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CLASSIFICATION SHEET

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This document relates to the following request:

March 10, 2010

References: CDT/NLKL/LAGU/G5410001M-AYHA

Glanbia Luxembourg S.A. – 1997 2216 863
Glanbia Luxinvest S.A. – 2007 2204 531

1. Key topics: Financing structure
2. Name of the advisor : PwC
3. Corporate group's name, or fund sponsor: Glanbia
4. Name of the project:
5. Amount intended to be invested:
6. Date of receipt:

BUREAU D'IMPOSITION SOC. 6
ENTRÉE
10 MARS 2010

ADMINISTRATION DES CONTRIBUTIONS
SERVICE D'IMPOSITION
BUREAU SOCIETES 6

PRICEWATERHOUSECOOPERS

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For the attention of Mr Marius Kohl

Administration des Contributions Directes
Bureau d'imposition Sociétés VI
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BUREAU D'IMPOSITION SOC. 6
ENTRÉE
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March 10, 2010

References: CDT/NLKL/LAGU/ G5410001M -AYHA

Glanbia Luxembourg S.A. – 1997 2216 863
Glanbia Luxinvest S.A. – 2007 2204 531

Financing structure

Dear Mr Kohl,

In our capacity of tax consultant of the above-mentioned client, please find below the tax treatment applicable to the transactions implemented by our client. This letter aims at confirming the conclusions reached during our today meeting and will serve as a basis for the preparation of the tax returns of the Luxembourg companies involved.

A. Background

1. A general description of the activities of Glanbia plc is attached in **Appendix 1**.

2. Glanbia Luxembourg S.A. (Glanbia Lux") and Glanbia Luxinvest S.A. ("Glanbia Luxinvest") are companies of Glanbia plc incorporated under the Law of Luxembourg and performing mainly an intragroup financing activity. Both companies have got accounting years starting on December 1st and ending on November 30th.

A.1 Glanbia Luxembourg S.A.

3. Glanbia Lux carries out financing transactions exclusively in USD since September 11, 1997 (date of its incorporation) and is in a borrowing and on-lending position for an amount of approximately USD 307,000,000 as follows.

- On January 5, 2009, a drawdown of funds (for an amount of USD 170,000,000) was made by Glanbia Foods, Inc under its credit facility with Glanbia Lux. This transaction was financed through additional drawdowns on the facility agreement providing for an interest rate of 0,0625% entered with Avonmore Proteins Limited, a sister company of Glanbia Lux.

- Cash for an amount of approximately USD 125,000,000 was put on bank deposit at USD Libor flat to accommodate upcoming financing needs of group companies. This cash is financed by the loan granted by Avonmore Proteins Limited bearing a 0,0625% interest rate for an amount of USD 125,000,000.

- On December 15, 2009, a first drawdown of funds (for an amount of USD 12,000,000) was made by Glanbia Financial Services (a sister company of Glanbia Lux.) under its USD 100,000,000 credit facility with Glanbia Lux. This transaction was financed by Glanbia Lux's receipt of interest payments from Glanbia Foods, Inc for an amount of approximately USD 9,555,000 and receipt of approximately USD 2,445,000 deposit interest (on its USD 125,000,000 bank deposit).

4. The tax treatment applicable to the financing activity carried on by Glanbia Lux has been covered in the letters dated September 27, 2007 (ref. WPI / PASA / JERS / G5407001M - CDT) and June 11, 2008 (ref. WPI / LCPT / LEVE / G5408003M - CDT) – A copy of both documents has been attached in **Appendix 2** and **3**. In particular, the following should be noted:

   - In order to limit the consequences of the foreign exchange fluctuation (by reference to USD), it was agreed that USD would be the functional currency of Glanbia Lux for accounting and tax purposes.

   - Glanbia Lux is allowed to deduct a deemed interest expense in connection with a part of its financial assets. In line with the Luxembourg financial regulations, 8% of the financial assets recorded at the level of Glanbia Lux is treated as financed by equity whereas the remaining 92% are considered as financed by debt for the purpose of calculating the deemed interest deduction.

   - Glanbia Lux is deemed to realize an appropriate and acceptable profit on its financing activity provided that its annual margin amounts to (i) 8% of its interest received, (ii) minus 0,0625% on 8% of the payable towards Avonmore Proteins Limited in the accounts (iii) plus a spread of 0,125% on 92% of the receivables.

A.2 Glanbia Luxinvest S.A.

