statutory reports

Working in partnership

The Directors are pleased to present the Financial Statements of Restaurant Brands New Zealand Limited for the year ended 28 February 2010 contained on pages 26 to 57.

For and on behalf of the Board of Directors:

E K van Arkel
Chairman

Date: 7 April 2010

D A Pilkington
Director

Date: 7 April 2010

statements of comprehensive income

for the year ended 28 February 2010

$NZ000's	Note	GROUP 2010	GROUP 2009	COMPANY 2010	COMPANY 2009
Continuing operations					
Store sales revenue	3	**317,849**	309,106	**-**	-
Other revenue	3	**495**	472	**12,256**	6,313
Total operating revenue		**318,344**	309,578	**12,256**	6,313
Cost of goods sold		**(255,136)**	(256,879)	**-**	-
Gross profit		**63,208**	52,699	**12,256**	6,313
Distribution expenses		**(3,781)**	(4,221)	**-**	-
Marketing expenses		**(16,716)**	(17,438)	**-**	-
General and administration expenses		**(12,945)**	(10,572)	**-**	-
EBIT before non-trading		**29,766**	20,468	**12,256**	6,313
Non-trading	6	**(558)**	(4,974)	**-**	-
Earnings before interest and taxation (EBIT)	3	**29,208**	15,494	**12,256**	6,313
Interest revenue		**32**	21	**-**	-
Interest expense		**(1,474)**	(3,943)	**(1,370)**	(3,874)
Net financing expenses	6	**(1,442)**	(3,922)	**(1,370)**	(3,874)
Profit before taxation		**27,766**	11,572	**10,886**	2,439
Taxation expense	7	**(8,230)**	(3,317)	**411**	1,195
Profit after taxation from continuing operations attributable to shareholders		**19,536**	8,255	**11,297**	3,634
Other comprehensive income:					
Exchange differences on translating foreign operations		**(1)**	(76)	**-**	-
Derivative hedging reserve		**203**	-	**203**	-
Income tax relating to components of other comprehensive income		**(61)**	32	**(61)**	-
Other comprehensive income for the full year, net of tax		**141**	(44)	**142**	-
Total comprehensive income for the full year attributable to shareholders		**19,677**	8,211	**11,439**	3,634
Basic earnings per share from continuing operations (cents)	18	**20.11**	8.50		
Basic earnings per share from total operations (cents)	18	**20.11**	8.50		
Diluted earnings per share from continuing operations (cents)	18	**20.09**	8.50		
Diluted earnings per share from total operations (cents)	18	**20.09**	8.50		

The accompanying accounting policies and notes form an integral part of the financial statements.

statements of changes in equity

for the year ended 28 February 2010

Group $NZ000's	Note	SHARE CAPITAL	SHARE OPTION RESERVE	FOREIGN CURRENCY TRANSLATION RESERVE	DERIVATIVE HEDGING RESERVE	RETAINED EARNINGS	TOTAL
Balance as at 29 February 2008		**25,622**	**92**	**113**	**-**	**9,350**	**35,177**
Comprehensive income							
Profit after taxation from continuing operations attributable to shareholders		-	-	-	-	8,255	8,255
Other comprehensive income							
Movement in foreign currency translation reserve		-	-	(44)	-	-	(44)
Total other comprehensive income		**-**	**-**	**(44)**	**-**	**-**	**(44)**
Total comprehensive income		**-**	**-**	**(44)**	**-**	**8,255**	**8,211**
Transactions with owners							
Movement in share option reserve		-	(13)	-	-	-	(13)
Net dividends distributed	16	-	-	-	-	(6,313)	(6,313)
Total transactions with owners		**-**	**(13)**	**-**	**-**	**(6,313)**	**(6,326)**
Balance as at 28 February 2009		**25,622**	**79**	**69**	**-**	**11,292**	**37,062**
Comprehensive income							
Profit after taxation from continuing operations attributable to shareholders		-	-	-	-	19,536	19,536
Other comprehensive income							
Movement in foreign currency translation reserve		-	-	(1)	-	-	(1)
Movement in derivative hedging reserve		-	-	-	142	-	142
Total other comprehensive income		**-**	**-**	**(1)**	**142**	**-**	**141**
Total comprehensive income		**-**	**-**	**(1)**	**142**	**19,536**	**19,677**
Transactions with owners							
Shares issued on exercise of options	17	199	(11)	-	-	-	188
Net dividends distributed	16	-	-	-	-	(8,257)	(8,257)
Total transactions with owners		**199**	**(11)**	**-**	**-**	**(8,257)**	**(8,069)**
Balance as at 28 February 2010	15, 17	**25,821**	**68**	**68**	**142**	**22,571**	**48,670**

The accompanying accounting policies and notes form an integral part of the financial statements.

statements of changes in equity (continued)

for the year ended 28 February 2010

Company $NZ000's	Note	SHARE CAPITAL	SHARE OPTION RESERVE	FOREIGN CURRENCY TRANSLATION RESERVE	DERIVATIVE HEDGING RESERVE	RETAINED DEFICIT	TOTAL
Balance as at 29 February 2008		**25,622**	**92**	**-**	**-**	**(24,776)**	**938**
Comprehensive income							
Profit after taxation from continuing operations attributable to shareholders		-	-	-	-	3,634	3,634
Total comprehensive income		**-**	**-**	**-**	**-**	**3,634**	**3,634**
Transactions with owners							
Movement in share option reserve		-	(13)	-	-	-	(13)
Net dividends distributed	16	-	-	-	-	(6,313)	(6,313)
Total transactions with owners		**-**	**(13)**	**-**	**-**	**(6,313)**	**(6,326)**
Balance as at 28 February 2009		**25,622**	**79**	**-**	**-**	**(27,455)**	**(1,754)**
Comprehensive income							
Profit after taxation from continuing operations attributable to shareholders		-	-	-	-	11,297	11,297
Other comprehensive income							
Movement in derivative hedging reserve		-	-	-	142	-	142
Total other comprehensive income		**-**	**-**	**-**	**142**	**-**	**142**
Total comprehensive income		**-**	**-**	**-**	**142**	**11,297**	**11,439**
Transactions with owners							
Shares issued on exercise of options	17	199	(11)	-	-	-	188
Net dividends distributed	16	-	-	-	-	(8,257)	(8,257)
Total transactions with owners		**199**	**(11)**	**-**	**-**	**(8,257)**	**(8,069)**
Balance as at 28 February 2010	15, 17	**25,821**	**68**	**-**	**142**	**(24,415)**	**1,616**

The accompanying accounting policies and notes form an integral part of the financial statements.

statements of financial position

as at 28 February 2010

$NZ000's	Note	GROUP 2010	GROUP 2009	COMPANY 2010	COMPANY 2009
Non-current assets					
Property, plant and equipment	8	**73,365**	71,794	**-**	-
Investments in subsidiaries	10	**-**	-	**150,396**	150,396
Intangible assets	9	**23,773**	24,689	**-**	-
Deferred tax asset	11	**1,074**	-	**-**	-
Total non-current assets		**98,212**	96,483	**150,396**	150,396
Current assets					
Inventories	12	**1,822**	2,098	**-**	-
Other receivables	13, 25	**1,907**	1,689	**-**	40
Cash and cash equivalents	25	**826**	787	**92**	-
Derivative financial instruments	14, 25	**203**	-	**203**	-
Total current assets		**4,758**	4,574	**295**	40
Total assets		**102,970**	101,057	**150,691**	150,436
Equity attributable to shareholders					
Share capital	17	**25,821**	25,622	**25,821**	25,622
Reserves		**278**	148	**210**	79
Retained earnings / (deficit)		**22,571**	11,292	**(24,415)**	(27,455)
Total equity attributable to shareholders		**48,670**	37,062	**1,616**	(1,754)
Non-current liabilities					
Provisions and deferred income	21	**5,543**	4,091	**-**	-
Loans and finance leases	19, 25	**79**	34,414	**-**	34,260
Deferred tax liability	11	**-**	359	**-**	-
Total non-current liabilities		**5,622**	38,864	**-**	34,260
Current liabilities					
Bank overdraft	25	**-**	-	**-**	198
Income tax payable		**3,689**	751	**-**	-
Loans and finance leases	19, 25	**17,862**	285	**17,670**	-
Creditors and accruals	20, 25	**25,445**	22,121	**119**	-
Provisions and deferred income	21	**1,371**	1,617	**-**	-
Amounts payable to subsidiary companies	27	**-**	-	**131,286**	117,732
Liabilities associated with assets classified as held for sale	5	**311**	357	**-**	-
Total current liabilities		**48,678**	25,131	**149,075**	117,930
Total liabilities		**54,300**	63,995	**149,075**	152,190
Total equity and liabilities		**102,970**	101,057	**150,691**	150,436

The accompanying accounting policies and notes form an integral part of the financial statements.

statements of cash flows

for the year ended 28 February 2010

		GROUP		COMPANY	
$NZ000's	Note	**2010**	2009	**2010**	2009
Cash flows from operating activities					
Cash was provided by / (applied to):					
Receipts from customers		**319,330**	310,783	**-**	-
Payments to suppliers and employees		**(273,359)**	(281,552)	**-**	-
Dividends received		**-**	-	**12,256**	6,313
Interest received	6	**32**	21	**-**	-
Interest paid	6	**(1,159)**	(4,515)	**(1,211)**	(4,446)
(Payment) / receipt of income tax	7	**(6,131)**	(1,408)	**1,000**	1,670
Net cash from operating activities	24	**38,713**	23,329	**12,045**	3,537
Cash flows from investing activities					
Cash was provided by / (applied to):					
Payment for intangibles	9	**(235)**	(378)	**-**	-
Purchase of property, plant and equipment	8	**(13,584)**	(7,762)	**-**	-
Proceeds from disposal of property, plant and equipment		**660**	40	**-**	-
Sale of discontinued operations	4	**(38)**	(16)	**-**	-
Advances from subsidiary company		**-**	-	**13,554**	11,572
Net cash (used in) / from investing activities		**(13,197)**	(8,116)	**13,554**	11,572
Cash flows from financing activities					
Cash was provided by / (applied to):					
Cash received on the exercise of options	28	**188**	-	**188**	-
Decrease in loans	19	**(16,624)**	(8,288)	**(16,590)**	(8,238)
Decrease in finance leases	19	**(134)**	(397)	**-**	-
Dividends paid to shareholders	16	**(8,257)**	(6,313)	**(8,257)**	(6,313)
Supplementary dividends paid		**(650)**	(489)	**(650)**	(489)
Net cash (used in) financing activities		**(25,477)**	(15,487)	**(25,309)**	(15,040)
Net increase / (decrease) in cash and cash equivalents		**39**	(274)	**290**	69
Reconciliation of cash and cash equivalents					
Cash and cash equivalents at the beginning of the year:		**787**	1,061	**(198)**	(267)
Cash and cash equivalents at the end of the year:					
Cash on hand		**304**	324	**-**	-
Cash at bank		**522**	463	**92**	(198)
	25	**826**	787	**92**	(198)
Net increase / (decrease) in cash and cash equivalents		**39**	(274)	**290**	69

The accompanying accounting policies and notes form an integral part of the financial statements.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

For the year ended 28 February 2010

1. General information

Restaurant Brands New Zealand Limited ("Company" or "Parent") together with its subsidiaries (the "Group") operate quick service and takeaway restaurant concepts.

The Company is a limited liability company incorporated and domiciled in New Zealand. The address of its registered office is Level 3, Westpac Building, Central Park, 666 Great South Road, Penrose, Auckland.

The financial statements were authorised for issue on 7 April 2010 by the Board of Directors who do not have the power to amend after issue.

2. Summary of significant accounting policies

The principal accounting policies adopted in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The consolidated financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice ("NZ GAAP"). They comply with New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS"), and other applicable Financial Reporting Standards, as appropriate for profit oriented entities. The financial statements comply with International Financial Reporting Standards ("IFRS").

