



JacquesVert Plc

Annual Report
& Accounts 2010



Jacques Vert

www.jacques-vert.co.uk

Jacques Vert is synonymous with elegant occasion wear and has been confidently dressing the discerning woman for all the events in her social calendar since 1972. Jacques Vert excels at head-to-toe glamour and creates collections that are guaranteed to turn heads. Versatile outfits that are designed exclusively with exquisite style and colour are complemented with a carefully co-ordinated array of hats, bags, shoes and a variety of other attractive accessories offering the opportunity to shop for the 'total outfit'. Jacques Vert's collections are available in sizes 10-24.

About us

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Jacques Vert Plc, founded in 1972 and listed on the Alternative Investment Market of the London Stock Exchange, is a retailer of four womenswear brands: Jacques Vert, Planet, Windsmoor and Precis.

Financial highlights

	52 weeks ended 24 April 2010	52 weeks ended 25 April 2009
Turnover	£115.3m	£110.9m
Gross margin % of turnover	63.7%	61.5%
Operating profit	£5.3m	£(2.6)m
Dividend per share proposed	0.65p	Nil
Basic earnings/(loss) per share	2.60p	(1.97)p
Fully diluted earnings/(loss) per share	2.51p	(1.97)p
Cash and cash equivalents	£12.6m	£4.5m
Shareholders' funds	£23.4m	£20.1m



Chairman's statement

The progress made in developing the online business is particularly exciting and we believe that there is further opportunity to grow sales from this channel.

The Group has performed strongly over the year with sales and profit significantly ahead of the prior year.

We have made significant progress in developing and expanding the product offer of our brands. The four brands have a clear position in the market and the product strategy identified for each brand reinforces this position. This will undoubtedly contribute to improved performance in the future.

The progress made in developing the online business is particularly exciting and we believe that there is further opportunity to grow sales from this channel through the improvement of our own websites and by exploiting relationships with third parties.

The financial position of the business has improved significantly over the last few years with a particular strength being cash generation. The Board has previously indicated that the distribution policy of the Company would be considered once the financial position permitted. The Board believes that it is in the interests of the Company and the shareholders to put a progressive dividend policy in place with the intent to pay a final dividend each year, the amount being dependent on profit and cash flow. The Board proposes a final dividend of 0.65p per share in respect of the year ended 24 April 2010.

We have strengthened our Board with the appointment of Gillian Berkmen (Group Brand and Commercial Director of Mothercare) and Jessica Burley (CEO of MCHI). They both add considerable and very useful experience to the Board. We are also making significant investment in people and systems to ensure the development of the brands and of the business as a whole.

The Company's staff have performed very well and I, and the Board as a whole, thank them for their contribution and support through the year.

The outlook for retail for the remainder of this year is very difficult to predict. We are confident, however, that we are in a good position to deal with any difficulties that we may encounter and, indeed, to take advantage of opportunities that may arise.

Steve Bodger

Chairman

28 June 2010





WINDSMOOR

www.windsmoor.co.uk

With a strong British heritage that spans over 75 years, Windsmoor has built its reputation on an exclusive foundation of craftsmanship and timeless styling. Embodied by the qualities with which it is identified, the Windsmoor brand is unmistakable. Featuring a contemporary edge, it continues to be decidedly modern providing co-ordinated fashion to confident women. Her busy social and interest-led lifestyle requires chic styling that Windsmoor provides consistently in premium quality, sophisticated and versatile collections that are designed exclusively in-house using the finest luxury fabrics to form an eternal look that is available in sizes 10-24.



PLANET

www.planet.co.uk

Planet's impressive heritage in tailoring has provided contemporary fashion to the modern professional woman since 1979. The versatile collections reflect the often hectic working and social lifestyles of self-assured modern women who are fashion conscious and want an exclusive, sophisticated wardrobe. Continuously on-trend, Planet's designs are stylish and flattering to the feminine figure and presented in sizes 6-20.

Chief Executive's statement

Turnover £m

2009	£110.9
2010	£115.3

Operating profit before exceptional items £m

2009	£2.4
2010	£5.3

Operating profit for the year at £5.3 million compares to an operating profit last year before exceptional items of £2.4 million.

Overview and results

I am pleased to report a strong set of results for the year ended 24 April 2010. This performance was a direct consequence of a strong product offer and also a significantly improved performance in the Group's online trading. Stock and costs were managed tightly and gross margin increased ensuring that profit before tax was ahead of the prior year.

Operating profit for the year at £5.3 million compares to an operating profit last year before exceptional items of £2.4 million and an operating loss after exceptional items of £2.6 million.

Sales of £115.3 million (2009: £110.9 million) represented an increase of 4% compared to last year and an increase of 2.8% on a like for like basis compared to last year. Performance across the business has been good; however we are particularly pleased with the performance of the Jacques Vert and Precis brands. We mentioned, at the time of our interims, the strong performance of the online channel and I am pleased to note that this performance continued in the second half. We have also continued our strategy to exit from those concessions which do not achieve a designated minimum profit and return on investment.

The better product offer has been reflected in increased gross margin for the year at 63.7% compared with 61.5% last year.

Distribution costs are ahead of last year by 2% reflecting a combination of costs relating to new selling space and the investment in the online channel.

Administrative expenses are significantly ahead of last year. This is a reflection of a substantial investment in the online channel but also includes a significant level of one-off costs, which are not expected to recur.

Cash and financing

Cash generation has continued to be robust and cash at the year end amounted to £12.6 million (2009: £4.5 million). The cash position has been aided by continued emphasis on managing working capital.

Capital expenditure of £1.1 million (2009: £1.1 million) was in line with last year and mainly related to the refurbishment of stores and concessions.



Chief Executive's statement

continued

In order to develop further our online business we are upgrading our online platform and also looking at replacing our enterprise system to support the growth of our multi channel strategy.

Shareholders' funds £m

2009	£20.1
2010	£23.4

Cash and cash equivalents £m

2009	£4.5
2010	£12.6

Dividend

The Board has previously indicated the desire to return to the dividend list but it would do so only when the financial position of the Company is strong enough to sustain the payment of a dividend. Given the progress that has been made in strengthening the financial position of the Company the Board now believes that the time is right for the Company to start to pay a dividend.

The Board therefore proposes a final dividend of 0.65p per share in respect of the year ended 24 April 2010.

Current trading and prospects

Trading in the nine weeks since the year end has continued to be positive with like for like sales up 1.5% compared with last year. Margin is also ahead of last year although, given the recent weakness in Sterling and increasing supplier cost pressures, we expect margins to come under pressure during the remainder of this financial year.

In order to develop further our online business we are upgrading our online platform and also looking at replacing our enterprise system to support the growth of our multi channel strategy. This significant investment, amounting to around £3 million in total, will be made over the next 18 months and will enable the Company to meet its objective of having more diversified routes to market.

Despite our strong start to the new financial year, our outlook for the remainder of this year is cautious in view of the prevailing economic climate. Stock and costs have been controlled well, cash will continue to be managed carefully and we will take steps to ensure the business is protected against the difficult economic environment.

Paul Allen

Chief Executive

28 June 2010





PRECIS

www.precis.co.uk

Precis is the leading choice for the petite woman. Exclusively designed to enhance the 5ft 3in and under figure, collections have been carefully constructed to create a perfectly proportioned wardrobe for the modern woman. Precis was the first brand to have the idea of designing a range of garments that are not simply 'scaled down' versions of other styles, but made on their own blocks and to their own patterns. Specialists in tailoring, the brand's hallmarks are clean, uncluttered lines and confident shapes.

Precis uses the highest quality fabrics and craftsmanship to create sharp and contemporary designs that fit and flatter feminine silhouettes in sizes 6-18.

Directors' report

The Directors present their annual report together with the audited financial statements of the Group and the parent Company for the 52 weeks ended 24 April 2010.

Business review

The principal activities of the Group are the design and retail sale of ladies' fashion wear.

A review of the Group's operations, recent developments and prospects is set out in the Chief Executive's statement on pages 5 and 6.

Details of financial key performance indicators are set out on page 1.

The principal risks and uncertainties facing the Group relate to the continued difficult retail trading environment in the UK together with the fact that the majority of the Group's purchases of goods for resale are denominated in non-sterling currencies, principally the US dollar and Hong Kong dollar. In order to mitigate the financial consequences of exchange rate fluctuations, the Group enters into forward contracts to purchase currency based on forecast purchasing requirements.

A commentary on the approach adopted in managing the principal financial risks faced by the Group is given in note 23.

Results and dividends

The trading results for the period are set out in the Group income statement on page 13.

The profit for the year attributable to equity shareholders was £4,969,000 (2009: loss of £3,786,000). The Group retained earnings deficit decreased to £1,932,000 (2009: £6,973,000). The Company had retained earnings of £7,902,000 (2009: £5,412,000).

The directors propose a final dividend of 0.65p per share (2009: £nil) amounting to £1,250,000 (2009: £nil). The final dividend will be paid on 15 October 2010 to shareholders whose names are on the Register of Members at the close of business on 17 September 2010.

Share capital

Details of the Company's authorised and allotted share capital are given in note 21. All ordinary shares and the share premium thereon rank equally as a single class of equity. There are no restrictions on the transfer of shares or on the exercise of voting rights attached to them.

The rights and obligations attaching to the Company's ordinary shares, in addition to those conferred on their holders by law, are set out in the Company's Articles of Association ("the Articles"), copies of which can be obtained from Companies House in the UK or by writing to the Company Secretary.

The holders of ordinary shares are entitled to receive the Company's reports and accounts, to attend and speak at general meetings of the Company, to appoint proxies and to exercise voting rights.

Directors

The names and brief details of the current Directors are set out on page 11. In accordance with the Company's articles of association, P Allen retires by rotation and, being eligible, offers himself for re-election at the forthcoming Annual General Meeting.

G Berkmen and J Burley were appointed to the Board on 18 November 2009. In accordance with the Company's articles of association G Berkmen and J Burley will offer themselves for re-election at the forthcoming Annual General Meeting.

