

“WELL LIVING” through VEGE- TABLE products

2012-2013 Registration document



The Bonduelle logo features a stylized green 'B' with a yellow and orange arc above it, followed by the word 'Bonduelle' in a green serif font.

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Registration document

2012-2013

Including the annual financial report



This registration document was filed with the French Financial Markets Authority (*Autorité des marchés financiers*) on October 22, 2013, in accordance with Article 212-13 of the General Regulations of the French Financial Markets Authority.

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

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

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The Bonduelle Group

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1.1 Bonduelle Group Key figures

1.1.1 Key figures 2012-2013

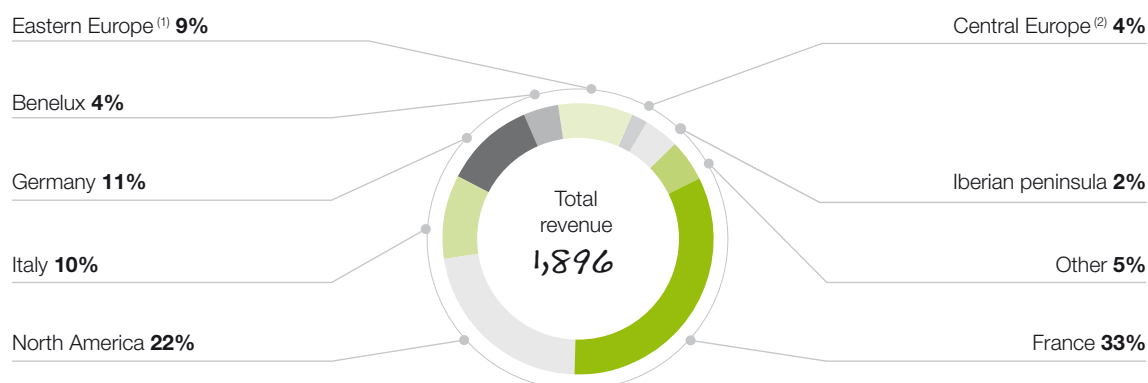
(in millions of euros)	06/30/2011	06/30/2012	06/30/2013
Current operating income	81	101	106
REBITDA *	151	173	181
Gearing (as a %)	102%	121%	115% **
Revenue	1,726	1,767	1,896
Net income	31	48	52
Reported revenue growth	10.7%	2.4%	7.3%
Acquisitions of property, plant and equipment	81	77	80

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

** 102% adjusted for treasury shares.

1.1.2 Breakdown of revenue 2012-2013 (in millions of euros)

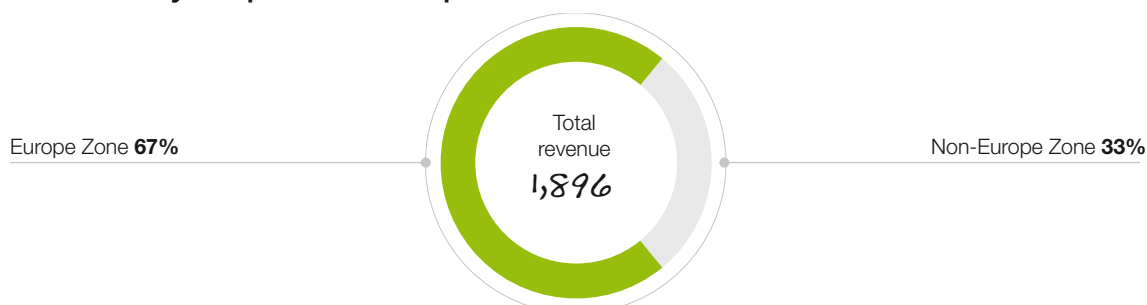
Revenue by region



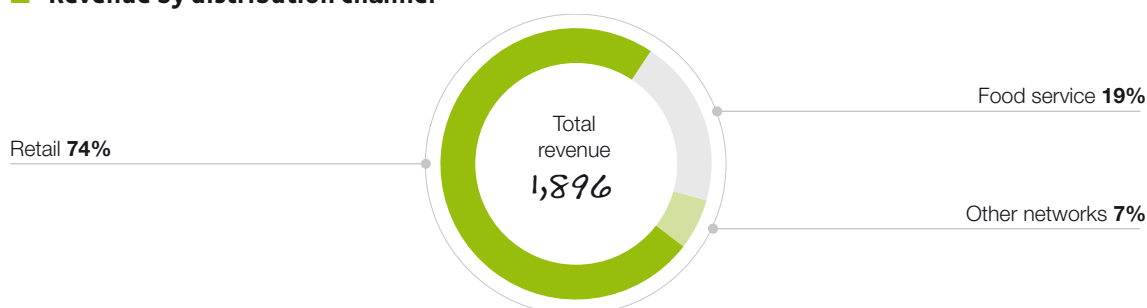
(1) Russia + other Commonwealth of Independent States (CIS) countries.

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

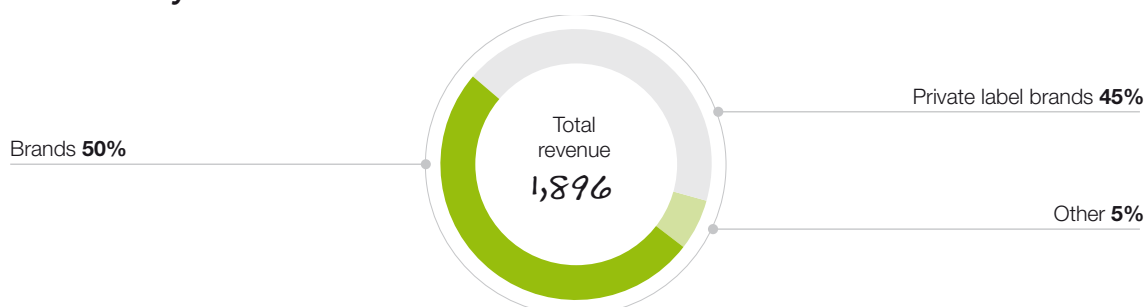
Revenue by Europe and Non-Europe Zone



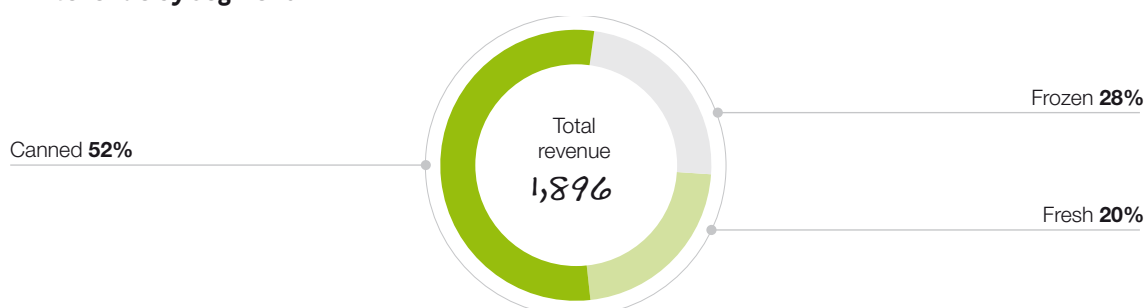
Revenue by distribution channel



Revenue by brand



Revenue by segment



1.2 Message from the Executive Management

After a marked increase of profitability in 2011-2012 (current operating income up 42%), the group experienced strong growth again in 2012-2013 with revenue up 7.3% (€130 million), mainly outside of Europe.



Christophe Bonduelle
Chairman

Internal growth

Internal growth (+1.9%) was unevenly distributed. It proved slightly negative in Europe (-0.8%), reflecting low consumer confidence, particularly in Southern and Central Europe, and in the food service sector. Against this backdrop, such stability can be viewed as a positive performance. Even more so when we see that group brands held up well in terms of market share, bolstered, in particular, by successful innovations (Bonduelle's "vapeur" range of canned and frozen products, the Cassegrain range, etc.).

Acquisitions

Spring 2012 allowed the group to seize three strategic opportunities which stimulated growth in 2012-2013:

HUNGARY & RUSSIA

The group's production tools had reached saturation point in Eastern Europe, both for peas and corn, and it was planning to build a new plant in Ukraine. This onerous and risky project was rightly replaced by the acquisition of Kelet's industrial assets in Hungary and Cecab-d'Aucy's agro-industrial assets in Russia (as well as the Globus brand in the CIS). These acquisitions made it possible for us to boost our growth in pea and corn production on a highly competitive basis in Eastern Europe.

USA

Likewise, the opportunity arose for us to establish an industrial presence in the USA by acquiring the Allens frozen food plants to take the pressure off our saturated Canadian plants, whilst shielding our sales in the USA by means of the resulting natural foreign exchange hedge between the Canadian and US dollars. As a result of this acquisition, the group is now the leader in the North American private label frozen vegetable market.

We bring the following to your attention:

- these operations, combined with strong internal growth, particularly in Brazil and in the CIS, have enabled us to make considerable changes to our geographical portfolio i.e. non-Europe now accounts for more than one third of our entire sales;
- the refinancing of these acquisitions was both highly successful (€300 million Revolving Credit Facility granted by an established and enlarged pool of banks) and innovative (€145 million bond issue is first on the European Private Placement market);
- the operational integration of these acquisitions went very well, with synergies and cost savings from 2012 onwards.

*"2012-2013
was a year
of strong
growth."*

Vision for 2025

These results, and the group's new geography, have enabled the group to embark upon a major long-term reflective process known as VegeGo!, with widespread involvement of its Top management.

If our shared ambition for 2025 could be defined, it would be: "to be the world reference in "well living" through vegetable products", and practical initiatives have already been implemented to this end.

Organization into specialist subsidiaries has become too complex as we approach a €2 billion revenue and has therefore been replaced by a more decentralized organizational model with four independent from each others business units: two in Europe (long-life and fresh produce) and two outside of Europe (the Americas and the rest of the world).

Profitability

Despite the fact that profitability was slightly below our expectations, in particular, due to lower than anticipated levels of consumer confidence in Europe, the €105.6 million current operating income was a record high for the group and the net income attributable to owners of the Company was up by 11.5%. This performance was all the more satisfactory in light of the high inflation in consumables (agricultural commodities, packaging, energy, etc.).

This new organizational model, which became operational on July 1, 2013, combined with the growth curve and profit levels achieved, looks very promising for future years.

Likewise, the acceleration of group initiatives in the areas of Corporate Social Responsibility have allowed for spectacular progress, particularly in terms of health and safety at work and environmental impact. In this regard, the excellent B+ rating obtained from the Global Reporting Initiative is very encouraging. All of these achievements mean that we can look to the future with a great deal of confidence.

1.3 Strategy and Company policies

The Bonduelle Group strategy is based on the three fundamental objectives defined by the family shareholding group: sustainability, independence and the personal growth of its employees. This strategy supports the VegeGo! program which aims to make the group “the world reference in “well living” through vegetable products”.

1.3.1 Long-term focus

As the world leader in ready-to-use vegetables, Bonduelle has never put short-term needs above future ambitions. Continuing with this approach, which has characterized the Company since it was founded in 1853, in 2011 Bonduelle decided to enter a new phase of development and to define the group’s vision for 2025. This reflective process, undertaken with top management and family Shareholders, culminated in the launch of the VegeGo! program in late 2012. 22 transformation workshops were launched to develop group practice on issues such as product eco-design, health and safety at work, involvement in local communities, and support for employees’ personal growth. This group-wide project is accompanied by a clearly defined ambition – “to be the world reference in “well living” through vegetable products” – which guides the Bonduelle Group’s long-term development.

1.3.2 Growth

To ensure steady growth in its revenue, Bonduelle relies on the force of its organic sales growth, combined with a reasoned acquisitions policy which enables it to diversify its geographical locations. The relevance of this strategy was confirmed in 2012-2013 with growth totaling 7.3% (up from 2.4% the previous period), 1.9% of which was organic growth.

1.3.3 Food safety

Essential for customer satisfaction, for the group’s reputation worldwide and for the sustainability of its business activities, the food safety of Bonduelle’s ranges is the subject of an ongoing improvement initiative. In 2012-2013, nearly 49,000 analyses were carried out on canned produce and 18,000 on frozen and fresh or prepared produce. In the light of issues relating to the use of horse meat instead of beef (in which Bonduelle had no involvement), the group decided to set up a system of DNA tests and controls on recipes including meat. These tests did not reveal any anomalies. This period in which legal issues (fraudulent food labeling) came to the fore, has given the group the opportunity to demonstrate the quality of its production chain which is based on the use of reliable and regularly audited partners.

1.3.4 Respect for the environment

The Bonduelle Group faces multiple environmental challenges: limiting the use of non-renewable natural resources, controlling discharges into the natural environment, reducing its global impact on the environment and, in particular, on global warming, and taking into consideration the global impact of its activities on society, such as consumers, local residents and employees, etc. To achieve these objectives, the group is developing agricultural innovations, such as the deployment of environmentally-friendly agriculture, improving the energy performance of its plants by networking between sites, business units and central services, and reducing its greenhouse gas emissions by implementing innovative solutions (cogeneration, maritime transport, etc.).

1.3.5 Profitability

Up 4.9% on the previous year, in 2012-2013, the group’s operating income reached an all-time high in absolute value terms. This performance, which was all the more remarkable due to the fact that inflation in consumables was high, was the result, in particular, of increased profitability and operating margins in Europe, due to strong performances from Bonduelle and Cassegrain brand products, strong growth outside Europe and strict controls on the group’s industrial, sales and administrative costs.

1.3.6 Brand strategy

To fuel its ambition – “to be the world reference in “well living” through vegetable products” – the group relies on a portfolio of well-known brands. An international positioning was defined in 2013 so as to create a strong, shared identity for these brands: “Bonduelle, your daily source of inspiration for cooking and eating delicious vegetables”. This positioning, the outcome of collaborative work carried out by the group’s marketing teams, focuses on the healthy living aspect of the products (health, nutritional values, great taste, etc.) and reaffirms Bonduelle’s desire to develop all its brands, in all channels and across all segments.

1.3.7 Innovation

At its customers' service, Bonduelle is constantly innovating in order to offer products which meet the specific expectations of the markets on which it has a presence, and of different categories of consumer. This approach provides added value, giving a significant competitive edge in a fiercely competitive market. 2012-2013 was, therefore, highlighted by the continuation of the international rollout of the "vapeur" range of canned products, the launch of a new range of large-format vacuum-packed cans aimed at food service sector professionals in Europe, the development of innovative metal packaging in Germany, which is much lighter and requires 15% less metal, and the marketing of the premium "Fusion" range in Russia, etc.

1.3.8 Agro-industrial commitment

Convinced that tomorrow's agriculture must be more respectful of the environment, Bonduelle is increasing the number of initiatives designed to share experiences and promote best practice sector-wide. In 2012-2013, the group launched a test protocol in Russia for trials of simplified growing techniques, known as Strip till, prioritizing the retention of plant cover from the previous crop, thereby preventing soil erosion, limiting the use of equipment and improving soil quality. Another illustration of this commitment to sustainability is the introduction and operation, in Picardy, of a network of approximately forty farmers who are already committed to using growing techniques which do not involve plowing, etc.

1.3.9 International expansion

In 2012, Bonduelle made three promising acquisitions, thereby strengthening its presence in Russia and Hungary and enabling it to establish an industrial presence in the USA. The group's international expansion led it, at the end of 2012, to adapt its organization to suit its new geography and expansion plans. The Bonduelle Group is now organized into two regions – the Europe and Non-Europe Zones – and four business units: Bonduelle Europe Long Life encompasses all of the group's canned and frozen vegetable business activities in Europe; Bonduelle Fresh Europe covers all prepared fresh vegetable business activities in Europe; Bonduelle Americas is the focus for canned and frozen vegetable business in North and South America; and Bonduelle Development encompasses the group's business activities and its expansion in the rest of the world and, in particular, Eastern Europe.

1.3.10 Personal development

In line with its values of integrity, confidence, simplicity, excellence, open-mindedness, fairness and people-minded, Bonduelle's business plan has always been people-centered. This policy was reaffirmed by the launch of the VegeGo! program and the method selected to conduct this project to build a vision of the Company in 2025, which was designed jointly with management. VegeGo! illustrates the group's determination to take its initiatives a step further in terms of equal opportunities and diversity, internal mobility and health and safety, aiming, in particular, for zero workplace accident with no job interruption. Because the Bonduelle Group's strategy focuses on the long-term and on growth, the diversity of its business activities, its international dimension and network collaboration are factors which promote the personal growth, one of the group's main aims.

1.4 The global vegetable market

It is difficult to make an accurate estimate of vegetable consumption across the world. Nevertheless, across all the zones studied, the most easy-to-use products, retaining the best flavor, have experienced the strongest growth. Consumers prefer ready-to-use vegetables which are in keeping their changing lifestyles.

1.4.1 Trends

Ease-of-use is a major argument with which to win over consumers. In the space of several decades, longer commuting times, the changing role of women in the workplace, the increase in the amount of time devoted to recreational activities and new technologies

designed to facilitate everyday life have had a profound impact on eating habits. Meal preparation times have shortened and new consumption patterns have emerged, such as eating on-the-go. Ready-to-use vegetables respond to these changes by offering ease-of-use combined with optimum taste and nutritional qualities, developed through an ongoing commitment to innovation.

■ Vegetables as a percentage share of diet, by value *

Central and Eastern Europe	Western Europe	North America
5.5%	5.7%	7.3%

According to a report from Rabobank**, despite the launch of promotional campaigns by governments, the consumption of fresh fruit and vegetables is continuing to drop in the United States and in Western Europe. According to analysts, this drop is due to the decline in purchasing power, perceived high prices and competition from ready-to-use vegetables.

The report shows that consumers are willing to eat fresh fruit and vegetables but that they allow themselves to be won over by processed products which are easier to use when it comes to actually preparing meals.

■ Average yearly change in the consumption of vegetables *per capita*, in volume, on three segments between 2007 and 2012 *

Country	Fresh raw	Frozen	Fresh-cut vegetables
Canada	-1.1%	2%	-1.2%
France	-1.3%	1.3%	1.3%
Germany	-0.3%	2.3%	0.3%
Italy	-2%	4%	0.8%
Poland	-1.6%	0.2%	1.6%
Hungary	0.4%	2.5%	0.1%

* Source: Food For Thought 2013.

** Source: https://www.rabobank.com/en/press/search/2013/20130704_Rabobank_Fruit_Vegetable_consumption_falls_despite_government_efforts_to_promote_health.html. Author: Koos Verheul/Rabobank – July 2013.

1.4.2 Structure

The vegetable market is broken down into four categories:

- fresh raw vegetables, sold directly with no preparation stage, and ready-to-use vegetables, which is itself comprised of:
- canned vegetables (in cans, jars, etc.);
- frozen vegetables;

- and fresh vegetables. These can be either ready-to-use (salad in bags, known as fresh-cut), or ready-to-eat (seasoned, prepared salads).

The raw fresh vegetable category still holds a majority share of the market worldwide, giving ready-to-use vegetables great potential for growth.

■ Market share of each category, by value *

	Central and Eastern Europe	Western Europe	North America
Fresh raw vegetables	87%	76%	77%
Ready-to-use fresh vegetables	1%	5%	4%
Canned vegetables	7%	9%	8%
Frozen vegetables	5%	10%	11%
Total Market <i>(in billions of euros)</i>	10.3	67.7	130.4

In addition to its segments, the vegetable market is structured around two distribution channels. The consumer products market, which covers vegetables sold directly to consumers through retailers and the food service market, which includes all commercial services in the catering and food service sector. In this sector, where professionals expect products of consistent quality at competitive prices, the ready-to-use vegetables market and the fresh vegetables market hold a similar share.

■ Food service sector vegetable market by segment value in 2012 *

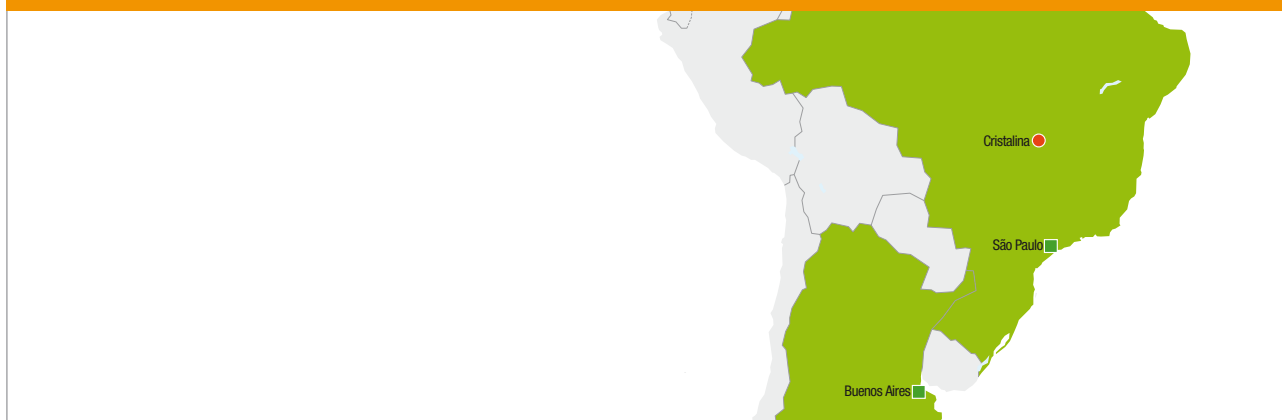
<i>(in millions of euros)</i>	Fresh raw	Fresh, frozen and canned ready-to-use vegetables
Canada	712	770
France	1,074	780
Germany	425	821
Italy	1,034	605
Poland	604	83
Hungary	68	13

* Source: Food For Thought 2013.

1.5 Bonduelle around the world



"Bonduelle has a full range of products spanning both national brands and private label products, adapted to suit the specific requirements of each geographic region. With its unique agro-industrial expertise, it installs its production facilities as close as possible to its customers."





(1) In association with the France Champignon cooperative.

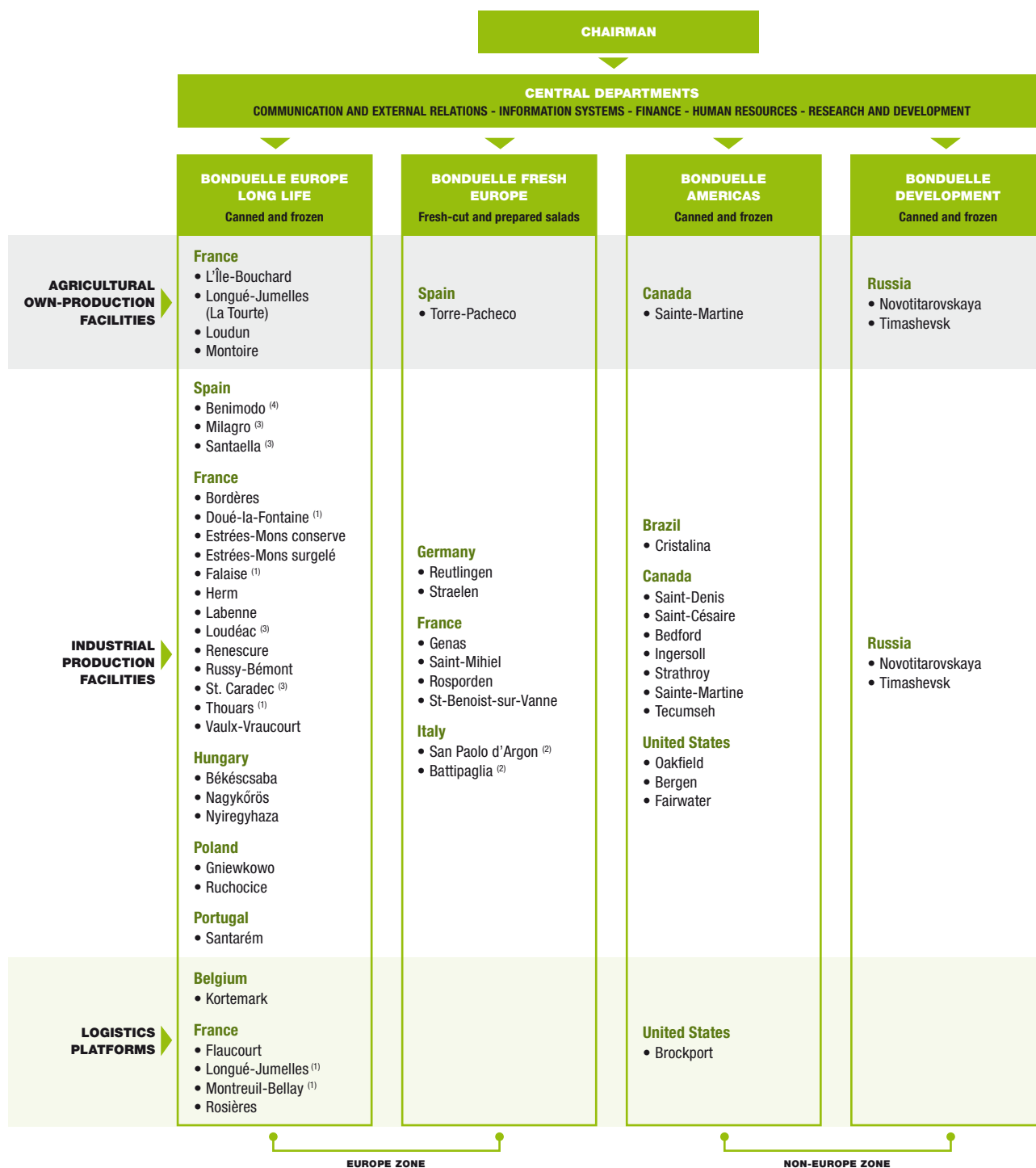
(2) In partnership with OP OASI.

(3) Gelagri joint-venture (35.5%).

(4) UCR joint-venture (50%).

Group organization structure

1.6 Group organization structure



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

1.7 Our activities

1.7.1 The year under review

2012-2013 was marked by growth in emerging countries, a fragile recovery in North America and a decline in consumption in Europe. The fact that the group held up well in a falling market and its strong performances in the developing markets, confirmed the validity of Bonduelle's sustainable growth strategy.

A YEAR OF CONTRASTS

The decline in consumption in Europe accelerated in early 2013, particularly in Southern and Central Europe. All distribution networks (retail grocery, food service) were impacted. The situation was brought about by a fall in purchasing power, high food price inflation, increased unemployment and the climate of anxiety generated by the economic crisis. Against this backdrop, sustained investment in marketing and the strong performance of innovative products (canned and frozen "Vapeur" range, development of the Cassegrain range) were decisive. They made it possible to consolidate, or indeed expand, the market shares of the group's Bonduelle and Cassegrain brands.

In the Non-Europe Zone, the growth in Bonduelle's business has, in some countries, been combined with rising markets. The zone now accounts for 33.5% of the group's revenue. In Russia and the Commonwealth of Independent States (CIS), Bonduelle is growing due to its revamped approach to sales and logistics and to the introduction of innovations with high added value (the "Fusion" range). In Brazil, significant market share has been won and Bonduelle's production capacity is now saturated after being a local operator for less than 3 years. In North America (excluding the Allens acquisition) sales began to recover at the end of the year with a steady revenue over the year. Canada and the USA joined Germany as the Bonduelle Group's top sales countries outside of France.

A SUSTAINABLE GROWTH STRATEGY

The Bonduelle Group posted unprecedented growth in revenue and profitability. In line with its objectives, these results confirm the group's strategy in terms of international expansion and risk distribution through diversification in geographical areas (present in

over 100 countries, in particular, outside Europe), segments (canned, frozen, fresh ready-to-use and fresh ready-to-eat vegetables), brands (Bonduelle, Cassegrain, Arctic Gardens, Globus and private label brands) and distribution networks (retail and food service).

With its funding secured by two financing operations conducted in 2012 and boasting a tried and tested economic model, the Bonduelle Group intends to continue its efforts towards sustainable growth in 2013-2014. The fiscal year ended in 2013 materializes 160 years of agro-industrial history and 15 years with a presence on the financial markets.

1.7.2 Focus on the latest acquisitions

With the various acquisitions in 2012, the group now has five additional plants.

These purchases took place just prior to the production period: March 30 in Russia and the USA and May 31 in Hungary. Nevertheless, the performance of its teams enabled the group to come close to meeting its standards for production tools from summer 2012 onwards.

In the USA, sales volumes were hit in 2012-2013 by the Allens clients' supply diversification prior to the announcement of the acquisition by the Bonduelle Group. The service quality now offered to US clients is expected to result in improved business levels in 2013-2014. Progress made with the cost-cutting plan was ahead of schedule, allowing us to confirm performance targets in 2012-2013.

The new production capacities purchased in Russia and Hungary contributed to the excellent commercial performance of this geographical area in 2012-2013. These acquisition opportunities also resulted in the postponement of the group's plans to establish an agro-industrial plant in the Ukraine, with the sale, in 2012-2013, of the *Kolkhoze Maiak*, acquired in 2010. This disposal did not have any material impact on the group's results and was aimed at optimizing the use of capital employed. Bonduelle kept the option to purchase the industrial land with a view to reactivating the project at a later date.

1.7.3 The group's managerial structure is changing

Announced at the Shareholders' Meeting of December 6, 2012, changes to the Bonduelle Group's managerial structure will support its ambitions in terms of growth and international expansion.

The group is now organized around two geographic regions – Europe Zone and Non-Europe Zone – each with their own distinct characteristics and approaches, and four business units:

- in the Europe Zone, Bonduelle Europe Long Life (canned and frozen food activities) and Bonduelle Fresh Europe (bagged salads and prepared vegetables) in the retail grocery and food service sectors, for branded and private labels;
- in the Non-Europe Zone, Bonduelle Americas, which regroups canned vegetables and frozen food activities in North and South America and Bonduelle Development, which covers the group's activities and development in the rest of the world, particularly Eastern Europe.

The four General Managers of the above business units, together with the Chief Financial and the Human Resources Officers, have joined Christophe Bonduelle, the group's Chairman, to form the Executive Committee.

The new organization is the first practical step in the internal VegeGo! initiative in support of the group's ambition for 2025: "to be the world reference in "well living" through vegetable products".

1.7.4 Significant financing operations

The various acquisitions made in 2012 were funded by financing operations. Bonduelle extended the maturity of its debt under particularly competitive terms.

On July 3, 2012, the group announced the signing of a €300 million Revolving Credit Facility and on September 10, 2012, issued bonds worth €145 million in the form of a European private placement (EuroPP). The EuroPP bond issue is the first of its kind on the European market for an unrated medium-sized company. It received the award for the best secondary transaction of the year from NYSE-Euronext and the award for the best financing operation of the year from the Club des Trente, comprising the Finance directors of the main French listed companies, part of the CAC 40 index.

1.7.5 A responsible company

Because how results are achieved is just as important as the results themselves, Bonduelle strengthened its sustainable development initiative in 2012-2013 to include a new key component i.e. dialog with its stakeholders.

INCREASING TRANSPARENCY

For the past two years, the Bonduelle Group has been improving its dialog with stakeholders. The strengthening in 2012-2013 of the Company's voluntary transparency with regard to sustainable development was a direct result of this dialog. Since March 2013, detailed information has been made widely available via the website www.sustainability.bonduelle.com. The figures which appear in its Corporate Social Responsibility (CSR) report have been certified by external Auditors. The entire document was also validated by an internationally recognized organization, the Global Reporting Initiative. The B+ application level obtained places Bonduelle amongst the best French companies applying GRI standards to its CSR report.

CONTINUING THE SUSTAINABLE DEVELOPMENT INITIATIVE

Dialog with its stakeholders has not only contributed to the emergence of new areas of work on which to focus (ethics charter, involvement in local communities, eco-design, etc.), but has also served to strengthen its previous sustainable development initiatives. Here are some examples:

- Agriculture: In March 2013, Bonduelle presented the ecologically intensive agricultural techniques developed for the cultivation of field-grown salad crops in Spain on the 142 hectares that it owns in the Murcia region;
- Human resources: on July 4, 2013, the group received the Responsible Economy Trophy gold award from the French organization, Réseau Alliances. The trophy was awarded for its integration policy for disabled workers;
- Natural resources: Bonduelle continued its policy of developing alternatives to fossil fuels with the launch, in 2012-2013, of several projects to make use of renewable energies such as cogeneration and methanation in Hungary, France and Germany;
- Transport: In April 2013, Bonduelle set up a sea transport link between its French Renescure plant and its Spanish sites;
- Quality and nutrition: on March 3, 2013, the Louis Bonduelle Foundation in Italy announced the continuation of the game entitled "inOrto". This is an educational activity which introduces children aged between 6 and 12 to the world of vegetable growing.

Gradual development of dialog with stakeholders is planned in the different countries where Bonduelle has a presence. Following on from France, Italy launched the initiative in 2012-2013.

1.7.6 Brand development

In 2012-2013, the Bonduelle Group continued to develop its brands, with media investment amounting to over 5% of its revenue from national brands.

Bonduelle has a new brand platform, designed by its marketing directors in the different countries and based on the concept of culinary inspiration. Advertising campaigns conducted in 2012-2013 incorporated this platform. For example, in Romania, Bonduelle launched the *Inspirelle Zi de Zi* program. The brand informs its consumers about new culinary trends.

The Bonduelle Group has also made a point of developing its Internet activities. The launch of new sites is the first goal (e.g. for the Bonduelle Food Service brand in Italy and Poland). The development of social networking sites is a second key objective, aiming to deepen the brands' relationships with their consumers. France, Poland, Denmark, Sweden, Benelux, Lithuania, Latvia and Estonia are amongst the countries where the Bonduelle Group's brands operate fan pages. These efforts have resulted in the Bonduelle brand being listed as the 15th most purchased brand in Europe (2013 Kantar Brand Footprint study).

1.7.7 Ever more flavors

The main marketing innovations of the year:

- in France, Cassegrain launched its mushroom range. Since September 2012, a range of four cooked mushroom products has been on offer;
- in Germany, a new canned mix has been available since November 2012. This is a gourmet sweet corn and gherkin mix, ideal as an accompaniment to hot and cold dishes such as wraps or mixed salads;
- Spain and Portugal added to the success of the "Vapeur" steamed products with the launch of three pulse products in December 2012. These new products in the Natur + range offer pulses which are better preserved because they contain very little water;

- in January 2013, in the Czech Republic and Slovakia, the Corn Star cup of sweet corn was launched in schools. Three new recipes were introduced as part of the healthy eating in schools initiative. 1,400 educational establishments have already joined this original program, created by Bonduelle;
- in 3-minutes, thanks to the exclusive Bonduelle "Vapeur" pre-cooked process, all the taste and quality of the new frozen vegetable "Vapeur" mixes can be enjoyed. These have been available in France since March 2013;
- the spring 2013 launch of vacuum-packed canned vegetables. An innovative product available to catering professionals in Europe in seven new product listings in 4/1 format. This new generation of canned products offers more taste and texture;
- in France: Three new ready-to-eat prepared salads have been available since spring 2013. New and original mixes team vegetables up with pasta or rice.

1.7.8 Miscellaneous

SPONSORSHIP

May 3, 2013. After its involvement with a trimaran and a monohull between 2000 and 2005, the group is looking towards new horizons and is launching a hot air balloon in its colors. Balloon flights are an invitation to take a benevolent look at the planet and are a symbol of Bonduelle's commitment to sustainable development.

CELEBRATIONS

December 11, 2012. Bonduelle celebrated its 20-year presence in Hungary with its employees. Nearly 400 people, 20 of whom had been with the Company since 1992, shared the birthday cake.

CHANGE IN GOVERNANCE BODIES

December 6, 2012. Isabelle Danjou succeeded André Crespel as Chairman of the Bonduelle SCA Supervisory Board.

2

The Bonduelle Group's Corporate Social Responsibility

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2.1 Introduction

2.1.1 Message from Jean-Bernard Bonduelle

According to the United Nations, the world's population is projected to grow from 7.2 billion today to 8.1 billion in 2025 and climb to 9.6 billion by 2050. The challenge posed by this population trend is threefold: environmental, economic and social.

The environmental challenge arises as global demand for food increases and consumption patterns change, increasing pressure on the planet's resources, with the many consequences already in evidence: soil erosion, water pollution, increase in greenhouse gas emissions, higher volumes of waste and damage to biodiversity, to name but a few.

The economic, social and community challenges that arise in addition to these environmental issues include access to water, food safety for the most disadvantaged groups, nutrition and health.

Bonduelle recognizes these issues and places them at the core of its Corporate Social Responsibility (CSR) policy, which aims to strike a harmonious balance between economic performance and respect for the environment, People and society.

The launch of the visionary VegeGo! Initiative in 2012 reaffirms the group's aim to meet consumers' needs while limiting the impact of its activities on the planet.

We intend to be seen as a benchmark, not only for our performance, but also for our responsible approach to our employees, partners, customers and the environment. Being a world reference means that we never lose sight of our responsibility to lead the way and to play our part in building a better world.

2.1.2 The Bonduelle Group and sustainable development

Bonduelle, a family-run group established in 1853, is the global market leader in prepared vegetables. The Company has built its success on two pillars of growth: respect for the natural environment, which is essential for a group whose business is directly linked with the earth, and placing People at the heart of our long-term corporate plan. As part of our commitment, we aim to offer the best that nature can provide, guided by ethical principles formulated over six generations of involvement in agricultural production.

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

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

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

VegeGo! is structured around four pillars:

● **We respect the planet and our commitments to civil society**

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

● **We promote the development of the men and women who work for us**

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

● **We are developing our brands and vegetables in all their forms**

Bonduelle's brand portfolio enjoys international recognition. The group defined its international positioning in 2013 to create strong unity: "Bonduelle, your daily source of inspiration for cooking and eating delicious vegetables". This positioning focuses on how our products contribute to healthy living (health, nutrition, pleasure and taste) and demonstrates the group's intention of developing all its brands, across all channels and in all technologies.

● **Our organization serves our customers**

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

The four essential pillars of VegeGo! (We respect the planet and our social commitments, we promote equality and encourage everyone to realize their full potential, we promote our brands and develop vegetables in all forms and customer service is the focus of our organisation) have led to the launch of 22 transformation projects, one of the major ones being the new group organization introduced in July 2013. This significant step is designed to adapt and shape Bonduelle's organization in line with the changing face of its business and its international expansion plans.

The Bonduelle Group is now organized into two geographic regions and four business segments (business unit):

1. **Bonduelle Europe Long Life (BELL)** covers all of the group's canned and frozen vegetable activities in Europe for the Bonduelle and Cassegrain national brands, as well for private label brands, in the retail and food service sectors;
2. **Bonduelle Fresh Europe (FRESH)** covers all the group's prepared fresh vegetables: fresh-cut bagged salad and prepared salad activities in Europe, for the Bonduelle brand and private label brands, in the retail and food service sectors;
3. **Bonduelle Americas (BAM)** covers all canned and frozen vegetable activities in North and South America for the Bonduelle and Arctic Gardens brands, and private label brands, in the retail and food service sectors;
4. **Bonduelle Development (BDV)** covers the group's activities and development in the rest of the world, particularly in Eastern Europe for the Bonduelle and Globus brands, and for private label brands, for all technologies and all distribution channels.

Included in the 22 transformation projects, seven are focusing on improving our sustainable development performance:

- Ecologically intensive agriculture;
- Eco-design of products;
- Enhancing safety at work;
- Participation in local community life;
- Developing networking;
- Investment in a community development and project;
- Promoting communication in the farming community.

2.2 Commitments to Corporate Social Responsibility

2.2.1 Challenges and outlook

■ Challenges and outlook for 2013-2017

AGRONOMY

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

Encourage farmers to adopt environmentally-friendly practices

- Reduce the use of phytosanitary products
- Increase the number of signatories of the Sourcing charter V4 to 100% within five years
- Develop pilot farms implementing alternative cultivation methods in countries where Bonduelle is established
- Launch a plan to reduce waste upstream

Maintain and develop sustainable relations with producers

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

NATURAL RESOURCES

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

Optimize the use of non-renewable resources

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

Avoid, sort and recover waste

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

Minimize packaging impacts

TRANSPORT – SUPPLY CHAIN

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

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

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

Roll out the purchasing charter to all suppliers

PEOPLE AND SAFETY

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

Target zero workplace accident

Promote personnel training and development

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

Distribute the ethics charter to all employees

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

Promote diversity and comply with the principles of equality

STAKEHOLDERS

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

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

Engage with stakeholders in countries where Bonduelle is established

Undertake a group community development project

QUALITY AND NUTRITION

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

Ensure maximum product quality and safety

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

Promote healthy and natural eating through our products

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

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

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

2.2.2 CSR governance

Aligned with the new Bonduelle Group organization, the composition and operation of the Sustainable Development Steering Committee have been reviewed and responsibility for steering sustainable development policy now lies with each business unit. The Steering Committee therefore includes a representative from each of the Executive Committees of the four new business units, in addition to committee members from across the group's disciplines. The work of the Steering Committee is focused in six areas: agricultural upstream; food, nutrition and health; natural resources; supply chain, transport and purchasing; Employees and management; and, since 2013, the new focus on "commitment to stakeholders".

Environmental and social data are gathered at group level and used as the basis for defining improvement actions, which are updated and added to annually and which enable Bonduelle to improve its efforts. The revamped Steering Committee will improve roll-out of policy and achievement of sustainable development objectives at business unit level. Representatives of the business units are required to set precise CSR and group objectives.

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

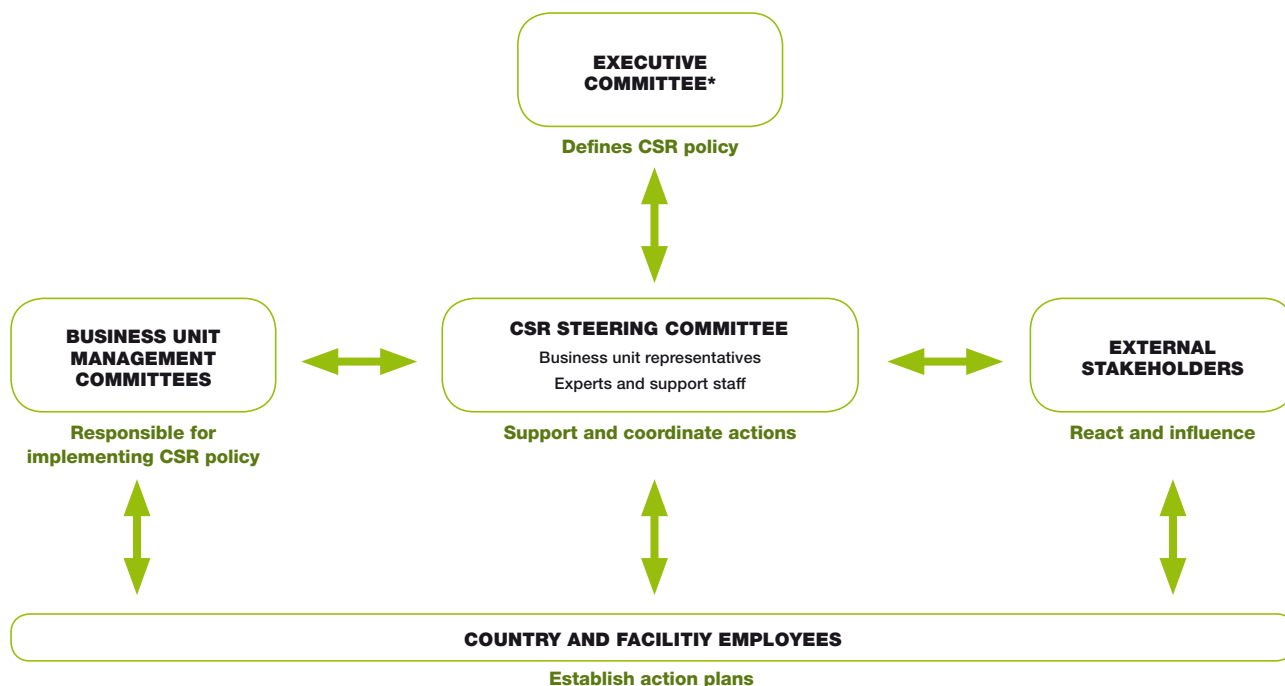
annual standardized reporting for all the group's plants, including data on natural resources, human resources, safety, agronomy, quality and nutrition. Reporting is consolidated in this way to assess the current status of issues and measure changes with reference to the history for each plant, business unit and at group level.

Bonduelle also makes progress reports to stakeholders during formal meetings. This working methodology was launched two years ago in France, was extended to Italy this year and will be rolled out in all countries where Bonduelle exercises an industrial and commercial presence.

"The participation of a representative from each business unit is the main change to the organization of the Sustainable Development Steering Committee. This is a key change, helping to ensure that aspects specific to the business units are taken into consideration in the definition of group-wide targets. Targets and challenges may vary between technologies and geographical regions, depending on the local context. In this way, targets become more realistic and better aligned with our communication channel between the group and its business units."

Pascal Piret, director of Operations, Bonduelle Development, member of the CSR Steering Committee.

CSR GOVERNANCE CHART



* The Executive Committee is presented on page 58.

Commitments to Corporate Social Responsibility

2.2.3 History

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

2002-2003

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

2003-2004

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

2004-2007

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

2007-2011

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

2011-2012

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

2012-2013

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

2.2.4 Internal requirements

A. ETHICS CHARTER

In 2012, the Bonduelle Group produced its ethics charter conveying the values it has long been committed to and has worked to promote: integrity, confidence, simplicity, excellence, open-mindedness, fairness and people-minded. This charter demonstrates the group's intention to pursue continuous improvement. It supplements the Company's existing rules and regulations for employees, while encouraging individual ethical behavior in accordance with Bonduelle's values. The ethics charter will reiterate the group's commitment to Corporate Social Responsibility, particularly through its long-standing membership of the Global Compact (since 2003). This United Nations initiative requires signatories to apply ten basic principles in the areas of human rights, anti-corruption, environment and labor standards. The group's ethics charter defines the core principles of Bonduelle's stance as a corporate citizen, responsible, equitable and integrated company.

In the spirit of openness and trust synonymous with our Company, the group encourages dialog and discussion on ethical issues. An Ethics Committee was formed and commenced work in 2013, tasked with an advisory role to support the group's efforts. The distribution of this charter, started in 2012-2013, will be completed during the 2013-2014 fiscal year.

BONDUELLE'S ETHICS CHARTER

ETHICS CHARTER

Ethics in action

- Why have an ethics charter?

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

- Bonduelle's spirit and values

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

- Ethics, how does it work?

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

- Ethics Committee

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

The Committee will meet at least twice a year, and a secretary will be appointed.

- Responsible corporate citizenship

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

PEOPLE FIRST

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

BUILDING THE COMMUNITY

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

RESPECT FOR THE ENVIRONMENT

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

COMPLIANCE WITH REGULATIONS, CONVENTIONS AND INTERNATIONAL TREATIES

Bonduelle complies with all laws and regulations in its relationships with partners. The group complies with the conventions of the International Labour Organization and is particularly stringent about ensuring respect for and guaranteeing basic human rights in the workplace, namely freedom of association, the right to collective bargaining, the elimination of all forms of forced and compulsory labor, and the effective abolition of child labor. The Company is committed to respecting the European charter of fundamental rights in the organization. Bonduelle is meticulous in its attention to compliance with health regulations, quality control, food legislation and food packaging legislation. The group also respects communities and seeks to add value and develop local areas wherever it operates.

Commitments to Corporate Social Responsibility**- An fair company
DIALOG IN THE COMPANY**

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

HEALTH AND SAFETY

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

WORK-LIFE BALANCE

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

DISCRIMINATION

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

HARASSMENT

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

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

TRAINING

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

SUPPLIERS AND SUBCONTRACTORS

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

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

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

CONFIDENTIALITY

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

SAFEGUARDING THE COMPANY'S ASSETS

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

TRANSPARENCY

Honesty and fair dealing must at all times be exercised in relationships with customers, notably by providing accurate and transparent information on our products and services and by demonstrating openness on all related issues. The transparency of information provided to our stakeholders and employees is an integral part of the relationship of trust that Bonduelle wishes to establish and maintain.

It is our responsibility to ensure that Shareholders receive reliable, transparent, honest and timely information, with regard to the Stock Market Code of Conduct.

CONFLICTS OF INTEREST

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

GIFTS AND INVITATIONS

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

POLITICAL SPHERE

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

REPRESENTING THE COMPANY

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

RULES OF PROCEDURE FOR THE BONDUELLE GROUP ETHICS COMMITTEE

Article I. Purpose

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

Article II. Composition

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

Article III. Appointment of Ethics Committee members

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

Article IV. Terms of office and attendance at meetings

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

Article V. Operating

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

Executive: at the first meeting and at each renewal date, the Ethics Committee constitutes an executive of two members for the Chairman. The agenda, prepared by the Ethics Committee executive, must be sent to the members called to the meeting, together with any preparatory documents and the minutes of the previous meeting, at least three days before the date of the meeting. The Ethics Committee makes decisions on a majority vote of the members present.

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

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

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

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

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

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

Article VI. Missions and competence

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

Its mission includes:

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

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

Article VII. Submission of matters

The Ethics Committee may initiate debate on the issues of its choice within the scope of its mission and competence, by a majority decision of the members. Matters may also be submitted

to the Committee by writing to: the Chairman of the Ethics Committee, rue Nicolas Appert, PO Box 30173, 59653 Villeneuve d'Ascq Cedex, France, by:

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

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

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

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

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

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

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

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

2

B. ENVIRONMENTAL RESPONSIBILITY GUIDE

In 2012, a team with representatives from across the organization (R&D, marketing, purchasing, communications, etc.) worked on preparing a Guide to assist teams to include environmental and social criteria at all stages of a product's life cycle. Its purpose will be to provide direction for the teams responsible for design, production and marketing. It will set out the core objectives for all Bonduelle products sold throughout the world (Bonduelle, Cassegrain, Arctic Gardens and Globus) and provide guidelines for improving responsibility, without compromising on aspects such as pleasure, taste and accessibility. Hand-in-hand with this Guide, Bonduelle is developing a tool to help teams to plan improvement actions based on their objectives and the requirements of consumers in their markets. The inventory and test phase is currently under way, prior to publication of the Guide and roll-out of the tool to all teams.

This Guide, to be finalized in 2014, will be informed by 10 basic principles:

1. measure the environmental footprint of our products and be transparent about their impacts;
2. ensure responsible sourcing according to our agronomy charter or sourcing contracts (covering vegetables, ingredients and packaging);
3. monitor cultivation methods to guarantee the safety of our products by controlling and minimizing the use of inputs for vegetable crops, anticipating regulatory changes and seeking alternative solutions;
4. limit distances traveled by our vegetables and other ingredients;
5. reduce environmental impacts, ensure socially responsible management and guarantee food safety during production;

6. devise nutritious recipes for our consumers;
7. reduce the use of additives;
8. optimize and develop low-impact packaging, while guaranteeing the quality and safety of our products;
9. limit the impact of transport by optimizing the loading rate and routes for road transport and by developing alternative transport solutions;
10. Provide consumers with recommendations for use, factoring in environmental and nutritional impacts and raise awareness of food waste.

C. NEW SOURCING CHARTER

Bonduelle's sourcing charter sets out the group's requirements from our producer partners. Its main purpose is to limit agricultural production risks and to ensure the quality of vegetables.

The charter was revised in 2012. The first charter was launched in 1996, and the fourth edition will become the reference manual for all Bonduelle producer partners.

The latest version will reflect new environmental and social challenges for the sector (health and safety). It will support the group in expanding its international reach by defining a single reference base, which may be supplemented by any business unit, to reflect our sustainable development policy.

2.2.5 External commitments

A. TRANSPARENCY REQUIREMENTS

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

In 2012, the Bonduelle Group submitted certain of its 2011-2012 CSR reporting indicators for verification by an independent third party, in this instance, Deloitte. The initiative anticipated the entry into force of Article 225 of the French law of July 12, 2010, known as Grenelle II. This new law is effective for fiscal years ended on or after January 1, 2013 and applies to all companies with a balance sheet total of more than €100 million, or with total revenue of more than €100 million and with more than 500 employees. This law requires that reporting on social, environmental and sustainable development indicators must be included in the management report and must be verified. In 2013 Deloitte was also appointed to carry out this work in respect of the 2012-2013 fiscal year.



Statement GRI Application Level Check

GRI hereby states that **Bonduelle Group** has presented its report "2012-2013 Registration Document" to GRI's Report Services which have concluded that the report fulfills the requirement of Application Level B+.

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

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

Amsterdam, 8 October 2013

A handwritten signature in blue ink, appearing to read "Nelmara Arbex", is written over a faint, large watermark of the GRI logo in the background.

Nelmara Arbex
Deputy Chief Executive
Global Reporting Initiative



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

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

Disclaimer: Where the relevant sustainability reporting includes external links, including to audio visual material, this statement only concerns material submitted to GRI at the time of the Check on 26 September 2013. GRI explicitly excludes the statement being applied to any later changes to such material.

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

The Bonduelle Group has long engaged in active dialog with its stakeholders, both internally (employees and social partners) and outside the Company (farmers, suppliers, national and local public bodies, etc.). Bonduelle employees participate in the work of trade organizations, as committee members, directors or Chairpersons, to ensure the Company's active and responsible engagement in the sector and to defend its interests through the communications of these joint trade groups and federations with government bodies in France and in Europe. Areas of work include protection of the environment and agricultural production. The Bonduelle Group did not make any contributions to funding political parties in 2012-2013, either in France or abroad. In addition, the Company has a history of forging partnerships and initiating actions to share best practices, with an emphasis on pilot programs run in conjunction with public or private institutions and organizations. In his role as director of External Relations and Sustainable Development, Jean-Bernard Bonduelle is tasked with developing relations with a diverse range of stakeholders: trade federations, institutions, national, European and international regulatory bodies and agencies, NGOs, ratings agencies, local communities, the media, and teaching and research institutions, etc. Moreover, the Louis Bonduelle Foundation is particularly proactive in promoting lasting changes in eating habits against the backdrop of growing public health concerns related to poor diet, working in collaboration with its scientific and public partners and associations.

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

This new and dynamic approach to dialog, aligned with VegeGo!, is reflected in the increasingly constructive discussions with suppliers that approach Bonduelle regarding CSR audits. The group embraces this procedure, which consists of answering questions asked by its customers (distribution groups and commercial food service companies) on CSR.

In December 2012, a panel of stakeholders was invited to exchange ideas with Christophe Bonduelle, Chairman of the Bonduelle Group, Grégory Sanson, Chief Financial Officer, and members of the Sustainable Development Steering Committee.

Stakeholders were selected with a view to forming a representative panel encompassing general CSR professionals, experts in Bonduelle's priority areas and associations. The aim of the initiative, following the first meeting organized in 2011, was to challenge our sustainable development approach and how we communicate information about it. Stakeholders submitted ideas for further consideration, asked questions about published information, and requested more educational materials aimed at consumers regarding the group's sustainable development policy. This report takes into account considerations arising from these discussions.

Bonduelle also developed a Toolbox for its business units in 2012-2013 with the goal of fostering greater dialog with stakeholders in all countries in which the group operates.

The Toolbox provides each business unit and country with the general principles concerning:

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

The Toolbox was formally introduced in 2012-2013 with a Bonduelle Open Day initiative in Italy, during which guests were able to learn about Bonduelle's CSR priorities, its history and its social and community objectives. The day ended with a press conference for specialist journalists on the themes of business and sustainability. The program is currently being developed in other countries, including Germany, Canada, Poland, Hungary, Brazil, the United States and Russia.

The table below shows Bonduelle's stakeholders by type and outlines the methods used to provide them with information and engage in dialog with them. This document includes the actions in Italy where Bonduelle rolled out its stakeholder relations policy during FY 2012-2013.

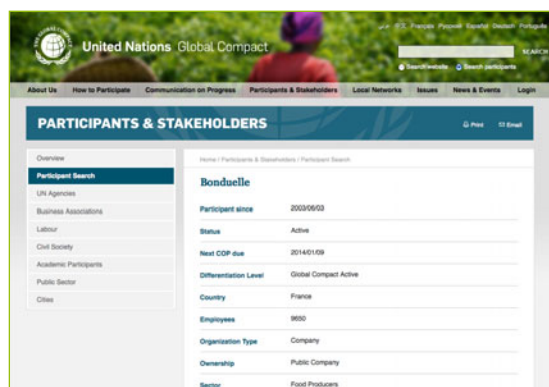
Stakeholders	Information and Communication	Dialog consultation	Agreements-partnerships-collaboration
Employees/ Social partners	<ul style="list-style-type: none"> Web-based communication tools (Intranet, Internet) Brochures and reports Displays (including dynamic displays on some sites) Specific events 	<ul style="list-style-type: none"> Dialog with employees, employee representatives and trade unions European Works Council – at least one meeting per year 	Two agreements were signed in France in 2012-2013 (providence and medical insurance)
Customers	<ul style="list-style-type: none"> Corporate Social Responsibility report in the registration document Specific questionnaires 	<ul style="list-style-type: none"> Response to questionnaires and customer CSR audit – yearly 	
Citizens/ Consumers	<ul style="list-style-type: none"> Country-specific websites Websites: www.developpementdurable.bonduelle.com and www.sustainability.bonduelle.com Brochures and reports Specific events, e.g. awareness-raising initiatives by the Louis Bonduelle Foundation 	<ul style="list-style-type: none"> Consultation with consumer panels: attitude and behavior survey and specific surveys – an average of one survey per month is carried out within the group Louis Bonduelle Foundation in Belgium, France, Italy, the Netherlands and Canada. The Foundation's three objectives are: <ul style="list-style-type: none"> information and awareness building field initiatives support for research 	
Institutions/ National, European and international regulatory bodies and agencies	<ul style="list-style-type: none"> Websites: www.developpementdurable.bonduelle.com and www.sustainability.bonduelle.com Corporate Social Responsibility report in the registration document 	<ul style="list-style-type: none"> Participation of national and international institutions in the stakeholders' session in December 2012 in France – yearly Participation in the Global Compact* – yearly 	
Farmers under contract with Bonduelle	<ul style="list-style-type: none"> Brochures and reports Specific events, such as plant visits, for example Websites: www.developpementdurable.bonduelle.com and www.sustainability.bonduelle.com 	<ul style="list-style-type: none"> Dialog and consultation – yearly, and permanent contact during the harvest period 	<ul style="list-style-type: none"> Sourcing charter
Suppliers	<ul style="list-style-type: none"> Brochures and reports Websites: www.developpementdurable.bonduelle.com and www.sustainability.bonduelle.com 	<ul style="list-style-type: none"> Awareness campaigns focusing on Human rights, working conditions and the environment – yearly Evaluations and questionnaires – yearly 	<ul style="list-style-type: none"> Sustainable development clause included in purchasing contracts (reminder of the ten principles of the Global Compact)
NGOs	<ul style="list-style-type: none"> Websites: www.developpementdurable.bonduelle.com and www.sustainability.bonduelle.com Corporate Social Responsibility report in the registration document 	<ul style="list-style-type: none"> Replies to queries Meeting with NGOs – yearly Participation of environmental and social associations in the stakeholders' session in 2012 in France – yearly Participation of environmental and social associations in the first meeting with stakeholders in May 2013 in Italy – yearly 	

Commitments to Corporate Social Responsibility

Stakeholders	Information and Communication	Dialog consultation	Agreements- partnerships- collaboration
Ratings agencies	<ul style="list-style-type: none"> • Websites: www.developpementdurable.bonduelle.com and www.sustainability.bonduelle.com • Corporate Social Responsibility report in the registration document • Specific questionnaires 	<ul style="list-style-type: none"> • Response to questionnaires/queries – yearly 	
Investors	<ul style="list-style-type: none"> • Quarterly financial information • Annual and interim results • Annual and interim reports • Corporate Social Responsibility report in the registration document • Letter to Shareholders • Specific events, including the Shareholders' Meeting and plant visits 	<ul style="list-style-type: none"> • Financial calendar/analysts' meetings – at least twice a year • Specific meetings (socially responsible investment funds) – at least twice a year and individual meetings upon request • Response to questionnaires/queries – yearly (for the CDP), e.g.: Bonduelle has answered the Carbon Disclosure Project (CDP) questionnaire since it was first introduced in 2003. Its responses are available on the CDP website (www.cdproject.net) 	
Local communities	<ul style="list-style-type: none"> • Brochures and reports • Website • Specific events • Country-specific websites 	<ul style="list-style-type: none"> • Dialog with local communities, on request, e.g.: On November 16, 2012, the Louis Bonduelle Foundation in Italy took part in the World Children's Rights Day in Medolla (Italy), a region hit by earthquake in January 2012. 50 children joined in the educational game, InOrto 	
Media	<ul style="list-style-type: none"> • Press releases – at least once per year • Websites: www.developpementdurable.bonduelle.com and www.sustainability.bonduelle.com • Specific events 	<ul style="list-style-type: none"> • Visit by the French press to salad-growing farms in Murcia (Spain) in July 2013 • Presentation to the Italian press in May 2013 on Bonduelle's sustainable development initiatives in Italy 	
Trade federations	<p>One or more Bonduelle employees participate in the following trade organizations as a committee member, director or Chairperson, to ensure the Company's active and responsible engagement in the sector and to defend its interests: ADEPALE; FIAC; UNILET; ANIFELT; ANIA; UPPIA; CTCPA; PROFEL; ILEC; ECOPAR; SYNAFAP; SFPPE; AETMD; ANICC (for an explanation of these acronyms, please see Section 2.7 Glossary) – meetings during Board of Directors' meetings and Shareholders' Meetings.</p> <p>Together with 52 other European companies, Bonduelle is a signatory to the European Brands Association (AIM) charter on the "Role of brands for health and wellbeing".</p>		

Stakeholders	Information and Communication	Dialog consultation	Agreements- partnerships- collaboration
Education and research	<ul style="list-style-type: none"> Initiatives in schools close to headquarters, subsidiaries and sites Websites: www.developpementdurable.bonduelle.com and www.sustainability.bonduelle.com 	<ul style="list-style-type: none"> Trainee and apprenticeship programs Partnerships/studies 	<ul style="list-style-type: none"> Partnerships with schools €10,000 international research prize awarded by the Louis Bonduelle Foundation to a PhD student – yearly Launch of the Bonduelle chair within the Edhec Group in France in 2012. This teaching and research department investigates the impact of technological changes on marketing of food brands.
CSR experts	<ul style="list-style-type: none"> Websites: www.developpementdurable.bonduelle.com and www.sustainability.bonduelle.com Corporate Social Responsibility report in the registration document 	<ul style="list-style-type: none"> Response to questionnaires – yearly Participation in forums – yearly (e.g.: World Responsible Economy Forum in Lille, with Bonduelle as one of the major partners) Satisfaction surveys – yearly In Italy, Bonduelle was named as a national finalist in the 2012-2013 European Business Awards, in the category “The Millicom Award for Environment and Corporate Sustainability” 	

* Membership of the Global Compact:



Environmental commitments

2.3 Environmental commitments

Held in June 2012, the Rio+20 Conference saw the 188 states represented commit to working towards a green economy with the goal of reducing poverty, developing sustainable economic growth, improving social integration and human well-being and creating decent employment opportunities for all. These challenges must be met while ensuring that the planet's ecosystems are allowed to function healthily.

