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*“One extends one's limits...
only by exceeding them ”*

- M. Scott Peck

At **IHS**, we continue to expand our horizons,
as we help to connect cultures and ideas...
bridge potential with opportunities...and
connect beyond borders to help access
opportunities...

Directors

■ Bashir Ahmad El-Rufai	- Chairman
■ Akin Ajayi	- Non Executive Director
■ Segun Akintemi	- Non Executive Director
■ Hassan Dantata	- Non Executive Director
■ Markie Idowu **	- Non Executive Director
■ Ola Olabinjo*	- Non Executive Director
■ John Bernas	- Executive Director
■ Issam Darwish	- Executive Director
■ Olugbenga Onakomaiya	- Executive Director
■ William Saad	- Managing Director

■ Nigerian

■ Lebanese

■ American

*Resigned with effect from 8th April, 2011.

**Appointed with effect from 8th April, 2011.

Company Secretary

Jimoh Umoru
19 Bishop Aboyade Cole Street
Victoria Island, Lagos.

Registered Office

19 Bishop Aboyade Cole Street
Victoria Island, Lagos.

Registered Number

R.C 407609

Independent Auditors

PricewaterhouseCoopers
Chartered Accountants
252E Muri Okunola Street
Victoria Island, Lagos.

Principal Bankers

Stanbic IBTC Bank Plc
Head Office Branch
I.B.T.C. Place
Walter Carrington Crescent
P.O Box 71707
Victoria Island, Lagos.

Solicitors

Aluko & Oyeboode
35 Moloney Street,
Marina, Lagos.

“Your company is evolving...”



...from a managed services company to a collocation provider with long term contracts with blue chip clients. This line of business depends on growing tenancy on towers. It typically starts with one tenant and then increases over time. Collocation has smaller turnover than managed services but a higher profit margin. This has retracted our turnover for the year in review. ”

IHS's financial
standing is strong
as we roll out our
goals of strategic
acquisitions and
evolve into a total
Pan African
Independent Tower
Infrastructure
Company.

IHS Nigeria

Lagos:

19 Bishop Aboyade Cole Street,
Victoria Island,
Lagos, Nigeria.
Tel: 01-2800790; Fax: 01-2800791

Abuja:

House 2, 442 Crescent,
Citec Vila, Gwarinpa,
Abuja, Nigeria.

Port Harcourt:

Number 3, Jesus Avenue,
By Mbouba, Port Harcourt,
Nigeria.

Subsidiaries

Infratech Ghana:

32 Senchi Street,
Airport Residential Area,
Airport Accra, Ghana.
Tel: +233 21 768 019; Fax: +233 21 768 021

Power and Communications Technologies Company Ltd:

Square 15, Jazzar Street,
Al-Riyad Area, Khartoum,
Sudan.
Tel: +249 15 5125551; Fax: +249 15 4988555

Infratech FZC:

Fujairah Free Zone,
Fujairah, UAE.

Web Site

www.ihsafrica.com

Our Vision...

To become the largest, most efficient Pan-African telecommunications service provider and the leader in effecting innovative and green solutions in the industry.

Our Mission...

To responsibly serve our clients in the building and managing of telecommunications infrastructure, and to support and advocate for the sharing of services across Africa's telecommunication enterprise, with the highest quality products at the least possible cost

Our Key Drivers...

At IHS, we take pride in being the leader in the provision of telecommunications infrastructure services, which makes us a preferred partner for many of Nigeria's/Africa's operators. In a bid therefore to achieve our set objectives, IHS will focus on the following key drivers:

Growth - *IHS will adopt specific growth and focus strategies to facilitate the deployment of resources and achieve its objectives of rapid and efficient growth*

Efficiency - *The Company will continuously explore opportunities to cut operating costs, whilst delivering on process efficiency. Smart ways of utilizing resources are being explored as this is essential to us remaining efficient within the dynamics of our industry.*

Innovation - *Human development through experience and various types of training will be utilized and tailored to the specific needs of the company, for the achievement of goals.*





We See Ourselves Moving Beyond Limits...

*Through its experience in the telecommunication deployment and managed services, **IHS** has built a solid foundation to transform itself into a collocation service provider. Collocation and Infrastructure Management Services form the basis of its growth strategy for the next 5 years with the aim of becoming a fully outsourced telecommunication service provider.*

The principle of collocation is to provide an economically and environmentally superior outsourced alternative, to the in-house construction and ownership of wireless and fixed communication towers. The combination of high demand growth, relative scarcity of capital, and regulatory pressure for carriers to accelerate network rollout, makes a shared infrastructure solution particularly powerful. This solution also makes economic sense given that the cost of increasing network coverage continues to be expensive in terms of capital expenditure and resources. In addition, there are the increased challenges of margin compression and declining price-levels, as operators penetrate the lower income groups.

Expanding Our Coverage Beyond Borders



Republic of Ghana

Capital; Accra

Total Area; 238,535 km² / 92,098 sq miles

Population; 2010 estimate - 24,233,431



In our bid to expand coverage, IHS has continued to look beyond Nigeria to West Africa and other parts of Africa with promising telecom infrastructure developments. Particular reference is being made here to Ghana & Sudan. Our entry into these two countries in the last few years heralded the breaking of new grounds in our bid to reinforce our place as Africa's # 1 telecom infrastructure provider.

Operating under

Infratech Ghana

While we continue to expand our collocation and Managed Services in Nigeria, the thrust of our business in Ghana is in the area of Managed Services. With over 200 staff providing all sort of Managed Services activities to more than 1000 sites, our Ghana office is fully equipped to deliver on-site maintenance, optimization and maintenance of our clients' operations



...Expanding Our Coverage Beyond Borders

Power Communications and Technologies Co. Limited:

operating in Sudan

As with other subsidiaries, the business in Sudan has also improved in the last few months. As an addition to our trophies, Power and Communications Technologies Company Limited established its branch in South Sudan to enable continued operations in the newly created sovereign state of South Sudan. This will ensure that we maintain our track record of excellent service delivery while staying ahead of competition.

PCT currently maintains more than 600 sites for a major operator in Sudan, with over 400 sites newly added. The Company has deployment contracts with almost all the operators in Sudan and continually receives purchase orders to build new sites. We continually invest in our people and our processes so as to ensure the quality of our service delivery is of a high standard. Our technical teams are well prepared and equipped to resolve issues that may arise at the sites, and to do so in an efficient and timely manner; in effect, our clients experience less down-time and costs are reduced overall.



Republic of the Sudan

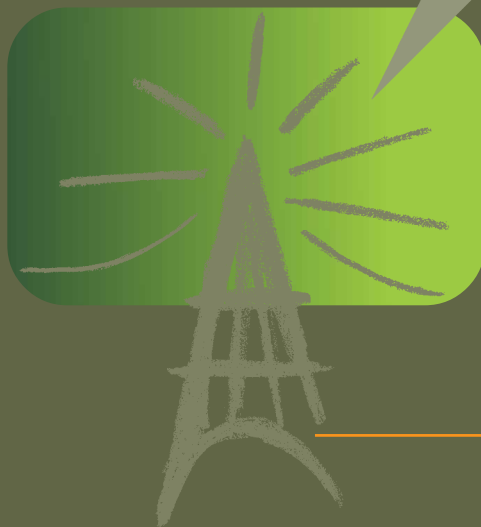
Capital; Khartoum
Total Area; 1,886,068 km² / 728,215 sq mi
Population; 2008 estimate - 30,894,000



It is our resolve at IHS Nigeria Plc, to maintain our place of pride as the continent's #1 telecom infrastructure provider. We will continue to ensure that our culture of providing quality infrastructure services to our host communities/countries, is imbibed and practiced by all our subsidiaries, and in this instance, to the people of Ghana and Sudan.



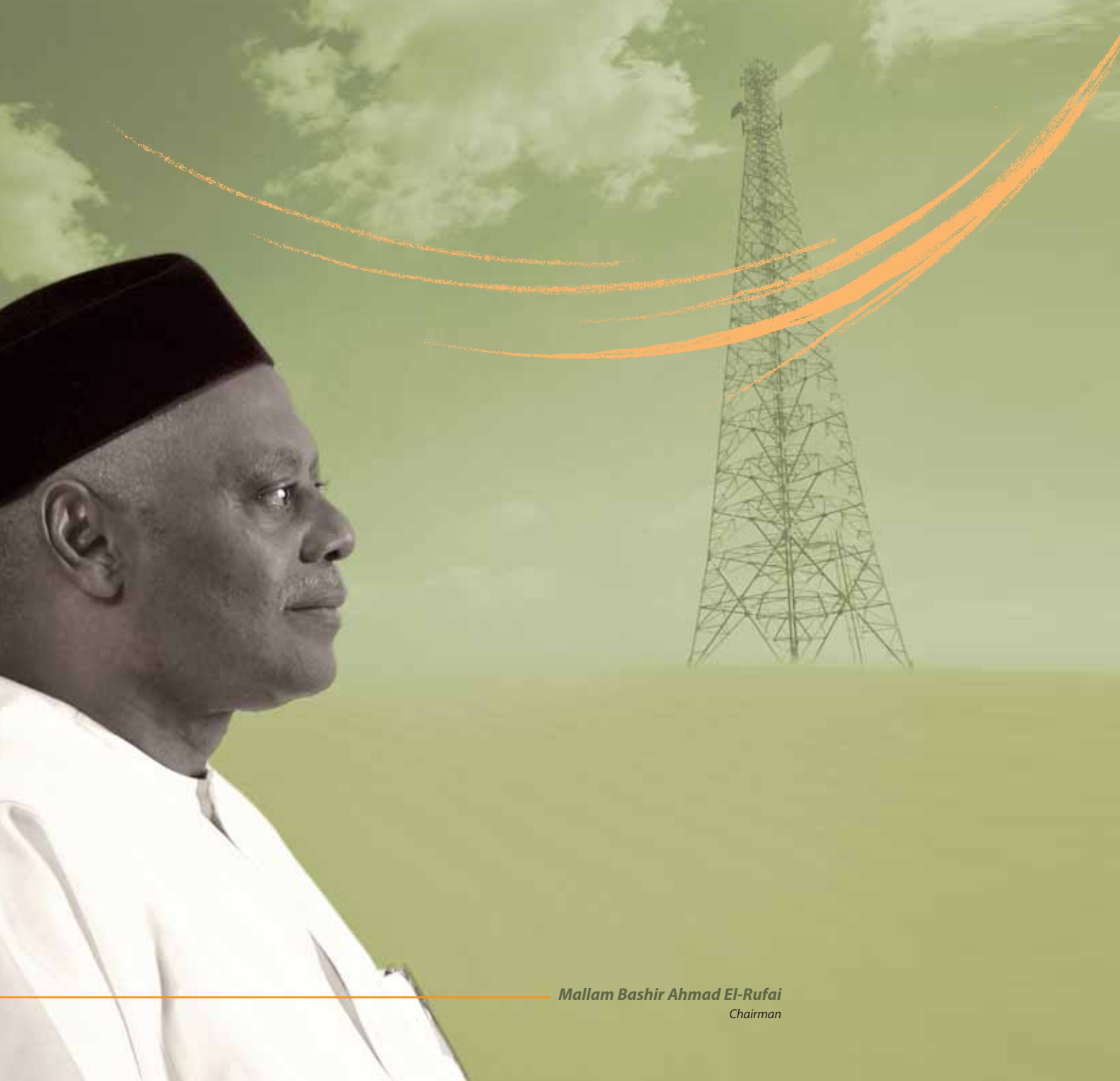
Seeing Opportunities Beyond Borders



*“...a strong growth forecast is to continue in the medium term in the provision of both voice and data services, with voice subscribers estimated to reach **147 million** in 2015, and broad band subscribers estimated to reach **7.9 million**.*

On the strength of the above, ...Your company, being the # 1 infrastructure provider in Nigeria, and the largest and most efficient pan-African Collocation Company, is poised to key into the diverse opportunities hinged on these forecasts.

”

