



# 2022 Annual Report & Accounts



P.M.B 21002. 08020672366, 08123438237. info@meyerpaints.com, www.meyerpaints.com

32, Billings Way, Oregun-Ikeja, Lagos.

Premium  
**Wood  
Protector**

**The Premium Wood Protector**

- Meyerwood Polyurethane Varnish
- Meyerwood Guard
- Meyerwood Primer
- Meyerwood Cellulose Finish Enamel





# MEYER RITE SHEEN

A wipeable standard water-based acrylic co-polymer emulsion, formulated for interior use on normal walls and ceiling surfaces which provides attractive alternative to the traditional satin finish. Especially where a soft sheen is required.

## MAIN FEATURES:

- Excellent protection against fungi & algae.
- High coverage.
- fast drying.
- Low PVC.
- Odourless.
- High scrub resistance.
- Low yellowing tendency.
- Excellent washability to remove dirt and stains.
- Unsuitable on hot surfaces of constant temperature.
- Does not generate heat, ecologically friendly.
- Available in 20 ltrs and 4 ltrs.
- Available in a large variety of colours.



### Corporate Headquarters:

32, Billings Way, Oregon,  
P.M.B 21002 Ikeja, Lagos State.  
Tel: 08020672366, 08123438237  
Email: info@meyerpaints.com  
Website: www.meyerpaints.com

@meyerplc  
 @meyer\_plc  
<https://www.linkedin.com/company/meyerplc/>

### Mission Statement

“To employ all resources at our disposal in positioning our Company as the leader within our chosen spheres of activities; effectively satisfying the total quality demands of our markets, the aspirations of our employees; and providing optimum returns on our shareholders’ investments through focused profitable growth, whilst we remain a responsible corporate citizen.”

### QUALITY POLICY

Our company is fully committed to providing paints, coatings and similar products of consistent quality to the satisfaction of our customers at all times. This will be achieved through the optimal use of processes and procedures which guarantee product quality that conforms to acceptable National and International Standards.

To ensure that this commitment is achieved and sustained, Management shall provide necessary resources, while employees are obliged to carry out their duties in accordance with agreed procedures.

## Meyerwood



- Meyerwood Polyurethane Varnish
- Meyerwood Guard
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## CORPORATE INFORMATION

<b>Board of Directors</b>	<p>Mr. Kayode Falowo  Mr. Osa Osunde  Erelu Angela Adebayo  Mr. Tony Uponi  Dr. Olutoyin Okeowo  Mrs. Vivienne Ochee Bamgboye  Mr. Rotimi Alashe  Dr. David Onabajo (<i>Appointed w.e.f. March 20th 2023</i>)</p>
<b>Registered Office:</b>	<p>No 32 Billings Way, Oregon  Industrial Estate, Ikeja, Lagos.</p>
<b>Company Secretary:</b>	<p>Marriot Solicitors  15E, Muri Okunola Street Off,  Ajose Adeogun Street Victoria Island,  Lagos</p>
<b>Company Registrar</b>	<p>Greenwich Registrars &amp; Data Solutions Limited  274, Murtala Muhammed Way  Alagomeji, Yaba  Lagos</p>
<b>Auditors</b>	<p>BDO Professional Services  (Chartered Accountants) ADOL House  15, CIPM Avenue  Central Business District  Alausa, Ikeja  Lagos.</p>
<b>Major Bankers:</b>	<p>Access Bank Plc  First Bank of Nigeria Limited  Zenith Bank Plc  United Bank for Africa Plc  Stanbic IBTC Bank Limited  Guaranty Trust Bank Limited  First City Monument Bank Limited  Ecobank Plc  Providus Bank Limited  Greenwich Merchant Bank Limited</p>

## OUR PRODUCTS

### Decorative Paints:

These are paints that are used for beautification and decoration of architectural buildings which include Textured, Emulsion and Gloss Paints.

The brand names for these products are:

Meyer Wall Satin	-	Specialized Premium
Velvet Matt	-	Specialized Premium
Meyer Rite Sheen	-	Premium
Ultimate Emulsion & Gloss	-	Premium
Imperial Emulsion & Gloss	-	Standard
Meyertex Plus	-	Premium Textcoat

**Wood Finishes:** These products are used for both preservation and beautification of all wood, with the following brand names:

Meyerwood	-	Guard Meyer Guard Varnish
Meyerwood Sanding Sealer	-	Meyerwood Glossy Lacquer
Meyerwood Cellulose Wood Filler-		Meyerwood Matt Lacquer Meyer Matching Stains

### Auto Finishes:

Meyer auto paints, known as Meyerflex, are meant for vehicle refinishing and maintenance. They can be in solid, metallic or autocryl form.

**Marine, Industrial & Heavy Protective Coatings:** This line of products includes the following:

Alkyd Systems	Chlorinated Rubber Systems
Epoxy Systems	Bituminous Coatings
Aluminium Coatings	Reflective/Non-reflective Road Markings

# Experience the...



**Colour  
Magic**

**TOP  
QUALITY  
ASSURED**

*The magic of a beautiful world is in the experience you get from our range of brilliant and exciting paints. Take a trip with us.*

**Our product range include:**

*Decorative | Industrial | Wood | Marine | Auto-Refinishes*



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## BOARD OF DIRECTORS



**MR. KAYODE FALOWO**  
Chairman



**ERELU ANGELA  
ADEBAYO**  
Non-Executive Director



**DR. OLUTOYIN OKEOWO**  
Non-Executive Director



**MR. TONY UPONI**  
Non Executive Director



**MR. OSA OSUNDE**  
Non-Executive Director



**MRS. VIVIENNE OCHEE  
BAMGBOYE**  
Non-Executive Director/Independent



**Dr. DAVID ONABAJO**  
Managing Director

## BOARD OF DIRECTOR'S PROFILE



**MR. KAYODE  
FALOWO**  
Chairman

Kayode was born on 28th October 1961 to the family of Late Chief Ayodele Falowo & Chief (Mrs.) Modupe Falowo in Ibadan. He attended the Government College Ibadan in 1977 where he obtained his West Africa Examination Certificate. He holds a B.Sc. (Hons) in Agricultural Engineering from the University of Ife (now Obafemi Awolowo University, Ile Ife) Oyo State in 1982 and an MBA (Finance) from the University of Benin.

Kayode is an Investment Banker with over 35 years post-graduation experience in Finance, especially in Commercial and Investment Banking. He founded Greenwich Trust Limited now Greenwich Merchant Bank 26 years ago with the active support of his wife, Dorothy.

He has attended numerous workshops and seminars which include the following:

- Owner/President Management Programme at the Harvard Business School;
- International Management Programme at the Lagos Business School;
- Chief Executive Programme at the Lagos Business School;
- Executive Management Programme (EMP) & Financial Training at the IESE Business School, Barcelona, Spain;
- Executive Management Programme at the University of Stellenbosch Business School, South Africa
- Strategic Thinking, Decision Making & Planning by Psyntech & The Nigerian Stock Exchange;
- Fixed Income Training Programme at Financial Euromoney Training EMEA, UK;

- Directors and Risk Management Training at FITC Consulting & Risk Reward Limited UK; and
- Financial Statement Analysis and Valuation at the Lagos Business School;

Kayode Falowo is an active member of numerous professional and industry associations where he participates actively. He is a distinguished Fellow of the Chartered Institute of Stockbrokers, a Fellow of the Association of Investment Advisers and Portfolio Managers, a Fellow of Association of Pension Funds of Nigeria and a Fellow of the Certified Pension Institute of Nigeria. In addition, he is a member of the Nigerian Economic Summit Group, the Lagos Chamber of Commerce & Industry, the Institute of Directors (IoD) Nigeria, the Institute of Management Consultants and the Nigerian Institute of Management.

He has also served in numerous capacities as member and chairman of various committees. He is the immediate Past President and Chairman of Council of the Nigerian-British Chamber of Commerce.

Mr. Falowo is a seasoned Investment Banker and is very passionate about the development of the Capital Market in Nigeria. He was a Council member of the Nigerian Stock Exchange and once served as the Chairman of the Capital Market Committee on Products and Business Development. He currently sits on the Board of the National Association of Securities Dealers (NASD) Plc, where he is also the Chairman of the Rules Committee.



**ERELU ANGELA  
ADEBAYO**  
Non-Executive Director

Erelu Angela Adebayo is the Chairperson, Erelu Adebayo Foundation for the under Privileged. She was the First lady of Ekiti State between 1999 and 2003. She was appointed to the Board of Meyer Plc as a Non –Executive Director in July 2010.

She holds a B.sc in Social Sciences and Masters in Business Administration (MBA). She has a Mphil (Cantab) Land Economy from the University of Cambridge in 1994. She started her working career with a brief stint at ICON Limited Merchant Bankers as a Banking Officer 1980). Thereafter she became a Property/Insurance Manager at Ashland Oil Nigeria Company (1983-1990).

Later, she became the Managing Director at A.A. Adebayo & Associates Property Consults between 1990 and 1999. Presently, she is the Managing Director of Quintecca

(Nigeria) Limited-Property Consultant and a Board member of Dangote Foundations and United Bank for Africa Plc.

Erelu Adebayo was the first female Chairman of Wemabod Estates and was the Chairman of Afriland Properties Plc until she retired in 2018

She is the Chairman of Greenwich Foundation and a Trustee of Dangote Foundation. She is also a council member of the NGX (formerly the Nigerian Stock Exchange), and currently presides as Chairman of the NGX Real Estate Company

She has attended many training courses both locally and internationally. She is happily married with children.

## BOARD OF DIRECTOR'S PROFILE



**DR. OLUTOYIN OKEOWO**  
Non-Executive Director

Dr. Olutoyin Okeowo is the Managing Director/Chief Executive Officer of Metropolitan Motors Ltd.

He has a wide range of experience having served on the board of several companies, including VT Leasing Limited, Meyer Plc., Greenwich Trust Limited, GTL Trustees Limited, Funds Electronic Transfer Systems Limited, Kabelmetal Nigeria Plc., Oasis Insurance Plc and TMJ Properties Limited. He started his career as a lecturer in the faculty of Business Administration, the University of Lagos, before he resigned to join the family business in 1986.

Dr. Okeowo is the Chairman of the Equipment Leasing Association of Nigeria (ELAN) and the Chairman of the Board of Trustees of the University College Hospital (UCH) Ibadan Foundation. He is a member of the Governing Council of several

institutions including the Nigerian Institute of Management (NIM), Ajayi Crowther University, Oyo State and Immanuel College of Theology, Ibadan. In recognition for his unwavering and outstanding dedication to the service, in 2019, he was conferred the Honorary degree of Doctor of Science (D.Sc) Business Administration by Ajayi Crowther University

He holds a master's degree in Management Science and Technology from the University of Wales, UK, Institute of Science and Technology. He is an alumnus of Lagos Business School and a Fellow of the Institute of Directors of Nigeria (IOD).

He is a member of Metropolitan Club, Victoria Island, Lagos.



**MR. TONY UPONI**  
Non-Executive Director

Mr. Tony Uponi graduated with a Bachelor of Laws (LL.B Hons) degree from the University of Benin in 1986, and immediately proceeded to the Nigerian Law School where he graduated with a second class upper and was accordingly called to Bar in October 1987. He subsequently pursued a postgraduate programme leading to the award to him, of a Master of Laws (LL.M) degree (with specialization in Company Law) from the University of Lagos in 1992.

Upon completion of his postgraduate programme, Mr. Tony Uponi established the Law Firm of Marriot Solicitors where he has been the Principal Partner since 1992.

He has over the past 33 years, been fully engaged in private legal practice. He was

conferred the status of a Notary Public by the Supreme Court of Nigeria in Year 2009.

Mr. Tony Uponi is registered as a Capital Market Consultant by the Securities & Exchange Commission and is a member of the Capital Market Solicitors Association.

He has played an active role as a Solicitor and Legal Consultant on several landmark merger acquisitions, capital raising and other transactions in the financial services sector.

He presently sits as a Director in several reputable Companies including Greenwich Merchant Bank Limited, Citadel Nominees Limited, Greenwich Trustees Limited, and Davennis Limited. He has attended several local and international seminars as well as



## BOARD OF DIRECTOR'S PROFILE



**MR. OSA OSUNDE**  
Non-Executive Director

Mr. Osa Osunde, FCS, FCTI, F.IoD, is the Executive Chairman of Fidelity Finance Company Limited (Member of the Nigerian Stock Exchange).

He has Higher National Diploma (HND) in Accountancy from Auchy polytechnic, Auchy in 1986. He attended the prestigious New York Institute of Finance, New York, USA in 1992. Mr. Osa Osunde is an Authorized dealer of The Nigerian Stock Exchange. He belongs to several professional bodies which are: Fellow, Chartered Institute of Stockbrokers (FCS), Fellow, Institute of Directors (IoD) Nigeria, Fellow, Chartered Institute of Taxation of Nigeria (FCTI), Fellow, Nigeria Institute of Management (FNIM), Member, Association of Arbitrators of Nigeria (MA. Arb.N), and Senior Fellow of the Institute of Administrative Management of Nigeria, (SFIAMN), Fellow Nigerian Institute of Cost and Management Accountants (FCMA) and Member Certified Institute of Pension Management (MIPM).

He Started his career as Head of Stockbroking with Wintrust Limited, Lagos in 1990 and left the company in September 1991 as head of stockbroking department.

In January 1992, he moved to Fidelity Finance Company Limited, another stockbroking outfit as an Assistant General

Manager in charge of Treasury and Stockbroking Investment, but today he has risen to become the Chairman of the Organization.

Mr. Osa Osunde is on the board of several quoted companies in Nigeria some of which are; Presco Oil Plc; Meyer Plc; Nigerian Wire & Cable Plc (Vice-Chairman); immediate past Chairman of Afribank Nigeria Plc, former Vice-Chairman AP Plc (now Forte Oil Plc) and former Director Niger Insurance Plc.

He also serves as a Director in several other private limited liability companies including Clapton Estates Limited, South-point Oil & Gas Limited, White-Gold Oil & Gas Limited, Freeland Estates Limited, Freelands Petroleum Limited and Director HP Construction and Dredging Limited just to mention a few. Fidelity Finance Company Limited (a foremost stockbroking firm) of which Mr. Osunde is the Chairman has been a corporate member of the Institute of Direct Marketing of Nigeria since 2007. (CM-20105).

Mr. Osa Osunde is a seasoned professional of proven integrity, a meticulous and dynamic capital market operator with an enviable track record. He is widely travelled and happily married with children.



**MRS. VIVIENNE OCHEE  
BAMGBOYE**  
Non-Executive Director/  
Independent

Mrs. Vivienne Ochee Bamgboye holds a B.A in English and Drama (Ahmadu Bello University) and an LLB (University of Ibadan). She was called to the Nigerian Bar in 1989. She is a certified PRINCE2 project manager and holds a PGD in Youth Social Work (Goldsmiths College, University of London). She also has a certificate in Executive Coaching from the University of Cape Town and The Coaching Academy, UK.

She is an organisational and human capacity development practitioner with 30 years' experience that spans corporate and public law, policy advisory and development consulting both in Nigeria and the UK. She has a track record of designing consulting solutions for organisational transformation or institutional change.

She started her professional career as a practice attorney at the Rhodes & Rhodes law firm before moving to public law advocacy in the UK. She has also served as team leader for capacity building in the Federal Ministry of Education and Team Lead for the advisory team at the Federal Ministry of Agriculture & Rural Development.

As Lead Consultant at the Oye Centre for Learning & Development, she has led project teams to oversee high impact people development and organisational restructuring projects for private sector clients & multinationals.

# BOARD OF DIRECTOR'S PROFILE



**Dr. DAVID ONABAJO**  
Managing Director

Dr. David Olufemi. Onabajo, the Managing Director & Chief Executive Officer of the Company. He is a transformational Leader, business Strategist, Strategic Marketing & Sales leader with over two decades of blended experience as a C-Suite Executive leading business, championing strategic change management, overseeing supply chain management, facilities management and driving enterprise competitiveness across FMCG, Oil and Gas, Energy, B2B, B2C and B2G . Adept in strategic supply chain management and Implementation, profit & loss accountability and general management, business Development, product and brand positioning as well as strategic leadership. Blending strategic system thinking in managing multi-site manufacturing operations, inspiring teams to optimum performance, identifying emerging market opportunities to drive high organizational profitability, enhancing competitive advantage.

David graduated with a Higher National

Diploma (Electrical /Electronic Engineering) from Yaba College of Technology, Postgraduate Certificate in Strategic Marketing from Carrington Foundation-Centre for Professional Development, United Kingdom. MBA (Human Resource Mgt) from the prestigious Ahmadu Bello University, Zaria, Kaduna.

He also holds European Executive MBA from Rome Business School, Italy and Doctorate in Strategic Management from Institute of Management Specialist (IMS) USA. A fellow of the Chartered Institute of Management Consultant (FCIMC) and Chartered Management Consultant (CMC). a member of the Institute of Strategic Management, Nigeria.

He oversees the day-to-day operations of the business. He was appointed as Managing Director /Chief Executive Officer with effect from March 20th, 2023.

# NOTICE OF THE 51<sup>ST</sup> ANNUAL MEETING OF MEYER PLC

NOTICE IS HEREBY GIVEN that the 51<sup>st</sup> Annual General Meeting of Meyer Plc will be held at the Banquet Hall of Lagos Airport Hotel, 111, Obafemi Awolowo Way, Ikeja, Lagos on Friday 23<sup>rd</sup> June 2023 by 11am prompt to transact the following business:

## Ordinary Business:

1. To present the Audited Financial Statements for the year ended 31st December 2022 together with the reports of the Directors, Auditors, and the Audit Committee thereon.
2. (i) To re-elect the following Directors retiring by rotation:
  - a. Erelu Angela Adebayo
  - b. Mr. Tony Uponi
 (ii) To ratify the appointment of Mr. David Onabajo as a director
3. To authorize the Directors to fix the remuneration of the Auditors.
4. To disclose the remuneration of the Company's Managers.
5. To elect members of the Statutory Audit Committee.

## Special Business:

1. To approve the remuneration of the Directors

## Notes:

### (a) Proxies

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.

All instruments of proxy must be completed, stamped, and deposited at the registered office of the Company at Plot 32, Billings Way, Oregun-Ikeja, Lagos or at the office of the Registrar, Greenwich Registrars & Data Solutions Limited, 274, Murtala Muhammed Way, Alagomeji, Yaba, Lagos, or sent via email to [proxy@gtlregistrars.com](mailto:proxy@gtlregistrars.com) not later than 48 hours before the time fixed for the Annual General Meeting. A blank proxy form is supplied in the Annual Reports and may also be downloaded from the Company's website at [www.meyerpaints.com](http://www.meyerpaints.com).

### (b) Audit Committee Members

In accordance with Section 404(3) of the Companies and Allied Matters Act 2020, the Audit Committee shall consist of 5 members; three (3) shareholders and two (2) Non-Executive Directors. Section 404(6) of the Act provides that any shareholder may nominate another shareholder for election as a member of the Audit Committee by giving notice in writing of such nomination to the office of the Company Secretary, Marriot Solicitors, 15E Muri Okunola Street, off Ajose Adeogun Street Victoria Island, Lagos at least twenty-one (21) days before the Annual General Meeting.

The Financial Reporting Council's Code of Corporate Governance provides that all members of the Audit Committee should be financially literate and be able to read and understand financial statements. Consequently, a detailed curriculum vitae of the nominee's qualification should be submitted with each nomination.

### (c) Live Streaming of AGM

To enable shareholders and other stakeholders who will not be attending physically to follow the proceedings the AGM will be streamed live. The link for the AGM live streaming will be made available on the Company's website at [www.meyerpaints.com](http://www.meyerpaints.com)

### (d) Closure of Register of Members

The Register of Members and transfer of books will be closed between 6th June 2023 and 9th June 2023 (both dates inclusive) for the purpose of preparing an up-to-date Register.



# NOTICE OF THE 51<sup>ST</sup> ANNUAL MEETING OF MEYER PLC

**(e) Unclaimed Dividend Warrants**

A number of dividend warrants have remained unclaimed or are yet to be presented for payment or returned to the Company for revalidation. Affected Shareholders are advised to kindly contact Greenwich Registrars & Data Solutions Limited 274, Murtala Muhammed Way, Alagomeji, Yaba, Lagos.

**(f) E-Annual Report**

In order to improve delivery of our Annual Report, we have inserted an Update form in the Annual Report and hereby request shareholders to complete the form by providing their contact and any other requested details and thereafter return same to the Registrars for further processing.

**(g) To re-elect Directors**

In accordance with the provisions of the Articles of Association of the Company regarding retirement of directors by rotation, the directors to retire by rotation are Erelu Angela Adebayo and Mr. Tony Uponi, who being eligible have offered themselves for-re-election at the 51st Annual General Meeting.

**(h) Rights of Securities' Holders to ask questions**

Securities' Holders have a right to ask questions not only at the Meeting, but also in writing prior to the meeting, and such questions must be submitted to the Company via email [info@meyerpaints.com](mailto:info@meyerpaints.com) not later than two weeks before the date of the meeting.

**(i) Profile of Directors**

The profile of all Directors is provided in the Annual Report and on the Company's website.

**DATED THIS 28TH DAY OF APRIL 2023**

**BY ORDER OF THE BOARD**



Kalu O. Kalu Esq.  
 (Marriot Solicitors)  
 FRC/2020/002/00000021788  
 Company Secretary  
 15E Muri Okunola Street,  
 Off Ajose Adeogun Street, Victoria Island  
 Lagos

# CHAIRMAN'S STATEMENT

Distinguished Shareholders, Members of the Board of Directors, Ladies and Gentlemen, I am delighted to welcome you to the 51<sup>st</sup> Annual General Meeting of our company and present to you an overview of the 2022 macroeconomic environment, a review of our performance for the year and our outlook for 2023.

