



Donegal 

Donegal Investment Group plc

# Annual Report & Financial Statements

for the year ended 31 August 2018

**Donegal Investment Group plc  
(‘DIG’) (‘Group’) reports its  
results for the year ended  
31 August 2018.**



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# Financial Highlights

## continuing operations – pre-exceptional

Revenue – continuing operations

**€76.2m** (€0.2m) ▼



Adjusted operating profit

**€4.1m** (€0.7m) ▼



Trading profit – continuing operations

**€4.7m** (€0.2m) ▼



Profit after tax – continuing operations

**€3.5m** (€0.1m) ▼



Adjusted earnings per share\*

**41.1c** 5.8c ▲



Operating cash flow before interest & tax

**€4.0m** €0.7m ▲



Cash at bank less overdraft

**€5.3m** (€6.9m) ▼



Basic earnings per share – continuing operations, post exceptional

**281.3c** 254.8c ▲



Investment property carrying value

**€2.4m** (€1.1m) ▼



Debt

**(€5.2m)** (€0.1m) ▼



Net asset value per share\*\*

**€6.84** €0.90 ▲



\* Adjusted earnings per share before the impact of change in fair value of investment properties in Group & associates and the related deferred tax

\*\*Net assets are total equity attributable to equity holders of the Company

## The Directors present their report and the audited financial statements for the year ended 31 August 2018. The comparative amounts relate to the 12 months ended 31 August 2017.

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Group revenue decreased by €0.2m to €76.2m for the 12 months to the 31 August 2018.

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Trading profits were marginally ahead of the prior year at €4.7m with adjusted operating profit decreasing by €0.7m for the year to €4.0m.

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Our Produce division delivered a segmental result of €1.6m, a decrease of €0.7m on the prior year's trading performance. Seed Potato, our key business within our Produce division, performed well in key markets but was impacted by a reduction in the availability of seed following lower than expected yields across Europe during the 2017 seed crop harvest.

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Our Food-Agri & Property division delivered a segmental result of €3.1m, an increase of €0.9m on the prior year's trading performance

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Speciality dairy, which trades under the NOMADIC brand, continued to achieve significant volume and sales growth in its UK and Irish markets.

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Smyths, our animal feeds business, had a strong 2018 with an increase in volumes partially driven by the reduced availability of fodder in certain farming areas, mainly in the west of Ireland.

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The Group recently completed the restructuring of our South American seed potato operations, including discontinuing its local growing operations, which will allow us to continue to service this market from our European growing platform. The loss for the year is classified as a discontinued operation.

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Adjusted EPS increased by 5.8c to 41.1c.

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The Group has a cash position, net of debt, of €0.1m at year end having returned €51m to shareholders during the year through its €45m return of capital in May and ongoing share purchases.

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Following on from the sale of its shareholding in Monaghan Middlebrook Mushroom the Group is due to receive an additional €4m in deferred consideration, with €2m receivable on or before 15 February 2019 and a further €2m receivable on or before 15 February 2020.

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Following approval at the EGM of 16 May 2018 the Company returned €45m to shareholders by converting and redeeming 4,860,336 ordinary shares at a price of €9.25 per share.

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## Board of Directors and Other Information

The Board of Directors of Donegal Investment Group plc currently comprises seven Non-Executive Directors and two Executive Directors.

### Non-Executive Directors



Geoffrey Vance (aged 67) is Chairman of Donegal Investment Group plc. He has served on the Board of Donegal Investment Group plc since its conversion from a society in 1989. Prior to this, he served for a number of years on the Committee of management of Donegal Co-operative Creameries Limited.



Frank Browne (aged 65), was appointed to the Board on 29 June 2011. Frank previously served on the Board of Donegal Investment Group plc from 1996 to 2006. He holds no other directorships.



Michael Griffin (aged 71) was appointed to the Board on 1 March 2010. Michael is a graduate of UCC and has over 36 years experience in the food industry in Ireland and the UK. Prior to this, he served as an executive director of the Kerry Group plc from 1990 until his retirement in 2004.



Patrick Kelly Jnr (aged 45) was appointed to the Board on 7 July 2004. He is chairman of the Audit Committee. He is also a former director of Teagasc and former National Chairman of Macra na Feirme.



Geoffrey McClay (aged 53) was appointed to the Board on 1 July 2010. Geoffrey previously served on the Board of Donegal Investment Group plc during the period 2001 to 2006. He is also a director of Mullinacross Enterprises Limited.

## Executive Directors



Henry McGarvey (aged 51) was appointed to the Board on 28 August 2013. Henry was previously Managing Director of Pramerica Systems Ireland Limited and is currently a board member of the Western Development Commission. Previously, he worked in senior executive positions with Almarai in Saudi Arabia and Motorola and Accenture in Dublin.



Ian Ireland (Managing Director), BSC, MBA, Chartered Director (aged 57) joined Donegal Investment Group plc in January 2005. Prior to that he had spent over 20 years working in the food industry in Ireland and the UK.



Norman Witherow (aged 66) was appointed to the Board on 2 July 2003. He is vice chairman of the Board and chairman of the Remuneration Committee.



Padraic Lenehan (Finance Director) BCOMM, FCCA (aged 44) was appointed to the Board on 1 July 2015. Padraic joined Donegal Investment Group plc in 2008 as Financial Controller of its Dairy business, where he subsequently became Financial Controller of the merged Aurivo and Donegal Creameries milk business. In 2013 he returned to Donegal Investment Group plc as Head of Finance. Prior to that he worked for RTÉ, Accenture and in financial services in Dublin.

### Secretary and registered office

P Lenehan  
Ballyraine  
Letterkenny  
Co Donegal

### Independent auditor

KPMG  
Chartered  
Accountants  
1 Stokes Place  
St. Stephen's Green  
Dublin 2

### Solicitors

VP McMullin & Son  
Letterkenny  
Co Donegal

Arthur Cox  
Earlsfort Centre  
Earlsfort Terrace  
Dublin 2

Mason Hayes  
Curran  
Barrow Street  
Dublin 4

### Principal Bankers

Allied Irish Bank plc  
Letterkenny  
Co Donegal

### Registered number

162921

## Chairman's Statement

**The Board is satisfied with the performance of the Group's trading businesses during the year and the successful return of €45m in capital to our shareholders in May 2018 which followed several years of work by the Group on realising value for our shareholders from the sale of non-core assets.**



As outlined in our interim results announcement, adverse weather conditions across all European growing areas resulted in a reduction in the availability of seed, leading to reduced revenues for the Produce division which was partially offset by improved trading margins in key markets. We continue to see certain IPM proprietary varieties grow their market share in key markets such as the UK.

Animal feeds delivered a strong performance in 2018 with volumes significantly ahead partially driven by the reduced availability of fodder in certain farming areas, mainly in the west of Ireland.

Speciality dairy continued to experience double digit (volume and sales) growth in both the UK and Ireland in 2018 with several new products successfully launched in UK retailers.

On the 18 May 2018, the Group completed the successful conversion and redemption of 4,860,336 ordinary shares at a price of €9.25 per share, returning €45m of capital to our shareholders (the "Return of Capital"). This surplus capital returned to shareholders was generated following the sale of the Group's shareholding in the Monaghan Middlebrook Mushrooms business in February 2018 combined with the disposal of a number of non-core assets including the Grianan Estate during the year ended 31 August 2017 and is a strong endorsement of the Group's strategy in respect of its non-core assets which was first set out in 2012.

Overall, Group revenue was €76.2m for the year with trading profit of €4.9m. This resulted in adjusted earnings per share of 41.1c, an increase of 5.8c on the 12 months to 31 August 2017.

The Group had a cash position, net of debt, of €0.1m at year-end with a net asset value per share of €6.84, an increase of €0.90 per share on the prior year.

As referred to in our most recent AGM announcement, the Board commenced a strategic review to assess all suitable options available to the Group, and resultant actions required therefrom, for the purpose of maximising long-term shareholder value. This process remains ongoing, including in respect of our Nomadic business, and the Group will update shareholders in due course and as appropriate. While this review remains ongoing, the Group will continue to focus on its key strategic produce seed potato business.

## AGM

The Group will announce in due course the date of its next AGM.

**Geoffrey Vance**  
Chairman



## Managing Director's Review

**Produce revenue for the year was €25.7m with a segmental profit of €1.6m. As noted previously, the majority of income generated by this business occurs and is reported in the first six months of the financial year.**



## Produce Division

Our Produce division comprises the seed potato business Irish Potato Marketing ('IPM') and AJ Allan in Scotland. IPM, the largest business within our Produce division, has 30 proprietary potato varieties including names such as Rooster, Burren, Banba, Slaney, Nectar and Electra which it produces and exports to over 40 countries world-wide. Key markets include North Africa, the Middle East, the UK and Ireland. Seed production takes place in dedicated growing areas including Scotland, England, Ireland, France and Holland. Both production and sales only take place in territories which recognise and embrace variety copyright regulation.

Revenue for the year was €25.7m with a segmental profit of €1.6m. As noted previously, the majority of income generated by this business occurs and is reported in the first six months of the financial year.

The 2017/18 season has seen year on year revenue decline by €3.8m following adverse weather conditions across all European growing areas which resulted in lower than expected yields in turn giving rise to a reduction in the availability of seed potato. This resulted in volumes sold being lower than planned in some key markets. However, some of the volume losses were offset by improved trading margins.

The Produce division has recently completed the restructuring of its Brazilian business, including discontinuing its local growing activities. Legislative changes related to the equivalence of categories for imported seed into Brazil has facilitated the marketing of European grown seed in the Brazilian market. The business will continue to commercialise IPM proprietary varieties in this market but has eliminated significant cost and risk factors by taking advantage of the change in the importing regime.

The early indications for the 2018/19 season have confirmed that seed potato crops across Europe have been impacted by the extreme weather conditions experienced during the summer of 2018. This will result in a reduction in the availability of seed with the lack of market supply driving a significant increase to the price of both seed and ware (table) potatoes.

IPM has continued to focus on growing its presence in key markets with one of its leading varieties, Nectar, increasing its market share to become the fourth most widely grown potato variety in Great Britain. Developing seed potato varieties for both the fresh and processing sectors is a key focus for the business with several new varieties recently launched which IPM are confident will deliver value for the business into the future. IPM is also actively considering options to launch its proprietary varieties in South Asian markets, such as India.

The Board remains confident in the strong growth potential of the Group's core seed potato business underpinned by increased demand for food from global population growth, the westernisation of diets in emerging markets and issues around water availability. IPM's proprietary varieties also have the potential to produce more carbohydrate per unit of water than most of the global carbohydrate



## Managing Director's Review (continued)

staples. The Board believes that all these factors will enable the Group to become a leading global player in seed potato production.

### Food – Agri & Property Division

Revenue in the Food-Agri & Property division was €50.3m with a segmental result of €3.1m.

NOMADIC continued to deliver double digit revenue growth during the year against a background of retailer consolidation in the UK and continued uncertainty re Brexit. The NOMADIC brand has consolidated its position as the number two yogurt brand in the Convenience and Impulse channel in the UK and Ireland. The business is mindful of the challenges posed by Brexit as well as consolidation in the UK retail sector but remains confident in the strength of the brand and its ability to deliver continued double-digit growth.

Animal Feeds delivered a strong performance for the Group in 2018 with an increase in volumes partially driven by the reduced availability of fodder in certain farming areas, mainly in the west of Ireland.

### Asset held for sale

As announced on 16 February 2018, under the terms of the settlement with the majority owner of the Monaghan Middlebrook Mushrooms business, cash proceeds of €41.5m were received on 15 February 2018 in accordance with the Settlement Agreement. Under the terms of the Settlement Agreement two non-conditional deferred payments are to be received by the Company as follows:

- (a) €2,000,000, to be received on or before 15 February 2019; and
- (b) a further €2,000,000, to be received on or before 15 February 2020,

bringing the total consideration receivable pursuant to the Settlement Agreement to €45.5m. The Settlement Agreement was approved by shareholders at the EGM of 27 November 2017.

### Finance and Balance Sheet

The Group has committed bank facilities of €14.8m (31 August 2017: €14.8m), including a Group overdraft facility of €9.8m (31 August 2017: €9.8m) for working capital requirements. Following on from the Return of Capital to shareholders the Group had a cash position, net of debt, of €0.1m at year end, a decrease of €6.9m on the prior year.

### Substantial Shareholdings

Following the conversion and redemption of 4,860,336 ordinary shares under the Return of Capital on the 18 May 2018, the issued share capital of Donegal Investment Group plc was 5,425,254 ordinary shares. Each share has a nominal value of €0.13. All shares have equal voting and dividend rights.

Treasury shares held on that date were 1,237,331 and which were not redeemed as part of the Return of Capital process.

On 28 November 2018, the Board approved the cancellation of 53.7% or 664,447 treasury shares in line with the pro-rata conversion and redemption applied to all other shareholders under the Return of Capital. The issued share capital of Donegal Investment Group plc is now 4,760,807.

The shareholdings as at 29 November 2018 in excess of 3% of the issued share capital of the Company are as follows

Name	Holding	%
Donegal Investment Group plc	579,845	12.18%
Aurora Nominees Limited	400,532	8.41%
Goodbody Stockbrokers Nominees Limited	352,069	7.40%
Pageant Investments Limited	334,470	7.03%

### Outlook

Currently, all our businesses are on plan for the first quarter of our current financial year. We remain confident of delivering a satisfactory performance in our produce seed potato business, but it is too early in the season to give full year guidance and therefore overall Group performance.

During the current year 2018/19, the Group will look to complete its strategic review, and thereafter effect any actions arising therefrom for the purpose of continuing to maximise long-term shareholder value, and shareholders will be updated at the appropriate time.

The Group continues to concentrate financial and management resources on its key strategic produce seed potato business.

**Ian Ireland**  
Managing Director

# Directors' Report

## The Directors present their report and the audited financial statements for the year ended 31 August 2018. Donegal Investment Group plc is an ESM listed company, ISIN Code IE00BD97C178.

### Principal activities

During the year, the Group was engaged in the development, purchase and sale of seed potatoes, the manufacture, sale and distribution of farm inputs and dairy products by its Food-Agri business segment and the rental and sales of Food-Agri and property assets.

### Business review

The Chairman's statement and Managing Director's review include a comprehensive review of the Group's businesses. Turnover from continuing operations in the year was €76.2m (2017: €76.4m). The Group recorded an operating profit of €4.1m before exceptional items in comparison with an operating profit of €4.8m in 2017. In monitoring performance the Directors and management have regard to a range of key performance indicators (KPIs), including the following:

Financial KPI's*	2018	2017	Change
Operating profit	<b>€4.1m</b>	€4.8m	-€0.7m
Profit before tax	<b>€4.0m</b>	€3.8m	+€0.2m
Cash and overdraft, net	<b>€5.3m</b>	€12.2m	-€6.9m
Debt	<b>(€5.2m)</b>	(€5.1m)	-€0.1m
Net assets attributable to shareholders	<b>€28.7m</b>	€58.2m	-€29.5m

\* Stated before exceptional items

### Profits and dividends

Profit for the financial year amounted to €19.9m (2017: profit of €2.1m). A dividend is not declared in respect of 2018 or 2017.

The results for the financial year ended 31 August 2018 are set out in detail on pages 28 to 92.

### Principal risks and uncertainties

In accordance with the requirement to analyse the key risks and uncertainties facing the future development of the Group and Company, the following have been identified;

- The uncertainty in respect of cross border trade and taxation issues associated with the United Kingdom leaving the EU;
- Inability to sell commodities and/or achieve a committed price when there is a commitment to purchase fixed quantities at a fixed price;
- Excess supply and/or reduced consumer demand resulting in reduced selling prices;
- Exposure to end customer markets which are impacted by commodity prices;
- Exposure to changes in economic, political, administrative, taxation or other regulatory factors in any jurisdiction in which the Group operates;
- Contamination of product cycle;
- Ability to sustain commercial relationships with key customers in a competitive environment;
- Ability to utilise debt capacity or obtain financing from financial institutions;
- Default of counterparties in respect of money owed to the Group;
- The economic conditions in respect of the property market;
- Adverse changes to sterling relative to the euro;
- Security of information technology including cyber security in supporting the group's business activity; and
- The ability to retain key talented staff across the Group.

The Directors have analysed these and other risks and appropriate plans are in place to manage and mitigate these risks. The corporate governance report on pages 14 to 17 sets out the policies and approach to risk management adopted by the Group and the related internal control procedures and responsibilities.

### Financial management

Our financial risk management objectives and policies and exposure to market risk are outlined in Note 5 to the consolidated financial statements.

### Going concern

The Directors have reviewed the Group's business plan for the next 12 months and other relevant information and have a reasonable expectation that the Group will continue in operational existence for the foreseeable future.

## Directors' Report *(continued)*

### Future developments in the business

A review of future developments in the business is included in the Managing Director's Review on pages 8 to 10.

### Events since the year end

The Group purchased 9,276 ordinary shares of 13 cent held as treasury shares subsequent to the year end, for a total cost of €83,463. On 28 November 2018, the Board approved the cancellation of 53.7% or 664,447 treasury shares in line with the pro-rata conversion and redemption applied to all other shareholders under the Return of Capital. The Group acquired the minority interest 25% shareholding in McCorkell Holdings Limited on 25 October 2018. There have been no other significant events subsequent to the year end, which would require adjustment to, or disclosure in, the financial statements.

### Board of Directors

The Directors of the Company on 31 August 2018 are listed on pages 4 and 5. Michael Griffin, Geoffrey McClay and Geoffrey Vance retire by rotation, and intend to stand for re-election at the AGM.

The interest of the Directors and secretary are disclosed in the report of the remuneration committee on pages 19 to 22.

### Purchase of own shares

At the Annual General Meeting of the Company held on 26 July 1995, the shareholders sanctioned the requisite alteration to the Articles of Association of the Company to enable the Group to purchase treasury shares and authorised the Group to make market purchases (as defined by Section 328 of the Companies Act 2014). The aggregate nominal value of shares authorised to be so acquired was not to exceed 15% of the aggregate nominal value of the issued share capital of the Company. This authority was renewed at subsequent Annual General Meetings.

At the year ended 31 August 2018, 1,235,016 ordinary shares of 13 cent each were held as treasury shares by Donegal Investment Group plc (2017: 537,573). This represented 22.8% of the called up share capital of the Company (2017: 5.23%). The Group purchased 697,443 (2017: 46,878) treasury shares at a total price of €6,047,000 (2017: €272,000) including transaction costs, in a number of transactions, intended to be used to settle the Group share option scheme.

On 28 November 2018, the Board approved the cancellation of 53.7% or 664,447 treasury shares in line with the pro-rata conversion and redemption applied to all other shareholders under the Return of Capital.

### Substantial holdings

As at 29 November 2018, the Company had received notification of the following interests in its ordinary share capital:

Name	Holding	%
Donegal Investment Group plc	579,845	12.18%
Aurora Nominees Limited	400,532	8.41%
Goodbody Stockbrokers Nominees Limited	352,069	7.40%
Pageant Investments Limited	334,470	7.03%

Save for the interests referred to above, the Company is not aware of any person who is, directly or indirectly, interested in 3% or more of the issued ordinary share capital of the Company.

### Accounting records

The Directors believe that they have complied with the requirements of Section 281 to 285 of the Companies Act 2014 with regard to maintaining adequate accounting records by employing accounting personnel with appropriate expertise and by providing adequate resources to the financial function. The accounting records of the Company are maintained at Ballyraine, Letterkenny, Co Donegal.

### Research and development

The Group subsidiary, IPM Potato Group Limited, has invested in potato variety innovation for over 30 years by funding the variety breeding programme at Oak Park Research Centre, Carlow, Ireland. The breeding programme uses the most current breeding techniques and does not utilise genetic modification (G.M.). The development of new and better potato varieties is one of the key elements for a vibrant and resourceful potato industry. IPM consistently release new varieties to cater for the ever-changing requirements of our customers worldwide. The Food-Agri and Property Division is committed to continuous research & development in respect of our added value dairy products through the development of new yogurt products range for the Irish, UK and European markets.

### Relevant audit information

The Directors believe that they have taken all steps necessary to make themselves aware of any relevant audit information and have established that the Group's statutory auditors are aware of that information. In so far as they are aware, there is no relevant audit information of which the Group's statutory auditors are unaware.

### Audit Committee

The Group has an audit committee in place and full details are included in the corporate governance report on Page 17.

### Directors Compliance Statement

The directors acknowledge their responsibility for securing the Group's compliance with its relevant obligation in accordance with Section 225(2)(a) of the Companies Act 2014 and tax laws ("relevant obligations") and confirm the following:

- a compliance policy statement was reviewed during the year setting out the Group's policies;
- appropriate arrangements and structures that are, in the directors' opinion, designed to secure material compliance have been put in place;
- and a review was conducted, during the financial year, of the arrangements and structures that have been put in place to secure the Group's compliance with its relevant obligations.

### Corporate Governance

The Group's corporate governance policies and procedures including its system of internal control is set out on pages 14 to 17. The report on Corporate Governance is deemed to form part of the Directors Report.

### Auditor

The auditor, KPMG, has expressed its willingness to be re-appointed in accordance with Section 383(2) of the Companies Act 2014.

### Tax status

The Company is not a close company under the provisions of the Taxes Consolidation Act 1997.

### Subsidiary and associated undertakings

Information relating to subsidiary and associated undertakings is included in note 36 to the financial statements.

### Political contributions

The Group did not make any political donations or incur any political expenditure during the year (2017: €Nil)

### AGM

The Company's Annual General Meeting will take place at the Silver Tassie Hotel, Letterkenny, Co. Donegal on a date which will be announced at a later date.

On behalf of the Board

**Geoffrey Vance**

*Director*

**Ian Ireland**

*Director*

29 November 2018



# Corporate Governance Report

## Maintaining high standards of corporate governance continues to be a priority of the Directors of Donegal Investment Group plc. The Group has adopted corporate governance policies and procedures which the Board regard as being appropriate to the scale and complexity of the Group.

The Directors are accountable to the shareholders for good corporate governance and this report addresses how the Group's policies and procedures have been applied.

### The Board

The Group is controlled through its Board of Directors. The Board's main role is to oversee the operation of the Group, to provide leadership to the Group, to approve the Group's strategic objectives and to ensure that the necessary financial and other resources are made available to enable them to meet those objectives. The Board meet on a regular basis throughout the year and certain matters are specifically reserved to the Board for its decision.

