



WYNNSTAY

Wynnstay Group Plc

Interim Report 2008

Chairman's Statement

CHAIRMAN'S STATEMENT

INTRODUCTION

I am pleased to report strong trading results for the first six months of the financial year ending 31 October 2008. Our diversified spread of activities enabled us to achieve maximum advantage from a trading backdrop which combined both rising commodity prices and costs.

Within our Agricultural operations, our decision to buy animal feed ingredients early placed us in a good position to offer commercially attractive feed contracts. As a result, we gained market share and demand was strong particularly into the latter half of the winter, on the back of good milk prices. Within our arable business, rapidly increasing fertiliser prices resulted in buoyant demand as farmers bought ahead of further price rises. While demand moderated in the second quarter, the significant escalation in fertiliser prices and tightening supplies allowed us to improve margins and our fertiliser manufacturing plant within Glasson Group contributed strongly to results from this activity.

Within our Retail operations, the highlight during the first half was the acquisition of Wilsons Pet Centres Limited in January 2008. Comprising 10 pet superstores, based in the West Midlands, the acquisition represented a major step in our strategy to establish a large scale pet products retailing business. The business made a three month contribution to results and we have started the process of its integration within the Group. Elsewhere within our Retail operations, our network of Country Stores traded well, with results boosted by contributions from the acquisitions we made in the latter half of the last financial year.

FINANCIAL RESULTS

The Group's revenue rose by 46% to £116.46m (2007: £79.90m), with our agricultural supplies businesses seeing a 48% increase in revenue to £94.30m (2007: £63.63m) and revenues from our retail operations increasing by 37% to £22.09m (2007: £16.18m). The Group's operating profit increased by 55% to £3.33m (2007: £2.15m), with the contribution from the agricultural supplies businesses rising by 66% to £2.27m (2007: £1.37m) and operating profit at the retail operations increasing by 45% to £1.03m (2007: £0.71m).

Pre-tax profits rose by 51% to £2.96 (2007: £1.96m) and basic earnings per share increased by 42% to 17.71p,

benefiting from a lower tax rate (2007: 12.43p).

Net assets at 30th April 2008 stood at £31.8m, up from £26.83m last year, a rise of 18.5%.

DIVIDEND

The Board continues to pursue a progressive dividend policy and is pleased to declare an interim dividend of 2.00p per share, representing a 6.7% increase on last year (2007: 1.875p). The interim dividend will be paid on 31 October 2008 to shareholders on the register on 3 October 2008. A scrip dividend alternative will be available.

REVIEW OF OPERATIONS

AGRICULTURE

Feed Products

Demand for feed during the period has been strong, with the key issue being the management of rapidly increasing raw material costs. Our decision to purchase ingredients early gained us significant new business. This was especially evident in the dairy sector, where feed volumes grew by 48%, helped by increased milk prices which are giving confidence to producers. Sheep feed sales declined, despite strong demand in April due to inclement weather. However, this partly reflected our policy to build a more balanced feed business throughout the year by encouraging dairy tonnage, where there is a more even pattern of demand. Sales of blended feeds were adversely affected by more favourable pricing for compound feeds. However, we believe this will reverse itself in the second half of the year and we have capacity in our plants to meet anticipated demand.

We increased sales of poultry feeds, particularly to our free range egg producing group, which continues to expand its producer base and gain market share for its high quality speciality eggs. We anticipate that demand for more welfare-friendly, free range egg production systems will continue to increase at the expense of the less acceptable battery cage systems and this will generate increased demand for our specialist poultry feed.

Our raw material trading business grew its volumes considerably and managed a very volatile pricing period with great skill. The management of the raw material book was a key factor in enabling us to maintain our competitive position in the dairy feed market.

