

REPORTS AND FINANCIAL STATEMENTS OF:

**E.M. DENNY & COMPANY LIMITED**

For the year ended

31 DECEMBER 2002

REGISTERED NO. 235401



**E.M. DENNY & COMPANY LIMITED**

**REPORTS AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2002**

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## **E.M. DENNY & COMPANY LIMITED**

### **DIRECTORS AND OTHER INFORMATION**

#### **DIRECTORS**

Hugh Friel  
Denis Cregan  
Brian Mehigan

#### **SECRETARY**

Brian Durran

#### **REGISTERED OFFICE**

Thorpe Lea Manor,  
Thorpe Lea Road,  
Egham, Surrey,  
TW20 8HY.

#### **AUDITORS**

Deloitte & Touche,  
Chartered Accountants,  
Deloitte & Touche House,  
Earlsfort Terrace,  
Dublin 2.

#### **SOLICITORS**

Legal Department,  
Kerry Group plc,  
Prince's Street,  
Tralee,  
Co. Kerry.

## **E.M. DENNY & COMPANY LIMITED**

### **DIRECTORS' REPORT**

The directors submit their annual report together with the audited financial statements for the year ended 31 December 2002.

### **BUSINESS REVIEW**

The company did not trade during the current or preceding years and made neither profit nor loss nor any other recognised gains or losses.

The directors received no remuneration during the year.

### **BOARD OF DIRECTORS**

On 2 January 2002 Denis Brosnan retired as a director of the company and was replaced by Brian Mehigan. The present membership of the Board is set out on page 2.

### **DIRECTORS' AND SECRETARY'S INTERESTS**

The interests of the directors and secretary of the company, and their spouses and minor children, all of which are beneficial, in the share capital of Kerry Group plc, the ultimate holding company, at 31 December 2002 and 31 December 2001 were as follows:

#### **NUMBER OF "A" ORDINARY SHARES**

<b>DIRECTORS</b>	<b>2002</b>	<b>2001</b>
Denis Brosnan	360,000	668,000
Hugh Friel	325,000	325,000
Denis Cregan	262,500	262,500
Brian Mehigan	30,000	30,000
<b>SECRETARY</b>		
Brian Durran	10,000	22,900

There has not been any contract or arrangement with the company or any subsidiary during the year in which a director of the company was materially interested and which was significant in relation to the company's business.

The directors and secretary of the company who held office at 31 December 2002 and 31 December 2001 had no beneficial interest in the shares of the company.

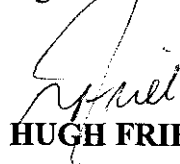
**E.M. DENNY & COMPANY LIMITED**

**DIRECTORS' REPORT (CONTINUED)**

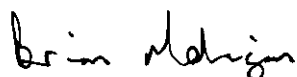
**AUDITORS**

The auditors, Deloitte & Touche, Chartered Accountants, have expressed their willingness to continue in office and a resolution will be proposed at the annual general meeting to reappoint them as auditors and to authorise the directors to fix their remuneration.

Signed on behalf of the Board:



**HUGH FRIEL, DIRECTOR**



**BRIAN MEHIGAN, DIRECTOR**

**8 April 2003**

## **E.M. DENNY & COMPANY LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

United Kingdom company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and the profit or loss of the company for that year. In preparing those financial statements, the directors are required to select suitable accounting policies and then apply them consistently; make judgements and estimates that are reasonable and prudent; and prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF E.M. DENNY & COMPANY LIMITED**

We have audited the financial statements of E.M. Denny & Company Limited for the year ended 31 December 2002, which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 8. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

### **Basis of audit opinion**

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

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

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF E.M. DENNY & COMPANY LIMITED (CONTINUED)**

**Opinion**

In our opinion, the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2002 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Deloitte & Touche*

Deloitte & Touche,  
Chartered Accountants and Registered Auditors,  
Deloitte & Touche House,  
Earlsfort Terrace,  
Dublin 2.

8 April 2003



**E.M. DENNY & COMPANY LIMITED**

**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 2002**

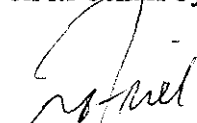
The company did not trade during the current and preceding years and received no income and incurred no expenditure. Consequently, the company made neither a profit nor a loss during the current or preceding financial years.

