uac since 1879

2022 ANNUAL REPORT

Concentrating talent and capital on high potential opportunities in Africa

We are a holding company focused on delivering superior returns through disciplined capital allocation and operational improvement across our portfolio.

Our businesses are in attractive growth sectors and benefit from strong market positions, established brands and wide distribution.

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Companies	Sectors	Strategic partnerships

Contents


Swan
Premium Alkaline Spring Water
* No chemical additives * Filtered by nature
* Naturally fortified with calcium, zinc & magnesium
Swan
NATURAL SPRING WATER
Now 50cl
...spring to life

Five Pillars for Value Creation

People

We believe that people are our greatest asset and invest in attracting, retaining, developing, managing, and rewarding talented individuals across our businesses.

Capital

We work with our subsidiaries and associate companies to allocate capital in a manner that maximises risk adjusted returns. We have set an expected return threshold of 25%.

Technology

We believe that technology is a powerful tool for improving productivity and seek to drive continuous improvement across our most important processes.

Sustainability

We are conscious that our businesses operate in the context of the broader environment and are committed to improving ESG practices across the UACN Group.

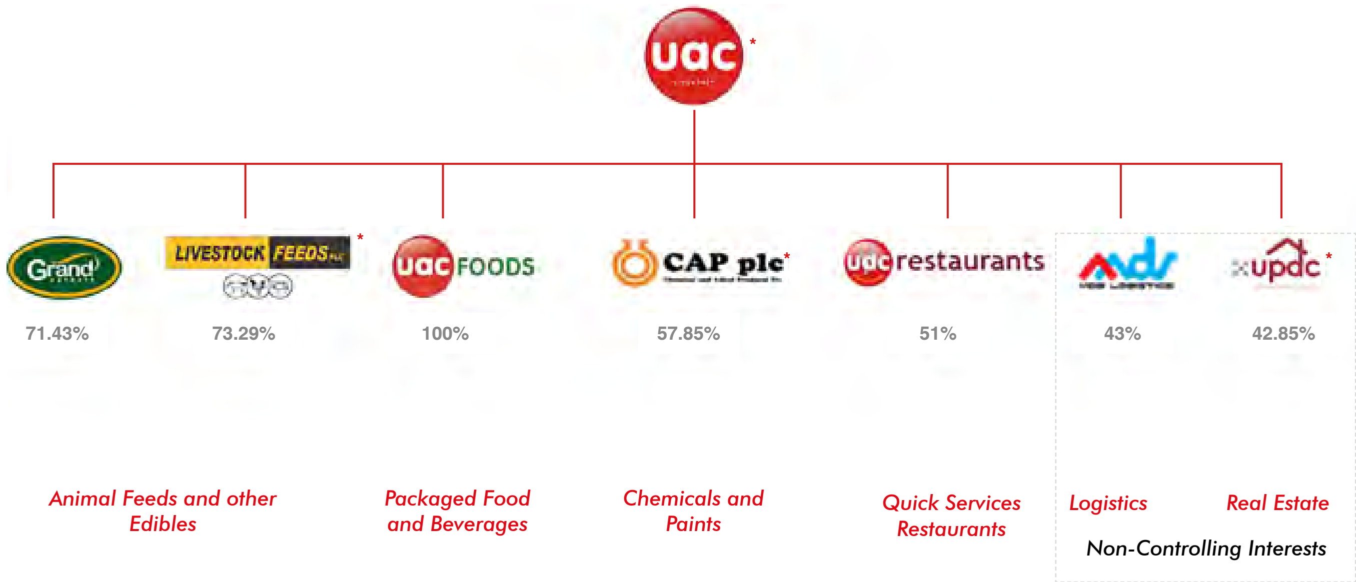
Governance and Controls

We believe that good governance is at the core of enduring businesses. At UACN, we are committed to exercising proper oversight over our subsidiary and associate companies.

Corporate Profile

UAC of Nigeria PLC: Holding company concentrating talent and capital on high potential opportunities in Africa.

UACN is one of Nigeria's oldest institutions with history dating back as far as 1879. Today, UACN is a holding company with interests organised around four key verticals - Animal Feeds and Edible Oils, Packaged Food and Beverages, Paints and Quick Service Restaurants. We also own interests in a leading logistics services provider, and a real estate development company.



** Listed on Nigerian Exchange Group*

Our businesses are in attractive growth sectors, positioned to benefit from strong market positions, established brands and wide distribution. Our aim is to generate attractive long-term, risk-adjusted returns for our shareholders by concentrating talent and capital on high potential opportunities in Africa. We take a long-term view which enables us add meaningful and sustainable value to each of our businesses.

Through our various businesses, UACN has meaningful domestic manufacturing presence with eleven (11) manufacturing facilities and several logistics and distribution hubs across Nigeria. We directly or indirectly employ over four thousand individuals across our businesses.

UACN has 5 subsidiaries and 2 associate companies operating in 6 sectors.

Animal Feeds and Other Edibles

We have two companies in this segment and view our participation as an opportunity to contribute to Nigeria's growing agricultural sector. Our subsidiaries are Grand Cereals Limited ("GCL") and Livestock Feeds PLC ("LSF"). GCL produces poultry feed, fish feed, edible oils, ruminant feed, cereals, and dog food. Its brand portfolio includes Grand, Vital, and BestMate. LSF produces animal feeds, feed concentrates, full fat soya and veterinary drugs. Brands include Livestock Feeds and Aquamax.

Paints

Our presence in the paints segment is through Chemical and Allied Products PLC ("CAP"), the largest manufacturer and distributor of decorative paints and protective coatings in Nigeria. CAP is the sole technological licensee and distributor for AkzoNobel in Nigeria and the main distributor for Hempel's marine and industrial products in Nigeria. Brand portfolio includes Dulux, Sandtex, Caplux and Hempel.

Packaged Food and Beverages

UACN's presence in the packaged food and beverage industry is through UAC Foods Limited ("UFL") which focuses on capturing the opportunity presented by a young, growing and increasingly urban population. UFL is a leader in the snacks, dairy and spring water segments in Nigeria. It owns iconic brands such as Gala, Funtime, Supreme and SWAN.

Quick Service Restaurants

UAC Restaurants Limited ("UACR") is a Quick Service Restaurants ("QSR") business in Nigeria with a national footprint. UACR manages a network of Quick Service Restaurants under the Mr Bigg's and Debonairs Pizza brands. The business is positioned to benefit from rising urbanisation and "on-the-go" living.

Logistics

Logistics management underpins economic activity and is a key component of success across industries. Our associate company, MDS Logistics Limited, is a leading logistics services provider in Nigeria. The company offers the complete suite of outbound logistics and supply chain services including warehousing, haulage and distribution.

Real Estate

UACN has a non-controlling interest in a leading property development and management company, UPDC PLC. UPDC has a deep development track record across multiple segments including retail, commercial, residential and hospitality.

UACN is a holding company with some of Nigeria's most admired brands.

Animal Feeds and Other Edibles	Grand, Vital Feed, Livestock Feeds PLC, BestMate, Aquamax Fish Feed
Paints	Dulux Trade, Dulux, Sandtex Paints, caplux, Hempel
Packaged Food and Beverages	Gala, Supreme, Swan, Funtime
Quick Service Restaurants	Mr Bigg's, Debonairs Pizza

For more information visit www.uacnplc.com

Gala
Since 1962
Classic
Bigger Size
Tastier
More beef filling
NOW ₦200 ONLY
Fuel your hustle
...naija snack
Classic
Gala
Since 1962
Sausage Roll
...naija snack
Classic
Vitamins
Minerals

Results at a Glance

	Group			Company		
	2022 ₦'000	2021 ₦'000	% change	2022 ₦'000	2021 ₦'000	% change
Revenue	109,270,399	101,376,839	8	1,008,941	877,457	15
Operating (loss)/profit	(2,383,926)	5,013,916	n/m	441,687	1,481,042	30
Net finance income/(cost)	(2,084,834)	(10,107)	n/m	289,021	1,006,204	(71)
(Loss)/profit before minimum tax	(4,365,316)	4,108,373	n/m	730,708	2,487,246	(71)
Minimum tax	(456,730)	(78,721)	480	-	-	-
Income tax credit/(expense)	822,543	(1,440,493)	n/m	(48,880)	(142,622)	66
(Loss)/profit after tax for the year from continued operations	(3,999,503)	2,589,159	n/m	681,828	2,344,624	(71)
(Loss)/profit after tax for the year from discontinued operations	6,508	(2,105)	(409)	-	-	-
(Loss)/profit for the year	(3,992,995)	2,587,054	n/m	681,828	2,344,624	(71)
Total equity	45,280,211	50,838,306	(11)	31,286,674	31,805,046	(2)
Total equity and liabilities	93,827,606	98,931,756	(5)	40,620,810	41,068,205	(1)
Cash and cash equivalents	16,196,969	11,409,946	42	4,957,606	4,303,878	15
Earnings/(loss) per share (kobo) - Basic	(107)	62	n/m	24	81	(71)
Dividend per share (kobo) - Proposed/ actual	22	65	(62)	22	65	(62)
NGX quotation as at December 31 (kobo)	1,025	950	8	1,025	950	8
Number of shares in issue ('000)	2,926,131	2,881,296	2	2,926,131	2,881,296	2
Market capitalisation as at December 31 (₦'000)	29,992,843	27,372,312	10	29,992,843	27,372,312	10

n/m - Not meaningful


Grand
Pure Soya Oil
NOW IN
50cl
- Same Great Quality
- Handy & Easy to use
- Now in an Affordable Pack
ALSO AVAILABLE IN
1Ltr, 3Ltrs, 5Ltrs,
10Ltrs, 18Ltrs
& 25Ltrs.
GRAND CEREALS LIMITED

Chairman's Statement

> We are greatly disappointed by these results and are working tirelessly to deliver improved performance

Dan Agbor
Chairman

Introduction

Distinguished Shareholders, Ladies, and Gentlemen,

On behalf of the Board of Directors, it is my great pleasure to welcome you to the 2023 Annual General Meeting of UAC of Nigeria PLC.

In this letter to shareholders, I will provide an overview of the operating landscape, context on our performance in the 2022 financial year, and I will conclude the letter with thoughts on the year ahead and an expression of thanks to our stakeholders.

Review of 2022

The year 2022 was very challenging for economies across the world, primarily on account of decades high levels of inflation, the ongoing war between Russia and Ukraine, and rising geo-political tensions. The deteriorating relationship between the United States of America and China is increasingly disrupting supply chains and may be the defining geo-political issue over the medium term.

The impact of inflation was felt most acutely in the energy and food value chains. In a bid to counter inflation central banks increased interest rates, which negatively impacted asset prices and consumer spending, contributing to significantly slower economic growth globally. One of the less visible, but very important, consequences of rising geo-political tensions has been a global shortage of fertilizer that has elevated fertilizer prices, including in Nigeria, and affected farming activity.

For UACN, our businesses were also significantly impacted by the continued escalation of input costs, the most notable being the almost three-fold increase in the cost of diesel that affected all aspects of our business, from production to distribution.

Nigeria's Operating Landscape

Economic Growth

The year 2022 started with positive expectations for recovery, post COVID-19, but the afore-mentioned global macro-economic conditions and geopolitical tensions dampened economic activity. Consequently, Nigeria's economy grew by only 2.6% in 2022, down from the 3.6% growth recorded in 2021.

Inflation and Monetary Policy

Headline inflation hit a 17-year high of 21.4% in November. Food inflation reached a high of 23.7%, particularly affected by a scarcity of material inputs, escalating energy costs, flooding in Lokoja and the South-East, rising insecurity and farmer-herder clashes in certain regions.

In response to accelerating inflation, the Central Bank of Nigeria ("CBN") raised the benchmark lending rate four times, reaching 16.5% in November 2022, its highest level since 2001. This led to higher borrowing costs across all UACN's businesses, with our Animal Feeds companies being the most affected.

Exchange Rate

External pressures and a reduction in crude oil export revenues resulted in continued scarcity of foreign exchange. In response, the CBN adjusted the official exchange rate from ₦413 in January 2022 to ₦441 in November 2022, representing a 7% depreciation in the value of the Naira against the US dollar.

Foreign exchange scarcity and illiquidity contributed to inflation, and our businesses that are directly and indirectly dependent on imported raw materials were adversely impacted. The challenges of sourcing foreign exchange also affected the ability of our businesses to import capital equipment and technical spare parts.

UACN's Strategic Initiatives

The most significant strategic initiative completed in 2022 was the upgrade of our core IT infrastructure across the Group to a new enterprise resource planning ("ERP") system, SAP S/4 HANA. The new ERP system, a ₦2.5 billion investment that impacts all aspects of our business, is expected to enhance controls and increase efficiency and its completion provides greater visibility over our processes and enhanced decision making.

Our subsidiary companies also made notable investments over the course of the year. At UAC Foods Limited, a state-of-the-art Krones line for our bottled water business (SWAN) was commissioned in November 2022. This project, which is a ₦2.8 billion investment, increased SWAN capacity three-fold and we are now enjoying the benefits from the investment. At UAC Restaurants Limited, our Quick Service Restaurants business, ₦1.2 billion was invested to expand the corporate store network and 21 Mr Bigg's and Debonairs Pizza restaurants were opened in 2022. At Chemical and Allied Products PLC, investments were made to revamp the colour centre network, support in-store tinting and improve the product range and customer service.

Financial Performance

The last financial year was very difficult year for the Group, with performance deteriorating from a net profit of ₦2.6 billion in 2021 to a net loss of ₦3.9 billion in 2022. As already indicated, operating conditions over the course of the year were challenging as our businesses faced high inflation, currency depreciation, rising interest rates and input costs, and heightened insecurity.

While challenging conditions impacted performance, they do not entirely explain the deterioration in performance over the course of the year. The Group's performance was most impacted by the deterioration in performance at our Animal Feeds businesses which had a ₦6.9 billion year on year deterioration in operating profit and recorded an operating loss of ₦4.4 billion. There were two primary causes of the underperformance. The first was the decision to build raw material inventory after the start of the war between Russia and Ukraine, with the expectation that uncertainty in a region which accounted for approximately 13% of global maize output and 1% of global soya bean output would drive price increases in these key agricultural inputs in Nigeria. In reality, prices for these commodities declined over the course of the year, placing significant pressure on margins, and leaving the businesses with elevated levels of debt that was taken to support inventory purchases. Short-term debt increased from a peak of ₦22.8 billion in 2021 to ₦31.5 billion in 2022. These factors were exacerbated by poor management decisions at Grand Cereals Limited ("Grand Cereals") which negatively impacted product quality and customer service. We have carried out governance and leadership changes at Grand Cereals and embarked on operational improvements, with a focus on reversing the underperformance of this business. Livestock Feeds PLC has returned to profitability in 2023 and we continue to work hard on delivering profitability at Grand Cereals.

While these do not counter the scale of losses in the Animal Feeds sector, our Paints business, performed well, delivering meaningful growth in profitability and our Quick Services Restaurants business achieved its corporate rollout strategy.

A more detailed review of our financial performance is included in the report by Fola Aiyesimoju, our Group Managing Director, on page 16 of this annual report.

Dividend

The Board is recommending an ordinary dividend of 22 kobo per share, or ₦644 million, in respect of the 2022 financial year. This is below the 65 kobo per share declared for the 2021 financial year and is reflective of the decline in performance and the focus on building capital resources to take advantage of strategic opportunities that may emerge in the future.

Governance

Dr. Umaru Alka retired from the board as a non-executive director, effective June 25th, 2022. He served as a member of the Governance and Remuneration Committee of the Company until his retirement.

Mr. Babatunde Kasali would ordinarily have been due to retire from the Board upon attaining the age of 70, in line with the Board charter. He is due to retire by rotation at this Annual General Meeting and has decided not to offer himself for re-election, since his 70th birthday falls shortly after the Annual General Meeting. Mr. Kasali has at various times served as a member of the Risk Management, Statutory Audit, and Governance and Remuneration Committees of the Company.

We wish both Dr. Alka and Mr. Kasali the very best in the years ahead and commend them for their hard work, unstinting commitment and for their contributions to our Company.

At our subsidiaries, there were strategic changes aimed at strengthening governance and executive management. These changes are articulated in the Segmental Performance Report on pages 18 to 20.

Leadership Changes

At UACN, there was one change to the executive management team. Following the retirement of Mr. Alex Goma from his role as Managing Director of Grand Cereals, Dr. Vitus Ezinwa, who served as an executive director and Chief Operating Officer of UACN, was appointed as Managing Director of Grand Cereals with effect from 6 July 2022. The primary goal of Dr. Ezinwa and the new leadership team of Grand Cereals is to reverse the underperformance of the company and to return the business to profitability.

At UAC Foods, Mr. Oluyemi Oloyede was appointed Managing Director effective 10 March 2023, following the retirement of Dr. Dele Ajayi in December 2022. Mr. Oloyede is a seasoned executive with over 15 years of experience in manufacturing, finance and supply chain in the consumer goods sector, and has held prior leadership roles at Kerry Group, Kellogg, L'Oreal, and Procter and Gamble.

I wish Dr. Ezinwa and Mr. Oloyede success in their new roles.

UACN Community Commitment

We remain committed to the society and communities where we operate. Last year, we decided to maximise the impact of our Corporate Social Investment ("CSI") and streamlined our focus to three areas: Community support and development, Early childhood education, and Pediatric healthcare. UACN and our subsidiary companies supported our host communities through donations and several projects. The most impactful were:

1. Community support: Donated a 500KV 33/415V transformer to our host community, Da Dahwol Chwaha-Sheku, Jos, which has been without power for the past 20 years.
2. Community development: Provision of potable water powered by a solar water pump for 800 families in Mangu Local Government Area of Plateau State (a community comprised of 13 villages and 6 clans and an estimated population of 75,000 people).
3. Early childhood education: Scholarships for 130 primary and secondary school students in Lagos and Plateau state.
4. Pediatric healthcare: Renovated six toilets, revamped the borehole, and installed a water treatment tank at the Primary Health Centre, Adeniji Adele, Lagos Island East Local Government Area.

For more information regarding our CSI activities, please see pages 58 to 59 of our Annual Report.

2023 Outlook

We expect that the effect of global geopolitical tensions and the challenges in our operating environment will continue through 2023, and that inflation will remain a key concern. Our performance in 2023 has already been impacted by disruptions linked to the 2023 elections and by the transition to a new currency design.

Notwithstanding these challenges we remain focused on our commitment to long term shareholder value creation and are determined to return the UACN Group to profitability.

Our strategic initiatives remain anchored on people, our portfolio, technology, sustainability as well as governance and controls. We expect the recent investments we made in technology and in our businesses to help deliver the required growth.

Appreciation

I would like to say once again how disappointed my fellow Directors and I are about our Group's performance, and stress how determined we are to turn things around. On behalf of the Board, I would like to thank our shareholders for their continued support and understanding; our various customers and business partners for their patronage; and our dedicated employees for their hard work and continued focus on the long-term success of our Group.

Dan Agbor
Chairman
30 April 2023
FRC/2013/NBA/00000001748


Supreme
JOY!
IN EVERY
SCOOP
Supreme
Rich & Creamy Ice Cream
Vanilla Chocolate Flavoured Scoop
Supreme
Rich & Creamy Ice Cream
Vanilla Strawberry Flavoured Scoop
Supreme
Rich & Creamy Ice Cream
Vanilla Flavoured Scoop
uac FOODS

Group Managing Director's Report

"We are committed to reversing the performance trend and returning the Group to profitability"

Fola Aiyesimoju
Group Managing Director

Dear Shareholders,

Welcome to the 2023 Annual General Meeting of UAC of Nigeria PLC ("UACN" or the "Company") at which we will present your Company's operational context, and financial performance for the year ended 31 December 2022.

Our performance in 2022 was poor with the Group recording a ₦4 billion consolidated loss impacted by challenging macro-economic and geo-political conditions and challenges at our Animal Feeds and Other Edibles segment. My colleagues and I have taken lessons from what was a difficult year and are applying them to reverse performance, deliver profitability and grow shareholder value.

Operating Context

Our businesses were impacted by (i) rising inflation resulting in rapid escalation of raw material costs at a faster pace than planned price increases; (ii) rising operating costs, specifically power and distribution, impacted by a three-fold increase in the cost of diesel; (iii) wage pressure as employees faced cost of living challenges with limited ability to pass higher costs on to a stressed consumer (iv) devaluation of the Naira and limited availability of foreign exchange; (v) cumulative monetary policy rate hike of 500 bps in 2022 to 16.5% which increased borrowing costs; (vi) heightened insecurity; and (vii) wave of emigration, which made it challenging to fill open roles.

Our businesses responded to rising input costs with pricing strategies and cost management efforts. They have also begun to transition to alternative fuel-generating sources such as gas, biomass and solar. Despite our efforts, we did not fully offset the impact on our margins.

Group Financial Performance

In 2022, the profitability of our Group was negatively impacted by losses in our Animal Feeds and Other Edibles segment, which more than offset contributions from other segments. We recorded marginal topline growth of 8% year on year to reach ₦109 billion, which was below our expectations. Our businesses grappled with escalating costs particularly energy, distribution, and finance costs which negatively impacted profitability.

Our Group recorded an operating loss of ₦2.4 billion compared to operating profit of ₦5 billion in 2021. Performance was impacted by the following:

- ₦4.4 billion operating loss from the Animal Feeds and Other Edibles segment which more than offset the ₦3.1 billion operating profit from the Paints segment.
- Significantly higher power (+₦2 billion) and distribution costs (+₦1.3 billion) across UACN group.
- Unrealised fair value loss of ₦806 million recognized on investment properties at the UACN, the holding company.
- In 2021, the holding company recognized a one-off dividend as well as a fair value gain post unbundling the UPDC Real Estate Investment Trust (UPDC REIT) (₦569 million) which impacts year on year comparison.

Overall, we recorded a loss before tax from continuing operations of ₦4.4 billion.

Our associate companies, UPDC PLC and MDS Logistics Limited ("MDS") performed well in 2022. UPDC returned to profitability after 6 years of losses with a profit before tax of ₦331 million as sales from the most recent development, Pinnock Prime, as well as certain legacy assets resulted in a more than sevenfold increase in revenue. At MDS, the focus is on scaling the dedicated fleet business with ₦9.0 billion invested to acquire 165 additional trucks. This business also returned to profitability in 2022 and benefited from aggressive cost management efforts.

Shareholder Return

UACN will pay a dividend of 22 kobo per share, ₦644 million in aggregate for the 2022 financial year, if approved at the 2023 AGM. The Group's return on invested capital was negative 4.9% compared to positive 8.0% in 2021. Total shareholder return was 10.2% compared to 66% in 2021.

Community Support

UACN has a history of giving back to our host communities and have increasingly adopted a more structured and focused approached to our Corporate Social Investment (CSI) initiatives. We commit at least ₦25 million annually and focus on early childhood education, pediatric healthcare and community involvement. This year we implemented notable projects in line with our focus areas, details of which are presented on pages 58-59 of this annual report.

Outlook

My colleagues and I remain committed to reversing the performance trend and returning the overall Group to profitability.

Forecasting 2023 is particularly difficult because of the challenging macroeconomic conditions; however, our strategic priorities for the year ahead include performance improvement, operational efficiency, and talent management as we continue to work very hard to attract the best possible talent. We will execute growth initiatives with caution until macroeconomic conditions improve.

Barring further deterioration in conditions, we are excited at the prospects for our Paints, Packaged Food and Beverages and Quick Services Restaurants businesses. Livestock Feeds PLC has returned to profitability in the first quarter of 2023 and our focus remains on addressing challenges at Grand Cereals which will take time to deliver expected results.

We are pursuing several initiatives to optimize energy cost, which are expected to fully deliver results from the fourth quarter. These initiatives will have a dual impact of lower unit energy costs and reduced emission.

Appreciation

I would like to thank our leadership team and all my colleagues across the Group for their dedication in navigating a complex and evolving landscape. To our esteemed shareholders, I extend my sincerest gratitude for your unwavering support. We remain committed to shareholder value creation and delivering long term attractive returns.

Folasope Aiyesimoju
Group Managing Director
FRC/2019/IODN/0000001980
30 April 2023

Segmental Performance Report

1. Animal Feeds and Other Edibles

The performance of the Animal Feeds and Other Edibles segment was significantly impacted by challenging market conditions resulting in margin compression in the sector. It was also impacted by elevated working capital on account of the decision to increase inventory in anticipation of meaningful volume growth and to mitigate the risk of supply chain disruptions.

Financial Performance

Revenue for this segment increased by 5.1% to ₦65.9 billion (2021: ₦62.7 billion), on account of price increases across all product categories in response to escalating costs. Lower sales volumes, higher raw material, and conversion costs, and increased operating expenses year on year (YoY) contributed to the operating loss of ₦4.4 billion (2021: ₦2.5 billion profit).

The segment recorded a loss before tax of ₦6.9 billion in 2022 compared to a profit before tax of ₦1.2 billion in 2021. PBT margin decreased from 1.9% in 2021 to (10.4%) in 2022. Finance costs from short-term debt used to fund inventory purchases further eroded profitability.

Strategic Priority

Our priority for the animal feeds segment is to improve performance. We have taken steps towards cost management initiatives, aggressive inventory reduction, and initiatives to lower finance costs.

Key focus areas will be to drive growth by expanding distribution and leveraging recent investment in pelletized feed mill in Aba. We also aim to optimize working capital by reducing inventory and deleveraging the businesses to mitigate against the impact of higher interest rates on finance costs.

Board Changes at Grand Cereals and Livestock Feeds

At Grand Cereals, Dr. Vitus Ezinwa was appointed Managing Director of Grand Cereals Limited effective 6 July 2022 following the resignation of Mr. Alex Goma. Mrs. Funke Ijaiya-Oladipo was appointed as Non-Executive Director effective 21 July 2022. Mr. Kenneth Ndubisi was appointed as Executive Director, Supply Chain, effective 22 April 2022 and resigned on 23 September 2022.

At Livestock Feeds PLC, Mr. Peter Mombaur and Mrs. Temitope Omodele were appointed as Non-Executive Directors with effect from 22 April 2022 and 26 October 2022 to replace Mrs. Bolarin Okunowo and Mr. Daniel Obaseki who resigned from the board in March and October 2022 respectively.

2. Paints

In 2022, our paints business invested ₦205 million to revamp the company's colour centre network and to establish "in-store tinting" of paint which has meaningfully increased colour range and the speed of delivery for customers.

Financial Performance

The paints segment performed well in spite of the challenging environment. The segment reported revenue growth of 25.1% YoY to ₦19.2 billion in 2022. Revenue growth was driven by price increases taken to mitigate the impact of input cost pressures and protect margins across all product portfolios supported by retail expansion through the opening of new stores.

Operating profit was 115% higher at ₦3.1 billion in 2022 (₦1.5 billion in 2021) supported by topline growth as well as cost-saving initiatives and operational improvements post the merger of CAP PLC and Portland Paints and Products Nigeria PLC in 2021. Profit before tax was ₦3.4 billion, compared to ₦1.7 billion in 2021.

Strategic Priority

Immediate priorities for the paints segment are to drive sales by deepening retail penetration and domestic distribution, expanding the product portfolio, and regional expansion.

Board Changes at CAP

Mrs. Ifeoma Chuks-Adizue, Chief Commercial Officer, and Mr. Yomi Adenson, Chief Financial Officer, were appointed as Executive Directors responsible for Commercial and Finance & Risk functions respectively with effect from 1 April 2022.

Ambassador Kayode Garrick retired as an Independent Non-Executive Director from the Board of the company and Mr. Babs Omotowa was appointed as an Independent Non-Executive Director in June 2022.

Corporate Action

Chemical and Allied Products PLC ("CAP") allotted 26,487,980 ordinary shares to shareholders who elected for scrip dividend. UACN elected for new ordinary shares in lieu of cash dividend and received 25,647,472 CAP shares in June 2022, resulting in an increase in UACN's shareholding of CAP by 1.31%, from 56.54% to 57.85%.

3. Packaged Food and Beverages

In 2022, the packaged food and beverages business invested to meet the critical growth ambitions of the business. ₦2.8 billion was invested in increasing capacity for our SWAN water business by 3x, ₦780 million was invested in cold chain distribution for Dairies (Supreme Ice-Cream), ₦663 million was invested in distribution assets for Snacks.

In November 2022, the capacity of the SWAN spring water facility was increased from 60 million liters per annum to over 180 million liters per annum.

Financial Performance

The packaged food and beverages segment recorded a 1.7% YoY revenue decline to ₦23.3 billion in 2022 (2021: ₦23.8 billion) as a result of lower sales volumes impacted by price increases across all product categories (snacks +53%, water +21%, and dairies +37%) to mitigate input cost escalation and supply constraints.

Water revenue (+7% increase) was supported by price increases but faced supply constraints. Investments in cold chain infrastructure to deepen distribution and refreshed branding for Supreme ice-cream further supported dairies 29% revenue growth YoY. The Snacks category recorded a 12% decline in revenue.

The segment recorded an operating loss of ₦61 million in 2022 (₦1.4 billion in 2021) impacted by higher input costs, increased operating expenses particularly increases in energy costs and distribution costs due to higher diesel price impacting haulage rates. Higher finance costs impacted profitability leading to a loss before tax of ₦144 million compared to a profit before tax of ₦1.5 billion in 2021.

Strategic Priority

Our near-term priority for this segment is to continue to grow our market share in dairy and improve profitability across our snacks, dairy, and beverages categories. In 2023, the Packaged Food and Beverages management aims to prioritize initiatives to protect margins.

Leadership and Board Changes

Mr. Oluyemi Oloyede was appointed as the Managing Director of UAC Foods effective March 10, 2023 following the retirement of Dr. Dele Ajayi in December 2022.

4. Quick Service Restaurants

In 2022, the Quick Service Restaurants business set out to expand the corporate store network with the objective of rolling out attractively located stores with excellent operations and good unit economics which is expected to ultimately drive profitability. ₦1.2 billion was invested in opening 21 new stores across Lagos and Abuja bringing the total corporate stores to 29 from 8 in 2021.

Financial Performance

The Quick Service Restaurants segment recorded revenue growth of 39.3% to ₦3.1 billion from ₦2.2 billion in 2021. Improved topline performance on account of increase in company-owned restaurants (corporate stores) and improved performance of existing stores. The QSR segment recorded a 16.4% decline in operating income reporting a loss of ₦608 million resulting from an increase in operating expenses such as electricity and power and key material input costs. Also impacting performance are pre-opening investment such as rent, training, for the corporate stores before the store is opened and sales commence. The segment recorded a loss before tax of ₦814 million in 2022 compared to a loss before tax of ₦509 million in the prior year.

Strategic Priority

Our focus for the Quick Service Restaurants segment remains driving revenue growth through corporate store roll-out and implementing cost-saving initiatives, particularly in energy, to improve profitability.

5. Associates: Real Estate (UPDC PLC)

2022 focus for UPDC was returning the business to profitability by generating sales from the most recent development, Pinnock Prime Estate, as well as certain legacy assets.

Financial Performance

UPDC PLC recorded a significant increase in 2022 revenue to ₦5.9 billion from ₦825 million in prior year. Improved performance was driven primarily by increased revenue inflows from property sales and project & facilities management fees. A significant improvement in operating income of ₦708 million supported by revenue growth compared to operating loss of ₦898 million in 2021.

After 6 consecutive years of losses, UPDC returned to profitability and recorded a Profit before tax of ₦331 million compared to the loss before tax of ₦1.6 billion reported in 2021.

UPDC Hotel was reconsolidated into UPDC's financial statement as continuing operations. The hotel was previously classified as held for sale. The decision to sell the property was rescinded with effect from September 2022.

Board and leadership changes at UPDC

Mrs. Folakemi Fadahunsi resigned from UPDC's Board of Directors with effect from 8th March 2022. Ms. Bidemi Fadayomi was appointed as Executive Director in July 2022 with responsibility for real estate development and executing the company's projects.

6. Associate: Logistics (MDS Logistics Limited)

Focus in 2022 was on driving topline growth and the company invested ₦9.0 billion and purchased trucks for dedicated freight and to support the haulage business. ₦1.2 billion was invested in cold chain infrastructure to support leading players in the dairy and animal nutrition segments.

Financial Performance

MDS Logistics' 2022 revenue increased 27.6% to ₦10.9 billion from ₦8.6 billion in 2021, supported by the addition of new warehousing and haulage clients as well as increases in haulage rates for existing customers.

Operating profit was higher YoY at ₦1.1 billion in 2022 (2021: ₦293 million) on account of an increase in gross profit supported by cost management initiatives. MDS Logistics recorded a profit before tax of ₦284 million in 2022 compared to ₦163 million loss before tax in 2021 supported by improved topline performance and cost management initiatives.

Strategic Priority

A key focus of MDS Logistics is to increase profitability through expanded specialized logistics services (Pharma Logistics), warehouse restructuring for maximum profitability, joint venture partnerships in the legacy haulage division, and facilitating e-commerce partnerships.


Sandtex
Breathe New Life
Into Shabby Walls
The
Smart
Choice

Key Investments in 2022

UFL - New SWAN state-of-the-art Krones Water Bottling Line

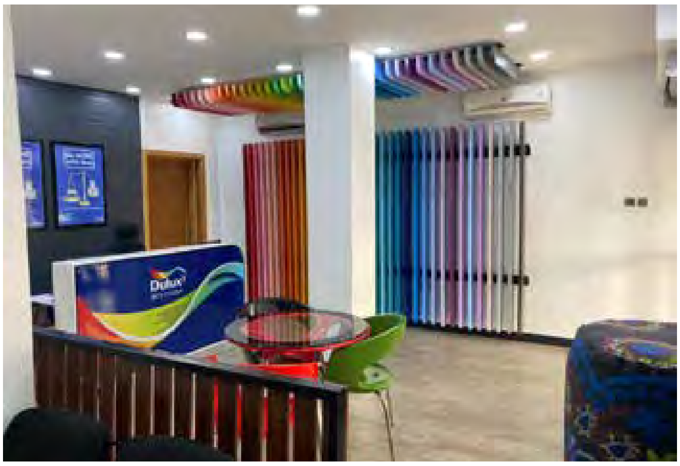


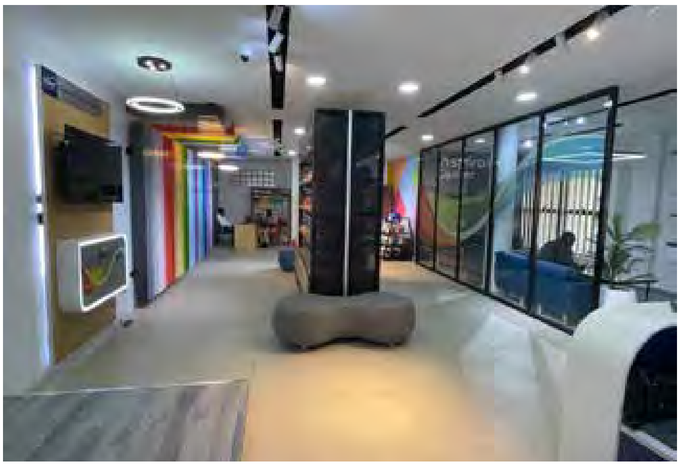





UACR - New Mr. Bigg's and Debonairs Pizza Stores

CAP - New Dulux and Sandtex Colour Centres





Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the **Annual General Meeting of UAC of Nigeria PLC** (the "**Company**") will be held at **Festival Hotel, Diamond Estate, Amuwo Odofin, Lagos** on **Wednesday June 21 2023,** at **10.00am** in order to transact the following businesses:

ORDINARY BUSINESS

1. To lay before members the Audited Financial Statements for the year ended December 31 2022, and the Report of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To re-elect Mr. Daniel Agbor who is retiring by rotation.
4. To authorize the Directors to fix the remuneration of the External Auditors for the 2023 Financial Year.
5. To elect members of the Statutory Audit Committee.
6. To disclose the Remuneration of Managers of the Company.

SPECIAL BUSINESS

7. To fix the remuneration of Directors.
8. To consider and if thought fit, pass the following resolution as an ordinary resolution of the Company:

   "That a general mandate be and is hereby given, authorizing the Company through the Directors to enter into recurrent transactions with related parties or companies until reviewed by the Company at an Annual General Meeting."

Dated this 15th day of May, 2023

BY ORDER OF THE BOARD

AYOMIPO WEY
COMPANY SECRETARY
FRC/2013/NBA/00000003124

NOTES

1. PROXY

Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. A proxy form must be completed and deposited at the office of the Company's Registrar, Africa Prudential PLC, 220B Ikorodu Road, Palmgrove, Lagos or sent via email to **cxc@africaprudential.com** not later than 24 hours before the time fixed for the meeting.

2. STAMPING OF PROXY

The Company has made arrangements at its cost, for the stamping of duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated timeline.

3. CLOSURE OF REGISTER

The Register of Members and Transfer Books will be closed from 7 June to 13 June 2023 (both dates inclusive) for the purpose of updating the Register of Members and payment of Dividend.

4. DIVIDEND

Directors have recommended to members, the payment of a dividend of 22 kobo per share. A resolution to this effect will be put to the meeting for the approval of members. If the Dividend recommended by the Directors is approved by members at the Annual General Meeting, Dividend will be paid, subject to withholding tax, on 22 June 2023, to the Shareholders whose names appear in the Company's Register of Members at the close of business on 6 June 2023.

Shareholders are advised to complete the E-Dividend Mandate Activation Form, which is available at **http://sec.gov.ng/wp-content/uploads/2016/04/Afric-Prudential-EDMMS-Form_2018.pdf** and forward same to the Registrar, Africa Prudential Plc at their office at 220B, Ikorodu Road, Palmgrove, Lagos or send via email to **cxc@africaprudential.com** to enable direct credit of their dividend on 22 June 2023.

5. NOMINATION TO THE STATUTORY AUDIT COMMITTEE

Pursuant to Section 404 (6) of the Companies and Allied Matters Act, 2020, any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination. Such notice shall reach the Company Secretary not later than 31 May 2023 being at least 21 days before the Annual General Meeting. Section 404 (5) CAMA 2020 has mandated that all members of the Audit Committee must be financially literate and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. We therefore request that nominations be accompanied by a copy of the nominee's curriculum vitae.

6. RIGHT OF SECURITIES' HOLDERS TO ASK QUESTIONS

Shareholders and other holders of the Company's securities have a right to ask questions not only at the meeting, but also in writing prior to the meeting, and such questions must be submitted to the Company on or before 19 June 2023.

7. UNCLAIMED DIVIDENDS

Shareholders who are yet to claim their outstanding dividends are hereby advised to complete the e-dividend registration form by downloading the Registrar's E-Dividend Mandate Activation Form, which is available at **http://sec.gov.ng/wp-content/uploads/2016/04/Afric-Prudential-EDMMS-Form_2018.pdf** and submit to the Registrars at Africa Prudential PLC, 220b Ikorodu Road, Palmgrove Lagos or their respective banks for the purpose of claiming their outstanding dividends.

A list of Shareholders who are yet to claim their dividends as of 31 March 2023, is available on the Company's Website at **www.uacnplc.com**.

8. BIOGRAPHICAL DETAILS OF THE DIRECTOR FOR RE-ELECTION

The biographical details of the Director submitted for re-election are contained in the Annual Report and on the Company's website at **www.uacnplc.com**.

9. E- ANNUAL REPORT PUBLISHED ON THE WEBSITE

In order to improve delivery of our Annual Report, we have inserted a detachable Form to the Annual Report and hereby request Shareholders who wish to receive the Company's Annual Report in an electronic format to complete and return the Form to the Registrars for further processing. In addition, Annual Reports are available online for viewing and download from our website at **www.uacnplc.com**.

10. VOTING BY INTERESTED PERSONS

In line with the provisions of Rule 20.8(h) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on resolution 8 above.

Vital Feed

Superior Quality that Guarantees High Yield

Directors, Officers and Professional Advisers

Board of Directors

Mr. Daniel Owor Agbor	Non-Executive Chairman
Mr. Folasope Babasola Aiyesimoju	Group Managing Director
Mrs. Babafunke Adesua Ijaiya-Oladipo	Group Finance Director
Dr. Vitus Chidiebere Ezinwa	Chief Operating Officer
Mr. Babatunde Oladele Kasali	Non-Executive Director
Mr. Bolaji Adekunle Odunsi	Non-Executive Director
Mr. Khalifa Adebayo Biobaku	Non-Executive Director
Mrs. Suzanne Olufunke Iroche	Independent Non-Executive Director
Mr. Karl Olutokun Toriola	Independent Non-Executive Director

Company Secretary/Group General Counsel
Ayomipo Wey
Email: info@uacnplc.com

Registered Office
UAC House,
1-5 Odunlami Street,
Marina, Lagos

Company Website
www.uacnplc.com

Bankers
Access Bank PLC
Coronation Merchant Bank Limited
First Bank of Nigeria Limited
FSDH Merchant Bank Limited
Guaranty Trust Bank PLC
Stanbic IBTC Bank Limited
Union Bank of Nigeria PLC
United Bank for Africa PLC
Zenith Bank PLC

Independent Auditor
KPMG Professional Services
KPMG Tower,
Bishop Aboyade Cole Street,
Victoria Island, Lagos
Tel: +234 1 271 8955 (or 8599)

The Registrar
Africa Prudential PLC
220B Ikorodu Road,
Palmgrove,
Lagos
Phone: 0700 AFRIPUD or 0700 237 47783
Email: cxc@africaprudential.com

Tax Identification Number (TIN)
01767079-0001

Board of Directors

12 November 2015

Mr. Daniel Agbor, 62

Mr. Agbor joined the Board of the Company in November 2015 and is the Non-Executive Chairman.

He is the Senior Partner of the law firm Udo Udoma & Belo Osagie, with continuing responsibility for leading the firm's mergers and acquisitions and private equity practices. He brings to the UACN Board over 35 years' experience from his distinguished careers in banking and legal practice

Prior to joining Udo Udoma & Belo-Osagie in 1990, Mr. Agbor held various positions in Nigeria International Bank Limited (now Citibank Nigeria Limited), where he worked in the Corporate Finance Unit and in Gulf Bank of Nigeria Limited, where he was Company Secretary/Legal Adviser.

28 March 2018

Mr. Fola Aiyesimoju, 43

Mr. Aiyesimoju is a finance professional with experience spanning corporate finance, principal investing and private equity. Over the course of his career, he has lived and worked in Sub-Saharan Africa's most important economies gaining experience of the operating landscape in the region.

He is the founder of Themis Capital Management, an investment firm focused on concentrating capital and talent on high-potential opportunities in Sub-Saharan Africa. He has worked at leading investment firms and financial institutions including Kohlberg Kravis Roberts, Standard Bank Group, Ocean and Oil Holdings Limited, and ARM Investment Managers.

He joined the Board of UAC of Nigeria PLC in March 2018 and was appointed Group Managing Director, effective 1 April 2019.

28 July 2021

Mrs. Funke Ijaiya-Oladipo, 37

Mrs. Ijaiya-Oladipo is a high-achieving, results-driven, finance professional. She has over 15 years operational finance, corporate finance and capital markets experience across Nigeria, South Africa, and the United Kingdom.

She was appointed Group Finance Director of UACN with effect from 28 July 2021. Prior to this, she was UACN's Group Chief Financial Officer, with overall responsibility for the company's finance function. Her previous roles with UACN include serving as Head of Investor Relations, responsible for strategic stakeholder management and aligning UACN's capital market activities to its strategic priorities.

Before joining UACN, Mrs. Ijaiya-Oladipo was the Head of Equity Capital Markets at Stanbic IBTC Capital, responsible for providing financing solutions and raising equity capital for public companies.

She has worked at leading global financial institutions including Goldman Sachs and Standard Bank Group where she advised local and international companies on initial public offerings, mergers and acquisitions, and corporate restructurings.

She is a member of the advisory board of Sponsors for Educational Opportunity Africa (SEO Africa), a non-profit leadership development organization.

Date of Appointment

: Risk Management Committee
: Statutory Audit Committee
: Governance and Remuneration Committee
: Chairman

1 November 2018

Dr. Vitus Ezinwa, 50

Dr. Ezinwa is a seasoned business manager and human resource professional. He joined UACN in 2018 as the Group Human Resources Director and was appointed Chief Operating Officer in 2021 with additional responsibility for Operations, Corporate Communications, Information Technology as well as Human resources.

He has worked as Group Human Resources Director at leading multinational corporations such as Promasidor Africa, Coca-Cola (Nigeria and Equatorial Africa), British American Tobacco (West and Central Africa), and Tropical General Investments (TGI) Group.

He is a co-founder and Director of HR Network Africa and was until 2014, a member of the Lagos Business School's Advisory Board.

Dr. Ezinwa deploys his rich experience to the development and implementation of appropriate human resource strategies and operations to improve productivity and business performance at UACN.

He is a member of the Advisory Board of Afterschool Graduate Development Centre, member of the Institute of Directors and a Fellow of the Chartered Institute of Personnel and Development (CIPD) UK.

He joined the Board of UACN as Group Human Resources Director on 1st November 2018 and is also currently the Managing Director of Grand Cereals Limited.

30 October 2018

Mr. Bolaji Odunsi, 60

Mr. Odunsi is a financier with over 25 years of international investment experience across various industries, including manufacturing, security, services and oil and gas, and distribution.

He has significant Board level experience in Europe and the US, with a focus on implementing transformational change encompassing systems and controls, team enhancement, financial and regulatory reporting and business analysis to drive value creation. He was a cofounder and partner between 2002 and 2018 of Stirling Square Capital Partners, a leading midmarket European private equity firm.

