



2024
ANNUAL
REPORT



UBN Property Company Plc

ANNUAL REPORT FOR THE YEAR ENDED 31st DECEMBER 2024

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UBN Property Company Plc
Annual Report
31st December 2024

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CORPORATE INFORMATION



Directors:	Yetunde Bolante Oni (Mrs.) ¹ Mudassir Amray ² Michael Onagbola Joseph Mbulu ³ Obiaku Nneze Akwivu - Nwadike (Mrs.) Remi Kolarinwa Mannir Ringim ⁴	<i>Board Chair</i> <i>Board Chair</i> <i>Managing Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i> <i>Independent Non-Executive Director</i> <i>Non-Executive Director</i>
	¹ Appointed with effect from 26 th March 2024 ² Retired with effect from 10 th January 2024 ³ Retired with effect from 10 th January 2024 ⁴ Appointed with effect from 26 th March 2024	
Registered Office:	163, Obafemi Awolowo Way Alausa, Ikeja Lagos	
Company Secretary:	Mojisola Adeola (Mrs.) FRC/2013/PRO/NBA/002/00000004263 Stallion Plaza 36 Marina Lagos	
Registrar:	CardinalStone Registrars Limited 335/337, Herbert Macaulay Way, Yaba Lagos, Nigeria	
Estate Valuer:	Knight Frank Nigeria 24 Campbell Street Marina Lagos FRC/2013/00000000584	
Auditor:	Ernst & Young UBA House, 10 th and 13 th Floors 57 Marina, Lagos	
Banker:	Union Bank of Nigeria Plc	
Tax Identification No.	00346822-0001	
RC Number:	RC: 476267	

UBN PROPERTY COMPANY PLC.

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING



(A subsidiary of Union Bank of Nigeria Plc)

NOTICE is hereby given that the 15th Annual General Meeting of UBN Property Company Plc will be held in The Auditorium, Stallion Plaza (9th Floor), 36 Marina, Lagos on Monday 30th March 2026 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Company's Audited Financial Statements for the financial year ended 31st December 2024 together with the reports of the Directors, Auditor, Board Appraiser and Statutory Audit Committee thereon.
2. To re-elect the following directors who are retiring by rotation:
 - i. Mrs. Yetunde B. Oni
 - ii. Mr. Mannir Ringim
3. To authorise the Directors to fix the remuneration of the Auditor.
4. To elect members of the Statutory Audit Committee.
5. To disclose remuneration of the Managers of the Company.

SPECIAL BUSINESS

ORDINARY RESOLUTIONS

1. Increase in Company's Share Capital:

To increase the share capital of the Company from ₦5,626,416,051.00 (five billion, six hundred and twenty-six million, four hundred and sixteen thousand, and fifty-one Naira) divided into 5,626,416,051 (five billion, six hundred and twenty-six million, four hundred and sixteen thousand, and fifty-one) ordinary shares of N1.00 (one naira) each to **N6,048,397,255 (six billion, forty-eight million, three hundred and ninety-seven thousand, two hundred and fifty-five Naira) divided into 6,048,397,255 (six billion, forty-eight million, three hundred and ninety-seven thousand, two hundred and fifty-five) ordinary shares of N1.00 (one naira) each.**

2. Amendment of Capital Clause

To approve the amendment of Clause 6 of the Company's Memorandum of Association as hereinafter stated:

*"The share capital of the Company is **N6,048,397,255 (six billion, forty-eight million, three hundred and ninety-seven thousand, two hundred and fifty-five Naira) divided into 6,048,397,255 (six billion, forty-eight million, three hundred and ninety-seven thousand, two hundred and fifty-five) ordinary shares of N1.00 (one naira) each**".*

3. Issuance of bonus shares.

"That the Directors having so recommended, the sum of **N421,981,204 (four hundred and twenty-one million, nine hundred and eighty-one thousand, two hundred and four Naira)** from the amount standing to the credit of the General Reserve in the books of the Company be capitalised for distribution amongst the holders of the ordinary shares of the Company on the Register of Members at the close of business on Friday 6th March 2026 in proportion to the shares held by them respectively on that day on condition that the same be not paid in cash but be applied in paying up in full **421,981,204 (four hundred and twenty-one million, nine hundred and eighty-one thousand, two hundred and four) units of ordinary shares of N1.00 each** to be allotted, distributed and credited as fully paid up to and amongst the said holders of ordinary shares in proportion of **three (3) ordinary shares** of N1.00 each fully paid for **forty (40) ordinary shares** of N1.00 each fully paid and registered in the names of such holders of ordinary shares at the close of business on Friday 6th March 2026 and such new shares shall rank for all purposes pari passu with the existing issued ordinary shares of the Company, the new shares so distributed being treated for all purposes as capital and not income and the Directors shall give effect to this resolution."

4. That for the purposes of implementing the bonus issue of shares, alteration of the Company's Memorandum and Articles of Association and increase of share capital, the Board is authorised to execute all relevant documents, take all such lawful steps as may be required by statute and/or regulations and do such other things as may be necessary, supplementary, consequential or incidental for the purpose of giving effect to the above resolutions.

SPECIAL RESOLUTIONS

1. To amend the Company's Articles of Association as hereinafter stated:

a. Rewording Article 20 (b) to read:

"The tenure of office of Non-Executive Directors shall be for a maximum period of 3 terms of 3 years each, subject to statutory and/or regulatory directives."

b. Inserting Article 20 (d) to read:

"The tenure of office of Independent Non-Executive Directors shall be for a maximum period of three (3) terms of three (3) years each, as stipulated by the Nigerian Code of Corporate Governance and/or any other extant regulatory provisions."

c. Rewording Article 29 (d) to read:

"The Directors may have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Where a casual vacancy is filled by the directors, the person may hold office only until the next Annual General Meeting where he may be approved by the general meeting, and if not so approved, he shall immediately cease to be a director. Any Director so appointed shall then be eligible to re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting."

d. Rewording Article 31 (d) to read:

"The remuneration of the Non-Executive Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee of the Board of Directors or General Meetings of the Company or in connection with the business of the Company."

e. Rewording Article 34 (c) to read:

"A Director may hold any other office or place of profit in the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided"

NOTES

a) PROXY

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

b) STATUTORY AUDIT COMMITTEE

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

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

c) CLOSURE OF THE REGISTER

The Register of Members and Transfer Books of the Company closed Monday 9th March 2026 to Friday 13th March 2026 (both days inclusive) for the purpose of preparing an updated Register of Members.

d) FY 2024 FINANCIAL STATEMENTS (WEB LINK)

Shareholders can access the FY 2024 Financial Statements on the Company's website by using the following link:
<https://ubnproperty.com.ng/fy-2024-annual-general-meeting/>

BY ORDER OF THE BOARD



Mojisola Adeola
Company Secretary
FRC/2013/PRO/NBA/002/00000004263
UBN Property Company Plc
163 Obafemi Awolowo Way, Ikeja
Lagos

Dated this 6th day of March 2026



Yetunde B. Oni
Board Chair

Yetunde B. Oni is a highly accomplished financial services leader with a successful career spanning over 30 years. She has several years of experience in cross-border business development, risk management, executive leadership, and board governance, having held senior positions in international and local banks, with a focus on emerging markets. In January 2024, Yetunde was appointed by the Central Bank of Nigeria as the Managing Director/CEO of Union Bank of Nigeria.

Before this, Yetunde worked at Standard Chartered Bank Nigeria Limited for 18 years. In September 2014, she was the pioneer head of commercial clients before becoming the Managing Director and Country Head of Commercial Banking in West Africa in 2017. During her tenure, she developed and executed comprehensive business growth strategies, managed key relationships, and ensured compliance with group credit policy and local underwriting standards.

Before joining Standard Chartered Bank Nigeria Ltd, Yetunde started her career at Prime Merchant Bank in the Treasury & Money Markets Group. This was followed by an 11-year stint at Ecobank Transnational Incorporated, where she demonstrated exceptional proficiency in client solutions, including relationship management, business development, team leadership, and talent development.

Yetunde made history in January 2021 as the first female Managing Director and Chief Executive Officer of Standard Chartered Bank in Sierra Leone, a role in which she provided excellent leadership, strategic direction, and performance management. Her tenure was marked by a remarkable 50% year-on-year growth in income and a substantial 116% year-on-year growth in profit before tax in 2022. This achievement was followed by an additional 49% year-over-year growth in revenue and a 43% year-over-year growth in profit before tax, respectively, in 2023.

Yetunde is a graduate of the University of Ibadan with a Bachelor's degree (Honours) in Economics. She has demonstrated her commitment to continuous learning and professional development by attaining several international and local professional and leadership certifications, including an MBA from Bangor University. Yetunde is an alumnus of Oxford University, INSEAD Business School, Singapore, a Fellow of the Chartered Institute of Loans & Risk Management, a Fellow of the Chartered Institute of Bankers of Nigeria (FCIB), a life member of Women in Management and Business (WIMBIZ), and an invested member of esteemed industry affiliations within and outside the banking sector.



Michael Onagbola
MD/CEO

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

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

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

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

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

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

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

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



Obiaku Nneze Akwivu-Nwadike (Mrs.)
Non-Executive Director

Mrs. Obiaku Nneze Akwivu-Nwadike joined the Board in December 2014 as a director representing minority shareholders on the Company's Board.

She is a trained structural engineer, with a career spanning over 30 years, 14 of which have been in active service as a structural engineer, property developer and consultant in construction of luxury residential and multi-shop, plaza or mall properties.

She is a member of the Council of Registered Engineers of Nigeria and has worked in various capacities in the public and private sectors. She is also a member of Chartered Institute of Directors Nigeria.

She was Principal/ Assistant Chief Engineer at the Nigerian Ports Authority between 1984 and 1991 and was a Wealth Adviser/Regional Executive at BGL Plc till 2012.



Remi Kolarinwa
Independent Non-Executive Director

Mr. Remi Kolarinwa joined the Board in December 2014 as an Independent Non-Executive Director.

He is an Economics graduate of the University of Toronto, Canada, with an MBA from York University, Toronto. He has had a career in banking spanning over 27 years, during which time he held leadership positions in retail, corporate, and investment banking and retired as the Deputy Managing Director of the defunct IBTC Chartered Bank. He was also an Independent Non-Executive Director of Sterling Bank Plc, Union Registrars Ltd & Union Homes Savings and Loans Plc.

He currently serves as Chairman, Capiflex Management Limited, an investment and financial advisory company, Chairman of Polysmart Packaging Ltd and a Non -Executive Director of Bancorp Finance Limited.

He is a Fellow of the Chartered Institute of Stockbrokers.



Mannir U. Ringim
Non-Executive Director

Mannir U. Ringim is an accomplished business leader with over 30 years of experience improving business profitability and productivity. He is skilled in crafting and executing growth strategies, communicating objectives to his teams, and fostering interdepartmental engagement. Mannir joined Union Bank Plc in January 2024 as an Executive Director, appointed by the Central Bank of Nigeria, after spending almost two decades at Fidelity Bank Plc, where he served as Regional Head and consistently exceeded regional performance targets.

Throughout his career, Mannir has held various roles at Access Bank Plc, Standard Trust Bank, Afribank Nigeria Plc, Jigawa State College of Education, and Jigawa State Ministry of Finance. He is versatile in spearheading new business development, cultivating partnerships, and fostering healthy stakeholder relationships, with a focus on delivering business growth and achieving revenue milestones.

Mannir's educational qualifications include a PhD in Economics (with a focus on Financial Inclusion) from Bayero University, Kano, as well as a Bachelor of Science and a Master of Science in Economics from the same institution. He has also been an Honorary Senior Member of the Chartered Institute of Bankers of Nigeria (HCIB) since 2015. Mannir's commitment to professional development is evident through his participation in notable training programs, such as Leading Successful Change at INSEAD Business School in Singapore, The Soul of Leadership at the Kellogg School of Management in Chicago, and Leadership & Management at Euromoney in London, reflecting his dedication to continuous growth and excellence.

