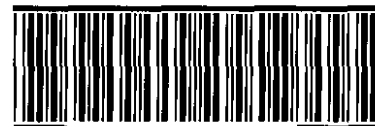


Greggs plc
Directors' report and accounts
2 January 1999

Registered number 502851



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director's report

The directors have pleasure in presenting their annual report and the audited accounts for the 53 weeks ended 2 January 1999. The comparative period is the 52 weeks ended 27 December 1997.

PRINCIPAL ACTIVITIES

The principal activities of the Group are the manufacture of bread, flour confectionery, sandwiches and savoury products, the sale of these products through the Group's own retail shops and catering within those shops.

RESULTS AND DIVIDENDS

Sales for the financial year excluding VAT were £291,420,000, an increase of £25,479,000 or 10% over the previous financial year. Group profit before taxation amounted to £20,214,000, an increase of 12% over the previous financial year.

An interim dividend of 12.5p per ordinary share was paid on 9 October 1998 and the directors propose a final dividend of 28.5p payable on 21 May 1999 leaving profit for the financial year to be retained of £9,614,000 (1997: £9,686,000).

BUSINESS REVIEW

A review of the business during the year and an outline of future developments are given in the Chairman's statement and Managing Director's report.

FIXED ASSETS

In the opinion of the directors the market value of all of the Group's properties is not significantly different from their historical net book amount.

DIRECTORS AND THEIR INTERESTS

The names of the directors in office during

the year together with their relevant interests in the share capital of the Company (as defined in the Companies Act 1985) at 2 January 1999 and 27 December 1997 and details of directors' share options are set out in note 7 to the accounts.

Trustee holdings of ordinary shares with no beneficial interest include 123,155 shares held by the Greggs Employee Benefit Trust to which certain directors are trustees.

In accordance with the Company's Articles of Association, Mr. M. Simpson and Mr. C.S. Gregg retire from the Board by rotation and, being eligible, offer themselves for re-election. Mr. M. Simpson has a service agreement determinable by not less than two years' notice from the Company, or not less than six months' notice from Mr. M. Simpson. Mr. C.S. Gregg does not have a service agreement (in common with the other non-executive directors).

CORPORATE GOVERNANCE

In June 1998, the Stock Exchange published the Principles of Good Governance and Code of Best Practice ("the Combined Code") which embraces the work of the Cadbury, Greenbury and Hampel Committees.

The Group is committed to high standards of corporate governance. This statement describes how the relevant principles of governance are applied to the Company.

The Board has complied throughout the year with the Combined Code apart from those provisions relating to specific terms for the appointment of non-executive directors, the appointment of a senior independent non-executive director, the length of directors' notice periods, the re-election of directors at

intervals of no more than three years and the directors' review of the effectiveness of the Group's system of internal controls. These matters are discussed in more detail below:

Specific terms for the appointment of non-executive directors. Non-executive directors have not been appointed for specific terms as the Company has relied on the provisions of the Articles of Association requiring retirement by rotation. However, reappointment of non-executive directors is not automatic as reappointments are considered by the Nominations Committee and are voted on by shareholders at the Annual General Meeting.

Appointment of a senior independent non-executive director. Following publication of the Combined Code in June 1998 Miss S.L.L. Elkin OBE was appointed senior non-executive director in October 1998.

Directors' contract periods. The Board has not set as an objective the reduction of directors' service contract periods to one year or less. The Board does not wish to reduce the service contract period below the current level of two years as it feels this is the minimum appropriate to retain the services of key executives in a competitive environment.

Re-election of directors at intervals of no more than three years. At present the directors are required by the Articles of Association to retire by rotation. However this does not ensure that every director is subject to re-election within a period of three years.

Internal control. The Combined Code has introduced a new requirement that the directors review the effectiveness of the Group's system of internal controls. This

extends the existing requirement in respect of internal financial controls to cover all controls including financial, operational, compliance and risk management.

While the Board is ultimately responsible for the Group's system of internal controls and for monitoring its effectiveness, formal guidance as to the review of non-financial internal control has yet to be published.

A Task Force has been established by the ICAEW to develop guidance on internal control. The London Stock Exchange has announced that, until guidance has been published, companies may satisfy the requirement to report on all internal control by reporting on their internal financial controls, as in the past. The Board has adopted this approach. It will seek to ensure that the Group is compliant with the new ICAEW guidance when it is issued.

Therefore the directors have continued to follow existing guidance with regard to the Group's system of internal financial control and have reviewed the effectiveness of that system. Although no such system can provide absolute protection against material misstatement or loss, it is designed to provide the directors with reasonable assurance that problems should be identified on a timely basis and dealt with appropriately. Key procedures that have been established can be described under the following headings:

Organisational Structure. The Group is organised on a decentralised basis with a flat management structure. In the Baker's Oven operation the divisions report via a General Manager to the Group Managing

director's report

continued

Director. Gregg's individual divisional Managing Directors report directly to the Group Managing Director. This ensures that all divisions are constantly and consistently managed by a Board Member.

Financial Reporting. The Group has a comprehensive system for reporting and monitoring the performance of each operating division on both weekly and quarterly frequencies. Divisions prepare their own budgets and, following central review, these are adopted by the Board. Performance is monitored against these budgets which are updated twice annually.

Divisional controls. Divisions are subject to mandatory internal financial controls and approval procedures which are carefully monitored against variances from predicted results and cash balances. Key controls over major business risks include defined levels of authority in relation to personnel and purchasing and a capital expenditure appraisal process.

Other key functions. Finance, treasury, taxation, property, insurance, personnel policy, secretarial and legal policies are all dealt with centrally.

The Combined Code also contains principles of corporate governance and in general these have been applied to the Company as follows:

The Board and Directors. Whilst the executive responsibility for the running of the Company's business rests ultimately with the Managing Director, Mike Darrington, the Board, under the non-executive Chairmanship of Ian Gregg, meets regularly to discharge its duties. At these meetings, it

reviews Group strategy, performance and matters reserved for the Board.

