Nigerian Breweries Plc

RC: 613

2024 Annual Report and Accounts

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Mission Statements

Vision

Wow Nigerians with our great brands, passionate people and world class performance.

Mission Statement

To be the leading beverage company in Nigeria, marketing high quality brands to deliver superior customer satisfaction in an environmentally friendly way.

Core Values

Respect; Passion for Quality; Enjoyment and Performance.

Company Profile

Nigerian Breweries Plc, the pioneer and largest brewing Company in Nigeria was incorporated in 1946 as “Nigerian Brewery Limited”. In June 1949, the Company recorded a landmark when the first bottle of STAR lager beer rolled out of its Lagos Brewery bottling lines.

In 1957, the Company commissioned its second brewery in Aba and the name became “Nigerian Breweries Limited”. This was followed by Kaduna Brewery in 1963 and Ibadan Brewery in 1982. Following the coming into effect of the 1990 Companies and Allied Matters Act (now replaced), the name of the company was changed to “Nigerian Breweries Plc” to reflect its public limited liability status.

In 1993, the Company acquired its fifth brewery in Enugu and in 2003, a sixth brewery (“Ama Brewery”), sited at Amaeke Ngwo in Enugu State was commissioned. Operations in the old Enugu Brewery were discontinued in 2004 following the completion of Ama Brewery. An ultra-modern malting plant was acquired in Aba in 2008.

In October 2011, the Company acquired majority equity interests in two companies, Sona Systems Associates Business Management Limited (“Sona Systems”), with two breweries in Ota and Kaduna (Kudenda), and Life Breweries Company Limited (“Life Breweries”) with a brewery in Onitsha. Another malting plant (located in Kudenda Brewery) was acquired as part of the Sona Systems acquisition. Sona Systems and Life Breweries were merged with the Company in the middle of 2012. At the end of 2014, an enlarged Nigerian Breweries Plc emerged from a merger with Consolidated Breweries Plc. Three breweries at Imagbon (near Ijebu Ode), Awo- Omamma (near Owerri) and Makurdi were added to the existing eight breweries as a result of the merger. The Onitsha and Makurdi locations were subsequently developed into Distribution Centres.

Thus, from a humble beginning in 1946, the Company now has nine fully operational breweries from which its high quality products are produced and distributed to all parts of Nigeria, in addition to the two malting plants in Aba and Kaduna. It also has Sales Offices and Distribution Centres across the country.

Nigerian Breweries Plc has a rich portfolio of high quality brands: Star lager beer was launched in 1949, followed by Gulder lager beer in 1970. Maltina, the nourishing malt drink, was introduced in 1976, followed by Legend Extra Stout in 1992 and another malt drink, Amstel Malta in 1994. Heineken lager beer was re-launched into the Nigerian market in 1998. Fayrouz, a premium non- alcoholic soft drink, was launched in 2006 while Climax herbal energy drink was launched in 2010.

Following the acquisition of Sona Systems and Life Breweries in 2011, Goldberg lager, Malta Gold malt drink and Life Continental lager, were added to the brand portfolio. The Company increased its portfolio of brands in 2014 with the addition of two line extensions of the Star brand - Star Lite and Star Radler. Also in 2014, as a result of the merger with Consolidated Breweries Plc, “33” Export lager beer, Williams dark ale, Turbo King dark ale, More lager beer and a malt drink, Hi Malt, became part of the Company's product offering.

The Ace brand in the Ready-to-Drink (RtD) category was launched in 2015 while Tiger lager beer, an international premium brand was added to the portfolio of brands in 2018. In 2020, the Company further expanded its rich portfolio of brands with the launch of two variants of the Maltina brand, Maltina Pineapple and Maltina Vanilla. Other brands launched in 2020 were Amstel Malta Ultra, an extension of the Amstel Malta brand, Star Radler Red Fruits, a variant of the Star Radler brand, and Desperados, another international premium beer brand with a distinctive tequila flavour. In 2022, the Company launched the Zagg brand, a malt-infused energy drink brewed to perfection and in 2023, Goldberg Black, a refreshing lager with a kick of black and two line extensions of the Fayrouz brand, Pineapple and Apple and Watermelon, were added to the portfolio.

In line with the Company's beyond beer agenda, it further diversified its product portfolio to include wines, spirits, and flavoured alcoholic beverages when it acquired an 80% majority stake in Distell Wines and Spirits Nigeria Limited (Distell Nigeria) in 2024. The acquisition enlarged the brand portfolio to include Amarula Cream Liqueur, Nederburg, Drostdy-Hof, 4th Street, Bain’s Whiskey, Knight’s Whiskey, Scottish Leader Whiskey, Chamdor wines, Hunters, and Savanna.

The Company has an export business which dates back to 1986. The current export destinations are the United Kingdom, The Netherlands, United States of America, Canada, the Middle East, Asia and other African countries.

As a major brewing company, Nigerian Breweries Plc encourages, and continues to play major roles in, the establishment of ancillary businesses. These include manufacturers of bottles, cans, crown corks, labels, cartons and plastic crates as well as service providers including those in the hospitality sector, distribution, transport, event management, advertising and marketing communication.

The Company was listed on the floor of The Nigerian Stock Exchange “NSE” (now Nigerian Exchange Limited – “NGX”) in 1973. As at 31st December 2024, it had a market capitalization of approximately ₦991.5 billion, making it one of the largest companies in Nigeria by market capitalization and one of the largest consumer goods companies in Nigeria. It has received several awards in the capital market including, The NSE President's Merit Award in the Brewery Sector, The NSE Quoted Company of the Year Award, The NSE CEO's Distinguished Award for Compliance and The NSE CEO's award as the Most Compliant Listed Company on The Nigerian Stock Exchange. Nigerian Breweries Plc has also been a recipient of awards for excellence in corporate governance matters including the Institute of Chartered Secretaries and Administrators' Award for Excellence in Corporate Governance (Corporate Category) and the Institute of Directors' Nigeria's Corporate Governance Award.

Nigerian Breweries is also a recipient of awards and recognitions in other areas of its operations including product quality, marketing excellence, productivity and innovation, health and safety, public relations, corporate social responsibility and sustainability.

Nationwide Presence

Headquarters

Iganmu House
Abebe Village Road, Iganmu
P.O. Box 545, Lagos
Tel: 07008255866275/08006000000

Brewery/Malting Plant Locations

Lagos Brewery
Abebe Village Road, Iganmu
P.O. Box 86, Apapa-Lagos
Tel: 07008255866275

Aba Brewery
Industry Road
P.O. Box 497, Aba
Tel: 07008255866275

Kakuri Brewery
Industrial Layout, Kakuri
P.M.B. 2116, Kaduna
Tel: 07008255866275

Ibadan Brewery
Ibadan/Ife Road
P.O. Box 12176, Ibadan
Tel: 07008255866275

Ama Brewery
Amaeke Ngwo. 9th Mile Corner
P.M.B. 01781, Enugu
Tel: 07008255866275

Ota Brewery
Km 38 Lagos/Abeokuta Expressway
Sango Ota
Tel: 07008255866275

Kudenda Brewery/Malting Plant
1A, Kudenda Industrial Area
Plot A4-C2, P.O. Box 6010
Kaduna South
Tel: 07008255866275

Awo-Omamma Brewery
Km 24, Owerri/Onitsha Road
Awo-Omamma, Imo State
Tel: 07008255866275

Ijebu – Ode Brewery
Epe Road,
Imagbon Village, Ogun State
Tel: 07008255866275

Aba Malting Plant
Ohuru Village, Ogbor Hill Industrial
Obingwa, Aba
Tel: 07008255866275

Sales Offices and Distribution Centres

Lagos Sales Office
Headquarters Annex
Abebe Village Road, Iganmu
P.O. Box 86, Apapa, Lagos
Tel: 08006000000

Abuja Sales Office
Plot 413, Idu Industrial Layout
Abuja
FCT
Tel: 08006000000

Enugu Sales Office
Old Enugu Brewery
9th Mile Corner
Nsude, Enugu
Tel: 08006000000

Ibadan Sales Office
KM 3, Ibadan-Ife Road
P.O. Box 813, Ibadan
Tel: 08006000000

Kaduna Sales Office
Industrial Layout, Kakuri
Kaduna
Tel: 08006000000

Aba Sales Office
Industry Road
P.O. Box 496, Aba
Tel: 08006000000

Benin Sales Office
1 Jalo Close, GRA
Benin City
Tel: 08006000000

Port Harcourt Sales Office
Plot 130, Woji Road
G.R.A Phase 2
Port Harcourt
Tel: 08006000000

Makurdi Distribution Centre
Km 5, Gboko Road
Makurdi, Benue State
Tel: 08006000000

Onitsha Distribution Centre
87/89 Port Harcourt Road
P.O. Box 5417, Onitsha
Tel: 08006000000

Directors and Other Corporate Information

Directors (showing changes in the Board since after the last Annual General Meeting):

(i)	Mrs. Juliet C. **Anammah**	-	Independent Non-Executive Chair *(wef* 1/1/2025)*
(ii)	Mr. Hans **Essaadi** (Dutch)	-	Managing Director/CEO
(iii)	Mrs. Adeyinka O. **Aroyewun**	-	Independent Non-Executive
(iv)	Mr. Sijbe “Siep” **Hiemstra** (Dutch)	-	Non-Executive
(v)	Mrs Stella O. **Ojekwe-Onyejeli**	-	Independent Non-Executive
(vi)	Mrs. Ifueko M. Omoigui **Okauru**, MFR	-	Non-Executive
(vii)	Mr. Jaap A.A. **Overmars** (Dutch)	-	Non-Executive
(viii)	Mr. Roland **Pirmez** (Belgian)	-	Non-Executive Director
(ix)	Mr. Ibrahim A. **Puri**	-	Non-Executive
(x)	Mr. Bernardus A. **Wessels Boer** (Dutch)	-	Finance Director
(xi)	Mrs. Olufunmilayo A. **Akande**	-	Independent Non-Executive *(wef* 20/2/2025)*

**wef: With effect from*

Company Secretary:	Uaboi G. Agbebaku, Esq.
Registered Office:	1, Abebe Village Road Iganmu P. O. Box 545, Lagos Tel: (Tel: 07008255866275/08006000000 www.nbplc.com
Registration No:	RC: 613
Independent Auditor:	Deloitte & Touche Civic Towers Ozumba Mbadiwe Avenue Victoria Island Lagos Tel: (01) 9041700 www.deloitte.com.ng
Registrars:	First Registrars and Investor Services Limited Plot 2, Abebe Village Road Iganmu P.M.B. 12692 Marina, Lagos Tel (01) 2701079; 2799880 www.firstregistrarsnigeria.com

Company Results at a Glance

	2024	2023	% Change
In millions of Naira			
Net Revenue	1,074,882	599,509	79.3
Results from operating activities	68,403	44,499	53.7
Loss for the year	(144,338)	(105,769)	(36.5)
Declared dividend*	-	10,584	(100.0)
Share capital	15,492	5,138	201.5
Total equity	465,465	65,169	614.2
Data per 50 kobo share in Kobo			
Earnings	(1,203)	(1,275)	5.6
Declared dividend*	-	103	(100.0)
Net Assets	3,878	785	393.9
Dividend per 50 kobo share in respect of current year results only (in kobo)			
Interim dividend declared	-	-	-
Final dividend proposed**	-	-	-
Stock Exchange Information			
Stock Exchange quotation in Naira per share	32	36	(11.1)
Number of shares listed	30,983,027	10,276,132	201.5
Market capitalisation in ₦: million	991,457	369,941	168.0
Number of employees	2,169	2,305	(5.9)
Ratios			
Declared dividend coverage			
(Earnings per share / declared dividends per share)	-	(12.38)	(100.0)
Current assets/current liabilities	0.69	0.39	76.9
Interest coverage Interest coverage (Results from operating activities/interest expense)	0.69	1.22	(43.6)

NOTE:
* Declared dividend in 2023 was the final dividend for the 2022 financial year but declared in 2023. No dividend was however declared for the 2023 financial year.

**No interim dividend was declared in the 2024 financial year and no final dividend is proposed.

Board of Directors' Profile

Mrs. Juliet C. ANAMMAH
Independent Non-Executive Chair

Mrs. Anammah became a member of the Board of Directors effective 1st January 2022 and the Chair of the Board effective 1st January 2025.

Mrs. Anammah has over 30 years of professional experience covering Consulting, Consumer Goods, Sales, Marketing, E-Commerce and Sustainability. She is the immediate past Chair Nigeria and Chief Group Sustainability Officer, Jumia, having previously held the role of Chief Executive Officer with Jumia. She had also served as the Managing Director, Accenture LLC in charge of the firm's Consumer Goods Practice, Retail and Transportation practice in West Africa. She serves on the boards of local and international organisations including Flour Mills of Nigeria Plc.

She served as the Chair of the Board's Governance and Ethics Committee during the year under review.

Mr. Hans ESSAADI
Managing Director/CEO

Mr. Hans Essaadi was appointed the Managing Director/CEO and a member of the Board of Directors effective the 31st of July 2021.

Mr. Essaadi joined the HEINEKEN N.V. Group in 1991 as a Sales Representative. He subsequently took up increasingly senior roles within the group in Sales, Export and Marketing. He commenced his international career with Heineken Puerto Rico as the Country Manager, and thereafter became the General Manager, Brau Union International (the Heineken OpCo in Austria) before becoming the General Manager, Sirocco (the Heineken Joint Venture with the Emirates in Dubai). After his stint at Sirocco, he was appointed Managing Director, HEINEKEN Malaysia Berhad, a listed Company in Malaysia.
Prior to his current position in the Company, Mr. Essaadi was the Managing Director of Al Ahram Beverages, the HEINEKEN operating company in Egypt.

Mrs. Adeyinka O. AROYEWUN
Independent Non-Executive Director

Mrs. Aroyewun joined the Board of Directors effective the 1st of January 2019.

Mrs. Aroyewun is a lawyer with over 35 years legal experience spanning various aspects of business and law. She is an internationally accredited mediator of the Centre for Effective Dispute Resolution (CEDR), UK; a member of the Chartered Institute of Arbitrators, UK; and an IMI Certified Mediator. She is the immediate past Director of the Lagos Multi-Door Courthouse. She is an experienced trainer in Alternative Dispute Resolution (ADR) techniques and was part of a team of certified trainers on the World Bank project for the expansion of ADR mechanisms and institutions in Nigeria.

Mrs. Aroyewun is a Fellow of the Institute of Management Consultants. She was a British Council-appointed consultant and mediation skills trainer, coach, assessor and mentor for a mediation skills training programme, and also consulted for the Justice for All Programme of the British Council on improving the efficiency and respect for human rights in traditional justice systems in Lagos State.

Mrs. Aroyewun sits on the Governing Council of the University of Lagos; Negotiation and Conflict Management Group College of Negotiation; the Edo State Multi-Door Courthouse; and the Oyo State Multi-Door Courthouse. She is on the panel of Neutrals of the Nigerian Communications Commission.

She served as a member of the Board's Risk Management and Sustainability Committee during the year under review.

Mr. Sijbe "Siep" HIEMSTRA
Non-Executive

Mr. Hiemstra joined the Board of Directors effective the 1st of August 2011.

He served as the HEINEKEN N.V. Regional President for Africa and Middle East between August 2011 and August 2015. He had also occupied the position of Regional President for the Asia Pacific Region of HEINEKEN N.V. between 2005 and 2011. Mr. Hiemstra started his Heineken career in January 1978 and held commercial, general management and technical positions in different parts of Europe, Africa and Asia/Pacific. He retired as an Executive from the HEINEKEN N.V. Group on 17th August 2015 but has remained with the group in other capacities.

Mr. Hiemstra served as the Chairman of the Board in interim capacity during the year under review.

Mrs Stella O. OJEKWE-ONYEJELI
Independent Non-Executive Director

Mrs. Ojekwe-Onyejeli was appointed as an Independent Non-Executive Director effective 1st January 2024.

She has more than thirty years of experience in Enterprise Risk Management, Business Assurance, Finance, Operations, Fund Management and General Management cutting across the professional services, financial services and asset management sectors. She was a pioneer Executive Director, Chief Risk & Chief Operating Officer at the Nigeria Sovereign Investment Authority where she served creditably for two consecutive terms. She was also Director & Head of Operational Risk at Barclays Bank covering 15 countries spanning Africa, Middle East and Asia, and Head of Quality Assurance at Citibank, South Africa overseeing Enterprise Risk and the control environment in 14 countries across Africa. Hitherto, she had spent over a decade at professional services firms Arthur Andersen and KPMG in Nigeria and South Africa providing business assurance, financial and transaction advisory services. She is a Fellow of the Chartered Risk Management Institute of Nigeria and the Institute of Chartered Accountants of Nigeria.

Mrs Ojekwe-Onyejeli also serves as an independent non-executive director at Rand Merchant Bank, Saroafrica International Limited, First Pension Custodian Nigeria Limited and Coronation Insurance Plc.

Mrs. Ojekwe-Onyejeli served on the Board's Risk Management and Sustainability Committee during the year under review.

Mrs. Ifueko M. Omoigui OKAURU, MFR
Non-Executive Director

Mrs. Omoigui Okauru was appointed to the Board of Directors effective the 20th of February 2013.

Mrs. Omoigui Okauru has over three decades of work experience with proven leadership ability at board and executive management levels in both private and public sectors. She was the Executive Chairman of the Federal Inland Revenue Service (FIRS) which she led meritoriously for two consecutive terms. Mrs. Omoigui Okauru also served as member of the National Economic Management Team headed by the President of the Federal Republic of Nigeria. She is currently the Managing Partner of Compliance Professionals Plc, a consultancy company and also sits on the Boards of ReStraL Ltd, MTN Nigeria Communications Plc and PZ Cussons Nigeria Plc, which she chairs.

Mrs. Omoigui Okauru is a commissioner of a non-partisan body, the Independent Commission for the Reform of International Corporate Taxation (ICRICT). She is also the immediate past Chairperson of the Board of Trustees of the Lagos State Employment Trust Fund. She served as a Member of the Technical Committee (representing the private sector) set up by the Federal Government of Nigeria to work on the details and implementation of the new Minimum Wage for Nigerian workers.

She served as a member of the Board's Risk Management and Sustainability Committee and a member of the Company's Statutory Audit Committee in the year under review.

Mr. Jaap A.A. OVERMARS
Non-Executive Director

Mr. Overmars joined the Board as a Non-Executive Director effective 25th October 2023.

Mr. Overmars has over 21 years of accounting and reporting, commercial business control and finance operations management experience in the Fast-Moving Consumer Goods (FMCG) industry. He is the Senior Director (Africa/Middle East/ Eastern Europe region) of HEINEKEN N.V. and is responsible for leading the finance strategies in the Region through delivering sustainable growth and value creation.

Prior to this role, he was the Senior Director Finance at HEINEKEN Mexico.

He served as a member of the Company's Statutory Audit Committee in the year under review.

Mr. Roland PIRMEZ
Non-Executive Director

Mr. Pirmez joined the Board of Directors effective the 1st of September 2015 shortly after becoming the Heineken Regional President for Africa, Middle East and Eastern Europe. He started his Heineken career in 1995 and has held general management positions within the HEINEKEN N.V. Group in Africa, Asia and Europe, including the position of the Regional President for Asia Pacific.

He served as the Chairman of the Board's Risk Management and Sustainability Committee in the year under review.

Mr. Ibrahim A. PURI
Non-Executive Director

Mr. Puri was appointed as a Non-Executive Director and member of the Nigerian Breweries Plc Board effective the 1st of August 2022. Mr. Puri has over 30 years of cognate banking experience encompassing operations, marketing, retail, corporate banking, and human resource management.

Until July 2022, He was an Executive Director with United Bank for Africa Plc, responsible for the bank's operations in Northern Nigeria and prior to this, He managed Universal Trust Bank's business in Northern Nigeria for more than a decade.

Mr. Puri served as a member of the Board's Governance and Ethics Committee during the year under review.

Mr. Bernardus A. WESSELS BOER
Finance Director

Mr. Wessels Boer was appointed the Finance Director and a member of the Board of Directors effective the 1st of September 2022. Prior to his appointment to the Board, he was the Finance Director of Al-Ahram Beverages, the HEINEKEN operating company in Egypt. He joined the HEINEKEN N.V. Group in 2004 and thereafter held senior management positions within the Group in finance, control, and accounting across operating companies in Europe and the Americas.

Mrs. Olufunmilayo A. AKANDE
Independent Non-Executive Director

Mrs. Akande joins the Board effective the 20th of February 2025. She comes with more than thirty years of experience in auditing, finance, accounting, consulting, corporate governance, and business management amongst others across various sectors including consulting, manufacturing, as well as oil and gas. She is currently the Finance Director for Siemens Energy Limited Nigeria as well as the Vice President Finance for the North, West and Central Africa sub regions for Siemens Energy.

Uaboi G. AGBEBAKU, Esq.
Company Secretary

Mr. Agbebaku was appointed as Secretary to the Board of Directors and the Legal Adviser effective the 1st of January 2008. He joined the Company in January 2003 as the Legal Affairs Manager. Before then, he was in private practice with the law firm of David Garrick & Co.

He is a Fellow of the Institute of Chartered Secretaries & Administrators of Nigeria. Mr. Agbebaku is also the Company's Legal Director.

Directors' Report

The Directors are pleased to present their annual report together with the audited financial statements of the Group and Company for the year ended 31st December 2024.

1. **Legal Status**
   Nigerian Breweries Plc ("the Company"), a public company quoted on The Nigerian Exchange Limited ("The NGX"), was incorporated on the 16th of November 1946, under the name, Nigerian Brewery Limited. The name was changed on the 7th of January 1957, to Nigerian Breweries Limited and thereafter to Nigerian Breweries Plc in 1990. The Company is a subsidiary of HEINEKEN N.V. of the Netherlands which beneficially, held approximately 72.90% interest in the equity of Nigerian Breweries Plc as at 31st December 2024.

2. **Principal Activities**
   During the year under review, the principal activities of the Company remained brewing, marketing and selling of lager, stout, non-alcoholic malt drinks, and soft drinks.

3. **Progress Trust (CPFA) Limited**
   Progress Trust (CPFA) Limited was incorporated by the Company and is a duly registered Closed Pension Fund Administrator. Its sole activity is the administration of the pension and the defined benefits (employer's contribution) gratuity scheme for employees and former employees of Nigerian Breweries Plc.

4. **The Nigerian Breweries-Felix Ohiwerei Education Trust Fund**
   The Nigerian Breweries-Felix Ohiwerei Education Trust Fund was incorporated by the Company as a sponsored charitable Trust. The proceeds from its investments are disbursed solely for the promotion of education.

5. **Distell Wines and Spirits Nigeria Limited (Distell Nigeria)**
   The Company completed the acquisition of an 80% majority stake in Distell Wines and Spirits Nigeria Limited (Distell Nigeria) in the middle of 2024. This acquisition aligns with the Company's strategic goal of diversifying its product portfolio to include wines, spirits, and flavoured alcoholic beverages. Distell Nigeria is involved in the local production of wines and ciders under license from Heineken Beverages of South Africa. In addition to the local production, the Company now has access to the importation of a variety of wines and spirits from South Africa. The wines, spirits and cider brands added to the Company's portfolio include Amarula Cream Liqueur, Nederburg, Drostdy-Hof, 4th Street, Bain's Whiskey, Knight's Whiskey, Scottish Leader Whiskey, Chamdor wines, Hunters, and Savanna.

6. **234 Stores Limited**
   234 Stores Limited was established to explore opportunities in route-to-market. The operations were discontinued in the course of the year under review.

7. **Review of Operations**
   The 2024 results were shaped by a complex and challenging business environment, significantly impacting operations and livelihoods nationwide. Economic pressures, including high inflation rates and the devaluation of the naira, drove up operational costs and the price of raw materials. Nigeria's inflation rate soared to a near 30-year high of 34.8% in December 2024. Despite these hurdles, the Company demonstrated resilience through strategic adaptations including a recapitilisation of the Company through a Rights Issue, increased local sourcing, innovation, and further diversification through the completion of the acquisition of majority stakes in Distell Wines and Spirits Nigeria Limited.

   A summary of the results for the company is shown below:

	2024	2023	% Change
	₦' millions	₦' millions	
Revenue	1,074,882	599,509	79.29
Results From Operating Activities	68,403	44,499	53.72
Loss Before Taxation	(182,419)	(144,689)	(26.08)
Taxation	38,081	38,920	2.16
Loss after Tax	(144,338)	(105,769)	(36.47)

8 Dividend

The Board has not recommended any dividend for the 2024 financial year.

9 Shareholding, Substantial Shareholders and Free Float Declaration

The issued and fully paid-up share capital of the Company as at 31st December 2024 was 30,983,026,920 ordinary shares of 50 kobo each. The Register of Members shows that three shareholders, Heineken Brouwerijen B.V. (45.92%), Heineken International B.V. (21.80%), and Stanbic Nominees Nigeria Limited, held more than 10% of the Company's issued share capital as at that date. The aforementioned three shareholders and a fourth shareholder, Distilled Trading International B.V., (5.18%) were the only shareholders that held more than 5% of the issued share capital of the Company as at 31st December 2024. The remaining 12.42% of the issued shares were held by other individuals and institutions.

Heineken Brouwerijen B.V., Heineken International B.V., and Distilled Trading International B.V., are part of the HEINEKEN N.V. Group which held a total beneficial interest of 72.9% in the Company's issued share capital as of the aforementioned date.

The Company complied with the free float requirement of the NGX for companies listed on the Main Board. The Company had a free float of 26.81%, valued at N8.31 billion, as at 31st December 2024. The details of the free float are on page 110 of this Annual Report and Accounts.

10 Distributors

The Company delivers most of its products nationwide through an extensive network of key distributors, wholesalers, bulk breakers and major retail stores. The names of the major customers are listed on page 112 of this Annual Report and Accounts.

11 Board of Directors

The composition of the Board of Directors together with the changes thereon since after the last Annual General Meeting ("AGM") is as shown on page 5 hereof. The Board is at present made up of eight (8) Non-Executive Directors (including the Chairman) and two (2) Executive Directors.

Mrs. Juliet C. Anammah was appointed as the substantive Chair of the Board effective 1st January 2025. Mrs. Anammah succeeded Mr. Sijbe "Siep" Hiemstra, who served as the interim Chairman during the year under review. The Board extends its sincere appreciation to Mr. Hiemstra for his valuable leadership to the Company during his time as interim Chairman and for the smooth process that led to the appointment of the substantive Chair of the Board.

Mrs. Ifueko M. Omoigui Okauru, MFR, will conclude her tenure on the Board on the 19th of February 2025. Mrs. Olufunmilayo A. Akande was appointed to the Board effective the 20th of February 2025 as an Independent Non-Executive Director to fill a vacancy on the Board. As required under Section 274 (2) of the Companies and Allied Matters Act, 2020 ("CAMA"), Mrs. Akande will be presented to Shareholders at the forthcoming AGM for the approval of her appointment.

The Directors to retire by rotation at the said AGM in conformity with Article 90 of the Company's Articles of Association and who, being eligible, have offered themselves for re-election at the forthcoming AGM are Mrs. Juliet C. Anammah and Mr. Ibrahim A. Puri.

12 Record of Directors' Attendance

In line with the provisions of Section 284(2) of CAMA, the Record of Directors' Attendance at Board Meetings during the year under review will be available at the forthcoming AGM for inspection. The information is equally provided below under item 21(a).

13 Directors' Interest in Shares

(a) Direct Holding

The direct interest of each person who was a Director at the end of the year, as well as each current Director, in the issued share capital of the Company and as recorded in the Register of Members and/or notified by the Directors for the purpose of Section 301 of CAMA and disclosed in accordance with Section 385 also of CAMA as well as the Listing Rules of The NGX, is as follows:

S/No	Name	As at 12th February, 2025	As at 31st December, 2024	As at 31st December, 2023
i)	Mrs. Juliet C. **Anammah**	Nil	Nil	Nil
ii)	Mr. Hans **Essaadi**	Nil	Nil	Nil
iii)	Mrs. Adeyinka O. **Aroyewun**	166,746	166,746	52,108
iv)	Mr. Sijbe "Siep" **Hiemstra**	Nil	Nil	Nil
v)	Mrs. Stella O. **Ojekwe-Onyejeli**	155,128	155,128	N/A*
vi)	Mrs. Ifueko M. Omoigui **Okauru**, MFR	44,990	44,990	44,990
vii)	Mr. Jaap A.A. Albert **Overmars**	Nil	Nil	Nil
viii)	Mr. Roland **Pirmez**	Nil	Nil	Nil
ix)	Mr. Ibrahim A. **Puri**	Nil	Nil	Nil
x)	Mr. Bernardus A. **Wessels Boer**	Nil	Nil	Nil

*N/A. – Not Applicable. Not a Director as at that date.

(b) Indirect Holding

There was no other indirect shareholding by any of the Directors during the year under review.

14 Directors' Interest in Contracts

In accordance with Section 303 of CAMA, no Director notified the Company of any disclosable interest in contracts involving the Company.

15 Agricultural/Raw Materials Improvements

Nigerian Breweries Plc continues to invest resources in the local development, improvement and commercialisation of its agricultural raw materials. Our collaboration with relevant local and international research institutes has been expanded to further assess and improve the performance and adaptability of selected registered local sorghum varieties and to develop new sorghum varieties with improved quality for the industry and increased yield for the farmers. To increase the positive impact of local sourcing of its agricultural raw materials, the Company has continuously expanded its sorghum cultivation and sourcing areas to new communities.

16 Property, Plant and Equipment

Information relating to changes in property, plant and equipment is given in Note 13 to the financial statements.