In his opening address at the World Forum held in Lille in November 2012, an event the Bonduelle Group has been involved in since 2007, Jeremy Rifkin – a world-renowned expert in future economic and scientific trends and founder and President of the

Foundation on Economic Trends – also described the preservation of ecosystems as one of the key challenges facing us in the near future. According to Rifkin, the essential question that all countries and economic sectors must ask themselves is this: how can we ensure the sustainable growth of the globalized economy in the coming decades? Decades that will see the inevitable decline of the current energy system based primarily on fossil fuels – coal, natural gas and especially oil – the use of which is responsible for climate changes that threaten the future of human civilization and thus the planet's ecosystems.

BONDUELLE'S ENVIRONMENTAL IMPACTS**Challenges****PROCESSES DERIVED FROM NON-RENEWABLE
NATURAL RESOURCES***Fossil fuels / Water / Packaging / Soil*

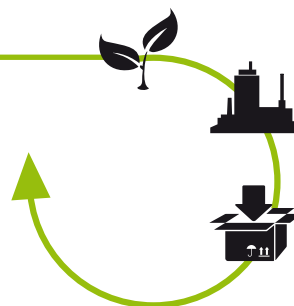
- Map consumption
- Optimize and manage consumption
- Develop alternative resources or techniques



2

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

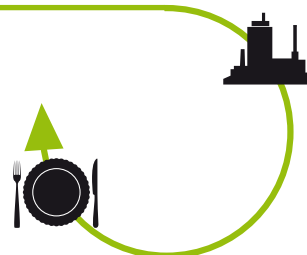
- Control the treatment process / Recovery from waste
- Reduce discharges

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

- Measure and reduce greenhouse gas emissions
- Promote biodiversity

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

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



Environmental commitments

2.3.1 Agricultural upstream

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

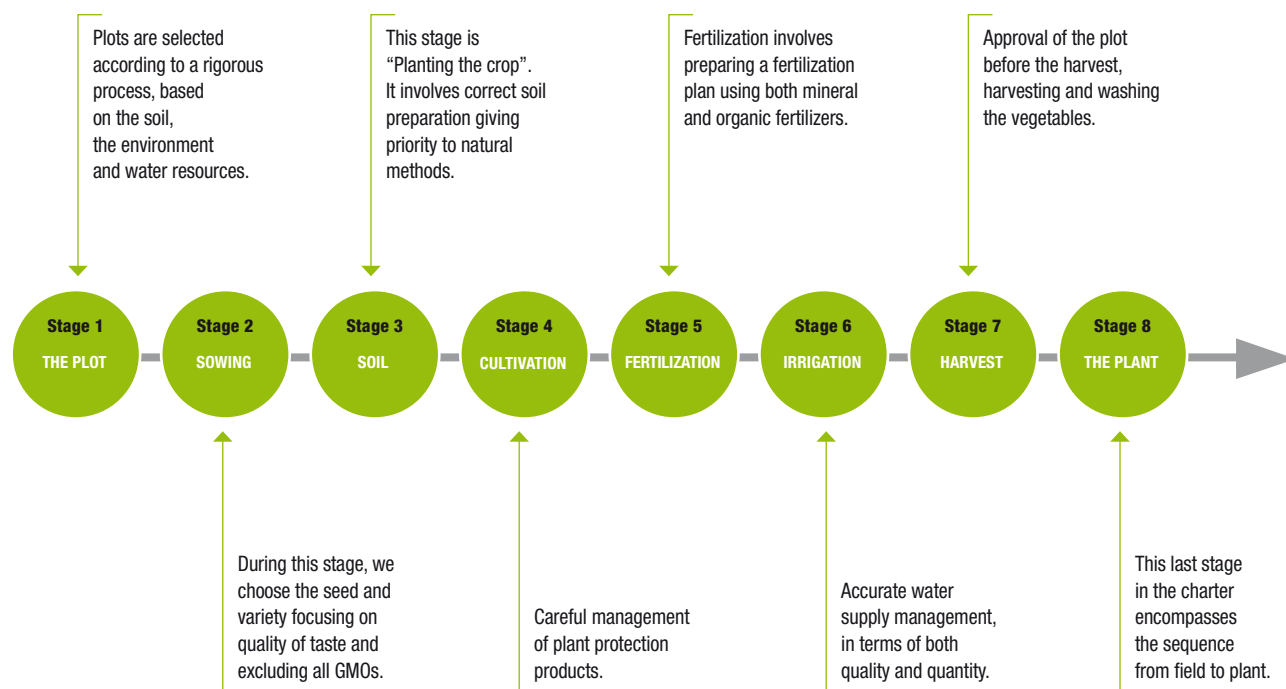
A. REMINDER OF OBJECTIVES

Environmental impact	Objectives 2012-2013	Highlights 2012-2013
<ul style="list-style-type: none"> Protect the soil and biodiversity Reduce sampling from non-renewable natural resources 	<ul style="list-style-type: none"> Finalize and circulate the 4th agronomy charter Reduce pesticide use by 20% in the period 2011-2014 Measure the environmental impact of agricultural practices and introduce metrics Pursue agricultural research in more environmentally-friendly projects 	<ul style="list-style-type: none"> Creation of the agronomy research and development division Launch of the VegeGo! working group on Ecologically Intensive Agriculture

B. RESOURCES IMPLEMENTED

EIGHT KEY STAGES IN MONITORING VEGETABLE CULTIVATION

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



SUPPORTING AGRICULTURAL UPSTREAM

Bonduelle maintains close relationships with its producer partners (3,687 grouped into producers' associations in some countries). These relationships help ensure the quality and yield required for its business and encourage the producer partners to limit their impact on the environment.

Our producer partners supply around 90% of the group's vegetables. Bonduelle does not produce its own vegetables, choosing instead to assign this task to trusted partners under contractual agreements, except in Russia, where it runs its own agricultural operations, and Spain and Canada, where it operates farms producing part of its needs.

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

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

91% of our producer partners have signed the sourcing charter, which was first launched in 1996. The fourth edition will be published in 2014. It will take into account the group's international expansion and specific factors encountered in the various geographical regions and production chains. It will also emphasize new topics such as water conservation and protection for the people working in the fields. This charter is the result of a participatory process led by Agronomy Managers in various countries and business lines. The charter is testimony to Bonduelle's ongoing commitment to using environmentally-friendly farming techniques.

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

"As a Partner of Bonduelle for more than 16 years, my relationship with the group is mainly seen in my discussions with the field supervisor. Together, we examine the areas to be planted according to Bonduelle's needs. I also know I can count on him for technical crop monitoring. The dialog is very open and covers things like controlling disease and weeds amongst the crops, new products and pilot tests being carried out in the sector. In addition, he shares other farmers' experiences of planting techniques, weeding and pesticide use with us."
Philippe Fourdinier, Bonduelle producer partner

In 2013, an agronomy research and development division was created. As well as research and development, its mission consists of identifying the best agronomy practices observed in the areas where the group operates, circulating them and sharing them. The division also manages the International Agronomy Network and provides the business units with specialized agronomy advice.

PREVENTION

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

The introduction in 2012 of geo-referencing of land in France is a major advantage, since it provides an "agronomy database" of cultivated areas (varieties, planting and harvesting dates, yield, qualitative analysis, etc.), aiding optimization of crops and soil from year to year.

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

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

Environmental commitments**PROTECTING THE SOIL AND BIODIVERSITY**

Soil protection and biodiversity are constant guiding principles of the group's policies. For Bonduelle, the land is not merely a resource, but a habitat for living organisms which must be respected. We also seek to optimize the protection of crops and aim to reduce pesticide use by 20% over three years.

SEED SELECTION

Optimum seed selection constitutes the genetic lever of Bonduelle's pesticide-reduction policy. The group works with national and international seed producers to identify the varieties with the highest resistance to disease, water and climate stress using traditional cross-cultivation methods. Bonduelle also takes part in testing new varieties to measure their suitability and behavior in different geographies.

C. RESULTS AND KEY FIGURES

Biodiversity	Almost 500 vegetable varieties distributed in the group's various ranges. 199 varietal collections enabled 942 plant varieties to be observed in 2012-2013.
Agronomy workforce	239 employees (full-time equivalent agronomy department employees, including administrative staff, seasonal staff, trainees and those on permanent and fixed-term contracts).
Sourcing charter	91% of farmers and suppliers have signed.
Farmers and suppliers assessed	54% of farmers and suppliers have been assessed (through a process aimed at carrying out an annual review according to a pre-established grid).
Soil analysis	98% of nitrogen fertilizing has been calculated using residual method analysis.
Farming intensity	28.7 hectares of vegetables grown by each producer on average.
Security network	168 trapping networks.
Global Gap *	100% of Bonduelle's salad production is certified by Global Gap.

* Global Gap is a protocol of best agricultural practices that sets the standards that agricultural and horticultural companies worldwide have to meet in terms of food safety, sustainability and quality.

D. TOMORROW'S AGRICULTURE

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

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

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

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

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

The principles of Ecologically Intensive Agriculture have been deployed in the region of Murcia (Spain), where Bonduelle grows 18 salad varieties over 142 hectares. To reduce the use of pesticides, various solutions have been implemented, such as insect traps and the use of beneficial micro-organisms that help strengthen plants' natural defenses. To limit the impact on natural resources and reduce our consumption of water and fossil fuels, an investment plan has been implemented with the goal of doubling

working widths. This initiative has helped cut tractor passes by half for some operations, leading to 10,000 liters of diesel being saved in 2013. The controlled fertilization plan has allowed us to reduce nitrogen fertilizer volumes and reduce CO₂ emissions to 392 kg per hectare. Soil restoration and enhancement is also a clear area of improvement, involving the application of organic raw materials to maintain soil fertility, crop rotation, summer fallow, etc.

In 2009 Bonduelle and its partners began investing in a pilot program for the integrated crop management of field-grown vegetables. The initiative is conducted in collaboration with producers' organizations in northern France that supply our facilities in Picardy, the Chambers of Agriculture in that region, Agro-Transfert, the *Institut National de la Recherche Agronomique* (French National Institute for Agricultural Research - INRA), the *Union interprofessionnelle des légumes en conserves et surgelés* (UNILET), and the *Fédération régionale contre les organismes nuisibles de l'agriculture* (French Regional Federation Against Harmful Organisms in Agriculture - FREDON), and is being run on eight farms.

Bonduelle presented the initial findings of the program, primarily on weed control, at a pilot farm in July 2012. After three years' work on vegetables and biological pests (adventitious plants, diseases, pests, etc.), practical advances enable us to recommend new practices to the benefit of the industry and enabling us to produce higher quality and healthier vegetables for the consumer. The mechanical tools tested have resulted in the optimization of machines and a reduction in certain pesticide treatments. As part of this program, Agro-Transfert published a brochure (*Le désherbage mécanique des légumes en région Picardie* - Mechanical weed control of vegetables in the Picardy region) reporting on this new approach. It will be distributed to all producers in the area.

Another example of our commitment is the visit in September 2011 to the Woestyne farm, the birthplace of the Bonduelle Group and now operating independently. Woestyne is still operated by members of the Bonduelle family using innovative farming techniques (direct seeding under plant cover with intermediate crops, limited use of pesticide products, etc.) and constantly testing ideas and best practices to ensure, once again, that the healthiest vegetables are available to consumers. Bonduelle promotes and develops farming innovations and shares the lessons learned to encourage the most environmentally-friendly practices in the field.

In Russia, the group has launched a test protocol for simplified cultivation techniques, avoiding the use of plowing and encouraging the re-use of the plant cover from the previous crop. This method, known as the strip-till technique, avoids land erosion, limits the use of tools thus helping to reduce fuel consumption, reduces the need to purchase often costly equipment and, above all, improves soil fertility. A further illustration of Bonduelle's long-term commitment is the creation and management of a network of approximately forty farmers in the Picardy region already applying Strip-Till cultivation techniques. The goal is to foster interaction and encourage the implementation of best practices on a much larger scale.

In Canada, mainly on the St. Lawrence Plain, Bonduelle is encouraging the development of environmentally-friendly farming that favors soil and water conservation. Yves Duquet, the group's Agriculture Manager (Québec Province Section) in Canada and Jocelyn Michon, a Bonduelle producer partner, explain the advantages of this approach.

In your opinion, what are the challenges of environmental conservation agriculture?

Jocelyn Michon: "Ecologically Intensive Agriculture" (EIA), or "conservation agriculture" as we call it here, is about ensuring both soil quality and protecting natural resources, especially water. This cultivation method allows us to meet two key challenges, one economic and the other environmental. It means producing more and better, using less fertilizer and reducing soil compaction by farming machinery – mainly tractors, which consume a lot of diesel – and so on.

How is the Bonduelle Group helping to develop these new cultivation practices?

Yves Duquet: As Jocelyn said, soil conservation is not only an organic and environmental issue. It must also allow yields to be increased using proven methods that the group promotes to its producer partners, mainly on the St. Laurent Plain within a 100-kilometer radius of Montreal. Agricultural conferences also give producers the opportunity to share their experiences and

learn about the benefits of practices that are less harmful to the land and the environment.

What practices does environmental conservation agriculture consist of?

J. M.: The basic rule consists of keeping at least 30% of the residue from the old crops on the soil after planting. This therefore means that plows cannot be used, as they bury the residue. Some practices, such as direct seeding, take this principle even further. The goal with direct seeding is to keep up to 80 to 85% of the residues on the surface of the soil. This method helps prevent soil erosion while maintaining a very rich habitat for living organisms through natural biological activity. Living soil encourages water infiltration and high yields. Furthermore, eliminating the plowing phase allows us to cut fuel expenditure by three-quarters and, in the long-term when biological activity has been fully restored, consume half as much fertilizer. This helps to significantly reduce greenhouse gas emissions.

Environmental commitments

2.3.2 Natural resources

With its unique agro-industrial expertise, Bonduelle is keen to strike a balance between high performance and protecting the environment. For more than a decade, the group has implemented a proactive policy to reduce its environmental footprint.

The green economy topics presented at the 2012 Rio Conference included some aspects covered by Bonduelle's environmental strategy:

- incorporating environmental criteria into the design and production of products and services;
- discontinuing, over the next few decades, the use of fossil fuels in consumption and production practices;
- promoting renewable energy;
- aiming for high quality construction;
- recycling mineral and material commodities;
- returning organic matter to the soil for agricultural land.

Testing planning tools to incorporate collective targets (including reducing greenhouse gases and consumption of commodities).

When assessing the group's performance in terms of the preservation of natural resources, two key aspects must be taken into account: the change in the group's geographical scope and the characteristics of the last harvest, which can vary according to the area in question. As regards its international growth, in 2011-2012 Bonduelle acquired the agricultural, industrial and commercial assets of the French co-operative group Cecab in Russia and the Hungarian company Kelet-Food. The purchase of three processing plants and one packaging facility for frozen vegetables belonging to the American firm Allens also provided a major growth channel for Bonduelle's activities in the United States. This change of scope naturally had an impact on the group's use of natural resources. The various new entities were trained in reporting and monitoring the group's standard indicators. As well as the widening of its scope, weather

conditions also affected the group's performance in terms of natural resources. The summer of 2012 was marked by a drought in Spain and Italy, while the winter saw heavy rainfall. These poor conditions were also observed in northern France, where the spring of 2012 was particularly wet, which led to difficulties with lifting root vegetables. As a result, the harvest was extended and the production programs required a substantial change to the mixes.

Overall, taking into account the change of scope, the group's production in 2012-2013 (metric tons of manufactured product, TMP) increased by around 6.5% compared with the previous year.

The integration of new canned and frozen entities will make 2012-2013 a new benchmark year for measuring plant performance.

A. REMINDER OF OBJECTIVES

Environmental challenges	Objectives 2012-2013	Highlights 2012-2013
<ul style="list-style-type: none"> • Reduce sampling from non-renewable resources • Increase the use of renewable energy • Control and minimize discharges into the natural environment • Understand and manage the overall impact of the group's activity on the environment and society 	<ul style="list-style-type: none"> • Reduce energy consumption by 5% per year between 2011 and 2014 and reduce water consumption by 3% per year between 2011 and 2014 • Launch five alternative energy projects in five years • Recover 80% of ordinary industrial waste in the period 2012 to 2015 • Roll out the Guide to Environmental Responsibility and develop tools to measure environmental impact 	<ul style="list-style-type: none"> • Energy consumption reduced by 2% in 2012-2013* • Water consumption reduced by 4% in 2012-2013 • Launch of two projects in 2012-2013, the first year of the program: construction of a biomass-fueled steam plant near Estrées-Mons (France) and the operational re-use of biogas on the Nagykőrös site (Hungary) • Recovery of 76% of ordinary industrial waste • The eco-design process launched in 2011-2012 was incorporated into the VegeGo! program

* The scope and definition of the thermal energy consumption ratio are detailed in Section 2.6.4 Indicators, on page 81.

B. RESOURCES IMPLEMENTED

In order to optimize the use and management of natural resources, the Bonduelle Group encourages networking between its plants, business units and central departments. "Operating network" meetings are organized for this purpose on an annual basis. These cross-company meetings on energy and the environment provide the forum for sharing best practices and monitoring the roll-out of the group's strategic priorities.

The participants vary according to the topic being discussed, from equipment operators to subsidiary Technical directors. This approach is in line with the challenges facing our societies, and more specifically, with issues closely related to the group's activities, namely, increasingly scarce natural resources, volatile energy prices, metrics to measure environmental impact, etc. The method, applied to each field relating to the management of natural resources, consists of shifting from short-term management to a longer-term dynamic vision that ensures industrial and environmental sustainability, as part of a program deployed in four complementary and consecutive phases:

1. measuring in order to set priorities;
2. continually improving performance;
3. anticipating technological and economic constraints;
4. explaining, informing and educating internal stakeholders.

1. MEASURING IN ORDER TO SET PRIORITIES

The measurement and breakdown of consumption and emissions is the basis of efficient short-term management. To achieve this, Bonduelle has implemented a mapping system with a view to identifying the areas that consume the most natural resources.

This system, which is standardized throughout the group and promotes a benchmark to be used by its various entities, consists of implementing specific tools such as the networking of meters, regularly making use of data and analyzing performance according to past TMP ratios and the targets set.

This approach was applied in 2012-2013 on the Estrées-Mons site in France, which drew up a complete map of its water and energy meters for its frozen vegetable production in order to compile a database of historical consumption ratios according to each production type.

Meanwhile, the Saint-Mihiel site, also in France, developed monitoring tools designed to supervise the water and electricity used by its production lines and optimize the washing process by using just the right amount of natural resources.

2. CONTINUALLY IMPROVING PERFORMANCE

Once meter readings have been taken, the management of natural resources consists of making use of the accumulated data so as to correct deviations as quickly as possible, drawing up specific action plans and fostering topic-based discussions within the group.

Two major initiatives were launched in this area in 2012-2013:

- creation of a Water and Energy Steering Committee at two key plants of the BELL business unit - Estrées-Mons frozen foods and Renescure (France) - involving all management with periodic reviews to prioritize actions;
- launch of an energy management process meeting international standard ISO 50001, with the creation of pilot initiatives to assess the implementation methods best suited to Bonduelle's activity and assess the effectiveness of the process based on the results obtained.

The Estrées-Mons frozen foods plant was granted ISO 50001 level 1 certification (2011 version) in July 2013 (according to standardized operation form IND-SE-01, issued through the ministerial order of March 28, 2012). Meanwhile, the Straelen site in Germany carried out a study on how best to align the necessary means with its activities. These two initiatives will help define the conditions for deployment on the group's other sites.

In 2012-2013, the amount of investment devoted to protecting the environment came to €7.3 million.

3. ANTICIPATING TECHNOLOGICAL AND ECONOMIC CONSTRAINTS

The development of new, frugal practices and technologies is an essential part of the Bonduelle Group's natural resources preservation strategy.

Its work in 2012-2013 included:

- a study prior to the implementation of a tri-generation system at the Reutlingen plant in Germany. Combining an absorption motor with electricity co-generation, this system will be installed in 2013-2014 and will improve the facilities' overall energy efficiency;
- the continuation of the program to deploy heat recovery systems based on coolant from refrigerated unit compressors. In 2012-2013, Bonduelle installed this type of machine at its Santarém (Portugal) plant (generation of hot water for line washing operations and reheating of the water supplied to the boiler) and on the French Rosporden site (generation of hot water for heating cloakrooms).

Environmental commitments

To support this ongoing equipment improvement process, Bonduelle has undertaken ambitious research programs on groundbreaking technology. These programs are derived from the “Frugal Factory phase 1” project.

The “Frugal Factory phase 1” project was undertaken in partnership with EDF Research & Development and the Center for Energy and Processes (CEP) of the *École des Mines de Paris* from 2009 to 2011. Supported by the French Environment and Energy Management Agency (ADEME), the “Frugal Factory” initiative set out to analyze the energy-related issues presented by the various technologies (Canned, Frozen, Fresh-cut) used within the group. To begin with, the analysis, carried out on three representative pilot sites, identified possible optimization actions based on proven technological solutions that are currently being implemented. Secondly, overall “breakthrough” solutions relating to several key stages of our processes underwent concept studies. These solutions arose from the implementation of the “energy integration” method. Some of these pre-study phases, carried out in 2011-2012, led to the development of laboratory or industrial pilots. Their purpose is to test the reliability of the models developed by research partners and to try out these models on prototypes produced by other partner equipment suppliers. Project status meetings are scheduled for 2013-2014 to assess the industrial and economic appropriateness on a semi-industrial scale. These forward-looking projects relate mainly to the key thermal stages of our processes.

The group’s involvement in European projects such as FRISBEE (Food Refrigeration Innovations for Safety, consumers’ Benefit, Environmental impact and Energy optimisation along the cold chain in Europe) demonstrates its commitment to environmental issues. Bringing together 15 research, development and consulting partners, the aim of FRISBEE is to reduce the environmental impact of the cold chain in Europe by improving food technology, quality and safety.

Bonduelle is involved in the process for compiling European databases of cold chain profiles observed from the industrial stages (storage of raw materials, production monitoring, storage of finished products) through to transfer logistics and storage by the distributor and consumer.

4. EXPLAINING, INFORMING AND EDUCATING STAKEHOLDERS

The mobilization of every participant is a key factor in ensuring the success of the natural resources preservation program launched by Bonduelle over a decade ago, which is structured around Energy, Environment and Purchasing networks.

- **The Energy network:** active over the group’s entire scope, the energy network brings together business unit representatives, industrial directors, technical Managers, plant directors and Purchasing Managers and is coordinated by the group’s Energy Manager. It encourages the sharing of best practices in terms of coordination, management, technology and investment choices. It meets once a year.
- **The Environment network:** also active over the group’s entire scope, the environment network brings together environmental Managers from all sites and, depending on the topic in question, is open to manufacturing, quality and safety Managers and plant directors. It meets to discuss sustainable development best practices, investment, waste management, regulatory requirements and cross-departmental studies.
- **Appraisal visits** are organized across the entire group scope by the Energy and Environment Managers or a specialist service provider. These visits are scheduled according to current issues and plant requests. Their purpose is to put forward prioritized action plans in the field of energy, disseminate group recommendations in the field, ascertain best practices in order to spread them and provide support and corporate culture standards for recently-integrated sites. Overall, around 40 visits were organized in 2012-2013.
- **Internal technical reference guides** draw on assessments of the current situation in order to produce recommendations. They emphasize the efforts made by the teams and provide a document that is ready for operational use and presented at network and business unit technical meetings.

Various guides have been produced on, for example, boilers, cold rooms, drinking water supplies, compressed air and technical water management.
- **Training:** managed by the group’s internal university – the Institut Pierre et Benoît Bonduelle –, training programs are offered in various fields such as industrial cold optimization, thermal optimization of sterilization processes, the management of plant drinking water supplies and technical water management.
- **Technical seminars:** These events are organized by the business units and deal mainly with energy-related issues.

C. REDUCING SAMPLING FROM NON-RENEWABLE RESOURCES**ENERGY EFFICIENCY**

This policy, illustrated by the various initiatives taken in the fields of electricity, gas and steam, achieved the following results:

Group CSR	Total energy kWh of electricity per TMP	Electricity kWh of electricity per TMP	Thermal (fossil + renewable) kWh GCV per TMP*
2012-2013 scope	885	355	530
2011-2012 scope	901	343	558
Change in ratios in 2012-2013 versus 2011-2012	-2%	+3.5%	-5%
Target	-5%	-5%	-5%

* Three new frozen food operating sites in the USA were integrated at the start of the energy consumption optimization initiative in 2012-2013.

The amount invested to save energy in 2012-2013 came to €3.2 million, i.e. 45% of all investment devoted to the management of natural resources.

ELECTRICITY

- Continuation of the cold room energy consumption optimization program, based on the benchmarking of best practices. The overall freezing cold room energy consumption ratio was stabilized in 2012-2013 over the BELL and BAM scope at a value 25% lower than 6 years ago (2006-2007 base). This represents a saving of 46 GWh, equivalent to the annual consumption of 5,700 French people;
- Installation of low energy-consuming lights in the refrigerated warehouses and packaging rooms of the Canadian plants of Ingersoll, Strathroy and Tecumseh;
- Action taken to improve pre-tunnel cooling at the plants recently acquired in the United States.

GAS AND STEAM

- Injection of steam into the heating processes and sharing of best practices between the sites of Ruchocice, Gniewkowo (Poland), Renescure (France) and Saint-Denis (Canada), with audits designed to improve equipment.

WATER CONSUMPTION EFFICIENCY

Water consumption in 2012-2013 amounted to 12,434,274 m³, which represented a ratio per metric ton of manufactured product of 11.8 m³/TMP and a 4% reduction from the level observed in 2011-2012.

Group CSR	Water m³ per metric ton of manufactured product (TMP)
2012-2013	11.8
2011-2012	12.3
Change in ratios in 2012-2013 versus 2011-2012	-4%
Target	-3%

In 2012-2013, a number of initiatives improved the group's performance in this area:

- program to assess treatment technologies for the re-use of water: created in 2012-2013 and piloted by the Saint-Césaire plant (Canada), this program will enter the test phase in 2013-2014;
- installation on the Santarém site (Portugal) of a hot water station benefiting from heat recovered from ammonia compressors;
- continuation of water monitoring and management programs: in line with the measurement and definition of management targets, the sites check their consumption ratio on a daily basis in order to identify deviations as quickly as possible.

Environmental commitments**D. INCREASING THE USE OF ALTERNATIVE ENERGY**

The implementation of alternative solutions in our processes and the development of renewable energy sources are two channels for improvement with respect to sustainable development.

ALTERNATIVE SOLUTIONS TO THE USE OF WATER

- Renovation of the cold production room at the Saint-Mihiel plant (France) in 2012-2013, switching to air cooling;
- Full renovation plan for the Timashevsk plant (Russia), switching to dry transport for vegetable conveying.

ALTERNATIVE SOLUTIONS TO FOSSIL FUELS

- Purchase of biomass-based steam for the Estrées-Mons site (France). Under this project, scheduled for late 2014, one of our partners will build a biomass co-generation boiler near to the plant, which will be able to provide 90% of the plant's steam requirements. The project will also contribute to the creation of a wood-energy system in Picardy;
- Recovery of biogas produced in anaerobic treatment plants. Since 2012-2013, the Nyiregyhaza plant in Hungary has been equipped with a methane digester, with the biogas produced being recovered directly to the plant's boiler;
- Construction by a specialist company, of a process for the methanation of agricultural by-products, close to the Bordères plant (France). This project, named EGISOL, is part of a consortium created in 2011 with the goal of increasing the production of non fossil-based electricity and meeting the objectives of France's national energy policy. Bordères will provide 40% of the necessary biomass thanks to its corn by-products.

E. CONTROLLING AND MINIMIZING DISCHARGES INTO THE NATURAL ENVIRONMENT**CONTROLLING THE QUALITY OF DRINKING WATER SUPPLIED IN PLANTS**

Bonduelle is increasing its use of chemical-free technologies, as demonstrated by the initiatives carried out in:

- Gniewkowo (Poland): construction and activation of a water purification station with 100% organic technology;
- Bedford (Canada): project to enhance the reliability of the plant's water supply distributed by the town with a water purification stage using ozone and UV.

REDUCING ORGANIC POLLUTION AT SOURCE

Reducing the amount of waste to be treated allows plants to increase their treatment capacity, limits purification costs and the production of sludge and helps reduce odor emissions caused by organic fermentation:

- improving management practices during the key stages of the process (Ruchocice plant, Poland) in terms of the production of chemical oxygen demand (COD), leading to a reduction in pollution ratios;
- filtering of carrot pulp from the peeling stage (Russy plant, France), allowing the material to be removed in dry form for animal feed instead of in solubilized form as it enters the water treatment plant. The effluent to be treated on exiting the plant thus has a lower COD (the organic pollution is dissolved) and contains less suspended matter (particle pollution).

CONTINUALLY IMPROVING OUR INDUSTRIAL EFFLUENT TREATMENT PRACTICES AND FACILITIES

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

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

The group's environment department rigorously control and monitor the quality of plant effluent before it is discharged into the natural environment:

- 85% of wastewater transits through urban wastewater plants or a Bonduelle treatment plant;
- 12% of effluent is treated using agronomy methods (fertigation, spreading);
- 3% of effluent is good quality and is returned directly to the natural environment.

In 2012-2013, effluent generated from industrial activities represented approximately 24,600 metric tons of biochemical oxygen demand. 99.4% of this amount is treated through operating process controlled directly by Bonduelle (treatment plants and agricultural spreading).

Wastewater treatment generated around 1,936 metric tons of biological sludge dry matter (DM) in 2012-2013. The sludge is used for controlled agricultural spreading, compost or methanation. In a drive to reduce the organic load of effluent at source and to reduce waste treatment downstream, production facilities are developing a range of actions.

The activities carried out by our facilities evolve substantially over time: tonnages, the types of vegetables handled, industrial processes and so on. The composition of the effluent produced during the manufacturing process changes as a result. The treatment plants built on the basis of original circumstances can, over time, suffer capacity shortfalls or see their equipment age, both of which hinder their efficiency or make them no longer able to adapt to changes in regulatory requirements in this field. As Bonduelle manages the vast majority of its effluent treatment processes, the Company is very careful to ensure that its facilities continue to comply with its obligations. The actions undertaken on the treatment plants are of two types:

Facility improvements

- The facility at the Strathroy plant (Canada) has benefited from a complete refurbishment of its ventilation system and the facility at the Russy plant (France) has had its storage and treatment basins refilled;
- After the rate of activity at Soleal's plants changed during the 2012 harvest, the Bordères and Labenne treatment plants in France were unable to fulfill the totality of their tasks. A large-scale renovation program was launched in 2012-2013 that includes studies and the construction of a comprehensive plan with the support of an external expert. This project is supported by a multi-year investment program. In order to anticipate similar situations, studies of the same type are underway on various sites.

The investment made in improving water treatment facilities in 2012-2013 amounted to €3.7 million, i.e. 52% of investment devoted to the environment.

Optimization of management principles

In addition to investment programs, the plants are drawing up strategies to improve their management:

- development of the separate management of pollution streams at the Gniewkowo plant (Poland) in order to adapt to its various outlets: biological treatment facility and agricultural fertilization;
- development of new test management methods at the two French plants of Russy-Bémont and Renescure, for the treatment of their residual phosphorus content at low operating speeds;
- improvement of management practices for coolant systems and boilers applied on the sites of Russy (France) and Gniewkowo (Poland).

QUALITATIVE RECOVERY OF PLANT BY-PRODUCTS

- Bonduelle's activities generated 576,361 gross metric tons of green waste (GW - plant or mushroom by-products) in 2012-2013, equating to a ratio of 546 kg plant matter (PM) per TMP;

Based on the 2011-2012 scope, with five fewer plants, the production ratio falls to 470 kg PM/TMP, which represents a 5% increase compared with 2011-2012 (448 kg PM/TMP);

- In 2012-2013, 96% of this tonnage was reused for animal feed, methanation or standardized composting products (NF 44-051). Other agricultural uses accounted for the remaining 4%.

INDUSTRIAL WASTE: REDUCING CONSUMPTION AND IMPROVING THE RECYCLING RATE

In 2012-2013, the group produced 43,802 metric tons of ordinary industrial waste, equating to a ratio of waste generated per metric ton of manufactured product of 41.5 kg, a rise of 15% compared with the previous year.

Recycling of industrial waste is another key priority, with a target recycling rate of 80% by 2015, to be achieved by selective sorting at source and a specific sourcing policy.

The group's overall performance in terms of the recovery of energy or recycling improved in 2012-2013, with a rate of 76% compared with 73% in 2011-2012. Our production facilities worldwide are continuing their campaigns to raise employees' awareness and optimize the efficiency of sorting at source, either internally or by subcontractors.

In 2012-2013, the group generated 262 metric tons of special industrial waste (SIW) (i.e. 0.25 kg/TMP), which was disposed of through a specialized waste management provider. The scheduling of disposal operations explains the annual variations in the ratio and tonnage produced (239 metric tons and 0.24 kg/TMP, in 2011-2012).

A diagnostic process, supervised in France by the group's Purchasing department and an external firm with the goal of identifying economic and organizational synergies in relation to industrial waste management, was carried out on 20 plants in 2012. The resulting report was used to streamline the number of service providers and treatment processes and thus optimize purchasing and disposal costs in order to ensure a greater environmental benefit.

F. UNDERSTANDING AND MANAGING THE OVERALL IMPACT OF THE GROUP'S ACTIVITY ON THE ENVIRONMENT AND SOCIETY

INTEGRATING THE GROUP'S INDUSTRIAL ACTIVITY INTO ITS LOCAL ENVIRONMENT

Human environment

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

- investing in technical solutions: improving equipment, optimizing management, implementing additional treatment, applying specific solutions;
- opening up to residents by organizing discussion sessions in town halls, creating odor monitoring panels comprised of independent volunteer residents, organizing public open days, measuring and studying impacts in order to assess complaints objectively.

Environmental commitments**Biodiversity**

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

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

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

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

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

COMBATING CLIMATE CHANGE**Measuring the group's CO₂ impact**

The greenhouse gas emissions produced by the group's industrial activity (purchase of fossil energy, refrigerant fluid leaks, electricity consumption) in 2012-2013 amounted to 192,034 TEQ CO₂ (metric tons of carbon dioxide equivalent), of which 1.3% originated in refrigerant fluid harmful to the ozone layer, one-third consisted of indirect emissions from electricity and two-thirds consisted of direct fossil fuel emissions.

GREENHOUSE GAS EMISSIONS - EUROPEAN QUOTAS

Directive 2003/87/EC establishing a scheme for greenhouse gas emission allowance trading within the European Community applies to the Bonduelle Group in respect of four sites: Estrées-Mons, Vaulx, Renescure and Russy (France).

The quota allocation for the 2008-2012 period is 355,115 TEQ CO₂.

Annual emissions in the period were:

- 2008 = 49,460 TEQ CO₂;
- 2009 = 43,473 TEQ CO₂;
- 2010 = 45,566 TEQ CO₂;
- 2011 = 47,045 TEQ CO₂;
- 2012 = 48,615 TEQ CO₂.

Given the low visibility provided by the EU in terms of the management of quotas beyond 2013, the stock of excess quotas of almost 121,000 TEQ CO₂ was retained. For the 2013-2020 period, under the ETS (Emissions Trading System), two sites were able to reduce the power of their boilers thanks to the energy optimization of their processes and thus no longer be subject to the regulation. In 2013, Bonduelle will therefore have only two sites (Estrées-Mons and Renescure) required to comply with European greenhouse gas emissions quotas.

APPLICATION OF ARTICLE 75 OF THE GRENELLE ENVIRONMENT LAW FOR THE MEASUREMENT OF GREENHOUSE GAS EMISSIONS PRODUCED BY INDUSTRIAL ACTIVITIES (FRANCE)

Article 75 makes a scope 1 and 2 carbon footprint assessment mandatory for companies with more than 500 employees. The results have been published on Bonduelle's sustainable development website:

- Bonduelle Traiteur International = 3,124 TEQ CO₂;
- Bonduelle Conserve International = 39,712 TEQ CO₂;
- Bonduelle Surgelé International = 12,309 TEQ CO₂.

VOLUNTARY MEASUREMENT OF THE GROUP'S CARBON AND WATER FOOTPRINTS FOR 2011-2012 SCOPE

Data collection is based on life cycle analysis (LCA), as described in ISO 14040. Net greenhouse gas emissions for 2011-2012 were estimated at approximately 1,800,000 TEQ CO₂, equivalent to the average annual emissions of about 235,000 Europeans (ADEME – 8.8 TEQ CO₂/Western European/year).

The stages in the life cycle analysis are as follows:

- cultivated and purchased food commodities: emissions for production, growing and supply to our production facilities: 42%;
- non-food commodities, such as packaging: emissions for production, supply, end-of-life and emissions avoided through re-use: 34%;
- industrial processing: direct and indirect energy emissions relating to scope 1 and 2 GHG Protocol emissions, and emissions from the treatment of ordinary industrial waste: 10%;
- transport of intermediate and finished products: emissions generated by inter-site flows and customer deliveries to the distributor's warehouse: 13%;
- transport of employees and work-related travel: 1%.

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

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

These results were widely presented and commented on during the last quarter of 2012 to contributors, sector Managers and employees.

Management of refrigerant fluid

- The replacement of refrigerant fluid R22 by R134-A, in line with international recommendations on the protection of the stratospheric ozone layer, was completed on the FRESH sites of Saint-Mihiel (France) and Straelen (Germany);
- At Estrées-Mons (France), the removal of the 170,000 m³ cold room allowed R22 to be replaced with ammonia

Continuation of energy substitution

- Saint-Denis (Canada): replacement of fuel oil by natural gas in 2012 and conversion of the treatment plant to natural gas, replacing light oil and propane; energy conversion and improved energy performance led to a reduction of 6,000 TEQ CO₂ per year on this site, representing a 45% fall in industrial emissions from energy.

In 2012-2013, the share of thermal energy supplied by liquid fossil fuels (very low-sulfur heavy fuel oil and domestic fuel oil) was reduced fivefold compared with 2011-2012 and this year accounted for only 1.6% of the group's thermal energy mix.

The share of renewable energy in the thermal energy mix is comprised of two sources: wood and biogas. It was doubled from the previous year and now accounts for 2.2% of the group's thermal energy mix.

For the past ten years, Bonduelle has responded to the international questionnaire issued by the Carbon Disclosure Project (CDP), specifying the main principles by which it seeks to combat climate change:

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

Any provisions for environmental risks are included under Note 24 to the consolidated financial statements. Details of the amount of provisions and guarantees for environmental risks will be given in the 2013-2014 report.

ENVIRONMENTAL RESPONSIBILITY TO CONSUMERS**Environmental product labeling**

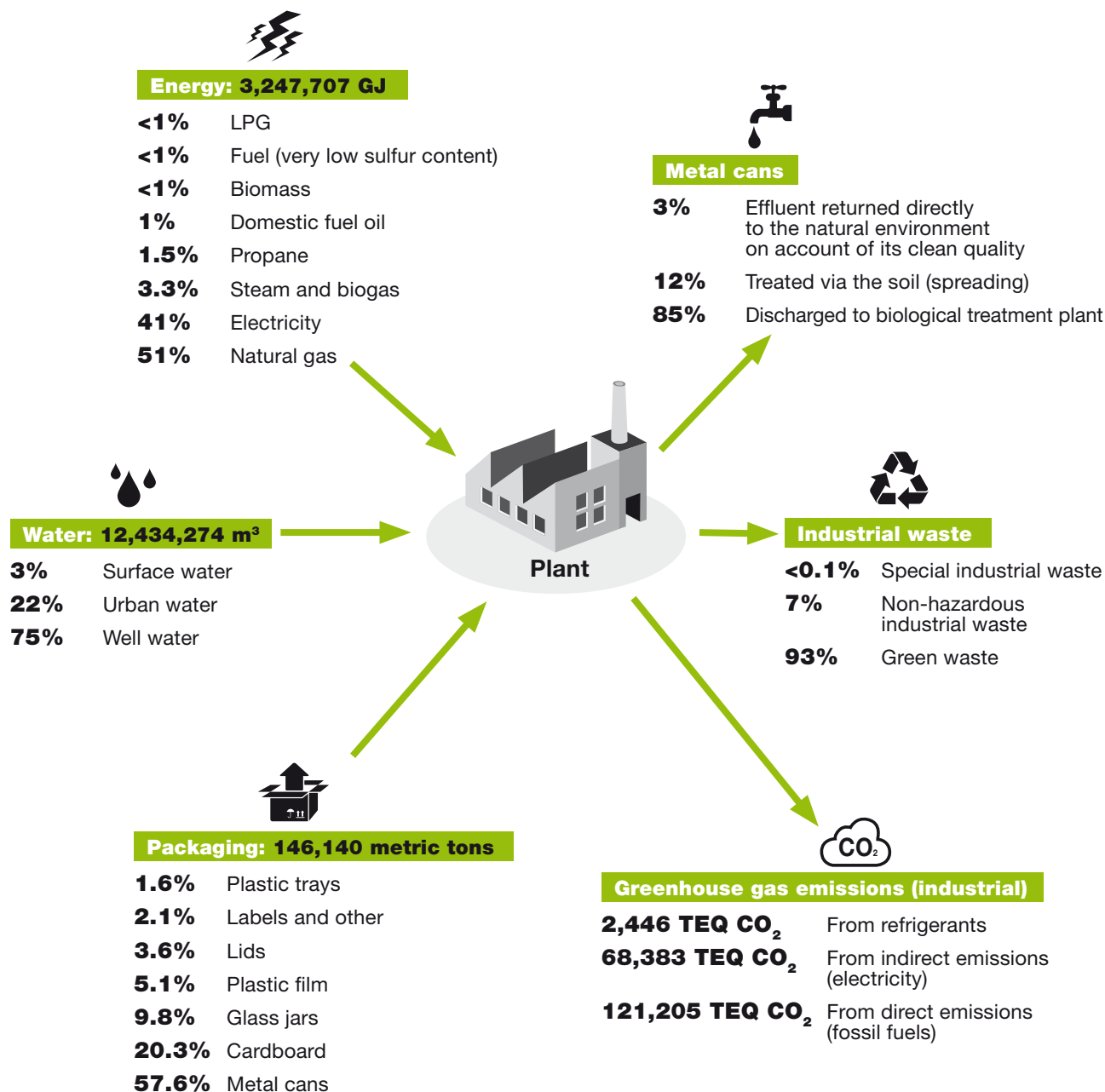
In 2011, Bonduelle was one of the pilot volunteer companies as a member of ADEPALE in the national initiative in France to inform consumers about the environmental impacts of consumer products through environmental labeling. Currently on hold in France, environmental labeling receives much closer attention in the rest of Europe. Bonduelle therefore actively monitors this subject through the agri-food sector.

Eco-responsibility charter

The creation of the eco-responsibility charter is fully integrated into the VegeGo! program. The assessment of the carbon footprint during the design of a new product is an important step in this initiative.

The characterization of environmental impacts (mainly greenhouse gas emissions at present) is part of the training given to raise awareness among the marketing and development teams. The group's expertise in measuring carbon is sought when assessing new products. Various measurement scenarios were studied in 2012-2013. Once the specifications have been validated by the Eco-team working group, the test phase can be launched over a pilot scope.

Environmental commitments

BONDUELLE'S MAIN CONSUMPTION AND EMISSIONS

G. RESULTS AND KEY FIGURES

The indicators below were prepared in accordance with our reporting framework, whose main components are summarized in the Methodology note on page 78 of this report.

TMP	1,055,837 TMP (metric tons of manufactured products)
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Water consumption	12,434,274 m³ consumed, i.e. 11.8 m³ per TMP
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Water sourcing	9,281,434 m³ of well water 2,802,329 m³ of urban water 350,510 m³ of surface water
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Energy consumption	Overall consumption 3,247,707 GJ Electricity: 1,350,776 GJ Natural gas: 1,663,950 GJ Fuel (very low sulfur content): 2,082 GJ Propane: 48,744 GJ LPG: 6,275 GJ Domestic fuel oil: 39,749 GJ Biomass: 29,943 GJ Purchase of steam: 95,213 GJ Biogas: 10,975 GJ Electricity consumption by country: 50% France 24% Canada 13% United States 4% Portugal 3% Poland 2% Hungary 2% Germany 1% Russia 0.5% Brazil
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Production of ordinary waste	43,802 metric tons, i.e. 41.5 kg/TMP Treatment: Low-impact landfill site: 24% Energy recovery: 4% Recycling: 72%
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Production of special waste	262 metric tons, i.e. 0.25 kg/TMP
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Production of green waste	576,361 metric tons, i.e. 546 kg/TMP Use: Agricultural spreading: 3% Animal feed: 77% Energy recovery: 1% Marketable product: 19% Other (compost): 1%
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Environmental commitments**Pollution discharge****Breakdown of treatment in m³:**

85% m³ discharged to treatment plant

10% m³ discharged for spreading after pretreatment

2% m³ discharged directly for spreading on crops

3% m³ discharged as clean effluent

Discharge of pollutants and proportion treated:

24,591 metric tons BOD produced at industrial sites

84% of BOD treated at Bonduelle treatment plants

13% of BOD treated by the soil and plant cover (controlled agricultural spreading)

2% of BOD treated at external treatment plants

0.6% discharged into the natural environment in compliance with regulations

Biosolids

Production of 1,936 metric tons of dry biological sludge

Production of 1,591,006 Nm³ of biogas

Packaging

146,140 metric tons

Breakdown by type of material:

Metal cans: 57.6%

Cardboard: 20.3%

Glass jars: 9.8%

Plastic film: 5.1%

Lids: 3.6%

Plastic trays: 1.6%

Labels and other: 2.1%

**Expenditure for minimizing
the impact of activities
on the environment**

Wastewater and sludge treatment: €3,777,825

Industrial and green waste: €241,403

Air and energy: €3,253,175

**Greenhouse gas emissions
(expressed in metric tons
of carbon dioxide equivalent -
TEQ CO₂)**68,383 TEQ CO₂ from indirect emissions (purchase of electricity)121,205 TEQ CO₂ from direct emissions (purchase of fossil energy, biomass, refrigerant fluid leaks)**Emissions of ozone
depleting gas**2,446 TEQ CO₂ for R22, R134A, R404A and R422A**EU GREENHOUSE GAS EMISSION QUOTAS**The quota allocation for the 2008-2012 period is 355,115 TEQ CO₂.

Annual emissions in the period were:

- 2008 = 49,460 TEQ CO₂;
- 2009 = 43,473 TEQ CO₂;
- 2010 = 45,566 TEQ CO₂;
- 2011 = 47,045 TEQ CO₂;
- 2012 = 48,615 TEQ CO₂.

2.3.3 Packaging

Faced with the particular issues presented by natural resources, packaging management is based on measuring and monitoring usage, seeking technical solutions and innovative technologies in production processes and raising awareness among internal and external operators.

For Bonduelle, packaging fulfills multiple functions:

- keeping products fresh;
- protecting the content against outside contamination;
- preserving the nutritional and organoleptic qualities;
- transporting, grouping and storing products in the best possible conditions.

Packaging design must also help to limit food losses and spillages, which can harm the environment in various ways. Each type of packaging is designed for different uses and preservation periods. Canned packaging allows products to be preserved for up to four years at ambient temperature and vegetables to be consumed throughout the year irrespective of seasonal harvests. Fresh packaging, meanwhile, ensures a preservation period of 10 to 14 days and allows green salad to be available throughout the year.

Bonduelle thus uses various types of packaging to ensure the best possible quality for its customers. These include:

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

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

OVERALL DESIGN

Bonduelle's goal is to package its vegetables with materials that preserve their organoleptic qualities and preserve them whilst limiting the environmental impact of the packaging. In Europe, the group thus encourages its marketing departments, sites and suppliers to work together to identify the packaging most suited to the product. Its approach using purchasing pairs, consisting of technical specialists and salespeople, allows the best initiatives to be shared and ensures compliance with the regulatory framework.

REDUCING QUANTITIES OF PACKAGING MATERIALS

Waste prevention is a regulatory obligation for packaging design as the basic requirements stipulate that it "must be designed and manufactured in order to reduce its volume and weight to the strict minimum necessary to guarantee a sufficient level of hygiene and security for both the product and the consumer" (2/ Article R. 543-44 of the Environmental Code and European Regulation 1462 EC). Waste prevention is thus an integral part of the design, optimization and renovation processes, as illustrated by the following examples:

- 2009-2011 optimization program consisting of assessing the value of frozen vegetable packaging. This program covered primary packaging (in contact with products), secondary packaging (bulk product) and tertiary packaging (pallets, transport packaging). The purpose of the program was to optimize frozen vegetable packaging. It consisted of reviewing the end-of-line process in order to optimize the fill-up rate and thus reduce the dimensions of the boxes used. This re-sizing allows the product to be used as a semi load-bearing item and means that the strength of the boxes can be reduced while improving their end quality. This initiative led to 155 metric tons of cardboard being saved in France in 2012;
- Bonduelle has also reduced the dimensions of some products packed in pouches, reducing the area of film per package by 11%;
- optimization program consisting of assessing the value of canned goods packaging, launched in 2012. This program relates to secondary packaging and aims to optimize the wrapping systems (shrink-wrap film, boxes, machinery) through various improvement methods: optimizing the thickness of the batch and unit shrink-wrapping films, reducing the dimensions of boxes (trays and cups), improving the wrapping machines so as to reduce the film thickness more easily and cut energy consumption;
- program to reduce the weight of canned packaging, using two methods:
 - an ongoing effort to reduce the wall thickness of metal cans, with the goal of limiting the quantity of steel or aluminum raw material used. This project, which has been underway for a number of years, involves a range of qualification tests designed to take into account the specific constraints of the various industrial processes and tools. Bonduelle thus managed to save 400 metric tons of metal in Europe between 2009 and 2012, across all ¼ (212 ml) and ½ (425 ml) formats,
 - a project dedicated to breakthrough innovations that lead to the design and use of innovative packaging with, for example, a specific process achieving a 15% reduction in the weight of the metal used in the two-portion can format.

The work undertaken also consists of improving the packaging tools and equipment while optimizing processes in order to limit waste and the use of different materials.

Environmental commitments**ECO-RESPONSIBILITY: COMMITTING
TO AN ONGOING IMPROVEMENT PROCESS**

The eco-responsibility initiative launched in 2011-2012 has been integrated into the VegeGo! program. The monitoring and comparison of packaging in identified families is one of the key pillars of eco-design processes. Bonduelle is working on establishing internal ratios for each coordinated product range in order to help its product development, marketing and sales teams determine the impact of packaging for the ranges marketed. This initiative will also allow new product designs to focus on using packaging that is necessary and sufficient for their use and to bring about an overall environmental and economic benefit.

**MONITORING: ANTICIPATING FUTURE
TECHNOLOGICAL AND ECONOMIC
CONSTRAINTS**

Bonduelle actively monitors environmentally-friendly packaging, examining all possibilities offered on the market, including materials based on recycled products and bio-sourced materials. The group is also working on implementing raw material consumption ratios for each type of packaging.

**RECYCLING: EXPLAINING, INFORMING
AND EDUCATING THE PUBLIC**

The group is also committed to recycling which, in addition to prevention, is a means of reducing the environmental impact of packaging. In France, Bonduelle recently decided to implement the *Info-tri Point Vert* (waste recycling information) pictogram, created by the *Éco Emballages* organization, on most of its packaging. This pictogram encourages consumers to sort their household waste correctly by indicating how to dispose of the packaging.

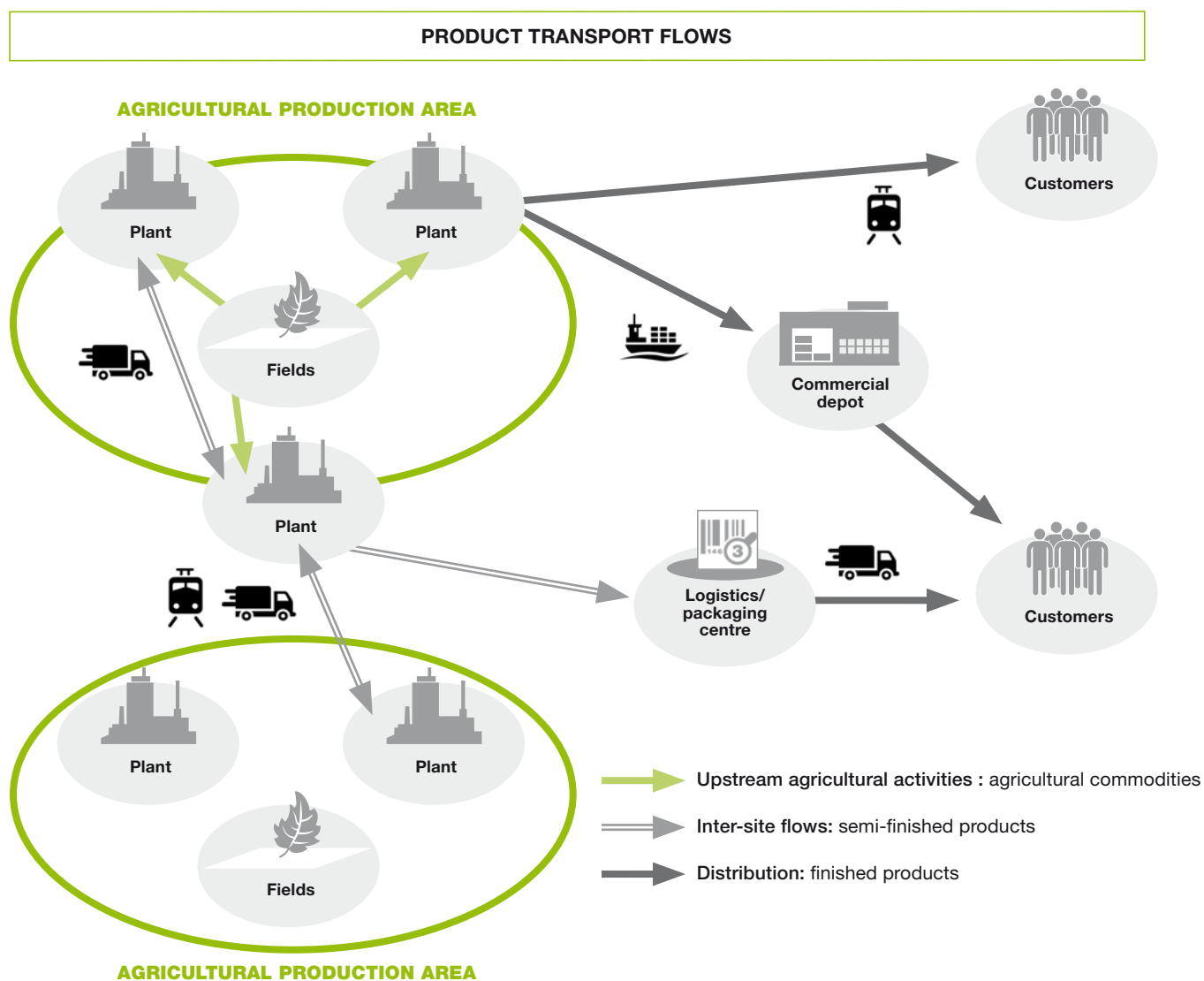
2.3.4 Transport

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

A. OBJECTIVES REMINDER

Environmental impact	Objectives 2012-2013	Highlights 2012-2013
<ul style="list-style-type: none"> Understand and control the impact on climate change 	<ul style="list-style-type: none"> Reduce CO₂ emissions by 3,000 metric tons Extend CO₂ emissions metrics to include all subsidiaries Identify and share pilot actions Optimize logistics and increase the use of alternatives to road transport 	<ul style="list-style-type: none"> Sea highway Development of combined rail-road transport 3,057 metric tons of CO₂ saved in 2012-2013, thanks to combined rail-road transport

B. RESOURCES IMPLEMENTED



Environmental commitments

Since transport is a particular focus for Bonduelle, it has formed a Transport and Sustainable Development Committee to monitor strategy in this area. The members of the Committee include international representatives from sales and marketing, production facilities' logistics, supply chain, and Purchasing departments, as well as sustainable development officers.

The Committee is responsible for legislative intelligence in the sector, monitoring the progress of the French Environment Round Table (*Grenelle de l'environnement*), and researching long-term solutions to minimize the environmental impact of transport flows.

It has always been Bonduelle's policy to locate production facilities close to agricultural production areas to optimize product quality, allowing crops to ripen to maturity and reducing the time between harvest and processing. The selection criteria for crop-growing areas comprise soil and regional climate, but also proximity to markets. Careful location of production facilities not only minimizes the distance traveled by Bonduelle's products, but also promotes the development of local economies.

Bonduelle goes further and continually looks for new ways to optimize the transport of its products and supplies. One possibility being examined is the creation of larger-scale storage infrastructures. Logistics sites are also organized by geographical area and are responsible for selecting carriers for distribution to customers according to the most appropriate transport options.

In 2008, the group initiated a program of measuring CO₂ emissions at its Bonduelle Conserve International subsidiary (BCI, now integrated into the BELL business unit) to identify opportunities for improvement and ways of minimizing our carbon footprint. This pioneering measurement program for the agri-food sector was based on the calculation method developed by the ADEME (French Environment and Energy Management Agency) and approved by an independent firm of experts, Bio Intelligence Service.

Initially launched for product flows between BCI's French production facilities and logistics centers, the emissions measurement program was subsequently extended to all countries in Europe to which finished products are delivered. Progress was achieved by using combined rail-road transport, especially between production facilities located in the France South-West and North-Picardy regions. Combined rail-road transport is used for routes between North-Picardy and south-eastern France and Italy, as well as for flows from Hungary to Germany.

This measurement program is ongoing under the group's new organizational structure, which is now comprised of four business units for separate geographical areas. In 2012-2013, the scope covers almost all BELL, BDV and FRESH business units. In order to stimulate the process, the CO₂ performance of the BELL business unit is regularly reported on the group's collaborative platform. In addition to measuring the progress made, the purpose of this savings metric is to allow the results obtained to be shared with other business units and encourage them to develop their own specific, measurable actions that can be integrated into the overall program.

The use of combined rail-road transport has been increased (for the Hungary-France and Hungary-Belgium routes, for example) to improve our environmental performance. By favoring this alternative method of transport, Bonduelle exceeded its greenhouse gas emission reduction targets for 2012-2013. Originally forecast at 3,000 metric tons, these savings will eventually amount to 3,057 TEQ CO₂, thanks to combined rail-road transport.

This performance was achieved by intensifying existing combined rail-road flows, leading to the following additional tonnages being transported:

- 2,450 metric tons via combined rail-road transport between North-Picardy and Italy;
- 1,000 metric tons from North-Picardy to south-eastern France;
- 9,000 metric tons between sites in the south of France, North-Picardy and Belgium;
- 2,900 metric tons from Hungary to North-Picardy and Belgium;
- 1,200 metric tons from North-Picardy and Belgium to Hungary.