Mannir is an accomplished business leader with proven expertise in enhancing business profitability, improving productivity, and fostering interdepartmental collaboration. His vast experience spearheading new business development, cultivating partnerships, and promoting healthy stakeholder relationships makes him an invaluable asset to any organisation seeking business growth and revenue milestones.



Oluwagbenga John Adeoye
Non-Executive Director

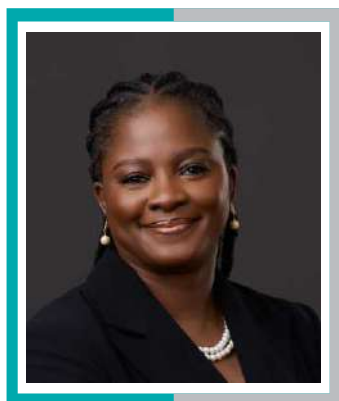
Oluwagbenga John Adeoye is a distinguished, qualified Chartered Accountant and Honorary Chartered Institute of Bankers (HCIB) with Fellowship from ICAN underscoring his exceptional credentials. With over 26 years of experience spanning banking, taxation, finance, and accounting, Oluwagbenga Adeoye has cultivated a diverse and impactful career. He held key positions at leading Banks such as the then Citizens International Bank, Oceanic Bank (now Ecobank), Ecobank Nigeria and now Union Bank of Nigeria PLC, where he is currently the Chief Financial Officer.

Driven by a commitment to continuous professional development, Oluwagbenga has participated in numerous training programs, both within Nigeria and internationally, specializing in areas such as Strategy, IFRS, leadership, corporate governance, taxation and financial management. He is alumni of IMD Business School in Lausanne, Switzerland and a student at London Business School, London. Oluwagbenga is a recognized thought leader, he contributes to supporting ICAN catch them young them program through training of young students in accounting. Oluwagbenga Adeoye is a ICAN prize winner.

Oluwagbenga Adeoye graduated with a second class upper from Actuarial Science Department of University of Lagos in 1997. He is a financial analyst with over 26 years' experience, key skills include financial modelling, forecasting, Cost Control, Procurement and vendor Management, budget management and data analysis. Measurable achievements include forecasting accuracy of 97% and reducing reporting time from ten days to three days. Oluwagbenga Adeoye's current responsibilities financial reporting, Procurement ,investment evaluation, and risk assessment.

His Career's goal is to use his skills to continue contribute to strategic decision-making and company's growth.

BOARD CHAIR'S STATEMENT



Distinguished Shareholders, Board of Directors, and Colleagues,

It is my pleasure to welcome you to the 2024 Annual General Meeting of UBN Property Company Plc ("the Company"), and to present the Annual Report for the financial year ended 31st December 2024.

The Economy

The global economy in 2024 demonstrated resilience amid elevated geopolitical tensions, tighter financial conditions, and moderating inflationary pressures. The global economy grew by 3.2% (IMF), supported by gradual disinflation and improved supply-chain stability, although growth remained uneven across regions.

In Africa, economic performance improved modestly, with growth estimated at around 3.8%, driven by stronger domestic demand in several large economies and improved commodity prices. However, fiscal pressures, currency volatility, and debt sustainability concerns shaped the macroeconomic landscape. In Nigeria, economic activity remained steady despite persistent structural challenges. The economy recorded an annual GDP growth rate of 3.4% in 2024, up from 2.74% in 2023. This improvement was driven primarily by the robust performance of the services sector and a gradual recovery in oil production. The macroeconomic environment, however, was characterised by elevated inflation, exchange-rate adjustments, and tight monetary policy.

Headline inflation trended upward during the year, reaching 34.8% by December 2024, driven by food prices, currency depreciation, and energy-related cost pressures. In response, the Central Bank of Nigeria maintained a tight monetary stance, raising the Monetary Policy Rate to 27.5% by year-end to curb inflation and stabilise the currency.

The Property Industry

The Nigerian real estate sector continued to demonstrate resilience, albeit with moderate growth, supported by urbanisation, housing demand, and investment interest in income-generating properties. Sector growth remained modest, estimated at around 3% - 4%, reflecting high construction costs, elevated financing rates, and affordability constraints.

Rising inflation significantly increased the costs of building materials, labour, and project financing, slowing new developments across the industry. Nonetheless, demand for quality commercial and residential properties remained robust, particularly in major urban centres, as investors sought real assets as a hedge against inflation. Government initiatives aimed at addressing Nigeria's housing deficit continued to support sector sentiment. Programmes focused on affordable housing delivery and infrastructure expansion are expected to sustain long-term growth and deepen the sector's contribution to national output.

2024 Financial Performance

The Company delivered a strong financial performance in 2024, reflecting the strength of its portfolio, disciplined execution of strategic initiatives, and effective capital deployment.

- **Total Income increased to ₦3.37 billion**, compared to ₦2.19 billion in 2023, representing year-on-year growth of 54%.
- **Profit Before Tax rose to ₦2.87 billion**, up 49% from ₦1.93 billion in 2023.
- **Profit After Tax stood at ₦2.23 billion**, up 63% from ₦1.37 billion in the prior year.

The growth in earnings was driven majorly by higher interest income and strong fair value gains on investment properties.

Board Changes

The Board continued to benefit from the depth of experience and strategic guidance of its members throughout the year. All Board developments during the year are disclosed in the Corporate Governance section of this Annual Report.

I want to thank my fellow Directors for their unwavering commitment, oversight, and dedication to the Company's long-term success.

Outlook for 2025

The outlook for Nigeria's economy remains cautiously optimistic. Growth is expected to be supported by ongoing structural reforms, improved oil production, and continued expansion in the services sector.

However, inflation dynamics, exchange-rate stability, and the pace of monetary easing will remain key factors shaping economic performance.

For the property sector, demand fundamentals remain strong, underpinned by sustained urbanisation, population growth, and the persistent housing deficit. As financing conditions gradually stabilise, the sector is expected to see improved investment activity.

As a Company, we remain resolute on value creation and will focus on:

- Optimising returns from our existing property portfolio
- Pursuing selective growth opportunities
- Maintaining strong liquidity and capital discipline
- Enhancing operational efficiency and tenant value proposition

We are confident that our strategy will enable us to sustain growth and continue to deliver superior value to our shareholders.

Conclusion

The achievements recorded in 2024 are a testament to the dedication, professionalism, and resilience of our management and staff. I extend my sincere appreciation to them for their continued commitment to delivering value to our stakeholders.

I also thank our shareholders for your trust and confidence, as well as our customers, partners, and regulators for their continued support.

We remain committed to strengthening our performance, navigating the evolving operating environment, and building a sustainable and profitable future for the Company.

Thank you.

Yetunde B. Oni (Mrs.)

Chairperson

MANAGING DIRECTOR'S STATEMENT



telecommunications and financial services.

Introduction

Distinguished Shareholders, it is with great pleasure that I welcome you to our Company's 15th Annual General Meeting (AGM) and present the financial statements for the year ended 31st December 2024.

Continued macroeconomic adjustments marked 2024 as the Nigerian economy navigated the full effects of the policy reforms initiated in the prior year, including the removal of fuel subsidies and the adoption of a floating exchange rate system.

Whilst we are beginning to witness relative stability, the immediate impact of fuel subsidy removal and the floating exchange rate system in 2024 was severe. The operating environment was challenged, with inflationary pressures, currency volatility, and elevated interest rates impacting businesses and households, including our own operations. Headline inflation rate trended upwards, standing at 34.8% in December 2024, whilst CBN hiked the Monetary Policy Rate (MPR) to 27.5% by year-end.

Despite these headwinds, Nigeria's economy demonstrated resilience, with Gross Domestic Product (GDP) growth estimated at 3.4% in 2024, supported mainly by the services sector, improved oil output, and continued expansion in

Developments in the Real Estate Industry

Despite macroeconomic pressures, the real estate industry remained vibrant in 2024. Due to reduced purchasing power amid overall economic conditions, the industry continued to see increased interest in the mid-market and affordable housing segments, as affordability constraints persisted. At the same time, investors maintained interest in income-generating properties with stable cash flows.

Similarly, demand for quality residential and commercial properties remained strong, particularly in Lagos and Abuja, driven by urbanisation, population growth, and the need for real assets as an inflation hedge. Emerging trends such as flexible living arrangements, sustainability considerations, and technology-enabled property management continued to shape the sector's evolution and will likely remain key themes in the coming years. The shift toward sustainable, tech-enabled homes gained momentum in areas such as Lagos and Abuja, as buyers increasingly prioritise homes that reduce long-term living costs.

2024 Financial Performance

The Company's 2024 performance improved over 2023, underpinned by growth in other operating income.

Profit Before Tax (PBT) increased significantly to approximately ₦2.87 billion, up from ₦1.93 billion in 2023, reflecting robust year-on-year growth.

Total income rose to about ₦3.37 billion, driven by higher returns on short-term placements, stable rental streams, and improved portfolio performance.

The Company's financial position remained solid, with **total assets of about ₦15.25 billion as at 31st December 2024**, while **shareholders' funds remained strong at approximately ₦12.1 billion**, reinforcing the Company's capacity to pursue growth opportunities.

Key Business Highlights

In line with our cautious but opportunity-driven strategy, Management remained focused on preserving value, strengthening liquidity, and positioning the Company for future development opportunities.

Given the high-interest-rate environment and elevated construction costs during the year, the Company prioritised optimisation of its existing portfolio while continuing to evaluate strategic land acquisition opportunities in prime locations. We continued to refine our development strategy to align with prevailing market realities, focusing on projects with strong demand fundamentals, shorter sales cycles, and attractive risk-adjusted returns.

Regulatory Compliance

In 2024, the Company complied with all statutory and regulatory requirements applicable to its operations as a publicly quoted company. We remain committed to maintaining the highest standards of corporate governance, transparency, and regulatory adherence.

2025 Outlook

Looking ahead, the macroeconomic environment is expected to gradually stabilise as policy reforms continue to gain traction. While inflation and interest rates may remain elevated in the near term, improved investor confidence and macroeconomic adjustments are expected to support economic activity.

Our strategic priorities for 2025 include:

- Continuing the search and acquisition of strategically located land in high-potential areas
- Developing residential offerings targeted at segments with strong and sustainable demand
- Enhancing portfolio efficiency and recurring income streams
- Maintaining prudent cost management and capital discipline

We remain confident that the long-term fundamentals of Nigeria's real estate market — particularly urbanisation and the persistent housing deficit — will continue to present compelling growth opportunities for the Company.

On behalf of Management, I thank our shareholders for their continued support and confidence in the Company. I also wish to express my sincere appreciation to the Board of Directors for their guidance and oversight, and to our staff for their dedication and commitment throughout the year.

Thank you.

Michael Onagbola
Managing Director

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024



The Directors present their annual report on the affairs of UBN Property Company Plc ("the Company"), together with the financial statements and auditor's report for the year ended 31st December 2024.

