Annual Report
and Financial Statements
2022

Quality and Excellence Continues

BRISCOE

R.T. BRISCOE (NIGERIA) PLC
RC 1482

www.rtbriscoe.com

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Results At A Glance

For the year ended 31 December 2022

	2022 N'000	Re-stated 2021 N'000	Variance %
Turnover	**17,883,014**	**11,898,697**	**50%**
Operating Profit before Interest & Tax	1,084,552	388,932	179%
Net Finance costs	(838,672)	(1,124,232)	-25%
Profit/(loss) before taxation	**245,880**	**(735,300)**	**-133%**
Taxation	(122,526)	(31,129)	294%
Profit/(loss) after taxation	**123,354**	**(766,429)**	**-116%**
Other comprehensive income net of tax	(11,880)	(3,898)	205%
Total comprehensive income/(loss) for the year after tax	111,474	(770,327)	-114%
Share Capital	588,177	588,177	0%
Total Equity	(7,995,550)	(8,107,024)	-1%
Per 50k Share Data:			
Based on 1,176,352,056 (2021 -1,176,352,056)			
Ordinary shares of 50k each:			
Basic earnings/(loss) Per Share (Naira)	0.10	(0.65)	
Diluted earnings/(loss) Per Share (Naira)	0.10	(0.65)	
Net Liabilities (Naira)	(6.80)	(6.89)	
Dividend declared	-	-	
Dividend cover (times)	-	-	
Stock Exchange quotation at year end (kobo)	26	20	
Number of employees (group)	212	206	

Board of Directors:	• Sir Sunday Nnamdi Nwosu, KSS, GCOA, FIoD, JP	-	Chairman
	• Mr. Bukola Oluseyi Onajide	-	Group Managing Director
	• Ms. Adeola Adenike Ade-Ojo		
	• Mr. Akin Ajayi		
	• Alhaji Ali Safiyanu Madugu, mni		
	• Mrs. Folasade Oluwatoyin Ogunde		
	• Mrs. Aderemi Oluwatosin Akinsete-Chidi	-	[Alternate Director to Ms. A. A. Ade-Ojo]
	• Dr. Olorunfemi Abidemi Eguaikhide	-	Executive Director, Operations

Registered Office: 18, Fatai Atere Way
Matori, Oshodi
Lagos.

Registration No.: RC. 1482

Company Secretary: Mr. Michael Ibukun Olabode

Independent Auditor: Crowe Dafinone
15, Elsie Femi Pearse Street, Off Kofo Abayomi Street
Victoria Island, Lagos.

Registrar: Meristem Registrars and Probate Services Limited
213, Herbert Macaulay Way, Adekunle, Yaba
P. O. Box 51585, Falomo
Ikoyi, Lagos.

Company's Bankers: Access Bank Nigeria PLC.
Ecobank Nigeria PLC.
Fidelity Bank PLC.
First Bank of Nigeria PLC.
First City Monument Bank PLC.
Guaranty Trust Bank PLC.
Keystone Bank Limited
Polaris Bank PLC.
Stanbic - IBTC Bank PLC.
Sterling Bank PLC.
Union Bank of Nigeria PLC.
United Bank For Africa PLC.
Unity Bank PLC.
Wema Bank PLC.
Zenith Bank PLC.

BACKGROUND

R.T. Briscoe (Nigeria) PLC ("the Company") was incorporated in Nigeria on 9th March, 1957, as a private limited liability company and became a wholly owned subsidiary of the East Asiatic Company Ltd A/S ("EAC") of Copenhagen-Denmark in 1961. Briscoe became a public company in 1973 and the shares were listed for quotation on the Nigerian Stock Exchange in 1974. In August 2002, EAC divested its shareholding in Briscoe to Nigerian investors.

Briscoe started its business activities in Nigeria with the importation of building materials and some English trucks under an agency arrangement brokered by its parent company. Since 1957, when Briscoe was incorporated, the company has witnessed tremendous growth and has diversified its area of operations to include the sales and service of motor vehicles and technical equipment.

Briscoe has since 1957 under the trade name "Briscoe Motors" been a dealer of Toyota vehicles in Nigeria. Between 1970 and August 1992, Briscoe served as the exclusive dealer for Volvo vehicles in Nigeria with sales and service outlets in various parts of the country until the Agreement was mutually terminated by both parties. Between 2005 and June, 2016, Briscoe was also an authorized dealer of Ford Motor Company products until the mutual termination of the dealership agreement by both parties. The marketing, sales and servicing of Ford vehicles was conducted under the trade name – BriscoeFord.

Briscoe has its head office at Matori, Lagos and branch offices at Victoria Island, Lekki, Kano, Asaba, Port Harcourt and Abuja.

BUSINESS ACTIVITIES

Presently, Briscoe is engaged in the marketing, sales and servicing of Toyota motor vehicles under the trade name Briscoe Motors as one of the 7 authorised dealers of Toyota Nigeria Limited. It is also engaged in the real estate sector and deals in industrial equipment.

Business Units

The **Briscoe Motors** Division deals in the sales and servicing of Toyota motor vehicles. Briscoe Toyota Workshop are equipped with the state-of-the-art electronic and computerized equipment to ensure that the company offers the highest possible quality after-sales service. Our workshops are among the best in the country through regular facilities improvement activities. Briscoe Toyota was the first Toyota dealer to receive the highly coveted Toyota award for Service, Marketing Excellence (TSL) from Toyota Motor Corporation (TMC) Japan.

The **Briscoe Industrial Equipment** Division of the Company handles the sales and services of industrial, mining, construction and warehouse equipment. The division markets and services Manitou, Logitrans, Socma and Combilift brands of Forklifts and other material handling equipment. The Briscoe Elgi brand of industrial air compressors are currently being marketed through Briscoe-Technical Products and Service Limited, a fully owned subsidiary of the company.

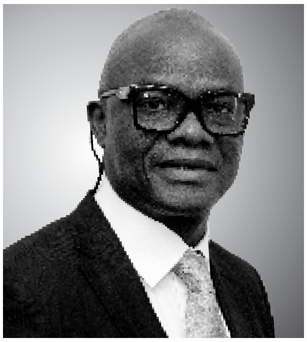
Briscoe Properties Limited, a fully owned subsidiary is involved in facilities management, property development and estate management services. Briscoe Properties Limited has developed a number of residential properties in Nigeria and presently manages a large portfolio of commercial and residential properties in Ikoyi, Victoria Island, Apapa, Ikeja, Yaba, Abuja, Lekki etc. The business has recently commenced a new property development project in Ilaje area of Lekki, Lagos. It also provides project management and property marketing services to its vast clientele.

Sir Sunday N. Nwosu, Kss, GCOA, FIoD, JP
Chairman

Sir Sunday Nnamdi Nwosu, Kss, GCOA, FIoD, JP is the Chairman of the Company. A well-known Apostle of good corporate governance, he is the Founder and erstwhile National Coordinator of the Independent Shareholders Association of Nigeria. He is a member of the SEC Capital Market Development Company. He has attended several courses in Finance and Corporate Governance both locally and internationally. Sir Nwosu is an astute investor in a sizeable number of quoted companies on the Nigerian Exchange and serves on the Board or Audit Committee of some of them. He is a Director of Nigerian Aviation Handling Company PLC, MRS Oil Nigeria PLC and Kajola Integrated Investment PLC. He is also a member of the statutory Audit Committees of Julius Berger PLC, First Trust Mortgage Bank PLC, Friesland Campina WAMCO Nigeria PLC and Seplat Energy PLC. Sir Nwosu was appointed to the Board of R.T. Briscoe on March 27, 2014 and as acting Chairman on April 27, 2017. Prior to his appointment as the acting Chairman, he had served as Chairman of the Board's Finance & Risks Management Committee and as a member of the Governance and Business Strategy Committees of the Company. He became the substantive Chairman of the Company in August 2021 and was also conferred the Fellowship Award at the Institute of Directors in October 2021. He was born on February 11, 1953.

Mr. Bukola Oluseyi Onajide
Group Managing Director/CEO

Mr. Oluseyi Onajide is a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN) and qualified as a Chartered Accountant in 1989. He started his professional career as an intern with Deloitte Haskins & Sells, an international firm of Chartered Accountants. Subsequently he obtained his master's degree in Business Administration from the University of Lagos (1998). He has attended several management courses locally and internationally including the prestigious Lagos Business School and famous INSEAD, France. Prior to his joining Briscoe in 1998, he worked with SCOA Nigeria Plc (1990-1996) where he became the AGM Finance and then, as a Management Consultant to Alchem Industries Limited (1996-1997) and Management Development Associates (1998). He was employed by R.T. Briscoe on the 1st of July 1998, appointed as Finance Director in December 2004 and Executive Director in charge of the entire motor business in January 2006. In April 2008, he was appointed as the Deputy Managing Director, Managing Director - Designate in July 2009. He became GMD/CEO of R.T. Briscoe Plc in January 2010. Mr. Seyi Onajide was also re-appointed for the 7th time as President of the Association of Automobile, Boatyard, Transport Equipment and Allied Employers of Nigeria (AABTEAEN). He was born on November 3, 1962.



Dr. Olorunfemi Abidemi Eguaikhide
Executive Director, Operations

Dr. Olorunfemi Abidemi Eguaikhide is the Executive Director responsible for business operations. He holds a Post-graduate Diploma in Business Administration and an MBA in Marketing Management from the Enugu State University of Science and Technology. He is an Alumnus of the prestigious Lagos Business School of the Pan Atlantic University having attended the Advanced Management Program (AMP) in 2016. He is a full member of the Chartered Institute of Personnel Management of Nigeria (MCIPM), Associate Member of the Nigerian Institute for Training and Development (AITD), Fellow of the Institute of Credit Administration (FICA) and a Fellow of the Institute of Corporate Administration of Nigeria. His core experience is in the areas of Operations Management, Sales and Marketing Management, Human Resources and Business Leadership.

Dr. Eguaikhide previously worked with Genesis Group variously as DGM Human Resources and IT, General Manager HR & IT, General Manager Operations and Chief Operations Officer at The Bridge Healthcare Company in 2010. He joined the Company as Group Head, Human Capital Development in 2012 and was appointed to manage the Briscoe-Ford unit in 2014 as General Manager. He was subsequently appointed as Head of the Briscoe-Motors unit in 2017 and Group Chief Operating Officer in September 2018. He obtained his Doctorate degree in Marketing Management from LIGS University, Hawaii, USA in December 2021. Dr. Eguaikhide was appointed a Director of the Company with effect from September 1, 2019. He was born on March 28, 1968.

Mr. Akin Ajayi

Mr. Akin Ajayi graduated from the University of Ife (now Obafemi Awolowo University), Ile- Ife in 1984 with a Bachelor of Science (B.Sc) degree in Economics. He is a Fellow of the Institute of Chartered Accountants of Nigeria and a seasoned banker with a wealth of over 20 years experience. He has also attended several short term courses at prestigious business schools which include the International Management Development Institute (IMD), Switzerland in 1993, Lagos Business School (LBS) in 1995, The Cranfield University, UK in 2001, The Gordon Institute of Business Science (GIBBS), University of Pretoria, South Africa in 2004 and Columbia University, USA in 2006. Mr. Ajayi worked as an Officer in the Controls/Audit department of First City Merchant Bank Limited from 1988 to 1990. He was the Managing Director of Equity Bank Ltd from 2003 to 2005 before its merger with Intercontinental Bank Plc in 2005 where he served as Executive Director from 2005 till his retirement from the Bank in 2008. He is currently the Chairman/Chief Executive Officer of Libra Energy Services Ltd and also serves on the boards of other private and public Companies including a Non-Government Organisation. Mr. Ajayi was appointed a director of the Company in July 2009. He is the Chairman of the Company's Audit Committee as well as the Board's Business Strategy Committee, and member of the Finance and Risks Management Committee. He was conferred the Fellowship Award at the Institute of Directors in October 2021. He was born on March 4, 1962.

Ms. Adeola Adenike Ade-ojo

Adeola Adenike Ade-Ojo is an internationally renowned fashion designer and winner of several local and international awards. She is a graduate of the University of Miami where she graduated with a Bachelor of Business degree in 1987. She obtained a Masters of Science (M.Sc) degree in Finance from the University of Lagos in 1989. Ms. Ade-Ojo has served as Nigerian Representative in an international campaign by the United Nation World Food Program to raise money towards halving the number of hungry people in the world particularly children. She was appointed a non-executive Director in December, 2004. She is a member of the Board's Finance and Risks Management Committee as well as the Governance Committee. Ms. Ade-Ojo was born on August 21, 1966.

Alhaji Ali Safiyanu Madugu, mni

Alhaji Safiyanu Madugu, mni an industrialist is the Managing Director/Chief Executive Officer of Dala Foods Nigeria Limited, a food processing company. He holds post graduate diplomas in Management as well as a Masters degree in Business Administration. He is a member of several professional bodies which include the "Institute of Directors Nigeria, Chartered Institute of Marketing, UK, Nigerian Institute of Management and the prestigious National Institute for Policy and Strategic Studies. He was appointed a Director of the Company in December 2013. He is a member of the Board's Governance and Business Strategy Committees. He is also a member of the Company's Statutory Audit Committee. Alhaji Madugu was born on November 10, 1966.

Mrs. Folasade Oluwatoyin Ogunde

Mrs. Folasade Oluwatoyin Ogunde is a non-executive and independent Director of the Company. She holds a Bachelors degree in Economics from the University of Ife, Ile-Ife and a Masters degree in International Development from the University of Birmingham. She is a Fellow of the Institute of Chartered Accountants of Nigeria and a facility management professional (FMP). Mrs. Ogunde has attended several management programmes at home and abroad including the General Management Program of Ashridge Business School, UK, the Advanced Management Program of Cranfield University, UK, the Real Estate Management Program of Harvard Business School and a Board Effectiveness, Strategy & Corporate Governance Program facilitated by the International Institute for Management Development (IMD), Switzerland. In her working career spanning over 30 years, Mrs. Ogunde has served in several management and board positions including External Auditor, Consultant Internal Auditor, Management Accountant, Divisional Commercial Director, Group Treasurer and Finance Director. Following her retirement as Finance Director of UACN Property Development Company (UPDC) Plc. in 2016, her daytime job has been as Managing Partner of Innodel Consulting Limited, a financial and real estate management consulting firm. She also serves as a non-executive Director and Chair of the Audit & Risk Committees of two other corporate boards – the International Crops Research Institute for the Semi-Arid Tropics (ICRISAT), India and FSDH Asset Management Limited. She is the Chairperson of the Finance & Risks Management Committee and also a member of the Business Strategy Committee as well as the Governance Committee. Mrs. Ogunde was appointed a Director of R.T. Briscoe on April 10, 2017. She was born on November 16, 1962.

Mrs. Aderemi O. Akinsete-Chidi

Mrs. Aderemi Akinsete-Chidi is the alternate Director to Ms. Adeola Adenike Ade-Ojo. She is a professional Banker and Chartered Pension Administrator with over 25 years' experience in the Banking and Sales & Service industry. She has extensive experience in strategic planning, operations/customer service and relationship management. She graduated with a B.Sc. Accounting degree from the Oklahoma City University, Oklahoma City, USA in 1989 and did her post graduate studies at the Graduate School of Management of the University of Maryland in 1991. She is a member of the American Institute of Banking, Washington DC, USA and an Associate member of the Certified Pension Institute of Nigeria. She has attended several training courses locally and abroad. Mrs. Akinsete-Chidi started her banking career with the First American Bank, USA in 1989 and she has since then served in various management positions in some Nigerian Banks - Standard Chartered Bank PLC, the now defunct FSB International Bank PLC, its successor Fidelity Bank Plc, First Bank of Nigeria PLC and Ecobank Nigeria Ltd. She currently serves on the Boards of Levmora Nigeria Limited and Nub Petrochemical Ltd. She was appointed an Alternate Director in R.T. Briscoe with effect from April 10, 2017 and was also appointed the Chairperson of the Governance Committee on December 17, 2020. Mrs. Akinsete-Chidi was born on May 23, 1968.

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING OF R.T. BRISCOE (NIGERIA) PLC (IN RECEIVERSHIP) will be held at 18, FATAI ATERE WAY, MATORI, LAGOS STATE on Tuesday, September 26, 2023 at 11.00 A.M. for the transaction of the following business:

ORDINARY BUSINESS

1. To lay before the meeting, the financial statements for the year ended 31st December, 2022 and the Reports of the Directors, Auditors and Audit Committee thereon
2. To re-elect Directors
3. To elect members of the Audit Committee
4. To disclose the compensation of the Managers of the company.

SPECIAL BUSINESS

5. To appoint Messrs. Crowe Dafinone as the External Auditors of the Company
6. To authorize the Directors to fix the remuneration of the Auditors.
7. To fix the remuneration of the Directors
8. To authorize the company to procure goods and services necessary for its operations from related companies.
9. To cancel the unissued shares of the company in compliance with the legal requirement of Issued Share Capital under the CAMA 2020 and The Companies Regulations 2021.

Lagos, Nigeria.
June 8, 2023.

By Order of the Board

Michael Olabode
[FRC/2022/PRO/NBA/002/23356]

Financial Statements
The Audited Financial Statements of the Company for the year ended 31st December 2022 and list of unclaimed dividends are available at our website at www.rtbriscoe.com as well as at the website of our Registrars at www.meristemregistrars.com. Hard copies would be provided on request.

Proxies
A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. To be valid for the meeting, executed proxy forms should be deposited at either the registered office of the Company at 18, Fatai Atere way, Matori, Lagos or the office of the Registrars at 213, Herbert Macaulay Way, Adekunle, Lagos, not less than 48 hours before the time of holding the meeting. The Company has made arrangements at its own cost for stamp duties to be paid on the proxy forms.

Audit Committee
Any shareholder may nominate another shareholder through his/her proxy as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the date of the Annual General Meeting. This should be forwarded to briscoemail.com.

Closure of Register
The Register of members will be closed from Monday August 14, 2023 to Friday, August 18, 2023 both dates inclusive.

Right of Shareholders to ask Questions
Shareholders have a right to ask questions not only at the meeting but also in writing prior to the meeting. Such questions must be submitted to the Company or the Registrars on or before the 24th of August, 2023 at briscoemail.com or meristemregistrars.com.

For the year ended 31 December 2022

The Board of Directors of R.T. Briscoe is committed to the effective and efficient governance system which lends credence to organizational growth and sustainability. The company has structure, people and resources to manage its governance system and to drive values for all stakeholders.

Corporate Governance Framework was designed to cover value propositions of all stakeholders and consideration for potential business partners. The charter of various boards' committees and the governance framework have significant consideration for Compliance with regulatory standards, global best practices and corporate culture. It demonstrates the commitment of Leadership of R.T. Briscoe to fairness and accountability in all its dealings. The governance structure is built on transparency, integrity, professionalism, commitment to values and high-level responsibility. The requirements for business operations and strategic realization of corporate goals are important in driving the effectiveness of governance system.

R.T. Briscoe has a business structure that accommodates strategies that enable every business component to achieve its goals and operate effectively. The integration of business focus is a major thrust in ensuring that strategic directions are defined through effective oversight, regulatory compliance, resource optimization and stakeholder engagements.

1.0 Business Evaluation and Oversight

R.T. Briscoe has consistently and continuously engaged various stakeholders and ensures that strategic directions are defined for its business. There is effective monitoring of the performance of the organization; and this is evident from the discussion of strategic and operational engagements. The Board, on regular basis, obtains reports from Heads of various Strategic Business Units. This is for information, decision making and for formulation of strategies and policies. The level of engagement also affords the board to gain deeper insight into transaction dynamics, risk exposures and compliance level of the organization.

The Board holds meeting regularly and strategy sessions to review its short and long-term goals. It also enables the system to understand the business realities and current challenges. The Management provides the Board with quarterly reports and at such times that may be required to take business decisions. The reports are usually focused on Financial performance, strategic and operational issues. This extends to assessment of operating environment, sectorial analysis, macro and micro-economic components that impact directly on business. The oversight function of the board is continuously being reiterated at al instances and meetings of stakeholders.

Key business issues which include business growth, finance, personnel and processes are considered to ensure optimum performance. The Corporate Governance assessment was contracted to an experienced Consultant who understand the nature of R.T. Briscoe's Business and also has the capacity to deploy resources in the assessment. The approach to the assessment and the reliability on the report is indicative of acceptable standards established by the Consultant. The Consultant was approved by the Board and a rigorous process was followed to arrive at its conclusions and representations.

The report of the Consultant has been presented to the Board and it was on authority to affirm that each board members performed their duties as required and expected of them. There was high level of professionalism, transparency and strong oversight over the business functions.

2.0 Board Quality and Composition

The Board of Directors of R.T. Briscoe consists of Seven (7) members and one (1) alternate Director who are considered to be competent, mentally & physically fit, honest, capable, trustworthy and professional. The composition is in consonance with regulatory standards and global best practices.

The Board of Directors of R.T. Briscoe carefully selects its selected committee and the exercise is considered fair and very rigorous. The selection of Board members takes cognizance of industry experience, local & international exposures, skills, business experience, background and diversity. The selection of both Executive and Non-Executive Directors takes cognizance of these components while considering the deliverables.

All members of the Board were subjected to enhanced due diligence and fit-for-service assessment prior to engagement. The orientation of Board members was professionally handled and settling-in was easy and commendable. There was no resignation nor retirement of Board members as at year ended 31 December 2022. The Board had continuous skills and competences improvements through various trainings and engagements.

There were five male and five female persons represented on the Board of Directors of R.T. Briscoe as at 31 December 2022.

3.0 Board Effectiveness & Performance

The Board of R.T. Briscoe has been effective in its performance and also strong in its oversight. The application of personal attributes and experience have significantly played out in decision making, standards of operations, designing strategies, promoting corporate culture and sustainability. The continuous engagements of the Board with regulators and various stakeholders have made the company achieve its goals. The board goes on annual retreat to adopt different strategies for the upcoming financial year. The strategies are debated keenly between the Executive Management and the Board. The board monitors the quarterly implementation of the proposed strategies and to ascertain if it has achieved the set target or there is a need to tweak the strategy in line with current economic realities.

3.1 Board Training & Development

Members of the Board and Management have periodic trainings targeted towards understanding emerging skills and competences in Governance and direction of the affairs of the company. The Board in 2022 approved two training sessions for its members in 2023.

The Induction program of new board members is considered as part of the training activities that R.T. Briscoe designs. The various Heads of Strategic Business Units also attended trainings (both locally and foreign) in 2022. The Board approved trainings and its budget for the management.

The Management Team also participated in Enterprise Risk Management trainings and Business Process Management trainings. The continuous learnings for Management Team is indicative of the organization's focus on enhancing overall organizational performance. The same culture of learning cuts across all the fibre and system of R.T. Briscoe. The commitment to learning has been tremendous.

4.0 Shareholders and Regulatory Engagements

R.T. Briscoe stakeholders' engagement is effective and driven by its leaders to ensure transparent and fair interactions. The board of R.T. Briscoe recognizes the importance and relevance of ensuring flow of information to its stakeholder in a complete, sufficient, adequate and timely manner. The company is committed to high level of disclosures and also exercise caution in its public engagement.

The engagement of shareholders, regulators and other entities is based on information management policy and culture. Information about the company are publicly made available through its investors' relation desk and its website (www.rtbriscoe.com). The company also maintains an open communication line (+2348093936657). The investors' relation portal on the website offers information about the company and access to other reports which may be valuable to the public.

The company's email address (briscoemail@rtbriscoe.com) is also opened to the public to receive information. R.T. Briscoe's quarterly results is made available to the Nigeria Stock Exchange, which in turn is made available to the public. The company maintains highest level of transparency in financial and non-financial dealings.

The subsidiaries also maintain emails and telephone contacts on its websites. The contacts are:

1	Briscoe Motors	08174590106	motors@rtbriscoe.com
2.	Briscoe Materials Handling	08174591881	briscoemail@rtbriscoe.com
3.	Briscoe ELGI	08174592302	elgisales@rtbriscoe.com
4.	Briscoe Properties	08174599334	briscoemail@rtbriscoe.com

The information about locations and business are also displayed on the website. Shareholders convene meetings in an open manner and in line with regulatory standards. The meetings enable attendants to discuss important issues relating to business and growth. Annual General Meetings are held as required by extant law and the Nigerian Stock Exchange rules. Adequate notice of meetings is communicated to various shareholders.

Where R.T. Briscoe deems important, it invites shareholders with up to 5% shareholding for an Extra Ordinary General Meeting.

The investors relations team is saddled with the responsibility to ensure that adequate information is passed to the relevant entities and key decisions are communicated to regulators and shareholders

5.0 Board Compositions

The Board is composed of six Non-Executive Directors and two Executive Directors. The various Directors belong to various committees.

Sir Sunday Nnamdi Nwosu (Chairman)
Sunny Nwosu is a Non- Executive Director and Chairman of the board of R.T. Briscoe. He joined the board in 2014. He is 70 years old, resides in Nigeria and belongs to boards of other companies. He is the founder and National Coordinator of the Independent Shareholders Association of Nigeria. He was formerly the chairman of the board's Financial Controls, Systems and Risks committee.

He has the first degree as his highest form of education. The fair notice period given for meetings helps his punctuality and he believes that the performance of the board in terms of directly and controlling the affairs of R.T. Briscoe is effective. All critical decisions or important session like the review and approval of budget, strategy sessions and the selection of new board members on the board is not taken without his input. R.T. Briscoe as a going concern is not threatened. He takes his decision on the board independently as he has no family on the board.

Mr. Bukola Oluseyi Onajide (Group Managing Director/Chief Executive Officer)
Mr. Bukola Oluseyi (Seyi) Onajide has served as Group Managing Director/Chief Executive Officer, Executive Director of R.T. Briscoe (Nigeria) Pc since January 2010. Between July 2009 and January 2010, he served as Managing Director Designate, Executive Director of the Company, and between April 2008 and July 2009, he served as Deputy Managing Director, Executive Director of the Company. He was Non-Executive Director of the Company between December 2004 and April 2008.

He started his accountancy training with the firm of Deloitte Haskins and Sells (now Akintola Williams Deloitte) and qualified as a Chartered Accountant in 1989. Prior to his joining the Company on July 1, 1998, he had worked with SCOA Nigeria PLC between 1990 and 1996, where he became the AGM, Finance and subsequently with Management Development Associates between 1996 and

1998, as a Management and Financial Consultant. He received a master's degree in Ausiness Administration from the University of Lagos in 1998. He has also attended various courses in Finance and Business Strategy at home and abroad including INSEAD in France. He is Fellow of the Institute of Chartered Accountants of Nigeria (ICAN). He is Member of the Business Strategy Committee, and Member of the Finance and Risks Management Committee of the Company.