Meanwhile, Bonduelle has developed new combined rail-road transport flows between Picardy and Spain, taking advantage of the standardization of rail widths in the two countries. In addition to this good performance, one of the highlights of the year for Bonduelle was the realization of a project that had been worked on for a number of years: the use of sea highways.

From Zeebrugge to Bilbao via the sea highway. Since April 2013, Bonduelle has been using this innovative solution for one load per week. A tractor and trailer depart from the group's heritage Renescure site. The trailer is loaded onto a ship. After a three-day journey, the cargo arrives in Bilbao, where the trailer is hooked up to a Spanish tractor and towed to the Bonduelle distribution center in Sesena, near Madrid, which serves the whole of Spain. This procedure has two advantages: it is more economical than road transport and it is more environmentally-friendly as the total CO₂ emissions produced amount to 1.34 metric ton, compared with 2.44 tons by road. The rate of shipments between Zeebrugge and Bilbao is expected to be ramped up in 2013-2014. Bonduelle is also examining other possible routes where the same solution could be used, such as between Boulogne-sur-Mer and Larvik, 60 km from Oslo, in order to serve Norway, Sweden and Finland.

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

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

CO₂ emissions (metric tons)	Upstream agricultural transport, 15,657 TEQ CO ₂
	Inter-site, 16,716 TEQ CO ₂
	Distribution, 72,941 TEQ CO ₂
	i.e. 105,314 TEQ CO ₂ (excl. Canada)
Ratio of kg of CO₂/metric ton	Upstream agricultural transport, 18 kg CO ₂ emitted/metric ton transported
	Inter-site, 20 kg CO ₂ emitted/metric ton transported
	Distribution, 75 kg CO ₂ emitted/metric ton transported

2.4 Commitments to social responsibility and civil society

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

BONDUELLE'S IMPACT ON SOCIETY

2

Challenges

RESPECT FOR STANDARDS OF BEHAVIOR: ETHICS

Workers / Economic partners / Local communities / Company / Consumers

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

Challenges

SAFETY AND WELL-BEING

Workers / Economic partners / Local communities / Company / Consumers

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

Challenges

WEALTH CREATION

Workers / Economic partners / Local communities / Company / Consumers

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

Challenges

DEVELOP SKILLS AND KNOWLEDGE

Workers / Economic partners / Local communities / Company / Consumers

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

2.4.1 Commitments to social responsibility

In the past few years, Bonduelle has continued to strengthen its international presence and increase its global headcount. VegeGo!, the group's vision to 2025, includes a focus on people, to support the Company's future growth, through three complementary priorities: our international growth model, the creation of economic value, and the development of human capital, in line with our corporate values.

A. OBJECTIVES

Social impacts	Objectives 2012-2013	Highlights 2012-2013
<ul style="list-style-type: none"> • Safety of people • Developing potential • Diversity 	<ul style="list-style-type: none"> • Ensure safety at work, with a target of zero work-related accident • Promote our employees' personal development and training, conduct career development interviews with all personnel • Pursue initiatives aimed at ensuring equality, diversity and the inclusion of people with disabilities • Continue actions promoting gender equality • Finalize the ethics charter 	<ul style="list-style-type: none"> • The work-related accident frequency rate fell from 18.76 in 2011-2012 to 11.75 in 2012-2013 • Introduction of the STOP safety procedure • Agreements on providence, medical insurance and profit-sharing • Responsible Economy Trophy gold award

B. RESOURCES IMPLEMENTED

Social dialog, working conditions, training, diversity, and health and safety, are among the central concerns of the Bonduelle Group's human resources policy, which is founded on the seven corporate values: integrity, confidence, simplicity, excellence, open-mindedness, fairness and people-minded. The policy revolves around three core priorities:

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

Bonduelle employs 9,758 people (full-time equivalent), 6,613 of them in permanent positions. 29% of our workforce is outside Europe, 24% in Europe (excl. France) and 47% in France.

ORGANIZATION

Bonduelle's HR policy is led by the group Human Resources director, who participates in and contributes to all the group's strategic decisions. He has a team of four people, with responsibility for:

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

The group's Human Resources Division team meets with all the HR teams from the four business units (BAM, BDV, BELL and FRESH) during an international seminar, organized twice a year. Bonduelle's global human resources strategy is presented and the action priorities are identified for each business unit, the business units being responsible for human resources management within their own scope. Monthly coordination meetings between the four business units HR departments and the four group human resources Managers discuss vacant positions and available resources. This policy facilitates mobility for employees between the four business units. The policy is then approved by the Executive Committee * and applied in each business unit, where the human resources contact leads a network of dedicated human resources correspondents.

* The Executive Committee comprises the Chief Executive Officers of Bonduelle's business units (or business segments) in Europe and outside of Europe, as well as the group's Chairman, Chief Financial Officer and HR director.

The members are:

- Christophe Bonduelle, Chairman;
- Benoît Bonduelle, Chief Executive Officer, Bonduelle Development (BDV);
- Pascal Bredeloux, Chief Executive Officer, Bonduelle Fresh Europe (FRESH);
- Philippe Carreau, Chief Executive Officer, Bonduelle Europe Long Life (BELL);
- Bruno Rauwel, director of Human Resources;
- Grégory Sanson, Chief Financial Officer;
- Daniel Vielfaure, Chief Executive Officer, Bonduelle Americas (BAM).

SAFETY

Each and every person working for or with Bonduelle has the right to a healthy and safe working environment, ensuring their physical, mental and social well-being and preventing occupational disease. Bonduelle is committed to maintaining working conditions at the highest standards by developing policies to prevent negative impacts on health and working conditions.

In November 2011, the group undertook a review of its safety organization to redefine responsibilities at all levels of the structure, and launched a large-scale awareness campaign on this vital issue at all its sites worldwide. Moreover, Bonduelle appointed an officer with responsibility for safety issues across the group, who attends Executive Committee meetings.

We have established a more robust reporting system with safety included as a mandatory point on the agenda for Executive Committee meetings, weekly production facility Management Committee meetings, monthly meetings between the Industrial directors of each subsidiary and Production Facility directors, and the quarterly meetings between subsidiaries' general management and country Managers.

To intensify employees' commitment to safety, the group's policy is designed to encourage Managers to include safety performance in the criteria determining variable compensation bonuses for operating personnel.

In addition, a safety network was created in May 2012 with site and subsidiary representatives. The network's purpose is to discuss best practices and priorities for action programs and investment. The work also includes a monthly reporting.

As a result of this new safety network, the group has already recorded significant progress. The accident frequency rate fell from 24.4 in 2010-2011 to 18.76 in 2011-2012 and 11.75 in 2012-2013. These results reflect the close care and attention by Bonduelle to safety issues at all sites around the world, such as in Strathroy (Canada) which has recorded zero accident for the past five years.

In addition to measures undertaken in the business units, BELL and FRESH are set to roll out the STOP (Safety Training Observation Program) program developed by DuPont. Deploying STOP is as one of the 22 VegeGo! initiatives. Its target is to achieve zero accident with job interruption by 2025. The STOP program draws on the experience of DuPont, which implemented solutions to achieve an accident-free workplace. Bonduelle Fresh Europe presented the method during technical training days early in June 2013 in Italy. Employees will be trained to manage and deploy the method at their sites. The business unit's target is to cut the frequency rate by half in the next fiscal year and to have zero accident within three years. BELL will start rolling

out STOP at its Renescure, Estrées-Mons (frozen products division), Bordères and Labenne facilities. The feedback from these plants will then guide implementation at the business unit's other French and European sites. Training has begun with the Estrées-Mons frozen products teams. 15 staff will start behavior observation visits in the manufacturing sector. The "BELL attitude" will be gradually extended to other departments in the plant with the aim of reducing the frequency rate to ten in the next fiscal year, and to zero within four years. 45 people will be trained in the next six months.

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

SOCIAL DIALOG

Bonduelle promotes an open culture and dialog with people inside the Company, in accordance with its ethics charter, communicated to directors and officers in 2012-2013 and to be rolled out across the group in 2013-2014. The group respects the right of its employees to form or join the representative organization of their choice, including trade unions and workers' organizations, and to be able to participate in collective bargaining negotiations. Bonduelle respects the role and responsibilities of the social partners and is committed to negotiating issues of collective interest with them. The group had no labor disputes during the 2012-2013 fiscal year. During this period, it signed 41 agreements with employee representative bodies in the countries in which it is present.

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

The group Works Council provides French employee representative bodies (47% of the workforce) with additional information, above and beyond its legal obligations, on Bonduelle's activities in Europe and outside of Europe.

The dynamic of social dialog in the Bonduelle Group was illustrated in 2012-2013 by the signature of a number of different agreements:

- collective agreement establishing supplementary disability and death benefits. This agreement is in force in France and standardizes these benefits in the Company;

Commitments to social responsibility and civil society

- company agreement on the compulsory group “Medical expenses reimbursement” system for all employees. This agreement is in force in France and introduces a single family system.

These signatures follow on from the agreements in 2011-2012:

- amendment to the agreement on older workers;
- amendment to the working conditions agreement;
- gender equality agreement;
- workplace stress agreement;
- “Handipol 3” (disability) agreement.

WORKING CONDITIONS

Human resources activity during fiscal year 2012-2013 concentrated on implementing the agreements signed during the prior year. The objective of the workplace stress agreement negotiated with the social partners in June 2012 is to protect all employees from stress in their jobs (physical stress, aggressive environment, pace of work). It sets four guidelines: reducing exposure of employees to multiple risk factors, adapting and fitting workstations, improving overall working conditions and acting to reduce sources of stress, stress-prevention and training. Efforts to reduce stress take a four-pronged approach:

- building risk awareness;
- integration of prevention modules in workstation technical training;
- awareness training for supervisory personnel;
- campaigns to increase professionalism for employees working at stressful jobs.

Bonduelle intends to dedicate 10% of its training budget in France to safety-stress in order to reach these objectives. The three-year agreement provides for one or two annual monitoring meetings with a report on the outcomes of actions, as well as consultation on the basis of the report prepared by the Health, Safety and Working Conditions Committee at each site.

The amendment to the working conditions agreement aims to reinforce awareness and understanding of workplace stress and psychosocial risks by the Company, employees and representatives, by anticipating risks that may arise in specific situations related to work organization (substantial changes to health and safety conditions, introduction of new technologies, etc.) and by providing employees with a framework to detect, prevent and deal with possible cases of workplace stress.

SALARY AND OVERTIME

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

LOCAL EMPLOYMENT

These agreements signed by Bonduelle continue its long tradition of initiatives in this area, including specific actions aimed at seasonal workers. The very nature of its business and the rhythm dictated by the harvests mean that the Bonduelle Group employs a large number of seasonal workers. Seasonal employment accounts for 19% of all Bonduelle Group's contracts (full-time equivalent). We develop loyalty through an attractive remuneration policy and employment contracts by type of harvest, affording them work that is compatible with other seasonal employment. At some sites, Bonduelle works with employer groupings to pool skills, provide regular seasonal work and offer specific training, such as a fork-lift truck operator qualification. Another aspect of this policy, in the United States and Canada, is the provision of good quality accommodation for seasonal workers. The group also offers specific video-based training courses for seasonal workers with little or no English. In Italy, for example, dedicated programs are run for seasonal workers with limited knowledge of the local language, and in Hungary, Bonduelle runs a bus service for workers so that they save on the cost of travel to their place of work. All of these measures help to ensure the loyalty of our seasonal workers.

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

SUPPORTING AND DEVELOPING POTENTIAL

At Bonduelle, we offer our people the support and opportunities to develop their potential. Indeed, learning and development are a core priority of the group's HR policy. For the group to continue its international expansion and seize opportunities for growth, it must be able to rely on the best skills in each country in which it operates. This international vision underpins the group's HR policy as a whole. Training is all the more essential as our headcount continues to grow: 9,758 employees in 2012-2013 compared with 8,971 in 2011-2012 (full-time equivalent).

Bonduelle's training policy gives priority to providing support, enhancing safety in all our activities, developing skills, learning about the Bonduelle culture, integration within the group and developing new talents. The training rate stands at 1.57% (training expenditure as a percentage of payroll) and the average length of training is 23 hours.

Launched in 2002, the **group's university, the Pierre et Benoît Bonduelle Training Institute (IPB)**, was set up to accelerate skills development and the group's human dimension. It is open to all company employees.

The institute works to achieve three objectives:

- share the Company's values and culture, for example, by organizing "Know your company" seminars and language immersion programs to help new hires to successfully integrate into the group's culture;
- develop know-how and expertise specific to the group's business segments, such as seaming techniques training modules for the group's canned food plants;
- develop relationship and managerial skills. The most recent program developed by the institute, the Bonduelle Executive Program, trains Managers to detect and develop new talent in the Company to prepare for the managerial organization of the future. A new personal development module was added to the BEP training program in 2012-2013.

The amendment to the strategic and preventive workforce planning agreement, signed in France in 2008 and extended at the end of 2011, provides for assessing foreseeable developments in jobs and the employment market in relation to the Company's needs, and for promoting awareness of this agreement with the aim of informing employees and building accountability throughout the organization. It plays a role in guiding a number of training actions by identifying:

- the need for more personnel, anticipating requirements in terms of training, retraining, recruitment, etc.;
- declining workforce needs. In addition to natural attrition, some jobs are under threat, and reconversion and training actions, etc. need to be anticipated;
- stable workforce needs, but with a substantial rate of natural attrition requiring corrective measures to guarantee availability of key resources and skills;
- significant changes to content that call for new skills and appropriate training policies.

In 2012-2013, the group focused on three major priorities for its training policy:

- corporate culture: develop management skills, implement and share values, integrate and support employee development;
- business expertise: capitalize on and develop skills (agronomy, industry, quality, supply chain, marketing, sales, product innovations, etc.);
- social responsibility: improve safety and security at work, improve employability;

- safety: analyze the causes of accidents, improve workstation safety and improve ergonomics, develop a system of warm-ups before starting work, etc.

DIVERSITY

Employee diversity is important for Bonduelle. It is committed to eliminating all forms of discrimination in the workplace and in employee relations, both direct and indirect. This anti-discrimination policy applies to all stages of employment, from hiring through an entire career. It is underpinned by programs to promote diversity. The group signed a gender equality agreement in 2011-2012, concentrating on four main areas:

- recruitment;
- working conditions;
- actual remuneration;
- balance between work and family responsibilities.

Bonduelle launched an action plan along with this agreement to:

- forge partnerships with schools and/or approved training centers to encourage job applications;
- produce three guides and a film presenting careers in the Company;
- organize an open day at four industrial sites, targeting students;
- analyze job requirements with a view to adapting job frameworks and training;
- analyze training actions required before employees return to work after taking parental leave.

Bonduelle continued to increase the number of women in management in 2012-2013 with the appointment of a female Chief Executive Officer for Brazil, a female Production Manager at the Cristalina (Brazil) site and a female Marketing director in Poland. In 2011-2012 the group appointed a female director to head up one of the group's largest production sites at Renescure in Northern France, and two female Chief Financial Officers in Poland and Spain.

Signature of the Handipol 3 (disability) agreement in 2011-2012 is set to further embed existing programs in place for a number of years with new awareness actions inside the Company and the involvement of all employees. In France, the group is committed to:

- increase the percentage of workers with a disability to 6% * or higher;
- provide each subsidiary with the appropriate objectives and resources in this area;
- adopt forward planning measures to deal with possible aptitude issues with a view to promoting long-term employment;
- take into account the consequences of an aging population at the group's sites.

* The percentage of employees with a disability at Bonduelle (permanent staff) went from 7.76% in 2010-2011 to 10.65% in 2011-2012 and to 2.38% (full-time equivalent) in 2012-2013. These figures do not reflect a reduction in the number of workers with a disability employed by Bonduelle, but rather result from a change in the method of calculation: the group uses the definition of disability set out in French law, which is very specific in this area, and not the definition in each of countries where Bonduelle is established.

Commitments to social responsibility and civil society

The Bonduelle Group has embarked on numerous initiatives to support its disability policy:

- creation of the Disability Mission in the HR department in France, with a pilot unit in each facility and a group-wide joint monitoring committee;
- creation of a “Handipol 3” coordinator;
- organization of information and awareness-building campaigns for employees with a disability rating of 10% or more;
- regular communication on actions through the Company newsletter and the Intranet;
- recruitment on permanent contracts of two employees with a disability at the end of the agreement’s term;
- 13 permanent employees obtained recognition of their status as workers with disabilities;
- opening up of all accessible positions to people with disabilities;
- possible tutoring with the agreement of the disabled employee;
- training and raising awareness amongst those directly involved in disability policy on the specific needs of employing people with disabilities;
- developing a program for trainees from the sheltered employment sector.

Bonduelle won the **Responsible Economy Trophy gold award (Trophée d’Or de l’Économie Responsable)** in July 2013, in recognition of its policy to integrate workers with disabilities. Organized by the *Réseau Alliances* (northern France) every year, the Responsible Economy Trophies reward the efforts of companies that integrate Corporate Social Responsibility into the core of their strategy. In the category of companies with over 500 employees, the trophy was presented by Pierre De Saintignon, vice-President of the *Conseil Régional du Nord – Pas-de-Calais* to Christophe Bonduelle, the group’s Chairman, and to Hélène D’Huyveter, director of the Renescure plant, the pilot for the group’s integration policy. Since 2008, the historic site and cradle of the Bonduelle Group has employed three workers with intellectual disabilities on permanent contracts. After extensive preparatory work in collaboration with the “Papillons Blancs” Hazebrouck ESAT (French disability employment and support agency), a selection procedure was established by the plant’s Human Resources department, together with training for three Bonduelle liaison employees tasked with facilitating and supporting their integration. This initiative strengthens ties between the Bonduelle factory at Renescure and its environment. The site had 613 employees (FTE) including 41 employees with disabilities in 2012. Diversity in its labor force, including the integration of employees with disabilities initiated more than five years ago at Renescure, is integral to the group’s CSR strategy. Our approach to integration was initially developed at all Bonduelle sites in France where the employment rate of people with disabilities is 8.14%, before being extended throughout the group as a whole.

In addition, Bonduelle signed an amendment to the 2009 agreement with its social partners on the employment of older workers highlighting three key principles: forward career planning, development of skills and qualifications and access to training, dissemination of knowledge and skills and the development of coaching. Under this agreement, the percentage of older workers over 55 employed by the group was due to exceed 11% by December 31, 2012. As at June 30, 2013, the percentage of permanent employees aged over 55 was 14.6%.

HUMAN RIGHTS

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

- convention No. 135 on workers’ representatives: Belgium, Canada and the United States;
- convention No. 98 on the right to organize and collective bargaining: Canada and the United States;
- convention No. 87 on freedom of association and protection of the right to organize: Brazil and the United States;
- convention No. 138 on the minimum working age: Canada and the United States;
- convention No. 111 on discrimination in employment and occupation: the United States.

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

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

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

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

C. RESULTS AND KEY FIGURES**TOTAL EMPLOYEES**

- 6,736 permanents.
- 9,758 on permanent, fixed-term, seasonal and other contracts (FTE).

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

	France	Europe excl. France	Non-Europe	Total
Permanent	3,301	1,352	1,960	6,613
Non-Permanent	286	103	81	470
Seasonal	778	541	577	1,895
Other	268	314	198	780

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

	France	Europe excl. France	Non-Europe	Total
Women	1,349	618	683	2,650
Men	1,989	863	1,234	4,086
Executive	675	301	220	1,196
Non-Executive	2,663	1,180	1,697	5,540

Seniority (permanent staff):

- 0 to 3 years: 1,530;
- 3 to 9 years: 1,571;
- > 9 years: 3,635.

Average seniority: 13.29.

New hires, in number of contracts:

- Permanent: 589;
- Fixed-term: 1,095;
- Seasonal: 4,986.

Workers with a disability (FTE): 232.

Commitments to social responsibility and civil society**TURNOVER**

Total group turnover: 11.64%*.

■ Departures by type of contract

		France	Europe excl. France	Non-Europe	Total
Executive	Due to layoff – Executive	10	6	2	18
	Due to a death, retirement, agreed departure, etc. – Executive	13	6	2	21
	Due to the employee (resignation, end of probationary period, etc.) – Executive	32	7	7	46
	Due to transfer	39	0	2	41
Non-executive	Due to layoff – Non-executive	52	30	242	324
	Due to a death, retirement, agreed departure, etc. – Non-executive	74	66	24	164
	Due to the employee (resignation, end of probationary period, etc.) – Non-Executive	212	101	592	905
	Due to transfer	27	0	6	33

■ Turnover by gender *

	France	Europe excl. France	Non-Europe	Total
Turnover – Women	7.5%	6.4%	20.4%	10.59%
Turnover – Men	6.9%	8.9%	23.3%	12.37%
Departures – Women	145	65	213	423
Departures – Men	186	115	412	713

■ Turnover by age *

	France	Europe excl. France	Non-Europe	Total
Turnover of employees aged under 26	2.1%	2.6%	8.0%	3.90%
Turnover of employees between 26-35	1.9%	1.8%	4.4%	2.62%
Turnover of employees between 36-45	1.1%	1.8%	3.9%	2.07%
Turnover of employees between 46-49	0.2%	0.6%	1.3%	0.59%
Turnover of employees 50+	1.8%	1.0%	4.6%	2.45%
Departures of employees under 26	98	59	224	381
Departures of employees between 26-35	89	42	125	256
Departures of employees between 36-45	50	42	110	202
Departures of employees between 46-49	9	13	36	58
Departures of employees 50+	85	24	130	239

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

TRAINING

- % of gross payroll: 1.57%.
- Number of training hours: 123,795.
- Average training duration per individual: 23 hours.
- Breakdown of training by gender: 39.08% of women and 60.92% of men.

SAFETY CONDITIONS

- Frequency of work-related accidents: 11.75.
- Work-related accident severity rate: 0.61.
- Severity rate of Occupational Diseases for France: 1.39.

■ Breakdown of work-related accidents

	France	Europe excl. France	Non-Europe	Total
Women – Frequency rate	17.87	11.31	4.34	12.26
Men – Frequency rate	16.32	11.89	5.22	11.43
Frequency rate	16.95	11.65	4.92	11.75
Women – Number of work-related accidents with lost time	51	17	8	76
Men – Number of work-related accidents with lost time	68	25	18	111
Number of work-related accidents with lost time	119	42	26	187
Women – Severity rate	1.14	0.15	0.60	0.74
Men – Severity rate	0.88	0.49	0.14	0.53
Severity rate	0.99	0.35	0.30	0.61
Women – Number of lost days due to work-related accidents	3,253	226	1,103	4,582
Men – Number of lost days due to work-related accidents	3,668	1,032	495	5,195
Lost days due to work-related accidents	6,921	1,258	1,598	9,777

	France	Europe excl. France	Non-Europe	Total
Women – Occupational disease severity rate	2.80	N/A	N/A	2.80
Men – Occupational disease severity rate	0.43	N/A	N/A	0.43
Occupational disease severity rate	1.39	N/A	N/A	1.39
Women – Number of lost days for work-related accidents and occupational disease	8,005	N/A	N/A	8,005
Men – Number of lost days for work-related accidents and occupational disease	1,780	N/A	N/A	1,780
Number of lost days for work-related accidents and occupational disease	9,785	N/A	N/A	9,785

Data not available

INDUSTRIAL RESTRUCTURING

Staff affected by industrial restructuring plans who have received outplacement support: 454.

WORK TIME ORGANIZATION

- Number of hours worked: 15,914,984.
- Absenteeism rate: 4.46%.

REMUNERATION AND DEVELOPMENT

- Total remuneration (permanent + fixed-term + seasonal contracts): €241,900,106 (€234,819,248 in 2011-2012).
- Percentage of employees receiving regular performance and career development reviews: 80.45%.
- Percentage of employees receiving regular performance and career development reviews by gender: 87.13% of women and 78.70% of men.

2.4.2 Commitments to economic partners

Integrity, confidence, simplicity, excellence, open-mindedness, fairness and people-minded: these seven fundamental values form the core of the group's corporate plan, which aims to develop equitable and innovative collaboration with its economic partners.

A. OBJECTIVES

Social impacts	Objectives 2012-2013	Highlights 2012-2013
<ul style="list-style-type: none"> Respect for ethical standards of behavior Consumer food safety 	<ul style="list-style-type: none"> Set up indicators for monitoring Bonduelle's suppliers in terms of CSR commitments 	<ul style="list-style-type: none"> Set up indicators to monitor signature by Bonduelle's suppliers of the principles of the Global Compact Creation of a CSR risk map of Bonduelle's suppliers

B. RESOURCES IMPLEMENTED

THE BONDUELLE GROUP'S PURCHASING POLICY

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

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

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

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

Bonduelle places strong emphasis on its founding values of excellence, open-mindedness and fairness during its purchases of supplies (metal cans, cardboard boxes and packing wrap, vegetables and ingredients used in its recipes and not grown or produced by the group, energy, animal products, advertising and communication, seeds, etc.), as well as for vegetables grown by our producer partners

(3,687, grouped into producer organizations), who are signatories of a particularly rigorous sourcing charter. Bonduelle's suppliers and subcontractors must adhere strictly to all legislation regulating their activities and working environment. Moreover, this purchasing policy is reflected in the inclusion of CSR criteria in purchasing contracts (either at group level or locally). For foodstuffs, Bonduelle has specific procedures to evaluate and control the relevant health risks. For packaging, it constantly seeks to optimize consumption of raw materials.

ENCOURAGE SUPPLIERS AND SUBCONTRACTORS TO COMMIT TO A SOCIALLY RESPONSIBLE APPROACH

As part of the contractual relation, suppliers undertake to respect the principles of the Global Compact (Bonduelle has been a member since 2003). This approach is currently being extended across the group. For example, in 2011-2012, 85% of contracts to purchase cans (by quantity) incorporated the principles of the Global Compact (cans account for 40% of all purchases by value).

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

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

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

HIGHLIGHTS OF THE YEAR

Bonduelle adopted new metrics in 2012-2013 to measure its suppliers' compliance with the principles of the Global Compact. These indicators take into account the proportion of suppliers that have embraced the principles of the Global Compact for purchasing. For example:

- 84% of suppliers under contract have signed the principles of the Global Compact for the category, purchases stocked in France;
- 86% of suppliers under contract have signed the principles of the Global Compact for the juices and concentrates product family in France.

The indicators also incorporate the proportion of revenue represented by suppliers who adhere to the principles of the Global Compact:

- 71% of revenue from purchases stocked in France comes from suppliers who have signed the principles of the Global Compact;
- 75% of revenue from the juices and concentrates product family comes from suppliers who have signed the principles of the Global Compact.

In all, in the scope as measured for 2012-2013 (excluding Brazil and Canada), 70% of the purchasing budget is covered by a commitment to the Global Compact.

Bonduelle also maps the CSR risks of its suppliers, based on a CSR questionnaire with 23 questions on four topics:

- the Company's CSR policy;
- the Company's CSR commitment;
- the Company's commitment to the community;
- environmental commitment.

In practical terms, the questionnaire gives Bonduelle information on its suppliers' commitments pertaining to:

- commitments to equal opportunity and anti-discrimination;
- incorporation of the principles of the Global Compact in contracts;
- measures undertaken to reduce the supplier's environmental footprint (reducing energy and water consumption, preventing pollution, reducing waste, promoting recycling, reducing transport distances).

Another highlight of the year was the ethical purchasing charter, taking its inspiration from the group's ethics charter. Approved by buyers in November 2012, it was signed in spring 2013 by all group buyers.

C. RESULTS AND KEY FIGURES

% SIGNATURE OF THE GLOBAL COMPACT (BASED ON 91% OF THE SCOPE)

- 86% of the purchasing budget relates to framework agreements;
- 88% of the budget for these framework agreements for which the Global Compact has been signed;
- 2% of the budget non-related to the framework agreements for which the Global Compact was signed.

	France	Hungary	Poland	Germany
% of the purchasing budget related to framework agreements (A)	88%	89%	77%	57%
% of these purchases under framework agreements for which the principles of the Global Compact have been signed (B)	88%	97%	84%	54%
% of the purchasing budget concerned by framework agreements and for which the principles of the Global Compact have been signed (AxB)	77%	86%	65%	31%
% of the purchasing budget not related to framework agreements (C)	12%	11%	23%	43%
% of these purchases outside of framework agreements for which the principles of the Global Compact have been signed (D)	0%	0%	22%	8%
% of the purchasing budget not related to framework agreements and for which the principles of the Global Compact have been signed (CxD)	0%	0%	5%	3%
Proportion of the budget accounted for with commitment to respecting the principles of the Global Compact	77%	86%	70%	34%

2.4.3 Commitments to civil society

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

PROMOTE LONG-TERM HEALTHY EATING: THE LOUIS BONDUELLE FOUNDATION

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

The Company's Louis Bonduelle Foundation has launched an appeal for projects every six months since 2007, to support local initiatives improving eating habits. These appeals, open worldwide, have already resulted in support for 112 projects, with more than 260,000 individual beneficiaries for a total budget of €330,000.

Similarly, each year since 2005, the Foundation has awarded a €10,000 research prize for a thesis on a subject related to nutrition, also open to researchers around the world. The Louis Bonduelle Foundation has committed more than €1,160,000 to supporting research. The Foundation's website features theoretical and practical information on changing eating habits. The site is currently available in English, French, Italian and Dutch, with Portuguese and Spanish due to be added during 2013-2014.

The Louis Bonduelle Foundation is administered by a Board of Directors with seven voluntary members: three independent members chosen for their expertise in the areas in which the foundation works (Béatrice de Reynal, Nutritionist, Marie-Laure Frelut, Pediatrician and Secretary of the European Childhood Obesity Group, Jean-Charles Fruchart, President, International Atherosclerosis Society), and four representatives of the Bonduelle Group: Christophe Bonduelle, Chairman of the Louis Bonduelle Foundation and Chairman of the Bonduelle Group, Jean-Bernard Bonduelle, director of External Relations and Sustainable Development, Laurence Depezay, Nutrition Manager, and Christophe Château, director of Corporate Communications and Marketing.

The three pillars of the Foundation's work are:

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

Key stages in the history of the Louis Bonduelle Foundation:

2004-2005

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

2005-2006

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

2006-2007

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

2007-2008

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

2009-2010

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

2010-2011

- Launch of the Foundation in Canada;
- Conclusion of a partnership with the *Fédération Nationale des Maisons d'accueil rurales pour personnes âgées* (Rural retirement homes federation) in France;
- Foundation recognized by health professionals ⁽¹⁾.

2011-2012

- Exhibition and conference at the European Parliament in Brussels in November 2011 to present the Foundation's aims and actions. The conference was sponsored by MEP Sophie Auconie on “Eat well to live well?” examining the impact of new eating habits and lifestyles on health;
- Fifth Louis Bonduelle Foundation Conference entitled “Food and Healthy Aging”;
- Louis Bonduelle Research Prize was awarded to Eloise Remy, at the *Centre des sciences du goût et de l'alimentation* (Center for Taste and Food Science) at the French National Institute for Agricultural Research (INRA) in Dijon, for the study entitled “Factors influencing children's eating behavior and food preferences”, and to Nathalie MICHELS, department of Public Health, University of Ghent in Belgium for the “Longitudinal Study to assess the influence of stress on eating habits and body composition in primary school children”;
- ECOG (European Childhood Obesity Group) and Louis Bonduelle prizes awarded to the team in the Nutrition department at John Moores University in Liverpool (UK) for its research into the eating habits of children in Liverpool;

- Agreement of a partnership with the French Ministry for Agriculture, Agri-foods and Forests;
- Launch of the Art and Nature project with the *Fédération Nationale des Maisons d'accueil rurales pour personnes âgées* in France. The workshops received the recognition of the French Ministry for Agriculture, Agri-foods and Forests, and the project was awarded the PNA (French National Program for Food) logo;
- Launch in Italy of *Il Gioco di in Orto*, an educational game designed to introduce children (aged 6 to 12) to the world of vegetables and learn how to create a vegetable garden.

2012-2013

- Sixth Louis Bonduelle Foundation Conference, under the patronage of the Minister for Agriculture, Agri-foods and Forests. Three experts, Nicoletta Diasio, Marie Marquis and Claude Fischler, presented new approaches to healthy eating during the pivotal adolescent years;
- The 2013 Louis Bonduelle research prize was awarded to Filipe de Vadder, University of Lyon 1, for the “Role of soluble edible fiber and short-chain fatty acids in inducing intestinal gluconeogenesis and energy homeostasis”;
- ECOG and Louis Bonduelle research prize awarded to the Elisabeth Ardelt-Gattinger team (at the University of Salzburg) for its work to find a system of measurement for infant obesity using interdisciplinary variables. A second team, led by Hélène Thibault, was recognized for “Improvement of food supply in middle and high schools of the Aquitaine Region – Southwest of France”;
- Launch of the Gustaterrium project with the Ministry of Agriculture and Agri-foods, for the development of an educational program to create a portable vegetable garden with children or adults;
- Stand at the Sustainable Diet and Food Security Conference organized in Lille in May 2013 by French, Belgian and British nutrition societies. The Foundation was also present during the *Journées Francophones de Nutrition* (nutrition days) held in Lyon in December 2012 and at the *Regards croisés sur l'obésité* (Perspectives on Obesity) conference in Wattrelos in June 2013. The Foundation also prepares information packs to be included in conference kits, such as during the Nutri-Débat in Paris during November 2012, and for the Annual Meeting of the International Society of Behavioral Nutrition and Physical Activity (Ghent, Belgium, May 2013);
- Three new scientific case studies, available on the Foundation's Website; which now has in excess of 50,000 visitors every month:
 - healthy eating for healthy aging,
 - dietary behavior of 11 to 15 year-olds in Europe,
 - dietary magnesium in plants.

(1) *Opinion Way study conducted in France for the Louis Bonduelle Foundation in October 2009 and again in May 2011. Aided brand awareness up 16 points to 49%. Favorable opinion up 19 points to 100%.*

Commitments to social responsibility and civil society**COMMITMENTS TO LOCAL COMMUNITIES**

Reflecting Bonduelle's ambition to fulfill its commitments to society in all countries in which it has a presence, the Foundation regularly expands its international reach, which now includes Canada and several European countries. It initiates actions on a national level in these countries, for example:

- in France, the Foundation works to raise awareness of healthy eating amongst disadvantaged groups, in a campaign known as *Ronde des légumes* (Vegetable Round);
- in Italy, the foundation has turned its attention to children aged 6 to 14 to teach them about a balanced diet and where our food comes from through the *Orto in Condotta* campaign.

The Foundation runs its own field initiatives and also provides financial support for local projects. In 2012-2013, it launched two international calls for proposals. Reduction of food waste is the theme of the second call.

In addition to the Foundation's work, Bonduelle has made participation in the local life of its local communities a priority under its VegeGo! program. VegeGo! sets a number of complementary objectives:

Develop a brand image in line with the group's values, increasing sites' and employees' involvement in the local life of the community

through projects aimed at community development and improving living standards, while embracing the specific characteristics of each area. Each location aims to initiate at least one social project with local partners. To ensure the success of the program, the group will issue calls for proposals open to all employees. Topics for calls for projects will include agriculture, sustainable development, disability, education, eating habits or social actions. Projects may be rolled out through educational initiatives in schools, activity programs in retirement homes, sponsorship or support for young people in difficulty and participation in charitable works. This project continues the tradition of initiatives in this area by the group and its entities, including food donations, donations to clubs and associations, and organization and participation in events.

FOOD DONATIONS

Bonduelle donated 2,031 metric tons of food in 2012-2013 in France, Italy, Poland and Hungary, including canned, frozen and prepared foods, and fresh-cut salads.

2.5 Responsibility to consumers

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

2.5.1 Quality

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

A. OBJECTIVES

Product-related impacts	Objectives 2012-2013	Highlights 2012-2013
<ul style="list-style-type: none"> Consumer food safety 	<ul style="list-style-type: none"> Extend the sourcing charter to all fruit and vegetable suppliers Reduce the complaints rate Maintain certifications and recognition by external bodies 	<ul style="list-style-type: none"> 49,000 quality control tests on canned goods, 18,000 on frozen foods Testing of alternative coatings to bisphenol A Review of all recipes to decrease or limit the amount of additives DNA testing on recipes containing meat products

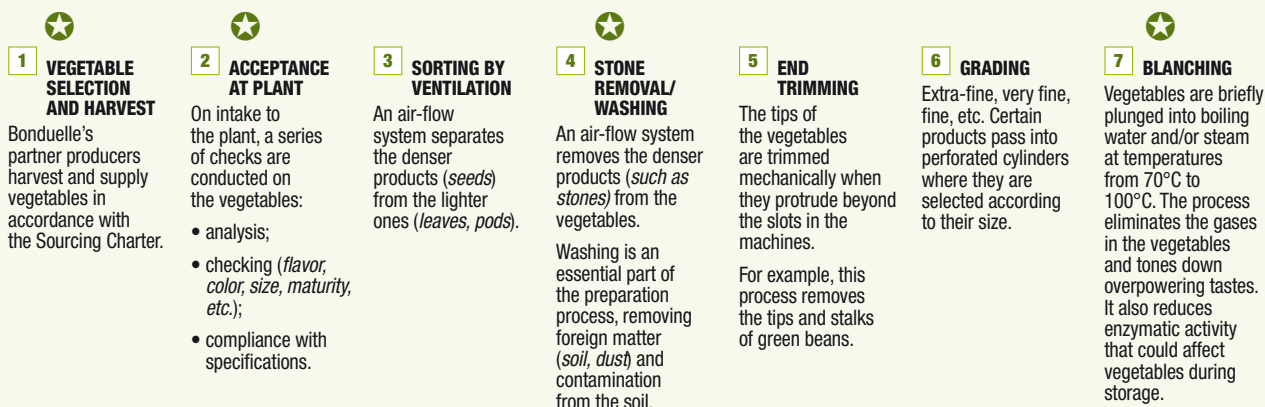
Responsibility to consumers

B. RESOURCES IMPLEMENTED

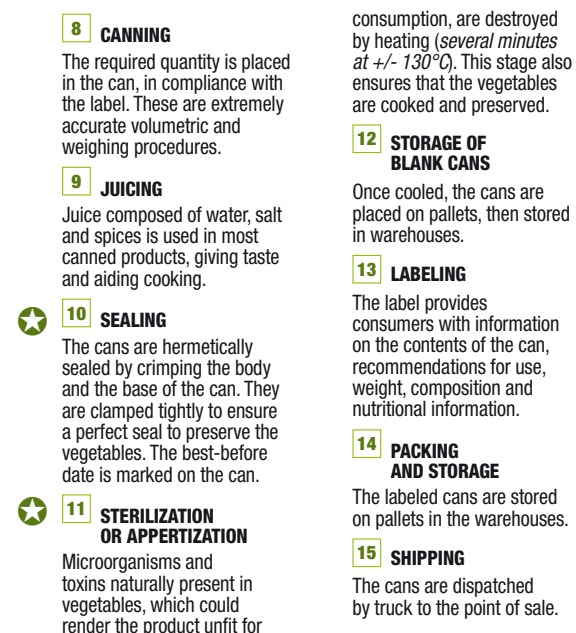
MANUFACTURING PROCESSES

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

CANNED AND FROZEN VEGETABLES



CANNED VEGETABLES



FROZEN VEGETABLES



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

1 VEGETABLE SELECTION

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

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

2 ACCEPTANCE AT PLANT

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

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

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

FRESH VEGETABLES

3 CUTTING

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

4 WASHING

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

5 SPINNING OR DRYING

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

6 WEIGHING AND BAGGING

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

7 PACKING

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

8 STORAGE

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

9 SHIPPING

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

PREPARED VEGETABLES

3 ORDERING AND RECEPTION

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

4 PREPARATION

Vegetables are rinsed, cut, grated and drained.

5 ASSEMBLY

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

6 MIXING

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

7 WEIGHING AND BAGGING

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

8 LABELING

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

9 STORAGE

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

10 SHIPPING

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

Responsibility to consumers**CONTROLLING PROCESSES**

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

Quality plans are implemented at all production sites, broken down into three main aspects: incoming quality control of vegetable commodities and all other supplies, production line quality control, and quality control of end products before dispatch. Bonduelle also operates a continuous monitoring system. In 2012-2013, almost 49,000 quality control tests were carried out on canned foods and 18,000 on frozen or prepared products.

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

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

97% of Bonduelle's production facilities have at least one certification, i.e. 99% of the group's tonnage. Of our quality-certified facilities, the majority are certified by several bodies:

- 17 have obtained ISO 9001 certification.
(International quality management certification standard delivered by an accredited external body. It sets out the requirements for an effective quality management system ensuring that products comply with the requirements of customers and applicable regulations. The most recent version is ISO 9001 V 2008);
- 1 site is ISO 22000-certified.
(This standard specifies the requirements for food safety management systems and aims to improve customer satisfaction by effectively controlling food safety hazards);
- 34 units are IFS and/or BRC certified.
(IFS: Private international food standard, owned by the French Food Retail and Wholesale Federation (FCD - Fédération des entreprises du commerce et de la distribution) and its German counterpart. The IFS evaluates food product suppliers focusing

on product quality and safety. The current version is IFS V6. BRC (British Retail Consortium): Private standard, owned by the British Retail Consortium, and very similar to the IFS. The current version is BRC V6);

- 4 are FSSC 22000 accredited and four American sites SQF (Safety Quality Food) accredited
(Private international standard owned by the Foundation for Food Safety Certification, based on ISO 22000 and PAS 220 for food producers).

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

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

SOURCING OF COMMODITIES

Sourcing of commodities is central to the group's Quality policy. Our vegetable producer partners sign a specific charter with the group guaranteeing compliance with the cultivation specifications for each vegetable species. The third version of this charter, first established in 1996, was published in 2007. A new charter was drafted in 2012-2013 and will become applicable in 2014.

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

Bonduelle requires that the suppliers of its vegetables, ingredients and products guarantee their quality and picks out a sample from the supplier once a year to conduct quality tests. In addition, its suppliers in Africa must each have quality process certifications.

From January 1, 2015, the use of bisphenol A (BPA) in food packaging will be banned under French law. Bonduelle is unquestionably affected by this regulatory change: BPA is one of the materials used in the coatings which protect the inside of its metal packaging from oxidation. For more than three years, Bonduelle has been working with packaging manufacturers to find BPA substitutes in preparation for the regulatory change. Different types of coatings were tested and large batches of cans were made in 2012-2013 to try out these alternatives. The group's goal is to start the transition during the 2014 manufacturing season so as to be compliant with the law as of January 1, 2015.

C. RESULTS AND KEY FIGURES

Total quality control personnel	589 employees (full-time equivalent), of which: 8.3% in the subsidiaries' quality control departments and in the Purchasing department 35.9% in the plants' quality control departments 40.4% in quality control on the production lines 18.1% in final receiving controls
Certified factories	17 are ISO 9001 certified 1 site is ISO 22000 certified 23 facilities are IFS-certified 4 are FSSC 22000-accredited 17 are BRC-certified (British Retail Consortium) 4 are SQF-accredited 9 produce certified "organic" goods
Customer services	1 customer services department operates in each country
Fruit & vegetable purchasing	78 suppliers have signed the simplified charter (i.e. 32%) 277 phyto and TME analyses carried out, of which 96% were in compliance 44 suppliers have been audited (i.e. 18%) 126 suppliers have been assessed (i.e. 51%)

2.5.2 Product composition and nutritional quality

Bonduelle constantly endeavors to incorporate sound nutritional principles and environmentally-friendly practices in its products. In line with this priority and to supplement its quality policy, the group introduced a product development charter in each of its business units, exceeding regulatory requirements.

These charters were reviewed during FY 2011-2012. They include a list of ingredients and additives that Bonduelle has banned from use in its products. For example, Bonduelle's products do not contain any GMOs in accordance with applicable legislation. Palm oil is no longer used in products manufactured or sold by any Bonduelle Group company.

Another project initiated during the past fiscal year is also aimed at reducing or limiting additives used in recipes. Based on the categories defined by the program, Bonduelle either bans certain additives or works to minimize others. All recipes were reviewed in 2012-2013.

Nutritional quality is a key priority for the group. 2008 saw the launch of *Visa Santé*, a continuous improvement initiative built around reviewing and optimizing our products. This program demonstrates Bonduelle's commitment to having a voluntary and transparent communications and marketing code.

Visa Santé is organized around four essential points:

- a nutritional audit of the Bonduelle product range: the group's nutrition department has prepared a reference framework of nutritional values related to recommendations on the quantity and quality of salt, sugar and fat content in food. 1,158 products – from across the range – were analyzed by the group's nutrition department to determine if they were in line with the recommended nutritional values;
- classification of products into three “nutrition” groups, according to their levels of certain nutrients:
 - “raw products, that have undergone minimum processing”,
 - “lightly cooked vegetables”,
 - “prepared and gourmet products”;
- reformulating recipes: the 200 recipes that did not meet the nutritional standards were reviewed by the development departments in the respective business units;

- all new vegetable products developed must meet a number of minimum criteria defined by *Visa Santé*.

The *Visa Santé* initiative ensures that Bonduelle offers products whose nutritional quality is carefully controlled, by reducing salt content across all product ranges, eliminating palm oil, reducing the fat content in salad dressings, etc. All of the products in the Bonduelle Group brands were audited (2009 scope).

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

Visa Santé was launched by general management and, in addition to the nutrition department, now involves engineers in the quality department, R&D and subsidiary marketing departments. In all, more than 100 employees are involved in this mature, cross-disciplinary project, which constitutes one of the group's ongoing, day-to-day commitments.

Guided by the same principles, *MARELLE* (www.marelle-repasequilibres.com) was launched in May 2012 as a tool for planning balanced meals and menus in accordance with the recommendations of the GEMRCN (*Groupe d'étude des marchés de restauration collective et de nutrition* - French Working Group on institutional food service contracts and nutrition) for school catering. These efforts have been recognized by the French Ministry of Agriculture, Agri-Food and Forestry and the logo of the National Food Program (*Programme National pour l'Alimentation* - PNA) was awarded.

Along with *Visa Santé* and *MARELLE*, the *Mistral Gagnant* program is the third pillar of the nutritional tool box developed by Bonduelle. *Mistral Gagnant* has led to the implementation of *Nutrigo*, which provides Bonduelle's teams with all the necessary elements for the communication of nutritional information. The data, derived mainly from the group's research, is made available to Bonduelle teams on an IT platform.

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

2.5.3 Consumer information and satisfaction

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

All Bonduelle products provide the consumer information required under European law. To ensure transparency, in 2004 Bonduelle voluntarily started to add nutritional labeling to its products listing the following items: energy value, amounts of protein, carbohydrate and fat, saturated fatty acids, sugars, dietary fiber and sodium. In 2012-2013, more than 80% of the Bonduelle Group brand products had nutritional labeling. The goal is to reach 100% in 2014.

All of this information is now mandatory under the European Food Information Regulation, No. 1169/2011, which became effective on December 13, 2011. The general provisions of the regulation will be applicable in 2014. Bonduelle goes further and presents the RDA (Recommended Daily Allowance) of minerals and vitamins on the majority of its containers (size of container permitting) to encourage a varied diet and a healthy lifestyle.

The Bonduelle Group keeps ahead of the evolving demands of society. For example, it is participating in the national initiative in France to inform consumers about the environmental impacts of consumer products through environmental labeling. Bonduelle is one of the volunteer companies in this pilot program as a member of ADEPALE.

In each country where it has a presence, Bonduelle's customer service departments focus on customer satisfaction, respond to complaints from consumers and feed information back to the Quality Managers. Each label provides a toll free number that customers may call at any time to speak to a customer service representative whether to make a complaint or request information.

Complaints may relate to such items as the presence of a foreign object, an uneven proportion of vegetables in a mix, packaging anomalies, etc. The group has developed a tool to monitor these complaints at an international level so that it may implement the necessary corrective measures as soon as possible.

The issue relating to the use of horse meat as a substitute for beef in prepared dishes did not in any way concern Bonduelle, whose business and products are for the most part vegetable-based. Nevertheless, conscious of the ethical, commercial and food safety concerns, the group decided to test and screen for DNA the recipes including meat additives: fried bacon, poultry pieces, etc. These tests did not reveal any anomalies. This period in which legal issues (fraudulent food labeling) came to the fore, has given the group the opportunity to demonstrate the quality of its production chain which is based on the use of reliable and regularly audited partners.

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

In addition to such tips, Bonduelle participates in specific studies related to this issue, such as a study conducted at the end of 2012 in a school in the city of Lyon. This project provided insights on how to better understand food waste, particularly vegetables, in school cafeterias and, most importantly, how to describe the waste in both qualitative and quantitative terms as well as the reasons it was not consumed. This study was conducted in collaboration with Bonduelle, the Research Center of the Paul Bocuse Institute (*Centre de Recherche de l'Institut Paul Bocuse*) and the food service company Elior.

The "summer 2013" call for proposals by the Louis Bonduelle Foundation addressed the issue of food waste.

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

In a similar vein, during Veggi'Week, Bonduelle and the Paul Bocuse Institute organized a challenge based on food waste at school cafeterias. The program's objective was to have students in the Culinary and Innovative Master Management Program at the Paul Bocuse Institute reflect on the following question: "how can we prevent food waste while promoting the eating of vegetables in cafeterias?" Backed up by Bonduelle's experts, the students constructed a program of strategic and operational recommendations for cafeterias. The goal is both nutritional and environmental: to improve children's nutritional balance by encouraging them to eat vegetables, to help school cafeteria cooks to prevent waste and to raise awareness among everyone involved of the environmental impacts of certain behaviors.

2.6 CSR Reporting: note on methodology

2.6.1 Context and objectives

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

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

- phase 1: set and validate objectives and communicate these throughout the organization;
- phase 2: implement progress plans to achieve these objectives;
- phase 3: measure and monitor the results. Relevant Managers have drawn up lists of indicators for Bonduelle's sustainable development priority areas, in association with their exchange networks and approved by the operating departments. These indicators have been chosen on the basis of a combination of Bonduelle's sustainable development commitments and GRI version 3 guidelines, and have led to the development of Bonduelle's own reporting guidelines.

Since 2011, Bonduelle has brought together a panel of stakeholders each year to review the group's CSR communication and reporting. This initiative led the group to set itself the target of improving reporting and obtaining the GRI B+ application level in 2012. In 2013 the group examined its priority commitments in light of its stakeholders' expectations. Based on the feedback from regular dialog (2.2.5 External commitments - Section B - Dialog with stakeholders, p. 32) through consumer surveys, attention to the requests of distributor clients and stakeholder panels (4.1.7 Highlights, p. 116), Bonduelle redefined its challenges and priority commitments during an in-house seminar attended by delegates from across the group. Each challenge considered to be relevant in light of the group's business and location was assessed according to its importance for stakeholders, the Company and Bonduelle's vision to 2025, defined in the VegeGo! program. The priority actions fundamental to the group's approach were redefined and a new pillar added, bringing the total number to six.

Stakeholder engagement and dialog is essential to inform Bonduelle's dynamic CSR strategy. Tools are provided to business units to facilitate consultation with local stakeholders.

The group has issued a review of operations and sustainable development report since 2002-2003, based on the fiscal year, namely this year from July 1, 2012 to June 30, 2013. The indicators published in the registration document cover the year just ended.

The primary aim of comprehensive reporting is to enable the group to enhance sustainability management. With this in mind, the findings are analyzed by the Sustainable Development Steering Committee and the Bonduelle Executive Committee to determine the objectives for the following year.

The 2012-2013 registration document was prepared in accordance with the level B+ requirements of the GRI and Article 225 of the French Grenelle II law of July 12, 2010.

The GRI association verified the registration document (version 3.1 of the GRI Food Sector Supplement - its certificate can be found on page 31).

For this fiscal year, the audit firm Deloitte, Joint Statutory Auditors, also verified the Corporate Social Responsibility report, the reporting procedures and a selection of indicators, to meet the certification requirement of the Grenelle II law, and to provide an external verification of the reliability of the reporting, as required in order to obtain a B+ rating (see the assurance report on page 84).

2.6.2 Procedures

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

A multi-lingual guide, available in seven languages and uniformly applied throughout the group, includes indicators that have been retained in accordance with the requirements of the GRI (Global Reporting Initiative) and the Grenelle law, specific issues related to the Bonduelle Group's business and requests made by stakeholders.

The data is collected annually by the correspondents on the sites and in the subsidiaries. The group's management consolidation department checks and consolidates this data.

Since 2011-2012, the data has been collected via the group's Intranet exchange platform, "e-space". The following data-collection tools are available on the platform:

- a reporting matrix (Excel table);
- the guidelines defining the reporting indicators (available in the correspondent's language).

As part of the commitment to continuous improvement, the guidelines were compiled into a common structure: name of indicator, indicator's objectives, scope, unit, definition and calculation rules.

For quality and natural resources, consistency checks are performed at several levels: plant, business unit, group, and field head:

SITE LEVEL

The correspondent who collects the indicators performs consistency checks using historical information (current year's result versus previous year).

For certain indicators, the site's management control is also involved in the data collection and validates the indicators.

The plant director has responsibility for the collected data.

BUSINESS UNIT LEVEL

The business unit's management control performs consistency checks for all of the business unit's sites.

GROUP LEVEL

The group's Management Consolidation department consolidates and checks the consistency of the group's data. Specialist experts also check the consistency of the indicators relating to their area of expertise across all sites.

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

For upstream agricultural activities, reporting is performed by production area (France North-Picardy; France South-West; Fresh Europe; Hungary; Poland; Russia; Portugal; Quebec; Ontario; USA). The Agriculture Managers of these areas are responsible for ensuring that the data is reported. Each production area performs consistency checks prior to the group-level controls (Management Consolidation department and specialist experts).

Supply chain services conduct the reporting on transportation. Each subsidiary verifies its indicators before they are consolidated by the group (management control + specialist experts).

Reporting data for People and safety are provided by the human resources contacts at each site for consolidation and validation by the Managers of the three areas, France, Europe excluding France and Non-Europe. The data is then further consolidated by the People and safety Manager.

THE IN-HOUSE REPORTING TOOLS

The Bonduelle Group chooses its indicators according to the group's specificities and business, allowing it to have a reporting matrix comprised primarily of operating indicators. For example, in natural resources, energy consumption is monitored weekly and waste production is monitored monthly.

The supply chain use the database tool COGNOS for transportation reporting.

The method for computing greenhouse gas emissions was developed in partnership with ADEME (French Environment and Energy Management Agency) in 2009-2010, based on the carbon footprint calculator, Bilan Carbone® V-6 2010. It was reviewed by Bio intelligence service in 2011. The calculation covers the transport of goods (fuel combustion and consumption of refrigerants for

refrigerated transport) by road (truck), rail or sea freight, but does not take into account truck manufacture and depreciation.

The assumptions used are:

- road transport: The maximum payload for trucks is taken to be 25 metric tons for a 40-metric ton road tractor and 28 metric tons for a 44-metric ton vehicle, with the following two exceptions: for upstream agricultural activities, the maximum payload was taken as the maximum vegetable tonnage transportable, according to the density and crush resistance of the produce, for refrigerated transport, a maximum useful payload of 22.5 metric tons was used to take account of the weight of the refrigeration system; for distribution, 21% was taken as the rate of unladen return (the part of the run when the vehicle is empty);
- sea transport: for inter-continental ocean transport, we took an average tanker for which the Ecoinvent database gives the emission factor, for other transport, Bonduelle uses roll-on/roll-off vessels (ADEME emission factor);
- rail transport: for countries in Europe (France, Germany, Belgium, Spain, Italy, Luxembourg, the Netherlands, Portugal and the United Kingdom), it was assumed that rail transport is powered by electricity, for other countries, we assumed that trains are powered mainly by diesel.

The in-house tools used for social reporting are:

- database tools: COGNOS;
- training management tool: FOEDERIS;
- payment platforms: ARCOLE, HOROQUARTZ, CEGID, ADP GSI.

CSR reporting involves approximately 200 correspondents in various roles across the group's production facilities: quality control experts, environmental experts, supply chain, etc. To facilitate communication, a newsletter has been launched to keep this correspondents' "network" up to date on reporting issues and current events in sustainable development. The goal is to create a virtual community on the group's new Google tool in order to improve the sharing of documents and best practices.

2.6.3 Scope

Sustainable development reporting extends to all Bonduelle Group sites and business units (see 1.6 Group organization structure on page 14). The reporting scope is governed by the following rules:

- new sites and business units acquired during the fiscal year ended will be included within the scope for the following year;
- sites and business units either disposed of or no longer in operation during the year ended are excluded from the scope for the entire period, to enable comparability of results;
- equity affiliates (see Note 31 of Section 5.5 Notes to the annual consolidated financial statements on page 176). List of group companies) are excluded from the scope. Their activities are reported as external purchasing;

CSR Reporting: note on methodology

- logistic centers are also excluded from the reporting scope, with the exception of transport, and People and safety;
- the registered offices of fully consolidated companies (see Note 31 of Section 5.5 Notes to the annual consolidated financial statements on page 176). List of group companies) are excluded from the scope, with the exception of People and safety.

The following changes to the scope took place during the 2012-2013 year:

The new production facilities in the United States: Bergen, Oakfield, Brockport and Fairwater, Timashevsk (Russia) and Nyiregyhaza (Hungary) were included in the reporting scope in 2012-2013.

The scope is presented on page 14 (1.6 Group organization structure).

Transport has been included in Bonduelle's sustainable development strategy since 2007-2008. Data will be added to group-wide data on a gradual basis. Accordingly, the operational scope of reporting for transport in 2012-2013 is defined as:

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

Since 2011-2012, the canned goods supply chain has added the upstream agricultural activities in Hungary as well as the new plant there. For frozen foods distribution, the supply chain has added Italy, Benelux and Germany/Austria to its reporting. The scope remains unchanged for other technologies.

For upstream agricultural activities, the production areas that have carried out the reporting are:

France North-Picardy; France South-West; Fresh Europe; Hungary; Poland; Russia; Portugal; Quebec; Ontario. Only the plant in Fairwater, USA is included in the agronomy segment (the other plants only make purchases). The "agriculture" reporting procedure has not yet been set up here and we are allowing the site the time necessary to put in place appropriate structures in order to ensure the reliability of data.

2.6.4 Indicators

The quantitative reporting indicators are found on page 242 (8.4 Cross-reference tables). In addition, a cross-reference table lists the GRI indicators and their correlation to the Grenelle initiatives.

DESCRIPTION OF INDICATORS VERIFIED BY DELOITTE

HUMAN RESOURCES INDICATORS

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

SCOPE

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

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

Hiring during the fiscal year

SCOPE

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

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

DEFINITION

Number of hires

Number of individuals having their start date falling within the reference fiscal year.

The following cases are not included in the indicator:

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

Departures and Transfers**SCOPE**

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

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

Takes into account departures:

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

Turnover**SCOPE**

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

DEFINITION

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

Absenteeism rate**SCOPE**

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

DEFINITION

Percentage of the hours of absence for a work accident, a commuting accident, occupational sickness, unjustified or unpaid absence justified at the last minute (authorized or unpaid absence) based on the number of theoretical hours worked during the given period.

Frequency of work-related accidents**SCOPE**

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

DEFINITION

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

Severity rate of work-related accidents**SCOPE**

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

DEFINITION

Number of days lost as a result of work-related accidents per million hours worked. Days lost which relate to accidents that occurred prior to the fiscal year (before July 1, 2012) and which continue into the subsequent fiscal year are included in the calculation. Figures concern calendar days. Lost time occurring after the end of a contract is not included.

Number of training hours (hours)**SCOPE**

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

DEFINITION***Continuing Professional Development***

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

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

NATURAL RESOURCES INDICATORS

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

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

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

Thermal energy consumption rate**SCOPE**

Consumption of natural gas, which is the chief energy source used in our industrial processes, plus the major energy source for sites not supplied with natural gas (very low sulfur content fuel, propane and steam purchases).

DEFINITION

The consumption of natural gas, steam purchases, bio gas recovered for boiler, propane at the Saint-Benoist site, very low sulfur content fuel at the Saint-Denis site (expressed in Megawatt Hour Gross Calorific Value), divided by the tonnage of manufactured product for the scope.

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

Drilling water.

Surface water.

Drinking water distribution network.

CSR Reporting: note on methodology**Quantity of pollution generated and treated at the production facility in metric tons of Biological Oxygen Demand (TBOD) produced and TBOD treated****SCOPE**

- BOD treated at Bonduelle's treatment facility;
- BOD treated by the soil and plant cover (controlled agricultural spreading);
- BOD treated at external treatment facilities;
- Discharge into the natural environment in compliance with regulations.

DEFINITION

BOD: Biological Oxygen Demand. When measured BOD data is unavailable, BOD is estimated using Chemical Oxygen Demand (COD) measurements and a proportionality factor selected for each plant. In the event that such factors are unavailable, a ratio of two is used upstream of treatment plants and five downstream (Bonduelle expert data).

Generation of "green waste" and recycling (gross metric tons/year)**SCOPE**

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

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

Tonnage = gross weight invoiced by the service providers for the fiscal year.

DEFINITION

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

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

Tonnage = gross weight invoiced by the service providers removing the special industrial waste during the fiscal year.

