

2022 ANNUAL REPORT



(A Subsidiary of Union Bank of Nigeria Plc)





UBN Property Company Plc

ANNUAL REPORT FOR THE YEAR ENDED 31st DECEMBER 2022

C O N T E N T S



UBN Property Company Plc
Annual Report
31st December 2022

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CORPORATE INFORMATION



Directors:	Mudassir Amray Emeka Okonkwo Peter Nwankwo Oluwatosin Osikoya Michael Onagbola Obiaku Nneze Akwiwu - Nwadike (Mrs) Remi Kolarinwa Olajumoke Odulaja (Mrs)	<i>Chairman (Appointed with effect from 19th July 2022)</i> <i>Chairman (Retired with effect from 2nd June 2022)</i> <i>Acting Managing Director (Appointed with effect from 1st April 2022; Retired with effect from 30th December 2022)</i> <i>Managing Director (Retired with effect from 31st March 2022)</i> <i>Managing Director (Appointed with effect from 27th October 2022)</i> <i>Non-Executive Director</i> <i>Independent Non-Executive Director</i> <i>Non-Executive Director</i>
Registered Office:	163, Obafemi Awolowo Way Alausa, Ikeja Lagos	
Company Secretary:	Somuyiwa A. Sonubi Stallion Plaza 36 Marina Lagos FRC/2013/NBA/00000002061	
Registrar:	CardinalStone Registrars Limited 335/337, Herbert Macaulay Way Yaba Lagos, Nigeria	
Estate Valuer:	Bode Adedeji Partnership 15, Bishop Oluwole Street Victoria Island Lagos FRC/2013/NIESV/00000001479	
Auditor:	Ernst & Young UBA House, 10 th and 13 th Floors 57 Marina, Lagos FRC/2013/ICAN/00000001196	
Banker:	Union Bank of Nigeria Plc	
RC Number:	RC: 476267	

NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING



NOTICE is hereby given that the 13th Annual General Meeting of UBN Property Company Plc will be held in The Auditorium, Stallion Plaza (9th Floor), 36 Marina, Lagos on Wednesday 12th July 2023 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Company's Audited Financial Statements for the financial year ended 31st December 2022 together with the reports of the Directors, Auditor, Board Appraiser and Statutory Audit Committee thereon.
2. To declare a dividend for the financial year ended 31st December 2022.
3. To elect/re-elect Directors.
4. To authorise the Directors to fix the remuneration of the Auditor.
5. To elect members of the Statutory Audit Committee.
6. To disclose the remuneration of the Managers of the Company.

SPECIAL BUSINESS

1. To approve the remuneration of Directors.
2. In compliance with the Companies and Allied Matters Act 2020, Regulation 13 of the Companies Regulations 2021 and Clause 6 of the Company's Articles of Association, to consider and if thought fit, to approve the cancellation of the Company's unissued share capital of N373,583,949.00 comprising 373,583,949 (three hundred and seventy-three million, five hundred and eighty-three thousand, nine hundred and forty-nine) unissued ordinary shares of N1.00 each.
3. To approve the amendment of Clause 6 of the Company's Memorandum of Association by deleting the current provisions and substituting same with the following:
"The Share Capital of the Company is N5,626,416,051.00 (five billion, six hundred and twenty-six million, four hundred and sixteen thousand, fifty-one Naira) divided into 5,626,416,051 (five billion, six hundred and twenty-six million, four hundred and sixteen thousand, fifty-one) ordinary shares of N1.00 each".
4. That for the purposes of implementing the cancellation of the Company's unissued shares and alteration of the Company's Memorandum of Association, the Board is hereby authorised to execute all relevant documents, take all such lawful steps as may be required by statute and/or regulations and do such other acts or things as may be necessary, supplementary, consequential, or incidental for the purpose of giving effect to the above resolutions including but not limited to engaging professional advisers to make necessary filings and comply with any directive which any regulatory agency or body may deem fit to impose or approve.

NOTES

a) PROXY

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in its, his or her stead. A proxy need not be a member of the Company. A proxy form is supplied with this Notice. For completed proxy forms to be valid for the purpose of the meeting, they must be duly stamped by the Commissioner of Stamp Duties and deposited at the office of the Company Registrar, CardinalStone Registrars Limited, 335/337 Herbert Macaulay Way, Yaba, Lagos or sent to registrars@cardinalstone.com not less than forty-eight (48) hours before the meeting.

b) STATUTORY AUDIT COMMITTEE

Any member may nominate a shareholder for election as a member of the Statutory Audit Committee by giving notice in writing of such nomination, attaching the curriculum vitae of the nominee to the Company Secretary at least twenty-one (21) days before the Annual General Meeting.

Shareholders are enjoined to note that the Securities and Exchange Commission and the Financial Reporting Council of Nigeria require members of the Statutory Audit Committee to have basic financial literacy and an ability to read financial statements.

c) CLOSURE OF REGISTER

The Register of Members and Transfer Books of the Company would be closed from Monday 26th June 2023 to Friday 30th June 2023 (both days inclusive) for the purpose of preparing an updated Register of Members.

d) PAYMENT OF DIVIDEND

If the dividend of 7^{1/2} Kobo (seven and a half Kobo) per N1.00 ordinary share recommended by the Board of Directors is approved by members at the Annual General Meeting, the dividend payments will be made on 13th July 2023 to members whose names appear in the Register of Members at the close of business on 23rd June 2023.

e) 2022 FINANCIAL STATEMENTS (WEB LINK)

Shareholders can access the 2022 Financial Statements on the Company's website by using the following link:
<https://www.ubnproperty.com/2022agm/>

BY ORDER OF THE BOARD

Somuyiwa Adedeji Sonubi
Company Secretary
FRC/2013/NBA/00000002061
UBN Property Company Plc
163 Obafemi Awolowo Way, Ikeja
Lagos.

Dated this 27th day of February 2023

THE BOARD



Mudassir Amray *Chairman*

Mr. Mudassir Amray is a highly accomplished and seasoned banker with well-rounded exposure and an illustrious career spanning over 30 years. He has a proven track record of adaptability in six geographies (USA, Nigeria, Malaysia, Hong Kong, Singapore, and Pakistan), and has over the course of his career served in multiple senior roles with international and local banks including Citibank.

On the back of a well-diversified international exposure, Mr. Amray took on the challenge of establishing a new national commercial bank in Nigeria. At the time, this was a green field project along with investors from the non-financial sector. Mr. Amray successfully led the establishment of Titan Trust Bank Limited and subsequently became the Bank's pioneer CEO in October 2019. During his tenure, he played a pivotal role in positioning the bank as a financial institution with a reputation for excellence, customer-centricity, and innovation. Under his leadership, the bank achieved financial break-even within the first three months and completed three years with impressive achievements.

On December 18, 2022, Titan Trust Bank signed an agreement with UGPL in what was lauded as a historic acquisition of the iconic 105-year-old institution Union Bank Nigeria. He moved to Union Bank in June 2022 as the Managing Director/Chief Executive Officer where he leverages his vast experience and expertise to drive the bank's growth, profitability, and sustainability.

Having worked with reputable financial institutions (both foreign and local), Mr. Amray has acquired a wealth of knowledge and expertise in various aspects of banking, including risk management, credit analysis, strategic planning, and business development. He has consistently demonstrated outstanding leadership skills, an innovative mindset, and a commitment to excellence, which have earned him numerous accolades and recognition in the industry.

By combining operational and governance functions, Mr. Amray has developed a balanced approach towards governance, risk, and business. He exhibits tenacity when tackling tough decisions and has developed, implemented, and adopted smart business strategies in varied settings and markets.

He sits on several boards serving in key positions of these organisations including Union Bank, Union Properties PLC, FMDQ, Africa Finance Corporation and Bank of Punjab.

Michael Onagbola *Acting Managing Director*

Michael Oyekanmi Onagbola is a consummate professional with over 35 years of experience spanning Finance, Human Resource Management, Real Estate Management and Administration, Tax & Business Advisory, and Banking Operations.

He obtained a Bachelor's degree in Agricultural Economics (First Class Hons) from the University of Ibadan in June 1984. He was also a member of the pioneer MBA Class of ESUT Business School in 1995/96.

Oyekanmi began his career at Deloitte Haskins & Sells (Chartered Accountants) immediately after NYSC in 1985 and joined Arthur Andersen & Co (now KPMG) in the same year as part of the Tax & Business Advisory Group.

He also had stints at the Nigerian American Merchant Bank (NAMBL) and Victory Merchant Bank Limited where he served as Senior Manager (Credit).

In April 1994, Oyekanmi resigned from his position at Victory Merchant Bank to join the Tropical General Investments (TGI) Group where he rose from the position of Assistant General Manager to become a Director. During his time at TGI Group, he served in various capacities and functions including Banking Operations, Finance, Tax, Real Estate and Property Management, Human Resources and Administration.

Having served meritoriously at TGI Group for almost 30 years, Oyekanmi left his position as Director, Group Corporate Services to join UBN Property Company Plc (UPCP) in 2023 as the Managing Director.

He is a member of the Institute of Chartered Accountants of Nigeria (ICAN) and the Chartered Institute of Taxation of Nigeria (CITN).

He has benefitted richly from various local and international training programmes in Senior Leadership Development, Development Finance, Human Capacity Management and Corporate governance.





Obiaku Nneze Akwiwu-Nwadike(Mrs.) *Non-Executive Director*

Mrs. Obiaku Nneze Akwiwu-Nwadike joined the Board in December 2014 as a director representing minority shareholders. She is a trained structural engineer, with a career spanning over 30 years, 14 of which have been in active service as a structural engineer, property developer and consultant in construction of luxury residential and multi-shop, plaza or mall properties.

She is a member of the Council of Registered Engineers of Nigeria and has worked in various capacities in the public and private sectors. She was Principal/ Assistant Chief Engineer at the Nigerian Ports Authority between 1984 and 1991, Wealth Adviser/ Regional Executive at BGL Plc till 2012. She is the Founder/Chief Executive Officer of Trixibelle Limited.

Remi Kolarinwa *Independent Non-Executive Director*

Mr. Remi Kolarinwa joined the Board in December 2014 as an Independent Non-Executive Director. He is an Economics graduate of the University of Toronto, Canada, with an MBA from York University, Toronto. He has had a career in banking spanning over 27 years, during which time he held leadership positions in retail, corporate, and investment banking and retired as the Deputy Managing Director of the defunct IBTC Chartered Bank.

He was also an Independent Non-Executive Director of Union Homes Savings and Loans Plc. He currently serves as the Chairman, Capgemini Management Limited, an investment management and financial advisory company, a Non-Executive Director of Sterling Bank Plc, USP Communications Limited, and Bancorp Finance Limited. He is a Fellow of the Chartered Institute of Stockbrokers.



Joe Mbulu *Executive Director, Chief Financial Officer*

Joe Mbulu joined Union Bank in August 2014, to direct and lead its transformation, and was appointed to the Board of Directors in February 2020. Before he joined Union Bank, Mr. Mbulu was the Chief Operating Officer for the Domestic Bank Business unit of Ecobank Transnational (ETI), where he coordinated Strategy Formulation and Execution for the banking group's Retail, SME, Local Corporate and Public Sector businesses.

Before joining ETI, Joe led Strategy & Business Transformation at Bank PHB. He also served as the Vice President for Business Transformation in the Global Finance Organisation at Nielsen in New York.

He has over 25 years' professional experience with world-class competences in Financial Management & Analysis, Organisational & Business Transformation, Strategy/Operational Consulting and Project/Program Management in the financial services, information, pharmaceutical, manufacturing and media industries.

Mr. Mbulu holds an MBA from the Wharton School of Business, Pennsylvania, an MSc. in Finance from Lincoln University, Pennsylvania, and a BSc. in Agricultural Economics from the University of Benin.

CHAIRMAN'S STATEMENT



Distinguished Shareholders, Board of Directors, and Colleagues, I am delighted to welcome you to this year's Annual General Meeting of UBN Property Company Plc ('the Company'), and I am thrilled to present you with the annual report of the Company for the year ended 31st December 2022.

The Economy

In 2022, global growth significantly slowed, dropping to 3.2% from 6.0% in 2021. This decline was primarily due to factors like the Russia-Ukraine conflict, stringent Covid-19 lockdown measures in China, and the widespread cost-of-living crisis in many countries. In addition, on the back of stimulus packages given by countries during 2020 and 2021, inflationary pressures surged, leading to an inevitable increase in interest rates across developed and developing economies.

In Nigeria, economic growth remained modest, reaching 3.10%, mainly due to monetary, fiscal, and socio-political challenges. The country faced a high inflationary environment, with the inflation rate steadily rising from 15.6% in January to 21.86% by December.

Foreign exchange scarcity, Naira devaluation and exchange rate stability were key issues in 2022. These issues were particularly crucial as the country navigated declining foreign reserves and revenue. By December, foreign reserves stood at \$37 billion, while oil production reached its lowest in September at 937,766 barrels per day (bpd).

The Property Industry

Despite the economic headwinds experienced in 2022, the property industry, specifically construction and real estate services, recorded real growth and a positive contribution to Gross Domestic Product (GDP). Real estate services grew by 3.95% in 2022, and contribution to GDP stood at 5.64%, higher than the 5.60% reported in 2021, whilst construction grew by 4.54% in 2022, and contribution to GDP stood at 3.54%.