5. Glanbia Luxinvest carries out financing transactions exclusively in EUR since February 5, 2007 (date of its incorporation).

6. Glanbia Luxinvest benefits from an interest free facility from its subsidiary Glanbia Commercial Ltd and, on July 1, 2009, it borrowed and on-lent (at arm's length) an amount of EUR 32,2 million to Glanbia Financial Services, its Irish sister company.

7. In December 2009, Glanbia Luxinvest was granted an additional interest free facility from Glanbia Commercial Ltd. Glanbia Luxinvest made a drawdown of EUR 61,525,000 on the new facility and on-lent the funds (at arm's length) to Waterford Foods plc, its Irish sister company.

8. The tax treatment applicable to the financing activity of Glanbia Luxinvest has been covered in the letter dated July 15, 2009 (ref. CDT / NLKL / G5409003M – CDT – Attached in **Appendix 4** for your convenience). We would like to highlight the following points:

   - In line with the Luxembourg financial regulations, 8% of the financial assets recorded at the level of Glanbia Luxinvest are treated as financed by equity whereas the remaining 92% are considered as financed by debt. Glanbia Luxinvest is entitled to deduct a deemed interest in connection with the amount of the receivables financed by debt.

   - Glanbia Luxinvest is deemed to realize an appropriate and acceptable profit from its lending facility financed by borrowing provided that the annual margin it realizes amounts to 8% of the interest received plus a margin of 0,125% on 92% of the receivables after deduction of the deemed interest.

9. Given the increase in the existing Luxembourg financing structure and the current situation of the two above Luxembourg companies, it might be appropriate to redefine the minimum taxable margins to be realized by Glanbia Lux and Glanbia Luxinvest.

B. Applicable tax regime

B.1 Deemed interest deduction – Minimum taxable margin

10. The loan receivables and payables of Glanbia Lux and Glanbia Luxinvest are granted in the same currency (respectively USD and EUR) so that both companies do not suffer any foreign exchange risks.

11. It has also to be noted that the credit facility and loan arrangements granted by Glanbia Lux and Glanbia Luxinvest are guaranteed by Glanbia plc to support any default in the payment. In addition, funding is only granted within the group in order to maintain a low credit default risk. Please refer to the above letters for more details.

12. Finally, Glanbia Lux and Glanbia Luxinvest should benefit from sufficient equity from a Luxembourg tax perspective to cover their respective operational expenses as their receivables should be, going forward, 1% financed by equity (with a maximum amount of EUR 1 Mio (or USD equivalent). In this respect, the equity should be considered as per the company's balance sheet and should cover share capital, share premium, reserves, retained earnings and profit of the year.

13. Consequently, considering the amounts involved (i.e. USD 307,000,000 including bank deposit, EUR 32,200,000 and EUR 61,525,000) and the fact that Glanbia Lux and Glanbia Luxinvest will not bear any credit default or foreign exchange risks, the companies will be deemed to realize an appropriate and acceptable profit from their lending activity financed by borrowing with respect to transfer pricing policy (Articles 56 and 164 (3) of the Luxembourg Income Tax Law) provided that the annual margin realized at the level of Glanbia Lux and Glanbia Luxinvest amounts to 0,09375% of the receivables financed by debt after deduction of the deemed interest. This tax treatment will be applicable as from financial year 2009.

14. The taxable basis of Glanbia Lux and Glanbia Luxinvest will therefore correspond to:

- Regarding Glanbia Lux, the annual margin will correspond to (i) the interest received on 1% of the receivables (with a maximum amount of EUR 1 Mio in USD equivalent) (ii) minus 0,0625% on 1% (with a maximum amount of EUR 1 Mio in USD equivalent) of the payable towards Avonmore Proteins Limited in the accounts (iii) plus a spread of 0,09375% on 99% of the receivables.

- Regarding Glanbia Luxinvest, the annual margin will correspond to the interest received on 1% of the receivables (with a maximum amount of EUR 1 Mio) plus a margin of 0,09375% on 99% of the receivables after deduction of the deemed interest;

15. In the hypothesis where the equity of the companies would fall under 1% of the receivables held by the Luxemburg companies (with a maximum amount of EUR 1,000,000 or USD equivalent), a portion of the loan payable involved in the financing activity will be treated as equity for tax purposes in order to reach a threshold of maximum 1% of the receivables or EUR 1,000,000 (or USD equivalent). Accordingly, this portion will not give rise to a deemed interest deduction.

