Through the fields

Review of operations
and sustainable development report
2009-2010

Bonduelle

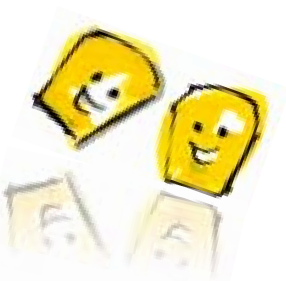
58
million euros in net income, group share

104
million euros in current operating income

1,560
million euros in revenue

The Bonduelle adventure

A family company founded in 1853, Bonduelle has for many years favored a "pure player" strategy based on three key objectives: longevity, independence and enabling employees to fulfill their potential. Today the group is the global leader of the processed vegetables market. It generates 65% of its revenue outside France (75% in the European area), and employs more than 8,200 staff (full-time equivalent). Bonduelle vegetables are grown on more than 100,000 hectares of land and distributed in 80 countries, always with respect for the natural environment. Pursuing a strategy of sustainable growth, the group sells vegetables all over the world, in all forms, under all types of brands, through all types of distribution channels and using all available technologies



Bonduelle is committed to improving agricultural practices for the benefit of all, by combining innovation and sustainable development.

In Portugal, where I come from, Bonduelle picks us with the greatest care. We are then processed just three kilometers away from our field to keep in all our freshness.

Our group

"Making vegetables the future of food" is a priority for Bonduelle, which is highly committed to innovation, enabling it to offer healthier, affordable and easy-to-use products. The group benefits from unique expertise in all segments of the processed vegetable sector: it produces canned, frozen, fresh and prepared vegetables, and following the acquisition of France Champignon, pasteurized and dried mushrooms too. This acquisition has made mushrooms Bonduelle's second-biggest crop after corn.

Message from the Executive Management

Christophe Bonduelle, Chairman and Chief Executive Officer, and Pierre Deloffre, Deputy Chief Executive Officer review the Bonduelle Group's operations in 2009-2010. Despite the economic crisis, the group surpassed the results of the previous year and is making significant investments in its future with the aim of securing sustainable growth.

Christophe Bonduelle
Chairman and Chief Executive Officer

Pierre Deloffre
Deputy Chief Executive Officer

How would you sum up financial year 2009-2010?

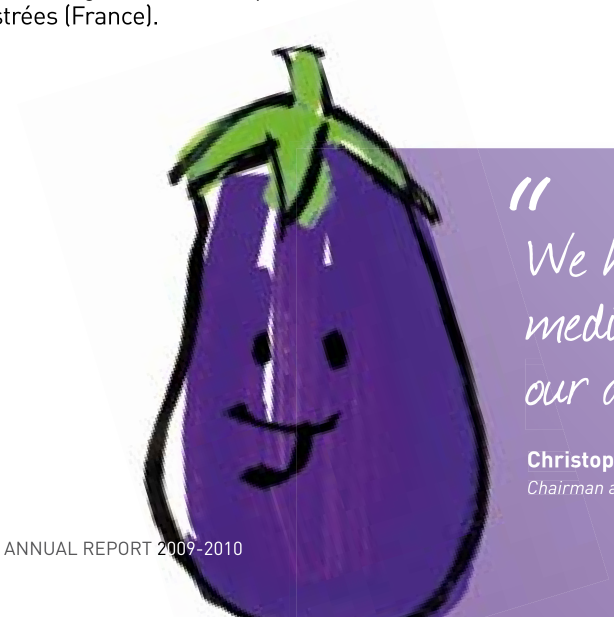
Christophe Bonduelle: The Bonduelle Group negotiated this second year of economic crisis very satisfactorily. We retained a genuine medium-term vision, by continuing our ambitious investment policy (more than 90 million euros in industrial investment). As part of this policy, we acquired France Champignon and Omstead Foods in Canada.

Pierre Deloffre: 2009-2010 was effectively a record year, with investment up 45% compared with previous years, focused on three projects: the construction of our plant in Cristalina, in Brazil, the reconstruction of our Italian plant, which was damaged by fire in 2008, and the building of a fully-automated storage room and dispatch area for frozen products in Estrées (France).

How has growth been achieved in your various businesses?

P.D.: Our revenue increased by 2.3% in 2009-2010. Growth is balanced between our different segments, with a clear pick-up in fresh food. It was mainly driven by our operations outside Europe (+5%, versus +1.5% in Europe). However, the effect of exchange rate movements should be taken into account.

C.B.: Our acquisitions have contributed 4 percentage points to growth, and show that our strategy is based on external as well as organic growth.



"We have retained a genuine medium-term vision, by continuing our ambitious investment policy."

Christophe Bonduelle
Chairman and Chief Executive Officer

What about the canned vegetable market?

C.B.: Compared to the previous year, the canned vegetable market in Europe remained stable in volume terms, and grew slightly by value. The North American market is still growing strongly, although the delayed impact of the crisis has been very sharply felt in Russia and Ukraine.

P.D.: In this environment, our canned vegetable business grew by 2.9%. The group's brands did extremely well over the year, gaining market share, while our private labels business remained flat. In terms of innovation, we launched a second generation of steamed products in France, a range that will be rolled out internationally over the next financial year.

Your frozen business also held up well...

P.D.: In this segment, it is worth distinguishing between the retail channel and food service sector. In the two main regions for our retail business – France-Spain and United States-Canada – our brands met expectations. In the food service business, restaurant customer numbers as well as average customer spend fell both in Europe and North America. However, our dynamic sales policy boosted overall revenue in this business by 1.2%

The fresh food business is also growing. How do you explain the pick-up in activity?

C.B.: We expected fresh food markets to be strongly impacted by the crisis. This was in fact the case, and growth in these markets ground to a halt in 2008-2009. Since spring 2010, we have seen a return to growth in fresh-cut and prepared products, with an increase in our revenue of 2.4%.

P.D.: Our dynamic brand policy for these segments continues to bear fruit, with the launch of new varieties of fresh-cut products, and the roll-out of completely new ranges such as "Escale Gourmande".

What would you say about the improvement in operating income and financial income?

C.B.: Operating income is improving moderately (+2.5%), while the margin is flat. The measures we took to reduce general and administrative expenses and structural costs made a major contribution to this performance. Net income for the year rose considerably, thanks to an excellent result in terms of net financial income. The previous year was quite unusual in this area: we recorded unrealized exchange rate losses on the funding of our foreign subsidiaries, and to comply with the accounting rules under IFRS, we had to write down the value of certain financial instruments. The combination of these two accounting factors, which did not have any impact on cash flow, produced a net financial income figure of -60 million euros, compared to -18 million euros in 2009-2010.

P.D.: This performance was mainly attributable to lower interest rates and exchange rate gains. The improvement in net financial income was also due to the efforts made in relation to our working capital requirements. Overall, with operating income up slightly, and an improvement in net financial income, we achieved net income of 58 million euros, versus 27 million euros the previous year. As regards our financial structure, our debt-to-equity ratio has improved significantly, and in August 2010 we carried out a USD 165 million private bond issue placed with US financial institutions, which is a testament to the confidence our creditors have in us.

What are the Bonduelle Group's growth prospects?

P.D.: The economic conditions have yet to improve. There is substantial pressure on prices, which is intensifying in certain segments. This situation, along with high stock levels in the industry, the growing impact of the US dollar on our North American business and severe weather conditions in Eastern Europe, suggests that the crisis will not be over before 2011-2012.

C.B.: Our competitive environment is effectively undergoing a reconfiguration. Our three major industrial initiatives – the Cristalina plant, the new Italian plant and the storage and dispatch facility in Estrées – will only boost performance in the medium term. Before that, we will look to the 2010-2011 financial year with confidence, pursuing our investment policy with the aim of delivering healthy growth from 2011-2012.

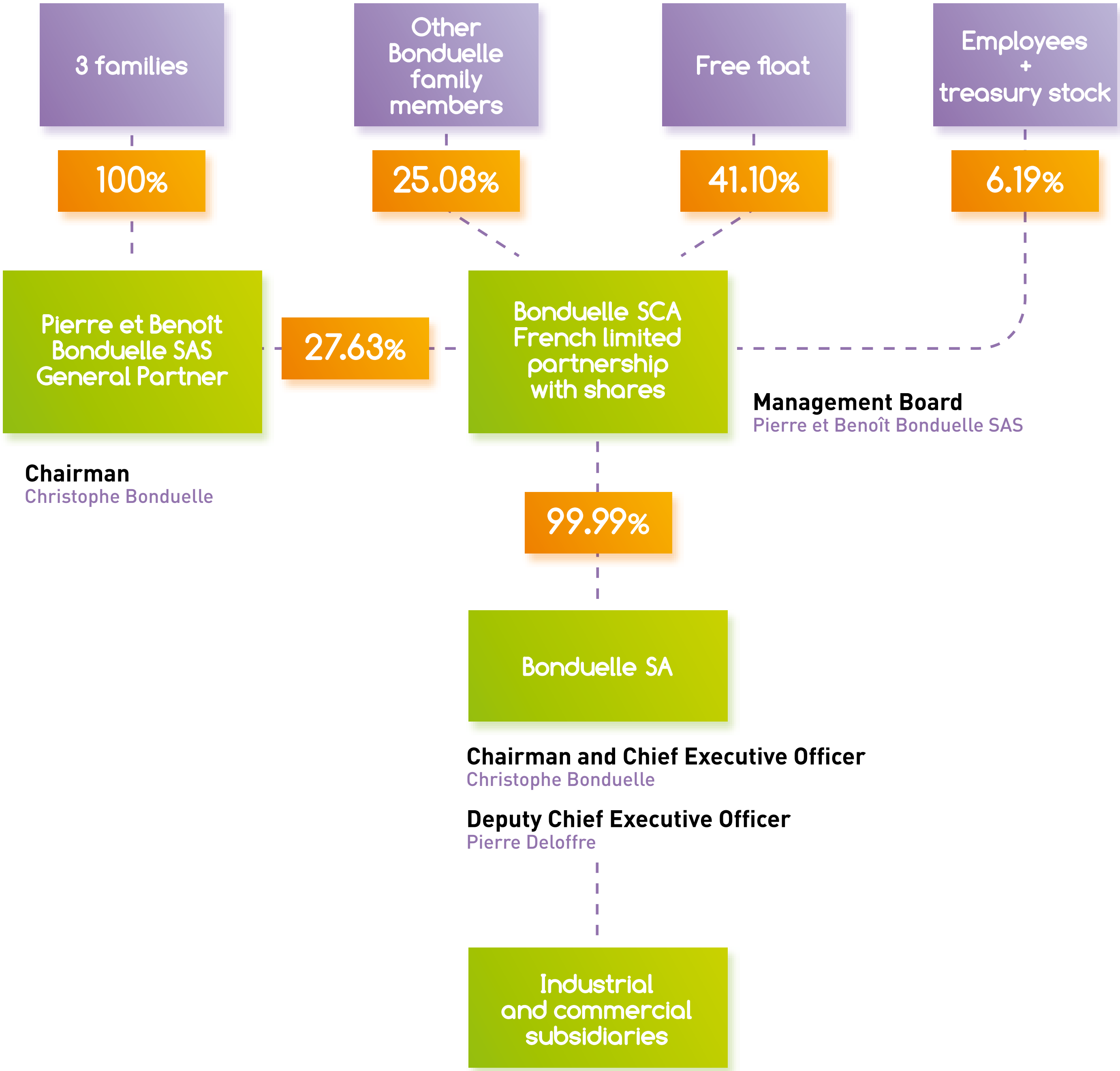
How is the Bonduelle Group approaching sustainable development issues?

C.B.: Through its history, culture and family shareholding structure, the Bonduelle Group has shown that sustainable development is in its genes. The crisis has not stopped us from investing for the future...our sustainable development strategy therefore finds its natural place in our growth plans.

P.D.: For us, sustainable development means formalizing the commitments and actions that we have always put in place. Our sustainability aims are demonstrated by the reduction in our consumption of energy and natural resources, and in the importance given to staff safety, career opportunities and training. We are also implementing integrated production programs using the best farming practices. There can be no doubt that sustainable development is written in the group's DNA.

Corporate Governance

Shareholder structure



Bonduelle SCA

The limited partnership with shares has two categories of partner

- The company Pierre et Benoît Bonduelle SAS, owned by three families, is the General Partner, and therefore has joint and several unlimited liability for the company's obligations. Elected from among the company's members, the Ownership Strategy Committee has eight members and is responsible for deciding on the ownership options of the family general partners; its members are also directors of Bonduelle SA.
- The liability of the shareholder partners (other family members, free float, employees + treasury stock) is the same as that of the shareholders of a limited company: it is limited to the amount that they put into the company.

Audit Committee

Set up by the Supervisory Board, this committee is responsible for reviewing the financial statements, evaluating internal controls and assessing the annual audit programs for the independent auditors.

Members

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

Supervisory Board

The Supervisory Board is responsible for monitoring the management of the company on an ongoing basis (reviewing the financial statements, assessing the conduct of company business) on behalf of the shareholder partners. The composition of the Supervisory Board (whose eight members are independent) ensures that it has the expertise, independence and availability to accomplish its duties and represent the interests of shareholders.

Members

1 • **André Crespel,** *Chairman*
2 • **Daniel Bracquart,** *Vice Chairman*
3 • **Louis Bonduelle**
4 • **Olivier Cavrois**
5 • **Stanislas Dalle**
6 • **Isabelle Danjou**
7 • **Jean Guéguen**
8 • **Yves Tack**

Corporate Governance

Bonduelle SA

Board of Directors

The Board of Directors mainly comprises members of the Bonduelle family. It is responsible for defining the company's strategy and investment policy.
It also considers any external growth opportunities that may arise.

From left to right:

Jean-Bernard Bonduelle
Benoît Bonduelle
Gilles Lessard
Philippe Vasseur
Thomas Derville
Christophe Bonduelle, *Chairman*
Jérôme Bonduelle
Guillaume Debrosse
Hubert Mulliez
François Bonduelle
Marc Bonduelle

Executive Committee

The Executive Committee brings together the Managers of Bonduelle subsidiaries, the Executive Management, and the Directors of finance, human resources, and external relations and sustainable development.

This Committee establishes the group's policies.




From left to right, and top to bottom:

Philippe Carreau
Chief Executive Officer Bonduelle Conserve International

Jean-Bernard Bonduelle
Director of External Relations and Sustainable Development

Pierre Deloffre
Deputy Chief Executive Officer

Pascal Bredeloux
Chief Executive Officer Bonduelle Food Service

Bruno Rauwel
Group Director of Human Resources

Christophe Bonduelle
Chairman and Chief Executive Officer

Patrick Néaume
Chief Executive Officer Bonduelle Traiteur and Bonduelle Frais International

Daniel Vielfaure
Chief Executive Officer Bonduelle North America

Benoît Bonduelle
Chief Executive Officer Bonduelle Development

Grégory Sanson
Chief Financial Officer

Compensation Committee

The Compensation Committee, which is entirely independent, decides on the systems and levels of compensation of the executive managers of Bonduelle SA and employees who are members of the Bonduelle family. It also provides an opinion on compensation policy for certain other senior managers.

Members

- **Daniel Bracquart,**
  former Chairman of the Executive Board of Bonduelle, Vice Chairman of the Supervisory Board of Bonduelle SCA, former Chairman of the Institut catholique des arts et métiers de Lille.
- **José-Maria Aulotte,**
  Director of Human Resources of Arc.
- **Yves Delloye,**
  Associate Director of Transearch.
- **Antoine Fiévet,**
  Chairman of the Executive Board of Unibel
- **Thomas Derville,**
  retired, former Chairman of Amora-Maille.

Highlights

New vegetable products

The new products launched this year offer consumers increasing practicality and flavor. They also have less impact on the environment and enable vegetables to become more easily integrated into the daily diet, providing, for example, complete meals that consist mainly of vegetables. In addition, the Escale Gourmande range provides a 280 gram balanced meal in a plastic tray.

Bonduelle is also participating in the growth of the market for organic products in Europe. Organic corn – already on sale in Germany, Sweden and the Netherlands – has now been launched in France.

In North America, the frozen rice and vegetable range brings together a nutritionally attractive recipe with an innovative microwave steam-cooking solution.

Lastly, the Italian Agita e Gusta range offers fresh salads in packaging that contains 40% less plastic.

Fund raising in the United States

In August 2010, the Bonduelle Group carried out a successful bond issue at attractive conditions in a USD 165 million private placement with US institutional investors. After previously implementing private placements in the United States in 2000 and 2004, the group again turned to this source of long-term financing. This bond issue enables the group to diversify its sources of funding between banks and institutional investors, and provides the financial flexibility necessary for taking advantage of any growth opportunities that may arise.

Successful acquisitions in Canada

The operations of Family Tradition and Omstead Foods have been successfully integrated into Bonduelle North America. Bonduelle North America's teams were highly effective in ensuring service and quality levels were maintained. The two acquisitions have boosted this subsidiary's revenue by almost 20%, for a very low level of additional fixed costs.

Record industrial investment of 90 million euros

Cristalina plant, Brazil.

Cold room at the Estrées-Mons plant, France.

In 2009-2010, the Bonduelle Group carried out ambitious industrial projects, notably the construction of the Cristalina plant in Brazil. The start-up of works on September 7, 2009 was attended by Christine Lagarde, France's Minister for the Economy, Industry and Employment. This canning plant was designed and built in accordance with strict environmental criteria, and began operating in September 2010. Thanks to its geographical location, production will be possible all year round, which will significantly improve investment ratios and reduce the funding requirements typically needed for this type of activity. The construction of a new plant at San Paolo d'Argon in Italy is also notable for its numerous innovations and size: it will be Europe's largest salad production facility. Production is scheduled to begin there in 2011, and will help meet the growing demand for fresh-cut products in Italy. The frozen food business has also acquired some innovative equipment, with the installation of a fully-automated cold storage room and high bay dispatch area at the Estrées-Mons plant. These facilities should start operating in 2011.

Mushrooms are now Bonduelle's second-biggest crop after corn

Growing house at La Tourte, France.

On February 3, 2010, Bonduelle confirmed the acquisition of France Champignon. The industrial know-how of the Bonduelle Group, the strength of its brands and its extensive international network should result in the generation of significant synergies. With six plants (five in France, one in Poland) and production volumes of 117,000 metric tons, France Champignon is Europe's leading mushroom producer. The company returned to profitability in 2007 (current operating income of 3.5% in 2008), after implementing a wide-ranging modernization program (60 million euros) focused on agricultural production.

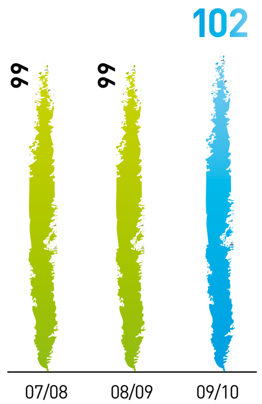
Demonstration of alternative mechanical weeding methods.

Sustainable open field cultivation of vegetables

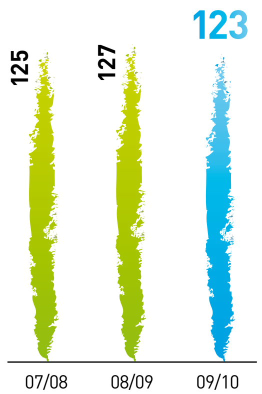
On July 5, 2010, the Bonduelle Group presented its program of integrated open field vegetable production, launched in 2009 in conjunction with the production organizations (OPLVert and Expandis) that supply the Estrées-Mons (Somme), Vaulx-Vraucourt (Pas-de-Calais) and Russy-Bémont (Oise) plants in France.

The project is led by the Chambers of Agriculture of Picardie, the Regional Council (AgroTransfert) and the National Institute of Agronomic Research. Developed over five years in eight pilot farms, the initiative is targeting a significant reduction in the use of agrochemicals to protect vegetables, particularly by employing innovative mechanical weeding techniques.

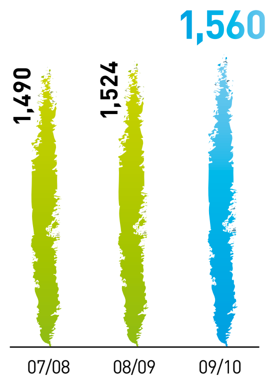
Key group figures



Operating income
in millions of euros

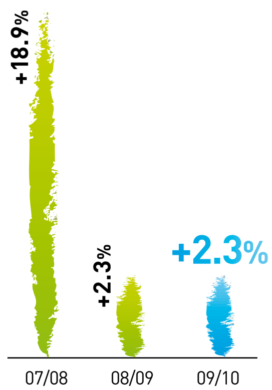


Cash flow*
in millions of euros

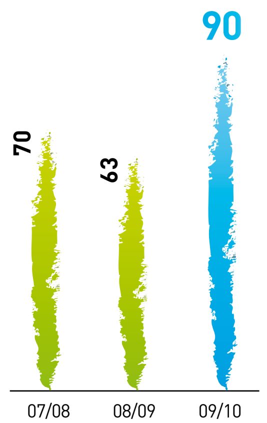


Revenue
in millions of euros

Net income
in millions of euros



Revenue growth
at current 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.

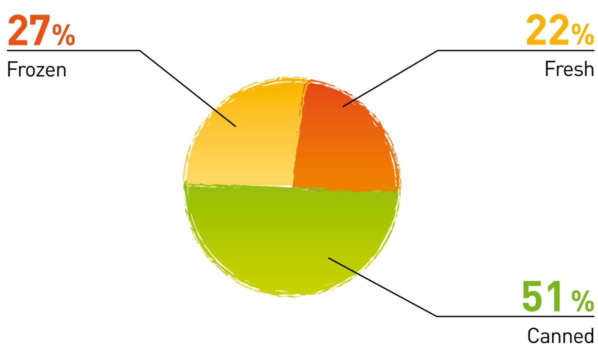
1,560 million euros in revenue:

25% in European area

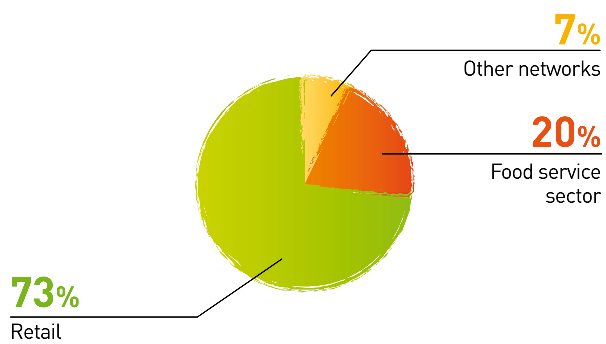
75% outside European area

Breakdown of revenue 2009-2010

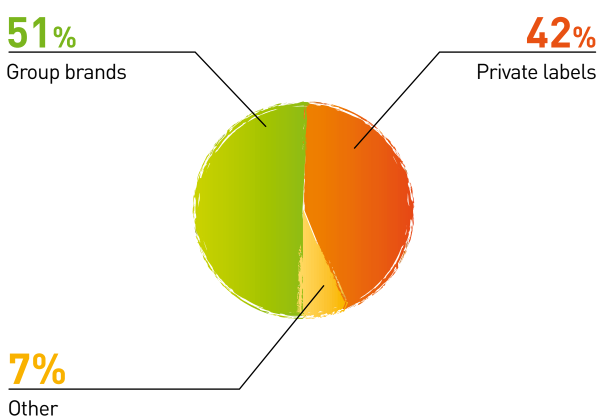
By segment



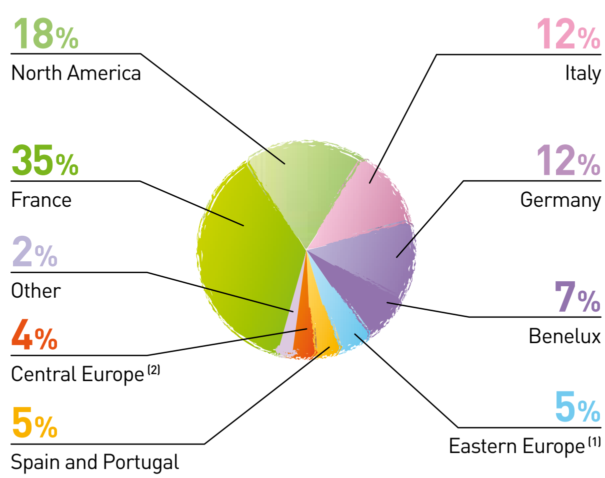
By distribution channel



By brand



By region



(1) Russia + former CIS countries
(2) Eastern European countries in the European Union

Additional information
www.bonduelle.com

Key sustainable development data

Agricultural production

2008-2009

Supply charter

Signature rate: 82%

Agricultural services

208 employees

2009-2010

Supply charter

Signature rate: 91%

Agricultural services

213 employees

Quality and nutrition

2008-2009

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 vegetables

2009-2010*

Total quality control personnel

476 employees (full-time equivalent)

Certified factories

16 have been certified ISO 9001
19 have been certified BRC and/or IFS
5 produce certified organic vegetables

* Scope reduced between 2008-2009 and 2009-2010.

People

2008-2009

Total employees

6,183 permanent staff
Long-term + short-term: 8,421 (full-time equivalent)

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

New hires: (no. of contracts)
Long-term: 276
Short-term: 507
Seasonal: 6,520

Turnover: Managers: 9.37%
Administrative employees and technical supervisors: 6.78%
Workers: 7.34%

Training

1.43% of gross payroll

Safety conditions

Accident rate: 22.8

2009-2010*

Total employees

6,239 permanent staff
Long-term + short-term: 8,252 (full-time equivalent)
Average seniority: 14.05 years

New hires: (no. of contracts)
Long-term: 308
Short-term: 974
Seasonal: 6,561

Turnover all employees: 12.61% (including retirees)

Training

1.57% of gross payroll

Safety conditions

Accident rate: 22.16

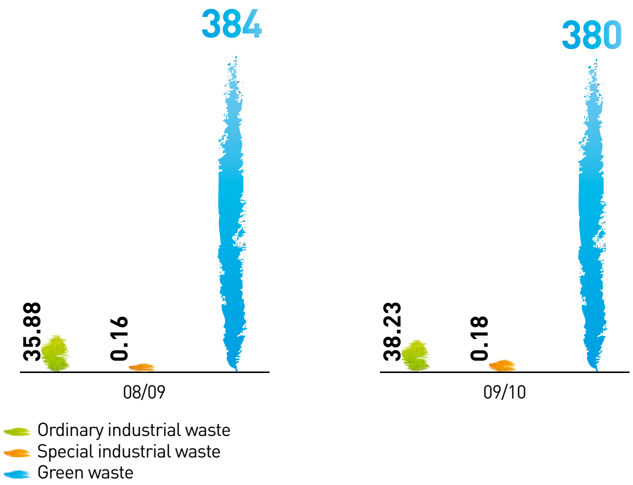
* Scope excludes France Champignon

Natural resources

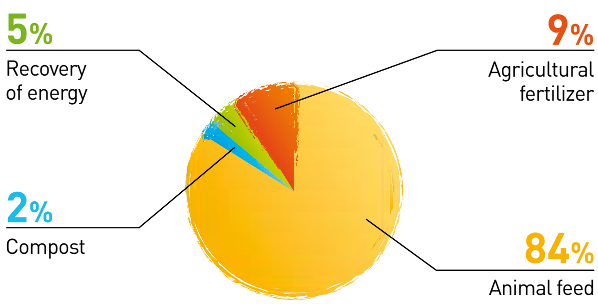
Bonduelle generates:

Waste and by-products

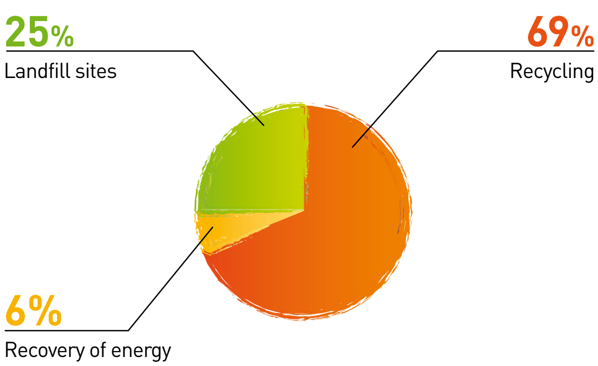
in Kg per metric ton of product produced



Recovery of green waste 2009-2010



Recovery of ordinary industrial waste 2009-2010



Bonduelle consumes:

Energy consumption in 2009-2010

Electricity: 317 GWh

Natural gas: 404 GWh (SCV)

Fuel *(very low sulfur content)*: 2,612 metric tons

Propane: 739 metric tons

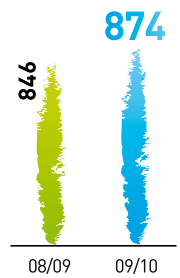
Domestic fuel oil: 631 metric tons

Water consumption

in m³ per metric ton of product produced

Energy consumption

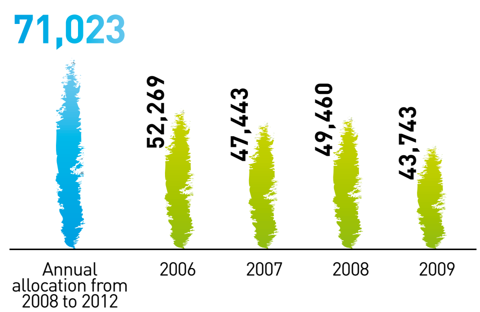
in kWh per metric ton of product produced



Greenhouse gas emission quotas

in TEQ CO2/year

European regulation 2003 Applies to four Bonduelle Group plants.



4.5 million euros

spent on reducing the environmental impact of the group's operations (water, air and energy, industrial waste and green waste) in 2009-2010

Hello!
I was grown in Picardie in one of the eight pilot farms that are promoting alternative methods of mechanical weeding. I've just been picked, and I'm on my way to the processing site, which is next to the field.

The group uses 213 agronomy technicians and engineers to advise producers at all stages of the cultivation process.

Our ambitions

Sustainable development is written in the Bonduelle group's DNA. This is demonstrated by the group's three key objectives, as well as by the quality of its corporate governance. It is also the reason why AGEFI (France's business and financial information agency) awarded Bonduelle second prize for "Quality and transparency of information and communication" in 2010. The group is also an active partner in the agricultural sector, supporting a number of projects aimed at producing the best quality vegetables while respecting the natural environment. Bonduelle's commitment to the World Forum for a Responsible Economy and its participation in the UN Global Compact initiative are two further examples of the group's dedication to sustainability.

Corporate Strategy and policies

Innovating by offering better products, investing over the long term to foster sustainable growth, operating internationally, reducing the environmental impact of operations, supporting new farming practices...Through all these initiatives the Bonduelle Group is fulfilling its aim of "making vegetables the future of food".

1 Long-term priority

Bonduelle has always favored a long-term strategy in order to achieve growth. The pertinence of this vision, together with the diversification of its businesses, technologies and markets, has made the group resilient to changing macroeconomic conditions. Faithful to this ethos, and despite the recent crisis, Bonduelle allocated over 90 million euros to industrial investment in 2009-2010.

2 Growth

"Vegetables in all forms, sold under all types of brands, through all types of distribution channels and using all available technologies": the validity of this approach is confirmed each year, with the achievement of steady growth – 2.3% in 2009-2010. This sustainable progress is the result, among other factors, of proactive sales and marketing and an astute acquisition policy, as illustrated by the takeover of France Champignon, the European leader in its market (revenue of close to 200 million euros.

2.3%
growth in 2009-2010

-15%
in energy consumed
(Reduction in electricity and fossil energy consumption between 2008-2009 and 2009-2010)

3 Food safety

Bonduelle's priority is offering consumers healthy products and top quality vegetables. The Group is constantly improving its quality systems. In this context, in 2009-2010 it put in place a supply charter for external suppliers, and continued to invest in high technology equipment (optical sorters, laser detectors).

4 Respect for the environment

Thanks to the various technological innovations implemented in recent years, Bonduelle reduced its total energy consumption per metric ton of product produced by 27% between 2002-2003 and 2008-2009. These efforts continued in 2009-2010, with a 15% reduction in energy consumption and a fall in greenhouse gas emissions of 35,700 TEQ CO2. This performance will be further improved when a biomass-fuelled steam generation plant comes on stream at the Estrées factory.

5 Profitability

Efficient management, innovation, improvements in productivity and dynamic sales and marketing practices all contribute, along with other factors, to group profitability: in 2009-2010, net income increased to 57.7 million euros, from 26.6 million euros the previous year. Moreover, in August 2010, 165 million US dollars in funding was obtained from US financial institutions, demonstrating their confidence in the Group and its track record of profitability.

6 Brand policy

The complementary nature of the group's brands (Bonduelle, Cassegrain, Frudesa, Salto, Arctic Gardens) contribute to its high profile. In tandem with the growth of its own brands, on which it has built its reputation, Bonduelle has also driven growth by supplying the private label sector, an important strategic direction in a period of economic crisis.

7 Innovation

New recipes, new combinations, new packaging with a lower environmental impact, new farming practices... Bonduelle is creating innovation on all fronts. The work carried out by its research and development teams enables it to offer consumers safer and healthier products, and to differentiate itself from its competitors by launching completely new products, such as the range of steamed vegetables in cans which has proved a great success since going on sale in France in 2008-2009 and is set to be rolled out and expanded in other countries in Europe.

8 Agro-industrial involvement

The Bonduelle Group has unique know-how in the area of farming practices. Because of the importance it attaches to the quality of harvests, and therefore the satisfaction of consumers, the group, which has a long history of working alongside planters, is participating in a number of initiatives, such as: a reduction in the application of agrochemicals, the use of pest detection devices, the development of biocontrol agents and the promotion of mechanical weeders as part of a pilot program of integrated open field vegetable production, which was covered in the press on July 5, 2010.

9 International expansion

International expansion is a key element of the group's strategy, and provides new growth drivers, greater diversification of risks and the opportunity to select the most appropriate crops in terms of the eating habits in the regions in which operations are based. In this context, a key development in 2009-2010 was the construction of the plant in Cristalina, Brazil, from which consumers in this important emerging country, which remains unaffected by the crisis, can be supplied.

10 Personal development

The group's employees are at the heart of its success. Ensuring the health and safety of employees, fostering their personal and career development, providing opportunities and promoting diversity is therefore a priority for Bonduelle. The conclusions of the workplace conditions survey carried out in 2008-2009 – in which 83% of employees said they were proud to work for the group – were analyzed in 2009-2010 and led to the implementation of action plans at each site. The results of these plans are to be measured each year in order to ensure that employees' expectations are fully met.

Nutrition: a strategic priority

Laurence Depezay,
Nutrition Manager

"Vegetables in all forms, sold under all types of brands, through all types of distribution channels and using all available technologies, anywhere in the world": the clearly expressed strategy of the Bonduelle Group also promotes healthy eating, an essential component of sustainable development. In addition to the nutritional quality of the group's products, the initiatives undertaken by the Louis Bonduelle Foundation also display this commitment.

Established in 2004, the Louis Bonduelle Foundation promotes long-term improvements in eating habits, thereby reinforcing government health recommendations. Its work was greatly extended in 2009-2010, thanks mainly to the projects undertaken with other interested parties, notably at European level, with various European Parliament committees. By taking part in several meetings organized by the European Union's directorates general for research, health and consumers, and agriculture, Bonduelle, through the Foundation, was able to raise the profile of its longstanding commitment to encouraging healthier ways of eating.

New partnerships

These meetings have led to a number of projects: the Foundation is also a partner of AGE, a European network of organizations that aims to protect the rights of the over 50s, for which a paper on nutrition for older people will be presented to the Commission in November 2010. In addition, the Louis Bonduelle Foundation works with EFAD (European Federation of the Association of Dietitians) on producing communication tools specifically for the parents of young children.

A Foundation with an international outlook

In addition to meetings organized at European level, the policy of expanding the international activities of the Louis Bonduelle Foundation continued in April 2010 with a lunchtime discussion at the European Parliament in Brussels on a highly topical subject: providing consumers with information on product ingredients and the impact of this on eating habits. The Foundation will be at the European Parliament in Brussels again in November 2010, to receive the second prize awarded jointly to the Louis Bonduelle Foundation and ECOG (European Childhood Obesity Group) for a research or public health team working to combat child obesity. An example of the international activities of the Foundation is its launch in Canada, via a dedicated website that has been operational since March 2010.

Bonduelle participates in European "HabEat" project

The European "HabEat" project aims to gain a better understanding of the eating habits of children aged 0 to 5, by promoting vegetables as a basis for healthy eating. Over five years, the project brings together 11 scientific bodies in six European countries (Denmark, France, Greece, the Netherlands, Portugal and the UK) in a multidisciplinary approach: psychology, epidemiology, behavioral sciences and nutrition. The National Institute for Agronomic Research is coordinating the project, in which the French National Institute for Health and Medical Research (INSERM) will also participate. "HabEat" also includes around ten corporate partners, including Bonduelle, which will contribute its nutritional expertise to the project.

A long-term view

The Foundation is extending the work carried out within the group to promote vegetables and their benefits, and serves as a bridge between the corporate world and consumers. In this area, Bonduelle is in partnership with the Paul Bocuse Institute, supporting research work into the vegetable eating behavior of children aged 8 to 11. This scientific study was supplemented in 2009 by a partnership with "HabEat", a European program coordinated by the Dijon branch of the French National Institute for Agronomic Research (INRA).

Visa Santé (health passport), an ambitious multidisciplinary program

Although the projects described above focus on children, other categories of consumer are also important for Bonduelle, as demonstrated by the Visa Santé program, which mainly aims to reduce the salt content of processed food and to remove ingredients such as palm oil.

Additional information

www.bonduelle.com
www.fondation-louisbonduelle.org

Sustainable development

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

"Making vegetables the future of food" has been a key element of the Bonduelle Group's strategy for many years. This mission has three main aspects: offering healthy and affordable vegetables to as many people as possible, putting people at the heart of the business, and cultivating and processing vegetables while maintaining their nutritional value and limiting the impact on the land and natural resources.

Producing healthy vegetables and making them affordable to as many people as possible means ensuring the quality of harvests under the most competitive conditions and with respect for the environment. Bonduelle therefore supports socially responsible agriculture, enabling consumers to benefit all year round from flavorsome and nutritional vegetables, as part of a balanced diet.

Putting people at the heart of the business

Bonduelle, a family-run group established in 1853, attaches great importance to providing staff induction programs and training, safeguarding the health and safety of employees and fostering career development. The launch of several projects, following the analysis of the workplace conditions survey carried out in 2008, was one of the significant events of the past year. The initiatives undertaken on diversity issues also proved very positive, with several disabled people being hired at our sites. An example of this is a project in France with ESAT, which runs centers offering assistance and services to help disabled people into work: our integration system has been taken up at national level by ESAT centers as part of their policy of promoting the employability of people with disabilities.

Limiting our impact on the environment

Reductions in energy and water consumption, and in greenhouse gas emissions...the Bonduelle Group integrates these environmental challenges into its daily activities in every country in which it operates. This concern for the environment is illustrated by the pilot farm program set up in northern France to promote the use of farming practices with a lower environmental impact. Other examples ofxthe group's commitment to sustainable development include the construction of the plant in Cristalina, Brazil, and the plant in San Paolo in Italy.

Bonduelle is an active supporter of the World Forum for a Responsible Economy, a symposium lasting from 2007 to 2010 that seeks to encourage as much sharing of good practice as possible to promote sustainable development.