He is founder and Chairman of Marcelle Ruth Cancer Centre & Specialist Hospital Limited, a specialist hospital offering comprehensive cancer care and treatment in selected other medical specialties. The hospital, which opened in December 2020, uses state of the art technology and is the only comprehensive specialist cancer care centre in West Africa.

He is an Associate of the Institute of Chartered Accountants in England & Wales and holds an undergraduate BSc in Civil Engineering and a diploma in Philosophy from the University of London.

He joined the Board of UACN as a Non-Executive Director in October 2018.

7 March 2013

Mr. Babatunde Kasali, 69

Mr. Kasali has over 40 years' experience as a finance professional. His work experience includes Audit Senior, Ernst & Young (Chartered Accountants) United Kingdom, Assistant Internal Auditor, Amex Bank PLC, United Kingdom, and Principal Manager, Ernst & Young (Chartered Accountants) Nigeria.

He was also Chief Inspector, Regional Director, Divisional Director and Regional Bank Head, Consumer and Commercial Banking Group, United Bank for Africa PLC.

1 August 2019

Mrs. Suzanne Iroche, 64

A seasoned Banker, Mrs. Iroche currently has interests in Financial Consultancy, Governance and painting as a self-styled Artist. She has significant experience on both publicly quoted and private company Boards.

She has over 35 years of broad-based experience in Merchant and Commercial Banking spanning the areas of Corporate and Institutional Banking, Correspondent and International Banking, Treasury and Regional expansion.

She commenced her banking career at International Merchant Bank after which she moved to Chartered Bank as a pioneer member of staff to set up the Treasury Division and subsequently moved to Credit and Marketing.

She worked at United Bank for Africa (UBA) and served as Executive Director, Wealth Management, responsible for Treasury, Correspondent Banking, Asset Management, Trustees and Pension Custody. During her time at UBA, Mrs Iroche also served as Executive Director Global Banking where she was responsible for UBA's African regional expansion and establishment of subsidiaries across the Continent.

1 January 2020

Mr. Karl Toriola, 51

Mr. Toriola was Group Vice President of West and Central Africa (WECA) at MTN Group Limited from 2016 to March 1st 2021 and thereafter became the MD/CEO of MTN Nigeria. He has held many senior roles in MTN including Chief Technical Officer, Network Group (NWG), MTN Nigeria and Chief Executive Officer, MTN Cameroon.

In April 2015, he was appointed the MTN Group Operating Executive where he had direct responsibility for 13 MTN Subsidiaries in 13 countries with their respective CEOs reporting to him. Prior to joining MTN Nigeria as Chief Technical Officer in 2006, he was the Chief Operations/Regional Officer for Vmobile Nigeria (now Airtel Nigeria) where he was responsible for operations.

Mr. Toriola has extensive Governance and Board membership experience, serving on various boards of multinationals since 2010. Mr. Toriola serves on the Boards of MTN Nigeria, Ivory Coast, Cameroon, Benin, Congo Brazzaville, Guinea, Liberia, and Guinea Bissau. He has previously served on the Boards of American Towers, Jumia Africa.

He is a Fellow of the Nigerian Society of Engineers and a member of the Council of Registered Engineers of Nigeria. He is also a member of the Institute of Directors. He is an alumnus of global leading business schools, including London Business School, Harvard Business School, Institute of Management Development (IMD.) Switzerland, among others.

29 March 2022

Mr. Khalifa Biobaku, 40

Mr. Biobaku is a seasoned finance and investment professional with two (2) decades of experience spanning investment banking, fund management and private equity across Europe, the Middle East and Africa. He has extensive experience in strategy development and execution, capital raising, corporate actions and restructurings, commercial negotiations and effective team building.

Mr. Biobaku is currently a director of Themis Capital Management, and the Founder and Director of: (i) Dalio Property Development Company Limited, an active real estate investment company in Nigeria with a 5.9% shareholding in UACN, and (ii) newAGE-Northstar 1, a UK LLP which actively invests in Africa's digital economy with investments in Flutterwave Inc and Alerzo Pte Limited. He is a Co-founder and Director of GPMT Nationwide, an active real estate investment company.

For almost 10 years, Mr. Biobaku was a Co-Managing Partner of Blakeney Management, London, a specialist emerging markets investment firm with over $2bn of assets under management. Prior to Blakeney, he worked at Davidson Kempner Partners, London; Morgan Stanley International, London and Goldman Sachs International, London.

Mr. Biobaku graduated with a M.Eng and MA (Hons) degree in Engineering, Economics and Management from Keble College, Oxford University and has a Post-Graduate degree in Real Estate Economics and Finance from the London School of Economics.

Date of Appointment

: Risk Management Committee
: Statutory Audit Committee
: Governance and Remuneration Committee
: Chairperson

Leadership Profiles:
Subsidiaries and associate companies

Dr. Vitus Ezinwa
Managing Director,
Grand Cereals Limited
Appointed: July 2022

Seasoned business manager and human resource professional.

Prior roles at Promasidor Africa, Coca-Cola, British American Tobacco, and Tropical General Investments (TGI) Group.

Mr. Adegboyega Adedeji
Managing Director,
Livestock Feeds PLC
Appointed: October 2019

Seasoned executive with over 20 years' experience across various disciplines in different sector.

Prior roles at different businesses in the UACN Group such as GM sales & operations, Regional sales Manager (Grand Cereals), UAC Restaurants, UAC Foods

Mrs. Bolarin Okunowo
Managing Director,
Chemical and Allied Products PLC
Appointed: December 2021

Seasoned business leader and finance specialist with over 17 years' experience across various disciplines.

Former Managing Director of Portland Paints and Products Nigeria PLC; Former Head, Energy & Infrasructure Finance at Stanbic IBTC Capital

Mr. Oluyemi Oloyede
Managing Director,
UAC Foods Limited
Appointed: March 2023

Experienced executive in manufacturing, finance and supply chain

Prior executive roles at Kerry Group, Kellogg, L'Oreal, Procter and Gamble

Mr. Debola Badejo
Managing Director,
UAC Restaurants Limited
Appointed: April 2021

Investment professional experienced in strategy, corporate finance, and investments

Prior roles at UACN (Investment Executive), Standard Bank, Morgan Stanley.

Mr. Odunayo Ojo
Chief Executive Officer,
UPDC PLC
Appointed: May 2021

Experienced real estate professional involved in property development, asset management, private equity and advisory services for various asset classes.

Prior roles include CEO of Alaro City, Director of Development and Projects at Eagle Hills, Abu Dhabi, Development Director at Laurus Development Partners, Vice President at Ocean and Oil Holdings and Business Manager at UPDC PLC.

Mr. André Bresler
Managing Director,
MDS Logistics Limited
Appointed: November 2020

Extensive experience in logistics, with a career spanning over 20 years' managing complex multinational projects.

Former Managing Director of FedEx Express (Southern Africa). Prior leadership roles at TNT Express Worldwide, DHL across South Africa, Namibia, Eastern Europe (Prague).

Employment History


caplux
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FOR PERFECTION
MULTI SURFACE PRIMER
SCREEDING FILLER

Directors' Report

The Directors have the pleasure of presenting the annual report for the year ended 31st December 2022, together with the audited consolidated and separate financial statements of UAC of Nigeria PLC (the "Company").

Profit for the year

	Group		Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
(Loss)/Profit for the year	(3,992,995)	2,587,054	681,828	2,344,624

Dividend

The Directors have recommended the payment of an ordinary dividend of 22 Kobo (2021: 65 Kobo) per ordinary share to members. The resolution to this effect will be put to the meeting, for the approval of members.

Activities

UAC of Nigeria PLC is a holding company with five (5) subsidiaries with interests organised around four (4) principal sectors as follows: Animal Feeds and other Edibles, Paints, Packaged Food and Beverages, and Quick Service Restaurants. The Company also has interests in a leading logistics company as well as a real estate development company.

Corporate Governance

This Corporate Governance report (this "Report") contains detailed information on the Company's governance structures, policies, and practices, as well as environmental and social risks and opportunities. The Company's corporate governance is structured in compliance with the provisions of its Memorandum and Articles of Association; and applicable statutory provisions as may be amended from time to time, such as the Companies and Allied Matters Act No. 3 of 2020, the Investment and Securities Act No. 29 of 2007, the Securities and Exchange Commission's Code of Corporate Governance for Public Companies of 2011, the Nigerian Code of Corporate Governance of 2018, and the Rules and Regulations of the Securities and Exchange Commission and the Nigerian Exchange Limited.

The Board of Directors

The Company's Articles of Association stipulate that the Board of Directors shall control and manage the Company's business, and exercise any rights not reserved to be exercised by the Company in general meeting as required by statute or the Articles of Association.

As at the time of this report, the Company's Board of Directors (the "Board") is made up of nine (9) members consisting of six (6) Non-Executive Directors and three (3) Executive Directors. The Board is headed by a Non-Executive Chairman, distinct from the Group Managing Director ("GMD"). The GMD leads the management team of the Company in accordance with the Board's mandate.

The current list of the members of the Board and their classification are as follows:

Mr. Daniel O Agbor	Non-Executive Chairman
Mr. Folasope B Aiyesimoju	Group Managing Director
Mrs. Babafunke A Ijaiya-Oladipo	Group Finance Director
Dr. Vitus C Ezinwa	Chief Operating Officer
Mr. Babatunde O Kasali	Non-Executive Director
Mr. Bolaji A Odunsi	Non-Executive Director
Mrs. Suzanne O Iroche	Independent Non-Executive Director
Mr. Karl O Toriola	Independent Non-Executive Director
Mr. Khalifa A Biobaku	Non-Executive Director

All the Directors have access to the advice and services of the Company Secretary. With the approval of the Chairman of the Board, Non-Executive Directors may elect to seek counsel from third-party professionals in areas where such advice will improve the quality of their contributions to Board deliberations.

The following are matters reserved for the Board:

a) Considering and making decisions on Company policies and strategies formulated and presented to the Board by senior management, as well as oversight of the management and conduct of the business;
b) Oversight over, and approval of, the Company's risk management framework;
c) Succession planning and the appointment, training, remuneration and replacement of Board members and senior management;
d) Oversight of the effectiveness and adequacy of internal control systems;
e) Oversight of the maintenance of the Company's communication and information dissemination policies;
f) Performance appraisals and compensation for Board members and senior executives;
g) Ensuring effective communication with shareholders and the investing public;
h) Ensuring the integrity of financial controls and reports;
i) Ensuring ethical standards are maintained including approving and enforcing a code of ethics and business practices for the Company, employees and Directors;
j) Ensuring compliance with the Company's Memorandum and Articles of Association, applicable laws, regulations, standards and the Nigerian Code of Corporate Governance 2018;
k) Defining the scope of authority delegated to Board Committees and senior management, including relevant checks and balances; and
l) Defining the scope of corporate social responsibility through the approval of relevant policies.

Gender diversity and proportion of women in UAC of Nigeria PLC

The Company remains committed to ensuring equal work place opportunities within the organisation irrespective of gender. There is strong female representation within middle and senior management, as well as at board level across the UACN group.

Board appointment process, induction and training of board members

The process for appointing Directors involves determining if there is need to appoint an additional Director, either to fill a vacancy or otherwise. The curriculum vitae of suitable candidates proposed by Board Members, having regard to the required skills, competence and experience, are referred to the Governance and Remuneration Committee (the "GRC").

The GRC reviews the suitability of potential candidates in line with the Board's requirements and may seek input from stakeholders, including Directors, shareholders, advisers, consultants, and senior management. If the requirement is for an Executive Director, the GRC will rely on input from the Group Managing Director ("GMD") and the Chief

Operating Officer ("COO"). Where the role to be filled is that of the GMD, the Board Chairperson shall be engaged.

Changes on the Board are timeously notified to relevant regulatory authorities and the investing public. Any Director who is appointed by the Board is presented at the next Annual General Meeting of the members of the Company for election in line with statutory requirements. In line with Section 285 of the Companies and Allied Matters Act 2020, a third of the non-executive members of the Board retire by rotation at Annual General Meetings. They may opt to re-present themselves to members of the Company at Annual General Meetings for re-election to the Board.

Directors' Induction and Training

Every newly-appointed Non-Executive Director receives a comprehensive letter of appointment from the Company, while Executive Directors execute negotiated and agreed contracts of service. Letters of appointment set out the terms of reference of the Board and its Committees, the Board structure, the Board Plan for the current year, remuneration, demands on his/ her time, and disclosure requirements. Letters of appointment are accompanied by induction packs containing relevant Company documents and policies such as the Memorandum and Articles of Association of the Company; the Company's latest Annual Report and Accounts; the Securities and Exchange Commission's Code of Corporate Governance for Public Companies; the Nigerian Code of Corporate Governance; the Company's Code of Business Conduct; and major policies of the Company approved by the Board. Newly appointed Directors are availed with Board and Board Committee minutes to help them gain insight and have a better understanding of the key deliberations of the Board in the preceding years. In addition, newly-appointed Directors are briefed on the UACN legacy; core values and business verticals; corporate governance framework; fiduciary duties of Directors; the Company's delegation of authority framework; the Company's investor relations; and performance and talent management at the Company. They are also given an overview of the Company's budget.

Furthermore, the Directors hold sessions with the Executive Management, who provide insight regarding the Company's operations. Periodic training programs are also organized for Board members from time to time.

Board Evaluation

Pursuant to Section 14 of the Nigerian Code of Corporate Governance 2018, a board evaluation exercise was carried out by DCSL Corporate Services Limited ("DCSL") in 2022 to assess the performance of the Board benchmarked with the Company's objectives. Upon completion of the evaluation exercise, DCSL opined that:

1 The Board, to a reasonable extent, complied with governance principles, procedures and practices stipulated in the Nigerian Code of Corporate Governance and the Securities and Exchange Commission's Code of Corporate Governance for Public Companies;
2 The Company's governance documents affirm that the Board remains apprised of its duty as the focal point for, and custodian of, the Company's corporate governance framework;
3 The Board is committed to setting the pace for the observance of highest ethical standards and transparency in the conduct of the Company's business, and continued to maintain quality relationships with Executive Management, shareholders and other stakeholders of the Company; and
4 The Director's Peer Assessment and Chairman's Leadership Assessment indicate that individual directors discharged, satisfactorily, their governance responsibilities, performed creditably against set objectives, and continue to demonstrate strong commitment to enhancing the Company's growth.

DCSL also made recommendations, and the Company has, since receipt of DCSL's evaluation report, implemented DCSL's recommendations in order to entrench corporate best practice.

Retirement, Re-Election, and Election of Directors

Retirement

Dr. Umaru Alka, a Non-Executive Director and member of the Board Governance and Remuneration Committee, who was appointed to the Board in 2013, retired with effect from June 25, 2022. The Board commends Dr. Alka for his hard work, commitment and availability over the years.

Re-Election and Retirement

In accordance with Article 90 (3) of Articles of Association of the Company and Section 285 of CAMA, Mr. Babatunde Kasali and Mr. Daniel Agbor are the directors retiring by rotation. Mr. Daniel Agbor being eligible, offers himself for re-election. The biographical information of Mr. Daniel Agbor is contained in the Annual Report of the Company. Mr. Babatunde Kasali is due to retire from the Board upon attaining age 70 on July 2, 2023 in line with the Board charter. Given that his retirement is 11 days post this Annual General Meeting, Mr. Babatunde Kasali will not be offering himself for re-election and will retire at this Annual General Meeting.

Board meetings

The Board met seven (7) times during the 2022 financial year. The following table shows the attendance of Directors at the Board Meetings:

Attendance of Directors at 2022 Board Meetings

Directors	2/2/22	29/3/2022	29/4/2022	22/6/2022	27/7/2022	28/10/2022	7/12/2022
Mr. Daniel Agbor	P	P	P	P	P	P	P
Mr. Folasope Aiyesimoju	P	P	P	P	P	P	P
Dr. Vitus Ezinwa	P	P	P	P	P	P	P
Mrs. Babafunke Ijaiya-Oladipo	IA	P	P	P	P	P	P
Dr. Umaru Alka (retired w.e.f. 25/06/2022)	P	P	P	P	NLM	NLM	NLM
Mr. Babatunde Kasali	P	P	P	P	P	P	P
Mr. Bolaji Odunsi	P	P	P	P	P	AWA	P
Mrs. Suzanne Iroche	P	P	P	P	P	P	P
Mr. Karl Toriola	P	P	P	P	P	AWA	AWA
Mr. Khalifa Biobaku (appointed w.e.f. 29/03/2022)	NYM	NYM	P	P	P	P	P

Keys:

P	-	Present
IA	-	In attendance
AWA	-	Absent with apology
NLM	-	No longer a member
NYM	-	Not yet a member

Composition of Board Committees

The Board functioned through two Board Committees, namely: Risk Management Committee and Governance and Remuneration Committee during the 2022 financial year. Board Committees make recommendations for approval by the full Board.

1. The Risk Management Committee

As of December 31, 2022, the Risk Management Committee comprised five (5) members, three (3) Non-Executive Directors and two (2) Executive Directors.

The Terms of Reference of the Risk Management Committee are as follows:

a) Making recommendations to the Statutory Audit Committee of the Company regarding appointment of Independent Auditor;
b) Assessing the independence of the Company's designated Independent Auditors before they are appointed, and from time to time thereafter, bearing in mind that:
   - an Independent Auditor cannot function in the role of management;
   - an Independent Auditor cannot audit its own work; and
   - an Independent Auditor cannot serve in an advocacy role for its client.
c) Understanding the principal risks to achieving the Company's objectives;
d) Overseeing the establishment of a management framework that defines the Company's risk policy, risk appetite, and risk limits;
e) Ensuring that the Company's business profile and plans are consistent with the Company's risk appetite;
f) Assisting the Board in overseeing risk management, and monitoring the Company's performance in relation to risk management;
g) Periodically reviewing the key controls, processes, and practices of the Company, including limit structure;
h) Monitoring, reviewing and challenging all aspects of the Company's profile, and key risk management practices;
i) Periodically evaluating the Company's risk profile, action plans to manage substantial risks, and progress on the implementation of these plans;
j) Monitoring risk management policies to ensure they are integrated into the Company's culture;
k) Reviewing quarterly risk management reports, and making recommendations to the Board on appropriate actions;
l) Ensuring the Company's risk exposures are within risk control approval limits;
m) Assessing new risk-return opportunities;
n) Undertaking at least annually, a thorough risk assessment covering all aspects of the Company's business and using the results of the risk assessment to update the risk management framework of the Company;
o) Reviewing the structure for, and implementation of, risk measurement and reporting standards, as well as, methodologies;
p) Ensuring disclosure of the Company's risk management policies and practices in the Company's Annual Report;
q) Reviewing UACN management's updates on implementation levels of internal and external auditor's recommendations;
r) Recommending for Board approval, the appointment of an Internal Audit Service Provider;
s) Periodically evaluating the performance of UACN's Internal Audit Service Provider and making recommendations to the Board;
t) Periodically reviewing the adequacy of the resources with which the Internal Audit and Risk management functions discharge their duties;
u) Overseeing the establishment of Whistle Blowing procedures;
v) Overseeing UAC's policies and processes regarding financial reporting;
w) Overseeing UAC's treasury reporting, including cash forecasting;
x) Reviewing the Group's operational performance;
y) Making recommendations to the Board on capital expenditure and specific projects and their financing within the overall approved plan;

z) Making recommendations on the management of UAC's cash and debt exposure / borrowings; and
aa) Monitoring compliance with applicable laws and regulations.

The Committee met five (5) times during the 2022 financial year. The following table shows the attendance of committee members at the meetings.

Directors	28/3/2022	26/4/2022	21/6/2022	25/7/2022	26/10/2022
Mr. Bolaji Odunsi	P	P	P	P	P
Mr. Folasope Aiyesimoju	P	P	P	P	P
Mrs. Babafunke Ijaiya-Oladipo	P	P	P	P	P
Mr. Karl Toriola	P	P	P	P	P
Mr. Babatunde Kasali	P	P	AWA	P	NLM
Mr. Khalifa Biobaku	NYM	NYM	P	P	P

Keys:

P	–	Present
AWA	–	Absent With Apology
NYM	–	Not Yet a Member
NLM	–	No Longer a Member

2. The Governance and Remuneration Committee

As of December 31, 2022, the Governance and Remuneration Committee comprised three (3) members who are Non-Executive Directors. Mrs. Suzanne Iroche, an Independent Non-Executive Director of the Company, is the Chair of the Committee. The Group Managing Director only attended the meetings of the Committee to present reports and expatiate on people management and remuneration proposals.

The following are the terms of reference of the Governance and Remuneration Committee:

a) Review the structure, size, composition, and commitment of the Board at least annually, and make recommendations on any proposed changes to the Board;
b) Drive a formal and transparent process for Board appointments;
c) Assess the contribution of current Board members against their re-nomination suitability, and provide input to Board deliberations in this regard;
d) Identify individuals suitably qualified to become Board members and make recommendations to the Board for their nomination and appointment as Board members;
e) Periodically determine the skills, knowledge and experience required on the Board and its committees;
f) Ensure that the Company has a formal programme for the induction and training of Board members;
g) Ensure that the Company has a succession policy, and plan in place for the Chairman of the Board, the Group Managing Director, and all other Executive Directors, and Non-Executive Directors, to ensure leadership continuity;
h) Apply the Company's Remuneration Policy to executive management, and performance evaluation;
i) Adopt incentive plans, and various governance responsibilities related to remuneration;
j) Recommend to the Board a Company remuneration structure for all Directors and executive management;
k) Ensure the periodic review of the Board Charter, the Board Committee Charters, and other governance policies, including the Company's Code of Business Conduct, the Company's Conflict of Interest Policy, and the Company's Whistleblowing Policy.
l) Ensure that a formal and rigorous annual evaluation of the Board's performance, and that of its committees, the Board Chairperson, and individual Directors, is carried out, and that the evaluation exercises are supervised by the GRC, and are carried out annually, and that each evaluation is carried out by an independent external consultant; and
m) Ensure that a formal and rigorous annual evaluation of corporate governance, including the extent of application of all relevant corporate governance legislation and regulations, is carried out, and that the evaluation exercise is supervised by the GRC, and is carried out annually, and that each evaluation is carried out by an independent external consultant.

Committee Meetings

The Governance and Remuneration Committee met four (4) times during the 2022 financial year. The following table shows the attendance of committee members at the meetings.

Directors	29/3/2022	28/4/2022	21/6/2022	27/7/2022
Mrs. Suzanne Iroche	P	P	P	P
Dr. Umaru Alka (retired w.e.f 25/06/2022)	P	P	P	NLM
Mr. Babatunde Kasali (became a member w.e.f. 28/07/2022)	NYM	NYM	NYM	NYM
Mr. Khalifa Biobaku	NYM	NYM	P	P

Key: -

P - Present
NYM - Not Yet a Member
NLM - No Longer A Member
AWA - Absent with Apology

The Statutory Audit Committee

The Statutory Audit Committee consists of five members, made up of three representatives of shareholders elected at the previous Annual General Meeting for a tenure of one year; and two representatives of the Board of Directors nominated by the Board. The Chairman of the Committee is Mr. Olabisi Fayombo, a Chartered Accountant, lawyer, and shareholder representative. The Company Secretary is the Secretary to the Committee. In accordance with the Companies and Allied Matters Act No 3 of 2020, the number of Non-Executive Directors in the Committee stands at two (2). Some meetings of the Committee were attended by representatives of the Company's outsourced Internal Audit Service Provider and our Independent External Auditors. The Committee operates within the provisions of the Companies and Allied Matters Act; the Securities and Exchange Commission's Code of Corporate Governance for Public Companies; the Nigerian Code of Corporate Governance; and the Company's Audit Committee Charter.

The Statutory Audit Committee met four (4) times during the 2022 financial year. The following table shows attendance of members at the meetings.

Members	28/3/2022	27/4/2022	26/7/2022	27/10/2022
Mr. Olabisi Fayombo	P	P	P	P
Mr. Matthew Akinlade	P	P	P	AWA
Mr. Kenneth N Nwosu	P	P	P	P
Mr. Babatunde Kasali	P	P	P	P
Mr. Bolaji Odunsi	P	P	P	AWA

Terms of Reference of the Statutory Audit Committee

The following are the terms of reference of the Committee:

a) Ensuring that the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices;
b) Reviewing the scope and planning of audit requirements;
c) Keeping under review the effectiveness of the Company's system of accounting and internal control;
d) Making recommendations to the Board regarding the appointment, removal and remuneration of the external auditors of the Company;
e) Making recommendations to the Board of Directors of the Company regarding the removal of the head of the internal audit function of the Company, or regarding a change in internal audit service provider where internal audit services are outsourced;

f) Authorising the internal auditor of the Company to carry out investigations into any activities of the Company which may be of interest or concern to the Audit Committee;
g) Exercising oversight over management's processes to ascertain the integrity of the Company's financial statements, and compliance with all applicable legal and other regulatory requirements; and assessing the qualifications and independence of the external auditors, and the performance of the Company's internal audit function as well as that of the external auditors;
h) Ensuring the establishment of, and exercise oversight over, the internal audit function which provides assurance on the effectiveness of the internal controls;
i) Ensuring the development of a comprehensive internal control framework for the Company, obtaining appropriate (internal and/or external) assurance and reporting annually in the Company's audited financial report, on the design and operating effectiveness of the Company's internal controls over the financial reporting systems;
j) Overseeing the process for the identification of fraud across the Company and ensuring that adequate prevention, detection and reporting mechanisms are in place;
k) Discussing the interim or annual audited financial statements as well as significant financial reporting findings and recommendations with management and external auditors prior to recommending same to the Board for their consideration and appropriate action;
l) Maintaining oversight of financial and non-financial reporting;
m) Reviewing and ensuring that adequate whistle-blowing policies and procedures are in place and that the issues reported through the whistle-blowing mechanism are summarised and presented to the Board of Directors;
n) Approving a policy on the nature, extent and terms under which the external auditors may perform non-audit services, and review the independence of the external auditors prior to their appointment to perform non-audit services;
o) Preserving auditor independence, by approving clear hiring policies for employees or former employees of external auditors; and
p) Ensuring the development of a Related Party Transactions policy and monitoring its implementation by management. The Audit Committee should consider any related party transaction that may arise within the Company.

Control Environment

The Board Risk Management Committee reviews the risk environment of the Company at its quarterly meetings and ensures that internal audit, external audit, and risk and compliance recommendations are fully implemented. A Code of Business Conduct is in place to safeguard business integrity and promote consistent organizational behaviour, by defining and instituting control measures against bribery, fraud and corrupt practices. The Company has a Management Risk Committee that ensures risk is proactively and holistically managed and also makes recommendations to the Board Risk Management Committee on risk and control-related matters. The Company retains the outsourced internal audit services of PricewaterhouseCoopers and the whistle-blowing ethics line services of KPMG Professional Services.

Securities Trading Policy

In compliance with the Rules of Nigerian Exchange Limited, the Company has put in place a Securities Trading Policy to guide Employees and Directors of the Company, persons closely connected to them; and all other insiders of the Company, on trading in the securities of the Company. Under the policy, the closed period shall be effective from the end of the financial period in review (quarterly, half-yearly, and full year) or 15 calendar days prior to the date of any meeting of the Board of Directors proposed to be held to consider any price-sensitive information as defined in the Issuer's rules of Nigerian Exchange Limited, or the date of circulation of the agenda and Board papers pertaining to any price-sensitive information, whichever is earlier, except for the declaration of financial results and dividends which shall be treated under Rule 17.18 (a) (i). Closed periods shall end 24 hours after the price-sensitive information is submitted to Nigerian Exchange Limited via its Issuers' Portal. The trading window shall thereupon be open. We hereby confirm that no Director traded in the securities of the Company within any of the closed periods during the 2022 financial year.

Shareholders Complaints Management Policy

The Company has put in place a Complaints Management Policy to handle and resolve complaints from our shareholders. The Policy is endorsed by the Board, and senior management is responsible for its implementation, and for monitoring compliance. The Policy is on the Company's website.

Tenure of Directors, Professional Advisers and Consultants

Board of Directors

Name	Designation	Years in service
Mr. Daniel Agbor	Non-Executive Chairman	7 years 1 month
Mr. Folasope Aiyesimoju	Group Managing Director	4 years 9 months
Dr. Vitus Ezinwa	Chief Operating Officer	4 years 1 month
Mrs. Babafunke Ijaiya-Oladipo	Group Finance Director	1 year 5 months
Dr.Umaru Alka (retired w.e.f 25/06/2022)	Non-Executive Director	9 years 3 months
Mr. Babatunde Kasali	Non-Executive Director	9 years 9 months
Mr. Bolaji Odunsi	Non-Executive Director	4 years 1 month
Mr. Khalifa Biobaku (appointed w.e.f 29/03/2022)	Non-Executive Director	9 months
Mrs. Suzanne Iroche	Independent Non-Executive Director	3 years 4 months
Mr. Karl Toriola	Independent Non-Executive Director	3 years

Consultants and Professional Advisers

Name	Services	Tenure
PricewaterhouseCoopers	Internal Audit Service Provider	1 year 4 months (appointed 2021)
KPMG Professional Services	External Auditor	1 year 6 months (appointed 2021)
KPMG Professional Services	Whistle Blowing Ethics Lines	7 years (appointed 2015)
DCSL Corporate Services Limited	Corporate Governance and Board evalaution	1 year 9 months (appointed in 2021)
Deloitte	Tax Advisory and Consultancy	2 years (appointed 2020)

Directors' Interest in Shares	March 30, 2022		March 29, 2023	
Name	Direct holdings	Indirect holdings	Direct holdings	Indirect holdings
Mr. Daniel Agbor	Nil	35,000,000	Nil	35,000,000
Mr. Folasope Aiyesimoju	46,338,731	629,882,144	46,999,122	657,069,717
Dr. Vitus Ezinwa	1,485,174	Nil	1,563,800	Nil
Mrs. Babafunke Ijaiya-Oladipo	237,740	Nil	250,326	Nil
Mr. Babatunde Kasali	10,000	Nil	10,000	Nil
Mr. Bolaji Odunsi	Nil	Nil	Nil	Nil
Mrs. Suzanne Iroche	Nil	Nil	Nil	Nil
Mr. Khalifa Biobaku (appointed w.e.f 29/03/2022)	Nil	152,290,473	Nil	172,693,669
Mr. Karl Toriola	Nil	Nil	Nil	Nil
Dr. Umaru Alka (retired w.e.f 25/06/2022)	8,109	Nil	N/A	N/A

Mr Daniel Agbor's indirect shareholding is held through Oakbrook Investments Limited.
Mr. Folasope Aiyesimoju and Mr. Khalifa Biobaku are directors in Themis Capital and AM&P with a combined holding of 657 million units of shares.
Mr. Biobaku is a director and shareholder of Dalio Property Development Company Limited which owns 172,693,669 units of shares.

Directors' Interest in Contracts

Mr. Daniel Agbor is the Senior Partner of the law firm Udo Udoma & Belo-Osagie, which renders legal services to the Company from time to time.

Statement on the Availability or Otherwise of the Code of Business Conduct and Ethics for Directors, Management and Other Employees

The Directors and employees of UAC of Nigeria PLC and its subsidiary companies have agreed to abide by the provisions of the Company's Code of Business Conduct. This is done on an annual and on-going basis.

The highlights of our human resource policies and internal management structure, including relations with employees, and other workplace development initiatives are included in the Company's 2022 Annual Report.

The highlights of sustainability policies and programmes covering social issues such as corruption; community service; environmental protection; serious diseases; and initiatives relating to environmental, social, and governance matters are included in the Company's 2022 Annual Report.

Claw Back Provisions

In line with Section 16.9 of the Nigerian Code of Corporate Governance, Executive Directors contracts have claw back provisions.

Regulatory Sanctions and Penalties

UAC of Nigeria PLC did not incur any fine or penalty by any Regulator in the 2022 financial year, and indeed up to the reporting date.

Properties, Plant and Equipment

Information relating to changes in property, plant and equipment is disclosed in note 15 of the Financial Statements.

Donations

Charitable donations amounted to ₦25.3million (2021: ₦114.5million) for the Group and ₦7.3million (2021: ₦100million) for the Company.

Donations made during the year are listed below:

Company	Description of Donations	State	Amount ₦'000
UAC of Nigeria PLC	Extension of waterline in Kerang community	Plateau	3,000
	Renovation of Adeniji-Adele Lagos Health Centre toilets	Lagos	4,222
	Donations of packs of water to support the Marcelle Ruth Cancer walk	Lagos	28
Chemical and Allied Products PLC	Painting of Heritage Home	Lagos	2,069
	Painting of Missionaries of Charity	Lagos	2,802
Livestock Feeds PLC	Construction of Poultry Pen and Donation of Cages, Poultry Feeds to Government Girls Senior Secondary School Takuwora, Kano.	Kano	1,414
	Dental Sponsorship for 85 Secondary School Students in Agege in Partnership with Agege General Hospital	Lagos	250
Grand Cereals Limited	500KVA 33/415A Transformer to our host community (Da Dahwol Chwaha-Sheku)	Plateau	6,489

Company	Description of Donations	State	Amount ₦'000
UAC Foods Limited	Scholarship granted to 13 Secondary School Students from Dikibin Balka Academy, Dikibi	Plateau	364
	Scholarship granted to 13 Students from Fomulam Community Secondary School	Plateau	344
	Scholarship granted to 13 Students from Mwaghavul Community Secondary School	Plateau	395
	Scholarship granted to 6 Students from Kerang North Community Secondary School	Plateau	84
	Annual community development fee to Mwaghavul Development Association	Plateau	1,000
	Reconstruction of host community palace gate	Plateau	2,362
	Donations of UAC Foods product to host communities	Plateau	34
	Donation of diesel for host community water supply	Plateau	233
UAC Restaurants Limited	Donation of refreshment and stationaries to celebrate International Day of Girl Child with 150 students from various secondary schools	Lagos	235
	Total		**25,325**

In accordance with Section 43(2) of the Companies and Allied Matters Act, 2020 ("CAMA"), the Company did not make any donation or give gifts to any political party, political association or for any political purpose during the year (2021: Nil)

Independent Auditors

Messrs. KPMG Professional Services, having satisfied the relevant corporate governance rules on their tenure in office have indicated their willingness to continue in office as auditors to the Company. In accordance with Section 401(2) of the Companies and Allied Matters Act (CAMA), 2020, therefore, the independent auditors will be re-appointed at the next annual general meeting of the Company without any resolution being passed. A resolution will however be proposed authorizing the Directors to fix their remuneration.

Compliance with Code of Corporate Governance

The Company has substantially complied with the provisions of the Securities and Exchange Commission's Code of Corporate Governance for Public Companies, and the provisions of the Nigerian Code of Corporate Governance and continues to implement policies and improvements that move the Company towards full compliance in the short term.

Dated this 29th day of March 2023

BY THE ORDER OF THE BOARD

Ayomipo Wey
Company Secretary
FRC/2013/NBA/00000003124

Corporate Governance Audit and Board Evaluation Report

DCSL Corporate Services Limited
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RC NO. 352393

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By Abia House and
Federal High Court Abuja

February 2023

REPORT OF THE EXTERNAL CONSULTANTS ON THE PERFORMANCE OF THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE AUDIT OF UAC OF NIGERIA PLC FOR THE YEAR-ENDED DECEMBER 31, 2022.

The Board of UAC of Nigeria Plc ("UACN" or "the Company") engaged DCSL Corporate Services Limited (DCSL) to carry out a performance evaluation of the Board of Directors and a corporate governance compliance audit for the year-ended 31 December 2022 in line with the provisions of **Principle 14.1 and 15.1 of the Nigerian Code of Corporate Governance, 2018 ("NCCG"), and Guideline 9 of the Securities and Exchange Commission (SEC) Corporate Governance Guidelines for Public Companies in Nigeria issued in 2020 ("SCGG").**

To ascertain the extent of compliance with relevant corporate governance principles, and appraise the performance of the Board, we benchmarked the Company's corporate governance structures, policies, and processes against the above-mentioned Codes as well as global best practices and considered the following seven key corporate governance themes:

1. Board Structure and Composition
2. Strategy and Planning
3. Board Operations and Effectiveness
4. Measuring and Monitoring of Performance
5. Risk Management and Compliance
6. Corporate Citizenship; and
7. Transparency and Disclosure.

In conducting the appraisal, we reviewed the Company's corporate and statutory documents, Minutes of Board and Committee meetings, policies, processes, and ancillary documents made available to us. We also administered questionnaires and interacted with some members of the Board. Our review confirms that UACN has substantially complied with the provisions of the SCGG, and NCCG and that the activities of the Board and the Company significantly align with corporate governance best practices. The Board has demonstrated commendable oversight of the activities of the Company and a strong commitment to emplacing a culture of good corporate governance.

We have proffered recommendations to address areas that require improvement identified during the exercise and have the assurance that the Board will take appropriate steps to implement these.

Our detailed report contains details of our findings and recommendations.

Yours faithfully,
For: DCSL Corporate Services Limited

Bisi Adeyemi
Managing Director
FRC/2013/NBA/00000002716

Directors: • Abel Ajayi (Chairman) • Obi Ogbechi • Adeniyi Obe • Dr. Anino Emuwa • Adebisi Adeyemi (Managing Director)


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Poultry
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STARTER
25KG
Grand

Human Resources Report

People are our greatest asset at UAC of Nigeria PLC ("UACN") and we invest in attracting, retaining, developing, managing, and rewarding talented individuals across our businesses. Our goal is to build sustainable businesses in attractive growth sectors which requires the right quality and concentration of talent that is empowered to achieve our strategic objectives.

1. **Talent Management**

   In 2022, the wave of emigration of educated and experienced Nigerian professionals continued. This made it more challenging to retain employees, fill gaps, and recruit talent. The loss of skilled professionals is a concern not just for our Group but for the entire country.

   Our response to this was to streamline recruitment and retention efforts across our Group and to provide our existing employees opportunities for growth and development via focused training, cross-business and cross-functional secondments. We also attracted talent by leveraging our compelling employee-led value proposition. In addition, we maintained a hybrid work structure whilst focusing on managing performance in a goal-oriented manner that put the focus on deliverables and not physical presence.

   While the emigration trend is a complex issue that cannot be immediately addressed, we remain committed to building sustainable businesses which requires a continuous pipeline of young talent. In 2022, we continued to provide comprehensive internship programs and graduate schemes to young talent. Our aim, through these internships and graduate schemes, is to contribute to developing the next generation of Nigeria's workforce.

2. **People Development**

   We aim to build a deep talent bench of high-quality leaders through a culture of continuous development. We take seriously our responsibility of ensuring that we equip our employees with the functional competencies to excel in their roles.

   In line with our learning philosophy, we are committed to providing comprehensive on the job learning experiences which are proven to create longer lasting skill development. These programmes range from formal classroom learning, e-learning, on the job training, coaching, and mentoring as well as peer learning.

   In 2022, our training programmes across the Group were focused on change management and developing competencies required to navigate the ERP system which was upgraded to SAP S/4 Hana during the year. We also held intercompany departmental learnings sessions and workshops where we brought employees from our portfolio companies together to leverage learnings from the diversity of UACN's businesses and operations.

   We continue to use digital platforms to optimise training costs and reach, while still increasing the benefits of constant learning and development to our employees.

   At the heart of our objective is to build sustainable businesses and we will continue to invest in our people to maximise individual capabilities, reinforce our culture and help people contribute positively to their communities.

3. **Performance, Rewards and Recognition**

   Aligning rewards and recognition with performance is critical to performance management at UACN. We are clear about our short, medium, and long term objectives. This same clarity is transferred to our employees as individual performance objectives. It ensures that employees understand the impact of their contribution to the broader goal.

   We periodically evaluate our remuneration system to ensure it is at par with the industry. Employees are rewarded year on year according to performance.

4. Diversity and Inclusion

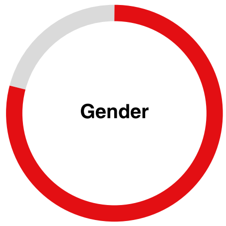
1,909
Full time employees

2,323
Contract employees

38
Average age of employees

4
Expatriate staff

1 Indian
1 Moroccan
1 South African
1 Zimbabwean



1,507
Male employees

402
Female employees

Diversity at UACN represents the variety of talent, attitudes, perspectives, strengths, abilities and characteristics of our employees and business partners. We embrace our differences as strengths that contribute to creativity, innovation, and invariably business success.

UACN is an equal opportunity employer and does not discriminate on any grounds. As a company with a broad business portfolio, we actively monitor gender diversity and inclusion in several areas of our business including but not limited to our distribution and procurement partners.

In 2021, the board approved a diversity and inclusion policy which was implemented in 2022 and conducted training to sensitise employees on the topic. The objective was to raise awareness and highlight the benefits of diversity and inclusion in the workplace.

For more details on our employee demographics, diversity, and inclusion, refer to the sustainability report on page 57 of this annual report.

5. Gender Focused Initiatives

We are committed to equal workplace opportunities irrespective of gender. With 50% female representation on UACN's executive team, we pride ourselves in leading the industry in gender diversity. There is also strong female representation within middle and senior management, as well as at board level across the UACN group.

In June 2021, UACN committed to the IFC's Nigeria2Equal program. Our participation in the Nigeria2Equal program organized by the International Finance Corporation (IFC) and the Nigerian Exchange (NGX) supports our gender focused commitment.

The table below provides an update on our commitments. In addition to these commitments, we proactively educate our teams on gender biases and how to avoid bias. For more information on our group-wide 2022 gender-focused initiatives, refer to page 57 of our sustainability report.

Commitment	Description of Commitment	Update on our Commitment
Promote women's leadership and employment	Undertake a group-wide workforce gender diagnostic to better understand gender gaps.	A group-wide gender diagnostic was completed to understand the current gaps. An action plan to closing identified gaps is being developed.
	Create a respectful and safe working environment for the women working at UACN.	A sexual harassment policy was implemented in 2022 to complement our respectful workplace policies. Employees were also informed and trained on gender topics.
Promote women's entrepreneurship	Support women-owned businesses in distribution networks.	We are developing an action plan aimed at addressing challenges faced by female distributors across our Group.
	Pursue a gender-inclusive sourcing strategy.	We are developing a gender inclusive sourcing strategy.

Commitment	Description of Commitment	Update on our Commitment
Promote women's education	Provide women focused scholarships for primary and secondary level students.	In 2023, we aim to focus on scholarships for young girls from communities where UACN Group companies operate.
Championship and advocacy	Host/Identify and participate in initiatives/ events to promote gender equality as a proactive business strategy such as speaking on panel.	UACN Group achieved these gender-based initiatives: 1. A group-wide event on International Women's Day. 2. ProjectLead partnership on the International Day of the Girl Child anchored by our female leaders across our portfolio companies. 3. Credit support for female distributors.
	Join the UN-WEPs voluntary code.	In view
	Include a dedicated section reporting on gender focused initiatives within the annual company report.	A dedicated section reporting on our 2022 group gender focused initiatives can be found in the sustainability report on page 57 of this annual report.
	UACN Group Managing Director and Executives to use their official platforms to advocate for workplace gender equality annually.	The Group Managing Director and Group Finance Director of UACN joined the #breakthebias movement alongside Nigeria's private sector CEOs and business leaders, through the IFC-led Nigeria2Equal program in partnership with the Nigerian Exchange Limited (NGX).

6. Employee Welfare

At UACN, we are conscious that employee physical, mental and emotional well-being is essential to ensuring employee productivity, engagement, and retention. We have policies and programmes to foster employee well-being and help them maintain a healthy work-life balance.

We provide medical cover and mental health support for employees and immediate family members. Employees are insured against occupational and other hazards through the Group Life and Group Personal Accident (formerly known as Workmen's Compensation) Insurance covers and Employee Compensation Act insurance.

Employee well-being arrangements	
Remote work arrangements	Employees can opt to work from home and can also opt to work from remote offices
Childcare facilities	This includes a dedicated childcare facility at UAC House
Parental leave	Female employees are entitled to 6 months paid maternity leave. Male employees are entitled to a paternity leave for ten working days, in continuity, up to four children
Exam leave	Leave for employees who wish to write pre-approved professional exams

7. Employee Health and Safety

Health and safety of our employees has always been a priority and we have committed to operate in compliance with applicable health and safety laws, regulations, and leading industry practices. We have occupational health and safety management systems to promote safe and accident-free workplaces across our Group's operations.

Periodic training programs are conducted to educate employees on safety measures against workplace hazards and promote appropriate behavior for ensuring their own safety. Regular fire drills are conducted to ensure preparedness in case of an emergency.

Our commitment to health and safety is reinforced by our workplace health and safety policies. More information about our health and safety practices are contained in the sustainability report on page 57 of this annual report.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Risk Management Report

Our Risk Management Structure

Overview

Risks are inherent in our businesses and at UACN, we believe that effective risk management is crucial to our success. Accordingly, we established an Enterprise Risk Management (ERM) framework that adopts an integrated approach to risk management and is designed to enable comprehensive risk management processes through which we identify, assess, monitor and manage the risks we assume in conducting our activities.

We operate a three line of defense (3LoD) model to promote a culture of ownership that emphasizes transparency and adherence to operating control. The 3LoD structure promotes the accountability of first line risk takers, provides a framework for effective challenge by the second line and empowers independent review from the third line.

