TMI FOODS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2007

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TMI FOODS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS for the year ended 31 December 2007.

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COMPANY INFORMATION

DIRECTORS

D C Abbott
A D Green
A R J Smith
N Richmond
A E Peterson
L Murrin
P Queally
J Queally
M Queally

SECRETARY

A D Green

REGISTERED OFFICE

Cornhill Close, Lodge Farm, Northampton, NN5 7UE

AUDITORS

Ernst & Young,

Chartered Accountants,

Annaville House,

Newtown, Waterford, Ireland

BANKERS

Bank of Scotland

National Irish Bank

DIRECTORS' REPORT for the year ended 31 December 2007

The directors present their report and financial statements for the year ended 31 December 2007

PRINCIPAL ACTIVITIES AND REVIEW OF THE DEVELOPMENT OF THE BUSINESS

The company is principally engaged in the manufacture of food

Principal risks and uncertainties and key performance indicators

Under UK Company Law (Section 417 - Companies Act 2006) the company is required to give a description of the principal risks and uncertainties faced, as well as a listing of the key performance indicators used to monitor performance

- The principal risks and uncertainties that the business faces include over capacity in the sector and pressure on margins by major customers
- The key performance indicators focused on by management are EBITDA, operating profit and profit before taxation. Achievement of these key performance indicators is driven by business specific key performance indicators.

RESULTS FOR THE YEAR, DIVIDENDS AND STATE OF AFFAIRS

The profit and loss account and balance sheet for the year ended 31 December 2007 are set out on pages 6 to 20

During the year the company paid a dividend of £NiI (2006 - £149,674) on its 'A' Ordinary Shares and a dividend of £NiI (2006 - £35,243) on its Preference Shares

EVENTS SINCE THE BALANCE SHEET DATE

There are no events requiring comment

FUTURE DEVELOPMENTS

There are no developments requiring comment

DIRECTORS

The directors who held office throughout the year are noted on page ${f 1}$

DIRECTORS' REPORT for the year ended 31 December 2007 (continued)

DIRECTORS' AND SECRETARY'S INTERESTS IN SHARES

The interests of the directors and secretary in the share capital of the company are set out in Note 20 to the financial statements

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable United Kingdom law and United Kingdom Generally Accepted Accounting Practice

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 of the profit or loss of the company for that period In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- 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 that disclose with reasonable accuracy at any time the financial position of the company and 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.

AUDITORS

Ernst & Young, Chartered Accountants, have expressed their willingness to continue in office as auditors and a resolution proposing their re-appointment will be submitted at the Annual General Meeting

On behalf of the Bola

Queally



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TMI FOODS LIMITED

We have audited the company's financial statements of TMI Foods Limited for the year ended 31 December 2007 which comprise the profit and loss account, the balance sheet and the related notes 1 to 26 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

The directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) as set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

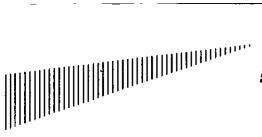
We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept 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 other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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.



■ ERNST & YOUNG

Opinion

In our opinion the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985

Ernst & Young,

Chartered Accountants and Registered Auditors,

Annaville House,

Newtown,

Waterford,

Ireland

15 May 2008

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2007

	Note	2007 Stg£	2006 Stg£
Gross profit		3,970,669	3,174,786
Distribution costs		(537,865)	(427,467)
Administrative expenses		(2,139,337)	(1,529,029)
Operating profit	4	1,293,467	1,218,290
Interest payable and similar charges	5	(48,648)	(79,423)
Profit on ordinary activities before taxation		1,244,819	1,138,867
Tax on profit on ordinary activities	6	(340,243)	(357,224)
Profit for the financial year		904,576	781,643
Dividends	7	-	(149,674)
		904,576	631,969
Shares redeemed		-	(10,000)
Profit retained for the year		904,576	621,969
Profit brought forward at 1 January		1,711,466	1,089,497
Profit carried forward at 31 December		2,616,042	1,711,466

The company has no recognised gains or losses other than the results for the year as set out above

Approved by the Board on 15 May 2008

Peter Queally

Director

BALANCE SHEET at 31 December 2007			
ASSETS EMPLOYED	Note	2007 Stg£	2006 Stg£
FIXED ASSETS			
Intangible assets Tangible assets	8 9	(257,790) 3,866,323	(403,467) 2,847,902
		3,608,533	2,444,435
			