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

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

Area	Targets and results	Next steps
1 People	**Accident rate at work:** Target: 20 Result: 22.16 **Annual review** Target: 100% Result: 81.84% **Follow-up of IFOP survey** Target: all sites Result: under way / examples	• Cut the accident rate to below 20, with no sites → 30 • Carry out 100% of annual reviews • Distribute in-house magazine Bonduelle Actus at all sites twice a year • Continue the diversity policy, focusing mainly on equality between men and women • Implement a Code of Ethics
2 Agriculture	**Signing of the supply charter:** Target: 100% Result: 91% **Launch of pilot integrated farms to reduce inputs.**	• Obtain 100% signature rate for the supply charter • Optimize farming techniques and establish metrics • Continue research into integrated agriculture
3 Natural resources	**Water m³/metric ton of product produced (TPP)** Target: -3% Result: -5.4% at constant TPP **Energy Kwh/TPP** Target: -5% Result: -5.4% at constant TPP **% Ordinary industrial waste sorted and recovered** Target: 70% Result: 75%	• Reduce energy consumption by 5% (keeping production volumes constant) • Reduce water consumption by 3% (keeping production volumes constant) • Continue the "Frugal factory" project • Draw up an eco-design charter
4 Quality and nutrition	**Certified factories:** Target: 100% Result: 70% with Canada **Nutrition audit:** Target: 100% Result: 100%	• Extend the supply charter to 100% of suppliers • Integrate the Visa Santé project from the product design phase • Extend the Visa Santé project internationally
5 Transportation	**Put in place a metric to monitor greenhouse gas emissions for the canned product business (inter-site and customer distribution) CO_2 savings:** Target: 1,000 metric tons Result: 2,100 metric tons	• Reduce CO_2 by 5% in the canned product business • Extend the implementation of metrics to all product segments • Step up the search for alternatives to road transportation • Share transportation upstream and downstream

Promoting the Well-being of our employees

Bruno Rauwel, *Group Director of Human Resources*
Stéphan Fertikh, *Human Resources Manager, France*

Putting people at the heart of its business is a priority for Bonduelle, a family-run group established in 1853. Through its recruitment, induction and training policies, and the numerous career opportunities on offer, Bonduelle contributes to the well-being and development of all its employees.

Following the workplace conditions survey of all employees conducted in 2008-2009 by IFOP, an independent French research organization, in the last financial year Bonduelle began to implement measures in response to the needs expressed. These measures were applied to all of the group's activities, in all countries in which it operates. There were two main aims: carrying out annual reviews with every group employee, and bringing down the accident rate to below 20. The first aim was almost achieved in full in 2009-2010, with over 80% of staff having an annual review to discuss their work and career path. Secondly, the efforts undertaken to reduce the accident rate[1] led to a reduction to 22.16, compared with 22.8 the previous year, while the severity rate remained very low.

Promoting risk prevention

The group's efforts in the area of preventing accidents continued in Europe with special training for managers and other employees, for example, through a program for reducing repetitive strain injuries in the freshly prepared food business, including the introduction of warm-up exercise sessions prior to each shift. This initiative also included ergonomic analysis of workstations, and the dissemination of the best practices observed within the group.

Health and safety a key priority

In Spain, to mark the 50th anniversary of the Frudesa brand, Bonduelle offered its employees a free, comprehensive health check with a specialized institution and the support of the occupational medicine team over there, followed up with an action plan to be implemented over the next year. Another example: the establishment by Bonduelle North America of a "safety at work" coordination committee in Quebec.

[1] *Number of workplace accidents resulting in the employee missing at least one full day's work divided by the number of hours worked x 1,000,000.*

Creating an "incubator of talent"

Training is another strategic aspect of Bonduelle's human resources policy, and a key factor in the group's longevity. A specific investment was made over the last year in the employability of managers through the Bonduelle Executive Program, which is aimed at equipping the group's managers with new skills to enable them to take on more important roles in the future, thereby providing the group with "an incubator of talent". In addition, Bonduelle strengthened its training policy for new activities: employees wanting to enhance their knowledge are able to benefit from courses given by the Institut Pierre et Benoît Bonduelle.

Promoting diversity

Because diversity in recruitment is a rich resource for the group and a creator of the social values that Bonduelle has always held dear, in 2009-2010 the group participated in recruitment sessions with ESAT (assistance and service centers helping disabled people into work) specifically to promote the hiring of people with mental illnesses. Thanks to the combined efforts of the group and the ESAT centers involved, this initiative led to the hiring of three employees in 2009-2010. In total, 6.3% of the group's employees in France have a disability. Lastly, nearly all of the union organizations have signed an agreement on the employability of the over 50s, who also benefit from training preparing them for retirement.

Opportunities for improvement

- **Reinforce** safety
- **Improve** health
- **Promote** diversity
- **Develop** skills and career opportunities

Additional information
www.bonduelle.com

Working for sustainable agricultural production

Géry Capelle, *Agronomics Development Manager BCI Nord-Picardie*

The Bonduelle Group has a long history of supporting planters in the area of socially responsible agriculture, combining farming practices that respect the environment with high production quality in order to offer consumers healthier vegetables.

To ensure the best quality vegetables, while limiting the impact on the environment, Bonduelle has embarked on a number of projects aimed at improving farming processes. Since 1996, the group has had in place a supply charter defining its relationships with agricultural producers. This commitment to sustainable and environmentally-friendly farming practices has led, notably, to the implementation of predictive soil tests to detect any soil-borne diseases, thereby reducing the risk of crops failing. Initially applied to land used to grow petit pois, this method has been tested since 2009-2010 on land intended for the cultivation of green beans. Another initiative promoting integrated production: observation networks have been set up to detect the arrival of pests on crops. This program is accompanied by special training for the group's field supervisors and farmers, who also receive technical recommendation forms to be used in the event of an alert.

Optimizing farming practices

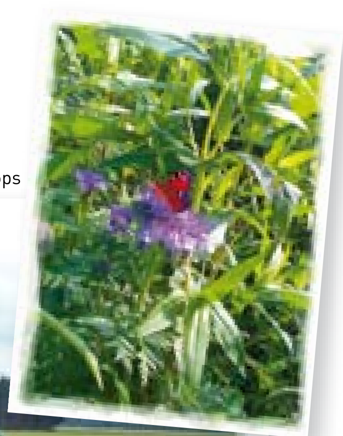
Along the same lines, from 2010 Bonduelle has been promoting, with the support of the Chambers of Agriculture, the development of training sessions on optimizing the spraying of agrochemicals. Again, the aim is to reduce the use of these substances by encouraging their application only when strictly necessary. Furthermore, Bonduelle has put in place a number of measures aimed at using biocontrol agents against elements harmful to the crop quality, for example, mushroom antagonists for soil diseases. Further upstream, the group is working closely with seed growers to develop more disease-resistant varieties using completely natural cross-breeding techniques.

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

Advances in farming practices

For Bonduelle, contributing to advances in farming practices by supporting agriculture means promoting the use of cover crops (oats, vetch, clover, etc.) between the different vegetable cultivation cycles to enrich the soil by natural means, thereby improving soil structure and biodiversity. Lastly, the group has launched an experimental integrated production program at eight pilot farms in France (four in the Somme, three in the Aisne region and one in the Oise department), promoting alternative methods of mechanical weeding.



Cover crops

Mechanical weeder

Eight pilot farms for the future

Faithful to its commitment to sustainable agriculture, in 2009 Bonduelle began investing in a pilot project involving open field integrated vegetable production. The project is taking place in the Picardie region of France, in conjunction with the producers that supply, among others, the Estrées plant, the biggest factory producing canned and frozen food in Europe, and is supported by the Chambers of Agriculture of Picardie, AgroTransfert and INRA, the French National Institute for Agronomic Research. It concerns eight pilot farms where mechanical weeding techniques are being employed in order to reduce the use of agrochemicals. These methods were presented on July 5, 2010 at one of the participating farms (in Esmery-Hallon), notably in the presence of Jean-Marc Bournigal, Director General of Agriculture, Food and Land Policy at the Ministry of Food, Agriculture and Fishing, and Christophe Bonduelle, the group's Chairman and Chief Executive Officer.

Additional information
www.bonduelle.com

Preservation of Natural resources

Cécile Lovichi,
Environment Manager

Through reductions in energy and water consumption, recovery of energy and recycling of waste, Bonduelle has clearly demonstrated its commitment to preserving natural resources. Moreover, the two new plants, in Cristalina, Brazil, and San Paolo, in Italy, which were designed to meet sustainable development criteria, provide a distinct indication, among other projects, of the group's commitment in this area too.

Well aware of the environmental and economic challenges related to the preservation of natural resources, the Bonduelle Group began to reduce its own consumption from the 2002-2003 financial year. These efforts, achieved through technological innovation and awareness-raising campaigns in all group entities, have borne fruit: in six years, by the end of the 2008-2009 financial year, the group had reduced its total energy consumption per metric ton of product produced by 27% (-33% for gas, -15% for electricity). Over the same period, water consumption fell by 36% per metric ton of product produced. These improvements continued in 2009-2010, with a 15% drop in energy consumption, equivalent to 138 GWh (-43 GWh for electricity and -95 GWh for fossil energy), while water consumption fell by 2.3 million m^3. Lastly, in 2009-2010 the group reduced its greenhouse gas emissions by 35,700 TEQ CO_2.

In the words of

PIERRE KERDONCUFF,
engineer at the Enterprise and Ecotechnology department of ADEME*

"As part of the Frugal Factory project, the Bonduelle Group is aiming to identify new ways of optimizing energy use in their vegetable processing plants. Bonduelle has adapted the results of a study co-financed by ADEME on energy integration for new processes. The goal is to work towards minimizing the energy consumption of new processes by making them as efficient as possible, and by maximizing the potential for energy recovery."

** French Environment and Energy Management Agency*

-80,500
TEQ CO_2 in 3 years
(Reduction in total greenhouse gas emissions between 2006-2007 and 2009-2010, thanks to savings of electricity and fossil energy)

-2.3
million m^3 of water
(Reduction in water consumption between 2008-2009 and 2009-2010)

75%
of ordinary waste recovered or recycled in 2009-2010

Saving and recovering

As a result of the selective separation of ordinary industrial waste, 75% was recycled or used in energy recovery in the past year, compared with 71% in 2008-2009. Recovery of green waste also took place, in various forms: agricultural fertilizer (9%), animal feed (84%), compost (2%) and energy recovery (5%). Bonduelle is supporting ambitious energy recovery projects such as that developed at Bordères, in south-west France, where feasibility studies are under way with a consortium and technical centre partners to build a methane plant fuelled by the by-products of sweetcorn cultivation. In addition, in Poland, Bonduelle supplies its plant by-products to a methanization centre, as does the Tecumseh plant in Canada. Lastly, following the entry into service of the anaerobic wastewater treatment facility at the Békéscsaba plant in Hungary, the recovery of biogas from this facility is currently under consideration.

Opportunities for improvement

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

Additional information
www.bonduelle.com

More frugal factories

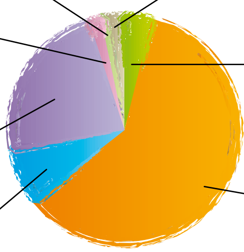
The last financial year also saw the introduction of the Frugal Factory investigation, in partnership with EDF and the École des mines de Paris, with the support of ADEME (Environment and Energy Management Agency). The results are scheduled for the end of 2010. The analysis conducted in relation to three of the group's plants, covering fresh, canned and frozen food processes, should contribute to the discovery of new technologies and the roll out of innovative processes, with as little energy as possible being consumed. Meanwhile, September 2010 saw the entry into service of the new Bonduelle plant in Cristalina, Brazil, which is also representative of the group's commitment to sustainable development. This canning plant was designed and built via the synthesis of best local and group practices, including an installation that uses process effluent to water crops, which is compatible with the plant's wood-fuelled boiler system. Another major project developed by the group: the construction of a new production site in Italy, replacing the plant that was destroyed by fire in 2008. This investment of more than 20 million euros also integrates all the latest technologies that can ensure top quality products and respect for the environment.

Wood-fuelled boiler system for the group's biggest plant

Pending the receipt of government approval (already applied for), the group's plant in Estrées-Mons (northern France) will be fuelled by steam from a wood-fuelled cogeneration boiler system from 2013. The application, initiated by NEREA, was made in response to a call for proposals launched by the Ministry of Ecology in relation to the development of renewable energy sources. This installation will reduce the site's greenhouse gas emissions by two-thirds, and contribute to securing the wood energy chain developed by local industry for the long term. This project represents another method of participating in sustainable development.

Breakdown of packaging materials

(as % of total weight in 2009-2010)



-35,700

TEQ CO_2 generated this year

(Reduction in total greenhouse gas emissions between 2008-2009 and 2009-2010, thanks to savings of electricity and fossil energy)

-15%

energy consumed

(Reduction in consumption of electricity and fossil energy between 2008-2009 and 2009-2010)

-12%

electricity consumed by cold rooms

(Reduction in electricity consumption per metric ton of product between 2008-2009 and 2009-2010)

Transportation: taking on the environmental challenge

Hervé Chenault, *Supply Chain Director, Bonduelle Conserve International*

Essential to the operations of the Bonduelle Group, transportation has a key part to play in terms of environmental concerns.

Opportunities for improvement

- **Extend the use of metrics** to all group segments (canned, frozen, fresh and prepared foods)
- **Reduce** CO_2 emissions

In the words of CHRISTOPHE GERBER,

Sales Director of LKW WALTER Internationale Transportorganisation AG

"When the Bonduelle Group told us about its project for developing alternative transportation solutions in early 2008, we were able to contribute our 30 years of experience in intermodal transportation in Europe. Through our network of 3,000 intermodal trailers, we put in place a new link from Hungary to Duisberg in July 2008, enabling the Bonduelle Group to supply its German customers or sites by rail and road. The CO_2 reduction achieved was more than 700 metric tons per year."

In pursuing the projects undertaken in previous years, Bonduelle has stepped up its efforts to find alternative solutions to road transportation. The use of mixed rail-road systems has increased for transportation between European sites, mainly with regard to traffic flows from plants in south-west France to Nord-Picardie, as well as for deliveries to Bonduelle customers from Nord-Picardie to south-east France and Italy, and from Hungary to Germany. In 2009-2010, these efforts reduced the emission of CO_2 by 2,100 metric tons, versus a target of 1,000 metric tons, while the reduction the previous year was 777 metric tons.

Measure and act

In addition to these initiatives, Bonduelle continued its program of measuring the CO_2 emissions generated by its subsidiary Bonduelle Conserve International in the transportation of products between plants and logistic centers, which came to 10,076 metric tons of CO_2 per year. Furthermore, in 2009-2010, the group decided to extend the program to all European countries to which customer deliveries are made, reaching an annual total of 31,414 metric tons of CO_2. This pioneering work in the agro-food sector has provided an accurate picture of the status quo, enabling future action to be planned.

Sharing resources

The search for new, environmentally-friendly solutions also includes sharing freight resources with other industrial companies. Bonduelle is also in discussions with a number of partners to put in place this type of innovative system, similar to the initiative carried out by the Gelagri joint venture, which has enabled the group to optimize its logistics for deliveries in Europe.

Supplying healthy, Flawless products

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

Known all over the world, the quality of Bonduelle's products is subject to rigorous controls. Monitoring of farming practices, the supply charter and regular audits all contribute to ensuring the satisfaction of customers who benefit from healthy products that meet their expectations.

After formalizing a supply charter in 1996, which defines its relationships with agricultural producers, with the aim of ensuring the best quality vegetables and highest standards of food safety, Bonduelle took the innovative step of extending this charter to all its suppliers. The latter measure was introduced in November 2009, and the charter is integrated into contract specifications and purchasing contracts. It enables the group to control the quality of its finished products, notably in the frozen food segment, where 10% of ingredients are supplied by third parties, and more generally, in the prepared food segment, in which there is mixing of ingredients produced by the group or other producers.

A new audit guide for suppliers

To ensure that the supply charter criteria are respected, Bonduelle has also put in place a new audit guide, which is more specific and focuses on food safety, security of supply and product quality. Each year, different suppliers are subject to this new audit. Furthermore, each time produce is received, the deliveries are systematically checked, both in terms of regulatory compliance and conformity with contract specifications. In the last stage of this process the suppliers are rated, so that the most compliant can be preferred.

Opportunities for improvement

- **Improve**
  quality processes:
  – expand use of sensorial analysis
  – manage customer complaints effectively
- **Preserve**
  nutritional qualities of vegetables

The importance of traceability

In addition to the quality of vegetable supply, the group is seeking to improve the management of all the ingredients included in its recipes. The database of "product sheets" was updated in January 2010, and contains records of more than 700 products from nearly 120 suppliers. The aim of this program is to be able to check all the product data and the labeling information required by law. Since zero risk does not exist, any responsible company that cares about its customers must be ready to act in the event of an alert.
The database provides full traceability of the group's products, should it need to act quickly on an alert.

Further improvements to nutritional quality

Alongside its quality improvement programs, Bonduelle, faithful to its aim of applying its expertise to providing health benefits, has a long-established policy of developing flavorsome products with a high nutritional content. For example, as part of the Visa Santé project, the group's research and development teams have worked on reducing the salt content of products by 5% to 25%.

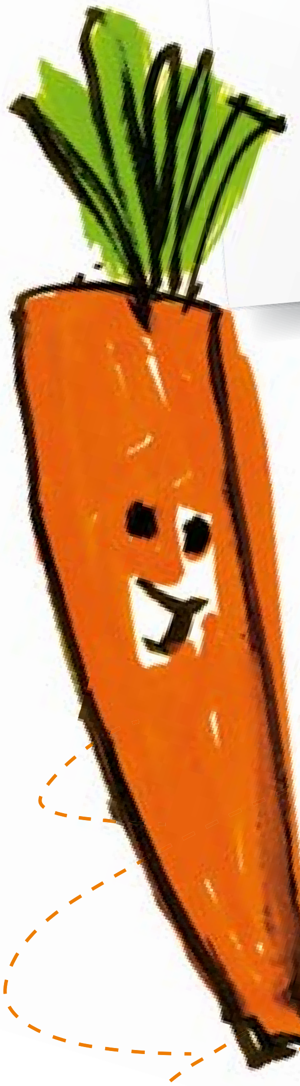
Optical sorter

Technology benefiting the environment

With a strong commitment to integrated production, the producers that supply the Bonduelle Group aim to set an example in reducing their use of agrochemicals, as shown by the pilot farms project under way in northern France. In addition, to achieve their vision of sustainable development, they are making huge investments in electronic sorting equipment and laser detectors. All of which represents a further guarantee for product quality and safety...

Additional information
www.bonduelle.com

I'm part of an integrated open field vegetable-growing program that is aiming to promote mechanical weeding techniques. From the field to the plate as they say...



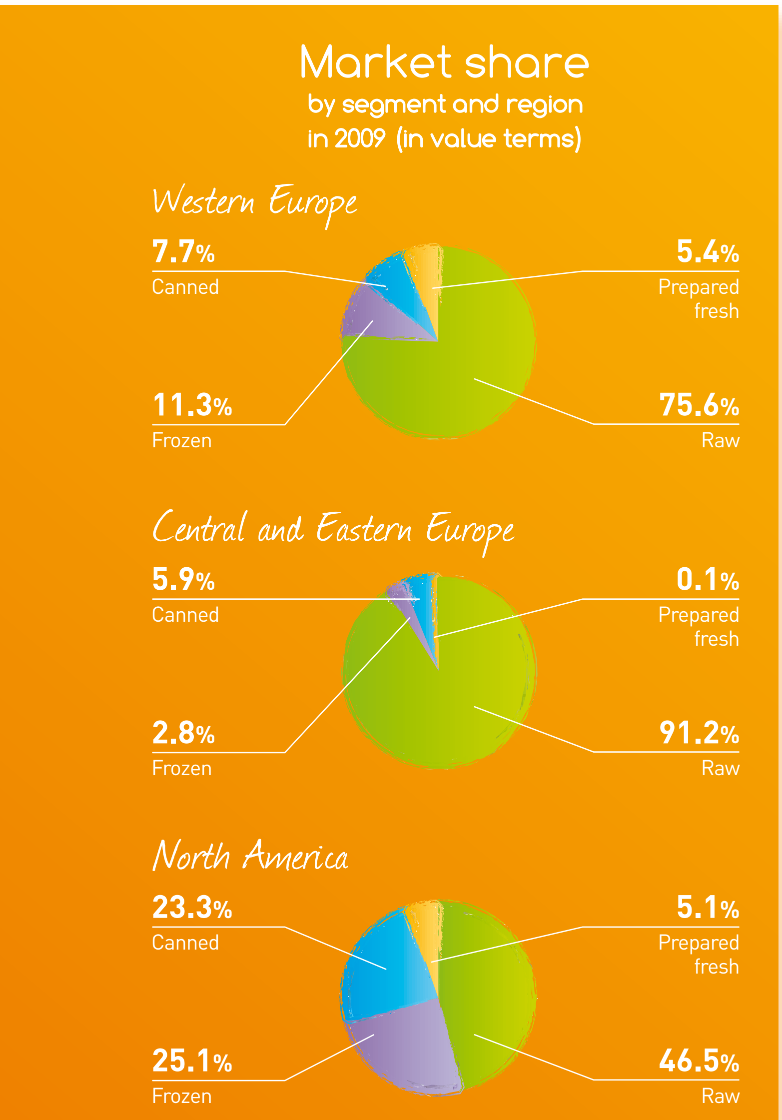
A partnership with agricultural machinery manufacturers provides better protection for soil capital.

Our activities

In order to meet customer requirements and changing market conditions, Bonduelle has organized its activities by segment, customer type and region into a number of different companies. The group's seven subsidiaries – Bonduelle Conserve International, Bonduelle Traiteur, Bonduelle Frais International, Bonduelle Food Service, Gelagri, Bonduelle North America and Bonduelle Development – were joined in 2010 by France Champignon. The acquisition of France Champignon has expanded the activities of the group, which now offers more than 500 varieties of vegetables via its product ranges.

The global vegetable market

Research into the world's food markets reveals a dominant trend for healthy food that is easy to prepare. Processed vegetables meet these twin goals, and therefore represent a major source of growth potential on markets in which raw products have by far the biggest share. These vegetables can also make an important contribution as public health policies seek to improve people's eating habits.



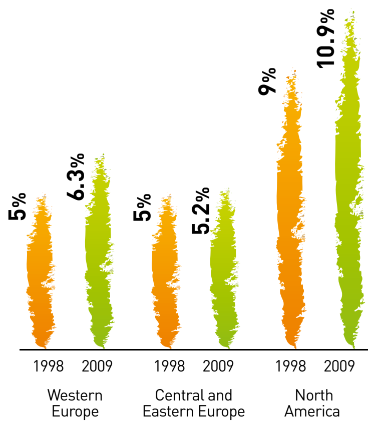
(Source: Food For Thought 2010)

Processed vegetables

Raw vegetables

Vegetables as a proportion of the total food market, by region

Source: Food For Thought 2003 and 2010



Consumer categories and trends

Over the last few decades, the increased participation of women in the workforce, new technologies, longer commutes and reduced leisure time have profoundly changed consumer behavior. Meal preparation times have shortened and new consumption patterns have emerged, such as eating on the run. These trends have favored the emergence of processed food products because they are easy to consume both in and outside the home, but this has been to the detriment of healthy eating. The situation has therefore given rise to a dual requirement: to eat more healthily, as easily as possible. Processed vegetables are the perfect answer as they are quicker for consumers to prepare, and the short processing times and advanced production processes ensure nutritional quality is equivalent to that of raw vegetables[1]. As the vegetable market is currently dominated by raw vegetables, this represents a major growth opportunity for processed vegetables, whose penetration generally increases with the maturity of the market. In 2009, processed vegetables accounted for 53% of the North American market (in value terms), versus only 8.8% in Central and Eastern Europe[2].

Processed vegetables and public health

Western governments are faced with an increase in obesity and related illnesses (heart attacks, diabetes, etc.), for which one of the risk factors is unhealthy eating habits, such as insufficient consumption of fruit and vegetables[3]. One of the most widespread prevention messages is to eat at least five portions of fruit and vegetables every day, irrespective of whether these are fresh, canned or frozen. Disadvantaged people[4] have more difficulty than other categories of the population in following these recommendations, and are the most seriously affected by diseases related to poor diet. Processed vegetables can help mitigate the social inequality of consumers, as prices have been falling[5] over the last 40 years, and they are more commonly consumed6 by the least wealthy households than raw vegetables.

1 Favell D.J., 1998. A comparison of the vitamin C content of fresh and frozen vegetables. Food Chemistry, 62 (1), 59-64
2 Food For Thought 2010
3 The WHO estimates that 2.7 million lives could be saved worldwide if people ate sufficient quantities of fruit and vegetables.
4 French National Obesity Survey (Enquête Obépi) 2006: obesity affects almost one in five people in families with a monthly income of less than 900 euros, versus 5% for those who earn more than 5,301 euros per month.
5 INSEE National Accounting Association: the price of processed vegetables fell by 40% between 1960 and 2005, while the price of raw vegetables rose by more than 40% in the same period (at constant values).
6 TNS 2005: 25% of households with the lowest incomes eat as many raw as processed vegetables, while the 25% wealthiest households eat around three times more raw vegetables.

The global mushroom market

Global production of mushrooms totals 3 million metric tons per year. The vegetables are mainly grown in China (40%), Europe (35%) and the United States (13%). In Europe, five countries (Poland, the Netherlands, France, Spain and Italy) represent 73% of production, of which raw mushrooms account for 63%. The most commonly sold product in Europe is the white mushroom, with annual consumption per person much higher than in other regions (2.9 Kg in Germany versus 2.2 Kg in the United States). In Europe, the market for processed white mushrooms (canned and frozen) amounts to more than 400,000 metric tons. The biggest market is Germany (around 100,000 metric tons), followed by France (90,000 metric tons) and Spain (more than 20,000 metric tons).

(Source: ANICC – 2009

Structure of the

Executive Management

Group Services

Finance ▪ Human Resources ▪ Corporate Communications and Marketing ▪ Information Systems ▪ External Relations and Sustainable Development ▪ Research and Development ▪ Purchasing ▪ Audit

35.5% Gelagri

PRODUCTION FACILITIES

SPAIN
- Santaella
- Milagro

FRANCE
- Saint-Caradec
- Loudéac

100% Bonduelle Conserve International

PRODUCTION FACILITIES

SPAIN
- Benimodo

BELGIUM
- Westmeerbeek

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

HUNGARY
- Békéscsaba
- Nagykőrös

LOGISTIC CENTERS

BELGIUM
- Kortemark

FRANCE
- Flaucourt
- Rosières

100% Bonduelle Frais International

PRODUCTION FACILITIES

GERMANY
- Straelen
- Reutlingen

FRANCE
- Genas
- Saint-Mihiel

ITALY
- Battipaglia
- Lallio
- Costa di Mezzate

100% France Champignon

PRODUCTION FACILITIES

FRANCE
- Beaufort-en-Vallée
- Doué-la-Fontaine
- Thouars
- La Tourte
- Falaise
- Herm

POLAND
- Ruchocice

LOGISTIC CENTERS

FRANCE
- Montreuil-Bellay

OPERATIONS IN THE EU

Bonduelle Group

100%

Bonduelle Traiteur

FRANCE
Rosporden
St-Benoist-sur-Vanne

100%

Bonduelle Food Service

FRANCE
Estrées (frozen)

PORTUGAL
Santarém

POLAND
Gniewkowo

100%

Bonduelle Development

RUSSIA
Krasnodar

BRAZIL
Cristalina

100%

Bonduelle North America

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

OPERATIONS OUTSIDE THE EU

Bonduelle in the European Area

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

75%
of total revenue

53%
of total current operating income

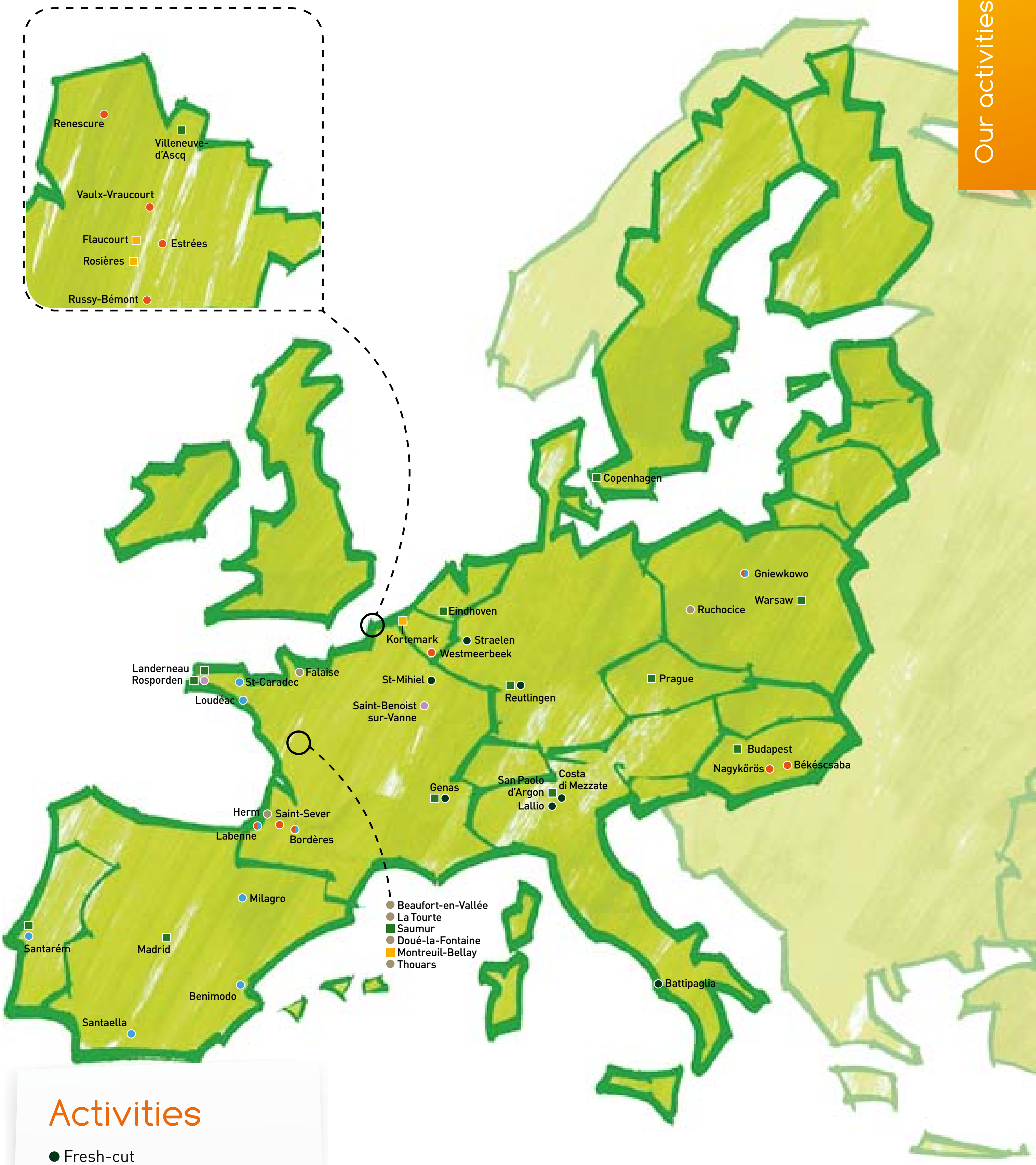
Vegetables market* in

Central and Eastern Europe
7.4
billion euros

Western Europe
69.9
billion euros

58,100
hectares cultivated for Bonduelle

**Source: Food For Thought 2010*



Activities

- Fresh-cut
- Frozen
- Canned
- Prepared
- France Champignon
- Sales and marketing departments
- Logistic centers

Additional information
www.bonduelle.com

Bonduelle Conserve International

Philippe Carreau, *Chief Executive Officer, Bonduelle Conserve International*

Innovation, attractive promotional offers and more extensive marketing campaigns boosted Bonduelle Conserve International's business in 2009-2010. Although the market for canned goods declined in Europe during the period, the company increased the market share of its brands and consolidated its position in the private label sector.

Europe's canning market is mature, generally stable, and offers a range of highly affordable products, but nonetheless contracted at global level over the last year as a result of the economic crisis, with a fall of 1.5% in volumes sold, or around 50,000 metric tons – equivalent to the annual production of one plant. Germany was particularly affected (-4%), while sales were broadly flat in France and rose slightly in Poland. This was mainly because consumers preferred to use up their supplies of canned food before restocking due to the effects of the crisis. Against this backdrop, Bonduelle Conserve International was successful in maintaining its position thanks to its brands: Bonduelle and Cassegrain premium range products increased their market share during the period, particularly in France, Germany and Italy.
This performance was the result of a strategy focused on three key areas; innovation, promotional activity and communication.

Bright prospects for mushroom sales

Innovation was the order of the day, with the launch in France of the second generation of steamed products ("Vapeur") providing more flavorsome, crunchier vegetables, thanks to a new and exclusive process.
In Germany, Bonduelle Conserve International launched (via a subcontractor) a range of mushrooms to test its growth potential in a particularly attractive market. This new venture has begun well, and heralds excellent prospects for growth: with a presence in 26 European countries, Bonduelle Conserve International's sales and marketing departments can now offer a wide range of mushrooms under the Bonduelle brand, following the acquisition of France Champignon in April 2010.
Again in Germany, Bonduelle Conserve International tested in 2009-2010 a selection of vegetable sandwich spreads – a very popular product in this country.

In addition, a range aimed at children was introduced in Poland, which has specially-designed “easy peel” packaging enabling even very young children to open the pack safely. Other significant events over the past year include the expansion of the “Maïs Bio” (organic sweetcorn) range (already on sale in Germany, Sweden and the Netherlands), which represents a niche segment that has emerged in response to market demand, and the success of the sweet/savory range of Cassegrain products designed to accompany meat (prune and almond, apple and onion, chestnut and girolle mushroom).

Focus

A second generation of steamed products

After potatoes, petits pois and sliced carrots, Bonduelle Conserve International launched a second generation of steamed products in 2009: lentils, chick peas, zucchini and endives.

This innovation should boost sales, as new products (green beans and peas/carrots) are added to the range from the third quarter of 2010. The entire range will then be available in a four-serving format. Following the success of these products in France, they will be rolled out to Belgium, Italy, the Netherlands, Germany and Poland in 2010-2011.

Additional information
www.bonduelle.com

Focus

RETAIL FROZEN PRODUCTS: a year of relaunch

In France, the three strategic areas outlined above were vigorously pursued in the retail frozen product sector, with (among other initiatives) a major innovation program including frozen spinach in whole leaf form – a really superior product – as well as an overhaul of the stir-fry range, in which the recipes, weight and price positioning were reviewed. In the Netherlands, the Pure range, which was relaunched in early 2009, confirmed its growth potential. Lastly, in Central Europe, a new, more appetizing and modern design was adopted for all packaging. These various initiatives delivered year-on-year revenue growth of more than 20% in the second half of the year.

Increasingly affordable products

The second area of focus over the past year was promotional activity. Bonduelle Conserve International rolled out a large number of special offers to make its products even more affordable. Advertising was the third important area: taking advantage of lower advertising rates in Europe, Bonduelle Conserve International stepped up its marketing campaigns, mainly on TV, but also in printed media and on the internet. The private label sector did less well, as high stock levels contributed to market volatility, with the result that many companies changed suppliers following a call for tenders. Bonduelle Conserve International had a satisfactory year, however, and in particular, reaped the benefits of its acquisition, in 2008, of Belgian company La Corbeille, which helped in consolidating sales volumes and maintaining its leading position in Europe.

Additional information
www.bonduelle.com

Bonduelle Traiteur

Patrick Néaume,
Chief Executive Officer, Bonduelle Traiteur

The French market for prepared foods is back in the black after a difficult year in 2009, with the pace of growth picking up in spring 2010. Bonduelle Traiteur took advantage of this more favorable environment to pursue its differentiation efforts, launching a new concept and strengthening its position as market leader.

With volume sales up by 6.4% and value sales ahead by 4.5%, the prepared foods market saw a real recovery in the year just ended. This growth mainly benefited private labels. However, the Bonduelle brand improved its position in the dressed salads segment, thanks to enhanced distribution and more effective promotional activities.

Sales forecasts dependent on weather conditions

Dressed salads are made and dispatched as close to consumption as possible to ensure maximum freshness (products ordered on day A are delivered on day B). This makes it essential to forecast demand accurately, so production is set to a level that minimizes waste. The work carried out in conjunction with Climpact over the last four seasons to anticipate the≈effect of weather conditions on consumption has enabled Bonduelle Traiteur to reduce its wastage rate by between 0.3% and 0.5%, while achieving an order fulfillment rate of 99.5%.

The Escale Gourmande range of complete meals

The innovation strategy adopted the previous year continued in 2009-2010, with the launch, in spring 2010, of its most notable development, the Escale Gourmande range, which is ideal for eating during work breaks. Each recipe is made up mostly of vegetables, with the addition of some protein and carbohydrates, and provides a filling meal, specially designed to be enjoyed cold. Bonduelle Traiteur has also continued to roll out its Snacking Salads range of individual portion prepared salads, which are designed to be eaten outside the home. Consumers appreciate the practicality of these tasty and balanced salads, which are ideal for snacking on-the-go.

Developing core market segments

Alongside the efforts made in new segments, additions were made to Bonduelle's product range in the core dressed salad market, with new recipes in the Salades à Domicile range of salads intended to be eaten in the home.

Additional information
www.bonduelle.com

Bonduelle Frais International

Patrick Néaume, *Chief Executive Officer Bonduelle Frais International*

The fresh-cut foods market is back on track in Bonduelle Frais International's three main markets: France-Benelux, Germany, and Italy. The company has energized its range of products on these markets by developing new segments and making the necessary investments, including renovating an Italian production site to make it Europe's largest salad processing plant.

After extreme exposure to the difficult economic environment in 2008-2009, the fresh-cut foods market has regained the energy of recent years. France and Benelux, Germany, and Italy have seen a return to growth, with 5-10% increases in volume depending on the geographic area. Compared with the previous financial year, this more favorable context boosted Bonduelle's sales by around 25% between January and August 2010 in France and drove market share up in Germany and Italy. This increase is all the more exciting given the fiercer competitive climate on all its markets, which helped boost private labels.

Italy is inventing new consumer styles

In 2009-2010, a new range of chilled salads was introduced on the Italian market. This range features two types of salads: raw, with a dressing, or ready-to-cook to accompany meat and fish or as a sauce for pasta or rice. The Condi o Cuoci (dress or cook) range features two combinations, one of which is corn, carrot, zucchini, spinach, endive and white cabbage recipe.

In Germany, the Unser Kleiner range meets the need for small packaging

This range of 80-gram sachets was specially developed with young women in mind, and the concept has received excellent scores in consumer tests. Bonduelle offers its most famous and best-loved combinations for snacks and side dishes.

In France, people are eating their vegetables thanks to salads

Another new product launched in 2009-2010 is the French Mélanges 5 Saveurs (mix of 5 flavors) range, whose innovative aspect is the combination of raw vegetables and salad greens, in five varieties.
These completely new recipes get consumers to discover – or rediscover – raw vegetables, by adding, for example, grated broccoli stems, which taste a bit like asparagus, to sliced carrots and a selection of salad greens.
The Croquant, Tendre et Gourmand combinations were developed with a top chef and represent a new segment in the fresh-cut salads range.

Val Nantais, a winning partnership

Since the partnership between Bonduelle and the Val Nantais cooperative was formed in 2009, the first section of the 5000-metric ton capacity fresh-cut salad processing plant was opened in 2010 thanks to brisk development. This type of initiative has three main advantages in terms of sustainable development: reinforcing bonds with regional growers, limiting transport by working with growers near the plant, and ensuring ultra-fresh produce.