DEFINITION

SIW definition: environmentally-hazardous industrial waste as classified under European waste terminology, with disposal carried out by companies licensed to process special waste. For example, technical oils and greases, solvents, barrels of chemical products, medical waste, neon, ink cartridges, etc.

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

All consumption at the production facility is included: production, storage, treatment plant, etc. This consumption corresponds to the total invoiced at the facility.

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

The total consumption of natural gas expressed as MWh.

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

Primary, secondary and tertiary packaging of goods supplied during the fiscal year.

Packaging used in production is excluded from the scope.

TYPE OF PACKAGING

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

Secondary packaging: bulk boxes used in palletization.

Tertiary packaging: plastic films for palletization and transport.

Greenhouse gas emissions directly related to plants (expressed in metric tons of carbon dioxide equivalent - TEQ CO₂)**SCOPE**

Emissions related to the consumption of fossil fuels, electricity and burning biomass at the production facilities.

DEFINITION

Conversion of total quantities of energy consumed at the facilities using the corresponding ADEME emissions factors, except in the case of Canada for which more detailed emission factors by state have been used (source: *Environnement Canada*).

Greenhouse gas emissions (GHG) directly related to transporting our goods (TEQ CO₂)**SCOPE**

Direct emissions during the transport of goods.

Variable scope in relation to the subsidiary.

As a minimum:

- inter-site transport: between Bonduelle plants;
- distribution transport: from Bonduelle plants to our customers.

DEFINITION

The methodology used was developed in partnership with ADEME in 2010 and approved by Bio Intelligence Service in 2011.

2.6.5 2013 reporting schedule

Date	Action	department
March	Update of the reporting matrix incorporating the requirements of GSI and Article 225 of the Grenelle law → Indicators	Area Managers and reporting coordinator
April	Update of definition guidelines	Area Managers and reporting coordinator
May	Review of definition guidelines by Deloitte	Deloitte
April	Translation of reference frameworks and data-collection tools and update	Reporting coordinator
June	Transmission of data-collection tools to the reporting correspondents	Reporting coordinator
July	Gathering and escalation of information	Subsidiary sites/areas to the subsidiary coordinator
August	Escalation of information	Subsidiary coordinator to group management control
August	Consolidation at group level by area and validation of consolidation	Group management control to area Managers
August	Reporting audits at the production facilities	Production facilities audited and Deloitte
September	Audit of the group consolidation	Group management control and Deloitte
September	Meetings with area Managers: audit of the Sustainable Development Policy	Area Managers and Deloitte
September	Review of the registration document for GRI certification and regulatory compliance with the Grenelle law	GRI & Deloitte
September	Validation of the registration document and detailed management charts	Area Managers to group communications and group management control

For all questions relating to the content of this report, please contact: www.developpement_durable@bonduelle.com. The most recent published sustainable development report is included in the Bonduelle Group's registration document, available on www.bonduelle.com as of October 25, 2012.

2.6.6 Assurance Report

Attestation of completeness and limited assurance report of one of the statutory auditors on social, environmental and societal information published in the management report

Fiscal year ended on June 30th, 2013

(This is a free translation into English of the original report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and is construed in accordance with, French law and professional auditing standards applicable in France)

TO THE SHAREHOLDERS,

At the request of the Group and in our capacity as Statutory Auditor of Bonduelle, we hereby present you with our report on the consolidated social, environmental and societal information presented in the management report prepared for the fiscal year ended on June 30th, 2013, pursuant to Article L. 225-102-1 of the French Commercial Code (Code du commerce).

RESPONSIBILITY OF THE COMPANY

The Management Board of Bonduelle is responsible for preparing a management report including the CSR Information provided for by Article R. 225-105-1 of the French Commercial Code (hereinafter the "CSR Information"), prepared in accordance with the reporting criteria used by Bonduelle (the "Reporting Criteria") and available for consultation on request, of which a summary appears in the management report.

INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by regulatory texts, the profession's Code of Ethics as well as by the provisions set forth in Article L. 822-11 of the French Commercial Code. Furthermore, we have set up a quality control system that includes the documented policies and procedures designed to ensure compliance with deontological rules, professional standards and the applicable legal texts and regulations.

RESPONSIBILITY OF THE STATUTORY AUDITOR

Based on our work, our responsibility is:

- to attest that the required CSR Information is presented in the management report or, in the event of omission, is explained pursuant to the third paragraph of Article R. 225-105 of the French Commercial Code (Attestation of completeness);
- to express limited assurance on the fact that, taken as a whole, the other CSR Information is presented fairly, in all material aspects, in accordance with the adopted Reporting Criteria (Limited assurance report).

We have called upon our Corporate Social Responsibility experts to assist us in our work.

1. ATTESTATION OF COMPLETENESS

We conducted the following procedures in accordance the professional guidelines applicable in France:

- we compared the CSR Information presented in the management report with the list set forth in Article R. 225-105-1 of the French Commercial Code;
- we verified that the CSR Information covered the consolidated scope, i.e., the company and its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and the companies that it controls within the meaning of Article L. 233-3 of the French Commercial Code, subject to the limits set forth in the methodological note presented in the management report;
- in the event of omission of certain consolidated information, we verified that explanations were provided in accordance with the provisions of French Order no. 2012-557 of April 24th 2012.

Based on our work, we attest to the completeness of the required CSR Information in the management report.

2. LIMITED ASSURANCE REPORT

Nature and scope of procedures

We conducted our work in accordance with ISAE 3000 (International Standard on Assurance Engagements) and the professional guidelines applicable in France. We conducted the following procedures in order to provide limited assurance that the CSR Information does not contain any material anomalies likely to call into question its fairness, in all material respects, in accordance with the above-mentioned Reporting Criteria. A higher level of assurance would have required more extensive work.

We performed the following procedures:

- we assessed the appropriateness of the Reporting Criteria with respect to its relevance, completeness, neutrality, clarity and reliability, by taking into consideration, when relevant, the sector's best practices;
- we verified the set-up within the Group of a process to collect, compile, process and check the CSR Information with regard to its completeness and consistency. We familiarized ourselves with the internal control and risk management procedures relating to the compilation of the CSR Information. We conducted interviews with individuals responsible for the CSR Information preparation;
- we selected the consolidated information to be tested⁽¹⁾ and determined the nature and scope of the tests by taking into consideration their significance with respect to the social and environmental consequences related to the Group's activity as well as its corporate commitments:
 - concerning the consolidated quantitative information that we considered to be most significant:

(1) Water consumption; electricity consumption; natural gas consumption; waste production: green waste; production of ordinary industrial waste (OIW), production of special industrial waste (SIW); metric tons of packaging used; metric tons of BOD discharged (treated in external treatment plants + released into the natural environment in accordance with regulations); CO₂ emissions (Scope 1); CO₂ emissions (Scope 2); CO₂ emissions (transport related); permanent employees at 30 June: by gender, age, region; seasonal employees (FTE); number of departures by reason (employee's request, employer's request, transfers); permanent and temporary hirings; number of training hours; hours worked; rate of absenteeism; frequency rate of work-related accidents with lost time; work-related accident severity rate.

- for the consolidating entity and controlled entities, we set up analytical procedures and verified, using sampling techniques, the calculations as well as the consolidation of this information,
- at the sites that we selected ⁽¹⁾ based on their activity, their contribution to consolidated indicators, their location and a risk analysis, we:
 - conducted interviews to verify the proper application of procedures,
 - conducted substantive tests, using sampling techniques, to verify the calculations performed and reconcile data with supporting evidence.

The sample selected represents an average of 15% in terms of headcount and between 10.1% and 41.7% (depending on the indicators) in terms of the quantitative environmental information tested,

- concerning the consolidated qualitative information that we considered to be most significant, we reviewed the related source documents and conducted interviews to corroborate this information and assess its fairness;

- regarding the other published consolidated information, we assessed its fairness and consistency in relation to our knowledge of the Group and, where necessary, through interviews or by consulting documentary sources;
- Finally, we assessed the relevance of the explanations relating to, where necessary, the absence of certain information.

CONCLUSION

Based on our work, we did not identify any material anomaly likely to call into question the fact that the CSR Information are presented fairly, in all material aspects, in accordance with the Reporting Criteria.

Notwithstanding the conclusion expressed above, we wish to draw your attention to the fact that certain specific methodological assumptions have been made for the calculation of the CO₂ emissions related to transport. They are mentioned in the Note of Methodology.

Signed in Lille, October 2nd, 2013.

The Statutory Auditors
Deloitte & Associés
Gérard BADIN

(1) Bordères, Renescure, Saint Benoist, Straelen, Tecumseh.

2.6.7 Overview of indicators

ENVIRONMENTAL COMMITMENTS

AGRICULTURAL UPSTREAM

Biodiversity	Almost 500 vegetable varieties distributed in the group's various ranges. 199 varietal collections enabled 942 plant varieties to be observed in 2012-2013.
Agricultural headcount	239 employees (full-time equivalent agronomy department employees, including administrative staff, seasonal staff, trainees and those on permanent and fixed-term contracts).
Sourcing charter	91% of farmers and suppliers have signed.
Farmers and suppliers assessed	54% of farmers and suppliers have been assessed (through a process aimed at carrying out an annual review according to a pre-established grid).
Soil analysis	98% of nitrogen fertilizing has been calculated using residual method analysis.
Farming intensity	28.7 hectares of vegetables grown by each producer on average.
Security network	168 trapping networks.
Global Gap *	100% of Bonduelle's salad production is certified by Global Gap.

* Global Gap is a protocol of best agricultural practices that sets the standards that agricultural and horticultural companies worldwide have to meet in terms of food safety, sustainability and quality.

NATURAL RESOURCES

TMP	1,055,837 TMP (metric tons of manufactured product)
------------	---

Water consumption	12,434,274 m³ consumed, i.e. 11.8 m³ per TMP
--------------------------	--

Water sourcing	9,281,434 m³ of well water 2,802,329 m³ of urban water 350,510 m³ of surface water
-----------------------	--

Energy consumption	Overall consumption 3,247,707 GJ Electricity: 1,350,776 GJ Natural gas: 1,663,950 GJ Fuel (very low sulfur content): 2,082 GJ Propane: 48,744 GJ LPG: 6,275 GJ Domestic fuel oil: 39,749 GJ Biomass: 29,943 GJ Purchase of steam: 95,213 GJ Biogas: 10,975 GJ Electricity consumption by country: 50% France 24% Canada 13% United States 4% Portugal 3% Poland 2% Hungary 2% Germany 1% Russia 0.5% Brazil
---------------------------	--

Production of ordinary waste	43,802 metric tons, i.e. 41.5 kg/TMP
-------------------------------------	--------------------------------------

Treatment:
 Low-impact landfill site: 24%
 Energy recovery: 4%
 Recycling: 72%

Production of special waste	262 metric tons, i.e. 0.25 kg/TMP
------------------------------------	-----------------------------------

Production of green waste	576,361 metric tons, i.e. 546 kg/TMP
----------------------------------	--------------------------------------

Use:
 Agricultural spreading: 3%
 Animal feed: 77%
 Energy recovery: 1%
 Marketable product: 19%
 Other (compost): 1%

CSR Reporting: note on methodology

Pollution discharge**Breakdown of treatment in m³:**

85% m³ discharged to treatment plant

10% m³ discharged for spreading after pretreatment

2% m³ discharged directly for spreading on crops

3% m³ discharged as clean effluent

Discharge of pollutants and proportion treated:

24,591 metric tons BOD produced at industrial sites

84% of BOD treated at Bonduelle treatment plants

13% of BOD treated by the soil and plant cover (controlled agricultural spreading)

2% of BOD treated at external treatment plants

0.6% discharged into the natural environment in compliance with regulations

Biosolids

Production of 1,936 metric tons of dry biological sludge

Production of 1,591,006 Nm³ of biogas

Packaging

146,140 metric tons

Breakdown by type of material:

Metal cans: 57.6%

Cardboard: 20.3%

Glass jars: 9.8%

Plastic film: 5.1%

Lids: 3.6%

Plastic trays: 1.6%

Labels and other: 2.1%

**Expenditure for minimizing the impact
of activities on the environment**

Wastewater and sludge treatment: €3,777,825

Industrial and green waste: €241,403

Air and energy: €3,253,175

**Greenhouse gas emissions (expressed
in metric tons of carbon dioxide equivalent -
TEQ CO₂)**68,383 TEQ CO₂ from indirect emissions (purchase of electricity)121,205 TEQ CO₂ from direct emissions (purchase of fossil energy, biomass, refrigerant fluid leaks)**Emissions of ozone depleting gas**2,446 TEQ CO₂ for R22, R134A, R404A and R422A**TRANSPORT (EXCL. CANADA AND THE USA)****CO₂ emissions (metric tons)**Upstream agricultural transport, 15,657 TEQ CO₂Inter-site, 16,716 TEQ CO₂Distribution, 72,941 TEQ CO₂i.e. 105,314 TEQ CO₂ (excl. Canada)**Ratio of kg of CO₂/metric ton**Upstream agricultural transport, 18 kg CO₂ emitted/metric ton transportedInter-site, 20 kg CO₂ emitted/metric ton transportedDistribution, 75 kg CO₂ emitted/metric ton transported

COMMITMENTS TO SOCIAL RESPONSIBILITY AND CIVIL SOCIETY**COMMITMENTS TO SOCIAL RESPONSIBILITY****Total employees**

- 6,736 permanents.
- 9,758 on permanent, fixed-term, seasonal and other contracts (FTE).

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

	France	Europe excl. France	Non-Europe	Total
Permanent	3,301	1,352	1,960	6,613
Non-Permanent	286	103	81	470
Seasonal	778	541	577	1,895
Other	268	314	198	780

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

	France	Europe excl. France	Non-Europe	Total
Women	1,349	618	683	2,650
Men	1,989	863	1,234	4,086
Executive	675	301	220	1,196
Non-Executive	2,663	1,180	1,697	5,540

SENIORITY (PERMANENT STAFF)

- 0 to 3 years: 1,530;
 - 3 to 9 years: 1,571;
 - > 9 years: 3,635.
- Average seniority: 13.29.

NEW HIRES, IN NUMBER OF CONTRACTS

- Permanent: 589;
- Fixed-term: 1,095;
- Seasonal: 4,986.

Workers with a disability (FTE): 232.

CSR Reporting: note on methodology

TURNOVER

Total group turnover: 11.64%*.

■ Departures by type of contract

		France	Europe excl. France	Non-Europe	Total
Executive	Due to layoff – Executive	10	6	2	18
	Due to a death, retirement, agreed departure, etc. – Executive	13	6	2	21
	Due to the employee (resignation, end of probationary period, etc.) – Executive	32	7	7	46
	Due to transfer	39	0	2	41
Non-executive	Due to layoff – Non-executive	52	30	242	324
	Due to a death, retirement, agreed departure, etc. – Non-executive	74	66	24	164
	Due to the employee (resignation, end of probationary period, etc.) – Non-Executive	212	101	592	905
	Due to transfer	27	0	6	33

■ Turnover by gender *

	France	Europe excl. France	Non-Europe	Total
Turnover – Women	7.5%	6.4%	20.4%	10.59%
Turnover – Men	6.9%	8.9%	23.3%	12.37%
Departures – Women	145	65	213	423
Departures – Men	186	115	412	713

■ Turnover by age *

	France	Europe excl. France	Non-Europe	Total
Turnover of employees aged under 26	2.1%	2.6%	8.0%	3.90%
Turnover of employees between 26-35	1.9%	1.8%	4.4%	2.62%
Turnover of employees between 36-45	1.1%	1.8%	3.9%	2.07%
Turnover of employees between 46-49	0.2%	0.6%	1.3%	0.59%
Turnover of employees 50+	1.8%	1.0%	4.6%	2.45%
Departures of employees under 26	98	59	224	381
Departures of employees between 26-35	89	42	125	256
Departures of employees between 36-45	50	42	110	202
Departures of employees between 46-49	9	13	36	58
Departures of employees 50+	85	24	130	239

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

Training

- % of gross payroll: 1.57%.
- Number of training hours: 123,795.
- Average training duration per individual: 23 hours.
- Breakdown of training by gender: 39.08% of women and 60.92% of men.

Safety conditions

- Frequency of work-related accidents: 11.75.
- Work-related accident severity rate: 0.61.
- Severity rate of Occupational Diseases for France: 1.39.

Breakdown of work-related accidents

	France	Europe excl. France	Non-Europe	Total
Women – Frequency rate	17.87	11.31	4.34	12.26
Men – Frequency rate	16.32	11.89	5.22	11.43
Frequency rate	16.95	11.65	4.92	11.75
Women – Number of work-related accidents with lost time	51	17	8	76
Men – Number of work-related accidents with lost time	68	25	18	111
Number of work-related accidents with lost time	119	42	26	187
Women – Severity rate	1.14	0.15	0.60	0.74
Men – Severity rate	0.88	0.49	0.14	0.53
Severity rate	0.99	0.35	0.30	0.61
Women – Number of lost days due to work-related accidents	3,253	226	1,103	4,582
Men – Number of lost days due to work-related accidents	3,668	1,032	495	5,195
Lost days due to work-related accidents	6,921	1,258	1,598	9,777

	France	Europe excl. France	Non-Europe	Total
Women – Occupational disease severity rate	2.80	N/A	N/A	2.80
Men – Occupational disease severity rate	0.43	N/A	N/A	0.43
Occupational disease severity rate	1.39	N/A	N/A	1.39
Women – Number of lost days for work-related accidents and occupational disease	8,005	N/A	N/A	8,005
Men – Number of lost days for work-related accidents and occupational disease	1,780	N/A	N/A	1,780
Number of lost days for work-related accidents and occupational disease	9,785	N/A	N/A	9,785

*Data not available***Industrial restructuring**

Staff affected by industrial restructuring plans who have received outplacement support: 454.

Work time organization

- Number of hours worked: 15,914,984.
- Absenteeism rate: 4.46%.

Remuneration and development

- Total remuneration (permanent + fixed-term + seasonal contracts): €241,900,106 (€234,819,248 in 2011-2012).
- Percentage of employees receiving regular performance and career development reviews: 80.45%.
- Percentage of employees receiving regular performance and career development reviews by gender: 87.13% of women and 78.70% of men.

CSR Reporting: note on methodology

COMMITMENTS TO ECONOMIC PARTNERS**% Signature of the Global Compact (based on 91% of the scope)**

- 86% of the purchasing budget relates to framework agreements;
- 88% of the budget for these framework agreements for which the Global Compact has been signed;
- 2% of the budget non-related to the framework agreements for which the Global Compact was signed.

	France	Hungary	Poland	Germany
% of the purchasing budget related to framework agreements (A)	88%	89%	77%	57%
% of these purchases under framework agreements for which the principles of the Global Compact have been signed (B)	88%	97%	84%	54%
% of the purchasing budget concerned by framework agreements and for which the principles of the Global Compact have been signed (AxB)	77%	86%	65%	31%
% of the purchasing budget not related to framework agreements (C)	12%	11%	23%	43%
% of these purchases outside of framework agreements for which the principles of the Global Compact have been signed (D)	0%	0%	22%	8%
% of the purchasing budget not related to framework agreements and for which the principles of the Global Compact have been signed (CxD)	0%	0%	5%	3%
Proportion of the budget accounted for with commitment to respecting the principles of the Global Compact	77%	86%	70%	34%

RESPONSIBILITY TO CONSUMERS**QUALITY**

Total quality control personnel 589 employees (full-time equivalent), of which:

- 8.3% in the subsidiaries' quality control departments and in the Purchasing department
- 35.9% in the plants' quality control departments
- 40.4% in quality control on the production lines
- 18.1% in final receiving controls

Certified factories

- 17 are ISO 9001 certified
- 1 site is ISO 22000 certified
- 23 facilities are IFS-certified
- 4 are FSSC 22000-accredited
- 17 are BRC-certified (British Retail Consortium)
- 4 are SQF-accredited
- 9 produce certified "organic" goods

Customer services 1 customer services department operates in each country

Fruit & vegetable purchasing

- 78 suppliers have signed the simplified charter (i.e. 32%)
- 277 phyto and TME analyses carried out, of which 96% were in compliance
- 44 suppliers have been audited (i.e. 18%)
- 126 suppliers have been assessed (i.e. 51%)

2.7 Glossary and acronyms

GLOSSARY

Agronomy

Science of agriculture

Biodiversity

Biodiversity is a generic term used to refer to the diversity and richness in living species inhabiting the Earth, a region or an ecosystem. It is assessed in terms of the number of different genes, species and ecosystems in a given geographical area.

This notion applies to the different species of plants and animals, from monocellular organisms to the most complex organisms.

Biogas

Biogas is the gas resulting from the biodegradation of organic animal or plant matter when no oxygen is present. It is primarily comprised of methane and carbon dioxide. It is produced in waste storage facilities or in methane digesters. It is combustible and can be recycled as energy.

Biological oxygen demand (BOD)

Amount of oxygen necessary to break down organic matter (biodegradable) biologically (oxidation of biodegradable organic matter using bacteria). The biological oxygen demand (BOD) is an indicator of the level of pollution of water, which enables assessment of the biodegradable fraction of the carbon pollution load of waste water.

Biomass

Biomass is a term used in ecology to refer to the total mass of living organisms in a given biotope at a given moment. It can be measured by surface unit for a land environment or by volume unit for an aquatic environment.

Carbon Disclosure Project

The Carbon Disclosure Project (CDP) is an organization whose objective is to enlighten the investment decisions of its members by informing them of how “carbon constraints” and climate change can impact companies. Each year, the CDP sends major global corporations a questionnaire on how they are responding to climate change (strategy, risks and opportunities, etc.) and on their greenhouse gas emissions (GHG: direct, indirect and other indirect emissions, objectives and reduction policy, etc.). The CDP helps improve the quality of the information published by companies, by creating a worldwide database of GHG emissions.

Carbon footprint

The “carbon footprint” measures the volume of carbon dioxide (CO₂) emitted by the burning of fossil fuels, by companies or living organisms.

Cleanlabel

Literally means clear, clean and understandable food labeling, which excludes technical terms as well as certain artificial ingredients.

Cogeneration

A simultaneous production method in which two different energy forms are produced in the same process.

Ecological footprint

The ecological footprint is a measure of the pressure being placed on nature by Humans. This tool is used to assess the productive surface required by a population to satisfy its consumption of resources and its requirements in terms of waste absorption.

Effluents

Usually refers to used domestic and urban waste water (effluents are received by Bonduelle's waste water treatment plants) and, by extension, waste water from industrial processes.

Energy performance

The energy performance of an operation or a technology is measured by the ratio of the energy provided to the energy used. In energy techniques, energy performance can be used to ensure that more energy is recovered than has been used.

Environmental impact

Environmental impact refers to all qualitative, quantitative and functional environmental modifications (negative and positive) resulting from a project, process, procedure, one or more organisms and one or more products, from its conception to its end-of-life.

Enzymes

Molecules naturally present in vegetables, which are involved in chemical reactions and result in loss of color or the appearance of undesirable tastes.

Global Compact

The Global Compact was launched in January 2000 at the World Economic Forum in Davos by Kofi Annan, the then-Secretary-General of the United Nations. The goal of the Global Compact is to align the power of markets with individual ideals in order to place greater responsibility on businesses.

GRI Guidelines

The Global Reporting Initiative is an independent organization that brings together stakeholders from different backgrounds: companies, NGOs, universities, researchers, trade unions. The GRI develops the international directives intended to structure and standardize organizations' management reports in terms of sustainable development. The GRI's main contribution has been the definition of guidelines covering almost 80 (extra-financial) indicators used to

Glossary and acronyms

measure and monitor the performance of organizations' Corporate Social Responsibility policies.

Inputs

In agriculture, "inputs" are the various products used on land and crops. This term includes fertilizers and soil enrichment products (elements used to improve the physical and chemical properties of the soil, such as sand, peat and lime, etc.).

Integrated or Ecologically Intensive Agriculture (EIA)

Agricultural method that prioritizes agronomy (working the soil, crop rotation, intermediate crops, etc.). The main objective is to optimize the producer's economic results while minimizing the quantities of input materials (particularly chemical substances such as fertilizers or other phytosanitary products) in order to limit their negative impacts on the environment as much as possible.

Methanation

Natural treatment of organic waste leading to combined production of a gas which may be converted into energy (biogas), produced from the biological breakdown of organic matter in an environment with very little air (called "anaerobic fermentation" as there is no oxygen), and a digestate ("digested" waste), which is usable in its raw state or after treatment (dehydration and composting, sanitation) as a compost.

Metric ton of manufactured product (TMP)

Metric tons of manufactured product correspond to net drained weight.

Palm oil

Palm oil is an oil extracted from the pulp of oil palm tree fruits using a hot pressure system. Around 100 kg of fruit produces 22 kg of oil.

Pests

Living organisms such as viruses, bacteria, fungi and parasites.

Phytosanitary products

A phytosanitary product is a product used to treat or prevent diseases in plants.

Seed company

A seed company is a business dedicated to the production of seeds for the cultivation of plants through agriculture.

Weed

Refers to a plant that grows naturally among crops and whose presence is harmful to them to a greater or lesser degree. (The harmfulness of weeds can be seen by the effects of competition with the crop for water, light and mineral elements contained in the soil.)

ACRONYMS

ADEPALE: *Association Des Entreprises de Produits Alimentaires Élaborés* (Association of Food Processing Industries - France).

AETMD: *Association Européenne des Transformateurs de Maïs Doux* (European Association of Sweet Corn Producers).

AGRO-TRANSFERT RESSOURCES ET TERRITOIRES: This organization was created by the *Conseil régional de Picardie*, the *Institut National de la Recherche Agronomique* (INRA) and the agricultural chambers of Picardy. It is both an application platform and a network for the transfer of agronomic research.

ANIA: *Association Nationale des Industries Alimentaires* (National Food Industry Association - France).

ANICC: *Association Nationale Interprofessionnelle du Champignon de Couche* (National Joint Trade Association of Cultivated Mushrooms Producers - France).

ANIFELT: *Association Nationale Interprofessionnelle des Fruits et Légumes Transformés* (National Joint Trade Association of Fruit and Vegetable Processors - France).

CSR: Corporate Social Responsibility.

CTCPA: *Centre Technique Agro-alimentaire* (Agri-foods Technical Center - France).

ECOPAR: *Compagnie Pour la Participation Éco-Emballages* (Eco packaging Company - France).

EDHEC: *École des hautes études commerciales*.

FIAC: *Fédération Française des Industries d'Aliments Conservés* (French Preserved Food Industry Federation).

GHG: Greenhouse gas.

IAD: *Institut de l'Agriculture Durable* (Institute for Sustainable Agriculture - France).

IFT: Frequency indicator of phytosanitary treatments.

ILEC: *Institut de Liaisons et d'Études des Industries de Consommation* (Institute for Consumption Industry Liaison and Research - France).

GMO: Genetically modified organism. Bonduelle products do not contain GMOs.

ORSE: *Observatoire de la Responsabilité Sociétale des Entreprises* (Corporate Social Responsibility Observatory - France).

PROFEL: *Organisation européenne des industries transformatrices de fruits et légumes* (European Association of Fruit and Vegetable Processing Industries).

SFPAE: *Syndicat des Fabricants de Fruits et Légumes Prêts à l'Emploi* (Union of Prepared Fruit and Vegetables Producers - France).

SYNAFAP: *Syndicat des fabricants de produits traiteurs frais* (Union of Freshly Prepared Products Producers - France).

UNILET: *Interprofession des légumes en conserve et surgelés* (Canned and Frozen Vegetables Joint Trade Association).

UPPIA: *Union Pour la Promotion des Industries Conserve Appertisé* (Union for the Promotion of Canned Foods - France).

3

Corporate governance

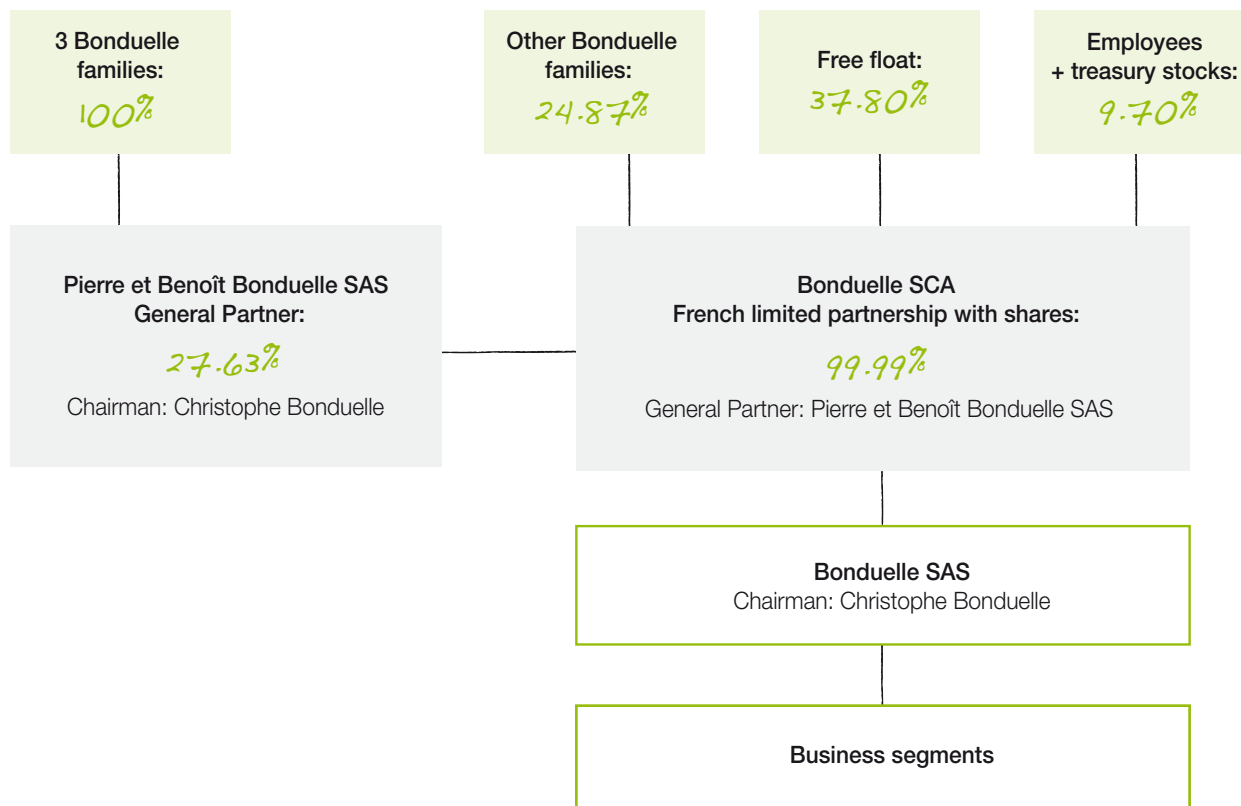
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Items in the annual financial report are identified in the contents using the AFR symbol

3.1 Administrative, management and supervisory bodies

3.1.1 Shareholder structure

Bonduelle's shareholding structure has a large family dimension that provides the group with stability and continuity.



3.1.2 Bonduelle SCA

THE LIMITED PARTNERSHIP WITH SHARES HAS TWO CATEGORIES OF PARTNERS:

- the company Pierre et Benoît Bonduelle SAS, owned by three families, is the General Partner, and therefore has joint and several unlimited liability for the Company's obligations. Elected from among the Company's members, the Ownership Strategy Committee has eight members and is responsible for deciding on the ownership options of the family General Partners; its members are also directors of Bonduelle SAS;
- the liability of the Shareholder Partners (other family members, free float, employees + treasury shares) is the same as that of the Shareholders of a limited company: it is limited to the investment.

THE SUPERVISORY BOARD

It is responsible for monitoring the management of the Company on an ongoing basis (reviewing the financial statements, assessing the conduct of Company business) on behalf of the Shareholder partners.

The composition of the Supervisory Board (whose eight members are independent) ensures that it has the expertise, independence and availability to accomplish its duties and represent the interests of Shareholders.

Members:

- Isabelle Danjou, *Chairwoman*
- Daniel Bracquart, *Vice-Chairman*
- Louis Bonduelle
- Martin Ducroquet
- Matthieu Duriez
- Élisabeth Minard
- Yves Tack
- Marie-France Tisseau

AUDIT COMMITTEE

Set up by the Supervisory Board, this Committee is responsible for reviewing the financial statements, evaluating internal controls and assessing the annual audit programs for the Statutory Auditors.

Members:

- Yves Tack, *Chairman*
- Daniel Bracquart
- Isabelle Danjou
- Marie-France Tisseau

3.1.3 Bonduelle SAS

EXECUTIVE COMMITTEE

The Executive Committee comprises the Chief Executive Officers of Bonduelle's business segments located within and outside Europe, together with the group's Chairman, the Chief Financial and Human Resources Officers. For the implementation of policies relating to European businesses, this Committee is supported by the European Operating Committee (EOC), which comprises the directors of this region's business segments and the heads of the Central Services who are members of the Executive Committee.

Members:

- Christophe Bonduelle, *Chairman*
Business segments in Europe
- Pascal Bredeloux, Chief Executive Officer Bonduelle Fresh Europe
- Philippe Carreau, Chief Executive Officer Bonduelle Europe Long Life
Business segments outside Europe
- Benoît Bonduelle, Chief Executive Officer Bonduelle Development
- Daniel Vielfaure, Chief Executive Officer Bonduelle Americas
Central departments
- Bruno Rauwel, director of Human Resources
- Grégory Sanson, Chief Financial Officer

BOARD OF DIRECTORS

The Board of Directors comprises members of the Bonduelle family and independent directors. It is responsible for defining the Company's strategy and investment policy.

Members:

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

Administrative, management and supervisory bodies**COMPENSATION COMMITTEE**

The Compensation Committee, which is entirely independent, is comprised of the following members:

- Pierre Deloffre
Chairman of the Committee, former Chief Executive Officer of the Bonduelle Group;
- José-Maria Aulotte
Director of Human Resources of Arc International;
- Yves Delloye
Associate Director of Transearch;

- Thomas Derville
Former Chairman of Amora-Maille;
- Antoine Fiévet
Chairman of the Executive Board of Unibel.

During the fiscal year, this Committee reviewed the systems and levels of compensation of the directors and officers of Bonduelle SAS and employees who are members of the Bonduelle family. It also offers an opinion on compensation policy for certain other Senior Managers.

3.2 Information regarding Corporate Officers

Christophe BONDUELLE

**Legal representative of Pierre et Benoît Bonduelle SAS,
General Partner of Bonduelle SCA**

First appointed: 06/17/1995

Open-ended appointment

Based in "La Woestyne", 59173 Renescure, France

39,048 shares held on own account ⁽¹⁾

Nationality: French

Attendance rate: 100%

Consolidated companies:

Chairman and Chief Executive Office of Pierre et Benoît Bonduelle SAS
Chairman of Bonduelle SAS

Chairman of Bonduelle Canada

Chairman of the Supervisory Board of Bonduelle Central Europe

Chairman of the Board of Directors of Bonduelle Iberica

Chairman of the Board of Directors of Bonduelle Italia

Director of Bonduelle Nederland BV

Director of Bonduelle Nordic

Chairman of the Board of Directors of Bonduelle Northern Europe

Chairman of Bonduelle Ontario

Chairman of the Supervisory Board of Bonduelle Polska

Chairman of the Board of Directors of Bonduelle Portugal

Chairman of Terricole

Chairman of Bonduelle US Holding

Chairman of Bonduelle USA

Chairman of the Board of Directors of Bonduelle SA de CV

Director of Gelagri SAS

Director of Gelagri Bretagne

Other companies:

Director of Credit Du Nord bank

Manager of Chanvoleau SCI

Manager of L'Amirauté, a non-profit association

Manager of the Groupement Forestier de Bellebrune

Manager of Etienfort, a non-profit association

Manager of the Groupement Foncier Agricole des Calinques

Louis BONDUELLE

**Member of the Supervisory Board of Bonduelle SCA
Independent member**

First appointed: 12/04/2008

Term of office expires: Ordinary Shareholders' Meeting 2013

Based in "La Woestyne", 59173 Renescure, France

90,250 shares held on own account ⁽¹⁾

Nationality: French

Attendance rate: 100%

Has performed a variety of roles in the supermarket retail and food service sectors. Currently Central Purchasing director at a subsidiary of the Pomona group.

Daniel BRACQUART

**Vice-Chairman of the Supervisory Board of Bonduelle SCA
Independent member**

First appointed: 12/10/2003

Term of office expires: Ordinary Shareholders' Meeting 2015

Based in "La Woestyne", 59173 Renescure, France

29,184 shares held on own account ⁽¹⁾

Nationality: French

Attendance rate: 100%

Other companies:

Director of ID Group SA

Manager of Jutiver SCI

Was successively, between 1975 and the end of 2002: engineer, production facility director, industrial director, Chief Executive Officer and Chairman of the Executive Board of the Bonduelle Group. Retired in July 2004. Since then, has been director of companies and Vice-Chairman of the Supervisory Board, Member of the Audit Committee and was Chairman of the Bonduelle Group's Compensation Committee from 2002 to 2012.

(1) Shares held by the named individual, excluding shares held via a company in accordance with the provisions of the Afep-Medef Code.

Information regarding Corporate Officers

Martin DUCROQUET**Member of the Supervisory Board of Bonduelle SCA****Independent member**

First appointed: 12/06/2012

Term of office expires: Ordinary Shareholders' Meeting 2015

Based in "La Woestyne", 59173 Renescure, France

2,664 shares held on own account ⁽¹⁾

Nationality: French

Attendance rate: 100%

Other companies:

Manager of Tactus SARL

Has performed roles at Siparex Private Equity for almost ten years, including as director of Investment. In this respect, was permanent representative on various Boards of Directors and Supervisory Boards of non-listed companies. Currently Manager of Tactus.

Isabelle DANJOU**Chairwoman of the Supervisory Board of Bonduelle SCA****Member of the Audit Committee****Independent member**

First appointed: 12/07/2006

Term of office expires: Ordinary Shareholders' Meeting 2015

Based in "La Woestyne", 59173 Renescure, France

69,020 shares held on own account ⁽¹⁾

Nationality: French

Attendance rate: 100%

Holds a doctorate in management science, was Research director at ESC Lille business school from 1998 to 2006 and had a book published by L'Harmattan entitled: "Entreprendre, la passion d'accomplir ensemble" ("Enterprising: the passion for achieving together"). Since then, has worked as a consultant and trainer in human relations.

Élisabeth MINARD**Member of the Supervisory Board of Bonduelle SCA****Independent member**

First appointed: 12/02/2010

Term of office expires: Ordinary Shareholders' Meeting 2013

Based in "La Woestyne", 59173 Renescure, France

84,280 shares held on own account ⁽¹⁾

Nationality: French

Attendance rate: 100%

Head of a textile company from 1975 to 2008. Has devoted herself to painting since 2008.

Member of the Maison des Artistes and exhibits her work in a number of galleries.

Yves TACK**Member of the Supervisory Board of Bonduelle SCA****Chairman of the Audit Committee****Independent member**

First appointed: 12/01/2004

Term of office expires: Ordinary Shareholders' Meeting 2013

Based in "La Woestyne", 59173 Renescure, France

4,000 shares held on own account ⁽¹⁾

Nationality: Belgian

Attendance rate: 100%

Other companies:

Director of Sedev SA

Chairman of Massai SAS

Manager of Dumaco

Manager of Le Moulin Blanc SCI

Director of Verywear SA

Partner-Manager of Girls, a non-profit association

Partner-Manager of Team TT, a non-profit association

Manager of Totem SARL

Spent the first ten years of his career in the United States, working in financial analysis and portfolio management. Formed Dessauer & Tack Asset Management in Boston, before founding Global Equities in Paris and becoming Equity department director at BNP Paribas Capital Markets in London. Returning to his native northern France, directed Participex, a listed expansion and buyout capital company, until it was sold to Crédit Agricole. Currently a consultant to various family-owned companies advising on their strategic direction, in terms of both operations and capital structure.

Also Chairman of the Business Angels club in the Nord-Pas-de-Calais region, Chairman of the French Institute of Directors and Member of the Financial Committee of the French Muscular Dystrophy Association.

(1) Shares held by the named individual, excluding shares held via a company in accordance with the provisions of the Afep-Medef Code.

Marie-France TISSEAU**Member of the Supervisory Board of Bonduelle SCA****Independent member**

First appointed: 12/08/2011

Term of office expires: Ordinary Shareholders' Meeting 2014

Based in "La Woestyne", 59173 Renescure, France

37,874 shares held on own account ⁽¹⁾

Nationality: French

Attendance rate: 100%

A law graduate specializing in Business Law. From 1970 to 2008, worked in Paris as Legal Advisor, then Legal Counsel, specializing in Corporate Law and Tax Law for family-owned companies and French subsidiaries of foreign companies. Retired on April 1, 2008.

Matthieu DURIEZ**Member of the Supervisory Board of Bonduelle SCA****Independent member**

First appointed: 12/08/2011

Term of office expires: Ordinary Shareholders' Meeting 2014

Based in "La Woestyne", 59173 Renescure, France

19,060 shares held on own account ⁽¹⁾

Nationality: French

Attendance rate: 100%

Other companies:

Manager of Duriez Amo SARL

Chairman of Duriez Invest SAS

Chairman of Amo Développement SAS

Trained as an architect and worked in this capacity for 15 years.

Property developer and project management assistant since 2002.

Formed Amo Développement in 2009.

(1) Shares held by the named individual, excluding shares held via a company in accordance with the provisions of the Afep-Medef Code.

3.3 Additional information regarding the management and supervisory bodies

Positions held by Corporate Officers of the Company in other companies over the last five years

GENERAL PARTNER: CHRISTOPHE BONDUELLE

Legal representative of Pierre et Benoît Bonduelle SAS
General Partner of Bonduelle SCA

2008-2009

Consolidated companies

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
Chairman of Terricole
Advisor to Fresco Italia
Director of La Corbeille Groep
Director of La Corbeille Industrie
Director of La Corbeille SA
Director of Conserven Picolo

Other companies

Director of Lesaffre & Cie
Manager of Chanvoleau SCI
Manager of L'Amirauté, a non-profit association

2009-2010

Consolidated companies

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
Member of the Supervisory Board of Bonduelle Central Europe
Chairman of the Board of Directors of Bonduelle Iberica
Chairman of Bonduelle Italia
Chief Executive Officer of Bonduelle Limited
Chief Executive Officer of Bonduelle Nederland BV
Director of Bonduelle Nordic
Director of Bonduelle Northern Europe
Chairman of Bonduelle Ontario
Chairman of the Supervisory Board of Bonduelle Polska
Director of Bonduelle Portugal
Chairman of Terricole
Member of the Supervisory Board of Champiloire
Advisor to Fresco Italia
Director of La Corbeille Groep

Other companies

Director of Lesaffre & Cie
Manager of Chanvoleau SCI
Manager of L'Amirauté, a non-profit association

2010-2011

Consolidated companies

Chairman of the Management Board of Pierre et Benoît Bonduelle SAS
Director of La Plaine
Chairman of the Board of Directors of Bonduelle SAS and DG
Chairman of Bonduelle Canada
Member of the Supervisory Board of Bonduelle Central Europe

Chairman of the Board of Directors of Bonduelle Iberica
 Chairman of Bonduelle Italia
 Chief Executive Officer of Bonduelle Limited
 Chief Executive Officer of Bonduelle Nederland BV
 Director of Bonduelle Nordic
 Director of Bonduelle Northern Europe
 Chairman of Bonduelle Ontario
 Chairman of the Supervisory Board of Bonduelle Polska
 Director of Bonduelle Portugal
 Chairman of Terricole
 Chairman of the Supervisory Board of Champiloire SA

Other companies

Director of Lesaffre & Cie
 Director of Credit Du Nord bank
 Manager of Chanvoleau SCI
 Manager of L'Amirauté, a non-profit association

2011-2012**Consolidated companies**

Chairman and Chief Executive Officer of Pierre et Benoît Bonduelle SAS
 Chairman of Bonduelle SAS
 Chairman of Bonduelle Canada
 Chairman of the Supervisory Board of Bonduelle Central Europe
 Chairman of the Board of Directors of Bonduelle Iberica
 Chairman of the Board of Directors of Bonduelle Italia
 Director of Bonduelle Nederland BV
 Director of Bonduelle Nordic
 Chairman of the Board of Directors of Bonduelle Northern Europe
 Chairman of Bonduelle Ontario
 Chairman of the Supervisory Board of Bonduelle Polska
 Chairman of the Board of Directors of Bonduelle Portugal
 Chairman of Terricole
 Chairman of Bonduelle US Holding
 Chairman of Bonduelle USA
 Chairman of the Board of Directors of Bonduelle SA de CV
 Director of Gelagri SAS
 Director of Gelagri Bretagne

Other companies

Director of Credit Du Nord bank
 Manager of Chanvoleau SCI
 Manager of L'Amirauté, a non-profit association

Manager of the Groupement Forestier de Bellebrune
 Manager of Etienfort, a non-profit association
 Manager of the Groupement Foncier Agricole des Calinques

LOUIS BONDUELLE**2008 TO 2012**

No positions held in other companies

DANIEL BRACQUART**Consolidated companies****2008 TO 2012**

No positions held in other consolidated companies

Other companies**2008 TO 2010**

Director of Continentale Nutrition
 Manager of Jutiver SCI
 Manager of Habedia SARL

2010-2011

Manager of Habedia SARL
 Manager of Jutiver SCI

2011-2012

Manager of Jutiver SCI
 Director of ID Group SA

MARTIN DUCROQUET**2008 TO 2012****Consolidated companies**

No positions held in other consolidated companies

Other companies

Manager of Tactus SARL

ISABELLE DANJOU**2008 TO 2012**

No positions held in other companies

ÉLISABETH MINARD**2008 TO 2012**

No positions held in other companies

Additional information regarding the management and supervisory bodies**YVES TACK****Consolidated companies****2008 TO 2012**

No positions held in other consolidated companies

Other companies**2008**

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

2010

Representative of Colam
Co-Manager of Dumaco
Manager of Le Moulin Blanc SCI
Director of Ekkyo SA
Member of the Monitoring Committee of NFD SAS
Director of Verywear SA
Director of Disport SA

Director of Mag Vet SA
Director of Carrare SA
Manager of Girls, a non-profit association
Co-Manager of Team TT, a non-profit association
Manager of Totem SARL

2011

Director of Sedev SA
Chairman of Massai SAS
Manager of Dumaco
Manager of Le Moulin Blanc SCI
Director of Ekkyo SA
Director of Verywear SA
Partner-Manager of Girls, a non-profit association
Partner-Manager of Team TT, a non-profit association
Manager of Totem SARL

2012

Chairman of Massai SAS
Manager of Dumaco
Manager of Le Moulin Blanc SCI
Director of Verywear SA
Partner-Manager of Girls, a non-profit association
Partner-Manager of Team TT, a non-profit association
Manager of Totem SARL

MARIE-FRANCE TISSEAU**2008 TO 2012**

No positions held in other companies

MATTHIEU DURIEZ**2008 TO 2011**

No positions held in other companies

2011 TO 2012**Consolidated companies**

No positions held in other consolidated companies

Other companies

Manager of Duriez Amo SARL
Chairman of Duriez Invest SAS
Chairman of Amo Développement SAS

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.

The Company is controlled by its General Partner and believes there is no risk that control will be exercised in an improper manner.

Transactions with related parties

- compensation of the Corporate Officers. See Note 16 of the notes to the annual parent company financial statements;
- compensation of the directors. See Note 29 of the notes to the annual consolidated financial statements.

Service agreements

To the best of the Company's knowledge, and on the date this document was drawn up, there are no significant service agreements linking the members of the Company's administrative, management or supervisory bodies to the issuer or any one of its subsidiaries and providing for the granting of benefits upon fulfillment of any such agreement.

Supervisory Board report

3.4 Supervisory Board report

We are pleased to report on the control tasks your requested us.

We were regularly informed by the Management Board on the activities of the Bonduelle Group through our Board meetings.

The Management Board provided us with all the documents required to evaluate the performance of its obligations and to review the parent company and consolidated financial statements. It also provided us with all the information regarding the financial statements, financial commitments and risks associated with the group's activities.

The report of the Management Board presents the group's revenue and earnings for the 2012-2013 fiscal year. The consolidated financial statements show revenue of €1,896.1 million, compared with €1,767 million the previous year, an increase in operating profit to €103 million, compared with €98.2 million the previous year, and net income attributable to owners of the Company of €52.1 million, compared with €46.7 million in 2011-2012.

The Board noted with satisfaction that the group has once again continued to grow and increase its profitability to record levels despite the persistently challenging economic environment.

The Board also noted the excellent integration of the three acquisitions made at the end of the previous fiscal year and the securing of the Company's funding through two operations completed during the summer of 2012.

The Supervisory Board supports the Management Board's proposal to pay a dividend of €0.375 per share.

You are asked to renew the expiring authorizations granted to the Management Board by previous Shareholders' Meetings.

At its December 4, 2008 meeting, the Supervisory Board adopted the principles of the Afep-Medef corporate governance code. While the Rules of Procedure of the Supervisory Board do not put a limit on the renewal of terms of office, the Board intends to draw on the recommendations of the Afep-Medef Code in this area.

You are asked to re-appoint two members of the Supervisory Board, Ms. Elisabeth Minard and Mr. Yves Tack, and to Mr. Laurent Bonduelle, replacing Mr. Louis Bonduelle.

The Board would like to thank Mr. Louis Bonduelle for his tireless contribution to the work of the Board.

Subject to the adoption of the resolutions proposed at the Shareholders' Meeting, the Board will comprise three women and five men, thereby complying in advance with the law of January 27, 2011 on the balanced representation of women and men on Boards of Directors and Supervisory Boards, and on equality at work, as well as with the provisions of the Afep-Medef Code.

As was the case last year, a specific report by the Chairman of the Supervisory Board is attached to the report of the Management Board to the Shareholders on corporate governance principles, the preparation and organization of the work of the Supervisory Board and its committees during the fiscal year and on the internal control procedures implemented by the Company.

In conclusion, we recommend that you adopt the resolutions that have been submitted to you and have been approved by us.

3.5 Chairman of the Supervisory Board report

On the corporate governance structure, the preparation and organization of the work of the Supervisory Board and on the internal control and risk management procedures implemented by the Company.

Dear Shareholders,

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

The preparation of this report benefited from the input of the members of the Supervisory Board, the Chairman of Bonduelle SAS, the group's Chief Financial Officer and Internal Audit director and the Legal department.

Bonduelle SCA is a limited partnership with shares (*société en commandite par actions*, or SCA). These companies have two types of Shareholders, known as partners:

- the Shareholder partners, who contribute to equity and are liable for the Company's obligations only in an amount equal to their contributions and who are represented by a Supervisory Board;
- the General Partner Shareholders, who are indefinitely and severally liable for the Company's obligations to third parties.

Limited partnerships with shares are managed by one or more General Partners, who are natural persons or legal entities selected from amongst the Shareholder partners or independent third parties.

Corporate governance code

At its December 4, 2008 meeting, the Supervisory Board of the Bonduelle Group adopted the principles of the Afep-Medef corporate governance code.

It noted that certain provisions were not applicable in the case of a company structured as a limited partnership with shares and with a family-owned controlling Shareholder, since these concern the role of the Supervisory Board in the decision-making process and the role played by the Nomination and Compensation Committee of the General Partner, which, in the case of Bonduelle SCA, is a legal entity.

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

The Board has specified that the Afep-Medef recommendations are, in their spirit, applied in the Bonduelle SAS operating company and its French subsidiaries.

Conditions for preparing and organizing the work of the Supervisory Board

COMPOSITION OF THE SUPERVISORY BOARD

In accordance with the law and the provisions of the Articles of association, the Supervisory Board is composed of between three and eighteen members selected from among the Shareholders who do not qualify as General Partners and are neither the legal representative of the General Partner nor the Manager of Pierre et Benoît Bonduelle SAS. Supervisory Board members are appointed by an Ordinary Shareholders' Meeting for a period of three years period.

The Supervisory Board currently has eight members, including its Chairwoman, Ms. Isabelle Danjou, who has no other functions within the group. The eight members of the Supervisory Board are considered to be independent with regard to the criteria established by its internal Rules of Procedure, which are based on the principle that members of the Supervisory Board are independent and have no relationships with the Company or its management that could comprise the exercise of their freedom of judgment. While the Rules of Procedure do not put a limit on the renewal of terms of office, the Board intends to draw on the recommendations of the Afep-Medef Code when terms of office expire and are considered for renewal.

At its meeting of September 27, 2013, in accordance with the provisions of its Rules of Procedure, the Board confirmed that no members had any conflicts of interest when performing their duties during 2012-2013.

REPRESENTATION OF WOMEN AND MEN ON THE SUPERVISORY BOARD

The Supervisory Board currently comprises three women and five men. The Company has adopted in advance the provisions of the law of January 27, 2011 on the balanced representation of women and men on Boards of Directors and Supervisory Boards and equality at work, and the recommendations of the Afep-Medef Code, emphasizing the Company's commitment in this area.

Chairman of the Supervisory Board report**DUTIES OF THE SUPERVISORY BOARD**

The Supervisory Board is responsible for the permanent control of the management of the Company. These duties cover the following areas:

- reviewing the annual and interim parent company and consolidated financial statements prepared by the Management Board;
- assessing the conduct of Company business;
- assessing internal control and risk management procedures;
- assessing compliance with Shareholder rights.

FUNCTIONING OF THE SUPERVISORY BOARD

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

The Board decided to create an Audit Committee, comprised of at least three Supervisory Board members, for which the competence criteria are set out in the Rules of Procedure of the Supervisory Board.

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

- oversight of the preparation of financial disclosures;
- review of the annual and interim financial statements and monitoring of the legal control by the 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 department;
- independence of Statutory Auditors.

When performing its duties, the Audit Committee draws on the recommendations of the Poupart Lafarge report of July 22, 2010, published under the auspices of the French Financial Markets Authority (AMF).

The group also has a Compensation Committee made up of a majority of members from outside the Company. This Committee sets compensation levels for Bonduelle SAS' Executive Management and employees who are members of the Bonduelle family. It also offers an opinion on the compensation policy for certain other Senior Managers.

The Articles of association stipulate that the Supervisory Board shall meet as often as required in the interests of the Company, and the Rules of Procedure set the minimum number of meetings at four.

In order to be fully informed and exercise its duties, the Supervisory Board may, at its discretion, request the participation of the General Partner, the Chief Executive Officers of the group and its business segments, the Statutory Auditors, the Chief Financial Officer of the group and the Audit director or any other employee to consolidate its reflections and ensure its mission.

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

ACTIVITIES OF THE SUPERVISORY BOARD DURING THE YEAR**WORK OF THE SUPERVISORY BOARD**

Four meetings, lasting an average of four hours, were held during the fiscal year, in addition to a visit in July to the group's agro-industrial mushroom processing sites located in the Val de Loire (France). The visit incorporated a detailed presentation of the sites' agronomic, production and sales activities, provided a better understanding of their specific issues and constraints and allowed the visitors to meet local teams.

At its September 28, 2012 and February 26, 2013 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.

In particular, the Management Board reported on the progress of the risk mapping process, the crisis management plan implemented by the group and a review of financial reporting for the 2011-2012 fiscal year.

The attendance rate at these meetings was 100%.

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 on July 5, 2013 and considers that it was able to exercise its control functions in a constructive manner.

WORK OF THE AUDIT COMMITTEE

For the 2012-2013 fiscal year the Audit Committee was composed of four members.

Mr. Yves Tack chaired the Committee composed with the other members being Ms. Isabelle Danjou, Ms. Marie-France Tisseau and Mr. Daniel Bracquart.

All members of the Audit Committee are independent and have accounting, legal and financial expertise characterized by training and/or career experience.

It met four times during the fiscal year. The attendance rate was 100%.

The Committee performed the following tasks:

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

- review of changes in tax regulation;
- review of regulatory activity and expected changes in IFRS;
- summary of the Statutory Auditors' mandate and recommendation to the Supervisory Board to renew said mandate;
- distribution of work within the team of Statutory Auditors, the nature of the tasks assigned to them and their independence.

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 Audit Committee is pleased to note that, when providing their report, the Statutory Auditors once again praised the quality of the closing process of the accounts, the information made available and the explanations provided by the local Finance departments and the Bonduelle Group Finance department.

The Chairman of the Committee presented a report on the Committee's work to the Supervisory Board at its meeting of December 06, 2012.

Internal control and risk management procedures

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

Risk management and internal control procedures are established by the Company, which takes responsibility for their implementation, and consist of a body of resources, operating principles, procedures, and initiatives specially tailored to the specific characteristics of each fully-consolidated company and some companies accounted for using the equity method, 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) create and preserve the value, assets and reputation of the Company by identifying and analyzing the main potential threats to the Company;

- b) identify the main events and situations likely to affect in a significant way the Company's objectives;
- c) ensure actions concur with the Company's values;
- d) inform and mobilize the Company's employees around a common understanding of the main risks.

Internal control procedures are designed specifically to ensure:

- a) compliance with all laws and regulations in effect;
- b) the application of all procedures and policies established by the Management Board;
- c) the smooth operation of the Company's internal procedures, especially as regards the protection of its assets;
- d) the reliability of financial information.

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

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

ORGANIZATIONAL STRUCTURE OF THE BONDUELLE GROUP

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

Bonduelle SAS manages the following tasks:

- oversight of equity interests, mergers, acquisition 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;
- protection of intellectual property;
- approval of new advertising campaigns prior to their release;
- corporate communications and investor, analyst and Shareholder relations;
- pooling of resources, such as IT;
- research and development programs.

The business 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.

Chairman of the Supervisory Board report

For each segment, the group has defined its mission, organization, and 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

Since January 1, 2013, Executive Management of Bonduelle SAS has been exercised exclusively by its Chairman, whose authority is attributed by law and the Company's Articles of association.

The central administrative departments are responsible for applying decisions made by the Executive Management and must ensure that the information presented to the latter is accurate and relevant.

The Executive Committee is comprised of seven members: the Chairman of Bonduelle SAS, the four Chief Executive Officers of the various business segments, the Chief Financial and the Human Resources Officers. It reviews the group's sales and financial performance and discusses all matters of interest to the group and its business segments. It met 12 times during the fiscal year.

The group's Internal Audit department is part of the Finance department and reports to the Chairman of Bonduelle SAS. The audit programs and tasks are approved by the Management and the Audit Committee. A report on each audit is sent to the Executive Committee, the Audit Committee and the Operations Managers of the audited entities. Thirteen audits were performed during the 2012-2013 fiscal year at the group's various managerial units. Following each audit, an action plan is developed by the relevant operating units to correct deficiencies identified in the audit report, and the monitoring of these action plans is carried out by the Internal Audit department and Operations Managers, then reviewed by the group's Executive Management.

The Supervisory Board, acting on the proposal of the Audit Committee, is responsible for selecting the Statutory Auditors. The group has chosen two Statutory Auditors firms 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, the group's Chairman, Chief Financial Officer and Head of Human Resources 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 February: First-half results
- in June: Budget for the next year
- in September: Annual results of the last past year and investments for the following year
- 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 SAS and the various business segments are responsible for budgetary control.

RISK MANAGEMENT PROCEDURES

As with any company, during the course of its business the Bonduelle Group is exposed to a number of risks. The main methods employed to manage and control these risks are described in Section 4.2 "Risk factors".

In order to best identify these risks, 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.

During the 2012-2013 fiscal year, the group expanded this analytical process, involving each operating unit in assessing the major risks specific to their activity using the same identification and assessment

methods. This process will lead to the creation of risk maps for each business segment during the 2013-2014 fiscal year. The goal of the process is to adapt and expand the risk management approach to follow the development of the group's current organization, the growth of its scope, since 2008, and its development in emerging countries.

The results of the risk mapping processes are analyzed by the group's Executive Committee to ensure that all major risks have been identified and assessed, and to develop appropriate action plans and preventive measures.

A report is made to the Supervisory Board of the roll-out of these procedures and action plans associated with the different identified risks.

INTERNAL CONTROL PROCEDURES APPLICABLE TO THE PREPARATION OF FINANCIAL AND ACCOUNTING INFORMATION

The group prepares interim and annual consolidated financial statements. These processes are administered by the consolidation and management department, which forms part of the Group's Financial Services department.

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

- monthly reporting of activity;
- quarterly reporting package;
- closing of interim and annual financial statements.

The consolidated financial statements are prepared using information provided in the form of reporting packages extracted from the IT systems by each subsidiary and sent to the consolidation

department using a special software application. All transactions are recorded in accordance with the rules established in the group-wide consolidation procedure manual.

All documents exchanged as part of the consolidation process have been standardized for the entire group, and the related formats have been defined and disseminated to the entire group and reviewed by the Statutory Auditors.

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 parent company and consolidated financial statements.

OTHER INFORMATION

All items that may have an impact in the event of a public takeover offer are discussed in Sections 6.4 "Notes to the annual parent company financial statements" (note 16, table 10), 7.1 "Share capital", 7.2.1 "Analysis of share capital and voting rights", 7.2.3 "Shareholders' agreements" and 7.5 "General information regarding the Company".