Legal form

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

Principal activity

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

Operating results

The highlight of the Company's operating results for the year is as follows:

in thousands of Nigerian Naira	2024	2023
Profit before income tax expense	2,865,280	1,934,105
Income tax expense	(632,983)	(567,021)
Profit after tax	2,232,297	1,367,084
Dividend declared and paid during the year	(421,982)	(421,982)
Basic and diluted earnings per share (kobo)	40	24

Analysis of Shareholding

The shareholding structure of the Company is as stated below:

As of 31st December 2024

Range	No. of Holders	% of Total Holders	Units held	% of Total Holders
1 - 50,000	315	35.31	7,472,433	0.13
50,001 - 500,000	343	38.45	71,521,121	1.27
500,001 - 5,000,000	173	19.39	318,541,972	5.66
5,000,001 - 50,000,000	52	5.83	996,397,999	17.71
50,000,001 - 500,000,000	6	0.67	460,691,119	8.19
500,000,001 - 5,626,416,051	3	0.34	3,771,791,407	67.04
Grand total	892	100	5,626,416,051	100

As of 31st December 2023

Range	No. of Holders	% of Total Holders	Units held	% of Total Holders
10 - 50,000	262	31.23	7,101,763	0.13
50,001 - 500,000	337	40.17	70,208,181	1.25
500,001 - 5,000,000	179	21.33	344,406,947	6.12
5,000,001 - 50,000,000	52	6.20	1,016,037,999	18.06
50,000,001 - 500,000,000	6	0.72	461,825,700	8.21
500,000,001 - 5,626,416,051	3	0.36	3,726,835,461	66.24
Grand Total	839	100	5,626,416,051	100

Proposed Dividend

The Directors, pursuant to the powers vested in it by the provisions of the Companies and Allied Matters Act 2020, propose a dividend of N0.075 kobo per ordinary share from the retained earnings account as of 31st December 2024 (31st December 2023: N0.075 kobo per ordinary share). This proposed dividend will be presented to the shareholders for approval at the Annual General Meeting. The proposed dividend is subject to withholding tax at the appropriate tax rate.



Directors and Their Interests

The names of the Directors at the date of this report and of those who held offices during the year are as follows:

Yetunde Bolanle Oni	<i>Board Chair</i> (Appointed with effect from 26 th March 2024)
Mudassir Amray	<i>Chairman</i> (Retired with effect from 10 th January 2024)
Michael Onagbola	<i>Managing Director</i>
Joseph Mbulu	<i>Non-Executive Director</i> (Retired with effect from 10 th January 2024)
Obiaku Nneze Akwivu-Nwadike	<i>Non - Executive Director</i>
Remi Kolarinwa	<i>Independent Non-Executive Director</i>
Mannir Ringim	<i>Non-Executive Director</i> (Appointed with effect from 26 th March 2024)

The direct interest of Directors in the issued share capital of the Company as recorded in the Register of Directors' Shareholding and /or as notified by the Directors purposes of the provisions of Section 122 of CAMA 2020 are as follows:

Directors	31-Dec-24		31-Dec-23	
	Direct	Indirect	Direct	Indirect
Yetunde Bolanle Oni (Mrs.)	-	-	-	-
Mudassir Amray	-	-	-	-
Michael Onagbola	-	-	-	-
Olajumoke Odulaja (Mrs.)	-	-	-	-
Mannir Ringim	-	-	-	-
Joseph Mbulu	-	-	-	-
Obiaku Nneze Akwivu-Nwadike (Mrs.)	53,500,000	56,000,000	53,500,000	56,000,000
Remi Kolarinwa	-	-	-	-
Total	53,500,000	56,000,000	53,500,000	56,000,000

Directors' Interest in Contracts

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

Directors' retirements

The Directors who retire by rotation and being eligible, offer themselves for re-election in accordance with Articles 26 and 27 of the Company's Articles of Association are Mrs. Yetunde Oni and Mr. Mannir Ringim.

Significant shareholdings

According to the Register of Members, no shareholder other than the under-mentioned held at least 5% of the issued capital of the Company as at 31st December 2024:

	2024		2023	
	No. of shares	% Holding	No. of shares	% Holding
Union Bank of Nigeria Plc	2,195,000,000	39	2,195,000,000	39
Dangana Abdulwahab	942,926,546	17	941,238,746	17
Suleiman Tanko Yakasai	633,864,861	11	590,596,715	10

Property, plant and equipment

Information relating to changes in property, plant and equipment is given in Note 15 to the financial statements. In the opinion of the Directors, market value of property, plant and equipment is not less than the value shown in the financial statements.

Donations and charitable gifts

There were no donations during the year. (2023: N1,600,000).

Employment of Physically Challenged Persons

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

Health, safety at work and welfare of employees

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



Employees' involvement and training

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

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

Events after the reporting date

There were no subsequent events after reporting date which could have had material effect on the state of affairs of the Company as of 31 December 2024, which have not been adequately provided for or disclosed in the financial statements.

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

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

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

Operational risk management

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

Auditor

Messrs. Ernst & Young (EY) acted as the Company's independent auditor during the financial year ended 31st December 2024. The independent auditor's report was signed by Babayomi Ajijola, a partner in the firm, with Financial Reporting Council of Nigeria (FRC) membership number FRC/2013/PRO/ICAN/004/00000001196.

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

By order of the Board

A handwritten signature in blue ink that reads "Mojisola Adeola".

Mojisola Adeola (Mrs)

FRC/2013/PRO/NBA/002/00000004263

Company Secretary

28th April 2025

STATEMENT OF CORPORATE RESPONSIBILITY FOR THE FINANCIAL STATEMENTS



In line with the provision of Section 405 of the Companies and Allied Matters Act, 2020, we have reviewed the audited financial statements of the Company for the year ended 31st December 2024 based on our knowledge and confirm as follows:

- i. The audited financial statements do not contain any untrue statement of material fact and/or omit to state a material fact which would make the statements misleading.
- ii. The audited financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the Company as of and for the year ended 31st December 2024.
- iii. The Company's internal controls have been designed to ensure that all material information relating to the Company is received and provided to the auditors during the audit.
- iv. The Company's internal controls were evaluated within ninety (90) days of the financial reporting date and are effective as of 31st December 2024.
- v. That we have disclosed to the Company's auditor and Statutory Audit Committee the following information:
 - a. There are no significant deficiencies in the design or operation of the Company's internal controls which could adversely affect the Company's ability to record, process, summarise and report financial data, and have discussed with the auditors any weaknesses in internal controls observed in the course of audit.
 - b. There is no fraud involving management or other employees which could have any significant role in the Company's internal control.
- vi. There are no significant changes in internal controls or in the other factors that could significantly affect internal controls after the date of this audit, including any corrective actions with regard to any observed deficiencies and material weaknesses.

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

Michael Onagbola
FRC/2023/PRO/DIR/003/413829
Managing Director

28th April 2025

A handwritten signature in black ink, appearing to read 'Oluwagbenga Adeoye'.

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

28th April 2025

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



Section 377 of the Companies and Allied Matters Act, 2020, requires the Directors to prepare financial statements for each financial year that give a true and fair view of the state of financial affairs of the Company at the end of the year and of its profit or loss and other comprehensive income. The responsibilities include ensuring that the Company:

- a) Keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Company and comply with the International Financial Reporting Standards, the relevant requirements of the Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria (Amendment) Act, 2023.
- b) Establishes adequate internal controls to safeguard its assets and to prevent and detect fraud and other irregularities; and
- c) Prepares its financial statements using suitable accounting policies supported by reasonable and prudent judgments and estimates, and are consistently applied.

The Directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates, in conformity with the International Financial Reporting Standards, the relevant requirements of the Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

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

Nothing has come to the attention of the Directors to indicate that the Company will not remain a going concern for at least twelve (12) months from the date of this statement.

Signed on behalf of the Board of Directors by:

Handwritten signature of Michael Onagbola in black ink.

Michael Onagbola
FRC/2023/PRO/DIR/003/413829
Managing Director

28th April 2025

Handwritten signature of Yetunde Bolanle Oni (Mrs.) in black ink.

Yetunde Bolanle Oni (Mrs.)
FRC/2024/PRO/DIR/003/678857
Board Chair

28th April 2025

CORPORATE GOVERNANCE REPORT



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

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

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

Securities Trading Policy

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

Complaints’ Management Policy

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

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

Whistle Blowing Procedures

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

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

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

Remuneration Policy for Directors and Senior Management

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

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

Governance Structure

The following governance bodies are in place.

A. Board of Directors

The Board of Directors oversees the management of the Company, and at the end of 31 December 2024 comprised a Non- Executive Chairman, one Independent Non-Executive Director, two Non-Executive Directors, and the Managing Director. The Directors are listed in the table below which provides information on their attendance at Board meetings during the period under review.



NAME	26.01.2024	02.05.2024	24.07.2024	19.12.2024
Yetunde Bolanle Oni (Mrs.) ¹	NA	✓	✓	✓
Michael Onagbola	✓	✓	✓	✓
Mudassir Amray ²	R	R	R	R
Joseph Mbulu ³	R	R	R	R
Obiaku Nneze Akwiwu - Nwadike (Mrs.)	✓	✓	✓	✓
Remi Kolarinwa	✓	✓	✓	✓
Mannir Ringim ⁴	NA	✓	✓	✓

Present ✓ Resigned/Retired R
 Not yet appointed NA Absent AB

¹ Appointed with effect from 26th March 2024

² Retired with effect from 10th January 2024

³ Retired with effect from 10th January 2024

⁴ Appointed with effect from 26th March 2024

Responsibilities of the Board of Directors

The Board, the highest decision-making body approved by the shareholders, met four (4) times during the year to provide strategic direction, leadership and articulate policies required to achieve the objectives of the Company.

The Board monitors the activities of the Managing Director and the Senior Management staff and the accomplishment of set objectives through reports at its meetings. In performing its oversight function over the Company's business, the Board operates through the following Board Committees.

B. Board Committees

The Board of Directors has two standing committees, which deal with specific operations of the Company, namely:

1. Board Audit and Risk Management Committee

The Committee consists of the following members

NAME		30.07.2024	21.10.2024	20.12.2024
i. Remi Kolarinwa	Chairman	✓	✓	✓
ii. Obiaku Nneze Akwiwu - Nwadike (Mrs.)	Member	✓	✓	✓
iii. Mannir Ringim ¹	Member	✓	✓	✓
iv. Joseph Mbulu ²	Member	R	R	R

¹ Appointed with effect from 26th March 2024

² Retired with effect from 10th January 2024

Its responsibilities include the following, amongst others:

- Review and approve the annual external audit plan and to ensure the Company's information security policies, business continuity management and disaster recovery plans are comprehensive and adequate;
- Define the Company's risk appetite, develop and periodically review the Company's risk management strategy;
- Ensure that an internal audit function is established to provide reasonable assurance to the Board on the effectiveness of the Company's system of internal controls;
- Oversee Company's process and strategy for the identification of significant risks across the Company and the adequacy of prevention, detection and reporting mechanisms.
- Ensure the development of comprehensive internal audit, internal control and risk management frameworks for the Company;
- Obtain and review reports from the internal audit function to assess the strength, quality and effectiveness of internal controls, and monitor the status and implementation of any exceptions or recommendations for improvement raised by the most recent internal reviews of the Company's internal controls and control functions.

2. Board Governance and Remuneration Committee

The Committee comprises the following members

NAME		02.05.2024	03.06.2024	30.07.2024	21.10.2024
Remi Kolarinwa	Chairman	✓	✓	✓	✓
Obiaku Nneze Akwiwu - Nwadike (Mrs.)	Member	✓	✓	✓	✓
Mannir Ringim ¹	Member	✓	✓	✓	✓
Joseph Mbulu ²	Member	R	R	R	R



¹ Appointed with effect from 26th March 2024

² Retired with effect from 10th January 2024

Its responsibilities include the following, amongst others:

- Review and report to the Board annually on the broad key performance indicators set by executive management for staff groups below the executive management level ("Staff") to achieve that year's business and financial goals.
- Review and report to the Board, on the annual performance evaluation of Staff conducted by management for the prior year's performance and the overall outcome of the annual performance evaluation process.
- Review and report to the Board annually, the overall training policy and program for Staff and any changes as they arise to achieve business and financial goals.
- Consider and review staff compensation, welfare and industrial relations matters and make appropriate recommendations to the Board from time to time.
- Consider and recommend compensation increments for staff to the Board for consideration and approval.
- Review and recommend for Board approval, any policies relating to Staff, and engagement of outsourced services, not otherwise contemplated herein, as may be deemed necessary.
- Review and advise the Board annually, on the strategy for and engagement of service providers of Support Staff, including the overall cost, performance and effectiveness of these firms in delivering cost-effective and high-quality service to the Company's customers.