There were no contracts of significance during or at the end of the financial year in which a Director of the Company is or was materially interested.

Preparation of accounts

The consolidated financial statements are prepared under International Financial Reporting Standards (IFRS) as adopted by the EU.

The financial statements of the parent company have been prepared under UK GAAP and are included in Annexure A to the Annual Report on pages 40 to 47.

Directors' report

continued

Substantial shareholdings

The Directors have been notified of the following shareholders who had an interest amounting to 3% or more in the ordinary shares of the Company as at 25 June 2010:

	Ordinary shares	
	Number	%
Schroder Investment Management Limited	52,169,139	27.11%
Waillim Limited	50,627,173	26.31%
Henderson Global Investors	14,687,500	7.63%
Cavendish Asset Management Limited	14,673,000	7.62%
GAM	8,834,000	4.59%

Annual General Meeting

The Annual General Meeting of the Company will be held at the Company's head office address being 46 Colebrooke Row, London, N1 8AF at 3.00pm on 28 September 2010.

The Notice of Meeting for the Annual General Meeting, together with details of all resolutions proposed, will be sent to all shareholders prior to the meeting.

Health and safety

It is the Group's policy to ensure that, so far as is reasonably practicable, there is a working environment which will minimise the risk to the health and safety of employees and to those persons who are authorised to be on its premises.

Employees

The Directors place considerable value on the involvement of employees in the operation and development of the business and keep them informed on matters affecting them and the performance of the Group. Information is given at both formal and informal meetings throughout the Group.

In all employment matters, the Group maintains a commitment to an equal opportunity policy.

The Group continues to give full and fair consideration to applications for employment by disabled persons, having regard to their respective aptitudes and abilities. The Group has continued its policy of employee involvement by making information available to employees and encouraging their participation in schemes which are related to the Group's progress and profitability.

Payment policy and practice

It is the Group's policy to agree the terms of payment with all suppliers when agreeing the terms of each transaction, to ensure that all suppliers are made aware of the terms of payment and to abide by the terms of payment as far as possible. Group trade creditors at 24 April 2010 were equivalent to 91 days of purchases (2009: 86 days) made prior to that date.

Corporate governance

As an AIM listed company, compliance with the Principles of Good Governance and code of Best Practice (the "UK Corporate Governance Code") is not required. However, the Company seeks, where possible, to comply with the UK Corporate Governance Code to the extent that it is practicable and manageable for a company of its size.

The Board has four non-executive Directors, three of whom the Company consider are independent. The Remuneration and Audit Committees are standing committees of the Board, have written terms of reference approved by the Board and are comprised of the non-executive Directors. C Baker chairs both the Audit and Remuneration Committees. He is also Chairman of the Jacques Vert (2006) Pension Scheme Trustee.

The Directors have responsibility for, and review on a regular basis the Group's systems of internal controls. These are designed to provide reasonable assurance that assets are safeguarded. The key elements of the Group's systems are summarised as follows:

- ◆ The organisation structure is clearly defined and managers are aware of the level of their authority.
- ◆ The Board of Directors holds regular meetings during the year to review the operating and financial performance of the business. The Board has a number of matters reserved for its approval including major capital expenditure and the development of Group budgets and plans.

Directors' report

continued

Directors' responsibilities

The following statement, which should be read in conjunction with the report of the Independent Auditors set out on page 12, is made with a view to distinguishing for shareholders, the respective responsibilities of the Directors and of the Independent Auditors in relation to the financial statements.

The Directors are required by the Companies Act 2006 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and the Company as at the end of the financial year and of the profit or loss and cash flows of the Group for that period. In preparing these 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;
- ◆ State whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements; and
- ◆ Prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The Directors consider that in preparing the financial statements, the Company has used appropriate accounting policies, which have been consistently applied and supported by reasonable and prudent judgements and estimates and that all accounting standards which they consider to be applicable have been followed.

The Directors have responsibility for ensuring that the Group and the Company keep proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and the Company and which enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and the Company and to prevent and detect fraud and other irregularities.

Auditors and the disclosure of information

So far as the Directors are aware, there is no relevant audit information, being information required by the auditors in connection with the preparation of the auditors' report, of which the auditors are unaware. Having made enquiries of fellow directors and the Group's auditors, each Director has taken all steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditors are aware of that information.

The Directors are responsible for the maintenance and integrity of the Group's websites. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the Company will be proposed at the Annual General Meeting.

By order of the Board

Nick Heard

Company Secretary

28 June 2010

Directors and advisers

Steve Bodger*

Non-executive Chairman

Aged 61, he was appointed a non-executive director in November 2004 and was appointed non-executive Chairman in November 2007. He is a Director of Alchemy Venture Partners Ltd, Armour Group PLC and Work Group PLC and is the Chairman of a number of private companies.

Paul Allen

Chief Executive

Aged 46, he joined the Company from Price Waterhouse in October 1994 and was appointed Finance Director in August 1997 and Chief Executive in May 2003.

Christopher Baker* MBE

Senior Independent Director

Aged 58, he joined the Board in March 1999. He is Chairman of the Audit and Remuneration Committees. He has a background in corporate finance and retail, is a non-executive director of a number of public and private sector organisations and is non-executive Chairman of the Aintree University Hospitals NHS Foundation Trust and non-executive Chair of the Training and Development Agency for Schools. He is the Chairman of the Baird Group Pension Scheme Trustee and the Jacques Vert 2006 Pension Scheme Trustee.

Gillian Berkmen*

Independent non-executive Director

Aged 50, she was appointed to the Board in November 2009, Gillian is currently the Group Brand and Commercial Director of Mothercare. Before joining Mothercare, Gillian was a Director of Watches of Switzerland and jewellers Mappin & Webb. Prior to this she spent 19 years working for well known high street brands such as Miss Selfridge, Bhs and River Island.

Jessica Burley*

Independent non-executive Director

Aged 44, she was appointed to the Board in November 2009. Jessica is currently CEO of MCHI, a full service advertising agency. Jessica is also an independent non-executive Director of Talk Talk Telecom Group PLC. Prior to joining MCHI Jessica was Managing Director of The National Magazine Company, the publisher of magazines such as Good Housekeeping, Country Living and Cosmopolitan. She has previously worked at publishers Gruner & Jahr and as Publishing Director at Financial Times Business.

Ian Johnson BSc ACA

Finance Director

Aged 50, he joined the Board in November 2003. He qualified as a Chartered Accountant with Coopers & Lybrand in 1984 and has held a number of Finance Director positions within listed and private companies.

* Member of the Remuneration and Audit Committees

Company Secretary

Nick Heard

Registered Office

46 Colebrooke Row
London
N1 8AF

Registered Number

1075752

Registrars and Transfer Office

Computershare Investor Services Plc
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Stockbrokers & Financial Advisers

Seymour Pierce
20 Old Bailey
London
EC4M 7EN

Bankers

HSBC plc
60 Queen Victoria Street
London
EC4N 4TR

Independent Auditors

PricewaterhouseCoopers LLP
1 Embankment Place
London
WC2N 6RH

Independent auditors' report

to the members of Jacques Vert Plc

We have audited the Group financial statements of Jacques Vert Plc for the 52 weeks ended 24 April 2010 which comprise the Group income statement, the Group statement of comprehensive income, the Group statement of changes in equity, the Group balance sheet, the Group cash flow statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' responsibilities statement set out on page 10, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Group's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the Group financial statements:

- ◆ give a true and fair view of the state of the Group's affairs as at 24 April 2010 and of its profit and cash flows for the year then ended;
- ◆ have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- ◆ have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year for which the Group financial statements are prepared is consistent with the Group financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- ◆ certain disclosures of Directors' remuneration specified by law are not made; or
- ◆ we have not received all the information and explanations we require for our audit.

Other matter

We have reported separately on the parent company financial statements of Jacques Vert Plc for the year ended 24 April 2010.

Fiona Kelsey

(Senior Statutory Auditor)

*for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors*

London

28 June 2010

Group income statement

For the 52 weeks ended 24 April 2010

	Note	52 weeks ended 24 April 2010 £000	52 weeks ended 25 April 2009		Total £000
			Before exceptional items £000	Exceptional items (note 4) £000	
Continuing operations					
Revenue		115,320	110,884	–	110,884
Cost of sales		(41,815)	(42,652)	–	(42,652)
Gross profit		73,505	68,232	–	68,232
Distribution costs		(56,856)	(55,801)	(3,119)	(58,920)
Administrative expenses		(11,302)	(10,048)	(1,820)	(11,868)
Operating profit/(loss)		5,347	2,383	(4,939)	(2,556)
Finance income	5a	19			27
Finance costs	5b	(247)			(329)
Profit/(loss) before income tax	6	5,119			(2,858)
Income tax expense	8	(150)			(928)
Profit/(loss) for the year attributable to equity holders of the Group		4,969			(3,786)
Earnings per share for profit/(loss) attributable to the equity holders of the Group during the year					
Basic earnings/(loss) per share	10	2.60p			(1.97)p
Diluted earnings/(loss) per share	10	2.51p			(1.97)p

The notes on pages 18 to 39 form part of these financial statements.

The financial statements of the Company have been prepared under UK GAAP and are set out in the Annexure on pages 40 to 47.

Group statement of comprehensive income

For the 52 weeks ended 24 April 2010

	52 weeks ended 24 April 2010 £000	52 weeks ended 25 April 2009 £000
Profit/(loss) for the year	4,969	(3,786)
Actuarial loss arising in defined benefit pension schemes	(108)	(207)
Cash flow hedges	(2,102)	1,856
Currency translation differences	330	246
Other comprehensive (expenses)/income for the year	(1,880)	1,895
Total recognised income/(expense) for the year attributable to equity holders of the Group	3,089	(1,891)

The notes on pages 18 to 39 form part of these financial statements.

