

Vitality generation

Business review and
sustainable development report

2008/2009




Bonduelle



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1,524

million euros
in revenue

101.7

million euros in current
operating income

127

million euros
in cash flow*

World leader in processed vegetables

World leader in its category, the Bonduelle Group processes and sells vegetables in all forms, under all types of brands, through all types of distribution channels and using all available technologies (canned, frozen, fresh-cut and prepared vegetables). Bonduelle vegetables are grown on more than 111,000 hectares of farmland and distributed in 80 countries

Founded in 1853, the family-owned company now generates 64% of its revenue outside France and has more than 8,400 employees (full-time equivalent). The group's ambition is to turn vegetables into the food of the future by offering innovative solutions that allow consumers to eat all the vegetables they need on a regular basis

*Cash flow is an indicator of a company's ability
to generate sufficient cash from operations to fund
its development



innovation

Scaling

the ladder of consumer expectations

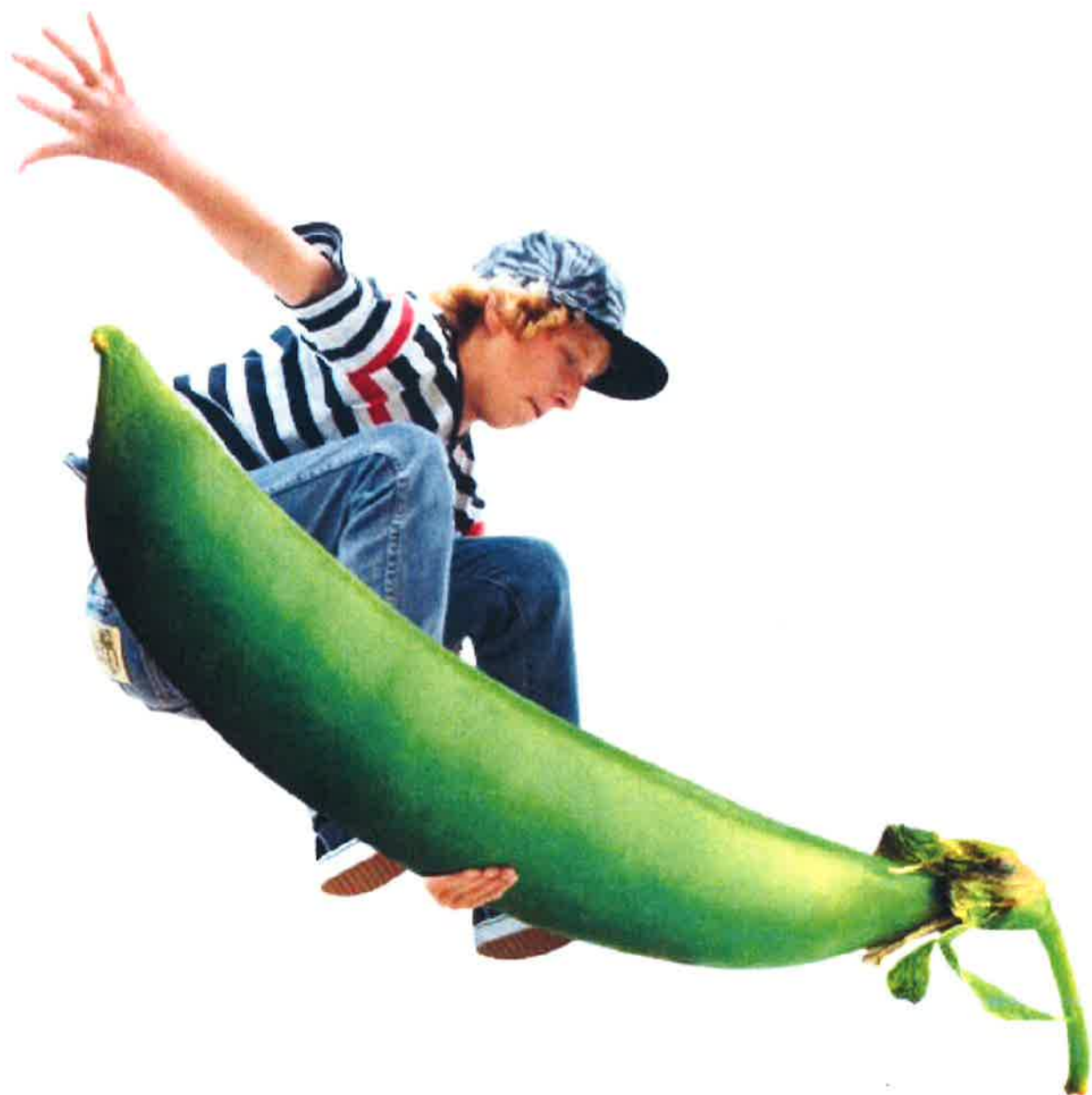
From the outset, Bonduelle has pooled its sales, marketing and industrial expertise to provide consumers with the best that vegetables have to offer in terms of nutrition, taste and ease of use. Bonduelle's innovative projects are also designed to reduce the environmental impact of its operations while sustainably improving the group's competitiveness. To achieve this objective, Bonduelle is increasingly turning to partnerships with third parties, including universities, top graduate schools, suppliers and other manufacturing companies similar to Bonduelle.

15 million
euros

spent on research and development

30

active patents in Europe,
including two filed in 2009



international

Riding the green wave round the world

International expansion is ensconced in Bonduelle's corporate culture, starting notably with the group's entry into Eastern Europe in 1991. In 2008-09, the group pursued its external growth through acquisitions in Belgium and Canada. In 2009-10 the group bolstered its organic growth by building two new plants in Brazil and the Ukraine. This strategy brings Bonduelle closer to consumers and enables it to diversify the regions used for agricultural production.

86%

unaided recall for the Bonduelle brand in Russia*

64%

of revenue comes from outside France

* Recall by buyers of canned products: IPSOS/ASI survey 2007-08



ambition

Spreading "vegemanía"

National health recommendations have sparked a veritable enlightenment as to the health benefits of eating vegetables. As the world's leading brand of vegetables, Bonduelle uses all of its *savoir-faire* to help consumers put public health recommendations into practice. This healthcare aspect is accordingly built into the group's research and innovation programs, the training of its employees and the optimization of its products and processes. The group also established the Louis Bonduelle Foundation, a non-profit organization that strives to drive change in eating habits.

29 projects

have been supported in less than two years by the Louis Bonduelle Foundation in connection with its international calls for works.

67%

of all Bonduelle brand canned vegetable recipes have been modified to take account of the recommendations made in the nutritional audit.

Message from the Executive Management team

Financial year 2008-09 was marked by the impacts of a worldwide crisis, following the inevitable spread of the initial crisis in the financial markets to a crisis of confidence and a full-blown economic crisis. Unemployment and the volatility in commodity prices increased, certain currencies devalued massively and central banks drove interest rates down dramatically in an effort to turn the economy around. Despite these conditions, Bonduelle is in excellent health, with increasing sales, operating profitability and cash flow. While these results mask certain inequalities among the various technologies, brands, distribution channels and countries, they do, above all, confirm the group's strategic choice to diversify away risk.

“The crisis has created opportunities that the group is able to capitalize upon.”

Christophe Bonduelle
Chairman, Chief Executive Officer



Pierre Deloffre
Deputy Chief Executive Officer

Christophe Bonduelle
Chairman, Chief Executive Officer

Growth

While during the first half, at the height of the crisis, the group experienced negative organic sales growth (-1.2% excluding the impact of exchange rates), the trend reversed nicely during the second half (+3.8%). The increase was attributable notably to the canned vegetables segment, a particularly attractive technology from the consumer price standpoint.

Canned

With 5.3% growth (excluding the impact of exchange rates), the canned segment is in good health. The group's market share was boosted by the November 2008 acquisition of La Corbeille, a Belgian canning company. With three production facilities in Flanders, La Corbeille sells to the Benelux countries and Germany in the hard discount segment, a particularly profitable distribution channel during periods of economic duress. The closure of the Stabroek plant in the spring of 2009 allowed the other plants to increase capacity utilization and consequently to improve their competitiveness for the following year.

Frozen

While frozen vegetable revenue was fairly flat (+0.3% excluding the impact of exchange rates), this may be considered a good performance considering that the primary outlet for sales is the foodservice industry, which has been hit hard by the crisis. Furthermore, while the joint venture established with the Brittany-based cooperative Coopagri Bretagne for the private label segment in Europe improved the group's competitiveness, it did result in the deconsolidation of those operations as from April/May (35.5% stake). Lastly, in Canada, the acquisition of the assets of Family Tradition and Omstead Foods in the spring of 2009 will constitute a wellspring of growth and profitability for financial year 2009-10. Also in Canada, the group merits congratulations for the success of the Arctic Gardens brand, which, through innovation and communication, has won very considerable market share.

Fresh

The fresh segment includes prepared salads (ready-to-eat raw vegetables) and fresh-cut salads (ready-to-use salad greens). The prepared salads business is holding up well, and Bonduelle is now the leading brand in France. This has required massive capital expenditure, most notably at the Rosporden plant where production capacity has been doubled. The fresh-cut salads business was penalized by the economic climate induced by the crisis (consumers have gone back to using less expensive "commodity" fresh salads for the time being) and by the fire in early 2008 that completely destroyed our largest Italian facility.

Profitability

Current operating income rose 1.3% to 101.7 million euros, or 6.7% of total revenue. This performance demonstrates that, despite highly unfavorable consumption and exchange rate conditions, the group was able to confirm the considerable increase in profitability achieved in 2007-08 (+39%) and remain above the 100 million euro level. It also bodes well to see an operating margin of over 15% in the regions outside Europe that are experiencing the greatest growth. Although this good operating performance did not find its way through to the bottom line, that was due less to the impact of borrowing costs (fairly flat year-on-year at 27 million euros, or 1.8% of total revenue) than to the purely accounting loss brought on by the fair market adjustment of our interest rate hedging instruments. The group has always had a policy of conservatism and non-speculation in these areas, and will not alter that strategy. The dizzying plummet in interest rates did indeed result in the instantaneous decline in the value of our hedging instruments, just as those same hedges had protected us against the rises in interest rates observed in previous years. These are purely "accounting" phenomena related to the application of International Financial Reporting Standards (IFRS), and do not represent any outflow of cash for Bonduelle, as evidenced by the 2 million euro (8.3%) year-on-year increase in cash flow to 127 million euros.

Outlook

The Bonduelle Group is making its way through the crisis unencumbered, and its financial strength allows us to accelerate expansion. Also, the acquisitions of La Corbeille, Family Tradition and Omstead Foods will have a favorable impact on our results for financial year 2009-10. In the longer term, the construction of new plants in Cristalina, Brazil (spring of 2010) and Cherkasy, Ukraine (spring of 2011) will provide sources of growth for the next two years to come. Furthermore, the crisis may well create new opportunities that the group will be perfectly positioned to capitalize upon, in terms of both its human and its financial resources. Insofar as the latter is concerned, in addition to the operating cash flow it generates, after issuing 140 million euros in OBSAAR bonds* in April 2009 the group now has the financial resources equal to satisfy its ambitions in the profitable prepared vegetables market.

*Bonds with redeemable share subscription and/or purchase warrants.

Additional
information 
www.bonduelle.com

Corporate governance

Shareholder structure



Bonduelle SCA

A French limited partnership with shares (*société en commandite par actions*, or SCA) has two categories of partners

- Pierre et Benoît Bonduelle SAS, a simplified joint stock company (*société par actions simplifiée*) held by three families, is General Partner, and is indefinitely jointly and severally liable to the extent of its own property for the liabilities of the partnership. An eight-member Strategic Steering Committee within the Company is responsible for approving the strategic choices made by the family general partners. Certain members of this committee are also directors of Bonduelle SA.
- The limited partners (consisting of other families, the free float, employees, and treasury stock) have the same status as the shareholders of a French corporation (*société anonyme*, or SA): their liability is limited to the value of their contribution.

Audit Committee

Comprised of members of the Supervisory Board, this committee is responsible for reviewing the financial statements, evaluating internal controls and reviewing the annual audit programs of the independent auditors.

Members

- André Crespel
- Daniel Bracquart
- Yves Tack
- Jean Guéguen

Supervisory Board

The Supervisory Board provides permanent control over the Company's management (reviews financial statements, evaluates the management of Company operations, etc.) on behalf of the limited partners. The Supervisory Board is comprised of eight members, five of whom are independent, thereby guaranteeing the competence, independence and availability of the Supervisory Board for the successful performance of its duties and to represent the interests of shareholders.

Members

- | | |
|--|---------------------|
| 1 • André Crespel, <i>Chairman</i> | 5 • Stanislas Dalle |
| 2 • Daniel Bracquart, <i>Vice Chairman</i> | 6 • Isabelle Danjou |
| 3 • Louis Bonduelle | 7 • Jean Guéguen |
| 4 • Olivier Cavois | 8 • Yves Tack |



Corporate governance

Bonduelle SA

Board of Directors

The Board of Directors is composed primarily of members of the Bonduelle family. It is responsible for defining the Company's strategy and investment policy and for assessing potential acquisitions for the group.



From left to right:

Jean-Bernard Bonduelle
Benoît Bonduelle

Gilles Lessard
Philippe Vasseur
Thomas Derville

Christophe Bonduelle,
Chairman, Chief Executive Officer
Jérôme Bonduelle

Guillaume Debrosse
Hubert Mulliez
François Bonduelle
Marc Bonduelle

Executive Committee

The Executive Committee is made up of the heads of Bonduelle's subsidiaries; the Company's Executive Management and the heads of finance, human resources and external relations.

This committee is responsible for implementation of group policies.

From left to right and from top to bottom:

Grégory Sanson
Chief Financial Officer

Jean-Bernard Bonduelle
Director of External Relations and Sustainable Development

Pierre Deloffre
Deputy Chief Executive Officer

Pascal Bredeloux
Chief Operating Officer, Bonduelle Food Service

Bruno Rauwel
Director of Human Resources

Christophe Bonduelle
Chairman, Chief Executive Officer

Patrick Néaume
Chief Operating Officer, Bonduelle Traiteur and Bonduelle Frais International

Daniel Vlefaure
Chief Operating Officer, Bonduelle North America

Benoît Bonduelle
Chief Operating Officer, Bonduelle Development

Gilles Lessard
Chief Operating Officer, Bonduelle Consève International



Compensation Committee

This completely independent committee establishes compensation levels and the methods used to determine compensation for senior managers of Bonduelle SA and salaried members of the Bonduelle family. It also issues recommendations on compensation policies for key managers.

Members

- **Daniel Bracquart**,
former Chairman of the Executive Board of Bonduelle, Vice-Chairman of the Supervisory Board of Bonduelle SCA, former Chairman of Institut Catholique des Arts et Métiers de Lille.
- **José-Maria Aulotte**,
Director of Human Resources of Arc.
- **Yves Delloye**,
Managing partner of Transearch.
- **Antoine Fiévet**,
Chairman of the Executive Board of Unibel.
- **Bruno Rauwel**,
Director of Human Resources of Bonduelle.



Highlights

Sustainable development

SIGNATURE OF THE IAD CHARTER FOR SUSTAINABLE AGRICULTURE



In 1996, the Bonduelle Group drafted a formal supply charter establishing guidelines for its relations with its agricultural suppliers, in order to ensure the highest quality vegetables possible while maintaining

respect for the environment and guaranteeing food safety to the greatest extent possible. This is why the group has signed the commitment charter developed by the French Institute for Sustainable Agriculture (Institut d'Agriculture Durable, or IAD), an entity created by various players in the agricultural sector seeking to promote environmentally-conscious agricultural practices. The IAD charter is in synch with the sustainable agricultural and rural development objectives laid down in the United Nations' Agenda 21, and is based on three principles: participating in social advancement and conserving natural resources while remaining competitive. The 79 signatories of this charter undertake to engage in discussions based on the adoption of these principles, to identify ways in which they can incorporate them into their operations, to prepare and execute an action plan, to provide an annual report summarizing all of the progress they have made and to promote the principles and the results of this approach to environmental stewardship to their stakeholders.

INTERNAL CLIMATE SURVEY

70% of all Bonduelle employees are happy with their work, and 83% are proud to be members of the Bonduelle Group.

These represent a portion of the written responses submitted by full-time employees to the 38 questions posed in 2008 by an independent research and polling institute. The results of the survey were received in January 2009 and gave rise to action plans in the group's different subsidiaries.



Solidaime and Bonduelle: a generous partnership



In France, Bonduelle contributes to the first line of ethical mass consumption products. A non-profit association, Solidaime was created through the cooperation of various renowned associations and enterprises with a common goal: to offer a new approach to consumption, whereby the act of purchasing is transformed into an act of generosity. In this manner, alongside Solidaime, Bonduelle has become ambassador for a new type of consumption. For each Solidaime product purchased, the amount of the donation shown on the package is automatically paid to the partner association mentioned on the packaging. The products Bonduelle produces for the Solidaime range go to support the association Handicap International.

Additional
information 
www.solidaime.org

Organic growth Innovations

Canada

EXTRA-FINE GREEN BEANS



Bonduelle North America launches its local production of extra-fine green beans, which had previously been imported from Europe. This new product is sold to the foodservice industry.

France

NO-SALT CORN

Crisp, juicy and an ideal alternative for all those concerned by nutritional balance: with no added salt or sugar, this product delivers all the nutritional benefits corn has to offer!



BONDUELLE "VAPEUR"



This new addition to the canned vegetables line is truly revolutionary, retaining the highest qualities vegetables have to offer by steam cooking them directly in the packaging. The process retains as many of the vegetables' sensorial qualities intact as possible.

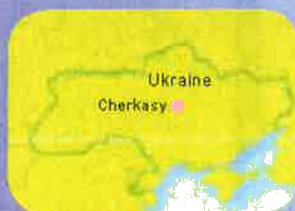
Europe

CORN AND FRUIT

Made of corn and fruit, this healthy snack with a fruity taste comes in a pack containing two 85g servings and a spoon.



Construction of two new production facilities



As part of its international development strategy, the Bonduelle Group is building two new production facilities

The first plant will be located in the highlands in the center of Brazil, a country with 172 million consumers, in a region whose subtropical climate supports farming 365 days a year. In Cristalina, the group's agro-industrial expertise will enable the Bonduelle plant to turn out products never before seen in this market. The second project is in Cherkasy, 200 km south of Kiev (Ukraine). This facility will strengthen Bonduelle's leadership in Eastern Europe, and will be able to process its first crop in 2011.

Acquisitions

ISSUANCE OF OBSAAR BONDS*

Bonduelle pursued a sustained expansion policy in 2008-09, making numerous acquisitions. In April 2009, the group's internally generated cash flow was augmented by the issuance of 140 million euros in bonds with redeemable share subscription and/or purchase warrants (OBSAAR bonds), which will allow Bonduelle to continue to take advantage of any future acquisition opportunities.

ACQUISITION OF THE FROZEN FOODS

OPERATIONS OF FAMILY TRADITION AND OMSTEAD FOODS

With two new acquisitions in Canada, Family Tradition Inc. and Omstead Foods Inc., the Bonduelle North America subsidiary has reinforced its positions while taking advantage of considerable synergies in production and marketing.

Creation

of a new subsidiary specialized in frozen private label products

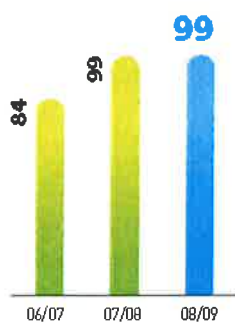
In 2009, Bonduelle and Coopagri Bretagne created Gelagri, a joint-venture specialized in the production of frozen private label products. Coopagri Bretagne contributed three plants (two in the Finistère department of France and one in Spain), while Bonduelle contributed its plant in Milagro, Spain. This alliance provides a better diversification of the agricultural regions that will provide agro-industrial and logistical synergies. The Bonduelle Group holds 35.5% of Gelagri and retains responsibility for the marketing of its own branded frozen products and its other flash-freezing plants. The group will also continue to produce and market its private label frozen vegetables outside Europe.

ACQUISITION OF LA CORBEILLE

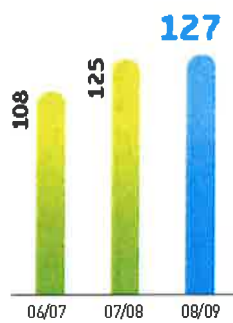
In November 2008 Bonduelle acquired La Corbeille, an independent Belgian producer of canned food. Based near Anvers, La Corbeille has three production facilities (in Westmeerbeek, Stabroek and Rijkevorsel) and generates annual revenue of 64 million euros. The company's geographical positioning, its sales volumes in Germany and the production of products complementary to those of Bonduelle will all contribute significantly to strengthening Bonduelle's canned operations in a mature European market.

*Bonds with redeemable share subscription and/or purchase warrants.

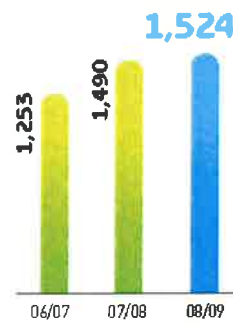
Key figures



Operating income
in millions of euros



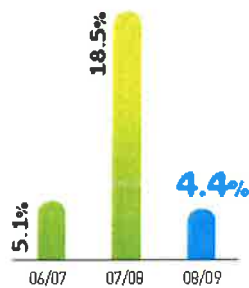
Cash flow*
in millions of euros



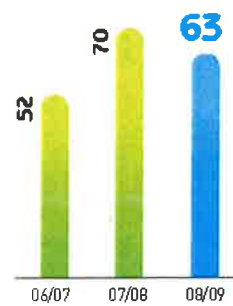
Revenue
in millions of euros



Net income
in millions of euros



Revenue growth excluding
the impact of exchange rates



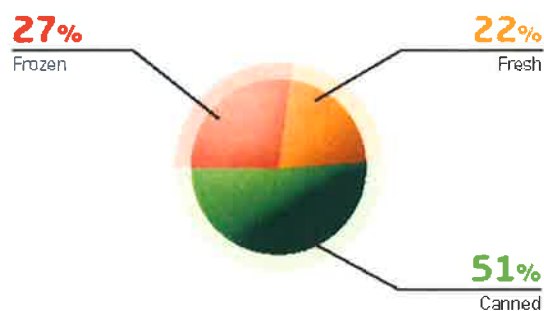
Capital expenditure
in millions of euros

*Cash flow is an indicator of a company's ability to generate sufficient cash from operations to fund its development.

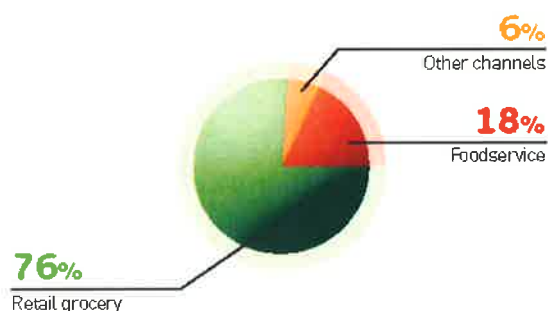
Analysis of revenue



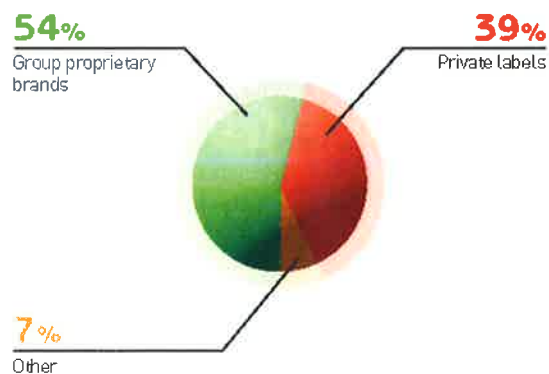
• By technology 2008-09



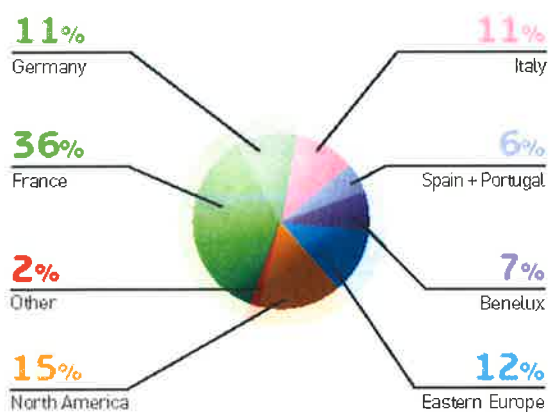
• By distribution channel 2008-09



• By brand 2008-09



• By region 2008-09



Additional
information 
is provided in the Finance section of
www.bonduelle.com

Key sustainable development data

Agricultural production

2007-08

Supply charter

100% adherence

Agricultural services

98 field supervisors

2008-09

Supply charter

82% adherence (including the Canadian plants)

100% adherence (at same scope)

Agricultural services

208 field supervisors

Quality and nutrition

2007-08

Total quality control personnel

516 employees (full-time equivalent)

Certified factories

17 have been certified ISO 9001

18 have been certified BRC and/or IFS

7 produce certified organic products

2008-09

Total quality control personnel

495 employees (full-time equivalent)

Certified factories

17 have been certified ISO 9001

20 have been certified BRC and/or IFS

8 produce certified organic products

People

2007-08

Total personnel

6,592 permanent staff

Under long- (CDI) and short-term (CDD)

employment contracts: 8,008 (FTE)

Seniority: 1,103 (0-3 years)
1,863 (3-9 years)
3,626 (> 9 years)

New hires: CDI: 494
(number of contracts) CDD: 1,160
Seasonal: 6,401

Turnover: Managers: 10.79%
(including retirement) Technical employees
and supervisors: 13.35%
Factory workers: 9.93%

Training

2.21% of gross payroll

Safety conditions

Accident rate: 21.5

2008-09

Total personnel

6,183 permanent staff

Under long- (CDI) and short-term (CDD)

employment contracts: 8,421 (FTE)

Seniority: 967 (0-3 years)
1,679 (3-9 years)
3,436 (> 9 years)

New hires: CDI: 276
(number of contracts) CDD: 507
Seasonal: 6,520

Turnover: Managers: 9.37%
(including retirement) Technical employees
and supervisors: 6.78%
Factory workers: 7.34%

Training

1.43% of gross payroll

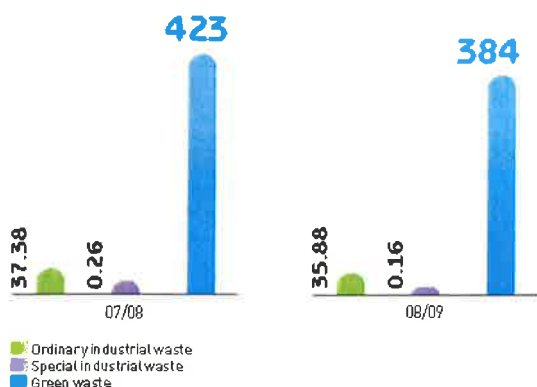
Safety conditions

Accident rate: 22.8

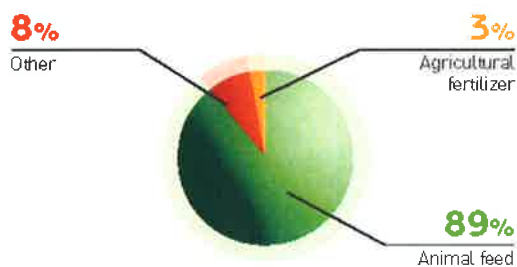
Natural resources

Bonduelle generates:

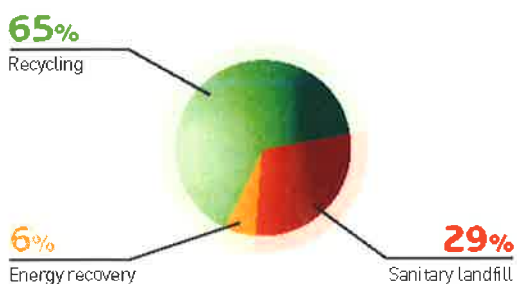
- Waste and by-products
in kg per metric ton of product produced



- Recovery of green waste 2008-09



- Recovery of ordinary industrial waste 2008-09



Bonduelle consumes:

- Energy consumption in 2008-09

Electricity: 360 GWh

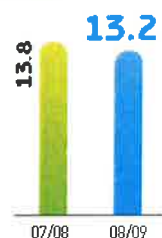
Natural gas: 491 GWh gcv

Fuel (very low sulfur content): 2,597 metric tons

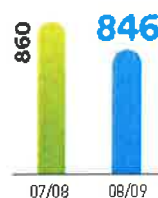
Propane: 1,190 metric tons

Domestic fuel oil: 773 metric tons

- Water consumption
in m³ per metric ton of product produced



- Energy consumption*
in kWh per metric ton of product produced

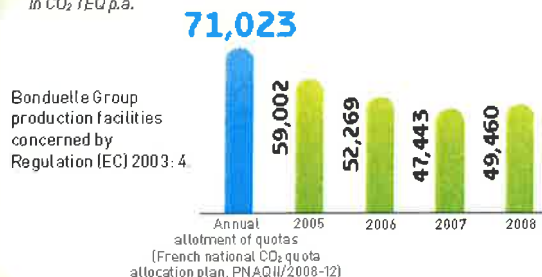


*Scope excludes recovery of thermal energy
2007-08: 824; 2008-09: 815

Focus

Greenhouse gas emission quotas

in CO₂ TEQ p.a.



7.6 million euros

spent on restricting the environmental impact of the group's operations (water, air and energy, industrial waste and green waste)





Strategy

The Bonduelle Group's strategy is designed to meet three objectives: sustainability, independence and the individual development of our employees. These objectives oblige Bonduelle to favor long-term solutions and to diversify away risk.

Despite the highly uncertain consumption environment, Bonduelle's business model (agro-industrial integration and a multi-brand, multi-channel and internationalized sales strategy) enables the group to pursue its expansion with confidence.

Corporate Strategy and policies

Founded in 1853, Bonduelle is a family-owned company that confirms every day its mission to process and sell vegetables in all forms, under all types of brands, through all types of distribution channels and using all available technologies, all around the world. This approach has been manifest in 10 strategic foci that are driving the group's success.

7%
annual growth

83%
of all employees
are proud to be
part of the group

1 Long-term focus

Bonduelle has always favored a long-term approach to its operations. Along with the diversification of its businesses and technologies, this wise strategy has allowed the group to weather the economic and financial crisis conditions of 2008-09 with confidence.

2 Growth

This long term vision has nurtured Bonduelle's growth objectives. The group's 7% average annual growth is attributable, equally, to the judicious acquisitions it has made and the continuous improvement of its performances. By expanding geographically and adding new product lines, the group is resolutely striding down the path to sustainable growth.

3 Food safety

For Bonduelle, the quality of the products it offers consumers is a vital obligation, a pledge of its commitment to uphold its sterling reputation and of the group's sustainability. To ensure the highest possible degree of food safety, the group employs the best technological solutions and adapts its organization to comply with all new regulatory constraints.

4 Environmental responsibility

Bonduelle is a major force in the sustainable development movement, participating in many initiatives aimed at conserving natural resources and reducing its emissions of greenhouse gases, the main culprits of global warming.

5 Profitability

Under difficult economic conditions, improving profitability now requires more than ever before highly stringent management and the showcasing of innovative products and technologies in order to drive productivity gains. Thanks to the efforts of its employees, since its founding the group has been able to reinforce its leadership in a market that is especially vulnerable to competition.

6 Brand policy

The Bonduelle Group's identity is forged from the strength of its five own brands: Bonduelle, Cassegrain, Frudesa, Salto and Arctic Gardens. In parallel with the growth strategy followed for these "proprietary brands", the group has partnered with many of its distribution customers to offer them "private label" products sold under their own brands. This private label strategy is even more judicious under recessionary conditions.

7 Innovation

Whether through production techniques, packaging systems, new recipes or energy savings, innovation is central to all of Bonduelle's activities, allowing the group to differentiate itself from its competitors while ensuring compliance with all new social and regulatory expectations.

8 Agro-industrial involvement

Thanks to its unique expertise, Bonduelle is now the world's leading producer of processed vegetables. By guaranteeing the high quality of farming practices, consistency of production and consequently of consumer satisfaction, the group affirms its goal of advancing the agro-industrial sector farther along the road to a balanced diet every day.

9 International

By guaranteeing that vegetables are sourced as close as possible to the households that consume them, by selecting the choicest farms in keeping with local dietary habits and by expanding its operations in different regions in order to diversify away risk, Bonduelle's international growth strategy enables the group to take advantage of every possible opportunity for growth and to put into practice its ambition of making vegetables the food of the future, around the globe.

10 Individual development

Because no company can have a future without the active contribution of its people, and because the individual is the central building block of any collective success, the Bonduelle Group has committed to making the individual development of its employees a key priority, as evidenced in the workplace conditions survey undertaken in 2008-09. This study was followed up with an action plan aimed at meeting, to the greatest possible extent, the needs of Bonduelle's employees.

Sustainable development

Jean-Bernard Bonduelle, Director of
External Relations and Sustainable Development

Since 2002, the Bonduelle Group's sustainable development policy has pursued three crucial objectives: corporate sustainability, growth and the individual development of our employees.

The many initiatives undertaken by the Bonduelle Group to promote sustainable development may be classified into five major areas of concern:

- 1 people,
- 2 agriculture,
- 3 natural resources,
- 4 quality and nutrition,
- 5 transportation.

Motivating employees, every day

All employees participate actively in achieving this goal, as reflected in the workplace conditions survey conducted in 2008. This study also highlighted employee satisfaction with the group's commitment to sustainable development and their desire to get even more involved in any environmental protection initiatives. In response, in 2009 Bonduelle launched Operation Créa'ctions, a photo competition to illustrate the group's sustainable development strategy.

Bonduelle adheres to the charter proposed by the Institute for Sustainable Agriculture (IAD)

The group's commitment to sustainable development was also manifest in 2009 in its signature of the commitment charter developed by the French Institute for Sustainable Agriculture (Institut de l'Agriculture Durable, or IAD), an entity created by various agricultural players seeking to help farmers adopt sustainable agricultural practices. The IAD's charter is based on three principles – participation in social progress, conservation of natural resources and maintenance of competitiveness – all of which are entirely in phase with Bonduelle's own strategy.

Corporate sustainable growth convention

After participating in the World Sustainable Economy Forum, in October 2008 Bonduelle assembled the group's 230 managers for a convention in Bordeaux. The theme of the gathering was sustainable growth, and it gave the managers a chance to take stock of the actions that had been undertaken to improve production while driving competitiveness. The many participants – members of the group's executive management team, quality control directors, plant directors, technical and sourcing managers, etc. – were able to show that in their own fields of expertise, everyone could take part in sustainable development initiatives and that these measures effectively contribute to the group's growth.

Area	Objective and result	Outlook
People & Safety	Work-related accident rate Objective: < 20 Result: 22.8 Involvement of employees in sustainable development initiatives, in response to the desires voiced in the IFOP workplace conditions survey.	<ul style="list-style-type: none"> Improvement of safety measures in all facilities. Performance of individual performance reviews for all employees.
Quality and nutrition	Certified facilities Objective: 100% Result: 93% Nutritional audit of products and recommendations carried out.	<ul style="list-style-type: none"> Extension of certification to all facilities. Implementation of nutritional audit recommendations.
Natural resources	Water m³/metric ton of product produced (TPP) Objective: -5%/year 2008-09: -5% Energy kWh/TPP Objective: -5%/2 years 2008-09: -1.7% Ordinary industrial waste sorted and recovered Objective: > 70% 2008-09: 71%	<ul style="list-style-type: none"> Support for the "Frugal factory" project. Continued use of the internal benchmark for energy consumption reduction initiatives. Optimization of operation of wastewater treatment plants. Preparation of CO₂ data for products.
Agronomics	Signature of supply charter Objective: 100% Result: 100% (same scope) 82% (including Canada) Launch of pilot integrated production farms to reduce inputs.	<ul style="list-style-type: none"> Extension of distribution of the charter to the group's new plants. Creation of new meaningful metrics for the reduction of agrochemical products.
Transportation and supply chain	Creation of a metric for the canned vegetables segment (inter-plant and customer distribution). Development of mixed rail-road systems.	<ul style="list-style-type: none"> Creation of metrics for all technology segments. Reduction of CO₂ emissions.



Bonduelle is an active supporter of the World Sustainable Economy Forum's symposium lasting from 2007 to 2010 that seeks to encourage as much sharing of experience as possible to promote sustainable development.

Bonduelle has been a member of the United Nations Global Compact since 2003. This international initiative asks participants to apply 10 basic principles in the areas of human rights, labor and environmental standards and the fight against corruption.



nutrition:

a strategic priority

Laurence Depezay,
Nutrition Manager

Packed with flavor, vitamins and mineral salts, vegetables are a pleasure to eat and help maintain good health. Bonduelle uses research and development to improve the nutritional qualities of its products every day. The initiatives undertaken by the Fondation Louis Bonduelle are an extension of these efforts, making nutrition a true social commitment for the group.

1 million euro

spent by the Fondation Louis Bonduelle
to support research



Nutrition is a group-wide subject at Bonduelle, one shared at all levels of the company and beyond, thanks to the creation of the Fondation Louis Bonduelle. Every day, Bonduelle staff work hard to perfect processes, varieties, farming methods, lag times and recipes, etc. This involvement is accompanied by group training, innovation, audit and research programs. In 2009, Bonduelle's in-house university launched a new nutrition kit for employees. This initiative complements the specific training programs made available to the marketing and quality control teams. In the product innovation arena, the marketing departments have taken steps to promote the health benefits of future products, through the "active health" program.

A nutritional audit of the existing Bonduelle brand products sparked a number of reformulations that resulted in considerable reductions in salt and fat content. The project entered its second phase in 2009, with an application destined for new products. Lastly, the Bonduelle Group is participating in and heading up a number of basic research programs to advance understanding of the impacts vegetables have in several areas, including dietary habits, bioavailability of nutrients, pathologies and syndromes. The Bonduelle Group's commitment to nutrition reaches beyond its own activities, with the creation in 2004 of the Fondation Louis Bonduelle, which promotes long-term initiatives to improve dietary habits.

Fondation Louis Bonduelle contributes to fight against obesity

In association with the European Childhood Obesity Group (ECOG), which federates more than 150 scientists involved in the fight against childhood obesity, in 2009 the Fondation Louis Bonduelle established a prize recognizing the best work performed in this area, which is a veritable plague: in European countries, between 15% and 35% of all children are either overweight or obese, and the numbers are doubling every fifteen years. In addition to its direct impacts on health (including diabetes and cardio-vascular diseases), obesity also has psychological repercussions. In September 2009, the first ECOG and Louis Bonduelle Prize, along with 10,000 euros in cash, was awarded to the Hungarian team headed up by Professor Molnár, of the University of Pécs. The prize was awarded in recognition of a 30-year study of children

Second Fondation Louis Bonduelle Encounters

Which vegetables do children know – and like – best? How do they like to eat them? The second Fondation Louis Bonduelle Convention provided an opportunity to analyze the relationship children have with vegetables. Nearly 200 people (scientists, doctors, dieticians, etc.) participated in this get-together, along with David Morizet, a young researcher whose thesis – an original study of the eating preferences of 8- to 11-year olds – is sponsored by Bonduelle and the Institut Paul Bocuse. During the convention, the nutritionist Béatrice de Reynal also presented the link that exists between television and the spread of childhood obesity, while Sophie Nicklaus, head of research at the French National Institute for Agricultural Research in Dijon, reminded

participants of the importance of the early years of child development in building food preferences.

At the end of the day, the 4th Louis Bonduelle Research Prize was awarded. In 2009, the prize went to Géraldine Comoretto, a young researcher whose work attempts to determine to what extent a child's diet can be a vehicle for social development and the construction of a child's self image.

Focus



CHILDHOOD BEING HONORED

The Fondation Louis Bonduelle named 2008-09 the year of the child, offering various activities to the youngest children, including an online game on the Fondation Louis Bonduelle website, which is now available in English. "Vegetable Quiz" is an educational game that allows children to discover the world of vegetables, from their botanical origins all the way to the kitchen, via the history of these plant wonders. A fun way to arouse a child's curiosity and taste buds!

Promoting the well-being of our employees

Bruno Rauwel,
Group Director of Human Resources

The individual development of its employees is at the heart of the strategy of the Bonduelle Group, which launched a major workplace conditions survey in 2008 and continues its efforts to optimize their working conditions.

70%

of all employees are happy in their work

80%

of all supervisory positions are filled through promotion within the group

22.8

work-related accident rate



For several years Bonduelle has been conducting various prevention and employee professional risk awareness programs. These continuous efforts, the fruits of a joint project undertaken by the human resources department, employees and company doctors resulted at June 30, 2009 in a 22.8 incidence rate and a 0.74 severity rate.

Workplace conditions survey

While employee safety is clearly a priority, their individual development within the group is also a major area of concern for the shareholders and the executive managers of Bonduelle. Over the years, the group has changed size, geographical coverage, structure, etc.

Opportunities for improvement

- Reinforce safety
- Improve health
- Promote diversity
- Increase expertise and mobility

All of these changes led the group's executive management to launch, in 2008, a workplace conditions survey aimed at improving understanding of employees' perceptions regarding their own situation and their vision for the group. Conducted by IFOP, an independent French polling and surveys institute, the survey notably revealed that 70% of all employees were happy in their work, with at the top of the list of things with which they were satisfied: their autonomy to carry out their duties, the hours they worked and the responsibility they were granted.

Generalizing use of annual performance reviews

83% of employees are proud to be part of the group, 85% are optimistic about the company's future, and 63% have had a performance review during the most recent year. Employees who have taken part in an annual appraisal are twice as positive about their individual position within the group. At the end of the study, local and group action plans were established, calling, among other things, for annual performance reviews to be performed for all employees starting in 2009.

Improving communication

In response to the stated need of our employees, local communications were also improved in 2009, with the launch of a corporate intranet and a quarterly newsletter providing group-specific information and the latest news about each plant. Personnel transfers and lists of all job openings are now also posted on line.

Focus



Employee-trainers responsible for distributing the kit to their colleagues at the plants in the French Southwest.

NUTRITION KIT

Nutrition is a major area of concern for Bonduelle, and one that is present in all of the group's projects, products and industrial processes. In order to raise group employee awareness, in March 2009 the in-house university (Institut Pierre et Benoît Bonduelle) launched a so-called Nutrition Kit. The kit includes various training modules intended for all employees: links between diet, exercise and health; information on food and nutrients; calorific requirements based on physical activity; and the nutritional values of vegetables. These two half-day sessions will also show group employees how to maintain their balanced diet even when working a shift, and how to read nutritional labels.