## REVIEW OF THE MACROECONOMIC ENVIRONMENT

The global economy continued to expand steadily in 2022, even as the international monetary authorities hinted at changes to monetary policy strategies for the remainder of the year. However, the global growth optimism faded given a combination of factors, including, the -Russia Ukraine conflict; higher global interest rates as global central banks tightened monetary policy more than earlier projected; and China's zero-COVID strategy, which impacted local and external demand negatively.

Notably, the Russia-Ukraine conflict resulted in negative consequences for the global economy, including, the worsening of the supply-chain constraints, disruption of trade flows, and higher inflationary pressures.

On the domestic scene, Nigeria witnessed slower economic activities as Gross Domestic Product (GDP) growth ended 2022 at 3.52% compared to the 3.98% recorded in 2021, as reported by the National Bureau of Statistics (NBS). Overall, on a Year-on-Year basis, the economic output grew by 3.10% marginally below the 3.40% growth recorded in full year 2021.

Furthermore, the growth breakdown revealed that the non oil sector improved by 4.84% driven by Information and Communications sector (+9.76%),



Agricultural sector (+1.88%), Trade sector (+5.13%), Finance & Insurance sector (+16.36%), and Manufacturing sector (+2.45%).

The Manufacturing Purchasing Managers Index (PMI) closed the year above the 50-index point benchmark, recording 54.6 points in December 2022 from 52.0 points in December 2021. This indicated a gradual recovery of output growth, driven largely by the increase in new orders associated with rising aggregate demand and an upward swing in business activities.

In a bid to curb the high inflationary pressures in the economy, the Monetary Policy Committee (MPC) increased rates by 6% from 11.5% in January 2022 to 17.5% in January 2023. The Cash Reserve Ratio (CRR) increased by 5% to 32.50% from 27.50% at the beginning of the year as Liquidity Ratio remained the same at 30% throughout the year.

Nigeria saw significant levels of inflation, with its headline inflation rate rising for twelve (12) straight months during the year to reach 21.34% by December 2022.

# CHAIRMAN'S STATEMENT

According to the NBS the average inflation rate for 2022 was 18.77%, up from the 16.98% figure for 2021.

The Nigerian equities market ended last year on a bullish note as the NGX All Share Index appreciated by 19.98%. The impressive performance was attributed to about 50% capital gains recorded in some highly capitalised stocks, which controlled 70% of the total market capitalisation last year. According to the NGX, local investors accounted for about 86.2% while foreign investors accounted for 13.8% of the total transactions in the equities market.

Also, at the end of December 2022, Primary Market Auction stop rates on government treasury bills were 2.75%, 7.15% and 8.49% for the 91 day, 182 day and 364-day bills as compared to the January 2022 figures of 2.50%, 3.44% and 5.50% respectively.

Throughout the year, the exchange rate experienced multiple instances of rapid depreciation. At the parallel market Naira depreciated to NGN880/USD in November 2022 before closing the year at NGN735/USD. The rates on the Investors and Exporters FX Window (I&EW) weakened to NGN461.5/USD in December 2022 from January's NGN422/USD. Our foreign reserves further decreased by 8.48% to close at \$37.08 billion as at December 30, 2022.

## PERFORMANCE REVIEW FOR 2021

Despite the challenging operational and business environment, our focus on maximizing stakeholder value never wavered. Our stellar performance was further projected as stocks of Meyer Plc ranked the third best performing stock on the Nigerian Exchange Group (NGX) in 2022, appreciating by 393.5% to N2.27, from N.50 in 2021.

In the year under review, our company recorded a 28% Year-on-Year (YoY) growth in revenue from N1.11 billion in 2021 to

N1.43 billion. This increase could be attributed to the attendant strategies adopted by the Company back to a growth path. Gross Profit increased marginally by 7% from ₦392.3 Million to ₦418.8 Million

Although, we achieved a Profit Before Tax (PBT) of - ₦17.2 Million representing a decrease of 129% against ₦60.2 Million, the Profit After Tax (PAT) for the year increased by 1069% to N393.61 Million from ₦33.68 Million achieved in 2021 as Earnings Per Share (EPS) for the year increased by a stellar 1028.5% to 70 Kobo per share in 2022 compared to 7 kobo in 2021.

Consequently, the shareholder's fund increased by 37% from N1.05 billion recorded in December 2021 to N1.45 billion.

Given our improved performance, profits for the year 2022 will be used to further establish our company as the market leader in the sector by investing in robust production lines, expanding our systems for directly importing raw materials, and improving our marketing and delivery systems. On that basis, the Board will not be recommending any dividends for this year.

## THE BOARD OF DIRECTORS

There were no changes to the composition of the Board during the period under review.

## OUTLOOK FOR 2023

Global growth is projected to decelerate sharply in 2023. According to the World Bank, global economic output would decline significantly from the 3.20% predicted in 2022 to the 1.70% predicted in 2023. This reflects synchronous policy tightening aimed at containing very high inflation, worsening financial conditions, and continued disruptions from Russia's invasion of Ukraine.

# CHAIRMAN'S STATEMENT

On the domestic environment, the projected slow economic growth, structurally high inflation, currency weakness, declining real incomes, and insecurity have combined to portray a picture of a deteriorating macroeconomic state and limit the business climate in 2023. Nonetheless, the Nigerian fiscal authority is expected to continue with its expansionary spending pattern given that ₦21.83 trillion has been approved for the 2023 budget, an increase of 28% from the ₦17.12 trillion appropriated last year.

Remarkably, the World Bank projected a growth rate of 2.90% for Nigeria in 2023 while the Federal Government estimated a more optimistic growth rate of 3.75%. The anticipated GDP growth will be supported by improved crude oil output of about 1.6mbpd, high crude oil prices (\$88pb), and various market-oriented initiatives expected from the new administration. However, the projected economic output may be constrained by low investment and productivity, huge infrastructural deficits, and insecurity.

In the coming year, the Board remains committed to reducing the impact of macroeconomic risks on the business. We have improved our succession planning process, streamlined our business continuity measures, and broaden our supply chain choices. As an organization, we are refining our strategies to embrace and adopt technology as a new mode of operations in order to take advantage of the emerging opportunities in the paints market.

Our goal is to transform our company into the first choice, using cutting-edge technology and innovation in our production lines, expanding our distribution network across Nigeria, and improving product marketing and visibility to ensure value for all stakeholders. In the coming months we plan to establish more Experience Centers with technologically

advanced tinting machines to broaden product variety and be at close proximity to our esteemed clients.

We recognize that our employees are our greatest asset and that is why we are happy to invest in their development, providing opportunities for growth, fostering a positive work environment, and establishing effective communication channels. By valuing and nurturing our employees, we hope to enhance their performance, attract top talent, and achieve long-term success.

In conclusion, I am genuinely optimistic about the future. I am confident that the Directors, Management, and staff have the capacity to make the company more robust, durable, and value driven.

## APPRECIATION

Thanks to the combined efforts of all of our stakeholders, we were able to achieve the results we saw in 2022. We will continue to focus on seeking sustainable growth, exploring new possibilities and pushing innovation in order to attain our strategic objectives.

I would like to express the Board's profound gratitude to our customers for their constant support, our business partners for their ongoing assistance, and our staff for their commitment and dedication

Lastly, I wish to thank all our distinguished Shareholders for your cooperation and support over the years.

Thank you and God Bless



**KAYODE FALOWO**

Chairman

FRC/2014/CISN/0000007051



## RESULT AT A GLANCE

Financial Highlights as at 31st December 2022

	GROUP			COMPANY		
	2022 N'000	2021 N'000	VARIANCE %	2022 N'000	2021 N'000	VARIANCE %
REVENUE	1,435,032	1,118,098	28	1,435,032	1,118,098	28
(LOSS)/PROFIT BEFORE INTEREST	(15,249)	61,269	(125)	(15,245)	61,274	(125)
FINANCE COST	(1,990)	(1,003)	98	(1,990)	(1,003)	98
(LOSS)/PROFIT BEFORE TAXATION	(17,239)	60,266	(129)	(17,235)	60,271	(129)
PROFIT/(LOSS) AFTERTAXATION	393,613	33,668	1,069	393,617	33,673	1,069
DIVIDEND PAID	0	(746,591)		0	(746,591)	(100)
SHAREHOLDERS' FUND	1,448,439	1,054,830	37	1,396,775	1,003,158	39
BASIC EARNINGS PER SHARE(KOBO)	79	7	1,029	79	7	1,029
DILUTED EARNINGS PER SHARE (KOBO)	79	7	1,029	79	7	1,029

# DIRECTOR'S REPORT

The Directors are pleased to submit their report together with the Audited Financial Statements for the year ended 31 December 2022.

## LEGAL STATUS

The Company commenced operations in Nigeria in 1960 after it was incorporated as a private limited liability company and was converted to a public company in 1979. The Company was listed on the Nigerian Stock Exchange in 1979.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is manufacturing and sale of paint products, coating, adhesives and flooring products.

Subsidiary	Principal Activities	Date of Incorporation	Percentage Holding
DNM Construction Ltd.	Building and Construction	20 July, 2007	96%

The financial results of the subsidiary have been consolidated in these financial statements.

## DIVIDEND

The Directors have recommended no dividend for the year.

## SHARE CAPITAL AND SHAREHOLDING

- The Company did not purchase its own shares during the year.
- The Company at an Extra-Ordinary General Meeting held on the 28<sup>th</sup> of December 2022 and in line with Clause 9 of the Company's Articles of Association and in compliance with the requirements of Section 124(2) of the Companies & Allied Matters Act 2020 and Regulation 13 of the Companies Regulations, 2021, duly cancelled the Unissued share capital amounting to N401,136,219 (Four Hundred and One Million, One Hundred and Thirty-Six Thousand, Two Hundred and Nineteen Naira) comprising of 802,272,438 (Eight Hundred and Two Million, Two Hundred and Seventy-Two Thousand, Four Hundred and Thirty-Eight) unissued shares of 50 (Fifty) kobo each.
- The issued and paid-up capital of the Company is N248,863,781.50 divided into 497,727,563 ordinary shares of 50 kobo each.

## SUBSTANTIAL INTEREST IN SHARES

List of shareholdings with 5% and above for year 2022

S/N	NAME	2022 SHAREHOLDING	%
1	Greenwich Capital Limited	156,419,326	31.43
2	Bosworth Investments & Services Limited	153,961,094	30.93
3	Mr. Osunde Osa	30,001,500	6.03
4	Mr. Kayode Falowo	25,688,982	5.16

# DIRECTOR'S REPORT

No individual shareholder other than as stated above held more than 5% of the issued share capital of the Company as at 31 December 2022.

## Interests of Directors in Shares of the Company

The interests of Directors in the issued shares of the company as stated in the Register of Members as at 31 December 2022 for the purposes of section 301 of the Companies and Allied Matters Act, 2020 are as follows:

MEYER PLC - DIRECTORS' HOLDING AS OF DECEMBER 31, 2022					
S/No	Name of Director	Direct Shareholding 2022	Indirect Shareholding 2022	Direct Shareholding 2021	Indirect Shareholding 2021
1	Mr. Kayode Falowo	25,688,982	156,419,326	25,688,982	156,419,326
2	Mr. Osa Osunde	30,001,500	Nil	30,001,500	Nil
3	Erelu Angela Adebayo	Nil	Nil	Nil	Nil
4	Mr. Tony Uponi	3,298,804	Nil	3,298,804	Nil
5	Dr. Olutoyin Okeowo	2,080,482	10,000,000	2,080,482	10,000,000
6	Mrs. Vivienne Ochee-Bamgboye	384,998	Nil	384,998	Nil
7	Mr. Rotimi Alashe	Nil	Nil	Nil	Nil

Metropolitan Motors Limited is represented by Dr. Olutoyin Okeowo on the Board by virtue of his 10,000,000 Units indirect holding of the Company's issued and fully paid shares.

## RESEARCH AND DEVELOPMENT

In order to maintain and enhance skills and abilities, the Company's policy of continuously researching into new products and services was maintained.

### EMPLOYMENT AND EMPLOYEES

#### i) Employment of disabled persons

It is the policy of the Company that there is no discrimination in considering applications for employment including those from disabled persons. All employees whether or not disabled are given equal opportunities to develop their experience and knowledge and to qualify for promotion in furtherance of their careers. As at 31 December 2022 there was no disabled person in the employment of the Company.

#### ii) Health, safety at work and welfare of employees.

Health and safety regulations are in force within the premises of the Company. The Company provides transportation, housing, meal and medical subsidies to all employees.

#### iii) Employee involvement and training

The Company is committed to keeping employees fully informed regarding its performance and progress and seeking their views wherever practicable on matters which particularly affect them as employees. Management, professional and technical expertise are the Company's major assets and investments to develop such skills continue.

The Company's expanding skills base has been extended by the provision of training which has broadened opportunities for career development within the organization. Incentive schemes designed to meet the circumstances of each individual are implemented wherever appropriate.

## COMPLIANCE WITH REGULATORY REQUIREMENTS

The Directors confirm to the best of their knowledge that the Company has substantially complied with the provisions of the Securities and Exchange Commission, Code of Corporate Governance and other regulatory requirements. The Directors further confirm that the Company has adopted the International Financial Reporting Standards (IFRS) and has complied substantially with the provisions thereof.

# DIRECTOR'S REPORT

## EFFECTIVENESS OF INTERNAL CONTROL SYSTEM

As the Company operates in a dynamic environment, it continuously monitors its internal control system to ensure its continued effectiveness. In doing this, the Company employs both high level and preventive controls which will ensure maximum opportunity for prevention of misleading or inaccurate financial statement, properly safeguard its assets and ensure achievement of its corporate goals while complying with relevant laws and regulations.

## POST BALANCE SHEET EVENTS

There were no post balance sheet events that would have had an effect on these financial statements.

## HUMAN CAPITAL MANAGEMENT

Employee relations were stable and cordial in the year under review.

## AUDITORS

In accordance with Section 401(2) of the Companies and Allied Matters Act, 2020, the External Auditors, BDO Professional Services (Chartered Accountants) have indicated their willingness to continue in office and a resolution will be proposed to authorise the Directors to determine their remuneration.

## BY ORDER OF THE BOARD



Kalu O. Kalu Esq.  
FRC/2020/002/00000021788  
Marriot Solicitors Company Secretary  
15E Muri Okunola Street, Off Ajose  
Adeogun Street Victoria Island Lagos



**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

FOR THE YEAR ENDED 31 DECEMBER 2022

The Companies and Allied Matters Act 2020 requires the Directors to prepare financial statements for each financial year that give a true and fair view of the state of financial affairs of the Company at the end of the year and of its profit or loss. The responsibilities include ensuring that the Company:

- a) keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Company and comply with the requirements of the Companies and Allied Matters Act 2020.
- b) Establishes adequate internal controls to safeguard its assets and to prevent and detect fraud and other irregularities; and
- c) Prepares its financial statements using suitable accounting policies supported by reasonable and prudent judgments and estimates, and are consistently applied.

The Directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates, in conformity with International Financial Reporting Standards (IFRS) and the requirements of the Companies and Allied Matters Act 2020.

The Directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of its profit or loss.

The Directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of financial statements, as well as adequate systems of internal financial control.

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



**Kayode Falowo**  
Chairman  
FRC/2014/CISN/00000007051



**Dr. Olutoyin Okeowo**  
Director  
FRC/2013/IODN/00000002638

# CERTIFICATION OF THE DIRECTORS PURSUANT



Corporate Headquarters: Plot 32, Billings Way, Oregon, P.M.B 21002 Ikeja, Lagos State.  
Tel: 08120672366, 08123438237 | Fax: +234-1-2715210  
E-mail: info@meyerpaints.com | Website: www.meyerpaints.com

## CERTIFICATION OF DIRECTOR PURSUANT TO SECTION 60(2) OF THE INVESTMENT AND SECURITIES ACT NO. 29 OF LAWS OF THE FEDERAL REPUBLIC OF NIGERIA 2007

FOR THE YEAR ENDED 31 DECEMBER 2022

We the undersigned hereby certify the following with regards to our Audited Financial Report for the year ended 31 December 2022 that:

- a) We have reviewed the report;
- b) To the best of our knowledge, the report does not contain:
  - i. Any untrue statement of a material fact, or
  - ii. Omit to state a material fact, which would make a statement, misleading in light of the circumstance under which such statements were made;
- c) To the best of our knowledge, the financial statements and other financial information included in the report fairly present in all material respects the financial condition and results of operation of the company as of, and for the periods presented in the report.
- d) We:
  - i. are responsible for establishing and maintaining internal controls
  - ii. have designed such internal controls to ensure that material information relating to the company and its consolidated subsidiary is made known to such officers within those entities particularly during which the periodic reports are being prepared;
  - iii. have evaluated the effectiveness of the company's internal controls as of that date within 90 days prior to the report;
  - iv. have presented in the report our conclusions about the effectiveness of our internal controls based on our evaluation as of that date;
- e) We have disclosed to the auditors of the company and audit committee:
  - i. all significant deficiencies in the design or operation of internal controls which would adversely affect the company's ability to record, process, summarize and report financial data and have identified for the company's auditors any material weakness in internal controls, and
  - ii. any fraud whether or not material, that involves management or other employees who have significant roles in the company's internal controls.
- f) We have identified in the report whether or not there were significant deficiencies and material weaknesses.

Kayode Falowo

Chairman  
FRC/2014/CISN/00000007051

Dr. Olutoyin Okeowo

Director  
FRC/2013/IODN/00000002638

Directors: Kayode Falowo, Chairman | David Onabajo, Managing Director | Osa Osunde, Non Executive Director | Tony Uponi Esq., Non Executive Director  
Erelu Angela Adebayo, Non Executive Director | Toyin Okeowo, Non Executive Director | Vivienne Ochee Bamgboye, Non Executive Director

**REPORT OF THE AUDIT COMMITTEE**

FOR THE YEAR ENDED 31 DECEMBER 2022

In accordance with the provisions of Section 404 of the Companies and Allied Matters Act 2020, we, the Members of the Audit Committee of Meyer Plc, having carried out our statutory functions under the Act, hereby report that:

- a) the accounting and reporting policies of the company are in accordance with legal requirements and agreed ethical practices;
- b) the scope and planning of both the external and internal audit programmes for the year ended 31 December, 2022 are satisfactory and reinforce the company's internal control system;
- c) having reviewed the external auditors' findings and recommendations on management matters, we are satisfied with management's response thereon.
- d) the Company maintained an effective system of accounting and internal control during the year under review.

Finally, we acknowledge the cooperation of management and external auditors in the conduct of these duties.

Signed,



Dr. Joseph O. Asaolu  
Chairman, Audit Committee  
FRC/2017/ICAN/00000016003

**DATE : 22/03/2023**

**Members of Audit Committee:**

- |                                 |                                  |
|---------------------------------|----------------------------------|
| • Dr. Joseph O. Asaolu          | Independent Shareholder/Chairman |
| • Mr. Gafar Erinfoami           | Independent Shareholder/Member   |
| • Mr. Shamusideen Abioye        | Independent Shareholder/Member   |
| • Mr. Osa Osunde                | Non- Executive Director/Member   |
| • Mrs. Vivienne Ochee- Bamgboye | Non- Executive Director/Member   |

# INDEPENDENT AUDITORS' REPORT



## INDEPENDENT AUDITORS' REPORT

Tel: +234 1 4483050-9  
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bdonig@bdo-ng.com  
www.bdo-ng.com

ADOL House  
15 CIPM Avenue  
Central Business District,  
Alausa, Ikeja  
P. O. Box 4928, GPO, Marina  
Lagos, Nigeria

TO THE SHAREHOLDERS OF MEYER PLC AND ITS SUBSIDIARY COMPANY REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### Opinion

We have audited the accompanying financial statements of Meyer Plc and its subsidiary Company ('together the Group') for the financial year ended 31 December 2022, which comprises the consolidated and separate statement of financial position, consolidated and separate statement of profit or loss and other comprehensive income, consolidated and separate statement of changes in equity, consolidated and separate statement of cash flows for the year then ended, and notes to the consolidated and separate financial statements which include the significant accounting policies and other explanatory notes.

In our opinion, the accompanying financial statements give a true and fair view of the Group's and Company's financial position as at 31 December 2022 and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board, and in compliance with the relevant provisions of the Financial Reporting Council of Nigeria, Act No 6, 2011 and the Companies and Allied Matters Act, 2020.

### Basis for Opinion

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

### Key Audit Matters

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

### Revenue recognition

#### Risk

Revenue on sales of paint is recognised when invoices are generated and not when goods are delivered to customers. There is a potential risk that revenue may not be properly accounted for in appropriate periods especially at year end.

### Response

#### Completeness of revenue

- Reviewed the revenue ledgers and ascertained that invoices are serially numbered.
- Investigated reasons for missing invoices.
- Traced invoices recorded on the goods despatch register at the gate to invoices recorded in the ledger.
  
