

**VFD Group PLC**

**Quarterly returns  
for the period ended 31 March 2019**

**CERTIFICATION PURSUANT TO SECTION 60(2) OF INVESTMENT AND SECURITIES ACT No. 29 OF 2007**

We, the undersigned, hereby certify the following with regards to our Management accounts for the period ended 31 March 2019, that:

- a) We have reviewed the report;
- b) To the best of our knowledge, the report does not contain:
  - i) any untrue statement of a material fact, or
  - ii) omit to state a material fact, which would make statements misleading in the light of circumstances under which such statements were made;
- c) To the best of our knowledge, the financial statements and other financial statements included fairly represent in all material respects the financial condition and result of the operation of the company as of and for the period presented in the report
- d) We:
  - i) are responsible for establishing and maintaining internal control
  - ii) have designed such internal controls to ensure that material information relating to the company is made known to such officers by others within those entities particularly during the year in which those periodic reports are being prepared
  - iii) have evaluated the effectiveness of the company's internal controls as of date within 90 days prior to the report
- e) We have disclosed to the auditors of the company and audit committee
  - i) all significant deficiency in the design or operation of internal controls which would adversely affect the company's ability to record, process, summarize and report financial data and have identified for the company's auditors, any material weakness in internal controls, and
  - ii) Any fraud, whether or not material, that involves management or other employees who have significant roles in the company's internal controls
- f) We have identified in the report whether or not there were significant changes in internal controls or other factors that could significantly affect internal controls subsequent to the date of evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses

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Folajimi Adeleye  
FRC/2017/ICAN/00000017043  
Group Financial Controller  
30 April 2019

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Nonso Okpala  
FRC/2013/ICAN/00000004697  
Group Managing Director  
30 April 2019

### **Significant accounting policies**

Accounting policies are the specific principles, bases, conventions, rules and practices applied by an entity in preparing and presenting financial statements.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all periods presented in these financial statements.

### **Basis of Preparation**

The consolidated financial statements have been prepared on a historical cost basis, except for Financial Assets held for trading and Available for sale financial assets which are measured at fair value, loan and receivables, Held to maturity financial assets and borrowings which are measured at amortised costs.

### **Functional and Presentation Currency**

The consolidated financial statements are presented in Nigerian Naira (N) and all values are rounded up to the nearest thousand (N'000), except when otherwise indicated.

### **Basis of Consolidation**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March 2019. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee if and only if it:

- \* has power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- \* is exposed, or has rights, to variable returns from its involvement with the investee, and
- \* has the ability to use its power over the investee to affect its returns.

When the Company has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- \* The contractual arrangement with the other vote holders of the investee
- \* Rights arising from other contractual arrangements
- \* The Company's voting rights and potential voting rights.

The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Company gains control until the date the Company ceases to control the subsidiary.

and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Company loses control over a subsidiary, it:

- \* Derecognises the assets (including any goodwill) and liabilities of the subsidiary
- \* Derecognises the carrying amount of any non-controlling interests
- \* Derecognises the cumulative translation differences recorded in equity
- \* Recognises the fair value of the consideration received
- \* Recognises the fair value of any investment retained
- \* Recognises any surplus or deficit in profit or loss

\* Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Company had directly disposed of the related assets or liabilities.

#### **Transaction eliminated on consolidation**

Intra-group balances, and income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

#### **Investment in joint venture**

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investment in joint venture is accounted for using the equity method.

Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment separately.

The statement of profit or loss reflects the Group's share of the results of operations of the joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the associate or joint venture.

The aggregate of the Group's share of profit or loss of a joint venture is shown on the face of the statement of profit or loss outside operating profit and represents profit or loss after tax and non-controlling interests in the subsidiaries of the joint venture. The financial statements of the joint venture are prepared for the same reporting period as the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, and then recognises the loss as 'Share of profit of a joint venture' in the statement of profit or loss.