The current specific responsibilities reserved to the Board include; setting Group strategy and approving an annual budget; reviewing operational and financial performance; approving major capital expenditure; reviewing the Group's systems of financial control and risk management; ensuring that appropriate management development and succession plans are in place; reviewing the environmental, health and safety performance of the Group; and ensuring that a satisfactory dialogue takes place with shareholders.

The Board has delegated the following responsibilities to management; the development and recommendation of strategic plans for consideration by the Board that reflect the longer-term objectives and priorities established by the Board; implementation of the strategies and policies of the Group as determined by the Board; monitoring of the operating and financial results against plans and budgets; prioritising the allocation of technical and human resources; and developing and implementing risk management systems.

### Membership of the Board

It is our practice that a majority of the Board comprises Non-Executive Directors, considered by the Board to be independent (criteria for independence set out below), and that the Chairman is Non-Executive. At present, there are two Executive and seven Non-Executive Directors. Biographical details are set out on pages 4 and 5.

We consider the current size and composition of the Board to be within a range which is appropriate. We also believe that the current size of the Board is sufficiently large to enable its Committees

to operate effectively, while being dynamic and responsive to the needs of the Company.

### The roles of the Chairman and the Managing Director

The Chairman leads the Board in the determination of its strategy and in the achievement of its objectives. The Chairman is responsible for organising the business of the Board, ensuring its effectiveness and setting its agenda. The Chairman facilitates the effective contribution of all Directors and constructive relations between the Executive Directors and the other Directors, ensures that Directors receive accurate, timely and clear information and manages effective communication with shareholders.

The Managing Director has direct charge of the Group on a day to day basis and is accountable to the Board for the financial and operational performance of the Group.

### Senior Independent Director

The Board has decided that it will not designate a recognised senior member other than the Chairman to whom concerns of other Board members can be conveyed as it does not consider it necessary.

### Directors and Directors' Independence

All appointments to the Board are approved by the Nomination Committee. There are no formal time limits for service as Director although service periods are kept under ongoing review and at each annual general meeting of the Company, every Director who has been in office at the completion of each of the three preceding annual general meetings and who has not been submitted for re-election at any of the three preceding annual general meetings, shall retire from office. No Non-Executive Director has a service contract with any Group company.

The Board currently comprises the Chairman (non-Executive), two Executive Directors and six non-Executive Directors. The positions of Chairman and Managing Director are held by different persons. The Non-Executive Directors are of sufficient calibre and number that their views carry significant weight in the Board's decision making.

The Group's policy requires the Chairman to hold meetings with the Non-Executive Directors without the Executive Directors being present. Procedures in this regard are formalised, took place in 2018 and are held on a periodic basis and as requested by individual Directors.

Directors have the right to ensure that any concerns they have, which cannot be resolved, about the running of the Group or a proposed action, are recorded in the Board minutes. In addition, upon resignation, a non-Executive Director will be asked to provide a written statement to the Chairman, for circulation to the Board, if they have any such concerns.

The Directors are given access to independent professional advice at the Group's expense, when the Directors deem it necessary in order for them to carry out their responsibilities.

The Board believes that all Directors bring the appropriate judgement, knowledge and experience to the Board's deliberations. The Board has in place an annual process to evaluate the independence of Directors and the most recent review concluded that all the Non-Executive Directors are independent, notwithstanding the fact that the majority of the Non-Executive Directors, as farmers, have a business relationship with the Group and the fact that a number have served on the Board for more than nine years. The Directors trade with the Group on normal business terms and it is noted that each director's business relationship with the Group is not considered a material relationship. In reaching their conclusion, the Board considered principles relating to independence and have taken the view that independence is determined by a director's character, objectivity and integrity.

The Non-Executive Directors considered by the Board to be independent:

- have not been employees of the Group within the last five years;
- have not, or had not within the last three years, a material business relationship with the Group;
- do not receive remuneration (other than through Director's fees) or share options;
- have no close family ties with any of the Group's advisers, Directors or senior employees;
- hold no cross-Directorships or have significant links with other Directors through involvement in other companies or bodies; and
- are not significant shareholders.

### Professional development

On appointment, all new Directors take part in an induction programme when they receive information about the Group, the role of the Board and the matters reserved for its decision, the terms of reference and membership of the principal Board and Board Committees, the Group's corporate governance practices and procedures, including the responsibilities delegated to Group senior management, and the latest financial information about the Group. This will typically be supplemented by meetings with key senior Executives. Throughout their period in office, the Directors are continually updated on the Group's business, the competitive and regulatory environments in which it operates, corporate social responsibility matters and other changes affecting the Group and the agriculture industry as a whole, by written briefings and meetings with senior Executives. Directors are also advised on appointment of their legal and other duties and obligations as a director, both in writing and in face-to-face meetings with the Company Secretary. They are also updated on changes to the legal and governance requirements of the Group and upon themselves as Directors.

### Nomination Committee

The Nomination Committee at 31 August 2018 was comprised of three Non-Executive Directors, Geoffrey Vance, who acts as chairman, Patrick Kelly Jnr and Norman Witherow.

The Nomination Committee is responsible for proposing to the Board any new appointments, whether as Executive or Non-

Executive Directors of the Company. Appointments to the Board are approved by the Board as a whole. In so doing, the Board considers the balance of skill, knowledge and experience on the Board which is necessary to allow it to meet the strategic vision for the Group. Newly appointed Directors are subject to election by shareholders at the Annual General Meeting following their appointment. Excluding any such newly appointed Directors, one third of the Board is subject to re-election each year.

Appointments to committees are for a period of up to three years which may be extended for two further three year periods provided that the majority of the Committee members remain independent.

### Performance evaluation

The Board has a formalised process in place for the annual evaluation of the performance of the Board, its principal Committees and individual Directors in line with Group policy.

As part of the performance evaluation process, the Non-Executive Directors meet annually without the Chairman present to appraise the Chairman's performance, having taken the views of the Executive Directors and the Company Secretary into account.

The Chairman conducts a formal evaluation of the performance of all Directors annually. Each Director is provided with feedback gathered from other members of the Board. This process covers the training and development needs of individual Directors, where appropriate. Performance is assessed against a number of measures, including the ability of the Director to contribute to the development of strategy, to understand the major risks affecting the Group and to commit the time required to fulfil the role. As part of that review process the Chairman discusses with each individual their training and development needs and, where appropriate, agrees for suitable arrangements to be put in place to address those needs.

### The Company Secretary

The Company Secretary is a full time employee of the Group. The Company Secretary is responsible for advising the Board through the Chairman on all governance matters. All Directors have access to the advice and services of the Company Secretary. The Company's Articles of Association provide that the appointment and removal of the Company Secretary is a matter for the full Board. The Company Secretary is also an Executive Director of the Group.

### Information

Regular reports and papers are circulated to the Directors in a timely manner in preparation for Committee meetings. These papers are supplemented by information specifically requested by the Directors from time to time.

The Directors receive monthly management accounts and regular management reports and information which enable them to review the Group's and management's performance against agreed objectives.

## Corporate Governance Report *(continued)*

### Communication with shareholders

The Company has regular dialogue with institutional and major shareholders throughout the year, other than during close periods. All Directors are available to meet with such shareholders throughout the year. The Company also encourages communication with shareholders throughout the year and welcomes their participation at general meetings. The views of the shareholders and the market in general are communicated to the Board on a regular basis, as are expressed views on corporate governance and strategy, as well as the outcome of analyst and broker briefings. Analyst reports on the Group are also circulated to the Board members on a regular basis. The Group's website, [www.donegaligroup.com](http://www.donegaligroup.com), provides the full text of the Annual Reports, Interim Management Statements and Half Yearly Financial Reports. These can be accessed through the Financial Statements section of the website. Stock Exchange announcements are also made available in the News section of the website, after release to the Irish Stock Exchange.

All Board members attend the Annual General Meeting and are available to answer questions. Separate resolutions are proposed on substantially different issues, and the agenda of business to be conducted at the Annual General Meeting includes a resolution to receive and consider the Annual Report and Financial Statements. The chairman of each of the Board's committees is available at the Annual General Meeting. Notice of the Annual General Meeting, together with the Annual Report and Financial Statements, are sent to shareholders at least twenty working days before the meeting, and details of the proxy votes for and against each resolution and the number of abstentions are announced after each vote on a show of hands.

### Internal Control

An ongoing process exists for identifying, evaluating and mitigating the significant risks faced by the Group. This process is periodically reviewed by the Directors and has been in place throughout the accounting year and up to the date the financial statements were approved.

The Directors are responsible for the Group's system of internal control, set appropriate policies on internal control, seek regular assurance that will enable them to satisfy themselves that the system is functioning effectively and should ensure that the system of internal control is effective in managing risks in the manner which it has approved. Such a system is designed to manage rather than eliminate business risks and can provide only reasonable rather than absolute assurance against material misstatement or loss.

The Directors have continued to review the effectiveness of the Group's system of financial and non-financial controls during 2018, including operational and compliance controls, risk management and the Group's high level internal control arrangements. These reviews have included an assessment of internal controls by management, management assurance of the maintenance of controls and reports from the external auditor on matters identified in the course of its statutory audit work.

The Group views the careful management of risk as a key management activity. Managing business risk to deliver opportunities is a key element of all activities. These business risks, which may be strategic, operational, reputational, financial or environmental, should be understood and visible. The business context determines in each situation the level of acceptable risk and controls.

Group management has delegated responsibility for major strategic development and financing decisions. Responsibility for operational issues is devolved, subject to limits of authority, to operating Company management. Management at all levels are responsible for internal control over the respective business functions they have been delegated. This embedding of the system of internal control throughout the Group's operations ensures that the organisation is capable of responding quickly to evolving business risks, and that significant internal control issues, should they arise, are reported promptly to appropriate levels of management.

The Board receives, on a regular basis, reports on the key risks to the business and the steps being taken to manage such risks. It considers whether the significant risks faced by the Group are being identified, evaluated and appropriately managed, having regard to the balance of risk, cost and opportunity.

The Directors consider that, given its size, the Group does not currently require an internal audit function.

The Audit Committee, a formally constituted sub-Committee of the Board, meet on a regular basis with the external auditor and satisfies itself as to the adequacy of the Group's internal control systems.

The Group operates procedures to ensure that appropriate arrangements are in place for employees to be able to raise, in confidence, matters of possible impropriety, with suitable subsequent follow-up action.

The preparation and issue of financial reports, including the consolidated financial statements is managed by the Group finance department. The Group's financial reporting process is controlled using documented accounting policies and reporting formats issued by the Group finance department. The Group finance department supports all reporting entities with guidance in the preparation of financial information. This process is supported by a network of finance managers throughout the Group, who have responsibility and accountability to provide information in keeping with agreed policies, including the completion of reconciliations of financial information to processing systems. The financial information for each entity is subject to a review at reporting entity and group level by senior management.

### Attendance at meetings of the Board, the Remuneration Committee, the Audit Committee and the Nomination Committee

Eleven meetings of the Board, three meetings of the Remuneration Committee, four meetings of the Audit Committee and one meeting of the Nomination Committee were held during the year ended 31 August 2018 and the attendance record of each Director is set out in the following table:

Name	Board		Remuneration		Audit		Nomination	
	A	B	A	B	A	B	A	B
Geoffrey Vance	11	10	-	-	-	-	1	1
Ian Ireland	11	11	-	-	-	-	-	-
Frank Browne	11	11	-	-	-	-	-	-
Michael Griffin	11	11	3	3	-	-	-	-
Patrick Kelly Jnr	11	11	-	-	4	4	1	1
P Lenehan	11	11	-	-	-	-	-	-
Geoffrey McClay	11	11	-	-	4	4	-	-
Henry McGarvey	11	10	3	3	4	4	-	-
Norman Witherow	11	11	3	3	-	-	1	1

A – indicates the number of meetings held during the year the Director was a member of the Board and/or Committee

B – indicates the number of meetings attended during the year the Director was a member of the Board and/or Committee

### Remuneration Committee

The Remuneration Committee is comprised of three Non-Executive Directors of which Norman Witherow is chairman. When necessary, Non-Committee members are invited to attend. The Committee's principal responsibilities are:

- to determine, on behalf of the Board, the remuneration and other terms and conditions of employment of the Executive Directors;
- to determine, on behalf of the Board, the pay structures and terms and conditions of other senior personnel (as identified by the Chairman of the Board);
- to act, on behalf of the Board, and take decisions related to pay and pay related matters, as the Chairman of the Board shall determine;
- to act, on behalf of the Board, and take significant decisions on matters such as remuneration policy, benefits, third party recommendations and related issues.

The report of the Remuneration Committee on behalf of the Board is set out on pages 19 to 22.

### Audit Committee

The Audit Committee is comprised of three Non-Executive Directors – Patrick Kelly Jnr (Chairman), Geoffrey McClay and Henry McGarvey. The Committee held four formal meetings during 2018. When necessary, Non-Committee members are invited to attend.

The Audit Committee monitors areas of risk and performance by the Group and ensures the integrity of the Group's financial statements. The Audit Committee is also responsible for monitoring the effectiveness of the external auditor and audit process and makes recommendations to the Board in relation to the appointment, re-appointment and remuneration of the external auditors. This responsibility also ensures an appropriate relationship between the Group and external audit is maintained, including the review of all non-audit services provided. The audit committee performs a self evaluation annually and no issues were identified during the review.

The engagement of the external auditor to provide any Non-audit services must be pre-approved by the Committee where the fee exceeds 20% of the audit fee. During the financial year to 31 August 2018, fees charged in relation to non-audit related services totalled €104,000 (2017: €118,000) in respect of KPMG, the external auditor.

The Audit Committee reviews annually the Group's systems of internal control and the processes for monitoring and evaluating the risks facing the Group. The Audit Committee meets with management as required and meets privately with the external auditor.

In the year ending 31 August 2018, the Audit Committee discharged its responsibilities by:

- reviewing the Group's financial statements for the year ended 31 August 2017, meeting and reviewing with the external auditor prior to Board approval of the financial statements;
- reviewing the appropriateness of the Group's accounting policies;
- reviewing the potential impact in the Group's financial statements of significant matters and changes arising during the year;
- reviewing and approving the audit fee and reviewing Non-audit fees that may be payable to the Group auditor;
- considered the external auditor's plan for the audit of the Group's financial statements for 31 August 2018;
- confirmation of the external auditor's independence and terms of engagement;
- reviewing and redefining the Group's system of risk identification assessment and control to ensure their robustness and effectiveness;
- reporting to the Board on its review of the Group's systems and internal controls and their effectiveness to meet current, future and strategic requirements.

The Corporate Governance report forms part of the Directors' report.

On behalf of the Board

**Geoffrey Vance**

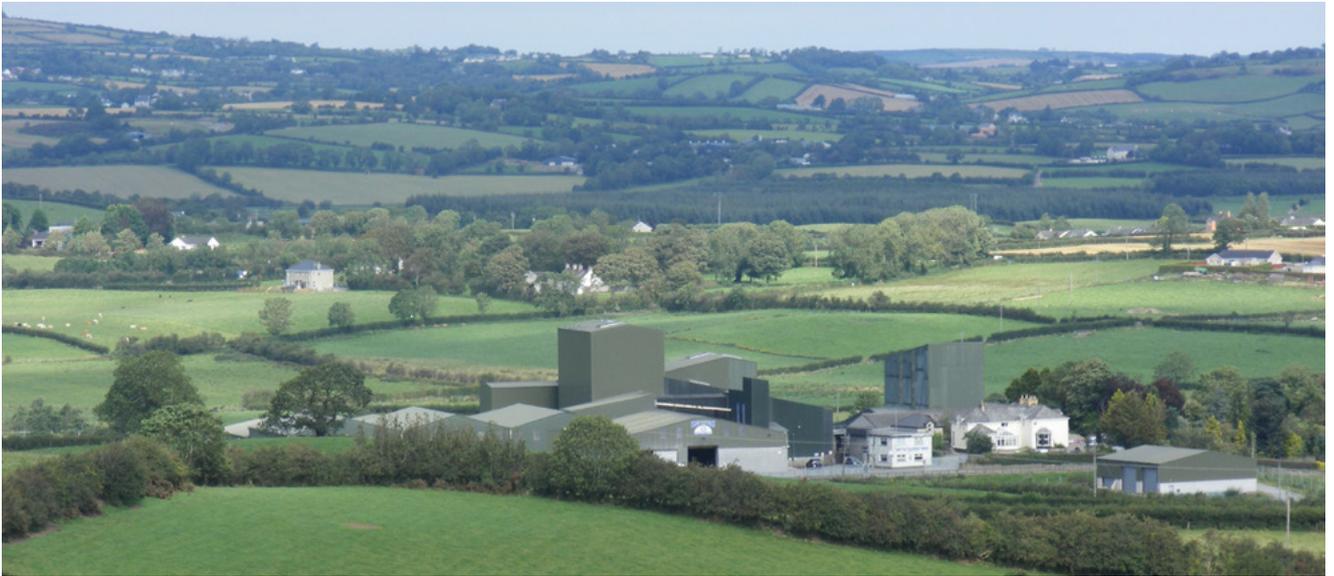
Director

29 November 2018

**Ian Ireland**

Director

# Corporate Social Responsibility Report



**Donegal Investment Group plc is committed to promoting Corporate Social Responsibility (CSR) across the Group. The Group strives to operate best practice in corporate governance, the environment, health & safety and the community & social performance.**

## **The environment**

The Group is committed to complying with all environmental legislative and regulatory requirements in our operations which are located in six countries. Donegal Investment Group plc recognises that good manufacturing practice must incorporate environmental management. The Group conducts its business activities in an environmentally responsible manner and endeavours to ensure that all adopted decisions consider the protection of the environment as documented in the Group's environmental policy.

## **Health and safety**

Best practice in health & safety management is embedded in the Group's risk management processes and procedures and applied across the Group. Compliance is maintained through the health & safety officer, continuous high level of staff and management awareness and regular training.

## **The community**

The Group is also actively involved in the local community within which it operates supporting many important social and community activities such as the Skills @ Work Programme during the year.

# Report of the Remuneration Committee

## Composition of Remuneration Committee

The Remuneration Committee consists solely of Non-Executive Directors. The Managing Director is fully consulted about remuneration proposals and outside advice is sought when necessary. The current members of the Remuneration Committee are Michael Griffin, Henry McGarvey and Norman Witherow (Committee Chairman).

The terms of reference for the Committee are to determine the Group's policy on Executive remuneration and to consider and approve salaries and other terms of the remuneration package for the Executive Directors and senior personnel.

## Remuneration policy

The Group's policy on senior personnel remuneration recognises that employment and remuneration conditions for senior personnel must properly reward and motivate them to perform in the best interest of the shareholders. Performance related rewards, in which targets are measurable, are a key consideration.

The typical elements of the remuneration package for senior personnel are basic salary and benefits, incentive bonus, pensions and participation in the share option plan.

It is policy to grant options to certain key management across all locations to encourage identification with shareholders' interests.

## Executive Directors' basic salary and benefits

The basic salaries of the Executive Directors are reviewed annually having regard to personal performance, Group performance, changes in responsibilities and competitive market practice in the area of operation. Employment related benefits consist principally of a car allowance and participation in the share option scheme. No fees are payable to the Executive Directors.

## Incentive plan

The Executive Directors are entitled to receive bonus payments as the Remuneration Committee may decide at their absolute discretion.

The remuneration committee have agreed long term incentives for Executive Directors which align the interests of key management with those of shareholders, to ensure the Group continues to seek to maximise shareholder value.

## Share option scheme

At an extraordinary general meeting held on 27 July 2005, a share option scheme for full time Executives was approved by shareholders. The scheme permits the grant of options limited to 3% of the ordinary share capital of the Company in any three year period. No option is capable of exercise later than seven years after the date of grant. Options are granted at the discretion of the Remuneration Committee.

Under the group Share Option Scheme established on the 27 July 2005 and renewed on 1 July 2015, in the event of any issue of shares, by way of rights, capitalisation issue or any consolidation or subdivision or reduction of the capital of the Company, the number of shares subject to any Option and the Subscription Price for each of those Shares, was adjusted adjusted in such manner as the Auditors confirm to be fair and reasonable provided that:

- (a) the aggregate amount payable on the exercise of an Option in full is not increased;
- (b) the Subscription Price for a Share is not reduced below its nominal value.

As a result of the reduction of the capital of the company on the 18 May 2018, the outstanding share options available and associated strike price have been reduced pro rata based on the percentage capital reduction and share buyback price.

On 1 July 2015, at an annual general meeting, a share option scheme for full time Executives was approved by shareholders. The scheme permits the grant of options limited to 5% of the ordinary share capital in any ten year period. No option is capable of exercise later than seven years after the date of the grant. Options are granted at the discretion of the Remuneration Committee. The scheme shall expire ten years after the adoption date. Details of options granted to date and outstanding are set out in note 26 to the financial statements.

In 2015, a share performance plan was put in place that entitles key management and senior employees to a cash payment based on the difference between the deemed share price at the grant date and exercise date. No option is capable of exercise later than seven years after the grant date. Options are granted at the discretion of the Remuneration Committee. Details of options granted to date and outstanding are set out in note 26 to the financial statements.

Additionally, a share option arrangement granted before 7 November 2002 exists. Options granted under this scheme have no expiration. The recognition and measurement principles in IFRS 2 have not been applied to these grants.

## Directors' service contracts

The Managing Director has a service agreement commencing on 1 January 2005 and continuing thereafter unless and until terminated by either party, giving not less than six months' notice. This agreement automatically terminates on the Managing Director reaching the age of sixty five years.

None of the other Directors has a service contract with any member of the Group.

## Report of the Remuneration Committee (continued)

### Directors' remuneration and interests in share capital

Details of Directors' remuneration is given on pages 21 and 22, details of Directors' share options and shareholdings are given on page 22 and details of Directors' pensions are set out on page 21.

### Pensions

Executive Directors are entitled to benefits under defined contribution scheme pension arrangements.

### Executive Directors

The following information has been audited as part of the financial statements.

Ian Ireland and Padraic Lenehan are the Executive Directors in place during the current and prior year.

	2018	2017
	€	€
<b>Salaries and benefits</b>		
Basic salary	<b>407,138</b>	396,686
Benefits <sup>(1)</sup>	<b>44,752</b>	43,806
Pension charge <sup>(3)</sup>	<b>85,943</b>	82,608
	<b>537,833</b>	523,100
<b>Performance related</b>		
Annual incentives <sup>(2)</sup>	<b>173,650</b>	173,650
<b>Total executive directors' remuneration</b>	<b>711,483</b>	696,750
Average number of Executive Directors	<b>2</b>	2
Average salary per Executive Director	<b>355,742</b>	348,375

	2018	2017
	€	€
<b>Non-Executive Directors</b>		
Fees and other emoluments		
Fees <sup>(4)</sup>	<b>143,404</b>	148,915
Other emoluments and benefits	-	-
<b>Total Non-Executive Directors' remuneration</b>	<b>143,404</b>	148,915
Average number of non-Executive Directors	<b>7</b>	7
<b>Total Directors' Remuneration</b>	<b>854,887</b>	845,665

In addition, an expense of €563,027 (2017: €125,307) has been recognised with respect to share options (equity & cash-settled) granted to Executive Directors and management.