- Agreed treatment of sales tax
- Agreed posting to customers accounts
- Documented basis for sample size and selection

BDO Professional Services, a firm of Chartered Accountants registered in Nigeria, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.  
Partners: E. Olaseinde Olabisi, Olugbemiga A. Akibayo, Kamar Salami, Henry B. Omodigbo, Gideon Adewale, Olusegun Agbana Anibaba  
BN: 170585



# INDEPENDENT AUDITORS' REPORT



## Confirmed revenue cycle cut-off from goods despatched

- Obtained details of 12 despatches of inventory prior to and subsequent to the year end / despatches with inventory value over N1million in the months either side of the period end.
- Verified that the revenue and receivables were raised in the appropriate accounting period. Considered adequacy of provision for credit notes
- Agreed provision for credit notes to general ledger
- Discussed basis for preparation with management and considered reasonableness and consistency of method
- For a sample of credit notes issued after the year end, checked whether a provision is required by reference to supporting documentation. Considered whether the provision should be for the whole amount, or just for a part, for instance where goods or services are repriced.
- Ensured that relevant credit notes have been provided for.

## Valuation of inventory

### Risk

In accordance with International Accounting Standard Number 2 (IAS2), inventory should be valued at lower of cost and net realisable value. There is a risk that inventory may not be properly valued.

### Response

#### Inventory Valuation

##### Inquired and verified valuation method

- Agreed quantity on the Company's valuation sheet to physical inventory count
- Recomputed inventory valuation at year end and adjusted for the differences.
- Considered need to make a provision for slow-moving inventory and write off of obsolete items.
- Ensured that third party inventory are not included in valuation

##### Price Test - Raw Materials and Finished Goods

For a sample of raw materials and purchased finished goods included in inventory, costs were checked in reference to:

- Relevant suppliers' invoices (allowing for method of costing inventory) and noted treatment of freight, etc, trade discounts and other price reductions in determining cost
- Overheads incurred in bringing inventory to present location and condition
- Ascertained that inter-company and inter-department profits were recorded properly
- Ensured that carrying amount of inventory is in line with the requirements of

##### IAS 2. Attend physical inventory count

- Attended physical inventory count at year-end.
- Observed count, noting attitude and behaviour of counters
- For a selection of items from the floor, compared with count sheets and reconciled differences
- For a selection of items from the count sheets, recounted and reconciled differences
- Verified counts observed by tracing and agreeing to the final inventory listing

##### Net realisable value (NRV) Testing

For a sample of items in inventory, verified that the final selling price is above cost after making provision for any additional costs to completion, and costs to sell.

- for sales price - checked selling prices to price lists, prior and current invoicing, etc, allowing for any normal trade and quantity discounts
- for costs to complete - reviewed computations of costs to complete for reasonableness
- for costs to sell - reviewed computations of selling costs
- Obtained an understanding of the reason for an item that has an NRV less than cost, and considered the need for a provision on any such items.

# INDEPENDENT AUDITORS' REPORT



## Responsibilities of the Directors for the consolidated and separate Financial Statements

The Directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board, and in compliance with the relevant provisions of the Financial Reporting Council of Nigeria Act, No 6, 2011 and the Companies and Allied Matters Act, 2020 and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

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

## Other information

The Directors are responsible for the other information. The other information comprises the information included in the Chairman's and Directors' statements, but does not include the consolidated and separate financial statements and our auditors' report thereon. Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

## Auditors' responsibilities for the Audit of the consolidated and separate Financial Statements

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

As part of our audit in accordance with International Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- \* Identified and assessed the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, designed and performed audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- \* Obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and Company's internal control.
- \* Evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

# INDEPENDENT AUDITORS' REPORT



\* Concluded on the appropriateness of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

\* Evaluated the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the Group and Company's financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicated with the directors regarding, among other matters, the planned scope and timing of the audit, and significant audit findings and any significant deficiencies in internal control that we identified during our audit.

## Report on other legal and regulatory requirements

The Companies and Allied Matters Act, 2020 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 purpose of our audit.
- ii) in our opinion, proper books of account have been kept by the Company and its subsidiary.
- iii) the Company and subsidiary's statements of financial position, and statements of profit or loss and other comprehensive income are in agreement with the books of account.

Lagos, Nigeria  
30 March 2023



*A. Akibayo*

Olugbemiga A. Akibayo  
FRC/2013/ICAN/00000001076  
For: BDO Professional Services  
Chartered Accountants

# CONSOLIDATED AND SEPARATE STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	GROUP		COMPANY	
		2022 N'000	2021 N'000	2022 N'000	2021 N'000
Revenue	9	1,435,032	1,118,098	1,435,032	1,118,098
Cost of sales	10	(1,016,189)	(725,733)	(1,016,189)	(725,733)
Gross profit		418,843	392,365	418,843	392,365
Other operating income	11	51,983	74,781	51,983	74,781
Selling and distribution expenses	12	(227,051)	(177,769)	(227,051)	(177,769)
Administrative expenses	13	(341,778)	(311,515)	(341,774)	(311,510)
Loss from operating activities		(98,003)	(22,138)	(97,999)	(22,133)
Finance income	14	82,754	83,407	82,754	83,407
Finance costs	14	(1,990)	(1,003)	(1,990)	(1,003)
Net finance income		80,764	82,404	80,764	82,404
(Loss)/profit before taxation	15	(17,239)	60,266	(17,235)	60,271
Taxation credit/(expense)	16(a)	410,852	(26,598)	410,852	(26,598)
Profit for the year		393,613	33,668	393,617	33,673
Other comprehensive income:					
Items that will not be reclassified to profit or loss		-	-	-	-
Items that may be reclassified to profit or loss		-	-	-	-
Other comprehensive income for the year, net of tax		-	-	-	-
Total comprehensive profit for the year		393,613	33,668	393,617	33,673
Profit for the year attributable to:					
Owners of the parent		393,613	33,668	393,617	33,673
Non-controlling interest		4	(4)	-	-
Profit for the year		393,617	33,664	393,617	33,673
Total comprehensive profit attributable to:					
Owners of the parent		393,613	33,668	393,617	33,673
Non-controlling interest		4	(4)	-	-
Total comprehensive profit for the year		393,617	33,664	393,617	33,673
Basic earnings per share (kobo)	29	79	7	79	7
Diluted earnings per share (kobo)	29	79	7	79	7

The accompanying notes on pages 34 to 65 and other national disclosures on pages 66 to 69 form an integral part of these financial statements.

Auditors' report, pages 24 to 27



## CONSOLIDATED AND SEPARATE STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

	Notes	GROUP		COMPANY	
		2022 N'000	2021 N'000	2022 N'000	2021 N'000
<b>Non-current assets</b>					
Property, plant and equipment	17	278,819	276,677	278,817	276,675
Right of use assets	17(c)	44,094	61,135	44,094	61,135
Deferred tax assets	16(d)	-	5,956	-	5,956
<b>Total Non-Current Assets</b>		<b>322,913</b>	<b>343,768</b>	<b>322,911</b>	<b>343,766</b>
<b>Current assets</b>					
Inventory	19	134,392	89,854	134,392	89,854
Trade and other receivables	20	155,055	194,267	124,329	157,641
Cash and cash equivalents	21	1,326,225	1,395,436	1,326,042	1,395,252
		<b>1,615,672</b>	<b>1,679,557</b>	<b>1,584,763</b>	<b>1,642,747</b>
<b>Total Assets</b>		<b>1,938,585</b>	<b>2,023,325</b>	<b>1,907,674</b>	<b>1,986,513</b>
<b>Current liabilities</b>					
Borrowings	22(ii)	9,137	6,614	9,137	6,614
Trade and other payables	24	428,645	476,424	449,397	491,568
Taxation	16(b)	10,245	458,768	10,245	458,484
		<b>448,027</b>	<b>941,806</b>	<b>468,779</b>	<b>956,666</b>
<b>Net current assets</b>		<b>1,167,645</b>	<b>737,751</b>	<b>1,115,984</b>	<b>686,081</b>
<b>Total assets less current liabilities</b>		<b>1,490,558</b>	<b>1,081,519</b>	<b>1,438,894</b>	<b>1,029,847</b>
<b>Non-current liabilities</b>					
Borrowings	22(ii)	10,951	-	10,951	-
Dismantlement and restoration	25	11,649	9,600	11,649	9,600
Employment benefits	23	14,989	17,089	14,989	17,089
Deferred tax liabilities	16(d)	4,530	-	4,530	-
		<b>42,119</b>	<b>26,689</b>	<b>42,119</b>	<b>26,689</b>
<b>Net assets</b>		<b>1,448,439</b>	<b>1,054,830</b>	<b>1,396,775</b>	<b>1,003,158</b>
<b>Equity</b>					
Share capital	26	248,864	248,864	248,864	248,864
Share premium	27	53,173	53,173	53,173	53,173
Revenue reserve	28(i)	1,143,962	750,349	1,094,738	701,121
Non controlling interest	28(ii)	2,440	2,444	-	-
<b>Total equity</b>		<b>1,448,439</b>	<b>1,054,830</b>	<b>1,396,775</b>	<b>1,003,158</b>

The financial statements and notes to the financial statements were approved by the Board of directors on 22 March 2023 and signed on its behalf by:



Kayode Falowo  
Chairman  
FRC/2014/CISN/00000007051



Dr. Olutoyin Okeowo  
Director  
FRC/2013/IODN/00000002638



Muibi Musa Adekunle  
Ag. Chief Finance Officer  
FRC/2014/ICAN/00000006447

The accompanying notes on pages 34 to 65 and other national disclosures on pages 66 to 69 form an integral part of these financial statements.

Auditors' report, pages 24 to 27

## CONSOLIDATED AND SEPARATE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	GROUP		COMPANY	
		2022 N'000	2021 N'000	2022 N'000	2021 N'000
<b>Cash flows from operating activities</b>					
Profit after taxation		393,613	33,668	393,617	33,673
<b>Adjustment for:</b>					
Depreciation of property, plant and equipment	17	10,849	15,731	10,849	15,732
Depreciation of Right of use assets	17 (c)	38,611	39,028	38,611	39,028
Provision for dismantlement and restoration	25	2,049	-	2,049	-
Finance income	14	(82,754)	(83,407)	(82,754)	(83,407)
Finance charges	14	1,990	1,003	1,990	1,003
Profit on disposal of property, plant and equipment	11(a)	(24,980)	(1,628)	(24,980)	(1,628)
Income tax (credit)/expense	16(a)	(410,852)	26,598	(410,852)	26,598
		(71,474)	30,993	(71,470)	30,999
(Increase)/decrease in inventory	19	(44,538)	5,296	(44,538)	5,296
Decrease/(increase) in trade and other receivables	20	39,212	(18,562)	33,313	(18,358)
Decrease in trade and other payables	24	(48,067)	(108,336)	(42,171)	(108,546)
Decrease in employee benefits	23(a)	(2,100)	-	(2,100)	-
Cash absorbed in operating activities		(126,967)	(90,609)	(126,966)	(90,609)
Tax paid	16(b)	(26,901)	(219,621)	(26,901)	(219,621)
<b>Net cash outflow from operating activities</b>		<b>(153,868)</b>	<b>(310,230)</b>	<b>(153,867)</b>	<b>(310,230)</b>
<b>Cash flows from investing activities</b>					
Additions to property, plant and equipment	17(a)	(14,036)	(13,409)	(14,036)	(13,408)
Additions to Right of use assets	17(c)	(21,570)	(3,000)	(21,570)	(3,000)
Finance income	14	82,754	83,407	82,754	83,407
Proceeds from disposal of property, plant and equipment		26,025	12,003	26,025	12,003
<b>Net cash inflow from investing activities</b>		<b>73,173</b>	<b>79,001</b>	<b>73,173</b>	<b>79,002</b>
<b>Cash flows from financing activities</b>					
Long term loan repaid	22(ii)	(4,801)	(14,514)	(4,801)	(14,514)
Borrowing	22(ii)	18,275	-	18,275	-
Dividend paid		-	(746,591)	-	(746,591)
Finance charges	14	(1,990)	(1,003)	(1,990)	(1,003)
<b>Net cash inflow/(outflow)from financing activities</b>		<b>11,484</b>	<b>(762,108)</b>	<b>11,484</b>	<b>(762,108)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(69,211)</b>	<b>(993,337)</b>	<b>(69,210)</b>	<b>(993,336)</b>
Cash and cash equivalents at the beginning of the year		1,395,436	2,388,772	1,395,252	2,388,588
Cash and cash equivalents at the end of the year		1,326,225	1,395,436	1,326,042	1,395,252
<b>Cash and cash equivalents comprise:</b>					
Cash at Bank and in hand	21	1,326,225	1,395,436	1,326,042	1,395,252

The accompanying notes on pages 34 to 65 and other national disclosures on pages 66 to 69 form an integral part of these financial statements.

Auditors' report, pages 24 to 27

## SEPARATE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

<u>Company:</u>	Share capital N'000	Share premium N'000	Retained earnings N'000	Total equity N'000
Balance at 1 January 2022	248,864	53,173	701,121	1,003,158
Comprehensive income for the year				
Profit for the year	-	-	393,617	393,617
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	393,617	393,617
Contributions by and distributions to owners :				
Issued share capital	-	-	-	-
Share premium	-	-	-	-
Dividend paid	-	-	-	-
Balance at 31 December 2022	248,864	53,173	1,094,738	1,396,775
	N'000	N'000	N'000	N'000
Balance at 1 January 2021	248,864	53,173	1,414,039	1,716,076
Comprehensive Income for the year				
Profit for the year	-	-	33,673	33,673
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	33,673	33,673
Contributions by and distributions to owners:				
Share issue expenses	-	-	-	-
Share premium	-	-	-	-
Dividend paid	-	-	(746,591)	(746,591)
Balance at 31 December 2021	248,864	53,173	701,121	1,003,158

The accompanying notes on pages 34 to 65 and other national disclosures on pages 66 to 69 form an integral part of these financial statements.

Auditors' report, pages 24 to 27

## SEPARATE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

<b>Group:</b>	<b>Share capital N'000</b>	<b>Share premium N'000</b>	<b>Revenue reserve N'000</b>	<b>Non controlling interest N'000</b>	<b>Total equity N'000</b>
<b>Balance at 1 January 2022</b>	<b>248,864</b>	<b>53,173</b>	<b>750,349</b>	<b>2,444</b>	<b>1,054,830</b>
<b>Comprehensive income for the year</b>					
Profit for the year	-	-	393,613	(4)	393,609
Other comprehensive income	-	-	-	-	-
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>393,613</b>	<b>(4)</b>	<b>393,609</b>
<b>Contributions by and distributions to owners :</b>					
Issued share capital	-	-	-	-	-
Share premium	-	-	-	-	-
	-	-	-	-	-
<b>Balance at 31 December 2022</b>	<b>248,864</b>	<b>53,173</b>	<b>1,143,962</b>	<b>2,440</b>	<b>1,448,439</b>
	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>
<b>Balance at 1 January 2021</b>	<b>248,864</b>	<b>53,173</b>	<b>1,463,272</b>	<b>2,448</b>	<b>1,767,757</b>
<b>Comprehensive Income for the year</b>					
Profit/(loss) for the year	-	-	33,668	(4)	33,664
Other comprehensive income	-	-	-	-	-
<b>Total comprehensive profit for the year</b>	<b>-</b>	<b>-</b>	<b>33,668</b>	<b>(4)</b>	<b>33,664</b>
<b>Contributions by and distributions to owners:</b>					
Share issue expenses	-	-	-	-	-
Share premium	-	-	-	-	-
Dividend Paid	-	-	(746,591)	-	-
	-	-	(746,591)	-	(746,591)
<b>Balance at 31 December 2021</b>	<b>248,864</b>	<b>53,173</b>	<b>750,349</b>	<b>2,444</b>	<b>1,054,830</b>

The accompanying notes on pages 34 to 65 and other national disclosures on pages 66 to 69 form an integral part of these financial statements.

Auditors' report, pages 24 to 27

**M**agnificent.  
**E**xciting.  
**Y**outhful.  
**E**xcellent &  
**R**eliable Paints.

## MEYER WALL SATIN

A water based satin finish paint formulated with high quality pigment and binder which gives an appearance similar to conventional gloss paint.

### MAIN FEATURES:

- High Excellent protection against fungicides & algae.
- Spread rate: 14Mm<sup>2</sup>/ at 2 coats.
- Excellent washing ability to remove dirt and stains.
- Does not generate heat.
- Odourless.
- High resistance to yellowing.
- High scrub resistance.
- High coverage.
- Low PVC.
- Available in 20 ltrs and 4 ltrs.
- Available in a large variety of colours.



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MEYER PLC AND ITS SUBSIDIARY COMPANY

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

## 1 The Group

The group comprises Meyer Plc (the Company) and its subsidiary - DNM Construction Limited. The Company - Corporate information and principal activities

Meyer Plc ( previously called DN Meyer Plc) is a manufacturing Company incorporated in Nigeria on the 20 May 1960. The name was changed by a special resolution and the authority of the Corporate Affairs Commission on 1st of July 2016. The Company manufactures and markets paints. The shares of the Company are held as follows: 31.43% by Greenwich Capital Limited, 30.93% by Bosworth Investments & Services Limited, 5.42% by Osa Osunde, 5.06% by Kayode Falowo and 27.160% by Nigerian citizens.

Its registered office is at No 32, Billings way, Oregun Industrial Estate, Alausa Ikeja, Lagos.

## 2 Basis of preparation

### (a) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and the requirements of the Companies and Allied Matters Act, 2020.

The financial statements were authorised for issue by the Board of Directors on 22 March 2023.

### (b) Basis of measurement

The group financial statements have been prepared on the historical cost basis except for the certain financial instruments measured at fair value

### (c) Functional and presentation currency

The Group and Company's functional and presentation currency is the Nigerian naira. The financial statements are presented in Nigerian Naira and have been rounded to the nearest thousand except otherwise stated.

### (d) Use of estimates and judgement

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates and judgments. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

## 3 New standards, interpretations and amendments

### (a) New standards, interpretations and amendments adopted from 1 January 2022

New standards effective for adoption in the annual financial statements for the year ended 31 December 2022 but had no significant effect or impact on the Company are:

Standard/Interpretation		Date Issued by IASB	Effective date periods beginning on or after
IAS 37	Onerous Contracts – Cost of Fulfilling a Contract	14 May 2022	1 January 2022
Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41	Annual Improvements to IFRS Standards 2018–2020	14 May 2020	1 January 2022
IAS 16	Property, Plant and Equipment — Proceeds before Intended Use (Amendments to IAS 16)	14 May 2020	1 January 2022
IFRS 3	Reference to the Conceptual Framework	14 May 2020	1 January 2022

(b) New standards, amendments and interpretations issued but not yet effective

The following are the new standards and interpretations that have been issued, but are not mandatory for the financial year ended 31 December 2022. They have not been adopted in preparing the financial statements for the year ended 31 December 2022.

In terms of International Financial Reporting Standards, the company is required to include in its financial statements disclosure about the future impact of standards and interpretations issued but not yet effective at reporting date.

At the date of authorisation of the financial statements of the Company for the year ended 31 December 2022, the following standards and interpretations were in issue but not yet effective:

Standard/Interpretation		Date issued by IASB	Effective date periods beginning on or after
IAS 1	Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)	12 February 2021	1 January 2023
IAS 8	Definition of Accounting Estimates (Amendments to IAS 8)	12 February 2021	1 January 2023
IAS 12	Deferred Tax related to Assets and Liabilities arising from a single Transaction (Amendments to IAS 12)	7 May 2021	1 January 2023
IFRS 16	Lease liability in a Sale and Leaseback (Amendments to IFRS 16)	22 September 2022	1 January 2024
IAS 1	Non-current liabilities with covenants	31 October 2022	1 January 2024
IAS 1	Classification of liabilities as current or non-current	31 October 2022	1 January 2024

\*All standards and interpretations will be adopted at their effective date (except for those standards and interpretations that are not applicable to the Entity).

4) Critical accounting estimates and judgements

The Group makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience as other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are:

i) Income and deferred taxation

Meyer Plc annually incurs income taxes payable, and also recognises changes to deferred tax assets and deferred tax liabilities, all of which are based on management's interpretations of applicable laws and regulations. The quality of these estimates is highly dependent upon management's ability to properly apply at times a very complex sets of rules, to recognise changes in applicable rules and, in the case of deferred tax assets, management's ability to project future earnings from activities that may apply loss carry forward positions against future income taxes.

ii) Impairment of property, plant and equipment

The Group assesses assets or groups of assets for impairment annually or whenever events or changes in circumstances indicate that carrying amounts of those assets may not be recoverable. In assessing whether a write-down of the carrying amount of a potentially impaired asset is required, the asset's carrying amount is compared to the recoverable amount. Frequently, the recoverable amount of an asset proves to be the Group's estimated value in use.

The estimated future cash flows applied are based on reasonable and supportable assumptions and represent management's best estimates of the range of economic conditions that will exist over the remaining useful life of the cash flow generating assets.

### iii) Legal proceedings

The Group reviews outstanding legal cases following developments in the legal proceedings at each reporting date, in order to assess the need for provisions and disclosures in its financial statements. Among the factors considered in making decisions on provisions are the nature of litigation, claim or assessment, the legal process and potential level of damages in the jurisdiction in which the litigation, claim or assessment has been brought, the progress of the case (including the progress after the date of the financial statements but before those statements are issued), the opinions or views of legal advisers, experience on similar cases and any decision of the Group's management as to how it will respond to the litigation, claim or assessment.

## 5) Consolidation

### (i) Subsidiary

The financial statements of the subsidiary are consolidated from the date the Company acquires control, up to the date that such effective control ceases. For the purpose of these financial statements, subsidiaries are entities over which the company has control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

De-facto control exists in situations where the Company has the practical ability to direct the activities of the investee without holding the majority of the voting rights. In determining whether de-facto control exists the Company considers all relevant facts and circumstances, including:

The size of The Company's voting rights relative to both the size and dispersion of other parties who hold voting rights; Substantive potential voting rights held by the Company and by other parties and other contractual arrangements.