Dr. Olorunfemi Abidemi Eguaikhide (Executive Director, Operations)
Dr. Eguaikhide is a 55-year-old Executive Director responsible for business operations. He holds a postgraduate diploma in Business Administration and an MBA in Marketing Management. Amongst others, He is an Associate Member of the Chartered Institute of Personnel Management of Nigeria (MCIPM), Associate Member of the Nigerian Institute for Training and Development (AITD), Fellow of the Institute of Credit Administration (FICA)and a Fellow of the Institute of Corporate Administration of Nigeria. He has core experience in the areas of operations management., Sales and Marketing Management, Human Resources and Business Leadership. Prior to joining Briscoe, Dr. Eguaikhide worked with Genesis Group as DGM Human Resources and IT, General Manager HR & IT, General Manager and Chief Operations Manager at the Bridge Healthcare Company in 2010. He joined the Company as Group Head, Human Capital Development in 2012 and was appointed to manage the Briscoe-Ford unit in 2014 as General Manager. He was later appointed as Head of the Briscoe Motors unit in 2017 and Group Chief Operating Officer in September 2018. He was appointed a Director of the Company with effect from September 1, 2019. He obtained his Doctorate degree in December 2021. He was born on March 28, 1968.

Mr. Akin Ajayi (Non-Executive Director)
Akintola Ajayi si a 61-year-old Non-Executive Director in R.T. Briscoe. He joined the board in 2009. He holds a Bachelor of Science in Economics. He is a member of some of the board committees in R.T. Briscoe, the chairman of the Audit committee, Business Strategy Committee and a member of the Financial Controls and Risks Management Committee. He is on the board of other private and public companies including a Non- Government Organization and has full understanding of the roles and responsibilities of a Director. He was Managing Director of Equity Bank Ltd. before its merger with Intercontinental Bank PLC in 2005 where he served as Executive Director from 2005 till his retirement from the Bank in 2008. He is currently the Chairman/ Chief Executive Officer of Libra Energy Services Ltd. He joined Briscoe as Non-Executive Director in 2009.

Alhaji Ali Safiyanu Madugu (Non-Executive Director)
Ali S. Madugu is a 56 year-old Non-Executive Director in R.T. Briscoe. He joined the Board in 2013. He has a PGD in Entrepreneurship and Venture Management and a MSc in Business Administration. He is a member of the Audit Committee, Governance Committee, and Business Strategy Committee. He belongs to the boards of other companies.

Mrs. Folasade Oluwatoyin Ogunde (Non-Executive Director)
Ogunde Folashade Oluwatoyin is an Independent Non-Executive Director in R.T. Briscoe. She is 60 years old and joined the board in 2017. She holds a BS in Economics from Obafemi Awolowo University in. Ile-Ife and also attended the General Management Program, Ashridge Business School, Berhamsted in the UK. She belongs to the board of some other companies in Nigeria. She attended the Board Orientation Programme in Montpellier, France in September 2018. She is a member of the board's committee for Business Strategy, and she is the Chairman of the Finance & Risks Management Committee. She has partaken in the company's business development, reviewing and approving budget and company's strategy session.

Ms. Adeola Adenike Ade-Ojo (Non-Executive Director)
Ms. Adeola Adenike Ade-Ojo has served as Non Executive Director of R.T. Briscoe (Nigeria) Plc since December 2004. She is a Fashion Designer. She received a Bachelors degree from the University of Miami in 1987, and a Master of Science degree in Finance from the University of Lagos in 1989. Ms. Ade-Ojo has served as Nigerian Representative in an international campaign by the United Nations World Food Program to raise money towards halving the number of hungry people in the world, particularly children. She is a Member of the Governance Committee of the Company. She is a member of the Board's Financial and Risks Management Committee of the Company.

Mrs. Aderemi Oluwatosin Akinsete-Chidi (Alternate Director to Ms. Adeola Ade-Ojo)
Mrs. Aderemi Akinsete-Chidi is the alternate Director to Ms. Adeola Adenike Ade-Ojo. She is a professional Banker and Chartered Pension Administrator with over 25 years' experience in the Banking and Sales and Service industry. She graduated with a B.Sc Accounting degree from the Oklahoma City University, USA in 1989 and did her post graduate studies in the Graduate School of Management of the University of Maryland in 1991. She started her banking career with the First American Bank USA in 1989 and has since served in various management positions in some Nigerian banks. She was appointed an Alternate Director in Briscoe with effect from April 10, 2017 and was also appointed the Chairperson of the Governance Committee in 2020. Mrs. Akinsete-Chidi was born on May 23, 1968.

6.0 Board Meetings and Attendance

The Board members are committed to the meetings upon notification by the secretariat.

The board meetings and attendance are as follows:

Member	Date of meeting 09.06.2022	Date of meeting 28.07.2022	Date of meeting 20.10.2022	Date of meeting 15.12.2022	Attendance in meetings
Sir Sunday Nwosu	P	P	P	P	4
Mr. Oluseyi Onajide	P	P	P	P	4
Dr. Olorunfemi Eguaikhide	P	P	P	P	4
Mr. Akin Ajayi	P	P	P	P	4
Ms. Adeola Ade-Ojo	P	P	P	P	4
Alhaji Ali Madugu	P	P	P	P	4
Mrs. Folashade Ogunde	P	P	P	P	4

7.0 Board Committee

The Board has four major committees; namely

1. Business Strategy Committee
2. Finance & Risks Management Committee
3. Governance Committee
4. Audit Committee

Each committee has at least 3 members and the chairman of each committee is a Non- Executive Director.

Nomination into each committee follows the following considerations.

i. Skills and competencies to perform on the committee .
ii. Previous experience or related experience is an advantage.
iii. Training on the roles of the committee.
iv. Physical and mental capabilities to deliver values on the role.

7.1 Board Strategy Committee

This committee is headed by Mr. Akin Ajayi as at 31 December 2022. It had 5 members including the Chairman of the committee.

The committee is saddled with the responsibility to

i. Design strategies for R.T Briscoe; and ensure its implementation.
ii. Advise the board on strategic initiatives which is required to drive business growth and development.
iii. Communicate company's strategies with various stakeholders and potential investors.
iv. Promote the culture of creativity for products and services.

Member	Date of meeting 08.06.2022	Date of meeting 06.12.2022	Attendance in meetings
Mr. Akin Ajayi	P	P	2
Mrs. Folashade Ogunde	P	P	2
Dr. Olorunfemi Eguaikhide	P	P	2
Mr. Oluseyi Onajide	P	P	2
Alhaji Ali Madugu	A	P	1

7.2 Finance & Risks Management Committee

This committee is chaired by Mrs. F. O. Ogunde as at 31 December 2022. There are 4 members in the committee.

The committee is empowered by the Board to

i. Oversee and address all risks and financial matters.
ii. Oversee budgets and financial performance of R.T. Briscoe.
iii. Ensure the audit of financial statements of R.T. Briscoe.
iv. Oversee risk assessment of the R.T. Briscoe with focus on Key Risks that impact performance of the organization.
v. Promote the culture of transparency, accountability and honesty in all financial dealings.
vi. Recommend to the Board, acquisition of assets, budget projections and financial performance on a periodic basis.
vii. Drive Capital management which includes but not limited to capital raising and profit distribution.
viii. Prevention of fraud or mismanagement through effective design and implementation of controls.

Member	Date of meeting 08.06.2022	Date of meeting 06.12.2022	Attendance in meetings
Mrs. Folashade Ogunde	P	P	2
Mr. Akin Ajayi	P	P	2
Mr. Oluseyi Onajide	P	P	2
Dr. Olorunfemi Eguaikhide	P	P	2
Ms. Adeola Ade-ojo	P	P	1

7.3 Governance Committee

The Governance committee of the board was headed by Mrs. Aderemi Akinsete-Chidi (Alternate Director to Ms. Adeola Ade-ojo as at 31 December 2022. The committee comprises 3 members.

The composition of the board was carefully considered due to the need to promote good leadership and strong oversight. The essence of the committee is to ensure that

i. The selection of the board members follows an approved standard and best practices.
ii. The development and knowledge acquisition of board members are highly considered to deliver values.
iii. Strong oversight is maintained across all business functions and units.
iv. Succession plans exist at all levels and effectively implemented.
v. Culture of the organization is preserved.

Member	Date of meeting 06.12.2022	Attendance in meetings
Ms. Adeola Ade-ojo	P	1
Mrs. Folashade Ogunde	P	1
Alhaji Ali Madugu	P	1

7.4 Audit Committee

R.T Briscoe has an Audit Committee comprising two directors and three shareholders. As at December 31, 2022, Mr. Akin Ajayi was the chairman of the committee.

The Audit Committee is empowered by the board to

i. Ensure compliance with regulatory and legal requirements of the company.
ii. Assessment of qualifications and independence of external auditors.
iii. Assessment of the performance of the company's internal auditor.
iv. Assist in the oversight and integrity of the company's financial statement.
v. Oversee management's processes for the identification of fraud risks across the company and putting adequate preventions, detection and reporting mechanisms in place.
vi. Discuss policies and strategies with respect to risk assessment and management.

Member	Date of meeting 09.06.2022	Date of meeting 28.07.2022	Date of meeting 20.10.2022	Date of meeting 15.12.2022	Attendance in meetings
Mr. Akin Ajayi	P	P	P	P	4
Mr. Kenneth N. Nwosu	P	P	P	P	4
Mr. Anthony K. Katchy	P	P	P	P	4
Mr. Adeniyi A. Adebisi	P	P	P	P	4
Alhaji Ali S. Madugu	P	P	P	P	4

R.T Briscoe shall continue to focus on long term social and environmental sustainability through ethical business practices that support the building of a comfortable society while contributing to a safe and viable environment. In the face of disruption and change, we are staying true to the values that have long guided the way we do business, that of respect for people and continuous improvement. As such the organization is committed to sound and responsible business practices, including the incorporation of environmental and social risk considerations into its business processes to ensure that the business activities have a positive impact on society and our environment.

R.T Briscoe has adopted Sustainability as a business strategy and opportunity for our future growth. As industry leaders, we are focused on implementing sustainability in the Nigerian automobile, industrial equipment and real estate industry, we are convinced on the need to extend our sustainability focus beyond industry regulation and to create a measurable framework that will contribute to a more sustainable planet and build limitless opportunities. We are confident that this can be achieved through a deliberate plan and commitment to sustainability values and responsible business practices.

For 65 Years, R.T. Briscoe has always seen itself as embedded in society; it is in our DNA to operate in harmony with nature and our communities. Our approach to business is built upon sustainability, reflecting our Guiding Principles. Our strategy is focused primarily on responsible business practices which drive our role in ensuring long term development through the provision of quality products and services to our esteemed customers.

The organization recognizes the irrefutable relationship between increasing the quality of life of people, the long-term sustainable growth of its business activities & operations and the environment where it operates. Hence, sustainable activities of the organization are woven around three cardinal guidelines as indicated below:

1. Responsible Institution
2. Sustainable Business growth
3. Community investments

A. RESPONSIBLE INSTITUTION:

The business priorities of the organization with regards to environmental, social and ethical issues are determined by the Board, (through the Board Governance, Strategy, Audit, Finance and Risk Management Committees) and also integrates the management and implementation of the Environmental and Social Risk Management policy into the business decisions. The Risk Management Framework (RMF) sets out the agenda for consistent and systematic management of risks at R.T. Briscoe. The risk assessment sheet has been continuously updated and enhanced to reflect current realities and mitigate against occurrence as well as guide towards efficient business decision making. The assessment is regularly modified to align with international best practice.

Employee engagement and wellbeing: Our success depends on having employees that are engaged and energized to pursue our vision. The organization is committed to the wellbeing of its employees through effective engagements such as: health trainings, competitive benefits, and adequate compensation to promote staff retention. As an equal opportunity employer, we are passionate about providing a safe and conducive work environment for all our employees. In line with the commitment to harnessing our employees' potential through continuous learning and development, Briscoe invested in various capacity building, Team Bonding and employee empowerment programmes focused on providing the required support, solutions, knowledge, and skills to meet the developmental needs of the work force. The immense engagement drive influenced the behaviour of the work force which resulted in enhanced work performance.

Gender, Diversity and Inclusion

In line with best practices, Briscoe offers equitable remuneration and capacity development opportunities for all regardless of gender, ethnicity, ideology or creed. The organization celebrates individuality and diversity and treats its workforce equally with respect, dignity and fairness. Briscoe also ensures that applications for employment by persons with disabilities are given utmost consideration. In the event that any staff member becomes physically challenged, appropriate training and counselling sessions will be organized to guarantee continuous employment with the organization as required.

Product safety and quality: Due to the nature of our businesses, quality, durability, and reliability are central to the brand values of any OEM we deal with. The safety of our customers is always of the highest priority. For our employees, Briscoe has been successful in achieving a safe and healthy working environment which is solely based on the shared responsibilities of its employees. Over the past 65 years, the organization has maintained an enviable Health, Safety and Environment (HSE), in line with the OEM guidelines. The organization is held accountable for the enforcement of the HSE framework which is cascaded to employees, customers, and other stakeholders on the premises.

Malaria and Other Serious Diseases

One of the organization's main goals is to ensure consistent improvement in the well-being of the workforce thereby ensuring that employees are fit mentally, physically, emotionally and are subsequently productive at optimal levels. Briscoe in partnership with the Health Management Organizations (HMO) operates a structure where employees are registered with hospitals under the insurance scheme to undertake various health management issues like malaria to other more serious ailments for them and their listed dependents.

Code of ethics

For R.T. Briscoe, Sustainability is necessary to attract and retain dedicated employees with a strong service mind-set for business continuity and long-term performance. The organization's core values which are the foundation for its culture as well as its procedures are described in the organization's Code of Conduct which focuses on areas of ethical risk. The Code which is attested annually by every employee, provides guidance to help employees recognize and deal with ethical issues, availing mechanisms for employees to report unethical conduct and foster a culture of honesty and accountability amongst its employees.

Human Rights

As a reputable organization, Briscoe aims to set a positive example of how to respect and promote human rights. Briscoe has fair recruitment practices that are nondiscriminatory, and the rights of the individual is demonstrated in accordance with the 1948 Universal Declaration of Human Rights (UDHR) as well as the International Labor Organizations (ILO) standards regarding child and forced labor, the rights to organize and bargain collectively, freedom of association, enhance social protection and strengthen dialogue on work-related issues.

Collaboration

Organizations sign up for Sustainability partnerships to attain greater accomplishments from such associations. Briscoe appreciates the importance of working jointly with well-meaning local or international institutions that promote environmentally and socially responsible economic development, while ensuring that its activities do not undermine the ability of future generations to meet their needs.

Environmental Responsibility
To reduce the carbon emission to the environment we operate in, we observe a strict scheduled diesel operation of our power generating sets. We are currently exploring alternative means of power supply to fully achieve this objective. The compliance to this has also helped to to reduce energy consumption and carbon emission. As an organization, we are also committed to reducing our carbon footprint by ensuring the use of recycled paper at the same time tracking printing costs and paper usage across all business units.

B. SUSTAINABLE ECONOMIC GROWTH

Briscoe generates significant economic value beyond our own profits; we sit at the heart of an ecosystem including our suppliers, non-profit partners, and our customers, both individual and organizations. The company has despite the current difficult business environment, particularly for a company like ours that deals with capital goods that are largely imported, been able to pay its employees regularly, significantly meet financial commitments and sustain its operational profitability since the successful completion of the business restructuring exercise in 2016. With the current trend in business performance of the Company, it is evident that our Company shall remain a going concern in the foreseeable future.

C. COMMUNITY INVESTMENTS

Corporate Social Responsibility
At R.T Briscoe Nig Plc, we believe that beyond the benefits of our business to society, we have a role to play that enable individuals, and communities reach their full potentials. Our commitment to this ideal thus runs just as deep as our passion for creating value and is driven by the belief that building a strong business and making the world a better place are essential ingredients for long-term success.

Consistent with our Sustainability and CSR plans, our interventions are driven by strategic focus and significant investments in Education, Health & Safety, Women & Youth Empowerment, Environment, Social infrastructure, Sports and Cultural & Civic Projects; six areas which are essential pillars to building a sustainable society. It is for this reason that we have fully integrated corporate social responsibility into our business model and continue to maintain a clearly defined CSR strategy focused on championing humanitarian causes and fostering initiatives that transform lives and communities.

In 2021, due to the slow recovery from the effects of the Pandemic, R.T. Briscoe focused only on the immediate environment in which the business is situated, Mushin Local Govt., by supporting the "Mushin Children's Arts and Culture Day", which was organized by the Martins Eyiyemi Jojolola Foundation and endorsed by the Ministry of Tourism, Arts and Culture and Lagos state Government. This program, which involved 77 public schools in Mushin local education district, was aimed at promoting the Nigerian culture which seems to be going to extinction in children today.

CUSTOMERS' COMPLAINTS

Customer engagement and satisfaction
We are a customer-focused organization. Our ongoing success depends on our customers being at the heart of all our decisions and activities so that they become R.T. Briscoe advocates for life.

To further close the gap between our service delivery and customer expectations, we carried out several reviews of our business processes and service standards to increase value creation and ensure a rewarding customer experience. The improvement is expected to continue, as Briscoe maintains a strong focus on surpassing customers' expectations while ensuring the swift resolution of customer complaints through prompt, impartial and fair investigations.

Complaint/Feedback Channels:
The organization dedicated channels for the receipt and processing of complaints include:

- A dedicated email- Customerservice@rtbriscoe.com
- Customer Service management Department
- Social media platforms including Twitter, Facebook and Facebook.
- Active website interactive Chat system (Talk.to).

Whistle Blowing Policy
The Company has a Whistle Blowing Policy which governs the procedure and provides a confidential channel by which employees, customers and other members of the public might report any concerns about wrongdoing or improper conduct within the Company to the Board of Directors or the Audit Committee. More details on this are contained on page 32 of the Annual Reports and Financials Statements.

GENERAL

Fellow Shareholders, once again, it is my utmost pleasure to welcome you to the Annual General Meeting of our Company for the 2022 financial year. I want to appreciate you all for your unwavering support for the Board and Management of the Company. Your confidence in us to reposition our Company for profitability has made the task a lot.

BUSINESS ENVIRONMENT

The year 2022 brought with it a mix of challenges for countries across the globe, including Nigeria. The Nigerian economy sustained post-COVID-19 growth momentum. However, it was lower than expected and led by the non-oil sector, while the oil sector remained in contraction, despite elevated global oil prices. Furthermore, economic expansion has not translated into improving socioeconomic conditions, such as poverty and inequality.

Looking at the inflation trend, on a year-on-year basis, the headline inflation rate was 5.72 points higher compared to the rate recorded in December 2021, which was 15.63%.

Prompted by rising food and fuel prices globally, among other stimulants, the naira recorded a depreciation of 10.2 percent in 2022.

In 2022, the naira depreciated rapidly against major global currencies such as the dollar, pound and euro. The situation took a toll on small businesses given their reliance on foreign exchange (FX) for various purposes.

From N560/$ at the end of December 2021 to N750/$ by mid-December 2022, Nigeria's currency depreciated by 33.9 percent in the parallel market within a year. Similarly, the naira devalued from N414/$ to N456.50/$ in the official market within the same period.

The headline purchasing manager's index (PMI) declined to 53.5 in January 2023 from 54.6 in December 2022 while the Nigerian GDP grew by 3.10% in 2022, compared with 3.40% a year earlier. Nigeria's GDP performance in the fourth quarter of 2022 was driven mainly by the services sector, which recorded a growth of 5.69 per cent and contributed 56.3 per cent to the aggregate GDP.

The Nigerian Exchange (NGX) Limited shares appreciated by **1.89 per cent** in the last trading session of 2022 as investors mopped up shares. This resulted in a positive position at the close of transactions as there were 27 price gainers and 17 price losers, indicating a strong investor sentiment. At the close of business, the All-Share Index (ASI) went up by 951.06 points to 51,251.06 points from 50,300.00 points, and the market capitalization jumped by N518 billion to N27.915 trillion from N27.397 trillion.

The yield for 2022 compares with that of last year, when **Nigerian stocks delivered 6.1 per cent or N471 billion**. It is now at least three years in a row that the Nigerian equity market will post positive returns, the biggest being 2020, when it yielded over 50 per cent as the best performing stock index in the world.

THE CURRENT FINANCIAL POSITION OF THE COMPANY

The Management of the Company has remained resolute in steering the affairs of the Company and returning it to profitability. Gradually, we are now much closer to the proverbial light at the end of the tunnel and its rays are much brighter. Despite the very challenging economic environment, the Company has sustained its operational profit for five consecutive years.

The Management of the Company has remained resolute in steering the affairs of the Company and returning it to profitability. Gradually, we are now much closer to the proverbial light at the end of the tunnel and its rays are much brighter. Despite the very challenging economic environment, the Company has sustained its operational profit for five consecutive years.

Thankfully, as I would explain in detail much later, the 2022 end year result was more than just an operational profit.

Management has continued to amicably engage the Asset Management Corporation of Nigeria ("AMCON") through the Receiver, Mr. Dele Oye. Despite our liquidity challenge, Management has made commendable effort to reduce the Company's exposure to the corporation.

As of date, we have remitted a total sum of about N1,100,000,000 (One Billion, One Hundred Million Naira Only) to AMCON in defrayment of the Company's indebtedness. There is also a clear pathway on how to offset the outstanding sum due to AMCON.

We have not relented in our drive to recapitalize the Company. Our Financial Advisers, Dunn Loren Merrifield ("DLM") have obtained the approval of the Securities and Exchange Commission ("SEC") to commence the operation of the R.T. Briscoe Savings and Investment Fund which will later be converted to the shares of the Company. Management and DLM are currently engaged in discussions on the marketing strategy for the fund. As soon as the prospectus is published, we shall commence the sales of units of the fund to the public, institutional investors and some select high net worth individuals who may wish to invest in R. T. Briscoe (Nigeria) PLC.

I wish to assure you that your Company remains viable and profitable. Our result for the first half of 2023, which has since been released to the public reveals that the Company's operational profitability for the past five years was not a fluke. The trend has become quite consistent. The Board and Management will ensure that this is sustained and improved upon.

RESULTS

Regardless of the numerous challenges that saturated the market, the company was able to record an encouraging performance. From the report, the group achieved a turnover of N17.9billion over the period against N11.9billion which was achieved in the year 2021, representing a turnover growth of 50.3%. This positive performance was due to various strategic initiatives of management which resulted in improved performance for the period.

Importantly, for the first time in many years, the group achieved a profit before tax of N245.9 million during the year.

I am pleased to inform you that R.T. Briscoe Nigeria Plc was recognized and adjudged by the highly reputed international financial publishing house- Financial Times as one of the sixty fastest growing companies in Africa, based on it compound annual growth rate in 2022.

CORPORATE GOVERNANCE

The Board currently has seven Directors comprising two Executive Directors, three Non-Executive Directors and three Independent Directors as against the maximum of ten provided in the Article of Association. The Board has intentions to reinforce its ranks by the appointment of additional Non- Executive Directors. This would however be done alongside the recapitalization of the Company in order to afford new investors adequate representation on the Board as Non-Executive Directors.

The Board had a total of four meetings in the course of the 2022 financial year. Each Committee of the Board also held meetings during the year.

Regardless of the numerous challenges that saturated the market, the company was able to record an encouraging performance. From the report, the group achieved a turnover of N17.9billion over the period against N11.9billion which was achieved in the year 2021, representing a turnover growth of 50.3%.

In accordance with Section 285 of the Companies and Allied Matters Act, 2020, Mr. Akin Ajayi, Ms. Adeola Adenike Ade-Ojo and Alhaji Ali Safiyanu Madugu retire by rotation and being eligible, offer themselves for re-election.

Your Board has recommended two Non-Executive Directors, Mr. Akin Ajayi and Alhaji Ali Safiyanu Madugu as its two representatives on the Audit Committee for the current financial year.

The Board confirmed the appointment of the erstwhile Acting Company Secretary, Mr. Michael Ibukun Olabode as the substantive Company Secretary with effect from October 20, 2022.

FUTURE BUSINESS PROSPECTS

As a business entity, we are aware that the start of a new government administration could have a direct impact on our business operations. Therefore, Management has identified that it is critical for our businesses to be well positioned and ready to be seen by potential customers.

This means having a strong marketing and communication strategy in place to engage with potential customers and build brand loyalty. Failing to be prepared and not having a strategy in place can result in missed opportunities and a loss of market share to competitors.

The rapidly changing landscape of the post-election period can be challenging for businesses, but those that are proactive and well prepared will have a significant advantage in capturing the attention of consumers and securing their business (for the next 8 years).

These economic indicators will have an implication for R.T. Briscoe Businesses given the strong correlation of our performance to macro-economic conditions.

Risks to the outlook are tilted to the downside. Poverty, food insecurity, rising food prices, and geopolitical tensions could dampen consumer sentiment and hinder growth. Risk to R.T. Briscoe is that the earnings could be affected negatively as a result of the increase in overhead expenses.

A substantial and frequent review of our business activities while adopting strategies and operating models to match the unprecedented developments of the global economic growth is expected to sustain the business on a growth trajectory.

Additionally, asides the newly commenced Material Handling Equipment Business with the Manitou Brand and the newly signed dealership agreement with a major player in the automobile industry, we have commenced property development in the just acquired land in Lekki Lagos which is already open to off-takers. This is scheduled to be completed by mid-year 2024.

Your Board remains optimistic that the commencement of the public offer for R.T. Briscoe Savings and Investment Funds and its other efforts towards a considerable reduction of the liabilities of our indebtedness to the banks would reposition the company for sustainable and profitable business activities.

The growth potential for the current business units is very promising with the right financial backing. It is on the strength of these that your board is very confident that the going concern of our Company is undoubted.

I wish you a pleasant AGM.

Sir Sunday Nnamdi Nwosu Kss, GCOA, FIoD, JP
Chairman

For the year ended 31 December 2022

The Directors present their annual report on the affairs of R.T. Briscoe (Nigeria) Plc ("the Company") and its subsidiaries ("the Group"), together with the financial statements and independent Auditor's report for the year ended 31 December 2022.

Legal form

The Company was incorporated in Nigeria as a private limited liability company on 9 March 1957 and was converted to a public limited liability company in 1973. The shares of the Company were listed on the Nigerian Stock Exchange on 15 March 1974.

Principal Activity and Business Review

The principal activities of the Company are sales and service of Toyota motor vehicles, technical equipment, including forklifts, industrial compressors, mining and drilling equipment, generating sets, facilities management, property development, project and estate management services.

The following is a summary of the principal activities of the subsidiaries of the Company:

Name	Principal activity	Direct & Indirect Shareholding %
Briscoe Properties Limited	Facility management, property development and sale and leasing of property.	100
Briscoe Technical Products and Services Limited	Trading of Industrial Equipment	100
Suites Resorts Limited	Shell Company	100
Briscoe Leasing Limited	Not Operational	100
Briscoe Material Handling	Not Operational	100
Briscoe-Ford Nigeria Limited	Not Operational	100
Briscoe Garages Limited	Not Operational	100

The financial results of these subsidiaries have been consolidated in these financial statements. The name of Briscoe-Elgi Equipment Nigeria Limited was changed to Briscoe Techinical Products and Services Limited with effect from May 10th, 2022.