The consolidated financial statements are presented in New Zealand dollars, rounded where necessary to the nearest thousand dollars. The Group divides its financial year into thirteen four week periods. The 2010 full year results are for 52 weeks (2009: 53 weeks).

Entities reporting

The financial statements for the Group are the consolidated financial statements comprising the economic entity Restaurant Brands New Zealand Limited and its subsidiaries. The financial statements of the Parent are for the Company as a separate legal entity.

The Parent and the Group are designated as profit oriented entities for financial reporting purposes.

Statutory base

The Company is listed on the New Zealand Stock Exchange ("NZX"). It is registered under the Companies Act 1993 and is an issuer in terms of the Financial Reporting Act 1993. The financial statements have been prepared in accordance with the requirements of the Financial Reporting Act 1993 and the Companies Act 1993.

Historical cost convention

The consolidated financial statements have been prepared on the historical cost convention, except for financial derivatives which are stated at their fair value and are discussed further below.

Critical accounting estimates

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

The estimates and assumptions that have a significant risk of causing material adjustment to the carrying value of assets and liabilities within the next financial year are addressed below.

(i) Goodwill impairment

As disclosed in Note 9, the Group undertook impairment testing of its operating divisions. Note 9 sets out the key assumptions used to determine the recoverable amount along with a sensitivity analysis.

(ii) Income tax

There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

(a) Basis of consolidation

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable 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.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the statement of comprehensive income.

Intra-group balances and profits resulting from intra-group transactions are eliminated in preparing the consolidated financial statements.

(b) Foreign currency translation

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income. Amounts qualifying as cash flow hedges and qualifying net investment hedges are also recognised in the statement of comprehensive income.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to New Zealand dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to New Zealand dollars at exchange rates at the dates of the transactions.

Exchange differences arising from the translation of the net investment in foreign operations are recognised in the foreign currency translation reserve and are released to the statement of comprehensive income upon disposal.

(c) Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments comprise trade and other receivables, which are initially recognised at fair value plus transaction costs and subsequently measured at amortised cost, cash and cash equivalents, loans and borrowings (initially recognised at fair value plus transaction costs and subsequently measured at amortised cost), and trade and other payables which are stated at fair value.

Non-derivative financial instruments are recognised initially at fair value plus any directly attributable transaction costs.

A financial instrument is recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised when the Group's contractual rights to the cash flows from the financial assets expire or when the Group transfers the financial asset to another party without retaining control or substantially all risks and rewards of the asset. Regular way purchases and sales of financial assets are accounted for at trade date, i.e. the date that the Group commits itself to purchase or sell the asset. Financial liabilities are derecognised when the Group's obligations specified in the contract expire or are discharged or cancelled.

Derivative financial instruments

The Group has various derivative financial instruments to manage the exposures that arise due to movements in foreign currency exchange rates and interest rates arising from operational, financing and investment activities. The Group does not hold derivative financial instruments for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for at fair value through the profit or loss. Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related. A separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value through profit or loss.

Derivatives are recognised initially at fair value; attributable transaction costs are recognised in profit or loss when incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are accounted for as described below.

The fair value of forward exchange contracts 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). The fair value of interest rate swaps is based on broker quotes. Those quotes are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the measurement date.

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
Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

Cash flow hedges

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognised directly in equity to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognised in profit or loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognised in equity remains there until the forecast transaction occurs. When the hedged item is a non-financial asset, the amount recognised in equity is transferred to the carrying amount of the asset when it is recognised. In other cases the amount recognised in equity is transferred to profit or loss in the same period that the hedged item affects profit or loss.

(d) Revenue recognition

Goods sold and services rendered

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, discounts and volume rebates. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs of possible return of goods can be estimated reliably and there is no continuing management involvement with the goods. Other revenue represents sales of services and is recognised in the accounting period in which the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided.

Dividend income

Dividend income is recognised when the right to receive payment is established.

Interest revenue

Interest revenue is recognised on a time proportion basis using the effective interest method.

Grants

A grant is recognised in the statement of financial position 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, and subsequently recognised in the statement of comprehensive income when the requirements under the grant have been met. Grants that compensate the Group for the cost of an asset are recognised in the statement of comprehensive income on a systematic basis over the useful life of the asset.

(e) Net financing costs

Net financing costs comprise: interest payable on borrowings calculated using the effective interest rate method; interest received on funds invested calculated using the effective interest rate method; foreign exchange gains and losses; gains and losses on certain financial instruments that are recognised (i.e. unhedged derivatives) in the statement of comprehensive income; unwinding of the discount on provisions, and impairment losses on financial assets.

(f) Lease payments

Finance leases

Minimum lease payments under finance leases are apportioned between the finance charge 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. Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

Operating leases

Payments made under operating leases are recognised in the statement of comprehensive income on a straight line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

(g) Income tax expense

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the statement of comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that they probably will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend is recognised.

Deferred tax assets and liabilities are set off only if there is a legal right of set off and they relate to income taxes levied by the same taxation authorities.

(h) Advertising and promotion costs

Expenditure on advertising and promotional activities is recognised as an expense when the Group has the right to access the goods or has received the service.

(i) Royalties paid

Royalties are recognised as an expense as revenue is earned.

(j) Financial assets

The Group classifies its financial assets in the following categories: at fair value through profit or loss or loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise 'other receivables' and 'cash and cash equivalents' in the statement of financial position.

(k) Cash and cash equivalents

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

(l) Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(m) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of comprehensive income over the period of the borrowings using the effective interest method.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
For the year ended 28 February 2010

(n) Intangible assets

Goodwill

Goodwill arises on the acquisition of subsidiaries and business combinations. Goodwill is measured at cost less accumulated impairment losses. Goodwill is allocated to cash generating units and is tested annually for impairment.

Concept development costs and fees

Concept development costs and fees include certain costs, other than the direct cost of obtaining the franchise, associated with the establishment of quick service and takeaway restaurant concepts. These include, for example, professional fees and consulting costs associated with the establishment of a new brand or business acquisition.

These costs are capitalised where the concept is proven to be commercially feasible and the related future economic benefits are expected to exceed those costs with reasonable certainty. These are subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight line basis over the period which future economic benefits are reasonably expected to be derived.

Acquired software costs

Software costs have a finite useful life. Software costs are capitalised and amortised over the estimated economic life of three years.

(o) Property, plant and equipment

Owned assets

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Where appropriate, the cost of property, plant and equipment includes site preparation costs, installation costs and the cost of obtaining resource consents. Borrowing costs associated with property, plant and equipment are expensed as incurred.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

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 the future economic benefits embodied within the part 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 the statement of comprehensive income as incurred.

Leased assets

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

Other leases are operating leases and are not recognised on the Group's statement of financial position. The Group also leases certain plant and equipment and land and buildings by way of operating lease. The cost of improvements to leasehold assets is capitalised as buildings or leasehold improvements and then depreciated as outlined below.

Capital work in progress

All costs relating to an asset are first recorded in capital work in progress. Once all associated costs for an asset are established with relative certainty, the asset is then transferred from work in progress and capitalised into property, plant and equipment.

Store start up costs

Costs incurred in connection with assessing the feasibility of new sites are expensed as incurred with the exception of franchise costs and certain development costs and fees as discussed above.

Depreciation

Land is not depreciated. Depreciation is recognised in the statement of comprehensive income and is calculated on a straight line basis to allocate the cost of an asset, less any residual value, over its estimated useful life. Leased assets are depreciated over the shorter of the lease term and their useful lives. The estimated useful lives of fixed assets are as follows:

Leasehold improvements	5 - 20 years
Plant and equipment	3 - 12.5 years
Motor vehicles	4 years
Furniture and fittings	3 - 10 years
Computer equipment	3 - 5 years

Depreciation methods, useful lives and residual values are reassessed at the reporting date.

(p) Inventories

Inventories are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price less the estimated costs of marketing, selling and distribution. The cost of inventories is based on the first-in first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing condition and location.

(q) Dividends

Dividends are accrued in the period that they are authorised.

(r) Impairment on non-financial assets

The carrying amounts of the Group's assets except for inventories and deferred tax assets are reviewed at each balance date to determine whether there is any indication of impairment. If any such indication exists then the asset's or Cash Generating Unit's (CGU'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. An impairment loss is recognised whenever the carrying amount of an asset or CGU exceeds its recoverable amount. A CGU is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups.

The recoverable amount of an asset or CGU 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 discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses directly reduce the carrying amount of assets and are recognised in the statement of comprehensive income. Impairment losses recognised in respect of CGUs 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.

Except for impairment losses on goodwill, 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. An impairment loss in respect of goodwill is not reversed.

(s) Share capital

Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

(t) 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 period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise share options granted to employees.

(u) Employee benefits

Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The benefit is discounted to determine its present value.

Share-based payment transactions

The grant date fair value of options granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the options. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest. The fair value of the options granted is measured using an options pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to share prices not achieving the threshold for vesting.

Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A provision is recognised for the amount expected to be paid under short-term cash bonus if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(v) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Senior Leadership Team. The Senior Leadership Team reviews the Group's internal reporting in order to assess performance and allocate resources.

(w) Goods and services tax

The statement of comprehensive income and statements of cash flows have been prepared exclusive of Goods and Services Taxation (GST). All items in the statement of financial position are stated net of GST, with the exception of receivables and payables, which include GST invoiced.

(x) Non-current assets held for sale

Non-current assets (or disposal groups comprising assets and liabilities) that are expected to be recovered primarily through sale rather than through continuing use are classified as held for sale. Immediately before classification as held for sale, the assets (or components of a disposal group) are remeasured in accordance with the Group's accounting policies. Thereafter, generally the assets (or disposal group) are measured at the lower of their carrying amount and fair value less costs to sell. Impairment losses on initial classification as held for sale and subsequent gains or losses on remeasurement are recognised in the statement of comprehensive income. Gains are not recognised in excess of any cumulative impairment loss.

(y) 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 operations 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 statement of comprehensive income is restated as if the operation has been discontinued from the start of the comparative period.

(z) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. 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.

Restructuring

A provision for restructuring is recognised when the Group has approved a detailed and formal restructuring plan, and the restructuring either has commenced or has been announced publicly. Future operating costs are not provided for.

Onerous contracts

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

(aa) Non-trading items

The Group seeks to present a measure of comparable underlying performance on a consistent basis. In order to do so, the Group separately discloses items considered to be unrelated to the day-to-day operational performance of the Group. Such items are classified as non-trading items and are separately disclosed in the statement of comprehensive income and notes to the financial statements.

(ab) New standards and interpretations

New and amended standards adopted by the Group

The Group has adopted the following new and amended IFRSs as of 1 January 2009:

- *NZ IAS 1 (revised) Presentation of financial statements* – effective 1 January 2009. The revised standard prohibits the presentation of items of income and expenses (that is, 'non-owner changes in equity') in the statement of changes in equity, requiring 'non-owner changes in equity' to be presented separately from owner changes in equity in a statement of comprehensive income. As a result, the Group presents in the statement of changes in equity all owner changes in equity, whereas all non-owner changes in equity are presented in the statement of comprehensive income. Comparative information has been re-presented so that it also is in conformity with the revised standard. As the change in accounting policy only impacts presentation aspects, there is no impact on earnings per share.
- *NZ IAS 23 Borrowing costs (revised*) – effective 1 January 2009 requires an entity to capitalise borrowings costs directly attributable to the acquisition, construction or production of a qualifying asset. The amendment is not presently applicable to the Group.
- *NZ IFRS 2 (amendment) Share-based payment* – effective 1 January 2009 deals with vesting conditions and cancellations. It clarifies that vesting conditions are service conditions and performance conditions only. Other features of a share-based payment are not vesting conditions. These features would need to be included in the grant date fair value for transactions with employees and others providing similar services; they would not impact the number of awards expected to vest or valuation thereof subsequent to grant date. All cancellations, whether by the entity or by other parties, should receive the same accounting treatment. The amendment does not have an impact on the Group.
- *NZ IFRS 7 Financial instruments – disclosures (amendment)* – effective 1 January 2009. The amendment requires enhanced disclosures about fair value measurement and liquidity risk. In particular, the amendment requires disclosure of fair value measurements by level of a fair value measurement hierarchy. As the change in accounting policy only results in additional disclosures, there is no impact on earnings per share.
- *NZ IFRS 8 Operating segments* – effective 1 January 2009. The standard requires an entity to adopt the 'management approach' to reporting on the financial performance of its operating segments. The information reported is what management uses internally for evaluating segment performance and deciding how it allocates resources to operating segments, along with an explanation of the basis on which the segment information is prepared. As a result the Group has re-presented comparative information so that it is in conformity with the standard. Refer to Note 3 and the accompanying discussion.