UAC Risk Governance Framework

The Company's ERM framework is modelled on two leading ERM implementation standards; the AS/NZS ISO 31000:2009 Risk Management Principles and Guidelines, and the Committee of Sponsoring Organizations of the Treadway Commission (COSO) ERM Framework expanded to incorporate "COSO Internal Control-Integrated Framework".

Our risk management structure is comprised of three core components: governance, processes, and people.

Governance

The Board of Directors is responsible for the Company's risk management framework and has delegated certain aspects to the Board Risk Management Committee (BRMC or Committee). The Committee oversees the risk management policies and practices and assists the Board in fulfilling its oversight responsibilities regarding risk appetite, management, and compliance. The Management Risk Committee (MRC) supports the BRMC in identifying and monitoring risks, and other committees may be created as needed.

The Company has a Risk and Compliance function that coordinates risk management activities and drives the implementation of approved risk strategy, policies and practices. In addition, UACN has an internal audit function that provides independent assessment and evaluation of the effectiveness of risk management and control practices to the Board through the Statutory Audit Committee.

During the 2022 year, the BRMC carried out the following:

1. Reviewed key strategic risks facing the Group as well as risk management reports on risk exposures.
2. Monitored the implementation of SAP S/4 Hana.
3. Reviewed risks relating to the execution of two key expansion projects for UAC Foods Limited i.e. (i) the proposed greenfield development for the snacks factory and dairy business and (ii) the capacity expansion of the SWAN water business.
4. Reviewed risks pertaining to the Animal Feeds businesses with high levels of inventory and leverage.
5. Reviewed funding plans and recommended the establishment of ₦45 billion commercial paper programme as well as the issuance of commercial papers.
6. Reviewed investment property compliance reports and recommended sale of certain properties.
7. Reviewed material litigation of the Company.
8. Assessed the Company's compliance with applicable laws and standards.
9. Provided recommendations to the Board on various risk and compliance matters.

Processes

We maintain various processes that are critical components of our risk management framework, including (i) risk identification and control assessment, and (ii) risk decision making.

(i) **Risk Identification and Control Assessment.** We believe the identification of our risks and related control assessment is a critical step in providing our Board and senior management transparency and insight into the range and materiality of our risks. We have a comprehensive data collection process, including firmwide policies and procedures that require all employees to report and escalate risk events.

(ii) **Risk Decision Making.** Our governance framework and delegation of authority framework outlines the decision-making protocol and accountability for risk management issues and guarantees the execution of those decisions. We depend on the board risk committee, which meets frequently and serves as a major body to promote and facilitate ongoing discussions aimed at managing and mitigating risks.

People and Our Risk Culture

Effective risk management relies on people to interpret risk data regularly and promptly. UACN's risk culture is crucial in identifying and managing inherent and potential risks faced across our Group. It encourages informed risk-taking, transparent communication of risk information, and continuous risk management. The culture values diversity of perspectives.

We reinforce a culture of effective risk management in our training and development programs, as well as in the way we evaluate performance, and recognize and reward our people. We have a well-resourced risk management function across the Group focused on managing identified and emerging risks transparently and effectively.

Principal risks and uncertainties faced in 2022

Macroeconomic risk: The most prevalent risk faced by the Group in 2022 was deteriorating macroeconomic conditions evident by rising inflation, declining growth rates, rising interest rates, pressure on the Naira, scarcity of foreign exchange, escalating insecurity and increasing cost of doing business.

Sociopolitical risk: The Russia-Ukraine war impacted UACN in 2 ways: Supply side, resulting in rising costs of crude oil and raw materials, and Demand, evidenced by higher global and domestic inflation, depressed consumer income and constrained demand.

A key risk to our profitability aspirations was the increase in input costs across the Group, particularly energy and distribution as the price of diesel more than doubled. Fuel scarcity threat to our distribution and operations from a cost and availability perspective following the Russian/Ukraine crisis.

Talent retention and recruitment risk: People are our greatest asset as they execute strategic objectives and drive value creation. The wave of emigration of educated and experienced Nigerian professionals continued in 2022. This impacted our ability to attract and retain talent.

Technology risk: In 2022, UACN invested in a groupwide ERP system migration to SAP S/4 HANA. Our businesses faced operational disruption during the cutover exercise. In addition, the risk of failing to properly optimise and govern the system can lead to inefficiencies, errors, and data breaches.


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SNACKS
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Sustainability Report

Overview

UAC of Nigeria PLC ('UACN') is a holding company focused on building valuable and sustainable businesses by concentrating talent and capital on high potential opportunities.

We are conscious that our businesses operate in diverse ecosystems and are, as such, committed to positively impacting our stakeholders including host communities, and the environment. With more than a century of operations, UACN has established a reputation as a good corporate citizen, and we aim to build on this via our sustainability initiatives.

In 2021, we developed a sustainability vision and Environment, Social, & Governance ('ESG') framework guided by global standards. In 2022, we articulated an impact-driven sustainability strategy, a sustainability action plan, and commenced data collection and measurement, to enable us better track progress and set targets.

Projects initiated over the course of the year focused on energy optimisation, with a focus on alternative energy sources.

UACN's ESG Framework

Our ESG framework positions sustainability at the heart of our business operations and promotes ESG business practices through an active and positive governance model. Our ESG framework is built on relevant global standards, United Nations Principles of Responsible Investments (UNPRI), United Nations Sustainable Development Goals (SDG), and United Nations Global Compact (UNGC).

Our approach to driving sustainability entails the following:
- Including ESG issues in investment analysis and decision-making processes.
- Integrating ESG into our business policies and practices.
- Actively engaging our stakeholders on ESG topics.
- Reporting on ESG initiatives.

UACN's ESG Focus Areas

Our ESG focus and efforts revolve around the following areas:

E	Transition to cleaner sources of energy Energy efficiency and minimisation of waste Minimise resource inputs, waste, water and pollution
S	Social progress and human rights Diversity and inclusion Health, safety, and wellbeing in the workplace Community investment programs
G	Transparent, regular, and clear stakeholder engagement Zero tolerance towards bribery and corruption Data privacy and cybersecurity Strict adherence to policies, regulations and laws

2022 ESG Initiatives

In this section, we report on key projects and initiatives undertaken in line with our ESG Framework.

Environment

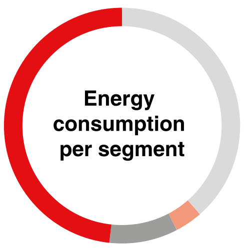
Our businesses seek to achieve sustainable production through energy optimization. We use a two-pronged approach that involves monitoring energy consumption to optimize usage and adopting cleaner, more sustainable, energy sources. This approach helps lower energy costs and reduce our carbon footprint. We also pay close attention to water utilization. Our long-term goal is to improve our energy efficiency, waste management, and water consumption.

In May 2022, certain Mr Bigg's and Debonairs Pizza stores as well as our central kitchen in Oregun, Lagos were fitted with solar panels. Measures to reduce load factor on generators and diesel consumption were introduced in 2022 to limit the impact of escalating diesel prices at our corporate owned restaurants.

In June 2022, we installed and commissioned a hybrid solar system (solar panels and inverters) at the SWAN water plant in Kerang (Packaged Food and Beverages segment). In December 2022 and March 2023, we installed biomass boilers (a carbon-neutral source of energy) at our Animal Feeds plant in Onitsha. The biomass boilers have significantly reduced the use of diesel to fire boilers and is expected to reduce energy costs by approximately 20%.

Two of our companies (Grand Cereals and UAC Foods) were awarded the National Environmental Compliance Award ('NECA') in December 2022 on behalf of the Presidency from the National Environmental Standards and Regulations Enforcement Agency ('NESREA') for their voluntary compliance to environmental standards, rules and regulations.

In 2023, we will continue to evaluate sustainable energy sources to limit dependence of our operations on diesel. A key initiative is to transition our ice cream plant in Lagos to gas.

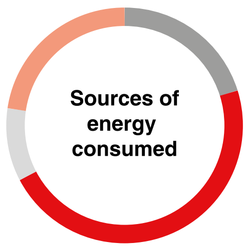


39% Animal Feeds

9% Paints

4% Quick Service Restaurant

48% Packaged Food and Beverages



20% Grid

10% Solar

47% Diesel

23% Gas

Social

Corporate Social Investment ("CSI")

UACN has a long-standing reputation for our commitment to the communities where our businesses operate. Our commitment to CSI has been consistent through the years.

In 2021, we implemented a structured approach which enables us to give back to our host communities directly and indirectly via our subsidiary companies. We made an annual commitment of at least ₦25 million focused on early childhood education, pediatric healthcare and community development.

In 2022, the most impactful CSI initiatives were our community development projects. Grand Cereals Limited supported the restoration of power to our host community, Da Dahwol Chwaha-Sheku, Jos, Plateau State which has been without electricity for the last 20 years, by donating a 500KV 33/415V transformer. UAC Foods Limited executed projects in the Kerang / Mangu Local Government Area of Plateau State. The community has an estimated population of 75,000 people comprised of 13 villages and 6 clans. We reactivated the solar panel water pumping system and extended the borehole facility to 8 additional points which has provided 800 families with access to potable water. Chemical and Allied Products PLC renovated two orphanages in Lagos State including one that caters to children with special needs. Our contributions have helped create safe, clean and inspiring environments for the children and their care givers.

Our early childhood education efforts focused on providing scholarships to children in our host communities. As part of our pediatric healthcare initiative, we renovated toilets, restored the borehole, and installed a water treatment tank at the Adeniji Adele Primary Health Centre, a facility focused on maternal healthcare and childcare in the Lagos Island East Local Government Area.

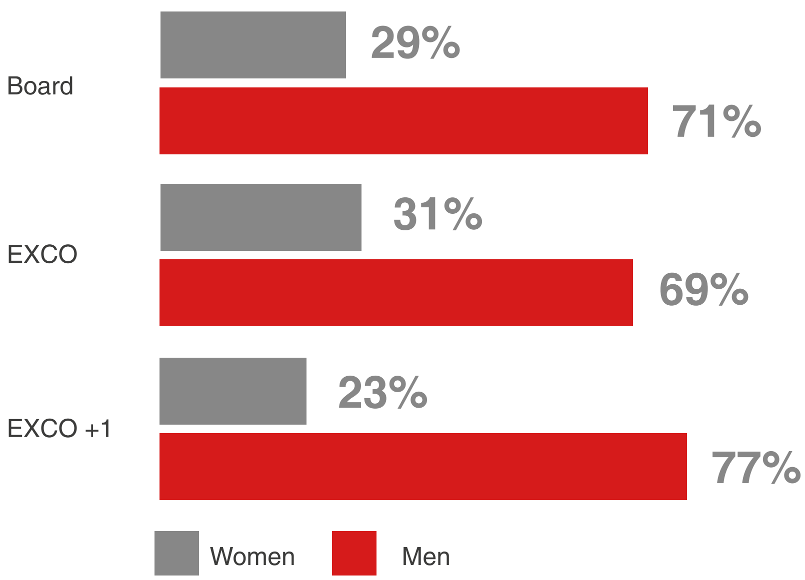
Details of our groupwide CSI initiatives in 2022 are presented in the Donations section of the Directors' Report on pages 44 and 45 of this annual report.

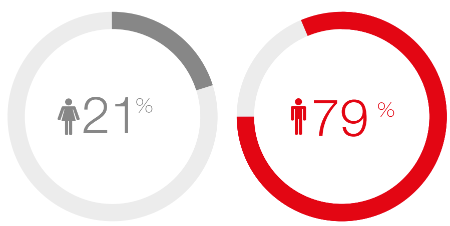
Diversity and Inclusion

We are committed to equal workplace opportunities irrespective of gender and ethnic origin. At UACN, the holding company, women account for 48% of our workforce and 50% of our management team, while at the UACN Group level, women account for 21% of our workforce and 31% of our management teams.

The illustration below shows our workforce diversity by gender and leadership cadre for the reporting period 31 December 2022.

Gender Split in Management Across the Group





Total full-time employees

Leadership Commitment to Close Gender- Gaps

At UACN, we understand that the private sector has an important role to advance gender equality. UACN and its subsidiary companies embarked on the following gender-focused initiatives in 2022. Other initiatives are detailed in the Human Resources report on page 49 of this annual report.

Gender Focused Initiatives in 2022

1 **International Women's Day**

On March 8th, International Women's Day ('IWD'), we held a group wide event centered around the global IWD theme #BreaktheBias. The event emphasized the significance of creating a world free of bias and discrimination, where diversity is embraced and celebrated.

Impact: Across UACN Group we affirmed our commitment to women's equality, celebrated women's achievements, and raised awareness for an inclusive work environment.

2 **International Day of the Girl Child**

In October 2022, UACN celebrated The International Day of the Girl Child. We partnered with ProjectLead, a not-for-profit organization, and held an event focused on building healthy self-esteem for 150 teenagers from various secondary schools in Lagos State. The panel of speakers included female leaders across UACN Group. UAC Restaurants sponsored the event with product offerings from the Mr. Bigg's brand.

Impact: The initiative promoted gender equality awareness and equipped adolescent girls with tools to boost their self-esteem, which is expected to have a beneficial effect on their future accomplishments.

3 **Credit Support and Marketing Focus for Women**

Livestock Feeds PLC ('LSF') executed two key gender-based initiatives. LSF launched a credit support program, with 70% of the facility intentionally awarded to women. The company also dedicated 70% of marketing activities and programs as well as branding of customer sales outlets to women.

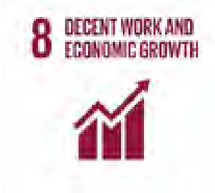
Impact: The initiative aims to promote gender equity and support women owned businesses.

4 **UACN Leadership Advocated for Workplace Gender Equality**

In 2022, the Group Managing Director and Group Finance Director of UACN joined forces with Nigeria's private sector CEOs and business leaders, through the IFC-led Nigeria2Equal program in partnership with the Nigerian Exchange Limited (NGX), to reiterate their commitment to reduce gender gaps and #breakthebias across leadership, employment and entrepreneurship as individuals and as corporates. See video here: https://www.youtube.com/watch?v=iyNYx8WeHks

Impact: This action reaffirms that diversity and inclusion are essential values of our Group. It is expected to have a positive impact on the company, our employees, and improve diversity.

Labour Practices



At UACN, we are committed to treating all individuals in a fair and equitable manner, while recognizing the importance of human rights. Our labour practices and standards are in line with Goal 8 of the UN SDG (promoting inclusive and sustainable economic growth, employment and decent work for all) and the relevant regulatory guidelines.

Across the Group, we avoid situations that negatively impact human rights, including child labor, human trafficking, and all types of discrimination, including gender, ethnicity and religion. We operate in line with the African Charter on Human and Peoples' Rights, the Federal Republic of Nigeria's Constitution, the United Nations Guiding Principles on Business and Human Rights, as well as other pertinent local laws.

In 2022, our company and subsidiaries did not receive any human rights violation complaints.

Governance

We at UACN have recognized governance and controls as a critical value creation focus. We have purposefully strengthened our boards of directors and management teams across the group to ensure efficient management and thorough governance oversight.

Anti-Bribery and Anti-Corruption Measures

Effective governance and controls require a combination of competent people in the right positions, as well as appropriate policies and procedures supported by technology. We strictly adhere to anti-bribery and anti-corruption provisions and have zero tolerance for violations of laws and regulations.

Freedom of Speech

Free expression of views and opinions without retaliation is actively encouraged across the Group. In addition, UACN operates a whistleblowing policy that encourages the confidential reporting of workplace corruption, fraud, and other misconduct. The whistleblowing platform is independently managed by a third-party provider, KPMG Professional Services. This approach helps our employees and other stakeholders report infractions with full confidentiality and anonymity. Employees found culpable of breaching our policies are promptly sanctioned according to our sanctions grid after an investigation.

In the year 2022, we conducted awareness campaigns on the whistleblowing policy and the process for lodging complaints. The 2022 report recorded 4 whistleblowing cases across UACN group. All cases have been resolved.

Ethical Standards and Compliance

Our ethical standards are outlined in the UACN Code of Business Conduct (the "Code") and apply to all our directors, employees, consultants, contractors, and business partners. The Company sensitizes employees and directors on the Code annually and obtains their attestation to abide by its provisions. The Risk and Compliance, Human Resources and Legal Services Departments reinforce the requirement for full compliance with law, regulations, and company policy.

Our stakeholders are expected and encouraged to adhere to principles consistent with ours. To encourage this, UACN instituted an annual Code of Business Conduct program. This includes:

- Communication of key elements of the Code during employee induction;
- Annual assessment and attestation to the requirements of the Code by employees;
- Communication of Code's requirements to service providers/suppliers, and contractors; and
- Inclusion of a clause confirming compliance with the requirements of the Code in purchase orders, request for proposals, award letters, contracts, and service level agreements with trade partners.

Responsible Procurement Practices

Our procurement processes are conducted in a fair and ethical manner which provides our host communities the chance to partake in the supply chain.

In the spirit of fairness and transparency, suppliers of goods and services are screened and onboarded using predetermined, non-discriminatory standards, and are treated fairly in line with contractual terms.

The supplier onboarding process at UACN involves a thorough pre-registration evaluation to make sure they exhibit proper ethical principles that align with ours. We undertake performance reviews annually to encourage compliance among our partners.

Product Quality and Safety

UACN strives to provide quality products and services to our customers. In order to preserve consumer safety in the event of a product recall, we maintain a batch management system that keeps track of outputs.

Customer feedback is crucial to our growth and improvement. As such, we engage our customers to gain insight on how to enhance our product, processes, or services. As part of the feedback process, our various businesses conduct customer satisfaction surveys regularly.

Our products are formulated to be eco-friendly (without compromising quality and standards). We work closely with relevant regulatory bodies such as NAFDAC, SON, NESREA, and LASEPA to achieve this objective.

Data Governance and Privacy

In delivering its services, our Group companies collect and process personal data of customers, employees, vendors, visitors and other persons on a regular basis. In 2022, we engaged Andersen to conduct an audit of data protection systems to evaluate compliance with regulatory requirements, specifically the Nigeria Data Protection Regulation, 2019 and the NDPR Implementation Framework 2020.

The audit opinion was satisfactory.

Transparent, Regular and Clear Stakeholder Engagement

UACN's board of directors recognises that stakeholders influence strategy and performance. Our stakeholders include but are not limited to government and regulatory bodies, shareholders, employees, suppliers, host communities and customers. The Board is of the view that active stakeholder engagement is an important aspect of good corporate governance and aims to balance stakeholder interests.

In line with our stakeholder engagement and communication policy, we disclose information to stakeholders in accordance with the requirements of the laws and regulations.

Our engagement with our shareholders in 2022 included the following:

- Clear and consistent communication and transparent reporting
- Timely publication of our financial results
- Half yearly results calls and presentations, providing institutional and private investors with direct access to management
- Regular one-on-one shareholder meetings with management
- Annual General Meeting with access to Board members
- Investor conference attendance


Dulux
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GREAT
FOR YOUR
KITCHEN
AkzoNobel
Dulux
TRADE
VINYL
SILK
TOUGH
WASHABLE
FINISH
PURE BRILLIANT WHITE

Consolidated Financial Statements
for the year ended 31 December 2022

Investor Relations Statement

UAC of Nigeria PLC has a dedicated investors' portal on its corporate website which can be accessed via this link: https://www.uacnplc.com. The Group Finance Director can also be reached through electronic mail at: investorrelations@uacnplc.com; or telephone on: +234 906 269 2908 for any investment related enquiry.

Certification Pursuant to Section 405 (1) of Companies and Allied Matters Act, 2020

We, the undersigned hereby certify the following with regards to our audited financial report for the year ended 31 December 2022 that:

(a) We have reviewed the report;

(b) To the best of our knowledge, the report does not:

- (i) contain any untrue statement of a material fact, or
- (ii) omit to state a material fact, which would make the statements misleading in the light of the circumstances under which such statements were made;

(c) To the best of our knowledge, the financial statements and other financial information included in the report fairly present in all material respects the financial condition and results of operations of the company as of, and for the periods presented in the report.

(d) We:

- (i) are responsible for establishing and maintaining internal controls;
- (ii) have designed such internal controls to ensure that material information relating to the company and its consolidated subsidiaries is made known to us by other officers within those entities during the period in which the reports are being prepared;
- (iii) have evaluated the effectiveness of the company's internal controls as of date within 90 days prior to the report; and
- (iv) have presented in the report our conclusions about the effectiveness of our internal controls based on our evaluation as of that date.

Folasope Aiyesimoju
Group Managing Director
FRC/2019/IODN/00000019806

Funke Ijaiya-Oladipo
Group Finance Director
FRC/2021/001/00000022822

Statement of Directors' Responsibilities in Relation to the Financial Statements

The Directors are responsible for the preparation of the consolidated and separate financial statements which gives a true and fair view of the financial position of the Group and Company as at 31 December 2022, and the results of its operations, cash flows and changes in equity for the year then ended, in compliance with IFRS Standards as issued by the International Accounting Standard Board (IFRS Standards) and in the manner required by the Companies and Allied Matters Act (CAMA), 2020 and the Financial Reporting Council of Nigeria Act, 2011.

This statement, which should be read in conjunction with the Auditors' statement of their responsibilities, is made with a view to setting out for Shareholders, the responsibilities of the Directors of the Group and Company with respect to the financial statements.

In accordance with the provisions of the Section 377 of the Companies and Allied Matters Act, 2020 (CAMA 2020), the Directors are responsible for the preparation of annual financial statements, which give a true and fair view of the Group and Company for the Financial Year.

The responsibilities include ensuring that:

a) Appropriate internal controls are established both to safeguard the assets of the Group and Company to prevent and detect fraud and other irregularities;

b) The Group and Company keep accounting records which disclose with reasonable accuracy the financial position of the Group and Company and which ensure that the financial statements comply with the requirements of the Companies and Allied matters Act;

c) The Group and Company have used suitable accounting policies, consistently applied and supported by reasonable estimates, and that all applicable accounting standards have been followed; and

d) The going concern basis is used, unless it is inappropriate to presume the Group and Company will continue in business.

The consolidated and separate financial statements of the Group and Company for the year ended 31 December 2022 were approved by the Directors on 29th March 2023.

Signed on behalf of the Directors of the Company.

Mr. Dan Agbor
Chairman
FRC/2013/NBA/00000001748

Mr. Folasope Aiyesimoju
Group Managing Director
FRC/2019/IODN/00000019806

Audit Committee Members

Mr. Olabisi Fayombo
Chairman

Mr. Matthew Akinlade
Member

Mr. Kenneth Nnabike
Member

Mr. Babatunde Kasali
Member

Mr. Bolaji Odunsi
Member

Report of the Audit Committee to the Members of UAC of Nigeria PLC

In compliance with Section 404 (7) of the Companies and Allied Matters Act (CAMA) 2020, we have reviewed the Consolidated and Separate Audited Financial Statements of the Group and Company for the year ended 31 December 2022 and report as follows:

(a) The accounting and reporting policies of the Group and the Company are consistent with legal requirements and agreed ethical practices.
(b) The scope and planning of the external audit are in our opinion adequate.
(c) The internal audit and internal control systems are adequate.
(d) The External Auditor's Management Letter was satisfactorily dealt with by Management.

Mr. Olabisi Fayombo
Chairman, Audit Committee
FRC/2013/ICAN/00000002883

Dated 28th day of March, 2023

Members of the Committee

Mr. Olabisi Fayombo	Chairman
Mr. Matthew Akinlade	Member
Mr. Kenneth Nnabike	Member
Mr. Babatunde Kasali	Member
Mr. Bolaji Odunsi	Member

Secretary
Ayomipo Wey

KPMG Professional Services
KPMG Tower
Bishop Aboyade Cole Street
Victoria Island
PMB 40014, Falomo
Lagos

Telephone 234 (1) 271 8955
234 (1) 271 8599
Internet home.kpmg/ng

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of UAC of Nigeria Plc

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of UAC of Nigeria Plc ("the Company") and its subsidiaries (together, "the group"), which comprise:

- the consolidated and separate statements of profit or loss and other comprehensive income.
- the consolidated and separate statements of financial position as at 31 December 2022;
- the consolidated and separate statements of changes in equity;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of the Company and its subsidiaries as at 31 December 2022, and of its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with IFRS Standards as issued by the International Accounting Standards Board (IFRS Standards) and in the manner required by the Companies and Allied Matters Act (CAMA), 2020 and the Financial Reporting Council of Nigeria Act, 2011.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the consolidated and separate Financial Statements* section of our report. We are independent of the Group and Company in accordance with International Ethics Standards Board for Accountants *International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code)* together with the ethical requirements that are relevant to our audit of the consolidated and separate financial statements in Nigeria and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
These key audit matters apply to the audit of the consolidated and separate financial statements.

<table>
<tr><td colspan="2">1. Investment Properties</td></tr>
<tr><td colspan="2">Refer to significant accounting policies (Note 2.8) and related disclosures (Note 15) of the separate financial statements.</td></tr>
<tr><td>Key Audit Matter</td><td>How the matter was addressed in our audit</td></tr>
<tr><td>The Company owns a portfolio of investment properties comprising commercial properties, shopping malls, serviced residences and parcels of land. These investment properties are stated at their fair values based on independent external valuations.

This is a key audit matter because of the size of the balance and the significant judgement required in determining the appropriate valuation methodology to be used and the underlying assumptions to be applied. There are estimation uncertainties associated with the valuation and it is also susceptible to management bias and risk of error i.e., a small change in the assumptions can have a significant impact on the valuation amount.</td><td>Our procedures included the following:

• We evaluated the appropriateness of management specialist's valuation methodology, including judgments and assumptions applied in determining the fair value of investment properties by comparing to acceptable industry standards.

• We selected a sample of investment properties based on high fair value changes during the year and performed the following procedures:

- we obtained available comparative price analysis of recent transactions for similar properties in the relevant locations to check the reasonability of the fair market value of the selected sample;

- we obtained and reviewed title and survey plan for the sample of investment properties selected, to evaluate the appropriateness of ownership and establish the dimensions of the investment properties; and

- we checked whether there are any encumbrances and whether this was considered in the determination of the fair value.

• We checked that the classification and disclosures in the financial statements were in accordance with the requirements of IAS 40: Investment Property.</td></tr>
<tr><td></td><td></td></tr>
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<table>
<tr><td colspan="2">2. Revenue recognition</td></tr>
<tr><td colspan="2">Refer to significant accounting policies (Note 2.17) and related disclosures (Note 5) of the consolidated financial statements.</td></tr>
<tr><td>Key Audit Matter</td><td>How the matter was addressed in our audit</td></tr>
<tr><td>The Group earns revenue majorly from four key activities - animal Feeds and edible oils, packaged food and beverages, paints and quick service restaurants with different revenue recognition criteria. This requires a careful assessment of the appropriateness and timing of revenue recognition in accordance with the requirements of IFRS 15 Revenue from contracts with customers.

Furthermore, revenue is the most significant income statement account and impacts the</td><td>Our procedures included the following:

• We evaluated the design, implementation and operating effectiveness of identified controls established within the sales process;

• We selected a sample of revenue transactions using statistical sampling methods and performed the following procedures:</td></tr>
</table>

KPMG

majority of the key performance indicators on which the financial performance of the Group is assessed. These factors make revenue an area of significance in our audit.	- we tested compliance with the revenue standard (IFRS 15) including assessment of the appropriateness of the allocation of revenue to multiple performance obligations (where applicable); - We matched sales invoices to related orders and dispatch notes at the transaction level; • We selected a sample of discounts and rebates granted to customers using statistical sampling methods and inspected relevant underlying documentation to assess if they were accurately computed and accounted for in the appropriate financial period; • We performed revenue cut-off procedures by assessing whether revenue transactions occurring both prior to and after the year end date were recognized in the appropriate period; and • We checked the disclosures in the financial statements for compliance with the requirements of IFRS 15: *Revenue from Contracts with Customers*

3. Inventories	
Refer to significant accounting policies (Note 2.11) and related disclosures (Note 22) of the consolidated financial statements.	
Key Audit Matter	**How the matter was addressed in our audit**
The carrying amount of inventories is significant and amounted to NGN24.3 billion representing 26% of total assets. The Group has inventories at different locations and at different stages of the production process. The inventories are subject to different handling and quantity determination criteria. Additionally, the inventories are subject to obsolescence which requires management judgment to determine. The significance of the balance involved, the complexities inherent in determining the quantities on hand across the various locations and the judgement involved in determining obsolescence allowance make inventories a significant matter in our audit.	Our procedures included the following: • We evaluated the design, implementation and operating effectiveness of identified controls established within the inventory management process; • We observed year-end physical inventory count exercise and checked the related reconciliation and inventory measurement performed by management; • We evaluated management's assessment of inventory write-down by checking that the amount of write-down recognised for obsolete/slow moving inventory items is consistent with our knowledge obtained from our inventory count observation; • We selected a sample of inventories using statistical sampling methods and performed the following procedures:

	- we recalculated the inventory costing formula applied by management for appropriateness; - we performed net realisable value tests by comparing the unit cost to the unit selling price less estimated selling expenses ; and • We checked that the disclosures in the financial statements are in compliance with the requirements of IAS 2: *Inventories*

Other Information

The Directors are responsible for the other information. The other information comprises the Corporate Information, Investor Relations Statement, Financial Highlights, Directors' Report, Certification pursuant to section 405(1) of the Companies and Allied Matters Act, 2020, Statement of Directors Responsibilities in Relation to the Financial Statements, Report of the Audit Committee and Other National Disclosures which we obtained prior to the date of this report, but does not include the consolidated and separate financial statements and our auditor's report thereon. Other information also includes the Chairman's statement, shareholders' information amongst others together the "Outstanding reports", which are expected to be made available to us after that date.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above and in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we have obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the outstanding reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The Directors are responsible for the preparation of consolidated and separate financial statements that give a true and fair view in accordance with IFRS Standards and in the manner required by the Companies and Allied Matters Act (CAMA), 2020 and the Financial Reporting Council of Nigeria Act, 2011 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with Audit Committee, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

KPMG

Report on Other Legal and Regulatory Requirements

Compliance with the requirements of Schedule 5 of the Companies and Allied Matters Act (CAMA), 2020.

i. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

ii. In our opinion, proper books of account have been kept by the Company, so far as appears from our examination of those books.

iii. The Company's statement of financial position and statement of profit or loss and other comprehensive income are in agreement with the books of account.

Signed:

Mohammed Adama, FCA
FRC/2012/ICAN/00000000432
For: KPMG Professional Services
Chartered Accountants
31 March 2023
Lagos, Nigeria

Consolidated and Separate Statements of Profit or Loss and Other Comprehensive Income
for the year ended 31 December 2022

		The Group		The Company	
	Notes	31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Continuing operations					
Revenue	5	109,270,399	101,376,839	1,008,941	877,457
Cost of sales	8	(95,033,006)	(83,837,291)	-	-
Gross profit		**14,237,393**	**17,539,548**	**1,008,941**	**877,457**
Dividend income	6	9,250	260,093	838,386	1,561,023
Other operating income	7i	742,837	2,076,149	878,156	1,586,784
(Impairment loss)/writeback on financial assets	7ii	(60,956)	(15,9s50)	(31,132)	26,083
Selling and distribution expenses	8	(8,506,977)	(6,345,986)	-	-
Administrative expenses	8	(8,805,473)	(8,499,938)	(2,252,664)	(2,570,305)
Operating (loss)/profit		**(2,383,926)**	**5,013,916**	**441,687**	**1,481,042**
Finance income	9	1,447,869	1,557,919	943,648	1,098,260
Finance costs	9	(3,532,703)	(1,568,026)	(654,627)	(92,056)
Net finance (cost)/ income		(2,084,834)	(10,107)	289,021	1,006,204
Share of profit/(loss) from associates using the equity method	18	103,444	(895,436)	-	-
(Loss)/profit before minmum tax		**(4,365,316)**	**4,108,373**	**730,708**	**2,487,246**
Minimum tax	10	(456,730)	(78,721)	-	
(Loss)/proft after minimum tax		**(4,822,046)**	**4,029,652**	**730,708**	**2,487,246**
Income tax credit/(expense)	10	822,543	(1,440,493)	(48,880)	(142,622)
(Loss)/profit after tax for the year from continuing operations		**(3,999,503)**	**2,589,159**	**681,828**	**2,344,624**
Discontinued operations					
Profit/(loss) after tax for the year from discontinued operations	37(c)	6,508	(2,105)	-	-
(Loss)/Profit for the year		**(3,992,995)**	**2,587,054**	**681,828**	**2,344,624**
Other comprehensive income/(loss):					
Items not to be subsequently recycled to profit or loss					
Net changes in fair value of financial assets net of tax	17	(65,137)	36,000	(65,137)	36,000
Share of other comprehensive loss of asssociate using the equity method		(82,893)	(60,026)	-	-
Other comprehensive (loss)/income for the year net of tax		(148,030)	(24,026)	(65,137)	36,000
Total comprehensive (loss)/income for the year net of tax		**(4,141,025)**	**2,563,028**	**616,691**	**2,380,624**
(Loss)/profit attributable to:					
Equity holders of the parent		(3,078,922)	1,806,907	681,828	2,344,624
Non controlling interests		(914,073)	780,147	-	-
		(3,992,995)	**2,587,054**	**681,828**	**2,344,624**

	Notes	The Group		The Company	
		31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Total comprehensive (loss)/income attributable to:					
Equity holders of the parent		(3,226,952)	1,782,881	616,691	2,380,624
Non controlling interests		(914,073)	780,147	-	-
		(4,141,025)	**2,563,028**	**616,691**	**2,380,624**
Earnings per share attributable to owners of the parent during the year (expressed in Naira per share):					
Basic earnings/(loss) per share					
From continuing operations	12	(107)	62	24	81
From discontinued operations	12	-	-	-	-
From (loss)/profit for the year (Kobo)		(107)	62	24	81
Diluted earnings/(loss) per share					
From continuing operations	12	(107)	62	24	81
From discontinued operations	12	-	-	-	-
From (loss)/profit for the year (Kobo)		(107)	62	24	81

The accompanying notes form an integral part of these consolidated and separate financial statements.

Consolidated and Separate Statements of Financial Position
as at 31 December 2022

	Notes	The Group 31 Dec 22 ₦'000	The Group 31 Dec 21 ₦'000	The Company 31 Dec 22 ₦'000	The Company 31 Dec 21 ₦'000
Assets					
Non-current assets					
Property, plant and equipment	13	25,043,411	22,223,664	863,537	932,783
Intangible assets and goodwill	14	3,626,747	1,519,649	55,008	6,889
Investment property	15	2,435,360	3,470,685	2,435,360	3,470,685
Investments in subsidiaries	16	-	-	19,037,359	18,535,951
Equity instruments at fair value through other comprehensive income	17	514,965	449,975	514,965	449,975
Investments in associates	18	8,511,997	8,491,446	5,314,507	5,314,507
Debt instruments at amortised cost	19	2,232,103	2,468,868	2,232,103	2,468,868
Right of use assets	21	1,471,771	717,894	-	-
Trade and other receivables	23	2,146,881	2,676,292	3,260,498	3,205,242
Finance lease receivables	23.1	10,372	10,372	-	-
Total non-current assets		**45,993,607**	**42,028,845**	**33,713,337**	**34,384,900**
Current assets					
Inventories	22	24,396,400	36,213,523	-	-
Trade and other receivables	23	6,693,502	8,722,956	1,949,867	2,249,427
Finance lease receivables	23.1	600	3,300	-	-
Cash and cash equivalents	24	16,196,969	11,409,946	4,957,606	4,303,878
Refund assets	20	4,683	3,328	-	-
Total current assets		**47,292,154**	**56,353,053**	**6,907,473**	**6,553,305**
Non-current assets held for sale	37(a)	541,850	545,993	-	130,000
Assets of disposal group classified as held for sale	37(c)	-	3,865	-	-
Total assets		**93,827,611**	**98,931,756**	**40,620,810**	**41,068,205**
Equity and Liabilities					
Ordinary share capital	33	1,463,065	1,440,648	1,463,065	1,440,648
Share premium		14,647,616	14,174,606	15,085,191	14,612,181
Contingency reserve		-	69,571	-	-
Fair value reserve		67,815	215,845	139,274	204,411
Equity settled share based payment reserve		342,870	98,931	342,870	98,931
Other reserve		91,923	91,923	-	-
Retained earnings		25,350,422	29,889,951	14,256,274	15,448,875
Equity attributable to equity holders of the Company		**41,963,711**	**45,981,475**	**31,286,674**	**31,805,046**
Non controlling interests		**3,316,500**	**4,856,831**	**-**	**-**
Total equity		**45,280,211**	**50,838,306**	**31,286,674**	**31,805,046**

	Notes	The Group		The Company	
		31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Liabilities					
Non-current liabilities					
Borrowings	25	2,467,290	339,723	-	-
Lease liability	21	569,940	271,009	-	-
Deferred tax liabilities	26	2,708,129	4,649,022	315,251	455,987
Government grants	28	132,052	-	-	-
Employee benefits	32	68,122	72,296	-	-
Provisions	31	34,080	16,643	-	-
Total non-current liabilities		**5,979,613**	**5,348,693**	**315,251**	**455,987**
Current liabilities					
Trade and other payables	27	13,352,005	11,347,484	1,628,706	1,438,876
Contract liabilities	29	2,311,875	2,425,294	50,635	95,562
Current income tax liabilities	10	3,997,168	3,726,695	2,522,118	2,490,527
Current portion of borrowings	25	16,537,153	19,571,889	-	-
Dividend payable	30	5,451,070	5,193,036	4,813,878	4,692,259
Government grants	28	92,167	-	-	-
Lease liability	21	789,007	341,627	-	-
Provisions	31	32,418	92,948	3,548	89,948
Refund liabilities	20	4,924	3,690	-	-
Total current liabilities		**42,567,787**	**42,702,663**	**9,018,885**	**8,807,172**
Liabilities of disposal group classified as held for sale/distribution to owners	37(c)	-	42,094	-	-
Total liabilities		**48,547,400**	**48,093,450**	**9,334,136**	**9,263,159**
Total equity and liabilities		**93,827,611**	**98,931,756**	**40,620,810**	**41,068,205**

The consolidated and separate financial statements and the notes on pages 84 to 144 were approved and authorised for issue by the board of directors on 29 March 2023 and were signed on its behalf by:

Mr. Dan Agbor
Chairman
FRC/2013/NBA/00000001748

Mr. Folasope Aiyesimoju
Group Managing Director
FRC/2019/IODN/00000019806

Mrs. Funke Ijaiya-Oladipo
Group Finance Director
FRC/2021/001/00000022822

The accompanying notes form an integral part of these consolidated and separate financial statements.

Consolidated Statement of Changes in Equity
for the year ended 31 December 2022

		The Group									
		Attributable to owners of the Company									
	Notes	Share Capital ₦'000	Share Premium ₦'000	Contingency Reserve ₦'000	Fair value Reserve ₦'000	Other Reserve ₦'000	Equity Settled Share-based Payment Reserve ₦'000	Retained Earnings ₦'000	Total ₦'000	Non con-trolling Interest ₦'000	Total ₦'000
Total equity at 1 January 2022		**1,440,648**	**14,174,606**	**69,571**	**215,845**	**91,923**	**98,931**	**29,889,951**	**45,981,475**	**4,856,831**	**50,838,306**
Loss for the year		-	-	-	-	-		(3,078,922)	(3,078,922)	(914,073)	(3,992,995)
Other comprehensive loss		-	-	-	(148,030)	-	-	-	(148,030)		(148,030)
Net changes in equity settled share-based payment	33	-	-	-		-	243,939	-	243,939	-	243,939
Transaction with Equity holders											
Scrip issue subscription by owners of parent		22,417	473,010	-	-	-	-	-	495,427	-	495,427
Scrip issue subscription by non controlling interest		-	-	-	-	-	-	-	-	16,431	16,431
Payment to non controlling interest by UNICO		-	-	-	-	-	-	-	-	(16,962)	(16,962)
Dividend declared	30		-	-	-	-	-	(1,872,843)	(1,872,843)	(536,687)	(2,409,530)
Scrip dividend issue cost		-	-	-	-	-	-	(1,586)	(1,586)	-	(1,586)
Changes in NCI due to scrip issue by CAP	16(a)	-	-	-	-	-	-	63,490	63,490	(63,490)	-
Write back of statute barred dividend		-	-	-	-	-	-	280,759	280,759	-	280,759
Deconsolidation of UNICO		-	-	(69,571)	-	-	-	69,571	-	(25,550)	(25,550)
Balance at 31 December 2022		**1,463,065**	**14,647,616**	**-**	**67,815**	**91,923**	**342,870**	**25,350,422**	**41,963,711**	**3,316,500**	**45,280,211**

		The Group									
		Attributable to owners of the Company									
	Notes	Share Capital ₦'000	Share Premium ₦'000	Contingency Reserve ₦'000	Fair value Reserve ₦'000	Other Reserve ₦'000	Equity Settled Share-based Payment Reserve ₦'000	Retained Earnings ₦'000	Total ₦'000	Non con-trolling Interest ₦'000	Total ₦'000
Total equity at 1 January 2021		**1,440,648**	**18,071,545**	**69,571**	**239,872**	**91,923**	**-**	**32,092,148**	**52,005,707**	**8,669,797**	**60,675,504**
Profit for the year		-	-	-	-	-		1,806,907	1,806,907	780,147	2,587,054
Other comprehensive loss		-	-	-	(24,026)	-		-	(24,026)		(24,026)
Net changes in equity settled share-based payment	33		-	-			98,931		98,931		98,931
Acquisition of shareholdings in subsidiary				-				(61,548)	(61,548)	(3,893,625)	(3,955,173)
Transaction with equity holders											
Dividend declared				-	-	-		(3,457,556)	(3,457,556)	(930,727)	(4,388,283)
Unbundling of UPDC REIT units			(3,896,939)	-	-	-	-	-	(3,896,939)		(3,896,939)
Share issue cost			-	-	-	-	-	(3,096)	(3,096)	(2,380)	(5,476)
Change in NCI due to CAP/PPNP merger			-	-	-	-	-	(486,904)	(486,904)	233,619	(253,285)
Total equity as at 31 December 2021		**1,440,648**	**14,174,606**	**69,571**	**215,845**	**91,923**	**98,931**	**29,889,951**	**45,981,475**	**4,856,831**	**50,838,306**

		The Company					
		Attributable to owners of the Company					
	Notes	**Share Capital ₦'000**	**Share Premium ₦'000**	**Fair value reserve ₦'000**	**Equity Settled Share-based Payment reserve ₦'000**	**Retained Earnings ₦'000**	**Total ₦'000**
Balance at 1 January 2022		1,440,648	14,612,181	204,412	98,931	15,448,875	31,805,047
Profit for the year		-	-	-		681,828	681,828
Other comprehensive loss	33			(65,137)		-	(65,137)
Net changes in equity settled share-based payment				-	243,939		243,939
Transactions with Equity holders							
Scrip dividend issued	30	22,417	473,010	-		(495,427)	-
Dividend declared		-	-	-		(1,377,415)	(1,377,415)
Scrip dividend issue cost						(1,586)	(1,586)
Balance at 31 December 2022		**1,463,065**	**15,085,191**	**139,274**	**342,870**	**14,256,275**	**31,286,675**
Balance at 1 January 2021		1,440,648	18,509,120	168,412		16,561,809	36,679,989
Profit for the year		-	-	-		2,344,624	2,344,624
Other comprehensive income/(loss)	17	-	-	36,000		-	36,000
Transactions with Equity holders							
Net changes in equity settled share-based payments					98,931		98,931
Unbundling of UPDC REIT units			(3,896,939)				(3,896,939)
Dividends declared	30	-	-	-		(3,457,556)	(3,457,556)
Balance at 31 December 2022		**1,440,648**	**14,612,181**	**204,412**	**98,931**	**15,448,875**	**31,805,047**

The accompanying notes form an integral part of these consolidated and separate financial statements.