16. The margin to be left at the level of Glanbia Lux and Glanbia Luxinvest may be revised in the future in the event a substantial increase of the financing activity occurs.

17. Should the interest income received or accrued by Glanbia Lux and Glanbia Luxinvest be respectively on-lent or capitalized on the principal amount of the loans or put on deposit, the deemed interest will be regarded as paid and transferred back to Glanbia Lux and Glanbia Luxinvest in the form of a loan under the credit facility with Avonmore Proteins Limited and Glanbia Commercial Ltd respectively for which a notional interest deduction will also be available. This will be reflected in Glanbia Luxembourg S.A. and Glanbia Luxinvest S.A. tax balance sheets and the minimum taxable margin will be calculated on the increased amount of the financing.

B.2 Net Wealth Tax

18. Glanbia Lux and Glanbia Luxinvest will respectively deduct from their unitary value the amounts withdrawn on the credit facility in place with Avonmore Proteins Limited and with Glanbia Commercial Ltd (to the extent that the company is financed by at least 1% equity and EUR 1,000,000).

19. Glanbia Lux and Glanbia Luxinvest will also deduct from their taxable base the deemed interest charge accrued and recognized in their respective tax balance sheet.

We remain at your disposal should you need any further information and would like to thank you for the attention that you will give to our letter.

Yours sincerely,

Catherine Dupont
Partner

Appendix

Appendix 1:	Description of Glanbia plc
Appendix 2:	Letter dated September 27, 2007
Appendix 3:	Letter dated June 11, 2008
Appendix 4:	Letter dated July 15, 2009

Appendix 1

Description of Glanbia plc

Glanbia plc is an international cheese and nutritional ingredients group, headquartered in Ireland and listed on the London and Irish Stock Exchanges. The Group has 4,300 employees in seven countries and sales offices in a further five and revenue of about EUR 2.2 billion in 2008.

Glanbia plc has a large portfolio of "strong international" brands (e.g. Optimum Nutrition). Glanbia plc has achieved a number of market leadership positions including: No.1 producer of American-style cheddar cheese, No.1 global supplier of whey protein isolates, No.1 European producer of casein. Glanbia plc is also No.1 for fresh milk, fresh cream, fruit yogurts, fromage frais and fresh soups in Ireland.

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Appendix 2

Letter dated September 27, 2007

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For the attention of Mr Marius Kohl

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27 September 2007

References: WPI/PASA/JERS/G5407001M-CDT

Glanbia Luxembourg S.A. - Tax Number: 1997 2216 863

Tax functional currency

Dear Mr Kohl,

We refer to our previous contacts regarding Glanbia Luxembourg S.A. during our meeting dated 6 August 2007 and to our letter signed on 26 April 2000 (our ref: RBS/WPI/FHR/A4199001) and are pleased to submit to your approval and/or comment the following situation.

A Background

Glanbia Luxembourg S.A. (formerly named AW Luxembourg S.A.) is a financing Luxembourg tax resident company of Glanbia plc. Glanbia plc was formerly named Avonmore Waterford Group plc and prior to that its name was Avonmore Foods plc. Indeed, since 1997, Glanbia Luxembourg S.A. has been granted loans from Irish companies of the Glanbia plc group and has been lending to a USA company of the group, Glanbia Foods, Inc (formerly named Avonmore West, Inc.). Currently, the funding amounts to USD 120mio and the company is realising on this activity a taxable margin of 0.125%. We refer in this respect to our letter signed on 26 April 2000.

B Tax functional currency

Since the accounts of Glanbia Luxembourg S.A are denominated in USD, the commercial result of the company has to be converted into EUR for Luxembourg tax returns purposes, which entails forex tax gain or loss. As at 31 December 2005, the company has about EUR 60,358 losses generated by forex.

In order to avoid those forex results, USD would be the functional currency of the company as from 2006 for tax purposes. This implies that the tax returns of Glanbia Luxembourg S.A. would be established on the basis of the items of the balance sheet and the yearly net profits all converted into EUR by using the year-end EUR/USD market rate. Previous losses generated by forex exchange movements would however not be carried forward.

Taking into account the importance of the above for our client, we would greatly appreciate your written confirmation of the above treatment. We remain at your disposal for further information and thank you for the attention that you will give to our request.

Wim Piot
Partner

Catherine Dupont
Director

Appendices:

Appendix1: ATA dated on 19 January 1999 and signed on 26 April 2006 (ref: RBS/WPI/FHR/A4199001

For approval

Please take note that this decision is not of general nature and is only applicable to the present case.