Group statement of changes in equity

For the 52 weeks ended 24 April 2010

	Share capital £000	Share premium £000	Merger reserve £000	Hedge reserve £000	Translation reserve £000	Retained earnings £000	Total equity £000
Balance at 26 April 2008	19,244	4,599	969	200	–	(2,707)	22,305
Loss for the year	–	–	–	–	–	(3,786)	(3,786)
Actuarial loss on pension schemes	–	–	–	–	–	(207)	(207)
Net change in fair value of cash flow hedges	–	–	–	3,099	–	–	3,099
Fair value of cash flow hedges transferred to inventories	–	–	–	(1,243)	–	–	(1,243)
Exchange rate movements	–	–	–	–	246	–	246
Total comprehensive income for the 52 weeks to 25 April 2009	–	–	–	1,856	246	(3,993)	(1,891)
Adjustment for employee share schemes	–	–	–	–	–	(282)	(282)
Sale of shares in ESOP	–	–	–	–	–	9	9
Balance at 25 April 2009	19,244	4,599	969	2,056	246	(6,973)	20,141
Profit for the year	–	–	–	–	–	4,969	4,969
Actuarial loss on pension schemes	–	–	–	–	–	(108)	(108)
Net change in fair value of cash flow hedges	–	–	–	(3,037)	–	–	(3,037)
Fair value of cash flow hedges transferred to inventories	–	–	–	935	–	–	935
Exchange rate movements	–	–	–	–	330	–	330
Total comprehensive income for the 52 weeks to 24 April 2010	–	–	–	(2,102)	330	4,861	3,089
Adjustment for employee share schemes	–	–	–	–	–	243	243
Purchase of shares in ESOP	–	–	–	–	–	(63)	(63)
Balance at 24 April 2010	19,244	4,599	969	(46)	576	(1,932)	23,410

The merger reserve arose on a business combination prior to transition to IFRS which had been accounted for according to the provisions of merger accounting.

The hedge reserve reflects the fair value of effective cash flow hedges, deferred in equity under the provisions of hedge accounting, less amounts recognised in hedged inventories, received prior to the year end.

Group balance sheet

At 24 April 2010

	Note	24 April 2010 £000	25 April 2009 £000
Non-current assets			
Goodwill	12	2,431	2,431
Property, plant and equipment	13	3,175	3,703
Deferred tax asset	14	1,900	1,900
		7,506	8,034
Current assets			
Inventories	15	22,489	23,375
Trade and other receivables	16	11,510	10,566
Derivative financial instruments	17	894	3,552
Cash and cash equivalents		12,602	4,533
		47,495	42,026
Current liabilities			
Trade and other payables	18	(23,500)	(21,012)
Derivative financial instruments	17	(640)	(261)
		(24,140)	(21,273)
Non-current liabilities			
Deferred income	18	(504)	(589)
Long-term provisions	20	(6,303)	(7,623)
Pension schemes	20	(644)	(434)
		(31,591)	(29,919)
Total liabilities		(31,591)	(29,919)
Net assets		23,410	20,141
Equity			
Called up share capital	21	19,244	19,244
Share premium		4,599	4,599
Merger reserve		969	969
Hedge reserve		(46)	2,056
Translation reserve		576	246
Retained earnings		(1,932)	(6,973)
Total equity		23,410	20,141

The notes on pages 18 to 39 form part of these financial statements.

The financial statements on pages 13 to 39 were approved by the Board on 28 June 2010 and were signed on its behalf by:

P C Allen
Director

I P Johnson
Director

Group cash flow statement

For the 52 weeks ended 24 April 2010

	Note	52 weeks ended 24 April 2010 £000	52 weeks ended 25 April 2009 £000
Cash flows from operating activities			
Net cash inflow from continuing operations	27	9,411	3,178
Interest paid		(9)	(208)
Income tax paid		(232)	(189)
Net cash generated from operating activities		9,170	2,781
Cash flows from investing activities			
Purchase of property, plant and equipment		(1,078)	(1,089)
Proceeds from sale of property, plant and equipment		-	16
Interest received		19	27
Net cash used in investing activities		(1,059)	(1,046)
Cash flows from financing activities			
(Purchase)/sale of shares by ESOP Trust		(63)	9
Net cash (used)/generated in financing activities		(63)	9
Net increase in cash and cash equivalents		8,048	1,744
Cash and cash equivalents at beginning of period		4,533	2,511
Exchange rate movements		21	278
Cash and cash equivalents at end of period		12,602	4,533

The notes on pages 18 to 39 form part of these financial statements.

Notes to the financial statements

For the 52 weeks ended 24 April 2010

1. ACCOUNTING POLICIES

Basis of preparation

These consolidated financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the EU, International Financial Reporting Interpretations Committee (“IFRIC”) interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The following new standards, amendments and interpretations issued by the International Accounting Standards Board (“IASB”) are mandatory for the first time for the financial year beginning 26 April 2009 but none has had a material effect on the results or the net assets of the Group:

- ◆ IAS 1 (revised), “Presentation of financial statements” was issued in September 2007. It provides guidance on the required format of financial statements as prepared under IFRS. The standard is required to be adopted by the Group from May 2009. Accordingly, changes to the format of the financial statements have been made where relevant.
- ◆ IFRS 8, “Operating segments” was issued in November 2006. It replaces IAS 14, “Segmental Reporting” and requires operating segments to be disclosed on the same basis as that used for internal reporting. Under IFRS 8 the Directors have determined that the Group operates in one business segment, namely retailing of ladies clothing.
- ◆ IAS 23 (revised), “Borrowing costs” was issued in March 2007. It requires that costs of obtaining funding for an entity are recognised in the same period during which the funding is made available. It is required to be implemented by the Group from May 2009.
- ◆ IFRIC 14, “IAS19 – the limit on a defined benefit asset, minimum funding requirements and their interaction” clarifies the amount at which pension scheme assets should be recognised in the financial statements.
- ◆ IFRS 2 (amendment), “Share-based payments” clarifies the definition of vesting conditions of some types of share-based payment.
- ◆ IAS 32 (amendment), “Financial instruments: Presentation” and the related amendment to IAS 1, “Presentation of financial statements” clarifies the treatment of certain types of financial instrument in the financial statements.

The following new standards, amendments and interpretations are mandatory for the first time for the financial year beginning 26 April 2009, but are not currently relevant for the Group:

- ◆ IFRIC 12, “Service concession arrangements”.
- ◆ IAS 39, “Financial Instruments: Recognition and measurement” and IFRS 7, “Financial Instruments: Disclosures” on the reclassification of financial assets.
- ◆ IFRIC 13, “Customer loyalty programmes” clarifies the treatment of transactions made under such schemes.
- ◆ IFRS 1 (revised), “First-time adoption”.
- ◆ IFRS 3 (revised), “Business combinations”.
- ◆ IAS 39 (amendments), “Financial instruments, recognition and measurements”.
- ◆ IAS 27 (revised), “Consolidation and separate financial statements”.
- ◆ IFRIC 9 (amendment) and IAS 39 (revised), regarding embedded derivatives.
- ◆ IFRS 7, “Financial instruments disclosures” on fair value hierarchy.

The following new standards and amendments have been issued, but are not effective for the financial year beginning 26 April 2009. They are not currently relevant for the Group:

- ◆ IFRIC 15, “Agreements for the construction of real estate”.
- ◆ IFRIC 16, “Hedges of a net investment in a foreign operation”.
- ◆ IFRIC 17, “Distributions of non-cash assets to owners”.
- ◆ IFRIC 18, “Transfer of assets from customers”.
- ◆ IFRIC 19, “Extinguishing financial liabilities with equity instruments”.
- ◆ IAS 39, “Financial Instruments: Recognition and measurement” on eligible hedged items.
- ◆ IFRS 6, “Financial instruments on classification and measurement”.
- ◆ IAS 24 (amendment), “Related party disclosures”.
- ◆ IFRS 1, “First-time adoption” on “Additional exemptions”.

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

1. ACCOUNTING POLICIES CONTINUED

Accounting convention

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and liabilities at fair value.

Basis of consolidation

The Group financial statements consolidate the results of Jacques Vert Plc (“the Company”) and its subsidiary undertakings under acquisition accounting for the 52 weeks ended 24 April 2010.

Under this method, the assets and liabilities of subsidiary undertakings acquired are incorporated at their fair value at the date of acquisition and the Group income statement includes only that proportion of the result of subsidiaries arising whilst meeting the definition of a subsidiary.

Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Revenue recognition

Revenue represents sales by the Group to third parties, net of returns, trade discounts and value added tax.

Retail revenue is shown net of provisions for customer returns representing the Group’s estimate of the amount of product sold during the year that will be returned in the following year.

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer which is generally when goods are delivered to the customer.

Borrowing costs

The costs of providing the borrowing facilities to the Group are spread across the lifetime of those facilities. Borrowing costs arising in relation to capital expenditure are not capitalised.

Exceptional items

Transactions that are material in size and have little or no impact on the core, continuing activities of the Group are considered significant enough to warrant separate disclosure in the primary financial statements. These are highlighted as Exceptional items in the Group income statement and analysed in the notes to the financial statements. Such transactions are treated consistently in each period that they arise.

Share-based payments

The Group operates an equity settled Employee Share Ownership Plan (“ESOP”). The Group has also granted equity settled share options (“Options”). Share awards made under the ESOP and the Options are measured at fair value at the date of grant. The fair value is measured by use of the Black-Scholes model and expensed on a straight-line basis over the vesting period based on an estimate of the number of shares that will eventually vest.

The level of vesting is reviewed annually and the charge is adjusted to reflect actual and estimated levels of vesting.

Shares held by the Employee Share Ownership Trust (“the Trust”) to meet the commitments of the ESOP are shown as a deduction from shareholders’ equity. The cost of the ESOP is borne by the Group.

Pensions

The Group operates several defined contribution and defined benefit schemes for its employees.

Defined contribution schemes are pension schemes under which the Group pays fixed contributions into separate entities. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. Defined benefit schemes are pension schemes that are not defined contribution schemes.