Consolidated and Separate Statements of Cash Flows
for the year ended 31 December 2022

	Notes	The Group 31 Dec 22 ₦'000	The Group 31 Dec 21 ₦'000	The Company 31 Dec 22 ₦'000	The Company 31 Dec 21 ₦'000
Cash flows from operating activities					
Cash generated from/(used in) operations	34	17,747,219	(14,246,948)	558,116	(5,140,830)
Corporate tax paid	10	(1,116,235)	(1,278,099)	(47,016)	(1,978)
Net cash flows generated from/(used in) operating activities		**16,630,984**	**(15,525,047)**	**511,100**	**(5,142,808)**
Cash flows from investing activities					
Purchase of intangible assets	14	(1,845,519)	(145,768)	-	-
Purchase of property, plant and equipment	13	(5,981,189)	(3,466,328)	(159,885)	(215,376)
Proceeds from sale of property, plant and equipment		86,801	64,427	15,478	595
Proceeds from disposal of investment properties		687,000	-	687,000	-
Proceeds on disposal of non-current asset held for sale		-	166,842	-	-
Purchase of equity instrument at fair value through other comprehensive income	17	(137,862)	(221,850)	(137,862)	(221,850)
Purchase of UPDC REIT units for unbundling to shareholders	37(b)	-	(554)	-	(554)
Refund from investment measured at fair value through other comprehensive income	13	497	-	497	-
Inflow from liquidation of subsidiary		-	-	(110,188)	-
Net cash lost on deconsolidation of subsidiary	37(c)	(67,817)	-	-	-
Lease prepayment		(246,510)	(25,825)	-	-
Investment in debt securities	19	(297,359)	(1,884,979)	(297,359)	(1,884,979)
Proceeds from maturity of debt instruments		585,028	1,984,273	585,028	1,984,273
Dividend received	6(a)	8,325	258,631	253,139	1,429,467
Interest received		1,125,465	1,132,429	936,572	929,030
Share issue expenses		-	(5,476)	-	-
Acquisition of additional interest in subsidiaries		-	-	-	(3,920,000)
Net cash flows (used in)/generated from investing activities		**(6,083,140)**	**(2,144,178)**	**1,772,420**	**(1,899,394)**
Cash flows from financing activities					
Dividends paid to non-controlling interests	30	(520,159)	(936,328)	-	-
Dividends paid to Company shareholders	30	(1,377,415)	(3,457,556)	(1,377,415)	(3,457,556)
Proceeds from borrowings	25	102,588,434	46,108,128	19,144,705	-
Unclaimed dividend returned by/(refunded to) the registrar	30	282,377	(132,985)	121,620	(3,817)
Scrip dividend issue cost		(1,586)	-	(1,586)	-
Repayment of borrowings	25	(104,083,120)	(30,957,284)	(19,144,705)	-
Interest paid on loans	25	(2,185,137)	(1,099,038)	(592,934)	-
Repayment of lease liability	21	(447,399)	(539,009)	-	-
Payment to non-controlling interest by UNICO		(16,962)	-	-	-
Acquisition of additional interest in subsidiaries		-	(4,208,458)	-	-
Net cash flows (used in)/generated from financing activities		**(5,760,967)**	**4,777,470**	**(1,850,315)**	**(3,461,373)**
Cash & cash equivalents at the beginning of the year		11,410,811	24,302,566	4,304,744	14,808,319
Net increase/(decrease) in cash & cash equivalents		4,786,877	(12,891,755)	433,205	(10,503,575)
Cash & cash equivalents at the end of the year	24	**16,197,688**	**11,410,811**	**4,737,949**	**4,304,744**

The accompanying notes form an integral part of these consolidated and separate financial statements.

Notes to the Consolidated and Separate Financial Statements
for the year ended 31 December 2022

1 Corporate Information

UAC of Nigeria PLC is a limited company incorporated and domiciled in Nigeria, whose shares are publicly traded on the Nigerian Exchange. The registered office is located at 1-5 Odunlami Street, Marina, Lagos.

The Group is a diversified business with activities in the following principal sectors: Animal Feeds and Other Edibles, Paints, Packaged Food and Beverages, and Quick Service Restaurants. The Company also has interests in Logistics, and Real Estate sectors (See Note 5).

The consolidated and separate financial statements of UAC of Nigeria PLC (the "Company") and its subsidiaries (collectively, the "Group") for the year ended 31 December 2022 were authorised for issue in accordance with a resolution of the Board of Directors on 29th March 2023.

2 Summary of significant accounting policies

2.1 Basis of preparation

These consolidated and separate financial statements of UAC of Nigeria PLC have been prepared in accordance with IFRS Standards as issued by the International Accounting Standards Board (IFRS Standards) and in a manner required by the Companies and Allied Matters Act (CAMA), 2020, and the Financial Reporting Council of Nigeria Act, 2011.

Basis of measurement

The consolidated and separate financial statements have been prepared on a historical cost basis, except for the following:

S/No	Item	Basis of measurement
1	Investment properties	Fair value
2	Equity financial assets	Fair value
3	Other financial assets and liabilities	See note 2.9
4	Inventories	Lower of cost and net realisable value
5	Assets held for sale	Lower of cost and fair value less cost to sell
6	Long term provisions	Present value of the expenditures required to settle the obligation
7	Lease liabilities	Present value of unpaid lease payments
8	Long term employee benefits	Actuarial methods (discounted at present value)
9	Equity settled share based payment expenses	Fair value at the grant date

The consolidated and separate financial statements are presented in Naira and all values are rounded to the nearest thousand (N'000), except when otherwise indicated.

The consolidated and separate financial statements provide comparative information in respect of the previous period.

The financial statements have been prepared on a going concern basis.

The policies set out below have been consistently applied to all the years presented.

2.2 Changes in accounting policies and disclosures

a New and amended standards and interpretations adopted by the Group

In the current year, the Group has adopted a number of amendments to IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on 1 January 2022. The adoption of the amendments has not had any material impact on the disclosures or on the amounts reported in these financial statements.

(i) Amendments to IFRS 3 Reference to the Conceptual Framework

The Group has adopted the amendments to IFRS 3 Business Combinations for the first time in the current year. The amendments updated IFRS 3 so that it refers to the 2018 Conceptual Framework instead of the 1989 Framework. In addition, for obligations within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets, an acquirer applies IAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events; and for a levy that would be within the scope of IFRIC 21 Levies, the acquirer applies IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date.

(ii) Amendments to IAS 16 Property, Plant and Equipment - Proceeds before intended use

The Group has adopted the amendments to IAS 16 Property, Plant and Equipment for the first time in the current year. The amendments prohibit deducting from the cost of an item of property, plant and equipment of any proceeds from selling items produced before that asset is available for use, i.e. proceeds while bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Consequently, an entity recognises such sales proceeds and related costs in profit or loss. The entity measures the cost of those items in accordance with IAS 2 Inventories.

The amendments also clarify the meaning of 'testing whether an asset is functioning properly'. IAS 16 now specifies this as assessing whether the technical and physical performance of the asset is such that it is capable of being used in the production or supply of goods or services, for rental to others, or for administrative purposes.

If not presented separately in the statement of comprehensive income, the financial statements shall disclose the amounts of proceeds and cost included in profit or loss that relate to items produced that are not an output of the entity’s ordinary activities, and which line item(s) in the statement of comprehensive income include(s) such proceeds and cost.

(iii) Amendments to IAS 37 Onerous Contracts - Cost of fulfilling a Contract

The Group has adopted the amendments to IAS 37 for the first time in the current year. The amendments specify that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract consist of both the incremental costs of fulfilling that contract (examples would be direct labour or materials) and an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

(iv) Annual Improvements to IFRS Standards 2018–2020

The Group has adopted the amendments included in the Annual Improvements to IFRS Accounting Standards 2018-2020 Cycle for the first time in the current year. The Annual Improvements include amendments to four standards.

(a) IFRS 1 First time adoption of International Financial Reporting Standards

The amendment provides additional relief to a subsidiary which becomes a first-time adopter later than its parent in respect of accounting for cumulative translation differences. As a result of the amendment, a subsidiary that uses the exemption in IFRS 1:D16(a) can now also elect to measure cumulative translation differences for all foreign operations at the carrying amount that would be included in the parent's consolidated financial statements, based on the parent's date of transition to IFRS Accounting Standards, if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. A similar election is available to an associate or joint venture that uses the exemption in IFRS 1:D16(a).

(b) IFRS 9 Financial Instruments

The amendment clarifies that in applying the '10 per cent' test to assess whether to derecognise a financial liability, an entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.

(c) IFRS 16 Leases

The amendment removes the illustration of the reimbursement of leasehold improvements.

(d) IAS 41 Agriculture

The amendment removes the requirement in IAS 41 for entities to exclude cash flows for taxation when measuring fair value. This aligns the fair value measurement in IAS 41 with the requirements of IFRS 13 Fair Value Measurement to use internally consistent cash flows and discount rates and enables preparers to determine whether to use pre-tax or post-tax cash flows and discount rates for the most appropriate fair value measurement.

b New standard, amendments and interpretations not yet effective

A number of new standards are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted; however, the Group and Company has not early adopted the new or amended standards in preparing this consolidated and separate financial statements. Their adoption are not expected to have any material impact on the disclosures or on the amounts reported in these financial statements.

(i) Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures—Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to IFRS 10 and IAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent's profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture. The effective date of the amendments has yet to be set by the IASB; however, earlier application of the amendments is permitted. The directors of the Company anticipate that the application of these amendments may have an impact on the Group's consolidated financial statements in future periods should such transactions arise.

The IASB has decided to defer the effective period of the amendments indefinitely.

(ii) Amendments to IAS 1 Presentation of Financial Statements—Classification of Liabilities as Current or Noncurrent

The amendments to IAS 1 published in January 2020 affect only the presentation of liabilities as current or noncurrent in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expenses, or the information disclosed about those items.

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The amendments are applied retrospectively for annual periods beginning on or after 1 January 2023, with early application permitted. The IASB is currently considering further amendments to the requirements in IAS 1 on classification of liabilities as current or non-current, including deferring the application of the January 2020 amendments.

(iii) Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements—Disclosure of Accounting Policies

The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term 'significant accounting policies' with 'material accounting policy information'. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The supporting paragraphs in IAS 1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

The IASB has also developed guidance and examples to explain and demonstrate the application of the 'four-step materiality process' described in IFRS Practice Statement 2.

The amendments to IAS 1 are effective for annual periods beginning on or after 1 January 2023, with earlier application permitted and are applied prospectively. The amendments to IFRS Practice Statement 2 do not contain an effective date or transition requirements.

(iv) Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors—Definition of Accounting Estimates

The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".

The definition of a change in accounting estimates was deleted. However, the IASB retained the concept of changes in accounting estimates in the Standard with the following clarifications:

- A change in accounting estimate that results from new information or new developments is not the correction of an error
- The effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period error

The IASB added two examples (Examples 4-5) to the Guidance on implementing IAS 8, which accompanies the Standard. The IASB has deleted one example (Example 3) as it could cause confusion in light of the amendments.

The amendments are effective for annual periods beginning on or after 1 January 2023 to changes in accounting policies and changes in accounting estimates that occur on or after the beginning of that period, with earlier application permitted.

(v) Amendments to IAS 12 Income Taxes—Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments introduce a further exception from the initial recognition exemption. Under the amendments, an entity does not apply the initial recognition exemption for transactions that give rise to equal taxable and deductible temporary differences.

Depending on the applicable tax law, equal taxable and deductible temporary differences may arise on initial recognition of an asset and liability in a transaction that is not a business combination and affects neither accounting nor taxable profit. For example, this may arise upon recognition of a lease liability and the corresponding right-of-use asset applying IFRS 16 at the commencement date of a lease.

Following the amendments to IAS 12, an entity is required to recognise the related deferred tax asset and liability, with the recognition of any deferred tax asset being subject to the recoverability criteria in IAS 12.

The IASB also adds an illustrative example to IAS 12 that explains how the amendments are applied.

The amendments apply to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period an entity recognises:

i) A deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with:

   – Right-of-use assets and lease liabilities
   – Decommissioning, restoration and similar liabilities and the corresponding amounts recognised as part of the cost of the related asset

ii) The cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date.

   The amendments are effective for annual reporting periods beginning on or after 1 January 2023, with earlier application permitted.

(vi) IFRS 17 Insurance Contracts

IFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes IFRS 4 Insurance Contracts. IFRS 17 outlines a general model, which is modified for insurance contracts with direct participation features, described as the variable fee approach.

The general model is simplified if certain criteria are met by measuring the liability for remaining coverage using the premium allocation approach. The general model uses current assumptions to estimate the amount, timing and uncertainty of future cash flows and it explicitly measures the cost of that uncertainty. It takes into account market interest rates and the impact of policyholders' options and guarantees.

In June 2020, the IASB issued Amendments to IFRS 17 to address concerns and implementation challenges that were identified after IFRS 17 was published. The amendments defer the date of initial application of IFRS 17 (incorporating the amendments) to annual reporting periods beginning on or after 1 January 2023. At the same time, the IASB issued Extension of the Temporary Exemption from Applying IFRS 9 (Amendments to IFRS 4) that extends the fixed expiry date of the temporary exemption from applying IFRS 9 in IFRS 4 to annual reporting periods beginning on or after 1 January 2023.

(vii) Amendments to IAS 1 Non-current liabilities with covenants

In October 2022, the IASB issued Non-current Liabilities with Covenants, (Amendments to IAS 1), to clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability so that:

a. It specifies that if the right to defer settlement for at least 12 months is subject to an entity complying with conditions after the reporting period, then those conditions would not affect whether the right to defer settlement exists at the end of the reporting period (the reporting date) for the purposes of classifying a liability as current or non-current; and

b. for non-current liabilities subject to conditions, an entity is required to disclose information about:

   i. the conditions (for example, the nature of and date by which the entity must comply with the condition);
   ii. whether the entity would comply with the conditions based on its circumstances at the reporting date; and
   iii. whether and how the entity expects to comply with the conditions by the date on which they are contractually required to be tested.

ISAB tentatively decided to amend IAS 1 to require that an entity present separately in its statement of financial position 'non-current liabilities subject to conditions in the next 12 months'. This line item would include liabilities classified as non-current for which the right to defer settlement for at least 12 months is subject to the entity complying with conditions after the reporting date.

The amendments are efective for reporting periods beginning on or after January 1, 2024.

(viii) Amendments to IFRS 16 Lease Liability in a Sale and Leaseback

The IFRS Interpretations Committee received a submission about IFRS 16 Leases and a sale and leaseback transaction with variable payments that do not depend on an index or rate and came to the conclusion (and the IASB agreed) that it would be beneficial to amend IFRS 16 to specify how a seller-lessee should apply the subsequent measurement requirements in IFRS 16 to the lease liability that arises in the sale and leaseback transaction. The following are key points to note with regards to the Amendments:

Exception to the general requirements of determination of 'lease payments':

Lease payments as defined in IFRS 16 comprise the following:

i. fixed payments (including in-substance fixed payments), less any lease incentive;
ii. variable lease payments that depend on an index or a rate;
iii. the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
iv. payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Variable lease payments that do not depend on an index or rate are not included in the definition of lease payments and these payments are not included in the measurement of lease liabilities.

If the same definition is applied to a leaseback, the seller-lessee, in a leaseback transaction involving variable payments that do not depend on an index or rate, would measure the lease liability without considering these variable payments. That may result in recognition of a gain on the right-of-use retained by the seller-lessee. To prevent this accounting outcome, the Amendments create an exception to the definition of 'lease payments' applicable for sale and leaseback transactions, by requiring the seller-lessee to determine 'lease payments' or 'revised lease payments' in a way that the seller- lessee would not recognize any amount of the gain or loss that relates to the right of use retained by the seller-lessee.

The Amendments do not prescribe specific measurement requirements for lease liabilities arising from a sale and leaseback. The seller-lessee may apply other methodologies to determined lease payments subject to the requirements of the Amendments i.e., the seller-lessee would not recognize any amount of the gain or loss that relates to the right of use retained by the seller-lessee.

The amendments are efective for reporting periods beginning on or after January 1, 2024.

2.3 Basis of consolidation

Subsidiaries are all entities (including structured entities) over which the Company has direct or indirect control. The Group controls an entity when the Group is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Financial information of the subsidiaries are prepared as of the same reporting date and consolidated using consistent accounting policies.

In the separate financial statements, investments in subsidiaries are carried at cost less accumulated impairment losses.

Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition- by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IFRS 9 in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

All intra-group transactions, balances, income and expenses on transactions between Group companies are eliminated. Profits and losses resulting from intra-group transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Acquisition of entities under common control

Business combinations arising from transfers of interests in entities that were under the control of the shareholder that controls the Group are accounted for prospectively as at the date that transfer of interest was effected. The assets and liabilities acquired are recognised at the carrying amounts recognised previously in the Group controlling shareholder's consolidated financial statements. The difference between the consideration paid and the net assets acquired is accounted for directly in equity.

Changes in ownership interests in subsidiaries without loss of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

Investment in Associates and Joint Ventures

Associates are all entities over which the Group and Company have significant influence but not control, generally the Group/Company has shareholding of between 20% and 50% of the voting rights in associate companies. In the consolidated financial statements, investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate or joint venture equals or exceeds its interest in the associate or joint venture, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit/ (loss) of an associate' in profit or loss.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the consolidated financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Share of profit/(losses) arising from equity accounting for investment in associates are recognised in the income statement.

In the separate financial statements of the Company, investments in associates are measured at cost.

2.4 Segment reporting

An operating segment is a distinguishable component of the Group and Company that earns revenue and incurs expenditure from providing related products or services (business segment) or providing products or services within a particular economic environment (geographical segment), and which is subject to risks and returns that are different from those of other segments.

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 Executive Committee of the Company.

The Group and Company's primary format for segment reporting is based on business segments. The business segments are determined by management based on the Group's internal reporting structure.

Segment results that are reported to the Company's Executive Management Committee include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, head office expenses and tax assets and liabilities.

2.5 Foreign currency translation

a Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated and separate financial statements are presented in Naira (₦), which is the Group and Company's presentation currency.

b Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuations where items are re-measured. 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 profit or loss statement.

Foreign exchange gains and losses that relate to borrowings, cash and cash equivalents and investment in debt securities are presented in the income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the profit or loss within "Other operating profit and (losses)".

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss using the exchange rates at the date when the fair value is determined. Translation differences on non-monetary financial assets measured at fair value in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss are recognised in OCI or profit or loss are also recognised in OCI or profit or loss respectively).

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

2.6 Property, plant and equipment

The cost of an item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses.

Land and buildings held for use in the production or supply of goods or services, or for administration purposes, are classified as property, plant and equipment. Land and buildings comprise mainly of factories and offices.

Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The cost of construction recognised includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and borrowing costs on qualifying assets. Items of property, plant and equipment under construction are disclosed as capital work-in-progress.

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. The carrying amount of the replaced cost is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Land is not depreciated. Leasehold properties are depreciated over their useful lives, unless the lease period is shorter, in which case the lease period is used. Depreciation on other assets is calculated using the straight line method to allocate their cost over their estimated useful lives, as follows:

Leasehold land and buildings	Lease terms vary from 5 to 25 years
Plant and machinery	2 to 10 years
Office furniture and equipments	3 to 5 years
Motor vehicles	4 to 10 years
Computer equipments	3 to 5 years
Capital work-in-progress	Nil

The attributable cost of each asset is transferred to the relevant asset category immediately the asset is available for use and depreciated accordingly. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

The carrying amount of an item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised within "other operating income/(loss)" in the statement of profit or loss and other comprehensive income, when the asset is derecognised.

Where an indication of impairment exists, an asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (refer to Impairment Note 2.10 for further detail).

2.6.1 Assets held for sale

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held-forsale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal group is allocated first to goodwill, and then to the remaining assets and liabilities on a pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, investment property or biological assets, which continue to be measured in accordance with the Group's other accounting policies. Impairment losses on initial classification as held-for-sale or held-for-distribution and subsequent gains and losses on remeasurement are recognised in profit or loss.

2.7 Intangible assets

a Business Combination and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with the changes in fair value recognised in the statement of profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests) and any previous interest held over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, and then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

b Intangible assets acquired separately

Intangible assets acquired separately are measured on initial recognition at cost. The cost of an intangible asset acquired in a business combination is the fair value at the date of acquisition. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Unless internally generated costs meet the criteria for development costs eligible for capitalisation in terms of IAS 38 (refer to accounting policy on Computer Software below), all internally generated intangible assets are expensed as incurred.

The useful lives of intangible assets are either finite or indefinite. Intangible assets with finite lives are amortised on a straight-line basis over their useful lives and assessed for impairment when there is an indication that the asset may be impaired. The amortisation period and the method are reviewed at each financial year end. Changes in the expected useful life or pattern of consumption of future benefits are accounted for prospectively.

Intangible assets with indefinite useful lives are not amortised but are tested annually for impairment either individually or at the cash-generating level. The useful lives are also reviewed each period to determine whether the indefinite life assessment continues to be supportable. If not, the change in useful life assessment to a finite life is accounted for prospectively.

(i) Computer software

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Computer software acquisition and development costs recognised as assets are amortised on a straight-line basis over their estimated useful lives, which does not exceed 5 years.

2.8 Investment properties

Properties that are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the entities in the group, are classified as investment properties. Investment properties comprise mainly of commercial projects constructed and acquired with the aim of leasing out to tenants. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

After initial recognition, investment property is carried at fair value. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods, such as recent prices on less active markets or discounted cash flow projections. Valuations are performed as of the financial position date by professional valuers who hold recognised and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. These valuations form the basis for the carrying amounts in the financial statements. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value.

The Group makes use of external valuation experts. Each property is valued by an external valuer annually.

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions.

The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property. Some of those outflows are recognised as a liability, including finance lease liabilities in respect of leasehold land classified as investment property; others, including contingent rent payments are not recognised in the financial statements.

The fair value of investment property does not reflect future capital expenditure that will improve or enhance the property and does not reflect the related future benefits from this future expenditure other than those a rational market participant would take into account when determining the value of the property.

Changes in fair values are recognised in profit or loss. Investment properties are derecognised when they have been disposed.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment and its fair value at the date of reclassification becomes its cost for subsequent accounting purposes.

If an item of owner-occupied property becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is treated in the same way as a revaluation under IAS 16.

2.9 Financial instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), or fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

With the exception of trade receivables that do not contain a significant financing component or for which the

Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. This assessment is referred to as the SPPI test and it is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

The Group's financial assets includes financial assets at amortised cost (debt instruments) and financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments).

Financial assets at amortised cost (debt instruments)
The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company's and Group's financial assets at amortised cost includes trade and other receivables (excluding advance payments, WHT receivables and prepayments), finance lease receivables, debt instrument at amortised cost and cash and cash equivalents.

Trade and other receivables (excluding advance payments, WHT receivables and prepayments), are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less allowance for impairment.

If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets. The fair value is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. For short term trade and other receivables, no disclosure of fair value is presented when the carrying amount is a reasonable approximation of fair value due to the insignificant impact of discounting.

Cash and cash equivalents
The Group and Company considers all highly liquid unrestricted investments with less than 90 days maturity from the date of acquisition to be cash equivalents. Bank overdrafts that are repayable on demand and form an integral part of the Group's and Company's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows and included in borrowings within current liabilities in the statement of financial position.

Financial assets designated at fair value through OCI (equity instruments)
Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss.

Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group and Company elected to classify irrevocably its non-listed equity investments under this category.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired or;
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement.

In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets
Further disclosures relating to impairment of financial assets are also provided in the following notes:

- Disclosures for significant assumptions Note 4.1

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss.

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group and Company compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group and Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's and Company's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's and Company's core operations.

Irrespective of the outcome of the above assessment, the Group and Company presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group and Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. The Group and Company considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Group and Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

The Group and Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group and Company may also consider a financial asset to be in default when internal or external information indicates that the Group and Company is unlikely to receive the outstanding contractual amounts in full before considering any credit enhancements held by the Group and Company.

For trade receivables, finance lease receivables and contract assets, the Group and Company applies a simplified approach in calculating ECLs. Therefore, the Group and Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group and Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For cash and cash equivalent and other financial assets that applies a general approach in calculating the ECLs, the Group and Company considers a financial asset to have low credit risk when its credit risk rating is equivalent to the globally understood definition of investment grade.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

b Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, financial liabilities at amortised cost, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied.

The Group has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost

The Company's and Group's financial liabilities at amortised cost includes interest-bearing loans and borrowings, trade and other payables (excluding statutory deductions such as non-income taxes in respect of WHT, VAT and PAYE), lease liability and dividend payables.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in profit or loss.

Gains or losses on liabilities held for trading are recognised in profit or loss.

Borrowings

Interest-bearing bank loans and overdrafts are initially recognised at fair value, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accrual basis through profit or loss using the effective interest method and are added to the carrying amount of the instrument to the extent they are not settled in the period in which they arise. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Trade and other payables
Trade and other payables (excluding statutory deductions such as non-income taxes in respect of WHT, VAT and PAYE) are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Trade and other payables expose the Group and Company to liquidity risk and possibly to interest rate risk.

Derecognition of financial liabilities
The Group and Company derecognises financial liabilities when, and only when, the Group's and Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Offsetting
Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.10 Impairment of non-financial assets
Further disclosures relating to impairment of non-financial assets are also provided in the following notes:
Disclosures for significant assumptions (Note 4)
Property, plant and equipment (Note 13)
Intangible assets (Note 14)
Goodwill (Note 14)

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash generating unit (CGU)'s fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated.These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount.

A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at 31 December and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

2.11 Inventories

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

Cost comprises direct materials and where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average cost method.

Net realisable value represents the estimated selling price in the ordinary course of business less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

2.12 Prepayments

Prepayments are non-financial assets which result when payments are made in advance of the receipt of goods or services. They are recognized when the Group and Company expects to receive future economic benefits equivalent to the value of the prepayment. The receipt or consumption of the services results in a reduction in the prepayment and a corresponding increase in expenses or assets for that reporting period.

2.13 Provisions, Contingent Liabilities and Contingent Assets

Provisons

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation and the amount has been reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Where the effect of discounting is material, provisions are discounted and measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as finance cost.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company, or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are only disclosed and not recognised as liabilities in the statement of financial position. If the likelihood of an outflow of resources is remote, the possible obligation is neither a provision nor a contingent liability and no disclosure is made.

Contingent assets

Contingent assets are possible assets whose existence will be confirmed by the occurrence or non-occurrence of uncertain future events that are not wholly within the control of the Project. Contingent assets are not recognised, but they are disclosed when it is more likely than not that an inflow of benefits will occur. However, when the inflow of benefits is virtually certain an asset is recognised in the statement of financial position, because that asset is no longer considered to be contingent.

2.14 Capital and other reserves

Ordinary share capital

The Company has two classes of shares, ordinary and preference shares. These shares are classified as equity.

When new shares are issued, they are recorded in share capital at their par value. The excess of the issue price over the par value is recorded as share premium. All ordinary shares rank equally with regard to the Company's residual assets. Holders of these shares are entitled to dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Share premium

When the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on those shares is transferred to the share premium account. Any transaction costs associated with the share issued are deducted from share premium account, net of any related income tax benefits.

Fair value reserve

Fair value reserve comprises the cumulative net change in fair value of financial assets measured at fair value through Other Comprehensive Income until they are derecognised

Contingency reserves

The contingency reserve represents the transfer to statutory reserve of 12.5% of the profit after tax of UNICO CPFA Limited in line with section 69 of the Pension Reform Act 2004 (2014 as amended).

Other reserves

Other reserve relates to the cummulative net change in the fair value of property, plant and equipment prior to the adoption of IFRS. On adoption of IFRS, the cost and revaluation surplus was taken as deemed cost and no subsequent revaluations are required.

Retained earnings

Retained earnings represents the Group's and Company's accumulated earnings since its inception, less any distributions to shareholders, and net of any prior period adjustments. A negative amount of retained earnings is reported as deficit or accumulated deficit.

2.15 Taxes

Income tax

Income tax expense comprises current tax (company income tax, tertiary education tax and Nigeria Police Trust Fund levy) and deferred tax.

The Group had determined that interest and penalties relating to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore are accounted for under IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

Current income tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year, and any adjustment to tax payable or receivable in respect of previous years.

The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date and is assessed as follows:

- Company income tax is computed on Taxable profits
- Tertiary education tax is computed on assessable profits
- Nigeria Police Trust Fund levy is computed on net profit (i.e. profit after deducting ALL expenses and taxes from revenue earned by the Group during the Year).

Total amount of tax payable under Companies Income Tax Act (CITA) is determined based on the higher of two components namely Company Income Tax (based on taxable income (or loss) for the year). Taxes based on profit for the period are treated as income tax in line with IAS 12.

The Group offsets the tax assets arising from withholding tax (WHT) credits and current tax liabilities if, and only if, the entity has a legally enforceable right to set off the recognised amounts, and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. The tax asset is reviewed at each reporting date and written down to the extent that it is no longer probable that future economic benefit would be realised.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.
  Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:
- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that

the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change.

The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Minimum tax expense

The Group is subject to the Finance Act, 2019 which amends the Company Income Tax Act (CITA). Total amount of tax payable under the Finance Act, 2019 is determined based on the higher of two components: Company Income Tax (based on taxable profit (or loss) for the year); and Minimum tax (determined based on of 0.5% of qualifying Group's turnover less franked investment income). Taxes based on taxable profit for the period are treated as income tax in line with IAS 12; whereas Minimum tax which is based on a gross amount is outside the scope of IAS 12 and therefore, are not presented as part of income tax expense in the profit or loss. The liability is recognised under current tax liabilities in the Statement of financial position. Where the minimum tax charge is higher than the Company Income Tax (CIT), a hybrid tax situation exists. In this situation, the CIT is recognized in the income tax expense line in the profit or loss and the excess amount is presented above the income tax line as Minimum tax expense.

Statutory deductions

Value added tax (VAT)

Expenses and assets are recognised net of the amount of Value added tax (VAT), except:

- When the Value added tax (VAT) incurred on a purchase of asset or service is not recoverable from the taxation authority, in which case, the Value added tax (VAT) is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of Value added tax (VAT) included.

The net amount of value added tax recoverable from, or payable to the taxation authority is included as part of receivables or payables in the statement of financial position.

2.16 Employee benefits

(a) Defined Contribution schemes

The Group has two defined contribution plans for its employees;

i) A statutory pension scheme and
ii) A gratuity scheme

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

(i) Statutory pension Scheme

The Pensions Reform Act of 2014 requires all companies and employees to pay a minimum of 10% and 8% respectively of basic salary (including housing and transport allowances) to a pension fund on behalf of all full time employees to a pension fund administrator. fund.

The Employer contributions (10%) are recognised as employee benefit expenses when they are due, while the employees' contributions are funded through payroll deductions. The Group has no further payment obligation once contributions have been paid.

(ii) Gratuity Scheme

The Company's gratuity scheme was discontinued in 2018. On the date, accruing assets and obligations of the scheme were transferred to a third party for management and administration.

(b) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided in profit or loss.

A liability is recognised for the amount expected to be paid if the Company 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.

Short-term employee benefits comprise wages, salaries, allowances, and other benefits for all employees. The Group and Company also operates a profit sharing and bonus plan where staff are remunerated based on parameters determined by the Board in respect of the Group's and Company's operating performance for the year. Bonus payments are at the discretion of the Board and the expense is recognised in the year the bonus relates to. There is no contractual obligation neither has there been a past practice to create a constructive obligation.

(c) Long service awards scheme

The Group operates a long service award scheme for certain qualifying employees. The benefits accrue to qualifying employees based on graduated periods of uninterrupted service over the service life of the employees. The benefits are gift items, Ex-Gratia (expressed as a multiple of Monthly Basic Salary), a plaque and certificate . The liability recognised in respect of these awards is computed using actuarial methods (discounted at present value). Any resulting remeasurement gain/loss is recognised in full within other income/administrative expense in the profit or loss. Current service cost is included as part of administrative expense and interest cost is included as part of finance cost in the profit or loss.

(d) Termination benefits

Termination benefits are recognized as an expense when the Company is committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy.

Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than12 months after the reporting period, then they are discounted to their present value.

(e) Share based payment scheme

A share-based payment transaction is one where an entity receives goods or services from the supplier of those goods and services (including an employee) in exchange for:

(a) cash or other assets of the entity for amounts that are based on the price (or value) of equity instruments (including shares or share options) of the entity or another group entity (cash settled share-based payments); or

(b) equity instruments (including shares or share options) of the entity or another group entity (equity-settled share-based payment)”

As part of their remuneration package, eligible employees of the Company receive share-based payments, whereby employees render services as consideration for equity instruments of the Company (equity-settled transactions).

The fair value of the services received from eligible employees, and the corresponding increase in equity is measured by reference to the fair value of the equity instrument granted. The fair value of the equity instruments granted is measured, at the grant date, at the market price of the Company’s shares, adjusted to consider the terms and conditions upon which the shares were granted. Market conditions, such as a target share price upon which vesting (or exercisability) is conditioned, are considered when estimating the fair value of the equity instruments granted. Non-market vesting conditions are not considered when estimating the fair value of the shares at the measurement date. Instead, non- market vesting conditions, are considered by adjusting the number of equity instruments included in the measurement of the transaction amount so that, ultimately, the amount recognized for goods or services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

The fair value is recognized as an expense, together with a corresponding increase in equity, over the period in which the services are received and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has elapsed and the Company’s best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit or loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period. No subsequent adjustment is made to total equity after the vesting date.

2.17 Revenue recognition

Revenue from contracts with customers

The Group is involved in the manufacture and sale of paint, foods and beverages, as well as agricultural business relating to the manufacture and marketing of animal feeds and concentrates, managing quick service restaurants through its company owned stores and franchise operations, and management services.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

The Group has applied IFRS 15 practical expedient to a portfolio of contracts (or performance obligations) with similar characteristics since the Group reasonably expects that the accounting result will not be materially different from the result of applying the standard to the individual contracts. The Group has been able to take a reasonable approach to determine the portfolios that would be representative of its types of customers and business lines. This has been used to categorise the different revenue streams detailed below.

At contract inception, the Group assesses the goods or services promised to a customer and identifies as a performance obligation each promise to transfer to the customer either:

- a good or service (or a bundle of goods or services) that is distinct; or
- a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

In arriving at the performance obligations, the Group assessed the goods and services as capable of being distinct and as distinct within the context of the contract after considering the following:

- If the customer can benefit from the individual good or service on its own;
- If the customer can use the good or service with other readily available resources;
- If multiple promised goods or services work together to deliver a combined output(s); and
- whether the good or service is integrated with, highly interdependent on, highly interrelated with, or significantly modifying or customising, other promised goods or services in the contract

Sale of paints
The Group manufactures and sells paint and other decorative. Revenue are recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products. The normal credit term is 30 to 60 days upon delivery.

Delivery occurs when the products have been shipped to specific locations, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

The paint is often sold with volume rebates based on aggregate sales over a three month period. Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume rebates.

The Group normally transfers the products to customers’ premises as part of the sales incentive which is a logistics discount. The logistic discount which is the transport cost paid on behalf of the customer is recognised as a reduction to revenue for the related goods.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (if any).

In determining the transaction price for the sale of hardware, the Group considers the existence of significant financing components and consideration payable to the customer (if any).

Sale of food and beverages
Contracts for the sale of food and beverages begins when goods have been delivered to the customer and revenue is recognised at the point in time when control of the goods has been transferred to the customer, generally on delivery of the goods.

The normal credit term is 5 days upon delivery for food items, 60 days for key account customers and for bottled water.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (if any).

In determining the transaction price for the sale of food and beverages, the Group considers the existence of significant financing components and consideration payable to the customer (if any).

Sale from restaurant
Sale of goods arises from the sale of pastries, seasonings and confectionaries from the corporate central kitchens. Revenue from the sale of goods is recognised when the control of the goods are transferred to the buyer. This occurs when the goods are delivered to the customer or picked up by the customers. This is at a point in time.

Delivery occurs when the goods have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and when the customer has accepted the products in accordance with the sales contract, or the acceptance provisions have lapsed, or the company has objective evidence that all criteria for acceptance have been satisfied.

Revenue from sale of pastries is recognised based on the price specified in the contract, net of the estimated returns. Returns on goods are estimated at the inception of the contract except where the timing between when the revenue is recognised and when the returns occur is considered immaterial. In these instances, the returns are accounted for when they occur.

Sale of animal feeds and concentrates
Contract for the sale of animal feeds and concentrates begins when goods have been delivered to the customer and revenue is recognised at the point in time when control of the goods has been transferred to the customer, generally on delivery of the goods.

The normal credit term is 90 days upon delivery.

Commercial service fees
Commercial service fees are fees earned on management services rendered to Group entities. These services include but are not limited to; legal/Group secretarial and human resources support.

These services have been assessed as a single performance obligation because these services are individually distinct but within the context of the contract, are not distinct and thus have been bundled into one performance obligation.

The Group recognises revenue from commercial services rendered to related party over time because the customer simultaneously receives and consumes the benefits provided by the Group.

To measure progress towards completion of the performance obligation, the Group uses the output method.

Rendering of services based on Franchise agreement
The sale-based franchise fees (royalties) are recognized at the later of when the sale occurs (provided there is no expectation of a subsequent reversal of the revenue); or the performance obligation to which some or all of the sales-based royalty has been allocated is satisfied (in whole or in part).

An agreed royalty rate is charged on the Net Proceeds on Sale (NPS) declared by each franchisee and recognized in the books as royalty income.

The Group recognises revenue from royalty rates and franchise fees overtime.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (if any).

Significant financing component

Using the practical expedient in IFRS 15, the Group does not adjust the promised amount of consideration for the effects of a significant financing component since it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of paint and other decorative provide customers with a right of return and usage based fees (management fee). The rights of return and usage based fees give rise to variable consideration.

Rights of return

Certain contracts provide a customer with a right to return the goods within a specified period. Some contracts for the sale of animal feeds, sales of food and beverages, paints provide customers with a right of return and volume rebates.

In addition, the Group offers its customers a right of return depending on if products are expired or defective in production. When a contract provides a customer with a right to return the goods within a specified period, the consideration received from the customer is variable because the contract allows the customer to return the products.

The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled.

The requirements in IFRS 15 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price.

For goods that are expected to be returned, instead of revenue, the Group recognises a refund liability. A right of return asset (and corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

Assets and liabilities arising from rights of return

- **Refund assets**

  Refund assets represent the Group's right to recover the goods expected to be returned by customers.

  The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods.

  The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

- **Refund liabilities**

  A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer.

The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to above accounting policy on variable consideration.

Customer usage
The Group has contracts where support staff are located in the colour centres/shops that belong to its numerous customers. The fee charged is based on a constant rate on sales made by the customer.

The total transaction price of service cost rendered by Group would be variable since the contracts have range of possible transaction prices arising from different volume purchased even though the rate per unit/band is fixed.

The Group estimates the variable consideration using the expected value (i.e, a probability weighted amount) because this method best predicts the amount of consideration.

Application of paint
The Group provides service of application of paints to its customers. Also, the Group supports colour centres/ shops that belong to its customers with staffs and equipment and receives constant rate management fees based on sales made by the customer.

Such services are recognised as a performance obligation satisfied over time. Revenue is recognised by measuring progress using the input method that is labour hours.

Using the practical expedient in IFRS 15 for the application of paint, the Group has elected to recognise revenue based on the amount invoiced to the customer since the Group has a right to consideration from its customer in an amount that corresponds directly with the value to the customer of the Group's performance completed to date.

Volume incentives and logistics discounts
When customers meet a set target in a particular month the Group gives a volume incentive. This is based on a percentage of what the customer achieves and is credited to the customer's account which is determined at the inception of the contract.

The Group pays logistics fees on behalf of the customers each time the customers transport their goods themselves. The Group already treats this as a reduction in sales which is in line with IFRS 15.

Consideration payable to the customer
Consideration payable to a customer includes cash amounts that the Group pays, or expects to pay, to its customer in form of logistics discounts granted to some of its customers upon execution of the some of its service contract.

The consideration payable to a customer is accounted for as a reduction of the transaction price unless the payment to the customer is in exchange for a distinct good or service that the customer transfers to the Group.

The Group recognise the reduction of revenue when (or as) the later of either of the following events occurs:

- the entity recognises revenue for the transfer of the related goods or services to the customer; and
- the entity pays or promises to pay the consideration (even if the payment is conditional on a future event). That promise might be implied by the entity's customary business practices.

Non-refundable upfront fees
In certain circumstances, the Group may receive payments from customers before they provide the contracted service or deliver a good. The up-front fees relates to an activity that the Group is required to undertake in

order to fulfil the contract which results in the transfer of a promised good or service to the customer. The non-refundable up-front fees are paid at or near contract inception – e.g. set-up fees for project integration, required scheme testing, training or other payments made at contract inception.

The Group considers the upfront fee to be part of the consideration allocable to the goods or services in the contract and would be recognised when (or as) the good or service to which the consideration was allocated is transferred to the customer. Since the set-up activities satisfy a performance obligation, the Group recognises the related costs when measuring progress.

When the Group receives consideration that is attributable to a customer's unexercised rights, the Group will recognise contract liability equal to the amount prepaid by the customer for the performance obligation to transfer, or to stand ready to transfer, goods or services in the future. Revenue would be recognised when the entity satisfies its performance obligation.

Principal vs Agent consideration
When another party is involved in providing goods or services to its customer, the Group determines whether it is a principal or an agent in these transactions by evaluating the nature of its promise to the customer. The Group is a principal and records revenue on a gross basis if it controls the promised goods or services before transferring them to the customer. However, if the Group's role is only to arrange for another entity to provide the goods or services, then the Group is an agent and will need to record revenue at the net amount that it retains for its agency services.

Contract balances
Contract assets
A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities
A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Trade receivables
A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in Note 2.9 Financial instruments – initial recognition and subsequent measurement.

Significant accounting judgements, estimates and assumptions on IFRS 15
Revenue from contracts with customers
The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Determining the timing of satisfaction of application of paints
The Group concluded that revenue for application of paint is to be recognised over time because the customer simultaneously receives and consumes the benefits provided by the Group. The fact that another entity would not need to re-perform the service that the Group has provided to date demonstrates that the customer simultaneously receives and consumes the benefits of the Group's performance as it performs.

The Group determined that the input method is the best method in measuring progress of the application of paint services because there is a direct relationship between the Group's effort (i.e., labour hours incurred) and the transfer of service to the customer. The Group recognises revenue on the basis of the labour hours expended relative to the total expected labour hours to complete the service.

Determining the timing of satisfaction of sales of paint

The Group concluded that revenue for sales of paint is to be recognised as a point in time; when the customer obtains control of the paint. The Group assesses when control is transferred using the indicators below:

- The Group has a present right to payment for the paint;
- The customer has legal title to the paint;
- The Group has transferred physical possession of the asset and delivery note received;
- The customer has the significant risks and rewards of ownership of the paint; and
- The customer has accepted the asset.

Determining the timing of satisfaction of sales of food and beverages

The Group concluded that revenue for sales of foods and beverages is to be recognised as a point in time; when the customer obtains control of the goods. The Group assesses when control is transferred using the indicators below:

- The Group has a present right to payment for the goods;
- The customer has legal title to the goods;
- The Group has transferred physical possession of the asset and delivery note received;
- The customer has the significant risks and rewards of ownership of the goods; and
- The customer has accepted the goods.

Determining the timing of satisfaction of sales of feeds and concentrates

The Group concluded that revenue for sales of feeds and concentrates is to be recognised as a point in time; when the customer obtains control of the goods. The Group assess when control is transferred using the indicators below:

- The Group has a present right to payment for the goods;
- The customer has legal title to the goods;
- The Group has transferred physical possession of the asset and delivery note received;
- The customer has the significant risks and rewards of ownership of the goods; and
- The customer has accepted the goods.

Determining the timing of satisfaction of commercial services to related party.

The Group concluded that revenue from commercial services rendered to related parties will be recognised over time because, as the Group performs, the customer simultaneously receives and consumes the benefits provided by the Group's performance.

The Group has determined that the output method is the best method for measuring progress of rendering the services to the customer. The output method recognises revenue based on direct measurements of the value to the customer of the goods or services transferred to date relative to the remaining goods or services promised under the contract.

The Group has assessed that there is a direct relationship between the Group's measurement of the value of goods or services transferred to date, relative to the remaining goods or services promised under the contract:

Determining the timing of satisfaction of management services on lease agreements
The Group concluded that revenue from management services on lease agreements will be recognised over time because, as the Group performs, the customer simultaneously receives and consumes the benefits provided by the Group's performance.

The Group has determined that the input method will effectively capture UACN's efforts to render the services. Such efforts include cost incurred to render the services.

Determining method to estimate variable consideration and assessing the constraint
Certain contracts for the sale of paint include a right of return and volume rebates that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Group determined that the expected value method is the appropriate method to use in estimating the variable consideration for the sale of paint with rights of return, given the large number of customer contracts that have similar characteristics. In estimating the variable consideration for the sale of paint with volume rebates, the Group determined that using a combination of the most likely amount method and expected value method is appropriate. The selected method that better predicts the amount of variable consideration was primarily driven by the number of volume thresholds contained in the contract.

The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

Company

(i) Commercial service fees
Revenue for the company represents management fees charged to group entities for services provided such as legal/company secretarial and human resources support . Revenue is recognised as the services are completed.

(ii) Rental income
This represents revenue earned from the consideration received/receiveables from rental properties.

(iii) Dividend income
Dividend income is recognised once the right to receive payment has been established, which is generally when shareholders approve the dividend.

(iv) Other income
Any additional income earned by the company that does not fall into the category of a commercial service fee, rental income, finance income or dividend income is recognised as other income.

2.18 Earnings per share
Basic earnings per share is computed by dividing the profit or loss attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated by dividing the profit or loss attributable to the owners of the Company, by the weighted average number of shares outstanding after adjusting for the effects of all dilutive potential ordinary shares.

2.19 Lease

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Land and building 2 to 45 years
- Plant and machinery 3 to 5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies on Impairment of non-financial assets.

The Group has elected not to recognize right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.20 Cash dividend and non-cash distribution to equity holders of the parent.

The Company recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. A distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity. The liability is extinguished when the cash dividend is transferred to the registrar for onward remittance to the shareholders. Interim dividends are recognised once paid.

Dividend payable represents unclaimed dividend less deposits with the company registrars that relate to dividends not older than 15 months which are required to be held by the company registrars in line with SEC guidelines.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value remeasurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised within "other operating income/(loss)" in the statement of profit or loss and other comprehensive income.

2.21 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and the company will comply with the conditions attaching to it.

Government grants are recognized within "other operating income/(loss)" in the statement of profit or loss and other comprehensive income on a systematic basis over the periods in which the Group and Company recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognized as deferred income in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognized in profit or loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

Grants related to non-monetary assets are stated at fair value. When the Group receives grants of non-monetary assets, the asset and the grant are recorded at nominal amounts and released to profit or loss over the expected useful life of the asset, based on the pattern of consumption of the benefits of the underlying asset by equal annual instalments.