The rules governing Shareholder participation in Shareholders' Meetings are set out in detail in Article 23 of the Articles of association of Bonduelle SCA. Copies of these Articles of association will be provided upon request by the corporate registered office in Villeneuve-d'Ascq.

This report was presented to, discussed and approved by the Supervisory Board at its September 27, 2013 meeting.

3.6 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

Dear Shareholders,

In our capacity as Statutory Auditors of Bonduelle, and in accordance with 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 the Supervisory Board of your Company under the provisions of this article for the fiscal year ended June 30, 2013.

It is Chairman of the Supervisory Board responsibility to prepare 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.

It is our responsibility:

- to report to you any observations that we may formulate based on the information contained in the Chairman of the Supervisory Board's report regarding internal control and risk management procedures applicable to the preparation and processing of accounting and financial information; and to
- 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 concluded our work in accordance with professional standards applicable in France.

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

The professional standards require that we perform the necessary procedures to assess the fairness of the information provided in the Chairman of the Supervisory Board's report regarding the internal control and risk management procedures applicable to the preparation and processing of accounting and financial information. This procedures consisted mainly in:

- 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 if any significant weakness 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.

On the basis of our work, 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 hereby attest 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.

Courbevoie and Lille, October 2, 2013

The Statutory Auditors

Mazars

Jean-Maurice EL NOUCHI

Léon LEWKOWICZ

Deloitte & Associés

Gérard BADIN

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Comments on the fiscal year

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INTRODUCTION

The economic environment in the 2012-2013 fiscal year was marked by contrasting developments: still-buoyant emerging countries, a tentative recovery in North America and a depressed climate in Europe.

Despite this difficult, volatile environment, the Bonduelle Group generated record levels of revenue and profitability, in line with its targets. 2013 marked the group's 160th year in the agro-industrial business and its 15th year being present on the financial markets.

This success was the result of a proactive international expansion strategy concentrated in particular outside of Europe and consisting of both internal growth and acquisitions, as well as an ongoing effort to spread the group's risks by diversifying its activities in terms of geography (with a presence in more than 100 countries), technology (canned, frozen and ready-to-use fresh foods), brand (Bonduelle, Cassegrain, Arctic Gardens, Globus and private labels) and distribution networks (retail grocery and food service sectors).

Having secured funding through two transactions completed during the summer of 2012 and armed with this particularly resilient economic model, the Bonduelle Group intends to continue its efforts to ensure sustainable growth in 2013-2014 despite the likely persistent economic context.

4.1 Activity report

4.1.1 Revenue

The group's revenue amounted to €1,896.1 million in 2012-2013 (July 1, 2012-June 30, 2013), compared with €1,767 million the previous year. This represented an increase of 7.3% on a reported basis.

Organic growth* increased by +1.9% in 2012-2013, compared with +3.2% the previous year. This change, driven by the dynamism of the Non-Europe Zone, proved to be satisfactory despite the severe worsening of the consumer environment in Europe in the second half of the year.

Changes in the scope of consolidation (mainly the acquisition of Cecab's canned food business in Russia and Allens frozen food business in the USA) had a positive impact on revenue of +4.5%, while exchange rates variation generated additional growth of 0.9%.

EUROPE ZONE

Revenue in the Europe Zone was down 0.8% on a like for like basis* (-1.4% on a reported basis), compared with a rise of 1.3% the previous year.

The Europe Zone's return to negative growth was due to the deterioration in the consumer environment in early 2013, which occurred in all countries and distribution networks (retail, food service) and was particularly severe in Southern and Central Europe. The fourth quarter confirmed the deterioration observed in the early part of the year, which was made worse by weather conditions unfavorable to summer products (canned corn, bagged salads and

prepared salads). On markets suffering from negative volume growth, continued marketing investment, the targeted promotional policy and the good performance of innovations (the "Vapeur" steamed range in cans and frozen, development of the Cassegrain range) helped confirm and even expand the group's market shares for the Bonduelle and Cassegrain brands.

NON-EUROPE ZONE

The Non-Europe Zone continued its buoyant performance with growth on a like for like basis* of 8.6%, compared with 8.9% the previous year.

The very strong growth recorded in Russia and the CIS countries, driven by a revamped sales and logistics approach and the introduction of high added value innovations (the "Fusion" range), and in Brazil, where production reached its full capacity after a local presence of less than three years, was accompanied by market share gains. The historical scope (excluding the acquisition of Allens) in North America saw an upturn in sales at the end of the year, which ensured stable revenue for the fiscal year as a whole.

Although slightly below the original volume targets, the acquisitions made in 2012 and reported over 12 months in 2012-2013 compared with three months in 2011-2012, pushed overall growth for the zone to +30.1%, underlining the size of these growth drivers and the group's international expansion. The Non-Europe Zone now accounts for 33.5% of group revenue, with Canada and USA joining Germany as the Bonduelle Group's leading countries in terms of sales outside France.

* At constant currency exchange rate and scope of consolidation basis.

4.1.2 Operating profitability

The Bonduelle Group generated its highest-ever level of current operating profitability at €105.6 million, i.e. 5.6% of revenue, compared with €100.9 million the previous year. This represented an increase of 4.7%. This remarkable performance, which also fell in line with the targets set out at the start of the year, was the result of:

- a rise in profitability and operating margin in Europe (66.5% of revenue), thanks to the good performance of Bonduelle and Cassegrain brand products;
- healthy activity outside Europe (33.5% of revenue), where profitability accounted for more than 55% of the group's total current operating profitability;
- stable marketing-media expenditure to support the Bonduelle, Cassegrain, Arctic Gardens and Globus brands;
- control over the group's capital, administrative and marketing costs;
- the favorable, if limited, impact of scope changes in consolidation on this fiscal year.

The contrast between the Europe and non-Europe Zones in terms of changes in the economic environment, rises in revenue and profitability levels supports the group's development and international expansion strategy outside Europe.

The net figure for non-recurring items was negative at €2.7 million, mainly comprising restructuring and reorganization costs and was unchanged from last year. After taking these non-recurring items into account, operating profit increased by 4.9% to €103 million, compared with €98.2 million in the previous fiscal year.

4.1.3 Net income

The group's net financial expense came to €27.6 million, compared with €30.5 million in the previous fiscal year. The increase in the interest expense, related to the acquisitions made at the end of 2011-2012, was offset by the foreign exchange gains made during the year. The cost of net debt remained stable over the year, despite the significant extension of the average maturity of the group's debt (4.5 years) following the refinancing operations carried out in summer 2012.

The share of net income from associates, which mainly relates to the Gelagri and UCR joint ventures, was -€3 million compared with -€1.7 million in 2011-2012, as a result of the restructuring carried out in Spain and the fall in the profitability of the private label frozen food business in Europe.

Income tax expense was €20.4 million compared with €18.3 million the previous fiscal year, equivalent to an effective tax rate of 27.1%. This rate was unchanged from last year.

Taking into account all of these items, the Bonduelle Group recorded net income attributable to owners of the Company of €52.1 million, an increase 11.5% greater than the increase in revenue.

At the Shareholders' Meeting scheduled for December 5, 2013, the Management Board will propose a dividend of €0.375 per share, unchanged from the previous year.

4.1.4 Capital expenditure and research and development

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

Total capital expenditure for the fiscal year amounted to €79.7 million. The fiscal year saw Bonduelle invest in its American and Russian sites acquired in 2012 and in Brazil, while continuing its efforts to ensure the competitiveness of its long-standing European sites, which accounted for 66.5% of group investments.

4.1.5 Change in capital employed and working capital requirement

Rigorous working capital management, especially as regards customer lead times, which fell once more over the year, was reflected in a contained increase of €16.9 million, i.e. 21.5% of revenue compared with 22.1% in 2011-2012.

Given the increased cash flow generation, the change in the working capital requirement, the capital investment and the group's policy of optimizing capital employed, the total capital employed (total equity and financial debt) remained stable at €1,107.3 million, compared with €1,112.1 million in 2011-2012.

This stable capital employed and the increased profitability in turn improved the pre-tax operating profit/capital employed ratio, which rose by 50 bp to 9.3%.

4.1.6 Borrowings and gearing ratio

The group's net debt totaled €591.9 million at June 30, 2013, while the gearing ratio stood at 114.9%, compared with 120.8% the previous year. The average cost of debt was stable at 3.45%, compared with 3.39% the previous year.

The group holds 1,999,312 treasury shares with a value of €34 million, and this amount has therefore been deducted from equity, in accordance with IFRS. Adjusted for these treasury shares, the group's gearing ratio stands at 101.6%.

On July 3, 2012, the group signed a five-year, €300 million revolving credit facility with bullet repayment, with seven international financial groups and on September 10, 2012, issued bonds in the form of a €145 million European private placement (EuroPP), with maturity of 6.5 years (March 2019) and paying a coupon of 3.83%, for the

Activity report

refinancing of its acquisitions and to anticipate the bonds part of the OBSAAR 2007 and 2009 repayments. The group's financial structure, which is consistent with the characteristics of its industry (production governed by seasonal factors) and its business model (agro-industrial integration), was strengthened by the refinancing operations carried out, which extended the maturity of its debt (4.5 years) at particularly competitive conditions, placing the group in a sound and secure financial position.

■ Net debt

<i>(in millions of euros)</i>	At June 30, 2011	At June 30, 2012	At June 30, 2013
Net debt	491.6	608.4	591.9
Equity	483.8	503.7	515.4
Net debt/equity	1.02	1.21	1.15

4.1.7 Highlights

■ THE GROUP'S NEW MANAGERIAL ORGANIZATION

At its Annual General Meeting held on December 6, 2012, the Bonduelle Group announced its new managerial structure.

For the Bonduelle Group, FY 2011-2012 was marked by solid internal growth, a significant return to profitability, and three promising acquisitions, demonstrating both its resilience in a difficult economic environment, and its growth ambitions while its international development gathers pace.

This important phase in the group's development required changes to its organizational structure to adapt to the new dimensions of its activity and to its development projects.

The group is now organized around two geographic regions – Europe Zone and Non-Europe Zone – each with their own distinct characteristics and approaches, and four business segments:

- in the Europe Zone, Bonduelle Europe Long Life (canned and frozen operating segments) and Bonduelle Fresh Europe (packed salads and delicatessen operating segments) in the retail and food service sectors, for branded and private labels;
- in the Non-Europe Zone, Bonduelle Americas regroups all canned and frozen food activities in North and South America, and Bonduelle Development regroups the group's activities and development in the rest of the world, particularly in Eastern Europe.

The General Managers of the four business segments above, together with the Chief Financial and the Human Resources Officers, have joined Christophe Bonduelle, the group's Chairman, to form the group's Executive Committee.

The EuroPP bond issue, the first of its kind on the European market for a medium-sized, non rated company, received the award for the best secondary transaction of the year from NYSE Euronext and the award for the best transaction of the year from the "Club des Trente", comprised of the Chief Financial Officers of the main companies that make up the CAC 40 index.

■ SUSTAINABLE DEVELOPMENT: USE OF THE GRI FRAME OF REFERENCE

As part of its consistent and credible approach in terms of Corporate Social Responsibility, the Bonduelle Group has adopted the internationally recognized GRI frame of reference (Global Reporting Initiative) for its 2012 non-financial reporting. Bonduelle is one of the very rare companies outside of the CAC 40 (French major listed companies index) to have implemented such an approach. Following its first assessment, the Bonduelle Group was awarded a B+ application level in October 2012, thus placing it amongst the best French companies also using this frame of reference.

The GRI is an independent international organization founded in 1997, in partnership with the United Nations Environment Programme (UNEP). Its purpose is to develop globally applicable directives with the aim of structuring and standardizing company (and organization) management reports in terms of sustainable development.

■ SATISFACTORY INTEGRATION OF THE 2012 ACQUISITIONS

Despite the acquisitions concluded on dates close to production time (March 30 in the USA and Russia, and May 31, 2012 in Hungary), the performance of the production tools acquired was improved during the summer 2012 campaign. The Bonduelle Group once again demonstrated its industrial expertise and know-how, as well as its capacity to integrate new acquisitions. The new capacities set up in Russia and Hungary have contributed to the excellent commercial performance of this geographical area.

While sales by volume in the United States were impacted in 2012-2013 by the diversification of supply by Allens' clients (prior to the acquisition announcement by the Bonduelle Group), the quality of service now offered to American customers means we are confident regarding business levels in 2013-2014. Progress made with the cost-cutting plan was ahead of schedule, allowing us to confirm performance targets in 2012-2013.

As the consequence of the late and recent nature of these acquisitions, they had a low impact on profitability for this fiscal year.

KOLKHOZE MAIAK DISPOSAL

In FY 2012-2013, the group sold to a French cooperative, one of Bonduelle's partners in the south-west the *Kolkhoze* it had acquired in 2010 in the Ukraine.

Following the acquisition of the Cecab's agro-industrial activities in Russia and of Kelet in Hungary, the Bonduelle Group's agro-industrial set-up project in the Ukraine has been postponed. The group has an option to purchase the industrial land with a view to reactivating the project at a later date. The disposal did not have any significant impact on the group's results.

2013 HARVESTS

The early part of the 2013 harvest was particularly difficult and chaotic in both Europe and Canada as a result of heavy rainfall and temperatures well below their historical average levels.

These adverse weather conditions led to some disruption in supply to plants and quantities of vegetables below target. These industrial under-utilization factors, combined with inflation in commodities will drive up production costs in FY 2013-2014.

MARKETING

In 2012-2013, the Bonduelle Group continued its policy of investing in the marketing of its brands (Bonduelle, Cassegrain and Arctic Gardens) in all four product segments (canned, frozen, fresh and prepared), with marketing expenditure representing more than 5% of its revenue from national brands.

Product marketing campaigns were launched in the following areas: Germany, Armenia, Azerbaijan, Austria, Belgium, Brazil, Spain, France, Georgia, Hungary, Italy, Kazakhstan, Uzbekistan, the Netherlands, the Baltic countries, Poland, the Czech Republic, Romania, Russia, Slovakia, Scandinavia and Ukraine.

This presence secured the brand 15th place among the highest-selling brands in Europe (2013 Kantar Brand Footprint Study).

Moreover, a new marketing platform was developed by the various countries' marketing directors, giving the Bonduelle brand the same positioning and image across the world.

To complement our dedicated subsidiary and country websites, the group continued to expand its presence on social networks such as Facebook, Twitter and YouTube. This new method of communication enables a different and complementary relationship with consumers to be developed, which is, notably, more interactive.

The group also launched a new website (www.sustainability.bonduelle.com) devoted to its sustainable development policy, providing its stakeholders and consumers with precise, relevant information on its CSR policy.

CORPORATE SOCIAL RESPONSIBILITY

Through its business, directly linked with the agriculture sector, through its products, a natural basis for nutrition, and through its ethics, built over generations on a foundation of essential values, the Bonduelle Group has always placed particular importance on what has come to be called sustainable development.

The group has six key priorities on which it bases its objectives:

- agricultural production;
- employees;
- nutrition and quality;
- natural resources;
- transport;
- dialog with stakeholders.

It has set ambitious objectives in relation to each priority. The achievement of these objectives is reviewed by the group's Internal Audit department.

In addition, the Bonduelle Group is the initiator or a participant in numerous initiatives aimed at raising collective awareness of these issues.

ADOPTION OF THE GRI GUIDELINES AND CERTIFICATION OF CSR DATA

As part of our commitment to progress in terms of Corporate Social Responsibility (CSR) and with the aim of meeting international standards, in 2012 the group adopted the Global Reporting Initiative (GRI) guidelines, for which it obtained a B+ rating, which was confirmed over the 2012-2013 fiscal year.

In accordance with the Grenelle II regulations in France, which include the certification of CSR data, the group submitted its data for verification by an independent third party (Deloitte).

PARTNER OF THE LILLE WORLD FORUM

Since its inception, Bonduelle has been a partner of the Lille World Forum, an annual event established on the initiative of Philippe Vasseur. The aim of this event is to foster responsible economies by promoting the best practices of companies that perform their global activities responsibly. In 2013, the theme of the forum was "Another way of doing business and consuming".

GUIDE TO ENVIRONMENTAL RESPONSIBILITY FOR PRODUCTS

The Bonduelle Group has put in place a multi-disciplinary working group to draft a guide to environmental responsibility for its branded products. At each stage of the product life cycle, specialists have

Activity report

established criteria and tools to measure their environmental impact so that steps can be taken to minimize this. This charter is currently at the testing stage.

BONDUELLE TRIALS ENVIRONMENTAL LABELING

One of the objectives of the French law *Grenelle de l'environnement* on environmental protection requires firms to provide objective and accurate information on their products and services.

Bonduelle is fully committed to this initiative and has been involved in the test phase for environmental labeling at national level since it began in July 2011.

BONDUELLE LISTED ON GAIA AND EMPLOYEE SHARE OWNERSHIP INDICES

Bonduelle has been part of the Gaia index since its inception. This index ranks medium-sized firms based on their sustainable development efforts. The 2012 rankings highlight the progress achieved by the group: it is ranked 16th out of 229 firms in all sectors, and is 9th on the list of industrial companies.

With more than 3% of its shares held by its employees, the Bonduelle Group is also listed on the employee share ownership index (Euronext FAS IAS) established by NYSE-Euronext.

DEVELOPING BONDUELLE'S DIALOG WITH ITS STAKEHOLDERS

The Bonduelle Group has been engaged since a long time in active dialog with its stakeholders, both internally (employees and social partners) and outside the Company (farmers, suppliers, national and local public bodies, etc.). The Bonduelle Group has sought to develop this dialog over the past two years by arranging regular meetings. In France in December 2012, a panel of stakeholders was invited to meet the group's Chairman, Christophe Bonduelle, and its Chief Financial Officer, Grégory Sanson. Stakeholders were selected with a view to forming a representative panel encompassing general CSR professionals, experts in Bonduelle's five priority areas and associations. Furthermore, in 2012-2013 Bonduelle created a Toolbox for its business units with the goal of fostering greater dialog with stakeholders in all countries in which the group operates. This Toolbox was implemented in 2012-2013 through an initiative held in Italy: a Bonduelle Open Day designed to raise public awareness of Bonduelle's various CSR projects, its history and its objectives in terms of social responsibility and civil society. The Open Day also included a press conference aimed at trade journalists. This initiative is currently being developed in other countries.

RESPONSIBLE ECONOMY TROPHY

On July 4, 2013 in France, the Bonduelle Group received the Responsible Economy Trophy gold award, given in recognition of the group's employment policy for disabled workers. This trophy, awarded by the Réseau Alliances in the category of companies with over 500 employees, was presented to Christophe Bonduelle, group Chairman, and Hélène D'Huyveter, director of the Renescure plant, which was the pilot site for this policy.

EVENTS AFTER THE REPORTING DATE

There are no events to be noted after the reporting date, other than those listed above.

OUTLOOK

The 2013-2014 fiscal year will be marked by a difficult start to the summer season and the need to limit increases negotiated with retail grocery and food service operators in order to preserve volumes sold. Despite this adverse climate and the absence of any concrete signs of a recovery in food consumption in Europe, the Bonduelle Group expects nonetheless to record growth of 3 to 5% in revenue* and current operating profitability, in line with its historical performances*.

PARENT COMPANY FINANCIAL STATEMENTS OF BONDUELLE SCA**INCOME STATEMENT**

The Bonduelle SCA holding company reported net income of €38.6 million.

This includes primarily:

1. Net finance income of €38.8 million, and is based on:

• Interest income on the OBSAAR/EuroPP	+€5.4 million
• Recoveries of provisions and capitalized costs	None
• Interest and similar expenses	-€0.3 million
• Interest expenses on the OBSAAR/EuroPP	-€5.4 million
• Dividends received from Bonduelle SAS	+€39 million

2. Operating expenses of €2.4 million;

3. Tax income of €1.2 million.

STATEMENT OF FINANCIAL POSITION

Analysis of the main statement of financial position headings:

1. mainly financial non-current assets total €734 million;

2. equity is €356 million.

DIVIDENDS

See paragraph 7.3.2 of chapter 7 "Information on the Company and the share capital".

OWNERSHIP STRUCTURE

At June 30, 2013, the Company's share capital comprised 32,000,000 shares with a par value of €1.75 per share, representing a total of 46,090,806 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 31.05% of the voting rights;

* At constant currency exchange rate and scope of consolidation basis.

- Pierre et Benoît Bonduelle SAS with 5.27% of the share capital and 7.31% of the voting rights.

Group employees held 3.45% of the capital, primarily through mutual funds.

During the fiscal year, the Management Board did not grant any stock options to employees.

A list of transactions on the Company's securities carried out by senior management and persons connected with them can be consulted on the website www.amf.org.

NON-CURRENT FINANCIAL ASSETS AND SECURITIES

See Note 3 and Note 5 of the notes to the parent company financial statements.

ANALYSIS OF THE SHARE REPURCHASE PROGRAM – FISCAL YEAR 2012-2013

Under the terms of a share repurchase program, Bonduelle SCA made the following purchases and sales of treasury shares during the 2012-2013 fiscal year:

	Number	Average unit price (in euros)	Valuation (in euros)
Opening balance of treasury shares recorded for the 2012-2013 fiscal year:	2,087,240	16.80	35,074,277
Treasury shares purchased during the 2012-2013 fiscal year	374,842	18.48	6,927,005
Treasury shares sold during the 2012-2013 fiscal year	(462,770)	17.76	(8,221,173)
Reclassification of the net carrying amount of treasury shares allocated to share programs			-
Valuation at end of fiscal year of shares held			20,748
NUMBER OF SHARES RECORDED AT END OF THE 2012-2013 FISCAL YEAR:	1,999,312	16.91	33,800,857
Par value of treasury shares held			1.75

The cost of the market-making contract with ODDO was €29,900 including tax for the 2012-2013 fiscal year.

Reasons for acquisitions of treasury shares	% of capital
Share price support (liquidity contract)	1.17%
Employee stock ownership program	None
Securities giving rights to allocations of shares (stock options)	None
Acquisitions	None
Cancellation	None

	Employee stock ownership	Coverage for securities	Acquisitions	Cancellation
Volume of shares used (in number of shares)	-	-	-	-

FIVE-YEAR FINANCIAL SUMMARY

See Section 6.6 of the parent company financial statements.

Risk factors

4.2 Risk factors

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

The Company has reviewed the risks which could result in a significant negative effect on its business, financial position or results and considers that there are no other significant risks, apart from those described below. It has also carried out a risk mapping project.

The risk mapping procedure consists of:

- identifying and analyzing risks;
- prioritizing risks;
- defining priorities aimed at minimizing risks through the implementation of action plans.

The action plans are reviewed and validated by the Executive Management and approved by the Supervisory Board.

Moreover, the Company has implemented a crisis management process involving its various departments, along with dedicated communication tools.

4.2.1 Financial risks

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

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

- ensure optimum and sufficient funding to finance the development and growth of the group's activities; 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, 2013.) The Company specifically reviewed its liquidity risk and considers that it is able to meet its future payments.

B. MARKET RISKS

1. CURRENCY RISK

Risks related to changes in foreign exchange rates

The group publishes its consolidated financial statements in euros, and in 2012-2013, 65% of revenue and 38% of operating profit 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 US and Canadian dollars – fluctuates continuously. This means that the group is affected by fluctuations in the value of these currencies relative to the euro when they are translated into euros in the consolidated financial statements. For example, when the euro appreciates against these currencies it reduces the earnings contribution from those subsidiaries whose financial statements are denominated in these currencies. All sales and expenses of group subsidiaries are generally expressed in their local currency, with the exception of imports, exports and financial transactions covered by centralized and systematic foreign currency hedges, where the type of exposure means that it can be hedged: Bonduelle therefore believes that its local exposure to currency fluctuations, after hedging, is limited. The group's international growth strategy contributes to increasing the weight of non euro-denominated activities in revenue, operating profit and consolidated net income.

Hedging policies for currency risk

The group seeks to hedge, on a budgeted annual basis, all risks relating to the activities of its subsidiaries denominated in a currency

other than their functional currency and the risks relating to the net assets of some subsidiaries operating in countries whose functional currency is not the Euro. The group uses over-the-counter financial instruments only to hedge the financial risks generated by its production and sales activities. All hedges entered into must comply with the objectives and procedures established by the Bonduelle Group's Executive Management. These transactions are centralized within the group Finance and Treasury department. The group's policy regarding fluctuations in foreign exchange rates consists of periodically calculating its net exposure to foreign currencies and using financial derivatives to reduce this risk. The group makes use above all of forward foreign exchange contracts, foreign currency swaps and options entered into with highly-rated bank counterparties. Details of the portfolio appear in Note 20 of the notes to the consolidated financial statements at June 30, 2013.

2. INTEREST RATE RISK

The interest rate management policy is coordinated, controlled and handled centrally, with the aim of protecting future cash flows and reducing the volatility of finance costs. The group uses various instruments available on the market, especially interest rate options and swaps. Details of the portfolio appear in Note 20 of the notes to the consolidated financial statements at June 30, 2013.

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 and uses a credit-insurer to partially cover outstandings. 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. COMMODITY RISK

The Bonduelle Group has always favored the best agricultural lands and the geographical diversification of its sourcing regions when deciding where to locate its production facilities, in order to reduce the climate-related risks inherent to all farming activities. There is, moreover, no organized market for the agricultural commodities purchased by the Bonduelle Group. Changes in the prices of agricultural commodities quoted on a market do, however, have a more or less significant impact on the group's purchase prices, depending on the agricultural alternatives available to producers. In order to ensure long-term relationships with its vegetable suppliers, Bonduelle holds annual negotiations with producers' associations, well in advance of the harvest, that set the producer's net margin per hectare. Bonduelle is therefore obliged to adjust its selling prices to reflect the results of its vegetable purchasing negotiations, which vary between sourcing regions.

C. EQUITY MANAGEMENT

The Bonduelle Group always ensures that its financial structure remains optimal by respecting the equilibrium between its net debt and its equity, and by maintaining a consistent dividend policy. This is intended to keep the cost of capital to a minimum, to maximize share price and to maintain sufficient financial flexibility to take advantage of any opportunities that may arise. At June 30, 2013, the group had equity of €515.4 million, on the basis of which the Supervisory Board proposed a dividend of €0.375 per share.

4.2.2 Equity risk

Every year, the Company buys and sells its own shares, in accordance with the provisions of the information memorandum issued in connection with the share repurchase program as approved by the Shareholders. In descending order of priority, the objectives of this program are to:

- ensure secondary market-making and the liquidity of Bonduelle shares by an investment services provider;
- hold the shares acquired for subsequent use in exchange or as payment in connection with any potential acquisition;
- ensure that sufficient shares are available to cover needs generated by stock option plans and any other form of allocation of shares to employees and/or the Corporate Officers of the group;
- provide coverage for securities giving rights to allocations of Company shares in accordance with applicable regulations;
- cancel any of the shares acquired.

Under this program, at June 30, 2013, the Company held 1,999,312 treasury shares. Voting rights attached to these shares are suspended, and the shares are recorded as a reduction of Shareholders' equity. The Company is not, moreover, exposed to any equity risks insofar as it does not engage in any cash management transactions involving investments in equity funds or other financial instruments with an equity component.

4.2.3 Legal risks

A. LAWS AND REGULATIONS

Bonduelle complies with all applicable laws and regulations in its relationships with its partners. As a member of the food industry, Bonduelle is subject to national and international regulations concerning food safety, quality control, food products and packaging.

Risk factors

There are legal risks associated with the manufacture and distribution of food products. Bonduelle considers that it has set up sufficient measures to meet regulatory requirements and prevent and manage these risks.

B. TRADEMARKS AND INTELLECTUAL PROPERTY

Rigorous measures are employed to protect Bonduelle trademarks. Internal teams assisted by intellectual property consultants monitor the group's trademarks, especially the Bonduelle, Cassegrain, Globus and Arctic Gardens brands, register and renew trademarks and take action against third parties in the event of trademark infringements.

C. OTHER LEGAL RISKS

Bonduelle's sales and industrial activities are not significantly dependent upon other companies, customers or suppliers, and the group has the assets it needs to for its activities.

To the best of the Company's knowledge, there are no other government, court or arbitration proceedings pending or threatened that might have, or that have had, over the past 12 months, a material effect on the financial position or profitability of the Company and/or the group, apart from those mentioned in the notes to the consolidated financial statements.

4.2.4 Industrial and environmental risks

Bonduelle's activities are regulated by numerous provisions concerning water, air, soil and waste. The group's risk management policy seeks above all to:

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

A. AGRICULTURE

Agriculture provides the major share of commodities required to make the group's products. To ensure the quality of its products and protect the environment, Bonduelle has adopted a sourcing charter that fixes criteria for selecting agricultural land and crop management, which farmers working with the group must apply. Summarizing the European standards and taking up the requirements of the principle of integrated agriculture in France in all of the other countries, this charter has been signed by 91% of farmers, and covers 90% of vegetable supplies, with the remaining 10% being covered by particular specifications.

B. PRODUCT QUALITY AND SAFETY

Food safety is a key priority of Bonduelle's quality policy. For this purpose, it has established Hazard Analysis and Critical Control Point procedures (HACCP*) to control identified risks at various stages of the preparation of its products. These procedures, which have been implemented throughout the group, provide an audit trail of its products from the planting phase to our customers' initial points of delivery. Risk analysis procedures and controls at critical points have been set in place throughout the production process.

97% of Bonduelle's production facilities have at least one certification, i.e. 99% of the group's tonnage.

A number of audits have been carried out at the sites by both internal and external Auditors on the basis of the various standards.

C. NATURAL RESOURCES

Continuous efforts are devoted to the optimization of natural resources and environmental protection, focusing on the following areas:

- reducing consumption of water and energy;
- improving wastewater treatment equipment and plants;
- continuing the industrial and green waste management policy.

The plants purchased in the United States, Hungary and Russia fall within the natural resources reporting scope for the 2012-2013 fiscal year.

In order to ensure that water is returned in pristine condition to the natural environment, Bonduelle has equipped its industrial facilities with bio-waste treatment plants, agricultural fertilizer systems (after pre-treatment), systems for pre-treatment before discharge into external structures and biogas plants.

To make its energy consumption even more efficient, Bonduelle has continued:

- the Frugal Factory project targeting the minimum amount of energy required for vegetable processing;
- research into the production and use of alternative energies such as biogas, either from the methanation of industrial effluent or from a methanation project including by-products;
- its packaging-reduction projects.

4.2.5 Hedging of non-financial risks

Three strategic objectives have been set for the Company by the family shareholding group, the stability of which contributes to a long-term approach: sustainability, independence and the individual development of our employees.

* Hazard analysis critical control point.

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 group level, based on objectives defined by Bonduelle's

Executive Management. The insurance programs are negotiated by the group's Insurance department and placed with top tier insurance companies.

TRANSFER OF RISK

Global comprehensive programs have been set in place to transfer major risks with potentially significant strategic and financial impacts to the insurance market:

- in light of the geographical dispersion and the size of our production facilities and deductible levels, all direct property damage risk has been transferred;
- for other risks, policies have been put in place to the extent permitted by the insurance and reinsurance markets.

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

The main programs are:

Risk	Deductible (in euros)	Insurer
Losses – Business interruption	€80,000 to €200,000 depending on the site	Allianz/RSA/Chartis
Public liability	€2,500	Chartis
Contamination and brand image	€1,000,000	HDI GERLING
Credit risk	87% coverage	Atradius

5

Consolidated financial statements

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

Consolidated income statement

5.1 Consolidated income statement

<i>(in thousands of euros)</i>	Notes	At 06/30/2012	At 06/30/2013
Revenue	5	1,766,951	1,896,148
Purchases and external charges	6	(1,274,203)	(1,373,916)
Employee benefits expense	7	(334,148)	(348,848)
Amortization and impairment		(71,937)	(75,524)
Other operating income	8	60,457	42,364
Other operating expenses	8	(46,195)	(35,272)
Gain/loss on sale of consolidated equity investments		(0)	683
Current operating income		100,926	105,635
Non-recurring items	9	(2,749)	(2,663)
Operating profit		98,177	102,972
Net borrowing costs		(27,092)	(30,589)
Other finance income and costs		(3,383)	2,953
Financial expense	10	(30,475)	(27,636)
Share of net income from associates		(1,655)	(3,006)
Profit before tax		66,047	72,329
Income tax	11	(18,325)	(20,402)
NET INCOME		47,722	51,927
• Attributable to owners of the Company		46,705	52,094
• Attributable to non-controlling interests		1,017	(167)
BASIC EARNINGS PER SHARE *	12	1.56	1.74
DILUTED EARNINGS PER SHARE *	12	1.56	1.74

* Pursuant to the adoption of the resolution proposed to the Shareholders' Meeting of December 6, 2012, the Management Board split the nominal value of the Bonduelle share in four. This change is included in the calculation of earnings per share as at 06/30/2012.

■ Gains and losses recognized directly in equity

<i>(in thousands of euros)</i>	At 06/30/2012	At 06/30/2013
Net income for the period	47,722	51,927
Items that may be reclassified subsequently to P&L	1,348	(14,902)
Cash flow hedge	(3,209)	324
Translation adjustments	3,399	(15,109)
Tax effects	1,158	(117)
Items that may not be reclassified subsequently to P&L	(2,170)	(1,645)
Actuarial gains and losses on defined benefit plans	(3,259)	(2,791)
Tax effects	1,089	1,146
Income and expenses recognized directly in equity	(821)	(16,547)
TOTAL RECOGNIZED INCOME AND EXPENSES	46,901	35,380
attributable to owners of the Company	46,007	35,618
attributable to non-controlling interests	894	(238)

5.2 Consolidated statement of financial position

Assets

<i>(in thousands of euros)</i>	Notes	At 06/30/2012	At 06/30/2013
Non-current assets		810,910	776,141
Other intangible assets	13	34,731	31,967
Goodwill	14	211,005	207,629
Property, plant and equipment	15	511,275	475,773
Investments in associates		10,620	9,635
Other non-current financial assets	17	19,481	28,354
Deferred taxes	11	14,704	13,866
Other non-current assets	16	9,094	8,917
Current assets		930,955	911,627
Inventories and work-in-progress	18	569,804	544,348
Trade and other receivables	19	322,339	313,066
Tax receivables		3,993	10,901
Other current assets	16	7,934	7,318
Other current financial assets	16	7,944	7,691
Cash and cash equivalents	21	18,941	28,303
TOTAL ASSETS		1,741,865	1,687,768

Liabilities

<i>(in thousands of euros)</i>	Notes	At 06/30/2012	At 06/30/2013
Equity attributable to owners of the Company		487,516	507,795
Share capital		56,000	56,000
Additional paid-in capital		22,545	22,545
Consolidated reserves		408,971	429,250
Non-controlling interests	1.B	16,229	7,560
Equity		503,745	515,355
Non-current liabilities		509,554	422,199
Financial liabilities	21	437,255	355,089
Employee benefit obligations	22	13,395	15,656
Other non-current provisions	24	25,102	16,838
Deferred taxes	11	19,820	22,559
Other non-current liabilities	16	13,982	12,058
Current liabilities		728,566	750,214
Current financial liabilities	21	212,576	279,975
Current provisions	24	1,838	1,390
Trade and other payables	25	507,434	462,327
Tax payables		1,282	634
Other current liabilities	16	5,436	5,888
TOTAL LIABILITIES		1,741,865	1,687,768

Consolidated statement of cash flows

5.3 Consolidated statement of cash flows

<i>(in thousands of euros)</i>	Note	At 06/30/2012	At 06/30/2013
Net income		47,722	51,927
Share of net income from associates		1,655	3,006
Depreciation, amortization and impairment		55,739	67,771
Other non-cash sources (jobs)		8,943	(6,034)
Taxes paid		(21,133)	(13,787)
Income tax expense	11	18,325	20,402
Accrued interest		(1,194)	393
Cash flow		110,057	123,678
Change in working capital requirement		(12,149)	(20,585)
Net cash flows from operating activities		97,908	103,093
Acquisitions of consolidated companies, net of cash and cash equivalents		(72,652)	(4,500)
Disposals of consolidated companies, net of cash and cash equivalents disposed of		0	5,118
Changes in scope of consolidation		(3)	(6,063)
Acquisitions of property, plant and equipment		(71,356)	(81,206)
Acquisitions of financial assets		(21)	0
Disposals of property, plant and equipment and financial assets		6,547	2,185
Net change in loans and other non-current financial assets		(121)	(210)
Net cash flows from (used in) investing activities		(137,605)	(84,676)
Capital increase		0	0
(Acquisition) disposal of treasury shares		(16,279)	1,273
Increase (Decrease) in non-current financial liabilities		195	145,206
Increase (Decrease) in current financial liabilities		(22,105)	(144,042)
Dividends paid to group and minority Shareholders		(11,653)	(11,225)
Net cash flows from (used in) financing activities		(49,842)	(8,788)
Impact of exchange rate changes		(2,908)	(269)
Change in cash and cash equivalents		(92,448)	9,361
Cash and cash equivalents – opening balance		111,389	18,941
Cash and cash equivalents – closing balance		18,941	28,303
CHANGE IN CASH AND CASH EQUIVALENTS		(92,448)	9,361

5.4 Consolidated statement of changes in equity

	In number of shares	Share capital	Pre- miums	Actuarial losses	Treasury shares	Trans- lation reserves	Accu- mulated income	Share- holders' equity- group share	Non- control- ling interests	Total equity
Equity at July 1, 2011	8,000,000	56,000	22,545	(1,495)	(12,704)	(322)	403,904	467,929	15,845	483,774
Income recognized directly through equity		0	0	(2,103)	0	3,455	(2,051)	(698)	(123)	(821)
Net income at 06/30/2012							46,705	46,705	1,017	47,722
Share purchase options							469	469	0	469
Puts on non-controlling interests							342	342	(582)	(240)
Changes in scope of consolidation							0	0	0	0
Treasury Shares					(16,282)		0	(16,282)	0	(16,282)
Other							656	656	73	729
Dividends paid							(11,605)	(11,605)	0	(11,605)
Equity at June 30, 2012	8,000,000	56,000	22,545	(3,598)	(28,985)	3,134	438,421	487,516	16,229	503,745
Equity at July 1, 2012	8,000,000	56,000	22,545	(3,598)	(28,985)	3,134	438,421	487,516	16,229	503,745
Income recognized directly through equity		0	0	(1,574)	0	(15,109)	207	(16,476)	(71)	(16,547)
Net income at 06/30/2013							52,094	52,094	(167)	51,927
Share purchase options							429	429		429
Puts on non-controlling interests										
Changes in scope of consolidation							(3,534)	(3,534)	(8,431)	(11,965)
Treasury Shares					1,420			1,420	0	1,420
Other							(2,428)	(2,428)		(2,428)
Dividends paid							(11,225)	(11,225)	0	(11,225)
EQUITY AT JUNE 30, 2013	32,000,000	56,000	22,545	(5,172)	(27,565)	(11,975)	473,963	507,795	7,560	515,355

5.5 Notes to the annual consolidated financial statements

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NOTE 1

Preparation methods

The consolidated financial statements of the Bonduelle Group and its subsidiaries ("the group") for the 2012-2013 fiscal year have been prepared in accordance with the "IFRS" (International Financial Reporting Standards) published by the IASB (International Accounting Standards Board), and whose adoption ruling has been published in the official journal of the European Union.

The notes to the annual consolidated financial statements have been prepared in accordance with IFRS and follow recommendation 2012-02 of the Autorité des Normes Comptables (ANC – French accounting standards board).

STANDARDS, UPDATES AND INTERPRETATIONS FIRST APPLICABLE TO THE YEAR ENDED JUNE 30, 2013

- The amendment to IAS 1 on the presentation of other items of comprehensive income (OCI), applicable to accounting periods starting on or after July 1, 2012, already applied in the previous year;

- The amendment to IAS 19 Employee Benefits, on the accounting treatment of past service costs in the event of a plan amendment and to disclosures in the notes, applicable to accounting periods starting on or after July 1, 2013, early-adopted.

As this standard is adopted for the first time, past service costs are recognized in equity.

Elimination of the option to recognize actuarial gains and losses on defined benefits according to the corridor method has no impact on the group's financial statements. As at January 1, 2006, the Bonduelle Group decided to recognize actuarial gains/losses directly in equity, according to the SORIE (Statement of Recognized Income and Expense) method;

- The annual improvements to IFRS, applicable to accounting periods starting on or after January 1, 2013, and early-adopted:
 - IFRS 1, relative to repeat applications of IFRS 1,
 - IAS 1, relative to clarification of the requirements for comparative information and consistency with the updates to the conceptual framework,

- IAS 16, relative to the classification of servicing and maintenance equipment,
- IAS 32, relative to the tax effect of distributions to holders of equity instruments and the costs related to capital transactions,
- IAS 34, relative to interim financial reporting and segment information for total segment assets.

STANDARDS, UPDATES AND INTERPRETATIONS NOT YET APPLICABLE AND THAT HAVE NOT BEEN APPLIED IN ADVANCE BY THE GROUP

- The amendment to IAS 32 Financial Instruments: Presentation, offsetting of financial assets and liabilities, applicable to accounting periods starting on or after January 1, 2014;
- The amendment to IFRS 7 Financial Instruments: Disclosures, disclosures on financial instruments and offsetting of financial assets and liabilities, applicable to accounting periods starting on or after January 1, 2013;
- IFRS 13 Fair Value Measurement, applicable to accounting periods starting on or after January 1, 2013;
- IFRS 10, IFRS 11, and IFRS 12, respectively Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities, applicable to accounting periods starting on or after January 1, 2014;
- Revised IAS 27 Parent company Financial Statements, applicable to accounting periods starting on or after January 1, 2014;
- Revised IAS 28 Investments in Associates and Joint Ventures, applicable to accounting periods starting on or after January 1, 2014.

A. Information concerning the group

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

The Management Board approved the consolidated financial statements in accordance with IFRS and authorized the publication of the approved financial statements closed on June 30, 2013, which will be submitted for approval at the Shareholders' Meeting on December 5, 2013.

THE GROUP'S NEW MANAGERIAL ORGANIZATION

At its Annual General Meeting held on December 6, 2012, the Bonduelle Group announced its new managerial structure.

For the Bonduelle Group, FY 2011-2012 was marked by solid internal growth, a significant return to profitability, and three promising acquisitions, demonstrating both its resilience in a difficult economic

environment, and its growth ambitions while its international development gathers pace.

This important phase in the group's development required changes to its organizational structure to adapt to the new dimensions of its activity and to its development projects.

The group is now organized around two geographic regions – Europe Zone and Non-Europe Zone – each with their own distinct characteristics and approaches, and four business segments:

- in the Europe Zone, Bonduelle Europe Long Life (canned and frozen operating segments) and Bonduelle Fresh Europe (packed salads and delicatessen operating segments) in the retail and food service sectors, for branded and private labels;
- in the Non-Europe Zone, Bonduelle Americas regroups all canned and frozen food activities in North and South America, and Bonduelle Development regroups the group's activities and development in the rest of the world, particularly in Eastern Europe.

The General Managers of the four business segments above, together with the Chief Financial and the Human Resources Officers, have joined Christophe Bonduelle, the group's Chairman, to form the group's Executive Committee.

SUSTAINABLE DEVELOPMENT: USE OF THE GRI FRAME OF REFERENCE

As part of its consistent and credible approach in terms of Corporate Social Responsibility, the Bonduelle Group has adopted the internationally recognized GRI frame of reference (Global Reporting Initiative) for its 2012 non-financial reporting. Bonduelle is one of the very rare companies outside of the CAC 40 (French major listed companies index) to have implemented such an approach. Following its first assessment, the Bonduelle Group was awarded a B+ application level in October 2012, thus placing it amongst the best French companies also using this frame of reference.

The GRI is an independent international organization founded in 1997, in partnership with the United Nations Environment Programme (UNEP). Its purpose is to develop globally applicable directives with the aim of structuring and standardizing company (and organization) management reports in terms of sustainable development.

SATISFACTORY INTEGRATION OF THE 2012 ACQUISITIONS

Despite the acquisitions concluded on dates close to production time (March 30 in the USA and Russia, and May 31, 2012 in Hungary), the performance of the production tools acquired was improved during the summer 2012 campaign. The Bonduelle Group once again demonstrated its industrial expertise and know-how, as well as its capacity to integrate new acquisitions. The new capacities set up in Russia and Hungary have contributed to the excellent commercial performance of this geographical area.

While sales by volume in the United States were impacted in 2012-2013 by the diversification of supply by Allens' clients (prior to the acquisition announcement by the Bonduelle Group), the quality of

Notes to the annual consolidated financial statements

service now offered to American customers means we are confident regarding business levels in 2013-2014. Progress made with the cost-cutting plan was ahead of schedule, allowing us to confirm performance targets in 2012-2013.

As the consequence of the late and recent nature of these acquisitions, they had a low impact on profitability for this fiscal year.

KOLKHOZE MAIAK DISPOSAL

In FY 2012-2013, the group sold to a French cooperative, one of Bonduelle's partners in the south-west the *Kolkhoze* it had acquired in 2010 in the Ukraine.

Following the acquisition of the Cecab's agro-industrial activities in Russia and of Kelet in Hungary, the Bonduelle Group's agro-industrial set-up project in the Ukraine has been postponed. The group has an option to purchase the industrial land with a view to reactivating the project at a later date. The disposal did not have any significant impact on the group's results.

2013 HARVESTS

The early part of the 2013 harvest was particularly difficult and chaotic in both Europe and Canada as a result of heavy rainfall and temperatures well below their historical average levels.

These adverse weather conditions led to some disruption in supply to plants and quantities of vegetables below target. These industrial under-utilization factors, combined with inflation in commodities will drive up production costs in FY 2013-2014.

B. Consolidation methods

The consolidated financial statements fully consolidate the financial statements of all subsidiaries controlled either directly or indirectly by the group. The group considers that it has exclusive control of a company when it is in a position to influence the operational and financial policies of the company, regardless of its percentage of ownership. Accordingly, certain companies are fully consolidated, even though the group only holds a percentage of the voting rights equal to or less than 50%. Full consolidation allows recognition of all of assets, liabilities and income statement items of the companies concerned, after elimination of all intercompany transactions and earnings, with the portion of income and equity attributable to group companies ("group share") distinguished from the portion concerning the interests of other Shareholders ("non-controlling interests"). All companies over which Bonduelle does not exercise exclusive control yet still exerts significant influence or joint control are accounted for using the equity method.

SOLEAL is fully consolidated (48%) as the company is legally controlled by Bonduelle and, from a contractual and financial standpoint, SOLEAL's sole intercompany customer is Bonduelle Conserve International (BCI.)

The three Gelagri companies are accounted for using the equity method. The percentages of control and ownership are equal to the holdings of preferred shares issued by the three companies.

All consolidated group companies closed their annual financial statements on June 30, 2013, with the exception of the following companies: Bonduelle Kuban, Coubanskies Conservi, Bonduelle do Brasil, Maiak Khudiaky Cherkassy Oblast, SCA des Hureaux, SCA Champignonnières de Dampierre, UltraCongelados de la Ribera and the Gelagri group companies, all of which were consolidated on the basis of their accounting position as at June 30, 2013.

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

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

All transactions between consolidated companies and intercompany income (including dividends) are eliminated.

C. Segment reporting

Segment data is reported on the basis of the operating segments used for internal reporting purposes. This is referred to as the "management approach."

The two operating segments are the Europe Zone and Non-Europe Zone.

Bonduelle's Europe Zone business segments cover France, Germany, Italy, the Iberian Peninsula, the Benelux countries and Central Europe.

Bonduelle's Non-Europe Zone business segments cover 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 group's Executive Management. Revenue, operating profit and non-current assets are presented by geographical region. Revenue is also presented by operating segment.

D. Translation of transactions denominated in foreign currencies and the financial statements of companies outside the euro zone

TRANSLATION OF TRANSACTIONS DENOMINATED IN FOREIGN CURRENCIES

Transactions denominated in foreign currencies are valued using the exchange rates applicable on the transaction dates. All receivables and liabilities denominated in foreign currencies recognized in the statement of financial position at the end of the period are valued at the closing rates. All foreign exchange gains and losses generated by the translation of transactions denominated in foreign currencies are included under the financial income and financial expenses headings of the income statement, except for those on borrowings denominated in foreign currencies or other instruments used to hedge long-term equity investments in that same currency, which are included on the line "Accumulated translation adjustments" of the consolidated Shareholders' equity.

TRANSLATION OF THE FINANCIAL STATEMENTS OF COMPANIES OUTSIDE THE EURO ZONE

The statement of financial positions of companies with a functional currency other than the euro are translated into euros at the official rate at the end of the financial period, and their income statements are translated into euros using the average exchange rate (excluding hyperinflation) for each currency during the period. The exchange differences resulting from the application of these various foreign exchange rates are included on the line "Accumulated translation adjustments" in consolidated Shareholders' equity until such time as the foreign holdings to which they pertain are sold or liquidated.

E. Business combinations

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

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

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

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

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

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

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

NOTE 2

Accounting principles

The consolidated financial statements at June 30, 2013 are presented in thousands of euros, and reflect the financial position of the Company and its subsidiaries (hereafter referred to as "the group").

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

A. Intangible assets

GOODWILL

When shares are acquired in companies that are either fully consolidated or accounted for using the equity method, the cost of acquiring the shares is allocated to the assets, liabilities and contingent liabilities acquired measured at their fair value. Any difference between the acquisition cost and the group's share in the fair value of the assets, liabilities and contingent liabilities acquired represents goodwill. These differences are presented on the asset side of the consolidated statement of financial position under "Goodwill" for fully-consolidated companies and under "Investments in 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.

Negative goodwill 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 statement of financial position under the heading "Other intangible assets."

Licenses, patents and any other intangible assets acquired are recognized at their acquisition cost under "Other intangible assets" in the consolidated statement of financial position. They are amortized on a straight-line basis in accordance with their projected useful life.

DEVELOPMENT COSTS

All development costs must be capitalized as intangible assets when the Company can prove that they will generate future economic benefits and their costs can be identified.

Notes to the annual consolidated financial statements

Development costs for software used within the group are carried as assets in the statement of financial position when it is probable that these expenses will generate future economic benefits. These costs are amortized on a straight-line basis over the expected useful life of the software, which may be between one and five years. All other software acquisition and development costs are immediately recognized as expenses.

MONITORING OF BRAND VALUES

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

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

MONITORING OF GOODWILL VALUES

The carrying amount of goodwill is tested for impairment at least once a year; all other intangible assets are tested when other events and conditions suggest that they are likely to have experienced a loss of value. An impairment loss is recognized when the recoverable amount of the intangible assets becomes less than their net carrying amount.

Any impairment is allocated first to the goodwill allocated to the cash generating unit (CGU), and then as a reduction of the net carrying amount of each asset within the CGU.

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

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

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

These cash flows are discounted using a pre-tax rate, on the basis of a weighted average cost of capital (WACC = 6.53%) 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 3.70% (30-year OAT FR).

The group uses the following operating segments to monitor its CGUs for each operating segment: Europe Zone and Non-Europe Zone.

For the Europe Zone:

- canned and frozen vegetables;
- fresh vegetables.

For the Non-Europe Zone:

- canned and frozen vegetables in North America;
- canned and frozen vegetables in Eastern Europe.

The fair value less all related selling costs corresponds to the amount that could be obtained by selling the asset (or group of assets) under arm's length conditions, less all costs related directly to the disposal of the asset(s).

B. Property, plant and equipment

Property, plant and equipment are recorded on the statement of financial position at their cost less accumulated depreciation and impairment. The gross value of property, plant and equipment corresponds to their purchase or production cost. It is never remeasured. Purchase or production costs include, where applicable, all costs related to the dismantling or refurbishing of production sites. Borrowing costs are not included in the costs of non-current assets.

Non-current assets held through finance leases are recognized as assets on the statement of financial position at the lower of the discounted value of the future minimum payments or the market value when the contract transfers to the group, in substance, most of the risks related to the ownership of the asset. The level of risk transferred is assessed by analyzing the terms of the contract. The financial liability arising from the acquisition of the asset is recorded in the consolidated statement of financial position.

Depreciation is calculated on a straight-line basis based on purchase cost, less any residual value, from the date on which the asset is ready to be placed in service. With the exception of certain special cases, residual values are zero.

Useful lives are reviewed periodically, particularly in the case of decisions to move production sites.

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

Where circumstances or events indicate that the value of a fixed asset may have declined, the group examines the recoverable amount of the asset (or group of assets to which it belongs.)

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

C. Financial assets

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

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

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

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

1. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

These consist of financial assets held by the group with a view to generating a short-term gain, or any financial assets voluntarily classified in this category. They are measured at their fair value, and all changes are recognized in the income statement. Classified under cash equivalents within the group's current assets, these financial instruments include, where applicable, units or shares in money market funds and derivative assets.

2. LOANS AND RECEIVABLES

Loans and receivables are 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 receivables are included in this category, under financial assets and trade receivables.

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. The group retains no continuous involvement in derecognized assets.

3. HELD TO MATURITY ASSETS

Held-to-maturity assets are financial assets, other than loans and receivables, with fixed maturities and fixed or determinable payments, which the group intends and is able to hold to maturity. These assets are initially recognized at fair value, and subsequently stated at their amortized cost using the effective interest rate method. They are tested for impairment if there is any evidence of loss of value. Impairment is recognized if the carrying amount is greater than the estimated recoverable amount.

Held-to-maturity investments are recorded under financial assets. Bonduelle held no such assets at year-end.

4. AVAILABLE-FOR-SALE ASSETS.

Available-for-sale assets are financial assets that cannot be classified in any of the aforementioned categories. They are measured at fair value. Any unrealized gains or losses are recognized in Shareholders' equity until such time as they are sold. However, when there is objective evidence of the impairment of an available-for-sale asset, the accumulated loss is recognized through profit or loss.

Permanent impairment recognized on the variable income securities cannot be reversed at a subsequent reporting date.

For listed securities, fair value corresponds to market price.

For unlisted securities, it is calculated by using recent transactions as benchmarks, or using a valuation technique based on reliable and observable market data. However, when it is not possible to provide a reasonable estimate of the fair value of a security, it is measured at its historical cost. These assets are subsequently tested for impairment to determine whether recovery is possible. This category includes primarily non-consolidated investments and securities that do not meet any of the other definitions of financial assets. They are recorded under financial assets.

D. Financial liabilities

Financial liabilities include:

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

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

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

Notes to the annual consolidated financial statements

E. Derivative financial instruments

The group uses over-the-counter derivatives to manage exposure to foreign exchange and interest rate risks. Group Policy precludes employees from engaging in speculative transactions on the financial markets.

In accordance with IAS 39, financial derivatives are recognized in the consolidated statement of financial position at fair value.

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

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

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

Intercompany margins are eliminated.

G. Treasury shares

Bonduelle's shares held by the Company are recognized as a reduction of consolidated equity, on the line "Treasury shares", for an amount corresponding to their cost. Any funds generated by the sale of treasury shares are applied directly as an increase of Shareholders' equity, and therefore any gains or losses on disposal do not impact net income for the year.

H. Cash and cash equivalents

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

The elements that make up cash and cash equivalents are cash in bank current accounts and units or shares in short-term money market funds or redeemable medium-term notes, of which the risk of a change in value is deemed negligible.

I. Investment grants

Investment grants are included under "Other non-current liabilities" in the statement of financial position 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 SAS, Bonduelle Conserve International SAS,

Bonduelle Surgelé International SAS, Bonduelle Development SAS, Champiloire SAS, Bonduelle Frais Traiteur SAS, Bonduelle Frais France SA, SCI de Revoisson, Bonduelle Traiteur International SAS, SAS Champignonnières des Roches, SAS Champignonnières de la Vienne, SAS Champiland, and SAS Euromycel.

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

Deferred taxes are recognized on temporary differences between the carrying amounts of assets and liabilities and their value for tax purposes, with the exception of goodwill. Under the liability method, deferred taxes are calculated on the basis of the income tax rate expected for the fiscal year during which the asset will be realized or the liability settled, and are classified among non-current assets and liabilities. Impacts of changes in tax rates from one year to the next are recognized in the net income of the fiscal year during which the change is recognized. Deferred taxes pertaining to items recognized directly in Shareholders' equity are also recognized in Shareholders' equity.

Total deferred tax assets resulting from temporary differences and tax loss and credit carryforwards must not exceed the estimated value of the tax that may be recovered. The latter is assessed at the end of each fiscal year, based on earnings forecasts for the tax entities concerned. Deferred tax assets and liabilities are not discounted.

All deferred taxes are recognized through profit or loss on the income statement, except those generated by items that are allocated directly to equity. In this case, the deferred taxes are also allocated to equity. This is the case in particular for deferred taxes on brands, when the expected tax rate has just been modified.

K. Retirement, termination and providence commitments

The group provides its employees with either defined contribution or defined benefit plans.

The group's main obligations under its defined benefit programs consist of termination benefits and long service awards in France, retirement plans in Germany, retirement benefits in Italy and a pension fund in the Netherlands.

Breakdown of the various plans:

	France	Germany	Italy	Netherlands
Type of plan	Termination benefits and long-service awards	Retirement plans	Termination plans	Pension funds
Discount rate	2.75%	2.75%	2.75%	2.75%
Return on plan assets	2.75%	N/A	N/A	2.75%
Future salary increase	2.20%	1.75%	N/A	2.50%
Retirement age	63 years	65 years	62 years	65 years

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

The same discount rate (2.75%) is used to calculate Bonduelle's obligations under the various plans. It was determined based on AA-rated bond yields of private issuers in the euro zone. The rate of salary inflation presented is an average rate, calculated specifically for each plan.

In accordance with IAS 19, "Employee Benefits", the projected unit credit method is used to calculate pension and other post-retirement benefits under the defined benefit plans, using assumptions about salary inflation, employee turnover, retirement age and life expectancy.

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

Under the revised IAS 19, the Bonduelle Group recognizes the actuarial gains and losses generated during the year directly to equity.

Actuarial gains and losses are generated by inter-period changes in the actuarial assumptions used to calculate the value of the liabilities and the assets, and by differences between the market conditions actually observed and those originally assumed.

Under the revised IAS 19, past service costs generated after July 1, 2013 are recognized in profit and loss for the period in which they occur.

The lines "Impact of discounting" and "Projected return on plan assets" are recognized through net financial expense.

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

Notes to the annual consolidated financial statements

L. Other non-current and current provisions

Provisions are established for clearly identifiable risks and expenses whose timing or amount is uncertain, when an obligation to a third party actually exists and it is certain or probable that this obligation will result in an outflow of resources without receiving at least equivalent consideration.

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

M. Revenue

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

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

N. Other current operating profit and expenses

This line includes other income and expense items not directly related to the group's business.

O. Non-recurring items

Non-recurring items comprise significant items that cannot be considered as inherent to the group's operational activity due to their nature and non-habitual character. They include mainly negative goodwill, impairment of intangible assets (including goodwill) from consolidated shareholdings, restructuring and reorganization costs, acquisition costs, and the impacts of changes in estimates.

P. Share-based payments

Share purchase options and free shares granted to employees are measured at their fair value on the allocation date. The fair value of the options is calculated using the Black & Scholes option pricing model, on the basis of assumptions determined by the Executive Management. This value is recognized in the income statement for the period during which employee's exercise rights become vested, with the offsetting entry consisting of an equivalent increase in Shareholders' equity. All expenses recognized in relation to options that expire prior to becoming exercisable are reversed in the income statement for the period during which they expire.

Q. Basic earnings per share and diluted earnings per share

Basic earnings per share are calculated by dividing net income attributable to owners of the Company by the average number of shares in issue during the fiscal year.

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

R. Assets and liabilities held for sale and operations discontinued, sold or in the process of being sold

Assets and liabilities held for sale, i.e. immediately available for disposal and whose disposal is highly probable, are presented on separate lines of the consolidated statement of financial position of the period during which the decision to sell was taken. The consolidated statements of financial positions of previous periods are not restated. Sale is said to be highly probable when a plan for the sale of the asset (or group of assets) held for sale has been drawn up by the Executive Management and an active search for an acquirer has been initiated.

Assets held for sale are measured at the lower of their carrying amount or fair value, less any selling costs, and are no longer depreciated.

Furthermore, net income and cash flow from discontinued operations or operations that have been sold or are in the process of being sold are presented respectively on a separate line of the income statement and the statement of cash flows, for all of the periods presented.

S. Use of estimates

As part of the normal preparation of the consolidated financial statements, the calculation of certain financial data requires the use of assumptions, estimates and assessments. This is especially true for the measurement of intangible assets, deferred taxes on tax loss carryforwards and the calculation of the amount of provisions for risks and charges or provisions for employee benefit and sales commitments. These assumptions, estimates and assessments are based on information and positions existing at the date on which the financial statements were prepared, which may prove, after the fact, to be different from the actual figures.

T. Reclassifications

The presentation of certain items in the financial statements pertaining to prior years may have been modified to make it compliant with the accounting principles adopted for the most recent period presented. No significant reclassifications were made during the fiscal year.

NOTE 3

Management of financial risks

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

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

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

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

The group prohibits the taking of speculative positions.