17 Gifts and Donations

(a) In 2024, the Company made gifts and donations amounting to ₦208,878,999.99 (2023: ₦123,761,722) as follows:

Beneficiary/Project	Naira
Youth Entrepreneurship Support Programme – North & South regions	168,000,000
Annual Scholarship for Ijebu-Ode Community students	1,000,000
Umuezeani Community Scholarship/Bursary Scheme	4,000,000
End of Year Gifts for Host Community Leaders (Abuja, Kaduna, Lagos & Ama)	4,880,000
Awo-Omamma Football Tourney	2,998,999
Sports Sponsorship and Golf Tournament (Aba, Kaduna, Abuja, Lagos & Ama)	18,000,000
Abia State Waste Management Project	10,000,000
	208,878,999

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

18 Employees and Employment

(a) Employment of Physically-Challenged Persons

Nigerian Breweries Plc is an equal opportunity employer and does not discriminate on any grounds. Thus, we provide employment opportunities to physically challenged persons. However, this actually goes beyond the need to ensure that there is no discrimination against such persons but driven by a deep conviction that even in disability, there could be immense ability. At present, we have eleven (11) physically challenged persons in our employment.

(b) Employee Involvement and Training

In today's competitive business landscape, human capability has been found to be a key factor for corporate success. The critical challenge towards continuous performance improvement remains the capability and speed of response to changes in the business environment through people development. Thus, a drive in the right direction for employees' development is imperative for sustainable superior company performance. In Nigerian Breweries Plc, we believe strongly that we must win with our people. We must not only enable employees to perform in their day-to-day jobs but must unlock their potentials and make it possible for them to unleash energy to achieve business goals.

Continuous training and upgrading of skills at all levels of the Company is therefore the key to achieving a meaningful competitive advantage and long-term business success. We provide our employees both operational and leadership training within and outside Nigeria to expose them to best practices and improve knowledge transfer at international level.

(c) Health, Safety and Welfare

The Company takes the health, safety and welfare of its employees very seriously, with a strong conviction that a healthy workforce will always be highly productive and will deliver superior performances at all times. Consequently, there are on-site clinics manned by qualified medical personnel in all our brewery locations that provide primary health care and some degree of secondary health care round the clock for employees at work. Furthermore, top health care providers have been carefully selected under a managed care scheme to look after the health care needs of employees and their dependents. We comply with relevant statutory provisions and regulations on health, safety and welfare matters as well as providing the education required to enable compliance by employees. As a good corporate citizen, we recognize the threat of HIV/AIDS in sub-Saharan Africa. Hence, as an extension of our medical policy, Nigerian Breweries Plc operates a comprehensive workplace HIV/AIDS programme spanning the continuum of policy to treatment.

19 **Integrated (QFHSE) Policy Statement**

Nigerian Breweries Plc is a responsible corporate citizen and operating company of HEINEKEN N.V., with a mission to be the leading beverage company in Nigeria marketing high quality brands to deliver superior customer satisfaction in a safe and environmentally friendly way. The Board and Management, through an Integrated Management System that meets internationally recognised standard for Quality, Food Safety, Environment and Occupational Health and Safety are committed to:

- Producing and marketing high quality beverages that are safe for consumption, consistently meet customer requirements and deliver consumer satisfaction
- Protecting the environment and preventing pollution in all areas of our environmental impact.
- Preventing injuries and ill health of all our employees and those affected by our operations through the elimination of hazards and reduction of occupational health and safety risks.
- Fulfilling all legal and other compliance obligations for the Integrated Management System.
- Continually improving our systems through regular consultations and participation of employees, improving employees' competencies and the use of Total Productive Management and other relevant tools to enhance performance.

20 Business Conduct

Our business is conducted with integrity and due regard to the legitimate interest of all stakeholders. As part of this, we have put in place relevant policies such as the Code of Business Conduct which provide amongst others for:

(a) Respect for Law

Nigerian Breweries Plc ensures that its existence and operations remain within the ambit of all applicable laws. Our employees are expected to comply with the laws and regulations of Nigeria.

(b) Business Integrity

We believe that corruption is evil in the business environment as it is in society, generally. We maintain appropriate anti-corruption policies and programmes in our business. Accordingly, Nigerian Breweries Plc does not give or receive, whether directly or indirectly, bribes or any other incentive to obtain improper advantages for business or financial gain.

(c) Corporate Social Responsibility

As an integral part of the Nigerian society playing varied roles as an employer, supplier, customer, partner, taxpayer, and competitor all at the same time, the Company impacts the society. Where possible, we aim to establish sustainable partnerships with our stakeholders within our policy guidelines on community involvement. A Corporate Social Responsibility and Sustainability Report detailing some of the ways we collaborated with our various stakeholders during the year under review is on page 19.

(d) Conflict of Interests

Nigerian Breweries Plc recognizes and respects the right of its employees to engage in external activities so long as these activities do not impair, interfere, or conflict with the conscientious performance of their duties and do not involve damage to or misuse of the Company’s name, trademarks, products, property, reputation, goodwill, confidential information or other resources.

When an employee is engaged in carrying out a task on behalf of the Company and that employee has a factual or potential private interest in the outcome of the task, that is contrary to the best interests of the Company or is substantial enough to affect the employee’s unbiased judgment, the Company expects the employee to disclose this as appropriate. Failure to comply with this policy will have serious career consequences for the employee. Nigerian Breweries Plc maintains policies (for instance, on purchasing) that severely reduce the risk of harm to the Company due to a conflict of interest.

21 Corporate Governance

Nigerian Breweries Plc adopts a responsible attitude towards corporate governance. The Board continues to ensure that the Company complies with relevant corporate governance provisions and principles as well as adopt best corporate governance practices. The Board is committed to implementing the corporate governance principles and guidelines contained in the Nigerian Code of Corporate Governance], 2018 (“NCCG”), the Corporate Governance Guidelines, 2020, and the Companies and Allied Matters Act, 2020.

(a) The Board of Directors

As of the date hereof, the Board of Directors is made up of eight (8) Non-Executive Directors, including the Chair, and two (2) Executive Directors. Three (3) of the Non-Executive Directors qualify as Independent Directors. Another independent non-executive director has been appointed effective the 20th of February 2025. The Board has a formal guideline and processes for the appointment of Directors.

The Board is *inter alia*, responsible for supervising the conduct of business by Management as well as the general course of affairs in the Company; assessing the Company's corporate strategy and general policy; the development of the Company's financial position, risk management systems and other systems; the Company's organisational structure; and the Company's social policy.

The Board has a formal schedule of meetings each year. During the year under review, the Board met nine (9) times both for the scheduled meetings and for other unscheduled special meetings. The record of attendance at those meetings by the Directors who were on the Board at the end of the year is set out below:

S/No.	Name	No. of Meetings Held	No. of Meetings Attended
i)	Mrs. Juliet C. **Anammah**	9	9
ii)	Mr. Hans **Essaadi**	9	9
iii)	Mrs. Adeyinka O. **Aroyewun**	9	9
iv)	Mr. Sijbe “Siep” **Hiemstra**	9	9
v)	Mrs. Stella O. **Ojekwe-Onyejeli**	9	8
vi)	Mrs. Ifueko M. **Omoigui Okauru**, MFR	9	7
vii)	Mr. Jaap A. A. **Overmars**	9	8
viii)	Mr. Roland **Pirmez**	9	9
ix)	Mr. Ibrahim A. **Puri**	9	9
x)	Mr. Bernardus A. **Wessels Boer**	9	9

(b) Governance and Ethics Committee

The Committee is responsible for supporting and advising the Board with regard to the Board’s responsibility on governance matters in the Company including Board and Executive Management matters and for ethical matters including oversight on the investigation of whistleblowing cases in the Company.

The composition of the Governance and Ethics Committee as well as the record of attendance at the Committee's meetings during the year in review were as follows:

S/No.	Name	Role	No. of Meetings Held	No. Attended
i)	Mrs. Juliet C. **Anammah**	Chair	4	4
ii)	Mrs. Adeyinka O. **Aroyewun**	Member	4	4
iii)	Mr. Ibrahim A. **Puri**	Member	4	4

(c) Risk Management and Sustainability Committee

The Committee oversees the company's risk management process, advising on main risks and mitigating actions, and determining risk management standards and policies for the Company. The Committee also oversees the Company's sustainability agenda and providing oversight on achievement of sustainability goals.

Members of the Executive Committee as well as the Head of Process & Control Improvement Department (responsible for internal audit), attend the meetings of the Committee that are dedicated to issues of Risk Management.

The composition of the Committee and the record of attendance at its meetings, during the year, were as follows:

S/No.	Name	Role	No. of Meetings Held	No. Attended
i)	Mr. Roland **Pirmez**	Chairman	4	4
ii)	Mr. Hans **Essaadi**	Member	1*	1
iii)	Mrs. Stella O. **Ojekwe-Onyejeli**	Member	4	3
iv)	Mrs. Ifueko M. **Omoigui Okauru**, MFR	Member	4	3

*After becoming a member of the Committee.

(d) Statutory Audit Committee

The Committee, as part of its functions, reviews the Company's overall control systems, financial reporting arrangements and standards of business conduct. Members of the Statutory Audit Committee have direct access to the Process & Control Improvement Department and the Independent Auditor. The statutory functions of the Committee are provided for in Section 404(7) of CAMA.

The record of attendance at the meetings by members of the Committee who served during the year under review is set out below:

S/No.	Name	Role	No. of Meetings Held	No. Attended
i)	Chief Timothy A. **Adesiyan**	Chairman	4	4
ii)	Mazi Samuel C. **Mpamaugo**	Member	4	4
iii)	Mr. David O. **Oguntoye**	Member	4	4
iv)	Mrs. Ifueko M. **Omoigui Okauru**, MFR	Member	4	3
v)	Mr. Jaap A. A. **Overmars**	Member	*3	3

*After becoming a member of the Statutory Audit Committee.

(e) Executive Committee

The Executive Committee ("ExCo") is the Management Team and is responsible for agreeing priorities, allocating resources, setting overall corporate targets, agreeing and monitoring divisional strategies and plans. It has responsibilities for superintending the affairs of the business on a day-to-day basis. It is chaired by the Managing Director/Chief Executive Officer of the Company. The record of attendance of the ExCo members who served during the year under review at the formal ExCo meetings is set out below:

	Name	Role	No. of Meetings Held	No. Attended
i)	Mr. Hans **Essaadi**	Managing Director/CEO	25	23
ii)	Uaboi G. **Agbebaku**, Esq.	Company Secretary/Legal Director	25	23
iii)	Mr. Federico **Agressi**	Supply Chain Director	25	23
iv)	Mrs. Philomena **Aneke**	Digital and Technology Director	25	23
v)	Mr., Ayodele **Lawal**	Sales Director	25	20
vi)	Mrs. Sade **Morgan**	Corporate Affairs Director	25	23
vii)	Mrs. Grace **Omo-Lamai**	Human Resource Director	25	24
viii)	Mr. Emmanuel O. **Oriakhi**	Marketing Director	25	24
ix)	Mr. Bernardus A. **Wessels Boer**	Finance Director	25	22

(f) 2024 Board Evaluation

The Board undertook a Board Evaluation exercise for the year 2024. The results of the exercise revealed that the Directors were satisfied with the effectiveness, composition, structure and performance of the Board and its committees in the course of the year.

The Board is committed to ensuring that the Company continues to be a reference point in corporate governance matters.

(g) Regulations for Dealing in Shares

In compliance with the Listing Rules of the NGX, Nigerian Breweries Plc has in place regulations to guide the Board and other employees when effecting transactions in the Company's shares and other securities. The Company's Regulations for Dealing in Shares and other Securities ("the Regulations") provide amongst others, the period when transactions are not allowed to be effected on the Company's shares and other securities ("Closed Period") as well as disclosure requirements when effecting such transactions. All concerned are obliged to observe the provisions of the Regulations when dealing in the Company's shares and securities. The Company regularly notifies The NGX of its Closed Periods.

The Company made inquiries from all affected persons and is not aware of any non-conformity with the Listing Rules or the Regulations during the year under review.

(h) Complaints Management Policy

The Company's Complaints Management Policy ("the Policy") sets out the broad framework for handling shareholder complaints in a fair, impartial, efficient, and timely manner. The Policy, which is in line with the requirement of the Securities and Exchange Commission, can be accessed via the Company's website.

(i) Communications Policy

Nigerian Breweries Plc has in place a Communication Policy ("the Policy") in accordance with the requirements of the Securities and Exchange Commission. The Policy is available on the Company's website.

The Board recognises the need to communicate and disseminate information regarding the operations and management of the Company to all relevant stakeholders (including Shareholders, regulatory authorities, media, analysts and the general public).

(j) Diversity, Equity & Inclusion Policy

Our Ambition is to leverage diversity, promote equity, and embed inclusion to create business value in a fast- changing and complex environment, which positively impacts our customers and consumers and benefits the Company.

(k) Whistle Blowing Framework

The Company has a whistleblowing system in place called, "Speak Up". This provides an avenue for employees and third parties dealing with the Company to report concerns about any suspected misconduct which may arise from the violation of laws and regulations, the Company's Code of Business Conduct or the various policies, rules, standards and procedures under which the Company operates. The Speak Up channel (which is a safe, secured and a confidential channel of communication) and an effective reporting system, contribute to an open and transparent work environment.

22 Independent Auditor

The firm of Deloitte & Touche served as the Independent Auditor during the year under review. The firm will complete the maximum ten year period as an independent auditor at the conclusion of the AGM and in compliance with the provisions of the Nigerian Code of Corporate Governance 2018, the firm will not be re-engaged. The Board thanks Deloitte & Touche for the excellent services it rendered to the Company during its tenure as the independent auditor.

In accordance with Section 401(1) of CAMA, the Board will propose at the AGM, the appointment of the firm of KPMG Professional Services as the Company's independent auditor effective after the conclusion of the AGM.

Dated the 12th day of February 2025.

By Order of the Board.

Uaboi G. Agbebaku, Esq.
Company Secretary
FRC/2013/PRO/NBA/002/00000001003

Iganmu House
Abebe Village Road
Iganmu, Lagos, Nigeria

2024 Corporate Social Responsibility and Sustainability Report

Our 2024 Corporate Social Responsibility and Sustainability Report highlights the progress and initiatives undertaken across the three pillars of our long-term sustainability framework, Brew a Better World. These pillars—Environmental, Social and Responsible—are further defined by nine ambitions: net zero, circularity, healthy watersheds, diversity, fair and safe, community impact, always a choice, moderation, and address harmful use. Together, these efforts align with the United Nations Sustainable Development Goals (SDGs), ensuring that we protect the environment, promote equity and inclusivity, and positively impact society.

ENVIRONMENTAL

Nigerian Breweries Plc is committed to the Brew a Better World strategy, addressing critical environmental challenges and societal needs. Transitioning to renewable energy remains central to our operations as we work toward mitigating climate change and contributing to the global decarbonization agenda

In alignment with our goal to reach net zero emissions for scopes 1 and 2 by 2030 and across our value chain by 2040, we achieved significant milestones in 2024:

Ibadan Brewery Expansion: We advanced our decarbonization strategy with the installation of a 2,500 KWp solar system and a 2 MW/MWh Battery Energy Storage System (BESS) through a partnership with CrossBoundary Energy. With this expansion, the brewery's renewable electricity capacity increases from about 4% to about 20%, building on the initial 663.6 KWp installation.

Ama Brewery Solar Project: Ama Brewery now benefits from one of the largest renewable energy systems for industrial manufacturers in Nigeria, following the installation of a 4 MWp hybrid solar PV plant with a 2 MW/MWh BESS in 2023.

Lagos Brewery Solar Installation: Under a solar Power Purchase Agreement (PPA) with Daystar Power Energy, we continued the installation of a 4.2 MWp solar PV system equipped with a 2 MW/MWh BESS in 2024. Once operational in 2025, it will supply up to 20% of the brewery's electricity needs.

Kaduna Hydropower: We made further progress with Konexa in the installation of a 30 MWp hydropower system, aiming to provide 100% renewable electricity for Kaduna Breweries.

Landmark Renewable Energy Agreement: In October 2024, we signed our largest renewable energy contract to date. This agreement with Konexa will supply 100% renewable electricity to our Lagos and Ama Breweries through a combined 110 MWp source, delivering up to 50 GWh of renewable energy annually.

On circularity, we achieved zero-waste-to-landfill in six of our seven brewery locations currently in operation. Additionally, through our collaboration with the Food and Beverage Recycling Alliance (FBRA), we continued to facilitate the recovery of recyclable waste in 2024, setting up more waste collection centers and ramping up collection and recycling efforts nationwide.

Internally, our NB Recycles programme continues to promote a culture of circularity among employees, with over 1.9 metric tonnes of recyclable materials collected at our Lagos office in 2024.

Towards ensuring healthy watersheds, our reforestation project at the Olokemeji Forest Reserve, in partnership with the Ogun State Ministry of Forestry and the International Institute of Tropical Agriculture (IITA), saw the planting of 46,615 trees in 2024. This brings our total to 283,904 trees covering 292 hectares, strengthening our progress toward the 600,000-tree target by 2031.

Concurrently, water consumption efficiency improved from 3.53 hectoliters per hectoliter (HL) of beer produced in 2023 to 3.35 HL/HL in 2024.

SOCIAL

Our commitment to inclusivity and community development advanced through several impactful initiatives:

Fair Wage Progress: We achieved 100% fair wages for both own employees and contract staff through the SMART outsourcing programme to promote equitable compensation, enhance job satisfaction, and uphold our commitment to social responsibility.

Local Sourcing: Locally sourced raw materials accounted for 42.8% of total inputs in 2024, strengthening local agricultural value chains. This was supported by training and resources provided to sorghum farmers, empowering them with better yields, improved livelihoods and greater economic opportunities.

Empowering Communities: We commenced the construction of a cassava milling plant in Awo-Omamma, Imo State, and a Vocational Skills Development Center in Kaduna. These facilities combined, set to serve over 1,000 beneficiaries annually, enhance local value chains, support economic empowerment and provide essential skills training.

'Worlds Together' Activation: In October 2024, we launched Nigerian Breweries' pilot Worlds Together event to promote intergenerational connections in celebration of the 2024 International Day of Older Persons and Nigeria's 64th Independence Day. The activation brought together 34 elderly citizens (aged 60 and above) and 30 Nigerian Breweries employees, creating a platform for shared experiences, storytelling, classical music and recreational activities. This initiative reflects our commitment to social inclusion and community well-being.

Through the Nigerian Breweries – Felix Ohiwerei Education Trust Fund, we organized the 10th Maltina Teacher of the Year (MTOY) competition, recognizing and rewarding thirty-seven (37) state champions for the first time in the competition's history. Mathematics teacher, Mr. Esomnofu Chidiebube Ifechukwu from Nasarawa State emerged as the grand prize winner and the first recipient of N10 million cash prize, following a review of the top prize from N6.5 million to N10 million. In addition to the cash prize, the top winner will also receive overseas capacity development training and a school project worth N30 million.

Similarly, the first runner-up cash prize was increased from N1.5 million to N3 million, while the second runner-up prize was raised from N1.25 million to N2.5 million. The cash prize for other state champions was also increased from N500,000 to N1 million each, offering greater support for outstanding teachers to help ease economic challenges. Through valuable partnerships with Union Bank of Nigeria Plc., Woodhall Capital Foundation, Air Peace, Alert Group and First City Monument Bank, the 10th Maltina Teacher of the Year competition was successfully held. These collaborations helped amplify our collective efforts to recognize and reward exceptional educators across Nigeria.

In addition, the Trust Fund, in line with its commitment to advancing Quality Education in Nigeria, donated a solar-powered digital language laboratory to Keke Senior High School, Agege, Lagos in honour of the 2023 Maltina Teacher of the Year, Ms. Adeola Adedunke Adefemi. The facility enhances smart learning and modern teaching techniques, equipping students of the school with essential language skills.

In May 2024, the second cohort of MTOY winners were sponsored by the Nigerian Breweries – Felix Ohiwerei Education Trust Fund to Finland for intensive capacity development trainings at Tampere University and Helsinki, Finland. Delegates of the Trust Fund met with H.E Sannamaaria Vanamo, the then Finnish Ambassador for Education and members of her team, to discuss opportunities for future partnerships. Since its inception in 2015, the MTOY initiative has recognized 278 teachers, crowned 10 national winners, and delivered educational infrastructure to 9 schools.

RESPONSIBLE

Advocating for responsible consumption remained a cornerstone of our Brew a Better World efforts:

'Don't Drink and Drive' Campaign: In collaboration with the Federal Road Safety Corps (FRSC) and as part of the Beer Sectoral Group (BSG), we hosted the 2024 edition of the campaign at three key commercial motor parks in Lagos—Oshodi, Ojota, and Ojodu. The initiative reached approximately 500 commercial drivers, raising awareness about the dangers of alcohol misuse. Additionally, we donated breathalyzers to support FRSC's enforcement efforts.

Truck Driver Safety: Non-contact breathalyzers were routinely used for truck drivers operating from our facilities, ensuring road safety and deterring driving under the influence.

Enjoy Heineken Responsibly Campaign: In 2024, we allocated 10% of our media spend to responsible consumption messaging. The campaign runs on social media to maximize reach and engagement, ensuring that consumers are consistently reminded of the importance of drinking responsibly.

In conclusion, 2024 was a year of strategic progress, reinforcing our commitment to sustainability and societal well-being while contributing to relevant United Nations Sustainable Development Goals. These initiatives exemplify our dedication to Brew a Better World, building trust among stakeholders and strengthening our role as a responsible corporate citizen.

Statement of Directors' Responsibilities
For the year ended 31st December 2024

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

a) keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Company and comply with the requirements of the Companies and Allied Matters Act;

b) establishes adequate internal controls to safeguard its assets and to prevent and detect fraud and other regularities; and

c) prepares its financial statements using suitable accounting policies supported by reasonable and prudent judgements 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 judgements and estimates, in conformity with IFRS® Accounting Standards and both the requirements of the Financial Reporting Council of Nigeria Act, 2011 and the Companies and Allied Matters Act, 2020.

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

The Company's current liabilities exceeded its current assets by ₦184 billion (2023: ₦359 billion). The Directors believe this is not indicative of going concern issues as there are sufficient credit lines available to the Company to meet its working capital requirements on an ongoing basis for at least twelve months from the date of approval of the annual financial statements. There are no restrictions to the Company's ability to access the facilities. The financial statements have therefore been prepared on a going concern basis, which assumes that the Company will continue its operations for the foreseeable future. The Directors have made this assessment based on the current financial position of the company, its projected cash flows, and other relevant factors.

Signed

Mrs. Juliet C. Anammah
Chair, Board of Directors
FRC/2017/PRO/00000016627

Mr. Hans Essaadi
Managing Director/CEO
FRC/2022/PRO/DIR/003/195502

Certification of the Audited Financial Statements

Further to the provisions of section 405 of the Companies and Allied Matters Act, 2020, SEC and FRC Guidance on Management Report on Internal Control Over Financial Reporting, we the Managing Director/CEO and Finance Director of Nigerian Breweries Plc ("the Company") respectively hereby certify as follows:

a) That we have reviewed the Audited Financial Statements (AFS) of the Company for the year ended 31st December 2024.

b) That the AFS represents the true and correct financial position of our Company as at the said date of 31st December 2024.

c) That the AFS does not contain any untrue statement of material fact or omit to state a material fact, which would make the statements misleading.

d) That the AFS fairly presents, in all material respects, the financial condition and results of operation of the company as of and for the year ended 31st December 2024.

e) That we are responsible for establishing and maintaining internal controls and affirm that the company's internal controls were effective as of 31st December 2024.

f) That all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarise and report financial data, including mitigating controls have been disclosed to the Independent Auditor and the Audit Committee.

Signed

Mr. Hans Essaadi
Managing Director/CEO
FRC/2022/PRO/DIR/003/195502

Mr. Bernardus A. Wessels Boer
Finance Director
FRC/2023/PRO/ANAN/001/417018

Audit Committee's Report
To: The Members of Nigerian Breweries Plc

In accordance with the provisions of section 404(7) of the Companies and Allied Matters Act, 2020, the Members of the Audit Committee of Nigerian Breweries Plc having carried out our statutory functions under the Act, hereby report that:

a) the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices;

b) the scope and planning of both the external and internal audit for the year ended 31st December 2024 are satisfactory. The internal audit programmes reinforce the Company's internal control system; and

c) having reviewed the Independent Auditor's memorandum of recommendations on accounting procedures and internal controls, we are satisfied with management responses thereon.

Finally, we acknowledge the co-operation of management and staff in the conduct of our duties.

Members of the Audit Committee are:

1)	Chief Timothy A. **Adesiyan**	(Shareholders' Representative)	Chairman
2)	Mazi Samuel C. **Mpamaugo**	(Shareholders' Representative)	Member
3)	Mr. David O. **Oguntoye**	(Shareholders' Representative)	Member
4)	Mrs. Ifueko M. Omoigui **Okauru**, *MFR*	(Directors' Representative)	Member
5)	Mr. Jaap A. A. **Overmars**	(Directors' Representative)	Member

The Company Secretary served as the Secretary to the Committee.

Dated the 11th of February 2025.

____
Chief Timothy A. Adesiyan
Chairman Statutory Audit Committee
FRC/2013/PRO/AUDITCOM/002/00000003745

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Nigerian Breweries Plc

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion
We have audited the consolidated and separate financial statements of **Nigerian Breweries Plc** and its subsidiaries (the Group and Company) set out on pages 33 to 104, which comprise the consolidated and separate statements of financial position as at 31 December 2024, the consolidated and separate statements of profit or loss, consolidated and separate statements of other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, the notes to the consolidated and separate financial statements, including a summary of material accounting policies.

In our opinion, the consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of **Nigerian Breweries Plc** as at 31 December 2024, its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, the requirements of the Companies and Allied Matters Act and 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 Group and Company in accordance with the requirements of the International Ethics Standards Board for Accountants' (IESBA) International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA code) and other independence requirements applicable to performing audits of financial statements in Nigeria. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and other ethical requirements that are relevant to our audit of consolidated Financial Statements in Nigeria.

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

Key Audit Matters	How the matter was addressed in the audit
Returnable Packaging Materials	
Included in Trade and Other Payables as disclosed in Note 30 to the consolidated and separate financial statements is Deposit for Returnable Packaging Materials (RPMs) of about N28.6 billion received as deposits from customers for breakable bottles and crates used to distribute products sold to them. The Company provides RPMs to its customers in which products are distributed and in most instances the Company collects deposits. The deposit is in turn refunded to the customer upon return of these packaging materials to the Company. In cases where RPMs are not returned, the deposit is forfeited by the customer and released to the statement of profit or loss of the company. Significant Judgement is required by the directors in assessing the carrying value of the outstanding customers' deposit liability for RPMs. Accordingly, for the purpose of our audit, we identified the assessment of outstanding customers' deposit liability for RPMs as a key audit matter. The assumptions with the most significant impact in the assessment of outstanding liability for returnable packaging materials were: • The market loss rate, which is subjective since it is based on the directors' experience and expectations in addition to lack of readily available market data. The market loss rates are estimated for bottle/crate sizes. • The cycle time of RPMs, i.e. the time it takes for RPM to be returned to the entity, which is based on the directors' estimates. RPMs are not tagged and are interchangeable, which makes the calculation of the cycle time subjective.	In evaluating the value of the outstanding deposit liability, our audit procedures incorporated a combination of test of the company's controls relating to the estimation of the deposit liability and the following substantive procedures: • Assess management judgement applied in determining the relevant base month to perform annual re-assessment of market loss and testing reasonability of data inputs (mainly market loss rates and cycle times) applied by management, in comparison to the company's policy in respect of the returnable packaging material. • Re-compute market loss rate and perform a retrospective assessment of market loss rate to assess the reasonability of the assumptions and ensure consistency in the judgements applied by management. • Reassess the adequacy of the closing balance of deposit liability reported at year end. • Assess the adequacy of relevant disclosures in the financial statements. The market loss rates used in the valuation were determined to be appropriate. The rates used appeared to be reasonable in line with the supporting information provided. Overall, no material misstatement was noted.
Acquisition of Distell	
During the year, the company concluded the acquisition of 80% of the shares of Distell Wines and Spirit Nigeria Limited. Determination of the fair value of the assets of Distell Wines and Spirit Nigeria Limited and the Purchase Price Allocation (PPA) are significant to the audit. This is because the process is complex and requires assessment of the significant judgment made by the Directors concerning the estimated values. Accordingly, it has been considered a Key Audit Matter (KAM). The disclosure regarding the acquisition of Distell Wines and Spirit Nigeria Limited is set out in note 17 of the consolidated and separate financial statements.	To determine the appropriateness of the management's assumptions and the conclusions on the fair value of the assets of the company, and the accuracy of the Purchase Price Allocation (PPA), we performed the following procedures: • Reviewed the reasonability of the valuation methodology applied by management in determining the fair value of the assets. • Reviewed the accuracy of the valuation methodologies applied;

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Key Audit Matter	How the matter was addressed in the audit
Acquisition of Distell	
	• Reviewed the reasonability of the valuation parameters/variables (including the completeness of the adjustments made, such as functional depreciation, physical depreciation etc.); • Performed a re-computation of Management's valuation and reviewed the reasonability of Management's concluded value. • Reviewed the completeness of identified intangible assets. • Reviewed the key valuation assumptions, specifically the discount rates, useful lives, and attrition rates applied; and • Reviewed the overall results of the purchase price allocation. Based on the procedures performed, we believe the determination of the fair value of the assets of Distell Wine and Spirit Nigeria Limited and Purchase Price Allocation (PPA) was accurately done.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled Nigerian Breweries Plc Annual Report and Accounts for the year ended 31 December 2024, which includes the Directors' Report, the Audit Committee's Report, the Company Secretary's Report, the report of the External Consultants on the Performance of the Board of Directors, the Statement of Corporate Responsibility for Financial Statements, and Other National Disclosures as required by the Financial Reporting Council of Nigeria which we obtained prior to the date of this report. The other information does not include the consolidated and separate financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements, or our knowledge obtained 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 Consolidated and Separate Financial Statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, the requirements of the Companies and Allied Matters Act 2020, 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 consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

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In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and 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 Group and / or the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue 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 consolidated and separate financial statements.