2.22 Fair value measurement

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities at each reporting date. Equity instruments measured at fair value through other comprehensive income are also measured at fair values at the Group level.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3 Financial risk management

The Group's principal financial liabilities comprise loans and borrowings, and trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade receivables, debt instruments and cash and bank balances that are derived directly from its operations.

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the group's financial performance.

(a) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits and loans and borrowings.

(i) Foreign exchange risk

The Group is exposed to foreign exchange risks arising from various currency exposures, primarily with respect to the US dollar as a result of importing key raw materials. Foreign exchange risk arises from future commercial transactions. There are limited exposures to recognised assets and liabilities and net investments in foreign operations.

The Group does not make use of derivatives to hedge its exposures. Although the Group has various measures to mitigate exposure to foreign exchange rate movement, over the long term however, permanent changes in exchange rates will have an impact on profit. The Group monitors movement in the currency on an on-going basis.

The group manages this risk through adequate planning and timing of its foreign exchange transactions and funding of its domiciliary accounts

The Group's concentration of foreign exchange exposure is as follows:

	31 December 2022				
GROUP	**Naira ₦'000**	**USD ₦'000**	**GBP ₦'000**	**Others ₦'000**	**Total ₦'000**
Financial assets					
Debt securities (Net)	-	2,232,103	-	-	2,232,103
Trade receivables (Net)	1,485,726	76,148	-	-	1,561,873
Other receivables (Net)	2,250,718	-	-	-	2,250,718
Cash and short-term deposits (Net)	11,690,602	4,434,687	71,414	266	16,196,969
	15,427,046	**6,742,938**	**71,414**	**266**	**22,241,663**
Financial liabilities					
Long term borrowings	2,467,290	-	-	-	2,467,290
Short term borrowings	16,537,153	-	-	-	16,537,153
Trade payables	6,454,892	6,461	-	18,245	6,479,598
	25,459,335	**6,461**	**-**	**18,245**	**25,484,041**

	31 December 2021				
GROUP	**Naira ₦'000**	**USD ₦'000**	**GBP ₦'000**	**Others ₦'000**	**Total ₦'000**
Financial assets					
Debt securities (Net)	-	2,296,986	-	-	2,296,986
Trade receivables (Net)	969,915	133,780	-	-	1,103,695
Other receivables(Net)	2,706,101	-	-	-	2,706,101
Cash and short-term deposits	8,920,427	2,447,490	41,860	169	11,409,945
	12,596,443	**4,878,256**	**41,860**	**169**	**17,516,727**
Financial liabilities					
Long term borrowings	339,723	-	-	-	339,723
Short term borrowings	19,570,826	996	68	-	19,571,890
Trade payables	3,185,881	38	-	2,635,294	5,821,213
	23,096,430	**1,034**	**68**	**2,635,294**	**25,732,826**

	GROUP	
	31-Dec-22 ₦'000	**31-Dec-21 ₦'000**
The total impact on profit if Naira was to depreciate by 10%/(2021: 5%) across currencies would be as follows:	680,816	262,226
The total impact on profit if Naira was to appreciate by 10%/(2021: 5%) across currencies would be as follows:	(680,816)	(262,226)

Management considers a 10% shift in foreign currency exchange rate is appropriate to determine the sensitivity of Foreign currency denominated financial assets.

COMPANY	31 December 2022 Naira ₦'000	 USD ₦'000	 GBP ₦'000	 Others ₦'000	 Total ₦'000
Financial assets					
Debt at amortised cost		2,232,103	-	-	2,232,103
Cash and short-term deposits	4,031,056	924,544	2,006	-	4,957,606
Intercompany receivables	4,568,177				4,568,177
	8,599,233	**3,156,647**	**2,006**	**-**	**11,757,886**

	31 December 2021 Naira ₦'000	 USD ₦'000	 GBP ₦'000	 Others ₦'000	 Total ₦'000
Financial assets					
Debt at amortised cost		2,296,986	-	-	2,296,986
Cash and short-term deposits	4,081,105	220,651	2,122	-	4,303,878
Intercompany receivables	4,960,566				4,960,566
	9,041,671	**2,517,637**	**2,122**	**-**	**11,561,430**

	COMPANY 31-Dec-22 ₦'000	 31-Dec-21 ₦'000
The total impact on profit if Naira was to depreciate by 10%/(2021: 5%) across currencies would be as follows:	315,219	251,873
The total impact on profit if Naira was to appreciate by 10%/(2021: 5%) across currencies would be as follows:	(315,219)	(251,873)

Management considers a 10% shift in foreign currency exchange rate is appropriate to determine the sensitivity of foreign currency denominated financial assets.

(ii) Equity Price Risk

The Group is exposed to equity securities price risk because of investments held by the group and classified on the consolidated financial position as equity instrument at fair value through other comprehensive income and investments in subsidiaries held by the Company. The impact on equity if the price of the equity instrument measured at fair value through other comprehensive income was to appreciate/depreciate by 10% will be +/-₦41million (2021: +/- ₦22.813million).

(iii) Commodity Price Risk

The Group is exposed to the commodity price risk of grains (maize, soya beans and wheat) due to seasonal trends and the availability of harvest produce. The Group does not hedge this risk. There are operational controls in place to monitor qualities and to ensure that adequate quantities are procured and stored in silos and warehouses in the harvest seasons for the gradual milling during the year.In case of local crop failure resulting in shortages, importation is undertaken. Sensitivity to commodity price is immaterial

(iv) Interest rate risk

The group's interest rate risk arises from short term borrowings (2021: short term borrowings). Borrowings issued at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates. The individual boards of each business unit within the group set their own borrowing limits under Group guidance. No formal Group limit policy exists at this stage.

Group treasury monitors interest rate and borrowing exposures and weighted averages for the entire Group on a monthly basis. This is analysed and reviewed by the Board on a quarterly basis.

	GROUP	
	31-Dec-22 ₦'000	31-Dec-21 ₦'000
The total impact on profit or loss and equity if interest rates were to decrease by 500 basis points would be as follows:	802,067	874,434
The total impact on profit or loss and equity if interest rates were to increase by 500 basis points would be as follows:`	(802,067)	(874,434)

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance obtained from reputable banks and other financial institutions.

Impairment of trade receivables

An impairment analysis is performed at each reporting date using a provision matrix model to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year and are not subject to enforcement activity. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in the notes below. The Group does not hold collateral as security. The letters of credit and other forms of credit insurance are considered integral part of trade receivables and considered in the calculation of impairment. The Group evaluates the concentration of risk with respect to trade receivables and contract assets as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

	Trade receivables					
	Days past due					
31-Dec-22	Current ₦'000	<90 days ₦'000	90–180 days ₦'000	180–360 days ₦'000	>360 days ₦'000	Total ₦'000
Expected credit loss rate	8.58%	28.74%	47.86%	63.29%	100.00%	
Estimated total gross						
Carrying amount at default	1,530,101	123,041	65,642	112,124	435,869	2,266,776
Expected credit loss	131,294	35,363	31,418	70,960	435,869	704,904
31-Dec-21						
Expected credit loss rate	10.13%	23.39%	75.35%	69.13%	98.23%	
Estimated total gross						
Carrying amount at default	839,715	408,702	40,153	57,118	474,142	1,819,830
Expected credit loss	85,056	95,575	30,256	39,488	465,762	716,136

Set out below is the movement in the allowance for expected credit losses of trade receivables:

In thousands of Naira	2022	2021
Balance as at 1 January	**761,146**	**1,191,031**
Allowance for receivables impairment	116,263	100,628
Amount written off	(172,505)	(530,513)
Balance at 31 December	**704,904**	**761,146**

Expected credit loss measurement - other financial assets

The Group applied the general approach in computing expected credit losses (ECL) for short-term deposits and other recivables. The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The ECL is determined by projecting the probability of default (PD), loss given default (LGD) and exposure at default (EAD) for each future month and for each individual exposure. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month). This effectively calculates an ECL for each future month, which is then discounted back to the reporting date and summed. The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.

The 12-month and Lifetime PDs are derived by mapping the internal rating grade of the obligors to the PD term structure of an external rating agency for all asset classes.

The 12-month and lifetime EADs are determined based on the expected payment profile, which varies by product type. The assumptions underlying the ECL calculation – such as how the maturity profile of the PDs, etc. – are monitored and reviewed on a regular basis. There have been no significant changes in estimation techniques or significant assumptions made during the reporting period. The significant changes in the balances of the other financial assets including information about their impairment allowance are disclosed below respectively.

The Group considers a financial asset in default when contractual payments are 30 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Analysis of inputs to the ECL model under multiple economic scenarios

An overview of the approach to estimating ECLs is set out in the Summary of significant accounting policies and in Significant accounting judgements, estimates and assumptions. To ensure completeness and accuracy, the Group obtains the data used from third party sources (Central Bank of Nigeria, Nigeria Bureau of Statistics, Trading economics.com, Standards and Poor's and IMF) and units verify the accuracy of inputs to the Group's ECL models including determining the weights attributable to the multiple scenarios. The following tables set out the key drivers of expected loss and the assumptions used for the Group's base case estimate, ECLs based on the base case, plus the effect of the use of multiple economic scenarios as at 31 December 2022 and 31 December 2021.

The tables show the values of the key forward looking economic variables/assumptions used in each of the economic scenarios for the ECL calculations.

	31 December 2022				
		ECL	Group/Company		
Key drivers	Assigned Probabilities	Scenario	2022	2023	2024
Oil Price					
	11%	Upturn	88	101	101
	80%	Base	87	100	100
	9%	Downturn	75	88	88
Unemployment rate %					
	11%	Upturn	36	42	40
	80%	Base	40	45	43
	9%	Downturn	42	47	45
Inflation rate %					
	11%	Upturn	19	13	10
	80%	Base	20	15	12
	9%	Downturn	27	22	19

Key drivers	31 December 2021				
	ECL		Group/Company		
	Assigned Probabilities	Scenario	2021	2022	2023
Oil Price %					
	10%	Upturn	69	68	65
	81%	Base	67	65	63
	9%	Downturn	64	62	59
Unemployment rate %					
	10%	Upturn	31	30	29
	81%	Base	32	31	30
	9%	Downturn	33	32	31
Inflation rate %					
	10%	Upturn	12	6	5
	81%	Base	13	7	7
	9%	Downturn	18	12	12

The following tables outline the impact of multiple scenarios on the allowance:

	Group				Company				
31-Dec-22	Short-term deposits ₦'000	Debt instrument at amortised cost (Note 19) ₦'000	Impairment on associates ₦'000	Total ₦'000	Short-term deposits ₦'000	Intercompany & related party receivables ₦'000	Debt instrument at amortised cost (Note 19) ₦'000	Impairment on associates ₦'000	Total ₦'000
Upside (11%)	79	496	603	1,178	79	350	496	603	1,528
Base (80%)	575	3,610	4,388	8,573	575	2,549	3,610	4,388	11,122
Downturn (9%)	65	406	494	965	65	287	406	494	1,252
Total	**719**	**4,512**	**5,485**	**10,716**	**719**	**3,186**	**4,512**	**5,485**	**13,902**

	Group				Company				
31-Dec-21	Short-term deposits ₦'000	Debt instrument at amortised cost (Note 19) ₦'000	Impairment on associates ₦'000	Total ₦'000	Short-term deposits ₦'000	Intercompany receivables ₦'000	Debt instrument at amortised cost (Note 19) ₦'000	Impairment on associates ₦'000	Total ₦'000
Upside (10%)	87	732	1,663	2,482	87	2,062	732	1,663	4,544
Base (80%)	701	5,926	13,306	19,933	701	16,701	5,926	13,306	36,634
Downturn (10%)	78	658	1,663	2,399	78	1,855	658	1,663	4,254
Total	**866**	**7,316**	**16,632**	**24,814**	**866**	**20,618**	**7,316**	**16,632**	**45,432**

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the Group's liquidity reserve and cash and bank balances on the basis of expected cash flows.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	GROUP					
At 31 December 2022	**On demand**	**Less than 3 months**	**Between 3 months and 1 year**	**Between 1 and 5 years**	**Over 5 years**	**Total**
Borrowings	735,110	5,470,997	10,331,045	2,467,293	-	19,004,445
Lease liabilities	-	22,534	822,746	513,525	45,725	1,404,530
Trade and other payables*	2,079,366	5,409,007	4,987,645	-	-	12,476,018
Dividend payable	5,451,070	-	-	-	-	5,451,070
	8,265,546	**10,902,538**	**16,141,436**	**2,980,818**	**45,725**	**38,336,064**

	GROUP					
At 31 December 2021	**On demand**	**Less than 3 months**	**Between 3 months and 1 year**	**Between 1 and 5 years**	**Over 5 years**	**Total**
Borrowings	6,170	5,459,970	14,105,749	391,624	-	19,963,513
Lease liabilities	328,608	1,307	76,352	180,124	73,136	659,527
Trade and other payables*	2,491,792	6,287,015	2,100,308	-	-	10,879,115
Dividend payable	5,193,036	-	-	-	-	5,193,036
	8,019,606	**11,748,292**	**16,282,409**	**571,748**	**73,136**	**36,695,190**

	COMPANY					
	On demand	**Less than 3 months**	**Between 3 months and 1 year**	**Between 1 and 5 years**	**Over 5 years**	**Total**
At 31 December 2022						
Dividend payable	4,813,878	-	-	-	-	4,813,878
Other payables*	-	1,141,016	-	-	-	1,141,016
	4,813,878	**1,141,016**	**-**	**-**	**-**	**5,954,894**
At 31 December 2021						
Dividend payable	4,692,259		-	-	-	4,692,259
Other payables*	-	970,810		-	-	970,810
	4,692,259	**970,810**	**-**	**-**	**-**	**5,663,069**

*This excludes all statutory payments.

The Company does not have any exposure to borrowings, lease liabilities, and trade payables

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. For the purpose of the Group's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the parent and non controlling interest.

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.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as interest bearing debt capital divided by total equity. Interest bearing debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the consolidated financial position). Total equity is calculated as 'equity' as shown in the consolidated statement of financial position including non controlling interest. The Group has a debt/equity threshhold of 0.6 times.

	31-Dec-22	31-Dec-21
Interest bearing debt	19,004,443	19,911,612
Total equity	45,280,211	50,838,306
Total capital	**64,284,654**	**70,749,918**
Gearing ratio (%)	42	39

3.3 Fair value estimation

Financial instruments are normally held by the group until they close out in the normal course of business. Most of the fair values of the group's financial instruments approximate their carrying values. The maturity profile of short term liabilities fall due within 12 months. The maturity profile of long-term liabilities, are as disclosed in Note 3.1 (c) of these annual financial statements.

Short-term borrowings are measured at amortised cost using the effective interest rate method and the carrying amounts approximate the fair value. Fair valuation of borrowings was done using the income approach. This approach entails a calculation of the present value of expected future cash flows. The fair value hierarchy for borrowings is level 3 (see below table)

Due to their short term nature, there are no significant differences between the carrying values and the fair values of financial assets and liabilities, except for intra-group loans at company level which are eliminated on consolidation.

The table below sets out the classification of each class of financial assets and liabilities, as well as a comparison to their fair values. The different fair value levels are given below:

Level 1: Quoted prices in active markets for identical assets or liabilities, for identical assets or liabilities that the Group can access at the measurement date

Level 2: Inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

Note 41 provides the fair value measurement hierarchy of the Group's assets and liabilities for the year ended 31 December 2022.

i) Assets measured at fair values

a) Investment properties

The valuation techniques used and key inputs to valuation of investment properties have been disclosed on Note 41.

Significant unobservable valuation input:

Price per square metre	₦2,108 - ₦67,415,730

Significant increases/ (decreases) in estimated price per square meter in isolation would result in significantly higher/ (lower) fair value.

b) Equity instrument at fair value through Other Comprehensive Income

The valuation techniques used and key inputs to the fair value of equity instrument have been disclosed on Note 41.

ii) Liabilities for which fair values are disclosed

The fair value of unquoted loans from banks is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

The fair values of the Group's interest-bearing borrowings and loans are determined by using the DCF method and by discounting at the relevant borrowing rate of each obligor as at the end of the reporting period. The own non-performance risk as at 31 December 2022 was assessed to be insignificant.

The following table presents the Group's financial assets and liabilities showing the carrying amount and the fair value:

	GROUP			
	31-Dec-22		31-Dec-21	
	Carrying value	Fair value	Carrying value	Fair value
Assets				
Equity held at fair value through OCI	514,965	514,965	449,975	449,975
	514,965	**514,965**	**449,975**	**449,975**
Liabilities				
Bank overdrafts and current portion of borrowings	2,467,290	2,467,290	339,723	339,723
Long term borrowings	16,537,153	16,537,153	19,571,889	19,571,889
	19,004,443	**19,004,443**	**19,911,612**	**19,911,612**

4 Significant judgements, estimates and assumptions

4.1 Significant judgements, estimates and sources of estimation uncertainty

The preparation of the Group and Company's consolidated and separate financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Investment Property

The Group uses a combined approach of valuing investment properties using professionally qualified experts.

For breakdowns of the properties valued using each of this refer to Note 15

Management makes use of a number of methods to assess the fair value of investment property:

- Open market value
- Direct market comparison approach
- Current replacement cost approach

For purposes of the fair value recognised in the financial statements the open market method is adopted. The Open market value method falls under the “”market approach”” as stipulated in IFRS 13

To obtain the open market value the following were considered:

- Market participants
- The property is freely exposed to the market
- A reasonable period within which to negotiate sale, taking into account the nature of the property and state of the market
- No account is to be taken of an additional bid by a special purchaser”

b) Estimates of useful lives and residual values

The estimates of useful lives and residual values of PPE impact the annual depreciation charge. The useful lives and residual values are based on management experience and the condition of the assets. Consideration is given to management's intended usage policy for the assets in the future and potential market prices of similar assets.

c) **Impairment testing of non-financial assets**

The recoverable amounts of cash-generating units and individual assets have been determined based on the higher of value in use and fair value less costs to sell. These calculations require the use of estimates and assumptions. It is reasonably possible that the assumption may change which may then impact estimations and may require a material adjustment to the carrying value of intangible and tangible assets.

The Group reviews and tests the carrying value of assets when events or changes in circumstances suggest that the carrying amount may not be recoverable. Assets are grouped at the lowest level for which identifiable cash flows are largely independent of cash flows of other assets and liabilities. If there are indications that impairment may have occured, estimates are prepared for expected future cash flows for each group of assets. Expected future cashflows used to determine the value-in-use of intangible and tangible assets are inherently uncertain and could materially change over time.

d) **Provisions**

Provisions were raised and management determined a best estimate of amount based on the information available. Best estimates, being the amount that the Group would rationally pay to settle the obligation, are recognised as provisions at the reporting date. Risks, uncertainties and future events, such as changes in law and technology, are taken into account by management in determining the best estimates. Where the effect of discounting is material, provisions are discounted. The discount rate used is the pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability, all of which requires management estimation.

The Group is required to record provisions for legal or constructive contingencies when the contingency is probable of occurring and the amount of the loss can be reasonably estimated. Liabilities provided for legal matters require judgements regarding projected outcomes and ranges of losses based on historical experience and recommendations of legal counsel. Litigation is, however, unpredictable and actual costs incurred could differ materially from those estimated at the reporting date.

e) **Taxation**

Judgement is required in determining the provision for income taxes due to the complexity of legislation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. 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.

(f) **Provision for expected credit losses of trade receivables**

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by product type, customer type and rating).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

(g) Measurement of the expected credit loss allowance for other financial assets

The measurement of the expected credit loss allowance for other financial assets measured at amortised cost (e.g. cash and cash equivalents,debt instruments measured at amortised cost and due from related companies) is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. the likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation techniques used in measuring ECL is further detailed in Note 3.1 (b), which also sets out key sensitivities of the ECL to changes in these elements.

(h) Deferred tax asset

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

(i) Going Concern

The Group's management has made an assessment of its ability to continue as a going concern and is satisfied that it has the resources to continue in business for the foreseeable future. Furthermore, management has considered the existing and anticipated factors that might affect the business and we are not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on the going concern basis.

(j) Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency)

The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

(k) Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

(l) Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

(m) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

(n) Assets held for sale

The Board considered the non current assets held for sale to meet the criteria to be classified as held for sale at the reporting date for the following reasons:

- The assets are available for immediate sale and can be sold to the buyer in their current condition
- The actions to complete the sale were initiated and expected to be completed within one year from the date of initial classification
- Management is still committed to the plan to dispose of the assets

5. Segment Analysis

The Group

The chief operating decision-maker has been identified as the Executive Committee (Exco), made up of the management of the Company. The Exco reviews the Group's internal reporting in order to assess performance and allocate resources.

Management has determined the operating segments based on these reports.

The Group has identified the following as segments:

Animal Feeds & Other Edibles - Made up of business units involved in the manufacturing and sale of livestock feeds and edible oil.

Paints - Made up of business units involved in the manufacturing and sale of paints products and other decoratives.

Packaged Food & Beverages - Made up of a business unit involved in the manufacturing and sale of bottled water, snacks and ice-cream.

Quick Service Restaurants (QSR) - Made up of a business unit involved in the making and sale of snacks and meals.

Others - This is a non-reportable segment made up of the corporate head office.

The following measures are reviewed by Exco; with Profit Before Tax taken as the segment profit.

- Revenue to third parties
- Operating profit
- Profit before tax
- Property, plant and equipment
- Net assets

31 December 2022	Animal Feeds & Other Edibles ₦'000	Paints ₦'000	Packaged Food & Beverages ₦'000	QSR ₦'000	Others ₦'000	Total ₦'000
Revenue from contracts with customers	65,939,433	19,208,470	23,341,030	3,075,255	781,349	112,345,537
Rental income	-	-	-	-	227,592	227,592
Total Revenue	**65,939,433**	**19,208,470**	**23,341,030**	**3,075,255**	**1,008,941**	**112,573,129**
Intergroup revenue	(2,482,456)	(616)	(107,313)	-	(712,345)	(3,302,730)
Revenue to third parties	**63,456,977**	**19,207,854**	**23,233,717**	**3,075,255**	**296,596**	**109,270,399**
Operating (loss)/profit	(4,389,330)	3,096,000	(60,940)	(607,840)	(421,816)	(2,383,926)
(Loss)/profit before tax	(6,862,801)	3,444,212	(143,870)	(813,723)	10,866	(4,365,316)
Profit after tax for the year from discontinued operations	-	-	-	-	6,508	6,508
Property, plant and equipment	12,147,385	2,140,908	8,666,213	1,238,548	850,357	25,043,411
Net assets/(liabilities)	12,358,080	6,599,602	8,238,073	(986,126)	19,070,582	45,280,211

31 December 2021	Animal Feeds & Other Edibles ₦'000	Paints ₦'000	Packaged Food & Beverages ₦'000	QSR ₦'000	Others ₦'000	Total ₦'000
Revenue from contract with customers	62,711,052	15,354,726	23,750,689	2,208,183	648,951	104,673,601
Rental income	-	-	-	-	228,506	228,506
Total Revenue	**62,711,052**	**15,354,726**	**23,750,689**	**2,208,183**	**877,457**	**104,902,107**
Intergroup revenue	(2,759,561)	(6,137)	(116,634)	-	(642,937)	(3,525,268)
Revenue to third parties	**59,951,491**	**15,348,589**	**23,634,055**	**2,208,183**	**234,520**	**101,376,839**
Operating profit/(loss)	2,540,586	1,439,969	1,393,135	(525,234)	165,460	5,013,916
Profit / (Loss) before tax	1,195,381	1,693,274	1,452,383	(508,893)	276,228	4,108,373
Loss after tax for the year from discontinued operations	-	-	-	-	(2,105)	(2,105)
Property, plant and equipment	12,631,759	1,791,844	6,466,742	400,536	932,783	22,223,664
Net assets/(liabilities)	18,075,020	4,409,774	8,410,077	(156,548)	20,099,983	50,838,306

Entity wide information

Analysis of revenue by category:	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Revenue from contracts with customers	109,054,411	101,158,012
Rental income	215,988	218,827
	109,270,399	**101,376,839**

Analysis of revenue by geographical location:	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Nigeria	109,270,399	101,376,839
Others	-	-
	109,270,399	**101,376,839**

Concentration risk

The Group is not exposed to any concentration risk, as there is no single customer with a contribution to revenue of more than 10%.

Disaggregated Revenue

Group

	For the year ended 31 December 2022					
Segments	**Animal Feeds & Other Edibles ₦'000**	**Paints ₦'000**	**Packaged Food & Beverages ₦'000**	**QSR ₦'000**	**Others ₦'000**	**Total ₦'000**
Revenue from contracts with customers						
Sale of goods	63,456,977	19,059,190	23,233,717	3,075,255	-	108,825,139
Rendering of service	-	148,664	-	-	296,596	445,260
Total	**63,456,977**	**19,207,854**	**23,233,717**	**3,075,255**	**296,596**	**109,270,399**
Geographical Markets						
Nigeria	63,456,977	19,207,854	23,233,717	3,075,255	296,596	109,270,399
Outside Nigeria	-	-	-	-	-	-
Total	**63,456,977**	**19,207,854**	**23,233,717**	**3,075,255**	**296,596**	**109,270,399**
Timing of revenue						
Goods transferred at a point in time	63,456,977	19,059,190	23,233,717	3,075,255	-	108,825,139
Services transferred over time	-	148,664	-	-	296,596	445,260
	63,456,977	**19,207,854**	**23,233,717**	**3,075,255**	**296,596**	**109,270,399**

Disaggregated Revenue

Group

	For the year ended 31 December 2021					
Segments	Animal Feeds & Other Edibles ₦'000	Paints ₦'000	Packaged Food & Beverages ₦'000	QSR ₦'000	Others ₦'000	Total ₦'000
Revenue from contracts with customers						
Sale of goods	59,951,491	15,265,777	23,634,055	2,208,183	-	101,059,507
Rendering of service	-	82,812	-	-	234,520	317,332
Total	**59,951,491**	**15,348,589**	**23,634,055**	**2,208,183**	**234,520**	**101,376,839**
Geographical Markets						
Nigeria	59,951,491	15,348,589	23,634,055	2,208,183	234,520	101,376,839
Outside Nigeria	-	-	-	-	-	-
Total	**59,951,491**	**15,348,589**	**23,634,055**	**2,208,183**	**234,520**	**101,376,839**
Timing of revenue						
Goods transferred at a point in time	59,951,491	15,265,777	23,634,055	2,208,183	-	101,059,507
Services transferred over time	-	82,812	-	-	234,520	317,332
	59,951,491	**15,348,589**	**23,634,055**	**2,208,183**	**234,520**	**101,376,839**

6 Dividend income

	The Group		The Company	
	31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Dividend income from subsidiaries	-	-	829,136	1,300,930
Dividend income from third parties	9,250	260,093	9,250	260,093
Total dividend income	**9,250**	**260,093**	**838,386**	**1,561,023**

6(a) Reconciliation to dividend received in statement of cash flows

	The Group		The Company	
	31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Gross dividend income	9,250	260,093	838,386	1,561,023
Scrip dividend income	-	-	(501,408)	-
Withholding tax on dividend income	(925)	(1,462)	(83,839)	(131,556)
Dividend received	**8,325**	**258,631**	**253,139**	**1,429,467**

7i Other operating income/(loss)

	The Group		The Company	
	31 Dec 22 ₦' 000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Profit(loss) on sale of Property, Plant and Equipment	15,459	(32,009)	2,335	(32,129)
Fair value gain on unbundling UPDC REIT(Note 37b)	-	324,725	-	324,725
Profit on sale of investment properties	458,049	-	458,049	-
Net fair value (loss)/gain on investment properties (Note 15)	(806,374)	1,139,398	(806,374)	1,139,398
Profit on disposal of asset held for sale	-	160,068	-	-
Write off of Property, Plant and Equipment	(125,935)	-	(153)	-
Government grant (Note 28)	264,350	-	-	-
Other income (a)	937,288	483,967	1,224,299	154,790
Total other operating income/(loss)	**742,837**	**2,076,149**	**878,156**	**1,586,784**

(a) Other income

	The Group		The Company	
Other income comprises:	31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Management fees	149,319	109,569	-	-
Sale of scrap, used bags and by products	297,274	361,702	-	-
Board fees and allowances	-	-	67,606	27,011
Recharged costs (b)	-	-	699,884	127,779
Other trading income (c)	490,695	12,696	456,809	-
	937,288	**483,967**	**1,224,299**	**154,790**

(b) Recharged costs

Recharged costs represent reimbursible expenses incurred by the parent company on behalf of the subsidiaries which are recharged to the subsidiaries. Included in recharged cost is ₦573,048,000 which represents the reimbursement of the finance cost incurred on the commercial papers issued by UAC of Nigeria PLC on behalf of Grand Cereals Limited and Livestock Feeds PLC.

(c) Other trading income

Other trading income includes long outstanding liabilities now reversed to income, legal fees earned on disposal of properties, insurance claims recovered and other miscellaneous income.

7ii (Impairment loss)/writeback on financial assets

	The Group		The Company	
	31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Write back of impairment loss on related party receivables (Note 23)	11,147	12,439	11,947	8,939
Write back/(impairment loss) on other receivables	(51,048)	19,100	(46,032)	(10,296)
Writeback of impairment loss on debt securites (Note 19)	2,804	23,754	2,804	23,754
Write back of impairment loss on cash and cash equivalents	149	29,384	149	3,686
Impairment loss on trade receivables (Note 23)	(116,263)	(100,627)	-	-
Writeback of impairment loss on other financial assets	92,255	-	-	-
Total (impairment loss)/writeback on financial assets	**(60,956)**	**(15,950)**	**(31,132)**	**26,083**

8 (a) Expenses by Nature

	The Group		The Company	
	31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Raw materials consumed and changes in finished goods and work in progress	80,786,468	73,238,367	-	-
Write off of inventories to net realisable value	152,352	140,162	-	-
Personnel expenses (f)	11,059,494	9,632,401	1,369,410	1,405,502
Depreciation charge on property, plant and equipment	2,496,127	2,138,969	159,996	136,348
Depreciation charge on right-of-use asset	481,602	368,215	-	-
Amortisation of intangibles	206,739	33,208	7,721	3,144
Royalty fees	579,569	461,607	-	-
Rents & rates	151,578	270,807	35,006	32,161
Electricity & power	4,570,402	2,557,900	14,398	13,562
Vehicles repairs, maintenance & fueling	885,130	411,737	1,676	3,553
Other repairs & maintenance	791,944	1,159,895	52,042	34,674
Auditors' remuneration	128,270	132,005	26,579	26,579
Information technology charge	765,342	441,607	30,269	75,422
Legal and professional expenses	637,715	982,488	276,794	528,042
Donations	25,325	114,592	7,250	100,000
Subscriptions	75,799	109,124	20,317	32,223
Insurance	314,416	244,357	20,977	20,075
Distribution expenses	4,125,529	2,864,086	-	-
Loss on lease termination	910	-	-	-
Marketing, Advertising & Communication	1,684,978	1,044,935	17,303	12,529
Hire of equipment	138,959	122,188	-	-
Catering expenses	336,117	249,493	15,091	5,921
Cleaning, laundry & sanitation	191,339	177,947	1,683	2,495
Levies, licenses & permit	57,063	83,501	-	-
Security	276,377	259,634	1,111	9,717
Travelling expenses	394,219	304,191	22,457	34,611
AGM expenses	84,724	64,526	39,587	21,374
Bank charges	102,623	81,169	7,931	7,740
Stationery and printing	133,745	98,899	2,273	5,605
Uniform and safety kit	22,319	28,845	260	90
Training and recruitment expenses	101,610	33,774	87,098	30,759
Project expense	68,989	79,241	450	-
Entertainment expense	17,585	36,732	-	-
Corporate gifts	217,636	107,476	8,727	11,777
Provision for VAT and WHT receivables(c)	-	303,872	-	9,728
Sundry office expenses (e)	282,462	305,265	26,258	6,674
	112,345,456	**98,683,215**	**2,252,664**	**2,570,305**

8 (b) Expenses by Function

	The Group		The Company	
	31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Analysed as:				
Cost of sales	95,033,006	83,837,291	-	-
Selling and distribution expenses	8,506,977	6,345,986	-	-
Administrative expenses	8,805,473	8,499,938	2,252,664	2,570,305
	112,345,456	**98,683,215**	**2,252,664**	**2,570,305**

8 (c) Provision for VAT and WHT receivables

Included in provision for VAT and WHT receivables for the group for 2021 is ₦62,961,000 which relates to the impairment of WHT receivables at Portland Paints & Products Nigeria PLC (PPPNP) prior to the merger with Chemical and Allied Products PLC, based on the directive received from FIRS that the unutilised WHT credit notes in PPPNP cannot be used by the enlarged post-merger CAP to settle its pre or post merger tax liability.

8 (d) Non audit services

During the year, the Group's auditors Messrs KPMG Professional Services provided whistle-blowing services. The fees earned for the service was ₦2.15million

8 (e) Sundry office expenses

	The Group		The Company	
	31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Sundry office expenses comprises the following:				
VAT on commercial service fees	52,087	47,336	-	-
Loss on liquidation of UNICO	-	-	19,812	-
Other miscellaneous expenses	230,375	257,929	6,446	6,674
	282,462	**305,265**	**26,258**	**6,674**

8 (f) Personnel expenses

	The Group		The Company	
	31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Personnel expenses include:				
Wages, salaries and other short term benefits for staff, managers and executive directors	9,594,462	8,540,487	787,930	978,998
Directors' emoluments	886,586	784,957	304,188	289,278
Defined contribution plans	334,507	306,957	33,353	38,295
Share based benefits (Note 33)	243,939	98,931	243,939	98,931
	11,059,494	**9,632,401**	**1,369,410**	**1,405,502**

8 (f) Particulars of directors and staff

(i) The group had in its employment during the year the weekly average number of staff in each category below. The aggregate amount stated against each category was incurred as wages and retirement benefit costs during the year.

	The Group		The Company	
Costs	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Key management personnel:				
Wages, salaries and other short term benefits	1,059,903	876,185	287,207	279,106
Directors' emoluments				
- Executive Directors	646,529	489,579	201,407	189,834
- Non-Executive Directors	240,057	295,378	102,781	99,444
	886,586	784,957	304,188	289,278
Post employment benefits:				
- Defined contribution plans	25,679	31,668	13,294	11,536
Total for non executive directors and key management personnel	**1,972,168**	**1,692,809**	**604,689**	**579,920**
Other management personnel	3,725,007	4,434,683	224,280	330,384
Staff	5,118,381	3,405,978	296,502	396,267
Share based benefits - Long Term Incentive Plan (Note 33)	243,939	98,931	243,939	98,931
Total	**11,059,494**	**9,632,401**	**1,369,410**	**1,405,502**

	The Group		The company	
Numbers	2022 Number	2021 Number	2022 Number	2021 Number
Key management personnel	27	16	3	3
Other management personnel	549	550	10	13
Staff	812	903	26	24
Total	**1,388**	**1,469**	**39**	**40**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Average cost per staff	7,968	6,557	35,113	35,138

(II) The table below shows the number of employees (excluding non executive directors), who earned over ₦300,000 as emoluments in the year and were within the bands stated.

	The Group		The Company	
N	2022 Number	2021 Number	2022 Number	2021 Number
300,001 - 500,000	-	0	-	-
500,001 - 700,000	2	2	-	-
700,001 - 900,000	131	6	-	-
900,001 - 1,100,000	53	112	-	-
1,100,001 - 1,300,000	61	138	1	1
1,300,001 - 1,500,000	76	99	1	1
1,500,001 and Above	1,065	1,112	37	38
	1,388	**1,469**	**39**	**40**

		The Company	
(iii)	Emoluments of directors	2022 ₦'000	2021 ₦'000
	Fees	13,969	16,183
	Other emoluments	290,219	273,095
		304,188	**289,278**

(iv)	**The Chairman's emolument.**	**23,389**	**20,762**
(v)	**Emolument of the highest paid Director.**	**83,332**	**95,987**

(vi) The table below shows the number of directors of the company, whose remuneration, excluding pension contributions, fell within the bands shown.

	The Company	
₦	2022 Number	2021 Number
100,001 - 15,000,000	5	6
15,000,001 and above	5	4

9. Net finance income

	The Group		The Company	
	31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Interest income on short-term bank deposits	699,208	703,440	366,672	447,775
Coupon on Eurobonds	180,628	301,180	180,628	301,180
Interest income on loans	238,212	203,471	385,155	255,737
Interest income on finance lease assets	3,300	3,300	-	-
Total interest income	**1,121,348**	**1,211,391**	**932,455**	**1,004,692**
Exchange gain	326,521	346,528	11,193	93,568
Finance Income	**1,447,869**	**1,557,919**	**943,648**	**1,098,260**
Interest expense on bank loans - Note 25	(2,680,239)	(1,353,466)	(11,949)	-
Interest expense on commercial paper - Note 25	(580,984)	-	(580,984)	
Interest expense on lease liability - Note 21	(204,740)	(122,504)	-	-
Amortisation of premium on Eurobonds	(61,694)	(92,056)	(61,694)	(92,056)
Unwinding of discount on provisions	(5,046)	-	-	-
Finance Costs	**(3,532,703)**	**(1,568,026)**	**(654,627)**	**(92,056)**
Net finance (cost)/income	**(2,084,834)**	**(10,107)**	**289,021**	**1,006,204**

Analysis of interest income

	The Group		The Company	
	31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Interest on fixed deposit	692,227	443,464	365,092	255,737
Interest on related party loans	238,212	203,471	385,155	258,995
Interest on treasury bills	-	319	-	-
Interest on call deposit	6,926	45,442	1,525	13,155
Interest on current account	23	40,298	23	1,708
Interest on commercial paper	162	173,917	162	173,917
Coupon on Eurobonds	180,498	301,180	180,498	301,180
Interest on finance lease assets	3,300	3,300	-	-
Interest income	**1,121,348**	**1,211,391**	**932,455**	**1,004,692**

10. Taxation

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 Restated ₦'000
Current tax				
Nigeria corporation tax charge for the year	840,503	971,945	24,494	10,987
Education tax	117,912	157,913	5,517	2,672
Capital gains tax	68,776	15,678	68,492	
Trust Levy	220	344	37	124
Withholding tax on dividend income	83,839	131,555	83,839	131,555
Prior year over provision	(136)	(15,567)	-	-
Total current tax charge	**1,111,114**	**1,261,868**	**182,379**	**145,338**
Deferred tax				
Temporary differences, origination and reversal (note (26))	(1,933,657)	178,625	(133,499)	(2,716)
Total deferred tax	(1,933,657)	178,625	(133,499)	(2,716)
Income tax expense	**(822,543)**	**1,440,493**	**48,880**	**142,622**

Nigeria corporation tax is calculated at 30% (2021: 30%) of the taxable profit for the period and education tax is calculated at 2.5% (2021: 2.5%) of assessable profit.

The tax charge for the period can be reconciled to the profit per the consolidated income statement as follows:

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Profit/(loss) before tax (A)	**(4,365,316)**	**4,108,373**	**730,708**	**2,487,246**
Tax at the Nigeria corporation tax rate of 30% (2021: 30%)	(1,309,595)	1,232,512	219,212	746,174
Education tax	117,912	157,912	5,517	2,672
Capital gains tax	68,776	-	68,492	-
Tax effect of disallowable expenses	539,392	124,444	8,099	-
Tax effect of Exempt income	(495,529)	(50,655)	(313,123)	(533,071)
Temporary differences	(247,339)	46,800	(27,104)	-
Trust levy	220	283	37	124
Change in estimate relating to prior years	33,469	(13,390)	-	-
Tax incentives	-	(4,330)	-	-
Permanent differences	-	(43,995)	-	(78,162)
Unrelieved losses	72,477	-	-	-
Effect of unrecognised tax credit	-	(13,999)	-	-
Effect of current year unrecognised deferred tax	309,194	(125,908)	-	(125,935)
Investment allowance	175	(736)	274	(736)
Withholding tax on dividend income	83,839	131,555	83,839	131,555
Balancing charge	4,465	-	3,637	-
Tax charge for the year (B)	**(822,543)**	**1,440,493**	**48,880**	**142,622**
Effective tax rate B/A	**19%**	**35%**	**7%**	**6%**

	The Group		The Company	
Current income tax liabilities	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Opening balance	3,726,695	3,814,160	2,490,527	2,480,618
Income tax expense	1,111,114	1,261,869	182,379	145,338
Minimum tax	456,730	78,721	-	-
Withholding tax credit notes utilised	(181,136)	(149,955)	(103,772)	(133,451)
Payment during the year	(1,116,235)	(1,278,099)	(47,016)	(1,978)
	3,997,168	**3,726,695**	**2,522,118**	**2,490,527**

11. Dividend

	The Company	
Amounts recognised as distribution to ordinary shareholders in the year comprise:	2022 ₦'000	2021 ₦'000
Dividend declared	1,872,843	3,457,556
Number of shares (000)	2,881,296	2,881,296
Dividends per share (kobo per share)	**65**	**120**

12. Earnings Per Share

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

	The Group		The Company	
(Loss)/profit attributable to ordinary equity shareholders:	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
(Loss)/profit from continuing operations	(3,088,873)	1,808,731	681,828	2,344,624
(Loss)/profit from discontinued operations	9,951	(1,824)	-	-
(Loss)/profit for the year	**(3,078,922)**	**1,806,907**	**681,828**	**2,344,624**

	The Group		The Company	
Basic (loss)/earnings per share		Restated		Restated
From continuing operations	(107)	62	24	81
From discontinued operations	-	-	-	-
(Loss)/earmings per share	**(107)**	**62**	**24**	**81**

	The Company	
	2022 Number	2021 Restated Number
Basic weighted average and Diluted weighted average number of shares (000)	**2,896,241**	**2,896,241**

(b) Diluted earnings per share

Diluted earnings per share is the same as basic earnings per share because there are no dilutive potential ordinary shares during the period.

(c) Restatement of 2021 weighted average number of shares

The basic and diluted weighted average number of shares for 2021 was adjusted retrospectively as a result of the scrip dividend issued in 2022.

13. Property, plant and equipment

The Group

Cost:	Land ₦'000	Buildings ₦'000	Plant and Machinery ₦'000	Computer Equipment ₦'000	Motor Vehicles ₦'000	Office Furniture ₦'000	Capital Work in progress ₦'000	Total ₦'000
At 1 January 2021	1,352,793	7,279,865	19,921,189	1,346,983	3,096,252	921,522	2,563,948	36,482,552
Additions	-	259,244	1,257,219	134,810	591,747	90,332	1,132,975	3,466,327
Disposals (b)	-	(126,565)	(103,780)	(32,118)	(253,547)	(20,765)	(6,814)	(543,588)
Transfers from assets held for sale	-	29,102	486,345	4,664	-	408	(506,137)	14,382
Write off	-	-	(41,542)	(321,845)	-	(45,627)	-	(409,013)
Reclassifications (a)	-	139,535	158,376	44,308	31,613	97,205	(505,667)	(34,631)
At 31 December 2021	**1,352,793**	**7,581,181**	**21,677,807**	**1,176,802**	**3,466,064**	**1,043,076**	**2,678,305**	**38,976,029**

The Group

Cost:	Land ₦'000	Buildings ₦'000	Plant and Machinery ₦'000	Computer Equipment ₦'000	Motor Vehicles ₦'000	Office Furniture ₦'000	Capital Work in progress ₦'000	Total ₦'000
At 1 January 2022	1,352,793	7,581,181	21,677,807	1,176,802	3,466,064	1,043,076	2,678,305	38,976,029
Additions	-	265,349	2,743,281	109,154	1,117,000	151,905	1,594,500	5,981,189
Disposals	-	-	(399,545)	(17,206)	(137,513)	(2,834)	-	(557,098)
Transfer to intangible assets(a)	-	17,476	-	11	-	9,639	(499,306)	(472,180)
Transfer from assets held for sale	-	-	18,299	-	-	2,786	-	21,085
Write off	-	(7,287)	(677,419)	(46,982)	(291,437)	(1,547)	-	(1,024,672)
Reclassification	-	101,287	534,790	24,463	28,265	52,106	(740,911)	-
At 31 December 2022	**1,352,793**	**7,958,006**	**23,897,213**	**1,246,242**	**4,182,379**	**1,255,131**	**3,032,588**	**42,924,353**
Accumulated depreciation and impairment								
At 1 January 2021	-	2,142,969	10,039,757	1,099,503	1,478,275	698,214	12,000	15,470,718
Charge for the year	-	163,403	1,339,579	112,383	455,024	68,581	-	2,138,970
Disposals	-	(105,419)	(94,762)	(30,125)	(200,608)	(19,524)	-	(450,438)
Transfer from assets held for sale	-			1,227			-	1,227
Write-off	-		(41,508)	(321,286)	-	(45,317)	-	(408,111)
At 31 December 2021	**-**	**2,200,953**	**11,243,066**	**861,702**	**1,732,691**	**701,954**	**12,000**	**16,752,365**
Accumulated depreciation and impairment								
At 1 January 2022	-	2,200,953	11,243,066	861,702	1,732,691	701,954	12,000	16,752,365
Charge for the year	-	178,799	1,483,695	112,898	609,504	111,232	-	2,496,128
Disposals	-	(2)	(367,791)	(2,751)	(113,811)	(1,401)	-	(485,756)
Transfer from assets held for sale	-	-	16,103	-	-	836	-	16,939
Write-off	2	(6,839)	(559,549)	(46,745)	(284,184)	(1,419)	-	(898,734)
At 31 December 2022	**2**	**2,372,911**	**11,815,524**	**925,105**	**1,944,199**	**811,202**	**12,000**	**17,880,943**
Net book values:								
At 31 December 2022	**1,352,791**	**5,585,095**	**12,081,689**	**321,137**	**2,238,180**	**443,929**	**3,020,588**	**25,043,411**
At 31 December 2021	**1,352,793**	**5,380,228**	**10,434,742**	**315,100**	**1,733,373**	**341,122**	**2,666,305**	**22,223,664**

(a) Reclassifications out of property, plant and equipment relate to the transfer of IT software from capital work in progress to intangible assets

(b) Included in disposals is the sum of ₦3,286,000 which relates to impairment charge on asset (Land) previously classified as held for sale which was not recognised as part of the carrying value of the asset. The profit on disposal has been computed on the carrying amount of the asset and has been disclosed in Notes 7 & 37.