The liability recognised in the Group balance sheet in respect of defined benefit pension schemes is the present value of the defined benefit obligation at the balance sheet date less the fair value of scheme assets, together with adjustments for unrecognised past-service costs. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in the Group statement of comprehensive income in the period in which they rise.

Actuarial surpluses in defined benefit schemes are recognised in the Group balance sheet to the extent of the expected future cash receipts from the schemes.

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

1. ACCOUNTING POLICIES CONTINUED

Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisitions over the Group's interest in the fair value of the identifiable assets and liabilities of the acquired entities at the date of acquisition.

Goodwill is recognised as an asset and is assessed for impairment at least annually. Any impairment is recognised immediately in the Group income statement and is not subsequently reversed.

Upon disposal of a subsidiary the attributable goodwill is included in the calculation of the profit or loss arising on disposal.

Taxation

The tax charge comprises current tax payable and movement on deferred tax.

The current tax payable is provided on taxable profits using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets are calculated using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax is recognised at tax rates that are enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is more likely than not that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax liabilities on net earnings in overseas subsidiaries are provided only to the extent that at the balance sheet date it is probable that dividends will be remitted to the UK.

Property, plant and equipment

Property, plant and equipment are stated at the lower of cost less accumulated depreciation and recoverable amount. Depreciation is calculated so as to write off the cost of property, plant and equipment less any residual value over their estimated useful economic lives by equal annual instalments at the following rates:

Leasehold improvements	Remaining period of the lease
Plant, fixtures and equipment	10% – 33%
Freehold property	2% – 5%

Land is not depreciated.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. Asset carrying values are written down immediately to the estimated recoverable amount where the estimated recoverable amount is less than the carrying value.

Operating leases

Rentals payable under operating leases are charged to the Group income statement on a straight-line basis over the life of the lease.

The value of any lease incentives received on leasehold properties is recognised as deferred income and released to the Group income statement on a straight-line basis over the life of the lease.

Inventories

Inventories and work in progress are valued at the lower of cost and net realisable value. Cost comprises the cost of direct materials and labour and an appropriate proportion of overheads. Net realisable value is the value at which inventories and work in progress can be realised in the ordinary course of business.

Trade receivables

Trade receivables are amounts due from customers for merchandise sold in the ordinary course of business. Trade receivables are recognised at fair value less any provision for impairment.

Foreign currencies

Transactions denominated in foreign currencies are translated at the exchange rates at the date of the transaction unless the transaction has been identified as a hedged item, in which case the transaction is translated at the effective exchange rate of the hedge instrument. Foreign exchange gains and losses arising from such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Group income statement.

The results and financial position of subsidiaries which have a functional currency other than Sterling are translated as follows:

- ◆ assets and liabilities for each balance sheet presented are translated at the closing rate at the date of the balance sheet;
- ◆ income and expenses for each income statement presented are translated at weighted average exchange rates; and
- ◆ all resulting exchange differences are recognised as a separate component of equity until the disposal of the relevant subsidiary when they are recycled to the Group income statement.

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

1. ACCOUNTING POLICIES CONTINUED

Financial instruments

a. Trade receivables and payables

Trade receivables are recorded at their nominal amount less an allowance for any doubtful debts. Trade payables are held at their nominal value.

b. Derivative financial instruments

The Group uses derivative financial instruments, in particular forward currency contracts, to manage the financial risks associated with the Group's underlying business activities and the financing of those activities. Such financial instruments are initially recorded at fair value and are thereafter revalued to fair value at each balance sheet date. The Group does not enter into speculative currency contracts.

Gains or losses on derivative financial instruments that are designated as effective hedges against future cash flows are recognised directly in equity ("hedge accounting"). Any gain or loss relating to an ineffective hedge or a derivative financial instrument that does not qualify for hedge accounting is immediately recognised in the Group income statement, and where material, as an exceptional item.

Where a hedged commitment results in the recognition of an asset or a liability, the gain or loss on the hedge previously recognised in equity is thereafter included in the initial measurement of the asset or liability. For hedges that do not result in the recognition of an asset or liability, amounts deferred in equity are recognised in the income statement in the same period in which the hedged commitment affects profit and loss.

Hedge accounting ceases in respect of a financial instrument when it expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting. The cumulative gain or loss relating to the instrument that has previously been recognised in equity is retained in equity until the hedged transaction occurs.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

Provisions

Provisions are recognised when either a legal or constructive obligation, as a result of a past event, exists at the balance sheet date and where the likely outcome and the amount of the obligation can be measured with reasonable certainty. Provisions are discounted at an appropriate discount rate.

Impairments

Impairments are made against Group assets as follows:

- ◆ Goodwill is allocated to the Group's cash generating units ("CGUs") and the recoverable amount of each CGU is determined based on a value-in-use calculation where appropriate.
- ◆ Property, plant and equipment is tested when circumstances indicate a possible impairment. In those circumstances a value-in-use calculation is performed.

Assumptions used in the calculations for Goodwill and Property, plant and equipment are based on performance and the latest financial plans approved by the Board. If the recoverable amount of a CGU is less than the carrying value of all assets allocated to that CGU, an impairment is recognised.

Goodwill is the first asset class to be impaired, followed by Property, plant and equipment.

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

2. CRITICAL ESTIMATES AND JUDGEMENTS

The preparation of financial statements under IFRS requires management to make estimates that affect the reported amounts of assets and liabilities, income and expenses. These estimates are based on historical experience and various other factors that are believed to be reasonable in the particular circumstance. Actual results may differ from these estimates.

The Group's critical judgement areas relate to the recognition of pension scheme assets, legacy and other business provisions, including industrial disease claims together with an assessment of the highly probable nature of cash flow hedges as follows:

(a) Pension scheme assets – Jacques Vert (2006) Pension Scheme

Any repayment to the Group of the surplus held within the scheme at 24 April 2010 is at the discretion of the pension scheme Trustee. It is currently considered that no repayment will be made to the Group in the future.

(b) Legacy and other business provisions

The level of provisions held against legacy and current activities is assessed with reference to payments made during the period, expectations of future payments and receipts, and, where relevant, to independent advice.

(c) Cash flow hedges

Cash flow hedges are tested for effectiveness based on estimated currency requirements assuming a substantially consistent supplier base.

3. SEGMENT INFORMATION

The Group considers that its operations comprise a single business segment as they meet the aggregation criteria included within IFRS 8 on the basis that the brands have similar economic characteristics and are similar in respect of the nature of their products, production processes, type of customer and method of distribution.

4. EXCEPTIONAL ITEMS

The Group's operating profit for the period includes the following exceptional items:

	52 weeks ended 24 April 2010 £000	52 weeks ended 25 April 2009 £000
Restructuring costs	–	(1,030)
Onerous property costs	–	(3,809)
Increase in other legacy provisions	–	(100)
	–	(4,939)

Onerous property costs in the prior year includes £3,119,000 relating to impairments made against two onerous leasehold properties and have been charged to distribution costs. The balance consists of administrative costs.

Legacy provisions relate to activities acquired as part of William Baird Ltd (formerly William Baird PLC) and are considered by the Directors to constitute separate activities (see note 20 for further details).

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

5. FINANCE INCOME AND COSTS

	52 weeks ended 24 April 2010 £000	52 weeks ended 25 April 2009 £000
a) Finance income		
Interest receivable	19	27
b) Finance costs		
Interest payable	(10)	(208)
Unwinding of discount relating to provisions	(106)	(101)
Net finance cost of pension schemes	(131)	(20)
	(247)	(329)

6. PROFIT/(LOSS) BEFORE INCOME TAX

Profit/(loss) before income tax is stated after charging the following:

	52 weeks ended 24 April 2010 £000	52 weeks ended 25 April 2009 £000
Fees payable to the Company's auditor for the audit of parent company and consolidated financial statements	76	80
Fees payable to the Company's auditor and its associates for other services:		
– the audit of the Company's subsidiaries pursuant to legislation	4	6
– other services pursuant to legislation	16	13
– tax services	40	43
Other services provided by the Company's auditor	48	18
Depreciation of owned property, plant and equipment	1,683	1,660
Loss on disposal of fixed assets	16	104
Rentals payable under operating leases	4,652	4,698

Other services provided by the Company's auditor relate to overseas tax matters, providing remuneration advice and confirming store turnover to landlords.

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

7. STAFF NUMBERS AND COSTS

The average number of employees (including executive directors) and their aggregate remuneration was as follows:

	52 weeks ended 24 April 2010 Number	52 weeks ended 25 April 2009 Number
Sales, distribution and administration	213	187
Retail	1,001	1,052
	1,214	1,239
	£000	£000
Wages and salaries, including restructuring costs of £nil (2009: £680,000)	22,614	22,132
Social security costs	1,370	1,386
Pension costs:		
– defined benefit schemes	27	5
– defined contribution schemes	198	199
Charge/(credit) relating to share-based payments	243	(282)
	24,452	23,440

Pension costs relating to defined benefit schemes comprise a service cost of £7,000 (see note 24) plus £20,000 in respect of the marking-to-market of a phantom option over 10 million shares in Jacques Vert Plc (see note 20).