CURRENT ASSETS			
Stocks Debtors Cash at bank and in hand	10 11	948,722 3,494,698 192,483	1,001,934 2,388,617 49,094
		4,635,903	3,439,645
CREDITORS (amounts falling due within one year)	12	(3,792,050)	(3,029,359)
NET CURRENT ASSETS		843,853	410,286
TOTAL ASSETS LESS CURRENT LIABILITIES		4,452,386	2,854,721
CREDITORS (amounts falling due	4.0		(070.004)

CAPITAL	AND	RESERVES
CALITAL	AINU	VESEVAES

after more than one year)

PROVISIONS FOR LIABILITIES AND CHARGES

Called up share capital	18	30,189	30,189
Share premium account	19	575,311	575,311
Capital redemption reserve	19	60,000	60,000
Profit and loss account	19	2,616,042	1,711,466
Shareholders' funds	19	3,281,542	2,376,966

13

15

(1,034,197)

(136,647)

(1,170,844)

3,281,542

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(273,996)

(203,759)

(477,755)

2,376,966

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Approved by the Board on 15 May 2008

Peter Queally Director

NOTES TO THE FINANCIAL STATEMENTS 31 December 2007

1 ACCOUNTING POLICIES

(a) Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards

(b) Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax

(c) Goodwill

Goodwill representing the excess of the fair value of the consideration given over the fair values of the identifiable net assets acquired is capitalised and is amortised on a straight line basis over its estimated useful economic life. Negative goodwill is written back in the profit and loss account to match the recovery of the non monetary assets acquired.

(d) Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation, net of depreciation and any provision for impairment

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, excluding freehold land, by equal annual instalments over the useful economic life of that asset as follows

Freehold buildings	19 years
Leasehold property	50 years
Office equipment	5 years
IT equipment	3 years
Other equipment	10 years

(e) Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow moving items

(f) Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS 31 December 2007

1 ACCOUNTING POLICIES (continued)

(g) Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred that will result in an obligation to pay more, or a right to pay less, tax, with the exception that deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Timing differences are differences between profit as computed for taxation purposes and profit as stated in the financial statements which arise because certain items of income and expenditure in the financial statements are dealt with in different periods for taxation purposes

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

(h) Foreign currencies

The accounts are expressed in pounds sterling (Stg£)

Transactions in foreign currencies are recorded at the exchange ruling at the date of transaction. Monetary assets and liabilities in foreign currencies are translated at the rate of exchange ruling at the balance sheet date.

(i) Operating leases

All leases are regarded as operating leases and the payments made under them are charged to the profit and loss account on a straight line basis over the term of the lease

2 TURNOVER

Turnover and profit on ordinary activities are attributable to the principal activity of the company as set out in the Directors' Report

3 EMPLOYEES AND REMUNERATION

The average number of persons employed by the company during the financial year, including the directors, amounted to 168 (2006 - 142)

Staff costs comprise	2007 Stg£	2006 Stg£
Wages and salaries Social security costs Other pension costs	3,583,729 356,181 50,431	2,953,390 283,072 50,360
	3,990,341 ======	3,286,822 ======
Directors		
Remuneration in respect of directors was as follows	2007 Stg£	2006 Stg£
Emoluments receivable Value of company pension contributions to	494,384	530,090
Money purchase schemes Compensation for loss of office	28,560 -	26,967 18,750
	522,944 ======	575,807 ======
The number of directors who are accruing benefits un company pension schemes was as follows	der No	No
Money purchase schemes	5 ====	5 ====
The amounts set out above include remuneration in respect of the highest paid director as follows		
, , , , , , , , , , , , , , , , , , ,	2007 Stg£	2006 Stg£
Emoluments receivable Value of company pension contributions to	137,894	129,147
Money purchase schemes	7,760	7,420
	145,654 ======	136,567

4	OPERATING PROFIT	2007 Stg£	2006 Stg£
	This is stated after charging/(crediting)		
	Amortisation Depreciation Auditors' remuneration Operating lease costs - Land and buildings - Other Capital loan cost written off	(145,677) 485,827 13,767 43,957 179,767 7,008 ======	(145,676) 452,184 9,000 2,972 119,185 26,452 ======
5	INTEREST PAYABLE AND SIMILAR CHARGES	2007 Stg£	2006 Stg£
	On bank and other borrowings	48,648 ======	79,423 ======