Chairman's Statement (continued)

Arable Products

Fertiliser sales were extremely strong in the first quarter as farmers sought to buy ahead of escalating prices. However, much of the growth tailed off at the end of the first half due to further rapid price increases. Our Glasson fertiliser business benefited from greater demand and from having a long purchase book for fertiliser raw materials ahead of the season. We now have the dual benefit of being both a major distributor for GrowHow, the largest producer of fertiliser in the United Kingdom, and operating our own production facility. This is helpful as strong world demand for fertiliser has led to a tight supply situation in the UK. With tightening supply, margins have also improved.

The ongoing favourable conditions for arable farmers will underpin future demand for fertiliser although we expect livestock producers to reduce their usage wherever possible.

There was a good demand for spring cereal seeds following on from excellent autumn sales. Our production sold out early in the season and we are very optimistic for the important autumn market as demand for cereal crops remains strong.

Shropshire Grain traded well in the period, increasing volumes and managing price volatility to maximum effect. Wheat prices have begun to fall and this is an indication that some of the speculative element is now leaving the market. Shropshire Grain benefits from long term contracts with major processors and we expect a successful second half.

RETAIL

Country Stores

Sales from our network of traditional Country Stores grew by 29.5%, boosted by the acquisitions we made during the latter half of the last financial year. On a like-for-like basis, sales increased by 13.5%. Sales were particularly strong in animal health care products, equine and pet products, where we have been gaining market share, helped by our acquisition policy. Early in the first half, we added three further stores with the acquisition of Wrekin Country Stores and J Hatton Agriculture. These acquisitions enhance our presence in our existing geographic markets, especially within the important livestock area of Lancashire. The opening of a new store at

Llansantffraid in December 2007, which also incorporates a Spar convenience outlet, has been very successful and the store exceeded its budgeted performance.

We are continuing with our store refurbishment programme and relocated our store at St Asaph, in North Wales, to a larger facility and incorporated a substantially improved pet products offering. Store refurbishments will continue in the second half, on a selective basis, to improve and streamline our offer.

Pet Products

The acquisition of Wilsons Pet Centres, in January 2008, was a major highlight in the period. The business, which comprised of 10 pet superstores, moved us forward significantly in our objective of developing a substantial stand-alone pet product retailing business. We are currently in the process of re-branding the stores under our own 'Just for Pets' trade name and this is going well. Sales are currently some 13% ahead of the comparable period last year and above budget, which we find very encouraging. Furthermore, we are beginning to see the benefits of our increased purchasing power for pet products impact our retail business as a whole and we are substantially improving our pet related offering in our Country Stores. We are also trialling the use of the 'Just for Pets' brand in some of our retail outlets and I am pleased to report that the initial pilot scheme has proved to be very successful.

Horticulture

The late spring resulted in a very slow start for our horticulture business, Foxmoor. However, sales in May improved and we will be launching an online discount plant offer as well as continuing to act as a facilitator to several TV shopping channels for packing and dispatch to their customers.

JOINT VENTURES AND ASSOCIATE

Wyro Developments Ltd

We have almost fully sold the residential developments at our two sites in Mid Wales and have opened for sale a similar development at Newtown, Powys, where our offer remains value-for-money, low cost, quality housing. While interest in the new site is strong, the lack of mortgage availability is affecting sales. As this problem eases, we are confident that the underlying strong demand for the type of properties we are offering will translate into sales. We are continuing to look for other sites to add to our

land bank and are in a strong position to purchase further sites at competitive prices.

Youngs Animal Feeds Ltd

Youngs has enjoyed an excellent period with much improved sales and profits. The consolidation of our manufacturing facilities onto one site in Staffordshire, producing Molichop high fibre horse feeds, has increased efficiencies and the plant is currently working to capacity. Further improvements to the site are planned in order to take advantage of increasing demand. In addition, Youngs will increase its supply of products to our retail outlets.

Welsh Feed Producers

The feed mill in South Wales operated more efficiently during the winter, benefiting from the extensive capital expenditure undertaken in the previous year. However, margin pressures in the latter half of the winter have caused some problems which will impact on this year's financial result.

