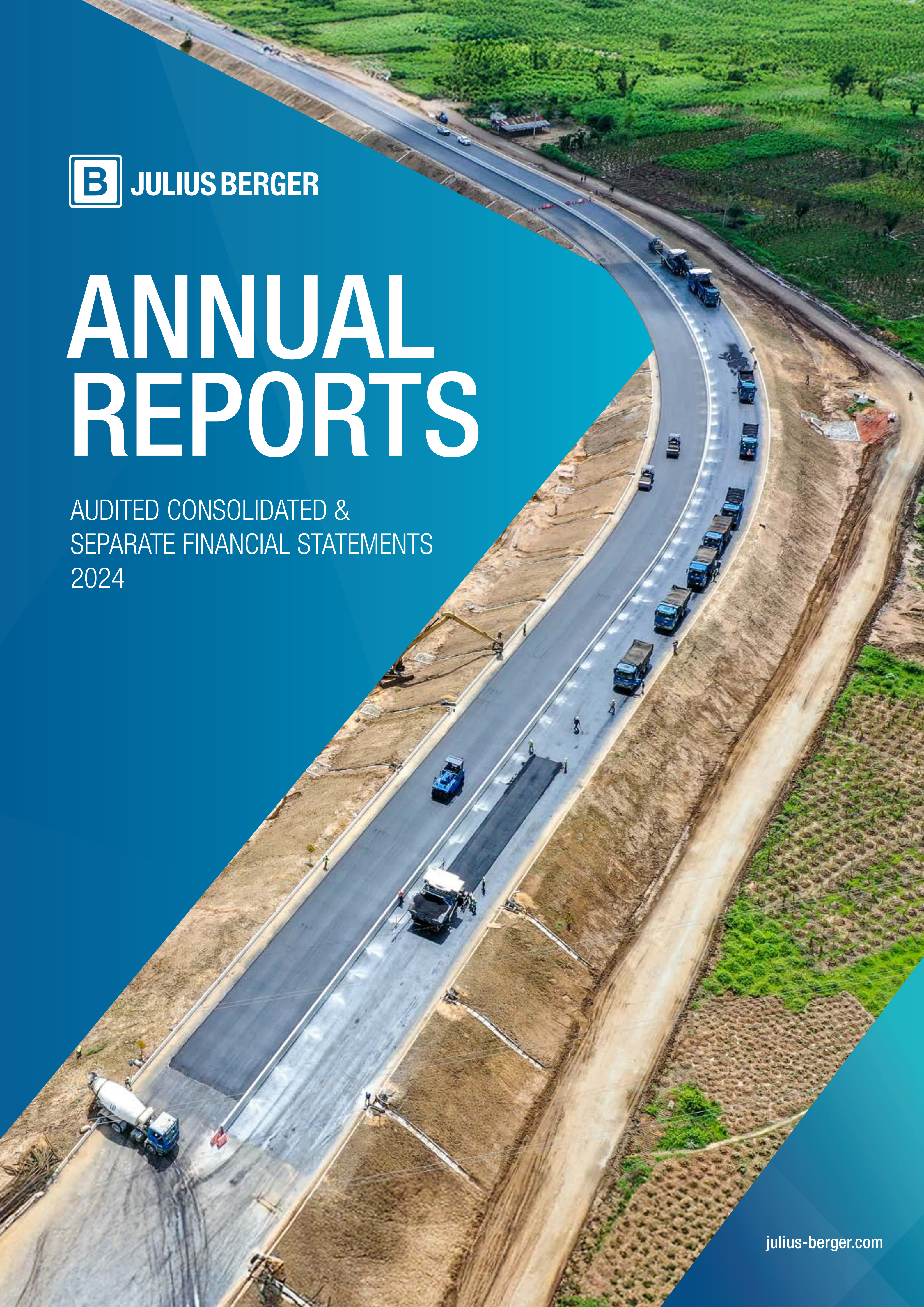

JULIUS BERGER

ANNUAL REPORTS

AUDITED CONSOLIDATED &
SEPARATE FINANCIAL STATEMENTS
2024

julius-berger.com

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CORPORATE INFORMATION

Directors

- Mr. Mutiu Sunmonu, CON, Chairman
  Resigned wef March 31, 2025
- Engr. Goni Musa Sheikh
  Elected Chairman wef April 1, 2025
- Mr. George Marks (German), Vice Chairman
- Engr. Jafaru Damulak
- Dr. Ernest Nnaemeka Azudialu-Obiejesi, OFR
- Mrs. Belinda Ajoke Disu, CAL
- Mrs. Gladys Olubusola Talabi
- Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD,
  Independent Non-Executive Director
- Mr. Chidi Anya, Esq.
  Independent Non-Executive Director
- Amb. Adamu Saidu Daura, MFR
  Independent Non-Executive Director
- Dr. Muhammadu Indimi, OFR
  Appointed wef November 7, 2024
- Engr. Dr. Peer Lubasch (German)
  Managing Director
  Appointed wef October 16, 2024
- Mr. Christian Hausemann (German)
  Executive Director, Finance

Company Secretary

Mrs. Cecilia Ekanem Madueke

Registration Number

6852

Registered Office

10 Shettima A. Munguno Crescent
Utako 900 108
FCT Abuja

Auditors

PricewaterhouseCoopers
Chartered Accountant
Landmark Towers
5B Water Corporation Road
Victoria Island
Lagos

Registrars

Greenwich Registrars & Data Solutions Ltd.
274 Murtala Muhammed Way
Ebute Metta 101 212
Lagos