Since the end of 2020, we have seen an upward price trajectory in the industrial and residential segments, whilst the most-impacted segments of the pandemic - retail and office - have shown some signs of stability.

Even with the uptake and stability in the industry, cement experienced a decline in its contribution to GDP and stood at 5.65% from 6.65% in 2021. This can be attributed to the high inflationary environment and foreign currency challenges that were prevalent that year.

A positive development in the Real Estate industry was the National Pension Commission's (PenCom) approval and implementation of the guidelines on accessing Retirement Savings Account (RSA) balance to pay equity contributions for residential mortgages by RSA Holders. The

guideline is expected to increase access to residential housing for RSA holders and accelerate property development.

Consequently, the Central Bank of Nigeria (CBN) approved over thirty (30) Mortgage Banks to work with PenCom and Pension Fund Operators to provide mortgage financing to Contributors to the Contributory Pension Scheme (CPS).

In addition, Real Estate players continued to pressure the Presidency to enact the Real Estate Regulatory Council of Nigeria bill passed by the Senate in 2021. The bill is expected to regulate the sector and ensure transparency when passed into law.

2022 Financial Performance

Our financial performance was strong, with a total Income of N1.5bn, representing an increase of 234% compared to N461m achieved in 2021. Profit Before Tax was N1.2bn against N262 million in 2021, representing an increase of 392%, primarily due to revenue from the sale of trading property.

Dividend

Given this performance, the Board of Directors is proposing the sum of N421,981,203.83 as dividend payment for the year ended 31st December 2022, with shareholders being paid 0.075kobo per N1.00 ordinary share subject to withholding tax. We hereby request your approval of this dividend proposal.

Board Changes

On the 27th of October 2022, Mr Michael Oyekanmi Onagbola assumed the role of Managing Director. I want to express my appreciation to Mr Peter Nwankwo for his exceptional service as Acting Managing Director, providing effective leadership and guidance during this period.

Mr Michael Oyekanmi Onagbola is a consummate professional with over 35 years of experience spanning Finance, Human Resource Management, Real Estate Management & Administration, Tax & Business Advisory, and Banking Operations. He has consistently demonstrated exceptional proficiency and knowledge throughout his extensive career.

He obtained a bachelor's degree in Agricultural Economics (First Class Hons) from the University of Ibadan in 1984. Mr Onagbola started his career at Deloitte Haskins & Sells (Chartered Accountants) 1985. He joined Arthur Andersen & Co (now KPMG) in the same year as part of the Tax & Business Advisory Group. He also had stints at the Nigerian American Merchant Bank (NAMBL) and Victory Merchant Bank Limited.

Mr Onagbola joined the Tropical General Investments (TGI) Group after almost 30 years of service and subsequently joined UBN Property Company Plc (UPCP) as the Managing Director.

On behalf of the Board, I welcome Mr Onagbola and wish him a successful career with UBN Property Company Plc.

Outlook for 2023

According to the International Monetary Fund (IMF), the Nigerian Economy is expected to grow by 3.2% in 2022, reflecting concerns around naira devaluation, high inflationary environment, and transition into a new government. There are heightened expectations from the new administration to address monetary, fiscal, and socio-economic headwinds that have impeded the country's growth.

Despite the prevailing macroeconomic conditions, the real estate and construction sectors display a positive outlook. It is expected that the growth rates achieved in 2022, with a 3.95% increase in real estate services and a 4.54% rise in construction, will be sustained. This positive outlook is attributed to the ongoing urbanisation trend, regulatory drive, and urgency to complete government projects before the government transition/handover.



As the sector continues to grow and the opportunities unfold, we have positioned ourselves to take advantage of the emerging opportunities, and we remain optimistic about delivering our objectives in 2023 whilst providing excellent services to all stakeholders to deliver maximum returns for shareholders.

Conclusion

The remarkable achievements we experienced in 2022 would not have been possible without the exceptional contributions of our dedicated management and staff. I extend my heartfelt gratitude for your unwavering commitment and relentless spirit in helping us reach our targets for the year.

Thank you to the Board for their invaluable guidance and support throughout the challenges we faced during the year.

Finally, as we look ahead to 2023, we are fully aware of the high expectations in the economic and political realms. Therefore, as we move forward into the new year, we will strengthen our strategy implementation efforts and build on the successes of 2022 to ensure we sustain strong financial performance.

A handwritten signature in black ink, appearing to read "Mudassir Amray".

Mudassir Amray
Chairman

MANAGING DIRECTOR'S STATEMENT



Introduction

Esteemed Shareholders, I am pleased to welcome you all to our company's 13th Annual General Meeting (AGM). It is an honour to present the financial statements for the year ended 31st December 2022 as my first year as CEO of Union Property.

In 2022, Nigeria's economy continued to recover from the adverse effects of the 2020 economic downturn caused by the Covid-19 pandemic. However, it is crucial to acknowledge that ripple effects hindered the country's year-on-year economic growth of 3.10% from the global economy, including supply chain bottlenecks. These external factors challenged Nigeria's overall financial performance throughout the year.

The country's oil production dropped below the allocated quota set by OPEC, which stood at approximately 1.8 million barrels per day (bpd). This decline was primarily due to the ongoing challenges of oil theft and vandalism the nation faces. Consequently, there was a decline in oil revenues, while the country's debt stock rose from N39.5trn in December 2021 to N46.25trn in December 2022. Notably, domestic debt constituted 59.6% of the total debt stock in 2022.

Meanwhile, the non-oil sector grew by 4.44% (in real terms) in the fourth quarter of 2022, driven mainly by Information and Communication (Telecommunication); Trade; Agriculture (Crop Production); Financial and Insurance (Financial Institutions); Manufacturing (Food, Beverage & Tobacco); and Real Estate and Construction. In aggregate terms, the non-oil sector contributed 94.33% to Gross Domestic Product (GDP) in 2022, higher than the 92.76% reported in 2021.

During the year, we witnessed high inflationary pressures fueled by the passthrough effects of exchange rate depreciation. Consequently, the Central Bank of Nigeria (CBN) raised the policy rate, which peaked at 16.5% in November 2022 from 11.5% at the start of the year, to control rising inflation.

Developments in Property Industry

In 2022, activities in the real estate market sustained the growth momentum of 2021 (following the recovery from the pandemic). Notwithstanding, the sector was challenged by sharp rises in the prices of construction materials and the cost of labour on the back of a high inflationary environment.

The market is starting to see a shift in investor interest from the high-income market, where there is an oversupply, to affordable housing segments with robust demand because of the market size. This development will boost the robustness of the residential market.

The real estate sector in 2022 also suffered from natural disasters arising from flooding across many parts of the country. The floods impacted the value of real estate in flood-prone communities. They affected residential settlements, commercial assets, infrastructural

development, and tourism-related income, disrupting business and commercial activities. The floods reportedly damaged forty-five thousand two hundred forty-nine houses.

A positive development in the real estate market is the re-enactment of the Lagos State Real Estate Regulatory Authority Law, 2022, which provides for the registration and issuance of permits to real estate professionals within Lagos State, filling investigation petitions and complaints against registered real estate professionals and the collation of data on real estate transactions within Lagos State.

2022 Financial Performance

The Company's Profit Before Tax (PBT) for the year grew by 392% to N1.3bn in 2022 from N 263 million in 2021 on the back of revenue from the sale of trading property.

Investment Income increased by 148% to N 541.9 million against N218.9 million in 2021. This was a result of the increased short-term placements.

Rental income fees grew by 12% from N85.4 million in 2021 to N95.7 million in 2022, while Property Management Fees increased by 18% to N38.5 million from N32.6 million in 2021. Similarly, Other Operating income grew by 93% from N363.6 million in 2021 to N702.9 million in 2022.

Total expenses increased by 23% to N244.8 million from N198.3 million in 2021, with personnel expenses increasing by 30% from N129.7 million to N168.1 million in 2022.

Total assets stood at N11.3 billion on 31 December 2022 compared to N10.7 billion recorded in 2021. Shareholders' funds grew 9% to N 9.4 billion in 2022 from N 8.6 billion in 2021.

Key Business Highlights

With the upbeat in the residential segments of real estate and pursuit of our strategy, the company completed the Parkview Residential Estate Development, otherwise known as 'The Meadow'. During the year, 47% of the units were sold, whilst plans are being intensified to sell the remaining units.

Given the successes recorded in the Parkview residential development, we are optimistic about acquiring new lands in viable locations for more residential development projects.

Regulatory Compliance

In 2022, the Company met all statutory and regulatory obligations required for the operation of the Company as a PLC.

2023 Outlook

Despite a challenging operating environment, we remain optimistic as we expect the real estate industry to sustain its 2022 growth momentum of 3.95% in real estate services and 4.54% in construction. Even so, some slowdown may be experienced between the 2nd and 3rd quarters of the year on the backdrop of the transition to a new government.

As a Company, we have revitalised our strategy for 2023 and positioned ourselves to take advantage of the opportunities as they unfold. We



have identified priority areas to expand our revenue streams, and they include:

- **Land acquisition and development of residential units:** Acquire new land(s) and develop residential units (of middle market apartments) for sale in Lagos and other viable locations.
- **Rental return on Company owned commercial property**
- **Develop Site and Services Scheme:** Explore good commercial land to build a warehouse for letting, lock-up shops and Event Centre

On behalf of my colleagues, I thank our shareholders for their continued support and patience over the years.

Finally, I wish to appreciate the commitment of our Board of Directors even as we count on their continued support in 2023.

Thank you.

A handwritten signature in black ink, appearing to read "Michael Onagbola".

Michael Onagbola

Managing Director

The Directors present their annual report on the affairs of UBN Property Company Plc (“the Company”), together with the financial statements and auditor’s report for the year ended 31st December 2022.

Legal Form And Principal Activity

The Company was incorporated in Nigeria under the Companies and Allied Matters Act as a Limited Liability Company on 24th March 2003 and has been in operation since then. On 11th February 2015, the Company was re-registered as a Public Limited Company. The address of its registered office is 163, Obafemi Awolowo Way, Alausa, Ikeja, Lagos, Nigeria.

Principal Activity

The principal activity of the Company is the development, sale and management of residential and office accommodation for corporate bodies and individuals.

Operating Results

The highlights of the Company’s operating results for the year are as follows:

in thousands of Nigerian Naira	2022	2021
Profit before income tax expense	1,293,962	262,995
Income tax expense	(406,306)	(71,140)
Profit after tax	887,656	191,855
Proposed dividend	(421,981)	(112,528)
Retained profit at the end of the year	465,675	79,327
Basic and diluted earnings per share (kobo)	16	3

Analysis of Shareholding

The shareholding structure of the Company is as stated below:

As of 31st December 2022

Range	No. of Holders	% of Total Holders	Units held	% of Total Holders
10 - 50,000	245	29.3%	6,898,442	0.1%
50,001 - 500,000	343	41.0%	71,320,162	1.3%
500,001 - 5,000,000	176	21.0%	338,913,722	6.0%
5,000,001 - 50,000,000	63	7.5%	1,231,859,085	21.9%
50,000,001 - 500,000,000	8	1.0%	1,208,654,815	21.5%
500,000,001 - and above	2	0.2%	2,768,769,825	49.2%
Grand Total	837	100%	5,626,416,051	100%

As of 31st December 2021

Range	No. of Holders	% of Total Holders	Units held	% of Total Holders
10 - 50,000	238	28.6%	6,842,936	0.1%
50,001 - 500,000	340	40.9%	69,721,367	1.2%
500,001 - 5,000,000	181	21.8%	351,963,922	6.3%
5,000,001 - 50,000,000	62	7.5%	1,224,589,086	21.8%
50,000,001 - 500,000,000	9	1.1%	1,778,298,740	31.6%
500,000,001 - and above	1	0.1%	2,195,000,000	39.0%
Grand total	831	100%	5,626,416,051	100%

Proposed Dividend

The Directors, pursuant to the powers vested in it by the provisions of the Companies and Allied Matters Act 2020, propose a dividend of NO.075kobo per N1.00 ordinary share from the retained earnings account as of 31st December 2022 (31st December 2021: NO.02kobo per N1.00 ordinary share). This proposed dividend will be presented to the shareholders for approval at the Annual General Meeting. The proposed dividend is subject to withholding tax at the appropriate tax rate.



Directors and Their Interests

The names of the Directors at the date of this report and of those who held offices during the year are as follows:	
Mudassir Amray	<i>Chairman (Appointed with effect from 19th July 2022)</i>
Emeka Okonkwo	<i>Chairman (Retired with effect from 2nd June 2022)</i>
Peter Nwankwo	<i>Acting Managing Director (Appointed with effect from 1st April 2022; Retired with effect from 30th December 2022)</i>
Oluwatosin Osikoya	<i>Managing Director (Retired with effect from 31st March 2022)</i>
Michael Onagbola	<i>Managing Director (Appointed with effect from 27th October 2022)</i>
Obiaku Nneze Akwiwu - Nwadike (Mrs)	<i>Non-Executive Director</i>
Remi Kolarinwa	<i>Independent Non-Executive Director</i>
Olajumoke Odulaja (Mrs)	<i>Non-Executive Director</i>

*Subsequent to year-end, on 9th January 2023, Michael Onagbola resumed as the Managing Director of the Company following the retirement of former Acting. Managing Director, Peter Nwankwo on 30th December 2022.