(c) No impairment loss was recognised on property, plant and equipment

(d) No borrowing cost was capitalised during the year.

(e) The property, plant and equipment are not pledged as security by the Group.

13. Property, plant and equipment

The Company

Cost:	Building ₦'000	Plant and Machinery ₦'000	Computer Equipment ₦'000	Motor Vehicles ₦'000	Office Furniture ₦'000	Capital Work in progress ₦'000	Total ₦'000
At 1 January 2021	617,373	377,072	429,439	295,285	74,491	117,406	1,911,067
Additions	11,479	-	12,271	56,380	102	135,145	215,376
Disposals	-	-	(2,580)	(67,195)	-	-	(69,776)
Write Off	-	(41,542)	(321,845)	-	(45,627)	-	(409,013)
Reclassifications	105,098	24,542	38,096	-	52,158	(220,658)	(764)
At 31 December 2021	**733,950**	**360,072**	**155,380**	**284,469**	**81,124**	**31,893**	**1,646,890**
At 1 January 2022	733,950	360,072	155,380	284,469	81,124	31,893	1,646,890
Additions	13,286	9,142	26,085	49,450	929	60,993	159,885
Disposals	-	(23,412)	(1,376)	(47,750)	-	-	(72,538)
Write Off	-	(5,239)	(515)	-	(1,547)	-	(7,301)
Transfer to intangible assets	17,476	-	11	-	9,639	(82,965)	(55,839)
At 31 December 2022	**764,712**	**340,563**	**179,585**	**286,169**	**90,145**	**9,921**	**1,671,097**
Accumulated depreciation and impairment							
At 1 January 2021	232,516	220,999	410,090	102,613	56,705	-	1,022,923
Charge for the year	12,576	36,754	13,250	60,626	13,142	-	136,348
Disposals	-	-	(1,046)	(36,006)	-	-	(37,052)
Other reclassification	-	(41,508)	(321,286)	-	(45,317)	-	(408,112)
At 31 December 2021	**245,092**	**216,245**	**101,007**	**127,233**	**24,529**	**-**	**714,107**
At 1 January 2022	245,092	216,245	101,007	127,233	24,529	-	714,107
Charge for the year	13,946	46,042	20,811	61,101	18,095	-	159,995
Disposals	-	(23,411)	(667)	(35,317)	-	-	(59,395)
Write Off	-	-	(5,214)	(514)	(1,419)	-	(7,147)
At 31 December 2022	**259,038**	**238,876**	**115,937**	**152,503**	**41,205**	**-**	**807,560**
Net book values:							
At 31 December 2022	**505,674**	**101,687**	**63,648**	**133,666**	**48,940**	**9,921**	**863,537**
At 31 December 2021	**488,858**	**143,827**	**54,373**	**157,236**	**56,595**	**31,893**	**932,783**

No impairment loss was recognised on property, plant and equipment
No borrowing cost was capitalised during the year.
The non-current assets are not pledged as security by the Company.

14. Intangible assets and goodwill

	Group					Company		
Cost	Goodwill ₦'000	Brands & Trade Marks ₦'000	Software ₦'000	Capital Work in progress ₦'000	Total ₦'000	Software ₦'000	Capital Work in progress ₦'000	Total ₦'000
At 1 January 2021	548,747	1,070,185	844,879	4,620	2,468,432	196,302	-	196,302
Additions - externally acquired during the year	-	-	3,710	142,059	145,769	-	-	-
Transfer from property, plant and equipment	-	-	1,191	33,439	34,630		764	764
Write-off	-	-	(764)	-	(764)	-	(764)	(764)
At 31 December 2021	**548,747**	**1,070,185**	**849,016**	**180,118**	**2,648,066**	**196,302**	**-**	**196,302**
At 1 January 2022	548,747	1,070,185	849,016	180,118	2,648,066	196,302	-	196,302
Additions	-	-	1,422,626	422,893	1,845,519	-	-	-
Transfer from property, plant and equipment	-	-	472,180	-	472,180	55,839		55,839
Reclassifications	-	-	598,389	(598,389)	-	-	-	-
Write-off	-	-	(125,956)	-	(125,956)	-		-
At 31 December 2022	**548,747**	**1,070,185**	**3,216,255**	**4,622**	**4,839,810**	**252,141**	**-**	**252,141**
Accumulated amortisation								
At 1 January 2021	-	288,439	806,771	-	1,095,209	186,268	-	186,268
Amortisation for the year	-	-	33,208	-	33,208	3,144	-	3,144
At 31 December 2021	**-**	**288,439**	**839,978**	**-**	**1,128,417**	**189,412**	**-**	**189,412**
At 1 January 2022	-	288,439	839,978	-	1,128,417	189,412	-	189,412
Amortisation for the period	-	-	206,740	-	206,740	7,721	-	7,721
Write-off	-	-	(122,094)	-	(122,094)	-		-
At 31 December 2022	**-**	**288,439**	**924,625**	**-**	**1,213,063**	**197,133**	**-**	**197,133**
Net book values								
At 31 December 2022	**548,747**	**781,747**	**2,291,630**	**4,622**	**3,626,747**	**55,008**	**-**	**55,008**
At 31 December 2021	**548,747**	**781,747**	**9,038**	**180,118**	**1,519,650**	**6,890**	**-**	**6,890**

Impairment Test for Goodwill

Goodwill acquired through business combination is allocated to each of the Cash-Generating Unit (CGU) that are expected to benefit from the synergies of the combination. For the purpose of allocation, the individual entities were regarded as single cash generating unit.

The following is a summary of goodwill allocation for each operating segment:

2021	Opening ₦'000	Addition ₦'000	Disposal ₦'000	Impairment ₦'000	Other Adjustments ₦'000	Closing ₦'000
Livestock Feeds PLC	209,705	-	-	-	-	209,705
Portland Paints and Products Nigeria PLC	339,042	-	-	-	-	339,042
	548,747	**-**	**-**	**-**	**-**	**548,747**

2022	Opening ₦'000	Addition ₦'000	Disposal ₦'000	Impairment ₦'000	Other Adjustments ₦'000	Closing ₦'000
Livestock Feeds PLC	209,705	-	-	-	-	209,705
Chemical and Allied Products PLC	339,042	-	-	-	-	339,042
	548,747	**-**	**-**	**-**	**-**	**548,747**

Animal Feeds CGU under Livestock Feeds

Livestock Feeds Limited is the CGU in the Animal feeds segment with goodwill. The recoverable amount of the CGU was ₦2.8billion as at 31 December 2022 (2021: ₦4.7 billion). The recoverable amount was determined based on the fair value less cost of disposal of the Company which was obtained from the Nigerian Exchange Limited (NGX) and is categorised as level 1 in the fair value hierarchy (2021: The recoverable amount was determined based on the fair value less cost of disposal of the Company which was obtained from the Nigerian Exchange Limited (NGX) and is categorised as level 1 in the fair value hierarchy). The fair value less cost of disposal exceeds the carrying value of the CGU of ₦2.5 billion, consequently no impairment was charged as at 31 December 2022 (2021: Nil).

Paints CGU under Chemical and Allied Products PLC

In July 2021, the merger between Chemical and Allied Products PLC (CAP) and Portland Paints and Products Nigeria PLC (PPNP) became effective with CAP emerging as the surviving entity, consequently CAP became the CGU in the paints segment with goodwill. The recoverable amount of the CGU was ₦7.9billion as at 31 December 2022 (2021: ₦8.7 billion), determined based on a fair value less cost of disposal of the CAP which was obtained from the Nigerian Exchange Limited (NGX), and is categorised as level 1 in the fair value hierarchy (2021: The recoverable amount was determined based on the fair value less cost of disposal of the Company which was obtained from the Nigerian Exchange Limited (NGX) and is categorised as level 1 in the fair value hierarchy). The fair value less cost of disposal exceeds the carrying amount of the CGU (₦3.3billion), consequently no impairment was charged as at 31 December 2022 (2021: Nil).

15 . Investment property

	The Group			The Company		
Fair value	**Freehold land and building ₦'000**	**Leasehold land and building ₦'000**	**Total investment properties ₦'000**	**Freehold land and building ₦'000**	**Leasehold land and building ₦'000**	**Total investment properties ₦'000**
At 1 January 2021	303,712	2,331,287	2,634,999	-	2,331,287	2,331,287
Net gain from fair value adjustments on investment property	-	1,139,398	1,139,398	-	1,139,398	1,139,398
Reclassification to non-current asset held for sale(Note 37)	(303,712)	-	(303,712)	-	-	-
At 31 December 2021	**-**	**3,470,685**	**3,470,685**	**-**	**3,470,685**	**3,470,685**
At 1 January 2022	-	3,470,685	3,470,685	-	3,470,685	3,470,685
Disposals	-	(228,951)	(228,951)	-	(228,951)	(228,951)
Net loss from fair value adjustments on investment property	-	(806,374)	(806,374)	-	(806,374)	(806,374)
At 31 December 2022	**-**	**2,435,360**	**2,435,360**	**-**	**2,435,360**	**2,435,360**

Fair value of investment properties is categorised as follows:

	The Group			The Company		
31-Dec-22	**Freehold land and building ₦'000**	**Leasehold land and building ₦'000**	**Total investment properties ₦'000**	**Freehold land and building ₦'000**	**Leasehold land and building ₦'000**	**Total investment properties ₦'000**
External valuation	-	2,435,360	2,435,360	-	2,435,360	2,435,360
	-	**2,435,360**	**2,435,360**	**-**	**2,435,360**	**2,435,360**

Fair value of investment properties is categorised as follows:

31-Dec-21	The Group Freehold land and building ₦'000	The Group Leasehold land and building ₦'000	The Group Total investment properties ₦'000	The Company Freehold land and building ₦'000	The Company Leasehold land and building ₦'000	The Company Total investment properties ₦'000
External valuation		3,470,685	3,470,685	-	2,331,287	2,331,287
	-	**3,470,685**	**3,470,685**	**-**	**2,331,287**	**2,331,287**

Significant unobservable valuation input (Fair value hierarchy - Level 3):

Price per square metre	**₦2,108 - ₦67,415,730**

Significant increases/ (decreases) in estimated price per square meter in isolation would result in significantly higher/ (lower) fair value.

The Group's investment properties were valued in December 2022 by Robert Offor & Co. (FRC/2015/ NIESV/00000010621), an independent professionally qualified valuer who holds recognised relevant professional qualifications and has recent experience in the locations and categories of the investment properties valued. The valuation report for 2022 was signed by the firm's managing partner Mr. Robert Offor (FRC/2015/ NIESV/00000010621).

Included in Investment property for 2021 is a property whose fair value cannot be reliably determined, due to encumbrances in the Group/Company's title to the property arising from a revocation order by the government which is subject of an ongoing litigation established by the Company. In accordance with the IFRS, the Group/ Company continues to measure the investment property at fair value based on the most recent external valuation performed on the property.

Rental income schedule	The Group 31 Dec 22 ₦'000	The Group 31 Dec 21 ₦'000	The Company 31 Dec 22 ₦'000	The Company 31 Dec 21 ₦'000
Rental income derived from investment properties	60,638	72,248	60,638	72,248
Direct operating expenses (including repairs and maintenance) on investment property generating rental income	(598)	(18,329)	(598)	(18,329)
Direct operating expenses (including repairs and maintenance) that did not generate rental income	(10,933)	(10,319)	(10,933)	(10,319)
Profit arising from investment properties carried at fair value	**49,107**	**43,600**	**49,107**	**43,600**

The above rental income was included in revenue.

Group and Company as a lessor

The Group has entered into operating leases on its investment property portfolio consisting of certain office and residential buildings. These leases have terms of between 6 months to 5 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. Rental income recognised by the Group/Company during the year is ₦215,987,984/₦227,591,684 (2021: Group - ₦218,827,000; Company: ₦228,505,734).

Future minimum rentals receivable under non-cancellable operating leases as at 31 December are, as follows :

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
0-1 year	-	17,213	1,567	17,213
1-5 years	-	-	9,182	-
Above 5 years	-	-	-	-
Total	**-**	**17,213**	**10,749**	**17,213**

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

16. Investments in subsidiaries

Company	31 Dec 22 ₦'000	31 Dec 21 ₦'000
Opening balance	18,535,951	14,615,951
Additions - Acquisitions in Subsidiaries	501,408	3,920,000
Closing Balance	**19,037,359**	**18,535,951**

	31 Dec 22 ₦'000	31 Dec 21 ₦'000	31 Dec 22 % ownership	31 Dec 21 % ownership
Quoted shares:				
Chemical and Allied Products PLC (a)	2,945,759	2,444,351	57.85	56.54
471,343,569 (2021: 445,696,097) ordinary shares of 50k each)				
Livestock Feeds PLC	2,246,401	2,246,401	73.29	73.29
2,198,745,772 ordinary shares of 50k each				
Unquoted shares:				
Grand Cereals Limited	7,259,495	7,259,495	71.43	71.43
1,360,081,786 ordinary shares of ₦1 each				
UAC Foods Limited	6,334,414	6,334,414	100.00	100.00
200,000,000 ordinary shares of 50k each				
UAC Restaurants Limited	251,290	251,290	51.00	51.00
220,830,000 ordinary shares of 50k each				
	19,037,359	**18,535,951**		

Investments in subsidiaries are measured at cost

16(a) Increase in percentage holding of Chemical and Allied Products PLC

During the reporting period, Chemical and Allied Products PLC (CAP) allotted 26,487,980 units of ordinary shares from the unissued capital of the Company at a nominal value of 50 kobo per ordinary share to 105 members who elected for new ordinary shares in the Company in lieu of dividend. UAC of Nigeria PLC elected for new ordinary shares in lieu of dividend and received 25,647,472 ordinary shares of 50 kobo each which has been eliminated on consolidation. The additional shares received resulted in an increase in the percentage shareholding of UACN in CAP by 1.31%, from 56.54% to 57.85%. The impact of the change in percentage shareholding is as shown below:

	₦'000
Net asset attributable to owners as at 30 June 2022	4,846,592
Change in UACN's % holding in CAP	1.31%
Change in NCI as a result of scrip dividend issued by CAP	63,490

17. Equity instruments at fair value through other comprehensive income

The details and carrying amount of Equity instruments at fair value through other comprehensive income are as follows:

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
At 1 January	449,975	188,125	449,975	188,125
Additions	137,862	221,850	137,862	221,850
Refund from Kaduna	(497)	-	(497)	-
Fair value gain/(loss) (a)	(72,375)	40,000	(72,375)	40,000
At 31 December	**514,965**	**449,975**	**514,965**	**449,975**

The Group

Equity instruments designated as at fair value through other comprehensive income represent UAC's investment in the following entities:

	Fair value as at 31 December 2022 ₦'000	Fair value as at 31 December 2021 ₦'000	Dividend Income Recognised in 2022 ₦'000	Dividend Income Recognised in 2021 ₦'000
Investment in Central Securities Clearing System PLC	155,750	228,125	8,325	14,625
Investment in Kandua	108,253	108,750	-	-
Investment in Unicorn Growth Capital LLC	113,100	113,100	-	-
Ventures Platform IV GP Limited	137,862	-		
	514,965	**449,975**	**8,325**	**14,625**

(a) Fair value gain/(loss)

The fair value (loss)/gain represents a fair value loss (2021: gain) on the Company's investment in CSCS PLC. The fair value was determined using level 1 inputs in accordance with IFRS 13, and the fair value measurement was derived from quoted prices on National Association of Security Dealers (NASD Plc).

18. Investments in associates

Set out below are the associates of the Group as at 31 December 2022. The associates listed below have share capital consisting solely of ordinary shares, which are directly held by the Group. The country of incorporation or registration is also their principal place of business.

Nature of investment in associates:

	Country of incorporation	The Group 2022 ₦'000	The Group 2021 ₦'000	The Company 2022 ₦'000	The Company 2021 ₦'000
UPDC PLC	Nigeria	42.85%	42.85%	42.85%	42.85%
MDS Logistics	Nigeria	43%	43%	43%	43%

	The Group 2022 ₦'000	The Group 2021 ₦'000	The Company 2022 ₦'000	The Company 2021 ₦'000
Associate				
MDS Logistics	4,745,917	4,710,886	1,569,274	1,569,274
UPDC PLC	3,766,080	3,780,560	3,745,233	3,745,233
At 31 December	**8,511,997**	**8,491,446**	**5,314,507**	**5,314,507**

The movement in the investment in associates during the year is stated below:

	The Group 2022 ₦'000	The Group 2021 ₦'000	The Company 2022 ₦'000	The Company 2021 ₦'000
At 1 January	8,491,446	13,018,568	5,314,507	8,886,167
Share of profit/(loss)	103,444	(895,436)	-	-
Share of other comprehensive loss	(82,893)	(60,026)	-	-
Reclassified to non-current assets held for sale/ distribution*	-	(3,571,660)	-	(3,571,660)
At 31 December	**8,511,997**	**8,491,446**	**5,314,507**	**5,314,507**

*On 24 February 2021, the Board of Directors of UACN passed a resolution, subject to the approval of shareholders and the appropriate regulatory authorities, to effect the transfer of units held by UACN in UPDC REIT to shareholders in proportion to their respective shareholding. Consequently, the Company's investment was reclassified to non-current assets held for distribution. The investment was unbundled to shareholders in November 2021, following the approval of shareholders in a court ordered meeting (see note 37(b)).

Set out below is the summarised financial information for the associates accounted for using the equity method in the consolidated financial statements.

31-Dec-22	Non-current assets ₦'000	Current assets ₦'000	Non-current liabilities ₦'000	Current liabil-ities ₦'000	Cash & Cash equivalents ₦'000	Net Assets ₦'000
UPDC PLC	8,961,489	10,466,915	4,775,112	6,256,655	3,161,475	8,396,637
MDS Logistics	15,898,714	3,750,863	12,081,871	2,793,125	485,176	4,774,580

31-Dec-22	Revenue ₦'000	Profit/ (loss) from continuing operations ₦'000	Profit/ (loss) from discontinued operations ₦'000	Other com-prehensive income ₦'000	Total com-prehensive income ₦'000
UPDC PLC	5,896,957	200,532	-	(193,450)	7,082
MDS Logistics	10,936,271	81,468	-	-	81,468

31-Dec-21	Non-current assets ₦'000	Current assets ₦'000	Non-current liabilities ₦'000	Current liabilities ₦'000	Cash & Cash equivalents ₦'000	Net Assets ₦'000
UPDC PLC	790,400	18,805,832	5,584,190	5,993,974	1,878,320	8,018,068
MDS Logistics	5,950,199	3,320,549	2,993,873	1,491,216	133,313	4,785,660

31-Dec-21	Revenue ₦'000	Profit/ (loss) from continuing operations ₦'000	Profit/ (loss) from discontinued operations ₦'000	Other com-prehensive income ₦'000	Total com-prehensive income ₦'000
UPDC PLC	825,404	(1,758,770)	(116,286)	(140,084)	(2,015,140)
MDS Logistics	8,567,941	(163,018)	-	-	(163,018)

19. Debt instruments at amortised cost

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
At 1 January	2,476,184	2,253,499	2,476,184	2,253,499
Additions during the year	297,359	2,056,696	297,359	2,056,696
Settlements during the year	(585,028)	(1,902,273)	(585,028)	(1,902,273)
Coupon accrued	180,628	301,180	180,628	301,180
Coupon received	(184,745)	(229,249)	(184,745)	(229,249)
Premium amortised to P/L	(61,694)	(129,948)	(61,694)	(129,948)
Exchange gain on revaluation	113,911	126,280	113,911	126,280
Gross investment in debt	2,236,615	2,476,184	2,236,615	2,476,184
ECL -Impairment (Note 3.1 (b))	(4,512)	(7,316)	(4,512)	(7,316)
At 31 December	**2,232,103**	**2,468,868**	**2,232,103**	**2,468,868**

The Group invested in Eurobond assets with the business model of solely holding for principal and interest payment and designated as debt instrument at amortised cost.

The Group invests only in quoted debt securities with low credit risk. The Group's debt instruments at amortised cost comprised solely of quoted eurobonds that are rated by reputable Credit Rating Agencies. The Group recognised provision for expected credit losses on its debt instruments at amortised cost of ₦4,512,000 (2021: ₦7,316,103).

31 December 2022	Group and Company Stage 1 ₦'000	Stage 2 ₦'000	Stage 3 ₦'000	Total ₦'000
Bond type				
B-/Fitch ETI 2031	205,583	-	-	205,583
B-/S&P; B-/Fitch Ecobank 2026	501,535	-	-	501,535
B-/S&P; B-/Fitch SEPLAT 2026	243,177	-	-	243,177
B2/Moody's; B/S&P; B+/Fitch FGN 2025	1,170,600	-	-	1,170,600
	2,120,895	**-**	**-**	**2,120,895**
Premium on bonds	116,137	-	-	116,137
Discount on bonds	(417)	-	-	(417)
Total	**2,236,615**	**-**	**-**	**2,236,615**

31 December 2021

Bond type	Stage 1 N' 000	Stage 2 N' 000	Stage 3 N' 000	Total ₦'000
B-/Fitch ETI 2031	87,321			87,321
B-/S&P; B-/Fitch Ecobank 2026	472,701			472,701
B-/S&P; B-/Fitch UBA 2022	223,873			223,873
B-/S&P; B-/Fitch SEPLAT 2023	229,643	-	-	229,643
B-/S&P; B-/Fitch FIDBAN 2022	369,630	-	-	369,630
B2/Moody's; B/S&P; B+/Fitch FGN 2025	921,134	-	-	921,134
	2,304,302			2,304,302
Amortisation premium on bond	171,882			171,882
Total	**2,476,184**	**-**	**-**	**2,476,184**

Movement in Expected Credit Loss (ECL)	Stage 1 ₦'000	Stage 2 ₦'000	Stage 3 ₦'000	Total ₦'000
At 1 January 2022	7,316	-	-	7,316
Write back of impairment loss	(2,804)	-	-	(2,804)
At 31 December 2022	**4,512**	**-**	**-**	**4,512**
At 1 January 2021	31,070	-	-	31,070
Write back of impairment loss	(23,754)	-	-	(23,754)
At 31 December 2021	**7,316**	**-**	**-**	**7,316**

20. Refund assets and refund liabilities

	The Group 31 Dec 22 ₦'000	The Group 31 Dec 21 ₦'000	The Company 31 Dec 22 ₦'000	The Company 31 Dec 21 ₦'000
Refund assets	4,683	3,328	-	-
Refund liabilities				
- Arising from retrospective volume rebates	-	-	-	-
- Arising from rights of return	4,924	3,690	-	-
	4,924	**3,690**	**-**	**-**

Refund assets

Refund assets represent the Group's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to accounting policy on variable consideration.

21. Right of use assets

The Group has lease contracts for various items of land and building and machinery and other equipment used in its operations. Leases of land and building generally have lease terms between 1 and 45 years, while machinery and other equipment generally have lease terms between 3 months and 5 years.

Right of use assets	Land and Building ₦'000	Plant and Machinery ₦'000	Total ₦'000
At 1 January 2021	464,102	40,887	504,989
Additions	352,226	252,580	604,807
Depreciation expenses	(211,561)	(156,653)	(368,215)
Lease termination	(23,687)	-	(23,687)
At 31 December 2021	**581,080**	**136,814**	**717,894**
At 1 January 2022	581,080	136,814	717,894
Additions	1,235,479	-	1,235,479
Depreciation expenses	(355,312)	(126,290)	(481,602)
At 31 December 2022	**1,461,247**	**10,524**	**1,471,771**

The Group leases several assets including buildings, plant and equipment. The average lease term is 24 years for buildings and 3 years for plant and machinery.

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Amounts recognised in profit or loss				
Depreciation of Right of use assets	481,602	368,215	-	-
Interest expense on lease liabilities	(204,740)	(122,504)	-	-
Expense relating to short term/low value leases	151,578	270,807	35,006	32,161

Set out below are the carrying amounts of lease liabilities and the movements during the period;

21. Lease Liability

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
At 1 January	612,636	475,317	-	-
Accretion interest	204,741	122,505	-	-
Additions during the year	988,969	578,981	-	-
Payment of principal	(447,399)	(539,009)	-	-
Lease terminated	-	(25,158)	-	-
At 31 December	**1,358,947**	**612,636**	**-**	**-**
Current	789,007	341,627	-	-
Non-current	569,940	271,009	-	-
	1,358,947	**612,636**	**-**	**-**

The maturity analysis of lease liabilities are disclosed in Note 3.3

22. Inventories

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Raw materials and consumables	16,639,275	27,197,637	-	-
Technical stocks and spares	3,795,822	5,746,789	-	-
Finished goods and goods for resale	6,829,330	3,903,046	-	-
	27,264,427	36,847,472	-	-
Write down to net realisable value (Note 8)	(2,868,027)	(633,949)	-	-
	24,396,400	**36,213,523**	**-**	**-**

The cost of inventories recognised as an expense during the year in respect of continuing operation was ₦81 billion (2021: ₦73 billion).

The value of inventory written down which were recognised as expense during the period was ₦152 millon (2021: ₦140million)

No inventory has been pledged as security (2021: Nil)

22(a). Reconciliation of changes in inventory in the cashflow statement

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Changes in inventory	11,817,125	(16,090,452)	-	3,602
Write off of inventories to net realisable value	(152,352)	(140,162)	-	-
Changes in inventory in the cashflow statement	**11,664,773**	**(16,230,614)**	**-**	**3,602**

23. Trade and other receivables

Receivables due within one year	The Group 2022 ₦'000	The Group 2021 ₦'000	The Company 2022 ₦'000	The Company 2021 ₦'000
Trade receivables	2,266,777	1,819,831	-	-
Less: allowance for impairment of trade receivables	(704,904)	(761,146)	-	-
Net trade receivables	1,561,873	1,058,685	-	-
Receivables from group companies - Note 35 c	-	-	1,198,449	714,385
Less: allowance for impairment of intercompany receivables	-	-	(3,186)	(3,986)
Receivables from associates - Note 35c	109,322	53,789	109,230	48,287
Loan receivable from related parties	2,146,881	2,668,944	3,260,498	4,197,894
Allowance for expected credit losses on associates and related party receivables	(5,485)	(16,632)	(5,485)	(16,632)
Non financial assets				
Other receivables	1,583,553	902,067	162,703	112,837
Advance payments	685,319	3,923,162	-	-
WHT receivable	607,857	479,908	421,167	352,456
Prepayments - staff grants	53,296	86,828	36,780	24,450
Prepayments- Other	2,097,767	2,242,497	30,209	24,978
	8,840,383	**11,399,248**	**5,210,365**	**5,454,669**

Trade receivables are non-interest bearing and are generally due for settlement within 30 days and therefore are all classified as current.They are amounts due from customers for goods sold or services performed in the ordinary course of business.

Other receivables relate to transactions such as advances to staff and VAT receivables. Interest may be charged at commercial rates where the terms of repayment exceed six months. Collateral is not normally obtained. If collection of the amounts is expected in one year or less they are classified as current assets. If not, they are presented as non-current assets.

Advance payments are mobilisation fees made to contractors for the supply of goods and services.

Prepayments - other relates to prepaid expenses that are amortised over a period and import prepayments.

	The Group 2022 ₦'000	The Group 2021 ₦'000	The Company 2022 ₦'000	The Company 2021 ₦'000
Trade and other receivables - Current	6,693,502	8,722,956	1,949,867	2,249,427
Trade and other receivables - Non-current	2,146,881	2,676,292	3,260,498	3,205,242
	8,840,383	**11,399,248**	**5,210,365**	**5,454,669**

Movements in the allowance for impairment of trade receivables are as follows:

	The Group 2022 ₦'000	The Group 2021 ₦'000	The Company 2022 ₦'000	The Company 2021 ₦'000
At 1 January	761,146	1,191,031	-	-
Expected credit loss allowance	116,263	100,627	-	-
Amount written off	(172,505)	(530,513)	-	-
At 31 December	**704,904**	**761,146**	**-**	**-**

Movements in the allowance for impairment of related party receivables are as follows:

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
At 1 January	16,632	29,071	16,632	29,557
Impairment charge no longer required	(11,147)	(12,439)	(11,147)	(12,925)
Impairment charge for the year	-	-	-	-
At 31 December	**5,485**	**16,632**	**5,485**	**16,632**

Reconciliation of changes in trade and other receivables to the cashflow statement

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Changes in trade and other receivables	2,558,867	(5,026,276)	244,306	(3,437,960)
Withholding tax utilised during the period (Note 10)	(181,136)	(149,955)	(103,772)	(133,451)
Withholding tax on dividend income (Note 6(a))	925	1,462	83,839	131,556
Impairment loss on trade and other receivables	(167,311)	(81,527)	-	-
Write back of impairment loss on other receivables (Note 6)	11,147	-	11,947	(10,296)
Amount receivable from deconsolidation of UNICO (Note 37c)	57,285	-	-	-
Movement in cashflow statement	**2,279,777**	**(5,256,296)**	**236,320**	**(3,450,151)**

23.1 Finance lease receivables

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Gross investment in lease	83,600	83,600	-	-
Unearned finance income	(72,628)	(69,928)	-	-
	10,972	**13,672**	**-**	**-**

	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Current asset	600	3,300	-	-
Non-current asset	10,372	10,372	-	-
Total finance lease receivable	**10,972**	**13,672**	**-**	**-**

24. Cash and cash equivalents

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Cash at bank and in hand	2,315,714	1,150,876	115,322	45,833
Short-term deposits	13,881,974	10,018,230	4,843,003	4,258,911
Expected credit losses on short term deposits	(719)	(866)	(719)	(866)
Cash at banks and short term deposits attributable to discontinued operations	-	241,706	-	-
Cash and cash equivalents	**16,196,969**	**11,409,946**	**4,957,606**	**4,303,878**

Cash at banks earns interest at floating rates based on daily bank deposit rates.

Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

In 2015, The Securities and Exchange Commission directed all Registrars to return all unclaimed dividends, which have been in their custody for fifteen months and above, to the paying companies. Included in the cash and cash and cash equivalents is ₦4.95 bn (Company: ₦3.47 bn) which represents unclaimed dividends received from the registrars as at 31 December 2022 (2021: Group :₦4.68 bn; Company: ₦3.34 bn).

The Finance Act 2020, which became effective on 1 January 2021, requires public limited liability companies quoted on the Nigerian Exchange to transfer any unclaimed dividend that has remained unclaimed for a period not less than 6 years to the Unclaimed Funds Trust Fund (the "Trust Fund"). However, the modality for complying with this requirement is yet to be communicated by the Debt Management Office.

(i) Reconciliation to statement of cash flow

The above figures reconcile to the amount of cash shown in the statement of cash flows at the end of the financial year as follows:

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Cash and cash equivalents	16,196,969	11,409,946	4,957,606	4,303,878
Expected credit losses on short term deposits	719	866	719	866
Balances per statement of cash flow	**16,197,688**	**11,410,812**	**4,958,325**	**4,304,744**

25. Borrowings

	The Group	
	2022 ₦'000	2021 ₦'000
Current borrowings		
Loans due within one year	16,537,153	19,571,889
	16,537,153	**19,571,889**
Non-current borrowings		
Loans due after one year (i)	2,467,290	339,723
	2,467,290	339,723
Total borrowings	**19,004,443**	**19,911,612**
As at 1 January	19,911,612	4,238,957
Repayment of borrowing during the year	(104,083,120)	(30,957,284)
(Initial fair value of government grant)/ Government grant no longer required	(488,570)	267,383
Interest on loans	3,261,224	1,353,466
Interest paid	(2,185,137)	(1,099,038)
Additions	102,588,434	46,108,128
As at 31 December	**19,004,443**	**19,911,612**

The above borrowings are denominated in Naira

The borrowings are repayable as follows:

	The Group	
	2022 ₦'000	2021 ₦'000
Within one year	16,537,153	19,571,889
Between one to five years	2,467,290	339,723
	19,004,443	**19,911,612**

(i) Loans due within one year

The Group Bank	Effective Interest Rate	2022 ₦'000	2021 ₦'000	Maturity dCate	Security
Eco Bank	8.0%	-	1,528,097	Feb-22	No security
First Bank of Nigeria Ltd	18%(8%)	9,835,225	10,308,518	Dec-22	No security
First Bank of Nigeria Ltd	18.0%	2,391,799	-	Dec-23	No security
First Bank of Nigeria Ltd - Commercial loan	16%(11.5%)	2,068,532	5,652,074	Aug-23	No security
Zenith bank - Commercial loan	16.5%(12%)	1,010,667	1,800,000	Oct-23	No security
Zenith bank - Produce loan	12.0%	-	277,030	Dec-22	No security
CBN CACS FUND-UBN	9.0%	495,820	-	Feb-23	No security
FSDH	0.0%	-	6,170	Dec-22	Negative pledge
Coronation Merchant Bank	8.5%+SOFR*	735,110	-	Mar-23	Negative pledge
		16,537,153	**19,571,889**		

The above borrowings are denominated in Naira -

*SOFR: Secured Overnight Financing Rate

(ii) Loans due after one year

Details of the loan maturities due after one year are as follows:	Effective Interest Rate	The Group 2022 ₦'000	2021 ₦'000	Maturity date	Security
Facility					
CBN DCRR - First Bank	9.0%	1,380,748	-	Dec-26	No Security
Famous Brands Limited**	12.0%	1,086,542	339,723	May-26	No Security
		2,467,290	**339,723**		

**The loan from Famous Brands Limited represents the company's portion of the shareholder loan that was disbursed to UACR. The share of the loan provided by UAC of Nigeria PLC has been eliminated on consolidation.

The Company

The company had no borrowings as at 31 December 2022.

26. Deferred Tax

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Deferred tax liabilities:				
– Deferred tax liability to be recovered after more than 12 months	2,708,129	4,649,022	315,251	455,987
– Deferred tax liability to be recovered within 12 months	-	-	-	-
Deferred tax liabilities	**2,708,129**	**4,649,022**	**315,251**	**455,987**
Net Deferred tax liabilities	**2,708,129**	**4,649,022**	**315,251**	**455,987**

The net movement on the deferred tax account is as follows:

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
At 1 January	4,649,022	4,466,397	455,987	454,703
(Charged)/credited to profit or loss	(1,933,655)	178,625	(133,498)	(2,716)
Credited/(charged) to other comprehensive income	(7,238)	4,000	(7,238)	4,000
At 31 December	**2,708,129**	**4,649,022**	**315,251**	**455,987**

The movement in deferred income tax assets and liabilities during the period, without taking into consideration the offsetting of balances within the same tax jurisdiction is as follows:

The Group

Deferred tax assets	**Property, plant and equipment ₦'000**	**Allowance for impairment on receivables ₦'000**	**Tax losses ₦'000**	**Leases ₦'000**	**Exchange difference ₦'000**	**Investment properties ₦'000**	**Capital Gains to be reinvested ₦'000**	**Total ₦'000**
At 1 January 2021	(86,140)	124,793	-	-	-	-	-	38,653
(Credited)/ charged to profit or loss	86,140	(124,793)	-	-	-	-	-	(38,653)
At 31 December 2021	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
At 1 January 2022	-	-	-	-	-	-	-	-
Reclassification to deferred tax liabilities	-	-	-	-	-	-	-	-
At 31 December 2022	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

The Group has tax losses of ₦611,585,458 (2021: ₦128,234,000) that are available indefinitely for offsetting against future taxable profits of the Company in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they may not be used to offset taxable profits elsewhere in the Group, they have arisen in subsidiary that have been loss-making for some time, and there are no other tax planning opportunities or other evidence of recoverability in the near future. On this basis, the Group has determined that it cannot recognise deferred tax assets on the tax losses carried forward.

The Group

Deferred tax liabilities	Property, plant and equipment ₦'000	Allowance for impairment on receivables, equity instruments measured at FVOCI & Provisions ₦'000	Tax losses ₦'000	Leases ₦'000	Exchange difference ₦'000	Investment properties ₦'000	Capital Gains to be reinvested ₦'000	Total ₦'000
At 1 January 2021	4,022,481	(144,878)	(54,134)	8,119.00	72,717	1,015,333	(414,588)	4,505,050
Reclassified from deferred tax asset	86,140	(124,793)	-	-	-	-	-	(38,653)
(Credited)/Charged to profit or loss	724,741	(336,910)	(35,661)	41,076	39,057	(668,265)	414,588	178,626
Charged to other comprehensive income		4,000	-	-	-	-	-	4,000
At 31 December 2021	**4,833,361**	**(602,581)**	**(89,795)**	**49,195**	**111,774**	**347,068**		**4,649,022**
At 1 January 2022	4,833,361	(602,581)	(89,795)	49,195	111,774	347,068	-	4,649,022
(Credited)/Charged to profit or loss	(256,857)	(107,161)	(1,632,487)	(3,073)	154,980	(103,533)	-	(1,948,131)
Charged to other comprehensive income	-	7,238	-	-	-	-	-	7,238
At 31 December 2022	**4,576,504**	**(702,504)**	**(1,722,282)**	**46,122**	**266,754**	**243,535**	**-**	**2,708,129**

The Company

Deferred tax (assets)/liabilities	Property, plant and equipment ₦'000	Allowance for impairment on receivables, equity instruments measured at FVOCI & Provisions ₦'000	Unutilised tax credits ₦'000	Leases ₦'000	Exchange difference ₦'000	Investment properties ₦'000	Capital Gains to be reinvested ₦'000	Total ₦'000
At 1 January 2021	162,761	(32,157)	(52,140)	-	90,362	285,878	-	454,703
(Credited)/Charged to profit or loss	12,721	(27,638)	(23,036)	-	(25,954)	61,191	-	(2,716)
Charged to other comprehensive income	-	4,000	-		-	-		4,000
At 31 December 2021	**175,482**	**(55,795)**	**(75,177)**	**-**	**64,408**	**347,069**	**-**	**455,987**
At 1 January 2022	175,482	(55,795)	(75,177)	-	64,408	347,069	-	455,987
(Credited)/Charged to profit or loss	5,081	(60,913)	(41,707)	-	67,573	(103,532)	-	(133,498)
Charged to other comprehensive income	-	(7,238)	-	-	-	-	-	(7,238)
At 31 December 2022	**180,563**	**(123,946)**	**(116,884)**		**131,981**	**243,537**	**-**	**315,251**

27. Trade and other payables

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Trade payables	6,479,598	5,821,213	-	-
Other payables	2,274,640	1,196,085	664,484	49,850
WHT payable	654,294	566,608	444,967	437,419
VAT payable	184,375	265,227	16,748	11,052
PAYE payable	37,314	43,776	25,975	19,595
Accruals	3,721,784	3,454,575	476,532	920,960
Total	**13,352,005**	**11,347,484**	**1,628,706**	**1,438,876**

Terms and conditions of the above financial liabilities

Trade payables are non-interest bearing and are normally settled between 30 and 60-day terms. Other payables are non-interest bearing and have an average term of 6 months.

Other payables houses balances for payables to other vendors.

Accruals relates to accrued professional fees, accrued consultants fees, accrued audit fees and other accrued expenses.

27(a) Reconciliation of movement in trade and other payables to the cashflow statement

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Movement in trade and other payables	2,004,521	934,295	189,830	219,457
Reclassification from dividend payable	-	(752,683)	-	(431,003)
Statute barred unclaimed dividend written back	256,320	-	-	-
Movement in trade and other payable in cashflow statement	**2,260,841**	**181,612**	**189,830**	**(211,546)**

28. Government Grants

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
At 1 January	-	267,383	-	-
Amount received during the year	488,569	-	-	-
Reversed on payment of Sterling Bank PLC/BOI Agric Loan	-	(267,383)	-	-
Amortised to the statement of profit or loss	(264,350)	-	-	-
At 31 December	**224,219**	**-**	**-**	**-**
Current	92,167	-	-	-
Non-current	132,052	-	-	-
	224,219	**-**	**-**	**-**

Government grant represents the benefit of the below-market rate of interest on the Federal Government agricultural Intervention Fund (CACS) and the Central Bank of Nigeria (CBN) Differentiated Cash Reserves Requirement (DCRR) facilities obtained by Livestock Feeds PLC and Grand Cereals Limited respectively.

29. Contract liabilities

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
At 1 January	2,425,294	1,340,627	95,562	159,277
Refund	-	(190)	-	-
Released to the statement of profit or loss	(1,484,075)	(1,377,479)	(153,625)	(208,940)
Deferred during the year	1,370,656	2,462,336	108,698	145,225
At 31 December	**2,311,875**	**2,425,294**	**50,635**	**95,562**

This relates to consideration paid by customers before the transfers of goods or services. Contract liabilities are recognised as revenue when the Group performs its obligations under the contract.

30. Dividend payable

	The Group		The Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
As at 1 January	5,193,036	6,084,307	4,692,259	5,127,080
Dividend declared	2,409,529	4,388,282	1,872,843	3,457,556
Dividend paid during the year to NCI	(520,159)	(936,328)	-	-
Scrip dividend issued during the year to NCI	(16,431)	-	-	-
Dividend paid during the year to equity holders of the parent company	(1,377,415)	(3,457,556)	(1,377,415)	(3,457,556)
Reclassification to withholding tax payable	-	(752,683)	-	(431,003)
Scrip dividend issued	(495,427)	-	(495,428)	-
Statute barred unclaimed dividend written back	(24,439)	-	-	-
Unclaimed dividend (refunded to)/returned by registrar	282,377	(132,985)	121,620	(3,817)
At 31 December	**5,451,070**	**5,193,036**	**4,813,878**	**4,692,259**

31. Provisions

The Group	**Provisions ₦'000**	**Legal claim ₦'000**	**Decommision-ing liability ₦'000**	**Total ₦'000**
At 1 January 2021	3,000	189,018	6,357	198,375
Charge to profit or loss	-	-	10,286	10,286
Derecognised on payment	-	(99,070)		(99,070)
At 31 December 2021	**3,000**	**89,948**	**16,643**	**109,591**
Current	3,000	89,948	-	92,948
Non-current	-		16,643	16,643

The Group	**Provisions ₦'000**	**Legal claim ₦'000**	**Decommision-ing liability ₦'000**	**Total ₦'000**
At 1 January 2022	3,000	89,948	16,643	109,591
Unwinding of discount	-	-	5,046	5,046
Reclassifcation from other payables (a)	-	114,877	12,391	127,268
Derecognised on payment	-	(175,407)	-	(175,407)
At 31 December 2022	**3,000**	**29,418**	**34,080**	**66,498**
Current	**3,000**	**29,418**	**-**	**32,418**
Non-current	**-**	**-**	**34,080**	**34,080**

Decommisioning liability

UAC Restaurants has several leasehold properties converted to restaurants, which are required by agreements to be restored to original condition upon the expiration of the lease.

The provision for Decommissioning liability represents an estimate of the cost involved in restoring these leased properties at the expiration of the lease. The provision is an estimate based on management's re-assessment of the amount of the liability that will be incurred at the end of each lease term. Variables such as inflation rates and currency exchange rates amongst others were considered in this estimate.

The discount rate for the unwinding of the discount on liability was determined using the incremental borrowing rate for leases of 18% (2021: 18%). The discount rate is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The discount rates did not reflect risks for which future cash flow estimates have been adjusted.

The Company	**Legal claim**	
	2022 ₦'000	**2021 ₦'000**
At 1 January 2022	89,948	89,948
Derecognised on payment (b)	(86,400)	-
At 31 December 2022	**3,548**	**89,948**
Current	**3,548**	**89,948**

(a) Reclassifiation from other payables

The provision for judgement debt for a subsidiary was reclassifed from trade and other payables to provision for fairer presentation.

(b) Derecognition of provision

Derecognition of provision relates to dispute settlement amount of ₦86.4million paid by UAC of Nigeria PLC as final settlement for a dispute between the Company and a Counterparty that commenced in 2011.

Contingent liabilities

The Group is engaged in lawsuits that have arisen in the normal course of business. The estimated contingent liabilities arising from these pending litigations as at 31 December 2022 amounted to ₦3.37billion and ₦539million (2021:₦3.48billion and ₦648million) for the Group and Company respectively. The Group and Company have assessed these claims and believe that no material loss will arise from them. Accordingly, no additional provision has been recognised in the financial statements.

32 Employee benefit

One of the entities within the Group (Grand Cereals Limited) sponsors a long service award scheme for qualifying employees. Employees are rewarded after a specific number of years in service. Employees are entitled to the awards after being in service for 10, 15, 20, 25, and 30 years with the amounts and items given based on the number of years in service. Payment of the awards is given in cash and in kind.