Operating Results

The following is a summary of the Group and Company's operating results and accumulated loss:

	Group	Re-stated Group	Company	Re-stated Company
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Revenue	17,883,014	11,898,697	16,781,334	11,116,678
Results from operating activities	1,084,552	388,932	1,059,454	480,608
Net finance costs	(838,672)	(1,124,232)	(829,829)	(1,107,913)
Profit/(Loss) before income tax	245,880	(735,300)	229,625	(627,305)
Profit/(Loss) for the year after tax	123,354	(766,429)	112,287	(655,609)
Total comprehensive income/(loss) for the year	111,474	(770,327)	100,407	(659,507)
Accumulated loss, end of year	(12,167,953)	(12,279,427)	(12,306,988)	(12,407,395)

Directors and their interests

During the year under review, the Group was managed by a Board of seven Directors consisting of five non-Executive Directors which included the Chairman, and two Executive Directors comprising the Group Managing Director and Executive Director.

The Directors who served during the year and their interest in the shares of the Company as recorded in the Register of Members and/or as notified by the Directors for the purpose of Section 301 of the Companies and Allied Matters Act and as disclosed in accordance with Section 303 of that Companies and Allied Matters Act are as follows:

	Ordinary Shares of 50k each as at 31 December		Approval Date of Accounts
Direct Interest:	**2022**	**2021**	**8-Jun-23**
Sir Sunday Nnamdi Nwosu (Chairman)	21,927	10,873	21,927
Mr. Bukola Oluseyi Onajide (Managing Director)	648,000	648,000	648,000
Dr. Olorunfemi Abidemi Eguaikhide (Executive Director)	-	-	-
Ms. Adeola Adenike Ade Ojo	-	-	-
Mr. Akin Ajayi	50,000	50,000	50,000
Alhaji Ali Safiyanu Madugu, mni	-	-	-
Mrs. Folasade Oluwatoyin Ogunde	-	-	-
Indirect Interest:			
Ms. Adeola Adenike Ade Ojo (through Classic Motors)	97,200,000	97,200,000	97,200,000

Alternate Director

Mrs. Aderemi Oluwatosin Akinsete-Chidi served as alternate to Ms. Adeola Adenike Ade Ojo during the year ended 31 December 2022.

Directors' interest in contracts

In accordance with section 303 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.

Re-election of directors

In accordance with Section 285 of the Companies and Allied Matters Act, 2020, Mr. Akin Ajayi, Ms. Adeola Ade Ojo and Alhaji Ali Madugu retire by rotation and being eligible offer themselves for re-election.

Independent Non-Executive Directors

Three Independent Non-Executive Directors namely Sir Sunday Nnamdi Nwosu, Mrs. Folasade Oluwatoyin Ogunde and Alhaji Ali Safiyanu Madugu, mni served on the Board of the company during the year ended 31 December 2022. The independence of these Directors were ascertained in accordance with the provisions of the Nigerian Code of Corporate Governance 2018 which requires the Board to annually ascertain and confirm the continued independence of each Independent Non- Executive Director of the company.

An Independent Non-Executive Director is required by the Code to represent a strong independent voice on the Board, be independent in character and judgment and accordingly be free from such relationships or circumstances with the Company, its management, or substantial shareholders as may, or appear to, impair his or her ability to make independent judgment.

Diversity on the Board

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. The composition of the Board is based on a number of considerations which include but are not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments are based on merit, and candidates are considered against objective criteria, having due regard for the benefits of diversity on the Board.

For the year ended 31 December 2022

Frequency of Meetings
The table below shows the frequency of meetings of the Board of Directors, Board Committees, and members' attendance at these meetings, during the year ended 31 December 2022.

	Board of Directors	Audit Committee	Business Strategy Committee	Finance & Risks Management Committee	Governance Committee
Number of Meetings held	**4**	**4**	**2**	**2**	**1**
Sir Sunday Nnamdi Nwosu	4	N/A	N/A	N/A	N/A
Mr. Bukola Oluseyi Onajide	4	N/A	2	2	N/A
Dr. Olorunfemi Eguaikhide	4	N/A	2	2	N/A
Ms. Adeola Adenike Ade Ojo	4	N/A	N/A	2	1
Mr. Akin Ajayi	4	4	2	2	N/A
Alhaji Ali Safiyanu Madugu, mni	4	4	1	N/A	1
Mrs. Folasade Ogunde	4	N/A	2	2	1

N/A - Not applicable as the director is not a member of the committee.

The table below shows the dates that the meetings of the Board of Directors, Board Committees and the statutory Audit Committee of the company were held during the year ended 31 December 2022:

Dates of meetings

Board of Directors	Audit Committee	Business Strategy Committee	Finance & Risks Management Committee	Governance Committee
09.06.2022	08.06.2022	08.06.2022	09.06.2022	06.12.2022
28.07.2022	27.07.2022	06.12.2022	08.12.2022	-
20.10.2022	19.10.2022	-	-	-
15.12.2022	17.11.2022	-	-	-

The Board held a post-Annual General Board Meeting on October 20, 2022.

Beneficial ownership
According to the Register of Members as at 31 December 2022, the following shareholders held more than 5% of the issued share capital of the Company.

	Number of Ordinary Shares of 50k each			
	2022	2022 %	2021	2021 %
Mikeade Investment Limited	339,931,724	28.90	339,931,724	28.90
Classic Motors Limited	97,200,000	8.26	97,200,000	8.26
Nigerian public	739,220,332	62.84	739,220,332	62.84
	1,176,352,056	100.00	1,176,352,056	100.00

The analysis of distribution of shares of the Company as at 31 December 2022 was as follows:

Shareholding between:	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
1-100	748	1.72	42,490	0.00
101-500	2,845	6.56	841,075	0.07
501-1000	7,785	17.94	7,053,353	0.60
1001-2500	11,052	25.47	19,347,809	1.64
2,501-5,000	6,713	15.47	22,893,213	1.95
5,001-7,500	2,316	5.34	14,175,800	1.21
7,501-10,000	6,089	14.03	48,184,751	4.10
10,001-100,000	5,129	11.82	133,338,807	11.33
100,001-1,000,000	644	1.48	169,228,098	14.39
100,001 and above	77	0.18	761,246,660	64.71
	43,398	100	1,176,352,056	100

Free Float

The free float of the company is in full compliance with the minimum free float requirements of the Nigerian Exchange for the Main Board. The free float analysis of the issued and paid-up share capital of the company as at December 31, 2022 and June 8, 2023 when the consolidated financial statements for the year ended 31st December, 2022 were approved is as follows:

	No. of ordinary shares held as at June 8, 2023	% of ordinary shares held as at June 8, 2023	No. of ordinary shares held as at 31 December 2022	% of ordinary shares held as at 31 December 2022
Strategic Shareholding	437,131,724	37.16	437,131,724	37.16
Director's Direct Shareholding	713,251	0.06	719,927	0.06
Staff Schemes	13,255,923	1.13	13,255,923	1.13
Free Float	725,251,158	61.65	725,244,482	61.65
Total	1,176,352,056	100	1,176,352,056	100

Donations

The Group donated N250,000 (2021: N650,000) to the following charitable institution during the year: Rumukwurushi Town Council & Youth - N250,000

In accordance with Section 43(2) of CAMA 2020, the Group did not make any donation or gift to any political party, political association or for any political purpose in the course of the year under review

Subsequent events

There were no other significant subsequent events which could have had a material effect on the Group's and the Company's financial position as at 31 December, 2022 that have not been adequately provided for or disclosed in these financial statements. Refer to Note 37.

Distributors
There are no major distributors appointed to distribute the Company's products.

Suppliers
The Company's significant suppliers are Toyota Nigeria Limited, Toyota Material Handling Japan and ELGi Equipment Limited, India.

Acquisition of Company's own shares
The Company has no beneficial interest in any of its own shares and all shares are held as provided for in the Company's Articles of Association.

Share Capital history
The changes to the Company's share capital since incorporation are summarised below:

	Authorised Share Capital		Issued and Fully Paid Up		
Year	Increase '000	Cumulative '000	Increase N'000	Cumulative N'000	Consideration
1957	-	200	200	200	Cash
1963	200	400	-	200	Increase in authorised share capital
1964	-	400	200	400	Bonus
1972	1,600	2,000	-	400	Increase in authorised share capital
1973	-	2,000	800	1,200	Bonus
1974	-	2,000	800	2,000	Cash
1975	4,000	6,000	2,000	4,000	Bonus
1976	4,000	10,000	6,000	10,000	Bonus
1977	10,000	20,000	5,000	15,000	Bonus
1980	-	20,000	5,000	20,000	Bonus
1981	10,000	30,000	5,000	25,000	Bonus
1992	-	30,000	5,000	30,000	Bonus
1993	20,000	50,000	-	30,000	Increase in authorised share capital
1997	50,000	100,000	30,000	60,000	Rights Issue
2003	-	100,000	15,000	75,000	Bonus
2004	200,000	300,000	18,750	93,750	Bonus
2004	-	300,000	62,500	156,250	Rights Issue
2004	-	300,000	25,285	181,535	Public Offer
2007	-	300,000	45,384	226,919	Bonus
2008	-	300,000	56,730	283,650	Bonus
2009	-	300,000	56,730	340,380	Bonus
2010	300,000	600,000	68,076	408,426	Bonus
2011	1,400,000	2,000,000	81,691	490,147	Bonus
2012	-	2,000,000	98,029	588,177	Bonus
2014	1,250,000	3,250,000	-	588,177	Increase in authorised share capital

Employment and employees

a) Employment of physically challenged persons

The Group has no physically challenged persons in its employment. 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 is made to ensure that their employment with the Group continues and that appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of physically challenged persons should, as far as possible, be identical with that of other employees.

b) Health, safety and welfare at work

The Group invests its resources to ensure that the hygiene of its premises is of the highest standard. To this end, the Group has various forms of insurance policies, including company personal accident insurance to adequately secure and protect its employees.

c) Employee involvement and training

The Group places considerable value on the involvement of its employees and has a practice of keeping them informed on matters affecting them as employees and on the various factors affecting the performance of the Group. The Group has in-house training facilities complemented when and where necessary with additional facilities from educational institutions for the training of its employees.

Property, plant and equipment

Information relating to changes in property, plant and equipment is disclosed in Note 17 to the financial statements.

Audit Committee

Pursuant to section 404 (3) of the Companies and Allied Matters Act 2020, the Company has an Audit Committee comprising of two directors and three shareholders. Details of the members, frequency of meetings held and attendance of members are below:

	Attendance of members at meetings held in the year			
	08.06.2022	**27.07.2022**	**19.10.2022**	**17.11.2022**
Mr. Akin Ajayi (Chairman)	P	P	P	P
Mr. Kenneth Nnabike Nwosu	P	P	P	P
Alhaji Ali Safiyanu Madugu, mni	P	P	P	P
Mr. Adeniyi Araunsi Adebisi	P	P	P	P
Mr. Anthony Kanayo Katchy	P	P	P	P

***P - Present**

The functions of the Audit Committee are laid down in Section 404(7) of the Companies and Allied Matters Act, 2020.

Corporate Governance

The Board is responsible for the corporate governance of the Group. The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time, the financial status of the company and ensure that the financial statements comply with the Companies and Allied Matters Act, 2020. They are also responsible for safeguarding the assets of the Group by taking reasonable steps for the prevention and detection of fraud and other irregularities.

Committee	Membership	Status
Business Strategy	Mr. Akin Ajayi Mr. Bukola Oluseyi Onajide Alhaji Ali Safiyanu Madugu Mrs. Folasade Oluwatoyin Ogunde Dr. Olorunfemi Eguaikhide	Chairman Member Member Member Member
Governance	Ms. Adeola Adenike Ade-Ojo Alhaji Ali Safiyanu Madugu Mrs. Folasade Oluwatoyin Ogunde	Chairman Member Member
Finance & Risks Management	Mrs. Folasade Oluwatoyin Ogunde Mr. Bukola Oluseyi Onajide Mr. Akin Ajayi Ms. Adeola Adenike Ade-Ojo Dr. Olorunfemi Eguaikhide	Chairman Member Member Member Member

Appointment of Company Secretary
The Acting Company Secretary, Mr. Michael Olabode became the substantive Company Secretary with effect from October 20, 2022.

Compliance with the Code of Corporate Governance
During the year, the company complied with the Nigerian Code of Corporate Governance 2018 issued by the Financial Reporting Council of Nigeria.

Complaints Management Framework
The company has a Complaints Management Policy to handle and resolve complaints from shareholders, customers, business associates, employees, members of the public and other stakeholders. The details of the policy are hosted on the company's website.

Whistle Blowing Policy
The company also has a Whistle Blowing Policy which governs the procedure and provides for a confidential channel by which employees, customers and other members of the public might report any concerns about wrongdoing or improper conduct within the company to the Board of Directors or the Audit Committee. Reports by Whistle Blowers can be made in writing by email and addressed to whistleblowing@rtbriscoe.com or the personal emails of the Chairmen of the Committees as follows:

Chairperson, Governance Committee	-akinseteaderemi@hotmail.com
Chairman, Audit Committee	-akinajayi@yahoo.com
Chairperson, Finance and Risks Management Committee	-sadeogunde@ymail.com

Reports can also be made verbally either through telephone or in person. The following telephone lines should be used:

07056984101 - (Chairperson, Governance Committee)
08023037318 - (Chairman, Audit Committee)
09092154179 - (Chairperson, Finance & Risks Management Committee)

The details of the policy are hosted on the company's website.

Securities Trading Policy
The Board has a Securities Trading Policy which is applicable to all employees, directors, audit committee members and connected employees of auditors, consultants and contractors of the company and its subsidiaries. The terms of the policy are no less exacting than the standard set in the Listing Rules of The Nigerian Exchange. A copy of the policy is on the company's website.

Independent Auditors
Messrs. PKF Professional Services resigned their appointment as the External Auditors of the Company with effect from 4th October 2022 and Messrs. Crowe Dafinone were appointed by the Board to fill the casual vacancy created by the resignation and hold office until the conclusion of the next Annual General Meeting. A Resolution with special notice will be proposed at the next Annual General Meeting for the appointment of Messrs. Crowe Dafinone as the External Auditors of the Company in accordance with Section 401 of the Companies and Allied Matters Act, 2020. A Resolution will also be proposed authorising the Directors to determine their remuneration.

BY ORDER OF THE BOARD

Michael Olabode
FRC/2022/PRO/NBA/002/23356
Company Secretary
18, Fatai Atere Way, Matori Lagos, Nigeria
Dated: June 8, 2023

For the year ended 31 December 2022

In accordance with the provisions of the Companies and Allied Matters Act, 2020, the Directors are responsible for the preparation of consolidated and separate financial statements which give a true and fair view of the state of affairs of the Group at the end of the year and its profit or loss.

The responsibilities include ensuring that:

i. The Group keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Group and comply with the requirements of the Companies and Allied Matters Act, 2020.

ii. Appropriate and adequate internal controls are established to safeguard its assets and to prevent and detect fraud and other irregularities;

iii. The Group prepares its Consolidated and separate Consolidated and separate financial statements using suitable accounting policies supported by reasonable and prudent judgments and estimates that are consistently applied; and

iv. It is appropriate for the Consolidated and separate financial statements to be prepared on a going concern basis.

The Directors accept responsibility for the preparation of the Consolidated and separate financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates in accordance with the International Financial Reporting Standards; in compliance with the Financial Reporting Council Act No. 6, 2011 and in the manner required by the Companies and Allied Matters Act, 2020.

The Directors are of the opinion that the group Consolidated and separate financial statements give a true and fair view of the state of the financial affairs of the Group, in accordance with the International Financial Reporting Standards in compliance with the Financial Reporting Council of Nigeria Act, No 6, 2011 and in the manner required by Companies and Allied Matters Act, 2020.

The Directors further accept responsibility for the maintenance of adequate accounting records as required by the Companies and Allied Matters Act, 2020 and for such internal controls as the Directors determine is necessary to enable the preparation of Consolidated and separate financial statements that are free from material misstatements whether due to fraud or error.

Going Concern:

The Consolidated and separate financial statements have been prepared assuming the Group and company will continue as a going concern. Under the going concern assumption, an entity is ordinarily viewed as continuing in business for the near future with neither the intention nor the necessity of liquidation, ceasing trading or seeking protection from creditors pursuant to laws or regulations. In assessing whether the going concern assumption is appropriate, management takes into account all available information in the near future, in particular for the twelve months from the date of the Consolidated and separate financial statements.

As at 31 December 2022, the Group's current liabilities exceeded its current assets by N13.24 billion (2021: N13.38 billion) and the Company by N13.48 billion (2021 : N13.55 billion), while Group total liabilities exceeded its total assets by N8.0 billion (2021 : N8.11 billion) and the Company by N8.13 billion (2021 :N8.23 billion).

As a result of the losses incurred over the years, the shareholders' fund has been totally eroded to the tune of N8.0 billion and N8.1 billion deficit as at 31 December 2022 for the Group and Company respectively. These conditions, along with other matters set forth in Note 2.3, indicate the existence of a material uncertainty that may cast a doubt about the Company's ability to continue as a going concern.

The Directors however are optimistic about the successful resolution of the group's going concern issue. The group holding company has feasible strategy and plan to diversify activities and is reducing cost across the companies in the group. There are key performance indicators on cost monitoring and control. Restructuring of the Group's distribution network for cost effectiveness to increase dealers' margin and sales will bring back the Group to profitability in the near future.

Signed on behalf of the board of directors by:

Sir Sunday N. Nwosu (Chairman)
FRC/2014/IODN/00000006788
Dated: June 8, 2023

Mr. Oluseyi Onajide
FRC/2013/ICAN/00000002194
Dated: June 8, 2023

For the year ended 31 December 2022

Certification Pursuant to Section 405(1) of Companies and Allied Matter Act, 2020
Pursuant to S405(1) of the Company's and Allied Matters Act, 2020, we hereby confirm that the Chief Executive Officer and Chief Financial Officer of R.T. Briscoe (Nigeria) PLC have reviewed the audited financial statements and accept responsibility for the financial and other information within the annual report. The following certifications and disclosures regarding the true and fair view of the financial statements as well as the effectiveness of the Internal Controls established within the Group are hereby provided below:

Financial Information

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 represent, in all material respect, the financial condition and results of operation of the Group as of and for the period ended 31st December 2022.

Effective Internal Controls

a) Effective Internal Controls have been designed to ensure that material information relating to the company and its subsidiaries are made known by the relevant staff, particularly during the period in which the audited financial statement report is being prepared.

b) The effectiveness of the Group's Internal Controls have been evaluated within 90 days prior to 31st December 2022.

c) The Group's Internal Controls are effective as at 31st December 2022.

Disclosures

i. There were no significant deficiencies in the design or operation of Internal Controls which could adversely affect the Group's ability to record, process, summarize and report financial data.

   Furthermore, there were no identified material weaknesses in the Group's Internal Control systems

ii. There were no fraud events involving Senior Management or other employees who have a significant role in company's internal control

iii. There were no significant changes in internal controls or other factors that could significantly affect internal controls.

Mr. Oluseyi Onajide	Mr. Jubril Adetokunbo Shittu
Group Managing Director/CEO	Chief Financial Officer
FRC/2013/ICAN/00000002194	FRC/2013/ICAN/00000000728
Dated: 8 June 2023	Dated: 8 June 2023

For the year ended 31 December 2022

In compliance with the statutory provisions of Section 404(7) of the Companies and Allied Matters Act 2020, the Rules of the Nigerian Exchange and the Code of Corporate Governance 2018, the Members of the Audit Committee of R.T. Briscoe (Nigeria) PLC hereby report as follows:

i. The Committee met in exercise of its statutory functions under Section 404(7) of the Companies and Allied Matters Act, 2020 and we received the co-operation of the Management and Staff in the exercise of these responsibilities.

ii. We exercised due oversight over Management processes towards ensuring that the accounting and reporting policies of the Company are in accordance with legal requirements and ethical practices.

iii. We deliberated with the External Auditors and received confirmation that all necessary co-operation was received from Management and that they have issued a fair and objective report.

iv. We confirmed that the Company has an adequately resourced independent internal audit unit which discharges its responsibilities effectively.

v. We are satisfied from our deliberations and reports presented at meetings that Management is pursuing the Company's goals and objectives and is taking the necessary steps to preserve the status of the Company as a going concern, and also minimize the adverse impact of the outcomes of the Corona virus pandemic on the business activities and financial results of the company.

vi. In the course of the financial year, R.T. Briscoe (Nigeria) PLC recorded significant business transactions with Toyota Nigeria Limited which is its main supplier of Toyota vehicles and the sole authorized distributor of Toyota vehicles in Nigeria by the manufacturers, the Toyota Motor Corporation of Japan. R.T. Briscoe has a de facto common shareholder with Toyota Nigeria Limited who has controlling interests in R.T. Briscoe and therefore an interested person.

vii. We are satisfied that the methods or procedures for determining transaction prices between R.T. Briscoe (Nigeria) PLC and Toyota Nigeria Limited have not changed since the approval granted by shareholders at the last Annual General Meeting on 20 October, 2022; and the methods or procedures are sufficient to ensure that the transactions are carried out on normal commercial terms and are not prejudicial to the interests of the company and its minority shareholders.

Mr. Akin Ajayi
FRC/2013/MULTI/00000004485
Chairman
Dated: June 8, 2023

Members:
Mr. Akin Ajayi
Alhaji Ali Safiyanu Madugu, mni
Mr. Kenneth Nnabike Nwosu
Mr. Adeniyi Araunsi Adebisi
Mr. Anthony Kanayo Katchy

Crowe

Crowe Dafinone

15 Elsie Femi Pearse Street
Off Kofo Abayomi Street
Victoria Island
Lagos, Nigeria
+234 703 406 9471
+234 815 088 7019
01 6309324
info@crowe.ng
www.crowe.ng

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF
R. T. BRISCOE (NIGERIA) PLC

Opinion

We have audited the consolidated and separate financial statements of RT Briscoe (Nigeria) Ple ("the company") and its subsidiaries ("the group") which comprise, the consolidated and separate statements of financial position as at 31 December 2022, the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of the changes in equity, the consolidated and separate statements of cash flows for the year then ended, and the notes to the financial statements, which include a summary of the significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of the company and its subsidiaries as at 31$ December 2022, and of its consolidated and separate financial performance and its consolidated and separate cash flows from the year then ended and are in accordance with the International Financial Reporting Standards set out in the manner required by the Financial Reporting Council of Nigeria Act, 2011, the Companies and Allied Matters Acts 2020, the Investment and Securities Act together with the relevant guidelines and the listing requirements of the Nigerian Stock Exchange.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the consolidated and separate financial statements section of our report.

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

Independence

We are independent of the company and its subsidiaries in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code). We have fulfilled our ethical responsibilities in accordance with the IESBA Code.

Emphasis of matters

Material uncertainty relating to going concern

Without qualifying our opinion, we draw attention to page 9 of these consolidated and separate financial statements, which sets out that the statement of financial position as at 31st December 2022 discloses net liabilities of N 8.0 billion (2021: N 8.1 billion) for the group and N 8.1 billion (2021: N 8.2 billion) for the company. Included in these liabilities is N 12.1 billion (2021: N 11.5 billion) which relate to the amounts owed to various banks. The ability of the company to continue as a going concern is dependent on the settlement of these debts. We draw attention to note 2.3 of these financial statements which indicate the steps that have been taken by the management to return the company to profitability.

Crowe

Key audit matters

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

In addition to the matters described in the emphasis of matters section, we have determined the matters described below to be a key audit matter to be communicated in our report.

Key audit matter	***How our audit addressed the key audit matter***
(a) Revenue recognition The primary determinant and key performance indicators of performance is revenue generated given the nature of its business. The significance makes revenue a matter of focus in our audit. Refer to significant accounting policies (Note 4.10) and revenue on (Note 8) of the consolidated and separate financial statements.	We have reviewed the documentation and tested the accounting systems and internal controls pertaining to the processing and delivery of goods and services, the receipt and recording of the contractual income in respect of such revenue. The result of the tests provided sufficient evidence that reliance could be placed on such systems. We reviewed the accounting policies of the company in respect of the recognition and disclosure of the turnover derived through the principal activity to ensure the revenue recognised and disclosed gave a true and fair record of such revenue. We have also obtained written representation from management, particularly confirming that the override of the system by management did not occur. We have accordingly placed reliance on these systems. We carried out substantive tests in respect of the revenue and the trade receivables that existed as at the reporting date and obtained written confirmation from the related parties on the volume and value carried out through these related parties. We also confirm that the sales to related parties were at arm's length and all the revenues that was earned met the requirements of IFRS 15 and other relevant standards. We evaluated whether revenue transactions occurring both prior and post the year end date were recognised in the correct period. No evidence of any error or misstatement in respect of amounts disclosed as revenue or the related debts came to our notice.

Crowe

Key audit matter	*How our audit addressed the key audit matter*
(b) Impairment of trade receivables The company is exposed to credit risk arising from the company's receivables. The ECL model used in the calculation of any impairment for long-term overdue credits requires significant management judgments. Trade and other receivables are significant to this company as they account for about 28% of the total assets value and 61% of the current asset value. Refer to significant accounting policies (Note 4.7), and Trade and other receivables (Note 21) of the consolidated financial statements. The ECL model involves the application of considerable level of judgement and estimation in determining inputs which are derived from historical records obtained within and outside the group into a complex financial model. The Group considered the following in determining the inputs for the ECL model. • Determining criteria for assigning the Probability of Default rates (PO Rates). • Assessing the relationship between the quantitative factors such as defaults and qualitative factors such as macro-economic variables. • The Group incorporates forward-looking information in the model building process. • Factors incorporated in determining the Probability of Default (PO). • Factors considered in cash flow estimation including rate of recovery for customers.	We evaluated and tested the accounting principles underlying revenue recognition which form the basis for the recognition of trade receivables. We evaluated the model used to calculate the recoverable amounts to check if it complies with the requirements of IFRS 9 and if it is in agreement with our understanding of the client's business, the industry in which the Group operates, and the reasonableness of the assumptions used.

Crowe

Key audit matter	*How our audit addressed the key audit matter*
(c) Borrowings Bank overdrafts at 31st December 2022 stood at N12.1 billion (2021: N 11.5 billion). The company has not been able to repay the bank overdrafts, and this has led to winding up case by one of the banks. Included in these overdrafts, is an amount of N 4.6 billion, which was taken over by Assets Management Corporation of Nigeria (AMCON) in 2018. In 2021, AMCON restructured this indebtedness leading to a waiver of N 2.36 billion to the company. This amount has been recognised as deferred income in these financial statements. There are issues on penalty charges by the banks.	We reviewed pending legal winding-up cases against the company. We reviewed and ensured that accrued interest charges are not materially misstated; We reviewed bank overdrafts reconciliations noting outstanding reconciling items and how they were dealt with in the book; We reviewed the Agreements precedent to granting the waiver and Terms of Settlement withAMCON to ensure compliance.

