2014
ANNUAL REPORT

uac
since 1879

...doing good

UAC OF NIGERIA PLC RC 341

Gala Since 1962
...Like Never Before
New
Enriched with vitamins and minerals
Relish the NEW and delicious taste of Gala Chicken Sausage Roll. Made with high quality, great tasting ingredients for that delightful treat you've always craved.
So, go ahead, give yourself that special treat with Gala Chicken Sausage Roll.
Gala Since 1962
Chicken Sausage Roll
...naija snack
uacFOODS LIMITED
Uac Foods Limited. KM 16, Ikorodu Road, Ojota, Lagos. P.O.Box 177, Lagos. Nigeria. Toll Free Line: 08031230015
Email: uacfcare@uacfoodsng.com website: http://www.uacfoodsng.com

Contents

VISION

To be number one
in our chosen
markets, providing
exceptional value
to our customers

MISSION

To grow our top-line
at twice the rate of
GDP growth in
Nigeria at a blended
EBIT profitability of 15%

SHARED VALUES

Customer Focus
Respect for the Individual
Integrity
Team Spirit
Innovation
Openness & Communication

Company Profile

UAC of Nigeria Plc (UAC) is a leading diversified Company, operating in foods and beverage, real estate, paints and logistics sectors of the economy. UAC has remained a foremost and active participant in Nigeria's economic landscape since 1879.

The Company's brand portfolio comprises leading brands such as Gala Sausage Roll, Mr Bigg's, Funtime Coconut Chips, Supreme Ice cream, Delite Fruit Juice, Swan Natural Spring Water, Gossy Warm Spring Water, Dulux, Grand Soya Oil and Grand Groundnut Oil, Vital Feeds, Livestock Feeds and Sandtex.

UAC has evolved into a Holding Company with strong regional and international partnerships in a bid to enhance sustainable growth. The partnerships are: UAC Foods Limited — a business partnership between Tiger Brands Limited holding 49% of the equity and UAC controlling 51%; MDS Logistics Ltd, a joint venture with Imperial Logistics, which holds 49% equity with UAC holding the majority stake of 51%; UAC Restaurants Ltd, where Famous Brands holds 49% of the equity, while UAC holds the remaining 51%. UAC also operates successful joint ventures in the real estate business and technical collaborations in its paint businesses.

The company blazed the trail by fully franchising its Quick Service Restaurants operations, a strategy that is serving as a model for the sector, and has been replicated by competition. Gala Sausage Roll and Mr Bigg's, the leading QSR brand in Nigeria, have for many years remained dominant household brands.

UAC's business portfolio consists of the following Companies: UACN Property Development Company Plc (UPDC), the first real estate company to be quoted on the Nigerian Stock Exchange; UAC Foods Limited, the manufacturers of Gala Sausage Roll, Delite Fruit Juice, Supreme Ice Cream and SWAN Natural Spring Water; MDS Logistics Limited, a foremost integrated logistics company with investments in the development of pharmaceutical distribution hubs in key locations across the country; UAC Restaurants Limited, with its chain of Mr Bigg's outlets; Grand Cereals Limited, the manufacturers of Vital Feeds, Grand Maize Flour and Grand Oil brands; Chemical and Allied Products Plc (CAP Plc), leading its industry segment

Company Profile

with Dulux paint and Warm Spring Waters Nigeria Limited, manufacturers of "GOSSY" Spring Water and UNICO CPFA Limited, a Closed Pension Fund Administrator.

The Company's business expansion drive led to the acquisition of controlling equity in Livestock Feeds Plc, foremost manufacturers of poultry feeds and 64.7% equity stake in Portland Paints and Products Nigeria Plc, makers of Sandtex paint. These acquisitions have deepened the Company's play in the paints and feeds markets.

UAC executes a pro-active investor relations programme through a dynamic management approach to ensure that the Company seizes opportunities presented by its current business model. The Company's strategic partnerships are aimed at enhancing operational excellence and delivery capabilities as well as consolidating and building its market share in a competitive and fast-growing market.

The Company's Corporate Social Responsibility (CSR) programme — The Goodness League — is a major boost to education in Nigeria through its infrastructural intervention and support for Legacy Schools across the country and the organization of Free Weekend Classes for Senior Secondary School students. UAC's Schools Support Programme, has benefitted educational institutions in the South West, North West, South South, North Central and South East geo-political zones of the country.

UAC has continued the drive for sustainable growth through execution of relevant business strategies, continuous innovation and significant investment in capacity building.

Financial Highlights

	Group			Company		
	2014	2013	%	2014	2013	%
	₦'000	₦'000	change	₦'000	₦'000	change
Revenue	85,654,346	78,714,437	9	928,853	1,094,655	(15)
Operating profit	12,393,749	15,191,928	(18)	3,956,190	6,945,917	(43)
Net finance (cost) / income	(1,275,775)	(1,256,913)	2	1,385,218	614,821	125
Share of profit of associates using equity method	2,978,959	-		-	-	
Profit before taxation	14,096,932	13,935,016	1	5,341,407	7,560,738	(29)
Taxation	(3,370,163)	(4,061,530)	(17)	(1,028,043)	(1,039,991)	(1)
Profit from continuing operations	10,726,769	9,873,486	9	4,313,364	6,520,747	(34)
Profit or Loss from discountinued operations	214,034	(46,130)	(564)	-	-	-
Profit for the year	10,940,804	9,827,356	11	4,313,364	6,520,747	(34)
Other comprehensive income						
for the period net of taxation	(4,656)	-		-	-	
Total comprehensive income for the period	10,936,147	9,827,356	11	4,313,364	6,520,747	(34)
Total equity	74,451,415	72,237,178	3	21,443,239	20,491,388	5
Total equity and liabilities	130,360,660	126,606,021	3	26,474,320	25,082,425	6
Cash and cash equivalents	5,832,402	3,970,904	47	2,855,113	3,804,144	(25)
Earnings per share (kobo) - Basic	340	291		225	339	
Dividend per share (kobo) - Proposed	175	175		175	175	
NSE quotation as at December 31st (kobo)	3,400	6,700		3,400	6,700	
Number of shares in issue ('000)	1,920,864	1,920,864		1,920,864	1,920,864	
Market capitalisation as at December 31 (₦'000)	65,309,376	128,697,888		65,309,376	128,697,888	

Chairman's Statement

Distinguished Shareholders,
Ladies and Gentlemen,

It is my honour to welcome you to the 2015 Annual General Meeting of our company, UAC OF NIGERIA PLC and present to you the Annual Report of the Company for the financial year ended 31st December 2014.

Before reporting on our company's performance, I would like to acquaint you with the key issues in the business environment that impacted our operations during the year.

2014 ECONOMIC AND BUSINESS ENVIRONMENT

The National Bureau of Statistics (NBS) data showed that Nigeria's overall Gross Domestic Product (GDP) growth in 2014 was 6.34%, thus the Nigerian economy has maintained a consistent growth rate of above 6% for over four years now. Growth in the non-oil sector declined from 8.4% in 2013 to 7.2% in 2014. The oil and gas sector witnessed improvement with the rate of contraction at -1.3% against -13.1% in the previous year. The contribution of the manufacturing sector to the economy averaged 10% in 2014, even though the growth in the sector dropped to 18.5% from 21.8% in 2013.

The GDP rebasing exercise was one of the most remarkable events of the year as Nigeria became the largest economy in Africa with a GDP of N80.22 trillion ($509.97 billion) and 26th in the world, although our GDP per capita ranked 121st globally at $2,688.

The second half of 2014 witnessed weaker global demand for oil coming mostly from China, the U.S. and Europe. This, combined with expansion in Shale oil production in the U.S., and the waning influence of OPEC saw oil prices, which were close to $110 per barrel in June/July 2014 declining to below $60 by year end.

The impact of decline in global oil price coupled with the drop in local oil production brought significant macroeconomic instability to the Nigerian economy resulting in 8% devaluation of the Naira by the Central Bank of Nigeria (CBN), and upward review of the benchmark interest rate (the MPR) to a record 13%. Current Rediscount Rate (CRR) on private deposits rose to 20%, whilst prime lending rates hovered between 18% and 25%.

Inflation remained single digit at 7.9% by year end. Market capitalization closed at 18.2% lower at N11.48 trillion. The nation's foreign reserves, which stood at $43.61 billion in December 2013, dropped to $34.8 billion at the end of 2014. Government introduced a new automotive policy to stimulate local vehicle assembly and manufacturing; the duty regime of the policy however, pushed up the prices of cars by up to 40%.

Other major developments that shaped the economy in 2014 included the worsening insurgency in the north-eastern part of the country, the Ebola epidemic in Lagos and Port Harcourt, and increased political activity towards the 2015 general elections.

This macro-instability in the Nigerian economy in 2014 heightened the vulnerabilities businesses faced in addition to poor infrastructure, poor power supply, other operating risks and costs.

FINANCIAL PERFORMANCE

In the year under review and in line with our vision to be number one in our chosen markets, we achieved market leadership with our Vital Fish feed brand, which was introduced just three years ago. To further consolidate on our technology improvement initiative, improve capacity and efficiency in our operations; three new plants were commissioned including a new Feed mill at Ikeja Plant of Livestock Feeds PLC, an automated Pie line for the Restaurants business and a new processing and packaging technology for Supreme Ice cream.

I am delighted to inform you that as part of our business transformation process, we have fully implemented new SAP enterprise resource software across the group and embraced and fully implemented an Enterprise Risk Management framework to enhance the control environment of our business. We are already seeing value from the outsourcing of our Internal Audit function and Whistle blowing mechanism. These initiatives have strengthened corporate governance at all levels of the business and in our joint-venture operations.

Despite the tough business environment, we recorded a modest top-line growth of 9% from N78.7 billion in 2013 to N85.7 billion in 2014. Profit Before Taxation was N14.1billion compared to N13.9billion of 2013. Your company continues to proactively manage market dynamics and innovatively lead competition in its markets.

DIVIDEND

Inspite of the prevailing tough economic conditions, we are maintaining our prior year dividend pay-out. Hence, the Board is pleased to recommend for your approval a dividend of N3.3billion or 175kobo per ordinary share of fifty kobo each, less withholding tax for the financial year ended 31st December, 2014.

OUTLOOK FOR 2015

Projections for global economic growth in 2015 range from 3.2% by the World Bank to 3.5% by the IMF, compared to 3.3% in 2014. The US economy is projected to grow at 3.1% in 2015, thus driving global growth. Europe's growth is expected to hit 1.9% from the 1.5% in 2014, whereas China's economy will further slowdown to 7.1% in 2015 from 7.4% in 2014. These forecasts attest to a continuing global recovery.

Chairman's Statement

The outlook for the Nigerian economy in 2015 is expected to be significantly affected by low crude oil prices, exchange rate volatility, national security issues and the political risk associated with the elections.

The IMF projects 4.8% GDP growth for Nigeria, while both the Nigerian Government and the World Bank assume a 5.5% growth rate; a decline from the range of 6.5%-7.0% prevailing growth rate trend.

Oil prices that closed below $60 in December 2014 fell as low as $46.00 in January 2015, leading to the review of the Federal Government's 2015 Budget benchmark from an initial $65 to $53 per barrel.

The decline in oil prices and the resultant fall in the country's foreign exchange earnings led to a widening of the margin between the foreign exchange rates in the interbank and the RDAS window. To forestall further widening of the gap and allow the Naira to trade around its fair value, the CBN closed the foreign exchange auction system window in February 2015 and introduced the interbank forex (IFEM) trading platform. Inflation is expected to rise from its current single digit to above 10% resulting from devaluation, increase in electricity tariff, 70% import duty on cars and general increase in the cost of imported materials. This points to the fact that consumer demand and purchasing power may experience slow down.

The federal government in a bid to shore up its revenue base plans to implement structural reforms that will drive growth and help in the transition to a less oil-dependent economy.

Currency devaluation, higher interest rates, lower forecast GDP growth rate, weak financial markets and increase in cost of imported raw materials all suggest a tougher business prospect in 2015. Businesses face the challenge of compression in corporate earnings and growth.

The 2015 Nigerian elections were successfully conducted. General Muhammadu Buhari, the opposition candidate, was elected Nigeria's President from May 29, 2015, with the incumbent, President Goodluck Jonathan conceding defeat in a rare show of statesmanship. The cardinal agenda of the in-coming government going by campaign promises will include tackling insecurity, corruption and unemployment and execution of social welfare programmes.

Consequently, we are realigning our portfolio and making strategic shifts where necessary. We are also selectively expanding our capacity to meet customer demand in our logistics operations. We will continue to focus on innovation and seek opportunities to introduce new offerings into our portfolio of brands as well as build capacity in our people and strengthen synergies within our businesses.

In pursuit of plans to improve returns and address the high leverage position in UPDC and Portland Paints and to provide capital for expansion in the Feeds and Logistics businesses as well as for our other business expansion

Chairman's Statement

plans, the Board has recommended for your approval a capital raise programme, the details of which are set out in a separate letter to shareholders.

Fellow shareholders, we recognise that the task ahead may not be easy but the Board and Management of your company are determined to take advantage of the opportunities in the economy to deliver our corporate goals for 2015.

APPRECIATION

Distinguished shareholders, I wish to express the appreciation of the Board of Directors to the staff and management of our company for their contributions. My appreciation also goes to our valued customers for their continued patronage and loyalty to our brands and company. Let me also thank my colleagues on the Board for their support and co-operation.

I thank you for your attention.

Senator Udoma Udo Udoma, CON
CHAIRMAN
FRC/2013/NBA/00000001796

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the next Annual General Meeting of the Members of UAC of Nigeria Plc will be held at Arthur Mbanefo Hall, Golden Tulip Festac Lagos, Amuwo-Odofin on Wednesday, 23rd September, 2015 at 10.00 o'clock in the forenoon in order to transact the following businesses:

Ordinary Business

1. Lay before the Members the Report of the Directors, the Consolidated Statement of Financial Position of the Company as at 31st December 2014, together with the Consolidated Statement of Comprehensive Income for the year ended on that date and the Reports of the Auditors and the Audit Committee thereon.
2. Declare a Dividend
3. Re-elect Directors
4. To appoint a New External Auditor
   NOTICE IS HEREBY GIVEN THAT the proposed External Auditor is Ernst & Young
5. Authorize the Directors to fix the Remuneration of the Auditors
6. Elect Members of the Audit Committee

Special Business

7. Raising of Additional Capital

To consider and if thought fit, pass the following as an ordinary resolution:

"That pursuant to article 52 of the Company's Articles of Association ("the Articles"), the Directors be and are hereby authorized to raise, whether by way of a public offering, rights issue or any other method(s) they deem fit, additional capital of up to =N=20,000,000,000 (twenty billion Naira) through the issuance of shares, convertible securities or non-convertible securities, global depository receipts, medium *term notes, loan notes, bonds and or any other instrument(s), whether as a standalone transaction or by way of a programme, in such tranches, series or proportions, at such coupon or interest rates, within such maturity periods, at such dates and time and on such terms and conditions, including through a book building process or other process(es) all of which shall be as determined by the Directors, subject to obtaining the approvals of relevant regulatory authorities".*

8. Increase of Authorised Share Capital and Amendment of the Memorandum and Articles of Association

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

(a) "Pursuant to the resolution 7 above, that the authorised share capital of the company be and is hereby increased from =N=1,000,000,000 (one billion Naira) divided into 2,000,000,000 (two billion) ordinary shares of 50 Kobo each to =N=1,700,000,000 (one billion seven hundred million Naira) divided into 3,000,000,000 (three billion) ordinary shares of 50 Kobo each and 400,000,000 (four hundred million) preference shares of 50 Kobo each, by the creation of the following;

Notice of Annual General Meeting

I) 1,000,000,000 (one billion) additional ordinary shares of 50 Kobo each ranking pari-passu in all respects with themselves or any existing shares of the same class;

ii) 400,000,000 (four hundred million) preference shares of 50 Kobo each, to be issued on such terms and conditions as are set out in Special Resolution of the Company dated 23rd September, 2015.

(b) "That Clause 6 of the Memorandum of Association and article 5 of the Articles of Association of the Company (as amended) be further amended to reflect the new authorised share capital".

(c) "That the amended Clause 6 of the Memorandum of Association shall state as follows:

"The share capital of the Company is =N=1,700,000,000 (one billion seven hundred million Naira) divided into 3,000,000,000 (three billion) ordinary shares of 50 Kobo each and 400,000,000 (four hundred million) preference shares of 50 Kobo each. The preference shares shall be issued with such rights as are set out in the Special Resolution of the Company dated 23rd September 2015. The Company has power to increase its capital and any shares in the original capital or increased capital may be issued with such preferential, deferred or special rights or privileges whether in respect of dividend or of payment of capital or both or subject to any such provisions or conditions and with any special and general rights and on such terms as the Company may from time to time determine."

(d) That the amended article 5 of the Articles of Association shall state as follows:

"The share capital of the Company is =N=1,700,000,000 (one billion seven hundred million Naira) divided into 3,000,000,000 (three billion) ordinary shares of 50 Kobo each and 400,000,000 (four hundred million) preference shares of 50 Kobo each".

(e) That the Articles of Association of the Company be amended by the insertion of a new article 6(b) as follows:

"Subject to the terms of issue of any class of preference shares, the holders of any class of preference shares issued by the Company may be entitled to attend the general meetings of the Company and exercise such voting powers as are conferred by section 143 of the Act, receive preferred dividends and participate in any distribution of assets by the Company whether or not in winding up".

(f) "That the Directors of the Company be and are hereby authorised to undertake such other acts as may be incidental to and or required for giving full effect to the foregoing resolutions, and for effecting any transactions pursuant thereto.

9. Private Placement

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

(a)"That in connection with the proposed raising of capital for the Company, pursuant to articles 9 and 52 of the Company's Articles of Association, the Directors be and are hereby authorised to offer the following convertible preference shares by way of a private placement to one or more select prospective investors as follows:

i. up to 230,000,000 (two hundred and thirty million) convertible non-redeemable Preference Shares with a par value of 50 Kobo each to be issued at a price of N45.00 (forty five Naira) for each Preference Share; and

ii. 100,000,000 (one hundred million) convertible non-redeemable Preference Shares with a par value of 50 Kobo each to be issued at a price of N50.00 (fifty Naira) for each Preference Share".

(b)"The Preference Shares issued pursuant to resolution 9(a) above shall (i) be convertible into ordinary shares of the company within 5 years of issue on terms to be agreed by the Directors of the Company; (ii) not entitle their holders to receive dividends (iii) entitle their holders to attend general meetings and have one vote per share except in the circumstances specified in section 143 of the Companies and Allied Matters Act (iv) not be redeemable, (v) entitle their holders to participate in any distribution of assets by the Company whether or not pursuant to a winding up of the Company"

(c)"That without prejudice to Resolution 9(b) above, the Directors of the Company be and are hereby authorised to negotiate and finalise the terms of the preference shares and to undertake such other acts as may be incidental to, necessary and or required for giving full effect to the foregoing resolutions, and for effecting any transactions pursuant thereto, including the appointment of professional advisers and the seeking of relevant regulatory approvals".

10. Rights Issue

To consider and if thought fit, pass the following as ordinary resolutions:

(a)"That subject to obtaining relevant regulatory approvals, the Directors be and are hereby authorised to issue up to 160,072,032 (one hundred and sixty million, seventy-two thousand, and thirty-two) new ordinary shares of 50 kobo each out of the unissued share capital of the Company to the existing shareholders, or their respective nominees, in the proportion of one (1) new share for every twelve (12) ordinary shares held by them respectively, or any combination or proportion and at such terms as may be determined by the Directors".

(b)"That any shares not taken up by any shareholder(s) within the stipulated period be determined by the Directors and offered for sale to other interested shareholders of the Company".

(c) "That the Directors of the Company be and are hereby authorised to undertake such other acts as may be incidental to, necessary and or required for giving full effect to the foregoing resolutions, and for effecting any transactions pursuant thereto,

Notice of Annual General Meeting

including the appointment of professional advisers and the seeking of relevant regulatory approvals".

11. To consider and if thought fit, pass the following resolution as an ordinary resolution: "That subject to The Rules of the Nigerian Stock Exchange governing Transactions with Related Parties or Interested Persons, a general mandate be and is hereby given for the Company to enter into related party transactions of a value equal to or more than:

- 5% of the Company's latest audited net tangible assets; or
- 5% of the Company's latest audited net tangible assets, when aggregated with other transactions entered into with the same interested person during the financial year; or
- 5% of the issued share capital

Subject to the following:

i) The transactions with the related Companies are in the ordinary course of business and are of normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company;

ii) The class of interested persons with which the Company will be transacting are subsidiaries of the Company;

iii) The rationale for the transactions are that they are very necessary to the operations of the Company;

iv) The method or procedure for determining transaction prices is based on the Company's transfer Pricing Policy;

v) Disclosure will be made in the annual report of the aggregate value of transactions conducted pursuant to this general mandate.

The Directors be and are hereby authorized to complete and do all such acts and things (including executing all such documents as may be required) to give effect to the transactions as authorized by this ordinary resolution"

12. Fix the remuneration of the Directors

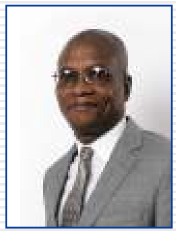
Proxy

A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him and such a proxy need not be a member of the Company. A proxy form is enclosed and if it is to be valid for the purposes of the meeting, it must be completed and deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

Dated this 29th day of April, 2015

By Order of the Board

Godwin A Samuel, Esq.,
Company Secretary/Legal Adviser
FRC/2013/NBA/00000002608
Registered Office
UAC House
1-5 Odunlami Street
Lagos



Notice of Annual General Meeting

NOTES

Dividend

In view of the results, the Directors have recommended the payment of a dividend of 175 kobo per ordinary share to members. The resolution to this effect will be put to the meeting for the approval of members.

Dividend Warrants

If payment of the dividend is approved, the warrants will be posted on 24th September, 2015 to shareholders whose names are on the Register of Members at the close of business on Friday July 3rd, 2015.

Closure of Register and Transfer Books

The Register of Members and Transfer Books will be closed from Monday July 6 to Friday July 10, 2015 (both dates inclusive) for purposes of processing payment of dividend.

Audit Committee

The Audit Committee consists of three (3) shareholders and three Directors. Any member may nominate a shareholder as a member of the Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one days before the Annual General Meeting. Nominators should please submit a brief profile of their nominees to the Company Secretary along with the nomination forms for publication in the annual report for the information of all shareholders

Unclaimed Share Certificates and Dividend Warrants

Shareholders are hereby informed that a sizeable quantity of share certificates and dividend warrants have been returned to the Registrars as unclaimed. Some dividend warrants have neither been presented to the Bank for payment nor to the Registrar for revalidation. Unclaimed dividends lists for dividends Nos 48 and 49 have been uploaded on the Company's website. Affected members are by this notice please advised to contact the Registrars (Africa Prudential Registrars Plc) at their office at 220B, Ikorodu Road, Palmgrove, Lagos or call them on 01-4606460 during normal business hours to revalidate their dividend warrants and update their contact information.

Annual Report & Unclaimed Dividend List

Shareholders who wish to receive electronic copies of the Annual Report & Accounts and Unclaimed Dividends list should please send their names and e-mail addresses to the Registrars at info@africaprudentialregistrars.com.

E-Dividend/Bonus

Pursuant to the directive of the Securities and Exchange Commission notice is hereby given to all shareholders to open bank accounts, stock-broking accounts and CSCS accounts for the purpose of e-dividend/bonus. Forms are attached to the Annual report for completion by all shareholders to furnish the particulars of these accounts to the Registrar (Africa Prudential Registrars Plc) as soon as possible.

Notice of Annual General Meeting

BOARD OF DIRECTORS, PROFESSIONAL ADVISERS ETC

Board of Directors
Senator Udoma Udo Udoma, CON
Non-Executive Chairman

Mr. Larry Ephraim Ettah
Group Managing Director/CEO

Mrs. Awuneba Sotonye Ajumogobia
Non-Executive Director

Dr. Umaru Alka
Non-Executive Director

Mr. Abdul Akhor Bello
Executive Director/Chief Financial Officer

Mr. Joseph Ibrahim Dada
Executive Director, Corporate Services

Dr. Okechukwu Enyinna Enelamah
Non-Executive Director

Mr. Babatunde Oladele Kasali
Non-Executive Director

Record of Director's attendance at Board Meetings

In accordance with section 258 (2) of the Companies and Allied Matters Act, Cap C20 LFN 2004, the record of Directors' attendance at Board Meetings during the year will be available for inspection at this Annual General Meeting.

Company Secretary/Legal Adviser
Godwin Abimbola Samuel, Esq.,

Registrars
Africa Prudential Registrars Plc
220B, Ikorodu Road
Palmgrove
Lagos

Registered Office and Transfer Office
UAC House
1-5 Odunlami Street
Lagos

Auditors
PricewaterhouseCoopers
Chartered Accountants
252E Muri Okunola Street
Victoria Island
Lagos


Vote
FOR VICTORY OVER HUNGER
Satisfying
Wholesome
Trusted Heritage
Great Taste
Make the right choice with...
Gala
Since 1962
...naija snack
UACFOODS
Km 16, Ikorodu Road, Ojota, Lagos.
Customer Toll Free Line: + 234-803-123-0015 Email: uacfcare@uacfoodsng.com Website: www.uacfoodsng.com

Directors' Responsibility

"The Directors are responsible for the preparation of the annual financial statements which give a true and fair view of the position of the company"

Directors' Responsibility

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

In accordance with the provisions of the Companies and Allied Matters Act Cap C20 laws of the Federation of Nigeria 2004, the Directors are responsible for the preparation of annual financial statements, which give a true and fair view of the financial position of the Company and of the Statements of Comprehensive income for the financial year.

The responsibilities include ensuring that:

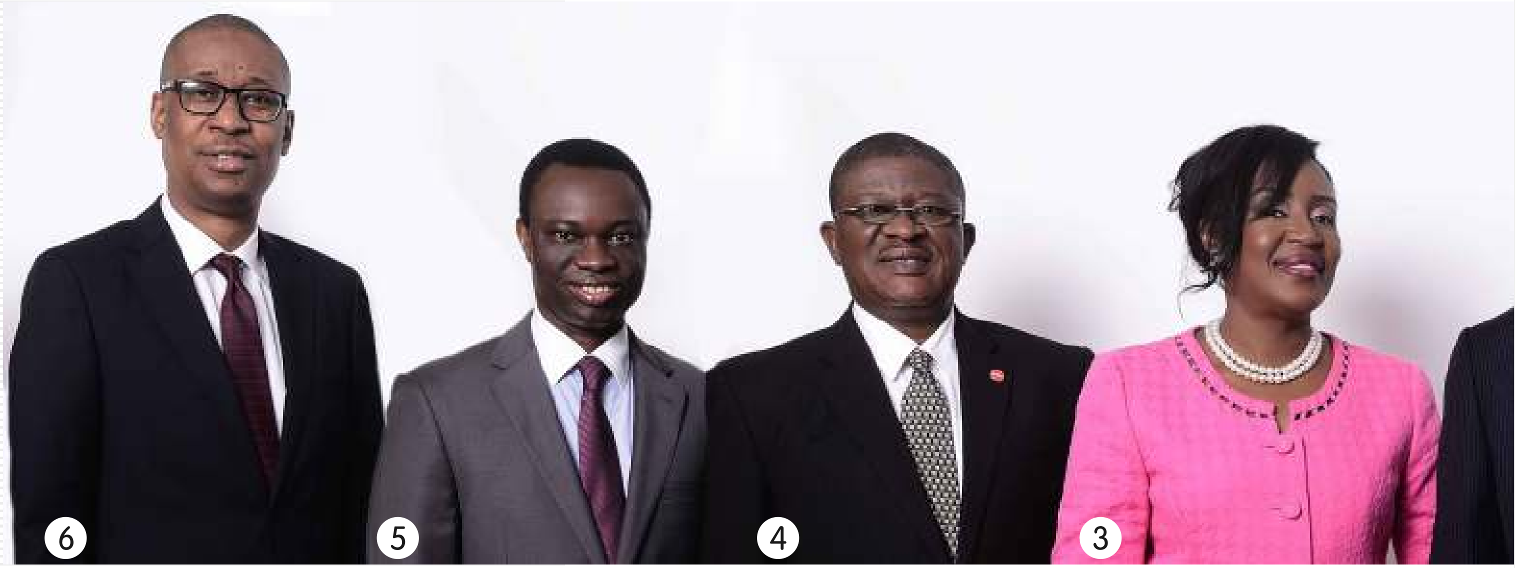
(a) appropriate internal controls are established both to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;

(b) the Company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which ensure that the financial statements comply with the requirements of the Companies and Allied Matters Act;

(c) the Company has used suitable accounting policies, consistently applied and supported by reasonable and prudent judgments and estimates, and that all applicable accounting standards have been followed and;

(d) the going concern basis is used, unless it is inappropriate to presume that the company will continue in business.


Enjoy
Kingsway
Chilli Beef
Sausage Roll.
XXL in size.
Delicious in taste.
Kingsway
Chilli Beef
Sausage Roll
Kingsway
Chilli Beef
Sausage Roll
Truly filling. Truly delicious
Manufactured by UACFOODS Km 16 Ikorodu road, Ojota, Lagos. Toll Free Line: +234 803 123 0015. Email: uacfcare@uacfoodsng.com



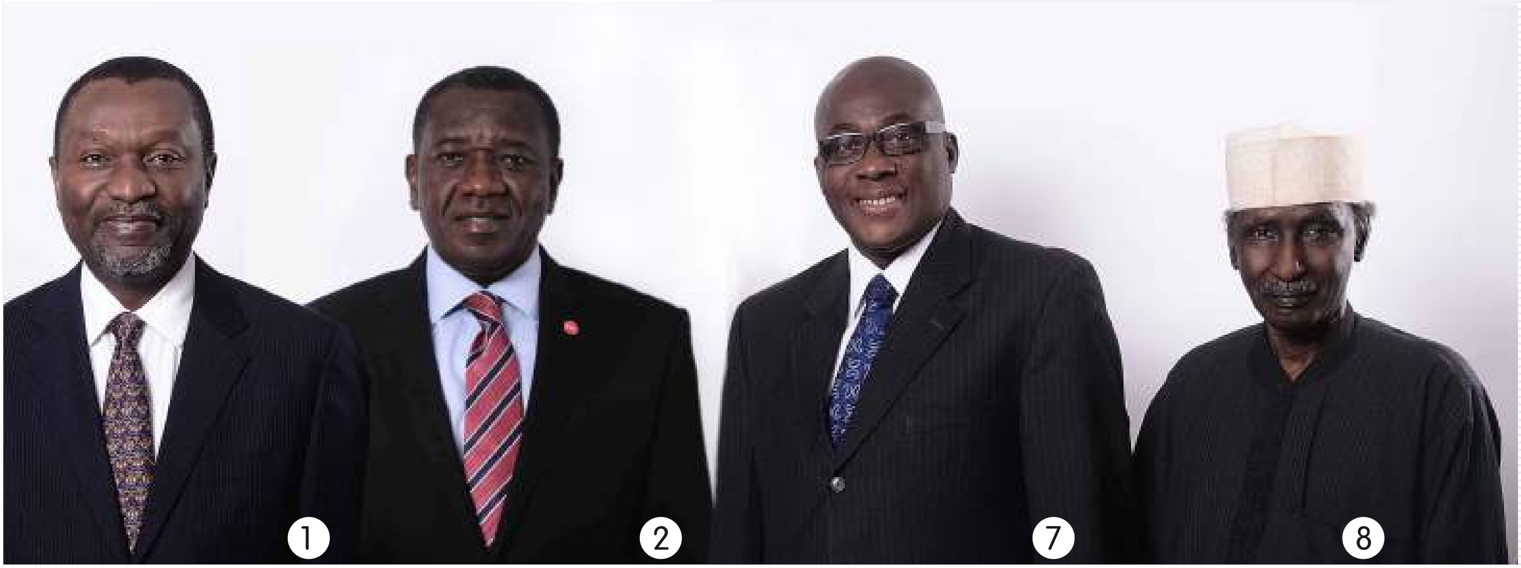
Profile of Directors

1. Senator Udoma Udo Udoma CON, 61

Senator Udoma, a lawyer, graduated from Oxford University, England in 1976 with Bachelor of Arts (Law). He obtained a post-graduate degree in Advanced Legal Studies, the BCL, from the same University in 1977. He was called to the Nigerian bar in 1978. He had brief stints as a Law Lecturer at the University of Lagos, as an Investment Analyst with Chase Merchant Bank Nigeria Limited and as an Associate in the law firm of Chris Ogunbanjo & Co., before setting up his own commercial law firm of Udo Udoma & Co. (later renamed Udo Udoma & Belo-Osagie) in 1983. He is the founding Partner of the Firm. He has served the nation in very many capacities. He was a member of the advisory team of legal experts set up by the Technical Committee on Privatisation and Commercialisation (TCPC) to advise on the legal aspects of the privatisation exercise; he was also a member of the team set up by the Federal Government to carry out a comprehensive review of the National Policy on Solid Minerals Development and also served as Special Adviser to the Minister of Petroleum and Mineral Resources. He was elected into the Senate in 1999 and served for two terms up till 2007. As part of his contributions to public service, he was the pioneer Chairman of the Corporate Affairs Commission; Non-Executive Chairman of the Board of the Securities & Exchange Commission (SEC) and was chairman of the Task Force on the Petroleum Industry Bill. He has received several awards and honours including honorary Doctor of Laws degree from the University of Uyo, and the national award of Commander of the Order of the Niger (CON). He joined the Board of UAC of Nigeria Plc in 1995 and was appointed as the Non-Executive Chairman of the Board with effect from 2nd January, 2010. He is also the Non-Executive chairman of Union Bank Plc and serves on the board of Unilever Nigeria Plc.