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Company. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity instruments issued by the group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

Inter-company transactions, balances and unrealised gains on transactions between Companies within the Group are eliminated on consolidation. Unrealised losses are also eliminated in the same manner as unrealised gains, but only to the extent that there is no evidence of impairment. Accounting policies of subsidiary have been changed where necessary to ensure consistency with the policies adopted by the Group. Investment in subsidiaries in the separate financial statements of the parent entity is measured at cost.

### (ii) Changes in ownership interests in subsidiary without change of control

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant shares acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposal to non-controlling interests are also recorded in equity.

### (iii) Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, fair value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date through profit or loss.

## (iv) Disposal of subsidiaries

On loss of control, the Group derecognises the assets and liabilities of the subsidiary, any controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, that retained interest is accounted for as an equity-accounted investee or as financial asset at fair value through other comprehensive income (FVOCI) depending on the level of influence retained.

## 6) Summary of significant accounting policies

The accounting policies set out below have been applied consistently to all years presented in these financial statements.

### (a) Going concern

The directors assess the Company and its subsidiary's future performance and financial position on a going concern basis and have no reason to believe that the Company and its subsidiary will not be a going concern in the year ahead. For this reason, these financial statements have been prepared on the basis of accounting policies applicable to a going concern.

### (b) Foreign currency

#### Foreign currency transactions

In preparing the financial statements of the Group, transactions in currencies other than the entity's presentation currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the conversion at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of cost in a foreign currency are converted using the exchange rate at the end of the period.

### (c) Revenue recognition

Revenue represents the fair value of the consideration received or receivable for sales of goods and services, in the ordinary course of the Group's activities and is stated net of value-added tax (VAT), rebates and discounts.

#### (i) Sale of goods and rendering of services

The Company recognizes revenue from contracts with customers based on the five-step process described in IFRS 15. Revenue is recognized when the entity satisfies a performance obligation by transferring a promised goods or service to a customer. The goods or services are transferred when the customer acquires control over the asset, which may happen either over time or at a particular point in time. Under the five-step process an entity must complete the following steps before revenue can be recognised: identify contracts with customers, identify performance obligations, determine the transaction price, allocate the transaction price to each of the separate performance obligations, and finally recognize the revenue as each performance obligation is satisfied.

#### (ii) Other income

This comprises profit from sale of financial assets, property, plant and equipment, foreign exchange gains, fair value gains of non financial assets measured at fair value through profit or loss and impairment loss no longer required written back.

Income arising from disposal of items of financial assets, plant and equipment and scraps is recognised at the time when proceeds from the disposal has been received by the Group. The profit on disposal is calculated as the difference between the net proceeds and the carrying amount of the assets. The Group recognises impairment no longer required as other income when the Group receives cash on an impaired receivable or when the value of an impaired investment increased and the investment is realisable.



## (d) Expenditure

Expenditures are recognised as they accrue during the course of the year. Analysis of expenses recognised in the statement of comprehensive income is presented in classification based on the function of the expenses as this provides information that is reliable and more relevant than their nature.

The Group classifies its expenses as follows:

- Cost of sales;
- Administration expenses;
- Selling and distribution expenses; and
- Other allowances and amortizations

### Finance income and finance costs

Finance income comprises interest income on short-term deposits with banks, dividend income, changes in the fair value of financial assets at fair value through profit or loss and foreign exchange gains.

Dividend income from investments is recognised in profit or loss when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the entity and the amount of income can be measured reliably).

Interest income on short-term deposits is recognised by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions and deferred consideration and impairment losses on financial assets (other than trade receivables).

## (e) Borrowing costs

Borrowing costs directly attributable to the construction of qualifying assets, which are assets that necessarily take a substantial period of time to prepare for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised as interest payable in the income statement in the period in which they are incurred.

## (f) Income tax expenses

Income tax expense comprises current income tax, education tax and deferred tax. (See policy 'p' on income taxes)

## (g) Earnings per share

The Group presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

## (h) Property, plant and equipment

Items of property, plant and equipment are measured at cost ad less accumulated depreciation and impairment losses. The cost of property plant and equipment includes expenditures that are directly attributable to the acquisition of the asset. Property, plant and equipment under construction are disclosed as capital work-in-progress.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as a separate item of property, plant and equipment and are depreciated accordingly. Subsequent costs and additions are included in the asset's carrying amount or are 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 of the item can be measured reliably.

All other repairs and maintenance costs are charged to the profit and loss component of the statement of comprehensive income during the financial period in which they are incurred.

#### Depreciation

Depreciation is recognised so as to write off the cost of the assets less their residual values over their useful lives, using the straight-line method on the following bases:

Major overhaul expenditure, including replacement spares and labour costs, is capitalised and amortised over the average expected life between major overhaul.

Furniture and Fixtures	4 years
Motor Vehicles	4 years
Plant and Machinery	8 years
Office Equipment	4 years

The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

#### Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefit is expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit and loss component of the statement of comprehensive income within 'Other income' in the year that the asset is derecognised.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end, and adjusted prospectively, if appropriate.

#### (i) Intangible Assets

##### Computer software

Computer software purchased from third parties. They are measured at cost less accumulated amortisation and accumulated impairment losses. Purchased computer software is capitalised on the basis of costs incurred to acquire and bring into use the specific software. These costs are amortised on a straight line basis over the useful life of the asset.

Expenditure that enhances and extends the benefits of computer software beyond their original specifications and lives, is recognised as a capital improvement cost and is added to the original cost of the software. All other expenditure is expensed as incurred.

Amortisation is recognised in the income statement on a straight-line basis over the estimated useful life of the software, from the date that it is available for use. The residual values and useful lives are reviewed at the end of each reporting period and adjusted if appropriate. An Intangible asset carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The estimated useful lives for the current and comparative period are as follows:

Computer software	5 years
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##### Derecognition of intangible assets

An intangible assets is derecognised on disposal, or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of an intangible assets, measured as the difference between the net disposal proceeds and the carrying amount of the assets, are recognised in profit or loss when the asset is derecognised.

#### (j) Impairment of non-financial assets

Non-financial assets other than inventories are reviewed at each reporting date 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 they have separately identifiable cash flows (cash-generating units).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in the income statement, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the income statements, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment is treated as a revaluation increase.

#### k) Leases

The standard covers the recognition of leases and related disclosure information in the financial statements.

The new standard defines a lease as a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration. In the financial statement of lessees, IFRS 16 requires recognition in the balance sheet for each contract that meets its definition of a lease as right-of-use (RoU) asset and a lease liability, while lease payments are reflected as interest expense and a reduction of lease liabilities. The RoU assets are depreciated over the shorter of each contract's term and the assets useful life.

Upon implementation of IFRS 16, the following main implementation and application policy choices were made by the group:

- Short term leases (12 months or less) and leases of low value assets are not reflected in the statement of profit or loss and other comprehensive income but are expensed or (if appropriate) capitalised as incurred, depending on the activity in which the leased asset is used
- Non-lease components within lease contracts will be accounted for separately for all underlying classes of assets and reflected in the relevant expense category or (if appropriate) capitalised as incurred, depending on the activity involved.

At the commencement of the lease period, the following shall be recognised:

- A lease liability equal to the net present value of the non-variable lease payments over the lease term, including any lease incentives and residual value guarantees expected to be paid under the contract.
- A RoU asset equal to the lease liability, with the addition of any lease pre-payments, initial direct costs and costs of dismantling or restoration.

#### l) Financial instruments

##### a) Financial assets

Financial assets are initially recognised at fair value plus directly attributable transaction costs. Subsequent remeasurement of financial assets is determined by their designation that is revisited at each reporting date.

##### i) Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income (FVOCI) consist of:

- Non-trading equity investments designated by management at initial recognition. Once designated, they cannot be reclassified into any other category
- Financial assets held with the objective of both collecting contractual cash flows and selling the financial assets and the assets cash flows are solely payment of principal and interest.

##### ii) Financial assets at amortised cost

The Company classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows, and
- the contractual terms give rise to cash flows that are solely payments of principal and interest. The group financial assets are trade receivables, other receivables and cash and cash equivalents.

### iii) Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current. Trade receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Details about the Company's impairment policies and the calculation of the loss allowance are provided in note 7(c).

### iv) Other receivables

These amounts generally arise from transactions outside the usual operating activities of the group. Interest may be charged at commercial rates where the terms of repayment exceed six months. Collateral is not normally obtained. The non-current other receivables are due and payment within three years from the end of the reporting period.

### v) Cash and cash equivalents

Cash and cash equivalents consist of cash at bank and in hand and short-term deposits with an original maturity of three months or less.

Bank overdrafts are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

### vi) Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires, or when it transfers substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the income statement.

### vii) Impairment of financial instruments

The Company has trade receivables for the sales of inventory that is subject to the expected credit loss model.

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables has been grouped based on shared credit risk characteristics and the days past due. The Company has therefore concluded that the expected loss rates for trade receivable are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of 36 month before 31 December 2021 or 1 January 2021 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Company has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

### b) Financial liabilities

Financial liabilities are initially recognised at fair value when the Company becomes a party to the contractual provisions of the liability. Subsequent measurement of financial liabilities is based on amortized cost using the effective interest method. The Company financial liabilities include trade and other payables.

Financial liabilities are presented as if the liability is due to be settled within 12 months after the reporting date, or if they are held for the purpose of being traded. Other financial liabilities which contractually will be settled more than 12 months after the reporting date are classified as non-current.

#### i) Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### ii) Borrowings

Borrowings are recognized initially at their issue proceeds and subsequently stated at cost less any repayments. Transaction costs where immaterial, are recognized immediately in the statement of comprehensive income. Where transaction costs are material, they are capitalized and amortised over the life of the loan. Interest paid on borrowing is recognized in the statement of comprehensive income for the period.

#### iii) De-recognition of financial liabilities

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

#### (m) Inventories

Inventories are stated at the lower of cost and net realisable value, with appropriate provisions for old and slow moving items. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Cost is determined as follows:-

##### Raw materials

Raw materials which includes purchase cost and other costs incurred to bring the materials to their location and condition are valued at actual cost.

##### Work in progress

Cost of work in progress includes cost of raw materials, labour, production and attributable overheads based on normal operating capacity.

##### Finished goods

Cost is determined using standard costing method and includes cost of material, labour, production and attributable overheads based on normal operating capacity.

##### Spare parts and consumables

Spare parts which are expected to be fully utilized in production within the next operating cycle and other consumables are valued at weighted average cost after making allowance for obsolete and damaged inventory.

#### (n) Provisions

A provision is recognized only if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date.

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 recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. The Group's provisions are measured at the present value of the expenditures expected to be required to settle the obligation.



**(o) Employee benefits**

The Group operates the following contribution and benefit schemes for its employees:

**(i) Defined contribution pension scheme**

In line with the provisions of the Nigerian Pension Reform Act, 2014, Meyer Plc has instituted a defined contributory pension scheme for its employees. The scheme is funded by fixed contributions from employees and the Group at the rate of 8% by employees and 10% by the Group of basic salary, transport and housing allowances invested outside the Group through Pension Fund Administrators (PFAs) of the employees choice.

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

The matching contributions made by Meyer Plc to the relevant PFAs are recognised as expenses when the costs become payable in the reporting periods during which employees have rendered services in exchange for those contributions. Liabilities in respect of the defined contribution scheme are charged against the profit of the period in which they become payable.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

**(ii) Short-term benefits**

Short term employee benefit obligations which include wages, salaries, bonuses and other allowances for current employees are measured on an undiscounted basis and recognised and expensed by Meyer Plc in the income statement as the employees render such services.

A liability is recognised for the amount expected to be paid under short - term benefits if the Group has a present legal or constructive obligation to pay the amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**(p) Income Taxes - Company income tax and deferred tax liabilities**

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity or in other comprehensive income. Current income tax is the estimated income tax payable on taxable income for the year, using tax rates enacted or substantively enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

The tax currently payable is based on taxable results for the year. Taxable results differs from results as reported in the income statement because it includes not only items of income or expense that are taxable or deductible in other years but it further excludes items that are never taxable or deductible. The Group's liabilities for current tax is calculated using tax rates that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability differs from its tax base. Deferred taxes are recognized using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes (tax bases of the assets or liability). The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities using tax rates enacted or substantively enacted by the reporting date.

Deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend is recognised.

**(q) Share capital and Share premium**

Shares are classified as equity when there is no obligation to transfer cash or other assets. Any amounts received over and above the par value of the shares issued is classified as 'share premium' in equity. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction from the proceeds, net of tax.

**(r) Dividend on ordinary shares**

Dividends on ordinary shares are recognised as a liability and deducted from equity when they are approved by the Group's shareholders. Interim dividends are deducted from equity when they are declared and no longer at the discretion of the shareholders. Dividends for the year that are approved after the statement of financial position date are disclosed as an event after the statement of financial position date.

**(s) Retained earnings**

General reserve represents amount set aside out of profits of the Group which shall at the discretion of the directors be applied to meeting contingencies, repairs or maintenance of any works connected with the business of the Group, for equalising dividends, for special dividend or bonus, or such other purposes for which the profits of the Group may lawfully be applied.

**(t) Contingent liability**

A contingent liability is disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote. Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability. The entity recognises a provision for the part of the obligation for which an outflow of resources embodying economic benefits is probable, except in the extremely rare circumstances where no reliable estimate can be made. Contingent liabilities are assessed continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the financial statements of the period being audited except in the extremely rare circumstances where no reliable estimate can be made.

**(u) Related party transactions or insider dealings**

Related parties include the related companies, the directors, their close family members and any employee who is able to exert significant influence on the operating policies of the Group. Key management personnel are also considered related parties. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity directly, including any director (whether executive or otherwise) of that entity. The Group considers two parties to be related if, directly or indirectly one party has the ability to control the other party or exercise significant influence over the other party in making financial or operating decisions.

Where there is a related party transactions within the Group, the transactions are disclosed separately as to the type of relationship that exists within the Group and the outstanding balances necessary to understand their effects on the financial position and the mode of settlement.

**(v) Effective Interest Method**

The effective interest method is a method of calculating the amortised cost of an interest bearing financial instrument and of allocating interest income and expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cashflows (including all fees and points paid or received that form an integral part of the effective interest rate, translation costs and other premiums or discounts) through the expected life of the debt instruments, or where appropriate, a shorter period, to the net carrying amount on initial recognition.

**(w) Segment reporting**

An operating segment is a component of the Group that engages in business activities from which it can earn revenues and incur expenses, including revenues and expenses that relates to transactions with any of the Group's other components, whose operating results are reviewed regularly by the Finance Director (being the Chief Operating Decision Maker) to make decisions about resources allocated to each segment and assess its performance, and for which discrete financial information is available.

**7 Determination of fair value**

(a) A number of the Group's accounting policies and disclosures require the determination of fair value for the both financial and non-financial assets and liabilities. Fair values have been determined for measurement and /or disclosure purposes based on the following methods. Where applicable, further information about the assumptions made in determine fair values is disclosed in the notes specific to that assets or liabilities.

**i Property, plant and equipment**

The fair value of items of plant and machinery, fixtures and fittings, motor vehicles and Land and buildings is based on depreciated replacement cost and comparison approaches. "Depreciated replacement cost" reflects the current cost of reconstructing the existing structure together with the improvements in today's market adequately depreciated to reflect its physical wear and tear, age, functional and economic obsolescence plus the site value in its existing use as at the date of inspection while "Comparison Approach" that is the analysis of recent sale transactions or similar properties in the neighbourhood. The figure thus arrived at represents the best price that the subsisting interest in the property will reasonably be expected to be sold if made available for sale by private treaty between a willing seller and buyer under competitive market conditions.

**ii Valuation of financial assets at fair value through other comprehensive income (FVOCI)**

The fair value of investments in equity are determined with reference to their quoted closing bid price at the measurement date, or if unquoted, determined using a valuation technique. Valuation techniques employed is the net asset per share basis.

**iii Fair value hierarchy**

Fair values are determined according to the following hierarchy based on the requirements in IFRS 7 Financial Instrument Disclosure'.

Level 1 : quoted market prices: financial assets and liabilities with quoted prices for identical instruments in active markets.

Level 2: valuation techniques using observable inputs: quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial assets and liabilities values using models where all significant inputs are observable.

Level 3: valuation techniques using significant unobservable inputs: financial assets and liabilities valued using valuation techniques where one or more significant inputs are unobservable. The best evidence of fair value is a quoted price in an active market. In the event that the market for a financial asset or liability is not active, a valuation technique is used.

**(b) Financial risk management**

**General**

Pursuant to a financial policy maintained by the Board of Directors, the Group uses several financial instruments in the ordinary course of business. The Group's financial instruments are cash and cash equivalents, trade and other receivables, interest-bearing loans and bank overdrafts and trade and other payables.

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk, consisting of: currency risk, interest rate risk and price risk

### Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group is mainly exposed to credit risk from Group's receivables from customers. It is the Group's policy to assess the credit risk of new customers before entering into contracts.

The Management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, when available, and in some cases bank references. Purchase limits are established for each customer, which represents the maximum open amount without requiring approval from the Management.

The Management determines concentrations of credit risk by quarterly monitoring the creditworthiness rating of existing customers and through a monthly review of the trade receivables' ageing analysis. In monitoring the customers' credit risk, customers are grouped according to their credit characteristics. customers that are grouped as "high risk" are placed on a restricted customer list, and future credit services are made only with approval of the Management, otherwise payment in advance is required.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. Banks with good reputation are accepted by the Group for business transactions.

The maximum credit risk as per statement of financial position, without taking into account the aforementioned financial risk coverage instruments and policy, consists of the book values of the financial assets as stated below:

	2022 N'000	2021 N'000
Trade receivables (Note 20)	85,231	113,576
Cash and cash equivalents (Note 21)	1,326,042	1,395,252
	<u>1,411,273</u>	<u>1,508,828</u>

As at the reporting date there was no concentration of credit risk with certain customers.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. Banks with good reputation are accepted by the Group for business transactions.

Cash is held with the following institutions

	N'000	N'000
Wema Bank Plc	667	123
Zenith Bank Plc	2	-
Union Bank of Nigeria Plc	99	99
Access Bank Plc	85	918
Eco Bank Plc	32	3
Guaranty Trust Bank Limited	1,011	45
Stanbic IBTC Bank Plc	18	16
Sterling Bank Plc	8	-
First Bank of Nigeria Limited	3	47
Greenwich Asset Management Limited	101,537	569,983
Greenwich Merchant Bank Limited	1,221,801	-
Providus Bank Plc	2	823,974
United Bank for Africa Plc	96	58
First City Monument Bank Limited	502	1
Heritage Bank Plc	131	1
Polaris Bank Plc	48	(16)
	<u>1,326,042</u>	<u>1,395,252</u>

c) Impairment of trade receivables

The Company has trade receivables for the sales of inventory that is subject to the expected credit loss model.

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, no impairment loss was identified.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Company has therefore concluded that the expected loss rates for trade receivable are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of 36 month before 31 December 2022 or 1 January 2022 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Company has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

On that basis, the loss allowance as at 31 December 2022 and 31 December 2021 was determined as follows for both trade receivables and contract assets:

	1-30 days	31 - 60 days past due	61-90 days past due	91 - 180 days past due	181 - 360 days past due	Above 360 days	Total
<b>31 December 2022</b>							
Expected loss rate	0.0%	0%	0%	10%	50%	100%	
	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Gross carrying amount - trade receivables	56,084	3,640	16,908	6,791	4,974	36,155	124,552
Gross carrying amount - contract assets	-	-	-	-	-	-	-
Loss allowance	-	-	-	679	2,487	36,155	39,321
<b>31 December 2021</b>							
Expected loss rate	0.0%	0%	0%	10%	50%	100%	
	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Gross carrying amount - trade receivables	56,477	33,686	2,002	14,918	6,493	36,155	149,731
Gross carrying amount - contract assets	-	-	-	-	-	-	-
Loss allowance	-	-	-	-	-	36,155	36,155

**Liquidity risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when



due, under both normal and stressed conditions. Liquidity projections including available credit facilities are incorporated in the regular management information reviewed by Management. The focus of the liquidity review is on the net financing capacity, being free cash plus available credit facilities in relation to the financial liabilities. The following are the contractual maturities of financial liabilities:

As at 31 December 2022	Book value N'000	Contractual cashflow N'000	One year or less N'000	1-5 years N'000
Borrowings	20,088	-	9,137	10,951
Trade and other payables	449,397	-	449,397	-
	<u>469,485</u>	<u>-</u>	<u>458,534</u>	<u>10,951</u>

As at 31 December 2021	Book value N'000	Contractual cashflow N'000	One year or less N'000	1-5 years N'000
Borrowings	6,614	-	6,614	-
Trade and other payables	491,568	-	491,568	-
	<u>498,182</u>	<u>-</u>	<u>498,182</u>	<u>-</u>

#### Market risk

Market risk concerns the risk that Group income or the value of investments in financial instruments is adversely affected by changes in market prices, such as exchange rates and interest rates. The objective of managing market risks is to keep the market risk position within acceptable boundaries while achieving the best possible return.

#### Foreign exchange risk

The functional currency of the Group is the Nigerian naira.