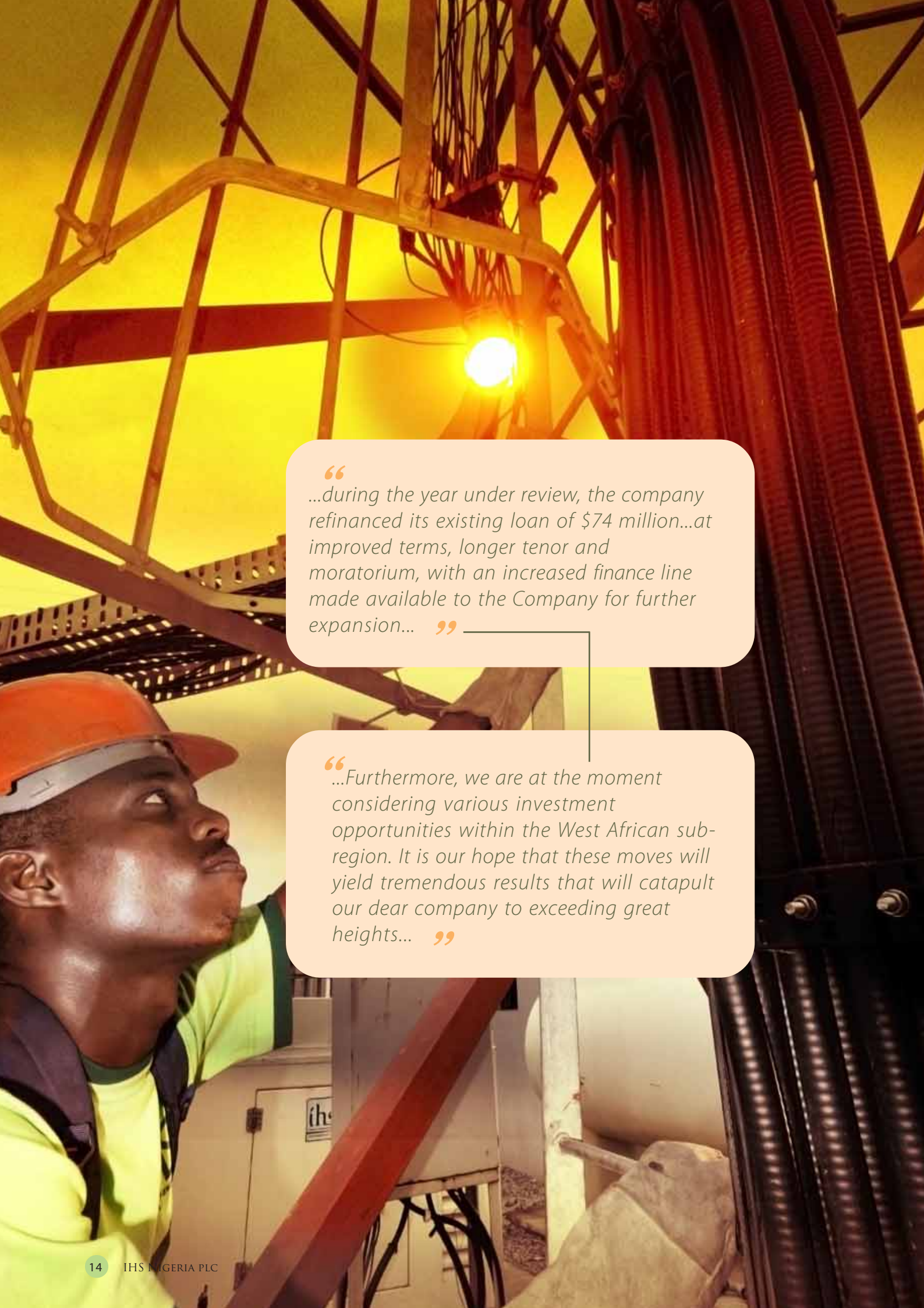


Mallam Bashir Ahmad El-Rufai
Chairman

i count it an honour to welcome you, our distinguished shareholders to this year's Annual General Meeting. The year under review was another significant year in the evolution of IHS in its bid to continue to distinguish itself as the #1 telecom infrastructure provider in Nigeria, and the largest and most efficient Pan-African Collocation Company. While I join numerous well wishers to congratulate our nation Nigeria for the successful transition of power to another democratically elected government, I must also congratulate your Company for its efforts as a major contributor in the telecommunications landscape in Nigeria and sub-Saharan Africa through offering innovative & reliable products, competitive pricing and the provision of outstanding service to our esteemed customers.

Telecommunications is a key contributor to economic development because it provides more efficient and effective access to information, business partnerships and markets. As a major player, the IHS brand is synonymous with innovation, perseverance and a relentless pursuit of excellence. Our vision is to remain the undisputed leader in the provision of telecom infrastructure services in our market. The increase in our number of towers from 270 to over 750 is a firm testimony of our resolve to become the # 1 telecom tower operator in Nigeria.

The Nigerian telecoms industry is comprised of 19 players made up of 5 GSM players, 4 CDMA players and 12 fixed wireless players. Along this line, there has been considerable growth in the industry over the last 10 years with total subscriber numbers increasing from about 558,000 in the year 2000, to over 88.3 million in 2010. Following this trend, a strong growth forecast is to continue in



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...during the year under review, the company refinanced its existing loan of \$74 million...at improved terms, longer tenor and moratorium, with an increased finance line made available to the Company for further expansion... ”

“

...Furthermore, we are at the moment considering various investment opportunities within the West African sub-region. It is our hope that these moves will yield tremendous results that will catapult our dear company to exceeding great heights... ”

the medium term in the provision of both voice and data services, with voice subscribers estimated to reach 147 million in 2015, and broad band subscribers estimated to reach 7.9 million.

On the strength of the above, growth in demand for voice and data is expected to place a strain on infrastructure and encourage sharing. Your company, being the # 1 infrastructure provider in Nigeria, and the largest and most efficient pan-African Collocation Company, is poised to key into the diverse opportunities hinged on these forecasts.

We have made significant progress as a business over the past year in an environment where we faced fierce competition in all the market segments in which we compete, and daunting challenges which we have been able to convert to stepping stones in our bid to attain greater heights.

Our Pact With The IFC

We mentioned at the beginning of the financial year under review that three international and well known investors including the IFC approached your company for an equity injection of \$79 million (USD) to boost our expansion drive and growth in the business of telecommunications infrastructure sharing and leasing (collocation).

During the year under review, we successfully concluded our deal with the IFC for an equity injection. Consequently, your company has commenced a massive expansion drive that will no doubt open new doors of business opportunities but also boost our collocation business and further position us strategically as Africa's largest telecom infrastructure provider of choice.

Our Performance

Your company is evolving from a managed services company to a collocation provider with long term contracts with blue chip clients. This line of business depends on growing tenancy on towers. It typically starts with one tenant and then increases over time. Collocation has smaller turnover than managed services but a higher profit margin. This has retracted our turnover for the year in review.

The net losses incurred are basically due to the high financial charges associated with rolling out an aggressive capital expenditure program, as well as the goodwill impairment performed on our various subsidiaries to further optimize the balance sheet. On the financial charges, IHS was successful in renegotiating with its lenders to further relax the terms.

Due to the net losses recorded during the year in review, shareholders' fund retracted by 20% to record N8.5 billion down from N10.6 billion.

Infrastructure Investment/Expansion Drive

As part of our achievements during the year under review, your company purchased 459 sites in Nigeria. We see it as a great opportunity to quickly increase our tower portfolio in Nigeria.

The following advantages are to be derived:

- i. Competitive positioning – Increases number of towers from 270 to over 729.
- ii. Timing & Pricing – Immediate acquisition of quality tower portfolio.
- iii. Prime location of Towers.
- iv. Accelerated revenue generation.

Also during the year under review, the company refinanced its existing loan of \$74 million (split into \$55.5 million dollar facility & \$18.5 million Naira facility) from Stanbic IBTC Bank/AFREXIM at improved terms and longer tenor and moratorium. With higher line made available to the Company for further expansion. Furthermore, we are at the moment considering various investment opportunities within the West African sub-region. It is our hope that these moves will yield tremendous results that will catapult our dear company to exceeding great heights before the end of this financial year. We will keep you updated as we progress.

The Future

Having said all these, I express profound appreciation to our esteemed customers who have trusted us with their telecommunication needs, and to our investors who have shown faith in us and reposed confidence in our ability to deliver on set promises.

To our greatest assets, I mean our employees, and the Executive Team, I say Thank you for your outstanding contributions. My sincere appreciation goes to our partners and professional advisors and various stakeholders for their loyalty and support in assisting us to achieve this performance.

In closing, I applaud Management for the sterling work done during the financial year just ended. Finally, to the Board, I extend my sincere gratitude for your support, vision and guidance that has resulted in the growth of the business. I look forward to reviewing our performance with you next year!

Thank you

Mallam Bashir Ahmad El-Rufai
Chairman



- | | | |
|---|-----------------------|--------------------------|
| 1 | Bashir Ahmad El-Rufai | - Chairman |
| 2 | William Saad | - Managing Director |
| 3 | Olugbenga Onakomaiya | - Executive Director |
| 4 | Issam Darwish | - Executive Director |
| 5 | John Bernas | - Executive Director |
| 6 | Akin Ajayi | - Non Executive Director |
| 7 | Segun Akintemi | - Non Executive Director |
| 8 | Hassan Dantata | - Non Executive Director |
| 9 | Markie Idowu | - Non Executive Director |



“

...In the last 12 months, we have acquired more sites than we did in any other 12-month period. ...we acquired over 450 sites within the last few months and we are not relenting in our drive to maintain the lead in the business of collocation not just in Nigeria but in sub-Saharan Africa...

”

As part of the company's expansion strategy, Executive Director **Issam Darwish** was recently appointed Executive Vice Chairman/CEO.

In this introductory interview, he share his thoughts on the direction of the company.



*face to
face...*

*An interview with
Engr. Issam Darwish*



IHS has stood the test of the last 10 years. Please give us a run-down of the company's achievements in the last decade of its existence.

The Nigerian telecommunications sector has come a long way, and so has IHS. Prior to 2001, the operators we had then could not meet the telephone demands of Nigerians. There were issues of accessibility and affordability, and only a few lines were provided at huge costs. In addition, coverage was restricted to a few cities and the regulatory framework was not developed.

Our company began its operations in 2001 when the GSM operators started rolling out their networks. As a matter of fact, IHS, in our little way, was part of the epoch effort in rolling out the first GSM network vis-a-vis the first GSM call.

Since inception, IHS Nigeria Plc has been in the business of helping Telecom carriers develop their networks for the purpose of delivering communication services to their clients. These operators have trusted IHS to design, map, deploy, construct, optimize and maintain parts of their world class networks for effective and efficient delivery of their services. In the field, we abide by all building standards, codes and ethics.

We have been in the forefront of helping the operators build and manage their infrastructure. As a pioneer in the provision of telecoms infrastructure, IHS has built over 2000 base stations all over the Federal Republic of Nigeria and is currently managing hundreds of sites for various mobile operators. Our scope of activities includes collocation, supply, logistics and warehousing, installation, integration, and operations as well as maintenance of various elements of telecommunications networks.

Very importantly, IHS changed its status from a limited liability company to a public company. As a result, we became more grounded with this ownership structure, there was better accountability, and an increased financial base. The last few months witnessed the injection of fresh funds from major international investors (IFC et al), which have now positioned the company for greater expansion as well as further development of our human capital.

In the course of the decade, we received our ISO 9001:2000 certification as a result of our outstanding track record of an excellent quality management

system. The testimony of our excellent quality management continues to reflect in our Managed Services business where we currently manage over 3,500 for different mobile operators in Nigeria.

The last decade also witnessed our entry into other parts of Africa to take over the business of providing telecoms infrastructure. Our entry into Ghana, Northern & Southern Sudan confirmed our ability to do business beyond our immediate environment as we currently manage over 1500 sites (and still counting), in these countries.



What can these achievements be attributed to?

I'd say hard work, dedication, & resilience.

These attributes have been a core part of our success. More importantly however, we have had a proactive management team at the helm of affairs, backed up by a formidable Board of Directors and a dedicated workforce that has been unrelenting in their delivery of excellent services to our customers.


In addition, our ability to maintain world class service delivery to our numerous customers has contributed to our success which we know we must uphold because we have a standard that cannot be lowered. Finally, we are driven to succeed by our determination to reward all our stakeholders (internal & external), for the confidence reposed in our ability to deliver on our promise of giving them returns on their investments in IHS.



What would you say is the place of IHS in the technological advancement of the telecoms industry in sub-Saharan Africa?

IHS is a major part of the success story of the development of the telecoms industry in this part of Africa. As a pioneer in the industry in Nigeria, we were part of (like I said earlier), the building of the first turn key sites that heralded the beginning of the GSM revolution in Nigeria.

Furthermore, as a pioneer in the business of collocation in Nigeria, we have helped mobile operators comply with NCC regulations on the indiscriminate citing of masts around the Federation. Having given mobile operators a platform upon which to expand at minimal costs, operators are working to ensure quality of service is at the optimum.



With regard to costs, operators are constantly looking into avenues of cost reduction. We are certain of this because they have all been very enthusiastic in embracing the collocation model which IHS provides, through which they are able to reduce both the CAPEX and OPEX elements of their operations

I can confidently tell you that IHS is pioneering new developments in the telecoms sector including the introduction of an alternative source of energy for the management of our sites. Particularly, we have begun the process of introducing solar energy as an alternative to diesel.

I'm sure you are aware that companies in Nigeria groan everyday under the weight of the costs associated with power and diesel purchase. We are also affected by these costs as it is imperative that we keep our customers' networks running, in order to ensure that you and I can continue talking. It is our hope that our introduction of solar powered sites will help reduce the operating cost of mobile operators which in turn will translate into reduced tariffs for users of the networks.



The Financial markets (locally & internationally) experienced fluctuations between 2009 & 2011. How did these fluctuations affect the Business of IHS?

Fluctuations in the global money & capital markets affected businesses all around the globe and I dare say that the effects were mostly negative. Many organizations were constrained to reduce operating/overhead costs by cutting down staff strength, and engaging other cost cutting measures in order to stay afloat.

For us at IHS, it was a period of introspection. We had to look inward to find unique ways of handling our own situation. We underwent some restructuring and put some cost saving measures in place in order to stay afloat and survive the period. Our ability to stay afloat and still reward our shareholders during the period was a major pointer that IHS had grown into a mature company with the ability to withstand such trying times that drowned reputable local/international corporations.

Rising out of the turbulence of the economic meltdown, we were able to convert the hurdles posed by the economic recession into stepping stones. Consequently, we were located by investors, and as a result, an equity injection of \$79 million was made by the IFC, FMO and Investec, which further boosts the company's financial base, an investment which was quite timely, in the wake of the economy's recovery from the global economic recession of 2009.

For us at IHS therefore, I would say that the economic fluctuation experienced between 2009 -2011 strengthened the company and positioned us for the growth and expansion which we are currently experiencing.



You mentioned that IHS witnessed the injection of huge funds from reputable international investors. How has this boost in the company's financial base impacted on its business?

The equity injection was concluded in June 2011, and we are already working assiduously to begin to guarantee returns on investment for our investors. In the wake of the conclusion of that deal, we added over 450 sites to our kitty, thereby expanding our collocation base and increasing our site ownership portfolio, which in turn keeps us ahead of the competition. At the moment, we are unrelenting in our expansion drive within and outside Nigeria.

We are determined to greatly reward all our investors for their faith in the Management of the company to turn around their investments. As a result, we are exploring diverse areas of investment while we strive to continue to grow our financial base towards further strengthening the company.

The expansion will be done through a hybrid mix of building new sites (Self Build) and buying existing sites (BLB).



IHS is a major player in the business of Collocation in Africa. What have been the company's achievements in this area within the last 12 months?

IHS is a pioneer in the collocation business in Nigeria. In the last 12 months, we have acquired more sites than we did in any other 12-month period. Like I earlier mentioned, we acquired over 450 sites within the last few months and we are not relenting in our drive to maintain the lead in the business of collocation not just in Nigeria but in sub-Saharan Africa.