Bankers

- Access Bank Plc
- Commerzbank AG
- Ecobank Nigeria Ltd
- Fidelity Bank Plc
- First Bank of Nigeria Ltd
- Globus Bank Ltd
- Guaranty Trust Bank Plc
- Polaris Bank Ltd
- Providus Bank Plc
- Stanbic IBTC Bank Plc
- United Bank for Africa Plc
- Zenith Bank Plc

NB: The Directors are as at March 27, 2025 the date of approval of the Audited Consolidated and Separate Financial Statements 2024

CORPORATE PROFILE

Julius Berger Nigeria Plc (Company) is a leading Nigerian company offering holistic services covering the planning, design, engineering, construction, operation and maintenance of buildings, infrastructure and industry projects in Nigeria. Since its pioneer project in 1965, the Company has played a pivotal role in the development of Nigeria's industrial and civil infrastructure.

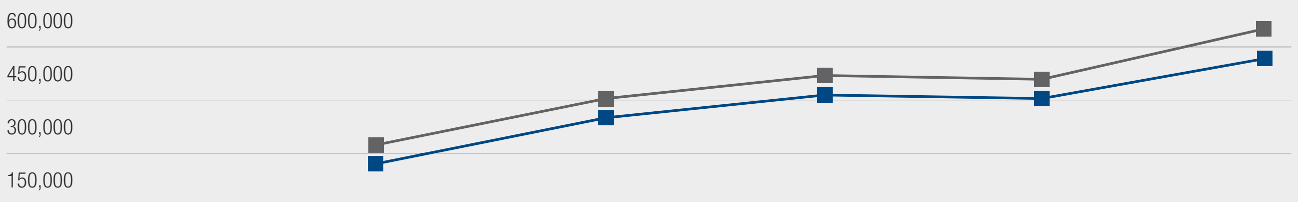
The Company specialises in executing complex works requiring the highest level of technical expertise and Nigeria-specific knowhow. State-of-the-art methods and technologies ensure that quality and innovation are prioritised for the benefit of clients. Subsidiaries and additional facilities make it possible to realise multifaceted projects at the highest level of performance. This structure allows the Company to effectively manage and fulfil construction projects, from start to finish, all under one roof.