Le préposé du bureau

d'imposition Sociétés VI

Marius Kohl

Luxembourg, le

This tax agreement is based on the facts as presented to PricewaterhouseCoopers Sàrl as at the date the advice was given. The agreement is dependent on specific facts and circumstances and may not be appropriate to another party than the one for which it was prepared. This tax agreement was prepared with only the interests of Glanbia Luxembourg S.A. in mind, and was not planned or carried out in contemplation of any use by any other party. PricewaterhouseCoopers Sàrl, its partners, employees and or agents, neither owe nor accept any duty of care or any responsibility to any other party, whether in contract or in tort (including without limitation, negligence or breach of statutory duty) however arising, and shall not be liable in respect of any loss, damage or expense of whatever nature which is caused to any other party.

Appendix 3

Letter dated June 11, 2008

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For the attention of Marius Kohl

Administration des Contributions Directes
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18, Rue du Fort Wedell
L-2982 Luxembourg

11 June 2008

Ref: WPI/LCPT/LEVE/G5408003M-CDT

Glanbia Luxembourg SA – Fiscal number 1997 2216 863
Financing structure

Dear Mr Kohl,

Further to our meeting of 21 May 2008, we are pleased to submit for your review and approval/comments the Luxembourg tax treatment of the following structure.

A Facts

Since 1997, Glanbia Luxembourg SA (formerly AW Luxembourg SA) has borrowed funds from an Irish group company in the form of an 0.0625% interest bearing loan. The funds have been lent to a group company registered in the US ("USCo") at arm's length conditions. The tax treatment applicable to this financing activity carried on by Glanbia Luxembourg SA has been covered in a letter dated 19 January 1999 (RBS/WPI/FHR/A4199001).

In 2007, another advance tax agreement (WPI/PASA/JERS/G5407001M-CDT) was obtained allowing Glanbia Luxembourg SA to use USD as a tax functional currency.

Glanbia Luxembourg SA is considering increasing the amount of the financing routed through Luxembourg from its current amount of USD 120,000,000 to USD 245,000,000. In this respect, steps outlined in **Appendix 1** should be completed. It is worth noting that a part of the cash is likely to be put on bank deposit depending on the need of financing of the Group Company. Glanbia Luxembourg SA may put funds on deposit with a bank resident outside of Luxembourg.

In addition, the global structure was recently reorganized in order to render the financing structure involving Avonmore Proteins Limited and Glanbia Luxembourg SA compliant with the current practice.

B Luxembourg Tax treatment

B.1 Tax residency of Glanbia Luxembourg SA

According to Article 159 of the Luxembourg Income Tax Law ("LITL"), capital companies that have their statutory seat or their central administration in Luxembourg are subject to corporate income tax on their profits. Article 159 LITL provides that a société anonyme qualifies as a capital company.

Glanbia Luxembourg SA has been set-up as a société anonyme and has its statutory seat located in Luxembourg. Meetings of the board of managers and shareholder's meetings regularly and physically take place in the Grand-Duchy of Luxembourg. The management decisions are effectively made in Luxembourg and the accounting records are kept in Luxembourg so that the company must be regarded as having its central administration situated in Luxembourg.

Considering the facts stated above, Glanbia Luxembourg SA has to be regarded as a fully taxable Luxembourg-resident capital company.

A tax residency certificate for the aforementioned company may be furnished upon request.

B.2 Borrowing and on-lending activity of Glanbia Luxembourg SA

1 Deemed interest deduction

As described in **Appendix 2**, Glanbia Luxembourg SA will borrow and on-lend cash for amount of approximately USD 245,000,000 whereby its interest bearing receivables (group receivables and bank deposit) will be financed by the 0.0625% interest-bearing debt from its sister Irish company, Avonmore Proteins Limited.

Glanbia Luxembourg SA will be allowed to deduct a deemed interest expense in connection with a part of its financial assets. In line with the Luxembourg financial regulations[1], 8% of the financial assets recorded at the level of Glanbia Luxembourg SA will be treated as financed by equity for the purpose of calculating the deemed interest deduction whereas the remaining 92% will be considered as financed by debt. This will be reflected in a tax balance sheet.

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[1] Circulaire CSSF 2000/10, page 22 ; Circulaire CSSF 2000/12, page 22.