Upon loss of significant influence over the joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

#### **Separate Financial Statements**

In line with Nigerian company regulations, the Company prepares separate financial statements. In the separate financial statements, investments in subsidiaries and joint ventures are accounted for at cost.

### **Foreign Currency Transactions**

Foreign currency transactions are translated and recorded in Naira using the exchange rates prevailing at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items 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 rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

### **Cash and cash equivalents**

For the purposes of the consolidated statement of cash flows, Cash and cash equivalents include cash in hand, unrestricted demand, call deposits with banks, and short term highly liquid financial assets (including money market funds), with original maturities of three months or less from the acquisition date, which are subject to insignificant risk of changes in their value and used by the Group in the management of its short-term commitments.

### **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. A financial asset or liability is recognised when the Group becomes a party to the contractual provisions of the instrument.

### **Classification of financial assets**

The Group classifies its financial assets into the following categories: Loans and receivables and Available-for-sale financial assets. Management determines the appropriate classification at initial recognition and this depends on the purpose for which the assets were acquired or originated. The Group's financial assets include cash and short-term deposits, trade and other receivables.

### **Recognition and measurement**

Financial assets are initially recognised at fair value plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

### **Loans and receivables**

Loans and receivables, after initial recognition, are measured at amortised cost, using the effective interest rate method (EIR) less impairment losses. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. Gains and losses arising from changes to the carrying amounts of the receivables through the EIR amortization are included in finance income/expense in profit or loss.

### **Financial instruments faie valued at OCI**

AFS financial investments include equity investments. Equity investments classified as AFS are those that are neither classified as held for trading nor designated at fair value through profit or loss.

After initial recognition, AFS financial investments are subsequently measured at fair value with unrealised gains or losses recognised in other comprehensive income and credited in the AFS reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in other operating income, or the investment is determined to be impaired, when the cumulative loss is reclassified from the AFS reserve to the statement of profit or loss in finance costs.

The Group evaluates its available for sale financial assets whether the ability and intention to sell them in the near term is still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if the management has the ability and intention to hold the assets for foreseeable future or until maturity.

For a financial asset reclassified from the FVOCI category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on the asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the EIR. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the EIR. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

### **Impairment of financial assets**

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. Objective evidence of impairment is established as a result of one or more events that occurred after initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Objective evidence that a financial asset or group of assets is impaired includes observable data that comes to the attention of the Group about the following events:

- \* significant financial difficulty of the issuer or obligor;
- \* a breach of contract, such as a default or delinquency in interest or principal payments;
- \* it becoming probable that the borrower will enter bankruptcy or other financial difficulties;
- \* the disappearance of an active market for that financial asset because of financial difficulties;
- \* observable data indicating that there is a measurable decrease in the estimated future cash flows from a group of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the group, including:
  - adverse changes in the payment status of borrowers in the group or
  - national or local economic conditions that correlate with defaults on the assets in the group

Assets are assessed for objective evidence of an impairment loss. This may include significant breaches of contracts, serious financial difficulties or the high probability of insolvency of the counterparty. Losses are deducted from the carrying amount of the asset.

### **Financial assets carried at amortised cost**

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying value and the present value of the estimated future cash flows (excluding future credit losses that have not been incurred) discounted at financial asset's original effective interest rate. If a financial asset measured at amortised cost has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

Financial assets are tested for impairment on an individual basis. The methodology and assumptions used for estimating future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in profit or loss. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other operating income in profit or loss.

When a loan is uncollectible, it is written off against the related allowance for impairment. Such loans are written off after all the necessary procedures have been completed and the amount of the loss has been determined.

#### **Assets classified as FVOCI**

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial asset is impaired.

In the case of equity investments, a significant or prolonged decline in the fair value of the security below its cost is objective evidence of impairment resulting in the recognition of an impairment loss. When this occurs, the cumulative loss measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial assets previously recognized in profit or loss is removed from equity and recognized in the consolidated statement of comprehensive income. Impairment losses recognised in profit or loss for an investment in an equity instrument classified as available for sale shall not be reversed through profit or loss.