Relevant standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group

- *NZ IAS 24 – Related party disclosures* simplifies the definition of a related party, clarifying its intended meaning and eliminating inconsistencies from the definition. NZ IAS 24 is effective for accounting periods beginning 1 July 2011. The revision is not expected to have a material impact on the Group.
- *NZ IAS 27 – Consolidated and separate financial statements (amended)* introduces a number of changes relating to changes in ownership interest in a subsidiary without loss of control, allocation of losses of a subsidiary and accounting for the loss of control of a subsidiary. NZ IAS 27 (amended) is effective for accounting periods beginning 1 July 2009. The standard is not expected to have any impact on the Group.
- *NZ IAS 32 – Amendment: Financial instrument: presentation – classification of rights issues* clarifies the matter of classification of rights issues. NZ IAS 32 (Amendment) is effective for accounting periods beginning 1 February 2010. The amendment is not expected to have any impact on the Group.
- *NZ IAS 39 – Amendment: NZ equivalent to IAS 39 financial instruments: recognition and measurement – eligible hedged items* clarifies existing principles that determine whether specific risks or portions of cash flows are eligible for designation in a hedging relationship. NZ IAS 39 (Amendment) is effective for accounting periods beginning 1 July 2009. The amendment is not expected to have an impact on the Group.
- *NZ IFRS 2 – Amendment: Group cash-settled share-based payment transactions* require an entity receiving goods or services in either an equity-settled or a cash-settled share-based payment transaction to account for the transaction in its separate or individual financial statements. The current standard requires attribution of Group share-based payment transactions only if they are equity-settled. NZ IFRS 2 (Amendment) is effective for accounting periods beginning 1 January 2010. The amendment is not expected to have any impact on the Group.
- *NZ IFRS 3 – Business combinations (revised)* introduces a number of changes, the most significant requiring to expense transaction costs and a choice to measure a non-controlling interest at fair value or at its proportionate interest in the acquiree's net assets. NZ IFRS 3 (Revised) is effective for accounting periods beginning 1 July 2009. The standard is not expected to have any impact on the Group.
- *NZ IFRS 5 – Improvements to NZ equivalents to IFRS: plan to sell the controlling interest in a subsidiary.* The standard is effective for accounting periods starting 1 July 2009 and is not expected to have an impact on the Group.
- *NZ IFRS 9 – Financial instruments* specifies how an entity should classify and measure financial assets, including some hybrid contracts. NZ IFRS 9 is intended to replace NZ IAS 39. NZ IFRS 9 is effective for accounting periods beginning 1 January 2013. The standard is not expected to have a material impact on the Group.

- *Improvements to NZ equivalents to international financial reporting standards (Approved May 2009)* introduces amendments to a number of New Zealand standards which will result in accounting changes for presentation, recognition or measurement purposes. Amendments to certain standards are effective for accounting periods starting 1 July 2009 and 1 January 2010 for all other amendments. The amendments are expected to have a minimal impact on the Group.
- *NZ IFRIC 14 – Amendment: The limit on a defined benefit asset, minimum funding requirements and their interaction* clarifies the treatment of prepayment of future contributions when there is a minimum funding requirement. NZ IFRIC 14 (Amendment) is effective for accounting periods beginning 1 January 2011. The amendment is not expected to impact the Group.
- *NZ IFRIC 17 - Distributions of non-cash assets to owners* outlines how an entity should measure distributions of assets, other than cash, as a dividend to its owners as owners acting in their capacity as owners. NZ IFRIC 17 is effective for accounting periods beginning 1 July 2009. The interpretation is not expected to have any impact on the Group.
- *NZ IFRIC 18 – Transfers of assets from customers* provides guidance on the transfer of assets or cash received from customers. NZ IFRIC 18 is effective for accounting periods beginning 1 July 2009. The interpretation is not expected to have any impact on the Group.
- *NZ IFRIC 19 – Extinguishing financial liabilities with equity instruments* covers accounting by an entity when the terms of a financial liability are renegotiated and result in the entity issuing equity instruments to a creditor of the entity to extinguish all or part of the financial liability. NZ IFRIC 19 is effective for accounting periods beginning 1 July 2010. The interpretation is not expected to have an impact on the Group.

3. Segmental reporting

The Group has three operating segments: KFC, Pizza Hut and Starbucks Coffee. All three segments operate quick service and takeaway restaurant concepts. No operating segments have been aggregated.

The segments were determined primarily because the Group manages each business separately. The reportable segments are each managed separately as they operate in three distinct markets, sell distinct products, have distinct production processes and have distinct operating and gross margin characteristics. The Group operates in New Zealand.

For the purposes of preparing the prior year comparative figures, the Group has also included Pizza Hut Victoria as an additional operating segment. Pizza Hut Victoria ceased trading during the 2009 financial year.

The title "All other segments" represents general and administration support centre costs ("G&A"). G&A support centre costs are not an operating segment as the costs incurred are incidental to the Group's activities.

The Group evaluates performance and allocates resources to its operating segments on the basis of segment assets, segment revenues, concept earnings before interest and tax and depreciation and amortisation ("concept EBITDA"), and earnings before interest and tax basis ("concept EBIT").

The accounting policies of the Group's segments are the same as those described in the notes to the Group's financial statements. Segment assets include items directly attributable to the segment (i.e. fixed assets, intangible assets and inventories). Unallocated items comprise other receivables, cash and cash equivalents and derivative financial instruments as they are all managed on a central basis. These are part of the reconciliation to total assets in the statement of financial position. Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment and intangible assets other than goodwill.

The Group has not disclosed segment liabilities as the chief operating decision maker (the Senior Leadership Team) evaluates performance and allocates resources on the basis of Group information.

3. Segmental reporting (continued)

	KFC		PIZZA HUT		STARBUCKS COFFEE		PIZZA HUT VICTORIA*		ALL OTHER SEGMENTS**		CONSOLIDATED		CONTINUING	DISCONTINUED	CONTINUING	DISCONTINUED
$NZ000's	2010	2009	2010	2009	2010	2009	2010	2009	2010	2009	2010	2009	2010	2010	2009	2009
Business segments																
Store sales revenue	**223,228**	211,531	**64,158**	64,595	**30,463**	32,980	-	275	**-**	-	**317,849**	309,381	**317,849**	-	309,106	275
Other revenue	**-**	-	**-**	-	**-**	-	-	-	**495**	472	**495**	472	**495**	-	472	-
Total operating revenue	**223,228**	211,531	**64,158**	64,595	**30,463**	32,980	-	275	**495**	472	**318,344**	309,853	**318,344**	**-**	309,578	275
Concept EBITDA before general and administration expenses	**46,268**	37,993	**5,403**	2,771	**3,224**	2,941	-	-	**-**	-	**54,895**	43,705	**54,895**	-	43,705	-
Depreciation	**(6,233)**	(6,203)	**(3,597)**	(4,022)	**(1,647)**	(1,772)	-	-	**(526)**	(380)	**(12,003)**	(12,377)	**(12,003)**	-	(12,377)	-
Loss on sale of property, plant and equipment (included in depreciation)	**(136)**	(88)	**(11)**	(47)	**(28)**	(12)	-	-	**-**	-	**(175)**	(147)	**(175)**	-	(147)	-
Amortisation (included in cost of sales)	**(554)**	(560)	**(321)**	(247)	**(152)**	(186)	-	-	**(67)**	(237)	**(1,094)**	(1,230)	**(1,094)**	-	(1,230)	-
G&A - area managers, general managers and support centre	**(2,233)**	(1,781)	**(1,429)**	(1,354)	**(932)**	(934)	-	-	**(7,263)**	(5,414)	**(11,857)**	(9,483)	**(11,857)**	-	(9,483)	-
Segment result before non-trading	**37,112**	29,361	**45**	(2,899)	**465**	37	-	-	**(7,856)**	(6,031)	**29,766**	20,468	**29,766**	**-**	20,468	-
Impairment on property, plant and equipment	**(168)**	(75)	**(228)**	(25)	**-**	-	-	-	**-**	-	**(396)**	(100)	**(396)**	-	(100)	-
Impairment on intangibles	**-**	-	**-**	(3,698)	**-**	-	-	-	**-**	-	**-**	(3,698)	**-**	-	(3,698)	-
Other non-trading	**236**	(411)	**(159)**	(371)	**(239)**	(394)	-	128	**-**	-	**(162)**	(1,048)	**(162)**	-	(1,176)	128
Segment result (Concept EBIT)	**37,180**	28,875	**(342)**	(6,993)	**226**	(357)	-	128	**(7,856)**	(6,031)	**29,208**	15,622	**29,208**	**-**	15,494	128
Operating profit (EBIT)											**29,208**	15,622	**29,208**	**-**	15,494	128
Net financing costs											**(1,442)**	(3,922)	**(1,442)**	-	(3,922)	-
Net profit before taxation											**27,766**	11,700	**27,766**	-	11,572	128
Income tax expense											**(8,230)**	(3,445)	**(8,230)**	-	(3,317)	(128)
Net profit after taxation											**19,536**	8,255	**19,536**	**-**	8,255	-
Net profit after taxation excluding non-trading											**19,926**	11,736	**19,926**	**-**	11,736	-
Segment assets	**56,223**	50,650	**32,624**	35,790	**9,137**	11,155	-	-	**976**	986	**98,960**	98,581				
Unallocated assets											**4,010**	2,476				
Total assets											**102,970**	101,057				
Capital expenditure including intangibles	**12,852**	5,325	**1,599**	556	**422**	670	-	-	**474**	943	**15,347**	7,494				

*All segments are continuing operations except Pizza Hut Victoria

**All other segments are general and administration support centre expenses (G&A)

	NEW ZEALAND		AUSTRALIA		UNALLOCATED		CONSOLIDATED	
$NZ000's	2010	2009	2010	2009	2010	2009	2010	2009
Geographical segments								
Total operating revenue	**318,344**	309,578	-	275	**-**	-	**318,344**	309,853
Segment assets	**98,960**	98,581	-	-	**4,010**	2,476	**102,970**	101,057
Capital expenditure including intangibles	**15,347**	7,494	-	-	**-**	-	**15,347**	7,494

4. Discontinued operations

With the exit from Pizza Hut Victoria, the business was classified as a disposal group held for sale and as a discontinued operation. Sale of the remaining stores comprising the disposal group was completed during the previous financial year.

The results of the Pizza Hut Victoria business for the year were as follows:

		GROUP	
$NZ000's	Note	**2010**	2009
Results of discontinued operations			
Revenue		**-**	275
Cost of goods sold		**-**	(277)
Distribution expenses		**-**	(11)
General and administration expenses		**-**	(72)
Release of exit provision		**-**	85
Results from operating activities		**-**	-
Non-trading		**-**	128
Income tax on loss on sale of discontinued operations	7	**-**	(128)
Loss from discontinued operations (net of taxation)		**-**	-
Basic cents per share		**-**	-
Cash flows from discontinued operations			
Net cash provided by / (used in) operating activities		**41**	(119)
Net cash (used in) investing activities		**(38)**	(16)
Net cash provided by / (used in) discontinued operations		**3**	(135)

Because the franchise agreements with Yum! Restaurants International in this market have created obligations that were onerous in nature, all remaining future financial obligations relating to the exit of all remaining stores have been estimated and accounted for as a provision for onerous contracts under NZ IAS 37. These are in the sum of $0.3 million (2009: $0.3 million).