The direct interest of Directors in the issued share capital of the Company as recorded in the Register of Directors' Shareholding and / or as notified by the Directors for the purposes of the provisions of CAMA 2020 are as follows:

Directors	31-Dec-22		31-Dec-21	
	Holding	% of Holding	Holding	% of Holding
Mudassir Amray	-	-	-	-
Emeka Okonkwo	-	-	-	-
Peter Nwankwo	50,000	0.0009%	-	-
Oluwatosin Osikoya	-	-	-	-
Michael Onagbola	-	-	-	-
Obiaku Nneze Akwiwu - Nwadike (Mrs)	53,500,000	0.9509%	53,500,000	0.9509%
Remi Kolarinwa	-	-	-	-
Total	53,550,000	0.9518%	53,500,000	0.9509%

No director has notified the Company of any indirect interest in the Company's shares.

Directors' Interest in Contracts

In accordance with provision of the Companies and Allied Matters Act, 2020 none of the Directors has notified the Company of any declarable interests in contracts with the Company.

Directors' Retirements

The Director who retires by rotation and, being eligible, offers herself for re-election in accordance with Articles 26 and 27 of the Company's Articles of Association is Mrs. Obiaku Nneze Akwiwu - Nwadike.

Significant Shareholdings

According to the Register of Members, no shareholder other than the under-mentioned held at least 5% of the issued capital of the Company as at 31st December 2022:

	2022		2021	
	No. of shares	% Holding	No. of shares	% Holding
Union Bank of Nigeria Plc	2,195,000,000	39.01%	2,195,000,000	39.01%
Greenwich Registrars and Data Solutions Limited	573,769,825	10.20%	495,000,000	8.80%
Allianz Nigeria Insurance Nigeria Plc	495,000,000	8.80%	495,000,000	8.80%

Property, Plant and Equipment

Information relating to changes in property, plant and equipment is given in Note 15 to the financial statements.

Donations and Charitable Gifts

There was no donation made during the year (2021: N100,000 donation to NGO, One Precious Life Academy).

Employment of Physically Challenged Persons

The Company had no physically challenged persons in its employment during the year. However, applications for employment by physically challenged persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicants concerned. In the event of members of staff becoming physically challenged, every effort will be made to ensure that their employment with the Company continues and that appropriate training is arranged. It is the policy of the Company that training, career development and promotion of disabled persons, as far as possible, are identical with that of other employees.

Health, safety at work and welfare of employees

The Company places a high premium on the health, safety and welfare of its employees in their place of work. Medical facilities are provided to employees and their immediate families at the Company's expense.



Employees' Involvement and Training

The Company places considerable value on the involvement of its employees in the affairs of the Company and has a policy of keeping them informed on matters affecting them as employees and on the various factors affecting the performance of the Company.

The Company places a lot of emphasis on employee development and training. Consequently, in-house training is complemented by additional external training where the need is assessed as required or necessary.

Events after the reporting date

There were no subsequent events after reporting date which could have had material effect on the state of affairs of the Company as of 31st December 2022, which have not been adequately provided for or disclosed.

Divestment of Union Bank of Nigeria Plc's interest in the Company

Union Bank of Nigeria Plc (the Parent Company) obtained approval from the Central Bank of Nigeria in May 2013 to carry out its plan of divesting from all its non-banking subsidiaries within 18 months (eighteen months) from the date of approval. This was in accordance with the Central Bank of Nigeria's Regulation 3 (Regulation on the Scope of Banking Activities and Ancillary Matters, No. 3, 2010). The specified period for disposal of the Bank's interest in UBN Property Company Plc lapsed in November 2014.

The Parent Company is however restrained from proceeding with the divestment as a result of litigation instituted by some of the Company's shareholders in respect of the private placement conducted by the Company in 2006. Hence, the Directors of the Company have deferred the divestment process until such a time as the pending litigation is resolved. This matter is not expected to have any significant impact on the entity.

Operational Risk Management

Major sources of operational risk include operational process, IT security, dependence on key suppliers, fraud, human error, regulatory compliance, recruitment, training, retention of staff, and social and environmental impact. The Company has strict operational procedures in place. The compliance and risk management are monitored and reported to the Board of Directors.

Auditor

Messrs. Ernst & Young (EY) acted as the Company's independent auditor during the financial year ended 31st December 2022. The independent auditor's report was signed by Babayomi Ajijola, a partner in the firm, with Financial Reporting Council (FRC) membership number FRC/2013/ICAN/00000001196.

Messrs. Ernst & Young (EY) has indicated willingness to continue in office as auditor in accordance with Section 401(2) of the Companies and Allied Matters Act 2020, Laws of the Federation of Nigeria.

By order of the Board

Somuyiwa A. Sonubi

FRC/2013/NBA/00000002061

Company Secretary

27th February 2023

STATEMENT OF CORPORATE RESPONSIBILITY FOR THE FINANCIAL STATEMENTS



In line with the provision of Section 405 of the Companies and Allied Matters Act, 2020, we have reviewed the audited financial statements of the Company for the year ended 31st December 2022 based on our knowledge as follows:

- i. The audited financial statements do not contain any untrue statement of material fact or omit to state a material fact which would make the statements misleading.
- ii. The audited financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the Company as of and for the year ended 31st December 2022.
- iii. The Company's internal controls have been designed to ensure that all material information relating to the Company is received and provided to the auditors in the course of the audit.
- iv. The Company's internal controls were evaluated within ninety (90) days of the financial reporting date and are effective as of 31st December 2022.
- v. That we have disclosed to the Company's auditor and Statutory Audit Committee the following information:
 - a. there are no significant deficiencies in the design or operation of the Company's internal controls which could adversely affect the Company's ability to record, process, summarise and report financial data, and have discussed with the auditors any weaknesses in internal controls observed in the course of audit.
 - b. there is no fraud involving management or other employees which could have any significant role in the Company's internal control.
- vi. There are no significant changes in internal controls or in the other factors that could significantly affect internal controls subsequent to the date of this audit, including any corrective actions with regard to any observed deficiencies and material weaknesses.

Handwritten signature of Michael Onagbola in blue ink.

Michael Onagbola
FRC/2023/PRO/DIR/071/413829
Managing Director
27th February 2023

Handwritten signature of Oluwagbenga Adeoye in blue ink.

Oluwagbenga Adeoye
FRC/2013/ICAN/00000002063
Chief Financial Officer
27th February 2023

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO THE PREPARATION OF THE FINANCIAL STATEMENTS



Section 377 of 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 and other comprehensive income. 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 International Financial Reporting Standards, the relevant requirements of the Companies and Allied Matters Acts, 2020 and the Financial Reporting Council of Nigeria Act, No. 6, 2011.
- 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 the International Financial Reporting Standards, the relevant requirements of the Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria Act, No. 6, 2011.

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 and other comprehensive income. 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 (12) months from the date of this statement,

Signed on behalf of the Board of Directors by:

Handwritten signature of Michael Onagbola in black ink.

Michael Onagbola
FRC/2023/PRO/DIR/071/413829
Managing Director

27th February 2023

Handwritten signature of Mudassir Amray in black ink.

Mudassir Amray
FRC/2020/002/00000020256
Chairman

27th February 2023

CORPORATE GOVERNANCE REPORT



Corporate Governance practices in UBN Property Company Plc (“UPCP” or “the Company”) are as codified in the Securities and Exchange Commission (“SEC”) Code of Corporate Governance of 2011, the Nigerian Code of Corporate Governance of 2018 by the Financial Reporting Council of Nigeria, and other relevant statutes. These provide guidance for the governance of the Company, compliance with regulatory requirements and form the basis of the core values upon which the Company is run. The codes and statutes are geared towards ensuring the accountability of the Board of Directors (“the Board”) and Management to the stakeholders of the Company in particular and emphasize the need to meet and address the interests of a range of stakeholders, to promote the long-term sustainability of the Company.

UPCP is committed to the best corporate governance practices and believes that adherence and commitment to high governance principles and standards is the panacea for effective control and management of the Company. The principle of good corporate governance practices remains one of our core values and an important ingredient in creating, protecting, promoting and sustaining shareholders’ interests, rights and values, as well as delivering excellent service to our customers. The Company is committed to the highest ethical standards and transparency in the conduct of its business.

In compliance with the requirements of the SEC Code of Corporate Governance, an annual board appraisal review is conducted by an independent consultant (DSCL Corporate Services Limited) appointed by the Company, whose report is submitted to the Board and presented to shareholders at the Annual General Meeting (AGM) of the Company.

Securities Trading Policy

To further demonstrate its commitment to transparency and ensure compliance with regulatory requirements, the Company has developed a Securities Trading Policy in line with the SEC Code of Corporate Governance. The Policy sets out the process by which directors, staff, shareholders, key management personnel, third party service providers or any other connected persons who have direct or indirect access to the Company’s insider information can deal in the Company’s securities. It also prohibits the trading of the Company’s securities during ‘Closed Periods’. The policy is designed to ensure that its compliance is monitored on an ongoing basis.

Complaints’ Management Policy

The Company’s Complaints’ Management Policy has been prepared pursuant to the Rules Relating to the Complaints’ Management Framework of the Nigerian Capital Market issued by the SEC on 16th February 2015. The Policy applies strictly to the Company’s shareholders and provides an avenue for them to make complaints regarding their shareholding and relationship with the Company.

The Complaints’ Management Policy aims to promote and safeguard the interest of the Company’s shareholders and investors, with its primary objective of ensuring that the activities of the board and management are in the best interest of the Company and its shareholders. The policy, jointly implemented by the Registrar and the Company Secretary, sets out the process and channels through which shareholders can submit their complaints, and the process for managing these complaints.

Whistle Blowing Procedures

In line with the Company’s commitment to instill the best corporate governance practices, the Company’s anonymous whistle-blowing channel is independent through the following media:

- Whistle blower hotline: 01-2805791
- Email: Tip-offs@deloitte.com.ng

This is to uphold commitment to the highest standards of openness, integrity, accountability and ethical standards. There is a direct link to the web portal (<https://tradeconnect.unionbankng.com/WhistleBlower/>) on the Company’s website and intranet to enable stakeholders, including members of staff, report all suspected breaches of the Company’s Code of Corporate Governance.

Remuneration Policy for Directors and Senior Management

The Company’s Remuneration Policy for directors and senior management is geared towards attracting, retaining and motivating the best talent and enables the Company achieve its financial, strategic and operational objectives. The policy sets out amongst others, the structure and components of the remuneration packages for Executive and Non-Executive Directors and ensures that the remuneration packages comply with the SEC Code of Corporate Governance.

In line with the provisions of the extant regulations and codes of corporate governance, the remuneration of directors and senior management is set at levels, which are fair and competitive, and take into consideration the economic realities in the real estate services sector and the Company’s financial performance.

Governance Structure

The following governance bodies are in place.

REPORT OF THE STATUTORY AUDIT COMMITTEE



In compliance with Section 404 of Companies and Allied Matters Act, 2020, we reviewed the financial statements of UBN Property Company Plc. for the year ended 31st December 2022 and hereby state as follows:

- 1 The scope and planning of the audit were adequate in our opinion;
- 2 The accounting and reporting policies of the Company conformed with the statutory requirements and agreed ethical practices;
- 3 The Internal Control and Internal Audit functions were operating effectively;
- 4 The External Auditor's findings as stated in the Management Letter are being dealt with satisfactorily by the management; and
- 5 Related party balances and transactions have been disclosed in Note 28 to the financial statements in accordance with requirements of the International Financial Reporting Standards (IFRS).

Signed on behalf of the Committee by:

A handwritten signature in black ink, appearing to be "K. Oladosu", written over a horizontal line.

Kamarudeen Oladosu FCA
FRC/2013/CISN/00000005091
Chairman, Audit Committee
27th February 2023

MEMBERS OF THE COMMITTEE

- | | | |
|---|------------------------|-----------------|
| 1 | Kamarudeen Oladosu FCA | <i>Chairman</i> |
| 2 | Remi Kolarinwa | <i>Member</i> |
| 3 | Nornah Awoh | <i>Member</i> |
| 4 | Olajumoke Odulaja | <i>Member</i> |
| 5 | Timothy Oyedele | <i>Member</i> |

DCSL Corporate Services Limited

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Lagos, Nigeria

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info@dcs.com.ng
www.dcs.com.ng

RC NO. 352393

Abuja Office:

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Plot 1002, 1st Avenue
Off Shehu Shagari Way Central Business District
Abuja, Nigeria
Tel: +234 9 4614902-5

6th July 2023

REPORT OF THE EXTERNAL CONSULTANTS ON THE PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS OF UBN PROPERTY COMPANY PLC FOR THE FINANCIAL YEAR-ENDED 31ST DECEMBER 2022

The Board of UBN Property Company Plc (“UBN Property”, “the Company”) engaged DCSL Corporate Services Limited (“DCSL”) to carry out an evaluation of the performance of the Board of Directors for the year-ended 31st December 2022, in line with Principle 14.1 of the Nigerian Code of Corporate Governance 2018 (NCCG), Section 15.1 of the Securities and Exchange Commission Corporate Governance Guidelines (SCGG), as well as global best practices on Corporate Governance.