The Board is supplied in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties. Thus the Board feels it has effectively led and controlled the Company. The Board considers that with four non-executive and two executive members the balance is suitable and complies with recommendations regarding the level of non-executives.

The non-executive directors fulfil a vital role in corporate accountability. They ensure that the strategies proposed by executive directors are fully discussed and critically examined.

Ian Gregg, 59, Chairman, qualified as a solicitor before joining the Company as Executive Chairman and Managing Director on the death of his father in 1964. He built the business up from a single-shop operation to a multi-divisional specialist retailer with almost 300 shops by the time of its successful flotation in 1984. Following the appointment of Mike Darrington in January 1984, Ian continued in the role of Executive Chairman until July 1993. He was then invited to become non-executive Chairman in order that the Board can continue to avail itself of his unequalled experience of both the industry and the Company.

Colin Gregg, 57, is a member of the family which founded the business and has been a member of the board since 1964. He currently runs his own consultancy business and is a director of Peacocks Limited, a manufacturer and retailer of surgical appliances. He has previous career experience in education and administration,

including a period as Administrator of the Children's Foundation - a registered charity which raised £12 million for child health in the North of England.

Stephen Curran, 55, was appointed Chief Executive of Candover Investments plc on 1 January 1991, having previously been Deputy Chief Executive and a director of Candover since July 1982. Prior to joining Candover in May 1981, he was a managing consultant with Coopers & Lybrand Associates and then an investment manager with what is now Cinven. He is a non-executive director of Jarvis Hotels plc and a number of unquoted companies.

Sonia Elkin OBE, 66, is a former CBI Director, responsible for its Regional organisation and policy in relation to Smaller Firms. She was a Commissioner of the Manpower Services Commission and served on a DTI committee on deregulation. She is a member of the Review Committee of the Institute of Chartered Accountants. She is Chairman of the Audit Committee and has been appointed the senior independent non-executive.

After carefully considering the guidance in the Combined Code, all of the non-executive directors are considered to be independent of management and free from any business or other relationship which would materially interfere with the exercise of their independent judgement.

To facilitate the effective administration of the Group's affairs, the Board has established sub-committees as follows:

The Audit Committee consists of three non-executive directors under the chairmanship of Miss S.I.L. Elkin OBE. It meets twice a

year and, as its main function, reviews the annual and interim financial statements issued to shareholders, compliance with financial reporting standards, internal financial controls, the scope of the external audit and the report of the auditors.

The Remuneration Committee consists entirely of non-executive directors and is chaired by Mr. I.D. Gregg OBE. Its main duties are to review and determine the basic salary, benefits in kind, terms and conditions of employment including performance-related bonuses, share options and pension benefits of executive directors. In order to assist with these duties the Committee has used the services of a leading specialist consultancy.

The Board report on directors' remuneration is included on pages 19 to 20 of this Annual Report. This provides an indication of how the principles of the Combined Code have been applied.

The Nominations Committee comprises the Chairman, Managing Director and Mr. C.S. Gregg. An alternate is appointed in the event of any member of the committee standing for re-election. Its duty is to ensure that there is a formal and transparent procedure for the appointment of new directors and the reappointment of existing directors to the Board.

Relations with shareholders. There is regular dialogue with individual institutional shareholders as well as general presentations after the interim and preliminary results.

The directors believe that the Annual General Meeting provides an excellent forum for communication with investors, with the

director's report continued

Chairman of the Board and its sub-committees available to answer any issues raised.

Accountability and audit. The Board acknowledges its responsibility to present a balanced and understandable assessment of the Company's position and prospects. This is fulfilled by the statements contained in the Managing Director's and Chairman's statements which supplement the statutory accounts themselves.

The procedures regarding internal controls and the operation of the Audit Committee are outlined above.

A statement of directors' responsibilities in respect of the preparation of accounts is given on page 18.

Going concern. After making enquiries, the directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the accounts.

PENSION SCHEMES

There are two main schemes in operation, as follows:-

A defined benefit scheme for management, the assets of which are held by the Trustees of the scheme, entirely separately from the assets of the Group. The Trustees of this scheme are Mr. I.D. Gregg OBE, Mr. M.J. Darrington, Mr. M. Simpson (directors), together with Mr. I.D.N. Edgeworth (Chairman), Mr. G. Vesey and Mr. J. Jones (employee members) and Mr. A.J. Davison (Company Secretary). The scheme administration is shared between Axa Sun

Life Services plc and Henry F. Dodds (Life and Pensions) Limited and the actuarial services are provided by Axa Sun Life Services plc. The investment policy of the funds is set by the Trustees who are advised by Henry F. Dodds (Life and Pensions) Limited.

A defined contribution scheme for employees, the assets of which are held to the order of the Trustees of the scheme in individual deposit accounts for each member, entirely separately from the assets of the Group. The Trustees of this scheme are Mr. I.D. Gregg OBE, Mr. M.J. Darrington and Mr. M. Simpson (directors), Mr. I.D.N. Edgeworth (Chairman) and Mr. D. Barker and Mrs. B. Boocock (employee members).

The investment policy of the fund is set by the Trustees and, at present, the fund is invested with Confederation Life Insurance Company (UK) Limited in either their Pension Deposit Fund or their Mixed Fund.

SUBSTANTIAL SHAREHOLDINGS

At 5 March 1999 the only notified interests of substantial shareholdings in the issued share capital of the Company, other than directors referred to in note 7, were:

Percentage of issued share capital	%
The Prudential Assurance Company Limited	9.7
A.J. Davison (as trustee of various settlements)	8.9
3i plc	5.8
J.A. Wardropper (as trustee with A.J. Davison)	5.5
Standard Life	5.1
Mrs. G.V. Richardson and Family	5.0
CGU plc	3.8

EMPLOYMENT POLICIES

We are committed to promoting policies which ensure that employees and those who seek to work for us are treated equally, regardless of sex, marital status, creed, colour, race or ethnic origin.

It is our policy to give full and fair consideration to applications for employment by people who are disabled, to continue wherever possible the employment of staff who become disabled and to provide equal opportunities for the career development of disabled employees.