The Company's subsidiaries are Julius Berger Services Nigeria Ltd., a multipurpose terminal operator at the Warri Port, which contributes to efficient operations; Julius Berger Medical Services Ltd., a medical services provider to Julius Berger Nigeria Plc and its subsidiaries (Group), the Julius Berger Free Zone Enterprise, which facilitates opportunities to participate in projects within the Free Trade Zones across Nigeria; Abumet Nigeria Ltd., a leading aluminium and glass windows and doors solutions manufacturer, which strengthens the Group's ability to provide turnkey building solutions; PrimeTech Design and Engineering Nigeria Ltd., a provider of integrated design and engineering resources in Nigeria; and Julius Berger International GmbH, in Germany, a key provider of planning, design and engineering, in addition to logistical support for businesses.

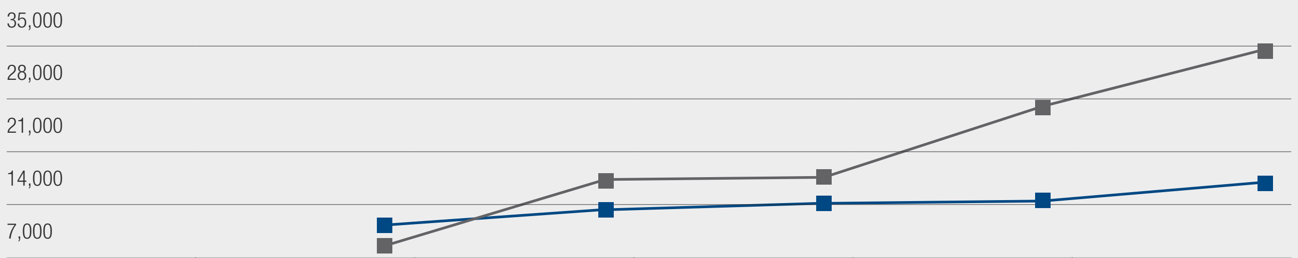
The Group is guided by a value system that defines and differentiates it. Adherence to internationally specified standards and a focus on efficient and value-driven delivery of services further solidifies its competitive edge. With unwavering reliability, unmatched quality, leading governance and a true focus on sustainability, the Group continues to set a benchmark for success within Nigeria's corporate landscape.

RESULTS AT A GLANCE

Revenue and Profit/(Loss) Before Tax

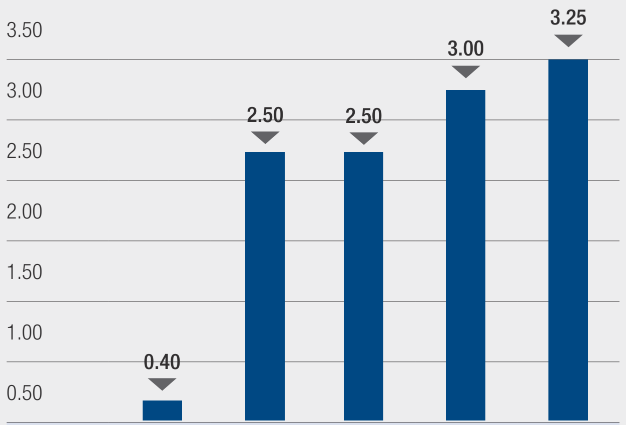


₦ million	2020	2021	2022	2023	2024
Revenue Group	241,779	338,807	440,982	443,439	566,705
Revenue Company	235,206	317,210	425,761	421,407	493,099



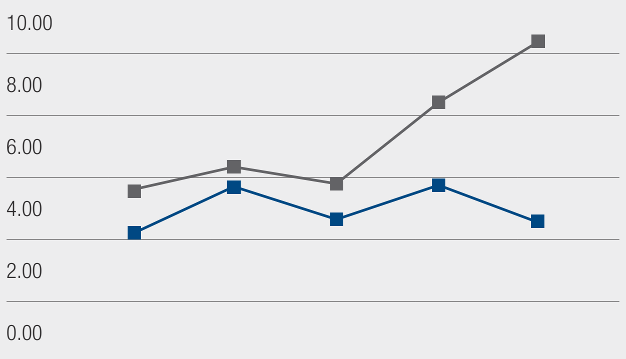
₦ million	2020	2021	2022	2023	2024
PBT Group	3,857	14,176	15,537	22,060	29,572
PBT Company	8,075	10,794	12,258	13,423	13,819