#### Interest rate risk

The Group has fixed interest rate liabilities. In respect of controlling interest risks, the policy is that, in principle, interest rates for loans payable are primarily fixed for the entire maturity period. This is achieved by contracting loans that carry a fixed interest rate. The effective interest rates and the maturity term profiles of interest-bearing loans, deposits and cash and cash equivalents are stated below:

As at 31 December 2022	Effective interest N'000	one year or less N'000	1-5 years N'000	Total N'000
Cash and cash equivalents	-	1,326,042	-	1,326,042
Borrowings	-	(9,137)	(10,951)	(20,088)
	<u>-</u>	<u>1,316,905</u>	<u>(10,951)</u>	<u>1,305,954</u>

#### Fair Value

Financial instruments accounted for under assets and liabilities are cash and cash equivalents, receivables, and current and non-current liabilities. The fair value of most of the financial instruments does not differ materially from the book value.

#### (ii) Capital management

The Board of Director's policy is to maintain a strong capital base so as to maintain customer, investor, creditor and market confidence and to support future development of the business. The Board of Directors monitors the debt to capital ratio. The Board of Directors also monitors the level of dividend to be paid to holders of ordinary shares. The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the benefits of a sound capital position. There were no changes in the Company's approach to capital management during the year. The Group is not subject to externally imposed capital requirements.

The debt-to-adjusted-capital ratio at 31 December 2022 and at 31 December 2021 were as follows:

	2022 N'000	2021 N'000
Trade and other payables	449,397	491,568
Borrowings	20,088	6,614
Less: cash and cash equivalents	(1,326,042)	(1,395,252)
Net debt	<u>(856,557)</u>	<u>(897,070)</u>
Total equity	<u>1,396,775</u>	<u>1,003,158</u>
Debt to adjusted capital ratio (%)	<u>-61%</u>	<u>-89%</u>

9 Revenue from contracts with customers

The Company has disaggregated revenue into various categories as analysed below:

31 December 2022	GROUP			COMPANY		
	Paint N'000	Application of paint N'000	Total N'000	Paint N'000	Application of paint N'000	Total N'000
Customer category						
Private	835,432	30,812	866,244	835,432	30,812	866,244
Wholesale	507,608	-	507,608	507,608	-	507,608
Retail	61,780	-	61,780	61,780	-	61,780
Sum Total	1,404,820	30,812	1,435,632	1,404,820	30,812	1,435,632
Product category	N'000	N'000	N'000	N'000	N'000	N'000
Decorative	994,160	30,812	1,024,972	994,160	30,812	1,024,972
Auto & Wood	10,768	-	10,768	10,768	-	10,768
Industrial and Marine	399,292	-	399,292	399,292	-	399,292
Sum Total	1,404,220	30,812	1,435,032	1,404,220	30,812	1,435,032
Region-Wise	N'000	N'000	N'000	N'000	N'000	N'000
East	200,969	-	200,969	200,969	-	200,969
West	841,690	30,812	872,502	841,690	30,812	872,502
North	361,561	-	361,561	361,561	-	361,561
Sum Total	1,404,220	30,812	1,435,032	1,404,220	30,812	1,435,032
31 December 2021						
Customer category						
Private	742,741	16,823	759,564	742,741	16,823	759,564
Wholesale	328,837	-	328,837	328,837	-	328,837
Retail	29,697	-	29,697	29,697	-	29,697
Sum Total	1,101,275	16,823	1,118,098	1,101,275	16,823	1,118,098
Product category	N'000	N'000	N'000	N'000	N'000	N'000
Decorative	839,947	16,823	856,770	839,947	16,823	856,770
Auto & Wood	3,866	-	3,866	3,866	-	3,866
Industrial and Marine	257,462	-	257,462	257,462	-	257,462
Sum Total	1,101,275	16,823	1,118,098	1,101,275	16,823	1,118,098
Region-Wise	N'000	N'000	N'000	N'000	N'000	N'000
East	90,264	16,823	107,087	90,264	16,823	107,087
West	733,519	-	733,519	733,519	-	733,519
North	277,492	-	277,492	277,492	-	277,492
Sum Total	1,101,275	16,823	1,118,098	1,101,275	16,823	1,118,098

10 Cost of sales	GROUP		COMPANY	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Paints	994,547	713,419	994,547	713,419
Application of paints	21,642	12,314	21,642	12,314
	1,016,189	725,733	1,016,189	725,733

Segment Reporting

Products and services from which reportable segments derive their revenues

The determination of the Group's operating segments is based on the organisation units for which information is reported to the management. The Group has two areas of revenue generation: Paints and Services (Application). Revenue is primarily generated from the sale of Paints and Services rendered through application of paints.

Certain headquarters activities are reported as 'Corporate'. These consist of corporate headquarters including the Corporate Executive Committee.

Information reported to the entity's Chief Executive for the purposes of resource allocation and assessment of segment performance is focused on the category of products for each type of activity. The principal categories are sale of paints, adhesives/tiles and application of paints and investment property. The entity's reportable segments under IFRS 8 are therefore as follows:

i. Paints

This segment is involved in the production of diverse paints products of premium class in their different categories.

ii. Painting services

This segment is involved in application of paints on completed buildings in accordance with the architectural design.

	GROUP		COMPANY	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Segment Revenue and results				
Paints	1,404,220	1,101,275	1,404,220	1,101,275
Painting services	30,812	16,823	30,812	16,823
	<u>1,435,032</u>	<u>1,118,098</u>	<u>1,435,032</u>	<u>1,118,098</u>
Segment results	N'000	N'000	N'000	N'000
Investment income	82,754	83,407	82,754	83,407
Other gains and losses	51,983	74,781	51,983	74,781
Finance costs	(1,990)	(1,003)	(1,990)	(1,003)
(Loss)/profit before tax	<u>(17,239)</u>	<u>60,266</u>	<u>(17,235)</u>	<u>60,271</u>

Segment Accounting Policies

The accounting policies of the reportable segments are the same as the group's accounting policies described in note 6. Segment results represents the gross profit earned by each segment without allocation of general operating expenses, other gains and losses recognised on investment income, other gains and losses as well as finance costs.

This is the measure reported to the Chief Operating Decision Maker for the purpose of resource allocation and assessment of segment performance.

Business and geographical segments:

The company operates in all geographical areas in the Country.

Segment assets and liabilities:

All assets and liabilities are jointly used by the reportable segments.

11 (a) Other operating income	GROUP		COMPANY	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Profit on disposal of property, plant and equipment	24,980	1,628	24,980	1,628
Rental income	-	805	-	805
Sale of scraps	3,616	2,630	3,616	2,630
Long over due credit balances	17,553	22,762	17,553	22,762
Sundry income	4,762	46,692	4,762	46,692
Canteen takings	339	264	339	264
Advances recovered	733	-	733	-
	<u>51,983</u>	<u>74,781</u>	<u>51,983</u>	<u>74,781</u>

12 Selling and distribution expenses

	GROUP		COMPANY	
	2022	2021	2022	2021
	N'000	N'000	N'000	N'000
Carriage inward	41,625	21,003	41,625	21,003
Sales promotion/commission	3,797	3,680	3,797	3,680
Basic salary	100,920	87,156	100,920	87,156
Overtime	691	848	691	848
Fringe costs	50,286	41,691	50,286	41,691
Christmas bonus	6,453	5,011	6,453	5,011
NSITF	1,028	878	1,028	878
Pension scheme	12,144	8,962	12,144	8,962
Casual labour	10,107	8,540	10,107	8,540
	<b>227,051</b>	<b>177,769</b>	<b>227,051</b>	<b>177,769</b>

13 Administrative expenses

	N'000	N'000	N'000	N'000
Canteen expenses	16,814	16,291	16,814	16,291
Medical expenses	4,620	6,268	4,620	6,268
Maintenance - mechanical	201	1,828	201	1,828
Security guards expenses	4,154	4,072	4,154	4,072
Computer charges	2,669	1,488	2,669	1,488
Building rents and rates	4,029	3,225	4,029	3,225
Repairs and maintenance general	2,975	2,938	2,975	2,938
Depreciation -land and building	14	51	14	51
Depreciation - vehicles	5,590	10,647	5,590	10,647
Depreciation - office equipment	2,401	2,330	2,401	2,330
Depreciation - furniture and fittings	179	80	179	80
Depreciation - Right of use asset	38,611	39,028	38,611	39,028
Advert and publicity expenses	2,477	2,381	2,477	2,381
Fuel and lubricants	7,619	8,339	7,619	8,339
Vehicle running expenses	14,326	9,763	14,322	9,758
Travelling	5,837	7,709	5,837	7,709
Directors fees and board expenses	21,340	18,615	21,340	18,615
Insurance expenses	4,461	4,396	4,461	4,396
Legal and professional fees	14,358	21,560	14,358	21,560
Printing and Stationary	1,873	2,467	1,873	2,467
Telephone	2,902	2,849	2,902	2,849
AGM expenses	5,802	2,844	5,802	2,844
Courier/postage	55	40	55	40
Audit fees	5,525	5,125	5,525	5,125
Bank charges - local	1,889	1,328	1,889	1,328
Performance cost	39,119	32,995	39,119	32,995
Staff training	7,413	1,159	7,413	1,159
Clearing licence renewal	6,800	7,888	6,800	7,888
Industrial training fund	2,421	1,828	2,421	1,828
	<b>226,474</b>	<b>219,532</b>	<b>226,470</b>	<b>219,527</b>

	GROUP		COMPANY	
	2022	2021	2022	2021
	N'000	N'000	N'000	N'000
Balance brought forward	226,474	219,532	226,470	219,527
General stores and consumables	3,618	2,869	3,618	2,869
Entertainment	2,513	5,583	2,513	5,583
Factory relocation expenses	-	1,532	-	1,532
Management fees expenses	77,566	59,419	77,566	59,419
Provision for doubtful receivables (Note 23(i))	3,166	3,140	3,166	3,140
Light and Water Expenses	2,404	2,842	2,404	2,842
Site & office cleaning	2,866	2,087	2,866	2,087
Subscriptions	5,515	3,961	5,515	3,961
Provision for dismantlement and restoration (Note 25)	2,049	-	2,049	-
Other expenses	15,607	10,550	15,607	10,550
	<b>341,778</b>	<b>311,515</b>	<b>341,774</b>	<b>311,510</b>
<b>14 Finance income and costs</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>
(i) Finance income:				
Interest received on bank deposit	82,754	83,407	82,754	83,407
(ii) Finance costs:	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>
Finance expense on lease	1,990	1,003	1,990	1,003
	<b>1,990</b>	<b>1,003</b>	<b>1,990</b>	<b>1,003</b>
<b>15 (Loss)/profit before taxation is arrived at after charging:</b>				
	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>
Depreciation of property, plant and equipment	10,849	15,732	10,849	15,732
Depreciation of Right of use assets	38,611	39,028	38,611	39,028
Profit on disposal of property, plant and equipment	24,980	1,628	24,980	1,628
Auditors remuneration	5,100	4,600	5,000	4,600
<b>16 Tax expense</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>
(a) <u>Per profit and loss account</u>				
Income tax payable on results for the year:				
Company Income tax	-	23,758	-	23,758
Minimum tax	7,724	-	7,724	-
Capital gain tax	2,268	-	2,268	-
Police Trust Fund	-	3	-	3
NASENI levy	-	151	-	151
Education tax	254	3,140	254	3,140
Deferred tax expense (written back)	10,486	(454)	10,486	(454)
Overprovision of Income tax in prior year	(431,584)	-	(431,584)	-
	<b>(410,852)</b>	<b>26,598</b>	<b>(410,852)</b>	<b>26,598</b>



16(b) Per statement of financial position

	GROUP		COMPANY	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Balance at 1 January				
Income tax	451,893	647,886	451,893	647,602
Education tax	6,591	3,451	6,591	3,451
	<u>458,484</u>	<u>651,337</u>	<u>458,484</u>	<u>651,053</u>
Payments during the year:				
Income tax	-	(21,817)	-	(21,817)
Education tax	(3,140)	-	(3,140)	-
Withholding tax utilised	(23,758)	(42,416)	(23,758)	(42,416)
Nigeria Police Trust Fund levy	(3)	-	(3)	-
Capital Gain Tax	-	(155,388)	-	(155,388)
Provision for the year:				
Income tax	-	23,758	-	23,758
Education tax	254	3,140	254	3,140
Minimum tax	7,724	-	7,724	-
Capital Gain Tax	2,268	-	2,268	-
NASENI levy	-	151	-	151
Nigeria Police Trust Fund levy	-	3	-	3
Overprovision of Income tax in prior year	(431,584)	-	(431,584)	-
Balance at 31 December	<u>10,245</u>	<u>458,768</u>	<u>10,245</u>	<u>458,484</u>

16(c) Income tax recognised in profit or loss

Company income tax is calculated at 30% of the estimated taxable profit for the year. The charge for taxation in these financial statements is based on the provisions of the Company Income Tax Act, CAP C21 LFN, 2004.

The charge for education tax is based on the provision of the Education Tax Act which is 2.5% of the assessable profit for the year.

Nigeria police trust fund levy is based on the provisions of the Nigeria Police Trust Fund (Establishment) Act 2019 which is 0.0005% of the net profit before tax for the year.

The income tax expense for the year can be reconciled to the accounting profit as per the statement of comprehensive income as follows:

(Loss)/profit before tax	N'000 <u>(17,235)</u>	N'000 <u>60,271</u>
Tax at the statutory corporation tax rate of 30%	(5,171)	18,081
Effect of income that is exempt from taxation	(9,564)	(488)
Effect of expenses that are not deductible in determining taxable profit	16,740	20,090
Loss relieved	-	(2,926)
Effect of capital allowance	(2,617)	(13,180)
Education tax at 2.5% of assessable profit	254	3,140
Capital gains tax	2,268	-
Minimum tax Levy	7,724	-
Balancing charge	612	2,181
Police Trust Fund Levy	-	3
NASENI levy	-	151
Overprovision of income tax in prior year	(431,584)	-
Current year deferred tax	10,486	(454)
Tax (Credit)/expense recognised in profit or loss	<u>(410,852)</u>	<u>26,598</u>
Effective rate	<u>23.84</u>	<u>0.44</u>

16(d) Deferred taxation

	GROUP		COMPANY	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Deferred tax liabilities	4,530	5,614	4,530	5,614
Deferred tax assets	-	(11,570)	-	(11,570)
	<b>4,530</b>	<b>(5,956)</b>	<b>4,530</b>	<b>(5,956)</b>
<b>Deferred tax</b>				
<b>Movement in deferred tax</b>				
At 1 January	(5,956)	(5,502)	(5,956)	(5,502)
Expense/(write back) during the year	10,486	(454)	10,486	(454)
At 31 December	<b>4,530</b>	<b>(5,956)</b>	<b>4,530</b>	<b>(5,956)</b>

The tax rate used for 2022 and 2021 reconciliation above is the corporate tax rate of 30% and 2.5% (for tertiary education tax) payable by corporate entities in Nigeria on taxable profits under tax laws in the Country, for the year ended 31 December 2022.

17(a) Property, plant and equipment - Group

Cost:	Buildings N'000	Plant & machinery N'000	Office equipment N'000	Furniture & fittings N'000	Motor vehicles N'000	Capital Work In Progress N'000	Total N'000
At 1 January 2021	2,529	209,944	39,279	11,754	138,512	246,084	648,102
Additions	-	13,409	-	-	-	-	13,409
Transfer (Note 17(c))	-	-	-	-	32,059	-	32,059
Disposals	-	-	(1,645)	-	(15,956)	-	(17,601)
Reclassifications	-	1,535	-	-	-	(1,535)	-
At 31 December 2021	2,529	224,888	37,634	11,754	154,615	244,549	675,969
At 1 January 2022	2,529	224,888	37,634	11,754	154,615	244,549	675,969
Additions	-	-	3,408	2,441	446	7,741	14,036
Disposals	(2,016)	-	-	-	(4,170)	-	(6,186)
At 31 December 2022	513	224,888	41,042	14,195	150,891	252,290	683,819
Accumulated depreciation							
At 1 January 2021	1,106	206,144	33,902	11,560	130,728	-	383,440
Charge for the year	51	2,724	2,329	80	10,547	-	15,731
Eliminated on disposals	-	-	(1,645)	-	(5,581)	-	(7,226)
Transfer (Note 17(c))	-	-	-	-	7,347	-	7,347
At 31 December 2021	1,157	208,868	34,586	11,640	143,041	-	399,292
At 1 January 2022	1,157	208,868	34,586	11,640	143,041	-	399,292
Charge for the year	14	2,665	2,401	179	5,590	-	10,849
Eliminated on disposals	(971)	-	-	-	(4,170)	-	(5,141)
At 31 December 2022	200	211,533	36,987	11,819	144,461	-	405,000
Carrying amounts as at:							
31 December 2022	313	13,355	4,055	2,376	6,430	252,290	278,819
31 December 2021	1,372	16,020	3,048	114	11,574	244,549	276,677

17(b) Property, plant and equipment - Company

Cost:	Leasehold Property N'000	Plant & machinery N'000	Office equipment N'000	Furniture and fittings N'000	Motor Vehicles N'000	Capital Work- in Progress N'000	Total N'000
At 1 January 2021	2,529	201,445	39,279	11,754	138,512	246,084	639,603
Additions	-	13,408	-	-	-	-	13,408
Transfer (Note 17(c))	-	-	-	-	32,059	-	32,059
Reclassification	-	1,535	-	-	-	(1,535)	-
On disposal	-	-	(1,645)	-	(15,956)	-	(17,601)
At 31 December 2021	2,529	216,388	37,634	11,754	154,615	244,549	667,469
At 1 January 2022	2,529	216,388	37,634	11,754	154,615	244,549	667,469
Additions	-	-	3,408	2,441	446	7,741	14,036
On disposal	(2,016)	-	-	-	(4,170)	-	(6,186)
At 31 December 2022	513	216,388	41,042	14,195	150,891	252,290	675,319
Accumulated depreciation							
At 1 January 2021	1,106	197,646	33,902	11,560	130,727	-	374,941
Charge for the year	51	2,724	2,330	80	10,547	-	15,732
Transfer	-	-	-	-	7,347	-	7,347
On disposal	-	-	(1,645)	-	(5,581)	-	(7,226)
At 31 December 2021	1,157	200,370	34,587	11,640	143,040	-	390,794
At 1 January 2022	1,157	200,370	34,587	11,640	143,040	-	390,794
Charge for the year	14	2,665	2,401	179	5,590	-	10,849
On disposal	(971)	-	-	-	(4,170)	-	(5,141)
At 31 December 2022	200	203,035	36,988	11,819	144,460	-	396,502
Carrying amount as at:							
31 December 2022	313	13,353	4,054	2,376	6,431	252,290	278,817
31 December 2021	1,372	16,018	3,047	114	11,575	244,549	276,675

i Assets pledged as security

None of the Company's assets is pledged as collateral for loans (2021: Nil)

ii Contractual commitments

At 31 December 2022, the Company had no contractual commitments for the acquisition of property, plant and equipment (2021: Nil).

17(c) Right of use assets -Group

Cost:

At 1 January 2021

Additions

Transfer

At 31 December, 2021

At 1 January 2022

Additions

At 31 December, 2022

Depreciation:

At 1 January 2021

Charge for the year

Transfer

At 31 December , 2021

At 1 January 2022

Charge for the year

At 31 December , 2022

Carrying amount :

At 31 December 2022

At 31 December 2021

Right of use assets -Company

Cost

At 1 January 2021

Additions

Transfer

At 31 December, 2021

At 1 January 2022

Additions (Note 17)

At 31 December, 2022

Depreciation

At 1 January 2021

Charge for the year

Transfer (Note 17)

At 31 December , 2021

At 1 January 2022

Charge for the year

At 31 December , 2022

Carrying amount

At 31 December 2022

At 31 December 2021

	Motor Vehicles N'000	Leased Building N'000	Total N'000
At 1 January 2021	32,059	112,834	144,893
Additions	-	3,000	3,000
Transfer	(32,059)	-	(32,059)
At 31 December, 2021	-	115,834	115,834
At 1 January 2022	-	115,834	115,834
Additions	-	21,570	21,570
At 31 December, 2022	-	137,404	137,404
At 1 January 2021	7,347	15,671	23,018
Charge for the year	-	39,028	39,028
Transfer	(7,347)	-	(7,347)
At 31 December , 2021	-	54,699	54,699
At 1 January 2022	-	54,699	54,699
Charge for the year	-	38,611	38,611
At 31 December , 2022	-	93,310	93,310
At 31 December 2022	-	44,094	44,094
At 31 December 2021	-	61,135	61,135
At 1 January 2021	32,059	112,834	144,893
Additions	-	3,000	3,000
Transfer	(32,059)	-	(32,059)
At 31 December, 2021	-	115,834	115,834
At 1 January 2022	-	115,834	115,834
Additions (Note 17)	-	21,570	21,570
At 31 December, 2022	-	137,404	137,404
At 1 January 2021	7,347	15,651	22,998
Charge for the year	-	39,048	39,048
Transfer (Note 17)	(7,347)	-	(7,347)
At 31 December , 2021	-	54,699	54,699
At 1 January 2022	-	54,699	54,699
Charge for the year	-	38,611	38,611
At 31 December , 2022	-	93,310	93,310
At 31 December 2022	-	44,094	44,094
At 31 December 2021	-	61,135	61,135



18 Investment in subsidiary	GROUP		COMPANY	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Carrying amount at cost	9,600	9,600	9,600	9,600
Provision for Impairment	(9,600)	(9,600)	(9,600)	(9,600)
	-	-	-	-

Details of the Company subsidiary at the end of the reporting period is as stated below:

Name of the company	Principal activity	Place of incorporation	Proportion of ownership interest and voting power held by the Company	
			2022	2021
DNM Construction Limited	Construction and rehabilitation of buildings	Nigeria	96%	96%

The Company's owns 96% of the DNM Construction Limited

The remaining 4% shares attributable to non controlling interest is as detailed below:

	Cost	
	N'000	%
Mr. Kayode Falowo	100	1
Mr. Oluwatoyin Okeowo	100	1
Alhaji Ibrahim Suleman	100	1
Arc. Ayoola Onajide	100	1
	400	4

Two out of the four shareholders are Directors of Meyer Plc.