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and 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 consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and / or the Company to cease to continue as a going concern.

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

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Fifth Schedule of the Companies and Allied Matters Act, we expressly state that:

i) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit.

ii) The Group has kept proper books of account, so far as appears from our examination of those books.

iii) The Group and Company's financial position and its statement of profit or loss and other comprehensive income are in agreement with the books of account and returns.

In accordance with the requirements of the Financial Reporting Council of Nigeria, we performed a limited assurance engagement and reported on management's assessment of the Entity's internal control over financial reporting as of 31 December 2024. The work performed was done in accordance with FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, and we have issued an Assurance Report with no exception in our report dated 14 February 2025. That report is included on pages 30 to 32 of the financial statements.

Chigozie Okoro, FCA - FRC/2013/PRO/ICAN/004/00000004457
For: Deloitte & Touche (FRC/2022/Coy/091021)
Lagos, Nigeria
14 February 2025

INSTITUTE OF CHARTERED ACCOUNTANTS OF NIGERIA
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Assurance Report of Independent Auditor

To the Shareholders of Nigerian Breweries Plc

Assurance Report on management's assessment of controls over financial reporting

We have performed a limited assurance engagement in respect of the systems of internal control over financial reporting of **Nigerian Breweries Plc** ("the Company") and its subsidiaries ("the Group") as of 31 December 2024, in accordance with the FRC Guidance on assurance engagement report on Internal Control over Financial Reporting and based on criteria established in the Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) ("the ICFR framework"), and the SEC Guidance on Management Report on Internal Control Over Financial Reporting. Nigerian Breweries Plc's management is responsible for maintaining effective internal control over financial reporting and for assessing the effectiveness of internal control over financial reporting including the accompanying Management's Report on Internal Control Over Financial Reporting.

We have also audited, in accordance with the International Standards on Auditing, the consolidated and separate financial statements of the Group and our report dated 14 February 2025 expressed unmodified opinion.

Limited Assurance Conclusion

Based on the procedures we have performed and the evidence that we have obtained, nothing has come to our attention that causes us to believe that the Group did not establish and maintain an effective system of internal control over financial reporting, as of the specified date, based on the SEC Guidance on Management Report on Internal Control Over Financial Reporting.

Definition of internal control over financial reporting

Internal control over financial reporting is a process designed by, or under the supervision of, the entity's principal executive and principal financial officers, or persons performing similar functions, and effected by the entity's board of directors, management, and other personnel 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:

I. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
II. 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
III. 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.

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Inherent limitations
Our procedures included the examination of historical evidence of the design and implementation of the Group's system of internal control over financial reporting for the year ended 31 December 2024. 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. Our limited assurance report is subject to these inherent limitations.

Directors' and Management's Responsibilities
The Directors are responsible for ensuring the integrity of the entity's financial controls and reporting.

Management is responsible for establishing and maintaining a system of internal control over financial reporting that provides reasonable assurance regarding the reliability of financial reporting, and the preparation of financial statements for external purposes in accordance with the International Financial Reporting Standards (IFRS) and the ICFR framework.

Section 7(2f) of the Financial Reporting Council of Nigeria (Amendment) Act 2023 further requires that management perform an assessment of internal controls, including information system controls. Management is responsible for maintaining evidential matters, including documentation, to provide reasonable support for its assessment of internal control over financial reporting.

Our Independence and Quality Control
We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality, and professional behaviour.

The firm applies the International Standard on Quality Management (ISQM) 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements which requires the firm to 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.

Auditor's Responsibility and Approach
Our responsibility is to express a limited assurance opinion on the company's internal control over financial reporting based on our Assurance engagement.

We performed our work in accordance with the FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting and the International Standard on Assurance Engagements (ISAE) 3000, Assurance Engagements other than the Audits or Reviews of Historical Financial Information (ISAE 3000) revised. That Standard requires that we comply with ethical requirements and plan and perform the limited assurance engagement to obtain limited assurance on whether any matters come to our attention that causes us to believe that the Group did not establish and maintain an effective system of internal control over financial reporting in accordance with the ICFR framework.

That Guidance requires that we plan and perform the Assurance engagement and provide a limited assurance report on the entity's internal control over financial reporting based on our assurance engagement.

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The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion on whether the Group established and maintained an effective system of internal control over financial reporting.

As prescribed in the Guidance, 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.

Chigozie Okoro, FCA - FRC/2013/PRO/ICAN/004/00000004457
For: Deloitte & Touche (FRC/2022/Coy/091021)
Lagos, Nigeria
14 February 2025

Consolidated and Separate Statements of Profit or Loss

	Notes	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
CONTINUING OPERATIONS					
Revenue	6	**1,084,435,998**	**1,074,881,526**	**599,643,031**	**599,508,761**
Cost of sales	9c	(764,520,390)	(757,330,373)	(387,032,454)	(387,032,454)
Gross profit		**319,915,608**	**317,551,153**	**212,610,459**	**212,476,307**
Other income	7	4,028,939	4,028,939	2,957,510	2,957,397
Selling and distribution expenses	9c	(203,238,705)	(203,216,119)	(142,492,958)	(142,492,958)
Administrative expenses	9c	(46,755,269)	(46,349,071)	(28,641,677)	(27,972,143)
Expected credit loss on financial assets	9c	(4,053,590)	(3,611,801)	(469,923)	(469,923)
Profit from operating activities		**69,896,983**	**68,403,101**	**43,963,411**	**44,498,680**
Finance income	8(a)	4,242,160	4,242,160	513,239	513,239
Net loss on foreign exchange transactions		(157,594,582)	(155,878,191)	(153,332,605)	(153,332,605)
Finance costs	8(b)	(99,462,019)	(99,186,320)	(36,368,316)	(36,368,316)
Net finance costs		**(252,814,441)**	**(250,822,351)**	**(189,187,682)**	**(189,187,682)**
Loss before tax		**(182,917,458)**	**(182,419,250)**	**(145,224,271)**	**(144,689,002)**
Income tax	11(a)	38,033,964	38,080,801	38,916,714	38,919,780
Loss after tax from continuing operations		**(144,883,494)**	**(144,338,449)**	**(106,307,557)**	**(105,769,222)**
DISCONTINUED OPERATIONS					
Loss for the year from discontinued operations	17(b)	(112,754)	-	-	-
Loss for the year		**(144,996,248)**	**(144,338,449)**	**(106,307,557)**	**(105,769,222)**
Loss for the year attributable to: Owners of the Company		(144,887,239)	(144,338,449)	(106,307,557)	(105,769,222)
Non-controlling interest		(109,009)	-	-	-
Loss for the year		**(144,996,248)**	**(144,338,449)**	**(106,307,557)**	**(105,769,222)**
Loss per share					
Basic loss per share (kobo)	12(a)	(1,207)	(1,203)	(1,280)	(1,275)
Diluted loss per share (kobo)	12(b)	(1,207)	(1,203)	(1,280)	(1,275)

The notes on pages 40 to 104 are an integral part of these financial statements.

Consolidated and Separate Statements of Other Comprehensive Income

	Notes	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
(Loss)/Profit for the year		**(144,996,248)**	**(144,338,449)**	**(106,307,557)**	**(105,769,222)**
Items that will not be reclassified subsequently to profit or loss:					
Actuarial (loss) or gains	27(f)	1,355,148	1,355,148	(335,180)	(335,180)
Other comprehensive income/(loss), net of tax		1,355,148	1,355,148	(335,180)	(335,180)
Total comprehensive (loss)/income for the year		**(143,641,100)**	**(142,983,301)**	**(106,642,737)**	**(106,104,402)**
Total comprehensive loss for the year attributable to:					
Owners of the Company		**(143,532,091)**	**(142,983,301)**	**(106,642,737)**	**(106,104,402)**
Non-controlling interest		(109,009)	-	-	-
Total comprehensive loss for the year		**(143,641,100)**	**(142,983,301)**	**(106,642,737)**	**(106,104,402)**

The notes on pages 40 to 104 are an integral part of these financial statements.

Consolidated and Separate Statements of Financial Position

As at	Notes	31st December 2024 Group ₦'000	31st December 2024 Company ₦'000	31st December 2023 Group ₦'000	31st December 2023 Company ₦'000
ASSETS					
Property, plant and equipment	13(a-b)	535,270,542	527,012,459	441,433,475	440,787,687
Right-of-use assets	14(a)	8,995,840	8,995,840	8,945,331	8,929,494
Intangible assets and goodwill	15	99,843,788	93,068,714	91,913,959	91,913,959
Investments	16	150,000	4,234,986	150,000	250,000
Deferred tax Asset	29	66,676,061	67,126,305	23,710,466	23,710,466
Other receivables	18	2,635,656	2,635,656	2,152,592	2,152,592
Non-current assets		**713,571,887**	**703,073,960**	**568,305,823**	**567,744,198**
Inventories	20	181,259,479	178,613,155	122,035,547	121,872,794
Trade and other receivables	21	52,719,715	55,973,834	46,788,739	49,075,068
Prepayments	19	4,150,181	4,150,181	2,970,328	2,970,328
Deposit for imports	22	35,022,710	35,022,710	16,206,296	16,206,296
Cash and cash equivalents	23	150,587,526	149,333,713	39,566,373	39,458,309
Assets held for sale	17(c)	964,150	100,000	-	-
Current assets		**424,703,761**	**423,193,593**	**227,567,283**	**229,582,795**
Total assets		**1,138,275,648**	**1,126,267,553**	**795,873,106**	**797,326,993**
EQUITY					
Share capital	24	15,491,513	15,491,513	5,138,066	5,138,066
Share premium		615,903,127	615,903,127	82,943,935	82,943,935
Share based payment reserve		1,436,397	1,436,397	1,469,827	1,469,827
Retained earnings		(169,799,542)	(167,366,517)	(26,267,451)	(24,383,216)
Equity attributable to owners of the Company		**463,031,495**	**465,464,520**	**63,284,377**	**65,168,612**
Non-controlling interest		**912,238**	**-**	**-**	**-**
Total equity		**463,943,733**	**465,464,520**	**63,284,377**	**65,168,612**
LIABILITIES					
Loans and borrowings.	26(a)	40,000,000	40,000,000	136,283,827	136,283,827
Lease liabilities.	14(c)	-	-	1,684	1,684
Employee benefits	27	9,745,943	9,745,943	11,837,931	11,837,931
Non-current liabilities		**49,745,943**	**49,745,943**	**148,123,442**	**148,123,442**
Loans and borrowings	26 (a)	169,050,310	164,170,015	205,318,151	205,318,151
Lease liabilities	14(c)	2,812	2,812	29,561	29,561
Current tax liabilities	11(c)	10,402,030	9,682,834	6,716,463	6,713,397
Dividend payable	25(b)	7,174,392	7,174,392	14,621,974	14,621,974
Trade and other payables	30(a)	435,568,129	428,380,575	355,288,752	354,861,470
Provisions	32	1,922,651	1,646,462	2,490,386	2,490,386
Liabilities directly associated with assets classified as held for sale	17(c)	465,648	-	-	-
Current liabilities		**624,585,972**	**611,057,090**	**584,465,287**	**584,034,939**
Total liabilities		**674,331,915**	**660,803,033**	**732,588,729**	**732,158,381**
Total equity and liabilities		**1,138,275,648**	**1,126,267,553**	**795,873,106**	**797,326,993**

Approved by the Board of Directors on the 12th of February 2025 and signed on its behalf by:

Mrs. Juliet C. Anammah	**Mr. Hans Essaadi**	**Mr. Bernardus A. Wessels Boer**
Chairman	**Managing Director/CEO**	**Finance Director**
FRC/2017/PRO/00000016627	**FRC/2022/PRO/DIR/003/195502**	**FRC/2023/PRO/ANAN/001/417018**

The notes on pages 40 to 104 are an integral part of these financial statements.

Consolidated and Separate Statement of Changes In Equity

Group	**Notes**	**Share Capital ₦'000**	**Share Premium ₦'000**	**Share Based Payment Reserve ₦'000**	**Retained Earnings ₦'000**	**Total ₦'000**	**Non-Controlling Interest ₦'000**	**Total Equity ₦'000**
Balance at 1st January 2023		**5,138,066**	**82,943,935**	**944,383**	**90,773,894**	**179,800,278**	**113,437**	**179,913,715**
Loss for the year		-	-	-	(106,307,557)	(106,307,557)	-	(106,307,557)
Other comprehensive loss for the year		-	-	-	(335,180)	(335,180)	-	(335,180)
Total comprehensive income for the year		-	-	-	(106,642,737)	(106,642,737)	-	(106,642,737)
Transaction with owners, recorded directly in equity								
Contributions and distributions								
Issue of ordinary shares		-	-	-	-	-	-	-
Share based payment charge	28	-	-	663,641	-	663,641	-	663,641
Share based payment recharge		-	-	(138,197)	-	(138,197)	-	(138,197)
Dividends	25(a)	-	-	-	(10,584,416)	(10,584,416)	-	(10,584,416)
Unclaimed dividends written back	25(b)	-	-	-	452,907	452,907	-	452,907
Total contributions and distributions		**-**	**-**	**525,444**	**(10,131,509)**	**(9,606,065)**	**-**	**(9,606,065)**
Disposal of subsidiary*					(267,099)	(267,099)	(113,437)	(380,536)
Total transactions with owners of the Company		**-**	**-**	**525,444**	**(116,774,246)**	**(116,248,802)**	**-**	**(116,248,802)**
Balance at 31st December, 2023		**5,138,066**	**82,943,935**	**1,469,827**	**(26,267,451)**	**63,284,377**	**-**	**63,284,377**
Balance at 1st January 2024		**5,138,066**	**82,943,935**	**1,469,827**	**(26,267,451)**	**63,284,377**	**-**	**63,284,377**
Loss for the year		-	-	-	(144,887,239)	(144,887,239)	(109,009)	(144,996,248)
Other comprehensive income for the year		-	-	-	1,355,148	1,355,148	-	1,355,148
Total Comprehensive income for the year		**-**	**-**	**-**	**(143,532,091)**	**(143,532,091)**	**(109,009)**	**(143,641,100)**
Transaction with owners, recorded directly in equity								
Contributions and distributions								
Issue of ordinary shares	24	10,353,447	532,959,192	-	-	543,312,639	-	543,312,639
Share based payment charge	28	-	-	1,230,212	-	1,230,212	-	1,230,212
Share based payment recharge		-	-	(1,263,642)	-	(1,263,642)	-	(1,263,642)
Total contributions and distributions		**10,353,447**	**532,959,192**	**(33,430)**	**-**	**543,279,209**	**-**	**543,279,209**
Acquisition of subsidiary	17				-	-	1,021,247	1,021,247
Total transactions with owners of the Company		**10,353,447**	**532,959,192**	**(33,430)**	**(143,532,091)**	**399,747,118**	**(109,009)**	**399,638,109**
Balance at 31st December, 2024		**15,491,513**	**615,903,127**	**1,436,397**	**(169,799,542)**	**463,031,495**	**912,238**	**463,943,733**

The notes on pages 40 to 104 are an integral part of these financial statements.

*Disposal of subsidiary relates to the derecognition of Benue Bottling Company Limited, the NCI and its related retained earning previously recognised

Consolidated Statement of Changes In Equity

Company

	Notes	Share Capital ₦'000	Share Premium ₦'000	Share Based Payment Reserve ₦'000	Retained Earnings ₦'000	Total Equity ₦'000
Balance at 1st January 2023		**5,138,066**	**82,943,935**	**944,383**	**91,852,695**	**180,879,079**
Loss for the year		-	-	-	(105,769,222)	(105,769,222)
Other comprehensive loss for the year		-	-	-	(335,180)	(335,180)
Total comprehensive income for the year		-	-	-	**(106,104,402)**	**(106,104,402)**
Transaction with owners, recorded directly in equity						
Contributions and distributions						
Issue of Ordinary shares		-	-	-	-	-
Share based payment charge	28	-	-	663,641	-	663,641
Share based payment recharge		-	-	(138,197)	-	(138,197)
Dividends	25(a)	-	-	-	(10,584,416)	(10,584,416)
Unclaimed dividends written back	25(b)	-	-	-	452,907	452,907
Total contributions and distributions		**-**	**-**	**525,444**	**(10,131,509)**	**(9,606,065)**
Changes in ownership interest						
Total transactions with owners of the Company		**-**	**6,471,751**	**525,444**	**9,810,929**	**(115,710,467)**
Balance at 31st December 2023		**5,138,066**	**89,415,686**	**1,469,827**	**101,663,624**	**65,168,612**
Balance at 1st January 2024		**5,138,066**	**82,943,935**	**1,469,827**	**(24,383,216)**	**65,168,612**
Profit for the year		-	-	-	(144,338,449)	(144,338,449)
Other comprehensive income for the year		-	-	-	1,355,148	1,355,148
Total Comprehensive income for the year		-	-	-	**(142,983,301)**	**(142,983,301)**
Transaction with owners, recorded directly in equity						
Contributions and distributions						
Issue of ordinary shares	24	10,353,447	532,959,192	-	-	543,312,639
Share based payment charge	28	-	-	1,230,212	-	1,230,212
Share based payment recharge	17	-	-	(1,263,642)	-	(1,263,642)
Total contributions and distributions		**10,353,447**	**532,959,192**	**(33,430)**	**-**	**543,279,209**
Total transactions with owners of the Company		**10,353,447**	**532,959,192**	**(33,430)**	**(142,983,301)**	**400,295,908**
Balance at 31st December 2024		**15,491,513**	**615,903,127**	**1,436,397**	**(167,366,517)**	**465,464,520**

The notes on pages 40 to 104 are an integral part of these financial statements.

Consolidated and Separate Statement of Cash Flows

	Notes	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Loss for the year		(144,996,248)	(144,338,449)	(106,307,557)	(105,769,222)
Adjustments for:					
Depreciation	9(d)	53,514,763	52,995,258	46,392,351	45,896,122
Amortisation of intangible assets	15	1,808,676	1,786,455	1,639,085	1,639,085
Finance income	8(a)	(4,242,160)	(4,242,160)	(513,239)	(513,239)
Interest expenses	8(b)	99,462,019	99,186,320	36,368,316	36,368,316
Loss /(Gain) on foreign exchange transactions		106,101,574	105,320,639	5,557,480	5,557,480
Employee benefit charge	27(c)	809,950	809,950	1,003,447	1,003,447
Share based payment charge	28	1,230,212	1,230,212	663,641	663,641
Gain on sale of property, plant and equipment	9(a)	(1,296,306)	(1,296,306)	(117,157)	(117,044)
Gain on sale of subsidiaries / JVs / Associates	9(f)	-	-	(329,547)	(329,547)
Changes in provisions	32	(817,735)	(843,924)	727,308	727,308
Income tax expense	11(a)	(38,033,964)	(38,080,801)	(38,916,714)	(38,919,780)
Non cash items from disposal of subsidiary	9(f)	-	-	(380,536)	-
		73,540,781	**72,527,194**	**(54,213,122)**	**(53,793,433)**
Changes in:					
Inventories	20(b)	(58,407,704)	(56,740,361)	(38,518,237)	(38,528,581)
Trade and other receivables	21(b)	(3,178,802)	(7,381,830)	(6,209,409)	(6,368,335)
Prepayments		(1,179,853)	(1,179,853)	(1,012,127)	(1,012,127)
Trade and other payables	30(b)	117,557,942	117,815,639	80,354,300	80,142,435
Deposit for imports	22(b)	(18,816,414)	(18,816,414)	(9,307,973)	(9,307,973)
Cash (utilised by)/generated from operating activities		**109,515,950**	**106,224,375**	**(28,906,568)**	**(28,868,014)**
Income tax paid	11(c)	(3,033,062)	(3,033,062)	(9,322,347)	(9,322,347)
Gratuity paid	27(a)	(1,049,661)	(1,049,661)	(1,087,994)	(1,087,994)
Other long term employee benefits paid	27(b)	(1,278,810)	(1,278,810)	(1,301,776)	(1,301,776)
Share Based Payment	28	(1,263,642)	(1,263,642)	(138,197)	(138,197)
VAT paid*		(50,849,287)	(50,849,287)	(33,908,828)	(33,908,828)
Net cash (utilised by)/generated from operating activities		**52,041,488**	**48,749,913**	**(74,665,710)**	**(74,627,156)**
Cash flows from investing activities					
Finance income	8	4,242,160	4,242,160	513,239	513,239
Proceeds from sale of property, plant and equipment		1,307,165	1,307,165	312,036	151,735
Acquisition of property, plant and equipment	13(e)	(137,571,739)	(135,548,533)	(98,741,992)	(98,741,992)
Acquisition of subsidiaries & net of cash	17	(3,766,747)	(4,084,986)	-	-
Assets held for sale	17(c)	(163,928)	-	-	-
Acquisition of right-of-use asset	14(b)	(1,687,125)	(1,685,893)	(401,009)	(358,331)
Acquisition of intangible assets	15	(2,941,210)	(2,941,210)	(127,942)	(127,942)
Net cash used in investing activities		**(140,581,424)**	**(138,711,297)**	**(98,445,668)**	**(98,563,291)**
Cash flows from financing activities					
Proceeds from loans and borrowings	26(a)	371,280,282	371,280,282	533,946,588	533,946,588
Repayment of loans and borrowings	26(a)	(598,272,078)	(598,272,078)	(336,487,094)	(336,487,094)
Interest paid	8(c)	(93,521,932)	(93,246,233)	(18,777,537)	(18,777,537)
Proceeds on issue of shares		543,312,639	543,312,639	-	-
Repayment of lease liabilities	14(c)	(39,803)	(39,803)	(16,480)	(16,480)
Cash received from Registrars	25(b)	866,587	866,587	1,551,321	1,551,321
Dividends paid	25(b)	(8,314,169)	(8,314,169)	(6,067,868)	(6,067,868)
Net cash from financing activities		**215,311,526**	**215,587,225**	**174,148,930**	**174,148,930**
Net increase in cash and cash equivalents		**126,771,590**	**125,625,841**	**1,037,552**	**958,483**
Effect of foreign exchange rate changes on cash and cash equivalent		(15,750,437)	(15,750,437)	16,347,980	16,347,980
Cash and cash equivalents at 1st January		39,566,373	39,458,309	22,180,841	22,151,846
Cash and cash equivalents at 31st December	23	**150,587,526**	**149,333,713**	**39,566,373**	**39,458,309**

The notes on pages 40 to 104 are an integral part of these financial statements.

* Value Added Tax (VAT) paid shown separately above has been adjusted for in deriving the change in trade and other payables.

Notes to the consolidated and separate financial statements

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Notes to the Consolidated and Separate Financial Statements

1. Reporting entity

Nigerian Breweries Plc (the 'Company'), a public company quoted on the Nigerian Stock Exchange, was incorporated in Nigeria on the 16th of November 1946, under the name, Nigerian Brewery Limited. The name was changed on the 7th of January 1957, to Nigerian Breweries Limited and thereafter to Nigerian Breweries Plc in 1990 when the Companies and Allied Matters Act (now repealed) of that year came into effect. The Company is a subsidiary of HEINEKEN N.V. of the Netherlands, the latter having approximately 57% interest in the equity of Nigerian Breweries Plc. The address of the Company's registered office is 1 Abebe Village Road, Iganmu, Lagos. The Company is primarily involved in the brewing, marketing and selling of lager, stout, non-alcoholic drinks and soft drinks.

As a consequence of the merger with Consolidated Breweries Plc in 2014, the Group comprises of the Company and its 89.3% majority equity interest in Benue Bottling Company Limited (BBCL). The subsidiary, BBCL, was an entity with no business activities that held land, buildings and some idle production assets. The company was liquidated during the 2023 financial year.

234 Stores Limited is also a subsidiary of the Company which was incorporated on 7th of November 2018 to explore opportunities in the route-to-market. The subsidiary became fully operational in 2020, and its financial position has been consolidated in these financial statements. The operations of the company were discontinued in 2024.

In line with the Company's strategic goal of diversifying its product portfolio to include wines, spirits, and flavoured alcoholic beverages in addition to beer, the Company acquired an 80% majority stake in Distell Wines and Spirits Nigeria Limited (Distell Nigeria) in June 2024 and its financial position has been consolidated in these financial statements.

2. Basis of preparation

The financial statements have been prepared in accordance with IFRS Accounting Standards. The financial statements were authorised for issue by the Board of Directors on 12th February 2025 and will be presented at the Annual General Meeting of Shareholders on 26th April 2025.

(a) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following:

- Liabilities for equity-settled share-based payment arrangements – stated at fair value
- Defined benefit obligations – stated at present value of the obligation

The methods used to measure fair values are discussed further in note 4

(b) Functional and presentation currency

These financial statements are presented in Naira, which is the Group/Company's functional currency. All financial information presented in Naira has been rounded to the nearest thousand unless stated otherwise.

Notes to the Consolidated and Separate Financial Statements

2. Basis of preparation (cont'd)

(c) Use of estimates and judgements

The preparation of the financial statements in conformity with IFRS Accounting Standards requires management to make judgements, 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 estimates are recognised prospectively. Where relevant, the information is added to the notes

The following notes contain the most significant estimates and judgements:

Note 27 - Measurement of defined benefits obligations: key actuarial assumptions
Note 30 - Returnable Packaging material
Note 33 - Contingent liabilities

(d) Measurement of fair values

A number of the Group/Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability. Significant valuation issues are reported to the Audit Committee.

When measuring the fair value of an asset or a liability, the Company uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

In some cases, if the inputs used to measure the fair value of an asset or a liability is categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group/Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair value is included in Financial Instruments – Financial risk management and fair values (note 31).

Notes to the Consolidated and Separate Financial Statements

3 Material accounting policies

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

(a) Basis of consolidation

(i) Business combinations

The Company measures goodwill as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The Company elects on a transaction-by-transaction basis whether to measure non-controlling interest at its fair value, or at its proportionate share of the recognised amount of the identifiable net assets, at the acquisition date. Transaction costs, other than those associated with the issue of debt or equity securities, that the Company incurs in connection with a business combination are expensed as incurred.

The Company has applied IFRS 3 on business combinations involving entities under common control.

(ii) Acquisitions of non-controlling interests

Acquisitions of non-controlling interests are accounted for as transactions with equity holders in their capacity as equity holders; therefore, no goodwill is recognised as a result of such transactions.

(iii) Subsidiaries

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries are modified where necessary to align them with the policies adopted by the Company. Separate disclosure is made for non-controlling interest.

(iv) Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(v) Structured entities

Structured entities are entities in which the Company is involved, and which are designed so that their activities are not governed by way of voting rights. The Company either holds an interest or does not hold an interest but is a sponsor. The Company considers itself a sponsor of a structured entity when it facilitates the establishment of that structured entity. In assessing whether the Company has power over such entities in which it has an interest, the Company considers factors such as the purpose and design of the investee; its practical ability to direct the relevant activities of the investee; the nature of its relationship with the investee; and the size of its exposure to the variability of returns of the investee.

For additional disclosures on the Company's involvement in unconsolidated structured entities, see notes 16 and 37.

3 Material accounting policies (cont'd)

(a) Basis of consolidation (cont'd)

(vi) Loss of control

On the loss of control, the Company derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Company retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently that retained interest is accounted for as an equity-accounted investee or at cost less impairment losses depending on the level of influence retained.

(b) Foreign currency transactions

Transactions denominated in foreign currencies are translated and recorded in Naira at the actual exchange rates as of the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate when the fair value was determined.

Foreign currency differences arising on translation are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

(c) Financial instruments

(i) Financial instruments

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss or deferred and amortised over the period of the transaction, in specific cases.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

3 Material accounting policies (cont'd)

(c) Financial instruments (cont'd)

(i) Financial instruments (cont'd)

Classification of financial assets
Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order 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 on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss.

Despite the foregoing, the Company may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Company may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and the Company may irrevocably designate a debt investment that meets the amortised cost or criteria as measured at fair value through the statement of profit or loss if doing so eliminates or significantly reduces an accounting mismatch.

Derecognition
The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or when it transfers the financial asset, and the transfer qualifies for derocognition. Gains or losses on derecognition of financial assets are recognized as finance income/cost.

Cash and cash equivalents
Cash and cash equivalents comprise cash on hand; cash balances with banks and call deposits with original maturities of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Group/Company's cash management are included as a component of cash and cash equivalents for the purpose of statement of cash flows.

Notes to the Consolidated and Separate Financial Statements

3 Material accounting policies (cont'd)

(c) Financial instruments (cont'd)

(ii) Financial liabilities

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at fair value through the statement of profit or loss.

The Company derecognizes a financial liability when it has lasped, when an existing financial liability is replaced by another from the same lender on substantially different terms.

Financial guarantee contract liabilities

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract liabilities are measured initially at their fair values and, if not designated as at fair value through profit or loss and do not arise from a transfer of an asset, are measured subsequently at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount recognised initially less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies set out above.

(iii) Share capital

The Company has only one class of shares, ordinary shares. Ordinary shares are classified as equity. When new shares are issued, they are recorded in share capital at their par value. The excess of the issue price over the par value is recorded in the share premium reserve. The use of the share premium account is governed by S.145(4) of CAMA. All ordinary shares rank equally with regard to the Company's residual assets. Holders of these shares are entitled to dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company.

Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

(d) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. Property, plant and equipment under construction are disclosed as capital work-in- progress. The cost of self-constructed asset includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use including, where applicable, the costs of dismantling and removing the items and restoring the site on which they are located and borrowing costs on qualifying assets.

3 Material accounting policies (cont'd)

(d) Property, plant and equipment (cont'd)

(i) Recognition and measurement (cont'd)

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

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

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

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised as profit or loss in the statement of profit or loss. De-recognition of assets is performed at time of disposal.