Taking into consideration the amounts involved and the fact that Glanbia Luxembourg SA will not bear any credit default or foreign exchange risk, the company will be deemed to realise an appropriate and acceptable profit from its financing activity with respect to the transfer pricing policy (Article 56 and 164 (3) LITL) provided that the annual margin realised by Glanbia Luxembourg SA amounts to (i) 8% of its interest received, (ii) minus 0.0625% on 8% of the payable recognized towards Avonmore Proteins Limited in the accounts (iii) plus a spread of 0.125% of 92% of the receivables.

Should the interest income received or accrued by Glanbia Luxembourg SA be respectively on-lent or capitalised on the principal amount of the loans or put on deposit, the deemed interest will be regarded as paid and transferred back to Glanbia Luxembourg SA in the form of an interest free loan by 92% and equity by 8%. In such a case, this will be reflected in Glanbia Luxembourg SA's tax balance sheet and the minimum spread will be calculated on the increased amount of the financing.

2 Net wealth tax

Glanbia Luxembourg SA will deduct from its unitary value 92% of the principal amount of the loan from Avonmore Proteins Limited, regarded as such for tax purposes plus any interest accrued in the tax balance sheet (0.0625% interest plus the deemed interest).

The taxable basis for net wealth tax purposes would therefore be constituted by the share capital, the taxable profit as defined above plus retained earnings recognised according to the tax balance sheet for tax purposes (i.e., after deduction of the deemed interest) plus 8% of the receivables.

We respectfully request that you confirm the tax treatment of the situation described above or that you provide us with your remarks, if any.

We remain at your disposal should you need any further information and would like to thank you for the attention that you will give to our request.

Yours sincerely,

Wim Piot
Partner

Catherine Dupont
Director

Appendices:

Appendix 1: Restructuring steps
Appendix 2: Borrowing and on-lending activity of Glanbia Luxembourg SA

For approval

Le préposé du bureau d'imposition Sociétés 6
Marius Kohl

Luxembourg, le

This tax agreement is based on the facts as presented to PricewaterhouseCoopers Sàrl as at the date the advice was given. The agreement is dependent on specific facts and circumstances and may not be appropriate to another party than the one for which it was prepared. This tax agreement was prepared with only the interests of Glanbia Luxembourg SA in mind, and was not planned or carried out in contemplation of any use by any other party. PricewaterhouseCoopers Sàrl, its partners, employees and or agents, neither owe nor accept any duty of care or any responsibility to any other party, whether in contract or in tort (including without limitation, negligence or breach of statutory duty) however arising, and shall not be liable in respect of any loss, damage or expense of whatever nature which is caused to any other party.

Appendix 1

Restructuring steps (only relevant steps for Luxembourg tax purposes are depicted)

Step 1: USCo repays USD 72m loan (out of an outstanding amount of USD 120m) to Glanbia Luxembourg SA.

Step 2: Glanbia Luxembourg SA puts funds on deposit with a bank.

Step 3: Avonmore Proteins Limited, a sister company of Glanbia Luxembourg SA, borrows USD 125m from a bank.

Step 4: Avonmore Proteins Limited on-lends USD 125m to Glanbia Luxembourg SA in the form of a loan bearing a 0.0625% interest rate.

Step 5: USCo takes out a loan from Glanbia Luxembourg SA for an amount of USD 125m. This loan bears an arm's length interest rate.

Step 6: Over a period of time, USCo repays USD53m (out of a total outstanding amount of USD173m) to Glanbia Luxembourg SA.

Step 7: Glanbia Luxembourg SA puts funds on deposit with a bank.

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Appendix 2

Borrowing and on-lending activity of Glanbia Luxembourg SA

In line with Luxembourg financial regulations[2] Glanbia Luxembourg SA will be deemed to be financed according to a 92:8 debt-to-equity ratio: 92% of the sums lent by Avonmore Proteins Limited will be considered as debt and 8% as equity.

Glanbia Luxembourg will be in a borrowing and on-lending position of approximately USD 245 million as its receivables (including bank deposit) and payables will match.