5. Non-current assets held for sale

Sale of the remaining Pizza Hut Victoria stores comprising the disposal group was completed during the previous financial year. All remaining associated liabilities have been classified as held for sale as shown below:

	GROUP	
$NZ000's	**2010**	2009
Liabilities associated with assets classified as held for sale		
Trade and other payables	**20**	19
Provisions	**291**	338
	311	357

All other assets held by the disposal group have been impaired to nil (2009: nil).

6. Analysis of expenses

The surplus before taxation is calculated after charging the following items:

		GROUP		COMPANY	
$NZ000's	Note	**2010**	2009	**2010**	2009
Auditors' remuneration:					
To PwC for statutory audit services		**61**	64	**-**	-
To PwC for other assurance services		**24**	24	**-**	-
Government training grants (included in general and administration expenses)		**(157)**	(137)	**-**	-
Amortisation of intangibles (included in cost of sales)	9	**1,094**	1,230	**-**	-
Write off of intangibles (included in non-trading costs)	9	**57**	192	**-**	-
Royalties paid		**18,919**	18,396	**-**	-
Depreciation expense	8	**12,003**	12,377	**-**	-
Operating rental expenses		**18,072**	19,024	**-**	-
Net loss on disposal of property, plant and equipment (included in depreciation expense)		**175**	147	**-**	-
Net loss on disposal of property, plant and equipment (included in non-trading costs)		**258**	762	**-**	-
Directors' fees	27	**217**	220	**-**	-
Interest expense (net)		**1,412**	3,855	**1,370**	3,874
Finance lease interest		**30**	67	**-**	-
Non-trading items					
Pizza Hut Victoria:					
Other store closure costs		**-**	(128)	**-**	-
		-	(128)	**-**	-
New Zealand:					
Impairment of Pizza Hut goodwill	9	**-**	3,698	**-**	-
Other store closure costs		**592**	1,212	**-**	-
Other store closure costs - insurance proceeds		**(626)**	-	**-**	-
Other store relocation and refurbishment costs		**329**	87	**-**	-
Impairment of property, plant and equipment	8	**396**	100	**-**	-
Other revenue		**(133)**	(123)	**-**	-
		558	4,974	**-**	-

	GROUP	
$NZ000's	**2010**	2009
Personnel expenses		
Wages and salaries	**79,851**	76,696
Increase in liability for long service leave	**56**	18
Equity settled share based payment transactions	**-**	(13)
	79,907	76,701

The Parent has no personnel expense (2009: nil).

7. Income tax expense in the statement of comprehensive income
Reconciliation of effective tax rate

		GROUP		GROUP		COMPANY	
$NZ000's	Note		**2010**		2009	**2010**	2009
Total profit before income tax for the period	3		**27,766**		11,700	**10,886**	2,439
Total income tax (expense) / credit	3		**(8,230)**		(3,445)	**411**	1,195
Net profit after income tax			**19,536**		8,255	**11,297**	3,634
Income tax using the Company's domestic tax rate		(30.0%)	**(8,330)**	(30.0%)	(3,510)	**(3,266)**	(732)
Non-deductible expenses and non-assessable income		0.4%	**100**	1.3%	157	**3,677**	1,927
Change in recognition of deferred tax asset		0.0%	**-**	(1.1%)	(128)	**-**	-
Prior period adjustment		0.0%	**-**	0.3%	36	**-**	-
		(29.6%)	**(8,230)**	(29.4%)	(3,445)	**411**	1,195
Income tax (expense) / credit comprises:							
Current tax (expense) / credit			**(9,724)**		(3,409)	**411**	1,195
Deferred tax credit / (expense)	11		**1,494**		(36)	**-**	-
Net tax (expense) / credit			**(8,230)**		(3,445)	**411**	1,195
Statement of comprehensive income taxation expense							
Income tax (expense) from continuing operations			**(8,230)**		(3,317)		
Income tax (expense) from discontinued operations (excluding loss on sale)	4		**-**		(128)		
Total income tax (expense)	3		**(8,230)**		(3,445)		

Imputation credits

	GROUP	
$NZ000's	**2010**	2009
Imputation credits at beginning of year	**(288)**	565
New Zealand tax payments, net of refunds	**6,122**	1,408
Imputation credits attached to dividends paid	**(2,890)**	(2,321)
Other tax paid	**9**	-
Prior period adjustment to tax paid	**-**	60
Imputation credits at end of year	**2,953**	(288)

8. Property, plant and equipment

Group $NZ000's	LAND	LEASEHOLD IMPROVEMENTS	PLANT, EQUIPMENT AND FITTINGS	MOTOR VEHICLES	LEASED PLANT AND EQUIPMENT	CAPITAL WORK IN PROGRESS	TOTAL
Cost							
Balance as at 29 February 2008	**-**	**76,222**	**51,541**	**959**	**1,122**	**4,958**	**134,802**
Additions for year ended February 2009	-	-	261	131	62	6,662	7,116
Transfer from work in progress for year ended February 2009	-	8,743	2,305	-	-	(11,048)	-
Disposals for year ended February 2009	-	(4,929)	(3,537)	(90)	(96)	-	(8,652)
Movement in exchange rates for year ended February 2009	-	89	44	2	-	-	135
Balance as at 28 February 2009	**-**	**80,125**	**50,614**	**1,002**	**1,088**	**572**	**133,401**
Additions for year ended February 2010	1,335	-	577	432	60	12,708	15,112
Transfer from work in progress for year ended February 2010	-	5,871	2,884	-	-	(8,755)	-
Disposals for year ended February 2010	-	(2,127)	(1,741)	(297)	(61)	-	(4,226)
Balance as at 28 February 2010	**1,335**	**83,869**	**52,334**	**1,137**	**1,087**	**4,525**	**144,287**
Accumulated Depreciation							
Balance as at 29 February 2008	**-**	**(22,206)**	**(31,149)**	**(652)**	**(495)**	**-**	**(54,502)**
Charge for year ended February 2009	-	(6,719)	(5,060)	(165)	(433)	-	(12,377)
Disposals for year ended February 2009	-	2,604	2,846	49	73	-	5,572
Movement in exchange rates for year ended February 2009	-	(30)	(18)	-	-	-	(48)
Balance as at 28 February 2009	**-**	**(26,351)**	**(33,381)**	**(768)**	**(855)**	**-**	**(61,355)**
Charge for year ended February 2010	-	(6,927)	(4,706)	(188)	(182)	-	(12,003)
Disposals for year ended February 2010	-	1,263	1,530	286	54	-	3,133
Balance as at 28 February 2010	**-**	**(32,015)**	**(36,557)**	**(670)**	**(983)**	**-**	**(70,225)**
Impairment Provision							
Balance as at 29 February 2008	**-**	**(1,669)**	**(496)**	**(29)**	**(2)**	**-**	**(2,196)**
Charge for year ended February 2009	-	(90)	(10)	-	-	-	(100)
Utilised/disposed for year ended February 2009	-	1,591	507	31	2	-	2,131
Movement in exchange rates for year ended February 2009	-	(59)	(26)	(2)	-	-	(87)
Balance as at 28 February 2009	**-**	**(227)**	**(25)**	**-**	**-**	**-**	**(252)**
Charge for year ended February 2010	-	(356)	(40)	-	-	-	(396)
Utilised/disposed for year ended February 2010	-	(44)	(5)	-	-	-	(49)
Balance as at 28 February 2010	**-**	**(627)**	**(70)**	**-**	**-**	**-**	**(697)**

The impairment charge recognised during the year relates to accelerated depreciation on leasehold improvements and plant, equipment and fittings on stores expected to be transformed or closed. Impairment charges incurred and utilised/disposed are recognised in non-trading in the statement of comprehensive income (refer Note 6). The Parent has no property, plant and equipment (2009: nil).

	LAND	LEASEHOLD IMPROVEMENTS	PLANT, EQUIPMENT AND FITTINGS	MOTOR VEHICLES	LEASED PLANT AND EQUIPMENT	CAPITAL WORK IN PROGRESS	TOTAL
Carrying amounts							
Balance as at 29 February 2008	-	52,347	19,896	278	625	4,958	78,104
Balance as at 28 February 2009	-	53,547	17,208	234	233	572	71,794
Balance as at 28 February 2010	**1,335**	**51,227**	**15,707**	**467**	**104**	**4,525**	**73,365**

9. Intangibles

Group $NZ000's	GOODWILL	FRANCHISE FEES	CONCEPT DEVELOPMENT COSTS	SOFTWARE COSTS	TOTAL
Cost					
Balance as at 29 February 2008	**39,136**	**10,804**	**2,149**	**1,723**	**53,812**
Additions for year ended February 2009	-	276	-	102	378
Disposals for year ended February 2009	-	-	-	(1)	(1)
Movement in exchange rates February 2009	510	102	18	-	630
Balance as at 28 February 2009	**39,646**	**11,182**	**2,167**	**1,824**	**54,819**
Additions for year ended February 2010	-	191	-	44	235
Disposals for year ended February 2010	(4,338)	(951)	(584)	(1)	(5,874)
Balance as at 28 February 2010	**35,308**	**10,422**	**1,583**	**1,867**	**49,180**
Accumulated Amortisation					
Balance as at 29 February 2008	**(12,207)**	**(3,236)**	**(1,060)**	**(1,339)**	**(17,842)**
Charge for year ended February 2009	-	(1,070)	(97)	(255)	(1,422)
Disposals for year ended February 2009	-	-	-	1	1
Effective movement in exchange rates February 2009	(86)	(21)	(17)	-	(124)
Balance as at 28 February 2009	**(12,293)**	**(4,327)**	**(1,174)**	**(1,593)**	**(19,387)**
Charge for year ended February 2010	-	(921)	(69)	(161)	(1,151)
Disposals for year ended February 2010	805	193	159	1	1,158
Balance as at 28 February 2010	**(11,488)**	**(5,055)**	**(1,084)**	**(1,753)**	**(19,380)**
Impairment Provision					
Balance as at 29 February 2008	**(5,438)**	**(677)**	**(424)**	**-**	**(6,539)**
Charge for year ended February 2009	(3,698)	-	-	-	(3,698)
Disposals for year ended February 2009	-	-	-	-	-
Effective movement in exchange rates February 2009	(424)	(81)	(1)	-	(506)
Balance as at 28 February 2009	**(9,560)**	**(758)**	**(425)**	**-**	**(10,743)**
Charge for year ended February 2010	-	-	-	-	-
Disposals for year ended February 2010	3,533	758	425	-	4,716
Balance as at 28 February 2010	**(6,027)**	**-**	**-**	**-**	**(6,027)**

Impairment charges and disposals are recognised in non-trading in the statement of comprehensive income (refer Note 6).

Carrying amounts					
Balance as at 29 February 2008	21,491	6,891	665	384	29,431
Balance as at 28 February 2009	17,793	6,097	568	231	24,689
Balance as at 28 February 2010	**17,793**	**5,367**	**499**	**114**	**23,773**

The Parent has no intangible assets (2009: nil).

Impairment testing for cash generating units containing goodwill

For the purpose of impairment testing, goodwill is allocated to the Group's operating divisions which represent the lowest level within the Group at which the goodwill is monitored for internal management purposes.

Amortisation

Amortisation charge is recognised in cost of sales in the statement of comprehensive income (refer Note 6).

Pizza Hut Victoria goodwill

During the financial year the goodwill relating to Pizza Hut Victoria (which was fully impaired in the previous financial year) was disposed of. The impact on the carrying value was nil.

The aggregate carrying amounts of goodwill allocated to each unit are as follows:

$NZ000's	GROUP 2010	GROUP 2009
KFC	**1,348**	1,348
Pizza Hut	**16,445**	16,445
	17,793	17,793

The recoverable amount of each cash generating unit was based on its value in use.