Honoring mobility and diversity

All these actions are aimed at improving mobility within the group: in 2008-09, 80% of all available supervisory positions were filled by promotion within the group. Thanks to the initiatives undertaken in recent years, 80% of the group's managers on the current "Top 50" list were recruited in-house. Moreover, Bonduelle has also long been committed to diversity with regard to the hiring of disabled employees, and in France, in 2009, the group renewed the Handipol I accord, committing notably to having disabled employees account for at least 6% of the total workforce. Lastly, to contribute to improving the health of its employees by promoting their awareness of the benefits of a balanced diet, Bonduelle launched a Nutrition Kit along with specific training modules designed for all group employees.

Additional information 
www.bonduelle.com

Working for sustainable agricultural production

Géry Capelle, Agronomics Development
Manager, BCI Nord-Picardie

In order to provide consumers with the healthiest vegetables while preserving the environment, Bonduelle has resolutely chosen to follow the sustainable agriculture path. To help achieve this goal, the group has entered into various partnerships in order to reduce the use of pesticides and other agrochemicals and to promote environmentally responsible agronomic solutions.

Biodiversity

180

varietal collections with

981

varieties in 2008-09

Overnight

34

trapping networks



Video-guided automated hoeing machine.

As the global leader in processed vegetables, more than any other market player Bonduelle has an obligation to promote socially responsible agriculture, complying with both social and regulatory requirements. The technical recommendation forms the group provided to its farming partners in 2008-09 are entirely coherent with this policy, encouraging farmers to use as few agrochemicals as possible and inciting them to use tested and environmentally responsible agricultural methods. Two solutions employed to reduce the use of herbicides are the false seedbed technique (weeds are allowed to grow and then destroyed upon germination) and the use of automated hoeing machines.

Opportunities for improvement

- **Promote**
the new supply charter to increase agricultural players' sense of responsibility.
- **Adapt**
farming methods to reduce inputs.
- **Drive**
progress in agronomic research.

Eight pilot farms

In addition to these recommendations, in 2008-09 Bonduelle initiated a group of pilot farms. The project, which is supported by the Chamber of Agriculture of the Picardie Region, the French National Institute for Agricultural Research (INRA) and Agro-Transfert (an entity that serves as intermediary between the research and agricultural development worlds), seeks to promote use of the integrated production model. Eight farms in the Picardie region of France are participating in this five-year program, during which time the operators will implement and test an assortment of agricultural techniques designed to control the threat to crops posed by the appearance of biological pests. Ultimately, the system should enable the most convincing solutions to be extended to other farming operations.

Trapping of Insects in green bean fields.



Focus



BONDUELLE, PARTNER FOR SOCIALLY RESPONSIBLE AGRICULTURE

Promoted by the group's field supervisors, these approaches reflect Bonduelle's commitment to helping change agricultural practices for the benefit of all. They are an extension of the collaborative initiatives undertaken with seed growers, tie in well with the Forum for environmentally responsible precision farming (Farre) program and are in harmony with the commitment charter the group signed in April of 2009 with the French Institute for Sustainable Agriculture (IAD). These commitments allow Bonduelle to be in phase with its own strategic guidelines and to affirm its desire to promote sustainable development under the terms of the Grenelle environmental initiative (in France).

Promoting risk analysis

In order to provide the best possible analysis of potential risks and reduce the use of agrochemicals, in 2008-09 Bonduelle also intensified the setting up of a network for the monitoring of crop pests. The traps perfected by the research scientists of the INRA are placed in fields and use pheromones to attract and capture insects. By studying the biological characteristics of the pests caught, the farmers can arrange for the most effective selective treatments, thereby avoiding the systematic spraying of crops.

Additional
information 
www.bonduelle.com

Sustainable savings of natural resources

Cécile Lovichi,
Environmental Manager

Under conditions marked by volatility in oil prices, a slowdown in consumption and new regulatory pressures, in 2008-09 the Bonduelle Group accentuated its policy of promoting sustainable savings of natural resources by taking part in the brand-new "frugal factory" project.

Bonduelle is reducing its emissions
of greenhouse gases by:

61,000 TEQ

CO₂ in accumulated savings of electricity
and fossil fuels in its production facilities
between 2005-06 and 2008-09.

33%

savings in water consumption in 5 years.

14%

reduction in total energy consumption
in 5 years.

The Bonduelle Group's natural resources policy is carried out operationally by each subsidiary and by the research and development department. This is achieved through actions such as regular auditing of group plants, recovery of energy used in the production process, establishment of online telematics to measure and monitor consumption, training and raising the awareness of group personnel and pooling experience.

14% reduction in energy consumption in five years

Launched in 2002-03, the natural resources conservation program has resulted in the sustainable and steady improvement of the environmental performances of the group's production facilities. In 2008-09 Bonduelle achieved a 1.7% year-on-year decrease in its total consumption of electrical and thermal energy, bringing to 14% the total reduction over the past five years.

Improvement in the management and recovery of resources

The group's water consumption fell by 5% over 2007-08, for a total reduction of 33% in only five years. Nearly two thirds of the group's plants achieved their consumption savings objective during the previous year. Moreover, the materials and energy recovered through the selective separation and sorting of industrial waste attained the 71% mark, while 93% of the tonnages of plant by-products produced were reused for animal feed and the production of biogas. Bonduelle is also striving

Opportunities for improvement

- **Reduce**
consumption of water and energy
- **Increase**
recovery of industrial waste
- **Measure**
performance of wastewater treatment facilities

to reduce waste at the source: the combined efforts of the R&D and purchasing departments along with the processing plants have resulted in various improvements in packaging. One example is the canned segment, which is working to optimize the thickness of the cans, jars and boxes used as containers, as well as the packaging they are shipped in. A similar approach was implemented by the frozen segment in order to develop more eco-friendly cartons, films and palettes. This approach is being developed throughout the group through many awareness-heightening initiatives supported by the tools offered in France by the company Eco Emballages.

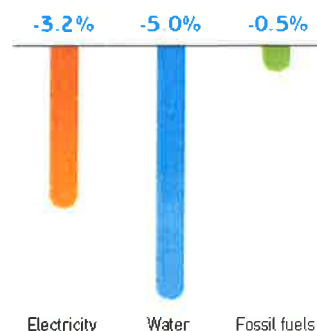
Preparing for the challenges of tomorrow

In order to successfully manage all new economic, regulatory, energy and social constraints that will arise, in 2008-09 the group initiated several studies related to the use of alternative energies, including the recovery of biogas produced by the bio-purification of industrial effluents for use in boilers, and the launch of a request for proposals for a project for the methanization of corn waste. The group is, moreover, active in monitoring the work being performed to evaluate the environmental impact of products on the market.

"Frugal factory" project: an innovative partnership

In partnership with EDF, the French electric utility, and the elite Paris School of Mining, the Bonduelle Group also launched a flagship project in 2009. With the support of the French Environment and Energy Management Agency (ADEME), "frugal factory" is a program intended to identify the best technological solutions for building the plant of the future, consuming as little energy as possible while providing the best possible working conditions for employees. This partnership will enable Bonduelle to further contribute to the fight against global warming, one of the group's major preoccupations as since 2005-06 it has reduced greenhouse gas emissions from its industrial production by the equivalent of 61,000 metric tons of CO₂.

Group consumption of natural resources:
2008-09 vs. 2007-08



Focus



Wastewater treatment facility at the Békéscsaba plant.

INCREASED CAPITAL EXPENDITURE

In 2008-09, the group also continued to invest in improving the quality of the water it discharges back into the environment. A bio-waste dehydration plant was added to the Estrées plant. At the Békéscsaba plant in Hungary, the first stage of the anaerobic treatment facility has been completed and was put into service in the summer of 2009. The recovery of the biogas produced will be assessed based on the results of the first operating run in 2009-10.

Additional
information 
www.bonduelle.com

Supplying healthy, flawless products

Jérôme Lefebvre, *Director of Quality*
Laurence Depezay, *Nutrition Manager*

Bonduelle's quality policy is guarantor of the group's reputation and long-term prospects. As such, it includes a "nutritional" component that allows it to offer consumers products that are not only as safe as possible, but also the most well-balanced from a nutritional standpoint.

17 **factories**
have been certified ISO 9001

20 **factories**
have been certified BRC and/or IFS

8 **factories**
produce certified organic products



Organization

The quality control departments are responsible for transforming the wishes expressed by customers and the marketing department into technical specifications, for managing any quality shortfalls while maintaining constant contact with the production plants and ensuring compliance with the certification programs and all associated audits, both within the group and with Bonduelle's corporate partners. The quality control departments are also charged with managing complaints and for representing the group, notably in relations with

Opportunities for improvement

- **Improve**
quality process
 - expand use of sensorial analysis,
 - manage customer complaints effectively
- **Preserve**
nutritional qualities of vegetables

the interprofessional associations to which Bonduelle belongs. In 2008-09, the group's efforts to achieve continuous quality improvement resulted in the launch of a reorganization of the quality control departments. Whereas these entities had previously been incorporated into each of the group's subsidiaries, they have progressively been incorporated into a new type of structure – the quality control shared services center.

New investment

This reorganization was accompanied by additional capital expenditure to ensure better risk control, through the incorporation of optical sorters and metal detectors into all production lines at group plants. A number of production facilities had their certification renewed during the year just ended, including ISO 9001 V 2000, the International Food Standard, the British Retail Consortium's Global Standard for Food Safety and the Écocert "organic" certification awarded to certain plants for their product transformation operations. This trend toward certification shows that the Bonduelle Group's quality policy does not just mean checking the product, it includes taking all appropriate measures. The effective pursuit of the group's improvement plans and its capital expenditures have resulted in a decrease of around 8% in the number of complaints received in all of our technological segments. This clear improvement shows the effectiveness of Bonduelle's choice of investments in the continuous improvement of the quality of its products, in accordance with consumer expectations.

Sensorial and nutritional qualities of Bonduelle products

In order to consistently offer consumers the tastiest recipes, Bonduelle is continuing to perform sensorial and gustatory analyses of six different types of gustatory sensations: sweetness, saltiness, acidity, sourness, bitterness and astringency. In 2008-09 the group also continued to improve the nutritional quality of its products. Through a series of analyses and by controlling the variables involved in the cooking process, the nutrition department was able to demonstrate that the nutritional value of pre-fried and grilled vegetables (used in processed vegetable recipes or sold as is to foodservice customers) is very high, and that they are high in vitamin content and contain only low levels of neo-formed contaminants. Moreover, the nutritional audit initiated in 2008 was concluded in 2009. More than 90% of all branded products met the nutritional standards the group set for itself, in addition to complying with all regulatory constraints. Lastly, the group continued its efforts to reduce sodium content, and the reformulations already carried out have resulted in a reduction of saturated fatty acids in certain processed recipes.

Efforts to reduce sodium content

CANNED: -20% to -45%

More than 30% of all Bonduelle canned goods have had their sodium content lowered by between 20% and 45%.

PREPARED FOODS: -20%

Between 2006 and 2009, the median sodium content of Bonduelle brand prepared foods was reduced by 20%.

Additional
information 
www.bonduelle.com

Transportation: taking on the environmental challenge

Hervé Chenault,
Supply Chain Director BCI

Transportation plays a vital role in Bonduelle's operations, bringing vegetables to the group's production facilities and sending the finished products out for distribution. Transportation issues have been fully incorporated into the corporate sustainable development policy, as Bonduelle strives to strike a balance between economics and ecology.

Bonduelle
has reduced its emissions
of greenhouse gases by:

- 646 TEQ

CO₂ saved through the use of a combined rail-highway approach for transportation between facilities,

- 131 TEQ

CO₂ saved on distribution.

The combined transportation method cuts CO₂ emissions by as much as

75%



Opportunities for improvement

- **Extend the use**
of metrics in all of the group's technology segments (canned, frozen, fresh and prepared foods)
- **Reduce**
CO₂ emissions

Highly conscious of the impact transportation has on the environment, in recent years the Bonduelle Group has undertaken several measures to optimize flows and thereby reduce emissions of greenhouse gases. These initiatives consist notably of sourcing vegetable production areas as close as possible to the regions in which the vegetables are consumed and of ensuring the availability of appropriate storage space. Moreover, distribution centers, which are organized by region, are responsible for approving the choice of transporters used to distribute our products to our customers, emphasizing the compliance of these partners with our policy and applying the objectives set by the group's Executive Management.

Transportation oversight and sustainable development committee

The transportation oversight and sustainable development committee is comprised of representatives of several different areas, including sales, factory logistics, supply chain, central purchasing and the sustainable development department. The committee is responsible notably for monitoring all pertinent legislative changes and advances made by the Grenelle environmental initiative (in France), and for exploring new transportation alternatives to highways.

Measuring as a tool for improvement

One highlight of the 2008-09 financial year was the revelation of the corporate survey conducted by the Bonduelle Conserve International subsidiary that the entity was emitting the equivalent of 7,406 metric tons of CO₂ every year in inter-facility transportation in Europe. What is more, 9,866 TEQ CO₂ were emitted moving the finished goods to distribution points in France. These numbers have given BCI the impetus to identify more environmentally-responsible transportation solutions than the use of highways.

Focus



ASSIGNING PRIORITY TO MIXED RAIL-HIGHWAY SOLUTION

Two daily shuttles working as a combined "rail-highway" solution are now providing a link between the Hungarian plants in Békéscsaba and Nagykőrös and the Nord-Picardie region of France via Budapest and Duisburg. Also, since 2008 the connections between Bordères (in southwestern France) and Nord-Picardie and between Renescure and the group's Italian distribution centers have been using this same alternative approach. These innovative programs have enabled the group to save the equivalent of 646 metric tons of CO₂ emissions on inter-facility transport, and 131 TEQ CO₂ on the distribution of finished goods, generating a global saving of nearly 90,000 euros. The group is now examining the use of maritime and river transport in its quest for greener transportation solutions.



Operations

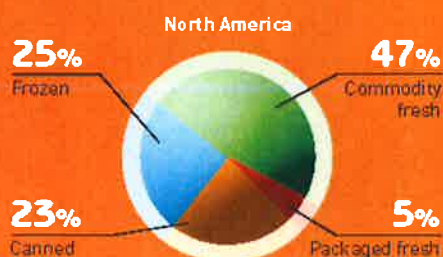
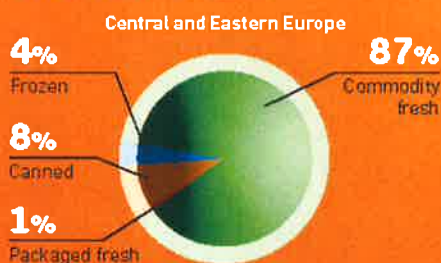
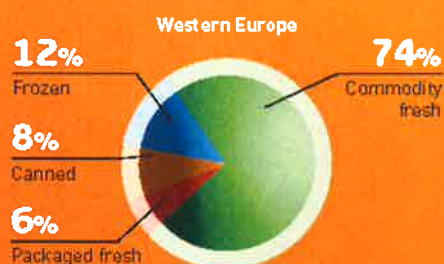
Bonduelle is world leader in processed vegetables, in all forms (fresh, prepared, frozen and canned) and through all types of distribution channels (retail grocery, foodservice, etc.).

In order to respond as effectively as possible to changing markets and consumer expectations, the group has structured its various operations into subsidiaries that are specialized by technology employed, customer or region.

World vegetable market

One trend is observed in all the regions studied: the products with the highest growth rates are those that combine the greatest ease of use with the best preserved nutritional benefits. For the past five years, the consumption of processed vegetables per inhabitant has been increasing by an average of 2% in Central and Eastern Europe, compared with 0.9% for commodity fresh vegetables*.

Market share
of each category in 2008 (in value)



(Source: Food For Thought 2008).

Processed vegetables



Commodity fresh vegetables



Processed vegetables: in phase with consumer expectations

Processed vegetables are produced only hours after they are picked at maturity, thereby preserving all their benefits, such as water, fiber, vitamins, minerals and antioxidants. Rapid transformation times and mastery of the processes involved ensure consumers receive the same nutritional qualities as those provided by commodity fresh vegetables^{***}. In addition to their nutritional benefits, their ease of use gives processed vegetables a second major argument with which to seduce consumers. In several decades, the increase in the amount of time spent commuting, the changing role of women in the workplace, the increase in the amount of time spent on recreational activities and the arrival of new technologies that facilitate consumers' daily life have all had a profound impact on dietary habits. Meal preparation times have shortened and new consumption patterns have emerged, such as eating on the run. By purchasing processed vegetables, consumers are manifesting their desire to obtain a product that is both healthy for them and easy to use.

Categories and distribution channels

The vegetable market can be divided into four categories:

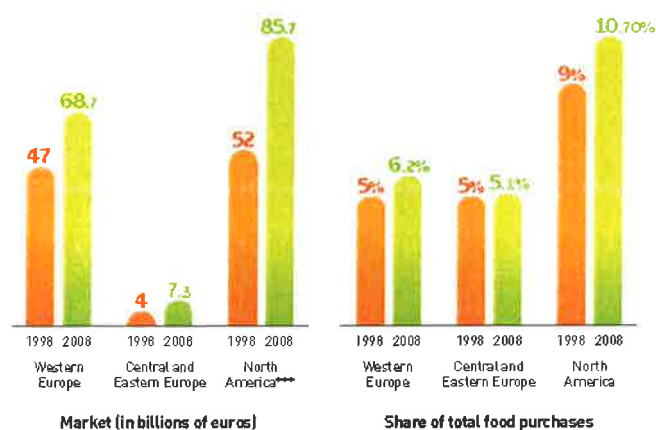
- commodity fresh vegetables, which are harvested but not transformed,
- and three types of processed vegetables:
 - canned (a generic term for all types of sterilized packaging, including cans, jars and cartons),
 - frozen, and
 - packaged fresh, including both fresh-cut packaged salads and prepared salads.

The share held by each category is not evenly distributed, with commodity fresh vegetables holding the lion's share of the market. This represents an important opportunity for growth for processed vegetables, whose penetration generally increases with the maturity of the market. In 2008, processed vegetables accounted for 53% of the North American market (in value), versus only 13% in Central and Eastern Europe^{*}.

Analysis of the two main distribution channels also reveals the growth potential for processed vegetables worldwide:

- Retail distribution accounts for 77% of all sales (in value), including 32% of processed vegetable sales.
- Foodservice includes all sales to non-individual customers, such as restaurants, local governments, snack bars, etc. Processed vegetables hold a 68% majority share of the foodservice market (in value) as they increase the shelf life of the vegetables, facilitate their preparation and allow foodservice players to remain price competitive.

Changes in the vegetable market, by region (in value)*



*Source: Food For Thought 2003 and 2008.

**Favell D. J., 1998. A Comparison of the Vitamin C Content of Fresh and Frozen Vegetables. Food Chemistry, 62(1), 59-64.

***1 euro = 1.459 US dollars (exchange rate at September 13, 2009).

Structure of the

Executive Management

Group Services

Finance • Human Resources • Communication and Marketing Corporate • Information Systems
• External Relations and Sustainable Development • Research and Development • Purchasing • Audit

35.5%

Gelagri

Spain

Santaella
Milagro

France

Saint-Genadec
Loudéac

100%

Bonduelle Conserve International

Spain

Benimodo

Belgium

Rijkevorsel
Westmeerbeek
Stabroek

France

Bordères
Estrées (canned)
Labenne
Renescur
Russy-Bémont
Saint-Sever
Vaulx-Vraucourt

Hungary

Békéscsaba
Nagykőrös

Belgium

Kortemark

France

Flaucourt
Rosières

100%

Bonduelle Frais International

Germany

Straelen
Reutlingen

France

Genas
Saint-Mihiel

Italy

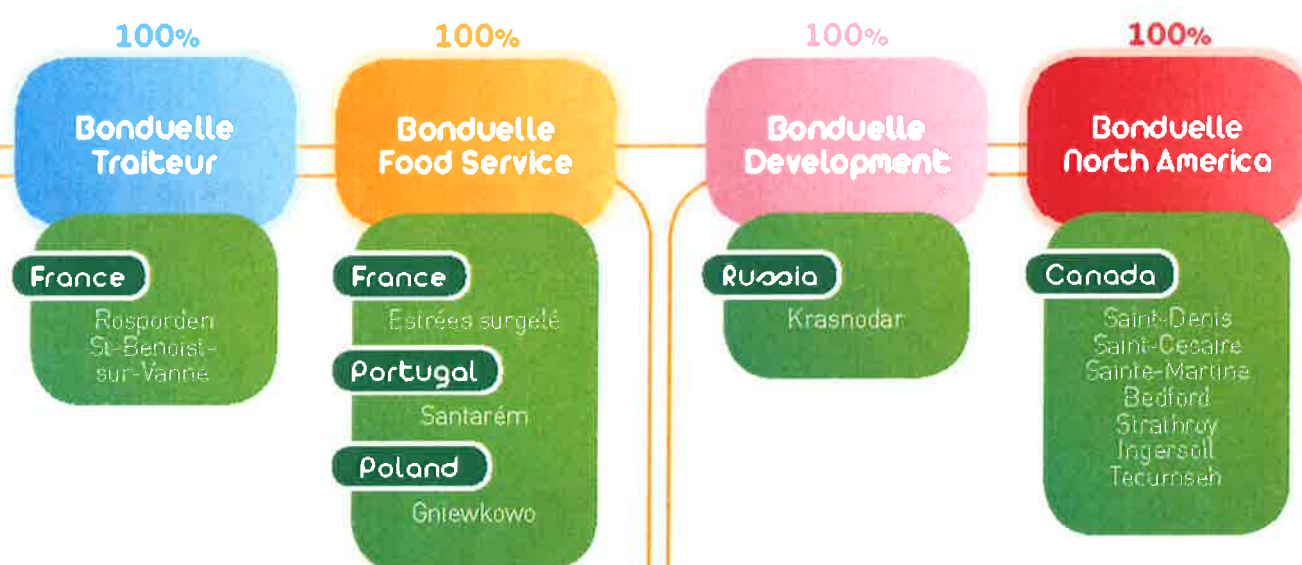
Battipaglia
Lallio
Costa di Mezzate

PRODUCTION FACILITIES

DISTRIBUTION CENTERS

SCOPE INCLUDED
WITHIN EUROPE

Bonduelle Group



SCOPE EXCLUDING EUROPE

Bonduelle in Europe

Through its own brands and those of its distributor clients, Bonduelle is the European leader in fresh and canned vegetables, and the second largest producer of frozen vegetables.

Vegetable market in

Central and Eastern Europe

7.3

billion euros

Western Europe

68.7

billion euros

76%
of total revenue

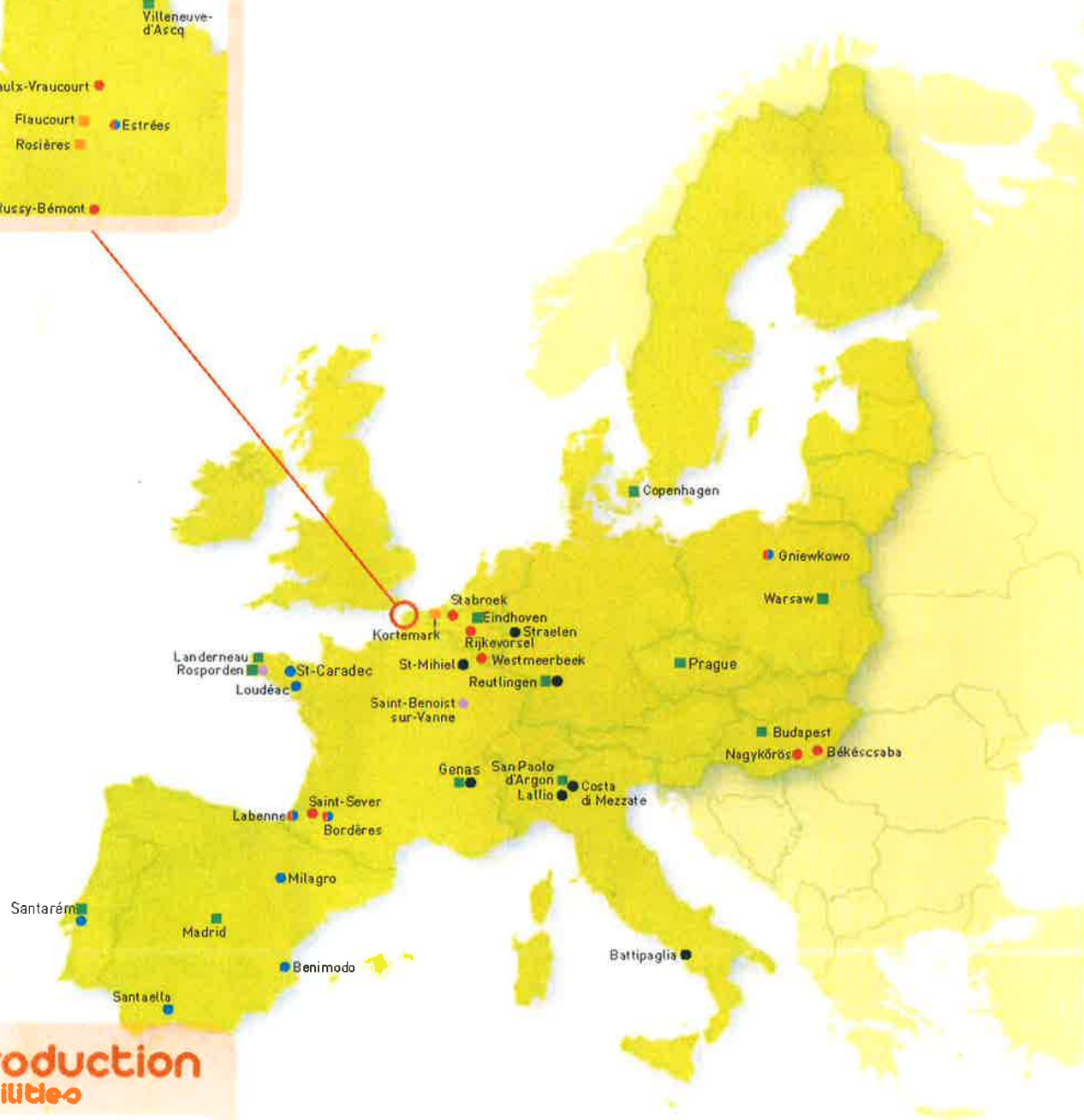
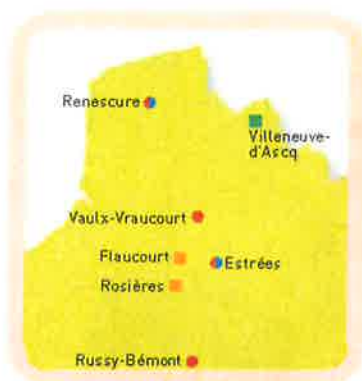
43%
of current
operating income

70,800

hectares cultivated for Bonduelle



Additional
information 
www.bonduelle.com



Production facilities

- Fresh-cut
- Frozen
- Canned
- Prepared
- Sales and marketing departments
- Distribution centers

Bonduelle Conserve International

Gilles Lessard, Chief Operating Officer,
Bonduelle Conserve International

In 2008-09, Bonduelle Conserve International strengthened its position as European leader in its market by acquiring La Corbeille in Belgium, and thanks to BCI's dynamic innovation policy the company was able to grow sales of its own brand by 2% during the year just ended.

3,600
employees
full-time equivalent

1.3
billion
consumer
sales units*

*Most basic level of unit sold in a retail store.



Focus

Innovation lies at the very heart of Bonduelle Conserve International's strategy. As a continuation of the steps taken in past years, this year the company strived to reinvent and modernize the canned segment. In 2008-09, the subsidiary was also made responsible for sales of Bonduelle brand retail frozen products in Europe. This resulted in several initiatives to offer new products and more practical packaging. The company's quest for innovation and progress was also seen in the inception of sales and marketing strategies never before seen in a segment where Bonduelle Conserve International's European leadership was confirmed in 2008 with the acquisition of La Corbeille.

Sales increased 20%

La Corbeille, a family-owned company founded in 1899, produces and sells 100,000 metric tons of canned vegetables every year, mostly in the form of distributor private label brands. With this acquisition, Bonduelle Conserve International has expanded its product range, notably through the use of microwaveable packaging. This form of packaging provides a response to growing consumer demand for more practical packaging and gives Bonduelle Conserve International access to new market segments, such as baked beans in the U.K.

Frozen operations

The Bonduelle brand has capitalized on its strengths to maintain its positions. In France, the stir-fry and waffle-cut families of products are showcased. In the Benelux countries, the mono-vegetable line has come out with a brand new concept called "Pure". In Spain, the Frudesa brand has launched an offensive to combat the crisis with a full range of value-priced prepared dishes.

Innovation, promotion and marketing

All of these product innovations contributed to strengthening the market shares held by Bonduelle Conserve International in its own brands in Europe, with a 2% increase in revenue during the 2008-09 financial year. This performance was also attributable to the company's successful marketing and advertising campaigns. The major promotional operations for Bonduelle canned vegetables, undertaken both on and off the shelves starting in August 2008, allowed the company to thwart the effects of the economic crisis by rallying the entire sales force to bolster sales. Another novelty in 2008-09 was the sale



EXPANSION OF THE "STEAM" PRODUCT RANGE

Launched in 2008 by Bonduelle France, the company's Steam products represent a veritable revolution in canned vegetables by guaranteeing – thanks to an exclusive preparation process – the most savory, crisp vegetables imaginable... as close as you can get to eating them fresh! Following the success of this innovation, Bonduelle Conserve International decided to expand the range, which, in addition to carrots, potatoes, peas, corn and endives will now include five new products, including three new vegetables: lentils, chickpeas and zucchini.



Additional
Information 
www.bonduelle.com



of Cassegrain branded sweet and savory products (prunes with almonds, applesauce with onions, chestnuts with chanterelle mushrooms, etc.) to accompany meals; this French innovation was very well received by the group's distribution customers. Bonduelle Conserve International also ran several marketing campaigns to showcase little "islands" in grocery aisles specially reserved for its brand and the latest novelties such as "Easy-peel", a more practical opening system, inspired by yogurts, that Bonduelle is the only company in the world to offer.

Major contributor to sustainable development

Bonduelle Conserve International has partnered with a number of entities whose goal is to promote a more balanced diet. BCI continued its journey along the path to environmentally responsible agriculture by reducing the use of inputs while maintaining the quality of its products through a series of massive capital investments, notably in the electronic and optical sorting of crops. Through these many projects, both current and future, Bonduelle Conserve International has confirmed its desire to remain a major player in the market, and to actively prepare for all social and environmental expectations in order to provide consumers with the best, healthiest and most innovative products.

Focus



A NEW PRESENCE BOTH IN STORE AND ON SCREEN

In parallel with the little islands installed on the endcaps in store aisles, in 2008-09 Bonduelle Conserve International tested a new system for presenting its products in the German market. Already widely used in the United States, this "can distributor" offers consumers greater visibility over the depth and diversity of the Bonduelle range of products. Lastly, despite the economic crisis, Bonduelle Conserve International maintained its investment in advertising, with a budget of 25 million euros in the scope included within Europe, allowing the company to renew close to 80% of its on-screen advertising in France, Poland, Germany, the Benelux countries and Italy.



France



Germany



Benelux



Poland



Italy

Bonduelle Traiteur

Patrick Néaume,
Chief Operating Officer, Bonduelle Traiteur



Under sharply worse economic conditions, in 2008-09 Bonduelle Traiteur managed to secure its market leadership, further widening the gap with its competitors in this highly competitive market.

A leading partner of both the distribution and foodservice industries, Bonduelle Traiteur was confronted in 2008-09 by the sharp slowdown in household consumption and the increasing penetration of private labels at the expense of manufacturers' brands. Nevertheless, Bonduelle Traiteur strengthened its leadership in the prepared salads segment, with its market share reaching 16.5% in 2009.

Increased competitiveness

This performance underscores the nutritional quality of Bonduelle Traiteur prepared salads and its spirit of innovation, and demonstrates the efficiency of its production facilities. Capital expenditure at the Rosporden plant under the Cap 40 program increased competitiveness while reinforcing the group's production capacity in order to be able to satisfy future demand.

New "Snacking" ranges

The launch of an additional range of Snacking-type prepared salads in the spring of 2009 also helped bolster Bonduelle Traiteur's position. This family of salads with dressing on the side includes three different delicious, light and balanced recipes that are lower in sodium and low in fat. They enable Bonduelle to differentiate itself from the "basic" recipes that initially built this segment in super markets and big box stores. This innovative trend will continue in 2010, thanks notably to additional investment in the Saint-Benoist-sur-Vanne facilities, which will give the brand the resources it needs to achieve its goals for this market, which represents a true engine for growth.

530
employees
full-time equivalent

93
million
consumer
sales units*

*Most basic level of unit sold in a retail store.



Additional
information 
www.bonduelle.com

Bonduelle Frais

International

Patrick Néaume, Chief Operating
Officer, Bonduelle Frais International

While it has been experiencing rapid growth for the past few years, the fresh-cut vegetable segment has been particularly exposed to the contraction of the market during the 2008-09 financial year. Bonduelle Frais International has strived to reinforce the vitality of its product offer by offering the best products at the best prices.

1,400
employees
full-time equivalent

255
million
consumer
sales units*

*Most basic level of unit sold in a retail store.



Focus

Ease of use and consistently high quality... for several years now, fresh-cut vegetables – which are washed, prepared, packaged and ready to eat – have been a big hit with European consumers, especially in France, the Benelux countries, Germany and Italy, all countries in which Bonduelle has a presence.

Highly exposed market

In a market that is particularly exposed to the whims of the economy, the 2008-09 financial year was marked by a fall in consumption, along with an increase in the share of the market held by distributor private labels. Both phenomena had an impact on Bonduelle's sales, although the company is still a leading player in this segment, thanks to, among other things, the various promotional campaigns organized during the year just ended and to the innovations introduced to the market.

A new "pack system" in Italy

Bonduelle Frais International has ramped up the number of its initiatives to drive innovation. In Italy, the new "pack system" for salads favors aesthetics and provides consumers with additional product information. Information is listed on both sides of the package about the origin of the ingredients, along with clear and understandable details about the variety of vegetable used. With its new logo, the pack is highly visible on store shelves; the product is identified better and therefore stands out from the competition.

Agricultural and industrial partnership with Val Nantais

In April 2009, the Val Nantais cooperative, in partnership with Bonduelle Frais International, inaugurated a new fresh-cut unit with a capacity of 5,000 metric tons. This allowed Bonduelle to strengthen its ties with the 100 producers in the Nantes region and to optimize its sourcing via new production areas at the heart of the region known for its production of *mâche* (lamb's lettuce) and young salad leaves. This proximity also guarantees product quality and freshness for all concerned.



EASY OPEN-RESEAL SYSTEMS

In France, Bonduelle launched a new type of easy open-reseal pouch. This salad packaging is pre-cut, with a self-adhesive strip along the top of the bag that guarantees the best product conservation possible. This practical solution, which was rolled out without raising prices, is also used for Bonduelle's laminated carton containers and allows the group to differentiate itself from the private label products sold by distributors. These innovations are contributing to the revitalization of the market, which has been trending upward since April 2009 and which still enjoys strong growth potential among consumers.



Additional
information 
www.bonduelle.com

Bonduelle Food Service

Pascal Bredeloux, Chief Operating
Officer, Bonduelle Food Service

Bonduelle Food Service is the largest European specialist in the production of vegetables for professional customers in the foodservice industry. The subsidiary also manages Bonduelle's production of frozen vegetables in Europe. In 2008-09 the company entered into an alliance with Coopagri Bretagne, giving rise to an international frozen foods division specialized in distributor private label products.

1,200
employees
full-time equivalent

85
million
consumer
sales units*

*Most basic level of unit sold to foodservice customers.



Since 2005, Bonduelle Food Service, a long-time partner of foodservice professionals – including hotel chains, fast food companies, restaurants and corporate cafeterias, among others – has been participating in Operation "Vegetable Day." Launched by the Fondation Louis Bonduelle, the principle is simple: granting vegetables the place of honor every Tuesday, in both commercial and corporate foodservice outlets. Four years after the initiative began, a survey conducted in 2008-09 with the various participants highlighted the pertinence of the strategy: 77% of all foodservice professionals affirmed that Vegetable Day increases their guests' consumption of vegetables, and 76% believe that consumers have a favorable opinion of the special event. Moreover, 80% of the professionals surveyed felt that by 'celebrating' Vegetable Day they were behaving in a socially conscious fashion.

Partner of the Paul Bocuse Institute

In order to better understand and strengthen its relationships with its clients, in 2008-09 Bonduelle Food Service also entered into a partnership with the Paul Bocuse Institute to support the thesis paper of a research scientist from the University of Lyon 1. The study consists of improving understanding about how vegetables are perceived by children and analyzing their behavior in a foodservice environment. In the same spirit, in 2009 Bonduelle Food Service participated in the Bocuse d'Or, a competition between the most renowned chefs in the world held during the International Hotel, Catering and Food Trade Exhibition (Sirha) held in Lyon at the start of the year.

Partnering with the biggest brands

During the Sirha trade exhibition, Bonduelle Food Service presented a spinach and pasta gratin using Kiri brand cheese that won the grand prize for collective foodservice and nutrition. At the same time, in 2008 the company launched a new leaf spinach recipe prepared with Elle & Vire brand cream. Well aware of its clients' needs, since 2008 Bonduelle Food Service has also been offering a more economical "Classic" range of products, which meets the needs of restaurant professionals while maintaining the high standards for quality for which the brand is known. Lastly, in 2009 Bonduelle Food Service entered into an exclusive distribution and sales agreement with Traiteur de Paris for a co-branded range of frozen vegetable-based products for commercial foodservice operators and caterers. This new trend was accompanied by a number of innovative projects: an easy-opening system on 5 kg cans and the introduction of the *sachet fraîcheur* (freshness bag) as an alternative to the steel can.

Focus



SHARED OBJECTIVE WITH TRAITEUR DE PARIS

Trading partners since 2007, Bonduelle Food Service and Traiteur de Paris share a common objective: helping commercial foodservice chefs to create new recipes by offering them products that meet their needs. The new co-branded range includes some fifteen pre-cooked vegetable-based products, including flans, *gratins*, bundt cakes, soft cakes, *tatin*-type pies, creamed vegetables and polenta.



A promising joint-venture

In an extremely fragmented market, in 2009 Bonduelle and Coopagri Bretagne decided to combine their efforts and give rise to profitable synergies in the field of frozen foods. Bonduelle owns 35.5% of Gelagri, the new entity born of this alliance, which is expected to open up new opportunities for the group in France and throughout Europe.

Additional
information 
www.bonduelle.com

Bonduelle outside Europe

Present in nearly sixty countries outside Europe, in 2008-09 the Bonduelle Group intensified its presence on several continents: market leader in canned and frozen vegetables in Canada, it also sells more canned vegetables in Russia than any other producer.

Montreal
Saint-Denis
Saint-Cesaire
Bedford
Sainte-Martine
Tecumseh
Strathroy Ingersoll

North American vegetable market

85.7

billion euros

24%
of total revenue

57%
of total current
operating income



Sao Paulo

Buenos Aires

Operations

Focus

The company's growth strategy in new markets is to first establish a strong brand identity. Bonduelle enjoys unaided recall rates of 86% in Russia, 50% in the Ukraine and 94% in Kazakhstan*.

*Unaided recall of the Bonduelle brand among purchasers of canned goods.
Source: Ipsos - ASI 2007, 2008.

40,700

hectares cultivated for Bonduelle

Production facilities

- Frozen
- Canned
- Sales and marketing departments

Moscow

Kiev

Krasnodar

Zagreb

Bucharest

Additional
information 
www.bonduelle.com

Bonduelle North America

Daniel Vielfaure, Chief Operating
Officer, Bonduelle North America

For its second consecutive year in the North American market, Bonduelle reported a record performance, with a sharp increase in net income. These results reflect the pertinence and the effectiveness of the synergies created following the integration of the Canadian company Aliments Carrière.

950
employees
full-time equivalent

637
million
consumer
sales units*

*Most basic level of unit sold in a retail store.



Focus

Similar values and corporate cultures, shared experiences, synergies driving productivity gains: the integration of Aliments Carrière went off without a hitch, much to the satisfaction of the company's employees as highlighted in the survey conducted in 2008 by the French Institute for Public Opinion (IFOP).

In Canada, with a product offer that is rather basic and heavily weighted toward private labels, Bonduelle North America held up well against the impacts of the crisis. In the United States, which accounts for 30% of the subsidiary's sales, the synergies and productivity gains obtained and favorable foreign exchange rates enabled Bonduelle to increase its competitiveness. The combination of all of these factors contributed to a considerable increase in revenue, and current operating income and net income were both sharply higher.

Two major acquisitions

In order to further strengthen its position, in 2009 Bonduelle North America made two additional acquisitions. Family Tradition Inc., a wholesaler of frozen foods, joined the group in February 2009, and on June 30, Omstead Foods Inc., an Ontario-based producer of frozen vegetables and competitor of Bonduelle in the foodservice sector, also joined the company, providing Bonduelle North America with favorable prospects for future growth.



ARCTIC GARDENS

One highlight of the year was the launch of a veritable marketing offensive, supported by a 40% increase in the budget, enabling Arctic Gardens to confirm its leadership in Quebec with a 60% market share. The brand is also number one in the Maritime Provinces, and in second place in all of Canada's other regions. This commercial success was accompanied by a genuine policy of innovation, notably with the launch in 2008-09 of a "Doypack", a sealed plastic bag with a micro-valve, suitable for use in the microwave and guaranteed to cook vegetables to perfection while maintaining an optimal texture. Exchanges of expertise between the Canadian and European teams also enabled Bonduelle North America to launch itself in the local production of extra-fine green beans, a product which had hitherto been imported from Europe. With this first harvest, Bonduelle was able to reconcile innovation with increased profitability.

Additional
information 
www.bonduelle.com

Bonduelle Development

Benoît Bonduelle, Chief Operating
Officer, Bonduelle Development

Bonduelle Development's primary goal is to bring vegetables to the four corners of the planet. The subsidiary managed to achieve a significant increase in revenue in 2008-09, despite the highly unfavorable economic conditions.

240
employees
full-time equivalent

300
million
consumer
sales units*

*Most basic level of unit sold in a retail store.





10% growth

Slowdown in consumption, massive devaluations in Russia, the Ukraine, Romania, Argentina... the economic environment of the year just ended was particularly unfavorable for Bonduelle Development, but thanks to its long-time presence and the strength of its brand, the subsidiary was able to both increase revenue by 10% and hold its margins steady.

Direct imports in Russia

These good performances were the result of various initiatives undertaken in 2008-09. In Russia, Bonduelle's local subsidiary optimized its supply chain, and now imports its products directly. This solution, a sign of improved service and productivity gains, contributed to bolstering Bonduelle's position in this market where, moreover, marketing and advertising were kept strong. Lastly, the production facility in Krasnodar, which is now running at full capacity, had an excellent crop year.