Included in interest payable for the year ended 31 December 2007 is £Nil (2006 - £35,243) in respect of preference share dividends

6	TAX	ON PROFIT ON ORDINARY ACTIVITIES	2007 Stg£	2006 Stg£
	(a)	Analysis of charge for the year		
		Current tax		
		UK Corporation tax based on the results for the year Adjustments to tax charge in respect of prior years	406,234 1,121	348,557 (233)
		Total current tax (Note 6 (b))	407,355	348,324
		Deferred tax		
		Origination and reversal of timing differences	(67,112)	8,900
		Tax on profit on ordinary activities	340,243 ======	357,224 ======
	(b)	Factors affecting tax charge for the year		
		The tax assessed for the year is higher than the standard rate of corporation tax in the United Kingdom (30%) The differences are explained below		
		The differences are explained below	Stg£	Stg£
		Profit on ordinary activities before taxation	1,244,819	1,138,867
		Profit on ordinary activities before tax multiplied by standard rate of corporation tax in the United Kingdom of 30%	373,446	341,660
		Effects of		
		Expense not deductible for tax purposes	30,531	(22,190)
		Depreciation in excess of capital allowances and amortisation	2,257	29,087
		Adjustment to tax charge in respect of prior years	1,121	(233)
		Current tax charge for year (Note 6 (a))	407,355 ======	348,324

7	DIVIDENDS	2007 Stg£	2006 Stg£
-	Equity dividends 'A' Ordinary Shares - dividend of Nil (2006 - 94p) per s	share - =====	149,674 =====
-	Non equity dividends included as part of interest payable and similar charges		
	Preference dividends £Nil (2006 - £3 52) per share	-	35,243 =====
8	INTANGIBLE FIXED ASSETS	2007 Stg£	
	Negative goodwill		
	Cost		
	At 1 January 2007 and at 31 December 2007	974,973	
	Amortisation		
	At 1 January 2007 Credit for the period	571,506 145,677	
	At 31 December 2007	717,183	
	Net book value		
	At 31 December 2007	257,790 =====	
	At 31 December 2006	403,467	

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9	TANGIBLE FIXED ASSETS	Freehold land and buildings	Long leasehold property	Equipment Stg£	Total Stg£
	Cost	Stg£	Stg£	Sigz	Sigz
	At 1 January 2007 Additions	674,993 -	171,090 1,120,525	3,753,694 383,723	4,599,777 1,504,248
	At 31 December 2007	674,993	1,291,615	4,137,417	6,104,025
	Depreciation				
	At 1 January 2007 Charge for year	123,626 24,898	17,420 4,594	1,610,829 456,335	1,751,875 485,827
	At 31 December 2007	148,524	22,014	2,067,164	2,237,702
	Net book value				
	31 December 2007	526,469 ======	1,269,601	2,070,253	3,866,323 ======
	31 December 2006	551,367 ======	153,670	2,142,865	2,847,902

10	STOCKS	2007 Stg£	2006 Stg£
	Raw materials Finished goods	509,856 438,866	516,012 485,922
		948,722 ======	1,001,934
	The replacement cost of stocks does not diffe	er significantly from the figur	es shown above
11	DEBTORS (amounts falling due within one year)	2007 Stg£	2006 Stg£
	Trade debtors Other debtors	3,333,590 98,929	2,251,336 77,673
	Prepayments and accrued income	62,179	59,608
		3,494,698 ======	2,388,617 ======
		2007	2006
12	CREDITORS (amounts falling due within one year)	Stg £	\$tg£
	Trade creditors Amount due to group companies Bank loans and overdrafts Corporation tax Other taxation and social security Accruals and deferred income	1,767,709 307,968 686,212 216,234 144,526 669,401	1,724,176 72,253 243,996 348,557 119,233 521,144
		3,792,050	3,029,359

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13	CREDITORS (amounts falling due after more than one year)	2007 Stg£	2006 Stg£
	Bank loans Loans from group companies	215,977 818,220	273,996 -
	Eddis Helli greap companies	1,034,197	273,996

The bank loans are secured by fixed and floating charges over the assets of the company