Other matters

The amounts in respect of the year ended 31st December, 2021 which have been included in these financial statements as the comparative amounts were audited by Mess PKF Professional Services Chartered Accountants. Their report for the year dated 9th June, 2022 was unqualified.

Other information

The directors are responsible for the other information. The other information comprises the Directors' Report, Corporate Governance Report, Statement of Corporate Responsibility for Financial Reports, Statement of Directors' Responsibilities and Report of the Audit Committee, which we obtained prior to the date of this audit report, and Corporate Profile, Governance and Chairman's Statement which are expected to be made available to us after that date.

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

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

When we read the Corporate Profile, Governance and Chairman's Statement, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. We have nothing to report in this regard.

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Responsibilities of the directors and those charged with governance for the financial statements
The directors are responsible for the preparation of the consolidated and separate financial statements that give a true and fair view in accordance with the International Financial Reporting Standards in the manner required by the Financial Reporting Council of Nigeria Act, 2011 and the requirements of the Companies and Allied Mattes Act and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 consolidated and separate financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Crowe

- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

For the matters communicated to those charged with governance, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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

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

I) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

ii) the company and its subsidiaries have kept proper books of account, so far as appears from our examination of those books;

iii) the Group's consolidated and separate statement of financial position, and consolidated and separate statement of comprehensive income are in agreement with the books of account.

Lagos, Nigeria
8th June, 2023.

Igho Dafinone, FCA
RC/2012/ICAN/0000000622
Engagement Partner
For: Crowe Dafinone
Chartered Accountants

INSTITUTE OF CHARTERED ACCOUNTANTS OF NIGERIA
ICAN
0786245

Consolidated And Separate Statements Of Financial Position

As at 31 December 2022

			Re-stated		Re-stated
		The Group		The Company	
	Notes	**2022 N'000**	**2021 N'000**	**2022 N'000**	**2021 N'000**
Assets					
Non-current assets					
Property, plant and equipment	17	4,791,624	4,696,998	4,758,540	4,684,374
Investment property	25	-	91,611	-	-
Intangible assets	18	236	458	236	457
Other receivables	21	501,376	511,152	474,123	502,427
Defined benefit plan	30	-	7,331	-	7,331
Investment in subsidiaries	19	-	-	155,501	155,501
		5,293,236	5,307,550	5,388,400	5,350,090
Current assets					
Inventories	20	860,261	676,008	757,207	635,153
Inventories under development	20.1	108,091	-	-	-
Trade and other receivables	21	2,556,103	2,861,297	2,222,351	2,908,273
Other current assets	22	44,478	113,956	32,631	102,912
Cash and cash equivalents	23	382,129	235,879	342,485	162,863
		3,951,062	3,887,140	3,354,674	3,809,201
Total assets		9,244,298	9,194,690	8,743,074	9,159,291
Current liabilities					
Trade and other payables	31	2,444,212	2,522,777	2,112,772	2,644,321
Current tax payable	15.2	144,634	73,204	118,869	46,445
Bank overdraft	23.1	12,102,491	11,456,838	12,102,491	11,456,838
Deferred income	23.2	2,362,392	2,362,392	2,362,392	2,362,392
Borrowings	24	137,885	849,888	137,885	849,888
		17,191,614	17,265,099	16,834,409	17,359,884
Net current liabilities		(13,240,552)	(13,377,959)	(13,479,735)	(13,550,684)
Non-current liabilities					
Deferred tax liability	15.4.2	39,383	36,615	34,399	34,399
Defined benefit plan	30	8,850	-	8,850	-
Total non-current liabilities		48,233	36,615	43,249	34,399
Net liabilities		(7,995,550)	(8,107,024)	(8,134,585)	(8,234,992)
Equity					
Ordinary shares	26.2	588,177	588,177	588,177	588,177
Share premium	27	409,862	409,862	409,862	409,862
Revaluation reserves	28	3,174,364	3,174,364	3,174,364	3,174,364
Accumulated loss	29	(12,167,953)	(12,279,427)	(12,306,988)	(12,407,395)
Equity attributable to equity holder of the parent		(7,995,550)	(8,107,024)	(8,134,585)	(8,234,992)
Total equity		(7,995,550)	(8,107,024)	(8,134,585)	(8,234,992)

These consolidated and separate financial statements were approved by the Board of Directors on 8 June 2023 and signed on its behalf by:

Sir. Sunday Nnamdi Nwosu	Mr. Oluseyi Onajide	Mr. Jubril Adetokunbo Shittu
FRC/2014/IODN/00000006788	FRC/2013/ICAN/00000002194	FRC/2013/ICAN/00000000728
Chairman	Group Managing Director/CEO	Chief Financial Officer

The accompanying explanatory notes and statement of significant accounting policies form an integral part of these consolidated and separate financial statements.

Consolidated And Separate Statements Of Profit Or Loss And Other Comprehensive Income

For the year ended 31 December 2022

		The Group	Re-stated The Group	The Company	Re-stated The Company
	Notes	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Continuing operations					
Revenue	8	17,883,014	11,898,697	16,781,334	11,116,678
Cost of sales	9	(13,746,181)	(9,888,740)	(13,193,763)	(9,362,933)
Gross profit		4,136,833	2,009,957	3,587,571	1,753,745
Other income	10	322,005	129,297	419,072	205,096
Selling & Distribution expenses	12.4	(973,574)	(448,435)	(922,888)	(429,781)
Administrative expenses	12.4	(2,400,712)	(1,301,887)	(2,024,301)	(1,048,452)
Operating profit		1,084,552	388,932	1,059,454	480,608
Net finance costs	13	(838,672)	(1,124,232)	(829,829)	(1,107,913)
Profit/(Loss) before taxation		245,880	(735,300)	229,625	(627,305)
Tax expense	15.1	(122,526)	(31,129)	(117,338)	(28,304)
Profit/(loss) for the year from continuing operations		123,354	(766,429)	112,287	(655,609)
Other comprehensive income					
Items that will not be reclassified subsequently to profit or loss:					
Re-measurement loss on defined benefit plans	30.2	(11,880)	(3,898)	(11,880)	(3,898)
Revaluation gain on property, plant and equipment (Net of tax)	28	-	-	-	-
Other comprehensive income /(loss) for the year		(11,880)	(3,898)	(11,880)	(3,898)
Total comprehensive profit or (loss) for the year		111,474	(770,327)	100,407	(659,507)
Total Profit or (loss) attributable to:					
Equity holders of the parent		123,354	(766,429)	112,287	(655,609)
		123,354	(766,429)	112,287	(655,609)
Total comprehensive profit or (loss) attributable to:					
Equity holders of the parent		111,474	(770,327)	100,407	(659,507)
Profit / (Loss) for the year		111,474	(770,327)	100,407	(659,507)
Profit/ (Loss) per share from continuing operations:					
Basic/diluted profit / (loss) per share (Naira)	16	0.10	(0.65)	0.10	(0.56)

The accompanying explanatory notes and statement of significant accounting policies form an integral part of these consolidated and separate financial statements.

Consolidated Statement Of Changes In Equity

For the year ended 31 December 2022

	Issued share capital N'000	Share premium N'000	Accumulated Loss N'000	Revaluation reserves N'000	Total N'000
Attributable to equity holders of the Group					
At 1 January 2021 as previously stated	588,177	409,862	(14,451,078)	3,174,364	(10,278,675)
Prior-Year Adjustment	-	-	2,941,978	-	2,941,978
Loss for the year	-	-	(766,429)	-	(766,429)
Revaluation gain on property, plant and equipment	-	-	-	-	-
Re-measurement loss on defined benefit plans	-	-	(3,898)	-	(3,898)
Total comprehensive loss	-	-	(770,327)	-	(770,327)
At 31 December 2021	588,177	409,862	(12,279,427)	3,174,364	(8,107,024)
As at 1st January 2022 as restated	588,177	409,862	(12,279,427)	3,174,364	(8,107,024)
Profit for the year	-	-	123,354	-	123,354
Revaluation gain on property, plant and equipment	-	-	-	-	-
Re-measurement loss on defined benefit plans	-	-	(11,880)	-	(11,880)
Total comprehensive profit	-	-	111,474	-	111,474
At 31 December 2022	588,177	409,862	(12,167,953)	3,174,364	(7,995,550)

The accompanying explanatory notes and statement of significant accounting policies form an integral part of these consolidated and separate financial statements.

Company Statement Of Changes In Equity

For the year ended 31 December 2022

	Issued share capital N'000	Share premium N'000	Accumulated Loss N'000	Revaluation reserves N'000	Total N'000
Attributable to equity holders of the Company					
At 1 January 2021 as previously stated	588,177	409,862	(14,689,866)	3,174,364	(10,517,463)
Prior-Year Adjustment	-	-	2,941,978	-	2,941,978
Revaluation gain on property, plant and equipment	-	-	-	-	-
Loss for the year	-	-	(655,609)	-	(655,609)
Re-measurement loss on defined benefit plans	-	-	(3,898)	-	(3,898)
Total comprehensive loss	-	-	(659,507)	-	(659,507)
At 31 December 2021	588,177	409,862	(12,407,395)	3,174,364	(8,234,992)
At 1 January 2022 as restated	588,177	409,862	(12,407,395)	3,174,364	(8,234,992)
Revaluation gain on property, plant and equipment	-	-	-	-	-
Re-measurement loss on defined benefit plans	-	-	(11,880)	-	(11,880)
Profit for the year	-	-	112,287	-	112,287
Total comprehensive profit	-	-	100,407	-	100,407
At 31 December 2022	588,177	409,862	(12,306,988)	3,174,364	(8,134,585)

The accompanying explanatory notes and statement of significant accounting policies form an integral part of these consolidated and separate financial statements.

For the year ended 31 December 2022

	Notes	Group 2022 N'000	Group 2021 N'000	The Company 2022 N'000	The Company 2021 N'000
Cash flows from operating activities					
Profit / (Loss) for the year		123,354	(766,429)	112,287	(655,609)
Adjustment for:					
Depreciation of property, plant and equipment	17	59,552	51,205	50,346	38,773
Finance income	13.1	-	(25,383)	-	(41,702)
Finance cost	13.2	110,614	47,868	110,614	47,868
Profit on disposal of property, plant and equipment	10	(21,005)	(9,401)	(12,356)	(9,351)
Profit on disposal of investment property	10	(20,240)	(33,692)	-	-
Employee benefit plan charged	30	10,667	9,451	10,667	9,451
Amortisation of Investment properties	25	-	2,018	-	-
Adjustments on depreciation	17	-	(6,439)	-	175
Amortisation of Intangible assets	18	221	899	220	220
Return on planned assets	30	(5,039)	(3,399)	(5,039)	(3,399)
Adjustment for impairment of trade receivable	21.1	8,277	27,900	7,614	10,554
Impairment of investment in subsidiary	19	-	-	-	1,000
Income tax expenses	15	122,526	31,129	117,338	28,304
		388,927	(674,273)	391,691	(573,716)
Changes in:					
Increase in inventories		(184,253)	(67,732)	(122,054)	(89,816)
Increase in inventories under development		(108,091)	-	-	-
Decrease / (increase) in trade receivables		296,920	(704,463)	678,310	(859,122)
Increase /decrease in other receivable		9,776	(12,081)	28,304	(12,080)
Decrease / (increase) in other current assets		69,478	(75,494)	70,281	(75,157)
(Decrease) / increase in trade and other payables		(78,565)	882,394	(531,549)	1,127,500
Increase in deferred income		-	2,362,392	-	2,362,392
Cash used in operating activities		394,192	1,710,743	514,983	1,880,001
Movement in employee benefit plan	30	(1,327)	(4,035)	(1,327)	(4,035)
Income taxes paid	15.3	(48,328)	(17,541)	(44,915)	(16,795)
Net cash used in operating activities		344,537	1,689,167	468,741	1,859,171
Purchase of property plant and equipment	17	(153,821)	(26,948)	(124,511)	(22,952)
Proceeds from sale of investment property		124,500	187,264	-	-
Proceeds from sale of property, plant and equipment		21,005	105,348	12,356	105,296
Addition to investment property		(13,008)	-	-	-
Net cash from investing activities		(21,324)	265,664	(112,155)	82,344
Finance cost	13.2	(110,614)	(47,868)	(110,614)	(47,868)
Finance income	13.1	-	25,383	-	41,702
Movement in LPO financing facility	24	(712,003)	363,758	(712,003)	363,758
Net cash from financing activities		(822,617)	341,273	(822,617)	357,592
Net decrease in cash and cash equivalents		(499,404)	2,296,104	(466,031)	2,299,107
Cash and cash equivalents at 1 January		(11,220,959)	(13,517,063)	(11,293,975)	(13,593,082)
Cash and cash equivalents at 31 December	23	(11,720,362)	(11,220,959)	(11,760,006)	(11,293,975)

The accompanying explanatory notes and statement of significant accounting policies form an integral part of these consolidated and separate financial statements.

1. The reporting entity

1.1. Legal form

R.T. Briscoe (Nigeria) PLC (the 'Company') is domiciled in Nigeria. The Company was incorporated in Nigeria as a limited liability company on 9 March 1957 and became a public limited liability company in 1973. The Company's registered office is at 18, Fatai Atere Way, Matori, Oshodi, Lagos State. This set of financial statements comprise the Company and its subsidiaries (collectively 'the Group' and individually 'Group companies').

1.2. Principal activity

The Group is primarily engaged in the sales and servicing of Toyota and Ford motor vehicles, technical equipment, including forklifts, industrial compressors, mining and drilling equipment and generating sets, facility management, property development and leasing of property.

2. Basis of preparation

2.1 Statement of compliance with IFRSs

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB), and in compliance with Financial Reporting Council of Nigeria Act No 6 2011. Additional information required by national regulations has been included where appropriate.

The consolidated financial statements comprise of the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of financial position, the statement of changes in equity, the consolidated statement of cashflows and notes to the financial statements.

2.2. Basis of measurement

The financial statements have been prepared in accordance with the going concern principle under the historical cost convention, except for financial instruments measured at fair value.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates, it also requires management to exercise its judgment in the process of applying the Group's accounting policies. Changes in assumptions may have a significant impact on the financial statements in the period the assumptions changed. Management believes that the underlying assumptions are appropriate and therefore the Group's financial statements present the financial position and results fairly.

2.3. Going concern status

As at 31 December 2022, the Group's current liabilities exceeded its current assets by N13.24 billion (2021 : N13.38 billion) and the Company by N13.48 billion (2021 : N13.55 billion), while Group total liabilities exceeded its total assets by N8.0 billion (2021 : N8.11 billion) and the Company by N8.13 billion (2021:N8.23 billion). As a result of the losses incurred over the years, the shareholders' fund has been totally eroded to the tune of N8.0 billion and N8.1 billion deficit as at 31 December 2022 for the Group and Company respectively. These conditions, along with other matters set forth below, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

2.3.1 Suit No. FHC/L/CR/780/2016 (winding up petition between Diamond Bank Plc v. R.T. Briscoe Nigeria Plc)

In 2016, one of the Company's bankers, Diamond Bank Nigeria Plc (DBN) petitioned the Federal High Court Lagos to wind up the company on the basis that the Company was unable to liquidate and/or offset the various facilities granted to it by the bank.

Simultaneous with the issuance of the petition aforesaid, the Bank applied for (and obtained) an Ex-parte order to restrain the Company from dealing with its properties and /or withdrawing any of its funds with the Bank and other financial institutions in Nigeria.

Upon service of the said order on the Company, the Company instructed the law firm of A.B.Sulu-Gambari & Co. to defend its interests and get the Ex-Parte Order vacated on the ground that the Company was servicing its debts till May 2016, a material fact which the Bank failed to disclose to the court in obtaining the order.

The firm applied to court on 22/06/2016 to set aside the Ex-Parte Order of 13/06/2016 as the Bank suppressed material facts in obtaining the said Order. The Application was heard on 08/07/2016 when the court ruled in the Company's favour and set aside the Ex-Parte Order for non-disclosure of material facts amongst others.

The Bank claims it is owed a total sum of N3,339,393,807.59 (Three Billion, Three Hundred and Thirty-Nine Million, Three Hundred and Ninety-Three Thousand, Eight Hundred and Seven Naira Fifty-Nine Kobo) by the Company.

Further to the above, other parties including United Bank for Africa, Guaranty Trust Bank, Polaris (Skye) Bank, First Bank, FSDH Merchant Bank and Federal Inland Revenue Service applied to the court as interested parties, alleging to be creditors to the Company for various amounts which are being disputed by the Company.

Petition for appointment of Liquidator/Receiver

In 2018, an application was placed before the court by First Bank of Nigeria Limited and Diamond Bank Nigeria Plc (DBN) for the appointment of a provisional liquidator and an Interim Official Receiver respectively. These applications were dismissed as lacking merit by the Federal High Court on 11 June 2018.

Status of the matter as of date

The Bank and the Company have filed their respective final written addresses. When the matter came up in court on 21/01/2019, the Judge informed the parties that he had been transferred to another Judicial Division consequent upon which the matter would start afresh before a new Judge.

The matter commenced before the new Judge and was set down for hearing of the petition and other applications on 04/06/2019, but the Court was unable to sit on the said date.

However, the Bank filed an Application dated 23/05/2019 seeking to discontinue the matter in its entirety. Although, the Company's legal team is not opposing the application, but a counter Affidavit on the ground that the proper order the court should make in the circumstances is that of dismissal of the petition and not striking out. The Firm further prayed the court to grant substantial costs of N50 million in favour of the Company.

Subsequently, one of the alleged creditors, Polaris Bank (formerly Skye Bank), filed an application dated 03/06/2019 seeking to be substituted as the Bank in place of Diamond Bank.

In response, Diamond Bank filed a counter Affidavit dated 18/06/2019 and Polaris Bank filed its reply on points of law dated 27/06/2019.

On October 15, 2019, the matter again came up before the Federal High Court sitting at Ikoyi. At this sitting of the court, Diamond Bank informed the court of its intention to withdraw its application to discontinue the petition. The matter was subsequently adjourned till November 2019 for the hearing of all pending applications.

The matter came up the in court on 28/11/2019 for hearing of all pending applications, Diamond Bank Nigeria Plc withdrew the aforesaid application to discontinue and subsequently moved the application for change of name from Diamond Bank to Access Bank.

The matter was adjourned to 21/01/2020 for hearing of the petition.

When the matter came up in January 2020, the court having heard the substantive winding up petition, adjourned the matter till February 27, 2020 for final judgement. Prior to the adjournment however, Asset Management Corporation of Nigeria (AMCON), having taken over the debts and liabilities of Polaris Bank (one of the creditors banks) had in exercise of its statutory powers appointed a Receiver for the company. AMCON through its Lawyer, filed an application in the Winding Up petition, praying the court to be joined as a party. This application was heard by the court on March 19, 2020, and adjourned till April 24, 2020 for ruling on AMCON's application to be joined as a party and/or judgment on the substantive petition. As at date we still await a date from the court for a ruling on this application.

2.3.2 **Suit No. I.D./3761/2018 (GTB Plc v. R.T. Briscoe Nigeria Limited)**

Guaranty Trust Bank Plc (''GTBank'') seeks to recover principally the sum of N185,274,562.54 (One Hundred and Eighty-Five Million, Two hundred and Seventy Four Thousand, Five Hundred and Sixty Two Naira, Fifty-Four Kobo) from R.T. Briscoe Nigeria Limited (''the Company''). In response, the Company has filed a complete Defence against the claim along with a counterclaim against GTBank to recover from GTBank for the sum of N3,096,943,226.00 (Three Billion, Ninety Six Million, Nine Hundred and Forty Three Thousand, Two Hundred and Twenty Six Naira).

Status of the matter as of date

The matter was reffered for mediation at the Multi Door Court House of Lagos, however all efforts to amicably resolve the impasse between parties did not yeild any positive result leading to the matter being sent back to the court. Following an application by the company's lawyers, the matter was struck out by the Lagos high court for lack of dilligent prosecution.

2.3.3 The above conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. In order to address this, the Directors have over the last couple of years commenced the implementation of a number of strategic measures aimed at returning the Company to profitability and a healthy financial position, some of which have started yielding positive results.

These measures are as follows:

Business Restructuring: Following the restructuring exercise carried out by the Board and Management of the company in 2017 meant to reposition the operating entities within the group for operational efficiencies, the group has continue to record commendable growth in turnover, with a Cummulative average growth rate CAGR of 36% recorded over the five years.

The group has also had five consecutive years of reporting operational profits from 2018 to 2022. Our various businesses' results have shown that with the right level of operating capital, they can deliver satisfactory returns as they continue to thrive under harsh circumstances.

It is also gratifying to note that our major suppliers, both local and foreign, have continued to reaffirm their confidence in the business prospects of our company through their staunch support. Despite the precarious position of the company, we still retain the dealership licenses of our Major Original Equipment suppliers – Toyota Nigeria Limited and Elgi Air Compressors in India which are the primary sources of our revenue earning potential and competitive advantage.

Recapitalisation: The Company has been actively exploring the raising of additional capital of N10billion pursuant to the approval by the shareholders at two separate AGMs in 2014 and subsequently in 2016, which authorized the Board to raise up to N10 billion by way of equity, debt capital or a combination of both to recapitalize the Company. To actualize this, the Directors retained the services of Lead Capital Plc as financial advisers, to identify potential investors and facilitate the recapitalization exercise.

Also, Messrs. Dunn Loren Merrifield Advisory Partners (DLM) was in 2019 engaged by the Directors as Investment Advisers, with the mandate to assist in the recapitalization drive. DLM has developed and recommended a rather innovative Recapitalization Scheme. The scheme involves the institution of a money market fund with a life span of about 12-18 months, where existing shareholders of the Company and other interested investors may subscribe to units of the offer by making single lump sum payment or commit to pay in instalments. A share conversion exercise involving the shares of the Company would subsequently be consummated after the termination of the fund.

We have reached a decisive stage in bringing to life this Special Purpose money market scheme, with the approval of the Security and Exchange Commission (SEC) obtained for the Fund, renamed as R.T. BRISCOE SAVINGS AND INVESTMENT FUND, with an initial offer of 1,000,000 units of N1,000.00 each amounting to N1 billion registered and approved by Security and Exchange Commission (SEC). We are now at the stage of commencing the marketing of the fund to prospective investors, which will be concluded within the third quarter of 2023. It is our conviction that this scheme will be successful and will lead to the recapitalisation of the company and enable us to refinance the company's existing debts, finance start-up of new businesses and enhance working capital.

Winding-Up Petition and Outstanding Debts: Diamond Bank PLC (now Access bank) instituted an action at the Federal High Court in Lagos for the winding up of the company based on our indebtedness to the bank. The case has been pending in Court since June 2016 due to the various interlocutory applications before the Court and several adjournments.

The matter had been set down for judgement but when it came up on March 19, 2020, the court was notified by lawyers representing AMCON that an application had been filed seeking to have AMCON joined as a party to the suit, Access Bank informed the court that it had filed a counter-affidavit in opposition to AMCON's application. FBN also informed the court that it had filed it's a counter-affidavit also opposing AMCON's application and seeking to be substituted as petitioner in the suit. The matter was subsequently adjourned to April 24, 2020. Due to the COVID 19 pandemic, we are yet to get any hearing notice from the court till date.

It is worthy of note that under the AMCON Act, no action, suit or proceedings, including any judgement enforcement proceeding can be commenced or maintained against a debtor company or the receiver or in relation to receiver's management of the affairs of the debtor company and all claims, actions, suits or proceedings, including judgement enforcement proceedings against the debtor company or receiver stands automatically suspended and stayed for one year; and at the expiration of the one year, for a further one year upon application to the court in this regard.

In the light of the above, the winding-up petition by Diamond Bank (now Access bank) and outstanding debts to other creditor banks no longer pose any immediate threat to the going concern status of the company.

Appointment of Receiver by AMCON: During the year ended 31 December 2021, Dele Oye, Esq appointed by Asset Management Corporation of Nigeria (AMCON), continued to act as the Receiver to the company, working hand in hand with the management and Board of the Company in the task of restoring the financial wellbeing of the company.

The Receiver has been able to use his clout to recover some significant sums of money in receivables, which were hitherto proving difficult, thereby helping the company's working capital to improve.

Negotiation with AMCON and other Creditor Banks for Balance Waiver: Following negotiations, the company in 2021 secured from AMCON a waiver of 57% of the balance owed to the Corporation, with an amount of N2billion payable over a two years' period agreed in full and final settlement of our liabilities to the Corporation. A Terms of Settlement in respect of this has been executed by the company and AMCON and fied in Court, as a consent judgement as required by one of the conditions precedents to the waiver, contained in AMCON's offer letter dated 9th September 2021.

Following this agreed waiver by AMCON, the Receiver has commenced negotiations with all the other creditor banks of the company for the same percentage waiver of the balances carried by them in their books. Progress is being made in this wise, and when concluded, this will automatically turn the Company's negative financial position to positive.

The future of our company lies in its ability to reposition itself and chart a differentiating course in the very competitive auto industry which currently accounts for over 70% of our business activities. We are currently also focusing on and developing our technical and real estate businesses which have shown promising prospects over the years but have had restricted growth due to limited working capital. Our company holds licenses for the assembling of motor vehicles and generators in Nigeria and in this regard, we are currently reinforcing our relationship with BYD, a global leader in electric automobiles, metro transportation and alternative energy with whom we recently executed a new MOU. The expected recapitalization of the company would give the needed impetus for the exponential growth of our various business activities.

2.3.4 The Directors believe that the above on-going actions and plans will be successful, and remain confident of the validity of the going concern assumption. Accordingly, the financial statements have been prepared on the basis of accounting policies applicable to a going concern.

2.4 Use of estimates and judgements

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates, it also requires management to exercise its judgment in the process of applying the group's accounting policies. Changes in assumptions may have a significant impact on the consolidated financial statements in the period the assumptions changed.

Management believes that the underlying assumptions are appropriate and therefore the group's consolidated financial statements present the financial position and results fairly.

2.5 **Functional and presentational currency**

The financial statements are presented in Naira, which is the Company's presentational currency. The financial statements are presented in the currency of the primary economic environment in which the Company operates (its functional currency).

3. Adoption of new and revised standards

3.1 **New and amended IFRS Standards that are effective for the current year**

In the current year, the Company has not apply any amendments to IFRS Standards and Interpretations issued by the International Accounting Standards Board (IASB) that are effective for an annual period that begins on or after 1 January 2023.