Construction of a plant in the Ukraine

Other countries, such as Romania, Bulgaria, Kazakhstan and Armenia were also able to withstand the effects of the crisis, as shown in the increased revenue they posted. Byelorussia and the Ukraine, however, suffered from the effects of the recession. In order to thwart the strong local competition in the Ukraine, Bonduelle decided to establish a plant that will eventually have a total capacity of 50,000 metric tons. Located 200 kilometers south of Kiev in the Dnieper River Valley, starting in 2011 the Cherkasy plant will produce canned peas and corn for the local market and the greater surrounding region, by adapting its products to the local tastes of each country. The plant will be equipped with flash-freezing capabilities at a later date.

Focus



INVESTMENTS IN BRAZIL

Bonduelle began a veritable canned foods offensive in Brazil, building a production facility in Cristalina, in the state of Goiás. The project will be completed in three phases: the first phase will be spent on the production of canned goods, the second on frozen, and the third establishing an export activity based at the Cristalina plant, which will be able to produce all year long.

Additional
information 
www.bonduelle.com

Financial report



Shareholder notes

Message from the Chairman of the Supervisory Board

During the 2008-09 financial year, the Supervisory Board was given regular progress reports regarding the activities of the Bonduelle Group. The Management Board provided us with all the documents required to evaluate the performance of its obligations and to review the individual and consolidated financial statements. It provided us with full disclosures regarding the information contained within the financial statements and the financial commitments and risks related to the group's operations. At the upcoming Shareholders' Meeting of December 3, 2009, you will be asked to approve the renewal of the appointments of three members of the Supervisory Board: Daniel Bracquart, André Crespel and Isabelle Danjou. As was the case last year, a specific report from the Chairman of the Supervisory Board is attached to the report of the Management Board to the Shareholders' Meeting; this report covers the principles of corporate governance, internal control procedures set in place by the company and the conditions under which the Supervisory Board and the committees prepared and organized their duties during the year.



André Crespel
Chairman



Net dividend per share
in 2008-09

1.5€

**Additional
information** 
is provided in the Finance section of
www.bonduelle.com

Shareholder notes

PERFORMANCE OF BONDUELLE SHARES RELATIVE TO THE CAC 40 AND SBF 120 INDICES (BASE 100 JULY 2008)



Bonduelle share information

SUMMARY SHEET

Market	Euronext Paris France
Market segment	Eurolist Compartiment B
ISIN code	FR 0000063935
Reuters code	BOND.PA
Bloomberg code	BON FP
Shares outstanding	8,000,000
Indices	MID 100 and Next 150
Eligible for	SRD deferred settlement



SHAREHOLDER STRUCTURE AT JUNE 30, 2009



Stock market data

SHARE PRICE <i>(in euros)</i>	2007-08	2008-09
High	95.90	72.44
Low	70.01	49.02
Closing	71.02	55.75
Market capitalization at June 30 <i>(in millions of euros)</i>	569	446
Average monthly trading volume	233,347	150,544

The Management Board will request that the Shareholders' Meeting of December 3, 2009 approve the payment of a net dividend of 1.5 euro per share. Bonduelle's shareholding structure includes a majority of family shareholders, providing the group with stability and an ability to pursue a long-term strategy. More than 2,000 Bonduelle employees also hold Bonduelle shares through company savings plans.

Financial releases scheduled for financial year 2009-10:

- 11/05/2009 • First quarter revenue
- 12/03/2009 • Combined Shareholders' Meeting for financial year 2008-09
- 02/04/2010 • First half revenue
- 02/25/2010 • First half results
- 05/06/2010 • Third quarter revenue
- 07/29/2010 • Annual revenue
- 09/28/2010 • Annual results
- 12/02/2010 • Combined Shareholders' Meeting for financial year 2009-10



Investor relations

The Bonduelle Group provides its shareholders with several sources of information.

The annual report, published in French and English, presents all the annual financial statements, reviews the highlights of the year and sets out the group's strategy, and provides a detailed business review for each subsidiary. The Bonduelle Group also publishes specific information on corporate social and environmental responsibility.

All of these documents, together with the registration document (*document de référence*) may be viewed and downloaded in the "Finance" section of the group's website: www.bonduelle.com. This site also provides real-time information on the Company's share price and access to Bonduelle news and recent developments.

Since 1998, a shareholder letter has provided a summary of key financial information and recent developments concerning the group and its subsidiaries such as, notably, the latest product launches. This newsletter is now sent to all shareholders (both bearer and registered) based on the most recent shareholder census. It can also be viewed and downloaded in the "Finance" section of the website.

Meetings

Company management meets with investors on a regular basis through news briefs and individual presentations. Many investors participated in meetings in financial year 2008-09, in France and other countries.

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 Mail: finance@bonduelle.com

Additional information 
 is provided in the Finance section of
www.bonduelle.com

Consolidated balance sheet

Assets

(In thousands of euros)

	At June 30 2008	At June 30 2009
NON-CURRENT ASSETS	553,838	571,759
Other intangible assets	44,996	42,241
Goodwill	101,317	115,395
Property, plant and equipment	381,228	378,571
Investments in associates	161	9,790
Other non-current financial assets	10,657	12,051
Deferred taxes	13,304	12,932
Other non-current assets	2,176	780
CURRENT ASSETS	906,815	914,785
Inventories and work-in-process	394,847	510,326
Trade and other accounts receivable	379,710	320,547
Tax receivables	17,356	10,264
Other current assets	3,939	5,627
Other current financial assets	17,288	5,344
Cash and cash equivalents	93,673	62,676
TOTAL ASSET	1,460,653	1,486,543

Equity and liabilities

(In thousands of euros)

	At June 30 2008	At June 30 2009
EQUITY, GROUP SHARE	372,127	367,870
Share capital	56,000	56,000
Additional paid-in capital	22,545	22,545
Consolidated reserves	293,582	289,325
MINORITY INTERESTS	19,041	11,773
TOTAL EQUITY	391,168	379,643
NON-CURRENT LIABILITIES	406,140	527,190
Financial liabilities – non-current portion	347,329	462,134
Employee benefits	4,316	5,534
Other non-current provisions	11,382	25,088
Deferred taxes	31,615	28,899
Other non-current liabilities	11,498	5,534
CURRENT LIABILITIES	663,345	579,710
Financial liabilities – current portion	180,816	127,387
Current provisions	4,752	2,492
Trade and other accounts payable	473,529	445,177
Tax payables	3,211	1,813
Other current liabilities	1,037	2,842
TOTAL EQUITY AND LIABILITIES	1,460,653	1,486,543

Consolidated income statement

(In thousands of euros)

	At June 30 2008	At June 30 2009
REVENUE	1,490,147	1,523,949
Purchases and external charges	(1,036,329)	(1,039,997)
Personnel costs	(294,856)	(301,415)
Depreciation, amortization and impairment	(66,433)	(67,209)
Other operating income	51,104	45,594
Other operating charges	(43,252)	(59,175)
Loss on sale of consolidated equity investments	0	(17)
OPERATING INCOME FROM CONTINUING OPERATIONS	100,381	101,731
Non-recurring items	(1,771)	(2,438)
OPERATING INCOME	98,610	99,293
Net borrowing costs	(26,635)	(26,984)
Other financial income and expenses	1,645	(33,788)
NET FINANCIAL EXPENSES	(24,990)	(60,772)
Income from associates	110	(300)
INCOME BEFORE TAX	73,730	38,221
Income tax	(21,889)	(11,574)
NET INCOME	51,841	26,648
Group share	51,160	26,552
Minority interests	680	96
BASIC EARNINGS PER SHARE	6.69	3.49
FULLY-DILUTED EARNINGS PER SHARE	6.68	3.49

Consolidated cash flow statement

(In thousands of euros)

At June 30, 2008 At June 30, 2009

NET INCOME	51,841	26,648
Income from associates	(110)	300
Depreciation, amortization and impairment	64,925	77,747
Elimination of other non-cash sources	1,080	26,677
Taxes paid	(15,298)	(14,294)
Income tax expense	21,909	11,574
Taxes paid	685	(1,786)
CASH FLOWS FROM OPERATING ACTIVITIES	125,030	126,866
Change in net working capital	(19,008)	(64,172)
NET CASH FLOWS PROVIDED BY OPERATING ACTIVITIES	106,022	62,694
Acquisitions of consolidated companies - net of cash and cash equivalents	87,876	(26,787)
Disposals of consolidated companies - net of cash and cash equivalents disposed of	0	112
Acquisitions of property, plant and equipment	(71,820)	(73,209)
Acquisitions of financial assets	(1,570)	(97)
Disposals of property, plant and equipment and financial assets	1,408	1,752
Net changes in loans and other non-current financial assets	362	(179)
CASH FLOWS USED BY INVESTING ACTIVITIES	(159,496)	(98,409)
Capital increase	0	0
Net acquisition of treasury stock	(18,081)	(2,266)
Net increase in non-current financial liabilities	149,126	139,867
Net decrease in current financial liabilities	(34,461)	(118,516)
Dividends paid to Group and minority shareholders	(11,101)	(12,221)
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	85,483	6,863
Impact of changes in exchange rates	(3,241)	(15)
IMPACT OF CHANGES IN EXCHANGE RATES	28,768	(28,866)
Cash and cash equivalents - opening balance	62,774	91,542
Cash and cash equivalents - closing balance	91,542	62,676
CHANGE IN CASH BALANCES	28,768	(28,866)



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Vitality generation

Financial report
2008/2009




Bonduelle



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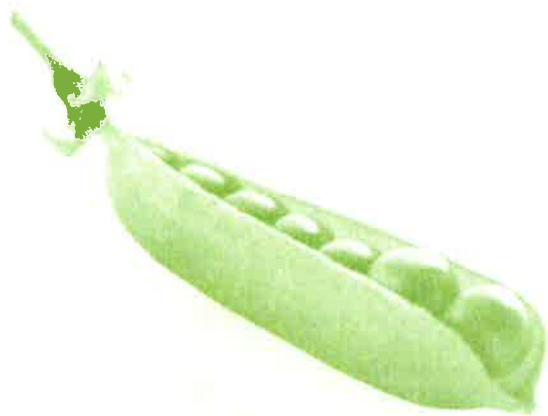
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Review of operations and annual consolidated financial statements

Report of the Management Board

Introduction

The consolidated financial statements of the Bonduelle Group for the financial year ended June 30, 2009 [FY 2008-09] are presented in accordance with all International Financial Reporting Standards (IFRS) adopted within the European Union. For purposes of comparison, they include historical data for the financial year ended June 30, 2008, prepared in accordance with those same standards.

Despite the difficult consumption conditions created by the most severe economic crisis since the 1930s, the Bonduelle Group was able to grow revenue and stabilize operating profitability and cash flows.

Thanks to the strength derived from its multi-national (36% in France, 40% in other EU Member States and 24% outside the European Union), multi-channel (traditional retail grocery, hard discount, foodservice, etc.) and multi-brand (national brands and private labels) positioning, the Group showed its ability to hold up against unfavorable economic conditions while continuing to drive both organic and external growth.

I - Revenue and earnings

1. REVENUE

Revenue was up 2.3% at current exchange rates and 4.4% excluding the impact of changes in exchange rates.

At same scope and excluding the impact of changes in exchange rates, the Group's revenue was 1.2% higher.

Europe region

The Europe region, which includes all European Union Member States other than the Balkan nations, achieved revenue growth of 1.2%, although individual results varied greatly:

- Sales had been trending downward during the first half but improved steadily over the following quarters, reflecting the severity of the economic crisis and subsequent stabilization of conditions;
- Depressed consumption had a negative impact on the fresh vegetables segment in particular and, during the second half, on commercial foodservice operations while the canned segment posted positive sales growth throughout the financial year;
- Contraction of sales at constant scope, counterbalanced by the incorporation of the canned operations of La Corbeille (Belgium), acquired on November 1, 2008.

The Group's product offer – basic products and affordability of both national and distributor brands – proved particularly appropriate at a time when consumers had increasing concerns about their purchasing power.

The processing performance achieved during the financial year, which benefited from an excellent harvest in 2008, enabled the Group to preserve gross margins.

The Group also adapted its production and structural costs to the crisis by launching in September 2008 a "Sustainable Competitiveness Plan," which started to pay off in its very first year, resulting notably in the announcement of the closing of the Belgian plant in Stabroek.

Rest of World

The Bonduelle Group reaped the benefits of its expansion strategy outside the European Union, a strategy in place for the past several years in the Eastern European countries and reinforced in 2007 by the acquisition of the Canadian company Carrière, now renamed Bonduelle North America.

Through its strong growth (5.7% at current exchange rates and 14.4% excluding the impact of changes in exchange rates) and its high operating profitability, this region's performance was in stark contrast to the lackluster performance of European consumption and now accounts for 24% of total Group sales.

In the former CIS countries, the crisis had a significant impact on certain countries without calling into question sales growth trends and industrial expansion projects (construction of facility in the Ukraine).

To a large extent, the local sourcing policy (in Hungary and Russia primarily) offers a natural hedge against exchange rate changes, and proved particularly pertinent, as unfavorable currency fluctuations had only a limited impact on product competitiveness.

Moreover, the changing of sourcing methods used for the Russian market, which continued during the first quarter of the financial year, enabled the Group to reduce customer outstandings, thereby decreasing collection risk in the region.

In North America, despite the economic crisis that initially began in this region, food consumption was relatively untouched, and the region was able to both grow its sales and improve its margins, helped by favorable USD/CAD exchange rates and the continuation of the plan to achieve synergies with Bonduelle's European operations, and notably production synergies.

The results obtained both confirmed the pertinence of the Bonduelle Group's acquisition and its ability to successfully integrate acquired companies. Bonduelle North America continued to improve its commercial positions in Canada by acquiring the operations of Family Tradition on April 1 and those of Omstead on June 30, 2009.

Lastly, the Group enjoys strong commercial positions in South America and the rest of the world, through its Major Export activity.

2. OPERATING INCOME AND CURRENT OPERATING INCOME

Current operating income increased 1.3% to 101.7 million euros.

Despite the unfavorable impact of currency movements (primarily in the Canadian dollar, Russian ruble, Hungarian forint and Polish zloty), the Bonduelle Group was able to maintain an operating margin of 6.7% of revenue.

The Group incurred a net non-recurring expense of 2.4 million euros, compared with a 1.8 million euro expense the previous year, consisting primarily of restructuring charges on the closing of the Stabroek plant (Belgium).

These results were obtained through a continuous search for efficiency, renewed vigilance over the different types of expenses and targeted marketing expenditures, and were favored by a fall in media costs and above all the ongoing commitment of the Group's employees to driving performance improvement.

3. NET INCOME AND CASH FLOW

Consolidated net income – which is the same as the Group's share of net income – fell sharply to 26.6 million euros.

Net income was strongly impacted by the significant increase in net financial expenses to 60.8 million euros from 25 million euros the previous year.

This financial result was primarily impacted by non-cash accounting items.

Declining interest rates had a negative impact on the current value of the hedging instruments used to ensure competitive financing conditions for the Bonduelle Group.

Changing exchange rates (primarily the ruble) also resulted in the recognition of unrealized losses on the financings extended to our Russian subsidiary, although these losses are expected to turn around in the event the ruble regains strength.

Interest expense was slightly higher, at 27 million euros, compared with 26 million euros the previous year, under the dual impacts of the decline in interest rates that was covered by our interest rate hedging strategy and the increase in working capital requirements.


The effective tax rate remained practically unchanged from the previous year, at 30.3%.

4. CAPITAL EXPENDITURE AND RESEARCH AND DEVELOPMENT

Total capital expenditure amounted to 63 million euros, compared with 70 million euros in 2007-08.

These expenditures were used to increase production capacity, improve productivity and plant safety, develop innovation and protect the environment in order to support the growth of the Group's operations in all of the geographical regions in which it is present.

In accordance with the provisions of the shareholder agreement signed with the European Bank for Reconstruction and Development (EBRD), the Bonduelle Group acquired 30% of the shares in Bonduelle Kuban from the EBRD, thereby increasing the Group's total stake in that Russian company to 95%. The EBRD acquired its holding in Bonduelle Kuban in 2004 during the construction of the production facility in Krasnodar and wishes to accompany the Group's expansion in the former CIS countries by retaining a 5% minority interest.



Research and development expenditure amounted to nearly 1% of total revenue, and continued to focus on new production processes, packaging and energy savings.

5. CHANGE IN WORKING CAPITAL

Excluding the impact of changes of scope, the Group's working capital requirement increased, by 64.2 million euros, due to the following:

- increase in inventories, linked primarily to a slowdown in sales after the production run and an increase in product cost prices;
- stability in collection times on trade receivables, despite the worse economic conditions, a sharp decrease in trade accounts payable under the impact of the French law on the modernization of the economy set in place in early 2009, and an improvement in the other components of working capital.

6. FINANCIAL DEBT / EQUITY RATIO

Under the dual impact of a sustained acquisition policy and the run-up in inventories, the ratio of financial debt to equity came to 1.35 at June 30, 2009. The maturity of the debt, essentially medium and long term, was improved by the issue in April 2009 of a 5-year, 140 million euro amortizing OBSAAR-type bond, providing security with regard to the Group's financing needs.

Net financial debt

(in millions of euros)	2007	At June 30 2008	2009
Net financial debt	277.9	409.0	512.6
Equity	381.8	391.2	379.6
Net financial debt/equity	0.73	1.05	1.35

7. HIGHLIGHTS

Acquisition of La Corbeille (Belgium)

On September 15, 2008, the Bonduelle Group announced that it had acquired control of La Corbeille, a Belgian company specialized in the production and marketing of canned goods. With revenue of 70 million euros, La Corbeille is specialized in the private label market through hard discount chains, primarily in Northern Europe. The acquisition was effective as from November 1, 2008.

Issue of a 140 million euro OBSAAR bond

On April 6, 2009, the Bonduelle Group issued a 5-year, 140 million euro bond with redeemable share subscription and/or purchase warrants (OBSAAR) repayable over five years through the redemption of one third of the bond in each of the third, fourth and fifth years.

With a face value of 600 euros per bond, this OBSAAR issue enjoyed attractive conditions despite the unfavorable market environment. This issue enabled Bonduelle to incentivize its managers by allowing them to share in the Group's growth through a preemptive right to subscribe to the redeemable share subscription and/or purchase warrants (BSAAR), secures the Group's medium- and long-term financings and enables the Group to take advantage of any acquisition opportunities that may arise.

The exercise of any share subscription warrants would further increase the Group's equity.

Alliance with Coopagri Bretagne (France)

Bonduelle and Coopagri Bretagne decided to pool their production and marketing of private label distributor brand frozen vegetables in the European Union. This allows Gelagri, a subsidiary of the Coopagri Bretagne cooperative specialized in this field – in which it generates 100 million euros in revenue from its three production plants (Loudéac in the Côtes d'Armor and Saint-Caradec in the Finistère departments of France, Santaella in Andalusia) – to consolidated the 60 million euros in sales achieved by Bonduelle in this sector and its Spanish production facility in Milagro (Navarro).

On the basis of their respective contributions, Coopagri Bretagne and Bonduelle now hold 64.5% and 35.5% of the new combined company, representing a volume of 150,000 metric tons of frozen vegetables in the European Union and 160 million euros in revenue, primarily in Spain and France. The joint venture enjoys agro-industrial and logistical synergies, with notably a better distribution of agricultural regions both in France and in Spain, and accordingly of climate risks, while providing its retail grocery, specialized distribution (home service, freezer centers, etc.) and foodservice customers better service and a full range of products.

Bonduelle Group has retained the marketing of its own brands of frozen vegetables (Bonduelle in Europe, Frudesa and Salto in Spain) and its seven other European flash freezing facilities that supply those markets. It is also continuing to produce and market both its own brands and private label frozen vegetables outside of the Europe region, most notably in the countries of Central and Eastern Europe and in North and South America.

This association constitutes a new example of alliance between the cooperative and private sectors, to which both Groups are already accustomed. The alliance has been operational since April 1, 2009 in Spain and since May 1, 2009 in France.

The joint venture is accounted for using the equity method in the consolidated financial statements of the Bonduelle Group based on its percentage holding.

Acquisition of Family Tradition and Omstead Food (Canada)

On February 26, 2009, the Group announced the acquisition of the frozen food marketing operations of Family Tradition and Omstead Foods. The Canadian companies, acquired on April 1 and June 30, 2009 respectively, will contribute an additional 60 million Canadian dollars in revenue (approximately 40 million euros) and will strengthen Bonduelle's positions in the Canadian frozen vegetables market. Many synergies are expected to be generated in terms of both marketing and optimization of the production capacity utilization of the Group's frozen food production units in Canada.

New production facilities in Brazil and the Ukraine

During the financial year, the Group also announced two projects to construct new facilities in Brazil and the Ukraine.

The Group has had a presence in Brazil since the mid 1990s, in both canned and frozen vegetables through essentially the use of imported products, and enjoys good market shares and strong recognition.

This new production facility project calls for the construction, in the first stage, of production capacity for approximately 50,000 metric tons of canned vegetables, primarily in peas and corn, starting in the spring of 2010, near Brasilia. This region enjoys clement weather conditions that greatly extend the annual growing period, thereby reducing capital requirements (production facilities and inventory carrying costs).

Intended during a first stage to supply the very large local market (170 million inhabitants) under competitive economic conditions, the project is aiming for a market share of 10% within three to five years, and will also enable the Group to supply other South American markets.

In the Ukraine, Group sales have been growing continuously for several years, supplied by the Group's production facilities in Hungary and Russia.

In order to support the acceleration of the Group's growth in this county and in light of the saturation of the Hungarian and Russian facilities, as well as to diversify the areas used for sourcing in a region so strategically important for the Group's growth and profitability, Bonduelle launched the construction of a production unit with a capacity of approximately 50,000 metric tons of canned vegetables that is expected to begin operations starting with the 2011 harvest.

Enjoying the highest yielding agricultural conditions (the Chernozem, or black lands), the production region is found at the very heart of the Ukraine, and its climate would make it possible to develop frozen vegetable operations at some later date.

Sustainable Competitiveness Plan

In order to adapt its functioning and organization to the poor economic conditions and to improve its long-term competitiveness, the Group has initiated a continuous improvement program for its operating performance, called the "Sustainable Competitiveness Plan." This plan – which succeeds the "David and Goliath" plan, whose initial 15 million euro cost savings objective was surpassed – provides for total annual cost savings of 30 million euros within three years through the improvement of industrial and logistical performances and the reduction of structural costs.

The resources freed up by this approach are, in part, intended to be invested into promoting the brand.

A policy of continuous innovation

Canned: "Vapeur" [steamed] products

Based on an innovative industrial process and four years of research, the *Vapeur* range of canned vegetables offers fresh steamed vegetables with a crispness and taste not seen in any other products.

Successfully launched in France in early 2009, the line of steamed products will be rounded out and sales will shortly be expanded to other European countries.

Frozen: Grilled vegetables

With the considerable expertise in grilled vegetables it has obtained at its Santarém plant in Portugal, Bonduelle has developed a range of grilled "sun-kissed" vegetables, to be eaten alone or as a side dish.

Foodservice: Soft, melt-in-your-mouth vegetables

Soft on the outside and melt-in-your-mouth delicious on the inside, these soft precooked frozen vegetables offer food-service professionals both refinement and ease-of-use.

Solidaime and Bonduelle: a generous partnership

In France, Bonduelle is partnering with Solidaime, a non-profit association that seeks to transform the act of purchasing into an act of generosity.

A specific range has been prepared, and each product purchased generates a donation to the association.

Communication

The Group continued to invest in promotion of the Bonduelle brand, especially on French television, in all four of the Group's technologies – canned, frozen, fresh and prepared – using a standard format.

The Group also continued to promote the brand abroad, with television advertising notably in Russia, Kazakhstan and Romania, as well as in Canada with the Arctic Gardens brand.

The Group website has been revamped, offering new services and even more information about the Group. The website was named "2008 Best shareholder information website" among mid-caps by the investors interviewed by Opinion Way.



Sustainable development

Improvement of workplace safety

As a result of the safety awareness policy set in place as part of the Group's commitment to sustainable development, the Group recorded a 22.80 incidence rate for work-related accidents this year. The formalization of the sustainable development strategy in 2002, the implementation of safety metrics and the exchange of best practices all contributed to this good performance.

Sourcing charter

The corporate sourcing charter formalizes Bonduelle's relationships with all farmers producing vegetables for the Group, defines environmentally-responsible agricultural practices and promotes precision agriculture.

Respect for the environment

Bonduelle's desire to reduce the environmental impacts of its activities, reinforced by unprecedented increases in energy, commodities and packaging costs, remains a major

incentive and has led the Group to enhance its energy, water, packaging and waste/by-products policies.

In March 2009, the Bonduelle Group signed the charter of the Institute for Sustainable Agriculture (IAD), thereby reaffirming its commitment to environmentally-responsible agriculture.

Nutrition

As part of its effort to promote transparency and education, Bonduelle is stepping up its initiatives in the field of nutrition. The Group's priority is to become a key player in nutrition, and to establish vegetables as the food of the future.

8. EVENTS AFTER THE BALANCE SHEET DATE

No major event has taken place after the balance sheet date.

9. SHARE PRICE AND TRADING INFORMATION

Share price

(in euros)

	2006/2006	2006/2007	2007/2008	2008/2009
High	68.30	99.55	95.90	72.44
Low	55.15	66.60	70.01	49.02
Financial year-end closing price	67.50	91.70	71.02	55.75
Market capitalization at June 30				
(in millions of euros)	540	733	569	446
Average monthly trading volumes	239,424	289,576	233,330	150,544

10. OUTLOOK

In the face of very poor economic conditions, the Bonduelle Group has succeeded in preserving its operating profitability and pursuing its growth strategy.

Despite the uncertainty of the consumption climate, marked by tremendous volatility in both economic variables and commodity prices, the strength of its business model and the diversity of its portfolio of activities should enable the Bonduelle Group to pursue its profitable growth strategy during financial year 2009-10.

With a strong balance sheet and tested expertise in the rapid integration and development of synergies, the Group intends to take advantage of any acquisition opportunities that would strengthen its competitive positions and enhance its technological and geographical priorities.

11. INDIVIDUAL FINANCIAL STATEMENTS OF BONDUELLE SCA

A. Income statement

The Bonduelle SCA holding company reported net income of 6.5 million euros.

This includes primarily:

1. Net financial income of 4.6 million euros:
 - Interim dividend received from Bonduelle SA + 10.0
 - Other interest and financial income + 5.8
 - Financial expenses and provisions - 11.2
2. Operating expenses of 1.8 million of euros.

B. Balance sheet

Analysis of the main balance sheet headings

1. Non-current assets of 640 million euros, consisting essentially of non-current financial assets
2. Equity of 326.8 million euros

(in euros)

	2008/2006	2006/2007	2007/2008
Net dividend per share	1.25	1.35	1.50
Gross dividend per share	1.25	1.35	1.50
Amount qualifying for tax credit	1.25	1.35	1.50
DIVIDEND PAID (in thousands of euros)	10,000	10,800	12,000

C. Information on the capital

At June 30, 2009, the share capital of the Company comprised 8,000,000 shares with a par value of 7 euros per share, representing a total of 11,553,232 voting rights.
To the best of the Company's knowledge, the following shareholders own at least 5% of the Company's capital: La Plaine SAS, with 22.3% of the capital and 31% of the voting rights.

Group employees held 3% of the capital through mutual funds.

During the financial year, the Management Board, exercising the authorization received from the Extraordinary Shareholders' Meeting of December 6, 2007, granted 74,050 stock options with an exercise price of 57.08 euros per share to 158 employees.

Non-current financial assets

Analysis of changes in gross values and provisions:

	Gross values at June 30, 2008	Acquisitions	Disposals	Repayment, reclassification and other ⁽¹⁾	Gross values at June 30, 2009
(in thousands of euros)					
PARTICIPATING INTERESTS	333,762				333,762
Bonduelle SA	333,762				333,762
OTHER NON-CURRENT RECEIVABLES	151,280	140,132		(239)	291,172
Due from participating interests					
Loans to Bonduelle SA affiliates ⁽¹⁾	151,255	140,000		(239)	291,015
Other	25	132			157
OTHER NON-CURRENT FINANCIAL ASSETS					
Loans					
Treasury stock held:					
- under a liquidity contract	178	5,907	(5,792)		292
- in relation to an acquisition	16,431	2,152			18,583
	501,650	148,190	(5,792)	(239)	643,809

(in thousands of euros)

	Gross values at June 30, 2009	Provisions at June 30, 2009	Charges	Recoveries	Carrying amount at June 30, 2009
Participating interests	333,762				333,762
Other non-current receivables ⁽¹⁾	291,172				291,172
Other non-current financial assets					
Treasury stock held:					
- under a liquidity contract	292	10	58		224
- in relation to an acquisition	18,583	910	2,784		14,889
	643,809	920	2,842		640,047

(1) Bond issued July 25, 2007, transferred to Bonduelle SA and with a bullet redemption on July 24, 2013.

Bond issued April 6, 2009, transferred to Bonduelle SA and redeemable in three equal installments on April 6, 2012, April 6, 2013 and April 6, 2014.

VALUE AT YEAR END

Treasury stock	14,425
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(in number of shares)

	At June 30, 2009	Increase	Decrease	Reclassification	At June 30, 2009
Treasury stock held:					
- under a liquidity contract	2,500	101,690	98,950		5,240
- in relation to an acquisition	216,112	33,285			249,397
	218,612	134,975	98,950		254,637

Marketable securities

(in thousands of euros)

	At June 30, 2008	At June 30, 2009
Treasury stock held for stock options	9,049	9,049
Impairment of treasury stock held for stock options	(183)	(2,014)
	8,866	7,035
VALUE AT YEAR END		
Treasury stock held for stock options	9,794	7,722

(in number of shares)

	At June 30, 2008	Increase	Decrease	Reclassification	At June 30, 2009
Treasury stock held for stock options	136,316				136,316
Treasury stock not held under a liquidity contract	216,112	33,285			249,397
Treasury stock held under a liquidity contract	2,500	101,690	98,950		5,240

Analysis of the share repurchase program - financial year 2008/2009

Under the terms of a share repurchase program, during financial year 2008-09 Bonduelle SCA made the following purchases and sales of treasury stock:

	Quantities	Average unit price (in euros)	Valuation (in euros)
TREASURY STOCK ON JULY 1, 2008	354,928	72.29	25,657,585
Treasury stock purchased during 2008/2009	134,975	59.67	8,053,471
Treasury stock sold during 2008/2009	(98,950)	58.50	(5,788,330)
Total trading costs (including liquidity contract)			30,134
TREASURY STOCK AT JUNE 30, 2009	390,953	71.43	27,923,862
Par value of treasury stock held			7

MOTIVES FOR ACQUISITIONS OF TREASURY STOCK

	% of share capital
Share price support (liquidity contract)	1.27%
Employee stock ownership program	None
Stock options	None
Acquisitions	0.42%
Cancellation	None

(in number of shares)

	ESOP	Hedging of marketable securities	Acquisitions	Cancellations
Volume of shares used	-	-	-	-

None of the shares held by Bonduelle SCA have been reallocated to other uses subsequent to the latest authorization granted by the Shareholders' Meeting.

Five-year financial summary

(in thousands of euros)

	At June 30, 2008	2006	2007	2008	2009
FINANCIAL POSITION AT YEAR END					
Share capital	56,000	56,000	56,000	56,000	56,000
Number of shares issued (in units)	8,000,000	8,000,000	8,000,000	8,000,000	8,000,000

(In thousands of euros)

	At June 30, 2008	2008	2007	2008	2009
TOTAL INCOME FROM OPERATIONS					
Revenue from subsidiaries	29,481	49,365	30,100	82,316	10,000
Net revenue					
Income before taxes, employee profit-sharing, depreciation, amortization and provision	30,826	48,252	30,041	80,454	7,318
Income tax	(667)	(8 605)	(490)	(2,483)	(3,717)
Employee profit-sharing					
Income after taxes, employee profit-sharing, depreciation, amortization and provision	35,323	57,189	30,555	81,833	6,521
Dividends paid	8,960	10,000	10,800	12,000	12,000
INCOME FROM OPERATIONS PER SHARE (in euros)					
Income after taxes and employee profit-sharing, but before depreciation, amortization and provisions	3.94	7.11	3.82	10.37	1.38
Income after taxes, employee profit-sharing, depreciation, amortization and provisions	4.42	7.15	3.82	10.23	0.82
Dividend paid per share	1.12	1.25	1.35	1.50	1.50 ⁽¹⁾

(1) Proposal submitted to the Shareholders' Meeting.

II - Risk management

In line with the objectives defined by the Group's Executive Management (including sustainability, independence and the individual development of our employees), Bonduelle takes a conservative and responsible approach to its risks.

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 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. At Financial Business Reviews, the Group's Executive Management validates all of the guidelines set in place in relation to previously authorized risk management strategies. In a global economic environment that is experiencing rapid change, characterized by market volatility and changes in financial techniques, the role of the Group 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, in order to reduce the capital allocation required to manage these financial risks as much as possible.

The Group forbids 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. It also arranges confirmed lines of credit to maximize the flexibility of the Group's financing; details regarding these confirmed lines are provided in Note 21 of the notes to the consolidated financial statements at June 30, 2009.

B. Market risks

a. Currency risk

Risks related to changes in exchange rates

The Group publishes its consolidated financial statements in euros, and in 2008-09 76% of total revenues and 43% of total 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 and U.S. 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 foreign currency hedges.

The Group's international growth strategy contributes to increasing the weight of non euro-denominated activities in consolidated revenues, operating income and 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.

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 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. An analysis of the portfolio at June 30, 2009 is provided in Note 20 of the notes to the consolidated financial statements at June 30, 2009.

b. 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 financial expenses. The Group uses various instruments available on the market, especially interest rate options and swaps. Details of the portfolio at June 30, 2009 appear in Note 20 of the notes to the consolidated financial statements at June 30, 2009.

c. 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 retail grocery 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.

However, as part of the Group's conservative approach to risk management, a worldwide program has been set in place with Atradius, the second largest insurance company in the world, for "catastrophic risk" coverage on the Group's largest customers and against any deterioration of the financial position of our customers in the new geographical regions in which the Group is expanding.

d. 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 invested in short-term interest-bearing deposits.

e. Commodity 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 farming activities.

There is, moreover, no organized market for the agricultural commodities purchased by the Bonduelle Group. Changes in the prices of agricultural commodities 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.

C. Management of equity

The Bonduelle Group always ensures that its financial structure remains optimal by respecting the equilibrium between its net financial 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, 2009, the Group had equity of 379.6 million euros, on the basis of which the Board of Directors proposed a dividend of 1.50 euros per share. Bond issues are subject to financial covenants, and most notably an early redemption clause in the event of a default in the repayment of a financial liability (cross default) or if the ratio of long-term debt/long-term capital exceeds a maximum of 0.60.

At June 30, 2009, the Group was in compliance with these covenants.

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 directors and officers of the Group;
- Ensure that sufficient shares are available to cover needs generated by marketable securities giving right to the allocation of shares of the Company in accordance with all regulations in effect;
- Cancel any of the shares acquired

Under this program, at June 30, 2009, the Company held 390,953 shares of treasury stock, of which 136,316 were destined for stock options exercisable in part starting in 2009. 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.

3. LEGAL RISKS

A. Regulatory risk

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 the measures it has implemented are sufficient to meet regulatory requirements and prevent and manage these risks.

B. Trademarks and intellectual property

Rigorous measures are employed to protect Bonduelle trademarks. Internal legal teams assisted by intellectual property consultants monitor Group trademarks, especially the Bonduelle, Cassegrain, Arctic Gardens and Frudesa brands, register and renew trademarks and take actions 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 resources it needs to guarantee the independence of its activities.

4. INDUSTRIAL AND ENVIRONMENTAL RISKS

Bonduelle's activities are regulated by numerous provisions concerning water, air, soil and environmental 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.

Combining the most stringent European standards, and notably those taken from French "precision agriculture" practices, all of the Polish, Portuguese, Italian, and French farmers accounting for three quarters of our supplies have signed this charter. The remaining 25% of supplies are subject to special contract specifications.

B. Product quality and safety

Food safety is a key priority of Bonduelle's quality policy. To 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.

Of the Group's 35 industrial sites, 17 are ISO 9001 certified, 20 are BRC and/or IFS certified, and 8 make products that are certified "organic." In 2008-09, many controls were 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:

- Reduction of water and energy consumption;
 - Improvement of wastewater treatment equipment;
 - Pursuit of the industrial and green waste management policy.
- Bonduelle has 30 treatment plants, to ensure that water is returned in pristine condition to the natural environment:
- 15 bio-waste treatment plants;
 - 3 agricultural fertilizer systems;
 - 12 systems for pre-treatment before discharge into external systems.

Initiatives implemented at the various industrial sites have reduced consumption of polluting energies (low-sulfur fuel) in favor of cleaner energies (electricity and natural gas).

5. HEDGING OF NON-FINANCIAL RISKS

Three strategic objectives have been set for the Company by the shareholder, 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 spending 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 fire that destroyed the San Paolo d'Argon (Italy) packaged salad production plant on February 28, 2008 was covered by the Group's insurance programs. In terms of earnings, this claim had no impact on the Group's consolidated financial statements for financial years 2007-08 and 2008-09.

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 collaboration with the operating entities.

The scope and amounts of insurance coverage are set at the Group level, based on objectives defined by Bonduelle's Executive Management. The insurance programs are negotiated by the Group 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 set in place to the extent permitted by the insurance and reinsurance markets.

Other insurance programs covering less significant risks have also been subscribed.

The main programs are:

Risk	Deductible (In euros)	Insurer
Property damage – Business interruption	80,000 to 100,000 euros, depending on facility	AGF Allianz Group
Civil liability	No deductible	Chubb
Contamination and brand image	76,000 euros	AIG
Credit risk	90% coverage	Atradius

III – Corporate social and environmental responsibility

Areas	Metrics	Scope
AGRICULTURAL PRODUCTION		GROUP
Biodiversity	Nearly 500 varieties of vegetables distributed through the product lines 981 varieties used in 2008-09 through 180 varietal collections	
Agronomic personnel	208 employees	
Sourcing charter	82% of all farmers have signed the charter	
Soil analysis	81% of all nitrogenous fertilizers have been calculated using the residual method	
Agricultural intensity	26.83 hectares of vegetables grown per producer	
Monitoring network	34 trapping networks	
NATURAL RESOURCES		GROUP
Water consumption	13,763,219 m ³ consumed, or 13.2 m ³ per metric ton of product produced	
Energy consumption	Electricity: 360 Gwh Natural gas: 491 Gwh PCs Fuel (very low sulfur content): 2,597 metric tons Propane: 1,190 metric tons Domestic fuel oil: 773 metric tons	
Production of ordinary wastes	37,520 metric tons, or 35.88 kg per metric ton of product produced Recovery: Landfill sites: 29% Recovery of energy: 6% Recycling: 65%	
Production of special wastes	166 metric tons, or 0.16 kg per metric ton of product produced	
Production of green waste	401,057 metric tons, or 384 kg per metric ton of product produced Recovery: Agricultural fertilizer: 3% Animal feed: 89% Other: 8%	
Biowaste from wastewater treatment plant	3,907 metric tons of dry matter	
Packaging	165,359 metric tons Analysis by type of material: Glass jars: 5.2% Metal cans: 65.7% Plastic films: 6.5% Cardboard boxes: 17.6% Plastic trays: 1.6% Lids: 2% Labels: 1.4%	
Expenses incurred to prevent environmental impact of Group activities	Water and sludge from wastewater treatment plant: 3,886,105 euros Industrial waste and green waste: 271,474 euros Air and energy: 3,414,200 euros	

Area	Metrics	Scope
QUALITY AND NUTRITION		GROUP
Total quality staff	495 (full-time equivalent) employees, of which: 6.5% in the quality units of the subsidiaries and the Group Purchasing Department 31.1% in the quality units of production facilities 40.9% in the quality control function on production lines 21.5% in final receiving controls	
Certified facilities	17 are ISO 9001 certified 20 are BRC and/or IFS certified 8 make products that are certified "organic"	
Customer service	1 customer service unit has been established in each country	
TRANSPORTATION		
CO ₂ emissions	9,866 TEQ CO ₂ : canned distribution – France 7,406 TEQ CO ₂ : inter-site canned transport – Europe	FRANCE EUROPE
PERSONNEL AND SAFETY		GROUP EXCLUDING LA CORBEILLE
Employees	6,183 permanent employees 8,421 full-time equivalents under long-term (CDI), short-term (CDD) and seasonal employment contracts Seniority: 0 – 3 years: 967 3 – 9 years: 1,679 > 9 years: 3,436 Turnover rates: Managers: 9.37% Administrative employees and technical supervisors: 6.78% Workers: 7.34% New hires, by type of employment contract: CDI: 276 CDD: 507 Seasonal: 6,520	
Training	1.43% of total payroll	
Safety conditions	Accident incidence rate: 22.80 Accident severity rate: 0.74	
Departures and transfers	Departures: 542 Resignations: 181 Dismissals: 198 Transfers to other establishments: 70	
Hours worked and absenteeism	Hours worked: 14,251,456 Absenteeism rate: 5.33%	
Compensation and career advancement	Total compensation (CDI + CDD + seasonal): 215,449,658 euros (excluding payroll taxes)	



IV - Share capital

The conditions under which the By-laws provide for the modification of the share capital and voting rights comply with all applicable legal provisions.

The By-laws do not provide for any special dispensations.

SUBSCRIBED CAPITAL

The share capital amounts to 56,000,000 euros, comprised of 8,000,000 fully paid-up common shares of a single class of stock, with a par value of 7 euros per share.

AUTHORIZED SHARE CAPITAL, NOT ISSUED

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 4, 2008 delegated the following powers to the Management Board:

Delegation of authority to the Management Board to increase the share capital of the Company by capitalization of reserves, net income or additional paid-in capital.

The Shareholders' Meeting, 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, in one or more transactions, at such times and using such methods as it chooses, by capitalization of reserves, net income, additional paid-in capital or other amounts whose capitalization is authorized, by issuing shares or granting free shares or increasing the par value of the existing common shares, or by a combination of these two methods;
- 2) Decides that if the Management Board decides to use this authorization, in accordance with the provisions of Article L225-130 of the French Commercial Code, to increase the share capital of the Company by granting free shares, rights to fractional shares may be neither traded nor transferred, and the corresponding shares shall be sold with any proceeds from such sales allocated to 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 provided 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 capital increase, formally acknowledge it and amend the By-laws appropriately;

- 6) Duly notes that this authorization immediately cancels and replaces any previous authorizations with the same purpose.

Delegation of authority to the Management Board to increase the share capital of the Company by issuing common shares or securities giving access to equity reserved for shareholders.