Wynnstay Fuels (Associate Company)

There has been strong demand for fuel despite the huge price increases experienced recently and the company has been able to improve margins. We note that many of our competitors are experiencing huge pressures regarding working capital demands and believe that this will result in opportunities for acquisitions in the sector in the future.

BOARD CHANGES

As announced previously, at the end of May 2008, Bernard Harris retired as Managing Director, after 28 years with the Group, and Ken Greetham assumed the role of Chief Executive. There were also two other changes to the composition of the Board in May, when Roger Griffiths, Commercial Director, retired and we appointed Andrew Evans, General Manager of Wynnstay's Retail operations as Retail Director.

On behalf of the Board, I would like to take this opportunity, once again, to thank Bernard for his enormous contribution to the business over many years as Managing Director. I would also like to thank Roger for his hard work and commitment which has been much appreciated by us all.

OUTLOOK

Rapid inflation and cost increases remain a real challenge going forward. However, farm gate prices are stronger than they have been for some years and food price inflation is presently a fact of life. This, together with emerging markets for agricultural produce, gives a more promising outlook for the industry.

Within our Agricultural businesses, demand for our products remains strong. However, there is some price resistance, which will result in volume challenges for some inputs, such as fertiliser, going forward. Against that, margins have improved, and the process of cost recovery is continuing.

Some of the gains we have enjoyed in inventory values in the first half will not be available to us in the second half, particularly in our trading activities. However, this should be compensated for by a greater added value income in feed manufacturing and distribution.

Our Retail business is continuing to experience good demand, both across our Country Stores and Pet Stores. Growth in our pet retailing operations is especially strong and this activity appears to be highly resistant to the general downturn in the high street. With the rise in farm gate incomes, we are also seeing greater levels of discretionary spend by farmers, which is encouraging.

We remain committed to our twin track approach to growth and will continue to act as an agricultural consolidator whilst expanding our retail business, especially our pet retailing activities, both organically and by acquisition. The strong financial base the business enjoys means that we are in a good position to take advantage of some of the pressures that many of our competitors are experiencing in the agricultural sector.

The Board remains confident about growth prospects for the current financial year and beyond into 2009. We believe that the general agricultural and commodity outlook remains positive and are, as ever, well placed to act on the opportunities that will undoubtedly present themselves over the coming months.

J.E. Davies

Chairman

Condensed Consolidated Income Statement

For the six months ended 30th April 2008

		Unaudited six months ended 30th April 2008 £'000	Unaudited six months ended 30th April 2007 £'000	Audited year ended 31st October 2007 £'000
	Note			
Revenue from continuing operations		116,462	79,899	157,047
Cost of sales		(100,901)	(67,398)	(133,832)
Gross Profit		15,561	12,501	23,215
Selling and distribution costs		(10,887)	(9,109)	(17,553)
Administrative expenses		(1,341)	(1,247)	(2,535)
Goodwill impairment		0	0	(257)
Operating profit		3,333	2,145	2,870
Net finance costs		(375)	(182)	(355)
Share of profits/losses in associates and joint ventures	2	0	0	732
Share of tax incurred in associates and joint ventures		0	0	(184)
Profit before Tax		2,958	1,963	3,063
Taxation	4	(661)	(530)	(751)
Profit for the period		2,297	1,433	2,312
Earnings per share - Basic	5	17.71p	12.43p	19.63p
- Diluted	5	17.60p	11.86p	18.89p