(ii) Subsequent costs

Subsequent expenditure is capitalised only it is probable that the future economic benefits associated with the expenditure will flow to the Group/Company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

(iii) Depreciation

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment which reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Depreciation is not charged until the assets are available for use.

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

- Leasehold land - Lease period
- Buildings - 15 to 40 years
- Plant and Machinery - 5 to 30 years
- Motor Vehicles - 5 years
- Furniture and Equipment - 3 to 5 years
- Returnable Packaging Materials - 7 years

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

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

Right-of-use assets are depreciated over the shorter period of the lease term and the useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group/Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset.

Notes to the Consolidated and Separate Financial Statements

3 Material accounting policies (cont'd)

(e) Right-of-use assets

(a) The Group as lessee
The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (lower than two million four hundred and fifty thousand Naira). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease or incremental borrowing rate where rate cannot be readily determined.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the right-of-use asset.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

(f) Intangible assets

(i) Goodwill
Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. For measurement of goodwill at initial recognition, see Note 3a(i).

Subsequent measurement
Goodwill is measured at cost less accumulated impairment losses, see Note 3i (ii). In respect of equity accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment. Goodwill is not amortised but tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired.

On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(ii) Other Intangible assets
Other intangible assets that are acquired by the Group/Company and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses.

The Group/Company's intangible assets with finite useful lives comprise acquired software and a distribution network acquired as part of a business combination. The acquired distribution network provides the Company with opportunities for increased market penetration.

Notes to the Consolidated and Separate Financial Statements

3 Material accounting policies (cont'd)

(f) Intangible assets (cont'd)

(iii) Subsequent expenditure
Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific Intangible asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

(iv) Amortisation of Intangible assets other than goodwill
Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is recognised in profit or loss. Goodwill is not amortised. The estimated useful life for the current and comparative period is as follows:

Computer software - 3 to 7 years
Distribution network - 15 years

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

(g) Impairment of property, plant and equipment and intangible assets excluding goodwill
At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication a the end of a reporting period that the asset may be impaired.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years. Any increase in excess of this amount is treated as a revaluation increase.

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

Raw materials, non-returnable packaging materials-purchase cost on a weighted average basis including spare parts and purchased finished goods transportation and clearing costs.

Brewed finished products and products-in-process - weighted average cost of direct materials, labour costs and a proportion of production overheads based on normal operating capacity.

Inventory-in-transit -purchase cost incurred to date.
Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs to completion and selling expenses.

3 Material accounting policies (cont'd)

(i) Returnable packaging materials

Returnable packaging materials (RPM) may be classified as property, plant and equipment or inventory. The classification mainly depends on whether ownership is transferred and if the company has the legal or constructive obligation to buy back the materials.

The assumptions to classify as PP&E are that the Company have it included on our customer contracts, the ownership of the RPM is not transferred to the customer and the Company has a legal or constructive obligation to buy back, hence concluding that the RPM is treated as PP&E.

The recognition of deposit liabilities for RPM items occurs when the company becomes obligated, either contractually or constructively, to refund cash to the customer or issue a credit note upon the return of the RPM item. The initial measurement of the deposit liability is based on the nominal amount expected to be refunded to the customer upon return of the RPM item, without any discounting applied

Subsequent measurement of the RPM deposit liability involves accounting for market loss on a monthly basis using reliable Supply Chain measurements spanning at least 12 months. This ensures a robust estimation of market loss, with adjustments made to account for seasonality. In some instances, adjustments may be made using the average of the 12-month rolling percentage to address negative market loss.

Once sufficient reliable data is available and the market loss percentage is deemed reasonable, the deposit liability is released monthly to reflect the estimated market loss based on the monthly sales volume. Additionally, the company assess the reasonableness of the deposit liability at least annually, particularly during peak seasons when circulation time is measured. This assessment is conducted in collaboration with the Supply Chain department to ensure reliability. Depending on local circumstances, a threshold may be applied before the release is recorded to account for estimation uncertainty.

(j) Impairment

(i) Financial assets

A financial asset subsequently measured at amortised cost, is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be reliably estimated.

Objective evidence that financial assets (including equity securities) are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Group/Company on terms that the Group/Company would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, or the disappearance of an active market for a security. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment.

Definition of default

The Group/Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that he debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Notes to the Consolidated and Separate Financial Statements

3 Material accounting policies (cont'd)

(j) Impairment (cont'd)

(i) Financial assets (cont'd)

Definition of default (cont'd)

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write-off-policy
The Group/Company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery. Financial asset written off may still be subject to enforcement activities under the Group's/Company recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of expected credit losses
The Group/Company has adopted the provision matrix expected credit loss, see Note 30.

In assessing collective impairment, the Group/Company uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against receivables. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

(ii) Non-financial assets
The carrying amounts of the Group/Company's non-financial assets, other than inventories 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. For goodwill and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit 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.

To determine fair value the company adopts level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Notes to the Consolidated and Separate Financial Statements

3 Material accounting policies (cont'd)

(j) Impairment (cont'd)

(ii) Non-financial assets (cont'd)

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit, or CGU"). For the purposes of goodwill impairment testing, goodwill acquired in a business combination is allocated to the CGU, or the group of CGUs, that is expected to benefit from the synergies of the combination. This allocation is subject to an operating segment ceiling test and reflects the lowest level at which that goodwill is monitored for internal reporting purposes.

(k) Employee benefits

(i) Defined contribution plan

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

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

Employees (non-management and management respectively) contribute 7% and 8% of their Basic salary, Transport and Housing Allowances to the Fund on a monthly basis. The Group/Company's contribution is 12% and 10% of each employee's Basic salary, Transport & Housing Allowances for non-management and management employees respectively.

(ii) Gratuity

The Group/Company currently operates two gratuity schemes, a defined benefit scheme and a defined contribution scheme:

(a) Defined benefit gratuity scheme

The Company has a defined benefit gratuity scheme for certain employees. The Company's net obligation in respect of defined benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods and that benefit is discounted to determine its present value. In determining the liability for employee benefits under the defined benefit scheme, consideration is given to future increases in salary rates and the Company's experience with staff turnover.

3 Material accounting policies (cont'd)

(k) Employee benefits (cont'd)

(ii) Gratuity (cont'd)

(a) Defined benefit gratuity scheme (cont'd)

The recognised liability is determined by an independent actuarial valuation every year using the projected unit credit method. Actuarial gains and losses arising from differences between the actual and expected outcome in the valuation of the obligation are recognised fully in Other Comprehensive Income. The effect of any curtailment is recognised in full in the profit or loss immediately the curtailment occurs. The discount rate is the yield on Federal Government of Nigeria issued bonds that have maturity dates approximating the terms of the Company's obligation. Although the scheme is not funded, the Company ensures that adequate arrangements are in place to meet its obligations under the scheme.

Remeasurements recognised in other comprehensive income are not reclassified. Past service cost is recognised in profit or loss when the plan amendment or curtailment occurs, or when the Group recognises related restructuring cost or termination benefits, if earlier. Gains or losses on settlement of a defined benefit plan are recognised when the settlement occurs. Net interest is calculated by applying a discount rate to the net defined benefit liability or asset. Defined benefit cost are split into three categories:

- Service cost, which includes current service cost, past series cost and gain and losses on curtailments and settlements;
- Net interest expense or income; and
- Remeasurements.

The Group/Company recognises service cost within profit or loss as cost of sales and administration expenses (see note 25a)

Net interest expense or income is recognised within finance costs (see note 25a).

The retirement benefit obligation recognised in the consolidated statement of financial position represents the deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

(b) Defined contribution gratuity scheme

The Company has a defined contribution scheme for certain employees which is funded through fixed contributions made by the Company over the service life of the employees and charged accordingly as employee benefit expense in profit or loss. The funds are managed and administered by Progress Trust (CPFA) Limited. Progress Trust (CPFA) Limited is a duly registered closed Pension Fund Administrator whose sole activity is the administration of the pension and gratuity (defined benefit contribution) schemes for employees and former employees of the Company. Nigerian Breweries Plc has no recourse to the funds, which is managed in accordance with the Pension Reform Act of 2014 and regulated by the National Pension Commission.

Notes to the Consolidated and Separate Financial Statements

3 Material accounting policies (cont'd)

(k) Employee benefits (cont'd)

(ii) Gratuity (cont'd)

(c) Post-retirement medical benefit scheme

The Company has a post-employment medical benefits scheme for its pensioners and employees, including their spouses.

The recognised liability is determined by an independent actuarial valuation every year using the projected unit credit method. Actuarial gains and losses arising from differences between the actual and expected outcome in the valuation of the obligation are recognised fully in Other Comprehensive Income. The effect of any curtailment is recognised in full in the profit or loss immediately the curtailment occurs. The discount rate is the yield on Federal Government of Nigeria issued bonds that have maturity dates approximating the terms of the Company's obligation. Although the scheme is not funded, the Company ensures that adequate arrangements are in place to meet its obligations under the scheme.

(iii) Other long-term employee benefits

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

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

(iv) Termination benefits

Termination benefits are recognised as an expense when the Company is committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Company has made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the reporting period, then they are discounted to their present value.

(v) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus 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 Material accounting policies (cont'd)

(k) Employee benefits (cont'd)

(ii) Gratuity (cont'd)

(vi) Share-based payment transactions

Share-based payment arrangements in which the Company receives goods or services and has no obligation to settle the share-based payment transaction are accounted for as equity-settled share-based payment transactions. All other share based payment arrangements are accounted for as cash settled. As from 1st January 2006 Heineken N.V, the parent Company, established a share based payment plan for key management personnel, including certain senior management of Nigerian Breweries Plc. The grant date fair value of the share rights granted is recognised as personnel expenses with a corresponding increase in equity (Share-based payment reserve) as a capital contribution from Heineken N.V, over the period that the employees become unconditionally entitled to the share rights.

A recharge arrangement exists between Heineken N.V and Nigerian Breweries Plc whereby vested shares delivered to employees by Heineken N.V are recharged to Nigerian Breweries Plc. The recharge transaction is recognised as an intercompany liability with a corresponding adjustment in equity (Share-based payment reserve) for the capital contribution recognised in respect of the share-based payment.

At each reporting date, the estimate of the number of share rights that are expected to vest is revised for internal performance conditions. The impact of the revision of original estimates (only applicable for internal performance conditions), if any, is recognised in profit or loss, with a corresponding adjustment to equity. The fair value of the share plan is measured at grant date taking into account the terms and conditions of the plan.

(l) Provisions and contingent liabilities

Provisions

A provision is recognised if, as a result of a past event, the Group/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. The amount recognised as Provision is the best estimate of the consideration required to settle the present obligation at the reporting date taking into account the risks and uncertainties surrounding the obligation. Where a Provision is measured using the cashflows estimated to settle the present obligation, its carrying amount is the present value of those cashflows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that the reimbursement will be received and the amount of the receivable can be measured reliably.

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

Notes to the Consolidated and Separate Financial Statements

3 Material accounting policies (cont'd)

(l) Provisions and contingent liabilities (cont'd)

Contingent liabilities

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

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

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

(m) Revenue

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of value added tax, excise duties, sales returns, trade discounts and volume rebates. Revenue is recognised by identifying the contract with the customer, identifying the performance obligations in the contract, determining the transaction price and when we the performance obligation is satisfied. The Company main performance obligation is to ensure the products are dispatched to the Customer upon acceptance of the dispatch order from the customer. The revenue is recognised at the moment the respective product is dispatched in accordance with the Company's performance obligation.

The Company fulfills the transfer of ownership at time of dispatch. Customers are able to collect the goods or choose to be delivered where the Company arranges transportation. If the latter is chosen, the transportation costs are included in the price and not charged separately. The Company does not retain the risks of the products such as physical damage, returns in case the product is not sold by the customer and payment only after the customer sells the product. In case the performance obligation of delivery is not fulfilled, the Company intermediates the compensation of the customer via deduction of the fee of the supplier of the transportation. These costs are not absorbed by the Company, but directly deducted from the transporters. Hence, transfer of control of the goods remains at time of dispatch.

If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognised as a reduction of revenue as the sales are recognised. As the customers have a right to return goods under specific conditions agreed on contract, an estimation of probable returns is recognised as the sales are recognised, based on historic ratios, management information and the return clause included in the customer' contracts.

(n) Other Income

Income other than sale of goods is recognised as 'Other Income' when persuasive evidence exists that the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable and there is no continuing management involvement with the goods and the amount of revenue can be measured reliably.

(o) Finance income and finance costs

Finance income comprises interest income on funds invested, changes in the fair value of financial assets at fair value through profit or loss. Finance income is recognised as it accrues in profit or loss, using the effective interest method.

3 Material accounting policies (cont'd)

(o) Finance income and finance costs (cont'd)

Finance costs comprise interest expense on borrowings, unwinding of the discount on employee benefits and changes in the fair value of financial assets at fair value through profit or loss except finance costs that are directly attributable to the acquisition, construction or production of a qualifying asset which are capitalised as part of the related assets, are recognised in profit or loss using the effective interest method.

Net Loss on Foreign Exchange Transactions is disclosed separately than finance income and finance costs on the statement of Profit or Loss, due to materiality in line with IAS 8 (Accounting Policies, Changes in Accounting Estimates and Errors) and they do not relate to the borrowings of the company.

(p) Income and deferred tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are 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.

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

Deferred tax is recognised in profit or loss account except to the extent that it relates to a transaction that is recognised directly in equity. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilized. This assessment requires management to make judgments and estimates regarding the expected timing and amount of future taxable profits, taking into consideration historical performance, future business plans, and economic conditions. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

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 the following temporary differences:

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

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

Notes to the Consolidated and Separate Financial Statements

3 Material accounting policies (cont'd)

(q) Earnings per share (EPS)

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

(r) Segment reporting

An operating segment is a distinguishable component of the Group/Company that earns revenue and incurs expenditure from providing related products or services (business segment) or providing products or services within a particular economic environment (geographical segment), and which is subject to risks and returns that are different from those of other segments.

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

All operating segments' operating results are reviewed regularly by the Executive Committee, which is considered to be the chief operating decision maker for the Group/Company to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Where applicable, segment results that are reported include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. As the Company do not operate on different business segments, segmentation is not presented.

The Company has one segment report as none of the assets are generating individual cash flows, there is no separate market for outputs and all management decision is done as a whole, as well as allocation of resources.

(s) Loans and borrowings

Loans and borrowings are recognised initially at fair value, net of transaction costs incurred. Loans and borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Loans obtained at below market rate are treated as governments grants, if the Company has reasonable assurance that will comply to the conditions attached and grants will be received. These loans are recorded at fair value at inception and the benefits, if any, are included in deferred income.

Loans and borrowings, for which the Group/Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date, are classified as non-current liabilities.

(t) Statement of cash flows

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

Notes to the Consolidated and Separate Financial Statements

3 Material accounting policies (cont'd)

(u) Dividends

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

Dividends which remained unclaimed for a period exceeding twelve (12) years from the date of declaration and which are no longer actionable by shareholders in accordance with Section 432 of CAMA are written back to retained earnings.

(v) Cost of Goods Sold

The cost of goods sold (COGS) represents the direct expenses incurred to produce the goods sold by the company during a given period. This includes the cost of materials, labour, and other direct expenses associated with the production of the goods.

The company uses the weighted average cost method to calculate the cost of goods sold. Under this method, the cost of goods sold is determined by taking the weighted average of all the costs associated with the inventory items available for sale during the accounting period.

The direct expenses associated with the cost of goods sold will be recorded in the accounting period in which they are incurred. This includes the cost of raw materials, direct labour, and other direct expenses related to the production of the goods sold.

(w) Investment

Investments are initially recognized at fair value, which is the price that would be received to sell the investment in an orderly transaction between market participants. The transaction costs related to the acquisition of the investment are expensed.

Investments are subsequently measured at cost, unless there is objective evidence of impairment, in which case the carrying amount is reduced to its recoverable amount, and the impairment loss is recognised in profit and loss. Recoverable amount is the higher of an asset's fair value less costs to sell and its value in use.

Investments are assessed for impairment on a regular basis. If there is objective evidence of impairment, the carrying amount of the investment is reduced, and the impairment loss is recognized in profit or loss. The impairment loss is calculated as the difference between the carrying amount of the investment and its recoverable amount.

When an investment is disposed of, the difference between the carrying amount and the proceeds from disposal is recognized in profit or loss. Gains and losses on disposal are recognized in profit or loss."

(x) Assets held for sale

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held-for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal group is allocated first to goodwill, and then to the remaining assets and liabilities on a pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets and employee benefit assets which continue to be measured in accordance with the Group/Company's other accounting policies. Impairment losses on initial classification as held-for-sale or held-for-distribution and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated, and any equity-accounted investee is no longer equity accounted.

Notes to the Consolidated and Separate Financial Statements

4.a Determination of fair values

A number of the Group/Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. See note 31 (g) for basis of determination of fair value for financial assets and liabilities. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(i) Trade and other receivables

Trade receivables are short term in nature, sold on arms lengths terms and therefore fair value is determined to be the transaction price.

(ii) Share-based payment transactions

The fair value of the share-based payment plan is measured at the grant date taking into account the terms and conditions of the plan.

(iii) Non-derivative financial instruments

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

4.b. Fair value as a result of business combinations

(i) Property, plant and equipment

The fair value of property, plant and equipment recognised as a result of a business combination is based on the quoted market prices for similar items when available and depreciated replacement cost based on independent valuation when appropriate.

(ii) Intangible assets

The fair value of the distribution network acquired in a business combination is determined using the multi-period excess earnings method, whereby the subject asset is valued after deducting a fair return on all other assets that are part of creating the related cash flows.

The fair value of other intangible assets are based on the discounted cash flows expected to be derived from the use and eventual sale of the assets.

(iii) Inventories

The fair value of inventories acquired in a business combination is determined based on the estimated selling price in the ordinary course of business less the estimated costs of completion and sale, and a reasonable profit margin based on the effort required to complete and sell the inventories.

Notes to the Consolidated and Separate Financial Statements

5 New and amended IFRS Accounting Standards

a New and amended IFRS Accounting Standards that are effective for the current year

Amendments to IAS 7: Statement of Cash Flows and IFRS 7: Financial Instruments Disclosures—Supplier Finance Arrangements
The Group has adopted the amendments to IAS 7 and IFRS 7 titled Supplier Finance Arrangements for the first time in the current financial year. These amendments introduce a disclosure objective in IAS 7, requiring entities to provide information that enables users of financial statements to evaluate the effects of supplier finance arrangements on the entity's liabilities and cash flows. Furthermore, IFRS 7 has been updated to include supplier finance arrangements within the requirements to disclose information about exposure to concentration of liquidity risk.

To facilitate the transition, the amendments allow entities not to disclose:

- Comparative information for reporting periods before the beginning of the annual period in which the amendments are first applied.
- Specific disclosures required by IAS 7:44H(b)(ii)–(iii) as of the beginning of the annual period of first-time application.

Adoption of these amendments has not had a material impact on the Group's disclosures or reported amounts."

Amendments to IAS 1: Classification of Liabilities as Current or Non-current
The Group has adopted the amendments to IAS 1 published in January 2020, which provide clarity on the classification of liabilities as current or non-current. The amendments emphasize that:

- Classification is based on rights existing at the reporting date, unaffected by expectations about whether the entity will exercise such rights.
- Compliance with covenants as of the reporting date determines classification, irrespective of subsequent compliance assessments.
- A new definition of ""settlement"" confirms it refers to transferring cash, equity instruments, other assets, or services.

These amendments affect presentation but do not alter the recognition or measurement of liabilities."

Amendments to IAS 1: Non-current Liabilities with Covenants
Effective from this financial year, these amendments clarify that only covenants required to be complied with at or before the reporting date affect the classification of liabilities as current or non-current. For covenants due after the reporting date, disclosures are required regarding the nature of the covenants, timing of compliance, and associated risks.

Amendments to IFRS 16: Leases—Lease Liability in a Sale and Leaseback
The Group has applied the amendments to IFRS 16 for the first time, which introduce guidance on subsequent measurement of lease liabilities arising from sale and leaseback transactions. These amendments ensure that the seller-lessee does not recognize gains or losses relating to the retained right-of-use asset solely due to remeasurement of the lease liability. Application of these amendments is retrospective for sale and leaseback transactions entered into after the initial application of IFRS 16.

No new standards or amendments to existing standards, effective in 2024, had a significant impact on the Company's financial statements.

5 New and amended IFRS Accounting Standards (cont'd)

b New and revised IFRS Accounting Standards in issue but not yet effective

The following standards and amendments have been issued but are not yet effective for the current reporting period:

Amendments to IAS 21: Lack of Exchangeability
These amendments provide guidance on assessing currency exchangeability and estimating spot exchange rates when a currency is not exchangeable. They are effective for annual reporting periods beginning on or after 1 January 2025.

IFRS 18: Presentation and Disclosures in Financial Statements
IFRS 18 introduces new requirements for presenting defined categories and subtotals in the statement of profit or loss, disclosures for management-defined performance measures, and improvements to aggregation and disaggregation. This standard is effective from 1 January 2027.

IFRS 19: Subsidiaries without Public Accountability—Disclosures
These standard permits eligible subsidiaries to apply reduced disclosures when complying with IFRS Accounting Standards, effective from 1 January 2027.

The directors do not anticipate a material impact on the Group's financial statements from the adoption of these standards.

Notes to the Consolidated and Separate Financial Statements

		Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
6	**Revenue**				
	Nigeria	1,083,354,822	1,073,800,350	599,307,563	599,173,293
	Export	1,081,176	1,081,176	335,468	335,468
	Revenue	**1,084,435,998**	**1,074,881,526**	**599,643,031**	**599,508,761**

Customers are able to collect the goods or choose to be delivered where the Company arranges transportation. If the latter is chosen, the transportation costs are included in the price and not charged separately, and they are presented here as part of the Revenue. The costs incurred on Transportation of goods to customers is disclosed on the note 9(c). For more details on performance obligation, transfer of control and revenue recognition, please refer to Note 3 (m).

6.1 Operating Segment

a General Overview

Refer to the accounting policy on note 3('r)

b Operating performance

Nigeria is the Group/Company's primary geographical segment as over 99% of the Group/Company's sales are made in Nigeria. Additionally, all of the Group/Company's sales comprise of brewed/distilled products with similar risks and returns. Accordingly, no further business or geographical segment information is reported.

c Information about major customers

No single customer either within or outside Nigeria contributed up to 10% of the revenue for the year. Therefore, information on major customers is not presented.

		Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
7.	**Other income**				
	Sale of scrap	2,356,470	2,356,470	1,970,205	1,970,205
	Management services	265,676	265,676	223,485	223,485
	Gain on disposal of property, plant and equipment	1,296,306	1,296,306	117,157	117,044
	Gain on sale of subsidiaries/JVs/Associates (Note 9f)	-	-	329,547	329,547
	Income from insurance claims	110,487	110,487	317,116	317,116
		4,028,939	**4,028,939**	**2,957,510**	**2,957,397**

8 Finance income and finance costs

(a) Finance income represents interest income earned on bank deposits.

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Interest income on bank deposits	4,242,160	4,242,160	513,239	513,239

(b) Finance cost represents charges during the year as shown below.

Interest expense on loans and borrowings	98,011,876	97,736,177	35,064,664	35,064,664
Unwinding of discount on employee benefits	1,449,142	1,449,142	1,301,639	1,301,639
Interest expense on lease liabilities	1,001	1,001	2,013	2,013
Finance cost	**99,462,019**	**99,186,320**	**36,368,316**	**36,368,316**

Notes to the Consolidated and Separate Financial Statements

8 Finance income and finance costs (cont'd)

(c) Interest expense in the statement of cash flows

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Finance cost per income statement	**99,462,019**	**99,186,320**	**36,368,316**	**36,368,316**
Unwinding of discount on employee benefits	(1,449,142)	(1,449,142)	(1,301,639)	(1,301,639)
Interest expense on Lease Liabilities	(1,001)	(1,001)	(2,013)	(2,013)
Interest accrual	(4,489,944)	(4,489,944)	(16,287,127)	(16,287,127)
Interest paid per statement of cash flows	**93,521,932**	**93,246,233**	**18,777,537**	**18,777,537**

9 Loss before taxation

(a) Loss before taxation is stated after charging/(crediting):

	Notes	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Depreciation of property, plant and equipment	13	51,895,216	51,375,711	45,034,894	44,638,629
Depreciation of right-of-use asset	14	1,619,547	1,619,547	1,357,457	1,257,493
Amortisation of intangible assets	15	1,808,676	1,786,455	1,639,085	1,639,085
Auditors' remuneration*		149,930	148,430	118,875	113,500
Personnel expenses	10	68,420,973	68,043,844	55,495,825	55,372,648
Directors' remuneration	9(b)	1,938,400	1,938,400	947,449	947,449
Gain on disposal of property, plant and equipment		(1,296,306)	(1,296,306)	(117,157)	(117,044)
Royalty and technical assistance fees	9(c)	21,796,356	21,759,179	12,948,390	12,948,390

* Apart from the statutory fee, Deloitte received ₦95 million (2023: ₦95 million) for the audit of group reporting. In 2023, ₦25.6 million for Business consultation on the acquisition of Distell wine and spirit Nigeria limited.

(b) Remuneration, excluding certain benefits of Directors of the Company, who discharged their duties mainly in Nigeria, is as follows:

	Company 2024 ₦'000	Company 2023 ₦'000
Fees:		
Chairman (Non-Executive)	6,500	6,500
Other Non-Executive Directors	33,600	39,600
	40,100	46,100
Other emoluments:		
Chairman (Non-executive)	17,760	14,100
Other Non-executives Directors	95,612	99,116
	113,372	113,216
Remuneration as Executive Directors	1,779,528	788,133
	1,933,000	**947,449**

The emolument (excluding pension contributions and certain benefits) of the highest paid director was ₦1,144,082,845.09 (2023: ₦486,019,342.32).

Other allowances, reimbursable expenses/payments for the Non-Executive Directors were: ₦14 million in 2024 (2023: ₦37.1 million).

The number of other Directors (excluding the Chairman and highest paid Director) who received emoluments excluding pension were within the following ranges:

	Group 2024 Number	Company 2024 Number	Group 2023 Number	Company 2023 Number
₦4,000,001 - ₦30,000,000	7	7	7	7
₦30,000,001 and above	3	3	3	3
	10	**10**	**10**	**10**

Notes to the Consolidated and Separate Financial Statements

9 Loss before taxation (cont'd)

(c) Analysis of expenses by nature

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Raw materials and consumables	615,537,730	609,028,019	286,061,312	286,061,312
Advertising and sales promotion	76,313,271	76,290,685	51,324,455	51,324,455
Depreciation of property, plant and equipment*	51,895,216	51,375,711	45,034,894	44,638,629
Depreciation of right-of-use asset	1,619,547	1,619,547	1,357,457	1,257,493
Amortisation of intangible assets	1,808,676	1,786,455	1,639,085	1,639,085
Employee benefits (see note 10)	68,420,973	68,043,844	55,495,825	55,372,648
Transportation	102,221,149	102,064,333	64,947,086	64,947,086
Repairs and maintenance	46,713,639	46,643,034	19,518,908	19,518,908
Royalty and technical service fees	21,796,356	21,759,179	12,948,390	12,948,390
Variable lease expenses	521,318	521,318	522,450	522,450
Release of expected credit loss on financial assets	4,053,590	3,611,801	469,923	469,923
Others*	27,666,489	27,763,438	19,317,345	19,267,099
Total cost of sales, marketing & distribution and administration expenses	**1,018,567,954**	**1,010,507,364**	**558,637,130**	**557,967,478**
Cost of sales	764,520,390	757,330,373	387,032,572	387,032,454
Selling and distribution expenses**	203,238,705	203,216,119	142,492,958	142,492,958
Administrative expenses	46,755,269	46,349,071	28,641,677	27,972,143
Net release of expected credit loss on financial assets	4,053,590	3,611,801	469,923	469,923
Total cost of sales, marketing & distribution and administration expenses	**1,018,567,954**	**1,010,507,364**	**558,637,130**	**557,967,478**

* Others includes a number of expenses by nature like third party contractors, utilities (water, electricity, telecom, etc), consultants, office expenses, donation amongst others.

**Included in Selling and Distribution is transportation with a balance of ₦102b (2023: ₦65b) which represents payment to transporters for delivery of products.