The number and dispersion of the Group's operating locations make it difficult, but essential, to communicate effectively with employees. Communication with our shop staff is principally through the operational structure of shop area and divisional management. We communicate with our bakery staff by regular briefings and letters to employees. All staff receive a copy of divisional and Group gazettes.

The Group operates Profit Sharing and Savings Related Share Option Schemes to encourage its employees to identify with its corporate objectives.

PAYMENTS TO SUPPLIERS

Supplier credit is an extremely important factor in the success of the Company. Whilst the Company does not follow any code or standard on payment practice, payments to suppliers are made in accordance with the Company's normal terms and conditions of business except where varied terms and conditions are agreed with individual suppliers, in which case these prevail.

Where disputes arise we attempt to resolve them promptly and amicably to ensure delays in payment are kept to a minimum.

The Company's average creditor payment period at 2 January 1999 was 55 days.

DONATIONS

The Group is a member of the 'Per Cent' Club. Charitable donations of £211,000 were made by the Group during the year including £183,000 to Greggs Trust (of which Mr. I.D. Gregg OBE is a trustee). The Trust also received donations from employees under Give As You Earn of £30,000, from major shareholders of £101,000 and income from investments of £99,000.

These funds were used by the Trust in pursuance of its main objective to alleviate the effects of poverty and social deprivation in the areas where the Company trades.

AUDITORS

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditors of the Company will be proposed at the forthcoming Annual General Meeting.

A. J. Davison

By order of the Board
Andrew Davison
Secretary
Fernwood House
Clayton Road
Jesmond
Newcastle upon Tyne NE2 1TL
5 March 1999

statement of directors' responsibilities

The directors are required by company law to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company and the Group at the end of the financial year and of the results for that period.

The directors consider that in preparing the accounts on pages 22 to 40, the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed. The accounts have been prepared on a going concern basis on the presumption that the Group will continue in business.

The directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that the accounts comply with the Companies Act 1985.

The directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Report of the Board on Directors' remuneration

INTRODUCTION

The Board is pleased to send out this report to shareholders for the 53 week period ended 2 January 1999.

The remuneration packages of the executive directors are determined by the *Remuneration Committee*, consisting of four non-executive directors, Mr. S.W. Curran, Miss S.I.L. Elkin OBE, Mr. C.S. Gregg and myself as Chairman. None of the Committee members have a personal financial interest, other than as shareholders, in the matters to be decided. There are no conflicts of interest arising from cross-directorships and no day-to-day involvement in the running of the business.

The remuneration of the executive directors consists of a basic salary, benefits in kind, an annual performance-related bonus, profit share, long-term incentive schemes and a *contribution to Company pension schemes*. Details of the amounts of each element are set out in notes 5 and 7 to the accounts.

The remuneration of the non-executive directors is determined, subject to shareholder approval, by the executive directors.

OBJECTIVES

The aim of the Committee is to ensure that the Company has competitive remuneration packages in place, in order best to serve the interests of the Company, the shareholders and employees. In order to assist in meeting this aim on an informed basis, the Committee commissioned a report by an independent consultant in 1998.

SALARIES

Base salary reflects job responsibilities, their market value and the level of individual performance. The Company sets base salaries around the upper quartile relative to comparator companies, reflecting the level of its achievements over a sustained period and its desire to retain these individuals for the future.

BENEFITS IN KIND

These are the use of a company car, private medical cover and permanent health insurance.

ANNUAL BONUS

The annual bonus is directly determined by reference to the level of achieved net profit before tax in relation to the budget approved by the Board. The relationship between level of bonus and variance from budget is set by the Remuneration Committee.

PROFIT SHARE

The executive directors participate in the overall Company Profit Share Scheme, in which 10% of Company profits are distributed half-yearly to all employees on a formula related to service and salary level. This profit share can be taken in the form of shares in the Company purchased by the Trustees of the Employee Share Scheme.

LONG-TERM INCENTIVE SCHEMES

The Company operates both Inland Revenue approved and unapproved long-term share incentive schemes to encourage the executive directors and employees to hold shares in the Company and to enhance share values.

report of the board on directors' remuneration

continued

In accordance with the Joint Statement from the Investment Committees of the Association of British Insurers and the National Association of Pension Funds, the total number of shares on which the Company may grant options is limited and the directors have chosen to allocate most of the number available to SAYE schemes open to all employees. This has restricted the number of shares available to be allocated under the Senior Executive Share Option Scheme. This scheme has been in existence since 1987 and the last grant of options was made in 1997. Options have been granted on a discretionary basis to senior executives and managers, as well as to executive directors. The Savings Related Share Option Schemes are an all-employee arrangement, including executive directors.

PENSIONS

Mr. M.J. Darrington and Mr. M. Simpson are members of the Greggs 1978 Retirement and Death Benefit Scheme and, in accordance with the Greenbury recommendations, only their basic salary is pensionable. The scheme, which requires a contribution of 5% of basic salary from members, provides for up to two-thirds of final pensionable salary, dependent on length of service.

Mr. M.J. Darrington is the sole member of the Greggs Bakeries (MJD) Retirement Benefit Scheme which is a defined contribution scheme, the cost of which is met by the Company.

Mr. M. Simpson is a member of the Greggs Senior Executive Pension Scheme which is a defined contribution scheme. The Company

contributes 5% of basic salary to the Scheme and members may also make contributions.

SERVICE CONTRACTS

Mr M.J. Darrington and Mr. M. Simpson have service contracts which are terminable by the Company on two years' notice, this being the minimum considered appropriate by the Board to retain the services of key executives in a competitive environment, or by the individual on not less than six months' notice.

By order of the Board

I.D. GREGG OBE

Chairman

5 March 1999

Report of the auditors to the members of Greggs plc

We have audited the accounts on pages 22 to 40.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors are responsible for preparing the Annual Report, including as described on page 18 the accounts. Our responsibilities, as independent auditors, are established by statute, the Auditing Practices Board, the Listing Rules of the London Stock Exchange and by our profession's ethical guidance.