Value in use was determined by discounting the future cash flows generated from the continuing use of the unit and was based on the following key assumptions:

KFC

Value in use was determined by discounting the future cash flows generated from the continuing use of the unit. Cash flows were projected based on a three year strategic business plan as approved by the Board of Directors. The cash flows were based on sales growth of 8.0 – 13.0% p.a. over 2011 – 2013. Adjustments were made for margin improvements through reduced operating expenses and also capital expenditure and taxation. A terminal year was calculated based on the 2013 year and assumes a continuous growth of a minimum of projected inflation estimates of 2.5%.

As a result of the review, no impairment of goodwill was necessary (2009: nil).

The discount rate, applied to future cash flows is based on an 11% weighted average cost of capital applicable to Restaurant Brands.

Pizza Hut

Value in use was determined by discounting the future cash flows generated from the continuing use of the unit. Cash flows were projected based on a three year strategic business plan as approved by the Board of Directors. The cash flows were based on sales growth of 0 – 6.3% p.a. over 2011 – 2013. Adjustments were made for margin improvements through reduced operating expenses and also capital expenditure and taxation. A terminal year was calculated based on the 2013 year and assumes a continuous growth of a minimum of projected inflation estimates of 2.5%.

As a result of the review, no impairment of goodwill was necessary (2009: $3.7 million).

The discount rate, applied to future cash flows, is based on an 11% weighted average cost of capital applicable to Restaurant Brands.

The values assigned to the key assumptions represent management's assessment of future trends in the industry and are based on both external sources and internal sources (historical data).

The above estimates are particularly sensitive in the following areas, as noted in the table below.

KEY ASSUMPTIONS	VARIATION	IMPAIRMENT CHARGE INCREASE / (DECREASE)
	% (Absolute Terms)	$NZM
Terminal year sales growth	2.0 (2.0)	No impairment necessary 0.3
Discount rate	2.0 (2.0)	1.0 No impairment necessary
EBITDA ratio as a % of sales per annum	1.0 (1.0)	No impairment necessary 0.3

10. Investment in subsidiaries

The following subsidiary companies are all wholly owned and incorporated in New Zealand (except as outlined below), have a 28 February balance date and have been owned for the full financial year:

Restaurant operating companies
Restaurant Brands Limited
Restaurant Brands Australia Pty Limited
(incorporated in Victoria, Australia)

Investment holding companies
RB Holdings Limited
RBP Holdings Limited
RBDNZ Holdings Limited
RBN Holdings Limited

Property holding company
Restaurant Brands Properties Limited

Non-trading subsidiary company
Restaurant Brands Pizza Limited

Employee share option plan trust company
Restaurant Brands Nominees Limited

11. Deferred tax assets and liabilities

Recognised deferred tax assets and liabilities are attributable to the following:

	ASSETS		LIABILITIES		NET	
Group $NZ000's	2010	2009	2010	2009	2010	2009
Property, plant and equipment	**209**	76	**(381)**	(831)	**(172)**	(755)
Inventory	**39**	13	**-**	-	**39**	13
Debtors	**18**	4	**-**	-	**18**	4
Provisions	**2,652**	1,746	**-**	-	**2,652**	1,746
Intangibles	**-**	-	**(1,400)**	(1,365)	**(1,400)**	(1,365)
Other	**-**	-	**(63)**	(2)	**(63)**	(2)
	2,918	1,839	**(1,844)**	(2,198)	**1,074**	(359)

At balance date deferred tax assets of $0.4 million and deferred tax liabilities of $0.3 million are expected to be settled within 12 months (2009: deferred tax assets of $0.3 million and deferred tax liabilities of $0.2 million). The Parent has no deferred tax assets or liabilities (2009: nil).

Movement in temporary differences during the year:

	BALANCE 1 MAR 2008	RECOGNISED IN STATEMENT OF COMPREHENSIVE INCOME	RECOGNISED IN EQUITY	BALANCE 28 FEB 2009	RECOGNISED IN STATEMENT OF COMPREHENSIVE INCOME	RECOGNISED IN EQUITY	BALANCE 28 FEB 2010
Group $NZ000's							
Property, plant and equipment	**(497)**	(296)	38	**(755)**	583	-	**(172)**
Inventory	**2**	11	-	**13**	26	-	**39**
Debtors	**5**	(1)	-	**4**	14	-	**18**
Provisions	**2,590**	(829)	(15)	**1,746**	906	-	**2,652**
Intangibles	**(2,452)**	1,079	8	**(1,365)**	(35)	-	**(1,400)**
Other	**(3)**	-	1	**(2)**	-	(61)	**(63)**
	(355)	(36)	32	**(359)**	1,494	(61)	**1,074**

12. Inventories

	GROUP	
$NZ000's	2010	2009
Raw materials and consumables	**1,822**	2,098

All inventories are valued at cost. The cost of inventories is recognised as an expense and included in cost of goods sold in the statement of comprehensive income.

13. Other receivables

	GROUP		COMPANY	
$NZ000's	2010	2009	2010	2009
Prepayments	**1,574**	1,424	**-**	40
Other debtors	**333**	265	**-**	-
	1,907	1,689	**-**	40

There were no foreign currency debtors included in other debtors (2009: nil).

The Group's exposure to credit risk is minimal as the Group's primary source of revenue is from sales made on a cash basis.

The carrying value of other receivables approximates fair value.

14. Derivative financial instruments

	GROUP & COMPANY			
	2010		2009	
$NZ000's	Assets	Liabilities	Assets	Liabilities
Current				
Cash flow hedge - interest rate swap	**203**	**-**	-	-

The above table shows the Group's financial derivative holdings at year end.

The fair value of the interest rate swap falls into level 2 fair value measurement. Refer to Note 2(c) for information on the measurement of fair values. There were no transfers between fair value measurements during the year (2009: nil).

15. Capital and reserves

Share option reserve

The share option reserve comprises the net change in options exercised during the year and the cumulative net change of share-based payments incurred.

Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign currency differences arising from transactions of the financial statements of the foreign operation.

Derivative hedging reserve

The derivative hedging reserve represents the fair value of outstanding derivatives.

16. Dividend distributions

$NZ000's	GROUP 2010	GROUP 2009	COMPANY 2010	COMPANY 2009
Interim dividend of 4.5 cents per share paid (2009: 3.0 cents per share)	**4,372**	2,913	**4,372**	2,913
Final dividend of 4.0 cents per share paid for the year ended 28 February 2009 (2009: Final dividend of 3.5 cents per share paid for the year ended 29 February 2008)	**3,885**	3,400	**3,885**	3,400
	8,257	6,313	**8,257**	6,313

17. Equity

The issued capital of the Company is 97,280,005 (2009: 97,128,956) ordinary fully paid up shares. The par value is nil (2009: nil). All issued shares carry equal rights in respect of voting and the receipt of dividends, and upon winding up rank equally with regard to the Company's residual assets.

	GROUP & COMPANY			
Shares	2010 number	2010 $NZ000's	2009 number	2009 $NZ000's
Balance at beginning of year	**97,128,956**	**25,622**	97,128,956	25,622
Shares issued on exercise of options	**151,049**	**199**	-	-
Balance at end of year	**97,280,005**	**25,821**	97,128,956	25,622

18. Earnings per share

	GROUP 2010	GROUP 2009
Basic earnings per share		
Profit after taxation from continuing operations attributable to shareholders ($NZ000's)	**19,536**	8,255
Weighted average number of ordinary shares on issue (thousands)	**97,163**	97,129
Basic earnings per share (cents)	**20.11**	8.50
Diluted earnings per share		
Profit after taxation from continuing operations attributable to shareholders ($NZ000's)	**19,536**	8,255
Weighted average number of ordinary shares on issue (thousands)	**97,252**	97,129
Diluted earnings per share (cents)	**20.09**	8.50

19. Loans and finance leases

This note provides information about the contractual terms of the Group's interest-bearing loans and borrowings. All existing bank loans, loans and finance leases are denominated in New Zealand dollars (2009: all denominated in New Zealand dollars). For more information about the Group's exposure to interest rate and foreign currency risk see Note 22.

$NZ000's	Note	GROUP 2010	GROUP 2009	COMPANY 2010	COMPANY 2009
Non-current liabilities					
Finance leases	23d	**79**	154	**-**	-
Secured bank loans	22c	**-**	34,260	**-**	34,260
		79	34,414	**-**	34,260
Current liabilities					
Finance leases	23d	**192**	251	**-**	-
Other loans	22c	**-**	34	**-**	-
Secured bank loans	22c	**17,670**	-	**17,670**	-
		17,862	285	**17,670**	-

Secured bank loans expire in October 2010. Directors believe this facility will be renewed on similar terms on or before this date as part of the normal course of business.

In March 2009 the Group entered into an interest rate swap to fix the interest rate on $10.0 million of bank loans for five years (2009: nil). The swap matures on 10 March 2014.

The balance of the secured bank loan of $7.7 million is unhedged for interest rate rises (2009: $34.3 million). The bank loan is structured as a revolving wholesale advance facility with portions of the facility renewing on a regular basis. At balance date $7.0 million was fixed for 90 days at an interest rate of 3.4% (2009: nil) with the balance floating at an interest rate of 3.8% (2009: 4.7%).

As security over the loan and bank overdraft, the bank holds a negative pledge deed between Restaurant Brands New Zealand Limited and all its subsidiary companies. The negative pledge deed includes all obligations and cross guarantees between the guaranteeing subsidiaries.

The carrying value equates to fair value.

20. Creditors and accruals

$NZ000's	GROUP 2010	GROUP 2009	COMPANY 2010	COMPANY 2009
Trade creditors	**9,325**	9,731	**-**	-
Other creditors and accruals	**9,358**	5,375	**119**	-
Employee entitlements	**5,982**	5,839	**-**	-
Indirect and other taxes	**780**	1,176	**-**	-
	25,445	22,121	**119**	-

Included in trade creditors are foreign currency creditors of $NZ67,000 ($AU52,000), (2009: $NZ104,000 ($AU29,000, $US30,000)), which are not hedged.

The carrying value of creditors and accruals approximates fair value.

21. Provisions and deferred income

Group $NZ000's	SURPLUS LEASE SPACE	STORE CLOSURE COSTS	EMPLOYEE ENTITLEMENTS	DEFERRED INCOME	TOTAL
Balance at 1 March 2009	59	87	487	5,075	5,708
Created during the year	4	87	201	2,787	3,079
Used during the year	(21)	(58)	(93)	(1,501)	(1,673)
Released during the year	(42)	(89)	(69)	-	(200)
Balance at 28 February 2010	**-**	**27**	**526**	**6,361**	**6,914**
2010					
Non-current	-	-	347	5,196	5,543
Current	-	27	179	1,165	1,371
	-	**27**	**526**	**6,361**	**6,914**

The provision for surplus lease space reflects lease commitments that the Group has on properties leased that are surplus to its current operating requirements. The Group is currently seeking tenants to sub-lease the excess space that it has. The provision has been used in the period to offset payments made to lessors.

The provision for store closure costs reflects the estimated costs of make good and disposal of fixed assets for stores committed for closure.

Deferred income relates to non-routine revenue from suppliers and landlords and is recognised in the statement of comprehensive income on a systematic basis over the life of the associated contract.

The provision for employee entitlements is long service leave. The provision is affected by a number of estimates, including the expected length of service of employees and the timing of benefits being taken.

22. Financial instruments

Exposure to credit, interest rate and foreign currency risks arises in the normal course of the Group's business. Derivative financial instruments may be used to hedge exposure to fluctuations in foreign currency exchange rates and interest rates.

(a) Foreign currency risk

The Group is exposed to foreign currency risk on purchases that are denominated in a currency other than the New Zealand dollar. The currencies giving rise to this risk are primarily U.S. dollars and Australian dollars.

The direct exposure to foreign currency risk is small and is primarily confined to raw material purchases, some items of capital equipment and some franchise fee payments. Where any one item is significant, the Group will specifically hedge its exposure.