With our concept of building, operating and leasing of sites to operators, we are playing a major role in relieving them of the headaches of site acquisition, security, providing equipment and infrastructure. As mentioned earlier operational costs will be reduced so they can redirect their resources to other areas of their core competence.

Rather than build one location per operator, and thus have one operator pay the cost of acquisition, permits, construction, and subsequent operations and maintenance for the many years of utilization, IHS has been able to enable two or more operators collocate and then share the cost. We are currently working on different formulae under this model which no doubt will be of tremendous benefit to the operators.



Could you paint a picture of the place of IHS in the future expansion/advancement of the telecoms industry in Africa in the next decade?

The telecommunications industry in Nigeria is still growing; as a matter of fact, it is the fastest in the world in terms of development. Within the next 5 years, we expect that the sector would have grown to a level where all Nigerians would be proud of it.

Teledensity would have reached levels such as those witnessed in Europe. I also see an increase in broadband infrastructure, making access to the internet and all other value added services more enjoyable while 4G services would have taken its roots in the country with millions of subscribers.

Over time, there is no reason why Nigeria's teledensity can't become 1:1 or more as it is in some of the European countries and by being a builder and manager of infrastructure all over Nigeria for the past seven years, IHS Nigeria Plc possesses the know-how to develop such solutions to face the challenges.

IHS' competitive advantage in this business stems from being a total solutions provider to the different operators. Over time, we have built more than 2,700 sites and are currently managing hundreds of sites for different operators all over the federation, and we are not relenting. We will therefore continue to grow our collocation base, increase our delivery of Managed Services (MS), while we continue to fly our flags around yet-to-be-conquered territories in Africa.

The African telecom market is set for explosive growth, given that penetration levels are less than 40% in most African countries where network coverage is poor and access to rural areas is low. Subscriber base is said to rise to 300 million by 2013. Given the high cost of capital, declining ARPU, reducing margins and environmental issues, telecoms operators are considering outsourcing the non-core components of their infrastructure (Active & Passive) to tower companies, and re-focusing efforts on client acquisition and retention strategies. □



FMO
Entrepreneurial
Development
Bank

 **Investec**

On February 16, 2011, IHS Nigeria Plc signed the subscription agreements with the International Finance Corporation (a member of the World Bank Group), Investec Africa Frontier Private Equity Fund (Investec), and the Netherlands Finance Development Company (FMO) for a \$79 million equity investment in IHS.

The purpose of the equity injection was to strengthen the company's shareholders' funds, while helping the company rapidly increase its base station towers in Nigeria, with the ultimate goal of allowing operators to cheaply increase mobile phone coverage and reduce communication costs in the Federation.

Our new renowned shareholders and partners disbursed the equity in June 2011, and in the words of our Executive Director Issam Darwish, IHS is *"dedicated to partnering with operators and investors across the African continent, and is thrilled to add the IFC, FMO, and Investec to our shareholder base. Since 2001, the company's core strategy has been to serve the growing needs of telecommunications operators in Africa in order to enhance the quality of the networks' performance. The investors understand the growing needs of the telecoms sector as well as the changing competitive landscape. The financing package will allow us to continue our leadership role in providing managed and collocation services to mobile operators and users in Africa"*.

IHS has utilized some of these funds for the purchase of 459 existing sites from Visafone Ltd, hence increasing our portfolio of collocation sites in Nigeria instantaneously. The deal is lucrative to the company as the sites are located in the major cities of Nigeria, making them 'hot' targets for operators who wish to expand their capacity.

The validity of the testimonies from our foreign partners is a proof of the company's track record of excellence over the last decade, which no doubt is the basis of the faith & confidence reposed in us by our foreign partners, and has now culminated in into this huge investment partnership. It will be recalled that barely one year earlier, a US based technical Assistance program (USTDA) grant was awarded IHS to support the research into finding the ultimate green solution for generating power at its sites.

We are currently working with leading mobile operators to upgrade existing sites and facilitate the roll-out of new technologies including 4G, WiMax, etc. In addition, talks are on-going with intending foreign investors whose interests in IHS continue to grow by the day with frequent requests for new partnerships that will usher the telecoms industry in Africa into new areas and greater ventures.

We assure all stakeholders, (local & international) of our commitment to realizing set goals and objectives, and will therefore endeavour to keep IHS positioned to break new grounds, set new records and consolidate the reality of our position as Africa's #1 telecoms infrastructure giant.

Comments on the milestone event...

"Broadening access to affordable mobile telecommunication services remains a crucial part of development across Africa. IHS' track record of improving quality while reducing cost will continue to provide savings that benefit all constituents of telecommunications in Africa. With this investment, IFC is helping to improve the quality of service, expand network coverage, reduce deployment, operating & usage costs, while accelerating the innovation that governments and operators can deliver throughout Africa."

"access to telecommunications continues to be essential to the economic and social development of Africa. IHS increases the efficiency and quality of existing networks and helps operators accelerate network expansion into rural areas. FMO is proud to contribute to this through our investment in IHS alongside Investec & the IFC."

Andrew Gunther,
Senior Manager, IFC Infrastructure
and Natural Resources in Africa
& Latin America

Yvonne Bakkum,
Director of Private Equity, FMO

"IHS has a 10-year track record of profitable growth, is led by an experienced management team which includes founders of the business, and is poised for substantial further growth which the new funding will assist. We are therefore pleased to be associated with this dynamic business and team"

Mark Jennings,
Investment Principal,
Investec Asset Management



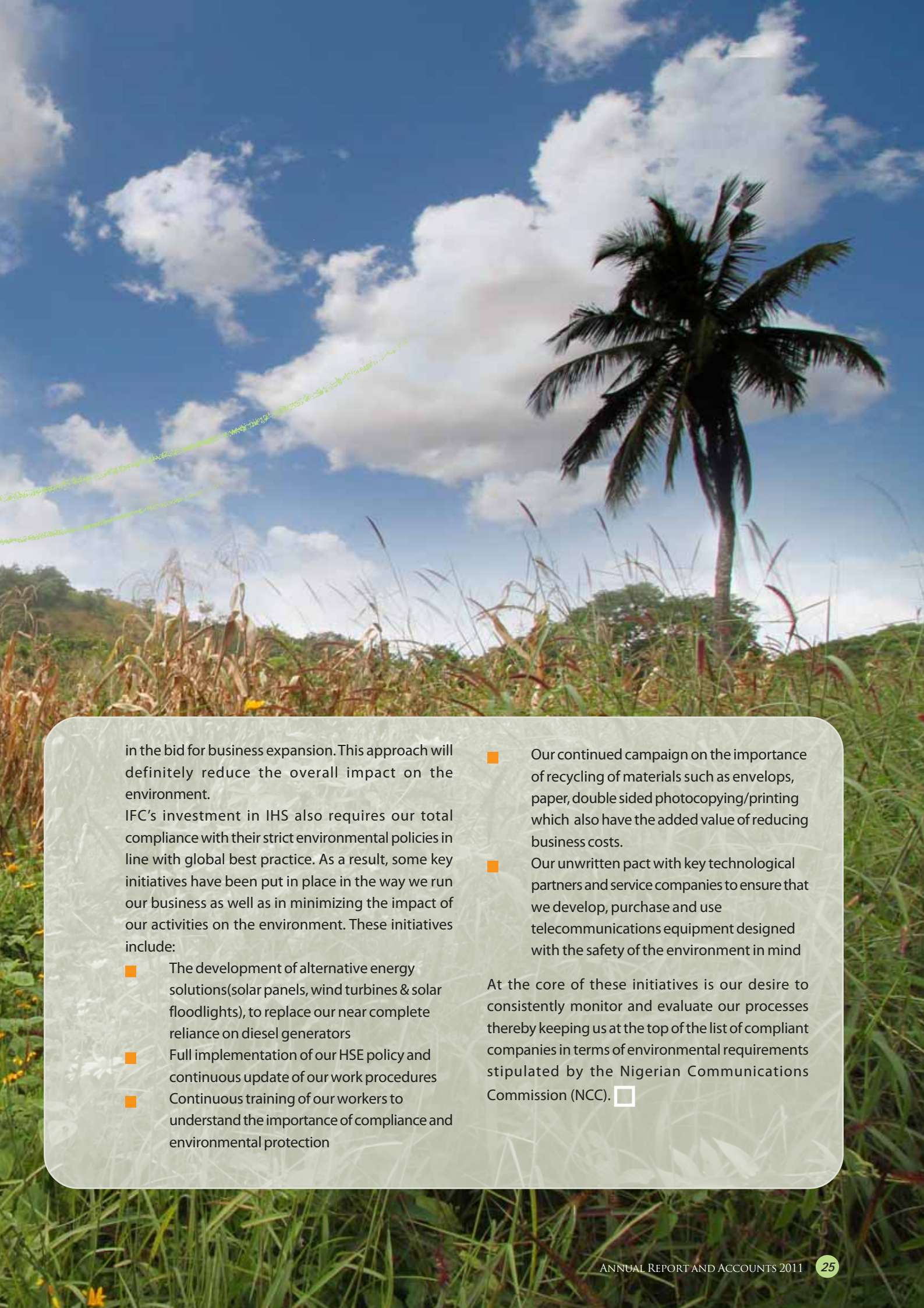
Keeping in touch... with our environment

Environmental Compliance refers to the act of conforming to environmental laws, regulations, standards and other requirements. In recent years, environmental concerns have led to a significant increase in the number and scope of compliance imperatives across all global regulatory environments. At IHS, we believe that excellence in environmental management is important, both in its contribution to sustainable development in our communities and in the company's long term success. In the year under review, we focused on developing our Environmental plan and putting a Health and Safety policy in place. Our vision is to actively involve staff, partners and stakeholders to promote the right attitude and actions that continually improve environmental performance both on our sites and in our offices.

Over the last decade the company's operations have met the terms and requirements of all local and national regulations which guide environmental aspects of the telecom industry. However, it is our resolve to raise our level of compliance even higher as evident in our HSE policy development and implementation processes which are positively addressing issues in the following areas:

- Oil leakage from storage tanks/generators at Base stations
- Noise levels from equipment cooling fans
- Emissions to air from engine alternators
- Radio frequency emissions from shelters
- Disposal of redundant equipment

Even though our focus on collocation is a business effort, we also see it as a solution in reducing the indiscriminate sitting of towers by telecom operators



in the bid for business expansion. This approach will definitely reduce the overall impact on the environment.

IFC's investment in IHS also requires our total compliance with their strict environmental policies in line with global best practice. As a result, some key initiatives have been put in place in the way we run our business as well as in minimizing the impact of our activities on the environment. These initiatives include:

- The development of alternative energy solutions(solar panels, wind turbines & solar floodlights), to replace our near complete reliance on diesel generators
- Full implementation of our HSE policy and continuous update of our work procedures
- Continuous training of our workers to understand the importance of compliance and environmental protection

- Our continued campaign on the importance of recycling of materials such as envelopes, paper, double sided photocopying/printing which also have the added value of reducing business costs.
- Our unwritten pact with key technological partners and service companies to ensure that we develop, purchase and use telecommunications equipment designed with the safety of the environment in mind

At the core of these initiatives is our desire to consistently monitor and evaluate our processes thereby keeping us at the top of the list of compliant companies in terms of environmental requirements stipulated by the Nigerian Communications Commission (NCC). □



Compliance Statement

The Board members, Management and staff of IHS Nigeria Plc fully support and are committed to compliance with, and applying best practice in terms of the provisions of the Code of Corporate Governance for public companies in Nigeria as stipulated by the Securities and Exchange Commission (SEC), in terms of which its shareholders and stakeholders are assured that the company is being managed ethically and in compliance with laid down regulations and best practice.

Corporate Code of Conduct

IHS Nigeria Plc is committed to:

- Integrity and Best Practice in its dealing with stakeholders and the society at large
- Doing business with customers and suppliers using best ethical practices
- Employment practices which are non-discriminatory

Composition and Structure of the Board

The Board membership stood at 9 during the year, consisting of 4 executive and 5 non executive directors with diverse business and industry expertise. The Board is chaired by a non-executive director.

The following are the directors that served during the year under review:

1. Bashir Ahmad El-Rufai	- Chairman
2. William Saad	- Managing Director
3. Issam Darwish	- Executive Director
4. Olugbenga Onakomaiya	- Executive Director
5. John Bernas	- Executive Director
6. Segun Akintemi	- Non-Executive Director
7. Akin Ajayi	- Non-Executive Director
8. Hassan Dantata	- Non-Executive Director
9. Markie Idowu	- Non-Executive Director

According to the Code of Corporate Governance, the members of the Board should be individuals with upright personal characteristics, relevant core competences and entrepreneurial spirit, with a record of tangible achievements and sound knowledge in Board matters. Members are required to possess a sense of accountability and integrity and be committed to the task of good corporate governance.

IHS Nigeria Plc affirms its compliance to these requirements including the independence of its Management, which enables it carry out its oversight functions in an objective and effective manner.

Division of Responsibilities

In line with regulations, the roles of the Chairman of the Board and the Chief Executive Officer are clearly separated. The Chairman ensures effective operation of the board towards achieving the Company's strategic objectives, presides over board and shareholder meetings and ensures smooth functioning and governmental compliance of the board. In addition, the Board, headed by the Chairman is responsible for the formulation of the company's strategic business plans, setting of corporate objectives and performance targets and monitoring and reviewing the company's overall performance.

On the other hand, the Chief Executive Officer leads the Executive Committee in the day to day running of the business, acts as the Company's leading representative in its dealings with stakeholders and guides the development and growth of the Company Directors' Rights.

Directors' Rights

To facilitate the exercise of their responsibilities, all directors have unrestricted access to Management including the Company Secretary and the company's records and other information they may require. The Directors also have authority, where necessary, to seek independent professional advice at the Company's expense.

No director or officer of the company had an interest in any contract of significance during the financial year.

Company Secretary

The Company Secretary is required to provide the members of the Board with guidance and advice regarding their responsibilities, duties and powers and to ensure that the Board is aware of all legislation relevant to, or affecting the affairs of the company.