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Independent Auditors and in accordance with the provisions of the French Commercial Code and notably of Article L225-129-2 thereof:

- 1) Authorizes the Management Board to increase the share capital of the Company, in one or more transactions, in amounts and at such times it chooses through the issue, in euros, foreign currencies or units composed of a basket of currencies, of common shares and/or securities conferring present or future rights, at any time or on a fixed date, to common shares of the Company or, in accordance with Article L228-93 of the French Commercial Code, 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, whether by subscription for shares, conversion, exchange, reimbursement, presentation of a warrant or any other means;
- 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 aggregate par value of shares that may be issued under this authorization may not exceed 17,500,000 euros; The aggregate par value of the shares issued by virtue of following resolution shall be subject to this limit; The approved ceiling does not include the total par value of additional shares that may be issued, in compliance with the law, to safeguard the interests of holders of securities giving access to equity;
- 4) If the Management Board decides to use this authorization in connection with the issues described above in 1):
 - a) Decides that the issue or issues 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, the Management Board may have recourse to the options provided by law involving notably the offering to the public of all or part of the unsubscribed shares;
 - c) Decides that the number of shares to be issued may be increased in accordance with the conditions provided for by Article L225-135-1 of the French Commercial Code and within the limit of the ceiling provided for in the present resolution;

- 5) Decides that the Management Board shall be vested, within the limits established above, with all powers necessary to determine the conditions of the issue or issues, record the resulting increase in capital, amend the By-laws in consequence, charge on its own initiative the expenses of the capital increase(s) to the corresponding premiums and deduct from such premiums amounts necessary to increase the legal reserve to one tenth of the new amount of authorized capital after each increase, and in general undertake everything that is required;

- 6) Duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

Delegation of authority to the Management Board to increase the share capital of the Company by issuing common shares or securities giving access to equity, with suspension of preemptive subscription rights.

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Independent Auditors and in accordance with the provisions of the French Commercial Code and notably of Article L225-129-2 thereof:

- 1) Authorizes the Management Board to increase the share capital of the Company, in one or more transactions, in amounts and at such times it chooses, on the French market and/or on international financial markets, through public offerings, by issuing in euros, foreign currencies or units composed of a basket of currencies, common shares and/or securities conferring present or future rights, at any time or on a fixed date, to common shares of the Company whether by subscription for shares, conversion, exchange, reimbursement, presentation of a warrant or any other means; it being specified that the 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 L225-148 of the French Commercial Code. In accordance with Article L228-93 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 aggregate par value of ordinary shares that may be issued by virtue of this authorization may not exceed 17,500,000 euros;
This amount shall be included in the ceiling imposed on the capital increase established in the preceding resolution;
- 4) Decides to suspend the preemptive subscription rights of existing shareholders to the shares covered by this resolution, while granting the Management Board the authority to confer on shareholders preferential rights as provided 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 stock warrants, the price of said warrants, will at least equal the minimum price provided for by applicable laws and regulations at the time the Management Board implements this authorization;

- 6) Decides, if shares are issued in payment for shares contributed in connection with a public exchange offer, that the Management Board shall, within the limits fixed in Article L225-148 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 the number of shares to be issued may be increased in accordance with the conditions provided for by Article L225-135-1 of the French Commercial Code and within the limits of the ceiling provided for in the present resolution;


- 8) Decides that the Management Board shall be vested, within the limits established above, with all powers necessary to determine the conditions of the issue or issues, record the resulting increase(s) in capital, amend the By-laws in consequence, charge on its own initiative the expenses of the capital increase(s) to the corresponding premiums and deduct from such premiums amounts necessary to increase the legal reserve to one tenth of the new amount of authorized capital after each increase, and in general undertake everything that is required;

- 9) Duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

Delegation of authority to the Management Board to increase the share capital of the Company through a private placement restricted to participants in the company savings plan (PEE).

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Independent Auditors, ruling in accordance with Articles L 225-129-6 and L 225-138-1 of the French Commercial Code and L3332-19 of the French Labor Code:

- 1) Authorizes the Management Board, if it considers 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 bonus 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 L225-180 of the French Commercial Code) participating in a PEE company savings plan;
- 2) Cancels in favor of these persons the preemptive right to subscribe for shares that may be issued by virtue of this authorization;

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- 3) Grants this authorization for twenty-six months as from the date of this Shareholders' Meeting;
 - 4) 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;
 - 5) 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 opening price of the share on the 20 trading days preceding the decision of the Management Board concerning the capital increase and the corresponding issue, nor greater than this average;
 - 6) Grants full powers to the Management Board to decide whether to implement this authorization, and to perform all measures and necessary formalities.

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2007 delegated to the Management Board the following powers:

Delegation of authority to the Management Board to increase the share capital of the Company by up to 10% for the purpose of compensating in-kind contributions.

The Shareholders' Meeting, after reviewing the report of the Management Board and in accordance with Article L.225-147 of the French Commercial Code:

- 1) Authorizes the Management Board, based on the report of an expert appraiser, for the purpose of compensating in-kind contributions made to the Company, to increase the share capital of the Company by the issue of shares or securities conferring access to the Company's capital in cases where the provisions of Article L.225-148 of the French Commercial Code are not applicable.
- 2) Grants this authorization for twenty-four months as from the date of this Shareholders' Meeting.
- 3) 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. This ceiling is independent of all other ceilings provided for in the other resolutions of this Shareholders' Meeting.
- 4) Gives full authority to the Management Board for the purpose of approving the appraisal of the contributions, to determine the resulting capital increase, to note its completion, to allocate all fees and rights arising from the capital increase, where applicable, to additional paid-in capital, to deduct from additional paid-in capital the amounts necessary to increase the legal reserve to 10% of the new share capital following each increase, and to amend the By-laws accordingly and take all other necessary measures.

Stock options

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2007 delegated to the Management Board the following power:

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Independent Auditors:

- Authorizes the Management Board, in accordance with the provisions of Articles L.225-177 to L.225-185 of the French Commercial Code, to grant to the beneficiaries listed below, in one or more transactions, options bearing the right to purchase existing shares of the Company obtained through repurchases carried out in accordance with applicable laws;
- Grants this authorization for thirty-eight months as from the date of this Shareholders' Meeting;
- Fixes the exercise period for these stock options at five years from the initial grant date, and the vesting period for these stock options at forty-eight months from this same date;
- Decides that the beneficiaries of these options may only include:
 - All or certain employees or certain categories of employees of Bonduelle and, where applicable, related companies or economic interest groups affiliated under the terms of Article L.225-180 of the French Commercial Code, and
 - Corporate directors and officers who qualify under the terms of Article L.225-185 of the French Commercial Code;
- Decides that the aggregate number of shares that may be purchased through the exercise of options granted by the Management Board pursuant to this authorization may not exceed 3% of the share capital on the first allocation date, in accordance with legal limits and, in particular, the limits established by Articles L.225-182 and R.225-143 of the French Commercial Code;
- Decides that the purchase price of shares for beneficiaries shall be set on the day the options are granted by the Management Board and may not be less than 95% of the average opening price on the 20 market trading days prior to the day the options are granted;
- Decides that no option may be granted:
 - Within 10 market trading days prior to and following the publication date of the consolidated financial statements;
 - During such time as the Company's governance bodies have knowledge of information that, if made public, could have a material impact on the Company's share price, and within 10 market trading days following the public disclosure of this information;
 - Fewer than 20 market trading days following an ex-dividend date that offers the right to a dividend or capital increase;
- Gives full authority to the Management Board to set the other conditions and methods for granting and exercising options, in particular for:

- Establishing the terms under which options shall be granted; such terms may include clauses prohibiting the immediate resale of part or all of the shares, although such lockup period may not exceed three years from the date the option is exercised;
- Approving the list or categories of option beneficiaries referenced above and the number of shares related to the options;
- Determining the exercise period(s) for options granted;
- Allowing for the temporary suspension of the exercise of options for a maximum period of three months in the event that financial transactions are carried out that involve the exercise of rights attached to the shares;
- Determining the conditions under which the price and number of shares may be adjusted under the various scenarios provided for under Articles R225-137 to R225-142 of the French Commercial Code.

Free shares

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2007 delegated to the Management Board the following power:

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Independent Auditors, authorizes the Management Board to carry out, in one or more transactions and 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, in favor of:

- Members of personnel of the Company or companies directly or indirectly affiliated to it within the meaning of Article L225-197-2 of the French Commercial Code; and/or
- Corporate directors and officers, within the meaning of Article L225-197-1 of the French Commercial Code.

The total number of free shares granted may not exceed 3% of the share capital existing on the day the first bonus issue is decided by the Management Board.

The allocation of shares to beneficiaries shall become fully vested after a vesting period:

- Of at least two years. Furthermore, the beneficiaries must hold said shares for a lockup period of at least two years. The Management Board has the option of increasing the duration of these two periods;
- Of at least four years, for all beneficiaries who are not French residents for tax purposes on the grant date, for which the chargeable event for taxation purposes coincides with the end of the vesting period. The Management Board has the option of increasing the duration of this period. These beneficiaries are not, however, subject to the lockup period cited above, unless otherwise provided by tax law.

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 shall become classified as having a long-term disability within the second and third categories provided for in Article L341-4 of the French Social Security Code.

The Management Board is granted full powers to:

- Set the conditions and, when applicable, the criteria for granting free shares;
- 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;
- And, when applicable:
 - 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 thirty-eight months as from the date of this Shareholders' Meeting.

Cancellation of shares

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2007 delegated to the Management Board the following power:

The Shareholders' Meeting, after reviewing the report of the Management Board and the report of the Independent Auditors:

- 1) Authorizes the Management Board, at its sole discretion, in one or more transactions and within the limit of 10% of the share capital, or 800,000 shares, to cancel shares of the Company that it holds or may hold pursuant to shares repurchased in accordance with Article L225-209 of the French Commercial Code and reduce the share capital by the corresponding amount in accordance with the provisions of all applicable laws and regulations;
- 2) Grants this authorization for twenty-four months as from the date of this Shareholders' Meeting, i.e. until December 6, 2009;
- 3) Grants full powers to the Management Board to take the actions necessary to cancel the shares and reduce the share capital and modify the By-laws, and to carry out all necessary formalities.



Share repurchase program

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 4, 2008 delegated to the Management Board the following power:

The Shareholders' Meeting, after reviewing the Report of the Management Board, authorizes the latter, for a period of eighteen months, in accordance with Articles L.225-209 et seq. of the French Commercial Code, to purchase, in one or more transactions and at such times 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 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 Shareholders' Meeting of December 6, 2007 in its fifth resolution submitted to the Ordinary Shareholders' Meeting.

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 Investment Firms (AFII), which is recognized by the French Financial Markets Authority (AMF);
- Provide coverage for stock option plans and other types of share allocations to employees and/or officers and directors of the Group in accordance with legally prescribed terms and methods, in particular with respect to employee profit sharing through a company savings plan or free shares;
- Provide coverage for marketable securities giving rights to allocations of Company shares in accordance with applicable regulations;
- Hold the repurchased shares for subsequent use in exchange or as payment for possible acquisitions; shares purchased for this purpose may not exceed 5% of the Company's share capital;
- Cancel purchased shares, in accordance with the authorization granted by the Thirteenth Resolution submitted to the Extraordinary Shareholders' Meeting of December 6, 2007.

These share purchases may be made using all available methods, including block purchases, and at such times as the Management Board chooses.

These share purchases may notably be made during a public offer, in accordance with Article 232-17 of the General Regulations of the French Financial Markets Authority (AMF), if the offer is settled entirely in cash and if these repurchases are made in connection with the program under way and if they are not likely to result in the failure of the offer.

The maximum purchase price is set at 120 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.

Split of the par value of the shares

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2007 delegated to the Management Board the following power:

The Shareholders' Meeting, after reviewing the report of the Management Board, decides to set the par value of each Company share at 1.75 euros, and as a result to split each 7 euro par value share through the exchange of one of these shares for four 1.75 euro par value shares.

This split shall take place at a date to be determined by the Management Board.

Double voting rights authorized by Article 12.2 of the By-laws are granted, upon issuance, to 1.75 euro par value shares created by the split of 7 euro par value shares carrying such double voting rights, without any interruption in the three-year time period referenced in the provisions of this article.

The Shareholders' Meeting notes that given the simple exchange of shares, the 1.75 euro par value shares will be purely and simply substituted for the 7 euro par value shares, which will be cancelled, and that this exchange will not result in any change in relations between the Company and its shareholders or, where applicable, holders of rights conferring rights to the Company's capital.

The Shareholders' Meeting authorizes the Management Board to carry out this exchange following the dividend payment date, determine the number of 1.75 euro par value shares outstanding, amend the By-laws accordingly, and, more generally, take all necessary measures to implement these decisions no later than December 31, 2010.

Potential share capital

In early July 2007, the Company issued a 150 million euro bond with redeemable share subscription and/or purchase warrants (JBSAAR), represented by 150,000 bonds with a face value of 1,000 euros. These bonds are listed on Euronext Paris. Each bond was accompanied by five detachable redeemable share subscription and/or purchase warrants (BSAAR), for a total of 750,000 BSAAR. The BSAAR were non-transferable through July 25, 2009 inclusive, subject to certain exceptions. Since July 27, 2009, the BSAAR have been listed on Euronext Paris.

Each BSAAR gives the holder the right to subscribe to or purchase one share of the Company, with immediate dividend rights, at the price of 113.75 euros. The BSAAR may be exercised any time between July 23, 2010 and July 24, 2014, inclusive. They will then expire ipso jure. The Company may, at its own initiative, provide either new or existing shares in exchange for these BSAAR.

In a simplified public exchange, 731,967 of the 2007 BSAAR were exchanged for 2009 BSAAR. In all, 18,033 of the 2007 BSAAR remain outstanding.

If all 18,033 of the 2007 BSAAR still outstanding were to be exchanged by the subscription of new shares, a total of 18,033

Bonduelle shares with a par value of 7 euros would be created, representing an aggregate share capital increase of 126,231 euros, equivalent to 0.23% of the Company's current share capital.

In early April 2009, the Company issued a 140 million euro OBSAAR bond, represented by 233,333 bonds with a face value of 600 euros. These bonds are listed on Euronext Paris. Each bond was accompanied by 3 detachable redeemable share subscription and/or purchase warrants (BSAAR), for a total of 699,999 BSAAR. The BSAAR are non-transferable until October 7, 2010, inclusive, subject to certain exceptions.

Starting October 8, 2010, the BSAAR will be listed on Euronext Paris.

Each BSAAR gives the holder the right to subscribe to or purchase one share of the Company, with immediate dividend rights, at the price of 80 euros. The BSAAR may be exercised any

time between April 7, 2011 and April 8, 2016, inclusive. They will then expire ipso jure. The Company may, 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 of the 2007 BSAAR for one of the 2009 BSAAR under the same terms and conditions as the 2009 BSAAR referenced above. Under this offer, 731,967 of the 2007 BSAAR were exchanged for the same number of 2009 BSAAR.

There are now a total of 1,431,966 of the 2009 BSAAR outstanding.

If all of these BSAAR were to be exchanged by the subscription of new shares, a total of 1,431,966 Bonduelle shares with a par value of 7 euros would be created, representing an aggregate share capital increase of 10,023,762 euros, equivalent to 17.90% of the Company's current share capital.

Summary table of dilutive instruments at the date of the shelf-registration document

	Maximum number of shares that could be issued	Maximum potential dilution (as % of share capital)
DILUTIVE INSTRUMENTS		
18,033 BSAAR 2007	18,033	0.22%
1,431,966 BSAAR 2009	1,431,966	17.90%
TOTAL	1,449,999	18.12%

V - 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.

Pierre et Benoît Bonduelle SAS is represented as Manager by its Chairman, Christophe Bonduelle.

In accordance with Article 14.3 of the By-laws of Bonduelle SCA, at least 1,520,000 inchoate rights, or 760,000 Bonduelle shares (with beneficial ownership or full ownership rights, or both), were deposited in escrow on behalf of Pierre et Benoît Bonduelle SAS.

These escrowed shares represent 9.5% of the share capital.

AGREEMENTS BETWEEN SHAREHOLDERS

In addition to these escrow commitments, a first lock-up agreement was signed on May 26, 1998 by 101 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 25, 2008.

A second agreement was concluded between 137 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, pursuing the same objectives as the March 27, 1998 agreement but 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 the absence of any signatories to the third agreement or a renunciation of membership, the March 27, 1998 agreement remains in effect.

In light of these agreements, the concert action observed by the French Financial Markets Council accounted for 46.98% of the Company's share capital and 67.4% of the 11,553,232 voting rights.

DUTREIL AGREEMENT

Bonduelle informs its shareholders that, pursuant to the adoption of the economic initiative law (the so-called Dutreil Act) in 2003, Bonduelle SCA concluded a six-year lock-up agreement for all of its shareholdings in Bonduelle SA. This agreement was renewed in December 2004, and again in December 2008. As provided for by law, Bonduelle SCA shareholders may adhere to this agreement and benefit from its provisions.

VI - Analysis of shareholder structure

(in %)	At June 30, 2007	2008	2009
General Partner	26.4	27.5	27.6
Other Bonduelle family members	26.8	27.9	25.2
Employees	2.7	3.6	3.3
Treasury stock	1.6	4.4	4.9
Free float	42.5	36.6	39.0
TOTAL	100.0	100.0	100.0

VII - Analysis of share capital and voting rights at June 30, 2008

(in %)	Number of shares	%	Voting rights	%
Baie d'Audierne SA ⁽¹⁾	1,788,976	22.4	3,577,952	29.8
Pierre et Benoît Bonduelle SAS	408,599	5.1	547,245	4.5
GENERAL PARTNER	2,197,575	27.5	4,125,197	34.3
Other Bonduelle family members	2,230,739	27.9	4,027,515	33.5
Employees ⁽²⁾	286,684	3.6	345,641	2.9
Treasury stock	354,928	4.4	-	-
Free float	2,930,074	36.6	3,522,293	29.3
TOTAL	8,000,000	100.0	12,020,646	100.0

⁽¹⁾ Baie d'Audierne SA is a French corporation (société anonyme, or SA) that is 53.3% held by the General Partner, Pierre et Benoît Bonduelle SAS, and whose sole purpose is to act as the holding company for the shares of Bonduelle SCA.

⁽²⁾ A collective holding through the company savings plan.

VIII - Analysis of share capital and voting rights at June 30, 2009

(in %)	Number of shares	%	Voting rights	%
La Plaine ⁽¹⁾	1,788,976	22.3	3,577,952	31.0
Pierre et Benoît Bonduelle SAS	421,259	5.3	576,752	5.0
GENERAL PARTNER	2,210,235	27.6	4,154,704	36.0
Other Bonduelle family members	2,014,015	25.2	3,941,395	34.1
Employees ⁽²⁾	263,671	3.3	292,579	2.5
Treasury stock	390,953	4.9	-	-
Free float	3,121,126	39.0	3,121,126	27.4
TOTAL	8,000,000	100.0	11,553,232	100.0

⁽¹⁾ La Plaine SAS 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.

⁽²⁾ A collective holding through the company savings plan.

To the best of the Company's knowledge, no other shareholder holds directly or indirectly, alone or in concert, more than 5% of the capital or the voting rights.

IX - Dividends

The following dividends were paid during the previous three financial years:

(in euros)	2006/2006	2006/2007	2007/2008
Net dividend per share	1.25	1.35	1.50
Gross dividend per share	1.25	1.35	1.50
Amount qualifying for a tax allowance	1.25	1.35	1.50
Dividend paid (in thousands of euros)	10,000	10,800	12,000

X - Positions held by directors and officers

Christophe Bonduelle
6,546 shares held on own account

Chairman of the Management Board of P & B Bonduelle SAS
 Director of La Plaine
 Chairman and Chief Executive Officer of Bonduelle SA
 Chairman of Bonduelle Canada
 Manager of BFP GmbH
 Manager of Bonduelle Deutschland
 Chief Executive Officer of Bonduelle Food Service Italia
 Director of Bonduelle Frais France
 Chairman and Chief Executive Officer of Bonduelle Iberica
 Chairman of Bonduelle Italia
 Chief Executive Officer of Bonduelle Limited
 Chief Executive Officer of Bonduelle Nederland BV
 Director of Bonduelle Nordic
 Chief Executive Officer of Bonduelle Northern Europe
 Chairman of Bonduelle Ontario
 Chairman of the Supervisory Board of Bonduelle Polska
 Director of Bonduelle Portugal
 Advisor to Fresco Italia
 Director of Conserven Picolo
 Director of La Corbeille Groep
 Director of La Corbeille Industrie
 Director of La Corbeille SA
 Chairman of Terricole
 Director of Lesaffre & Cie
 Manager of Chanvoleau SCI
 Manager of L'Amirauté, a non-profit association (*société civile*)

Louis Bonduelle
43,000 shares held on own account

Member of the Supervisory Board of Bonduelle SCA

Daniel Bracquart
17,546 shares held on own account

Vice Chairman of the Supervisory Board of Bonduelle SCA
 Director of Continentale Nutrition
 Manager of Jutiver SCI
 Manager of Habedia SARL

Olivier Cayrois
No shares held on own account

Member of the Supervisory Board of Bonduelle SCA
 Manager of La Houssaie, a non-profit association

André Crespel
9,781 shares held on own account

Chairman of the Supervisory Board of Bonduelle SCA

Stanislas Dalle
9,077 shares held on own account

Member of the Supervisory Board of Bonduelle SCA
 Chairman of Interpack SAS
 Manager of Axene, a non-profit association
 Manager of La Bousbecquoise, a non-profit association

Isabelle Danjou
1,005 shares held on own account

Member of the Supervisory Board of Bonduelle SCA

Jean Guéguen
209 shares held on own account

Member of the Supervisory Board of Bonduelle SCA

Yves Tack
600 shares held on own account

Member of the Supervisory Board of Bonduelle SCA
 Representative of Colam
 Co-Manager of Dumaco
 Manager of Le Moulin Le 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, a non-profit association
 Co-Manager of Team TT, a non-profit association
 Manager of Totem SARL

XI – Additional information regarding the management and supervisory bodies

POSITIONS HELD BY DIRECTORS AND OFFICERS OF THE COMPANY IN OTHER COMPANIES DURING THE YEARS 2005 TO 2008

Managing General Partner: Christophe Bonduelle

2005

- Chairman of the Management Board of P & B Bonduelle SAS
- Director of Baie d'Audierne
- Chairman of the Board of Directors of Bonduelle SA
- Chief Executive Officer of Bonduelle Belgium
- Chairman of Bonduelle España
- Director of Bonduelle Frais France
- Director of Bonduelle Iberica
- Chairman and Chief Executive Officer of Bonduelle Italia
- Chief Executive Officer of Bonduelle Limited
- Chief Executive Officer of Bonduelle Nederland BV
- Chairman of Bonduelle Nordic
- Chairman of the Supervisory Board of Bonduelle Polska
- Director of Bonduelle Portugal
- Chairman of the Supervisory Board of Bonduelle Traiteur Cagant
- Director of Bonmais
- Chairman of the Supervisory Board of Fitrapal
- Director of Frudesa
- Director of Nieuwe Marie Thumas SA
- Director of Sud Ouest Légumes
- Chairman of the Supervisory Board of Vita Holding
- Director of Zao Bonduelle
- Manager of Chanvoleau SCI
- Manager of L'Amirauté, a non-profit association

2006

- Chairman of the Management Board of P & B Bonduelle SAS
- Director of Baie d'Audierne SA
- Chairman and Chief Executive Officer of Bonduelle SA
- Manager of BFP GmbH
- Chief Executive Officer of Bonduelle Belgium
- Chairman of Bonduelle España
- Chief Executive Officer of Bonduelle Food Service Italia
- Chairman of Bonduelle Fresco Italia
- Director of Bonduelle Frais France
- Manager of Bonduelle Frische
- Director of Bonduelle Iberica
- Chairman of Bonduelle Italia
- Chief Executive Officer of Bonduelle Limited
- Chief Executive Officer of Bonduelle Nederland BV
- Chairman of Bonduelle Nordic
- Chairman of the Supervisory Board of Bonduelle Polska
- Director of Bonduelle Portugal
- Director of Frudesa
- Member of the Board of Directors of Aliments Carrière Inc.
- Director and Chairman of SFB Inc.
- Director and Chairman of Québec Inc.
- Manager of Chanvoleau SCI
- Manager of L'Amirauté, a non-profit association

2007 and 2008

- Chairman of the Management Board of P & B Bonduelle SAS
- Director of Baie d'Audierne SA (now La Plaine)
- Chairman of the Board of Directors of Bonduelle SA and DG
- Chairman of Aliments Carrière (now Bonduelle Canada)
- Chairman of Aliments Carrière Ontario (now Bonduelle Ontario)
- Manager of BFP GmbH
- Chief Executive Officer of Bonduelle Belgium (now Bonduelle Northern Europe)
- Manager of Bonduelle Deutschland
- Chief Executive Officer of Bonduelle Food Service Italia
- Director of Bonduelle Frais France
- Chairman and Chief Executive Officer of Bonduelle Iberica
- Chairman of Bonduelle Italia
- Chief Executive Officer of Bonduelle Limited
- Chief Executive Officer of Bonduelle Nederland BV
- Chairman of Bonduelle Nordic
- Chairman of the Supervisory Board of Bonduelle Polska
- Director of Bonduelle Portugal
- Advisor to Fresco Italia
- Chairman of Terricole
- Manager of Chanvoleau SCI
- Manager of L'Amirauté, a non-profit association

2008

- Director of Lesaffre & Cie

Louis Bonduelle

2005 to 2008

No position held in other companies.

Daniel Bracquart

2005

- Director of Roquette Frères
- Director of Bongrain SA
- Manager of Habedia Sarl
- Director of Bonduelle Iberica
- Director of Zao Bonduelle

2006

- Director of Roquette Frères
- Director of Bongrain SA
- Manager of Habedia Sarl
- Director of Bonduelle Iberica

2007

- Director of Roquette Frères
- Director of Bongrain SA
- Manager of Habedia Sarl

2008

- Director of Continentale Nutrition
- Manager of Jutiver SCI
- Manager of Habedia Sarl

Olivier Cavrois

2005 to 2008

- Manager of La Houssaie, a non-profit association

André Crespel

2005 to 2008

No position held in other companies.

Stanislas Dalle

2005 and 2006

- Chairman of Interpack SAS
- Manager of Axene, a non-profit association
- Chairman of Sopar SAS
- Manager of Stadim SCI

2007

- Chairman of Interpack SAS
- Manager of Axene, a non-profit association
- Manager of La Bousbecquoise, a non-profit association
- Chairman of Sopar SAS
- Manager of Stadim SCI

2008

- Chairman of Interpack SAS
- Manager of Axene, a non-profit association
- Manager of La Bousbecquoise, a non-profit association
- Manager of Stadim SCI

Isabelle Danjou

2005 to 2008

No position held in other companies.

Jean Gueguen

2005 to 2008

No position held in other companies.

Yves Tack

2005

- Representative of Colam
- Co-Manager of Dumaco
- Manager of Le Moulin Le Blanc SCI

2006

- Representative of Colam
- Co-Manager of Dumaco
- Manager of Le Moulin Le Blanc SCI
- Director of Financière Devianne SAS
- Director of Devianne SA
- Director of Disport SA
- Director of Mag Vet SA
- Director of Interhabillement SA
- Director of Mod'Est SA
- Director of Epivosges SA

2007

- Representative of Colam
- Co-Manager of Dumaco
- Manager of Le Moulin Le Blanc SCI
- Director of Heatwave Technology SA
- Director of Osyris SA
- Director of Financière Devianne SAS
- Director of Devianne SA
- Director of Disport SA
- Director of Mag Vet SA
- Director of Interhabillement SA
- Director of Mod'Est SA
- Director of Epivosges SA

2008

- Representative of Colam
- Co-Manager of Dumaco
- Manager of Le Moulin Le Blanc SCI
- Director of Heatwave Technology 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, a non-profit association
- Co-Manager of Team TT, a non-profit association
- Manager of Totem Sarl



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;
- Has had a service agreement linking him/her to the issuer or to any of its subsidiaries.

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.

Compensation of directors and officers

- Compensation of the directors and officers of the Company: see Note 16 of the notes to the annual individual financial statements.
- Compensation of other members of the Group's Executive Management: see Note 28 of the notes to the annual consolidated financial statements.

Report on proposed shareholder resolutions

These resolutions are submitted for the approval of the shareholders under the authority of the Combined Ordinary and Extraordinary Shareholders' Meeting.

Approval of the individual financial statements for the financial year ended June 30, 2009, allocation of earnings and setting of dividend

We request that you approve the individual financial statements for the financial year ended June 30, 2009, which reflect net income of 6,520,652.77 euros, and the proposed allocation of these earnings in the following manner:

(in euros)

Net income for the year	6,520,652.77
Retained earnings	184,804,032.52
DISTRIBUTABLE INCOME	191,324,685.29
Allocation to the General Partner	65,206.53
Dividends paid to shareholder	12,000,000.00
RETAINED EARNINGS	179,259,478.76

We also request that you approve the distribution of a 1.50 euro per share dividend in respect of financial year 2008-09, payable on January 6, 2010.

If the Company holds treasury stock at the time of the dividend payment, the amounts corresponding to unpaid dividends on this treasury stock will be allocated to retained earnings.

In accordance with the provisions of Article 243 bis of the French Tax Code (CGI), the Shareholders' Meeting formally acknowledges having been informed of the following dividend distributions during the past three years:

For the year	Income eligible for the tax credit			Income not eligible for the tax credit
	Dividend paid to shareholders	Dividend paid to General partner	Other distributed income	
2005-2006	€10,000,000 or €1.25 per share	551,887	-	-
2006-2007	€10,800,000 or €1.35 per share	305,552	-	-
2007-2008	€12,000,000 or €1.50 per share	818,334	-	-

Approval of the consolidated financial statements for the financial year ended June 30, 2009

You are also requested to approve the Group consolidated financial statements, which reflect net income of 26,552,005 euros.

Special report of the Independent Auditors on regulated agreements and commitments, and approval of these agreements

We request that you approve the agreements referred to in Article L.226-10 of the French Commercial Code as properly authorized by the Supervisory Board.

Your Independent Auditors present these agreements and provide all required relevant disclosures in their special report, a copy of which will be read to you in a few minutes.

Renewal of the appointments of members of the Supervisory Board whose terms are expiring

The terms as members of the Supervisory Board of Isabelle Danjou, Daniel Bracquart and André Crespel shall expire at the end of the present Shareholders' Meeting.

We request that you renew their appointments for a period of three years, to expire at the end of the Ordinary Shareholders' Meeting held to approve the financial statements for the financial year ending June 30, 2012.



Directors' fees allocated to members of the Supervisory Board

We request that you allocate the sum of 35,000 euros to annual directors' fees for the Supervisory Board, in respect of financial year 2009/2010.

Authorization to establish a share repurchase program and to reduce the share capital of the Company by canceling treasury stock (Article L.225-209 of the French Commercial Code)

As is the case each year, we request that you grant the Management Board, for a period of eighteen months, all powers necessary to purchase, in one or more transactions and at the time of its choosing, shares of the Company in a maximum of 10% of the number of shares comprising the share capital, adjusted if applicable to reflect any capital increases or decreases during the term of the program.

This authorization would put an end to the authorization given to the Management Board by the Ordinary Shareholders' Meeting of December 4, 2008.

Shares may be purchased 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 corporate acquisitions; shares purchased for this purpose may not exceed 5% of the Company's share capital;
- Provide coverage for stock option plans and other types of share allocations to employees and/or officers and directors of the Group in accordance with legally prescribed terms and methods, in particular with respect to employee profit sharing through a company savings plan or free share grants;
- Provide coverage for marketable securities giving rights to allocations of Company shares in accordance with applicable regulations;
- Cancel purchased shares, in accordance with the authorization requested in the tenth resolution to be proposed to the present Extraordinary Shareholders' Meeting.

These share purchases may be made notably during a public offer, in accordance with Article 232-17 of the General Regulations of the French Financial Markets Authority (AMF), if the offer is settled entirely in cash and if these repurchases are made in connection with the program under way and if they are not likely to result in the failure of the offer.

The Company would reserve the right to use options or derivative instruments in accordance with all applicable regulations.

We request that you set the maximum purchase price at 120 euros per share, and consequently the maximum transaction amount at 96,000,000 euros.

As a consequence of the above cancellation option, we request that you authorize the Management Board, for a period of twenty-four months, to cancel, at its sole discretion, in one or more transactions, within the limit of 10% of the share capital calculated on the day the decision to cancel the shares is made, less any shares cancelled during the twenty-four preceding months, shares that the Company holds or may hold pursuant to repurchases made under the terms of its share repurchase program, and to reduce the share capital by the corresponding amount in accordance with the provisions of all applicable laws and regulations.

The Management Board would thus have full powers to take all necessary measures.

Delegation of authority to increase the share capital of the Company by issuing common shares or securities giving access to equity, with suspension of preemptive subscription rights by private placement

In its twelfth resolution, the Extraordinary Shareholders' Meeting of December 4, 2008 authorized the Management Board to carry out capital increases in cash by issuing common shares or securities giving access to equity, with suspension of preemptive subscription rights through a system known in French as *"appel public à l'épargne"* [public appeal to savings].

Decree no. 2009-80 of January 22, 2009 did away with the notion of *appel public à l'épargne* and replaced it with the notion of *"offre au public"* [public offerings]. This decree also instituted the option of carrying out capital increases without preemptive subscription rights through private placements, i.e. to qualified investors or a small circle of investors in an amount not to exceed 20% of the share capital per year.

Consequently, it is now possible to carry out capital increases directly with qualified investors or a small circle of investors without a Shareholders' Meeting being required to designate specific beneficiaries or to define a specific category of beneficiaries.

In order to enable the Management Board to take advantage of this new possibility of increasing the Company's capital by private placements, we request that you authorize the Management Board to issue common shares and/or securities giving access to equity without preemptive subscription rights through the type of offer referred to in section II of Article L.411-2 of the French Monetary and Financial Code.

This authorization would be granted for a period of 26 months.

The aggregate par value of capital increases that may be carried out may not exceed 20% of the capital per year.

In accordance with the law, the securities issued could give access to common shares of any company that holds, directly or indirectly, more than half of the share capital of our Company or of any company in which our company holds, directly or indirectly, more than half of the share capital.

The amount reverting or that shall revert to the Company for each of the common shares issued, after taking into account, in the case of the issue of straight stock subscription warrants, the subscription price of said warrants, would be calculated in accordance with all applicable laws and regulations and will at least equal the minimum price required by the provisions of Article R 225-119 of the French Commercial Code at the time the Management Board shall implement this authorization.

Delegation of authority to the Management Board to increase the share capital of the Company for the purpose of compensating in-kind contributions of shares and other securities

(Article L.225-147 of the French Commercial Code)

The delegation in this matter granted by the Shareholders' Meeting of December 6, 2007 shall expire on December 6, 2009. In order to facilitate acquisitions, we request that you authorize the Management Board to increase the share capital of the Company by issuing common shares or securities giving access to equity in an amount not to exceed 10% of its total value for the purpose of compensating any in-kind contributions made to the Company of capital shares or securities giving access to equity.

This authorization would be granted for a period of 26 months.

The aggregate par value of common shares that may be issued by virtue of this authorization may not exceed 10% of the share capital. This ceiling would be independent of all other ceilings provided for in the other authorizations concerning capital increases.

Delegation of authority to increase the share capital of the Company through a private placement restricted to participants in the company savings plan [plan d'épargne d'entreprise, or PEE]

(Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labor Code)

The inclusion on the agenda of the preceding resolutions requires that the Shareholders' Meeting be requested to approve a resolution concerning a capital increase reserved for participants in the company savings plan [PEE].

In order to promote employee stock ownership, we also request that you approve a draft resolution to authorize the Management Board to carry out a capital increase, reserved for participants in a company savings plan and carried out under the terms of Articles L. 3332-18 et seq. of the French Labor Code by issuing common shares for cash and, if applicable, by allocating grants of common shares or other securities giving access to equity. This law requires that preemptive subscription rights be suspended.

It is specified that, in accordance with the provisions of Article L.3332-19 of the French Labor Code, the price of shares to be issued may be no 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 Commercial Code is greater than or equal to ten years) below the average opening price of the share on the 20 trading days preceding the decision of the Management Board concerning the capital increase and the corresponding issue, nor greater than this average.

The aggregate par value of increases under this authorization is not to exceed 3% of the share capital on the date the Management Board decides to carry out this capital increase.

We therefore request that you grant the Management Board full powers to make use of this authorization for a period of 26 months.

The Management Board would be vested, within the limits established above, with all powers necessary to determine the conditions of the issue or issues, record the resulting increase(s) in capital, amend the By-laws in consequence, charge on its own initiative the expenses of capital increases to the corresponding premiums and deduct from such premiums amounts necessary to increase the legal reserve to one tenth of the new amount of capital after each increase, and in general undertake everything that is required.

Authorization to grant options for the subscription and/or purchase of shares

We request that you authorize the Management Board, for a period of 38 months, to grant options for the subscription and/or purchase of shares to all or certain employees or to certain categories of employees, and/or to the directors and officers, as defined by law, of the Company or related companies or affiliated economic interest groups in accordance with the terms of Article L.225-180 of the French Commercial Code.

The aggregate number of options that could be granted by the Management Board pursuant to this authorization may not give the right to subscribe or to purchase a number of shares greater than 3% of the existing share capital on the day the initial grant is made.

The subscription and/or purchase price paid for the shares by the beneficiaries would be set on the day the options would be granted by the Management Board and may not be lower than 95% of the average closing price of the share on the 20 trading days prior to the day the option is granted.

The exercise period for these stock options set by the Management Board may not exceed a period of seven years, starting on the day they are allocated.

The Management Board would therefore be vested, within the limits established above, with all powers necessary to determine the conditions and methods for granting and exercising options and notably to set the conditions under which the options are granted and approve the list or the categories of beneficiaries as provided for above, set the exercise period(s) of the options thus granted, take or cause to be taken all measures and formalities required to render definitive the capital increase or increases that may, if applicable, be carried out, amend the By-laws in consequence and in general undertake everything that is required.



Report of the Supervisory Board

We are pleased to report on the control tasks that you the shareholders asked us to perform.

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 necessary documents to ensure compliance with its obligations and controls of both the individual and the consolidated financial statements. It also provided us with all 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 revenue and earnings for financial year 2008-09. The consolidated financial statements show stable operating income of 99.3 million euros, compared with 98.6 million euros the previous year, and net income before minority interests and net income after minority interests ("Group share") of 26.6 million euros, compared with respectively 51.8 and 51.2 million euros in 2007-08.

These results, despite the significant impact of the net financial expenses, which included significant non-cash accounting charges, reflect the relevance of the strategic choices made by the Group.

The Supervisory Board supports the Management Board's proposal to pay a dividend of 1.50 euros per share.

You are requested to renew the expiring authorizations granted to the Management Board by previous Shareholders' Meetings and to approve the resolution authorizing the Management Board to increase the share capital of the Company by private placement, an option now available under the decree of January 22, 2009.

We have no observations on the proposal by the Management Board to renew the authorization to allocate stock options and free shares to members of management and personnel.

You are requested to renew the appointments of three Supervisory Board members: Daniel Bracquart, André Crespel and Isabelle Danjou.

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 financial 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.

Report of the Chairman of the Supervisory Board

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

To the shareholders:

Pursuant to the provisions of Article L. 226-10-1 of the French Commercial 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.

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 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.

I. CORPORATE GOVERNANCE CODE

At its December 4, 2008 meeting, the Supervisory Board of the Bonduelle Group adopted the principles of the so-called "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, especially as concerns 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.

The Supervisory Board includes eight independent members considered to be independent with regard to the criteria established by its Rules of Procedure, which do not, moreover, provide any restrictions with regard to the renewal of members' terms.

II. CONDITIONS FOR PREPARING AND ORGANIZING THE WORK OF THE SUPERVISORY BOARD

1. Composition of the Supervisory Board

In accordance with the law and the provisions of the By-Laws, 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 Chairman, André Crespel, who has no other functions within the Group, and seven other members considered to be independent with regard to the criteria established by the Rules of Procedure of the Supervisory Board: these criteria are based on the principle that a member of the Supervisory Board is considered to be independent and free of any conflicts of interest when he or she has no other relationships with the Company or its management that could compromise his or her freedom of judgment.

2. 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 individual 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.

3. Functioning of the Supervisory Board

At to detail the conditions under which the Supervisory Board prepares and organizes its work, the Board drafted Rules of Procedure that also describe the rights and obligations of its members.

The Board decided to create an Audit Committee, comprised of four Supervisory Board members.

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 individual and consolidated financial statements and monitoring of the legal audit performed by the Independent Auditors,
- Review of the effectiveness of internal control and financial and operating risk management procedures, and the hedging of said risks,
- Preparation of the audit programs of the Independent Auditors and the Internal Audit Department.

The Supervisory Board also has a Compensation Committee made up of one Supervisory Board member, with the majority of members being from outside the Group. This Committee sets compensation levels for Bonduelle SA's Executive Management and employees who are members of the Bonduelle family. It also offers an opinion on compensation policy for certain other senior managers.

The By-laws stipulate that the Supervisory Board shall meet as often as necessary 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 Management Board members, Executive Officers of the Group and its subsidiaries, Independent Auditors, the Chief Financial Officer or the head of the Internal Audit Department at its meetings.

It may also call upon outside experts or consultants of its choosing, with the related expense to be borne by the Company.

4. Activities of the Supervisory Board during the year

Work of the Supervisory Board

The Supervisory Board met four times during the 2008-09 financial year, with the meetings averaging four hours. A visit was also made to the production facility in Vaulx-Vraucourt, giving Supervisory Board members a better understanding of specific issues and constraints and an opportunity to speak with local staff.

At its October 3, 2008 and February 24, 2009 meetings, the Supervisory Board reviewed the annual and interim financial

statements prepared by the Management Board, and was informed of financial reporting matters 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 attendance rate at these meetings was 97%. Exceptionally, the Supervisory Board met on March 24 and 26, 2009 in relation to the issuance of the OBSAAR bonds.

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 considers that it was able to exercise its control functions in a constructive manner.

Work of the Audit Committee

The Audit Committee comprises four members: André Crespel (Chairman), Daniel Bracquart, Jean Guéguen and Yves Tack. It met four times in 2008-09, and had a 100% attendance rate. The Committee performed the following tasks in particular:

- In-depth review of the interim and annual financial statements,
- Review of the internal audit reports,
- Analysis of the progress made by the risk mapping project,
- Organization of the Group's quality control function.

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 Accounting and Internal Audit departments and the Independent Auditors.

The Chairman of the Committee presented a report on the Committee's work to the Supervisory Board at its meeting of December 4, 2008.

III. INTERNAL CONTROL PROCEDURES

The Bonduelle Group has adopted the Reference Guidelines for internal controls published by the French Financial Markets Authority (AMF) in January 2007.

Internal control procedures are established by the Company, which takes responsibility for their implementation.