### Notes to Directors' Remuneration

1. Benefits principally relate to a car allowance and expenses paid to Directors.
2. The incentive plan is outlined on page 19.
3. The pension charge represents contributions made to defined contribution scheme pension funds.
4. Seven non-Executive Directors received fees in 2018 (2017: Eight).

	Basic salary €	Annual incentive bonus €	Benefits €	Pension & other related costs €	2018 Total €	2017 Total €
<b>Executive Directors</b>						
I Ireland	285,538	144,000	34,752	73,783	538,073	532,860
P Lenehan	121,600	29,650	10,000	12,160	173,410	163,890
	<b>407,138</b>	<b>173,650</b>	<b>44,752</b>	<b>85,943</b>	<b>711,483</b>	696,750
<b>Non-Executive Directors</b>						
G Vance (Chairman)	45,210	-	-	-	45,210	44,842
F Browne	13,141	-	-	-	13,141	13,034
M Griffin	17,364	-	-	-	17,364	16,602
P Kelly Jnr	15,540	-	-	-	15,540	15,414
G McClay	14,391	-	-	-	14,391	14,274
H McGarvey	17,364	-	-	-	17,364	16,602
R Whelan (resigned 20 January 2017)	-	-	-	-	-	8,952
N Witherow	20,394	-	-	-	20,394	19,195
	<b>143,404</b>	-	-	-	<b>143,404</b>	148,915

### Directors' and secretary's share options

Details of movements on outstanding equity options are set out below:

	At 31 August 2017	Granted in 2018	Cancelled in 2018	Exercised in 2018	At 31 August 2018	Average Option Price 2018 €
I Ireland	150,000	-	(80,550)	-	69,450	0.31
	70,000	-	(37,590)	-	32,410	0.31
	220,000	-	(118,140)	-	101,860	-
P Lenehan	60,000	-	(14,918)	(32,220)	12,862	2.23
	60,000	-	(14,918)	(32,220)	12,862	-

As a result of the reduction of the capital of the Company on the 18 May 2018, the outstanding share options available and associated strike price have been reduced pro rata based on the percentage capital reduction and share buyback price.

The market price of the Company's shares at 31 August 2018 was €9.60 (2017: €6.25) and the range during 2018 was €6.00 to €9.75 (2017: €4.90 to €6.25). See note 26 of the financial statements for further information in this regard. Options are exercisable between the third anniversary of the date of grant and the seventh anniversary of the date of grant.

## Report of the Remuneration Committee *(continued)*

Details of movements on outstanding cash-settled options are set out below:

	At 31 August 2017	Granted in 2018	Expired in 2018	Exercised in 2018	At 31 August 2018	Average Fair value 2018 €
Ireland	120,000	<b>40,000</b>	-	-	<b>160,000</b>	<b>3.35</b>
	120,000	<b>40,000</b>	-	-	<b>160,000</b>	<b>3.35</b>
P Lenehan	90,000	<b>30,000</b>	-	<b>(30,000)</b>	<b>90,000</b>	<b>3.35</b>
	90,000	<b>30,000</b>	-	<b>(30,000)</b>	<b>90,000</b>	<b>3.35</b>

One third of the options awarded each year can be exercised after one year, one third after two years and one third after three years. No option is capable of exercise later than seven years after the grant date.

### Directors' and secretary's interests in shares

The beneficial interests, including family interests, of the Directors and secretary in office at 31 August 2018 in the ordinary shares of the Company at 31 August 2018 (or date of appointment, if later) and 31 August 2017 are set out below:

	31 August 2018	31 August 2017
<b>Directors:</b>		
G Vance (Chairman)	<b>89,999</b>	187,889
F Browne	<b>5,584</b>	8,717
M Griffin	<b>11,569</b>	25,000
I Ireland	<b>84,115</b>	179,274
P Kelly Jnr	<b>2,038</b>	2,401
P Lenehan	-	-
G McClay	<b>7,454</b>	16,107
H McGarvey	<b>9,802</b>	9,377
N Witherow	<b>29,461</b>	50,471

53.7% of each Directors shareholding was converted into Redeemable Ordinary shares and redeemed at the conversion date of 17 May 2018. All other movements in shareholdings represent purchases / sales on the open market by the Executive Directors.

## Statement of Directors' Responsibilities

### in respect of the annual report and the financial statements

The Directors are responsible for preparing the Annual Report and the Group and Company financial statements, in accordance with applicable laws and regulations.

Company law requires the Directors to prepare Group and Company financial statements for each financial year. Under that law, the Directors are required to prepare the Group financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and applicable laws and have elected to prepare the Company financial statements in accordance with IFRS as adopted by the EU and as applied in accordance with the Companies Act 2014.

Under company law, the Directors must not approve the Group and Company financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Group and Company and of the Group's profit or loss for that year.

In preparing each of the Group and Company 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 IFRS as adopted by the EU has been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the assets, liabilities, financial position and profit or loss of the Group and Company and which enable them to ensure that the financial statements of the Group are prepared in accordance with applicable IFRS, as adopted by the EU and comply with the provisions of the Companies Act 2014. They 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. Under applicable law, the Directors are also responsible for preparing a Directors' Report that complies with the Companies Act 2014.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the Republic of Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board

**Geoffrey Vance**

*Director*

**Ian Ireland**

*Director*

29 November 2018

# Independent Auditor's Report

## to the members of Donegal Investment Group plc

### 1 Opinion: our opinion is unmodified

We have audited the financial statements of Donegal Investment Group plc ("the Company") for the year ended 31 August 2018 which comprise the Consolidated statement of profit or loss and comprehensive income, the Consolidated and Company statement of financial position, the Consolidated and the Company statement of changes in equity, the Consolidated and Company statement of cash flows and the related notes, including the summary of accounting policies set out in note 3. The financial reporting framework that has been applied in their preparation is Irish Law and International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and, as regards the Company financial statements, as applied in accordance with the provisions of the Companies Act 2014. Our audit was conducted in accordance with International Standards on Auditing (ISAs (Ireland)).

In our opinion:

- the Group financial statements give a true and fair view of the assets, liabilities and financial position of the Group as at 31 August 2018 and of its profit for the year then ended;
- the Company statement of financial position gives a true and fair view of the assets, liabilities and financial position of the Company as at 31 August 2018;
- the Group financial statements have been properly prepared in accordance with IFRS as adopted by the EU;
- the Company financial statements have been properly prepared in accordance with IFRS as adopted by the EU as applied in accordance with the provisions of the Companies Act 2014; and
- the Group financial statements and Company financial statements have been properly prepared in accordance with the requirements of the Companies Act 2014.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) ("ISAs (Ireland)") and applicable law. Our responsibilities are further described in the Auditor's Responsibilities section of our report. We have fulfilled our ethical responsibilities under, and we remained independent of the Group in accordance with, ethical requirements applicable in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA) as applied to listed entities. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

## 2 Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In arriving at our audit opinion above, the key audit matters, were as follows:

### Group Audit Matter

#### **Valuation of trade receivables €16.5m (2017 – €14.2m)**

Refer to page 40 (accounting policy) and page 68 (financial disclosures)

#### **The key audit matter**

*The Group has trade receivables of €24.4m before provisions for impairment of €7.9m which accounts for 55.2% (2017: 24.0%) of equity at year end. A longer settlement cycle attaches to trade receivables in certain of the Group's operating businesses. Accordingly, the Group experiences some uncertainty over the collectability of trade receivables from specific customers.*

*The determination as to whether a trade receivable is collectable involves management judgement. Specific factors management considers include the age of the balance recent historical payment patterns and any other available information concerning the creditworthiness of the counterparty.*

*Management uses this information to determine whether a provision for impairment is required. We focused on this area because it requires a high level of management judgement and due to the materiality of the amounts involved.*

#### **How the matter was addressed in our audit**

*Our audit procedures included:*

- a. assessing the level of cash received subsequent to the year end and reviewing the historical pattern of cash collection;
- b. testing of the ageing of the balances at year end in order to identify older and potentially unrecoverable balances;
- c. testing aged balances where no provision was recognised to check that there were no indicators of impairment;
- d. assessing the adequacy of the provisions against trade receivables by assessing and challenging Directors' assumptions;
- e. assess potential for management bias based upon a retrospective review of the prior year amounts; and
- f. considering the adequacy of the Group's disclosures about the degree of estimation involved in arriving at the provision.

Based on evidence obtained, we consider the level of provision recognised at 31 August 2018 and the related disclosures to be appropriate.

### Company Audit Matter

Due to the nature of the Parent Company's activities, there are no key audit matters that we are required to communicate in accordance with ISAs (Ireland).

## 3 Our application of materiality and an overview of the scope of our audit

Materiality for the Group financial statements as a whole was set at €188,000 (2017: €150,000). This has been calculated as 5% of the benchmark of Group profit before tax and exceptional items, which we have determined in our professional judgement, to be one of the principal benchmarks within the financial statement relevant to members of the Company in assessing the financial statements of the Group. We report for the Audit Committee all corrected and uncorrected audit misstatements we identified in our audit in excess of €9,400 (2017: €7,500), in addition to other audit misstatements below that threshold that we believe warranted reporting on qualitative grounds.

Materiality for the Company financial statements was set at €45,000 (2017: €50,000), determined with reference to a benchmark of the Company's total assets of which it represents 0.3% (2017: 0.2%).

The structure of the Group's finance function is such that certain transactions and balances are accounted for by the central Group finance team, with the remainder accounted for in the Group's components. We performed comprehensive audit procedures, including those in relation to the significant risk as set out above, on those transactions accounted for at Group and component level. At a component level, audits for Group reporting purposes were performed for key identified reporting components. Our audits covered 99.8% of total Group revenue and 99.7% of Group total assets, including 100% of the Parent Company's revenue and total assets.

## **Independent Auditor's Report** *(continued)*

The audits undertaken for Group reporting purposes at the key reporting components were all performed to component materiality levels. These component materiality levels were set individually for each component and ranged from €45,000 to €155,000. The Group audit team were also auditors of the significant components.

### **4 We have nothing to report on going concern**

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

### **5 We have nothing to report on the other information in the Annual Report**

The Directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the Directors' report, financial highlights, board of Directors & other information, chairman's statement, managing director's review, corporate governance report, corporate social responsibility report, report of the remuneration committee and statement of Directors' responsibilities other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Based solely on our work on the other information;

- we have not identified material misstatements in the Directors' report;
- in our opinion, the information given in the Directors' report is consistent with the financial statements;
- in our opinion, the Directors' report has been prepared in accordance with the Companies Act 2014.

### **6 Our opinions on other matters prescribed by the Companies Act 2014 are unmodified**

We have obtained all the information and explanations which we consider necessary for the purpose of our audit.

In our opinion, the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited and the Company's statement of financial position is in agreement with the accounting records.

### **7 We have nothing to report on other matters on which we are required to report by exception**

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures of Directors' remuneration and transactions required by Sections 305 to 312 of the Act are not made.

## 8 Respective responsibilities

### Directors' responsibilities

As explained more fully in their statement set out on page 23, the Directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on IAASA's website at [https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description\\_of\\_auditors\\_responsibilities\\_for\\_audit.pdf](https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf)

## 9 The purpose of our audit work and to whom we owe our responsibilities

Our report is made solely to the Company's members, as a body, in accordance with Section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for our report, or for the opinions we have formed.

29 November 2018

*Colm O'Sé*

**for and on behalf of**

**KPMG**

**Chartered Accountants, Statutory Audit Firm**

*1 Stokes Place*

*St. Stephen's Green*

*Dublin 2*

*Ireland*

## Consolidated statement of profit or loss and comprehensive income for the year ended 31 August 2018

	Note	Pre- exceptional €'000	(Note 8) Exceptional €'000	2018 Total €'000	Restated* Pre-exceptional €'000	(Note 8) Exceptional €'000	Restated* 2017 Total €'000
<b>Continuing operations</b>							
Revenue	6	76,160	-	76,160	76,369	-	76,369
Cost of sales		(55,518)	-	(55,518)	(55,759)	-	(55,759)
<b>Gross profit</b>		<b>20,642</b>	-	<b>20,642</b>	20,610	-	20,610
Other income	7	345	-	345	1,491	293	1,784
Other expenses	7	(24)	-	(24)	-	-	-
Distribution expenses		(7,519)	-	(7,519)	(7,859)	-	(7,859)
Administrative expenses		(9,353)	(292)	(9,645)	(9,444)	(1,067)	(10,511)
<b>Profit/(loss) from operating activities</b>		<b>4,091</b>	<b>(292)</b>	<b>3,799</b>	4,798	(774)	4,024
Finance income	11	102	-	102	92	-	92
Finance expenses	11	(177)	-	(177)	(949)	(370)	(1,319)
<b>Net finance expense</b>	11	<b>(75)</b>	-	<b>(75)</b>	(857)	(370)	(1,227)
Share of loss of associates (net of tax)		-	-	-	(94)	-	(94)
Profit on disposal of asset held for sale		-	19,392	19,392	-	-	-
<b>Profit/(loss) before income tax</b>		<b>4,016</b>	<b>19,100</b>	<b>23,116</b>	3,847	(1,144)	2,703
Income tax expense	12	(551)	(60)	(611)	(222)	-	(222)
<b>Profit/(loss) for the year – continuing operations</b>		<b>3,465</b>	<b>19,040</b>	<b>22,505</b>	3,625	(1,144)	2,481
Loss for the year – discontinued operations	32	(1,937)	(676)	(2,613)	(342)	-	(342)
<b>Profit/(loss) for the year</b>		<b>1,528</b>	<b>18,364</b>	<b>19,892</b>	3,283	(1,144)	2,139
<b>Other comprehensive income</b>							
<i>Items that are or may be reclassified to profit or loss:</i>							
Foreign currency translation differences for foreign operations	11			26			(257)
Recycling of currency translation differences for foreign operations				676			370
Recycling of change in fair value of available for sale financial asset				(51)			(558)
Tax on recycling of change in fair value of available for sale financial asset				13			184
Revaluation of available for sale financial asset	17			-			35
Tax on revaluation of available for sale financial asset	18			-			(12)
Recycling of currency translation differences in asset held for sale				(615)			-
Recycling of revaluation of financial instrument in asset held for sale				1,900			-
				1,949			(238)
<b>Total comprehensive income for the year</b>				<b>21,841</b>			1,901

\* As restated to reflect the effect of discontinued operations (see note 32)

	Note	2018 €'000	2017 €'000
<b>Profit/(loss) attributable to:</b>			
Equity holders of the Company		19,757	2,252
Non-controlling interest		135	(113)
		<b>19,892</b>	2,139
<b>Total comprehensive income attributable to:</b>			
Equity holders of the Company		21,702	1,998
Non-controlling interest		139	(97)
		<b>21,841</b>	1,901
<b>Earnings/(loss) per share</b>			
<b>Basic earnings/(loss) per share (euro cent):</b>			
Continuing	23	281.32	26.50
Discontinued		(32.66)	(3.50)
		<b>248.66</b>	23.00
<b>Diluted earnings/(loss) per share (euro cent):</b>			
Continuing	23	272.46	26.50
Discontinued		(32.66)	(3.50)
		<b>239.80</b>	23.00

The notes on pages 37 to 92 are an integral part of these consolidated financial statements.

**Geoffrey Vance**  
Director

**Ian Ireland**  
Director

## Consolidated statement of financial position as at 31 August 2018

	Note	31 August 2018 €'000	31 August 2017 €'000
<b>Assets</b>			
Property, plant and equipment	13	8,807	8,708
Goodwill	14	3,324	3,388
Intangible assets	14	329	393
Investment property	15	2,480	3,552
Investment in associates	16	255	781
Other investments	17	9	187
<b>Total non-current assets</b>		<b>15,204</b>	17,009
Inventories	19	3,835	4,514
Trade and other receivables	20	22,949	18,030
Cash at bank	21	6,978	12,733
Financial instrument	28	43	5
<b>Total current assets before asset held for sale</b>		<b>33,805</b>	35,282
Asset held for sale	33	-	23,835
<b>Total current assets</b>		<b>33,805</b>	59,117
<b>Total assets</b>		<b>49,009</b>	76,126
<b>Equity</b>			
Share capital	22	705	1,337
Share premium	22	2,975	2,975
Other reserves	22	(7,420)	(3,335)
Retained earnings		32,409	57,236
<b>Total equity attributable to equity holders of the Company</b>		<b>28,669</b>	58,213
<b>Non-controlling interest</b>		<b>1,188</b>	1,083
<b>Total equity</b>		<b>29,857</b>	59,296
<b>Liabilities</b>			
Loans and borrowings	24	5,174	5,079
Deferred income	27	308	71
Deferred tax liabilities	18	626	487
<b>Total non-current liabilities</b>		<b>6,108</b>	5,637
Trade and other payables	27	11,257	9,446
Current tax		74	1,198
Bank overdraft	21	1,664	527
Loans and borrowings	24	49	22
<b>Total current liabilities</b>		<b>13,044</b>	11,193
<b>Total liabilities</b>		<b>19,152</b>	16,830
<b>Total equity and liabilities</b>		<b>49,009</b>	76,126

The notes on pages 37 to 92 are an integral part of these consolidated financial statements.

**Geoffrey Vance**  
Director

**Ian Ireland**  
Director

## Company statement of financial position as at 31 August 2018

	Note	31 August 2018 €'000	31 August 2017 €'000
<b>Assets</b>			
Property, plant and equipment	13	382	390
Intangible assets	14	11	13
Investment property	15	700	700
Investment in associates	16	255	781
Other investments	17	3,501	3,674
<b>Total non-current assets</b>		<b>4,849</b>	5,558
Trade and other receivables	20	6,432	6,536
Current tax		30	-
Deferred tax		-	93
Cash at bank	21	2,817	11,161
<b>Total current assets before asset held for sale</b>		<b>9,279</b>	17,790
Asset held for sale	33	-	4,389
<b>Total current assets</b>		<b>9,279</b>	22,179
<b>Total assets</b>		<b>14,128</b>	27,737
<b>Equity</b>			
Share capital	22	705	1,337
Share premium	22	2,975	2,975
Other reserves	22	(7,298)	(1,542)
Retained earnings		7,412	14,995
<b>Total equity</b>		<b>3,794</b>	17,765
<b>Liabilities</b>			
Loans and borrowings	24	5,000	5,000
Deferred tax liabilities	18	2	-
<b>Total non-current liabilities</b>		<b>5,002</b>	5,000
Trade and other payables	27	5,332	4,130
Current tax		-	842
<b>Total current liabilities</b>		<b>5,332</b>	4,972
<b>Total liabilities</b>		<b>10,334</b>	9,972
<b>Total equity and liabilities</b>		<b>14,128</b>	27,737

The notes on pages 37 to 92 are an integral part of these consolidated financial statements.

**Geoffrey Vance**  
Director

**Ian Ireland**  
Director

# Consolidated statement of changes in equity

## for the year ended 31 August 2018

Note	Share capital €'000	Other undominated capital €'000	Share premium €'000	Translation reserve €'000	Reserve for own shares €'000	Revaluation reserves €'000	Fair value reserve €'000	Share option reserve €'000	Retained earnings €'000	Total €'000	Non- controlling interest €'000	Total equity €'000
Balance at 1 September 2017	1,337	-	2,975	(2,782)	(3,023)	3,694	(1,862)	638	57,236	58,213	1,083	59,296
<b>Total comprehensive income for the year</b>												
Profit for the year	-	-	-	-	-	-	-	-	19,757	19,757	135	19,892
<b>Other comprehensive income</b>												
Foreign currency translation differences for foreign operations	-	-	-	22	-	-	-	-	-	22	4	26
Recycle of currency translation differences for foreign operation	-	-	-	676	-	-	-	-	-	676	-	676
Recycle of change in fair value of available for sale financial asset, net of tax	-	-	-	-	-	-	(38)	-	-	(38)	-	(38)
Recycle of currency translation differences in associate undertaking	-	-	-	(615)	-	-	-	-	-	(615)	-	(615)
Recycle of revaluation of financial instrument in associate undertaking	-	-	-	-	-	-	1,900	-	-	1,900	-	1,900
Recycle of change in change in fair value of property, net of tax	-	-	-	-	-	(312)	-	-	312	-	-	-
<b>Other comprehensive income</b>	-	-	-	83	-	(312)	1,862	-	312	1,945	4	1,949
<b>Total comprehensive income for the year</b>	-	-	-	<b>83</b>	-	<b>(312)</b>	<b>1,862</b>	-	<b>20,069</b>	<b>21,702</b>	<b>139</b>	<b>21,841</b>
<b>Transactions with owners recorded directly in equity</b>												
<b>Contributions by and distributions to owners</b>												
Dividends paid	-	-	-	-	-	-	-	-	-	-	(34)	(34)
Share redemption	(632)	632	-	-	-	-	-	-	(44,959)	(44,959)	-	(44,959)
Acquisition of treasury shares	-	-	-	-	(6,047)	-	-	-	-	(6,047)	-	(6,047)
Shared based payments	-	-	-	-	52	-	-	(355)	63	(240)	-	(240)
<b>Total contributions by and distributions to owners</b>	<b>(632)</b>	<b>632</b>	-	-	<b>(5,995)</b>	-	-	<b>(355)</b>	<b>(44,896)</b>	<b>(51,246)</b>	<b>(34)</b>	<b>(51,280)</b>
<b>Balance at 31 August 2018</b>	<b>705</b>	<b>632</b>	<b>2,975</b>	-	<b>(9,018)</b>	<b>3,382</b>	-	<b>32,409</b>	<b>28,669</b>	<b>29,857</b>		

The notes on pages 37 to 92 are an integral part of these consolidated financial statements.