In addition, the Company Secretary is responsible for co-coordinating the orientation and training of new directors, compiling Board papers and ensuring that the Board's discussions and decisions are clearly and properly recorded and communicated to the relevant persons, and notifying the Board members of matters that require their attention. The Board affirms that IHS Nigeria Plc has strived to comply with these regulations during the year under review.

Board Committees

In line with good corporate governance, IHS Nigeria Plc has an Audit Committee constituting of Mr. Akin Ajayi, Mr. Samuel Alabi, Mr. Olugbenga Onakomaiya, and MR. Abdulkadir Ahmed who have met for three times in the year and all members were in attendance at the meetings. We also have the Investment Committee constituting of Mr. Akin Ajayi and Mr. Segun Akintemi. The members met for four times during the year with the attendance of all members.

The numbers of the committees are currently being increased.

Compliance with Rotation of External Auditors

The Code of Corporate Governance requires that from time to time, companies rotate audit partners assigned to undertake external audit of the company, to guarantee independence as well as integrity of the external audit process. IHS Nigeria Plc has engaged the services of Pricewaterhouse Coopers as its external Auditors, and has retained their services for the third consecutive time in the audit of the company's financial records for the year just ended.

Human Resources Administration/Policies

IHS Nigeria Plc has a dedicated Human Resources Department which ensures a leading employee value proposition, in support of the Company's objective of attracting and retaining the best hands in the industry in which we compete.

A major milestone in this area during the year under review was the recent restructuring of the Company's Human Resources Department. A company-wide staff skill assessment is an on-going exercise conducted to ascertain the quality of our people, in order to establish proper manpower and succession plans for future needs. It is an exercise that seeks to bridge the gap between employer and employee and thereby build a sense of common values between both whilst conforming to best practices. Furthermore, there is the ongoing development of a Performance Management framework across the organization, to entrench a culture of Accountability and Performance at all levels. The company's Human Resource Policies continues to be developed, and in compliance with regulations.

Going Concern

The directors have a reasonable expectation that IHS Nigeria Plc has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they have prepared the financial statements on the basis of the Company as a going concern.

By Order of the Board:

*Chairman Of The Board
Managing Director
Chief Financial Officer*



Connecting to...
our host communities

At IHS, we see Corporate Social Responsibility (CSR) as ***"our continued commitment to behave ethically and contribute to economic development while improving the quality of life of our people and their families as well as of the local community and society at large"***

For us, CSR is also about corporate self-regulation as well as the basic principles of embracing responsibility for the impact of our operations on the environment, clients, stakeholders and very importantly, the community in which we conduct our business.

The Board and Management of the company have continuously encouraged community growth, development and formulation of policies that promote public interest. As a result, our CSR policy is designed in such a manner as to cover environmental & ethical business conducts and obligations to various stakeholders.

Following the expansion drive embarked upon by the company, the need to further review and develop our existing CSR policy and procedures has become imminent. As a result, we have narrowed down our CSR policy to ensure the following:

- ▶ The Policy must be Sincere, Fair and Transparent.
- ▶ It ought to strengthen direct involvement in our primary operational environment.
- ▶ It must emphasize our Green Energy Initiative.
- ▶ It must directly and positively touch the lives of all our stakeholders.
- ▶ It must not be seen as a marketing tool but rather a process of engagement.

We believe that social responsibility is an integral part of the wealth creation process which if managed properly, should enhance the competitiveness of our business and maximize the value of wealth creation to society. Our CSR Mode of Operation has also been redesigned to ensure the following:

- ▶ Establish a distinct corporate entity to manage our CSR activities.
- ▶ Develop a watertight process and procedure for our CSR operations.
- ▶ Project beneficiaries will be determined by our areas of operations.
- ▶ Areas of future interest will be given consideration.
- ▶ Requests on humanitarian grounds will be considered.

Projects will cover the areas of Education support for institutions, Health, Infrastructure, Youth and Sports development, Micro Credits, Skills and Vocational trainings amongst others.

It is also our resolve to continue to uphold our commitments to social and environmental concerns in our business operations and interaction with all our stakeholders. These are;

- ▶ Our commitment to a clean and green environment that will contribute positively to the health/wellbeing of people in the society.
- ▶ Our commitment to the development of our people through enhanced trainings at both local and international levels in order to bring out the best in them.
- ▶ Our commitment to better the lives of the people who live in the environment where our business operates, by carrying out projects that will add value to their community.
- ▶ Our commitment to remain socially responsible to all our stakeholders both local and international, internal & external.

Our intention is to create a positive impact through planned CSR projects, that will not only meet our commitments with our stakeholders, but would reiterate our position as a socially involved and responsible telecoms infrastructure provider. □



*...possibilities
Beyond...*

It is our intention that in the year ahead, we will continue our expansion drive, and in order to achieve this commitment, we have projected that on a short term basis we will maintain our place as leader in the Nigerian market, while securing more strategic partnerships/transactions outside the country.

In the medium term, we expect to be the clear market leader in 5-7 markets, giving us a stronger pan-African presence with over 5,000 towers and increased annual revenue. Our long term projection will see us as the market leader in a minimum of ten (10) markets with over 20,000 towers.

Finally, we are committed to making huge investments in our human resources in the years ahead. The imperative is to develop our people through local and international training, mentoring and coaching and we will continue to reward performance as a way of motivating and challenging our employees.

While we focus on these core areas, we will ensure that our investors, shareholders and all stakeholders are rewarded for the confidence they have reposed in our ability to deliver on promises made.

With the leadership and support of the Board as well as all our stakeholders, we are committed to ensuring that the years ahead will usher our company into a new chapter of opportunity and growth while breaking new grounds in Nigeria and Africa's telecommunications industry.



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**NOTICE OF ANNUAL GENERAL MEETING (AGM)
OF
IHS NIGERIA Plc (THE "COMPANY")**

NOTICE IS HEREBY GIVEN that the 3rd Annual General Meeting of the Company will be held on the 20th day of January of 2012 at Unity Hall, Hamdalla Hotel, Mohammed Buhari Way, Kaduna, Nigeria, at 10:00AM to transact the following Businesses:

ORDINARY BUSINESS

1. To receive the Report of the Directors, the Audited Financial Statements for the year ended 30th April, 2011 together with the Reports of the Auditors and the Audit Committee thereon;
 - i. To authorize Directors to fix the remuneration of Auditors;
 - ii. To re-elect / elect Directors;
 - iii. To approve the remuneration of Directors;
 - iv. To elect members of the Audit Committee.

SPECIAL BUSINESS

To consider and if thought fit pass the following special resolutions:

a) **Special Resolution No.1: Alteration to the Memorandum and Articles of Association**

"That each of the proposed amendments to the Articles of Association of the Company set out in the annexure to the notice, which has been delivered to the shareholders of the Company, be and is hereby approved"

b) **Special Resolution No. 2: Increase in Authorized Share Capital**

"1) That the authorized share capital of the Company be and is hereby increased from:

NGN6 323 867 844 divided into 8 000 000 000 preference shares of NGN0.50 each and 4 647 735 688 ordinary shares of NGN0.50 each to NGN9 323 867 844 divided into:

- a. *4 647 735 688 ordinary shares of NGN0.50 each; and*
- b. *14 000 000 000 cumulative, redeemable, convertible, preference shares with a par value of NGN0.50 each ("Preference Shares") by the creation of 6 000 000 000 additional Preference Shares ("New Financing Shares") with a par value of NGN0.50.*

NOTE:

1. PROXY

A member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his / her stead. A proxy need not be a member of the Company. An unstamped form of proxy is attached and if it is to be valid for the purpose of the meeting, it must be completed and duly signed and stamped at the stamp duties office by the appointing shareholder and deposited at the Registrar's office, Intercontinental Registrars Ltd at No 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos, not less than 48 hours before the time of holding the meeting. A corporate member being a member of the Company is entitled to execute a proxy under seal.

2. CLOSURE OF REGISTER AND TRANSFER BOOKS

The Register of Members and Transfer Books of the Company will be closed from 2 January 2012 to 6 January 2012, both days inclusive to enable the presentation of an up to date Register.

3. DIVIDEND

In view of the losses declared during the period, the directors do not propose any dividends.

4. NOMINATION FOR AUDIT COMMITTEE

In accordance with section 359 (5) of the Companies and Allied Matters Act, CAP C20, LFN 2004, any member may nominate a shareholder for election as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting.

DATED THIS 19 DAY OF DECEMBER 2011

By Order of the Board

A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke, followed by a vertical line that points down towards the name.

Jimoh Umore
Company Secretary

Directors' Report

for the year ended 30 April 2011

The Directors are pleased to submit their report together with the audited consolidated financial statements for the year ended 30 April 2011.

Principal activities and business review

IHS Nigeria Plc was incorporated in Nigeria as a private limited liability company in 2001. However, it became a public company with the shares quoted on the Nigerian Stock Exchange in January 2009.

The company is a telecom infrastructure service provider engaged in Turnkey Infrastructure Deployment (network construction), Infrastructure Managed Services (network operations and maintenance) and Infrastructure Sharing and Leasing (collocation services).

Results and dividend	Group		Company	
	2011 N'000	2010 N'000	2011 N'000	2010 N'000
(Loss) / profit before taxation	(1,839,383)	675,353	(2,414,052)	86,661
(Loss) / profit after taxation before extra ordinary item	(1,653,719)	553,707	(1,993,749)	71,133
(Loss) / profit after taxation and extra ordinary item	(1,653,719)	1,215,313	(1,993,749)	732,739
Shareholders' funds	8,459,848	10,578,448	7,442,844	9,700,593

In view of the losses incurred during the year the directors do not propose any dividend.

Fixed assets

Information relating to changes in fixed assets is given in Note 9 to the financial statements. In the opinion of the Directors, the fair value of the Company's fixed assets is not less than the value shown in the financial statements.

Directors

The directors who held office during the year and to the date of this report are as set out on page 3.

Directors' shareholding

The interests of directors in the issued share capital of the company as recorded in the Register of Directors' Shareholdings and/or as notified by the directors for the purposes of sections 275 and 276 of the Companies and Allied Matters Act and the listing requirements of the Nigerian Stock Exchange are as follows:

	Number of shares held (In thousands)	
	30-Apr-11	30-Apr-10
Directors		
Bashir Ahmad el-Rufai	112,945	115,400
William Saad *	Nil	Nil
Olugbenga Onakomaiya	1,171	1,046
Issam Darwish *	Nil	Nil
John Bernas *	Nil	Nil
Ola Olabinjo **	Nil	Nil
Segun Akintemi **	Nil	Nil
Akin Ajayi	Nil	Nil
Hassan Dantata	Nil	Nil
Markie Idowu **	Nil	Nil

* Representing UBC Services Inc. which holds 2,368,041,580 ordinary shares

** Representing SKYE Financial Services Limited which holds 865,898,275 ordinary shares

Directors' Report cont.
for the year ended 30 April 2011

Directors interests in contracts

None of the directors has notified the company for the purpose of section 277 of the Companies and Allied Matters Act of their direct or indirect interest in contracts or proposed contracts with the company during the year.

Record of directors' attendance

In accordance with Section 258 (2) of the Companies and Allied Matters Act, the Record of Directors' attendance at Board meetings during the financial year under review is available for inspection at the Annual General Meeting.

Analysis of Ordinary Shareholders

According to the register of members, only UBC Services Inc. and Skye Financial Services Limited held more than 5% of the issued share capital of the company as at 30 April 2011.

The shares of the company were held as follows as at 30 April 2011:

Shareholders	2011		2010	
	N'million	%	N'million	%
UBC Services Inc.	1,184.02	53.82	1,181.96	53.73
Skye Financial Services Limited	432.95	19.68	432.95	19.68
4m Telecomms Limited	100.00	4.55	100.00	4.55
Apex IT Technologies Limited	87.45	3.98	87.45	3.98
Skye Stockbrokers Limited	84.51	3.84	84.50	3.84
Bashir Ahmad el Rufai	56.47	2.57	57.70	2.62
Goldwater Securities Limited	16.73	0.76	71.50	3.25
Pantera Properties Limited	32.28	1.47	0.00	0.00
Others	205.59	9.33	183.94	8.35
	2,200.00	100.00	2,200.00	100.00

Human resources

The human resource strategy aims at producing skilled, motivated and committed employees to enhance the company's capability, thereby sustaining a competitive advantage. This is achieved by managing the following:

(a) Employment of disabled persons

The company has a policy of fair consideration of job applications by disabled persons having regard to their abilities and aptitude. The company's policy prohibits discrimination against disabled persons in the recruitment, training and career development process.

(b) Health, safety and welfare

The safety and health of employees is of paramount importance at IHS Nigeria Plc. Managers, team leaders and employees are involved in the development and implementation of health and safety procedures. The company complied with the health and safety legislation and also embarked on a continuous campaign for elimination of hazards in the work place.

The company's employees are covered by Workmen's Compensation. Medical costs of employees are borne by the company as considered appropriate.

Fire prevention and fire-fighting equipment are installed at strategic locations within the company's premises.

Directors' Report cont.
for the year ended 30 April 2011

(c) Employee training and involvement

Management and staff relations in the company are very cordial. Regular joint consultative meetings are held where employees are involved in discussing issues that affect them and also provide avenue for discussing other issues of mutual benefits.

The intellectual capacity of employees constitutes the most valued assets of the company. Our non-discriminatory recruitment process is structured to attract and retain the best talents who, through proper induction and acculturation, embrace the culture of building quality into whatever they do.

As part of our capability building strategy, all categories of staff attended carefully planned training courses and seminars to update the special skills and job requirements. This is in addition to the regular on-the-job training across all operational sites.

Information technology

The company believes in using information technology as a platform for assisting management in taking quick decisions. As a result, the company invested in and implemented a new Enterprise Resource Planning (ERP) software – Microsoft Dynamics NAV during the year.