These procedures consist of a body of resources, operating principles, procedures and initiatives specially tailored to the specific characteristics of each Group company, which:

- Contribute to the management of its activities, the effectiveness of its operations and the efficient utilization of its resources, and
- Must enable it to take appropriate action with regard to all significant operating, financial or compliance-related 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 proper running of the Company's internal procedures, especially as regards the protection of its assets,
- d) The accuracy of all financial information, and, in general, to contribute to the management of the Group's activities, the effectiveness of its operations and the efficient utilization of its resources.

Internal controls cannot, however, provide an absolute guarantee that the Company's objectives will be met. 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.

1. Organizational structure of the Bonduelle Group

Bonduelle SCA is a holding company whose operating activities are carried out by its Bonduelle SA subsidiary, which comprises the Group's six business segments.

Bonduelle SA manages such specific tasks as:

- Oversight of equity interests, mergers, acquisitions and asset sales,
- Acquisitions,
- Oversight of the Group's overall financial policy, including financing methods,
- Tax policy and implementation,
- Determination of compensation policies, oversight of management, and training and staff development,
- Approval of new advertising campaigns prior to their release,
- Corporate communications and investor relations,
- Pooling of resources, such as IT, purchasing, etc.,
- Research and development programs.

The business segments 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 segment, the Group has defined its mission, organization, contribution to essential decisions, performance measurement and exchanges with the other segments.

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, an 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.

2. Internal control participants

The primary internal control bodies are as follows:

At Group level

Bonduelle SA's Executive Management consists of two people (Chairman and Chief Executive Officer, and Chief Operating Officer), whose authority is attributed by law and the Company's By-laws. It works collegially to ensure the Group's operational management.

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 comprises Bonduelle SA's Executive Management, the Chief Operating Officers of the various business segments, and the Chief Financial Officer, Human Resources Manager and External Relations and Sustainable Development Manager of Bonduelle SA. It reviews the Group's sales and financial performance and discusses all matters of interest to the Group and its subsidiaries. It met 11 times during the financial year.

The Group's Internal Audit Department is part of the Bonduelle SA Finance Department and reports to the company's Executive Management and the Audit Committee. The audit programs and tasks are approved by the Executive Management and the Audit Committee. Fifteen audits were performed during the 2008-09 financial 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 ensured by the Internal Audit Department and operations managers.

The Supervisory Board, acting on the recommendation of the Audit Committee, is responsible for selecting the Independent Auditors. The Group has chosen a team of Independent Auditors that provides geographic and global coverage of the Group's risks.

At business segment level

The Management Committee is comprised of the Chief Operating 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, Bonduelle SA's Executive Management, Chief Financial Officer, Head of Human Resources and External Relations and Sustainable Development Manager meet as an internal board of directors together with the Management Committee of each business segment to determine the segment's business objectives, review its performance and set policies at segment level.

Specifically, the following topics are covered:

- In March: First-half results
- In June: Budget for following year
- In September: Annual results and capital expenditure for the following year
- In November: Three-year strategic plan



Foundation of internal control procedures

The general operating rules handbook defines the respective areas of responsibility and authority of the central departments and the business segments.

A formal procedure for delegating authority sets forth the responsibilities of Executive Management, the management of the central departments and the Management Committees of the respective business segments.

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.

Procedures and guidelines determine the responsibilities of each party and specify the operating methods and related controls.

The Financial Control units of Bonduelle SA and the various business segments are responsible for budgetary control.

IV. RISK MANAGEMENT PROCEDURES

Like 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 II "Risk management" of the report of the Management Board.

In order to best identify these risks, the Group has initiated a general risk mapping project aimed at ranking the principal risks to which the Group may be exposed, in terms of severity, likelihood, frequency and degree of management control.

The results of this project were analyzed by the Group Executive Committee to ensure that all major risks have been identified and assessed, and to develop appropriate action plans and preventive measures.

Four members of the Supervisory Board were involved in this project.

V. 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 department, which forms part of the Group's Finance Department.

This information is prepared in accordance with an annual schedule provided to the subsidiaries, and the main steps are as follows:

- Monthly control of intra-group transactions,
- Monthly reporting of revenues,
- 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 prepared by each subsidiary and centralized through a single consolidation 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.

During the closing of the financial statements, the Accounting Department audits 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 Independent Auditors for the interim and annual individual and consolidated financial statements.

VI. OTHER INFORMATION

All items that may have an impact in the event of a public take-over offer are discussed in Sections IV "Share capital" and V "Shareholders' agreements" of the report of the Management Board.

The rules governing shareholder participation in Shareholders' Meetings are set out in detail in Article 23 of the By-laws of Bonduelle SCA. Copies of these By-laws 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 October 2, 2009 meeting.

Report of the Independent Auditors

Prepared in accordance with Article L.226-10-1 of the French Commercial Code on the report of the Chairman of the Supervisory Board of the Company for the financial year

ended June 30, 2009

In our capacity as the Independent Auditors of Bonduelle SCA and in accordance with the provisions of Article L.226-10-1 of the French Commercial Code, we hereby present our report on the report prepared by the Chairman of your Company's Supervisory Board for the financial year ended June 30, 2009.

It is the duty of the Chairman of the Supervisory Board to provide a report and submit it for the approval of the Supervisory Board on the Company's internal control and risk management procedures and to provide the other information required by Article L.226-10-1, with regard notably to the Company's corporate governance system.

Our duty is to:

- Report to you any observations that we may formulate based on the information contained in the report of the Chairman of the Supervisory Board regarding internal control procedures applicable to the preparation and processing of accounting and financial information and to
- Certify that the report includes all of the other disclosures required by Article L.226-10-1 of the French Commercial Code, it being specified that it is not our duty to verify the accuracy of these other disclosures.

We performed our work in accordance with generally accepted French auditing practices.

Information regarding the internal control procedures applicable to the preparation and processing of accounting and financial information.

Generally accepted French auditing practices require the use of due diligence to assess the accuracy of the information contained in the report of the Chairman of the Supervisory Board regarding the internal control procedures applicable to the preparation and processing of accounting and financial information. This due diligence consists in particular of:

- Examining the internal control procedures applicable to the preparation and processing of the accounting and financial data that forms the basis for the information presented in the report of the Chairman of the Supervisory Board, as well as all documentation;
- Examining the work performed to prepare the information presented in the report, as well as all documentation;
- Determining whether any major shortcomings in the internal controls applicable to the preparation and processing of the financial and accounting information we may have observed during our audit have been adequately disclosed in the report of the Chairman of the Supervisory Board.

Based on our review, we have no observation to make on the information presented regarding the Company's internal control procedures applicable to the preparation and processing of accounting and financial information contained in the report of the Chairman of the Supervisory Board, prepared in accordance with the provisions of Article L.226-10-1 of the French Commercial Code.

OTHER INFORMATION

We also certify that the report contains all of the other disclosures required by Article L.226-10-1 of the French Commercial Code.

Lille – October 27, 2009

The Independent Auditors

Deloitte & Associés
Jean-Yves Morisset

Mazars
Cécile Fontaine



Consolidated financial statements

Consolidated income statement

(in thousands of euros)

Notes

At June 30, 2008 At June 30, 2009

REVENUE	5	1,490,147	1,523,949
Purchases and external charges	6	(1,036,329)	(1,039,997)
Personnel costs	7	(294,856)	(301,415)
Depreciation, amortization and impairment		(66,433)	(67,209)
Other operating income	8	51,104	45,594
Other operating charges	8	(43,252)	(59,175)
Loss on sale of consolidated equity investments		0	(17)
OPERATING INCOME FROM CONTINUING OPERATIONS		100,381	101,731
Non-recurring items	9	(1,771)	(2,438)
OPERATING INCOME		98,610	99,293
Net borrowing costs		(26,635)	(26,984)
Other financial income and expenses		1,645	(33,788)
NET FINANCIAL EXPENSES	10	(24,990)	(60,772)
Income from associates		110	(300)
INCOME BEFORE TAX		73,730	38,221
Income tax	11	(21,889)	(11,574)
NET INCOME		51,841	26,648
Group share		51,160	26,552
Minority interests		680	96
BASIC EARNINGS PER SHARE	12	6.69	3.49
FULLY-DILUTED EARNINGS PER SHARE	12	6.68	3.49

Consolidated balance sheet

Assets

(in thousands of euros)		Notes		At June 30, 2008	At June 30, 2009
NON-CURRENT ASSETS				553,838	571,759
Other intangible assets	13			44,996	42,241
Goodwill	14			101,317	115,395
Property, plant and equipment	15			381,228	378,571
Investments in associates	4, 4			161	9,790
Other non-current financial assets	17			10,657	12,051
Deferred taxes	11			13,304	12,932
Other non-current assets				2,176	780
CURRENT ASSETS				906,815	914,785
Inventories and work-in-process	18			394,847	510,326
Trade and other accounts receivable	19			379,710	320,547
Tax receivables				17,356	10,264
Other current assets	16			3,939	5,627
Other current financial assets	16			17,288	5,344
Cash and cash equivalents				93,673	62,676
TOTAL ASSETS				1,460,653	1,486,543

Equity and liabilities

(in thousands of euros)		Notes		At June 30, 2008	At June 30, 2009
EQUITY, GROUP SHARE				372,127	367,870
Share capital				56,000	56,000
Additional paid-in capital				22,545	22,545
Consolidated reserves				293,582	289,325
MINORITY INTERESTS				19,041	11,773
TOTAL EQUITY				391,168	379,643
NON-CURRENT LIABILITIES				406,140	527,190
Financial liabilities - non-current portion	21			347,329	462,134
Employee benefits	22			4,316	5,534
Other non-current provisions	24			11,382	25,088
Deferred taxes	11			31,615	28,899
Other non-current liabilities	16			11,498	5,534
CURRENT LIABILITIES				663,345	579,710
Financial liabilities - current portion	21			180,816	127,387
Current provisions	24			4,752	2,492
Trade and other accounts payable	25			473,529	445,177
Tax payables				3,211	1,813
Other current liabilities	16			1,037	2,842
TOTAL EQUITY AND LIABILITIES				1,460,653	1,486,543



Consolidated cash flow statement

(in thousands of euros)

Notes

At June 30, 2008 At June 30, 2009

NET INCOME		51,841	26,648
Income from associates		(110)	300
Depreciation, amortization and impairment		64,925	77,747
Elimination of other non-cash sources		1,080	26,677
Taxes paid		(15,298)	(14,294)
Income tax expense		21,909	11,574
Accrued interest		685	(1,786)
CASH FLOWS FROM OPERATING ACTIVITIES		125,030	126,866
Change in net working capital		(19,008)	(64,172)
NET CASH FLOWS PROVIDED BY OPERATING ACTIVITIES		106,022	62,694
Acquisitions of consolidated companies - net of cash and cash equivalents		(87,876)	(26,787)
Disposals of consolidated companies - net of cash and cash equivalents disposed of		0	112
Acquisitions of property, plant and equipment		(71,820)	(73,209)
Acquisitions of financial assets		(1,570)	(97)
Disposals of property, plant and equipment and financial assets		1,408	1,752
Net changes in loans and other non-current financial assets		362	(179)
CASH FLOWS USED BY INVESTING ACTIVITIES		(159,496)	(98,409)
Capital increase		0	0
Net acquisition of treasury stock		(18,081)	(2,266)
Net increase in non-current financial liabilities		149,126	139,867
Net decrease in current financial liabilities		(34,461)	(118,516)
Dividends paid to Group and minority shareholders		(11,101)	(12,221)
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES		85,483	6,863
Impact of changes in exchange rates		(3,241)	(15)
CHANGE IN CASH BALANCES		28,768	(28,866)
Cash and cash equivalents - opening balance	21	62,774	91,542
Cash and cash equivalents - closing balance	21	91,542	62,676
CHANGE IN CASH BALANCES		28,768	(28,866)

Consolidated statement of changes in equity

	Number of shares issued	Share capital	Additional paid-in capital	Actuarial losses	Treasury stock	Cumulative translation adjustments	Retained earnings	Equity - group share	Minority interests	Total equity
(in thousands of euros)										
EQUITY AT JULY 1, 2007	8,000,000	56,000	22,545	[839]	[628]	623	282,991	360,692	21,133	381,825
Cash flow hedges, net of taxes							2,992	2,992		2,992
Stock options							188	188		188
OBSAAR 2014 bond conversion options							3,563	3,563		3,563
Translation adjustments						(13,648)		(13,648)	(487)	(14,134)
Change of scope							(126)	(126)	(280)	(406)
Treasury stock					(18,197)			(18,197)		(18,197)
Actuarial gains (losses)				49				49		49
Other							(3,682)	(3,682)	(1,769)	(5,451)
Subtotal of items recorded directly in equity				49	(18,197)	(13,648)	2,935	(28,861)	(2,535)	(31,397)
Net income for the year ended June 30, 2008							51,160	51,160	680	51,841
Total income and expenses recorded for the period				49	(18,197)	(13,648)	54,095	22,299	(1,855)	20,444
Dividends paid	1,35						(10,863)	(10,863)	(238)	(11,101)
EQUITY AT JUNE 30, 2008	8,000,000	56,000	22,545	(790)	(18,825)	(13,025)	326,222	372,127	19,041	391,168
Cash flow hedges, net of taxes							(4,656)	(4,656)		(4,656)
Stock options							287	287		287
OBSAAR 2014 bond conversion options							2,077	2,077		2,077
Translation adjustments						(14,720)		(14,720)	(668)	(15,388)
Change of scope							-	-	(6,658)	(6,658)
Treasury stock					(2,271)			(2,271)		(2,271)
Actuarial gains (losses)				(335)				(335)	(95)	(430)
Other							1,030	1,030	56	1,087
Subtotal of items recorded directly in equity				(335)	(2,271)	(14,720)	(1,262)	(18,588)	(7,364)	(25,952)
Net income for the year ended June 30, 2009							26,552	26,552	96	26,648
Total income and expenses recorded for the period				(335)	(2,271)	(14,720)	25,290	7,964	(7,268)	696
Dividends paid	1,50						(12,221)	(12,221)		(12,221)
EQUITY AT JUNE 30, 2009	8,000,000	56,000	22,545	(1,125)	(21,097)	(27,745)	339,291	367,870	11,773	379,642



Notes to the consolidated financial statements

Note 1 Preparation

The consolidated financial statements of the Bonduelle group and its subsidiaries ("the Group") for the year ended June 30, 2009 ("2008/2009") have been prepared in compliance with the International Financial Reporting Standards (IFRS) published by the International Accounting Standards Board (IASB) and whose adoption ruling has been published in the official journal of the European Union.

Standards, updates and interpretations first applicable to the year ended June 30, 2009:

- IFRIC 13 "Customer Loyalty Programs" does not affect Bonduelle.

Standards, updates and interpretations the adoption of which is not yet mandatory and that have not been applied early by the Group:

- IAS 1 (revised), regarding the presentation of financial statements;
- IAS 23 "Borrowing Costs," applicable to accounting periods starting on or after January 1, 2009;
- IFRS 2 amendment "Vesting Conditions and Cancellations," applicable to accounting periods starting on or after January 1, 2009;
- IAS 32 and IAS 1 amendment "Puttable Financial Instruments and Obligations Arising on Liquidation," applicable to accounting periods starting on or after January 1, 2009;
- IFRS 1 - IAS 27 amendment "Measuring Investments in Subsidiaries, Jointly Controlled Entities and Associates" applicable to accounting periods starting on or after January 1, 2009;
- IFRIC 14 - IAS 19 "The Limit on a Defined Benefit Asset Minimum Funding Requirements and their Interaction;"
- IFRIC 16 "Hedges of a Net Investment in a Foreign Operation;"
- IFRS 1 "First-Time Adoption of IFRS" revised, applicable as from July 1, 2009;
- IAS 39 amendment (2008) "Reclassification of Financial Assets: Effective Date and Transition," applicable as from July 1, 2008 but not yet adopted by the European Union;
- IFRS 3 and IAS 27 revised, following the Business Combinations Phase II project, applicable as from July 1, 2009;
- IAS 39 amendment (2008) "Exposures Qualifying for Hedge Accounting," applicable as from July 1, 2009;
- IFRS 7 amendment "Improving Disclosures About Financial Instruments," applicable as from January 1, 2009 but not yet adopted by the European Union;
- IFRIC 9 and IAS 39 amendments "Embedded Derivatives," applicable as from June 30, 2009 but not yet adopted by the European Union;
- IFRIC 12 "Service Concession Arrangements," whose application is optional at June 30, 2009;

- IFRIC 15 "Agreements for the Construction of Real Estate," applicable as from January 1, 2009 but not yet adopted by the European Union;
- IFRIC 17 "Distributions of Non-cash Assets to Owners," applicable as from July 1, 2009;
- IFRIC 18 "Transfers of Assets from Customers," applicable as from July 1, 2009;
- IAS 39 amendment (2008) "Reclassification of Financial Assets," whose application is mandatory but has been applied (as not adopted by the EU).

A. INFORMATION REGARDING THE GROUP

Bonduelle SCA is a French limited partnership (*société en commandite par actions*) that is listed in Compartment B of Euronext. Bonduelle is a market leader in processed vegetables both within and outside the European Area. The Company's business is made up of two activities: canned/frozen and packaged fresh vegetables.

On September 11, 2009, the Management Board approved the consolidated financial statements prepared under IFRS, and authorized the publication of the financial statements for the 12 months ended June 30, 2009, which will be submitted to the Shareholders' Meeting of December 3, 2009 for approval.

Highlights of the year

Acquisition of 100% of the capital of La Corbeille

On November 18, 2008, Bonduelle acquired 100% of the capital of La Corbeille, a Belgian company.

Starting November 1, 2008, the companies La Corbeille Groep N.V., La Corbeille SA, La Corbeille Industrie, and La Corbeille Conserven Picolo are all fully consolidated. Only La Corbeille Rijke Coöperative is consolidated by the equity method.

Gradual closure of Stabroek plant

On March 20, 2009, Bonduelle announced that it would be closing its Stabroek plant and reorganizing its headquarters in Westmeerbeek.

Management attributes this decision to much poorer weather conditions, the slowdown in the European canned vegetable market, the sharp increase in can prices and the bad situation at the plant in Stabroek.

The entire provision for restructuring was recognized in non-recurring items (see Note 9).

Acquisition of minority interest from EBRD

On March 31, 2009, Bonduelle acquired the EBRD's 30% minority interest in its Russian subsidiary, Bonduelle Kuban.

The value of the goodwill recognized is shown in Note 14.

Alliance with Gelagri

On September 15, 2008, the Group announced its intention to pool its private label frozen food operations with those of Gelagri, a subsidiary of the Coopagri group.

Operations started up during the fourth quarter of the 2008/2009 financial year.

FTF and OFL

On April 1, 2009 and June 30, 2009, respectively, the Group acquired the assets of the companies Family Tradition Foods and Omstead Foods Limited in Canada.

Only the activities of Family Tradition Foods were consolidated for the period to June 30, 2009.

The assets acquired consisted primarily of inventories, non-current operating assets and intangible business assets.

Issuance of OBSAAR bonds and simplified public exchange offer

On April 6, 2009, Bonduelle issued 233,333 bonds with redeemable share subscription and/or purchase warrants (OBSAAR) with a par value of 600 euros on Euronext, maintaining shareholders' preemptive rights.

Bonduelle also initiated a simplified public exchange offer (OPES) for the redeemable share subscription and/or purchase warrants attached to the Company's 2007 OBSAAR issue.

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 holds a percentage of the share capital equal to or less than 50%. Full consolidation allows recognition of all 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 ("Minority interests"). All companies over which Bonduelle does not exercise exclusive control yet still exerts notable influence or joint control are accounted for using the equity method.

Soleal is fully consolidated (37%), as the company is legally controlled by Bonduelle and, from a contractual and financial standpoint, Soleal's sole intercompany customer is Bonduelle Sud Europe, a wholly-owned subsidiary of Bonduelle Conserve International (BCI).

Rijke Oogst, a Belgian cooperative, is accounted for using the equity method. The percentage of control is equal to Bonduelle's proportional representation on the Board.

The four Gelagri companies are accounted for using the equity method. The percentage of control and ownership is

equal to Bonduelle's percentage holding of the preference shares issued by the four companies.

All consolidated Group companies closed their annual financial statements on June 30, 2009 with the exception of Bonduelle Kuban and the member companies of the Gelagri groups, which were consolidated on the basis of their accounting data at June 30, 2009.

A company is included within the consolidation scope as of the date on which the Company first acquires control or notable influence, and is deconsolidated as of the date on which the Company first loses control or notable influence.

All income and expenses related to subsidiaries acquired or disposed of during the financial year are recognized in the consolidated income statement with effect from the acquisition date or until disposal.

All transactions between consolidated companies and inter-company income (including dividends) are eliminated.

C. SEGMENT REPORTING

The Bonduelle Group applies IFRS 8, which is substituted for IAS 14, with comparative information.

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 European Area and Out of European Area.

Bonduelle's European Area segment is made up of its subsidiaries in France, Germany, Italy, the Iberian Peninsula, the Benelux countries and Central Europe.

Bonduelle's Out of European Area segment is made up of its subsidiaries in Eastern Europe, the Mercosur, North America and its Export activities.

The following modification was made as of July 1: all data regarding the French company BDV SAS is now included in Rest of World, as that is where the company exports its products.

Aside from a 13,733 thousand euro increase in revenue for the Out of European Area in 2007/2008, with a corresponding decrease for the European Area, the impact of this modification on historical data was immaterial.

These segments are based on Bonduelle's new managerial organization.

The primary indicators published are those used by the Group's Executive Management. Revenue, depreciation, amortization and impairment of non-current assets, operating income from continuing operations and operating income are all presented by geographical region and revenue is also presented by operating segment.

Balance sheet information (non-current assets, current assets, non-current liabilities, current liabilities) is broken down by geographical region. Only goodwill and brands are broken down by both geographical region and 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 translated using the exchange rates on the transaction dates. All receivables and liabilities denominated in foreign currencies recognized in the balance sheet at the end of the period are translated into euros at the closing rate. 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 consolidated equity.

Translation of the financial statements of companies outside the euro zone

The balance sheets of companies with a functional currency other than the euro are translated into euros at the official closing rate, 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 equity until such time as the foreign holdings to which they pertain are sold or liquidated.

Note 2 Accounting policies

The consolidated financial statements at June 30, 2009 are presented in thousands of euros, and reflect the financial position of the Company and its subsidiaries (hereafter, "the Group").

Historical costs are used, except for the assets and liabilities discussed below that 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 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 balance sheet under "Goodwill" for companies that are fully consolidated, and under "Investments in associates" for companies accounted for using the equity method.

Goodwill on non-French companies is recognized in the functional currency of the company acquired.

Badwill is expensed immediately as a non-recurring item.

Other intangible assets

All separately identifiable brands/trademarks acquired whose useful life is considered to be indefinite are recognized in the consolidated balance sheet 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 balance sheet. 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 that their costs can indeed be identified.

Development costs for software used within the Group itself are carried as assets in the balance sheet 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 recognized as expenses in the period during which they are incurred.

Monitoring of brand values

The main factors in assessing 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 are subjected to an annual impairment test, in accordance with IAS 36, which includes notably the monitoring of the metrics 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 whenever 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 carrying amount. Any impairment is allocated first to the goodwill allocated to the cash generating unit ("CGU"), and then as a reduction of the carrying amount of each asset within the CGU.

The recoverable amount of intangible assets corresponds to the greater of 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 cash generating unit to which the intangible assets tested belong.

Cash generating units are combinations of subsidiaries that belong to the same operating 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 projected 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 = 7%) calculated using the market data available for Bonduelle and its operating segments. A two percentage point change in the discount rate does not modify the conclusions of the impairment test.

The Group uses the following business segments to monitor its CGUs for the two geographical operating segments:

For the European Area

- Canned and frozen vegetables,
- Packaged fresh vegetables.

For the Out of European Area

- 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).

The carrying amount of the goodwill allocated to each operating segment is shown in Note 5.

B. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are recorded on the balance sheet 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 balance sheet at the lower of the discounted value of the future minimum payments or 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 balance sheet.

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. Effective lives are reviewed periodically, notably in the case of decisions to move production sites:

- Buildings: 10 - 40 years
- Plant & equip., office equip., furniture: 5 - 15 years
- Other: 3 - 10 years

Where circumstances or events indicate that the value of a non-current 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 non-current asset becomes durably lower than its carrying amount.

C. FINANCIAL ASSETS

Financial assets

IAS 39 requires financial assets to be classified in one of the following 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 in the financial statements.

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 asset. All purchases and sales of financial assets are recognized 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 in hopes of 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 notably units or shares in money market funds and derivative assets.



2. Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and not designated as held for trading or available for sale. These assets are initially measured at fair value, and subsequently stated at their amortized cost using the effective interest rate method. The fair value of short-term, non-interest-bearing receivables is equal to the value of the original invoice, unless the effective interest rate has a material impact.

These assets are tested for impairment in the event of any evidence of a loss of value. Impairment is recognized if the carrying amount is greater than the probable recoverable amount.

Loans to affiliates, other loans and receivables and trade accounts receivable are included in this category, under financial assets and trade accounts receivable.

As part of its financing strategy, the Group occasionally sells its trade receivables. These sales are carried out on a no-recourse basis, thereby transferring all risk to the company purchasing the receivable. Accordingly, the receivables sold are no longer recognized among balance sheet 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 in the event of any evidence of a loss of value. Impairment is recognized if the carrying amount is greater than the probable recoverable amount.

Held-to-maturity investments are reported under financial assets.

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 through 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.

Durable impairment recognized on the variable income securities cannot be reversed at a subsequent balance sheet 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 reported 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.

E. DERIVATIVE FINANCIAL INSTRUMENTS

The Group uses over-the-counter derivatives to manage exposure to foreign exchange and interest rate risks. Group policy precludes speculative investments in financial markets.

In accordance with IAS 39, financial derivatives are recognized in the consolidated balance sheet at fair value.

- If the derivative is designated as a fair value hedge for assets or liabilities recognized in the consolidated balance sheet, changes in the fair value of both the derivative and the underlying item hedged 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 item hedged 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.

The market values of financial assets and liabilities are calculated on the basis of generally-accepted valuation models or, in the case of more complex instruments, quotations supplied directly by the bank counterparties. The market data used in the valuation models includes central bank fixings and data supplied by Reuters-Telerate.

F. INVENTORIES

Materials inventories are measured at their weighted average unit cost. Finished goods inventories 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 inventory values. Impairment is deemed necessary in the following cases:

- for raw materials when current market price is lower than carrying amount,
- for finished goods and commodities sold as-is, each time the probable net realizable value is lower than production or purchase costs.

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 STOCK

Bonduelle own shares held by the Company are recognized as a reduction of consolidated equity, on the line "Treasury stock," for an amount corresponding to their cost. Any funds generated by the sale of treasury stock 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 and cash equivalents include 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.

For the Group, this line includes cash in bank current accounts and units or shares in short-term money market funds.

I. INVESTMENT GRANTS

Investment grants are included under "Other non-current liabilities" in the balance sheet and "Other operating income" in the income statement. Recoveries are recognized using the same depreciation schedule as that of the non-current assets whose acquisition they financed.

J. TAXES

Income tax expense includes both the current tax payable by each consolidated tax entity and deferred taxes.

In France, Bonduelle SCA is head of the tax consolidation group that includes Bonduelle SA, Bonduelle Conserve International SAS, Bonduelle Surgelé International SAS, Bonduelle Développement SAS, Bonduelle Food Service SAS, Bonduelle Frais Traiteur SAS, Bonduelle Frais France SA, SCI Revoisson and Bonduelle Traiteur International SAS.

All current taxes in respect of the period are classified in current liabilities to the extent that they have not been settled. Any overpayments of income taxes are classified 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 financial 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 financial 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 financial 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, except those generated by items that are allocated directly to equity, which are likewise recognized in shareholders' equity. This is the specific case of deferred taxes on brands, when the expected tax rate has just been modified.

K. RETIREMENT, TERMINATION AND MEDICAL INSURANCE BENEFITS

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 termination benefits and long service awards in France, retirement plans in Germany, retirement benefits in Italy and a pension fund in the Netherlands.



Analysis of the various plans:

France - Termination benefits and long service awards:

Actuarial assumptions:

Discount rate:	5.25%
Return on plan assets:	4.50%
Future salary increase:	3.00%
Retirement age:	62 years

Germany - Retirement plans:

Actuarial assumptions:

Discount rate:	5.25%
Return on plan assets:	N/A
Future salary increase:	1.75%
Retirement age:	65 years

Italy - Retirement benefits:

Actuarial assumptions:

Discount rate:	5.25%
Return on plan assets:	4.50%
Future salary increase:	3.00%
Retirement age:	62 years

Netherlands - Pension fund:

Actuarial assumptions:

Discount rate:	5.25%
Return on plan assets:	5.25%
Future salary increase:	2.50%
Retirement age:	65 years

The Group does not have any obligations for future medical benefits.

The same discount rate (5.25%) is used to calculate Bonduelle's obligations under the various plans. The rate of salary inflation presented is an average rate, calculated specifically for each plan (ranging from 1.5% to 4.5%).

The expected rates of return on plan assets are based on historical performances, current and long-term projections and the profile of the assets in the investment fund.

In compliance 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.

The primary actuarial assumptions used to calculate these liabilities were:

- factors for employee turnover and life expectancy,
- retirement age: 62, and 65 in Germany and the Netherlands.

Bonduelle decided to recognize all actuarial gains and losses in accordance with the option defined by IAS 19 from January 1, 2006: the so-called SORIE option (Statement of Recognized Income and Expense) consists of booking all 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 differences between the market conditions actually observed and those originally assumed.

Under the defined contribution plans, the Group's only obligation is to pay the required premium, which is recognized as a period expense.

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 expenses, an obligation is recognized once a detailed restructuring plan has been drawn up or its implementation has begun.

M. REVENUE

Revenue is recognized when the material risks and benefits associated with the ownership of the goods have essentially 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 INCOME AND EXPENSES

This line includes other income and expense items not directly related to the Group's main 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 goodwill, impairment of intangible assets (including goodwill) from consolidated shareholdings, restructuring and reorganization costs, and the impacts of changes in estimates.

P. SHARE-BASED PAYMENTS

Stock warrants and options granted to employees are measured at their fair value at the attribution date. The fair value of the options is calculated using Black & Scholes option pricing model, on the basis of assumptions determined by the Group's management. These share-based payments are recognized in the income statement in the period during which employee's exercise rights become vested, i.e. four years, 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 FULLY-DILUTED EARNINGS PER SHARE

Basic earnings per share are calculated by dividing net income - Group share by the average number of shares in issue during the financial year.

For the calculation of fully-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 balance sheet when their sale is decided, and the consolidated balance sheets 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 Group's 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 cash flow statement, 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 information 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 financial year.

Note 3 Management of financial risks

The Group has established an organization that enables centralized management of all of its liquidity, currency, interest rate and counterparty credit risks. The Finance Department has assigned the Group Treasury Department responsibility for risk management, and provided it with all of the expertise and tools needed to participate as effectively and safely as possible in the various financial markets. The organization and procedures utilized are regularly reviewed by the Internal Audit Department. At Financial Business Reviews, the Group's senior management validates all of the guidelines set in place in relation to previously authorized risk management strategies.

In a global economic environment that is experiencing rapid change, characterized by market volatility and changes in financial techniques, Group Treasury's goal is:

- To guarantee optimum and sufficient funding to finance the expansion and growth of the Group's businesses, and
- To 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 fluctuations in financial markets on the Group's income, in order to reduce as much as possible the capital allocation required to manage these financial risks.

The Group forbids 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 managing the Group's cash efficiently, ensuring that financing is obtained that is determinable in both its maturity and its legal conditions. It also arranges confirmed lines of credit to guarantee optimum flexibility in the Group's financing [see Note 21].



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 the year ended June 30, 2009 73% of its revenue and 38% of its operating income was denominated in euros.

The share of assets, liabilities, sales and earnings denominated in other currencies – essentially the Polish zloty, Hungarian forint, Russian ruble, U.S. dollar and Canadian dollar – fluctuates continuously. This being the case, the Group is subject to the impacts of fluctuations in the relative value of these currencies to the euro when they are translated into euros in its consolidated financial statements: for example, when the euro appreciates against these currencies it reduces the earnings contribution from subsidiaries whose financial statements are denominated in these currencies.

All revenues and expenses of Group subsidiaries are generally expressed in their local currency, with the exception of imports, exports and financial transactions covered by centralized foreign currency hedges: Bonduelle estimates that its local exposure to currency fluctuations was and will remain slight.

The Group's international growth strategy is increasing the relative weight of non-euro zone activities in revenues, operating income and consolidated net income.

Hedging policy for currency risk

The goal is to hedge, on a budgeted annual basis, all risks relating to the sales of the Group's subsidiaries denominated in a currency other than their functional currency, and the risks regarding the net assets of certain subsidiaries conducting business in countries with a functional currency other than the euro.

The Group uses over-the-counter financial instruments exclusively to hedge the financial risks generated by its production and sales activities. All hedging transactions entered into must comply with the objectives and procedures established by the Bonduelle group's senior management. These transactions are centralized within Group Treasury.

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. An analysis of the portfolio at June 30, 2009 is provided in Note 20.

2. Interest rate risk

The interest rate risk management strategy is centrally coordinated, controlled and managed in order to protect future cash flows and reduce the volatility of financial

expenses. The Group employs the various instruments available in the market, and notably interest rate options and swaps. The details of the portfolio at June 30, 2009 are provided in Note 20.

3. Credit risk

Because of the high quality of its main clients, who are primarily in the grocery retail sector and are widely dispersed throughout the world, the Group considers that it does not have a material exposure to credit risk.

Because the Group's trade and other accounts receivable are highly liquid, their fair value is considered to be the same as their carrying amount.

4. Counterparty risk

As exposure to counterparty risk lies generally with a company's financial assets, and therefore with any cash surplus it may have, the Group works only with highly-rated bank counterparties. Any occasional cash surpluses are generally deposited in short-term interest-bearing accounts.

5. Raw materials risk

Bonduelle Group's decisions in setting up its industrial sites have always favored the best agricultural soils and the geographical diversification of its supply network, allowing the Group to reduce the weather-related risks inherent to cultivation.

Furthermore, there is no organized market for raw materials purchased by Bonduelle. Nevertheless, the trend in prices of agricultural raw materials quoted on a market has variable impact on the purchase prices paid by the Group depending on the agricultural choices presented to producers. In order to perpetuate its vegetables sourcing, Bonduelle negotiates every year with producers' organizations long before the harvests, on the basis of a net margin by hectare for the producer.

Bonduelle is thus constrained to pass along into its sales prices any changes resulting from its negotiation of vegetable purchase prices in the different supply regions.

C. EQUITY MANAGEMENT

Bonduelle strives to continuously optimize its financial structure by respecting the balance between its net financial liabilities and its equity and by paying regular dividends. This helps the Group lower its cost of capital, maximize shareholder value and dividend growth, and maintain the financial flexibility needed to take advantages of all opportunities that arise.

At June 30, 2009, Bonduelle had total equity of 379.6 million euros, on which basis the Board of Directors proposed a dividend per share of 1.50 euros.

Bond issues are subject to financial covenants, including in particular:

- an early call clause in the event Bonduelle should default on any of its financial liabilities (cross default) and in the event that the Group's non-current debt should exceed 60% of its long-term capital*;
- consolidated current assets must be greater than or equal to 1.10x consolidated current liabilities

At June 30, 2009, the Group was in compliance with these covenants.

Note 4 Changes in scope of consolidation

4.1. SALE OF FRIKONI

Frikoni, a company consolidated using the equity method, was sold to the minority shareholders on July 1, 2008. The sale did not have a material impact on the consolidated financial statements at June 30, 2009.

4.2. ACQUISITION OF 100% OF THE EQUITY OF LA CORBEILLE IN BELGIUM

On November 18, 2008, Bonduelle acquired full control of La Corbeille, the independent Belgian specialist in the canning and jarring of vegetables.

La Corbeille is headquartered in Westmeerbeek and has three production facilities (Westmeerbeek, Rijkevorsel and Stabroek), all in the province of Anvers.

La Corbeille's geographical positioning, its sales volumes in Germany and strong market presence in jars and applesauce are all highly complementary to Bonduelle's existing operations.

Analysis of fair values and cash flows on the acquisition of La Corbeille:

	November 2008 Carrying amount - pre-acquisition	November 2009 Fair value of net assets acquired
(in thousands of euros)		
Non-current assets	15,482	24,853
Current assets	51,635	52,868
Non-current liabilities	7,485	12,542
Current liabilities	49,367	49,367
Net assets acquired	10,265	15,812
Negative goodwill		3,715
Purchase price		12,097
Cash and cash equivalents acquired		1,023
Cash used to acquire La Corbeille		11,074

* Total equity + non-current financial liabilities.

At June 30, 2009, the most significant restatements made to the carrying amounts of the La Corbeille group companies were for employee benefit obligations, inventories and land.

In accordance with IFRS 3, paragraph 56, the excess of the acquirer's interest in the fair value of the identifiable assets and liabilities of the La Corbeille group over the cost of the acquisition, or "negative goodwill," was recognized immediately as a non-recurring item.

Pro forma information has not been provided in respect of IFRS 3.

4.3. ACQUISITIONS OF MINORITY INTEREST FROM EBRD

On March 31, 2009, Bonduelle acquired the EBRD's 30% minority interest in Bonduelle Kuban.

The value of the goodwill recognized is shown in Note 14.

4.4. ALLIANCE WITH GELAGRI

Bonduelle has signed a memorandum of understanding with the Coopagri group and the Gelagri companies for the pooling of private label frozen foods operations in Western Europe.

Coopagri is a diversified cooperative group based in the Brittany region of France; Gelagri is its frozen foods subsidiary.

Bonduelle and Coopagri established an alliance through Gelagri's four companies in France and Spain.

Operations started up during the fourth quarter of the 2008/2009 financial year.

The four companies are consolidated using the equity method; at June 30, 2009, the shares were valued at 9,501 thousand euros.

This alliance did not have a material impact on the Group's income or net assets as reported in the consolidated financial statements at June 30, 2009.



Note 5 Segment reporting

(in thousands of euros)

INCOME STATEMENT

	European Area	Out of European Area	Eliminations	Total at June 30, 2008
Revenue	1,194,518	347,067	(51,438)	1,490,147
Inter-segment sales	(51,385)	(53)	51,438	0
TOTAL	1,143,134	347,014	0	1,490,147
Depreciation, amortization and impairment	(57,196)	(9,237)		(66,433)
Operating income from continuing operations	52,796	47,585		100,381
Operating income	52,937	45,673		98,610

BALANCE SHEET

Non-current assets	429,302	124,536		553,838
<i>o w. Property, plant and equipment</i>	<i>286,620</i>	<i>94,609</i>		<i>381,228</i>
<i>o w. Net investments and intangible assets</i>	<i>65,219</i>	<i>6,601</i>		<i>71,820</i>
<i>o w. Goodwill</i>	<i>75,741</i>	<i>25,576</i>		<i>101,317</i>
<i>o w. Brands</i>	<i>28,215</i>	<i>2,016</i>		<i>30,231</i>
Current assets	749,979	156,836		906,815
TOTAL CONSOLIDATED ASSETS	1,179,281	281,372		1,460,653
Equity				391,168
Non-current liabilities	285,688	120,451		406,140
<i>o w. financial liabilities</i>				<i>347,329</i>
Current liabilities	607,081	56,264		663,345
TOTAL CONSOLIDATED EQUITY AND LIABILITIES	1,179,281	281,372		1,460,653

(in thousands of euros)

INCOME STATEMENT

	European Area	Out of European Area	Eliminations	Total at June 30, 2009
Revenue	1,193,725	367,189	(36,965)	1,523,949
Inter-segment sales	(36,601)	(364)	36,965	(0)
TOTAL	1,157,124	366,825	0	1,523,949
Depreciation, amortization and impairment	(57,415)	(9,794)		(67,209)
Operating income from continuing operations	44,021	57,711		101,732
Operating income	41,583	57,711		99,294

BALANCE SHEET

Non-current assets	431,570	140,189		571,759
<i>o w. Property, plant and equipment</i>	<i>283,265</i>	<i>95,306</i>		<i>378,571</i>
<i>o w. Net investments and intangible assets</i>	<i>57,217</i>	<i>10,574</i>		<i>67,791</i>
<i>o w. Goodwill</i>	<i>75,741</i>	<i>39,654</i>		<i>115,395</i>
<i>o w. Brands</i>	<i>28,215</i>	<i>1,975</i>		<i>30,190</i>
Current assets	737,239	177,546		914,785
TOTAL CONSOLIDATED ASSETS	1,168,808	317,735		1,486,543
Equity				379,643
Non-current liabilities	411,127	116,063		527,190
<i>o w. financial liabilities</i>				<i>462,134</i>
Current liabilities	483,518	96,192		579,710
TOTAL CONSOLIDATED EQUITY AND LIABILITIES	1,168,808	317,735		1,486,543

Information by segment

(in thousands of euros)

INCOME STATEMENT

	Canned/ Frozen	Packaged fresh	Other	Total 2007/2008
Revenue - excluding intercompany	1,129,853	360,294		1,490,147
TOTAL	1,129,853	360,294		1,490,147

BALANCE SHEET

Goodwill	27,514	72,940	863	101,317
Brands	30,231			30,231

(in thousands of euros)

INCOME STATEMENT

	Canned/ Frozen	Packaged fresh	Other	Total 2008/2009
Revenue - excluding intercompany	1,187,128	336,821		1,523,949
TOTAL	1,187,128	336,821		1,523,949

BALANCE SHEET

Goodwill	41,592	72,940	863	115,395
Brands	30,190			30,190

Information by geographical region

(in thousands of euros)

	2007/2008	%	2008/2009	%
France	540,361	36	549,452	36
North America	224,600	15	229,009	15
Italy	184,872	12	174,883	11
Germany	157,488	10	166,428	11
Eastern Europe ⁽¹⁾	102,892	7	116,105	8
Benelux	83,295	6	101,325	7
Iberian peninsula	106,493	7	91,198	6
Central Europe ⁽²⁾	70,010	5	71,248	5
Other	20,135	1	24,299	2
TOTAL REVENUE	1,490,146	100	1,523,949	100

(1) Eastern Europe: Russia + former Soviet republics.

(2) Central Europe: former Eastern European countries that have joined the European Union.