#### **Financial assets carried at amortised cost**

If there is objective evidence that an impairment loss has been incurred on an equity instrument that does not have a quoted price in an active market and that is not carried at fair value because its fair value cannot be reliably measured, the amount of the impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed.

#### **Derecognition of Financial Assets**

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred, or has assumed an obligation to pay those cash flows to one or more recipients, subject to certain criteria.

Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

#### **Financial Liabilities**

Financial liabilities are classified, at initial recognition as either financial liabilities at Fair Value through Profit or Loss (at FVTPL), loans and borrowings or 'other financial liabilities'.

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

#### **Subsequent measurement**

##### **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

The Group's financial liabilities include borrowings and certain balances 'Other liabilities'.  
The Group did not have financial liabilities classified at FVTPL.

### **De-recognition**

The Group de-recognises financial liabilities when, and only when, the contractual obligations are discharged, cancelled or expire and gains and losses are recognised in profit or loss. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability.

### **Offsetting financial instruments**

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

### **Intangible assets**

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software when their values can be reasonably determined and economic benefits will accrue to the Group. Computer software is stated at cost less amortisation and impairment losses.

### **Subsequent expenditure**

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. Costs associated with maintaining computer software programmes are recognised as expenses when incurred.

### **Amortisation**

Computer software are amortised over the useful economic life estimated as the period over which the assets will be used by the Group. The amortisation period and the amortisation method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. Amortisation rate for intangible asset is as follows:

Computer software	33.33%
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Amortisation is recognised in profit or loss on a straight line basis over the estimated useful life of the software, from the date the asset is available for use.

### **Derecognition of intangible assets**



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

### **Property, plant and equipment**

The Group's Property, Plant and Equipment comprise leasehold improvement, plant and machinery, office equipment, furniture and fittings and motor vehicle.

### **Recognition and measurement**

All categories of property, plant and equipment are initially recognised at their purchase cost including any costs directly attributable to bringing the asset into operation when the following conditions are met:

- \* their values can be reasonably determined
- \* the economic benefit will accrue to the Group.

Property, plant and equipment are subsequently stated at cost less accumulated depreciation and impairment losses, if any.

### **Subsequent costs**

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

### **Depreciation**

The depreciable amount of an asset is its cost less the estimated residual value at the end of its useful life, if this is significant and can be reasonably determined.

Depreciation begins when an asset is available for use and ceases at the earlier of the date that the asset is derecognised.

Depreciation is recognised in profit or loss on a straight line basis to write down the cost of each asset, to their residual values over the estimated useful lives of each part of an item of property, plant and equipment. Leased assets under finance lease are depreciated over the shorter of the lease term and their useful lives. The following annual rates are applied.

Leasehold improvement	Over the lease period
Plant and Machinery	33.33%
Office Equipment	33.33%
Furniture and Fittings	25.00%
Motor Vehicle	25.00%

The assets' residual values, useful lives and method of depreciation are reviewed, and adjusted prospectively if appropriate, at the end of each reporting period.

### **De-recognition**

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

### **Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The Group engages in finance leases and sale and leaseback transactions.

#### **Finance leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of the ownership to the lessee. All other leases are classified as operating leases.

#### **Sale and leaseback transactions**

This arises when the Group sells an asset and immediately reacquires the use of the asset by entering into a lease with the buyer.

#### **Finance leaseback**

A profit or loss on sale is not immediately recognised because the seller never disposes of the risks and rewards of ownership. Any difference between the sale price and the previous carrying value (profit) is deferred and amortised over the lease term.

#### **Group as a lessee**

Finance leases that transfer substantially all the risks and benefits incidental to ownership of the leased item to the Group, are capitalised at the commencement of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the income statement.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an operating expense in the income statement on a straight-line basis over the lease term.

#### **Group as a lessor**

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

#### **Investment in subsidiaries**

Investments in subsidiaries are reported at cost less any impairment.