Additional information
www.bonduelle.com

Bonduelle Food Service

Pascal Bredeleux, *Chief Executive Officer, Bonduelle Food Service*

The food service market, which is influenced by factors relating to convenience and leisure, declined at global level in both volume and value terms in 2009-2010. However, Bonduelle Food Service bucked the trend with a 2.5% increase in volume sales, by adapting its offering to the new macroeconomic conditions.

Over the last year, Bonduelle Food Service, Europe's leading producer of vegetables in all formats (canned, frozen, fresh, prepared – and now, thanks to the acquisition of France Champignon – pasteurized and dried), faced the consequences of the economic crisis. The commercial food service market in Europe contracted by 5% on average, although this varied significantly by country, with the sharpest falls recorded in the UK and Spain. The corporate food service sector fared better, thanks to long-term contracts (schools, hospitals, retirement homes, etc.), with strong growth recorded in France (+6.5%), Italy (+8%) and Spain (+10%). Overall, these volume performances were insufficient to offset the drop in value sales in the commercial food service sector. In this environment, Bonduelle Food Service achieved volume sales growth of 2.5% by adapting its offering, although value sales were flat.

Gelagri, an efficient joint venture

Bonduelle's partnership with Triskalia (formerly Coopagri Bretagne) led to the creation, in 2009, of the Gelagri joint venture. Gelagri has proved particularly effective at riding the ups and downs of the European market, thanks to the commercial synergies generated by the two parent companies, with Bonduelle leveraging its brand expertise, while Gelagri focuses on private labels. Gelagri's current aim is to establish itself as a leading player on the European market. In addition, the joint venture's synergies also have environmental

benefits, as transportation flows are optimized through the sharing of resources. Moreover, Bonduelle's links with Bel, Traiteur de Paris, as well as Elle&Vire, have also helped to combat the effects of the crisis, as the association with well-known brands reassures customers that they are buying good products.

A new marketing vision

In order to boost its growth, during the year Bonduelle Food Service implemented a marketing plan with six key strands: nutrition, through the Visa Santé (health passport) program; the over 50s, via product segmentation by country and age; children, with a view to providing the best possible service to schools and the commercial food service sector through the provision of vegetables; sustainable development, through raising the profile of the Bonduelle Group's commitments in this area; innovation, via three product ranges – Ready to(h)eat, "Minute" vegetables (pre-cooked according to consumer preferences in different countries) and raw vegetables – and lastly, advertising.

Sachet Fraîcheur (freshness bag) benefits the environment

The freshness bag has an important place in the range of new packaging formats developed by Bonduelle. It provides real environmental benefits – transporting freshness bags, which come on a roll, rather than empty steel (or aluminum) cans, generates 25% less CO_2. Another advantage is that a container that holds only 100 cans is able to accommodate 1000 freshness bags. Lastly, unlike cans, freshness bags do not contain any water.

Additional information
www.bonduelle.com

France Champignon

Alain Chamla,
Chairman of France Champignon

On March 31, 2010, France Champignon, European leader in its sector, became the eighth subsidiary of the Bonduelle Group. This major acquisition has enabled Bonduelle to enhance its product range and increase sales of a vegetable that ranks among the top three consumed in Europe.

Based in Saumur, France Champignon (revenue: close to 200 million euros) has developed expertise in two areas: white mushrooms and wild and exotic mushrooms, mainly sold under the Royal Champignon brand. France Champignon's business encompasses a number of activities*, including production of seeds, compost and cultures, and the processing of mushrooms using four technologies: canning (66% of total revenue), freezing (13%), pasteurization (6%) and drying (3%).

Fresh mushrooms are also sold, in both white and wild varieties (11% of total revenue), by France Champignon's subsidiary Champiland, which specializes in selling frozen or dried ceps, morels and girolle mushrooms to retailers or food service operators. Champiland also produces exotic mushrooms.

White mushrooms account for more than 90% of France Champignon's business.

Expertise across "all technologies and countries"

France Champignon produces 117,000 metric tons of mushrooms each year, half of which come from its own growing houses, all located in France, while the other 50% are provided by a network of suppliers. In addition to its plants in France, the Group has a subsidiary in Poland, Interchamp, which specializes in processing and selling mushrooms, as well as a sales subsidiary in Germany. It employs around 1,500 staff (full-time equivalent) and generates most of its revenues in France (65%) and Germany (15%), with the remaining 20% coming from Poland, Belgium, Italy and Scandinavia. In France,

its sales networks focus on retail (74%), predominantly selling canned mushrooms, which represent 81% of sales volumes, with the private label sector (46%) the main destination. It also produces frozen mushrooms, essentially for the private label sector – these account for 100% of sales to supermarkets and big-box stores and 80% of sales to food service operators.

Agriconfiance standards: a commitment to quality

France Champignon has been implementing a modernization program for its production facilities over a number of years, moving from growing mushrooms in caves to houses, with temperature, humidity and CO_2 levels perfectly controlled, while working conditions have also improved. Moreover, the company's white mushroom production meets the requirements of the standards adopted by Agriconfiance (the French association of agricultural cooperatives and companies), thanks to its commitment to responsible and sustainable growing practices, full traceability and respect for the environment.

Reducing water consumption: an environmental priority

**As part of the modernization program for its production facilities, France Champignon is developing, with the help of Bonduelle Group specialists, a process for automating the cutting of mushroom stems during harvesting.
This innovation means that mushrooms arrive without grubby stems that need to be washed – an operation that accounts for 50% of the water used in production – and at the same time improves quality, as the vegetables can be canned within 24 hours instead of 48-72 hours using traditional processes.**

** 1% of the business relates to the sale of mycelium*

Additional information
www.bonduelle.com

Bonduelle outside the European Area

The Bonduelle Group is market leader in canned and frozen vegetables in Canada, it is the biggest producer of canned vegetables in Russia, and has a presence in almost 60 countries outside the European Area.

North American vegetable market*

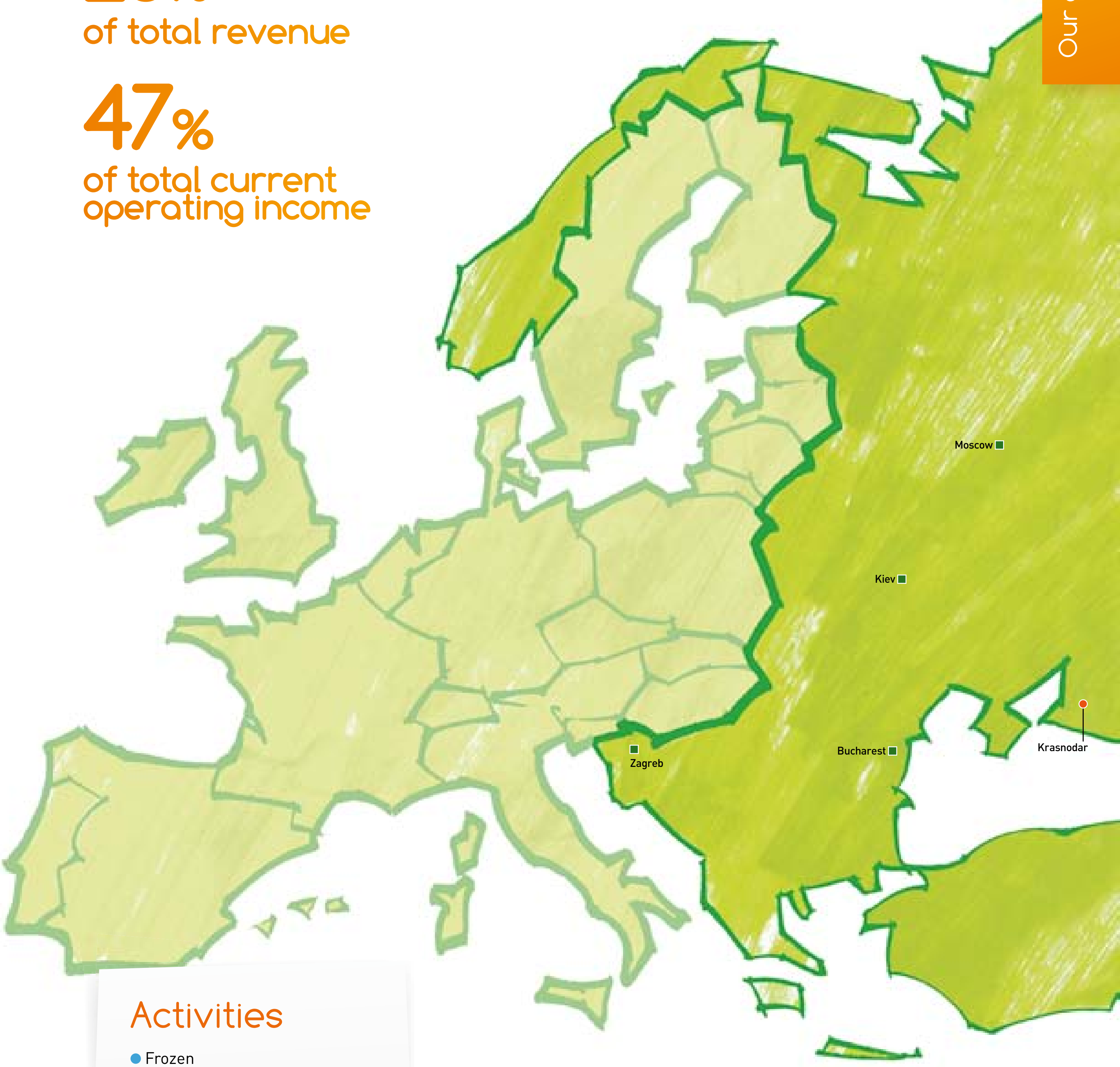
97
billion euros

42,800
hectares cultivated for Bonduelle

*Source: Food For Thought 2010 / 1 euro = 1.3057 US dollars (exchange rate at September 18, 2010).

25%
of total revenue

47%
of total current operating income



Activities

- Frozen
- Canned
- Prepared
- Sales and marketing departments

Additional information
www.bonduelle.com

Bonduelle North America

Daniel Vielfaure, *Chief Executive Officer, Bonduelle North America*
Jérôme Bonduelle, *Deputy Chief Executive Officer, Bonduelle North America*

Financial year 2009-2010 was a particularly positive one for Bonduelle North America. In its third year of operations in this market, the company saw its revenue rise by almost 13%, and at the same time posted a significant increase in net income. These performances have consolidated Bonduelle's leading position in this region.

The acquisition, on June 30, 2009, of Omstead Foods, a frozen vegetable producer mainly operating in the food service sector in Canada, has strengthened Bonduelle North America's position in this segment, as well as in retail sales, and extended its commercial presence into Western Canada and Ontario. During the past year, the efforts made, both on the industrial and marketing fronts, to rationalize the company's portfolio of core products – which are now mainly sold under the Arctic Gardens frozen food brand – have borne fruit and contributed to the excellent results of this subsidiary. The acquisition, again in 2009, of Family Tradition, a frozen food wholesaler, also had a positive impact on the business. These good performances were achieved despite the less favorable market conditions in the United States (where Bonduelle North America records 30% of its sales), since the Canadian dollar consistently rose in value during the year, almost reaching parity with the US dollar.

A dynamic marketing and innovation strategy

With the aim of consolidating its position in the region, Bonduelle North America also launched a new range of rice and vegetable products with an innovative microwave steam-cooking solution, which is currently available in four combinations. This new range was recognized with a nomination in Canada's Innovation Awards.

Announcement of the Créa award.

To support the launch of the rice and vegetable products, which are completely new to this market, and to boost sales of the Arctic Gardens brand in Ontario, Bonduelle North America launched a major marketing offensive (with a budget up 50% on the previous year) in the form of a TV advertising campaign, which won a bronze medal at the Canadian Marketing Awards, as well as a prize in the TV ad category of the country's Créa awards, for the best advertising of the year in Quebec. These initiatives enabled Bonduelle North America to further consolidate its presence in Canada, where it has a market share of more than 75% in vegetable processing and 15% in retail sales of frozen food, under the Arctic Gardens brand. Arctic Gardens is the undisputed market leader in Quebec, with almost 60% of the market.
As regards canned vegetables, products sold to the food service sector in Canada are now distributed under the Bonduelle brand.

New growth prospects

Bonduelle North America's objective is now to extend its ranges to Canada and to pursue a highly proactive strategy in the private label sector and sales to industry, with the aim of offering new vegetable-related products in canned or frozen format. Lastly, in order to raise its profile, Bonduelle North America is preparing to launch the Louis Bonduelle Foundation in Canada and in Quebec, and has already established a dedicated website. The Foundation will support research projects, promote vegetables and enter into partnerships like those formed with "Jeunes Pousses" (young shoots), an organization that helps schools in Quebec to grow their own vegetables.

Safety first!

Because the safety of staff is an essential element of sustainable development, Bonduelle North America is implementing an ambitious improvement project in its plants in Quebec. The program includes setting up a "safety at work" coordination committee, systematically identifying potential dangers present in the plant, carrying out research and analysis after any accidents and putting in place specific training plans for local managers and production facility workers.

Additional information
www.bonduelle.com

Bonduelle Development

Benoît Bonduelle, *Chief Executive Officer, Bonduelle Development*

Faced with the constraints imposed by the sharp deterioration in the economic environment in Eastern Europe, as well as unfavorable currency fluctuations, Bonduelle Development's activities marked time in 2009-2010. However, the company succeeded in maintaining its market share and finalized two major investments for the future.

In the year just ended, three factors combined to make it difficult for Bonduelle Development – the subsidiary that manages the Group's international activities (i.e. outside the EU and North America) – to achieve growth. Currency fluctuations in Eastern Europe, especially Russia, Ukraine and Romania, had a significant impact on Bonduelle Development. At the same time, the effects of the economic crisis reduced consumption across the region, most notably in Russia, where demand for our product categories fell sharply. In addition, the greater financial fragility of distributors prompted us to be more cautious with regard to customer receivables. The combination of these three factors led to a significant drop in revenue at Bonduelle Development, which nonetheless preserved its market share, despite the difficult economic environment.

Pick-up of activity in Latin America

Economic conditions proved to be more positive in Latin America. Bonduelle Development returned to growth in this region after seeing its sales decline in recent years due to the crisis and fluctuations in the real and peso. The company has expanded its business in both Brazil and Argentina, and profitability is improving. In Brazil, the new canning plant in Cristalina began operating in September 2010, and should enable the company to increase its market penetration quickly. This plant, which has a capacity of 50,000 metric tons, is unusual in that production takes place during all twelve months of the year.

In Bulgaria 15 permanent kiosks sell hot sweetcorn.

Progress on the Cherkasy project

Another major investment for Bonduelle Development: in spring 2010, it acquired a former collective farm (kolkhoz) stretching over 1500 hectares in Cherkasy, Ukraine, along with a 15-year farming lease. The company has applied for planning permission to build a canning plant with an annual capacity of 50,000 metric tons. Agronomic tests are currently under way in order to determine the best varieties of peas and sweetcorn to plant there. In terms of sustainable development, Bonduelle Development has begun to reduce its use of pesticides, in line with European policies.

Focus

The wood-fueled boiler system at the Cristalina plant.

CRISTALINA,
a model plant for sustainable development

The new canning plant in Cristalina, Brazil, which entered service in September 2010, was designed to meet sustainable development criteria.
For example, the plant is equipped with a system for controlling water consumption that is similar to those installed in European factories. Furthermore, waste water from industrial processes is used to water the plantations of elephant grass (Capim) that will partly fuel the plant's boiler system.
This system is mainly fuelled with eucalyptus wood to avoid consumption of fossil energy. Lastly, a large number of tests have been carried out in the area of farming practices, such as no-till farming, which prevents soil erosion.

Additional information +
www.bonduelle.com

Stability and innovation are key to a strategy that is sure to bear fruit, and not just 'cos I say so!

André Crespel, Chairman of the Supervisory Board, on July 5, 2010, at a presentation on Bonduelle's commitment to sustainable agriculture.

Financial report

Since its flotation on the stock market, the Bonduelle Group's shareholders have implemented a strategy based on three objectives: the main priority is longevity and the pursuit of growth without taking excessive risks; second, independence, i.e. independence of ownership, so as to ensure the harmonious development of the group over the long term; and third, the personal and career development of employees, demonstrating the group's deep commitment to its most important resource, its people.

Shareholder information

Message from the Chairman of the Supervisory Board

During the 2009/2010 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 also provided us with comprehensive information regarding the financial statements, financial commitments and risks associated with the group's activities. At the forthcoming Shareholders' Meeting on December 2, 2010, you will be asked to approve the renewal of the appointments of two members of the Supervisory Board, Louis Bonduelle and Yves Tack, and to approve the appointment of a new member, Elisabeth Minard. 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 internal control procedures implemented by the group and the preparation and organization of the work of the Supervisory Board and its committees during the year.

André Crespel, *Chairman*

Net dividend per share in 2009-2010

€ 1.5

Additional information
www.bonduelle.com

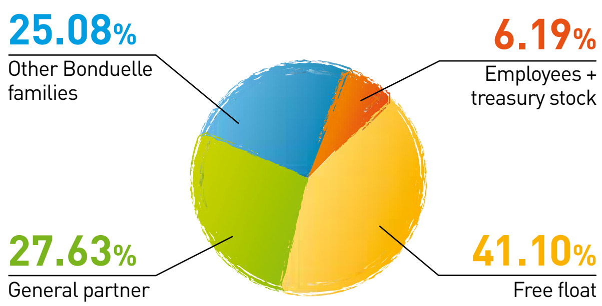
Performance of Bonduelle shares relative to the cac 40 and sbf 120 indices (base 100 july 2009)

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	deferred settlement service (SRD)

Shareholder structure at June 30, 2010



Stock market data

SHARE PRICE (in euros)	2008-2009	2009-2010
High	72.44	88.88
Low	49.02	53.5
Closing	55.75	74.26
Market capitalization at June 30 *(in millions of euros)*	446	594
Average monthly trading volume	150,544	181,894

The Management Board will request that the Shareholders' Meeting of December 2, 2010 approves the payment of a net dividend of 1.50 euros per share. Bonduelle's shareholding structure includes a majority of family shareholders, providing the group with stability and the ability to pursue a long-term strategy. In addition, more than 2,500 Bonduelle employees hold Bonduelle shares through company savings plans.

Financial
releases scheduled for financial year 2010-2011

11/04/10	• First quarter revenue
02/03/11	• First half revenue
02/24/11	• First half results
05/05/11	• Third quarter revenue
08/04/11	• Annual revenue
10/04/11	• Annual results
12/08/11	• AGM

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, as well as providing a detailed business review for each subsidiary. The Bonduelle Group also publishes specific information on corporate social and environmental responsibility.

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

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

Meetings

The group's management meets with investors on a regular basis at news briefings and individual presentations. Many investors participated in meetings in financial year 2009-2010, both in France and other countries.

CONTACT

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Additional information
www.bonduelle.com

Consolidated balance sheet

Assets

(in thousands of euros)	30/06/2009	30/06/2010
NON-CURRENT ASSETS	**571,759**	**745,192**
Other intangible assets	42,241	44,138
Goodwill	115,395	192,406
Property, plant and equipment	378,571	470,552
Investments in associates	9,790	9,786
Other non-current financial assets	12,051	14,018
Deferred taxes	12,932	13,927
Other non-current assets	780	366
CURRENT ASSETS	**914,785**	**903,905**
Inventories and work-in-process	510,326	515,674
Trade and other accounts receivable	320,547	340,484
Tax receivables	10,264	6,594
Other current assets	5,627	5,842
Other current financial assets	5,344	7,609
Cash and cash equivalents	62,676	27,702
TOTAL ASSETS	**1,486,543**	**1,649,098**

Equity and liabilities

(in thousands of euros)	30/06/2009	30/06/2010
EQUITY, GROUP SHARE	**367,870**	**460,085**
Share capital	56,000	56,000
Additional paid-in capital	22,545	22,545
Consolidated reserves	289,325	381,540
MINORITY INTERESTS	**11,773**	**17,102**
TOTAL EQUITY	**379,643**	**477,187**
NON-CURRENT LIABILITIES	**527,190**	**543,220**
Financial liabilities	462,134	455,707
Employee benefits	5,534	10,439
Other non-current provisions	25,088	33,983
Deferred taxes	28,899	28,652
Other non-current liabilities	5,534	14,439
CURRENT LIABILITIES	**579,710**	**628,690**
Financial liabilities - current portion	127,387	145,307
Current provisions	2,492	1,957
Trade and other accounts payable	445,177	473,298
Tax payables	1,813	4,342
Other current liabilities	2,842	3,788
TOTAL EQUITY AND LIABILITIES	**1,486,543**	**1,649,098**

Consolidated income statement

(in thousands of euros)	30/06/2009	30/06/2010
REVENUE	**1,523,949**	**1,559,589**
Purchases and external charges	(1,039,997)	(1,089,274)
Personnel costs	(301,415)	(295,806)
Depreciation, amortization and impairment	(67,209)	(65,087)
Other operating income	45,594	44,922
Other operating charges	(59,175)	(49,231)
Loss on sale of consolidated equity investments	(17)	(656)
OPERATING INCOME FROM CONTINUING OPERATIONS	**101,731**	**104,457**
Non-recurring items	(2,438)	(2,626)
OPERATING INCOME	**99,293**	**101,830**
Net borrowing costs	(26,984)	(20,884)
Other financial income and expenses	(33,788)	3,045
NET FINANCIAL EXPENSES	**(60,772)**	**(17,839)**
Income from associates	(300)	(528)
INCOME BEFORE TAX	**38,221**	**83,464**
Income tax	(11,574)	(25,754)
NET INCOME	**26,648**	**57,710**
Group share	26,552	58,343
Minority interests	96	(633)
BASIC EARNINGS PER SHARE	**3.49**	**7.51**
FULLY-DILUTED EARNINGS PER SHARE	**3.49**	**7.51**

Consolidated cash flow statement

(in thousands of euros)	30/06/2009	30/06/2010
NET INCOME	**26,648**	**57, 710**
Income from associates	300	528
Depreciation, amortization and impairment	77,747	58,199
Elimination of other non-cash sources	26,677	10,138
Taxes paid	(14,294)	(27,305)
Income tax expense	11,574	25,754
Accrued interest	(1,786)	(1,601)
CASH FLOW	**126,866**	**123,422**
Change in working capital	(64,172)	26,606
CASH FLOWS FROM OPERATING ACTIVITIES	**62,694**	**150,028**
Acquisitions of consolidated companies - net of cash and cash equivalents	(26,787)	(29,947)
Disposals of consolidated companies - net of cash and cash equivalents disposed of	112	9,295
Acquisitions of property, plant and equipment	(73,209)	(84,519)
Acquisitions of financial assets	(97)	(95)
Disposals of property, plant and equipment and financial assets	1,752	5,995
Net changes in loans and other non-current financial assets	(179)	505
CASH FLOWS USED IN INVESTING ACTIVITIES	**(98,409)**	**(98,767)**
Capital increase	0	(0)
Net acquisition of treasury stock	(2,266)	(341)
Net increase (decrease) in non-current financial liabilities	139,867	(53,053)
Net increase (decrease) in current financial liabilities	(118,516)	(25,387)
Dividends paid to group and minority shareholders	(12,221)	(11,493)
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES	**6,863**	**(90,274)**
Impact of changes in exchange rates	(15)	4,039
CHANGE IN CASH AND CASH EQUIVALENTS	**(28,866)**	**(34,974)**
Cash and cash equivalents – opening balance	91,542	62,676
Cash and cash equivalents – closing balance	62,676	27,702
CHANGE IN CASH AND CASH EQUIVALENTS	**(28,866)**	**(34,974)**

The illustrations in this document were drawn by Carl Spriet, a graduate of the École des Beaux-Arts de Lille (1979). Trained to sketch from life, his key aim is to create an ambience through the different scenes of everyday life, an inexhaustible source of inspiration.

Design and layout: eurokapi – www.eurokapi.fr – printed on PEFC-certified Condat silk paper (the wood used to produce the pulp came from sustainably-managed forests and plantations). Photos: Philippe Éranian, Barbara Grossmann, Bonduelle photo archive, DR.

Review of operations and sustainable development report 2009-2010

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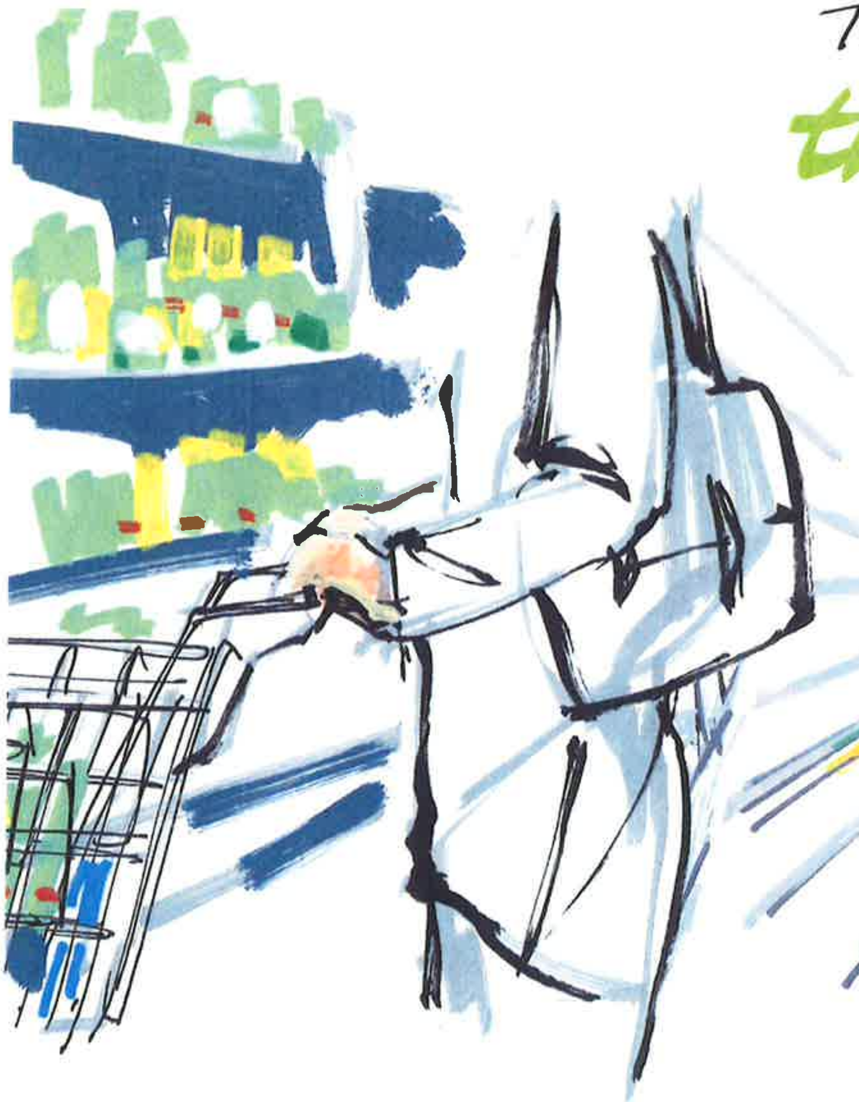
Through the fields



Financial report

2009/2010

Bonduelle

1 Review of operations

1.1 Report of the Management Board

INTRODUCTION

The consolidated financial statements of the Bonduelle Group for the financial year ended June 30, 2010 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, 2009, prepared in accordance with those same standards.

Despite a difficult economic environment and an uncertain consumption climate in many markets, the Bonduelle Group increased its revenue and profitability in 2009/2010 together with its financial structure ratios.

The diversification of the group's business portfolio, both geographical (France 35%, Europe excluding France 40%, outside Europe 25%) and technological (canned 51%, frozen 27% and processed fresh vegetables 22%), its multi-channel (retail grocery 73%, foodservice 20% and industrial 7%) and multi-brand positioning (own brands 51%, private labels 43% and other 6%), showed once again their relevance in a volatile context.

The Bonduelle Group backed up by this resilient business model continued, in 2009/2010, a targeted acquisition policy by purchasing the European leader in processed mushrooms, France Champignon, and continued its organic growth policy with the startup of its canned vegetables production facilities in Brazil.

1.1.1 Revenue and earnings

CHANGE IN REVENUE

Consolidated revenue totaled 1,559.6 million euros at June 30, 2010, compared to 1,523.9 million euros for the previous year.

At same scope and excluding the impact of changes in exchange rates, revenue fell by 2.2%.

The Bonduelle Group again showed the resistance of its activities despite:

- consumption remaining low in volume and concerted efforts on consumer retail prices in Western Europe;
- no upturn in Central and Eastern Europe;
- an unfavorable Canadian/American dollar parity in North America.

European area

The European area, which includes all European Union countries other than the Balkan nations, continued to suffer from the effects of the economic crisis and lower consumption during the 2009/2010 financial year.

In a Western European market that has continued to fall in volume, the Bonduelle Group's canned segment increased brand revenue in its three main markets (France, Germany, Italy) due, in particular, to maintaining significant advertising investment, a major promotional policy, the success of its innovations (steam in France, Cassegrain sweet and sour) and its market share has strengthened in nearly all of the countries. The activity benefited from the effects of a full year of acquisition of La Corbeille at November 1, 2008 net of the sale of the apple processing and pickles segment in January 2010.

In the frozen segment, in an unfavorable foodservice consumption context, the group nevertheless experienced growth in volumes in this distribution channel and strengthened its frozen brand position in France. This business has seen the full year introduction of the alliance in the frozen segment in Gelagri with the Triskalia Cooperative Group private label in Europe and deconsolidation of the revenue relating to this activity.

In fresh vegetables, the segment showed a return to growth driven by a market rediscovering its pre-crisis dynamic and the success of the launches made during the year. This growth has been accompanied by an increase in Bonduelle brand market share both in fresh-cut and prepared vegetables in France.

In addition to the full year effect of the incorporation of La Corbeille, France Champignon, effective from April 1, 2010, contributed an additional 40 million euros in revenue over the fourth quarter of the 2009/2010 financial year.

Outside European area

In Central and Eastern Europe, business was affected by the lack of a recovery in consumption and the voluntary limitation of outstanding payments in this area.

In North America, business was satisfactory in Canada in two technologies (canned and frozen), supported by innovations (rice with vegetables range and development of the Arctic Gardens brand), and by the full year effect of the incorporation of Family Tradition and Omstead Food. Revenue in the USA suffered from the unfavorable effect of the strengthening Canadian dollar at the end of the financial year.

OPERATING PROFITABILITY

At 104.5 million euros, the current operating margin reached the 2008/2009 level at 6.7% of the revenue. Restated with the France Champignon activity, non-contributory over the financial year (effective from April 1, 2010), it rose 20 base points to 6.9% of the revenue.

The effects of the "Sustainable Competitiveness Program" were felt in its second year of execution, coupled with particularly favorable farming campaigns for summer 2009 enabling the current operating margin to rise despite major promotional investment.

This development also emphasizes, in Europe, the improvement in the profitability of the fresh vegetables segment, the positive effects of the Gelagri association and maintenance of the margins in the different geographical areas at satisfactory levels.

After taking into account non-recurring items (2.6 million euros), operating income broke through the symbolic threshold of 100 million euros to 101.8 million euros.

NET INCOME

The group's share of net income totaled 58.3 million euros compared to 26.6 million euros for the previous year.

The 2008/2009 net financial income had been negatively impacted by non-recurring item of the valuation at fair value of the financial instruments.

Furthermore, interest expense fell sharply to 21 million euros compared to 27 million euros the previous year under the effect of falling interest rates from which the group benefited, and despite the rise in debt related to the acquisition of France Champignon at the end of the period.

The actual tax rate remained practically unchanged compared to the previous year, at 30.7%.

CAPITAL EXPENDITURE AND RESEARCH AND DEVELOPMENT

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

Total capital expenditure amounted to 91 million euros, compared to 63 million euros in 2008/2009.

The particularly high level of investment is linked to the growth and productivity investments made by the group in different countries and technologies (canned production facilities in Brazil, construction of a fresh-cut vegetable plant in Italy, automated cold room in the frozen segment in France).

CHANGE IN WORKING CAPITAL REQUIREMENT

The group's working capital requirement, under rigorous management, fell, excluding the impact of changes of scope and exchange rates by 50 million euros through combined effect:

- due to the fall in the customer's average payment period;
- to partial absorption of surplus stock following the slowdown in consumption and sales from the previous year;
- and despite a fall in the supplier payment period arising from the implementation of the French law for the Modernization of the Economy.

FINANCIAL DEBT/EQUITY RATIO

The financial debt/equity ratio fell to 116% compared to 135% for the previous year. The increase in the group's profitability and the careful management of the working capital requirement as well as the revaluation of the equity of subsidiaries located outside the Eurozone by the revaluation of the local currencies have reduced the debt ratio despite the acquisition, at the end of the period, of France Champignon and a sustained investment policy.

NET FINANCIAL DEBT

(in millions of euros)	At June 30 2009	At June 30 2010
Net financial debt	512.6	556.1
Equity	379.6	477.2
Net financial/equity debt	1.35	1.16

HIGHLIGHTS

New production facilities in Brazil

The group has been present in Brazil since the mid 1990s, in both canned and frozen vegetables through essentially the use of imported products, and enjoys good market share and high recognition.

This new production facility includes the construction, in the first stage, of a canned vegetable production facility, primarily for peas and corn, starting in the spring of 2010, in the Brasilia region. This region enjoys clement weather conditions that greatly extend the annual growing period, thereby reducing capital requirements (production facilities and inventory carrying costs).

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.

With the completion of the first phase of the Cristalina production facility, production of canned peas, then corn began in September 2010, with the first products scheduled to appear on the market in November 2010.

Acquisition of a kolkhoz in Ukraine

In Ukraine, the Maiak kolkhoz (the company Majak Khudiaky Cherkassy Oblast), located in the Cherkassy region 120 miles south of Kiev in the Dniepr valley and leaseholder of some 1,500 hectares of farmland, was acquired on February 22, 2010, with a view to building a canned vegetable processing facility for products aimed at Eastern European markets.

In order to support business growth in this country 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 canned vegetable production unit that is expected to begin operations starting with the 2012 harvest.

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

Acquisition of France Champignon

The Bonduelle Group acquired the France Champignon Group during the financial year.

The France Champignon Group leads the European processed mushroom market with revenue of around 200 million euros.

France Champignon has a workforce of 1,500 employees and produces 130,000 metric tons of mushrooms in all forms (canned, fresh, pasteurized and dehydrated) and of all kinds (button mushrooms and wild mushrooms) in six plants.

This acquisition will generate a number of commercial, industrial and administrative synergies with the Bonduelle Group. The Bonduelle Group's track record in rapidly integrating its acquisitions and the lower capital requirements of this business will boost group profitability and ROCE from 2010-11.

After receiving the approval of the French and German competition authorities, Bonduelle took full effective control of the France Champignon Group on March 31, 2010.

Full sale of the Belgian fruit and pickles plant in Rijkevorsel

At an extraordinary works council meeting held on November 19, 2009 in Westmeerbeek, Bonduelle announced its intention to sell its Rijkevorsel plant (in Antwerp province), and all connected business, with revenue of 17 million euros, to the Belgian company Scana Noliko, located in Bree (Limbourg province). The sale was completed in January 2010. The Rijkevorsel plant, specializing in the production of fruit and pickles, was one of the three plants belonging to the Corbeille Group purchased by Bonduelle in 2008.

Sale of La Corbeille Conserven Picolo (Belgium)

The company La Corbeille Conserven Picolo in Belgium was sold in June 2010.

This company held land and buildings located at Stabroek (Belgium) as its main assets.

Construction of a salad facility in Italy

In December 2009, the Bonduelle Group announced plans to build a bagged-salad production facility in northern Italy, to replace the plant destroyed by fire in February 2008 and support growth in this market in Italy. This production facility, presently under construction, will come into operation in spring 2011.

Construction of an automated cold storage unit at Estrées-Mons (France)

The Bonduelle Group has undertaken construction of a 38 meter-tall automated cold storage unit on its Estrées-Mons (France) site, the group's largest frozen vegetable plant. It will come into operation in 2011.

Sustainable Competitiveness Program

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 Program." This plan, initiated in 2008, which succeeds the "David and Goliath" plan, whose initial target of 15 million euros cost savings 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.

At the end of the second year of execution, the Sustainable Competitiveness Program has already recorded close to 20 million euros in savings.

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

A policy of continuous innovation

Expansion of the Vapeur (steamed) range

After potatoes, peas and sliced carrots, in 2009 Bonduelle Conserve International launched a second generation of steamed products: lentils, chick peas, zucchini and endives. This innovation should boost sales as new products (green beans and peas-carrots) are added to the range from the third quarter of 2010. The entire range will then be available in a four-serving format. Following the success of these products in France, they are to be rolled out in Belgium, Italy, the Netherlands, Germany and Poland in 2010-2011.

Escale Gourmande: new meal solutions

A complete meal with vegetables – each recipe is made up mostly of vegetables, with the addition of some protein and carbohydrates, and provides a filling meal, specially designed to be enjoyed cold.

Bonduelle reinvents the salad in Italy and France

A new range of chilled salads which can be used in two different ways was introduced on the Italian market in 2009-2010: raw, with a dressing, or cooked to accompany meat and fish or as a sauce for pasta or rice. Two combinations are available in the *Condi o Cuoci* (dress or cook) range, for example the sweetcorn, carrot, zucchini, spinach, endive and white cabbage recipe.

Another new product launched in 2009-2010 is the French *Mélanges 5 Saveurs* (mix of 5 flavors) range, whose innovative aspect is the combination of raw vegetables and salad, in five varieties. These completely new recipes introduce – or reintroduce – raw vegetables, by adding, for example, grated broccoli stems, which taste a bit like asparagus, to sliced carrots and a selection of salad leaves. The *Croquant*, *Tendre* and *Gourmant* recipes have been devised in partnership with a top chef and represent a new segment within fresh-cut salads.

Arctic Gardens: rice and vegetables mix in Canada

In North America, the frozen rice and vegetable range brings together a nutritionally attractive recipe with an innovative microwave steam-cooking solution. Available in four combinations, this innovative product secured Bonduelle North America a nomination at Canada's Innovation Awards.

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's website, offering an in-depth knowledge of the group and comprising the group's financial information, was named "2008 Best shareholder information website" among mid-caps by investors interviewed by Opinion Way.

In September 2010 the Bonduelle Group received the first honourable mention in the "Quality and transparency of information and communication" category awarded by the AGEFI.

Sustainable development

Improvement of workplace safety

As a result of the safety awareness policy introduced as part of the group's commitment to sustainable development, the group recorded a 22.16 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.

Supply 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.

EVENTS AFTER THE BALANCE SHEET DATE

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

CHANGE IN THE SHARE PRICE

(in euros)	2006/2007	2007/2008	2008/2009	2009/2010
High	99.55	95.90	72.44	88.88
Low	66.60	70.01	49.02	53.50
Year's closing price	91.70	71.02	55.75	74.26
Stock market capitalization at June 30 **(in millions of euros)**	733	569	446	594
Monthly exchange average	289,576	233,330	150,544	181,894

OUTLOOK

The lack of any net recovery in consumption in the mature countries is in addition to the uncertainties in the economic climate in Central and Eastern Europe.

Furthermore, the existence of historically high industry stocks, in all of the geographical areas, causes great pressure, of an economic nature, on selling prices, particularly private labels.

Difficult harvests are conveyed by an under use of production tools and additional costs will negatively impact margins and could result in supply shortages on some product ranges in spring 2011.

Consequently, the Bonduelle Group forecasts a limited rise in revenue with a full year of France Champignon incorporated and a sharp but non-recurring fall in operating profitability over the 2010/2011 financial year.