3. Statutory Audit Committee

The Committee is constituted at the Company's Annual General Meeting (AGM) - It met five (5) times during the year and consists of the following members:

NAME		26.02.2024	24.04.2024	24.07.2024	22.10.2024	19.12.2024
Kamarudeen Oladosu FCA	Chairman	✓	✓	✓	✓	✓
Remi Kolarinwa	Member	✓	✓	✓	✓	✓
Nornah Awoh	Member	✓	✓	✓	✓	✓
Mannir Ringim ¹	Member	NA	AB	✓	✓	✓
Joseph Mbulu ²	Member	R	R	R	R	R
Timothy Oyedele	Member	✓	✓	✓	✓	✓

Present

✓

Resigned/Retired

R

Not yet appointed

NA

Absent

AB

¹ Appointed with effect from 26th March 2024

² Retired with effect from 10th January 2024

The Statutory Audit Committee has responsibility for the following:

- Oversight responsibility for the Company's accounting and financial reporting functions.
- Oversight responsibility for the Company's accounting systems.
- Oversight responsibility for the Company's internal audit and control structures.
- Recommending the appointment, remuneration and removal of external auditors to the Board.
- Reviewing and recommending the audited financial statements to shareholders for approval.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS BY:

Mojisola Adeola (Mrs)

FRC/2013/PRO/NBA/002/00000004263

Company Secretary

28th April 2025

REPORT OF THE STATUTORY AUDIT COMMITTEE



In compliance with Section 404 of Companies and Allied Matters Act, 2020, we reviewed the financial statements of UBN Property Company Plc. for the year ended 31 December 2024 and hereby state as follows:

- 1 The scope and planning of the audit were adequate in our opinion;
- 2 The accounting and reporting policies of the Company conformed with the statutory requirements and agreed ethical practices;
- 3 The Internal Control and Internal Audit functions were operating effectively;
- 4 The External Auditor's findings as stated in the management letter are being dealt with satisfactorily by the management; and
- 5 Related party balances and transactions have been disclosed in Note 27 to the financial statements in accordance with requirements of the IFRS Accounting Standards as issued by the International Accounting Standards Board.

Signed on behalf of the Committee by:

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

Kamarudeen Oladosu FCA
FRC/2013/PRO/DIR/00000005091
Chairman, Statutory Audit Committee

28th April 2025

MEMBERS OF THE COMMITTEE

- | | | |
|---|----------------------------|----------|
| 1 | Kamarudeen Oladosu FCA | Chairman |
| 2 | Remi Kolarinwa | Member |
| 3 | Nornah Awoh | Member |
| 4 | Timothy Oyedele | Member |
| 5 | Mannir Ringim ¹ | Member |
| 6 | Joseph Mbulu ² | Member |

¹ Appointed with effect from 26th March 2024

² Retired with effect from 10th January 2024



CORPORATE SERVICES LIMITED

18th May 2025

REPORT OF THE EXTERNAL CONSULTANTS ON THE PERFORMANCE OF THE BOARD OF DIRECTORS OF UBN PROPERTY COMPANY PLC FOR THE FINANCIAL YEAR-ENDED 31ST DECEMBER 2024

DCSL Corporate Services Limited (DCSL) was engaged by UBN Property Company Plc (“the Company”) to conduct an evaluation of the performance of the Board of Directors for the financial year-ended December 31, 2024. This assessment was carried out pursuant to **Principle 14.1 of the Nigerian Code of Corporate Governance, 2018 (“NCCG Code”), the Securities and Exchange Commission Corporate Governance Guidelines 2020 (SCGG) and the Companies and Allied Matters Act 2020 (CAMA)**, as well as global best practices on Corporate Governance.

The evaluation involved a review of the Company’s corporate and statutory documents, Minutes of Board and Committee meetings, policies and other relevant documents provided to us. Additionally, we administered questionnaires to Directors and conducted interviews to assess compliance with relevant corporate governance principles and evaluate the Board’s performance. The Company’s corporate governance structures, policies and processes were benchmarked against the provisions of the SCGG and NCCG as well as global Best Practices, focusing on the following seven (7) key corporate governance themes:

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

Our review of the Company’s corporate governance practices and procedures confirms that the Board remains committed to upholding strong governance standards, demonstrating adherence to the principles outlined in the SCGG, the NCCG, as well as applicable laws, regulations, and international best practices in corporate governance. We are confident that the Board is committed to setting the pace for the observance of the highest ethical standards and transparency in the conduct of the Company’s business.

We have proffered recommendations to address the areas requiring improvement and are satisfied that the Board will take appropriate steps to implement these.

Yours faithfully,

For: DCSL Corporate Services Ltd

Bisi Adeyemi

Managing Director

FRC/2013/PRO/DIR/003/00000002716

Directors: – Abel O. Ajayi (Chairman) – Bisi Adeyemi (Managing Director) – Adeniyi Obe – Dr Anino Emuwa – Obi A. Ogbечи – Mr. Lekan Belo

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UBN PROPERTY COMPANY PLC

Management's Report on the Effectiveness of Internal Control over Financial Reporting for the year ended 31 December 2024

The Management of UBN Property Company Plc ("the Company") is responsible for establishing and maintaining adequate internal control over financial reporting as required by the Investments and Securities Act 2025, and the Financial Reporting Council (Amendment) Act, 2023.

The Management of UBN Property Company Plc assessed the effectiveness of the internal control over financial reporting of the Company as of 31 December 2024, using the criteria set forth by the Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("the COSO Framework") and in accordance with the SEC Guidance on Implementation of Section 60-63 of Investments and Securities Act 2007 now Section 89(1) of Investments and Securities Act 2025.

As of 31 December 2024, the management of UBN Property Company Plc did not identify any material weakness in its assessment of internal control over financial reporting. As a result, Management has concluded that as of 31 December 2024, the Company's internal control over financial reporting was effective.

The Company's independent auditor, Ernst & Young who audited the financial statements issued a separate December 2024 based on the limited assurance engagement performed by firm.

Management's Remediation Plan and Status

Management is committed to maintaining a strong internal control environment. In response to the identified deficiencies noted in our assessment of the internal control over financial reporting for the Company, Management has already taken steps to substantially remediate these deficiencies and will continue to take further steps until such remediation is complete. The steps taken by Management on the outstanding deficiencies yet to be remediated were to identify appropriate compensating controls to mitigate the financial risks that may result in a misstatement in the financial statement. While Management has taken steps to substantially remediate these identified deficiencies, we will continue to complete the remediation process as quickly as possible.

As Management continues to evaluate and work to improve our internal control over financial reporting, we may take additional measures to address these control deficiencies or modify certain remediation measures described above.

Michael Onagbola
FRC/2023/PRO/DIR/003/413829
Managing Director

28th April 2025

Oluwabenga Adeoye
FRC/2013/ICAN/00000002063
Chief Financial Officer

28th April 2025



UBN PROPERTY COMPANY PLC

Certification of Management's Assessment of Internal Control over Financial Reporting for the year ended 31 December 2024

We, Michael Onagbola (Managing Director) and Oluwagbenga Adeoye (Chief Financial Officer) certify that

- a) We have reviewed the 2024 Annual Financial Statements of UBN Property Company Plc ('the Company').
- b) Based on our knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
- c) Based on our knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of 31 December 2024, presented in this report.
- d) UBN Property Company Plc certifying officers.
 - 1) are responsible for establishing and maintaining internal controls.
 - 2) have designed such internal controls and procedures or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to UBN Property Company Plc, is made known to us by others within those entities, particularly during the period in which this report is being prepared.
 - 3) have designed such internal control system or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.
 - 4) have evaluated the effectiveness of the Company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of 31 December 2024 covered by this report based on such evaluation.
- e) UBN Property Company Plc certifying officers have disclosed, based on our most recent evaluation of internal control system, to the Company's auditors (Ernst & Young) and the audit committee that:
 - 1) There were no significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - 2) There was no fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system.
- f) UBN Property Company Plc certifying officers have identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to deficiencies noted.

Dated this 28th April 2025

Michael Onagbola
FRC/2023/PRO/DIR/003/413829
Managing Director

28th April 2025

Oluwagbenga Adeoye
FRC/2013/CAN/00000002063
Chief Financial Officer

28th April 2025

Independent Auditor's Attestation Report on Management's Assessment of Internal Control over Financial Reporting

To the Members of UBN Property Company Plc

Scope

We have been engaged by UBN Property Company Plc ('the Company') to perform a 'limited assurance engagement', based on International Standards on Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and Financial Reporting Council of Nigeria Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, herein referred to as the engagement, to report on UBN Property Company Plc Internal Control over Financial Reporting (ICFR) (the "Subject Matter") contained in the company's Management's Assessment on Internal Control over Financial Reporting as of 31 December 2024 (the "Report").

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Criteria applied by UBN Property Company Plc

In designing, establishing and operating the Internal Control over Financial Reporting (ICFR) and preparing the Management's assessment of the Internal Control over Financial Reporting (ICFR), UBN Property Company Plc applied the requirements of Internal Control-Integrated Framework (2013) of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Framework and SEC Guidance on Management Report on Internal Control Over Financial Reporting (Criteria). Such Criteria were specifically designed to enable organizations effectively and efficiently develop systems of internal control that adapt to changing business and operating environments, mitigate risks to acceptable levels, and support sound decision making and governance of the organization; As a result, the subject matter information may not be suitable for another purpose.

Independent Auditor's Attestation Report on Management's Assessment of Internal Control over Financial Reporting

UBN Property Company Plc's responsibilities

UBN Property Company Plc management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying UBN Property Company Plc management's assessment of the Internal Control over Financial reporting as of 31 December 2024 in accordance with the Criteria.

Our responsibilities

Our responsibility is to express a conclusion on the design and operating effectiveness of the Internal Control over Financial Reporting based on our assurance engagement.

We conducted our engagement in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, those standards require that we plan and perform our engagement to obtain limited assurance on the entity's internal control over financial reporting based on our assurance engagement.

Our independence and quality management

We have maintained our independence and confirm that we have met the requirements of the international Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA Code) and have the required competencies and experience to conduct this assurance engagement.

We also apply International Standard on Quality Management 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services engagements, which requires that we design, implement, and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Description of procedures performed

The procedures we performed included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

Our engagement also included performing such other procedures as we considered necessary in the circumstances. We believe the procedures performed provides a basis for our report on the internal control put in place by management over financial reporting.

Conclusion

In conclusion, nothing has come to our attention to indicate that the internal control over financial reporting put in place by UBN Property Company Plc's management is not adequate as of 31 December 2024, based on the requirements of Committee of Sponsoring Organizations of the Treadway Commission (COSO) Framework and SEC Guidance on Management Report on Internal Control Over Financial Reporting.



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Independent Auditor's Attestation Report on Management's Assessment of Internal Control over Financial Reporting

Other Matter

We also have audited, in accordance with the International Standards on Auditing, the financial statements for the year ended 31 December 2024 of UBN Property Company Plc and we expressed an unmodified opinion in our Auditor's report dated 27 May 2025. Our conclusion is not modified in respect of this matter.