#### **Impairment of non-financial assets**

The carrying amounts of the Group's non-financial assets other than deferred tax assets are assessed at the end of 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.

The recoverable amount of an asset or, if the recoverable amount of single assets cannot be determined, for the smallest identifiable group of assets that generates independent cash inflows from their continuous use, referred to as cash generating units, 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 expected to be derived from the use of the asset and, if significant and reasonably determinable, from its disposal at the end of its useful life, net of disposal costs 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.

Cash flows are determined on the basis of reasonable and documented assumptions that represent the best estimate of the future economic conditions during the remaining useful life of the asset, giving more importance to independent assumptions.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in profit or loss.

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any asset allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

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

### **Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligation as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

### **Employee benefits**

#### **Short-term benefits**

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

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

#### **Post-employment benefits**

#### **Defined contribution plans**

The Group operates a defined contribution plan in accordance with the provisions of the Pension Reform Act. The contribution of the employee and employer is 8% and 10% of the qualifying monthly emoluments (i.e. basic, housing and transport) of employees respectively. The Group's obligations for contributions to the plan are recognised as an expense in profit or loss when they are due.

### **Taxation**

Income tax expense comprises current and deferred tax.

Income tax expense is recognised in profit or loss except to the extent that results of transactions relate to items recognised directly in equity, in which case it is recognised in equity.

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

Deferred income tax is recognised, using the liability method, on all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes based on tax rates and laws that have been enacted or substantively enacted at the reporting period date and are expected to apply when the related deferred income tax liability is settled.

Deferred tax assets and liabilities are recorded under non-current assets and liabilities.

### **Share capital and reserves**

#### **Share capital**

The issued ordinary shares of the Company are classified as equity instruments. Incremental costs directly attributable to the issue of an equity instrument are shown in equity as a deduction, net of tax, from the proceeds.

#### **Share premium**

Premiums from the issue of shares are reported in share premium.

#### **Statutory reserve**

Nigerian banking regulations require Microfinance Banks to make an annual appropriation to a statutory reserve. Section 8.1.7(a) of the Central Bank of Nigeria Revised Regulatory and Supervisory Guidelines for Microfinance Banks (MFBs) stipulates that an appropriation of 50% of profit after tax is made if the statutory reserve is less than 50% of the paid-up share capital, an appropriation of 25% of profit after tax is made if the statutory reserve is 50% or more but less than 100% of the paid up share capital and 12.5% of profit after tax if the statutory reserve is equal to 100% or more of the paid-up share capital.

#### **Regulatory risk reserve**

The Nigerian banking regulator requires Microfinance Banks to create a reserve for the difference between impairment charge determined in line with the principles of IFRS and impairment charge determined in line with the prudential guidelines issued by the Central Bank of Nigeria (CBN). This reserve is not available for distribution to shareholders.

#### **Available- for-sale reserve**

Comprises fair value movements on equity instruments

#### **Dividends**

Dividends on ordinary shares are recognised in equity in the period in which they are approved by the Company's shareholders.

Dividends for the period that are declared after the reporting date are disclosed in the financial statements as a non-adjusting event

### **Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The specific recognition criteria described below must also be met before revenue is recognised:

#### **Interest**

Interest income for interest bearing financial instruments, are recognised within 'Interest Income' in profit or loss using the effective interest rate method. The effective interest rate is the rate that exactly discount the estimated future cash payments and receipts through the expected life of the financial asset (or, where appropriate, a shorter period) to the net carrying amount of the financial asset. The effective interest rate is calculated on initial recognition of the financial asset and is not revised subsequently.

The calculation of the effective interest rate includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other discounts or premiums. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or liability.

#### **Fees and commission**

Fee and commission income and expense that are integral to the effective interest rate on a financial asset or liability are included in the measurement of the effective interest rate. Other fees and commission income and expenses are generally recognised on an accrual basis when the service has been provided.

#### **Dividends**

Dividends are recognised when the Group's right to receive the payment is established, which is usually when shareholders approve the dividend.