2. Mr Larry Ephraim Ettah, 51

Mr. Ettah is the Group Managing Director/Chief Executive Officer of the Company. He started his career as a Management Trainee in UAC of Nigeria Plc in 1988. He has held several senior management positions in UAC of Nigeria Plc and was appointed an Executive Director of UAC of Nigeria Plc in 2004. He became the Group Managing Director/Chief Executive Officer of UAC of Nigeria Plc on 1st January, 2007. He holds B.Sc. degree in Industrial Chemistry (1985); MBA (1988) both from University of Benin. A graduate of the renowned Executive Programme of Ross School of Business, University of Michigan. He has also attended Executive Education Programmes at Graduate School of Business, Stanford University, Harvard Business School, USA and IMD Lausanne, Switzerland. He is the President of Nigeria Employers Consultative Association (NECA).



3. Mrs Awuneba Sotonye Ajumogobia, 56

Mrs Ajumogobia is a fellow of the Institute of Chartered Accountants of Nigeria with over twenty-five (25) years' experience in external audit, accounting, finance and marketing. She graduated from University of Ibadan with a B.Sc (Hons) degree in Economics and acquired broad professional experience in audit, taxation and consultancy across several industries at the audit firms of Peat Marwick and Deloitte. She later joined Andersen Consulting (now Accenture) where she worked for thirteen (13) years.

Mrs. Awuneba currently serves as Executive Director of Multistream Energy Limited; she is on the advisory board of Lagos Deep Offshore Logistics Base (LADOL) and the board of trustees of Youth Business Initiative. Mrs. Ajumogobia who joined the UACN Board in July 2009 is a member of the Statutory Audit Committee as well as the Chairperson of the Risk Management Committee and continues her professional development at leading global academic institutions.

4. Mr Joseph Ibrahim Dada, 54

Mr Dada graduated from Ahmadu Bello University, Zaria with a B.Sc (Hons) in Economics. He holds a Masters of Science Degree in Marketing Management from the University of Lagos. He is a member of Advertising Practitioners Council of Nigeria (APCON) and a Fellow of the National Institute of Marketing of Nigeria (NIMN). He is an alumnus of the famous Kellogg School of Management, North Western University, Illinois, USA. He joined UACN as a Management Trainee in September 1983. He worked with the then A J Seward Division of UAC, in UAC Export and, subsequently, UAC Foods, where he was Divisional Ice Cream Director, Divisional Frozen Foods Director and Acting Divisional Fast Foods Director. In December 1999, Mr Dada was appointed the Managing Director of Grand Cereals Limited, a subsidiary of UAC, a position he held until his elevation to the Board in January, 2010 as Executive Director, Corporate Services with responsibility for Human Resources, Marketing and Strategy.

5. Mr Abdul Akhor Bello, 54

Mr. Bello is a fellow of the Institute of Chartered Accountants of Nigeria. He has attended leadership programmes at The Wharton School of the University of Pennsylvania, Harvard Business School and IMD Switzerland. He is an alumnus of Oxford University's Advanced Management and Leadership Programme. Mr. Bello has worked variously as Chief Accountant, Inlaks Plc; Chief Accountant and Financial Controller, Grand Cereals Limited; Senior Group Accountant, UACN; Finance Director & Company Secretary and later Managing Director of CAP Plc. He was the Managing Director of UPDC Plc from November 2007 until his elevation to the Board of UAC as Chief Financial Officer in January 2010.

Profile of Directors

6. Dr Okechukwu Enyinna Enelamah, 51

Dr Enelamah first graduated as a medical doctor before qualifying as a chartered accountant. He has an MBA from the prestigious Harvard Business School, Massachussetts, USA and is also a chartered financial analyst.

He is the Chief Executive Officer of African Capital Alliance Limited (ACA), a leading private equity firm - a terrain he was adequately prepared for after working with Zephyr Management L.P in New York and South Africa Capital Growth Fund in Johannesburg.

Dr Enelamah, who also worked for leading outfits - Arthur Andersen and Goldman Sachs — currently, serves on the board of several Companies and not-for-profit organizations including Cornerstone Insurance Plc, e-Tranzact Global Limited, TechnoServe, Africa Leadership Initiative West Africa and Africa Venture Capital Association. He is also the Chairman of the Boards of Flavours Food Limited and Landmark Property Development Company (LPDC) among others. He joined the Board in 2010.

7. Mr. Babatunde O Kasali, 61

Mr Kasali graduated with B.Sc (Hons) Economics degree from Manchester Metropolitan University, United Kingdom. He is a Fellow of the Institute of Chartered Accountants of Nigeria. His work experience include Audit Senior, Ernst & Young (Chartered Accountants) United Kingdom, Assistant Internal Auditor, Amex Bank Plc, United Kingdom, Principal Manager, Ernst & Young (Chartered Accountants) Nigeria; Financial Consultant, Peugeot Automobile Nigeria Limited, Chief Inspector, Regional Director, Divisional Director and Regional Bank Head, Lagos, Consumer and Commercial Banking Group, United Bank For Africa Plc respectively. He is the Managing Partner, Babs Kasali & Co. (Chartered Accountants). He was Non-Executive Director of UACN Property Development Company Plc from where he was appointed to the UACN Board in March, 2013. He is also a Non-Executive Director of Wema Bank Plc.

8. Dr. Umaru Alka, 63

Dr Umaru Alka, an expert in environmental pollution and conservation had his secondary education at the prestigious King's College, Lagos. He thereafter attended Ahmadu Bello University, Zaria from where he earned a B.Sc (Hons) degree in Chemical Engineering and a M.Eng. in Water Resources and Environmental Engineering. He obtained a Ph.D in Environmental Control Engineering from Newcastle Upon-Tyne, United Kingdom. He has acquired deep experience in his specialty from working with the Bauchi State Water Board from 1976 to 1985 and the Abubakar Tafawa Balewa University (formerly Abubakar Tafawa Balewa College of Ahmadu Bello University, Zaria) from 1985 to 1987. From 1987 to date, he has run his own Evironmental and Water Resources Engineering outfit, Alka-Chem Limited. He has also at various times served on the Boards of the Federal Housing Authority, Bauchi State Water Board, Lake Chad Research Institute; and as an Adviser to the Bauchi State Government on Environmental, Industrialisation and Water Resources Development. He is a member of the Nigerian Society of Engineers; Nigerian Society of Chemical Engineers, Institution of Water Pollution Control (U.K) and the Institute of Public Health Engineering (U.K). He was a Non-Executive Director of Chemical & Allied Products Plc from where he was appointed to the UACN Board in March 2013.

Supreme
Ice Cream
Creamy yumminess!
Chocolate. Vanilla. Tutty Frutty. Strawberry.
Strawberry Scoop
In Trendy NEW Packs
Supreme Ice Cream ...oh my goodness!

Group Senior Management Team

1.	**Mr. Larry Ettah**	Group Managing Director/CEO
2.	**Mr. Abdul Bello**	Executive Director/Chief Financial Officer
3.	**Mr. Joseph Dada**	Executive Director, Corporate Services
4.	**Mrs. Omolara Elemide**	Managing Director, Chemical and Allied Products Plc
5.	**Mrs. Joan Ihekwaba**	Ag. Managing Director, UAC Foods Ltd
6.	**Mr. Hakeem Ogunniran**	Managing Director, UACN Property Dev. Co. Plc
7.	**Mr. Layi Oyatoki**	Managing Director, Grand Cereals Ltd
8.	**Mrs. Muhibat Abbas**	Managing Director, UNICO CPFA Ltd
9..	**Mr. Solomon Aigbavboa**	Managing Director, MDS Logistics Ltd
10.	**Miss Susan Mawer**	Managing Executive, UAC Restaurants Ltd
11.	**Mr. Femi Oguntade**	Managing Director, Portland Paints & Products Plc
12.	**Mrs. Modupe Asanmo**	Managing Director, Livestock Feeds Plc
13.	**Mrs. Folake Oshinyemi**	Managing Director, Warm Spring Waters Nig. Ltd
14.	**Mr. Godwin Samuel**	Company Secretary/Legal Adviser
15.	**Mr. Mukhtar M Yakasai**	Special Projects Manager
16.	**Mrs. Oluyinka Abegunde**	SAP Quality Assurance Manager
17.	**Mr. Tunde Adenekan**	Head, Information Technology
18.	**Mrs. Adeniun Taiwo**	Head, Financial Services
19.	**Dr. Babatunde Lawal**	Head, Medical Services
20.	**Mrs. Osa Osowa**	Head, Human Resources
21.	**Mrs. Oluwakemi Ogunnubi**	Head, Risk & Compliance

Directors' Report

The directors have pleasure in submitting to members the consolidated Statements of Financial Position Sheet as at 31st December, 2014 together with the Consolidated Statements of Comprehensive Income for the year ended on that date, showing a net consolidated profit of ₦10,940,804,000.00 after providing for taxation and Non-Controlling Interest.

The report also covers a review of the business performance in the last financial year as well as a look at future prospects.

Dividend

The Directors have recommended the payment of 175 kobo dividend per an ordinary share held.

Profit for the Year After Taxation

	2014	2013
	₦'000	₦'000
Group profit for the year after taxation	10,940,804	9,827,356

Activities

UAC of Nigeria Plc is a diversified business with activities in the following principal sectors: Food & Beverages, Real Estate, Paints and Logistics.

CORPORATE GOVERNANCE REPORT

UAC of Nigeria Plc is a Company with integrity and high ethical standards. Our reputation for honest, open and dependable business conduct, built over the years, is an asset just as our people and brands. We conduct our business in full compliance with the laws and regulations of Nigeria and UACN Code of Business Conduct.

The Board of Directors

Under the Articles of Association of the Company, the business of the Company shall be controlled and managed by the Directors, who may exercise all such powers of the Company as are not by statute or the Articles to be exercised by the Company in general meeting. A Board Charter was approved in 2014 to govern operations of the Board of Directors of UAC of Nigeria Plc.

Composition of the Board of Directors

The Board is made up of five Non-Executive and three Executive Directors. All the Directors have access to the advice and services of the Company Secretary. With the approval of the Chairman of the Board they may take advice from third party professionals in areas where such advice will improve the quality of their contributions to Board deliberations.

Separation of the positions of Chairman and Managing Director

The position of the Chairman is distinct from that of the Group Managing Director/CEO. The Chairman of the Board is Senator Udoma Udo Udoma, (CON) who is a Non-Executive Director, while the Group Managing Director/Chief Executive Officer is Mr Larry Ephraim Ettah. The Executive Directors are Mr Abdul Akhor Bello, the Chief Financial Officer and Mr Joseph Ibrahim Danlami Dada, the Executive Director, Corporate Services. The other Non-Executive Director are Mrs Awuneba Sotonye Ajumogobia (the independent Director), Dr Okechuchukwu Eyinnaya Enelamah, Dr Umaru Alka and Mr Babatunde Oladele Kasali.

The Roles and Responsibilities of the Board

The following are the matters reserved for the Board of Directors of the Company:

a) Formulation of policies, strategy and overseeing the management and conduct of the business.
b) Formulation and management of risk management framework.
c) Succession planning and the appointment, training, remuneration and replacement of Board members and senior management.
d) Overseeing the effectiveness and adequacy of internal control systems.
e) Overseeing maintenance of the Company's communication and information dissemination policy.
f) Performance appraisal and compensation of board members and senior executives.
g) Ensuring effective communication with shareholders, other stakeholders, and the investing public.
h) Ensuring the integrity of financial controls and reports.
i) Ensuring that ethical standards are maintained.
j) Ensuring compliance with the Company's Memorandum and Articles of Association, applicable laws, regulations, standards and Code of Corporate Governance by the Company and its Business Units.
k) Definition of the scope of delegated authority to Board Committees and management and their accountabilities.
l) Definition of the scope of corporate social responsibility through the approval of relevant policies.
m) Approval and enforcement of a Code of ethics and business practices for the Company and Code of conduct for Directors.

Board Appointment

The process of appointing Directors involves a declaration of a vacancy at a Board Meeting; sourcing of the curriculum vitae of suitable candidates depending on the required skills, competence and experience at any particular time; and the reference of the curriculum vitae to the Governance and Remuneration Committee for necessary background checks, informal interviews/interaction and a recommendation for approval to the Board of Directors. A Director appointed by the Board is presented to the next Annual General Meeting of the members of the Company for election in line with statutory requirement.

Directors' Induction and Training

Every newly appointed Director receives a comprehensive letter of appointment detailing the terms of reference of the Board and its Committees, the Board structure, board plan for current year, his entitlements and demand on his time as a result of the appointment. The letter of appointment is accompanied by the Memorandum and Articles of Association of the Company, previous year's Annual Report & Accounts, the Code of Corporate Governance For Public Companies In Nigeria, UACN Code of Business Conduct and other documents, policies, processes and procedures that help the Director to gain an understanding of the Company, its history, culture, core values, governance framework, business principles, people, operations,

Directors' Report

brands, projects, processes and plans. A new Director undergoes an induction/orientation process whereby he is introduced to the members of the Board of Directors and leadership teams of Corporate Centre and Subsidiary Companies. Operational visits are also arranged for the new Director to meet the leadership teams and get acquainted with business operations. All the Directors have recently attended UAC Group Board Retreat focused on Board Effectiveness, Strategy and recent developments in corporate governance facilitated by a faculty from the International Institute for Management Development (IMD), Lausanne, Switzerland and trainings on Enterprise Risk Management and International Financial Reporting Standards.

Board Meetings

The Board met seven (7) times during the 2014 financial year. The following table shows the attendance of Directors at the Board meetings:

Directors	26/3/14	30/4/14	25/6/14	30/7/14	29/10/14	12/11/14	26/11/14
Sen. Udoma U. Udoma, CON	P	P	P	P	P	P	P
Mr. Larry E. Ettah	P	P	P	P	P	P	P
Mr. Abdul A. Bello	P	P	P	P	P	P	P
Mr. Joseph I. Dada	P	P	P	P	P	P	P
Mrs. Awuneba S. Ajumogobia	P	P	P	P	P	P	P
Dr. Okechukwu E. Enelamah	P	AWP	P	P	P	P	P
Mr. Babatunde O. Kasali	P	P	P	P	P	P	P
Dr. Umaru Alka	P	P	P	P	P	P	P

Keys:
P-Present
AWP- Absent with Apology

Board Evaluation

A Board evaluation was undertaken in 2015. The performance of the Board, Board Committees and individual Directors were adjudged satisfactory; and necessary feedbacks were given to individual Directors arising from the exercise.

Composition of Board Committees

The Board functions through two Board Committees namely, Risk Management Committee and Governance & Remuneration Committee. Board Committees make recommendations for approval by the full Board.

1) The Risk Management Committee

The Committee is chaired by Mrs Awuneba Ajumogobia, a Non-Executive Director and is made up of another Non-Executive Director and the three Executive Directors.

The Terms of Reference of Risk Management Committee

Risk Management

i. Understand the principal risks to achieving the company and group's strategy.
ii. Oversee the establishment of a management framework that defines the company's risk policy, risk appetite and risk limits.
iii. Ensure that business profile and plans are consistent with the Company and group risk appetite.
iv. Assist the Board in its oversight of risk management and monitoring the Group's performance with regards to risk management.
v. Review the process for identifying and analysing business level risk.
vi. Agree and implement risk measurement and reporting standards as well as methodologies.
vii. Periodically review key controls, processes and practice, including limit structure.
viii. Monitor, review and challenge all aspects of the Company's and group's risk profile key risk indicators and risk management practice.
ix. Periodically evaluate the Company's risk profile, action plans to manage high risks and progress on the implementation of these plans;
x. Monitor risk management policies to ensure they are integrated into the Company's culture;
xi. Review quarterly risk management reports and make recommendation to the Board on appropriate actions.
xii. Ensure that UACN's risk exposures are within the approved risk control limits.
xiii. Assess new risk-return opportunities.
xiv. Undertake at least annually a thorough risk assessment covering all aspects of the Company's business and use the result of the risk assessment to update the risk management framework of the Company.
xv. Review the structure for, and implementation of, risk measurement and reporting standards as well as methodologies.
xvi. Ensure disclosure of the Company and group risk management policies and practices in the annual report.

1.5. 2 Audit

I. Review updates on implementation level of internal and external auditors' recommendations by management.
ii. Recommend for Board approval, the appointment of internal audit service provider.
iii. Periodically evaluate the performance of internal audit service provider and make recommendation to the Board.
iv. Periodically review the manning level and the adequacy of the resources with which the internal audit and the risk management functions discharge their duties.

1.5.3 Whistle blowing

I. Oversee the establishment of whistle blowing procedures for the receipt, retention, and treatment of complaints received by the Group regarding accounting, internal controls and/or auditing matters, unethical activity/breach of the corporate governance code and the confidential/ anonymous treatment of submission by stakeholders (employees, customers, suppliers, applicants, etc.) of the Group with respect to such complaints.

1.5.4 Others

i. Oversee the company's financial reporting, its policies and processes.

ii. Review the group's operational performance.

iii. Make recommendations to the Board on capital expenditure, specific projects and their financing within the overall approved plan.

iv. Make recommendations on management of Company's cash and debt exposure/ borrowings.

v. Monitor compliance with applicable laws and regulations by the Company and its subsidiaries.

Committee Meetings

The Risk Management Committee met three (3) times during the year. The following table shows the attendance of the members of the Committee at the meetings:

Directors	**12/3/14**	**16/7/14**	**15/10/14**
Mrs. A. S. Ajumogobia	P	P	P
Mr. Babatunde O Kasali	P	P	P
Mr. Larry E Ettah	P	P	P
Mr. Abdul A Bello	P	P	P
Mr. Joseph I D Dada	P	P	P

Keys: P - Present

20 The Governance and Remuneration Committee

The Committee is chaired by Senator Udoma Udo Udoma CON, a Non-Executive Director and made up of two other non-executive directors. The GMD/CEO attends the meetings of the Committee to present reports and shed light on management's remuneration and people management proposals

Terms of Reference of Governance and Remuneration Committee

The following are the terms of reference of the Committee:

a) To periodically evaluate the skills, knowledge and experience required on the Board and make recommendations on the composition of the Board

b) To define the criteria and the procedure for the appointment of Directors to the Board and the Board Committees

c) To prepare a job specification for the Chairman's position, including an assessment of time commitment required of the candidate

d) To nominate new Directors for appointment to the Boards of the Company, and subsidiary and associated companies.

e) To recommend the appointment, remuneration and promotion of Executive Directors and Senior Management

f) To perform annual evaluation of the Board, Board committees and Boards of subsidiary companies as appropriate.

g) To set the performance targets/criteria and evaluate the performance of the Group Managing Director/CEO and make recommendations to the Board on his performance

h) To review from time to time succession planning proposals and implementation

I) To document and review the Board Charter and composition, roles, responsibilities, authorities, reporting framework of Board Committees and the Boards of subsidiary ncompanies

j) To make recommendations to the Board on the adoption of a Code of Conduct (including policy on trading in Company's shares) for Directors and Senior

Executives and to review the same from time to time

k) To make recommendations to the Board on a whistle blowing process for the Company that encourages stakeholders to report any unethical activity/breach of Corporate Governance

l) To oversee continuing education of Board members and the induction of new directors.

m) To make input into the annual report of the Company in respect of directors' compensation.

n) To review and make recommendations to the Board for approval on the Company's organisational structure and any proposed amendments.

o) To review and make recommendations to the Board on group-wide staff appraisal, salary and compensation.

Committee Meetings

The Committee met three (3) times in 2014. The following table shows the attendance of Committee members at the meetings:

Directors

Senator Udoma U Udoma, (CON)

15/01/14	26/03/14	26/11/14
P	P	P

Dr Okechukwu E Enelamah

15/01/14	26/03/14	26/11/14
P	P	P

Dr Umaru Alka

15/01/14	26/03/14	26/11/14
P	P	P

Key: P - Present

Management

At Management level, a Business Review Committee presided over by the Group Managing Director/CEO, comprising the Executive Directors, Managing Directors of subsidiary Companies and Heads of Corporate Centre units meets every month to review business performance, operational and strategic issues of businesses within the group.

The members of leadership teams of the Corporate Centre and Business Units also hold an annual business retreat to review the performance of the Businesses within the group in the previous year; discuss the approved budget for the current year and agree execution modalities. The Chairman of the Board also attends the Annual group Business Retreat to give management feedback from the Board on corporate strategy, business direction, performance and expectations.

UACN Code of Business Conduct

The Company reviewed and refreshed the UACN Code of Business Conduct during the year. The Board of Directors is responsible for ensuring that the Code is communicated to, understood and observed by, all employees.

The Statutory Audit Committee

The statutory Audit Committee consists of six members made up of three representatives of shareholders elected at the previous Annual General Meeting for a tenure of one year and three representatives of the Board of Directors appointed by the Board. The Chairman of the Committee is Mr Olabisi Fayombo, a Chartered Accountant and a shareholders' representative. The Company Secretary is the Secretary to the Committee. The meetings of the Committee were attended by representatives of KPMG Professional Services, our Internal Audit Service Provider, PricewaterhouseCoopers, our Independent /External Auditors and Head, Risk & Compliance Unit of the Company. The Committee operates within the provisions of the Companies and Allied Matters Act Cap C20 Laws of the Federation of Nigeria 2004, 2011 Code of Corporate Governance for Public Companies in Nigeria, the Audit Committee Charter and Internal Audit Charter and best practice. The following table shows members' attendance at the four meetings of the Committee in 2014:

Directors

Mr. Olabisi Fayombo

16/01/14	21/03/14	24/07/14	9/10/14
P	P	P	P

Mr. Kenneth Nnabike

16/01/14	21/03/14	24/07/14	9/10/14
P	P	P	P

Mr. Matthew Akinlade

16/01/14	21/03/14	24/07/14	9/10/14
P	P	P	P

Mr. Abdul Bello

16/01/14	21/03/14	24/07/14	9/10/14
P	P	P	P

Mrs. Awuneba Ajumogobia

16/01/14	21/03/14	24/07/14	9/10/14
P	P	P	P

Mr. Babatunde Kasali

16/01/14	21/03/14	24/07/14	9/10/14
P	P	P	P

Key: P - Present

The Terms of Reference of the Committee

The following are the terms of reference of the Committee:
The Committee is authorized by the Companies and Allied Matters Act, 1990 ('CAMA') to:

a) Ascertain whether the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices;
b) Review the scope and planning of audit requirements;
c) Review the findings on management matters in conjunction with the external auditor and departmental responses thereon;
d) Keep under review the effectiveness of the company's system of accounting and internal control;
e) Make recommendation to the Board with regard to the appointment, removal and remuneration of the External Auditors of the Company;
f) Authorize the Internal Auditor to carry out investigations into any activities of the Company, which may be of interest or concern to the Committee.
g) Receive quarterly/periodic reports from the Internal audit unit.

In addition, the 2011 Code of Corporate Governance also assigns specific responsibilities to the Committee.

Control environment

A group-wide Risk & Compliance Unit has been established at the Corporate Centre and in all subsidiary Companies to ensure a stronger control environment. The outsourced Internal Audit and Whistle Blowing services to KPMG Professional Services are working effectively and adding great value to the business.

Directors' Report

Trading in Security Policy

In compliance with the Rules of the Nigerian Stock Exchange, we have put in place a Securities Trading Policy to guide our Directors, Employees, External Advisers and Related Parties on trading in the securities of the company within the closed period. Under the policy, the closed period is when no Director, Employee, External adviser and related party with inside information can trade in the company's securities. The closed period is 15 days prior to the date of any meeting of the Board of Directors proposed to be held to consider any of the following matters or the date of circulation of agenda papers pertaining to any of the said matters, (whichever is earlier), up to 24 hours after the after the price sensitive information is submitted to the exchange, the trading window shall thereafter be opened:

a) Declaration of financial results (quarterly, half-yearly and annual);
b) Declaration of dividends (interim and final);
c) Issue of securities by way of public offer or rights or bonus etc;
d) Any major expansion plans or winning of bid or execution of new projects\disposal of the whole or a substantial part of the undertaking;
e) Any changes in policies, plans or operations of the company that are likely to materially affect the prices of the securities of the company;
f) Disruption of operations due to natural calamities;
g) Litigation/dispute with a material impact;
h) Any information which if disclosed in the opinion of the person discharging the same is likely to materially affect the price of the securities of the company.

We hereby confirm that no Director traded in the securities of the company within the closed period.

Shareholders Complaints Management Policy

We have put in place a Complaints Management policy to handle and resolve complaints from our Shareholders and investors. The policy was defined and endorsed by the company's senior management, who is also responsible for its implementation and for monitoring compliance. The policy has been posted on the Company's website and shall be made available to shareholders of the company at the Annual General Meeting.

Compliant Management Framework

The Company has a compliant Management policy in place which has also been uploaded on the company's website.

Compliance with the Code of Corporate Governance

The Company has complied with the 2011 Code of Corporate Governance for public Companies.

Directors' Interest in Ordinary Shares

Directors	**Dec-2014**	**Dec-2013**
	Ordinary shares	Ordinary shares
Sen. U U Udoma, CON		
Direct:	1,257,078	1,257,078
Indirect:	23,306,030	23,306,030
Mr. L E Ettah	2,400,000	2,400,000
Mr. A A Bello	124,388	124,388
Mr. J I Dada	103,124	103,124
Mrs A Ajumogobia	925	925
Dr O E Enelamah	108,672	108,672
Dr Umaru Alka	-	-
Mr. Babatunde Kasali	10,000	10, 000

Directors' Report

Directors' Interest in Contracts

Some of the Directors gave notices for the purposes of Section 277 of the Companies and Matters Act, 1990, to the effect that they are Directors/partners of some specified entities which could be regarded as interested in some contracts with the group during the year under review. the law firm of the Chairman, Messrs Udo Udoma & Bello Osagie provides legal services to the company on need basis from time to time.

Dr. Enelamah is the CEO of African Capital Alliance Ltd which has a joint venture relationship with UPDC Plc. on Metro City and Festac Mall projects. Mr. Bello is a Non-Executive Director of Skye Bank Plc with banking relationship with the company

Charitable Gifts and Donations	**N**
Corporate Social Responsibility	**3,770,335**
Product sponsorships	**5,461,916**
Other donations	**5,273,768**
TOTAL	**14,506,019**

Subsidiary Companies Commentaries

CAP plc

The year 2014 was eventful for CAP PLC. The business recorded a 12% and 16% growth in revenue and operating profit respectively over previous year.

The business expanded its distribution channel by opening an additional Dulux Colour Centre and 11 Dulux Colour Shops across the country.

The new packaging of the company's flagship brand, Dulux, was formally launched to reflect the brand's premium positioning. The business retained its ISO 14001:2004 certification (on Environmental Management System), while it reinforced its environment-friendly positioning with the acquisition of a new effluent treatment plant.

In its drive to promote social entrepreneurship, CAP PLC established a Painters' Academy to train young school leavers on basic painting skill.

MDS LOGISTICS

MDS recorded growth in turnover and profit of 9% and 15% respectively. In a year fraught with insurgency and inflationary pressures, the company was able to maintain its position as the leading provider of outbound supply chain solutions.

The business succeeded in the turnaround of its haulage category, construction of a state of the art auto workshop and expansion in the pharmaceutical supply chain. The opening of a new depot in Abakaliki and expansion of capacities in other key existing locations were achieved.

updc

UPDC's performance in 2014 was tempered by the challenges besetting the real estate industry. Apart from completing Phase 1 of Vintage Gardens in Port Harcourt, the company also commenced such key projects as Pineville (Asaba), Olive Court (Ibadan), Residences (Festac, Lagos), Golf Estate (Calabar) and Metro City Phase 2 (Abuja).

Festival Mall was 95% pre-let and the first interim distribution to the unit holders of the UPDC REIT was achieved. The hotel arm of the business was negatively affected by the Ebola outbreak in the second half of the year leading to several events cancellation and loss of revenue for the hotel.

UPDC, in 2014, embarked on a strategic shift in its operation geared towards a significant diversification of its portfolio by the creation of more retail, commercial and industrial assets.

The integration of Livestock Feeds PLC into UAC of Nigeria PLC continued as the company leveraged on the group synergy to grow turnover and profit in the year. A new 12MT/ hr mill was installed at the Ikeja factory leading to increased output and product quality stability. A fish feed segment was introduced as a strategy towards enhancing product portfolio expansion and profitability.

UAC Restaurants Limited recorded moderate performance in 2014. Franchise income and Central Kitchen revenues were down as a result of the tough operating environment
The business embarked on a strategy of "fix, consolidate and grow" which resulted in the termination of a number of franchise agreements. UAC Restaurants commissioned its automated pie line in the course of the year.

The integration of the Famous Brands franchised restaurants was successfully completed as Lagos becomes the operational hub for the West Africa business.

Grand Cereals performance was undermined by the general lull in demand, scarcity/high cost of protein inputs and a virtual shutdown of economic activities in the north eastern part of the country due to insurgency. This resulted in low capacity utilization and huge shortfalls in revenue and profit.
Vital Fish Feed emerged the clear market leader.
The company introduced Binggo, the first indigenous dog food brand in the country. Binggo is aimed at diversifying and growing the Company's revenue base in the face of stunted growth in the poultry feed industry.

UAC Foods business performance was dampened by intense competition across all categories and high cost of operation. The business continued with its manufacturing reconfiguration in the Snacks and Dairies categories for improved efficiency and product quality delivery.