8. INCOME TAX EXPENSE

The tax charge comprises:

	52 weeks ended 24 April 2010 £000	52 weeks ended 25 April 2009 £000
Current tax		
Overseas tax charge	150	190
Deferred tax		
Origination and reversal of timing differences	–	738
Total tax charge	150	928

The tax assessed for the year is lower (2009: higher) than the standard rate of corporation tax in the UK of 28% (2009: 28%). The differences are explained below:

	52 weeks ended 24 April 2010 £000	52 weeks ended 25 April 2009 £000
Profit/(loss) on ordinary activities before tax	5,119	(2,858)
Profit/(loss) on ordinary activities before tax multiplied by the standard rate of corporation tax in the UK of 28% (2009: 28%):	1,433	(800)
Effects of:		
Non-deductible expenditure	88	319
Non-taxable income	(446)	–
Overseas tax rates	13	38
Net tax effect of short-term timing differences not recognised	(938)	1,371
	150	928

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

9. DIRECTORS' EMOLUMENTS

The key management of the Group consists of the Directors, whose remuneration for the year is as follows:

Salaries and other short-term benefits	Salary/fees £000	Bonus £000	Benefits in kind¹ £000	2010 Total £000	2009 Total £000
Executive directors:					
P Allen	302	302	37	641	429
I Johnson	181	181	23	385	258
S MacDonald ²	3	–	–	3	299
Non-executive directors:					
C Baker	45	–	1	46	46
S Bodger ³	55	–	–	55	55
G Berkmen ⁴	13	–	–	13	–
J Burley ⁵	13	–	–	13	–
	612	483	61	1,156	1,087

Notes:

- ¹ Benefits in kind typically include provision of a company car, fuel or allowances in lieu of these and private medical insurance.
- ² S MacDonald resigned on 28 April 2009.
- ³ S Bodger's fees are paid to Stratys Ltd, a company in which S Bodger has a beneficial interest.
- ⁴ G Berkmen was appointed to the Board on 18 November 2009.
- ⁵ J Burley was appointed to the Board on 18 November 2009.

Performance related bonuses are at the discretion of the Remuneration Committee and are determined on the basis of targets agreed at the outset of the year for the achievement of financial performance and personal objectives.

Directors' beneficial interests

Directors' beneficial interests in the allotted share capital of the Company as at 24 April 2010 and 25 April 2009 were as follows:

	24 April 2010	25 April 2009
P Allen	1,157,794	1,057,794
C Baker	10,000	10,000
I Johnson	695,671	695,671
S MacDonald – resigned 28 April 2009	–	881,153

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

9. DIRECTORS' EMOLUMENTS CONTINUED

Other long-term benefits – Long-term Incentive Plan

The following shares were extant under the Plan:

	At 24 April 2010	At 25 April 2009	Market value of shares at date of award	Date on which exercisable
P Allen	–	286,049	20.50p	24 August 2010
P Allen	616,327	616,327	9.88p	18 August 2011
P Allen	709,043	–	5.75p	17 August 2012
I Johnson	–	171,707	20.50p	24 August 2010
I Johnson	370,000	370,000	9.88p	18 August 2011
I Johnson	425,661	–	5.75p	17 August 2012
S MacDonald – resigned 28 April 2009	–	218,537	20.50p	24 August 2010
S MacDonald – resigned 28 April 2009	265,645	470,918	9.88p	18 August 2011

Details of the performance criteria attaching to awards under the plan are set out in note 22. The performance criteria attached to the awards exercisable in August 2010 was not met and the awards will not vest.

The Company has acquired shares through the Jacques Vert Plc Employee Share Ownership Plan to partly satisfy existing and future grants of rights over shares under the Plan.

Share-based payments – options over ordinary shares

	At 24 April 2010	At 25 April 2009	Exercise price	Date from which exercisable	Expiry date
P Allen ¹	–	250,000	18.00p	30 March 2003	30 March 2010
P Allen ²	3,000,000	3,000,000	15.25p	17 October 2005	17 October 2012
P Allen	750,000	750,000	17.25p	9 July 2007	9 July 2014
I Johnson	1,500,000	1,500,000	17.25p	9 July 2007	9 July 2014
S MacDonald – resigned 28 April 2009	2,500,000	2,500,000	17.25p	9 July 2007	28 July 2010

¹ The 250,000 options granted to P Allen expired during the year.

² The 3,000,000 options granted to P Allen are exercisable subject to a performance condition that the closing mid-market price of a share in the Company exceeds the exercise price by at least 130% on each day for a period of ten consecutive working days between 17 October 2005 and 17 October 2009. This performance condition has been met and the options have now vested.

No share options were exercised during the year.

The share options were granted at no cost to any of the Directors. The mid-market closing price of ordinary shares in the Company on 24 April 2010 (as derived from the London Stock Exchange Daily Official List) was 15.0p and the range during the year was 5.75p to 17.0p.

Other long-term benefits – Directors' pensions

In addition to the emoluments shown above, the Company contributed the following amounts in respect of the Directors' pension arrangements, none of which is held in Group schemes (note 24):

	2010 £000	2009 £000
P Allen	45	45
I Johnson	27	27
S MacDonald – resigned 28 April 2009	–	35

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

10. EARNINGS PER SHARE

Basic/diluted earnings/(loss) per share

The basic earnings per share have been calculated by dividing the profit after taxation for the year by the weighted average number of shares in issue during the year excluding those held by the Employee Share Ownership Trust ("the Trust"). At 24 April 2010 1,398,178 shares were held in the Trust (25 April 2009: 488,637).

For diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential ordinary shares. The Group has two classes of dilutive potential ordinary shares: those share options granted to Directors where the exercise price is lower than the average market price of the Company's ordinary shares during the year and the awards under the Jacques Vert Plc Long-term Incentive Plan ("the Plan") to the extent that performance criteria attached to those awards are expected to be met.

	2010	2009
Profit/(loss) for the year (£000)	4,969	(3,786)
Weighted average number of ordinary shares in issue (thousands)	192,444	192,444
Adjustment for shares held by the Trust	(1,082)	(489)
Weighted average number of ordinary shares for basic earnings per share	191,362	191,955
Dilutive shares committed under the Plan	6,762	–
Weighted average number of ordinary shares for diluted earnings per share	198,124	191,955
	Pence	Pence
Basic earnings/(loss) per share	2.60	(1.97)
Diluted earnings/(loss) per share	2.51	(1.97)

11. DIVIDENDS

The Directors propose a final dividend of 0.65p per share (2009: £nil) amounting to £1,250,000 (2009: £nil). The final dividend will be paid on 15 October 2010 to shareholders whose names are on the Register of Members at the close of business on 17 September 2010.

12. GOODWILL AND INVESTMENTS

Goodwill – Cost and net book value

At 26 April 2008, 25 April 2009 and 24 April 2010

£000

2,431

Goodwill arose on the purchase of William Baird Ltd (formerly William Baird PLC) on 12 December 2002.

Goodwill is not amortised, but tested annually for impairment, with the recoverable amount being determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rate, growth rates and changes in income and costs.

The Group prepares discounted cash flows based on financial forecasts covering a three year period. Cash flows beyond this period are extrapolated using a growth rate of 2%. The future cash flows have been discounted at a rate of 9.48%, being the Group's weighted average cost of capital.

Investments

The principal subsidiary undertakings of which the ordinary share capital is wholly owned are shown in note A5 of the Annexure to these financial statements.

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

13. PROPERTY, PLANT AND EQUIPMENT

	Short leasehold £000	Plant, fixtures and equipment £000	Total £000
Cost			
At 26 April 2008	1,950	14,161	16,111
Additions	20	965	985
Disposals	(111)	(59)	(170)
Exchange rate adjustments	–	121	121
At 25 April 2009	1,859	15,188	17,047
Additions	68	1,026	1,094
Disposals	–	(94)	(94)
Exchange rate adjustments	–	90	90
At 24 April 2010	1,927	16,210	18,137
Depreciation			
At 26 April 2008	865	10,802	11,667
Disposals	(28)	(22)	(50)
Charge for the year	263	1,397	1,660
Exchange rate adjustments	–	67	67
At 25 April 2009	1,100	12,244	13,344
Disposals	–	(78)	(78)
Charge for the year	337	1,346	1,683
Exchange rate adjustments	–	13	13
At 24 April 2010	1,437	13,525	14,962
Net book value			
At 24 April 2010	490	2,685	3,175
At 25 April 2009	759	2,944	3,703

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

14. DEFERRED TAX ASSET

	Total £000
At 25 April 2009 and 24 April 2010	1,900

Deferred tax assets have been recognised only to the extent that it is more likely than not that they will be recoverable against future taxable profits.

The deferred tax asset recognised at 24 April 2010 represents:

	24 April 2010 £000	25 April 2009 £000
Depreciation in excess of capital allowances	1,900	1,218
Tax losses	–	463
Other timing differences	–	219
	1,900	1,900

Unrecognised deferred tax assets at 24 April 2010 of £11,253,000 (2009: £12,148,000), comprise:

	24 April 2010 £000	25 April 2009 £000
Depreciation in excess of capital allowances	6,799	7,740
Tax losses	2,907	2,924
Other timing differences	1,547	1,484
	11,253	12,148

Factors affecting future tax charges

The Group has charged depreciation in excess of capital allowances, the deferred tax assets on which have been recognised in part. This reflects the estimated recoverability of the assets in the foreseeable future. Where deferred tax assets have not been recognised this is due to uncertainty over the availability of suitable profits, matched to available tax allowances and losses, in the foreseeable future.

No deferred tax has been recognised on the unremitted earnings of overseas subsidiaries. No significant amounts of tax are expected to be payable due to availability of double tax relief and losses in the United Kingdom.

It was announced in the June 2010 Budget that the Finance Bill 2010 will include legislation to reduce the main rate of corporation tax from 28% to 27% from 1 April 2011. Further reductions to the main rate are proposed to reduce the rate by 1% per year to 24% by 1 April 2014. These reductions are expected to be introduced in future Finance Bills for each annual reduction.

15. INVENTORIES

Inventories comprise finished goods valued at £22,489,000 (2009: £23,375,000). The cost of inventories recognised as an expense and included within cost of sales amounted to £39,697,000 (2009: 41,473,000).

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

16. TRADE AND OTHER RECEIVABLES

	24 April 2010 £000	25 April 2009 £000
Trade receivables	9,070	7,844
Other receivables	15	51
Prepayments and accrued income	2,425	2,671
	11,510	10,566

All trade and other receivables are due within one year. No provision is held against trade receivables at 24 April 2010 (2009: £nil).

17. DERIVATIVE FINANCIAL INSTRUMENTS

	24 April 2010		25 April 2009	
	Assets £000	Liabilities £000	Assets £000	Liabilities £000
Forward foreign exchange contracts – cash flow hedges	894	(640)	3,552	(261)

Derivative financial instruments are used to hedge exposure to fluctuations in foreign exchange rates that arise in the normal course of the Group's business.