Donations and gifts

The company made various donations amounting to N5.47 million during the year. Beneficiaries were as follows:

Beneficiary	Donation/gift	Amount N'000
SOS Childrens Academy	Feeding, Schooling, Clothing	1,280
Capital Science Academy	Cash	200
Trade out of poverty	Cash	1,265
Others	Cash	2,729
		5,474

Independent auditors

In accordance with Section 357(2) of the Companies and Allied Matters Act, PricewaterhouseCoopers will continue in office without any resolution being passed. A resolution however will be proposed at the Annual General Meeting authorising the Directors to fix their remuneration.

By Order of the Board



Jimoh Umoru
Company Secretary

06 September 2011



Statement of Directors' Responsibilities
for the year ended 30 April 2011

The Companies and Allied Matters Act, requires the directors to prepare financial statements for each financial year that give a true and fair view of the state of financial affairs of the company at the end of the year and of its profit or loss. The responsibilities include ensuring that the company:

- a. keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the company and comply with the requirements of the Companies and Allied Matters Act.
- b. establishes adequate internal controls to safeguard its assets and to prevent and detect fraud and other irregularities; and
- c. prepares its financial statements using suitable accounting policies supported by reasonable and prudent judgements and estimates, and are consistently applied.

The directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgements and estimates, in conformity with Nigerian Accounting Standards and the requirements of the Companies and Allied Matters Act.

The directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the company and of its profit or loss. The directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of financial statements, as well as adequate systems of internal financial control.

Nothing has come to the attention of the directors to indicate that the company will not remain a going concern for at least twelve months from the date of this statement.



Chairman



Director

06 September 2011

Report of the Audit Committee**for the year ended 30 April 2011**

In accordance with the provision of section 359(6) of the Companies and Allied matters Act (CAP C20) Laws of the Federation of Nigeria, 2004, we have reviewed the audited financial statements of the Company for the year ended 30th April, 2011 and report as follows :

- a. The accounting planning reporting policies of the Company are consistent with legal requirements and agreed ethical practices;
- b. The scope and planning of the external audit was adequate;
- c. The Company maintained effective systems of accounting and internal controls during the year;
- d. The Company's Management have adequately responded to matters covered in the Management report issued by the external auditors.



Akin Ajayi
Chairman Audit Committee

Date: 6-9-11

Members of the Audit Committee

Mr. Akin Ajayi
Mr. Samuel Alabi
Mr .Gbenga Onakomaiya
Mr. Abdulkadir Idris

Secretary

Jimoh Umoru



REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF IHS NIGERIA PLC

Report on the financial statements.

We have audited the accompanying separate and consolidated financial statements of IHS Nigeria plc (the company) and its subsidiaries (together, the 'group') which comprise the balance sheets as of 30 April 2011 and the profit and loss accounts, and statements of cash flows for the year then ended and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements.

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with Nigerian Statements of Accounting Standards and with the requirements of the Companies and Allied Matters Act, and for such internal control, as the directors determine necessary to enable preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Auditor's responsibility.

Our responsibility is to express an independent opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform our audit to obtain reasonable assurance that the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the accompanying financial statements give a true and fair view of the state of the financial affairs of the company and the group at 30 April 2011 and of their loss/ profits and cash flows for the year then ended in accordance with Nigerian Statements of Accounting Standards and the Companies and Allied Matters Act.

Report on other legal requirements

The Companies and Allied Matters Act requires that in carrying out our audit we consider and report to you on the following matters. We confirm that:

- i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii) in our opinion proper books of account have been kept by the company and the group, so far as appears from our examination of those books;
- iii) the company and group's balance sheets and profit and loss accounts are in agreement with the books of account.

Chartered Accountants
Lagos, Nigeria



29 September, 2011

Profit and Loss Accounts
for the year ended 30 April 2011

	Note	Group		Company	
		2011 N'000	2010 N'000	2011 N'000	2010 N'000
Turnover	2	14,852,667	17,247,902	11,062,758	11,456,905
Cost of sales		(12,182,913)	(13,106,755)	(9,432,696)	(8,799,047)
Gross profit		2,669,754	4,141,147	1,630,062	2,657,858
Administrative expenses		(1,756,057)	(1,986,856)	(1,454,932)	(1,105,320)
Operating profit	3	913,697	2,154,291	175,130	1,552,538
Finance cost	4	(1,174,770)	(1,397,851)	(1,108,462)	(1,382,667)
Other income	5	11,911	17,927	112,980	15,804
Loss on disposal of investment	6	(2,515)	-	(5,994)	-
Impairment in the value of Investments	10	-	(99,014)	(1,587,706)	(99,014)
Impairment in value of goodwill	11	(1,587,706)	-	-	-
(Loss)/Profit before taxation		(1,839,383)	675,353	(2,414,052)	86,661
Taxation	7	185,664	(121,646)	420,303	(15,528)
(Loss)/Profit after taxation before extra ordinary item		(1,653,719)	553,707	(1,993,749)	71,133
Extra ordinary item (net of associated taxes)	8	-	661,606	-	661,606
(Loss)/Profit after taxation and extra ordinary item		(1,653,719)	1,215,313	(1,993,749)	732,739
Non controlling interest		(221,681)	(238,926)	-	-
(Loss)/Profit attributable to members		(1,875,400)	976,387	(1,993,749)	732,739
(Loss)/Earnings per share	31				
Basic (loss)/earnings per share (N)		(0.38)	0.13	(0.45)	0.02


The accounting policies and the notes on pages 43 to 56 form an integral part of these financial statements.

Balance Sheets

at 30 April 2011

		2011	Group	2011	Company
	Note	N'000	2010	2011	2010
ASSETS EMPLOYED			N'000	N'000	N'000
Non current assets					
Fixed assets	9	13,440,084	8,583,094	13,323,288	8,408,382
Long term investment	10	53,094	53,094	1,047,134	2,625,187
Goodwill	11	730,730	2,318,436	-	-
Prepaid rent - long term	12	586,922	581,392	586,922	581,392
Deferred tax asset	18	321,503	-	331,288	-
Due from related parties	24	-	-	47,427	93,515
		15,132,333	11,536,016	15,336,059	11,708,476
Current assets					
Stocks and work in progress	13	1,015,992	3,762,485	983,867	3,588,825
Trade receivables and prepayments	14	7,762,691	9,104,211	5,060,630	6,579,203
Due from related parties	24	27,598	5,372	627,748	544,980
Cash at bank and in hand	26	1,623,515	1,866,091	956,197	691,916
		10,429,796	14,738,159	7,628,442	11,404,924
Current liabilities					
Taxation	7	403,457	665,965	203,516	530,121
Trade and other payables	15	4,777,727	3,803,803	4,058,530	2,656,564
Short term borrowings	16	2,980,956	10,027,830	2,980,956	10,027,830
Due to related parties	24	296,527	627,896	20,025	36,457
Finance lease		-	51,850	-	7,708
		8,458,667	15,177,344	7,263,027	13,258,680
Net current assets/(liabilities)		1,971,129	(439,185)	365,415	(1,853,756)
Total assets less current liabilities		17,103,462	11,096,831	15,701,474	9,854,720
Non-current liabilities					
Long term borrowings	16	8,131,516	-	8,131,516	-
Provision for gratuity	17	90,814	65,112	90,814	65,112
Deferred tax liability	18	-	81,937	-	89,015
Due to related parties	24	384,984	371,334	-	-
Decommissioning and site restoration provision:		36,300	-	36,300	-
		8,643,614	518,383	8,258,630	154,127
Net assets		8,459,848	10,578,448	7,442,844	9,700,593
Capital and reserves					
Share capital	19	2,200,000	2,200,000	2,200,000	2,200,000
Share premium	20	6,069,652	6,069,652	6,069,652	6,069,652
Revaluation reserve	21	316,022	316,022	316,022	316,022
Retained earnings	23	(740,329)	1,399,071	(1,142,830)	1,114,919
Foreign exchange translation reserve		(14,978)	17,077	-	-
		7,830,367	10,001,822	7,442,844	9,700,593
Non controlling interest	22	629,481	576,626	-	-
Capital employed		8,459,848	10,578,448	7,442,844	9,700,593

The financial statements and notes on pages 34 to 56 were approved by the Board of Directors on 6 September 2011 and signed on its behalf by:


Bashir Ahmad el Rufai
Chairman


William Saad
Managing Director

Statement of Cash Flows

for the year ended 30 April 2011

	Note	2011 N'000	Group 2010 N'000	2011 N'000	Company 2010 N'000
Net cash inflow from operating activities	27	6,029,979	5,316,443	6,025,603	4,874,307
Cash flow from investing activities:					
Profit / (Loss) from disposal of investment		(2,515)	-	(5,994)	-
Purchase of fixed assets	9	(5,400,565)	(5,258,226)	(5,369,144)	(5,088,394)
Decommissioning cost (capitalised)		36,300	-	36,300	-
Prepaid rent - long term		(82,200)	(520,512)	(82,200)	(520,512)
Purchase of subsidiary undertakings	10	-	-	(9,653)	-
Proceeds from sale of land		-	2,160,347	-	2,160,347
Proceeds from sale of other fixed assets		19,149	180	17,091	180
Interest received		6,531	20,003	918	17,880
Net cash outflow from investing activities		(5,423,300)	(3,598,208)	(5,412,682)	(3,430,499)
Cash flow from financing activities					
Dividend paid		(367,332)	(220,000)	(264,000)	(220,000)
(Paid) / proceeds to / from related party		(339,945)	498,135	(53,112)	(163,484)
Loan from banks		8,131,516	692,958	8,131,516	692,959
Loan repayment		(7,046,874)	(713,266)	(7,046,874)	(713,266)
Finance lease		(51,850)	-	(7,708)	-
Interest paid		(1,174,770)	(1,397,851)	(1,108,462)	(1,382,667)
Net cash (outflow)/inflow from financing activities		(849,255)	(1,140,024)	(348,640)	(1,786,458)
Cash and cash equivalents					
(Decrease)/increase in cash and cash equivalents		(242,576)	578,211	264,281	(342,650)
Cash and cash equivalents brought forward		1,866,091	1,287,880	691,916	1,034,566
Cash and cash equivalents carried forward		1,623,515	1,866,091	956,197	691,916
Cash and cash equivalents comprise:					
Cash at bank and in hand		1,623,515	1,866,091	956,197	691,916

The accounting policies and the notes on pages 43 to 56 form an integral part of these financial statements.

Statement of Significant Accounting Policies

for the year ended 30 April 2011

The following are the significant accounting policies adopted in the preparation of these financial statements.

Basis of preparation of financial statements

These financial statements are the stand alone and consolidated financial statements of IHS Nigeria Plc. and its subsidiaries (the group). The financial statements are prepared under the historical cost convention as modified by the revaluation of certain property, plant and equipment, and in compliance with Nigerian Statements of Accounting Standards (SAS) issued by the Nigerian Accounting Standards Board (NASB). The financial statements are presented in the functional currency, Nigerian Naira, rounded to the nearest thousand.

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the directors' best knowledge of current events and actions, actual results ultimately may differ from those estimates.

Basis of consolidation

Subsidiary undertakings are those companies in which the group, directly or indirectly, has an interest of more than one-half of the voting rights or over which the group has power to exercise control. Subsidiary undertakings are consolidated from the date on which effective control is transferred to the group and cease to be consolidated from the date on which control is transferred out of the group.

The purchase method of accounting is used to account for the acquisition of subsidiaries. The cost of an acquisition is measured at the fair value of the assets given up, shares issued or liabilities undertaken at the date of acquisition plus costs directly attributable to the acquisition. The excess of the cost of acquisition over the fair value of the identifiable net assets acquired of the subsidiary is recorded as goodwill.

All material intercompany transactions and balances are eliminated on consolidation.

Revenue recognition

Revenue is made up of income arising from telecommunications infrastructure deployment, telecommunications infrastructure managed services, telecommunications infrastructure sharing and leasing, and sale of equipment.

The company recognizes revenue on telecommunications infrastructure deployment using the percentage-of-completion method based on the terms on each of the contracts. Revenue on telecommunications infrastructure managed services, sharing and leasing, and sale of equipment is recognized when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the company's activities as described below.

Interest income is recognized on time-proportion basis using the effective interest method.

Fixed assets**(i) Owned assets**

Items of property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items. The cost of self-constructed assets includes the cost of materials, direct labor, and an appropriate proportion of overheads. Where significant components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items.

(ii) Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognized 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 of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

(iii) Revaluation

Increases in the carrying amount arising on revaluation are credited to a revaluation surplus reserve in equity. Decreases that offset previous increases of the same asset are charged against the revaluation surplus; all other decreases are charged to the profit and loss account.

Statement of Significant Accounting Policies (cont'd)

for the year ended 30 April 2011

(iv) Depreciation

Depreciation of fixed assets is calculated on a straight-line basis to write off the cost or valuation of each asset over their estimated useful lives. Useful lives, depreciation methods and current residual values are reassessed at each balance sheet date.

Depreciation of fixed assets is on a straight-line basis at the following rates calculated to write-off the cost or valuation of the assets concerned over their estimated useful lives:

	Percentage
Leasehold land	Over the lease period
Base station sites	4
Office complex	2.5
Furniture and fittings	15
Office equipment	25
Other equipment	25
Motor vehicle	25

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.

Decommissioning and Site restoration provision:

The company has built a substantial number of base sites on leased hold premises with a provision for renewal of the leases on mutually agreed terms. The provision for decommissioning costs arose on construction of the base sites on these leased hold premises where some of the leases may not be renewed. Provision is made on management's best estimate and estimated price levels at the balance sheet date. A corresponding asset is recognised in property, plant and equipment and depreciated on a straight line basis over the useful life of the leased hold premises.

The provision for decommissioning costs recognised is the present value of expected costs to settle the future obligation using estimated cash flows. The cash flows are discounted at a current pre tax rate that reflects the risks specific to the site restoration liability.

Actual costs incurred in future periods could differ materially from the estimates. Gains or losses from the expected disposal of assets are not taken into account when determining the provision.

Changes in the estimated future costs or in the discount rate applied are recognised as incurred in the income statement as a finance cost.