3.2 **New and revised IFRS Standards in issue but not yet effective (but allow early application) for the year ending 31 December 2022**

At the date of authorisation of these financial statements, the Company has not applied the following new and revised IFRS Standards that have been issued but are not yet effective:

- IFRS 17 (including the June 2020 amendments to IFRS 17) - Insurance Contracts
- Amendments to IFRS 10 and IAS 28 - Sale or Contribution of Assets between an Investor and its Associate OT Joint Venture.
- Amendments to IAS 1 - Classification of Liabilities as Current or Non-current.
- Amendments to IFRS 3 - Reference to the Conceptual Framework.
- Amendments to IAS 16 - Property, Plant and Equipment—Proceeds before Intended Use.
- Amendments to IAS 37 - Onerous Contracts — Cost of Fulfilling a Contract.
- Annual Improvements to IFRS Standards 2018-2020 Cycle - Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases, and IAS 41 Agriculture.
- Amendments to IAS 1 and IFRS Practice Statement 2 - Disclosure of Accounting Policies.
- Amendments to IAS 8 - Definition of Accounting Estimates.
- Amendments to IAS 12 - Deferred Tax related to Assets and Liabilities arising from a Single Transaction.

The Directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Company in future periods.

IFRS 17 Insurance contracts

IFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes IFRS 4 Insurance Contracts.

IFRS 17 outlines a general model, which is modified for insurance contracts with direct participation features, described as the variable fee approach. The general model is simplified if certain criteria are met by measuring the liability for remaining coverage using the premium allocation approach.

The general model uses current assumptions to estimate the amount, timing and uncertainty of future cash flows and it explicitly measures the cost of that uncertainty. It takes into account market interest rates and the impact of policyholders' options and guarantees.

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

IFRS 17 must be applied retrospectively unless impracticable, in which case the modified retrospective approach or the fair value approach is applied.

For the purpose of the transition requirements, the date of initial application is the start of the annual reporting period in which the entity first applies the Standard, and the transition date is the beginning of the period immediately preceding the date of initial application.

The Directors of the Company do not anticipate that the application of the amendments in the future will have an impact on the Company's financial statements.

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

The amendments to IFRS 10 and IAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent's profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The effective date of the amendments is yet to be set by the Board; however, earlier application of the amendments is permitted.

The Directors of the Company do not anticipate that the application of the amendments in the future will have an impact on the Company's financial statements.

Amendments to IAS 1 Presentation of Financial Statements — Classification of Liabilities as Current or Non- current

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

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

The amendments are applied retrospectively for annual periods beginning on or after 1 January 2023, with early application permitted.

The Directors of the company do not anticipate that the application of the amendments in the future will have an impact on the company's financial statements.

Amendments to IFRS 3 Business Combinations-Reference to the Conceptual Framework

The amendments update IFRS 3 so that it refers to the 2018 Conceptual Framework instead of the 1989 Framework. They also add to IFRS 3 a requirement that, for obligations within the scope of IAS 37, an acquirer applies IAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of IFRIC 21 Levies, the acquirer applies IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date.

Finally, the amendments add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The amendments are effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022. Early application is permitted if an entity also applies all other updated references (published together with the updated Conceptual Framework) at the same time or earlier.

The Directors of the Company do not anticipate that the application of the amendments in the future will have an impact on the Company's financial statements.

Amendments to IAS 16 - Property, Plant and Equipment-Proceeds before Intended Use

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

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

If not presented separately in the statement of comprehensive income, the financial statements shall disclose the amounts of proceeds and cost included in profit or loss that relate to items statement of comprehensive income include(s) such proceeds and cost.

The amendments are applied retrospectively, but only to items of property, plant and equipment that are brought to the location and condition necessary for them to be capable of operating in the manner intended by management on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments

The entity shall recognise the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the beginning of that earliest period presented.

The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted.

The Directors of the Company do not anticipate that the application of the amendments in the future will have an impact on the Company's financial statements.

Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets-Onerous Contracts -Cost of Fulfilling a Contract

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

The amendments apply to contracts for which the entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which the entity first applies the amendments. Comparatives are not restated. Instead, the entity shall recognise the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings or other component of equity, as appropriate, at the date of initial application.

The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted.

The Directors of the Company do not anticipate that the application of the amendments in the future will have an impact on the Company's financial statements.

Amendments to IAS 37 - Onerous Contracts - Cost of Fulfilling a Contract

The amendments specify that the cost of fulfilling a contract comprises the costs that relates directly to the contract. Cost that relates directly to a contract consists of both the incremental cost of fulfilling that contract. Examples would be direct labour or materials and allocation of other costs that relates directly to fulfilling the contract (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The amendments apply to contracts for which the entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which the entity first applies the amendment's. Comparatives are not restated. Instead, the entity shall recognize the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings or other components of equity, as appropriate, at the date of initial application.

The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted.

The Directors of the Company do not anticipate that the application of the amendment in the future will have an impact on the Company's financial statements.

Annual Improvements to IFRS Standards 2018-2020 - Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases, and IAS 41 Agriculture

The Annual Improvements include amendments to four Standards.

IFRS 1 First-time Adoption of International Financial Reporting Standards

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

The amendment is effective for annual periods beginning on or after 1 January 2022, with early application permitted.

IFRS 9 Financial Instruments

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

The amendment is applied prospectively to modifications and exchanges that occur on or after the date the entity first applies the amendment.

The amendment is effective for annual periods beginning on or after 1 January 2022, with early application permitted.

IFRS 16 Leases

The amendment removes the illustration of the reimbursement of leasehold improvements. As the amendment to IFRS 16 only regards an illustrative example, no effective date is stated.

IAS 41 Agriculture

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

The amendment is applied prospectively, i.e. for fair value measurements on or after the date an entity initially applies the amendment.

The amendment is effective for annual periods beginning on or after 1 January 2022, with earlier application permitted.

The Directors of the Company do not anticipate that the application of the amendments in the future will have an impact on the Company's financial statements.

Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements-Disclosure of Accounting Policies

The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term 'significant accounting policies' with 'material accounting policy information'.

Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

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

However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

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

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

The Directors of the Company do not anticipate that the application of the amendments in the future will have an impact on the Company's financial statements.

Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors -Definition of Accounting Estimates

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

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

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

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

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

The Directors of the Company do not anticipate that the application of the amendments in the future will have an impact on the Company's financial statements.

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

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

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

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

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

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

- A deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with:
- Right-of-use assets and lease liabilities
- Decommissioning, restoration and similar liabilities and the corresponding amounts recognised as part of the cost of the related asset

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

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

The Directors of the Company do not anticipate that the application of the amendments in the future will have an impact on the Company's financial statements.

4. Summary of significant accounting policies

The significant accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements, unless otherwise stated.

4.1. Basis of consolidation

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

i) Business combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group (see (a)(ii) below). The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment (see (f) below). Any gain on a bargain purchase is recognised in profit or loss immediately.

ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. Separate disclosure is made for non-controlling interest.

iii) Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

iv) Loss of control

On the loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non- controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost.

v) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated on consolidation.

4.2 Foreign currency transactions

Transactions in foreign currencies are translated and recorded in Naira at the actual exchange rates as of the dates of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into naira at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into Naira at the exchange rate when the fair value was determined. Non- monetary items that are measured on historical cost in foreign currency are translated using the exchange rate at the dates of the transactions Foreign currency differences are generally recognised in profit or loss.

4.3 Share capital

The Company has only one class of shares, ordinary shares. Ordinary shares are classified as share capital. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects. Where the Group or any member of the Group purchases the Group's share capital, the consideration paid is deducted from the shareholders' equity and held in a separate 'reserve for own shares' account until they are cancelled or disposed. Where such shares are subsequently sold or reissued, any consideration received is included in shareholders' equity.

Ordinary shares are classified as equity. When new shares are issued, they are recorded in share capital at their par value. The excess of the issue price over the par value is recorded in the share premium reserve. The use of the share premium account is governed by S.120(3) of CAMA. All ordinary shares rank equally with regard to the Company's residual assets. Holders of these shares are entitled to dividends as declared from time to time.

4.4 Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses except as indicated in note (iv) below. Cost includes expenditure that is directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the assets to a working condition for their intended use.

Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

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

ii) Derecognition of Property, plant and equipment

An item of property, plant and equipment is derecognized upon disposal or when the asset is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gains or losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income in profit or loss.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are recognised as a part of the cost of that asset.

(iii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. Ongoing repairs and maintenance are expensed as incurred.

iv) Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives, and is recognised in profit or loss. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

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

Leasehold land	-	Unlimited
Buildings	-	100 years
Plant & Machinery	-	6.7 years
Furniture & Fittings	-	6.7 years
I.T Equipment	-	3.3 years
Motor Vehicles	-	4 years

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate, with the effect of changes in estimate is accounted for on a prospective basis.

During the year, the Company reviewed the estimated useful life of its buildings to 100 years as against Leasehold period used in the comparative period, based an assessment carried out by a professional firm of structural engineers on one of its oldest buildings, in conjunction with Lagos State Material Testing Agency. This is also premised on the fact that Leasehold periods for lands upon which the buildings are sitting are considered unlimited. The new estimate has been applied prospectively inline with the provisions of IAS 8.

Capital work-in-progress is not depreciated. The attributable cost of each asset is transferred to the relevant asset category immediately the asset is available for use and depreciated accordingly.

(iv) Revaluation of Property plant and equipment

With effect from 31 December 2014, the Group adopted the revaluation model for its land and building asset category of its property plant and equipment. After recognition, land and building whose fair value can be measured reliably shall be carried at a revalued amount, being its fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations shall be made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period.

When an item of property, plant and equipment is revalued, the carrying amount of that asset is adjusted to the revalued amount. At the date of the revaluation, the accumulated depreciation is eliminated against the gross carrying amount of the asset.

- If an asset's carrying amount is increased, the increase shall be recognised in other comprehensive income and accumulated in equity in "revaluation surplus". However, the increase shall be recognised in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss.

- If an asset's carrying amount is decreased, the decrease shall be recognised in profit or loss. However, the decrease shall be recognised in other comprehensive income to the extent of any credit balance existing in the revaluation surplus in respect of that asset.

  The effects of taxes on income, if any, resulting from the revaluation of property, plant and equipment are recognised and disclosed as appropriate.

4.5. Intangible assets

(i) Recognition and measurement

Intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses.

ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

iii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated r esidual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss. The Company's intangible assets with finite useful lives comprise acquired computer software. The estimated useful lives for the current and comparative years is 5 years.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

An intangible asset is derecognized upon disposal or when the asset is permanently withdrawn from use and no future economic benefits are expected from the disposal.

4.6 Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of inventories includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. The basis of costing is as follows:

Motor Vehicles - Purchase cost on a specific item identification basis including transportation and clearing cost.

Spares and industrial equipment - Purchase cost on a weighted average basis including transportation and clearing costs.

Property Units - 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 property units. This would normally comprise expenditure incurred in acquiring the properties, production or conversion costs and other costs incurred in bringing them to their existing location and condition and are subsequently measured at the lower of cost and net realizable value.

4.7 Construction work in progress

Construction work-in-progress represents accumulated cost of ongoing real estate projects and is measured using the cost model on the basis of a valuation by an independent valuer. Borrowing costs that are directly attributable to work-in-progress and other directly attributable expenditure are capitalised to work in progress when it is probable that they will result in future economic benefits on completion of the project. To the extent that loans and borrowings are specifically used for the purpose of the work in progress, the amount of borrowing costs eligible for capitalisation is determined as the borrowing costs incurred on the loans and borrowings (measured at amortised cost) during the year less any investment income on the temporary investment of those borrowings.

4.8 Financial instruments

Financial instruments carried at state of financial position date include the loans and receivables, cash and cash equivalents and borrowings. Financial instruments are recognised initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs. Subsequent to initial recognition financial instruments are measured as described below:

4.8.1 Financial assets

The Company classifies its financial assets into the following categories: Financial assets at fair value through profit or loss, at fair value through OCI or at amortised cost. The classification is determined by management at initial recognition and depends on the purpose for which the investments were acquired.

a) **Financial assets at fair value through profit or loss**

A financial asset is classified into the 'financial assets at fair value through profit or loss' category at inception if acquired principally for the purpose of selling in the short term, if it forms part of a portfolio of financial assets in which there is evidence of short-term profit-taking, or if so designated by management. Derivatives are also classified as held for trading unless they are designated as hedges.

b) **Financial assets at fair value through other comprehensive income**

Financial assets are classified and measured at fair value through other comprehensive income if they are held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

c) **Financial assets carried at amortised cost**

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

- Significant financial difficulty of the issuer or debtor;
- A breach of contract, such as a default or delinquency in payments;
- It becoming probable that the issuer or debtor will enter bankruptcy or other financial reorganisation.

The disappearance of an active market for that financial asset because of financial difficulties; or observable data indicating that there is a measurable decrease in the estimated future cash flow from a group of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the group.

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant. If the group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

4.8.2 Derecognition of financial assets

Financial assets are derecognised when the right to receive cash flows from the financial assets has expired or where the company has transferred substantially all risks and rewards of ownership. Any interest in the transferred financial assets that is created or retained by the company is recognised as a separate asset or liability.

Financial liabilities are derecognised when the contractual obligations are discharged, cancelled or expire.

4.8.1.1 Impairment of financial assets

4.8.1.2 Overview of the ECL principles

The Company assesses on a forward looking basis the expected credit losses (ECL) associated with its trade receivables, equity instrument and other debt financial assets not held at FVPL, together with loan commitments and financial guarantee contracts, in this section all referred to as 'financial instruments'. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition.

The measurement of ECL reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, time value of money and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions. Equity instruments are not subject to impairment under IFRS 9.

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL).

For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

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

4.8.1.3 Credit-impaired financial assets

The Group considers a financial asset in default when contractual payments are 360 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt instruments carried at FVOCI are credit-impaired. Financial assets are 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:

- there is significant financial difficulty of a customer (potential bad debt indicator);
- there is a breach of contract, such as a default or delinquency in interest or principal payments;
- the Company, for economic or legal reasons relating to the Customer's financial difficulty, granting to the Customer a concession that the Company
- it becomes probable that a counterparty/Customer may enter bankruptcy or other financial reorganisation;
- there is the disappearance of an active market for a financial asset because of financial difficulties; or
- observable data indicates that there is a measurable decrease in the estimated future cash flows from a Company of financial assets.
- the financial asset is 360 days and above past due.

A trade receivable debt that has been renegotiated due to a deterioration in the Customer's financial condition is usually considered to be credit-impaired unless there is evidence that the risk of not receiving contractual cash flows has reduced significantly and there are no other indicators of impairment. In addition, a trade receivable that is overdue for 90 days or more is considered impaired.

4.8.1.4 Presentation of allowance for ECL

Trade receivable allowances for ECL are presented in the consolidated statement of financial position as follows:

- financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
- loan commitments and financial guarantee contracts: the loss allowance is recognised as a provision, and
- debt instruments measured at FVOCI: no loss allowance is recognised in the consolidated statement of financial position because the carrying amount of these assets is their fair value. However, the loss allowance is disclosed and is recognised in the fair value reserve.

4.8.1.5 Write-off

The Company writes off financial assets, in whole or part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include ceasing enforcement activity and where the Company's recovery method is foreclosing on collateral and the value of the collateral is such that there is no reasonable expectation of recovering in full.

4.8.2 Financial liabilities

4.8.2.1 Initial recognition and measurements

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

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

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

ii) Non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 or CGU.

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

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, 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.

4.9 Provisions and Contingent liabilities

Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. 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 the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Contingent liabilities

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

Contingent liabilities are only disclosed and not recognized as liabilities in the statement of financial position.

If the likelihood of an outflow of resources is remote, the possible obligation is neither a provision nor a contingent liability and no disclosure is made.

4.10 Employee benefits

i) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group 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.

ii) Post employment benefits

a. Defined contribution plans

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

In line with the provisions of the Pension Reform Act 2014, the Group has instituted a defined contribution pension scheme for its permanent staff. Staff contributions to the scheme are funded through payroll deductions while the Group/Company's contribution is recognised in profit or loss as employee benefit expense in the periods during which services are rendered by employees.

Employees contribute 8% of their Basic salary, Transport and Housing Allowances to the Fund on a monthly basis. The Group's contribution is 10% of each employee's Basic salary, Transport & Housing Allowances for all employees.

b. Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods, discounting that amount.

The discount rate is the yield at the reporting date on Federal Government bonds, that have maturity dates approximating the terms of the Group's obligations and that are denominated in the currency (Naira) in which the benefits are expected to be paid.

The calculation of the defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Group determines the net interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii) Long Service Award

The Group's instituted Long Service Awards scheme instituted for all permanent employees. The Group's obligations in respect of these schemes are the amount of future benefits that employees have earned in return for their service in the current and prior periods. The benefit is discounted to determine its present value. The discount rate is the yield at the reporting date on Federal Government of Nigeria issued bonds that have maturity dates approximating the term of the Company's obligation. The calculation is performed using the Projected Unit Credit method. Any actuarial gains and losses are recognized in profit or loss.

4.11 Revenue

Revenue comprises of the fair value of consideration received or receivable for the goods and services provided, net of value-added tax, rebates and discounts and after elimination of sales within the group.

i) Sale of goods

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of value added tax, sales returns, trade discounts and volume rebates.

Revenue is recognised when persuasive evidence exists that the significant risks and rewards of ownership have been transferred to the buyer, the sales price is agreed or determinable, recovery of the consideration is probable and there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. If it is probable that discount will be granted and the amount can be measured reliably, then the discount is recognised as a reduction of revenue as the sales are recognised.

Transfer of significant risk and rewards of ownership is determined to be transferred to the buyer at the point of delivery to the buyer. This corresponds generally to the delivery date on the sale to customers.

ii) Rendering of services

Revenue from rendering of services is recognised in profit or loss in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed with reference to surveys of work performed.

iii) Rental income

Revenue from property rentals is recognised in the profit or loss on a straight line basis.

4.12 Finance income and finance costs

Finance income comprises interest income on fixed deposits, loans to third parties. Finance income is recognized as it accrues in profit or loss, using the effective interest method.

Finance costs comprise interest expense on loans and borrowings, bank overdrafts and impairment losses recognised on financial assets.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

Foreign currency gains and losses on financial assets and financial liabilities are reported on a net basis as either finance income or finance cost depending on whether foreign currency movements are in a net gain or net loss position.

4.13 Statement of cash flows

The statement of cash flows is prepared using the indirect method. Changes in statement of financial position items that have not resulted in cash flows such as translation differences, fair value changes, equity- settled share-based payments and other non-cash items, have been eliminated for the purpose of preparing the statement. Dividends paid to ordinary shareholders are included in financing activities. Finance cost is also included in financing activities while finance income received is included in investing activities.

4.14 Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax 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.

i) Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Current tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

ii) Deferred tax

Deferred tax is recognised in profit or loss account except to the extent that it relates to a transaction that is recognised directly in equity. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the amount will be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax is recognized 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 recognized for the following temporary differences:

a. 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.
b. differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.
c. temporary differences arising on the initial recognition of goodwill.

iii) Tax exposures

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Company to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

iv) Minimum taxation

Minimum tax payable is calculated using the tax rate applicable based on certain parameters stipulated in the Nigerian tax law. Any amount by which this minimum amount payable exceeds company income tax is shown as minimum tax expense and presented separately in the statement of profit or loss and other comprehensive income.

4.15 Earnings per share

The Group/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, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held and for the effects of all dilutive potential ordinary shares, if any.

4.16 Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are reviewed regularly by the Company's Board of Directors (BOD) to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

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

Segment results, assets and liabilities, that are reported to the BOD includes items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

4.17 Dividends

Dividends are recognised as liability in the period they are declared.

Dividends which remained unclaimed for a period exceeding twelve (12) years from the date of declaration and which are no longer actionable by shareholders in accordance with Section 385 of Companies and Allied Matters Act of Nigeria are written back to retained earnings.

4.18 Leases

(i) Leased assets

Leases in terms of which the Group/Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

Other leases are operating leases and the leased assets are not recognized in the Group /Company's statement of financial position.

4.19 Related parties

Related parties include the holding company and other group entities. Directors, their close family members and any employee who is able to exert a significant influence on the operating policies of the Company are also considered to be related parties. Key management personnel are also regarded as related parties. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

5. Determination of fair values

A number of the Group/Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. See note 6 (g) for basis of determination of fair value for financial assets and liabilities. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

a) Trade and other receivables

Trade receivables are stated at fair value and subsequently measured at fair value through profit or loss, less provision for impairment. Impairment thereon are computed using the simplified IFRS 9 Expected Credit Loss (ECL) Model, where the receivables are aged and probability of default applied on each aged bracket. Trade receivables meet the definition of financial assets and the carrying amount of the trade receivables approximates their fair value.

6. Financial risk management and Financial instruments

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

- Credit risk
- Liquidity risk
- Market risk
- Operational risk.

This note presents information about the Group and Company's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these financial statements.

Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors has delegated the responsibility for developing and monitoring the Group's risk management policies to the management of the Group. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to controls. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the end of the reporting period was as follows:

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Trade and other receivables*	4,695,817	6,068,769	4,149,604	5,921,194
Cash and bank balances	382,129	235,879	342,485	162,863
	5,077,946	6,304,648	4,492,089	6,084,057

* Advance payments, with-holding tax and VAT receivables have been excluded as they are not financial instruments.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Group considers that it is not exposed to major concentration of credit risk in relation to the trade receivables. However, credit risk can arise in the event of non-performance of a counterparty. Purchase limits are established for each customer, which represents the maximum allowed open amount. These limits are reviewed bi-annually. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group only on a cash-and-carry basis.

The Group considers that the concentration of credit risk with respect to trade receivables is limited given that the Group grants a credit period of 30 to 45 days to selected customers, which mitigates the risk of default by customers. In addition, the Group tries to mitigate the credit risk by adopting specific control procedures, including regular assessment the credit worthiness of the counterparty and limiting the exposure to any one counterparty.

Deductions are made on a monthly basis from staff emoluments to recover any outstanding loan liabilities, and any other outstanding loan balance is deducted from an exiting employee's final entitlements. There has been no history of default in respect of amounts due from related companies as such amounts are always settled in full. Accordingly management does not consider any credit risk in respect of amount due from related parties.

The maximum exposure to credit risk for trade and other receivables at the reporting date was:

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Trade receivables	2,259,155	2,718,214	1,716,011	2,225,011
Staff loans and advance	11,855	11,007	2,836	9,757
Amounts due from related parties	-	36,677	-	441,061
Other receivables	2,424,807	3,302,871	2,430,757	3,245,365
	4,695,817	6,068,769	4,149,604	5,921,194
The ageing of trade and other receivables at the reporting date was:				
Not past due	1,868,823	1,353,627	1,347,839	1,705,957
Past due 91-180 days	300,032	56,445	356,615	52,066
Past due 181-360 days	620,659	36,238	383,657	26,872
Past due above 360 days	1,906,303	4,622,459	2,061,493	4,136,299
	4,695,817	6,068,769	4,149,604	5,921,194
The movement in the allowance for impairment in respect of trade receivables during the year was as follows:				
At 1 January	2,696,320	2,696,320	2,510,494	2,510,494
Provision no longer required	(1,058,644)	-	(1,057,364)	-
Addition in the year	663	-	-	-
Balance at 31 December	1,638,338	2,696,320	1,453,130	2,510,494

Cash and cash equivalents

The Company held cash and cash equivalents which represents its maximum credit exposure on these assets. The cash and cash equivalents are held with bank and financial institution counterparties, which are reputable and have a sound financial position.

(b) Liquidity risk

Liquidity risk is the risk that the Group and company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's and company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group and company has an appropriate liquidity risk management framework for the Group's and company's short, medium and long term liquidity requirements and makes monthly cash flow projections, which assists in monitoring cash flow requirements and optimizing cash return on investments.

Typically the credit terms with customers are more favourable compared to payment terms to its vendors in order to help provide sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements.

	Note	Carrying amount N'000	Contractual cash flows N'000	1 year or less N'000	1 to 2 years N'000
Group					
31 December 2022					
Non-derivative financial liabilities					
Trade and other payables*	31	2,444,212	2,444,212	2,444,212	-
Bank overdrafts	23	12,102,491	12,102,491	12,102,491	-
		14,546,703	14,546,703	14,546,703	-
31 December 2021					
Non-derivative financial liabilities					
Trade and other payables*	31	2,522,777	2,522,777	2,522,777	-
Bank overdrafts	23	11,456,838	11,456,838	11,456,838	-
		13,979,615	13,979,615	13,979,615	-
Company					
31 December 2022					
Non-derivative financial liabilities					
Trade and other payables*	31	2,112,772	2,112,772	2,112,772	-
Bank overdrafts	23	12,102,491	12,102,491	12,102,491	-
		14,215,263	14,215,263	14,215,263	-
31 December 2021					
Non-derivative financial liabilities					
Trade and other payables*	31	2,644,321	2,644,321	2,644,321	-
Bank overdrafts	23	11,456,838	11,456,838	11,456,838	-
		14,101,159	14,101,159	14,101,159	-

*Trade and other payables has been adjusted for statutory deductions like PAYE, VAT, WHT, ITF etc. It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

c) Market risk

The Group's activities expose it primarily to the financial risk of changes in foreign currency exchange rates and interest rates. There has been no change to the Group's exposure to market risks or the manner in which it is manages and measures the risk during the year.

i) Foreign currency risk

The Group is exposed to currency risk on sales and purchases that are denominated in a currency other than the functional currency of the Group, primarily the Naira. The currencies in which these transactions primarily are denominated are Euro, United States Dollar (USD), Japanese Yen (JPY) and United kingdom pound sterling (GBP). The currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to the changes in foreign exchange rates.

The Group's policy is to ensure that its net exposure in respect of monetary assets and liabilities denominated in foreign currencies are kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short term imbalances.

Exposure to currency risk

The summary of quantitative data about the Company's exposure to currency risk as reported to the Management of the Company based on its risk management policy was as follows:

	31-Dec-22				31-Dec-21			
	Euro	USD	JPY	SAR	Euro	USD	JPY	GBP
Amounts in thousands								
Trade and other receivables		16	-	-	9	1,132	11	-
Cash and cash equivalent	1	328	4	-	2	1,426	4	-
Trade and other payables	-19	(13)	-	-	(205)	(20)	-	(21)
Net exposure	(18)	331	4	-	(195)	2,538	15	(21)

The following significant exchange rates applied during the year:

	Average rate		Year end spot rate	
	2022	2021	2022	2021
Euro	794	641	478	641
United States Dollars (USD)	740	565	449	565
GBP	0	767	609	767
JPY	6	5	3	5
SAR	-	37	-	-

ii. Sensitivity analysis

A reasonable possible strengthening/ (weakening) of the Naira, as indicated below, against major foreign currencies would have affected the measurement of financial instruments denominated in foreign currency and (increased)/ decreased equity and profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest and inflation rates, remain constant and ignores any impact of forecast sales and purchases.