### **Expense recognition**

#### **Interest**

Interest expense is recognised in profit or loss as it accrues and is calculated by using the effective interest rate method for facilities beyond one year. Accrued interest is included within the carrying value of the interest bearing financial liability.

#### **Operating expenses**

Expenses are decreases in economic benefits during the accounting period in the form of outflows, depletion of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants.

Expenses are recognized on an accrual bases regardless of the time of spending cash. Expenses are recognized in the income statement when a decrease in future economic benefit related to a decrease in an assets or an increase of a liability has arisen that can be measured reliably. Expenses are measured at historical cost.

Only the portion of cost of a previous period that is related to the income earned during the reporting period is recognized as an expense. Expenses that are not related to the income earned during the reporting period, but expected to generate future economic benefits, are recorded in the financial statement as assets. The portion of assets which is intended for earning income in the future periods shall be recognized as an expense when the associated income is earned.

Expenses are recognized in the same reporting period when they are incurred in cases when it is not probable to directly relate them to particular income earned during the current reporting period and when they are not expected to generate any income during the coming years.

#### **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### **Fair value measurement**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. the 'exit price') in an orderly transaction that is not a forced sale, liquidation sale or a distressed sale between market participants at the measurement date. Fair value is determined based on market conditions at the measurement date and the assumptions that market participants would use (i.e. it is a market-based measurement). Fair value measurement assumes the transaction to sell the asset or transfer the liability occurs in a principal market or, in the absence of a principal market, in the most advantageous market to which the entity has access. It does not consider an entity's intent to sell the asset or transfer the liability. Fair value measurements of non-financial assets take into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The highest and best use is determined from the perspective of market participants, even if the entity intends a different use. An entity's current use of a non-financial asset is presumed to be its highest and best use unless market or other factors suggest that a different use by market participants would maximise the value of the asset. In the absence of quoted market prices, the fair value of a financial or non-financial liability or an entity's own equity instruments is taken as the fair value of the corresponding asset held by another market participant at the measurement date. Counterparty credit risk and own credit risk are taken into account in determining the fair value of a liability. In the absence of quoted market prices, an entity uses valuation techniques appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

**Statement of Financial Position**

**As at 31 March 2019**

**In thousands of NGN**

	<i>Notes</i>	<b>31 Mar 2019</b>	<b>31 Dec 2018</b>
<b>Assets</b>			
Cash and cash equivalents	<b>1</b>	1,875,006	3,876,044
Financial assets	<b>2</b>	15,220,562	6,944,997
Other Assets	<b>3</b>	3,448,140	1,955,953
Property and Equipment	<b>6</b>	1,105,918	1,051,933
Intangible assets	<b>7</b>	55,589	47,949
Investment property	<b>8</b>	1,929,374	1,906,804
Deferred Tax	<b>9</b>	14,142	25,702
<b>Total assets</b>		<b>23,648,731</b>	<b>15,809,382</b>
<b>Equity</b>			
Share capital	<b>10</b>	57,177	42,369
Share premium	<b>11</b>	3,421,097	984,026
Revenue reserve	<b>12</b>	1,686,398	490,689
Fair value gain/(loss) reserves	<b>13</b>	(83,057)	(111,776)
<b>Total equity</b>		<b>5,081,615</b>	<b>1,405,308</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Convertible debt		523,597	-
Financial liabilities	<b>14</b>	18,043,519	14,283,344
Tax liability	<b>15</b>	-	730
<b>Total liabilities</b>		<b>18,567,116</b>	<b>14,284,074</b>
<b>Total equity and liabilities</b>		<b>23,648,731</b>	<b>15,689,382</b>