Condensed Consolidated Balance Sheet

as at 30th April 2008

	Note	Unaudited as at 30th April 2008 £'000	Unaudited as at 30th April 2007 £'000	Audited as at 31st October 2007 £'000
Assets				
Non-current assets				
Goodwill		7,930	3,156	3,614
Investments - equity method		3,539	3,412	3,972
Property, plant and equipment		12,836	10,949	11,534
		24,305	17,517	19,120
Current assets				
Inventories		13,096	9,957	9,186
Biological Assets		1,652	1,655	1,675
Trade and other receivables		37,637	28,160	24,476
Financial assets : - loans to joint ventures		3,802	4,630	4,852
- cash and cash equivalents		1,717	480	722
		57,904	44,882	40,911
Liabilities				
Current liabilities				
Trade and other payables		(29,610)	(21,765)	(23,050)
Financial liabilities : - borrowings		(12,991)	(9,724)	(4,763)
Current tax liabilities		(1,449)	(496)	(435)
		(44,050)	(31,985)	(28,248)
Net current assets		13,854	12,897	12,663
Non-current liabilities				
Financial liabilities : - borrowings		(5,803)	(3,028)	(2,843)
Deferred tax liabilities		(551)	(561)	(551)
		(6,354)	(3,589)	(3,394)
Net assets		31,805	26,825	28,389
Equity				
Ordinary shares	6	3,292	2,933	3,125
Share premium		10,023	7,976	8,597
Other reserves		1,778	1,582	1,778
Retained earnings		16,712	14,334	14,889
Total equity		31,805	26,825	28,389

Condensed Unaudited Consolidated Statement of Changes in Shareholders' Equity

	Share capital £'000	Share premium £'000	Other reserves £'000	Profit & loss reserve £'000	Total equity £'000
Balance at 1 November 2006	2,867	7,673	1,582	13,309	25,431
Net profit				1,433	1,433
Equity dividend paid				(408)	(408)
Shares issued	66	303			369
Total shareholders equity at 30 April 2007	2,933	7,976	1,582	14,334	26,825
Restatement re adoption of IFRS				(89)	(89)
Net profit				879	879
Equity dividend paid				(235)	(235)
Shares issued	192	621			813
Adjustment in respect of share based payments			196		196
Balance at 31 October 2007	3,125	8,597	1,778	14,889	28,389
Net profit				2,297	2,297
Equity dividend paid				(474)	(474)
Shares issued	167	1,426			1,593
Total shareholders equity at 30 April 2008	3,292	10,023	1,778	16,712	31,805

Condensed Consolidated Cash Flow Statement

For the six months ended 30th April 2008

		Unaudited six months ended 30th April 2008	Unaudited six months ended April 2007	Audited year ended 31st October 2007
	Note	£'000	£'000	£'000
Cash flow from operating activities				
Cash (used in) / generated from operations	9	(4,803)	(5,914)	1,447
Interest received		78	120	287
Interest paid		(453)	(302)	(653)
Tax repaid / (paid)		118	(331)	(686)
Net cash (used in) / generated from operating activities		(5,060)	(6,427)	395
Cash flows from investing activities				
Acquisition of subsidiaries, (net of cash acquired)		(4,209)	0	(769)
Purchase of property, plant and equipment		(1,109)	(689)	(1,532)
Purchase of intangible assets		(313)	(12)	(114)
Proceeds on sale of property, plant and equipment		52	307	375
Proceeds on sale of investments		595	0	0
Purchase of investments		(162)	(78)	(91)
Dividends received		0	0	11
Net cash used in investing activities		(5,146)	(472)	(2,120)
Cash flows from financing activities				
Proceeds from the issue of share capital		1,593	369	1,182
Repayments of borrowings		(884)	(595)	(1,501)
Net proceeds from drawdown of new loans		4,490	1,863	2,663
Finance lease principal re-payments		(212)	(150)	(434)
Dividends paid		(474)	(408)	(643)
Net cash generated from financing activities		4,513	1,079	1,267
Net decrease in cash and cash equivalents		(5,693)	(5,820)	(458)
Cash and cash equivalents at beginning of period		(1,154)	(696)	(696)
Cash and cash equivalents at end of period		(6,847)	(6,516)	(1,154)

Notes to the Condensed Consolidated Interim Financial Statement

1. Basis of preparation

The Interim Report was approved by the Board of Directors on 17th June 2008. The condensed financial statements for the six months to the 30th April 2008 have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") and in accordance with International Accounting Standards (IAS) 34 Interim Financial Reporting.