Note	Share capital €'000	Share premium €'000	Translation reserve €'000	Reserve for own shares €'000	Revaluation reserves €'000	Fair value reserve €'000	Share option reserve €'000	Retained earnings €'000	Total €'000	Non-controlling interest €'000	Total equity €'000
Balance at 1 September 2016	1,337	2,975	(2,879)	(2,739)	4,190	(1,511)	509	54,951	56,833	1,224	58,057
<b>Total comprehensive income for the year</b>											
Profit for the year	-	-	-	-	-	-	-	2,252	2,252	(113)	2,139
<b>Other comprehensive income</b>											
Foreign currency translation differences for foreign operations	-	-	(203)	-	-	-	-	-	(203)	(54)	(257)
Recycle of currency translation differences for foreign operation	-	-	300	-	-	-	-	-	300	70	370
Recycle of change in fair value of available for sale financial asset, net of tax	-	-	-	-	-	(374)	-	-	(374)	-	(374)
Change in fair value of available for sale financial assets, net of tax	-	-	-	-	-	23	-	-	23	-	23
Change in fair value of property, net of tax	-	-	-	-	(496)	-	-	496	-	-	-
<b>Other comprehensive income</b>	-	-	97	-	(496)	(351)	-	496	(254)	16	(238)
<b>Total comprehensive income for the year</b>	-	-	<b>97</b>	-	<b>(496)</b>	<b>(351)</b>	-	<b>2,748</b>	<b>1,998</b>	<b>(97)</b>	<b>1,901</b>
<b>Transactions with owners recorded directly in equity</b>											
<b>Contributions by and distributions to owners</b>											
Dividends paid	-	-	-	-	-	-	-	(490)	(490)	(44)	(534)
Acquisition of treasury shares	-	-	-	(272)	-	-	-	-	(272)	-	(272)
Shared based payments	-	-	-	(12)	-	-	129	27	144	-	144
<b>Total contributions by and distributions to owners</b>	-	-	-	<b>(284)</b>	-	-	<b>129</b>	<b>(463)</b>	<b>(618)</b>	<b>(44)</b>	<b>(662)</b>
<b>Balance at 31 August 2017</b>	<b>1,337</b>	<b>2,975</b>	<b>(2,782)</b>	<b>(3,023)</b>	<b>3,694</b>	<b>(1,862)</b>	<b>638</b>	<b>57,236</b>	<b>58,213</b>	<b>1,083</b>	<b>59,296</b>

€615,000 of the translation reserve and €2,292,000 of the fair value reserve will be recycled to profit or loss on realisation of the investment in associate which is classified as an asset held for sale.

The notes on pages 37 to 92 are an integral part of these consolidated financial statements.

# Company statement of changes in equity

## for the year ended 31 August 2018

Note	Share capital €'000	Other undennominated capital €'000	Share premium €'000	Reserve for own shares €'000	Other reserve €'000	Revaluation reserve €'000	Share option reserve €'000	Retained earnings €'000	Total €'000
<b>Balance at 1 September 2016</b>	<b>1,337</b>	-	<b>2,975</b>	<b>(2,739)</b>	<b>578</b>	<b>616</b>	<b>509</b>	<b>5,917</b>	<b>9,193</b>
Profit for the year	-	-	-	-	-	-	-	9,541	9,541
Recycle of change in fair value of available for sale financial asset, net of tax	-	-	-	-	(374)	-	-	-	(374)
Net change in fair value of available for sale financial assets, net of tax	-	-	-	-	23	-	-	-	23
<b>Total comprehensive income for the period</b>	-	-	-	-	<b>(351)</b>	-	-	<b>9,541</b>	<b>9,190</b>
<b>Transactions with owners recorded directly in equity</b>									
Dividends to equity holders	-	-	-	-	-	-	-	(490)	(490)
Share based payments	-	-	-	(12)	-	-	129	27	144
Acquisition of treasury shares	-	-	-	(272)	-	-	-	-	(272)
<b>Total contributions by and distributions to owners</b>	-	-	-	<b>(284)</b>	-	-	<b>129</b>	<b>(463)</b>	<b>(618)</b>
<b>Balance at 31 August 2017</b>	<b>1,337</b>	-	<b>2,975</b>	<b>(3,023)</b>	<b>227</b>	<b>616</b>	<b>638</b>	<b>14,995</b>	<b>17,765</b>
Profit for the year	-	-	-	-	-	-	-	37,129	37,129
Recycle of change in fair value of available for sale financial asset, net of tax	-	-	-	-	(38)	-	-	-	(38)
<b>Total comprehensive income for the year</b>	-	-	-	-	<b>(38)</b>	-	-	<b>37,129</b>	<b>37,091</b>
<b>Transactions with owners recorded directly in equity</b>									
Share redemption	(632)	632	-	-	-	-	-	(44,959)	(44,959)
Share based payments	-	-	-	52	-	-	(355)	247	(56)
Acquisition of treasury shares	-	-	-	(6,047)	-	-	-	-	(6,047)
<b>Total contributions by and distributions to owners</b>	<b>(632)</b>	<b>632</b>	-	<b>(5,995)</b>	-	-	<b>(355)</b>	<b>(44,712)</b>	<b>(51,062)</b>
<b>Balance at 31 August 2018</b>	<b>705</b>	<b>632</b>	<b>2,975</b>	<b>(9,018)</b>	<b>189</b>	<b>616</b>	<b>283</b>	<b>7,412</b>	<b>3,794</b>

The notes on pages 37 to 92 are an integral part of these consolidated financial statements.

## Consolidated statement of cash flows

### for the year ended 31 August 2018

	Note	2018 €'000	2017 €'000
<b>Cash flows from operating activities</b>			
Profit for the year		19,892	2,139
<b>Adjustments for:</b>			
Depreciation	13	975	1,095
Amortisation of intangibles	14	52	91
Change in fair value of investment property	15	(43)	(52)
Change in fair value of other investments	17	61	(35)
Net finance expense	11	75	857
Share of loss of associates		-	94
Gain on sale of asset held for sale		(19,392)	-
Gain on sale of property, plant and equipment	7	(106)	(41)
Loss/(gain) on sale of investment property	7	24	(288)
Loss on sale of subsidiary	7	-	225
Gain on sale of other investments	7	(57)	(657)
Share-based payment transactions	26	611	201
Income tax expense		611	222
Change in inventories		786	(416)
Change in trade and other receivables		(1,168)	(480)
Change in trade and other payables		1,658	337
<b>Cash generated from operating activities</b>		<b>3,979</b>	<b>3,292</b>
Interest paid		(116)	(289)
Income tax paid		(1,725)	(22)
<b>Net cash from operating activities</b>		<b>2,138</b>	<b>2,981</b>
<b>Cash flows from investing activities</b>			
Interest received		13	12
Dividends received		1	4
Proceeds from sale of investment property and property, plant and equipment		1,331	18,318
Proceeds from disposal of other investments		117	1,205
Proceeds from disposal of subsidiary undertakings		-	1,255
Proceeds from disposal of asset held for sale		41,488	140
Repayment of loan by associate	16	532	-
Acquisition of property, plant and equipment		(1,135)	(454)
Acquisition of intangibles		(15)	(48)
<b>Net cash generated from investing activities</b>		<b>42,332</b>	<b>20,432</b>
<b>Cash flows from financing activities</b>			
Repayment of borrowings	24	-	(6,300)
Payment of finance lease liabilities		(35)	(27)
Dividend paid to non-controlling interest		(34)	(44)
Share redemption	22	(44,958)	-
Share based payments		(538)	15
Acquisition of treasury shares	22	(6,047)	(272)
Dividends paid	22	-	(490)
<b>Net cash outflow from financing activities</b>		<b>(51,612)</b>	<b>(7,118)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(7,142)</b>	<b>16,295</b>
Cash and cash equivalents at start of year		12,206	(3,621)
Effect of exchange rate fluctuations on cash held		250	(468)
<b>Cash and cash equivalents at end of year</b>	21	<b>5,314</b>	<b>12,206</b>

The notes on pages 37 to 92 are an integral part of these consolidated financial statements.

## Company statement of cash flows

### for the year ended 31 August 2018

	Note	2018 €'000	2017 €'000
<b>Cash flows from operating activities</b>			
Profit for the year		37,129	9,541
<b>Adjustments for:</b>			
Depreciation	13	8	25
Amortisation	14	2	3
Change in fair value of other investments	17	61	-
Share of profit of associate		-	39
Gain on sale of asset held for sale		(40,100)	-
Net finance income		(1,200)	(11,441)
Gain on sale of investment property		(18)	(381)
Gain on sale of other investments		(57)	(657)
Share-based payment transactions	26	611	201
Income tax expense		71	222
Change in trade and other receivables		4,219	1,178
Change in trade and other payables		98	1,003
<b>Cash generated from operating activities</b>		<b>824</b>	<b>(267)</b>
Interest paid		(123)	(289)
Income tax paid		(879)	(1)
<b>Net cash from operating activities</b>		<b>(178)</b>	<b>(557)</b>
<b>Cash flows from investing activities</b>			
Interest received		8	4
Dividends received		1,205	11,878
Proceeds from disposal of investment property		20	17,850
Proceeds from disposal of other investments		118	948
Proceeds from disposal of associate undertaking		41,488	140
Repayment of loan by associate		538	-
<b>Net cash generated from investing activities</b>		<b>43,377</b>	<b>30,820</b>
<b>Cash flows from financing activities</b>			
Repayment of borrowings	24	-	(6,300)
Acquisition of treasury shares	22	(6,047)	(272)
Share redemption	22	(44,958)	-
Dividends paid	22	-	(490)
Share based payment		(538)	15
<b>Net cash flow from financing activities</b>		<b>(51,543)</b>	<b>(7,047)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(8,344)</b>	<b>23,216</b>
Cash and cash equivalents at start of year		11,161	(12,055)
<b>Cash and cash equivalents at end of year</b>	21	<b>2,817</b>	<b>11,161</b>

The notes on pages 37 to 92 are an integral part of these consolidated financial statements.

## Notes to the consolidated financial statements

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## Notes to the consolidated financial statements (continued)

### 1. Reporting entity

Donegal Investment Group plc (the "Company") is a public Company incorporated, domiciled and tax resident in the Republic of Ireland. The consolidated financial statements of the Company as at and for the year ended 31 August 2018 consolidate the financial statements of the Company and its subsidiaries (together referred to as the "Group") and include the Group's interest in associates using the equity method of accounting. The Company financial statements deal with the Company as a single entity. The Group is primarily involved in the development, purchase and sale of seed potatoes, the manufacture, sale and distribution of farm inputs and dairy products by its Food-Agri business segment and the rental and sales of Food-Agri property assets.

The consolidated and Company financial statements were authorised for issuance on 29 November 2018.

### 2. Basis of preparation

#### (a) Statement of compliance

The consolidated financial statements for the year ended 31 August 2018 have been prepared in accordance with the International Financial Reporting Standards and Interpretations (together IFRS) issued by the International Accounting Standards Board (IASB) and adopted by the European Union ('EU IFRS'). The Company financial statements have been prepared in accordance with EU IFRS, as applied in accordance with the Companies Act 2014, which permits a Company that publishes its consolidated and Company financial statements together to take advantage of the exemption in Section 304 of the Companies Act 2014 from presenting to its members its Company income statement and related notes that form part of the approved Company financial statements.

The Standards and Interpretations applied were those that were effective for accounting year ending on or before 31 August 2018.

#### (b) Basis of preparation

The financial statements are presented in euro, which is the Company's functional currency. All financial information presented in euro is rounded to the nearest thousand. They are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: derivative financial instruments, financial assets classified as available-for-sale, investment property and biological assets.

The financial statements have been prepared on the going concern basis. The Directors have reviewed the Group's business plan for the next 12 months and other relevant information and have a reasonable expectation that the Group will continue in operational existence for the foreseeable future.

Certain comparative amounts in the state of profit or loss have been restated as a result of an operation discontinued during the year (see note 32).

#### (c) Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

##### (i) Judgements

In preparing these financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied in prior years (impairment of trade receivables (note 20), in respect of the carrying value of goodwill (note 14), recognition of deferred tax assets (note 18), measurement of financial assets and liabilities (note 28)).

##### (ii) Estimates

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

#### (d) Changes in accounting policies

There were no new standards, amendments and interpretations which were applicable in the financial year beginning 1 September 2017 and required the Group to change its accounting policies.

### 3. Significant accounting policies

The accounting policies set out below have been applied consistently by the Company in the Company financial statements and throughout the Group for the purposes of the consolidated financial statements.

Certain comparative amounts in the state of profit or loss have been restated as a result of an operation discontinued during the year (see note 32).

#### (a) Basis of consolidation

##### (i) Business combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Transaction costs are expensed as incurred.

Any contingent consideration is measured at fair value at the date of acquisition and remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

##### (ii) Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company has exposure or rights to variable returns and the ability to affect those returns through its power over an investee. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

##### (iii) Associates

Associates are those entities for which the Group has significant influence, but not control, over the financial and operating policies. The consolidated financial statements include the Group's share of the total change in net assets of associates on an equity accounted basis, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds its interest in an associate, the Group's carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations to make payments on behalf of an associate. When the associate is classified as held for sale, equity accounting ceases.

##### (iv) Transactions eliminated on consolidation

Intragroup balances, and any unrealised gains and losses or income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with associates are eliminated to the extent of the Group's interest in the entity. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

##### (v) Non-controlling interests

Non-controlling interests are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

##### (vi) Investments in subsidiaries and associates

These are in relation to the separate financial statements of the company. Investments in subsidiaries and associates are carried at cost less impairment.

#### (b) Foreign currency

##### (i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at the exchange rates ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. Foreign exchange differences arising on translation are recognised in profit or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rates at the date that the fair value was determined.

##### (ii) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to euro at exchange rates at the reporting date. The income and expenses of foreign operations are translated to euro at exchange rates at the dates of the transactions. Foreign exchange differences arising on retranslation are recognised in other comprehensive income and presented in the translation reserve in equity. These are recycled to the profit and loss on disposal.

## Notes to the consolidated financial statements (continued)

### 3. Significant accounting policies (continued)

#### (c) Financial instruments

##### (i) Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Non-derivative financial instruments are recognised initially at fair value plus/less any directly attributable transaction costs. Subsequent to initial recognition non-derivative financial instruments are measured as described below.

##### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and call deposits and are accounted for at amortised cost. 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.

Accounting for finance income and expense is discussed in note 3(o).

##### *Available-for-sale financial assets*

The Group's investments in equity securities are classified as available-for-sale financial assets. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses (see note 3(h)), are recognised in other comprehensive income and presented in the fair value reserve in equity.

When an investment is derecognised, the cumulative gain or loss in equity is transferred to profit or loss.

##### *Other*

Other non-derivative financial instruments are measured at amortised cost using the effective interest method, less any impairment losses.

##### (ii) Derivative financial instruments

The Group holds derivative financial instruments to hedge its foreign currency risk exposures. Derivatives are initially valued at fair value; any directly attributable costs are recognised in profit or loss as incurred. Subsequent to initial recognition, derivatives are measured at fair value, with changes therein recognised in profit or loss.

#### (d) Share capital

##### (i) Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

##### (ii) Repurchase of share capital (treasury shares)

When share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented as a deduction from total equity. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to share premium.

### 3. Significant accounting policies *(continued)*

#### (e) Property, plant and equipment

##### *(i) Recognition and measurement*

Items of property, plant and equipment are measured at cost or deemed cost less accumulated depreciation and accumulated impairment losses (see accounting policy 3(h)). Cost includes expenditure that is directly attributable to the acquisition of the asset. When parts of an item of property, plant and equipment have different useful lives, those components are accounted for as separate items of property, plant and equipment and reviewed for impairment annually.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised within 'other income' in profit or loss.

##### *(ii) Revaluation*

Where property, plant and equipment is revalued the cumulative increase in the fair value of the property at the date of reclassification in excess of any previous impairment losses is included in the revaluation reserve.

##### *(iii) Reclassification to investment property*

When the use of a property changes from owner-occupied to investment property, the property is remeasured to fair value and reclassified as investment property. Any gain arising on remeasurement is recognised directly in other comprehensive income and presented in the revaluation reserve in equity. Any loss is recognised immediately in profit or loss.

##### *(iv) Leased assets*

Leases under the terms of which the Group assumes substantially all of the risks and rewards of ownership are classified as finance leases. Upon initial recognition, the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

##### *(v) Subsequent costs*

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that it will produce additional future economic benefits embodied within the part that will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

##### *(vi) Depreciation*

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Land is not depreciated. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. The estimated useful lives are as follows:

- buildings: 20 years
- plant and equipment: 10 years
- fixtures and fittings: 4 – 10 years
- motor vehicles: 4 – 10 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

## Notes to the consolidated financial statements *(continued)*

### 3. Significant accounting policies *(continued)*

#### (f) Intangible assets

##### (i) Goodwill

Goodwill/negative goodwill arises on the acquisition of subsidiaries and associates. Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date control is transferred to the Group. Control exists when the Company has the exposure or rights to variable returns and the ability to affect those returns through its power over the investee.

For acquisitions, the Group measures goodwill at the acquisition date as follows:

- The fair value of the consideration transferred; plus
- The recognised amount of any non-controlling interests in the acquiree; plus
- If the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- The net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss. Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred. Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for in equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

##### *Subsequent measurement*

Goodwill is measured at cost less any accumulated impairment losses. In respect of associates, the carrying amount of goodwill is included in the carrying amount of the investment.

##### (ii) Research and development

Expenditure on research activities is recognised in the income statement as an expense as incurred.

Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group intends to and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the Group can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve a plan or design for the production of new or substantially improved products or processes. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development expenditure is recognised in the income statement as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

##### (iii) Other intangible assets

Intangible assets that are acquired by the Group in a business combination are recognised initially at their fair value at the date of acquisition, being their cost to the Group and subsequently at cost less accumulated amortisation and impairment losses. Other intangible assets that are acquired by the Group are measured at cost less accumulated amortisation and impairment losses. Expenditure on internally generated goodwill and brands is recognised in profit or loss as an expense as incurred.

##### (iv) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit and loss as incurred.

##### (v) Amortisation

Amortisation is charged to profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use. The estimated useful lives are as follows:

- computer software: 4 years
- Customer lists and brand related intangibles: 3–10 years

### 3. Significant accounting policies *(continued)*

#### **(g) Investment property**

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, for use in the production or supply of goods and services or for administrative purposes. Investment properties are measured at fair value with any change therein recognised in profit or loss. An external, independent valuer, having an appropriate recognised professional qualification and recent experience in the location and category of property being valued, values the portfolio every twelve months.

When the use of an investment property changes such that it is reclassified as property, plant and equipment, the fair value at the date of reclassification becomes its deemed cost for subsequent accounting purposes.

#### **(h) Impairment**

##### ***(i) Financial assets***

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its fair value.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment losses are recognised in profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognised previously in other comprehensive income is reclassified to profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost and available-for-sale financial assets that are debt securities, the reversal is recognised in profit or loss. For available-for-sale financial assets that are equity securities, the reversal is recognised in other comprehensive income.

##### ***(ii) Non-financial assets***

The carrying amounts of the Group's non-financial assets, other than investment property, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, the recoverable amount is estimated at each reporting date.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## Notes to the consolidated financial statements *(continued)*

### 3. Significant accounting policies *(continued)*

#### **(i) Employee benefits**

##### *Defined contribution plans*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

#### **(j) Share-based payment arrangements**

The grant-date of equity-settled share based arrangements granted to employees is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

The fair value of share based arrangements granted to employees which are settled in cash, is recognised as an expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value. Any changes in the liability are recognised in profit or loss.

#### **(k) Provisions**

A provision is recognised in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

#### **(l) Revenue**

##### **(i) Goods sold**

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognised in profit or loss when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognised if there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods. No revenue is recognised if there is significant continuing management involvement with the goods.

##### **(ii) Rental income**

Rental income from the Group's investment properties is recognised as other income in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

#### **(m) Government grants**

Government grants are recognised initially as deferred income when there is reasonable assurance that it will be received and that the Group will comply with the conditions associated with the grant. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are recognised. Grants that compensate the Group for the cost of an asset are recognised in profit or loss as other operating income on a systematic basis over the useful life of the asset.

#### **(n) Lease payments**

##### **(i) Operating lease payments**

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised in profit or loss as an integral part of the total lease expense, over the term of the lease.

### 3. Significant accounting policies *(continued)*

#### **(ii) Finance lease payments**

Minimum lease payments are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

#### **(o) Finance income and expenses**

Finance income comprises interest income on funds invested (including available-for-sale debt securities), dividend income, interest charged on trade receivable balances, gains on the disposal of available-for-sale financial assets and net foreign exchange gains. Interest income is recognised in profit or loss, using the effective interest method. Dividend income is recognised in profit or loss on the date that the Group's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

Finance expenses comprise interest expense on borrowings, net foreign exchange losses and impairment losses recognised on financial assets. All borrowing costs are recognised in profit or loss using the effective interest method.

#### **(p) Income tax**

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. For investment property that is measured at fair value deferred tax is provided at the rate applicable to the sale of the property except for that part of the property that is depreciable and the Group and the Company's business model is to consume substantially all of the value through use. In the latter case the tax rate applicable to income is used.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are offset only if certain criteria are met.

#### **(q) Segment reporting**

A segment is a distinguishable component of the Group that is engaged either in providing related products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and returns that are different from those of other segments. Segment information is presented in respect of the Group's business and geographical segments. The Group's primary format for segment reporting is based on business segments. The business segments are determined based on the Group's management and internal reporting structure.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly investments (other than investment property) and related revenue, loans and borrowings and related expenses, corporate assets (primarily the Company's headquarters) and head office expenses, and income tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment, and intangible assets other than goodwill, including amounts arising in business combinations.

## Notes to the consolidated financial statements *(continued)*

### 3. Significant accounting policies *(continued)*

#### (r) Discontinued operations

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operation that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. When an operation is classified as a discontinued operation, the comparative income statement is re-presented as if the operation had been discontinued from the start of the comparative period.

#### (s) Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise share options granted to employees.

#### (t) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in first-out principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Biological assets are measured at fair value less costs to sell, with any change therein recognised in profit or loss.

#### (u) Exceptional Items

Exceptional items are those that are separately disclosed by virtue of their nature or amount in order to highlight such items within the Statement of Profit or Loss and Comprehensive Income and results for the year. Examples of such items may include significant restructuring programmes, profits or losses on termination of operations, litigation costs and settlements and significant impairments of assets. Group management exercises judgement in assessing each particular item which, by virtue of their scale or nature, should be highlighted and disclosed in the Statement of Profit or Loss and Comprehensive Income and notes to the Group Financial Statements as exceptional items. Exceptional items are included within the Statement of Profit or Loss and Comprehensive Income caption to which they relate and are separately disclosed in the notes to the Group Financial Statements.