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

We review whether the statement on pages 12 to 16 reflects the Company's compliance with those provisions of the Combined Code specified for our review by the Stock Exchange and we report if it does not. We are not required to form an opinion on the effectiveness of the Company's corporate governance procedures or its internal controls.

We read the other information contained in the Annual Report, including the corporate governance statement and consider whether it is consistent with the audited accounts. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the accounts.

BASIS OF AUDIT OPINION

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

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

OPINION

In our opinion the accounts give a true and fair view of the state of affairs of the Company and the Group as at 2 January 1999 and of the profit of the Group for the 53 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc

Chartered Accountants

Registered Auditor

Newcastle upon Tyne

5 March 1999

group profit and loss account

for the 53 weeks ended 2 January 1999

	Note	1998 £'000	1997 £'000
Turnover	1	291,420	265,941
Cost of sales	2	(119,757)	(111,200)
Gross Profit		171,663	154,741
Distribution and selling costs	2	(133,976)	(121,911)
Administrative expenses	2	(17,472)	(14,815)
Operating profit		20,215	18,015
Net interest (payable)/receivable and other similar income	3	(1)	20
Profit on ordinary activities before taxation	4	20,214	18,035
Taxation on profit on ordinary activities	10	(5,756)	(4,050)
Profit on ordinary activities after taxation	11	14,458	13,985
Dividends	12	(4,844)	(4,299)
Retained profit for the financial year	24	9,614	9,686
Earnings per share	13	122.8p	121.1p
Adjusted earnings per share	13	122.5p	111.2p
Diluted earnings per share	13	121.7p	118.1p

The Group's operating profit for both the current and preceding financial period derives from continuing operations. There are no recognised gains or losses during the current and previous period other than the profit for the period.

Reconciliation of movement in shareholders' funds

	1998 £'000	1997 £'000
Profit on ordinary activities after taxation	14,458	13,985
Dividends	(4,844)	(4,299)
Retained profit for the financial year	9,614	9,686
New share capital		
- nominal value	19	55
- share premium	1,677	4,182
less: payment to QUEST	(109)	(3,646)
Net addition to shareholders' funds	11,201	10,277
Opening shareholders' funds	58,384	48,107
Closing shareholders' funds	69,585	58,384

up balance sheet

At 2 January 1999

	Note	£'000	2 January 1999 £'000	27 December 1997 £'000
Fixed assets				
Tangible assets	14		100,309	86,239
Investments	16		1,486	333
			101,795	86,572
Current assets				
Stocks	17	5,880		4,855
Debtors	18	9,927		9,267
Cash at bank and in hand		8,734		10,107
			24,541	24,229
Creditors: amounts falling due within one year	19	(51,350)		(45,069)
			(26,809)	(20,840)
Net current liabilities				
			(26,809)	(20,840)
Total assets less current liabilities				
			74,986	65,732
Creditors: amounts falling due after more than one year	20		(4,236)	(6,091)
Provision for liabilities and charges				
Deferred taxation	21		(1,165)	(1,257)
			(1,165)	(1,257)
			69,585	58,384
Capital and reserves				
Called up share capital	22		2,375	2,356
Share premium account	23		8,444	6,767
Profit and loss account	24		58,766	49,261
			69,585	58,384
Equity shareholders' funds				
			69,585	58,384

The accounts on pages 22 to 40 were approved by the Board of directors on 5 March 1999 and were signed on its behalf by

M.J. Darrington }
M. Simpson } Directors

M.J. Darrington
M. Simpson

parent company balance sheet

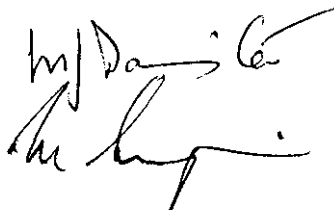
At 2 January 1999

	Note	2 January 1999 £'000	27 December 1997 £'000
Fixed assets			
Tangible assets	15	70,005	55,939
Investments	16	6,676	5,523
		76,681	61,462
Current assets			
Stocks	17	5,390	4,352
Debtors	18	33,839	40,589
Cash at bank and in hand		7,190	2,081
		46,419	47,022
Creditors: amounts falling due within one year	19	(48,632)	(44,648)
Net current (liabilities)/assets		(2,213)	2,374
Total assets less current liabilities		74,468	63,836
Creditors: amounts falling due after more than one year	20	(305)	(350)
Provision for liabilities and charges			
Deferred taxation	21	(811)	(903)
		73,352	62,583
Capital and reserves			
Called up share capital	22	2,375	2,356
Share premium account	23	8,444	6,767
Profit and loss account	24	62,533	53,460
Equity shareholders' funds		73,352	62,583

The accounts on pages 22 to 40 were approved by the Board of directors on 5 March 1999 and were signed on its behalf by

M.J. Darrington
M. Simpson

} Directors



Cash flow statement

for the 53 weeks ended 2 January 1999

	£'000	1998 £'000	£'000	1997 £'000
Operating profit		20,215		18,015
Depreciation charges		11,146		9,468
Profit on disposal of fixed assets		(77)		(28)
Release of government grants		(58)		(27)
Increase in stocks	(1,025)		(281)	
Increase in debtors	(660)		(709)	
Increase in creditors	5,361		3,970	
Net increase in working capital		3,676		2,980
Net cash inflow from continuing operating activities		34,902		30,408
CASH FLOW STATEMENT				
Net cash inflow from continuing operating activities		34,902		30,408
Returns on investments and servicing of finance				
Interest received	573		716	
Interest paid	(549)		(656)	
Interest element of finance lease payments	(25)		(40)	
		(1)		20
Taxation paid		(3,711)		(5,282)
Capital expenditure and financial investments				
Purchase of tangible fixed assets	(26,204)		(24,364)	
Disposal of tangible fixed assets	1,065		464	
Purchase of investments	(1,153)		-	
		(26,292)		(23,900)
Equity dividends paid		(4,477)		(3,928)
Financing				
Issue of ordinary share capital	1,696		4,237	
Redemption of loan notes	(38)		(36)	
Capital element of finance lease payments	(235)		(232)	
Loan repayments	(1,665)		(1,530)	
Government grants received	29		-	
Payment to QUEST	(109)		(3,646)	
Net cash outflow from financing		(322)		(1,207)
Increase/(decrease) in cash and liquid resources		99		(3,889)
Management of liquid resources*				
Cash withdrawn from one month deposit	-		4,000	
Redemption of sterling certificates of deposit	-		6,000	
		-		10,000
Net increase in cash		99		6,111

* The Group includes as liquid resources term deposits of less than a year and sterling certificates of deposit.