**E.M. DENNY & COMPANY LIMITED**

**BALANCE SHEET AS AT 31 DECEMBER 2002**

	Notes	2002 STG£	2001 STG£
<b>CURRENT ASSETS</b>			
Debtors	3	774,625	774,625
Cash at bank and in hand		<u>9,260</u>	<u>9,260</u>
		783,885	783,885
<b>CREDITORS: Amounts due within one year</b>	4	<u>(469,314)</u>	<u>(469,314)</u>
<b>NET ASSETS</b>		<u><b>314,571</b></u>	<u><b>314,571</b></u>
<b>CAPITAL AND RESERVES</b>			
Called-up share capital	5	150,000	150,000
Profit and loss account		<u>164,571</u>	<u>164,571</u>
<b>SHAREHOLDERS' FUNDS – ALL EQUITY</b>		<u><b>314,571</b></u>	<u><b>314,571</b></u>

The financial statements were approved by the Board of Directors on 8 April 2003 and signed on its behalf by:



**HUGH FRIEL, DIRECTOR**



**BRIAN MEHIGAN, DIRECTOR**

# **E.M. DENNY & COMPANY LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2002**

### **1. ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with applicable accounting standards. The accounts are prepared under the historical cost convention and are denominated in Sterling.

### **2. TAXATION MATTERS**

(a) Unrelieved losses:

	<b>2002</b>	<b>2001</b>
	<b>STG£</b>	<b>STG£</b>
Unrelieved CGT loss available to be offset against future capital gains	<b><u>22,000</u></b>	<b><u>22,000</u></b>

(b) There is no liability for deferred taxation.

(c) E.M. Denny & Company Limited is not a close company within the meaning of the Income and Corporate Taxes Act, 1970.

### **3. DEBTORS**

	<b>2002</b>	<b>2001</b>
	<b>STG£</b>	<b>STG£</b>
<b>Amounts due within one year:</b>		
Trade debtors	<b>11,458</b>	<b>11,458</b>
Other debtors and prepayments	<b><u>29,026</u></b>	<b><u>29,026</u></b>
	<b>40,484</b>	<b>40,484</b>
<b>Amounts due after one year:</b>		
Amounts due by group companies	<b><u>734,141</u></b>	<b><u>734,141</u></b>
	<b><u>774,625</u></b>	<b><u>774,625</u></b>

### **4. CREDITORS**

	<b>2002</b>	<b>2001</b>
	<b>STG£</b>	<b>STG£</b>
<b>Amounts due within one year:</b>		
Accruals	<b>5,356</b>	<b>5,356</b>
Amounts due to group companies	<b><u>463,958</u></b>	<b><u>463,958</u></b>
	<b><u>469,314</u></b>	<b><u>469,314</u></b>

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2002 (CONTINUED)**

<b>5. SHARE CAPITAL</b>	<b>2002 STG£</b>	<b>2001 STG£</b>
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**Authorised, allotted, issued and fully paid:**

Ordinary shares of STG£1 each	<u><b>150,000</b></u>	<u><b>150,000</b></u>
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**6. GROUP MEMBERSHIP**

The company's immediate parent company is E.M. Denny (Holdings) Limited, a company incorporated in the United Kingdom. In the opinion of the directors, the company's ultimate parent company is Kerry Group plc, a company incorporated in the Republic of Ireland. The parent undertaking of the largest and smallest group which includes the company and for which group accounts are prepared is Kerry Group plc.

Copies of the group financial statements of Kerry Group plc are available from:

Companies Registration Office,  
Parnell House,  
14 Parnell Square,  
Dublin 1.

**7. RELATED PARTY TRANSACTIONS**

The company, a wholly owned subsidiary of Kerry Group plc, has elected to avail of the disclosure exemption available to subsidiary undertakings in accordance with FRS 8.

**8. CASH FLOW STATEMENT**

A cash flow statement has not been prepared for the company as its ultimate parent company, Kerry Group plc, has prepared consolidated financial statements which include a consolidated cash flow statement dealing with the cash flows of the group.