

# Notice of Annual General Meeting

Notice is hereby given that the 54th Annual General Meeting (AGM) of Julius Berger Nigeria Plc will be held at the Shehu Musa Yar'Adua Centre, 1 Memorial Drive, FCT Abuja, on Thursday, June 20, 2024, at 11:00 a.m., to transact the following business:

- Ordinary business
1. To lay before the Company in General Meeting, the Audited Consolidated Financial Statements for the period ended December 31, 2023, as well as the Reports of the External Auditors, the Directors of Julius Berger Nigeria Plc (the Directors) and the Statutory Audit Committee.

2. To disclose the remuneration of Managers.

3. To declare a dividend.

4. To elect/re-elect Directors.

5. To appoint External Auditors:Special notice is hereby given, in accordance with S. 411 (a) of the Companies and Allied Matters Act, 2020, that the following resolution will be moved at the Meeting. "From the date of this meeting, the firm of Messrs. PriceWaterHouseCoopers be appointed, as the External Auditors of the Company in place of Messrs. Nexia Agbo Abel & Co, who would be retiring as the Company's auditors, and to conduct the audit for the year ending December 31, 2024".

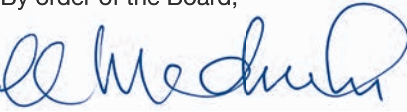
6. To authorise the Directors to fix the remuneration of the External Auditors.

7. To constitute the Statutory Audit Committee.

- Special business
8. To consider and, if thought fit, pass the following resolution as ordinary resolution:

- 8.1. THAT the Directors' fee payable to each Director, save Executive Directors, until further notice, be and is hereby fixed at the sum of ₦12 million (twelve million naira) for each Non-Executive Director, save the Chairman, whose fees shall be fixed at the sum of ₦16 million (sixteen million naira), such payments to be made effective from January 1, 2024.

By order of the Board,



Mrs. Cecilia Ekanem Madueke  
Company Secretary  
FRC / 2017 / NBA / 00000017540

10 Shettima A. Munguno Crescent  
Utako 900 108 | FCT Abuja

May 13, 2024

## Notes

Electronic information  
Relevant documents in connection with the Meeting are available to all shareholders from the date of this notice on the Company's website, julius-berger.com.

Proxy  
Members of the Company, entitled to attend and vote, are entitled to appoint proxies to ATTEND AND VOTE in their stead. A proxy need not be a member of the Company. A proxy form is provided with this Annual Reports and Audited Consolidated Financial Statements (AR&CFS). To be valid for the purpose of the meeting, the form must be completed, duly stamped at the office of the Commissioner for Stamp Duties, and deposited at the office of the Registrars, Greenwich Registrars & Data Solutions Ltd., not later than 48 hours before the time appointed for holding the Meeting.

Each duly completed proxy form shall be counted as one, and every member present in person or by proxy shall have one vote. A proxy remains valid provided that no intimation in writing of death, insanity, revocation or transfer shall have been received by the Company at the Registered Office, before the commencement of the meeting or adjourned meeting at which the proxy is to be used. An objection to a proxy shall be made in due time and shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Closure of Register of Members and Transfer Books  
The Register of Members and the Transfer Books will be closed from June 3, 2024 to June 5, 2024, both dates inclusive, for the purpose of dividend.

Appointment of members of the Statutory Audit Committee of the Company  
Any member may nominate a shareholder as a member of the Statutory Audit Committee of the Company by giving notice in writing of such nomination to the Company Secretary at least 21 days before the date of the AGM. Nominees for the Statutory Audit Committee must be compliant with the laws, codes, rules and regulations guiding listed companies in Nigeria. Members, in their nomination of a shareholder as a member of the Audit Committee, should note the following requirements of the Audit Regulations 2020 which will be addressed by the Secretariat of the Company:

- there must be demonstrable evidence of the financial literacy of a Nominee;
- one member of the Statutory Audit Committee of the Company must be a member of a professional accounting body in Nigeria established by an Act of the National Assembly; and
- there must be demonstrable evidence of registration with the Financial Reporting Council of Nigeria.

Right to ask questions  
Members have a right to ask questions, in writing prior to the AGM on their observations or concerns arising from the AR&CFS 2023, provided that such questions, in writing, are submitted no later than June 17, 2024. For ease of submission, a dedicated email address, jbn.shareholders@julius-berger.com, has been created to receive submissions from shareholders.

Dividend  
If the dividend recommended by the Directors is approved by the members, the dividend will be paid on June 21, 2024, to members whose names appear in the Register of Members, as at the close of business on May 31, 2024 (qualification date).