An analysis of financial instruments held and the Group's risk management policies is given in note 23. Gains and losses on forward foreign exchange contracts as at 24 April 2010 are held in equity and will be released to the income statement as the hedged transactions fall due, which is up to 12 months after the balance sheet date. The ineffective portion arising from cash flow hedges recognised in the income statement is £nil (2009: £nil).

18. TRADE AND OTHER PAYABLES

	24 April 2010 £000	25 April 2009 £000
Amounts due within one year:		
Trade payables	13,159	11,089
Overseas corporation tax creditor	62	144
Other taxation and social security	1,461	1,133
Other creditors	1,756	2,283
Accruals	6,688	5,982
Deferred income	374	381
	23,500	21,012
Amounts due after one year:		
Deferred income	504	589

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

19. BORROWING FACILITIES

The Group has recently agreed debt facilities totalling £18 million with HSBC plc (“the Bank”). These comprise a £3 million overdraft and £15 million import line. The Bank has also agreed a \$15 million forward exchange contract facility. All facilities are due for renewal on 30 June 2011.

Bank borrowings are secured by debentures and fixed and floating charges over the Group’s assets. Certain Group companies have also given unlimited multilateral cross guarantees to the Bank as security for their liabilities.

20. PROVISIONS FOR LIABILITIES AND CHARGES

	Pension schemes £000	Pension settlement costs £000	Other legacy provisions £000	Total £000
At 26 April 2008	450	660	4,470	5,580
Utilised	(243)	(347)	(1,042)	(1,632)
Charged to the income statement	20	100	3,681	3,801
Actuarial loss on pension schemes	207	–	–	207
Discount unwinding	–	–	101	101
At 25 April 2009	434	413	7,210	8,057
Utilised	(229)	(208)	(1,175)	(1,612)
Charged/(credited) to the income statement	331	21	(64)	288
Actuarial loss on pension schemes	108	–	–	108
Discount unwinding	–	–	106	106
At 24 April 2010	644	226	6,077	6,947

Of the provisions held at the year end, £1,840,000 is expected to be utilised within the next 12 months. The remaining provisions are expected to be utilised within 20 years.

See note 24 for further details relating to the movements on the Group’s pension schemes during the year.

Pension settlement costs include the fair value of a phantom option over 10 million shares in Jacques Vert Plc granted to the Trustee of the Baird Group Pension Scheme.

Other legacy provisions relate to onerous leasehold property, dilapidations and claims against the Group in respect of industrial diseases, mainly asbestosis.

21. CALLED UP EQUITY SHARE CAPITAL

	24 April 2010 £000	25 April 2009 £000
Authorised: 250,000,000 (2009: 250,000,000) Ordinary shares of 10p each	25,000	25,000
Allotted and fully paid: 192,444,078 (2009: 192,444,078) Ordinary shares of 10p each	19,244	19,244

All ordinary shares and the share premium thereon rank equally as a single class of equity.

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

22. LONG-TERM INCENTIVE PLAN

The Jacques Vert Plc Employee Share Ownership Plan Trust (“the Trust”) holds shares for its own benefit in order to partly hedge the Group’s obligations under the Long-term Incentive Plan (“the Plan”). Movements in the holdings of the Trust during the year ended 24 April 2010 were as follows:

	Number of shares	Purchase cost £000	Nominal value £000	% of total issued share capital
At 25 April 2009	398,178	54	40	0.20
Purchases	1,000,000	63	10	0.52
At 24 April 2010	1,398,178	117	50	0.72

The shares held by the Trust are taken as a deduction from shareholders’ equity. The market value of the shares held at 24 April 2010 was £210,000 (25 April 2009: £28,000).

Under the terms of the Plan, shares in the Company (“Restricted Shares”) can be awarded, for nil consideration, subject to defined performance criteria. Members of the Plan are also invited to purchase shares in Jacques Vert Plc (“Invested Shares”) which are held by the Trust for their benefit. These shares entitle the employee to be awarded an equal number of shares (“Matching Shares”), for nil consideration, subject to the same performance criteria, as follows:

- ◆ The criteria for the August 2007 awards is based on the period between April 2007 and April 2010 and gives rise to a vesting of shares on an incremental basis provided a minimum 6.66% compound growth in adjusted EPS has been achieved. Full vesting of shares occurs if the compound growth in adjusted EPS is 10.0% or greater. The performance criteria attached to the awards made in August 2007 were not met and the awards will not vest.
- ◆ The criteria for the August 2008 awards is based on the period between April 2008 and April 2011 and gives rise to a vesting of shares provided that the adjusted EPS for the year ending April 2011 is no lower than the adjusted EPS for the year ended 26 April 2008.
- ◆ The criteria for the August 2009 awards is based on the period between April 2009 and April 2012 and gives rise to 50% vesting of Restricted Shares on an incremental basis provided a minimum 6.66% compound growth in undiluted adjusted EPS has been achieved. Full vesting of shares occurs if the overall compound growth in undiluted adjusted EPS is 10.0% or greater.

During the year awards amounting to 3,832,739 awards were granted to employees at a fair value of £220,000.

The fair value of the shares is based on the share price at the date of the award (5.75p) and assumes that no dividends will be payable during the vesting period.

A charge of £243,000 (2009: credit of £282,000), relating entirely to equity-settled share-based payments was made to the Group income statement during the 52 weeks ended 24 April 2010.

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

23. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a) Financial assets and liabilities

The financial assets and liabilities of the Group are as follows:	24 April 2010 £000	25 April 2009 £000
Trade receivables – due within one year	9,070	7,844
Derivative financial assets	894	3,552
Cash and cash equivalents	12,602	4,533
Trade and other payables	(24,004)	(21,601)
Derivative financial liabilities	(640)	(261)
Onerous leases (discounted)	(5,062)	(5,220)
Phantom option over 10 million ordinary shares (see note 20)	(50)	(30)
	(7,190)	(11,183)

Trade receivables comprise short-term debtor balances which are receivable within three months of the year end. No provision is held against these debts.

The carrying value of short-term non-derivative financial assets and liabilities is considered to approximate the fair values.

The fair values of derivative financial assets and liabilities, comprising forward contracts for foreign exchange, are based on the relevant forward exchange rates at 24 April 2010.

The carrying value of long-term onerous leases is calculated as the present value of the estimated future cash flows and is considered to approximate fair value. The maturity profile of the undiscounted financial liabilities with maturities in part greater than one year is as follows:

	Total £000	Within one year £000	Between one and two years £000	Between two and five years £000	Greater than five years £000
Trade and other payables					
At 24 April 2010	(22,481)	(21,977)	(118)	(277)	(109)
At 25 April 2009	(20,324)	(19,735)	(124)	(426)	(39)
Onerous leases (undiscounted)					
At 24 April 2010	(6,947)	(1,796)	(768)	(1,822)	(2,112)
At 25 April 2009	(7,196)	(1,623)	(1,002)	(2,222)	(2,349)
Phantom option					
At 24 April 2010	(50)	(50)	–	–	–
At 25 April 2009	(30)	(30)	–	–	–

b) Market risk

Market risk comprises the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's income or the value of its holdings of financial instruments. At the balance sheet date, the only significant market risk to the Group arises from future commercial transactions or recognised assets or liabilities denominated in a currency that is not the Group's functional currency.

The Group operates internationally and is therefore exposed to foreign currency risk on purchases primarily denominated in US dollars and Hong Kong dollars; and sales denominated in Canadian dollars and Euros.

The Board reviews and agrees policies for managing exchange rate risk on a regular basis. All transactions in derivatives, principally forward exchange contracts, are taken solely to manage these risks. The Group's policy is to hedge substantially all of the risks of such currency fluctuation by using forward contracts in each major foreign currency. No transactions of a speculative nature are entered into.

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

23. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT CONTINUED

i) Exposure to foreign currency risk

As at 24 April 2010, the sterling value of net financial assets and liabilities that are not denominated in the Group's functional currency are as follows:

	Hong Kong dollar £000	US dollar £000	Canadian dollar £000	Euro £000
Trade receivables	–	–	733	564
Trade payables	(4,947)	(2,107)	(102)	(153)
Cash and cash equivalents	1,315	2,345	629	602
Gross balance sheet exposure	(3,632)	238	1,260	1,012

ii) Exposure to interest rate risk

There were no fixed rate financial assets or liabilities at 24 April 2010 or 25 April 2009. Financial assets on which no interest is received are due on demand. Floating rate financial assets attract interest based on local base interest rates.

c) Credit risk

Credit risk arises on credit exposure to customers including outstanding receivables and committed transactions. No provision is held against trade receivables, which are predominantly due for payment within three months.

d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of credit facilities. Due to the dynamic nature of the underlying business, flexibility in funding is maintained under credit facilities as set out in note 19.

The Board monitors rolling forecasts of the Group's availability of funding (comprising undrawn borrowing facilities plus cash and cash equivalents) on the basis of expected cash flows.

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

24. PENSION COSTS

The Group operates two funded defined benefit pension schemes – the Jacques Vert Pension Scheme (“JVPS”) and the Jacques Vert (2006) Pension Scheme (“JV06”).

Jacques Vert Plc also operates a defined contribution pension scheme. Contributions during the year to the defined contribution scheme amounted to £84,000 (2009: £124,000)

The JV06 scheme was established during the year ended 26 April 2008 in respect of certain members of the former Baird Group Pension Scheme (“BGPS”), a scheme that is currently being wound up pursuant to a compromise agreement between Jacques Vert Plc and the Trustee of the BGPS dated 7 July 2006.

Additionally, unfunded arrangements exist in respect of a small number of former employees.

Information required by IAS 19 “Employee benefits” in relation to the defined benefit schemes is provided annually using an actuarial estimate provided by an independent actuary. All actuarial gains and losses are recognised in the Group statement of comprehensive income in the period in which they arise.