The Group has an indirect exposure to foreign currency risk on some of its locally sourced ingredients, where those ingredients in turn have a high imported component. Where this is significant, the Group contracts to a known purchase price with its domestic supplier based on a forward cover position taken by that supplier on its imported components.

The Group has a residual foreign currency risk on its assets and liabilities that are denominated in Australian dollars as part of its remaining Australian investment.

(b) Interest rate risk

The Group's main interest rate risk arises from bank loans. The Group analyses its interest rate exposure on a dynamic basis. Based on a number of scenarios, the Group calculates the impact on profit and loss of a defined interest rate shift. Based on these scenarios, the maximum loss potential is assessed by management as to whether it is within acceptable limits.

Where necessary the Group hedges its exposure to changes in interest rates primarily through the use of interest rate swaps. There are no minimum prescribed guidelines as to the level of hedging.

The Group classifies interest rate swaps as cash flow hedges and states them at fair value. The fair value of swaps are adjusted against the opening balance of the hedging reserve at that date.

As discussed in Note 19, the Group entered into an interest rate swap to fix the interest rate on $10.0 million of bank loans for five years (2009: nil). The Group will continue to monitor interest rate movements to ensure it maintains an appropriate mix of fixed and floating rate exposure within the Group's policy.

(c) Liquidity risk

In respect of the Group's income earning financial assets and interest-bearing financial liabilities, the following table indicates their effective interest rate at balance date and the periods in which they reprice.

	EFFECTIVE INTEREST RATE	TOTAL	12 MONTHS OR LESS	12 MONTHS OR MORE
$NZ000's				
Group 2010				
Cash	-	304	304	-
Bank balance	2.78%	522	522	-
Bank loan - principal	4.27%	(17,670)	(17,670)	-
Bank loan - expected interest	4.48%	(528)	(528)	-
Finance leases	11.0%	(271)	(192)	(79)
Finance leases - expected interest	11.0%	(26)	(15)	(11)
		(17,669)	**(17,579)**	**(90)**
Group 2009				
Cash	-	324	324	-
Bank balance	4.64%	463	463	-
Other loans*	8.75%	(34)	(34)	-
Bank term loans - principal	8.33%	(34,260)	-	(34,260)
Bank term loans - expected interest	4.20%	(2,398)	(1,439)	(959)
Finance leases	11.0%	(405)	(251)	(154)
Finance leases - expected interest	11.0%	(41)	(29)	(12)
		(36,351)	**(966)**	**(35,385)**

*Other loans are a fixed interest rate.

Prudent liquidity risk management implies the availability of funding through adequate amount of committed credit facilities. The Group aims to maintain flexibility in funding by keeping committed credit lines available.

The Group has bank funding facilities, excluding overdraft facilities, of $45.0 million (2009: $55.0 million) available at variable rates. The amount undrawn at balance date was $27.3 million (2009: $20.7 million).

The Group has fixed the interest rate on $10.0 million of bank loans with the balance at a floating interest rate. The bank loan is structured as a revolving wholesale advance facility with portions of the facility renewing on a regular basis. This leads to the loans being sensitive to interest rate movement in 12 months or less.

The Company position for both 2010 and 2009 reflects the Group position in the case of the bank loans and the overdraft.

(d) Credit risk

Credit risk arises from cash deposits with banks and financial institutions and outstanding receivables.

No collateral is required in respect of financial assets. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. The nature of the business results in most sales being conducted on a cash basis that significantly reduces the risk that the Group is exposed to. Reputable financial institutions are used for investing and cash handling purposes.

There were no financial assets neither past due nor impaired at balance date (2009: nil).

At balance date there were no significant concentrations of credit risk and the maximum exposure to credit risk is represented by the carrying value of each financial asset in the statement of financial position.

(e) Fair values

The carrying values of bank loans and finance leases are the fair value of these liabilities. A Group set-off arrangement is in place between certain bank accounts operated by the Group.

Sensitivity analysis

In managing interest rate and currency risks, the Group aims to reduce the impact of short-term fluctuations on the Group's earnings. Over the longer term, however, permanent changes in foreign exchange and interest rates on a weighted average balance will have an impact on profit.

At 28 February 2010 it is estimated that a general increase of one percentage point in interest rates would decrease the Group's profit before income tax and equity by approximately $0.1 million (2009: $0.4 million). A one percentage point decrease in interest rates would increase the Group's profit before income tax and equity by approximately $0.1 million (2009: $0.4 million).

A general increase of one percentage point in the value of the New Zealand dollar against other foreign currencies would have minimal impact on the cost of the Group's directly imported ingredients denominated in foreign currencies.

Capital risk management

The Group's capital comprises share capital, reserves, retained earnings and debt.

The Group's objectives when managing capital are to safeguard the Group's ability to continue to operate as a going concern, to maintain an optimal capital structure commensurate with risk and return and reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt or draw down more debt.

The Group is subject to a number of externally imposed bank covenants as part of the terms of its secured bank loan facility.

The most significant covenants relating directly to capital management is the ratio of total debt to earnings before interest, tax and amortisation (EBITA) and restrictions relating to acquiring its own shares.

The specific covenants relating to financial ratios the Group is required to meet are:

- debt coverage ratio (i.e. net borrowings to EBITA), and
- fixed charges coverage ratio (i.e. EBITL to total fixed charges), with EBITL being EBIT before lease costs. Fixed charges comprise interest and lease costs.

The covenants are monitored and reported to the bank on a quarterly basis. These are reviewed by the Board on a monthly basis.

There have been no breaches of the covenants during the period.

23. Commitments

(a) Capital commitments

The Group has capital commitments which are not provided for in these financial statements, as follows:

	GROUP	
$NZ000's	**2010**	2009
Store development	**11,004**	1,385

(b) Operating lease commitments

Non-cancellable operating lease rentals are payable as follows:

	GROUP	
$NZ000's	**2010**	2009
Not later than one year	**17,409**	16,786
Later than one year but not later than two years	**16,765**	14,537
Later than two years but not later than five years	**34,043**	30,935
Later than five years	**18,093**	14,222
	86,310	76,480

(c) Renewal rights of operating leases

The Group has entered into a number of operating lease agreements for retail premises. The lease periods vary and many have an option to renew. Lease payments are increased in accordance with the lease agreements to reflect market rentals. The table below summarises the Group's lease portfolio.

	RIGHT OF RENEWAL		NO RIGHT OF RENEWAL	
	2010	2009	**2010**	2009
Number of leases expiring:				
Not later than one year	**40**	12	**14**	20
Later than one year but not later than two years	**29**	40	**7**	8
Later than two years but not later than five years	**82**	73	**15**	19
Later than five years	**38**	58	**9**	7

(d) Finance lease commitments

The carrying amount of finance leases in relation to computer and related equipment for the Group as at 28 February 2010 is $0.1 million (2009: $0.2 million).

The non-cancellable finance lease rentals are payable as follows:

	GROUP	
$NZ000's	**2010**	2009
Minimum lease payments of:		
Not later than one year	**208**	280
Later than one year but not later than two years	**39**	134
Later than two years but not later than five years	**50**	32
	297	446
Future lease finance charges	**(26)**	(41)
Net finance lease liability	**271**	405
Current	**192**	251
Non-current	**79**	154
	271	405

The fair value of finance leases equals their carrying amount as the impact of discounting is not significant.

24. Net cash flow from operating activities

The following are definitions of the terms used in the statements of cash flows:

Cash and cash equivalents

Cash and cash equivalents are comprised of cash at bank, cash on hand and overdraft balances.

Investing activities

Investing activities are those activities relating to the acquisition, holding and disposal of property, plant and equipment, intangibles and investments. Investments can include securities not falling within the definition of cash.

Financing activities

Financing activities are those activities which result in changes in the size and composition of the capital structure of the Company.

Operating activities

Operating activities include all transactions and other events that are not investing or financing activities.

The following is a reconciliation between the surplus after taxation for the year shown in the statement of comprehensive income and the net cash flow from operating activities.

	GROUP		COMPANY	
$NZ000's	**2010**	2009	**2010**	2009
Profit after taxation from continuing operations	**19,536**	8,255	**11,297**	3,634
Add items classified as investing / financing activities:				
Loss on disposal of property, plant and equipment	**433**	909	**-**	-
Other non-operating costs of exiting Pizza Hut Victoria	**38**	16	**-**	-
	471	925	**-**	-
Add / (less) non-cash items:				
Depreciation	**12,003**	12,377	**-**	-
(Decrease) in provision for exit costs	**-**	(128)	**-**	-
(Decrease) in provisions	**(119)**	(163)	**-**	-
Amortisation of intangible assets	**1,094**	1,230	**-**	-
Write off of franchise fees	**57**	192	**-**	-
Impairment of property, plant and equipment	**396**	100	**-**	-
Impairment of Pizza Hut goodwill	**-**	3,698	**-**	-
Net (increase) / decrease in deferred tax asset	**(1,433)**	4	**-**	-
Tax effect of derivative financial instruments	**(61)**	-	**(61)**	-
Share-based payments	**-**	(13)	**-**	(13)
	11,937	17,297	**(61)**	(13)
Add / (less) movement in working capital:				
Decrease / (increase) in inventories	**276**	(6)	**-**	-
(Increase) in other debtors and prepayments	**(218)**	(1,115)	**-**	(40)
Increase / (decrease) in trade creditors and other payables	**3,123**	(4,031)	**159**	(533)
Increase in income tax payable	**2,938**	1,515	**-**	-
Decrease in income tax	**650**	489	**650**	489
	6,769	(3,148)	**809**	(84)
Net cash from operating activities	**38,713**	23,329	**12,045**	3,537

25. Financial assets and financial liabilities by category

$NZ000's	GROUP 2010	GROUP 2009	COMPANY 2010	COMPANY 2009
Loans and receivables				
Other receivables	**1,907**	1,689	**-**	40
Cash and cash equivalents	**826**	787	**92**	-
	2,733	2,476	**92**	40
Derivatives used for hedging				
Derivative financial instruments	**203**	-	**203**	-
	203	-	**203**	-
Financial liabilities at amortised cost				
Loans and finance leases - non-current	**79**	34,414	**-**	34,260
Loans and finance leases - current	**17,862**	285	**17,670**	-
Bank overdraft	**-**	-	**-**	198
Creditors and accruals	**25,445**	22,121	**119**	-
	43,386	56,820	**17,789**	34,458

26. Contingent liabilities

There are no contingent liabilities that the directors consider will have a significant impact on the financial position of the Company and Group (2009: nil).

27. Related party disclosures

Parent and ultimate controlling party

The immediate parent and controlling party of the Group is Restaurant Brands New Zealand Limited.

Identity of related parties with whom material transactions have occurred

Note 10 identifies all entities within the Group. All of these entities are related parties of the Company. In addition, the directors and key management personnel of the Group are also related parties.

(a) Subsidiaries

Material transactions within the Group are loans and advances to and from Group companies and dividend payments. All inter-company group loans in the Parent are non-interest bearing, repayable on demand and disclosed as a current liability.

During the year the Parent was advanced $13.6 million by its subsidiary company (2009: $11.6 million). At balance date the amount owed to subsidiary companies was $131.3 million (2009: $117.7 million).

(b) Other transactions with entities with key management or entities related to them

During the year the Group made stock purchases of $0.1 million from Charlie's Group Limited (2009: $0.1 million), a company of which Restaurant Brands director Ted van Arkel is chairman. There was nil owing as at 28 February 2010 (2009: nil).

(c) Key management and director compensation

Key management personnel comprises members of the Senior Leadership Team. Key management personnel compensation comprised short-term benefits for the year ended 28 February 2010 of $1.5 million (2009: $1.9 million) and other long-term benefits of $11,000 (2009: $10,000). Directors' fees were $0.2 million (2009: $0.2 million). Refer to Note 28 for details of employee options outstanding.

Refer to Note 19 for details regarding the guarantees between group companies.