Furthermore, the Bonduelle Group is continuing its growth and productivity investments (new fresh vegetables production facilities in Italy, automated cold room in Picardie, premises in the Ukraine), which, coupled with an increase in manufacturing programs in 2011, enable it to envisage a sharp increase in its results in 2011/2012.

INDIVIDUAL FINANCIAL STATEMENTS OF BONDUELLE SCA

A. Income statement

The Bonduelle SCA holding company reported net income of 4.6 million euros.

This includes primarily:

1. net financial income of 4.7 million euros:
   - Interest income relating to OBSAAR bonds +2.8
   - Recoveries of provisions and transfers of expenses +4.8
   - Interest and similar expenses -0.1
   - Interest charges relating to OBSAAR bonds -2.8
2. operating expenses of 1.3 million euros.

B. Balance sheet

Analysis of the main balance sheet headings:

1. Mainly financial non-current assets represent 633 million euros;
2. Equity of 319.9 million euros.

(in euros)	2006/2007	2007/2008	2008/2009
Dividend distributed	1.35	1.50	1.50
Overall revenue	1.35	1.50	1.50
Revenue eligible for tax credit	1.35	1.50	1.50
Dividend paid **(in thousands of euros)**	10,800	12,000	12,000

C. Information on the capital

At June 30, 2010, the Company's share capital comprised 8,000,000 shares with a par value of 7 euros per share, representing a total of 12,096,212 voting rights.

As far as the Company is aware, the following hold at least 5% of the share capital:

- La Plaine SAS with 22.36% of the share capital and 29.58% of the voting rights;
- Pierre et Benoît Bonduelle SAS with 5.27% of the share capital and 6.16% of the voting rights.

Group employees held 2.95% of the capital through mutual funds.

During the financial year, the Management Board, exercising the authorization issued by the Extraordinary Shareholders' Meeting of December 3, 2009, granted 49,450 stock options with an exercise price of 76.44 euros per share to 59 employees.

NON-CURRENT FINANCIAL ASSETS

Analysis of gross carrying amounts and provisions:

(in thousands of euros)	Gross carrying amounts at 06/30/2009	Acquisitions	Disposals	Redemptions, reclassification and other	Gross carrying amounts at 06/30/2010
Participating interests	**333,762**				**333,762**
Bonduelle SA	333,762				333,762
Other non-current receivables	**291,172**		**(79)**	**(489)**	**290,605**
Loans to subsidiaries and affiliates					
Bonduelle SA [1]	291,015			**(489)**	290,527
Other	157		**(79)**		78
Other non-current financial assets					
Loans					
Treasury stock held:					
• under a liquidity contract	292	6,984	**(7,050)**		227
• in relation to an acquisition	18,583		**(9,732)**		8,850
	643,809	6,984	(16,861)	(489)	633,444

(in thousands of euros)	Gross carrying amounts at 06/30/2010	Provisions at 06/30/2009	Charges	Recoveries	Net carrying amounts at 06/30/2010
Participating interests	333,762				**333,762**
Other non-current receivables [1]	290,605				**290,605**
Other non-current financial assets					
Treasury stock held:					
• under a liquidity contract	227	68		68	**227**
• in relation to an acquisition	8,850	3,694		3,694	**8,850**
	633,444	3,762		3,762	633,444
Closing balance					
Treasury stock					9,228

(1) Bond issued 07/25/2007, transferred to Bonduelle SA and redeemable in one bullet repayment on 07/24/2013.
Bond issued 04/06/2009, transferred to Bonduelle SA and redeemable in three equal installments on 04/06/2012, 04/06/2013 and 04/06/2014 (see Note 8).

(in number of shares)	At 06/30/2009	Increase	Decrease	Reclassification	At 06/30/2010
Treasury stock held:					
• under a liquidity contract	5,240	93,777	95,963		3,054
• in relation to an acquisition	249,397		130,618		118,779
	254,637	93,777	226,581		121,833
Average price of transactions over the period		€73.89	€74.07		

MARKETABLE SECURITIES

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Treasury stock held for *stock options*	9,049	6,596
Impairment of treasury stock held for *stock options*	(2,014)	
	7,035	6,596
Closing balance		
Treasury stock held for stock options	7,722	8,653

(in number of shares)	At 06/30/2009	Increase	Decrease	Reclassification	At 06/30/2010
502.1: treasury stock held for stock options to be to granted to employees and allocated to specific plans				77,300	77,300
502.2: treasury stock held for stock options available to be allocated to employees	136,316		22,070	(77,300)	36,946
TOTAL NUMBER	136,316		22,070		114,246

(in thousands of euros)	At 06/30/2009	Increase	Decrease	Reclassification (1)	At 06/30/2010
502.1: treasury stock held for stock options to be to granted to employees and allocated to specific plans				4,379	4,379
502.2: treasury stock held for stock options available to be allocated to employees	9,049		1,498	(5,334)	2,217
TOTAL AMOUNT	9,049		1,498	(955)	6,596

(1) The treasury stock expected to be exercised are reclassified at the net carrying amount. Any impairments applied are not restated in net income.

ANALYSIS OF THE SHARE REPURCHASE PROGRAM – FINANCIAL YEAR 2009-2010

Under the terms of a share repurchase program, Bonduelle SCA made the following purchases and sales of treasury stock during financial year 2009-2010:

	Number	Average unit price	Valuation
Opening balance of treasury stock recorded for 2009-2010 financial year	**390,953**	**71.43**	**27,923,862**
Treasury stock purchased during 2009-2010 financial year	93,777	73.89	6,928,773
Treasury stock sold during 2009-2010 financial year	(248,651)	73.52	(18,279,809)
Reclassification of the carrying amount of treasury stock allocated to share programs			(955,186)
Valuation at end of financial year of shares held			55,528
NUMBER OF SHARES RECORDED AT END OF 2009-2010 FINANCIAL YEAR	236,079	66.39	15,673,168
Par value of treasury stock held			7

The cost of the share price support contract for ODDO totaled 29,900 euros including tax for the 2009-2010 financial year.

Motives for acquisitions of treasury stock:	% of capital
Share price support (liquidity contract)	1.17%
Employee stock ownership program	None
Marketable securities giving rights to allocations of shares (stock options)	0.28%
Acquisitions	None
Cancellation	None

	Employee stock ownership	Coverage for marketable securities	Acquisitions	Cancellation
Volume of shares used (in number of shares)	22,070	-	130,618	

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)	06/30/2006	06/30/2007	06/30/2008	06/30/2009	06/30/2010
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	49,365	30,100	82,316	10,000	
Net revenue					
Income before taxes, employee profit-sharing, depreciation, amortization and provisions	48,252	30,041	80,454	7,318	(178)
Income tax	**(8,605)**	**(490)**	**(2,483)**	**(3,717)**	**(219)**
Employee profit-sharing					
Income after taxes, employee profit-sharing, depreciation, amortization and provisions	57,189	30,555	81,833	6,521	4,585
Dividends paid	10,000	10,800	12,000	12,000	12,000
Income from operations per share (in euros)					
Income after taxes and employee profit-sharing but before depreciation, amortization and provisions	7.11	3.82	10.37	1.38	0.01
Income after taxes, employee profit-sharing, depreciation, amortization and provisions	7.15	3.82	10.23	0.82	0.57
Dividend per share paid	1.25	1.35	1.50	1.50	1.50 (1)

(1) Proposal submitted to the Shareholders' Meeting.

1.1.2 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.

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 Financing and Treasury Management 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 meetings held regularly with the Chief Financial Officer and the Manager of Financing and Treasury, the group's Executive Management validates, on the basis of a report published monthly, the implementation of previously authorized management strategies.

In a rapidly changing global economic environment, characterized by market volatility and changes in financial techniques, the role of the group Treasury Department is to:

- ensure optimum and sufficient funding to finance the development and growth of the group's activities; and
- identify, evaluate and hedge all financial risks in close collaboration with the operations teams.

The objective is to minimize, at the lowest possible cost, the impact of financial market fluctuations on the group's income statement, in order to reduce the capital allocation required to manage these financial risks.

The group prohibits the taking of speculative positions.

A. Liquidity risk

The group Finance Department is responsible for maintaining sufficient liquidity at all times. It accomplishes this by efficiently managing the group's cash balances and ensuring that the maturity and legal conditions of the financing obtained are appropriate. In particular, it arranges confirmed lines of credit to maximize the flexibility of the group's financing (see Note 21 of the notes to the consolidated financial statements at June 30, 2010.)

B. Market risks

a. Currency risk

RISKS RELATED TO CHANGES IN EXCHANGE RATES

The group publishes its consolidated financial statements in euros, and 73% of revenue and 48% of operating income were in euros in 2009/2010.

The share of assets, liabilities, sales and earnings denominated in other currencies – mainly the Polish zloty, Hungarian forint, Russian ruble and US and Canadian dollars – fluctuates continuously. This means that the group is affected by fluctuations in the value of these currencies relative to the euro when they are translated into euros in the consolidated financial statements. For example, when the euro appreciates against these currencies it reduces the earnings contribution from those subsidiaries whose financial statements are denominated in these currencies.

All sales and expenses of group subsidiaries are generally expressed in their local currency, with the exception of imports, exports and financial transactions covered by centralized, and systematic foreign currency hedges, where the type of exposure means that it can be covered: Bonduelle therefore believes that its local exposure to currency fl uctuations, after coverage, must remain slight.

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 and risks relating to the net assets of certain subsidiaries operating in countries where the functional currency is not the euro.

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

The group's policy regarding fluctuations in foreign exchange rates consists of periodically calculating its net exposure to foreign currencies and using financial derivatives to reduce this risk.

The group makes use above all of forward foreign exchange contracts, foreign currency swaps and options entered into with highly-rated bank counterparties. Details of the portfolio at June 30, 2010 appear in Note 20 of the notes to the consolidated financial statements at June 30, 2010.

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, 2010 appear in Note 20 of the notes to the consolidated financial statements at June 30, 2010.

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.

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 risks

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 in 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. Equity management

The Bonduelle Group always ensures that its financial structure remains optimal by ensuring equilibrium between its net financial debt and its equity, and by maintaining a consistent dividend distribution 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, 2010, the group had equity of 477.2 million euros, on the basis of which the Management Board proposed a dividend of 1.50 euros per share.

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;
- kc'd the shares acquired for subsequent use in exchange or as payment in connection with any potential acquisition;
- ensure that sufficient shares are available to cover needs generated by stock option plans and any other form of allocation of shares to employees and/or the corporate officers of the group;
- provide coverage for marketable securities granting rights to allocations of Company shares in accordance with applicable regulations;
- cancel any of the shares acquired.

Under this program, at June 30, 2010, the Company held 244,649 shares of treasury stock, of which 114,246 were destined for stock options exercisable in part starting in 2010. 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.

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 the group's main 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.

INDUSTRIAL AND ENVIRONMENTAL RISKS

Bonduelle's activities are regulated by numerous provisions concerning wate. air, soil and waste.

The group's risk management policy seeks above all to:

- ensure the quality and safety of its food products by effectively managing the agricultural and industrial processes;
- reduce to the greatest extent possible the adverse consequences of its activities on the environment and on people.

A. Agriculture

Agriculture provides the major share of raw materials required to make the group's products. To ensure the quality of its products and protect the environment, Bonduelle has adopted a sourcing charter that fixes criteria for selecting agricultural land and crop management, which farmers working with the group must apply.

Summarizing the European standards and taking up the requirements of the principle of integrated agriculture in France in all of the other countries, this charter is signed by 100% of farmers, excluding Canada, and covers three quarters of the supplies, with the remaining 25% being covered by particular 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 42 industrial sites, 16 are ISO 9001 certified, 19 are BRC and/or IFS certified, and 5 make products that are certified "organic". In 2009-2010, 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 (-5.4% at constant TMP*);
- improvement of wastewater treatment equipment (-5.4% at constant TMP*);

* *TMP: ton of manufactured product.*

- pursuit of the industrial and green waste management policy.

Bonduelle has 29 treatment plants, to ensure that water is returned in pristine condition to the natural environment:

- 14 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).

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 expenditure on industrial assets, the development of our processes, and the recruitment and training of our workforce all take continuous account of this objective of safeguarding our industrial, financial and human resources.

The aim of this approach is to limit industrial or other risks such as those mentioned above to which the group is naturally exposed.

The group's insurance strategy is based on two main principles:

Risk assessment

The Insurance unit of the group Finance Department is responsible for identifying and assessing all risks, in close cooperation with the 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 put in place to the extent permitted by the insurance and reinsurance markets.

Other insurance programs covering less significant risks have also been taken out.

The main programs are:

Risk	**Deductible** (en euros)	**Insurer**
Damage – Operating loss	€80,000 to €200,000 depending on the site	Allianz/RSA
Public liability	No deductible	Chartis
Contamination and brand image	€76,000	Chartis
Credit risk	90% coverage	Atradius

1.1.3 Corporate social and environmental responsibility

Areas	Metrics	Scope
Agricultural production		**Group**
Biodiversity	Nearly 500 varieties of vegetables distributed through the product lines. 857 varieties used in 2009/2010 through 163 varietal collections	
Agronomic personnel	213 employees	
Supply charter	91% of all farmers have signed the charter	
Soil analysis	81% of all nitrogenous fertilizers have been calculated using the residual method	
Agricultural intensity	28.81 hectares of vegetables grown per producer	
Monitoring network	29 trapping networks	
Natural resources		**Group**
Water consumption	11,416,172 m³ consumed, or 13.24 m3 per metric ton of product produced	
Energy consumption	Electricity: 317 Gwh Natural gas: 404 Gwh (SCV) Fuel (very low sulfur content): 2,612 metric tons Propane: 739 metric tons Domestic fuel oil: 631 metric tons	
Production of ordinary waste	32,962 metric tons, or 38.23 kg per metric ton of product produced Recovery: Sanitary landfill: 25% Energy recovery: 6% Recycling: 69%	
Production of special waste	152 metric tons, or 0.18 kg per metric ton of product produced	
Production of green waste	327,996 metric tons, or 380 kg per metric ton of product produced Recovery: Agricultural fertilizer: 9% Animal feed: 84% Energy recovery: 5% Other (compost): 2%	
Biowaste from waste water	Production of 4,420 metric tons of dry matter from biowaste Production of 832,251 Nm³ of biogas	
Packaging	149,171 metric tons Analysis by type of material: Glass jars: 4.1% Metal cans: 60.6% Plastic films: 7.8% Cardboard boxes: 22.5% Plastic trays: 1.8% Lids: 0.3% Labels: 2.9%	
Expenses incurred to prevent effects on the environment	Water and sludge from wastewater treatment plant: €2,549,695 Industrial waste and green waste: €385,754 Air and energy: €1,609,231	

Areas	Metrics	Scope
Quality and nutrition		**Group**
Total quality control personnel	476 (full-time equivalent) employees, of which: 8.4% in the quality units of the subsidiaries and the group Purchasing Department 30.2% in the quality units of production facilities 38.9% in the quality control function on production lines 22.5% in final receiving controls	
Certified factories	16 have been certified ISO 9001 19 have been certified BRC and/or IFS 5 produce certified organic products	
Customer service	1 customer service unit has been established in each country	
Transportation		**Europe**
CO_2 emissions	31,414 TEQ CO_2: canned distribution BCI + BFS 10,076 TEQ CO_2: inter-site canned transportation Europe	
People & Safety		**Group**
Total employees	6,239 permanent staff 8,252 full-time equivalents under long-term (CDI), short-term (CDD) and seasonal employment contracts Seniority: 0 – 3 years: 1,051 3 – 9 years: 1,640 > 9 years: 3,271 Turnover rate: 12.61% New hires, by type of employment contract: Long-term (CDI): 308 Short-term (CDD): 974 Seasonal: 6, 561	
Training	1.57% of gross payroll	
Safety conditions	Accident rate: 22.16 Accident severity rate: 0.95	
Departures and transfers	Departures: 247 people Resignations: 428 people Dismissals: 366 people Transfers to other companies: 108 people	
Hours worked and absenteeism	Hours worked: 13,356,190 Absenteeism rate: 3.94%	
Pay	Total pay (Long-term, short-term and seasonal employees): €205,380,378 (excluding payroll taxes)	

1.1.4 Information regarding 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 is set at 56,000,000 euros. It comprises 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 to the Management Board the following powers:

Delegation of authority to the Management Board to increase the capital through the 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 opts to use this authorization, in accordance with the provisions of Article L. 225-130 of the French Commercial Code, to increase the share capital of the Company by granting free shares, rights to fractional shares 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 26 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.

Authorization to increase the capital by issuing common shares or securities giving access to equity, with preemptive 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 L. 225-129-2 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 L. 228-93 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 26 months 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 common shares that may be issued by virtue of this authorization cannot exceed 17,500,000 euros.

   The aggregate par value of shares issued in respect of the following resolution shall be included in this ceiling.

   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 for 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 L. 225-135-1 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, 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 take all measures 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 L. 225-129-2 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 L. 225-148 of the French Commercial Code.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may confer rights to common shares of any company which directly or indirectly owns more than half of the Company's capital or in which the Company directly or indirectly owns more than half of the capital;

2. grants this authorization for 26 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 common shares that may be issued by virtue of this authorization cannot 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 straight stock warrants, the price of the 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 L. 225-148 of the French Commercial Code and within the limits established above, be vested with all powers necessary to determine the list of shares contributed within the framework of the exchange offer, set the conditions of the issue and the proportions in which shares shall be exchanged, as well as, when necessary, the amount of cash to be paid for the difference, and determine the terms and conditions of the issue;
7. decides that the number of shares to be issued may be increased in accordance with the conditions provided for by Article L. 225-135-1 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, 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 take all measures required;
9. duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 3, 2009 delegated to the Management Board the following powers:

Delegation of authority to the Management Board to increase the share capital of the Company by issuing common shares and/or securities giving access to equity, without 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 26 months as from the date of this Shareholders' Meeting;
3. the aggregate par value of capital increases that may 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.

Delegation of authority to the Management Board to increase the share capital of the Company through the issue of shares 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, 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 26 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.

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 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 26 months 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, determining the resulting capital increase, noting its completion, allocating all fees and rights arising from the capital increase, where applicable, to additional paid-in capital, deducting from additional paid-in capital the amounts necessary to increase the legal reserve to 10% of the new share capital following each increase, and amending the by-laws accordingly and taking all other necessary measures.

STOCK OPTIONS

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 3, 2009 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, 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 38 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 for 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 for 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:
  - establishing 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 taking all measures 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 noting 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.

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 L. 225-197-2 of the French Commercial Code; and/or
- corporate directors and officers, within the meaning of Article L. 225-197-1 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 L. 341-4 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 38 months from the date of this Shareholders' Meeting.

CANCELLATION OF SHARES

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 3, 2009 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 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. sets at 24 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.

SHARE REPURCHASE PROGRAM

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 3, 2009 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 18 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 tenth resolution to be submitted to the present Extraordinary Shareholders' Meeting.

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

These 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.

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 euros 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 euros 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 (OBSAAR), represented by 150,000 bonds with a par 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), making a total of 750,000 BSAAR. Since March 27, 2009, the BSAAR have been listed on Euronext Paris.

Each BSAAR gives the holder the right to subscribe for 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 early April 2009, the Company launched a simplified public exchange offer to exchange one 2007 BSAAR for one 2009 BSAAR under the same terms and conditions as the 2009 BSAAR referenced below.

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

If all 18,033 of the 2007 BSAAR still outstanding were to be exchanged via 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 par value of 600 euros. These bonds are listed on Euronext Paris. Each bond was accompanied by three detachable redeemable share subscription and/or purchase warrants (BSAAR), making a total of 699,999 BSAAR.

Each BSAAR gives the holder the right to subscribe for 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.

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

Since October 8, 2010, the BSAAR have been listed on Euronext Paris.

If all of these BSAAR were to be exchanged via 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.

SUMMARY TABLE OF DILUTIVE INSTRUMENTS AT THE DATE OF THE REGISTRATION DOCUMENT

Dilutive instruments	Max. no. of shares that may be issued	Max. potential dilutive effect (as % of share capital)
18,033 2007 BSAAR	18,033	0.23%
1,431,966 2009 BSAAR	1,431,966	17.90%
TOTAL	**1,449,999**	**18.13%**

1.1.5 Delegations/authorisations granted to the Management Board for capital increases

Content of the resolution	GM date	Authorization term granted to the Management Board	Valid until	Observation	Use during previous financial years	Use during the financial year
Delegation of authority to the Management Board to increase the share capital by the capitalization of reserves, net income and/or additional paid-in capital. Maximum of €17.5 million in par value, i.e. 2.5 million shares, i.e. 31.25% of the share capital	12/04/2008 (10th resolution)	26 months	02/03/2011	Renewal provided for in the 10th resolution of the GM on 12/02/2010	-	-
Delegation of authority to the Management Board to increase the share capital by issuing common shares or securities granting access to equity, with maintenance of preemptive subscription rights. Maximum of €17.5 million in par value, i.e. 2.5 million shares, i.e. 31.25% of the share capital. Common upper limit with delegation that follows.	12/04/2008 (11th resolution)	26 months	02/03/2011	Renewal provided for in the 11th resolution of the GM on 12/02/2010	Used up to €4,899,993 Residual upper limit €7,476,238	-
Delegation of authority to the Management Board to increase the share capital by issuing common shares and/or securities granting access to equity, with removal of preemptive subscription rights by public offering. Maximum of €17.5 million in par value, i.e. 2.5 million shares, i.e. 31.25% of the share capital. Common upper limit with delegation that precedes.	12/04/2008 (12th resolution)	26 months	02/03/2011	Renewal provided for in the 12th resolution of the GM on 12/02/2010	Used up to €5,123,769 Residual upper limit €7,476,238	-
Delegation of authority to the Management Board to increase the share capital by issuing common shares or securities granting access to the share capital, with removal of preemptive subscription rights by private placement. Maximum of 10% of the share capital per year.	12/03/2009 (11th resolution)	26 months	02/02/2012	Renewal provided for in the 13th resolution of the GM on 12/02/2010	-	-
Delegation of authority to the Management Board to increase the share capital by issuing common shares or securities granting access to the share capital within the limit of 10% of the share capital for the purpose of compensating in-kind contributions of shares or other securities	12/03/2009 (12th resolution)	26 months	02/02/2012		-	-
Delegation of authority to the Management Board to increase the share capital through a private placement restricted to participants in the company savings plan [plan d'épargne d'entreprise, or PEE]. Maximum of 3% of the amount of the share capital.	12/03/2009 (13th resolution)	26 months	02/02/2012	Renewal provided for in the 16th resolution of the GM on 12/02/2010	-	-
Authorization granted to the Management Board for the purpose of allocating existing shares free of charge or issuing them to employees and/or certain corporate officers. Maximum of 3% of the amount of the share capital.	12/06/2007 (11th resolution)	38 months	02/05/2011	Renewal provided for in the 17th resolution of the GM on 12/02/2010	-	-
Authorization to the Management Board to grant options for the subscription and/or purchase of shares to employees and/or certain corporate officers. Maximum of 3% of the amount of the share capital.	12/03/2009 (14th resolution)	38 months	02/02/2013		Non applicable	0.0062% of the share capital

1.1.6 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 bare 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 entered into by 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 46.95% of the Company's share capital and 61.3% of the 12,096,212 voting rights.

DUTREIL AGREEMENT

Bonduelle informs its shareholders that, pursuant to the adoption of the economic initiative law (known as the Dutreil Act) in 2003, Bonduelle SCA concluded a 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.

1.1.7 Analysis of shareholder structure

(in %)	06/30/2008	06/30/2009	06/30/2010
General Partner	27.46	27.57	27.63
Other Bonduelle family members	27.88	25.18	25.08
Employees	3.58	3.29	3.24
Treasury stock	4.43	4.89	2.95
Free float	36.65	39.07	41.10
TOTAL	**100.0**	**100.0**	**100.0**

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

	Number of shares	%	Voting rights	%
La Plaine [1]	1,788,976	22.36	3,577,952	30.97
Pierre et Benoît Bonduelle SAS	421,259	5.27	576,752	4.99
General Partner	**2,210,235**	**27.63**	**4,154,704**	**35.96**
Other Bonduelle family members	2,014,015	25.18	3,941,395	34.12
Employees	263,671	3.29	292,579	2.53
Treasury stock	390,953	4.89	-	-
Free float	3,121,126	39.00	3,121,126	27.39
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.

1.1.9 Analysis of share capital and voting rights at June 30, 2010

	Number of shares	%	Voting rights	%
La Plaine [1]	1,788,976	22.36	3,577,952	29.58
Pierre et Benoît Bonduelle SAS	421,259	5.27	744,727	6.16
General Partner	**2,210,235**	**27.63**	**4,322,679**	**35.74**
Other Bonduelle family members	2,006,766	25.08	3,950,113	32.66
Employees	258,849	3.24	476,493	3.94
Treasury stock	236,079	2.95	-	-
Free float	3,288,071	41.10	3,346,927	27.66
TOTAL	**8,000,000**	**100.0**	**12,096,212**	**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.

1.1.10 Dividends

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

(in euros)	2006/2007	2007/2008	2008/2009
Net dividend per share	1.35	1.50	1.50
Gross dividend per share	1.35	1.50	1.50
Income eligible for the tax credit	1.35	1.50	1.50
Dividend paid **(in thousands of euros)**	10,800	12,000	12,000

1.1.11 Information on directors and officers

Christophe BONDUELLE **Legal representative of Pierre et Benoît Bonduelle SAS,** Manager of Bonduelle SCA First appointed September 17, 1995 1,820 shares held on own account [1] Nationality: French	Chairman of the Management Board of Pierre et Benoît Bonduelle SAS Director of La Plaine Chairman of the Board of Directors of Bonduelle SA and CEO Chairman of Bonduelle Canada Member of the Supervisory Board of Bonduelle Central Europe Chairman of the Board of Directors of Bonduelle Iberica Chairman of Bonduelle Italia Chief Executive Officer of Bonduelle Limited Chief Executive Officer of Bonduelle Nederland BV Director of Bonduelle Nordic Director of Bonduelle Northern Europe Chairman of Bonduelle Ontario Chairman of the Supervisory Board of Bonduelle Polska Director of Bonduelle Portugal Advisor to Fresco Italia Director of La Corbeille Groep Chairman of Terricole Member of the Supervisory Board of Champiloire Director of Lesaffre & Cie Manager of Chanvoleau SCI Manager of L'Amirauté, a non-profit association
Louis BONDUELLE **Member of the Supervisory Board of Bonduelle SCA** First appointed December 4, 2008 40,952 shares held on own account [1] Nationality: French	
Daniel BRACQUART **Vice Chairman of the Supervisory Board of Bonduelle SCA** First appointed December 10, 2003 7,646 shares held on own account [1] Nationality: French	Director of Continentale Nutrition Manager of Jutiver SCI Manager of Habedia SARL
Olivier CAVROIS **Member of the Supervisory Board of Bonduelle SCA** First appointed June 17, 1995 634 shares held on own account [1] Nationality: French	
André CRESPEL **Chairman of the Supervisory Board of Bonduelle SCA** First appointed December 10, 2003 9,791 shares held on own account [1] Nationality: French	
Stanislas DALLE **Member of the Supervisory Board of Bonduelle SCA** First appointed June 17, 1995 9,217 shares held on own account [1] Nationality: French	Chairman of Interpack SAS Manager of Axene, a non-profit association Manager of La Bousbecquoise, a non-profit association
Isabelle DANJOU **Member of the Supervisory Board of Bonduelle SCA** First appointed December 7, 2006 1,005 shares held on own account [1] Nationality: French	

Jean GUÉGUEN **Member of the Supervisory Board of Bonduelle SCA** First appointed June 17, 1995 209 shares held on own account [1] Nationality: French	
Yves TACK **Member of the Supervisory Board of Bonduelle SCA** First appointed December 1, 2004 600 shares held on own account [1] Nationality: Belgian	Representative of Colam Co-Manager of Dumaco Manager of Le Moulin Blanc SCI Director of Ekkyo SA Member of Oversight Committee of NFD SAS Director of Verywear 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

(1) Shares held by the named individual, excluding shares held via a company, in accordance with the provisions of the AFEP-MEDEF corporate governance code.

1.1.12 Additional information regarding the management and supervisory bodies

POSITIONS HELD BY DIRECTORS AND OFFICERS OF THE COMPANY IN OTHER COMPANIES OVER THE LAST FIVE YEARS

General Partner: Christophe Bonduelle

2005-2006

Chairman of the Management Board of P & B Bonduelle SAS
Director of Baie d'Audierne SA
Chairman of the Board of Directors of Bonduelle SA and DG
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

2006-2007

Chairman of the Management Board of P & B Bonduelle SAS
Director of Baie d'Audierne SA
Chairman of the Board of Directors of Bonduelle SA and DG
Chairman of Aliments Carrière
Chairman of Aliments Carrière Ontario
Manager of BFP GmbH
Chief Executive Officer of Bonduelle Belgium
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

2007-2008

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

2008-2009

Chairman of the Management Board of P & B Bonduelle SAS

Director of La Plaine

Chairman of the Board of Directors of Bonduelle SA and DG

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

Louis Bonduelle

2006 to 2009

No positions held in other companies.

Daniel Bracquart

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

2009

Director of Continentale Nutrition

Manager of Jutiver SCI

Manager of Habedia SARL

Olivier Cavrois

2006 to 2009

Manager of La Houssaie, a non-profit association

André Crespel

2006 to 2009

No positions held in other companies.

Stanislas Dalle

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

2009

Chairman of Interpack SAS

Manager of Axene, a non-profit association

Manager of La Bousbecquoise, a non-profit association

Isabelle Danjou

2006 to 2009

No positions held in other companies.

Jean Gueguen

2006 to 2009

No positions held in other companies.

Yves Tack

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

2009

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

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.

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.

TRANSACTIONS WITH RELATED PARTIES

- 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.

1.2 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.

1.2.1 Approval of the individual financial statements for the financial year ended June 30, 2010, allocation of earnings and setting of dividend

We request that you approve the individual financial statements for the financial year ended June 30, 2010, which reflect net income of 4,584,539.69 euros and the proposed allocation of these earnings in the following manner:

Net income for the year	4,584,539.69 euros
Retained earnings	179,831,515.76 euros
Distributable income	184,416,055.45 euros
Allocation to the General Partner	45,845.40 euros
Dividend to the shareholders	12,000,000.00 euros
Retained earnings	172,370,210.05 euros

We also request that you approve the distribution of a 1.50 euro per share dividend in respect of financial year 2009/2010, payable on January 7, 2011.

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:

	Income eligible for tax credit		
Financial year	**Dividend**	**Dividends paid to the General Partner**	**Income not eligible for tax credit**
2006-2007	10,800,000* equivalent to €1.35 per share	€305,552	-
2007-2008	12,000,000* equivalent to €1.50 per share	€818,334	-
2008-2009	12,000,000* equivalent to €1.50 per share	€65,207	-

* *Includes sums corresponding to unpaid dividends on treasury stock.*

1.2.2 Approval of the consolidated financial statements for the financial year ended June 30, 2010

You are also requested to approve the group consolidated financial statements, which reflect net income of 58,343,331 euros.

1.2.3 Special report of the independent auditors on regulated agreements and commitments

Please note that no new regulated agreements were entered into during the year.

1.2.4 Re-appointment of the members of the Supervisory Board

As the terms of the appointments of Supervisory Board members Louis Bonduelle and Yves Tack will expire following the Shareholders' Meeting on December 2, 2010, we request that you renew their appointments for a further three-year term expiring in 2013 at the end of the Shareholders' Meeting held to approve the financial statements for the year just ended.

1.2.5 Appointment of a member of the Supervisory Board

We request that you appoint Élisabeth Minard, residing at 3 rue des Ecameaux – 27670 Saint Ouen du Tilleul, as member of the Supervisory Board, replacing Olivier Cavrois, whose term expires at the end of the next Shareholders' Meeting, for a period of three years, ending on the closure of the Shareholders' Meeting held in 2013 to approve the financial statements of the year just ended.

1.2.6 Directors' fees to be paid 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 2010/2011.

The amount of directors' fees will be maintained in future financial years, until decided otherwise.

1.2.7 Authorization to establish a share repurchase program (Article L. 225-209 of the French Commercial Code)

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 cancels and replaces the authorization granted to the Management Board by the Combined Shareholders' Meeting of December 3, 2009 in its ninth resolution submitted to the Ordinary Shareholders' Meeting.

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 any shares purchased in accordance with the authorization given by the Extraordinary Shareholders' Meeting of December 3, 2009, in its tenth resolution submitted to the Extraordinary Shareholders' Meeting.

These share purchases may be made notably during a public offer, in accordance with Article 232-15 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.

1.2.8 Delegation of authority to increase the share capital through the capitalization of reserves, net income and/or additional paid-in capital

The delegation of authority to increase the share capital through the capitalization of reserves, net income and/or additional paid-in capital expires on February 2, 2011.

As a result, we request that you renew this delegation and grant the Management Board, for a further period of 26 months, the authority to increase the capital through capitalization of reserves, net income, additional paid-in capital or other amounts whose capitalization is authorized, by issuing and granting free shares or increasing the par value of the existing common shares, or by a combination of these two methods.

The increase in capital resulting from the issue of shares under this delegation of authority cannot exceed the par value of 17,500,000 euros. This amount does not include the total par value of additional common shares that may be issued, in compliance with the law, to safeguard the interests of holders of securities giving access to equity. This ceiling is independent of all other ceilings provided for by the other delegations of authority granted by the Shareholders' Meeting.

1.2.9 Delegation of authority to issue common shares and/or securities giving access to equity and/or the allocation of debt securities

The delegation of authority to increase the capital through cash contributions with or without preemptive rights (by public offering) is set to expire on February 2, 2011. You are therefore requested to renew this authority under the conditions described below.

In addition, the Shareholders' Meeting of December 3, 2009 granted the Management Board the authority, for a period of 26 months, to issue common shares and/or securities giving access to common shares without preemptive rights through the type of offer referred to in Section II of Article L. 411-2 of the French Monetary and Financial Code. Although this delegation of authority does not expire for some time, we request that you renew it under the conditions described below, so that its term is consistent with the other delegations of authority involving financial matters.

The aim of these delegations of authority is to provide the Management Board with the maximum flexibility, for a period of 26 months, to issue, at the time of its choosing, common shares and/or any type of security giving access, in the short or long term, to common shares and/or any type of security giving access to the allocation of debt securities.

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.

DELEGATION OF AUTHORITY TO ISSUE COMMON SHARES AND/OR SECURITIES GIVING ACCESS TO EQUITY AND/OR THE ALLOCATION OF DEBT SECURITIES WITH PREEMPTIVE RIGHTS

We request that you set the aggregate par value of shares to be issued under this authority at 17,500,000 euros.

Please note that this amount is not the same as the amount covered by the authorities without preemptive rights, and does not include the total par value of additional common shares that may be issued, in compliance with the law, to safeguard the interests of holders of securities giving access to equity.

Under this authority, common shares and/or securities giving access to equity will be issued with preemptive rights for existing shareholders.

If existing shareholders do not take up the full allocation in respect of their preemptive rights, the Management Board may adopt one of the following measures:

- limiting the issue to the amount of the subscriptions made provided that this represents at least ¾ of the total;
- distributing all or a portion of the unsubscribed shares to existing investors;
- offering all or a portion of the unsubscribed shares to the public.

DELEGATIONS OF AUTHORITY WITHOUT PREEMPTIVE RIGHTS

Delegation of authority to issue common shares and/or securities giving access to equity and/or the allocation of debt securities without preemptive rights through a public offering

Under this delegation of authority, the shares issued would be offered to the public.

The preemptive rights of shareholders to common shares and/or securities giving access to equity would be withdrawn, although the Management Board may grant shareholders priority.

The aggregate par value of shares that may be issued cannot exceed 17,500,000 euros. This amount would be included in the maximum par value of shares that may be issued under the delegation of authority to carry out a capital increase without preemptive rights by private placement.

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 would 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 implements this authorization.

If shares are issued in payment for shares contributed in connection with a public exchange offer, the Management Board would, 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 are to be exchanged, as well as, where applicable, the amount of cash to be paid for the difference, and determine the terms and conditions of the issue.

If existing shareholders, in respect of their preemptive rights, do not take up the full allocation of common shares or securities giving access to equity, the Management Board may adopt one of the following measures:

- limiting the amount of the issue to the amount of the subscriptions made, provided that this represents at least ¾ of the total;
- distributing all or a portion of the unsubscribed shares to existing shareholders.

Delegation of authority to issue common shares and/or securities giving access to equity and/or the allocation of debt securities without preemptive rights through a private placement

Under this delegation of authority, shares would be issued through the type of offer referred to in Section II of Article L. 411-2 of the French Monetary and Financial Code.

Existing shareholders would have no preemptive rights to common shares and/or securities giving access to capital.

The aggregate par value of capital increases that may be carried out cannot exceed 17,500,000 euros; it being understood that this cannot exceed 20% of the capital in any one year. This amount would be included in the maximum par value of shares that may be issued under the delegation of authority to carry out a capital increase without preemptive rights through a public offering.

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.

Definition of the subscription pricing rules for issues without preemptive rights within the annual limit of 10% of the capital

We request that you authorize, in accordance with the provisions of paragraph 2 (point 1) of Article L. 225-136 of the French Commercial Code, the Management Board, which decides on the issue of common shares or securities giving access to capital without preemptive rights through a public offering and/or private placement, within the annual limit of 10% of the capital, under the subscription pricing conditions established according to the above-mentioned rules, to set the issue price of the shares to be issued as follows:

The issue price of the shares to be issued immediately or on a deferred basis cannot, at the discretion of the Management Board, be lower than:

- the average closing price of the share on the Euronext Paris market (NYSE Euronext) over a maximum period of six (6) months prior to the issue; or
- the average weighted price of the share on the Euronext Paris market (NYSE Euronext) over the three (3) trading days prior to the issue, with a maximum discount of 15%.

AUTHORIZATION TO INCREASE THE AMOUNT OF AN ISSUE IF IT IS OVERSUBSCRIBED

We request that, in the context of the above-mentioned delegations of authority with and without preemptive rights, you grant the Management Board the option to increase, in accordance with the conditions and limits set out in the provisions of all applicable laws and regulations, the number of securities to be available for initial subscription.

1.2.10 Delegation of authority to increase the capital through the issue of shares to participants in the company savings plan (*plan d'épargne d'entreprise*, or PEE)

We submit this resolution for your approval in order to comply with the provisions of Article L. 225-129-6 of the French Commercial Code, the terms of which the Extraordinary General Meeting must also approve, in respect of a resolution on the implementation of a capital increase under the conditions set out in Articles L. 3332-18 *et seq.* of the French Labor Code, when it delegates its authority to carry out a capital increase in cash.

In the context of this delegation of authority, we request that you authorize the Management Board to implement a capital increase reserved for participants in the company savings plan 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 granting bonus allocations of common shares or other securities giving access to equity.

In accordance with the law, the Shareholders' Meeting would suspend preemptive rights.

The aggregate par value of capital increases that may be carried out under this authorization cannot exceed 3% of the share capital on the date the Management Board decides to carry out this capital increase.

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

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 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 of shares, nor greater than this average.

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 take all measures required.

1.2.11 Authorization to grant bonus allocations of shares to employees (and/or certain officers and directors)

We request that you authorize the Management Board, for a period of 38 months, in accordance with Article L. 225-197-1 of the French Commercial Code, to grant bonus allocations of new shares resulting from a capital increase by capitalization of reserves, additional paid-in capital or net income, or existing shares.

The beneficiaries of these bonus allocations may be:

- employees of the Company or companies directly or indirectly affiliated to it within the meaning of Article L. 225-197-2 of the French Commercial Code;
- directors and officers, within the meaning of Article L. 225-197-1 of the French Commercial Code.

