articles of association)

In order to maintain its status of General Partner, and failing which it will automatically lose such status *ipso jure*, "Pierre et Benoît Bonduelle SAS" must maintain in its Articles of association clauses,

in their original wording or in any new wording as may be approved by the Supervisory Board of the present Company by a three-quarters majority of the votes of members present or represented, stipulating the following:

- each partner of "Pierre et Benoît Bonduelle SAS" must have deposited, or arrange to have deposited on its behalf, shares of Bonduelle (SCA). This deposit shall be carried out via the entry of shares in registered form and a specific note shall be entered in the records of the holder of the securities accounts of the Company. It will be recorded in an escrow agreement between the General Partner and each depositor;
- the deposits made by all partners of "Pierre et Benoît Bonduelle SAS" or on their behalf must together cover at least 1,520,000 inchoate rights to Company shares. Here, "inchoate rights" means either beneficial ownership, bare ownership, or beneficial ownership and bare ownership rights incorporated into the shares of which the depositor has full ownership.

Deposits are carried out for a fixed minimum period expiring December 31, 2005. After this date, during each calendar year, each depositor may only release from the deposit a maximum of 10% of the number of inchoate rights credited to its deposit account on December 31, 2005.

Any partner may, at any time, carry out or arrange to have carried out a deposit replacing a deposit previously carried out by either party.

Any modification to these rights shall be notified without delay to the General Partner. The date applied shall be that on which the account holder was entered in the records.

Where the total number of inchoate rights deposited is less than half the above quantity, for a continuous period of more than three months, "Pierre et Benoît Bonduelle SAS" shall automatically and *ipso jure* lose its status of General Partner of the present Company, subject to what is stated hereafter in the event of a change in the number of shares.

In the event of a change in the number of shares for any reason, the number of shares deposited shall not be modified. However, in the event of a capital decrease as a result of a loss through the reduction of the total number of shares, or a reimbursement to the benefit of all Shareholders, or in the event of a reverse stock split, the number of shares to which the deposit obligation refers shall be reduced on a *pro rata* basis.

However, modifications to the clauses referred to above arising from a compulsory legal or regulatory provision or a legal ruling would not cause the Company to lose its status of General Partner, even if the modifications are decided upon without the approval of the Supervisory Board of the present Company.

The deposits referred to above may be carried out by:

- the partner itself;
- any other natural or legal person who agrees to carry out the deposit on its behalf.

The holders of deposited securities and rights shall keep the voting and financial rights attached to them.

Identification of bearer shares (Article 9 of the Articles of association)

The Company is authorized to take advantage of the provisions of Articles L. 228-2 and L. 228-3 of the French Commercial Code governing commercial ventures concerning the identification of holders of bearer shares conferring present or future voting rights at Shareholders' Meetings.

Management Board (Article 15 of the Articles of association)

The Company is managed and administrated by one or more Managers, who may be General Partners or not affiliated with the Company. If there is more than one Manager, all provisions of the present Articles of association concerning the "Manager" shall be applicable to each of them, acting as a group or separately.

The Manager may be a natural person or a legal entity, including the General Partner itself.

Managers who are a natural person are appointed for a period of three years, expiring at the end of the annual Ordinary Shareholders' Meeting held to approve the financial statements for the second fiscal year following the one during which the Manager was appointed. Managers who are a legal entity are appointed for an indefinite period.

During the term of the Company, the General Partner has sole authority to appoint the Manager(s).

The Manager's functions shall end subsequent to his/her/its death, permanent disability, interdiction, court-ordered reorganization or liquidation, dismissal or resignation, or on his/her 75th birthday.

The Company shall not be dissolved in the event that the functions of a Manager are terminated, regardless of the reason.

Any Manager wishing to resign must provide the General Partner and the Supervisory Board with at least six months' prior notice, by certified mail, unless the General Partner authorizes a shorter period after evaluating the reasoned opinion of the Supervisory Board.

The General Partner is responsible for ordering the dismissal of any Manager.

Powers of the Management Board (Article 16 of the Articles of association)

RELATIONSHIPS WITH THIRD PARTIES

The Management Board has full powers to act in the Company's name under any circumstances. It exercises these powers within the limits of the Company's corporate purpose and any powers granted explicitly by law to the Supervisory Board and to the Shareholders' Meeting.