The major assumptions used in producing the actuarial estimates of the defined benefit schemes were:

	At 24 April 2010	At 25 April 2009	At 26 April 2008	At 28 April 2007	At 29 April 2006
Rate of salary increase (JV06 only)	3.6%	2.9%	2.9%	0.0%	0.0%
Rate of increase in pensions in payment (JVPS only)	3.6%	3.0%	3.7%	3.2%	3.0%
Discount rate	5.6%	6.6%	6.7%	5.5%	5.2%
Inflation assumption	3.6%	2.9%	3.7%	3.2%	3.1%

Assumptions regarding future mortality rates are set based on advice from the scheme actuaries, published statistics and experience in the industry. Specifically, mortality tables PA92, YOB with medium cohort have been used in the valuations at 24 April 2010. These tables use the mortality assumption at average ages of deferred and pensioner members as follows:

	Male	Female
Deferred Member	86 years, 6 months	90 years, 2 months
Retired Member	87 years, 5 months	90 years, 3 months

The assets of the schemes and the expected rates of return based on the above assumptions were:

	24 April 2010		25 April 2009	
	Value £000	Expected rate of return %	Value £000	Expected rate of return %
Jacques Vert (2006) Pension Scheme				
Equities	5,289	7.7	3,764	7.5
Bonds	52,738	5.1	44,030	4.9
Others	5,398	5.3	10,046	5.7
Total market value of assets	63,425		57,840	

	24 April 2010		25 April 2009	
	Value £000	Expected rate of return %	Value £000	Expected rate of return %
Jacques Vert Pension Scheme				
Equities	685	7.8	499	7.5
Bonds	182	4.4	172	6.6
Cash	689	4.1	543	4.3
Total market value of assets	1,556		1,214	

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

24. PENSION COSTS CONTINUED

Valuations of the schemes were:

	Jacques Vert (2006) Pension Scheme		Jacques Vert Pension Scheme	
	At 24 April 2010 £000	At 25 April 2009 £000	At 24 April 2010 £000	At 25 April 2009 £000
Present value of scheme liabilities	(55,148)	(46,126)	(1,969)	(1,581)
Fair value of scheme assets	63,425	57,840	1,556	1,214
Surplus/(deficit)	8,277	11,714	(413)	(367)

Pension surpluses in defined benefit schemes are recognised to the extent of the expected future cash receipts from the scheme. The Jacques Vert (2006) Pension Scheme is not expected to make any future payments to the Group and accordingly the surplus on that scheme has not been recognised in the Group balance sheet.

Expected contributions to defined benefit schemes during the year ending April 2011 are £193,000.

The amounts charged to the Group income statement are determined as follows:

	52 weeks ended 24 April 2010			52 weeks ended 25 April 2009
	Jacques Vert 2006 Pension Scheme £000	Jacques Vert Pension Scheme £000	Total £000	Total £000
Expected return on pension scheme assets	2,806	72	2,878	3,013
Interest on pension scheme liabilities	(2,906)	(103)	(3,009)	(3,033)
Net finance charge	(100)	(31)	(131)	(20)

Changes in the present values of the schemes' liabilities are as follows:

	52 weeks ended 24 April 2010			52 weeks ended 25 April 2009
	Jacques Vert 2006 Pension Scheme £000	Jacques Vert Pension Scheme £000	Total £000	Total £000
Present values of schemes' liabilities at beginning of period	46,126	1,581	47,707	65,263
Settlements/curtailments	-	-	-	(14,637)
Interest cost	2,906	103	3,009	3,028
Benefits paid	(4,187)	(47)	(4,234)	(4,286)
Service cost	6	-	6	5
Actuarial losses/(gains)	10,297	332	10,629	(1,666)
Present values of schemes' liabilities at end of period	55,148	1,969	57,117	47,707

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

24. PENSION COSTS CONTINUED

Changes in the present values of the schemes assets are as follows:

	52 weeks ended 24 April 2010			52 weeks ended 25 April 2009
	Jacques Vert 2006 Pension Scheme £000	Jacques Vert Pension Scheme £000	Total £000	Total £000
Present values of schemes' assets at beginning of period	57,840	1,214	59,054	81,975
Settlements	-	-	-	(14,637)
Expected return on assets	2,806	72	2,878	3,008
Contributions	176	193	369	376
Benefits paid	(4,187)	(47)	(4,234)	(4,286)
Actuarial gains/(losses)	6,790	124	6,914	(7,382)
Present values of schemes' assets at end of period	63,425	1,556	64,981	59,054
Actual return on schemes' assets	9,596	196	9,792	(4,347)

The amount recognised in the Group statement of comprehensive income comprises:

	52 weeks ended 24 April 2010			52 weeks ended 25 April 2009
	Jacques Vert 2006 Pension Scheme £000	Jacques Vert Pension Scheme £000	Total £000	Total £000
Actuarial gain/(loss) on assets	6,790	124	6,914	(7,382)
Actuarial (loss)/gain on liabilities	(10,297)	(332)	(10,629)	1,666
Movement on unrecognised pension surplus	3,607	-	3,607	5,509
	100	(208)	(108)	(207)

The provision for pension schemes comprises:

	24 April 2010 £000	25 April 2009 £000
Net surplus on defined benefit pension schemes	7,864	11,347
Surplus not recognised	(8,277)	(11,714)
Provision for unfunded schemes and liabilities	(232)	(67)
Provision for pension schemes (see note 20)	(644)	(434)

The valuation of the schemes under IAS 19 varies if the main financial assumptions change, particularly the discount rate. If the discount rate were to be increased/decreased by 0.1% the IAS 19 valuation would decrease/increase by approximately £800,000 as at 24 April 2010.

The cumulative actuarial loss on the Jacques Vert Pension Scheme recognised in the Group statement of comprehensive income is £294,000 (2009: loss of £86,000).

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

24. PENSION COSTS CONTINUED

History of pension surplus/(deficit):

	52 weeks ended 24 April 2010 Total £000	52 weeks ended 25 April 2009 Total £000	52 weeks ended 26 April 2008 Total £000	52 weeks ended 28 April 2007 Total £000	52 weeks ended 29 April 2006 Total £000
Experience adjustments arising on schemes' assets					
Amount (£000)	6,914	(7,959)	868	(10,836)	14,970
Percentage of schemes' assets	10.6%	(13.5%)	1.1%	(10.1%)	13.34%
Experience adjustments arising on schemes' liabilities					
Amount (£000)	(10,629)	713	7,944	13,085	6,546
Percentage of schemes' liabilities	18.6%	1.5%	12.2%	13.3%	(4.93%)
Present values of schemes' liabilities	(57,117)	(47,707)	(65,263)	(98,223)	(130,986)
Present values of schemes' assets	64,981	59,054	81,975	106,869	112,189
Total surplus/(deficit)	7,864	11,347	16,712	8,646	(18,797)

25. COMMITMENTS

- (a) Capital expenditure authorised but not committed by the Group at 24 April 2010 amounted to £484,000 (2009: £272,000).
- (b) The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	2010		2009	
	Land & buildings £000	Other £000	Land & buildings £000	Other £000
Within one year	151	131	257	152
Within two to five years	6,372	100	7,269	174
After five years	22,302	–	26,177	–
	28,825	231	33,703	326

26. RELATED PARTY TRANSACTIONS

Details of Directors' shareholdings and their entitlement to share options are set out in note 9.

Information relating to the pension scheme arrangements is disclosed in note 24. Other than the transactions described in note 24 there have been no transactions between the Group or its related parties and any employee pension schemes.

Notes to the financial statements *continued*

For the 52 weeks ended 24 April 2010

27. NOTES TO THE CASH FLOW STATEMENT

	52 weeks ended 24 April 2010 Total £000	52 weeks ended 25 April 2009 Total £000
Reconciliation of operating profit to net cash inflow from operating activities		
Continuing operations		
Operating profit before exceptional items	5,347	2,383
Cash outflow from exceptional items	–	(404)
Loss on disposal of plant, property and equipment	16	–
Depreciation charge	1,683	1,660
Change in inventories	2,099	516
Change in debtors	(990)	1,402
Change in creditors	2,468	(465)
Change in provisions	(1,455)	(1,632)
Charge/(credit) relating to share-based payments	243	(282)
Net cash inflow from operating activities	9,411	3,178

Annexure A – Audited financial statements of Jacques Vert Plc under UK GAAP (the Company)

We have audited the parent company financial statements of Jacques Vert Plc for the 52 weeks ended 24 April 2010 which comprise the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' responsibilities statement set out on page 10, the Directors are responsible for the preparation of the parent company financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the parent company financial statements:

- ◆ give a true and fair view of the state of the Company's affairs as at 24 April 2010;
- ◆ have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- ◆ have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the parent company financial statements are prepared is consistent with the parent company financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- ◆ adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- ◆ the parent company financial statements are not in agreement with the accounting records and returns; or
- ◆ certain disclosures of directors' remuneration specified by law are not made; or
- ◆ we have not received all the information and explanations we require for our audit.

Other matter

We have reported separately on the Group financial statements of Jacques Vert Plc for the 52 weeks ended 24 April 2010.

Fiona Kelsey

(Senior Statutory Auditor)

*for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors*

London

28 June 2010

Company balance sheet

At 24 April 2010

	Note	24 April 2010 £000	25 April 2009 £000
Fixed assets			
Goodwill	A3	34,068	36,072
Tangible assets	A4	2,646	3,135
Investments in subsidiaries	A5	17,258	17,258
		53,972	56,465
Current assets			
Stocks – finished goods		21,958	22,890
Debtors	A6	21,658	22,672
Cash at bank and in hand		30,507	22,766
		74,123	68,328
Creditors: amounts due within one year			
Trade and other creditors	A7	(21,916)	(20,186)
		52,207	48,142
Net current assets			
		106,179	104,607
Creditors: amount due after one year			
Amounts due to subsidiary undertakings		(67,946)	(68,735)
Provisions for liabilities and charges	A8	(5,519)	(5,648)
		32,714	30,224
Net assets			
Capital and reserves			
Called up equity share capital		19,244	19,244
Share premium account	A10	4,599	4,599
Merger reserve	A10	969	969
Profit and loss account	A10	7,902	5,412
		32,714	30,224
Equity shareholders' funds			

In accordance with s408 of the Companies Act 2006, the profit and loss account of the Company has not been presented.