Accounting for leases**(i) The group as the Lessee**

Leases of property, plant and equipment where the group assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets acquired under finance leases are capitalised at the inception of the lease at the lower of their fair value and the estimated present value of the underlying lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in non-current liabilities. The interest element of the finance charge is charged to the profit and loss account over the lease period. Property, plant and equipment acquired under finance leases are depreciated over the estimated useful life of the asset.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the profit and loss account on a straight-line basis over the lease period.

(ii) The group as the lessor

Leases in which a significant portion of the risks and rewards of ownership are retained by the group are classified as operating leases. Payments made under operating leases are recognised as revenue in the profit and loss account on a straight-line basis over the lease period.

Statement of Significant Accounting Policies (cont'd)

for the year ended 30 April 2011

Foreign currency and translation

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Naira, which is the functional currency of the parent entity and the presentation currency for the consolidated financial statements.

The assets and liabilities of overseas subsidiaries are translated into Naira at the rate of exchange ruling at the balance sheet date. The income statements of overseas subsidiaries are translated using the average monthly exchange rate. The exchange differences arising on retranslation are taken directly to equity. On disposal of a foreign entity, accumulated exchange differences are recognized in the income statement as a component of the gain or loss on disposal.

Transactions in foreign currencies are recorded at the rate ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All gains and losses arising on retranslation are included in net profit or loss for the period.

Investments in subsidiaries

Investments in subsidiaries are carried in the company's balance sheet at cost less provisions for impairment losses. Where in the opinion of the directors, there has been impairment in the value of an investment, the loss is recognized as an expense in the period in which the impairment is identified.

Segmental reporting

A segment is a distinguishable component of the group that is engaged in providing services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

Goodwill

Goodwill is the excess of the cost of an acquisition over the fair value of the share of net assets acquired. Goodwill is tested for impairment annually and whenever there is an indication of impairment. Goodwill is carried at cost less accumulated impairment losses.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to be prepared for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in the income statement of the period in which they are incurred.

Other investments

Investments intended to be held for an indefinite period of time are classified as non current assets, unless they are expected to be realised within twelve months of the balance sheet date.

Long term investments are carried at cost less provisions for impairment losses. Where in the opinion of the directors, there has been impairment in the value of an Investment, the loss is recognised as an expense in the period in which the impairment is identified.

Short term investments are investments held temporarily in place of cash and which can be converted into cash when current financing needs make such conversion desirable. Short term investments are valued at lower of cost and market value.

Income tax

Income tax expense is the aggregate of the charge to the profit and loss account in respect of current income tax, education tax and deferred income tax.

Statement of Significant Accounting Policies (cont'd)

for the year ended 30 April 2011

Current income tax is the amount of income tax payable on the taxable profit for the year determined in accordance with the Companies Income Tax Act.

Education tax is computed at 2% of the assessable profits.

Deferred income tax is provided in full on significant temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Stock of materials

Carrying cost of stock of goods are recognized at lower of cost of acquisition or net realizable value.

Work-in-progress comprises cost of goods and labor cost for the implementation of projects and other services in the process of delivery. It includes direct materials, direct labor (with overhead expenses) and other costs directly related to the job for which customer acceptance has not been received.

Trade receivables

Trade receivables are stated net of bad debt provision. Specific and full provision is made for debts considered to be doubtful of recovery.

Employees' retirement benefits

The company in line with the provisions of the Pension Reform Act 2004 has a defined contribution pension scheme for its full time employees in which the employer and the employees contribute 7.5% each, of the qualifying emoluments. Contributions to the scheme are funded through payroll deductions while the company's contribution is charged to the profit and loss account.

The company operates a gratuity scheme whereby at the time of leaving the service or retirement from the company the employee is paid gratuity. Employees who have completed minimum of 5 years of service are eligible under the scheme. Employees who have completed 5 years of service but less than 10 years of service are paid 1 month of salary for each completed year of service, employees who have completed 10 years or more of service are paid 1.25 months of salary for each completed year of service.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown in current liabilities on the balance sheet. For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

Provisions

A provision is recognized in the balance sheet when the group has a present legal or constructive obligation as a result of a past event; it is probable that an outflow of economic benefits will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Provisions are 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 the passage of time is recognized as interest expense.

Trade and other payables

Trade and other payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

Notes to the Financial Statements

for the year ended 30 April 2011

1 The company

IHS Nigeria Plc was incorporated in Nigeria as a private limited liability company in 2001. It however became a public company in May 2008 and the shares quoted on the Nigerian Stock Exchange in January 2009.

The group is made up of six companies - IHS Nigeria Plc, its four direct subsidiaries and an indirect subsidiary. The subsidiaries and shareholding by IHS is as stated below:

- i) Power and Communication Technology Limited (PCT), Sudan - IHS has 51% shareholding.
- ii) Infratech FZC, United Arab Emirate - IHS has 50% shareholding.
- iii) Infratech Ghana Limited which is a wholly owned subsidiary of Infratech FZC, United Arab Emirates.
- iv) IHS Ghana Limited which is a wholly owned subsidiary.
- v) IHS Mauritius Limited which is a wholly owned subsidiary.

The group is a telecom infrastructure service provider engaged in Turnkey Infrastructure Deployment (network construction), Infrastructure Managed Services (network operations and maintenance) and Infrastructure Sharing and Leasing (collocation services). Infratech FZC, United Arab Emirate is mainly engaged in the sale of telecom equipment.

2 Turnover and Segmental information

The group has one business segment being telecom infrastructure deployment, management services, and sharing and leasing. The group operates in Nigeria, Sudan, Ghana and United Arab Emirates (UAE). The financial results are reported in following geographical segments:

	Nigeria	Rest of Africa	Middle East	Eliminations	Total
	N'000	N'000	N'000	N'000	N'000
30-Apr-11					
Turnover	11,062,758	3,755,249	34,660	-	14,852,667
Depreciation	438,668	70,588	11,376	-	520,632
Profit before taxation	(2,414,052)	921,273	(346,604)	-	(1,839,383)
Total assets	22,964,501	3,565,684	1,186,360	(2,154,416)	25,562,129
Net assets/(liability)	7,442,844	2,080,428	(81,676)	(981,748)	8,459,848
30-Apr-10					
Turnover	11,456,905	4,613,016	1,177,981	-	17,247,902
Depreciation	266,032	58,105	-	-	324,137
Profit before taxation	86,661	568,957	19,735	-	675,353
Total assets	23,113,400	2,831,460	2,184,860	(1,855,545)	26,274,175
Net assets	9,700,593	1,014,180	258,010	(394,335)	10,578,448

	Group		Company	
	2011	2010	2011	2010
	N'000	N'000	N'000	N'000

3 Operating profit

The following items have been charged in arriving at operating profit:

Depreciation on fixed assets (note 9)	520,632	324,137	438,668	266,032
Staff costs (note 34)	1,144,026	420,983	449,922	251,219
Exchange loss / (gain)	169,132	15,440	193,725	(14,786)
Auditors' remuneration	39,791	26,051	24,000	18,000

4 Finance cost

Interest charges	1,174,770	1,397,851	1,108,462	1,382,667
Finance cost	1,174,770	1,397,851	1,108,462	1,382,667

Notes to the Financial Statements (cont'd)

for the year ended 30 April 2011

	Group		Company	
	2011	2010	2011	2010
	N'000	N'000	N'000	N'000
5 Other income				
Dividend income	-	-	107,550	-
Insurance claim received	2,991	3,448	2,991	3,448
Profit / (loss) on sale of assets	2,389	(5,524)	1,521	(5,524)
Interest income	6,531	20,003	918	17,880
	11,911	17,927	112,980	15,804

6 Loss on disposal of investment

On 1 February 2011, the Company entered into a transfer of share agreement for the disposal of its 55% equity interest in IHS Tanzania Limited, comprising 550 Ordinary shares of T.Shs. 100,000/= (One hundred thousand Tanzania Shillings), representing 55% of the issued and fully paid-up share capital of IHS Tanzania Limited for a total cash consideration of T.Shs. 10,000/= (Ten thousand Tanzania Shillings) and the settlement of the Intra-Group Loans owing by IHS Tanzania Limited to the other companies within the Group. The disposal was completed on 1 February 2011.

The analysis of the total gain on disposal, carrying values of the assets and liabilities disposed, from the disposal were as follows:

	Group		Company	
	2011	2010	2011	2010
	N'000	N'000	N'000	N'000
<u>Total loss on disposal of IHS Tanzania Limited</u>				
Consideration on disposal of IHS Tanzania Limited	1	-	1	-
Investment in subsidiaries sold during the period	-	-	(5,995)	-
The group's share of carrying value of net assets of discontinued operations*	(2,192)	-	-	-
Transaction fees and other costs	-	-	-	-
Net loss on disposal	(2,191)	-	(5,994)	-
Realisation of exchange reserve of discontinued operations	(324)	-	-	-
Total loss on disposal of IHS Tanzania Limited	(2,515)	-	(5,994)	-

The group's share of carrying value of net assets of discontinued operations *

Cash and cash equivalent	5,337	-	-	-
Receivables	4,604	-	-	-
Payables		(380)	-	-
Borrowings	(5,575)	-	-	-
Carrying value of net asset on disposal	3,986	-	-	-
Minority interest	(1,794)	-	-	-
The group's share of carrying value of net assets	2,192	-	-	-

Notes to the Financial Statements (cont'd)

for the year ended 30 April 2011

	Group		Company	
	2011	2010	2011	2010
	N'000	N'000	N'000	N'000
7 Taxation				
i) Per profit and loss account				
Deferred tax	(403,522)	(106,857)	(420,303)	(88,211)
Company income tax	217,858	211,229	-	86,465
Education tax	-	17,274	-	17,274
	(185,664)	121,646	(420,303)	15,528
ii) Per balance sheet				
Balance at beginning of year	665,965	441,344	530,121	369,154
Charged to profit and loss accounts	217,858	228,503	-	103,739
Capital gains tax for the year (note 8)	-	73,511	-	73,511
Paid during the year	(478,335)	(77,393)	(326,605)	(16,283)
Exchange translation	(2,031)	-	-	-
Balance at year end	403,457	665,965	203,516	530,121

a) The amount provided as income tax on the results for the year has been computed on the basis of the Company Income Tax rate of 30% in accordance with the provisions of Companies Income Tax Act.

b) Education tax represents 2% of assessable profit in accordance with the provisions of the Education Tax Act.

8 Extra ordinary item

Proceeds from sale of land	-	2,160,347	-	2,160,347
Less: Cost of land and other related charges	-	(1,425,230)	-	(1,425,230)
	-	735,117	-	735,117
Less: Capital gains tax	-	(73,511)	-	(73,511)
Profit from extra ordinary item (net of associated taxes)	-	661,606	-	661,606

9 Fixed assets

Group	Leasehold land N'000	BTS tower equipment N'000	Office complex N'000	Furniture & fittings N'000	Motor vehicle N'000	Software N'000	Capital work in progress N'000	Total N'000
Cost								
At 1 May 2010	1,188,573	7,192,015	360,000	287,320	273,430	-	426,739	9,728,077
Reclassified to prepaid rent - long term	(651,312)	-	-	-	-	-	-	(651,312)
Adjusted balance at 1 May 2010	537,261	7,192,015	360,000	287,320	273,430	-	426,739	9,076,765
Additions	51,861	-	-	49,625	32,323	38,635	5,228,121	5,400,565
Reclassification	-	4,575,220	-	-	-	-	(4,575,220)	-
Disposals	-	(28,639)	-	(4,140)	(7,283)	-	-	(40,062)
Exchange Translation	-	-	-	3,412	4,350	-	-	7,762
At 30 April 2011	589,122	11,738,596	360,000	336,217	302,820	38,635	1,079,640	14,445,030
Depreciation								
At 1 May 2010	69,920	240,154	18,000	132,028	103,489	-	-	563,591
Reclassified to prepaid rent - long term	(69,920)	-	-	-	-	-	-	(69,920)
Adjusted balance at 1 May 2010	-	240,154	18,000	132,028	103,489	-	-	493,671
Charge for the year	-	355,903	9,000	77,073	70,385	8,271	-	520,632
Eliminated on disposal	-	(13,069)	-	(4,922)	(5,311)	-	-	(23,302)
Exchange Translation	-	-	-	6,506	7,439	-	-	13,945
At 30 April 2011	-	582,988	27,000	210,685	176,002	8,271	-	1,004,946
Net book amounts								
At 30 April 2011	589,122	11,155,608	333,000	125,532	126,818	30,364	1,079,640	13,440,084
At 30 April 2010	537,261	6,951,861	342,000	155,292	169,941	-	426,739	8,583,094

Notes to the Financial Statements (cont'd)

for the year ended 30 April 2011

Company	Leasehold land N'000	BTS tower equipment N'000	Office complex N'000	Furniture & fittings N'000	Motor vehicle N'000	Software N'000	Capital work in progress N'000	Total N'000
Cost								
At 1 May 2010	1,188,573	7,192,015	360,000	177,081	137,329	-	426,739	9,481,737
Reclassified to prepaid rent - long term	(651,312)							(651,312)
Adjusted balance at 1 May 2010	537,261	7,192,015	360,000	177,081	137,329	-	426,739	8,830,425
Additions	51,861	-	-	20,654	32,323	36,220	5,228,086	5,369,144
Reclassification	-	4,575,203	-	-	-	-	(4,575,203)	-
Disposals	-	(28,639)	-	-	-	-	-	(28,639)
At 30 April 2011	589,122	11,738,579	360,000	197,735	169,652	36,220	1,079,622	14,170,930
Depreciation								
At 1 May 2010	69,920	240,154	18,000	92,710	71,179	-	-	491,963
Reclassified to prepaid rent - long term	(69,920)	-	-	-	-	-	-	(69,920)
Adjusted balance at 1 May 2010	-	240,154	18,000	92,710	71,179	-	-	422,043
Charge for the year	-	355,903	9,000	30,122	35,600	8,043	-	438,668
Eliminated on disposal	-	(13,069)	-	-	-	-	-	(13,069)
At 30 April 2011	-	582,988	27,000	122,832	106,779	8,043	-	847,642
Net book amounts								
At 30 April 2011	589,122	11,155,591	333,000	74,903	62,873	28,177	1,079,622	13,323,288
At 30 April 2010	537,261	6,951,861	342,000	84,371	66,150	-	426,739	8,408,382

	2011 N'000	2010 N'000	2011 N'000	2010 N'000
10 Long term investments				
i) Investment in subsidiaries				
Power and Communications Technologies Limited, Sudan	-	-	1,446,355	1,446,355
Infratech FZC, UAE	-	-	1,125,738	1,125,738
IHS Ghana Limited	-	-	8,088	-
IHS Mauritius Limited	-	-	1,565	-
Impairment in the value of Investments	-	-	(1,587,706)	-
	-	-	994,040	2,572,093
ii) Marketable securities	53,094	53,094	53,094	53,094
	53,094	53,094	1,047,134	2,625,187
Analysis of marketable securities				
Access Bank Plc	7,823	7,823	7,823	7,823
First Inland Bank Plc	3,000	3,000	3,000	3,000
Bank PHB Plc	102,000	102,000	102,000	102,000
Eco Bank Plc	1,500	1,500	1,500	1,500
First Bank Plc	37,785	37,785	37,785	37,785
Provision for impairment	(99,014)	(99,014)	(99,014)	(99,014)
	53,094	53,094	53,094	53,094
iii) Market value of quoted investments	30-Apr-11		30-Apr-10	
	Carrying Amount N'000	Market Value N'000	Carrying Amount N'000	Market Value N'000
Access Bank Plc	7,823	4,205	7,823	4,835
First Inland Bank Plc	3,000	690	3,000	600
Bank PHB Plc	102,000	7,140	102,000	5,386
Eco Bank Plc	1,500	1,880	1,500	4,297
First Bank Plc	37,785	15,377	37,785	18,629
	152,108	29,292	152,108	33,747

Notes to the Financial Statements (cont'd)

for the year ended 30 April 2011

IHS Nigeria Plc acquired 51% stake in Power and Communications Technologies Limited, Sudan on 12 November 2008.