Factory throughput and topline for SWAN were boosted by increased capacity and aggressive sales drive. Product innovation and renovation received priority focus resulting in the launch of Gala Tinkies, Gala Chicken and Kingsway Sausage roll as well as the re-launch of Supreme ice cream.

Portland Paints and Products Nigeria Plc achieved improved performance in the year under review. The Decorative segment of the business executed a new route to market strategy by franchising its national operational depots to entrepreneurs.

The business also re-launched the Sandtex brand and launched its In-Plant tinting system, thus affording customers the opportunity to choose from thousands of colours in store, thereby improving customer satisfaction and enhancing operational efficiency.

Growth in the Marine and Protective coatings category was affected by the lull in the Oil and Gas industry.

The Company was able to meet its 2014 targets by maximizing returns on fixed income instruments while controlling administrative expenses.
The lull in the real estate and private equity sectors continued in 2014 and was compounded by the sharp decline in prices of shares in the equity market, during the second half of 2014. This resulted in the Pensioners and gratuity funds recording marginal increases.

The new Pension Reform Act 2014 with implications for closed pension fund administrators was enacted in July 2014.

Warm Spring Waters Nigeria Limited successfully increased production capacity through the partial outsourcing of the bottle blowing process to onsite third party manufacturer.

The brand improved market penetration through customer-focused trade promotions, consumer education and brand communication.

Drink

GOSSY®

Natural Spring Water

- No chemical treatment
- No additives
- Contains natural minerals
- Bottled from Natural warm spring

Enquiries
01-2959555; 07043050534; 07043050609

website: www.warmspringwaters.com
e-mail: customercare@warmspringwaters.com

NEW AUTOMATED PIE LINE FOR UAC RESTAURANTS

Distributors' List

Swan

Name	Location
Godsway Nig Limited	Wuse, Abuja
Olayiwola Stores	Jos, Plateau State
C. C Ozoemena & Co Limited	Jos, Plateau State
Ayi Investment	Kaduna, Kaduna State
Mike Sopson Nig Limited	Jos Plateau State
Lordsway Consult Limited	Jos, Plateau State
Tina Adebite	Nyanya, Abuja
Tars Ideal Concept Ventures	Jos, Plateau State
Elcon Nig Ltd (elcomod Limited)	Nassarawa State
Johnson Akpa	Jos, Plateau State

Dairies

Name	Location
Food Ventures Ltd	Yaba, Lagos State
Naf And Man Global Service	FCT Abuja
Blessing & Wisdom Company Ltd	Oregun, Lagos State
Shebeg Holdings Li	Kaduna, Kaduna State
Ltd(shoprite)	Lekki, Lagos State
Flaky Venture	Kaduna, Kaduna State
P & P Nig Ltd	Port Harcourt, Rivers, State
Thamaco Ventures	Jos Plateau, State
Ducal Oil Limited - Ibadan	Ibadan, Oyo State
Zitonia Vent.	Gariki, Enugu State

Snacks

Name	Location
Rondasy Ent	Oke-arin, Lagos State
Japio Stores	Mile 2, Lagos State
Kingsley Ugwu	Enugu, Enugu State
Don-chris Vent	Onitsha, Anambra State
Sunny Bros	Owerri, Imo State
Madonna Foods	Owerri - Imo State
Nkechi Ekwufolu	Onitsha, Anambra State
Tobiloba Stores	Ipaja, Lagos State
Ogunkoya Stores	Oshodi, Lagos State
Livinus Madu	Owerri, Imo State

Distributors' List

MDS LOGISTICS

Locations

West	North Central	East	North -north
Abeokuta	Abuja	Aba Erdc	Gombe
Ado Ekiti	Bauchi	Aba Gcl	Gusau
Akure	Bida	Calabar	Kaduna 1
Apapa	Jalingo	Enugu	Kaduna 2
Benin	Jos Main	Onitsha	Kano
Ibadan	Jos (gnplc/mtsc)	Owerri	Katsina
Ibadan Promasidor	Lokoja	Port-harcourt	Maiduguri
Ijebu-ode	Makudi	Umuahia	Sokoto
Ikeja	Minna	Uyo	Zaria
Ilorin	Suleja	Abakaliki	
M'civer	Yola		
Ogba			
Ondo			
Oregun			
Oshogbo			
Oyo			
Sapele			
Warri			
Jagasim Project Locations			
Ogba Warehouse/airtel Ops.			

CAP plc

Name	Location
House Affairs Nigeria Limited	Ikeja
	Victoria Island,lagos
Treaty Projects Limited	port Harcourt
	Asaba
Edeoga Nigeria Limited	Wuse Ii, Abuja.
	Kaduna, Kaduna State.
First Ebony Investment & Allied Services Limited	Lekki, Lagos State
Amehgate Integrated Services Limited	Abuja
Taes International Concept Limited	Utako, Abuja.
Ambroziny Nigeria Limited	Enugu, Enugu State
Chrisbaki Nigeria Limited	Warri, Edo State
Marco Bruno Limited	26 Trans Amadi Industrial Layout, Rumubiakani
International Partners & Development Nig. Ltd	Kano.

Distributors' list

Name	Location
Stet Ent.	Abia
Claokis Agro	Delta
Zarm	Kwara
Nwabueze Okoh	Rivers
Doo-Doo Enterprises	Plateau
Daftos	Oyo
Ore-Ofe	Oyo
Uoo Farms	Abia
Farmers Choice	Edo
Godello Farms	Edo
Denajcomunique Concept	Plateau
Emonena Farms	Delta
Okpako Vision Farm	Delta
Dayntee	Kwara
Immaculate	Lagos
Eoutech Nig.	Rivers
Kenfem	Lagos
Moronfoye	Kwara
Agudus Farms	Anambra
Chigel Vet.	Abia

Name	Location
Phed Agro	Kano, Kano State
Benita Ventures	Bukuru, Plateau State
Jehns Enterprises	Lafia, Nasarawa State
Jeromaski Farms & Haulage Co	Kaduna, kaduna State
Favour & Favour Nigeria Ltd	Owigbo, Rivers State
Tabitha Ibrahim Mrs	Bauchi, Bauchi State
Feeze Nig Ent	Aba, Abia State
Makor Trading Company	Jos Plateau State
Aliyyah & Amir	Zaria, Kaduna State
Lordsway Consult	Jos, Plateau State
Umar Hussaini Shinkafi	Sokoto, Sokoto State
Palmark	Nnobi, Anambra State
Chidera Poultry Services	Nsukka, Enugu State
Omni Trade Limited	Enugu, Enugu State
Mafeng Stores	Akwa Ibom State
Evamos Links Ventures	Owerri, Imo State
Eksons & Co	Uyo, Akwa Ibom State
Alh Ali Hassan	Maiduguri, Borno State
Convenant Strides	Wuse, Abuja
Eze Green Ent	Enugu, Enugu State
Deblat Limited	Ibadan, Oyo State
A.A Rasheed General Enterprises	Gusau, Zamfara State
Jojas Nigeria Limited	Calabar, Cross River State

Distributors' list

Name	Location
Taron Ventures	Ado-Ekiti State
Odenu Ventures	Lekki, Lagos
Flowater Nigeria Limited	Port Harcourt, Rivers State
FB Global	Uyo, Akwa Ibom State
Samfelson Oluwaseyi Nig Ventures	Ado Ekiti State
Biobak Kitchen	Abuja
D. N. Okoli & Bros. Ltd	Ado Ekiti State
Tessac Nig. Ltd	Ado-Ekiti State
ifeyinwa Joy Nwobu (mrs)	Awka Ibom State
Efakwu Ome Benson Ent.	Lokoja, Kogi State
Ayakeme Ebise Eng. & Construction Co	Yenagoa, Bayelsa State
Sunic Foods	Owerri, Imo State.
1midi Nigeria Limited	Ibadan, Oyo State
Ikoyi Club	Ikoyi , Lagos
Magrellos Fast Food	Ojota, Lagos
12 Golden Tulip Hotel	Mile 2, Lagos

Names	Location
Damsu Nigeria Ent.	Lekki, Lagos State
Deminiel Global Concept Ltd	Wuse, Abuja
Fem Fem Ventures	Ibadan, Oyo State
Yusaj Nigeria Company	Warri, Edo State
Femsamod Nigeria Enterprises	Onitsha, Abia State
Clin Matt And Sons Nig.	Mushin, Lagos State
Mofama Nigeria Enterprises	Kaduna, kaduna State
Gokm Ideas Services	Akure, Ondo State
Uwere Oil Mills Ltd.	Kano, Kano State
Airspai Nig. Ltd.	Oregun, Lagos State

Distributors' List

Restaurant Locations

Lagos

1 51 Marina, Lagos
2 26 Broad Street, Lagos
3 Ap Filling Station, Oba Akran Ikeja, Lagos
4 126 Ojuelegba Road, Tejuosho, Lagos
5 1 Acjon Plaza 1st Avenue Festac Town, Lagos
6 7, Azikiwe Road, Port Harcourt
7 77, Bode Thomas Street, Surulere, Lagos
8 Mobil Filling Station, Maryland, Lagos
9 8, Osolo Way, Ajao Estate, Lagos
10 7, Ago Palace Way, Okota
11 21, Coker Road, Ilupeju
12 Mobil Filling Station Lagos/Abeokuta Expressway, Abule Egba
13 Mobil Filling Station, Alakija Bus Stop
14 Mobil Filling Station, Agidingbi
15 Mobil Filling Station, Lekki Round About, Lekki
16 143, Egbeda Road, Akowonjo
17 Mobil Filling Station, Palm Avenue, Mushin
18 Mobil Filling Station, Ijaiye Ogba, Ogba, Lagos
19 2, Adedeji/ogudu Road Ogudu
20 Mobil Filling Station, Itire Road, Surulere
21 Mobil Filling Station, Gbagada
22 Mobil Filling Station, Kirikiri Road
23 Mobil Filling Station, Aguda, Surulere
24 36, Davies Street, Off Demurin Street, Ketu
25 80, Ikosi Road, Ketu, Lagos
26 8, Boladale Street, Oshodi, Lagos
27 89, St Finbars Road, Akoka, Bariga, Lagos State
28 Mobil Filling Station, No 52-53 Iyana Ipaja Road, Alaguntan, Lagos
29 45 Diya Street, Ifako Gbagada, Lagos State
30 Mobil Filing Station Oregun Road Alausa Lagos
31 Oke Afa Isolo, Opposite Jakande Estate, Ikotun Ejigbo Road, Lagos
32 89 Apapa Road, Ebute-metta, Lagos.
33 2, Bajulaiye Road, Morrocco Area, Lagos
34 48 Ikorodu Road, Fadeyi, Lagos
35 128 Sagamu Road, Ikorodu, Lagos.
36 Along Herbert Macaulay Road, Yaba.
37 Mobil Filling Station, Along Lagos — Ibadan Expressway, Lagos
38 30 Adesina Road, Ijesha - Tedo, Lagos
39 Muritala Muhammed International Airport Road
40 Beside Alimosho LG Council Ikotun Lagos
41 30 Sipeolu Rd, Somolu, Lagos
42 25b Toyin Street, Ikeja. Lagos
43 Old Departure Hall, Beside Inland Bank, Local Airport
44 Wing E International Airport

Restaurant Locations

45 1, Akanni Showunmi Street, Beesam, Mafoluku. Lagos
46 Akute Ifo Lga, Alagbole. Lagos
47 Mobil Filling Station, Ipaja Road, Beside Nysc Orientation Camp, Agege,
48 123 Ogba Road, Agege
49 Mobil Filling Station, Moloney Street, Obalende, Lagos
50 National Theatre
51 Mobil Filling Station, Warehouse Road, Apapa
52 Palms Shopping Mall, Lekki
53 Unilag
54 Kosofe Bus Stop, Mile 12, Ikorodu Rd
55 55, Mobil Filling Station Adedeji, Ijesha
56 Awolowo Road, Ikoyi
57 No 11, Kayode Street Onipanu
58 Mosad Filling Station Ejigbo
59 40 Adebisi Awosoga Street
60 Ikeja Shopping Mall
61 88/90 Abeokuta Expressway, Dopemu
62 Plot 103 Isheri/Omole Road Omole Phase1
63 Idiroko Road, Sango-Ota, Ogun State
64 Sangotedo, Lekki-Epe Express Way
65 Haruna Bus Stop

West

1 1, Oluyole Way, Bodija Ibadan
2 Mobil Filling Station, Oluyole Estate, Ibadan, Oyo
3 Idi Ape Junction, Bashorun Ibadan
4 ECWA Church Premises, Oba Adesida Road. Akure, Ondo St
5 Along Abeokuta Road, Apata Ganga, Ibadan.
6 2 Awolowo Road, Igbonna, Osogbo
7 Oyemekun Road, Akure
8 124 Folagbade Street, Ijebu-ode
9 Iwo Rd Roundabout By Lamidi Ajadi And Sons Ltd, Ibadan.
10 Opposite First Bank, Lagere, Ile-ife. Osun State
11 Tara Road, Ogbomosho
12 Plot 2, Obafemi Awolowo Way, Ibara- Abeokuta. Ogun St
13 140, Akarigbo Rd Sagamu
14 Old Ibadan, Road Owode, Oyo
15 Adekunle Fajuyi Road Mokola Roundabout Ibadan
16 Olurunda-abaa Rd, Basorun Est. Akobo
17 Polytechnic Road, Sango, Ibadan, Oyo State
18 Adeboye Road Ijebu Igbo
19 Yaba Road, Ondo
20 Old Ife Road, Jagun New Gbagi, Ibadan
21 Ibadan Shopping Mall

Distributors' List

East

1	7, Azikiwe Road, Port Harcourt
2	57, Sapele Road, Benin
3	75, Upper New Market Road, Onitsha
4	18/19 Rumuibekwe, Opp Shelll Residentail Estate Port Harcourt
5	No 329, Nnebisi Road, Opposite State Stadium, Asaba
6	Plot 201 Benin/lagos Road Ugbowo, Benin City
7	268, Nnamdi Azikwe Road, Awka, Enugu State
8	Aba Road, Umuahia
9	No 50 Aggrey Road, Aggrey, Port Harcourt, Rivers State.
10	Igwe Orizu Road, Nnewi, Anambra
11	4, Water Works/Gunning Road, Abakiliki
12	57 Akpakpava Road, Benin.
13	Along East West Road, Rumuodara, Port Harcourt, Rivers State
14	Agbor-Asaba Expressway, Agbor
15	97, Agbani Road, Agbani Enugu
16	67, Aba Road, Port Harcourt
17	23 Limca Road, Nkpor. Onitsha
18	No 1 Enugu Road, Nsukka.
19	10b Amakohia Road, Owerri
20	129 Port Harcourt Road, Fegge, Onitsha
21	44 Wimpey Road, Port Harcourt
22	Elelenwon Street, Eligbam, Port Harcourt
23	12, Nnewi Road, Ekwulobia
24	133, Benin/Okone Expressway, Auchi
25	M4 Filling Station, Aniocha South Lga

Distributors' List

North

1	2, Yakubu Gowon Way, Kaduna
2	45, Lagos Crescent, Garki Abuja
3	31, Niger Street Kano (gidan Niger) Kano
4	Plot 368, Kashim Ibrahim/Aminu Kano Crescent Wuse Ii Abuja
5	9a, Kachia Rd., Kaduna, Kaduna State
6	53 New Road, Sabo-Gari, Kano
7	F3 Kaduna Road, Sabon Gari, Zaria
8	K77 Sultan Dasuki Way Kubwa, Abuja
9	Plot 525 Jabi District, Fct Abuja
10	37b Yakubu Gowon Way, Jos Plateau State
11	Tunga Bosso Road, Minna Niger State
12	3rd Avenue Gwawrinpa Estate. Abuja Fct
13	Mds Compound, Old Biu Road, Gombe
14	Yandoka Road, Opposite State Security Service Office, Bauchi
15	Besides Nyanya Shopping Complex, Nyanya. Abuja
16	20 Isa Kaita Road, Kaduna
17	Plot B Adjacent Nata, Lafia Jose Road
18	1, Abeokuta St,tbr Area 8, Garki - Abuja
19	Ahmadu Bello Way
20	Zaria Rd, Gada Biu, Jos
21	Federal Housing Authority Lugbe
22	12 Maiduguri Rd Sokoto
23	Mobile Filling Station , Utako. Abuja.
24	No 2 Umaru Musa Yar Adua Road Gusau
25	Minna Road, Suleja, Niger State
26	Off Navy Staff Qrts Rd, Dutse Alhaji
27	Plot R610, Before Maraba Flyover, Near Nepa, Abuja, Keffi Road, Abuja
28	Plot Nci, Cadastral Zone - Karu, Abuja
29	2b Camp Road Kaduna Kaduna State
30	Opposite Ahmadu Bello University, Samaru Campus
31	Aa Rano Filling Station Asokoro
32	No As 2 Aliu Makama Road Barnwa Kaduna
33	No 40, Zoo Road Opposite Shoprite Kano
34	Oando Filling Station, Abacha Road Maraba
35	Oando Filling Station
36	Ahmadu Bello Way
37	Immigration Hqtr

Human Resources Report

EMPLOYMENT POLICY, EMPLOYEE WELFARE, HEALTH AND SAFETY

Our company is a signatory to the principles of UN Global Compact of environmental sustainability and business practices. Our business policies and practices are aligned with the principles of the UN Global Compact in the areas of human rights, labour, environment and anti-corruption. As a mater of policy, there is no discrimination in the employment, training and career development of all categories of people in terms of gender, race, ethnic origin, tribe, religion or creed, except where otherwise stated by law. Ours is an equal opportunity company. In furtherance of this policy the Company is committed to:

- Giving every employee a sense of belonging by operating competitive and fair performance and reward systems;
- Assisting and encouraging every employee to develop their ability to the maximum, not only in their chosen career, but also in other identified areas of interest within their capabilities ,and to pay careful attention to their work and progress;
- Encouraging employees to be good citizens by being law-abiding and participating in civil and social activities in their private time;
- Encouraging employees to develop and maintain healthy habits and provide reasonable medical facilities for every employee and their immediate family, as applicable under the Company Medical Scheme;
- Recognizing the freedom of employees to form and /or join a responsible and truly representative Trade Union or Association;

Health and Safety

It is our policy to ensure that employees work in safe and clean environment. Towards this end, the Company enforces strict adherence to safety rules and practices through its Safety, Health and Environment (SHE) Officers and Committees in various locations. Safety trainings and Fire Drills are regularly organised to keep employees at alert at all times. Our office environment is continually renovated and modernised in line with the trend in the industry.

The employees responsible for SHE are constantly trained and sponsored to become SHE certified professionals.

HIV/AIDS

Our company works to ensure a safe healthy working environment by providing basic HIV/AIDS training to inform, educate and train all employees about HIV/AIDS prevention, care and control. We do not discriminate against or terminate the appointment of any employee on the basis of his or her HIV status. The HIV status and medical records of any individual are kept as strictly confidential. As much as possible care is taken to support such individuals by providing counselling and medical support services.

Welfare

The company provides free services to staff in various parts of the country to ensure the health and vitality of the employees. Recreational facilities have also been made available in some locations. Employees are continually briefed on health issues and how to take care of themselves. In addition free medical care is provided to all employees, voluntary health screening exercises are also provided for employees on an ongoing basis.

We implement a number of programmes to ensure that our employees enjoy work-life balance. Employees are obliged to strictly observe their annual vacation when it becomes due. The company believes this will provide them opportunity to refresh and be re-invigorated to perform better. It is the company policy not to allow accumulation of leave beyond one year and any deviation from that must be at the instance of the company under special circumstances. Work is organised to enable employees of the company work within the official business hours to enable them catch up with their social life and family obligations. Employees are encouraged to adhere to leave schedules to promote work life balance. The compassionate leave normally granted bereaved employees' has been extended to include one week (5 working days) paternity leave for male employees whose wives are delivered of babies.

Our Close User Group phone facility has been extended to cover Managers' spouses to ensure continuous reach between our employees and their spouses even while they are on duty. Crèche and gym facilities are also provided at central locations for our employees' use to promote a healthy family life.

Relations With Employees, Internal Management Structure

Our employees are fully involved in strategy formulation and execution. This we do to achieve business plan ownership and commitment at all levels. Regular meetings are held at different levels to ensure that all employees are given the opportunity to interact with each other and with different levels of management for exchange of ideas and critical business information. One of such fora is the recently introduced Annual Board Retreat which provides opportunity for a cross section of Senior Managers of the company to meet and interact with the Board of Directors on various topical business imperatives. Others include the Annual UACN Business Retreat (made up of the Executive Management Team of the Corporate Centre, Business Unit heads and some of their Leadership Team members), Joint Consultative Committees (JCCs), Business Review Meetings, Open Forum/Community Briefings/Family meetings and Leadership Team (LT) meetings in the various Business Units and the Corporate Centre.

We also have in place counselling sessions between Executive Management and different categories of employees. These sessions allow for management to proactively engage talents with a view to promoting employee involvement and retention. These meetings are regularly complemented by circulars on issues of current relevance for employee information and /or action.

Employee Involvement, Development And Training

Our policy recognises human resources as the most important asset of the organisation. We find it therefore, imperative to retain and motivate a competent and productive work force through systematic training and development. Consequently, training forms part of individuals' development towards achieving excellence in the performance of their day to day activities. Our training programme consists of customised internal programmes complemented by choice training programmes of other notable organisations in Nigeria and overseas accompanied by industrial visits/attachments where necessary. We also encourage self-development by our employees by providing financial support for such programmes when successfully concluded. We pride ourselves as an organisation that encourages learning through planned on-the-job coaching and mentoring.

In line with the company's objective of ensuring that value is derived from its Joint Venture Partnerships, learning academies have been introduced in collaboration with our Joint Venture Partners in the areas of their strength or functional expertise. This initiative which commenced with the Supply Chain Academy programme will help in enhancing employee development and operational excellence.

In order to continuously rejuvenate the organisation through the injection of new employees, we recently introduced a Graduate Specialist Scheme in addition to the existing Management Trainee Scheme. This new scheme is targeted at attracting young talents from the universities and polytechnics. These talents will be groomed to become functional experts in line with their career preferences and aspirations.

Employee Engagement Initiative

Our Company having recognised that engaged employees drive stakeholder value has partnered with the Great Place to Work Institute Nigeria, an international organisation acclaimed for their global expertise in workplace surveys published annually in the '100 Best Companies to Work for' in over 56 Countries globally. The objective of this exercise is to get feedback from employees while benchmarking UAC workplace practices against its peers and Global Best Companies. This has informed management development effort, alignment of polices and practices geared towards making UAC a Great Place to Work and an employer of choice.

Code of Business Conduct

We have reviewed and updated the UACN Code of Business Conduct in line with best practice. Under the Code, our company does not give or receive whether directly or indirectly, bribes or other improper advantages for business or financial gain. No employee may offer, give or receive any gift or payment, which is or may be construed as being, a bribe. Any demand for, or offer of, a bribe must be rejected immediately and reported to management. No employee will be criticised for any loss of business resulting from adherence to these principles. The company's accounting records and supporting documents must accurately describe and reflect the nature of the underlying transactions. No undisclosed or unrecorded account, fund or asset will be established or maintained.

A whistle blowing policy has also been put in place to encourage employees at all levels to alert and inform management of any negative development that might impinge on the value, performance and / or image of the company before any harm is done. To further strengthen

Human Resources Report

this process, the Company outsourced the management of the whistle-blowing mechanism to a professional services company thereby providing employees and other stakeholders an alternative to the existing established internal mechanism.

Similarly a corporate fraud policy has been established to facilitate the development of controls which will aid the detection and prevention of fraud against the company. It is our intention to promote consistent organizational behaviour by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.

All employees are required to read and sign off on the UACN Code of Business Conduct annually as an attestation to their commitment to abide with its contents in their day to day business transactions.

Corporate Social Responsibility Report

Goodness League, the Corporate Social Responsibility initiative of UAC of Nigeria PLC (UAC) continues to build on the rich legacies and achievements of the Company in the educational sector over the years, under the platforms of UAC Schools Support Programme and the Free Weekend Classes.

The League seeks to address both Hard and Soft issues in the educational sector. While the Hard Issues focus on the positive intervention in legacy schools through the provision of infrastructure, power, and equipment, the Soft Issues aim to identify academic gaps and fill them through a volunteer scheme that enables the Company to do good.

In 2014, the School Support Programme targeted leading secondary schools in the South West geographical Zone with states such as Ondo, Ekiti, Osun, Oyo and Ogun billed to benefit from the initiative. The Free Weekend Classes, kicked off in Lagos successfully in August 2014, with UAC managers as Volunteer teachers providing free teaching classes to students in Lagos State. The programme was held at the two centres — Lanre Awolokun Senior Secondary School, Gbagada and Newland Senior Secondary School, Ajegunle in the Ajeromi/Ifelodun Local Government Area. The location of the Free-weekend Classes in Ajegunle offered learning opportunity for the teeming students' population in this densely populated area of Lagos State. The subjects taught during the Free Weekend classes included Career Guidance and Counselling, English, Mathematics, Biology, Chemistry, Physics, Economics and Accounts.

A critical challenge of the 2014 Free Weekend Classes was that the initiative, on advice of the School Authorities had to be called off mid-way into the programme because of the outbreak of the dreaded Ebola Viral disease with the attendant health risks. However, for the weeks it held, the enthusiasm of the students for learning and the knowledge impacted by the program were tremendous.

The Free Weekend Classes focus on two key areas — Free Weekend Classes and the Career and Guidance counselling sessions in Schools. The Free Weekend Classes is targeted at SSS3 students and holds during the long holiday period while the Career and Guidance sessions target students when schools are in session. The Counselling sessions target secondary school students from SSS1- 3.

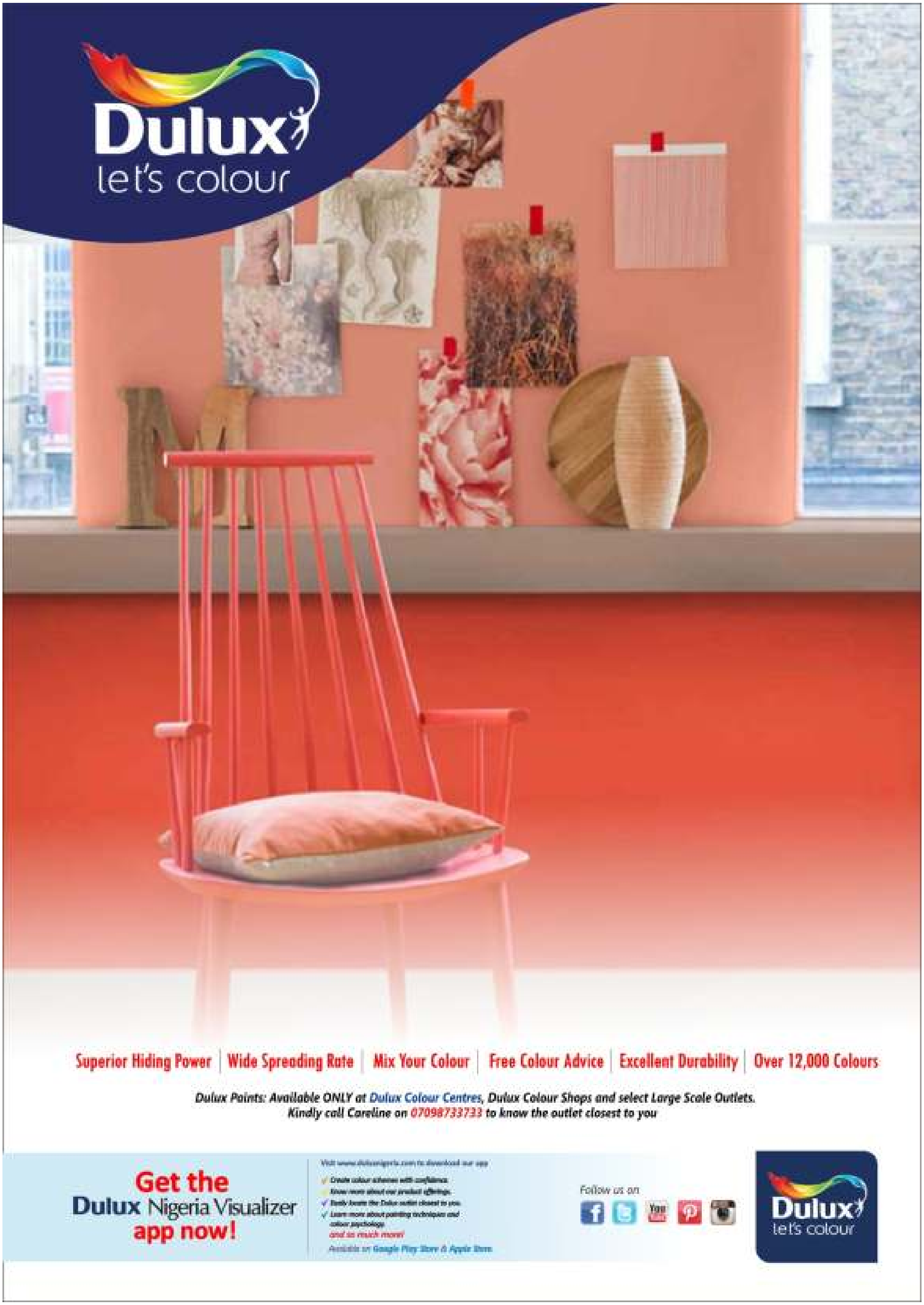
Both the Free Weekend Classes and the Career and Guidance Sessions seek to mobilize and fill identified knowledge gaps among students in the focused geographical through appropriate career and guidance talks, counselling sessions, holiday classes and mentoring. The programme, as designed, operates at no cost to the students and the benefiting schools.

The benefitting schools of the Schools Support Programme in the South West are to be assisted with structures and facilities including science equipment, desks, and diesel generators.

UAC's Legacy Schools Support programme has recorded landmark successes with positive interventions in Legacy Schools in the South-West, North-West, South-South and South-East geo-political zones of the country.