The appraisal entailed a review of the Company’s corporate and statutory documents, Minutes of Board and Committee meetings, policies and other ancillary documents made available to us and the administration of questionnaires to Directors.

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

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

The Board has the responsibility for putting in place adequate corporate governance structures and practices and approving policies that will ensure the Company carries on its business in accordance with its Memorandum and Articles of Association as well as in conformity with applicable laws, codes and regulations to guarantee sustainability. Our review confirms that the Board of UBN Property Company Plc substantially complied with the provisions of the SCGG and NCCG Codes, and that the activities of the Board significantly align with provisions of the Codes and corporate governance best practices.

Details of our key findings and recommendations are contained in our detailed Report.

Yours faithfully,

For: DCSL Corporate Services Limited



Bisi Adeyemi
Managing Director

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



TO THE MEMBERS OF UBN PROPERTY COMPANY PLC

Report on the audit of the financial statements

Opinion

We have audited the financial statements of UBN Property Company Plc ("the Company"), which comprise the statement of financial position as at 31 December 2022, and the statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of UBN Property Company Plc as at 31 December 2022 and of its financial performance and cash flows for year then ended and have been prepared in accordance with the International Financial Reporting Standards, the provisions of the Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria Act No. 6, 2011.

Basis for opinion

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

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were most significant 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, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated and separate financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matter	How our audit addressed the matter
<p>Valuation of investment property</p> <p>The carrying value of investment property as at 31 December 2022 amounted to N3.090 billion (2021: N3.059 billion). This represents 27% (2021: 29%) of the total assets. The fair value gain on it for the year then ended amounted to N30 million (2021: N30 million).</p> <p>It is the Company's policy that Investment Property is stated at fair value as determined by independent external valuation experts.</p> <p>Determining the fair value of investment property requires a high level of professional judgement and assessment. The value of the property was assessed by a professional valuer using the market data approach (Comparison methods of valuation) based on recent sales transaction of similar sites in comparable location.</p> <p>In the Comparison method of valuation, the fair values are determined by applying the direct market evidence. This valuation model reflects the current price on actual transaction for similar properties in the area in recent times.</p> <p>The valuation of investment property was considered to be a key audit matter due to the inherent subjectivity in determining the property values.</p> <p>The Company's accounting policy on investment property and related disclosures are shown in notes 3.3 and Note 14 to the financial statements respectively.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> • We assessed the external property valuers' qualifications, experience and expertise in the properties being valued and considered their objectivity and independence. • We assessed the reasonableness of the adjusted valuation per square meter by carrying out independent online research on the market price for properties in the same location. • We assessed an independent valuer to review the valuation report of the investment properties and conclude on the completeness and reasonableness of the analysis included in the report. • We engaged an independent valuer to assess the valuation method adopted and conclude whether the valuation method as applied by the external valuers is acceptable and in accordance with applicable standards, for the purpose of the valuation of the underlying investment property.

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the document titled "UBN Property Company Plc Annual Report for the year ended 31 December 2022", which includes the Report of the Directors, Statement of Corporate Responsibility for the preparation of the financial statements, Statement of Directors' Responsibilities in Relation to the Preparation of Financial Statements, Statement of Corporate Governance, Report of the Statutory Audit Committee, Value Added Statement and Five-Year Financial Summary as required by the provisions of the Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria Act No. 6, 2011, which we obtained prior to the date of this report. The other information does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in 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 other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

Report on Other Legal and Regulatory Requirements

In accordance with the requirement of the Fifth Schedule of the Companies and Allied Matters Act, 2020, 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, in so far as it appears from our examination of those books;
- iii the Company's statement of financial position and statement of profit or loss and other comprehensive income are in agreement with the books of account;



Babayomi Ajjola

FRC/2013/ICAN/00000001196

For: Ernst & Young

Lagos, Nigeria

Date: 31st January 2023



STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2022



<i>in thousands of Nigerian Naira</i>	Notes	2022	2021*
Revenue from the sale of trading property	7	1,954,684	190,000
Cost of sales of trading property	7	(1,157,383)	(124,923)
Profit from the sale of trading property		797,301	65,077
Property management fees	7	38,548	32,617
		835,849	97,694
Other operating income			
Rental income from investment property	8	95,720	85,416
Interest income calculated using the effective interest method	10	541,881	218,930
Other income	11	34,286	29,275
Fair value gain on investment property	9	31,000	30,000
Other operating income		702,887	363,621
Total income		1,538,736	461,315
Personnel expenses	12	(168,114)	(129,689)
Depreciation of property, plant and equipment	15	(9,230)	(10,251)
Amortisation of intangible assets	16	-	(817)
Operating expenses	13	(67,430)	(57,563)
Total expenses		(244,774)	(198,320)
Profit before income tax expense		1,293,962	262,995
Income tax expense	22.1	(406,306)	(71,140)
Profit after tax		887,656	191,855
Other comprehensive income for the year		-	-
Total comprehensive income for the year, net of tax		887,656	191,855
Basic and diluted earnings per share (kobo)	26	16	3

* Please refer to note 33 for more details with respect to the restatement.

The accompanying notes to the financial statements are an integral part of these financial statements.

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022



<i>in thousands of Nigerian Naira</i>	Notes	31 December 2022	31 December 2021
Non-Current Assets			
Investment property	14	3,090,000	3,059,000
Property, plant and equipment	15	48,794	17,098
		3,138,794	3,076,098
Current assets			
Trading properties	17	1,282,003	2,166,679
Trade and other receivables	18	44,056	23,680
Cash and cash equivalents	19	6,880,528	5,413,417
		8,206,587	7,603,776
Total assets		11,345,381	10,679,874
Non-current liabilities			
Deferred tax liabilities	23	190,857	186,850
		190,857	186,850
Current liabilities			
Trade and other payables	20	649,509	519,658
Current income tax payable	22.3	406,718	63,906
Other liabilities	21	727,506	1,313,797
		1,783,733	1,897,361
EQUITY			
Share capital	25.1	5,626,416	5,626,416
Share premium	25.1	1,092,822	1,092,822
Retained earnings		2,651,553	1,876,425
		9,370,791	8,595,663
Total liabilities and equity		11,345,381	10,679,874

The financial statements were approved by the Board of Directors on 27 February 2023 and signed on its behalf by:

Mudassir Amray (Chairman)
FRC/2020/002/00000020256

Michael Onagbola (Managing Director)
FRC/2023/PRO/DIR/071/413829

Oluwagbenga Adeoye (Chief Financial Officer)
FRC/2013/ICAN/00000002063

The accompanying notes to the financial statements are an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2022



<i>in thousands of Nigerian Naira</i>	Note	Share capital	Share premium	Retained earnings	Total equity
As at 1 January 2022		5,626,416	1,092,822	1,876,425	8,595,663
Profit for the year		-	-	887,656	887,656
Other comprehensive income for the year		-	-	-	-
Total comprehensive income for the year, net of tax		-	-	887,656	887,656
Transactions with owners of equity					
Dividends declared and paid at N0.02kobo per N1.00 ordinary share		-	-	(112,528)	(112,528)
Total transactions with owners of equity		-	-	(112,528)	(112,528)
As at 31 December 2022		5,626,416	1,092,822	2,651,553	9,370,791
As at 1 January 2021		5,626,416	1,092,822	1,853,363	8,572,601
Profit for the year		-	-	191,855	191,855
Other comprehensive income for the year		-	-	-	-
Total comprehensive income for the year, net of tax		-	-	191,855	191,855
Transactions with owners of equity					
Dividends declared and paid at N0.03kobo per N1.00 ordinary share		-	-	(168,793)	(168,793)
Total transactions with owners of equity		-	-	(168,793)	(168,793)
As at 31 December 2021		5,626,416	1,092,822	1,876,425	8,595,663

The accompanying notes to the financial statements are an integral part of these financial statements.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2022



<i>in thousands of Nigerian Naira</i>	Notes	2022	2021
Cash flows from operating activities			
Profit before income tax		1,293,962	262,995
Adjustments to reconcile profit before tax to net cash flows			
Depreciation of property, plant and equipment	15	9,230	10,251
Amortization of intangible assets	16	-	817
Fair value gain on investment property	9	(31,000)	(30,000)
Interest income	10	(541,881)	(218,930)
Reversal of provisions for litigation	11	-	(10,000)
Accruals no-longer required	27.2	(2,381)	(1,274)
Non-cash retirement benefits*		5,764	-
Operating profit before changes in working capital		733,694	13,859
Changes in working capital			
Increase in trade and other receivables	27.1	(51,046)	(3,882)
Decrease/(increase) in trading properties	17.2	884,676	(379,013)
(Decrease)/increase in other liabilities	27.3	(586,291)	961,779
Increase/(decrease) in trade and other payables	27.2	132,232	(25,110)
		1,113,265	567,633
Provision for litigation paid		-	(25,000)
Income tax paid	22.3	(28,817)	(3,370)
Net cash flows from operating activities		1,084,448	539,263
Cash flows from investing activities			
Interest income received	27.4	541,881	218,930
Purchases of property, plant and equipment	15	(46,690)	(5,236)
Net cash flows from investing activities		495,191	213,694
Cash flows from financing activities			
Dividends paid		(112,528)	(168,793)
Net cash flows used in financing activities		(112,528)	(168,793)
Net increase in cash and cash equivalents		1,467,111	584,164
Cash and cash equivalents as at 1 January	19	5,413,417	4,829,253
Cash and cash equivalents as at 31 December	19	6,880,528	5,413,417

*This relates to carrying amount of the status car that was given to former Managing Director as part of his retirement benefits. The cost is included as part of the gratuity amount in Note 12 (personnel expenses).

The accompanying notes to the financial statements are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS



1. Reporting Entity

UBN Property Company Plc ('the Company') was incorporated in Nigeria under the Companies and Allied Matters Act as a limited liability company on 24th March 2003. On 11th February 2015, the Company was re-registered as a public limited liability Company. The address of its registered office is 163, Obafemi Awolowo Way, Alausa, Ikeja, Lagos, Nigeria.

The Company is involved in the development, sale and management of residential and office accommodation for corporate bodies and individuals. The Company is a subsidiary of Union Bank of Nigeria Plc.

2. Basis of Preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS). These financial statements comply with the requirements of Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria Act, 2011. The accounting policies have been consistently applied to all periods presented. The financial statements for the year ended 31 December 2022 were authorised for issue by the Company's Board of Directors on 27 February 2023.

2.2 Functional and presentation currency

These financial statements are presented in Nigerian Naira, which is the Company's functional and presentation currency. Except as indicated, financial information presented in Naira has been rounded to the nearest thousand.

2.3 Basis of measurement

These financial statements are prepared on the historical cost basis except for investment properties measured at fair value and trading properties measured at lower of cost and net realisable value.

2.4 Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Information about judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in note 6.

3. Summary of Significant Accounting Policies

3.1 Property, plant and equipment

(i) Recognition and measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:
(a) it is probable that future economic benefits associated with the item will flow to the entity; and
(b) the cost of the item can be measured reliably.

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset.

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

(ii) Subsequent costs

The cost of replacing part of an item of property or equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property and equipment are recognised in profit or loss as incurred.

(iii) Depreciation

Items of property and equipment are depreciated from the date they are available for use or, in respect of self-constructed assets, from the date that the assets are completed and ready for use. Depreciation is calculated to write off the depreciable value of items of property and equipment less their estimated residual values using the straight-line basis over their estimated lives. Depreciation begins when an asset is available for use and ceases at the earlier of the date that the asset is derecognised or classified as held for sale in accordance with IFRS 5 - Non-current Assets Held for Sale and Discontinued Operations.

Depreciation is recognised in profit or loss. The estimated useful lives for the current and comparative period are as follows:

Plant and machinery	5 years
Furniture and fittings	5 years
Office equipment	5 years
Motor vehicles	4 years

Depreciation methods, useful lives and residual values are reassessed at each reporting date.

(iv) De-recognition

An item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

3.2 Intangible assets

i. Recognition and measurement

Intangibles are carried at cost less accumulated amortisation and impairment losses. Subsequent expenditure of intangible assets are capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

ii. Subsequent costs

The cost of replacing part of an item of software is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of Software are recognised in profit or loss as incurred.

iii. Amortization

Amortization is recognized in the profit or loss on a straight-line basis over the estimated useful life of the software, from the date that it is available for use since this most reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life of software is five years.

The amortization methods, useful lives and residual values are reviewed at each financial year-end if appropriate.

iv. De-recognition

Intangible assets are derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gains 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 profit or loss in the year the asset is recognized.

3.3 Investment property

Property that is held for long-term rental yield or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Land held under operating leases is classified and accounted for by the Company as investment property.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment property is carried at fair value with any change therein recognised in profit or loss. Investment property under construction is measured at fair value if the fair value is considered to be reliably determinable.

Investment properties under construction for which the fair value cannot be determined reliably, but for which the Company expects that the fair value of the property will be reliably determinable when construction is completed, are measured at cost less impairment until the fair value becomes reliably determinable or construction is completed - whichever is earlier. Fair value is based on active market prices, adjusted, if necessary, for differences in the nature, location or condition of the specific asset. If this information is not available, the Company uses alternative valuation methods, such as recent prices on less active markets.