14	CREDITORS - CAPITAL INSTRUMENTS	2007 Stg£	2006 Stg£
	Creditors include bank loans which are due for repayment as follows		
	In one year or less or on demand Between one and two years Between two and five years In five years or more	60,322 60,322 155,655 1,470,588	243,996 123,996 150,000
		1,746,887	517,992

15	PROVISIONS FOR LIABILITIES AND CHARGES	2007 Stg£	2006 Stg£
	Deferred Tax		
	At 1 January 2007 Increase/(decrease) during year	203,759 (67,112)	194,859 8,900
	At 31 December 2007	136,647	203,759
	Analysis		
	Deferred taxation provided for in the financial states is set out below	ments	
		2007 Stg£	2006 Stg£
	Accelerated capital allowances Other timing differences	138,965 (2,318)	206,192 (2,433)
		136,647	203,759

16 PENSIONS

The company operates a defined contribution pension scheme. The assets of the schemes are held separately from those of the company in independently administered funds. The pension cost charge represents contributions payable by the company to the schemes and to employees. Total contributions in the year amounted to £50,431 (2006 - £50,360)

			2007 Land and		2006 Land and
17	LEASING COMMITMENTS	Other Stg£	Buildings Stg£	Other Stg£	Buildings Stg£
	Operating leases which expire	-1,1		9-	
	Within 1 year	67,417	-	16,704	-
	Within 2 to 5 years	130,541	-	147,206	-
	After more than 5 years	-	49,972	-	2,972
		197,958 ======	49,972 =====	163,910 ======	2,972

18	CALLED UP SHARE CAPITAL	2007 Stg£	2006 Stg£
	Authorised		
	160,000 'A' Ordinary Shares of Stg£0 10 each 141,887 'B' Ordinary Shares of Stg£0 10 each 10,000 Preference Shares of Stg£1 each 50,000 'B' Preference Shares of Stg£1 each	16,000 14,189 10,000 50,000	16,000 14,189 10,000 50,000
		90,189 =====	90,189 =====
	Allotted, called up and fully paid		
	160,000 'A' Ordinary Shares of Stg£0 10 each 141,887 'B' Ordinary Shares of Stg£0 10 each Nil (2006 - 10,000) Preference Shares of Stg£1 each	16,000 14,189 -	16,000 14,189 10,000
		30,189	40,189 =====
	Equity shares		
	160,000 'A' Ordinary Shares of Stg£0 10 each 141,887 'B' Ordinary Shares of Stg£0 10 each	16,000 14,189	16,000 14,189
		30,189	30,189

The Ordinary 'A' and 'B' Shares rank pari passu in all respects

19 RECONCILIATION OF SHAREHOLDERS' FUNDS

	Share capital Stg£	Capital redemption reserve Stg£	Share premium account Stg£	Profit and loss account Stg£	Total Stg£
At 1 January	30,189	60,000	575,311	1,711,466	2,376,966
Profit for the year	-	-	-	904,576	904,576
		 			
At 31 December	30,189 =====	60,000 =====	575,311	2,616,042	3,281,542

20 DIRECTORS' AND SECRETARY'S INTERESTS IN SHARE CAPITAL

The company's ordinary shares are 100% owned by Dawn Farm Foods Limited, the company's immediate parent company

The interests of the directors and secretary in the share capital of Dawn Farm Foods Limited are as follows

	=====	=====
L Murrin	38,250	38,250
P Queally	12,083	12,083
J Queally	12,083	12,083
	Shares	Shares
	Ordinary	Ordinary
	31 December 2007	31 December 2006

21 CONTROLLING PARTIES

The company's immediate parent company is Dawn Farm Foods Limited, a company incorporated in the Republic of Ireland. The ultimate controlling party and the parent undertaking of both the largest and smallest groups of undertakings of which the company is a member and for which group financial statements are drawn up is Arrow Group Limited, a company incorporated in the Republic of Ireland.

Group financial statements are prepared for Arrow Group Limited and are available in the Companies Registration Office

		2007	2006
22	CAPITAL COMMITMENTS	Stg£	Stg£
	Authorised and contracted for	41,939	62,742
	Authorised and not contracted for	10,087,000	-
		10,128,939	62,742
		=======	========

23 CONTINGENT LIABILITIES

The company has guaranteed the bank borrowings of a number of group companies under the terms of a group banking facility

26 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 15 May 2008