Unclaimed dividends  
The Company notes that some dividend warrants sent to shareholders are yet to be presented for payment. We have established that some shareholders are yet to mandate their bank accounts for the payment of e-dividends, and some shareholders have incomplete contact information. Therefore, all shareholders with 'unclaimed dividends' should address their claim(s) to the Registrars, Greenwich Registrars & Data Solutions Ltd., 274 Murtala Muhammed Way, Ebute Metta 101 212, Lagos, or to the Company Secretary at the address of the registered office. Members are being urged to avail themselves of the use of the forms provided to update their information, particularly as it relates to the mandate of their dividend(s), and use of the Central Securities Clearing System (CSCS).

Special Notice  
Messrs. Nexia Agbo Abel & Co has indicated that, in keeping with best governance practice, Principle 20.2 of the Nigerian Code of Corporate Governance, 2018 and Part III, Regulation 9 of the Audit Regulations 2020, both issued by the Financial Reporting Council of Nigeria, it would not seek reappointment as External Auditors of the Company having spent 10 years continuously as the External Auditors of the Company.

Special notice is given pursuant to S.411(a) of CAMA, in respect of the appointment of Messrs. PriceWaterHouseCoopers as the External Auditors of the Company and to conduct the audit for the financial year ended December 31, 2024.

Business of the Meeting  
The remuneration of 'managers' is stated in Note 13, page 115 of the AR&CFS 2023.

## Report of the Independent Auditors



REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF JULIUS BERGER NIGERIA PLC ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS	
<b>Opinion</b> We have audited the accompanying consolidated financial statements of Julius Berger Nigeria Plc and its subsidiaries which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows for the year then ended, a summary of significant accounting policies and other explanatory information set out on pages 65 to 150.	
In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Julius Berger Nigeria Plc and its subsidiaries as at 31 December 2023 and the financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards, Companies and Allied Matters Act 2020 and the Financial Reporting Council of Nigeria (Amendment) Act 2023.	
<b>Basis for opinion</b> 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 Consolidated Financial Statements section of our report. We are independent of the Company and its subsidiaries in accordance with the requirements of the Institute of Chartered Accountants of Nigeria Professional Code of Conduct and Guide for Accountants (ICAN 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 ICAN Code and in accordance with other ethical requirements applicable to performing audits in Nigeria. The ICAN Code is consistent with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (Parts A and B). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.	
<b>Key audit matters</b> Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.	
Revenue recognition	
See note 3.6 and note 8 to the consolidated financial statements.	
Key audit matter	How our audit addressed the matter
Revenue is a significant measure of the performance of the group.	<ul style="list-style-type: none"><li>- Our audit procedures include testing of the design, existence and operating effectiveness of internal control procedures implemented as well as test of details to ensure accurate processing of revenue transactions.</li><li>- We obtained and reviewed contract documents to identify the contracts with customers and the performance obligations contained therein.</li><li>- We reviewed the allocation of contract price to the performance obligations contained in the contracts. We also reviewed Certificates of Valuation to ensure that revenue is recognised only when an agreed performance obligation is satisfied in accordance with contract.</li><li>- We performed substantive analytical procedures and investigated differences in excess of the threshold.</li><li>- We reviewed basis of valuation of foreign denominated contracts.</li><li>- We performed cut-off tests to ensure that revenue were recognised in the right period.</li></ul>

**Audit. Tax. Advisory.**  
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Impairment of receivables	
See note 24 to the consolidated financial statements.	
Key audit matter	How our audit addressed the matter
Receivables represents earned revenue awaiting receipt of payment.	<ul style="list-style-type: none"><li>- Our audit procedures were designed to test the existence and recoverability of trade receivables.</li></ul>
The company holds longstanding receivables that may potentially become bad debts in recognising these, the directors have consistently conducted impairment assessments on these outstanding receivables	<ul style="list-style-type: none"><li>- We obtained and reviewed the appropriateness of the report of impairment test on receivables carried by management during the year.</li><li>- We performed ageing analysis of receivables.</li><li>- We performed appropriate cut-off procedures to ensure the accounting entries were recorded in the appropriate accounting period</li></ul>
Contingent liabilities	
See notes 3.21, 33.1 and 37.2 to the consolidated financial statements.	
Contingent liabilities relate to estimates including costs related to litigation and claims.	<ul style="list-style-type: none"><li>- We received the list of outstanding litigation and claims and discussed the developments in the new and outstanding litigation and claims.</li></ul>
The Company is exposed to a number of litigation and claims. In recognising the contingent liabilities, the Directors determine their best estimate of related expenses and liabilities based on their judgment of specific details of the individual litigation and claims. Since actual expenses will depend on the future outcome of the litigation and claims, the provision for contingent liabilities is subject to inherent uncertainty.	<ul style="list-style-type: none"><li>- We considered management's assessment of the possible outcome of the litigation and claims for selected cases by discussing the matters with the legal team.</li><li>- We corroborated the discussion held with management with confirmations from solicitors.</li><li>- We recomputed the provisions for significant provisions.</li></ul>

**Other Information**  
The directors are responsible for the other information. The other information comprises the Directors' Report which we obtained prior to the date of this auditor's report. The other information does not include the financial statements and our auditor's report thereon.  
Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance thereon.