Further details regarding cash flows are given in note 26 to the accounts.

accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the accounts.

(a) Basis of accounting

The accounts are prepared under the historical cost accounting rules and in accordance with applicable accounting standards. The requirements of all new accounting standards and pronouncements published during the past year have been implemented where relevant.

(b) Consolidation

The consolidated accounts include the results of Greggs plc and its subsidiary undertakings for the period of 53 weeks ended 2 January 1999. The comparative period is the 52 weeks ended 27 December 1997.

(c) Depreciation

Depreciation is provided on the cost of tangible fixed assets before deducting government capital grants and after taking the estimated residual value into consideration. Freehold and long leasehold properties are depreciated by equal instalments over a period of 40 years. No depreciation is provided on freehold land. Depreciation of other tangible fixed assets is provided on a straight line basis as follows:

Short leasehold properties	10%
Plant:	
General	10%
Computers	20% - 33 1/3%
Motor vehicles	20% - 25%
Delivery trays	33 1/3%
Shop fixtures and fittings:	
General	10%
Electronic equipment	20%

(d) Government grants

Grants received in respect of specific capital items are credited to deferred income and transferred to the profit and loss account in equal instalments over the estimated average life of the relevant fixed assets. Job related Regional Development Grants are also credited to deferred income and are transferred to the profit and loss account in equal instalments over a period from the commencement of the project until three years after its completion.

(e) Stocks

Stocks are stated at the lower of cost and net realisable value.

(f) Deferred taxation

Deferred taxation is provided on accelerated capital allowances and other timing differences except when the tax benefit can be expected with reasonable probability to be retained for the foreseeable future. Provision is made under the liability method.

(g) Goodwill

Purchased goodwill arising in respect of acquisitions before 1 January 1998, when FRS 10: "Goodwill and Intangible Assets" was adopted, was written off to reserves in the year of acquisition. When a subsequent disposal occurs any related goodwill previously written off to reserves is written back through the profit and loss account as part of the profit or loss on disposal.

Purchased goodwill (representing the excess of the fair value of the consideration given over the fair value of the separable net assets acquired) arising in respect of acquisitions since 1 January 1998 is capitalised. Positive goodwill is amortised to nil by equal annual instalments over its estimated useful life.

Negative goodwill arising in respect of acquisitions since 1 January 1998 is included within fixed assets and released to the profit and loss account in the periods in which the fair values of the non-monetary assets purchased on the same acquisition are recovered whether through depreciation or sale.

(h) Leased assets

Assets acquired under finance leases are capitalised and depreciated over their estimated useful lives in accordance with Group policy for owned assets. The obligation to repay the capital element of the lease is included in creditors. Finance interest is charged to the profit and loss account over the period of the lease to reflect the outstanding capital commitment.

The rental costs of properties and other assets acquired under operating leases are charged to the profit and loss account on a straight line basis over the term of the lease.

(i) Pension costs

The Group operates defined benefit and defined contribution schemes for its employees. The assets of these funds are held by the Trustees of the schemes and are entirely separate from those of the Group.

The amount charged to the profit and loss account is based on actuarial estimates and is calculated to spread the cost of pensions over employees' working lives with the Group.

1. TURNOVER

Turnover represents sales to customers less value added tax. The turnover arises from the Group's principal activity and relates wholly to sales within the United Kingdom.

2. EMPLOYEE PROFIT SHARING SCHEME

The total amount paid out under the Group's employee profit sharing scheme is contained within the main cost categories as follows:

	1998 £'000	1997 £'000
Cost of sales	786	543
Distribution and selling costs	1,172	1,080
Administrative expenses	418	267
	2,376	1,890

3. NET INTEREST (PAYABLE)/RECEIVABLE AND OTHER SIMILAR INCOME

	1998 £'000	1997 £'000
Interest receivable	546	692
Interest payable on loans wholly repayable within five years	(549)	(656)
Interest payable on finance leases	(25)	(40)
Income from fixed asset investments	27	24
	(1)	20

4. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

This is stated after charging/(crediting) :

	1998 £'000	1997 £'000
Depreciation on tangible fixed assets:		
owned	11,033	9,196
held under finance leases	113	272
Release of government grants	(58)	(27)
Auditors' remuneration:		
audit services	86	81
non-audit fees paid to the auditor and its associates		
- accountancy (including pension schemes)	-	30
- taxation services	18	67
- other	16	24
Payments under operating leases:		
property rents	21,066	20,376

notes to the accounts continued

5. DIRECTORS' EMOLUMENTS

(a) Directors' remuneration excluding pensions

	Salary and fees £	Benefits £	Annual bonus and profit share £	Total 1998 £	Total 1997 £
Executives					
M.J. Darrington	228,000	9,270	43,857	281,127	237,398
M. Simpson	152,000	11,416	28,938	192,354	161,167
D.J. Parker	-	-	-	-	138,429
Non - executives					
I.D. Gregg OBE	41,350	-	-	41,350	39,000
S.W. Curran	13,900	-	-	13,900	13,100
S.I.L. Elkin OBE	13,900	-	-	13,900	13,100
C.S. Gregg	13,900	-	-	13,900	13,100
	463,050	20,686	72,795	556,531	615,294

Further details of directors' remuneration are shown on pages 19 and 20.

Details of directors' share options are shown in note 7.