#### (v) Asset held for sale

A non-current asset or a group of assets containing a non-current asset (a disposal group) is classified as held for sale if its carrying amount will be recovered principally through sale rather than through continuing use, it is available for immediate sale and sale is highly probable within one year. On initial classification as held for sale, non-current assets and disposal groups are measured at the lower of carrying amount and fair value less costs to sell with any adjustments taken to profit or loss. The same applies to gains and losses on subsequent remeasurement although gains are not recognised in excess of any cumulative impairment loss. Any impairment loss on a disposal group first is allocated to goodwill, and then to remaining assets and liabilities on a pro rata basis, except that no loss is allocated to stocks, financial assets, deferred tax assets, employee benefit assets and investment property, which continue to be measured in accordance with the Company's accounting policies and any equity accounted investee is no longer equity accounted. Intangible assets and tangible fixed assets once classified as held for sale or distribution are not amortised or depreciated.

### 3. Significant accounting policies *(continued)*

#### (u) New standards and interpretations not yet adopted

A number of new International Financial Reporting Standards, amendments to standards and interpretations are effective for annual periods beginning on or after 1 September 2018, and have not been applied in preparing these financial statements. The Group does not plan to adopt these standards early; instead it will apply them from their effective dates as determined by their dates of EU endorsement.

Standard	Effective date for Donegal Investment Group plc (years beginning)
IFRS 15: Revenue from contracts with customers (May 2014) including amendments to IFRS 15: Effective date of IFRS 15 (11 September 2015)	1 September 2018
IFRS 9 Financial Instruments (24 July 2014)	1 September 2018
Amendments to IFRS 2: classification and measurement of share-based payment transactions (20 June 2016)	1 September 2018
Annual Improvements to IFRS 2014 -2016 Cycle (8 December 2016)	1 September 2018
IFRIC Interpretation 22: Foreign Currency Transactions and Advance Consideration (8 December 2016)	1 September 2018
Amendments to IAS 40: Transfers of Investment Property (8 December 2016)	1 September 2018
IFRS 16: Leases (13 January 2016)	1 September 2019
IFRIC Interpretation 23: Uncertainty over Income Tax Treatments (7 June 2017)	1 September 2019

The Group is currently in the process of reviewing the impact of these upcoming changes, in particular IFRS 9 and IFRS 15, and documenting the extent of their impact which will be finalised by 31 December 2018.

#### 4. Determination of fair values

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

##### (i) Investment property

External independent valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued, value the Group's investment property portfolio every year. The fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of the valuation in an orderly transaction between market participants after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

In the absence of current prices in an active market, the valuations are prepared by considering the aggregate of the estimated cash flows expected to be received from renting out the property taking into account expected rental growth rates, void periods, occupancy rates and lease incentive costs. A yield that reflects the specific risks inherent in the net cash flows is then applied to the net annual cash flows to arrive at the property valuation.

Valuations reflect, when appropriate: the type of tenants actually in occupation or responsible for meeting lease commitments or likely to be in occupation after letting vacant accommodation, and the market's general perception of their creditworthiness; the allocation of maintenance and insurance responsibilities between the Group and the lessee; and the remaining economic life of the property.

##### (ii) Investments in equity and debt securities

The fair value of available-for-sale financial assets is determined by reference to their quoted closing bid price at the reporting date. Where investments do not have a quoted bid price their fair value is estimated by the Directors based on recent market transactions and other information available at the reporting date.

##### (iii) Trade and other receivables and trade and other payables

The fair value of trade and other receivables and other payables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. Where the time to maturity or settlement is less than six months, the cost of the item is deemed to reflect its fair value.

## Notes to the consolidated financial statements *(continued)*

### 4. Determination of fair values *(continued)*

#### (iv) Derivatives

The fair value of forward exchange contracts is based on their listed market price, if available. If a listed market price is not available, the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs.

#### (v) Non-derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the Group's market rate of interest at the reporting date. For finance leases the market rate of interest is determined by reference to similar lease agreements.

#### (vi) Share-based payment transactions

The fair value of employee stock options is measured using a binomial lattice pricing model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

## 5. Financial risk management

### Overview

The Group has exposure to the following risks:

- credit risk;
- liquidity risk;
- market risk;
- currency risk; and
- commodity risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements. The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

### Credit risk

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

### Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer, with the default risk of those customers being impacted by economic and legal changes in their sectors, primarily being the agricultural sector. Customers are subject to initial credit checks including trade references with credit limits reviewed regularly based on purchasing and payment performance. New customers are subject to restricted credit limits until a credit history is established. Due to the established nature of the businesses and customer relationships, the majority of customers have long-standing trading histories with the Group. Management ensure that, where possible, suitable credit arrangements or letters of credit are in place before dealing with new customers outside Ireland and the UK.

Goods are sold subject to retention of title clauses, so that in the event of non-payment the Group may have a secured claim.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments. The main component of this allowance is a specific loss component that relates to individually significant exposures.

## 5. Financial risk management *(continued)*

### Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

At 31 August 2018 the Group had committed bank facilities of €14.8m (31 August 2017: €14.8m), including a group overdraft facility of €9.8m (31 August 2017: €9.8m) for working capital requirements.

Compliance with the Group's annual debt covenant is monitored continuously based on monthly management accounts.

### Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices and the United Kingdom leaving the EU ('Brexit') will affect the Group's income and expenses or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

At times, the Group buys forward contracts in order to manage market risks although the use of such instruments is limited.

### Currency risk

The Group is exposed to currency risk on sales, purchases and borrowings that are denominated in a currency other than the respective functional currencies of Group entities, primarily the Euro (€) and Sterling (GBP). The principal exposure relates to transactions denominated in GBP from entities with Euro functional currencies.

Overdrafts and borrowings are denominated in currencies that match the cash flows generated by the underlying operations of the Group, primarily Euro and GBP. This provides an economic hedge. In 2018 and 2017, the group entered into a foreign exchange hedge to further mitigate foreign currency exposure.

### Commodity risk

Commodity risk refers to the uncertainties of future market values and of the size of the future income, caused by the fluctuation in the prices of commodities. The Group's approach to managing commodity risk is to ensure the commodity procurement policy in respect of forward purchasing is consistently applied across the Group and risks are considered and analysed in applying the commodity strategy.

The Group does not enter into commodity contracts other than to meet the Group's expected usage and sale requirements; such contracts are not capable of net settlement.

## Notes to the consolidated financial statements (continued)

### 5. Financial risk management (continued)

#### Capital management

The Group considers that its capital comprises share capital, share premium, retained earnings and other reserves (excluding the translation, fair value, non-controlling interest and share options reserves) which amounted to €31.1m, at 31 August 2018 (2017: €62.2m).

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitor the return on capital, which the Group defines as net operating income divided by total shareholders' equity, excluding non-controlling interests. The Board of Directors also monitor the level of dividends to ordinary shareholders.

From time to time the Company purchases its own shares on the market; the timing of these purchases depends on market prices. Primarily the shares are intended to be used for awarding shares under the Group's share option programme. Buy and sell decisions are made on a specific transaction basis by the Executive Directors based on criteria set by the Board of Directors.

The Group does not have a defined share buy-back plan. During the year 4,860,336 Ordinary Shares (approximately 53.7 per cent of each Shareholder's total holding of Ordinary Shares) as at the conversion date of 17 May 2018 were converted into Redeemable Ordinary Shares and redeemed at €9.25 per share. This surplus capital returned to shareholders was generated following the sale of the Group's shareholding in the Monaghan Middlebrook Mushrooms business in February 2018 combined with the disposal of a number of non-core assets including the Grianan Estate during the year ended 31 August 2017 and is a strong endorsement of the Group's strategy in respect of its non-core assets which was first set out in 2012.

Other than the share redemption on 17 May 2018, there were no changes in the Group's approach to capital management during the year. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

### 6. Segment reporting

#### Business segments

IFRS 8 Operating Segments requires operating segments to be identified on the basis of internal reports that are regularly reviewed by the chief operating decision maker (CODM) in order to allocate resources to the segments and to assess their performance.

The Group comprises the following reportable business segments:

Produce: The growing, sales and distribution of seed potatoes.

Food – Agri and Property: The manufacture, sale and distribution of farm inputs and dairy products and rental and sale of property assets.

The main factors employed in the identification of the two segments include:

- the Group's organisational structure
- the nature of reporting lines to the Chief Operating Decision Maker
- the structure of internal reporting documentation such as management accounts and budgets

Segment performance is evaluated based on operating profit. Given that net finance costs, taxation, share based payments and exceptional income and costs are managed on a centralised basis, these items are not allocated between operating segments for internal reporting purposes and in the segmental analysis below.

#### Geographical segments

The Group operates in three geographical segments: Ireland; Europe and the Rest of the World. In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of business segments. Segment assets are based on the geographical location of the assets.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment operating profit/(loss) as included in the internal management reports that are reviewed by the Group's CODM, being the Board. Segment operating profit is used to measure performance, as such information is the most relevant in evaluating the results of the Group's segments. Segment results, assets and liabilities include all items directly attributable to a segment. Segment capital expenditure is the total amount incurred during the year to acquire segment assets that are expected to be used for more than one accounting year, excluding expenditure relating to business combinations.

**6. Segment reporting** *(continued)*

	Produce		Food-Agri & Property		Total - Group	
	2018	2017	2018	2017	2018	2017
	€'000	€'000	€'000	€'000	€'000	€'000
<b>Group</b>						
Revenue – continuing operations	<b>25,731</b>	29,511	<b>50,429</b>	46,858	<b>76,160</b>	76,369
Inter-segment revenue	-	-	-	-	-	-
Segment result before exceptional items	<b>1,647</b>	2,521	<b>3,055</b>	2,384	<b>4,702</b>	4,905
Inter-segment charges	-	-	-	-	-	-
<b>Segmental result from continuing operations before exceptional items</b>	<b>1,647</b>	2,521	<b>3,055</b>	2,384	<b>4,702</b>	4,905
Profit on disposal of asset held for sale					<b>19,392</b>	-
Other exceptional items, net of tax					<b>(352)</b>	(1,144)
Share option expense					<b>(611)</b>	(201)
Net finance expense					<b>(75)</b>	(857)
Income tax expense (pre-exceptional)					<b>(551)</b>	(222)
<b>Profit for the year – continuing operations</b>					<b>22,505</b>	2,481

	Produce		Food-Agri & Property		Total - Group	
	2018	2017	2018	2017	2018	2017
	€'000	€'000	€'000	€'000	€'000	€'000
Segment assets	<b>6,629</b>	8,353	<b>35,359</b>	31,200	<b>41,988</b>	39,553
Cash at bank (unallocated)					<b>6,978</b>	12,733
Asset held for sale (unallocated)					-	23,835
Financial instrument (unallocated)					<b>43</b>	5
Total assets as reported in Group Balance Sheet					<b>49,009</b>	76,126
Segment liabilities	<b>1,323</b>	707	<b>10,316</b>	10,008	<b>11,639</b>	10,715
Bank overdraft (unallocated)					<b>1,664</b>	527
Loans and borrowings (unallocated)					<b>5,223</b>	5,101
Deferred tax (unallocated)					<b>626</b>	487
Total liabilities as reported in Group Balance Sheet					<b>19,152</b>	16,830
<b>Other segment information</b>						
Capital expenditure	<b>22</b>	218	<b>1,128</b>	330	<b>1,150</b>	548
Depreciation and amortisation	<b>254</b>	340	<b>774</b>	846	<b>1,028</b>	1,186
Change in fair value of investment property and other assets	-	-	<b>19</b>	(87)	<b>19</b>	(87)

## Notes to the consolidated financial statements (continued)

### 6. Segment reporting (continued)

	Ireland		Europe		Rest of world		Total – Group	
	2018	2017	2018	2017	2018	2017	2018	2017
	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000
Total revenue from external customers (by origin)	<b>74,048</b>	72,138	<b>2,112</b>	4,231	-	-	<b>76,160</b>	76,369
Segment assets as reported in Group Balance Sheet	<b>46,105</b>	72,722	<b>2,904</b>	2,224	-	1,180	<b>49,009</b>	76,126
Capital expenditure	<b>1,137</b>	357	<b>13</b>	190	-	1	<b>1,150</b>	548

The Group had one customer that comprised 12% of its total revenue in 2018 (2017: one customer 13%).

### 7. Other income/(expense) – continuing operations

	2018	2017
	€'000	€'000
Income from investment property rentals	<b>139</b>	453
Change in fair value of investment property	<b>43</b>	52
Gain on disposal of property, plant and equipment	<b>106</b>	41
Gain on disposal of investment property	-	288
Gain on disposal of other investments	<b>19</b>	99
Recycle of change in fair value of available for sale financial asset	<b>38</b>	558
	<b>345</b>	1,491
Loss on disposal of investment property	<b>(24)</b>	-
	<b>321</b>	1,491

## 8. Exceptional items

Exceptional items are those that, in management's judgement, should be separately disclosed by virtue of their nature or amount. Such items are included in the Statement of profit or loss and comprehensive income caption to which they relate and are separately disclosed in the notes to the Group Financial Statements.

The Group reports the following exceptional items:

		2018	2017
		€'000	€'000
Gain on disposal of asset held for sale – Monaghan Middlebrook Mushrooms ('MMM')	a	19,392	-
Reversal of legal costs payable in respect of the option over financial asset held in MMM	b	240	-
Legal costs in respect of the legal case with MMM	c	(413)	(778)
Restructuring costs	d	(50)	(141)
Profit on disposal of subsidiary	e	-	293
Cost of disposal of subsidiary	f	-	(148)
Recycle of currency translation differences of subsidiary disposed	g	-	(370)
Other legal costs	h	(69)	-
<b>Exceptional income/(costs) before tax – continuing operations</b>		<b>19,100</b>	<b>(1,144)</b>
Income tax expense in respect of exceptional items		(60)	-
<b>Exceptional income/(costs) after tax – continuing operations</b>		<b>19,040</b>	<b>(1,144)</b>
<b>Exceptional loss from discontinued operations</b> – Recycling of currency translation differences of discontinued operations	i	<b>(676)</b>	-
<b>Total exceptional income/(costs) for the year</b>		<b>18,364</b>	<b>(1,114)</b>

- a) On 16 February 2018, Donegal Investment Group plc announced that, under the terms of the Settlement Agreement, it received €41.5m in cash proceeds for the sale of its interest in Monaghan Middlebrook Mushrooms (MMM). A further two non-conditional deferred payments are to be received by Donegal as follows: (a) €2m, to be received on or before 15 February 2019; and (b) €2m, to be received on or before 15 February 2020, bringing the total amount receivable pursuant to the Settlement Agreement to approximately €45.5m. This has resulted in a gain on disposal of €19.4m.
- b) Reversal of legal costs payable in respect of the option over the financial asset held in MMM and were associated with the legal case MMM which was settled during the year as a result of the settlement referred to above.
- c) Legal costs are costs in respect of the settled legal case with MMM.
- d) Restructuring costs include legal and professional advice in respect of costs associated with restructuring the Group.
- e) Profit on sale of subsidiary Chef in a Box Limited and Biogreen Foods Limited, disposed during 2017 (see note 34).
- f) Costs of disposal of subsidiary in 2017 include legal & taxation advice and brokerage fees (see note 34).
- g) Non cash recycle of foreign exchange translation reserves on foreign subsidiary disposed in 2017 (see note 34).
- h) Other legal costs are costs in respect of the share redemption incurred during the year (see note 22).
- i) Non cash recycle of foreign exchange translation reserves on Brazilian operations discontinued in 2018 (see note 32).

## Notes to the consolidated financial statements (continued)

### 9. Personnel expenses

#### Group

##### Employees

The average number of persons employed by the Group during the year was as follows:

	2018	2017
	Number	Number
Production	134	142
Stores	14	12
Transport	12	14
Administration	73	80
	<b>233</b>	248

The staff costs for the year for the above employees were:

	2018	2017
	€'000	€'000
Wages and salaries	8,280	8,995
Social welfare costs	908	956
Retirement benefit (note 25)	487	471
Share option expense (note 26)	616	201
	<b>10,291</b>	10,623

The director's costs for the year were:

	2018	2017
	€'000	€'000
Wages and salaries	724	764
Social welfare costs	60	70
Retirement benefit (note 25)	85	83
Share option expense (note 26)	563	125
	<b>1,432</b>	1,042

#### Company

##### Employees

The average number of persons employed by the Company during the year was as follows:

	2018	2017
	Number	Number
Administration	7	8
	<b>7</b>	8

**9. Personnel expenses** *(continued)*

The staff costs for the year for the above employees were:

	2018	2017
	€'000	€'000
Wages and salaries	<b>1,058</b>	1,100
Social welfare costs	<b>124</b>	108
Retirement benefit (note 25)	<b>117</b>	127
Share option expense (note 26)	<b>616</b>	201
	<b>1,915</b>	1,536

The director's costs for the year were:

	2018	2017
	€'000	€'000
Wages and salaries	<b>724</b>	764
Social welfare costs	<b>60</b>	70
Retirement benefit (note 25)	<b>85</b>	83
Share option expense (note 26)	<b>563</b>	125
	<b>1,432</b>	1,042

**10. Statutory and other information**

The profit for the year has been arrived at after charging the following amounts:

	2018	2017
	€'000	€'000
Grant income	-	-
Depreciation	<b>975</b>	1,095
Amortisation of intangible assets	<b>52</b>	81
Auditor's remuneration – Group:		
– audit fees	<b>81</b>	81
– taxation services	<b>95</b>	95
– other non-audit services	<b>9</b>	23
Auditor's remuneration – Company:		
– audit fees	<b>30</b>	30
– taxation services	<b>46</b>	10
– other non-audit services	-	23
Operating lease charges	<b>146</b>	71

Amounts paid to Directors are disclosed in the report of the Remuneration Committee on pages 19 to 22.

## Notes to the consolidated financial statements (continued)

### 11. Finance income and expense – continuing operations

	2018	2017
	€'000	€'000
<b>Recognised in profit or loss</b>		
Interest income on bank deposits	2	9
Interest income on associate loan stock	6	3
Bad debts recovered	-	71
Fair value gain on forward currency contract	44	5
Net foreign exchange gain	49	-
Dividends received	1	4
<b>Finance income</b>	<b>102</b>	<b>92</b>
Interest expense on bank loans and overdraft	(116)	(289)
Net foreign exchange loss	-	(508)
Impairment loss on trade receivables	-	(152)
Revaluation of available for sale financial assets	(61)	-
<b>Finance expense</b>	<b>(177)</b>	<b>(949)</b>
<b>Net finance expense recognised in profit or loss</b>	<b>(75)</b>	<b>(857)</b>

	2018	2017
	€'000	€'000
<b>Recognised directly in other comprehensive income</b>		
Foreign currency translation differences for foreign operations	26	(257)
<b>Finance income/(expense) recognised in other comprehensive income, net of tax</b>	<b>26</b>	<b>(257)</b>
<b>Finance income/(expense) recognised in other comprehensive income, net of tax</b>		
Recognised in:		
Translation reserve	22	(203)
Non-Controlling interest	4	(54)
	<b>26</b>	<b>(257)</b>

**12. Income tax expense – continuing operations**

	2018	2017
	€'000	€'000
<b>Current tax expense</b>		
Current year	469	1,335
Adjustment in respect of prior years	(8)	(18)
	<b>461</b>	<b>1,317</b>
<b>Deferred tax expense/(credit)</b>		
Origination and reversal of temporary differences	150	(1,095)
	<b>150</b>	<b>(1,095)</b>
<b>Income tax expense excluding share of income tax of associates</b>	<b>611</b>	<b>222</b>

	2018	2017
	€'000	€'000
<b>Tax reconciliation</b>		
Profit for year before tax – continuing activities	23,116	2,361
Adjustment for share of loss of associates	-	94
Profit for year before tax, excluding share of profit of associates	23,116	2,455
Tax at 12.5% (2017: 12.5%)	2,890	307
Expenses not allowable for tax purposes	1,292	169
Income not taxable	(3,457)	(171)
Income taxed at higher rate	51	131
Expenses deductible at higher rate	-	(126)
Utilisation of previously unrecognised losses	(123)	(68)
Income tax withheld	2	2
Tax withheld at source	(16)	-
Management charges utilised	(18)	-
Charges on income not deducted	(2)	-
Foreign exchange differences	-	(4)
Adjustment in respect of prior years	(8)	(18)
<b>Income tax expense</b>	<b>611</b>	<b>222</b>

Income tax recognised directly in other comprehensive income:

	2018	2017
	€'000	€'000
Tax on available-for-sale financial assets revaluation	(13)	(172)
<b>Total income tax recognised directly in other comprehensive income</b>	<b>(13)</b>	<b>(172)</b>

## Notes to the consolidated financial statements (continued)

### 13. Property, plant and equipment

	Land and buildings €'000	Plant and equipment €'000	Fixtures and fittings €'000	Motor vehicles & tanks €'000	Total €'000
<b>Group</b>					
<b>Cost or deemed cost</b>					
Balance at 1 September 2016	11,094	12,050	1,323	1,499	25,966
Additions	32	353	24	45	454
Disposals	(2,820)	(802)	(820)	(202)	(4,644)
Effect of movements in exchange rates	(140)	(231)	(86)	(8)	(465)
Balance at 31 August 2017	8,166	11,370	441	1,334	21,311
Balance at 1 September 2017	8,166	11,370	441	1,334	21,311
Additions	-	992	33	108	1,133
Disposals	-	(435)	(12)	(257)	(704)
Effect of movements in exchange rates	47	70	(12)	(7)	98
<b>Balance at 31 August 2018</b>	<b>8,213</b>	<b>11,997</b>	<b>450</b>	<b>1,178</b>	<b>21,838</b>
<b>Depreciation and impairment losses</b>					
Balance at 1 September 2016	2,668	8,933	615	1,054	13,270
Depreciation for the year	217	545	149	184	1,095
Elimination on disposal	(257)	(623)	(462)	(175)	(1,517)
Effect of movements in exchange rates	(22)	(179)	(40)	(4)	(245)
Balance at 31 August 2017	2,606	8,676	262	1,059	12,603
Balance at 1 September 2017	2,606	8,676	262	1,059	12,603
Depreciation for the year	198	560	33	184	975
Elimination on disposal	-	(399)	-	(215)	(614)
Effect of movements in exchange rates	10	61	-	(4)	67
<b>Balance at 31 August 2018</b>	<b>2,814</b>	<b>8,898</b>	<b>295</b>	<b>1,024</b>	<b>13,031</b>
<b>Carrying amounts</b>					
At 1 September 2016	8,426	3,117	708	445	12,696
At 31 August 2017	5,560	2,694	179	275	8,708
At 1 September 2017	5,560	2,694	179	275	8,708
<b>At 31 August 2018</b>	<b>5,399</b>	<b>3,099</b>	<b>155</b>	<b>154</b>	<b>8,807</b>

#### Leased plant and machinery

The Group leases production equipment under a number of finance lease agreements (see note 24). At 31 August 2018 the net carrying amount of leased plant and machinery was €291,000 (2017: €133,000). Depreciation charged on leased plant and machinery was €28,800 (2017: €6,600).