Babayomi Ajijola
FRC/2013/PRO/ICAN/004/00000001196
For: Ernst & Young
Lagos, Nigeria



27 May 2025

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF UBN PROPERTY COMPANY PLC

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of UBN Property Company Plc ("the Company"), which comprise the statement of financial position as at 31 December 2024, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of UBN Property Company Plc as at 31 December 2024 and its financial performance and cash flows for the year then ended prepared in accordance with the IFRS Accounting Standards as issued by the International Accounting Standards Board, the provisions of the Companies and Allied Matters Act, 2020 and in compliance with the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

Basis for opinion

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

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

INDEPENDENT AUDITOR'S REPORT

Key audit matters - continued

Key audit matter	How our audit addressed the matter
<p>Valuation of Investment Properties</p> <p>The carrying value of investment properties as at 31 December 2024 amounted to ₱11.963 billion (2023: ₱3.302 billion). This represents 78.4% (2023: 26.5%) of the total assets. The fair value gain on it for the year then ended amounted to ₱1.308 billion (2023: ₱166.7 million).</p> <p>It is the Company's policy that Investment Properties are stated at fair value as determined by independent external valuation experts.</p> <p>Determining the fair value of investment properties requires a high level of professional judgement and assessment. The value of the properties was assessed by a professional valuer using the comparative approach, income approach and depreciated replacement cost approach.</p> <p>The valuation of investment properties is considered a key audit matter due to the inherent subjectivity in determining the properties' values.</p> <p>The Company's accounting policy on investment property and related disclosures are shown in Notes 3.5.2 and 14 respectively of the financial statements.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> ▪ We obtained a schedule of investment properties and agreed the balances to the respective general ledger accounts. ▪ We assessed the external property valuers' qualifications, experience, and expertise in the properties being valued and considered their objectivity and independence. ▪ We assessed the reasonableness of the adjusted valuation per square meter by carrying out independent online research on the market price for properties in the same location. ▪ We reviewed the valuation report of the investment properties to conclude on the completeness and reasonableness of the analysis included in the report. ▪ We assessed the valuation method adopted to conclude on whether the valuation method as applied by the external valuers is acceptable and in accordance with applicable standards, for the purpose of the valuation of the underlying investment properties.

INDEPENDENT AUDITOR'S REPORT

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the document titled "UBN Property Company Plc Annual Report for the year ended 31 December 2024", which includes the Corporate Information, Report of the Directors, Statement of Corporate Responsibility for the Financial Statements, Statement of Directors' Responsibilities in Relation to the Preparation of Financial Statements, Management's Report on the Effectiveness of Internal Control over Financial Reporting, Certification of Management's Assessment of Internal Control over Financial Reporting, Corporate Governance, Report of the Statutory Audit Committee and Other National Disclosures. The other information does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's 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.

Responsibilities of the Directors for the Financial Statements

The Directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, the provisions of the Companies and Allied Matters Act, 2020 and in compliance with the Financial Reporting Council of Nigeria (Amendment) Act, 2023 and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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



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INDEPENDENT AUDITOR'S REPORT

Auditor's Responsibilities for the Audit of the Financial Statements - continued

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

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

We communicate with the Directors 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.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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



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INDEPENDENT AUDITOR'S REPORT

Report on Other Legal and Regulatory Requirements

In accordance with the requirement of the Fifth Schedule of the Companies and Allied Matters Act, 2020, we confirm that:

- I. we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit.
- II. in our opinion, proper books of account have been kept by the Company, in so far as it appears from our examination of those books; and
- III. the Company's statement of financial position and statement of profit or loss and other comprehensive income agree with the books of account.

In accordance with the requirements of the Financial Reporting Council of Nigeria (FRC) Guidance on Assurance Engagement Report on Internal Control over Financial Reporting:

We performed a limited assurance engagement and reported on management's assessment of the Company's internal control over financial reporting as of 31 December 2024. The work performed was done in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, and we have issued an unmodified conclusion in our report dated 27 May 2025.

Babayomi Ajijola
FRC/2013/PRO/ICAN/004/00000001196
For: Ernst & Young
Lagos, Nigeria

27 May 2025



STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024



in thousands of Nigerian Naira	Notes	2024	2023
Revenue from the sale of trading properties	7	1,366,004	1,661,000
Cost of sale of trading properties	7	(576,423)	(782,658)
Profit from the sale of trading properties		789,581	878,342
Property management fees	7	51,342	30,910
		840,923	909,252
Other operating income			
Rental income from investment properties	8	57,184	103,779
Interest income calculated using the effective interest method	10	1,126,210	935,150
Other income	11	34,480	79,835
Fair value gain on investment properties	9	1,307,535	166,717
Other operating income		2,525,409	1,285,481
Total income		3,366,332	2,194,733
Personnel expenses	12	(179,341)	(161,383)
Depreciation of plant and equipment	15	(14,296)	(12,419)
Operating expenses	13	(307,415)	(86,826)
Total expenses		(501,052)	(260,628)
Profit before income tax expense		2,865,280	1,934,105
Income tax expense	21.1	(632,983)	(567,021)
Profit after tax		2,232,297	1,367,084
Other comprehensive income for the year		-	-
Total comprehensive income for the year, net of tax		2,232,297	1,367,084
Basic and diluted earnings per share (kobo)	25	40	24

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

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024



in thousands of Nigerian Naira	Notes	31 December 2024	31 December 2023
Non-Current Assets			
Investment properties	14	11,963,086	3,301,800
Plant and equipment	15	49,810	38,345
Total non-current assets		12,012,896	3,340,145
Current assets			
Trading properties	16	-	554,773
Trade and other receivables	17	330,308	149,836
Cash and short term deposits	18	2,906,731	8,435,113
Total current assets		3,237,039	9,139,722
Total assets		15,249,935	12,479,867
Non-current liabilities			
Deferred tax liabilities	22	346,648	211,729
		346,648	211,729
Current liabilities			
Trade and other payables	19	2,125,593	772,119
Current income tax payable	21.3	502,454	571,033
Contract liabilities	20	149,032	609,093
Total Current liabilities		2,777,079	1,952,245
Total liabilities		3,123,727	2,163,974
EQUITY			
Share capital	24.1	5,626,416	5,626,416
Share premium	24.1	1,092,822	1,092,822
Retained earnings		5,406,970	3,596,655
		12,126,208	10,315,893
Total liabilities and equity		15,249,935	12,479,867

The financial statements were approved by the Board of Directors on 28 April 2025 and signed on its behalf by:

Yetunde Bolanle Oni (Mrs.) (Board Chair)
FRC/2024/PRO/DIR/003/678857

Michael Onagbola (Managing Director)
FRC/2023/PRO/DIR/003/413829

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

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

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024



<i>in thousands of Nigerian Naira</i>	Note	Share capital	Share premium	Retained earnings	Total equity
As at 1 January 2024		5,626,416	1,092,822	3,596,655	10,315,893
Profit for the year		-	-	2,232,297	2,232,297
Total comprehensive income for the year, net of tax		-	-	2,232,297	2,232,297
Transactions with owners of equity					
Dividends declared and paid at N0.075kobo per 1 unit of ordinary share	24.2	-	-	(421,982)	(421,982)
Total transactions with owners of equity		-	-	(421,982)	(421,982)
As at 1 December 2024		5,626,416	1,092,822	5,406,971	12,126,208
As at 1 January 2023		5,626,416	1,092,822	2,651,553	9,370,791
Profit for the year		-	-	1,367,084	1,367,084
Total comprehensive income for the year, net of tax		-	-	1,367,084	1,367,084
Transactions with owners of equity					
Dividends declared and paid at N0.075kobo per 1 unit of ordinary share	24.2	-	-	(421,982)	(421,982)
Total transactions with owners of equity		-	-	(421,982)	(421,982)
As at 1 December 2023		5,626,416	1,092,822	3,596,655	10,315,893

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

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024
IN THOUSANDS OF NIGERIAN NAIRA



Statement of Cash Flows	Notes	2024	2023
Cash flows from operating activities			
Profit before income tax		2,865,280	1,934,105
Adjustments to reconcile profit before tax to net cash flows			
Depreciation of property, plant and equipment	15	14,296	12,419
Loss/(profit) from sale of plant and equipment		178	(170)
Fair value gain on investment property	9	(1,307,535)	(166,717)
Interest income	10	(1,039,480)	(935,150)
		532,739	844,487
Operating profit before changes in working capital			
Changes in working capital			
Decrease in trading properties	16.2	554,773	727,230
Increase trade and other receivables	26.1	(180,472)	(183,452)
Increase in trade and other liabilities	26.2	353,474	122,610
Decrease in contract liabilities	26.3	(460,061)	(118,413)
		800,453	1,392,462
Income tax paid	21.3	(566,643)	(304,162)
		233,810	1,088,300
Net cash flows from operating activities			
Cash flows from investing activities			
Interest income received	26.4	1,039,480	868,815
Acquisition of investment properties	14	(6,331,026)	-
Movement in short-term deposits with maturity of more than 3 months on date of origination	26.5	8,268,075	(8,201,739)
Cost capitalised on investment properties	14	(22,725)	(45,083)
Proceed from disposal of office equipment		101	170
Purchase of plant and equipment	15	(26,040)	(1,970)
		2,927,865	(7,379,807)
Net cash flows from/ (used in) investing activities			
Cash flows from financing activities			
Dividends paid	24.2	(421,982)	(421,982)
		(421,982)	(421,982)
Net cash flows used in financing activities			
		2,739,693	(6,713,490)
Net increase in cash and cash equivalents			
Cash and cash equivalents as at 1 January		167,038	6,880,528
Cash and cash equivalents as at 31 December	18.1	2,906,731	167,038

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

NOTES TO THE FINANCIAL STATEMENTS



1 Reporting Entity

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

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

2 Financial period

These financial statements cover the financial year ended 31st December 2024, with comparative amounts and other information for the financial year ended 31st December 2023.

3 Accounting Policies

3.1 Basis of Preparation

The financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board. These financial statements also comply with the requirements of the Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria (Amendment) Act, 2023. The accounting policies have been consistently applied to all periods presented. The financial statements for the year ended 31 December 2024 were authorised for issue by the Company's Board of Directors on 28th April 2025

3.2 Functional and presentation currency

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

3.3 Basis of measurement

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

3.4 Significant accounting judgments, estimates and assumptions

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

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

3.5 Summary of material accounting policies

The accounting policies adopted and methods of computation followed are consistent with those of the previous financial year.

3.5.1 Plant and equipment

(i) Recognition and measurement

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

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

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

(ii) Subsequent costs

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

(iii) Depreciation

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

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

Plant and machinery	5 years
Fixtures and fittings	5 years
Office equipment	5 years

Motor vehicles 4 years

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

(iv) De-recognition

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

3.5.2 Investment property

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

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

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

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

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

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

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

3.5.3 Trading properties

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

Cost includes:

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

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

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

3.5.4 Financial instruments

a. Recognition and initial measurement

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

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

b. Classification

i. Financial assets

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

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

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

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

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

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

Business model assessment

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

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

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

For the purposes of this assessment, principal is defined as the fair value of the financial asset on initial recognition. Interest is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs as well as profit margin.

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

c. Financial instruments - classification, and subsequent measurement appropriately.

Financial assets - Subsequent measurement and gains and losses

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

Financial liabilities - Classification, subsequent measurement and gains and losses

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

d. Derecognition

Financial assets

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

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

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. On

derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred as liabilities assumed) is recognised in profit or loss.

e. Modifications of financial assets and financial liabilities

Financial assets

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

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

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

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

Financial liabilities

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

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

f. Offsetting

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

g. Fair Value Measurement

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

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

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

h. Impairment of financial assets

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

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

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

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



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

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

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

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

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

Measurement of credit risk

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

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

Credit-impaired financial assets

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

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

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

Presentation of allowance for ECL in the statement of financial position

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

Write-off

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

I. Impairment of other non-financial assets

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

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

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

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

3.5.5 Cash and cash equivalents

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

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

3.5.6 Short term deposits

These represent cash held in fixed deposits in bank and are continuously rolled over throughout the year. All short-term deposits have maturity range of three to twelve months.