Long service award	**Years in service**
10 years award plaque + 10% of annual basic salary	10 years
15 years award plaque + 15% of annual basic salary + 24" LCD TV or gift voucher in lieu of gift item	15 years
20 years award plaque + 20% of annual basic salary + 32" LCD TV or gift voucher in lieu of gift item	20 years
25 years award plaque + 25% of annual basic salary + Fridge-freezer or gift voucher in lieu of gift item	25 years
30 years award plaque + 30% of annual basic salary + deep-freezer or gift voucher in lieu of gift item	30 years

The most recent actuarial valuations of the present value of the long service award obligations were done as at 31 December 2022 by the firm of QED Actuaries Nigeria Limited (FRC Registration Number: FRC/2018/00000012293). This actuarial report was signed by Actuary partner, H. Prinsloo (FRC Registration Number: FRC/2018/NAS/00000018473). The present value of the long service award obligation and the related current service cost were measured using the Projected Unit Credit method.

Amounts recognised in profit or loss in respect of these long service awards are as follows;

	The Group	
	2022 ₦'000	**2021 ₦'000**
Service cost	6,857	9,198
Interest cost	9041	7,111
Actuarial (gain)/loss arising from changes in:		
- Financial assumptions	(2,232)	(28,755)
- Experience adjustments	2,442	7,432
	16,108	**(5,014)**

Movement in the present value of long service awards

	2022 ₦'000	**2021 ₦'000**
Opening defined benfit obligation	72,296	94,403
Current service cost	6,857	9,198
Benefit paid	(20,282)	(9,661)
Interest cost	9,041	7,111
Actuarial (gains/losses)	210	(28,755)
	68,122	**72,296**

Actuarial assumptions

Principal economic actuarial assumptions at the reporting date (expressed as weighted averages):

	Group	
Key assumptions used:	**2022**	**2021**
Discount rate	13.1%	13.1%
Inflation rate	9.0%	9.0%
Gift Benefit Increase Rate	9.0%	9.0%
Salary Increase Rate	6.0%	6.0%
Weighted duration of plan	6 years	6 years

Demographic assumptions

Due to unavailability of published reliable demographic data in Nigeria, the demographic assumptions regarding future mortality are based on the rates on A67/70 tables published jointly by the Institute and Faculty of Actuaries in the UK.

31 December 2022		**Group**			
Sample age	25	30	35	40	45
Number of deaths in year out of 10,000 lives	7	7	9	14	26
Age band	</= 30	31 - 39	40 - 44	45 - 59	60
Withdrawal from service	4%	3%	2%	0%	0%

31 December 2021	Group				
Sample age	25	30	35	40	45
Number of deaths in year out of 10,000 lives	7	7	9	14	26
Age band	</= 30	31 - 39	40 - 44	45 - 59	60
Withdrawal from service	4%	3%	2%	0%	0%

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions holding other assumptions constant would have affected the long service award obligation by the amounts shown below.

		2022 ₦'000	2021 ₦'000
Base amount		**68,122**	**72,296**
Discount rate	+1%	64,649	68,970
	-1%	71,920	75,911
Future salary increase	+1%	71,159	75,405
	-1%	65,296	69,404
Mortality rate	+1%	67,902	75,405
	-1%	68,321	72,477
Benefit escalation rate	+1%	71,244	75,405
	-1%	65,230	69,404

Sensitivity to each actuarial assumption was determined while other assumptions were held constant. Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

33. Share Capital

	31 December 2022		31 December 2021	
	2022		2021	
Group and Company	**Number 000**	**Amount ₦'000**	**Number 000**	**Amount ₦'000**
Authorised:				
Ordinary Shares of 50k each	2,926,131	1,463,065	3,000,000	1,500,000
Preference Shares of 50k each	-	-	400,000	200,000
Total authorised share capital	**2,926,131**	**1,463,065**	**3,400,000**	**1,700,000**
Issued and fully paid:				
Ordinary shares of 50k each	2,881,296	1,440,648	2,881,296	1,440,648
Scrip dividend shares*	44,835	22,417	-	-
Total called up share capital	**2,926,131**	**1,463,065**	**2,881,296**	**1,440,648**

Cancellation of unissued shares

On 02 July 2022, the Board of Directors, by a resolution, approved the allotment of 44,835,076 units of ordinary shares from the unissued capital of the Company at a nominal value of 50 kobo per ordinary share to 101 members who elected for new ordinary shares in the Company in lieu of dividend, subject to the registration and listing of said shares at the Securities and Exchange Commission and Nigerian Exchange Group.

Futher to this resolution, the Board of Directors approved the cancellation of the remaining unissued shares (73,868,345 units of ordinary shares of 50 kobo each and 400,000,000 units of preference shares of 50 kobo each), in compliance with the provisions of Companies and Allied Matters Act 2020, Companies Regulations 2021 as it relates to unissued share capital, as well as the Corporate Affairs Commission circular dated 16th April 2021.

The share cancellation was approved and effected by the Corporate Affairs Commission on 21 July 2022.

The movement in authorised share capital is shown below

	31 December 2022		31 December 2021	
	Number 000	Amount ₦'000	Number 000	Amount ₦'000
Ordinary Shares				
Opening balance	3,000,000	1,500,000	3,000,000	1,500,000
Cancellation of unissued shares	(73,869)	(36,935)	-	-
Closing balance	**2,926,131**	**1,463,065**	**3,000,000**	**1,500,000**
Preference shares				
Opening balance	400,000	200,000	400,000	200,000
Cancellation of unissued shares	(400,000)	(200,000)	-	-
Closing balance	**-**	**-**	**400,000**	**200,000**

Scrip dividend shares*

On 02 July 2022, the Board of Directors, by a resolution, approved the allotment of 44,835,076 units of ordinary shares from the unissued capital of the Company at a nominal value of 50 kobo per ordinary share to 101 members who elected for new ordinary shares in the Company in lieu of dividend, subject to the registration and listing of said shares at the Securities and Exchange Commission and Nigerian Exchange Group. The scrip dividend shares were processed and credited to the CSCS depository accounts of the affected shareholders on 29 August 2022.

Nature and purpose of Other Reserves and related transactions

Share Premium

Section 145.2 of Companies and Allied Matters Act 2020 requires that where a company issues shares at premium (i.e. above the par value), the value of the premium should be transferred to share premium. The Share premium is to be capitalised and issued as scrips as approved by shareholders from time to time.

Contingency Reserve

The contingency reserve covers an appropriation of surplus or retained earnings that may or may not be funded, indicating a reservation against a specific or general contingency. The contingency reserve represents the transfer to statutory reserve of 12.5% of the profit after tax of UNICO CPFA Limited in line with section 69 of the Pension Reform Act 2004 (2014 as amended).

Fair value reserve

The fair value reserve relates to the cumulative net change in the fair value of financial instruments at fair value through other comprehensive income until the assets are derecognised.

Other reserve

Other reserve relates to the cummulative net change in the fair value of property, plant and equipment prior to the adoption of IFRS. On adoption of IFRS, the cost and revaluation surplus was taken as deemed cost and no subsequent revaluations are required.

Equity settled share based payment reserve

In 2021, the Company introduced a Long Term Incentive Plan ("LTIP") using the value creation plan ("VCP") model under which eligible employees ("Participants") are awarded ordinary shares of the Company subject to delivering exceptional shareholder value.

The value creation plan ("VCP") was designed to incentivize employees to deliver exceptional returns for shareholders over a five-year period. The model is aimed at ensuring that UACN attracts, retains, and motivates talented employees with the mindset of owners and to align the interests of employees and shareholders with performance measured by the management team's ability to maximise shareholder value.

Under the VCP, Participants will receive, in the form of ordinary shares in the Company, a proportion of the value delivered for shareholders over a five year-period, provided that the Company delivers a minimum total shareholder return ("TSR") of 18% per annum. Should this return be delivered, an incentive pot equal to 10% of the value created will be distributed to Participants.

Measurement of fair value

The awards were valued using a Monte Carlo simulation which calculates a fair value based on a large number of randomly generated projections of the Company's TSR. The projections allow for initial TSR performance to the grant date, incorporating dividends paid and the likelihood of meeting the 18% hurdle. The inputs and assumptions used in the measurement of the fair value at grant date of the LTIP are as shown below:

UACN share price at grant date	₦10 per share
Market capitalization at grant date (N'000)	28,812,966
Estimated dividend yield	6.50%
Risk free rate	0.77%
Volatility	40%
Fair value on grant date (N'000)	1,003,763

The expected volatility has been based on the share price volatility levels of 2019, prior to the COVID-19 pandemic. The sensitivity of the fair values to various changes in the volatility and dividend assumptions is set out below.

Base case – 40% volatility ₦'000	45% volatility ₦'000	50% volatility ₦'000
1,003,763	1,204,516 (+20%)	1,405,268 (+40%)

4.5% dividend yield ₦'000	Base case – 6.5% dividend yield ₦'000	8.5% dividend yield ₦'000
1,104,139 (+1%)	1,003,763	993,725 (-1%)

There were no modifications to the LTIP during the reporting period.

Expense recognized in profit or loss

The 2022 expense recognized in profit or loss in relation to the LTIP is as shown in note 8(f(i)).

34. Reconciliation of profit/(loss) before tax to cash generated from/(used in) operations

		Group		Company	
	Note	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
(Loss)/Profit before tax from continuing operations		(4,365,316)	4,108,373	730,708	2,487,246
Loss before tax from discontinued operations		6,508	(2,105)	-	-
Adjustment for net finance cost/(income) (excluding exchange differences)		2,411,355	264,579	(277,828)	(1,004,692)
Operating profit/(loss)		**(1,947,453)**	**4,370,847**	**452,880**	**1,482,554**
Adjustments to reconcile operating profit/(loss) to net cash flows					
Amortisation of intangible assets	8	206,739	33,208	7,721	3,144
Dividend income	6	(9,250)	(260,093)	(838,386)	(1,561,023)
Depreciation charge on property, plant and equipment	8	2,496,127	2,138,969	159,995	136,348
Reclassification of intangible asset	14	-	764	-	764
Depreciation charge on right of use asset	8	481,602	368,215	-	-
Write off of inventories to net realisable value	8	152,352	140,162	-	-
Expected credit loss on debt securities	7ii	(2,804)	(23,754)	(2,804)	(23,754)
Expected credit loss on related party receivables	7ii	(11,147)	(12,439)	(11,947)	(8,939)
Expected credit loss writeback on trade and other receivables	7i	167,311	81,527	-	10,296
Write back of expected credit loss on short term deposits	7ii	(149)	(29,386)	(149)	(3,688)
Effects of exchange rate changes on debt securities	19	(113,911)	(122,560)	(113,911)	(122,560)
Net fair value losses/(gains) on investment properties	15	806,374	(1,139,398)	806,374	(1,139,398)
Profit on sale of investment properties	7i	(458,049)	-	(458,049)	-
Unwinding of government grant	7i	(264,350)	-	-	-
Share of (profit)/loss of associate	18.1	(103,444)	895,436	-	-
Loss on lease terminated	21	-	(1,470)	-	-
Write-off of property, plant and equipment		125,938	902	153	901
Loss on liquidation of subsidiary	37c	-	-	19,812	-
Profit on deconsolidation of subsidiary	37c	(32,337)	-	-	-
Fair value gain on unbundling of UPDC REIT unit to shareholders	7i	-	(324,725)	-	(324,725)
Share based expense	8(f)	243,939	98,931	243,939	98,931
(Profit)/loss on sale of tangible PPE	7i	(15,459)	32,009	(2,335)	32,129
Write-off of intangible asset	7i	3,862	-	-	-
Profit on sale of non current asset held for sale	7i	-	(160,068)	-	-
Operating cash flows before movements in working capital		**1,725,892**	**6,087,077**	**263,293**	**(1,419,020)**
Movements in working capital:					
Changes in inventories	22(a)	11,664,773	(16,230,614)	-	3,602
Changes in trade and other receivables and prepayments	23	2,279,777	(5,256,296)	236,320	(3,450,151)
Changes in finance lease receivables		2,700	-	-	-
Changes in contract liabilities		(113,419)	1,084,667	(44,927)	(63,715)
Changes in trade and other payables	27(a)	2,260,841	181,612	189,830	(211,546)
Changes in employee benefits		(4,174)	(22,107)	-	-

	Note	Group 2022 ₦'000	Group 2021 ₦'000	Company 2022 ₦'000	Company 2021 ₦'000
Changes in liabilities held for sale/distribution	37c	(20,910)	-	-	-
Net movement in provision		(48,139)	(88,784)	(86,400)	-
Changes in right of return asset		(1,356)	11,003	-	-
Changes in refund liability		1,234	(13,505)	-	-
Net cash used in operations - continuing operations		**17,747,219**	**(14,246,948)**	**558,116**	**(5,140,829)**
Net cash from operations - discontinued operations		**-**	**-**	**-**	**-**
Net cash generated from/(used in) operations		**17,747,219**	**(14,246,948)**	**558,116**	**(5,140,829)**

35. Related party transactions

Balances and transactions within the Group and its subsidiaries, which are related parties, have been eliminated on consolidation.

The Company

The company's related parties consist of companies in whom the Company has shareholding and similar interests (it's subsidiaries, associates & joint venture partners), the key management personnel of the Company and their close family members and all other entities that are directly or indirectly controlled by the Company.

The following transactions were carried out with the subsidiaries:

(a) Sales of goods and services

The Company has commercial service agreements with its subsidiaries and associates for support services. Income from commercial services fees (representing 0.75-1% of revenue of the subsidiaries) amounted to ₦782 million (2021: ₦649 million).

This has been included in the revenue of the Company.

	Company 2022 ₦'000	Company 2021 ₦'000
Grand Cereals Limited	362,762	328,454
Chemical & Allied Products PLC	188,740	158,591
MDS Logistics Ltd	81,393	15,694
Portland Paints & Products Nigeria PLC	-	11,460
Livestock Feeds PLC	149,239	134,753
	782,134	**648,952**

(b) Rental income

The Company leases properties to its subsidiaries and associates. Total rental income earned from subsidiaries and associates is shown below

	Company	
	2022 ₦'000	2021 ₦'000
UPDC Plc	12,007	9,420
UAC Restaurants Ltd	1,568	140
Grand Cereals Limited	1,600	1,451
UAC Foods Ltd	8,436	8,088
	23,611	**19,099**

(c) Period-end net balances arising from sales/purchases of goods/services with subsidiaries and associates

Company

Receivable/(Payable):	2022 ₦'000	2021 ₦'000
Subsidiaries		
Chemical & Allied Products PLC	310,277	151,402
Grand Cereals Limited	440,784	274,709
UAC Restaurants Limited	211,506	59,062
Portland Paints & Products Nigeria PLC	-	99,534
Livestock Feeds PLC	68,244	23,908
UAC Foods Ltd	167,638	105,770
	1,198,449	714,385
Associates		
UPDC PLC	27,927	30,290
MDS Logistics Ltd	81,303	17,997
	109,230	48,287
	1,307,679	**762,672**

(d) Intercompany loan

	Company	
	2022 ₦'000	2021 ₦'000
UPDC PLC	2,146,881	2,668,944
UAC Foods Ltd	-	1,000,000
UAC Restaurants Limited	1,113,617	528,950
	3,260,498	**4,197,894**

All trading balances will be settled in cash.

The expected credit loss relating to related party receivables as at 31 December 2022 was ₦5,485,000 (2021: ₦16,632,000) and the net credit to the profit or loss in respect of doubtful related party receivables was ₦11,147,000.

(e) Key Management Personnel

Total transactions with key management personnel amounted to Nil during the year (2021:Nil).

Intra-group and other related party transactions are carried out at normal commercial terms and conditions.

36. Capital commitments

	Group		Company	
	2022 ₦'000	2021 ₦'000	2022 ₦'000	2021 ₦'000
Capital expenditure authorised	-	7,545,120	-	121,661
Capital expenditure authorised & contracted	-	1,436,567	-	74,729

37a. Non-current assets held for sale/distribution

Manufacturing facility in paint segment

Following the approval by the Board of Directors in November 2019, part of a manufacturing facility within the Paints segment and investment property of the Packaged Food & Beverages segment were presented as non-current assets held for sale. In September 2022 the sum of ₦4,144,000 was reclassified to property,plant and equipment and the carrying value of the asset following the transfer is ₦541,850,000 (2021: ₦545,993,000). Despite the inability to complete the sale of the asset within 12 months, management is still committed to the disposal of the asset hence the continual classification as asset held for sale.

UPDC Real Estate Investment Trust (REIT) units

On 24 February 2021, the Board of Directors of UACN passed a resolution, subject to the approval of shareholders and the appropriate regulatory authorities, to effect the transfer of units held by UACN in UPDC REIT to shareholders in proportion to their respective shareholding. Consequently, the Company's investment was reclassified to non-current assets held for distribution and measured at its carrying amount of ₦3.57billion. The units were distributed in November 2021 and resulted in a distribution gain of ₦325 million.

Movement in non-current assets held for sale/distibution

	2022 ₦'000	2021 ₦'000
Opening balance	545,993	265,496
Transfer from investment in associates (UPDC REIT)	-	3,571,660
Transfer (to)/from PPE	(4,144)	(13,155)
Transfer from Investment property	-	303,712
Cost of asset disposed	-	(10,060)
Distribution of units held in UPDC REIT to Shareholders	-	(3,571,660)
Closing balance	**541,850**	**545,993**

37b. Liabilities classified as held for distribution to owners

UPDC Real Estate Investment Trust

On the 20th of September 2021, the Shareholders of UACN approved the distribution of the 649,392,661 units of UPDC REIT held by the company to shareholders on a pro rata basis. Consequently, ₦3.90 billion representing the fair value of the units to be distributed was recognized as a distribution liability and reduction in equity in accordance with IFRIC 17 (Distributions of non cash asset to owners). The fair value of the units was determined using the price of the UPDC REIT units as at the date of the transfer, as quoted on the Nigerian Exchange Ltd (level 1 of the fair value hierarchy). The units were distributed in November 2021 and resulted in a distribution gain of ₦325 million as shown below.

	₦'000
Fair value of UPDC REIT units as at 17 November 2021 (₦6 per share)	3,896,939
Carrying value of UPDC REIT asset in assets held for distribution (₦5.6 per share)	(3,571,660)
Purchase of additional UPDC REIT units for unbundling to shareholders	(554)
Fair value gain on unbundling of UPDC REIT units	**324,725**

37c. Deconsolidation of UNICO CPFA Limited (UNICO)

Members of UNICO CPFA at Extra-Ordinary General Meeting approved voluntary winding up of the company on February 6 2019 and the notice dated 23 July 2020 was published in the Government Gazette No116, Volume 107. In September 2022, UACN received the sum of ₦110 million as its share of capital contribution in UNICO after settling all other creditors. The entity, which was previously classified as a disposal group held for distribution to owners, was deconsolidated when the Form 72 for liquidation was filed with the Corporate Affairs Commission for approval.

Net assets of UNICO at deconsolidation

The net assets of UNICO at the point of liquidation/deconsolidation comprise of:

	Group
	2022 ₦'000
Property, plant and equipment	2,920
Deferred tax asset	945
Cash and cash equivalents	67,817
Trade and other payables	(21,184)
Net assets at deconsolidation	**50,498**

Gain on liquidation

The group recognised a gain on liquidation (Company: loss on liquidation) for the year ended 31 December 2022 as shown below

	Group	Company
	2022 ₦'000	2022 ₦'000
Investment in UNICO	-	(130,000)
Consideration receivable/received on liquidation of UNICO	57,285	110,188
Share of net assets of UNICO	(24,948)	-
Gain/(loss) on liquidation	**32,337**	**(19,812)**

Changes in asset held for sale/distribution in the cashflow statement

	Group
	2022 ₦'000
Changes in asset held for sale/distribution	3,865
Impact of decosolidation of UNICO	(3,865)
	-

Changes in liabilities of disposal group classified as held for sale/distribution in the cash flow statement

	Group
	2022 ₦'000
Changes in liabilities of disposal group classified as held for sale/distribution	(42,094)
Impact of deconsilidation of UNICO	21,184
	(20,910)

	UNICO 2022 ₦'000	TOTAL 2022 ₦'000	UNICO 2021 ₦'000	TOTAL 2021 ₦'000
Assets				
Non-current assets:				
Property, plant and equipment	-	-	2,920	2,920
Deferred tax asset	-	-	945	945
Total assets	**-**	**-**	**3,865**	**3,865**
Liabilities				
Current liabilities				
Trade and other payables	-	-	34,090	34,090
Current income tax liabilities	-	-	8,004	8,004
Total liabilities	**-**	**-**	**42,094**	**42,094**

Analysis of the results of the discontinued operations is as follows:

	UNICO 2022 ₦'000	TOTAL 2022 ₦'000	UNICO 2021 ₦'000	TOTAL 2021 ₦'000
Revenue	-	-	-	-
Cost of sales	-	-	-	-
Gross profit	-	-	-	-
Selling and distribution expenses	-	-	-	-
Administrative expenses	(25,829)	(25,829)	(2,105)	(2,105)
Operating profit	**(25,829)**	**(25,829)**	**(2,105)**	**(2,105)**
Finance income	-	-	-	-
Finance cost	-	-	-	-
Loss before tax	**(25,829)**	**(25,829)**	**(2,105)**	**(2,105)**
Tax expense	-	-	-	-
Loss after tax	**(25,829)**	**(25,829)**	**(2,105)**	**(2,105)**
Gain on deconsolidation of UNICO	32,337	32,337	-	-
Loss from discontinued operations	**6,508**	**6,508**	**(2,105)**	**(2,105)**
Other Comprehensive income				
Net changes in fair value of financal assets	-	-	-	-
Total comprehensive (loss)/income for the year net of tax	**6,508**	**6,508**	**(2,105)**	**(2,105)**

Cashflows from discontinued operations:

The net cash flows incurred are, as follows:

	UNICO 2022 ₦'000	TOTAL 2022 ₦'000	UNICO 2021 ₦'000	TOTAL 2021 ₦'000
Operating	6,508	6,508	(2,105)	(2,105)
Investing	-	-	-	-
Financing	-	-	-	-
Net cash inflows/(outflows)	**6,508**	**6,508**	**(2,105)**	**(2,105)**

38. Disclosure of Interests in Other Entities

38.1 Composition of the Group

UAC of Nigeria PLC is a holding company with interests in six primary verticals - Animal Feeds & Other Edibles (2 entities), Packaged Food & Beverages (1 entity), Quick Service Restaurants (1 entity), Real Estate (1 entity), Paints (1 entity) and Logistics (1 entity). The Group comprises of a corporate centre (the Company) holding interests in 7 entities.

38.2 Subsidiaries with material non-controlling interests

(a) Chemical and Allied Products PLC (CAP) – Chemical and Allied Products PLC is a company involved in the manufacture and sale of paints. The company's principal place of business is Lagos State, Nigeria. The non-controlling interests are 16,611 shareholders who hold a 42.15% (in aggregate) stake in the company. The profit allocated to NCI for the year ended 31 December 2022 was ₦1billion (2021: ₦514million) and dividends paid to NCI in 2022 was ₦428million (2021: ₦713million). As at 31 December 2022, the accumulated NCI in the subsidiary was ₦2.4billion (2021: ₦1.8billion).

(b) Grand Cereals Limited (GCL) – Grand Cereals Limited is a company involved in the manufacturing and sale of animal, poultry and fish feeds, edible oils and its by-products, maize grits and ready-to-eat breakfast cereals. The company's principal place of business is Plateau State, Nigeria. The non controlling interests hold 28.57% (in aggregate) in the company. The loss allocated to NCI for the year ended 31 December 2022 was ₦1.3billion (2021: profit of ₦117million) and dividends paid to NCI in 2022 was ₦109million (2021: ₦218million). As at 31 December 2022, the accumulated NCI in the subsidiary was ₦1.2billion (2021: ₦2.6billion).

(c) Livestock Feeds PLC (LSF) – Livestock Feeds PLC is a company involved in the manufacturing and sale of animal feeds and concentrates. The company's principal place of business is Lagos State, Nigeria. The non-controlling interests are 19,821 shareholders who hold a 26.71% (in aggregate) stake in the company. The loss allocated to NCI for the year ended 31 December 2022 was ₦220million (2021: profit of ₦115million) and no dividend was paid (2021: Nil). As at 31 December 2022, the accumulated NCI in the subsidiary was ₦88million (2021: ₦307million).

(d) UAC Restaurants Limited (UACR) – UAC Restaurants Limited is a quick service restaurant company that operates through the Mr Biggs' and Debonairs Pizza chain of restaurants. The company's principal place of business is Lagos State, Nigeria. In 2013, UACN divested 49% of its 100% stake in the company to Famous Brands, thereby retaining 51%. Famous Brands held a 49% stake in the company as at 31 December 2022. The loss allocated to Non-Controlling Interest (NCI) for the year 2022 is ₦406million (2021: Loss of ₦252million) and no dividend was paid. As at 31 December 2022, the accumulated NCI in the subsidiary was a net loss of ₦483.5 million (2021: net loss of ₦77 million).

Summarised financial information

31-Dec-22	CAP ₦'000	GCL ₦'000	LSF ₦'000	UACR ₦'000
Non-current assets	2,139,892	11,175,848	1,102,636	2,222,107
Current assets	11,266,313	18,337,577	6,355,069	904,059
Current liabilities	6,470,056	16,532,258	5,777,448	1,197,893
Non-current liabilities	336,547	2,303,344	-	2,914,399
Revenue	19,208,470	49,529,212	16,410,221	3,075,255
(Loss)/Profit before tax	3,444,212	(6,081,408)	(781,393)	(813,723)
Total comprehensive (loss)/income	2,376,209	(4,546,994.00)	(822,219)	(829,578)

31-Dec-21	CAP ₦'000	GCL ₦'000	LSF ₦'000	UACR ₦'000
Non-current assets	1,599,110	11,052,931	819,609	506,315
Current assets	10,516,795	23,036,774	819,609	932,574
Current liabilities	7,532,448	15,834,264	8,283,257	669,325
Non-current liabilities	173,683	2,682,893	42,004	926,108
Revenue	14,207,818	48,070,784	14,640,268	2,208,183
(Loss)/profit before tax	1,691,029	630,251	565,130	(514,416)
Total comprehensive (loss)/income	1,122,567	409,969	429,693	(514,415)

39. Events after the reporting period

There were no events occurring after the reporting period that could have a material effect on the state of affairs of the Group or Company as at 31 December 2022 which have not been adequately provided for or disclosed in these financial statements.

40. Fair Value Measurements

Fair value of investment property

An independent valuation of the group's investment property was performed by valuers to determine the fair value of investment properties as at 31 December 2022. The gain on fair valuation was credited to profit or loss and is shown in “”other operating income/loss”” (Note 6). The following table analyses the non-financial assets carried at fair value, by valuation method. The different levels have been defined as follows:

(i) Quoted prices (unadjusted) in active markets for identical assets and liabilities (level 1)

(ii) Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly (level 2)

(iii) Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3)

The valuation of investment property results in a level 3 fair value.

There were no transfers between levels 1 and 2 during the year.

Valuation techniques used to derive level 3 fair values

Investment Property

Level 3 fair values for investment property has been derived using the open market value. To obtain the open market value, the following were considered, a willing buyer, a willing seller, the property is freely exposed to the market, a reasonable period within which to negotiate sale, taking into account the nature of the property and state of the market.The open market value methodology falls within the “market approach” as stipulated by IFRS 13.

Fair value measurements as at 31 December 2022 using:			
all figures in N'000 unless otherwise stated	**Quoted prices in active markets for identical assets (Level 1) ₦'000**	**Significant other observ-able inputs (Level 2) ₦'000**	**Significant unobservable inputs (Level 3) ₦'000**
Recurring fair value measurements			
Investment Property			
UACN Company	-	-	2,435,360
Group			**2,435,360**

Fair value measurements as at 31 December 2021 using:			
all figures in N'000 unless otherwise stated	Quoted prices in active markets for identical assets (Level 1) ₦'000	Significant other observable inputs (Level 2) ₦'000	Significant unobservable inputs (Level 3) ₦'000
Recurring fair value measurements			
Investment Property			
UAC Company	-	-	3,470,685
Group			**3,470,685**

	2021	
Reconciliation of level 3 fair values	**Investment Property (Group) ₦'000**	**Investment Property (Company) ₦'000**
Opening balance	2,634,999	2,331,287
Transfer to non current assets held for sale	(303,712)	-
Net gain from fair value adjustment on investment property	1,139,398	1,139,398
Closing Balance	**3,470,685**	**3,470,685**

	2022	
Reconciliation of level 3 fair values	**Investment Property (Group) ₦'000**	**Investment Property (Company) ₦'000**
Opening balance	3,470,685	3,470,685
Disposals	(228,951)	(228,951)
Net loss from fair value adjustment on investment property	(806,374)	(806,374)
Closing Balance	**2,435,360**	**2,435,360**

Valuation process for the group

On an annual basis, the group engages external, qualified valuers to determine the fair value of the group's investment properties, using level 3 inputs. The firm of Robert Offor & Co (FRC/2015/00000010621) carried out the valuation exercise of investment properties as at 31 December 2022 (2021: Ibukun Efuntayo & Co (FRC/2013/00000000001771)). The valuation report for 2022 was signed by the firm's managing partner Mr. Robert Offor (FRC/2015/NIESV/00000010621) (2021: ESV Emmanuel Efuntayo ((FRC/2013/NIESV/00000003663).

The external valuations of the level 3 investment properties have been performed using the Open Market Approach. The external valuers have determined these inputs based on the size, age, condition of the land and buildings, willing buyer, willing seller, the state of the local ecnomy and a reasonable period within which to negotiate sale, taking into account the nature of the property and state of the market.

Information about fair value measurements using significant unobservable inputs (Level 3)

Description	Fair value as at 31 December 2022	Fair value as at 31 December 2021	Valuation Technique	Unobservable inputs	Relationship of unobservable inputs to fair value
Investment Property - UAC Company	2,435,360	3,470,685	Fair Market Value Approach	The price range used per square metre are ₦2,108 - ₦67,415,730 (2021: ₦1,822.5–₦163,472.04) which was determined by demand and availability of property of that quality in that location	The higher the estimated price per square meter, the higher the value

Other National Disclosures
Shareholding Structure/Free Float Status

Company Name	:	UAC of Nigeria Plc
Board Listed	:	Main Board
Year End	:	31-Dec
Reporting Period	:	31-Dec-22

	31-Dec-22		**31-Dec-21**	
Share Price at end of reporting period	**10.25**		**9.5**	
Description	**Units**	**Percentage**	**Units**	**Percentage**
Issued Share Capital	2,926,131,655	100%	2,881,296,579	100%
Substantial Shareholdings (5% and above)				
Themis Capital Management	586,289,403	20.04%	496,128,943	17.22%
Dalio Property Development Limited	172,693,669	5.90%	152,380,473	5.29%
Fund, LP - Main NTC Kuroto	147,246,159	5.03%	-	-
Total Substantial Shareholdings	**906,229,231**	**30.97%**	**648,509,416**	**22.51%**
Directors' Shareholdings (direct and indirect), excluding directors with substantial interests				
Mr. Daniel Agbor (Indirect)	35,000,000	1.20%	35,000,000	1.21%
Mr. Folasope Aiyesimoju (Direct)	46,999,122	1.61%	46,338,731	1.61%
Mr. Folasope Aiyesimoju (Indirect)	-	0.00%	55,100,000	1.91%
Mr. Folasope Aiyesimoju (Indirect - representing AM&P Advisory services)	70,780,314	2.42%	78,653,201	2.73%
Mr. Folasope Aiyesimoju (Indirect - representing Themis Capital Management)	-	-	-	-
Dr. Vitus Ezinwa (Direct)	1,563,800	0.05%	1,485,174	0.05%
Mrs. Babafunke Ijaiya-Oladipo (Direct)	250,326	0.01%	237,740	0.01%
Mr. Babatunde Kasali (Direct)	10,000	0.00%	10,000	0.00%
Mr. Khalifa Biobaku (Indirect - representing Dalio Property Development Limited) (a)	-	-	-	-
Dr. Umaru Alka (Direct) (b)	NLD	NLD	8,109	0.00%
Mrs. Suzanne Iroche	-	-	-	-
Mr. Bolaji Odunsi	-	-	-	-
Mr. Karl Toriola	-	-	-	-
Total Directors' Shareholdings	**154,603,562**	**5.28%**	**216,832,955**	**7.53%**
Other Influential Shareholdings				
Cardinalstone Account CPM	105,353,794	3.60%	-	-
UBA Nominee/Tangerine Life Insurance Investment (c)	95,783,885	3.27%	95,783,885	3.32%
Total Other Influential Shareholdings	**201,137,679**	**6.87%**	**95,783,885**	**3.32%**
Free Float in Units and Percentage	1,664,161,183	56.87%	1,920,170,323	66.64%
Free Float in Value	₦ 17,057,652,125.75		₦ 18,241,618,068.50	

Declaration:
UAC of Nigeria PLC with a free float percentage of 56.87% as at 31 Decenber 2022, is compliant with The Exchange's free float requirements for companies listed on the Main Board.

NLD - "No longer a director"

(a) Mr. Khalifa Biobaku was appointed to the Board with effect from 29 March 2022
(b) Dr. Umaru Alka retired from the Board with effect from 27 June 2022
(c) As at December 2021, Tangerine Life Insurance Investment was Metropolitan Life Insurance Nig Ltd

Other national disclosures

Statement of Value Added

For the year ended 31 December 2022

	Group				Company			
	2022		2021		2022		2021	
	₦ Million	%	₦ Million	%	₦ Million	%	₦ Million	%
Turnover	109,270		101,377		1,009		877	
Share of associated companies' profits	103		(895)		-		-	
Dividend income	9		260		838		1,561	
Interest received & other income	2,191		3,634		1,822		2,685	
Cost of materials and services:								
Imported	(14,142)		(14,469)		(111)		(78)	
Local	(83,079)		(69,049)		(636)		(921)	
Value Added	**14,352**	**100**	**20,858**	**100**	**2,922**	**100**	**4,124**	**100**
Applied as follows:								
To pay employees								
Salaries, wages and other benefits	11,059	77	9,632	46	1,369	47	1,406	34
To pay government								
Taxes	(823)	(6)	1,440	7	49	2	143	3
To pay providers of capital								
Interest charges	3,533	25	1,568	8	655	22	92	2
To pay shareholders								
Dividend	1,873	13	3,458	17	1,873	64	3,458	84
Retained for replacement of assets and business growth:								
Depreciation and Amortisation	2,703	19	2,172	10	168	6	139	3
Non-controlling interest	(914)	(6)	780	4	-		-	
To (deplete)/augument reserves	(3,079)	(21)	1,807	9	(1,191)	(41)	(1,113)	(27)
	14,352	**100**	**20,858**	**100**	**2,922**	**100**	**4,124**	**100**

Value added represents the additional wealth which the Group has been able to create by its own and its employees efforts. This statement shows the allocation of that wealth to employees, government, providers of capital and the amount retained for the future creation of additional wealth.

Other national disclosures

Group Five-Year Financial Summary

Year ended 31 December 2022

Naira millions	2018	2019	2020	2021	2022
Funds Employed					
Equity attributable to equity holders of the Company	57,885	49,521	52,006	45,981	41,964
Non-controlling interest	16,189	10,412	8,670	4,857	3,317
Creditors due after one year	9,212	6,522	6,775	5,349	5,980
Provisions	104	96	192	93	32
	83,390	**66,551**	**67,643**	**56,280**	**51,292**
Employment of funds					
Property, plant and equipment, Intangible assets, Investment Property and Other non -current assets	30,564	18,920	21,012	22,224	25,043
Long term investments	20,139	2,021	15,381	11,238	11,259
Net current (liabilities) / assets	24,353	18,720	26,221	13,650	4,724
	75,056	**39,661**	**62,614**	**47,112**	**41,027**
Capital expenditure	**2,926**	**2,710**	**4,496**	**3,466**	**5,981**
Depreciation	**2,280**	**1,926**	**2,074**	**2,172**	**2,703**

Results

	2018	2019	2020 Restated	2021	2022
Turnover	70,474	79,202	81,358	101,377	109,270
Profit from operations	3,920	5,666	3,597	5,014	(2,384)
Share of profit of associated companies	-	-	973	(895)	103
Taxation	(1,838)	(2,111)	(1,440)	(1,440)	823
Profit/ (loss) after tax	(6,045)	(5,308)	2,587	2,587	(3,993)
Profit/ (loss) for the year retained	(7,918)	(7,152)	2,363	(1,651)	(3,081)
Share prices : High (kobo)	985	960	1,105	1,145	1,450
Low (kobo)	975	450	540	710	840
Market capitalisation (period-end)	28,093	24,779	20,889	27,372	29,993
Earnings per share (kobo)	(209)	(183)	62	62	(107)
Earnings per share (kobo) - adjusted	(209)	(183)	62	62	(107)
Net assets per share (kobo)	2,571	2,080	2,106	1,764	1,547

Other national disclosures

Company Five-Year Financial Summary
Year ended 31 December 2022

Naira millions	2018	2019	2020	2021	2022
Funds Employed					
Equity attributable to equity holders of the Company	40,132	39,337	36,680	31,805	31,287
Creditors due after one year	74	25	455	456	315
Provisions	90	90	90	90	4
	40,296	**39,452**	**37,225**	**32,351**	**31,605**
Employment of funds					
Property, plant and equipment	714	699	888	933	864
Long term investments	21,208	14,564	14,616	18,536	19,037
Net current (liabilities) / assets	15,408	16,182	7,863	(2,254)	-2,111
	37,330	**31,445**	**23,367**	**17,215**	**17,789**
Capital expenditure	**244**	**177**	**215**	**160**	**3,466**
Depreciation	**142**	**146**	**138**	**136**	**160**

Results

	2018	2019	2020 Restated	2021	2022
Turnover	681	759	758	877	1,009
Profit from operations	1,278	(667)	(3,497)	1,481	442
Taxation	(587)	(490)	(143)	(143)	(49)
Profit after tax	3,609	1,484	2,345	2,345	682
Dividend - proposed	(1,844)	(288)	(3,457)	(1,873)	(644)
Profit for the year retained	1,736	(360)	(1,113)	(1,113)	(1,191)
Share prices : High (kobo)	985	960	1,105	1,145	1,450
Low (kobo)	975	450	540	710	840
Market capitalisation (period-end)	28,093	24,779	20,889	27,372	29,993
Dividend per share (kobo)	64	10	120	65	22
Dividend per share (kobo) - adjusted	64	10	120	65	22
Earnings per share (kobo)	140	52	81	81	24
Earnings per share (kobo) - adjusted	140	52	81	81	24
Net assets per share (kobo)	1,380	1,365	1,273	1,104	1,069
Dividend cover (times)	2.2	5.2	0.7	1.2	1.1

Shareholders' Information

Shareholders with 5% and above as at December 31, 2022

Name	Holding	Percentage (%)
Themis Capital Management	586,289,403	20.04
DALIO Property Development Limited	172,693,669	5.90
Fund, LP - Main NTC Kuroto	147,321,456	5.03

Except from those listed in the table above, no other individual or entity holds 5% and above of the company's issued share capital.

Range Analysis

RANGE ANALYSIS AS AT DECEMBER 31 2022

Range			No. of Holders	Holders %	Holders Cum.	Units	Units %	Units Cum.
1		500	34,727	19.06	34,727	9,991,217	0.34	9,991,217
501	-	1,000	23,325	12.8	58,052	17,252,730	0.59	27,243,947
1,001	-	5,000	102,983	56.53	161,035	252,464,788	8.63	279,708,735
5,001	-	50,000	19,352	10.62	180,387	218,072,854	7.45	497,781,589
50,001	-	100,000	826	0.45	181,213	59,078,633	2.02	556,860,222
100,001	-	500,000	713	0.39	181,926	148,851,242	5.09	705,711,464
500,001	-	1,000,000	105	0.06	182,031	79,837,300	2.73	785,548,764
1,000,001	-	10,000,000	109	0.06	182,140	339,695,302	11.61	1,125,244,066
10,000,001	-	1,000,000,000	26	0.01	182,166	1,800,887,589	61.54	2,926,131,655
Grand Total			**182,166**	**100**		**2,926,131,655**	**100**	

Share Capital History

DATE	AUTHORISED SHARE CAPITAL INCREASE ₦ ('000)	AUTHORISED SHARE CAPITAL CUMULATIVE ₦ ('000)	ISSUED & FULLY PAID-UP SHARES INCREASE ₦ ('000)	ISSUED & FULLY PAID-UP SHARES CUMULATIVE ₦ ('000)	CONSIDERATION
Before 30 September 1976	26,000	26,000	23,760	23,760	N/A
30 September 1976	14,000	40,000	15,840	39,600	Scrip issue (2 for 3)
23 September 1977	40,000	80,000	39,600	79,200	Scrip issue (1 for 1)
02 March 1978	20,000	100,000	19,800	99,000	Scrip issue (1 for 4)
24 September 1980	48,500	148,500	49,500	148,500	Scrip issue (1 for 2)
14 May 1990	14,850	163,350	14,850	163,350	Scrip issue (1 for 10)
16 September 1993	40,838	204,188	40,838	204,188	Scrip issue (1 for 4)
05 April 1994	0	204,188	(42,880)	161,308	Capital reduction
15 February 1995	0	204,188	20,419	181,727	Offer for subscription
03 July 1996	95,812	300,000	45,432	227,159	Scrip issue (1 for 4)
09 September 2000	200,000	500,000	227,159	454,318	Scrip issue (1 for 1)
26 May 2004	500,000	1,000,000	185,970	640,288	Scrip issue (1 for 4)
21 May 2010	0	1,000,000	160,072	800,360	Scrip issue (1 for 4)
07 December 2015	700,000	1,700,000[1]	160,072	960,432	Scrip issue (1 for 5) and creation of preference shares
15 February 2018	0	1,700,000	480,216	1,440,648	Right issue (2 for 1)
2019- 2021	0	1,700,000	0	1,440,648	N/A
2022	(236,935)	1,463,065	22,417	1,463,065[2]	Scrip issue and cancellation of unissued authorized shares

1. Includes creation of 400,000,000 preference shares
2. Unissued share capital was cancelled in compliance with the Companies and Allied Matters Act 2022 and Companies Regulations 2021


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Unclaimed Dividends

Unclaimed dividends as at December 31, 2022

Since becoming a public company in 1974, the company has declared dividends and issued a number of scrip issues. Currently, our unclaimed dividend accounts indicate that some dividend warrants have been returned to the Registrars as unclaimed either because the addresses could not be traced or because the affected shareholders no longer live at the addresses.

Affected shareholders are requested to contact the Registrars to update their records and furnish their bank and stockbroker details for e-mandate.

The Registrar
Africa Prudential PLC
220B Ikorodu Road,
Palmgroove,
Lagos
Telephone: 0700 AFRIPRUD or 070023747783
Email: cxc@africaprudential.com

UNCLAIMED DIVIDENDS AS AT DECEMBER 31, 2022

Div. No.	Date Declared	Amount Declared (₦)	Dividend Per Share (₦)	Amount Claimed to Date (₦)	Amount Unclaimed to Date (₦)	Percentage Dividend Amount Unclaimed
46	2011	1,584,713,118.78	1.3	1,417,743,231.57	166,969,887.21	10.54%
47	2012	2,160,972,435.00	1.1	1,985,909,483.69	175,062,951.31	8.10%
48	2013	2,561,149,104.00	1.5	2,399,235,627.99	161,913,476.01	6.32%
49	2014	3,025,360,900.00	1.6	2,224,644,914.80	800,715,985.20	26.47%
50	2015	3,129,810,899.96	1.75	2,412,467,805.79	717,343,094.17	22.92%
51	2016	1,796,721,485.00	1	1,500,858,748.82	295,862,736.18	16.47%
52	2017	1,791,336,140.90	1	1,373,988,811.60	417,347,329.30	23.30%
53	2018	1,685,558,498.72	0.65	1,464,691,663.41	220,866,836.31	13.10%
54	2019	1,692,457,315.06	0.64	1,399,900,150.19	292,557,164.87	17.29%
55	2020	288,129,657.90	0.1	241,773,037.25	46,356,620.65	16.09%
56	2021	3,457,555,894.80	1.2	2,916,974,626.07	540,581,268.73	15.63%
	TOTAL	**23,173,765,450.12**		**19,338,188,101.18**	**3,835,577,349.94**	**16.55%**

Proxy Form

UAC OF NIGERIA PLC

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS AND IS TO BE USED AT THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, JUNE 21st, 2023

Annual General Meeting of UAC of Nigeria PLC (the "Company") will be held Wednesday, June 21st, 2023 at Festival Hotel, Diamond Estate, Amuwo Odofin, Lagos at 10:00am

I/We (name in block letters)

____

Being member(s)/a shareholder of UAC of Nigeria PLC, hereby appoint (in block letters)

____

____

or failing him/her, the Chairman, Mr. Dan Agbor, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, June 21, 2023 at 10:00am and/or at any adjournment thereof. Unless otherwise instructed, the Proxy will vote or abstain from voting in accordance with the instructions stated herein.

Dated this __________ of ______________________ 2023

Shareholder's Signature ____________________________

NOTE

1. Please sign this Proxy Form and return it, physically to the Registrar, Africa Prudential PLC, 220B, Ikorodu Road, Palmgrove, Lagos, Nigeria; or via email, to cxc@africaprudential.com not later than 48 hours before the time appointed for the Meeting and ensure that the Proxy Form is dated and signed. If the Shareholder is a corporate body, this form must be signed under hand by an authorized representative of the company or attorney.

2. In the case of joint shareholders, any of them may complete this form, but the names of all joint shareholders must be stated.