IHS Nigeria Plc acquired 50% stake in Infratech FZC, UAE on 12 January 2009.

IHS Mauritius Limited - IHS has 100% shareholding. IHS Mauritius Limited was incorporated on 11 August 2010;

IHS Ghana Limited - IHS has 100% shareholding. The shares of IHS Ghana Limited were transferred to IHS Nigeria Plc on 6 May 2010.

11 Goodwill	PCT Sudan N'000	Infratech FZC N'000	Total N'000
Goodwill recognised on acquisition of Investments	1,332,565	985,871	2,318,436
Less: Impairment in value of goodwill	(601,835)	(985,871)	(1,587,706)
Goodwill carried forward	730,730	-	730,730

	Group		Company	
	2011 N'000	2010 N'000	2011 N'000	2010 N'000
12 Prepaid rent - long term				
Reclassified from fixed assets	581,392	121,713	581,392	121,713
Add: paid during the year	82,200	520,512	82,200	520,512
	663,592	642,225	663,592	642,225
Less: Amortised during the year	(76,670)	(60,833)	(76,670)	(60,833)
Balance at end of year	586,922	581,392	586,922	581,392
13 Stock and work-in-progress				
Stock of materials	947,147	2,888,853	947,165	2,888,852
Work in progress	68,845	873,632	36,702	699,973
	1,015,992	3,762,485	983,867	3,588,825
14 Trade receivables and prepayments				
Trade receivables	5,246,241	5,479,751	2,630,161	3,722,178
Other receivables and prepayments	2,516,450	3,624,460	2,430,469	2,857,025
	7,762,691	9,104,211	5,060,630	6,579,203
15 Trade and other payables				
Trade payables	2,390,560	1,544,519	2,152,222	1,326,922
Accruals, provisions and other liabilities	790,592	1,687,237	636,298	1,000,518
VAT payable	662,857	529,105	336,292	288,291
Deferred revenue	933,718	42,942	933,718	40,833
	4,777,727	3,803,803	4,058,530	2,656,564
16 Short term borrowings				
Overdraft from Bank	702,175	-	702,175	-
Portion of long term borrowings due within 1 year	2,278,781	-	2,278,781	-
Short term loan	-	10,027,830	-	10,027,830
	2,980,956	10,027,830	2,980,956	10,027,830

The company has availed an overdraft facility from Stanbic IBTC bank for N750 million (2010 - Nil) and is secured under an existing Composite Security Deed over all the fixed and floating assets of the company.

Long term borrowings				
Bank loan	8,131,516	-	8,131,516	-

Long term borrowings from Stanbic IBTC bank, Standard Bank Group and AFREXIM are denominated in USD and Naira and are secured under an existing Composite Security Deed over all the fixed and floating assets of the company. The facility requires that a portion of the funds be held in restricted accounts with Stanbic IBTC bank.

17 Provision for gratuity				
Balance at beginning of year	65,112	49,194	65,112	49,194
Payment during the year	(1,718)	(2,610)	(1,718)	(2,610)
Provision for the year	27,420	18,528	27,420	18,528
Balance at end of year	90,814	65,112	90,814	65,112

Notes to the Financial Statements (cont'd)

for the year ended 30 April 2011

	Group		Company	
	2011	2010	2011	2010
	N'000	N'000	N'000	N'000
18 Deferred tax (asset) / liability				
Balance at beginning of year	81,937	188,794	89,015	177,226
Charge to profit and loss account for the year	(403,522)	(106,857)	(420,303)	(88,211)
Exchange translation	82	-	-	-
Balance at end of year	(321,503)	81,937	(331,288)	89,015
19 Share capital				
Authorized:				
4,647,735,688 (PY 4,400,000,000) ordinary shares of 50 kobo each	2,323,868	2,200,000	2,323,868	2,200,000
8,000,000,000 preference shares of 50 kobo each	4,000,000	-	4,000,000	-
	6,323,868	2,200,000	6,323,868	2,200,000
Issued and fully paid				
Opening balance (4,400,000,000 ordinary shares of 50 kobo each)	2,200,000	2,200,000	2,200,000	2,200,000
20 Share premium				
Share premium	6,069,652	6,069,652	6,069,652	6,069,652
21 Revaluation reserve				
Balance at beginning of year	316,022	316,022	316,022	316,022
Balance at end of year	316,022	316,022	316,022	316,022
22 Non controlling Interest				
Share capital	5,811	5,811	-	-
Share of pre acquisition reserve	33,844	33,844	-	-
Opening post acquisition retained earnings	498,006	259,080	-	-
Dividend paid	(103,332)	-	-	-
Transfer from profit and loss	221,681	238,926	-	-
Share of foreign exchange translation (loss) / gain	(26,529)	38,965	-	-
	629,481	576,626	-	-
23 Retained earnings				
Balance at beginning of year	1,399,071	642,684	1,114,919	602,180
Dividend paid	(264,000)	(220,000)	(264,000)	(220,000)
(Loss) / profit for the year	(1,875,400)	976,387	(1,993,749)	732,739
Balance at end of year	(740,329)	1,399,071	(1,142,830)	1,114,919

24 Related party transactions

The Company has the following related parties:

- i) UBC Services Inc, UK - owns 54% of the company's shares;
- i) Power and Communication Technology Limited (PCT), Sudan - the company owns 51% of the shares;
- iii) Infratech FZC, United Arab Emirate - the company owns 50% of the shares;
- iv) Infratech Ghana Limited which is 100% owned by Infratech FZC, United Arab Emirates - the company owns 50% of the shares.
- v) IHS Mauritius Limited - the company owns 100% of the shares;
- vi) IHS Ghana Limited - the company owns 100% of the shares;
- vii) Shabakkat Cellular Limited, Kuwait are the beneficial owners of 50% shares in Infratech FZC.
- viii) IPT Holdings, Lebanon are the owners of 49% shares in Power and Communication Technology Limited.

Transactions with related parties are recorded in the financial statements and, in the opinion of the directors, were carried out at arms length except for the interest free loans to the subsidiaries. The following transactions were carried out with related party:

Notes to the Financial Statements (cont'd)

for the year ended 30 April 2011

	Group		Company	
	2011	2010	2011	2010
	N'000	N'000	N'000	N'000
a) Period-end balances arising from sales/purchases of goods and services				
Amount due from related parties				
i) Non-current:				
Infratech FZC, United Arab Emirate	-	-	-	-
IHS Mauritius Limited	-	-	1,703	-
IHS Ghana Limited	-	-	45,724	-
Power and Communication Technology Limited, Sudan	-	-	-	93,515
	-	-	47,427	93,515
ii) Current:				
UBC Services Inc, UK	27,598	5,372	27,598	5,372
IHS Ghana Limited	-	-	5,334	-
Power and Communication Technology Limited, Sudan	-	-	1,434	-
Infratech Ghana Limited	-	-	1,075	-
Infratech FZC, United Arab Emirate	-	-	556,048	539,608
	27,598	5,372	591,489	544,980
iii) Interest				
IHS Mauritius Limited	-	-	861	-
iii) Dividend				
Power and Communication Technology Limited, Sudan	-	-	35,398	-
Amount due to related parties				
i) Current:				
UBC Services Inc. UK	-	31,364	-	31,364
IHS Ghana Limited	-	-	9,609	-
Infratech FZC	-	-	2,366	-
Infratech Ghana Limited	-	-	8,050	5,093
Shabakkat Cellular Limited	296,527	596,532	-	-
	296,527	627,896	20,025	36,457
ii) Non current:				
Shabakkat Cellular	304,822	296,216	-	-
IPT Holdings	80,162	75,118	-	-
	384,984	371,334	-	-
25 Management and Technical Services Agreement				
The company paid 2% of its nets sales plus 2% of profit before tax to UBC Services Inc. (UK) as management and technical services fees. The management and technical services fees charged to the profit and loss account for the year was N103,452,850 (2010: N247,425,424).				
The management and technical services agreement is registered with the National Office for Technology, Acquisition and Promotion (NOTAP).				
26 Cash at bank and in hand				
Cash at bank and in hand	709,605	1,866,091	42,287	691,916
Restricted cash in an escrow account	111,115	-	111,115	-
Restricted cash for repayment of loans - current	802,795	-	802,795	-
	1,623,515	1,866,091	956,197	691,916
27 Cash flow from operating activities				
Operating profit	913,697	2,154,291	175,130	1,552,538
<u>Adjustment for non-cash items:</u>				
Depreciation of fixed assets	520,632	324,137	438,668	266,032
Amortisation of Prepaid Rent - Long term	76,670	60,833	76,670	60,833
Provision for gratuity	27,420	18,528	27,420	18,528
Foreign exchange translation	(93,315)	90,609	-	-
	1,445,104	2,648,398	717,888	1,897,931

Notes to the Financial Statements (cont'd)

for the year ended 30 April 2011

Other Adjustments to reconcile operating profit to cash from operating activities:

Decrease / (increase) in trade receivables and prepayments	1,341,520	(433,981)	1,518,573	412,547
Decrease in stocks and work in progress	2,746,493	2,113,558	2,604,958	1,556,037
Increase in trade and other payables	840,172	736,894	1,353,965	774,727
Increase in VAT payable	133,752	328,129	48,001	248,510
Dividend income	-	-	107,550	-
Insurance claim received	2,991	3,448	2,991	3,448
Gratuity paid	(1,718)	(2,610)	(1,718)	(2,610)
Income taxes paid	(478,335)	(77,393)	(326,605)	(16,283)

Net cash inflow / (outflow) from operating activities	6,029,979	5,316,443	6,025,603	4,874,307
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28 Subsequent events

On 1 June 2011, the company arranged an incremental overdraft facility with Stanbic IBTC Bank for the amount of N450 million taking the total overdraft facility to N1.2 billion.

On 2 June 2011, the company refinanced its existing debt facilities held with Stanbic IBTC Bank, Standard Bank Group and AFREXIM. The company arranged an extension of payment terms to 7 years from the date of refinance, with 2 years moratorium on principal repayments, while also increasing the overall debt facility to its original loan amount of USD74 million. The facilities require that a portion of the funds be held in restricted accounts with Stanbic IBTC Bank.

On 4 June 2011, the company concluded a Sale and Lease back transaction for the acquisition of 459 telecommunication towers.

In June 2011, the company raised USD79 million from IFC, Investec & FMO by the issuance of 5,199,955,556 shares of 50 kobo each at a premium of N1.75 per share as per the agreement signed on 14 February 2011.

29 Contingent liabilities

There was litigation in the ordinary course of business as at the balance sheet date. It is the Directors' opinion that no material liability against the Company will arise therefrom. There were no guarantees given on behalf of staff or other third parties as at the balance sheet date.

The company has availed a bank guarantee facility from Stanbic IBTC Bank for an amount of N300 million. The bank has issued the payment bank guarantee for the said amount in favor of a vendor of the company.

The directors are of the opinion that all known liabilities and commitments which are relevant in assessing the state of affairs of the company have been taken into consideration in the preparation of these financial statements.

30 Capital commitments

The company has capital commitments as at April 30, 2011 for N439 million (2010: Nil)

31 (Loss)/Earnings per share

Basic (loss)/earnings per share is calculated by dividing the net (loss)/profit attributable to shareholders by the weighted average number of ordinary shares in issue during the year.

	Group		Company	
	2011	2010	2011	2010
(Loss) / profit for the year attributable to shareholders (N'000)	(1,653,719)	553,707	(1,993,749)	71,133
Weighted average number of ordinary shares in issue ('000)	4,400,000	4,400,000	4,400,000	4,400,000
Basic (loss)/earnings per share (N)	(0.38)	0.13	(0.45)	0.02

There were no potentially dilutive shares at year end.

32 Dividends per share

In view of the losses incurred during the year, the directors have not proposed any dividend.