3.5.7 Share capital

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

3.5.8 Dividend on ordinary shares

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

3.5.9 Earnings per share

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

3.5.10 Taxation

Income tax

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

Current tax

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

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

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

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

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

Minimum tax

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

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

Deferred tax

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

Deferred tax is not recognised for:

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

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

If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans of the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

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

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

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

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

3.5.11 Employee benefits

Defined contribution plans

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

Short-term benefits

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

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

3.5.12 Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

3.5.13 Revenue recognition

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

i Revenue- sales of trading properties:

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

ii Property Management Fees

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

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

iii Rental income

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

iv Interest income

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

v Other income

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

4 Application of new and revised International Financial Reporting Standard (IFRS)

4.1 Standards/amendments issued that became effective during 2024

During the year, the following new/amendments to IFRSs became effective, but has no impact on the financial statements of the Company except Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2 which has been effected in the financial statements.

- * Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to IAS 1 (Effective 1 January 2024)
- * Lease Liability in a Sale and Leaseback – Amendments to IFRS 16 (Effective 1 January 2024)
- * Disclosures: Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7 (Effective 1 January 2024)

4.2 Standards/amendments issued but not yet effective

The following revisions to accounting standards and pronouncements that may be applicable to the Company were issued but are not yet effective. Where IFRSs and IFRIC Interpretations listed below permits, early adoption is permitted, the Company has elected not to early adopt any of them in the preparation of these financial statements.

The amendments are not expected to have a material impact on the Company's financial statements.

4.2.1 Amendments to the Classification and Measurement of Financial Instruments—Amendments to IFRS 9 and IFRS 7 On 30 May 2024, the IASB issued Amendments to IFRS 9 and IFRS 7, Amendments to the Classification and Measurement of Financial Instruments (the Amendments). The Amendments include:

- A clarification that a financial liability is derecognised on the 'settlement date' and introduce an accounting policy choice (if specific conditions are met) to derecognise financial liabilities settled using an electronic payment system before the settlement date.
- Additional guidance on how the contractual cash flows for financial assets with environmental, social and corporate governance (ESG) and similar features should be assessed.
- Clarifications on what constitute 'non-recourse features' and what are the characteristics of contractually linked instruments.
- The introduction of disclosures for financial instruments with contingent features and additional disclosure requirements for equity instruments classified at fair value through other comprehensive income (OCI).

The Amendments are effective for annual periods starting on or after 1 January 2026. Early adoption is permitted, with an option to early adopt the amendments for classification of financial assets and related disclosures only. The Bank is currently not intending to early adopt the Amendments.

With respect to the amendments on the derecognition of financial liabilities that are settled through an electronic payment system, the Bank is currently performing an assessment of all material electronic payment systems utilised in the various jurisdictions it operates, in order to assess whether the amendments will result in a material change with respect to current practices and whether it meets the conditions to apply the accounting policy option to derecognise such financial liabilities before the settlement date. Moreover, the Bank is reviewing all its other payment systems (such as cheques, credit cards, debit cards) to ensure that the corresponding financial assets are derecognised when the right to cash flows are extinguished and that the corresponding financial liabilities are derecognised on settlement date.

In addition, the Bank is assessing the impact of the Amendments on its financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features, as well as on non-recourse financing and contractually linked instruments. Based on the initial assessment performed, the amendments in these areas are not expected to have a material impact on the financial statements, however, the assessment is yet to be concluded.

4.2.2 IFRS 18 Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new. There are specific presentation requirements and options for entities, such as Good Bank, that have specified main business activities (either providing finance to customers or investing in specific type of assets, or both). It also requires disclosure of newly defined management-defined performance measures, which are subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes.

Narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, are effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively. The Bank is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

4.2.3 IFRS 19 – Subsidiaries without Public Accountability: Disclosure

IFRS 19 is effective for reporting periods beginning on or after 1 January 2027 and earlier adoption is permitted. If an eligible entity chooses to apply the standard earlier, it is required to disclose that fact. An entity is required, during the first period (annual and interim) in which it applies the standard, to align the disclosures in the comparative period with the disclosures included in the current period under IFRS 19, unless IFRS 19 or another IFRS accounting standard permits or requires otherwise. In May 2024, the Board issued IFRS 19 Subsidiaries without Public Accountability: Disclosures (IFRS 19), which allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. Unless otherwise specified, eligible entities that elect to apply IFRS 19 will not need to apply the disclosure requirements in other IFRS accounting standards.

4.2.4 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture – Amendments to IFRS 10 and IAS 28

In December 2015, the IASB decided to defer the effective date of the amendments until such time as it has finalised any amendments that result from its research project on the equity method. Early application of the amendments is still permitted. The amendments address the conflict between IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognised when a transfer to an associate or joint venture involves a business as defined in IFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognised only to the extent of unrelated investors' interests in the associate or joint venture.

4.2 Standards/amendments issued but not yet effective - continued

4.2.4 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture – Amendments to IFRS 10 and IAS 28 - continued

The amendments must be applied prospectively. Early application is permitted and must be disclosed. The amendments are intended to eliminate diversity in practice and give preparers a consistent set of principles to apply for such transactions. However, the application of the definition of a business is judgmental and entities need to consider the definition carefully in such transactions.

In December 2015, the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting.

4.2.5 Lack of exchangeability – Amendments to IAS 21

The amendment to IAS 21 specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. A currency is considered to be exchangeable into another currency when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations.

If a currency is not exchangeable into another currency, an entity is required to estimate the spot exchange rate at the measurement date. An entity's objective in estimating the spot exchange rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions. The amendments note that an entity can use an observable exchange rate without adjustment or another estimation technique.

The amendments will be effective for annual reporting periods beginning on or after 1 January 2025. Early adoption is permitted but will need to be disclosed.

4.2.6 Power Purchase Agreements - Amendments to IFRS 9 and IFRS 7

In December 2024, the Board issued Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7). The amendments include:

- Clarifying the application of the 'own-use' requirements
- Permitting hedge accounting if these contracts are used as hedging instruments
- Adding new disclosure requirements to enable investors to understand the effect of these contracts on a company's financial performance and cash flows.

The amendments will be effective for annual reporting periods beginning on or after 1 January 2026. Early adoption is permitted, but will need to be disclosed.

4.2.7 Annual Improvements to IFRS Accounting Standards—Volume 11

The IASB's annual improvements process deals with non-urgent, but necessary, clarifications and amendments to IFRS. In July 2024, the IASB issued Annual Improvements to IFRS Accounting Standards—Volume 11.

The following is a summary of the amendments from the Annual Improvements to IFRS Accounting Standards—Volume 11:

- IFRS 1 First-time Adoption of International Financial Reporting Standard
- IFRS 7 Financial Instruments: Disclosures
- Guidance on implementing
- IFRS 7 Financial Instruments: Disclosures
- IFRS 9 Financial Instruments
- IFRS 10 Consolidated Financial Statements
- IAS 7 Statement of Cash Flows

5 Financial Risk Management

Introduction and overview

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

- Credit Risk
- Liquidity Risk
- Market Risk

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

Risk management framework

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

5.1 Credit Risk

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

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

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

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

31 December 2024	Note	Carrying Amount (Gross)	12 months ECL Allowance	Lifetime ECL Allowance	Carrying Amount (Net)
<i>In thousands of naira</i>					
Trade and other receivables	17	1,102,483	-	(1,003,512)	98,971
Cash and short term deposits	18	2,906,713	-	-	2,906,731
		4,009,214	-	(1,003,512)	3,005,702

31 December 2023	Note	Carrying Amount (Gross)	12 months ECL Allowance	Lifetime ECL Allowance	Carrying Amount (Net)
<i>In thousands of naira</i>					
Trade and other receivables	17	1,048,704	-	(1,003,512)	45,192
Cash and short term deposits	18	8,435,113	-	-	8,435,113
		9,483,817	-	(1,003,512)	8,480,305

The Company's credit risk is concentrated in Nigeria. The Company's bank balances and short-term deposits are placed with Union Bank of Nigeria Plc.

5.2 Liquidity Risk

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

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

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

Residual contractual maturities of financial assets and liabilities

31 December 2024	Note	Carrying amount	nominal amount	Less than 3 months	3-6 months	6-12 months	Above 12 months
<i>In thousands of naira</i>							
Financial assets							
Trade and other receivables	17	93,410	93,410	8,071	5,408	-	-
Cash and short term deposits	18	2,906,731	2,906,731	2,906,731	-	-	-
Total assets held for managing liquidity risk		3,000,141	3,000,141	2,914,802	5,408	-	-
Financial liabilities							
Trade and other payables	19	2,090,159	2,090,159	1,449,377	1,000	558,936	-
		2,090,159	2,090,159	1,449,377	1,000	558,936	-
Gap (assets-liabilities)		909,983	909,983	1,465,426	4,408	(558,936)	-
31 December 2023							
<i>In thousands of naira</i>							
Financial assets							
Trade and other receivables	17	40,000	40,000	40,000	-	-	-
Cash and short term deposits	18	8,435,113	8,435,113	167,038	8,268,075	-	-
Total assets held for managing liquidity risk		8,475,113	8,475,113	207,038	8,268,075	-	-
Financial liabilities							
Trade and other payables	19	738,219	738,219	467,086	-	271,133	-
		738,219	738,219	467,086	-	271,133	-
Gap (assets-liabilities)		7,736,895	7,736,895	(260,047)	8,268,075	(271,133)	-

5.3 Market Risk

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

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

5.3.1 Interest rate risk

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

5.3.2 Exchange rate exposure

The Company has no foreign exchange exposure as at 31st December 2024 (2023: None).

5.4 Capital risk management

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

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

In thousands of naira		2024	2023
Total liabilities		2,274,625	1,381,212
Less: Cash and cash equivalents		(2,906,731)	(8,435,113)
Adjusted net cash	a	(632,106)	(7,053,901)
Total equity	b	(12,126,208)	(10,315,893)
Adjusted net debt to equity ratio*	a/b	-	-

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

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

6 Significant accounting judgments, estimates and assumptions

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

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

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

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

6.1 Determining fair values

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

- Investment property

Investment property is measured at fair value in line with the Company's accounting policy disclosed in note 3.3.

The Company's investment properties is valued at each reporting date by independent professionally qualified valuers who hold a recognised relevant professional qualification and have recent experience in the locations and segments of the investment properties valued.

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

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

- Estimation of net-realizable value for trading properties

Trading properties are stated at the lower of cost and net realisable value (NRV).

NRV for the trading property is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on selling price of the Company or comparable transactions identified by the Company for properties in the same geographical market serving the same real estate segment.

6.2 Financial assets and liabilities

Accounting classification and measurement basis

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

31 December 2024	Note	Level	Carrying amount	At amortised cost	Fair value
In thousands of naira					
Trade and other receivables	17		98,971	98,971	98,971
Cash and short term deposits	18		2,906,731	2,906,731	2,906,731
			3,005,702	3,005,702	3,005,702
Trade and other payables	19		2,090,159	2,090,159	2,090,159
			2,090,159	2,090,159	2,090,159
31 December 2023					
In thousands of naira					
Trade and other receivables	17		45,192	45,192	45,192
Cash and short term deposits	18		8,435,113	8,435,113	8,435,113
			8,480,305	8,480,305	8,480,305
Trade and other payables	19		738,219	738,219	738,219
			738,219	738,219	738,219

6.3 Going Concern

The Company's management has made an assessment of its ability to continue as a going concern and is satisfied that it has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern.

Therefore, the financial statements continue to be prepared on the going concern basis.