## Statement of Comprehensive Income

For the period ended 31 March 2019

In thousands of NGN	Notes	31 Mar 2019 YTD	31 March 2018 YTD
Interest income	16	594,178	105,640
Interest expense	17	(312,072)	(54,135)
Net interest income		<u>282,106</u>	<u>51,505</u>
Fees income	18	11,990	7,507
Fees expense	19	(27,373)	-
Net fees income		<u>(15,382)</u>	<u>7,507</u>
Other Income	20	1,125,703	6,185
<b>Operating income</b>		<u>1,392,426</u>	<u>65,197</u>
Other operating expenses	21	(129,179)	(67,808)
Staff Cost	22	(100,669)	(41,373)
Impairment of financial and other assets	24	(7,928)	6,932
Depreciation and Amortisation	23	(10,715)	(3,665)
<b>Operating expenses</b>		<u>(248,491)</u>	<u>(105,914)</u>
<b>Profit/(loss) before income tax</b>		<u>1,143,936</u>	<u>(40,717)</u>
Income tax		-	-
<b>Profit/(loss) for the year</b>		<u><u>1,143,936</u></u>	<u><u>(40,717)</u></u>



**Statement of Changes in Equity**

For the period ended 31 March 2019

**In thousands of NGN**

	<b>Share capital</b>	<b>Share premium</b>	<b>Revenue reserves</b>	<b>Fair value reserves</b>	<b>Total Equity</b>
<b>Balance as at 1 January 2018</b>	42,369	984,026	(252,761)	74,176	847,811
Total comprehensive income for the year					
Profit/Loss for the period	-	-	743,450	-	743,450
Other comprehensive income	-	-	-	(185,952)	(185,952)
Transactions with owners, recorded directly in equity					
Shares issued during the year					-
Premium on shares issued					-
Capital raising commission					-
<b>Balance as at 31 December 2018</b>	<b>42,369</b>	<b>984,026</b>	<b>490,689</b>	<b>(111,776)</b>	<b>1,405,309</b>

	<b>Share capital</b>	<b>Share premium</b>	<b>Revenue reserves</b>	<b>Fair value reserves</b>	<b>Total Equity</b>
<b>Balance as at 1 January 2019</b>	42,369	984,026	542,462	74,176	1,643,033
Total comprehensive income for the year					
Profit/Loss for the period	-	-	1,143,936	-	1,143,936
Other comprehensive income	-	-	-	(157,233)	(157,233)
Transactions with owners, recorded directly in equity					
Shares issued during the year	14,808	2,437,071	-	-	2,451,879
Premium on shares issued					-
Capital raising commission					-
<b>Balance as at 31 March 2019</b>	<b>57,177</b>	<b>3,421,097</b>	<b>1,686,398</b>	<b>(83,057)</b>	<b>5,081,615</b>

## Notes to the Financial Statements

In thousands of NGN

### 1 Cash and cash equivalent

	<b>31 Mar 2019</b>	<b>31 Dec 2018</b>
Bank balances	358,845	256,591
Placements	107,590	3,608,047
Treasury bills	1,408,571	11,407
	<b>1,875,006</b>	<b>3,876,044</b>

### 2 Financial Assets

	<b>31 Mar 2019</b>	<b>31 Dec 2018</b>
Fixed debt investments	113,283	2,596,156
Financial assets FVTPL	7,457	876
Financial assets under maanagement	10,502,282	1,268,148
Investment securities FVOCI	700,690	-
Loans and receivables	4,148,795	2,708,951
Available for sale financial assets (refer (a) below)	-	-
Pledged assets	-	446,297
Allowance for impairment	(251,946)	(75,431)
	<b>15,220,562</b>	<b>6,944,997</b>

### 3 Other receivables

	<b>31 Mar 2019</b>	<b>31 Dec 2018</b>
Intercompany receivables	50,819	-
Account Receivable	913,786	933,736
Account Receivable - Others	788,654	506,976
Account Receivable - VGC	410,000	68,941
Prepayments	94,075	-
VAT Receivable	5,859	-
Interest Receivable	166	-
NDF receivables	954,900	63,503
Receivable from projects	926	-
Receivable from stockbrokers	2,956	-
Withholding Tax receivable	66,051	10,770
Dividend receivable	-	4,461
	<b>3,448,140</b>	<b>1,955,953</b>