### 13. Property, plant and equipment *(continued)*

#### Land assets

The carrying value of land not subject to depreciation at 31 August 2018 was €1.6m (2017: €1.6m).

	Land and buildings €'000	Plant and equipment €'000	Fixtures and fittings €'000	Total €'000
<b>Company</b>				
<b>Cost or deemed cost</b>				
Balance at 1 September 2016	3,528	125	36	3,689
Additions	27	-	-	27
Disposal	(2,893)	(97)	-	(2,990)
Balance at 31 August 2017	662	28	36	726
Balance at 1 September 2017	662	28	36	726
Additions	-	-	-	-
<b>Balance at 31 August 2018</b>	<b>662</b>	<b>28</b>	<b>36</b>	<b>726</b>
<b>Depreciation and impairment losses</b>				
Balance at 1 September 2016	454	73	29	556
Depreciation for the year	17	5	3	25
Disposal	(169)	(76)	-	(245)
Balance at 31 August 2017	302	2	32	336
Balance at 1 September 2017	302	2	32	336
Depreciation for the year	-	6	2	8
<b>Balance at 31 August 2018</b>	<b>302</b>	<b>8</b>	<b>34</b>	<b>344</b>
<b>Carrying amounts</b>				
At 1 September 2016	3,074	52	7	3,133
At 31 August 2017	360	26	4	390
At 1 September 2017	360	26	4	390
<b>At 31 August 2018</b>	<b>360</b>	<b>20</b>	<b>2</b>	<b>382</b>

The carrying value of land not subject to depreciation at 31 August 2018 was €0.36m (2017: €0.36m). The Company holds no finance leases (2017: Nil).

## Notes to the consolidated financial statements (continued)

### 14. Intangible assets

	Goodwill €'000	Software €'000	Acquisition related intangibles €'000	Total €'000
<b>Group</b>				
<b>Cost</b>				
Balance at 1 September 2016	4,815	682	358	5,855
Additions	-	94	-	94
Disposals	(245)	(18)	-	(263)
Balance at 31 August 2017	4,570	758	358	5,686
Balance at 1 September 2017	4,570	758	358	5,686
Additions	-	18	-	18
Disposals	-	(30)	-	(30)
<b>Balance at 31 August 2018</b>	<b>4,570</b>	<b>746</b>	<b>358</b>	<b>5,674</b>
<b>Amortisation and impairment losses</b>				
Balance at 1 September 2016	1,182	581	60	1,823
Amortisation for year	-	42	49	91
Disposal	-	(9)	-	(9)
Balance at 31 August 2017	1,182	614	109	1,905
Balance at 1 September 2017	1,182	614	109	1,905
Amortisation for year	-	21	31	52
Impairment of goodwill associated with discontinued operations	64	-	-	64
<b>Balance at 31 August 2018</b>	<b>1,246</b>	<b>635</b>	<b>140</b>	<b>2,021</b>
<b>Carrying amounts</b>				
At 1 September 2016	3,633	101	298	4,032
At 31 August 2017	3,388	144	249	3,781
At 1 September 2017	3,388	144	249	3,781
<b>At 31 August 2018</b>	<b>3,324</b>	<b>111</b>	<b>218</b>	<b>3,653</b>

Intangible assets are amortised to the income statement over their estimated useful lives as follows: Software – 4 years; Acquisition related intangibles – 3– 10 years.

Acquisition related intangibles include licenses and customer and brand related intangibles.

#### Impairment testing for cash generating units containing goodwill

For the purposes of impairment testing, goodwill is allocated to the Group's specific business to which the goodwill originally derived, which represent the lowest level within the Group at which the goodwill is monitored for internal management purposes.

	2018		2017	
	Food-Agri €'000	Produce €'000	Food-Agri €'000	Produce €'000
Goodwill at start of year	2,824	564	3,069	564
Sale of subsidiaries	-	-	(245)	-
Impairment in relation to discontinued operations	-	(64)	-	-
<b>Goodwill at end of year</b>	<b>2,824</b>	<b>500</b>	<b>2,824</b>	<b>564</b>

#### 14. Intangible assets (continued)

Goodwill acquired through business combinations has been allocated to the above CGUs for the purpose of impairment testing. The Group tests goodwill for impairment annually or more frequently if there are indicators that goodwill may be impaired. The recoverable amounts of the CGUs are based on value in use calculations.

The key assumptions used to assess the recoverable amount of cash generating units and related impairment are as per below.

The cash flows are based on management approved budgets for FY2019 projected forward for an additional four years. The growth within the projections assumes an annual increase of 2% (reflecting inflation and no other growth). For the purpose of calculating the terminal value, a terminal growth rate of 0% has been used. Incremental profit and cashflows resulting from future acquisitions are excluded.

The cashflow forecasts are discounted using appropriate risk adjusted discount rates averaging 6.0% (2017: 4.5%) reflecting the risk associated with the individual future cash flows and the risk free rate.

The Group assesses the uncertainty of the above estimates by performing a sensitivity analysis. Management believes, therefore, that any reasonable change in any of the key assumptions would not cause the carrying value of the goodwill to exceed the recoverable amount.

No impairment of goodwill was identified in 2018 as a result of this review (2017: Nil) with the exception of the write-off of the goodwill associated with the Brazilian operations as a result of the noted operations being classified as discontinued operations.

#### Intangible assets

	Software €'000
<b>Company</b>	
<b>Cost</b>	
Balance at 1 September 2016	55
Additions	-
Balance at 31 August 2017	55
Balance at 1 September 2017	55
Additions	-
<b>Balance at 31 August 2018</b>	<b>55</b>
<b>Amortisation and impairment losses</b>	
Balance at 1 September 2016	39
Amortisation for the year	3
Balance at 31 August 2017	42
Balance at 1 September 2017	42
Amortisation for the year	2
<b>Balance at 31 August 2018</b>	<b>44</b>
<b>Carrying amounts</b>	
At 1 September 2016	16
At 31 August 2017	13
At 1 September 2017	13
<b>At 31 August 2018</b>	<b>11</b>

## Notes to the consolidated financial statements (continued)

### 15. Investment property

	2018	2017
	€'000	€'000
<b>Group</b>		
Balance at start of year	3,552	19,021
Change in fair value	43	52
Disposal	(1,115)	(15,509)
Effect of movement in exchange rates	-	(12)
<b>Balance at end of year</b>	<b>2,480</b>	<b>3,552</b>

Investment property includes the Oatfield site in Letterkenny along with other land and property assets.

	2018	2017
	€'000	€'000
<b>Company</b>		
Balance at start of year	700	15,739
Disposal	-	(15,039)
<b>Balance at end of year</b>	<b>700</b>	<b>700</b>

Investment property, comprising land and buildings, is held for capital appreciation and/or rental income and is not occupied by the Group. This also includes parts of properties owned by the Group which are sublet to third parties. The Group's investment properties at 31 August 2018 are located in the Ireland.

#### Measurement of fair value

##### (i) Fair value hierarchy

The carrying amount of investment property within the Group's subsidiaries is the fair value of the property as determined by external registered independent appraisers having an appropriate recognised professional qualification and with recent experience in the location and category being valued. In general, valuations have been undertaken having regard to comparable market transactions between informed market participants at the 'highest and best use'. All of the investment property at 31 August 2018 was valued in accordance with consultation with external experts.

The fair value measurement for investment property of €2,480,000 (2017: €3,552,000) has been categorised as a Level 3 fair value based on the input to the valuation technique used (see Note 4).

##### (ii) Level 3 fair value

The table above reflects the reconciliation from opening balance to closing balance for Level 3 fair values.

A fair value movement of €43,000 was identified in 2018 (2017: €52,000) in relation to investment property.

##### Valuation technique and significant unobservable inputs

The following table shows the valuation techniques used in measuring the fair value of investment property, as well as the significant unobservable inputs used. The comparable market transaction method is used for land held for sale or capital appreciation. The discounted cash flow approach is used for buildings that are sublet to third parties.

**15. Investment property (continued)**

Analysis of carrying value by valuation technique

	2018 €'000	2017 €'000
Comparable market transactions	<b>2,480</b>	3,552

Valuation Technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Comparable market transactions:	Ireland	The estimated fair value would increase/ (decrease) if:
This method of valuation is used for land held for sale or capital appreciation. The value is based on comparable market transactions after discussion with independent registered property appraisers.	Comparable market price	Comparable market prices were higher/ (lower)

**16. Investment in associates****Group**

The Group's share of after tax profits in its associates for the year was a loss of €Nil (2017: loss of €94,000).

	2018 Interest in associate €'000	2018 Loans to associate €'000	2018 Total €'000	2017 Interest in associate €'000	2017 Loans to associate €'000	2017 Total €'000
Balance at start of year	-	<b>781</b>	<b>781</b>	239	769	1,008
Share of decrease in net assets after tax	-	-	-	(94)	-	(94)
Interest charged	-	<b>6</b>	<b>6</b>	-	12	12
Disposal of investment in associate	-	-	-	(145)	-	(145)
Repayment of loan to associate	-	<b>(532)</b>	<b>(532)</b>	-	-	-
<b>Balance at end of year</b>	<b>-</b>	<b>255</b>	<b>255</b>	<b>-</b>	<b>781</b>	<b>781</b>

Investments in associates comprise of North Western Livestock Holdings Limited (NWLH). The Group's investment in Leapgrange was sold during 2017.

The total loan notes and interest outstanding from North Western Livestock Holdings Limited at 31 August 2017 is €0.255million (2017: €0.374 million).

Summary financial information for equity accounted investees, adjusted for differences in accounting policies, not adjusted for the percentage ownership held by the Group:

	2018 €'000	2017 €'000
Non-current assets	-	-
Net assets	-	-
Attributable to NCI	-	-
Attributable to investee shareholders	-	-
Group's interest in net assets of associate at start of year	-	239
Total comprehensive income attributable to Group	-	(94)
Disposal of investment in associate	-	(145)
<b>Carrying amount of interest in associate at end of the year</b>	<b>-</b>	<b>-</b>

## Notes to the consolidated financial statements (continued)

### 16. Investment in associates (continued)

	2018 Interest in Associate €'000	2018 Loans to Associate €'000	2018 Total €'000	2017 Interest in Associate €'000	2017 Loans to Associate €'000	2017 Total €'000
<b>Company</b>						
Balance at start of year	-	781	781	170	805	975
Share of decrease in net assets after tax	-	-	-	(94)	-	(94)
Interest charged	-	6	6	-	12	12
Impairment of loan to associate	-	-	-	-	(36)	(36)
Disposal of investment in associate	-	-	-	(76)	-	(76)
Repayment of loan by associate	-	(532)	(532)	-	-	-
<b>Balance at end of year</b>	-	<b>255</b>	<b>255</b>	-	781	781

The movements in the Company balance are explained above.

### 17. Other investments

	2018 €'000	2017 €'000
<b>Group</b>		
<i>Non-current investments</i>		
Available-for-sale equity investments	9	187

Available-for-sale equity investments include €9,200 quoted shares (2017: €53,600), €Nil unquoted shares (2017: €133,400). Quoted shares have been stated at market value in the manner stated in Note 4 and Note 28. The fair value of unquoted shares with a carrying value of €Nil (2017: €133,400) has been based upon recent market transactions.

	2018 €'000	2017 €'000
<b>Movement during the year</b>		
Balance at start of year	187	1,144
Revaluation of available for sale financial assets	(61)	35
Disposal	(117)	(992)
<b>Balance at end of year</b>	<b>9</b>	<b>187</b>

The Group's exposure to credit, currency and interest rate risks related to other investments is disclosed in note 28.

	2018 €'000	2017 €'000
<b>Company</b>		
<i>Non-current investments</i>		
Available-for-sale financial assets	9	182
Investments in subsidiaries	3,492	3,492
	<b>3,501</b>	<b>3,674</b>

**17. Other investments** *(continued)*

	2018 Available-for-sale investments €'000	2018 Investments in subsidiaries €'000	2018 Total €'000	2017 Available-for-sale investments €'000	2017 Investments in subsidiaries €'000	2017 Total €'000
<b>Movement during the year</b>						
Balance at start of year	182	3,492	3,674	995	3,492	4,487
Revaluation of available-for-sale financial assets	(61)	-	(61)	35	-	35
Disposal	(112)	-	(112)	(848)	-	(848)
<b>Balance at end of year</b>	<b>9</b>	<b>3,492</b>	<b>3,501</b>	182	3,492	3,674

Available-for-sale equity investments include €9,000 quoted shares (2017: €48,900), and €Nil unquoted shares (2017: €133,400). Quoted shares have been stated at market value in the manner stated in Note 4 and Note 28.

**18. Deferred tax assets and liabilities****Group****Recognised deferred tax assets and liabilities**

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2018 €'000	2017 €'000	2018 €'000	2017 €'000	2018 €'000	2017 €'000
Property, plant and equipment	-	-	(479)	(436)	(479)	(436)
Investment property	-	-	(179)	(179)	(179)	(179)
Available-for-sale financial assets	-	-	(3)	(12)	(3)	(12)
Share-based payments	35	80	-	-	35	80
Other deferred tax assets/(liabilities)	-	60	-	-	-	60
Deferred tax assets/(liabilities)	35	140	(661)	(627)	(626)	(487)
Set off of tax	(35)	(140)	35	140	-	-
<b>Net deferred tax liabilities</b>	<b>-</b>	<b>-</b>	<b>(626)</b>	<b>(487)</b>	<b>(626)</b>	<b>(487)</b>

**Group****Unrecognised deferred tax assets**

Deferred tax assets have not been recognised in respect of the following items:

	2018 €'000	2017 €'000
Tax losses	1,445	1,667
Investment property	827	995

Deferred tax assets have not been recognised in respect of certain tax losses carried forward because it is not probable that future taxable profit will be available against which the relevant Group entity can utilise the benefits there from.

Tax losses for which no deferred tax asset has been recognised have no expiry date.

## Notes to the consolidated financial statements (continued)

### 18. Deferred tax assets and liabilities (continued)

#### Company

##### Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2018 €'000	2017 €'000	2018 €'000	2017 €'000	2018 €'000	2017 €'000
Property, plant and equipment	-	-	(104)	(105)	(104)	(105)
Investment property	70	70	-	-	70	70
Available for sale financial asset	-	-	(3)	(12)	(3)	(12)
Share-based payments	35	80	-	-	35	80
Other deferred tax assets/(liabilities)	-	60	-	-	-	60
Deferred tax assets/(liabilities)	105	210	(107)	(117)	(2)	93
Set off of tax	(105)	(210)	105	210	-	-
<b>Net deferred tax assets/(liabilities)</b>	-	-	(2)	93	(2)	93

#### Unrecognised deferred tax assets

The Company had no unrecognised deferred tax assets or liabilities at 31 August 2018 (2017: €Nil).

#### Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Balance at 1 Sep 2017 €'000	Recognised in profit or loss €'000	Recognised in other comprehensive income €'000	Foreign exchange €'000	Balance at 31 Aug 2017 €'000	Recognised in profit or loss €'000	Recognised in other comprehensive income €'000	Foreign exchange €'000	Balance at 31 Aug 2018 €'000
<b>Group</b>									
Property, plant and equipment	(1,175)	696	-	43	(436)	(41)	-	(2)	(479)
Investment property	(712)	533	-	-	(179)	-	-	-	(179)
Available-for-sale financial assets	(33)	(151)	172	-	(12)	(4)	13	-	(3)
Share based payment	63	17	-	-	80	(45)	-	-	35
Other deferred tax liabilities	60	-	-	-	60	(60)	-	-	-
	(1,797)	1,095	172	43	(487)	(150)	13	(2)	(626)

	Balance at 1 Sep 2017 €'000	Recognised in profit or loss €'000	Recognised in other comprehensive income €'000	Balance at 31 Aug 2017 €'000	Recognised in profit or loss €'000	Recognised in other comprehensive income €'000	Balance at 31 Aug 2018 €'000
<b>Company</b>							
Property, plant and equipment	(806)	701	-	(105)	1	-	(104)
Investment property	(454)	524	-	70	-	-	70
Available for sale financial asset	(33)	(151)	172	(12)	(4)	13	(3)
Other deferred tax liabilities	60	-	-	60	(60)	-	-
Share based payment	63	17	-	80	(45)	-	35
	(1,170)	1,091	172	93	(108)	13	(2)

## 19. Inventories

	2018 €'000	2017 €'000
<b>Group</b>		
Dairy	201	126
Animal feeds	1,423	1,580
Cereals	199	217
Packaging and other stocks	1,393	1,524
Biological assets	619	1,067
	<b>3,835</b>	<b>4,514</b>

	2018 €'000	2017 €'000
<b>Inventories impairment</b>		
Balance at 1 September	60	-
Provision for impairment	3	60
Impairment reversal	-	-
<b>Balance at 31 August</b>	<b>63</b>	<b>60</b>

In 2018, the impairment of inventories to net realisable value amounted to €3,000 (2017: €60,000). The impairment is included in cost of sales. Total inventory costs of €50,163,315 (2017: €46,480,000) were charged to the statement of profit or loss and comprehensive income.

### Fair value hierarchy

The fair value measurements for the Group's biological assets have been categorised as level 3 fair values based on the inputs to the valuation techniques used which are not based on observable market data.

### Valuation technique and significant unobservable inputs

The fair value of biological assets is determined by management using a discounted cashflow approach and the table below summarises the unobservable inputs used for strawberries.

Product	Valuation Technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Seed potatoes	<p><i>Discounted cashflows</i></p> <p>This method of valuation considers the present value of the net cashflows expected to be generated by the biological assets. The cashflow projections include estimates of yields, sales prices, production and harvest costs. The expected net cashflows are discounted using a risk-adjustment factor to factor in volatility of weather, production and pricing and future farming costs.</p>	<p><i>Inclusive of</i></p> <ul style="list-style-type: none"> <li>▪ estimated yields based on historical yields that are adjusted to reflect current growing conditions, variety of product and farm locations</li> <li>▪ estimated cash inflows based on forecast pricing</li> <li>▪ estimated production, harvesting and transportation costs</li> <li>▪ risk adjusted discount rates</li> </ul>	<p>The estimated fair value would increase/(decrease) if:</p> <ul style="list-style-type: none"> <li>▪ estimated yields were higher/(lower)</li> <li>▪ estimated fruit prices were higher/(lower)</li> <li>▪ estimated production, harvesting and transportation costs were lower/(higher)</li> <li>▪ the risk-adjusted discount rates were lower/(higher)</li> </ul>

## Notes to the consolidated financial statements (continued)

### 20. Trade and other receivables

	2018	2017
	€'000	€'000
<b>Group</b>		
Current trade and other receivables		
Trade receivables	16,493	14,140
Other receivables due from related parties (note 35)	93	66
Value added tax	366	379
Deferred consideration due from Monaghan Middlebrook Mushrooms (see note 8)	4,000	-
Other receivables	289	1,845
Prepayments	1,708	1,600
	<b>22,949</b>	<b>18,030</b>

	2018	2017
	€'000	€'000
<b>Company</b>		
Trade receivables	450	71
Other receivables due from subsidiary undertakings	1,695	5,185
Other receivables	57	1,057
Deferred consideration due from Monaghan Middlebrook Mushrooms (see note 8)	4,000	-
Prepayments	230	223
	<b>6,432</b>	<b>6,536</b>

The Group and Company exposure to credit and currency risks and impairment losses related to trade and other receivables are disclosed in note 28.

### 21. Cash and cash equivalents

	2018	2017
	€'000	€'000
<b>Group</b>		
Cash at bank	6,978	12,733
Bank overdraft	(1,664)	(527)
Bank balances net of overdrafts due within one year	5,314	12,206
	<b>2,817</b>	<b>11,161</b>
<b>Company</b>		
Bank balances including overdrafts due within one year, net	2,817	11,161

At the year end, there was a Group facility with the bank which allows for legal offset of the Group and certain subsidiary bank balances. The Group's and Company's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in note 28.

## 22. Capital and reserves

### Share capital

	Ordinary shares of €0.13 each		Redeemable shares of €0.13 each		Deferred shares of €0.13 each		Total €'000
	Number	€'000	Number	€'000	Number	€'000	
<b>Authorised</b>							
At 1 September 2017	50,000,000	6,500	-	-	-	-	6,500
Amendment to capital in the year	(5,140,000)	(668)	5,140,000	668	5,140,000	668	668
Cancellation of shares following conversion and redemption	-	-	(4,860,336)	(632)	-	-	(632)
<b>At 31 August 2018</b>	<b>44,860,000</b>	<b>5,832</b>	<b>279,664</b>	<b>36</b>	<b>5,140,000</b>	<b>668</b>	<b>6,536</b>
<b>Issued, called up and fully paid</b>							
At 1 September 2017	10,285,590	1,337	-	-	-	-	1,337
Converted in the year	(4,860,336)	(632)	4,860,336	632	-	-	-
Redeemed in the year	-	-	(4,860,336)	(632)	-	-	(632)
<b>At 31 August 2018</b>	<b>5,425,254</b>	<b>705</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>705</b>

As approved by shareholders at the Extraordinary General Meeting held on 16 May 2018, the authorised share capital of the Company was increased from €6,500,000 to €7,836,400 by, inter alia, the creation of an additional 5,140,000 Deferred Shares of €0.13 each and the conversion of Redeemable shares of 5,140,000 Deferred Shares of €0.13 each.

The Ordinary Shares and the Redeemable Ordinary Shares rank pari passu. A Deferred Share has no rights other than a right to participate in any surplus arising on the winding up of the Company up to the nominal amount paid up on the Deferred Share.

The 5,140,000 deferred shares will be removed as a class from the authorised share capital of the Company if no deferred shares come into existence within six months of 16 May 2018.

No ordinary shares held by the Company as Treasury Shares were converted into Redeemable Ordinary Shares during the year.

### Share redemption

Under the terms of the redemption approved by shareholders, the Company was authorised to redeem up to 5,140,000 Redeemable Ordinary Shares. 4,860,336 Ordinary Shares (approximately 53.7 per cent of each Shareholder's total holding of Ordinary Shares) as at the conversion date of 17 May 2018 were converted into Redeemable Ordinary Shares and redeemed at €9.25 per share.