Note 6 Purchases and external charges

(in thousands of euros)

At June 30, 2008 At June 30, 2009

Purchases of goods for resale and other supplies	(685,184)	(756,586)
Production in inventory	9,703	93,716
Changes in inventories of goods for resale and other supplies	15,350	24,286
Other external charges	(376,198)	(401,414)
TOTAL PURCHASES AND EXTERNAL CHARGES	(1,036,329)	(1,039,997)

Note 7 Compensation and headcount

(in thousands of euros) and number of employees

At June 30, 2008 At June 30, 2009

Personnel costs for consolidated companies	294,856	301,415
Average annual headcount	8,008	8,386
Employees with long-term employment contracts	6,592	6,532

Note 8 Other operating income and expenses

(in thousands of euros)

At June 30, 2008 At June 30, 2009

Operating services	8,861	6,598
Reversals of provisions and impairment	11,803	9,438
Other operating income	30,441	29,558
TOTAL OTHER OPERATING INCOME	51,105	45,594

(in thousands of euros)

At June 30, 2008 At June 30, 2009

Taxes other than on income	(26,656)	(24,981)
Charges to provisions and impairment	(14,100)	(26,226)
Other operating charges	(2,496)	(7,967)
TOTAL OTHER OPERATING EXPENSES	(43,252)	(59,175)

Note 9 Non-recurring items

(in thousands of euros)

At June 30, 2008At June 30, 2009

Badwill	1,499	3,715
Impact of valuing inventories at fair value on the acquisition date	(1,912)	(1,233)
Reorganization and restructuring costs	(1,358)	(6,354)
Insurance settlements (net)		1,434
TOTAL NON-RECURRING ITEMS	(1,771)	(2,438)

Note 10 Net financial expenses

Bonduelle had 60.8 million euros in net financial expenses during the year ended June 30, 2009, compared with 25 million euros the previous year.

(in thousands of euros)

At June 30, 2008At June 30, 2009

COST OF NET FINANCIAL DEBT	A	(26,635)	(26,984)
Cash and cash equivalents		782	701
Interest expense (at effective interest rate)		(28,115)	(27,244)
Gains and losses on liabilities covered by fair value hedges		13,772	(6,801)
Gains and losses on fair value hedging derivatives		(13,074)	6,360
OTHER FINANCIAL INCOME AND EXPENSES	B	1,645	(33,788)
Net foreign exchange gain (loss)		2,847	(8,725)
Ineffective portion of cash flow hedges		(1,804)	(1,341)
Net gain (loss) on derivatives ineligible for hedge accounting (foreign currency & interest rate risk)		985	(23,002)
Other financial expenses		(384)	(720)
NET FINANCIAL EXPENSES	A+B	(24,990)	(60,772)

Net financial expenses are comprised of three main items: the effective cost of debt, items related to the valuation methods used for accounting purposes (primarily IFRS restatements) and the impact of changes in exchange rates:

The cost of debt was unchanged at 27 million euros, including notably:

- An increase in outstanding debt, reflecting the Group's continuing expansion through the acquisition of La Corbeille in November, and an increase in working capital requirements; which was offset by
- A favorable movement in interest rates: during the first half of the financial year, the existing hedging instruments enabled Bonduelle to limit the impact of the rise in interest rates effectively paid due to the sharp hike in Euribor rates (through November). In the second half, the Group benefited from a large part of the fall in short-term rates during the period. For the full 12 months, the effective interest rate paid by the Group on its debt fell from 4.75% to 4.19%.

The 34 million euros in net other financial expenses reflects primarily the impact of IAS 32 and IAS 39 on the fair values of the interest rate and currency instruments used to hedge the Group's debt and foreign currency exposure.

While justifiable from an economic standpoint, these hedging instruments did not meet all of the criteria required for hedge accounting as defined by the applicable IFRS. Accordingly, changes in the fair value of these instruments must be recognized through profit or loss.

The sharp drop in Euribor rates at the end of 2008 contributed to a 14 million euro plunge in the value of the Group's interest rate hedges in the first half of 2008/2009, and the continued decline of rates during the second half generated an additional unrealized loss of 3.6 million euros. The total impact was a non-cash 'accounting' charge of 17.6 million euros for the financial year ended June 30, 2009.



Bonduelle reported an 8.7 million euro net foreign exchange loss (excluding the impact of IFRS), due notably to the Group's local-currency financing of its subsidiaries in countries whose foreign exchange and interest rates fluctuated in a particularly erratic fashion (Hungary, Russia, Poland, etc.).

As required by IFRS 7, the Group measured the sensitivity of its exposure to material changes in interest and foreign exchange rates.

The scope of the interest rate sensitivity calculations included all financial instruments, both debt and derivatives. The calculations were made assuming a uniform shift of +/- 100 bp in the yield curve at the balance sheet date. The market values of the instruments were obtained from the valuation platforms used by the Finance Department, and market data are populated using real-time information systems (Reuters, etc.).

Analysis of interest rate sensitivity

(in thousands of euros)

	Change in interest rates			
	+100 bp		-100 bp	
	Equity	Income	Equity	Income
Interest on debt		(5,866)		5,996
Mark-to-market valuation of debt		6,478		(6,845)
DEBT	0	611	0	(849)
Financial income from interest rate derivatives		3,634		(3,777)
Mark-to-market valuation of interest rate derivatives	6,025	(4,080)	(6,071)	3,421
INTEREST RATE DERIVATIVES	6,025	(446)	(6,071)	(356)
TOTAL	6,025	166	(6,071)	(1,205)

- A 100 bp increase in interest rates would have reduced annual financial expenses by 0.2 million euros (9.3 million euros in 2007/2008)
- Inversely, a 100 bp decrease in interest rates would have increased financial expenses by 1.2 million euros (7.4 million euros in 2007/2008)

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.

Because this consists essentially of hedges of trading flows denominated in foreign currencies, the flows hedged and the associated hedging instruments generally mature in less than one year.

A +/- 5% change in the value of the euro against the main foreign currencies was used.

Analysis of sensitivity to changes in exchange rates (excluding subsidiaries net equity)

Net position (in thousands of euros)

	Change in exchange rates			
	+5% change in parity		-5% change in parity	
	Equity	Income	Equity	Income
USD/EUR	13	(288)	(13)	306
HUF/EUR	112	188	(120)	(208)
RUB/EUR	40	(65)	(68)	76
USD/CAD	10	0	(11)	0
Other	(24)	(47)	13	17
TOTAL	141	(212)	(188)	191

Note 11 Income tax

1) ANALYSIS OF NET INTEREST EXPENSE

Total income tax expenses may be analyzed in the following manner:

In %	At June 30, 2008	At June 30, 2009
Average tax rate	29.73	30.04

2) RECONCILIATION OF INCOME TAX AND INCOME BEFORE TAX

(in thousands of euros)	At June 30, 2008	% At June 30, 2009	%
Net income - Group share	51,160	26,552	
Minority interests	680	96	
Income from associates	(110)	(300)	
Income tax	21,889	11,574	
INCOME BEFORE TAX	73,620	38,522	
Income tax at statutory rate	25,347	34.4	13,263
RECONCILIATION			
Permanent differences	849	1.2	(318)
Difference in tax rates (non-French countries)	(5,497)	(7.5)	(4,299)
Impact of tax loss carryforwards and other	1,190	1.6	2,927
CURRENT INCOME TAX	21,889	29.7	11,573
			30.0

3) DEFERRED TAXES

	At June 30, 2008	At June 30, 2009
Provisions and non-current assets	2,826	2,142
Margin in inventory	1,108	1,368
Tax loss carryforwards*	9,350	5,613
Accelerated depreciation and regulated provisions	(17,866)	(20,452)
Other	(13,728)	(4,638)
NET DEFERRED TAX ASSETS	(18,311)	(15,968)

* Due to income-generating prospect for the companies concerned.

The tax loss carryforwards for which no deferred tax asset has been recorded amounted to 52.6 million euros at June 30, 2009, compared with 30.3 million euros at June 30, 2008.

Changes in net deferred tax assets

	At June 30, 2008	At June 30, 2009
AT JULY 1	(2,387)	(18,311)
Translation adjustments	832	885
Acquisition of subsidiaries	(7,745)	(3,148)
Taxes recognized through profit or loss	(6,365)	2,720
Taxes recognized through equity	(2,646)	1,885
AT JUNE 30	(18,311)	(15,968)



Note 12 Basic earnings per share

(in thousands of euros)

At June 30, 2008 At June 30, 2009

Net income - Group share (in thousands of euros)	51,160	26,552
NUMBER OF SHARES USED TO CALCULATE		
Basic earnings per share	7,645,072	7,609,047
Fully-diluted earnings per share	7,655,267	7,609,047
EARNINGS PER SHARE (in euros)		
BASIC	6.69	3.49
FULLY-DILUTED	6.68	3.49

The Shareholders' Meeting has proposed a dividend of 1.50 euros per share.

At June 30, 2009, the share capital of Bonduelle SCA was made up of 8 million shares with a par value of 7 euro per share.

Note 13 Other intangible assets

Analysis of changes in gross values, amortization and impairment:

(in thousands of euros)	At June 30, 2007	Acquisition or charge	Sale, disposal or recovery	Other ⁽¹⁾	At June 30, 2008
GROSS CARRYING AMOUNT					
Trademarks, patents and licenses	30,060	51	(15)	2,054	32,150
Software	32,205	1,139	(10)	3,727	37,061
Other	358	67		910	1,335
Intangible assets under construction	1,395	3,171		(3,558)	1,008
	64,018	4,429	(25)	3,133	71,555
ACCUMULATED AMORTIZATION AND IMPAIRMENT					
Trademarks, patents and licenses	1,704	60	(15)	17	1,766
Software	19,153	5,283	(10)	1	24,427
Other	271	66		28	365
	21,128	5,410	(25)	46	26,558
NET CARRYING AMOUNT					
Trademarks, patents and licenses	28,357				30,385
Software	13,052				12,634
Other	87				970
Intangible assets under construction	1,395				1,008
	42,890				44,996

(1) Change in scope, translation adjustments and transfers between lines

(in thousands of euros)

	At June 30, 2008	Acquisition or charge	Sale, disposal or recovery	Other ⁽¹⁾	At June 30, 2009
GROSS CARRYING AMOUNT					
Trademarks, patents and licenses ⁽²⁾	32,150	277	(48)	(95)	32,284
Software	37,061	421		2,151	39,633
Other	1,335	6		(179)	1,162
Intangible assets under construction	1,008	1,893		(2,027)	874
	71,555	2,596	(48)	(150)	73,953
ACCUMULATED AMORTIZATION AND IMPAIRMENT					
Trademarks, patents and licenses	1,766	90	(48)	(46)	1,762
Software	24,427	5,122		89	29,639
Other	365	39		(92)	312
	26,558	5,251	(48)	(49)	31,713
NET CARRYING AMOUNT					
Trademarks, patents and licenses	30,385				30,522
Software	12,634				9,995
Other	970				850
Intangible assets under construction	1,008				874
	44,996				42,241

(1) Change in scope, translation adjustments and transfers between lines.

(2) Carrying amounts of trademarks (in thousands of euros): Cassegrain (20,215), Salto (7,000), Arctic Gardens (2,016) and Frudesa (1,000).

Note 14. Goodwill

Analysis of changes in goodwill:

	At June 30, 2007	Acquisition or charge	Sale, disposal or recovery	Other ⁽¹⁾	At June 30, 2008
GROSS CARRYING AMOUNT					
	75,312	28,349	0	(2,344)	101,317
Impairment	0	0	0	0	0
NET CARRYING AMOUNT	75,312	28,349	0	(2,344)	101,317

	At June 30, 2008	Acquisition or charge	Sale, disposal or recovery	Other ⁽¹⁾	At June 30, 2009
GROSS CARRYING AMOUNT					
	101,317	15,695	0	(1,617)	115,395
Impairment	0	0	0	0	0
NET CARRYING AMOUNT	101,317	15,695	0	(1,617)	115,395

(1) Translation loss on Bonduelle Canada: 2,344 thousand euros.

(2) Goodwill increased for Kuban (9,821 thousand euros) and FTF/OFL (5,875 thousand euros).

(3) Translation adjustments.



Note 15 Property, plant and equipment

Analysis of changes in property, plant and equipment

	At June 30, 2007	Acquisition or charge	Sale, disposal or recovery	Other ⁽¹⁾	At June 30, 2008
(in thousands of euros)					
GROSS CARRYING AMOUNT					
Land	27,631	411	(1,110)	7,118	34,050
Buildings	243,637	5,218	(7,039)	50,320	292,136
Industrial plant, tools and equipment	491,179	24,711	(14,195)	90,870	592,565
Other	32,964	3,986	(2,336)	7,109	41,723
Property, plant and equipment under construction	29,535	36,270	[3]	(30,423)	35,379
	824,946	70,597	(24,685)	124,994	995,853
ACCUMULATED DEPRECIATION AND IMPAIRMENT					
Land	6,169	451	(789)	294	6,124
Buildings	152,925	15,536	(6,076)	11,601	173,986
Industrial plant, tools and equipment	344,814	39,960	(13,674)	33,022	404,122
Other	23,113	4,648	(1,256)	3,800	30,304
Property, plant and equipment under construction	89	438	0	(438)	89
	527,109	61,034	(21,796)	48,278	614,625
NET CARRYING AMOUNT					
Land	21,462				27,926
Buildings	90,712				118,150
Industrial plant, tools and equipment	146,366				188,444
Other	9,852				11,419
Property, plant and equipment under construction	29,447				35,290
	297,838				381,228

(1) Translation adjustments and transfers between lines. Including Bonduelle Canada with gross carrying amount of 156,843 thousand euros and 71,025 thousand euros in accumulated depreciation.

	At June 30, 2008	Acquisition or charge	Sale, disposal or recovery	Other ⁽¹⁾	At June 30, 2009
(in thousands of euros)					
GROSS CARRYING AMOUNT					
Land	34,050	394	(17)	9,871	44,297
Buildings	292,136	7,288	(1,321)	11,480	309,583
Industrial plant, tools and equipment	592,565	24,502	(13,337)	17,292	621,022
Other	41,723	3,713	(4,384)	4,259	45,312
Property, plant and equipment under construction	35,379	27,055	(696)	(37,876)	23,862
	995,853	62,952	(19,756)	5,027	1,044,076
ACCUMULATED DEPRECIATION AND IMPAIRMENT					
Land	6,124	466	(16)	(19)	6,555
Buildings	173,986	15,533	(1,276)	5,338	193,582
Industrial plant, tools and equipment	404,122	41,018	(11,554)	(1,611)	431,975
Other	30,304	4,947	(2,771)	912	33,393
Property, plant and equipment under construction	89	0	(89)	0	0
	614,625	61,965	(15,705)	4,620	665,505
NET CARRYING AMOUNT					
Land	27,926				37,742
Buildings	118,150				116,001
Industrial plant, tools and equipment	188,444				189,047
Other	11,419				11,919
Property, plant and equipment under construction	35,290				23,862
	381,228				378,571

(2) Including La Corbeille with gross carrying amount of 62,851 thousand euros and 39,537 thousand euros in accumulated depreciation. Including translation adjustments of -19,347 thousand euros to gross carrying amount and 9,489 thousand euros to accumulated depreciation. Including Gelagri with translation adjustments of -37,410 thousand euros to gross carrying amount and +23,568 thousand euros to accumulated depreciation. The rest consists mainly of transfers between lines. The gross and net carrying amounts of assets acquired or refinanced under finance leases amounted to 57.8 million and 12.7 million euros, respectively, at June 30, 2009 (55 million and 12.5 million euros, respectively, at June 30, 2008).

Note 16 Analysis of financial assets and liabilities by category

AT JUNE 30, 2008

(in thousands of euros)

NON-CURRENT ASSETS					
Other non-current financial assets	10,657	10,657	2,522	5,104	3,032
Participating interests	234	234	234		
Derivative instruments	8,136	8,136		5,104	3,032
Other non-current financial assets	2,288	2,288	2,288		
Other non-current assets	2,176	2,176	224		1,951
Other non-current receivables	224	224	224		
Deferred expenses	1,951	1,951			1,951
CURRENT ASSETS					
Trade and other accounts receivable	379,710	379,710	379,710		
Other current assets	3,939	3,939	231		3,708
Non-consolidated loans and receivables	222	222	222		
Deferred expenses	3,708	3,708			3,708
Other assets	9	9	9		
Derivative instruments	17,288	17,288		247	17,041
Cash and cash equivalents	93,674	93,674	93,674		

AT JUNE 30, 2008

(in thousands of euros)

NON-CURRENT LIABILITIES					
Financial liabilities	347,328	354,340	341,388	2,628	3,312
Debt excluding derivatives	307,033	314,045	341,388		(34,355)
Derivative instruments	40,295	40,295		2,628	37,667
Other non-current financial liabilities	11,498	11,498	3,612		7,886
Investment grants	7,886	7,886			7,886
Other	3,612	3,612	3,612		
CURRENT LIABILITIES					
Trade and other accounts payable	473,529	473,529	473,529		
Current financial liabilities	180,816	181,415	176,254	876	3,686
Debt excluding derivatives	167,006	167,605	176,254		(9,248)
Derivative instruments	13,810	13,810		876	12,934
Other current financial liabilities	1,037				1,037
Deferred income and other accrual accounts	1,037				1,037



AT JUNE 30, 2009

(in thousands of euros)

NON-CURRENT ASSETS

Other non-current financial assets	12,051	12,051	3,140	1,160	7,750
Participating interests	250	250	250		
Derivative instruments	8,910	8,910		1,160	7,750
Other non-current financial assets	2,890	2,890	2,890		
Other non-current assets	780	780	780		
Other non-current receivables	780	780	780		

CURRENT ASSETS

Trade and other accounts receivable	320,547	320,547	320,547		
Other current assets	5,627	5,627	379		5,248
Non-consolidated loans and receivables	370	370	370		
Deferred expenses	5,248	5,248			5,248
Other assets	9	9	9		
Derivative instruments	5,344	5,344		1,395	3,949
Cash and cash equivalents	62,676	62,676	62,676		

AT JUNE 30, 2009

(in thousands of euros)

NON-CURRENT LIABILITIES

Financial liabilities	462,134	467,282	447,866	5,934	8,334
Debt excluding derivatives	437,644	442,792	447,866		(10,222)
Derivative instruments	24,490	24,490		5,934	18,556
Other non-current financial liabilities	5,534	5,534	776		4,759
Investment grants	4,759	4,759			4,759
Other	776	776	776		

CURRENT LIABILITIES

Trade and other accounts payable	445,177	445,177	445,177		
Current financial liabilities	127,387	130,444	113,163	4,307	9,917
Debt excluding derivatives	106,415	109,473	113,163		(6,747)
Derivative instruments	20,971	20,971		4,307	16,664
Other current financial liabilities	2,842				2,842
Deferred income and other accrual accounts	2,842				2,842

Note 17 Other non-current financial assets

Analysis of changes in gross carrying amounts and impairment:

	At June 30, 2007	Acquisition or charge	Sale or recovery	Other ⁽¹⁾	At June 30, 2008
(in thousands of euros)					
GROSS CARRYING AMOUNT ⁽³⁾					
Participating interests	175	64			239
Derivative instruments	514	7,621			8,135
Other non-current financial assets	1,964	534	(38)	(16)	2,443
	2,653	8,218	(38)	(16)	10,817
IMPAIRMENT					
Participating interests	5				5
Other non-current financial assets	155				155
	160	0	0	0	160
NET CARRYING AMOUNT ⁽²⁾					
Participating interests	170	64			234
Derivative instruments	514	7,621			8,135
Other non-current financial assets	1,809	534	(38)	(16)	2,288
	2,493	8,218	(38)	(16)	10,657

	At June 30, 2008	Acquisition or charge	Sale or recovery	Other ⁽¹⁾	At June 30, 2009
(in thousands of euros)					
GROSS CARRYING AMOUNT					
Participating interests ⁽²⁾	239	25		(7)	256
Derivative instruments	8,135	775			8,910
Other non-current financial assets	2,443	977	(453)	76	3,045
	10,817	1,777	(453)	69	12,211
IMPAIRMENT					
Participating interests ⁽²⁾	5				5
Other non-current financial assets	155				155
	160	0	0	0	160
NET CARRYING AMOUNT					
Participating interests ⁽²⁾	234	25	0	(7)	251
Derivative instruments	8,135	775	0	0	8,910
Other non-current financial assets	2,288	977	(453)	76	2,890
	10,657	1,777	(453)	69	12,051

(1) Translation adjustments and transfers between lines.

(2) This heading represents the carrying amount of the main holdings of companies that are not consolidated by the Group.

(3) The valuation principles are set out in Note 2.



Note 18 Inventories and work-in-process

	Gross	Impairment	Net carrying amount at June 30, 2008	Gross	Impairment	Net carrying amount at June 30, 2009
(in thousands of euros)						
Materials and packaging	109,972	(1,125)	108,847	121,805	(1,692)	120,113
Finished goods	296,308	(10,307)	286,000	403,695	(13,483)	390,213
	406,280	(11,433)	394,847	525,500	(15,174)	510,326

Analysis of provisions for impairment of inventories and work-in-process:

	At June 30, 2008	At June 30, 2009
MATERIALS AND PACKAGING		
Opening balance	(1,080)	(1,125)
Additions	(180)	(1,011)
Recoveries	137	333
Translation adjustments and other	(2)	112
CLOSING BALANCE	(1,125)	(1,692)
FINISHED GOODS		
Opening balance	(4,284)	(10,307)
Additions	(2,876)	(5,176)
Recoveries	1,069	1,224
Translation adjustments and other ⁽¹⁾	(4,216)	777
CLOSING BALANCE	(10,307)	(13,483)

(1) At June 30, 2008: including 4,529 thousand euros in inventory impairment newly consolidated in the Bonduelle Canada scope.

Note 19 Trade and other accounts receivable

Analysis of trade and other accounts receivable:

	Gross	Impairment	Carrying amount at June 30, 2008	Gross	Impairment	Carrying amount at June 30, 2009
(in thousands of euros)						
Trade accounts receivable	262,675	(4,599)	258,075	222,813	(9,987)	212,827
Tax and social security receivables	61,335	0	61,335	39,705	0	39,705
Other receivables	62,386	(2,086)	60,300	68,684	(668)	68,015
TOTAL TRADE AND OTHER ACCOUNTS RECEIVABLE	386,396	(6,685)	379,710	331,202	(10,655)	320,547

Changes in impairment of trade and other accounts receivable

(in thousands of euros)

At June 30, 2008 At June 30, 2009

TRADE ACCOUNTS RECEIVABLE

Opening balance	[9,267]	[4,599]
Charges	[2,059]	[8,212]
Reversals	7,100	3,130
Translation adjustments and other ⁽¹⁾	[373]	[305]
CLOSING BALANCE	(4,599)	(9,987)

OTHER ACCOUNTS RECEIVABLE

Opening balance	[6,200]	[2,086]
Charges	[276]	[149]
Reversals	85	1,543
Translation adjustments and other ⁽²⁾	4,305	24
CLOSING BALANCE	(2,086)	(668)

(1) At June 30, 2009: including 1,154 thousand euros on the new consolidation of La Corbeille. The balance represents translation adjustments.

(2) At June 30, 2008: including 4,312 thousand euros on the merger of Duvet.

Maturity analysis of trade and other accounts receivable

(in thousands of euros)

At June 30, 2008 At June 30, 2009

NOT ET UE Y D	169,764	156,762
Past due		
Less than 30 days	50,456	36,763
Between 30 and 90 days	25,662	16,672
Over 90 days	12,193	2,629
TOTAL TRADE AND OTHER ACCOUNTS RECEIVABLE	258,075	212,827



Note 20 Financial derivatives

The Group uses over-the-counter derivatives to manage its exposure to currency and interest rate risk. Group policy precludes employees from engaging in speculative transactions on the financial markets.

INTEREST RATE DERIVATIVES

Fair value hedges

The Group has issued three fixed-rate bonds, which were swapped to variable-rate at the time the bonds were issued. These swaps meet the criteria required for fair value hedge accounting within the meaning of IAS 39. The underlying debt and the swaps are recognized in the balance sheet 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 forward contracts. As the effectiveness of the hedging relationship has been validated using prospective tests, all changes in the fair value of these instruments are booked directly to equity.

Hedges ineligible for hedge accounting under IFRS

The Group's debt also includes bonds 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 options that protect it against any increase in interest rates above an average of 3.82% over an average maturity of one and a half years. However, as this tunnel is used to hedge debt that was swapped from the outset, none of these derivatives qualify for hedge accounting of future cash flows within the meaning of 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 2000, the Group issued a bond with a par value of 150 million U.S. dollars (outstanding principal balance of 90 million U.S. dollars at June 30, 2009). Because of this, the Group is exposed to changes in the value of this debt produced by changes in the euro/dollar exchange rate. Forward currency options and cross currency swaps, qualified for hedge accounting within the meaning of IAS 39, have been set in place to hedge 100% of the residual nominal value of this risk.

Cash flow hedges

Nearly all of the Group's sales are in euros. However, in certain countries, the Group may issue invoices denominated in foreign currencies, mostly the U.S. 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 sets in place cash flow hedges using foreign currency forwards and options.

Furthermore, the cross currency swap set in place to hedge the 150 million U.S. dollar bond was entered into prior to the date on which the debt was issued, and on the date of issue had a fair value of negative 4.4 million euros. As this is a hedge of future cash flows, this amount was initially recognized in shareholders' equity. It is gradually transferred to profit or loss on each repayment of the borrowing: Bonduelle recognized 876 thousand euros in charges in 2008/2009, the same as in the previous year.

Hedges ineligible for hedge accounting under IFRS

Some of the derivatives set in place by the Group to hedge future cash flows do not qualify for hedge accounting within the meaning of IAS 39. These consist primarily of out-of-the-money options.

Derivatives at June 30, 2008

(in thousands of euros)

INTEREST RATE DERIVATIVES

	Notional amount	Market value		Carrying amount	
		Asset	Liability	Asset	Liability
Cash flow hedges	100,000	5,104		5,104	
Fair value hedges (swaps)	176,142	597	1,545	597	1,545
Hedges ineligible for IFRS hedge accounting	325,000	11,744	890	11,744	890
o.w. forward instruments: basis swaps	350,000		949		949
o.w. options: caps	325,000	10,794	541	10,794	541
o.w. options: floors	(350,000)		349		349
Current portion				11,893	1,277
Non-current portion				5,551	1,159

FOREIGN CURRENCY DERIVATIVES

Cash flow hedges	179,303	2,832	5,941	2,832	5,941
o.w. forward	116,568	247	3,505	247	3,505
o.w. options	62,735	2,584	2,437	2,584	2,437
Fair value hedges (forward contracts)	76,142		45,432	0	45,432
Hedges ineligible for IFRS hedge accounting	41,927	5,148	296	5,148	296
o.w. forward	37,202	5,019	296	5,019	296
o.w. options	4,726	130		130	
Current portion				5,396	12,533
Non-current portion				2,584	39,136

Derivatives at June 30, 2009

(in thousands of euros)

INTEREST RATE DERIVATIVES (A)

Cash flow hedges	250,000	583	4,182	583	4,182
Fair value hedges (swaps)	163,676	9,700	0	9,700	0
Hedges ineligible for IFRS hedge accounting	200,000	451	5,062	451	5,062
o.w. forward instruments: basis swaps	200,000	0	837	0	837
o.w. options: caps	275,000	451	0	451	0
o.w. options: floors	(275,000)	0	4,226	0	4,226
Current portion				2,401	5,062
Non-current portion				8,333	4,182

FOREIGN CURRENCY DERIVATIVES (B)

Cash flow hedges	196,868	1,973	6,059	1,973	6,059
o.w. forwards	187,003	1,818	6,029	1,818	6,029
o.w. forwards	9,865	155	30	155	30
Fair value hedges (forward contracts)	63,676	0	27,782	0	27,782
Hedges ineligible for IFRS hedge accounting	90,095	1,548	2,375	1,548	2,375
o.w. forwards	85,372	1,541	2,147	1,541	2,147
o.w. options	4,723	7	228	7	228
Current portion				2,943	15,908
Non-current portion				577	20,308

TOTAL DERIVATIVES (A + B)

Current portion		5,344	20,971	5,344	20,971
Non-current portion		8,910	24,490	8,910	24,490



Group's net currency position less than one year *(excluding exposure on subsidiaries net equity)

Position (in thousands of euros)	At June 30, 2008		
	USD/EUR	HUF/EUR	USD/CAD
Net position before hedging	(13,159)	43,718	0
NET POSITION AFTER HEDGING	(11,629)	11,898	6,345

Position (in thousands of euros)	At June 30, 2007				
	USD/EUR	HUF/EUR	USD/CAD	RUB/EUR	Autres
Net position before hedging	6,502	45,030	(27,650)	(11,222)	(19,934)
NET POSITION AFTER HEDGING	(665)	5,327	0	216	(1,781)

* 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 BY TYPE OF DEBT

At June 30, 2008

(in thousands of euros)	Par value	< 1 year	1 to 5 years	> 5 years	Total
Bonds	224,182	20,487	80,063	72,674	173,224
OBSAAR (see 2)	150,000	-	-	143,426	143,426
Finance leases	9,046	1,923	4,813	2,311	9,046
Other bank borrowings	5,034	3,360	1,492	182	5,034
Other borrowings and financial liabilities	2,189	117	2,072	-	2,189
Accrued interest	3,200	3,200	-	-	3,200
Current bank lines	137,921	137,921	-	-	137,921
TOTAL GROSS DEBT BEFORE DERIVATIVES	531,572	167,006	88,440	218,594	474,040
DERIVATIVES - LIABILITIES	-	13,810	35,860	4,435	54,105
TOTAL GROSS DEBT AFTER FAIR VALUE OF DERIVATIVES	-	180,816	124,300	223,029	528,145
DERIVATIVES - ASSETS	-	17,288	3,032	5,104	25,424
MARKETABLE SECURITIES	-	-	-	-	-
CASH	93,673	93,673	-	-	93,673
TOTAL CASH AND CASH EQUIVALENTS	93,673	110,961	3,032	5,104	119,097
TOTAL NET DEBT	-	69,855	121,268	217,925	409,048

At June 30, 2009

(in thousands of euros)	Par value	< 6 months	< 1 year	1 to 5 years	> 5 years	Total
Bonds	193,793	–	23,036	86,702	60,869	170,606
OBSAAR (see 2)	290,000	–	–	280,778	–	280,778
Finance leases	8,027	913	913	4,101	2,099	8,027
Other bank borrowings	28,704	26,224	1,233	1,248	–	28,704
Other borrowings and financial liabilities	2,880	330	330	2,220	–	2,880
Accrued interest	4,307	4,307	–	–	–	4,307
Current bank lines	48,758	48,758	–	–	–	48,758
TOTAL GROSS DEBT BEFORE DERIVATIVES	576,469	80,532	25,512	375,048	62,967	544,060
DERIVATIVES - LIABILITIES	–	5,823	15,148	23,258	1,233	45,461
TOTAL GROSS DEBT AFTER FAIR VALUE OF DERIVATIVES	–	86,355	40,660	398,306	64,200	589,520
DERIVATIVES - ASSETS	–	1,869	3,475	6,601	2,310	14,255
MARKETABLE SECURITIES	–	–	–	–	–	–
CASH	62,676	62,676	–	–	–	62,676
TOTAL CASH AND CASH EQUIVALENTS	62,676	64,545	3,475	6,601	2,310	76,930
TOTAL NET DEBT	–	21,810	37,185	391,705	61,890	512,590

2. ANALYSIS OF OBSAAR BONDS BY COMPONENT

(in thousands of euros)	At June 30, 2008	At June 30, 2009
OPTION PORTION RECOGNIZED IN EQUITY	5,475	8,680
o w. OBSAAR 2007*	5,475	5,475
o w. OBSAAR 2009*	–	3,205
BORROWINGS AND FINANCIAL LIABILITIES	143,426	280,778
o w. OBSAAR 2007	143,426	145,353
o w. OBSAAR 2009	–	135,425

* Analysis of impact of portion of OBSAAR recognized in equity:

	OBSAAR 2007	OBSAAR 2009
Gross - impact on debt	5,475	3,205
Deferred taxes	(1,885)	(1,104)
Pro rata share of issuance costs	(27)	(24)
Net - impact on equity	3,563	2,077

Gross value includes:

- OBSAAR 2007: 750,000 BSAAR at €7.30 = 5,475 thousand euros.
- OBSAAR 2009: 689,999 BSAAR at €4.58 = 3,205 thousand euros.



3. ANALYSIS OF NET DEBT BY INTEREST RATE

(in thousands of euros)

At June 30, 2008 At June 30, 2009

NET FINANCIAL LIABILITIES	409,048	512,590
BEFORE INTEREST RATE HEDGING		
Fixed rate	243,651	237,711
Floating rate	165,398	274,879
AFTER FOREIGN CURRENCY HEDGING		
Fixed rate	19,469	243,918
Floating rate	389,580	268,672
<i>o.w. capped floating rate</i>	<i>425,000</i>	<i>275,000</i>

4. ANALYSIS OF NET DEBT BY FOREIGN CURRENCY

(in thousands of euros, after hedging)

At June 30, 2008 At June 30, 2009

(-) = cash balances

EUR	400,144	513,535
USD	6,039	5,199
CAD	(26,321)	(11,584)
HUF	25,362	(646)
Other	3,825	6,086
TOTAL	409,048	512,590

Gross debt*

(in thousands of euros)

At June 30, 2008 At June 30, 2009

OPENING BALANCE	360,358	528,145
New debt	160,089	140,350
Repayments, decreases	(38,540)	(120,172)
Changes in scope	53,313	23,264
Changes in fair value	(5,837)	19,931
Translation adjustments	(1,238)	(1,998)
CLOSING BALANCE	528,145	589,520

*including derivatives

5. MARKET VALUE OF FINANCIAL ASSETS AND LIABILITIES OTHER THAN DERIVATIVES

At June 30, 2008

(in thousands of euros)

	Nominal value	Market value	Carrying amount
LIABILITIES			
Debt			
Bonds	224,182	180,834	173,224
OBSAAR	150,000	143,426	143,426
Bank borrowings	14,080	14,080	14,080
Other borrowings and financial liabilities	2,189	2,189	2,189
Accrued interest	3,200	3,200	3,200
Current bank lines	137,921	137,921	137,921
TOTAL	531,572	481,650	474,040
<i>Of which, debt covered by fair value hedges</i>		180,834	173,224
<i>Of which, debt covered by cash flow hedges</i>		95,618	95,618
ASSETS			
Marketable securities	-	-	-
Cash	93,673	93,673	93,673
TOTAL	93,673	93,673	93,673

For all other financial assets and liabilities other than derivatives, both the market value and the carrying amount are equal to the nominal value.

At June 30, 2009

(in thousands of euros)

	Nominal value	Market value	Carrying amount
LIABILITIES			
Debt			
Bonds	193,793	178,811	170,606
OBSAAR	290,000	280,778	280,778
Bank borrowings	36,731	36,731	36,731
Other borrowings and financial liabilities	2,880	2,880	2,880
Accrued interest	4,307	4,307	4,307
Current bank lines	48,758	48,758	48,758
TOTAL	576,469	552,265	544,060
<i>Of which, debt covered by fair value hedges</i>		178,811	172,734
<i>Of which, debt covered by cash flow hedges</i>		242,085	242,085
ASSETS			
Marketable securities	-	-	-
Cash	62,676	62,676	62,676
TOTAL	62,676	62,676	62,676

For all other financial assets and liabilities other than derivatives, both the market value and the carrying amount are equal to the nominal value.



Analysis of bond issues

(in thousands of euros)

	Maturity	Notional amount	Currency	< 1 year		1 à 5 years		> 5 years		Total	
				Par value	Interest*	Par value	Interest*	Par value	Interest*	Par value	Interest*
PUBLIC ISSUES											
PRIVATE PLACEMENTS	2012	90,000	USD	30,000	7,677	60,000	7,677	-	-	90,000	15,354
	2016	25,000	EUR	-	1,258	10,000	4,527	15,000	1,132	25,000	6,916
	2017	75,000	EUR	-	3,113	30,000	11,828	45,000	3,735	75,000	18,675
OBSAAR 2007	2013	150,000	EUR	-	1,162	150,000	3,565	-	-	150,000	4,727
OBSAAR 2009	2014	140,000	EUR	-	2,499	140,000	9,559	-	-	140,000	12,058

* Amounts expressed in the issue currency, before interest rate hedging; Floating rate interest is calculated with reference to the Euribor rate of June 30, 2009.

These issues are subject to financial covenants, including in particular an early call clause in the event Bonduelle should default on any of its financial liabilities (cross default) and if the following ratios are not met:

- Non-current debt must not exceed 60% of long-term capital,
- Consolidated current assets must be at least equal to 1.1x consolidated current liabilities.

At June 30, 2009, the Group was in compliance with all of these covenants.

6. LIQUIDITY

At June 30, 2009, the Group had several confirmed bank lines with maturities of over three years totaling 187 million euros (180 million euros at June 30, 2008).

At June 30, 2009, 25 million euros had been drawn under these lines (no drawings at June 30, 2008).

OBSAAR

On April 6, 2009, Bonduelle issued 233,333 bonds with redeemable share subscription and/or purchase warrants (OBSAAR) with a par value of 600 euros on Euronext, maintaining shareholders' preemptive rights.

The principal terms and conditions of the OBSAAR are materially equivalent to those of the July 2007 issue.

The tables below present a summary comparison for the OBSAAR and BSAAR components of the terms and conditions of the issues this year and two years ago.

Principal terms and conditions of the OBSAAR bonds

	OBSAAR 2007	OBSAAR 2009
Total issue	150,000,000 euros	139,999,800 euros
Issue price of OBSAAR bonds, at par	1,000 euros	600 euros
Maturity	6 years July 24, 2013	5 years, amortizing April 6, 2014
Form	Bearer	Bearer or registered
Issuer's credit rating	N/A	N/A
Negative pledge	Yes	Yes
Pari passu	Yes	Yes
Rank and guarantee	Unsubordinated, uncollateralized	
Expected redemption	<i>Bullet repayment on July 24, 2013</i>	April 6, 2012: 77,777 bonds April 6, 2013: 77,778 bonds April 6, 2014: 77,778 bonds
Coupon rate	3-month Euribor -0.3350%	3-month Euribor + 0.686%
Covenants	None	Long-term debt / Long-term equity ≤ 60% Consolidated current assets / Consolidated current liabilities ≥ 1.1
Early repayment at the initiative of the bond holders, in the event of a change of control of the Company:	In the event of a change in Bonduelle's general partner, all bond holders may, at their own initiative, request the early repayment of all of the bonds they own.	
Early repayment of the bonds in the event of default:	At a meeting, the bond holders may decide to require the bonds to be repaid early due to certain events such as payment defaults, non compliance with contractual obligations, early repayment of other borrowings required due to compliance violations, appoi.	
Early repayment or redemption at the initiative of the Company:	The Company may, at its own initiative, repay all or a portion of the outstanding bonds prior to the maturity date at their par value, i.e. 1,000 euros, plus all accrued interest.	The Company may, at its own initiative, and at any interest payment date, repay all or a portion of the outstanding bonds, at their par value plus all accrued interest.
Listing	The bonds are traded on the Euronext Paris exchange. They are traded separately from the BSAAR warrants. ISIN codes:	
	FR0010490904	FR0010734483



Principal terms and conditions of the BSAAR warrants:

	BSAAR 2007	BSAAR 2009
Total issue	750,000	699,999
Exercise price	113.75 euros	80 euros
Exercise parity	1 new or existing share for 1 BSAAR warrant	
Term	7 years	7 years
Form	Registered	Registered
Lock-up period	From July 26, 2007 to July 25, 2009	From April 7, 2009 to October 7, 2010
Exercise period	From July 23, 2010 to July 24, 2014	From April 7, 2011 to April 8, 2016
Listing	On Euronext ISIN code: FR 0010490912 Effective July 27, 2009	On Euronext ISIN code: FR 0010734509 Effective October 8, 2010
Repayment of the BSAAR warrants at the initiative of the Company:	The Company may, at its own initiative, and at any time starting July 25, 2012 and up through the end of the exercise period of the BSAAR in question, repay all or a portion of the outstanding BSAAR prior to the maturity date at a unit price of 0.01 euro.	The Company may, at its own initiative, and at any time starting April 8, 2012 and up through April 8, 2016 included, repay all or a portion of the outstanding BSAAR at a unit price of 0.01 euros; such early repayment may, however, be made only if the av
Repurchase of the BSAAR at the initiative of the Company:	The Company may repurchase BSAAR, at any time and with no restrictions upon either the price or the quantity, over the counter or on the exchange, or may make a public offer to acquire or exchange the BSAAR.	
Exercise of the BSAAR:	The 750,000 BSAAR may give the right to subscription or acquisition of 750,000 new ordinary shares. Consequently, the nominal amount of increase in capital that may result from the exercise of BSAAR will not exceed 5,250,000 euros.	The 699,999 BSAAR may give the right to subscription or acquisition of 699,999 new ordinary shares.

Note 22 Employee benefit obligations

1. DEFINED CONTRIBUTION PLANS

The Group participates in the creation of retirement plans for its employees, in accordance with the laws and customs of the countries in which the Group companies operate. The liabilities correspond to the contributions due.

2. DEFINED BENEFIT PLANS

The Group also has contractual obligations to pay termination and retirement benefits, which are estimated using the projected unit credit method.

The Bonduelle group decided to recognize the actuarial gains/losses against equity using the SORIE (Statement of Recognized Income and Expense) option afforded by IAS19.

The plans are described in Note 2 K.

Analysis of changes in the defined benefit plans:

(in thousands of euros)

At June 30, 2008 At June 30, 2009

INCOME STATEMENT: RETIREMENT EXPENSE

Cost of services rendered during the year	873	829
Impact of discounting	795	846
Projected return on plan assets	(575)	(576)
Projected return on reimbursement rights	0	0
Amortization of the cost of past services	0	46
(Gains) losses on plan reduction	0	74
(Gains) losses on plan liquidation	205	0
RETIREMENT (INCOME) EXPENSE RECOGNIZED	1,298	1,219

CHANGE IN THE PRESENT VALUE OF THE OBLIGATION

Present value of the defined benefit obligation at July 1	18,067	17,195
Cost of services rendered during the year	873	829
Impact of discounting	795	846
Employee contributions	31	38
Plan modification	0	46
Plan reduction	0	(249)
Plan liquidation	(859)	0
Business combination	0	927
Disposal of operations	0	0
Benefits paid	(1,580)	(1,684)
Actuarial (gains) losses related to experience differences	(398)	(522)
Actuarial (gains) losses related to changes in assumptions	266	769
PRESENT VALUE OF THE DEFINED BENEFIT OBLIGATION AT JUNE 30	17,195	18,194

CHANGE IN FAIR VALUE OF PLAN ASSETS

Fair value of plan assets at July 1	12,398	12,328
Projected return on plan assets	575	576
Employer contributions	1,595	905
Employee contributions	31	38
Plan liquidation	(1,065)	(323)
Business combination	0	0
Disposal of operations	0	0
Benefits paid	(838)	(903)
Actuarial (gains) losses related to experience differences	(368)	38
FAIR VALUE OF PLAN ASSETS AT JUNE 30	12,328	12,659



(in thousands of euros)

At June 30, 2009 At June 30, 2009

RECONCILIATION WITH AMOUNT RECOGNIZED IN BALANCE SHEET

Net financial position: surplus / (deficit)	(4,866)	(5,534)
Unrecognized past service costs	0	0
Impact of the limiting of surpluses (IAS19 #58 asset ceiling)	(28)	(28)
(Provision) at June 30	(4,894)	(5,562)
NET ASSETS AT JUNE 30	0	0

ACTUARIAL GAINS AND LOSSES

Actuarial (gains) losses generated at July 1	1,125	1,433
Actuarial (gains) losses generated between July 1 and June 30	236	209

CHANGES IN CARRYING AMOUNTS RECOGNIZED DURING THE YEAR

Net opening (liability) asset	(5,697)	(4,894)
Retirement (expense) income	(1,298)	(1,219)
Benefits paid by the employer	742	781
Contributions paid by the employer	1,595	905
Combination / disposal of operations	0	(927)
Actuarial differences recognized in equity	(236)	(209)
Net closing (liability) asset	(4,894)	(5,562)

ACTUARIAL ASSUMPTIONS AT JUNE 30

Discount rate	5.00 %	5.25 %
Projected return on plan assets	4.50 %	4.50 %
Rate of increase of salaries	3.00 %	3.00 %

The assets managed by Predica to cover the Group's termination benefit obligations are matched to general assets.