Beneficiaries Of Goodness League

1	St. Finbarr's College, Akoka, Lagos	150 KVA Genset & Physics Lab Equipment
2	CMS Grammar School, Bariga, Lagos	Comprehensive renovation of abandoned Technical Block
3	Rumfa College, Kano	Science Equipment — Physics, Chemistry & Biology
4	Gov't sec School, Gwale, Kano	200 Three Seater Desks
5	Alhudahuda College, Zaria	Science Equipment - Physics, Chemistry & Biology
6	Gov't College, Kaduna	Science Equipment - Physics, Chemistry & Biology
7	Enitonna High School, Port Harcourt	Science Equipment - Physics, Chemistry & Biology
8	Holy Family College, Abak	Sets of Computers and UPS
9	Holy Trinity College, Mbiakong	Renovation of School Blocks
10	Hope Waddell Training Institution, Calabar	200 Three Seater Desks
11	Govt College, Gindiri, Plateau State	Science Equipment - Physics, Chemistry & Biology
12	Govt College, Keffi, Nassarawa State	200 Three Seater Desks
13	Mount St Gabriel's Sec. School, Makurdi	Science Equipment - Physics, Chemistry & Biology
14	Government College, Bida	Science Equipment - Physics, Chemistry & Biology
15	College of the Immaculate Conception, Enugu	Science Equipment - Physics, Chemistry & Biology
16	Methodist College, Uzuakoli	Science Equipment - Physics, Chemistry & Biology
17	Christ the King College, Onitsha	Science Equipment - Physics, Chemistry & Biology
18	Dennis Memorial Grammar School, Onitsha	Science Equipment - Physics, Chemistry & Biology
19	Bishop Shanahan Sec. School, Orlu	Science Equipment - Physics, Chemistry & Biology



Dulux
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Financial Statements

Index to the Consolidated Financial Statement

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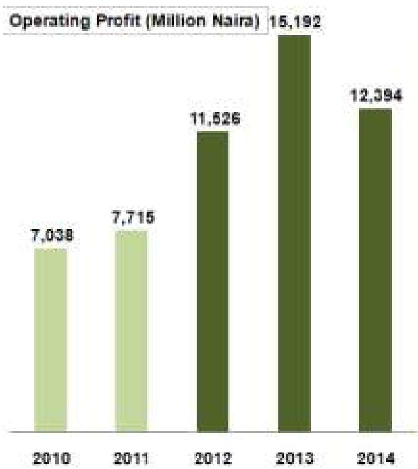
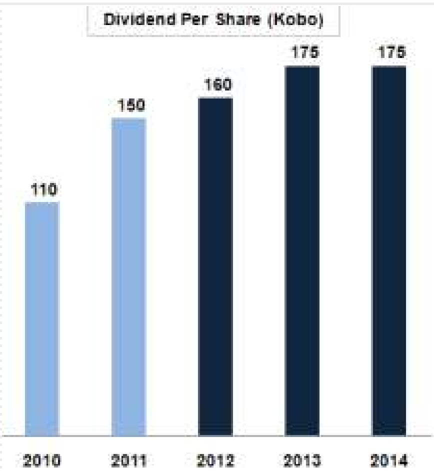
Salient Performance Graphs





Independent Auditors Report

pwc

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

Report on the financial statements

We have audited the accompanying financial statements of UAC of Nigeria Plc. (the company) and its subsidiaries (together, the group). These financial statements comprise the statement of financial position as at 31 December 2014 and the statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Director's responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an 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 auditor's 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 entity'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 31 December 2014 and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the companies and Allied Matters Act and the Financial Reporting Council of Nigeria 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) the company has kept proper books of account , so far as appears from our examination of those books and returns adequate for our audit have been received from branches not visited by us;

iii) the company's statements of financial position and comprehensive income are in agreement with the books of account.

For: PricewaterhouseCoopers
Chartered Accountants
Engagement Partner: Osere Alakhume
FRC/2013/ICAN/000000064

31 March 2015

Lagos, Nigeria.

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

In compliance with Section 359 sub-section 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 31st December, 2014 and report as follows:

(a) The accounting and reporting policies of the Group and the Company are consistent with legal requirements and agreed ethical practices.

(b) The scope and planning of the external audit are, in our opinion adequate.

(c) The internal audit and internal control systems are adequate.

(d) The External Auditors' Management Controls Report was satisfactorily dealt with by the Management.

MR: OLABISI FAYOMBO
CHAIRMAN OF THE COMMITTEE

Dated 23rd day of March, 2015

MEMBERS OF THE COMMITTEE

Mr. Olabisi Fayombo	Chairman
Mr. Matthew Akinlade	Member
Mr. Nwosu Nnabike	Member
Mr. Abdul Bello	Member
Mrs. Awuneba Ajumogobia	Member
Mr. Babatunde Kasali	Member

SECRETARY
GODWIN A SAMUEL, Esq.,

Members of Audit Committee
From left to right: Mr. Olabisi Fayombo, Mr. Abdul Bello, Mrs. Awuneba Ajumogobia, Mr. Matthew Akinlade, Mr. Nwosu Nnabike, Mr. Babs Kasali

Consolidated Statements of Comprehensive Income

for the Year Ended 31st December, 2014

	Notes	The Group 31-Dec-14 ₦'000	The Group 31-Dec-13 ₦'000	The Company 31-Dec-14 ₦'000	The Company 31-Dec-13 ₦'000
Continuing operations					
Revenue	5	85,654,346	78,714,437	928,853	1,094,655
Cost of sales		(66,471,835)	(59,878,338)	-	-
Gross profit		19,182,511	18,836,099	928,853	1,094,655
Dividends received		-	-	3,534,170	3,443,233
Selling and distribution expenses	7	(2,718,825)	(1,847,766)	-	-
Administrative expenses	7	(7,460,756)	(7,465,441)	(1,463,918)	(1,667,453)
Other gains/(losses)	6	3,390,819	5,669,036	957,083	4,075,481
Operating profit		12,393,749	15,191,928	3,956,190	6,945,917
Finance income	8	1,745,060	1,738,261	1,400,306	633,577
Finance cost	8	(3,020,835)	(2,995,174)	(15,088)	(18,756)
Net finance (cost) / income		(1,275,775)	(1,256,913)	1,385,218	614,821
Share of profit of associates using equity method	16(l)	2,978,959	-	-	-
Profit before taxation		14,096,932	13,935,016	5,341,407	7,560,738
Taxation	9	(3,370,163)	(4,061,530)	(1,028,043)	(1,039,991)
Profit from continuing operations		10,726,769	9,873,486	4,313,364	6,520,747
Discontinued operations					
Profit or (loss) from discontinued operations attributable to equity holders of the company	30	214,034	(46,130)	-	-
Profit for the year		**10,940,804**	**9,827,356**	**4,313,364**	**6,520,747**
Other comprehensive income:					
Items that may be subsequently reclassified to profit or loss					
Net changes in fair value of available -for-sale financial assets	15(l)	(6,652)	-	-	-
Tax on other comprehensive income		1,996	-	-	-
Other comprehensive income for the period net of taxation		(4,656)	-	-	-
Total comprehensive income for the period		10,936,147	9,827,356	4,313,364	6,520,747
Profit attributable to: Equity holders of the parent		6,532,277	5,581,607	4,313,364	6,520,747
Non controlling interests		4,408,526	4,245,749	-	-
Total comprehensive income attributable to:					
Equity holders of the parent		6,527,621	5,581,607	4,313,364	6,520,747
Non controlling interests		4,408,526	4,245,749	-	-
Earnings per share from continuing and discontinued operations attributable to owners of the parent during the year (expressed in Naira per share):					
Basic Earnings Per Share					
From continuing operations	11	329	293	225	339
From discontinued operations	11	11	(2)	-	-
From profit for the year		340	291	225	339
Diluted Earnings Per Share					
From continuing operations	11	329	293	225	339
From discontinued operations	11	11	(2)	-	-
From profit for the year		340	291	225	339

The notes on pages 68 to 137 are an integral part of these consolidated financial statements.

Consolidated Statements of Financial Position

for the Year Ended 31st December, 2014

	Note	The Group 31-Dec-14 ₦'000	The Group 31-Dec-13 ₦'000	The Company 31-Dec-14 ₦'000	The Company 31-Dec-13 ₦'000
Assets					
Non-current assets					
Property, plant and equipment	12	36,612,882	37,265,473	851,680	950,941
Intangible assets and goodwill	13	1,842,452	1,528,436	108,595	-
Investment property	14	19,924,421	18,402,465	3,198,600	2,889,858
Investments in associates and joint ventures	16	19,100,575	17,991,241	-	-
Available-for-sale financial assets	15(I)	12,312	18,964	1,001	1,001
Investments in subsidiaries	15	-	-	11,641,051	11,500,920
Prepayment	19	25,032	-	-	-
Deferred tax asset	24	202,610	204,185	-	-
		77,720,285	**75,410,763**	**15,800,927**	**15,342,720**
Current assets					
Inventories	17	27,766,675	26,616,898	3,423	18,211
Trade and other receivables	19	15,950,023	13,687,543	7,814,857	5,917,350
Cash and short-term deposits	20	7,956,717	8,893,801	2,855,113	3,804,144
		51,673,415	**49,198,242**	**10,673,393**	**9,739,705**
Assets of disposal group classified as held for sale/distribution to owners	30	966,961	1,997,017	-	-
Total assets		**130,360,660**	**126,606,022**	**26,474,320**	**25,082,425**
Liabilities					
Non-current liabilities					
Borrowings	21	7,737,406	5,909,680	-	-
Deferred tax liabilities	24	5,558,941	5,652,207	-	-
Deferred Income		214,085	-	-	-
Provisions	23	24,118	26,205	-	-
		13,534,551	**11,588,092**	**-**	**-**
Current liabilities					
Trade and other payables	22	14,788,514	17,303,645	1,040,996	1,818,670
Current income tax liabilities	9	4,477,945	2,774,382	2,057,834	1,054,122
Bank overdrafts and current portion of borrowings	21	20,557,739	20,285,954	-	-
Dividend payable		2,379,061	2,133,175	1,932,251	1,718,244
		42,203,259	**42,497,155**	**5,031,081**	**4,591,036**
Liabilities of disposal group classified as held for sale/distribution to owners	30	171,435	283,596	-	-
Total liabilities		**55,909,245**	**54,368,843**	**5,031,081**	**4,591,036**
Equity					
Ordinary share capital	25	960,432	960,432	960,432	960,432
Share premium		3,934,536	3,934,536	3,934,536	3,934,536
Contingency reserve		28,575	28,575	-	-
Retained earnings		40,041,786	37,974,039	16,548,272	15,596,421
Equity attributable to equity holders of the Company		44,965,329	42,897,582	21,443,239	20,491,388
Non controlling interests		29,486,086	29,339,596		-
Total equity		**74,451,415**	**72,237,178**	**21,443,239**	**20,491,388**
Total equity and liabilities		**130,360,660**	**126,606,021**	**26,474,320**	**25,082,425**

The financial statements and the notes on pages 68 to 137 were approved and authorised before issue by the board of directors on 25th March, 2015 and were signed on its behalf by:

Mr Larry E. Ettah GMD/CEO
FRC/2013/IODN/00000002692

Mr. Abdul A. Bello ED/CFO
FRC/2013/ICAN/0000000724

The notes on pages 68 to 137 are an integral part of these financial statements.

Consolidated Statements of Changes in Equity
for the Year Ended 31st December, 2014

	Notes	Share Capital ₦'000	Share Premium ₦'000	Contingency reserve ₦'000	Retained Earnings ₦'000	Total ₦'000	Non controlling Interest ₦'000	Total ₦'000
		The Group						
		Attributable to owners of the Company						
Balance at 1st January, 2013		**800,360**	**4,094,608**	**28,575**	**32,102,641**	**37,026,185**	**23,575,074**	**60,601,259**
Profit and loss		-	-	-	5,642,050	5,642,050	4,260,808	9,902,858
Transactions with Equity holders:						-		
Recognition of previously impaired intra-group receivables		-	-	-	797,100	797,100	-	797,100
Bonus Shares issued		160,072	(160,072)	-	-	-	-	-
Changes in equity due to sale of shares in MDS & UACR to NCI	31.3	-	-	-	2,031,905	2,031,905	2,319,294	4,351,199
Dividends	10	-	-	-	(2,561,152)	(2,561,152)	(2,941,945)	(5,503,097)
Transactions with NCI:								
NCI share of net assets of Livestock Feeds	33.1	-	-	-	-	-	761,554	761,554
NCI share of net assets of Portland Paints	33.1	-	-	-	-	-	408,946	408,946
Balance at 31 December 2013 as previously reported		**960,432**	**3,934,536**	**28,575**	**38,012,544**	**42,936,088**	**28,383,731**	**71,319,818**
Adjustment to NCI share of net assets of Livestock Feeds	33.1	-	-	-	-	-	704,900	704,900
Adjustment to NCI share of net assets of Portland Paints	33.1	-	-	-	-	-	395,961	395,961
Prior year adjustment - Portland Paints		-	-	-	-	-	(108,000)	(108,000)
Adjustment for Depreciation due to Fair valuation- Livestock Feeds & Portland Paints		-	-	-	(38,506)	(38,506)	(36,996)	(75,502)
Balance at 31 December 2013 as restated		**960,432**	**3,934,536**	**28,575**	**37,974,039**	**42,897,582**	**29,339,596**	**72,237,178**
Balance at 1st January, 2014		960,432	3,934,536	28,575	37,974,039	42,897,582	29,339,596	72,237,178
Transfer to contigency reserve		-	-	-	-	-	-	-
Profit and loss		-	-	-	6,527,621	6,527,621	4,408,526	10,936,147
Other comprehensive income								
Net changes in fair value of available-for-sale financial assets	15(l)	-	-	-	(4,656)	(4,656)	-	(4,656)
Transactions with Equity holders								
Recognition of previously impaired intra-group receivables		-	-	-	(787,100)	(787,100)	-	(787,100)
Dividends	10	-	-	-	(3,361,512)	(3,361,512)	(3,148,811)	(6,510,323)
Transactions with NCI								
Changes in opening balances of retained earnings of subsidiaries		-	-	-	(557,625)	(557,625)	(626,316)	(1,183,941)
Change in NCI share of net assets of Portland Paints due to sale of shares to UACN		-	-	-	251,020	251,020	(486,910)	(235,890)
Balance at 31st December, 2014		**960,432**	**3,934,536**	**28,575**	**40,041,786**	**44,965,329**	**29,486,086**	**74,451,415**

Consolidated Statements of Changes in Equity
for the Year Ended 31st December, 2014

	Notes	The Company Attributable to owners of the Company			
		Share Capital ₦'000	Share Premium ₦'000	Retained Earnings ₦'000	TOTAL ₦'000
Balance at 1st January, 2013		800,360	4,094,608	11,636,826	16,531,794
Transfer to contigency reserve		-	-		
Profit and loss		-	-	6,520,747	6,520,747
Transactions with Equity holders					
Bonus Shares issued		160,072	(160,072)	-	-
Dividends paid	10	-	-	(2,561,152)	(2,561,152)
Balance at 31st December, 2013 as restated		**960,432**	**3,934,536**	**15,596,421**	**20,491,389**
Balance at 1 January 2014		960,432	3,934,536	15,596,421	20,491,389
Profit and loss		-	-	4,313,364	4,313,364
Transactions with Equity holders					
Dividends	10	-	-	(3,361,512)	(3,361,512)
Balance at 31st December, 2014		**960,432**	**3,934,536**	**16,548,273**	**21,443,240**

The notes on pages 68 to 137 are an integral part of these financial statements.

Consolidated Statement of Cash Flow
for the Year Ended 31st December, 2014

	Notes	The Group		The Company	
		31-Dec-14	31-Dec-13	31-Dec-14	31-Dec-13
		₦'000	₦'000	₦'000	₦'000
Cash flows from operating activities					
Cash generated from/(used in) operations	26	8,132,703	14,622,744	(2,917,650)	(6,083,890)
Corporate tax paid		(1,831,318)	(3,446,181)	(2,074)	(274,408)
VAT paid		(940,850)	(1,051,196)	(27,011)	(53,486)
Interest & other finance charges paid		(3,020,835)	(2,995,174)	(15,088)	(18,756)
Net cash flow generated from/ (used in) operating activities		**2,339,700**	**7,130,194**	**(2,961,823)**	**(6,430,539)**
Cash flows from investing activities					
Interest received		1,745,060	1,738,261	1,400,306	633,577
Dividend received		-	-	3,534,170	3,443,233
Purchase of Intangible assets		(278,487)	(229,522)	(600)	-
Purchase of property, plant and equipment		(3,028,604)	(8,347,963)	(127,043)	(83,085)
Proceeds from sale of property, plant and equipment		145,779	147,356	3,496	6,266
Purchase of investment properties		(78,017)	(2,775,224)	(650)	-
Proceeds from sale of investment properties		1,589,657	1,870,695	399,500	210,772
Proceeds from investment in REIT		929,700	1,979,580	-	-
Recovery of previously impaired loan		29,831	278,476	29,831	278,476
Guaranty fees received		-	-	56,184	115,000
Payment for shares acquired-Portland Paints Plc		(235,891)	(923,534)	(235,891)	(1,827,534)
Proceeds from disposal of shares - GMNL (2013: MDS, UACR & Registrars)		315,000	4,201,227	315,000	4,201,227
Net cash generated from / (used in) investing activities		**1,134,027**	**(2,060,647)**	**5,374,303**	**6,977,933**
Cash flows from financing activities					
Dividends paid to non controlling interests		(3,148,811)	(2,941,945)	-	-
Dividends paid to Company shareholders		(3,361,512)	(2,561,152)	(3,361,512)	(2,561,152)
Loan additions / (Repayment)		1,827,727	(9,109,062)	-	-
Increase in commercial papers		3,070,367	9,123,057	-	-
Net cash flow used in financing activities		**(1,612,230)**	**(5,489,102)**	**(3,361,512)**	**(2,561,152)**
Net (decrease)/increase in cash & cash equivalents		1,861,498	(419,556)	(949,032)	(2,013,758)
Cash & cash equivalents at the beginning of the year		3,970,904	4,390,460	3,804,144	5,817,902
Cash & cash equivalents at the end of the year	**20**	**5,832,402**	**3,970,904**	**2,855,113**	**3,804,144**

Notes to the Consolidated Financial Statements

1. General information

UAC of Nigeria Plc ('the Company') and its subsidiaries (together 'the Group') is a company incorporated in Nigeria. The Group is a diversified business with activities in the following principal sectors: Foods & Beverages, Logistics, Real Estate and Paints. The address of the registered office is 1-5, Odunlami Street, Marina, Lagos.

The Company is a public limited company, which is listed on the Nigerian Stock Exchange, domiciled in Nigeria.

2. Summary of significant accounting policies

2.1 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS). The financial statements have been prepared on a historical cost basis except for investment properties and available for sale financial instruments which are carried at fair value.

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

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

2.1.2Changes in accounting policy and disclosures

(a) New and amended standards adopted by the group

The group has adopted the following IFRS and interpretations that have been issued and effective from 1 January, 2014. These are as follows:

I) Amendments to IFRS 10, IFRS 12 and IAS 27: Investment Entities. The amendment provides an exception to the consolidation requirement for entities that meet the definition of an investment entity. The IASB uses the term 'Investment Entity' to refer to an entity whose business purpose is to invest funds solely for returns from capital appreciation, investment income or both. An investment entity must also evaluate the performance of its investments on a fair value basis. Such entities could include; private equity organisations, venture capital organisations, pension funds, sovereign wealth funds and other investment funds. The amendment is effective for financial periods beginning on or after 1 January 2014. The amendment did not have a significant effect on the group financial statements."

ii) IAS 32 Financial Instrument: Presentation.The amendment clarifies the meaning of the entity currently having a legally enforceable right to set off financial assets and financial liabilities as well as the application of IAS 32 offsetting criteria to settlement systems. The amendment is effective for financial periods beginning on or after 1 January 2014. The amendment did not have a significant effect on the group financial statements.

iii) Amendments to IAS 36, Impairment of assets on the recoverable amount disclosure for non-financial assets.

This amendment removed certain disclosures of the recoverable amount to CGUs which had been included in IAS 36 by the issue of IFRS 13

iv) Amendments to IAS 39, Financial Instruments Recognition and measurement on the novation of derivatives and the continuation of hedge accounting. This amendment considers legislative changes to over-the-counter derivatives and the establishment of central counterparties. Under IAS 39, novation of derivatives to central counterparties would result in discontinuance of hedge accounting. The amendment provides relief from discontinuing hedge accounting when novation of a hedging instrument meets specified criteria. The amendment did not have any significant effect on the group financial statements."

v) IFRIC 21 Levies The interpretation clarifies that a levy imposed by a government, both for levies that are accounted for in accordance with IAS 37 and those where the timing and amount of the levy is certain. The interpretation clarifies that an entity recognises a liability for a levy when the activity that triggers payment , as identified by relevant legislation occurs. It also clarifies that a levy liability is accrued progressively only if the activity that triggers payment occurs over a period of time, in accordance with the relevant legislation. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be recognised before the specified minimum threshold is reached. The amendment is effective for financial periods beginning on or after 1 January 2014. The group is not currently subjected to significant levies so the impact on the group is not material.

(b) New standards , amendments and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January, 2014.

I) IFRS 9, "Financial instruments" addressed the classification, measurement and recognition of financial assets and liabilities. The complete version of IFRS 9 was issued in July, 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three measurement categories for financial assets: amortized cost, fair value through OCI and fair value through P&L. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. Investment in equity instrument are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in OCI not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. IFRS 9 relaxes the requirement for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instruments and for the hedged ratio to be the same as the one management actually use for risk management purposes. Contemporaneous documentation is still required but is different to that currently prepared under IFRS 9. The standard is effective for accounting periods beginning on or after 1 January 2018. Early adoption is permitted. The group is yet to assess IFRS 9's full impact.

ii) IFRS 15, "Revenue from contracts with customers deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when a customer obtain the benefits from the goods or services. The standard replaces IAS 18 "Revenue" and

IAS 11 "Construction contracts" and related interpretations. The standard is effective for annual periods beginning on or after 1 January 2017 and earlier application is permitted. The group is assessing the impact of IFRS 15.

There are no other IFRSs or IFRIC interpretations that are yet effective that would be expected to have a material impact on the Group.

iii) Joint Arrangement

The group applies IFRS 11 to all joint arrangements, under IFRS 11 investments that are joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognized at cost and adjusted thereafter to recognize the group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the group's share of losses in a joint venture equals or exceeds its interests in the joint venture (which includes any long-term interest that form part of the group's net investment in the joint ventures); the group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealized gains on transactions between the group and its joint ventures are eliminated to the extent of the group's interest in the joint ventures. Unrealized losses are also eliminated unless the transaction provided evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the group.

2.2 Consolidation

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Investments in subsidiaries are carried at cost

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

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

(a) Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date, any gain on loss arising from such remeasurement are recognised or as a change to other comprehensive income through profit or loss."

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss. Goodwill is not amortised but tested on an annual basis for impairment. If Goodwill is assessed to be impaired, that impairment is not subsequently reversed.

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

(b) Changes in ownership interests in subsidiaries without loss of control

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

(c) Disposal of subsidiaries

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

(d) Associates and joint ventures

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The group's investment in associates includes goodwill identified on acquisition.

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

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

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

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

Dilution gains and losses arising in investments in associates are recognised in the income statement.

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Committee that makes strategic decisions.

2.4 Foreign currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuations where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the income statement within "Other (losses) / gains -net"

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit and loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets measured at fair value, such as equities classified as available for sale, are included in other comprehensive income.

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(a) assets and liabilities for each financial position presented are translated at the closing rate at the date of that financial position;

(b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions) and;

(c) all resulting exchange differences are recognised in other comprehensive income.

2.5 Property, plant and equipment

Land and buildings comprise mainly of factories and offices.

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses.

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

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

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

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

Free hold buildings	Up to 99 years
Lease hold buildings	Lease terms vary from 5 to 25 years
Heavy industrial plants	5 to 10 years
Furniture and office Equipments	3 to 5 years
Light industrial plants	2 to 5 years
Heavy vehicles	7 to 10 years
Light vehicles	4 to 6 years
Computer equipments	3 to 5 years

The assets' residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting date.

Where an indication of impairment exists, an asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (refer to Impairment Note 2.8 for further detail).

The gain or loss arising on the disposal of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised within "Other (losses) / gains" in the income statement.

2.6 Intangible assets

(a) Goodwill

Goodwill arises on the acquisition of subsidiaries, associates and joint ventures and represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired. If the total consideration transferred, non-controlling interest recognized and previously held interest measured at fair value is less than the fair value of the assets of the subsidiary acquired, in the case of a bargain purchase the difference is recognized directly in the income statement.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Cash Generating Units (CGUs), or groups of CGUs, that are expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level. Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the cost containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognized immediately as an expense and is not subsequently reversed.

(b) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of an intangible asset acquired in a business combination is the fair value at the date of acquisition. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Unless internally generated costs meet the criteria for development costs eligible for capitalisation in terms of IAS 38 (refer to accounting policy on Computer Software below), all internally generated intangible assets are expensed as incurred.

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

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

(c) Computer software

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

2.7 Investment properties

Properties that are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the entities in the consolidated group, are classified as investment properties. Investment properties comprise mainly of commercial projects constructed and acquired with the aim of leasing out to tenants.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

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

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

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

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

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

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

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

If an item of owner-occupied property becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is treated in the same way as a revaluation under IAS 16. Any resulting increase in the carrying amount of the property is recognised in profit or loss to the extent that it reverses a previous impairment loss, with any remaining increase recognised in other comprehensive income and increase directly to equity in revaluation surplus within equity. Any resulting decrease in the carrying amount of the property is initially charged in other comprehensive income against any previously recognised revaluation surplus, with any remaining decrease charged to profit or loss.

2.8 Impairment of non-financial assets

Assets that have an indefinite useful life -for example, goodwill or intangible assets not ready for use- are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.9 Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs of disposal.

2.10Financial assets

2.10.1 Classification

The group classifies its financial assets in the following categories: loans and receivables and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) Loans and receivables

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

(b) Available - for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period. These include investments in shares.

2.10.2 Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade-date — the date on which the group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs, except for instruments carried at fair value through profit or loss which are recognised at fair value with transactions costs being expensed to profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in profit or lass as 'gains and losses from investment securities'.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the income statement as part of other income. Dividends on available-for sale equity instruments are recognised in the income statement as part of other income when the group's right to receive payments is established.

2.11 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.12 Impairment of financial assets

(a) Assets carried at amortised cost

The group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the receivables or a group of receivables are experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisations and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

In the case of trade receivables, allowance for impairment is made where there is evidence of a risk of non-payment taking into account ageing, previous experience and economic conditions.

For loans and other receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If an asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

(b) Assets classified as available for sale

The group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets are impaired. In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss- measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the consolidated income statement is removed from equity and recognised in the consolidated income statement. Impairment losses recognised in the income statement on equity instruments are not reversed through profit or loss. If in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in the income statement, the impairment loss is reversed through profit or loss.

2.13 Inventories

Inventories are stated at the lower of cost and estimated net realisable value. Cost comprises direct materials and where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average cost method.Net realisable value represents the estimated selling price in the ordinary course of business less all estimated costs of completion and costs to be incurred in marketing, selling and distribution."

2.14Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less allowance for impairment. Impairment is performed in accordance with the policy on impairment of financial assets 2.12(a). If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

2.15 Cash, cash equivalents and bank overdrafts

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less and bank overdrafts. In the consolidated balance sheet , bank overdrafts are shown with borrowings in current liabilities.

2.16 Borrowings

Interest-bearing bank loans and overdrafts are recorded at fair value, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accrual basis through profit or loss using the effective interest method and are added to the carrying amount of the instrument to the extent they are not settled in the period in which they arise.

2.17 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

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

2.18 Borrowing costs

General and specific 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 get ready 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 borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

2.19 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation and the amount has been reliably estimated. Provisions for restructuring costs are recognised when the Group has a detailed formal plan for the restructuring that has been communicated to affected parties. Provisions are not recognised for future operating losses.

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

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

2.20 Share capital

Ordinary shares are classified as equity.

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

2.21 Current and deferred income tax

The tax for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is recognised in other comprehensive income or directly in equity, respectively.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax liabilities on a net basis.

2.22 Employee benefits

(a) Defined Contribution schemes

The group has two defined contribution plans for its employees; i) A statutory pension scheme andii) A gratuity scheme A defined contribution plan is a pension plan under which the group pays fixed contributions into a separate entity.

The group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

(i) Pension Scheme

"The Pensions Reform Act of 2014 requires all companies to pay a minimum of 10% of basic salary (including housing and transport allowances) to a pension fund on behalf of all full time employees to a pension fund administrator. The contributions are recognised as employee benefit expenses when they are due. The group has no further payment obligation once the contributions have been paid. "

(ii) Gratuity Scheme

Under the gratuity scheme, the group contributes on an annual basis a fixed percentage of the employees salary to a fund managed by a fund administrator. The funds are invested on behalf of the employees and they will receive a payout based on the return of the fund upon retirement.

(b) Profit-sharing and bonus plans

All full time staff are eligible to participate in the profit-sharing scheme. The group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the company's shareholders after certain adjustments. The group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.23 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, rebates and sales related taxes and income from the provision of technical services, agreements and internal revenue which is eliminated on consolidation. Revenue is recognised when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the entity.

Group

(a) Sale of real estate

The group assesses whether the buyer is able to specify the major structural elements of the design of the real estate before construction begins and/or specify major structural changes once construction is in progress for each of its contracts to assess whether to treat these as the sale of goods or construction contracts.At this stage all contracts are treated as sale of goods.Revenue is recognised when significant risks and rewards have passed to the buyer, typically this is evidenced when the buyer is granted access to the properties. The granting of the legal title is an administrative matter that can have significant delays.

(b) Rental income

Revenue includes rental income and service charges and management charges from properties.

Rental income from operating leases is recognised on a straight-line basis over the lease term. When the Group provides incentives to its tenants, the cost of incentives is recognised over the lease term, on a straight-line basis, as a reduction of rental income.

(c) Food and beverages

Revenue arising from the sale of food and beverages represents sales of food items, livestock feeds, bottled water, fruit juices, ice-cream and Quick Service Restaurants.

Revenue for the sale of food and beverages is recognised when the risks and rewards associated with ownership are transferred to the buyer. Due to the short term nature of these transactions no significant judgements are required.

Franchise fees are recognised when services or conditions relating to the sale have been substantially performed or satisfied by the Franchisee.

(e) Paint

Revenue for the sale of paints and other decoratives is recognised when the risks and rewards associated with ownership are transferred to the buyer. Due to the short term nature of these transactions no significant judgements are required.

(f) Logistics

Revenue is recognised as the service is provided.

When the outcome of the transaction involving the rendering of services cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

Company

(g) Management fees

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

(h) Dividend income

Dividend income is recognised once the right to receive payment has been established.

2.24 Leases

(a) The group company is a lessee:

(i) Operating lease

Leases in which a significant portion of the risks and rewards of ownership are retained by another party, the lessor, are classified as operating leases. Payments, including prepayments, made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease. When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

(ii) Finance lease

"Leases of assets where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are recognised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum 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 current and non current borrowings. The interest element of the finance cost is treated as borrowing costs and expensed/capitalised over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Investment properties recognised under finance leases are carried at their fair value.

(b) The group company is a lessor

(i) Operating lease

Refer to revenue recognition policy (2.23b). Assets leased out under an operating lease are treated as investment properties or PPE (See note 2.7)

2.25 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders. In respect of interim dividends these are recognised once paid.

2.26 Government Grant

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

Where a government grant is related to income, it is classified under the heading 'other gains' in the statement of comprehensive income. Where the grant is related to expenses, it is recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate.

For government loans obtained at below market rates of interest and treated as government grants, the loan is recognised and measured in line with IFRS 9 and any resulting difference between the measurement of the grant and the actual proceeds received is capitalised as deferred income. Where the grant is intended to assist in the acquisition of an asset, the deferred income is recognised in profit or loss on a systematic basis over the useful life of the asset.

Grants related to non-monetary assets are stated at fair value.

3. Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the group's financial performance.

Risk management functions are carried out by the individual business units.

(a) Market risk

(i) Foreign exchange risk

The Group is exposed to foreign exchange risks arising from various currency exposures, primarily with respect to the US dollar as a result of importing key materials. Foreign exchange risk arises from future commercial transactions. There are limited exposures to recognised assets and liabilities and net investments in foreign operations.

The Group does not make use of derivatives to hedge its exposures. Letters of credit are issued by the business units to the foreign suppliers for the direct purchase of materials. Other materials are purchased through local importers in Naira."