(d) Depreciation in statement of cash flows

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Depreciation of property, plant and equipment	51,895,216	51,375,711	45,034,894	44,638,629
Depreciation of right-of-use asset	1,619,547	1,619,547	1,357,457	1,257,493
Depreciation per statement of cash flows	**53,514,763**	**52,995,258**	**46,392,351**	**45,896,122**

(f) Disposal of subsidiaries & net of cash acquire

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Proceed from Disposal of subsidiaries	-	-	1,009,172	1,009,172
Investments	-	-	(679,625)	(679,625)
Gain on sale of subsidiaries / JVs / Associates	-	-	329,547	329,547
Other non cash from disposal of subsidiary				
non-controlling interest (NCI)	-	-	(113,437)	-
Previous Profit Recognized in Equity	-	-	(267,099)	-
Disposal of subsidiaries & net of cash acquire	-	-	(380,536)	-

Notes to the Consolidated and Separate Financial Statements

10. Personnel expenses

(a) **Staff costs including the provision for gratuity liabilities and other long term employee benefits:**

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Salaries, wages and allowance	52,022,282	51,645,153	42,375,546	42,252,369
Pension and gratuity	5,610,346	5,610,346	5,973,779	5,973,779
Expenses/(release) related to defined benefit plans	196,657	196,657	101,559	101,559
Training, recruitment and canteen expenses	3,066,447	3,066,447	2,006,159	2,006,159
Share based payments expense/(release)	419,477	419,477	520,158	520,158
Medical expenses	1,411,066	1,411,066	1,040,697	1,040,697
Other personnel expenses*	5,694,698	5,694,698	3,477,927	3,477,927
	68,420,973	**68,043,844**	**55,495,825**	**55,372,648**

(b) **The number of persons employed as at 31st December are:**

	Group/ Company 2024 Number	Group/ Company 2023 Number
Production	1,191	1,228
Distribution	198	220
Commercial	497	531
General administration	310	326
	2,196	**2,305**

(c) Number of employees of the Company as at 31st December, whose duties were wholly or mainly discharged in Nigeria, received annual remuneration (excluding pension contributions and certain benefits) in the following ranges:

	Group/ Company 2024 Number	Group/ Company 2023 Number
N500,000 and below	69	-
N500,001 - N600,000	15	1
N600,001 - N700,000	-	-
N700,001 - N800,000	1	2
N800,001 - N900,000	-	12
N900,001 - N1,000,000	1	-
N1,000,001 - N1,100,000	1	-
N1100,001 - N1,200,000	-	-
N1,200,001 - N1,300,000	-	-
N1,300,001 - N1,400,000	-	-
N1,400,001 - N1,500,000	1	-
N1,500,001 - N1,600,000	2	-
N1,600,001 - N1,700,000	-	-
N1,700,001 - N1,800,000	1	-
N1,800,001 - N1,900,000	6	-
N1,900,001 - N2,000,000	3	-
N2,000,001 - N2,250,000	9	-
N2,250,001 - N2,500,000	25	2
N2,500,001 - N2,750,000	36	2
N2,750,001 - N3,000,000	89	-
N3,000,001 - N3,500,000	46	28
N3,500,001 - N4,000,000	210	14
N4,000,001 - N5,000,000	508	164
N5,000,001 - N6,000,000	396	189
N6,000,001 - N8,000,000	277	584
N8,000,001 - N10,000,000	174	513
N10,000,001 - N15,000,000	177	360
N15,000,001 - N20,000,000	59	196
N20,000,001 - N30,000,000	51	147
N30,000,001 and above	12	91
	2,169	**2,305**

Notes to the Consolidated and Separate Financial Statements

11. Taxation

(a) Income tax expense

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

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Minimum Tax	6,026,910	6,002,499	3,036,127	3,033,061
	6,026,910	**6,002,499**	**3,036,127**	**3,033,061**
Deferred tax income				
Origination and reversal of temporary differences (Note 29)	(44,060,874)	(44,083,300)	(41,952,841)	(41,952,841)
	(38,033,964)	**(38,080,801)**	**(38,916,714)**	**(38,919,780)**

(b) **Reconciliation of effective tax rate**

	%	Group 2024 ₦'000	%	Company 2024 ₦'000	%	Group 2023 ₦'000	%	Company 2023 ₦'000
(Loss)/Profit before income tax		**(182,917,458)**		**(182,419,250)**		**(145,224,271)**		**(144,689,002)**
Income tax using the statutory tax rate	32.9	(60,151,516)	33.0	(60,151,516)	32.9	(47,744,305)	33.0	(47,744,305)
Minimum Tax	(3.3)	6,026,910	(3.3)	6,002,499	(2.1)	3,036,127	(2.1)	3,033,061
Effect of tax incentives and exempted income	0.2	(414,816)	0.2	(414,816)	0.0	(37,355)	0.0	(37,355)
Non-deductible expenses	(1.3)	2,311,297	(1.3)	2,311,297	(2.9)	4,270,362	(3.0)	4,270,362
Other items*	(7.8)	14,194,161	(7.8)	14,171,735	(1.1)	1,558,457	(1.1)	1,558,457
	20.8	**(38,033,964)**	**20.9**	**(38,080,801)**	**26.8**	**(38,916,714)**	**26.9**	**(38,919,780)**

*Other items relate mainly to additional deferred tax asset on Returnable Packaging Material (RPM) and Police Trust Fund Tax.

(c) Movement in current tax liability

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Balance at 1st January	6,716,463	6,713,397	13,002,683	13,002,683
Payments during the year	(3,033,062)	(3,033,062)	(9,322,347)	(9,322,347)
Acquired through Acquisition	694,786	-	-	-
Liabilities directly associated with assets classified as held for sale	(3,067)	-	-	-
Charge for the year	6,026,910	6,002,499	3,036,127	3,033,061
Balance at 31st December	**10,402,030**	**9,682,834**	**6,716,463**	**6,713,397**

Notes to the Consolidated and Separate Financial Statements

12 Earnings per share

(a) Basic loss per share

Basic (loss)/earnings per share of (1,203) kobo (2023: (1,275 kobo), for Group is (1,208) kobo (2023: (1,280) kobo) is based on the (loss)/profit attributable to ordinary shareholders of ₦(144,338,449,000 (2023: ₦105,769,222,000), for Group is ₦(144,996,248,000 (2023: ₦106,307,557,000), and on the 12,001,706,923 ordinary shares of 50 kobo each, being the weighted average number of ordinary shares in issue (2023: 8,298,839,837):

	Group 2024	Company 2024	Group 2023	Company 2023
Weighted average number of ordinary shares				
Issued ordinary shares at 1st January	8,298,839,837	8,298,839,837	8,298,839,837	8,298,839,837
Right issues*	3,702,867,086	3,702,867,086	-	-
Weighted average number of ordinary shares at 31st December	**12,001,706,923**	**12,001,706,923**	**8,298,839,837**	**8,298,839,837**

*On 11th December 2024, the Company issued 20,706,894,542 ordinary shares to shareholders as right issue at the price of ₦26.5 per share.

(b) Diluted earnings per share

Diluted earnings per share (1,203) kobo (2023: (1,275 kobo), for Group is (1,208) kobo (2023: (1,280) kobo) is based on the (loss)/profit attributable to ordinary shareholders of ₦(144,338,449,000 (2023: ₦105,769,222,000), for Group is ₦(144,996,248,000 (2023: ₦106,307,557,000), and on the 12,001,706,923 ordinary shares of 50 kobo each, being the weighted average number of ordinary shares in issue (2023: 8,298,839,837 after adjustment for the effects of all dilutive potential ordinary shares:

	Group 2024	Company 2024	Group 2023	Company 2023
Weighted average number of ordinary shares				
Issued ordinary shares at 1st January	8,298,839,837	8,298,839,837	8,298,839,837	8,298,839,837
Right issues	3,702,867,086	3,702,867,086	-	-
Weighted average number of ordinary shares at 31st December	**12,001,706,923**	**12,001,706,923**	**8,298,839,837**	**8,298,839,837**

(c) Dividend declared per share

There was no dividend declared in 2024 and 2023.

Notes to the Consolidated and Separate Financial Statements
13 Property, plant and equipment

(a) **The movement on these accounts during the year 2024 and 2023 was as follows:**
Group

	Freehold Land ₦'000	Buildings ₦'000	Plant and Machinery ₦'000	Motor Vehicles ₦'000	Furniture and Equipment ₦'000	Returning Packaging materials ₦'000	Capital Work-in-Progress ₦'000	Total ₦'000
Cost								
Balance at								
1st January 2023	**1,550,076**	**79,244,987**	**221,256,729**	**30,670,313**	**50,417,551**	**182,122,168**	**116,461,208**	**681,723,032**
Additions	439,503	1,016,772	16,374,537	759,895	4,452,296	25,603,201	78,891,840	127,538,044
Disposals	-	(59,621)	(2,833,590)	(1,894,161)	(318,262)	-	-	(5,105,634)
Transfers from capital work-in-progress*	-	1,457,011	51,598,423	483,717	4,943,440	2,019,976	(60,502,567)	-
Balance at 31st December 2023	**1,989,579**	**81,659,149**	**286,396,099**	**30,019,764**	**59,495,025**	**209,745,345**	**134,850,481**	**804,155,442**
1st January 2024	1,989,579	81,659,149	286,396,099	30,019,764	59,495,025	209,745,345	134,850,481	804,155,442
Acquired through Acquisition	-	166,444	5,194,018	907,851	322,541	28,340	1,207,967	7,827,161
Additions	-	2,191,086	13,206,555	7,067,147	10,586,710	39,481,259	67,101,791	139,634,548
Disposals	-	(97,456)	(266,035)	(1,306,699)	(287,124)	-	-	(1,957,314)
Transferred to Asset held for sale	-	(578,645)	(277,734)	(260,296)	(681,463)	-	-	(1,798,138)
Transfers from capital work-in-progress*	-	12,936,980	59,465,745	2,378,217	3,352,445	2,378,016	(80,511,403)	-
Balance at 31st December 2024	**1,989,579**	**96,277,558**	**363,718,648**	**38,805,984**	**72,788,134**	**251,632,960**	**122,648,836**	**947,861,699**
Accumulated Depreciation and impairment								
Balance at 1st January 2023	**-**	**33,472,703**	**126,795,324**	**20,302,316**	**28,685,789**	**113,499,196**	**-**	**322,755,328**
Depreciation for the year	-	2,988,057	13,173,122	3,817,036	7,652,116	17,404,563	-	45,034,894
Disposals	-	(59,621)	(2,833,588)	(1,859,472)	(315,574)	-	-	(5,068,255)
Balance at 31st December 2023	**-**	**36,401,139**	**137,134,858**	**22,259,880**	**36,022,331**	**130,903,759**	**-**	**362,721,967**
Balance at 1st January 2024	-	36,401,139	137,134,858	22,259,880	36,022,331	130,903,759	-	362,721,967
Acquired through Acquisition	-	96,955	662,573	252,728	113,318	25,744	-	1,151,318
Depreciation for the year	-	3,412,354	15,925,340	3,919,983	8,844,081	19,793,458	-	51,895,216
Disposals	-	(97,456)	(266,034)	(1,295,846)	(287,119)	-	-	(1,946,455)
Transferred to Asset held for sale	-	(432,328)	(203,850)	(191,848)	(402,863)	-	-	(1,230,889)
Balance at 31st December 2024	**-**	**39,380,664**	**153,252,887**	**24,944,897**	**44,289,748**	**150,722,961**	**-**	**412,591,157**
Carrying amount								
At 31st December 2024	**1,989,579**	**56,896,894**	**210,465,761**	**13,861,087**	**28,498,386**	**100,909,999**	**122,648,836**	**535,270,542**
At 31st December 2023	**1,989,579**	**45,258,010**	**149,261,241**	**7,759,884**	**23,472,694**	**78,841,586**	**134,850,481**	**441,433,475**

Notes to the Consolidated and Separate Financial Statements

13 Property, plant and equipment (cont'd)

(b) The movement on these accounts during the year 2024 and 2023 was as follows:

Company

	Freehold Land ₦'000	Buildings ₦'000	Plant and Machinery ₦'000	Motor Vehicles ₦'000	Furniture and Equipment ₦'000	Returning Packaging materials ₦'000	Capital Work-in-Progress ₦'000	Total ₦'000
Cost								
Balance at								
1st January 2023	1,550,076	78,666,342	220,978,995	30,410,017	49,772,758	182,122,168	116,421,851	679,922,207
Additions	439,503	1,016,772	16,374,537	759,895	4,452,296	25,603,201	78,891,840	127,538,044
Disposals	-	(59,621)	(2,833,590)	(1,894,161)	(315,574)	-	-	(5,102,946)
Transfers from capital work-in-progress*	-	1,457,011	51,598,423	483,717	4,915,373	2,019,976	(60,474,500)	-
Balance at 31st December 2023	**1,989,579**	**81,080,504**	**286,118,365**	**29,759,468**	**58,824,853**	**209,745,345**	**134,839,191**	**802,357,305**
1st January 2024	1,989,579	81,080,504	286,118,365	29,759,468	58,824,853	209,745,345	134,839,191	802,357,305
Additions	-	2,190,139	12,526,655	6,933,747	10,581,041	39,481,259	65,898,501	137,611,342
Disposals	-	(13,889)	(266,035)	(1,306,699)	(261,879)	-	-	(1,848,502)
Transfers from capital work-in-progress*	-	12,936,980	59,465,745	2,378,217	3,341,156	2,378,016	(80,500,114)	-
Balance at 31st December 2024	**1,989,579**	**96,193,734**	**357,844,730**	**37,764,733**	**72,485,171**	**251,604,620**	**120,237,578**	**938,120,145**
Accumulated Depreciation and impairment								
1st January 2023	-	33,218,402	126,648,213	20,175,542	28,457,891	113,499,196	-	321,999,244
Depreciation for the year	-	2,828,995	13,127,714	3,764,977	7,512,380	17,404,563	-	44,638,629
Disposals	-	(59,621)	(2,833,588)	(1,859,472)	(315,574)	-	-	(5,068,255)
Balance at 31st December 2023	**-**	**35,987,776**	**136,942,339**	**22,081,047**	**35,654,697**	**130,903,759**	**-**	**361,569,618**
1st January 2024	-	35,987,776	136,942,339	22,081,047	35,654,697	130,903,759	-	361,569,618
Depreciation for the year	-	3,392,446	15,602,851	3,811,317	8,776,291	19,792,806	-	51,375,711
Disposals	-	(13,889)	(266,034)	(1,295,846)	(261,874)	-	-	(1,837,643)
Balance at 31st December 2024	**-**	**39,366,333**	**152,279,156**	**24,596,518**	**44,169,114**	**150,696,565**	**-**	**411,107,686**
Carrying amount								
At 31st December 2024	**1,989,579**	**56,827,401**	**205,565,574**	**13,168,215**	**28,316,057**	**100,908,055**	**120,237,578**	**527,012,459**
At 31st December 2023	**1,989,579**	**45,092,728**	**149,176,026**	**7,678,421**	**23,170,156**	**78,841,586**	**134,839,191**	**440,787,687**

Notes to the Consolidated and Separate Financial Statements

13 Property, plant and equipment (cont'd)

(c) Capital Work-in-Progress

Closing balance of Capital Work-in-Progress is analysed as follows:

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Plant and Machinery	99,294,759	96,883,501	114,400,699	114,400,699
Buildings	8,284,525	8,284,525	12,247,203	12,247,203
Others	15,069,552	15,069,552	8,191,289	8,191,289
	122,648,836	**120,237,578**	**134,839,191**	**134,839,191**

(d) Capital commitments

Capital expenditure commitments at the year-end authorised by the Board of Directors comprise:

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Approved and contracted	23,379,692	23,379,692	25,689,312	25,689,312
Approved but not contracted	44,826,754	44,826,754	50,198,111	50,198,111
	68,206,446	**68,206,446**	**75,887,423**	**75,887,423**

(e) Additions in statement of cash flows

Additions per note 14 a – c	139,634,548	137,611,342	127,538,044	127,538,044
property plant and equipment in transit*	(2,062,809)	(2,062,809)	(28,796,052)	(28,796,052)
Acquisition of property plant and equipment per statement of cash flows	**137,571,739**	**135,548,533**	**98,741,992**	**98,741,992**

*Property plant and equipment in transit relates to purchase which the Company has control but not yet available for use. These are mainly related to FOB purchases in which the goods have already being shipped, control has been transferred to the Company, but are still in transit, which would be funded through working capital.

The company has not pledged any of its asset for borrowing.

Notes to the Consolidated and Separate Financial Statements

14. Leases

(a) Right-of-use assets
Group

	Leasehold Land ₦'000	Buildings ₦'000	Plant and Machinery ₦'000	Total ₦'000
Cost				
Balance at				
1st January 2023	8,807,623	3,040,845	99,996	11,948,464
Additions	92,315	308,694	-	401,009
Derecognition	(22,500)	(865,862)	-	(888,362)
Balance at 31st December 2023	**8,877,438**	**2,483,677**	**99,996**	**11,461,111**
1st January 2024	**8,877,438**	**2,483,677**	**99,996**	**11,461,111**
Additions	-	1,687,125	-	1,687,125
Transferred to Asset held for sale	(27,121)	(239,187)	-	(266,308)
Derecognition	(27,000)	(903,075)	(21,837)	(951,912)
Balance at 31st December 2024	**8,823,317**	**3,028,540**	**78,159**	**11,930,016**
Accumulated Depreciation and impairment				
Balance at 1st January 2023	690,966	1,289,455	66,264	2,046,685
Depreciation for the year	254,499	1,087,472	15,486	1,357,457
Derecognition	(22,500)	(865,862)	-	(888,362)
Balance at 31st December 2023	**922,965**	**1,511,065**	**81,750**	**2,515,780**
1st January 2024	**922,965**	**1,511,065**	**81,750**	**2,515,780**
Depreciation for the year	209,292	1,396,054	14,201	1,619,547
Transferred to Asset held for sale	(27,121)	(222,118)	-	(249,239)
Derecognition	(27,000)	(903,075)	(21,837)	(951,912)
Balance at 31st December 2024	**1,078,136**	**1,781,926**	**74,114**	**2,934,176**
Carrying amount				
At 31st December 2024	**7,745,181**	**1,246,614**	**4,045**	**8,995,840**
At 31st December 2023	**7,954,473**	**972,612**	**18,246**	**8,945,331**

Notes to the Consolidated and Separate Financial Statements

14. Leases (cont'd)

Company	**Leasehold Land ₦'000**	**Buildings ₦'000**	**Plant and Machinery ₦'000**	**Total ₦'000**
Gross Book Value				
Balance at				
1st January 2023	8,780,502	2,845,568	99,996	11,726,066
Additions	92,315	266,016	-	358,331
Derecognition	(22,500)	(865,862)	-	(888,362)
Balance at 31st December 2023	**8,850,317**	**2,245,722**	**99,996**	**11,196,035**
1st January 2024	**8,850,317**	**2,245,722**	**99,996**	**11,196,035**
Additions	-	1,685,893	-	1,685,893
Derecognition*	(27,000)	(903,075)	(21,837)	(951,912)
Balance at 31st December 2024	**8,823,317**	**3,028,540**	**78,159**	**11,930,016**
Accumulated Depreciation and impairment				
Balance at 1st January 2023	663,845	1,167,301	66,264	1,897,410
Depreciation for the year	254,499	987,508	15,486	1,257,493
Derecognition	(22,500)	(865,862)	-	(888,362)
Balance at 1st January 2023	**895,844**	**1,288,947**	**81,750**	**2,266,541**
1st January 2024	**895,844**	**1,288,947**	**81,750**	**2,266,541**
Depreciation for the year	209,292	1,396,054	14,201	1,619,547
Derecognition	(27,000)	(903,075)	(21,837)	(951,912)
Balance at 31st December 2024	**1,078,136**	**1,781,926**	**74,114**	**2,934,176**
Carrying amount				
At 31st December 2024	**7,745,181**	**1,246,614**	**4,045**	**8,995,840**
At 31st December 2023	**7,954,473**	**956,775**	**18,246**	**8,929,494**

(b) Additions in statement of cash flows

	Group 2024 ₦'000	**Company 2024 ₦'000**	**Group 2023 ₦'000**	**Company 2023 ₦'000**
Additions per note 14 a	1,687,125	1,685,893	401,009	358,331
Acquisition of right-of-use asset per statement of cash flows	**1,687,125**	**1,685,893**	**401,009**	**358,331**

(c) Lease liabilities

Movement in lease liabilities:	**2024 ₦'000**	**2023 ₦'000**
Balance at 1st January	31,245	31,935
Repayment	(39,803)	(16,480)
Interest	1,001	2,013
FX impact on Lease	10,369	13,777
31st December	2,812	31,245
Presented as:		
Non-current	-	1,684
Current	2,812	29,561
31st December	**2,812**	**31,245**

On repayment of lease liabilities, it includes the full contractual amount paid to the suppliers, which includes both principal and interest, as disclosed on the statement of cash flows.

Notes to the Consolidated and Separate Financial Statements

15. Intangible assets and goodwill

(a) The movement on these accounts during the year 2024 and 2023 was as follows:

Group	**Goodwill ₦'000**	**Software ₦'000**	**Distribution Network ₦'000**	**Contract based ₦'000**	**Total ₦'000**
Cost					
Balance at 1st January 2023	**84,722,719**	**4,824,324**	**17,381,436**	-	106,928,479
Additions	-	127,942	-	-	127,942
Balance at 31st December 2023	**84,722,719**	**4,952,266**	**17,381,436**	**-**	**107,056,421**
Acquired through Acquisition	6,273,002	17,905	519,385	-	6,810,292
Additions	-	919,516	-	2,021,694	2,941,210
Disposals	-	(6,093)	-	-	(6,093)
Balance at 31st December 2024	**90,995,721**	**5,883,594**	**17,900,821**	**2,021,694**	**116,801,830**
Accumulated amortisation					
Balance at 1st January 2023	-	3,308,148	10,195,229	-	13,503,377
Amortisation for the year	-	480,305	1,158,780	-	1,639,085
Balance at 31st December 2023	-	3,788,453	11,354,009	-	15,142,462
Acquired through Acquisition	-	17,905	-	-	17,905
Amortisation for the year	-	514,651	1,176,093	117,932	1,808,676
Disposal	-	(11,001)	-	-	(11,001)
Balance at 31st December 2024	**-**	**4,310,008**	**12,530,102**	**117,932**	**16,958,042**
Carrying amount					
At 31st December 2024	**90,995,721**	**1,573,586**	**5,370,719**	**1,903,762**	**99,843,788**
At 31st December 2023	**84,722,719**	**1,163,813**	**6,027,427**	**-**	**91,913,959**

Company	**Goodwill ₦'000**	**Software ₦'000**	**Distribution Network ₦'000**	**Contract based ₦'000**	**Total ₦'000**
Cost					
Balance at 1st January 2023	**84,722,719**	**4,824,324**	**17,381,436**	-	106,928,479
Additions	-	127,942	-	-	127,942
Balance at 31st December 2023	**84,722,719**	**4,952,266**	**17,381,436**	**-**	**107,056,421**
Additions	-	919,516	-	2,021,694	2,941,210
Balance at 31st December 2024	**84,722,719**	**5,871,782**	**17,381,436**	**2,021,694**	**109,997,631**
Accumulated amortisation					
Balance at 1st January 2023	-	3,308,148	10,195,229	-	13,503,377
Amortisation for the year	-	480,305	1,158,780	-	1,639,085
Balance at 31st December 2023	-	3,788,453	11,354,009	-	15,142,462
Amortisation for the year	-	509,743	1,158,780	117,932	1,786,455
Balance at 31st December 2024	**-**	**4,298,196**	**12,512,789**	**117,932**	**16,928,917**
Carrying amount					
At 31st December 2024	**84,722,719**	**1,573,586**	**4,868,647**	**1,903,762**	**93,068,714**
At 31st December 2023	**84,722,719**	**1,163,813**	**6,027,427**	**-**	**91,913,959**

Notes to the Consolidated and Separate Financial Statements

15. Intangible assets and goodwill (cont'd)

(b) The amortisation charge of all intangible assets is included in administrative expenses in the statement of profit or loss.

(c) Effective 1st June 2024, Nigerian Breweries Plc completed the acquisition of 80% equity shares in Distell Wine and Spirit Nigeria Limited, along with 100% of the import licenses for Distell products. The goodwill arising from this transaction reflects the anticipated synergies from enhanced economies of scale, an expanded and diversified brand portfolio, access to new markets, and improved operational and administrative efficiencies.

Additionally, the amount paid for the import license has been recognized as a contract-based intangible asset, recorded at cost, and is amortized over the duration of the contract validity.

Effective 31st December 2014, Nigerian Breweries Plc acquired all the shares of Consolidated Breweries Plc through an effected Scheme of Merger. The goodwill arising from this transaction represents synergies that can be derived from increased economies of scale, deepened brand portfolio, access to new markets and enhanced operating and administrative efficiencies.

Effective 17th October 2011, Nigerian Breweries Plc acquired Sona Systems Associates Business Management Limited and Life Breweries Company Limited from Heineken International B.V.. The goodwill arises from numerous synergies that can be harnessed from the breweries acquired to maximise value for the Company's shareholders and other stakeholders.

The recoverable amount of an asset or cash-generating unit 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.

To determine fair value the Company adopts level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit, or CGU"). The Company has one CGU as the assets are not generating independent cash flows and there is no separate market for the output.

For the purposes of goodwill impairment testing, goodwill acquired in a business combination is allocated to the CGU, or the group of CGUs, that is expected to benefit from the synergies of the combination. This allocation is subject to an operating segment ceiling test and reflects the lowest level at which that goodwill is monitored for internal reporting purposes

The useful life of Goodwill at the reporting date is assessed to be indefinite with no impairment losses.

16 Investments

	Group 2024 ₦'000	**Company 2024 ₦'000**	**Group 2023 ₦'000**	**Company 2023 ₦'000**
Progress Trust (CPFA)	150,000	150,000	150,000	150,000
234 Stores Limited	-	-	-	100,000
Distell Wine and spirit Nigeria limited	-	4,084,986	-	-
Investments	**150,000**	**4,234,986**	**150,000**	**250,000**

Notes to the Consolidated and Separate Financial Statements

16 Investments (cont'd)

(a) Progress Trust (CPFA)

Investment of ₦150 million represents the cost of the Group/Company's 100% equity investment in Progress Trust (CPFA) Limited, incorporated in Nigeria. Progress Trust (CPFA) Limited is an unconsolidated structured entity licensed by the National Pension Commission to conduct the business of a closed pension fund administrator and manages the pension and gratuity funds of employees and former employees of Nigerian Breweries. The activities of Progress Trust (CPFA) Limited are regulated by the National Pension Commission (Pencom) rather than by voting rights and the funds are managed in accordance with the Pencom guidelines. The benefits arising from the activities of Progress Trust (CPFA) Limited accrue principally to members of the pension and gratuity schemes and the Group/Company has no exposure to variable returns arising from its involvement.

The Group/Company's residual interest in Progress Trust (CPFA) Limited is immaterial. The funds and assets of both the pension and defined contribution gratuity scheme are held by an Independent Licensed Pension Fund Custodian in line with the Pension Reform Act, 2014. As a result of the above, Progress Trust (CPFA) Limited has not been consolidated."

The Company supports the sourcing of resources to Progress Trust (CPFA) Limited at cost and intends to continue to provide support into the future.

(b) 234 Stores Limited

234 Stores Limited is a subsidiary of the Company established to explore opportunities in the route-to-market. Its financial position has been consolidated in these financial statements.

(c) Distell Wine and spirit Nigeria limited

On the 1st of June 2024, Nigerian Breweries acquired 80% shares in Distell wine and spirit Nigeria Limited.

17 Acquisition

Following shareholders and regulatory approvals, the acquisition of 80% shares in Distell Wines and Spirit Nigeria Limited by Nigerian Breweries Plc (both entities being subsidiaries of Heineken N. V.) became effective on 1st June 2024.

The assets and liabilities acquired through the acquisition were as follows:

	₦'000
Property, plant and equipment	6,675,844
Intangible assets and goodwill	524,293
Trade and other receivables	3,295,632
Inventories	971,737
Cash and cash equivalents	318,239
Total Assets	11,785,745
Deferred tax liabilities	(427,818)
Loans and borrowings	(4,099,360)
Current tax liabilities	(694,786)
Trade and other payables	(7,480,550)
Provisions	(250,000)
Total Liabilities	(12,952,514)
Net Liabilities	**(1,166,769)**
Consideration	4,084,986
Non-controlling Interest (NCI)	1,021,247
Fair value of Distell Nigeria at acquisition	5,106,233
Net Liabilities acquired	(1,166,769)
Goodwill	6,273,002

Notes to the Consolidated and Separate Financial Statements

17 Acquisition (cont'd)

In accordance with IFRS 3, the amounts recorded for the acquired assets and liabilities are subject to adjustments during the measurement period (12 months) from the date of acquisition) if new information is obtained about facts and circumstances that existed as of the acquisition date and, would have affected the measurement of the amounts recognised as of that date.

To ascertain the net asset of the company acquired the Group engaged the services of Ubosi Eleh & Co. (Ubosi Chukwudi Stephen, FRC/2013/PRO/NIESV/004/00000001493) to value the fixed assets of the company.

In assessing goodwill for impairment at 31 December, 2024, the Group compared the recoverable amount of the net assets of the CGU to its respective carrying amounts. Based on the results of the impairment evaluation described below, the recorded goodwill was not impaired as the recoverable amount of the subsidiary exceeded the carrying value.

The recoverable amount of Distell Wines and Spirit Limited as at 31 December 2024 has been determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period.

The projected cash flows have been updated to reflect the increased demand for products and services.

It was concluded that the recoverable amount exceeded the carrying amount. As a result of this analysis, no impairment charge has been recognized by management.

(b) Discontinued Operations

During the year, the operations of one of the subsidiaries, 234 Stores Limited, were discontinued. The process of liquidating the subsidiary is ongoing. Its net assets, which have been classified as held for sale, are presented separately in the statement of financial position. Details of the assets and liabilities classified as net assets held for sale, and the impairment losses, are disclosed in note 17 (c)

The results of the discontinued operations, which have been included in the profit for the year, were as follows:

	2024	2023
	₦'000	₦'000
Revenue	138,879	613,294
Cost of sales	(120,202)	(479,142)
Gross profit	18,677	134,152
Administrative expenses	(130,737)	(669,421)
Profit from operating activities	(112,060)	(535,269)
Income tax expense	(694)	(3,066)
Loss attributable to discontinued operations	(112,754)	(538,335)

Cashflows from discontinued operations

	2024	2024
	₦'000	₦'000
Net cash from operating activities	57,096	(38,554)
Net cash inflow/(outflow) from investing activities	(1,232)	117,623
Net cash inflow/(outflow) from financing activities	-	-

Notes to the Consolidated and Separate Financial Statements

(c) Assets classified as held for sale

	Group 2024 ₦'000	Company 2024 ₦'000
Transfer from Investment in subsidiaries		100,000
Properties, plant and equipment	567,250	
Right-of-use assets	17,069	
Inventories	155,509	
Trade and other receivables	60,394	
Cash and bank balances	163,928	
Total assets classified as held for sale	**964,150**	**100,000**
Trade and other payables	462,581	
Tax liabilities	3,067	
Total liabilities associated with assets classified as held for sale	**465,648**	
Fair Value of net assets classified as held for sale	**498,502**	**100,000**

Assets/Liabilities are to be disposed in the process of the liquidation

18 Other receivables

Non-current other receivables of ₦2.6 billion (2023: ₦2 billion) represent the long-term portion of car grants, and loans granted to the Company's employees, which are secured by the employees' retirement benefit obligations.