**4 Investment in subsidiaries**

	<b>31 Mar 2019</b>	<b>31 Dec 2018</b>
Investment VFD Bridge Limited	-	-
Investment in Everdon Bureau de Change (BDC)	-	-
Investment in VFD Microfinance Bank (MFB)	-	-
Investment in Kairos Capital	-	-
Investment in AAM	-	-
	-	-
	<u>                    </u>	<u>                    </u>
	<u>                    </u>	<u>                    </u>

**5 Investment in Joint Venture**

	<b>31 Mar 2019</b>	<b>31 Dec 2018</b>
Investment in AAM	-	-
	-	-
	<u>                    </u>	<u>                    </u>
	<u>                    </u>	<u>                    </u>

**6 Property and equipment**

	<b>31 Mar 2019</b>	<b>31 Dec 2018</b>
<b>Cost</b>		
Opening balance	1,096,700	52,229
Addition - Motor Vehicle	15,750	52,589
Addition - Office equipment	16,037	28,812
Addition - Furniture	770	16,073
Addition - Land and building WIP	30,177	958,979
	<u>1,159,435</u>	<u>1,108,682</u>
<b>Accumulated depreciation</b>		
Opening balance	46,792	32,473
Charge for the period	6,725	24,276
	<u>53,517</u>	<u>56,749</u>
	<u><b>1,105,918</b></u>	<u><b>1,051,933</b></u>
	<u>                    </u>	<u>                    </u>

**7 Intangible assets**

	<b>31 Mar 2019</b>	<b>31 Dec 2018</b>
<b>Cost</b>		
Opening Balance	50,649	7,408
Additions	9,737	46,577
Closing Balance	<u>60,386</u>	<u>53,986</u>
	<u>                    </u>	<u>                    </u>
<b>Amortisation</b>		
Opening Accumulated Amortisation	3,631	4,037
Charge for the period	1,165	2,000
Closing Accumulated Amortisation	<u>4,797</u>	<u>6,037</u>
	<u>                    </u>	<u>                    </u>
Net Book Value as at the beginning of the period	<u>47,018</u>	<u>3,372</u>
Net Book Value as at the end of the period	<u><b>55,589</b></u>	<u><b>47,949</b></u>
	<u>                    </u>	<u>                    </u>

<b>8 Investment property</b>		
	<b>31 Mar</b>	<b>31 Dec</b>
	<b>2019</b>	<b>2018</b>
(a) Investment in properties	1,929,374	1,906,804
	<hr/> <hr/>	<hr/> <hr/>
<b>9 Deferred taxation</b>	14,142	25,702
	<hr/> <hr/>	<hr/> <hr/>
<b>10 Share capital</b>		
	<b>31 Mar</b>	<b>31 Dec</b>
	<b>2019</b>	<b>2018</b>
(a) <b>Authorised:</b>		
160,000,000 units of ordinary shares of 50 kobo each	80,000	80,000
	<hr/> <hr/>	<hr/> <hr/>
(b) <b>Issued and fully paid:</b>		
114,354,809 units of ordinary share of 50kobo each	57,177	42,369
	<hr/> <hr/>	<hr/> <hr/>
<b>11 Share premium</b>		
	<b>31 Mar</b>	<b>31 Dec</b>
	<b>2019</b>	<b>2018</b>
Balance, beginning of the year	984,026	984,026
Premium on shares issued	2,437,071	-
Capital Raising Commission	-	-
Balance, end of the year	3,421,097	984,026
	<hr/> <hr/>	<hr/> <hr/>
<b>12 General reserves</b>		
Revenue reserve	1,769,455	631,986
Other reserves	(83,057)	(111,776)
	<hr/> <hr/>	<hr/> <hr/>
	1,686,398	520,210
	<hr/> <hr/>	<hr/> <hr/>
<b>13 Fair value gain/loss reserves</b>		
	<b>31 Mar</b>	<b>31 Dec</b>
	<b>2019</b>	<b>2018</b>
Balance, beginning of the year	5,062	74,176
Addition/(reclassified) during the year	(88,120)	(185,953)
Balance, end of the year	(83,057)	(111,776)
	<hr/> <hr/>	<hr/> <hr/>
<b>14 Financial liabilities</b>		
	<b>31 Mar</b>	<b>31 Dec</b>
	<b>2019</b>	<b>2018</b>
Due to related parties	-	38,877
Other liabilities	988,033	3,037,411
Investments under management	10,961,471	470,473
Deposit for shares	651,133	2,727,703
Fixed debt	5,329,935	7,356,044
Demand deposit	112,947	165,245
	<hr/> <hr/>	<hr/> <hr/>
	18,043,519	14,283,344
	<hr/> <hr/>	<hr/> <hr/>