The notes on pages 42 to 47 form part of these financial statements.

Approved by the Board on 28 June 2010:

P C Allen
Director

I P Johnson
Director

Notes to the financial statements of the parent company

For the 52 weeks ended 24 April 2010

A1. ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice under the historical cost accounting convention and in accordance with the Companies Act 2006 and applicable accounting standards.

Pensions

The Company operates several defined contribution and defined benefit schemes for its employees.

Defined contribution schemes are pension schemes under which the Company pays fixed contributions into separate entities. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to the employee service in the current and prior periods. Defined benefit schemes are pension schemes that are not defined contribution schemes.

The liability recognised in the balance sheet in respect of defined benefit pension schemes is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets, together with adjustments for unrecognised past-service costs. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in the period in which they arise.

For defined contribution plans, the Company pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Company has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at the lower of cost less accumulated depreciation and recoverable amount. Depreciation is calculated so as to write off the cost of tangible fixed assets over their estimated useful economic lives by equal annual instalments at the following rates:

	Remaining period of the lease
Leasehold improvements	
Plant, fixtures and equipment	10% – 33%
Freehold property	2% – 5%

Assets held under finance leases are depreciated over the shorter of the lease term or their useful lives. Land is not depreciated.

Operating leases

Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the life of the lease.

Rent free periods on short leasehold properties are treated as deferred income and released to the profit and loss account on a straight-line basis up to the date of the first rent review.

Goodwill

Goodwill is treated as an intangible asset in the balance sheet and written off to the profit and loss account over 20 years.

Investments in subsidiary undertakings

Investments are held at cost, less any provisions made for impairment.

Turnover

Turnover represents sales by the Company to third parties, net of returns, trade discounts and value added tax.

In accordance with FRS 5 Application Note G “Revenue Recognition” sales through retail outlets are shown net of unredeemed customer loyalty vouchers and a provision for customer returns representing the Company’s estimate of the amount of product sold during the year which will be returned in the following year.

Turnover is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer which is generally when goods are delivered to the customer.

Notes to the financial statements of the parent company

For the 52 weeks ended 24 April 2010

A1. ACCOUNTING POLICIES CONTINUED

Stocks

Stocks and work-in-progress are valued at the lower of cost and net realisable value. Cost comprises the cost of direct materials and labour and an appropriate proportion of overheads. Net realisable value is the value at which stocks and work-in-progress can be realised in the ordinary course of business.

Foreign currencies

Assets and liabilities denominated in foreign currencies are translated into Sterling at the rates of exchange ruling at the balance sheet date or at the contracted rate if the asset/liability is covered by a forward exchange contract. Exchange differences on trading items are dealt with in the profit and loss account.

Impairment of fixed assets and goodwill

Fixed assets and goodwill are subject to review for impairment in accordance with FRS11 "Impairment of fixed assets and goodwill". Any impairment is recognised in the profit and loss account in the year in which it occurs.

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 that result in an obligation to pay more, or a right to pay less, tax in the future have occurred at the balance sheet date, with the following exceptions:

- ◆ Provision is made for gains on disposal of fixed assets that have been rolled over into replacement assets only if, at the balance sheet date, there is a commitment to dispose of the replacement assets;
- ◆ Provision is made for deferred tax that would arise on remittance of net earnings from overseas subsidiaries, associates and joint ventures, only to the extent that at the balance sheet date dividends have been accrued as receivable;
- ◆ 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 future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on a non-discounted 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.

Employee Share Ownership Plan (ESOP)

Shares held on behalf of the ESOP are shown as a deduction from Shareholders' funds. The cost of the ESOP is borne by the Company.

Provisions

Provisions are recognised when either a legal or constructive obligation, as a result of a past event, exists at the balance sheet date and where the likely outcome and the amount of the obligation can be measured with reasonable certainty. Provisions are discounted at an appropriate rate.

Financial instruments and risk management

The risk management policies and practice of the Company are the same as that of the Group and are set out in note 23 of the Group financial statements.

An analysis of financial instruments is given in note 23 of the Group financial statements.

Notes to the financial statements of the parent company *continued*

For the 52 weeks ended 24 April 2010

A2. PROFIT AND LOSS

The Company recorded a profit of £2,391,000 in the year ended 24 April 2010 (2009: loss of £4,776,000).

Auditors' remuneration was £37,000 for audit services (2009: £38,000) and £43,500 for other services (2009: £7,000) during the year.

No donations were made by the Company during the year (2009: £nil).

A3. GOODWILL

	Total £000
Cost	
At 25 April 2009 and 24 April 2010	40,080
Amortisation	
At 25 April 2009	4,008
Charged in year	2,004
At 24 April 2010	6,012
Net book value	
At 24 April 2010	34,068
At 25 April 2009	36,072

Goodwill arose on the purchase of various trade and business assets from other Group companies on 29 April 2007.

A4. TANGIBLE FIXED ASSETS

	Short leasehold £000	Plant, fixtures and equipment £000	Total £000
Cost			
At 25 April 2009	867	7,560	8,427
Additions	68	1,002	1,070
Disposals	–	(72)	(72)
At 24 April 2010	935	8,490	9,425
Depreciation			
At 25 April 2009	380	4,912	5,292
Charge for the year	300	1,243	1,543
Disposals	–	(56)	(56)
At 24 April 2010	680	6,099	6,779
Net book value			
At 24 April 2010	255	2,391	2,646
At 25 April 2009	487	2,648	3,135

Notes to the financial statements of the parent company *continued*

For the 52 weeks ended 24 April 2010

A5. INVESTMENTS

	£000
Investments in subsidiary undertakings	
At 25 April 2009 and 24 April 2010	17,258

The principal subsidiary undertakings of which all the ordinary share capital is wholly owned and which are incorporated and operate in the United Kingdom, except where otherwise indicated, are as follows:

	Country of incorporation	Nature of business
Jacques Vert (Canada) Inc.	Canada	Retailing
William Baird Ltd (formerly William Baird PLC)	United Kingdom	Investment Holding Co

A6. DEBTORS

	24 April 2010 £000	25 April 2009 £000
Trade receivables	8,247	7,117
Amounts owed by Group undertakings	9,029	10,937
Other receivables	14	48
Prepayments and accrued income	2,468	2,670
Deferred tax asset (see note A9)	1,900	1,900
	21,658	22,672

Of the deferred tax asset, £514,000 (2009: £718,000) is recoverable after 12 months from the balance sheet date.

A7. TRADE AND OTHER CREDITORS

	24 April 2010 £000	25 April 2009 £000
Amounts due within one year:		
Trade payables	13,134	11,060
Overseas corporation tax creditor	45	28
Other taxation and social security	1,392	1,063
Other creditors	1,833	2,085
Amounts due to subsidiary undertakings	96	1,786
Accruals and deferred income	5,416	4,164
	21,916	20,186

Notes to the financial statements of the parent company *continued*

For the 52 weeks ended 24 April 2010

A8. PROVISIONS FOR LIABILITIES AND CHARGES

	Pension settlement costs £000	Pension schemes £000	Other legacy business provisions £000	Total £000
At 25 April 2009	72	367	5,209	5,648
Utilised	(37)	(193)	(1,172)	(1,402)
Charge to profit and loss account	20	131	968	1,119
Actuarial loss	–	108	–	108
Discount unwinding	–	–	46	46
At 24 April 2010	55	413	5,051	5,519

Of the provisions held at year end £1,609,000 is expected to be utilised within the next 12 months. The remaining provisions are expected to be utilised within 12 years.

Pension settlement costs include the fair value of a phantom option over 10 million shares in Jacques Vert Plc granted to the Trustee of the Baird Group Pension Scheme. Other legacy provisions relate to onerous leasehold property and dilapidations.

A9. DEFERRED TAX

Deferred tax asset

	£000
At 25 April 2009 and 24 April 2010	1,900

The deferred tax asset comprises:

	24 April 2010 £000	25 April 2009 £000
Capital allowances in excess of depreciation	1,900	1,437
Tax losses	–	463
	1,900	1,900

Unrecognised deferred tax assets within the Company comprise:

	24 April 2010 £000	25 April 2009 £000
Capital allowances in excess of depreciation	6,742	7,478
Other timing differences	1,482	1,484
	8,224	8,962

Deferred tax assets that have not been recognised will be recoverable when there are taxable profits against which they can be relieved.

Factors affecting future tax charges

The Company has charged depreciation in excess of capital allowances, the deferred tax asset on which has been recognised in part. This reflects the estimated recoverability of the assets in the foreseeable future. Where deferred tax assets have not been recognised this has been due to uncertainty over the availability of suitable profits in the foreseeable future.

No deferred tax has been recognised on the unremitted earnings of overseas subsidiaries and associates. No significant amounts of tax are expected to be payable due to availability of double tax relief and losses in the United Kingdom.

It was announced in the June 2010 Budget that the Finance Bill 2010 will include legislation to reduce the main rate of Corporation tax from 28% to 27% from 1 April 2011. Further reductions to the main rate are proposed to reduce the rate by 1% per year to 24% by 1 April 2014. These reductions are expected to be introduced in future Finance Bills for each annual reduction.

Notes to the financial statements of the parent company *continued*

For the 52 weeks ended 24 April 2010

A10 RECONCILIATION OF RETAINED PROFITS

	Merger reserve £000	Share premium account £000	Profit and loss account £000	Total £000
At 25 April 2009	969	4,599	5,412	10,980
Retained profit for the year	—	—	2,391	2,391
Actuarial loss on pension scheme	—	—	(108)	(108)
Adjustment in respect of employee share schemes	—	—	207	207
At 24 April 2010	969	4,599	7,902	13,470

Information Service

Jacques Vert Plc welcomes contact with its shareholders and customers. If you have any questions or enquiries about the Company please contact:

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