The Group's concentration of foreign exchange risk is as follows:

			GROUP 31-Dec-14		
	Naira	**USD**	**GBP**	**Others**	**Total**
	₦'000	**$'000**	**$'000**	**₦'000**	**₦'000**
Financial assets					
Available for sale investments	12,312	-	-	-	12,312
Trade and other receivables	13,087,849	-	-	-	13,087,849
Cash and short-term deposits	7,853,509	102,742	-	466	7,956,717
	20,953,671	**102,742**	**-**	**466**	**21,056,878**
Financial liabilities					
Long term borrowings	7,737,406	-	-	-	7,737,406
Commercial papers	18,433,424	-	-	-	18,433,424
Trade and other payables	13,517,694	-	-	-	13,517,694
Bank overdrafts	2,124,314	-	-	-	2,124,314
	41,812,839	**-**	**-**	**-**	**41,812,839**

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	Naira	USD	GBP	Others	Total
			Group 31-Dec-13		
	₦'000	$'000	$'000	₦'000	₦'000
Financial assets					
Available for sale investments	18,964	-	-	-	18,964
Trade and other receivables	12,171,393	9,958	-	-	12,181,351
Cash and short-term deposits	8,873,496	15,461	1,866	2,978	8,893,801
	21,063,854	**25,418**	**1,866**	**2,978**	**21,094,116**
Financial liabilities					
Long term borrowings	5,909,680	-	-	-	5,909,680
Commercial papers	15,363,057	-	-	-	15,363,057
Trade and other payables	16,173,192	-	-	-	16,173,192
Bank overdrafts	4,922,896	-	-	-	4,922,896
	42,368,825	**-**	**-**	**-**	**42,368,825**

	GROUP 31-Dec-14	GROUP 31-Dec-13
	₦'000	₦'000
The total impact on profit if Naira was to decrease by 5% across currencies would be as follows:	6,979	1,695

Management considers a 20% shift in foreign currency exchange rate is appropriate to determine the sensitivity of Foreign currency denominated financial assets and liabilities vis a vis the Naira.

	Naira	USD	GBP	Others	Total
			Company 31-Dec-14		
	₦'000	$'000	₦'000	₦'000	₦'000
Financial assets					
Available for sale investments	1,001	-	-	-	1,001
Trade and other receivables	7,752,146	-	-	-	7,752,146
Cash and short-term deposits	2,834,421	18,302	2,390	-	2,855,113
	10,587,568	**18,302**	**2,390**	**-**	**10,608,260**
Financial liabilities					
Trade and other payables	1,040,996	-	-	-	1,040,996
	1,040,996	**-**	**-**	**-**	**1,040,996**

	Company 31-Dec-13				
	Naira	**USD**	**GBP**	**Other**	**Total**
	₦'000	**$'000**	**₦'000**	**₦'000**	**₦'000**
Financial assets					
Available for sale investments	1,001	-	-	-	1,001
Trade and other receivables	5,729,383	-	-	-	5,729,383
Cash and short-term deposits	3,794,323	8,004	1,801	17	3,804,144
	9,524,707	**8,004**	**1,801**	**17**	**9,534,528**
Financial liabilities					
Trade and other payables	1,818,670	-	-	-	1,818,670
	1,818,670	**-**	**-**	**-**	**1,818,670**

	Company	
	31-Dec-14	**31-Dec-13**
	₦'000	**₦'000**
The total impact on profit if Naira was to decrease by 5% across currencies would be as follows:	2,644	(515)

(ii) Price risk

The Group is exposed to equity securities price risk because of investments held by the group and classified on the consolidated balance sheet either as available-for-sale or at fair value through profit or loss, these exposures are limited and the group has sold all of the fair value through profit or loss investments by 31 December 2014. The Group is exposed to the commodity price risk of grains (maize, soya beans and wheat) due to seasonal trends and the availability of harvest produce. The Group does not hedge this risk and no commodity exchange exists within Nigeria. There are operational controls in place to monitor qualities and to ensure that sufficient quantities are produced and stored in silos and warehouses in the harvest seasons for the gradual milling during the year.In case of local crop failure resulting in shortages, imports action are undertaken.Sensitivity to price is immaterial.

(iii) Cash flow and fair value interest rate risk

The group's interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the group to cash flow interest rate risk which is partially offset by cash held at variable rates. Borrowings issued at fixed rates expose the group to fair value interest rate risk. The individual boards of each business unit within the group set their own borrowing limits under Group guidance. No formal Group limit policy exists at this stage.

Group treasury monitors interest rate and borrowing exposures and weighted averages for the entire group on a monthly basis. This is analysed and reviewed by the board on a quarterly basis.

The Group's interest rate risk concentration is as follows:

		31-Dec-14		
	Weighted average Interest rate	Interest bearing		Non-interest bearing
		Variable rate	Fixed rate	
Group	**%**	**₦'000**	**₦'000**	**₦'000**
Financial assets				
Available for sale investments		-	-	12,312
Trade and other receivables		-	-	13,087,849
Cash and bank balances		-	-	568,000
Short-term deposits	13.4	-	7,388,717	
		-	**7,388,717**	**13,668,162**
Financial liabilities				
Long term borrowings	11	-	26,170,830	-
Trade and other payables		-	-	13,517,694
Bank overdrafts	15.5	2,124,314	-	-
		2,124,314	**26,170,830**	**13,517,694**

		31-Dec-13		
	Weighted average Interest rate	Interest bearing		Non-interest bearing
		Variable rate	Fixed rate	
Group	**%**	**₦'000**	**₦'000**	**₦'000**
Financial assets				
Available for sale investments		-	-	18,964
Trade and other receivables		-	-	12,181,351
Cash and bank balances		-	-	597,000
Short-term deposits	13.1	-	8,296,801	-
		-	**8,296,801**	**12,797,315**
Financial liabilities				
Borrowings	12.3	-	21,272,737	-
Trade and other payables		-	-	16,173,192
Bank overdrafts	14.9	4,922,896	-	
		4,922,896	**21,272,737**	**16,173,192**

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	Weighted average Interest rate	31-Dec-14 Interest bearing Variable rate	Fixed rate	Non-interest bearing
Company	**%**	**₦'000**	**₦'000**	**₦'000**
Financial assets				
Available for sale investments		-	-	1,001
Trade and other receivables		-	-	7,752,146
Cash and bank balances		-	-	15,301
Short-term deposits	13.7	-	2,839,812	-
		-	**2,839,812**	**7,768,448**
Financial liabilities				
Trade and other payables		-	-	1,040,996
		-	**-**	**1,040,996**

	Weighted average Interest rate	31-Dec-13 Interest bearing Variable rate	Fixed rate	Non-interest bearing
Company	**%**	**₦'000**	**₦'000**	**₦'000**
Financial assets				
Available for sale investments		-	-	1,001
Trade and other receivables		-	-	5,729,383
Cash and bank balances		-	-	53,198
Short-term deposits	13.1	-	3,750,946	-
		-	**3,750,946**	**5,783,582**
Financial liabilities				
Trade and other payables		-	-	1,818,670
		-	**-**	**1,818,670**

	31 Dec 14	31 Dec 13
Group		
A 3% increase in interest rates would have the following impact on profit and equity.	(63,729)	(147,687)
Company	**31 Dec 14**	**31 Dec 13**
A 3% increase in interest rates would have the following impact on profit and equity.	-	-

Management considers that a 3% shift in interest rate is reasonable as the interest rate has fluctuated by a maximum of 3% in 2014.

(b) Credit risk

"Credit risk is monitored on a Group basis, however it is managed on a business unit level. Each entity is responsible for managing and analysing the credit risk for each of their new clients before standard payment and delivery terms and conditions are offered. Credit risk arises from cash and cash equivalents, accounts receivable and deposits with banks and financial institutions. "

For banks and financial institutions, the Group utilises institutions that have manageable reputational risk but do not strictly monitor their formal ratings. In addition the group monitors its exposures with individual institutions and has internal limits to control maximum exposures. The Group does not maintain a minimum threshold for its investments based on credit rating. When considering investments the group compares the risk exposure to the returns provided by the institution.

"Credit terms are set with customers based on past experiences, payment history and reputation of the customers.Credit terms for manufacturing business units are short term, typically 30 days, for service driven units these range from 30 - 60 days.Rental businesses collect amounts in advance to limit exposures."

Concentration of credit risk

	Group 31-Dec-14			
	Total gross amount	**Fully performing**	**Past due but not impaired**	**Impaired**
Trade receivables	5,722,055	1,144,411	2,460,484	2,117,161
Other receivables	2,977,885	2,977,885	-	-
Cash and bank balances	568,000	568,000	-	-
Short term deposits	7,388,717	7,388,717	-	-
	16,656,657	**12,079,013**	**2,460,484**	**2,117,161**

	Group 31- Dec-13			
	Total gross amount	**Fully performing**	**Past due but not impaired**	**Impaired**
Trade receivables	7,362,578	1,472,516	3,165,908	2,724,154
Other receivables	3,351,203	3,351,203	-	-
Cash and bank balances	597,000	597,000	-	-
Short term deposits	8,296,801	8,296,801	-	-
	19,607,582	**13,717,520**	**3,165,908**	**2,724,154**

Notes To The Consolidated Financial Statements
for the Year Ended 31st December, 2014

	Company 31st December, 2014			
	Total gross amount	Fully performing	Past due but not impaired	Impaired
Trade receivables	-	-	-	-
Receivables from Group companies	7,109,561	7,109,561	-	-
Other receivables	499,203	499,203	-	-
Cash and bank balances	15,301	15,301	-	-
Short term deposits	2,839,812	2,839,812	-	-
	10,463,877	**10,463,877**	**-**	**-**

	Company 31 December, 2013			
	Total gross amount	Fully performing	Past due but not impaired	Impaired
Trade receivables	33,277	-	-	33,277
Receivables from Group companies	3,926,011	3,926,011	-	-
Other receivables	1,702,032	1,702,032	-	-
Cash and bank balances	53,198	53,198	-	-
Short term deposits	3,750,946	3,750,946	-	-
	9,465,464	**9,432,187**	**-**	**33,277**

Details of the credit quality of performing assets are as follows:

	Group		Company	
	31-Dec-14	3- Dec- 13	31 Dec 14	31 Dec 13
Counter parties without external credit ratings				
Trade receivables				
Group 1	417,067	536,641	-	-
Group 2	195,204	251,169	-	-
Group 3	532,140	684,706	-	-
	1,144,411	**1,472,516**	**-**	**-**
Intergroup balances				
Group 1	-	-	-	-
Group 2	-	-	7,109,561	3,926,011
Group 3	-	-	-	-
	-	**-**	**7,109,561**	**3,926,011**
Cash and short term deposits				
Group 1	2,581,213	2,046,258	675,113	53,144
Group 2	-	-	-	-
Group 3	-	-	-	-
	2,581,213	**2,046,258**	**675,113**	**53,144**

Notes To The Consolidated Financial Statements
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The Group defines the ratings as follows:

Group 1 - These are balances with Blue Chip, Listed and other large entities with a low chance of default.Group 2 - These are balances with small - medium sized entities with no history of defaults

Group 3 - These are balances with small - medium sized entities with a history of defaults or late payments

	Group		Company	
Counterparties with external credit ratings	**31 Dec 14**	**31 Dec 13**	**31 Dec 14**	**31 Dec 13**
Cash and Short term deposits				
AAA	1,119,606	243,685	300,000	-
AA-	985,683	422,666	-	-
A+	1,138,234	1,551,425	400,000	1,221,000
AA	191,746	272,729	-	-
A	-	1,504,039	-	530,000
A-	560,412	800,000	550,000	800,000
BBB+	179,102	-	-	-
BBB	854,418	2,044,327	610,000	1,200,000
BBB-	345,893	8,671	320,000	-
B+	410	-		-
B	-	-	-	-
B-	-	-	-	-
CCC	-	-	-	-
	5,375,504	**6,847,543**	**2,180,000**	**3,751,000**

External ratings were based on ratings according to Fitch Rating and Agusto & Co.

The Directors have assessed that there are no increased risk to the group's cash and short term deposits with banks that are rated less than an A as they have done proper due dilgence on these institutions and continuously monitor their performance. Also deposit with banks are insured by the Nigerian Deposit Insurance Corporation.

Details of the past due but not impaired assets are as follows:

	Group		Company	
Trade receivables	**31 Dec 14**	**31 Dec 13**	**31 Dec 14**	**31 Dec 13**
Past due by 1-30 days	2,080,433	2,676,896	-	-
Past due by 31-60 days	380,051	489,012	-	-
	2,460,484	**3,165,908**	**-**	**-**

Details of the past due but not impaired assets are as follows:

	Group		Company	
Trade receivables	**31 Dec 14**	**31 Dec 13**	**31 Dec 14**	**31 Dec 13**
Past due by 1-30 days	2,080,433	2,676,896	-	-
Past due by 31-60 days	380,051	489,012	-	-
	2,460,484	**3,165,908**	**-**	**-**

Details of the impaired assets are as follows:	Group		Company	
Trade receivables	**31 Dec 14**	**31 Dec 13**	**31 Dec 14**	**31 Dec 13**
Past due by 1-60 days	-	-	-	-
Past due by 61-180 days	1,482,012	1,906,908	-	-
Past due > 180 days	635,148	817,246	-	33,277
	2,117,161	**2,724,154**	**-**	**33,277**

Reconciliation of the provision for impairment:	Group		Company	
Trade receivables	**31 Dec 14**	**31 Dec 13**	**31 Dec 14**	**31 Dec 13**
At 1 January	810,891	1,517,367	-	46,840
Provision for receivables impairment	870,000	(706,476)	-	(46,840)
At 31 December	**1,680,892**	**810,891**	**-**	**-**

(c) Liquidity risk

"Cash flow forecasting is performed in the operating entities of the Group and aggregated by group finance. Group finance monitors rolling forecasts of the group's liquidity requirements to ensure it has sufficient cash to meet operational needs. The group also ensures that at all times the group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities. The group is finalising new policies on cash reserves and liquidity."

Surplus cash is managed individually by the business units and monitored by the Group.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Group			
At 31st December, 2014	**Less than 3 months**	**Between 3 months and 1 year**	**Between 1 and 5 years**	**Over 5 years**
Borrowings (excluding finance lease liabilities)	-	18,433,424	7,737,406	-
Trade and other payables	13,517,694	-	-	-
Bank overdrafts	-	2,124,314	-	-
	13,517,694	**20,557,739**	**7,737,406**	**-**

	Group			
At 31st December, 2013	**Less than 3 months**	**Between 3 months and 1 year**	**Between 1 and 5 years**	**Over 5 years**
Borrowings (excluding finance lease liabilities)	-	15,363,057	5,909,680	-
Trade and other payables	16,173,192	-	-	-
Bank overdrafts	-	4,922,896	-	-
	16,173,192	**20,285,954**	**5,909,680**	**-**

	Company			
At 31st December, 2014	**Less than 3 months**	**Between 3 months and 1 year**	**Between 1 and 5 years**	**Over 5 years**
Borrowings (excluding finance lease liabilities)	-	-	-	-
Finance lease liabilities	-	-	-	-
Trade and other payables	1,040,996	-	-	-
Bank overdrafts	-	-	-	-
	1,040,996	**-**	**-**	**-**

	Company			
At 31st December, 2013	**Less than 3 months**	**Between 3 months and 1 year**	**Between 1 and 5 years**	**Over 5 years**
Borrowings (excluding finance lease liabilities)	-	-	-	-
Finance lease liabilities	-	-	-	-
Liabilities associated with non-current assets held for sale	-	-	-	-
Trade and other payables	1,818,670	-	-	-
	1,818,670	**-**	**-**	**-**

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3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

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

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as interest bearing debt capital divided by total equity. Interest bearing debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the consolidated balance sheet). Total equity is calculated as 'equity' as shown in the consolidated balance sheet including non controlling interest. The Group has a debt/equity threshhold of 0.6 times.

	2014	**2013**
Interest bearing debt	28,295,145	26,195,633
Total equity	74,451,415	72,237,178
Total capital	**102,746,560**	**98,432,811**
Gearing ratio	0.38	0.36

3.3 Fair value estimation

The following table presents the Group's financial assets and liabilities that are not measured at fair value:

	Group			
	31 Dec 14		**31 Dec 13**	
	Carrying value	**Fair value**	**Carrying value**	**Fair value**
Assets				
Available-for-sale financial assets carried at cost less impairment	12,312	12,312	18,964	18,964
Trade receivables	4,041,164	4,041,164	6,551,686	6,551,686
Receivables from Group companies	-	-	-	-
Cash and short-term deposits	7,956,717	7,956,717	8,893,801	8,893,801
	12,010,193	**12,010,193**	**15,464,452**	**15,464,452**
Liabilities				
Borrowings	7,737,406	7,820,405	5,909,680	6,017,677
Bank overdrafts and current portion of borrowings	20,557,739	20,557,739	20,285,954	20,285,954
Trade payables	5,844,002	5,844,002	5,924,080	5,924,080
	34,139,146	**34,222,145**	**32,119,713**	**32,227,710**

The fair values of these financial assets and liabilities were obtained using level 3.

	Company			
	31-Dec-14		31-Dec-13	
	Carrying value	Fair value	Carrying value	Fair value
Assets				
Available-for-sale financial assets carried at cost less impairment	1,001	1,001	1,001	1,001
Trade receivables	-	-	33,277	33,277
Receivables from Group companies	7,109,561	7,109,561	3,926,011	3,926,011
Cash and short-term deposits	2,855,113	2,855,113	3,804,144	3,804,144
	9,965,675	**9,965,675**	**7,764,432**	**7,764,432**
Liabilities				
Borrowings	-	-	-	-
Bank overdrafts and current portion of borrowings	-	-	-	-
Trade payables	92,759	92,759	188,381	188,381
	92,759	**92,759**	**188,381**	**188,381**

3.4 Financial instruments by category

	Group			
	31-Dec-14			
	Fair value through profit or loss	Available for sale	Loans and receivables	Other financial liabilities
Financial assets				
Available for sale investments	-	12,312	-	-
Trade and other receivables	-	-	13,087,849	-
Cash and short-term deposits	-	-	7,956,717	-
	-	**12,312**	**21,044,566**	**-**
Financial liabilities				
Long term borrowings	-	-	-	7,737,406
Current portion of long term borrowings	-	-	-	18,433,424
Trade and other payables	-	-	-	13,517,694
Bank overdrafts	-	-	-	2,124,314
	-	**-**	**-**	**41,812,839**

	Group 31-Dec-13			
	Fair value through profit or loss	Available for sale	Loans and receivables	Other financial liabilities
Financial assets				
Available for sale investments	-	18,964	-	-
Trade and other receivables	-	-	12,181,351	-
Cash and short-term deposits	-	-	8,893,801	-
	-	**18,964**	**21,075,152**	**-**
Financial liabilities				
Long term borrowings	-	-	-	5,909,680
Current portion of long term borrowings	-	-	-	15,363,057
Trade and other payables	-	-	-	16,173,192
Bank overdrafts	-	-	-	4,922,896
	-	**-**	**-**	**42,368,825**

	Company			
	Fair value through profit or loss	Available for sale	Loans and receivables	Other financial liabilities
Financial assets				
Available for sale investments	1,001	-	-	-
Trade and other receivables	-	-	7,752,146	-
Cash and short-term deposits	-	-	2,855,113	-
	1,001	**-**	**10,607,259**	**-**
Financial liabilities				
Trade and other payables	-	-	-	-
	-	**-**	**1,040,996**	**-**

Company	31 Dec 2013			
	Fair value through profit or loss	Available for sale	Loans and receivables	Other financial liabilities
Financial assets				
Available for sale investments	-	1,001	-	-
Trade and other receivables	-	-	5,729,383	-
Cash and short-term deposits	-	-	3,804,144	-
	-	**1,001**	**9,533,527**	**-**
Financial liabilities				
Trade and other payables	-	-	-	-
	-	**-**	**-**	**1,818,670**

4. Significant Judgements and Estimates

4.1 Significant estimates and sources of estimation uncertainty

The group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Use of available information and the application of judgement are inherent in the formation of estimates. The estimates and assumptions that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

a) Investment Property

The Group uses a combined approach of valuing investment properties using professionally qualified experts. For breakdowns of the properties valued using each of this refer to Note 14.

Management makes use of a number of methods to assess the fair value of investment property: - Open market value - Direct market comparison approach - Current replacement cost approachFor purposes of the fair value recognised in the financial statements the open market method is adopted.

To obtain the open market value the following were considered: - A willing buyer - A willing seller - The property is freely exposed to the market - A reasonable period within which to negotiate sale, taking into account the nature of the property and state of the market - No account is to be taken of an additional bid by a special purchaser"

b) Estimates of useful lives and residual values

The estimates of useful lives and residual values of PPE impact the annual depreciation charge.The useful lives and residual values are based on management experience and the condition of the assets. Consideration is given to management's intended usage policy for the assets in the future and potential market prices of similar assets.

c) Impairment Testing

The recoverable amounts of cash-generating units and individual assets have been determined based on the higher of value in use less cost of disposal. These calculations require the use of estimates and assumptions. It is reasonably possible that the assumption may change which may then impact estimations and may require a material adjustment to the carrying value of intangible and tangible assets.

The group reviews and tests the carrying value of assets when events of changes in circumstances suggest that the carrying amount may not be recoverable. Assets are grouped at the lowest level for which identifiable cash flows are largely independent of cash flows of other assets and liabilities. If there are indications that impairment may have occured, estimates are prepared for expected future cash flows for each group of assets. Expected future cashflows used to determine the value-in-use of intangible and tangible assets are inherently uncertain and could materially change over time.

d) Provisions

Provisions were raised and mangement determined an estimated amount based on the information available

e) Fair Value Movements in Previously Held Interests

In certain situations where a subsidiary is acquired in stages, the fair value of the previously held interests (i.e all interests acquired prior to obtaining control) are fair-valued in line with the requirements of IFRS 3 and IFRS 13. The resulting gains or losses realised from such exercise is recognised in Profit or Loss

f) Taxation

Judgement is required in determining the provision for income taxes due to the complexity of legislation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

g) Property, plant and equipment

Management has made certain estimates with regards to the determination of estimated useful lives and residual values of items of property, plant and equipment as disclosed further in note 2.5

h) Allowances for doubtful debts

Past experience indicates a reduced prospect of collecting debts over the age of two months. Trade receivable balances older than two months are regularly assessed by management and provided for at their discretion

4.2 Significant judgements

a) Consolidation of UAC Property Development Company PLC (UPDC)

"Although the Group only has a 46% investment in UPDC, it is treated as a subsidiary due to: - the Group is able to appoint seven of the eight directors. This includes the Managing Director, Chairman and Finance Director; and - the majority of the other shareholders are disparate and are not able to coordinate to block decisions of the Group.Therefore, the Group has de facto control and consolidates UPDC.

b) Consolidation of CAP PLC

Although the Group only has a 50% investment in CAP, it is treated as a subsidiary due to: - the Group is able to appoint all the directors. This includes the Managing Director, Chairman and Finance Director; and - the majority of the other shareholders are disparate and are not able to coordinate to block decisions of the Group.Therefore, the Group has de facto control and consolidates CAP.

c) Revenue recognition

Sale of constructed properties require detailed judgements. Each transaction is assessed to determine under IFRIC 15 whether revenue should be recognised when the significant risks and rewards pass to the buyer or over time as construction takes place. All of the projects in the periods presented were identified as being the sale of goods and therefore revenue was only recognised when the significant risks and rewards had passed. The significant risks and rewards were identified as having passed when the buyer had taken possession or control of the properties. Transfer of legal title in the market is time consuming and is seen only as an administrative step and not as a pre-requisite for revenue recognition.

d) Investment in associate

In June 2013 , the company issued a Real Estate Investment Trust (REIT) of 3,000,000,000 units of ₦10 each which is listed on the stock exchange. The company's planned subscription rate of the REIT was 40% and 60% to UPDC and the general public respectively. The REIT closed at a value of ₦26.7billion, with UPDC holding 62.4% while other investors held 37.6%.The REIT is governed by a Trust Deed, administered by UBA Trustees Limited and First Trustees Limited.The documents of title to the properties are held by the Custodians, UBA Global Services Limited. The Fund is managed by FSDH Asset Management Limited (FSDH AM) while UPDC is the Property Manager .Although the company has more than 50% investment in the REIT, it was not consolidated as a subsidiary because the company does not control the REIT. Control is exercised by the Investment Committee and comprise: FSDH Asset Management Limited (Fund Managers) - 2UPDC (Sponsor of REIT & Property Manager - 2 UBA Trustees (Joint Trustees) - 1 First Trustees (Joint Trustees) - Independent (Shareholders) of the REIT - 3

5. Segment Analysis

The Group

The chief operating decision-maker has been identified as the Executive Committee (Exco), made up of the executive directors of the company. The Exco reviews the Group's internal reporting in order to assess performance and allocate resources.

Management has determined the operating segments based on these reports

The Group has identified the following as segments:
Food and Beverage - Made up of business units involved in the manufacturing and sales of food items, livestock feeds, bottled water, fruit juices, ice-cream and quick service restaurants.

Paints - Made up of business units involved in the manufacturing and sales of paints products and other decoratives.

Logistics - Made up of a business unit involved in rendering logistics and supply chain services including warehousing, transportation and redistribution services.

Real Estate - Made up of a business unit involved in real estate development and management and owners of Golden Tulip Hotels, Festac, Lagos.

Others - These are non-reportable segments made up of two medium size entities within the group involved in pension fund administration services and the corporate head office.

The following measures are reviewed by Exco; with Profit Before Tax taken as the segment profit.

- Revenue to third parties
- Operating profit
- Profit before tax
- Property, plant and equipment
- Net assets
- EBIT Margin
- Return On Equity

Notes To The Consolidated Financial Statements
for the Year Ended 31st December, 2014

31st December, 2014	Food and Beverages ₦'000	Paints ₦'000	Logistics ₦'000	Real Estate ₦'000	Others ₦'000	Total ₦'000
Total Revenue	60,090,855	9,785,769	4,835,656	11,700,506	1,134,460	87,547,246
Intergroup revenue	(230,279)	(7,759)	(573,173)	(171,766)	(909,924)	(1,892,900)
Revenue to third parties	59,860,577	9,778,010	4,262,483	11,528,740	224,536	85,654,346
Operating profit	5,566,674	2,498,557	1,345,306	2,497,067	486,145	12,393,749
Depreciation and amortisation	(1,384,843)	(379,105)	(224,274)	(553,504)	(217,508)	(2,759,234)
Finance Income	122,989	138,905	19,272	721,787	742,108	1,745,060
Finance cost	(1,052,201)	(90,560)	(151,660)	(1,053,128)	(673,286)	(3,020,835)
Taxation	(1,010,307)	(827,140)	(526,050)	40,431	(1,047,096)	(3,370,163)
Profit before tax	4,637,462	2,546,901	1,500,684	3,540,523	1,871,363	14,096,933
Share of profit of associates	-	-	-	2,978,959	-	2,978,959
Property, plant and equipment	17,697,284	1,264,946	3,364,634	13,415,919	870,098	36,612,882
Net assets	18,397,026	2,103,405	5,054,016	36,044,646	12,852,323	74,451,415

31st December, 2013	Food and Beverages ₦'000	Paints ₦'000	Logistics ₦'000	Real Estate ₦'000	Others ₦'000	Total ₦'000
Total Revenue	55,841,738	7,612,909	4,427,498	11,298,899	1,298,824	80,479,869
Intergroup revenue	-	(72,044)	(662,424)	(187,952)	(843,011)	(1,765,431)
Revenue to third parties	55,841,738	7,540,865	3,765,074	11,110,947	455,813	78,714,437
Operating profit	5,852,796	2,020,408	1,212,142	5,083,640	1,022,943	15,191,929
Depreciation and amortisation	(1,744,924)	(291,510)	(303,702)	(550,702)	(186,108)	(3,076,946)
Finance Income	239,340	128,086	99,460	637,798	633,577	1,738,261
Finance cost	(957,860)	(67,273)	(8,119)	(1,943,166)	(18,756)	(2,995,174)
Taxation	(1,266,730)	(687,576)	(427,939)	(538,028)	(1,141,256)	(4,061,530)
Profit before tax	5,134,276	2,081,221	1,303,483	3,778,272	1,637,764	13,935,016
Property, plant and equipment	17,383,128	969,859	2,969,839	14,963,435	979,212	37,265,473
Net assets	19,380,136	2,503,380	5,354,651	32,791,082	12,207,930	72,237,178

Entity wide information	**31-Dec-14**	**31-Dec-13**
Analysis of revenue by category:		
Sale of goods	81,167,326	74,949,363
Revenue from services	4,487,020	3,765,074
	85,654,346	**78,714,437**

All the revenue was derived from Nigeria.

Concentration risk

The group is not exposed to any concentration risk, as there is no single customer with a contribution to revenue of more than 10%.

6. Other gains/(losses)	**The Group**		**The Company**	
	31-Dec- 14	**31-Dec-13**	**31-Dec-14**	**31-Dec-13**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Profit on disposal of GM	-	-	219,240	-
LSF piece-meal acquisition gain	-	61,745	-	-
Gain on disposal of UAC Registrars	-	424,465	-	693,438
Profit from disposal of 49% stake in MDS & UACR	-	-	-	2,228,551
Profit on sale of PPE	34,801	9,684	132	2,421
(Loss)/profit on sale of Investment Property	(71,124)	604,502	(71,124)	23,502
Fair value gain realised on Transfer of REIT properties	-	2,183,991	-	-
Net fair value gains on investment properties	2,503,533	1,599,992	475,270	734,092
Recovery of previously impaired loan	29,831	278,476	29,831	278,476
Government grant*	81,027	-	-	-
Rental and Other trading income	812,751	506,179	303,735	115,000
Total other income/Expenses	**3,390,819**	**5,669,036**	**957,083**	**4,075,481**

***Government grant**

The government grant of **₦81 million** relates to government facilities received by two entities — Livestock Feeds PLC and Portland Paints and Products Nigeria PLC, at below-market rates of interest. The facilities are meant to assist in the procurement of certain items of plant and machinery in both entities. The grants are recognised as deferred income and amortised to profit or loss on a systematic basis over the useful life of the asset in line with their respective accounting policies

Notes To The Consolidated Financial Statements
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7 (a) . Expenses by nature	**The Group**		**The Company**	
	31-Dec- 14	**31-Dec-13**	**31-Dec-14**	**31-Dec-13**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Changes in inventories of finished goods and work in progress	58,537,250	53,277,174	-	-
Write off of inventories to net realisable value	19,581	68,361	-	-
Personnel expenses	8,029,275	6,499,344	729,960	882,656
Depreciation	2,628,833	3,037,473	151,791	138,418
Amortisation of intangibles	130,402	39,474	25,024	-
Impairment of PPE	37,363	44,316	-	-
Royalty fees	99,368	86,440	-	-
Rents & Rates	395,098	467,133	7,521	26,454
Electricity & power	922,243	771,896	94,520	101,660
Vehicles repairs, maintenance & fueling	1,289,455	1,085,024	3,576	5,541
Other repairs & maintenance	871,570	707,386	10,835	42,710
Auditors' remuneration	220,968	200,063	27,473	26,507
Information Technology	210,085	187,439	29,021	53,650
Legal expenses	113,406	154,229	34,997	12,534
Donations & Subscriptions	47,263	46,064	8,712	14,245
Insurance	152,848	132,261	10,477	19,020
Distribution expenses	620,684	455,483	-	-
Marketing, advertising & communication	1,244,333	1,040,646	68,901	55,993
Sundry office expenses	1,081,394	891,340	261,109	288,066
	76,651,416	**69,191,545**	**1,463,918**	**1,667,453**

7(b). Expenses by function

Analysed as:				
Cost of sales	66,471,835	59,878,338	-	-
Selling and distribution expenses	2,718,825	1,847,766	-	-
Administrative expenses	7,460,756	7,465,441	1,463,918	1,667,453
	76,651,416	**69,191,545**	**1,463,918**	**1,667,453**

	The Group		**The Company**	
	31-Dec- 14	**31-Dec-13**	**31-Dec-14**	**31-Dec-13**
Personnel expenses include:	**₦'000**	**₦'000**	**₦'000**	**₦'000**
Wages, salaries and other short term benefits for staff and managers	7,131,975	5,630,208	582,366	733,991
Directors' emoluments	393,458	384,026	127,553	122,962
Post employment benefits: - Defined contribution plans	503,842	485,110	20,041	25,703
	8,029,275	**6,499,344**	**729,960**	**882,656**

7 (c). Particulars of Directors and staff

(I) The group has in its employment during the year the weekly average number of staff in each category below. The aggregate amount stated against each category was incurred as wages and retirement benefit costs during the year.