Valuations are performed as of the reporting date by professional valuers who hold recognised and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. These valuations form the basis for the carrying amounts in the financial statements.

Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value. The fair value of investment property reflects, among other things, rental income from current leases and other assumptions market participants would make when pricing the property under current market conditions.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the



carrying amount of the replaced part is derecognised. Investment properties are derecognised when they have been disposed.

Where an investment property undergoes a change in use, evidenced by commencement of development with a view to sale, the property is transferred to trading properties. A property's deemed cost for subsequent accounting as trading properties is its fair value at the date of change in use.

3.4 Trading properties

Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as trading property and is measured at the lower of cost and net realisable value (NRV).

Cost includes:

- i. Freehold and leasehold rights for land
- ii. Amounts paid to contractors for construction
- iii. Other directly attributable costs e.g planning and design costs, costs of site preparation, professional fees for legal services, property transfer taxes, construction overheads and other related costs.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make sale. Trading properties under construction are treated as work-in-progress and measured at cost.

The cost of inventory property recognised in profit or loss on disposal is determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold. Non-refundable commissions paid to sales or marketing agents on the sale of real estate units are expensed when paid.

3.5 Financial instruments

3.5.1 Recognition and initial measurement

The Company initially recognises trade receivables and debt securities on the date on which they are originated. All other financial instruments are recognised on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is measured initially at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

3.5.2 Classification

i. Financial assets

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

A debt instrument is measured at FVOCI only if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI.

All other financial assets are classified as measured at FVTPL. In addition, on initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets are not reclassified subsequent to their initial recognition unless the company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Business model assessment

The Company makes an assessment of the objective of a business model in which an asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice.
- how the performance of the portfolio is evaluated and reported to the Company's management;
- how managers of the business are compensated.

- the risks that affect the performance of the business model (and the financial assets held within that business model) and its strategy for how those risks are managed;
- the frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sales activity. However, information about sales activity is not considered in isolation, but as part of an overall assessment of how the Company's stated objective for managing the financial assets is achieved and how cash flows are realised.

Assessment of whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, principal is defined as the fair value of the financial asset on initial recognition.

Interest is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs as well as profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

3.5 Financial instruments

i. Financial assets

Financial assets - Subsequent measurement and gains and losses

All financial assets are classified as measured at amortised cost. These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss as derecognition is recognised in profit or loss.

Financial liabilities - Classification, subsequent measurement and gains and losses

The Company classifies its financial liabilities as measured at amortised cost. Financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense is recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

3.5.3 Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred as liabilities assumed) is recognised in profit or loss.

3.5.4 Modifications of financial assets and financial liabilities

Financial assets

If the terms of a financial asset are modified, then the Company evaluates whether the cash flows of the modified asset are substantially different.

If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognised and a new financial asset is recognised at fair value plus any eligible transaction costs. Any fees received as part of the modification are accounted for as follows:

- fees that are considered in determining the fair value of the new asset and fees that represent reimbursement of eligible transaction costs are included in the initial measurement of the asset; and
- other fees are included in profit or loss as part of the gain or loss on derecognition.

If such a modification is carried out because of financial difficulties of the borrower/counterparty, then the gain or loss is presented together with impairment losses. In other cases, it is presented as interest income calculated using the effective interest rate method.

Financial liabilities

The Company derecognises a financial liability when its terms are modified, and the cash flows of the modified liability

are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability derecognised and consideration paid is recognised in profit or loss. Consideration paid includes non-financial assets transferred, if any, and the assumption of liabilities, including the new modified financial liability.

If the modification of a financial liability is not accounted for as derecognition, then the amortised cost of the liability is recalculated by discounting the modified cash flows at the original effective interest rate and the resulting gain or loss is recognised in profit or loss. For floating-rate financial liabilities, the original effective interest rate used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification. Any costs and fees incurred are recognised as an adjustment to the carrying amount of the liability and amortised over the remaining term of the modified financial liability by re-computing the effective interest rate on the instrument.

3.5.5 Offsetting

Financial assets and financial liabilities are offset, and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3.5.6 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

When one is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction. The Company recognises transfers between levels of fair value hierarchy as at the end of the reporting period during which the change has occurred.

3.5.7 Impairment of financial assets

The Company recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost. The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment, that includes forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

The Company considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The Company considers a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'. The Company considers this to be B- or higher per Fitch rating or BBB+ or higher per Global credit rating. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of credit risk

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash

shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Company has a policy of writing off the gross carrying amount when the financial asset is 180 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due. Recoveries of amounts previously written off are included in 'impairment losses on financial instruments' in the statement of profit or loss.

3.6 Impairment of other non- financial assets

The carrying amounts of the Company's non-financial assets other than deferred tax assets, trading properties and investment property are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount.

The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Reversals of impairment losses are recognised in profit or loss.

3.7 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less from the acquisition date, which are subject to insignificant risk of changes in their fair value and are used by the Company in the management of its short term commitments. Cash and cash equivalents are carried at amortised cost in the statement of financial position.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

3.8 Share capital

The ordinary share capital of the entity is classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity net of any tax effects.

3.9 Dividend on ordinary shares

The Company recognises a liability to pay a dividend when the distribution is authorised, and the distribution is no longer at the discretion of the Company. A distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

3.10 Earnings per share

The Company presents basic and diluted 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 Company 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.

3.11 Taxation

Income tax

Income tax expense comprises current tax (company income tax, tertiary education tax National Information Technology Development Agency levy and Nigeria Police Trust Fund levy) and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income. The Company had determined that interest and penalties relating to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore are accounted for under IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

Current tax

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

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

- Company income tax is computed on taxable profits
- Tertiary education tax is computed on assessable profits
- National Information Technology Development Agency levy is computed on profit before tax
- Nigeria Police Trust Fund levy is computed on net profit (i.e. profit after deducting all expenses and taxes from revenue earned by the company during the year)

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

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

Minimum tax

A Company is subject to Minimum tax in a year where it has no taxable profit on which to base its tax liabilities on. Taxes based on taxable profit for the period are treated as income tax in line with IAS 12; whereas Minimum tax which is based on gross amount which is outside the scope of IAS 12 and are not presented as part of income tax expense in the profit or loss but rather presented above the income tax line as Minimum tax.

Where the minimum tax charge is higher than the Company Income Tax (CIT), a hybrid tax situation exists. In this situation, the CIT is recognised in the income tax expense line in the profit or loss and the excess amount is presented above the income tax line as minimum tax.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences.

If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans of the Company. 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; such reductions are reversed when the probability of future taxable

profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

3.12 Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and has no legal or constructive obligation to pay further amount. Obligations for contributions to defined contribution plans are recognised as personnel expenses in profit or loss in the periods during which related services are rendered. Currently employees and the Company contribute 10% and 12.5% respectively of the qualifying employee salary in line with the provisions of the Pension Reform Act 2014.

Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. Short-term benefits include wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised

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

3.13 Provisions

A provision is recognised if, as a result of a past event, the Company 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. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

i. Restructuring

A provision for restructuring is recognised when the Company has approved a detailed and formal restructuring plan, and the restructuring either has commenced or has been announced publicly. Future operating losses are not provided for.

ii. Onerous contract

A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

3.14 Revenue recognition

Revenue is recognised when (or as) the Company satisfies a performance obligation by transferring a promised good or service (i.e. a property) to a customer. An asset is transferred when (or as) the customer obtains control of that asset. When (or as) a performance obligation is satisfied, the Company recognises revenue as the amount of the transaction price that is allocated to that performance obligation. The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, some rent).

i. Revenue- sales of trading properties:

This is the gross inflow received from the sale of properties which is the ordinary activity of UBN Property Company Plc (UPCP). UPCP's properties includes residential apartments and assets under construction. Revenue for a performance obligation is recognised at a point in time upon transfer of control of the promised good or service. Transfer of control is evaluated based on other evidence of performance of the customer such as physical enhancement of the property, physical possessions of the property etc. This is largely because the Company may retain legal title solely as protection against the customer's failure to pay, those rights of the Company would not preclude the customer from obtaining control of a property.

ii. Property Management Fees

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Property Management fees are fees received for maintenance of property and on rent received on behalf of landlord. The Company concluded that revenue from Properties Management is to be recognised over time; as service is being performed which automatically transfers control.

iii. Rental income

The Company is the lessor in operating leases. Rental income arising from operating leases on properties is accounted for on a straight-line basis over the lease terms and is included in revenue in the profit or loss due to its operating nature, except for contingent rental income which is recognised when it arises. Initial direct costs incurred in negotiating and arranging an operating lease are recognised as an expense over the lease term on the same basis as the lease income.

iv. Interest income

This comprises interest income earned on short-term deposits, treasury bills and other fixed term securities. Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in profit or loss.

v. Other income:

Other income includes gain on disposal of investment properties, foreign exchange gain, fee income and other sundry income etc. Income is recognized when the right to receive income is established. Income from the sale of investment properties is recognised by the entity when the control have been transferred to the customer, which is considered to occur when title passes to the customer, all managerial responsibilities and control are completely devolved to the customer and where the costs and income on sale can be measured reliably.

4. Standards Issued But Not Yet Effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

4.1 IFRS 17 Insurance Contracts

In May 2017, the IASB issued IFRS 17 Insurance Contracts (IFRS 17), a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, IFRS 17 will replace IFRS 4 Insurance Contracts (IFRS 4) that was issued in 2005. IFRS 17 applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features.

A few scope exceptions will apply. The overall objective of IFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in IFRS 4, which are largely based on grandfathering previous local accounting policies, IFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of IFRS 17 is the general model, supplemented by:

- * A specific adaptation for contracts with direct participation features (the variable fee approach)
- * A simplified approach (the premium allocation approach) mainly for short-duration contracts

IFRS 17 is effective for reporting periods beginning on or after 1 January 2023, with comparative figures required. Early application is permitted, provided the entity also applies IFRS 9 and IFRS 15 on or before the date it first applies IFRS 17. IFRS 17 will have no impact on the Company, as it does not issue insurance contract.

4.2 Amendments to IAS 1 - Classification of Liabilities as Current or Non-current

In January 2020, the Board issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

Right to defer settlement

The Board decided that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date.

Existence at the end of the reporting period

The amendments also clarify that the requirement for the right to exist at the end of the reporting period applies

regardless of whether the lender tests for compliance at that date or at a later date.

Management expectations

IAS 1.75A has been added to clarify that the 'classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability for at least twelve months after the reporting period'. That is, management's intention to settle in the short run does not impact the classification. This applies even if settlement has occurred when the financial statements are authorised for issuance.

Meaning of the term 'settlement'

The Board added two new paragraphs (paragraphs 76A and 76B) to IAS 1 to clarify what is meant by 'settlement' of a liability. The Board concluded that it was important to link the settlement of the liability with the outflow of resources of the entity.

In cases where a conversion option is classified as a liability or part of a liability, the transfer of equity instruments would constitute settlement of the liability for the purpose of classifying it as current or non-current. Only if the conversion option itself is classified as an equity instrument would settlement by way of own equity instruments be disregarded when determining whether the liability is current or non-current.

The Company will apply this amendment when it becomes effective on 1 January 2023.

The amendments are not expected to have a material impact on the Company.

4.3 Definition of Accounting Estimates - Amendments to IAS 8

In February 2021, the IASB issued amendments to IAS 8, in which it introduces a definition of 'accounting estimates'. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed.

The amendments are not expected to have a material impact on the Company.

4.4 Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to IAS 1 are applicable for annual periods beginning on or after 1 January 2023 with earlier application permitted. Since the amendments to the Practice Statement 2 provide non-mandatory guidance on the application of the definition of material to accounting policy information, an effective date for these amendments is not necessary.

The Company is currently assessing the impact of the amendments to determine the impact they will have on the Company's accounting policy disclosures.

4.5 Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12

The IASB proposed amendments to IAS 12 that would require an entity to recognise deferred tax on initial recognition of particular transactions to the extent that the transaction gives rise to equal amounts of deferred tax assets and liabilities. The proposed amendments would apply to transactions such as leases and decommissioning obligations for which an entity recognises both an asset and a liability.

The Board expects that applying the proposed amendments would increase comparability between entities and would result in useful information for users of financial statements. This is because it would align the accounting for the tax effects of particular transactions with the general principle in IAS 12 of recognising deferred tax for all temporary differences.

These amendments will currently have no impact on the financial statements of the Company.

4.6 Lease liability in a Sale and Leaseback - Amendments to IFRS 16

In September 2022, the Board issued Lease Liability in a Sale and Leaseback (amendments to IFRS 16). The amendment

to IFRS 16 specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

The amendment is effective for annual reporting periods beginning on or after 1 January 2024 and applies to seller-lessee. This amendment will currently have no impact on the financial statements of the Company.

5. Financial Risk Management

Introduction and overview

The Company has exposure to the following risks from financial instruments:

- Credit Risk
- Liquidity Risk
- Market Risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limit and control, and to monitor risks and adherence to limit. The risk management policies are reviewed regularly to reflect changes in the market condition and in the Company's activities.

5.1 Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit from its leasing activities, trade and other receivables, investment securities and deposits with banks and other financial institutions.