Note 23 Stock option plans

The BSCA Management Board is authorized to grant Bonduelle stock options to certain of the Group's executive managers and managers.

DESCRIPTION OF STOCK OPTION PLANS

	Plan 8	Plan 9	Plan 10	Plan 11	Plan 12	Plan 13
Date of Shareholders' Meeting	12/12/2001	09/06/2005	09/05/2006	09/06/2005	06/12/2007	06/12/2007
Date of Management Board meeting	05/05/2004	09/06/2005	09/05/2006	04/05/2007	16/04/2008	25/05/2009
Initial number of shares granted	30,850	23,250	45,000	9,226	43,500	74,050
Of which number of shares granted to Mr Christophe Bonduelle, legally representative of Pierre et Benoît Bonduelle, managing director of Bonduelle SCA	6,180	3,610	7,200		4,600	9,400
Of which number of shares granted to the Executive Committee	11,660	9,050	31,800	1,000	16,700	34,500
Number of shares canceled ⁽¹⁾	(30,850)	(7,580)	(900)	(500)	(900)	
Total number of shares that may be subscribed or purchased	0	15,670	44,100	8,726	42,600	74,050
Beginning of exercise period	06/05/2008	09/06/2009	09/05/2010	05/05/2011	17/04/2012	26/05/2013
End of exercise period	06/05/2009	09/06/2010	09/05/2011	04/05/2012	16/04/2013	25/05/2014
Subscription price	71.40	61.50	62.52	83.30	72.00	57.08
NUMBER OF SHARES SUBSCRIBED AT JUNE 30, 2009	0	0	0	0	0	0

(1) Cancellations correspond to shares granted to employees who left the Group before the start of the exercise period.

VALUATION OF STOCK OPTION PLANS

As stated in Note 2.P, stock options granted to employees are recognized at their fair value on the grant date, based on assumptions made by the Group's management. The options granted in 2008 and 2009 were valued on the basis of the following assumptions:

	At June 30, 2008	At June 30, 2009
Risk-free interest rate	3.99%	2.74%
Expected life	4 ans	4 ans
Expected volatility	19.74%	21.41%
Expected dividend rate	1.64%	1.85%

Expected volatility is estimated using the historical approach, which consists of calculating the standard deviation of the daily returns on the shares over the period preceding the date on which the stock options were granted and equal to the expected life of the options, i.e. five years.

The after tax charge for the period in respect of IFRS 2 was 287 thousand euros.

Note 24. Other provisions

	At June 30, 2008	Charge	Use of unused amounts	Reversals	Other ⁽¹⁾	At June 30, 2009
Sales related risks	1,839	2,205	(734)	(410)	28	2,928
Tax-related risks ⁽²⁾	3,118	732	(155)	(281)	(110)	3,306
Employee-related risks	5,421	2,889	(1,026)	(362)	(49)	6,873
Restructuring	2,328	6,562	(1,587)	(50)	0	7,253
Other risks ⁽³⁾	3,429	5,187	(366)	(1,099)	69	7,220
	16,135	17,575	(3,867)	(2,202)	(62)	27,580

	Current	Non- current	At June 30, 2009
Sales related risks	313	2,615	2,928
Tax-related risks ⁽²⁾	387	2,918	3,306
Employee-related risks	461	6,411	6,873
Restructuring	700	6,553	7,253
Other risks ⁽³⁾	629	6,590	7,220
	2,491	25,088	27,580

(1) Translation adjustments 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.

(3) Provisions for other risks consist essentially of production-related risks and charges.



Note 25 Trade and other accounts payable

(in thousands of euros)

At June 30, 2008 At June 30, 2009

Trade accounts payable	351,177	319,111
Amounts payable to suppliers of non-current assets	23,917	21,730
Tax and social security payables	81,596	83,280
Other payables	16,838	21,055
TOTAL TRADE AND OTHER ACCOUNTS PAYABLE	473,529	445,177

Note 26 Independent 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 Independent Auditors are appointed by the Ordinary Shareholders' Meeting for a renewable period of six financial years.

Bonduelle SCA's Independent Auditors are:

MAZARS

Represented by Cécile Fontaine,
61 rue Henri Regnault - 92400 Courbevoie - France

Substitute: Denis Grison,
61 rue Henri Regnault - 92400 Courbevoie - France

DELOITTE & ASSOCIÉS

Represented by Jean-Yves Morisset,
67 rue de Luxembourg - 59777 Euralille - France

Substitute: BEAS,
7/9 Villa Houssay - 92200 Neuilly-sur-Seine - France

The two auditors are legally and financially independent of one another.

They were appointed by the Combined Ordinary and Extraordinary Shareholders' Meeting of December 7, 2006, and their terms will run through the Shareholders' Meeting held to approve the financial statements for the financial year ending June 30, 2012.

The following table presents a detailed analysis of the total fees paid by the Bonduelle Group to its Independent Auditors for the services they rendered during financial years 2007/2008 and 2008/2009.

	Mazars				Deloitte & Associés				Total	
	2007/2008		2008/2009		2007/2008		2008/2009		2007/2008	2008/2009
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	Amount

(in thousands of euros)

AUDIT

Independent Audit duties, certification, examination of the individual and consolidated financial statements

Issuer	20	2 %	24	2 %	5	1 %	5	1 %	25	29
Fully consolidated subsidiaries	1,014	96 %	965	86 %	545	99 %	569	90 %	1,559	1,534

Other audit duties and services directly related to Independent Auditor mandate

Issuer									0	0
Fully consolidated subsidiaries	2	0 %	79	7 %			56	9 %	2	135
SUBTOTAL	1,036	99 %	1,069	95 %	550	100 %	630	100 %	1,586	1,699

OTHER SERVICES PROVIDED BY THE AUDIT NETWORKS TO FULLY CONSOLIDATED SUBSIDIARIES

Legal, tax, human resources	15	1 %	57	5 %	2	0.4 %		0 %	17	57
Other									0	0
SUBTOTAL	15	1 %	57	5 %	2	0.4 %	0	0.0 %	17	57
TOTAL FEES	1,051	100 %	1,126	100 %	552	100 %	630	100 %	1,603	1,756

Note 27 Contingent liabilities

(in thousands of euros)

At June 30, 2008 At June 30, 2009

COMMITMENTS GIVEN

AGuarantees and security deposits given (net of uses)	1,989	11,787
---	-------	--------

COMMITMENTS RECEIVED

Guarantees and security deposits received (net of uses)	1,878	
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The change of commitments corresponds to the hedge of current activities.

(in thousands of euros)

30/06/2009 30/06/2010 30/06/2011 30/06/2012 30/06/2013 30/06/2014 and after

OPERATING LEASES

Commitments under operating leases	2,676	2,330	1,795	1,299	1,280	3,449
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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. Bonduelle complies with the 355,115 TEQ CO₂ emissions quota assigned to it with effect from January 1, 2008. In the year ended June 30, 2009, total CO₂ emissions amounted to 87,803 TEQ CO₂.

INDIVIDUAL TRAINING RIGHT (DIF)

The Group's French companies accrued a total of 284,221 training hours under the terms of the French individual training right (DIF) system and 251,687 training hours have not been used.

Note 28 Transactions with related parties

SUBSIDIARIES AND ASSOCIATES

A list of the Group's subsidiaries and associates is provided in Note 30.

All transactions between the parent company and its subsidiaries and among the subsidiaries are eliminated on consolidation.

The Group's transactions with its associates (equity-accounted companies, including Huerta Gama, La Corbeille Rijke Oogst and the Gelagri companies) were not material.

MANAGEMENT AND CONTROL BODIES

They consist of the following organizations:

- The Management, Pierre et Benoît BONDUELLE SAS,
- The Supervisory Board, consist of 8 members,
- The Executive Committee consists of 10 members

The current account with Pierre and Benoît Bonduelle SAS had a 257 thousand euro credit balance.

There are no other commitments to the latter.

REMUNERATIONS OF DIRECTORS AND OFFICERS

Short-term benefits

- The remuneration of the Management is determined by the Article 17 of company' statutes. For the financial year ended June 30, 2009 1,279 thousand euros was paid in compensation.
- The members of the Supervisory Board were paid 29,000 euros in directors' fees. The fees is set by the General Assembly.
- Gross remuneration paid to Executive Committee .

The executive remuneration is determined by the Remuneration Committee.

The variable remuneration is based on the ongoing performance of the group on progress of sales, net income group share and return on capital employed.

	2007/2008	2008/2009
Gross remuneration paid to the Executive Committee :	3,150,603€	3,062,453€



Benefits post-employment

These benefits consist of termination benefits and career service medals enjoyed all employees under collective agreements related to their employment contracts.

Other long-term benefits: None

Termination benefits: None

Payments in shares

a) Plans of previously granted options

The options granted to members of the Executive Committee under the plans of previous stock options are described in note 23 on page 72 of the financial report.

b) The functions of options of shares of the company are occurred during the year for all members of the Executive Committee are described in note 23 on page 72 of the financial report.

c) Exercise of options all Executive Committee members

Under the plan options 05/05/2004, no waiver of the option action has been undertaken during the financial year ended June 30, 2009.

Moreover there were no acquisitions or disposals by the company of its own shares for a sale to its employees by the company.

The Group is in compliance with the AFEF-MEDEF's recommendations regarding compensation.

Note 29 Events after the balance sheet date

No significant events took place after the balance sheet date.

Note 30 List of Group companies

Analysis of Group companies by consolidation method:

1. Full consolidation

FRANCE

	% holding 2008	% voting rights 2009	% holding 2009
Bonduelle S.C.A.			
Bonduelle S.A.	100 %	100%	100%
Bonduelle Conserve International S.A.S.	100 %	100%	100%
Bonduelle Surgelé International S.A.S.	100 %	100%	100%
Bonduelle Development S.A.S.	100 %	100 %	100%
Bonduelle Food Service S.A.S.	100 %	100%	100%
Bonduelle Sud Europe S.N.C.	100 %	100%	100%
Bonduelle Frais Traiteur S.A.S.	100 %	100 %	100%
Bonduelle Frais France S.A.	100 %	100%	100%
Revoisson S.C.I.	100 %	100%	100%
Bonduelle Traiteur International S.A.S.	100 %	100%	100%
Sud Ouest Alliance - Soleal S.A.S. ⁽¹⁾	36.95 %	100 %	36.95 %

REST OF WORLD

Bonduelle Österreich, Austria	100 %	100 %	100 %
Bonduelle Great-Britain, U.K.	100 %	100 %	100 %
Bonduelle Northern Europe	100 %	100%	100%
Bonduelle Nordic, Denmark	100 %	100 %	100%
Bonduelle Iberica SAU, Spain	100 %	100 %	100%
Bonduelle Italia, Italy	100 %	100 %	100%
Bonduelle Central Europe	100 %	100%	100%
Bonduelle Nederland, Netherlands	100 %	100 %	100%
Bonduelle Polska, Poland	100 %	100 %	100%
Bonduelle Ceska Republika, Czech Republic	100 %	100 %	100%
Bonduelle Portugal, Portugal	100 %	100 %	100%
Bonduelle Incorporated, USA	100 %	100%	100%
Bonduelle Argentina, Argentina	100 %	100%	100%
Primeurop Argentina, Argentina	100 %	100%	100%

	% d'intérêts 30/06/2008	% contrôle 30/06/2009	% d'intérêts 30/06/2009
Bonduelle Do Brasil Produtos Alimenticios, Brazil	100 %	100 %	100 %
Bonduelle Kuban, Russia	65 %	95 %	95 %
Bonduelle Deutschland GmbH, Germany	100 %	100 %	100 %
BDV Hungary Trading, Hungary	100 %	100 %	100 %
Fresco Italia, Italy	55 %	55 %	55 %
Bonduelle Investment Company, Netherlands	100 %	100 %	100 %
OP OASI, Italy	50.49 %	75 %	63.21 %
B.F.P. GmbH, Germany	100 %	100 %	100 %
Agricola Lombarda, Italy	100 %	100 %	100 %
BF Agrícola 4G, Spain	100 %	100 %	100 %
Naturalmente Società Agricola srl, Italy	66.30 %	69 %	66.30 %
Bonduelle Canada Inc, Canada	100 %	100 %	100 %
Bonduelle Ontario Inc, Canada	100 %	100 %	100 %
Terricole Inc, Canada	100 %	100 %	100 %
La Corbeille Groep		100 %	100 %
La Corbeille SA		100 %	100 %
La Corbeille Industrie		100 %	100 %
La Corbeille Conserven Picolo		100 %	100 %

2. Equity method

FRANCE

Gelagri France ⁽¹⁾	35.50 %	35.50 %
Gelagri Bretagne ⁽¹⁾	35.50 %	35.50 %

REST OF WORLD

Frikoni, Germany	50 %	
Huerta Gama S Coop, Spain	20 %	20 %
Gelagri Ibérica, Spain ⁽¹⁾	35.50 %	35.50 %
Gelagri Industrial, Spain ⁽¹⁾	35.50 %	35.50 %
La Corbeille Rijke Oogst ⁽¹⁾	33.33 %	75.80 %

(1) See Note 1



Report of the Independent Auditors Consolidated financial statements

Financial year ended June 30, 2009

In compliance with the assignment entrusted to us by your Shareholders' Meeting, we hereby report to you, for the year ended June 30, 2009 on:

- the audit of the accompanying consolidated financial statements of Bonduelle,
- the basis of our opinion,
- the specific verifications required by law.

The consolidated financial statements have been approved by the Management Board. Our responsibility is to express an opinion on those 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 includes examining, using sample testing techniques or other selection methods, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made, as well as evaluating 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 opinion.

In our opinion, the consolidated financial statements give a true and fair view, having regard to the International Financial Reporting Standards adopted by the European Union, of the assets and liabilities, financial situation and earnings of the group formed by the entities and other legal persons included in the consolidation scope.

II. Basis of our opinion

In accordance with the provisions of Article L 823-9 of the French Commercial Code regarding the basis of our opinion, we bring to your attention the following points:

- Notes 2-A, 2-J and 11-3 to the consolidated financial statements present the Group's approach to the valuation of goodwill, other intangible assets with an indefinite lifespan and deferred taxes, which involves the use of estimates. In particular, we have verified the appropriateness of this approach, assessed the assumptions on which those estimates were based, reviewed the calculations made by the Group and examined the procedures used for the approval of those estimates by the Group's Executive Management.

- Notes 2-L and 24 to the consolidated financial statements present the Group's approach to the valuation of current and non-current provisions, which involves the use of estimates. Our work consisted in assessing the data and assumptions on which those estimates are based, reviewing the calculations made by the Group, comparing the accounting estimates from previous periods with the corresponding actual charges to those provisions, and examining the procedures used for the approval of those estimates by the Group's Executive Management.

These assessments were performed as part of our audit approach for the consolidated financial statements taken as a whole and therefore contributed to the formulation of our opinion expressed in the first part of this report.

III. Specific verifications required by law

We have also carried out the specific verifications required by law of the information presented in the Group's management report. We have no observations to make regarding its accuracy and consistency with the consolidated financial statements.

Lille, October 27, 2009

The Independent Auditors

Deloitte & Associés
Jean-Yves MORISSET

Mazars
Cécile FONTAINE



Individual financial statements

Income statement

(in thousands of euros)

For the twelve months ended June 30, 2008

2009

	Notes		
Net revenue		1,059	
Recoveries of depreciation, amortization and provisions and capitalized costs			
Other operating income	2	1	1
OPERATING INCOME		1,061	1
Other purchases and external charges		2,883	1,770
Taxes and duties		21	35
Charges to provisions on current assets			
Other charges	(3)	29	
OPERATING EXPENSES		2,901	1,835
NET OPERATING LOSS		(1,840)	(1,834)
Loss transferred			
Financial income from subsidiaries and affiliates		82,316	10,000
Income from other non-current securities and receivables			
Other interest and similar income			1
Interest income on the OBSAAR		5,895	5,749
Recoveries of provisions and capitalized costs			159
Net gain on sales of marketable securities			
FINANCIAL INCOME		88,210	15,909
Charges to provisions on financial assets		1,104	4,673
Interest and similar expenses		571	846
Interest expense on the OBSAAR		5,895	5,749
FINANCIAL EXPENSES		7,570	11,268
NET FINANCIAL INCOME	9	80,641	4,641
PRE-TAX INCOME FROM CONTINUING OPERATIONS		78,800	2,807
On revenue transactions			
On capital transactions		575	76
Recoveries of provisions and capitalized costs			
NON-RECURRING INCOME	10	575	76
On revenue transactions			
On capital transactions		25	80
Non-recurring charges to depreciation, amortization and provisions			
NON-RECURRING EXPENSES	11	25	80
NET NON-RECURRING INCOME (LOSS)		550	(4)
Income tax	13	(2,483)	(3,717)
NET INCOME		81,833	6,521

Balance sheet

Assets

	Notes	At June 30, 2008	At June 30, 2009	
		Net	Gross	Depr., amort. & provisions
(In thousands of euros)				Gross
PROPERTY, PLANT AND EQUIPMENT	2	12	21	10
Land		12	12	
Buildings			10	10
NON-CURRENT FINANCIAL ASSETS	3	500,730	643,809	3,762
Investments in subsidiaries and affiliates		333,762	333,762	
Loans to subsidiaries and affiliates	4	151,280	291,172	
Other non-current securities held		15,688	18,875	3,762
Loans				
Other non-current financial assets				
NON-CURRENT ASSETS		500,741	643,830	3,772
RECEIVABLES		9,273	4,515	
Trade and related receivables				
Other receivables	4	9,273	4,515	
Marketable securities	5	8,866	9,049	2,014
Cash				
Prepaid expenses		25	26	
CURRENT ASSETS		18,164	13,590	2,014
TOTAL ASSETS		518,906	657,421	5,786

Equity and liabilities

	Notes	Before allocation	
		At June 30, 2008	At June 30, 2009
(In thousands of euros)			
EQUITY	6	332,470	326,770
Share capital		56,000	56,000
Additional paid-in capital		22,545	22,545
RESERVES			
Revaluation surplus		947	947
Legal reserve		5,600	5,600
Regulated reserves			
Other reserves		50,353	50,353
Retained earnings		115,192	184,804
Net profit for the period		81,833	6,521
PROVISIONS FOR RISKS AND EXPENSES	7	12,804	18,959
LIABILITIES		173,632	305,905
Convertible bonds	8	150,000	290,000
Bank borrowings and other liabilities to banks	8	7,517	42
Other borrowings and financial liabilities	8	1,255	1,015
Trade and related payables	8	194	155
Tax and social security liabilities	8	0	0
Other liabilities	8	14,667	14,693
TOTAL EQUITY AND LIABILITIES		518,906	651,634



Cash flow statement

(in thousands of euros)

For the twelve months ended June 30, 2008

2009

Operating activities

Net income	81,833	6,521
Depreciation and amortization		
Charges to provisions on non-current financial assets	1,104	4,673
Charges to provisions for tax	6,120	6,314
GROSS CASH FLOWS FROM OPERATING ACTIVITIES	89,057	17,508
Gains on disposals of assets	(213)	
CASH FLOWS FROM OPERATING ACTIVITIES	88,844	17,508
Change in trade and other receivables	(9,266)	(135,241)
Change in provisions for risks and expenses		
Change in trade and other payables	486	(13)
Change in accrued interest on borrowings	(20)	
Increase in working capital requirements	(8,799)	(135,254)
NET CASH FLOWS PROVIDED (USED) BY OPERATING ACTIVITIES	80,045	(117,747)

Investing activities

Acquisitions of non-current financial assets	(235,623)	(9,031)
Disposals of property, plant and equipment and intangible assets	213	
Disposals or repayments of non-current financial assets	12,980	6,031
CASH FLOWS USED BY INVESTING ACTIVITIES	(222,430)	(3,000)

Financing activities

Dividends	(10,651)	(11,779)
Dividends payable		
Capital increase		
New borrowings (including bank lines)	155,929	132,526
Repayments of borrowings		
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	145,278	120,747

CHANGE IN CASH AND CASH EQUIVALENTS

CHANGE IN CASH AND CASH EQUIVALENTS	2,893	0
Cash and cash equivalents – closing balance	9,049	9,049
Cash and cash equivalents – opening balance	6,156	9,049
CHANGE IN CASH AND CASH EQUIVALENTS	2,893	

Notes to the annual individual financial statements

Note 1 Preparation methods

ACTIVITY OF THE COMPANY

Bonduelle is a financial holding company, whose corporate purpose is to:

- acquire and manage all types of securities, acquire equity or other interests in commercial, industrial, financial, investment and agricultural companies and operations;
- provide access to financial markets to raise the funds needed to develop the Group's activities.

HIGHLIGHTS

1. In early July 2007, the Company issued a 150 million euro bond with redeemable share subscription and/or purchase warrants (OBSAAR), represented by 150,000 bonds with a face value of 1,000 euros. These bonds are listed on Euronext Paris. Each bond was accompanied by five detachable redeemable share subscription and/or purchase warrants (BSAAR), for a total of 750,000 BSAAR. The BSAAR were non-transferable through July 25, 2009 inclusive, subject to certain exceptions. Since July 27, 2009, the BSAAR have been listed on Euronext Paris.

Each BSAAR gives the holder the right to subscribe to or purchase one share of the Company, with immediate dividend rights, at the price of 113.75 euros. The BSAAR may be exercised any time between July 23, 2010 and July 24, 2014, inclusive. They will then expire ipso jure. The Company may, at its own initiative, provide either new or existing shares in exchange for these BSAAR.

In a simplified public exchange offer, 731,967 of the 2007 BSAAR were exchanged for 2009 BSAAR. In all, 18,033 of the 2007 BSAAR remain outstanding.

If all 18,033 of the 2007 BSAAR still outstanding were to be exchanged by the subscription of new shares, a total of 18,033 Bonduelle shares with a par value of 7 euros would be created, representing a total share capital increase of 126,231 euros, equivalent to 0.23% of the Company's current share capital.

In early April 2009, the Company issued a 140 million euro OBSAAR bond, represented by 233,333 bonds with a face 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), for a total of 699,999 BSAAR. The BSAAR are non-transferable until October 7, 2010, inclusive, subject to certain exceptions. Starting October 8, 2010, the BSAAR shall be listed on Euronext Paris.

Each BSAAR gives the holder the right to subscribe to or purchase one share of the Company, with immediate dividend rights, at the price of 80 euros. The BSAAR may be exercised any time between April 7, 2011 and April 8, 2016,

inclusive. They will then expire ipso jure. The Company may, 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 above. Under this offer, 731,967 of the 2007 BSAAR were exchanged for the same number of 2009 BSAAR.

There are now a total of 1,431,966 of the 2009 BSAAR outstanding.

If all of these BSAAR were to be exchanged by the subscription of new shares, a total of 1,431,966 Bonduelle shares with a par value of 7 euros would be created, representing a total share capital increase of 10,023,762 euros, equivalent to 17.90% of the Company's current share capital.

The bond was issued in early April 2009 to cover the financing needs of the Bonduelle SA subsidiary, which received the full proceeds of the issue. The resulting loan to the subsidiary is recorded in non-current financial assets.

All of the costs related to this borrowing were assumed directly by Bonduelle SA (operating costs to issue the OBSAAR: 1,609 thousand euros).

Interest paid and accrued, totaling 725 thousand euros, is passed on to Bonduelle SA.

2. Revoisson SCI was included in the tax consolidation group as of July 1, 2008.

3. The Company received 10,000,000 euros in interim dividends from its Bonduelle SA subsidiary on June 1, 2009, as decided by the Board of Directors on April 16, 2009.

ACCOUNTING POLICIES AND VALUATION METHODS

The balance sheet and income statement are presented in accordance with the provisions of French law.

The general accounting conventions have been applied in accordance with the principle of prudence and the following underlying assumptions:

- going-concern assumption;
- consistency of accounting methods, with the exception of the coming into force of the ruling for stock option and share subscription plans and the granting of free shares to employees (see paragraph "Change of methods");
- matching principle;

and in compliance with general rules governing the preparation and presentation of annual financial statements.

Most items in the balance sheet are measured using the historical cost method.



The main accounting rules and valuation methods used are the following:

Change of methods

On December 30, 2008, French Accounting Regulations Commission (CRC) Standard 2008-15 of December 4, 2008 took effect. The standard concerns the accounting treatment for stock option and share subscription plans and the granting of free shares to employees.

These provisions are applied on a forward-looking basis to the plans already existing on the date the ruling was published, and did not have a material impact on net income for the period.

Moreover, no reclassifications were made between the lines "Non-current securities held" and "Marketable securities".

Property, plant and equipment

Property, plant and equipment are recognized at acquisition or contribution costs.

Depreciation is calculated using the straight-line method; the normal useful life assumed for buildings is 10 years.

Non-current financial assets

Participating interests

Investments in subsidiaries and affiliates and other long-term investments are carried at cost.

A provision is recognized when the value in use is less 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 Company's Executive Management.

Treasury stock

Pursuant to French Accounting Regulations Committee Standard 2008-15 of December 4, 2008, treasury stock acquired, which had previously been recorded in non-current securities, is now recorded on the basis of its intended use, either in non-current securities held or in marketable securities.

Treasury stock held under liquidity contracts or for the purpose of use in acquisitions is classified under non-current financial assets.

Treasury stock allocated to the coverage of stock option plans is reclassified into marketable securities at its net carrying amount on the date it is allocated by the Management Board.

Treasury stock held under the terms of a liquidity contract and for use in making acquisitions

Treasury stock held under the terms of a liquidity contract or for use in making acquisitions is recognized at its purchase price.

At the close of the financial 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 stock as well as those shares 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 Company's 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 items denominated in foreign currencies

All receivables and liabilities denominated in foreign currencies are translated at the closing rate for the financial year. Any differences arising from changes in exchange rates are recognized in "accumulated translation adjustments" in the balance sheet.

Marketable securities

Treasury stock allocated to stock option plans

Treasury stock is recorded:

- at its purchase price, if it is acquired to be allocated directly to the cover of stock option plans,
- at its net carrying amount on the date it is allocated by the Management Board to cover stock option plans, if these shares had been acquired previously or were taken from treasury stock recorded in non-current securities held.

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 presented in the income statement in personnel costs by transferring a capitalized expense.

Treasury stock allocated to stock option plans that are unlikely to be exercised by employees is written down if, at the balance sheet date, the average market share price for the previous month is lower than the average price of all the treasury stock that is 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 marketable securities

Marketable securities are recognized at cost.

A provision for impairment is recognized if the value in use is lower than the carrying amount.

Note 2 Property, plant and equipment

Analysis of changes in gross carrying amount and accumulated depreciation:

(in thousands of euros)

	At June 30, 2008	Acquisitions or increases	Mergers or contributions	Disposals or recoveries	At June 30, 2009
GROSS CARRYING AMOUNT					
Land	12				12
Buildings	9				9
	21				21
AMORTIZATION					
Land					
Buildings	9				9
	9				9
NET CARRYING AMOUNT					
Land	12				12
Buildings					
	12				12

Note 3 Non-current financial assets

Analysis of changes in gross carrying amounts and provisions:

(in thousands of euros)

	Gross carrying amount at June 30, 2008	Acquisitions	Disposals	Redemptions, reclassifications and other	Gross carrying amount at June 30, 2009
PARTICIPATING INTERESTS	333,762				333,762
Bonduelle SA	333,762				333,762
OTHER NON-CURRENT RECEIVABLES	151,280	140,132		(239)	291,172
Loans to subsidiaries and affiliates					
Bonduelle SA ⁽¹⁾	151,255	140,000		(239)	291,015
Other	25	132			157
OTHER NON-CURRENT FINANCIAL ASSETS					
Loans	12				12
Treasury stock held:					
- under a liquidity contract	178	5,907	(5,792)		292
- in relation to an acquisition	16,431	2,152			18,583
	501,650	148,190	(5,792)	(239)	643,809



(In thousands of euros)

	Gross carrying amount at June 30, 2009	Provisions at June 30, 2008	Charges	Recoveries	Net carrying amount at June 30, 2009
Participating interests	333,762				333,762
Other non-current receivables ⁽¹⁾	291,172				291,172
Other non-current financial assets					
Treasury stock held:					
- under a liquidity contract	292	10	58		224
- in relation to an acquisition	18,583	910	2,784		14,889
	643,807	920	2,842		640,047

(1) Bond issued July 25, 2007, transferred to Bonduelle SA and redeemable in one bullet repayment on July 24, 2013.

Bond issued April 6, 2009, transferred to Bonduelle SA and redeemable in three equal installments on April 6, 2012, April 6, 2013 and April 6, 2014.

VALUATION AT YEAR END

Treasury stock	14,425
----------------	--------

(In number of shares)

	At June 30, 2008	Increase	Decrease	Reclassification	At June 30, 2009
Treasury stock held:					
- under a liquidity contract	2,500	101,690	98,950		5,240
- in relation to an acquisition	216,112	33,285			249,397
	218,612	134,975	98,950		254,637

Note 4 Receivables

(In thousands of euros)

NON-CURRENT ASSETS

Loans to subsidiaries and affiliates

CURRENT ASSETS

Other trade receivables

o w. accrued income

Group and associates

o w. accrued income

Government – Taxes and duties

Other – Receivable from suppliers

Other – Prepaid expenses

Gross value

≤ 1 year

> 1 year

4,513	4,513
2	2
26	26
4,541	4,541

Note 5 Marketable securities

(In thousands of euros)

	June 30, 2008	June 30, 2009
Treasury stock held for of stock options	9,049	9,049
Impairment of treasury stock held for stock options	(183)	(2,014)
	8,866	7,035
VALUE AT YEAR END		
Treasury stock held for stock options	9,794	7,722

(in number of shares)

	At June 30, 2008	Increase	Decrease Reclassification	At June 30, 2009
502.1: Treasury stock held for stock options to be granted to employees and allocated to specific plans				
502.2: Treasury stock held for stock options available for grant to employees	136,316			136,316
TOTAL	136,316			136,316

(in thousands of euros)

502.1: Treasury stock held for stock options to be granted to employees and allocated to specific plans				
502.2: Treasury stock held for stock options available for grant to employees	9,049			9,049
TOTAL	9,049			9,049

Impairment of treasury stock

(in thousands of euros)

	At June 30, 2008	Increase	Decrease Reclassification	At June 30, 2009
502.1: Treasury stock held for stock options to be granted to employees and allocated to specific plans				
502.2: Treasury stock held for stock options available for grant to employees	183	1,831		2,014
TOTAL	183	1,831		2,014

Note 6 Equity

(in thousands of euros)

	At June 30, 2008	Allocation 2007-08	Change	At June 30, 2009
Share capital	56,000			56,000
Additional paid-in capital	22,545			22,545
Revaluation surplus	947			947
Legal reserve	5,600			5,600
Regulated reserves				
Other reserves	50,353			50,353
Retained earnings	115,192	69,612		184,804
NET INCOME FOR THE PERIOD				
June 30, 2008	81,833	(81,833)		
June 30, 2009			6,521	6,521
Dividends		12,221		
	332,470		6,521	326,770

Dividends of 818 thousand euros and 11,403 thousand euros were paid to the General Partner and the other shareholders, respectively.

SHARE CAPITAL

At June 30, 2009, the share capital consisted of 8,000,000 shares with a par value of 7 euros per share.

- 4,055,815 ordinary shares,
- 3,944,185 shares with double voting rights

The 8,000,000 shares in the share capital of the Company represent a total of 11,553,232 voting rights.



Note 7 Provisions for risks and expenses

	At June 30, 2008	Charges	Recoveries Used	Unused	At June 30, 2009
(in thousands of euros)					
Provision for risk on treasury stock held for stock options	159			159	
Provision for taxes	12,645	6,314			18,959
	12,804	6,314		159	18,959

The provision for taxes is related to the use of the tax loss carryforwards of the companies in the tax consolidation group

Note 8 Liabilities

	At June 30, 2008	Gross carrying amount	At June 30, 2009 ≤ 1 year	> 1 year ≤ 5 years
(in thousands of euros)				
Borrowings ⁽¹⁾	151,255	291,015	1,015	290,000
Bank lines	7,517	42	42	
Trade and related payables	194	155	155	
Tax and social security payables	0	0	0	
Other liabilities	14,667	14,693	14,693	
	173,632	305,905	15,905	290,000

(1) On July 25, 2007, Bonduelle SCA issued a six-year, 150,000 thousand euro adjustable rate OBSAAR bond (loan, redeemable in one bullet repayment on July 24, 2013). On April 4, 2009, Bonduelle SCA issued a five-year, 140,000 thousand euro adjustable rate OBSAAR bond, redeemable in three equal installments on April 4, 2012, April 4, 2013 and April 4, 2014.

Note 9 Net financial income

(in thousands of euros)

For the twelve months ended June 30, 2008

2009

FINANCIAL INCOME

Financial income from subsidiaries and affiliates		
Bonduelle SA	82,316	10,000
Loan income		
	82,316	10,000
Income from other non-current securities and receivables		
Interest income on the OBSAAR	5,895	5,749
Recoveries of provisions and transfer of capitalized costs		159
Other interest and similar income		2
Net gain on disposals of marketable securities		
	88,210	15,909
FINANCIAL EXPENSES		
Depreciation, amortization and provisions ⁽¹⁾	1,104	4,673
Interest and similar expenses	571	846
Interest expenses on the OBSAAR	5,895	5,749
	7,570	11,268
NET FINANCIAL INCOME	80,641	4,641

(1) This consists essentially of the provision for impairment of treasury stock.

Note 10 Non-recurring income

(in thousands of euros)

For the twelve months ended June 30, 2008

2009

NON-RECURRING INCOME ON REVENUE TRANSACTIONS

Non-recurring income on capital transactions		
Income from disposals of property, plant and equipment	213	
Income from disposals of non-current financial assets	361	76
Recoveries of provisions for risks and expenses		
TOTAL NON-RECURRING INCOME	575	76

Note 11 Non-recurring expenses

(in thousands of euros)

For the twelve months ended June 30, 2008

2009

NON-RECURRING EXPENSES ON REVENUE TRANSACTIONS

Non-recurring expenses on capital transactions		
Disposals of property, plant and equipment		
Disposals of non-current financial assets	25	80
Disposals of participating interests		
Provisions for risks and expenses		
Non-recurring charges to depreciation, amortization and provisions		
Total of the non-recurring expenses	25	80
TOTAL NON-RECURRING INCOME (LOSS)	550	(4)



Note 12 Information regarding subsidiaries, affiliates and other long-term investments

Item (in thousands of euros)	Amount concerning related parties with which the Company has a capital relationship	
	2009	2008
Investments in subsidiaries and affiliates		
Gross carrying amount	333,762	333,762
Net carrying amount	333,762	333,762
Loans to subsidiaries and affiliates	291,015	291,015
Other receivables		
Other payables	14,683	14,683
Operating liabilities	2	2
Financial income from subsidiaries and affiliates	10,000	10,000
Financial income	5,749	5,749
Financial expenses	846	846

Note 13 Analysis of income tax expense

(in thousands of euros)	Pre-tax income from continuing operations	Net non-recurring income	Total
INCOME BEFORE TAX	2,807	[4]	2,803
Theoretical income tax	1	[1]	
Tax credit			
TOTAL THEORETICAL INCOME TAX			
Impact of tax consolidation			2,597
PROVISION			[6,314]
TOTAL INCOME TAX EXPENSE			(3,717)

Note 14 Tax consolidation

Bonduelle SCA is the head of a tax consolidation group that includes:

Company	Address
Bonduelle SA	La Woestyne - 59173 Renescure - France
Bonduelle Conserve International	La Woestyne - 59173 Renescure - France
Bonduelle Surgelé International	La Woestyne - 59173 Renescure - France
Bonduelle Development SAS	La Woestyne - 59173 Renescure - France
Bonduelle Frais Traiteur	La Woestyne - 59173 Renescure - France
Bonduelle Frais France	90 rue André Citroën - 69740 Genas - France
Bonduelle Traiteur International	67 route de Concarneau BP 27 - 29140 Rosporden - France
Bonduelle Food Service	Rue Nicolas Appert - 59650 Villeneuve d'Ascq - France
Revoisson SCI (first consolidation July 1, 2008)	38 rue de L'Avenir - 69740 Genas - France

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 financial year ended June 30, 2009.

Taxable income of the consolidation group:

After allocation of prior years' tax losses, the tax consolidation group as a whole reported no taxable income.

The use of the carry-back option for all available tax losses (2,734,663 euros) resulted in an income tax receivable of 911,554 euros from the French government. This amount is included in the income tax savings recorded for French tax consolidation purposes, for 2,597 thousand euros.

Note 15 Deferred taxes

(in thousands of euros)

	Base	Income tax impact
Income tax due on (33.33% statutory rate):		
TOTAL ADDITIONS		None
Prepaid tax on (33.33% statutory rate):		
Temporarily non-deductible expenses (to be deducted the following year)		
Temporarily non-deductible expenses (to be deducted in subsequent years)		
TOTAL REDUCTIONS		None
TAX LOSS CARRYFORWARDS		
TAX CREDITS		
NET DEFERRED TAXES		None

Note 16 Compensation of directors and officers

TABLE 1: SUMMARY OF THE COMPENSATION AND OF THE OPTIONS AND SHARES ALLOCATED TO EACH DIRECTOR AND OFFICER

(in thousands of euros)

	FY 2007/2008	FY 2008/2009
Christophe Bonduelle* <i>Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA</i>		
Compensation paid during the financial year (details provided in table 2)	569,112	391,470
Valuation of options granted during the financial year (details provided in table 4)	76,222	110,450
Valuation of performance shares granted during the financial year (details provided in table 4)	—	—
TOTAL	645,334	501,920

* The compensation is due under the terms of an employment contract with Bonduelle SA. The variable portion of compensation is based on the Group's future performance, as measured by the increase in revenue, net income - Group share, and return on capital employed. Christophe Bonduelle does not receive any compensation in respect of his role as legal representative of Pierre et Benoît Bonduelle, the General Partner of Bonduelle SCA.



TABLE 2: SUMMARY OF COMPENSATION OF EACH DIRECTOR AND OFFICER OF THE ISSUER

	FY 2007/2008 Amount paid	FY 2008/2009 Amount paid
(in euros)		
Christophe Bonduelle		
<i>Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA</i>		
Fixed compensation	362,000	387,000
Variable compensation*	201,496	
Non-recurring compensation		
Directors' fees		
Benefits in kind: automobile	5,616	4,470
TOTAL	569,112	391,470

* The variable compensation due in respect of FY 2008-09 will be determined by the Compensation Committee, while will meet subsequent to the publication of the present report.

TABLE 3: DIRECTORS' FEES AND OTHER COMPENSATION PAID TO DIRECTORS AND OFFICERS OF THE COMPANY

	Amounts paid during the financial year	
	2007/2008	2008/2009
(in euros)		
DIRECTORS AND OFFICERS		
Damien Bonduelle		
Directors' fees	900	1,700
Other compensation		
Daniel Bracquart		
Directors' fees	4,250	5,700
Other compensation		
Olivier Cavrois		
Directors' fees	1,050	1,500
Other compensation		
André Crespel		
Directors' fees	4,250	5,700
Other compensation		
Stanislas Dalle		
Directors' fees	1,050	1,700
Other compensation		
Isabelle Danjou		
Directors' fees	1,050	1,700
Other compensation		
Jean Guéguen		
Directors' fees	4,250	5,700
Other compensation		
Yves Tack		
Directors' fees	4,250	5,700
Other compensation		
Pierre et Benoît Bonduelle SAS		
Directors' fees		
Other compensation*	1,295,075	1,279,000
TOTAL	1,316,125	1,308,400

* The compensation of the Management Board is established by Article 17 of the Company's By-laws:

"In accordance with the provisions of these By-laws, the annual gross compensation paid to the Management Board comprises two components:
- compensation equal to 1.5% of consolidated net income - Group share during the preceding financial year; and
- additional compensation equal to 1% of consolidated net income - Group share during the preceding financial year, when the latter exceeds 1.5% of consolidated net revenue.
Compensation is payable in equal monthly installments."