As to the borrowing and on-lending position of Glanbia Luxembourg SA, it is worth noting the following:

- The loan receivables and payables are denominated in the same currency (USD) so that Glanbia Luxembourg SA does not suffer any exchange risk,

- The principal of the loans granted by Avonmore Proteins Limited to Glanbia Luxembourg SA and the loans receivables of Glanbia Luxembourg SA towards the USCo are reimbursable according to the same schedule,

- Glanbia Luxembourg SA does not bear any financial risk relating to its financing activity insofar the payables due to Avonmore Proteins Limited are totally linked to the receivables against the USCo (and to the bank deposit). Indeed, should the USCo/bank not reimburse all or part of its debts towards Glanbia Luxembourg SA, the latter would not have, in the same conditions, to reimburse its payables to Avonmore Proteins Limited, as a consequence of the guarantee provided by Glanbia Plc.

Given that Glanbia Luxembourg SA will be deemed to be financed in compliance with the 92:8 debt-to- equity ratio:

- The part of interest earned by Glanbia Luxembourg SA attributable to the portion of the receivables which is financed by equity minus deduction of the 0.0625% interest expense accrued on the portion of deemed equity will be fully taxable in the hands of Glanbia Luxembourg SA, and

- Glanbia Luxembourg SA will be entitled to deduct a deemed interest in connection with the remaining amount of the receivables financed by debt.

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[2] Circulaire CSSF 2000/10, page 22 ; Circulaire CSSF 2000/12, page 22.

Taking into account the fact that Glanbia Luxembourg SA will not bear any foreign exchange risk (as the loans in and out are denominated in the same currency) and that the amounts borrowed and lent (or at bank) match, interest earned by Glanbia Luxembourg SA on its portion of receivables deemed to be financed by debt will be considered at arm's length provided that a global spread of 0.125% per annum is realised by Glanbia Luxembourg SA after deduction of the deemed interest.

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Appendix 4

Letter dated July 15, 2009

PRICEWATERHOUSECOOPERS

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15 July 2009

References: CDT/NLKL/G5409003M-CDT

Glanbia Luxinvest SA – Tax number: 2007 2204 531

Interest Free Loan – Deemed interest deduction

Dear Mr Kohl,

Further to our meeting dated 24 June 2009 and at the request of the above mentioned client, we would like to submit to your attention the following transaction and obtain your agreement and/or your comments on the tax treatment described herein.

A Background

1. Glanbia Luxinvest SA, a company incorporated in Luxembourg on February 5, 2007, is the subsidiary of Avonmore Cheese Limited, an Irish company. Glanbia Luxinvest SA is holding Glanbia Foods BV, a Dutch company, and Glanbia Commercial Ltd, an Irish company.

   It is contemplated that Glanbia Luxinvest SA benefits from an interest free facility of about EUR 35mio from its subsidiary Glanbia Commercial Ltd and, furthermore, that those funds would be lent at interest to Glanbia Financial Services, an Irish group company.

2. For your information, you will find enclosed a description of Glanbia plc **(Appendix 1)** as well as the contemplated transaction and the final abbreviated structure (**Appendix 2**).

B Applicable Tax Regime

B.1 Tax residency of Glanbia Luxinvest SA

3. According to Article 159 of the Luxembourg Income Tax Law ("LITL"), capital companies that have their statutory seat or their central administration in Luxembourg are subject to corporate income tax on their profits. Article 159 LITL provides that a société anonyme qualifies as a capital company.

   Glanbia Luxinvest SA has been set-up as a société anonyme and has its statutory seat located in Luxembourg. Meetings of the board of directors and shareholder's meetings regularly and physically take place in the Grand-Duchy of Luxembourg. The management decisions are effectively made in Luxembourg and the accounting records are kept in Luxembourg so that the company must be regarded as having its central administration situated in Luxembourg.

   Considering the facts stated above, Glanbia Luxinvest SA has to be regarded as a fully taxable Luxembourg-resident capital company.

   A tax residency certificate for the aforementioned company may be furnished upon request.

B.2 Lending activity financed by borrowings

a) Deemed interest deduction

4. As described in **Appendix 3**, Glanbia Luxinvest SA borrows and on-lends cash for amount of approximately EUR 35 mio. On 1 July 2009, Glanbia Luxinvest SA borrowed and on-lent a first loan of EUR 32.2 mio.

5. In line with the Luxembourg financial regulations[1], 8% of the financial assets (i.e. amount lent – EUR 35 mio) recorded at the level of Glanbia Luxinvest SA will be treated as financed by equity whereas the remaining 92% will be considered as financed by debt. This will be reflected in a tax balance sheet.

   Accordingly, the part of interest earned by Glanbia Luxinvest SA attributable to the portion of the receivables which is financed by equity will be fully taxable in the hands of Glanbia Luxinvest SA, and Glanbia Luxinvest SA will be entitled to deduct a deemed interest in connection with the remaining amount of the receivables financed by debt.