	(Increase)/decrease in profit or loss	
Effect in thousands of Naira	**2022**	**2021**
Euro (20% weakening of the Naira)	(2,724)	(24,921)
USD (20% weakening of the Naira)	49,001	130,639
GBP (20% weakening of the Naira)	-	-
Yen (20% weakening of the Naira)	5	15
ZAR (20% weakening of the Naira)	-	(155)

d) Interest rate risk

The Group adopts a policy of ensuring that its interest rates for its import finance facilities and commercial papers are at a fixed rate, as much as possible, other facilities are at variable rates.

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments was:

	Group Carrying Amount		Company Carrying Amount	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Variable rate instruments				
Bank overdrafts	12,102,491	11,456,838	12,102,491	11,456,838

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed financial assets and liabilities at fair value through profit or loss. Therefore a change in interest rates at the reporting date would not affect profit or loss.

e) Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Group's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risks arise from all of the Group's operations.

The Company's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Company's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to management. This responsibility is supported by the development of overall Company standards for the management of operational risk in the following areas:

- Documentation of processes, controls and procedures;
- Periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified by the risk management committee;
- Training and development of employees;
- Appropriate segregation of duties, including the independent authorization of transactions;
- Monitoring of compliance with regulatory and other legal requirements;
- Requirements for reporting of operational losses and proposed remedial action;
- Reconciliation and monitoring of transactions;
- Development, communication and monitoring of ethical and acceptable business practices;
- Risk mitigation, including insurance when this is effective;
- Monitoring of business process performance and development and implementation of improvement mechanisms thereof.

Compliance with the Company's standards, established procedures and controls is supported by periodic reviews undertaken by management. Deficiencies are discussed with management for corrective action with summaries submitted to Board of the Company.

f) Capital management

The Group's objectives, when managing capital, are to safeguard the Group's ability to continue as a going concern in order to provide returns for the shareholders and to maintain an optimal capital structure to reduce cost of capital. In order to maintain or adjust the capital structure, the Company or its subsidiaries may, among other things, issue new shares or convert debt to equity.

The debt to adjusted capital ratio at the end of the year was as follows:

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Total liabilities	17,239,847	17,301,714	16,877,658	17,394,283
Less: Cash and cash equivalents	(382,129)	(235,879)	(342,485)	(162,863)
Net debt	16,857,718	17,065,835	16,535,173	17,231,420
Total equity	(7,995,550)	(8,107,024)	(8,134,585)	(8,234,992)
Debt to adjusted capital ratio	(2)	(2)	(2)	(2)

Due to the position above, management is exploring various options as detailed in Note 2.3 to achieve a better debt to equity ratio.

g) **Accounting classification and fair values**

The analysis below shows the carrying amounts of financial assets and liabilities.

	Carrying amount		
	Loans and receivables N'000	Other financial liabilities N'000	Total N'000
Group			
31 December 2022			
Financial assets not measured at fair value			
Trade and other receivables	4,695,817	-	4,695,817
Cash and cash equivalents	382,129	-	382,129
	5,077,946	-	5,077,946
Financial liabilities not measured at fair value			
Trade and other payables	-	2,423,553	2,423,553
Bank overdrafts	-	12,102,491	12,102,491
Dividend payable	-	20,659	20,659
	-	14,546,703	14,546,703
31 December 2021			
Financial assets not measured at fair value			
Trade and other receivables	6,068,769	-	6,068,769
Cash and cash equivalents	235,879	-	235,879
	6,304,648	-	6,304,648
Financial liabilities not measured at fair value			
Trade and other payables	-	2,502,118	2,502,118
Bank overdrafts	-	11,456,838	11,456,838
Dividend payable	-	20,659	20,659
	-	13,979,615	13,979,615

	Carrying amount Loans and receivables N'000	Other financial liabilities N'000	Total N'000
Company			
31 December 2022			
Financial assets not measured at fair value			
Trade and other receivables	4,149,604	-	4,149,604
Cash and cash equivalents	342,485	-	342,485
	4,492,089	-	4,492,089
Financial liabilities not measured at fair value			
Trade and other payables	-	2,092,113	2,092,113
Bank overdrafts*	-	12,102,491	12,102,491
Dividend payable	-	20,659	20,659
	-	14,215,263	14,215,263

* Bank overdrafts represents overdue facilities from various banks which has been debited into the Company's current accounts.

	Loans and receivables N'000	Other financial liabilities N'000	Total N'000
Company			
31 December 2021			
Financial assets not measured at fair value			
Trade and other receivables	5,921,194	-	5,921,194
Cash and cash equivalents	162,863	-	162,863
	6,084,057	-	6,084,057
Financial liabilities not measured at fair value			
Trade and other payables	-	2,623,662	2,623,662
Bank overdrafts	-	11,456,838	11,456,838
Dividend payable	-	20,659	20,659
	-	14,101,159	14,101,159

Except as highlighted above, the fair value of all other financial instruments have not been disclosed because their carrying amounts are a reasonable approximation of fair values.

7. Segment Reporting

7.1. Basis of segmentation

The Group has the following strategic divisions, which are its reportable segments. These divisions offer different products and services, and are managed separately because they require different technology and marketing strategies.

The following summary describes the operations of each reportable segment:

Reportable segments	Operations
Motor Vehicles	Sale of Toyota & Ford Vehicles
Industrial equipment	Sale and marketing of industrial equipment
Aftersales service	Servicing and maintenance of vehicles
Property development	Facility Management, Development, sale and leasing of property.

The Group Chief Executive Officer (CEO) reviews the internal management reports of each division at least quarterly.

Information about reportable segments

	Segment Revenue N'000	Cost of sales N'000	Gross profit N'000
Group			
31 December 2022			
Motor vehicles and accessories	15,268,658	(12,864,182)	2,404,476
Industrial equipment	1,093,603	(621,788)	471,815
Aftersales services and parts	1,022,066	(16,390)	1,005,676
Property development and facility management	498,687	(243,821)	254,866
Total	17,883,014	(13,746,181)	4,136,833
Group			
31 December 2021			
Motor vehicles and accessories	7,759,718	(6,682,019)	1,077,699
Industrial equipment	2,631,222	(2,064,692)	566,530
Aftersales services and parts	1,090,783	(840,806)	249,977
Property development and facility management	416,974	(301,222)	115,752
Total	11,898,697	(9,888,740)	2,009,957
Company			
31 December 2022			
Motor vehicles and accessories	15,268,658	(12,863,870)	2,404,788
Industrial equipment	534,993	(313,503)	221,490
Aftersales services and parts	977,683	(16,390)	961,293
	16,781,334	(13,193,763)	3,587,571
Company			
31 December 2021			
Motor vehicles and accessories	7,759,718	(6,682,019)	1,077,699
Industrial equipment	2,246,580	(1,936,735)	309,845
Aftersales services and parts	1,110,380	(744,179)	366,201
	11,116,678	(9,362,933)	1,753,745

Assets and liabilities by reportable segments are not presented to the Chief Operating Decision Maker (Board of Directors) on a regular basis. Therefore, information on segment assets and liabilities has not been presented.

No customer provided up to 15% of the revenue generated by the Group/Company.

Geographical Information

Nigeria is the Group/Company's only geographical segment as all of the Group/Company's sales are made in Nigeria. Accordingly, no further geographical segment information is reported.

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
8. Revenue				
Sales of goods	17,032,816	11,255,134	16,474,206	10,906,674
Rendering of services	351,511	226,589	307,128	210,004
Sale of property units	37,694	23,190	-	-
Rents from investment properties	500	6,415	-	-
Facilities Management fees	362,808	304,702	-	-
Project Management fees	97,685	82,667	-	-
	17,883,014	11,898,697	16,781,334	11,116,678
9. Cost of sales				
Sales of goods				
Cost - Vehicles	12,212,187	6,682,019	12,212,187	6,682,019
Cost - Equipment	338,953	2,064,693	163,539	1,936,735
Cost - Parts	756,356	690,895	640,815	599,681
Pre - Delivery Expenses	86,409	24,612	86,409	24,612
Rendering of services				
Cost Serv - Sub Contract	91,943	122,613	74,301	117,380
Cost - Sundry	16,512	2,686	16,512	2,506
Sales of property and facility management	243,821	301,222	-	-
	13,746,181	9,888,740	13,193,763	9,362,933
10. Other income				
Rental Income	54,203	35,021	54,203	45,521
Insurance claim	1,422	1,074	-	679
Profit on disposal of property, plant and equipment	21,005	9,401	12,356	9,351
Provision no longer required	-	7,389	-	7,389
Profit on disposal of investment property	20,240	33,692	-	-
Withholding tax recovered	8,412	-	-	-
Gains on foreign exchange translations	195,753	5,582	195,983	5,522
Management service income (Note 10.1)	-	-	136,068	108,181
Sundry other income (Note 10.2)	20,970	37,138	20,462	28,453
	322,005	129,297	419,072	205,096

10.1 This represents group service fee charged by the holding company (R.T. Briscoe) to its subsidiaries according to the group's policy for the services enjoyed by the subsidiaries. This amount has been eliminated at group level.

10.2 This represents proceed from sale of scrap

For the year ended 31 December 2022

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
11. Selling and distribution expenses				
Selling and distribution expenses	973,574	448,435	922,888	429,781

11.1 This represents sales expenses, sales commission, advert in the media and exhibition and show.

	N'000	N'000	N'000	N'000
12. Expenses by nature				
Salaries and employee related costs (Note 12.1)	1,118,965	576,574	920,658	501,309
Cost of motor vehicles, accessories and parts	13,746,181	9,888,741	13,193,763	9,362,933
Selling and distribution expenses	973,574	448,435	922,888	429,781
Meeting expenses	16,715	17,321	14,515	15,121
Audit fees	15,050	10,000	8,063	5,000
Legal and professional fees	195,106	117,615	155,226	64,182
Donations	250	650	250	650
Depreciation	59,553	43,004	50,346	38,945
Amortisation	221	288	221	220
Director fees	800	762	800	762
Entertainment	24,581	9,585	22,442	7,948
Electricity, fuel and business premises	151,484	78,032	141,527	70,823
Foreign exchange loss	100,645	40,060	95,004	-
Insurance	29,244	25,039	23,320	20,209
Bank charges	19,112	11,147	16,437	8,318
Postages and stationeries	34,541	27,945	30,050	22,994
Impairment charge	7,614	27,795	7,614	12,528
Repairs and maintenance	131,403	108,670	120,989	100,643
Rent, Business Premises	60,246	29,021	38,547	25,111
Rate and taxes	106,073	7,521	105,840	7,190
Fees and fines	56	228	56	189
Registrar fees	7,819	5,913	7,819	5,913
Internet and subscriptions	23,177	16,363	22,269	15,144
Security and cleaning	44,440	38,965	43,447	38,026
Telephone expenses	10,936	7,333	7,515	6,385
Transport and travelling Expenses	149,946	63,593	116,127	53,689
Subscriptions to Organisations	9,663	4,510	8,465	3,300
Other expenses (Note 12.2)	83,072	33,952	66,754	23,849
	17,120,467	11,639,062	16,140,952	10,841,162

12.1. Salaries and employee related costs include the following:				
Basic salary	146,584	102,323	109,289	92,455
Leave allowance	16,944	11,752	12,346	10,817
House allowance	75,283	57,338	68,084	53,632
Transport allowance	53,954	45,186	48,688	42,109
Meal subsidy	10,973	9,161	9,889	8,563

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Staff Bonus & Incentives	160,085	17,054	159,339	16,256
Pension	24,085	20,362	21,710	18,824
Training	103,914	63,155	98,848	59,329
Gratuity expense	14,713	11,170	12,698	10,389
Industrial Training Fund	3,072	3,828	2,535	3,561
Medical Expenses - Admin	178,959	134,231	150,651	118,746
Directors Remuneration (Note 34.2)	78,650	39,810	78,650	38,535
Other staff expenses (12.3)	251,749	61,204	147,931	28,093
	1,118,965	576,574	920,658	501,309

12.2. Other expenses represent gifts, secretariat expenses, fees and fines etc.

12.3. Included in other staff expenses are tuition and training reimbursement, electricity/gas /telephone expenses and staff housing repair and maintenance expenses etc.

		2022 N'000	2021 N'000	2022 N'000	2021 N'000
12.4.	**Expense by function**				
	Cost of Sales	13,746,181	9,888,741	13,193,763	9,362,933
	Selling and distribution expenses	973,574	448,435	922,888	429,781
	Administrative expenses	2,400,712	1,301,887	2,024,301	1,048,452
		17,120,467	11,639,063	16,140,952	10,841,166
13.	**Net finance cost**				
13.1.	**Finance income**				
	Interest on inter-company borrowings	-	-	-	38,301
	Interest on bank deposits	4,439	3,572	4,439	3,401
	Interest on commercial paper	-	21,811	-	-
	Total Finance income	4,439	25,383	4,439	41,702
13.2.	**Finance costs**				
	Interest on bank overdrafts	(732,497)	(1,101,747)	(695,054)	(1,101,747)
	Interest on LPO Finance Facility	(110,614)	(47,868)	(110,614)	(47,868)
	Interest on inter-company borrowings	-	-	(28,600)	-
	Total finance cost	(843,111)	(1,149,615)	(834,268)	(1,149,615)
	Net finance costs	(838,672)	(1,124,232)	(829,829)	(1,107,913)

Interest income represents income earned on bank deposits while interest expense represents charges on various outstanding facilities utilised during the year. Interest on inter-company loan has been eliminated on consolidation.

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
14. Profit / (Loss) before income tax				
Profit/ (Loss) before income tax is stated after charging/(crediting) the following items:				
Depreciation of property, plant and equipment (Note 17)	59,194	51,205	50,346	38,773
Amortisation of intangible assets (Note 18)	221	899	220	220
Auditors' remuneration	15,050	10,000	8,063	5,000
Directors' remuneration	78,650	39,810	78,650	38,535
Personnel expenses (Note 12.1)	1,118,965	576,574	920,658	501,309
Rent and rates	60,246	43,659	-	-
Gain on disposal of property, plant and equipment	(21,005)	(9,401)	(12,356)	(9,351)

15. Tax expense

15.1. The tax charge/(credit) for the year has been computed after adjusting for certain items of expenditure and income, which are not deductible or chargeable for tax purposes, and comprises:

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Minimum Tax	88,360	30,425	85,940	28,304
Education Tax	31,387	-	31,387	-
Police Trust Fund levy	11	-	11	-
Deferred Tax charged	2,768	704	-	-
Total tax expense	122,526	31,129	117,338	28,304
15.2. Current tax payable				
At 1 January	73,204	60,320	46,445	34,936
Charge for the year:	119,758	30,425	117,339	28,304
Payments during the year	(20,024)	(746)	(16,611)	-
Withholding tax utilized**	(28,304)	(16,795)	(28,304)	(16,795)
At 31 December	144,634	73,204	118,869	46,445

15.3. **Withholding tax**

** As at year end, the Group and Company has withholding tax credit notes available for use in settlement of its tax liability. An amount of N28.3 million (2021: N16.8 million) for Group and N28.3 million (2021: N16.8 million) for Company has been utilised to offset tax liability. The Movement in withholding tax receivables is as follows:

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
At 1 January	933,023	949,818	1,087,661	1,104,456
Additions in the year	-	-	-	-
Withholding tax credit note utilised	(28,304)	(16,795)	(28,304)	(16,795)
At 31 December	904,719	933,023	1,059,357	1,087,661

15.4. Deferred taxation

15.4.1. Unrecognised deferred tax assets (Company)

Deferred tax assets have not been recognised in respect of the following items, because it was considered improbable that future taxable profit will be available against which the Company can use the benefits therefrom.

	2022 N'000	2021 N'000
Property, plant and equipment	1,217,083	1,217,083
Employee benefits	(2,199)	(2,199)
Impairment allowance on trade receivables	-	-
Unabsorbed capital allowance carry-forward	(221,923)	(221,923)
Gain on Disposal of PPE	2,805	2,805
Unrelieved tax losses carried forward	(4,239,639)	(4,239,639)
	(3,243,873)	(3,243,873)

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
15.4.2. Movement in deferred tax balances				
At 1 January	36,615	35,911	34,399	34,399
Deferred tax on revaluation surplus	-	-	-	-
Charged in the year	2,768	704	-	-
At 31 December	39,383	36,615	34,399	34,399
15.5. Income tax reconciliation				
Loss before taxation	245,880	(735,300)	229,625	(627,305)
Tax at Nigerian statutory income tax rate of 30% (2021 : 30%)	-	-	-	-
Non deductible expenses for tax purposes	-	-	-	-
Effect of minimum tax	88,360	30,425	-	28,304
Deferred tax effect	2,768	704	-	-
Tax relief	-	-	-	-
Education tax @ 2.5% of assessable profit	119,758	-	117,339	-
Recognised in profit or loss (Note 15.1)	210,886	31,129	117,339	28,304
	%	%	%	%
At the effective tax rate	1	(24)	2	(22)

		Group		Company	
		2022 N'000	2021 N'000	2022 N'000	2021 N'000
15.6	**Statement of profit or loss**				
	Accelerated depreciation for tax purpose	59,194	51,205	50,346	38,773
	Impairment of trade and other receivables	(1,638,338)	(2,696,320)	(1,453,130)	(2,510,494)
	Other comprehensive income:				
	Post-employment benefits	-	-	-	-
		(1,579,144)	(2,645,115)	(1,402,784)	(2,471,721)

16. Basic and diluted profit / (loss) per share

Basic/diluted profit or loss per share is calculated by dividing the loss for the year attributable to ordinary equity holders of the Group by the number of ordinary shares outstanding during the year. The following reflects the income and share data used in the basic earnings per share computation:

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Profit / (Loss) attributable to equity holders (Naira)	123,354	(766,429)	112,287	(655,609)
Number of shares issued	1,176,354	1,176,354	1,176,354	1,176,354
Basic/diluted profit or loss per share (Naira)	0.10	(0.65)	0.10	(0.56)

There have been no transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorisation of these financial statements.

17. Property, plant and equipment

17.1 The Group

	Freehold land N'000	Freehold building N'000	Motor vehicle and Transport equipment N'000	Plant and machinery, Furniture and fittings N'000	IT Equipment N'000	Work-in-progress N'000	Total N'000
Group							
Cost							
At 1 January 2021	3,893,612	1,512,233	520,883	544,055	194,992	132,041	6,797,816
Additions	-	-	-	4,183	21,487	1,278	26,948
Revaluation	-	-	-	-	-	-	-
Transfer	-	-	-	-	-	-	-
Adjustment	-	-	9	6,442	173	-	6,624
Reclassification	-	-	9,074	5,682	-	(14,756)	-
Write-offs	-	-	-	-	-		–
Disposals	(96,949)	-	-	-	-	-	(96,949)
At 31 December 2021	3,796,663	1,512,233	529,966	560,362	216,652	118,563	6,734,439

	Freehold land N'000	Freehold building N'000	Motor vehicle and Transport equipment N'000	Plant and machinery, Furniture and fittings N'000	IT Equipment N'000	Work-in-progress N'000	Total N'000
At 1 January 2022	3,796,663	1,512,233	529,966	560,362	216,652	118,563	6,734,439
Additions in the year	59,466	-	32,970	17,987	19,075	24,323	153,821
Reclassification	-	-	-	-	-	-	-
Write-offs	-	-	-	(17,301)	-	-	(17,301)
Disposals	-	-	(156,888)	-	-	-	(156,888)
At 31 December 2022	3,856,129	1,512,233	406,048	561,048	235,727	142,886	6,714,071
Depreciation							
At 1 January 2021	281,582	526,563	498,368	498,403	182,137	-	1,987,053
Adjustment	-	-	14	-	171	-	185
Charged for the year	-	14,353	8,076	19,723	9,053	-	51,205
Reclassification	-	-	-	-	-	-	-
Transfer	-	-	-	-	-	-	-
Write-offs	-	-	-	-	-	-	-
Disposals	(1,002)	-	-	-	-	-	(1,002)
At 31 December 2021	280,580	540,916	506,458	518,126	191,361	-	2,037,441
At 1 January 2022	280,580	540,916	506,458	518,126	191,361	-	2,037,441
Charged for the year	-	18,636	14,466	12,961	13,133	-	59,194
Write-offs	-	-	-	(17,301)	-	-	(17,301)
Disposals	-	-	(156,888)	-	-	-	(156,888)
At 31 December 2022	280,580	559,552	364,036	513,786	204,494	-	1,922,446
Net book value							
At 31 December 2022	3,575,549	952,681	42,012	47,262	31,233	142,886	4,791,624
At 31 December 2021	3,516,083	971,317	23,508	42,236	25,291	118,563	4,696,998

17.1.1 Land and Buildings of the company were revalued by Gbenga Olaniyan and Associates and the report was signed on behalf of Gbenga Olaniyan and Associates by Mr. Gbenga Olaniyan with (FRC/2013/00000000001837) on 30 December 2020. The valuation was carried out on current open market valuation basis.

17.1.2 The adjustment to property, plant and equipment represent correction of misstatement of accumulated depreciation in the prior year.

		N'000	N'000	N'000	N'000	N'000	N'000	N'000
17.2.	**The Company**							
	Cost							
	At 1 January 2021	3,893,612	1,512,233	343,815	488,752	176,174	132,041	6,546,627
	Adjustment	-	-	10	-	-	-	10
	Additions	-	-	-	4,042	17,632	1,278	22,952
	Revaluation	-	-	-	-	-	-	-
	Reclassification	-	-	9,073	5,683	-	(14,756)	-
	Transfer	-	-	-	-	-	-	-
	Disposals/write offs	(96,949)	-	-	-	-	-	(96,949)
	At 31 December 2021	3,796,663	1,512,233	352,898	498,477	193,806	118,563	6,472,640

	Freehold land N'000	Freehold building N'000	Motor vehicle and Transport equipment N'000	Plant and machinery, Furniture and fittings N'000	IT Equipment N'000	Work-in-progress N'000	Total N'000
At 1 January 2022	3,796,663	1,512,233	352,898	498,477	193,806	118,563	6,472,640
Additions	59,466	-	11,203	15,762	13,758	24,323	124,511
Revaluation	-	-	-	-	-	-	-
Reclassification	-	-	-	-	-	-	-
Disposals	-	-	(92,895)	-	-	-	(92,895)
At 31 December 2022	3,856,129	1,512,233	271,205	514,239	207,564	142,887	6,504,256
Accumulated depreciation and impairment							
At 1 January 2021	281,584	526,562	331,621	444,699	165,846	-	1,750,312
Adjustment	-	-	14	-	171	-	185
Reclassification	-	-	-	-	-	-	-
Transfer	-	-	-	-	-	-	-
Charged for the year	-	14,355	5,357	12,286	6,775	-	38,773
Disposals/write offs	(1,004)	-	-	-	-	-	(1,004)
At 31 December 2021	280,580	540,917	336,992	456,985	172,792	-	1,788,266
At 1 January 2022	280,580	540,917	336,992	456,985	172,792	-	1,788,266
Charged for the year	-	18,636	8,138	12,495	11,078	-	50,346
Disposals	-	-	(92,895)	-	-	-	(92,895)
At 31 December 2022	280,580	559,553	252,235	469,480	183,870	-	1,745,717
Net book value							
At 31 December 2022	3,575,549	952,680	18,971	44,759	23,694	142,887	4,758,540
At 31 December 2021	3,516,083	971,316	15,906	41,492	21,014	118,563	4,684,374

Revaluation of property, plant and equipment

17.2.1 Land and Buildings of the company were revalued by Gbenga Olaniyan and Associates and the report was signed on behalf of Gbenga Olaniyan and Associates by Mr. Gbenga Olaniyan with (FRC/2013/00000000001837) on 30 December 2020. The valuation was carried out on current open market valuation basis and it resulted in a fair value gain of N343.9 million which has been recognised in other comprehensive income net of tax.

17.2.2 The adjustment to property, plant and equipment represent correction of misstatement of accumulated depreciation in the prior year.

17.2.3 Assets written off relates to Generator that caught fire and got burnt in prior year.

17.2.4 Security

The Company provided negative pledges over its assets in respect of its term loans, import finance facilities and overdraft facilities with its bankers.

17.2.5 **Capital work in progress**

This majorly includes land and building under construction at Magboro (N118.6 million) and other WIP Assets.

17.2.6 **Capital commitments**

The Group and the Company had no authorised or contracted capital commitments at the reporting date.

17.3 **Depreciation of buildings**

The Company's leasehold land at 18 Fatai Atere road, Matori has a certificate of occupancy which expired in 2021, the building on the land is however depreciated over 100 years based on the assessment of useful life of the building carried out by a commissioned firm of Structural Engineers, People & Projects Limited, (whose Principal Partner, Engr. Stephen Adekunle's FRCN Number is FRCN/2019/00000018214) in conjunction with Lagos State Material Testing Agency, and the assumption that the lease on the land will be renewed by Lagos State Government upon the completion of the renewal process which is currently on-going.

18. Intangible assets

Intangible assets comprise computer software, the movement on the account for the year was as follows:

	Group N'000	Company N'000
Cost		
At 1 January 2021	56,169	50,115
Additions	-	-
At 31 December 2021	56,169	50,115
At 1 January 2022	56,169	50,115
Additions	-	-
At 31 December 2022	56,169	50,115
Accumulated amortisation		
At 1 January 2021	54,812	49,438
Charge for the year	899	220
Reclassification	-	-
At 31 December 2021	55,711	49,658
At 1 January 2022	55,711	49,658
Charge for the year	221	220
Reclassification	-	-
At 31 December 2022	55,932	49,879
Carrying amount		
At 31 December 2022	236	236
At 31 December 2021	458	457

The Company provided negative pledges over its assets in respect of its term loans, import finance facilities and overdraft facilities with its bankers.

	The Company 2022 N'000	2021 N'000
19. Investments in subsidiaries		
Briscoe Properties Limited	155,501	155,501
CAWS Technical Nigeria Limited	1,000	1,000
	156,501	156,501
Impairment of investment in subsidiary	(1,000)	(1,000)
At 31 December	155,501	155,501

		% of ownership	Company 2022 N'000	2021 N'000
19.1.	**Group structure**			
	Briscoe Properties Limited	100	155,501	155,501
	CAWS Technical Nigeria Limited	100	1,000	1,000
	Suite Resorts Limited	0.05	75	75
	Briscoe Leasing Limited*	100	2,000	2,000
	Briscoe Material Handling Limited*	100	10,000	10,000
	Briscoe-Ford Nigeria Limited*	100	10,000	10,000
	Briscoe Garages Limited*	100	1,000	1,000
	Impairment of investment in non-operational entities		(24,075)	(24,075)
			155,501	155,501

* This represents the investment in non-operational entities owned by the Company.

19.2. **Subsidiary undertakings**
All shares in subsidiary undertakings are ordinary shares.