Dividend per Share



₦	2020	2021	2022	2023	2024
Company	0.40	2.50	2.50	3.00	3.25

Earnings per Share



₦	2020	2021	2022	2023	2024
Group	4.60	5.53	4.92	7.78	9.54
Company	3.16	4.86	3.97	4.81	3.78

	Group 2024 ₦ 000	Group 2023 ₦ 000	Change %	Company 2024 ₦ 000	Company 2023 ₦ 000	Change %
Revenue	566,705,461	443,439,239	27.80	493,098,829	421,407,176	17.01
Profit before taxation	29,572,685	22,059,957	34.06	13,819,451	13,423,518	2.95
Profit for the year	15,506,793	12,552,665	23.53	6,054,044	7,690,689	(21.28)
Other comprehensive income	228,647,768	40,853,767	459.67	183,399,400	435,728	41,990.35
Total comprehensive income	**244,154,561**	**53,406,432**	**357.16**	**189,453,444**	**8,126,417**	**2,231.33**
Non-controlling interest	247,066	108,623	127.45	-	-	-
Profit attributable to equity holders of the parent	**243,907,495**	**53,297,809**	**357.63**	**189,453,444**	**8,126,417**	**2,231.33**
Shareholders' funds	345,779,716	106,468,156	224.77	220,924,286	36,270,842	509.10

Per share data	Group 2024 ₦ 000	Group 2023 ₦ 000	Change %	Company 2024 ₦ 000	Company 2023 ₦ 000	Change %
Earnings per share						
– Basic	9.54	7.78	22.63	3.78	4.81	(21.28)
– Diluted	9.54	7.78	22.63	3.78	4.81	(21.28)
Net assets per share						
– Basic	216.11	66.54	224.77	138.08	22.67	509.10
– Diluted	216.11	66.54	224.77	138.08	22.67	509.10
Stock exchange quotation at December 31 (naira)	155.25	43.00	261.05	155.25	43.00	261.05
Number of employees	9,419	11,716	(19.61)	8,449	10,745	(21.37)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 55th 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 19, 2025, at 11:00 a.m., to transact the following business:

Ordinary business

1. To lay before the Company in General Meeting, the Audited Consolidated and Separate Financial Statements for the period ended December 31, 2024, 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.
   Special notice is hereby given by the Company to the members in accordance with S. 282 of CAMA 2020 that the following resolution will be moved at the Meeting with respect to "Dr. Muhammadu Indimi, OFR and Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD be elected as Directors of the Company notwithstanding that they had attained the ages of 70 years on June 30, 2019, and August 12, 2017 respectively".

5. To authorise the Directors to fix the remuneration of the external auditors.

6. To constitute the Statutory Audit Committee.

Special business

7. To consider and, if thought fit, pass the following resolution as ordinary resolution:

7.1. That the Directors' fee payable to each Director, save Executive Directors, until further notice, be and is hereby fixed at the sum of ₦18 million (eighteen million naira) for each Non-Executive Director, save the Chairman, whose fees shall be fixed at the sum of ₦25 million (twenty five million naira), such payments to be made effective from January 1, 2025.

7.2. That the determination of the intra-group loan agreement (the Agreement) executed between Julius Berger Nigeria Plc ('the Company") and Julius Berger International GmbH, a wholly-owned subsidiary of the Company, which Agreement was earlier approved by members at the 53rd AGM held on June 15, 2023, be and is hereby approved, and further that the Directors be and are hereby authorised to undertake such and any other act(s) as may be necessary or desirable, supplemental or incidental to, and or required to give full effect to this resolution.

7.3. That approval be and is hereby given, on a continuing basis, to the revised principles in the Severance Pay for Non-Executive Directors Policy.