(b) Directors' pension information

(i) Defined benefit scheme

Executive	Date of birth	Date service commenced	Accrued annual pension entitlement at age 65 as at 2 Jan 1999 £	Accrued annual pension entitlement at age 65 as at 27 Dec 1997 £	Increase in accrued pension entitlement for the year £	Transfer value of increase in entitlement for the year £
M.J. Darrington	8/3/42	15/8/83	49,659	45,802	2,208	8,019
M. Simpson	15/10/41	24/4/73	52,618	49,778	1,048	2,380

Note 1

The pension entitlement shown is that which would be paid annually on retirement based on service to the end of the year, but excluding any statutory increases which would be due after the year end.

Note 2

The increase in accrued pension during the year excludes any increase for inflation. The inflation rate used is that published by the Secretary of State for Social Security in accordance with Schedule 3 of the Pension Schemes Act 1993. The inflation rate for the year to 31 December 1998 was 3.6%.

5. DIRECTORS' EMOLUMENTS *continued*

(ii) *Defined contribution schemes*

During the year contributions were made to defined contribution schemes in respect of M.J. Darrington of £62,667 (1997 : £47,917) and M. Simpson of £7,600 (1997 : £6,038).

6. SHARE OPTIONS

Contingent rights to the allotment of Ordinary Shares in the Company at future dates exist under the terms of the Company's Savings Related Share Option Scheme and its Executive Share Option Schemes. In addition, options over 8,000 Ordinary Shares have been granted by the Company on shares currently held by the Greggs Employee Benefit Trust (see note 16).

Details of these options at 2 January 1999 are as follows:

	Date of grant	Price	Options outstanding at the end of the year		Dates exercisable
			1998	1997	
Executive Share Option Scheme 4	August 1993	700p	62,900	85,400	Three to ten years after August 1993
Savings Related Share Option Scheme 3	September 1993	560p	4,803	293,494	October 1998 to March 1999
Executive Share Option Scheme 5	September 1996	1355p	109,500	115,000	Three to ten years after September 1996
Granted upon appointment to senior managers:	May 1996	1134p	5,000	5,000	Three to seven years after May 1996
	April 1997	1340p	3,000	3,000	Three to seven years after April 1997

Qualifying Employee Share Ownership Trust ("QUEST")

QUESTs were introduced in the Finance Act 1989 in order to promote employee share ownership. The qualification was subsequently extended to encompass SAYE schemes in the Finance Act 1996. The Company therefore decided to take advantage of this legislation and in 1997 set up a QUEST to satisfy options, both subsisting and future, on option exercises under SAYE schemes.

In December 1997 the Company made a payment of £3,646,000 into the QUEST which enabled the QUEST to subscribe for 180,641 ordinary shares in Greggs plc in anticipation of future transfers of shares to employees upon exercise of SAYE options. The QUEST has waived rights to receive dividends on its shares other than a nominal amount of 0.01p per share.

Further payments totalling £109,000 were made into the QUEST in October and November 1998 which, together with the monies received from employees upon completion of their SAYE contracts, enabled the QUEST to subscribe for a further 57,154 shares. The total of 237,795 shares have all been transferred to employees exercising their SAYE options in 1998 and at the year end the QUEST did not hold any shares.

In accordance with best accounting practice, the payment into the QUEST has been included within the consolidated accounts as a capitalisation of reserves. UK corporation tax relief on the payment has been recognised in calculating the tax charge (see note 10).

notes to the accounts continued

7. DIRECTORS' SHARE INTERESTS

The directors who served during the year and who were still in office at the end of the year and their interests in the share capital of the Company are as follows:

	Ordinary shares of 20p (Beneficial interest)		Ordinary shares of 20p (Trustee holding with no beneficial interest)	
	1998	1997	1998	1997
I.D. Gregg OBE (non-executive)	257,500	257,500	338,155	286,500
M.J. Darrington	59,025	59,659	129,805	81,000
M. Simpson	69,034	66,665	148,756	97,401
C.S. Gregg (non-executive)	86,944	86,944	-	-
S.W. Curran (non-executive)	3,700	3,700	-	-
Miss S.I.L. Elkin OBE (non-executive)	900	900	-	-

In addition Mr. D.J. Parker was a director until his death on 10 January 1998.

The directors held options as follows:

At 27/12/97	Number of options During the year		At 2/1/99	Exercise price	Market price at date of exercise £	Gain on Exercise £	Date from which exercisable £	Expiry date
	Granted	Exercised						
M.J. Darrington								
5,000	-	-	5,000	7.00	-	-	Sep-96	Aug-03
2,661	-	-	2,661	5.60	-	-	Oct-98	Mar-99
5,000	-	-	5,000	13.55	-	-	Sep-99	Aug-03
M. Simpson								
3,500	-	-	3,500	7.00	-	-	Sep-96	Aug-03
2,661	-	2,661	-	5.60	26.25	54,950	Oct-98	Mar-99
3,500	-	-	3,500	13.55	-	-	Sep-99	Aug-03

In 1997 the aggregate gains on exercise of share options were £439,495, including £103,125 in respect of the highest paid director.

There have been no changes since 2 January 1999 in the directors' interests noted above.

The mid market price of a Greggs plc ordinary share on 2 January 1999 was £24.12½. The mid market high and low prices during the year were £27.65 and £20.10 respectively.

8. PENSION SCHEMES

The Group operates a defined benefit scheme for management employees, the assets of which are held in a separate trustee-administered fund.

The pension cost relating to the scheme is assessed in accordance with the advice of an independent qualified actuary using the attained age method. Actuarial valuations are carried out triennially and the latest actuarial assessment of this scheme was at 1 January 1997. The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments and the rate of increase in salaries. It was assumed that the investment return would exceed salary increases by 1 1/2% per annum.

At the date of the latest actuarial valuation, the market value of the scheme's assets was £17,650,000. The actuarial value of the scheme's assets represented 108% of the benefits that had accrued to members, after allowing for expected future increases in earnings. It is the intention of the Group that any surplus arising will be applied in giving discretionary pension increases or other benefits to retired members of the scheme. The total pension cost to the Group was £1,027,000 for the year (1997: £877,000).

The Group also operates a defined contribution scheme for other eligible employees. The assets of the scheme are held separately from those of the Group, being invested with an insurance company. The pension cost represents contributions payable by the Group to the insurance company and amounted to £348,000 in the year (1997: £293,000). There were no material amounts outstanding to the insurance company at the year end.