RELATIONSHIPS BETWEEN PARTNERS

Insofar as relationships between the Company's partners are concerned, the Management Board has full powers to take all managerial actions in the interest of the Company and in compliance with the powers granted by the present Articles of association to the General Partner in the article entitled "Responsibilities and powers of the General Partner" and to the Supervisory Board in the article entitled "Powers of the Supervisory Board".

DELEGATIONS

The Management Board may grant, at its sole discretion, all delegations of powers that it deems necessary for the proper running of the Company and the group.

With the approval of the General Partner, it may grant general limited or unlimited powers to one or more of the Company's Managers, who are then given the title of Chief Executive Officer.

Remuneration of the Management Board (Article 17 of the Articles of association)

The annual gross compensation in accordance with these Articles of association of the Management Board is made up of two components:

- an amount equal to 1.5% of the group's share of the consolidated net income of the previous fiscal year;
- additional compensation equal to 1% of the group's share of the consolidated net income of the previous fiscal year, when the latter exceeds 1.5% of total net consolidated revenue.

Compensation is to be paid in 12 equal monthly payments.

This compensation is split equally among the Managers, unless they have agreed otherwise.

If one or more Managers are legal entities, all compensation shall be split equally among this or these legal entity Managers, unless they have agreed otherwise.

Any additional compensation paid to the Management Board must be approved by the Ordinary Shareholders' Meeting, with the approval of the General Partner.

Supervisory Board (Article 18 of the Articles of association)

The Company has a Supervisory Board comprising between three and 18 members selected from among the Shareholders who do not qualify as General Partners, who are not the legal representative of the General Partner, nor the Manager of Pierre et Benoît Bonduelle SAS.

The members of the Supervisory Board may be natural persons or legal entities.

General information regarding the Company

When they are appointed, legal entities must appoint a permanent representative, who is subject to the same conditions and obligations and has the same responsibilities as if he or she were a member of the Supervisory Board in his or her own right, notwithstanding the joint liability of the legal entity that he or she represents. This person is appointed permanent representative for as long as the term of appointment of the legal entity that he or she represents.

If the legal entity revokes the mandate of its representative, it must notify the Company of such revocation, immediately, by certified mail, as well as of the identity of its new permanent representative. The same shall apply in the event of the death, resignation or prolonged inability to serve of the permanent representative.

The members of the Supervisory Board are appointed and their mandates renewed by the Ordinary Shareholders' Meeting. The General Partner may, at any time, propose the appointment of one or more new members of the Supervisory Board.

A third of the Supervisory Board members are re-appointed every three years at an annual Ordinary Shareholders' Meeting. Every appointment, whether it be in replacement of an existing member of the Supervisory Board or not, is valid through the next renewal of the Supervisory Board membership in question.

No one may be appointed member of the Supervisory Board if, having exceeded the age of 75, his or her appointment would increase to more than one-third the proportion of Supervisory Board members who have already exceeded this age.

The members of the Supervisory Board may be dismissed by decision of the Ordinary Shareholders' Meeting only at the joint suggestion for just cause of the General Partner and the Supervisory Board.

In the event that one or more members of the Supervisory Board should die or resign, the Supervisory Board may appoint a temporary replacement within three months from the date on which the vacancy is created.

Should no more than two members of the Supervisory Board remain active, the active member(s), or, if not, the Manager or the Independent Auditor(s), must immediately convene an Ordinary Shareholders' Meeting in order to fill the vacant memberships.

Deliberations of the Supervisory Board (Article 19 of the Articles of association)

From among its members, the Supervisory Board appoints a Chairman, who must be a natural person, and a Vice Chairman.

It also appoints a Secretary, who is not required to be a member of the Supervisory Board.

In the absence of the Chairman, his functions are performed by the Vice Chairman.

The Supervisory Board is convened by either its Chairman or by the Management Board, as often as required in the interest of the Company and at least twice per year, in the registered office or any other place indicated in the meeting notice.

Meeting notices are distributed by all means serving as valid proof for commercial purposes, at least seven working days prior to the meeting. This time requirement may be reduced subject to the unanimous approval of the Chairman or the Vice Chairman of the Supervisory Board, the General Partner and the Manager.

Any member of the Supervisory Board may, by all means serving as valid proof for commercial purposes, give proxy to one of his colleagues to represent him at a meeting of the Supervisory Board. No member may hold more than one proxy during a single meeting. These provisions also apply to the permanent representative of a legal entity member of the Supervisory Board.

The Supervisory Board may only deliberate if at least half of its members are present or represented.