The total number of free shares that may be granted by the Management Board under this delegation of authority cannot exceed 3% of the capital existing on the day the shares are allocated.

The allocation of shares to beneficiaries shall become fully vested after a vesting period whose term will be set by the Management Board but cannot be less than two years. The beneficiaries must therefore hold the shares for a period set by the Management Board, which cannot be less than two years from the date the said shares become fully vested.

However, the Shareholders' Meeting authorizes the Management Board, where the vesting period for all or a portion of one or more allocations is a minimum of four years, not to impose a further period in which shares resulting from such allocation must be held.

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 L. 341-4 of the French Social Security Code.

This authorization constitutes the *ipso jure* waiver by existing shareholders of their preemptive rights to subscribe for any new shares issued by capitalization of reserves, additional paid-in capital or net income.

Thus, the Management Board would have full powers, within the limits described above, to set the conditions, and where applicable, the criteria for allocating shares, determine the identity of the beneficiaries of bonus share allocations from among the persons fulfilling the conditions set above and the number of shares to be allocated to each person, determine the impact on the rights of beneficiaries of transactions affecting the share capital or that may affect the value of the shares to be granted and issued during the vesting and holding periods, where 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 on the capital increase(s) by capitalization of reserves, additional paid-in capital or net income in relation to the issue of new shares granted free of charge, acquire the requisite number of shares under a share repurchase program to be allocated to the bonus share allocation plan, and generally carry out, in accordance with the regulations in force, all tasks made necessary by this authorization.

1.2.12 Amendments to by-laws

We would like to remind you that the rights and obligations attached to the shares provide that:

"12.2 - Each share entitles its holder to one vote at the Shareholders' Meetings.

Holders of fully paid-up shares registered in the name of the holder for more than three years shall be entitled to double voting rights.

Double voting rights shall apply at all Ordinary and Extraordinary Shareholders' Meetings.

Unless there is an agreement notified to the company, in the case of separation of ownership rights, voting rights belong to:

- *the beneficial owners at Ordinary General Meetings; and*
- *the bare owners at Extraordinary or Special General Meetings."*

We recommend the amendment of these provisions as follows:

"12.2 - Each share entitles its holder to one vote at Shareholders' Meetings.

Holders of fully paid-up shares registered in the name of the holder for more than three years shall be entitled to double voting rights.

Double voting rights shall apply at all Ordinary and Extraordinary Shareholders' Meetings.

Unless there is an agreement notified to the company, where there is separation of ownership rights, voting rights shall belong to the bare owner, except in the case of collective decisions relating to the appropriation of income, when voting rights shall belong to the beneficial owner.

However, holders of shares where separation of ownership rights applies may agree between themselves how to assign the voting rights for Shareholders' Meetings. In this event, they must make their agreement known to the Company by certified mail with return receipt sent to the registered office and addressed to the Management Board. The Company shall be required to respect this agreement for all collective decisions made after one month has elapsed following the initial presentation of the certified letter with return receipt, with the postmark being taken as proof of the date of initial presentation.

Notwithstanding the provisions set out above, the bare owner has the right to participate in all collective decisions of shareholders."

1.3 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 the documents required to evaluate the performance of its obligations and to review the individual and 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 2009/2010. The consolidated financial statements show a rise in operating income to 101.8 million euros, compared with 99.3 million euros the previous year, and net income after minority interests ("group share") of 58.3 million euros, compared with 26.6 million euros in 2008/2009.

These results, posted in a difficult consumer context, bear out the relevance of the strategic choices made.

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.

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

You are asked to renew the terms of offices of two members of the Supervisory Board, Louis Bonduelle and Yves Tack, and to appoint Élisabeth Minard.

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.

1.4 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. 621-18-3 of the French Monetary and Financial Code, as the Chairman of the Supervisory Board I am pleased to present to you in this report the corporate governance structure, the conditions under which the work of the Supervisory Board is prepared and organized and the internal control and risk management procedures implemented by the Company.

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.

1.4.1 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.

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

The Board has specified that the AFEP-MEDEF recommendations are, in their spirit, applied in the Bonduelle SA operating company and its French subsidiaries.

1.4.2 Conditions for preparing and organizing the work of the Supervisory Board

COMPOSITION OF THE SUPERVISORY BOARD

In accordance with the law and the provisions of the 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. The eight members are considered to be independent with regard to the criteria established by the Rules of Procedure of the Supervisory Board, which comply with the AFEP-MEDEF corporate governance code, except regarding the limits to the renewal of terms of office, the said Rules of Procedure not stipulating any limits to the renewal of the terms of office.

A member is considered to be independent when he has no other relationships with the company, its group or its Executive Management that could compromise his freedom of judgment.

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.

FUNCTIONING OF THE SUPERVISORY BOARD

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

The Board decided to create an Audit Committee, comprised of at least three Supervisory Board members, for which the minimum criteria of competence determining the competent and independent member(s) of the said Committee are set out in the Rules of Procedure of the Supervisory Board.

This Committee is charged with preparing the meetings of the Supervisory Board, notably with respect to the following points:

- oversight of the preparation of financial disclosures;
- review of the annual and interim financial statements and monitoring of the legal control by the statutory auditors;
- review of the effectiveness of internal control and financial and operating risk management procedures, and the hedging of said risks;
- creation of review schedules of the auditors and the internal audit service.

The Supervisory Board also has a Remuneration 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 required in the interests of the Company, and the Rules of Procedure set the minimum number of meetings at four.

In order to be fully informed and exercise its duties, the Supervisory Board may, at its discretion, request the participation of Management Board members, Executive Officers of the group and its subsidiaries, statutory 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.

ACTIVITIES OF THE SUPERVISORY BOARD DURING THE YEAR

Work of the Supervisory Board

The Supervisory Board met four times during the financial year, with the meetings averaging four hours. A visit was also made to the production facilities in North America, including a detailed presentation of the activity in this region, giving Supervisory Board members a better understanding of specific issues and constraints and an opportunity to speak with local staff.

At its October 2, 2009 and February 24, 2010 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%.

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

Work of the Audit Committee

For the 2009/2010 financial year the Audit Committee was composed of 4 members.

André CRESPEL chaired the Committee, with the other members being Daniel BRACQUART, Jean GUEGUEN and Yves TACK.

It met 4 times during the financial year. The attendance rate was 100%.

The Committee performed the following tasks:

- in-depth review of the interim and annual financial statements;
- review of the internal audit reports;
- monitoring of the "risk mapping" procedure and action plans undertaken concerning principal identified risks.

The Committee also defined, in liaison with the group's Executive Management, the assignments and tasks of the Internal Audit Department.

At its meetings, the Audit Committee heard presentations from the group's Chief Financial Officer, the heads of the group's Financial and Internal Audit Departments and the statutory auditors.

The Chairman of the Committee presented a report on the Committee's work to the Supervisory Board at its meeting of December 3, 2009.

1.4.3 Internal control procedures and risk management

The Bonduelle Group has adopted the Reference Guidelines for internal controls published by the French Financial Markets Authority (AMF) in January 2007 and updated in July 2010.

Risk management and 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:

- enables directors and officers to maintain the risks at an acceptable level for the Company;
- contributes to the management of its activities, effectiveness of its operations and efficient utilization of its resources; and
- must enable it to take appropriate action with regard to all significant operating, financial or compliance-related risks.

The specific goal of the risk management plan is to:

a) preserve the value, assets and reputation of the Company by identifying and analyzing the main potential threats to the Company;

b) identify the main event and situations likely to affect in a significant way the Company's objectives;

c) ensure actions concur with the Company's values;

d) inform and mobilize the Company's employees around a common understanding of the main risks.

Internal control procedures are designed specifically to ensure:

a) compliance with all laws and regulations in effect;

b) the application of all procedures and policies established by the Management Board;

c) the smooth operation of the Company's internal procedures, especially as regards the protection of its assets;

d) the reliability of financial information.

However, these risk management and internal control procedures cannot provide an absolute guarantee as to the achievement of the Company's objectives.

In fact, any internal control system is subject to inherent limits, such as uncertainties regarding external conditions, the use of good judgment and the cost/benefit analysis of implementing new controls, or dysfunctions that can occur due to technical faults, human or simple errors.

ORGANIZATIONAL STRUCTURE OF THE BONDUELLE GROUP

Bonduelle SCA is a holding company whose operating activities are carried out by its Bonduelle SA subsidiary, which comprises the group's eight business segments, including the Gelagri joint venture.

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, analyst and shareholder 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, in-depth analysis and ongoing changes in the business environment.

The risk analysis related to business activities is an integral part of the planning development process, which calls for identifying the key success factors and analyzing the main assumptions used to achieve these objectives.

PLAYERS IN THE RISK MANAGEMENT OF INTERNAL CONTROL

The main risk management and internal control bodies are as follows:

At group level

Bonduelle SA's Executive Management consists of two people (Chairman and Chief Executive Officer, Deputy Chief Executive 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 Executive 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 15 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. Nine audits were performed during the 2009/2010 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 Shareholders' Meeting, acting on the proposal of the Supervisory Board and on the recommendation of the Audit Committee, is responsible for selecting the statutory auditors. The group has chosen a team of statutory auditors that provides geographic and global coverage of the group's risks.

At business segment level

The Management Committee is comprised of the Chief Executive Officer and Executive Officers of the main functions. The Chief Financial Officer is specifically charged with implementing internal control systems to prevent and manage risks arising from the segment's business activities as well as those caused by errors or fraud.

Once each quarter, 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 N + 1
- in September : Annual results and investments N+1
- in November : Three-year 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 out 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.

1.4.4 Risk management procedures

As with any company, during the course of its business the Bonduelle Group is exposed to a number of risks. The main methods employed to manage and control these risks are described in Section II "Risk management" of the report of the Management Board.

In order to best identify these risks, the group initiated in 2008 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.

A report is made to the Supervisory Board of the rollout of this procedure and action plans associated with the different identified risks.

1.4.5 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 reporting of revenue;
- 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 statutory auditors for the interim and annual individual and consolidated financial statements.

1.4.6 Other information

All items that may have an impact in the event of a public takeover offer are discussed in Sections 4 "Share capital" and 5 "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 1, 2010 meeting.

1.5 Statutory Auditors' report drawn up pursuant to Article L. 226-10-1 of the French Commercial Code on the Chairman of the Supervisory Board's report

Financial year ended June 30, 2010

Dear shareholders,

In our capacity as the Statutory Auditors of Bonduelle, and pursuant to the provisions of Article L. 226-10-1 of the French Commercial Code, we hereby present to you our report on the report drawn up by the Chairman of your Company under the provisions of this Article for the financial year ended June 30, 2010.

It is the duty of the Chairman to draw up and submit a report 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 of the French Commercial Code, 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 Chairman's report regarding internal control and risk management 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 and risk management 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 Chairman's report regarding the internal control and risk management procedures applicable to the preparation and processing of accounting and financial information. This due diligence consists in particular of:

- examining the internal control and risk management procedures applicable to the preparation and processing of the accounting and financial data that forms the basis for the information presented in the Chairman's report, as well as all existing documentation;
- examining the work performed to prepare this information, as well as all existing 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 Chairman's report.

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

Other information

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

Lille, October 25, 2010

The Statutory Auditors

Deloitte & Associés	**Mazars**
Jean-Yves Morisset	Cécile Fontaine

2 Financial statements

2.1 Consolidated income statement

(in thousands of euros)	Notes	At 06/30/2009 12 months	At 06/30/2010 12 months
Revenue	5	**1,523,949**	**1,559,589**
Purchases and external charges	6	(1,039,997)	(1,089,274)
Personnel costs	7	(301,415)	(295,806)
Amortization and depreciation		(67,209)	(65,087)
Other operating income	8	45,594	44,922
Other operating expenses	8	(59,175)	(49,231)
Gain/loss on sale of consolidated equity investments		(17)	(656)
Current operating income		**101,731**	**104,457**
Non-recurring items	9	(2,438)	(2,626)
Operating income		**99,293**	**101,830**
Cost of net financial debt		(26,984)	(20,884)
Other financial income and expenses		(33,788)	3,045
Net financial expense	10	**(60,772)**	**(17,839)**
Net income from associates		(300)	(528)
Income before tax		**38,221**	**83,464**
Income tax	11	(11,574)	(25,754)
NET INCOME		26,648	57,710
• Group share		26,552	58,343
• Minority interests		96	(633)
BASIC EARNINGS PER SHARE	12	3.49	7.51
DILUTED EARNINGS PER SHARE	12	3.49	7.51

GAINS AND LOSSES RECOGNIZED DIRECTLY IN EQUITY

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Net income for the period	**26,648**	**57,710**
Cash flow hedge	(7,100)	(827)
Translation adjustments	(15,388)	36,372
Actuarial gains and losses on defined benefit plans	(568)	(1,467)
Tax impact	2,583	751
Income and expenses recognized directly in equity	**(20,473)**	**34,829**
TOTAL RECOGNIZED INCOME AND EXPENSES	6,175	92,539
• Group share	6,842	93,006
• Minority shareholders' interest	(667)	(467)

2.2 Consolidated balance sheet

Assets

(in thousands of euros)	Notes	At 06/30/2009	At 06/30/2010
Non-current assets		**571,759**	**745,192**
Other intangible assets	13	42,241	44,138
Goodwill	14	115,395	192,406
Property, plant and equipment	15	378,571	470,552
Investments in associates	4.4	9,790	9,786
Other non-current financial assets	17	12,051	14,018
Deferred tax assets	11	12,932	13,927
Other non-current assets		780	366
Current assets	**6**	**914,785**	**903,905**
Inventories and work in progress	18	510,326	515,674
Trade and other receivables	19	320,547	340,484
Tax receivables		10,264	6,594
Other current assets	16	5,627	5,842
Other current financial assets	16	5,344	7,609
Cash and cash equivalents	21	62,676	27,702
TOTAL ASSETS		1,486,543	1,649,098

Liabilities

(in thousands of euros)	Notes	At 06/30/2009	At 06/30/2010
Equity, group share		**367,870**	**460,085**
Share capital		56,000	56,000
Additional paid-in capital		22,545	22,545
Consolidated reserves		289,325	381,540
Minority interests	1.B	**11,773**	**17,102**
Equity		**379,643**	**477,187**
Non-current liabilities		**527,190**	**543,220**
Financial debts	21	462,134	455,707
Employee commitments	22	5,534	10,439
Other non-current provisions	24	25,088	33,983
Deferred tax liabilities	11	28,899	28,652
Other non-current liabilities	16	5,534	14,439
Current liabilities		**579,710**	**628,690**
Current financial debts	21	127,387	145,307
Current provisions	24	2,492	1,957
Suppliers and other payables	25	445,177	473,298
Tax payables		1,813	4,342
Other current liabilities	16	2,842	3,788
TOTAL LIABILITIES		1,486,543	1,649,098

2.3 Consolidated cash flow statement

(in thousands of euros)	Notes	At 06/30/2009	At 06/30/2010
Net income		**26,648**	**57,710**
Net income from associates		300	528
Amortization and impairment		77,747	58,199
Other non-cash sources (jobs)		26,677	10,138
Taxes paid		(14,294)	(27,305)
Tax expense (income)		11,574	25,754
Accrued interest		(1,786)	(1,601)
Cash flow		**126,866**	**123,422**
Change in working capital requirement		(64,172)	26,606
Cash flows provided by operating activities		**62,694**	**150,028**
Acquisitions of consolidated companies, net of cash and cash equivalents		(26,787)	(29,947)
Disposals of consolidated companies, net of cash and cash equivalents disposed of		112	9,295
Acquisitions of property, plant and equipment		(73,209)	(84,519)
Acquisitions of financial assets		(97)	(95)
Disposals of property, plant and equipment and financial assets		1,752	5,995
Net change in loans and other non-current financial assets		(179)	505
Cash flows related to investment activities		**(98,409)**	**(98,767)**
Capital increase		0	(0)
(Acquisition) Disposal of treasury stock		(2,266)	(341)
Increase (decrease) in non-current financial liabilities		139,867	(53,053)
Increase (decrease) in current financial liabilities		(118,516)	(25,387)
Dividends paid to group and minority shareholders		(12,221)	(11,493)
Cash flows related to financing activities		**6,863**	**(90,274)**
Impact of exchange rate changes		(15)	4,039
Change in cash and cash equivalents		**(28,866)**	**(34,974)**
Cash and cash equivalents – opening balance	21	91,542	62,676
Cash and cash equivalents – closing balance	21	62,676	27,702
CHANGE IN CASH AND CASH EQUIVALENTS		(28,866)	(34,974)

2.4 Consolidated statement of changes in equity

(in thousands of euros)	In number of shares	Share capital	Additional paid-in capital	Actuarial gains and losses	Treasury stock	Cumulative translation adjustments	Retained earnings	Equity, group share	Minority interests	Total equity
Equity at July 1, 2008	**8,000,000**	**56,000**	**22,545**	**(790)**	**(18,825)**	**(13,025)**	**326,222**	**372,127**	**19,041**	**391,168**
Net income recognized directly in equity		0	0	(335)	0	(14,720)	(4,655)	(19,710)	(763)	(20,473)
Net income at 06/30/2009							26,552	26,552	96	26,648
Share purchase options							287	287	0	287
OBSAAR 2014 bond conversion options							2,077	2,077	0	2,077
Changes in scope of consolidation							0	0	(6,658)	(6,658)
Treasury stock					(2,271)	0	0	(2,271)	0	(2,271)
Other							1,030	1,030	56	1,087
Dividends paid	1.50						(12,221)	(12,221)	0	(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**	**379,643**
Equity at July 1, 2009	**8,000,000**	**56,000**	**22,545**	**(1,125)**	**(21,097)**	**(27,745)**	**339,291**	**367,870**	**11,773**	**379,643**
Net income recognized directly in equity		0	0	(978)	0	36,183	(542)	34,663	166	34,829
Net income at 06/30/2010							58,343	58,343	(633)	57,710
Share purchase options							385	385	0	385
Puts on minority interests							(1,155)	(1,155)	(1,552)	(2,707)
Changes in scope of consolidation (1)							0	0	7,349	7,349
Treasury stock					11,400		0	11,400	0	11,400
Other							71	71	0	71
Dividends paid	1.50						(11,493)	(11,493)	0	(11,493)
EQUITY AT JUNE 30, 2010	8,000,000	56,000	22,545	(2,103)	(9,697)	8,438	384,900	460,085	17,102	477,187

(1) See 1.B.

2.5 Notes to the annual consolidated financial statements

Sommaire

Note 1. Preparation methods

The consolidated financial statements of the Bonduelle Group and its subsidiaries ("the group") for the 2009/2010 financial year have been prepared in accordance with the IFRS (International Financial Reporting Standards) published by the IASB (International Accounting Standards Board), and whose adoption ruling has been published in the official journal of the European Union.

Standards, updates and interpretations first applicable to the 2009/2010 financial year

- IAS 1 (revised), on the Presentation of Financial Statements, applicable to accounting periods starting on or after January 1, 2009, is applied by the group as of June 30, 2010.
- IAS 23, "Accounting Treatment of Borrowing Costs", applicable to accounting periods starting on or after January 1, 2009, has no impact for the Bonduelle Group.
- The amendments to IFRS 2, relating to Vesting Conditions and Cancellations, applicable to accounting periods starting on or after January 1, 2009.
- The amendments to IAS 32 and IAS 1, on Financial Instruments Puttable at Fair Value and Obligations arising on Liquidation, applicable to accounting periods starting on or after January 1, 2009.
- IFRS 3 revised further to the "Business Combinations phase II" project, applicable to accounting periods starting on or after July 1, 2009.
- IAS 27 revised further to the "Business Combinations phase II" project, applicable to accounting periods starting on or after July 1, 2009.
- The amendment to IFRS 1 and IAS 27, relating to the cost of an investment in a subsidiary, jointly controlled entity or associate, applicable to accounting periods starting on or after January 1, 2009.
- IFRS 8, Operating Segments. This standard, which replaces IAS 14, Segment Reporting, concerns information disclosure requirements relating to operating segments and was applied in advance as at June 30, 2009.
- The amendment to IAS 39 relating to eligible hedged items, applicable to accounting periods starting on or after July 1, 2009.
- IFRIC 14 IAS 19, "The Limit on a Defined Benefit Asset", applicable to accounting periods starting on or after January 1, 2009.
- IFRIC 12, "Service Concession Arrangements", applicable to accounting periods starting on or after January 1, 2008, adopted by the European Union in March 2009.
- The IFRIC 15 and IFRIC 16 interpretations, applicable to accounting periods starting on or after January 1, 2009 and October 1, 2008 respectively.
- The amendment to IFRS 7, on improvements to financial instruments disclosures, applicable to accounting periods starting on or after January 1, 2009, adopted by the European Union in late 2009.
- The amendment to IAS 1 relating to the current/non-current classification of derivatives, applicable to accounting periods starting on or after January 1, 2009.

Standards, updates and interpretations not yet applicable and that have not been applied in advance by the group

The respective impacts of these standards is currently undergoing appraisal.

- The amendment to IFRS 1, "Additional Exemptions for First-time Adopters of IFRS 3", applicable to accounting periods starting on or after January 1, 2010.
- The amendment to IFRS 1, "Exemptions relating to IFRS 7 Disclosures", applicable to accounting periods starting on or after July 1, 2010.
- The amendments to IFRIC 9 and IAS 39, "Embedded Derivatives", applicable to accounting periods ending on or after June 30, 2009 but not adopted by the European Union.
- The amendment to IFRS 2 on the accounting treatment of group cash-settled share-based payment transactions, applicable to accounting periods starting on or after January 1, 2010.
- The amendment to IAS 32, relating to the classification of rights issues, applicable to accounting periods starting on or after February 1, 2010.
- The amendment to IAS 24 (revised), on related parties, applicable to accounting periods starting on or after January 1, 2011.
- IFRS 9, "Financial Instruments", applicable to accounting periods starting on or after January 1, 2013.
- IFRIC 17, "Distributions of Non-cash Assets to Owners", applicable to accounting periods starting on or after November 1, 2009.
- The amendment to IFRIC 14 relating to prepayments of a minimum funding requirement, applicable to accounting periods starting on or after January 1, 2011 but not adopted by the European Union.
- IFRIC 18, "Transfers of Assets from Customers", applicable to accounting periods starting on or after November 1, 2009.
- IFRIC 19, "Extinguishing Financial Liabilities with Equity Instruments", applicable to accounting periods starting on or after July 1, 2010 but not adopted by the European Union.

A. INFORMATION REGARDING THE GROUP

Bonduelle SCA is a French limited partnership (*société en commandite par action*) that is listed in Compartment B of Euronext. Bonduelle is a market leader in processed vegetables both within and outside Europe. The Company operates in three business segments: canned, frozen and fresh vegetables (prepared and fresh-cut).

The Management Board approved the annual consolidated financial statements in accordance with IFRS and authorized the publication of the approved financial statements closed on June 30, 2010, which will be submitted for approval at the Shareholders' Meeting on December 2, 2010.

Highlights of the year

Acquisition of France Champignon

The Bonduelle Group acquired the France Champignon Group during the financial year.

The France Champignon Group leads the European processed mushroom market with revenue of around 200 million euros.

France Champignon has a workforce of 1,500 employees and produces 130,000 metric tons of mushrooms in all forms (canned, fresh, pasteurized and dehydrated) and of all kinds (button mushrooms and wild mushrooms) in six plants.

This acquisition offers Bonduelle a number of synergies both on a commercial, industrial and administrative level. The Bonduelle Group's proven capacity for rapid integration of acquisitions and this business line's weaker capital intensity will have an anti-dilutive effect on profitability and returns on capital employed by the group from 2010/2011.

After receiving the approval of the French and German competition authorities, Bonduelle took full effective control of the France Champignon Group on March 31, 2010.

Acquisition of a kolkhoz in the Ukraine

In Ukraine, the Maiak kolkhoz (the company Majak Khudiaky Cherkassy Oblast), located in the Cherkassy region 120 miles south of Kiev in the Dniepr valley and leaseholder of some 1,500 hectares of farmland, was acquired on February 22, 2010, with a view to building a canned vegetable processing facility for products aimed at Eastern European markets.

Full sale of the Belgian fruit and pickles plant in Rijkevorsel

At an extraordinary works council meeting held on November 19, 2009 in Westmeerbeek, Bonduelle announced its intention to sell its Rijkevorsel plant (in Antwerp province), and all connected business, with revenue of 17 million euros, to the Belgian company Scana Noliko, located in Bree (Limbourg province). The sale was completed: the Rijkevorsel plant, specializing in the production of fruit and pickles, was one of the three plants belonging to the Corbeille Group purchased by Bonduelle in 2008.

Sale of La Corbeille Conserven Picolo (Belgium)

The company La Corbeille Conserven Picolo in Belgium was sold in June 2010. This company held land and buildings located at Stabroek (Belgium) as its main assets.

Construction of a salad facility in Italy

In December 2009, the Bonduelle Group announced plans to build a bagged-salad production facility in northern Italy, to replace the plant destroyed by fire in February 2008 and support growth in this market in Italy.

Start-up of the Cristalina site (Brazil) in September 2010

With the completion of the first phase of the Cristalina production facility, production of canned peas, then corn began in September 2010, with the first products scheduled to appear on the market in November 2010.

Construction of an automated cold storage unit at Estrées-Mons (France)

The Bonduelle Group has undertaken the construction of a 38 meter-tall automated cold storage unit on its Estrées-Mons (France) site, the group's largest frozen vegetable plant. It will come into operation in 2011.

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).

The France Champignon company, the share capital of which is made up of members' shares, is fully consolidated (55.58%). The by-laws set out the rules applicable to the management of these members' shares. Thus, these shares are subscribed for according to the activity level of the cooperative members under a ten-year commitment extended by tacit renewal for periods of five years.

This share capital is likely to vary according to an approval procedure submitted to the Board of Directors. It may not be reduced below a ceiling amount equal to three-quarters of the highest amount of capital noted at the Shareholders' Meeting.

Given the specific nature of agricultural cooperatives, by-laws and the way in which the cooperative works, the group considers that, for the classification of members' shares, a number of criteria do not permit the application of IFRIC 2 on the reclassification of members' shares as financial liabilities, in particular:

- capital-intensive activity requiring a significant commitment from members over the long-term;
- by-laws determining capital distribution via a procedure; and
- no significant capital distribution observed historically.

Consequently, non-controlling interests in the co-operative are recognized in equity under the category of minority interests.

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 preferred shares issued by the four companies.

All consolidated group companies closed their annual financial statements on June 30, 2010, with the exception of the following companies: Bonduelle Kuban, Bonduelle do Brasil, Majak Khudiaky Cherkassy Oblast, SCA des Hureaux, SCA Champignonnières de Dampierre and the companies within the Gelagri Group, all of which were consolidated on the basis of their accounting data at June 30, 2010.

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

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

These segments are based on the Bonduelle Group's managerial organization.

The primary indicators published are those used by the Executive Management. Revenue, amortization and impairment of non-current assets, current operating income and operating income are presented by geographical region. 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 valued using the exchange rates applicable on the transaction dates. All receivables and liabilities denominated in foreign currencies recognized in the balance sheet at the end of the period are valued at the closing rates. All foreign exchange gains and losses generated by the translation of transactions denominated in foreign currencies are included under the financial income and financial expenses headings of the income statement, except for those on borrowings denominated in foreign currencies or other instruments used to hedge long-term equity investments in that same currency, which are included on the line "Accumulated translation adjustments" of 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.

E. BUSINESS COMBINATIONS

All business combinations have been recognized using the acquisition method since July 1, 2009 in accordance with standard IFRS 3 (revised) (Business Combinations), and according to IFRS 3 for acquisitions made before this date.

According to this method, the identifiable assets acquired and liabilities assumed are recognized at their fair value, notwithstanding the exceptions specified in IFRS 3R.

For all combinations formed after July 1, 2009, the extra costs associated with the acquisition are recognized in expenses.

Similarly, from July 1, 2009, any non-controlling interest in the acquiree (minority interest) can either be measured at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable assets acquired and liabilities assumed (IFRS 3 2004), or at its fair value (referred to as the "full goodwill" method). This option is available on a transaction-by-transaction basis.

The difference between the cost of acquisition of the shares and the fair value of the acquired share of identifiable assets and liabilities on the acquisition date is recognized in goodwill.

If the cost of an acquisition is less than the fair value of the net assets of the acquiree, the negative goodwill is recognized directly in profit and loss.

The goodwill analysis is finalized during the assessment period, i.e. 12 months from the takeover date.

Note 2. Accounting principles

The consolidated financial statements at June 30, 2010 are presented in thousands of euros, and reflect the financial position of the Company and its subsidiaries (hereafter referred to as "the group").

They have been prepared on the basis of historical costs, with the exception of the assets and liabilities discussed below, which are recognized at fair value.

A. PROPERTY, PLANT AND EQUIPMENT

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 fully-consolidated companies and under "Investments in associates" for companies accounted for using the equity method.

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

Badwill is recognized immediately in the income statement as a non-recurring item.

Other intangible assets

All separately identifiable brands 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 their costs can be identified.

Development costs for software used within the group 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 immediately recognized as expenses.

Monitoring of brand values

The main factors used to assess the indefinite nature of the useful life of the brands were their market positioning in terms of sales volume, brand awareness, and their expected long-term profitability.

These values are not amortized but undergo an annual impairment test, in accordance with IAS 36, which includes the monitoring of the indicators cited above.

Monitoring of goodwill values

The carrying amount of goodwill is tested for impairment at least once a year; all other intangible assets are tested when other events and conditions suggest that they are likely to have experienced a loss of value. An impairment loss is recognized when the recoverable amount of the intangible assets becomes less than their net carrying amount. Any impairment is allocated first to the goodwill allocated to the cash generating unit ("CGU"), and then as a reduction of the net carrying amount of each asset within the CGU.

The recoverable amount of intangible assets corresponds to the greater of the fair value less all related selling costs and their value in use. The value in use is calculated on the basis of the discounted projected cash flows of the cash generating unit ("CGU") to which the intangible assets tested belong.

Cash generating units are combinations of subsidiaries that belongs to the same business segment and that generate cash flows that are clearly distinct from those generated by other CGUs. The cash flows used to calculate values in use are taken from the CGUs' five-year strategic plans.

A 1% growth rate is used to extrapolate the predicted cash flows beyond the five-year period included in the strategic plans.

These cash flows are discounted using a pre-tax rate, on the basis of a weighted average cost of capital (WACC = 7%) calculated using the market data available for Bonduelle and its business segments. The WACC is calculated based on a target debt of 40% and a risk-free rate of 3.45% (10-year treasury bond).

The group uses the following operating segments to monitor its CGUs for the two geographical operating segments: European Area and Outside European Area.

For the European Area:

- canned and frozen vegetables;
- fresh vegetables.

For the Outside 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 the market value when the contract transfers to the group, in substance, most of the risks related to the ownership of the asset. The level of risk transferred is assessed by analyzing the terms of the contract. The financial liability arising from the acquisition of the asset is recorded in the consolidated 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. Useful lives are reviewed periodically, particularly in the case of decisions to move production sites.

- Buildings: 10 to 40 years
- Plant & equipment, office equipment: 5 to 15 years
- Other non-current assets: 3 to 10 years

Where circumstances or events indicate that the value of a fixed asset may have declined, the group examines the recoverable amount of the asset (or group of assets to which it belongs). The recoverable amount is the higher of the asset's fair value less disposal costs and its value in use. Value in use is estimated by discounting the expected future cash flows of the asset (or group of assets to which it belongs) within the conditions of use planned by the group. Impairment is recognized when the recoverable amount of a fixed asset falls below its net carrying amount.

C. FINANCIAL ASSETS

IAS 39 requires financial assets to be classified in one of the following four categories:

- financial assets at fair value through profit or loss (including derivative assets);
- loans and receivables;
- held-to-maturity assets;
- available-for-sale assets.

These categories are used to determine the accounting treatment applied to these assets

The classification is determined by the group on the day the asset is initially recognized, on the basis of the group's objective in acquiring the assets. All purchases and sales of financial assets are recorded on the transaction date, which is the date on which the group commits to the purchase or sale of the asset.

1. Financial assets at fair value through profit or loss

These consist of financial assets held by the group with a view to generating a short-term gain, or any financial assets voluntarily classified in this category. They are measured at their fair value, and all changes are recognized in the income statement. Classified under cash equivalents within the group's current assets, these financial instruments include 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 if there is any evidence of a loss of value. Impairment is recognized if the carrying amount is greater than the estimated 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 non-recourse basis. All risks are transferred 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 if there is any evidence of loss of value. Impairment is recognized if the carrying amount is greater than the estimated recoverable amount.

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

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 recorded under financial assets.

D. FINANCIAL LIABILITIES

Financial liabilities include

- bonds;
- accrued interest not yet due;
- outstandings on finance leases;
- borrowings and bank lines;
- derivative liabilities.

Financial liabilities are measured and recognized at their amortized cost using the effective interest rate method. They are recognized at the settlement date.

In accordance with IAS 39 regarding accounting policies for fair value hedging, bonds, which were swapped at the time they were issued, were marked to market. Changes in the fair value of the debt and the associated derivatives are recognized through profit or loss for the period.

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 hedged item are recognized through profit or loss for the same period;
- if the derivative is designated as a cash flow hedge, the change in the value of the effective portion of the derivative is recognized in equity. It is recognized through profit or loss when the hedged item is also recognized through profit or loss. A change in the value of the ineffective portion of the derivative is, however, recognized immediately through profit or loss;
- if the derivative is designated as a hedge of a net investment in foreign operations, the change in the fair value of the effective portion of the derivative is recognized directly through equity. Amounts recognized in this manner are taken to income only when the investment is sold. The ineffective portion is recognized immediately through profit or loss;
- changes in the fair value of derivatives that do not qualify for the use of hedge accounting are recognized directly through profit or loss for the period. They are listed as "Hedges not eligible for IFRS hedge accounting".

Derivatives are recognized at the transaction date.

IFRS 7.27A distinguishes three levels of methods for determining fair value:

- level 1: quoted prices on an active market for similar instruments with no adjustment;
- level 2: fair value determined based on data observable either directly (such as a price) or indirectly (calculated based on another price), but other than a quoted price on an active market as stated under level 1;
- level 3: fair value determined based on unobservable market data.

The method used by Bonduelle is level 2. Moreover, the market data used in the valuation models includes central bank fixings and data supplied by platforms such as Reuters.

F. INVENTORIES

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

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

The amount of impairment required to bring inventory to its net realizable value and all inventory losses are recognized as expenses for the period during which the impairment or loss occurred. The sum of any recoveries of inventory impairment resulting from an increase in the net realizable value is recognized as a reduction in the amount of inventories recognized in expenses in the period during which the recovery was made.

Intercompany margins are eliminated.

G. TREASURY STOCK

Bonduelle's 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 assets consist of all investments with original maturities equal to or less than three months and that can be disposed of immediately. These investments are measured at their market value.

The elements that make up cash and cash equivalents are cash in bank current accounts and units or shares in short-term money market funds.

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 corresponds to the current tax payable by each consolidated tax entity, adjusted for deferred taxes.

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

Moreover, SA Champiloire is head of the tax consolidation group composed of SAS Champignonnières des Roches, SA Champignonnières de la Vienne, SAS Champiland, SAS des Champignonnières Ganot and SAS Euromycel.

All current taxes in respect of the period are classified in current liabilities insofar as they have not been settled. Any overpayments of income taxes are classified among balance sheet assets as current receivables.

Deferred taxes are recognized on temporary differences between the carrying amounts of assets and liabilities and their value for tax purposes, with the exception of goodwill. Under the liability method, deferred taxes are calculated on the basis of the income tax rate expected for the 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 on the income statement, except those generated by items that are allocated directly to equity. In this case, the deferred taxes are also allocated to equity. This is the case in particular for deferred taxes on brands, when the expected tax rate has just been modified.

The 2010 Finance Act, adopted on December 30, 2009, abolished the *taxe professionnelle* (business tax) for French tax entities as of 2010, in favor of two new contributions:

- a tax based on property rental values under the current business tax (the *Cotisation Foncière des Entreprises* (CFE));
- a tax based on the added value resulting from the statutory accounts (the *Cotisation sur la Valeur Ajoutée des Entreprises* (CVAE). Further to this change, the group re-examined the accounting treatment of tax in France in relation to IFRS, taking into account the latest analysis factors available on the accounting treatment of taxes, in particular those supplied by the IFRIC and the CNC (*Conseil National de la Comptabilité*, the French national accounting standards board).

The Bonduelle Group considered that the tax change mentioned above effectively means the *taxe professionnelle* (business tax) being replaced by two new and distinct contributions:

- the CFE, the amount of which is based on property rental values and which may, where applicable, be subject to a ceiling set at a percentage of added value, presents significant similarities with the business tax and will therefore be recognized in the same way, under operating expenses within Current Operating Income;
- the CVAE, which according to the group's assessment meets the definition of income tax as stipulated by IAS 12, insofar as value added represents the intermediate level of net income systematically used as the tax base to calculate the amount due under the CVAE, according to French tax rules. Qualifying the CVAE as an income tax led the group to recognize deferred taxes at December 31, 2009 related to temporary differences existing on that date, with a corresponding net expense taken to the income statement for the financial year, given that the Finance Act was adopted in 2009. This deferred tax expense is recorded on the line "income tax".

Moreover, beginning in the 2010 financial year, the total amount of the current and deferred expense relative to the CVAE will be recorded on the same line.

The bases used to calculate deferred tax at December 31, 2009, related principally to depreciable non-current assets. Acquisitions of non-current assets made outside business combinations will, beginning in 2010, benefit from the exemption stipulated by IAS 12 for the initial recognition of an asset or a liability.

The qualification of the CVAE as an income tax had a negative impact on net income of 2.6 million euros, including a net deferred tax expense of 1.2 million euros.

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	Germany	Italy	Netherlands
Regime type	Termination benefits and long service awards	Retirement plans	Retirement benefits	Pension fund
Discount rate	4.50%	4.50%	4.50%	4.50%
Return on plan assets	4.00%	N/A	N/A	4.50%
Future salary increase	3.00%	1.75%	0.00%	2.50%
Retirement age	62 years	65 years	62 years	65 years

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

The same discount rate (4.50%) is used to calculate Bonduelle's obligations under the various plans. It was set in relation to the Bloomberg index (15-year AA Corporate eurozone). 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 accordance with IAS 19, "Employee Benefits", the projected unit credit method is used to calculate pension and other post-retirement benefits under the defined benefit plans, using assumptions about salary inflation, employee turnover, retirement age and life expectancy.

The corresponding actuarial liabilities are recognized either as contributions paid to insurance companies or in the form of provisions.

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, an obligation is recognized once its implementation has begun or a detailed plan has been drawn up that has, to a sufficiently clear extent, created a well-founded expectation on the part of the persons in question that the company will implement the restructuring.

M. REVENUE

Revenue is recognized when the essential part of the risks and benefits associated with the ownership of the goods have been transferred to the buyer.

Revenue is recognized net of any discounts or rebates accorded to clients and any costs related to co-marketing or referencing agreements, or concerning occasional promotional campaigns invoiced by distributors.

N. OTHER CURRENT OPERATING 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 badwill, 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 on the allocation date. The fair value of the options is calculated using the Black & Scholes optionpricing model, on the basis of assumptions determined by the Executive Management. This value is recognized in the income statement for the period during which employee's exercise rights become vested, 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 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.

To calculate diluted earnings per share, the weighted average number of shares is adjusted to reflect the impact of the conversion of any convertible instruments into common shares.