	The Group		The Company	
	2014	2013	2014	2013
Costs	₦'000	₦'000	₦'000	₦'000
Key management personnel:				
Wages, salaries and other short term benefits	288,227	233,307	65,541	77,782
Post employment benefits:				
- Defined contribution plans	503,842	485,110	20,041	25,703
Total for key management personnel	**792,069**	**718,417**	**85,583**	**103,485**
Other management personnel	4,577,047	3,627,645	320,693	387,777
Staff	2,660,160	2,153,282	323,685	391,394
Total	**8,029,275**	**6,499,344**	**729,960**	**882,656**

The Group	2014	2013
Numbers	Number	Number
Key management personnel	26	24
Other management personnel	754	654
Staff	1,643	1,519
Total	**2,423**	**2,197**
	₦'000	₦'000
Average cost per staff	3,314	2,958

(ii) The table below shows the number of employees (excluding Directors), who earned over ₦100,000 as emoluments in the year and were within the bands stated.

	2014	2013
₦	Number	Number
100001 - 300000	117	36
300001 - 500000	219	408
500001 - 700000	369	495
700001 - 900000	626	315
900001 - 1100000	208	154
1100001 - 1300000	204	192
1300001 - 1500000	121	143
1500001 and Above	559	454
	2,423	**2,197**

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(iii) Emoluments of directors	**2014** **₦'000**	**2013** **₦'000**
Fees	4,250	4,188
Other emoluments	123,303	118,774
	127,553	**122,962**
(iv) The Chairman's emolument.	14,168	13,546
(v) Emolument of the highest paid Director.	35,086	32,090

(vi) The table below shows the number of directors of the company, whose remuneration, excluding pension contributions, fell within the bands shown.

₦	**2014** **Number**	**2013** **Number**
100001 - 15000000	5	5
15000001 and above	3	3

8. Net finance income/(cost)	**The Group**		**The Company**	
	31-Dec- 14	**31-Dec-13**	**31-Dec-14**	**31-Dec-13**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Interest income on short-term bank deposits	1,742,672	1,729,012	1,400,306	633,577
Interest income on accounts receivable	2,388	9,249	-	-
Finance Income	**1,745,060**	**1,738,261**	**1,400,306**	**633,577**
Interest payable on bank loans	2,941,948	2,927,207	-	-
Interest payable on finance leases	4,580	9,628	-	-
Interest payable on bank overdraft	17,813	2,679	-	-
Other finance cost	-	-	15,088	18,756
Interest on Government grant	56,494	55,660	-	-
Finance Costs	**3,020,835**	**2,995,174**	**15,088**	**18,756**
Net finance (cost) / income	**(1,275,775)**	**(1,256,913)**	**1,385,218**	**614,821**

9. Taxation

	The Group		The Company	
	2014	2013	2014	2013
	₦'000	₦'000	₦'000	₦'000
Current tax				
Nigeria corporation tax charge for the year	2,931,293	2,543,783	1,008,454	1,008,454
Education tax	205,206	230,599	19,520	31,537
Capital gains tax	384,270	-	70	-
Tax effect of revenue / expenses that are not deductible				
Total current tax charge	**3,520,769**	**2,774,382**	**1,028,043**	**1,039,991**
Deferred tax				
Temporary differences, origination and reversal	(150,606)	1,287,148	-	-
Income tax expense	**3,370,163**	**4,061,530**	**1,028,043**	**1,039,991**

Nigeria corporation tax is calculated at 30% (2013: 30%) of the estimated assessable profit for the year.
The tax charge for the year can be reconciled to the profit per the consolidated income statement as follows:

	The Group		The Company	
	2014	2013	2014	2013
	₦'000	₦'000	₦'000	₦'000
Profit before tax	14,096,932	14,010,517	5,341,407	7,560,738
Tax at the Nigeria corporation tax rate of 30% (2013: 30%)	4,229,080	4,203,155	1,602,422	2,268,221
Education tax	205,206	230,599	19,520	31,537
Capital gains tax	384,270	830	70	-
Tax effect of revenue / expenses that are not deductible	(1,457,092)	568,688	201,399	148,365
Exempt income	(1,291,562)	(1,937,620)	(1,767,108)	(1,909,788)
Minimum tax adjustment (I)	1,260,032	501,655	993,997	501,655
Deferred tax relating to prior periods	40,229	494,223	(22,258)	-
Tax charge for the year	**3,370,163**	**4,061,530**	**1,028,043**	**1,039,991**

Reconciliation of the tax payable account	The Group		The Company	
	2014	2013	2014	2013
	₦'000	₦'000	₦'000	₦'000
Opening balance	2,774,382	3,040,747	1,054,122	816,407
Prior year under/(over) provision	14,112	409,136	(22,258)	-
Tax expense	3,520,769	2,774,382	1,028,043	1,039,991
Paid during the period	(1,831,318)	(3,449,883)	(2,074)	(802,276)
	4,477,945	**2,774,382**	**2,057,834**	**1,054,122**

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10. Dividend

Amounts recognised as distributions to ordinary shareholders in the year comprise:

	The Company	
	2014	2013
	₦'000	₦'000
Final dividend for the year ended 31 December 2013 paid in 2014 (2013: Final 2012 dividend paid in 2013)	3,361,512	2,561,152
Weighted average number of shares	1,920,864,000	1,920,864,000
Dividends per share (kobo per share)	**175**	**160**

11. Earnings Per Share

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the company by the weighted average number of ordinary shares in issue during the year.

	The Group		The Company	
	2014	2013	2014	2013
	₦'000	₦'000	₦'000	₦'000
Profit attributable to ordinary equity shareholders:				
Profit from continuing operations	6,313,587	5,627,737	4,313,364	6,520,747
Profit/(Loss) from discontinued operations	214,034	(46,130)	-	-
	6,527,621	**5,581,607**	**4,313,364**	**6,520,747**
Basic earnings per share				
From continuing operations	329	293	225	339
From discontinued operations	11	(2)	-	-
From profit for the year	340	291	225	339
Dilluted earnings per share				
From continuing operations	329	293	225	339
From discontinued operations	11	(2)	-	-
From profit for the year	340	291	225	339

The Company	2014 Number	2013 Number
Basic weighted average and Diluted weighted average number of shares (000)	1,920,864	1,920,864

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The group has no dilutive instruments.

Impact of prior year restatement on Earnings Per Share

	Earnings per share as previously reported	Adjustment to Earnings Per Share as a result of restatement	Adjusted Earnings Per Share for 2013
From continuing operations	296	(3)	293
From discontinued operations	(2)	-	(2)

Notes To The Consolidated Financial Statements

for the Year Ended 31st December, 2014

12. Property, plant and equipment

The Group

Cost:	**Leasehold land and buildings ₦'000**	**Plant and Machinery ₦'000**	**Computer Equipment ₦'000**	**Motor vehicles & Office furniture ₦'000**	**Capital Work in progress ₦'000**	**Total ₦'000**
At 1st January, 2013	22,335,063	13,807,248	-	7,450,418	2,780,907	46,373,636
Additions	1,396,464	1,882,868	-	850,434	4,218,197	8,347,963
Disposals	(30,525)	(302,805)	-	(982,206)	(3,702,279)	(5,017,815)
Reclassifications	-	15,005	-	90	(15,095)	-
At 31st December, 2013 as previosuly reported	23,701,001	15,402,316	-	7,318,737	3,281,730	49,703,783
Adjustment due to fair valuation-Livestock Feeds & Portland Paints	1,064,113	478,436	-	33,934	-	1,576,483
At 31st December, 2013 as restated	**24,765,114**	**15,880,752**	**-**	**7,352,670**	**3,281,730**	**51,280,266**
At 1st January, 2014	24,765,114	15,880,752	-	7,352,670	3,281,730	51,280,266
Additions	297,025	543,808	43,255	274,508	1,870,009	3,028,604
Disposals	(1,533,668)	(225,931)	(10,687)	(243,272)	(3,982)	(2,017,541)
Transfers	-	16,134	165	(19,309)	(20,945)	(23,956)
Write Off*	(3,525)	(244,513)	(1,380)	(94,768)	-	(344,185)
Reclassifications	423,363	1,217,717	500,659	209,797	(2,351,535)	-
Other reclassifications**	121,639	498,010	(1,125)	(29,377)	(208,931)	380,217
At 31st Decembe,r 2014	**24,069,948**	**17,685,977**	**530,886**	**7,450,249**	**2,566,345**	**52,303,405**
Accumulated depreciation and impairment						
At 1st January, 2013	1,795,714	5,266,665	-	4,687,438	-	11,749,817
Charge for the year	669,414	1,266,871	-	1,025,687	-	2,961,972
Impairment charge	5,227	39,064	-	(26,054)	-	18,237
Disposals	(36,692)	(211,888)	-	(542,152)	-	(790,733)
At 31st December, 2013 as previously reported	2,433,663	6,360,711	-	5,144,919	-	13,939,293
Adjustment due to fair valuation - Livestock Feeds & Portland Paints	29,583	42,636	-	3,282	-	75,502
At 31st December, 2013 as restated	**2,463,247**	**6,403,347**	**-**	**5,148,201**	**-**	**14,014,795**
At 1st January, 2014	2,463,247	6,403,347	-	5,148,201	-	14,014,795
Charge for the year	485,817	1,403,779	51,635	687,601	-	2,628,833
Impairment charge	-	-	-	(37,363)	-	(37,363)
Disposals	(340)	(161,613)	(10,482)	(200,459)	-	(372,894)
Transfers	-	(18,863)	18,844	(13,290)	-	(13,308)
Write Off	(96,527)	(196,002)	(1,380)	(65,902)	-	(359,810)
Reclassifications	-	(78,006)	240,948	(162,942)	-	-
Other reclassifications	(105,920)	(67,203)	36,879	(33,484)	-	(169,728)
At 31st December, 2014	**2,746,276**	**7,285,441**	**336,444**	**5,322,364**	**-**	**15,690,524**
Net book values:						
At 31st December, 2014	**21,323,672**	**10,400,536**	**194,442**	**2,127,886**	**2,566,345**	**36,612,881**
At 31st December, 2013 as restated	**22,301,868**	**9,477,405**	**-**	**2,204,469**	**3,281,730**	**37,265,472**

*Assets written off include fully depreciated assets no longer in use and damaged assets identified during the year.

**Other reclassifications are assets that were transfered to Investment properties due to change in the use of the properties. Also, cost relating to SAP ERP implementation accumulated in PPE was transferred to intangible asset in the year.

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The Company

Cost	Leasehold land and buildings ₦'000	Plant and Machinery ₦'000	Computer Equipment ₦'000	Motor vehicles & Office furniture ₦'000	Capital Work in progress ₦'000	Total ₦'000
At 1st January, 2013	736,993	667,918	-	317,028	61,293	1,783,233
Additions	-	16,603	-	45,461	21,021	83,086
Disposals	-	53,898	-	(21,924)	(64,181)	(32,207)
At 31st December, 2013	**736,993**	**738,420**	**-**	**340,565**	**18,133**	**1,834,111**
At 1st January, 2014	736,993	738,420	-	340,565	18,133	1,834,111
Additions	-	57,545	6,327	63,172	-	127,043
Disposals	-	(8,600)	-	(16,000)	-	(24,600)
Transfers	-	(312)	-	(19,719)	-	(20,031)
Write Off*	-	(137,647)	-	(8,247)	-	(145,893)
Reclassifications***	-	(42,351)	60,485	-	(18,133)	-
Other reclassifications**	(123,618)	(19,791)	-	-	-	(143,409)
Adjustments	(96,526)	(42,113)	-	(68,337)	-	(206,976)
At 31st December, 2014	**516,850**	**545,151**	**66,811**	**291,434**	**-**	**1,420,245**
Accumulated depreciation and impairment						
At 1st January, 2013	233,303	334,385	-	203,887	-	771,575
Charge for the year	16,510	77,144	-	44,763	-	138,418
Disposals	-	(9,905)	-	(16,918)	-	(26,823)
At 31st December, 2013	**249,814**	**401,625**	**-**	**231,732**	**-**	**883,171**
At 1st January, 2014	249,814	401,625	-	231,732	-	883,171
Charge for the year	15,117	86,583	2,825	47,265	-	151,791
Disposals	-	(7,730)	-	(14,400)	-	(22,130)
Transfers	-	(66)	-	(11,841)	-	(11,907)
Write Off	-	(137,647)	-	(8,247)	-	(145,893)
Reclassifications	-	(38,004)	38,004	-	-	-
Other reclassifications	(44,526)	(34,971)	-	-	-	(79,498)
Adjustments	(96,526)	(42,105)	-	(68,337)	-	(206,968)
At 31st December, 2014	**123,879**	**227,684**	**40,829**	**176,172**	**-**	**568,565**
Net book values						
At 31st December, 2014	**392,971**	**317,467**	**25,982**	**115,261**	**-**	**851,680**
At 31st December, 2013	**487,179**	**336,795**	**-**	**108,833**	**18,133**	**950,941**

*Assets written off include fully depreciated assets no longer in use and damaged assets identified during the year.

**Other reclassifications are assets that were transfered to Investment properties due to change in the use of the properties. Also, cost relating to SAP ERP implementation accumulated in PPE was transferred to intangible asset in the year.

***Computer equipment which was initially classified under Plant and Machinery in prior year was reclassified during the year as a separate asset class.

Notes to the Consolidated Financial Statements
for the Year Ended 31st December, 2014

13. Intangible assets and goodwill

	The Group				The Company	
Cost	**Goodwill ₦'000**	**Brands & Trade Marks ₦'000**	**Software ₦'000**	**Total ₦'000**	**Software ₦'000**	**Total ₦'000**
1st January, 2013 as previously reported	-	300,989	243,444	544,433	-	-
Acquisition through business combinations	1,071,371	-	-	1,071,371	-	-
Additions - externally acquired during the year	-	49,025	180,497	229,522	-	-
At 31st December, 2013 as previously reported	**1,071,371**	**350,014**	**423,941**	**1,845,326**	**-**	**-**
Adjustment due to fair valuation- Livestock Feeds & Portland Paints	(522,624)	720,171		197,547	-	-
At 31st December, 2013 as restated	**548,747**	**1,070,185**	**423,941**	**2,042,873**	**-**	**-**
At 1st January, 2014	548,747	1,070,185	423,941	2,042,873	-	-
Additions - externally acquired during the year	-	-	278,487	278,487	600	600
Transfer from PPE	-	-	203,360	203,360	167,990	167,990
At 31st December, 2014	**548,747**	**1,070,185**	**905,788**	**2,524,720**	**168,590**	**168,590**
Accumulated amortisation and impairment						
At 31st December, 2013	**-**	**276,207**	**203,636**	**479,843**	**-**	**-**
Amortisation for the year	-	12,233	22,361	34,594	-	-
At 31st December, 2013 as restated	**-**	**288,439**	**225,997**	**514,437**	**-**	**-**
At 1st January, 2014	-	288,439	225,997	514,437	-	-
Amortisation for the year	-	-	130,402	130,402	25,024	25,024
Transfer from PPE	-	-	37,429	37,429	34,971	34,971
At 31st December, 2014	**-**	**288,439**	**393,828**	**682,268**	**59,995**	**59,995**
Net book values						
At 31st December, 2014	**548,747**	**781,746**	**511,960**	**1,842,453**	**108,595**	**108,595**
At 31st December, 2013 as restated	**548,747**	**781,746**	**197,944**	**1,528,437**	**-**	**-**

Impairment Tests for Goodwill

In line with the requirements of IAS 36, Goodwill realised on the acquisition of a controlling stake in Livestock Feeds Plc ("Livestock Feeds") and Portland Paints and Products Nigeria Plc ("Portland Paints") was tested for impairment on December 1 2014.Goodwill is allocated to each of the Cash-Generating Units (CGU) that are expected to benefit from the synergies of the combination. For the purpose of allocation, the individual entities were regarded as single cash generating units each

The following is a summary of goodwill allocation for each operating segment:

2014	Opening ₦'000	Addition ₦'000	Disposal ₦'000	Impairment ₦'000	Other Adjustments ₦'000	Closing ₦'000
Livestock Feeds	209,705	-	-	-	-	209,705
Portland Paints	497,892	-	-	-	(158,850)	339,042

2013 (Restated)	Opening ₦'000	Addition ₦'000	Disposal ₦'000	Impairment ₦'000	Other Adjustments ₦'000	Closing ₦'000
Livestock Feeds	573,480	-	-	-	(363,775)	209,705
Portland Paints	497,892	-	-	-	-	497,892

The recoverable amounts of the CGUs were determined based on fair value calculations, using the market capitalisation of the entities as a basis. Following the impairment test, no impairment was deemed required as the recoverable amounts of the CGUs were estimated to exceed their carrying amounts.

Other Intangible Assets

Software represents the Group's investment on licence and technical agreement for its accounting and operations software. It is being amortised to the income statement over a period of five years, in accordance with the Group's policy.

The Group acquired trademark of ₦49 million through its business combination with Portland Paints. Portland Paints purchased the trademark from Blue Circle Industries PLC and is for the company's decorative paints' business. The intangible asset has been adjudged to have an indefinite life span. It was tested for impairment on 1st December 2014 and no impairment was deemed required.

Notes to the Consolidated Financial Statements
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14. Investment property

	The Group			The Company		
Fair value	**Freehold building ₦'000**	**Leasehold building ₦'000**	**Total investment properties ₦'000**	**Freehold building ₦'000**	**Leasehold building ₦'000**	**Total investment properties ₦'000**
At 1st January, 2013	690,766	33,149,680	33,840,446	-	2,241,205	2,241,205
Additions during the year	-	2,775,224	2,775,224	-	-	-
Reclassification from PPE	-	94,560	94,560	-	94,560	94,560
Disposals	-	(22,672,657)	(22,672,657)	-	(180,000)	(180,000)
Net gain from fair value adjustments on investment property	-	4,364,891	4,364,891	-	734,092	734,092
At 31st December, 2013	**690,766**	**17,711,698**	**18,402,464**	**-**	**2,889,857**	**2,889,857**
At 1st January, 2014	690,766	17,711,698	18,402,464	-	2,889,857	2,889,857
Additions during the year	18,132	59,885	78,017	-	650	650
Reclassification from PPE	-	530,064	530,064	-	232,323	232,323
Disposals	-	(1,589,657)	(1,589,657)	-	(399,500)	(399,500)
Net gain from fair value adjustments on investment property	-	2,503,533	2,503,533	-	475,270	475,270
At 31st December, 2014	**708,898**	**19,215,524**	**19,924,422**	**-**	**3,198,600**	**3,198,600**

Fair value of investment properties is categorised as follows:

31-Dec-14	The Group			The Company		
	Freehold building ₦'000	**Leasehold building ₦'000**	**Total investment properties ₦'000**	**Freehold building ₦'000**	**Leasehold building ₦'000**	**Total investment properties ₦'000**
External valuation	708,898	19,215,524	19,924,422	-	3,198,600	3,198,600
	708,898	**19,215,524**	**19,924,422**	**-**	**3,198,600**	**3,198,600**

Fair value of investment properties is categorised as follows:

31-Dec-13	The Group Freehold building ₦'000	The Group Leasehold building ₦'000	The Group Total investment properties ₦'000	The Company Freehold building ₦'000	The Company Leasehold building ₦'000	The Company Total investment properties ₦'000
External valuation	690,766	17,711,698	18,402,464	-	2,889,857	2,889,857
	690,766	17,711,698	18,402,464	-	2,889,857	2,889,857

The Group's investment properties were revalued at 31 December 2014 by an independent professionally qualified valuer who holds recognised relevant professional qualifications and has recent experience in the locations and categories of the investment properties valued. The latest valuation was performed by the external Surveyor- Messrs Steve Akhigbemidu & Co.

The minimum lease payments under non-cancellable operating leases in aggregate is ₦1.4 billion, of which approximately ₦389 million is expected within one year, ₦767 million within the next one to five years and ₦269 million after five years. The group has not recognised any contingent rents in income for the years ended December 31 2014 and 2013. UAC as lessor enters into operating leases for its investment properties under non-cancellable basis, as the lessee does not have the power to cancel the contract without the permission of the lessor. The tenure of the lease arrangements vary, but typically range between one year and five years. The group as lessor does not have any lease arrangements under finance lease basis it does not typically transfer substantially all the risks and rewards incidental to ownership of leased assets to the lessee. All leased assets under operating leases classified as Investment Properties and fair valued annually based on the group's accounting policy and in line with the requirements of IAS 40

Notes to the Consolidated Financial Statements
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15. Investments in subsidiaries
Company

	2014 ₦'000	2013 ₦'000
Opening balance	11,500,920	11,246,140
Additions - (13.71% acquisition in Portland)	235,891	2,228,618
Disposals - GM	(95,760)	(1,973,838)
Closing Balance	**11,641,051**	**11,500,920**

	2014 ₦'000	2013 ₦'000	2014 %ownership	2013 % ownership
Quoted shares:				
Chemical and Allied Products Plc	114,461	114,461	50.18	50.18
350,652,700 ordinary shares of 50k each				
UACN Property Development Company Plc	2,222,209	2,222,209	46.00	46.00
632,500,000 ordinary shares of 50k each				
Livestock Feeds Plc	1,304,372	1,304,372	51.00	51.00
1,020,100,000 ordinary shares of 50k each				
Portland Paints Plc	1,159,424	923,534	64.70	51.00
258,800,000 ordinary shares of 50k each				

	2014 ₦'000	2013 ₦'000	2014 %ownership	2013 % ownership
Unquoted shares:				
GM Nigeria Limited	-	95,760	-	60.00
72,000,000 ordinary shares of N1 each				
Warm Spring Waters Nigeria Limited	46,475	46,475	75.94	75.94
447,214,457 ordinary shares of N1 each				
Grand Cereals Limited	2,247,333	2,247,333	64.93	64.93
876,555,000 ordinary shares of N1 each				
UNICO CPFA Limited	130,000	130,000	86.67	86.67
130,005,000 ordinary shares of N1 each				
UAC Foods Limited	2,414,414	2,414,414	51.00	51.00
102,000,000 ordinary shares of 50k each				
MDS Logistics Ltd	1,861,233	1,861,233	51.00	51.00
51,000,000 ordinary shares of 50k each				
UAC Restaurants Limited	141,130	141,130	51.00	51.00
510,000 ordinary shares of N1 each				
	11,641,050	**11,500,920**		

15(i). Available for Sale financial assets

	The Group 2014 ₦'000	The Group 2013 ₦'000	The Company 2014 ₦'000	The Company 2013 ₦'000
Opening Balance as at 1st January	18,964	1,001	1,001	1,001
Addition through business combination (Livestock Feeds Plc Investment in quoted securities)	-	17,963	-	-
Fair value (Loss)/Gain on available-for-sale financial assets	(6,652)	-	-	-
	12,312	**18,964**	**1,001**	**1,001**

16. Investments in associates and equity accounted joint ventures

	The Group		The Company	
	2014	2013	2014	2013
	₦'000	₦'000	₦'000	₦'000
UPDC's Investment in UPDC REIT	18,538,372	16,617,305	-	-
UPDC's Joint Ventures	478,597	1,290,330	-	-
Other investments	83,606	83,606	-	-
At 31st December	**19,100,575**	**17,991,241**	**-**	**-**

Summarised information for the investments are as follows:

31 Dec 2014	Country of incorporation	Non current assets ₦'000	Current assets ₦'000	Non current liabilities ₦'000	Current liabilities ₦'000	Profit/ Revenue ₦'000	Interest (Loss) ₦'000	% held
UPDC REITS	Nigeria	23,708,000	7,219,087	30,179,049	748,038	2,048,292	4,843,835	61.5%
Metrocity Ltd (JV)	Nigeria	1,208,150	7,580,610	1,950,000	2,919,597	-	-	60%
First Festival Mall	Nigeria	209,015	-	-	-	-	-	40%

31 Dec 2013	Country of incorporation	Non current assets ₦'000	Current assets ₦'000	Non current liabilities ₦'000	Current liabilities ₦'000	Profit/ Revenue ₦'000	Interest (Loss) ₦'000	% held
Metrocity Ltd (JV)	Nigeria	8,347,796	-	5,634,803	-	-	-	60%
First Festival Mall	Nigeria	136,010	-	-	-	-	-	40%

Reconciliation of Summary Financial Information

	UPDC REITS		Metrocity Limited		First Festival Mall & others		Total	
	2014	2013	2014	2013	2014	2013	2014	2013
	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000
Opening Net Assets	30,927,087	26,803,713	406,949	406,949	586,068	2,615,400	31,920,104	29,826,062
Profit or Loss for the period	4,843,835	-	-	-	-	-	4,843,835	-
Closing Net Assets	**35,770,922**	**26,803,713**	**406,949**	**406,949**	**586,068**	**2,615,400**	**36,763,939**	**29,826,062**
Interest in Associate or Joint Venture (61.5%, 60%, 40%)	21,999,117	16,484,283	244,169	244,169	318,033	1,129,767	22,561,320	17,858,220
Impact of applying parent companies policies	(3,460,745)	133,022	-	-	-	-	(3,460,745)	133,022
Carrying Value	**18,538,372**	**16,617,305**	**244,169**	**244,169**	**318,033**	**1,129,767**	**19,100,575**	**17,991,241**

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16(I). Share of profit of Associates

UPDC diversified its portfolio in 2013 through the floating of the UPDC Real Estate Investment Trust (REIT) at a capital value of ₦26.7 billion listed on the Nigerian Stock Exchange (NSE) on 1 July, 2013. Five (5) major investment properties were transferred to the UPDC REIT namely Abebe courts Ikoyi, Victoria Mall Plaza (VMP), residential and office block, Victoria Island, UACN commercial complex Abuja and MDS warehouse at Aba. The REIT's income comprises of rental income from these investment properties and interest income from investment in money market instruments and other real estate's related assets. UPDC currently holds 61.5% of the real fund and the share of profit recognised in 2014 relates to UPDC's share of the REIT's profit for the 18 months period from July 2013 to December 2014.

The reported share of profit from UPDC REIT (₦2.9 billion) comprises of actual operating profit (N1.5 billion) and revaluation gain (₦1.4 billion) on fair valuation of investment properties held. ₦929.7 million cash distribution spanning 13 months from June 2013 to June 2014 was received during the year. The SEC has approved the REIT's financial statement to December 2014 and the outstanding cash distribtuion for six (6) months to December 2014 will be recognised when received in April 2015.

The revaluation gain is not distributable until the affected investment properties are disposed.

17. Inventories

	The Group		The Company	
	2014	2013	2014	2013
	₦'000	₦'000	₦'000	₦'000
Raw materials and consumables	15,687,235	11,035,970	3,423	18,211
Technical stocks and spares	970,070	700,699	-	-
Properties under construction (note 18)	9,489,183	12,763,258	-	-
Finished goods and goods for resale	1,620,187	2,116,970	-	-
	27,766,675	**26,616,898**	**3,423**	**18,211**

The Group

During the year ended 31 December 2014 ₦19.58 Million (2013: ₦68.36 Million) was charged to the income statement for damages, obsolescence and write downs.

The Company

During the year ended 31 December 2014 (2013 : NIL) old stationery stock of ₦11 Million was charged to the income statement for damages.

18. Properties under construction included in inventories

	The Group	
	2014	2013
Cost/Valuation	**₦'000**	**₦'000**
Balance 1 January	12,763,258	16,082,971
Additions	5,069,334	6,144,545
Disposals	(7,498,376)	(9,757,574)
Reclassification (to) / from Investment properties	(297,741)	293,317
Impairment loss on Parkview estate	(293,982)	-
Unrealised gain on transfer of asset	(253,310)	-
Balance 31 December	**9,489,183**	**12,763,258**

19. Trade and other receivables

	The Group		The Company	
Receivables due within one year	**2014**	**2013**	**2014**	**2013**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Trade receivables	5,722,055	7,362,578	-	33,277
Less: allowance for impairment of trade receivables	(1,680,892)	(810,891)	-	-
Net trade receivables	4,041,164	6,551,686	-	33,277
Receivables from Group companies	-	-	7,109,561	3,926,011
Other receivables	2,977,885	3,351,203	499,203	1,702,032
Advance payments	5,613,525	1,970,382	-	-
WHT receivable	455,275	308,079	143,382	68,063
Prepayments - staff grants	216,882	60,886	51,912	49,207
Prepayments- Other	2,645,292	1,445,307	10,799	138,760
	15,950,023	**13,687,543**	**7,814,857**	**5,917,350**

	The Group		The Company	
	2014	**2013**	**2014**	**2013**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Prepayments - Current	2,862,174	1,506,192	62,711	187,967
Prepayments - Non-current	25,032	-	-	-
Total prepayments	**2,887,206**	**1,506,192**	**62,711**	**187,967**

The balance on prepayment represent rent and insurance paid in advance which will be charged against earnings in the periods they relate to.

Movements in the provision for impairment of trade receivables are as follows:

	The Group		The Company	
	2014	**2013**	**2014**	**2013**
	₦'000	**₦'000**	**₦'000**	**₦'000**
At 1 January	810,891	1,517,367	-	46,840
Allowance for receivables impairment	870,000	(706,476)	-	(46,840)
Unused amounts reversed 31 December	**1,680,892**	**810,891**	**-**	**-**

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20. Cash and cash equivalents

	The Group		The Company	
	2014	2013	2014	2013
	₦'000	₦'000	₦'000	₦'000
Cash at bank and in hand	568,000	597,000	15,301	53,198
Short-term deposits	7,388,717	8,296,801	2,839,812	3,750,946
Cash and short-term deposits	**7,956,717**	**8,893,801**	**2,855,113**	**3,804,144**
Less: bank overdrafts (included in borrowings, Note 21)	(2,124,314)	(4,922,896)	-	-
Cash and cash equivalents	**5,832,403**	**3,970,905**	**2,855,113**	**3,804,144**

21. Borrowings

	The Group		The Company	
	2014	2013	2014	2013
Current borrowings	₦'000	₦'000	₦'000	₦'000
Overdrafts due within one year	2,124,314	4,922,896	-	-
Commercial papers due within one year	18,433,424	15,363,057	-	-
	20,557,739	**20,285,954**	**-**	**-**
Non-current borrowings				
Loans due after one year (I)	7,737,406	5,909,680	-	-
Total borrowings	**28,295,145**	**26,195,633**	**-**	**-**

The borrowings are repayable as follows:

	The Group		The Company	
	2014	2013	2014	2013
	₦'000	₦'000	₦'000	₦'000
Within one year	20,557,739	20,285,954	-	-
Between one to two years	-	-	-	-
Between two to three years	7,500,000	5,528,171	-	-
More than three years	237,407	381,509	-	-
	28,295,145	**26,195,633**	**-**	**-**

(I) Loans due after one year

Details of the loan maturities due after one year are as follows:

Group	**Amount due**		
	2014	**2013**	
	₦'000	**₦'000**	**Maturity date**
Facility			
Grand Cereals Ltd - Stanbic	-	1,086,840	November, 2015
PPPNP-Bank of Industry	237,407	381,509	January, 2018
	237,407	**1,468,349**	
Term Loan:			
UPDC - First Bank of Nigeria	-	107,997	August, 2015
UPDC - Guaranty Trust Bank	3,500,000	-	January, 2016
UPDC - First Securities Discount House	4,000,000	-	April, 2016
UPDC 10% 5-Year Bond	-	4,333,333	August, 2015
	7,737,406	**5,909,679**	

Company

The company had no loan as at 31st December 2014.