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 12, 2025

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: www.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 and Separate Financial Statements (AC&SFS). 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 2, 2025 to June 4, 2025, 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 AC&SFS 2024, provided that such questions, in writing, are submitted no later than June 6, 2025. 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 20, 2025, to members whose names appear in the Register of Members, as at the close of business on May 30, 2025 (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

In accordance with S. 278 of CAMA, Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD and Dr. Muhammadu Indimi OFR, have given notice to the Company and by so doing hereby further discloses to members, that they attained the age of 70 years on June 30, 2019 and August 12, 2017 respectively. Special notice is given pursuant to S. 282 of CAMA, in respect of Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD and Dr. Muhammadu Indimi OFR, who are over 70 years old and are being proposed for election and re-election as Directors.

Business of the Meeting

The remuneration of "managers" is stated in Note 13, page 107 of the AC&SFS 2024. The Explanatory Circular on the determination of the Agreement referred to in Resolution 7.2 is stated on page 162 in the AC&SFS 2024.

Nigerian Upstream Petroleum Regulatory Commission, New Headquarters, Abuja

CHAIRMAN'S STATEMENT

New awards

- Dualisation of Opolo-Elebele Road, Bayelsa State
- Cloud 7 Entertainment Park, FCT Abuja
- Construction of Arterial Road N5, FCT Abuja
- Reconstruction of Link Road and Rehabilitation of Facilities at NAIA, FCT Abuja
- Rehabilitation of International Conference Centre, FCT Abuja
- Photovoltaik Power Plant, FCT Abuja
- Emergency Repair for Iddo Bridge, Carter Bridge and Third Mainland Bridge, Lagos State
- Reconstruction of Idumagbo Avenue, Adeniji Intersection, Ojo Giwa, Oroyiniyin, Okoya, Moshalashi, and Iga-Iduganran Roads, Lagos State
- Reconstruction of Buguma-Abalama-Tema-Degema-Abonnema Road, Rivers State
- Reconstruction of the Ganhi Bridge, Reconfiguration of the Sobebra and La Roche Junctions, and Rehabilitation of Bridge Access Roads, Cotonou, Benin Republic

Valued Shareholders,

On behalf of the Board of Directors, I present you Julius Berger Nigeria Plc's 2024 Annual Reports and Consolidated and Separate Financial Statements, reflecting the positive development of the Company and its subsidiaries within the reporting period.

The reporting year unfolded amid economic instability, global uncertainties and shifting market dynamics, which continued to have a disruptive impact on global supply chains. Additionally, persistent inflation, currency devaluation and high lending rates led to rising construction costs. These difficult circumstances coupled with security challenges and unrest in certain parts of the country, required strategic interventions by the Company to mitigate risks and ensure steady operations. Thanks to our dedication to efficiency, the strength of our strategic partnerships and our unrelenting hard work, we remained resilient amidst the numerous challenges faced, maintaining our industry leadership and delivering on our commitments satisfactory.

As a result, Julius Berger Nigeria Plc can count 2024 as another year of significant achievements. We met our revenue and profitability targets, reinforcing our financial strength despite macroeconomic headwinds, and meeting performance targets across our portfolio. Key projects completed include the Central District B6/B12 Roads, the Vice President's Residence and the Federal Secretariat Complex in FCT Abuja. Additionally, the successful delivery of the Emohua-Kalabari Road in Rivers State and the Uyo Worship Centre in Akwa Ibom State, further solidified our track record of success as Nigeria's most trusted partner for progress, for both infrastructure and building works.

Our proactive project acquisition strategy yielded significant wins across both public and private sectors. Notable contracts include the reconstruction of the Buguma-Abonnema Road in Port Harcourt, the dualisation of Opolo-Elebele Road in Bayelsa State, road, building and civil works in FCT Abuja, as well as multiple road projects in Lagos state. Expanding our operations into the Republic of Benin marked a major