The Company has no significant concentration of credit risk as money market transactions are limited to financial institutions with good credit rating. For other counterparties that are small and medium enterprises and individuals who have no formal credit rating, the Company ensures that the primary source of repayment must be from an identifiable cash flow.

A financial asset is past due and in arrears when a counterparty has failed to make a payment when contractually due and contractual obligations are in arrears.

The Company's maximum exposure to credit risk is as follows:

31 December 2022	Note	Carrying Amount (Gross)	12 months ECL Allowance	Lifetime ECL Allowance	Carrying Amount (Net)
<i>In thousands of naira</i>					
Trade and other receivables	18	1,044,942	-	(1,042,512)	2,430
Cash and cash equivalents	19	6,880,528	-	-	6,880,528
		7,925,470	-	(1,042,512)	6,882,958
31 December 2021					
31 December 2021	Note	Carrying Amount (Gross)	12 months ECL Allowance	Lifetime ECL Allowance	Carrying Amount (Net)
<i>In thousands of naira</i>					
Trade and other receivables	18	1,044,458	-	(1,042,512)	1,946
Cash and cash equivalents	19	5,413,417	-	-	5,413,417
		6,457,875	-	(1,042,512)	5,415,363

The Company's credit risk is concentrated in Nigeria. The Company's cash equivalents and investments are placed with Union Bank of Nigeria Plc.

5.2 Liquidity Risk

Liquidity Risk is the risk that the Company will be unable to efficiently meet both expected and unexpected current and future cash flow and collateral needs without affecting either its daily operations or its financial condition. Sufficiency of liquidity is of critical importance to the company.

The Company monitors its risk to a shortage of funds by using a daily cash management process. This process considers the maturity of the assets (e.g. accounts receivable, investment securities) and projected cash flows from operations. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of multiple sources of funding.

The following table shows the undiscounted cash flows on the Company's financial assets and liabilities and on the basis of their earliest possible contractual maturity.

Residual contractual maturities of financial assets and liabilities

31 December 2022	Note	Carrying amount	nominal amount	Less than 3 months	3-6 months	6-12 months
<i>In thousands of naira</i>						
Financial assets						
Trade and other receivables	18	2,430	2,430	2,430	-	-
Cash and cash equivalents	19	6,880,528	6,880,528	6,880,528	-	-
Total assets held for managing liquidity risk		6,882,958	6,882,958	6,882,958	-	-
Financial liabilities						
Trade and other payables	20	612,144	612,144	612,144	-	-
		612,144	612,144	612,144	-	-
Gap (assets - liabilities)		6,270,815	6,270,815	6,270,815	-	-
31 December 2021						
<i>In thousands of naira</i>						
Financial assets						
Trade and other receivables [§]	18	1,946	1,946	1,946	-	-
Cash and cash equivalents	19	5,413,417	5,413,417	5,413,417	-	-
Total assets held for managing liquidity risk		5,415,363	5,415,363	5,415,363	-	-
Financial liabilities						
Trade and other payables	20	510,128	510,128	510,128	-	-
		510,128	510,128	510,128	-	-
Gap (assets - liabilities)		4,905,235	4,905,235	4,905,235	-	-

* The trade and other receivables was disclosed as gross amount (N1,044,457,900) in prior year. This has been restated net of impairment of N1,043,512,000.

5.3 Market Risk

Market risk is the risk that changes in market prices, such as interest rate will adversely affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return.

Market risk mainly arises from the Company's short-term deposits.

5.3.1 Interest rate risk

The Company is not exposed to interest rate risk as it only invests in fixed interest rate instruments.

5.3.2 Exchange rate exposure

The Company has no foreign exchange exposure as at 31 December 2022.

5.4 Capital risk management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital using a ratio of "adjusted net debt" to "total equity". For this purpose, adjusted net debt is defined as total liabilities, less cash and cash equivalents. Total equity comprises all components of equity.



The Company's debt to adjusted capital ratio at the end of the reporting period was as follows:

<i>In thousands of naira</i>	2022	2021
Total liabilities	1,377,015	1,833,455
Less: Cash and cash equivalents	(6,880,528)	(5,413,417)
Adjusted net (cash)/debt	(5,503,513)	(3,579,962)
	a	
Total equity	(8,595,663)	(8,595,663)
	b	
Adjusted net debt to equity ratio*	a/b	-

*The Company does not have net debt, therefore the adjusted net to equity ratio is nil.

There were no changes in the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

6 Use of Estimates and Judgement

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year and about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is disclosed below.

These disclosures complement the commentary on financial risk management (see note 5).

6.1 Determining fair values

The determination of fair value for financial assets and liabilities for which there is no observable market price requires the use of valuation techniques as described in accounting policy 3.3 and 3.5.6

- Investment property

Investment property is measured at fair value in line with the Company's accounting policy disclosed in note 3.3. The Company's investment properties is valued at each reporting date by independent professionally qualified valuers who hold a recognised relevant professional qualification and have recent experience in the locations and segments of the investment properties valued.

Management reviews the valuations performed by the independent valuers for financial reporting purposes. Discussions of valuation processes and results are also held with the independent valuers to:

- verify all major inputs to the independent valuation report;
- assesses property valuation movements when compared to the prior Year valuation report.

- Estimation of net-realizable value for trading properties

Trading properties are stated at the lower of cost and net realisable value (NRV). NRV for the trading property is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on selling price of the Company or comparable transactions identified by the Company for properties in the same geographical market serving the same real estate segment.

6.2 Financial assets and liabilities

Accounting classification and measurement basis

The table below sets out the Company's classification of each class of financial assets and liabilities. The carrying amounts of the financial assets and liabilities is a reasonable approximation of their fair values based on their short-term nature.

31 December 2022	Note	Level	Carrying amount	At amortised cost	Fair value
<i>In thousands of naira</i>					
Trade and other receivables	18		2,430	2,430	2,430
Cash and cash equivalents	19		6,880,528	6,880,528	6,880,528
			6,882,958	6,882,958	6,882,958
Trade and other payables	20		612,144	612,144	612,144
			612,144	612,144	612,144

31 December 2021	Note	Level	Carrying amount	At amortised cost	Fair value
<i>In thousands of naira</i>					
Trade and other receivables	18		1,946	1,946	1,946
Cash and cash equivalents	19		5,413,417	5,413,417	5,413,417
			5,415,363	5,415,363	5,415,363
Trade and other payables	20		510,128	510,128	510,128
			510,128	510,128	510,128

7 Revenue from Contract with Customers

<i>In thousands of naira</i>	2022	2021
Revenue from the sale of trading property	1,954,684	190,000
Cost of sales of trading property	(1,157,383)	(124,923)
Profit from the sale of trading property	797,301	65,077
Property management fees	38,548	32,617
	835,849	97,694

Property Management fees are fees received for maintenance of property and on rent received on behalf of landlord. They are all earned within Nigeria. The Company concluded that revenue from Properties Management is to be recognised over time; as service is being performed which automatically transfers control.

8 Rental Income

Rental income from investment property	95,720	85,416
	95,720	85,416

There is no contingent rental income during the year ended 31 December 2022 (2021: Nil).

8.1 Operating leases - Company as lessor

The Company has entered into leases on its property portfolio. The commercial property leases typically have lease terms between 1 and 3 years and include clauses to enable periodic upward revision of the rental charge according to prevailing market conditions. There are no future minimum lease receivable as rent are received in advance by the Company.

9 Fair Value Gain on Investment Property

Fair value gain on investment property	14	31,000	30,000
		31,000	30,000

10 Interest Income Calculated Using the Effective Interest Method

Treasury bills and linked instruments	27.4	3,285	86,824
Short-term placements	27.4	538,596	132,106
		541,881	218,930

The interest income is based on the effective interest rate during the reporting period.

11 Other Income

Withholding Tax recovery		9,839	-
Recovery of previously written-off bad debts		9,253	-
Estate agency and valuation service fee		8,421	6,931
Professional fees income		2,789	8,109
Sundry income	11.1	1,603	2,961
Provision no longer required		-	10,000
Accruals no longer required	27.2	2,381	1,274
		34,286	29,275

11.1 The sundry income is from sales of scraps and insurance claims.

12 Personnel Expenses

<i>In thousands of naira</i>	2022	2021
Productivity bonus and other allowances	70,237	49,271
Staff salaries	63,729	66,814
Gratuity	22,409	-
Pension contribution	6,790	8,375
Staff training	4,949	5,229
	168,114	129,689

13 Operating Expenses

Professional and consultancy fees	13.1	18,105	13,591
Directors' fees and sitting allowance		6,168	3,370
Auditor's remuneration	13.2	8,000	7,000
Repairs and maintenance		5,896	4,368
Annual General Meeting expense		5,664	4,061
Legal fees		4,352	2,405
Entertainment		3,680	2,489
Insurance		3,057	3,387
Statutory fees and filing		2,561	-
Software maintainance		2,231	2,287
Rent and land use charge expense		2,173	8,470
Transportation		1,875	3,063
Industrial Training Fund levy		1,833	2,000
Stationery and subscription		1,529	785
Telecommunication and rates		220	174
Donation		-	100
Bank charges		86	13
		67,430	57,563

13.1 These are fees paid for various professional services rendered to the Company by consultants as well as other fees and charges incurred by the Company i.e tax services , professional fees on board evaluation, printing of annual report, etc..

13.2 The external auditor did not perform any non-audit services during the year ended 31 December 2022 (2021: Nil).

14 Investment Property

Investment property comprises commercial properties leased to third parties and properties held for capital appreciation. These properties are carried at fair value with changes recorded in profit or loss.

<i>in thousands of Naira</i>	Completed Investment Property	Landed Property	Total
Balance as at 1 January 2022	2,294,400	764,600	3,059,000
Fair value adjustment	5,600	25,400	31,000
Balance as at 31 December 2022	2,300,000	790,000	3,090,000
Balance as at 1 January 2021	2,264,400	764,600	3,029,000
Fair value adjustment	30,000	-	30,000
Balance as at 31 December 2021	2,294,400	764,600	3,059,000

14.1 Investment Property

<i>As at</i>	31 December 2022	31 December 2021
<i>in thousands of Naira</i>		
Corner piece Office/Banking complex at Plot 97 Adeola Odeku/ Ahmadu Bello Way, Victoria Island Lagos.	2,300,000	2,294,400
9,600 square meters of land at Plot 294, Cadastral Zone B04, P.O.W Mafemi Crescent Jabi District Abuja	790,000	764,600
	3,090,000	3,059,000

Measurement of fair value

14.2 Fair value hierarchy

Investment property is stated at fair value and has been determined based on valuations performed by Bode Adedeji Partnership (FRC/2013/NIESV/00000001517), Estate Surveyors, Valuers and Property Consultants (FRC/2013/NIESV/00000001479). They are industry specialists in valuing these types of investment properties.

The fair value is supported by market evidence and represents the amount that would be received to sell the properties in an orderly transaction between market participants at the measurement date in the principal market to which the Company has access at the date of valuation. Valuations are performed on an annual basis and the fair value gains and losses are reported in profit or loss.

The fair value measurement for the investment properties of N3.090 billion has been categorised as Level 3 based on the inputs into the valuation technique used.

14.3 Valuation technique and significant unobservable inputs

The following table shows the valuation technique used in measuring the fair value of investment properties, as well as the significant unobservable inputs used:

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<i>The comparison method of valuation was employed in determining the current market value. In the Comparison method of valuation, the fair values are determined by applying the direct market evidence. This valuation model reflects the current price on actual transaction for similar properties in the neighborhood in recent time. References were made to prices of land and comparable properties in the neighborhood. The data obtained were analysed and adjustment was made to reflect differences in the actual location, age of the property, date of recent sales and condition of the property.</i>	<ul style="list-style-type: none"> - Recent selling price per sqm - Condition of the property - Date of recent sale - Age of the property 	<p>"The estimated fair value would increase (decrease) if:</p> <ul style="list-style-type: none"> - the recent selling price increases (decreases) - the condition of the subject property is better/worse to comparable - the location of the property is better/worse to comparables - the age of the property is lower/higher than the comparables"

Class of property	Key unobservable input	2022 Range	2021 Range
Corner piece Office	Price per sqm	592-846	592-819
Landed property	Price per sqm	69-94	67-91

14.4 Maturity analysis for lease payment

The Company's lease are within a period of one to five years. The Company did not recognise any contingent rent as income during the year (2021: Nil).

14.5 Future minimum lease payment

There are no future minimum lease payments as rent are received in advance by the Company.