**15 Tax liability**

	<b>31 Mar</b>	<b>31 Dec</b>
	<b>2019</b>	<b>2018</b>
Company income tax	<u>-</u>	<u>730</u>
	<u>-</u>	<u>730</u>
	<u><u>-</u></u>	<u><u>730</u></u>

**Notes to the Financial Statements**

**In thousands of NGN**

**16 Interest Income**

	<b>31 Mar 2019</b>	<b>31 Mar 2018</b>
Interest income - loans and advances	287,296	63,017
Trading income	13,247	2,845
Interest income on placement	293,037	39,592
Interest on treasury bills	598	186
	<b>594,178</b>	<b>105,640</b>

**17 Interest Expense**

	<b>31 Mar 2019</b>	<b>31 Mar 2018</b>
Interest expense on debt note takings	-	-
Interest expense on fixed debt and deposits	312,072	54,135
	<b>312,072</b>	<b>54,135</b>

**18 Fees Income**

	<b>31 Mar 2019</b>	<b>31 Mar 2018</b>
Fee income	11,990	7,507
	<b>11,990</b>	<b>7,507</b>

**19 Fees Expenses**

	<b>31 Mar 2019</b>	<b>31 Mar 2018</b>
Fee expense	27,373	177
	<b>27,373</b>	<b>177</b>

**20 Other income**

	<b>31 Mar 2019</b>	<b>31 Mar 2018</b>
Gain on disposal of shares	1,103,464	4,705
Other income	15,115	1,480
Dividend Income	7,124	-
	<b>1,125,703</b>	<b>6,185</b>

**21 Other Operating Expenses**

	<b>31 Mar 2019</b>	<b>31 Mar 2018</b>
Marketing expense	-	-
General office expenses	25,878	5,818
Bank charges	4,881	668
Legal/recovery expenses	13,019	-
Audit fees	3,305	1,473
Branding and communication	5,323	564
Board Expenses and Strategy session	494	1,720

Professional Services Fee	20,346	24,009
General expenses	6,728	6,588
Insurance expense	2,881	273
Dues and subscription	3,768	2,332
IT expenses	7,186	1,835
Lease rental	8,475	-
Repairs and maintenance	1,687	687
Travel expenses	5,409	14,656
Miscellaneous expenses	1,042	-
Others	5,196	2,549
Admin and office expenses	3,089	609
Director expenses	1,990	-
Finance costs	4,525	2,904
Training Expense	3,958	919

**129,179**

**67,808**

**22 Staff Cost**

	<b>31 Mar 2019</b>	<b>31 Mar 2018</b>
Staff Cost	94,147	37,979
Pension	5,823	2,163
Other staff cost	699	1,231
	<b>100,669</b>	<b>41,373</b>

**23 Depreciation & Amortisation**

	<b>31 Mar 2019</b>	<b>31 Mar 2018</b>
Depreciation & Amortisation	10,715	3,665
	<b>10,715</b>	<b>3,665</b>

**24 Loan loss expense**

	<b>31 Mar 2019</b>	<b>31 Mar 2018</b>
Impairment for loans and receivables	7,928	6,932
	<b>7,928</b>	<b>6,932</b>