Highlighted Projects

Ongoing works

- Aba-Port Harcourt Road, Abia State
- Warri/Effurun Roads and Flyovers, Delta State
- Asokoro Hillside Multispeciality Hospital, FCT Abuja
- New Headquarters, Nigerian Upstream Petroleum Regulatory Commission, FCT Abuja
- Construction of Opebi-Mende Link Bridge and Approach Roads in Ikeja Local Government Area, Lagos State
- Ahoada-Omoku-Ndoni Road Extension, Rivers State
- Bodo Bonny Road, Rivers State
- Dualisation of Emohua-Abalama/Tema Junction Road, Rivers State
- Port Harcourt Ring Road, Rivers State
- Rehabilitation of Access and Crossing Roads, Cotonou, Benin Republic

Completed works

- International Worship Centre, Main Contract, Akwa Ibom State
- Central Roads B6/B12, FCT Abuja
- Office Complex, FCT Abuja
- Construction of the Residence of the Vice President, FCT Abuja
- Emergency Rehabilitation FCT Minister Residence, FCT Abuja
- Rehabilitation of the Federal Secretariat Complex, Phase 1, FCT Abuja
- Emergency Works Pedestrian Bridge at Alapere-Ketu, Lagos State
- Rehabilitation of Roads in the Ikoyi Roads Network Phase 2, Lagos State
- Port Harcourt Event Plaza, Rivers State

milestone in our regional diversification efforts, underscoring our ambition to extend our impact and reach. Aligning with this strategic vision, we achieved remarkable progress, commencing with town road rehabilitation projects and securing an award for the reconstruction of a lagoon entry bridge in Cotonou. These milestones highlight our competitive edge and growing influence within West Africa.

Across Julius Berger Nigeria Plc and our subsidiaries, our people remain our greatest asset. To keep building this strength, the Company continues to expand its training programmes and intensify investment in staff development, capacity building, upskilling and mentoring – with emphasis on proactively enhancing employee wellbeing and career progression opportunities, to foster a healthy, ambitious and innovative workforce. Our talent development framework continues to attract and retain top-tier professionals, ensuring we remain at the forefront of global construction excellence.

Our culture of safety first continues to underpin the efficiency of our operations, reducing risks and reinforcing productivity. This foundational ethos continues to support the Group to keep workplace incidents to a minimum. In the year 2024, our Health, Safety and Environmental (HSE) performance achieved a Lost Time Injury Frequency Rate of 0.34, an excellent result by industry standards. In the spirit of continuous improvement, a revitalised HSE strategy targeted towards attaining ISO 45001 certification for our Safety Management System and ISO 14001 certification for our Environmental Management System has been developed. We are committed to, further strengthening our dedication to HSE excellence, for the benefit of all stakeholders.

With regard to environmental sustainability, the Group continued to make improvements aimed at optimising resource usage and reducing the impact of our operations on the natural environment. In the reporting year, we continued to build on sustainability achievements, advancing our energy transition plan by integrating photovoltaic panels at

"The Board of Directors is pleased to recommend a dividend of ₦3.25 per 50 Kobo ordinary share, resulting in a total gross dividend payout of ₦5.2 billion."

major production facilities, thereby reducing dependence on non-renewable energy. Additionally, we expanded the use of LNG-powered generators within Abuja, minimising our carbon footprint while optimising resource utilisation. As a leading corporate citizen, we continued to carry out corporate social responsibility initiatives aimed at supporting progress in the areas of education, healthcare and community development. We expanded our scholarship programme to support female engineers and underprivileged students while broadening our vocational training programmes in plumbing, carpentry and masonry. Additionally, we commissioned the reconstruction of the Intensive Care Unit (ICU) at Gbagada General Hospital in Lagos, reinforcing our commitment to healthcare improvement. Sustainability remains embedded in our Group's long-term strategy, ensuring responsible and efficient operations. Our relentless pursuit of excellence is bolstered by our ISO 9001:2015-certified Quality Management System, which ensures that quality is not only maintained, but continuously improved. To this end, we strive to unremittingly challenge ourselves to raise the benchmark in strengthening quality and in upholding global best practices with an aim to deliver value to our clients and drive our industry forward.