14.6 Investment properties operating result

As at in thousands of Naira	Note	31 December 2022	31 December 2021
Rental income derived from investment properties	8	95,720	85,416
Direct operating expenses (including repairs and maintenance) that did generate rental income		(5,896)	(4,368)
Profit arising from investment properties carried at fair value		89,824	81,048

15 Property, Plant and Equipment

<i>in thousands of Naira</i>	Plant & Machinery	Fixtures & fittings	Office equipment	Motor vehicles	Total
<i>Cost</i>					
Balance as at 1 January 2021	20,635	646	12,554	16,275	50,110
Additions	5,053	-	183	-	5,236
Balance as at 1 January 2022	25,688	646	12,737	16,275	55,346
Additions	37,774	-	193	8,723	46,690
Disposal	-	-	-	(16,275)	(16,275)
Balance as at 31 December 2022	63,462	646	12,930	8,723	85,761
<i>Accumulated Depreciation</i>					
Balance as at 1 January 2021	16,168	619	6,806	4,404	27,997
Depreciation charge for the year	4,380	20	1,782	4,069	10,251
Balance as at 1 January 2022	20,548	639	8,588	8,473	38,248
Depreciation charge for the year	3,873	5	1,682	3,670	9,230
Disposal	-	-	-	(10,511)	(10,511)
Balance as at 31 December 2022	24,421	644	10,270	1,632	36,967
<i>Carrying amount</i>					
31 December 2022	39,041	2	2,660	7,091	48,794
31 December 2021	5,140	7	4,149	7,802	17,098

- i. All items of property, plant and equipment are non-current.
- ii. No leased assets are included in the above property, plant and equipment account (31 December 2021: Nil).
- iii. There was no impairment loss on any class of property, plant and equipment during the year (31 December 2021: Nil).
- iv. There was no capitalized borrowing costs related to the acquisition of property, plant and equipment (31 December 2021: Nil).
- v. None of the property, plant and equipments were pledged as security during the year (31 December 2021: Nil).

16 Intangible Assets

<i>in thousands of Naira</i>	Purchased software	Total
<i>Cost</i>		
Balance as at 1 January 2021	3,085	3,085
Additions	-	-
Balance as at 31 December 2021	3,085	3,085
Additions	-	-
Balance as at 31 December 2022	3,085	3,085
<i>Accumulated Amortisation</i>		
Balance as at 1 January 2021	2,268	2,268
Amortization charge for the year	817	817
Balance as at 31 December 2021	3,085	3,085
Amortization charge for the year	-	-
Balance as at 31 December 2022	3,085	3,085
<i>Carrying amount</i>		
31 December 2022	-	-
31 December 2021	-	-

17 Trading Properties

This represents the cost of real estate apartments and land designated for resale.

As at <i>in thousands of Naira</i>	Note	31 December 2022	31 December 2021
Trading properties under construction			
Trading property - Park View estate		1,282,003	2,166,679
Trading property - Ikorodu	17.1	18,353	18,353
		1,300,356	2,185,032
Write-down		(18,353)	(18,353)
		1,282,003	2,166,679

17.1 The carrying amount of trading properties under construction includes the value of Ikorodu property which has been fully impaired due to elapsement of the title tenure which is due for renewal.

17.2 The movement in trading properties during the year was as follows:

As at <i>in thousands of Naira</i>		31 December 2022	31 December 2021
Balance at the beginning of the year		2,185,032	1,806,019
Cost of properties disposed during the year		(1,157,357)	(124,923)
Expenditure/cost capitalised		272,681	503,936
Balance at the end of the year		1,300,356	2,185,032
<i>Net change for cashflow purpose</i>		(884,676)	379,013

18 Trade and Other Receivables

As at <i>in thousands of Naira</i>	Note	31 December 2022	31 December 2021
<i>Financial assets:</i>			
Trade receivables		2,430	1,946
Receivables from CDL Asset Management Limited	18.1	1,042,512	1,042,512
<i>Gross - financial assets</i>		1,044,942	1,044,458
Less: Impairment allowance on financial assets	18.2	(1,042,512)	(1,042,512)
Total - financial assets		2,430	1,946
<i>Non-financial assets:</i>			
Prepayments		-	903
Withholding tax receivable		41,627	20,832
Total - non financial assets		41,627	21,735
Gross trade and other receivables		1,086,568	1,066,192
Less: Impairment allowance on financial assets	18.2	(1,042,512)	(1,042,512)
Total		44,056	23,680

18.1 The receivable from CDL Asset Management Limited represents the outstanding balance of the Company's investment with CDL Asset Management. This has been fully impaired.

18.2 The movement in impairment allowance on trade and other receivables was as follows:

As at <i>in thousands of Naira</i>		31 December 2022	31 December 2021
Balance, beginning of year		1,042,512	1,042,512
Total		1,042,512	1,042,512

18.3 Impaired Assets

Receivables from CDL Asset Management Limited		1,042,512	1,042,512
Total		1,042,512	1,042,512



19 Cash and Cash Equivalents

As at <i>in thousands of Naira</i>		31 December 2022	31 December 2021
Cash and bank balances		113,288	52,737
Short-term placements		6,767,240	5,360,680
Total		6,880,528	5,413,417

Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates. For the purpose of the statement of cash flows, cash and cash equivalents comprise cash at bank and short-term deposits included above.

20 Trade and Other Payables

As at <i>in thousands of Naira</i>	Note	31 December 2022	31 December 2021
<i>Financial liabilities:</i>			
Due to related companies	28.3(ii)	236,845	231,256
Trade payables		129,503	65,014
Unclaimed dividends	20.1	152,182	137,479
Accrued expenses	20.2	51,480	34,244
Deposit for shares	20.3	42,133	42,133
		612,144	510,128
<i>Non-financial liabilities:</i>			
Withholding tax payable		4,744	3,788
PAYE and other statutory deductions		4,646	858
VAT payable		27,975	4,884
		37,365	9,530
		649,509	519,658

20.1 Movement in unclaimed dividends

Opening balance	137,479	137,479
Returned during the year	14,703	-
Closing balance	152,182	137,479

This represents unclaimed dividend that was returned to the Company by the registrar (Cardinalstone Registrars Limited).

20.2 These relate to various expenses (Consultancy and Professional fees, audit fee) that have been provided for.

20.3 Deposit of shares relates to previous private placements for which the details of the investors are unknown and there is no pending request for unallocated shares.

21 Other Liabilities

<i>in thousands of Naira</i>	Note	31 December 2022	31 December 2021
Deferred rental income		142,519	22,907
Deposit for properties	21.1	584,987	1,290,890
		727,506	1,313,797

21.1 Movement in Deposit for Properties

The movements in deposit for properties for the year ended 31 December 2022 are as follows:

<i>in thousands of Naira</i>		31 December 2022	31 December 2021
Opening balance		1,290,890	352,018
Deferred during the year		1,347,825	1,128,872
Released to profit or loss*	21.3	(2,053,728)	(190,000)
Closing balance		584,987	1,290,890

*Amounts included in deposit for properties at the beginning of the year is N1,290,890,000 (2021:N190,000,000).

21.2 Deposit for properties is the amount received from customers in respect of sale of property that is either under construction or completed. The deposits are non-refundable as the Company is under obligation to deliver the property.

21.3 Released to profit or loss

<i>in thousands of Naira</i>	2022	2021
Deferred rental income	95,720	85,416
Proceeds from disposal of trading properties	2,053,728	190,000
Closing balance	2,149,448	275,416

22 Taxation

22.1 Current Income Tax Expense

<i>in thousands of Naira</i>	2022	2021
Companies income tax	370,429	53,392
Tertiary education tax	31,805	6,081
Police trust fund	65	13
Charge for the year	402,299	59,486
Deferred tax charge	4,007	11,654
	406,306	71,140

22.2 Reconciliation of effective tax rate

<i>in thousands of Naira</i>		31 December 2022		31 December 2021
Profit before tax	%	1,293,962	%	262,995
Tax using the Company's domestic tax rate	30	388,189	30	78,899
Tertiary education tax	2	31,805	2	6,081
Police trust fund levy	0	65	0	13
Tax incentive	0	(1,133)	0	(161)
Differential in CIT& other tax rates	-1	(12,619)	-5	(13,692)
	31	406,306	27	71,140

22.3 Current Income Tax Payable

<i>Balance, beginning of the year</i>	63,906	7,790
Income tax charge for the year	402,299	59,486
Withholding tax credit notes utilised	(30,670)	-
Payments during the year	(28,817)	(3,370)
	406,718	63,906

23 Deferred Tax Liabilities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

The movement in deferred tax liabilities recognised during the year is as follows:

2022	Opening balance	Recognised in profit/(loss)	Closing balance
<i>in thousands of Naira</i>			
Property, plant and equipment	3,111	909	4,020
Investment properties	183,739	3,098	186,837
	186,850	4,007	190,857

2021 <i>in thousands of Naira</i>	Opening balance	Recognised in profit/(loss)	Closing balance
Property, plant and equipment	4,831	(1,720)	3,111
Other provision	(503)	503	-
Investment properties	180,739	3,000	183,739
Unutilised capital allowances	(7,801)	7,801	-
Unrelieved losses	(2,070)	2,070	-
	175,196	11,654	186,850

24 Particulars of Directors and Employees

in thousands of Naira **2022** **2021**

24.1 Directors' remuneration

Fees and sitting allowances	6,168	3,370
Executive compensation	18,073	19,555
	24,241	22,925

Fees and other emoluments disclosed above include amounts paid to:

The chairman	-	-
The highest paid director	18,073	19,555

The number of directors who received fees and other emoluments (excluding pension contributions, certain benefits and reimbursable expenses) in the following ranges were:

<i>in thousands of Naira</i>	2022	2021
N650,000 - N1,000,000	3	3
	3	3

24.2 Staff numbers and costs

The number of employees (excluding directors) who received emoluments in the following ranges were:

<i>in thousands of Naira</i>	2022	2021
N2,400,001 and above	12	13
	12	13

Compensation for staff:

Salaries and wages	63,729	66,814
Other staff cost	75,186	54,501
Retirement benefits: Pension Cost	6,790	8,375
	145,705	129,690

25 Share Capital and Reserves

As at **31 December** **31 December**
in thousands of Naira **2022** **2021**

25.1 Share capital and Share premium

i Issued and fully paid:

5,626,416,051 Ordinary shares of =N=1 each (2021: 5,626,416,051) ordinary shares of =N= 1 each)	5,626,416	5,626,416
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All shares rank equally. The holders of ordinary shares are entitled to receive dividends when declared and are entitled to one vote per share at meetings of the Company.

ii Share premium

Share premium	1,092,822	1,092,822
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26 Basic and Diluted Earnings Per Share (kobo)

Basic earnings per share

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

	2022	2021
Profit attributable to shareholders of the Company (N'000)	887,656	191,855
Weighted average number of ordinary shares in issue (N'000)	5,626,416	5,626,416
Basic earnings per share (kobo)	16	3

Diluted earnings per share

Diluted earnings per share equals basic earnings per share as there are no potential dilutive ordinary shares in issue.

27 Cashflow Workings

27.1 Changes in trade and other receivables

<i>in thousands of Naira</i>	2022	2021
Balance at the beginning of the year	23,680	19,798
Withholding tax credit notes utilised	(30,670)	-
Changes in trade and other receivables	51,046	3,882
Balance at the end of the year	44,056	23,680

27.2 Changes in trade and other payables

<i>in thousands of Naira</i>	2022	2021
Balance at the beginning of the year	519,658	546,042
Accruals no-longer required	(2,381)	(1,274)
Changes in trade and other payables	132,232	(25,110)
Balance at the end of the year	649,509	519,658

27.3 Changes in other liabilities

<i>in thousands of Naira</i>	2022	2021
Balance at the beginning of the year	1,313,797	352,018
Changes in other liabilities	(586,291)	961,779
Balance at the end of the year	727,506	1,313,797

27.4 Interest income received

<i>in thousands of Naira</i>	2022	2021
Interest income on placements	538,596	132,106
Interest income on treasury bills	3,285	86,824
Cashflow	541,881	218,930

The income on treasury bills and placements is based on the effective interest rate during the reporting period.



28 Related Party Transactions

A number of transactions were entered into with related parties in the normal course of business. These include deposits, placements and property management transactions.

28.1 Parent and ultimate controlling company

Union Bank of Nigeria Plc is the parent and ultimate controlling entity of the Company.

28.2 Transactions with key management personnel

The Company's key management personnel constitutes those individuals who have the authority and the responsibility for planning, directing and controlling the activities of UBN Property Company Plc, directly or indirectly, including any director (whether executive or non- executive). The key management personnel have been identified as the executive and non-executive directors of the Company.

Key management personnel compensation for the year comprises:

Directors' remuneration

<i>in thousands of Naira</i>	2022	2021
Fees and allowances	6,168	3,370
Executive compensation	18,073	19,555
	24,241	22,925

28.3 Other related party transactions

i Bank Balances

<i>in thousands of Naira</i>	Note	2022	2021
Placements with Union Bank of Nigeria Plc		6,767,240	5,360,680
Bank balances with Union Bank of Nigeria Plc		113,288	52,737
		6,880,528	5,413,417

ii Payables to related parties

Union Bank of Nigeria Plc	20	236,845	231,256
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iii Income/expenses from/to related parties

Professional fees	2,789	8,109
Management fee from Union Bank of Nigeria Plc	36,656	20,154
Rental income from Union Bank of Nigeria Plc	29,520	29,520
Interest income from treasury bills with Union Bank of Nigeria Plc	3,285	86,824
Interest income from deposits with Union Bank of Nigeria Plc	538,596	132,106
	610,846	276,713
Bank charges to Union Bank of Nigeria Plc	86	13
	86	13

29 Segment Reporting

The chief operating decision-maker has been identified as the Board of Directors of UBN Property Company Plc. The Board reviews the Company's internal reporting in order to assess performance and allocate resources. The directors have determined the operating segments based on these reports. The Board considers the business from an industry perspective and has identified one (1) operating segment.