9. EMPLOYEES

The average number of persons employed by the Group (including directors) during the year was as follows:

	1998 No's	1997 No's
Management	520	488
Administration	266	238
Production	2,330	2,348
Shop	10,304	10,207
	13,420	13,281

The aggregate payroll costs of these persons were as follows:

	1998 £'000	1997 £'000
Wages and salaries	109,788	99,217
Social security costs	7,971	6,907
Other pension costs	1,375	1,170
	119,134	107,294

notes to the accounts continued

10. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

	1998 £'000	1997 £'000
Corporation tax at 31% (1997:31.5%)	5,756	3,150
Deferred tax	-	900
	5,756	4,050

The low effective tax rate for the previous period is primarily due to UK tax relief on the payment made to the QUEST (see note 6).

11. PROFIT ATTRIBUTABLE TO GREGGS PLC

Of the profit attributable to shareholders, £14,026,000 (1997: £13,396,000) is dealt with in the accounts of the Parent Company. The Company has taken advantage of the exemption permitted by Section 230 of the Companies Act 1985 from presenting its own profit and loss account.

12. DIVIDENDS

	1998 £'000	1997 £'000
On ordinary shares of 20p		
Interim paid : 12.5p (1997 : 11p)	1,460	1,282
Final proposed : 28.5p (1997 : 26p)	3,384	3,017
	4,844	4,299

13. EARNINGS PER SHARE

Earnings per share are calculated on earnings after taxation of £14,458,000 (1997: £13,985,000) divided by the weighted average number of shares in issue for which consideration is receivable during the year 11,775,252 (1997: 11,549,318).

The adjusted earnings per share has been calculated by using those profits attributable to shareholders, adjusted to exclude the UK tax relief in the amount of £34,000 (1997: £1,148,000) arising on the payment made into the QUEST as detailed in note 6. The impact on earnings per share of this item is 0.3p per share (1997: 9.9p).

Diluted earnings per share are calculated using a weighted average number of shares of 11,876,330 (1997: 11,841,660). This number includes 101,078 (1997: 292,342) shares being the dilutive effect of the share options in place at the year end.

14. GROUP STATEMENT OF TANGIBLE FIXED ASSETS

	Land and buildings £'000	Plant and machinery £'000	Shop fixtures and fittings £'000	Total £'000
Cost				
At 28 December 1997	46,604	35,947	46,285	128,836
Additions	2,917	10,874	12,413	26,204
Disposals	(418)	(2,701)	(3,248)	(6,367)
At 2 January 1999	49,103	44,120	55,450	148,673
Depreciation				
At 28 December 1997	6,728	17,174	18,695	42,597
Charged in year	1,173	4,711	5,262	11,146
Disposals	(50)	(2,375)	(2,954)	(5,379)
At 2 January 1999	7,851	19,510	21,003	48,364
Net book amount				
At 2 January 1999	41,252	24,610	34,447	100,309
At 27 December 1997	39,876	18,773	27,590	86,239

Included in land and buildings is an amount of £1,641,000 (1997: £1,641,000) in respect of freehold land which is not depreciated.

Included in plant and machinery is an amount of £176,000 (1997: £375,000) representing assets held under finance leases.

The net book amount of land and buildings comprises:

		1998 £'000	1997 £'000
Freehold property			
	Shops	14,132	13,669
	Bakeries	21,727	20,760
	Other	5,103	2,117
		40,962	36,546
Long leasehold property	Bakeries	81	2,829
Short leasehold property	Shops	209	501
		41,252	39,876

notes to the accounts continued

15. PARENT COMPANY STATEMENT OF TANGIBLE FIXED ASSETS

	Land and buildings £'000	Plant and machinery £'000	Shop fixtures and fittings £'000	Total £'000
Cost				
At 28 December 1997	14,329	34,558	44,574	93,461
Additions	2,641	10,266	11,584	24,491
Intra Group transfers	52	(80)	27	(1)
Disposals	(132)	(2,590)	(3,157)	(5,879)
At 2 January 1999	16,890	42,154	53,028	112,072
Depreciation				
At 28 December 1997	2,353	16,816	18,353	37,522
Charged in year	408	4,412	4,937	9,757
Intra Group transfers	47	(53)	7	1
Disposals	(23)	(2,274)	(2,916)	(5,213)
At 2 January 1999	2,785	18,901	20,381	42,067
Net book amount				
At 2 January 1999	14,105	23,253	32,647	70,005
At 27 December 1997	11,976	17,742	26,221	55,939

Included in land and buildings is an amount of £423,000 (1997: £423,000) in respect of freehold land which is not depreciated.

Included in plant and machinery is an amount of £176,000 (1997: £375,000) representing assets held under finance leases.

The net book amount of land and buildings comprises:

		1998 £'000	1997 £'000
Freehold property	Shops	4,304	3,378
	Bakeries	4,476	6,044
	Other	5,064	2,074
		13,844	11,496
Long leasehold property	Bakeries	81	81
Short leasehold property	Shops	180	399
		14,105	11,976

16. INVESTMENTS

Group

Investments relate to shares in Greggs plc held by the trustees of the Greggs Employee Benefit Trust. This trust was established during 1988 to act as a repository of issued Company shares which can be purchased either on the exercise of an option by employees under the Greggs Executive Share Option Schemes or by the trustees of the Greggs Employee Share Scheme. 8,000 of the shares held by the trust are currently under option to employees (1997: 8,000).

The trust holds 123,155 shares in Greggs plc (1997: 71,500). These are shown in the accounts at cost and have a market value at 2 January 1999 of £2,971,000 (1997: £1,442,500).