Julius Berger Nigeria Plc's subsidiaries continue to play a pivotal role in the overall success of our Group. Julius Berger International GmbH and PrimeTech Design and Engineering Nigeria Ltd., both delivered strong results, while notably, the latter posted an impressive 92% growth compared to the previous reporting year as a result of strategic optimisations. This remarkable improvement in performance has led to a substantial increase in PrimeTech Design and Engineering Nigeria Ltd.'s total equity. Abumet Nigeria Ltd. also reached new heights in the reporting year, surpassing its revenue projections. This outstanding achievement was driven by an effective process realignment and internal reorganisation coupled with exemplary financial management and business development activities. Julius Berger Services Nigeria Ltd. also met its revenue targets, although profits came in

slightly below expectation, making a remarkable turnaround in profitability which significantly contributed to the Group's overall performance. Additionally, our Special Business Units, including AFP and Julius Berger Facility Management, made substantial contributions to revenue growth in 2024. AFP achieved exceptional results driven by strategic expansion and brand transformation. The introduction of new product offerings and development of business areas significantly broadened market reach, capturing new customer segments and reinforcing AFP's industry leadership. This growth was further amplified by a strategic rebranding, which elevated perception and further enhanced customer engagement.

The Board of Directors is therefore pleased to recommend a dividend of ₦3.25 per 50 Kobo ordinary share, resulting in a total gross dividend payout of ₦5.2 billion.

As we look to the future, we recognise that there are growing uncertainties globally and persistent challenges to navigate domestically, but we remain optimistic and courageous, confident in Julius Berger Nigeria Plc's ability to transform challenges into opportunities. As a Group, we are well-positioned and uniquely resourced. The strength of our Management, staff and strategies continue to deliver success year-on-year, and efforts towards continuous improvement inform our ethos of excellence.

Our strategic priorities for 2025 and beyond include the strengthening of our core construction business as the driver of our continued growth. We are, and aim to remain, Nigeria's leading construction company – a role we honour and regard with great responsibility. We will continue to drive diversification efforts, strategically expanding our regional presence to capture growth opportunities that extend our impact and reach. We will continue to work towards strengthening profitability and enhancing financial resilience through innovative funding mechanisms and cost optimisation, leveraging technology to drive efficiency, productivity and project execution, while further integrating environmental, social, and governance (ESG) practices into operations to enhance our long-term strategic goals, in a sustainable manner.

Dear shareholders, on behalf of the Board of Directors, I assure you that with our well-defined roadmap, highly skilled and dedicated workforce and strong leadership, Julius Berger Nigeria Plc and its subsidiaries are poised for continued success and value creation for all. I extend my heartfelt appreciation to each of you for your unwavering trust and support. Together, we will build a future defined by excellence, innovation and sustainable growth.

Thank you,

Mr. Mutiu Sunmonu, CON
Chairman

FRC / 2014 / IODN / 0000006187

BOARD OF DIRECTORS

Amb. Adamu Saidu Daura, MFR
Independent Non-Executive Director

Mr. George Marks
Vice Chairman

Mrs. Belinda Ajoke Disu, CAL

Engr. Dr. Peer Lubasch
Managing Director

Mr. Christian Hausemann
Executive Director, Finance

Mr. Chidi Anya, Esq.
Independent Non-Executive Director

Engr. Jafaru Damulak

Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD
Independent Non-Executive Director

Engr. Goni Musa Sheikh

Dr. Muhammadu Indimi, OFR

Dr. Ernest N. Azudialu-Obiejesi, OFR

Mrs. Gladys Olubusola Talabi

Mr. Mutiu Sunmonu, CON
Chairman

DIRECTORS' PROFILES

Mr. Mutiu Sunmonu, CON, 69
Chairman

BSc (First Class Honours Mathematics & Computer Sciences)

- Appointed Chairman with effect from April 1, 2016
- Appointed Director with effect from January 1, 2015

Chairman of the Boards of Directors of Julius Berger Investments Ltd., SanLeon Energy (UK) Plc, Alpha Mead Group, Coronation Insurance Plc and Petralon Energy Ltd. | Director of Unilever Nigeria Plc