R. ASSETS AND LIABILITIES HELD FOR SALE AND OPERATIONS DISCONTINUED, SOLD OR IN THE PROCESS OF BEING SOLD

Assets and liabilities held for sale, i.e. immediately available for disposal and whose disposal is highly probable, are presented on separate lines of the consolidated balance sheet of the period during which the decision to sell was taken. 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 Executive Management and an active search for an acquirer has been initiated.

Assets held for sale are measured at the lower of their carrying amount or fair value, less any selling costs, and are no longer depreciated. Furthermore, net income and cash flow from discontinued operations or operations that have been sold or are in the process of being sold are presented respectively on a separate line of the income statement and the 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 items in the financial statements pertaining to prior years may have been modified to make it compliant with the accounting principles adopted for the most recent period presented. No significant reclassifications were made during the financial year.

Note 3. Management of financial risks

The group has established an organization that provides for centralized management of all of its liquidity, currency, interest rate and counterparty credit risks. The Finance Department has assigned the group Financing and Treasury Management responsibility for risk management, and provided it with all of the expertise and tools needed to participate in the various financial markets as effectively and safely as possible. The organization and procedures utilized are regularly reviewed by the Internal Audit Department and the statutory auditors. At meetings held regularly with the Chief Financial Offi cer and the Manager of Financing and Treasury, the group's Executive Management validates, on the basis of a report published monthly, the implementation of previously authorized management strategies.

In a rapidly changing global economic environment, characterized by market volatility and changes in financial techniques, the role of the group Treasury Department is to:

- ensure optimum and suffi cient funding to finance the development and growth of the group's activities; and
- identify, evaluate and hedge all financial risks in close collaboration with the operations teams.

The objective is to minimize, at the lowest possible cost, the impact of financial market fluctuations on the group's income statement, in order to reduce the capital allocation required to manage these financial risks.

The group prohibits the taking of speculative positions.

A. LIQUIDITY RISK

The group Finance Department is responsible for maintaining sufficient liquidity at all times. It accomplishes this by efficiently managing the group's cash balances and ensuring that the maturity and legal conditions of the financing obtained are appropriate. It arranges in particular confirmed lines of credit to maximize the flexibility of 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 2009-2010 73% of revenue and 48% of 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 and systematic foreign currency hedges, where the type of exposure means that it can be covered: Bonduelle therefore believes that its local exposure to currency fluctuations, after coverage, must remain slight.

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

Hedging policies for currency risk

The group seeks to hedge, on a budgeted annual basis, all risks relating to the activities of its subsidiaries denominated in a currency other than their functional currency and the risks relating to the net assets of some subsidiaries operating in countries whose functional currency is not the euro.

The group uses over-the-counter financial instruments only to hedge the financial risks generated by its production and sales activities. All hedges entered into must comply with the objectives and procedures established by the Bonduelle Group's Executive Management. These transactions are centralized within the group 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. The details of the portfolio as at June 30, 2010 are set out in Note 20.

2. Interest rate risk

The interest rate management policy is coordinated, controlled and handled centrally, with the aim of protecting future cash flows and reducing the volatility of financial expenses. The group uses various instruments available on the market, especially interest rate options and swaps. The details of the portfolio as at June 30, 2010 are set out in Note 20.

3. Credit risk

In light of the high credit quality of the group's principal counterparties and the wide dispersion of its customers throughout the world, especially in the 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.

4. Counterparty credit risk

In its dealings in financial assets in general and any cash balances, the group works only with highly-rated bank counterparties. Any cash surpluses are generally managed in short-term interest-bearing deposits.

5. Raw material 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, 2010, the group had equity of 477.2 million euros, on the basis of which the Management Board proposed a dividend of 1.50 euros per share.

Note 4. Change in the scope of consolidation

4.1 ACQUISITION OF FRANCE CHAMPIGNON

The Bonduelle Group acquired the France Champignon Group during the financial year from the investment fund Butler Capital Partners.

The France Champignon Group leads the European processed mushroom market with revenue of around 200 million euros.

France Champignon has a workforce of 1,500 employees and produces 130,000 metric tons of mushrooms in all forms (canned, fresh, pasteurized and dehydrated) and of all kinds (button mushrooms and wild mushrooms) in six plants.

After receiving the approval of the French and German competition authorities, Bonduelle took full effective control of the France Champignon Group on 03/31/2010.

The price paid is broken down as follows:

- cash and cash equivalents: 28,409 thousand euros;
- treasury stock: 9,470 thousand euros.

In accordance with the decision of the French Financial Markets Authority (AMF) of March 22, 2005, the conditions of the transaction including payment via the delivery of treasury stock were the subject of a report by an independent appraiser who verified the value of the stock and the value of the goods purchased and came to a conclusion on the fairness of the conversion parity.

The fair value and cash flows arising from the acquisition of France Champignon are the following:

	Carrying amount before acquisition 04/01/2010	Fair value of net assets acquired 04/01/2010
Non-current assets	67,801	61,729
Current assets	78,673	79,003
Non-current liabilities	21,585	32,863
Current liabilities	133,003	128,969
Total net assets (B)	(8,115)	(21,100)
Net position - minority interests (C)		7,349
Goodwill (A-B+C)		66,327
Acquisition cost (A)		37,879
Cash and cash equivalents		1,177
Treasury stock		9,470
Net cash withdrawn for the acquisition of France Champignon		27,232

The goodwill calculation is provisional as at 06/30/2010.

At 06/30/2010

The revenue amount since the acquisition date included in the consolidated financial statement of comprehensive income is 40 million euros. The operating income, meanwhile, is not significant.

4.2 ACQUISITION OF A KOLKHOZ IN THE UKRAINE

In Ukraine, the Maiak Kolkhoz, located in the Cherkassy region 120 miles south of Kiev in the Dniepr valley and leaseholder of some 1,500 hectares of farmland, was acquired on February 22, 2010, with a view to building a canned vegetable processing facility for products aimed at Eastern European markets.

Bonduelle is pursuing its expansion in Eastern Europe and the Ukrainian plant will work with local agricultural partners.

4.3 REORGANISATION OF LA CORBEILLE GROUP

- Merger of La Corbeille Industrie and Bonduelle Northern Europe;
- Disposal of La Corbeille SA, La Corbeille Conserven Picolo and La Corbeille Rijke Oogst.

These operations had no significant impact on the consolidated financial statements.

Note 5. Segment reporting

(in thousands of euros)	European Area	Outside European Area	Eliminations	Total at 06/30/2009
Income statement				
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)**
Current operating income	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**
o.w. Property, plant and equipment	*283,265*	*95,306*		***378,571***
o.w. Net investments in tangible and intangible assets	*57,217*	*10,574*		***67,791***
o.w. Goodwill	*75,741*	*39,654*		***115,395***
o.w. Brands	*28,215*	*1,975*		***30,190***
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**
o.w. Financial liabilities				***462,134***
Current liabilities	483,518	96,192		**579,710**
TOTAL CONSOLIDATED LIABILITIES	1,168,808	317,735		1,486,543

(in thousands of euros)	European Area	Outside European Area	Eliminations	Total at 06/30/2010
Income statement				
Revenue	1,178,176	384,959	(3,547)	**1,559,589**
Inter-segment sales	(3,547)	0	3,547	**0**
TOTAL	1,174,630	384,959	0	1,559,589
Depreciation, amortization and impairment	(53,312)	(11,776)		**(65,087)**
Current operating income	55,732	48,724		**104,457**
Operating income	53,106	48,724		**101,830**
Balance sheet				
Non-current assets	549,177	196,015		**745,192**
o.w. Property, plant and equipment	*334,971*	*135,581*		***470,552***
o.w. Net investments in tangible and intangible assets	*53,867*	*30,652*		***84,519***
o.w. Goodwill	*142,625*	*49,780*		***192,406***
o.w. Brands	*28,215*	*2,494*		***30,709***
Current assets	711,499	192,407		**903,905**
TOTAL CONSOLIDATED ASSETS	1,260,676	388,422		1,649,098
Equity				**477,187**
Non-current liabilities	404,862	138,358		**543,220**
o.w. Financial liabilities				***455,707***
Current liabilities	508,353	120,337		**628,690**
TOTAL CONSOLIDATED LIABILITIES	1,260,676	388,422		1,649,098

INFORMATION BY SEGMENT

(in thousands of euros)	Canned/Frozen	Fresh	Other	Total at 06/30/2009
Income statement				
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**

(in thousands of euros)	Canned/Frozen	Fresh	Other	Total at 06/30/2010
Income statement				
Revenue - excluding intercompany	1,214,631	344,958		**1,559,589**
TOTAL	1,214,631	344,958		1,559,589
Balance sheet				
Goodwill	118,603	72,940	863	**192,406**
Brands	30,709			**30,709**

Information by geographical region	At 06/30/2009		At 06/30/2010	
France	549,452	36%	554,837	36%
North America	229,009	15%	274,582	18%
Italy	174,883	11%	180,198	12%
Germany	166,428	11%	182,407	12%
Benelux countries	101,325	7%	108,812	7%
Eastern Europe (1)	116,105	7%	84,300	5%
Iberian peninsula	91,198	6%	76,923	5%
Central Europe (2)	71,248	5%	69,681	4%
Other	24,299	1%	27,849	2%
TOTAL REVENUE	1,523,948	100%	1,559,589	100%

(1) Russia + CIS countries.
(2) Eastern Bloc countries now in the EU.

Note 6. Purchases and external charges

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Purchases of goods and other supplies	(756,586)	(674,774)
Production in inventory	93,716	(23,978)
Changes in inventories of goods and other supplies	24,286	(14,543)
Other external charges	(401,414)	(375,979)
TOTAL PURCHASES AND EXTERNAL CHARGES	(1,039,997)	(1,089,274)

Note 7. Salaries and workforce

(in thousands of euros and number of employees)	At 06/30/2009	At 06/30/2010
Personnel costs for consolidated companies	301,415	295,806
Average annual workforce	8,386	8,578
Employees with long-term employment contracts	6,532	7,437

Note 8. Other operating income and expenses

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Operating services	6,598	5,163
Recoveries of provisions and impairment	9,438	18,648
Other operating income	29,558	21,111
TOTAL OTHER OPERATING INCOME	45,594	44,922

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Taxes and duties	(24,981)	(20,740)
Provisions and impairment	(26,226)	(18,982)
Other operating expenses	(7,967)	(9,509)
TOTAL OTHER OPERATING EXPENSES	(59,175)	(49,231)

Note 9. Non-recurring items

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Badwill	3,715	
Impact of valuing inventories at fair value on the acquisition date	(1,233)	
Reorganization and restructuring costs	(6,354)	(2,626)
Insurance settlements (net)	1,434	
TOTAL NON-RECURRING ITEMS	(2,438)	(2,626)

Note 10. Net financial expense

The net financial expense at June 30, 2010 came to -17.8 million euros, compared with -60.8 million euros one year earlier.

(in thousands of euros)		At 06/30/2009	At 06/30/2010
Cost of net financial debt	**A**	**(26,984)**	**(20,884)**
Cash and cash equivalents		701	692
Interest expense (at effective interest rate)		(27,244)	(22,185)
Gains and losses on liabilities covered by fair value hedges		(6,801)	(9,101)
Gains and losses on fair value hedging derivatives		6,360	9,711
Other financial income and expenses	**B**	**(33,788)**	**3,045**
Foreign exchange gain (loss)		(8,725)	2,164
Ineffective portion of cash flow hedges		(1,341)	(191)
Net gain (loss) on derivatives ineligible for hedge accounting (foreign currency & interest rate risk)		(23,002)	1,265
Other financial expenses		(720)	(193)
NET FINANCIAL EXPENSE	A+B	(60,772)	(17,839)

This net financial expense is composed mainly of the cost of net financial debt. This stands at -21 million euros, compared with -27 million euros at the end of the previous financial year, representing a fall of 6 million euros.

This reduction is mainly the result of a favorable rate effect: part of the group's debt is at variable rate, which allowed it to benefit from attractive refinancing conditions in a weak interest rate environment.

This rate effect is partially offset by an increase in the average outstanding debt, particularly in the last quarter, when France Champignon was acquired.

Finally, whereas the group reported a total cost of debt of 4.82% in June 2009, this rate now stands at 3.31%.

Although they weighed heavily upon the net financial income/loss of the previous financial year, changes in the value of financial instruments had virtually no impact as at June 30 of this year.

The foreign exchange income totals +3.3 million euros and is made up of foreign exchange gains and losses (+2.2 million euros) and gains and losses on derivatives ineligible for hedge accounting (+1.1 million euros). The total of these gains and losses on ineligible derivatives, including both rates and foreign exchange, comes to +1.3 million euros.

This income of +3.3 million euros is composed mainly of gains related to the group's local-currency financing of its subsidiaries in countries whose foreign exchange and interest rates sometimes fluctuate in an erratic fashion and where the refinancing terms are more complex (Russia in particular).

As required by IFRS 7, the group performed sensitivity analyses to measure its exposure to material changes in interest and foreign exchange rates.

The scope of the interest rate sensitivity analyses included all financial instruments, both debt and derivatives. The analyses were made assuming a uniform shift of +/- 50 bp in all yield curve maturities at the 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

	Change in interest rates			
	+50 bp		-50 bp	
(in thousands of euros)	Equity effect	Income effect	Equity effect	Income effect
Interest on debt		(3,386)		3,386
Mark-to-market valuation of debt		2,633		(2,697)
DEBT	**0**	**(754)**	**0**	**689**
Financial income from interest rate derivatives		1,485		(1,485)
Mark-to-market valuation of interest rate derivatives	3,760	(1,671)	(3,810)	1,643
Interest rate derivatives	**3,760**	**(186)**	**(3,810)**	**157**
TOTAL	3,760	(939)	(3,810)	847

The same valuation methods used to measure interest rate sensitivity (information systems and valuation platforms, etc.) are used to measure the group's exposure to changes in the currencies it uses for business and financing purposes (USD, HUF, CAD, RUB, PLN, etc.). The scope includes all balance sheet liabilities and receivables, those portions of trade-related flows expected to be generated during the period hedged, and all derivative instruments used to hedge foreign currency exposures.

In accordance with IFRS 7 §23, 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. In the case of longer assets or liabilities, hedges can extend beyond one year, though they must not exceed the present limit of six years. In this specific case, the flows (intermediate and final) of hedging instruments run concurrently to the flows of the underlying hedged instruments and their impacts are offset in the income statement every quarter or half-year period according to the defined flow exchange schedules.

ANALYSIS OF SENSITIVITY TO CHANGES IN EXCHANGE RATES (EXCLUDING SUBSIDIARIES NET EQUITY)

	Change in exchange rates			
	+5% change in the euro against currency		-5% change in the euro against currency	
(in thousands of euros)	Equity effect	Income effect	Equity effect	Income effect
HUF/EUR	99	54	(109)	(106)
RUB/EUR	(56)	(173)	64	158
PLN/EUR	19	(1)	(21)	(9)
USD/CAD	10	0	(10)	0
Other	(14)	(34)	11	25
TOTAL	58	(154)	(65)	68

Note 11. Income tax

1) ANALYSIS OF NET INCOME TAX EXPENSE

Total income tax expenses are analyzed in the following manner:

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Average tax rate	30.04%	30.66%

2) RECONCILIATION OF INCOME TAX AND INCOME BEFORE TAX

(in thousands of euros)	At 06/30/2009	%	At 06/30/2010	%
Net income - group share	26,552		58,343	
Minority interests	96		(633)	
Net income from associates	(300)		(528)	
Income tax expense	11,574		25,754	
INCOME BEFORE TAX	38,522		83,991	
Theoretical tax expense	**13,263**	**34.4%**	**28,918**	**34.4%**
Reconciliation:				
Permanent differences	(318)	(0.8)%	(1,587)	(1.9)%
Difference in tax rates (outside of France)	(4,299)	(11.2)%	(3,519)	(4.2)%
Impact of tax loss carryforwards and other	2,927	7.6%	1,941	2.3%
ACTUAL INCOME TAX EXPENSE	11,573	30.0%	25,754	30.7%

3) DEFERRED TAXES

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Provisions and non-current assets	2,142	32
Margin in inventory	1,368	1,757
Tax loss carryforwards [(1)]	5,613	5,842
Accelerated depreciation and regulated provisions	(20,452)	(26,964)
Other	(4,638)	4,608
NET DEFERRED TAX ASSETS	(15,968)	(14,725)

(1) Due to income-generating prospect for the companies concerned.

The tax loss carryforwards for which no deferred tax asset has been recorded amounted to 131.3 million euros at June 30, 2010, compared with 52.6 million euros at June 30, 2009. This change is due mainly to the acquisition of the France Champignon Group.

CHANGE IN NET DEFERRED TAX ASSETS

(in thousands of euros)	At 06/30/2009	At 06/30/2010
OPENING	(18,311)	(15,968)
Translation adjustments	885	(5,854)
Acquisition and disposals of subsidiaries	(3,148)	4,297
Taxes recognized in the income statement	2,720	1,552
Taxes recognized directly through equity	1,885	1,248
CLOSING	(15,968)	(14,725)

Note 12. Earnings per share

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Net income - group share	**26,552**	**58,343**
Number of shares used to calculate:		
• basic earnings per share	7,609,047	7,763,921
• diluted earnings per share	7,609,047	7,763,921
EARNINGS PER SHARE (in euros)		
• basic	**3.49**	**7.51**
• diluted	**3.49**	**7.51**

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

At June 30, 2010, the share capital of BSCA was comprised of 8 million shares with a par value of 7 euros per share.

Note 13. Other intangible assets

Analysis of changes in gross carrying amount and impairment:

(in thousands of euros)	At 06/30/2008	Acquisition or charge	Sale, disposal or recovery	Other [(1)]	At 06/30/2009
Gross carrying amount					
Trademarks, patents and licenses	32,150	277	(48)	(95)	32,284
Software	37,061	421	0	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
Amortization and impairment					
Trademarks, patents and licenses	1,766	90	(48)	(46)	1,762
Software	24,427	5,122	0	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

(in thousands of euros)	At 06/30/2009	Acquisition or charge	Sale, disposal or recovery	Other [(2)]	At 06/30/2010
Gross carrying amount					
Trademarks, patents and licenses [(3)]	32,284	223		1,173	33,681
Software	39,633	61	(12)	6,974	46,657
Other	1,162	2,144		878	4,183
Intangible assets under construction	874	1,925	(4)	(2,121)	674
	73,953	4,352	(16)	6,905	85,195
Amortization and impairment					
Trademarks, patents and licenses	1,762	232	0	61	2,055
Software	29,639	4,531	(12)	3,828	37,986
Other	312	338	0	366	1,016
	31,713	5,101	(12)	4,255	41,057
Net carrying amount					
Trademarks, patents and licenses	30,522				31,626
Software	9,995				8,670
Other	850				3,168
Intangible assets under construction	874				674
	42,241				44,138

(1) Change in scope, translation adjustments and transfers between lines.
(2) Change in scope, translation adjustments and transfers between lines:
- *including Maiak for 2,007 thousand euros in gross carrying amount;*
- *including the France Champignon Group for 5,617 thousand euros in gross carrying amount and 1,224 thousand euros in amortization.*

(3) Carrying amounts of trademarks are as follows: Cassegrain (20,215), Salto (7,000), Arctic Gardens (2,494) and Frudesa (1,000).

Note 14. Goodwill

Analysis of changes in goodwill:

(in thousands of euros)	At 06/30/2008	Acquisition or charge [1]	Sale, disposal or recovery	Other [2]	At 06/30/2009
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

	At 06/30/2009	Acquisition or charge [3]	Sale, disposal or recovery	Other [2]	At 06/30/2010
GROSS CARRYING AMOUNT	115,395	66,327	0	10,684	192,406
Impairment	0	0	0	0	0
NET CARRYING AMOUNT	115,395	66,327	0	10,684	192,406

(1) Goodwill increased for Kuban (9,821 thousand euros) and FTF/Omstead (5,875 thousand euros).
(2) Translation adjustments.
(3) Increase corresponds to the temporary goodwill for the purchase of the France Champignon Group for 66,327 thousand euros.

Note 15. Property, plant and equipment

Analysis of changes in gross carrying amounts and impairment:

(in thousands of euros)	At 06/30/2008	Acquisition or charge	Sale, disposal or recovery	Other [1]	At 06/30/2009
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
Depreciation					
Land	6,124	466	(16)	(19)	6,555
Buildings	173,986	13,761	(1,276)	5,338	191,810
Industrial plant, tools and equipment	403,481	39,138	(11,380)	(1,611)	429,628
Other	30,304	4,947	(2,771)	912	33,393
Property, plant and equipment under construction	89	0	(89)	0	0
	613,984	58,313	(15,531)	4,620	661,386
Impairment					
Buildings		1,772			1,772
Industrial plant, tools and equipment	641	1,880	(174)		2,347
	641	3,652	(174)	0	4,119
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

(in thousands of euros)	At 06/30/2009	Acquisition or charge	Sale, disposal or recovery	Other [2]	At 06/30/2010
Gross carrying amount					
Land	44,297	3,718	(1,172)	6,130	52,974
Buildings	309,583	5,489	(1,698)	63,389	376,763
Industrial plant, tools and equipment	621,022	24,838	(27,811)	115,352	733,401
Other	45,312	3,231	(3,781)	11,620	56,382
Property, plant and equipment under construction	23,862	53,112	(295)	(18,072)	58,608
	1,044,076	90,388	(34,756)	178,419	1,278,127
Depreciation					
Land	6,555	545	(666)	2,875	9,308
Buildings	191,810	13,919	(954)	24,209	228,984
Industrial plant, tools and equipment	429,628	42,170	(21,907)	55,380	505,271
Other	33,393	4,529	(2,579)	8,207	43,550
Property, plant and equipment under construction	0				0
	661,386	61,163	(26,106)	90,671	787,113
Impairment					
Land			(20)	480	460
Buildings	1,772		(518)	3,376	4,631
Industrial plant, tools and equipment	2,347		(550)	9,723	11,520
Other				191	191
Property, plant and equipment under construction		452	(125)	3,333	3,660
	4,119	452	(1,212)	17,103	20,462
Net carrying amount					
Land	37,742				43,205
Buildings	116,001				143,148
Industrial plant, tools and equipment	189,047				216,610
Other	11,919				12,641
Property, plant and equipment under construction	23,862				54,948
	378,571				470,552

(1) including La Corbeille (entry into the consolidation scope) with gross carrying amount of 62,861 thousand euros and 39,537 thousand euros in depreciation, including translation adjustments of -19,347 thousand euros to gross carrying amount and 9,489 thousand euros in depreciation, including Gelagri (disposal) with gross carrying amount of -37,410 thousand euros and +23,568 thousand euros in depreciation. The rest consists mainly of transfers between lines.

(2) including the France Champignon Group (entry into the consolidation scope) with gross carrying amount of 151,871 thousand euros and 95,488 thousand euros in depreciation and impairment, including translation adjustments of 47,370 thousand euros in gross carrying amount and -22,325 thousand euros in depreciation, including the disposal of La Corbeille SA for a gross carrying amount of -8,387 thousand euros and +2,109 thousand euros in depreciation, including the disposal of La Corbeille Picolo for a gross carrying amount of -12,731 thousand euros and +7,539 thousand euros in depreciation. The rest consists mainly of transfers between lines.
The gross and net carrying amount of assets acquired or refinanced under finance leases totaled 59.3 and 13.8 million euros respectively at June 30, 2010 compared to 57.8 and 12.7 million euros respectively at June 30, 2009.

Note 16. Presentation of financial assets and liabilities by category

AT 06/30/2009

(in thousands of euros)	Carrying amount	Fair value	Financial assets within the scope of application of IAS 39 on financial instruments: Loans & receivables	Fair value through equity	Fair value through profit or loss	Assets excluded from the scope of application of IAS 39 on financial instruments
Non-current assets						
Other non-current financial assets	**12,051**	**12,051**	**3,140**	**1,160**	**7,750**	
Participating interests	250	250	250			
Derivative financial 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			
Prepaid expenses	0	0				
Current assets						
Trade & 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			
Prepaid expenses	5,248	5,248				5,248
Other assets	9	9	9			
Derivative financial instruments	**5,344**	**5,344**		**1,395**	**3,949**	
Cash and cash equivalents	**62,676**	**62,676**	**62,676**			

(in thousands of euros)	Carrying amount	Fair value	Financial liabilities within the scope of application of IAS 39 on financial instruments: Amortized cost	Fair value through equity	Fair value through profit or loss	Liabilities excluded from the scope of application of IAS 39 on financial instruments
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 financial 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
Miscellaneous debts	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)	
Current derivative financial instruments	20,971	20,971		4,307	16,664	
Other current liabilities	**2,842**					**2,842**
Prepaid income and other accrual accounts	2,842					2,842

AT 06/30/2010

(in thousands of euros)	Carrying amount	Fair value	Financial assets within the scope of application of IAS 39 on financial instruments			Assets excluded from the scope of application of IAS 39 on financial instruments
			Loans & receivables	Fair value through equity	Fair value through profit or loss	
Non-current assets						
Other non-current financial assets	**14,018**	**14,018**	**4,418**	**15**	**9,585**	
Participating interests	371	371	371			
Derivative financial instruments	9,601	9,601		**15**	**9,585**	
Other non-current financial assets	4,047	4,047	4,047			
Other non-current assets	**366**	**366**	**366**			
Other non-current receivables	366	366	366			
Prepaid expenses	0	0				
Current assets						
Trade & other accounts receivables	**340,484**	**340,484**	**340,484**			
Other current assets	**5,842**	**5,842**	**495**			**5,346**
Non-consolidated loans and receivables	486	486	486			
Prepaid expenses	5,346	5,346				5,346
Other assets	9	9	9			
Derivative financial instruments	**7,609**	**7,609**		**2,602**	**5,008**	
Cash and cash equivalents	**27,702**	**27,702**	**27,702**			

(in thousands of euros)	Carrying amount	Fair value	Financial liabilities within the scope of application of IAS 39 on financial instruments			Liabilities excluded from the scope of application of IAS 39 on financial instruments
			Amortized cost	Fair value through equity	Fair value through profit or loss	
Non-current liabilities						
Financial liabilities	**455,707**	**461,723**	**425,081**	**9,941**	**20,685**	
Debt excluding derivatives	433,227	439,243	425,081		8,146	
Derivative financial instruments	22,481	22,481		9,941	12,539	
Other non-current liabilities	**14,439**	**14,439**	**427**			**14,012**
Investment grants	14,012	14,012				14,012
Miscellaneous debts	427	427	427			
Current liabilities						
Trade and other accounts payable	**473,298**	**473,298**	**473,298**			
Current financial liabilities	**145,307**	**146,777**	**128,703**	**1,505**	**15,099**	
Debt excluding derivatives	129,954	131,424	128,703		1,251	
Current derivative financial instruments	15,353	15,353		1,505	13,848	
Other current liabilities	**3,788**					**3,788**
Prepaid income and other accrual accounts	3,788					3,788

Note 17. Other non-current financial assets

Analysis of changes in gross carrying amounts and impairment:

(in thousands of euros)	At 06/30/2008	Acquisition or charge	Sale or recovery	Other [1]	At 06/30/2009
Gross carrying amount [3]					
Participating interests [2]	239	25		(7)	256
Derivative financial 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		(7)	251
Derivative financial instruments	8,135	775			8,910
Other non-current financial assets	2,288	977	(453)	76	2,890
	10,657	1,777	(453)	69	12,051

	At 06/30/2009	Acquisition or charge	Sale or recovery	Other [4]	At 06/30/2010
Gross carrying amount					
Participating interests [2]	256	92		1,248	1,596
Derivative financial instruments	8,910	690			9,601
Other non-current financial assets	3,045	1,017	(926)	1,103	4,238
	12,211	1,799	(926)	2,351	15,436
Impairment					
Participating interests [2]	5			1,220	1,225
Other non-current financial assets	155			37	192
	160	0	0	1,258	1,418
Net carrying amount					
Participating interests [2]	251	92		28	371
Derivative financial instruments	8,910	690			9,601
Other non-current financial assets	2,890	1,017	(926)	1,065	4,046
	12,051	1,799	(926)	1,093	14,018

(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.
(4) The amounts in "other" correspond mainly to the entry of the France Champignon Group.

Note 18. Inventories and work-in-progress

(in thousands of euros)	Gross carrying amount	Provisions	Net carrying amount at 06/30/2009	Gross carrying amount	Provisions	Net carrying amount at 06/30/2010
Materials and packaging	121,805	(1,692)	**120,113**	127,968	(3,595)	**124,372**
Finished goods	403,695	(13,483)	**390,213**	408,570	(17,269)	**391,302**
	525,500	(15,174)	510,326	536,538	(20,864)	515,674

ANALYSIS OF PROVISIONS FOR IMPAIRMENT OF INVENTORIES AND WORK-IN-PROGRESS

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Materials and packaging		
Opening balance	(1,125)	(1,692)
Additions	(1,011)	(1,025)
Recoveries	333	894
Translation adjustments and other	112	(1,773)*
CLOSING BALANCE	(1,692)	(3,595)
Finished goods		
Opening balance	(10,307)	(13,483)
Additions	(5,176)	(4,390)
Recoveries	1,224	3,433
Translation adjustments and other	777	(2,829)*
CLOSING BALANCE	(13,483)	(17,269)

* *At June 30, 2010, translation adjustments and other mainly includes the entry of the France Champignon Group.*

Note 19. Trade and other accounts receivable

Analysis of trade and other accounts receivable:

(in thousands of euros)	Gross carrying amount	Provisions	Net carrying amount at 06/30/2009	Gross carrying amount	Provisions	Net carrying amount at 06/30/2010
Trade accounts receivable	222,813	(9,987)	**212,827**	252,398	(10,653)	**241,745**
Tax and social security receivables	39,705	0	**39,705**	49,858	0	**49,858**
Other receivables	68,684	(668)	**68,015**	49,455	(574)	**48,882**
TOTAL TRADE AND OTHER ACCOUNTS RECEIVABLE	331,202	(10,655)	320,547	351,711	(11,227)	340,484

CHANGE IN IMPAIRMENT OF TRADE AND OTHER ACCOUNTS RECEIVABLE

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Trade accounts receivable		
Opening balance	(4,599)	(9,987)
Additions	(8,212)	(4,678)
Recoveries	3,130	6,562
Translation adjustments and other (1)	(305)	(2,550)
CLOSING BALANCE	(9,987)	(10,653)
Other receivables		
Opening balance	(2,086)	(668)
Additions	(149)	(154)
Recoveries	1,543	305
Translation adjustments and other (2)	24	(57)
CLOSING BALANCE	(668)	(574)

(1) At June 30, 2009: including 1,154 thousand euros on the new consolidation of La Corbeille. The balance represents translation adjustments.
At June 30, 2010: including -1,998 thousand euros for the entry of the France Champignon Group. The balance represents translation adjustments.
(2) At June 30, 2010: including -49 thousand euros for the entry of the France Champignon Group. The balance represents translation adjustments.

MATURITY ANALYSIS OF TRADE AND OTHER ACCOUNTS RECEIVABLE

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Not yet due	156,762	197,368
Past due		
• less than 30 days	36,763	32,440
• between 30 and 90 days	16,672	9,268
• over 90 days	2,629	2,669
TOTAL TRADE AND OTHER ACCOUNTS RECEIVABLE	212,827	241,745

Note 20. Derivative financial instruments

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.

MAIN TRANSACTIONS COMPLETED DURING THE YEAR

In 2010, the group readjusted the intra-group financing covering the needs of some of its subsidiaries situated outside of the Eurozone (Canada and Russia). The restructuring of this intra-group financing in CAD and RUB has been the subject of full and systematic hedging of the foreign exchange risk, so that changes in the underlying value (loan/intra-group borrowings in currencies) are fully offset by changes in inverse values of the hedging item. Typically, cross currency swaps are used for this hedging.

These cross currency swaps also encompass an interest rate component in the hedging. When it involves hedging changes in the value of future cash flows by freezing them using a fixed rate, this hedging is eligible for cash flow hedge treatment; changes in value are then recorded in equity, then recycled in profit and loss as and when hedged flows occur.

INTEREST RATE DERIVATIVES

Fair value hedges

The group 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 under IAS 39. The underlying debt and 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 swap contracts. As the effectiveness of the hedging relationship has been validated using prospective tests, all changes in fair value of these instruments are booked directly to equity.

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, or caps, that protect it against any significant rise in the interest rates. 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 US dollars (outstanding principal balance of 60 million dollars at June 30, 2010). Therefore, the group is exposed to changes in the value of this debt produced by changes in the euro/dollar exchange rate. Derivative instruments, forward currency options and cross currency swaps, qualifying for hedge accounting under IAS 39, have been introduced to hedge 100% of the residual par value of this risk.

Cash flow hedges

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 US dollar, Canadian dollar, Hungarian forint, Russian ruble and Polish zloty. The group publishes its financial statements in euros, and changes in the value of these currencies against the euro may impact consolidated net income. To limit the sensitivity of its earnings to changes in exchange rates, the group introduces cash flow hedges using foreign currency forwards and options.

Furthermore, the cross currency swap introduced to hedge the 150 million US 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 -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. Therefore, like last year, Bonduelle recognized 876 thousand euros in charges in June.

Hedges ineligible for hedge accounting under IFRS

Some of the derivatives introduced by the group to hedge future cash flows do not qualify for hedge accounting under IAS 39. These consist mainly of out-of-the-money options.

DERIVATIVES AT JUNE 30, 2009

(in thousands of euros)	Notional amount	Market value		Carrying amount	
		Asset	Liability	Asset	Liability
Interest rate derivatives (A)					
Cash flow hedges	250,000	583	4,182	583	4,182
Fair value hedges (swaps)	163,676	9,700	-	9,700	-
Hedges ineligible for hedge accounting under IFRS	200,000	451	5,062	451	5,062
including forward contracts: Basis swaps	*200,000*	-	*837*	-	*837*
including options: Caps	*275,000*	*451*	-	*451*	-
including options: Floors	*(275,000)*	-	*4,226*	-	*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
including forward contracts	*187,003*	*1,818*	*6,029*	*1,818*	*6,029*
including options	*9,865*	*155*	*30*	*155*	*30*
Fair value hedges (forward contracts)	63,676	-	27,782	-	27,782
Hedges ineligible for hedge accounting under IFRS	90,095	1,548	2,375	1,548	2,375
including forward contracts	*85,372*	*1,541*	*2,147*	*1,541*	*2,147*
including 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**

DERIVATIVES AT JUNE 30, 2010

(in thousands of euros)	Notional amount	Market value Asset	Market value Liability	Carrying amount Asset	Carrying amount Liability
Interest rate derivatives (A)					
Cash flow hedges	384,732	15	9,065	15	9,065
Fair value hedges (swaps)	199,637	11,371	122	11,371	122
Hedges ineligible for hedge accounting under IFRS	98,610	42	5,345	42	5,345
including forward contracts: Basis swaps	*75,000*	-	*1,167*	-	*1,167*
including options: Caps	*150,000*	*42*	-	*42*	-
including options: Floors	*(126,390)*	-	*4,178*	-	*4,178*
Current portion				**2,041**	**5,468**
Non-current portion				**9,388**	**9,065**
Foreign currency derivatives (B)					
Cash flow hedges	123,311	2,602	2,381	2,602	2,381
including forward contracts	*109,396*	*2,600*	*2,307*	*2,600*	*2,307*
including options	*13,914*	*1*	*74*	*1*	*74*
Fair value hedges (forward contracts)	177,216	528	18,802	528	18,802
Hedges ineligible for hedge accounting under IFRS	85,088	2,314	2,230	2,314	2,230
including forward contracts	*74,947*	*2,307*	*1,427*	*2,307*	*1,427*
including options	*10,142*	*7*	*803*	*7*	*803*
Current portion				**5,569**	**9,885**
Non-current portion				**213**	**13,415**
TOTAL DERIVATIVES (A+B)					
Current portion		**7,609**	**15,353**	**7,609**	**15,353**
Non-current portion		**9,601**	**22,481**	**9,601**	**22,481**

GROUP'S NET CURRENCY POSITION AT LESS THAN ONE YEAR* (EXCLUDING EXPOSURE ON SUBSIDIARIES' NET EQUITY)

			06/30/2009		
(in thousands of euros)	USD/EUR	HUF/EUR	USD/CAD	RUB/EUR	Other
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)

			06/30/2010		
(in thousands of euros)	HUF/EUR	USD/CAD	RUB/EUR	PLN/EUR	Other
Net position before hedging	25,566	(29,092)	(11,907)	3,548	12,982
Net position after hedging	(690)	-	(1,421)	(524)	(604)

* *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

1a. At June 30, 2009

(in thousands of euros)	Par value	< 6 months	< 1 year	1 to 5 years	> 5 years	Total
Bonds	193,793	0	23,036	86,702	60,869	**170,606**
OBSAAR (see 2.)	290,000	0	0	280,778	0	**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	0	**28,704**
Other borrowings and financial liabilities	2,880	330	330	2,220	0	**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	**0**		**0**	**0**	**0**	**0**
Cash	**62,676**	**62,676**	**0**	**0**	**0**	**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
Total net debt before derivatives		**17,856**	**25,512**	**375,048**	**62,967**	**481,384**

1b. At June 30, 2010

(in thousands of euros)	Par value	< 6 months	< 1 year	1 to 5 years	> 5 years	Total
Bonds	163,173	0	25,564	88,786	42,148	**156,499**
OBSAAR (see 2.)	290,000	0	0	282,773	0	**282,773**
Finance leases	9,467	333	333	6,370	2,430	**9,467**
Other bank borrowings	34,724	27,744	589	6,391	0	**34,724**
Other borrowings and financial liabilities	4,801	236	236	4,330	0	**4,801**
Accrued interest	3,423	3,423				**3,423**
Current bank lines	71,494	71,494				**71,494**
Total gross debt before derivatives	**577,082**	**103,230**	**26,721**	**388,651**	**44,579**	**563,181**
Derivatives – Liabilities		**1,862**	**13,491**	**19,979**	**2,502**	**37,833**
Total gross debt after fair value of derivatives		**105,092**	**40,212**	**408,629**	**47,080**	**601,014**
Derivatives – Assets		**4,026**	**3,584**	**6,667**	**2,934**	**17,210**
Marketable securities	**0**		**0**	**0**	**0**	**0**
Cash	**27,702**	**27,702**	**0**	**0**	**0**	**27,702**
Total cash and cash equivalents	**27,702**	**31,728**	**3,584**	**6,667**	**2,934**	**44,912**
TOTAL NET DEBT		73,364	36,629	401,963	44,146	556,102
Total net debt before derivatives		**75,528**	**26,721**	**388,651**	**44,579**	**535,479**

2. ANALYSIS OF OBSAAR BONDS BY COMPONENT

(in thousands of euros)	06/30/2009	06/30/2010
Option portion recognized in equity *	**8,680**	**8,680**
• including OBSAAR 2007	5,475	5,475
• including OBSAAR 2009	3,205	3,205
Borrowings and financial liabilities	**280,778**	**282,773**
• including OBSAAR 2007	145,353	146,420
• including OBSAAR 2009	135,425	136,353

* *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 euros = 5,475 thousand euros;
• OBSAAR 2009: 699,999 BSAAR at 4.58 euros = 3,205 thousand euros.