A. Liquidity risk

The group Finance department is responsible for maintaining sufficient liquidity at all times. It accomplishes this by efficiently managing the group's cash balances and ensuring that the maturity and legal conditions of the financing obtained are appropriate. In particular, it arranges confirmed lines of credit to maximize the flexibility of the group's financing (see Note 21 of the notes to the consolidated financial statements at June 30, 2013).

The Company specifically reviewed its liquidity risk and considers that it is able to meet its future payments.

B. Market risks

1. CURRENCY RISK

Risks related to changes in foreign exchange rates

The group publishes its consolidated financial statements in euros, and in 2012-2013, 65% of its revenue and 38% of its operating profit 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 US and Canadian dollars – fluctuates continuously. This means that the group is affected by fluctuations in the value of these currencies relative to the euro when they are translated into euros in the consolidated financial statements. For example, when the euro appreciates against these currencies it reduces the earnings contribution from those subsidiaries whose financial statements are denominated in these currencies.

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

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

Hedging policies for currency risk

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

The group uses over-the-counter financial instruments only to hedge the financial risks generated by its production and sales activities. All hedges entered into must comply with the objectives and procedures established by the Bonduelle Group's Executive Management. These transactions are centralized within the group Finance & 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 appear in Note 20 of the notes to the consolidated financial statements at June 30, 2013.

Notes to the annual consolidated financial statements

2. INTEREST RATE RISK

The interest rate management policy is coordinated, controlled and handled centrally, with the aim of protecting future cash flows and reducing the volatility of finance costs. The group uses various instruments available on the market, especially interest rate options and swaps. Details of the portfolio appear in Note 20 of the notes to the consolidated financial statements at June 30, 2013.

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. COMMODITY RISK

The Bonduelle Group has always favored the best agricultural lands and the geographical diversification of its sourcing regions when deciding where to locate its production facilities, in order to reduce the climate-related risks inherent to all farming activities.

There is, moreover, no organized market for the agricultural commodities purchased by the Bonduelle Group. Changes in the prices of agricultural commodities quoted on a market do, however, have a more or less significant impact on the group's purchase prices, depending on the agricultural alternatives available to producers. In order to ensure long-term relationships with its vegetable suppliers, Bonduelle holds annual negotiations with producers' associations, well in advance of the harvest, that set the producer's net margin per hectare. Bonduelle is therefore obliged to adjust its selling prices to reflect the results of its vegetable purchasing negotiations, which vary between sourcing regions.

C. Equity management

The Bonduelle Group always ensures that its financial structure remains optimal by respecting the equilibrium between its net debt and its equity, and by maintaining a consistent dividend policy. This is intended to keep the cost of capital to a minimum, to maximize share price and dividend growth for the Shareholders and to maintain sufficient financial flexibility to take advantage of any opportunities that may arise.

At June 30, 2013, the group had equity of €515.4 million, on the basis of which the Supervisory Board proposed a dividend of €0.375 per share.

NOTE 4**Changes in the scope of consolidation****France Champignon**

Following amendments to the commercial relations and changes to the statutory governance rules of France Champignon, Bonduelle no longer exercises exclusive control over this entity according to the IFRS.

In this context and given the legal characteristics of cooperative societies, France Champignon was deconsolidated on December 31, 2012.

The impacts on the consolidated statements are not material.

The non-consolidated shares are included in the balance sheet item "Other non-current financial assets".

SOLEAL

On March 11, 2013, the Bonduelle Group acquired 92,778 the SOLEAL company shares for a total of €4.5 million, thereby increasing its control from 36.95% to 47.85%.

Maiak

The disposal of the *kolkhoze* Maiak does not have any material impact on the group's results.

NOTE 5

Segment reporting

<i>(in thousands of euros)</i>	Europe Zone	Non-Europe Zone	Eliminations	Total at 06/30/2012
Income Statement				
Revenue	1,286,301	487,375	(6,725)	1,766,951
Operating profit	44,503	53,674		98,177
Non-current assets	564,258	246,652		810,910

<i>(in thousands of euros)</i>	Europe Zone	Non-Europe Zone	Eliminations	Total at 06/30/2012
Income Statement				
Revenue	1,268,908	634,292	(7,051)	1,896,148
Operating profit	45,594	57,377		102,972
Non-current assets	542,072	234,069		776,141

■ Information by segment

<i>(in thousands of euros)</i>	Canned/Frozen	Fresh	Other	Total at 06/30/2012
Revenue – excluding intercompany	1,385,927	381,024		1,766,951

<i>(in thousands of euros)</i>	Canned/Frozen	Fresh	Other	Total at 06/30/2012
Revenue – excluding intercompany	1,527,587	368,561		1,896,148

■ Information by geographical area

<i>(in thousands of euros)</i>	At 06/30/2012		At 06/30/2013	
France	642,944	36%	628,691	33%
North America	315,289	18%	422,077	22%
Germany	212,564	12%	207,580	11%
Italy	185,519	10%	180,049	10%
Eastern Europe ⁽¹⁾	130,343	7%	168,546	9%
Benelux	79,816	5%	81,804	4%
Central Europe ⁽²⁾	82,923	5%	81,585	4%
Iberian peninsula	45,130	3%	39,499	2%
Other	72,423	4%	86,317	5%
TOTAL REVENUE	1,766,951	100%	1,896,148	100%

(1) Eastern Europe: Russia + CIS countries.

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

Notes to the annual consolidated financial statements

NOTE 6

Purchases and external charges

<i>(in thousands of euros)</i>	At 06/30/2012	At 06/30/2013
Purchases of goods and other supplies	(893,183)	(973,247)
Production in inventory	8,394	23,898
Changes in inventories of goods and other supplies	20,053	(9,702)
Other external charges	(409,467)	(414,866)
TOTAL PURCHASES AND EXTERNAL CHARGES	(1,274,203)	(1,373,916)

NOTE 7

Remuneration and headcount

<i>(in thousands of euros and number of employees)</i>	At 06/30/2012	At 06/30/2013
Employee benefits expense for consolidated companies	(334,148)	(348,848)
Average annual workforce	8,973	9,758
Employees with long-term employment contracts	6,449	6,736

NOTE 8

Other operating income and expenses

<i>(in thousands of euros)</i>	At 06/30/2012	At 06/30/2013
Operating services	6,266	6,984
Recoveries of provisions and impairment	24,555	15,069
Other operating income	29,635	20,310
TOTAL OTHER OPERATING INCOME	60,457	42,364

<i>(in thousands of euros)</i>	At 06/30/2012	At 06/30/2013
Taxes and duties	(22,490)	(21,958)
Provisions and impairment	(12,715)	(6,878)
Other operating expenses	(10,989)	(6,436)
TOTAL OTHER OPERATING EXPENSES	(46,195)	(35,272)

NOTE 9

Non-recurring items

<i>(in thousands of euros)</i>	At 06/30/2012	At 06/30/2013
Disposals of non-operational property assets		
Reorganization and restructuring costs	(1,456)	(2,663)
Acquisition costs	(1,293)	
TOTAL NON-RECURRING ITEMS	(2,749)	(2,663)

NOTE 10

Net financial result

The group financial result as at 06/30/2013 amounted to -€27.6 million compared with -€30.5 million the previous year.

<i>(in thousands of euros)</i>		At 06/30/2012	At 06/30/2013
Cost of net debt	A	(27,092)	(30,589)
Cash and cash equivalents		666	822
Interest expense (at effective interest rate)		(27,644)	(31,163)
Gains and losses on liabilities covered by fair value hedges		(22,672)	8,451
Gains and losses on fair value hedging derivatives		22,558	(8,698)
Other finance income and costs	B	(3,383)	2,953
Foreign exchange gain (loss)		(1,142)	(889)
Ineffective portion of cash flow hedges		(312)	348
Net gain (loss) on derivatives ineligible for hedge accounting (foreign currency & interest rate risk)		(948)	3,707
Other finance costs		(981)	(213)
NET FINANCIAL RESULT	A+B	(30,475)	(27,636)

Cost of net debt, the main component of financial expense, was up from -€27.1 million at 06/30/2012 to -€30.6 million at 06/30/2013.

It comprises interest paid at the effective interest rate (-€31.2 million), income from cash (+€0.8 million), and residual inefficiency (-€0.2 million) calculated as the difference between the gains and losses on debt covered by fair value hedges (+€8.5 million) and the gains and losses on fair value hedging derivatives (-€8.7 million). This shortfall was due solely to the effect of interest rate changes (debts denominated in foreign currencies being fully hedged for currency risk).

The rise in the cost of net debt was mainly due to a rise in average debt in relation to acquisitions made by the group last year.

In addition, the group embarked upon two major refinancing operations:

- a €300 million Revolving Credit Facility (RCF) at the end of June 2012 with a 5-year maturity;
- a €145 million European Private Placement (EuroPP) in September 2012, with a 6.5-year maturity and paying a 3.83% coupon.

The EuroPP coupon, slightly higher than the group's average cost of debt did, however, enable it to significantly extend the average maturity of the debt, and together with the RCF, to secure its refinancing requirements by enabling it, more specifically, to meet its 2013-2014 bond maturities.

Notes to the annual consolidated financial statements

Finally, the interest rate, calculated on the group's average debt in all currencies and restated to account for IFRS impacts, amounted to 3.45% compared to 3.39% the previous year.

Other finance income and costs (+€3 million) can be broken down as follows:

- +€2.5 million in foreign exchange gains corresponding to income from foreign exchange hedges on flows relating to commercial activities in foreign currencies (breaking down as follows: -€0.9 million in foreign exchange losses, +€0.3 million in ineffective cash flow hedges and +€3 million in gains on derivatives not eligible for hedge accounting);
- +€0.4 million in other finance income and costs mainly corresponding to gains on interest rate derivatives not eligible for hedge accounting.

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

The scope of the interest rate sensitivity analyses included all financial instruments, both debt and derivatives. The analyses were made assuming a uniform shift of +/-50 bp in all yield curve maturities at the reporting date. The market values of the instruments were obtained from the valuation platforms used by the Finance & Treasury 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	
	Impact on equity	Impact on income	Impact on equity	Impact on income
<i>(in thousands of euros)</i>				
Interest on debt	0	(4,207)	0	4,207
Mark-to-market valuation of debt	0	5,439	0	(5,634)
Debt	0	1,232	0	(1,427)
Finance income from interest rate derivatives	0	1,042	0	(1,042)
Mark-to-market valuation of interest rate derivatives	1,616	(2,770)	(1,527)	2,908
Interest rate derivatives	1,616	(1,728)	(1,527)	1,866
TOTAL	1,616	(496)	(1,527)	439

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

In accordance with IFRS 7 §23, it is specified that, since this consists primarily of hedges of trading flows denominated in foreign currencies, the flows hedged and the associated hedging instruments generally mature in less than one year. In the case of longer assets or

liabilities, hedges can extend beyond one year though they must not exceed the present limit of six years, with the exception of hedges on the USPP bond issued in 2010, for which the hedges run until the bond matures (2022). In this case, the flows (intermediate and final) of hedging instruments run concurrently to the flows of the underlying hedged instruments and their impacts are offset in the income statement every quarter or half-year period according to the defined flow exchange schedules.

For the methods used to prepare the currency fluctuation sensitivity calculations, a variation of +/-5% in the euro against the main currencies has been applied.

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

(in thousands of euros)	Change in exchange rates			
	+5% change in the euro against currency		-5% change in the euro against currency	
	Impact on equity	Impact on income	Impact on equity	Impact on income
HUF/EUR	28	83	(20)	(111)
USD/EUR	4	(53)	(4)	57
PLN/EUR	42	(45)	(43)	47
RUB/EUR	(30)	(173)	12	159
USD/CAD	102	0	(101)	0
TOTAL	147	(189)	(157)	151

NOTE 11

Income tax

1. Analysis of net income tax expense

Total income tax expenses are analyzed in the following manner:

	At 06/30/2012	At 06/30/2013
Average tax rate:	27.07%	27.08%

2. Reconciliation of income tax and profit before tax

(in thousands of euros)	At 06/30/2012	%	At 06/30/2013	%
Net income attributable to owners of the Company	46,705		52,094	
Non-controlling interests	1,017		(167)	
Share of net income from associates	(1,655)		(3,006)	
Income tax expense	18,325		20,402	
PROFIT BEFORE TAX	67,702		75,336	
Theoretical tax expense	24,441	36.1%	27,196	36.1%
Reconciliation:				
Permanent differences	(1,194)	-1.8%	(2,697)	-3.6%
Difference in tax rates (outside of France)	(9,775)	-14.4%	(8,157)	-10.8%
Impact of tax loss carryforwards and other	4,853	7.2%	4,060	5.4%
ACTUAL INCOME TAX EXPENSE	18,325	27.1%	20,402	27.1%

Notes to the annual consolidated financial statements

3. Deferred taxes

<i>(in thousands of euros)</i>	At 06/30/2012	At 06/30/2013
Provisions and non-current assets	4,351	(3,381)
Margin in inventory	677	907
Tax loss carryforwards *	10,803	8,188
Accelerated depreciation and regulated provisions	(25,154)	(17,178)
Other **	4,207	2,770
NET DEFERRED TAX ASSETS	(5,116)	(8,692)

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

** Variation in tax due to restatements of financial instruments.

The tax loss carryforwards for which no deferred tax asset has been recorded, amounted to €103.0 million at June 30, 2013, compared with €114.8 million at June 30, 2012.

■ Change in net deferred tax assets

<i>(in thousands of euros)</i>	At 06/30/2012	At 06/30/2013
OPENING	(10,725)	(5,116)
Translation adjustments	(1,093)	354
Acquisition and disposals of subsidiaries	2,345	0
Tax recognized in the income statement	2,808	(6,616)
Taxes recognized directly through equity	1,549	2,686
CLOSING	(5,116)	(8,692)

NOTE 12

Earnings per share

A dividend of €0.375 per share will be proposed to the Shareholders' Meeting to be held on December 5, 2013.

At 06/30/2013, Bonduelle SCA's share capital comprised 32 million shares with a par value of €1.75 per share.

<i>(in thousands of euros)</i>	At 06/30/2012 reported	At 06/30/2012 restated *	At 06/30/2013
Net income attributable to owners of the Company	46,705	46,705	52,094
Number of shares used to calculate:			
• Basic earnings	7,478,190	29,912,760	30,000,688
• Diluted earnings	7,478,190	29,912,760	30,000,688
Earnings per share <i>(in euros)</i>			
• Basic earnings per share	6.25	1.56	1.74
• Diluted earnings per share	6.25	1.56	1.74

* As approved at its Shareholders' Meeting held on December 6, 2012, the Management Board divided Bonduelle's nominal share value by four at the end of March 2013.

NOTE 13**Other intangible assets**

Analysis of changes in gross carrying amounts and impairment:

<i>(in thousands of euros)</i>	At 06/30/2011	Acquisitions or charges	Sale, disposal or recovery	Other ⁽¹⁾	At 06/30/2012
Gross carrying amount					
Trademarks, patents and licenses	25,222	1,646	(30)	82	26,920
Software	47,977	1,675	(27)	47	49,672
Other	3,588	0	(0)	366	3,954
Property, plant and equipment under construction	613	1,317	0	(606)	1,324
	77,400	4,637	(57)	(111)	81,870
Amortization and impairment					
Trademarks, patents and licenses	2,166	77	(30)	(25)	2,187
Software	40,568	3,316	(25)	(244)	43,615
Other	1,064	219	0	54	1,337
	43,798	3,612	(55)	(216)	47,138
Net carrying amount					
Trademarks, patents and licenses	23,055				24,733
Software	7,409				6,057
Other	2,524				2,617
Property, plant and equipment under construction	613				1,324
	33,603				34,731

<i>(in thousands of euros)</i>	At 06/30/2012	Acquisitions or charges	Sale, disposal or recovery	Other ⁽¹⁾	At 06/30/2013
Gross carrying amount					
Trademarks, patents and licenses ⁽²⁾	26,920	100	0	(219)	26,801
Software	49,672	1,954	(3,652)	118	48,092
Other	3,954	0	0	(2,574)	1,380
Property, plant and equipment under construction	1,324	145	0	(855)	615
	81,870	2,200	(3,652)	(3,530)	76,887
Amortization and impairment					
Trademarks, patents and licenses	2,187	166	0	(8)	2,345
Software	43,615	1,757	(2,657)	(772)	41,943
Other	1,337	15	0	(719)	632
	47,138	1,938	(2,657)	(1,499)	44,920
Net carrying amount					
Trademarks, patents and licenses	24,733				24,456
Software	6,057				6,149
Other	2,617				748
Property, plant and equipment under construction	1,324				615
	34,731				31,967

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

(2) Carrying amounts of trademarks are as follows (in millions of euros): Cassegrain (20,215), Arctic Gardens (2,344), Globus (1,500).

Notes to the annual consolidated financial statements

NOTE 14

Goodwill

<i>(in thousands of euros)</i>	At 06/30/2011	Acquisition or charge ⁽¹⁾	Sale, disposal or recovery	Other ⁽²⁾	At 06/30/2012
GROSS CARRYING AMOUNT	189,425	19,546	0	2,034	211,005
Impairment	0	0	0	0	0
NET CARRYING AMOUNT	189,425	19,546	0	2,034	211,005

<i>(in thousands of euros)</i>	At 06/30/2012	Acquisitions or charges	Sale, disposal or recovery	Other ⁽²⁾	At 06/30/2013
GROSS CARRYING AMOUNT	211,005			(3,376)	207,629
Impairment	0				0
NET CARRYING AMOUNT	211,005				207,629

(1) At June 30, 2012, the increase corresponds to goodwill from acquisitions made during the year: Coubanskie Conservi (11,783), Corn Food (7,763).

(2) Translation adjustments.

Cash generating units (CGU) presenting indications of impairment or comprising goodwill, underwent impairment testing in 2013.

Depending on the CGU in question and the relevance of the assumptions and the availability of comparable benchmarks on the market, the recoverable amount of the assets used by the group is either a value in use or a market value. The main assumptions used to determine values in use for each CGU are described in Note 2A.

The results of the 2013 impairment tests did not result in the recognition of goodwill impairment.

The sensitivity analyses conducted on the main values tested did not reveal any likely scenario that would result in the recoverable amount being less than the carrying amount.

NOTE 15**Property, plant and equipment**

Analysis of changes in gross carrying amounts and impairment:

<i>(in thousands of euros)</i>	At 06/30/2011	Acquisitions or charges	Sale, disposal or recovery	Other ⁽¹⁾	At 06/30/2012
Gross carrying amount					
Land	52,209	459	(827)	3,509	55,350
Buildings	400,547	11,459	(5,273)	37,063	443,795
Industrial plant, tools and equipment	764,730	22,603	(32,377)	34,822	789,779
Other	53,806	4,700	(4,792)	9,302	63,017
Property, plant and equipment under construction	32,871	37,622	(3,189)	(31,852)	35,451
	1,304,164	76,843	(46,459)	52,844	1,387,393
Amortization					
Land	9,788	585	(113)	32	10,293
Buildings	239,909	16,816	(3,126)	5,993	259,592
Industrial plant, tools and equipment	532,710	48,713	(26,961)	(3,228)	551,233
Other	42,944	3,797	(5,570)	5,776	46,946
Property, plant and equipment under construction	0	0	0	0	0
	825,351	69,911	(35,770)	8,572	868,064
Impairment					
Land	576	(51)	0	0	525
Buildings	1,754	(34)	0	0	1,720
Industrial plant, tools and equipment	6,312	(1,162)	0	(0)	5,149
Other	28	(1)	(28)	0	1
Property, plant and equipment under construction	871	(18)	(2,994)	2,800	659
	9,540	(1,264)	(3,022)	2,800	8,054
Net carrying amount					
Land	41,846				44,532
Buildings	158,884				182,483
Industrial plant, tools and equipment	225,709				233,397
Other	10,834				16,071
Property, plant and equipment under construction	32,000				34,792
	469,273				511,275

(1) i.e. a net carrying amount of €41.5 million due mainly to changes in scope.
 Coubanskie Conservi (+€22.3 million), Allens (+€13.8 million), Corn Food (+€2.6 million), UCR (-€3.7 million).
 The rest consists mainly of translation adjustments and transfers between lines.

Notes to the annual consolidated financial statements

<i>(in thousands of euros)</i>	At 06/30/2012	Acquisitions or charges	Sale, disposal or recovery	Other ⁽¹⁾	At 06/30/2013
Gross carrying amount					
Land	55,350	342	(145)	(2,374)	53,172
Buildings	443,795	9,670	(1,100)	(27,586)	424,780
Industrial plant, tools and equipment	789,779	28,107	(20,099)	(27,971)	769,816
Other	63,017	3,937	(4,172)	(3,798)	58,984
Property, plant and equipment under construction	35,451	37,607	0	(39,921)	33,138
	1,387,393	79,662	(25,516)	(101,638)	1,339,902
Amortization					
Land	10,293	520	(18)	(105)	10,690
Buildings	259,592	18,044	(988)	(15,951)	260,697
Industrial plant, tools and equipment	551,233	51,834	(17,718)	(33,689)	551,661
Other	46,946	3,362	(2,615)	(9,029)	38,664
Property, plant and equipment under construction	0	0	0	0	0
	868,064	73,760	(21,339)	(58,773)	861,713
Impairment					
Land	525	0	0	267	792
Buildings	1,720	(89)	0	(1,444)	187
Industrial plant, tools and equipment	5,149	(94)	0	(4,487)	568
Other	1	(1)	0	1	0
Property, plant and equipment under construction	659	2	0	208	869
	8,054	(182)	0	(5,456)	2,416
Net carrying amount					
Land	44,532				41,690
Buildings	182,483				163,896
Industrial plant, tools and equipment	233,397				217,587
Other	16,071				20,319
Property, plant and equipment under construction	34,792				32,269
	511,275				475,773

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

The gross and net carrying amount of assets acquired or refinanced under finance leases totaled €42.0 and €5.2 million respectively at June 30, 2013, compared with €50.9 and €9.0 million at June 30, 2012.

NOTE 16

Presentation of financial assets and liabilities by category

■ At 06/30/2012

(in thousands of euros)	Value on statement of financial position	Fair value	Financial assets within the scope of application of IAS 39 on financial instruments			Assets excluded from the scope of application of IAS 39 on financial instruments
			Loans & receivables	Fair value through equity	Fair value through income	
Non-current assets						
Other non-current financial assets	19,482	19,482	4,984	177	14,321	
Participating interests	408	408	408			
Derivative financial instruments	14,498	14,498		177	14,321	
Other non-current financial assets	4,576	4,576	4,576			
Other non-current assets	9,094	9,094	8,612			482
Other non-current receivables	8,612	8,612	8,612			
Prepaid expenses	482	482				482
Current assets						
Trade & other receivables	322,339	322,339	322,339			
Other current assets	7,934	7,934	565			7,369
Non-consolidated loans and receivables	556	556	556			
Prepaid expenses	7,369	7,369				7,369
Other assets	9	9	9			
Derivative financial instruments	7,944	7,944		2,491	5,453	
Marketable securities and other investments	0					
Cash and cash equivalents	18,941	18,941	18,941			

Notes to the annual consolidated financial statements

	Value on statement of financial position	Fair value	Financial assets within the scope of application of IAS 39 on financial instruments			Liabilities excluded from the scope of application of IAS 39 on financial instruments
			Amortized cost	Fair value through equity	Fair value through income	
(in thousands of euros)						
Non-current liabilities						
Financial liabilities	437,255	438,967	413,028	6,687	29,530	
Debt excluding derivatives	426,678	428,390	413,028		25,640	
Derivative financial instruments	10,577	10,577		6,687	3,890	
Other non-current liabilities	665	665	665			
Investment grants						
Miscellaneous debts	665	665	665			
Current liabilities						
Trade and other payables	507,434	507,434	507,434			
Current financial liabilities	212,576	213,326	204,409	835	7,332	
Debt excluding derivatives	205,085	205,835	204,409		676	
Current derivative financial instruments	7,491	7,491		835	6,656	
Other current liabilities	5,436	5,436				5,436
Prepaid income and other accrual accounts	5,436	5,436				5,436

■ At 06/30/2013

	Value on statement of financial position	Fair value	Financial assets within the scope of application of IAS 39 on financial instruments			Assets excluded from the scope of application of IAS 39 on financial instruments
			Loans & receivables	Fair value through equity	Fair value through income	
(in thousands of euros)						
Non-current assets						
Other non-current financial assets	28,354	28,354	21,199	182	6,974	
Participating interests	16,182	16,182	16,183			
Derivative financial instruments	7,156	7,156	0	182	6,974	
Other non-current financial assets	5,016	5,016	5,016			
Other non-current assets	8,917	8,917	8,824			93
Other non-current receivables	8,824	8,824	8,824			
Prepaid expenses	93	93	0			93
Current assets						
Trade & other receivables	313,066	313,066	312,782			7,191
Other current assets	7,318	7,318	127			
Non-consolidated loans and receivables	118	118	118			
Prepaid expenses	7,191	7,191	0			
Other assets	9	9	9			7,191
Derivative financial instruments	7,691	7,691		1,011	6,681	
Marketable securities and other investments	0					
Cash and cash equivalents	28,303	28,303	28,303			

Notes to the annual consolidated financial statements

	Value on statement of financial position	Fair value	Financial assets within the scope of application of IAS 39 on financial instruments			Liabilities excluded from the scope of application of IAS 39 on financial instruments
			Amortized cost	Fair value through equity	Fair value through income	
(in thousands of euros)						
Non-current liabilities						
Financial liabilities	355,089	355,694	340,427	4,714	9,949	
Debt excluding derivatives	345,402	346,007	340,427		4,975	
Derivative financial instruments	9,687	9,687		4,714	4,974	
Other non-current liabilities	302	302	302			
Investment grants	0	0	0			
Miscellaneous debts	302	302	302			
Current liabilities						
Trade and other payables	462,327	462,327	462,327			
Current financial liabilities	279,975	279,558	275,763	952	3,260	
Debt excluding derivatives	276,882	276,465	275,763		1,118	
Current derivative financial instruments	3,093	3,093		952	2,142	
Other current liabilities	5,888	5,888				5,436
Prepaid income and other accrual accounts	5,888	5,888				5,436

NOTE 17**Other non-current financial assets**

Analysis of changes in gross carrying amounts and impairment:

<i>(in thousands of euros)</i>	At 06/30/2011	Acquisitions or charges	Disposals or recoveries	Other ⁽³⁾	At 06/30/2012
Gross carrying amount ⁽²⁾					
Participating interests ⁽¹⁾	1,698	20	0	(213)	1,505
Derivative financial instruments	4,924	0	0	9,574	14,498
Other non-current financial assets	4,436	949	(413)	(154)	4,818
	11,060	969	(413)	9,207	20,822
Impairment					
Participating interests ⁽¹⁾	1,248	0	(150)	0	1,098
Other non-current financial assets	192	0	0	50	243
	1,441	0	(150)	50	1,341
Net carrying amount					
Participating interests ⁽¹⁾	451	20	150	(213)	408
Derivative financial instruments	4,924	0	0	9,574	14,498
Other non-current financial assets	4,244	949	(413)	(205)	4,576
	9,619	969	(263)	9,157	19,482

<i>(in thousands of euros)</i>	At 06/30/2012	Acquisitions or charges	Disposals or recoveries	Other ⁽³⁾	At 06/30/2013
Gross carrying amount ⁽²⁾					
Participating interests ⁽¹⁾	1,505	0	0	15,811	17,317
Derivative financial instruments	14,498	0	0	(7,342)	7,156
Other non-current financial assets	4,818	717	(250)	(27)	5,259
	20,822	717	(250)	8,442	29,732
Impairment					
Participating interests ⁽¹⁾	1,098	36	0	(0)	1,134
Other non-current financial assets	243	0	0	0	243
	1,341	36	0	(0)	1,377
Net carrying amount					
Participating interests ⁽¹⁾	408	(36)	0	15,811	16,183
Derivative financial instruments	14,498	0	0	(7,342)	7,156
Other non-current financial assets	4,576	717	(250)	(27)	5,016
	19,482	681	(250)	8,442	28,354

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

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

(3) Change in scope, restatements and fair value of derivative financial instruments.

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NOTE 18

Inventories and work-in-progress

<i>(in thousands of euros)</i>	Gross carrying amount	Provisions	Net carrying amount at 06/30/2012	Gross carrying amount	Provisions	Net carrying amount at 06/30/2013
Materials and packaging	157,114	(2,539)	154,575	139,235	(1,840)	137,396
Finished goods	431,280	(16,051)	415,229	416,422	(9,470)	406,952
	588,395	(18,590)	569,804	555,657	(11,309)	544,348

■ Analysis of provisions for impairment of inventories and work-in-progress:

<i>(in thousands of euros)</i>	At 06/30/2012	At 06/30/2013
Materials and packaging		
Opening balance	(2,833)	(2,539)
Additions	(500)	(907)
Recoveries	785	463
Translation adjustments and other	8	1,144
CLOSING BALANCE	(2,539)	(1,840)
Finished goods		
Opening balance	(15,299)	(16,051)
Additions	(8,843)	(1,893)
Recoveries	8,191	7,790
Translation adjustments and other	(101)	684
CLOSING BALANCE	(16,051)	(9,470)

NOTE 19

Trade and other receivables

Analysis of trade and other receivables:

<i>(in thousands of euros)</i>	Gross carrying amount	Provisions	Net carrying amount at 06/30/2012	Gross carrying amount	Provisions	Net carrying amount at 06/30/2013
Trade receivables	233,637	(6,705)	226,931	235,581	(5,483)	230,098
Tax and social security receivables	55,435	0	55,435	45,599	0	45,599
Other receivables	40,397	(424)	39,973	37,732	(363)	37,369
TOTAL TRADE AND OTHER RECEIVABLES	329,469	(7,130)	322,339	318,912	(5,846)	313,066

■ Change in impairment of trade and other receivable

<i>(in thousands of euros)</i>	At 06/30/2012	At 06/30/2013
Trade receivables		
Opening balance	(8,410)	(6,705)
Additions	(2,694)	(1,238)
Recoveries	4,852	2,177
Translation adjustments and other	(452)	283
CLOSING BALANCE	(6,705)	(5,483)
Other receivables		
Opening balance	(731)	(424)
Additions	0	0
Recoveries	299	0
Translation adjustments and other	7	61
CLOSING BALANCE	(424)	(363)

■ Maturity analysis of trade and related receivables

<i>(in thousands of euros)</i>	At 06/30/2012	At 06/30/2013
Not yet due	198,416	192,334
Past due		
• less than 30 days	22,555	29,906
• between 30 and 90 days	4,296	5,628
• more than 90 days	1,664	2,230
TOTAL TRADE AND OTHER RECEIVABLES	226,931	230,098

NOTE 20

Derivative financial instruments

The group uses over-the-counter derivatives to manage exposure to foreign exchange and interest rate risks. Group Policy precludes employees from engaging in speculative transactions on the financial markets.

Interest rate derivatives

FAIR VALUE HEDGES

Two of the fixed-rate bonds issued by the group were partly swapped to variable rate at the time they were issued. These swaps meet the criteria required for fair value hedge accounting under IAS 39. The portion of the underlying debt and the swaps are recognized in the statement of financial position at their market value.

CASH FLOW HEDGES

In July 2007 and April 2009, the group also issued two variable rate bonds with redeemable share subscription and/or purchase warrants (OBSAAR), the first for €150 million and the second for €140 million. 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.

The same applies to the hedging instrument converting a USD fixed-rate into a euro fixed-rate on the USPP issue carried out in August 2010.

HEDGES INELIGIBLE FOR HEDGE ACCOUNTING UNDER IFRS

The group's debt also includes 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-

Notes to the annual consolidated financial statements

type options, or caps, that protect it against any significant rise in the interest rates. However, as these tunnels are 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 2010, the group issued a bond in USD. Therefore, the group is exposed to changes in the value of this debt produced by changes in the EUR/USD exchange rate. Derivative instruments, forward currency contracts 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

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

As in previous years, the group introduced foreign currency and interest rate hedges on intra-group financing covering the needs of some of its subsidiaries located outside of the euro zone (Canada, Russia, Brazil, Hungary and Poland). This intra-group financing has been the subject of full and systematic hedging of the foreign exchange risk, so that changes in the underlying value (loan/intra-group borrowings in currencies) are fully offset by changes in inverse values of the hedging item. Typically, cross currency swaps or futures sales are used for this hedging.

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

HEDGES INELIGIBLE FOR HEDGE ACCOUNTING UNDER IFRS

Some derivatives introduced by the group to hedge future cash flows do not qualify for hedge accounting under IAS 39. These consist mainly of out-of-the-money options. Under these circumstances, changes in value are recognized directly in profit or loss.

■ **Derivatives 06/30/2012**

		Market value		Carrying amount	
(in thousands of euros)	Notional	Assets	Liabilities	Assets	Liabilities
Interest rate derivatives (A)					
Cash flow hedges	313,624	177	7,469	177	7,469
Fair value hedges (swaps)	244,782	13,468	30	13,468	30
Hedges ineligible for hedge accounting under IFRS	(9,890)	35	3,716	35	3,716
Including forward contracts: Basis swaps	7,500	0	1,139	0	1,139
Including options: Caps	25,000	35	0	35	0
Including options: Floors	(42,390)	0	2,577	0	2,577
Current portion				1,537	4,506
Non-current portion				12,143	6,710
Foreign currency derivatives (B)					
Cash flow hedges	61,546	2,491	53	2,491	53
Including forward contracts	47,723	1,660	53	1,660	53
Including options	13,823	830	0	830	0
Fair value hedges (forward contracts)	246,651	4,837	5,698	4,837	5,419
Hedges ineligible for hedge accounting under IFRS	94,197	1,434	1,380	1,434	1,380
Including forward contracts	88,042	1,434	1,078	1,434	1,078
Including options	6,155	0	302	0	302
Current portion				6,406	2,985
Non-current portion				2,355	3,867
TOTAL DERIVATIVES (A+B)					
Current portion				7,944	7,491
Non-current portion				14,498	10,577

Notes to the annual consolidated financial statements

■ Derivatives 06/30/2013

		Market value		Carrying amount	
<i>In thousands of euros</i>	Notional	Assets	Liabilities	Assets	Liabilities
Interest rate derivatives (A)					
Cash flow hedges	236,652	182	5,468	182	5,468
Fair value hedges (swaps)	152,630	7,644	0	7,644	0
Hedges ineligible for hedge accounting under IFRS	32,009	74	3,024	74	3,024
<i>Including forward contracts: Basis swaps</i>	49,399	59	1,188	59	1,188
<i>Including options: Caps</i>	25,000	15	0	15	0
<i>Including options: Floors</i>	(42,390)	0	1,836	0	1,836
Current portion				1,222	1,189
Non-current portion				6,678	7,303
Foreign currency derivatives (B)					
Cash flow hedges	44,805	1,011	197	1,011	197
<i>Including forward contracts</i>	37,477	920	197	920	197
<i>Including options</i>	7,328	90	0	90	0
Fair value hedges (forward contracts)	196,507	826	2,474	826	2,474
Hedges ineligible for hedge accounting under IFRS	121,380	5,111	1,617	5,111	1,617
<i>Including forward contracts</i>	114,846	4,700	877	4,700	877
<i>Including options</i>	6,534	412	740	412	740
Current portion				6,470	1,904
Non-current portion				478	2,384
TOTAL DERIVATIVES (A+B)					
Current portion				7,691	3,093
Non-current portion				7,156	9,687

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

(in thousands of euros)	06/30/2012					
	USD/EUR	HUF/EUR	USD/CAD	RUB/EUR	PLN/EUR	OTHER
Net position before hedging	126,812	(42,953)	(15,886)	1,588	(1,667)	2,710
Net position after hedging	(2,675)	11,270	0	1,588	569	814

(in thousands of euros)	06/30/2013					
	USD/EUR	HUF/EUR	USD/CAD	RUB/EUR	PLN/EUR	OTHER
Net position before hedging	98,559	25,137	(10,703)	(7,859)	3,794	(4,682)
Net position after hedging	(839)	(1,279)	0	(1,557)	(816)	(1,736)

* Positions longer than one year are now fully hedged.

- = Company is exposed to a decrease in the value of the currency.

+ = Company is exposed to an increase in the value of the currency.

NOTE 21

Net debt

1. Analysis of Bond Issues

■ At 06/30/2012

<i>(in thousands of euros)</i>	Par value	< 6 months	< 1 year	1 to 5 years	> 5 years	Total
Bonds (USPP)	228,235	4,736	15,764	84,293	135,890	240,683
OBSAAR (see 2.)	243,334		45,796	194,504		240,300
Finance leases	5,476	557	557	2,888	1,473	5,476
Other bank borrowings	81,839	78,269		3,570		81,839
Other borrowings and financial liabilities	4,137	39	39	4,059		4,137
Accrued interest	3,678	3,678				3,678
Current bank lines	55,650	55,650				55,650
Total gross debt before derivatives	622,348	142,929	62,156	289,315	137,363	631,763
Derivatives – Liabilities		1,141	6,350	10,576	0	18,067
<i>o.w. derivatives hedging a debt in a fair value hedge</i>						
<i>o.w. other derivatives</i>		1,141	6,350	10,576		18,067
Total gross debt after fair value of derivatives		144,070	68,506	299,890	137,363	649,830
Derivatives – Assets		2,801	5,143	5,432	9,066	22,442
<i>o.w. derivatives hedging a debt in a fair value hedge</i>		361	936	5,188	8,888	15,373
<i>o.w. other derivatives</i>		2,440	4,207	244	178	7,069
Securities						
Cash	18,941	18,941				18,941
Total cash and cash equivalents	18,941	21,742	5,143	5,432	9,066	41,383
TOTAL NET DEBT		122,328	63,364	294,458	128,297	608,447
Total net debt before derivatives		123,988	62,156	289,315	137,363	612,822

Notes to the annual consolidated financial statements

■ At 06/30/2013

<i>(in thousands of euros)</i>	Par value	< 6 months	< 1 year	1 to 5 years	> 5 years	Total
Bonds (USPP)	208,235	15,825	5,264	63,267	128,960	213,316
OBSAAR (see 2.)/EuroPP	341,667	149,935	45,962	0	144,441	340,338
Finance leases	3,197	0	430	1,720	1,047	3,197
Other bank borrowings	26,638	24,998		1,639	0	26,638
Other borrowings and financial liabilities	4,607	0	42	4,565		4,607
Accrued interest	4,784	4,784	0	0	0	4,784
Current bank lines	29,405	29,405	0	0	0	29,405
Total gross debt before derivatives	618,532	224,947	51,697	71,192	274,448	622,284
Derivatives – Liabilities		1,582	1,511	5,584	4,103	12,780
<i>o.w. derivatives hedging a debt in a fair value hedge</i>		0	90	180	2,204	2,474
<i>o.w. other derivatives</i>		1,582	1,421	5,404	1,899	10,306
Total gross debt after fair value of derivatives		226,529	53,208	76,776	278,551	635,064
Derivatives – Assets		5,860	1,831	4,443	2,713	14,847
<i>o.w. derivatives hedging a debt in a fair value hedge</i>		1,096	892	3,768	2,713	8,469
<i>o.w. other derivatives</i>		4,764	939	675	0	6,378
Securities						
Cash	28,303	28,303	0	0	0	28,303
Total cash and cash equivalents	28,303	34,163	1,831	4,443	2,713	43,150
TOTAL NET DEBT		192,366	51,377	72,333	275,838	591,914
Total net debt before derivatives		196,644	51,697	71,192	274,448	593,981

2. Analysis of OBSAAR bonds by component

<i>(in thousands of euros)</i>	06/30/2012	06/30/2013
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	240,300	240,300
• including OBSAAR 2007	148,709	148,709
• including OBSAAR 2009	91,592	91,592

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

	OBSAAR 2007	OBSAAR 2009
Gross – debt impact	5,475	3,205
Deferred taxes	(1,976)	(1,157)
Share of issuing costs	(27)	(24)
Net – equity impact	3,563	2,077

Gross value includes:

- OBSAAR 2007: 750,000 BSAAR at €7.3 = 5,475 thousand euros;
- OBSAAR 2009: 699,999 BSAAR at €4.58 = 3,205 thousand euros.

As approved at its Shareholders Meeting held on December 6, 2012, the Management Board divided Bonduelle's nominal share value by four at the end of March 2013. At 06/30/2013, one BSAAR bond could be converted into four Bonduelle shares.

3. Analysis of net debt by interest rate excluding derivatives

<i>(in thousands of euros)</i>	06/30/2012	06/30/2013
Net debt excluding derivatives	612,822	593,981
Before interest rate hedging		
Fixed rate	335,813	396,982
Floating rate	277,009	196,999
After interest rate hedging		
Fixed rate	397,643	425,224
Floating rate *	215,179	168,758
<i>Including capped floating rate</i>	<i>45,316</i>	<i>75,316</i>

* Net of cash.

Notes to the annual consolidated financial statements

4. Analysis of net debt by foreign currency excluding derivatives

<i>(-) = cash balance</i>	06/30/2012	06/30/2013
EUR *	425,498	386,370
USD	14,335	22,485
CAD	92,875	113,009
HUF	43,000	35,379
RUB	12,950	13,455
BRL	7,583	7,776
PLN	16,581	15,508
TOTAL	612,822	593,981

* Net of cash.

5. Gross debt *

<i>(in thousands of euros)</i>	06/30/2012	06/30/2013
Opening balance	614,928	649,830
Increase	82,258	145,071
Repayment, decreases	(104,972)	(146,316)
Changes in scope	25,364	(762)
Changes in fair value	25,066	(7,003)
Translation adjustments	7,187	(5,756)
CLOSING BALANCE	649,830	635,064

* Including derivatives.

6. Market value of Financial Assets and Liabilities other than Derivatives

(in thousands of euros)	At 06/30/2012		
	Par value	Market value	Carrying amount
Liabilities			
Debt			
Bonds (USPP)	228,235	256,207	240,683
OBSAAR	243,334	240,300	240,300
Bank borrowings	87,314	87,314	87,314
Other borrowings and financial liabilities	4,137	4,137	4,137
Accrued interest	3,678	3,678	3,678
Current bank lines	55,650	55,650	55,650
TOTAL	622,348	647,287	631,763
<i>Including debt covered by fair value hedges</i>		202,468	186,790
<i>Including debt covered by cash flow hedges</i>		307,047	307,774
Assets			
Cash	18,941	18,941	18,941
TOTAL	18,941	18,941	18,941

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 06/30/2013		
	Par value	Market value	Carrying amount
Liabilities			
Debt			
Bonds (USPP)	208,235	225,442	213,316
OBSAAR (see 2.)/EuroPP	341,667	340,338	340,338
Bank borrowings	29,815	29,815	29,815
Other borrowings and financial liabilities	4,626	4,626	4,626
Accrued interest	4,784	4,784	4,784
Current bank lines	29,405	29,405	29,405
TOTAL	618,532	634,410	622,284
<i>Including debt covered by fair value hedges</i>		171,659	160,294
<i>Including debt covered by cash flow hedges</i>		230,132	229,372
Assets			
Cash	28,303	28,303	28,303
TOTAL	28,303	28,303	28,303

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

Notes to the annual consolidated financial statements

7. Analysis of Bond Issues

■ At June 30, 2013

				< 1 year		1 to 5 years		> 5 years		Total	
				Par value	Interest *	Par value	Interest *	Par value	Interest *	Par value	Interest *
(in thousands)	Maturity	Notional amount	Currency								
Public issues				-							
Private issues	2016	25,000	EUR	5,000	880	15,000	1,132	0	0	20,000	2,012
	2017	75,000	EUR	15,000	2,490	45,000	3,735	0	0	60,000	6,225
	2022	145,000	USD	0	7,308	0	29,246	145,000	18,259	145,000	54,813
	2022	15,175	EUR	0	723	0	2,894	15,175	1,812	15,175	5,429
	2019	145,000	EUR	0	2,769	0	22,244	145,000	11,077	145,000	36,090
OBSAAR 2007	2013	150,000	EUR	150,000	0	0	0	0	0	150,000	0
OBSAAR 2009	2014	140,000	EUR	46,667	440	0	0	0	0	46,667	440

* Amounts expressed before interest rate hedging; floating-rate interest is calculated with reference to the forward Euribor rate at June 30, 2013.

8. Liquidity

On July 2, 2012, the group announced the signing of a new €300 million Revolving Credit Facility (RCF) with a five-year term and bullet repayment.

The credit facility, set up with a pool of seven international banking groups, will enable Bonduelle to meet the bond component of its OBSAAR 2007 and 2009 repayments maturing in 2013-2014.

At June 30, 2013, this RCF had not been used.

On this same date, the group had several confirmed bank credit lines with maturities of between one and five years, bringing the amount of confirmed bank lines (including RCF) to €500 million (€541 million at June 30, 2012), of which €23 million had been drawn at June 30, 2013 (€76 million at June 30, 2012).

■ RCF

The Bonduelle Group issued a Revolving Credit Facility (RCF) at the end of June 2012.

This bond has the following characteristics:

- Currency: euro;
- Par value: 300,000,000;
- Date of issue: June 26, 2012;
- Maturity: July 03, 2017;
- Amortization: bullet;
- Seniority: *pari passu*;

• Covenants package:

- early redemption clause in the event Bonduelle should default on its financial liabilities (cross default),
- long-term debt/long-term equity ratio < 0.60,
- current assets/current liabilities ratio > 1.1.

■ EUROPP

In September 2012, the Bonduelle Group issued bonds in the form of a European Private Placement.

This bond has the following characteristics:

- Currency: euro;
- Par value: 145,000,000 (1,450 warrants of €100,000);
- Date of issue: September 10, 2012;
- Maturity: March 11, 2019;
- Rate: 3.83%;
- Issue at par;
- Yearly coupon;
- Seniority: *pari passu*;
- Covenants package:
 - early redemption clause in the event Bonduelle should default on its financial liabilities > €50,000,000 (cross default),
 - long-term debt/long-term equity ratio < or = 0.60,
 - current assets/current liabilities ratio > or = 1.1.

At 06/30/2013, the group complied with these covenants.

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 27,732 thousand euros at June 30, 2013, compared to 26,939 thousand euros at June 30, 2012.

2. Defined benefit plans

The group also has contractual obligations to pay termination and retirement benefits. These are estimated using the projected unit credit method.

The plans are set out in Note 2.K.

The change in the financial position of the defined benefit plans is as follows:

<i>(in thousands of euros)</i>	2011-2012	2012-2013
Income Statement: Retirement expense		
Cost of services rendered during the year	1,202	1,520
Impact of discounting	1,205	1,044
Projected return on plan assets	(537)	(503)
Amortization of the cost of past services	277	0
RETIREMENT (INCOME) EXPENSE RECOGNIZED	2,148	2,061

<i>(in thousands of euros)</i>	2011-2012	2012-2013
Change in the present value of the obligation		
Present value of the defined benefit obligation at July 1	25,439	31,368
Cost of services rendered during the year	1,202	1,520
Impact of discounting	1,205	1,044
Employee contributions	80	91
Business combination	0	(2,101)
Benefits paid	(913)	(645)
Actuarial (gains)/losses related to changes in demographic assumptions	(152)	103
Actuarial (gains)/losses related to changes in actuarial assumptions	4,625	1,125
Actuarial (gains)/losses related to experience differences	(119)	(938)
PRESENT VALUE OF THE DEFINED BENEFIT OBLIGATION AT JUNE 30	31,368	31,567

Notes to the annual consolidated financial statements

<i>(in thousands of euros)</i>	2011-2012	2012-2013
Change in fair value of plan assets		
Fair value of plan assets at July 1	13,083	14,327
Projected return on plan assets	537	503
Employer contributions	208	382
Employee contributions	80	91
Benefits paid	(677)	(540)
Actuarial (gains)/losses related to experience differences	1,095	1,149
FAIR VALUE OF PLAN ASSETS AT JUNE 30	14,327	15,911

<i>(in thousands of euros)</i>	2011-2012	2012-2013
Reconciliation with amount recognized in statement of financial position		
Net financial position: surplus/(deficit)	(17,042)	(15,656)
Unrecognized past service costs	3,648	0
Impact of the limiting of surpluses (IAS 19 #58 asset ceiling)	(28)	(28)
(Provision) at June 30	(13,421)	(15,684)
NET ASSETS AT JUNE 30	0	0

<i>(in thousands of euros)</i>	2011-2012	2012-2013
Actuarial gains and losses		
Actuarial (gains)/losses generated at July 1	2,182	5,441
Actuarial (gains)/losses generated between July 1 and June 30	3,259	(860)

<i>(in thousands of euros)</i>	2011-2012	2012-2013
Changes in carrying amounts recognized during the year		
Net opening (liability) asset	(8,459)	(13,421)
Past service costs (IAS 19R)	0	(3,648)
Retirement (expense) income	(2,148)	(2,061)
Benefits paid by the employer	236	104
Contributions paid by the employer	208	382
Combination/disposal of operations	0	2,101
Actuarial differences recognized in equity	(3,259)	860
NET CLOSING (LIABILITY) ASSET	(13,421)	(15,684)

For the actuarial assumptions at year end, refer to Note 2.K.

The assets managed by financial institutions to cover the group's termination benefit obligations are matched to general assets.

At June 30, 2013, the sensitivity of provisions for retirement benefits to the discount rate was as follows: a 0.25 point rise in the discount rate would have reduced the group's debt by 1,664 thousand euros. On the other hand, a 0.25 point drop would have increased the group's debt by 631 thousand euros. There would be no material impact on current year expense.

NOTE 23

Share-based payments

The Bonduelle SCA Management Board is authorized to grant Bonduelle stock options and free shares to certain of the group's directors and officers.

The allocation of free shares depends on the economic performance of the cash flow expressed as a percentage of consolidated group revenue achieved in the second fiscal year ending after the allocation date.

■ Description of stock option plans

	Plan 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 allocated	174,000	296,200	197,800
<ul style="list-style-type: none"> Including number of shares granted to Mr. Christophe Bonduelle, Chairman of Bonduelle SAS and legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA 	18,400	37,600	34,000
<ul style="list-style-type: none"> Including number of shares granted to the Executive Committee (other than Corporate Officers) 	66,800	138,000	83,000
Number of shares canceled ⁽¹⁾	(118,480)	(29,400)	(1,600)
Total number of shares that may be subscribed or purchased	55,520	266,800	196,200
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	18.00	14.27	19.11
Number of shares subscribed at, June 30, 2013	55,520	19,409	0

	Plan 15	Plan 16
Date of Shareholders' Meeting	12/03/2009	12/03/2009
Date of Management Board meeting	12/07/2010	12/15/2011
Initial number of shares allocated	188,800	207,600
<ul style="list-style-type: none"> Including number of shares granted to Mr. Christophe Bonduelle, Chairman of Bonduelle SAS and legal representative of Pierre et Benoît Bonduelle SAS, General Partner of Bonduelle SCA 	32,000	23,600
<ul style="list-style-type: none"> Including number of shares granted to the Executive Committee (other than Corporate Officers) 	87,600	21,600
Number of shares canceled ⁽¹⁾	(3,200)	(2,400)
Total number of shares that may be subscribed or purchased	185,600	205,200
Start of option exercise period	12/08/2014	12/16/2015
Date of expiration	12/07/2016	12/15/2017
Subscription price	15.90	15.73
Number of shares subscribed at June 30, 2013	0	0

(1) Cancellations correspond to shares granted to employees who left the group before the start of the exercise period or to unsubscribed shares for when the plan expires.

Notes to the annual consolidated financial statements

■ Description of free share allocation plans

	Plan 1	Plan 2
Date of Shareholders' Meeting	12/02/2010	12/02/2010
Date of Management Board meeting	01/04/2012	01/02/2013
Initial number of shares allocated	5,040	13,600
<ul style="list-style-type: none"> Including number of shares granted to Mr. Christophe Bonduelle, Chairman of Bonduelle SAS and legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA 	2,640	7,200
<ul style="list-style-type: none"> Including number of shares granted to the Executive Committee (other than Corporate Officers) 	2,400	6,400
Total number of free shares allocated	5,040	13,600
Date allocation effective ⁽²⁾	01/04/2014	01/02/2015
Date from which shares can be sold	01/04/2016	01/02/2017
Number of shares subscribed at, June 30, 2013	0	0

(2) The allocation of free shares depends on the economic performance of the cash flow expressed as a percentage of consolidated group revenue achieved in the second fiscal year ending after the allocation date.

■ Valuation of stock option and free share allocation plans

As stated in Note 2.P, share purchase options and free shares granted to employees are recognized at their fair value on the grant date, based on assumptions made by the Executive Management. The options and free shares granted in 2012 and 2013 were valued on the basis of the following assumptions:

	Options	Free shares	
	At 06/30/2012	At 06/30/2012	At 06/30/2013
Risk-free interest rate	1.94%	2.00%	0.51%
Expected life	4 years	2 years	2 years
Expected volatility	24.01%		
Illiquidity discount		3.58%	3.49%
Expected dividend rate	2.04%	2.04%	2.17%

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 average life of the options, i.e. five years.

The after tax charge for the period in respect of IFRS 2 was 671 thousand euros.

NOTE 24

Other provisions

<i>(in thousands of euros)</i>	06/30/2012	Charges	Reversals used	Reversals not used	Other ⁽¹⁾	06/30/2013
Sales related risks	1,455	101	(88)	(134)	(417)	917
Tax-related risks ⁽²⁾	4,914	427	(1,248)	(1,514)	850	3,429
Employee-related risks	3,779	977	(1,444)	(545)	204	2,970
Restructuring and reorganization	6,628	275	(2,061)	(105)	(1,858)	2,878
Other risks ⁽³⁾	10,164	1,695	(1,553)	(4,137)	1,865	8,034
	26,940	3,475	(6,394)	(6,436)	644	18,228

<i>(in thousands of euros)</i>	Current	Non-current	06/30/2013
Sales related risks	118	799	917
Tax-related risks ⁽²⁾	448	2,981	3,429
Employee-related risks	765	2,205	2,970
Restructuring and reorganization	0	2,878	2,878
Other risks ⁽³⁾	60	7,974	8,034
	1,390	16,838	18,228

(1) Translation adjustments, change in scope and transfers between lines.

(2) Provisions for tax-related risks relate to tax audits that are presently being conducted, which are provisioned in light of the group's analysis of the cases.

(3) Provisions for other risks consist essentially of production-related risks and charges.

NOTE 25

Trade and other payables

<i>(in thousands of euros)</i>	At 06/30/2012	At 06/30/2013
Trade payables	351,912	324,086
Amounts payable for acquisition of assets	26,699	25,428
Tax and social security payables	99,944	88,682
Other payables	28,879	24,131
TOTAL TRADE AND OTHER PAYABLES	507,434	462,327

Notes to the annual consolidated financial statements

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 are presented a fair view.

The Statutory Auditors are appointed by the Ordinary Shareholders' Meeting for a renewable period of six fiscal years.

Bonduelle SCA's Statutory Auditors are:

Mazars

Represented by Jean-Maurice El Nouchi and Léon Lewkowicz, 61 rue Henri Regnault – 92400 Courbevoie

Substitute: Jérôme de Pastors, 61 rue Henri Regnault – 92400 Courbevoie

Deloitte & Associés

Represented by Gérard Badin, 67 rue de Luxembourg – 59777 Euralille

Substitute: BEAS, 7/9 Villa Houssay – 92200 Neuilly-sur-Seine

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

They were appointed by the Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2012, and their terms will run through the Shareholders' Meeting held to approve the financial statements for the fiscal year ending June 30, 2018.

The following table presents a detailed analysis of the total fees paid by the group to its Statutory Auditors for the services rendered during fiscal years 2011-2012 and 2012-2013.

	Mazars				Deloitte & Associés				Total			
	2011-2012		2012-2013		2011-2012		2012-2013		2011-2012		2012-2013	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
<i>(in thousands of euros)</i>												
Audit												
Statutory Auditors, certification, examination of the individual and consolidated financial statements												
• Issuer	193	22%	178	21%	167	18%	151	18%	360	20%	329	20%
• Fully consolidated subsidiaries	622	70%	604	72%	776	82%	681	82%	1,398	76%	1,284	77%
Other audit duties and services directly related to independent Statutory Auditor mandate												
• Issuer												
• Fully consolidated subsidiaries	22	3%	33	4%	2	0%	0	0%	24	1%	33	2%
Sub-total	837	95%	815	97%	945	100%	832	99%	1,782	98%	1,647	99%
Other services provided by the audit networks to fully consolidated subsidiaries												
• Legal, tax, human resources	46	5%	23	3%	0	0%	1	0%	46	2%	24	1%
• Other												
Sub-total	46	5%	23	3%	0	0%	1	0%	46	2%	24	1%
TOTAL FEES	883	100%	837	100%	945	100%	833	100%	1,828	100%	1,670	100%

NOTE 27

Contingent liabilities

(in thousands of euros)

	At 06/30/2012	At 06/30/2013
Commitments given		
Guarantees and security deposits given (net of uses)	20,896	51,361
Commitments received		
Guarantees and security deposits received (net of uses)	1,047	2,029

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

Operating leases

(in thousands of euros)

	06/30/2013	06/30/2014	06/30/2015	06/30/2016	06/30/2017	06/30/2018
Commitments under operating leases	27,665	6,071	5,473	5,237	4,255	4,223

Environment

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

The group occasionally incurs refurbishing costs on closed industrial sites.

Greenhouse gases: in the absence of a defined IFRS accounting policy, greenhouse gas quotas are not recognized in the consolidated financial statements. Bonduelle complies with the 375,115 TEQ CO₂ emissions quota assigned to it for 2008-2012. For 2012, the volume of emissions submitted to quotas totaled 48,615 TEQ CO₂, under European system accounting.

Individual training right (DIF)

The group's French companies accrued a total of 401,264 training hours under the terms of the French individual training right (DIF) system and 398,236 training hours have not been used.

The amount of provisions made is based on Bonduelle's assessment of the level of risk on a case-by-case basis, and depends on its assessment of the basis for the claims, the stage of the proceedings and/or disputes and the arguments in its defense and is subject to checks by the Statutory Auditors, it being specified that the occurrence of events during proceedings may lead to a reappraisal of the risk at any moment.

Competition

As mentioned in the Financial Notice of August 6, 2013, the European Commission instituted infringement proceedings against the Group and other companies on the market of canned mushrooms, in order to pursue its investigation on the potential existence of anti-competitive practices.

Bonduelle only started processing and selling mushrooms when it acquired the France Champignon business from Butler Capital Partners in April 2010. Pending the results of the Commission's investigation, Bonduelle has, as a precautionary measure, brought a suit against the former owner based on fraud and the breach of the liability guarantee before the Commercial Court of Paris, which remains seized of the matter.

The Bonduelle Group's other canned activities in Europe are also under further investigation by the European Commission.

At this stage of the inquiry, the Bonduelle Group has not been notified of any complaint. No calendar can be determined with respect to the investigation. No provisions for any contingent liability have been made in the financial statements, in accordance with IFRS accounting principles.

NOTE 28

Risks and disputes

Bonduelle is subject to various legal and arbitration proceedings and disputes in the normal course of its business. Bonduelle is also subject to certain claims and/or lawsuits which fall outside the scope of the ordinary course of its business, the most significant of which are summarized below.

NOTE 29

Transactions with related parties

Subsidiaries and associates

The list of the group's subsidiaries and associates is provided in Note 31.

All transactions between the parent company and its subsidiaries and among the subsidiaries are eliminated on consolidation.

The group's transactions with the associates (equity accounted companies) Huerta Gama and Bonduelle Espagnola were not material.

For the companies Gelagri, OP OASI and UltraCongelados de la Ribera, recognized using the equity method, the main transactions carried out, as well as their receivables and debts are the following:

	At 06/30/2013		
	Gelagri	OP OASI	UltraCongelados de la Ribera
<i>(in thousands of euros)</i>			
Statement of financial position			
Trade receivables	2,099	3,844	369
Suppliers	807	14,087	783
Income Statement			
Sales	13,957	5,805	2,113
Purchases	(9,661)	(73,464)	(2,113)

Transactions with other related parties were not material.

Executive Management and control bodies

They consist of the following organizations:

1. The Management Board, Pierre et Benoît Bonduelle SAS;
2. The Supervisory Board consists of eight members;
3. The Executive Committee consists of seven members.

The current account with Pierre et Benoît Bonduelle SAS has 2,205 thousand euros credit.

There are no other significant commitments to the latter.

Compensation of the directors and Corporate Officers

SHORT-TERM BENEFITS

- The compensation of the Management Board is determined according to Article 17 of the Company Articles of association, in respect of which 1,168 thousand euros were paid for the fiscal year 2012-2013.
- The members of the Supervisory Board have received 36 thousand euros in directors' fees for the 2012-2013 fiscal 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 future performance of the group and its subsidiaries, in particular, as measured by the increase in revenue, net income attributable to owners of the Company, and return on capital employed.

<i>(in euros)</i>	2011-2012	2012-2013
Gross compensation paid to the members of the Executive Committee	4,009,449	4,092,798

POST-EMPLOYMENT BENEFITS

The group has established a supplementary, defined contribution pension plan (Article 83-plan), which is paid for to a significant extent by the beneficiaries concerned, with the group paying the remainder.

The Company contribution in respect of this plan in fiscal year 2012-2013 was not material.