In connection with our audit of the consolidated 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 financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, if 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 regards.

**Responsibilities of management and those charged with governance for the consolidated financial statements**  
Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Companies and Allied Matters Act 2020, the Financial Reporting Council of Nigeria (Amended) Act 2023, the International Financial Reporting Standards and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

**Auditor's responsibilities for the audit of the consolidated financial statements**  
Our objectives are to obtain reasonable assurance about whether the consolidated 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 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 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 opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company and its subsidiaries' 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 relating to events or conditions that may cast significant doubt on the Company and its subsidiaries' 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company or its subsidiaries to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the board of 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 those charged with governance 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, related safeguards.

**Report on other legal and regulatory requirements**  
In compliance with the requirements of the Fifth Schedule of the Companies and Allied Matters Act 2020, we confirm that:

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

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

iii) the consolidated statements of financial position and comprehensive income are in agreement with the books of account and returns.

  
Abel Onyeke, FCA - FRC/2012/ICAN/00000000119  
for: Nexia Agbo Abel & Co  
Chartered Accountants  
Abuja, Nigeria  
28 March 2024



Nexia Agbo Abel & Co.



## Statement of Financial Position

	Note	Group 31 Dec 2023 ₦ 000	Group 31 Dec 2022 ₦ 000	Company 31 Dec 2023 ₦ 000	Company 31 Dec 2022 ₦ 000
<b>Assets</b>					
<b>Non-current assets</b>					
Property, plant and equipment	16	80,385,456	84,536,901	76,609,705	81,422,961
Right-of-use assets	18	23,217,466	12,937,278	1,487,805	2,129,076
Goodwill	19.1	22,685,654	11,140,440	—	—
Other intangible assets	19.2	1,508,549	1,697,117	—	—
Investment property	20	2,335,867	1,620,118	2,335,867	1,620,118
Investment in subsidiaries	21.1	1,667,933	—	18,916,771	16,916,771
Other financial assets	21.2	1,485,863	—	—	—
Trade and other receivables	24	79,522,609	83,377,446	79,513,011	83,377,446
Tax receivable	25	69,240,264	42,282,363	68,777,435	41,787,247
Deferred tax assets	14.3	11,434,607	8,319,640	8,899,987	6,772,761
<b>Total non-current assets</b>		<b>291,998,405</b>	<b>247,397,166</b>	<b>256,540,561</b>	<b>234,026,379</b>
<b>Current assets</b>					
Inventories	22	61,346,683	43,297,669	57,840,021	40,808,014
Trade and other receivables	24	100,179,110	75,396,398	97,100,364	75,520,623
Tax receivable	25	18,930,293	24,612,035	18,513,467	24,865,870
Contract asset	26	50,961,590	60,251,137	41,365,474	58,372,148
Other financial assets	21.2	1,347,966	518,726	—	—
Cash and cash equivalents	34.1	160,970,102	53,431,745	136,351,975	43,508,864
		<b>393,735,744</b>	<b>257,497,710</b>	<b>351,171,301</b>	<b>242,475,519</b>
<b>Total current assets</b>		<b>394,943,625</b>	<b>258,874,076</b>	<b>352,377,623</b>	<b>243,851,885</b>
<b>Total assets</b>		<b>686,942,030</b>	<b>506,271,242</b>	<b>608,918,204</b>	<b>477,878,264</b>
<b>Equity and liabilities</b>					
<b>Equity</b>					
Share capital	27	800,000	800,000	800,000	800,000
Share premium	27	425,440	425,440	425,440	425,440
Foreign currency translation reserve	27	56,764,365	15,901,977	—	—
Retained earnings		48,822,058	39,887,260	35,045,402	30,918,982
<b>Equity attributable to owners of the Company</b>		<b>106,312,483</b>	<b>57,014,677</b>	<b>36,270,842</b>	<b>32,144,422</b>
Non-controlling interests	28	155,673	47,050	—	—
<b>Total equity</b>		<b>106,468,156</b>	<b>57,061,727</b>	<b>36,270,842</b>	<b>32,144,422</b>
<b>Non-current liabilities</b>					
Borrowings	29	—	1,101,132	30,070,689	1,101,132
Deferred tax liabilities	14.3	23,428,044	15,429,246	15,689,053	12,387,367
	23	422,446,032	327,816,245	422,446,033	327,816,245
Retirement benefit liabilities	30.2	3,810,899	4,687,084	3,080,973	3,367,894
Trade and other payables	31	2,400,032	3,391,029	2,400,032	3,213,120
Lease liabilities	32	2,150,976	12,970,416	656,376	839,841
Provisions	33	4,007,324	3,244,019	1,290,000	1,970,245
<b>Total non-current liabilities</b>		<b>478,243,667</b>	<b>368,639,171</b>	<b>475,633,766</b>	<b>350,705,644</b>
<b>Current liabilities</b>					
Contract liabilities	23	3,802,349	1,802,667	—	—
Bank overdrafts	29.1	961,298	337,605	961,298	337,605
Borrowings	29	3,511,486	2,308,299	3,511,486	2,308,299
Retirement benefit liabilities	30.1	47,317	423,270	31,589	406,571
Trade and other payables	31	73,186,294	60,530,621	75,155,390	78,902,282
Lease liabilities	32	3,802,652	2,033,517	83,675	343,090
Current tax payable	14.2	16,916,821	13,132,365	17,279,668	12,730,351
<b>Total current liabilities</b>		<b>102,230,207</b>	<b>80,570,344</b>	<b>97,013,566</b>	<b>95,028,198</b>
<b>Total liabilities</b>		<b>580,473,874</b>	<b>449,209,515</b>	<b>572,647,362</b>	<b>445,733,842</b>
<b>Total equity and liabilities</b>		<b>686,942,030</b>	<b>506,271,242</b>	<b>608,918,204</b>	<b>477,878,264</b>