7 Revenue from contract with customers

In thousands of naira	2024	2023
Revenue from the sale of trading properties	1,366,004	1,661,000
Cost of sales of trading properties	(576,423)	(782,658)
Profit from the sale of trading properties	789,581	878,342
Property management fees	51,342	30,910
	840,923	909,252

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

8 Rental income

Rental income from investment properties	14.6	57,184	103,779
		57,184	103,779

There is no contingent rental income during the year ended 31 December 2024 (2023: Nil).

8.1 Operating leases - Company as lessor

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

9 Fair value gain on investment properties

Fair value gain on investment properties	14	1,307,535	166,717
		1,307,535	166,717

10 Interest income calculated using the effective interest method

Short-term placements		1,074,998	886,937
Investment income on mutual funds		51,211	23,740
Investment income on commercial papers		-	24,473
		1,126,210	935,150

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

11 Other income

Withholding tax recovery	11.1	15,485	36,046
Estate agency and valuation service fee		11,556	3,706
Sundry income	11.2	7,438	913
Profit from sales of office equipment		-	170
Recovery of fully impaired/previously written-off bad debts	17.3		39,000
		34,480	79,835

11.1 This relates to withholding tax recovered after reconciliation with tax authorities

11.2 The sundry income includes insurance claims, rent recoveries etc.

12 Personnel expenses

<i>In thousands of naira</i>	2024	2023
Productivity bonus and other allowances	103,052	95,814
Staff salaries	65,978	56,645
Pension contribution	5,491	4,874
Staff training	4,820	4,050
	179,341	161,383

13 Operating expenses

Annual General Meeting expense		5,770	5,012
Auditor's remuneration	13.1	10,000	8,000
Bank charges		25,965	1,070
Directors' fees and sitting allowance		17,273	15,866
Directors training and workshop		154,878	-
Donation		-	1,600
Entertainment		4,458	3,376
Industrial Training Fund levy		1,500	1,500
Insurance		3,813	3,813
Legal fees		402	1,711
Loss on disposal of plant and equipment		178	-
Professional and consultancy fees	13.1	42,065	28,430
Rent and land use charge expense		12,118	3,956
Repairs and maintenance on Investment Property	14.6	17,172	4,197
Software maintenance		6,639	3,159
Security		320	-
Statutory fees and filing		-	1,052
Stationery		1,219	757
Subscription		50	150
Transportation		3,349	2,877
Telecommunication and rates		245	300
		307,415	86,826

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

The external auditor was engaged for a permissible non-audit service for a gross fee of N5 million (2023 : N4 million) in respect of the review of Internal Control over Financial Reporting (ICFR) for the year ended 31 December 2024 as required by Financial Report Council of Nigeria (FRCN).

14 Investment properties

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

<i>in thousands of Naira</i>	Completed Investment Property	Landed Property	Uncompleted Residential Property	Total
Balance as at 1 January 2024	2,486,400	815,400	-	3,301,800
Cost capitalised during the year	22,725	-	-	22,725
Additions*	-	-	7,331,026	7,331,026
Fair value adjustment	360,761	14,850	758,974	1,307,535
Balance as at 31 December 2024	2,869,886	815,400	8,090,000	11,963,086
Balance as at 1 January 2023	2,300,000	790,000	-	3,090,000
Cost capitalised during the year	34,533	10,550	-	45,083
Fair Value adjustment	151,867	14,850	-	166,717
Balance as at 31 December 2023	2,486,400	815,400	-	3,301,800

The addition for the year includes a cash payment of N6.331 billion and an outstanding payable of N1 billion for the acquisition of land.

14.1 Investment properties

<i>As at</i>	31 December 2024	31 December 2023
<i>in thousands of Naira</i>		
Corner piece Office/Banking complex at Plot 97 Adeola Odeku/Ahmadu Bello Way, Victoria Island Lagos.	2,869,886	2,486,400
9,600 square meters of land at Plot 294, Cadastral Zone Bo4 P.O.W Mafemi Crescent Jabi District Abuja	1,003,200	815,400
15,092.566 square metres of Land (with uncompleted blocks of flats) at Orange Island, Oba Ademola Elegushi Boulevard, off Freedom Way, Lekki Scheme 1, Lagos.	8,090,000	
Measurement of fair value	11,963,086	3,301,800

14.2 Fair value hierarchy

Investment property is stated at fair value and has been determined based using the income, comparative and depreciated replacement cost methods. The valuation was performed by Knight Frank Nigeria, Estate Surveyors & Valuers, Chartered Surveyors FRC/2013/00000000584 (Sunny Akpodiogaga - FRC/2013/PRO/NIESV/004/00000000655). They are industry specialists in valuing these types of investment properties.

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

The fair value measurement for the investment properties of N11.963 billion (2023 : N3.302 billion) has been categorised as Level 3 based on the inputs into the valuation technique used.

14.3 Valuation technique and significant unobservable inputs

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

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<p>The Comparison method, Depreciated Replacement Cost method and Income method of valuation were employed in determining the current market values of the properties.</p> <p>- In the Comparison method of valuation, the fair values are determined by applying the direct market evidence. This valuation model reflects the current price on actual transaction for similar properties in the neighborhood in recent time.</p> <p>- The Depreciated Replacement Cost method is based on an estimate of the Market Value for the existing use of the land, plus the current gross replacement (reproduction) costs of the improvements, less allowances for physical deterioration and all relevant forms of obsolescence and optimization.</p> <p>- The Income method involves estimation of the present gross annual rental value of the property, deducting therefrom annual outgoings (such as expenses on ground rents (if any), repairs, insurance and management) necessary to maintain the property in a state to continue to command such market rent and capitalizing the residue in perpetuity.</p> <p>References were made to prices of land and comparable properties in the neighborhood. The data obtained were analysed and adjustment was made to reflect differences in the actual location, age of the property, date of recent sales and condition of the property.</p>	<ul style="list-style-type: none"> - Recent selling price per sqm - Recent rental income per sqm - Condition of the property - Date of recent sale - Age of the property 	<p>The estimated fair value would increase (decrease) if:</p> <ul style="list-style-type: none"> - the recent selling price increases (decreases) - the recent rental income increases (decreases) - the condition of the subject property is better/worse to comparable - the location of the property is better/worse to comparables - the age of the property is lower/higher than the comparables

Class of property	Valuation Technique	Key unobservable input	Yield	2024 Range N'000	2023 Range N'000
Corner piece Office	Income method (2023: Comparison method) Depreciated Replacement Cost method	Rental income per sqm (2023: Price per sqm)	6%	70 - 220	800 - 1,000
Uncompleted residential property	Comparison method	Price per sqm	Nil	400 - 700	Nil
Landed property	Comparison method	Price per sqm	Nil	90 - 120	70 - 100

14.4 Maturity analysis for lease payment

The Company's lease are within a period of one to five years. The Company did not recognise any contingent rent as income during the year (2023: Nil).

14.5 Future minimum lease payment

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

As at in thousands of Naira	Note	31 December 2024	31 December 2023
Rental income derived from investment properties	8	57,184	103,779
Direct operating expenses (including repairs and maintenance) that did generate rental income		(17,172)	(4,197)
Profit arising from investment properties carried at fair value		40,012	99,582

The Company has no restrictions on the realisability of its investment properties and no contracting obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

15 Plant and equipment

in thousands of Naira	Plant & Machinery	Fixtures & fittings	Office equipment	Motor vehicles	Total
Cost					
Balance as at 1 January 2023	63,462	646	12,930	8,723	85,761
Additions	-	150	1,820	-	1,970
Disposal	-	-	(660)	-	(660)
Balance as at 31 December 2023	63,462	796	14,090	8,723	87,071
Balance as at 1 January 2024	63,462	796	14,090	8,723	87,071
Additions	26,040	-	-	-	26,040
Disposal	-	-	(1,443)	-	(1,443)
Balance as at 31 December 2024	89,502	796	12,647	8,723	111,668
Accumulated Depreciation					
Balance as at 1 January 2023	24,421	644	10,270	1,632	36,967
Depreciation charge for the year	8,568	3	2,184	1,664	12,419
Disposal	-	-	(660)	-	(660)
Balance as at 31 December 2023	32,989	647	11,794	3,296	48,726
Balance as at 1 January 2024	32,989	647	11,794	3,296	48,726
Depreciation charge for the year	11,169	30	916	2,181	14,296
Disposal	-	-	(1,164)	-	(1,164)
Balance as at 31 December 2024	44,158	677	11,546	5,477	61,858
Carrying amount					
31 December 2024	45,344	119	1,101	3,246	49,810
31 December 2023	30,473	149	2,296	5,427	38,345

- i All items of plant and equipment are non-current.
- ii No leased assets are included in the above plant and equipment account (31 December 2023: Nil).
- iii There was no impairment loss on any class of plant and equipment during the year (31 December 2023: Nil).
- iv There was no capitalized borrowing costs related to the acquisition of plant and equipment (31 December 2023: Nil).
- v None of the plant and equipment were pledged as security during the year (31 December 2023: Nil).

16 Trading Properties

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

As at in thousands of Naira	Note	31 December 2024	31 December 2023
		18,353	
Trading property - Park View estate		-	554,773
Trading property - Ikorodu	16.1	18,353	18,353
		18,353	573,126
Impairment allowance		(18,353)	(18,353)
		-	554,773

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

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

As at in thousands of Naira	31 December 2024	31 December 2023
Balance at the beginning of the year	573,126	1,300,356
Cost of properties sold during the year (recognised in Cost of sales)	(576,423)	(782,658)
Expenditure/cost capitalised	21,650	55,428
Balance at the end of the year	18,353	573,126
Net change for cashflow purpose	(554,773)	(727,230)

17 Trading and other receivables

As at in thousands of Naira	Note	31 December 2024	31 December 2023
Financial assets:			
Advance payments		93,410	40,000
Other debtors		5,408	4,842
Staff debtors		152	350
Receivables from CDL Asset Management Limited	17.1	1,003,512	1,003,512
Gross financial assets	-	1,102,483	1,048,704
Less: Impairment allowance on financial assets	17.3	(1,003,512)	(1,003,512)
Total financial assets		98,971	45,192
Non-financial assets:			
Prepayments	17.2	1,635	-
Withholding tax receivables		229,702	104,644
Total - non financial assets		231,337	104,644
Gross trade and other receivables		1,333,820	1,153,348
Less: Impairment allowance	17.3	(1,003,512)	(1,003,512)
Total		330,308	149,836



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

17.2 Prepayment consists of prepaid insurance for property.

17.3 The movement in impairment allowance on trade and other receivables is as follows:

As at in thousands of Naira	Note	31 December 2024	31 December 2023
Balance, beginning of year		1,003,512	1,042,512
Impairment reversal of trade debtors	11	-	(39,000)
Total		1,003,512	1,003,512

17.4 Impaired assets

Receivables from CDL Asset Management Limited		1,003,512	1,042,512
Recovered during the year		-	(39,000)
Total		1,003,512	1,003,512

18 Cash and short-term deposits

As at in thousands of Naira	31 December 2024	31 December 2023
Cash and bank balances	421,586	167,038
Short-term deposits	2,485,145	8,268,075
Total	2,906,731	8,435,113

For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand and in banks, short term investments with an original maturity of three months or less, net of outstanding bank overdrafts, (if any). Cash and short term deposits at the end of the reporting period as shown in the statement of cash flows can be reconciled to the related items in the statement of financial position as disclosed in note 18.1.

18.1 Cash and cash equivalents

For the purpose of the statement of cash flows the balance consist of the following:

As at in thousands of Naira	31 December 2024	31 December 2023
Cash and short term deposits per statement of financial position	2,906,731	8,435,113
Less: Short term investments with maturity longer than 3 months	-	(8,268,075)
	2,906,731	167,038

Analysis of cash and cash equivalents

Bank balances	421,586	167,038
Short-term deposit with maturity not more than 3 months	2,485,145	-
	2,906,731	167,038

The carrying amount of these assets is approximately equal to their fair value.