TABLE 4: SHARE SUBSCRIPTION OR PURCHASE OPTIONS GRANTED DURING THE FINANCIAL YEAR TO EACH DIRECTOR AND OFFICER BY THE ISSUER AND ANY OTHER GROUP COMPANY

Name of director or officer	Number and date of plan	Type of option (purchase or subscription)	Valuation of options using method used for the consolidated financial statements	Number of options granted during the financial year	Exercise price	Exercise period
(In euros)						
Christophe Bonduelle	No. : 13 05/25/2009	Purchase	110,450	9,400	57.08	05/2013 to 05/2014
TOTAL			110,450	9,400		

TABLE 5: SHARE SUBSCRIPTION OR PURCHASE OPTIONS EXERCISED DURING THE FINANCIAL YEAR BY EACH DIRECTOR AND OFFICER

Name of director or officer	No. and date of plan	Number of options exercised during the financial year	Exercise price
None			

TABLE 6: PERFORMANCE SHARES GRANTED TO EACH DIRECTOR AND OFFICER DURING THE FINANCIAL YEAR

Performance shares granted by the Shareholders' Meeting during the financial year to each director and officer by the issuer and by any Group company (last of names)	No. and date of plan	Number of shares granted during the financial year	Valuation of shares using method used for the consolidated financial statements	Vesting date	Availability date	Performance conditions
None						

TABLE 7: PERFORMANCE SHARES GRANTED TO EACH DIRECTOR AND OFFICER AND NOW AVAILABLE

Performance shares that are now available to each director and officer	No. and date of plan	Number of shares that become available during the financial year	Acquisition Conditions
None			



TABLE 8: HISTORICAL INFORMATION REGARDING GRANTS OF SHARE SUBSCRIPTION OR PURCHASE OPTIONS

Information regarding subscription or purchase options

Date of Shareholders' Meeting	Plans 8 to 13
Date of Board of Directors or Management Board meeting, as applicable	
Total number of shares that may be subscribed or purchased	
Number of shares that may be subscribed or purchased by:	See
Director Christophe Bonduelle	Note 23 of
Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA	the notes to
Start of option exercise period	the annual
Expiration date	consolidated
Subscription or purchase price	financial
Exercise conditions (when the plan has several portions)	statements
Number of shares subscribed or purchased at June 30, 2009 (most recent date)	
Cumulative number of share subscription or purchase options cancelled or expired	
Number of share subscription or purchase options remaining at the close of the financial year	

TABLE 9: TEN LARGEST EMPLOYEE SHARE SUBSCRIPTION OR PURCHASE OPTIONS GRANTED, OTHER THAN TO DIRECTORS OR OFFICERS, AND OPTIONS EXERCISED BY THESE EMPLOYEES

	Total number of options granted/ shares subscribed or purchased
Options granted during the financial 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	24,250
Options held on the issuer and the companies described previously, exercised during the financial year, by the ten employees of the issuer and of those companies having purchased or subscribed the greatest number of shares	0

TABLEAU 10

Executive managers Directors and officers	Employment contract ⁽¹⁾		Supplemental retirement plan ⁽²⁾		Indemnities or benefits due or likely to be due owing to a termination or change of functions ⁽³⁾		Indemnity relative to a non-compete clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Christophe Bonduelle Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA, Chairman and Chief Executive Officer of Bonduelle SA	X		X		X			X
Appointment starts ⁽⁴⁾								
Appointment ends ⁽⁴⁾								

(1) In compliance with AFEP-MEDEF recommendations, Christophe Bonduelle's employment contract with Bonduelle SA will expire during financial year 2009-10.

(2) An Article 83-type defined contribution plan has been established; all contributions are paid by the executive managers who participate in the plan. The post-employment benefits available to all Bonduelle SA employees comprise a termination benefit and a long service award. In the case of Christophe Bonduelle, these benefits amount to 93,619 euros.

(3) Less than two years' compensation.

(4) Open-ended appointment.

Note 17 Off-balance sheet commitments

At June 30, 2009

None

Note 18 Information regarding the stock option plans

	Plan no. 8	Plan no. 9	Plan no. 10	Plan no. 11	Plan no. 12	Plan no. 13
Date of Shareholders' Meeting	12/12/2001	06/09/2005	05/09/2006	06/09/2005	12/06/2007	12/06/2007
Date of Management Board	05/05/2004	06/09/2005	05/09/2006	05/04/2007	04/16/2008	05/25/2009
Initial number of shares allocated	30,850	23,250	45,000	9,226	43,500	74,050
o.w. number of shares allocated to Christophe Bonduelle <i>Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA</i>	6,180	3,610	7,200	4,600	9,400	
Number of shares cancelled ⁽¹⁾	(30,850)	(7,580)	(900)	(500)	(900)	0
Total number of shares that may be subscribed or purchased		15,670	44,100	8,726	42,600	74,050
Start of option exercise period	05/06/2008	06/09/2009	05/09/2010	05/05/2011	04/17/2012	05/26/2013
Date of expiration	05/06/2009	06/09/2010	05/09/2011	05/04/2012	04/16/2013	05/25/2014
Subscription price	71.40	61.50	62.52	83.30	72.00	57.08
Share price ^(10% social contribution basis)					16.57	11.75
NUMBER OF SHARES SUBSCRIBED AT JUNE 30, 2009	0	0	0	0	0	0

⁽¹⁾ Number of options cancelled for plans 8 through 13

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. A total of 40,730 options have been cancelled in respect of stock option plans 8 through 13.

OTHER INFORMATION ON THE STOCK OPTION PLANS

A-Expense recognized during the financial year and the previous year:

No expense was recognized during either the current financial year or the previous year, as no options were exercised.

B-Contingent liabilities:

No liability has been recognized on the balance sheet, as at June 30, 2009 it is unlikely that any employees will exercise options under any of the plans.

C-Details of Account 502 - Treasury stock:

All relevant information is provided in Note 5.



Information regarding subsidiaries and affiliates

Number of shares held	Currency	Share capital	Equity other than share capital and net income for the period	Share capital held in %	Gross	Net	Carrying amount of shares	Losses made by the Company	Dividends given	Net revenue for the period	Net income for the most recent financial year	Interim dividends received by the Company during the financial year
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(In thousands of euros)

A/ HOLDINGS WITH A GROSS VALUE HIGHER THAN 1% OF THE PARENT'S SHARE CAPITAL

1/ Subsidiaries

(>50 % held)

Bonduelle SA	2,067,610	euro	206,761,000	125,447	100	333,762	333,762			31,803	27,369	10,000
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2/ Affiliates

(between 10% and 50% held)

B/ HOLDINGS WITH A GROSS VALUE LESS THAN 1% OF THE PARENT'S SHARE CAPITAL

1/ French subsidiaries

2/ Non-French subsidiaries

3/ Participating interests in French companies

(1) In local currency units.

Five-year financial summary

(in thousands of euros)

	At June 30, 2005	2006	2007	2008	2009
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	8,000,000	8,000,000
TOTAL INCOME FROM OPERATIONS					
Revenues of subsidiaries	29,481	49,365	30,100	82,316	10,000
Net revenue					
Income before taxes, employee profit-sharing, depreciation, amortization and provisions	30,826	48,252	30,041	80,454	7,318
Income tax	(667)	(8,605)	(490)	(2,483)	(3,717)
Employee profit-sharing					
Income after taxes, employee profit-sharing, depreciation, amortization and provisions	35,323	57,189	30,555	81,833	6,521
Dividends paid	8,960	10,000	10,800	12,000	12,000
INCOME FROM OPERATIONS PER SHARE (in euros)					
Income after taxes and employee profit-sharing, but before depreciation, amortization and provision	3.94	7.11	3.82	10.37	1.38
Income after taxes and employee profit-sharing, depreciation, amortization and provisions	4.42	7.15	3.82	10.23	0.82
Dividend per share paid	1.12	1.25	1.35	1.50	1.50 ⁽¹⁾

⁽¹⁾ Proposal submitted to the Shareholders' Meeting.

Allocation of net income

The Shareholders' Meeting approves the allocation of the 6,520,652.77 euros in net income for the period in the following manner:

(in euros)

Net income for the year	6,520,652.77
Retained earnings	184,804,032.52
DISTRIBUTABLE INCOME	191,324,685.29
Allocation to the General Partner	65,206.53
Dividend to the shareholders	12,000,000.00
RETAINED EARNINGS	179,259,478.76

The Shareholders' Meeting also approves the payment of a dividend, in respect of financial year 2008-09, of 1.50 euros per share; the entire amount thus distributed qualifies for the 40% tax credit referenced in Article 158-3-2 of the French General Tax Code.

The dividend will be paid on January 6, 2010.



Combined Ordinary and Extraordinary Shareholders' Meeting of December 3, 2009

Text of the resolutions

SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

First resolution

Approval of the consolidated financial statements

The Shareholders' Meeting, after reviewing the reports of the Management Board, the Chairman of the Supervisory Board and the Independent Auditors on the consolidated financial statements at June 30, 2009, approves as presented the consolidated financial statements, which show a Group share of consolidated net income of 26,552,005 euros.

Second resolution

Approval of the annual financial statements

The Shareholders' Meeting, after reviewing the reports of the Management Board and the observations of the Supervisory Board, the Chairman of the Supervisory Board and the Independent Auditors on the financial year ended June 30, 2009, approves as presented the annual financial statements closed on this same date, which show net income of 6,520,652.77 euros.

Third resolution

Allocation of net income for the period and setting of dividend

On the recommendation of the Management Board, the Shareholders' Meeting decides to allocate net income for the financial year ended June 30, 2009 in the following manner:

(in euros)

Net income for the year	6,520,652.77
Retained earnings	184,804,032.52
DISTRIBUTABLE INCOME	191,324,685.29
Allocation to the General Partner	65,206.53
Dividends paid to shareholders	12,000,000.00
RETAINED EARNINGS	179,259,478.76

It thus approves the distribution of a dividend for the 2007-08 financial year of 1.50 euros per share; the entire amount thus distributed qualifies for the 40% tax credit referenced in Article 158-3-2 of the French Tax Code (CGI).

The dividend will be paid on January 6, 2010.

If the Company holds treasury stock at the time of the dividend payment, the amounts corresponding to unpaid dividends on this treasury stock will be allocated to retained earnings.

In accordance with the provisions of Article 243 bis of the French Tax Code (CGI), the Shareholders' Meeting formally acknowledges that the following dividend distributions were made during the past three years:

For financial year
2005/2006 2007/2008 2008/2009

(in euros)

Income eligible for the tax credit

Dividends paid to shareholders	10,000,000 i.e. 1.25 per share	10,800,000 i.e. 1.35 per share	12,000,000 i.e. 1.50 per share
Dividends paid to the General Partner	571,887	305,552	818,334
Income not eligible for the tax credit	-	-	-

Fourth resolution

Report of the Independent Auditors on regulated agreements and commitments and approval of these agreements

Deliberating on the special report of the Independent Auditors on regulated agreements and commitments with which it was presented to it, the Shareholders' Meeting notes that no new agreement has been mentioned therein.

Fifth resolution

Reappointment of Daniel Bracquart as member of the Supervisory Board

The Shareholders' Meeting decides to renew Daniel Bracquart's appointment as member of the Supervisory Board, for a period of three years, ending on the closure of the Shareholders' Meeting held in 2012 to approve the financial statements of the year just ended.

Sixth resolution

Reappointment of André Crespel as member of the Supervisory Board

The Shareholders' Meeting decides to renew André Crespel's appointment as member of the Supervisory Board, for a period of three years, ending on the closure of the Shareholders' Meeting held in 2012 to approve the financial statements of the year just ended.

Seventh resolution

Reappointment of Isabelle Danjou as member of the Supervisory Board

The Shareholders' Meeting decides to renew Isabelle Danjou's appointment as member of the Supervisory Board, for a period of three years, ending on the closure of the Shareholders' Meeting held in 2012 to approve the financial statements of the year just ended.

Eighth resolution*Directors' fees*

The Shareholders' Meeting fixes the total annual value of the directors' fees payable to the Supervisory Board in respect of financial year 2009-10 at 35,000 euros

Ninth resolution*Share repurchase program*

The Shareholders' Meeting, after reviewing the Report of the Management Board, authorizes the latter, for a period of eighteen months, in accordance with Articles L.225-209 et seq. of the French Commercial Code, to purchase, in one or more transactions and at such times it chooses, shares in the Company in an amount up to 10% of the shares comprising the share capital, adjusted if applicable to reflect any capital increases or decreases during the term of the program.

This authorization cancels and replaces the authorization given to the Management Board by the Ordinary Shareholders' Meeting of December 4, 2008.

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,
- provide coverage for stock option plans and other types of share allocations to employees and/or officers and directors of the Group in accordance with legally prescribed terms and methods, in particular with respect to employee profit sharing through a company savings plan (PEE) or free share grants,
- provide coverage for marketable securities giving rights to allocations of Company shares in accordance with applicable regulations,
- cancel any shares purchased, subject to the approval of the 10th resolution to be submitted to the Extraordinary Shareholders' Meeting of December 3, 2009.

These share purchases may be made using all available methods, including block purchases, and at such times as the Management Board chooses.

These share purchases may notably be made during a public offer, in accordance with Article 232-17 of the General Regulations of the French Financial Markets Authority (AMF), if the offer is settled entirely in cash and if these repurchases are made in connection with the program under way and if they are not likely to result in the failure of the offer.

The Company reserves the right to use options or derivative instruments in accordance with all applicable regulations.

The maximum purchase price is set at 120 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.

**SUBMITTED TO THE EXTRAORDINARY
SHAREHOLDERS' MEETING****Tenth resolution***Delegation of power to reduce the share capital of the Company in connection with a share repurchase program*

The Shareholders' Meeting, after reviewing the report of the Management Board and the report of the Independent Auditors:

1. Authorizes the Management Board to cancel, at its sole discretion, in one or more transactions, by up to 10% of the share capital calculated on the day the decision to cancel is made, less any shares already cancelled during the 24 previous months, any shares that the Company holds or may hold following any repurchases made under the terms of Article L.225-209 of the French Commercial Code and to reduce the share capital by the corresponding amount in accordance with the provisions of all applicable laws and regulations;
2. Fixes at twenty-four months, starting on the date of the present Shareholders' Meeting, the validity of this authorization, i.e. until December 2, 2011;
3. Gives the Management Board full powers to carry out all transactions necessary to such cancellations and to the corresponding reductions of share capital, amend the By-laws of the Company in consequence and carry out all necessary formalities.

Eleventh resolution*Delegation of authority to the Management Board to increase the share capital of the Company by issuing common shares or securities giving access to equity, 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 Independent Auditors and in accordance with the provisions of the French Commercial Code and notably Article L.225-136 thereof:

1. Authorizes the Management Board to increase the share capital of the Company, in one or more transactions, in amounts and at such times it 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, by issuing in euros, foreign currencies or units composed of a basket of currencies, common shares and/or of securities giving present or future access, at any time or on a fixed date, to common shares of the Company whether by subscription for shares, conversion, exchange, redemption, presentation of a warrant or any other means,



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 that the aggregate value of the capital increases likely to be carried out may not exceed 20% of the capital per year.
4. Decides to suspend the preemptive subscription rights of existing shareholders to the shares 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 at least equal the minimum price provided for by applicable laws and regulations at the time the Management Board implements this authorization.
6. Decides that the Management Board shall, within the limits defined above, be vested with all powers necessary notably to set the terms and conditions of the issue(s), record the resulting increase(s) in capital, amend the By-laws in consequence, charge on its own initiative the expenses of the capital increase(s) to the corresponding premiums and deduct from such premiums amounts necessary 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.
7. Duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

Twelfth resolution

Delegation of authority to the Management Board to increase the share capital of the Company by up to 10% for the purpose of compensating in-kind contributions of shares or other securities

The Shareholders' Meeting, after reviewing the reports of the Management Board and the Independent Auditors and in accordance with Article L.225-147 of the French Commercial Code:

1. Authorizes the Management Board, based on the report of an expert appraiser, for the purpose of compensating in-kind contributions made to the Company, to increase the share capital of the Company by the issue of shares or securities giving access to equity in cases where the provisions of Article L.225-148 of the French Commercial Code are not applicable.
2. Grants this authorization for twenty-six months as from the date of this Shareholders' Meeting
3. Decides that the 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. This ceiling is independent of all other ceilings provided for in the other resolutions of this Shareholders' Meeting.

4. Gives full authority to the Management Board for the purpose of approving the appraisal of the contributions, to determine the resulting capital increase, to note its completion, to allocate all fees and rights arising from the capital increase, where applicable, to additional paid-in capital, to deduct from additional paid-in capital the amounts necessary to increase the legal reserve to 10% of the new share capital following each increase, and to amend the By-laws accordingly and take all other necessary measures.

Thirteenth resolution

Delegation of authority to increase the share capital of the Company through a private placement restricted to participants in the company savings plan [plan d'épargne d'entreprise, or PEE]

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Independent Auditors, and in accordance with the provisions of 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:

1. Authorizes the Management Board, if it considers 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 the issue of free stock grants 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.
2. Cancels in favor of these persons the preemptive right to subscribe for shares that may be issued by virtue of this authorization.
3. Grants this authorization for twenty-six months as from the date of this Shareholders' Meeting.
4. 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.
5. 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 opening price of the share on the 20 trading days preceding the decision of the Management Board concerning the capital increase and the corresponding issue, nor greater than this average.

Grants full powers to the Management Board to decide whether to implement this authorization, and to perform all measures and necessary formalities.

Fourteenth resolution

Authorization to be given to the Management Board to grant options for the subscription and/or purchase of shares to employees and/or certain directors and officers

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the Independent Auditors:

- Authorizes the Management Board, under the provisions of Articles L 225-177 to L 225-185 of the French Commercial Code, to grant to the beneficiaries listed below, in one or more transactions, options giving rights to the subscription of new shares of the Company to be issued as part of a capital increase or to the purchase of existing shares of the Company obtained through repurchases carried out in accordance with applicable laws.
- Grants this authorization for thirty-eight months as from the date of this Shareholders' Meeting.
- Decides that the exercise period for these stock options may not exceed a period of seven years starting on their allocation date.
- Decides that the beneficiaries of these options may only include:
 - All or certain employees or certain categories of employees of Bonduelle and, where applicable, related companies or economic interest groups affiliated under the terms of Article L 225-180 of the French Commercial Code, and
 - Corporate directors and officers who qualify under the terms of Article L 225-185 of the French Commercial Code.
- Decides that the aggregate number of shares that may be subscribed or purchased through the exercise of options granted by the Management Board pursuant to this authorization may not exceed 3% of the share capital on the first allocation date.
- Decides that the subscription and/or purchase price of shares for beneficiaries shall be set on the day the options are granted by the Management Board and may not be less than 95% of the average opening price on the 20 market trading days prior to the day the options are granted.
- Decides that no option may be granted:
 - Within 10 market trading days prior to and following the publication date of the consolidated financial statements;
 - During such time as the Company's governance bodies have knowledge of information that, if made public, could have a material impact on the Company's share price, and within 10 market trading days following the public disclosure of this information;
 - Fewer than 20 market trading days following an ex-dividend date that offers the right to a dividend or capital increase.
- Duly notes that this authorization incorporates the express waiver by shareholders, in favor of the beneficiaries of the share subscription options, of their preemptive rights to subscribe to the shares that will be issued as the options are exercised.

- Gives full authority to the Management Board to set the other conditions and methods for granting and exercising options, in particular for:

- Setting the conditions under which the options are granted and approving the list or the categories of beneficiaries as provided for above; setting, where applicable, the conditions of seniority that these beneficiaries will have to meet; deciding on the conditions under which the price and the number of shares will have to be adjusted, notably in the cases provided for by Articles R 225-137 to R 225-142 of the French Commercial Code;
- Determining the exercise period(s) for options granted;
- Allowing for the temporary suspension of the exercise of options for a maximum period of three months in the event that financial transactions are carried out that involve the exercise of rights attached to the shares;
- Taking or causing to be taken all measures and formalities required to render definitive the capital increase or increases that may, if applicable, be carried out, amending the By-laws in consequence and in general undertaking everything that is required;
- Charging on its own initiative the expenses of the capital increase(s) to the corresponding premiums and deducting from such premiums 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 granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2007 in its tenth resolution approved by the Extraordinary Shareholders' Meeting.

Fifteenth resolution

Formalities

The Shareholders' Meeting gives full authorization to the bearer of a copy or excerpt of these minutes for the purpose of carrying out all filing and notification formalities required by law.



Report of the Independent Auditors on the annual financial statements

Financial year ended June 30, 2009

To the shareholders:

In compliance with the assignment entrusted to us by your Shareholder's Meeting, we hereby report to you, for the year ended June 30, 2009 on:

- the audit of the accompanying annual financial statements of Bonduelle SCA,
- the justification of our assessments,
- the specific verifications and information required by law.

These annual financial statements have been approved by the Management Board. Our responsibility is to express an opinion on these financial statements based on our audit.

I - Opinion on the annual 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 includes examining, using sample testing techniques, evidence supporting the amounts and disclosures in the annual financial statements. An audit also includes assessing the accounting principles used and significant estimates made, as well as evaluating the overall financial statements presentation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In our opinion, the annual financial statements give a true and fair view of the assets and liabilities and of the financial situation of the Company as of June 30, 2009, and of the results of its operations for the year then ended, in accordance with the accounting rules and principles applicable in France.

Without qualifying our opinion, we draw your attention to Note 1 of the notes to the financial statements regarding the change of accounting method resulting from the application of French Accounting Regulations Committee (CRC) Standard 2008-15, published December 30, 2008, regarding the accounting treatment for stock purchase or subscription option plans and plans for the allocation of stock grants to employees.

II - Justification of assessments

In accordance with the provisions of Article L 823-9 of the French Commercial Code regarding the basis of our opinion, we bring to your attention the following points:

Change of accounting method

- As part of our assessment of the accounting rules and principles applied by your company, we verified the validity of the change of accounting method referred to above and the presentation provided of that change.

Accounting estimates

- Note 1 of the notes to the financial statements explains the method used by the Company to measure the value of non-current financial assets, a method that entails the use of estimates. We have notably verified the appropriateness of this method and have, as needed, assessed the data and the assumptions on which those estimates were based, reviewed the calculations made by the Company and examined the procedures used for the approval of these estimates by the Company's Management.
- Note 1 of the notes to the financial statements also explains the method used by the Company to value its provisions for risks and expenses, a method that entails the use of estimates. Our work consisted of assessing the data and the assumptions on which those estimates were based, reviewing the calculations made by the Company, comparing the accounting estimates used in previous years with the corresponding actual charges to the provisions and examining the procedures used for the approval of these estimates by the Company's Management.

These assessments were performed as part of our audit approach for the annual financial statements taken as a whole and therefore contributed to the expression of our opinion expressed in the first part of this report.

III - Specific verifications and information

We have also performed the specific verifications required by French law.

We have no matters to report regarding the following:

- the fair presentation and the conformity with the annual financial statements of the information given in the Management Board's report and in the documents addressed to the shareholders with respect to the financial situation and the annual financial statements;
- the fair presentation of the information presented in the Management Board's report relating to compensation and benefits paid to the directors and officers together with any other commitments made in their favor in connection with, or subsequent to, their appointment, termination of appointment or change in current function.

In accordance with French law, we have ensured that the required information regarding the identity of holders of the Company's share capital has been properly disclosed in the Management Board's report.

Lille - October 27, 2009

The Independent Auditors

Deloitte & Associés
Jean-Yves Morisset

Mazars
Cécile Fontaine

Special report of the Independent Auditors on regulated agreements and commitments

Financial year ended June 30, 2009

To the shareholders:

In our capacity as the Independent Auditors of your company, we hereby present to you our report on regulated agreements and commitments.

We are not responsible for ascertaining whether any agreements and commitments exist but for informing you, based on the information provided to us, of the terms and conditions of those of which we were notified. It is not our role to determine whether they are beneficial or appropriate. Under the terms of Article R. 226-2 of the French Commercial Code, it is your responsibility to assess the benefits arising from these agreements and commitments with a view to approving them.

Agreements and commitments authorized during the financial year

We hereby inform you that we have been notified that no commitments or agreements subject to Article L.226-10 *et seq.* of the French Commercial Code were entered into during the financial year.

Continuing agreements and commitments entered into in prior years

In accordance with the French Commercial Code, we were informed that execution of the following agreements and commitments, approved in previous financial years, continued during the year under review:

■ Current account agreement with Bonduelle SA:

The current account advance from Bonduelle SA to Bonduelle SCA totaled 13,616,203 euros at June 30, 2009.

This advance bears interest at the highest tax-deductible rate allowed.

The net financial expenses paid in relation to this advance totaled 845,957 euros for the financial year ended June 30, 2009.

We performed our work in accordance with the professional standards of the French National Company of Statutory Auditors (CNCC). Those standards consisted of verifying that the information provided to us is consistent with the underlying documents from which it was extracted.

Lille – October 27, 2009

The Independent Auditors

Deloitte & Associés
Jean-Yves Morisset

Mazars
Cécile Fontaine



Additional information

General information regarding the Company

Legal name

Bonduelle

Registered office

"La Woestyne" – 59173 – Renescure – France

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 3, 1972 for a period of 99 years expiring on January 18, 2071, notwithstanding early liquidation or extension.

Corporate registration number

The Company is registered in the Dunkerque Register of Trade and Companies (RCS) under the number 447 250 044.

Its APE industry code is: 6430 Z

Financial year

From July 1 to June 30 of the following calendar year.

Corporate purpose

(Article 2 of the By-laws)

The purpose of the Company, in France and in all countries is:

- the ownership and management of securities and ownership rights issued by any French or foreign company,
- to enter into any financial and industrial investments,
- the administration of undertakings, and generally,
- to enter 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 financial years

The Articles of Incorporation, By-laws, 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 By-laws)

The Shareholders' Meeting approves the individual financial statements for the period ended and, when applicable, the consolidated financial statements, and determines the existence of income available for distribution.

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 financial 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 financial year, unless this period is extended by court order.

Shareholders' Meetings

(Article 23 of the By-laws)

Shareholders' Meetings are called according to the legally prescribed conditions, procedures and time periods.

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, shareholder or otherwise, mandated by one of the latter.

Shareholders who take part in Meetings through videoconferencing or other telecommunications media permitting their identification and 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 the 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.



Disclosure of holdings exceeding specific thresholds

(Article 11 of the By-laws)

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 fifteen 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 By-laws, the shareholding thresholds are calculated under the same conditions as the statutory shareholding thresholds.

Failure to comply with this obligation under the By-laws will be sanctioned by the loss of voting rights for those undisclosed shares exceeding the fraction, in any Shareholders' Meeting held until the expiry of two years following the date on which the situation is rectified.

Double voting rights

(Article 12 of the By-laws)

Each share entitles its holder to one vote at the Shareholders' Meetings.

Holders of fully paid-up registered shares recorded in their name for more than three years shall have the right to double voting rights at all Ordinary and/or Extraordinary Shareholders' Meetings.

Identification of bearer shares

(Article 9 of the By-laws)

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 securities conferring present or future voting rights at Shareholders' Meetings.

Management Board

(Article 15 of the By-laws)

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 By-laws 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 financial year following the one during which the Manager was appointed. Managers who are a legal entity are appointed for an indeterminate 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 76th birthday.

The Company shall not be dissolved in the event that the functions of a Manager shall be 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.

Authorizations granted to the Management Board

(Article 16 of the By-laws)

RELATIONSHIPS WITH THIRD PARTIES

The Management Board has full powers to act in the Company's name under any circumstances, within the limits of the Company's corporate purpose and any powers granted explicitly by law to the Supervisory Board and to the Shareholders' Meetings.

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 By-laws 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".

POWERS

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 Operating Officer.

Compensation of the Management Board

(Article 17 of the By-laws)

The annual gross compensation in accordance with these By-laws 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 financial year;
- additional compensation equal to 1% of the Group's share of the consolidated net income of the previous financial 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 voted by the Ordinary Shareholders' Meeting, with the approval of the General Partner.

Supervisory Board

(Article 18 of the By-laws)

The Company has a Supervisory Board composed of between three and eighteen members selected from amongst the shareholders who do not qualify as General Partners and who are not the legal representative of the General Partner and who are not the manager of Pierre et Benoît Bonduelle SAS.

The members of the Supervisory Board may be natural persons or legal entities.

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 were a member of the Supervisory Board in his own right, notwithstanding the joint liability of the legal entity that he represents. This person is appointed permanent representative for as long as the term of appointment of the legal entity that he 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.

The Supervisory Board is renewed in its entirety 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 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 By-laws)

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 by the interests 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, 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 By-laws proposed by the General Partner only by a three-quarters majority of its members present or represented, and this 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 By-laws)

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 By-laws proposed by the General Partner, and this 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 is placed, along with the balance sheet and the inventory, at the disposal of the shareholders, who may consult it 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 By-laws)

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.

Group timeline and history

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-les-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 metric tons.

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. Bonduelle struck out on its own. 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, the Company applied a new technology to create frozen vegetables, which would become a great success.

In the late 1960s and early 1970s, the Company created several European subsidiaries 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

The redeployment era: beyond Picardy

Bonduelle embarked on a business development drive that took it to the Southwest 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 metric tons of canned foods and 9,000 metric tons of frozen foods, truly confirming its position as the leading European company in the processed vegetable sector.

1985-1993

Conquering Europe

The Company created subsidiaries in Spain (1986) and in 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.

Bonduelle extended its expertise to include a new technology: prepared fresh vegetables. It acquired a majority stake in Salade Minute. In 1998, the Bonduelle brand expanded into the fresh foods market in France with the signature of 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: naturalness, well-being, technology and vitality.

2000 TO THE PRESENT

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 Bekescsaba 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

- Krasnodar plant opens in Russia

2005

- Reorganization of the Group on July 1, 2005
 - New subsidiary for the canning business = "Bonduelle Conserve International BCI"
 - New subsidiary for the frozen business = "Bonduelle Surgelé International BSI"
 - Other subsidiaries:
 - Bonduelle Traiteur = Prepared foods
 - Bonduelle Frais = Fresh-cut foods
 - Bonduelle Food Service = Marketing and sales in foodservice
 - Bonduelle Development = All technologies/ Central and Eastern Europe, Mercosur, export markets
 - Bonduelle SA = Central services and support

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. The transaction, which took effect on July 1, 2006 and concerned primarily the Salto brand, generated an additional 10 million euros in annual sales for Bonduelle.

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 is located in Saint Denis de Richelieu, in Quebec. It operates seven vegetable processing facilities, including four in Quebec and three in Ontario. Its sales for the financial year ended April 30, 2006 amounted to nearly 300 million Canadian dollars (210 million euros), of which 40% from canned goods (Canada) and 60% from frozen goods (Canada & USA). Most (60%) of the Company's revenues are generated through sales to retail grocery customers. 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 Coopagri Bretagne 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 and generates 160 million euros in revenue.

In November 2008, Bonduelle acquired La Corbeille, a Belgian producer and distributor of canned vegetables, specialized in distributor brands in Northern Europe, with revenue of 70 million euros.

On April 6, 2009, the Bonduelle Group issued a five-year, 140 million euro bond with redeemable share subscription and/or purchase warrants (BSAAR).

Bonduelle also carried out a simplified public exchange offer (OPES) for the 2007 BSAAR warrants issued by the Company in July 2007, in exchange for standalone 2009 BSAAR warrants.

In Canada, the Group purchased the assets of Family Tradition (on April 1, 2009) and Omstead Foods (June 30, 2009).

Generating revenue of 40 million euros, these acquisitions strengthen Bonduelle's positions in the Canadian frozen foods market.

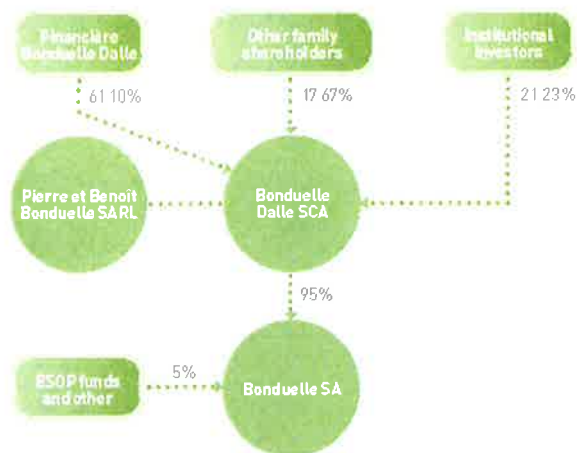


Corporate shareholder structure

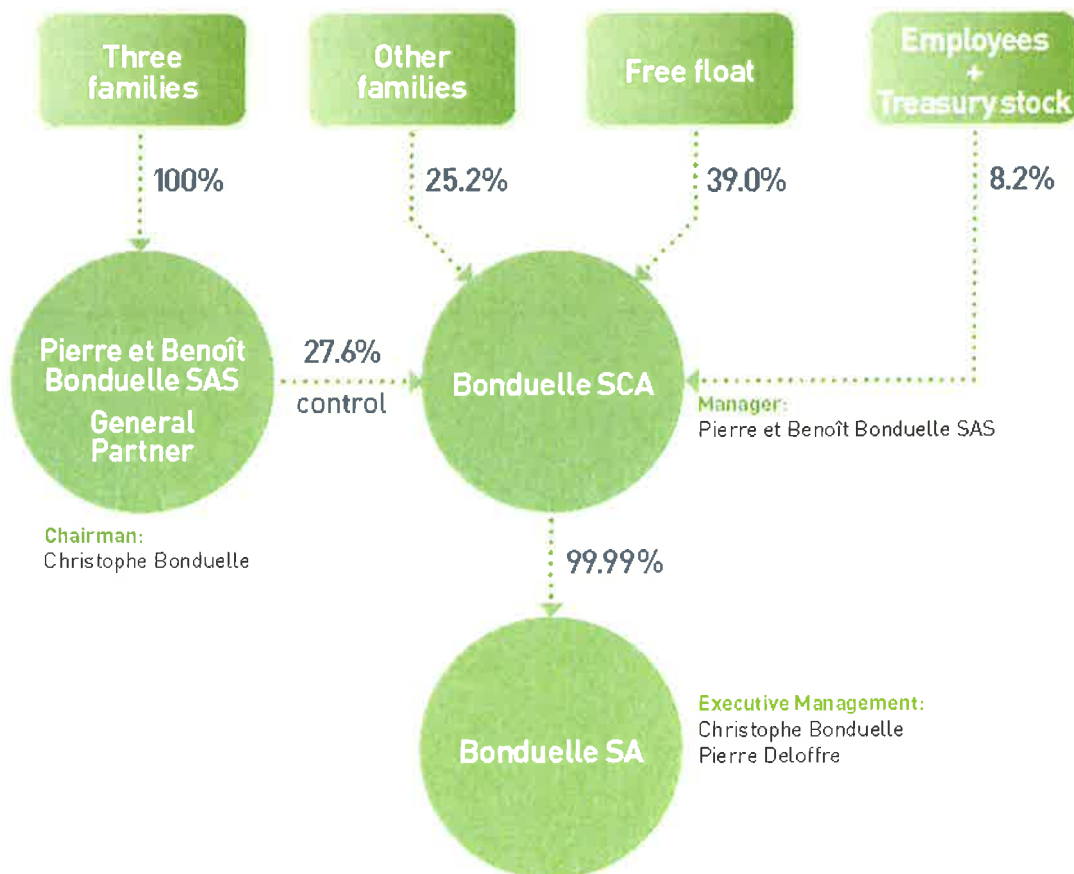
BEFORE OCTOBER 24, 1997



AFTER OCTOBER 24, 1997



CURRENT SHAREHOLDER STRUCTURE



Statement of changes in capital

Year	Transaction	Par Value	Additional paid-in capital	Ending share capital	Cumulative number of shares
In French francs, FFR					
AT JANUARY 1, 1993				307,392,400	439,132
1995	Repurchase of 68,068 shares	(47,467,600)	(95,295,200)	259,744,800	371,064
1997	Capitalization of reserves and increase of 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
	Absorption of Financière Bonduelle Dalle SA and creation of 146,325 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
In euros					
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	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 it received under the terms of its merger with Montecourt	(2,068,948)	(17,269,806.14)	56,000,000	8,000,000

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 shall be submitted for the authorization of the Shareholders' Meeting of December 3, 2009.

1. Review of the preceding program

Disclosure of treasury stock transactions carried out between September 1, 2008 and August 31, 2009.

	Cumulative gross flows ^{(1)*}		Open positions at the date the program is described**			
	Purchases	Sales/Transfers***	Open positions to purchases		Open positions to sales	
Number of sharers	112,859	Sales: 98,538	Call options purchased	Forward purchases	Call options	Forward sales sold
Maximum average term ⁽²⁾ 9 months					Blank	
Average transaction price ⁽³⁾ (in euros)	57.5	58.18				
Average exercise price ⁽⁴⁾						
Value (in euros)	6,489,373.96	5,732,486.16				

2. Analysis by intended use of the capital shares held at August 31, 2009

Number of shares held directly or indirectly: 388,213, representing 4.85% of the share capital of the Company.

Number of shares held by intended use:

- Ensure liquidity of Bonduelle shares under AMAFI-compliant liquidity contract: 2,500
- Acquisitions: 249,397
- Provide coverage for stock option plans and other types of share allocations to employees: 136,316
- Coverage of securities giving right to the allocation of Company shares: 0
- Cancellations: 0

3. New share repurchase program

- **Authorization of the program:**

Shareholders' Meeting of December 3, 2009

- **Type of stock concerned:** common shares

- **Maximum share of share capital that may be repurchased:** 10%, or 800,000 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 during the program under the liquidity contract. As the Company may not hold more than 10% of its own share capital, in light of the number of shares already held (388,213, or 4.85% of the share capital), the maximum number of shares that may be purchased shall not exceed 411,787 (i.e. 5.15% of the capital), subject to the sale or cancellation of some or all of the shares already held.

- **Maximum purchase price:** 120 euros per share

- **Maximum total 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 Article 232-17 of the General Regulations of the French Financial Markets Authority (AMF) if the offer is settled entirely in cash and if the repurchases are carried out in pursuit of the execution of the current program and if they are not likely to cause the offer to fail.

- **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;
- Provide coverage for stock option plans and other types of share allocations to employees and/or officers and directors of the Group in accordance with legally prescribed terms and methods, in particular with respect to employee profit sharing through a company savings plan (PEE) or free share grants;
- Provide coverage for marketable securities giving rights to allocations of Company shares in accordance with applicable regulations;
- Cancel any shares purchased, subject to the approval of the 10th resolution to be submitted to the Extraordinary Shareholders' Meeting of December 3, 2009.

- **Length of program:** 18 months, from the December 3, 2009 Shareholders' Meeting through June 2, 2011.

This document is available on the Company's website: www.bonduelle.com, and on request from CACEIS, Service Assemblées [Shareholders' Meetings Department] – 14 rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 9 – France, which is responsible for providing custodial services for our company.

It is also included in the registration document (*document de référence*).

For further information:

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finance@bonduelle.com



Information published or released during the previous 12 months

The publications listed below have been distributed as required by law,
and are available on the company website: www.bonduelle.com

Date	Subject
09/03/2009	Disclosure of voting rights
08/06/2009	Annual revenue
07/06/2009	Half-yearly review, liquidity contract
07/06/2009	Disclosure of voting rights
06/03/2009	Disclosure of voting rights
05/07/2009	Third-quarter revenue
05/05/2009	Disclosure of voting rights
04/16/2009	Notice of adjustment for holders of 2007 BSAAR
04/06/2009	Simplified public exchange offer
04/03/2009	Disclosure of voting rights
03/09/2009	Issue of OBSAAR
03/09/2009	Disclosure of voting rights
02/26/2009	First-half results
02/26/2009	Release of interim financial report at 12/31/2008
02/06/2009	Disclosure of share repurchases
02/05/2009	First-half revenue
02/04/2009	Disclosure of voting rights
02/03/2009	Amendment to liquidity contract
02/02/2009	Disclosure of share repurchases
01/13/2009	Disclosure of share repurchases
01/07/2009	Half-yearly review, liquidity contract
01/06/2009	Disclosure of share repurchases
01/06/2009	Disclosure of voting rights
12/26/2008	Purchase of treasury stock
12/22/2008	AFEP-MEDEF recommendations
12/03/2008	Disclosure of voting rights
11/06/2008	First-quarter revenue
11/03/2008	Disclosure of voting rights
11/03/2008	Release of the registration document (<i>document de référence</i>)
10/07/2008	Annual results
10/07/2008	Release of annual financial report at June 30, 2008
10/03/2008	Disclosure of share repurchases
10/03/2008	Disclosure of voting rights
09/15/2008	Alliance in the frozen segment, acquisition in the canned segment
09/04/2008	Disclosure of voting rights
08/07/2008	Annual revenue
08/01/2008	Disclosure of voting rights
07/18/2008	Disclosure of share repurchases
07/11/2008	Disclosure of voting rights
07/10/2008	Disclosure of share repurchases
07/08/2008	Half-yearly review, liquidity contract
07/03/2008	Share repurchases

Person responsible for the registration document (*document de référence*) and the annual financial report

Person responsible for information

The Manager: The company "Pierre et Benoît Bonduelle SAS," whose registered office is at "La Woestyne" in the town of Renescure (59173), represented by its Chairman Christophe Bonduelle.

Declaration of the person responsible for the information

I hereby declare, after having taken every reasonable measure to this end, that the information contained in this *document de référence* is, to the best of my knowledge, accurate and does not include any omissions that would change its meaning.

I hereby declare, to the best of my knowledge, that the financial statements have been prepared in compliance with all applicable accounting standards, and provide a true and fair view of the net assets, financial situation and earnings of the Company and all entities included within the consolidation scope, and that the review of operations (provided on pages 2-24 of the financial report) presents a true and fair view of trends in the revenues, earnings and financial position of the Company and all companies included within the consolidation scope and a description of the primary risks and uncertainties to which they are exposed.

The Independent Auditors have provided me with an audit opinion in which they indicate that they have audited the information concerning the financial position and the financial statements provided in the present document and have reviewed the entire document.

In accordance with Article 28 of Commission Regulation (EC) 809/2004, the following items are included by reference in the present *document de référence*:

- the reports of the accounting firms Mazars & Guérard and Deloitte & Associés on the consolidated financial statements and the individual financial statements for the financial year ended June 30, 2008 and the corresponding historical data figuring in the financial report included in *document de référence* no. D. 08-0700, which was filed with the French Financial Markets Authority (AMF) on October 30, 2008;
- the reports of the accounting firms Mazars & Guérard and Deloitte & Associés on the consolidated financial statements and the individual financial statements for the financial year ended June 30, 2007 and the corresponding historical data figuring in the financial report included in *document de référence* no. D. 08-0035, which was filed with the French Financial Markets Authority (AMF) on January 28, 2008.

October 27, 2009

The Manager

Pierre et Benoît Bonduelle SAS
Represented by its Chairman, Christophe Bonduelle

Delegations and authorizations granted to the Management Board

Content of the resolution	Date of Shareholder's Meeting	Duration of authorization granted to the Management Board	Validity until
Delegation of authority to the Management Board to increase the share capital of the Company by capitalization of reserves, net income or additional paid-in capital. Maximum aggregate parvalue of 17.5 million euros.	12/04/2008 (10th resolution)	26 months	02/03/2011
Delegation of authority to the Management Board to increase the share capital of the Company by issuing common shares or securities giving access to equity, with suspension of preemptive subscription rights. Maximum aggregate parvalue of 17.5 million euros. Shared ceiling with the delegation that follows.	12/04/2008 (12th resolution)	26 months	02/03/2011
Delegation of authority to the Management Board to increase the share capital of the Company by issuing common shares or securities giving access to equity reserved for shareholders. Maximum aggregate parvalue of 17.5 million euros. Shared ceiling with the preceding delegation.	12/04/2008 (11th resolution)	26 months	02/03/2011
Delegation of authority to the Management Board to increase the share capital of the Company in an amount not to exceed 10% for the purpose of compensating contributions in kind of shares or other securities.	12/06/2007 (14th resolution)	24 months	12/05/2009
Delegation of authority to the Management Board to carry out a capital increase reserved for participants in the company savings plan (PEE). Maximum of 3% of the value of the Company's share capital.	12/04/2008 (13th resolution)	26 months	02/03/2011
Authorization given to the Management Board to grant free shares to employees (and/or certain directors and officers). Maximum of 3% of the value of the Company's share capital.	12/06/2007 (11th resolution)	38 months	02/05/2011

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