Subsidiary	Principal activities	Country of incorporation	Percentage held	Statutory year end
Briscoe Properties Limited (Note 19.2.1)	Property development and facility management	Nigeria	100%	31 December
CAWS Technical Nigeria Limited (Note 19.2.2)	Sales and after sale service of compressors and generators	Nigeria	100%	31 December

19.2.1. **Briscoe Properties Limited**
Briscoe Properties Limited "the Company" was incorporated in Nigeria as a private limited liability company on 4 September 2003. The principal activities of the company are facility management, project management, property development, sale and leasing of property.

19.2.2. **Briscoe Technical Products and Services Nigeria Limited**
Caws Technical Nigeria Limited, was incorporated on 27 January 2014 in Nigeria as a private limited liability company. The principal activity of the Company are sales and after sale service of Elgi Compressor. The company commenced operations in June 2014 and changed its name to Briscoe Elgi Equipment Nigeria Limited effective 12 February 2021. The Company further changed its name to Briscoe Technical Products and Services Limited with effect from 10th of May 2022.

19.3 **Condensed results of consolidated entities**

The consolidated results of the consolidated entities of R.T Briscoe (Nigeria) Plc are shown in Note 19.3.1-4. The R.T Briscoe Group in the condensed results includes the results of the under listed entities:

Briscoe Properties Limited

CAWS Technical Nigeria Limited

Condensed results of consolidated entities
31 December 2022

		Parent - R.T. Briscoe (Nigeria) Plc	Briscoe Properties Limited	Briscoe Technical Product & Services	Total	Elimination	Group
		N'000	N'000	N'000	N'000	N'000	N'000
19.3.1	**Condensed statement of profit or loss**						
	Revenue	16,781,334	498,687	602,993	17,883,014	-	17,883,014
	Cost of sales	(13,193,763)	(359,548)	(308,477)	(13,861,788)	-	(13,861,788)
	Gross profit	3,587,571	139,139	294,516	4,021,226	-	4,021,226
	Other income	419,072	30,874	8,357	458,303	(136,068)	322,235
	Distribution costs	(922,888)	(1,114)	(49,571)	(973,573)	-	(973,573)
	Administrative expenses	(2,024,300)	(194,236)	(202,867)	(2,421,403)	136,068	(2,285,335)
	Operating profit/(loss)	1,059,455	(25,337)	50,435	1,084,553	-	1,084,553
	Net finance (expense)/income	(829,829)	28,600	(37,443)	(838,672)	-	(838,672)
	Profit before taxation	229,626	3,263	12,992	245,881	-	245,881
	Income tax expense	(117,338)	(5,188)	-	(122,526)	-	(122,526)
	Profit / (Loss) after taxation	112,288	(1,925)	12,992	123,354	-	123,354
19.3.2	**Condensed statement of financial**						
	Assets						
	Cash and cash equivalents	342,485	36,210	3,433	382,129	-	382,129
	Trade and other receivables	2,696,474	496,568	(70,959)	3,122,083	(64,604)	3,057,479
	Other current assets	32,631	52,554	6,124	91,309	(46,831)	44,478
	Inventories	757,207	108,091	176,151	1,041,449	(73,097)	968,352
	Property, plant and equipment	4,758,540	25,113	7,971	4,791,624	-	4,791,624
	Intangible assets	236	-	-	236	-	236
	Investment property	-	-	-	-	-	-
	Investment in subsidiary	155,501	-	-	155,501	(155,501)	-
	Total assets	8,743,074	718,536	122,720	9,584,330	(340,033)	9,244,298
	Liabilities and equity						
	Trade and other payables	2,112,772	197,792	246,700	2,557,264	(113,053)	2,444,212
	Current tax payable	118,869	2,265	33,575	154,709	(10,076)	144,634
	Bank Overdraft	12,102,491	-	-	12,102,491	-	12,102,491
	Defrred income	2,362,392	-	-	2,362,392	-	2,362,392

		Briscoe Parent - R.T. Briscoe (Nigeria) Plc N'000	Briscoe Properties Limited N'000	Technical Product & Services N'000	Total N'000	Elimination N'000	Group N'000
	Borrowings	137,885	-	-	137,885	-	137,885
	Deferred tax liability	34,399	4,459	525	39,383	-	39,383
	Defined benefit plan	8,850	-	-	8,850	-	8,850
	Equity and reserves	(8,134,585)	513,255	(158,079)	(7,779,409)	(216,137)	(7,995,550)
	Total liabilities and equity	8,743,073	717,771	122,721	9,583,565	(339,266)	9,244,298
	31 December 2021						
19.3.3.	**Condensed statement of profit or loss**						
	Revenue	11,116,678	416,974	422,617	11,956,269	(57,572)	11,898,697
	Cost of sales	(9,362,933)	(301,222)	(282,157)	(9,946,312)	57,572	(9,888,740)
	Gross profit	1,753,745	115,752	140,460	2,009,957	-	2,009,957
	Other income	205,096	34,619	8,264	247,979	(118,681)	129,298
	Distribution costs	(429,781)	(1,116)	(17,538)	(448,435)	-	(448,435)
	Administrative expenses	(1,048,452)	(164,956)	(208,161)	(1,421,569)	119,681	(1,301,888)
	Operating (loss)/ profit	480,608	(15,701)	(76,975)	387,932	1,000	388,932
	Net finance (expense)/income	(1,107,913)	21,811	(38,129)	(1,124,231)	-	(1,124,231)
	Loss before taxation	(627,305)	6,110	(115,104)	(736,299)	1,000	(735,299)
	Income tax expense	(28,304)	(1,747)	(1,078)	(31,129)	-	(31,129)
	Loss after taxation	(655,609)	4,363	(116,182)	(767,428)	1,000	(766,428)
19.3.4.	**Condensed statement of financial**						
	Assets						
	Non-current assets						
	Cash and cash equivalents	162,863	16,592	56,423	235,878	-	235,878
	Trade and other receivables	3,410,700	541,663	310,703	4,263,065	(890,617)	3,372,448
	Other financial assets	-	-	-	-	-	-
	Other current assets	102,912	5,512	5,531	113,955	-	113,955
	Defined benefit plan	7,331	-	-	7,331	-	7,331
	Inventories	635,153	18,163	95,789	749,105	(73,097)	676,008
	Property, plant and equipment	4,684,374	9,432	3,192	4,696,995	-	4,696,995
	Intangible assets	457	-	-	457	-	457
	Investment property	-	91,611	-	91,611	-	91,611
	Investment in subsidiary	155,501	-	-	155,501	(155,501)	-
	Total assets	9,159,291	682,973	471,638	10,313,898	(1,119,215)	9,194,683
	Liabilities and equity						
	Trade and other payables	2,644,321	165,130	606,325	3,415,776	(893,001)	2,522,776
	Current tax payable	46,445	974	35,860	83,279	(10,076)	73,203
	Bank Overdraft	11,456,838	-	-	11,456,838	-	11,456,838

	Parent - R.T. Briscoe (Nigeria) Plc N'000	Briscoe Properties Limited N'000	Briscoe Technical Product & Services N'000	Total N'000	Elimination N'000	Group N'000
Deferred income	2,362,392	-	-	2,362,392	-	2,362,392
Borrowings	849,888	-	-	849,888	-	849,888
Deferred tax liability	34,399	1,691	525	36,615	-	36,615
Equity and reserves	(8,234,992)	515,178	(171,072)	(7,890,887)	(216,138)	(8,107,025)
Total liabilities and equity	9,159,291	682,973	471,638	10,313,901	(1,119,215)	9,194,687

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
20. Inventories				
Motor vehicles, parts and accessories	331,174	260,132	364,321	293,279
Industrial equipment and parts	399,119	168,779	262,917	112,959
Service work in progress	34,404	33,345	34,405	15,182
Consumables	22,076	6,282	22,076	6,282
Goods in transit	73,488	207,470	73,488	207,451
	860,261	676,008	757,207	635,153
20.1 **Inventories under development**				
Cost capitalized	108,091	-	-	-

Inventories under development represent total costs to date on Jasmine Court, a Property development residential project of the subsidiary.

Inventories to the value of N968 million (2021 : N676 million) are carried at net realisable value. No amount is recognised as expenses in respect of write down of inventories to net realisable value.

The Company provided negative pledges over its assets in respect of its term loans, import finance facilities and overdraft facilities with its bankers.

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
21. Trade and other receivables				
Trade receivables	2,259,155	2,718,214	1,716,011	2,225,011
Other receivables	2,424,807	3,302,871	2,430,757	3,245,365
Staff loans and advance	11,855	11,007	2,836	9,757
Receivable from related parties (Note 32)	-	36,677	-	441,061
	4,695,817	6,068,769	4,149,604	5,921,194
Allowance for Impairments (Note 21.1)	(1,638,338)	(2,696,320)	(1,453,130)	(2,510,494)
	3,057,479	3,372,449	2,696,474	3,410,700

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Analysis of trade and other receivables				
Non-current***	501,376	511,152	474,123	502,427
Current	2,556,103	2,861,297	2,222,351	2,908,273
	3,057,479	3,372,449	2,696,474	3,410,700

***Non-current other receivables represent Withholding tax credit with Federal Inland Revenue Services that cannot be utilised for income tax payment purpose within the next 12 months.

The Group's exposure to credit and currency risks, and impairment losses related to trade and other receivables is disclosed in Note 6.

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
21.1. Allowance for Impairments				
At 1 January	2,696,320	2,696,320	2,510,494	2,510,494
Provision no longer required	(1,058,644)	-	(1,057,364)	-
Addition in the year	663	-	-	-
At 31 December	1,638,338	2,696,320	1,453,130	2,510,494

Impairment loss represents an impairment of the Company's trade and other receivables that are either considered irrecoverable or doubtful of recovery. These balances relate to customer balances, VAT receivables, VAT input and withholding tax receivables outstanding from customers.

	Gross N'000	Impairment N'000	Carrying amount N'000	Gross N'000	Carrying Impairment N'000	amount N'000
As at 31 December, the ageing analysis of trade receivables is as follows:						
Not past due	1,868,823	-557	1,868,266	1,347,839	-612	1,347,227
Past due 91 - 180 days	300,032	-1,461	298,572	356,615	-1,020	355,596
Past due 181 - 360 days	620,659	-48,149	572,510	383,657	-42,924	340,733
Past due above 360 days	1,906,303	-1,588,172	318,131	2,061,493	-1,408,574	652,919
	4,695,817	(1,638,338)	3,057,479	4,149,605	(1,453,130)	2,696,474
Not past due	1,353,627	(12,877)	1,340,750	1,705,957	(3,556)	1,702,400
Past due 91 - 180 days	56,445	(5,374)	51,070	52,066	(4,083)	47,983
Past due 181 - 360 days	36,238	(6,650)	29,588	26,872	(2,922)	23,950
Past due above 360 days	4,622,459	(2,671,419)	1,951,040	4,136,299	(2,499,932)	1,636,368
Total	6,068,769	(2,696,321)	3,372,448	5,921,194	(2,510,494)	3,410,700

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
22. Other current assets				
Prepaid insurance premium	6,244	5,036	6,244	5,071
Prepaid rent	20,079	18,787	15,481	15,481
Other prepaid expenses	18,155	90,133	10,906	82,360
	44,478	113,956	32,631	102,912
23. Cash and cash equivalents				
Cash and cash equivalents consist of cash on hand, balances with banks and short term deposits.				
Cash in hand	6,545	11,826	5,958	11,017
Cash at Bank	375,584	224,053	336,527	151,846
Cash and bank balances	382,129	235,879	342,485	162,863

For the purpose of statement of cash flows, cash and cash equivalents consist of cash and bank balances as defined above, net of outstanding bankoverdrafts as at 31 December.

	N'000	N'000	N'000	N'000
Cash and bank balances	382,129	235,879	342,485	162,863
Bank overdrafts (Note 23.1)	(12,102,491)	(11,456,838)	(12,102,491)	(11,456,838)
	(11,720,362)	(11,220,959)	(11,760,006)	(11,293,975)

23.1. Bank overdraft

This represents facilities with seven Nigerian banks which the company defaulted in paying and the banks converted to overdrafts. The outstanding balance of one of the banks (Polaris Bank) was subsequently taken over by Asset Management Corporation of Nigeria (AMCON). Movement in overdrafts accounts during the year is as below:

	N'000	Re-stated N'000	N'000	Re-stated N'000
As at 1 January	11,456,838	16,603,126	11,456,838	16,603,126
Interest charges during the year	997,810	2,259,569	997,810	2,259,569
Repayments during the year	(352,158)	(644,956)	(352,158)	(644,956)
Excess penal interest reversed	-	(4,398,509)	-	(4,398,509)
Waiver of accrued excess Interest granted by AMCON (Note 23.2)	-	(2,362,392)	-	(2,362,392)
	12,102,491	11,456,838	12,102,491	11,456,838

The Company's exposure to credit, currency and liquidity risks related to cash and cash equivalents is disclosed in Note 6.

	N'000	N'000	N'000	N'000
23.2 Deferred income	2,362,392	2,362,392	2,362,392	2,362,392

This refers to a gain arising from a debt waiver obtained by the company from Asset Management Corporation of Nigeria (AMCON) in 2021. The recognition of this gain has been deferred owing to the need for the perfection of the legal documentation relating to the debt forgiveness, which is yet to be completed as at the date of signing the Financial Statements.

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
24. Borrowings				
LPO finance facility (Note 24.1)	137,885	749,939	137,885	749,939
Letter of Credit (Note 24.2)	-	99,949	-	99,949
	137,885	849,888	137,885	849,888

24.1 This represents private placement of SERIES III-2022 N137,885,000.00 60-Day Discount Notes from the Two Hundred Billion Naira DLM Capital Group Limited Muilti-Issuer Debt Issuance Programme for the finance of the supply of 6 (Six) units of Toyota Hilux 4WD Basic High Grade vehicles to the Halogen Group Limited in 2022.

24.2 This represents unallocated LC's from Fidelity Bank Plc obtained for the purchase of industrial equipments to meet customer demands. Although the equipments had been imported and supplied to customers, the bank was yet to deduct the amount from the Entity's account in 2021. Bank deduction was later cleared in 2022.

	Land N'000	Building N'000	Total N'000
25. Investment properties			
Cost			
At 1 January 2021	123,118	132,610	255,728
Additions	-	-	-
Disposals	(77,292)	(82,538)	(159,830)
At 31 December 2021	45,826	50,072	95,898
At 1 January 2022	45,826	50,072	95,898
Additions	-	-	-
Disposals	(45,826)	(50,072)	(95,898)
At 31 December 2022	-	-	-
Accumulated depreciation			
At 1 January 2021	-	8,527	8,527
Charge for the year	-	2,018	2,018
Disposal	-	(6,258)	(6,258)
At 31 December 2021	-	4,287	4,287
At 1 January 2022	-	4,287	4,287
Charge for the year	-	358	358
Disposal	-	(4,645)	(4,645)
At 31 December 2022	-	-	-

	Land N'000	Building N'000	Total N'000
Carrying amounts			
At 31 December 2022	-	-	-
At 31 December 2021	45,826	45,785	91,611

25.1 Investment property comprises of residential housing units located at Orchid Court, Ikeja GRA Lagos state which are on rental and are fully occupied as at year end. The fair value of investment property as at 31 December 2021 was determined by the Company's internal valuer, having appropriately recognised professional qualifications and recent experience in the location and category of property valued.. The property has been disposed in 2022.

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
26. Share capital and reserves				
26.1 Authorised shares:				
6,500,000,000 ordinary shares of 50 kobo each	3,250,000	3,250,000	3,250,000	3,250,000
26.2 Issued and fully paid				
1,176,354,000 ordinary share of 50k each	588,177	588,177	588,177	588,177

26.3 In line with the company's regulations of 2020 released by the Corporate Affairs Commission in December 2020, a company that has unissued shares in its capital shall not later than 30th June 2021 fully issue such shares. However, based on the communique issued by the Corporate Affairs Commission the date has been extended till 31 December 2022.

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
27. Share premium				
At 31 December	409,862	409,862	409,862	409,862

All shares rank equally with regards to the Company's residual assets. The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

	N'000	N'000	N'000	N'000
28. Revaluation reserve				
At 1 January	3,174,364	3,174,364	3,174,364	3,174,364
Revaluation surplus in the year	-	-	-	-
At 31 December	3,174,364	3,174,364	3,174,364	3,174,364
29. Accumulated Loss				
At 1 January	(12,279,427)	(14,451,078)	(12,407,395)	(14,689,866)
Prior Year Adjustment to retained earnings (Note 29.1)	-	2,941,978	-	2,941,978

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
As re-stated:	(12,279,427)	(11,509,100)	(12,407,395)	(11,747,888)
Other comprehensive loss arising from remeasurement of defined benefit obligation	(11,880)	(3,898)	(11,880)	(3,898)
Profit or (Loss) for the year	123,354	(766,429)	112,287	(655,609)
At 31 December	(12,167,953)	(12,279,427)	(12,306,988)	(12,407,395)

		Group 2021	Company 2021
29.1.	**Prior-Year Adjustment to Retained Earnings**		
	Unclaimed dividend adjustment to retained earnings (I)	75,788	75,788
	Reversal of excess interest charged - 2021	1,532,319	1,532,319
	Reversal of excess interest charged - (2012 - 2020)	2,866,190	2,866,190
		4,474,297	4,474,297
29.2.	Loss as previously stated	2,298,748	2,298,748
	Reversal of excess penal charges	1,532,319	1,532,319
	Loss as restated	766,429	766,429

(i) The amount represents dividend unclaimed for over twelve years and being statute barred, has been written back to the reserves.

(ii) In previous years, it was the policy of the company to charge the interest on the credit facility in accordance with the amount debited to the company in the bank statements. After computing the charges and comparing the computations to the amount due, there were significant differences due to interest not being computed in accordance with the contract between the bank and the company.
The difference between the company's recomputation and the bank charges has been adjusted so that what has been computed now reflects the contractual amount due.

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
30. Defined benefit plan				
Defined benefit obligation (gratuity) liability (Note 30.2)	87,029	65,809	87,029	65,809
Gratuity liability at the end of the year	87,029	65,809	87,029	65,809
Planned asset at 1 January	(73,140)	(69,741)	(73,140)	(69,741)
Funding during the year	-	-	-	-
Actual return on planned assets	(5,039)	(3,399)	(5,039)	(3,399)
Planned asset as at 31 December	(78,179)	(73,140)	(78,179)	(73,140)
	8,850	(7,331)	8,850	(7,331)

The Company's defined benefit end of service gratuity obligation represents the estimated amount of future benefit that employees have earned in return for their service in the current and prior periods and that benefit is discounted to determine its present value. In determining the liability under the defined benefit scheme, consideration is given to future increases in salary rates and the Company's experience with staff turnover. The recognised liability is determined by an independent actuarial valuation performed by Giant Consultants Limited using the projected unit credit method. The report was signed on behalf of the firm by Femi Odutola Odulana (FRC/2013/NAS/0000000132).

The Company also operates a long service award scheme for all permanent employees to reward their meritorious service during employment. The Company's obligations in respect of this scheme is the amount of future benefits that employees have earned in return for their service in the current and prior periods. The recognised liability is determined by an independent actuarial valuation performed by the same firm using the projected unit credit method.

The subsidiaries do not operate long service award scheme and defined benefit end of service gratuity obligation.

During the year, the Entity funded the planned asset with GTL Trustees Limited. The planned asset as at 31 December 2022 is N78,178,317 (31 December 2021 : N73,139,548).

		Group		Company	
		2022 N'000	2021 N'000	2022 N'000	2021 N'000
30.1.	**Movement in present value of the defined benefit obligation**				
	At 1 January	65,809	56,495	65,809	56,495
	Included in profit or loss				
	Current service cost	4,744	4,367	4,744	4,367
	Interest cost	5,923	5,084	5,923	5,084
		10,667	9,451	10,667	9,451
	Included in other comprehensive income				
	Net actuarial losses/(gain) recognised in other comprehensive income	11,880	3,898	11,880	3,898
	Benefits paid by the plan	(1,327)	(4,035)	(1,327)	(4,035)
	Balance at 31 December	87,029	65,809	87,029	65,809
30.2.	**Recognised in other comprehensive income:**				
	Actuarial losses on defined benefit obligation recognised during the year	11,880	3,898	11,880	3,898

30.3. Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages) fall under two broad categories. Due to unavailability of published reliable demographic data in Nigeria, the demographic assumptions regarding future mortality are based on the rates published jointly by the Institute and Faculty of Actuaries in the United Kingdom (UK).

Financial assumptions	2022	2021
The principal actuarial assumptions used were:		
Discount rate	9%	9%
Future salary increases	10%	10%
Future rate of Inflation	13%	12%
Benefit increase rate (Per annum)	0%	0%

These assumptions depict management's estimate of the likely future experience of the Company. The same assumptions has been used for both defined benefit obligation and Long Service Award.

Demographic assumptions

Assumptions regarding future mortality are based on published statistics and mortality tables.

Mortality in Service

The rates of mortality assumed for employees are the rates published in the A67/70 Ultimate Tables, published jointly by the Institute and Faculty of Actuaries in the UK.

Sample age	2022	2021
25	7	7
30	7	7
35	9	9
40	14	14
45	26	26

Withdrawal from Service

We have assumed a withdrawal rate for the current valuation that starts at 5% up to age 40 years and decreases to nil withdrawal from age 51 years and above as indicated below.

Age Band (years)Withdrawal Rate (%)	2022	2021
Up to 30	5%	5%
31-35	5%	5%
36-40	5%	5%
41-45	2%	2%
46-50	2%	2%
51 and above	Nil	Nil

	The Group		The Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
31. Trade and other payables				
Trade creditors	1,500,216	1,501,713	1,224,859	1,285,037
Other payables (Note 31.1)	784,853	893,117	723,350	828,428
Dividend payable (Note 31.2)	20,659	20,659	20,659	20,659
Non income taxes	116,124	88,529	34,963	11,885
Due to related parties	10,894	-	100,689	486,232
Pension Contribution (Note 31.3)	11,466	18,759	8,252	12,080
	2,444,212	2,522,777	2,112,772	2,644,321

		The Group		The Company	
		2022 N'000	2021 N'000	2022 N'000	2021 N'000
31.1.	**Other payables**				
	Deferred Income	15,558	32,727	15,558	32,727
	Staff deductions	20,296	58,091	16,851	49,177
	Withholding tax payable	105,890	98,327	80,499	75,383
	Sundry creditors	5,541	5,541	5,541	5,541
	Long service award (Note 31.4)	32,404	30,629	32,404	30,629
	Payable on facility management	24,949	5,492	20,714	1,401
	Accrued expenses	566,215	648,310	537,783	619,570
	Rent payable	14,000	14,000	14,000	14,000
		784,853	893,117	723,350	828,428

31.2. Dividend Payable

This represents the value of unclaimed dividend in the company's books, N20.659million as at 31 December 2022.

		N'000	N'000	N'000	N'000
31.3.	**Pension contribution**				
	At 1 January	18,759	9,593	12,080	8,494
	Additions in the year	29,464	45,244	21,710	33,882
	Remittances in the year	(36,757)	(36,078)	(25,538)	(30,296)
	At 31 December	11,466	18,759	8,252	12,080
31.4.	**Movement in the present value of the long service award**				
	At 1 January	30,629	31,533	30,629	31,533
	Included in profit or loss				
	Current service cost	1,101	1,134	1,101	1,134
	Interest cost	2,752	2,798	2,752	2,798
		3,853	3,932	3,853	3,932
	Included in other comprehensive income				
	Actuarial loss recognised in profit or loss	272	(1,586)	272	(1,586)
	Benefits paid by the plan	(2,350)	(3,250)	(2,350)	(3,250)
	At 31 December	32,404	30,629	32,404	30,629

32. Related Parties

During the year, the Company entered into contractual relationships with its related parties. Transactions with the related party are mainly in the nature of payments for expenses on behalf of each other and sale of goods.

Related Parties	Nature of Transaction	Relationship	Transaction value during the year		Balance outstanding as at 31 December	
			31-Dec-22 N'000	31-Dec-21 N'000	31-Dec-22 N'000	31-Dec-21 N'000
Caws Technical Nigeria Limited	Service provision	Sister Company	(76,901)	34,400	124,634	201,535
Briscoe Properties Ltd.	Service provision	Sister Company	61,972	(103,456)	(221,411)	(283,383)
Other related parties:						
R.T Briscoe Employee's Gratuity Fund			-	-	-	-
Toyota Nigeria Limited	Purchase of goods		(47,571)	154,318	(10,894)	36,677
			(62,500)	85,262	(107,671)	(45,171)

Related party transactions disclosed is inclusive of the relevant value added tax applicable on the transactions. The amounts outstanding are unsecured and will be settled in cash. No provisions have been made for doubtful debts in respect of the amounts owed by related parties as the amounts are deemed to be recoverable.

Long term compensation to key management personnel

The remunerations of the company's key management personnel are as disclosed in note 34.3 below.

	Group		Company	
	2022 Number	2021 Number	2022 Number	2021 Number
33. The number of full time employees as at 31 December was as follows:				
Managerial staff	23	27	22	19
Senior staff	124	116	95	81
Junior staff	65	63	42	44
Total number of employees	212	206	159	144

33.1. Employees of the Company, other than directors, whose duties were wholly or mainly discharged in Nigeria, received remuneration (excluding pension contributions and certain benefits) in the following

	Number	Number	Number	Number
N500,000 and above	212	206	159	144
	212	206	159	144

	Group		Company	
	2022 Number	2021 Number	2022 Number	2021 Number
34. Information relating to Directors				
34.1. Directors' mix				
Executive Directors	2	2	2	2
Non-executive Directors	5	5	5	5
	7	7	7	7

		N'000	N'000	N'000	N'000
34.2.	**Directors' remuneration**				
	The aggregate emolument of the Directors was:				
	Directors' fees	800	800	800	800
	Remuneration - Executive Directors	43,700	28,660	43,700	28,660
	Remuneration - Non Executive Directors	29,400	4,800	29,400	4,800
	Sitting allowance	4,750	5,550	4,750	4,275
		78,650	39,810	78,650	38,535

The emolument (excluding pension contributions and certain benefits) of the highest paid director was N25,400,000 (2021: N23,284,000).

34.3 Key management personnel and compensation

The company has 159 employees as at 31 December 2022 (31 December 2021 : 144 employees). While the group has 212 employees as at 31 December 2022 (31 December 2021: 206 employees).

	Group 31-Dec-22 N'000	Group 31-Dec-21 N'000
Key Management Personnel Annual Remunerations:		
Short term benefits	87,711	66,837
Post employment benefits	6,578	10,826
Total	94,289	77,663
	Number	**Number**
Count	11	11

The key management personnel of the group are the members of the Executive Management Committee which is made up of the Executive Directors, the Chief Financial Officer, heads of business units and departments within the group.

34.4 The number of other directors (excluding the Chairman and highest paid director) who received emoluments excluding pension contributions and certain benefits were within the following ranges:

	The Company 2022 Number	2021 Number
N 50,001 - N100,000	-	-
N100,001- N150,000	6	6
	6	6

34.5 Non-Audit Services

There was no non-audit service rendered by the firm of external auditors in the course of the year.