Decisions require a majority of the votes of the members present or represented. However, the Supervisory Board may approve or reject any new wording of certain clauses of the Articles of association proposed by the General Partner only by a three-quarters majority of its members present or represented, in compliance with the stipulations of the article entitled "Responsibilities and powers of the General Partner".

The Rules of Procedure may establish that all members of the Supervisory Board that participate in the meeting by means of videoconferencing or telecommunications are considered present for the purposes of calculating the quorum and the majority, within the conditions established by all laws and regulations applicable to French corporations (*sociétés anonymes*).

The Manager must be invited to and may participate in the meetings of the Supervisory Board, although he may not cast a vote.

The deliberations of the Supervisory Board are recorded in minutes maintained in a special initialed register, and signed by the Chairman and the Secretary.

Powers of the Supervisory Board (Article 20 of the Articles of association)

The Supervisory Board is responsible for the permanent control of the management of the Company. It is therefore vested with the same powers as the Independent Auditors, and is provided at the same time as the latter with the same documents. Also, the Management Board must provide the Supervisory Board, at least once per year, with a detailed review of the operations of the Company.

The Supervisory Board may make suggestions to the Management Board regarding all questions of general interest to the Bonduelle Group and regarding the allocation of income proposed to the Shareholders' Meeting.

The Supervisory Board approves or rejects any new wording of certain clauses of the Articles of association proposed by the General Partner, in compliance with the stipulations of the article entitled "Responsibilities and powers of the General Partner".

Every year at the annual Ordinary Shareholders' Meeting, the Supervisory Board presents the Shareholders with a report in which it signals any irregularities or inaccuracies observed in the financial statements for the year and comments on the management of the Company.

This report and the other documents required by law are placed at the disposal of the Shareholders, who may consult them at the Company's registered office once the Shareholders' Meeting has been convened.

The Supervisory Board may convene a Shareholders' Meeting as many times as it deems appropriate.

The functions of the Supervisory Board do not impinge in any way upon those of the Management Board, and do not engender any liability for any acts of management or their consequences.

Compensation of the Supervisory Board (Article 21 of the Articles of association)

On the recommendation of the General Partner, the Supervisory Board may be allocated annual compensation in respect of directors' fees, the amount of which is determined by the Ordinary Shareholders' Meeting and remains unaltered until such time as the Shareholders' Meeting shall decide otherwise.

The Supervisory Board divides these directors' fees among its members in the proportions that it deems appropriate.

Changes to Shareholders' rights

Shareholders' rights may be modified under the conditions laid down by current regulations.

Important events or developments in the Company

1853-1926

ORIGINS: BIRTH OF A LEGEND

Bonduelle was founded by two men, Louis Bonduelle-Dalle (1802-1880) and Louis Lesaffre-Roussel (1802-1869), both of whom came from farming families in the North of France.

In 1853, the two men decided to build a grain and juniper distillery in Marquette-lez-Lille.

In 1862, they bought a farm in Renescure which they converted into a grain alcohol distillery.

1926-1946

CANNING BUSINESS TAKES OFF

In 1926, they installed their first pea sheller and autoclaves in the family farm at Woestyne.

Bonduelle started canning 20 hectares of peas, corresponding to annual production of approximately 120 tonnes.

In 1936, they expanded the farm to 230 hectares, and the canning plant also grew considerably.

1947-1962

FROM COTTAGE INDUSTRY TO THRIVING INDUSTRY: A BRAND ATTENTIVE TO CONSUMER NEEDS

Business recovered quickly after the war. It broke away from the sales network of La Rochefortaise, which had been marketing its products until then, and launched its own brand.

In 1957, Bonduelle decided to can a mixture of peas and carrots. This was a first for the canning industry, and established the Company's commercial success.

1963-1974

SHARP EXPANSION

In 1968, advances in technology enabled the Company to freeze vegetables, creating a segment which would become a great success.

In the late 1960s and early 1970s, several European subsidiaries were created: in Germany (1969), Italy (1972) and the United Kingdom (1973). Subsidiaries in other countries soon followed.

By 1973, more than half of Bonduelle's revenues were generated outside France.

1975-1984

PERIOD OF EXPANSION: BEYOND PICARDIE

Bonduelle embarked on a business development drive that took it to the south west of France, the Oise department north of Paris and then Belgium.

This geographical expansion led the Company to invest in two new sectors: corn and mushrooms.