Please indicate your vote by placing an 'X' in the appropriate space, how you wish your votes to be cast on the resolutions set out below.

	ORDINARY BUSINESS	FOR	AGAINST	ABSTAIN
1.	To declare a dividend.			
2.	To re-elect the following director who is retiring by rotation: (i) Mr. Daniel Agbor			
3.	To authorize the Directors to fix the remuneration of the External Auditors for the 2023 Financial Year.			
4.	To elect members of the Statutory Audit Committee.			

	SPECIAL BUSINESS	FOR	AGAINST	ABSTAIN
5.	To fix the remuneration of Directors.			
6.	To consider and if thought fit, pass the following resolution as an ordinary resolution of the Company: "That a general mandate be and is hereby given, authorizing the Company through the Directors to enter into recurrent transactions with related parties or companies until reviewed by the Company at an Annual General Meeting."			

Admission Form

UAC OF NIGERIA PLC

2023 Annual General Meeting Admission Card

Please admit the Shareholder named on this Card or his/her duly appointed proxy to the Annual General Meeting to be held at 10:00am on Wednesday, June 21st, 2023 at Festival Hotel, Diamond Estate, Amuwo Odofin, Lagos.

Name of Shareholder: ______________________________

Address of Shareholder: ______________________________

____

Status: Shareholder ☐ Proxy ☐

Signature: ______________________________

THIS CARD IS TO BE SIGNED AT THE VENUE BY THE REGISTRAR

UAC OF NIGERIA PLC

Annual General Meeting Admission Card

Name and Address of Shareholder

SHAREHOLDER ______________________________

PROXY ______________________________

Signature of person attending

____

PLEASE AFFIX

STAMP

If undelivered, please return to

The Registrar
Africa Prudential PLC
220B Ikorodu Road,
Palm Groove,
Lagos
Tel: 0700 AFRIPRUD or 070023747783
web: **www.africaprudential.com**
email: **cxc@africaprudential.com**

Africa Prudential

E-SERVICE/DATA UPDATE FORM

KINDLY FILL AND RETURN FORM TO ANY OF OUR OFFICE ADDRESSES STATED BELOW | * = COMPULSORY FIELDS

1. *SURNAME/COMPANY NAME

2. *FIRST NAME

3. OTHER NAME

4. *GENDER M F

5. E-MAIL

6. ALTERNATE E-MAIL

7. *DATE OF BIRTH D D M M Y Y Y Y

8. *MOBILE (1) (2)

9. *ADDRESS

10. OLD ADDRESS *(if any)*

11. *NATIONALITY

12. *OCCUPATION

13. *NEXT OF KIN NAME MOBILE

14. *MOTHER'S MAIDEN NAME

15. BANK NAME

16. A/C NO.

17. A/C NAME

18. A/C OPENING DATE D D M M Y Y Y Y

19. BANK VERIFICATION NO. (BVN)

20. NAME OF STOCKBROKING FIRM

21. CSCS CLEARING HOUSE NO. (CHN) C

DECLARATION

I/We hereby declare that the information I have provided is true and correct and that I shall be held personally liable for any of my personal details.

I/We also agree and consent that Africa Prudential Plc ("Afriprud") may collect, use, disclose, process and deal in any manner whatsoever with my/our personal, biometric and shareholding information set out in this form and/or otherwise provided by me/us or possessed by Afriprud for administration of my/our shareholding and matters related thereto.

Signature:

Signature:

Joint/Company's Signatories

Company Seal *(if applicable)*

Please tick against the company(ies) where you have shareholdings

CLIENTELE

1. ABBEY MORTGAGE BANK PLC
2. ADAMAWA STATE GOVERNMENT BOND
3. AFRILAND PROPERTIES PLC
4. AFRICA PRUDENTIAL PLC
5. A & G INSURANCE PLC
6. ALUMACO PLC
7. A.R.M LIFE PLC
8. BECO PETROLEUM PRODUCTS PLC
9. BUA GROUP
10. BENUE STATE GOVERNMENT BOND
11. CAP PLC
12. CAPPA AND D'ALBERTO PLC
13. CEMENT COY. OF NORTHERN NIG. PLC
14. CSCS PLC
15. CHAMPION BREWERIES PLC
16. CWG PLC
17. CORDROS MONEY MARKET FUND
18. EBONYI STATE GOVERNMENT BOND
19. GOLDEN CAPITAL PLC
20. INFINITY TRUST MORTGAGE BANK PLC
21. INVESTMENT & ALLIED ASSURANCE PLC
22. JAIZ BANK PLC
23. KADUNA STATE GOVERNMENT BOND
24. LAGOS BUILDING INVESTMENT CO. PLC
25. GLOBAL SPECTRUM ENERGY SERVICES PLC
26. MED-VIEW AIRLINE PLC
27. MIXTA REAL ESTATE PLC *(formerly ARM Properties Plc)*
28. NEXANS KABLEMETAL NIG. PLC
29. OMOLUABI MORTGAGE BANK PLC
30. PERSONAL TRUST & SAVINGS LTD
31. P.S MANDRIDES PLC
32. PORTLAND PAINTS & PRODUCTS NIG. PLC
33. PREMIER BREWERIES PLC
34. RESORT SAVINGS & LOANS PLC
35. ROADS NIGERIA PLC
36. SCOA NIGERIA PLC
37. TRANSCORP HOTELS PLC
38. TRANSCORP PLC
39. TOWER BOND
40. THE LA CASERA CORPORATE BOND
41. UACN PLC
42. UNITED BANK FOR AFRICA PLC
43. UNITED CAPITAL PLC
44. UNITED CAPITAL BALANCED FUND
45. UNITED CAPITAL BOND FUND
46. UNITED CAPITAL EQUITY FUND
47. UNITED CAPITAL MONEY MARKET FUND
48. UNITED CAPITAL NIGERIAN EUROBOND FUND
49. UNITED CAPITAL WEALTH FOR WOMEN FUND
50. UNIC DIVERSIFIED HOLDINGS PLC
51. UNIC INSURANCE PLC
52. UAC PROPERTY DEVELOPMENT COMPANY PLC
53. UTC NIGERIA PLC
54. VFD GROUP PLC
55. WEST AFRICAN GLASS IND PLC

OTHERS:

HEAD OFFICE: 220B, Ikorodu Road, Palmgrove, Lagos.
ABUJA: Infinity House (2nd Floor), 11 Kaura Namoda Street, Off Faskari Crescent, Area 3, Garki, Abuja.
PORT-HARCOURT: Oklen Suite Building (2nd Floor), No. 1A, Evo Road, GRA Phase 2.
TEL: 0700 AFRIPRUD (0700 2374 7783) | E-MAIL: cxc@africaprudential.com | www.africaprudential.com | @afriprud

Africa Prudential
RC 649007

Affix
Recent Passport
Photograph

USE GUM ONLY
NO STAPLE PINS

(to be stamped by your banker)
ONLY CLEARING BANKS ARE ACCEPTABLE

E-DIVIDEND MANDATE ACTIVATION FORM

INSTRUCTION
Please complete all section of this form to make it eligible for processing and return to the address below.

The Registrar
Africa Prudential Plc
220B, Ikorodu Road, Palmgrove, Lagos.

I/We hereby request that henceforth, all my/our Dividend Payment(s) due to me\us from my/our holdings in all the companies ticked at the right hand column be credited directly to my /our bank detailed below:

Bank Verification Number (BVN):

Bank Name:

Bank Account Number:

Account Opening Date: DD MM YYYY

SHAREHOLDER ACCOUNT INFORMATION

Gender: Male ☐ Female ☐

Date Of Birth D D M M Y Y Y Y

Surname/Company's Name First Name Other Name

Address

City State Country

Clearing House Number (CHN) (if any) C

Name of Stockbroking Firm

Mobile Telephone 1

Mobile Telephone 2

E-mail Address

DECLARATION

I/We hereby declare that the information I have provided is true and correct and that I shall be held personally liable for any of my personal details.

I/We also agree and consent that Africa Prudential Plc ("Afriprud") may collect, use, disclose, process and deal in any manner whatsoever with my/our personal, biometric and shareholding information set out in this form and/or otherwise provided by me/us or possessed by Afriprud for administration of my/our shareholding and matters related thereto.

Signature:

Signature:
Joint/Company's Signatories

Company Seal (if applicable)

Please tick against the company(ies) where you have shareholdings

CLIENTELE

1. ABBEY MORTGAGE BANK PLC ☐
2. ADAMAWA STATE GOVERNMENT BOND ☐
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6. ALUMACO PLC ☐
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17. CORDROS MONEY MARKET FUND ☐
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21. INVESTMENT & ALLIED ASSURANCE PLC ☐
22. JAIZ BANK PLC ☐
23. KADUNA STATE GOVERNMENT BOND ☐
24. LAGOS BUILDING INVESTMENT CO. PLC ☐
25. GLOBAL SPECTRUM ENERGY SERVICES PLC ☐
26. MED-VIEW AIRLINE PLC ☐
27. MIXTA REAL ESTATE PLC *(formerly ARM Properties Plc)* ☐
28. NEXANS KABLEMETAL NIG. PLC ☐
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34. RESORT SAVINGS & LOANS PLC ☐
35. ROADS NIGERIA PLC ☐
36. SCOA NIGERIA PLC ☐
37. TRANSCORP HOTELS PLC ☐
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55. WEST AFRICAN GLASS IND PLC ☐

OTHERS:

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TEL: 0700 AFRIPRUD (0700 2374 7783) | E-MAIL: cxc@africaprudential.com | www.africaprudential.com | @afriprud

Africa Prudential

FULL DEMATERIALIZATION FORM FOR MIGRATION

INSTRUCTION: Please fill out the form in CAPITAL LETTERS. Section 'B' is applicable only if certificate(s) is/are misplaced, lost or destroyed.

Affix recent passport photograph

USE GUM ONLY NO STAPLE PINS

Please credit my account at Central Securities Clearing System (CSCS) with shares from my holdings in ____________ **"the company"**. I recognize this will invalidate any certificate(s) in my possession, or which might come into my possession in respect of my total holding(s) in this/this company.

SECTION A:

SHAREHOLDER'S FULL NAMES: ____________
Surname / First Name / Middle Name

ADDRESS: ____________

GSM NUMBER: ____________ **E-MAIL:** ____________

GENDER: Male ☐ Female ☐ **DATE OF BIRTH:** D D M M Y Y Y Y **CSCS INVESTOR'S A/C NO.:** ____________

CLEARING HOUSE NUMBER(CHN): C ____________ **REGISTRAR'S ID NO (RIN):** ____________

BANK DETAILS FOR DIRECT SETTLEMENT

ACCOUNT NAME: ____________ **BANK:** ____________

BANK A/C NUMBER: ____________ **BVN:** ____________ **AGE OF A/C:** DD MM YYYY
Must be NUBAN / Must be confirmed by bank / Must be confirmed by bank

Authorized Signature (1) *(and stamp of Stockbroker)*

Authorized Signature (2) *(and stamp of Stockbroker)*

Shareholder's Signature & Date

Shareholder's Signature & Date (2) *(if applicable)*

Thumb Print

CERTIFICATE DETAILS

S/N	CERTIFICATE NO. (IF ANY)	UNITS	S/N	CERTIFICATE NO. (IF ANY)	UNITS
1.			4.		
2.			5.		
3.			6.		

Company Seal

SECTION B: INDEMNITY FOR MISPLACED, LOST OR DESTROYED CERTIFICATE(S)

I hereby request Africa Prudential Plc to credit my account at Central Securities Clearing System (CSCS) with unit of shares not covered in my share certificate(s) details quoted in Section 'A' above. The holdings are registered in my name, and the original shares/stocks certificate(s) has/have been misplaced, lost or destroyed or was never received. I hereby, with the Guarantor whose name hereunder appears, indemnify the said Company and Africa Prudential Plc against all claims and demands, money, losses, damages, costs and expenses which may be brought against, or be paid, incurred or sustained by the said Company and /or Africa Prudential Plc by reason or in consequence of the said certificate(s) having been misplaced, destroyed, lost or in consequence of a transfer being registered without surrender of the certificate(s) or otherwise whatsoever. I further undertake and agree that if the said Certificate(s) shall hereafter be found, to forthwith deliver up to Africa Prudential Plc or their successors or assigns without cost, fee or reward.

CERTIFICATE DETAILS

S/N	CERTIFICATE NO. (IF ANY)	UNITS	S/N	CERTIFICATE NO. (IF ANY)	UNITS
1.			4.		
2.			5.		
3.			6.		

Dated this ____ day of ____, 20__

Name: ____________

Signature: ____________

Joint (2) (if applicable): ____________

Joint (3) (if applicable): ____________

Company Seal

In the Presence of:

Name: ____________ **GSM NO:** ____________

Address: ____________ **Signature:** ____________

THIS SECTION IS TO BE EXECUTED BY THE SHAREHOLDER'S STOCKBROKER, BANKER OR INSURANCE COMPANY

On behalf of ____________ Plc/Ltd, we hereby agree jointly and severally keep the company and/or the Registrar or other persons acting on their behalf fully indemnified aganist all action, proceedings, liabilities, claims, losses, damage, costs and expenses in relation to or arising out of your accepting to re-issue to the rightful owner the shares/stocks, and to pay you on demand, all payments, losses, costs and expenses suffered or incurred by you in consequence thereof or arising therefrom. We/I also agree and consent that Africa Prudential Plc ("Afriprud") may collect, use, disclose, process and deal in any manner whatsoever with my/our personal, biometric and shareholding information set out in this form and/or otherwise provided by me/us or possessed by Afriprud for administration of my/our shareholding and matters related thereto.

Authorised Signatory (1): ____________ **Authorised Signatory (2):** ____________

Company Seal

HEAD OFFICE: 220B, Ikorodu Road, Palmgrove, Lagos.
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TEL: 0700 AFRIPRUD (0700 2374 7783) | E-MAIL: cxc@africaprudential.com | www.africaprudential.com | @afriprud

Africa Prudential
RC 649007

e-SHARE REGISTRATION APPLICATION FORM

Dear Registrar,

Please take this as authority to activate my account(s) on your SharePortal where I will be able to view and manage my investment portfolio online with ease.

*** = Compulsory fields**

1. *SURNAME/COMPANY NAME:

2. *FIRST NAME:

3. OTHER NAME:

4. *E-MAIL:

5. ALTERNATE E-MAIL:

6. *MOBILE NO.: **1.** **2.**

7. SEX: MALE FEMALE

8. *DATE OF BIRTH D D M M Y Y Y Y

9. *POSTAL ADDRESS:

10. CSCS CLEARING HOUSE NO.: C

11. NAME OF STOCKBROKER:

DECLARATION

I/We hereby declare that the information I have provided is true and correct and that I shall be held personally liable for any of my personal details.

I/We also agree and consent that Africa Prudential Plc ("Afriprud") may collect, use, disclose, process and deal in any manner whatsoever with my/our personal, biometric and shareholding information set out in this form and/or otherwise provided by me/us or possessed by Afriprud for administration of my/our shareholding and matters related thereto.

Signature:

Signature:

Joint/Company's Signatories

Company Seal *(if applicable)*

Please tick against the company(ies) where you have shareholdings

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Well-being
of the Family
and Farmers
...the GRAND advantage.
LEADER IN HUMAN AND ANIMAL NUTRITION
Grand cereals
GRAND CEREALS LIMITED
...guaranteed well-being
Grand
Vital Feed
BestMate
Km 17, Za'ang Roundabout, Jos, Plateau State.
Care Line: 070-0000-0999 | www.grandcereals.com | info@grandcereals.com

Distributors and Key Locations

Grand Cereals Limited

S/N	Distributor	Address	State
1	Feeze Nig Enterprise	131 Aba/Owerri Road, Aba	Abia
2	Hsm Contemporary Services	No 4 Pst Benson Close Andikan Estate, Gwarinpa 2	Abuja
3	Convenant Stride Ltd.	Block D Shop 126, Wuse Market	Abuja
4	Bola Fag Nig Enterprise	Shop No Hig 063, Wuye Market	Abuja
5	Lemorji Ventures	N0. 115 Bishop Street, Jimeta	Adamawa
6	Cakuda Multi-Concept	N0. 2, Along Gss Road, Mubi	Adamawa
7	Jvics Farm Nigeria	Behind Kingsgate Baptist Church, Willie Udofa Street, Akpan, Abak	Akwa Ibom
8	Palmark Agro & Vet	No. 4 Agulu Road, Nnobi	Anambra
9	Chriscole Food Projects	Nkwo Road, Agulu, Nnewi	Anambra
10	Tabitha Ibrahim Mrs	25 Kobi Street, Bauchi	Bauchi
11	Dio Agro Ventures	Akenfa Bridee B/Stop, Yenogua	Bayelsa
12	Erocom Global Ventures	No. 55 Nnpc Complex Road, Ekpan, Warri	Delta
13	Xto Enic Farms	No 5 Off 1 Time Road,Irri Oleh, Warri North	Delta
14	God'S Dew Nig. Ltd.	155, Old Lagos, Asaba Road	Delta
15	Zion Agro Allied Services	8, Bode Rd. Jattu Uzairue	Edo
16	Sunrise Global Agro Services	No. 55 Benin-Onitsha Old Express, Ogwashiuku	Enugu
17	Evamos Links Ventures	No. 4 Ibeme Street Egbu Road/Relief Market Road Junction, Owerri	Imo
18	Nezy Farms	No 6 Tijani Street, Orlu	Imo
19	Dom Paris Investment	Akokwa, Immediately after First Bank, Ideato North LGA	Imo
20	Trimade Corporate Link	Rafin Sanyi Off Hakimi Street, Dutse	Jigawa
21	Jeromaski Farms Ltd.	N.A.F Shopping Complex Kaduna/ 8, Bank Road	Kaduna
22	Y.E.S Enterprises	Adjacent Jama'A Petroleum Station Ahmadu Bello Way, Saminaka	Kaduna
23	Aliyyah & Amir Ventures	18 Park Road, Zaria	Kaduna
24	Phed Agro Vet Nig Ltd.	Gidan Kaji, Plot 1 & 2, Zungeru Road / Airport Road, Kano	Kano
25	Dan Kuchi Farm	Dankuchi Farm, Kamba, Dandi LGA	Kebbi
26	Kebbi Vet Pharmacy	Opp, Emir's Palace	Kebbi
27	J & H Ventures	10 Beside Amusement Park, Lokoja	Kogi
28	Mukrabs Consult	3 Ejiba St. Beside Custom Office Asa Dam Rd, Ilorin	Kwara
29	Ayosola Cultivations	No 10, Oguntuga Street Eyita Iko, Ikeja	Lagos
30	Potts Sroab Limited	Cn 17C Aiyedoto Poultry Estate, Ojo	Lagos
31	Jehns Enterprises	4 New Market Road, Lafia	Nasarawa
32	Obimbles Nig. Limited	Beside Rccg, Shilo Arena, Molipa.	Ogun
33	Bolan Christ Limited	16, Olanrewaju St Akoka Lagos 49 Ibadan Road, Ijebu Ode	Ogun
34	International Breweries	Ilesha	Osun
35	Atob Global Services	Denlokun Village, Opp Williams Memorial Park, Ibadan	Oyo
36	Consolation Ventures	Dacamca Hotel Junction, Along Jereemily Road	Oyo
37	Nolimit Agro Allied Limited	Akinyemi Bus-Stop, Ologun-Eru, Ibadan.	Oyo
38	Benita Ventures	Opposite Fire Service, Bukuru-Jos Express Road	Plateau
39	Mary Ventures	Behind Total Filling Station Bukuru-Jos Expressway, Bukuru	Plateau
40	Makor Trading Company	7, Lantang Street, Jos	Plateau
41	Boot, Belt & Beret Ltd.	1, Lipdo Close Dashik, Jos	Plateau
42	Yunusa Salihu & Sons	New Market, Jos	Plateau
43	Lawlad Integrated Service	6/7, Boundary St., Jos	Plateau

Grand Cereals Limited

S/N	Distributor	Address	State
44	Makplang Venture	Opp. State Lowcost Housing Estate, Bungha Mangu	Plateau
45	Favour & Favour Global	Km 16 Port Harcourt / Aba Expressway, Oyigbo, Port-Harcourt	Rivers
46	Sundry Foods Limited	1, Agip Junction Rumueme Port-Harcourt	Rivers
47	Ehino Agro Services	No. 1 Nkpalu Junction, East-West Road, Port-Harcourt	Rivers
48	Umar Hussaini Shinkafi	Kofar Atiku Road, Sokoto	Sokoto
49	A. K. Damagum Enterprise	Yobe Savings & Loans Limited, Damaturu	Yobe
50	A.A Rasheed General Ent.	No. 33 Canteen Area, Gusau	Zamfara

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Livestock Feeds PLC

S/N	Distributor	Address	State
1	Stet Nigeria Enterprises	184, Aba/Owerri Road, Aba	Abia
2	Skyvic Farm Limited	Gwa-Gwa Motor Park, By Gwa - Gwa Before Bridge	Abuja
3	Chimero Agrovet	Shop 3, Timber Shed, Kuje Road, Gwagwalada	Abuja
4	Todenik Investment Limited	9 Gbangbalogun Street, Oke Aro, Akure	Akure
5	Jekino Agrovet	131 J.S Taruka, Gboko	Benue
6	Skyberry Ventures	Emonena Farm Road, Otukutu, Ughelli South	Delta
7	Dems Ebibri Nigeria Limited	81, Hospital Road, Ekpan, Uvwie LGA	Delta
8	Alexbert Agro Ventures	14/16 Alaenyi Str, Owerri	Imo
9	Raburas Global Resources (Imran Agrovet)	No 4 Opp Yankaba Market, Nasarawa LGA	Kano
10	Moronfoye Enterprise	Old Jebba Road, Opposite V.I.O. Testing Ground, Zango, Ilorin	Kwara
11	Hbj-Plus Limited	Opposite Pobuna Secondary School, Araga/ Canayo Road, Bolanle Ambode Way, Epe	Lagos
12	Omas Olopade Enterprises	Erinlu Round-About, Ijebu-Ode	Ogun
13	Abba Ventures	88, Old Ilaro Road, Ita-Oshin, Ope Oluwa, Abeokuta	Ogun
14	Bukky Choice Farm	Dagun Village, Ofada	Ogun
15	Ore Ofe Farms	Km 3, Olokiti Area, Folawiyo Farm Road	Oyo
16	Ashe Oluwa Ventures	House 14, Behinde First Baptist Church, Ilora	Oyo
17	Paspro Farm & Industries Limited	Rukuba Barracks Road, Magingi, Bassa	Plateau
18	Plangret Investment	Zarazon Village, Along Fobur Road	Plateau
19	Bima Selong Enterprise	72, Yakubu Gowon Way, Jos	Plateau
20	Catfish Global Enterprise	Shop 4 Ptil Plaza, Zarmaganda Junction, Jos	Plateau
21	De- Nwabuking Nig Enterprise	7, Woji Estate Road, Woji, Port-Harcourt	Rivers
22	Fair Collections	93\94 East\West Road Rumuodara Port-Harcourt	Rivers
23	Jolly Dc Enterprise	No 70 East West Road By Eliozu Flyover. Port-Harcourt	Rivers


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CAP Retail Footprint

S/N	Address	State
1	157 Aba-Owerri Road	Abia
2	15, Mission Hill Road, Umuahia	Abia
3	72, Yakubu Gowon Crescent	Abuja
4	Plot 185/186, Bakusa Industrial Layout	Abuja
5	7, Dunukofia Street, By FCDA, Area 11	Abuja
6	Plot 466 Ahmadu Bello Way, Garki 2	Abuja
7	Suite 15-18, AJB Mall, Plot 1123, Oladipo Diya (Opposite Zenith Bank), Apo District	Abuja
8	NNPC Mega Filling Station, City Mall Boulevard	Abuja
9	Plot 104, 3rd Avenue, (Pa Michael Imodu), Gwarimpa II Estate	Abuja
10	Shop 06 Riko Arena, A/B Close, Off First Avenue	Abuja
11	MKK Plaza, Beside Vinegas	Abuja
12	Suite 002, Ammah Plaza	Abuja
13	Prince Oil Station, Kugbo, Along Abuja/Keffi Expressway	Abuja
14	Shop A8 & A9, Kabom Court Plaza 104, Gado Nasco Road	Abuja
15	Okanga Shopping Plaza, Plot 174, Cadastral Zone	Abuja
16	Suite GF7, Global Plaza, Plot 819, Cadastral zone	Abuja
17	Arish Mall, No 6 Emmaunel Mbaka Boulevard	Abuja
18	Shop 8, Behind Danmarna Filling Station, Opposite Guardian Angel Police Chaplaincy	Abuja
19	10, Yedseram Street	Abuja
20	Plot 171, Gouba Plaza, AE Ekukinam Street	Abuja
21	Suite 22/23, Emmanuel Plaza, Plot 228, POW Manfani Crescent, Beside Chida Conference Centre	Abuja
22	1259 Aminukano Crescent (Opposite Crystal Lounge), Wuse II	Abuja
23	Neighbourhood Shopping Complex, Zone 3	Abuja
24	Balab Plaza Beside Zartech, By Wuye Modern Market	Abuja
25	Zara Place, Obafemi Awolowo Way, Life Camp	Abuja
26	NNPC Mega Filling station,City mall Boulevard, Gwagwalada	Abuja
27	Plot 3329, Lamido Aliyu Mustapha Road, Opposite Federal College of Education Main Gate	Adamawa
28	115, Ikot Ekpene Road, Opposite former AKTC Transport, Beside Keystone Bank	Akwa-ibom
29	416B, Oron Road	Akwa-ibom
30	Fesoil Plaza, Aroma, Opposite Aroma Bridge	Anambra
31	27, Owerri Road	Anambra
32	91 Limca Road	Anambra
33	Trinity Complex, 109, Upper New Market Road, By DMGS Roundabout	Anambra
34	A420, Opposite Sabo Clinic, Ran Road	Bauchi
35	129, Milford Okilo Road, Amarata	Bayelsa
36	71, Akpakpava Road, James Watt	Benin
37	56 Adesuwa Road, GRA	Benin
38	Elora Plaza, 162, Sapele Road	Benin
39	O.G. Winners Plaza, Suite A23/24, 29 New Bridge, Makurdi-Otukpo Road	Benue
40	135, Ndidem Usang Iso	Cross River
41	165, Old Lagos-Asaba Road, Boji Boji Owa	Delta
42	417b, Idolor House, Nnebisi Road, Beside Uzoigwe Primary School	Delta
43	40, Cemetery Road	Delta
44	170, Isoko Road, Ughelli	Delta

CAP Retail Footprint

S/N	Address	State
45	40 Effurun Warri Road, Opposite Union Bank, After Urhobo College, Before Enerhen Junction	Delta
46	80 Effurun Road	Delta
47	300A Effurun, Sapele Road, Refinery Road	Delta
48	124, Palm Royal Plaza, Opposite Lonia Clinic DSC Expressway, Ovwian Udu	Delta
49	4 Gas Road, before Ubeji Market, Warri	Delta
50	Dennis Onele Ogah Shopping Plaza, 43, Afikpo Road	Ebonyi
51	14, Old Court Road, Opposite Public Field	Edo
52	49, Ajilosun Road	Ekiti
53	19 Ogui Road, Canute House	Enugu
54	Alhajiyel Plaza, Opposite Nipost Office, Bauchi Road	Gombe
55	Plot 106, Okigwe Road, Opposite Federal Government College	Imo
56	2, Sani Abacha Way	Jigawa
57	22, Ahmadu Bello Way, Opposite NNDC Building	Kaduna
58	AH20 Lagos Street	Kaduna
59	9, Constitution Road	Kaduna
60	9B, Niger Street, Opposite Royal Tropicana Hotel	Kano
61	107A Lamido Crescent, Nasarawa GRA	Kano
62	Alheri House, Near Shaban Supermarket, Sabon Toti Kwado	Katsina
63	Muhammadu Buhari Way, By House of Assembly Round-about	Kebbi
64	Suite 4, Kristal Plaza, Opposite Muslim Community School, Lokogoma	Kogi
65	Suite 1-4, Bluecrest Mall, By Fara Park Estate, Majek Bus-Stop, Abijo	Lagos
66	28B Rabiu Babatunde Tinubu Rd, Amuwo Odofin	Lagos
67	175 Gbagada Express way, Pedro	Lagos
68	25, Ibadan Road, Opposite Kroyal Fast Food	Lagos
69	17A, Ajao Road, Off Adeniyi Jones Avenue	Lagos
70	87 Opebi Road	Lagos
71	15A Aromire Street	Lagos
72	216, Lagos Road, Opposite Government Secondary School, Beside Coker Estate, Idiroko	Lagos
73	Fezel Plaza 8A, Kingsway Road	Lagos
74	71, Awolowo Road	Lagos
75	17A, Assadam Road	Lagos
76	9A Osolo Way, Aswani Market Roundabout, Off International Airport Road, Ajao Estate	Lagos
77	12B, Admiralty Way, Opposite Ascon Filling Station, Lekki Phase 1	Lagos
78	Akord Shopping Mall, Bogije, Ibeju-Lekki	Lagos
79	KM 18/19 Lekki Epe Expressway, Igbo-Efon Bus Stop	Lagos
80	KM 3 Lekki Epe Express Way, Igbo Efon Bus Stop	Lagos
81	Oando Ikota Filling Station, Km 20, Lekki Epe Expressway	Lagos
82	Suite 5, No 51, Adekunle Banjo Avenue, Shangisha	Lagos
83	280 Agege Motor Road, Olorunsogo Bus stop	Lagos
84	159, Ago Palace Way	Lagos
85	12 Oduduwa (Lafarge) Car Wash Bus Stop	Lagos
86	133 Ogunlana Drive, Opposite UBA Bank, Beside Access Bank	Lagos
87	17A Bishop Aboyade Cole Street	Lagos
88	5, Shasha Road Akowonjo Dopemu, Opposite Union Bank	Lagos

CAP Retail Footprint

S/N	Address	State
89	Shop 7, Hamada Plaza, Damboa Road, Maiduguri	Borno
90	Former Wabas Restaurant, Opposite Nassarawa Ministry of Mineral Resources, Makurdi-Jos Road	Nassarawa
91	Shop GF 1, 2 & 3, Bashir Plaza, SW 495, Keteren Gwari Road	Niger
92	Kwankwashe Plaza, Suleja	Niger
93	Block A, Shop A001, Providence Centre, Moshood Abiola Way	Ogun
94	Beside Conoil Filling Station, Awolowo Avenue, Omida/Ibara	Ogun
95	72, Arakale Road, Beside Ecobank	Ondo
96	46, Odi Olowo Street, Beside Yetty Mama Hotel	Osun
97	2A, Aare Avenue, Off Awolowo Road, New Bodija	Oyo
98	KM 3 Alao Akala Way, Elebu	Oyo
99	27 Challenge Molete Road	Oyo
100	21 Oyo Road, Opposite Sango Police Station	Oyo
101	12, Railway Goodshed, Magazine Road, Jericho	Oyo
102	5, Yakubu Gowon Way, Korinjoh House	Plateau
103	36 Trans Amadi Road, Rumubiakani	Rivers
104	190/172 Aba Road, Opposite Waterlines Bus-Stop	Rivers
105	La Trinity Mall, G.U Ake Road, Eliozu	Rivers
106	64, Ada George Road, Mile 4 Rumueme, Ada George	Rivers
107	8, Abdurrahman Dude Road, Opposite Sultan Macciddo Institution	Sokoto


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UAC Foods Limited

SNACKS

S/N	Distributor	State
1	Jugla Venture	Anambra
2	Don Chris Ventures	Anambra
3	Skyseed Ventures	Enugu
4	Afamcharles Global Resources	Enugu
5	Madonna Foods	Imo
6	Cee Jude Ventures	Imo
7	Rondasy Ent. (Sango-Ota)	Lagos
8	Chain Distribution	Lagos
9	Abeebmaliki Nigeria Limited	Lagos
10	Lakeshad'R' Ent Aisha Ventures	Lagos

DAIRIES

S/N	Distributor	State
1	Genesis Osha	Anambra
2	Nmo Consulting	Delta
3	Addy Cherub Enterprises	Delta
4	Zitonia Ventures	Enugu
5	Naf & Man Global Resources	FCT
6	Blessing & Wisdom Company Limited	Lagos
7	Agbolade D. Enterprises	Lagos
8	Jab-Job Ventures	Lagos
9	Davace Ventures Dairies	Lagos
10	P & P Optimum Services	Rivers

SWAN

S/N	Distributor	State
1	P & P Optimum Services	Adamawa
2	Zitonia Ventures.	Borno
3	Davace Ventures Dairies	Borno
4	Addy Cherub Enterprises	FCT
5	Naf & Man Global Resources	FCT
6	Blessing & Wisdom Company Limited	FCT
7	Agbolade D. Enterprises	FCT
8	Jab-Job Ventures	FCT
9	Nmo Consulting	Plateau
10	Genesis Osha	Plateau


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Mr Bigg's Restaurant Locations

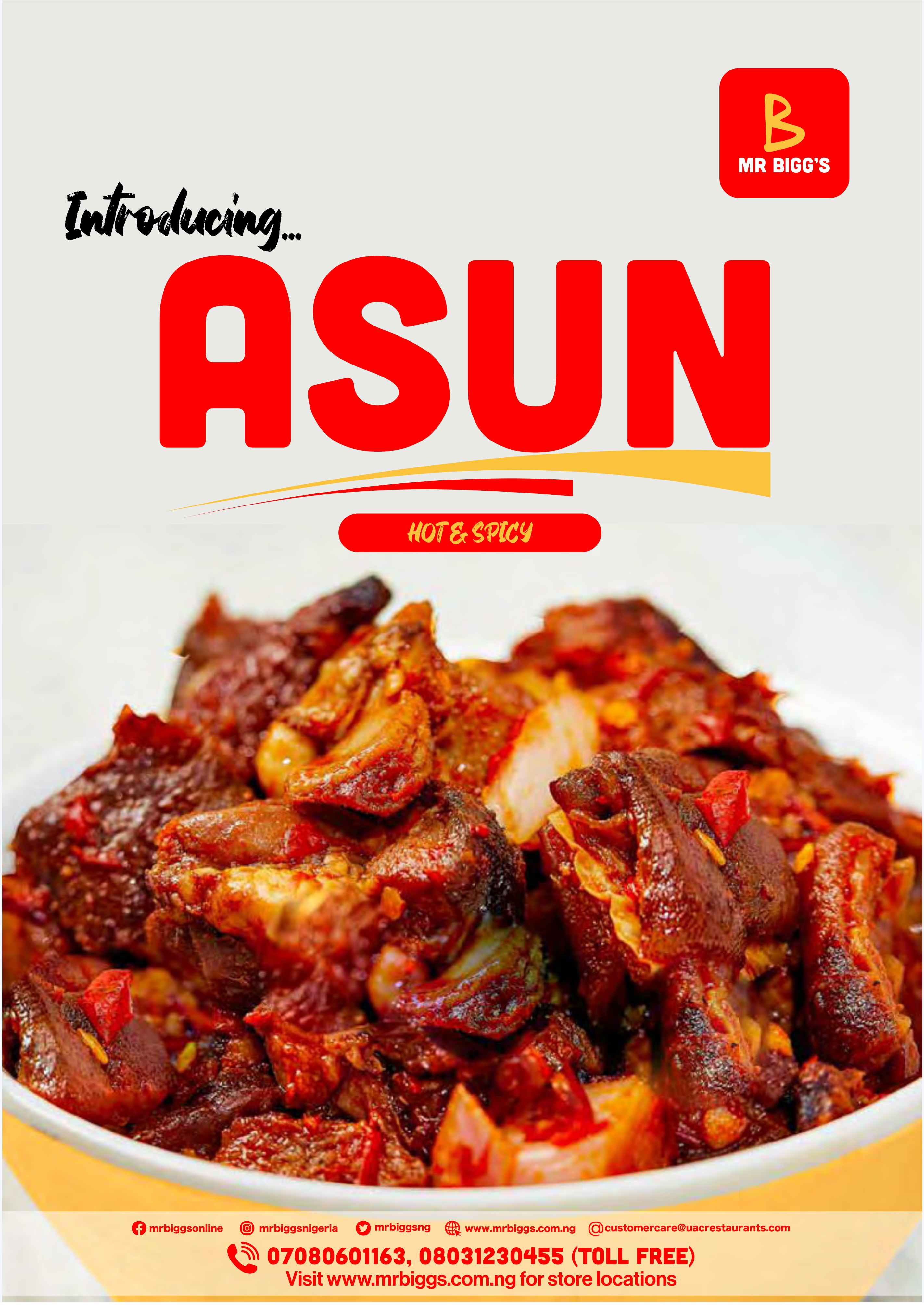
S/N	Restaurant	Store Location	State
1	New Market	75, Upper New Market Road, Onitsha	Anambra
2	Nnewi	Igwe Orizu Road, Nnewi	Anambra
3	Nkpor, Onitsha	23 Limca Road, Nkpor, Onitsha	Anambra
4	Fegge	129 Port Harcourt Road, Fegge ,Onitsha	Anambra
5	Ekwulobia	12, Nnewi Road, Ekwulobia	Anambra
6	Awada	Eze Iweka Road	Anambra
7	Asaba	No 329 Nnebisi Road, Opposite State Stadium, Asaba	Delta
8	Sapele Road	57 Sapele Road, Benin	Edo
9	Auchi	Auchi Road	Edo
10	Utako	Mobile Filling Station , Utako	FCT
11	Owerri Mall	Owerri Mall, Egbu Road	Imo
12	Owerri 2	Ikenegbu Lay Out, Owerri	Imo
13	Kaduna	Sabo- Ntasha, Kachia Road	Kaduna
14	Abule Egba	Mobil Filling Station Km23, Lagos-Abeokuta Express Way, Abule Egba	Lagos
15	Northwest	Northwest Filling Station Beside Vgc, Lekki Ajah Express Way	Lagos
16	Ajao	8B Osolo Way, by 7&8 Bus Stop International Airport Road, Ajao	Lagos
17	Oba Akran	48, Oba Akran Avenue, Ap Filling Station, Ikeja	Lagos
18	Ogunlana	166, Ogunlana Drive, Surulere	Lagos
19	Agidingbi	Mobil Filling Station lateef Jakande Road, Agidingbi, Ikeja	Lagos
20	Magodo	2, Cmb Road, Magodo (Inside Mobil Filling Station)	Lagos
21	Ikoyi	93, Awolowo Road, Ikoyi	Lagos
22	Peridot	72, Amuwo Odofin, Peridot Filling Station Festac Link Amuwo Odofin	Lagos
23	Oshodi	Boladale Street, Orile Oshodi	Lagos
24	Ikeja City Mall	Ikeja City Mall, Ikeja	Lagos
25	Lekki	Mobil Filling Station, Jakande Round About, Lekki	Lagos
26	Ejigbo	Jakande B.Stop, Oke Afa, Lagos Beside Just Rite	Lagos
27	Iyana Ipaja	Iyana Ipaja Busstop, Beside Just Rite Ipaja Road	Lagos
28	Gowon	3Rd Avenue , A Close Gowon Estate Entrance	Lagos
29	Ijeshatedo	30 Adesina Road, Ijesha-Tedo	Lagos
30	Festival Mall	Festival Mall, Amuwo Odofin	Lagos
31	Ifako Gbagada	45 Diya Street, Gbagada	Lagos
32	Satellite	Eterna Filling Station, Alakija Bus-Stop	Lagos
33	Itire	1, Ishaga Close, Itire, Total Filling Station	Lagos
34	Awoyaya	Ap Filling Station Km 34. Lekki-Epe Expressway, Awoyaya, Ibeju-Lekki	Lagos
35	Command	Fatgbems Filling Station, Ajasa Command	Lagos
36	Alakuko	Ap Filling Station, Dalemo, Alakuko	Lagos
37	Petrocam	Petrocam Filling Station, Olokonla, Ajah	Lagos
38	Lakowe	Oando Filling Station Lakowe, Ajah	Lagos
39	Oko-Oba	Mobil Filling Station Along Oko Oba Road, Opp Maplewood Estate, Agege	Lagos
40	Ojokoro	Total Filling Station, Along Lagos-Abeokuta Express Way, Ahmadiya, Ojokoro	Lagos
41	Abijo	Rainoil Filling Station, Abijo, Ajah	Lagos
42	Bunkers	Agbado-Ijaiye Road (Bunkers Filling Station), Janakara Area	Lagos
43	Ikotun	1, Egbe Road, Ikotun Roundabout (Ap Filling Station), Ikotun	Lagos
44	Ile-Epo	NNPC Service Station, Orile Agege	Lagos

Mr Bigg’s Restaurant Locations

S/N	Restaurant	Store Location	State
45	Minna	Tunga Bosso Road, Minna	Niger
46	Sagamu	140, Akarigbo Rd Sagamu	Ogun
47	Ile-Ife	Opposite First Bank, Lagere, Ile-Ife.	Osun
48	Iwo Road	Iwo Rd Roundabout By Lamidi Ajadi And Sons Ltd, Ibadan.	Oyo
49	Challenge	MKO Abiola Way, Challenge, Ibadan	Oyo
50	Jos 3	Zaria Rd,Gada Biu, Jos	Plateau
51	Aggrey Road	No 50 Aggrey Road, Aggrey, Port Harcourt	Rivers
52	Sokoto	12 Maiduguri Rd	Sokoto

Debonairs Pizza Store Locations

S/N	Restaurant	Store Location	State
1	Ajao	Total Filling Station, Sultan Abubakar Way, Wuse Zone 3	Abuja
2	NorthWest	Owerri Mall, Egbu Road, Owerri	Imo
3	Sultan	8b, Osolo Way, 7 & 8 Bus Stop, Ajao Estate	Lagos
4	Surulere	Northwest Filling Station, by VGC, Lekki-Ajah Expressway.	Lagos
5	Ikoyi	Yesufu Sanusi Street, Off Adeniran Ogunsanya, Surulere	Lagos
6	Magodo	93, Awolowo Road, Ikoyi	Lagos
7	Festac	2, CMB Road, Magodo (Inside Mobil Filling Station)	Lagos
8	Agidingbi	Link Road 72, Amuwo Odofin, Peridot Filling Station Festac Link Amuwo Odofin	Lagos
9	Lekki	Mobil Filling StationLateef Jakande Road, Agidingbi, Ikeja	Lagos
10	Lekki	Mobil Filling Station, Jakande Round About, Lekki	Lagos
11	Owerri	Admiralty Way, off Victoria Arobieke Street, Lekki Phase 1	Lagos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MDS Logistics Limited

S/N	Warehouse Addresses	State
1	13, Factory Road, Aba	Abia
2	Idu Industrial Estate, Off Airport Jabi Road	Abuja
3	42 Kashim Ibrahim Way, Bakin Kogi Area, Yola	Adamawa
4	Plot 5, Industrial Layout ,Niger Bridge Head, Onitsha	Anambra
5	1,Beach Road, Markurdi	Benue
6	Plot 32, Industrial Estate, Ikot Ansa, Calabar	Cross River
7	International Furniture Limited Beside Emu Bakery Ltd. D.S.C./Orhuwhorun Express Way Junction, Mofor, Warri	Delta
8	27,Oba Market Road, Benin	Edo
9	20, Okpara Avenue, Achara 400102	Enugu
10	3 Orji Mbieri Express Road Off Km 5 Okigwe Road, Owerri	Imo
11	No. 3, Makera Road, Kakuri	Kaduna
12	33/34 Niger Street	Kano
13	Plot 12, Nagogo Road (Canteen Rd), GRA	Katsina
14	111 M/Mohammed Way, Ilorin	Kwara
15	32 Kudirat Abiola Way, Oregun	Lagos
16	Plot 11, Vori Close Acme Road Ogba	Lagos
17	70, Marina Street, Elegbeta, Lagos Island	Lagos
18	2, Ajao Road, Off Adeniyi Jones, Ikeja	Lagos
19	16, Creek Road, Apapa	Lagos
20	1, Magazine Rd Jericho Dugbe, Ibadan	Oyo
21	Plot 6660,Anglo Jos Industrial Layout,Off Old Airport Rd, Jos	Plateau
22	28, Muritala Mohammed Way, Jos	Plateau
23	4 Forces Avenue, Old GRA, Port-Harcourt	Rivers
24	8, Abdullahi Fodio Road, Sokoto	Sokoto

Notes

Notes

PINNOCK PRIME ESTATE

Pinnock Prime Estate, Lekki Peninsula II is envisioned to become a sought-after site and service development and a residential destination of choice within the area as well as to create a new benchmark for suburban living in a secure and close-knit enclave, setting the standards for premium quality living. Available plots range from 513sqms to 960sqms.

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- Low Density Plots priced at N350,000/sqm

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- High Density Plots priced at N400,000/sqm
- Low Density Plots priced at N350,000/sqm

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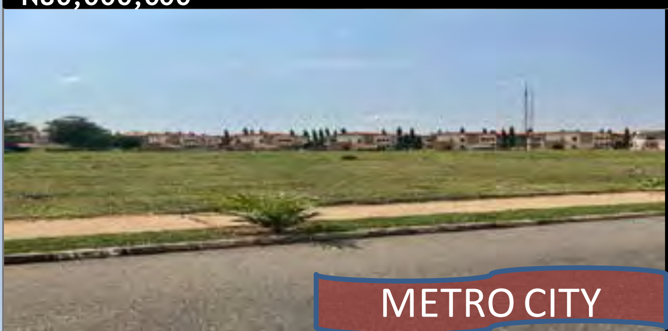

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