3. ANALYSIS OF NET FINANCIAL DEBT BY INTEREST RATE BEFORE DERIVATIVESS

(in thousands of euros)	06/30/2009	06/30/2010
Net financial debt before derivatives	**481,384**	**535,479**
Before interest rate hedging		
• Fixed rate	214,524	208,913
• Floating rate	266,860	326,566
After interest rate hedging		
• Fixed rate	243,918	282,415
• Floating rate	237,466	253,064
Including capped floating rate	*275,000*	*200,000*

4. ANALYSIS OF NET FINANCIAL DEBT BY FOREIGN CURRENCY BEFORE DERIVATIVES

(-) = cash balance	06/30/2009	06/30/2010
EUR	482,329	321,680
USD	5,199	5,525
CAD	(11,584)	129,817
HUF	(646)	39,883
RUB	0	31,346
Other	6,086	7,228
TOTAL	481,384	535,479

5. GROSS DEBT *

(in thousands of euros)	06/30/2009	06/30/2010
Opening balance	**528,145**	**589,520**
New debt	140,350	9,215
Repayment, decreases	(120,172)	(99,533)
Changes in scope	23,264	72,280
Changes in fair value	19,931	14,549
Translation adjustments	(1,998)	14,983
CLOSING BALANCE	589,520	601,014

* *Including derivatives.*

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

		At 06/30/2009	
(in thousands of euros)	Par 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
Including debt covered by fair value hedges		**178,811**	**172,734**
Including debt covered by cash flow hedges		**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 par value.

(in thousands of euros)	At 06/30/2010 Par value	Market value	Carrying amount
Liabilities			
Debt			
Bonds	163,173	163,985	156,499
OBSAAR	290,000	282,773	282,773
Bank borrowings	44,190	44,190	44,190
Other borrowings and financial liabilities	4,801	4,801	4,801
Accrued interest	3,423	3,423	3,423
Current bank lines	71,494	71,494	71,494
TOTAL	**577,082**	**570,667**	**563,181**
Including debt covered by fair value hedges		**163,985**	**156,499**
Including debt covered by cash flow hedges		**273,034**	**273,034**
Assets			
Marketable securities	-	-	-
Cash	27,702	27,702	27,702
TOTAL	**27,702**	**27,702**	**27,702**

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

7. ANALYSIS OF BOND ISSUES

	Maturity	Notional amount	Currency	< 1 year Par value	Interest *	1 to 5 years Par value	Interest *	> 5 years Par value	Interest *	Total Par value	Interest *
Public issues		-									
Private placements	2012	90,000	USD	30,000	5,118	30,000	2,559	-	-	60,000	7,677
	2016	25,000	EUR	-	1,258	15,000	3,898	10,000	503	25,000	5,659
	2017	75,000	EUR	-	3,113	45,000	10,583	30,000	1,868	75,000	15,563
OBSAAR 2007	2013	150,000	EUR	-	657	150,000	1,359	-	-	150,000	2,016
OBSAAR 2009	2014	140,000	EUR	-	2,034	140,000	5,718	-	-	140,000	7,753

* *Amounts expressed in the issue currency, before interest rate hedging; floating rate interest is calculated with reference to the Euribor rate of June 30, 2010.*

These issues are subject to financial covenants, including an early 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.

These covenants are calculated half yearly. At June 30, 2010, the group complied with these covenants.

8. LIQUIDITY

At June 30, 2010, the group had several confirmed bank lines with maturities of over two years.

The amount of these confirmed bank lines totaled 220 million euros (187 million euros at June 30, 2009), and 27 million euros had been drawn at June 30, 2010 (25 million euros at June 30, 2009).

OBSAAR

In 2007 and in 2009, the group issued bonds with redeemable share subscription and/or purchase warrants (OBSAAR). The tables below present a summary comparison for the main terms and conditions of these operations.

MAIN TERMS AND CONDITIONS OF THE OBSAAR BONDS:

	OBSAAR 2007	OBSAAR 2009
Total issue	€150,000,000	€139,999,800
Maturity	6 years July 24, 2013	5 years, amortizing April 6, 2014
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
Listing	The bonds are traded on the Euronext Paris exchange. They are listed separately from the BSAAR warrants. ISIN codes	
	FR0010490904	FR0010734483

MAIN TERMS AND CONDITIONS OF THE BSAAR WARRANTS:

	BSAAR 2007	BSAAR 2009
Total issue	750,000	699,999
Exercise price	113.75 euros	80 euros
Term	7 years	7 years
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 from July 27, 2009	On Euronext ISIN code: FR 0010734509 from October 8, 2010

Note 22. Employee benefit obligations

1. DEFINED CONTRIBUTION PLANS

The group creates retirement plans for its employees, in accordance with the laws and customs of the countries in which group companies operate. The liabilities correspond to contributions due. The amount totaled 23,441 thousand euros at June 30, 2010, compared to 23,246 thousand euros at June 30, 2009.

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 provided by IAS 19.

The plans are set out in Note 2.K.

Analysis of changes in the defined benefit plans:

(in thousands of euros)	2008-2009	2009-2010
Income statement: Retirement expense		
Cost of services rendered during the year	829	844
Impact of discounting	846	898
Projected return on plan assets	(576)	(599)
Projected return on reimbursement rights	0	0
Amortization of the cost of past services	46	0
(Gains)/losses on plan reduction	74	(415)
(Gains)/losses on plan liquidation	0	0
RETIREMENT (INCOME) EXPENSE RECOGNIZED	1,219	728

(in thousands of euros)	2008-2009	2009-2010
Change in the present value of the obligation		
Present value of the defined benefit obligation at July 1	**17,195**	**18,194**
Cost of services rendered during the year	829	844
Impact of discounting	846	898
Employee contributions	38	40
Plan modification	46	0
Plan reduction	(249)	(415)
Plan liquidation	0	0
Business combination	927	3,682
Disposal of operations	0	0
Benefits paid	(1,684)	(1,671)
Actuarial (gains)/losses related to experience differences	(522)	1,198
Actuarial (gains)/losses related to changes in assumptions	769	709
PRESENT VALUE OF THE DEFINED BENEFIT OBLIGATION AT JUNE 30	18,194	23,478

(in thousands of euros)	2008-2009	2009-2010
Change in fair value of plan assets		
Fair value of plan assets at July 1	**12,328**	**12,659**
Projected return on plan assets	576	599
Employer contributions	905	311
Employee contributions	38	40
Plan liquidation	(323)	
Business combination	0	
Disposal of operations	0	
Benefits paid	(903)	(985)
Actuarial (gains)/losses related to experience differences	38	443
FAIR VALUE OF PLAN ASSETS AT JUNE 30	12,659	13,066

(in thousands of euros)	2008-2009	2009-2010
Reconciliation with amount recognized in balance sheet		
Net financial situation: surplus/(deficit)	**(5,534)**	**(10,411)**
Unrecognized past service costs	0	0
Impact of the limiting of surpluses (IAS 19 #58 asset ceiling)	(28)	(28)
(Provision) at June 30	**(5,562)**	**(10,439)**
NET ASSETS AT JUNE 30	0	0

(in thousands of euros)	2008-2009	2009-2010
Actuarial gains and losses		
Actuarial (gains)/losses generated at July 1	**1,433**	**1,642**
Actuarial (gains)/losses generated between July 1 and June 30	209	1,464

(in thousands of euros)	2008-2009	2009-2010
Changes in carrying amounts recognized during the year		
Net opening (liability) asset	**(4,894)**	**(5,562)**
Retirement (expense) income	(1,219)	(727)
Benefits paid by the employer	781	686
Contributions paid by the employer	905	311
Combination/disposal of operations	(927)	(3,682)
Actuarial differences recognized in equity	(209)	(1,464)
NET CLOSING (LIABILITY) ASSET	**(5,562)**	**(10,439)**

(in thousands of euros)	2008-2009	2009-2010
Actuarial assumptions at year end		
Discount rate	5.25%	4.50%
Projected return on plan assets	4.50%	4.00%
Rate of increase in 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 directors and officers.

DESCRIPTION OF STOCK OPTION PLANS

	Plan 9	Plan 10	Plan 11
Date of Shareholders' Meeting	06/09/2005	05/09/2006	06/09/2005
Date of Management Board meeting	06/09/2005	05/09/2006	05/04/2007
Initial number of shares granted	23,250	45,000	9,226
• Including number of shares granted to Christophe BONDUELLE, legal representative of Pierre et Benoît Bonduelle, CEO of BONDUELLE SCA	3,610	7,200	
• Including number of shares granted to the Executive Committee	9,050	31,800	1,000
Number of shares canceled (1)	(7,880)	(2,400)	(700)
Total number of shares that may be subscribed or purchased	**15,370**	**42,600**	**8,526**
Start of option exercise period	06/09/2009	05/09/2010	05/05/2011
End of option exercise period	06/09/2010	05/09/2011	05/04/2012
Subscription price	61.50	62.52	83.3
Number of shares subscribed at June 30, 2010	**15,370**	**6,700**	**0**

	Plan 12	Plan 13	Plan 14
Date of Shareholders' Meeting	12/06/2007	12/06/2007	12/03/2009
Date of Management Board meeting	04/16/2008	05/25/2009	06/24/2010
Initial number of shares granted	43,500	74,050	49,450
• Including number of shares granted to Christophe BONDUELLE, legal representative of Pierre et Benoît Bonduelle, CEO of BONDUELLE SCA	4,600	9,400	8,500
• Including number of shares granted to the Executive Committee	16,700	34,500	20,750
Number of shares canceled (1)	(2,100)	(1,800)	
Total number of shares that may be subscribed or purchased	**41,400**	**72,250**	**49,450**
Start of option exercise period	04/17/2012	05/26/2013	06/25/2014
End of option exercise period	04/16/2013	05/25/2014	06/24/2016
Subscription price	72.00	57.08	76.44
Number of shares subscribed at June 30, 2010	**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 Executive Management. The options granted in 2009 and 2010 were valued on the basis of the following assumptions:

	At 06/30/2009	At 06/30/2010
Risk-free interest rate	2.74%	1.71%
Expected life	4 years	4 years
Expected volatility	21.41%	22.11%
Expected dividend rate	1.85%	2.02%

Expected volatility is estimated using the historical approach. This 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. six years.

The after tax charge for the period in respect of IFRS 2 was 385 thousand euros.

Note 24. Other provisions

(in thousands of euros)	At 06/30/2009	Charge	Uses	Reversals of unused amounts	Other [1]	At 06/30/2010
Sales related risks	2,928	1,342	(1,200)	(186)	244	3,128
Tax-related risks [2]	3,306	1,494	(370)	(383)	714	4,761
Employee-related risks	6,873	1,594	(442)	(855)	135	7,305
Restructuring	7,253	179	(4,445)	(538)	9,963	12,412
Other risks [3]	7,220	3,187	(3,687)	(2,054)	3,668	8,334
	27,580	7,796	(10,144)	(4,016)	14,724	35,940

(in thousands of euros)	Current	Non-current	At 06/30/2010
Sales related risks	149	2,978	3,127
Tax-related risks [2]	192	4,569	4,761
Employee-related risks	666	6,640	7,305
Restructuring	700	11,712	12,412
Other risks [3]	249	8,084	8,334
	1,956	33,984	35,940

(1) The amounts in "other" correspond mainly to the entry of the France Champignon group for 14,649 thousand euros. The rest includes 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 06/30/2009	At 06/30/2010
Trade accounts payable	319,111	310,670
Amounts payable for acquisition of assets	21,730	32,451
Tax and social security payables	83,280	102,678
Other payables	21,055	27,499
TOTAL TRADE AND OTHER ACCOUNTS PAYABLE	445,177	473,298

Note 26. Statutory auditors' fees

French law requires a permanent legal control by two independent statutory auditors. The main objective of this audit is to check that the financial statements are consistent, accurate and present a fair view.

The statutory auditors are appointed by the Ordinary Shareholders' Meeting for a renewable period of six financial years.

Bonduelle SCA's statutory auditors are:

Mazars

Represented by Cécile Fontaine,
61, rue Henri Regnault – 92400 ourbevoie

Substitute:

Denis Grison, 61 rue Henri Regnault – 92400 Courbevoie

Deloitte & Associés

Represented by Jean-Yves Morisset,
67, rue de Luxembourg – 59777 Euralille

Substitute:

BEAS, 7/9 Villa Houssay – 92200 Neuilly-Sur-Seine

The two auditors are legally and financially independent from each other.

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 group to its statutory auditors for the services rendered during financial years 2008-2009 and 2009-2010.

	Mazars				Deloitte & Associés				Total	
	2008-2009		2009-2010		2008-2009		2009-2010		2008-2009	2009-2010
(in thousands of euros)	Amount	%	Amount	%	Amount	%	Amount	%	Amount	Amount
Audit										
Statutory auditors, certification, examination of the individual and consolidated financial statements										
• Issuer	24	2%	22	2%	5	1%	11	2%	29	33
• Fully consolidated subsidiaries	965	86%	857	92%	569	90%	617	98%	1,534	1,474
Other audit duties and services directly related to Independent statutory auditor mandate										
• Issuer										
• Fully consolidated subsidiaries	79	7%			56	9%			135	
Sub-total	**1,069**	**95%**	**879**	**95%**	**630**	**100%**	**628**	**99%**	**1,699**	**1,507**
Other services provided by the audit networks to fully consolidated subsidiaries										
• Legal, tax, human resources	57	5%	49	5%			5	0.8%	57	54
• Other										
Sub-total	**57**	**5%**	**49**	**5%**			**5**	**0.8%**	**57**	**54**
TOTAL FEES	1,126	100%	928	100%	630	100%	633	100%	1,756	1,561

Note 27. Contingent liabilities

(in thousands of euros)	06/30/2009	06/30/2010
Commitments given		
Guarantees and security deposits given (net of uses)	11,787	25,416
Commitments received		
Guarantees and security deposits received (net of uses)		1,320

The change in commitments corresponds to the hedge of our current activities.

OPERATING LEASES

(in thousands of euros)	06/30/2010	06/30/2011	06/30/2012	06/30/2013	06/30/2014	06/30/2015 and after
Commitments under operating leases	5,667	5,313	1,925	1,367	1,077	1,010

ENVIRONMENT

None of the group's activities generates any major environmental liabilities.

The group occasionally incurs refurbishing costs on closed production facilities.

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 CO_2 emissions quota assigned to it for 2008-2012. For 2009, the volume of emissions submitted to quotas totaled 43,473 TEQ CO_2, under European system accounting.

INDIVIDUAL TRAINING RIGHT (DIF)

The group's French companies accrued a total of 331,696 training hours under the terms of the French individual training right (DIF) system and 291,312 training hours have not been used.

Note 28. Transactions with related parties

SUBSIDIARIES AND ASSOCIATES

The 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): Huerta Gama, La Corbeille Rijke Oogst were not material.

For Gelagri companies using the equity method, the main transactions carried out, as well as the receivables and debts of the latter are the following:

(in thousands of euros)	At 06/30/2010
Balance sheet	
Trade accounts receivable	5,153
Suppliers	1,623
Income statement	
Sales	33,041
Purchases	(13,364)

EXECUTIVE MANAGEMENT AND CONTROL BODIES

They consist of the following organizations:

1. the Management Board, Pierre et Benoît BONDUELLE SAS;
2. the Supervisory Board consists of 8 members;
3. the Executive Committee consists of 10 members.

The current account with Pierre et Benoît BONDUELLE SAS has 3,622 thousand euros credit.

There are no other commitments to the latter.

COMPENSATION OF THE DIRECTORS AND CORPORATE OFFICERS

Short term benefits

- The compensation of the Management Board is determined according to Article 17 of the Company by-laws, in respect of which 666,300 euros were paid for the financial year 2009-2010.
- The members of Supervisory Board have for their part received 29,400 euros in directors' fees for the 2009-2010 financial year. This compensation is fixed by the Shareholders' Meeting.
- Gross compensation paid to the Executive Committee.

  The compensation paid to directors is fixed by the Remuneration Committee.

  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.

	2008-2009	2009-2010
Gross compensation paid to the whole Executive Committee	€3,062,453	€3,455,354

Post-employment benefits

These benefits comprise a termination benefit and long service awards available to all employees in respect of the collective agreements linked to their employment contracts. For the 2009-2010 financial year, they represent a total of 359,000 euros for the members of the Executive Committee.

Other long-term benefits: None

Employment contract termination benefit None

Payment in shares

a) Stock option plans previously allocated

The stock option plans allocated to members of the Executive Committee with respect to previous stock option plans are described in Note 23 of the notes to the consolidated statements.

b) Company stock option allocations for the financial year for all members of the Executive Committee are described in Note 23 of the notes to the consolidated financial statements.

c) Options exercised by all the members of the Executive Committee.

Under plans 9 and 10, of 06/09/2005 and 05/09/2006 respectively, 15,450 stock options were exercised during the 2009-2010 financial year.

There were no acquisitions or disposals by the Company of its own shares with a view to a sale to its employees.

We agree with the AFEP-MEDEF recommendations regarding compensation.

Note 29. Events after the balance sheet date

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

Note 30. List of group companies

Analysis of group companies by consolidation method:

	% voting rights 06/30/2009	% holding 06/30/2010	% voting rights 06/30/2010
1. Full consolidation			
France			
Bonduelle SCA			
Bonduelle SA	100%	100%	100%
Bonduelle Conserve International SAS	100%	100%	100%
Bonduelle Surgelé International SAS	100%	100%	100%
Bonduelle Development SAS	100%	100%	100%
Bonduelle Food Service SAS	100%	100%	100%
Bonduelle Sud Europe SNC	100%	100%	100%
Bonduelle Frais Traiteur SAS	100%	100%	100%
Bonduelle Frais France SA	100%	100%	100%
Revoisson SCI	100%	100%	100%
Bonduelle Traiteur International SAS	100%	100%	100%
Sud Ouest Alliance – SOLEAL SAS [1]	36.95%	100%	36.95%
SA Champiloire		100%	100%
SCA Champignonnières de Dampierre		65%	64.92%
SCA Cultures France Champignon		100%	100%
SAS Champignonnières des Roches		100%	100%
SCA Champignonnières de l'Est		100%	100%
SAS Champignonnières de la Vienne		100%	100%
SCA Champignonnières de Rou Marson		100%	100%
SCA Champignonnières de Villaines		100%	100%
SCA Culture de la Vienne		100%	100%
SAS Champiland		100%	100%
SAS des Champignonnières Ganot		100%	100%
SAS Euromycel		100%	100%
France Champignon		56%	55.58%
GIE Champifor		100%	89.57%
SCA des Hureaux		65%	65%
Rest of the world			
Bonduelle Österreich, Austria	100%	100%	100%
Bonduelle Great-Britain, UK	100%	100%	100%
Bonduelle Northern Europe, Belgium	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, Hungary	100%	100%	100%
Bonduelle Nederland, Netherlands	100%	100%	100%

(1) See Note 1.

	% voting rights 06/30/2009	% holding 06/30/2010	% voting rights 06/30/2010
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%
Bonduelle Do Brasil Produtos Alimenticios, Brazil	100%	100%	100%
Bonduelle Kuban, Russia	95%	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, liquidated	100%	100%	100%
OP OASI, Italy	63.21%	75%	63.21%
BFP gmbh, Germany	100%	100%	100%
Agricola lombarda, Italy	100%	100%	100%
BF Agricola 4G, Spain	100%	100%	100%
Naturalmente societa agricola arl, 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, Belgium	100%	100%	100%
La Corbeille SA, Belgium, sold	100%		
La Corbeille Industrie (merged with Bonduelle Northern Europe)	100%		
La Corbeille Conserven Picolo, Belgium, sold	100%		
France Champignon GMBH, Germany		100%	100%
Royal Champignon SA, Spain		100%	100%
Interabra Trading BV, Netherlands		100%	100%
Inter-Champ Company Ltd, Poland		100%	100%
Maiak Khudiaky Cherkassy Oblast, Ukraine		100%	100%
2. Equity method			
France			
Gelagri France [1]	35.50%	35.50%	35.50%
Gelagri Bretagne [1]	35.50%	35.50%	35.50%
Rest of the world			
Huerta Gama S.C., Spain	20%	20%	20%
Gelagri Ibérica, Spain [1]	35.50%	35.50%	35.50%
Gelagri Industrial, Spain [1]	35.50%	35.50%	35.50%
La Corbeille Rijke Oogst [1], sold	75.80%		

(1) See Note 1.

2.6 Statutory auditors' report on the consolidated financial statements Financial

year ended June 30, 2010

To the shareholders:

In accordance with the assignment entrusted to us by your Shareholders' Meeting, we hereby report to you, for the year ended June 30, 2010 on:

- the audit of the consolidated financial statements of Bonduelle, as appended to this report;
- the justification of our assessments;
- the specific check stipulated by law.

These consolidated financial statements have been approved by the Management Board. Our task is to express an opinion on these 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 by means of 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 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 consolidated financial statements, with regard to International Financial Reporting Standards as adopted in the European Union, give a true and fair view of the net assets, financial situation and earnings of the Company and all entities included within the consolidation scope.

Without qualifying our opinion, we draw your attention to Note 1 of the notes to the consolidated financial statements, which sets out the new standards and interpretations that the group has applied for the 2009-2010 financial year.

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:

- Notes 2-A, 2-J and 11-3 of the notes set out the method used by the group to value goodwill, other intangible assets with an indefinite life and deferred assets, methods that involve estimations. We have notably verified the appropriateness of this method and have 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 these estimates by the Executive Management;
- Notes 2-L and 24 of the notes set out the method used by the group regarding the valuation of the current and non-current provisions, a method that involves estimations. Our work consisted of assessing the data and the assumptions on which those estimates were based, reviewing the calculations made by the group, 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 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 expression of our opinion expressed in the first part of this report.

III. Specific check

We also carried out, in accordance with generally accepted French auditing practices, a specific check provided by law on the information provided in the group's management report.

We have no matters to report on their fair presentation and conformity with the consolidated financial statements.

Lille, October 25, 2010

The statutory auditors

Deloitte & Associés	**Mazars**
Jean-Yves MORISSET	Cécile FONTAINE

3 Individual financial statements

3.1 Income Statement

(in thousands of euros)		06/30/2009 12 months	06/30/2010 12 months
Net revenue			
Recoveries of depreciation, amortization and provisions and capitalized costs			
Other operating income		1	1
Operating income		**1**	**1**
Other purchases and external charges		1,770	985
Taxes and duties		35	21
Charge in provisions for risks and expenses			278
Other charges		29	29
Operating expenses		**1,835**	**1,314**
Net operating loss		**(1,834)**	**(1,312)**
Loss transferred			
Financial income from subsidiaries and affiliates		10,000	
Income from other non-current securities and receivables			
Other interest and similar income		1	
Interest income on the OBSAAR		5,749	2,827
Recoveries of provisions and capitalized costs		159	4,821
Net gain on disposals of marketable securities			
Financial income		**15,909**	**7,648**
Charges to provisions on financial assets		4,673	
Interest and similar expenses		846	142
Interest expenses on the OBSAAR		5,749	2,826
Financial expenses		**11,268**	**2,968**
Net financial income	**Note 9**	**4,641**	**4,680**
Pre-tax income from continuing operations		**2,807**	**3,367**
On revenue transactions			
On capital transactions		76	1,164
Recoveries of provisions and capitalized costs			
Non-recurring income	Note 10	**76**	**1,164**
On revenue transactions			
On capital transactions		80	166
Non-recurring charges to depreciation, amortization and provisions			
Non-recurring expenses	Note 11	**80**	**166**
Net non-recurring income (loss)		**(4)**	**998**
Income tax	Note 13	(3,717)	(219)
NET INCOME FOR THE PERIOD		6,521	4,585

3.2 Balance sheet

Assets

(in thousands of euros)		06/30/2009 Net	06/30/2010 Gross	06/30/2010 Amortization & provisions	06/30/2010 Net
Property, plant and equipment	**Note 2**	**12**	**21**	**10**	**12**
Land		12	12		12
Buildings			10	10	
Non-current financial assets	**Note 3**	**640,047**	**633,443**		**633,443**
Investments in subsidiaries and affiliates		333,762	333,762		333,762
Loans to subsidiaries and affiliates	Note 4	291,172	290,605		290,605
Other non-current securities held		15,113	9,077		9,077
Loans					
Other non-current financial assets					
Non-current assets		**640,058**	**633,465**	**10**	**633,455**
Receivables		**4,515**	**1,140**		**1,140**
Trade and related receivables					
Other receivables	Note 4	4,515	1,140		1,140
Marketable securities	**Note 5**	**7,035**	**6,596**		**6,596**
Cash			**674**		**674**
Prepaid expenses		**26**	**28**		**28**
Current assets		**11,576**	**8,438**		**8,438**
TOTAL ASSETS		**651,634**	**641,903**	**10**	**641,893**

Liabilities

(in thousands of euros)		06/30/2009 Before distribution	06/30/2010 Before distribution
Equity	Note 6	**326,770**	**319,861**
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		**184,804**	**179,832**
Net profit for the period		**6,521**	**4,585**
Provisions for risks and expenses	Note 7	**18,959**	**19,062**
Liabilities		**305,905**	**302,970**
Convertible bonds	Note 8	**290,000**	**290,000**
Bank borrowings and other liabilities to banks	Note 8	**42**	**1**
Other borrowings and financial liabilities	Note 8	**1,015**	**527**
Trade and related payables	Note 8	**155**	**89**
Tax and social security payables	Note 8	**0**	**17**
Other payables	Note 8	**14,693**	**12,337**
TOTAL EQUITY AND LIABILITIES		**651,634**	**641,893**

3.3 Cash flow statement

(in thousands of euros)	06/30/2009 12 months	06/30/2009 12 months
Operating activities		
Net income for the year	6,521	4,585
Depreciation and amortization		
Allocations to/recoveries of provisions for risks and expenses		278
Allocations to/recoveries of provisions on non-current financial assets	4,673	(4,821)
Allocations to/recoveries of provisions for tax	6,314	(175)
Gross cash flows from operating activities	**17,508**	**(134)**
Gains on disposals of assets		
Cash flows from operating activities	**17,508**	**(134)**
Change in trade and other receivables	(135,241)	3,375
Change in provisions for risks and expenses		
Change in trade and other payables	(13)	(2,405)
Change in accrued interest on borrowings		(489)
Increase in working capital requirements	**(135,254)**	**481**
Net cash flows from (used in) operating activities	**(117,747)**	**347**
Investing activities		
Acquisitions of non-current financial assets	(9,031)	(14,034)
Disposals of property, plant and equipment and intangible assets		
Disposals or repayments of non-current financial assets	6,031	23,400
Cash flows from (used in) investing activities	**(3,000)**	**9,366**
Financing activities		
Dividends	(11,779)	(11,493)
Dividends to be paid		
Capital increase		
New borrowings (including bank lines)	132,526	
Repayments of borrowings		
Cash flows from (used in) financing activities	**120,747**	**(11,493)**
CHANGE IN CASH AND CASH EQUIVALENTS	**0**	**(1,779)**
Cash and cash equivalents – closing balance	9,049	7,270
Cash and cash equivalents – opening balance	9,049	9,049
CHANGE IN CASH AND CASH EQUIVALENTS		**(1,779)**

3.4 Notes to the annual individual financial statements

Sommaire

Note 1. 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.

1.1 HIGHLIGHTS

Treasury Stock: See Notes 3 and 10.

Sale of 130,618 own shares to Bonduelle SA as part of an external growth operation (acquisition of the France Champignon Group).

1.2 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;
- 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.

1.3 CHANGE OF METHODS

No notable change in methods were applied over the period.

1.4 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.

1.5 NON-CURRENT FINANCIAL ASSETS

Participating interests

Investments in subsidiaries and affiliates and other long-term investments are carried at cost.

A provision for impairment is recognized if the value in use is lower than the carrying amount. The value in use of such investments is determined on the basis of various items such as net assets, the existence of unrealized capital gains and earnings forecasts approved by the Company's Executive Management.

Treasury stock

French Accounting Regulations Commission (CRC) Standard 2008-15 of December 4, 2008 was applied. The standard concerns the accounting treatment for stock option and share subscription plans and the granting of free shares to employees.

Therefore, treasury stock acquired 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.

1.6 RECEIVABLES

Receivables are recognized at their face value. A provision is set aside, if needed, to cover any risk of default.

1.7 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.

1.8 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.

1.9 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 recorded under net operating income in the Section "charges to provisions for risks and expenses".

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.

1.10 BOND BORROWINGS

1. In early July 2007, the Company issued a 150 million euros bond with redeemable share subscription and/or purchase warrants (OBSAAR), represented by 150,000 bonds with a par value of 1,000 euros. These bonds are listed on Euronext Paris. Each bond was accompanied by five detachable redeemable share subscription and/or purchase warrants (BSAAR), making a total of 750,000 BSAAR. Since March 27, 2009, the BSAAR have been listed on Euronext Paris.

   Each BSAAR gives the holder the right to subscribe for 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 early April 2009, the Company launched a simplified public exchange offer to exchange one 2007 BSAAR for one 2009 BSAAR under the same terms and conditions as the 2009 BSAAR referenced below.

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

   If all 18,033 of the 2007 BSAAR still outstanding were to be exchanged via 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.

2. In early April 2009, the Company issued a 140 million euros OBSAAR bond, represented by 233,333 bonds with a par value of 600 euros. These bonds are listed on Euronext Paris. Each bond was accompanied by three detachable redeemable share subscription and/or purchase warrants (BSAAR), making a total of 699,999 BSAAR.

   Each BSAAR gives the holder the right to subscribe for 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.

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

   Since October 8, 2010, the BSAAR have been listed on Euronext Paris.

3. 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.

   These two bonds were issued 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.

   Interest paid and accrued, totaling 2.826 million euros, is passed on to Bonduelle SA.

Note 2. Property, plant and equipment

Analysis of changes in gross carrying amount and accumulated depreciation:

(in thousands of euros)	At 06/30/2009	Acquisitions or charges	Mergers andcontributions	Disposals or recoveries	At 06/30/2010
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 06/30/2009	Acquisitions	Disposals	Redemptions, reclassification and others	Gross carrying amount at 06/30/2010
Participating interests	**333,762**				**333,762**
Bonduelle SA	333,762				333,762
Other non-current receivables	**291,172**		**(79)**	**(489)**	**290,605**
Loans to subsidiaries and affiliates					
Bonduelle SA [1]	291,015			**(489)**	290,527
Other	157		**(79)**		78
Other non-current financial assets					
Loans					
Treasury stock held:					
• under a liquidity contract	292	6,984	**(7,050)**		227
• in relation to an acquisition	18,583		**(9,732)**		8,850
	643,809	6,984	(16,861)	(489)	633,444

(1) Bond issued 07/25/2007, transferred to Bonduelle SA and with a bullet redemption on 07/24/2013.
Bond issued 04/06/2009, transferred to Bonduelle SA and redeemable in three equal installments on 04/06/2012, 04/06/2013 and 04/06/2014 (See Note 8).

	Gross carrying amount at 06/30/2010	Provisions at 06/30/2009	Charges	Recoveries	Net carrying amount at 06/30/2010
Participating interests	333,762				**333,762**
Other non-current receivables [1]	290,605				**290,605**
Other non-current financial assets					
Treasury stock held:					
• under a liquidity contract	227	68		68	**227**
• in relation to an acquisition	8,850	3,694		3,694	**8,850**
	633,444	3,762		3,762	633,444
Value at year end:					
Treasury stock					9,228

(1) Bond issued 07/25/2007, transferred to Bonduelle SA and with a bullet redemption on 07/24/2013.
Bond issued 04/06/2009, transferred to Bonduelle SA and redeemable in three equal installments on 04/06/2012, 04/06/2013 and 04/06/2014 (See Note 8).

(in number of shares)	At 06/30/2009	Increase	Decrease	Reclassification	At 06/30/2010
Treasury stock held:					
• under a liquidity contract	5,240	93,777	95,963		3,054
• in relation to an acquisition	249,397		130,618		118,779
	254,637	93,777	226,581		121,833
Average price of transactions over the period		€73.89	€74.07		

Note 4. Status of receivables

(in thousands of euros)	Gross value	At 1 year at most	> 1 year
Non-current assets			
Loans to subsidiaries and affiliates			
Current assets			
Other client receivables			
o.w. accrued income			
Group and associates			
o.w. accrued income			
Government – Taxes and duties	1,138	1,138	
Other – Receivables from suppliers	2	2	
Other – Prepaid expenses	28	28	
	1,168	1,168	

Note 5. Marketable securities

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Treasury stock held for stock options	9,049	6,596
Impairment of treasury stock held for stock options	(2,014)	
	7,035	6,596
Value at year end:		
Treasury stock held for stock options	7,722	8,653

(in number of shares)	At 06/30/2009	Increase	Decrease	Reclassification	At 06/30/2010
502.1: Treasury stock held for stock options to be to granted to employees and allocated to specific plans				77,300	77,300
502.2: Treasury stock held for stock options available to be allocated to employees	136,316		22,070	(77,300)	36,946
TOTAL NUMBER	136,316		22,070		114,246

(in thousands of euros)	At 06/30/2009	Increase	Decrease	Reclassification [(1)]	At 06/30/2010
502.1: Treasury stock held for stock options to be to granted to employees and allocated to specific plans				4,379	4,379
502.2: Treasury stock held for stock options available to be allocated to employees	9,049		1,498	(5,334)	2,217
TOTAL AMOUNT	9,049		1,498	(955)	6,596

(1) The treasury stock expected to be exercised are reclassified at the net carrying amount. Any impairments applied are not restated in net income.

IMPAIRMENT OF TREASURY STOCK

(in thousands of euros)	At 06/30/2009	Increase	Decrease	Reclassification [(1)]	At 06/30/2010
502.1: Treasury stock held for stock options to be to granted to employees and allocated to specific plans					
502.2: Treasury stock held for stock options available to be allocated to employees	2,014		1,059	(955)	
TOTAL AMOUNT	2,014		1,059	(955)	

(1) The treasury stock expected to be exercised are reclassified at the net carrying amount. Any impairments applied are not restated in net income.

Note 6. Equity

(in thousands of euros)	At 06/30/2009	Allocation Net income 2008-2009	Change	At 06/30/2010
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	184,804	(4,973)		179,832
Net profit for the period				
06/30/2009	6,521	(6,521)		
06/30/2010			4,585	4,585
Dividends		11,493		
	326,770		4,585	319,861

Dividends of 65 thousand euros and 11,428 million euros were paid to the General Partner and the other shareholders, respectively.

SHARE CAPITAL

At 06/30/2010, the share capital consisted of 8,000,000 shares with a par value of 7 euros per share:

- 3,667,723 common shares;
- 4,332,277 shares with double voting rights.

The 8,000,000 shares in the share capital of the Company represent a total of 12,096,212 voting rights.

Note 7. Provisions for risks and expenses

(in thousands of euros)	At 06/30/2009	Charges	Recoveries Used	Recoveries Unused	At 06/30/2010
Provision for risk on treasury stock held for stock options (Plan no. 13)		278			278
Provision for taxes	18,959		175		18,784
	18,959	278	175		19,062

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

(in thousands of euros)	30/06/2009 Gross value	30/06/2010		
		1 year at most		> 1 year and 5 years at most
Borrowings [1]	291,015	290,527	527	290,000
Bank lines	42	1	1	
Trade and related payables [2]	155	89	89	
Tax and social security payables	0	0	0	
Other payables	14,693	12,353	12,353	
	305,905	302,970	12,970	290,000

(1) On 07/25/2007, Bonduelle SCA issued a six-year 150 million euros adjustable rate OBSAAR bond loan, redeemable in one bullet repayment on 07/24/2013. On 04/06/2009, Bonduelle SCA issued a five-year, 140 million euros adjustable rate OBSAAR bond loan, redeemable in three equal installments on 04/06/2012, 04/06/2013 and 04/06/2014.
These bonds were issued to cover the financing needs of the Bonduelle SA subsidiary. The resulting loans to the subsidiary are recorded in non-current financial assets. (see Note 3).
(2) Trade payables are payable in under 30 days.

Note 9. Net financial income

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Financial income		
Financial income from subsidiaries and affiliates		
• Bonduelle SA	10,000	
• Loan income		
	10,000	
Income from other non-current securities and receivables		
Interest income on the OBSAAR [1]	5,749	2,826
Recoveries of provisions and transfer of capitalized costs [2]	159	4,821
Other interest and similar income	2	0.4
Net gain on disposals of marketable securities		
	15,909	**7,648**
Financial expenses		
Depreciation, amortization and provisions [2]	4,673	
Interest and similar expenses	846	142
Interest expenses on the OBSAAR	5,749	2,826
	11,268	**2,968**
NET FINANCIAL INCOME	4,641	4,680

(1) Interest paid and accrued is passed on to Bonduelle SA.
(2) This consists essentially of the provision for impairment of treasury stock.

Note 10. Non-recurring income

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Non-recurring income on revenue transactions		
Non-recurring income on capital transactions		
• Income from disposals of property, plant and equipment		
• Income from disposals of non-current financial assets (Bonus on treasury stock) [1]	76	1,164
Recoveries of provisions for risks and expenses		
TOTAL NON-RECURRING INCOME	**76**	**1,164**

(1) At June 30, 2010: Of which income from sale of treasury stock to BSA (1,076 million euros).

Note 11. Non-recurring expenses

(in thousands of euros)	At 06/30/2009	At 06/30/2010
Non-recurring income on revenue transactions		
Non-recurring income on capital transactions		
• Disposals of property, plant and equipment		
• Disposals of non-current financial assets (unfavorable variance on treasury stock)	80	166
• Disposals of participating interests		
Provisions for risks and expenses		
Non-recurring charges to depreciation, amortization and provisions		
Total non-recurring expenses	**80**	**166**
TOTAL NON-RECURRING INCOME (LOSS)	**(4)**	**998**

Note 12. Information regarding related parties and investments

Item	Amount concerning related parties: Related	With which the Company has a capital relationship
Investments		
• gross carrying amount	333,762	
• net carrying amount	333,762	
Loans to subsidiaries and affiliates	290,527	
Other receivables		
Other payables	12,337	
Operating liabilities	2	
Financial income from subsidiaries and affiliates		
Financial income	2,827	
Financial expenses	142	

Note 13. Tax breakdown

(in thousands of euros)	Pre-tax income from cont. operations	Net non-recurring income	Total
Income before tax	**3,367**	**998**	**4,366**
Theoretical income tax			
Tax credit			
Total theoretical income tax			
Impact of tax consolidation			44
Provision for taxes			175
Total income tax expense			**219**
NET INCOME AFTER TAX			**4,585**

Note 14. Tax consolidation

Bonduelle SCA is the head of a tax consolidation group that includes:

Name	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
Bonduelle Traiteur International	67 route de Concarneau BP 27 – 29140 Rosporden
Bonduelle Food Service	Rue Nicolas Appert – 59650 Villeneuve d'Ascq
SCI Revoisson	38, rue de l'Avenir – 69740 Genas

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, 2010. Furthermore, Bonduelle SCA has no tax loss carryforwards from previous financial years.

TAXABLE INCOME OF THE CONSOLIDATION GROUP

The taxable income for the tax consolidation group as a whole amounts to 34,221,929 euros.

Note 15. Deferred taxes

	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 euros)	FY 2008-2009	FY 2009-2010
Christophe Bonduelle * *Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA*		
Compensation paid during the financial year (details provided in table 2)	395,000	483,571
Valuation of options granted during the financial year (details provided in table 4)	110,450	108,205
Valuation of performance-related options granted during the financial year (details provided in table 6)	-	-
TOTAL	505,450	591,776

* *Bonduelle SCA does not have any employees. The compensation is due under the terms of the corporate functions for Bonduelle SA. 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 2008-2009		FY 2009-2010	
(in euros)	Amount due	Amount paid	Amount due	Amount paid
Christophe Bonduelle *Legal representative of Pierre et Benoît Bonduelle, Manager of Bonduelle SCA*				
• Fixed compensation [1]				
• under employment contract	337,000	337,000	184,571	184,571
• for corporate functions	50,000	50,000	291,000	291,000
• Variable compensation [2]	0	0	Not applicable	Not applicable
• Non-recurring compensation				
• Directors' fees				
• Benefits in kind: automobile	8,000	4,470	8,000	4,802
TOTAL	395,000	391,470	483,571	480,373

(1) NB: Changes in 2009-2010 reflect the suspension as of December 31, 2009 of the employment contract at Bonduelle SA, in application of the provisions of the AFEP/MEDEF corporate governance code. The rights previously attached to the employment contract were therefore suspended as from January 1, 2010.
(2) The variable compensation components are determined by the Remuneration Committee subsequent to the publication of the present document and are based on revenue and profitability.