Short term investments

These investments are placed in short-term deposits and are continuously rolled over throughout the year. All short-term deposits are subject to an average variable interest rate of 23% per annum (2023: 12%).

19 Trade and other liabilities

As at in thousands of Naira	Note	31 December 2024	31 December 2023
Financial liabilities:			
Property creditor	19.5	1,000,000	-
Due to related companies	27.3 (ii)	231,403	236,515
Deposits for service charge	19.4	157,303	53,584
Unclaimed dividends	19.1	199,203	192,969
Accrued expenses	19.2	368,293	108,729
Deposit for shares	19.3	42,133	42,133
Parkview Waterfront	19.6	91,824	104,288
		2,090,159	738,219
Non-financial liabilities:			
Withholding tax payable		7,642	6,797
VAT payable		27,792	27,102
		35,434	33,899
		2,125,593	772,119

19.1 Movement in unclaimed dividends

As at in thousands of Naira	31 December 2024	31 December 2023
Opening balance	192,969	152,182
Returned during the year	6,234	40,787
Closing balance	199,203	192,969

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

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

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

19.4 Deposits for service charge relate deposit for maintenance of property on behalf of tenants.

19.5 This relates to the balance payment of the investment property acquired during the year.

19.6 This relates to the amount payable to the Lagos State Government for expenses related to the buildings located in the Park-view Waterfront area.

20 Contract Liabilities

in thousands of Naira	Note	31 December 2024	31 December 2023
Deferred rental income	20.3	149,032	92,843
Deposit for properties	20.1	-	516,250
		149,032	609,093

20.1 Movement in deposit for properties

The movements in deposit for properties for the year ended 31 December 2024 are as follows:

in thousands of Naira	31 December 2024	31 December 2023
Opening balance	516,250	584,987
Deferred during the year	-	1,382,363
Released to profit or loss	(516,250)	(1,451,100)
Closing balance	-	516,250



*Amount of revenue recognized from contract liabilities at the beginning of the year is N516,250,000 (2023: N584,587,000).

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

20.3 Movement in deferred rental income

in thousands of Naira	31 December 2024	31 December 2023
Opening balance	92,843	142,519
Deferred during the year	113,373	54,103
Released to profit or loss	(57,184)	(103,779)
Closing balance	149,032	92,843

**20.4 Released to profit or loss
in thousands of Naira**

	2024	2023
Deferred rental income	57,184	103,779
Deposit for properties	516,250	1,451,100

21 Taxation

21.1 Income tax expense

As at in thousands of Naira	Note	31 December 2024	31 December 2023
Companies income tax		451,358	514,161
Tertiary education tax		46,563	52,356
Police trust fund		143	97
Charge for the year		498,064	566,614
Prior year overprovision		-	(20,465)
Current tax expense		498,064	546,149
Origination/reversal of temporary differences	22	134,919	20,872
		632,983	567,021

**21.2 Reconciliation of effective tax rate
in thousands of Naira**

	2024	2023
Profit before tax	2,865,280	1,934,105
Tax using the Company's domestic tax rate	859,584	580,232
Non-deductible expenses	133,313	14,314
Tax incentives	(14,300)	(9,447)
Non-taxable income	(392,291)	(50,066)
Tertiary education tax	46,563	52,356
Prior year overprovision		(20,465)
Police trust fund levy	143	97
	632,983	567,021
Effective tax rate	22%	29%

21.3 Current income tax payable

in thousands of Naira	2024	2023
<i>Balance, beginning of the year</i>	571,033	406,718
Income tax charge for the year	498,064	566,614
Prior year over-provision	-	(20,465)
Withholding tax credit notes utilised	-	(77,672)
Payments during the year	(566,643)	(304,162)
	502,454	571,033

22 Deferred tax liabilities

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

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

2024 <i>in thousands of Naira</i>	Opening balance	Recognised in profit/(loss)	Closing balance
Plant and equipment	8,220	1,893	10,113
Investment properties	203,509	133,026	336,535
	211,729	134,919	346,648

2023 <i>in thousands of Naira</i>	Opening balance	Recognised in profit/(loss)	Closing balance
Plant and equipment	4,020	4,200	8,220
Investment properties	186,837	16,672	203,509
	190,857	20,872	211,729

23 Particulars of Directors and Employees

in thousands of Naira	2024	2023
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23.1 Directors' remuneration

Fees and sitting allowances	17,273	15,866
Executive compensation	85,769	52,071
	103,042	67,937

Fees and other emoluments disclosed above include amounts paid to:

Chairman	-	-
Highest paid director	85,769	52,071

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

in thousands of Naira	2024	2023
N500,000 - N1,500,000	-	-
N1,500,000 - N2,500,000	-	-
Above 2,500,000	2	2
	2	2



23.2 Staff numbers and costs

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

<i>in thousands of Naira</i>	2024	2023
N500,000 - N1,500,000	-	-
N1,500,000 - N2,500,000	-	-
Above 2,500,000	10	8
	10	8
Compensation for staff:		
Salaries and wages	65,978	56,645
Other staff cost	107,872	75,186
Retirement benefits: pension cost	5,491	4,874
	179,341	161,382

24 Share Capital and Reserves

24.1 Share capital and Share premium

<i>As at</i> <i>in thousands of Naira</i>	31 December 2024	31 December 2023
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i Issued and fully paid:

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

ii Share premium

Share premium	1,092,822	1,092,822
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Share premium is the excess paid by shareholders over the nominal value for their shares.

24.2 Dividends

<i>in thousands of Naira</i>	2024	2023
Balance at the beginning of the year	-	-
Dividend declared	421,982	421,982
Payment during the period	(421,982)	(421,982)
Balance at the end of the year	-	-

Dividend declared and paid per 1 unit of ordinary share (kobo)	7.5	7.5
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25 Basic and diluted earnings per share (kobo)

Basic earnings per share

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

	2024	2023
Profit attributable to shareholders of the Company (N'000)	2,232,297	1,367,084
Weighted average number of ordinary shares in issue (N'000)	5,626,416	5,626,416
Basic earnings per share (kobo)	40	24

Diluted earnings per share

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

26 Cashflow Workings

26.1 Changes in trade and other receivables

<i>in thousands of Naira</i>	2024	2023
Balance at the beginning of the year	149,836	44,056
Withholding tax credit notes utilised	-	(77,672)
Changes in trade and other receivables	183,452	183,452
Balance at the end of the year	330,308	149,836

26.2 Changes in trade and other liabilities

<i>in thousands of Naira</i>	2024	2023
Balance at the beginning of the year	772,119	649,509
Property Creditor	1,000,000	-
Changes in trade and other payables	353,474	122,610
Balance at the end of the year	2,125,593	772,119

26.3 Changes in other liabilities

<i>in thousands of Naira</i>	2024	2023
Balance at the beginning of the year	609,093	727,506
Changes in other liabilities	(460,061)	(118,413)
Balance at the end of the year	149,032	609,093

26.4 Interest income received

<i>in thousands of Naira</i>	2024	2023
Interest income on placements	1,074,998	886,937
Investment income on commercial papers	-	24,473
Investment income on mutual funds	51,211	23,740
Interest receivable earned on placements	(86,729)	(66,336)
Cashflow	1,039,480	868,815

The income on commercial papers and placements is based on the effective interest rate during the reporting period.

26.5 Changes in short-term deposits with maturity of more than 3 months on date of origination

<i>in thousands of Naira</i>	2024	2023
Balance at the beginning of the year	8,201,739	-
Balance at the end of the year	-	8,268,075
Interest received during the year	66,336	-
Accrued interest	-	(66,336)
Cashflow	8,268,075	8,201,739



27 Related Party Disclosure

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

27.1 Parent and ultimate controlling company

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

27.2 Transactions with key management personnel

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

Key management personnel compensation for the year comprises:

Directors' remuneration in thousands of Naira	2024	2023
Fees and allowances	17,273	15,866
Executive compensation	85,769	52,071
	103,042	67,937

27.3 Other related party transactions

i Bank Balances

in thousands of Naira	Note	2024	2023
Placements with Union Bank of Nigeria Plc		2,485,145	7,879,336
Bank balances with Union Bank of Nigeria Plc		421,586	167,038
		2,906,731	8,046,373

ii Payables to related parties

Union Bank of Nigeria Plc	19	231,403	236,515
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iii Income/expenses from/to related parties

Management fee from Union Bank of Nigeria Plc		51,342	30,910
Rental income from Union Bank of Nigeria Plc		29,520	29,520
Interest on deposits with Union Bank of Nigeria Plc		1,074,998	886,937
		1,155,859	947,366
Bank charges to Union Bank of Nigeria Plc		25,965	1,070
		25,965	1,070

28 Segment reporting

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

29 Contingent Liabilities, Litigation and Claims*Legal Risk*

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

As at 31 December 2024, the Company is a defendant in 1 (2023:1) legal case. The Directors having sought professional legal counsel are of the opinion that no significant liability will crystallize from these litigations.

30 Events after the reporting date

There were no subsequent events after reporting date which could have had material effect on the state of affairs of the Company as at 31st December 2024 which have not been adequately provided for or disclosed.

31 Prior year comparatives

Certain prior year corresponding figures in the Trade and other liabilities and Contract liabilities have been reclassified in conformity with current year presentation format

OTHER DISCLOSURES

Value Added Statement

in thousands of Nigerian Naira	2024	%	2023	%
Gross earnings	3,942,755	129	2,977,392	141
Bought in material and services - local	(883,838)	(29)	(869,485)	(41)
Total Value Added	3,058,917	100	2,107,907	100
Applied as follows:				
To pay employees				
- as salaries, wages and other benefits	179,341	6	161,383	8
To provide for Government				
- as company income tax	498,064	16	546,149	26
For future				
- as Depreciation of plant and equipments	14,296	1	12,419	1
- as deferred tax	134,919	3	20,872	1
- as profit for the year	2,232,297	73	1,367,084	65
	3,058,917	100	2,107,907	100

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



Five-Year Financial Summary

As at in thousands of Nigerian Naira	31 December 2024	31 December 2023	31 December 2022	31 December 2021	31 December 2020
Investment properties	11,963,086	3,301,800	3,090,000	3,059,000	3,029,000
Plant and equipment	49,810	38,345	48,794	17,098	22,113
Intangible assets		-	-	-	817
Trading properties		554,773	1,282,003	2,166,679	1,787,666
Trade and other receivables	330,308	149,836	44,056	23,680	19,798
Cash and short term deposits	2,906,731	8,435,113	6,880,528	5,413,417	4,829,253
Total assets	15,249,935	12,479,867	11,345,381	10,679,874	9,688,647
Liabilities					
Deferred tax liabilities	346,648	211,729	190,857	186,850	175,196
Trade and other liabilities	2,125,593	772,119	649,509	519,658	546,042
Current income tax payable	502,454	571,033	406,718	63,906	7,790
Provisions		-	-	-	35,000
Contract liabilities	149,032	609,093	727,506	1,313,797	352,018
Total liabilities	3,123,727	2,163,974	1,974,590	2,084,211	1,116,046
Total net assets	12,126,208	10,315,893	9,370,791	8,595,663	8,572,601
Share capital	5,626,416	5,626,416	5,626,416	5,626,416	5,626,416
Share premium	1,092,822	1,092,822	1,092,822	1,092,822	1,092,822
Retained earnings	5,406,970	3,596,655	2,651,553	1,876,425	1,853,363
Shareholders' funds	12,126,208	10,315,893	9,370,791	8,595,663	8,572,601
	2024	2023	2022	2021	2020
Total income	3,366,332	2,194,733	1,538,736	461,315	484,993
Profit before tax	2,865,280	1,934,105	1,293,962	262,995	247,543
Profit after income tax	2,232,297	1,367,084	887,656	191,855	345,024



UBN Property Company Plc