19 Prepayments

Prepayments of ₦4 billion (2023: ₦3 billion) refer mainly to insurance expenses, prepaid excise and short term rentals.

20 Inventories

(a)

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Raw materials	48,626,518	48,626,518	32,396,808	32,396,808
Products in process	9,852,355	9,852,355	7,559,736	7,559,736
Finished products	26,490,192	23,843,868	6,277,362	6,114,609
Non-returnable packaging materials	40,539,135	40,539,135	24,700,978	24,700,978
Spare parts	17,940,085	17,940,085	14,911,251	14,911,251
Goods-in-transit	44,481,079	44,481,079	41,453,305	41,453,305
Provision for write down on stock	(6,669,885)	(6,669,885)	(5,263,893)	(5,263,893)
	181,259,479	**178,613,155**	**122,035,547**	**121,872,794**

The company policy is to age spares based on the last consumption date on the assumption that there is a risk of obsolescence items that have remained unused for more than 2 years. A 10% provision rate is made for spares unused between 2-3 years and 20% thereafter for every additional year. Included in cost of sales is an expense of ₦1.0 billion (2023: ₦1.0 billion) in respect of writedowns of slow moving inventory (spares) to net realisable value, and has been reduced by ₦61 million (2023: ₦0.3 billion) in respect of the reversal of such write-downs. Previous write-downs have been reversed as a result of increased activities. for the rest inventory it is the company policy to provide for materials that are close to it expiry date or items we have discontinued use.

Notes to the Consolidated and Separate Financial Statements

(b) **Reconciliation of changes in inventories included in consolidated statement of cash flows:**

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Movement in inventories (Note 20a)	(59,223,932)	(56,740,361)	(38,518,237)	(38,528,581)
Acquired through acquisition	971,737	-	-	-
Transferred to Asset held for sale	(155,509)	-	-	-
Changes in inventories per statement of cash flows	**(58,407,704)**	**(56,740,361)**	**(38,518,237)**	**(38,528,581)**

21 Trade and other receivables

(a)

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Trade receivables	26,376,589	21,173,624	26,376,589	26,295,483
Advances	1,455,646	1,455,646	1,017,618	1,017,618
Other receivables	19,664,047	25,725,640	14,220,155	14,219,878
Due from related parties (Note 34a)	5,223,433	7,618,924	5,174,377	7,542,089
	52,719,715	**55,973,834**	**46,788,739**	**49,075,068**

Advances mainly relate to advance to suppliers for the supply of packaging and raw materials.

Other receivables mainly relate to employee and payroll advances, and the reclassification of payables debit balances.

The Company/group's exposure to credit risks and expected credit losses related to trade and other receivables is disclosed in Note 31 (a).

(b) Reconciliation of changes in trade and other receivables included in consolidated statement of cash flows:

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Movement in trade and other receivables (Note 21a)	(5,930,976)	(6,898,766)	(6,078,986)	(6,237,912)
Movement in other receivables	(483,064)	(483,064)	(130,423)	(130,423)
Acquired through acquisition	3,295,632	-	-	-
Transfered to Asset held for sale	(60,394)	-	-	-
Changes in trade and other receivables per statement of cash flows	**(3,178,802)**	**(7,381,830)**	**(6,209,409)**	**(6,368,335)**

22 Deposit for imports

(a) Deposits for imports of ₦35 billion (2023: ₦16.2 billion) represent naira deposits for foreign currencies purchased for funding of letters of credit and forwards, as well as futures. All related to imported raw materials, spare parts and machinery.

Notes to the Consolidated and Separate Financial Statements

(b) Reconciliation of changes in trade and other receivables included in consolidated statement of cash flows:

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Movement in deposit for imports (Note 22a)	(18,816,414)	(18,816,414)	(9,307,973)	(9,307,973)
	(18,816,414)	**(18,816,414)**	**(9,307,973)**	**(9,307,973)**

23 Cash and cash equivalents

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Bank balances	149,547,003	148,293,190	38,706,914	38,598,850
Call deposits	994,590	994,590	854,785	854,785
Cash in hand	45,933	45,933	4,674	4,674
Cash and cash equivalents	**150,587,526**	**149,333,713**	**39,566,373**	**39,458,309**
Cash and cash equivalents in the statement of cash flows	**150,587,526**	**149,333,713**	**39,566,373**	**39,458,309**

24 Share capital

(a) Authorised ordinary shares of 50k each

In number of shares

	Company 2024	Company 2023
At 1st January	10,276,132,378	10,276,132,378
At 31st December*	32,883,623,610	10,276,132,378

Issued and fully paid ordinary shares of 50k each

In number of shares		
At 1st January	10,276,132,378	10,276,132,378
Share issuance	20,706,894,542	-
At 31st December	**30,983,026,920**	**10,276,132,378**
In Naira	**₦'000**	**₦'000**
At 1st January	5,138,066	5,138,066
Share issuance	10,353,447	-
Share value in Naira	**15,491,513**	**5,138,066**

All shares rank equally with regard to the Company's residual assets.
The holders of ordinary shares are entitled to one vote per share at meetings of the Company.

* For the purpose of the Company's Rights Issue, the share capital was increased to 32,883,623,610 by the creation of additional 22,607,491,232 shares. A total of 1,900,596,690 shares which remained unissued after the conclusion of the Rights Issue are in the process of being cancelled.

25 Dividends

(a) Declared dividends

The following dividends were declared and paid by the Company during the year:

	Company 2024 ₦'000	Company 2023 ₦'000
0 kobo per qualifying ordinary share in 2024 (2023: 0 kobo)*	-	10,584,416
	-	**10,584,416**

*Declared dividend in 2023 was the final dividend for the 2022 (120 kobo) financial year but declared in 2023. No dividend was however declared for the 2023 financial year.

After the respective reporting dates, the following dividends were proposed by the Directors. The dividends have not been provided for and there are no income tax consequences.

(b) Dividend payable

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
At 1st January	14,621,974	14,621,974	9,007,012	9,007,012
Declared dividend (note 25 (a))	-	-	10,584,416	10,584,416
Payments (cash)	(7,447,582)	(7,447,582)	(4,516,547)	(4,516,547)
Unclaimed dividend transferred to retained earnings	-	-	(452,907)	(452,907)
At 31st December	**7,174,392**	**7,174,392**	**14,621,974**	**14,621,974**

(i) Unclaimed dividend transferred to general reserve represents dividend which have remained unclaimed for over twelve (12) years and are therefore no longer recoverable or actionable by the shareholders in accordance with Section 432 of CAMA.

(ii) As at 31st December 2024, ₦0.2 billion (2023: ₦1.1 billion) of the total dividend payable is held with the Company's registrar, First Registrars and Investor Services Limited. The total remaining balance of ₦6.9 billion represents unclaimed dividends, which have been returned to the Company by the Registrar over the years.

		Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
(iii)	Cash paid to registrar	(8,314,169)	(8,314,169)	(6,067,868)	(6,067,868)
	Cash received from registrar	866,587	866,587	1,551,321	1,551,321
	Payments (Cash)	(7,447,582)	(7,447,582)	(4,516,547)	(4,516,547)

26 Loans and borrowings

This note provides information about the contractual terms of the Company's interest-bearing loans and borrowings, which are measured at amortised cost. The borrowings are unsecured. For more information about the Company's exposure to interest rate, foreign currency and liquidity risks, see Note 31.

(a) Group	1 January 2024 ₦'000	Acquired through Acquisition ₦'000	Proceeds ₦'000	Repayment ₦'000	FX Impact ₦'000	31 December 2024 ₦'000
Bank loans	253,675,571		331,423,757	(381,883,606)	-	203,215,722
Loans from Government	2,751,760		-	(1,797,467)	-	954,293
Inter-company Loan	85,174,647	4,099,360	40,111,041	(214,591,005)	90,086,252	4,880,295
Total	341,601,978	4,099,360	371,534,798	(598,272,078)	90,086,252	209,050,310
Non-current	**136,283,827**					**40,000,000**
Current	**205,318,151**					**169,050,310**
	341,601,978					**209,050,310**

Notes to the Consolidated and Separate Financial Statements

26 Loans and borrowings (cont'd)

(a)

Company	1 January 2024 ₦'000	Proceeds ₦'000	Repayment ₦'000	FX Impact ₦'000	31 December 2024 ₦'000
Bank loans	253,675,571	331,423,757	(381,883,606)	-	203,215,722
Loans from Government	2,751,760	-	(1,797,467)	-	954,293
Inter-company Loan	85,174,647	39,856,525	(214,591,005)	89,559,833	-
Total	341,601,978	371,280,282	(598,272,078)	89,559,833	204,170,015
Non-current	**136,283,827**				**40,000,000**
Current	**205,318,151**				**164,170,015**
	341,601,978				**204,170,015**

Group/ Company	1 January 2023 ₦'000	Proceeds ₦'000	Repayment ₦'000	FX Impact ₦'000	31 December 2023 ₦'000
Bank loans	118,182,346	360,526,241	(225,033,016)	-	253,675,571
Loans from Government	4,068,455	-	(1,316,695)	-	2,751,760
Commercial Paper	-	110,137,383	(110,137,383)	-	-
Inter-company Loan	-	63,282,964	-	21,891,683	85,174,647
Total	122,250,801	533,946,588	(336,487,094)	21,891,683	341,601,978
Non-current	**2,425,875**				**136,283,827**
Current	**119,824,926**				**205,318,151**
	122,250,801				**341,601,978**

(b) The Company has access to a revolving credit facility with one Nigerian bank to finance its working capital. The approved limit of the loan with the bank is ₦6 billion at the rate of NIBOR plus 3.5 percent with a tenor of one year. This is yet to be utilised at the reporting date.

(c) The Bank of Industry (BoI), a Government Parastatal, provides mid to long-term financing for establishment, expansion or diversification of large, medium and small projects which may be new or existing. The Company obtained capital expenditure and working capital finance from the BoI in 2019. The loan has been recognised at fair value in line with the provisions of IAS 20 (Accounting for Government Grants and Disclosure of Government Assistance). Included in Bank Loan obtained/(repaid) during the year is related deferred income amounting to ₦0.2 billion (2023: ₦0.2 billion). ₦0.3 million has been released to income statement in 2024 (2023: ₦0.3b), and no new capitalisation in 2024 (2023: Nil) in accordance with the Company's accounting policies on Note 3(s).

27 Employee benefits

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Recognised liability for defined benefit obligation (Note 27 a)	5,206,306	5,206,306	7,138,803	7,138,803
	4,539,637	4,539,637	4,699,128	4,699,128
Total employee benefit liabilities	**9,745,943**	**9,745,943**	**11,837,931**	**11,837,931**

(a) Movement in the present value of the defined benefit obligation

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Defined benefit obligations at 1st January	7,138,803	7,138,803	6,748,614	6,748,614
Benefits paid by the plan	(1,049,661)	(1,049,661)	(1,087,994)	(1,087,994)
Current service costs and interest (see below)	1,139,773	1,139,773	977,915	977,915
Actuarial gains recognised in other comprehensive income (see note (f))	(2,022,609)	(2,022,609)	500,268	500,268
Defined benefit obligations at 31st December	**5,206,306**	**5,206,306**	**7,138,803**	**7,138,803**

In 2011, the Company introduced a post-employment medical benefit for pensioners and employees on the defined benefit gratuity scheme including their spouses. The liability for this scheme in the current year amounted to ₦2.8 billion (2023: ₦3.2 billion). Defined benefit expense recognised in income statement for defined benefit obligation, is stated below:

Notes to the Consolidated and Separate Financial Statements

27 Employee benefits (cont'd)

(a) Movement in the present value of the defined benefit obligation (cont'd)

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Current service costs	196,657	196,657	101,559	101,559
Interest on obligation	943,115	943,115	876,356	876,356
	1,139,772	**1,139,772**	**977,915**	**977,915**

(b) Movement in other long-term employee benefits

The movement on the long service awards benefit plan liability during the year was as follows:

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Obligation at 1st January	4,699,127	4,699,127	4,673,733	4,673,733
Charge for the year	1,119,320	1,119,320	1,327,171	1,327,171
Payments	(1,278,810)	(1,278,810)	(1,301,776)	(1,301,776)
Obligation at 31st December	**4,539,637**	**4,539,637**	**4,699,128**	**4,699,128**

Defined benefit expense/(income) recognised in the statement of profit or loss for long service awards obligation.

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Current and past service costs	287,986	287,986	354,128	354,128
Interest on obligation	506,027	506,027	425,283	425,283
Actuarial losses/(gains)	325,307	325,307	547,760	547,760
	1,119,320	**1,119,320**	**1,327,171**	**1,327,171**

This movement does not include share based payment which is included in the statement of changes In equity

(c) Adjustments for the employee benefit in cash flows

	Group Group ₦'000	Company Company ₦'000	Group Group ₦'000	Company Company ₦'000
Current service costs 27(a)	196,657	196,657	101,559	101,559
Current and past service costs 27(b)	287,986	287,986	354,128	354,128
Actuarial losses/(gains) 27(b)	325,307	325,307	547,760	547,760
Obligation at 31st December	**809,950**	**809,950**	**1,003,447**	**1,003,447**

(d) Pension payable

The balance on the pension payable account, included in trade and other payables, represents the amount due to the Pension Fund Administrators which is yet to be remitted at the year end. The movement on this account during the year was as follows:

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Obligation at 1st January	636,896	636,896	498,147	498,147
Charge for the year	2,977,254	2,977,254	2,689,811	2,689,811
Payments	(2,902,820)	(2,902,820)	(2,551,062)	(2,551,062)
Obligation at 31st December	**711,330**	**711,330**	**636,896**	**636,896**

(e) The movement on the defined contribution plan obligation during the year was as follows:

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Obligation at 1st January	3,386	3,386	(98,042)	(98,042)
Charge for the year	2,301,199	2,301,199	3,253,046	3,253,046
Payments	(2,185,342)	(2,185,342)	(3,151,618)	(3,151,618)
Obligation at 31st December	**119,243**	**119,243**	**3,386**	**3,386**

The obligation represents the amount yet to be remitted at the year end to the defined benefit contribution plan and has been included in non-trade and accrued expenses (note 30 a).

(f) The employee benefits related expense are recognized in the following line items in the profit or loss:

	Cost of sales		Marketing		Administrative expenses		Total	
	2024	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
	₦'000	**₦'000**	**₦'000**	**₦'000**	**₦'000**	**₦'000**	**₦'000**	**₦'000**
Defined benefit	91,228	47,681	61,942	34,637	43,487	19,241	196,657	101,559
Pension expense	1,381,124	1,262,842	937,759	917,366	658,370	509,602	2,977,253	2,689,810
Defined contribution plan	1,067,508	1,527,277	724,819	1,109,458	508,872	616,310	2,301,199	3,253,045
Long service awards	519,244	623,095	352,557	452,635	247,519	251,441	1,119,320	1,327,171
	3,059,104	**3,460,895**	**2,077,077**	**2,514,096**	**1,458,248**	**1,396,594**	**6,594,429**	**7,371,585**

(g) Actuarial gains and losses on defined benefit obligation are recognised in other comprehensive income. The movement on the cumulative amount included in retained earnings as at the year-end was as follows:

	Group 2024	Company 2024	Group 2023	Company 2023
	₦'000	**₦'000**	**₦'000**	**₦'000**
Cumulative amount at 1st January	**3,348,538**	**3,348,538**	**3,013,358**	**3,013,358**
Gain recognised during the year	(2,022,609)	(2,022,609)	500,268	500,268
Deferred tax	667,461	667,461	(165,088)	(165,088)
Recognised during the year net of tax	(1,355,148)	(1,355,148)	335,180	335,180
Amount accumulated in retained earnings at 31st December	**1,993,390**	**1,993,390**	**3,348,538**	**3,348,538**

The Company recognised ₦2 billion gain (2023: ₦500 million loss) of actuarial gains in other comprehensive income during the period in respect of its defined benefit obligations. These gains and losses primarily relate to the changes in observed salary increases, changes in benefits payments and the change in discount rate. The actuarial gains and losses recognised during the year are analysed as follows:

	Group 2024	Company 2024	Group 2023	Company 2023
	₦'000	**₦'000**	**₦'000**	**₦'000**
Financial assumption – gains	(1,398,368)	(1,398,368)	(394,534)	(394,534)
Experience Assumption – losses	(624,241)	(624,241)	894,802	894,802
Recognised during the year	**(2,022,609)**	**(2,022,609)**	**500,268**	**500,268**

(h) Actuarial assumptions

The calculation was carried out by the firm of PWC (Omobolanle Adekoya, FRC/2013/PRO/ICAN/004/00000002010), as of 31st December 2024

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	Group 2024	Company 2024	Group 2023	Company 2023
	₦'000	**₦'000**	**₦'000**	**₦'000**
Discount rate (p.a.)	16.0%	16.0%	14.3%	14.3%
Average pay increase (p.a.)	5.0%	5.0%	5.0%	5.0%
Average rate of inflation (p.a.)	8.0%	8.0%	8.0%	8.0%
Weighted average duration of the plan (years)	4.04	4.04	4.46	4.46
Average medical rate of inflation	5.0%	5.0%	5.0%	5.0%

These assumptions depict management's estimate of the likely future experience of the Company.

Due to unavailability of published reliable demographic data in Nigeria, the demographic assumptions regarding future mortality are based on the rates published jointly by the Institute and Faculty of Actuaries in the UK as follows:

Mortality in service

Sample age	2024 Number of deaths in year out of 10,000 lives	2023 Number of deaths in year out of 10,000 lives
25	7	7
30	7	7
35	9	9
40	14	14
45	26	26

27 Employee benefits (cont'd)

(h) Movement in the present value of the defined benefit obligation (cont'd)

Mortality in retirement

Sample age	Expectation of Life (Completed years)		
	Management	**Non-Management**	**PA 90**
50	29	28	27
55	24	24	22
60	20	20	19
65	17	16	15
70	13	13	12
75	10	9	9
80	6	6	7

Withdrawals/Turnover
It is assumed that all the employees covered by the defined end of service benefit scheme would retire at age 60 (2023: age 60).

(i) Sensitivity analysis
Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

		Long Service Awards ₦'000	Unfunded Retirement Benefit ₦'000	Post employment medical benefit ₦'000
Discount rate	+0.25%	(34,885)	(29,506)	(38,654)
	-0.25%	35,483	13,500	39,887
	+0.50%	(69,185)	(50,480)	(76,128)
	-0.50%	71,578	35,549	81,058
Salary increase	+0.25%	34,707	-	-
	-0.25%	(34,227)	-	-
	+0.50%	69,903	-	-
	-0.50%	(67,981)	-	-
Benefit Inflation rate	+0.25%	3,180	12,231	44,996
	-0.25%	(3,141)	(28,218)	(43,637)
	+0.50%	6,399	33,031	91,403
	-0.50%	(6,244)	(47,884)	(85,970)
Mortality experience	+1	-	42,367	49,091
	-1	-	(60,731)	(50,272)
Pre-retirement	+1	5,058		5,683
	-1	(5,681)		(6,206)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

28 Share-based payment

Since the 1st of January 2006 Heineken N.V, the parent Company, established a share-based payment plan for key management personnel, including certain senior management of Nigerian Breweries Plc. The grant date fair value of the share rights granted is recognised as personnel expenses with a corresponding increase in equity (equity-settled) as a capital contribution from Heineken N.V, over the period that the employees become unconditionally entitled to the share rights. All equity settled share-based payment transactions are accounted for in the share based payment reserve account.

A recharge arrangement exists between Heineken N.V and Nigerian Breweries Plc whereby vested shares delivered to employees by Heineken N.V are recharged to Nigerian Breweries Plc. The recharge transaction is recognised as an intercompany liability with a corresponding adjustment in the share-based payment reserve for the capital contribution recognised in respect of the share-based payment.

All rights are to be settled by delivery of shares. The terms and conditions relating to the grants of the rights are as follows:

Grant date/employees entitled	Number*	Based on share price (Euro)	Vesting conditions	Contractual life of rights
Share rights granted to key management personnel in 2022	6,824	98.86	Continued service, 100% internal performance conditions	3 years
Share rights granted to key management personnel in 2023	8,955	87.03	Continued service, 100% internal performance conditions	3 years
Share rights granted to key management personnel in 2024	5,534	87.03	Continued service, 100% internal performance conditions	3 years

* The number of shares is based on target performance.

The number and weighted average share price per share is as follows:

	Weighted average share price (Euro) 2024	Number of share rights 2024	Weighted average share price (Euro) 2023	Number of share rights 2023
Outstanding at 1st January	84.36	19,996	-	35,049
Granted during the year	91.94	5,534	87.03	8,955
Vested during the year	89.34	(9,763)	86.58	(10,233)
Forfeited during the year		(322)		(2,541)
Performance adjustment		2,619		(8,231)
Transfer in		445		3,326
Transfer out		(623)		(6,329)
Outstanding as at 31st December	70.64	17,887	84.36	19,996

Employee expenses	**2024 ₦'000**	**2023 ₦'000**
Share rights granted in 2021	229,240	(365,455)
Share rights granted in 2022	700,817	693,013
Share rights granted in 2023	88,164	229,096
Share rights granted in 2024	211,991	106,987
Total expense/(income)recognised as employee costs	**1,230,212**	**663,641**

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29 Deferred tax liabilities

Deferred tax assets and liabilities are attributable to the following:

Group	**Assets**		**Liabilities**		**Net**	
	2024	**2023**	**2024**	**2023**	**2024**	**2023**
	₦'000	**₦'000**	**₦'000**	**₦'000**	**₦'000**	**₦'000**
Property, plant and equipment	-	-	(51,226,343)	(36,657,108)	(51,226,343)	(36,657,108)
Intangible assets	-	-	(3,673,082)	(3,601,124)	(3,673,082)	(3,601,124)
Right-of-use assets	-	-	(29,915)	(37,680)	(29,915)	(37,680)
Inventories	1,476,054	1,150,900	-	-	1,476,054	1,150,900
Employee benefits	3,939,752	4,852,979	-	-	3,939,752	4,852,979
Unrealized exchange differences	-	34,844,917	(41,066,873)	-	(41,066,873)	34,844,917
Lease liability	928	10,311	-	-	928	10,311
Loss and capital allowance carry-forward	155,043,371	20,651,242	-	-	155,043,371	20,651,242
Acquired through Acquisition	-	-	(427,818)	-	(427,818)	-
Other items	2,639,987	2,496,029	-	-	2,639,987	2,496,029
Net tax assets/(liabilities)	**163,100,092**	**64,006,378**	**(96,424,031)**	**(40,295,912)**	**66,676,061**	**23,710,466**

Movement in temporary differences during the year	**Balance 1st Jan 2023**	**Profit or loss and OCI**	**Balance 31st Dec 2023**	**Profit or loss and OCI**	**Balance 31st Dec. 2024**
	₦'000	**₦'000**	**₦'000**	**₦'000**	**₦'000**
Property, plant and equipment	(27,382,960)	(9,274,148)	(36,657,108)	(14,569,235)	(51,226,343)
Intangible assets	(3,639,511)	38,387	(3,601,124)	(71,958)	(3,673,082)
Right-of-use assets	(11,865)	(25,815)	(37,680)	7,765	(29,915)
Inventories	1,034,850	116,050	1,150,900	325,154	1,476,054
Employee benefits	4,408,009	444,970	4,852,979	(913,227)	3,939,752
Unrealized exchange differences	5,696,925	29,147,992	34,844,917	(75,911,790)	(41,066,873)
Lease liability	10,379	(68)	10,311	(9,383)	928
Loss and capital allowance carry-forward	-	20,651,242	20,651,242	134,392,129	155,043,371
Other items	1,476,710	1,019,319	2,496,029	143,958	2,639,987
Net tax assets/(liabilities)	**(18,407,463)**	**42,117,929**	**23,710,466**	**43,393,413**	**67,103,879**

Company	**Assets**		**Liabilities**		**Net**	
	2024	**2023**	**2024**	**2023**	**2024**	**2023**
	₦'000	**₦'000**	**₦'000**	**₦'000**	**₦'000**	**₦'000**
Property, plant and equipment	-	-	(51,226,343)	(36,657,108)	(51,226,343)	(36,657,108)
Intangible assets	-	-	(3,673,082)	(3,601,124)	(3,673,082)	(3,601,124)
Right-of-use assets	-	-	(29,915)	(37,680)	(29,915)	(37,680)
Inventories	1,476,054	1,150,900	-	-	1,476,054	1,150,900
Employee benefits	3,939,752	4,852,979	-	-	3,939,752	4,852,979
Unrealized exchange differences	-	34,844,917	(41,066,873)		(41,066,873)	34,844,917
Lease liability	928	10,311			928	10,311
Loss and capital allowance carry-forward	155,065,797	20,651,242	-	-	155,065,797	20,651,242
Other items	2,639,987	2,496,029	-	-	2,639,987	2,496,029
Net tax assets/(liabilities)	**163,122,518**	**64,006,378**	**(95,996,213)**	**(40,295,912)**	**67,126,305**	**23,710,466**

Movement in temporary differences during the year

	Balance 1st Jan 2023	**Profit or loss and OCI**	**Balance 31st Dec 2023**	**Profit or loss and OCI**	**Balance 31st Dec. 2024**
	₦'000	**₦'000**	**₦'000**	**₦'000**	**₦'000**
Property, plant and equipment	(27,382,960)	(9,274,148)	(36,657,108)	(14,569,235)	(51,226,343)
Intangible assets	(3,639,511)	38,387	(3,601,124)	(71,958)	(3,673,082)
Right-of-use assets	(11,865)	(25,815)	(37,680)	7,765	(29,915)
Inventories	1,034,850	116,050	1,150,900	325,154	1,476,054
Employee benefits	4,408,009	444,970	4,852,979	(913,227)	3,939,752
Unrealized exchange differences	5,696,925	29,147,992	34,844,917	(75,911,790)	(41,066,873)
Lease liability	10,379	(68)	10,311	(9,383)	928
Loss and capital allowance carry-forward	-	20,651,242	20,651,242	134,414,555	155,065,797
Other items	1,476,710	1,019,319	2,496,029	143,958	2,639,987
Net tax assets/(liabilities)	**(18,407,463)**	**42,117,929**	**23,710,466**	**43,415,839**	**67,126,305**

29 Deferred tax liabilities (cont'd)

The net movement during the year ended 31st December 2024, includes a credit amount of ₦667 Million (2023: debit of ₦165 million) recorded in other comprehensive income as deferred tax on employee benefits.

The deferred tax assets has been recognized to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilized. Management carried out an assessment which required judgments and estimates regarding the expected timing and amount of future taxable profits, taking into consideration historical performance, future business plans, and economic conditions. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

30 Trade and other payables

(a)

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Trade payables	120,016,786	112,951,882	77,841,328	77,515,355
Deposit for RPM*	28,690,754	28,690,754	28,569,133	28,569,133
Non-trade payables and accrued expenses	151,312,209	151,189,559	82,787,814	82,686,505
Amount due to related parties	135,548,380	135,548,380	166,090,477	166,090,477
	435,568,129	**428,380,575**	**355,288,752**	**354,861,470**

*** Returnable Packaging Material**
The Company has the legal or constructive obligation to take back the materials from the market. A deposit value is generally charged upon sale of the finished product, which is reimbursed when the empty returnable packaging material is returned. The company apply judgement to assess the carrying value of the outstanding customer's deposit liability. The most significant assumptions are on market loss rate, which is estimated based on measurements on a monthly basis, market possession and circulation times of the returnable packaging material. The measurements and estimates are monitored on a monthly basis and the deposit liability assessment is done annually.

(b) Reconciliation of changes in trade and other payables included in the statement of cash flows:

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Movement in trade and other payables	80,279,377	73,519,105	91,199,104	90,307,614
Acquired through Acquisition	(7,480,550)	-	-	-
Accrued additions to property plant and equipment	(2,062,809)	(2,062,809)	(28,796,052)	(28,796,052)
Interest accrual	(4,489,944)	(4,489,944)	(16,287,127)	(16,287,127)
Disposal of subsidiary	-	-	329,547	1,009,172
VAT paid	50,849,287	50,849,287	33,908,828	33,908,828
Liabilities directly associated with assets classified as held for sale	462,581	-	-	-
Changes in trade and other payables per statement of cash flows	**117,557,942**	**117,815,639**	**80,354,300**	**80,142,435**

The Company's exposure to currency and liquidity risk related to trade and other payables is disclosed in Note 31(b).

31 Financial instruments - financial risk management and fair values

The Company has exposure to the following risks:

- Credit risk
- Liquidity risk
- Market risk
- Interest rate risk
- Operational risk
- Capital management

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. Further quantitative disclosures are included throughout these financial statements.

Risk Management framework
The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee reports regularly to the Board of Directors on its activities. The Committee is assisted in its oversight role by the Process and Control Improvement ("P&CI") Department which performs the internal audit and internal control functions in the Company.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly by the Risk Management Committee to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Risk Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. Internal Audit undertakes both regular and ad hoc reviews of compliance with established controls and procedures, the results of which are reported to Senior Management of the Company at Assurance meetings.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and other related parties. The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

(a) Movement in the present value of the defined benefit obligation

	Notes	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Other receivables (non-current)	17	2,635,656	2,635,656	2,152,592	2,152,592
Trade and other receivables	20	52,719,715	55,973,834	46,788,739	49,075,068
		55,355,371	**58,609,490**	**48,941,331**	**51,227,660**
Cash and bank	22	150,587,526	149,333,713	39,566,373	39,458,309
		205,942,897	**207,943,203**	**88,507,704**	**90,685,969**

Notes to the Consolidated and Separate Financial Statements

31 Financial instruments - financial risk management and fair values (cont'd)

(a) Credit risk (cont'd)

Trade and other receivables

Management has credit policies in place and the exposure to credit risk is monitored on an ongoing basis. Under the credit policies all customers requiring credit over a certain amount are reviewed and new customers analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's credit assessment process includes specified cash deposits by new customers. Credit limits are established for qualifying customers and these limits are reviewed regularly by the Credit Committee. Customers that fail to meet the Company's benchmark creditworthiness may transact with the Company only on a prepayment basis.