As part of the share redemption, a member could notify the Company before the conversion of his Ordinary Shares of his unwillingness to have some of his Ordinary Shares converted into Redeemable Ordinary Shares. The directors could convert up to 5,140,000 of the existing Ordinary Shares into Redeemable Ordinary Shares. Whereby a member notified the Company in accordance with section 83 of the Companies Act 2014 of his unwillingness to have any of his Ordinary Shares converted into Redeemable Ordinary Shares, that percentage of his Ordinary Shares which would have been converted into Redeemable Ordinary Shares shall instead be converted into Deferred Shares. No such notifications from members were received in advance of the redemption.

### Share premium

Share premium represents the excess amount received above nominal value on issuance of ordinary shares.

### Other undenominated share capital

Other undenominated share capital of €632,000 (4,860,336 ordinary shares redeemed) arose as a result of the share redemption in the year.

### Translation reserve

The translation reserve comprises cumulative foreign currency differences arising from the translation of the net assets of foreign operations until the investments are derecognised.

## Notes to the consolidated financial statements (continued)

### 22. Capital and reserves (continued)

#### Reserve for own shares

The reserve for the Company's own shares comprises the cost of the Company's shares held by the Group. At 31 August 2018, the Group held 1,235,016 of the Company's shares (2017: 537,573). This represented 22.8% (2017: 5.23%) of the issued share capital of the Company. The distribution of retained earnings is restricted by the value of own shares held.

The Group purchased 697,443 (2017: 46,878) treasury shares at a total price of €6,047,000 (2017: €272,000) including transaction costs, in a number of transactions, intended to be used to settle awards made the Group share option scheme.

On 28 November 2018, the Board approved the cancellation of 53.7% or 664,447 treasury shares in line with the pro-rata conversion and redemption applied to all other shareholders under the Return of Capital.

#### Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of available-for-sale financial assets, net of deferred tax, until the investments are derecognised or impaired.

#### Revaluation reserve

The revaluation reserve relates to the revaluation of property, plant and equipment and includes revaluation gains or losses upon the reclassification of property, plant and equipment to investment property.

#### Share option reserve

The share option reserve reflects charges relating to granting of share options.

#### Dividends

The following dividends were declared and paid by the Group:

	2018	2017
	€'000	€'000
€0.00 per qualifying ordinary share (2017: €0.05)	-	490

A dividend is not declared in respect of 2018 or 2017. A final dividend for 2016 of €0.05 cent per share was paid on 9 December 2016.

A minority interest dividend of €34,000 was paid during the year (2017: €44,000).

### 23. Earnings per share

The calculation of basic and diluted earnings/(loss) per share is set out below:

	2018	2017
	€'000	€'000
<b>Profit/(loss) attributable to ordinary shareholders</b>		
Profit for the year – continuing operations	<b>22,505</b>	2,481
Loss for the year – discontinued operations	<b>(2,612)</b>	(342)
Profit for the year	<b>19,892</b>	2,139
Profit attributable to ordinary shareholders	<b>19,757</b>	2,252

**23. Earnings per share** *(continued)*

	2018	2017
	Number	Number
	'000	'000
<b>Weighted average number of ordinary shares in thousands of shares</b>		
Weighted average number of ordinary shares in issue for the year	<b>8,887</b>	10,286
Weighted average number of treasury shares	<b>(888)</b>	(502)
Denominator for basic earnings per share	<b>7,999</b>	9,784
Effect of share options in issue	<b>209</b>	79
<b>Weighted average number of ordinary shares (diluted) at year end</b>	<b>8,208</b>	9,863

As the Group incurred a loss on discontinued operations in 2018 and 2017, share options have an anti dilutive impact and as such were not included in the diluted earnings/(loss) per share calculation.

	2018	2017
<b>Earnings/(loss) per share:</b>		
<i>Basic earnings/(loss) per share (euro cent):</i>		
Continuing	<b>281.32</b>	26.50
Discontinued	<b>(32.66)</b>	(3.50)
	<b>248.66</b>	23.00
<i>Diluted earnings/(loss) per share (euro cent):</i>		
Continuing	<b>272.46</b>	26.50
Discontinued	<b>(32.66)</b>	(3.50)
	<b>239.80</b>	23.00

**24. Loans and borrowings****Group**

This note provides information about the contractual terms of the Group's interest-bearing loans and borrowings, which are measured at amortised cost. For more information about the Group's exposure to interest rate, foreign currency and liquidity risk, see note 28.

	2018	2017
	€'000	€'000
<b>Non-current liabilities</b>		
Secured bank loans	<b>5,000</b>	5,000
Finance lease liabilities	<b>174</b>	79
	<b>5,174</b>	5,079
<b>Current liabilities</b>		
Finance lease liabilities	<b>49</b>	22
	<b>49</b>	22
<b>Total</b>	<b>5,223</b>	5,101

## Notes to the consolidated financial statements (continued)

### 24. Loans and borrowings (continued)

#### Terms and debt repayment schedule

Terms and conditions of outstanding loans were as follows:

	Currency	Nominal interest rate	Year of maturity	2018 Face value €'000	2018 Carrying amount €'000	2017 Face value €'000	2017 Carrying amount €'000
Secured bank loan	eur	Euribor+2.5%	2021	5,294	5,000	5,206	5,000
Finance lease liabilities	eur	6%	2020	243	223	116	101
<b>Total interest-bearing liabilities</b>				<b>5,537</b>	<b>5,223</b>	5,332	5,101

The secured loan was refinanced with Allied Irish Bank plc during the year.

#### Finance lease liabilities

Finance lease liabilities are payable as follows:

	Future minimum lease payments 2018 €'000	Interest 2018 €'000	Present value of minimum lease payments 2018 €'000	Future minimum lease payments 2017 €'000	Interest 2017 €'000	Present value of minimum lease payments 2017 €'000
Less than one year	53	4	49	25	3	22
Between one and five years	190	16	174	91	12	79
	<b>243</b>	<b>20</b>	<b>223</b>	116	15	101

The maturity of non current borrowing is as follows:

	2018 €'000	2017 €'000
Between 1 and 2 years	2,146	5,055
Between 2 and 5 years	3,077	46
	<b>5,223</b>	5,101

#### Company

##### Non-current liabilities

Secured bank loans	5,000	5,000
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#### Terms and debt repayment schedule

Terms and conditions of outstanding loans were as follows:

	Currency	Nominal interest rate	Year of maturity	31 August 2018		31 August 2017	
				Face value €'000	Carrying amount €'000	Face value €'000	Carrying amount €'000
Secured bank loan	eur	Euribor+2.5%	2021	5,000	5,000	5,000	5,000

The secured loan was refinanced with Allied Irish Bank plc during the year.

## 24. Loans and borrowings *(continued)*

### Reconciliation of movements of interest bearings loans and borrowings to cashflows arising from financing activities

	Bank overdrafts used for cash management purposes 2018 €'000	Bank borrowings 2018 €'000	Finance lease liabilities 2018 €'000	Share capital and share premium 2018 €'000	Other reserves and retained earnings 2018 €'000	Total 2018 €'000
<b>Balance at 1 September 2017</b>	<b>527</b>	<b>5,000</b>	<b>101</b>	<b>4,312</b>	<b>53,901</b>	<b>63,841</b>
Changes from financing cashflows						
Capital element of finance lease repayments	-	-	(35)	-	-	(34)
Dividend paid to non-controlling interest	-	-	-	-	(34)	(35)
Share redemption	-	-	-	-	(44,958)	(44,958)
Acquisition of treasury shares	-	-	-	-	(6,047)	(6,047)
<b>Total changes from financing cashflows</b>	<b>-</b>	<b>-</b>	<b>(35)</b>	<b>-</b>	<b>(51,039)</b>	<b>(51,074)</b>
Changes from cashflows	1,137	-	-	-	-	1,137
New finance leases	-	-	157	-	-	157
Interest paid	-	(116)	-	-	-	(116)
Interest expenses	-	116	-	-	-	116
<b>Total equity related and other changes</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(632)</b>	<b>22,127</b>	<b>21,495</b>
<b>Balance at 31 August 2018</b>	<b>1,664</b>	<b>5,000</b>	<b>223</b>	<b>3,680</b>	<b>24,989</b>	<b>35,556</b>

## 25. Employee benefits

The Group operates four defined contribution schemes, one in the Company and three in subsidiaries. The assets of the schemes are held separately from those of the Companies in independently administered funds. The pension charge represents contributions payable by the companies to the funds and totalled €487,000 for the year ended 31 August 2018 (2017: €471,000). At 31 August 2018, €42,000 (2017: €45,500) was included within creditors in respect of defined contribution pension liabilities.

## Notes to the consolidated financial statements (continued)

### 26. Share-based payments

#### Equity settled share based payments

On 27 July 2005, the Group established an equity settled share option programme that entitles key management personnel and senior employees to purchase shares in the Company. 150,000 were granted on 1 October 2013. 120,000 share options were granted on 27 May 2014 and 205,000 share options were granted on 1 September 2014. Options granted in 2013 are exercisable at a price of €4.70. Options granted in 2014 are exercisable at a price of €6.05 and €5.95 respectively. The scheme permits the grant of options limited to 3% of the ordinary share capital of the Company in any three year period. Options vest three years after the date of grant and no option is capable of exercise later than seven years after the date of grant. Options are granted at the discretion of the Remuneration Committee.

On 1 July 2015, at an annual general meeting, a share option scheme for full time Executives was approved by shareholders. The scheme permits the grant of options limited to 5% of the ordinary share capital in any ten year period. No option is capable of exercise later than seven years after the date of the grant. Options are granted at the discretion of the Remuneration Committee. The scheme shall expire ten years after the adoption date.

Under the group Share Option Scheme established on the 27 July 2005 and renewed on 1 July 2015, in the event of any issue of shares, by way of rights, capitalisation issue or any consolidation or subdivision or reduction of the capital of the Company, the number of shares subject to any Option and the Subscription Price for each of those Shares, was adjusted in such manner as to be fair and reasonable provided that:

- (a) the aggregate amount payable on the exercise of an Option in full is not increased;
- (b) the Subscription Price for a Share is not reduced below its nominal value.

As a result of the reduction of the capital of the Company on the 18 May 2018, the outstanding share options available and associated strike price have been reduced pro rata based on the percentage capital reduction and share buyback price.

On 18 May 2018, and as part of the Company's capital redemption, 48,000 share options granted on 27 May 2014 and 73,000 share options granted on 1 September 2014 were cash settled by the company. Following this redemption, 81,000 share options granted on 1 October 2013, 38,000 share options granted on 27 May 2014 and 61,000 share options granted on 1 October 2014 were cancelled. The amendment to each option price, in respect of remaining share options in place post redemption, is as follows:

Grant date	Option price as at 31 August 2018	Number of instruments in thousands as at 31 August 2018	Option price as at 31 August 2017	Number of instruments in thousands as at 31 August 2017	Vesting conditions	Contractual life of options
Option grant on 1 October 2013	€0.31	69	€4.70	150	3 years' service	7 years
Option grant on 27 May 2014	€0.31	14	€6.05	30	3 years' service	7 years
Option grant on 27 May 2014	€2.34	19	€6.05	90	3 years' service	7 years
Option grant on 1 September 2014	€0.31	19	€5.95	40	3 years' service	7 years
Option grant on 1 September 2014	€2.12	31	€5.95	165	3 years' service	7 years
<b>Exercisable as at 31 August</b>		<b>152</b>		<b>475</b>		

Additionally, a share option arrangement granted before 7 November 2002 exists. Options granted under this scheme have no expiration. The recognition and measurement principles in IFRS 2 have not been applied to these grants.

At 31 August 2018, there were 67,000 (2017: 67,000) options outstanding with a grant date pre 7 November 2002.

## 26. Share-based payments (continued)

The number and weighted average exercise prices of share options are as follows:

	Weighted average exercise price	Number of options '000's	Weighted average exercise price	Number of options '000's
	2018	2018	2017	2017
<b>In thousands of options</b>				
<b>Outstanding at 1 September:</b>				
Pre 2002 options	€0.13	67	€0.13	67
Options granted in 2013	€3.41	150	€4.70	150
Options granted in 2014	€4.84	120	€6.05	120
Options granted in 2014	€4.79	205	€5.95	205
Options granted in 2014 – cash settled	€4.84	(48)	-	-
Options granted in 2014 – cash settled	€4.79	(73)	-	-
Options granted in 2013 – cancelled	€3.41	(81)	-	-
Options granted in 2014 – cancelled	€4.84	(38)	-	-
Options granted in 2014 – cancelled	€4.79	(61)	-	-
Options granted in 2014 – exercised	€4.84	(12)	-	-
Options granted in 2014 – lapsed	€4.74	(10)	-	-
<b>Outstanding at 31 August</b>		<b>219</b>		<b>542</b>
<b>Exercisable at 31 August:</b>				
	€0.13	67	€0.13	67
	€0.31	69	€4.70	150
	€0.31	14	€6.05	120
	€2.34	19	-	-
	€0.31	19	-	-
	€2.12	31	-	-

As a result of the reduction of the capital of the Company on the 18 May 2018, the outstanding share options available and associated strike price have been reduced pro rata based on the percentage capital reduction and share buyback price and the incremental fair value gave rise to an expense of rise to an expense of €75,238.

The options outstanding at 31 August 2018 have an exercise price in the range of €0.13 to €2.34 and a weighted average remaining contractual life of 2.5 years. In accordance with accounting standards, the fair value of options granted pre 2002 have not been reflected in these financial statements. The fair value of services received in return for share options granted is based on the fair value of share options granted, measured using a binomial lattice model. There were no equity settled share options granted in 2018 (2017: None).

### Cash settled share based payments

In 2015, a cash settled share performance plan was put in place that entitles key management and senior employees to a cash payment based on the following metrics. 70,000 options were granted on 1 December 2017 where one third can be exercised after one year, one third after two years and one third after three years. 70,000 options were granted on 1 April 2017 where one third can be exercised after one year, one third after two years and one third after three years. 70,000 options were granted on 1 April 2016 where one third can be exercised after one year, one third after two years and one third after three years. 70,000 options were granted on 1 April 2015 where one third can be exercised after one year, one third after two years and one third after three years. No option is capable of exercise later than seven years after the grant date. Options are granted at the discretion of the Remuneration Committee.

## Notes to the consolidated financial statements (continued)

### 26. Share-based payments (continued)

Details of awards granted under Share Performance Plan	Share price at award	Year to earliest release date	Initial award	Exercised during the year	Net outstanding	Exercisable at year end	Fair value at year end	Fair value at prior year end
Granted in 2018	€6.79	1	70,000	-	70,000	-	€1.64	-
Granted in 2017	€5.32	-	70,000	-	70,000	23,333	€4.96	€1.40
Granted in 2016	€5.25	-	70,000	(10,000)	60,000	36,666	€3.97	€1.28
Granted in 2015	€5.77	-	70,000	(20,000)	50,000	50,000	€3.74	€1.10

The inputs and assumptions for the purpose of the valuation of the equity settled and cash settled share based payments at the measurement date are as follows:

#### Central assumptions:

Volatility	25% p.a.
Share price at grant date	€7.70
Share price at 31 August 2018	€9.60
Exercise price	€6.79
Dividend yield	2.75% p.a.
Risk-free interest rate	0% p.a.
Rate of forced early exercise	10% p.a.
Minimum gain for voluntary early exercise	33% of exercise price
Rate of voluntary early exercise at minimum gain	50% p.a.

	2018 €'000	2017 €'000
<b>Employee expenses</b>		
Equity settled share options granted in 2013	(17)	16
Equity settled share options granted in 2014	142	113
Share performance plan options granted in 2015	110	15
Share performance plan options granted in 2016	132	38
Share performance plan options granted in April 2017	191	19
Share performance plan options granted in December 2017	53	-
<b>Total expense recognised as employee costs</b>	<b>611</b>	<b>201</b>

**27. Trade and other payables**

	2018	2017
	€'000	€'000
<b>Group</b>		
<b>Current</b>		
Trade payables	5,808	4,894
PAYE	188	223
PRSI	104	113
Accrued expenses	5,131	4,197
Value added tax	26	19
	<b>11,257</b>	<b>9,446</b>
<b>Deferred income</b>		
<b>Non current</b>		
Capital grant	308	71
	<b>11,565</b>	<b>9,517</b>

The Group's exposure to currency and liquidity risk related to trade and other payables is disclosed in note 28.

	2018	2017
	€'000	€'000
<b>Company</b>		
Payables due to subsidiary undertakings	2,977	2,532
Other trade payables	55	213
PAYE	26	26
PRSI	11	11
Accrued expenses	2,238	1,337
Value added tax	25	11
	<b>5,332</b>	<b>4,130</b>

The Company's exposure to currency and liquidity risk related to trade and other payables is disclosed in note 28.

## Notes to the consolidated financial statements (continued)

### 28. Financial instruments

The Group's financial instruments at 31 August 2018 were classified as follows:

	Loans and receivables at amortised cost	Available for sale financial assets at fair value	Derivatives at fair value	Liability at amortised cost
	€'000	€'000	€'000	€'000
<b>Group</b>				
<b>31 August 2018</b>				
Equity investments	-	9	-	-
Loan to associates	255	-	-	-
Cash at bank	6,978	-	-	-
Trade receivables due from related parties	93	-	-	-
Trade receivables	16,493	-	-	-
Other receivables	4,289	-	-	-
Forward currency contract – asset	-	-	43	-
Bank overdraft	-	-	-	(1,664)
Loans and borrowings	-	-	-	(5,000)
Trade and other payables	-	-	-	(11,257)
	<b>28,108</b>	<b>9</b>	<b>43</b>	<b>(17,921)</b>

	Loans and receivables at amortised cost	Available for sale financial assets at fair value	Derivatives at fair value	Liability at amortised cost
	€'000	€'000	€'000	€'000
<b>Group</b>				
<b>31 August 2017</b>				
Equity investments	-	187	-	-
Loan to associates	781	-	-	-
Cash at bank	12,733	-	-	-
Trade receivables due from related parties	66	-	-	-
Trade receivables	14,140	-	-	-
Other receivables	1,845	-	-	-
Deferred consideration	4,000	-	-	-
Forward currency contract – asset	-	-	5	-
Bank overdraft	-	-	-	(527)
Loans and borrowings	-	-	-	(5,000)
Trade and other payables	-	-	-	(9,446)
	<b>33,565</b>	<b>187</b>	<b>5</b>	<b>(14,973)</b>

**28. Financial instruments** *(continued)*

	Loans and receivables at amortised cost €'000	Available for sale financial assets at fair value €'000	Derivatives at fair value €'000	Liability at amortised cost €'000
<b>Company</b>				
<b>31 August 2018</b>				
Equity investments	-	9	-	-
Loan to associates	255	-	-	-
Other trade receivables due from subsidiary undertakings	1,695	-	-	-
Trade receivables	450	-	-	-
Other receivables	57	-	-	-
Deferred consideration	4,000	-	-	-
Bank overdraft	-	-	-	-
Loans and borrowings	-	-	-	(5,000)
Payables due to related parties	-	-	-	(2,997)
Trade and other payables	-	-	-	(2,257)
	<b>6,457</b>	<b>9</b>	<b>-</b>	<b>(10,254)</b>

	Loans and receivables at amortised cost €'000	Available for sale financial assets at fair value €'000	Derivatives at fair value €'000	Liability at amortised cost €'000
<b>Company</b>				
<b>31 August 2017</b>				
Equity investments	-	182	-	-
Loan to associates	781	-	-	-
Other trade receivables due from subsidiary undertakings	5,185	-	-	-
Trade receivables	71	-	-	-
Other receivables	1,357	-	-	-
Bank overdraft	-	-	-	-
Loans and borrowings	-	-	-	(5,000)
Payables due to related parties	-	-	-	(2,532)
Trade and other payables	-	-	-	(1,550)
	<b>7,394</b>	<b>182</b>	<b>-</b>	<b>(9,082)</b>

## Notes to the consolidated financial statements (continued)

### 28. Financial instruments (continued)

#### Credit risk

##### Exposure to credit risk

Credit risk is the risk of financial loss to the Group and Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group and Company's receivables from customers and available for sale investments. The carrying amount of financial assets represents the maximum credit exposure of the Group and Company. The maximum exposure to credit risk at the reporting date was:

	Note	Carrying amount	
		2018 €'000	2017 €'000
<b>Group</b>			
Loans due from associates	16	255	781
Available-for-sale equity investments	17	9	189
Trade receivables from related parties	20	93	66
Trade receivables	20	16,493	14,140
Other receivables	20	289	1,845
Deferred consideration	20	4,000	-
		<b>21,139</b>	<b>17,021</b>

	Note	Carrying amount	
		2018 €'000	2017 €'000
<b>Company</b>			
Loans due from associates	16	255	781
Available-for-sale financial assets	17	9	182
Trade receivables from subsidiary undertakings	20	1,695	5,185
Trade and other receivables	20	507	1,428
Deferred consideration	20	4,000	-
		<b>6,466</b>	<b>7,576</b>

The maximum exposure to credit risk for trade receivables of the Group at the reporting date by geographic region was:

	Carrying amount	
	2018 €'000	2017 €'000
<b>Group</b>		
Ireland	9,269	7,020
United Kingdom	684	872
Other Euro-zone countries	5,884	5,066
Other regions	656	1,182
	<b>16,493</b>	<b>14,140</b>

All receivables from related parties arise in Ireland and are Euro denominated. Similarly, loans to associates arise in Ireland and are Euro denominated.

**28. Financial instruments (continued)**

The maximum exposure to credit risk from trade receivables of the Company at the reporting date by geographic region was:

	Carrying amount	
	2018	2017
	€'000	€'000
<b>Company</b>		
Ireland	<b>450</b>	71

All receivables from related parties arise in Ireland and are Euro denominated. Similarly loans to associates arise in Ireland and are Euro denominated.