19 Inventory	GROUP		COMPANY	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Raw Materials	77,224	48,281	77,224	48,281
Work-in-progress	7,947	7,227	7,947	7,227
Finished goods	48,858	34,120	48,858	34,120
Consumables	363	226	363	226
	134,392	89,854	134,392	89,854

(i) The carrying amount of the inventory is the lower of cost and net realisable value as at the reporting dates.

20 Trade and other receivables	GROUP		COMPANY	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Trade receivables	154,878	185,957	124,552	149,731
Allowance for doubtful debts (i)	(39,321)	(36,155)	(39,321)	(36,155)
Trade receivables - net	115,557	149,802	85,231	113,576
Amount due from related parties (Note 31)	4,304	-	4,304	-
WHT claimable	27,522	35,398	27,522	35,398
Prepayments (iv)	7,042	4,087	7,042	4,087
Sundry debtors	630	612	230	212
Other debit balances	-	27	-	27
Deferred charges	-	4,341	-	4,341
	155,055	194,267	124,329	157,641
Provision for doubtful balances	-	-	-	-
Total trade and other receivables	155,055	194,267	124,329	157,641

The Directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

(i) Movement in allowance for doubtful debts is as analysed below:

	N'000	N'000	N'000	N'000
Balance at the beginning of the year	36,155	33,015	36,155	33,015
Addition during the year	3,166	3,140	3,166	3,140
Provision no longer required	-	-	-	-
Balance at the end of the year	39,321	36,155	39,321	36,155

Trade receivables represents receivables from customers for goods sold and other trading services rendered to them. Trade receivables are stated at amortised cost as at the statement of financial position date. The movement in the impairment allowance for trade receivables has been included in administrative expenses line in the consolidated statement of profit or loss and other comprehensive income.

(iii) The age analysis of trade receivables is as follows:

	N'000	N'000
Past due < 90days	73,466	92,165
Past due 90-180 days	6,791	14,918
Past due 180-360 days	4,974	6,493
Past due 360 days and above	39,321	36,155
	124,552	149,731

(iv) Prepayments

	N'000	N'000	N'000	N'000
Prepaid rent	2,304	1,208	2,304	1,208
Prepaid expenses	3,609	2,795	3,609	2,795
Prepaid insurance	1,129	84	1,129	84
Total prepayments	7,042	4,087	7,042	4,087

	GROUP		COMPANY	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
21 Cash and cash equivalents				
Cash and bank balances	3,087	640	2,904	456
Short term investments	1,323,138	1,394,796	1,323,138	1,394,796
	<u>1,326,225</u>	<u>1,395,436</u>	<u>1,326,042</u>	<u>1,395,252</u>

For the purposes of the statement of cashflows, cash and cash equivalents include cash on hand and in banks and short term investments with an original maturity of three months or less, net of outstanding bank overdraft. Cash and cash equivalents at the end of the reporting period as shown in the statement of cash flows can be reconciled to the related items in the statement of financial position as above.

(i) Short term investments

These represent cash held in fixed deposits in various banks. These Investments are placed in short term deposits and are continuously rolled over throughout the period.

22 Borrowings	N'000	N'000	N'000	N'000
GTL Registrars	1,813	1,813	1,813	1,813
Finance lease obligations (Note 22(i)(a))	18,275	4,801	18,275	4,801
	<u>20,088</u>	<u>6,614</u>	<u>20,088</u>	<u>6,614</u>

(i) Finance lease obligations

(a) The movement in the finance lease obligations is as follows:

	N'000	N'000	N'000	N'000
Balance at the beginning of year	4,801	19,315	4,801	19,315
Additions during the year	18,275	-	18,275	-
Repayments	(4,801)	(14,514)	(4,801)	(14,514)
Balance at the end of the year	<u>18,275</u>	<u>4,801</u>	<u>18,275</u>	<u>4,801</u>

(b) Finance lease liabilities represent the asset financing facility obtained during the year for the purchase of a Motor vehicle. Future minimum finance lease payments at the end of each reporting period under review were as follows:

Minimum lease payment	Total N'000	Within 1	Within 1 to
		year N'000	2 years N'000
31 December 2022			
Lease payment	18,275	9,138	9,137
31 December 2021			
Lease payment	4,801	-	-

(ii) The movement in loan is as follows:

	N'000	N'000	N'000	N'000
Balance at the beginning of the year	6,614	21,128	6,614	21,128
Additions during the year	18,275	-	18,275	-
Repayments	(4,801)	(14,514)	(4,801)	(14,514)
	<u>20,088</u>	<u>6,614</u>	<u>20,088</u>	<u>6,614</u>
Amount due within one year	(9,137)	(6,614)	(9,137)	(6,614)
Amount due after one year	10,951	-	10,951	-

This current position relates to amount that will fall due to Greenwich Assets Management Limited (GAML).

Lease facility from GAML, a related party, was for the purchase of a Motor Vehicle during the year at a lease rate of interest of 18% Per annum and spread over 24 months. The discounted Present value of the liabilities was not adjusted in this year's financial statement as the repayment of liabilities will commence in January 2023.

	GROUP		COMPANY	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
<b>23 Employment benefits</b>				
Balance as at 1 January	17,089	27,396	17,089	27,396
Payment for the year	(2,100)	(10,307)	(2,100)	(10,307)
Balance 31 December	14,989	17,089	14,989	17,089
<b>24 Trade and other payables</b>				
Trade payables	153,881	213,959	148,046	208,124
Amount due to related parties (Note 31(i))	839	17,253	29,008	39,522
Total financial liabilities, excluding loans and borrowings, classified as financial liabilities measured at amortised cost	154,720	231,212	177,054	247,646
Other payables and accruals (Note 24(a))	273,925	245,212	272,343	243,922
Total trade and other payables	428,645	476,424	449,397	491,568
<b>(a) Other payables and accruals</b>				
Value Added Tax (VAT)	54,459	60,935	54,459	60,935
Withholding tax payable	38,805	36,566	38,762	36,524
Pay As You Earn (PAYE)	880	1,250	880	1,250
Accruals	26,995	62,496	26,995	62,496
Industrial Training Fund	2,732	2,476	2,732	2,476
National Housing Fund	65	65	65	65
Sundry creditors	3,892	15,258	2,353	14,010
Customer deposits	40,482	60,368	40,482	60,368
Pension scheme	3,489	5,798	3,489	5,798
Unclaimed dividend	102,126	-	102,126	-
	273,925	245,212	272,343	243,922

(i) In accordance with Pension Reform Act, 2014 the employees of the Company are members of a pension scheme which is managed by pension fund administrators of their choice. The Company is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Company with respect to the defined contribution plan is to make the specified contributions.

	2022 N'000	2021 N'000	2022 N'000	2021 N'000
<b>25 Dismantlement and restoration</b>				
Balance as at 1 January	9,600	9,600	9,600	9,600
Provision for the year	2,049	-	2,049	-
Balance as at 31 December	11,649	9,600	11,649	9,600

This represents the initial estimate of the cost of dismantling and removing items and restoring the site (Leased building) in respect of Right of use assets as disclosed in Note 17 (c).

The Group makes full provision for the future cost of decommissioning and dismantling the leased warehouse based on estimated cost of decommissioning the plant, equipment and facilities. It relates to the removal of assets as well as their associated restoration costs. This obligation is recorded in the period in which the liability meets the definition of a “probable future sacrifice of economic benefits arising from a present obligation,” and in which it can be reasonably measured. The provision represents the estimated value of future expenditure to be incurred when the plant facilities will be dismantled or relocated to a new location. The estimate is reviewed regularly to take into account any material changes to the assumptions.

	GROUP		COMPANY	
	2022	2021	2022	2021
26 Share Capital				
Authorised Share capital	N'000	N'000	N'000	N'000
497,728,563 (2021:1,300,000,000) Ordinary share of 50k each	248,864	650,000	248,864	650,000

In 27 July 2022 . At the meeting of the Board of Directors, a resolution was approved for the Company's unissued ordinary shares totaling 802,272,438 of 50k each amounting to N401,136,219 to be cancelled. The transaction was filed with the Corporate Affairs Commission (CAC) during the reporting period.

Issued and fully paid:	N'000	N'000	N'000	N'000
497,727,563 ordinary shares of 50k each	248,864	248,864	248,864	248,864

27 Share Premium	N'000	N'000	N'000	N'000
Balance at the beginning and end of the year	53,173	53,173	53,173	53,173
28(i) Revenue reserve	N'000	N'000	N'000	N'000
Balance at the beginning of the year	750,349	1,463,272	701,121	1,414,039
Transfer to statement of profit or loss	393,613	33,668	393,617	33,673
Dividend Paid during the year	-	(746,591)	-	(746,591)
Balance at the end of the year	1,143,962	750,349	1,094,738	701,121
(ii) Non controlling interest	N'000	N'000	N'000	N'000
Balance as at 1 January	2,444	2,448	-	-
Transfer from profit or loss	(4)	(4)	-	-
Balance at 31 December	2,440	2,444	-	-

29 Basic earnings per ordinary share

Basic earnings per ordinary share of N0.50k each is calculated on the Group's (loss)/earnings after taxation based on the number of shares in issue at the end of the year.

	N'000	N'000	N'000	N'000
Profit for the year attributable to shareholders	393,613	33,668	393,617	33,673
Basic earnings per share of N0.50k each	79	7	79	7
Diluted earnings per share (kobo)	79	7	79	7

30 Reconciliation of statement of cash flows

For the purpose of the statement of cash flows, cash comprises cash at bank and in hand, net of overdraft facilities. Cash at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in the statement of financial position as follows:

	N'000	N'000	N'000	N'000
Cash and bank balances	1,326,225	1,395,436	1,326,042	1,395,252



31 Related Parties Disclosures

(a) Transactions with related parties

The Company enters into various transactions with its related Companies and with other key management personnel in the normal course of business. The sales to and purchases from related parties are made at normal market price. Details of the significant transactions carried out during the year with the related parties are as follows:

i) Related parties	Nature of transaction	Transaction value for the year			
		GROUP		COMPANY	
		2022 N'000	2021 N'000	2022 N'000	2021 N'000
Greenwich Trust Limited	Sales of paints	-	108	-	108
GTL Properties Limited	Sales and Application of Paints	12,101	11,918	12,101	11,918
Greenwich Asset Management Limited	Lease of vehicles	18,250	31,125	18,250	31,125
		<b>30,351</b>	<b>43,043</b>	<b>30,351</b>	<b>43,043</b>
		<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>
Due to related parties:					
DNM Construction Limited		-	-	28,169	22,269
Greenwich Trust Limited		-	17,253	-	17,253
Greenwich Registrar & Data Sol Limited		839	-	839	-
		<b>839</b>	<b>17,253</b>	<b>29,008</b>	<b>39,522</b>
		<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>
Due from related parties:					
Greenwich Trust Limited		4,304	-	4,304	-
GTL Properties Limited		-	894	-	894
		<b>4,304</b>	<b>894</b>	<b>4,304</b>	<b>894</b>

(ii) Identity of related parties

The related parties to the Company include:

**DNM Construction Limited** - A 96% owned subsidiary of the Company involved in the business and trade of builders, architects and contractors for construction of any kind and for demolition of any structure.

**Greenwich Capital Limited** A major shareholder of the Company having 31.43% holdings of the issued share capital as at 31 December 2022 provides management support services to the Company.

**Greenwich Asset Management Limited (GAML)** - A non banking financial institution and also a member of the Greenwich group where the Company placed deposit for Money market Investment which amounted to N101 million as at year end (2021: N788.8 million). GAML granted the Company a lease facility during the year for the sum of N18.25 million for 24 months to purchase a Motor Vehicle. The facility was secured on the money market Investment with GAML.

**Greenwich Merchant Bank Limited**- A Banking financial institution and also a member of the Greenwich group where the Company placed deposit for Money market Investment which amounted to N1.219 billion million as at year end (2021: Nil).

(b) Transactions with key management personnel

Key management staff are those persons who have authority and responsibility for planning, directing and controlling the activities of the Company.

There is no any key management personnel compensation in the category of post employment benefits, other long term benefits, terminal benefits, and share-based payment for the periods under review.

Key management includes directors (executive and non-executive) and members of the Executive Committee. The compensation paid or payable to key management for employee services is shown below:

(i) **Remuneration of key management personnel**

The remuneration of the directors, who are the key management personnel of the Company, is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures.

**Directors**

The aggregate emoluments of the Directors were:

	GROUP		COMPANY	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Fees	1,000	1,250	1,000	1,250
Other emoluments including pension contributions	17,450	23,400	17,450	23,400
	<b>18,450</b>	<b>24,650</b>	<b>18,450</b>	<b>24,650</b>

(ii) **Chairman**

Directors earned fees in the following ranges  
N10,000,000 - Above

	GROUP		COMPANY	
	NUMBER	NUMBER	NUMBER	NUMBER
	1	1	1	1

(iii) **Employees**

Management  
Sales and Marketing  
Production  
Administration

	GROUP		COMPANY	
	NUMBER	NUMBER	NUMBER	NUMBER
Management	7	8	7	8
Sales and Marketing	25	23	25	23
Production	39	43	39	43
Administration	38	17	38	17
	<b>109</b>	<b>91</b>	<b>109</b>	<b>91</b>

The aggregate payroll costs of these persons were as follows:

	GROUP		COMPANY	
	N'000	N'000	N'000	N'000
Wages, salaries, allowances and other benefits	169,485	144,124	169,485	144,124
Pension and social benefits	12,144	8,962	12,144	8,962
Staff training	7,413	1,159	7,413	1,159
	<b>189,042</b>	<b>154,245</b>	<b>189,042</b>	<b>154,245</b>

The table below shows the number of employees of the Company (other than Directors) who earned over N100,000 during the year and which fell within the bands stated below:

	GROUP		COMPANY	
	NUMBER	NUMBER	NUMBER	NUMBER
N500,001 - N2,000,000	78	72	78	72
N2,000,001 - N3,000,000	20	13	20	13
N3,000,001 - Above	11	6	11	6
	<b>109</b>	<b>91</b>	<b>109</b>	<b>91</b>

32 **Contingent liabilities**

There are several ongoing legal actions against the Company arising out of its normal business operations amounting to N211.284 million (2021: N211.284 million). The directors believe that, based on currently available information and advice of counsels, none of the outcomes that may result from such proceedings will have material effect on the financial position of the Company. Consequently, no provision has been made in these financial statements in respect of any contingent liabilities.

33 **Guarantees and other financial commitments charges on assets**

There were no guarantees and other financial commitments at year end. (2021: nil).

34 **Capital expenditure**

Capital expenditure authorised by the Directors but not contracted was nil (2021: nil)

35 **Comparative figures**

Where necessary comparative figures have been adjusted to conform to changes in presentation in the current year in accordance with International Accounting Standard (IAS)1.

36 **Events after the reporting date**

There are no significant events after reporting period, which could have had a material effect on the state of affairs of the Company as at 31 December, 2022 that have not been adequately provided for or disclosed in the financial statements.



# OTHER NATIONAL DISCLOSURE

# CONSOLIDATED AND SEPARATE STATEMENT OF VALUE ADDED

HIGHLIGHTS | GOVERNANCE | FINANCIAL

FOR THE YEAR ENDED 31 DECEMBER 2022

## CONSOLIDATED AND SEPARATE STATEMENT OF VALUE ADDED

	The Group		The Company	
	2022 N'000	%	2021 N'000	%
Revenue	1,435,032		1,118,098	
Investment income	82,754		83,407	
Other income	51,983		74,781	
Bought-in-materials and services:				
- Local	1,569,769		1,276,286	
	(1,344,463)		(1,006,016)	
Value added	225,306	100	270,270	100
Value added as percentage of turnover	21%		44%	
Applied as follows:				
To pay employees:				
Salaries, wages and other benefits	189,042	83	154,245	57
To pay Government:				
Taxation	(410,852)	(182)	26,598	10
To pay providers of capital:				
Finance charges	1,990	1	1,003	0
Retained for Companies future:				
- Depreciation (PPE & RoU)	49,460	22	54,760	20
- Dismantlement and restoration	2,049	1	-	-
- Non controlling interest	4	-	(4)	-
- Profit or loss account	393,613	175	33,668	12
	225,306	100	270,270	100
			225,306	100
			(1,006,007)	
			270,279	100
Value added as percentage of turnover	21%		44%	
Applied as follows:				
To pay employees:				
Salaries, wages and other benefits	189,042	83	189,042	83
To pay Government:				
Taxation	(410,852)	(182)	(410,852)	(182)
To pay providers of capital:				
Finance charges	1,990	1	1,990	1
Retained for Companies future:				
- Depreciation (PPE & RoU)	49,460	22	49,460	22
- Dismantlement and restoration	2,049	1	2,049	1
- Non controlling interest	4	-	-	-
- Profit or loss account	393,613	175	393,617	175
	225,306	100	225,306	100
			270,279	100

Value added represents the additional wealth which the Company has been able to create by its own and its employees' efforts. The statement shows the allocation of that wealth to employees, government, providers of finance and shareholders, and that retained for future creation of more wealth.

## FIVE-YEAR FINANCIAL SUMMARY

FOR THE YEAR ENDED 31 DECEMBER 2022

## GROUP

	2022	2021	2020	2019	2018
	N'000	N'000	N'000	N'000	N'000
<b>Statement of financial position</b>					
Non current assets	322,913	343,768	392,059	271,472	1,564,566
Net current assets/(liabilities)	1,167,645	737,751	1,402,281	526,197	(737,135)
Non current liabilities	(42,119)	(26,689)	(26,689)	(148,024)	(164,188)
<b>Net assets</b>	<b>1,448,439</b>	<b>1,054,830</b>	<b>1,767,651</b>	<b>649,645</b>	<b>663,243</b>
<b>Capital and reserves</b>					
Share capital	248,864	248,864	248,864	248,864	248,864
Share premium	53,173	53,173	53,173	53,173	53,173
Retained earnings	1,143,962	750,349	1,463,166	345,156	358,750
<b>Total equity attributable to owners of the Company</b>	<b>1,445,999</b>	<b>1,052,386</b>	<b>1,765,203</b>	<b>647,193</b>	<b>660,787</b>
Non-controlling interest	2,440	2,444	2,448	2,452	2,456
	<b>1,448,439</b>	<b>1,054,830</b>	<b>1,767,651</b>	<b>649,645</b>	<b>663,243</b>
<b>Statement of profit or loss and other comprehensive income</b>					
Turnover	1,435,032	1,118,098	827,599	1,106,116	970,134
(Loss)/profit before taxation	(17,239)	60,266	1,638,380	(7,176)	182,302
Taxation credit/(expense)	410,852	(26,598)	(520,374)	(6,422)	136,885
<b>Profit/(loss) for the year</b>	<b>393,613</b>	<b>33,668</b>	<b>1,118,006</b>	<b>(13,598)</b>	<b>319,187</b>
<b>Per share data (kobo):</b>					
Earnings/(loss)- Basic/diluted	79	7	225	(3)	64

## FIVE-YEAR FINANCIAL SUMMARY

FOR THE YEAR ENDED 31 DECEMBER 2022

## COMPANY

Statement of financial position	2022	2021	2020	2019	2018
Net assets	N'000	N'000	N'000	N'000	N'000
Non-current assets	322,911	343,766	392,059	1,574,166	1,609,755
Net current assets /(liabilities)	1,115,984	686,081	1,350,706	(788,915)	(992,741)
Non-current liabilities	(42,119)	(26,689)	(26,689)	(164,188)	(314,045)
<b>Total assets</b>	<b>1,396,775</b>	<b>1,003,158</b>	<b>1,716,076</b>	<b>621,063</b>	<b>302,969</b>
<b>Capital and reserves</b>					
Share capital	248,864	248,864	248,864	248,864	248,864
Share premium	53,173	53,173	53,173	53,173	54,376
Revenue Reserve	1,094,738	701,121	1,414,039	319,026	(271)
<b>Shareholders' funds</b>	<b>1,396,775</b>	<b>1,003,158</b>	<b>1,716,076</b>	<b>621,063</b>	<b>302,969</b>
	N'000	N'000	N'000	N'000	N'000
Revenue	1,435,032	1,118,098	827,599	970,134	1,097,061
(Loss)/profit before taxation	(17,235)	60,271	1,628,880	182,412	(264,704)
Taxation credit/(expense)	410,852	(26,598)	(520,374)	136,885	(3,035)
<b>Profit/(loss) for the year</b>	<b>393,617</b>	<b>33,673</b>	<b>1,108,506</b>	<b>319,297</b>	<b>(267,739)</b>
<b>Per share data (kobo):</b>					
Earnings/(loss)- Basic/diluted	79	7	225	64	(54)



# CORPORATE GOVERNANCE REPORT

## INTRODUCTION

Meyer Plc subscribes to the highest level of Corporate Governance and best practice in the conduct of its business.

During the year under review, the Directors and other key personnel complied with the following Codes of Corporate Governance which the Company subscribes to:

- a. The Securities and Exchange Commission (SEC) issued Code of Corporate Governance for public companies.
- b. The National Code of Corporate Governance for Public Companies which became effective in January 2019.