## Statement of Profit or Loss and Other Comprehensive Income

	Note	Group 31 Dec 2023 ₦ 000	Group 31 Dec 2022 ₦ 000	Company 31 Dec 2023 ₦ 000	Company 31 Dec 2022 ₦ 000
Revenue	8	443,439,239	440,981,644	421,407,176	425,761,125
Cost of sales		(374,304,088)	(366,363,897)	(363,910,157)	(361,325,395)
<b>Gross profit</b>		<b>69,135,151</b>	<b>74,617,747</b>	<b>57,497,019</b>	<b>64,435,730</b>
Marketing expenses		(1,044,194)	(179,926)	(939,886)	(159,951)
Administrative expenses		(52,861,790)	(48,799,831)	(44,278,510)	(42,380,873)
Impairment loss on trade and tax receivables	24.7	(6,007,712)	(3,932,706)	(4,774,176)	(3,745,478)
Other gains and losses	10	<b>15,740,821</b>	<b>1,530,547</b>	<b>11,758,665</b>	<b>1,470,227</b>
Foreign exchange acquisition		(6,170,463)	(4,626,331)	(6,170,463)	(4,626,331)
<b>Operating profit</b>		<b>18,791,813</b>	<b>18,609,500</b>	<b>13,092,649</b>	<b>14,993,328</b>
Investment income	9	6,989,050	1,222,459	7,052,043	1,372,393
Finance cost	11	(3,720,906)	(4,294,728)	(6,721,174)	(4,107,569)
<b>Profit before tax</b>		<b>22,059,957</b>	<b>15,537,231</b>	<b>13,423,518</b>	<b>12,258,152</b>
Income tax expense	14.1	(9,507,292)	(7,623,200)	(5,732,829)	(5,910,318)
<b>Profit for the year</b>	12	<b>12,552,665</b>	<b>7,914,031</b>	<b>7,690,689</b>	<b>6,347,834</b>
<b>Other comprehensive income</b>					
Items that will not be reclassified subsequently to profit or loss					
Actuarial gains/(losses) on retirement benefits		300,501	103,254	218,365	(172,222)
Unclaimed dividend ploughed back to equity		289,423	—	289,423	—
Related tax	14.1	(99,165)	(26,671)	(72,060)	55,972
		<b>490,759</b>	<b>76,583</b>	<b>435,728</b>	<b>(116,250)</b>
<b>Items that may be reclassified subsequently to profit or loss</b>					
Differences on translating foreign operations		40,363,008	(41,662)	—	—
<b>Total comprehensive income</b>		<b>53,406,432</b>	<b>7,948,952</b>	<b>8,126,417</b>	<b>6,231,584</b>
<b>Attributable to</b>					
Owners of the Company		53,297,809	7,907,741	8,126,417	6,231,584
Non-controlling interests		108,623	41,211	—	—
<b>Total comprehensive income</b>		<b>53,406,432</b>	<b>7,948,952</b>	<b>8,126,417</b>	<b>6,231,584</b>
<b>Earnings per share</b>					
Basic earnings per share	15	<b>7.78</b>	<b>4.92</b>	<b>4.81</b>	<b>3.97</b>
Diluted earnings per share	15	<b>7.78</b>	<b>4.92</b>	<b>4.81</b>	<b>3.97</b>

These Financial Statements on