28. Employee share growth share option plan

The Company had established an employee share option plan ("the Plan") for certain employees, under which it issued options at no cost for shares in the Company to the employees. The holder of an option is entitled to subscribe for one fully paid share for each option held (adjusted for bonus share issues), at an exercise price that is determined by reference to the market price at the time of issue of the options.

On the anniversary date of issue in each subsequent year, 20% of the options issued become exercisable. Options only remain exercisable (subject to certain conditions and legislative provisions) whilst holders remain employed by the Company. The options terminate 10 years from the date they are issued and are equity settled. Principal officers and employees of the Company who participated in the Plan received an annual issue of options in respect of the number of shares equal to approximately 10% of their eligible earnings divided by the exercise price per share.

Options issued and outstanding under the Plan:

DATE OF ISSUE	EXERCISE PRICE	ISSUED	EXERCISED TO 28 FEB 2009	EXERCISED IN YEAR	FORFEITED OPTIONS	OUTSTANDING OPTIONS AT 28 FEB 2010
5-Jun-97	$2.20	546,213	-	-	(546,213)	-
31-Aug-98	$0.94	1,318,062	(494,228)	-	(823,834)	-
15-Sep-99	$1.32	1,078,467	(203,228)	-	(875,239)	-
11-Sep-00	$1.05	1,494,368	(433,283)	(71,061)	(899,751)	90,273
12-Sep-01	$1.50	1,010,122	(76,018)	(20,858)	(732,716)	180,530
13-Sep-02	$1.85	905,128	-	-	(710,812)	194,316
23-Sep-03	$1.39	1,228,423	(34,486)	(59,130)	(848,876)	285,931
Total		**7,580,783**	**(1,241,243)**	**(151,049)**	**(5,437,441)**	**751,050**

In April 2003 the Plan was terminated and the final allocation of options was the September 2003 allocation. All existing rights with respect to options which have already been granted will be maintained.

The percentage of total shares on issue was 0.8% (2009: 1.5%).

In March 2000 there was a 1:12 taxable bonus share issue. Therefore options issued prior to and exercised after this date will have a corresponding adjustment to the number of shares issued.

29. Subsequent event

Subsequent to balance date, the directors have declared a fully imputed final dividend of 8.0 cents per share for the year ended 28 February 2010 (2009: 4.0 cents).

AUDITORS' REPORT

To the shareholders of Restaurant Brands New Zealand Limited

PRICEWATERHOUSECOOPERS

We have audited the financial statements on pages 26 to 57. The financial statements provide information about the past financial performance and cash flows of the Company and Group for the year ended 28 February 2010 and their financial position as at that date. This information is stated in accordance with the accounting policies set out on pages 31 to 39.

This report was made solely to the Company's shareholders, as a body, in accordance with Section 205 (1) of the Companies Act 1993. Our audit has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, as a body, for our audit work, for this report or for the opinion we have formed.

Directors' Responsibilities

The Company's directors are responsible for the preparation and presentation of the financial statements which give a true and fair view of the financial position of the Company and Group as at 28 February 2010 and their financial performance and cash flows for the year ended on that date.

Auditors' Responsibilities

We are responsible for expressing an independent opinion on the financial statements presented by the Directors and reporting our opinion to you.

Basis of Opinion

An audit includes examining, on a test basis, evidence relevant to the amounts and disclosures in the financial statements. It also includes assessing:

a) The significant estimates and judgements made by the Directors in the preparation of the financial statements; and

b) Whether the accounting policies are appropriate to the circumstances of the Company and Group, consistently applied and adequately disclosed.

We conducted our audit in accordance with generally accepted auditing standards in New Zealand. We planned and performed our audit so as to obtain all the information and explanations which we considered necessary to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatements, whether caused by fraud or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

We have no relationship with or interests in the Company or any of its subsidiaries other than in our capacity as auditors and providers of other assurance services.

Unqualified Opinion

We have obtained all the information and explanations we have required.

In our opinion:

a) Proper accounting records have been kept by the Company as far as appears from our examination of those records; and

b) The financial statements on pages 26 to 57:

(i) Comply with generally accepted accounting practice in New Zealand;

(ii) Comply with international Financial Reporting Standards; and

(iii) Give a true and fair view of the financial position of the Company and Group as at 28 February 2010 and their financial performance and cash flows for the year ended on that date.

Our audit was completed on 7 April 2010 and our unqualified opinion is expressed as at that date.

PricewaterhouseCoopers.

Chartered Accountants

Auckland

SHAREHOLDER INFORMATION

As at 13 April 2010

1. Stock exchange listing

The Company's ordinary shares are listed on the New Zealand Stock Exchange (NZX).

2. Distribution of security holders and security holdings

SIZE OF HOLDING	NUMBER OF SECURITY HOLDERS		NUMBER OF SECURITIES	
1 to 999	1,096	19.42%	590,409	0.61%
1,000 to 4,999	2,991	53.01%	5,531,302	5.68%
5,000 to 9,999	709	12.56%	4,561,703	4.69%
10,000 to 49,999	733	12.99%	13,243,852	13.61%
50,000 to 99,999	58	1.03%	3,648,986	3.75%
100,000 to 499,999	47	0.83%	8,856,313	9.10%
500,000+	9	0.16%	60,887,318	62.56%
	5,643	100.00%	97,319,883	100.00%
Geographic distribution				
New Zealand	5,436	96.33%	90,932,121	93.43%
Australia	114	2.02%	5,874,134	6.04%
Rest of world	93	1.65%	513,628	0.53%
	5,643	**100.00%**	**97,319,883**	**100.00%**

3. 20 largest registered holders of quoted equity securities

	NUMBER OF ORDINARY SHARES	% OF ORDINARY SHARES
New Zealand Central Securities Depository Limited	48,874,199	50.22%
Diab Investments NZ Limited	5,000,000	5.14%
Waterview Custodian Limited (Waterview account)	1,717,220	1.76%
FNZ Custodians Limited	1,480,900	1.52%
Investment Custodial Services Limited (account R)	1,167,873	1.20%
Moon Chul Choi & Keum Sook Choi	770,000	0.79%
Thomas Joseph Menzies	732,000	0.75%
JA Hong Koo & Pyung Keum Koo	641,000	0.66%
Investment Custodial Services Limited (account C)	504,126	0.52%
Michael Walter Daniel & Nigel Geoffrey Ledgard Burton & Michael Murray Benjamin (Wairahi account)	450,000	0.46%
Matthew Charles Goodson	436,666	0.44%
NZPT Custodians (Grosvener) Limited	357,543	0.37%
Forsyth Barr Custodians Limited (account 1 M)	331,230	0.34%
Leveraged Equities Finance Limited	310,096	0.32%
Forsyth Barr Custodians Limited (account 1 L)	302,514	0.31%
Alan John Green	300,000	0.31%
Roger John Williams	300,000	0.31%
Custodial Services Limited (account 9 - MDZ)	277,898	0.29%
Linda Louise Creedy	250,000	0.26%
Russel Ernest George Creedy	230,246	0.24%
	64,433,511	**66.21%**

SHAREHOLDER INFORMATION

As at 13 April 2010

New Zealand Central Securities Depository Limited (NZCSD) is a depository system which allows electronic trading of securities to its members. As at 13 April 2010, the NZCSD holdings in Restaurant Brands were:

	NUMBER OF ORDINARY SHARES	% OF ORDINARY SHARES
HSBC Nominees (New Zealand) Limited	25,841,567	26.55%
Citibank Nominees (New Zealand) Limited	3,741,504	3.84%
Tea Custodians Limited	3,226,142	3.31%
New Zealand Superannuation Fund Nominees Limited	2,146,718	2.21%
Custody and Investment Nominees Limited	1,985,006	2.04%
NZ Guardian Trust Investment Nominees Limited	1,834,734	1.89%
HSBC Nominees (New Zealand) Limited A/C State Street	1,815,863	1.87%
Accident Compensation Corporation	1,620,736	1.67%
Westpac NZ Shares 2002 Wholesale Trust	1,375,772	1.41%
Premier Nominees Ltd - ING Wholesale Australasian Share Fund	1,187,922	1.22%
ANZ Nominees Limited	1,142,709	1.17%
National Nominees New Zealand Limited	1,034,796	1.06%
BT NZ Unit Trust Nominees Limited	798,648	0.82%
New Zealand Equity Nominee Pool	391,820	0.40%
Premier Nominees Ltd - ING Wholesale NZ Share Fund	292,841	0.30%
ING (NZ) Nominees Limited	122,488	0.13%
Mint Nominees Limited	118,069	0.12%
Public Trust O/A Permanent Nominees Limited Tower NZ Equity Trust	117,096	0.12%
Guardian Trust Investment Nominees (RWT) Limited	36,735	0.04%
Cogent Nominees (NZ) Limited	18,603	0.02%
Public Trust Office	8,744	0.01%
Public Trust - A/C GIF NO 41	8,056	0.01%
Public Trust - PTIF NO 61	7,630	0.01%
	48,874,199	**50.22%**

4. Substantial security holders

The following persons have given substantial security holder notices as shown by the register kept by the Company in accordance with section 35C of the Securities Markets Act 1988.

	NUMBER OF SHARES	% OF VOTING SECURITIES
Milford Asset Management	5,133,556	5.28%
D Diab	5,000,000	5.14%

5. Shares on issue

As at 13 April 2010, the total number of ordinary shares on issue was 97,319,883.

6. Directors' security holdings

	EQUITY SECURITIES HELD	
	2010	2009
E K van Arkel	50,000	50,000
D Diab	5,000,000	4,000,000

7. Stock exchange waiver

No waivers were sought or relied on from NZX during the year.

STATUTORY INFORMATION

For the year ended 28 February 2010

1. Directorships

The names of the directors of the Company as at 28 February 2010 are set out in the Corporate Directory on the inside of the back cover of this annual report.

The following are directors of all subsidiary companies of the Group: E K van Arkel and D A Pilkington.

The following are directors of Restaurant Brands Australia Pty Limited: E K van Arkel, D A Pilkington, C J Stewart and G R Ellis.

2. Directors and remuneration

The following persons held office as directors during the year to 28 February 2010 and received the following remuneration and other benefits:

	DIRECTORS' FEES ($NZ)
E K van Arkel	68,886
D Diab	45,923
D A Pilkington	45,927
S H Suckling	45,927
S R Beck*	10,000
	216,663

*Resigned during the year

3. Entries recorded in the interests register

The following entries were recorded in the interests register of the Company and its subsidiaries during the year:

a) Share dealings of Directors

During the financial year ended 28 February 2010, D Diab purchased shares as follows:

PURCHASE DATE	NUMBER OF SHARES PURCHASED
15 April 2009	119,798
17 April 2009	46,400
23 April 2009	125,000
30 April 2009	50,000
7 May 2009	100,000
18 May 2009	50,000
22 May 2009	100,000
29 May 2009	188,705
2 June 2009	77,295
19 October 2009	52,787
20 October 2009	90,015
	1,000,000

b) Loans to Directors

There were no loans to directors during the financial year ended 28 February 2010.

c) General disclosure of interest
In accordance with Section 140 (2) of the Companies Act 1993, directors of the Company have made general disclosures of interest in writing to the board of positions held in other named companies or parties as follows:

NAME	POSITION	PARTY
E K van Arkel	Chairman	Charlie's Group Limited (and subsidiaries)
	Chairman	Unitec New Zealand Limited (and subsidiaries)
	Chairman	Colorite Group Limited
	Director	Lang Properties Limited
	Director	Van Arkel & Co Limited
	Director	Allied Work Force Group Limited
	Director	Danske Mobler Limited
	Director	Paper Plus New Zealand Limited
	Director	Auckland Regional Chamber of Commerce & Industry Limited
	Director	Lockwood Group Limited
	Director	Postie Plus Group Limited
	Director	Nestle New Zealand Limited
S H Suckling	Chairperson	New Zealand Qualifications Authority
	Chairperson	Barker Fruit Processors Limited (and subsidiaries)
	Chairperson	HSR Governance Limited
	Chairperson	Risk & Assurance Committee, Ministry for the Environment
	Chairperson	Carter Price Rennie Limited
	Chairperson	ECL Group Limited
	Chairperson	Risk & Audit Committee, Education Review Office
	Director	TYTM Development Limited
	Director	Acemark Holdings Limited
	Director	Air Scientifics NZ Limited
	Member	Risk & Audit Committee, NZ Food Safety Authority
	Member	Takeovers Panel
D A Pilkington	Chairman	Ruapehu Alpine Lifts Limited
	Chairman	Prevar Limited
	Chairman	Tecpak Industries Limited
	Director	Ballance Agri-Nutrients Limited (and subsidiaries)
	Director	Zespri Group Limited (and subsidiaries)
	Director	Douglas Pharmaceuticals Limited
	Director and Shareholder	NZ Biotechnologies Limited
	Director	Ports of Tauranga
	Director	Rangatira Limited
	Director	Heller Tasty Limited
	Director	Excelsa Associates Limited
	Member	Wellington City Council Audit and Risk Management Sub-Committee
	Trustee	New Zealand Community Trust
D Diab	Director	Diab Investments NZ Limited
	Director	Diab Pty Limited
	Director	Diab Investments Pty Limited
	Director	Mainplay Investments Pty Limited
	Director	Diab Investments II Pty Limited
	Director	Pizza Hut Adco Pty Limited
	Director	Mirrapol Holding Pty Limited
	Director	Premier Stainless Steel Pty Limited
	President	Australasian Pizza Association Inc

STATUTORY INFORMATION
For the year ended 28 February 2010

d) Directors' indemnity and insurance

The Company has insured all its directors and the directors of its subsidiaries against liabilities to other parties (except the Company or a related party of the Company) that may arise from their position as directors. The insurance does not cover liabilities arising from criminal actions.

The Company has executed a deed of indemnity indemnifying all directors to the extent permitted by section 162 of the Companies Act 1993.

4. Employees' remuneration

During the year the following number of employees or former employees received remuneration of at least $100,000:

	NUMBER OF EMPLOYEES	
	2010	2009
$100,000 - $109,999	8	5
$110,000 - $119,999	7	4
$120,000 - $129,999	3	3
$130,000 - $139,999	2	3
$140,000 - $149,999	3	3
$170,000 - $179,999	1	-
$190,000 - $199,999	-	1
$290,000 - $299,999	1	-
$300,000 - $309,999	-	1
$330,000 - $339,999	-	1
$580,000 - $589,999	1	-
$620,000 - $629,999	-	1

5. Subsidiary company directors
No employee of Restaurant Brands New Zealand Limited appointed as a director of Restaurant Brands New Zealand Limited or its subsidiaries receives, or retains any remuneration or other benefits, as a director. The remuneration and other benefits of such employees, received as employees, are included in the relevant bandings for remuneration disclosed under Note 4 above.

STATEMENT OF CORPORATE GOVERNANCE
For the year ended 28 February 2010

Overview
The board of Restaurant Brands New Zealand Limited is committed to the guiding values of the Company: integrity, respect, continuous improvement and service. Whilst not formally constituted into a code of ethics, it expects that management and staff ultimately subscribe to these values and use them as a guide to making decisions. These values are reflected in a series of formal policies covering such matters as:

- Conflicts of interest
- Use of company property
- Use of company information
- Compliance with applicable laws

Responsibility
The board is responsible for the proper direction and control of the Company's activities, including setting strategic direction, approval of significant expenditures, policy determination, stewardship of the Company's assets, identification of significant business risks, legal compliance and monitoring management performance.

Delegation
The board has delegated responsibility for the day-to-day leadership and management of the Company to the Chief Executive Officer (CEO) who is required to do so in accordance with board direction. The CEO's performance is reviewed each year by the board. The review includes a formal performance appraisal against measured objectives together with a qualitative review, including a 360 feedback process.

The board has approved a schedule of delegated authorities affecting all aspects of the Company's operation. This is reviewed from time to time as to appropriateness and levels of delegation.

Composition and focus
As at 28 February 2010, the board comprised four non-executive directors (including the Chairman). In addition to committee responsibilities (below), individual board members work directly with management in major initiatives such as acquisitions and asset rationalisations.

Ted van Arkel, David Pilkington and Sue Suckling are considered by the board to be independent under the NZX Listing Rules. Danny Diab is considered not to be independent as he represents a significant shareholding. The board does not have a policy on a minimum number of independent directors.

Committees
From amongst its own members, the board has appointed the following permanent committees:

- **Audit Committee.** The members of the Audit Committee are David Pilkington (chairman), Ted van Arkel and Sue Suckling. The Audit Committee is constituted to monitor the veracity of the financial data produced by the Company and ensure controls are in place to minimise the opportunities for fraud or for material error in the accounts.

  The Audit Committee meets at least three times a year, with external auditors of the Company and executives performing internal audit management from within the Company. The external auditors also meet with the committee with no Company executive present.

  The committee has adopted an audit charter setting out the parameters of its relationship with internal and external audit functions. The charter requires five yearly reviews of the external audit relationship and audit partner rotation.
- **Appointments and Remuneration Committee.** The members of the Appointments and Remuneration Committee are Ted van Arkel, Danny Diab and Sue Suckling. This committee is constituted to approve appointments and terms of remuneration for senior executives of the Company; principally the CEO and those reporting directly to the CEO. It also reviews any company-wide incentive and share option schemes as required. The Appointments and Remuneration Committee has adopted a written charter.

  The board does not have a formal nominations committee, as all non-executive directors are involved in the appointment of new directors. Other sub-committees may be constituted and meet for specific ad hoc purposes as required.

Board appraisal and training
The board has adopted a performance appraisal programme by which it biennially monitors and assesses individual and board performance.

The Company does not impose any specific training requirements on its directors. The board believes all directors have considerable training and expertise. New directors complete an induction programme with company senior management.

Insider trading
All directors and senior management of the Company are familiar with and have formally acknowledged acceptance of the Company's "Insider Trading Code" that relates to dealings in securities by directors and employees.

Size
The constitution prescribes a minimum of three directors and as at balance date there were four members of the board.

Re-election
Under the terms of the constitution, one third of the directors are required to retire from office at the annual meeting of the Company but may seek re-election at that meeting.

Meetings
The board normally meets eight to 12 times a year and, in addition to reviewing normal operations of the Company, approves a strategic plan and annual budget each year.

Board meetings are usually scheduled annually in advance, although additional meetings may be called at shorter notice.

Directors receive formal proposals, management reports and accounts in advance of all meetings.

Executives are regularly invited to attend board meetings and participate in board discussion. Directors also meet with senior executives on items of particular interest.

Board and committee meeting attendance for the year ended 28 February 2010 was as follows:

NAME	BOARD MEETINGS HELD	BOARD MEETINGS ATTENDED	AUDIT COMMITTEE MEETINGS HELD	AUDIT COMMITTEE MEETINGS ATTENDED	REMUNERATION COMMITTEE MEETINGS HELD	REMUNERATION COMMITTEE MEETINGS ATTENDED
E K van Arkel	12	11	4	4	1	1
D Diab	12	12	4	n/a	1	1
D A Pilkington	12	12	4	4	1	n/a
S H Suckling	12	11	4	4	1	1
S R Beck*	12	4	4	n/a	1	n/a

*Resigned during the year

Board remuneration
Annual directors' fees approved during the year ended 28 February 2010 were $73,330 for the Chairman and $48,890 for each non-executive director. Refer to the Statutory Information section of the annual report for more detail.

No directors currently take a portion of their remuneration under a performance based equity compensation plan, although a number of directors do hold shares in the Company.

The terms of any directors' retirement payments are as prescribed in the constitution and require prior approval of shareholders in general meeting. No retirement payments have been made to any director.

Directors' indemnity and insurance
The Company has insured all its directors and the directors of its subsidiaries against liabilities to other parties (except the Company or a related party of the Company) that may arise from their position as directors. The insurance does not cover liabilities arising from criminal actions.

The Company has executed a deed of indemnity, indemnifying all directors to the extent permitted by section 162 of the Companies Act 1993.

Risk management
In managing the Company's business risks, the board approves and monitors policy and process in such areas as:

- Internal audit – Regular checks are conducted by operations and financial staff on all aspects of store operations.
- Treasury management – Exposure to interest rate and foreign exchange risks is managed in accordance with the Company's treasury policy.
- Financial performance – Full sets of management accounts are presented to the board at every meeting. Performance is measured against an annual budget with periodic forecast updates.
- Capital expenditure – All capital expenditure is subject to relevant approval levels with significant items approved by the board. The board also monitors expenditure against approved projects and approves the capital plan.
- Insurance – The Company has insurance policies in place covering most areas of risk to its assets and business. These include material damage and business interruption cover at all of its sites. Policies are reviewed and renewed annually with reputable insurers.

Shareholding

There is no prescribed minimum shareholding for directors, although some do hold shares in the Company (refer to the Statutory Information section of the report for more detail).

Directors may purchase shares upon providing proper notice of their intention to do so and in compliance with the operation of the Company's "Insider Trading Code" (see above).

Interests register

The board maintains an interests register. In considering matters affecting the Company, directors are required to disclose any actual or potential conflicts. Where a conflict or potential conflict has been disclosed, the director takes no further part in receipt of information or participation in discussions on that matter.

Shareholder communication

The board places importance on effective shareholder communication. Half year and annual reports are published each year and posted on the Company's website, together with quarterly sales releases. From time to time the board may communicate with shareholders outside this regular reporting regime.

Consistent with best practice and a policy of continuous disclosure, external communications that may contain market sensitive data are released through NZX in the first instance. Further communication is encouraged with press releases through mainstream media. The board formally reviews its proceedings at the conclusion of each meeting to determine whether there may be a requirement for a disclosure announcement.

Shareholder attendance at annual meetings is encouraged and the board allows extensive shareholder debate on all matters affecting the Company.

Auditor independence

The board manages the relationship with its auditors through the Audit Committee. The Company's external auditors are currently permitted to provide non-audit services to the Company with the approval of the Audit Committee.

Auditors' remuneration is disclosed in Note 6 to the financial statements.

NZX corporate governance best practice code

In almost all respects, the Company's corporate governance practices conform with the NZX Corporate Governance Best Practice Code (the "Code"). The only areas in which the Company's practices vary from the Code are: it has not adopted a formal code of ethics, does not remunerate directors under a performance based equity compensation plan, does not impose specific training requirements on its directors and does not have a nominations committee.

CORPORATE DIRECTORY

Directors:
E K (Ted) van Arkel (Chairman)
Sue Helen Suckling
Danny Diab
David Alan Pilkington

Registered Office:
Level 3, Westpac Building, Central Park,
666 Great South Road, Penrose,
Auckland, New Zealand

Share Registrar:
Computershare Investor Services Limited
Private Bag 92119
Auckland 1020, New Zealand
Telephone: (09) 488 8700

Auditors:
PricewaterhouseCoopers

Solicitors:
Bell Gully
Harmos Horton Lusk
Meredith Connell

Bankers:
Westpac Banking Corporation

Contact Details:
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Telephone: (09) 525 8700
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E-mail: investor@restaurantbrands.co.nz

11 JUNE 2010
Close of Register
for Final Dividend

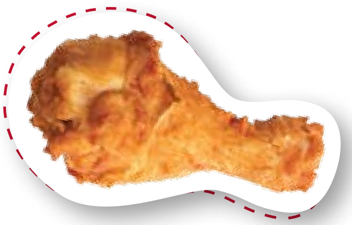
25 JUNE 2010
Final Dividend Paid

1 JULY 2010
Annual Shareholders' Meeting

OCT 2010
Interim Profit Announcement

NOV 2010
Interim Dividend Paid

28 FEB 2011
Financial Year End



APRIL 2011
Annual Profit Announcement