In addition to the above stated Codes, the Company also complies with relevant disclosure requirements in other jurisdictions where it operates.

## BOARD OF DIRECTORS

The Board has the overall responsibility for setting the strategic direction of the Company and also oversight of Senior Management. It also ensures that good Corporate Governance processes and best practices are implemented at all times.

The Board of the Company consists of persons of diverse discipline and skills, chosen on the basis of professional background and expertise, business experience and integrity as well as knowledge of the Company's business. Directors are fully abreast of their responsibilities and knowledgeable in the business and are therefore able to exercise good judgment on issues relating to the Company's business.

They have on the basis of this acted in good faith with due diligence and skill and in the overall best interest of the Company and relevant stakeholders during the year of review.

The Board of Directors has the responsibility of overseeing Management and are conversant with the business activities of the company. In accordance with the provisions of the Companies and Allied Matters Act 2020 and Code of Corporate Governance for Public Companies in Nigeria 2011, the Board has the responsibility of preparing the Financial Statements which give a true and fair view of the Company's affairs at the end of each financial year.

The Board's oversight responsibilities are further reinforced by the Board Committees, namely:

1. The Strategy, Finance & General-Purpose Committee
2. The Governance & Establishment Committee, and
3. The Statutory Audit Committee which comprises of representatives from both the Board and Shareholders who also report to the Board. The Audit Committee performs its statutory role as stipulated by the Companies and Allied Matters Act (2020).

## BOARD OF DIRECTORS

In the year under review, the Board of Directors was comprised of seven (7) directors, which include the Chairman/ Non-Executive Director, Five other Non- Executive Directors and one Executive Director. During the year under review, the Board of Directors was comprised of

1. Mr. Kayode Falowo – (Chairman/Non-Executive Director)
2. Mr. Osa Osunde – (Non-Executive Director)
3. Erelu Angela Adebayo – (Non-Executive Director)
4. Mr. Tony Uponi – (Non-Executive Director)
5. Dr. Olutoyin Okeowo – (Non-Executive Director)
6. Mrs. Vivienne Ochee Bamgboye – (Non-Executive Director/Independent)
7. Mr. Rotimi Alashe – (Managing Director)
8. Dr. David Onabajo – (Managing Director) (*Appointed w.e.f. March 20th 2023*)

# CORPORATE GOVERNANCE REPORT

## BOARD MEETINGS

The Board exercises its oversight functions through its Board Meetings and the Committees. The Board meetings are scheduled in advance to take place at least once every quarter, while additional meetings may be convened in the interest of the Company.

The Board of Directors met six (6) times in 2022 and the record of attendance is provided in the table below:

S/No.	NAMES	STATUS	27 <sup>th</sup> January 2022	22 <sup>nd</sup> March 2022	26 <sup>th</sup> April 2022	27 <sup>th</sup> July 2022	27 <sup>th</sup> October 2022	22 <sup>nd</sup> December 2022	No. of Meetings attended
1.	Mr. Kayode Falowo	Chairman/ Non-Executive Director	✓	✓	✓	✓	✓	✓	6
2.	Mr. Osa Osunde	Non-Executive Director	✓	✓	✓	✓	✓	✓	6
3.	Erelu Angela Adebayo	Non-Executive Director	✓	✓	✓	✓	✓	x	5
4.	Mr. Tony Uponi	Non-Executive Director	✓	✓	✓	✓	✓	✓	6
5.	Dr. Olutoyin Okeowo	Non-Executive Director	✓	✓	✓	✓	✓	✓	6
6.	Mrs. Vivienne Ochee-Bamgboye	Non-Executive Director	✓	✓	✓	✓	✓	✓	6

**NB:** ✓= Present; x= absent with apologies; NA- Not Applicable

## BOARD REMUNERATION

The remuneration of the Non Executive Directors is fixed at the annual general meeting based on the recommendation of the Board. The Executive Directors' emoluments are fixed contractually and the company does not provide pension, gratuity, health insurance, share options/incentives or retirement allowances to Non-Executive Directors.

## DIRECTORS RETIRING BY ROTATION

The Directors retiring by rotation at this Annual General Meeting in accordance with clause 30 of the Company's Articles of Association are: Erelu Angela Adebayo and Mr. Tony Uponi, who being eligible, have offered themselves for re-election.

# CORPORATE GOVERNANCE REPORT

## INTEREST OF DIRECTORS IN SHARES OF THE COMPANY

The interest of the Directors in the issued shares of the Company as stated in the Register of Members as at 31st December 2022 are as presented hereunder:

MEYER PLC - DIRECTORS' HOLDING AS OF DECEMBER 31, 2022					
S/No	Name of Director	Direct Shareholding 2022	Indirect Shareholding 2022	Direct Shareholding 2021	Indirect Shareholding 2021
1	Mr. Kayode Falowo	25,688,982	156,419,326	25,688,982	156,419,326
2	Mr. Osa Osunde	30,001,500	Nil	30,001,500	Nil
3	Erelu Angela Adebayo	Nil	Nil	Nil	Nil
4	Mr. Tony Uponi	3,298,804	Nil	3,298,804	Nil
5	Dr. Olutoyin Okeowo	2,080,482	10,000,000	2,080,482	10,000,000
6	Mrs. Vivienne Ochee-Bamgboye	384,998	Nil	384,998	Nil
7	Mr. Rotimi Alashe	Nil	Nil	Nil	Nil

## ANALYSIS OF SHAREHOLDING

The under-mentioned shareholders held 5% or more of the issued share capital of the Company as at 31st, December 2022:

S/No	Name of Shareholder	Holding	% Holding
1.	GRENWICH CAPITAL LIMITED	156,419,326	31.43
2.	BOSWORTH INVESTMENTS & SERVICE LIMITED	153,961,094	30.93
3.	MR. OSA OSUNDE	30,001,500	6.03
4	MR. KAYODE FALOWO	25,688,982	5.16

The range of distribution of the shares of the Company as at 31 December 2022 is as follows:

Share Range	No. of Shareholders	% Shareholders	No. of Holdings	% Holdings
1-1000	2,207	28.23	1,014,097	0.21
1,001-5,000	2,994	38.29	7,501,080	1.51
5,001-10,000	1,169	14.95	8,160,618	1.64
10,001-50,000	1,135	14.52	23,822,177	4.79
50,001-100,000	162	2.07	11,540,333	2.32
100,001-500,000	111	1.42	21,873,578	4.39
500,001-1,000,000	12	0.15	7,772,518	1.56
1,000,001-5,000,000	20	0.26	37,054,709	7.44
5,000,001-10,000,000	2	0.03	15,220,848	3.06
10,000,000 and above	7	0.09	363,740,605	73.08
<b>TOTAL</b>	<b>7,819</b>	<b>100</b>	<b>497,727,563</b>	<b>100</b>

## BOARD COMMITTEES

The Company has three (3) Committees which are constituted in accordance with statutory requirements and the SEC Code of Corporate Governance for Public Companies in Nigeria, 2011 and have their respective terms of reference. The Committees are comprised of directors with diverse skills, expertise and backgrounds, and assist the Board with its oversight functions.

# CORPORATE GOVERNANCE REPORT

The Committees are:

1. The Statutory Audit Committee
2. Strategy, Finance & General-Purpose Committee
3. Governance & Establishment Committee

## STRATEGY, FINANCE & GENERAL-PURPOSE COMMITTEE

The Strategy Finance & General-Purpose Committee was made up of two (2) Non-Executive Director. The Committee which is chaired by a Non-Executive Director held meetings Five (5) times during the year under review and has continued monitoring the implementation of the Board's directives on its recommendations.

### Members of the Committee & Record of attendance at Committee Meetings

S/No.	Names	Status	11 <sup>th</sup> March 2022	22 <sup>nd</sup> April 2022	25 <sup>th</sup> July 2022	25 <sup>th</sup> October 2022	16 <sup>th</sup> December 2022	No. of meetings attended
1.	Dr. Olutoyin Okeowo	Chairman/Non-Executive Director	✓	✓	✓	✓	✓	5
2.	Mr. Osa Osunde	Member/Non-Executive Director	✓	✓	✓	✓	✓	5
3.	Mr. Rotimi Alashe	Member/Managing Director	✓	✓	✓	✓	✓	5

## FUNCTIONS OF THE STRATEGY, FINANCE & GENERAL-PURPOSE COMMITTEE

The terms of reference of the Committee involves advising the Management and Board on matters including:

- a) Financial Policy Management
  - To consider the Company's medium and long term financial strategy, in relation to both revenue and capital.
  - To consider the Company's annual financial targets and respective performance against the set targets.
  - To review proposals for major transaction cases and their respective funding sources with reference to the Company's Investment Policy.
  - To monitor progress of major capital investments and the annual capital programme
- b) Investment and Treasury Management
  - To approve and keep under review, on behalf of the Board of Directors, the Investment strategy and policy.
  - To review the Treasury Management Policy of the Company and monitor performance.
- c) Strategic Duties
  - Review, and provide guidance to Management and the Board with respect to Corporate Strategy.
  - Assist Management and the Board with the review of proposals made by Management for Corporate Strategy, when and as appropriate.
  - Monitor and supervise Management in respect of implementation of strategic decisions and review periodic repos from Management on completed Corporate Strategic transactions.

## GOVERNANCE & ESTABLISHMENT COMMITTEE

The Governance and Establishment Committee is made up of three (3) Non- Executive Directors. The Committee met five (5) times during the year under review.

# CORPORATE GOVERNANCE REPORT

## Members of the Committee & Record of attendance at Committee Meetings

S/No.	Names	Status	15th March 2022	19th April 2022	19th July 2022	22nd October 2022	12th December 2022	No. of meetings attended
1.	Erelu Angela Adebayo	Chairman/ Non-Executive Director	✓	✓	✓	x	✓	4
2.	Mr. Tony Uponi	Non-Executive Director	✓	✓	✓	✓	✓	5
3.	Mrs. Vivienne Ochee Bamgboye	Non-Executive Director	✓	✓	✓	✓	✓	5

## FUNCTIONS OF THE GOVERNANCE & ESTABLISHMENT COMMITTEE

The terms of reference of the Committee include:

- **Compensation Policies**  
To review, approve and administer the Company's compensation and benefits policies generally, including reviewing, approving and administering any incentive-compensation plans and equity-based plans of the Company.
- **Management Succession**  
To periodically review the Company's management succession planning, including policies for CEO selection and succession in the event of the incapacitation, retirement or removal of the CEO, and evaluations of, and development plans for, any potential successors to the CEO.
- **Monitor and oversee compliance with corporate governance rules and best practices; advise on policy formulation in accordance with regulatory compliance requirements.**

## STATUTORY AUDIT COMMITTEE

The Committee was comprised of five (5) members, made up of three (3) independent share holders and two (2) Non-Executive Directors in compliance with the provisions of the Company and Allied Matters Act 2020

## Members of the Committee and Record of attendance at Committee meetings

S/N.	NAME	STATUS	20th Jan 2022	8th March 2022	21 <sup>st</sup> April 2022	12th July 2022	18th Oct 2022	9th Dec 2022	No. of meetings attended
1.	Dr. Joseph Asaolu	Chairman/ Shareholders' Representative	✓	✓	✓	✓	✓	✓	6
2.	Mr. Erinfolami Gafar	Shareholders' representative/Member	✓	✓	✓	✓	✓	✓	6
3.	Mr. Abioye Shamsudeen	Shareholders' representative/Member	✓	✓	✓	✓	✓	✓	6
4.	Mrs. Vivienne Ochee Bamgboye	Non-Executive Director/ Member	✓	✓	✓	✓	✓	✓	6
5.	Mr. Osa Osunde	Non-Executive Director/ Member	✓	✓	✓	✓	✓	✓	6

# CORPORATE GOVERNANCE REPORT

## FUNCTIONS OF THE AUDIT COMMITTEE

The Audit Committee performs the statutory functions set out in section 404 (7) of the Companies and Allied Matters Act, along with the SEC Code of Corporate Governance for Public Companies 2011 which includes:

- Overseeing the External Audit and ensuring the independence of the external auditor, taking account of relevant Ethical Standards and rotation of Audit partners at appropriate intervals.
- To review, the annual and quarterly Financial Statements, etc.
- To review the external auditor's management letter and management's response.
- To discuss with the external auditor, before the audit commences, the nature and scope of the audit and to review the auditor's quality control procedures and steps taken by the auditor to respond to changes in regulatory and other requirements; and assess annually the effectiveness of the audit process.
- To review the effectiveness of the company's internal control framework; monitor the effectiveness of the internal audit function, to review the internal audit programme and internal auditor's report.

## DONATIONS AND CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

The Company did not make any donation or give to any charitable or non-profit organisation or for any political purpose in the course of the year under review.

## SUSTAINABILITY REPORT

The Company carries out its operations in a manner aimed at minimising any adverse effects on staff, customers and the environment. To ensure this, an environmental audit exercise is undertaken periodically and the report submitted to the relevant government agencies.

## RESEARCH AND DEVELOPMENT

In order to maintain and enhance skills and abilities, the Company's policy of continuously researching into new products and services was maintained.

## SECURITIES TRADING POLICY

The Board has the ultimate responsibility for ensuring compliance with the Investment & Securities Act 2007 and any other applicable laws and regulations which prohibit the disclosure of price sensitive information, or dealing in shares of a public company with the knowledge of price sensitive information. The Directors, employees, insiders and related persons who may have or receive price sensitive information are prohibited from dealing in the securities of the company where such actions would be deemed as insider trading. The Company has also implemented its Securities Trading Policy, a copy of which is contained in this Annual Report and on the company's website - [www.meyerpaints.com](http://www.meyerpaints.com)

## COMPLAINTS MANAGEMENT POLICY

Meyer Plc has a Complaints Management Policy in accordance with the requirements of the regulations of the Securities & Exchange Commission, which sets out the procedure for handling shareholders' complaints in a fair and timely manner. A copy of the policy is included in this Annual Report for your information and can also be found on the Company's website.

## WHISTLE-BLOWING POLICY, ANTI-BRIBERY & CORRUPTION POLICY, ETC.

In line with the Board's vision towards encouraging best practices and instilling commitment to good corporate governance, the Company established a Whistle blowing Policy and procedure that ensures anonymity of the whistle-blowers. The Company has two (2) hotlines and an email, with a direct web link to the Company's website provided for the purpose of whistle-blowing. The hotline numbers are 07035456757 and 07035456719, with the email : and the Company's weblink is [whistleblower@meyerpaints.com](mailto:whistleblower@meyerpaints.com)  
<http://www.meyerpaints.com/whistleblower.php>.

The Company also has in place an Anti-bribery & Corruption Policy in support of its zero-tolerance for corruption and unethical practices, which requires compliance by the employees in dealing with third parties.

## CODE OF CONDUCT

The Company has an internal Code of Ethics and Business Policy for Employees which all members are mandated to comply with. All employees are encouraged to maintain the highest standards of professional and ethical conduct with integrity in all aspects of their duties as required by the policy which prescribes the common ethical standards,



# CORPORATE GOVERNANCE REPORT

policies and procedures. The Company also has a Code of Business Conduct and Ethics Policy for Directors and a Conflict of Interest Policy for Directors, amongst others.

## UNCLAIMED DIVIDEND

For the year under review, the Company's total unclaimed dividend is in the sum of 113,473,528.65. However, 10% of the unclaimed dividend is retained by the company registrar as statutorily required.

## INVESTOR RELATIONS

The Company ensures that its website contains adequate and current information about the Company, as well as the published financial statements and annual reports. The Company ensures that adequate Notice of the Annual General Meetings is circulated and attendance at General Meetings is only permitted to shareholders or their duly appointed proxies, the appointment of which should be conveyed to the Registrars promptly, at least not less than 48 hours before each General Meeting. Furthermore, we encourage shareholders to attend Annual General Meetings and use the E-Mandate forms and Shareholder Data Update forms provided by the Registrars, which are included in this Annual Report to update their records.

## STATEMENT OF COMPLIANCE

The Company observes the statutory laws, rules and principles of good corporate governance and complies with the provisions of the Companies and Allied Matters Act CAP. C20, 2020, Investment and Securities Act 2007, the Rules and Regulations of Securities and Exchange Commission (SEC), post listing requirements of the Nigerian Stock Exchange (Exchange) and Code of Corporate Governance for public Companies in Nigeria 2011, in general.

## BOARD EVALUATION

In compliance with the provisions of Principle 14.1 of the Nigerian Code of Corporate Governance, 2018 ("NCCG"), and Guideline 9 of the Securities and Exchange Commission (SEC) Corporate Governance Guidelines for Public Companies in Nigeria issued in 2020 ("SCGG"), DCSL Corporate Services Limited was appointed to undertake an appraisal of the Board of Directors of the Company for the year-ended 31st December 2020.

The appraisal entailed a review of the Company's corporate and statutory documents, the minutes of Board and Board Committee meetings, policies and other ancillary documents. In its report, the Consultants confirmed "that the Board of Directors continues to ensure that the Company's governance practices align with the provisions of the NCCG and the SCGG as well as globally accepted best practices. The Board demonstrates commitment to ensuring observance of highest ethical standards and transparency in the conduct of the Company's business".

## NIGERIAN DATA PROTECTION REGULATION (NDPR)

The Company duly filed its NDPR Audit Report for the period under review and was shortlisted on the National list of NDPR compliant entities which was published in September, 2021.

## BY ORDER OF THE BOARD



Kalu O. Kalu Esq. FRC/2020/002/00000021788  
 Marriot Solicitors Company Secretary  
 15E Muri Okunola Street, Off Ajose  
 Adeogun Street,  
 Victoria Island,  
 Lagos

# SECURITY TRADING POLICY

## 1. INTRODUCTION

This policy gives guidelines on the sale and purchase of securities of Meyer Plc (“the Company”) by any of its staff including Directors and Key Management Personnel

Key Management Personnel are those persons having authority and responsibility for directing and controlling the day to day activities of the Company, including any Director (whether Executive or Non-Executive).

The Company has determined that its Key Management Personnel are- Directors and other Executive Committee (EXCO) Members as defined in its organogram.

All staff, including Directors and the other stated Key Management Personnel, are encouraged to be long-term holders of the Company’s securities. However, it is important that care is taken in the timing of any purchase or sale of such securities. The purchase of these guidelines is to assist all staff (but more particularly Directors and Key Management Personnel) to avoid conduct known as insider trading.

Insider trading is the practice of dealing in a company’s securities (i.e. shares or options) by a person with some connection with a company (for example a Director, Employee, Contractor or Consultant) who is in possession of information generally not available to the public, but which may be relevant to the value of the company s securities. It may also include the passing on of this information to another. Legally, it is an offence which carries severe penalties, including imprisonment.

## 2. WHATTYPE OF TRANSACTIONSARE COVERED BY THIS POLICY?

This policy applies to both the sale and purchase of any securities of the Company in issue from time to time.

### 2.1 Prohibition

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

- (a) That person possesses information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the Company’s securities (i.e. information that is price sensitive); and
- (b) That person:
  - (i) Buys or sells securities in the Company; or
  - (ii) Procures someone else to buy or sell securities in the Company; or
  - (iii) Passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

### 2.2 Dealing through third parties

The insider trading prohibition extends to dealings by individual through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as “Associates” in these guidelines).

## 3. GUIDELINES FOR TRADING IN THE COMPANY’S SECURITIES

3.1 All staff must not, except in exceptional circumstances, deal in securities of the Company during the following “Closed Periods”.

- (a) The period from 15 days immediately preceding the announcement to the Nigerian Stock Exchange of the Company’s annual results; and 24 hours after the release has been made;
- (b) The period from 15 days immediately preceding the announcement to the Nigerian Stock Exchange of the Company’s half year results; and 24 hours after the release has been made;
- (c) The period from 15 days immediately preceding the announcement to the Nigerian Stock Exchange of each of the Company s quarterly results; and 24 hours after the release has been made;
- (d) A period of two trading days before and 24 hours after any other Nigerian Stock Exchange announcement by the Company; and

# SECURITY TRADING POLICY

(e) Such other periods as the Board may from time to time by notice in writing designate as a closed period.

### 3.2 Discretion of the Board

The Board may at its discretion vary the rule in relation to a particular Closed Period by a memo to all staff including Directors and/or Key Management Personnel either before or during the Closed Period.

However, if a Director or Key Management Personnel of the Company is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at any time.

### 3.3 No Short-Term Trading in the Company's Securities

Directors and Key Management Personnel must never engage in short-term trading of the Company's securities for example buying and selling of shares within a period of thirty (30) days.

### 3.4 Securities in other Companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is price sensitive. For example, where an individual is aware that the Company is about to sign a major agreement with another listed Company; they should not buy securities in either the Company (Meyer) or the other Company. This is subject to some defined and legitimate exceptions.

### 3.5 Notification of period when all staff, Directors and/or Key Management Personnel are not permitted to trade

The Company Secretary will endeavour to notify all Directors or Key Management Personnel of the times when they are not permitted to buy or sell the Company's securities as set out in this Policy. All other staff will be notified by the Company Secretary via memos which are displayed on the internet.

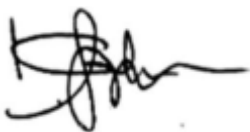
## 4. APPROVAL AND NOTIFICATION REQUIREMENTS TO BUY OR SELL THE COMPANY'S SECURITIES;

- (a) Directors must obtain the prior written approval of the Chairman/ Board
- (b) The Chairman must obtain the prior approval of the Board.
- (c) Key Management Personnel must obtain the MD/CEO's approval.
- (d) All requests to buy or sell securities must include the intended volume of securities and an estimated time frame for the sale or purchase.
- (e) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.
- (f) Notification- Subsequent to approval obtained in accordance with clause 4(e), any member of staff who (directly or through an agent or proxy) buys, sells, or exercises rights in relation to Company's securities must notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation operates at all times.