In 1980, Bonduelle acquired Marie-Thumas, the largest vegetable canning company in Belgium and a leading brand in this market for 100 years.

In 1983, Bonduelle optimized its production capacity, with 350,000 tonnes of canned goods and 9,000 tonnes of frozen foods, truly confirming its position as the leading European company in the processed vegetable sector.

General information regarding the Company

1985-1993**CONQUERING EUROPE**

Creation of subsidiaries in Spain (1986) and Portugal (1988).

At the end of 1989, Bonduelle acquired Cassegrain.

The group started expanding into Eastern Europe, marketing its products in the former East Germany, the Czech Republic and, beginning in 1992, Poland.

In 1986, the Renescure and Bordères plants obtained ISO 9002 certification, followed soon after by the group's other production sites.

1994-1999**GROWTH**

In 1995, the Bonduelle brand adopted a new visual identity that was a symbol of renewal: a shining sun and a band of greenery that conjured up nature, pleasure, and well-being.

Bonduelle opened a sales subsidiary in Brazil in 1994, followed by one in Argentina in 1996.

Further technological advances enabled Bonduelle to develop its expertise into the prepared fresh vegetables segment. It acquired a majority stake in Salade Minute.

In 1998, the Bonduelle brand expanded into the fresh foods market in France and signed a partnership agreement with Cielo e Campo, Italy's number two in the fresh-cut range. In June 1999, Bonduelle's fresh-cut vegetables appeared on Italian supermarket shelves.

In the spring of 1998, the group was listed on the *Second Marché* of the Paris Stock Exchange.

In November 1999, Bonduelle took part in the vegetable canning industry consolidation in France by acquiring the assets of Avril/Cirio France (French distributor brands).

To raise its profile, Bonduelle decided to sponsor the construction of a multi-hull yacht in October 1999 and chose skipper Jean Le Cam from Brittany to compete in sailing races. The values in this sport are a perfect fit for Bonduelle: nature, well-being, technology and vitality.

2000 TO TODAY**A NEW ERA BEGINS****2000**

- Organization of the group into a federation of five subsidiaries;
- Takeover of Cielo e Campo (fresh foods, Italy), already a partner since 1998;
- Creation of Bonduelle Frische (fresh foods, Germany).

2001

- Acquisition of Frudesa and its frozen foods plant in Benimodo (Spain);
- Merger of Cielo e Campo/Ortobell (Italian fresh foods market leader), which contributed its two plants in San Paolo d'Argon (Bergamo), and Battipaglia (Salerno), which was under construction.

2003

- Acquisition of Vita, the market leader in fresh-cut vegetables in Germany and its plants at Reutlingen and Wanzleben;
- 150th anniversary;
- Acquisition of the Békéscsaba plant in Hungary;
- Acquisition of Michel Caugant – Creation of a sixth subsidiary;
- Sports sponsorship: launch of the program to build a single-hull boat to compete in the Vendée Globe Challenge in 2004.

2004

- Novotitarovskaya plant opens in Russia.

2005-2006

Bonduelle Surgelé International (BSI), the Bonduelle Group subsidiary specialized in frozen vegetables in Europe, acquired Unilever's frozen food business (excluding ice cream) in Spain.

2006-2007**CONQUERING NORTH AMERICA**

In June 2006, the Bonduelle Group acquired a minority shareholding in Aliments Carrière. Aliments Carrière is the leading producer of canned and frozen vegetables in Canada, with a market share of more than 70%.

Aliments Carrière, a privately held company, had 985 employees. Its registered office was located in Saint-Denis de Richelieu, in Quebec. It operated seven vegetable processing facilities, including four in Quebec and three in Ontario.

In July 2006, taking advantage of the strength of the euro, Bonduelle increased its minority interest in Aliments Carrière to 23%.

2007-2008

On July 12, 2007, the Bonduelle Group acquired those interests it did not already own in the Canadian canned and frozen vegetable leader, providing Bonduelle with a long-term North American presence.

2008-2009

On September 15, 2008, the Bonduelle Group entered into an alliance with Gelagri, a subsidiary of the Triskalia cooperative, to pool the two groups' industrial and sales activities in the private label frozen sector in Europe.

Bonduelle holds a 35.5% stake in the new entity, which became effective on April 1, 2009.

In November 2008, Bonduelle acquired La Corbeille, a Belgian producer and distributor of canned vegetables that focuses on the private label sector in Northern Europe.