35. Contingencies

a) **Ongoing litigation with Diamond Bank (Nigeria) Plc and others**

As disclosed in note 2.3.1, there is an on-going winding up petition case, between Diamond Bank Plc (now Access Bank) and R.T. Briscoe with other parties also joining in the proceedings.

b) **Contingent assets and liabilities**

The company is engaged in various lawsuits that have arisen in the normal course of business. The actual value of contingent liabilities in respect of pending litigations and claims amounted to N428 million as at 31 December 2022 (2021 N419 million). The contingent assets in respect of pending litigations and claims as at 31 December 2022 amounted to N129.93 million (2021 - N129.93 million). In the opinion of the directors, and based on independent legal advice, the company is not expected to suffer any material loss arising from these claims. Thus, no provision has been made in these consolidated financial statements.

c) **Financial commitments**

As at the end of year, the Company has no financial commitments to any counterparty. The Directors are of the opinion that all known liabilities and commitments, which are relevant in assessing the state of affairs of the Company, have been taken into consideration in the preparation of these financial statements.

36. Effect of the Russia-Ukraine war on our Business

i) **External economic effect**

The Russia-Ukraine war caused international commodity prices to surge, with mixed implications for Nigeria. Costlier diesel and food prices resulted in another year of high inflation in 2022, combined with mass unemployment and rampant insecurity across much of the country. Economic growth lagged well behind potential, at marginally above the rate of population growth. As Nigeria imports and subsidies petrol and produces relatively little crude, high global oil prices also caused a deterioration in the fiscal balance.

As the Russia-Ukraine war continues to cause a global disruption in the supply value chain, the price of diesel got up to N900 per litre in Nigeria, rising from N300 in the year 2022. The high diesel prices have affected various sectors, as they sought better ways to manage the diesel by rationing the consumption of diesel. Regardless of the economic circumstances ranging from the ripple effect of the Russian-Ukraine war, removal of fuel subsidy, economic fortunes regarding inflation and monetary policies that permeates the market, the company was able to record an encouraging performance.

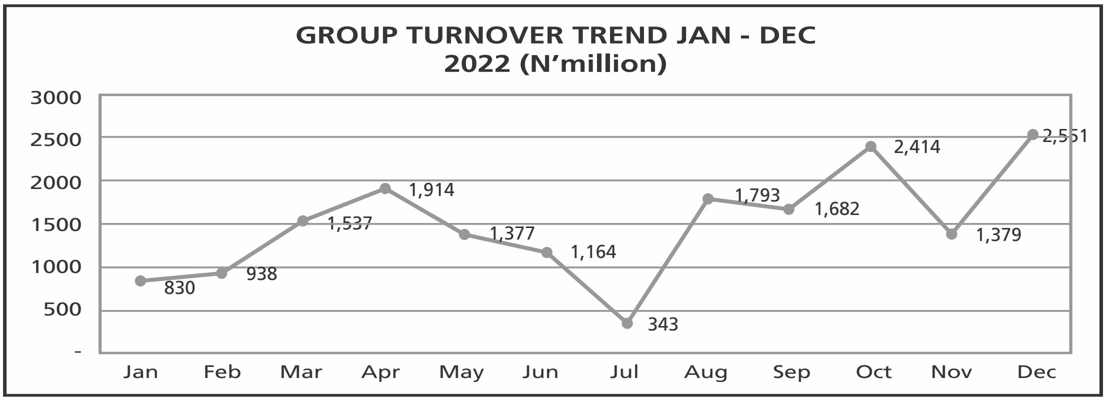
With Russia controlling about 10% of the global oil supply, there are fears of disruption from the world's second- largest oil producer. In addition, energy analysts believe more price hikes are imminent especially if the crisis prolongs.

ii) **2022 Performance**

Despite the harsh economic business environment, the Group was able to achieve a revenue of N17.9 billion in 2022 as against the revenue of N11.9 billion in the 2021 financial year, which represents a growth of 50%. The Company also recorded an improved performance in 2022 by achieving a revenue of N16.8 billion as against N11.1 billion recorded in 2021, representing a growth of 51%.

This positive performance was due to various strategic initiatives implemented which includes the cost optimization drive across the enterprise to align the cost with the business activity levels. This has provided liquidity assurance and buffers to exploit opportunities regardless of daunting business environment.

(The consolidated turnover trend for FY 2022 is presented in the chart below to buttress the impressive growth trajectory of the business over the period).



iii) Future Business Prospects

The future business prospects of the company are promising. With the expectation of meeting our agreed obligations to AMCON and engaging the creditor-banks in debt waiver negotiations, the company is more focused on prospecting for business opportunities in order to reposition itself for sustainable profitability.

With the encouraging results of the Company which has led to at least a 50% turnover growth from the year 2020, it is expected that the revenue will continue to increase in future. The company has continued its cost optimization drive across the enterprise to align cost with the business activity levels. This has provided liquidity assurance and buffers to exploit opportunities regardless of daunting business environment. The electioneering activities are over; therefore, the company is therefore properly positioned to latch on every opportunity that the new government presents. As new leaders take on new positions, we expect that the demand for essential capital goods like the automobile will increase and impact positively in the company's business. Also, we expect Furthermore, considerable progress has been made with the strategic alliance between Briscoe and new Original Equipment Manufacturers such as the just concluded dealership Agreements with a flagship brand of

37. Events after the reporting date

By a letter dated April 17 2023, the Security and Exchage Commission SEC approved a Supplimental Trust Deed submitted by DLM on behalf of the company in respect of the R.T. BRISCOE SAVINGS AND INVESTMENT FUND whereby the price for a unit of the Fund was adjusted to to N1000.00 from N50,000.00 and the number of units to 1,000,000 from 20,000 thereby empowering the company and DLM to commence the floating of the Fund and the ultimate recapitalisation of the company.

The Directors are of the opinion that there are no other significant transactions that have occurred subsequent to the reporting date, which could have had a material effect on these Consolidated and separate financial statements as at 31 December 2022 that have not been adequately provided for or disclosed in these consolidated and separate financial statements.

38. Comparative figures

Where necessary comparative figures have been reclassified to ensure proper disclosure and uniformity in the current year's presentation. This re-classification have no net impact on these consolidated and separate financial statements.

For the year ended 31 December 2022

	Group		Re-stated		Company		Re-stated	
	2022 N'000	**%**	**2021 N'000**	**%**	**2022 N'000**	**%**	**2021 N'000**	**%**
Revenue	17,883,014		11,898,697		16,781,334		11,116,678	
Other operating income	322,005		129,297		419,072		205,096	
Finance income	4,439		25,383		4,439		41,702	
	18,209,458		12,053,377		17,204,845		11,363,476	
Deduct:								
Outside purchases of services and products:								
- Local	(15,142,952)		(10,377,462)		(14,612,321)		(9,724,360)	
- Import	(799,135)		(632,922)		(557,407)		(576,504)	
Value added	2,267,371	100	1,042,993	100	2,035,117	100	1,062,612	100
Distributed as follows:								
To pay employee:								
Salaries and labour related expenses	1,118,965	49	576,574	55	920,658	45	501,309	47
To provider of capital:								
Interest	843,111	38	1,149,615	110	834,268	41	1,149,615	108
To pay Government:								
- Company taxes	122,526	5	31,129	3	117,338	6	28,304	3
To provide for replacement of assets and future expansion of business:								
- Depreciation of property plant and equipment	59,194	3	51,205	5	50,346	2	38,773	4
- Amortisation of intangible assets	221	-	899	-	220	-	220	-
Profit / (loss) transferred from income statements	123,354	5	(766,429)	(73)	112,287	6	(655,609)	(62)
	2,267,371	100	1,042,993	100	2,035,117	100	1,062,612	100

The value added represents the wealth created through the use of the group's asset by its own its employees' efforts. This statement shows the allocation of wealth amongst employees, capital providers, government, and that retained for future creation of wealth.

31 December 2022

	2022 N'000	Re-stated 2021 N'000	2020 N'000	2019 N'000	2018 N'000
Profit or loss and other comprehensive income					
Revenue	17,883,014	11,898,697	6,478,009	6,939,393	5,182,459
Profit/(loss) before income tax	245,880	(735,300)	(1,079,276)	(1,239,861)	(2,168,845)
Taxation	(122,526)	(31,129)	(16,877)	(36,794)	(19,921)
Profit/(loss) for the year ended	123,354	(766,429)	(1,096,153)	(1,276,655)	(2,188,766)
Other comprehensive (loss) /income	(11,880)	(3,898)	300,875	(10,668)	(20,868)
Total comprehensive profit /(loss) for the year	111,474	(770,327)	(795,278)	(1,287,323)	(2,209,634)
Employment of funds					
Property, plant & equipment	4,791,624	4,696,998	4,810,763	4,495,178	4,525,257
Investment property	-	91,611	247,201	347,175	350,845
Defined benefit plan	-	7,331	13,246	15,378	-
Other non current asset	501,612	511,610	500,428	444,523	428,216
Net current liabilities	(13,240,552)	(13,377,959)	(15,814,402)	(14,784,139)	(13,442,662)
Non-current liabilities	(48,233)	(36,615)	(35,911)	(1,512)	(57,730)
Net liabilities	(7,995,550)	(8,107,024)	(10,278,675)	(9,483,397)	(8,196,074)
Funds employed					
Ordinary shares	588,177	588,177	588,177	588,177	588,177
Share premium account	409,862	409,862	409,862	409,862	409,862
Revaluation reserve	3,174,364	3,174,364	3,174,364	2,864,778	2,864,778
Loss sustained	(12,167,953)	(12,279,427)	(14,451,078)	(13,346,214)	(12,058,891)
	(7,995,550)	(8,107,024)	(10,278,675)	(9,483,397)	(8,196,074)
Basic/diluted earnings/(loss) per share (Naira)	0.10	(0.65)	(0.93)	(1.09)	(1.86)
Net liabilities per share (Naira)	(6.79)	(6.89)	(8.74)	(8.06)	(6.97)

Earnings/(loss) per share are based on profit/(loss) after tax divided by the issued and fully paid ordinary shares at the end of each financial year.

Net liabilities per share are based on net liabilities divided by the issued and fully paid ordinary shares at the end of each financial year.

31 December 2022

	2022 N'000	Re-stated 2021 N'000	2020 N'000	2019 N'000	2018 N'000
Profit or loss account					
Revenue	16,781,334	11,116,678	5,905,687	6,261,101	4,594,287
Profit/(loss) before income tax	229,625	(627,305)	(894,887)	(1,261,713)	(2,165,085)
Income tax expense	(117,338)	(28,304)	(15,335)	(31,874)	(11,796)
Profit/(loss) for the year	112,287	(655,609)	(910,222)	(1,293,587)	(2,176,881)
Other comprehensive (loss) /income	(11,880)	(3,898)	300,875	(10,668)	(20,868)
Total comprehensive profit /(loss) for the year	100,407	(659,507)	(609,347)	(1,304,255)	(2,197,749)
Employment of funds					
Property, plant and equipment	4,758,540	4,684,374	4,796,315	4,488,679	4,516,579
Intangible assets	236	457	677	-	-
Investment in subsidiaries	155,501	155,501	156,501	156,501	156,576
Defined benefit plan	-	7,331	13,246	15,378	-
Other non-current receivables	474,123	502,427	490,347	439,910	383,618
Net current liabilities	(13,479,735)	(13,550,683)	(15,940,150)	(15,008,581)	(13,604,543)
Non-current liabilities	(43,249)	(34,399)	(34,399)	-	(56,088)
Net liabilities	(8,134,585)	(8,234,992)	(10,517,463)	(9,908,113)	(8,603,858)
Funds employed					
Ordinary shares	588,177	588,177	588,177	588,177	588,177
Share premium account	409,862	409,862	409,862	409,862	409,862
Revaluation reserve	3,174,364	3,174,364	3,174,364	2,864,778	2,864,778
Loss sustained	(12,306,988)	(12,407,395)	(14,689,866)	(13,770,930)	(12,466,675)
	(8,134,585)	(8,234,992)	(10,517,463)	(9,908,113)	(8,603,858)
Basic/diluted earnings/(loss) per share (Naira)	0.10	(0.56)	(0.77)	(1.10)	(1.85)
Net liabilities per share (Naira)	(6.91)	(7.00)	(8.94)	(8.42)	(7.31)

Earnings/(loss) per share are based on profit/(loss) after tax divided by the issued and fully paid ordinary shares at the end of each financial year.

Net liabilities per share are based on net liabilities divided by the issued and fully paid ordinary shares at the end of each financial year.

E-Dividend/Unclaimed Dividends

The Securities and Exchange Commission Nigeria ("SEC") as the apex regulator of the Nigerian Capital Market and in furtherance of its investor protection and market development mandate had directed the discontinuance of the issuance of physical dividend warrants by public companies with effect from December 31, 2020. The payment of dividends are now to be done solely by e-dividend whereby payments will be made electronically to the bank accounts of the concerned shareholders. All shareholders who are not registered for e-dividend are advised to fill the E-Dividend Mandate Activation Form in this report and submit same to the Registrars for the collection of their unclaimed dividends and subsequent dividends electronically. We advise all shareholders with unclaimed dividends to write our Registrars for their unclaimed dividends. The list of unclaimed dividends are available on our Registrar's web site – www.meristemregistrars.com

Electronic Dispatch of Annual Reports

To ensure that our shareholders receive their annual reports as early as possible and within a reasonable time before the Annual General Meeting, arrangements have been put in place for electronic copies to be forwarded timeously to shareholders' e-mail addresses. Hard copies would be dispatched in advance to the Shareholders' Associations registered by SEC and also made available on the day of the AGM. Shareholders are requested to provide our Registrars with their e-mail addresses to facilitate the prompt delivery of their annual reports.

Complaints Management Policy

The Complaints Management Policy is available on the company's website – www.rtbriscoe.com

The unclaimed dividend as at 31st December 2022 are as follows:

Dividend	Date Paid	N'000
24	25/04/2008	23,500,134.37
25	15/05/2009	22,979,685.15
26	28/05/2010	7,022,481.74
27	27/05/2011	7,934,370.90
28	29/06/2012	12,724,183.44
TOTAL		**74,160,855.60**

S/N	Sript No.	Date of Issue
1	01	29.08.75
2	02	18.10.76
3	03	14.10.77
4	04	31.10.80
5	05	30.11.81
6	06	29.10.82
7	07	24.04.03
8	08	29.04.04
9	09	26.04.07
10	10	24.04.08
11	11	01.04.09
12	12	21.04.10
13	13	29.04.11
14	14	26.06.12

For further information, we advise that you get in touch with either of the following:

The Company Secretary	The Registrar
R. T. Briscoe (Nigeria) Plc.	Meristem Registrars and Probate Services Ltd.
18, Fatai Atere Way, Matori, Lagos.	213, Herbert Macaulay Way, Adekunle, Yaba, Lagos.
Telephone Lines:	Telephone Lines:
01– 4537694, 01– 4537695	+234 (1) 2809250-3
E-mail address:	E-mail address
Briscoemail@rtbriscoe.com	info@meristemregistrars.com
Website:	Website:
www.rtbriscoe.com	www.meristemregistrars.com

E-Dividend Mandate Activation Form

Affix Current Passport

(To be stamped by Bankers)

Write your name at the back of your passport photograph

MERISTEM

This service cost N150:00 per approved Mandate per Company.

Only Clearing Banks are acceptable

Instruction

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

The Registrar

Meristem Registrars And Probate Services Limited
213, Herbert Macaulay Way
Adekunle-Yaba
Lagos State

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 account detailed below:

Bank Verification Number
Bank Name
Bank Account Number
Account Opening Date

Shareholder Account Information

Surname/Company's Name First Name Other Names

Address:

City State Country

Previous Address (If address has changed)

CHN CSCS A/c No

Name of Stockbroker

Mobile Telephone 1 Mobile Telephone 2

Email Address

Signature(s) Company Seal (If applicable)

Joint\Company's Signatories

Help Desk Telephone No/Contact Centre Information for Issue resolution or clarification: 01-2809250-4

TICK	NAME OF COMPANY	SHARE A/C NO
	AELLA FINANCIAL SOLUTION BOND	
	AFRINVEST EQUITY FUND	
	BERGER PAINTS NIG. PLC	
	CASAFINA CAPITAL LIMITED BOND	
	CEAT FIXED INCOME FUND	
	CITITRUST HOLDINGS PLC	
	CONOIL PLC	
	CONSOLIDATED HALLMARK INS. PLC	
	CUSTODIAN INVESTMENT PLC	
	COVENANT SALT NIGERIA LIMITED	
	ENERGY COMPANY OF NIG. PLC [ENCON]	
	eTRANZACT INTERNATIONAL PLC	
	FBN HOLDINGS PLC	
	FIDSON HEALTHCARE PLC	
	FOOD CONCEPT PLC	
	FTN COCOA PROCESSORS PLC	
	GDL INCOME FUND	
	GEO-FLUIDS PLC	
	GEREGU POWER PLC	
	IMPERIAL AFRICA PLC	
	INTERNATIONAL ENERGY INSURANCE PLC	
	INTERNATIONAL TOBACCO COMPANY LIMITED	
	JUBILEE LIFE MORTGAGE BANK LIMITED	
	MAMA CASS RESTAURANTS LIMITED	
	MCN DIOCESE OF REMO	
	MCN LAGOS CENTRAL	
	MCN TAILORING FACTORY [NIGERIA] LIMITED	
	MULTI-TREX INTEGRATED FOODS PLC	
	NASCON ALLIED INDUSTRIES PLC	
	NEIMETH INTERNATIONAL PHARMS PLC	
	NEWRESTASL NIGERIA PLC	
	NIGER INSURANCE PLC	
	NIGERIA MORTGAGE REFINANCE COMPANY PLC [NMRC] BOND	
	ONWARD PAPER MILLS PLC	
	PACAM BALANCED FUND	
	PAINTCOM INVESTMENT PLC	
	PROPERTYGATE DEVT. & INVEST. PLC	
	R.T. BRISCOE NIGERIA PLC	
	RADIX HORIZON FUND	
	RAEDIAL FARMS LIMITED BOND	
	REGENCY ALLIANCE INSURANCE PLC	
	SMART PRODUCTS NIGERIA PLC	
	SOVEREIGN TRUST INSURANCE PLC	
	TANTALIZERS PLC	
	THOMAS WYATT PLC	
	TRANSPORT SERVICES LIMITED BOND	
	VITAFOAM NIGERIA PLC	
	ZENITH EQUITY PLC	
	ZENITH ETHICAL FUND	
	ZENITH INCOME FUND	

MERISTEM

Meristem Registrars And Probate Services Limited
Web: meristemregistrars.com; email: info@meristemregistrars.com

Please
Affix
Postage
Stamp

THE REGISTRARS,

RC No: 489029

MERISTEM

REGISTRARS AND PROBATE SERVICES LIMITED

213, Herbert Macaulay Way, Adekunle, Yaba
P. O. Box 51585, Falomo Ikoyi, Lagos.
Phone: +234 (1) 2809250-3, 0700MERIREG
Fax: 01-2702361 e-mail: info@meristemregistrars.com

Website: www.meristemregistrars.com

R. T. BRISCOE (NIGERIA) PLC (RC: 1482)
ANNUAL GENERAL MEETING to be held at 18, FATAI ATERE WAY, MATORI, LAGOS at 11.00 a.m. on Tuesday, the 26th of September, 2023.

I/We*...

....

being a member/members of R.T. BRISCOE (NIGERIA) PLC hereby appoint

**Sir Sunday Nnamdi Nwosu or failing him, Mr. Bukola Oluseyi Onajide as my/our proxy to vote for me/us at the General Meeting of the Company to be held on 26th September, 2023 at 11:00 a.m. and at any adjournment thereof. Unless otherwise instructed, the proxy will vote or abstain from voting as he thinks fit.

Dated this..................Day of……………………….........2023.

Signed: ....

* In the case of joint Shareholders, anyone of such may complete the form, but the names of all joint holders must be stated.

**Please delete the inapplicable names.

NUMBER OF SHARES HELD:

Resolutions	For	Against
To re-elect as directors: 1. Mr. Akin Ajayi. 2. Ms. Adeola Ade Ojo. 3. Alhaji Ali Madugu.		
To elect members of the Audit Committee.		
To disclose the Compensation of the Managers of the Company.		
To appoint Messrs. Crowe Dafinone as the External Auditors of the Company.		
To authorise the Directors to fix the remuneration of the Auditors.		
To fix the remuneration of the Directors.		
To authorise the company to procure goods and services necessary for its operations from related companies.		
To cancel the unissued shares of the Company in compliance with the legal requirement of the issued share capital under the CAMA 2020 and the Companies Regulations 2021.		
Please indicate with 'X' in the appropriate square how you wish your vote to be cast on the resolutions set out above.		

Before posting the above form, please cut off this part and retain it.

R. T. BRISCOE (NIGERIA) PLC
18, FATAI ATERE WAY, MATORI, OSHODI, P. O. BOX 2104, LAGOS.

ADMISSION FORM

R. T. BRISCOE (NIGERIA) PLC (RC: 1482)
ANNUAL GENERAL MEETING to be at held at 18, FATAI ATERE WAY, MATORI, IKEJA, LAGOS at 11.00 a.m. on Tuesday, the 26th of September, 2023

Name of Shareholder
....
..

If you are unable to attend the Meeting, please note that:
A member (shareholder) who is unable to attend the Company's General Meeting is allowed by law to vote on a poll by proxy. The representative of any corporation which is a member may also vote on a show of hands. The above proxy form has been prepared to enable you to exercise your right to vote in case you cannot personally attend the above Annual General Meeting.

Following the normal practice, the names of two Directors of the Company have been entered on the forms to ensure that someone will be at the Meeting to act as your proxy but if you wish, you may insert in the blank space on the form (marked **) the name of any person, whether a member of the Company or not, who will attend and vote on your behalf instead of one of the Directors.

Please sign the above proxy form, have it stamped by the Commissioner for Stamp Duties and then post it so as to reach the address on the reverse side of the proxy not less than 48 hours before the time for holding the Meeting.

Please
Affix
Postage
Stamp

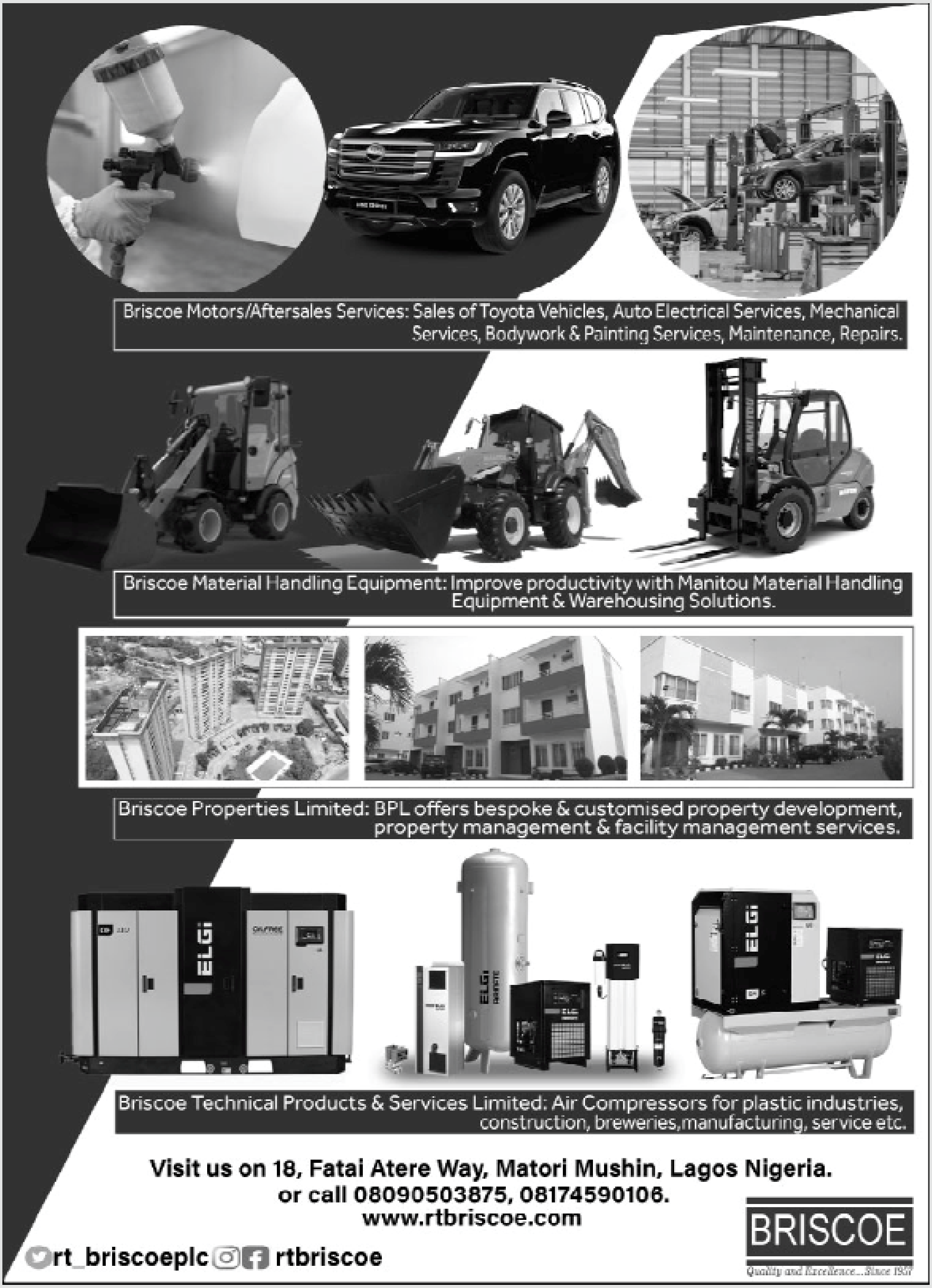
THE REGISTRARS,

RC No: 489029

MERISTEM
REGISTRARS AND PROBATE SERVICES LIMITED

213, Herbert Macaulay Way, Adekunle, Yaba
P. O. Box 51585, Falomo Ikoyi, Lagos.
Phone: +234 (1) 2809250-3, 0700MERIREG
Fax: 01-2702361 e-mail: info@meristemregistrars.com

Website: www.meristemregistrars.com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Briscoe Properties Limited: BPL offers bespoke & customised property development, property management & facility management services.
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Visit us on 18, Fatai Atere Way, Matori Mushin, Lagos Nigeria.
or call 08090503875, 08174590106.
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R.T. BRISCOE (NIGERIA) PLC
RC 1482

18, Fatai Atere Way, Matori, Oshodi, P.O. Box 2104, Lagos.
Tel: (01) 4537694, 4537695   E-mail – briscoemail@rtbriscoe.com

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