[1] Circulaire CSSF 2000/10, page 22 ; Circulaire CSSF 2000/12, page 22.

6. Taking into consideration the amounts involved and the fact that Glanbia Luxinvest SA will not bear any credit default or foreign exchange risk (as the loans in and out are denominated in the same currency), the company will be deemed to realise an appropriate and acceptable profit from its lending activity financed by borrowing with respect to the transfer pricing policy (Article 56 and 164 (3) LITL), provided that the annual margin realised by Glanbia Luxinvest SA amounts to (i) 8% of its interest received, plus a margin of 0.125% of 92% of the receivables after deduction of the deemed interest.

   This minimum margin will be subject to corporate income tax and municipal business tax at the normal rate.

   In case the commercial profits of Glanbia Luxinvest SA would be lower than the minimum margin described above, this margin would still be subject to tax.

   However, if the taxable commercial profits of Glanbia Luxinvest SA exceed this minimum margin, Glanbia Luxinvest SA would be subject to corporate income tax and municipal business tax on said higher taxable basis.

7. Should the interest income received or accrued by Glanbia Luxinvest SA be respectively on-lent or capitalised on the principal amount of the loan or put on deposit, the deemed interest will be regarded as paid and transferred back to Glanbia Luxinvest SA in the form of an interest free loan by 92% for which a 92% notional interest deduction will also be available and equity by 8%. In such a case, this will be reflected in Glanbia Luxinvest SA's tax balance sheet and the minimum spread will be calculated on the increased amount of the financing.

b) Net wealth tax

8. Glanbia Luxinvest SA will deduct from its unitary value 92% of the principal amount of the interest free loan from Glanbia Commercial Ltd, regarded as such for tax purposes.

   Glanbia Luxinvest SA will be able also to deduct from its taxable base the deemed interest accrued in the tax balance sheet.

We respectfully request that you confirm the tax treatment of the situation described above or that you provide us with your remarks, if any.

We remain at your disposal should you need any further information and would like to thank you for the attention that you will give to our request.

Yours sincerely,

Catherine Dupont
Partner

Appendices:

Appendix 1:	Description of Glanbia plc
Appendix 2:	Contemplated transaction and final abbreviated structure
Appendix 3:	Lending Activity Financed by Borrowings of Glanbia Luxinvest SA

For approval

Le préposé du bureau d'imposition Sociétés 6
Marius Kohl

Luxembourg, le……………. 2009

This tax agreement is based on the facts as presented to PricewaterhouseCoopers Sàrl as at the date the advice was given. The agreement is dependent on specific facts and circumstances and may not be appropriate to any party other than the one for which it was prepared. This tax agreement was prepared with only the interests of Glanbia Plc in mind, and was not planned or carried out in contemplation of any use by any other party. PricewaterhouseCoopers Sàrl, its partners, employees and or agents, neither owe nor accept any duty of care or any responsibility to any other party, whether in contract or in tort (including without limitation, negligence or breach of statutory duty) however arising, and shall not be liable in respect of any loss, damage or expense of whatever nature which is caused to any other party.

Appendix 1

Description of Glanbia plc

Glanbia plc is an international cheese and nutritional ingredients group, headquartered in Ireland and listed on the London and Irish Stock Exchanges. The Group has 4,300 employees in seven countries and sales offices in a further five and revenue of about €2.2 billion in 2008.

Glanbia plc has a large portfolio of "strong international" brands (e.g. Optimum Nutrition). Glanbia plc has achieved a number of market leadership positions including: No.1 producer of American-style cheddar cheese, No.1 global supplier of whey protein isolates, No.1 European producer of casein. Glanbia plc is also No.1 for fresh milk, fresh cream, fruit yogurts, fromage frais and fresh soups in Ireland.