The financial information for the Group for the year ended 31st October 2007 set out above is an extract from the published financial statements for that year which have been delivered to the Registrar of Companies. The auditors report on those financial statements was not qualified and did not contain statements under section 237(2) or (3) of the Companies Act 1985. The information contained in this document does not constitute statutory accounts within the meaning of section 240 of the Companies Act 1985.

The financial information for the six months ended 30th April 2008 and for the six months ended 30th April 2007 is unaudited.

The group prepares its consolidated financial statements in accordance with IFRS, and the statements have been prepared using the accounting policies set out in the Groups 2007 statutory accounts.

2. Consolidation of share of results of profits in joint ventures & associates

As the Group has a policy of using audited accounts for the consolidation of its share of the profits of joint venture & associate activities, no such consolidation has occurred during the six months to April 2008. Relevant results will be accounted for during the second half of the financial year.

3. Significant accounting policies

The condensed financial statements have been prepared on a historical cost basis or fair value basis as appropriate.

The same accounting policies, presentation and methods of computation are followed in these condensed financial statements as were applied in the Preparing of the Group's financial statements for the year ended 31 October 2007.

4. Taxation

The tax charge for the six months to 30th April 2008 is based on an apportionment of the estimated tax charge for the full year.

5. Earnings per Share

Earnings per share have been calculated based on the profit attributable to ordinary shareholders of £2,297,000 (six months ended 30 April 2007 : profit of £1,433,000) and the weighted average number of shares in issue of 12,971,238 (2007: 11,526,432). Diluted earnings per share are based on the aggregate weighted average number of shares and all potential shares, adjusted for the proposed issue price, of 13,045,988 (2007: 12,080,448).

6. Share capital

During the current period a total of 669,201 (2007: 263,957) shares were issued with an aggregate nominal value of £167,300 (2007: £65,990) fully paid up for equivalent cash of £1,592,808 (2007: £369,402). Included in these issues were 56,201 (2007: 64,517) shares allotted to shareholders exercising their rights to receive dividends under the Company's scrip dividend scheme and 120,000 shares (2007: nil) allotted to holders of Warrants in the Company. At the date of this report a total of 13,169,960 shares are in issue.

7. Dividends

In the period an amount of £473,737 (2007:£408,336) was charged to reserves. An interim dividend of 2p per share will be paid on 31st October 2008 to shareholders on the register on the 26th September 2008.

8. Segmental reporting

The Group's primary reporting format is business segments. A business segment is a component of the Group that is engaged in providing a group of related products and is subject to the risks and returns that are different from other business segments. The Group operates in one geographical segment being the UK.

The segment results for the period ended 30th April 2008 are as follows:

	Agricultural Supply £'000s	Retail £'000s	Other £'000s	Total £'000s
Unaudited as at 30th April 2008:				
Revenue	94,302	22,087	73	116,462
Operating result	2,269	1,032	32	3,333
Share of result of associates & joint ventures	0	0	0	0
	2,269	1,032	32	3,333
Net interest				(375)
Profit before tax				2,958
Taxation				(661)
Profit for the year attributable to shareholders				2,297
Unaudited as at 30th April 2007:				
Revenue	63,633	16,180	86	79,899
Operating result	1,369	713	63	2,145
Share of result of associates & joint ventures	0	0	0	0
	1,369	713	63	2,145
Net interest				(182)
Profit before tax				1,963
Taxation				(530)
Profit for the year attributable to shareholders				1,433
Audited as at 31st October 2007:				
Revenue	122,133	34,627	287	157,047
Operating result	1,832	1,311	(273)	2,870
Share of result of associates & joint ventures	194	26	512	732
	2,026	1,337	239	3,602
Net interest				(355)
Profit before tax				3,247
Taxation				(935)
Profit for the year attributable to shareholders				2,312