The Credit Committee reviews each customer's credit limit in line with the customers' performance in the preceding quarter and perceived risk factor assigned to the customer.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, whether they are a key distributor or retail distributor, geographic location, and existence of previous financial difficulties. Trade and other receivables relate mainly to the Company's wholesale customers. Customers with no trading activities for a period of up to one year are placed on a dormant customer list, and future sales are made on a prepayment basis only with approval of management.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables. The main components of this allowance are a specific loss component that relates to individually significant exposures and customers with outstanding amounts but have not placed orders/trade for a prolonged period of time (usually one year).

The maximum exposure to credit risk for trade and other receivables at the reporting date by type of counter party was:

The aging of trade receivables for the company and its expected loss (ECL) rates at the reporting date was:

	As at 31 December 2024			As at 31 December 2023		
	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000
	Exposure	Expected Credit Loss	Net Exposure	Exposure	Expected Credit Loss	Net Exposure
Trade receivables	27,486,652	(6,313,028)	21,173,624	31,099,315	(4,803,832)	26,295,483
Other receivables (non-current)	2,635,656	-	2,635,656	2,152,592	-	2,152,592
Due from related parties	9,161,362	(1,542,439)	7,618,923	7,542,089	-	7,542,089
Advances	1,455,646	-	1,455,646	1,017,618	-	1,017,618
Other receivables	25,870,134	(144,494)	25,725,640	14,483,687	(263,809)	14,219,878
Cash and bank	149,333,713	-	149,333,713	39,458,309	-	39,458,309
Total Credit risk	**215,943,163**	**(7,999,961)**	**207,943,202**	**95,753,610**	**(5,067,641)**	**90,685,969**

Expected credit losses

The Company applies the IFRS 9 simplified approach for trade receivables, simplification allows a loss allowance to be recognised based on lifetime expected loss and does not require you to determine if there has been a significant increase in credit risk. However, it should be noted that the requirement to assess the impact on expected future credit losses of economic scenarios are still required under the simplified approach.

In other to determine the loss rates the single loss rate approach which determines loss as the ratio of all unpaid invoices per period to total invoice issued for the period has been adopted.

The steps used in determining the loss rates include:

Step 1. Determine the default definition/trigger.

Management has determined default as receivables that have remained unpaid after aging receivables into the following buckets (0-15 days, 16-30 days, 31-60 days, 61-90 days, 91-180 days, 181- 365 days, Over 365 days)

Step 2. Obtain monthly historical receivables settlement data, using the different aging buckets identified above. Data should be from March 2011 to the reporting, example, December 2023.

Notes to the Consolidated and Separate Financial Statements

31 Financial instruments - financial risk management and fair values (cont'd)

(a) Movement in the present value of the defined benefit obligation (cont'd)

Step 3. Compute the repayment pattern by determining what portion of the total receivables issued is repaid in each aging bucket. Do this by expressing the receivables in each bucket over the total receivables issued for that month.

Step 4. Compute the monthly loss rate by applying the formula:
open/unpaid receivables
(Total receivables - receivables in 0-15 days bucket*)
* Receivables within the 0-15 days bucket are assumed to be current hence the exclusion in determining loss rates."

Step 5. Determine a single loss rate by taking an average of all the monthly loss rates

Step 6. Determine optimistic and downturn repayment patterns by applying the repayment pattern for the least loss rate as optimistic and applying the repayment pattern for the most lost rate as downturn. The base repayment pattern represents the repayment pattern for the average loss rate.

Step 7. Using the determined repayment patterns, apportion the single loss rate into buckets using the formula;
Base Loss rate per bucket = Base loss rate
(1-cumulative repayment)

Where;
Base loss rate per bucket = the Loss rate for each of the buckets (0-15 days, 16-30 days etc.) Base loss rate = the single loss rate determined from the average of all monthly loss rates

Cumulative repayment = the total percentage repaid so far counting from the earliest bucket.

ECL model being used resulted the following based on historical data of invoices from March 2010 to December 2022. Assessment seeks to evaluate how efficient is the customer payment of invoices

	Base	**Optimistic**	**Downturn**
Scenario Weights Modelled	8.45%	89.44%	2.11%

IFRS 9 specifies that ECLs should include a forward-looking element which translates into an allowance for changes in macroeconomic conditions and forecasts when estimating lifetime ECLs. It is important to understand the effect of forecasted changes in the macroeconomic environment on ECLs, so that an appropriate level of provisions can be raised.

The most acceptable way of allowing for macroeconomic conditions is to build a regression model that aims to explain and predict the impact of macroeconomic indicators on default rates. Such regression models are usually built on a history of default rates and macroeconomic variables covering at least one economic cycle, but preferable more.

Management made use of historical Nigerian macroeconomic indicators. Quarterly average loss rates were relied on as the dependent variable. The time series data extended from March 2010 to December 2023.

i. ECONOMIC GROWTH
Management builds internal estimates in relation to expected economic growth and activities taking into consideration local context and global impacts in the economy.

ii. GOVERNMENT POLICIES:
Management builds internal estimates in relation to CBN and other governmental bodies that impacts interest rates, FX availability and liquidity, exchange rate, federal reserves, policies that supports economic activities, amongst others.

iii. INFLATION:
Management build internal estimates on inflation rates and impact on specific industry.

Considering the above outlook for the future, it was decided to moderate the ecl provision as follows:

	Base	Optimistic	Downturn
Scenario Weights Judgment	9.00%	80.00%	11.00%

Notes to the Consolidated and Separate Financial Statements

31 Financial instruments - financial risk management and fair values (cont'd)

(a) Movement in the present value of the defined benefit obligation (cont'd)

The aging of trade receivables for the company and its expected loss (ECL) rates at the reporting date was:

	Base	Optimistic	Downturn
Scenario Weights_Modelled	3.52%	87.32%	9.15%
Scenario Weights_Judgment	9%	80%	11%
Selected Weights	9%	80%	11%

Age Band	Outstanding Receivables	Loss Rates Base	Loss Rates Optimistic	Loss Rates Downturn	ECL Base	ECL Optimistic	ECL Downturn	Weighted Average ECL
0-15	11,224,082	0.05%	0.00%	0.18%	5,248	-	20,092	2,682
16-30	3,547,228	0.16%	0.00%	5.68%	5,828	-	201,461	22,685
31-60	1,643,796	0.90%	0.00%	9.55%	14,771	-	157,006	18,600
61-90	773,549	5.38%	0.00%	17.81%	41,655	-	137,768	18,903
91-180	2,152,097	9.46%	0.00%	26.26%	203,490	-	565,079	80,473
181-365	1,335,703	17.07%	0.00%	36.10%	228,021	-	482,167	73,560
>365		100.00%	100.00%	46.81%	6,810,197	6,810,197	3,188,050	6,411,761
Expected post 365 days Recover	6,810,197	-0.86%	-5.68%	-0.13%	(58,367)	(386,779)	(8,717)	(315,636)
	27,486,652							**6,313,028**

The aging of trade receivables for the company and its expected loss (ECL) rates at 31st December 2023 was:

	Base	Optimistic	Downturn
Scenario Weights_Modelled	7.75%	90.85%	1.41%
Scenario Weights Judgment	9%	80%	11%
Selected Weights	9.00%	80.00%	11.00%

Age Band	Outstanding Receivables	Loss Rates Base	Loss Rates Optimistic	Loss Rates Downturn	ECL Base	ECL Optimistic	ECL Downturn	Weighted Average ECL
0-15	18,610,705	0.08%	0.00%	4.95%	14,189	-	920,943	102,581
16-30	653,010	0.27%	0.00%	51.31%	1,749	-	335,048	37,013
31-60	2,078,128	1.55%	0.00%	71.41%	32,241	-	1,483,990	166,141
61-90	469,601	9.47%	0.00%	89.14%	44,481	-	418,616	50,051
91-180	544,761	16.37%	0.00%	92.11%	89,179	-	501,781	63,222
181-365	1,576,551	26.95%	0.00%	93.77%	424,862	-	1,478,375	200,859
>365		100.00%	100.00%	95.55%	7,166,559	7,166,559	6,847,443	7,131,456
Expected post 365 days Recover	7,166,559	-0.82%	-51.31%	-0.08%	(58,513)	(3,677,031)	(5,439)	(2,947,491)
	31,099,315							**4,803,832**

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

	2024 ₦'000	2023 ₦'000
Balance at 1st January	(5,067,641)	(4,543,718)
Trade receivables (recovered)/written-off	679,481	(54,000)
Lifetime expected credit loss	(3,611,801)	(469,923)
Balance at 31st December	**(7,999,961)**	**(5,067,641)**

No interest is charged on outstanding trade receivables. The Group always measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses.

The Group/Company writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. None of the trade receivables that have been written off is subject to enforcement activities.

Cash and bank

The Group/Company held cash and bank of ₦149 billion as at 31st December 2023 (2023: ₦39 billion), which represents its maximum credit exposure on these assets. The Company mitigates its credit risk exposure of its bank balances by selecting reputable banks with good credit ratings and a history of strong financial performance.

31 Financial instruments - financial risk management and fair values (cont'd)

(a) Movement in the present value of the defined benefit obligation (cont'd)

Credit quality of cash and cash equivalents

Credit ratings	2024 ₦'000	2023 ₦'000
AAA	87,342,023	3,468,593
AA+	13,432,375	2,300,474
AA	15,722,942	147,735
A+	5,471,703	11,343,038
A-	9,166,325	7,871,754
BBB	800,553	401,910
B-	17,397,792	13,924,805
	149,333,713	**39,458,309**

AAA - A financial institution with the lowest expectation of default risk. They are assigned only in cases of exceptionally strong capacity for payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events.

AA - A financial institution of good condition and strong capacity to meet its obligations with expectations of very low default risk. It indicates very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.

A + (plus) or – (minus) may be added to a rating. A plus added to a rating indicates that the rating may be raised. A minus means that the rating may be lowered. When no plus or minus is added to the rating, this means that the rating is unlikely to change. A positive or negative added to a rating is therefore a reflection of the rating outlook.

A - A financial institution of good financial condition and strong capacity to meet its obligations as and when they fall due. Adverse changes in the environment (macro-economic, political and regulatory) will result in a medium increase in risk attributable to an exposure to this financial institution. However, financial condition and ability to meets its obligations as and when they fall due should remain largely unchanged.

BBB - A financial institution of satisfactory financial condition and adequate financial capacity to meet its obligations as and when they fall due. It may have one major weakness which, if addressed, should not impair its ability to meets obligations as and when they fall due. Adverse changes in the environment (macro-economic, political and regulatory) will result in a medium increase in risk attributable to an exposure to this financial institution.

BB - ratings indicate an elevated vulnerability to default risk, particularly in the event of adverse changes in business or economic conditions over time; however, business or financial flexibility exists that supports the servicing of financial commitments.

B - A financial institution where a material default risk is present, but a limited margin of safety remains. Financial commitments are currently being met; however, capacity for continued payment is vulnerable to deterioration in the business and economic environment.

All other financial assets are not rated.

31 Financial instruments - financial risk management and fair values (cont'd)

(b) Liquidity risk

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

The Company has a clear focus on ensuring sufficient access to capital to finance growth and to refinance maturing debt obligations. As part of the liquidity management process, the Company has various credit arrangements with some banks which can be utilised to meet its liquidity requirements.

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

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

Group	**Carrying amount ₦'000**	**Contractual cash flows ₦'000**	**12 months or less ₦'000**	**>12 months ₦'000**
Non-derivative financial liabilities 31st December 2024				
Loans	209,050,310	224,185,327	200,815,875	23,369,452
Lease liabilities	2,812	2,812	2,812	-
Dividend payable	7,174,392	7,174,392	7,174,392	-
Trade and other payables	435,568,129	435,568,129	435,568,129	-
	651,795,643	**666,930,660**	**643,561,208**	**23,369,452**

Company	**Carrying amount ₦'000**	**Contractual cash flows ₦'000**	**12 months or less ₦'000**	**>12 months ₦'000**
Non-derivative financial liabilities 31st December 2024				
Loans	204,170,015	224,185,327	200,815,875	23,369,452
Lease liabilities	2,812	2,812	2,812	-
Dividend payable	7,174,392	7,174,392	7,174,392	-
Trade and other payables	428,380,575	428,380,575	428,380,575	-
	639,727,794	**659,743,106**	**636,373,654**	**23,369,452**

Notes to the Consolidated and Separate Financial Statements

31 Financial instruments - financial risk management and fair values (cont'd)

(a) Movement in the present value of the defined benefit obligation (cont'd)

Group	Carrying amount	Contractual cash flows	12 months or less	>12 months
Non-derivative financial liabilities	**₦'000**	**₦'000**	**₦'000**	**₦'000**
31st December 2023				
Loans	341,601,978	421,729,942	230,889,931	190,840,011
Lease liabilities	31,245	19,227	16,481	2,746
Dividend payable	14,621,974	14,621,974	14,621,974	-
Trade and other payables	355,288,752	355,288,752	355,288,752	-
	711,543,949	**791,659,895**	**600,817,138**	**190,842,757**

Company	Carrying amount	Contractual cash flows	12 months or less	>12 months
Non-derivative financial liabilities	**₦'000**	**₦'000**	**₦'000**	**₦'000**
31st December 2023				
Loans	341,601,978	421,729,942	230,889,931	190,840,011
Lease liabilities	31,245	19,227	16,481	2,746
Dividend payable	14,621,974	14,621,974	14,621,974	-
Trade and other payables	354,861,470	354,861,470	354,861,470	-
	711,116,667	**791,232,613**	**600,389,856**	**190,842,757**

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

The Company has contingent liabilities in respect of guarantees provided to certain bankers relating to loans obtained by the staff from the banks amounted to ₦3.3 billion (2023: ₦3.4 billion), which represents its maximum liquidity exposure. The guarantee provided by the Company is backed by the employees' gratuity.

(c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will 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.

The Company manages market risks by keeping costs low through various cost optimisation programmes. Moreover, market developments are monitored and discussed regularly, and mitigating actions are taken where necessary.

Currency risk

The Company is exposed to currency risk on sales and purchases and borrowings that are denominated in a currency other than the functional currency of the Company, which is the Naira. The currencies in which these transactions are primarily denominated are Euro (EUR), US Dollars (USD) and Pounds Sterling (GBP). The currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to the changes in foreign exchange rates.

Notes to the Consolidated and Separate Financial Statements

31 Financial instruments - financial risk management and fair values (cont'd)

(c) Market risk (cont'd)

Currency risk (cont'd)

Exposure to currency risk

The Company's transactional exposure to British Pounds (GBP), US Dollar (USD) and Euro (EUR) is as follows:

	31st December 2024			31st December 2023		
In thousands	EUR	GBP	USD	EUR	GBP	USD
Financial asset						
Group receivables	11,323	7	1,411	6,180	44	2,294
Cash and cash equivalent	54,284	768	3,413	218	242	13,957
Deposit for imports	19,277	522	1,856	11,633	522	3,319
				-		-
Financial liability				-		-
Group payables	(55,751)	(19)	-	(119,604)	(16)	(179)
Trade Payables	(91)	-	-	(632)	-	(67)
Intercompany Loan	-	-	-	(83,865)	-	-
Bank Loan	-	-	-	(19,369)	-	-
Net exposure	**29,042**	**1,278**	**6,680**	**(205,439)**	**792**	**19,324**

	Increase/(decrease) in profit or loss ₦'000
31st December 2024	
EUR (5 percent weakening of the Naira)	2,342,097
GBP (5 percent weakening of the Naira)	124,056
USD (5 percent weakening of the Naira)	517,533
31st December 2023	
EUR (5 percent weakening of the Naira)	(10,812,579)
GBP (5 percent weakening of the Naira)	47,949
USD (5 percent weakening of the Naira)	920,103

	Average rate		Reporting date spot rate	
	2024	2023	2024	2023
	₦	₦	₦	₦
Euro	1,621.23	705.84	1,612.90	1,052.63
British Pounds	1,917.13	813.76	1,941.41	1,210.84
US Dollar	1,497.46	652.46	1,549.50	952.29

Notes to the Consolidated and Separate Financial Statements

31 Financial instruments - financial risk management and fair values (cont'd)

(d) Interest rate risk profile

In managing interest rate risk, the Company aims to reduce the impact of short-term fluctuations on earnings. Over the longer term, however, permanent changes in interest rates would have an impact on profit. The Company opts for a mix of fixed and variable interest rates in its financing operations, combined with the use of other financial instruments. Currently, The Company's interest rate position is more weighted towards floating than fixed.

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

Carrying amount	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Fixed rate instruments				
Loans	209,050,310	204,170,015	341,601,978	341,601,978
Financial liabilities	**209,050,310**	**204,170,015**	**341,601,978**	**341,601,978**

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

(e) Operational risk

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

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

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

- documentation of processes, controls and procedures
- periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified by the risk management committee
- training and professional development of employees
- appropriate segregation of duties, including the independent authorisation of transactions
- monitoring of compliance with regulatory and other legal requirements
- requirements for reporting of operational losses and proposed remedial action
- development of contingency plans for various actions
- reconciliation and monitoring of transactions
- development, communication and monitoring of ethical and acceptable business practices
- risk mitigation, including insurance when this is effective.
- monitoring of business process performance and development and implementation of improvement mechanisms thereof

31 Financial instruments - financial risk management and fair values (cont'd)

(e) Operational risk (cont'd)

Compliance with the Company's standards, established procedures and controls is supported by periodic reviews undertaken by Internal Audit. The results of Internal Audit reviews are discussed with management to which they relate, with summaries submitted to the Audit Committee and senior management of the Company at Assurance Meetings.

(f) Capital management

The Board'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, which the Company defines as result from operating activities divided by total shareholders' equity. Management also monitors the level of dividends to all shareholders.

The Company monitors capital using adjusted debt to equity ratio. At the end of the reporting period, adjusted net debt to capital ratio was as follows:

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
Total liabilities	673,283,267	660,220,033	732,588,729	732,158,381
Less: cash and bank	(150,587,526)	(149,333,713)	(39,566,373)	(39,458,309)
Adjusted net debt	522,695,741	510,886,320	693,022,356	692,700,072
Total equity	463,031,495	465,464,520	63,284,377	65,168,612
Adjusted debt to capital ratio	1.13	1.10	10.95	10.63

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.

31 Financial instruments - financial risk management and fair values (cont'd)

(g) Accounting classification and fair values

Fair values versus carrying amounts

The fair values of financial assets and liabilities, versus the carrying amounts are shown in the statement of financial position, are as follows:

Group	Note	2024 Carrying amount ₦'000	2024 Fair value amount ₦'000	2023 Carrying amount ₦'000	2023 Fair value amount ₦'000
Assets carried at amortised cost					
Other receivables (non-current)	17	2,635,656	2,635,656	2,152,592	2,152,592
Trade and other receivables	20	52,719,715	52,719,715	46,788,739	46,788,739
Cash and cash equivalents	22	150,587,526	150,587,526	39,566,373	39,566,373
		205,942,897	**205,942,897**	**88,507,704**	**88,507,704**
Liabilities carried at amortised cost					
Loans and borrowings	25	209,050,310	209,050,310	341,601,978	341,601,978
Lease liability	14(c)	2,812	2,812	31,245	31,245
Dividend payable	24b	7,174,392	7,174,392	14,621,974	14,621,974
Trade and other payables	29	435,568,129	435,568,129	355,288,752	355,288,752
		651,795,643	**651,795,643**	**711,543,949**	**711,543,949**

The fair values of financial assets and liabilities, together with the carrying amounts shown in the statement of financial position, are as follows:

Company	Note	2024 Carrying amount ₦'000	2024 Fair value amount ₦'000	2023 Carrying amount ₦'000	2023 Fair value amount ₦'000
Assets carried at amortised cost					
Other receivables (non-current)	16	2,635,656	2,635,656	2,152,592	2,152,592
Trade and other receivables	19	55,973,834	55,973,834	49,075,068	49,075,068
Cash and cash equivalents	21	149,333,713	149,333,713	39,458,309	39,458,309
		207,943,203	**207,943,203**	**90,685,969**	**90,685,969**
Liabilities carried at amortised cost					
Loans and borrowings	24	209,050,310	209,050,310	341,601,978	341,601,978
Lease liability	14(c)	2,812	2,812	31,245	31,245
Dividend payable	23b	7,174,392	7,174,392	14,621,974	14,621,974
Trade and other payables	28	428,380,575	428,380,575	354,861,470	354,861,470
		644,608,089	**644,608,089**	**711,116,667**	**711,116,667**

Trade and other receivables, bank overdrafts dividend payables and trade and other payables are the Group/Company's short-term financial instruments. Accordingly, management believes that their fair values are not expected to be materially different from their carrying values.

Notes to the Consolidated and Separate Financial Statements

31 Financial instruments - financial risk management and fair values (cont'd)

(g) Accounting classification and fair values

The discounted cash flow valuation technique has been used to determine the fair value of the unsecured bank loans and other long term receivables. The valuation model considers the present value of expected cash flows discounted using market related interest rates.

The future cash flows are based on contractual amounts and considers the probability of occurrence of the cash flow. There are no significant unobservable inputs. The fair values were determined on the same basis in prior year and there have been no transfers between levels during the year.

32 Provision

The Company has provision related to claims and penalties assessed as probable:

	Group 2024 ₦'000	Company 2024 ₦'000	Group 2023 ₦'000	Company 2023 ₦'000
As at 1st January	2,490,386	2,490,386	1,763,078	1,763,078
Additions	3,227,614	3,201,425	6,842,045	6,842,045
Payments	(3,103,012)	(3,103,012)	(5,209,976)	(5,209,976)
Release of Provision	(942,337)	(942,337)	(904,761)	(904,761)
Acquired through Acquisition	250,000	-	-	-
As at 31st December	**1,922,651**	**1,646,462**	**2,490,386**	**2,490,386**

33 Contingencies

(a) Guarantees and contingent liabilities

Contingent liabilities in respect of guarantees provided to certain banks in respect of loans obtained by the staff from the banks amounted to ₦3.3 billion (2023: ₦3.4 billion). This guarantee is backed by employees' gratuity. Accordingly, management believes that it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Contingent liabilities in respect of guarantees provided to the Nigerian Customs in respect of customs duty on behalf of the Company amounted to ₦6.2 billion (2023: ₦6.2 billion) which represents its maximum liquidity exposure.

Contingent liabilities in respect of guarantees provided to some energy Companies that supply gas amounted to ₦0.7b (2023: ₦1.5b).

(b) Pending litigation and claims

There are certain lawsuits and claims pending against the Company in various courts of law which are being handled by external legal counsels. The contingent liabilities in respect of pending litigation and claims amounted to ₦0.8 billion (2023: ₦3.2 billion) as at 31st December 2024. In the opinion of the Directors and based on independent legal advice, the risk of loss is lower than 50%, thus no provision has been made in these financial statements.

(c) Financial commitments

The Directors are of the opinion that all known liabilities and commitments, which are relevant in assessing the state of affairs of the Company, have been taken into consideration in the preparation of the financial statements.

In the normal course of the business, the company uses letter of credit to import materials. The total value of open letters of credit as at 31st December was ₦201 billion (2023: ₦71.3billion)

Notes to the Consolidated and Separate Financial Statements

34 Related parties

(a) Parent and ultimate controlling entity

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

As at the year ended 31st December 2024 Heineken Brouwerijen B.V., Distilled Trading International B.V. and Heineken International B.V. owned 45.92% and 21.80%, and 5.18% respectively of the issued share capital of Nigerian Breweries Plc. The ultimate holding company is HEINEKEN N.V.

The Company has transactions with its parent, and other related parties who are related to the Company only by virtue of being members of the Heineken Group. The total amounts due to related parties by the nature of the transaction are shown below:

	Transaction value		Balance due (to)/from	
	2024	**2023**	**2024**	**2023**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Purchases - other related parties	(220,156,101)	(161,810,075)	(76,345,739)	(106,118,838)
Contract brewing services with:				
- Other related parties	-	-	-	-
Technical Service fees & royalties:				
- Parent	(4,278,823)	(2,694,477)	(11,217,522)	(7,908,558)
- Other related parties	(17,534,842)	(10,259,199)	(47,985,119)	(36,575,039)
Total technical and royalty fees	**(21,813,665)**	**(12,953,676)**	**(59,202,641)**	**(44,483,597)**
Sales and others				
- Other related parties	4,402,401	6,978,365	7,618,924	(7,945,953)
Inter-Company Loan and interest	-	(88,278,514)	-	(88,278,514)

All outstanding balances with these related parties are to be settled in cash within twelve months of the reporting date. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 December 2024, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (2023: Nil).

(b) Key management personnel compensation

In addition to their salaries, the Company also provides non-cash benefits to Directors and executive officers, and contributes to a post-employment defined benefit plan on their behalf. In accordance with the terms of the plan, Directors and executive officers retire at age 60 and are, including their spouses, entitled to receive post- employment benefits.

Executive officers also participate in the Heineken Group share-based payment plan (see note 28) and the Company's long service awards scheme. This programme awards a certain sum of cash benefit which accrues to the recipient on graduated periods of uninterrupted service. Key management personnel compensation comprised:

Notes to the Consolidated and Separate Financial Statements

34 Related parties (cont'd)

(b) Key management personnel compensation (cont'd)

	2024 ₦'000	2023 ₦'000
Executive Committee / Management Team	3,877,991	1,725,824
Other managers	1,558,365	1,659,307
Short-term employee benefits	5,436,356	3,385,131
Long-term employee benefits:		
Post-employment benefits	225,132	190,595
Share based payments	1,205,288	52,172
	6,866,776	3,627,898

(c) The Nigerian Breweries-Felix Ohiwerei Education Trust Fund

The Nigerian Breweries-Felix Ohiwerei Education Trust Fund (The Trust Fund) is an unconsolidated sponsored structured entity incorporated by Nigerian Breweries Plc in November 1994 as a charitable Trust for the advancement of education at all levels in Nigeria. The Company made a capital grant of ₦100 million to The Trust Fund in 1994 which The Trust has continued to invest in quoted shares, fixed deposits, bonds and other short term financial instruments. The capital grant was recognised as an expense by the Company in the year it was made. The proceeds from the investments are disbursed solely for the promotion of education in Nigeria. The Company is not exposed to variability of returns from its involvement in The Trust Fund. According to the constitution of The Trust Fund, the Company has no residual interest in The Trust Fund on its dissolution. As a result of the above, The Trust Fund has not been consolidated.

The Company provides managerial support to The Trust Fund at no cost and intends to continue to provide the support into the future. During the year, the Company paid for certain expenses of The Trust Fund for which it was reimbursed at cost.

As at year end The Trust Fund held 48,084,530 (2023: 28,752,100) number of shares in the Company.

35 Subsequent events

There are no significant subsequent events, which could have had a material effect on the state of affairs of the Group as at 31sDecember 2024 that have not been adequately provided for or disclosed in the financial statements, However the company has received approval from the shareholders to acquire controlling shares in Distell wines and spirits Nigeria Limited.

36 Going concern

The Company's current liabilities exceeded its current assets by ₦188 billion (2023: ₦354 billion).The Directors believe this is not indicative of going concern issues as there are sufficient credit lines available to the company to meet its working capital requirements on an ongoing basis for at least twelve months from the date of approval of the annual financial statements. There are no restrictions to the Company's ability to access the facilities. The financial statements have therefore been prepared on a going concern basis, which assumes that the company will continue its operations for the foreseeable future. The Directors have made this assessment based on the current financial position of the company, its projected cash flows, and other relevant factors."