The maximum exposure to credit risk for trade receivables of the Group at the reporting date by type of customer was:

	Carrying amount	
	2018	2017
	€'000	€'000
<b>Group</b>		
Wholesale customers	<b>1,002</b>	1,002
Retail customers	<b>15,491</b>	13,138
	<b>16,493</b>	14,140

The maximum exposure to credit risk for trade receivables of the Company at the reporting date by type of customer was:

	Carrying amount	
	2018	2017
	€'000	€'000
<b>Company</b>		
Wholesale customers	<b>450</b>	71

The ageing of trade receivables at the reporting date was:

	2018		2017	
	Gross	Impairment provision	Gross	Impairment provision
	2018	2018	2017	2017
	€'000	€'000	€'000	€'000
<b>Group</b>				
Not past due	<b>6,711</b>	-	5,966	-
Past due < 30 days	<b>1,288</b>	-	1,455	-
Past due 30 – 365 days	<b>8,725</b>	<b>925</b>	6,709	193
Past due > 365 days	<b>7,657</b>	<b>6,963</b>	7,823	7,620
	<b>24,381</b>	<b>7,888</b>	21,953	7,813

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	2018	2017
	€'000	€'000
Balance at 1 September	<b>7,813</b>	7,463
Debts recovered	<b>(732)</b>	(71)
Increase in provision charged to income statement	<b>807</b>	421
<b>Balance at 31 August</b>	<b>7,888</b>	7,813

## Notes to the consolidated financial statements (continued)

### 28. Financial instruments (continued)

Based on historic default rates, the Group believes that no impairment allowance is necessary in respect of trade receivables up to 30 days. Amounts past due have been analysed for impairment on a specific basis, resulting in impairment provided for 0% of the balance past due less than 30 days (2017: 0%), 11% of the balance past due from 30 to 365 days (2017: 3%) and 91% of balances past due in excess of 365 (2017: 97%) for which security has not been received over the amount receivable. No significant credit risk is perceived with respect to receivables due from related parties. Loans to associates are routinely reviewed for impairment. No impairment was recognised in respect of associate loans in 2018 (2017: €Nil).

	Gross 2018 €'000	Impairment provision 2018 €'000	Gross 2017 €'000	Impairment provision 2017 €'000
<b>Company</b>				
Not past due	3	-	5	-
Past due < 30 days	-	-	5	-
Past due 30 – 365 days	-	-	-	-
Past due > 365 days	5,333	4,886	5,402	5,341
	<b>5,336</b>	<b>4,886</b>	5,412	5,341

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	2018 €'000	2017 €'000
Balance at 1 September	5,341	5,412
Debts recovered	205	(71)
Impairment provision released	(660)	-
<b>Balance at 31 August</b>	<b>4,886</b>	5,341

Based on historic default rates, the Company believes that no impairment allowance is necessary in respect of trade receivables up to 30 days. Amounts past due have been analysed for impairment on a specific basis, resulting in impairment provided of 0% (2017: 0%) of the balance past due less than 30 days, 0% of the balance past due from 30 to 365 days (2017: 0%) and 92% of balances past due in excess of 365 days (2017: 99%) for which security has not been received over the amount receivable. No significant credit risk is perceived with respect to receivables due from related parties. Loans to associates are routinely reviewed for impairment. No impairment was recognised in respect of associate loans in 2018 (2017: €Nil).

### Liquidity risk

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

	Carrying amount €'000	Contractual cash flows €'000	6 mths or less €'000	6–12 mths €'000	1–2 years €'000	2–5 years €'000	More than 5 years €'000
<b>31 August 2018</b>							
<b>Group</b>							
Forward currency contract – asset	(43)	43	43	-	-	-	-
Secured bank loans	5,000	(5,294)	(556)	(556)	(1,100)	(3,075)	-
Finance lease liabilities	223	(243)	(41)	(41)	(81)	(81)	-
Bank overdraft	1,664	(1,664)	(1,664)	-	-	-	-
Trade and other payables	11,257	(11,257)	(11,257)	-	-	-	-
	<b>18,101</b>	<b>(18,415)</b>	<b>(13,475)</b>	<b>(597)</b>	<b>(1,181)</b>	<b>(3,156)</b>	-

**28. Financial instruments** *(continued)*

	Carrying amount €'000	Contractual cash flows €'000	6 mths or less €'000	6 - 12 mths €'000	1 - 2 years €'000	2 - 5 years €'000	More than 5 years €'000
<b>31 August 2017</b>							
<b>Group</b>							
Forward currency contract – asset	(5)	5	5	-	-	-	-
Secured bank loans	5,000	(5,206)	(52)	(52)	(5,102)	-	-
Finance lease liabilities	101	(116)	(12)	(13)	(45)	(46)	-
Bank overdraft	527	(527)	(527)	-	-	-	-
Trade and other payables	9,446	(9,446)	(9,446)	-	-	-	-
	15,069	(15,290)	(10,032)	(65)	(5,147)	(46)	-

	Carrying amount €'000	Contractual cash flows €'000	6 mths or less €'000	6 - 12 mths €'000	1 - 2 years €'000	2 - 5 years €'000	More than 5 years €'000
<b>31 August 2018</b>							
<b>Company</b>							
Secured bank loans	<b>5,000</b>	<b>(5,294)</b>	<b>(556)</b>	<b>(556)</b>	<b>(1,100)</b>	<b>(3,075)</b>	-
Payables due to subsidiary undertakings	<b>2,977</b>	<b>(2,977)</b>	<b>(2,977)</b>	-	-	-	-
Trade and other payables	<b>2,257</b>	<b>(2,257)</b>	<b>(2,257)</b>	-	-	-	-
	<b>10,234</b>	<b>(10,528)</b>	<b>(5,790)</b>	<b>(556)</b>	<b>(1,100)</b>	<b>(3,075)</b>	-

	Carrying amount €'000	Contractual cash flows €'000	6 mths or less €'000	6 - 12 mths €'000	1 - 2 years €'000	2 - 5 years €'000	More than 5 years €'000
<b>31 August 2017</b>							
<b>Company</b>							
Secured bank loans	5,000	(5,206)	(52)	(52)	(5,102)	-	-
Payables due to subsidiary undertakings	2,532	(2,532)	(2,532)	-	-	-	-
Trade and other payables	1,550	(1,550)	(1,550)	-	-	-	-
	9,082	(9,288)	(4,134)	(52)	(5,102)	-	-

## Notes to the consolidated financial statements (continued)

### 28. Financial instruments (continued)

#### Currency risk

##### Exposure to currency risk

The Group's exposure to foreign currency risk on financial instruments that impact profit or loss at the balance sheet date was as follows:

	2018	2017
	€'000	€'000
Trade receivables	4,927	4,778
Bank balance	1,986	3,783
Forward currency contract – asset	43	5
Trade payables	(1,190)	(1,367)
<b>Gross balance sheet exposure</b>	<b>5,766</b>	<b>7,199</b>

The following significant exchange rates applied during the year:

	Average rate		Reporting date spot rate	
	2018	2017	2018	2017
GBP to Euro	1.13	1.15	1.012	1.09

#### Sensitivity analysis

A 10 percent strengthening of the euro against the following currencies at 31 August 2018 would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2017.

	Equity	Profit or loss
	€'000	€'000
<b>GBP</b>		
31 August 2018	(1,001)	74
31 August 2017	(685)	(348)

A 10 percent weakening of the euro against the above currencies at 31 August would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

#### Interest rate risk

##### Profile

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments was solely variable.

#### Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the reporting date would have increased/ (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2017.

	Profit or loss		Equity	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
	€'000	€'000	€'000	€'000
<b>31 August 2018</b>				
Cash flow sensitivity (net)	(25)	25	(25)	25
<b>31 August 2017</b>				
Cash flow sensitivity (net)	(264)	264	(264)	264

## 28. Financial instruments (continued)

### Equity Risk

The value of the Group and Company's available-for-sale financial assets are exposed to fluctuations in the Irish equity market. A 5% strengthening of equity prices at 31 August 2018 would have increased equity and profit or loss by €900 (2017: €57,200). A 5% weakening of equity prices would have had an equal but opposite effect.

### Derivative financial instruments

The fair values of foreign exchange contracts are analysed by year of maturity as follows:

	2018	2017
	€'000	€'000
<b>Derivatives classified at fair value through the income statement</b>		
Forward currency contract – within one year – current asset	<b>43</b>	5

The Group's foreign exchange hedge risk arises due to future cashflows from movements in foreign exchange rates and affect the profit and loss over the period of maturity.

The fair value gain arising on forward currency contract reflected in the consolidated statement of profit or loss and comprehensive income in 2018 was €43,000 (2017: €5,000).

### Fair values

#### Fair values versus carrying amounts

The fair values of financial assets and liabilities, together with the carrying amounts shown in the balance sheet, are as follows:

	31 August 2018		31 August 2017	
	Carrying amount €'000	Fair value €'000	Carrying amount €'000	Fair value €'000
Available-for-sale financial assets	9	9	187	187
Loans and receivables	16,493	16,493	14,140	14,140
Cash at bank	6,978	6,978	12,733	12,733
Secured bank loans	(5,000)	(5,000)	(5,000)	(5,000)
Finance lease liabilities	(223)	(223)	(101)	(101)
Trade and other payables	(11,257)	(11,257)	(9,446)	(9,446)
Forward currency contract – asset	43	43	5	5
Bank overdraft	(1,664)	(1,664)	(527)	(527)
	<b>5,379</b>	<b>5,379</b>	11,991	11,991

The carrying amounts of loans and receivables, trade and other payables are deemed to be a reasonable approximation of fair value. The basis for determining fair values is disclosed in note 4. The fair value of secured loans and finance lease liabilities has been calculated using discounted cash flows. The Group has availed of the exemption in IFRS 7 'Financial instruments: Disclosure' in respect of additional disclosures where fair value closely approximates the amortised cost carrying value.

### Fair Value Hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly; and
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

## Notes to the consolidated financial statements (continued)

### 28. Financial instruments (continued)

At 31 August 2018 and 31 August 2017, the Group recognised and measured the following financial instruments at fair value:

	2018 Total €'000	2018 Level 1 €'000	2018 Level 2 €'000	2018 Level 3 €'000
Available-for-sale financial assets – equity investments	9	-	9	-
Forward currency contract – asset	44	-	44	-

	2017 Total €'000	2017 Level 1 €'000	2017 Level 2 €'000	2017 Level 3 €'000
Available-for-sale financial assets – equity investments	187	-	-	187
Forward currency contract – asset	5	-	5	-

#### Valuation techniques and significant unobservable inputs

Class of financial instruments measured at fair value	Level	Valuation technique	Significant unobservable inputs
Available for sale investments	Level 2	Fair value is estimated by reference to the observable share price of the entity.	Not applicable
Forward exchange contracts	Level 2	Fair value is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate (based on government bonds).	Not applicable

#### Additional disclosures for level 3 fair value measurements

	2018 €'000	2017 €'000
<b>Unquoted equity investments</b>		
At beginning of year	187	995
Disposal	(117)	(843)
Gain recognised in other comprehensive income	-	35
Revaluation	(61)	-
<b>At the end of the year</b>	<b>9</b>	<b>187</b>

#### Interest rates used for determining fair value

The interest rates used to discount estimated cash flows, where applicable, are based on the government yield curve at the reporting date plus an adequate credit spread, and were as follows:

	2018	2017
Derivatives	3.1%	3.1%
Loans and borrowings	1.8%	2.5%
Leases	6.0%	6.0%

## 29. Operating leases

### Leases as lessor

The future minimum lease payments receivable under non-cancellable leases are as follows:

	2018	2017
	€'000	€'000
Less than one year	111	154
Between one and five years	208	375
	<b>319</b>	529

During the year ended 31 August 2018, €205,000 was recognised as rental income in the income statement (2017: €777,000). Expense charges against this income was as follows: maintenance costs €1,000 (2017: €41,000), management expenses €65,000 (2017: €262,000) and depreciation €Nil (2017: €21,000).

### Leases as lessee

The future minimum lease payments payable under non-cancellable leases are as follows:

	2018	2017
	€'000	€'000
Less than one year	178	106
Between one and five years	353	242
	<b>531</b>	348

## 30. Capital and other commitments

At the year end, there were capital commitments of €257,000 authorised by the Directors and not provided for in the financial statements (2017: €136,000). The Group currently has financial commitments in respect of the planting of seed potatoes for the 2018/2019 season totalling 1,978 hectares (2017: 1,966 hectares).

## 31. Contingencies

Capital grants up to a maximum of €252,000 (2017: €2,000) could become repayable in certain circumstances as set out in the agreements.

## Notes to the consolidated financial statements (continued)

### 32. Discontinued operations

During 2018, the Group has discontinued its Brazilian produce operations and the trade in the year is presented as a discontinued operation.

The loss incurred in respect of the Brazilian produce operations in 2018 was €2,613,000 (2017: €342,000) and the 2017 results have been restated on a comparable basis as required. The revenue, results and cashflows of the Group's discontinued operations were as follows:

	2018 €'000	2017 €'000
Revenue	400	649
Cost of sales	(1,314)	(640)
<b>Gross profit</b>	<b>(914)</b>	9
Administrative expenses	(1,010)	(358)
<b>Loss from operating activities</b>	<b>(1,924)</b>	(349)
Finance income	-	7
Finance expense	(13)	-
Net finance expense*	(13)	7
<b>Loss before income tax</b>	<b>(1,937)</b>	(342)
Income tax	-	0
<b>Loss for the year from discontinued activities – pre exceptional</b>	<b>(1,937)</b>	(342)
Exceptional item – Recycling of currency translation differences	(676)	-
<b>Loss for the year from discontinued activities</b>	<b>(2,613)</b>	(342)

\* Finance expense in 2018 primarily relates to the recycling of the currency translation reserve in respect of Brazilian operations.

#### Cashflow

Loss for the year:	(2,613)	(342)
Adjustments for:		
Depreciation	10	10
Net finance expenses	689	(8)
Loss on fixed assets	42	-
Changes in inventory	862	(617)
Changes in trade and other receivables	381	(87)
Changes in trade and other payables	626	998
Net decrease in cash and cash equivalents	(3)	(46)

### 33. Asset held for sale

	2018 €'000	2017 €'000
<b>Group</b>		
Balance at the beginning of the year	23,835	23,835
Disposal of asset held for sale	(23,835)	-
<b>Balance at the end of the year</b>	<b>-</b>	<b>23,835</b>

On 16 February 2018, Donegal announced that, under the terms of the Settlement Agreement, it received €41.5m in cash proceeds for the sale of its interest in Monaghan Middlebrook Mushrooms. A further two non-conditional deferred payments are to be received by Donegal as follows: (a) €2m, to be received on or before 15 February 2019; and (b) €2m, to be received on or before 15 February 2020, bringing the total amount receivable pursuant to the Settlement Agreement to approximately €45m. €4m is included within receivables at 31 August 2018.

### 34. Disposal of subsidiaries

	2018 €'000	2017 €'000
<b>Group – exceptional (see note 8)</b>		
<b>Other income</b>		
Gain on disposal of subsidiaries	-	293
<b>Expenses</b>		
Administration expenses – Cost of disposal	-	(148)
Finance expense – Non cash recycle of currency translation differences of subsidiary disposed	-	(370)
<b>Loss on disposal of subsidiaries, net</b>	<b>-</b>	<b>(225)</b>

The Group disposed of Biogreen Foods Limited on 31 October 2016, Chef in a Box Limited on 26 June 2017 and An Grianan Grain Co Limited on 4 July 2017.

The carrying value of net identifiable assets disposed of amounts to €1,332,000, resulting in a loss on disposal of €225,000.

### 35. Related parties

#### Parent and ultimate controlling party

The Parent and ultimate controlling party of the Group is Donegal Investment Group plc.

#### Transactions with key management personnel

In addition to their salaries, the Group also provides non-cash benefits to Directors and Executive officers, and contributes to a post-employment defined contribution pension plan on their behalf.

Executive officers also participate in the Group's share option programme see note 26.

Key management personnel compensation comprised:

	2018 €'000	2017 €'000
Short-term employee benefits	769	614
Post-employment benefits	86	83
Share-based payments	563	125
	<b>1,418</b>	<b>822</b>

## Notes to the consolidated financial statements (continued)

### 35. Related parties (continued)

#### Key management personnel and director transactions

Directors of the Company control 5.73% (2017: 4.7%) of the voting shares of the Company as at 31 August 2018.

From time to time, Directors of the Group, or their related entities, may purchase goods from the Group. These purchases are on the same terms and conditions as those entered into by other Group employees or customers.

In the ordinary course of their business as farmers, Directors have traded on standard commercial terms with the Group. Aggregate purchases from, and sales to, these Directors amounted to €Nil (2017: €Nil) and €523,906 (2017: €349,017), respectively. Directors received a dividend per qualifying share held at dividend date.

A relative of non-executive director, Norman Witherow, rented 795 acres of farm land at the Grianan Estate, an investment property of DIG plc, during 2017. The Grianan Estate was sold in June 2017 and negotiations in respect of amendments to the lease were finalised prior to the sale in order to maximise the proceeds received by the Group on the sale.

#### Related party transactions – Group

	Transaction value		Balance outstanding	
	2018	2017	2018	2017
	€'000	€'000	€'000	€'000
<b>Sale of goods and services</b>				
Sales by Group to Directors	<b>524</b>	349	<b>93</b>	66

#### Other related party transactions – Company

	Transaction value		Balance outstanding	
	2018	2017	2018	2017
	€'000	€'000	€'000	€'000
<b>Sale of goods and services</b>				
By parent to subsidiaries	<b>1,450</b>	1,470	<b>2,976</b>	2,532
To parent from subsidiaries	-	-	<b>1,695</b>	5,185

All outstanding balances with these related parties are priced on an arm's length basis and are to be settled in cash within six months of the reporting date. None of the balances are secured.

### 36. Group entities

	Country of incorporation	Ownership interest	
		2018 %	2017 %
<b>Subsidiaries</b>			
<b>Robert Smyth &amp; Sons (Strabane &amp; Donegal) Limited</b> Registered office: Millsessiagh, Ballindrait, Lifford, Co Donegal	Ireland	100	100
<b>Zopitar Limited</b> Registered office: Ballyraine, Letterkenny, Co Donegal	Ireland	83	83
<b>Milburn Dairy Limited</b> Registered office: Ballyraine, Letterkenny, Co Donegal	Ireland	100	100
<b>IPM Potato Group Limited</b> Registered office: 602 Q House, Furze Rd, Sandyford Industrial Estate, Dublin 18	Ireland	100	100
<b>Donegal Potatoes Limited</b> Registered office: Colehill, Newtoncunningham, Co Donegal	Ireland	100	100
<b>Nomadic Dairy Limited</b> Registered office: Crossroads, Killygordon, Co Donegal	Ireland	80	80
<b>McCorkell Holdings Limited</b> Registered office: Administration Building, Lisahally Terminal, Derry, BT47 6FL	Northern Ireland	75	75
<b>Burke Shipping Services Limited</b> Registered office: Administration Building, Lisahally Terminal, Derry, BT47 6FL	Northern Ireland	75	75
<b>Maybrook Dairy Limited</b> Registered office: Administration Building, Lisahally Terminal, Derry, BT47 6FL	Northern Ireland	100	100
<b>Euro-Agri Limited</b> Registered office: Administration Building, Lisahally Terminal, Derry, BT47 6FL	Northern Ireland	100	100
<b>Estuary Trading Limited</b> Registered office: Administration Building, Lisahally Terminal, Derry, BT47 6FL	Northern Ireland	100	100
<b>IPM Holland B.V.</b> Registered office: Marssumerdyk 1, 9033 WD Deinum, The Netherlands	Holland	100	100
<b>MPCO Limited</b> Registered office: Ballyraine, Letterkenny, Co Donegal	Ireland	100	100
<b>High Meadow Patents Limited</b> Registered office: Crossroads, Killygordon, Co Donegal	Ireland	100	100
<b>Donra Dairies</b> Registered office: Ballyraine, Letterkenny, Co Donegal	Ireland	100	100
<b>AJ Allan (Potato Merchants) Limited</b> Registered office: East Mill, Brechin, Angus, UK, DD9 7HJ	UK	100	100
<b>AJ Allan (Brechin) Limited</b> Registered office: East Mill, Brechin, Angus, UK, DD9 7HJ	UK	100	100
<b>Solanex Limited</b> Registered office: Rua Samuel Hahnemann n°17, Jardim Santo Andre, São João da Boa-SP, CEP 13872-029, Brazil	Brazil	85	85
<b>IPM Brasil</b> Registered office: Avenida Dr José Bonifácio Coutinho Nogueira no. 214, Sala 232, Jardim Madalena CEP 13091-611, Campinas-SP, Brazil.	Brazil	100	100
<b>IPM France</b> Registered office: 1 rue de Bellonne 62490 Noyelles Sous Bellonne, France	France	100	100

## Notes to the consolidated financial statements (continued)

### 36. Group entities (continued)

	Country of incorporation	Ownership interest	
		2018 %	2017 %
<b>IPM Portugal</b>			
Batatas de Semente e Produtos Agrícolas, Unipessoal Lda Rua Domingos Sequeira no. Portugal 27 – 3rd J, 1350 – 119 Lisbon Portugal		<b>100</b>	100
<b>Kirinyaga Seeds Limited</b>			
LR No. 1065, Ngong Road, P.O. Box 25290 – 00603 – Lavington, Nairobi, Kenya	Kenya	<b>51</b>	-
<b>Associates:</b>			
<b>Monaghan Middlebrook Mushrooms</b>			
Registered office: Tyholland, Monaghan, Co Monaghan	Ireland	-	30
<b>North Western Livestock Holdings Limited</b>			
Registered office: Tubbercurry, Co Sligo	Ireland	<b>22.4</b>	22.4

The associate investment in Monaghan Middlebrook Mushroom was disposed of during the year.

During the year, the Group acquired a 51% shareholding in Kirinyaga Seeds Limited, a newly incorporated Kenyan seed potato company.

The following subsidiaries will avail of the filing exemption available under Section 357 of the Companies Act 2014, whereby they will annex the financial statements of Donegal Investment Group plc to their annual returns: Robert Smyth & Sons (Strabane & Donegal) Limited, Milburn Dairy Limited, IPM Potato Group Limited, MPCO Limited, High Meadow Patents Limited, Donra Dairies Limited and Nomadic Dairy Limited.

### 37. Post balance sheet events

The group purchased 9,276 ordinary shares of 13 cent held as treasury shares subsequent to the year end, for a total cost of €83,463.

On 28 November 2018, the Board approved the cancellation of 53.7% or 664,447 treasury shares in line with the pro-rata conversion and redemption applied to all other shareholders under the Return of Capital.

The Group acquired the minority interest 25% shareholding in McCorkell Holdings Limited on 25 October 2018.

There have been no other significant events subsequent to the year end, which would require adjustment to, or disclosure in, the financial statements.

### 38. Approval of consolidated financial statements

The consolidated financial statements were approved by the Directors on 29 November 2018.





**Donegal Investment Group plc**  
Ballyraine, Letterkenny, Co. Donegal.  
T: +353 (0) 74 9121766  
F: +353 (0) 74 9124823  
[www.donegaligroup.com](http://www.donegaligroup.com)