OTHER LONG-TERM BENEFITS

None.

**EMPLOYMENT CONTRACT TERMINATION
BENEFIT**

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 2012-2013 fiscal year, they represent a total of 608 thousand euros for the members of the Executive Committee.

PAYMENT IN SHARES**a) Stock option plans previously allocated**

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

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

No stock options were exercised in the 2012-2013 fiscal year.

There were no acquisitions or disposals by the Company of its own shares with a view to a sale to its employees, other than the exercise of stock options.

The Bonduelle Group has adopted the principles of the Afep-Medef code regarding compensation.

NOTE 30**Events after the reporting date**

With the exception of the elements mentioned above, no material events occurred after the reporting date.

Notes to the annual consolidated financial statements

NOTE 31

List of group companies

Analysis of group companies by consolidation method:

	% voting rights 06/30/2012	% holding 06/30/2013	% voting rights 06/30/2013
1. FULL CONSOLIDATION			
France			
Bonduelle SAS	100%	100%	100%
Champiloire SAS	100%	100%	100%
Bonduelle Sud Europe S.N.C. (Incorporated by SA Champiloire)			
Sud Ouest Alliance – SOLEAL SAS ⁽¹⁾	36.95%	100%	47.85%
Bonduelle Frais Traiteur SAS	100%	100%	100%
Bonduelle Frais France SA	100%	100%	100%
Bonduelle Traiteur International SAS	100%	100%	100%
Revoisson S.C.I	100%	100%	100%
Bonduelle Surgelé International SAS	100%	100%	100%
Bonduelle Development SAS	100%	100%	100%
Bonduelle Conserve International SAS (Formerly SA Champiloire)	100%	100%	100%
SCA Champignonnières de Dampierre	64.92%	64.92%	64.92%
SCA Cultures France Champignon	100%	100%	100%
SAS Champignonnières des Roches	100%	100%	100%
SCA Champignonnières de l'Est	100%	100%	100%
SAS Champignonnières de la Vienne	100%	100%	100%
SCA Champignonnières de Rou Marson	100%	100%	100%
SCA des Champignonnières du Moulin	100%	100%	100%
SCA Culture de la Vienne	100%	100%	100%
SAS Champiland	100%	100%	100%
SAS Euromycel	100%	100%	100%
France Champignon	55.58%	0%	0%
GIE Champifor	89.57%	77.06%	77.06%
SCA des Hureaux	65%	65%	65%
Rest of the world			
Bonduelle Northern Europe, Belgium	100%	100%	100%
Bonduelle Nederland, Netherlands	100%	100%	100%
Bonduelle Deutschland GmbH, Germany	100%	100%	100%
BFP GmbH, Germany	100%	100%	100%
Bonduelle Österreich, Austria	100%	100%	100%
Bonduelle Nordic, Denmark	100%	100%	100%
Bonduelle Limited, UK	100%	100%	100%
BUKH Limited, UK	100%	100%	100%

(1) See Note 1.

	% voting rights 06/30/2012	% holding 06/30/2013	% voting rights 06/30/2013
Bonduelle Italia, Italy	100%	100%	100%
Agricola Lombarda, Italy	100%	100%	100%
Bonduelle Iberica SAU, Spain	100%	100%	100%
BF Agricola 4G, Spain	100%	100%	100%
Bonduelle Portugal, Portugal	100%	100%	100%
Bonduelle Polska, Poland	100%	100%	100%
Bonduelle Ceska Republika, Czech Republic	100%	100%	100%
Bonduelle Central Europe, Hungary	100%	100%	100%
BDV Hungary Trading, Hungary	100%	100%	100%
Corn Foods, Hungary	100%	100%	100%
Bonduelle Kuban, Russia	95%	95%	95%
Coubanskies Conservi Russia, Russia	100%	100%	100%
Maiak Khudiaky Cherkassy Oblast, Ukraine	100%	0%	0%
Bonduelle Incorporated, USA	100%	100%	100%
Bonduelle USA Inc., USA	100%	100%	100%
Bonduelle US Holding, USA	100%	100%	100%
Bonduelle Argentina, Argentina	100%	100%	100%
Primeurop Argentina, Argentina	100%	100%	100%
Bonduelle Do Brasil Produtos Alimenticios, Brazil	100%	100%	100%
Bonduelle Canada Inc., Canada	100%	100%	100%
Bonduelle Ontario Inc., Canada	100%	100%	100%
Terricole Inc, Canada	100%	100%	100%

2. EQUITY METHOD**France**

Gelagri France ⁽¹⁾	35.50%	35.50%	35.50%
Gelagri Bretagne ⁽¹⁾	35.50%	35.50%	35.50%

Rest of the world

OP OASI, Italy	35.00%	35.00%	35.00%
Huerta Gama S.C., Spain	14.29%	14.29%	14.29%
Gelagri Ibérica, Spain ⁽¹⁾ (formerly Gelagri Industrial)	35.50%	35.50%	35.50%
UltraCongelados de la Ribera	50%	50%	50%
Bonduelle Espagnola	50%	50%	50%

(1) See Note 1.

5.6 Statutory Auditors' report on the consolidated financial statements

Dear Shareholders,

In compliance with the assignment entrusted to us by your Shareholders' Meeting, we hereby report to you, for the year ended June 30, 2013 on:

- the audit of the accompanying consolidated financial statements of Bonduelle, as attached 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 role is to express an opinion on these consolidated financial statements based on our audit.

I. Opinion on the consolidated financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sample testing techniques or other methods of selection to obtain audit evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of significant estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In our opinion, the consolidated financial statements, give a true and fair view of the assets and liabilities, and of the financial position of the group as at June 30, 2013 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Without qualifying our opinion, we draw your attention to the matter set out in Notes 1, 2K and 22 of the notes to the consolidated financial statements, which set out the effects of the application on July 1, 2012 of IAS 19 (revised), pertaining to employee benefit commitments.

II. Justification of our assessments

In accordance with the provisions of Article L. 823-9 of the French Commercial Code regarding the justification of our assessments, we bring to your attention the following matters:

- Notes 2-A, 2-J, 11-3, 13 and 14 of the notes to the consolidated financial statements set out the method used by the group to value goodwill, other intangible assets with an indefinite life and deferred tax 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, reviewing 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 to the consolidated financial statements 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 verification

As required by law, we have also verified in accordance with professional standards applicable in France the information relating to the group provided in the management report.

We have no matters to report as to its fair presentation and consistency of this information with the consolidated financial statements.

Courbevoie and Lille, October 2, 2013

The Statutory Auditors

Mazars

Jean-Maurice EL NOUCHI

Léon LEWKOWICZ

Deloitte & Associés

Gérard BADIN

6

Parent company financial statements

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

Income statement

6.1 Income statement

<i>(in thousands of euros)</i>	06/30/2012 12 months	06/30/2013 12 months
Revenue excluding tax		442
Recoveries of depreciation, amortization and provisions and capitalized costs	203	270
Other operating income	2	0
Operating income	204	712
Other purchases and external charges	1,192	2,152
Taxes and duties	23	8
Charge in provisions for risks and expenses	203	206
Other charges	30	36
Operating expenses	1,449	2,402
Operating results	(1,244)	(1,690)
Loss transferred		
Finance income from subsidiaries and affiliates	5,169	39,000
Income from other non-current securities and receivables		
Other interest and similar income	20	
Income from interest on the OBSAAR	4,178	5,389
Recoveries of provisions and capitalized costs		120
Net gain on disposals of securities		
Finance income	9,366	44,509
Charges to provisions on financial assets	120	
Interest and similar expenses	90	293
Expenses from interest on the OBSAAR	4,176	5,388
Finance costs	4,386	5,681
Net financial result	4,980	38,828
	Note 9	
Current income	3,736	37,138
On revenue transactions	31	
On capital transactions	26	306
Recoveries of provisions and capitalized costs	18	9
Non-recurring income	74	316
	Note 10	
On revenue transactions	29	9
On capital transactions	30	32
Non-recurring charges to depreciation, amortization and provisions	67	
Non-recurring expenses	127	41
	Note 11	
Non-recurring income	(53)	274
Income tax	3,626	(1,189)
NET INCOME FOR THE PERIOD	57	38,601
	Note 13	

6.2 Balance sheet

Assets

		06/30/2012	06/30/2013	
		Net	Gross	Amortization & provisions
<i>(in thousands of euros)</i>				Net
Property, plant and equipment	Note 2	17	12	12
Land		12	12	12
Buildings		6		
Non-current financial assets	Note 3	607,827	734,458	734,458
Investments		333,762	360,762	360,762
Loans to subsidiaries and affiliates		243,846	343,580	343,580
Other non-current securities held		30,218	30,116	30,116
Loans				
Other non-current financial assets				
Non-current assets		607,844	734,470	734,470
Receivables		5,256	9,710	9,710
Trade and related receivables				
Other receivables	Note 4	5,256	9,710	9,710
Securities	Note 5	4,736	3,685	3,685
Cash		1	356	356
Prepaid expenses	Note 4	36	37	37
Current assets		10,028	13,788	13,788
TOTAL ASSETS		617,872	748,257	748,257

Liabilities

		06/30/2012	06/30/2013
		Before distribution	Before distribution
<i>(in thousands of euros)</i>			
Equity	Note 6	328,560	355,892
Share capital		56,000	56,000
Additional paid-in capital		22,545	22,646
Reserves			
Revaluation surplus		947	947
Legal reserve		5,600	5,600
Regulated reserves			
Other reserves		50,353	50,209
Retained earnings		193,058	181,890
Net income for the period		57	38,601
Provisions for risks and expenses	Note 7	32,140	35,868
Debt		257,173	356,497
Bonds	Note 8	243,334	341,667
Bank borrowings and other liabilities to banks	Note 8	1	1
Other borrowings and financial liabilities	Note 8	435	1,786
Trade and related payables	Note 8	170	190
Tax and social security payables	Note 8	3	3
Other payables	Note 8	13,231	12,851
TOTAL EQUITY AND LIABILITIES		617,872	748,257

Statement of cash flows

6.3 Statement of cash flows

<i>(in thousands of euros)</i>	06/30/2012 12 months	06/30/2013 12 months
Operating activities		
Net income for the period	57	38,601
Depreciation and amortization	1	0
Allocations to/Recoveries of provisions for risks and expenses	252	205
Allocations to/Recoveries of provisions on non-current financial assets and marketable securities	120	(120)
Allocations to/Recoveries of provisions for tax	6,682	3,523
Gross cash flows from operating activities	7,112	42,210
Gains on disposals of assets		(45)
Cash flows from operating activities	7,112	42,165
Change in trade and other receivables	11,987	(4,454)
Change in provisions for risks and expense		
Change in trade and other payables	8,734	(360)
Change in accrued interest on borrowings	(495)	1,351
Change in working capital requirements	20,226	(3,462)
Net cash flows from (used in) operating activities	27,338	38,703
Investing activities		
Acquisitions of property, plant and equipment and intangible assets		
Acquisitions of non-current financial assets	(21,194)	(180,348)
Disposals of property, plant and equipment and intangible assets		6
Disposals or repayments of non-current financial assets	52,136	53,818
Net cash flows from (used in) investing activities	30,942	(126,524)
Financing activities		
Dividends	(11,613)	(11,225)
Dividends to be paid		
Capital increase		
New borrowings (including bank lines)		145,000
Repayments of borrowings	(46,666)	(46,667)
Net cash flows from (used in) financing activities	(58,279)	87,108
CHANGE IN CASH AND CASH EQUIVALENTS	1	(714)
Cash and cash equivalents - closing balance	4,756	4,041
Cash and cash equivalents - opening balance	4,755	4,756
CHANGE IN CASH AND CASH EQUIVALENTS	1	(714)

6.4 Notes to the annual parent company financial statements

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NOTE 1

Activity of the Company

Bonduelle SCA is a financial holding company, whose corporate purpose is to:

- acquire and manage all types of securities, investment in equity or other interests in commercial, industrial, financial, investment and agricultural companies;
- provide access to financial markets to raise the funds needed to develop the group's activities.

Bonduelle SCA is the consolidating company of the Bonduelle Group.

Highlights

1. On September 10, 2012, Bonduelle SCA issued a €145,000,000 private placement bond on the European market.
2. The Company received a dividend of €39,000,000 dated December 27, 2012 from its subsidiary Bonduelle SAS. Subsequent to this transaction, the Company was the sole participant in the €27,000,000 capital increase of its subsidiary Bonduelle SAS.
3. Further to the decisions taken by the Shareholders' Meeting of December 6, the Company absorbed the civil companies l'Angevine, La Houssaie, Pecarrère and La Marjolaine. The capital was then reduced by canceling shares.

4. On April 8, 2013, Bonduelle SCA redeemed the second tranche of the 2009 OBSAAR bond for €46,666,800.

5. On March 28, 2013, Bonduelle SCA's nominal share value was divided by four.

Accounting policies and valuation methods

The balance sheet and income statement are presented in accordance with the provisions of French law.

General accounting conventions were applied with due regard for the principle of prudence and in accordance with these basic assumptions:

- going concern;
- consistency of accounting methods;
- independence of fiscal years;

and in compliance with general rules governing the preparation and presentation of annual financial statements.

The basic method used to value the items recognized in the accounts is the historical cost method.

The main rules and methods used the following:

Change of methods

No notable change in method was applied over the period.

Notes to the annual parent company financial statements

Property, plant and equipment

Property, plant and equipment were recognized at their purchase or contribution cost.

Depreciation is calculated on a straight-line method. Normal useful life assume for building is ten years.

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 Executive Management.

TREASURY SHARES

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

Therefore, treasury shares acquired are now recorded on the basis of their intended use, either in non-current financial assets or in securities.

Treasury shares held under liquidity contracts or for the purpose of use in acquisitions are classified under non-current financial assets.

Treasury shares allocated to the coverage of stock option plans are reclassified into securities at their net carrying amount on the date they are allocated by the Management Board.

TREASURY SHARES HELD UNDER THE TERMS OF A LIQUIDITY CONTRACT AND FOR USE IN MAKING ACQUISITIONS

Treasury shares held under the terms of a liquidity contract or for use in making acquisitions are recognized at purchase price.

At the close of the fiscal year, impairment is recognized if the average market share price for the previous month is lower than the average price paid to purchase the shares held as treasury shares as well as those allocated to stock option plans which are not expected to be exercised.

Receivables

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

Provisions for risks and expenses

Provisions are assessed by the Executive Management to take account of the Company's actual obligations (legal or implied), in compliance with French accounting policies and notably the provisions of the French Accounting Regulations Committee's (CRC) Standard 2000-06 regarding liabilities. Any disputes are evaluated on the basis of the claims made by third parties, which are revised, if applicable, on the basis of the defensive actions taken by the Company.

Translation of foreign currency items

All receivables and liabilities denominated in foreign currencies are translated at the closing rate of the fiscal year. Any differences arising from changes in exchange rates are recognized in "translation adjustments" in the balance sheet.

Securities

TREASURY SHARES ALLOCATED TO STOCK OPTION PLANS

Treasury shares are recorded:

- at purchase price, if acquired to be allocated directly to the cover of stock option plans;
- at net carrying amount on the date they are allocated by the Management Board to cover stock option plans, if these shares had been acquired previously or were taken from treasury shares recorded in non-current financial assets.

The shares are allocated into separate sub-categories based on the likelihood of the stock options being exercised by beneficiaries, in light of the average market share price for the previous month.

Shares allocated to stock option plans that are likely to be exercised are the object of an expense accrued to liabilities if the exercise price is lower than the carrying amount. The probability of an option being exercised is evaluated on a plan-by-plan basis, in light of the conditions of each plan. The total value of this future expense is spread evenly over the vesting period. The corresponding expense is recorded under net operating profit in the Section "charge in provisions for risks and expenses".

This provision is offset by the recognition of an accrued income in the same amount under the group company accounts in respect of the workforce beneficiaries.

The costs incurred are invoiced according to the same rules. They are recorded under net operating profit in the Section "transfer of capitalized costs".

Treasury shares allocated to stock option plans that are unlikely to be exercised by employees are written down if, at the reporting date, the average market share price for the previous month is lower than the average price of all the treasury shares that are unlikely to be exercised and of all shares not initially allocated to the cover of a specific stock option plan.

All of these methods are compliant with the French General Chart of Accounts (PCG) 99-03 as modified by French Accounting Regulations Committee Standard 2008-15 of December 4, 2008.

OTHER SECURITIES

Securities are recognized at cost.

A provision for impairment is recognized if the value in use is lower than the carrying amount.

Bonds

1. In early July 2007, the Company issued a €150 million bond with redeemable share subscription and/or purchase warrants (OBSAAR), represented by 150,000 bonds with a par value of €1,000. 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 2007 BSAAR have been listed on Euronext Paris.

After division of the nominal share value, each BSAAR gives the holder the right to subscribe for or purchase four shares of the Company, with immediate dividend rights, at a price of €28.44. 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.

During the 2012-2013 fiscal year, five of the 2007 BSAAR were exercised at a price of €28.44. 20 existing shares in the Company being used in the transaction.

In all, 18,013 of the 2007 BSAAR remain outstanding.

If the full number of 18,013 of the 2007 BSAAR still outstanding were to be exchanged via the subscription of new shares, a total

of 72,052 Bonduelle shares with a par value of €1.75 would be created, representing a total share capital increase of €126,091, equivalent to 0.23% of the Company's current share capital.

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

After division of the nominal share value, each 2009 BSAAR gives the holder the right to subscribe for or purchase four shares of the Company, with immediate dividend rights, at a price of €20.

The 2009 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.

During the 2012-2013 fiscal year, 201 of the 2009 BSAAR were exercised. 804 existing shares in the Company being used in the transaction at a price of €20.

There are now a total of 1,431,678 of the 2009 BSAAR outstanding.

Since October 8, 2010, the 2009 BSAAR have been listed on Euronext Paris.

If all 1,431,678 of the 2009 BSAAR still outstanding were to be exchanged via the subscription of new shares, a total of 5,726,712 Bonduelle shares with a par value of €1.75 would be created, representing a total share capital increase of €10,021,746, equivalent to 17.90% of the Company's current share capital.

3. In early September 2012, the Company issued a €145,000,000 bond in the form of a European Private Placement.

This bond was issued for a period of 6.5 years. It is redeemable in one bullet repayment on 03/11/2019.

These three bonds were issued to cover the financing needs of the Bonduelle SAS subsidiary, which received the full proceeds of the issue. The resulting loan to the subsidiary is recorded in non current financial assets.

The cost of the European Private Placement issue, which was borne by Bonduelle SCA, was passed on to Bonduelle SAS in full.

Interest paid and accrued on this funding over the fiscal year, i.e. 5,388 thousand euros was recharged to Bonduelle SAS.

Notes to the annual parent company financial statements

NOTE 2

Property, plant and equipment

Analysis of changes in gross carrying amount and accumulated depreciation:

<i>(in thousands of euros)</i>	At 06/30/2012	Acquisitions or charges	Mergers and contributions	Disposals or recoveries	At 06/30/2013
Gross carrying amount					
Land	12				12
Buildings	15			(15)	
	27			(15)	12
Amortization					
Land					
Buildings	9	0.4		(9)	
	9	0		(9)	
Net carrying amount					
Land	12				12
Buildings	6	(0)		(6)	
	18	(0)		(6)	12

NOTE 3

Non-current financial assets

Analysis of changes in gross carrying amounts and provisions:

<i>(in thousands of euros)</i>	Gross carrying amount at 06/30/2012	Acquisitions	Disposals	Redemptions, reclassifications and others	Gross carrying amount at 06/30/2013
Participating interests	333,762	27,000			360,762
Bonduelle SAS	333,762	27,000			360,762
Other non-current receivables	243,846	146,401		(46,667)	343,580
Loans to subsidiaries and affiliates					
Bonduelle SAS ⁽¹⁾	243,334	145,000		(46,667)	341,667
Other	78	49			127
Accrued interest	435	1,351			1,786
Other non-current financial assets					
Loans					
Treasury shares held:					
• under a liquidity contract	206	6,948	(6,976)		177
• in relation to an acquisition	30,113		(175)		29,939
	607,928	180,348	(7,151)	(46,667)	734,458

(1) Bond issued 07/25/2007, transferred to Bonduelle SAS and with bullet redemption on 07/24/2013.

Bond issued 04/06/2009, transferred to Bonduelle SAS and redeemable in three equal installments on 04/06/2012, 04/06/2013 and 04/06/2014.

EuroPP issued 09/10/2012, transferred to Bonduelle SAS and with bullet redemption on 03/11/2019 (see Note 8).

<i>(in thousands of euros)</i>	Gross carrying amount at 06/30/2013	Provisions at 06/30/2012	Charges	Recoveries	Net carrying amount at 06/30/2013
Participating interests	360,762				360,762
Other non-current receivables ⁽¹⁾	343,580				343,580
Other non-current financial assets					
Treasury shares held:					
• under a liquidity contract	177	1		1	177
• in relation to an acquisition	29,939	100		100	29,939
	734,458	101		101	734,458
Value at year-end:					
Treasury shares					29,480

(1) Bond issued 07/25/2007, transferred to Bonduelle SAS and with bullet redemption on 07/24/2013.
Bond issued 04/06/2009, transferred to Bonduelle SAS and redeemable in three equal installments on 04/06/2012, 04/06/2013 and 04/06/2014.
EuroPP issued 09/10/2012, transferred to Bonduelle SAS and with bullet redemption on 03/11/2019 (see Note 8).

<i>(in number of shares)</i>	At 06/30/2012	Increase	Decrease	Reclassification	At 06/30/2013
Treasury shares held:					
• under a liquidity contract	12,400	386,617	389,356		9,661
• in relation to an acquisition	1,747,856		10,260		1,737,596
	1,760,256	386,617	399,616		1,747,257
Average price of transactions over the period		€17.97	€17.89		

NOTE 4

Receivables balances

<i>(in thousands of euros)</i>	Gross value	Up to 1 year	More than one year
Current assets			
Other client receivables			
<i>o.w. accrued income</i>			
Group and associates			
<i>o.w. accrued income</i>			
Government - taxes and duties	7,971	7,971	
Other - Receivables from suppliers	2	2	
Group and associates	345	345	
Other - Miscellaneous receivables ⁽¹⁾	1,391	1,391	
Other - Prepaid expenses	37	37	
	9,747	9,747	

(1) Stock-options: billing of expenses related to exercise of options to Bonduelle Group companies (see Note 18).

Notes to the annual parent company financial statements

NOTE 5

Securities

<i>(in thousands of euros)</i>	At 06/30/2012	At 06/30/2013
Treasury shares held for stock options	4,755	3,685
Impairment of treasury shares held for stock options	(19)	
	4,736	3,685
Value at year-end:		
Treasury shares held for stock options	5,476	4,628

<i>(in number of shares)</i>	At 06/30/2012	Increase	Decrease	Reclassification	At 06/30/2013
502.1: Treasury shares held for stock options to be granted to employees and allocated to specific plans					
502.2: Treasury shares held for stock options available to be allocated to employees	326,984		74,929		252,055
TOTAL NUMBER	326,984		74,929		252,055

<i>(in thousands of euros)</i>	At 06/30/2012	Increase	Decrease	Reclassification ⁽¹⁾	At 06/30/2013
502.1: Treasury shares held for stock options to be granted to employees and allocated to specific plans					
502.2: Treasury shares held for stock options available to be allocated to employees	4,755		1,070		3,685
TOTAL AMOUNT	4,755		1,070		3,685

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

■ Impairment of treasury shares

<i>(in thousands of euros)</i>	At 06/30/2012	Increase	Decrease	Reclassification ⁽¹⁾	At 06/30/2013
502.1: Treasury shares held for stock options to be granted to employees and allocated to specific plans					
502.2: Treasury shares held for stock options available to be allocated to employees	19		19		
TOTAL AMOUNT	19		19		

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

NOTE 6

Equity

<i>(in thousands of euros)</i>	At 06/30/2012	Allocation Net income 2011-2012	Change	At 06/30/2013
Share capital	56,000			56,000
Additional paid-in capital/merger premium	22,545		101	22,646
Revaluation surplus	947			947
Legal reserve	5,600			5,600
Regulated reserves				
Other reserves	50,353		(144)	50,209
Retained earnings	193,058	(11,168)		181,890
Net income for the period				
06/30/2012	57	(57)		
06/30/2013			38,601	38,601
Dividends		11,225		
	328,560		38,457	355,892

Dividends of €570 and €11,224 thousand were respectively paid to the General Partner and the other Shareholders.

Share capital

At 06/30/2013, the share capital was comprised of 32,000,000 shares with a par value of €1.75 per share:

- 15,909,882 common shares;
- 16,090,118 shares with double voting rights.

The 32,000,000 shares comprising the Company's share capital represent 46,090,806 voting rights.

NOTE 7

Provisions for risks and expenses

<i>(in thousands of euros)</i>	At 06/30/2012	Charges	Recoveries		At 06/30/2013
			Used	Unused	
Provisions for risk on treasury shares held for stock options	1,186	205			1,391
Provision for taxes - Tax consolidation ⁽¹⁾	30,116	4,688	467		34,337
Provision for taxes - Tax Audit	837		698		139
	32,140	4,893	1,165		35,868

(1) The provision for taxes is related to the use of the tax loss carryforwards of the companies in the tax consolidation group.

Notes to the annual parent company financial statements

NOTE 8

Debt

(in thousands of euros)	06/30/2012	06/30/2013		
		Gross value	Up to one year	> 1 year and < 5 years
Borrowings ⁽¹⁾	243,768	343,453	198,453	145,000
Bank lines	1	1	1	
Trade and related payables ⁽²⁾	170	190	190	
Tax and social security payables	3	3	3	
Other payables	13,231	12,851	12,851	
	257,173	356,497	211,497	145,000

(1) On 07/25/2007, Bonduelle SCA issued a six-year €150 million adjustable rate OBSAAR bond loan with bullet redemption on 07/24/2013. On 04/06/2009, Bonduelle SCA issued a five-year €140 million adjustable rate OBSAAR bond loan, redeemable in three equal installments on 04/06/2012, 04/06/2013 and 04/06/2014. On 09/10/2012, Bonduelle SCA issued a €145 million bond in the form of a European Private Placement at 3.83% with bullet redemption on 03/11/2019. These three bonds were issued to cover the financing needs of the Bonduelle SAS 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 finance income

(in thousands of euros)	At 06/30/2012	At 06/30/2013
Finance income		
Finance income from subsidiaries and affiliates		
• Bonduelle SAS	5,169	39,000
• Income from loans		
	5,169	39,000
Income from other non-current securities and receivables		
Interest income on the OBSAAR and EuroPP ⁽¹⁾	4,178	5,389
Recoveries of provisions and capitalized costs ⁽²⁾		120
Other interest and similar income	20	
Net gain on disposals of securities		
	9,366	44,509
Finance costs		
Depreciation, amortization and provisions ⁽²⁾	120	
Interest and similar expenses	90	293
Expenses from interest on the OBSAAR	4,176	5,388
	4,386	5,681
NET FINANCE INCOME	4,980	38,828

(1) Interest paid and accrued is passed on to Bonduelle SAS.

(2) Mainly provision for impairment of treasury shares.

NOTE 10

Non-recurring income

(in thousands of euros)

	At 06/30/2012	At 06/30/2013
Non-recurring income on revenue transactions		
• Fines - Tax audit recoveries	31	
Non-recurring income on capital transactions		
• Income from disposals of property, plant and equipment		50
• Income from disposals of non-current financial assets (profit on treasury shares)	26	256
Recoveries of provisions for risks and expenses	18	9
TOTAL NON-RECURRING INCOME	74	316

NOTE 11

Non-recurring expenses

(in thousands of euros)

	At 06/30/2012	At 06/30/2013
Non-recurring income on revenue transactions		
• Fines - Tax audit	29	9
Non-recurring income on capital transactions		
• Disposals of property, plant and equipment		5
• Disposals of non-current financial assets (loss on treasury shares)	30	27
• Disposals of participating interests		
Provisions for risks and expenses		
• Provision for fines - Tax audit	67	
Non-recurring charges to depreciation, amortization and provisions		
Total non-recurring expenses	127	41
TOTAL NON-RECURRING INCOME (LOSS)	(53)	274

Notes to the annual parent company financial statements

NOTE 12

Information regarding related parties and investments

Postes (in thousands of euros)	Amount concerning related parties	
	Related	With which the Company has a capital relationship
Investments :		
• gross carrying amount	360,762	
• net carrying amount	360,762	
Loans to subsidiaries and affiliates	343,453	
Other receivables	1,737	
Other payables	12,835	
Operating liabilities	2	
Finance income from subsidiaries and affiliates		
Finance income	44,389	
Finance costs	293	

NOTE 13

Tax breakdown

(in thousands of euros)	Current income	Non-recurring income	Total
Profit before tax	37,138	274	37,412
Theoretical income tax			
Tax credit			
Total theoretical income tax			
Impact of tax consolidation			4,721
Provision for taxes			(3,532)
Total income tax expense			1,189
NET INCOME AFTER TAXES			38,601

NOTE 14

Tax consolidation

Bonduelle SCA is the head of a tax consolidation group that includes:

<i>Name</i>	<i>Address</i>
Bonduelle SAS	La Woestyne - 59173 Renescure
Bonduelle Conserve International SAS	La Woestyne - 59173 Renescure
Bonduelle Surgelé International SAS	La Woestyne - 59173 Renescure
Bonduelle Development SAS	La Woestyne - 59173 Renescure
Bonduelle Frais Traiteur SAS	La Woestyne - 59173 Renescure
Bonduelle Frais France SAS	90 rue André Citroën - 69740 Genas
Bonduelle Traiteur International SAS	67 route de Concarneau BP 27 - 29140 Rosporden
SAS Champiloire	Chantemerle - Bagneux - 49400 Saumur
SCI de Revoisson	38 rue de l'Avenir - 69740 Genas
Euromycel SAS	Chantemerle - Bagneux - 49400 Saumur
Champignonnières des Roches SAS	Chantemerle - Bagneux - 49400 Saumur
Champignonnières de la Vienne SAS	Chantemerle - Bagneux - 49400 Saumur
Champiland SAS	390 rue Joseph Lacoste - 40990 Herm

Under the terms of the tax consolidation agreement, the following method is used to allocate income tax to each of the consolidated companies:

- each company pays Bonduelle SCA an amount equal to the tax they would have paid on their earnings; and/or net long-term capital gains had they been taxed on a standalone basis, after deducting all tax credits to which the consolidated companies would have been entitled had they not been consolidated;
- on a standalone basis, Bonduelle SCA did not incur any income tax for the fiscal year ended June 30, 2013.

Taxable income for the tax consolidation group as a whole and tax loss carryforwards

The taxable income for the tax consolidation group as a whole amounts to €1,531,423.

Accrued tax losses still to be carried forward amount to €8,160,359 compared with the opening balance of €10,691,782.

NOTE 15

Deferred taxes

None.

NOTE 16

Directors' compensation

■ Table 1: Summary of the compensation and of the options and shares allocated to each director and Corporate Officer

<i>(in euros)</i>	FY 2011-2012	FY 2012-2013
Christophe Bonduelle⁽¹⁾ <i>Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA</i>		
Compensation due for the fiscal year (details provided in table 2)	790,000	626,051
Valuation of options granted during the fiscal year (details provided in table 4)	64,546	0
Valuation of performance-related options granted during the fiscal year (details provided in table 6)	—	23,569
TOTAL	854,546	649,620

(1) Bonduelle SCA does not have any employees. The compensation is due under the terms of the corporate functions for Bonduelle SAS. No compensation is given in respect of the role of Legal Representative of Pierre et Benoît Bonduelle SAS, General Partner of Bonduelle SCA.

■ Table 2: Summary of compensation of each director and Corporate Officer of the issuer

<i>(in euros)</i>	FY 2011-2012		FY 2012-2013	
	Amount due	Amount paid	Amount due	Amount paid
Christophe Bonduelle <i>Legal representative of Pierre et Benoît Bonduelle SAS, General Partner of Bonduelle SCA</i>				
Fixed compensation:				
• under employment contract	0	0	0	0
• for corporate functions	565,859	565,859	621,339	621,339
Variable compensation ⁽¹⁾	220,000	170,000	Not calculated	Not applicable
Non-recurring compensation				
Directors' fees				
Benefits in kind: automobile	4,141	4,141	4,712	4,712
TOTAL	790,000	740,000	626,051	626,051

(1) The variable compensation components are determined by the Remuneration Committee subsequent to the publication of the present document and are based on the performance of revenue and profitability.
The expected levels of attainment for the specific criteria (mainly quantitative) set by the Board are not made public for reasons of confidentiality.
This variable compensation cannot be more than 50% of the fixed compensation.
Within the context of a compensation policy designed to continually improve group performances, the vast majority of employees receive variable compensation.

■ Table 3: Directors' fees and other compensation received by directors and Corporate Officers

Corporate Officers <i>(in euros)</i>	Amount due for the 2011-2012 fiscal year	Amount due for the 2012-2013 fiscal year
Elisabeth MINARD		
Directors' fees	1,900	2,200
Other compensation		
Louis BONDUELLE		
Directors' fees	1,600	2,200
Other compensation		
Daniel BRACQUART		
Directors' fees	6,600	6,900
Other compensation	4,000	2,000
Martin DUCROQUET		
Directors' fees	0	300
Other compensation		
André CRESPEL		
Directors' fees	6,600	4,400
Other compensation		
Stanislas DALLE		
Directors' fees	1,600	0
Other compensation		
Isabelle DANJOU		
Directors' fees	1,900	4,400
Other compensation		
Jean GUEGUEN		
Directors' fees	1,900	0
Other compensation		
Yves TACK		
Directors' fees	6,600	6,900
Other compensation		
Matthieu DURIEZ		
Directors' fees	300	2,200
Other compensation		
Marie-France TISSEAU		
Directors' fees	1,100	6,900
Other compensation		
Pierre et Benoît BONDUELLE SAS		
Directors' fees		
Other compensation ⁽¹⁾	760,900	1,167,632
TOTAL	795,000	1,206,032

The major share of directors' fees is paid according to attendance rates at Supervisory Board and specialist committee meetings.

(1) The compensation of the Management Board is established by Article 17 of the Company Articles of association and comprises two components:

- an amount equal to 1.5% of the group's share of the consolidated net income of the previous fiscal year;
- additional compensation equal to 1% of the group's share of the consolidated net income of the previous fiscal year, when the latter exceeds 1.5% of total net consolidated revenue.

Compensation is to be paid in 12 equal monthly payments.

Notes to the annual parent company financial statements

■ **Table 4: Share subscription or purchase options granted during the fiscal year to each director and Corporate Officer by the issuer and any other group company**

Name of director or Corporate Officer	No. and date of plan	Type of options (purchase or subscription)	Valuation of options according to the method used for the consolidated financial statements (in euros)	Number of options granted during the fiscal year	Exercise price (in euros)	Exercise period
TOTAL			NONE			

If no share subscription or purchase options are allocated, the performance requirement provided for by the Afep-Medef Code and set by the Remuneration Committee is not applicable.

Pursuant to the provisions of the Afep-Medef Code, Corporate Officers do not benefit from any hedging arrangements.

■ **Table 5: Share subscription or purchase options exercised during the fiscal year by each director and Corporate Officer**

Name of director or Corporate Officer	No. and date of plan	Number of options exercised during the fiscal year	Exercise price (in euros)
TOTAL			NONE

If no share subscription or purchase options are exercised during the fiscal year, the lock-up obligation provided for by the Afep-Medef Code is not applicable.

■ **Table 6: Performance shares granted to each director and Corporate Officer during the fiscal year**

Performance shares granted by the Shareholders' Meeting during the fiscal year to each Corporate Officer by the issuer and by any group company (list of names)	No. and date of plan	Number of shares granted during the fiscal year	Valuation of shares using the method used for the consolidated financial statements (in euros)	Acquisition date	Availability date	Performance conditions
	No. 2 Date:					
Christophe Bonduelle	01/02/2013	7,200	91,494	01/02/2013	01/02/2017	(1)
TOTAL		7,200	91,494			

(1) The granting of free shares depends on the economic performance of the cash flow expressed as a percentage of consolidated group revenue achieved in the second fiscal year ending after the allocation date.

In accordance with the provisions of the Afep-Medef Code, Corporate Officers do not benefit from any hedging arrangements.

■ Table 7: Performance shares granted to each director or Corporate Officer that are now available

Performance shares that are now available for each Corporate Officer	No. and date of plan	Number of shares that became available during the fiscal year	Acquisition terms
TOTAL		NONE	

If none of the performance shares allocated become available, the lock-up period provided for by the Afep-Medef Code and set by the Remuneration Committee is not applicable.

■ Table 8: Historical information regarding grants of share subscription or purchase options

Information regarding subscription or purchase options

Date of Shareholders' Meeting	Plans 12 to 16 and free share allocation plan nos. 1 and 2
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 or Corporate Officer	
Christophe Bonduelle	
<i>Legal representative of Pierre et Benoît Bonduelle, General Partner of Bonduelle SCA</i>	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, 2013 (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 fiscal year	

■ Table 9: Ten largest employee share subscription or purchase options granted, other than to directors or Corporate Officers, and options exercised by them

	Total number of options allocated/shares subscribed or purchased
Options granted during the fiscal year by the issuer and by any company included in the scope of allocation of options, to the ten employees of the issuer and of any company included in that scope, who were granted the greatest number of options.	None
Options held on the issuer and the companies referred to above, exercised, during the fiscal year, by the ten employees of the issuer and of those companies who were granted the greatest number of options.	41,859

Notes to the annual parent company financial statements

■ Table 10

	Employment contract ⁽¹⁾		Supplementary retirement plan ⁽²⁾		Indemnities or benefits due or likely to be due for termination of appointment or change in current function ⁽³⁾		Indemnities related to a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Directors or Corporate Officers								
Christophe Bonduelle								
<i>Legal representative of</i>								
<i>Pierre et Benoît Bonduelle,</i>								
<i>General Partner of Bonduelle SCA</i>								
<i>Chairman of Bonduelle SAS</i>		X	X		X			X
Appointment starts ⁽⁴⁾								
Appointment ends ⁽⁴⁾								

(1) In compliance with AfeP-Medef recommendations, Mr. Christophe Bonduelle's employment contract with Bonduelle SAS was suspended with effect from 12/31/2009.

(2) The group has established a supplementary, defined contribution pension plan (Article 83-plan), which is paid for to a significant extent by the beneficiaries concerned, with the group paying the remainder. The group contribution in respect of this plan in fiscal year 2012-2013 was not material.

(3) Equal to two years' compensation, including compensation relating to the non-competition clause. Bonduelle SAS employees are granted termination benefits and long-service awards. In the case of Mr. Christophe Bonduelle, the provision recognized at 06/30/2013 in respect of these benefits amounted to €323,460.

(4) Open-ended appointment.

NOTE 17

Off-balance sheet commitments

	At 06/30/2013
	None

NOTE 18

Information regarding stock option and free share plans

A. Stock option plans

	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 allocated	174,000	296,200	197,800
Including number of shares granted to Mr. Christophe Bonduelle, legal representative of Pierre et Benoît Bonduelle SAS, General Partner of Bonduelle SCA	18,400	37,600	34,000
Number of shares canceled ⁽¹⁾	(118,480)	(29,400)	(1,600)
Total number of shares that may be subscribed or purchased	55,520	266,800	196,200
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	18.00	14.27	19.11
Share price (basis for employer contribution to stock option plans)	4.14	2.94	3.18
NUMBER OF SHARES SUBSCRIBED AT JUNE 30, 2013	55,520	19,409	0

	Plan 15	Plan 16
Date of Shareholders' Meeting:	12/03/2009	12/03/2009
Date of Management Board meeting	12/07/2010	12/15/2011
Initial number of shares allocated	188,800	207,600
Including number of shares granted to Mr. Christophe Bonduelle, legal representative of Pierre et Benoît Bonduelle SAS, General Partner of bonduelle SCA	32,000	23,600
Number of shares canceled ⁽¹⁾	(3,200)	(2,400)
Total number of shares that may be subscribed or purchased	185,600	205,200
Start of option exercise period	12/08/2014	12/16/2015
Date of expiration	12/07/2016	12/15/2017
Subscription price	15.90	15.73
Share price (basis for employer contribution to stock option plans)	2.92	2.74
NUMBER OF SHARES SUBSCRIBED AT JUNE 30, 2013	0	0

(1) Cancellations represent shares allocated to persons who have left the group prior to the exercise period or that had not been subscribed to by the time the plan expired.

Notes to the annual parent company financial statements

B. Free share plans

	Plan 1	Plan 2
Date of Shareholders' Meeting:	12/02/2010	12/02/2010
Date of Management Board meeting	01/04/2012	01/02/2013
Initial number of shares allocated	5,040	13,600
Including number of shares granted to Mr. Christophe Bonduelle, legal representative of Pierre et Benoît Bonduelle SAS, General Partner of Bonduelle SCA	2,640	7,200
Including number of shares granted to the Executive Committee, excluding Corporate Officers	2,400	6,400
Total number of free shares allocated	5,040	13,600
Date allocation effective ⁽²⁾	01/04/2014	01/02/2015
Date from which shares can be sold	01/04/2016	01/02/2017
Share price (basis for employer contribution to stock option plans)	10.73	12.71
NUMBER OF SHARES SUBSCRIBED AT JUNE 30, 2013	0	0

(2) The allocation of free shares depends on the economic performance of the cash flow expressed as a percentage of consolidated group revenue achieved in the second fiscal year ending after the allocation date.

C. Other information on the stock option plans

**A. EXPENSE RECOGNIZED DURING
THE FISCAL YEAR AND FROM
THE PREVIOUS FISCAL YEAR**

The profit and loss made on stock options are recorded under net non-recurring income.

Options exercised during the fiscal year generated a profit of 206 thousand euros.

B. CONTINGENT LIABILITIES

A provision for risks and expenses was recorded at the end of the fiscal year, on June 30, 2013, in the amount of 1,391 thousand euros (plans 13, 15 and 16 and free share allocations).

This provision is covered by an accrued income in the same amount recorded under miscellaneous receivables (See Notes 1 and 4).

This accrued income corresponds to the amount that will be passed onto the subsidiaries whose employees are beneficiaries of stock options from the options exercised under the plans concerned.

**C. DETAILS OF ACCOUNT 502 TREASURY
SHARES**

All relevant information is provided in Note 5.

6.5 Information regarding subsidiaries and affiliates

Companies	Number of shares held	Cur- rency	Share capital ⁽¹⁾	Equity other than share capital and net income for the period ⁽¹⁾	Capital interest <i>(in %)</i>	Carrying amount of shares		Advances made by the Company	Security deposits given	Revenue for the previous year, excluding tax	Previous year-end result	Dividends received by the Company during the fiscal year
						Gross	Net					
A. Holdings with a gross value in excess of 1% of the parent's share capital												
1. Subsidiaries (>50% held)												
Bonduelle SAS	2,337,610	EURO	233,761	242,207	100	360,762	360,762			31,351	32,669	
2. Stake held between 10% and 50%												
B. Holdings with a gross value not in excess of 1% of the parent's share capital												
1. French subsidiary												
2. Non-French subsidiaries												
3. Stake in French companies												

(1) In the Company's local currency.

Five-year financial summary

6.6 Five-year financial summary

<i>(in thousands of euros)</i>	06/30/2009	06/30/2010	06/30/2011	06/30/2012	06/30/2013
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	32,000,000
Total income from operations					
Revenues of subsidiaries	10,000		29,980	5,169	39,000
Revenue excluding tax					
Income before tax, employee profit-sharing, depreciation, amortization and provisions	7,318	(178)	28,025	4,056	37,489
Income tax	(3,717)	(219)	(3,732)	3,626	(1,189)
Employee profit-sharing					
Income after tax, employee profit-sharing, depreciation, amortization and provisions	6,521	4,585	31,979	57	38,601
Dividends paid	12,000	12,000	12,000	12,000	12,000
Income from operations per share <i>(in euros)</i>					
Income after tax and employee profit-sharing but before depreciation, amortization and provisions	1.38	0.01	3.97	0.05	1.21
Income after tax, employee profit-sharing, depreciation, amortization and provisions	0.82	0.57	4.00	0.01	1.21
Dividend paid per share	1.50	1.50	1.50	1.50	0.375 ⁽¹⁾

(1) Proposal submitted to the Shareholders' Meeting.

Allocation of net income

The Management Board asks the Shareholders' Meeting to allocate the €38,601,258.42 in net income for the period in the following manner:

• Net income for the year	€38,601,258.42
• Retained earnings	<u>€181,889,755.98</u>
• Distributable income	€220,491,014.40
• Allocation to the General Partner	€386,012.58
• Dividend to the Shareholders	€12,000,000.00
• Retained earnings	€208,105,001.82

And to approve the payment of a dividend, in respect of fiscal year 2012-2013, of €0.375 per share; the entire amount thus distributed qualifies for the 40% tax credit referred to in Article 158-3-2 of the French General Tax Code.

The dividend will be paid on January 8, 2014.

6.7 Statutory Auditors' report on the annual financial statements

Dear Shareholders,

In compliance with the assignment entrusted to us by your Shareholders' Meeting, we hereby report to you, for the year ended June 30, 2013 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 role 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 the professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the annual financial statements are free of material misstatement. An audit involves performing procedures, using sample testing techniques or by means of other selection methods to obtain audit evidence supporting the amounts and disclosures in the annual financial statements. An audit also includes assessing the appropriateness of the accounting principles used and the reasonableness of 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 audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at June 30, 2013 and of the results of its operations for the year then ended in accordance with French accounting principles.

2. Justification of our assessments

In accordance with the requirements of Article L. 823-9 of the French Commercial Code regarding the justification of our assessments, we bring to your attention the following matters:

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 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 of the annual financial statements taken as a whole and therefore contributed to the opinion expressed in the first part of this report.

Statutory Auditors' report on the annual financial statements

3. Specific checks and information

We also carried out, in accordance with generally accepted French auditing practices, a specific check provided for by law.

We have no matter to report as to the fair presentation and the consistency 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 requirements of Article L. 225-102-1 of the French Commercial Code relating to remunerations and benefits received by the Corporate Officers and any other commitments made in their favour, we have verified its consistency with the financial statements or with the data used to draw up these financial statements and, where applicable, with the information gathered by your Company from the companies controlling your Company or controlled by it. Based on our review, we attest 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 and voting rights has been properly disclosed in the Management Board's report.

Lille and Courbevoie, October 2, 2013

The Statutory Auditors

Mazars

Jean-Maurice El Nouchi

Léon LEWKOWICZ

Deloitte & Associés

Gérard BADIN

6.8 Special report of the Statutory Auditors on regulated agreements and commitments

Dear Shareholders,

In our capacity as the Statutory Auditors of your Company, we hereby report to you on regulated agreements and commitments.

It is our responsibility to report to shareholders, based on the information provided to us, on the main terms and conditions of agreements and commitments that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements or commitments. Pursuant to Article R. 226-2 of the French Commercial Code, it is your responsibility to determine whether the agreements and commitments are appropriate and should be approved.

Moreover, it is also our responsibility to provide shareholders with the information required by Article R. 226-2 of the French Commercial Code in relation to the implementation during the year of agreements and commitments already approved by the Shareholders' Meeting.

We performed the procedures that we deemed necessary in accordance with the guidance issued by the French Institute of statutory auditors (CNCC) for this type of engagement. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

Agreements and commitments submitted for approval by the Shareholders' Meeting

We have been informed of no agreements and commitments authorized during the last year and requiring the approval of the Shareholders' Meeting by virtue of Article L. 226-10 of the French Commercial Code.

Agreements and commitments already approved by the Shareholders' Meeting

In accordance with Article R. 226-2 of the French Commercial Code, we have been informed of the following agreements and commitments approved in prior years and which remained current during the last year.

BONDUELLE SCA'S GUARANTEE OF A BOND ISSUE BY BONDUELLE SAS

Companies involved: Bonduelle SAS, for which Bonduelle SCA directly or indirectly holds over 10% of the voting rights and Pierre & Benoît Bonduelle SAS, General Partner of Bonduelle SCA and Chief Executive Officer of Bonduelle SAS.

Nature, corporate purpose and terms: On August 3 and September 2, 2010, Bonduelle SAS issued a 12-year bond in the United States, by private placement, in two tranches, in the total amount of US\$165 million. Bonduelle SCA stood surety for this bond issue. This surety is non-interest bearing.

Courbevoie and Lille, October 2, 2013

The Statutory Auditors

Mazars

Jean-Maurice EL NOUCHI

Léon LEWKOWICZ

Deloitte & Associés

Gérard BADIN

7

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

Information regarding the share capital

7.1 Information regarding the share capital

7.1.1 Historical information on the share capital

Year	Transaction	Par value	Additional paid-in capital	Successive amounts	Total no. of shares
At 01/01/1993				307,392,400	439,132
<i>(in francs)</i>					
1995	Repurchase of 68,068 shares	(47,467,600)	(95,295,200)	259,744,800	371,064
1997	Capitalization of reserves and increase in par value from FFR 700 to FFR 760	22,263,840		282,008,640	371,064
	Division of par value from FFR 760 to FFR 40			282,008,640	7,050,216
	Integration of Financière Bonduelle Dalle and issue of 146,325 new shares	5,853,000	6,303,103	287,861,640	7,196,541
	Contribution of Bonduelle SA shares by the Bonduelle Valeurs fund	10,372,880	14,938,800	298,234,520	7,455,863
	Contribution of Bonduelle SA shares by employees and others	7,142,720	10,675,640	305,647,240	7,641,181
1998	Issue of 358,819 shares	14,352,760	30,499,615	320,000,000	8,000,000
<i>(in euros)</i>					
2001	Capitalization of FFR 47,335,920 from additional paid-in capital into share capital, in line with the conversion to the euro			56,000,000	8,000,000
2005	Capital increase following the merger with Montecourt	2,068,948	17,269,806.14	58,068,948	8,295,564
2005	Cancellation of the Company's shares received under the terms of the merger with Montecourt	(2,068,948)	(17,269,806.14)	56,000,000	8,000,000
2012	Capital increase following the merger with L'Angevaine	1,596,000	13,933,080	57,596,000	8,228,000
	Capital increase following the merger with La Houssaie	539,588	4,710,603.23	58,135,588	8,305,084
	Capital increase following the merger with La Marjolaine	646,170	5,641,043.42	58,781,758	8,397,394
	Capital increase following the merger with Pecarrère	359,464	3,138,125.23	59,141,222	8,448,746
	Capital reduction by cancellation of treasury shares of the Company received through mergers	3,124,709	(27,278,709.57)	56,016,513	8,002,359
	Capital reduction by cancellation of treasury shares	16,513		56,000,000	8,000,000
2013	Reduction of the par value of the share by exchanging each existing common share of par value €7 against four new shares each with a par value of €1.75			56,000,000	32,000,000

7.1.2 Amount of the share capital

The share capital is set at €56,000,000.

It is divided into 32,000,000 common shares with a par value of €1.75 per share, all of the same category and fully paid up.

7.1.3 Powers and authorizations granted to the Management Board

AUTHORIZED AND UNISSUED CAPITAL

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2012 granted the Management Board the following powers and authorizations:

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

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after reviewing the report of the Management Board and in accordance with the provisions of Articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

1. authorizes the Management Board to increase the share capital of the Company, through one or more transactions, at such times and using the methods it so chooses, by capitalizing reserves, net income, additional paid-in capital or other amounts whose capitalization is authorized; or by issuing shares or granting free shares or increasing the par value of the existing common shares; or by a combination of those both methods;
2. decides that if the Management Board uses this authorization, in accordance with the provisions of Article L. 225-130 of the French Commercial Code, to increase the share capital of the Company by granting free shares, rights to fractional shares cannot be traded nor transferred, and the corresponding shares shall be sold; any proceeds from such sales will be allocated to the holders of these rights within the period provided for by law;
3. grants this authorization for twenty-six months as from the date of this Shareholders' Meeting;
4. decides that the maximum aggregate par value of the new shares that may be issued under this authorization shall be €17,500,000, excluding any additional shares that may be issued to safeguard the interests of holders of securities giving access to equity, as stipulated by law.

This ceiling is independent of all other ceilings provided for by the other resolutions submitted to this Shareholders' Meeting;

5. grants full powers to the Management Board to implement this resolution and, generally, to perform all measures and necessary formalities to successfully conclude each capital increase, to formally acknowledge it and to amend the Articles of association appropriately;

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

DELEGATION OF AUTHORITY TO 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 either euros, or in foreign currencies, or in any other unit composed of a basket of currencies:

- common shares,
- and/or securities giving present or future access, at any time or on a fixed date, to common shares of the Company whether by subscription, conversion, exchange, redemption, presentation of a warrant or any other means,
- and/or securities giving rights to allocations of debt securities.

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

2. grants this authorization for twenty-six months as from the date of this Shareholders' Meeting;
3. decides to set, as follows, the total aggregate amount of shares that may be issued under this authorization granted to the Management Board:
 - the total aggregate par value of shares that may be issued by virtue of this authorization may not exceed €17,500,000,
 - this limit does not include the par value of any common shares issued to safeguard the interests of holders of securities giving access to equity of the Company, in accordance with the law or any contractual provisions stipulating other adjustment events,
 - the above ceiling is independent of all other ceilings provided for by the other resolutions submitted to this Shareholders' Meeting;
4. if the Management Board decides to use this authorization in connection with the issues described in 1/, above:
 - a) decides that the issue or issues of common shares or securities giving access to equity shall be reserved in priority to Shareholders who may subscribe for shares as of right,

Information regarding the share capital

b) decides that in the event that exvng Shareholders do not subscribe to a sufficient number of new shares as of right and, if appropriate, using their oversubscription right, to account for the entire issue referred to in 1/, the Management Board may have recourse to the following options:

- cap the amount of the issue at the amount of the subscriptions received, it being stipulated that in the case of an issue of common shares or securities where the primary security is a share, the amount of the subscriptions will have to reach at least three-quarters of the issue decided upon in order for said ceiling to be possible;
- freely distribute all or part of the unsubscribed shares;
- offer to the public all or part of the unsubscribed shares;

5. decides that the Management Board shall, within the limits defined above, be vested with all powers necessary to, notably, set the terms and conditions of the issue(s), record, where necessary, the resulting increase(s) in capital, amend the Articles of association accordingly, charge on its own initiative the expenses of the capital increase(s) to the corresponding premiums and deduct from such premiums the amounts needed to increase the legal reserve to one-tenth of the new amount of share capital after each increase, and in general undertake everything that is required in such matters;

6. duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

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, for the amounts and at the times it so 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, 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.

This limit does not include the par value of any common shares issued to safeguard the interests of holders of securities giving access to equity of the Company, in accordance with the law or any contractual provisions stipulating other adjustment events.

This amount shall be included in the ceiling imposed on capital increases established in the sixteenth resolution;

4. decides to suspend the preemptive subscription rights of existing Shareholders to the common shares and securities giving access to equity and/or debt securities covered by this resolution, while granting the Management Board the authority to confer on Shareholders preferential rights, as stipulated by law;

5. decides that the amount reverting or that shall revert to the Company for each of the common shares issued by virtue of this authorization, after taking into account, in the case of the issue of straight stock warrants, the price of said warrants, will be at least equal to the minimum price stipulated by the applicable laws and regulations at the time the Management Board implements this authorization;

6. decides that, in the event shares are issued in payment for shares contributed in connection with a public exchange offer, the Management Board shall, within the 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 new shares to account for the entire issue referred to in 1/, the Management Board may have recourse to the following options:

- cap the amount of the issue at the amount of the subscriptions received, it being stipulated that in the case of an issue of common shares or securities where the primary security is a share, the amount of the subscriptions will have to reach at least three-quarters of the issue decided upon in order for said ceiling to be possible,
- freely distribute all or part of the unsubscribed shares;

8. decides that the Management Board shall, within the limits defined above, be vested with all powers necessary to, notably, set the terms and conditions of the issue(s), record, where necessary, the resulting increase(s) in capital, amend the Articles of association accordingly, charge on its own initiative the expenses of the capital increase(s) to the corresponding premiums and deduct from such

premiums the amounts needed to increase the legal reserve to one-tenth of the new amount of share capital after each increase, and in general undertake everything that is required in such matters;

9. duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

DELEGATION OF AUTHORITY TO 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, for the amounts and at the times it so chooses, on the French market and/or on international financial markets, through an offering of the type indicated in Item II of Article L. 411-2 of the French Monetary and Financial Code, in euros, foreign currencies or units composed of a basket of currencies:

- common shares,
- and/or securities giving present or future access, at any time or on a fixed date, to common shares of the Company whether by subscription, conversion, exchange, redemption, presentation of a warrant or any other means,
- and/or securities giving rights to allocations of debt securities.

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

2. grants this authorization for twenty-six months as from the date of this Shareholders' Meeting;
3. the aggregate par value of common shares that may be issued by virtue of this authorization may not exceed €17,500,000, and will moreover be limited to 20% of share capital per year.

This limit does not include the par value of any common shares issued to safeguard the interests of holders of securities giving access to equity of the Company, in accordance with the law or any contractual provisions stipulating other adjustment events.

This amount shall be included in the ceiling imposed on capital increases established in the fifteenth resolution;

4. decides to suspend the preemptive subscription rights of existing Shareholders to the common shares and securities giving access to equity and/or debt securities covered by this resolution;

5. decides that the amount reverting or that shall revert to the Company for each of the common shares issued by virtue of this authorization, after taking into account, in the case of the issue of straight stock warrants, the price of said warrants, will be at least equal to the minimum price stipulated by the applicable laws and regulations at the time the Management Board implements this authorization;

6. decides that in the event that existing Shareholders do not subscribe to a sufficient number of new shares to account for the entire issue referred to in 1/, the Management Board may have recourse to the following options:

- cap the amount of the issue at the amount of the subscriptions received, it being stipulated that in the case of an issue of common shares or securities where the primary security is a share, the amount of the subscriptions will have to reach at least three-quarters of the issue decided upon in order for said ceiling to be possible,
- freely distribute all or part of the unsubscribed shares;

7. decides that the Management Board shall, within the limits defined above, be vested with all powers necessary to, notably, set the terms and conditions of the issue(s), record, where necessary, the resulting increase(s) in capital, amend the Articles of association accordingly, charge on its own initiative the expenses of the capital increase(s) to the corresponding premiums and deduct from such premiums the amounts needed to increase the legal reserve to one-tenth of the new amount of share capital after each increase, and in general undertake everything that is required in such matters;

8. duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

DETERMINATION OF THE METHODS USED TO SET THE SUBSCRIPTION PRICE IN THE EVENT OF A SUSPENSION OF PREEMPTIVE SUBSCRIPTION RIGHTS WITHIN THE CURRENT LIMIT OF 10% OF SHARE CAPITAL

The Shareholders' Meeting, after reviewing the report of the Management Board and the special report of the 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 fifteenth and sixteenth resolutions, to waive, within the limit of 10% of share capital per year, the price setting conditions stipulated by the aforementioned resolutions and to set the issue price of the capital shares available for issue according to the following methods:

The issue price of the capital shares available for immediate or deferred issue may not fall below either of the following, according to the choice of the Management Board:

- the average closing price of the Company share on the NYSE Euronext Paris market, observed over a maximum period of six months preceding the issue;
- the weighted average price of the Company share on the NYSE Euronext Paris market, observed at the last three trading days preceding the issue with a maximum discount of 15%.

Information regarding the share capital**AUTHORIZATION TO INCREASE THE AMOUNT
OF AN ISSUE IF IT IS OVERSUBSCRIBED**

For each issue of common shares or securities giving access to equity decided upon in application of the fourteenth to sixteenth resolutions, the number of securities to be issued may be increased under the conditions stipulated by Article L. 225-135-1 of the French Commercial Code and within the limit of the ceilings set by the Shareholders' Meeting, where the Management Board observes excess demand.

**DELEGATION OF AUTHORITY TO 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 it appropriate, at its sole initiative, to increase the share capital in one or more transactions by issuing common shares for cash and, when applicable, through 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 26 months 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 quoted 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.

The Management Board may decide whether or not to implement this authorization, and to perform all measures and necessary formalities.