33 Comparatives

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

Notes to the Financial Statements (cont'd)

for the year ended 30 April 2011

	Group		Company	
	2011	2010	2011	2010
34 Directors and employees				
The average number of persons (excluding directors) employed by the company during the year was:				
Executive	8	12	7	6
Management	27	40	13	12
Senior staff	196	185	129	83
Junior staff	663	579	446	426
	894	816	595	527
	Group		Company	
	2011	2010	2011	2010
	N'000	N'000	N'000	N'000
Staff costs for the above persons:				
Wages and salaries	1,119,985	373,021	429,732	215,564
Retirement benefit cost	24,041	47,962	20,190	35,655
	1,144,026	420,983	449,922	251,219

The number of employees of the company, other than directors, per their earnings in the year is analyzed as follows:

N	N				
0	- 200,000	10	9	9	9
200,001	- 400,000	143	117	125	104
400,001	- 600,000	192	200	139	171
600,001	- 800,000	230	181	173	142
800,001	- 1,000,000	88	101	62	56
1,000,001	- 1,200,000	60	33	30	13
1,200,001	- 1,400,000	15	16	6	5
1,400,001	- 1,600,000	11	13	6	9
1,600,001	- 1,800,000	17	54	10	6
1,800,001	- 2,000,000	14	17	8	3
2,000,001	- 2,200,000	20	5	7	3
2,200,001	- 2,400,000	28	16	4	2
2,400,001	- 2,600,000	2	3	1	1
2,600,001	- 2,800,000	11	9	4	-
2,800,001	- 3,000,000	7	4	-	1
3,000,001	- 3,200,000	7	2	2	-
3,200,001	- 3,400,000	4	1	2	-
3,400,001	- 3,600,000	7	4	2	-
3,600,001	- 3,800,000	7	7	1	-
3,800,001	- 4,000,000	3	1	-	-
4,000,001	- 4,200,000	2	1	-	-
4,200,001	- 4,400,000	3	2	-	1
4,400,001	- 4,600,000	-	3	-	-
4,600,001	- 4,800,000	3	2	-	-
4,800,001	- 5,000,000	2	1	-	-
5,000,001	- 5,200,000	1	2	-	-
5,200,001	- 5,400,000	2	2	1	-
5,600,001	- 5,800,000	2	3	1	-
5,800,001	- 6,000,000	1	1	-	-
Above 6,000,000		2	6	2	1
		894	816	595	527

Directors

The remuneration paid to the Directors of IHS Nigeria Plc was:

Fees and sitting allowances	11,505	6,943	11,505	6,943
Executive compensation	31,473	32,063	31,473	32,063
Pension contribution	315	475	315	475
	43,293	32,830	43,293	39,481

Notes to the Financial Statements (cont'd)

for the year ended 30 April 2011

Fees and other emoluments disclosed above include amounts paid to:

	Group		Company	
	2011 N'000	2010 N'000	2011 N'000	2010 N'000
- The Chairman	5,441	6,743	5,441	6,743
- The highest paid Director	8,444	7,800	8,444	7,800

The number of directors who received fees and other emoluments (excluding pension contributions) in the following ranges was:

N	N				
0	- 500,000	-	5	-	5
1,000,001	- 1,500,000	1		1	-
1,500,001	- 2,000,000	1		1	-
2,000,001	- 2,500,000	1	-	1	-
2,500,001	- 3,000,000	-	1	-	1
3,000,001	- 3,500,000	1	-	1	-
4,000,001	- 4,500,000	1	-	1	-
5,000,001	- 5,500,000	1	-	1	-
6,500,001	- 7,000,000	-	1	-	1
7,000,001	- 7,500,000	-	1	-	1
7,500,001	- 8,000,000	-	2	-	2
8,000,001	- 8,500,000	3	-	3	-
		9	10	9	10

Value Added Statement
for the year ended 30 April 2011

	Group				Company			
	2011 N'000	%	2010 N'000	%	2011 N'000	%	2010 N'000	%
Turnover	14,852,667		17,247,902		11,062,758		11,456,905	
Other income	11,911		17,927		112,980		15,804	
Extra ordinary Item	-		661,606		-		661,606	
Disposal of investment	(2,515)		-		(5,994)		-	
Impairment in value of investments	-		(99,014)		(1,587,706)		(99,014)	
Impairment in value of goodwill	(1,587,706)		-		-		-	
Purchase of goods and services								
- Local	(12,274,312)		(13,341,646)		(9,999,038)		(9,387,116)	
- Foreign	-		(1,006,845)		-		-	
VALUE ADDED	1,000,045	100	3,479,930	100	(417,000)	100	2,648,185	100
DISTRIBUTION								
Employees:								
Salaries and benefits	1,144,026	114	420,983	12	449,922	(108)	251,219	9
Government:								
Tax	(185,664)	(19)	121,646	3	(420,303)	101	15,528	1
Providers of funds								
Interest	1,174,770	117	1,397,851	41	1,108,462	(266)	1,382,667	52
The future:								
Depreciation	520,632	52	324,137	9	438,668	(105)	266,032	10
Retained (loss)/ profit	(1,653,719)	(164)	1,215,313	35	(1,993,749)	478	732,739	28
	1,000,045	100	3,479,930	100	(417,000)	100	2,648,185	100

This statement represents the distribution of the wealth created by the use of the company's assets through its own and employees' efforts.

Five Year Financial Summary**Balance Sheets**

Group	2011 N'000	2010 N'000	2009 N'000	2008 N'000	2007 N'000
Assets employed					
Fixed assets	13,440,084	8,583,094	5,079,938	405,606	78,370
Long term investment	53,094	53,094	152,108	170,832	166,026
Goodwill	730,730	2,318,436	2,318,436	-	-
Prepaid rent - long term	586,922	581,392	121,714	-	-
Deferred tax asset	321,503	-	-	-	-
Due from related parties	27,598	5,372	5,220	951,090	73,842
Stocks and work in progress	1,015,992	3,762,485	5,876,043	1,004,818	861,530
Trade receivables and prepayments	7,762,691	9,104,211	8,670,230	2,797,204	1,429,302
Cash at bank and in hand	1,623,515	1,866,091	1,287,880	96,613	22,073
	25,562,129	26,274,175	23,511,569	5,426,163	2,631,143
Financed by					
Share capital	2,200,000	2,200,000	2,200,000	30,000	30,000
Share premium	6,069,652	6,069,652	6,069,652	-	-
Revaluation reserve	316,022	316,022	316,022	311,400	-
Retained earnings	(740,329)	1,399,071	642,684	1,157,060	398,886
Foreign exchange translation reserve	(14,978)	17,077	(12,137)	-	-
Minority interest	629,481	576,626	276,306	-	-
Long term borrowings	8,131,516	-	713,266	-	-
Deferred tax liability	-	81,937	188,793	-	-
Provision for gratuity	90,814	65,112	49,194	-	-
Decommissioning and site restoration provision:	36,300	-	-	-	-
Trade and other payables	4,777,727	3,803,803	3,201,839	780,978	538,996
Due to related parties	681,511	999,230	-	-	-
Finance lease	-	51,850	-	-	-
Taxation	403,457	665,965	441,344	405,037	164,877
Short term borrowings	2,980,956	10,027,830	9,424,606	2,741,688	1,498,384
	25,562,129	26,274,175	23,511,569	5,426,163	2,631,143
Company					
Assets employed					
Fixed assets	13,323,288	8,408,382	5,016,953	405,606	78,370
Long term investment	1,047,134	2,625,187	2,724,201	170,832	166,026
Prepaid rent - long term	586,922	581,392	121,714	-	-
Deferred tax asset	331,288	-	-	-	-
Due from related parties	675,175	638,495	441,133	951,090	73,842
Stocks and work in progress	983,867	3,588,825	5,144,862	1,004,818	861,530
Trade receivables and prepayments	5,060,630	6,579,203	6,991,750	2,797,204	1,429,302
Cash at bank and in hand	956,197	691,916	1,034,566	96,613	22,073
	22,964,501	23,113,400	21,475,179	5,426,163	2,631,143
Financed by					
Share capital	2,200,000	2,200,000	2,200,000	30,000	30,000
Share premium	6,069,652	6,069,652	6,069,652	-	-
Revaluation reserve	316,022	316,022	316,022	311,400	-
Retained earnings	(1,142,830)	1,114,919	602,180	1,157,060	398,886
Long term borrowings	8,131,516	-	713,266	-	-
Deferred tax liability	-	89,015	177,226	-	-
Provision for gratuity	90,814	65,112	49,194	-	-
Decommissioning and site restoration provision	36,300	-	-	-	-
Trade and other payables	4,058,530	2,656,564	1,641,035	780,978	538,996
Due to related parties	20,025	36,457	2,579	-	-
Finance lease	-	7,708	-	-	-
Taxation	203,516	530,121	369,154	405,037	164,877
Short term borrowings	2,980,956	10,027,830	9,334,871	2,741,688	1,498,384
	22,964,501	23,113,400	21,475,179	5,426,163	2,631,143

FINANCIAL STATEMENTS

For the year ended 30 April 2011

Five Year Financial Summary - Profit and loss accounts

Group	2011 N'000	2010 N'000	2009 N'000	2008 N'000	2007 N'000
Turnover	14,852,667	17,247,902	11,340,386	7,266,437	2,269,191
Cost of sales	(12,182,913)	(13,106,755)	(9,043,661)	(5,618,885)	(1,528,813)
Administrative expenses	(1,756,057)	(1,986,856)	(906,289)	(383,224)	(253,616)
Finance cost	(1,174,770)	(1,397,851)	(451,162)	(445,186)	(191,888)
Loss on disposal of investment	(2,515)	-	-	-	-
Provision for impairment on investments	-	(99,014)	-	-	-
Impairment in value of goodwill	(1,587,706)				
Other income	11,911	17,927	487,161	187,519	291
(Loss)/profit before taxation	(1,839,383)	675,353	1,426,435	1,006,661	295,165
Taxation	185,664	(121,646)	(378,717)	(248,487)	(93,354)
(Loss)/profit after tax before extra ordinary item	(1,653,719)	553,707	1,047,718	758,174	201,811
Extra ordinary Item (net of associated taxes)	-	661,606	-	-	-
(Loss)/profit after tax and extra ordinary item	(1,653,719)	1,215,313	1,047,718	758,174	201,811
Non controlling interest	(221,681)	(238,926)	(259,080)	-	-
Profit attributable to members	(1,875,400)	976,387	788,638	758,174	201,811
Earnings per share - Naira	(0.38)	0.13	0.28	12.64	6.73

Company

Turnover	11,062,758	11,456,905	8,317,837	7,266,437	2,269,191
Cost of sales	(9,432,696)	(8,799,047)	(7,050,350)	(5,618,885)	(1,528,813)
Administrative expenses	(1,454,932)	(1,105,320)	(507,465)	(383,224)	(253,616)
Finance cost	(1,108,462)	(1,382,667)	(449,647)	(445,186)	(191,888)
Loss on disposal of investment	(5,994)	-	-	-	-
Impairment in value of investments	(1,587,706)	(99,014)	-	-	-
Other income	112,980	15,804	487,161	187,519	291
(Loss)/profit before taxation	(2,414,052)	86,661	797,536	1,006,661	295,165
Taxation	420,303	(15,528)	(272,816)	(248,487)	(93,354)
(Loss)/profit after tax before extra ordinary item	(1,993,749)	71,133	524,720	758,174	201,811
Extra ordinary item (net of associated taxes)	-	661,606	-	-	-
(Loss)/profit after tax and extra ordinary item	(1,993,749)	732,739	524,720	758,174	201,811
Earnings per share - Naira	(0.45)	0.02	0.14	12.64	6.73

Company Share Capital History

YEAR	AUTHORRISED (NUMBER)		ISSUED & FULLY PAID (NUMBER)		CONSIDERATION
	Increase	Cummulative	Increase	Cummulative	
10-Apr-01	-	20,000,000	-	5,000,000	Cash
26-Feb-02	10,000,000	30,000,000	25,000,000	30,000,000	Cash
30-Apr-08	-	60,000,000	30,000,000	60,000,000	Stock split
7-May-08	4,340,000,000	4,400,000,000	-	60,000,000	Increase in share capital
9-May-08	-	4,400,000,000	2,800,000,000	2,860,000,000	Bonus shares
3-Jul-08	-	4,400,000,000	1,540,000,000	4,400,000,000	Cash from private placement
8-Oct-10	8,247,735,688	12,647,735,688	-	4,400,000,000	Increase in share capital
22-Jun-11	-	12,647,735,688	4,775,469,388	9,175,469,388	Cash from equity investment

IHS NIGERIA PLC

E-DIVIDEND PAYMENT MANDATE & CHANGE OF ADDRESS FORM



PERSONAL DETAILS

Shareholder's name(s)*	(Surname/Company name)	(Other names)
Full Name(s) of any other holder*		
Shareholders Certificate No.		CSCS A/C No:
(A separate form should be used where there is more than one certificate)		
Stockbroker's Name		Clearing House No (CHN)
No of units held		Date of Birth / Incorporation of Company
Address* (As it appears in the Register of Shareholders):		
Mobile (GSM) Numbers (s)*		Other Numbers
Email Address		Fax

BANK MANDATE*

Agreement and Acknowledgment		
i- I/We hereby agree that this mandate form in an acceptance and acknowledgement of the receipt of our dividend payment in cash from IHS Nigeria PLC and an authorization to IHS Nigeria PLC to act under item (iii) below.		
ii- I/We hereby agree that IHS Nigeria PLC may act and rely on these instructions until IHS Nigeria PLC receives written notification from me/us of the revocation or modification of these instructions.		
iii- I/We hereby authorize IHS Nigeria PLC to credit or cause to be credited all dividend payments due to me/us into my/our Bank Account as detailed below, with effect from the date hereof.		
Bank*		Branch*
Shareholder's Bank Account No*		
Bank Sort Code*		
Dated this _____ day of _____ 20 _____		
Shareholders' Signature*	Shareholders' Signature**	Authorized Signature & Stamp of Bankers*

CHANGE OF ADDRESS

I/We hereby request that all correspondence relating to my/our holdings to be sent to the address below:
New Address:

Completed forms should be returned to:

- The Company Secretary, IHS Nigeria PLC, 19 Bishop Aboyade Cole, Victoria Island, Lagos
- The Registrar, Intercontinental Registrars Ltd, 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos

* All field marked are compulsory & must be filled

** In the case of a corporate shareholder, a company seal/stamp must be used