Exceptions- Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

## 5. EFFECT OF COMPLIANCE WITH THIS POLICY

Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.



Kalu O. Kalu  
Company Secretary



Dr. David Onabajo  
Managing Director

# COMPLAINT MANAGEMENT POLICY

## Introduction

This document describes the Complaint Handling Policy of Meyer Plc which is being implemented to ensure compliance with the laws and regulations relating to the Nigerian Capital Market in order to promote transparency and accountability to our stakeholders.

## Definitions

For the purpose of this document, Meyer Plc shall hereinafter be referred to as “Meyer” or “the Company” and the Securities & Exchange Commission shall be referred to as “SEC”.

## Commitment

Our objective is to minimize damage to our reputation and reduce the risk of litigation by handling and resolving complaints from our investors or prospective investors, and stakeholders in a timely, effective yet consistent manner. All complaints received shall be treated with dispatch and confidentiality.

This policy has been established in accordance with the provisions of the SEC Rules relating to the Complaints Management Framework of the Nigerian Capital Market.

## Application and Scope

The Complaint Management Policy is intended to assist Meyer’s Investors and enhance market integrity in the long run. The policy shall apply to the Stakeholders in relation to the operations of Meyer in the Capital Market.

In accordance with the rules provided by the SEC on Complaints Management of the Nigerian capital market, the following matters will not be considered complaints for deliberation by Meyer:

- a. Complaints that are incomplete or not specific.
- b. Allegations without supporting documents.
- c. Statements offering suggestions or seeking guidance or explanation.
- d. Seeking explanation for non-trading of shares or illiquidity of shares.
- e. Expression of dissatisfaction with trading price of the shares of the Company.
- f. Complaints made anonymously.
- g. Disputes arising out of private agreements with the Company or intermediaries.
- h. Any other matter as may be determined by the SEC from time to time.

## Purpose of Complaints Management System

Meyer recognizes that complaints and their resolution:

- are about accountability,
- are an important part of customer service,
- are inevitable and must be managed effectively,
- cost money and reflect badly on Meyer if not handled properly, and
- can lead to business process improvement.

## COMPLAINT MANAGEMENT POLICY

Therefore, the Complaints Management Policy is as follows:

- To make the complaint process transparent and accessible.
- To constructively set out its approach to complaints.
- To handle and resolve complaints in line with the framework of the SEC.
- To ensure that Meyer takes full ownership of complaints and that a positive and proactive approach is adopted to resolving the complaints in line with the guidelines of the SEC.

### Procedure

Complaint(s) shall be considered for deliberation only when submitted in writing with the following required information:

- a. Complainant's Name
- b. Membership/Shareholder Identification number (where applicable)
- c. Date of Complaint
- d. Contact details of Complainant (Mobile phone number, return address etc.)
- e. Details of Complaint
- f. Copy of Complainant's Share certificate (where applicable)

Complaint(s) submitted by e-mail should be addressed to [info@meyerpaints.com](mailto:info@meyerpaints.com). Where the complaint(s) is submitted by post, it should be addressed to:

# COMPLAINT MANAGEMENT POLICY



Corporate Headquarters: Plot 52, Billings Way, Oregun, FASE 21882 Ikeja, Lagos State.  
Tel: 08132672366, 08123458237 | Fax: +234-1-2715737  
E-mail: info@meyerpaints.com | Website: www.meyerpaints.com

Head, Risk & Management Control  
Meyer Plc,  
32, Billings Way,  
Alausa, Ikeja, Lagos

## ACKNOWLEDGEMENT LETTER

When Meyer receives a complaint, an acknowledgment letter shall be sent to the Complainant within 2 (two) working days of receipt if the complaint was sent by email and 5 (five) business days of receipt where the complaint was sent by post. The acknowledgement letter shall contain the following elements:

- Name of the person responsible for handling the complaint;
- Key elements of the firm's Complaint Policy; and
- Projected time for resolution of the complaint

Complaints received shall be managed by Meyer on two levels. The first level shall be reviewed and possibly resolved by the Company Secretary; where the Company Secretary is unable to resolve the concerns of the Complainant, the complaint shall be referred to the Registrars of Meyer.

Meyer shall strive to resolve complaints within 10 (ten) working days from the date the complaint was received. The competent authority shall be notified of the resolution of the complaint within 2 (two) working days.

Where the complaint is not resolved within 10 (ten) working days, the Complainant or Meyer shall refer the complaint to the relevant competent authority within 2 (two) working days. The letter of referral shall be accompanied by a summary of proceedings of events leading to the referral and copies of relevant supporting documents.

Meyer shall maintain an electronic Complaints Register which shall contain the following details:

- i. Name of the complainant
- ii. Date of the complaint
- iii. Nature of complaint
- iv. Complaint details in brief
- v. Remarks/comments

The Complaints Register shall be updated regularly and status reports of complaints filed therein shall be forwarded to the SEC quarterly.

## Feedback and Responsiveness

Once decisions have been reached on complaints made, Complainants shall be advised of the outcome.

Complaints shall be tracked and time frames for resolution monitored while Complainants shall be entitled to progress report in respect of same.

Any internal problem revealed by a Complaint shall be communicated to the General Manager, Control & Compliance of Meyer who shall be responsible for the resolution of the internal problem revealed by the complaint.

Signed,  
For and On behalf of Meyer Plc.

Kalu O. Kalu  
Company Secretary

Dr. David Onabajo  
Managing Director





- ARCHITECTURAL PAINTS
- MARINE & INDUSTRIAL PAINTS
- AUTO REFINISHES
- WOOD FINISHES



**DECORATIVES**

Meyer Wall Satin  
 Ultimate Emulsion  
 Ultimate Gloss  
 Imperial Emulsion  
 Imperial Gloss  
 Meyertex  
 Velvet Matt  
 Meyer Ritesheen  
 ....more

**INDUSTRIAL MARINE HPC**

Red Oxide Primer  
 Chlorinated Rubber Paint  
 Bright Aluminum  
 NC Enamel Paint  
 Self Etch Primer  
 Road Marking Paint  
 Self Leveling Epoxy  
 Zinc Phosphate Primer  
 ....more

**AUTO REFINISHES**

Meyerflex Solid  
 Meyerflex Varnish  
 Autocryl  
 ....more

**WOOD FINISHES**

Meyer Wood Guard  
 Cellulose Sanding Sealer  
 Cellulose Matching Stains  
 Cellulose Lacquers  
 Nitro-Cellulose Primer  
 Melamine Lacquer  
 Wood Primers  
 ....more



**Corporate Headquarters:**

32, Billings Way, Oregon,  
 P.M.B 21002 Ikeja, Lagos State.  
 Tel: 08020672366, 08123438237  
 Email: info@meyerpaints.com  
 Website: www.meyerpaints.com

@meyerplc  
 @meyer\_plc  
<https://www.linkedin.com/company/meyerplc/>



Affix  
Current  
Passport  
Photograph

# E-DIVIDEND MANDATE ACTIVATION FORM

Only Clearing Banks Are Acceptable

Date

DD	MM	YY
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**Instructions**

Please complete **all sections** of this form to make it eligible for processing and return to the address below:

**The Registrar**  
Greenwich Registrars & Data Solutions Limited  
274 Murtala Muhammed Way, Yaba, Lagos

**Bank Mandate Information**

I\We hereby request that henceforth, all the Dividend Payment(s) due to me\us from my\our holdings in all the companies ticked at the right hand column be credited directly to my\our bank detailed below:

Bank Verification Number	
Bank Name	
Bank Account Number	
Account Opening Date	DD MM YY

**Shareholders Account Information**

<b>Surname/Company Name</b>	<b>First Name</b>	<b>Other Name(s)</b>
<b>Address</b>		
<b>City</b>	<b>State</b>	<b>Country</b>
<b>Previous Address (if any)</b>		
<b>CSCS Clearing House Number</b>	<b>Email Address</b>	
<b>Mobile Number (1)</b>	<b>Mobile Number (2)</b>	
<b>Shareholder's Signature</b>	<b>2<sup>nd</sup> Signatory (Joint/Company Accounts)</b>	
<b>Company Seal (if applicable)</b>	By signing above, the Grantee(s) consents that the Company may process the Grantee's personal data, including name, B/V, address, telephone number and any other relevant information/documentation provided during the course of this transaction. Also, the Data may also be disclosed to a third party for the purpose of processing the transaction.	

Tick	Company Name	Shareholders Account No.
	11 PLC	
	ZLP Management Company Limited Series 1	
	Abplast Products PLC	
	Alliant Nigeria Plc (erstwhile Union Assurance Company Limited, Ensure Insurance)	
	Aluminum Extrusion PLC	
	Axcelia Bond	
	Cashew Nut Processing Industries PLC	
	Chellarams PLC	
	Christlieb PLC	
	DAMA Group of Companies PLC Series 1 & 2	
	DH Tyre & Rubber PLC	
	Ekiti State Bond Tranche 2	
	Ekiti State Government Bond	
	EXOCORP PLC	
	Eterna PLC	
	FAN Milk PLC	
	General Telecoms PLC	
	GlassSmithKline Nigeria PLC	
	Global Biofuel Nigeria LTD	
	Great Nigeria Insurance PLC	
	Greenwich Alpha ETF	
	Greenwich Money Market Fund	
	Ileje Hotels PLC	
	Imprest Bakolori PLC	
	Industrial & General Insurance PLC	
	IPWA PLC	
	John Hobs PLC	
	Julius Berger Nigeria PLC	
	Kajola Integrated & Investment Company PLC	
	Lannard Nigeria PLC	
	Local Contractors Receivables Bond Tranche 1, 2 & 3	
	Meyer PLC	
	Municipality Waste Management Contractors Limited Series I, II & III	
	Nestle Nigeria PLC	
	Nigeria Cement Company PLC	
	Nigeria Entertainment Fund	
	Nigeria Reinsurance	
	Nigerian Enamelware PLC	
	Nigerian Lamp & Industries	
	Nigerian Wire & Cable PLC	
	Nova Bond Series I	
	Okitupa Oil Palm PLC	
	Olvera Glass Company	
	Primero BRT Securitization SPV	
	Studio Press Nigeria PLC	
	Sush SPV Bond II	
	The Tourist Company of Nigeria PLC	
	Tripple Gas & Company PLC	
	Unilever Nigeria PLC	
	Union Homes REITS	
	Union Homes Savings & Loans PLC	
	University Press PLC	
	Wema Bank PLC	
	Wema Funding SPV Plc Bond Series I & II	



**SHAREHOLDER'S RECORD UPDATE FORM**

Date: [DD]-[MM]-[YYYY] | | | |

**PERSONAL INFORMATION**

1.\*Surname/Company Name

2.\*Other name(Individual Shareholders)

3.\*Mailing Address


4.\*Contact Address


5.\*E-mail Address

6.\*G.S.M Number 1

\*G.S.M Number 1

7.CSCS Clearing House Number

8.Shareholders Account Number

9.\* Occupation

10. Nationality

11. \*Name of Stockbroking Firm

12. \*Next of Kin

13. Relationship to Next of Kin

**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.

By signing below, the Grantee(s) consents that the Company may process the Grantee's personal data, including name, BVN, address, telephone number and any other relevant information/documentation provided during the course of this transaction. Also, the Data may also be disclosed to a third party for the purpose of processing the transaction.

Shareholders Signature

2<sup>nd</sup> Joint Account holders Signature

Incorporation Number  
(Corporate Shareholder) RC

Company Seal



Please tick as appropriate	<input checked="" type="checkbox"/>
11 PLC	
Adplast Products PLC	
Allianz Nigeria Plc (erstwhile Union Assurance Company Limited; Ensure Insurance)	
Aluminium Extrusion PLC	
Cashchem Nut Processing Industries PLC	
Chelarams PLC	
Christleb PLC	
DANA Group of Companies PLC Series 1 & 2	
DN Tyre & Rubber PLC	
Ecobank Transnational Incorporated (Naira)	
Ecobank Transnational Incorporated (USD)	
Ekoti State Bond Tranche 2	
EKDCORP PLC	
Eterna PLC	
FAN Milk PLC	
General Telecoms PLC	
GlaxoSmithKline Nigeria PLC	
Global Biofuel Nigeria Limited	
Great Nigeria Insurance PLC	
Ikeja Hotels PLC	
Imprest Bakolori PLC	
Industrial & General Insurance PLC	
IPWA PLC	
John Hots PLC	
Julius Berger Nigeria PLC	
Kajola Integrated & Investment Company PLC	
Lemmer Nigeria PLC	
Meyer PLC	
Municipality Waste Management Contractors Limited Series I, II & III	
Nestle Nigeria PLC	
Nigeria Cement Company PLC	
Nigeria Reinsurance	
Nigerian Enamelware Company PLC	
Nigerian Lamp & Industries	
Nigerian Wire & Cable PLC	
Okitipupa Oil Palm PLC	
Olawa Glass Company	
The Tourist Company of Nigeria PLC	
Tripple Gee & Company PLC	
UBA Fixed N20 Billion Bond Series 1 Bond	
UBN Property Company PLC	
Unilever Nigeria PLC	
Union Bank of Nigeria PLC	
Union Homes REITS	
Union Homes Savings & Loans PLC	
University Press PLC	
WEMA Bank PLC	
Wema Funding SPV Plc Bond Series 1 & II	

Kindly return the duly completed form to the Registrar, Greenwich Registrars & Data Solutions No. 274 Murtala Muhammed Way, Yaba, Lagos. Completed forms can be submitted electronically via email: [info@gtlregistrars.com](mailto:info@gtlregistrars.com) or through any of our branches on our website: [www.gtlregistrars.com](http://www.gtlregistrars.com). Note: Shareholders with outstanding dividend warrants should send a mail to [info@gtlregistrars.com](mailto:info@gtlregistrars.com) visit GTL Registrars Limited or call +234-(01)-2793160-2.



# PROXY FORM

The 51st Annual General Meeting of Meyer Plc will be held at the Banquet Hall of Lagos Airport Hotel, 111, Obafemi Awolowo Way, Ikeja, Lagos State on Friday the 23rd day of June, 2023 at 11:00 prompt.

I/We .....  
being a member/member of Meyer Plc hereby appoint

.....  
as my/our proxy to act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday the 23rd day, of June 2023 and at any adjournment thereof.

Dated this .....day of ..... 2023

Shareholders' Signature

Notes:

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. All proxy forms should be deposited at the registered office of the Registrars Greenwich Registrars & Data Solutions Ltd, No. 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos or via email at proxy@gtlregistrars.com not less than 48 hours before the time for holding the Annual General Meeting.

If executed by a corporation, this form should be sealed with its common seal.

Shareholder's names are to be inserted in BLOCK LETTERS please. In case of joint shareholders, any one of such may complete this form, but the names of all joint holders must be inserted.

In the case of joint shareholders, any of them may complete the form, but the names of all joint shareholders must be stated. C. If the shareholder is a corporation, this form must be executed under its Common Seal or under the hand of a duly authorized officer or attorney.

It is required by the law under the Stamp Duties Act,


Cap. S8 Laws of the Federation of Nigeria 2004 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must bear Stamp Duty at the appropriate rate.

The manner in which the proxy is to vote should be indicated by inserting "X" in the appropriate space.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1a	To re-elect Erelu Angela Adebayo as a Non- Executive Director.		
1b	To re-elect Mr. Tony Uponi as a Non-Executive Director.		
1c	To ratify the appointment of Mr. David Onabajo as a Director		
2	To authorise the Directors to fix the remuneration of the Auditors.		
3	To elect members of the Statutory Audit Committee		
S/NO	SPECIAL RESOLUTION		
1.	To approve the Remuneration of the Directors		

Please indicate an "X" in the appropriate box how you wish your vote to be cast on resolutions set out above. Unless otherwise instructed the proxy will vote or abstain from voting at his/her discretion.

Before posting this form, please tear off this part and retain it for admission into the meeting



**51st ANNUAL GENERAL MEETING OF MEYER PLC**

**ADMISSION CARD**  
PLEASE ADMIT THE SHAREHOLDER NAMED ON THIS CARD OR HIS/HER DULY APPOINTED PROXY TO THE ANNUAL GENERAL MEETING TO BE HELD AT THE BANQUET HALL OF LAGOS AIRPORT HOTEL, 111, OBAFEMI AWOLOWO WAY, IKEJA, LAGOS STATE ON 23RD DAY OF JUNE 2023 AT 11:00 AM. PROMPT

Name & Address of Shareholder: .....

Number of shares held ..... Name of Proxy .....

Signature of Shareholder .....

Note:  
This admission card should be produced by the Shareholder or his/her proxy in order to obtain entrance into the venue of the Annual General Meeting.

# MEYER SELF-LEVELLING EPOXY

**Product Description:** is a solvent-free epoxy self-levelling flooring system applied as a self-levelling mix on factory floors, heavy instrument rooms and warehouse floors. It provides an Extremely hard wearing and chemically resistant finish, easy to clean surface with ultra-smooth finish.



### Features:

- ▶ Fast application with minimum downtime. ▶ Very glossy appearance. ▶ Very good corrosion resistant.
- ▶ Solvent free/Low odour during application. ▶ Excellent resistant to splash and spillage of mould.
- ▶ Removes unevenness and imperfection in the floor when applied at a controlled thickness.
- ▶ Does not support bacterial growth.

**Our product range include:**

*Decorative | Industrial | Wood | Marine | Auto-Refinishes*

#### Corporate Headquarters:

32, Billings Way, Oregon,  
P.M.B 21002 Ikeja, Lagos State.  
Tel: 08020672366, 08123438237  
Email: info@meyerpaints.com  
Website: www.meyerpaints.com

# Colour Your World Perfectly

with

## MEYER ULTIMATE

A premium quality quick drying paint formulated with high quality binder made from finest pigments dispersed in modified acrylic co-polymer.

### Others Features are:

- Extra Protected with DFP.
- Spread rate: 10-12m<sup>2</sup>/L at 2 coats.
- Quick Drying Time.
- Easy to Apply by brush, roller and spray.
- Package size : 20Ltrs/4Ltrs.
- High scrub resistance.
- Environmental friendly.
- Excellent coverage.
- Available in a large variety of colours.



TOP  
QUALITY  
ASSURED



### Corporate Headquarters:

32, Billings Way, Oregun,  
P.M.B 21002 Ikeja, Lagos State.  
Tel: 08020672366, 08123438237  
Email: info@meyerpaints.com  
Website: www.meyerpaints.com

  @meyerplc  
  @meyer\_plc

 <https://www.linkedin.com/company/meyerplc/>





## WEST

### HEAD OFFICE, LAGOS

32, Billings Way, Oregun-Ikeja, Lagos.  
P.M.B 21002. 08123438237, 08020672366.  
info@meyerpaints.com.  
www.meyerpaints.com.

### MEYER DECOR (Painting Service)

32, Billings Way, Oregun-Ikeja, Lagos.  
P.M.B 21002. 08123438237, 08020672366.  
info@meyerpaints.com.  
www.meyerpaints.com.

### Lagos Regional Office

32, Billings Way, Oregun-Ikeja, Lagos.  
P.M.B 21002. 08020672366, 08123438237.  
info@meyerpaints.com.  
www.meyerpaints.com.

### Strategic Business Partners' Location:

#### Mosade

Ikorodu, Lagos,  
Km 2, Akasolori Itokun/ Ijebu Ode Road,  
Ikorodu, Lagos,  
08033213581, 08035569111

#### Tobi & Co. , Ibadan

Morgan House, Beside High Court  
Ring Road, Ibadan  
090296910380

## EAST

### House Paint & Coatings Ltd Portharcourt

Suite D4, Diamond Plaza,  
No 298, Peter Odili, Road,  
Trans Amadi Industrial Estate  
Portharcourt, 08038911456

### Grevis Ventures Portharcourt

No 10, Nwogu Street, Rumulgo  
Portharcourt.  
08033384603.

### Strategic Business Partners' Location:

#### Ogisbab Nig Ent Warri

67, Efunrun/Sapele Road,  
Thomob Yard opposite Access Bank,  
By water Resources junction,  
warri Delta State.  
08033431961

## NORTH

#### Opalus Ltd ,Abuja

Suit A4 Habiba Plaza, 23 Alexander  
Crescent Close to Shref  
Plaza wuse 2, Abuja  
08036941055

#### Abglo International Ltd, Abuja

Suit 7, Landmark Plaza, Plot 3124,  
Federal Housing Junction, IBB way,  
Maltama, Abuja  
08063674843, 09069399317

#### Home & Environment Associates Abuja

Suit 51, Befs Plaza Opposite Mountain of  
Fire Ministries, Utako, Abuja  
07065605195, 07057578873

#### Alkawa General Merchant Ltd Kano

No 19 Kastina Road Opposite  
Residential Hotel, Kano  
08036977866, 08027277365

#### Honister Universal Limited

18B, Femi Olugbile street,  
Lekki phase II  
080-33055658.

We are one of the leading paint manufacturers in Nigeria and we are pleased to invite a reputable distributors and dealers into a strategic business partnership scheme for distribution and sales of our products.

For further enquiries, kindly contact : **Funmi : 08150384260, Office : 08123438237.**



🏠 32, Billings Way, Oregun-Ikeja, Lagos. P.M.B 21002.

☎ 08123438237, 08020672366.

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