The average interest rate for facilities from local banks during the period was 15% (2013 was 12.95%) inclusive of the UPDC 5-Year Corporate Bond at 10% coupon.

22. Trade and other payables

	The Group		**The Company**	
	2014	**2013**	**2014**	**2013**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Trade payables	5,844,002	5,924,080	92,759	186,223
Amounts owed to group companies	-	-	-	2,158
	5,844,002	5,924,080	92,759	188,381
Provision for employee leave	25,016	85,599	22,428	22,682
Defined contribution benefit owing to UNICO fund	-	166,693	-	-
Other payables	3,062,831	5,628,184	75,620	-
Income received in advance	1,270,820	1,130,453	-	-
Accruals	4,585,846	4,368,637	850,189	1,607,608
Total	**14,788,514**	**17,303,645**	**1,040,996**	**1,818,671**

Trade and other payables comprise amounts outstanding for trade purchases and ongoing costs. The Directors consider the carrying amount of trade and other payables to approximate its fair value.

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23. Provisions

Group	**Decommisioning liability ₦'000**	**Total ₦'000**
At 1st January, 2013	22,208	22,208
Unwinding of discount	3,997	3,997
31 December 2013	**26,205**	**26,205**
At 1st January, 2014	26,205	26,205
Unwinding of discount	(2,087)	(2,087)
31st December, 2014	**24,118**	**24,118**

The ageing of the provisions are as follows:

Group	**2014 ₦'000**	**2013 ₦'000**
Within 12 months	-	-
Greater than 12 months	24,118	26,205

A subsidiary of the company (UAC Restaurants Limited) has a number of leasehold properties converted to Restaurants, which are required by agreements to be restored back to their original condition upon the expiry of the leases. Decommissioning Liability relates to the provisions made for decommissioning costs relating to these properties.

24. Deferred Tax

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	The Group		The Company	
	2014	2013	2014	2013
Deferred tax assets:	₦'000	₦'000	₦'000	₦'000
Deferred tax asset to be recovered after more than 12 months	202,610	204,185	-	-
Deferred tax liabilities:				
Deferred tax liability to be recovered after more than 12 months	(5,558,941)	(5,652,207)	-	-
Deferred tax (liabilities) / assets	**(5,356,331)**	**(5,448,022)**	**-**	**-**

The gross movement on the deferred income tax account is as follows:

	The Group		The Company	
	2014	2013	2014	2013
	₦'000	₦'000	₦'000	₦'000
At 1st January	(5,448,022)	(3,427,385)	-	-
Adjustment in respect of prior year	(60,910)	(733,490)	-	-
(Charged)/credited to profit or loss	150,606	(1,287,148)	-	-
Tax charge/(credit) relating to components of other comprehensive income	1,996	-	-	-
At 31st December	**(5,356,331)**	**(5,448,022)**	**-**	**-**

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction is as follows:

The Group

Deferred tax liabilities	**PPE**	**Investment properties**	**Provisions (I)**	**Unrealised foreign exchange**	**Finance leases**	**Timing differences on revenue recognition**	**Total**
	₦'000	**₦'000**	**₦'000**	**₦'000**	**₦'000**	**₦'000**	**₦'000**
At 1st January, 2013	2,497,603	1,631,057	(582,743)	-	(18,533)	(100,000)	3,427,384
Charged/(credited) to profit or loss	802,109	457,270	138,090	-	-	-	1,397,469
Fair value adjustment for Livestock Feeds Plc and Portland Paints Plc	623,169	-	-	-	-	-	623,169
At 31st December 2013	**3,922,881**	**2,088,327**	**(444,653)**	**-**	**(18,533)**	**(100,000)**	**5,448,022**
At 1 January, 2014	3,922,881	2,088,327	(444,653)	-	(18,533)	(100,000)	5,448,023
Charged to the income statement	250,267	(174,108)	34,759	-	-	-	110,918
At 31st December, 2014	**4,173,148**	**1,914,219**	**(409,894)**	**-**	**(18,533)**	**(100,000)**	**5,558,941**

(I) Provisions relate to impairment of financial instruments, write down of inventories to net realisable value and allowances.

Temporary differences relating to the group's investment in subsidiaries is ₦20.8 billion (2013 :₦19.3 billion). As the group exercises control over the subsidiaries, it has the power to control the timing of reversals of the temporary differences arising from its investment in them. The group has determined that the subsidiaries' retained earnings will not be distributed in the foreseeable future and that the subsidiaries will not be disposed off, hence, the deferred tax arising from the temporary differences above will not be recognised.

The Company

The company had no deferred tax liabilities as at 31st December 2014..

The Group

At the balance sheet date, the Group has unused tax losses of ₦1.04 billion (2013: ₦995 billion) available for offset against future profits.

The Company - UAC of Nigeria plc

Deferred tax assets	**PPE**	**Provisions**	**Assessed losses**	**Finance leases**	**Investment properties**	**Total**
	₦'000	**₦'000**	**₦'000**	**₦'000**	**₦'000**	**₦'000**
At 1st January, 2013	(158,371)	132,058	-	-	(118,731)	(145,043)
Charged/(credited) to the profit or loss	228,115	(273,903)	72,101	-	118,731	145,043
Charged/(credited) to other comprehensive income	-	-		-	-	-
Charged directly to equity	-	-	-	-	-	-
Deferred tax transferred to non -current assets held for sale	-	-	-	-	-	-
Exchange differences						-
At 31st December, 2013	**69,744**	**(141,845)**	**72,101**	**-**	**-**	**-**
Charged/(credited) to the income statement	-	-	-		-	-
Charged/(credited) to other comprehensive income	-	-	-	-	-	-
Charged directly to equity	-	-	-	-	-	-
Exchange differences	-	-	-	-	-	-
At 31st December, 2014	**69,744**	**(141,845)**	**72,101**	**-**	**-**	**-**

25. Share Capital

Group and Company	**2014**		**2013**	
	Number	**Amount**	**Number**	**Amount**
		₦'000		**₦'000**
Authorised:				
Ordinary shares of 50k each	2,000,000	1,000,000	2,000,000	1,000,000
Total authorised share capital	**2,000,000**	**1,000,000**	**2,000,000**	**1,000,000**
Issued and fully paid:				
Ordinary shares of 50k each	1,920,864	960,432	1,920,864	960,432
Total called up share capital	**1,920,864**	**960,432**	**1,920,864**	**960,432**

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Movements during the period:

Group and Company

	Number of shares	Ordinary shares ₦'000
At 31 December 2013	1,920,864	960,432
Capitalised during the period	-	-
At 31 December 2014	**1,920,864**	**960,432**

26. Reconciliation of profit before tax to cash generated from operations

	Group 2014 ₦'000	Group 2013 ₦'000	Company 2014 ₦'000	Company 2013 ₦'000
Profit before tax	14,096,932	14,010,517	5,341,407	7,560,738
Adjustment for net finance (income)/costs	1,275,775	1,256,913	(1,385,218)	(614,821)
Operating profit	15,372,707	15,267,430	3,956,190	6,945,917
Amortisation of intangible assets	130,402	39,474	25,024	-
Dividend income	-	-	(3,534,170)	(3,443,233)
Depreciation	2,628,833	3,112,974	151,791	138,418
Impairment charge on PPE	37,363	18,237	-	-
Net gains on disposal of investment properties	(2,503,533)	(1,599,992)	(475,270)	(648,652)
Profit on Transfer of REIT properties	-	(2,183,991)	-	-
Profit on sale of tangible PPE	(34,801)	(9,684)	(132)	(2,421)
Profit or Loss on sale of Investment Properties	(425,576)	(604,502)	71,124	(23,502)
LSF piece-meal acquisition gain	-	(61,745)	-	-
Profit from disposal of 49% stake in MDS & UACR	-	-	-	(2,228,551)
Gain on disposal of UAC Registrars	-	(424,465)	-	(693,438)
Profit on GM liquidation	-	-	(219,240)	-
Operating cash flows before movements in working capital	15,205,395	13,553,734	(24,684)	44,537
Movements in working capital:				
Inventories	(1,149,777)	1,866,732	14,788	(9,883)
Trade and other receivables	(2,262,480)	(1,961,963)	(1,897,507)	(4,948,782)
Trade and other payables	(4,458,048)	(558,008)	(1,010,247)	(1,169,761)
Provisions	2,087	8,827	-	-
Net cash from/(used in) operations - continuing operations	**7,337,177**	**12,909,323**	**(2,917,650)**	**(6,083,890)**
Trade and other receivables	966,961	1,997,017	-	-
Trade and other payables	(171,435)	(283,596)	-	-
Net cash from/(used in) operations - discontinued operations	795,526	1,713,421	-	-
Net cash from/(used in) operations	**8,132,703**	**14,622,744**	**(2,917,650)**	**(6,083,890)**

27. Related party transactions

The company's related parties consist of companies in whom the company has shareholding and similar interests (it's subsidiaries, associates & joint venture partners), their key management personnel and their close family members, the key management personnel of the company and their close family members and all other entities that are directly or indirectly controlled by the company.

The following transactions were carried out with related parties:

(a) Sales of goods and services

The Company has commercial services agreements with its subsidiaries for support services. Income from commercial services fees (representing 0.75-1% of turnover of the subsidiaries) ₦705.18 million (2013: ₦618.74 million).

This has been included in the revenue of the Company.

	2014	2013
	₦'000	₦'000
UACN Property Development Co. Plc	83,866	96,127
Grand Cereals Limited	268,819	257,947
Chemical & Allied Products Plc	69,563	61,958
Warm Spring Waters Nigeria Limited	6,451	6,215
UAC Foods Ltd	151,425	150,092
UNICO Closed PFA Ltd	1,753	1,320
MDS Logistics Ltd	10,104	45,083
Portland Paints & Products Plc	27,982	-
Livestock Feeds Plc	79,145	-
UAC Restaurants Ltd	6,070	-
	705,178	618,742

(b) Year-end balances arising from sales/purchases of goods/services

	2014	2013
Receivable:	₦'000	₦'000
UACN Property Development Co. Plc	1,538,056	49,995
Chemical & Allied Products Plc	6,057	20,402
Grand Cereals Limited	4,683,108	3,187,730
Warm Spring Waters Nigeria Limited	5,617	-
UNICO CPFA Ltd	4,215	6,489
UAC Restaurants Limited	17,788	33,698
Portland Paints Plc	334,977	4,011
Livestock Feeds Plc	402,312	505,284
MDS Logistics Plc	38,411	25,148
UAC Foods Ltd	79,019	93,253
	7,109,561	3,926,011

	2014	2013
Payable	**₦'000**	**₦'000**
UAC Foods Ltd	-	980
UAC Restaurants Limited	-	200
UACN Property Development Co. Plc	-	30
MDS Logistics Plc	-	206
Warm Spring Waters Nigeria Limited	-	741
	-	**2,158**

All trading balances will be settled in cash.

There were no provisions for doubtful related party receivables as at 31st December, 2014 (2013: nil) and no charges to the income statement in respect of doubtful related party receivables.

(c) Key Management Personnel

Total transactions with key management personnel amounted to ₦202.7 million. These were mainly purchases and sale of goods and services from various entities within the group by these personnel. As at 31st December ,2015, there were no outstanding balances due from these personnel.

Intra-group and other related party transactions are carried out at normal commercial terms and conditions.

28. Capital commitments and contingent liabilities

	Group		Company	
	₦'000	₦'000	₦'000	₦'000
	2014	2013	2014	2013
Capital expenditure authorised	12,604,472	9,632,983	290,700	-
Capital expenditure authorised & contracted	6,060,854	5,191,119	131,664	-

"In 2006, UPDC acquired a parcel of land in Ikoyi from Wema Bank. The property was originally owned by the Federal Ministry of Works and Housing (FMWH). Subsequently, Parkview Estate was developed on the property at a carrying value of ₦1.5billion.However, County & City Bricks Limited (CCBL) had taken the Federal Government and UPDC to court claiming that the land was leased to it in 1998 and therefore any subsequent dealing on the portion of land adverse to its interest is null and of no effect. Judgment was delivered in June 2009 to the effect that there was indeed a contract between the FMWH and CCBL which the Ministry breached and that they were entitled to the parcel of land (including the UPDC acquired area). The court further declared that the certificates of UPDC and other parties to the suits were null and void. CCBL, with the help of police officers, but without a writ of execution from the Court and any bailiff of Court, forcefully took over the premises and ejected UPDC's contractors and workers therefrom.UPDC has appealed the judgment. The lawyer's opine thatUPDC has a high chance of succeeding in its appeal becauseof inconsistencies in the judgment of the High Court and that the company is a bonafide purchaser of value without notice of any encumbrance on the property before acquiring a legal title UPDC took out an indemnity on the land and any asset built on it with one of the banks. The indemnity provides that any loss from defective title on the property will be made good by the bank. Steve Akhigbemidu & Co. (Estate Surveyors & Valuers) assessed and valued the property - fair market: ₦1.8billion, forced sale: ₦1.2billion.The directors have written down the property to its forced sale value of ₦1.2 billion. In an event the company loses the case the carrying value of the property in its books is ₦1.2 billion.There were other litigations as at the balance sheet date in the ordinary course of business which involved land acquisition, contractual claims and recovery of overdue rents and service charges. In the opinion of the Directors, no material loss is expected to arise from these. However, those evaluated to likely result in loss were provided for.

During the year, the company disposed some of its investment property which resulted in a taxable profit of N805 million. The company intends to re-invest the outstanding profit of ₦805 million in investment property before 30th June 2015, hence this amount has not been subject to Capital Gains tax. In the event that the company is unable to reinvest this amount before the said date, the company will have a CGT liability of N80 million.

29. Technical support agreement

a) A subsidiary (CAP Plc) has a royalty agreement with AkzoNobel, United Kingdom in respect of paints produced and sold by the subsidiary. Amount charged for the year (representing 3% of turnover of Dulux Brand) is ₦99.37 million (2013:₦86.44 million)

30. Disposal group held for sale and discontinued operations

Disposal group held for sale

Warm Spring Waters Nigeria Limited

In 2013, management decided to dispose of its equity holding in Warm Spring Waters Nigeria Limited. The entity has been classified as a disposal group held for sale in accordance with IFRS 5 as it is available for sale in its present condition and a sale is highly probable. The sale is expected to be made to an identified buyer, subject to agreement of terms and conditions by both parties.The entity belongs to the Food and Beverages segment of the group.

Exception to one year requirement

IFRS 5 requires that except for certain exceptions, the sale of a non-current asset or disposal group should be expected to qualify for recognition as a completed sale within one year from the date of classification. However, during the year, there were certain factors considered to be beyond the control of management which have invariably extended the sale period beyond one year. These factors include but are not limited to the significant political changes in the location of operational base of the entity. These political activities restricted business transactions for a significant period in 2014. Management however, remains committed to concluding the sale within a reasonable time frame.

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Disposal group held for distribution to owners

GM Nigeria Limited

The Shareholders of GM Nigeria Limited at an Extra-Ordinary General Meeting of the Company held on 28th March, 2013 passed a resolution to wind up the Company with effect from 1st April 2013. This entity was classified as a discontinued operation in the year ended 31st December, 2013 and subsequently liquidated in 2014. The results from discontinued operations which have been included in the consolidated income statement are as follows:

	₦'000
Cash consideration	315,000
Carrying value of investment	(95,760)
Profit on disposal of discontinued operations	**219,240**

Analysis of the results of the disposal group held for sale and distribution to owners is as follows:

	GMNL	WSWNL	TOTAL	GMNL	WSWNL	TOTAL
Assets	**31-Dec-14**	**31-Dec-14**	**31-Dec-14**	**31-Dec-13**	**31-Dec-13**	**31-Dec-13**
Non-current assets:	**₦'000**	**₦'000**	**₦'000**	**₦'000**	**₦'000**	**₦'000**
Property, plant and equipment	-	675,501	675,501	24,936	730,249	755,185
Deferred tax asset	-	-	-	-	178,225	178,225
	-	**675,501**	**675,501**	**24,936**	**908,474**	**933,410**
Current assets						
Inventories	-	89,063	89,063	203,082	54,742	257,824
Trade and other receivables	-	51,061	51,061	440,245	37,691	477,936
Cash and short-term deposits	-	151,336	151,336	206,350	121,497	327,847
	-	**291,460**	**291,460**	**849,677**	**213,930**	**1,063,607**
Total	**-**	**966,961**	**966,961**	**874,613**	**1,122,404**	**1,997,017**
Liabilities						
Non-current liabilities						
Borrowings	-	-	-	11,570	-	11,570
Deferred taxation liabilities	-	9,668	9,668	-	-	-
	-	**9,668**	**9,668**	**11,570**	**-**	**11,570**
Current liabilities						
Trade and other payables	-	158,377	158,377	138,581	130,469	269,049
Current income tax liabilities	-	3,390	3,390	-	2,978	2,978
	-	**161,767**	**161,767**	**138,581**	**133,446**	**272,027**
Total	**-**	**171,435**	**171,435**	**150,150**	**133,446**	**283,596**

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Analysis of the results of the discontinued operations is as follows:

31-Dec-14	GMNL	UAC Registrars	WSWNL	TOTAL
	₦'000	₦'000	₦'000	₦'000
Revenue	-	-	645,125	645,125
Cost of sales	-	-	(412,608)	(412,608)
Gross profit	-	-	232,517	232,517
Other operating income			13,038	13,038
Selling and distribution expenses	-	-	(104,654)	(104,654)
Administrative expenses	-	-	(144,808)	(144,808)
Operating profit	-	-	(3,907)	(3,907)
Finance income	-	-	(1,162)	(1,162)
Finance cost	-	-	12,921	12,921
Profit before taxation	-	-	7,852	7,852
Taxation	-	-	(13,058)	(13,058)
Profit on disposal of GM Nigeria	219,240	-	-	219,240
Profit/(Loss) from discontinued operations	**219,240**	**-**	**(5,206)**	**214,034**

31-Dec-13	GMNL	UAC Registrars	WSWNL	TOTAL
	₦'000	₦'000	₦'000	₦'000
Revenue	182,909	74,413	622,993	880,315
Cost of sales	(170,025)	-	(465,444)	(635,469)
Gross profit	12,884	74,413	157,549	244,846
Other operating income	-	-	-	-
Selling and distribution expenses	(15,224)	-	(109,370)	(124,594)
Administrative expenses	(16,827)	(179,013)	(103,811)	(299,651)
Operating profit	(19,167)	(104,600)	(55,632)	(179,399)
Finance income	3,924	117,862	19,922	141,708
Finance cost	-	-	(1,067)	(1,067)
Profit before taxation	(15,242)	13,262	(36,777)	(38,758)
Taxation	-	(4,244)	(3,128)	(7,372)
Profit/(Loss) from discontinued operations	**(15,242)**	**9,018**	**(39,905)**	**(46,130)**

Cashflows from discontinued operations:
The cashflows from the discontinued operations are immaterial. However, the working capital movement of the entities have been reported in the statement of cashflows.

31. Disclosure of Interests in Other Entities

31.1 Composition of the group

UAC of Nigeria Plc is a diversified conglomerate with interests in four primary verticals - Food and Beverages (5 entities of which 1 has been classified as held for sale), Real Estate (1 entity), Paints (2 entities) and Logistics (1 entity). The group comprises of a corporate centre (the Company) holding controlling interests in 10 entities, including a closed pension fund administrator.

31.2 Subsidiaries with significant non-controlling interests

UACN Property Development Company Plc (UPDC) — UPDC is a publicly quoted company whose principal place of business is in Lagos, Nigeria. The company is involved in the development, sales and facility management of commercial and residential properties in Nigeria. First Trustees, a subsidiary of First Bank of Nigeria Plc holds 12% interest in the entity. The profit allocated to Non-Controlling Interest (NCI) for the year 2014 is ₦1.94 billion and total dividend paid amounts to ₦962.5 million. As at 31 December 2014, the accumulated NCI in the subsidiary was ₦19.5 billion. UAC has a 46% equity interest in UPDC but has de facto control in the subsidiary and therefore consolidates the entity in line with IFRS 10.

MDS Logistics Limited (MDS) — MDS Logistics Limited is a company which provides warehousing, distribution and redistribution services to clients in Nigeria. The company's principal place of business is Lagos, Nigeria. In 2013, UAC divested 49% of its 100% stake in the company to Imperial Mobility International BV ("Imperial"), thereby retaining 51%. Imperial held a 49% stake in the company as at 31st December, 2014. The profit allocated to Non-Controlling Interest (NCI) for the year 2014 is ₦493 million. As at the 31st December, 2014, the accumulated NCI in the subsidiary was ₦2.5b

UAC Restaurants Limited (UACR) — UAC Restaurants Limited is a quick service restaurant company that operates through the Mr Biggs'chain of restaurants, using the franchise model. The company's principal place of business is Lagos, Nigeria. In 2013, UAC divested 49% of its 100% stake in the company to Famous Brands, thereby retaining 51%. Famous Brands held a 49% stake in the company as at 31st December, 2014. The profit allocated to Non-Controlling Interest (NCI) for the year 2014 is ₦52million and no dividend was paid. As at 31st December, 2013, the accumulated NCI in the subsidiary was ₦277 million.

UAC Foods Limited (UFL) — UAC Foods Limited is a company involved in the manufacture of packaged snacks, fruit juice, ice-cream and bottled spring water. The company's principal place of business is Lagos, Nigeria. In 2011, UAC divested 49% of its 100% stake in the company to Tiger Brands, thereby retaining 51%. Tiger Brands held a 49% stake in the company as at 31st December, 2014. The profit allocated to Non-Controlling Interest (NCI) for the year 2014 is ₦478 million and total dividend paid amounts to ₦1.2 billion. As at 31st December, 2013, the accumulated NCI in the subsidiary was ₦2.67 billion.

Summarised financial information	MDS	UPDC	UACR	UFL
	₦'000	₦'000	₦'000	₦'000
Non-current assets	3,364,634	49,088,956	720,724	5,128,224
Current assets	3,077,391	18,998,665	660,771	4,576,237
Current liabilities	894,107	23,383,523	792,492	3,424,267
Non-current liabilities	493,902	9,377,378	24,118	691,967
Revenue	4,835,656	11,700,506	1,221,171	15,142,512
Profit before tax	1,500,684	3,540,523	107,576	1,463,393
Total comprehensive income	974,634	2,863,028	105,969	1,110,758

31.3 Changes in ownership of subsidiaries not resulting in loss of control

Disposal of shares in UAC Registrars Limited

During the year 2013, the group also divested 49% of its 100% stake in UAC Restaurants Limited to Famous Brands. The group still retains control of UAC Restaurants Limited. The transaction was effective in October 2013. The final consideration was determined based on the audited financial statements of UAC Restaurants Limited for the year ended 31 December 2013. The excess of the purchase consideration received was credited to equity as the transaction did not result in a loss of control.

Disposal of shares in MDS Logistics Limited

In May 2013, the group divested 49% of its 100% stake in MDS Logistics Plc to Imperial Mobility International BV ("Imperial"). The group still retains control of MDS Logistics Limited. The consideration that was paid by Imperial for the shares in MDS was in two tranches - a guaranteed sum representing 70% of the agreed consideration; and a deferred sum representing the remaining 30% to be paid in equal insallments following the achievement by MDS of certain contractual benchmarks based on the financials for the years ending December 31 2013 and December 31 2014. Management estimates about future performance in 2014 were applied in determining the achievability of the said benchmarks for the financial year ended December 2014. The receivables expected from these cash flows have been discounted at a pre-tax discount rate of 11.7% and booked in the statement of financial position. Increases in this receivable due to passage of time (unwinding of the discount) is credited to interest income in the profit or loss acocunt. The excess of the purchase consideration received was credited to equity as the transaction did not result in a loss of control.

The table below shows the effect on equity attributable to the owners of the parent of changes in its ownership interest in a subsidiary during the year 2013 which did not result in a loss of control

	MDS	UACR	Total
	₦'000	₦'000	₦'000
Carrying amount of non-controlling interests disposed of	2,114,665	204,629	**2,319,294**
Consideration received from non-controlling interests (Net)	3,588,248	762,950	**4,351,198**
Increase in parent's equity (adjusted for transaction costs and other charges)	1,473,583	558,322	**2,031,905**

Acquisition of additional interest in Portland Paints & Products Nigeria PLC (Portland Paints)

In July 2014, the company acquired additional 13.7% (54.8m shares) of the issued shares of Portland Paints for a purchase consideration of ₦235.9 million. The group now holds 64.7% of the equity share capital of Portland Paints. The carrying amount of the non-controlling interests in Portland Paints on the date of acquisition was ₦486.9 million. The group derecognised non-controlling interests of ₦486.9m and recorded a decrease in equity attributable to non-controlling interest of ₦251 million.

The effect of changes in the ownership interest of UACN Group on the equity attributable to owners of the company during the year is summarised as follows:

	₦'000
Carrying amount of non-controlling interests at acquisition date	486,910
Consideration paid to non-controlling interests	(235,890)
Value of NCI recognised in parent's total equity	**251,020**

32. Fair Value Measurements

Fair value of investment property

An independent valuation of the group's investment property was performed by valuers to determine the fair value of investment properties as at 31 December 2014. The gain on fair valuation was credited to profit or loss and is shown in ""other gains"" (Note 6). The following table analyses the non-financial assets carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets and liabilities (level 1)
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly (level 2)
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3)The valuation of investment property results in a level 3 fair value

Valuation techniques used to derive level 3 fair values

Investment Property

Level 3 fair values for investment property has been derived using the open market value. To obtain the open market value, the following were considered, a willing buyer, a willing seller, the property is freely exposed to the market, a reasonable period within which to negotiate sale, taking into account the nature of the property and state of the market.

Warm Spring Waters Nigeria Limited

Warm Spring Waters Nigeria Limited was classified as held for sale during the year 2013. The company was valued at its current net assets value which after considering such factors as willing buyer, willing seller, the state of the company's operations and the quality of its earnings. This qualifies for a level 3 fair value

Fair value measurements as at 31st December 2014 using:

all figures in N'000 unless otherwise stated	**Quoted prices in active markets for identical assets (Level 1)**	**Significant other observable inputs (Level 2)**	**Significant unobservable inputs**
Recurring fair value measurements	**N'000**	**N'000**	**N'000**
Investment Property			
UAC Company	-	-	3,198,600
UPDC	-	-	19,924,42
Available for sale financial assets			
Livestock Feeds Plc investment in financial assets for sale	(6,652)	-	-
Non-recurring fair value measurements			
Warm Spring Waters Nigeria Limited - classified as held for sale	-	-	795,526

Fair value measurements as at 31st December 2013 using:

all figures in N'000 unless otherwise stated	**Quoted prices in active markets for identical assets (Level 1)**	**Significant other observable inputs (Level 2)**	**Significant unobservable inputs**
Recurring fair value measurements	**N'000**	**N'000**	**N'000**
Investment Property			
UAC Company	-	-	2,889,857
UPDC	-	-	18,402,464
Available for sale financial assets			
Livestock Feeds Plc investment in financial assets for sale	17,963	-	-
Non-recurring fair value measurements			
Previously held interests in Livestock Feeds Plc.	462,210	-	-

Valuation techniques used to derive level 3 fair values	**2014**	
	Investment Property (Company)	Investment Property (Group)
	N'000	**N'000**
Opening balance	2,889,857	18,402,464
Transfers to/(from) level 3	-	-
Additions	650	78,017
Reclassifications	232,323	530,064
Disposals	(399,500)	(1,589,657)
Gains recognised in profit or loss	475,270	2,503,533
Closing Balance	**3,198,600**	**19,924,422**

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Valuation techniques used to derive level 3 fair values	2013	
	Investment Property (Company) N'000	Investment Property (Group) N'000
Opening balance	2,241,205	33,840,446
Transfers to/(from) level 3	-	-
Additions	-	2,775,224
Reclassifications	94,560	94,560
Disposals	(180,000)	(22,672,657)
Gains recognised in profit or loss	734,092	4,364,891
Closing Balance	**2,889,857**	**18,402,464**

Valuation process for the group

On an annual basis, the group engages external, qualified valuers to determine the fair value of the group's investment properties, using level 3 inputs. The firm of Messrs Steve Akhigbemidu & Co carried out the valuation exercise of investment properties as at 31 December 2014.

The external valuations of the level 3 investment properties have been performed using the Open Market Approach. The external valuers has determined these inputs based on the size, age, condition of the land and buildings, willing buyer, willing seller, the state of the local economy and a reasonable period within which to negotiate sale, taking into account the nature of the property and state of the market.

Information about fair value measurements using significant unobservable inputs (Level 3)

Description	**Fair value as at 31 -Dec-14**	**Fair value as at 31-Dec-13**	**Valuation Technique**	**Unobservable inputs**	**Relationship of Unobservable inputs to fair value**
Investment Property - UAC Company	3,198,600	2,889,857	Open Market Approach	Price per square meter determined by demand and availability of property of that quality in that location	The higher the estimated price per square meter, the higher the value
Investment Property - UPDC	19,924,422	18,402,464	Open Market Approach	Price per square meter determined by demand and availability of property of that quality in that location	The higer the estimated price per square meter, the higher the value

33. Business Combinations

Acquisition of Livestock Feeds Plc

In November 2012, the Group acquired 11% of the share capital of Livestock Feeds Plc ("Livestock Feeds") for ₦400 million via secondary market trades. In February 2013, the Group acquired a further 40% (₦904 million) of the share capital via a special placement. Control was obtained on March 18 when regulatory approval was received for the transaction. The total transaction size for a 51% interest in the entity was ₦1.3 billion.

Livestock Feeds Plc is an animal feeds operations with mills in key sites across the country. Through this transaction, the combined market shares of Livestock Feeds and Grand Cereals will consolidate UACN's market presence in the animal feeds sector thus adding significant scale to UACN's existing business. It also expects to reduce costs through economies of scale and collaborations in procurement and distribution.

The Goodwill of ₦209 million arising from the acquisition is attributable to acquired economies of scale, geographical diversification opportunities as well as synergistic benefits which are expected from the acquisition. None of the Goodwill recognised is expected to be deductible for income tax purpose.

The fair value of the Group's previously held interest in Livestock Feeds Plc was ₦461 million as at the acquisition date resulting in a gain of ₦61 million. The gain is included in other gains (Note 4) in the Group's statement of profit or loss for the year ended 31 December 2013.

	No of shares acquired	Share Price	Consideration paid
			₦'000
11% stake aquired in November 2012	220,000,000	1.82	400,400
Fair value as at 18 March 2013	220,000,000	2.10	462,000
Fair value gain on previosuly held interest			61,600

Fair value of the share price was determined from the market price of the shares of the company at the relevant dates.

Acquisition of Portland Paints and Products Nigeria Plc

On June 28 2013, the Group acquired 51% of the share capital of Portland Paints and Products Nigeria PLC ("Portland Paints"). Control was obtained on this date when all closing conditions were satisfied and regulatory approval obtained. The transaction size for the acquisition amounted to ₦923 million.

The acquisition was largely in line with the Group's strategy to remain a diversified business with emphasis on market segments that offer the highest potential and maximize shareholders' value. With this transaction, the Group has consolidated its position as the leading paint manufacturer in Nigeria in both the luxury and standard segments.