2009-2010**BONDUELLE, EUROPEAN LEADER IN PROCESSED MUSHROOMS****Acquisition of France Champignon**

During the year, the group acquired the France Champignon group.

This group is Europe's leading producer of processed mushrooms (revenue of around 200 million euros).

France Champignon produces and sells mushrooms in all formats (canned, fresh, pasteurized and dried) and of all kinds (white mushrooms and wild mushrooms) in Europe.

2010-2011

OPERATIONS IN BRAZIL, FROZEN FOOD PARTNERSHIP

Industrial operations and commercial development in Brazil

The group has had a presence in Brazil since the mid-1990s, in both canned and frozen vegetables, mainly through the use of imported products, and enjoys good market shares and strong recognition.

The industrial operations in Brazil, which began in September 2010, include the construction of a canning plant (primarily for peas and corn) in the Brasilia region. This region enjoys clement weather conditions that greatly extend the annual growing period, thereby reducing capital requirements (production facilities and inventory carrying costs).

Marketing of local products commenced in November 2010, with production having begun in September 2010.

Bonduelle and Ardo create a production joint venture in Spain

On April 6, 2011, the Bonduelle Group announced the creation of a production joint venture (50:50) in Spain, with leading European frozen vegetable player Ardo. The group made a joint announcement with Ardo regarding the sale of the Frudesa and Salto brands in Spain to Lion Capital, owner of the Findus brand (excluding Italy).

The two transactions were completed on July 1, 2011, and were aimed at fostering consolidation in the frozen food market. Bonduelle launched this consolidation strategy in 2009 with the creation of a first joint venture with the Triskalia Cooperative group in Gelagri, and this second operation will improve the competitiveness of the Benimodo plant, which was added to this joint venture.

2011-2012

THREE ACQUISITIONS THAT WILL ENHANCE THE GROUP'S INTERNATIONAL SCOPE

In the second half of 2011-2012, the group announced three acquisitions, in Hungary, Russia and the United States.

In Hungary and Russia, the acquisitions of production assets from Kelet-Food and the commercial and agro-industrial assets of Cecab will secure the supply of high-growth markets in Central and Eastern Europe, by strengthening the group's commercial presence in these regions.

In the United States, the acquisition of the Allens frozen business will enable the subsidiary Bonduelle North America to expand its presence in the country, and to become a key player in the frozen food sector in North America.

2012-2014

ALL TIME HIGH ACTIVITY AND PROFITABILITY

Now operating on an international scale with one-third of its sales in France, one-third in Europe outside France and one-third outside Europe, in 2012-2013 Bonduelle marked its 160th year in the agro-industrial business and its 15th year operating on the financial markets with record revenue and current operating profit. The Company confirmed this performance in the 2013-2014 fiscal year at constant currency exchange rates.

8

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Items in the annual financial report are identified in the contents using the AFR symbol **AFR**

Person responsible for the registration document and the annual financial report

8.1 Person responsible for the registration document and the annual financial report

Persons responsible for the information

The Manager: The Company “Pierre et Benoît Bonduelle SAS,” whose registered office is at “La Woestyne” in the town of Renescure (59173), France, represented by its Chairman Mr. Christophe Bonduelle.

Declaration by those responsible

I hereby declare that, after taking every reasonable measure to this end, the information contained in this registration document is, to the best of my knowledge, accurate and does not include any omissions that would change its meaning.

I hereby declare that, to the best of my knowledge, the financial statements have been prepared in compliance with all applicable accounting standards and provide a true and fair view of the assets, financial position and earnings of the Company and all entities included within its scope of consolidation, and that the information contained in the management report, the various Sections of which are set out in the cross-reference table on pages 264 to 265, presents a true and fair view of trends in the revenues, earnings and financial position of the Company and all companies included within its scope of consolidation, as well as a description of the primary risks and uncertainties to which they are exposed.

The historical financial information presented in this document has been the object of an Independent Auditors' report, found on page 201 to 202.

In accordance with Article 28 of European (EC) Regulation 809/2004, the following items are included by reference in this registration document:

- the report of the accounting firms Mazars and Deloitte & Associés on the consolidated financial statements for the fiscal year ended June 30, 2013 and the corresponding historical data found in the financial report included in registration document No. D. 13-0995, which was filed with the French Financial Markets Authority (AMF) on October 22, 2013;
- the report of the accounting firms Mazars and Deloitte & Associés on the consolidated financial statements for the fiscal year ended June 30, 2012 and the corresponding historical data found in the financial report included in registration document No. D. 12-0931, which was filed with the French Financial Markets Authority (AMF) on October 25, 2012.