35 Condensed financial data of consolidated entities

Condensed statement of financial position

	Group ₦'000	Elimination entries ₦'000	Nigerian Breweries ₦'000	Subsidiaries (234 Sores/Distell Nigeria) ₦'000
ASSETS				
Property, plant and equipment	535,270,542	-	527,012,459	8,258,083
Right-of-use assets	8,995,840	-	8,995,840	-
Intangible assets and goodwill	99,843,788	6,273,002	93,068,714	502,072
Investments	150,000	(4,084,986)	4,234,986	-
Other receivables	2,635,656	-	2,635,656	-
Deferred tax Asset	66,676,061	(450,244)	67,126,305	-
Non-current assets	**713,571,887**	**1,737,772**	**703,073,960**	**8,760,155**
Inventories	181,259,479	-	178,613,155	2,646,324
Trade and other receivables	52,719,715	(4,339,490)	55,973,834	1,085,371
Prepayments	4,150,181	-	4,150,181	-
Deposit for imports	35,022,710	-	35,022,710	-
Cash and cash equivalents	150,587,526	-	149,333,713	1,253,813
Assets held for sale	964,150	(100,000)	100,000	964,150
Current assets	**424,703,761**	**(4,439,490)**	**423,193,593**	**5,949,658**
Total assets	**1,138,275,648**	**(2,701,718)**	**1,126,267,553**	**14,709,813**
EQUITY				
Share capital	15,491,513	(105,000)	15,491,513	105,000
Share premium	615,903,127	(1,899,464)	615,903,127	1,899,464
Share based payment reserve	1,436,397	-	1,436,397	-
Retained earnings	(169,799,542)	3,180,242	(167,366,517)	(5,613,267)
Equity attributable to owners of the Company	**463,031,495**	**1,175,778**	**465,464,520**	**(3,608,803)**
Non-controlling interest	912,238	912,238	-	-
Total equity	**463,943,733**	**2,088,016**	**465,464,520**	**(3,608,803)**
LIABILITIES				
Loans and borrowings	40,000,000	-	40,000,000	-
Lease liabilities	-	-	-	-
Employee benefits	9,745,943	-	9,745,943	-
Deferred tax liabilities	-	(450,244)	-	450,244
Non-current liabilities	**49,745,943**	**(450,244)**	**49,745,943**	**450,244**
Lease liabilities	2,812	-	2,812	-
Current tax liabilities	10,402,030	-	9,682,834	719,196
Dividend payable	7,174,392	-	7,174,392	-
Trade and other payables	435,568,129	(1,943,999)	428,380,575	9,131,553
Lease Liabilities	-	-	-	-
Provisions	1,922,651	-	1,646,462	276,189
Liabilities directly associated with assets classified as held for sale	465,648	(2,395,491)	-	2,861,139
Current liabilities	**624,585,972**	**(4,339,490)**	**611,057,090**	**17,868,372**
Total liabilities	**674,331,915**	**(4,789,734)**	**660,803,033**	**18,318,616**
Total equity and liabilities	**1,138,275,648**	**(2,701,718)**	**1,126,267,553**	**14,709,813**

Notes to the Consolidated and Separate Financial Statements

35 Condensed financial data of consolidated entities

Condensed statement of profit or loss

	₦'000	Elimination entries ₦'000	Nigerian Breweries ₦'000	Subsidiaries (234 Sores/Distell Nigeria) ₦'000
Net Revenue	**1,084,435,998**	**-**	**1,074,881,526**	**9,554,472**
Cost of sales	(764,520,390)	-	(757,330,373)	(7,190,017)
Gross profit	**319,915,608**	**-**	**317,551,153**	**2,364,455**
Other income	4,028,939	-	4,028,939	-
Marketing and distribution expenses	(203,238,705)	-	(203,216,119)	(22,586)
Administrative expenses	(46,755,269)	-	(46,349,071)	(406,198)
Net release of expected credit loss on financial assets	(4,053,590)	-	(3,611,801)	(441,789)
Profit/(loss) from operating activities	**69,896,983**	**-**	**68,403,101**	**1,493,882**
Finance income	4,242,160	-	4,242,160	-
Net loss on foreign exchange transactions	(157,594,582)	-	(155,878,191)	(1,716,391)
Finance costs	(99,462,019)	-	(99,186,320)	(275,699)
Net finance (costs)/income	**(252,814,441)**	**-**	**(250,822,351)**	**(1,992,090)**
Profit/(loss) before tax	**(182,917,458)**	**-**	**(182,419,250)**	**(56,419)**
Income tax expense	38,033,964	-	38,080,801	(46,837)
Loss after tax from continuing operations	**(144,883,494)**	**-**	**(144,338,449)**	**(545,045)**
Loss for the year from discontinued operations	(112,754)	-	-	(112,754)
Loss for the year	**(144,996,248)**	-	**(144,338,449)**	**(657,799)**
Profit for the year attributable to:				
Owners of the Company	(144,887,239)	-	(144,338,449)	(657,799)
Non-controlling interest	(109,009)	-	-	-
Profit for the year	**(144,996,248)**	**-**	**(144,338,449)**	**(657,799)**

Condensed statement of other comprehensive income

	Group ₦'000	Elimination entries ₦'000	Nigerian Breweries ₦'000	Subsidiaries (234 Sores/Distell Nigeria) ₦'000
Profit/(loss) for the year	(144,996,248)	**-**	(144,338,449)	(657,799)
Actuarial gains	1,355,148	**-**	1,355,148	
Total comprehensive income/(loss) for the year	**(143,641,100)**	**-**	**(142,983,301)**	**(657,799)**
Total comprehensive income for the year attributable to:				
Owners of the Company	(143,532,091)	**-**	(142,983,301)	(657,799)
Non-controlling interest	(109,009)	**-**	-	-
Total comprehensive income/(loss) for the year	**(143,641,100)**	**-**	**(142,983,301)**	**(657,799)**

Notes to the Consolidated and Separate Financial Statements

36 Condensed financial data of consolidated entities

Condensed statement of cash flows

	Group ₦'000	Elimination entries ₦'000	Nigerian Breweries ₦'000	Subsidiaries (234 Sores/Distell Nigeria) ₦'000
Cash flows from operating activities				
Net profit/(loss)	**(144,996,248)**	**-**	**(144,338,449)**	**(657,799)**
Adjustments for:				
Depreciation and impairment loss	51,895,216	-	51,375,711	519,505
Depreciation of right-of-use asset	1,619,547	-	1,619,547	-
Amortisation of intangible assets	1,808,676	-	1,786,455	22,221
Finance income	(4,242,160)	-	(4,242,160)	-
Finance expenses	99,462,019	-	99,186,320	275,699
Gain/ (Loss) on foreign exchange transactions	106,101,574	-	105,320,639	780,935
Employee benefit charge	809,950	-	809,950	-
Share based payment charge	1,230,212	-	1,230,212	-
Gain on sale of property, plant and equipment	(1,296,306)		(1,296,306)	-
Income tax expense	(38,033,964)	-	(38,080,801)	46,837
Change in inventories	(58,407,704)	-	(56,740,361)	(1,667,343)
Change in trade and other receivables	(3,178,802)	1,943,999	(7,381,830)	2,259,029
Change in prepayments	(1,179,853)	-	(1,179,853)	-
Change in trade and other payables	111,202,865	(1,943,999)	111,460,562	1,686,302
Provisions	(817,735)	-	(843,924)	26,189
Change in deposit for imports	(18,816,414)	-	(18,816,414)	-
Cash generated from operating activities	**109,515,950**	**-**	**106,224,375**	**3,291,575**
Income tax paid	(3,033,062)	-	(3,033,062)	-
Gratuity paid	(1,049,661)	-	(1,049,661)	-
Other long term employee benefits paid	(1,278,810)	-	(1,278,810)	-
Share based payment	(1,263,642)	-	(1,263,642)	-
VAT paid	(44,494,210)	-	(44,494,210)	-
Net cash from operating activities	**52,041,488**	**-**	**48,749,913**	**3,291,575**
Cash flow from investing activities				
Finance income	4,242,160	-	4,242,160	-
Proceeds from sale of property plant and equipment	1,307,165	-	1,307,165	-
Acquisition of property plant and equipment	(137,571,739)	-	(135,548,533)	(2,023,206)
Proceeds from disposal of subsidiary	(3,766,747)	-	(4,084,986)	318,239
Acquisition of right-of-use asset	(1,687,125)	-	(1,685,893)	(1,232)
Assets held for sale	(163,928)	-	-	(163,928)
Acquisition of intangible assets	(2,941,210)	-	(2,941,210)	-
Net cash (used)/from investing activities	**(140,581,424)**	**-**	**(138,711,297)**	**(1,870,127)**
Proceeds of loans and borrowings	371,280,282	-	371,280,282	-
Repayment of loans and borrowings	(598,272,078)	-	(598,272,078)	-
Repayment of lease liabilities	(39,803)	-	(39,803)	-
Interest paid	(93,521,932)	-	(93,246,233)	(275,699)
Proceeds on issue of shares	543,312,639	-	543,312,639	-
Change in deposit at registrars related unclaimed dividends	866,587	-	866,587	-
Dividends paid	(8,314,169)	-	(8,314,169)	-
Net cash used in financing activities	**215,311,526**	**-**	**215,587,225**	**(275,699)**
Net increase in cash and cash equivalents	126,771,590	-	125,625,841	1,145,749
Effect of foreign exchange rate changes on cash and cash equivalent	(15,750,437)	-	(15,750,437)	-
Cash and cash equivalents at 1st January	39,566,373	-	39,458,309	108,064
Cash and cash equivalents at 31st December	**150,587,526**	**-**	**149,333,713**	**1,253,813**

ADDITIONAL INFORMATION

Value Added Statement

	Group				Company			
	2024	**%**	**2023**	**%**	**2024**	**%**	**2023**	**%**
	₦'000		**₦'000**		**₦'000**		**₦'000**	
Revenue	1,084,435,998		599,643,031		1,074,881,526		599,508,761	
Bought in materials and services								
- Imported	(220,156,101)		(161,810,075)		(220,156,101)		(161,810,075)	
- Local	(832,397,202)		(446,632,399)		(823,403,896)		(446,582,153)	
	31,882,695		**(8,799,443)**		**31,321,529**		**(8,883,467)**	
Other income	4,028,939		2,957,510		4,028,939		2,957,397	
Finance income	4,242,160		513,239		4,242,160		513,239	
Value added by operating activities	**40,153,794**	**100**	**(5,328,694)**	**100**	**39,592,628**	**100**	**(5,412,831)**	**100**
Distribution of value added								
To Government as:								
Taxes	6,026,910	15	3,036,127	82	6,002,499	15	3,033,061	82
To Employees:								
Salaries, wages, fringe and end of service benefits	68,420,973	170	55,495,825	(117)	68,043,844	172	55,372,648	(117)
To Providers of Finance:								
- Finance cost (interest expenses)	99,462,019	248	36,368,316	(77)	99,186,320	251	36,368,316	(77)
Retained in the Business								
To maintain and replace;								
-Property, plant and equipment	53,514,763	133	46,392,351	(98)	52,995,258	134	45,896,122	(97)
- Intangible assets	1,808,676	5	1,639,085	(3)	1,786,455	5	1,639,085	(3)
Deferred tax charge/(credit) for the year	(44,083,299)	(110)	(41,952,841)	89	(44,083,299)	(112)	(41,952,841)	89
To (offset)/augment reserves	(144,996,248)	(361)	(106,307,557)	224	(144,338,449)	(365)	(105,769,222)	223
Value added	**40,153,794**	**100**	**(5,328,694)**	**100**	**39,592,628**	**100**	**(5,412,831)**	**100**
Dividends to shareholders from reserves	**-**		**10,584,416**		**-**		**10,584,416**	

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

Company Five-Year Financial Summary

	2024 ₦'000	2023 ₦'000	2022 ₦'000	2021 ₦'000	2020 ₦'000
Statement of comprehensive income					
Revenue	**1,074,881,526**	**599,508,761**	**550,477,627**	**437,195,534**	**337,006,267**
Results from operating activities	68,403,101	44,498,680	52,555,236	41,811,987	29,817,785
(Loss)/Profit before taxation	(182,419,250)	(144,689,002)	18,092,530	23,929,796	11,707,745
(Loss)/Profit for the year	(144,338,449)	(105,769,222)	13,925,086	12,927,163	7,525,621
Comprehensive income for the year	(142,983,301)	(106,104,402)	13,980,657	16,011,468	6,882,441
Ratios					
Earnings per share (kobo)	(1,203)	(1,275)	168	161	94
Share price at year end (Naira)	32	36	41	50	56
Declared dividend per share (kobo)	-	103	160	109	176
Dividend coverage (times)	-	(12.38)	1.05	1.48	0.52
Net assets per share (kobo)	3,878	785	2,180	2,140	2,015
Statement of financial position					
Employment of Funds					
Property, plant and equipment	527,012,459	440,787,687	357,922,963	255,630,534	212,369,121
Right-of-use assets	8,995,840	8,929,494	9,828,656	12,364,126	42,834,781
Intangible assets	93,068,714	91,913,959	93,425,102	94,334,332	95,272,318
Investments	4,234,986	250,000	929,625	929,625	929,625
Other receivables	2,635,656	2,152,592	2,022,169	1,134,459	911,375
Deferred tax asset	67,126,305	23,710,466	-	-	-
Net current liabilities	(187,863,497)	(354,452,144)	(250,979,129)	(148,442,822)	(84,667,388)
Loans and borrowings	(40,000,000)	(136,283,827)	(2,425,875)	(6,831,273)	(39,636,707)
Lease Liability	-	(1,684)	(14,622)	(2,733,579)	(32,288,385)
Employee benefits	(9,745,943)	(11,837,931)	(11,422,347)	(10,964,102)	(16,719,748)
Deferred tax liabilities	-	-	(18,407,463)	(23,281,997)	(17,854,115)
Net assets	**465,464,520**	**65,168,612**	**180,879,079**	**172,139,303**	**161,150,877**
Funds Employed					
Share capital	15,491,513	5,138,066	5,138,066	4,037,916	3,998,451
Share premium	615,903,127	82,943,935	82,943,935	77,499,797	73,770,356
Share based payment reserve	1,436,397	1,469,827	944,383	170,753	214,506
Retained earnings	(167,366,517)	(24,383,216)	91,852,695	90,430,837	83,167,564
	465,464,520	**65,168,612**	**180,879,079**	**172,139,303**	**161,150,877**

The financial information presented above reflects historical summaries based on IFRS Accounting Standards.

Group Five-Year Financial Summary

	2024 ₦'000	2023 ₦'000	2022 ₦'000	2021 ₦'000	2020 ₦'000
Statement of comprehensive income					
Revenue	**1,084,435,998**	**599,643,031**	**550,637,994**	**437,285,189**	**337,046,213**
Results from operating activities	69,896,983	43,963,411	51,756,021	41,494,274	29,605,001
(loss)/Profit before taxation	(182,917,458)	(145,224,271)	17,340,549	23,701,140	11,576,545
Loss for the year from discontinued operations	(112,754)	-	-	-	-
(Loss)/Profit for the year	(144,996,248)	(106,307,557)	13,186,761	12,671,959	7,368,369
Comprehensive income for the year	(143,641,100)	(106,642,737)	13,242,332	15,756,264	6,725,189
Ratios					
Earnings per share (kobo)	(1,207)	(1,275)	168	161	92
Share price at year end (Naira)	32	36	41	50	56
Declared dividend per share (kobo)	-	103	160	109	176
Dividend coverage (times)	-	(12.38)	1.05	1.48	0.53
Net assets per share (kobo)	3,866	763	2,168	2,137	2,016
Statement of financial position					
Employment of Funds					
Property, plant and equipment	535,270,542	441,433,475	358,967,704	257,216,814	213,412,133
Right-of-use assets	8,995,840	8,945,331	9,901,779	12,520,277	42,915,964
Intangible assets	99,843,788	91,913,959	93,425,102	94,334,332	95,272,318
Investments	150,000	150,000	150,000	150,000	150,000
Other receivables	2,635,656	2,152,592	2,022,169	1,134,459	911,375
Deferred tax asset	66,676,061	23,710,466	-	-	-
Net current liabilities	(199,882,211)	(356,898,004)	(252,282,732)	(149,632,667)	(84,983,793)
Loans and borrowings	(40,000,000)	(136,283,827)	(2,425,875)	(6,831,273)	(39,636,707)
Lease Liability	-	(1,684)	(14,622)	(2,733,579)	(32,288,385)
Employee benefits	(9,745,943)	(11,837,931)	(11,422,347)	(10,964,102)	(16,719,748)
Deferred tax liabilities	-	-	(18,407,463)	(23,281,997)	(17,854,115)
Net assets	**463,943,733**	**63,284,377**	**179,913,715**	**171,912,264**	**161,179,042**
Funds Employed					
Share capital	15,491,513	5,138,066	5,138,066	4,037,916	3,998,451
Share premium	615,903,127	82,943,935	82,943,935	77,499,797	73,770,356
Share based payment reserve	1,436,397	1,469,827	944,383	170,753	214,506
Retained earnings	(169,799,542)	(26,267,451)	90,773,894	90,094,911	83,093,100
Non Controlling Interest	912,238	-	113,437	108,887	102,629
	463,943,733	**63,284,377**	**179,913,715**	**171,912,264**	**161,179,042**

The financial information presented above reflects historical summaries based on IFRS Accounting Standards.

Shareholders' Information

(a) Substantial Interest in Shares:

According to the Register of Members, the following shareholders held more than 5% of the issued share capital of the Company on 31st December 2024.

S/No	Shareholder	Number of Shares	%
(i)	Heineken Brouwerijen B.V.*	14,227,016,757	45.92
(ii)	Heineken International B.V. *	6,753,982,862	21.80
(iii)	Stanbic Nominees Nigeria Limited	4,549,350,131	14.68
(iv)	Distilled Trading International B.V.*	1,606,123,477	5.18
	Total	**27,136,473,227**	**87.58**

* Heineken Brouwerijen B.V., Heineken International B.V., and Distilled Trading International B.V., are part of the HEINEKEN N.V. Group, which held a total of 72.90% shares in the Company as at the 31st of December 2024.

(b) Statistical Analysis of Shareholding

(i) The issued and fully paid-up Share Capital of the Company as at 31st December 2024 was 30,983,026,920 Ordinary Shares of 50 kobo each. According to the Register of Members, the first three shareholders listed in paragraph (a) above (and holding a total of 82.4% shares), each held more than 10% of the Issued Share Capital as at the said date. The remaining 17.6% shares were held by other individuals and institutions, including the aforementioned Distilled Trading International B.V.

(ii) The Registrars advised that the range of shareholding as at 31st December, 2024, was as follows:

Range			No. of Holders	Holders%	Units	Units%
1	-	1000	40,477	35.08	15,966,361	0.05
1001	-	5000	36,150	31.33	86,118,600	0.28
5001	-	10000	10,631	9.21	77,286,537	0.25
10001	-	50000	18,422	15.97	424,050,963	1.37
50001	-	100000	6,023	5.22	426,606,967	1.38
100001	-	500000	3,136	2.72	601,201,668	1.94
500001	-	1000000	262	0.23	188,595,868	0.61
1000001	-	5000000	232	0.20	449,979,715	1.45
5000001	-	10000000	13	0.01	84,144,814	0.27
10000001	-	50000000	21	0.02	508,108,866	1.64
50000001	-	100000000	2	0.00	146,535,488	0.47
100000001	-	10276132376	16	0.01	27,974,431,253	90.29
			115,385	**100**	**30,983,027,100**	**100**

(c) Share Capital History

Year	Authorised (₦)		Issued & Fully Paid-up (₦)		Consideration
Date	Increase	Cumulative	Increase	Cumulative	
January 1976	-	8,000,000	-	6,100,000	Cash
June 1976	1,150,000	9,150,000	3,050,000	9,150,000	Bonus Scrip (1:2)
February 1977	9,150,000	18,300,000	9,150,000	18,300,000	Bonus Script (1:1)
February 1978	3,660,000	21,960,000	3,660,000	21,960,000	Bonus Script (1:5)
July 1979	7,320,000	29,280,000	7,320,000	29,280,000	Bonus Script (1:3)
June 1980	7,320,000	36,600,000	7,320,000	36,600,000	Bonus Script (1:4)
June 1981	9,150,000	45,750,000	9,150,000	45,750,000	Bonus Script (1:4)
June 1983	11,437,750	57,187,000	11,437,500	57,187,500	Bonus Script (1:4)
June 1986	28,593,750	85,781,250	28,593,750	85,781,250	Bonus Script (1:2)
June 1990	28,593,750	114,375,000	28,593,750	114,375,000	Bonus Script (1:3)
June 1993	114,375,000	228,750,000	114,375,000	228,750,000	Bonus Script (1:1)
June 1995	228,750,000	457,500,000	228,750,000	457,500,000	Bonus Script (1:1)
June 1999	305,000,000	762,500,000	305,000,000	762,500,000	Bonus Script (2:3)
June 2000	737,500,000	1,500,000,000	182,224,609	944,724,609	Conversion*
December 2001	-	-	570,218	945,294,827	Conversion*
June 2002	500,000,000	2,000,000,000	945,294,827	1,890,589,654	Bonus Script (1:1)
December 2002	-	-	12,000	1,890,601,654	Conversion*
December 2003	-	-	38,931	1,890,640,585	Conversion*
June 2004	2,000,000,000	4,000,000,000	1,890,640,585	3,781,281,170	Bonus Script (1:1)
May 2012	-	4,000,000,000	71,046	3,781,352,216	Merger**
December 2014	-	4,000,000,000	183,198,228	3,964,550,444	Merger***
June 2017	1,000,000,000	5,000,000,000	33,900,582	3,998,451,026	Scrip Dividend
June 2021	-	5,000,000,000	39,464,924	4,037,915,950	Scrip Dividend
June 2022	-	5,000,000,000	72,537,001	4,110,452,950	Scrip Dividend
December 2022	138,066,189	5,138,066,189	1,027,613,239	5,138,066,189	Bonus Script (1:4)
December 2024	11,303,745,616	16,441,811,805	10,353,447,271	15,491,513,460	Rights issue (11:5)

** In 2000, the Company raised N7 billion from shareholders (rights issue) via an unsecured and convertible loan stock. The loan was converted to equity at the option of each loan stock holder between 2000 and 2003 at the prevailing market price of the Company's share at the time of conversion.*
*** Shares issued for the merger with Life Breweries Company Limited and Sona System Associates Business Management Limited.*
**** Shares issued for the merger with Consolidated Breweries Plc.*

(d) Bonus Scrip Shares

Date Issued	**Ratio**
19 June 1976	One for two
26 February 1977	One for one
25 February 1978	One for five
11 July 1979	One for three
28 June 1980	One for four
19 June 1981	One for four
29 June 1983	One for four
25 June 1986	One for two
27 June 1990	One for three
30 June 1993	One for one
28 June 1995	One for one
30 June 1999	Two for three
27 June 2002	One for one
30 June 2004	One for one
8 December 2022	One for four

(e) Shareholding Pattern and Free Float Declaration

	31st December, 2024			31st December, 2023	
Share Price (Naira)	**32**			**36**	
	Units	*% (issued share capital)*		*Units*	*% (issued share capital)*
Issued Share capital	**30,983,026,920**	**100.00%**		**10,276,132,378**	**100.00%**
Substantial Shareholding (5% and above) *					
Heineken Brouwerijen B.V.	14,227,016,757	45.92%		3,937,890,521	38.32%
Heineken International B.V.	6,753,982,862	21.80%		282,015,082	2.74%
Distilled Trading International B.V.	1,606,123,477	5.18%		1,606,123,477	15.63%
Total Substantial Shareholding	**22,587,123,096**	**72.90%**		**5,826,029,080**	**56.69%**
Directors' Shareholding (direct and indirect, excluding directors with substantial interest					
Mrs. Stella Ojekwe-Onyejeli (Direct)	155,128	0.00%		0	0.00%
Mrs. Ifueko Omoigui Okauru, MFR (Direct)	44,990	0.00%		44,990	0.00%
Mrs. Adeyinka O. Aroyewun (Direct)	166,746	0.00%		52,108	0.00%
Total Directors' Shareholding	**366,864**	**0.00%**		**97,098**	**0.00%**
Other Influential Shareholding					
The Nigerian Breweries-Felix Ohiwerei Education Trust Fund	48,084,548	0.16%		22,897,404	0.28%
Progress Trust (CPFA) Limited	5,606,495	0.02%		4,132,295	0.04%
Government and Institutional shareholdings	34,499,404	0.11%		67,741,840	0.66%
Total Other Influential Shareholding	**88,190,447**	**0.28%**		**94,771,539**	**0.98%**
Free Float in Units and Percentage	**8,307,346,513**	**26.81%**		**4,355,234,661**	**42.32%**
Free Float in Value (in Naira)	**265,835,088,416**			**156,788,447,796**	

* While Stanbic Nominees Nigeria Limited held 14.68% of the Company's shares as at 31st December 2024, these shares are held on behalf of various shareholders. Consequently, the shares are considered as free floats and available for trading on the floor of The Exchange.

(f) Dividend Overview

Members are hereby informed that Nigerian Breweries Plc declared the following dividends in the last twelve years:

Financial	Dividend No.	Profit after Taxation	Dividend	Dividend per Share (kobo)	Date approved
		(₦'000)	(₦'000)		
2011	97	38,408,846	22,687,687	300	16th May, 2012
2012	98	38,042,714	22,668,113	300	15th May, 2013
2013	99	43,080,349	34,032,170	450	14th May, 2014
2014	100 (Interim)		9,453,381	125	22nd October, 2014
2014	101	42,520,253	27,751,853	350	13th May, 2015
2015	102 (Interim)		9,514,921	120	21st October, 2015
2015	103	38,059,684	28,544,763	360	11th May, 2016
2016	104 (Interim)		7,929,101	100	26th October, 2016
2016	105	28,396,777	20,457,080	258	3rd May, 2017
2017	106 (Interim)		7,996,902	100	25th October, 2017
2017	107	33,009,292	25,030,303	313	20th April, 2018
2018	108 (Interim)		4,798,141	60	25th October, 2018
2019	109	19,401,169	14,603,028	243	17th May, 2019
2019	110 (Interim)		3,998,451	50	25th October, 2019
2020	111	16,104,763	12,075,322	151	23rd June, 2020
2020	112 (Interim)		1,999,226	25	29th October, 2020
2021	113	7,517,088	5,517,862	69	22nd April, 2021
2021	114 (Interim)		3,230,333	40	29th October, 2021
2022	115	12,927,163	9,690,998	120	22nd April, 2022
2022	116 (Interim)		3,230,333	40	26th October, 2022
2023	117	13,925,086	10,584,416	103	26th April, 2023

(g). Unclaimed dividend warrants and share certificates.

We hereby notify our numerous shareholders that some dividends arising from the list above have remained unclaimed as per our records. Also, a number of share certificates have been returned to us as unclaimed because the addresses on them could not be traced or the Shareholders did not collect them from the Post Office in good time. The affected shareholders are hereby requested to contact the Registrar, First Registrars and Investor Services Limited, Plot 2 Abebe Village Road, Iganmu, P.M.B. 12693, Marina, Lagos, Nigeria.

Major Customers

1	A.O Amuta & Sons Trading Co. Ltd.
2	A.S. Yakubu & Sons (Nig.) Ltd.
3	Abikka Trading Co. Ltd.
4	Adeleke Mary Oluwafunmilayo Venture
5	Amanchuks Ventures Co. (Nig.) Ltd.
6	Amoore Trading Co. (Nig.) Ltd.
7	Anaebo Global Services Ltd.
8	Anason Associates (Nig.) Ltd.
9	Andy Global Services
10	Ashade Joseph
11	Atreos Retail Platform
12	Auscatec Merchants Ltd.
13	Austino Enterprises
14	Aust-Verly And Sons (Nig.) Ltd.
15	Ayankola Fatimo & Sons (Nig.) Ltd.
16	Bolaji Karounwi
17	Bufa Investment Co. Ltd.
18	Bumzer Classic Multi Ventures Ltd.
19	C.N. Anyoha And Sons Ltd.
20	Cele O Que Enterprises (Nig.) Ltd.
21	Chibros Multi Resources Ltd.
22	Chidi Ndupu Enterprise Ltd.
23	Chidi Ndupu Enterprises Ltd.
24	Chrisemua And Sons (Nig.) Ltd.
25	Chuks & UC Nwaubani Investment Ltd.
26	Chukwudi & Sons Ltd.
27	De Chimax Enterprises (Nig.) Ltd.
28	Eja Golden Motel Limited
29	Ejike Okolie
30	Elma-Paul Logistics Ltd.
31	Enoba and Sons Enterprises
32	Ensik Global Ventures
33	Etigwam (Nig.) Ltd.
34	Fidelity Structures Ltd.
35	Fortunes Renaissance Enterprises
36	Franklouse (Nig.) Ltd.
37	G.A.Dike And Sons Ltd.
38	Ginika Store
39	God's Love International Services &
40	Hotels De James (Nig.) Ltd.
41	Ifejiofor and Sons
42	Ifekwesi Ventures Ltd.
43	Innovation Era (Nig.) Ltd.
44	Isimemene Okoh Business Venture
45	J. C. Moghalu & Sons (Nig.) Ltd.
46	J. Jocac Co. (Nig.) Ltd.
47	J. Ogungbola & Sons Ltd.
48	J.O. Azubogu & Co. (Nig.) Ltd.
49	Jamin Buddy Industrial Co. Ltd.
50	Jb Ent
51	Jekok (Nig.) Ltd.
52	Joacson Multi Concept Ltd.
53	Justrite Ltd.
54	K.C. Investment (Nig.) Ltd.
55	Ken Maduakor Group Ltd.
56	Lexican Investments Ltd.
57	LittleSpring Universal Concepts
58	M.O. Nkala (Nig.) Ltd.
59	Macden Communications Ltd
60	MACM And MACJ Nig. Ltd.
61	Magulf Global Enterprises
62	Makt Biz Ents Ltd.
63	Malexchilo Global Ltd.
64	Marcellinus And Brothers Elite Ltd.
65	MCM Ltd.
66	Modafe Global Resources (Nig.) Ltd.
67	Modupe Folarin (Nig.) Ltd.
68	Moses & Kossy (Nig.) Enterprise
69	Nathan Ofoma And Sons Ltd.
70	O-Fage Ent (Nig.) Ltd.
71	Oficon (Nig.) Ltd.
72	Okobiz Venture Ltd.
73	Olat Multi Mega Business (Nig.) Ltd
74	Omotayo Stores
75	Onike Stores Ltd.
76	Owokornu And Brothers Investment Lt
77	P.N. Dibor And Co. Ltd.
78	Paddymann (Nig.) Ltd.
79	Patrick Telford And Co. Ltd.
80	R N Okeke & Sons
81	R.A.Olaiya Ltd.
82	Rayd Global Solution Ltd.
83	Redemption Resources International
84	Retail Supermarkets (Nig.) Ltd.
85	Rithcharley and Sons Ventures
86	Sammy Mautin (Nig.) Ltd.
87	Senna Atlantic Ltd.
88	Sical Global Ideal Investment Ltd.
89	Skyward Resources Ltd.
90	Steve Imafidon & Sons Ltd.
91	Sufaye Investments Ltd.
92	Sundry Markets Ltd.
93	Tasho (Nig.) Ltd.
94	Thames Aghedo Enterprises Ltd.
95	Timercy Heritage Ltd.
96	Tina U and Associate Ltd.
97	UGOMAX MEGA CONCEPTS LTD
98	Universal Finance Consult & Invest Ltd
99	Vicmond Ade Enterprises Ltd.
100	Zubbi Global Enterprises Ltd.