30 Contingent Liabilities, Litigation and Claims

Legal Risk

This is the risk that the Company would be exposed to legal actions arising from misinterpretation of contracts and from non-application of laws and regulations in day-to-day operations. To mitigate this risk, the Company's Legal and Compliance function ensures that operations are carried out within legal and regulatory guidelines.

As at 31 December, 2022, the Company is a defendant in 1 (2021:3) suits. The Directors having sought professional legal counsel are of the opinion that no significant liability will crystallize from these litigations.

31 Capital Commitments

As at 31 December 2022, the Company had agreed construction contracts with third parties and is consequently committed to future capital expenditure in respect of investment property under development of N35,962,618 (2021: N503,974,374).

32 Events after the reporting date

"There were no other subsequent events after reporting date which could have had material effect on the state of affairs of the Company as at 31 December 2022, which have not been adequately provided for or disclosed."

33 Prior year comparatives

Revenue from the sale of trading properties and the Cost of sale of trading properties for the prior year on the statement of profit or loss and other comprehensive income have been presented on a gross basis to comply with the requirements of IAS 1. The prior year profit from disposal of trading property of N65,077,000 now presented as sale of trading properties N190,000,000 and Cost of of sale of trading properties N124,923,000. The net impact on the profit is Nil.

VALUE ADDED STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2022



<i>in thousands of Nigerian Naira</i>	2022	%	2021	%
Gross earnings	710,435	48	366,238	91
Bought in material and services - local	760,871	52	37,514	9
Impairment write back on assets	-	-	-	-
Total Value Added	1,471,306	100	403,752	100

Applied as follows:

To pay employees

- as salaries, wages and other benefits	168,114	11	129,689	32
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To provide for Government

- as company income tax	402,299	27	59,486	15
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For future

- as Depreciation of property, plant and equipments	9,230	1	10,251	3
- as amortisation of intangible assets	-	-	817	-
- as deferred tax	4,007	0	11,654	3
- as profit for the year	887,656	60	191,855	48
	1,471,306	100	403,752	100

The value-added statement represents the wealth created by the efforts of the company and its employees' efforts based on ordinary activities and the allocation of that wealth being created between employees, shareholders, government and that retained for the future creation of more wealth.

FIVE-YEAR FINANCIAL SUMMARY

FOR THE YEAR ENDED 31 DECEMBER 2022



As at <i>in thousands of Nigerian Naira</i>	31 December 2022	31 December 2021	31 December 2020	31 December 2019	31 December 2018
Investment property	3,090,000	3,059,000	3,029,000	4,202,518	5,036,861
Property, plant and equipment	48,794	17,098	22,113	32,751	20,679
Intangible assets	-	-	817	1,792	2,476
Trading properties	1,282,003	2,166,679	1,787,666	1,579,209	-
Investment securities	-	-	-	3,450,080	4,461,012
Trade and other receivables	44,056	23,680	19,798	89,534	188,968
Cash and cash equivalents	6,880,528	5,413,417	4,829,253	72,076	19,798
Total assets	11,345,381	10,679,874	9,688,647	9,427,960	9,729,794
Liabilities					
Deferred tax liabilities	190,857	186,850	175,196	280,438	228,317
Trade and other payables	649,509	519,658	546,042	552,363	722,858
Current income tax payable	406,718	63,906	7,790	21,854	97,867
Provisions	-	-	35,000	-	-
Other liabilities	727,506	1,313,797	352,018	-	-
Total liabilities	1,974,590	2,084,211	1,116,046	854,655	1,049,042
Total net assets	9,370,791	8,595,663	8,572,601	8,573,305	8,680,752
Share capital	5,626,416	5,626,416	5,626,416	5,626,416	5,626,416
Share premium	1,092,822	1,092,822	1,092,822	1,092,822	1,092,822
Retained earnings	2,651,553	1,876,425	1,853,363	1,789,660	1,961,514
Shareholders' funds	9,370,791	8,595,663	8,572,601	8,508,898	8,680,752
Total income	1,538,736	461,315	484,993	831,601	1,770,726
Profit before tax	1,293,962	262,995	247,543	581,232	959,601
Profit after income tax	887,656	191,855	345,024	559,580	910,381



PROXY FORM

UBN PROPERTY COMPANY PLC

13TH ANNUAL GENERAL MEETING

<p>I/We</p> <div style="border: 1px solid black; height: 50px; width: 100%; margin: 10px 0;"></div> <p>Being a member/member of UBN PROPERTY COMPANY PLC hereby appointor failing him/her MR. MUDASSIR AMRAY or failing him MR. MICHAEL ONAGBOLA to be my/our proxy, to act and vote for me/us and on my/our behalf at the 13th Annual General Meeting of the Company to be held in The Auditorium, Stallion Plaza (9th Floor), 36 Marina, Lagos on Wednesday, 12th July 2023 at 11.00 a.m. and at any adjournment thereof in such manner as such Proxy shall think proper and expedient, to demand a poll.</p> <p>As witness my/our hands this day of2023</p> <p>Signed:</p> <p>.....</p> <p>NOTE: A member entitled to attend and vote at the 13th Annual General Meeting is entitled to appoint a proxy in its, his or her stead. All completed proxy forms should be deposited at the office of The Registrar, CardinalStone Registrars Limited, 335/337 Herbert Macaulay Way, Yaba, Lagos or forwarded via e-mail to registrars@cardinalstone.com not less than forty-eight (48) hours before the time scheduled for holding the meeting. A proxy need not be a member of the Company.</p> <p>In the case of joint shareholders, any one of such may complete the form but the name of all joint shareholders must be stated.</p> <p>It is required by law under the Stamp Duties Act, Cap F8. 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, not adhesive postage stamps.</p> <p>If the shareholder is a corporation, this form must be under its common seal or under the hand of officers or an attorney duly authorized in that behalf.</p>	I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside (Strike out which-ever is not desired)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="text-align: left;">ORDINARY BUSINESS</th> <th style="width: 10%;"></th> <th style="width: 10%; text-align: center;">FOR</th> <th style="width: 10%; text-align: center;">AGAINST</th> </tr> </thead> <tbody> <tr> <td colspan="2" style="text-align: left;">ORDINARY RESOLUTIONS</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">1.</td> <td>To receive and adopt the Company's Audited Financial Statements for the financial year ended 31st December 2022 together with the reports of the Directors, Auditor, Board Appraiser and Statutory Audit Committee thereon.</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">2.</td> <td>To declare a dividend for the financial year ended 31st December 2022.</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">3.</td> <td>To elect/re-elect Directors.</td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>(a) To elect the under-listed Directors who retire at this Annual General Meeting, being the first General Meeting since their appointment: 1. Mr. Joseph Mbulu 2. Mr. Michael Onagbola</td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>(b) To re-elect Mr. Remi Kolarinwa who retires at this meeting.</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">4.</td> <td>To authorise the Directors to fix the remuneration of the Auditor.</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">5.</td> <td>To disclose the remuneration of the Managers of the Company.</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">6.</td> <td>To elect members of the Statutory Audit Committee.</td> <td></td> <td></td> <td></td> </tr> <tr> <td colspan="2" style="text-align: left;">SPECIAL BUSINESS</td> <td></td> <td></td> <td></td> </tr> <tr> <td colspan="2" style="text-align: left;">ORDINARY RESOLUTIONS</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">1.</td> <td>To approve the remuneration of Directors.</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">2.</td> <td>To approve the cancellation of the Company's unissued share capital.</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">3.</td> <td>To approve the amendment of the Capital Clause in the Company's Memorandum of Association (i.e. Clause 6) to reflect the cancellation of the Company's unissued share capital.</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">4.</td> <td>To authorise the Board of Directors to implement the approvals cancelling the Company's unissued share capital.</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	ORDINARY BUSINESS			FOR	AGAINST	ORDINARY RESOLUTIONS					1.	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		Please indicate with "X" in the appropriate box how you wish your vote to be cast on the resolutions set out above. Unless otherwise instructed, the Proxy will vote or abstain from voting at his/her discretion.																																																																																		

BEFORE POSTING THE ABOVE CARD, KINDLY TEAR OFF THIS PART AND RETAIN IT.

ADMISSION CARD
UBN PROPERTY COMPANY PLC-13TH ANNUAL GENERAL MEETING

PLEASE ADMIT ONLY THE SHAREHOLDER NAMED ON THIS CARD OR ITS/HIS/HER DULY APPOINTED PROXY TO THE 13TH ANNUAL GENERAL MEETING OF UBN PROPERTY COMPANY PLC HELD IN THE AUDITORIUM, STALLION PLAZA (9TH FLOOR), 36 MARINA, LAGOS ON WEDNESDAY, 12TH JULY 2023 AT 11.00 A.M.

NAME OF SHAREHOLDER/PROXY..... SIGNATURE.....

ADDRESS.....

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE REGISTRAR

**Affix
Current
Passport Photograph**

Write your name at the back of
your passport photograph

E- DIVIDEND MANDATE ACTIVATION FORM

Instruction:

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

The Registrar,

CardinalStone Registrars Limited
335/337, Herbert Macaulay Way
Sabo, Yaba, Lagos
P.M.B 1007 Sabo, Yaba
Nigeria

I/We hereby request that henceforth, all my/our dividend payment(s) due to me/us from my/our holdings in all the companies ticked at the right-hand column be credited directly to my/our bank detailed below.

Bank Verification Number

Bank Name

Bank Account Number

Account Opening Date

Shareholder Account Information

Surname/Company Name	First Name	Other Names
<input type="text"/>		

Address:

City	State	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>

Previous Address (if any)

CHN (if any)

Mobile Telephone 1	Mobile Telephone 2
<input type="text"/>	<input type="text"/>

Email Address

Signature (s)

Company Seal (If applicable)

Joint/Company's Signatories

TICK	NAME OF COMPANY	SHAREHOLDER'S ACCOUNT NO.
<input type="checkbox"/>	ACORN PETROLEUM PLC	
<input type="checkbox"/>	AFRIK PHARMACEUTICALS PLC	
<input type="checkbox"/>	AG MORTGAGE BANK PLC	
<input type="checkbox"/>	AG LEVENTIS PLC	
<input type="checkbox"/>	BANKERS WAREHOUSE PLC	
<input type="checkbox"/>	BETA GLASS PLC	
<input type="checkbox"/>	CAPITAL HOTELS PLC	
<input type="checkbox"/>	CARDINALSONE FIXED INCOME ALPHA FUND	
<input type="checkbox"/>	ELLAH LAKES PLC	
<input type="checkbox"/>	EVANS MEDICAL PLC	
<input type="checkbox"/>	FCMB BOND 1	
<input type="checkbox"/>	FCMB BOND 2	
<input type="checkbox"/>	FCMB BOND 3	
<input type="checkbox"/>	FCMB GROUP PLC	
<input type="checkbox"/>	FIDSON BOND	
<input type="checkbox"/>	G.CAPPA PLC	
<input type="checkbox"/>	GUINEA INSURANCE PLC	
<input type="checkbox"/>	JOS INT. BREWERIES PLC	
<input type="checkbox"/>	LAFARGE AFRICA PLC	
<input type="checkbox"/>	LAFARGE BOND 1	
<input type="checkbox"/>	LAFARGE BOND 2	
<input type="checkbox"/>	LAPO BOND 1	
<input type="checkbox"/>	LAPO BOND 2	
<input type="checkbox"/>	LAW UNION & ROCK INS. PLC	
<input type="checkbox"/>	LEGACY EQUITY FUND	
<input type="checkbox"/>	LEGACY DEBT FUND	
<input type="checkbox"/>	LEGACY MONEY MARKET FUND	
<input type="checkbox"/>	LEGACY USD BOND FUND	
<input type="checkbox"/>	LIVESTOCK FEED PLC	
<input type="checkbox"/>	MORISON INDUSTRIES PLC	
<input type="checkbox"/>	NAHCO BOND	
<input type="checkbox"/>	NAHCO AVIANCE PLC	
<input type="checkbox"/>	NEWPAK PLC	
<input type="checkbox"/>	N.G.C PLC	
<input type="checkbox"/>	NPF MICROFINANCE BANK PLC	
<input type="checkbox"/>	OKOMU OIL PALM PLC	
<input type="checkbox"/>	PREMIER PAINTS PLC	
<input type="checkbox"/>	ROYAL EXCHANGE PLC	
<input type="checkbox"/>	SKYE BANK PLC	
<input type="checkbox"/>	TOTAL NIGERIA PLC	
<input type="checkbox"/>	TRANS-NATIONAWIDE EXP. PLC	
<input type="checkbox"/>	UBN PROPERTY COMPANY PLC	
<input type="checkbox"/>	UNION BANK OF NIGERA PLC	
<input type="checkbox"/>	WOMEN INVESTMENT FUND	

This service costs N150.00 per approved mandate per company

CARDINALSTONE REGISTRARS

Head Office: 335/337, Herbert Macaulay Way Sabo, Yaba, Lagos.

Port Harcourt: FCMB Building 85, Aba Express Way by Garrison Junction, Port Harcourt, Rivers.

Abuja: FCMB Building 252, Herbert Macaulay Way, Central Business District, Abuja.

Website: www.cardinalstoneregistrars.com, E-mail: registrars@cardinalstone.com

Help Desk Telephone No/Contract Centre Information for Issue Resolution or Clarification: 01-7120090