Notes to the Condensed Consolidated Interim Financial Statement (continued)

9. Cash (used in) / generated from operations

	Unaudited as at 30th April 2008 £'000s	Unaudited as at 30th April 2007 £'000s	Audited as at 31st October 2007 £'000s
Net profit	2,297	1,433	2,312
Adjustments for:			
Taxation	661	530	935
Depreciation of tangible fixed assets	696	673	1,269
Amortisation of other intangible fixed assets	0	0	257
Profit on disposal of property, plant and equipment	(12)	(156)	(160)
Interest expense	453	302	653
Interest income	(78)	(120)	(298)
Share based payments	0	0	89
Share of results of joint ventures before tax	0	0	(732)
Loans made to joint ventures	1,050	(1,880)	(2,102)
Changes in working capital (excluding effects of acquisitions and disposals of subsidiaries)			
(Increase) / decrease in inventories & biological assets	(3,124)	(1,986)	(1,018)
(Increase) / decrease in trade and other receivables	(12,610)	(8,652)	(4,537)
Increase / (decrease) in payables	5,864	3,942	4,779
Increase / (decrease) in provisions	0	0	0
Cash (used in) / generated from operations	(4,803)	(5,914)	1,447

10. Business Combinations

During the period the Group has completed three acquisitions and details of the trade, assets acquired, price paid and trading during the period are provided below:

	Other Acquisitions	Wilson's Pet Centres Ltd.	Total
Date of acquisition	4th Jan 2008	11th Jan 2008	
	£'000s	£'000s	£'000s
Fair value of acquisition:			
Property, plant & equipment	70	634	704
Cash & cash equivalents	0	195	195
Other current assets	360	1,313	1,673
Other current liabilities	0	(881)	(881)
Net assets acquired	430	1,261	1,691
Goodwill arising on acquisition	313	4,003	4,316
Consideration	743	5,264	6,007
Consideration satisfied by:			
Cash paid	530	4,298	4,828
Expenses	13	106	119
Deferred consideration	200	860	1,060
	743	5,264	6,007
Revenue in period	1,057	1,886	2,943
Operating profit in period	(10)	143	133

Other acquisitions represent the purchase of the goodwill and certain assets from Wrekin Country Stores on the 10th December 2007 and the goodwill and certain assets of J. Hatton Agriculture on the 4th January 2008.

11. Other reserves

Included in Other reserves are share based payments: The group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value at the date of the grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest. The Group operates a number of share option and Save As You Earn schemes and Fair Value is measured by use of a recognised valuation model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Notes to the Condensed Consolidated Interim Financial Statement (continued)

12. Group financial commitments

There have been no material changes to the groups contingent liabilities in respect of the guaranteed bank overdrafts of its four associated undertakings and joint ventures.

13. Related Parties

Transactions between the company and its subsidiaries, which are related parties have been eliminated on consolidation and are not disclosed in this note. Transactions between the group and its joint ventures and associates are described below.

	Transaction value			Balance outstanding		
	Six months 30/04/2008	Six months 30/04/2007	Year to 31/10/2007	Six months 30/04/2008	Six months 30/04/2007	Year to 31/10/2007
Sales of goods to Joint ventures and associates	2,282	971	2,270	974	217	387
Purchases of goods from Joint ventures and associates	2,942	2,483	3,746	1,910	1,584	1,637
Interest receivable from Joint ventures and associates	50	122	287	50	122	0

Sales of goods to related parties were made at the Group's usual list prices, less average discounts. Purchase were made at market price discounted to reflect the quantity of goods purchased and the relationship between parties.

Financial Calendar

Half Year Results Announced	18th June 2008
Interim Dividend Record Date	3rd October 2008
Interim Dividend Date	31st October 2008
Financial Year End	31st October 2008
Announcement of Full Year Results	January 2009
Dividend Record Date	March 2008
Annual General Meeting	March 2008
Dividend Payment	30th April 2008

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