Parent Company

	1998 £'000	1997 £'000
Interest in subsidiary undertakings		
Shares at cost	5,828	5,828
Less: Amounts written off	(638)	(638)
	5,190	5,190
Employee Benefit Trust	1,486	333
	6,676	5,523

The Company's subsidiary undertakings, which are all wholly owned, are as follows:

Charles Bragg (Bakers) Limited	Non-trading
Greggs Leasing Limited	Non-trading
Thurston Parfitt Limited	Dormant
Greggs Properties Limited	Property holding
Olivers (UK) Limited	Trading
Olivers (UK) Development Limited *	Dormant
Birketts Holdings Limited	Non-trading
J R Birkett & Sons Limited*	Trading
Greggs Trustees Limited	Trustee

*held indirectly

notes to the accounts continued

17. STOCKS

	Group		Parent Company	
	1998	1997	1998	1997
	£'000	£'000	£'000	£'000
Raw materials and consumables	4,747	4,146	4,363	3,733
Work in progress	1,133	709	1,027	619
	5,880	4,855	5,390	4,352

18. DEBTORS

	Group		Parent Company	
	1998	1997	1998	1997
	£'000	£'000	£'000	£'000
Trade debtors	886	1,497	427	943
Amounts owed by subsidiary undertakings	-	-	24,883	32,496
Other debtors, including value added tax	3,880	3,265	3,817	3,061
Prepayments and accrued income	5,161	4,505	4,712	4,089
	9,927	9,267	33,839	40,589

All amounts fall due within one year.

19. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Parent Company	
	1998 £'000	1997 £'000	1998 £'000	1997 £'000
Bank overdraft (unsecured)	-	1,472	-	3,148
Loan notes	110	148	110	148
Bank loan (see note 20)	1,810	1,665	-	-
Obligations under finance leases	19	235	19	235
Trade creditors	20,449	16,490	19,074	15,199
Amounts due to subsidiary undertakings	-	-	1,419	2,129
Corporation tax	5,255	3,118	5,252	3,016
Other taxes and social security costs	2,983	2,604	2,824	2,471
Other creditors	11,637	10,767	11,258	10,060
Accruals	5,679	5,526	5,268	5,198
Proposed final dividend	3,384	3,017	3,384	3,017
Deferred government grants	24	27	24	27
	51,350	45,069	48,632	44,648

20. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group		Parent Company	
	1998 £'000	1997 £'000	1998 £'000	1997 £'000
Bank loan	3,931	5,741	-	-
Obligations under finance leases (payable within one to two years)	123	142	123	142
Deferred government grants	182	208	182	208
	4,236	6,091	305	350

The bank loan is repayable over five years and bears interest at a fixed rate of 7.38%.

notes to the accounts continued

21. DEFERRED TAXATION

	Group		Parent Company	
	1998	1997	1998	1997
	£'000	£'000	£'000	£'000
The provision is in respect of:				
Accelerated capital allowances	2,011	2,011	1,657	1,657
Advance corporation tax recoverable	(846)	(754)	(846)	(754)
	1,165	1,257	811	903

The unprovided liability for deferred taxation calculated at 31% (1997: 31%) is:

	Group		Parent Company	
	1998	1997	1998	1997
	£'000	£'000	£'000	£'000
Accelerated capital allowances	6,208	4,519	4,538	2,988
Roll-over relief	128	128	128	128
	6,336	4,647	4,666	3,116

22. SHARE CAPITAL

		1998	1997
		£'000	£'000
Authorised:			
25,000,000 ordinary shares of 20p		5,000	5,000
Issued and fully paid:			
Number of shares			
11,783,347	At 28 December 1997	2,356	2,301
57,154	Issued in respect of QUEST	12	36
34,862	Issued in respect of share options	7	19
11,875,363	At 2 January 1999	2,375	2,356

23. SHARE PREMIUM ACCOUNT

	Group and Parent Company £'000
At 28 December 1997	6,767
Premium arising on issue of shares - in respect of QUEST	1,428
- in respect of share options	249
At 2 January 1999	8,444

24. RETAINED PROFITS

	Group		Parent Company	
	1998	1997	1998	1997
	£'000	£'000	£'000	£'000
Balance brought forward	49,261	43,221	53,460	48,009
Add: Retained profit for the year	9,614	9,686	9,182	9,097
Less: Payment to QUEST	(109)	(3,646)	(109)	(3,646)
	58,766	49,261	62,533	53,460

Cumulative goodwill written off resulting from acquisitions made prior to 1 January 1998 amounts to £3,275,000 (1997: £3,275,000).

25. COMMITMENTS

(a) Capital commitments

Outstanding commitments for capital expenditure at 2 January 1999 not provided for in the accounts are as follows:

	Group		Parent Company	
	1998	1997	1998	1997
	£'000	£'000	£'000	£'000
Contracted for	1,308	2,963	1,031	2,727

(b) Leasing commitments

At 2 January 1999 the Group had annual commitments under operating leases on land and buildings as set out below:

	1998	1997
	£'000	£'000
Operating leases which expire:		
Within one year	782	764
In the second to fifth years inclusive	3,792	3,724
After more than five years	13,158	11,964
	17,732	16,452

The Group's business is carried on through retail outlets which are subject to operating leases which include clauses for periodic rent reviews. The property commitments above are stated at current rents.

notes to the accounts continued

26. NOTES TO THE GROUP CASH FLOW STATEMENT

(a) Reconciliation of net cash flow to movement in net funds

	1998 £'000	1997 £'000
Increase in cash in the period	99	6,111
Cash outflow from decrease in debt and decrease in lease financing	1,900	1,762
Cash inflow from increase in liquid resources	-	(10,000)
Movement in net funds in the period	1,999	(2,127)
Net funds at 28 December 1997	852	2,979
Net funds at 2 January 1999	2,851	852

(b) Analysis of net funds

	At 28 December 1997 £'000	Cash Flow £'000	Other Changes £'000	At 2 January 1999 £'000
Cash in hand & at bank	10,107	(1,373)	-	8,734
Bank overdrafts	(1,472)	1,472	-	-
	8,635	99	-	8,734
Debt due after 1 year	(5,741)	-	1,810	(3,931)
Debt due within 1 year	(1,665)	1,665	(1,810)	(1,810)
Finance leases	(377)	235	-	(142)
	(7,783)	1,900	-	(5,883)
Total	852	1,999	-	2,851