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 8, 2011 granted the Management Board the following authorization:

**DELEGATION OF AUTHORITY TO BE GIVEN TO THE
MANAGEMENT BOARD TO INCREASE THE SHARE
CAPITAL WITHIN A LIMIT OF 10% FOR THE PURPOSE
OF COMPENSATING IN-KIND CONTRIBUTIONS OF
SHARES OR OTHER SECURITIES**

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

1. authorizes the Management Board, based on the report of the Statutory Auditors, to issue common shares or securities granting access to common shares for the purpose of compensating in-kind contributions granted to the Company and consisting of capital securities or securities granting access to the share capital where the provisions of Article L. 225-148 of the French Commercial Code do not apply;
2. grants this authorization for twenty-six months as from the date of this Shareholders' Meeting;
3. decides that the aggregate par value of common shares that may be issued by virtue of this authorization may not exceed 10% of the share capital on the date of this Shareholders' Meeting, this amount being independent of all other ceilings provided for under authorizations to increase the share capital of the Company;
4. grants the Management Board all powers necessary to evaluate the contributions, to decide on the resulting capital increase, to record it, to charge, if applicable, the expenses arising from the capital increase to the corresponding premiums and deduct from such premiums the amounts necessary to increase the legal reserve to one-tenth of the new amount of share capital after each increase, to make the related modification to the Articles of association, and in general, to undertake everything that is required in such matters;
5. duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

**STOCK SUBSCRIPTION AND/OR PURCHASE
OPTIONS**

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2012 granted the Management Board the following authorization:

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

- authorizes the Management Board, pursuant to the provisions of Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant in one or more transactions, to the beneficiaries mentioned below, stock options granting entitlement to subscribe for new shares of the Company to be issued in a capital increase or to purchase existing shares of the Company arising from share repurchases carried out under the conditions provided for in law;
- grants this authorization for 38 months from the date of this Shareholders' Meeting;

- decides that the beneficiaries of these bonus allocations can only be:
 - employees, or certain employees, or certain categories of employees, of Bonduelle, and if applicable, companies or groups affiliated to it within the meaning of Article L. 225-180 of the French Commercial Code, or
 - Corporate Officers, within the meaning of Article L. 225-185 of the French Commercial Code;
- the total number of options that may be granted by the Management Board under this delegation of authority cannot give entitlement to subscribe for or purchase a number of shares exceeding 3% of the share capital existing on the day the first allocation of options is granted;
- decides that the subscription and/or purchase price of shares by the beneficiaries will be set on the day that the options are granted by the Management Board, and cannot be lower than 95% of the average closing price of the share over the 20 trading days preceding the day the options are granted;
- decides that no options can be granted:
 - on the 10 trading days preceding and following the date on which the consolidated financial statements are published,
 - in the period between the date on which the Company's corporate bodies become aware of information that, if made public, would have a material impact on the Company's share price, and the day following 10 trading days from when this information is published,
 - in the 20 trading days after the ex-dividend date or following a capital increase;
- duly notes that this authorization includes, for the beneficiaries of the options, the express waiver by Shareholders to their preemptive rights in relation to shares that will be issued as options are exercised;
- delegates all necessary powers to the Management Board to set the conditions and procedures for granting and exercising options, and in particular, to:
 - set the conditions in which the options will be granted and approve the list or the categories of beneficiaries as described below; set, where necessary, the seniority conditions to be met by the beneficiaries; decide on the conditions under which the price and number of shares will have to be adjusted, notably with regard to the circumstances described in Articles R. 225-137 to R. 225-142 of the French Commercial Code,
 - set the period(s) in which the options can be exercised, it being specified that the duration of the options may not exceed a period of eight years from their award date,
 - suspend, temporarily, the exercise of options during a maximum period of three months in the event of financial transactions involving the exercise of a right attached to the shares,
 - implement or organize all actions and formalities to formalize the capital increase(s) that may, where necessary, be carried out under the authorization included in this resolution; amend the Articles of association accordingly; and generally undertake everything that is required,

- at its sole discretion, and if deemed appropriate, charge the expenses arising from capital increases to the corresponding premiums and deduct from such premiums the amounts necessary to increase the legal reserve to one-tenth of the new amount of share capital after each increase;
- duly notes that this authorization cancels and replaces the previous authorization with the same purpose.

FREE SHARE GRANTS

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 2, 2010 granted the Management Board the following authorization:

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, for the benefit of:

- members of the personnel of the Company or companies directly or indirectly affiliated to it within the meaning of Article L. 225-197-2 of the French Commercial Code;
- and/or Corporate Officers, within the meaning of Article L. 225-197-1 of the French Commercial Code.

The total number of free shares granted cannot exceed 3% of the share capital existing on the date of the first allocation 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 falls under the classification of long-term disability within the second and third categories provided for in Article L. 341-4 of the French Social Security Code.

The Management Board is granted full powers to:

- set the conditions and, where necessary, the criteria for granting shares;
- 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;

Information regarding the share capital

- where necessary:
 - determine the existence of sufficient reserves and, for each bonus issue, transfer to a special restricted reserve account the amounts necessary for the payment of the new shares to be granted,
 - decide, when appropriate, to increase the capital through the capitalization of reserves, additional paid-in capital or net income corresponding to the issue of free shares,
 - acquire the requisite number of shares under a share repurchase program to be allocated to the free shares,
 - undertake all useful measures to ensure that beneficiaries comply with the obligation to hold their shares,
 - and, generally, perform all acts required by this authorization under all existing laws and regulations.

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

This authorization is granted for 38 months from the date of this Shareholders' Meeting. This authorization cancels and replaces the previous authorization with the same purpose.

CANCELLATION OF SHARES

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 8, 2011 granted the Management Board the following authorization:

The Shareholders' Meeting, after reviewing the reports of the Management Board and the Statutory Auditors:

1. authorizes the Management Board, at its sole initiative, to cancel, in one or more transactions, up to the limit of 10% of the share capital on the day the cancellation decision is made, less any shares cancelled in the previous 24 months, the shares that the Company holds or may hold following share repurchases carried out pursuant to Article L. 225-209 of the French Commercial Code, and to reduce the share capital by the corresponding amount, in accordance with the laws and regulations in force;
2. grants this authorization for 24 months from the date of this Shareholders' Meeting, i.e. until December 7, 2013;
3. authorizes the Management Board to take all the measures necessary to implement such share cancellations and corresponding capital reductions, to amend the Articles of association accordingly and to carry out all the related formalities.

SHARE REPURCHASE PROGRAM

The Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2012 granted the Management Board the following authorization:

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 as it chooses, shares in the Company within the limit of 10% of the shares comprising the share capital, where applicable adjusted to take account of any capital increases or reductions that may take place while the program is in effect.

This authorization cancels and replaces the authorization granted to the Management Board by the Ordinary Shareholders' Meeting of December 8, 2011 in its eighth resolution.

The share purchases may be made to:

- ensure secondary market trading or liquidity for Bonduelle shares through an investment service provider on the basis of a liquidity contract consistent with the Code of Ethics of the French Association of Financial Market Professionals (AMAFI), which is recognized by the French Financial Markets Authority (AMF);
- hold the repurchased shares for subsequent use in exchange or as payment for possible Company acquisitions; shares purchased for this purpose may not exceed 5% of the Company's share capital;
- provide coverage for stock option plans and other types of share allocations to employees and/or Corporate Officers 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 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 ninth resolution of the Extraordinary Shareholders' Meeting of December 8, 2011.

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.

These transactions may notably be carried out during public offerings, in accordance with applicable regulations.

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

The maximum purchase price is set at €120 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.

The Shareholders' Meeting gives the Management Board full powers to carry out such transactions, determine the terms and methods, enter into all agreements and carry out all necessary formalities.

■ Delegations/authorizations granted to the Management Board for capital increases

Nature of resolution	Date of GM	Authorization term granted to the Management Board	Date of expiration	Observation	Use during previous fiscal years	Use during the fiscal year 2012-2013
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. 10 million shares (i.e. 31.25% of the share capital).	12/06/2012 (13th resolution)	26 months	02/05/2015		-	-
Delegation of authority to the Management Board to issue common shares and/or securities giving access to equity and/or giving rights to allocations of debt securities, with preemptive subscription rights maintained. Maximum of €17.5 million in par value, i.e. 10 million shares (i.e. 31.25% of the share capital).	12/06/2012 (14th resolution)	26 months	02/05/2015		-	-
Delegation of authority to the Management Board to issue common shares and/or securities giving access to equity and/or giving rights to allocations of debt securities, with suspension of preemptive subscription rights by public offering. Maximum of €17.5 million in par value, i.e. 10 million shares (i.e. 31.25% of the share capital).	12/06/2012 (15th resolution)	26 months	02/05/2015		-	-
Delegation of authority to the Management Board to issue common shares and/or securities giving access to equity and/or giving rights to allocations of debt securities, with suspension of preemptive subscription rights by private placement. Maximum of €17.5 million in par value, i.e. 10 million shares (i.e. 31.25% of the share capital). Maximum of 20% of the share capital per year.	12/06/2012 (16th resolution)	26 months	02/05/2015		-	-
Delegation of authority to the Management Board to increase the share capital by issuing common shares or securities granting access to the share capital within the limit of 10% of the share capital for the purpose of compensating in-kind contributions of shares or other securities.	12/08/2011 (10th resolution)	26 months	02/07/2014		-	

Information regarding the share capital

Nature of resolution	Date of GM	Authorization term granted to the Management Board	Date of expiration	Observation	Use during previous fiscal years	Use during the fiscal year 2012-2013
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 Article L. 3332-18 of the French Labor Code.						
Maximum of 3% of the amount of the share capital.	12/06/2012 (19th resolution)	26 months	02/05/2015		-	-
Authorization granted to the Management Board for the purpose of allocating shares free of charge to employees and/or certain Corporate Officers.						13,600
Maximum of 3% of the amount of the share capital on the date of the Management Board's decision to award free shares.	12/02/2010 (17th resolution)	38 months	02/01/2014		5,040 shares, i.e. 0.016% of share capital ⁽¹⁾	shares, i.e. 0.043% of share capital ⁽²⁾
Authorization to the Management Board to grant options for the subscription and/or purchase of shares to employees and/or certain Corporate Officers.						
Maximum of 3% of the share capital existing on the date of the first allocation.	12/06/2012 (20th resolution)	38 months	02/05/2016		-	-

(1) The Management Board allocated 5,040 free shares by decision of January 4, 2012, corresponding to 0.016% of the share capital on the date the allocation decision was made.

(2) The Management Board allocated 13,600 free shares by decision of January 2, 2013, corresponding to 0.043% of the share capital on the date the allocation decision was made.

7.1.4 Potential share capital

1. In early July 2007, the Company issued a €150 million bond with redeemable share subscription and/or purchase warrants (OBSAAR), represented by 150,000 bonds with a par value of €1,000. 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 2007 BSAAR have been listed on Euronext Paris.

After division of the nominal share value, each BSAAR gives the holder the right to subscribe for or purchase four shares of the Company, with immediate dividend rights, at a price of €28.44. 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.

During the 2012-2013 fiscal year, five of the 2007 BSAAR were exercised at a price of €28.44, 20 existing shares in the Company being used in the transaction.

In all, 18,013 of the 2007 BSAAR remain outstanding.

If all 18,013 of the 2007 BSAAR still outstanding were to be exchanged via the subscription of new shares, a total of 72,052 Bonduelle shares with a par value of €1.75 would be created, representing a total share capital increase of €126,091, equivalent to 0.23% of the Company's current share capital.

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

After division of the nominal share value, each 2009 BSAAR gives the holder the right to subscribe for or purchase four shares of the Company, with immediate dividend rights, at a price of €20.

The 2009 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.

During the 2012-2013 fiscal year, 201 of the 2009 BSAAR were exercised at a price of €20, 804 existing shares in the Company being used in the transaction.

There are now a total of 1,431,678 of the 2009 BSAAR outstanding. Since October 8, 2010, the 2009 BSAAR have been listed on Euronext Paris.

If all 1,431,678 of the 2009 BSAAR still outstanding were to be exchanged via the subscription of new shares, a total of 5,726,712 Bonduelle shares with a par value of €1.75 would be created, representing a total share capital increase of €10,021,746, equivalent to 17.90% of the Company's current share capital.

■ Convertible instruments outstanding at the date of this registration document:

Convertible instruments	Maximum no. of shares that may be issued	Maximum potential dilutive effect (as a % of the share capital)
18,013 2007 BSAAR	72,052	0.23%
1,431,678 2009 BSAAR	5,726,712	17.90%
TOTAL	5,798,764	18.12%

Shareholder structure

7.2 Shareholder structure

7.2.1 Analysis of share capital and voting rights

■ At June 30, 2011

2011	Number of shares	%	Voting rights	%
La Plaine ⁽¹⁾	1,788,976	22.36%	3,577,952	29.45%
Pierre et Benoît Bonduelle SAS	421,259	5.27%	829,858	6.83%
General Partner	2,210,235	27.63%	4,407,810	36.28%
Other Bonduelle family members	2,020,112	25.25%	3,958,621	32.58%
Employees	279,603	3.50%	510,475	4.20%
Treasury shares	276,231	3.45%	-	-
Free float	3,213,819	40.17%	3,213,819	26.94%
TOTAL	8,000,000	100.00%	12,147,402	100.00%

(1) La Plaine is 53.3% held by the General Partner, Pierre et Benoît Bonduelle SAS, and its sole purpose is to act as the holding company for the shares of Bonduelle SCA.

■ At June 30, 2012

2012	Number of shares	%	Voting rights	%
La Plaine ⁽¹⁾	1,788,976	22.36%	3,577,952	30.05%
Pierre et Benoît Bonduelle SAS	421,259	5.27%	837,858	7.04%
General Partner	2,210,235	27.63%	4,415,810	37.09%
Other Bonduelle family members	1,973,246	24.67%	3,866,877	32.48%
Employees	277,332	3.47%	521,274	4.38%
Treasury shares	521,810	6.52%	-	-
Free float	3,017,377	37.72%	3,102,066	26.05%
TOTAL	8,000,000	100.00%	11,906,027	100.00%

(1) La Plaine is 53.3% held by the General Partner, Pierre et Benoît Bonduelle SAS, and its sole purpose is to act as the holding company for the shares of Bonduelle SCA.

■ At June 30, 2013

2013	Number of shares	%	Voting rights	%
La Plaine ⁽¹⁾	7,155,904	22.36%	14,311,808	31.05%
Pierre et Benoît Bonduelle SAS	1,685,036	5.27%	3,370,072	7.31%
General Partner	8,840,940	27.63%	17,681,880	38.36%
Other Bonduelle family members	7,959,848	24.87%	13,896,024	30.15%
Employees	1,104,008	3.45%	2,090,816	4.54%
Treasury shares	1,999,312	6.25%	-	-
Free float	12,095,892	37.80%	12,422,316	26.95%
TOTAL	32,000,000	100.00%	46,091,036	100.00%

(1) La Plaine is 53.3% held by the General Partner, Pierre et Benoît Bonduelle SAS, and its sole purpose is to act as the holding company for the shares of Bonduelle SCA.

As far as the Company is aware, no other shareholder currently owns, directly or indirectly, solely or jointly, more than 5% of the share capital or voting rights. No significant changes in the shareholder base took place between the end of the financial year and the date this document was established. The Company is controlled as described above. Nevertheless, the Company believes there is no risk that control will be exercised in an improper manner.

7.2.2 Code of the stock market compliance

In line with its values, the Bonduelle Group put in place governance rules many years ago, and in 2008 adopted the principles of the Afep-Medef corporate governance code. In this area, and in line with the recommendations of the AMF, in September 2011, the group implemented a Code of Ethics aimed at preventing insider trading, which is available at www.bonduelle.com.

7.2.3 Shareholders' agreements

■ ESCROW AGREEMENT

Bonduelle is a French limited partnership with shares (*société en commandite par actions*, or SCA). The General Partner is "Pierre et Benoît Bonduelle SAS", a French simplified joint stock company whose shares are held directly by three families.

The SAS, represented by its Chairman Christophe Bonduelle, is the General Partner of Bonduelle SCA.

In accordance with Article 14.3 of the Articles of association of Bonduelle SCA, at least 6,080,000 inchoate rights, or 3,040,000 Bonduelle shares (with beneficial ownership or bare ownership rights, or both), representing 9.5% of the share capital, were deposited in escrow on behalf of Pierre et Benoît Bonduelle SAS.

■ AGREEMENTS BETWEEN SHAREHOLDERS

In addition to these escrow commitments, a first lock-up agreement was signed on May 26, 1998 by 102 family Shareholders "with the purpose of creating a stable and long-lasting core shareholding". Under this agreement, the signatories undertook to hold a portion of their shares for ten years. This agreement expired on May 26, 2008.

A second agreement was entered into by 144 family Shareholders with the purpose of stabilizing the volume of shares traded on the market, ensuring continuity in the Company's management and maintaining the undertaking to cooperate in a partnership and oversee its administration (*affectio societatis*) by the family shareholding group. This agreement was signed on March 27, 1998 for five years and has subsequently been renewed every year; each party to the agreement may withdraw from the agreement one year prior to each renewal date. In its meeting of July 1, 1998, the French Financial Markets Council (CMF) considered that under the provisions of the agreement when considered together or separately, the signatories were acting in concert.

A third agreement, 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 light of these agreements, the joint action observed by the French Financial Markets Council accounted for 42% of the Company's share capital and 56.64% of the 46,091,036 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 collective two-year lock-up agreement for all of its shareholdings in Bonduelle SAS. This collective agreement was renewed in December 2012. As provided for by law, Bonduelle SCA Shareholders may adhere to this agreement and benefit from its provisions.

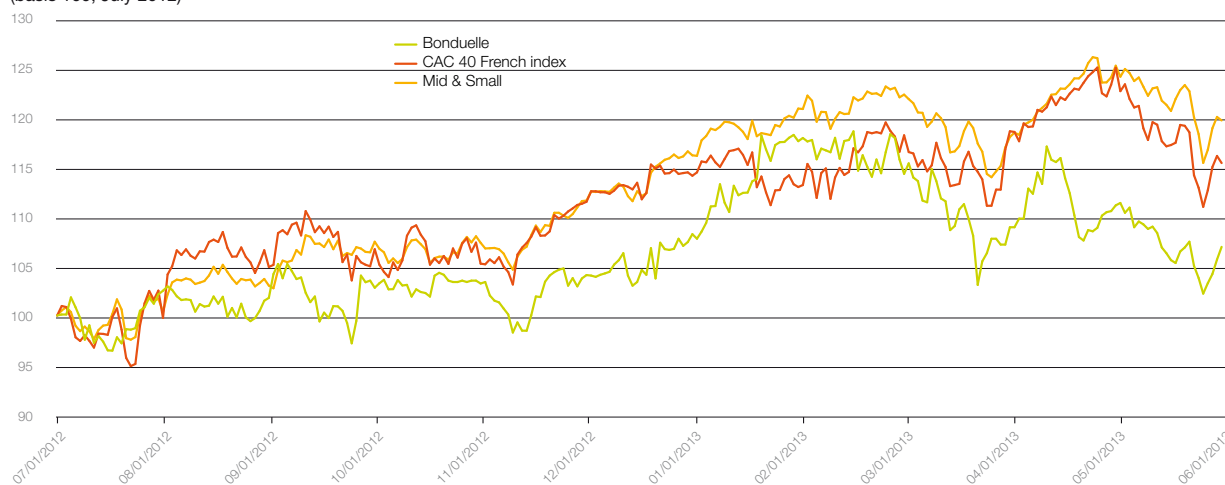
Bonduelle shares and dividend information

7.3 Bonduelle shares and dividend information

7.3.1 Share price performance

Change in the Bonduelle share in relation to the CAC 40 and CAC Mid & Small indexes

(basis 100, July 2012)



Stock market data *

	2009-2010	2010-2011	2011-2012	2012-2013
High (in euros)	22.22	18.57	18.72	20.44
Low (in euros)	13.38	14.61	14.71	16.38
Share price (in euros)	18.57	17.34	16.60	18.36
Market capitalization at June 30 (in millions of euros)	594.00	554.80	531.28	587.52
Average monthly trading volume	727,576	731,480	431,668	304,697

Summary sheet

Market: Euronext Paris
 Market segment: Euronext French stocks
 Type: Compartment B
 ISIN code: FR 0000063935

Reuters code: BOND.PA
 Bloomberg code: BON FP
 Shares outstanding: 32,000,000
 Indexes: CAC Mid & Small, CAC All Shares, CAC All Tradable
 Eligible for: deferred settlement service (SRD) long only

7.3.2 Dividends

The following dividends were paid during the previous five fiscal years:

(in euros)	2007-2008	2008-2009	2009-2010	2010-2011	2011-2012
Dividend per share (eligible for tax credit)	1.50	1.50	1.50	1.50	1.50
Total dividend paid (in thousands of euros)	12,000	12,000	12,000	12,000	12,000

The Company will pay out a limited proportion of its net income each year, so that it can finance its investments and external growth.

* Adjusted for division of the nominal share value.

7.4 Description of the share repurchase program

In accordance with the provisions of Article 241-2 of the General Regulations of the French Financial Markets Authority (AMF) and Commission Regulation (EC) 2273/2003 of December 22, 2003, the purpose of this description is to describe the goals of and methods used to carry out the Company's program to repurchase its own stock. This program will be submitted for the authorization of the Shareholders' Meeting of December 5, 2013. The notice of the meeting is to be published in the BALO of October 28, 2013.

7.4.1 Analysis by intended use of treasury shares held at August 31, 2013

Number of shares held directly or indirectly: 1,990,312 shares representing 6.22% of the share capital.

Number of shares held by intended use:

- ensure liquidity of Bonduelle shares under AMAFI-compliant liquidity contract: 13,000;
- acquisitions: 1,590,564;
- coverage for stock option plans and other types of share allocations to employees: 386,748;
- coverage of securities conferring rights to allocations of Company shares: 0;
- cancellation: 0.

7.4.2 New share repurchase program

- **Authorization of the program:** Shareholders' Meeting of December 5, 2013.
- **Securities involved:** common shares.
- **Maximum portion of share capital that may be repurchased:** 10% (or 3,200,000 shares at present) it being specified that this limit shall be evaluated on the repurchase date to reflect any capital increases or decreases during the term of the program. The number of shares taken into account for the calculation of this limit corresponds to the number of shares purchased, less the number of shares sold under the liquidity contract during the program.

As the Company may not hold more than 10% of its own share capital, in light of the number of shares already held (1,990,312 or 6.22% of the share capital), the maximum number of shares that may be purchased shall not exceed 1,209,688 (i.e. 3.78% of the capital), subject to the sale or cancellation of some or all of the shares already held.

- **Maximum purchase price:** €30.
- **Maximum value of the program:** €96,000,000.
- **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 the General Regulations of the French Financial Markets Authority (AMF) and in particular Article 231-40 of said regulations, if the offer is settled entirely in cash and if the repurchases are carried out in pursuit of the execution of the current program and if they are not likely to cause the offer to fail.

- **Intended uses:**
 - ensure secondary market trading or liquidity for Bonduelle shares through an investment service provider on the basis of a liquidity contract consistent with the Code of Ethics of the French Association of Financial Market Professionals (AMAFI), which is recognized by the French Financial Markets Authority (AMF);
 - hold the repurchased shares for subsequent use in exchange or as payment for possible Company acquisitions; shares purchased for this purpose may not exceed 5% of the Company's share capital;
 - ensure that sufficient shares are available to cover needs generated by stock option plans and/or free share plans (or similar plans) granted to employees and/or Corporate Officers of the group, as well as any share awards as part of a company or group savings plan (or similar plan), employee profit sharing and/or any other form of allocation of shares to employees and/or Corporate Officers of the group;
 - provide coverage for securities giving rights to allocations of Company shares in accordance with applicable regulations;
 - cancel any shares purchased, subject to the approval of the tenth resolution to be submitted to the Extraordinary Shareholders' Meeting.

Description of the share repurchase program

- **Term of the program:** 18 months, from the December 5, 2013 Shareholders' Meeting, i.e. through to June 4, 2015.

This document is available on the Company's website www.bonduelle.com, and on request from SOCIÉTÉ GÉNÉRALE – Service aux émetteurs (Issuer department) – BP 81236, 32 rue du Champ-de-Tir, 44312 Nantes Cedex 03 – France, which is responsible for providing custodial services for our Company.

It is also included in the registration document.

For further information:

finance@bonduelle.com

Tel.: +33 (0)3 20 43 60 60

7.5 General information regarding the Company

Legal name

Bonduelle

Registered office

“La Woestyne”
59173 – Renescure, France
Tel.: +33 (0)3 28 42 60 60

Administrative head office

Rue Nicolas Appert
BP 30173
59653 – Villeneuve-d’Ascq, France

Business structure

Bonduelle is a French limited partnership with shares (*société en commandite par actions*), governed by the French Commercial Code.

Date of incorporation and term

The Company was established on January 19, 1972 for a period of 99 years expiring on January 18, 2071, except in the event of early liquidation or extension.

Corporate registration number

The Company is registered in the DUNKERQUE Register of Trade and Companies (RCS) under number 447 250 044.

Its APE industry code is: 6420 Z

Fiscal year

From July 1 to June 30 each year.

Corporate purpose (Article 2 of the Articles of association)

The purpose of the Company, in France and in all countries is:

- owning and managing securities and ownership rights issued by any French or foreign company;
- entering into any financial and industrial investments;
- managing companies; and
- more generally, entering into any transactions that may contribute to its development.

The Company may enter into any transaction compatible with, related to and/or contributing to the above purpose.

Corporate documents concerning the last three fiscal years

The Articles of association, financial statements and reports, minutes of Shareholders’ Meetings and other corporate documents are available at the Company’s registered and administrative head offices.

Distribution of earnings (Article 25 of the Articles of association)

The Shareholders’ Meeting approves the accounts for the fiscal year just ended, and where applicable, the consolidated accounts, and notes whether there is any distributable income.

Within the limit of its distributable income, the Company pays the General Partner 1% of the net income of the year.

If income available for distribution for a period is not sufficient to pay all or part of the above percentage of earnings due to the General Partner, such amount will be carried forward and payable the following year or in future years until fully paid off.

Amounts payable to the General Partner will be paid at times and locations indicated by the Management Board within nine months following the close of the fiscal year.

After payment of amounts due to the General Partner, Shareholders are entitled to the balance of income available for distribution. The appropriation of this income is decided by the Ordinary Shareholders’ Meeting upon a motion by the General Partner.

General information regarding the Company

Upon a motion by the Supervisory Board, the Shareholders' Meeting may grant Shareholders the choice of receiving all or part of the dividends or interim dividends in cash or shares, as provided for under law.

Upon a motion by the Supervisory Board, the Shareholders' Meeting may elect to deduct amounts it deems appropriate from the balance of the earnings reverting to Shareholders as retained earnings for Shareholders or allocate such amounts to one or more non-interest-bearing extraordinary, general or special reserves, to which the General Partners, in this capacity, shall have no rights.

Upon a motion by the General Partner, such reserve or reserves may, by a decision of the Ordinary Shareholders' Meeting, be distributed to Shareholders or allocated to fully or partially redeem the shares. Fully redeemed shares are replaced by dividend-bearing shares that confer the same rights as existing shares except the right to redemption of capital.

Such reserve or reserves may also be capitalized.

Dividends are payable at the times and in the places determined by the Management Board, within a maximum period of nine months from the end of the fiscal year, unless this period is extended by court order.

Corporate purpose (Article 23 of the Articles of association)

Shareholders' Meetings are called according to the legally prescribed conditions.

Shareholders' Meetings are to be held at the Company's registered office, or any other place mentioned in the notice convening the Shareholders' Meeting.

The right to participate in Shareholders' Meetings is subject to the Shareholder or his designated intermediary being registered on the third business day preceding the Shareholders' Meeting at midnight, Paris time, either in the Company's Shareholder register or in the bearer securities register maintained by the authorized intermediary.

Any persons invited by the Management Board or by the Chairman of the Supervisory Board are also allowed to attend Shareholders' Meetings.

The General Partner is represented by one of its legal representatives or by any person, who may or may not be a Shareholder, mandated by one of the latter.

Shareholders who take part in meetings through videoconferencing or other telecommunications media enabling their identification and permitted under the conditions stipulated by applicable laws and regulations shall be considered to be present in the calculation of the quorum and majority, provided the Management Board elects to use such means of participation prior to sending the notice convening the Shareholders' Meeting.

Shareholders' Meetings are presided over by the Chairman of the Supervisory Board or, if the latter is not available, the Vice Chairman of the Supervisory Board or, if the latter is not available, by the Management Board.

Ordinary and Extraordinary Shareholders' Meetings, ruling under the conditions prescribed by law, exercise their functions in accordance with the law.

Except for the appointment and dismissal of members of the Supervisory Board, the appointment and dismissal of Independent Auditors and the approval of regulated agreements, no decision of the Shareholders' Meetings will be valid unless it is approved in writing by the General Partner no later than the end of the Shareholders' Meeting that approved said decision.

The Company's Management Board has full powers to record such approval, and shall append the document manifesting such approval to the minutes of the Shareholders' Meeting in question.

Share ownership – Disclosure of holdings exceeding specific thresholds (Article 11 of the Articles of association)

Any natural person or legal entity, acting alone or in concert, who acquires a number of shares or voting rights representing more than one of the thresholds established by law, must comply with the disclosure provisions provided for by that law within the allotted time period. This same disclosure is also required each time the ownership of share capital and/or voting rights falls below one of the statutory thresholds.

Moreover, any natural person or legal entity, acting alone or in concert, who acquires or ceases to hold, in any manner, a number of shares equal to 2% or 4% of the share capital or voting rights, is required to notify the Company, within 15 days after each of the aforementioned thresholds has been crossed, of its total holdings of shares and/or other securities giving access to the share capital, and all attached voting rights. For the purposes of applying this obligation under the 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, where there is a request, contained in the meeting minutes, by one or more Shareholders holding at least 5% of the share capital.

For more information on share ownership: see table 1.1.9 "Analysis of share capital and voting rights".

Double voting rights (Article 12 of the Articles of association)

Holders of fully paid-up shares registered in the name of the holder for more than three years shall be entitled to double voting rights. Double voting rights shall apply at all Ordinary and Extraordinary Shareholders' Meetings.

The legal provisions concerning double voting rights are set out below:

- in the event of a capital increase by capitalization of reserves, net income or additional paid-in capital, double voting rights may be granted, on issue, to registered shares allocated free of charge

to a Shareholder holding existing shares which confer this right (Article L. 225-123 of the French Commercial Code);

- any share converted into a bearer share or whose ownership is transferred loses the double voting rights assigned in application of Article L. 225-123. However, the transfer of shares as a result of inheritance, liquidation of a community of assets between spouses or *inter vivos* gifts to a spouse or relative whose degree of relationship is sufficiently close, does not result in the loss of entitlement to the right acquired, provided that the qualification period mentioned in Article L. 225-123 is met. Unless otherwise stipulated in the Company's 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).

Separation of voting rights between the usufructuary and the bare owner (Article 12 of the Articles of association)

The By-laws currently provide that, unless there is an agreement notified to the Company, where there is a separation of ownership rights, voting rights shall belong to the bare owner, except in the case of collective decisions relating to the appropriation of income, when voting rights shall belong to the usufructuary.

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

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

Identification of bearer shares (Article 9 of the Articles of association)

The Company is authorized to take advantage of the provisions of Articles L. 228-2 and L. 228-3 of the French Commercial Code governing commercial ventures concerning the identification of holders of securities conferring present or future voting rights at Shareholders' Meetings.

Management Board (Article 15 of the Articles of association)

The Company is managed and administrated by one or more Managers, who may be General Partners or not affiliated with the Company. If there is more than one Manager, all provisions of the present 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 fiscal year following the one during which the Manager was appointed. Managers who are a legal entity are appointed for an indefinite period.

During the term of the Company, the General Partner has sole authority to appoint the Manager(s).

The Manager's functions shall end subsequent to his/her/its death, permanent disability, interdiction, court-ordered reorganization or liquidation, dismissal or resignation, or on his/her 75th birthday.

The Company shall not be dissolved in the event that the functions of a Manager are terminated, regardless of the reason.

Any Manager wishing to resign must provide the General Partner and the Supervisory Board with at least six months' prior notice, by certified mail, unless the General Partner authorizes a shorter period after evaluating the reasoned opinion of the Supervisory Board.

The General Partner is responsible for ordering the dismissal of any Manager.

Powers of the Management Board (Article 16 of the Articles of association)

RELATIONSHIPS WITH THIRD PARTIES

The Management Board has full powers to act in the Company's name under any circumstances. It exercises these powers within the limits of the Company's corporate purpose and any powers granted explicitly by law to the Supervisory Board and to the Shareholders' Meeting.

RELATIONSHIPS BETWEEN PARTNERS

Insofar as relationships between the Company's partners are concerned, the Management Board has full powers to take all managerial actions in the interest of the Company and in compliance with the powers granted by the present 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".

General information regarding the Company**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 Executive Officer.

Remuneration of the Management Board (Article 17 of the Articles of association)

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 fiscal year;
- additional compensation equal to 1% of the group's share of the consolidated net income of the previous fiscal year, when the latter exceeds 1.5% of total net consolidated revenue.

Compensation is to be paid in 12 equal monthly payments.

This compensation is split equally among the Managers, unless they have agreed otherwise.

If one or more Managers are legal entities, all compensation shall be split equally among this or these legal entity Managers, unless they have agreed otherwise.

Any additional compensation paid to the Management Board must be approved by the Ordinary Shareholders' Meeting, with the approval of the General Partner.

Supervisory Board (Article 18 of the Articles of association)

The Company has a Supervisory Board comprising between 3 and 18 members selected from among the Shareholders who do not qualify as General Partners, who are not the legal representative of the General Partner, nor the Manager of Pierre et Benoît Bonduelle SAS.

The members of the Supervisory Board may be natural persons or legal entities.

When they are appointed, legal entities must appoint a permanent representative, who is subject to the same conditions and obligations and has the same responsibilities as if he or she were a member of the Supervisory Board in his or her own right, notwithstanding the joint liability of the legal entity that he or she represents. This person is appointed permanent representative for as long as the term of appointment of the legal entity that he or she represents.

If the legal entity revokes the mandate of its representative, it must notify the Company of such revocation, immediately, by certified mail, as well as of the identity of its new permanent representative. The

same shall apply in the event of the death, resignation or prolonged inability to serve of the permanent representative.

The members of the Supervisory Board are appointed and their mandates renewed by the Ordinary Shareholders' Meeting. The General Partner may, at any time, propose the appointment of one or more new members of the Supervisory Board.

A third of the Supervisory Board members are re-appointed every three years at an annual Ordinary Shareholders' Meeting. Every appointment, whether it be in replacement of an existing member of the Supervisory Board or not, is valid through the next renewal of the Supervisory Board membership in question.

No one may be appointed member of the Supervisory Board if, having exceeded the age of 75, his or her appointment would increase to more than one-third the proportion of Supervisory Board members who have already exceeded this age.

The members of the Supervisory Board may be dismissed by decision of the Ordinary Shareholders' Meeting only at the joint suggestion for just cause of the General Partner and the Supervisory Board.

In the event that one or more members of the Supervisory Board should die or resign, the Supervisory Board may appoint a temporary replacement within three months from the date on which the vacancy is created.

Should no more than two members of the Supervisory Board remain active, the active member(s), or, if not, the Manager or the Independent Auditor(s), must immediately convene an Ordinary Shareholders' Meeting in order to fill the vacant memberships.

Deliberations of the Supervisory Board (Article 19 of the Articles of association)

From among its members, the Supervisory Board appoints a Chairman, who must be a natural person, and a Vice Chairman.

It also appoints a Secretary, who is not required to be a member of the Supervisory Board.

In the absence of the Chairman, his functions are performed by the Vice Chairman.

The Supervisory Board is convened by either its Chairman or by the Management Board, as often as required in the interest of the Company and at least twice per year, in the registered office or any other place indicated in the meeting notice.

Meeting notices are distributed by all means serving as valid proof for commercial purposes, at least seven working days prior to the meeting. This time requirement may be reduced subject to the unanimous approval of the Chairman or the Vice Chairman of the Supervisory Board, the General Partner and the Manager.

Any member of the Supervisory Board may, by all means serving as valid proof for commercial purposes, give proxy to one of his colleagues to represent him at a meeting of the Supervisory Board. No member may hold more than one proxy during a single meeting. These provisions also apply to the permanent representative of a legal entity member of the Supervisory Board.

The Supervisory Board may only deliberate if at least half of its members are present or represented.

Decisions require a majority of the votes of the members present or represented. However, the Supervisory Board may approve or reject any new wording of certain clauses of the 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.

Powers of the Supervisory Board (Article 20 of the Articles of association)

The Supervisory Board is responsible for the permanent control of the management of the Company. It is therefore vested with the same powers as the Independent Auditors, and is provided at the same time as the latter with the same documents. Also, the Management Board must provide the Supervisory Board, at least once per year, with a detailed review of the operations of the Company.

The Supervisory Board may make suggestions to the Management Board regarding all questions of general interest to the Bonduelle Group and regarding the allocation of income proposed to the Shareholders' Meeting.

The Supervisory Board approves or rejects any new wording of certain clauses of the Articles of association proposed by the General Partner, in compliance with the stipulations of the article entitled "RESPONSIBILITIES AND POWERS OF THE GENERAL PARTNER".

Every year at the annual Ordinary Shareholders' Meeting, the Supervisory Board presents the Shareholders with a report in which it signals any irregularities or inaccuracies observed in the financial statements for the year and comments on the management of the Company.

This report and the other documents required by law are placed at the disposal of the Shareholders, who may consult it at the Company's registered office once the Shareholders' Meeting has been convened.

The Supervisory Board may convene a Shareholders' Meeting as many times as it deems appropriate.

The functions of the Supervisory Board do not impinge in any way upon those of the Management Board, and do not engender any liability for any acts of management or their consequences.

Compensation of the Supervisory Board (Article 21 of the Articles of association)

On the recommendation of the General Partner, the Supervisory Board may be allocated annual compensation in respect of directors' fees, the amount of which is determined by the Ordinary Shareholders' Meeting and remains unaltered until such time as the Shareholders' Meeting shall decide otherwise.

The Supervisory Board divides these directors' fees among its members in the proportions that it deems appropriate.

Changes to Shareholders' rights

Shareholders' rights may be modified under the conditions laid down by current regulations.

Important events or developments in the Company

1853-1926

ORIGINS: BIRTH OF A LEGEND

Bonduelle was founded by two men, Louis Bonduelle-Dalle (1802-1880) and Louis Lesaffre-Roussel (1802-1869), both of whom came from farming families in the North of France.

In 1853, the two men decided to build a grain and juniper distillery in Marquette-lez-Lille.

In 1862, they bought a farm in Renescure which they converted into a grain alcohol distillery.

1926-1946

CANNING BUSINESS TAKES OFF

In 1926, they installed their first pea sheller and autoclaves in the family farm at Woestyne.

Bonduelle started canning 20 hectares of peas, corresponding to annual production of approximately 120 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.

General information regarding the Company**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, several European subsidiaries are created: in Germany (1969), Italy (1972) and the United Kingdom (1973). Subsidiaries in other countries soon followed.

By 1973, more than half of Bonduelle's revenues were generated outside France.

1975-1984**PERIOD OF EXPANSION: BEYOND PICARDY**

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**

Creation of subsidiaries in Spain (1986) and Portugal (1988).

At the end of 1989, Bonduelle acquired Cassegrain.

The group started expanding into Eastern Europe, marketing its products in the former East Germany, the Czech Republic and, beginning in 1992, Poland.

In 1986, the Renescure and Borderes 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 TODAY**A NEW ERA BEGINS****2000**

- Organization of the group into a federation of five subsidiaries;
- Takeover of Cielo e Campo (fresh foods, Italy), already a partner since 1998;
- Creation of Bonduelle Frische (fresh foods, Germany).

2001

- Acquisition of Frudesa and its frozen foods plant in Benimodo (Spain);
- Merger of Cielo e Campo/Ortobell (Italian fresh foods market leader), which contributed its two plants in San Paolo d'Argon (Bergamo), and Battipaglia (Salerno), which was under construction.

2003

- Acquisition of Vita, the market leader in fresh-cut vegetables in Germany and its plants at Reutlingen and Wanzleben;
- 150th anniversary;
- Acquisition of the Békéscsaba plant in Hungary;
- Acquisition of Michel Caugant – Creation of a sixth subsidiary;
- Sports sponsorship: launch of the program to build a single-hull boat to compete in the Vendée Globe Challenge in 2004.

2004

- Krasnodar plant opens in Russia.

2005-2006

Bonduelle Surgelé International (BSI), the Bonduelle Group subsidiary specialized in frozen vegetables in Europe, acquired Unilever's frozen food business (excluding ice cream) in Spain.

2006-2007**CONQUERING NORTH AMERICA**

In June 2006, the Bonduelle Group acquired a minority shareholding in Aliments Carrière. Aliments Carrière is the leading producer of canned and frozen vegetables in Canada, with a market share of more than 70%.

Aliments Carrière, a privately held company, had 985 employees. Its registered office 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 fiscal year ended April 30, 2006 amounted to nearly 300 million Canadian dollars (€210 million), 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 Triskalia cooperative, to pool the two groups' industrial and sales activities in the private label frozen sector in Europe.

Bonduelle holds a 35.5% stake in the new entity, which became effective on April 1, 2009.

In November 2008, Bonduelle acquired La Corbeille, a Belgian producer and distributor of canned vegetables that focuses on the private label sector in Northern Europe.

2009-2010

BONDUELLE, EUROPEAN LEADER IN PROCESSED MUSHROOMS

Acquisition of France Champignon

During the year, the group acquired the France Champignon group.

This group is Europe's leading producer of processed mushrooms (revenue of around €200 million).

France Champignon produces and sells mushrooms in all formats (canned, fresh, pasteurized and dried) and of all kinds (white mushrooms and wild mushrooms) in Europe.

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 very quickly boost group profitability and its return on capital employed.

2010-2011

OPERATIONS IN BRAZIL, FROZEN FOOD PARTNERSHIP

Industrial operations and commercial development in Brazil

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

The industrial operations in Brazil, which began in September 2010, include the construction of a canning plant (primarily for peas and corn) in the Brasilia region. This region enjoys clement weather conditions that greatly extend the annual growing period, thereby reducing capital requirements (production facilities and inventory carrying costs).

Intended during an initial phase to supply the very large local market 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.

Marketing of local products commenced in November 2010, with production having begun in September 2010.

Bonduelle and Ardo create a production joint venture in Spain

On April 6, 2011, the Bonduelle Group announced the creation of a production joint venture (50:50) in Spain, with leading European frozen vegetable player Ardo. The group made a joint announcement with Ardo regarding the sale of the Frudesa and Salto brands in Spain to Lion Capital, owner of the Findus brand (excluding Italy).

The two transactions were completed on July 1, 2011, and were aimed at fostering consolidation in the frozen food market. Bonduelle launched this consolidation strategy in 2009 with the creation of a first joint venture with the Triskalia Cooperative group in Gelagri, and this second operation will improve the competitiveness of the Benimodo plant, which was added to this joint venture.

2011-2012

THREE ACQUISITIONS THAT WILL ENHANCE THE GROUP'S INTERNATIONAL SCOPE

In the second half of 2011-2012, the group announced three acquisitions, in Hungary, Russia and the United States.

In Hungary and Russia, the acquisitions of production assets from Kelet-Food and the commercial and agro-industrial assets of Cecab will secure the supply of high-growth markets in Central and Eastern Europe, by strengthening the group's commercial presence in these regions.

In the United States, the acquisition of the Allens frozen business will enable the subsidiary Bonduelle North America to expand its presence in the country, and to become a key player in the frozen food sector in North America.

2012-2013

ALL TIME HIGH ACTIVITY AND PROFITABILITY

Now operating on an international scale with one-third of its sales in France, one-third in Europe outside France and one-third outside Europe, Bonduelle marked its 160th year in the agro-industrial business and its 16th year operating on the financial markets with record revenue and current operating profit.

8

Additional information



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8.1 Person responsible for the registration document and the annual financial report

Persons responsible for the information

The Manager: The Company "Pierre et Benoît Bonduelle SAS," whose registered office is at "La Woestyne" in the town of Renescure (59173), France, represented by its Chairman Mr. Christophe Bonduelle.

Declaration by those responsible

I hereby declare that, after taking every reasonable measure to this end, the information contained in this registration document is, to the best of my knowledge, accurate and does not include any omissions that would change its meaning.

I hereby declare that, to the best of my knowledge, the financial statements have been prepared in compliance with all applicable accounting standards and provide a true and fair view of the assets, financial position and earnings of the Company and all entities included within its scope of consolidation, and that the information contained in the management report, the various Sections of which are set out in the cross-reference table on pages 240 to 241, presents a true and fair view of trends in the revenues, earnings and financial position of the Company and all companies included within its scope of consolidation, as well as a description of the primary risks and uncertainties to which they are exposed.

The historical financial information presented in this document has been the object of a Statutory Auditors' report, found on pages 178 to 179.

In accordance with Article 28 of European (EC) Regulation 809/2004, the following items are included by reference in this registration document:

- the report of the accounting firms Mazars and Deloitte & Associés on the consolidated financial statements for the fiscal year ended June 30, 2012 and the corresponding historical data found in the financial report included in registration document no. D. 12-0931, which was filed with the French Financial Markets Authority (AMF) on October 25, 2012;
- the report of the accounting firms Mazars and Deloitte & Associés on the consolidated financial statements for the fiscal year ended June 30, 2011 and the corresponding historical data found in the financial report included in registration document no. D. 11-0953, which was filed with the French Financial Markets Authority (AMF) on October 25, 2011.

The Statutory Auditors have provided me with a letter of completion of work in which they indicate that they have audited the information relating to the financial position and the financial statements presented in this document, as well as to the document as a whole.

October 22, 2013

The Manager

Pierre et Benoît Bonduelle SAS

Represented by its Chairman, Mr. Christophe Bonduelle

8.2 Statutory Auditors

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 fiscal years.

Bonduelle SCA's Statutory Auditors are:

Mazars

Represented by Mr. Jean-Maurice El Nouchi and Mr. Léon Lewkowicz,
61 rue Henri Regnault – 92400 Courbevoie

Substitute: Mr. Jérôme Depastors, 61 rue Henri Regnault –
92075 Paris La Defense

Deloitte & Associés

Represented by Mr. Gérard BADIN, 67 rue de Luxembourg –
59777 Euralille

Substitute: BEAS, 7/9 Villa Houssay – 92200 Neuilly-sur-Seine

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

They were appointed by the Combined Ordinary and Extraordinary Shareholders' Meeting of December 6, 2012, and their terms will run through the Shareholders' Meeting held to approve the financial statements for the fiscal year ending June 30, 2018.

8.3 Documents available to Shareholders and the public

The Bonduelle Group provides its Shareholders and the general public with several sources of information. The review of operations and sustainable development report, published in French and English, reviews the highlights of the year and sets out the group's strategy, as well as providing a detailed business review for each business segment. It also provides information on the activities carried out in relation to Corporate Social Responsibility. These reports, and the registration document, which sets out all of the annual financial statements, can be viewed and downloaded from the "Finance" Section on www.bonduelle.com. This website also provides real time share price information and access to all data pertaining to the group's current situation.

Since 1998, an annual letter to Shareholders has provided a summary of key financial information and recent events concerning the group and its 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 be downloaded in French or English from the "Finance" Section of the Bonduelle website.

The group's management also meets with investors at group meetings and individual presentations, both in France and elsewhere.

Financial releases schedule

- for fiscal year 2012-2013

12/05/2013	Annual Shareholders' Meeting
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- for fiscal year 2013-2014

11/07/2013	Q1 revenue
02/06/2014	H1 revenue
02/26/2014	H1 results
05/06/2014	Q3 revenue
08/07/2014	Annual revenue
09/30/2014	Annual results
12/04/2014	Annual Shareholders' Meeting

Contact

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e-mail: finance@bonduelle.com
Find out more: www.bonduelle.com

8.4 Cross-reference tables

Registration document cross-reference table

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N/A Not applicable

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N/A Not applicable

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● : full indicator

▮ : partial indicator

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4.11	Explanation of whether and how the precautionary approach or principle is addressed by the organization	●	3.5 Internal control and risk management procedures	109
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4.16	Type of partnership with stakeholders	●	2.2.5 Dialog with stakeholders	33-35
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MANAGERIAL APPROACH				
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GRI 3.1	Art 225 Grenelle 2	Degree of compliance with GRI 3.1	GRI 3.1 reference in the registration document	Page number
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SUPPLY				
FP1	Percentage of purchased volume from suppliers compliant with company's sourcing policy	▸	2.3.1 Agricultural upstream - part C 2.4.2 Commitments to economic partners - part C	40 67
FP2	Percentage of purchased volume which is verified as being in accordance with credible, Internationally recognized responsible production standards	▸	2.3.1 Agricultural upstream - part C 2.4.2 Commitments to economic partners - part C	40 67
ECONOMIC PERFORMANCE				
EC1	Direct economic value generated and distributed	▸	<ul style="list-style-type: none"> • Territorial, economic and social impact of the Company's activity on neighboring or local populations • Relations with interested people or organizations, particularly associations working for social integration 	5 Consolidated financial statements 6.4 Notes to the annual parent company financial statements - Note 16 2.4.3 Commitments to civil society, promote long-term healthy eating 2.4.3 Commitments to civil society, food donations 125 196 68 70
EC3	Coverage of the organization's financial obligations to employees	●	5 Consolidated financial statements - Note 2 - part K	137

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GRI 3.1	Art 225 Grenelle 2	Degree of compliance with GRI 3.1	GRI 3.1 reference in the registration document	Page number
EC4 Significant financial assistance received from government (Commentary added to describe the impact of governmental support in the sector. Reference added)		●	5 Consolidated financial statements - Note 16	152
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Market presence				
EC6 Policy, practices, and proportion of spending on locally-based suppliers	<ul style="list-style-type: none"> • Territorial, economic and social impact of the company's activity on neighboring or local populations • Importance of sub-contracting and inclusion of CSR in relationships with suppliers and sub-contractors • Inclusion of environmental and social issues in purchasing policy 	►	2.5.1 Quality	74
			2.4.2 Commitments to economic partners	66
			2.3.1 Agricultural upstream	38
EC7 Procedures for local hiring and proportion of senior management hired from the local community	Territorial, economic and social impact of the company's activity on employment and regional development	►	2.4.1 Commitments to social responsibility - Local employment	60
Indirect economic impacts				
EC9 Understanding and describing significant indirect economic impacts	Territorial, economic and social impact of the company's activity on employment and regional development	●	2.4.1 Commitments to social responsibility - Local employment	60
			2.4.1 Commitments to social responsibility - Social dialog	59
			2.4.3 Commitments to civil society	68
ENVIRONMENTAL PERFORMANCE INDICATORS				
Materials				
EN1 Materials used by weight or volume	Consumption of commodities and measures to improve efficiency in use	►	2.3.2 Natural resources - part G - Results – Packaging	60
			2.3.3 Packaging	59
EN2 Percentage of materials used that are recycled input materials	Consumption of commodities and measures to improve efficiency in use	►	2.3.3 Packaging - Monitoring	68
Energy				
EN3 Direct energy consumption by primary energy source	Energy consumption, measures to improve energy efficiency and use of renewable sources of energy	●	2.3.2 Natural resources - part G	51
EN4 Indirect energy consumption by primary source	Energy consumption, measures to improve energy efficiency and use of renewable sources of energy	●	2.3.2 Natural resources - part G	51
EN5 Energy saved due to conservation and efficiency improvements	Energy consumption, measures to improve energy efficiency and use of renewable sources of energy	●	2.3.2 Natural resources - part C	45
			2.3.2 Natural resources - part D	46

GRI 3.1		Art 225 Grenelle 2	Degree of compliance with GRI 3.1	GRI 3.1 reference in the registration document		Page number
EN6	Initiatives to provide energy-efficient or renewable-energy based products and services	Energy consumption, measures to improve energy efficiency and use of renewable sources of energy	●	2.3.2	Natural resources - part C	45
				2.3.2	Natural resources - part D	46
EN7	Initiatives to reduce indirect energy consumption and reductions achieved		●	2.3.2	Natural resources - part C	45
				2.3.3	Packaging	46
Water						
EN8	Total water withdrawal by source	Water consumption and supply of water according to local requirements	●	2.3.2	Natural resources - part G	51
Biodiversity						
EN11	Location and size of land owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value	Measures to protect or develop biodiversity	▸	2.3.2	Natural resources - part F	47
EN12	Description of significant impacts of activities, products, and services on biodiversity	Measures to prevent, reduce or repair emissions into the air, water and earth that seriously impact on the environment	▸	2.3.1	Agricultural upstream	38
				2.3.2	Natural resources - part F	47
EN14	Strategies, current actions, and future plans for managing impacts on biodiversity.	Measures to protect or develop biodiversity	●	2.3.1	Agricultural upstream	38
				2.3.2	Natural resources - part F	47
Emissions, effluent and waste						
EN16	Total direct and indirect greenhouse gas emissions by weight (metric tons)	Greenhouse gas emissions	●	2.3.2	Natural resources - part F	47
				2.3.2	Natural resources - part G	51
EN17	Other relevant indirect greenhouse gas emissions (metric tons)	Greenhouse gas emissions	●	2.3.4	Transport	55
				2.3.2	Natural resources - part F	47
				2.3.2	Natural resources - part G	51
EN18	Initiatives to reduce greenhouse gas emissions and reductions achieved	Measures to prevent, reduce or repair emissions into the air, water and earth that seriously impact on the environment	●	2.3.4	Transport	55
				2.3.2	Natural resources - part F	47
				2.3.2	Natural resources - part G	51
EN19	Emissions of ozone-depleting substances	Measures to prevent, reduce or repair emissions into the air, water and earth that seriously impact on the environment	●	2.3.4	Transport	55
				2.3.2	Natural resources - part F	47
				2.3.2	Natural resources - part G	51
EN21	Total water discharge by quality and destination	Measures to prevent, reduce or repair emissions into the air, water and earth that seriously impact on the environment	●	2.3.2	Natural resources - part E	46
				2.3.2	Natural resources - part G	51-52
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				2.3.2	Natural resources - part G	51

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GRI 3.1	Art 225 Grenelle 2	Degree of compliance with GRI 3.1	GRI 3.1 reference in the registration document	Page number
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EN26 Initiatives to mitigate environmental impacts of products and services	• Measures to prevent, recycle and dispose of waste	●	2.3.2 Natural resources - part F	47
	• Adjustment to consequences of climate change		2.3.2 Natural resources - part G	51
	• Incorporation of impacts of climate change			
Transport				
EN29 Significant environmental impacts of transporting products and other goods and materials used for the organization's operations, and transporting members of the workforce	Adjustment to consequences of climate change	►	2.3.4 Transport - part C	56
Global				
EN30 Total environmental protection expenditures and investments by type	• Company organization regarding environmental issues	●	2.3.2 Natural resources - part B	43
	• Amount of provisions and guarantees for environmental risks		2.3.2 Natural resources - part C	45
			2.3.2 Natural resources - part F	49
			2.3.2 Natural resources - part E	46
	• Resources dedicated to preventing environmental risks and pollution		2.3.2 Natural resources - part G	51
	Training and informing employees on environmental protection		2.3.2 Natural resources - part B	43
	Incorporation of noise pollution, and, where necessary, all other forms of pollution specific to an activity		2.3.2 Natural resources - part F	47
	Soil use		2.3.1 Agricultural upstream	38
LABOR PRACTICES AND DECENT WORK STANDARDS PERFORMANCE INDICATORS				
Employment				
LA1 Total workforce by employment type, employment contract, region, and gender	Total workforce and breakdown by gender, age and region	►	2.4.1 Commitments to social responsibility - part C	63
LA2 Total number and rate of new employee hires and employee turnover by age group, gender, and region	Hiring and lay-offs	►	2.4.1 Commitments to social responsibility - part C	63-64
LA3 Benefits provided to full-time employees	Remuneration and development	●	5 Consolidated financial statements - Note 2 - part K	137
Labor/management relations				
LA4 Percentage of employees covered by collective bargaining agreements	Compliance with the fundamental conventions of the ILO (no. 87 and 98) Summary of collective agreements	►	2.4.1 Commitments to social responsibility - part B - Human rights	62

GRI 3.1		Art 225 Grenelle 2	Degree of compliance with GRI 3.1	GRI 3.1 reference in the registration document		Page number
FP3	Percentage of working time lost due to industrial disputes, strikes and/or lock-outs, by country		►	2.4.1	Commitments to social responsibility - part B - Social dialog	59
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LA7	Rates of injury, occupational diseases, absenteeism, etc.	Frequency rate and severity rates for work-related accidents and work-related illnesses Absenteeism	●	2.4.1	Commitments to social responsibility - part C	65
LA9	Health and safety topics covered in formal agreements with trade unions	Summary of agreements with unions or personnel representatives regarding occupational health and safety	●	2.4.1	Commitments to social responsibility - part B - Social dialog	59
				2.4.1	Commitments to social responsibility - part B – Safety	59
				2.4.1	Commitments to social responsibility - part B - Working conditions	60
Education and training						
LA10	Average hours of training per year per employee by gender, and by employee category	Total number of training hours	►	2.4.1	Commitments to social responsibility - part C	65
LA12	Percentage of employees receiving regular performance and career development reviews, by gender	Training policies implemented	●	2.4.1	Commitments to social responsibility - part C	65
Diversity and equal opportunity						
LA13	Composition of governance bodies and breakdown of employees per employee category according to gender, age group, minority group membership, and other indicators of diversity	<ul style="list-style-type: none">Measures to promote gender equalityMeasures to promote the inclusion and employment of people with disabilitiesAnti-discrimination policy	●	3.1	Administrative, management and supervisory bodies	96
				2.4.1	Commitments to social responsibility - part B - Diversity	61
				2.4.1	Commitments to social responsibility - part C	63
HUMAN RIGHTS PERFORMANCE INDICATORS						
Investment and procurement practices						
HR1	Percentage and total number of significant investment agreements that include human rights clauses	Actions in favor of human rights	●	2.4.2	Commitments to economic partners - part B	66
HR2	Percentage of significant suppliers, contractors, and other business partners that have undergone human rights screening, and actions taken	Anti-corruption actions undertaken	►	2.4.2	Commitments to economic partners - part B	66
Non-discrimination						
HR4	Total number of incidents of discrimination and corrective actions taken	Promotion of and compliance with the fundamental conventions of the International Labor Organization relative to eliminating discrimination in respect of employment and occupation	►	2.4.1	Commitments to social responsibility - part B - Diversity	61
				2.4.1	Commitments to social responsibility - part B - Human rights	62

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Freedom of association and collective bargaining					
HR5 Operations and significant suppliers identified in which the right to exercise freedom of association and collective bargaining may be violated	● Promotion of and compliance with the fundamental conventions of the International Labor Organization relative to freedom of association and the right to collective bargaining	●	2.4.2	Commitments to economic partners - part B	61
	● Incorporation of social and environmental aspects in purchasing policy		2.4.1	Commitments to social responsibility - part B - Human rights	62
Child labor					
HR6 Operations and significant suppliers identified as having significant risk for incidents of child labor, and measures taken to contribute to the effective abolition of child labor	● Promotion of and compliance with the fundamental conventions of the International Labor Organization relative to freedom of association and the right to collective bargaining	●	2.4.2	Commitments to economic partners - part B	67
	● Incorporation of social and environmental aspects in purchasing policy		2.4.1	Commitments to social responsibility - part B - Human rights	62
Forced and compulsory labor					
HR7 Operations and significant suppliers identified as having significant risk for incidents of forced or compulsory labor, and measures to contribute to the elimination of all forms of forced or compulsory labor	● Promotion of and compliance with the fundamental conventions of the International Labor Organization relative to freedom of association and the right to collective bargaining	●	2.4.2	Commitments to economic partners - part B	67
	● Incorporation of social and environmental aspects in purchasing policy		2.4.1	Commitments to social responsibility - part B - Human rights	62
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SO1 Type, scope and effectiveness of all programs and practices to assess and management impacts of the activity on communities, at all stages	Territorial, economic and social impact of the Company's activity on neighboring or local populations	●	2.4.3	Commitments to civil society	68
Health and accessibility					
FP4 Programs or practices to promote healthy lifestyles		●	2.5.2	Product composition and nutritional quality	76
			2.4.3	Commitments to civil society	68
SO10 Prevention and mitigation measures implemented in operations with significant potential or actual negative impacts on local communities		►	2.5.2	Product composition and nutritional quality	76
			2.4.3	Commitments to civil society	68

GRI 3.1		Art 225 Grenelle 2	Degree of compliance with GRI 3.1	GRI 3.1 reference in the registration document		Page number
Corruption						
SO3	Percentage of employees trained in organization's anti-corruption policies and procedures	Actions undertaken to prevent all forms of corruption	▶	2.2.4	Internal requirements - part A	24
				2.4.2	Commitments to economic partners - part B	66
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SO5	Public policy positions and lobbying		●	2.2.4	Internal requirements - part A	24
				2.2.5	External commitments - part B	32
SO6	Total value of financial and in-kind contributions to political parties		●	2.2.4	Internal requirements - part A	24
				2.2.5	External commitments - part B	32
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				2.5.1	Quality - part C	75
				2.5.2	Product composition and nutritional quality	76
FP5	Percentage of production volume manufactured in sites certified by an independent third party	Fair practices: Measures to promote the health and safety of consumers	●	2.5.1	Quality - part B	74
				2.5.1	Quality - part C	75
FP6	Percentage of total sales volume of consumer products that are lowered in saturated fat, trans fats, sodium and added sugars	Fair practices: Measures to promote the health and safety of consumers	▶	2.5.3	Consumer information and satisfaction	77
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FP8	Policies and practices on communication to consumers about ingredients and nutritional information beyond legal requirements		●	2.3.2	Natural resources - part F	49
				2.5.3	Consumer information and satisfaction	77

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