The Goodwill of ₦339 million arising from the acquisition is attributable to acquired, economies of scale as well as synergistic benefits which are expected from the acquisition. None of the Goodwill recognised is expected to be deductible for income tax purpose.

Notes to the Consolidated Financial Statements
for the Year Ended 31st December, 2014

The following table summarises the consideration paid for both Livestock Feeds and Portland Paints, the fair value of assets acquired, liabilities assumed and the non-controlling interest at the acquisition date;

	Livestock Feeds	Portland Paints
	₦'000	**₦'000**
Cash	904,000	923,530
Total consideration transferred	904,000	923,530
Fair value of previously held interests	462,210	-
Total Consideration	**1,366,210**	**923,530**
Recognised amounts of identifiable assets acquired and liabilities assumed		
Cash and cash equivalents	638,175	50,257
Property, plant and equipment	1,649,379	986,617
Assets under finance lease	-	65,900
Intangible assets	-	233,358
Available for sale financial assets	16,096	-
Prepayments	-	168,747
Inventories	1,352,423	902,628
Trade and other receivables	435,047	485,140
Retirement benefit obligations	(805)	(134,502)
Trade and other payables	(393,232)	(788,597)
Dividends payable	(100)	-
Borrowings	(872,795)	(510,937)
Government Grants	-	(65,775)
Current tax payable	(97,902)	-
Deferred tax liabilities	(58,283)	(95,398)
Provisions	-	-
Intangible Assets (Off Balance Sheet)	324,942	395,230
Contingent Liabilities	-	(50,000)
Indemnification Assets	-	-
Pre-Exisitng Relationships/Re-acquired Rights	-	-
Total identifiable net assets	2,992,944	1,642,668
Deferred Tax on Consolidation	(369,896)	(253,273)
Non-controlling interests	(1,466,543)	(804,907)
Goodwill	209,705	339,042
Total	**1,366,210**	**923,530**

33.1 Determination of final goodwill and correction of prior year error

Determination of Final Goodwill

During the 2013 financial year, a goodwill of N573 million was recognised in respect of this transaction based on the available information at the time. In 2014, a fair valuation exercise of the tangible and intangible assets and liabilities of the company was carried out in order to arrive at the final goodwill or bargain purchase. The tangible assets were fair valued by an independent external valuer, while the intangible assets were fair valued in house. Having reviewed contractual agreements between all parties concerned, management is of the opinion that there were no indemnification assets, nor pre-existing relationships/re-acquired rights between UAC and Livestock Feeds. The deferred tax adjustments arose as a result of the differences between the fair values of the assets liabilities and their tax bases.

The following table summarises the consideration paid for Livestock Feeds, the value of assets acquired, liabilities assumed and the non-controlling interest at the acquisition date;

Prior period error- Livestock Feeds Plc.

	As previously reported at 31 December 2013	Adjustments	Restated Amount as at 31 March 2013
	₦'000	**₦'000**	**₦'000**
Total consideration transferred	1,366,210	-	1,366,210
Total net assets	1,554,374	1,438,570	2,992,944
Deferred tax liability	-	(369,896)	(369,896)
Non controlling interests	(761,643)	(704,900)	(1,466,543)
Goodwill	573,479	(363,774)	209,705
Additional depreciation charge as a result of increase in net assets of Livestock Feeds Plc.		30,734	30,734

The group acquired Livestock Feeds Plc in March 2013. In accounting for the business combination at 31 December 2013, the net assets acquired were measured at the carrying amounts in the books of Livestock Feeds as the fair values had not yet been established by 31 December 2013. As at 31 March 2014 when the financial statements of the group were finalised (12 months of the acquisition date), the fair value determination was not yet completed as required by IFRS 3, hence the numbers were disclosed as final.

However, during the year, management completed the fair value measurement of the assets and liabilties of the entity resulting in an increase in the net asset of the company from N1.5 billion to N2.9 billion and a net adjustment of N363 million to goodwill.

The depreciation impact of the increase in net assets of Livestock feeds Plc resulted in decrease in reported PBT of 2013 by N30.7 million.

Determination of Final Goodwill

During the 2013 financial year, a goodwill of N497 million was recognised in respect of this transaction based on the available information at the time. In 2014, a fair valuation exercise of the tangible and intangible assets and liabilities of the company was carried out in order to arrive at the final goodwill or bargain purchase. The tangible assets were fair valued by an independent external valuer, while the intangible assets were fair valued in house. Having reviewed contractual agreements between all parties concerned, management is of the opinion that there were no indemnification assets, nor pre-existing relationships/re-acquired rights between UAC and Portland Paints and Products Plc. The deferred tax adjustments arose as a result of the differences between the fair values of the assets liabilities and their tax bases.

Measurement Period adjustment - Portland Paints and Products Plc.

	As previously reported at 31 December 2013	Adjustments	Restated Amount as at 31 March 2013
	₦'000	**₦'000**	**₦'000**
Total consideration transferred	923,530	-	923,530
Total net assets	834,584	808,084	1,642,668
Deferred tax liability	-	(253,273)	(253,273)
Non controlling interests	(408,946)	(395,961)	(804,907)
Goodwill	497,892	(158,850)	339,042

In line with IFRS 3, the fair value exercise for the purpose of acquisition accounting and goodwill determination for Portland was completed during the year as the company was well within its measurement period. The measurement period adjustments are required to be accounted for retrospectively as though the information existed as at the acquisition date. This has resulted in the adjustment of the net assets and goodwill recognised in 2013 as shown in the table above.

34. Subsequent events

There were no material events subsequent to the balance sheet date that has not been accounted for or disclosed in these financial statements

Other Financial Information

Group Five-Year Financial Summary for the Year Ended 31st December, 2014

Naira millions	2010	2011	IFRS 2012	2013	2014
Funds Employed					
Equity attributable to equity holders of the Company	29,227	35,316	37,026	42,898	44,965
Non-controlling interest	18,268	21,749	23,575	29,340	29,486
Creditors due after one year	26,522	23,422	18,470	11,562	13,296
Provisions	38	37	35	26	24
	74,055	**80,524**	**79,106**	**83,825**	**87,772**
Employment of funds					
Property, plant and equipment	56,300	60,976	68,954	57,420	58,620
Long term investments	1,048	157	307	17,991	19,101
Net current (liabilities) / assets	16,706	19,392	9,845	6,701	9,470
	74,054	**80,525**	**79,106**	**82,112**	**87,190**
Capital expenditure	3,972	3,113	5,161	8,348	3,029
Depreciation	2,797	2,837	1,770	3,037	2,629

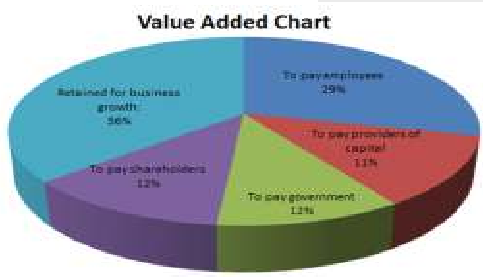
Results	NGAAP		IFRS		
Turnover	52,314	59,638	69,632	78,714	85,654
Profit from operations	7,038	7,715	11,526	15,192	12,394
Share of profit of associated companies	17	13	-	-	2,979
Taxation	(1,643)	(3,587)	(3,642)	(4,062)	(3,370)
Profit after tax and non-controlling interest	3,191	959	4,111	5,582	6,532
Dividend - proposed	(1,761)	(2,401)	(2,561)	(3,362)	(3,362)
Profit for the year retained	1,430	(1,442)	1,550	3,159	3,171
Share prices : High (kobo)	5,848	4,250	3,450	7,110	7,120
Low (kobo)	3,616	2,870	2,800	4,200	3,400
Market capitalisation (period-end)	60,043	47,541	67,230	128,698	65,309
Dividend per share (kobo)	110	150	160	175	175
Dividend per share (kobo) - adjusted	110	150	160	175	175
Earnings per share (kobo)	199	37	257	291	340
Earnings per share (kobo) - adjusted	199	37	214	291	340
Net assets per share (kobo)	2,848	3,565	3,786	3,713	3,876
Dividend cover (times)	1.8	0.2	1.6	1.7	1.8

Other Financial Information

Statement of Value Added for the Year Ended 31st December, 2014

	Group				Company			
	2014		2013		2014		2013	
	₦Million	%	₦Million	%	₦Million	%	₦Million	%
Turnover	85,654		78,714		929		1,095	
Share of associated companies' profits	2,979		-		-		-	
Interest received & other income	5,136		7,407		2,357		8,152	
Cost of materials and services:								
Imported	(369)		(346)		-		-	
Local	(65,284)		(59,316)		2,977		(646)	
Value Added	28,116	100	26,460	100	6,263	100	8,600	100
Applied as follows:								
To pay employees								
Salaries, wages and other benefits	8,029	29	6,499	25	730	12	883	10
To pay government								
Taxes	3,370	12	4,062	15	1,028	16	1,042	12
To pay providers of capital								
Interest charges	3,021	11	2,995	11	15	0	19	0
To pay shareholders								
Dividend	3,362	12	2,561	10	3,362	54	2,561	30
Retained for replacement of assets and business growth:								
Depreciation and Amortisation	2,759	10	3,077	12	177	3	138	2
Non-controlling interest	4,409	16	4,246	16	-	-	-	-
Future Investment	3,166	11	3,021	11	951	15	3,957	46
	28,116	100	26,460	100	6,263	100	8,600	100

Value added represents the additional wealth which the group has been able to create by its own and its employees efforts. This statement shows the allocation of that wealth to employees, government, providers of capital and the amount retained for the future creations of more wealth.



Shareholders' Information

Substantial Shareholdings

According to the Register of Members, one shareholder Stanbic Nominees Limited held 7.83% and 7.44% respectively in two accounts of the issued share capital of the Company as at 31st December, 2014.

RANGE ANALYSIS AS AT 31-12-2014

Range		No. of Holders	Holders %	Holders Cum.	Units	Units %	Units Cum.
1 -	500	32,938	17.80	32938	9,887,597	0.51	9887597
501 -	1,000	23,632	12.77	56,570	17,415,706	0.91	27,303,303
1,001 -	5,000	107,037	57.85	163,607	262,408,943	13.66	289,712,246
5,001 -	50,000	19,847	10.73	183,454	221,360,380	11.52	511,072,626
50,001 -	100,000	726	0.39	184,180	51,160,217	2.66	562,232,843
100,001 -	500,000	619	0.33	184,799	129,765,725	6.76	691,998,568
500,001 -	1,000,000	95	0.05	184,894	70,503,958	3.67	762,502,526
1,000,001 -	10,000,000	120	0.06	185,014	322,875,450	16.81	1,085,377,976
10,000,001 -	1,000,000,000	23	0.01	185,037	835,486,410	43.50	1,920,864,386
Grand Total		**185,037**	**100.00**		**1,920,864,386**	**100.00%**	

Unclaimed Dividends and Share Certificates

Since becoming a public company in 1974, the company has declared dividends and issued a number of scrip issues.

Currently, our unclaimed dividend accounts indicate that some dividend warrants have been returned to the Registrars as unclaimed either because the addresses could not be traced or because the affected shareholders no longer live at the addresses.
Affected shareholders are please requested to contact the registrars to update their records and furnish their bank and stockbroker details for e-mandate.

This notice is to request all affected share holders to contact:

The Registrar
Africa Prudential Registrars Plc
220b Ikorodu Road,
Palm Groove,
Lagos.
Tel. 01- 8931501
website: www.africaprudentialregistrars.com
email: info@africaprudentialregistrars.com

The Dividends are set out below:

Dividends	Date declared			Amount unclaimed	
	Month	Day	Year	2014	2013
				N'000	N'000
36	May	22	2002	-	
37	June	20	2003	7,951	9,991
38	June	18	2004	638	812
39	May	31	2005	113	220
40	June	16	2006	36	46
41	June	22	2007	2,858	8,878
42	December	3	2007	57,660	73,618
43	June	4	2008	28	1,254
44	June	23	2009	4,487	11,110
45	June	23	2010	532	7.398
46	June	15	2011	247,953	325,111
47	June	21	2012	248,849	431,400
48	June	27	2013	241,116	500,779
49	June	26	2014	826,485	-

AfricaPrudentialRegistrarsPlc
RC:649007

E-DIVIDENDMANDATE/REPLACEMENTFORM

DearShareholder,

Wearepleasedtoadviseyouofournewe-dividendservice,whichenablesdirectcreditofyourdividend(s)[newdividendpayments/ lost/misplaced/ stale/unclaimeddividendwarrants toyourbankaccountregardlessofthebankoraccounttype,i.eCurrent/Savings Accounts.

Shouldyoupreferthisservice,kindlyfillthespacesprovidedbelowandreturntous.

Pleaseusethename(s)inwhichyoursharesareheld,withthesignatureonyour ApplicationorT ransferForm.

Thankyou.

TheManagingDirector/Registr ar
AfricaPrudentialRegistrarsPlc
220B,IkoroduR oad,Palmgrove
Lagos. APlc

Comp asetickappropriat eboxeslikethis) ☑

- ☐ UB
- ☐ UTCNigeriaPlc
- ☐ SCOANigeriaPlc
- ☐ NEMInsurancePlc
- ☐ JaizInternationalPlc
- ☐ ALUMACO
- ☐ ResortSavingsandLoansPlc
- ☐ TranscorpPlc
- ☐ ComputerWarehouse
- ☐ PolyProduct
- ☐ WestAfricanGlassIndustriesPlc
- ☐ CementCompanyofNorthernNig.Plc
- ☐ Cappa&D'AlbertoPlc
- ☐ ChampionBreweriesPlc
- ☐ InternationalBreweriesPlc
- ☐ RoadsNigeriaPlc
- ☐ ARMPropertiesPlc
- ☐ PortlandPaintsandProducts

any(ies)whereshareisheld(ple

☐ Others*(pleasespecifyintheboxesprovided)*

Pleasetakethisasauthoritytocreditmy/ourunder -mentionedaccountwithanydividendpayment(s)/lost/misplaced/stale/unclaimeddividendwarrantsdueonmy/our shareholdingintheaforementionedcompany(ies)theparticularsofwhicharestatedbelowfromthedatehereof:

Shareholder'sName *: ____________________
(Surname) (OtherNames)

Shareholder'sAccountNo.(ifKnown): ____

Address*: ____________________

MobileNumber *: ____

FaxNumber: ____ **e-mailAddress *:** ____

BankName *: ____ **Branch*:** ____

BankAccountNo *: ____ **AccountType *:** ____

Datedthis * ____ dayof20____

BankStamp& AuthorizedSignatories ***Shareholder(s)Signatories***

Note:
*TheprovisionofinformationonyourBankName,Bank AccountNo.,E-mailaddressandMobilenumberareveryimportanttoenableus processyourrequest. Allasteriskedfields(*)arecompulsory .*

ShareholdersintheNorthandSouth-southregionofthecountryareadvisedtocontactour ***Abuja*** *or* ***Port-Harcourt*** *LiaisonOffice forallenquiriesconcerningshareholdinginanyofourclientcompanies(seeaddressesbelow).*

Lagos
220B,IkoroduR oad,Palmgrove,
PMB12649,Marina
Lagos.
Tel: 01-8401153

Abuja
11,LafiaClose,
Area8,Garki; Abuja.
Tel:09-8701645

Port-Harcourt
Plot137,Olu-ObasanjoR oad
(2ndfloor),P ort-Harcourt
RiversState.

E-mail: info@africaprudentialregistrars.com
Website: www.africaprudentialregistrars.com

C005

Africa Prudential Registrars Plc
RC NO: 649007

SHAREHOLDER E-SERVICE APPLICATION FORM

(*= Compulsory fields)

1. *SURNAME/COMPANY NAME:
2. *FIRST NAME:
3. OTHER NAME:
4. SPOUSE' NAME:
5. *MOTHER'S MAIDEN NAME:
6. *E-MAIL:
7. ALTERNATE E-MAIL:
8. *MOBILE No: 9. SEX: MALE FEMALE
10. PHONE No(HOME):
11. *POSTAL ADDRESS:
12. *CSCS CLEARING HOUSE No:
13. NAME OF STOCKBROKER: 14. OCCUPATION:
15. NATIONALITY:
16. NEXT OF KIN:

E-SHARE REGISTRATION ACTIVATION MANDATE

o H ☑
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M ☐

BANK DETAILS FOR E-DIVIDEND MANDATE

o N HN
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HM

17. *ACCOUNT NAME:
18. *BANK ACCOUNT NUMBER: 19. *BANK:
l mtam
20. *AGE OF ACCOUNT:
l

*BANK'S AUTHORISED SIGNATURE & STAMP

DECLARATION

h h h
MA

Signature: ______________________ Signature: ______________________ *nsgd r*
N

Please tick against the company(ies) where you have shareholding

CLIENTELE

1. AFRICA PRUDENTIAL REGISTRARS PLC ☐
2. ABBEY BUILDING SOCIETY PLC ☐
3. AFRILAND PROPERTIES PLC ☐
4. A & G INSURANCE PLC ☐
5. ARM PROPERTIES PLC ☐
6. A.R.M LIFE PLC ☐
7. ADAMAWA STATE GOVERNMENT BOND ☐
8. BECO PETROLEUM PRODUCTS PLC ☐
9. BUA GROUP ☐
10. BENUE STATE GOVERNMENT BOND ☐
11. CAP PLC ☐
12. CAPPA AND D'ALBERTO PLC ☐
13. CEMENT CO OF NORTHERN NIG. PLC ☐
14. CSCS PLC ☐
15. CHAMPION BREWERIES PLC ☐
16. C OMPUTER WAREHOUSE GROUP ☐
17. EBONYI STATE GOVERNMENT BOND ☐
18. GOLDEN CAPITAL PLC ☐
19. INFINITY TRUST SAVINGS & LOANS ☐
20. INTERNATIONAL BREWERIES PLC ☐
21. INVESTMENT & ALLIED ASSURANCE PLC ☐
22. JAIZ BANK PLC ☐
23. KADUNA STATE GOVERNMENT BOND ☐
24. NEM INSURANCE PLC ☐
25. NEXANS KABLEMETAL NIG. PLC ☐
26. OMOLUABI SAVINGS AND LOANS PLC ☐
27. PERSONAL TRUST & SAVINGS LTD ☐
28. P.S MANDRIDES PLC ☐
29. PORTLAND PAINTS & PRODUCTS NIG. PLC ☐
30. PREMIER BREWERIES PLC ☐
31. RESORT SAVINGS & LOANS PLC ☐
32. ROADS NIGERIA PLC ☐
33. SCOA NIGERIA PLC ☐
34. TRANSCORP PLC ☐
35. TOWER BOND ☐
36. THE LA CASERA CORPORATE BOND ☐
37. UAC OF NIG. PLC ☐
38. UBA BALANCED FUND ☐
39. UBA BOND FUND ☐
40. UBA CAPITAL PLC ☐
41. UBA EQUITY FUND ☐
42. UBA MONEY MARKET FUND ☐
43. UNITED BANK FOR AFRICA PLC ☐
44. UNIC INSURANCE PLC ☐
45. UAC PROPERTY DEVELOPMENT COMPANY PLC ☐
46. UTC NIGERIA PLC ☐
47. WEST AFRICAN GLASS IND PLC ☐

LAGOS: 220B, Ikorodu Road, Palmgrove, Lagos. Tel: +234 (0)7080606400 | **ABUJA**: 11, Lafia Close, Area 8, Garki, Abuja. Tel: 09-2900873
PORT-HARCOURT: Plot 137, Oluobasanjo Road, (2nd floor), Port Harcourt, Rivers State. Tel: 084-303457
E-MAIL: info@africaprudentialregistrars.com | **WEBSITE**: www.africaprudentialregistrars.com
Africa Prudential Registrars

C005

Africa Prudential Registrars Plc

RC NO: 649007

SHAREHOLDER DATA FORM

(*= Compulsory fields)

1. *SURNAME/COMPANY NAME: ______________________

____

2. *FIRST NAME: ______________________
3. OTHER NAME: ______________________
4. SPOUSE' NAME: ______________________ ***Optional***
5. *MOTHER'S MAIDEN NAME: ______________________
6. *E-MAIL: ______________________
7. ALTERNATE E-MAIL: ______________________
8. *MOBILE No.: ______________ 9. SEX: MALE ☐ FEMALE ☐
10. PHONE No. (HOME): ______________
11. *POSTAL ADDRESS: ______________________

____

Please tick against the company(ies) where you have shareholding

CLIENTELE

1. ABBEY MORTGAGE BANK PLC ☐
2. AFRICA PRUDENTIAL REGISTRARS PLC ☐
3. AFRILAND PROPERTIES PLC ☐
4. A & G INSURANCE PLC ☐
5. ARM PROPERTIES PLC ☐
6. A.R.M LIFE PLC ☐
7. ADAMAWA STATE GOVERNMENT BOND ☐
8. BECO PETROLEUM PRODUCTS PLC ☐
9. BENUE STATE GOVERNMENT BOND ☐
10. CAP PLC ☐
11. CAPPA AND D'ALBERTO PLC ☐
12. CEMENT COY OF NORTHERN NIG. PLC ☐
13. CSCS PLC ☐
14. CHAMPION BREWERIES PLC ☐
15. COMPUTER WAREHOUSE GROUP PLC ☐
16. EBONYI STATE GOVERNMENT BOND ☐
17. GOLDEN CAPITAL PLC ☐
18. INFINITY TRUST MORTGAGE BANK PLC ☐
19. INTERNATIONAL BREWERIES PLC ☐
20. INVESTMENT & ALLIED ASSURANCE PLC ☐
21. JAIZ BANK PLC ☐
22. KADUNA STATE GOVERNMENT BOND ☐

CLIENT CONTD.

23. NEM INSURANCE PLC ☐
24. MOLUABI SAVINGS AND LOANS PLC ☐
25. PERSONAL TRUST & SAVINGS LTD ☐
26. P.S MANDRIDES PLC ☐
27. PORTLAND PAINTS & PRODUCTS NIG. PLC ☐
28. PREMIER BREWERIES PLC ☐
29. RESORT SAVINGS & LOANS PLC ☐
30. ROADS NIGERIA PLC ☐
31. SCOA NIGERIA PLC ☐
32. TARABA STATE GOVERNMENT BOND ☐
33. TRANSCORP PLC ☐
34. TOWER BOND ☐
35. THE LA CASERA COMPANY - CORPORATE BOND ☐
36. UAC NIGERIA PLC ☐
37. UBA BALANCED FUND ☐
38. UBA BOND FUND ☐
39. UBA CAPITAL PLC ☐
40. UBA EQUITY FUND ☐
41. UBA MONEY MARKET FUND ☐
42. UNITED BANK FOR AFRICA PLC ☐
43. UNIC INSURANCE PLC ☐
44. UAC PROPERTY DEVELOPMENT COMPANY PLC ☐
45. UTC NIGERIA PLC ☐
46. WEST AFRICAN GLASS IND PLC ☐

DECLARATION

"I hereby declare that the information I have provided is true and correct and that I shall be held personally liable for any of my personal details."

Signature: ______________

Signature : ______________
for joint/corporate accounts only

OTHERS: ______________

LAGOS: 220B, Ikorodu Road, Palmgrove, Lagos. Tel: 07080606400 | **ABUJA**: 11, Lafia Close, Area 8, Garki, Abuja. Tel: 09-2900873
PORT-HARCOURT: Plot 137, Olu Obasanjo Road (2nd floor), Port Harcourt, Rivers State. Tel: 084-303457
E-MAIL: info@africaprudentialregistrars.com | **WEBSITE**: www.africaprudentialregistrars.com
Africa Prudential Registrars

Proxy Form

UAC OF NIGERIA PLC

Annual General Meeting to be held at 10.00 a.m. on Wednesday 23rd September, 2015 at Arthur Mbanefo Hall, Golden Tulip Festac Lagos, Amuwo-Odofin

I/We

being a member/members of UAC OF NIGERIA PLC do hereby appoint

----

or failing him the Chairman of the Meeting as my/our proxy to vote for me/us on our behalf at the General Meeting of the Company to be held on Wednesday 23rd September, 2015 and at every adjournment thereof

Date: ……………………

Shareholder's signature…………………………………..

Resolutions

RESOLUTIONS	FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS			
To declare Dividend			
To re-elect Mrs. Awuneba S Ajumogobia as a Director			
To re-elect Mr. Babatunde O Kasali as a Director			
To appoint Ernest & Young as External Auditor			
To authorize the directors to fix Auditor's remuneration			
To elect members of the Audit Committee			
SPECIAL BUSINESS To approve raising of additional capital To approve Increase of Share Capital To approve Private Placement To approve Rights Issue To approve general mandate for related party transactions To fix remuneration of Directors.			

Please indicate your wish by placing 'X' in the appropriate square

Put the 'X" beside the motion before meeting and not any of the others

Signature of member/proxy ………………………

Dated this ………… day of ……………………… 2015.

Date: ……………………

Shareholder's signature…………………………………..

NOTES

1. A member (shareholder) who is unable to attend an Annual General Meeting is allowed by law to attend by proxy. The above form has been prepared to enable you to exercise your vote if you cannot personally attend.
2. Provision has been made on this form for the Chairman of the Meeting to act as your proxy, but if you wish you may insert in the blank space on the form (marked*) the name of any person, whether a member of the Company or not, who will attend the Meeting and vote on your behalf instead of the Chairman of the Meeting.
3. Please sign the above proxy form and post it so as to reach the address shown over leaf not later than 5.00 p.m. on Monday 21st September, 2015. If executed by a corporation, the proxy form should be sealed with the Common Seal or signed.
4. The proxy must produce the Admission form sent with the Report and Accounts to obtain entrance to the Meeting.
5. The proxy form should not be completed and sent to the address if the member will be attending the meeting in person.

IF YOU ARE UNABLE TO ATTEND, PLEASE

(a) Write the name of your proxy (if any) where marked.*
(b) Ensure that the form is signed by you and stamped with COMMISSIONER OF STAMP DUTIES.
(c) Tear the proxy form along the perforated lines and post so as to reach the address shown overleaf not later than 48 hours before the time of holding the meeting.

ADMISSION FORM

UAC OF NIGERIA PLC

Annual General Meeting Admission Card

Please admit

to the Annual General Meeting of UAC OF NIGERIA PLC which will be held at Arthur Mbanefo Hall, Golden Tulip Festac Lagos, Amuwo-Odofin, on Wednesday 23rd September, 2015 at 10.00 a.m.

IMPORTANT NOTICE:

1. This admission card must be produced by the Shareholder or his proxy in order to obtain entrance to the Annual General Meeting.
2. Shareholders or their proxies are requested to sign the admission card in the appropriate place before attending the Meeting

GODWIN A SAMUEL, ESQ

COMPANY SECRETARY/LEGAL ADVISER

UAC OF NIGERIA PLC

Annual General Meeting Admission Card

Name and Address of Shareholder

Signature of person attending

SHAREHOLDER……………………………….

PROXY……………………………………………

PLEASE AFFIX
STAMP

The Registrar
Africa Prudential Registrars Plc
220 B Ikorodu road,
Palm Groove,
Lagos.
Tel. 01- 8931501
web: www.africaprudentialregistrars.com
email: info@africaprudentialregistrars.com

If undelivered please return to
AFRICA PRUDENTIAL REGISTRARS PLC
220B IKORODU ROAD,
PALM GROOVE,
LAGOS.
TEL. 01- 8931501
web: www.africaprudentialregistrars.com
email: info@africaprudentialregistrars.com

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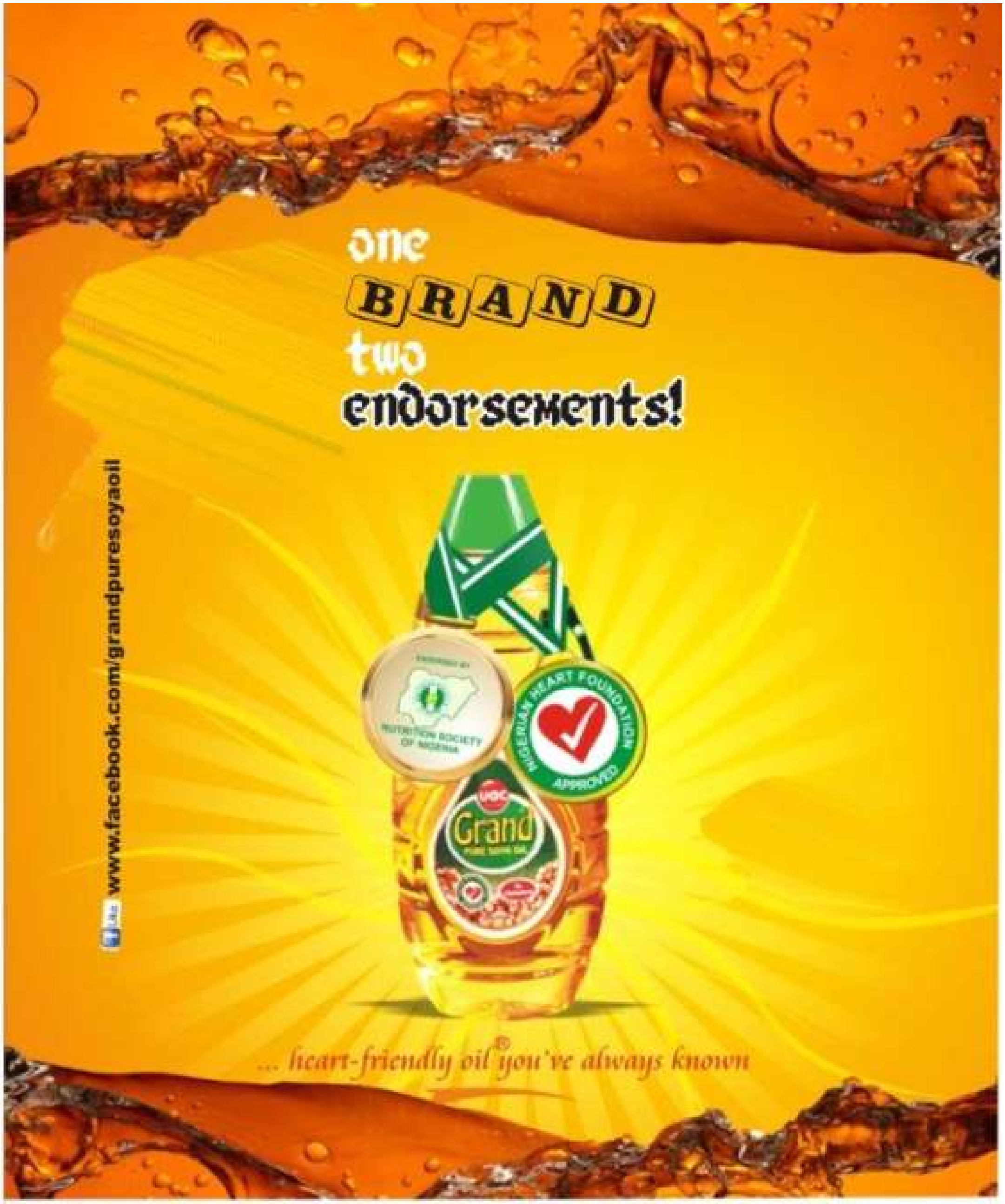
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SAP TRAINING FOR UAC MANAGERS IN DUBAI

LIVESTOCK FEEDS NEWLY COMMISIONED 12MT/HR FEEDMILL

...doing good

UAC of Nigeria Plc
UAC House, 1-5 Odunlami Street , P.O. Box 9, Lagos.
Tel:+234-1-7624331
Web: www.uacnplc.com, Email: info@uacnplc.com