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Appendix 2

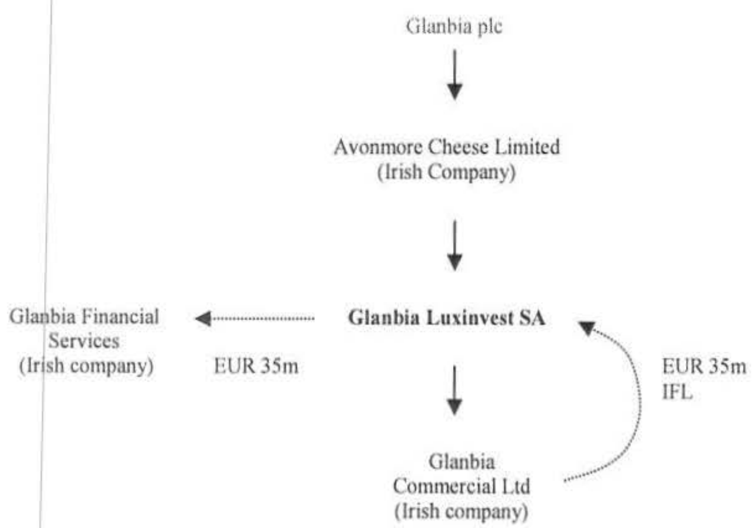
Contemplated transaction and final abbreviated structure

Step 1:

On 1 July 2009, a first interest free loan of EUR 32.2 mio (i.e. the total amount would be approximately EUR 35 mio) is lent by Glanbia Commercial Ltd to Glanbia Luxinvest SA.

Step 2:

On the same day, those funds are lent at interest by Glanbia Luxinvest SA to Glanbia Financial Services, an Irish group company.



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Appendix 3

Lending Activity Financed by Borrowing of Glanbia Luxinvest SA

In line with Luxembourg financial regulations[2] Glanbia Luxinvest SA will be deemed to be financed according to a 92:8 debt-to-equity ratio: 92% of the sums lend by Glanbia Commercial Ltd will be considered as debt and 8% as equity.

Glanbia Luxinvest SA will be in a borrowing and on-lending position of approximately EUR 35 mio as its receivables and payables will match.

As to the borrowing and on-lending position of Glanbia Luxinvest SA, it is worth noting the following:

- The loan receivables and payables are denominated in the same currency (EUR) so that Glanbia Luxinvest SA does not suffer any exchange risk,
- The principal of the loans granted by Glanbia Commercial Ltd to Glanbia Luxinvest SA and the loans receivables of Glanbia Luxinvest SA towards Glanbia Financial Services are reimbursable according to the same schedule,
- Glanbia Luxinvest SA does not bear any financial risk relating to its lending activity financed by borrowings, insofar the payables due to Glanbia Commercial Ltd are totally linked to the receivables against Glanbia Financial Services. Indeed, should Glanbia Financial Services not reimburse all or part of its debts towards Glanbia Luxinvest SA, the latter would not have, in the same conditions, to reimburse its payables to Glanbia Commercial Ltd, as a consequence of the guarantee provided by Glanbia plc.

Given that Glanbia Luxinvest SA will be deemed to be financed in compliance with the 92:8 debt-to-equity ratio:

- The part of interest earned by Glanbia Luxinvest SA attributable to the portion of the receivables which is financed by equity will be fully taxable in the hands of Glanbia Luxinvest SA, and
- Glanbia Luxinvest SA will be entitled to deduct a deemed interest in connection with the remaining amount of the receivables financed by debt.

Taking into account the fact that Glanbia Luxinvest SA will not bear any foreign exchange risk (as the loans in and out are denominated in the same currency) and that the amounts borrowed and lent match, interest earned by Glanbia Luxinvest SA on its portion of receivables deemed to be financed by debt will be considered at arm's length, provided that a global spread of 0.125% per annum is realised by Glanbia Luxinvest SA after deduction of the deemed interest.

[2] Circulaire CSSF 2000/10, page 22 ; Circulaire CSSF 2000/12, page 22.

LE GOUVERNEMENT
DU GRAND-DUCHÉ DE LUXEMBOURG
Administration des contributions directes

Bureau d'imposition
Sociétés 6

For the attention of Catherine Dupont
PricewaterhouseCoopers
400, route d'Esch
B.P. 1443
L – 1014 Luxembourg

Companies involved :

Glanbia Luxembourg S.A. – 1997 2216 863

Glanbia Luxinvest S.A. – 2007 2204 531

2 4 MARS 2010

Dear Madam,

Further to your letter dated March 10, 2010 and referenced CDT/NLKL/LAGU/G5410001M-AYHA relating to the transactions that the group Glanbia would like to conduct, I find the contents of said letter to be in compliance with current tax legislation and administrative practice.

It is understood that my above confirmation may only be used within the framework of the transactions contemplated by the above-mentioned letter and that the principles described in your letter shall not apply ipso facto to other situations.

Le préposé du bureau
d'imposition Sociétés 6
Marius Kohl

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