The Independent Auditors have provided me with a letter of completion of work in which they indicate that they have audited the information relating to the financial position and the financial statements presented in this document, as well as to the document as a whole.

October 21, 2014

The Manager

Pierre et Benoît Bonduelle SAS

Represented by its Chairman, Mr. Christophe Bonduelle

8.2 Independent Auditors

French law requires a permanent legal control by two Independent Auditors. The main objective of this audit is to check that the financial statements are consistent, accurate and present a fair view.

The Auditors are appointed by the Ordinary Shareholders' Meeting for a renewable period of six fiscal years.

Bonduelle SCA's Auditors are:

Mazars

Represented by Mr. Jean-Maurice El Nouchi, 61, rue Henri-Regnault – 92400 Courbevoie

Substitute: Mr. Jérôme Depastors, 61, rue Henri-Regnault – 92075 Paris La Defense

Deloitte & Associés

Represented by Mr. Gérard Badin, 67, rue de Luxembourg – 59777 Euralille

Substitute: BEAS, 7/9 Villa Houssay – 92200 Neuilly-sur-Seine

The two Auditors are legally and financially independent from each other.

The term of the Statutory Auditors appointed by the Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2012 will end at the Shareholders' Meeting held to approve the financial statements for the fiscal year ending June 30, 2018.

8.3 Documents available to Shareholders and the public

The Bonduelle Group provides its Shareholders and the general public with several sources of information. The review of operations and sustainable development report, published in French and English, reviews the highlights of the year and sets out the group's strategy, as well as providing a detailed business review for each subsidiary. It also provides information on the activities carried out in relation to Corporate Social Responsibility. These reports, and the registration document, which sets out all of the annual financial statements, can be viewed and downloaded from the "Investors" Section on www.bonduelle.com. This website also provides real time share price information and access to all data pertaining to the group's current situation.

Since 1998, an annual letter to Shareholders has provided a summary of key financial information and recent events concerning the group and its business units, particularly in respect of the latest product launches. This newsletter is now sent to all Shareholders (both bearer and registered) based on the most recent update of the Shareholder register. It can be downloaded in French or English from the "Investors" Section of the Bonduelle website.

The group's Executive Management and its representatives also meet with investors at group meetings and individual presentations, both in France and elsewhere.

Financial releases schedule

• For fiscal year 2013-2014

12/04/2014	Annual Shareholders' Meeting
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• For fiscal year 2014-2015

11/06/2014	Q1 revenue
02/05/2015	H1 revenue
02/25/2015	H1 results
05/07/2015	Q3 revenue
08/04/2015	Annual revenue
09/29/2015	Annual results
12/03/2015	Annual Shareholders' Meeting

Contact

Bonduelle Group
Finance Department
Rue Nicolas Appert – BP 30173
59653 Villeneuve-d'Ascq Cedex
France
Tel.: +33 (0)3 20 43 60 60
Fax: +33 (0)3 20 43 60 00
e-mail: finance@bonduelle.com
Find out more: www.bonduelle.com

8.4 Cross-reference tables

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French Monetary and Financial Code,	L. 621-18-2	Transactions on Company shares by directors and persons connected with them	143	4

N/A Not applicable

Reference texts			Page no.	Chapter no.
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French Commercial Code	R. 228-90	Any adjustments for shares giving access to equity in the case of share repurchases and financial transactions		-
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French Commercial Code	L. 225-100-3	Agreements concluded by the Company that are amended or cease to apply in the event of a change in the ownership of the Company, unless this disclosure would seriously harm its interests (except where there is a legal obligation of disclosure)		-
French Commercial Code	L. 225-100-3	Agreements providing for the payment of indemnities to employees or members of the Board of Directors or the Executive Board in the event of resignation, or of dismissal without just cause, or of termination of employment as a consequence of a public takeover offer	222	6
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N/A Not applicable

Cross-reference tables

Cross-reference table between the Corporate Social Responsibility report and GRI and Article 225 of the Grenelle II law

●: full indicator – ◐: partial indicator

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Conception & réalisation  **Labrador** +33 (0)1 53 06 30 80



Rue Nicolas Appert – BP 30173
59653 Villeneuve-d'Ascq Cedex France
www.bonduelle.com