TABLE 3. DIRECTORS' FEES AND OTHER COMPENSATION RECEIVED BY DIRECTORS AND OFFICERS

Directors and officers (in euros)	**Amount paid during FY 2008-2009**	**Amount paid during FY 2009-2010**
Damien Bonduelle		
Directors' fees	1,700	-
Other compensation		
Louis Bonduelle		
Directors' fees	-	1,700
Other compensation		
Daniel Bracquart		
Directors' fees	5,700	5,700
Other compensation		
Olivier Cavrois		
Directors' fees	1,500	1,500
Other compensation		
André Crespel		
Directors' fees	5,700	5,700
Other compensation		
Stanislas Dalle		
Directors' fees	1,700	1,700
Other compensation		
Isabelle Danjou		
Directors' fees	1,700	1,700
Other compensation		
Jean Guéguen		
Directors' fees	5,700	5,700
Other compensation		
Yves Tack		
Directors' fees	5,700	5,700
Other compensation		
Pierre et Benoît BonduelleSAS		
Directors' fees		
Other compensation *	1,279,000	666,300
TOTAL	**1,308,400**	**695,700**

* *The compensation of the Management Board is established by Article 17 of the Company's by-laws:*
"The annual gross compensation in accordance with these by-laws of the Management Board is made up of 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 to be paid in 12 equal monthly payments."

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	No. and date of plan	Type of option (purchase or subscription)	Valuation of options according to the method used for the consolidated financial statements (in euros)	Number of options granted during the financial year (in euros)	Exercise price	Exercise period
Christophe Bonduelle	Number 14 Date: 06/24/2010	Purchase	108,205	8,500	76.44	06/2014-06/2016
TOTAL			108,205	8,500		

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 (in euros)
Christophe Bonduelle	No. 9 Date: 06/09/2005	3,610	61.50
TOTAL		3,610	

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 any other group company (nominative list)	No. and date of plan	Number of shares granted during the financial year	Valuation of the shares according to the method used for the consolidated financial statements	Acquisition date	Availability date	Performance conditions
None						
TOTAL						

TABLE 7. PERFORMANCE SHARES GRANTED TO EACH DIRECTOR AND OFFICER AND NOW AVAILABLE

Performance shares that are now available for each director or officer	No. and date of plan	Number of shares that became available during the financial year	Acquisition conditions
None			
TOTAL			

TABLE 8. HISTORICAL INFORMATION REGARDING GRANTS OF SHARE SUBSCRIPTION OR PURCHASE OPTIONS

Information regarding subscription or purchase options	
Date of Shareholders' Meeting	Plans 9 to 14
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:	
Director	
Christophe Bonduelle *Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA*	*See Note 23 of the notes to the annual consolidated financial statements*
Start of option exercise period	
Date of expiration	
Subscription or purchase price	
Exercise conditions (when the plan has several portions)	
Number of shares subscribed or purchased at June 30, 2009 (most recent date)	
Cumulative number of share subscription or purchase options canceled 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 allocated/ 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.	27,200
Options held on the issuer and the companies referred to above, exercised, during the financial year, by the ten employees of the issuer and of those companies who were granted the greatest number of options.	12,180

TABLE 10.

	Employment contract (1)		Supplementary retirement (2)		Indemnities or benefits due or likely to be due owing to termination of appointment or change in current function (3)		Indemnities related to a non-competition clause	
Directors and officers	**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* Appointment starts (4) Appointment ends (4)		X	X		X			X

(1) In compliance with AFEP/MEDEF recommendations, Christophe Bonduelle's employment contract with Bonduelle SA was suspended with effect from 12/31/2009
(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 139,246 euros.
(3) Equal to two years' compensation, including compensation relating to the non-competition clause.
(4) Open-ended appointment.

Note 17. Off-balance sheet commitments

	At 06/30/2010
	None

Note 18. Information on stock option plans

	Plan no. 9	Plan no. 10	Plan no. 11
Date of Shareholders' Meeting	06/09/2005	05/09/2006	06/09/2005
Date of Management Board	06/09/2005	05/09/2006	05/04/2007
Initial number of shares allocated	23,250	45,000	9,226
Of which number of shares allocated to *Christophe Bonduelle, legal representative of Pierre et Benoît Bonduelle, the General Partner of Bonduelle SCA*	3,610	7,200	
Number of shares canceled [1]	(7,880)	(2,400)	(700)
Total number of shares that may be subscribed or purchased	**15,370**	**42,600**	**8,526**
Start of option exercise period	06/09/2009	05/09/2010	05/05/2011
Date of expiration	06/09/2010	05/09/2011	05/04/2012
Subscription price	**61.50**	**62.52**	**83.30**
Share price (10% social contribution basis)			
NUMBER OF SHARES SUBSCRIBED AT JUNE 30, 2010	15,370	6,700	0

	Plan no. 12	Plan no. 13	Plan no. 14
Date of Shareholders' Meeting	12/06/2007	12/06/2007	12/03/2009
Date of Management Board	04/16/2008	05/25/2009	06/24/2010
Initial number of shares allocated	43,500	74,050	49,450
Of which number of shares allocated to *Christophe Bonduelle, legal representative of Pierre et Benoît Bonduelle, the General Partner of Bonduelle SCA*	4,600	9,400	8,500
Number of shares canceled [1]	(2,100)	(1,800)	0
Total number of shares that may be subscribed or purchased	**41,400**	**72,250**	**49,450**
Start of option exercise period	04/17/2012	05/26/2013	06/25/2014
Date of expiration	04/16/2013	05/25/2014	06/24/2016
Subscription price	**72.00**	**57.08**	**76.44**
Share price (10% social contribution basis)	16.57	11.75	12.73
NUMBER OF SHARES SUBSCRIBED AT JUNE 30, 2010	0	0	0

1. NUMBER OF OPTIONS CANCELED FOR PLANS 9 THROUGH 14

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 14,880 options have been canceled in respect of stock option plans 9 through 14.

2. OTHER INFORMATION ON THE STOCK OPTION PLANS

A. Expense recognized during the financial year and the previous year

Option exercises carried out during the financial year generated an expense of 148,055 euros and a profit of 14,456 euros. They are recorded under net non-recurring income.

The expenses are covered by a recovery of provision for impairment.

The previous financial year did not see any expenses as no option exercises were carried out.

B. Contingent liabilities

A provision for risks and expenses is recorded, in the amount of 277,776 euros (plan no. 13)

C. Details of Account 502 - Treasury stock

All relevant information is provided in Note 5.

3.5 Information regarding subsidiaries and affiliates

(in thousands of euros)	Number of shares held	Currency	Share capital [1]	Equity other than share capital and net income for the period [1]	Share of capital held (in %)	Carrying amount of shares Gross	Net	Loans made by the Company	Guarantees given	Net revenue for the period	Net income for the most recent financial year	Interim dividends received by the Company during the financial year
Companies												
A. Holdings with a gross value higher than 1% of the parent's share capital												
1. Subsidiaries (>50% held)												
Bonduelle SA	2,067,610	EUROS	206,761	153,588	100	333,762	333,762			30,179	75,949	
2. Stake held between 10% and 50%												
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 the Company's local currency.

3.6 Five-year financial summary

(in thousands of euros)	06/30/2006	06/30/2007	06/30/2008	06/30/2009	06/30/2010
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	49,365	30,100	82,316	10,000	
Net revenue					
Income before taxes, employee profit-sharing, depreciation, amortization and provisions	48,252	30,041	80,454	7,318	(178)
Income tax	**(8,605)**	**(490)**	**(2,483)**	**(3,717)**	**(219)**
Employee profit-sharing					
Income after taxes and employee profit-sharing, depreciation, amortization and provisions	57,189	30,555	81,833	6,521	4,585
Dividends paid	10,000	10,800	12,000	12,000	12,000
Income from operations per share (in euros)					
Income after taxes and employee profit-sharing, but before depreciation, amortization and provisions	7.11	3.82	10.37	1.38	0.01
Income after taxes and employee profit-sharing, depreciation, amortization and provisions	7.15	3.82	10.23	0.82	0.57
Dividend paid per share	1.25	1.35	1.50	1.50	1.50 (1)

(1) Proposal submitted to the Shareholders' Meeting.

3.6.1 Allocation of net income

The Shareholders' Meeting approves the allocation of the 4,584,539.69 euros in net income for the period in the following manner:

Net income for the year	4,584,539.69 euros
Retained earnings	179, 831,515.76 euros
Distributable income	184,416,055.45 euros
Allocation to the General Partner'	45,845.40 euros
Dividend to the shareholders	12,000,000.00 euros
Retained earnings	172 370 210.05 euros

The Shareholders' Meeting also approves the payment of a dividend, in respect of financial year 2009-2010, of 1.50 euro 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 7, 2011.

3.7 Combined Ordinary and Extraordinary Shareholders' Meeting of December 2, 2010

Text of the resolutions

SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

First resolution – Approval of the annual financial statements for the financial year ended June 30, 2010

The Shareholders' Meeting, after reviewing the reports of the Management Board, the Supervisory Board, the Chairman of the Supervisory Board and the statutory auditors on the financial year ended June 30, 2010, approves as presented the annual financial statements closed on this same date, which show net income of 4,584,539.69 euros.

Second resolution – Approval of the consolidated financial statements for the financial year ended June 30, 2010

The Shareholders' Meeting, after reviewing the reports of the Management Board, the Supervisory Board, the Chairman of the Supervisory Board and the statutory auditors on the consolidated financial statements at June 30, 2010, approves as presented the consolidated financial statements, which show a group share of net income of 58,343,331 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, 2010 in the following manner:

Origin

Net income for the year	4,584,539.69 euros
Retained earnings	179,831,515.76 euros
Distributable income	184,416,055.45 euros

Allocation

Allocation to the General Partner	45,845.40 euros
Dividends paid to shareholders	12,000,000.00 euros
Retained earnings	172,370,210.05 euros

Consequently, a dividend of 1.50 euro will be paid for each share entitled to dividends. In the event of a variation in the number of shares entitled to dividends compared with the 8,000,000 shares making up the share capital at September 30, 2010, the total amount of dividends will be adjusted accordingly and the amount allocated to the retained earnings account will be determined based on dividends actually paid.

The entire amount thus distributed qualifies for the 40% tax credit referenced in Article 158-3-2 of the French Tax Code (CGI).

The ex-dividend date will be January 4, 2011.

The dividend will be paid on January 7, 2011.

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:

	Income eligible for the tax credit		
In respect of the financial year	**Dividend**	**Dividends paid to the General Partner**	**Income not eligible for the tax credit**
2006-2007	10,800,000 euros * i.e. 1.35 euro per share	305,552 euros	-
2007-2008	12,000,000 euros * i.e. 1.50 euro per share	818,334 euros	-
2008-2009	12,000,000 euros * i.e. 1.50 euro per share	65,207 euros	-

* *Amounts corresponding to unpaid dividends on acquired shares not accounted for.*

Fourth resolution – Special report of the statutory auditors on regulated agreements and commitments and approval of these agreements

The Shareholders' Meeting, ruling on the special report presented to it of the statutory auditors on regulated agreements and commitments, approves the new agreement mentioned therein.

Fifth resolution – Reappointment of Louis Bonduelle as member of the Supervisory Board

The Shareholders' Meeting decides to renew Louis Bonduelle's appointment as member of the Supervisory Board, for a period of three years, ending on the closure of the Shareholders' Meeting held in 2013 to approve the financial statements of the year just ended.

Sixth resolution – Reappointment of Yves Tack as member of the Supervisory Board

The Shareholders' Meeting decides to renew Yves Tack's appointment as member of the Supervisory Board, for a period of three years, ending on the closure of the Shareholders' Meeting held in 2013 to approve the financial statements of the year just ended.

Seventh resolution – Appointment of Elisabeth Minard as member of the Supervisory Board

The Shareholders' Meeting decides to appoint Elisabeth Minard, residing at 3, rue des Ecameaux – 27670 Saint Ouen du Tilleul, as member of the Supervisory Board, replacing Olivier Cavrois, whose term expires, for a period of three years, ending on the closure of the Shareholders' Meeting held in 2013 to approve the financial statements of the year just ended.

Eighth resolution – Fixing the value of directors' fees paid to members of the Supervisory Board

The Shareholders' Meeting fixes the total annual value of the directors' fees payable to the Supervisory Board in respect of financial year 2010-11 at 35,000 euros.

This decision will be maintained for subsequent financial years until a new decision is taken.

Ninth resolution – Authorization to be given to the Management Board to trade the shares of the Company under the provisions of Article L. 225-209 of the French Commercial Code

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 Combined Ordinary and Extraordinary Shareholders' Meeting of December 3, 2009 in its ninth 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 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, in accordance with the approval granted by the tenth resolution of 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 transactions may notably be carried out during public offerings, in accordance with Article 232-15 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.

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 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, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after reviewing the report of the Management Board and in accordance with the provisions of Articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

1. authorizes the Management Board to increase the share capital of the Company, 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 L. 225-130 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.

Eleventh resolution – Delegation of authority to the Management Board to issue common shares and/or securities giving access to equity and/or giving rights to allocations of debt securities, with preemptive subscription rights maintained

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the statutory auditors and in accordance with the provisions of the French Commercial Code and notably Article L. 225-129-2 thereof:

1. authorizes the Management Board to issue, in one or more transactions, in amounts and at such times it chooses, in euros, foreign currencies or units composed of a basket of currencies:
   - common shares;
   - and/or securities giving present or future access, at any time or on a fixed date, to common shares of the Company whether by subscription for shares, conversion, exchange, redemption, presentation of a warrant or any other means;
   - and/or securities giving rights to allocations of debt securities.

   In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may confer rights to common shares of any company which directly or indirectly owns more than half of the Company's capital or in which the Company directly or indirectly owns more than half of the capital;
2. grants this authorization for twenty-six months as from the date of this Shareholders' Meeting;
3. decides to set, as follows, the total aggregate amount of shares that may be issued under this authorization granted to the Management Board:
   - the total aggregate par value of shares that may be issued by virtue of this authorization may not exceed 17,500,000 euros;
   - 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. It is independent of all other ceilings provided for by the other resolutions submitted to this Shareholders' Meeting;
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 of common shares or securities giving access to equity shall be reserved in priority to shareholders who may subscribe for shares as of right,

b. decides that in the event that existing shareholders do not subscribe to a sufficient number of new shares as of right and, if appropriate, using their oversubscription right, to account for the entire issue referred to in a/, the Management Board may have recourse to the following options:

- limit the amount of the issue to the amount of the subscriptions, provided that it reaches three-quarters of the issue decided upon;
- freely distribute all or part of the unsubscribed shares;
- offer to the public all or part of the unsubscribed shares;

5. decides that the Management Board shall, within the limits defined above, be vested with all powers necessary notably to set the terms and conditions of the issue(s), record, where necessary, 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;
6. 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 issue common shares and/or securities giving access to equity and/or giving rights to allocations of debt securities, with suspension of preemptive subscription rights by public offering

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the statutory 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 issue, 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 offer to the public, in euros, foreign currencies or units composed of a basket of currencies:

- common shares;
- and/or securities giving present or future access, at any time or on a fixed date, to common shares of the Company whether by subscription for shares, conversion, exchange, redemption, presentation of a warrant or any other means;
- and/or securities giving rights to allocations of debt securities.

These securities may be issued in payment for shares contributed to the Company in connection with public exchange offers for shares in accordance with the provisions of Article L. 225-148 of the French Commercial Code.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may confer rights to common shares of any company which directly or indirectly owns more than half of the Company's capital or in which the Company directly or indirectly owns more than half of the capital;

2. grants this authorization for twenty-six months as from the date of this Shareholders' Meeting;
3. the total aggregate par value of shares that may be issued by virtue of this authorization may not exceed 17,500,000 euros.

   This amount shall be included in the ceiling imposed on the capital increase established in the thirteenth resolution;
4. decides to suspend the preemptive subscription rights of existing shareholders to the common shares and securities giving access to equity 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 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, 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 L. 225-148 of the French Commercial Code and within the limits established above, be vested with all powers necessary to determine the list of shares contributed within the framework of the exchange offer, set the conditions of the issue and the proportions in which shares shall be exchanged, as well as, when necessary, the amount of cash to be paid for the difference, and determine the terms and conditions of the issue;
7. decides that in the event that existing shareholders do not subscribe to a sufficient number of common shares or securities giving access to equity to account for the entire issue, the Management Board may have recourse to the following options:

- limit the amount of the issue to the amount of the subscriptions, provided that it reaches three-quarters of the issue decided upon;
- freely distribute all or part of the unsubscribed shares;

8. decides that the Management Board shall, within the limits defined above, be vested with all powers necessary notably to set the terms and conditions of the issue(s), record, where necessary, 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;
9. duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

Thirteenth resolution – Delegation of authority to the Management Board to issue common shares and/or securities giving access to equity and/or giving rights to allocations of debt securities, with suspension of preemptive subscription rights by private placement

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the statutory 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 issue, 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, in euros, foreign currencies or units composed of a basket of currencies:

- common shares;
- and/or securities giving present or future access, at any time or on a fixed date, to common shares of the Company whether by subscription for shares, conversion, exchange, redemption, presentation of a warrant or any other means;
- and/or securities giving rights to allocations of debt securities.

   In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may confer rights to common shares of any company which directly or indirectly owns more than half of the Company's capital or in which the Company directly or indirectly owns more than half of the capital;

2. grants this authorization for twenty-six months as from the date of this Shareholders' Meeting;
3. the aggregate par value of common shares that may be issued by virtue of this authorization may not exceed 17,500,000 euros, and will moreover be limited to 20% of share capital per year.

   This amount shall be included in the ceiling imposed on the capital increase established in the twelfth resolution;

4. decides to suspend the preemptive subscription rights of existing shareholders to the common shares and securities giving access to equity 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, where necessary, 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.

Fourteenth resolution – Determination of the methods used to set the subscription price in the event of suspension of preemptive subscription rights within the annual limit of 10% of share capital

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the statutory auditors and in accordance with the provisions of Article L. 225-136-1, paragraph 2 of the French Commercial Code, authorizes the Management Board, which decides upon an issue of common shares or securities giving access to equity in application of the twelfth and thirteenth resolutions, to waive, within the limit of 10% of share capital per year, the price setting conditions stipulated by the aforementioned resolutions and to set the issue price of the capital shares available for issue according to the following methods:

The issue price of the capital shares available for immediate or deferred issue may not fall below either of the following, according to the choice of the Management Board:

- the average closing price of the Company share on the NYSE Euronext Paris market, observed over a maximum period of six (6) months preceding the issue;
- the weighted average price of the Company share on the NYSE Euronext Paris market, observed at the last three (3) trading days preceding the issue with a maximum discount of 15%.

Fifteenth resolution – Authorization to increase the amount of issues in the event of excess demand

For each issue decided upon in application of the eleventh, twelfth and thirteenth resolutions, the number of securities to be issued may be increased under the conditions stipulated by Article L. 225-135-1 of the French Commercial Code and within the limit of the ceilings set by the Shareholders' Meeting, where the Management Board observes excess demand.

Sixteenth resolution – Delegation of authority to the Management Board to increase the share capital of the Company by issuing shares reserved for participants in a company savings plan, in application of Articles L. 3332-18 *et seq.* of the French Labor Code.

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the statutory 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 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 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;
6. duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

Grants full powers to the Management Board to decide whether to implement this authorization, and to perform all measures and necessary formalities.

Seventeenth resolution – Authorization to be given to the Management Board to grant free 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 statutory 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 L. 225-197-2 of the French Commercial Code;
- and/or corporate directors and officers, within the meaning of Article L. 225-197-1 of the French Commercial Code.

The total number of free shares granted may not exceed 3% of the share capital existing on the date their allocation is decided by the Management Board.

The allocation of shares to beneficiaries shall become fully vested after a vesting period, the duration of which shall be set by the Management Board. It may not be less than two years and the beneficiaries must keep these shares for a period set by the Management Board. The duration of the period in which the shares are held cannot be less than two years, beginning on the date on which the granting of said shares is fully vested.

Nonetheless, the Shareholders' Meeting authorizes the Management Board, insofar as the vesting period for all or part of one or more allocations would be at least four years, to impose no holding period for the shares in question.

By exception, these grants shall be considered to be fully vested prior to the end of the vesting period in the event that the beneficiary shall become classified as having a long-term disability within the second and third categories provided for in Article L. 341-4 of the French Social Security Code.

The Management Board is granted full powers to:

- set the conditions and, 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. This authorization cancels and replaces the previous authorization with the same purpose.

Eighteenth resolution – Amendment of articles

The Shareholders' Meeting, after reviewing the report of the Management Board, decides to insert provisions relative to the distribution of voting rights between usufructuary and bare owner and thus to modify Article 12.2 of the by-laws.

Consequently, Article 12.2 of the by-laws has been modified as follows:

"12.2 – Each share entitles its holder to one vote at the Shareholders' Meetings.

Holders of fully paid-up registered shares, registered in their own name for more than three years, shall benefit from a double voting right. This double voting right shall apply at all Ordinary and Extraordinary Shareholders' Meetings.

Unless the Company is notified of any contrary agreement, in the event that ownership of shares is stripped, the voting right attached to the share belongs to the bare owner, except for collective decisions pertaining to the allocation of Company earnings, for which it belongs to the usufructuary.

However, holders of shares the ownership of which is stripped may mutually agree on any other distribution for exercising the voting right at Shareholders' Meetings. In this case, they must inform the Company of their agreement in writing by registered letter with acknowledgment of receipt, addressed to the registered office for the attention of the Management Board. The Company is bound to respect this agreement for all and any collective decisions that arise after the expiry of a period of one month following first receipt of the registered letter with acknowledgment of receipt, the post office stamp acting as proof of the date of first receipt.

Notwithstanding the provisions above, the bare owner is entitled to participate in all collective decisions taken by partners."

Nineteenth resolution (Ordinary Shareholders' Meeting) – Powers for 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.

3.8 Statutory auditors' report on the annual financial statements Financial

Year ended June 30, 2010

Dear 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, 2010 on:

- the audit of the accompanying annual financial statements of Bonduelle, as attached to this report;
- the justification of our assessments;
- the specific checks 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.

1. 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 or by means of other selection methods, 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 for the past year, and of the results of its operations for the year then ended, in accordance with the accounting rules and principles applicable in France.

2. Justification of assessments

Pursuant to the provisions of Article L. 823-9 of the French Commercial Code regarding the basis of our opinion, we hereby inform you that the assessment that we carried out related to the suitable nature of the accounting principles used and on the reasonable nature of the significant estimations used, particularly regarding:

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 based on 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 Executive 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 based on 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 Executive 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 provided in the first part of this report.

3. Specific checks and information

We also carried out, in accordance with generally accepted French auditing practices, a specific check provided by law.

We have no observation to make on 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.

Regarding the information provided pursuant to the provisions of Article L. 225-102-1 of the French Commercial Code on the compensation and benefits paid to the directors, we checked their conformity with the financial statements or with the data provided used to draw up these financial statements and, where applicable, with the information gatherec by your company from the companies controlling your company or controlled by it. Based on our review, we certify the accuracy and fair presentation of this information.

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.

Drawn up in Lille, October 25, 2010

The auditors

Deloitte &Associés	**Mazars**
Jean-Yves Morisset	Cécile Fontaine

3.9 Statutory auditors' special report on regulated agreements and commitments Financial

Year ended June 30, 2010

Dear Shareholders

In our capacity as the statutory auditors of your company, we hereby present to you our report on regulated agreements and commitments.

Pursuant to Article L. 226-10 of the French Commercial Code, we have been notified of the regulated agreements and commitments that have been subject to a prior authorization by your Supervisory Board.

We are not responsible for ascertaining whether any regulated 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. Pursuant to Article R. 226-2 of the French Commercial Code, it is your responsibility to assess the benefits arising from these regulated agreements and commitments with a view to approving them.

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.

Regulated agreements and commitments authorized during the financial year

- Conclusion and signature of a bond issue by Bonduelle SA

  Companies involved: Bonduelle SA, for which Bonduelle SCA directly or indirectly holds over 10% of the voting rights and Pierre & Benoît Bonduelle SAS, Manager of Bonduelle SCA and shareholder of Bonduelle SA.

  Authorization date of the agreement: Supervisory Board Meeting of June 15, 2010

  Nature and object:

  ○ Your Board authorized:

  - the project by Bonduelle SA, under the terms of an English language "Note Purchase Agreement", to issue a bond for a maximum amount of 250 million dollars, by private placement, for a term of eight to twelve years,
  - the project to guarantee Bonduelle SA bonds under this issue by Bonduelle SCA.

  Terms: No execution of these agreements was observed by year ended June 30, 2010.

Drawn up in Lille, October 25, 2010

The auditors

Deloitte &Associés	**Mazars**
Jean-Yves Morisset	Cécile Fontaine

4 Additional information

4.1 General information regarding the Company

4.1.1 Legal name

Bonduelle

4.1.2 Registered office

"La Woestyne"
59173 – Renescure

4.1.3 Administrative head office

Rue Nicolas Appert
BP 30173
59653 – Villeneuve-d'Ascq

4.1.4 Business structure

Bonduelle is a French limited partnership with shares *(société en commandite par actions)*, governed by the French Commercial Code.

4.1.5 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.

4.1.6 Corporate registration number

The Company is registered in the Dunkerque Register of Trade and Companies (RCS) under number 447 250 044.

Its APE industry code is: 6430 Z

4.1.7 Financial year

From July 1 to June 30 each year.

4.1.8 Corporate purpose (Article 2 of the by-laws)

The purpose of the Company, in France and in all countries is:

- owning and managing securities and ownership rights issued by any French or foreign company;
- entering into any financial and industrial investments;
- managing companies;
- entering into any transactions that may contribute to its development.

The Company may enter into any transaction compatible with, related to and/or contributing to the above purpose.

4.1.9 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.

4.1.10 Distribution of earnings (Article 25 of the by-laws)

The Shareholders' Meeting approves the accounts for the financial year just ended, and where applicable, the consolidated accounts, and notes whether there is any distributable income.

Within the limit of its distributable income, the Company pays the General Partner 1% of the net income of the year.

If income available for distribution for a period is not sufficient to pay all or part of the above percentage of earnings due to the General Partner, such amount will be carried forward and payable the following year or in future years until fully paid off.

Amounts payable to the General Partner will be paid at times and locations indicated by the Management Board within nine months following the close of the 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.

4.1.11 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, who may or may not be a shareholder, mandated by one of the latter.

Shareholders who take part in Meetings through videoconferencing or other telecommunications media enabling their identification and permitted under the conditions stipulated by applicable laws and regulations shall be considered to be present in the calculation of the quorum and majority, provided the Management Board elects to use such means of participation prior to sending the notice convening the Shareholders' Meeting.

Shareholders' Meetings are presided over by the Chairman of the Supervisory Board or, if the latter is not available, the Vice Chairman of the Supervisory Board or, if the latter is not available, by the Management Board.

Ordinary and Extraordinary Shareholders' Meetings, ruling under the conditions prescribed by law, exercise their functions in accordance with the law.

Except for the appointment and dismissal of members of the Supervisory Board, the appointment and dismissal of independent auditors and the approval of regulated agreements, no decision of the Shareholders' Meetings will be valid unless it is approved in writing by the General Partner no later than the end of the Shareholders' Meeting that approved said decision.

The Company's Management Board has full powers to record such approval, and shall append the document manifesting such approval to the minutes of the Shareholders' Meeting in question.

4.1.12 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 result in a loss of voting rights for those undisclosed shares exceeding the aforementioned thresholds in any Shareholders' Meeting held until two years have elapsed from the date on which the situation is rectified.

4.1.13 Double voting rights (Article 12 of the by-laws)

Holders of fully paid-up shares registered in the name of the holder for more than three years shall be entitled to double voting rights. Double voting rights shall apply at all Ordinary and Extraordinary Shareholders' Meetings.

The legal provisions concerning double voting rights are set out below:

- in the event of a capital increase by capitalization of reserves, net income or additional paid-in capital, double voting rights may be granted, on issue, to registered shares allocated free of charge to a shareholder holding existing shares which confer this right (Article L. 225-123 of the French Commercial Code);
- any share converted into a bearer share or whose ownership is transferred loses the double voting rights assigned in application of Article L. 225-123. However, the transfer of shares as a result of inheritance, liquidation of a community of assets between spouses or inter vivos gifts to a spouse or relative whose degree of relationship is sufficiently close, does not result in the loss of entitlement to the right acquired, provided that the qualification period mentioned in Article L. 225-123 is met. Unless stipulated to the contrary in the Company's by-laws, the same shall apply to the assignment of double voting rights in the event of a transfer following a merger or split involving a company that holds shares in the Company.

  A merger or split of the Company shall have no effect on the double voting rights that may be exercised within the beneficiary company or companies, provided that this is established in the latter's by-laws (Article L. 225-124 of the French Commercial Code).

4.1.14 Separation of voting rights between the beneficial owner and bare owner (Article 12 of the by-laws)

The by-laws currently stipulate that unless there is an agreement notified to the Company, in the case of separation of ownership rights, voting rights belong to:

- the beneficial owners at Ordinary General Meetings; and
- the bare owners at Extraordinary or Special General Meetings.

It shall be proposed to the next Shareholders' Meeting that the provisions of Article 12 of the by-laws are amended as follows:

Unless there is an agreement notified to the Company, where there is a separation of ownership rights, voting rights shall belong to the bare owner, except in the case of collective decisions relating to the appropriation of income, when voting rights shall belong to the beneficial owner.

However, holders of shares where there is a separation of ownership rights may agree between themselves how to assign the voting rights for Shareholders' Meetings. In this event, they must make their agreement known to the Company by certified letter with return receipt sent to the registered office and addressed to the Management Board. The Company shall be required to respect this agreement for all collective decisions made after one month has elapsed following the initial presentation of the certified letter with return receipt, with the postmark being taken as proof of the date of initial presentation.

Notwithstanding the provisions set out above, the bare owner has the right to participate in all collective decisions of shareholders.

4.1.15 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.

4.1.16 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 75th birthday.

The Company shall not be dissolved in the event that the functions of a Manager are terminated, regardless of the reason.

Any Manager wishing to resign must provide the General Partner and the Supervisory Board with at least six months' prior notice, by certified mail, unless the General Partner authorizes a shorter period after evaluating the reasoned opinion of the Supervisory Board.

The General Partner is responsible for ordering the dismissal of any Manager.

4.1.17 Powers of 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. It exercises these powers within the limits of the Company's corporate purpose and any powers granted explicitly by law to the Supervisory Board and to the Shareholders' Meeting.

RELATIONSHIPS BETWEEN PARTNERS

Insofar as relationships between the Company's partners are concerned, the Management Board has full powers to take all managerial actions in the interest of the Company and in compliance with the powers granted by the present 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."

DELEGATION OF 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.

4.1.18 Remuneration 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 approved by the Ordinary Shareholders' Meeting, with the approval of the General Partner.

4.1.19 Supervisory Board (Article 18 of the by-laws)

The Company has a Supervisory Board comprising between three and eighteen members selected from among 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.

4.1.20 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, at least seven working days prior to the meeting. This time requirement may be reduced subject to the unanimous approval of the Chairman or the Vice Chairman of the Supervisory Board, the General Partner and the Manager.

Any member of the Supervisory Board may, by all means serving as valid proof for commercial purposes, give proxy to one of his colleagues to represent him at a meeting of the Supervisory Board. No member may hold more than one proxy during a single meeting. These provisions also apply to the permanent representative of a legal entity member of the Supervisory Board.

The Supervisory Board may only deliberate if at least half of its members are present or represented.

Decisions require a majority of the votes of the members present or represented. However, the Supervisory Board may approve or reject any new wording of certain clauses of the by-laws proposed by the General Partner only by a three-quarters majority of its members present or represented, in compliance with the stipulations of the article entitled "Responsibilities and powers of the General Partner."

The Rules of Procedure may establish that all members of the Supervisory Board that participate in the meeting by means of videoconferencing or telecommunications are considered present for the purposes of calculating the quorum and the majority, within the conditions established by all laws and regulations applicable to French corporations *[sociétés anonymes]*.

The Manager must be invited to and may participate in the meetings of the Supervisory Board, although he may not cast a vote.

The deliberations of the Supervisory Board are recorded in minutes maintained in a special initialed register, and signed by the Chairman and the Secretary.

4.1.21 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, 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.

4.1.22 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.

4.1.23 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-lez-Lille.

In 1862, they bought a farm in Renescure which they converted into a grain alcohol distillery.

1926-1946

Canning business takes off

In 1926, they installed their first pea sheller and autoclaves in the family farm at Woestyne.

Bonduelle started canning 20 hectares of peas, corresponding to annual production of approximately 120 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. 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

Period of expansion: beyond Picardie

Bonduelle embarked on a business development drive that took it to the south west of France, the Oise department north of Paris and then Belgium.

This geographical expansion led the Company to invest in two new sectors: corn and mushrooms.

In 1980, Bonduelle acquired Marie-Thumas, the largest vegetable canning company in Belgium and a leading brand in this market for 100 years.

In 1983, Bonduelle optimized its production capacity, with 350,000 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 and signed a partnership agreement with Cielo e Campo, Italy's number two in the fresh-cut range. In June 1999, Bonduelle's fresh-cut vegetables appeared on Italian supermarket shelves.

In the spring of 1998, the group was listed on the Second Marché of the Paris Stock Exchange.

In November 1999, Bonduelle took part in the vegetable canning industry consolidation in France by acquiring the assets of Avril/Cirio France (French distributor brands).

To raise its profile, Bonduelle decided to sponsor the construction of a multi-hull yacht in October 1999 and chose skipper Jean Le Cam from Brittany to compete in sailing races. The values in this sport are a perfect fit for Bonduelle: 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",

- the 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 (OBSAAR).

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.

2009-2010

Brazil/mushrooms: new sources of growth

Industrial operations in Brazil

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

The industrial operations in Brazil include the construction, in the first stage, of a canning plant (primarily for peas and corn) in the Brasilia region. This region enjoys clement weather conditions that greatly extend the annual growing period, thereby reducing capital requirements (production facilities and inventory carrying costs).

Intended during an initial phase to supply the very large local market (170 million inhabitants) at competitive prices, this project has a target of capturing 10% of the market within three to five years, and will also enable the group to supply other South American markets.

With the completion of the first phase of the Cristalina production facility, production of canned peas, then corn began in September 2010, with the first products scheduled to appear on the market in November 2010.

Acquisition of France Champignon

During the year, the Bonduelle Group acquired France Champignon.

The France Champignon group is Europe's leading producer of processed mushrooms (revenue of around 200 million euros).

France Champignon has 1,500 employees and produces 130,000 metric tons of mushrooms in all formats (canned, fresh, pasteurized and dried) and of all kinds (white mushrooms and wild mushrooms) in six plants.

This acquisition will generate a number of commercial, industrial and administrative synergies with the Bonduelle Group. The Bonduelle Group's track record in rapidly integrating its acquisitions and the lower capital requirements of this business will boost group profitability and ROCE from 2010-11.

After receiving approval from the French and German competition authorities, Bonduelle took control of 100% of France Champignon on March 31, 2010.

4.2 Statement of changes in capital

Year (in FFR)	Transaction	Par value	Additional paid-in capital	Closing share capital	Total no. of shares
At 01/01/1993				**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 in par value from FFR 700 to FFR 760	22,263,840		282,008,640	371,064
	Division of par value from FFR 760 to FFR 40			282,008,640	7,050,216
	Integration of Financière Bonduelle Dalle and issue of 146,325 new shares	5,853,000	6,303,103	287,861,640	7,196,541
	Contribution of Bonduelle SA shares by the Bonduelle Valeurs fund	10,372,880	14,938,800	298,234,520	7,455,863
	Contribution of Bonduelle SA shares by employees and others	7,142,720	10,675,640	305,647,240	7,641,181
1998	Issue of 358,819 shares	14,352,760	30,499,615	320,000,000	8,000,000
(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

4.3 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 2, 2010. Prior notice of the meeting is to be published in the BALO of October 18, 2010.

4.3.1 Analysis by intended use of the shares held at August 31, 2010

Number of shares held directly or indirectly: 218,650 shares representing 2.74% of the share capital.

Number of shares held by intended use:

- ensure liquidity of Bonduelle shares under AMAFI-compliant liquidity contract: 3,725;
- acquisitions: 118,779;
- provide coverage for stock option plans and other types of share allocations to employees: 96,146;
- coverage of securities giving right to the allocation of Company shares: 0;
- cancellations: 0.

4.3.2 New share repurchase program

- **Authorization of the program:** Shareholders' Meeting of December 2, 2010.
- **Securities involved:** common shares.
- **Maximum portion 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 under the liquidity contract during the program.

  As the Company may not hold more than 10% of its own share capital, in light of the number of shares already held (218,650, or 2.74 % of the share capital), the maximum number of shares that may be purchased shall not exceed 581,350 (i.e. 7.26% 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 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 232-15 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 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 [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 ninth resolution to be submitted to the Extraordinary Shareholders' Meeting of December 2, 2010.
- **Term of the program:** 18 months, from the December 2, 2010 Shareholders' Meeting through June 1, 2012.

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.

For further information:

Tel: (33) 03 20 43 60 60

finance@bonduelle.com

4.4 Information published or announced in the last 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
10/05/2010	Annual results
10/04/2010	Disclosure of voting rights
09/08/2010	Disclosure of voting rights
09/08/2010	Private placement
08/24/2010	Disclosure of voting rights
07/29/2010	Net revenue for the year
07/05/2010	Disclosure of voting rights
07/01/2010	Half-yearly review, liquidity contract
06/02/2010	Disclosure of voting rights
05/06/2010	Net revenue 3Q
04/02/2010	Disclosure of voting rights
03/31/2010	Confirmation of France Champignon acquisition
03/05/2010	Disclosure of voting rights
02/25/2010	First-half results
02/25/2010	Results first-half 2009-2010
02/04/2010	First-half net revenue
02/03/2010	Confirmation of France Champignon acquisition
02/03/2010	Disclosure of voting rights
01/07/2010	Exclusive talks to acquire France Champignon
01/06/2010	Disclosure of voting rights
01/05/2010	Half-yearly review, liquidity contract
12/21/2009	Confirms sale of Belgian fruit production unit
12/16/2009	Reconstruction of Italian plant
12/02/2009	Disclosure of voting rights
11/05/2009	Net revenue 1Q
11/02/2009	Disclosure of voting rights
10/28/2009	Release of the registration document
10/26/2009	Amendment to liquidity contract

4.5 Person responsible for the registration document and the annual financial report

4.5.1 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.

4.5.2 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 registration document 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 to 28 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 historical financial information presented in this document has been subject to an independent auditor's report with remarks on pages 93 and 94.

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 this registration document:

- the reports of the accounting firms Mazars and Deloitte & Associés on the consolidated financial statements and the individual financial statements for the financial year ended June 30, 2009 and the corresponding historical data figuring in the financial report included in registration document no. D. 09-0719, which was filed with the French Financial Markets Authority (AMF) on October 27, 2009;
- the reports of the accounting firms Mazars 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 registration document no. D. 08-0700, which was filed with the French Financial Markets Authority (AMF) on October 30, 2008.

October 27, 2010

The Manager

Pierre et Benoît Bonduelle SAS
Represented by its Chairman, Christophe Bonduelle

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