Engr. Goni Musa Sheikh, 68
Non-Executive Director

BSc (Minerals Engineering), MSc (Mineral Process Design Engineering), FNSME, MNSE, MNMGS, ACSM, DIC

- Appointed Director with effect from July 1, 2019

Fellow of the Nigerian Society of Mining Engineers | Member of the Nigerian Society of Engineers, the Council for the Regulation of Engineering in Nigeria (COREN), Council of Mining Engineers and Geoscientists and Nigerian Mining and Geosciences Society | Associate of the Camborne School of Mines

Executive Vice Chairman of the Board of Oriental Energy Resources Ltd. | Director of Julius Berger Investments Ltd., Ezikel Refinery Ltd. and Nigserve Energy Services Ltd. | Member of the Shareholders Advisory Council of Julius Berger International GmbH

Mr. George Marks (German), 66
Vice Chairman

BBA, DSc (HC), MANAN, FLSP

- Appointed Vice Chairman with effect from December 6, 2018
- Appointed Director with effect from January 1, 2013

Fellow of the Lagos Polytechnic | Member of the Association of National Accountants of Nigeria

Director of Centenary City Plc | Member of the Shareholders Advisory Council of Julius Berger International GmbH

Engr. Dr. Peer Lubasch (German), 47
Managing Director

Doktor-Ingenieur (Doctorate Civil Engineering)

- Appointed Director and Managing Director with effect from October 16, 2024
- Joined the Company on January 1, 2010

Fellow of the Nigerian Society of Engineers | Member of the Council for the Regulation of Engineering in Nigeria (COREN)

Director of PrimeTech Design and Engineering Nigeria Ltd | Member of the Shareholders Advisory Council of Julius Berger International GmbH

Mrs. Belinda Ajoke Disu, CAL, 38
Non-Executive Director

BA (International Relations), MSc (Leadership), MNIM, MBA, MIOD

- Appointed Director with effect from June 30, 2017

Member of the Institute of Directors Nigeria and the Chartered Institute of Management of Nigeria

Chairman of Abumet Nigeria Ltd. | Executive Vice Chairman of Globacom Ltd. | Chief Executive Officer of Cobblestone Properties & Estates Ltd. | Director of Mike Adenuga Centre | Member of the Shareholders Advisory Council of Julius Berger International GmbH

Dr. Ernest Nnaemeka Azudialu-Obiejesi, OFR, 64
Non-Executive Director

BSc, MBA, DBA (HC), FNSE, FNISM

- Appointed Director on March 22, 2012

Fellow of the Nigerian Society of Engineers and the Nigerian Institute of Sales Management

Chairman of the Boards of Directors of Neconde Energy Ltd., Nestoil Ltd., WaterTown Energy Ltd., White Dove Shipping Co. Ltd., Obi Jackson Foundation (Ltd/ Gte)., B&Q Dredging Ltd., Energy Works Technology Ltd., Royaloak Hydrocarbon Ltd. | Chairman of the Shareholders Advisory Council of Julius Berger International GmbH

Mrs. Gladys Olubusola Talabi, 67
Non-Executive Director

LLB, BL, LLM

- Appointed Director with effect from June 30, 2017

Director of Julius Berger Investments Ltd. and Globacom Ltd. | Member of the Shareholders Advisory Council of Julius Berger International GmbH

Mr. Christian Hausemann (German), 51
Executive Director, Finance

Industrial Business Manager (CCI)

- Appointed Director and Financial Director with effect from January 1, 2022
- Joined the Company on September 1, 1994

Member of the Association of National Accountants of Nigeria, the Institute of Directors Nigeria and the Association of Chief Financial Officers, Germany

Chairman of the Board of Directors of Julius Berger Medical Services Ltd. | Director of Julius Berger FZE

Engr. Jafaru Damulak, 61
Non-Executive Director

B. Eng (Civil Engineering), MNSE

- Appointed Director on October 12, 2007

Member of the Nigerian Society of Engineers and the Council for the Regulation of Engineering in Nigeria (COREN

Chairman of the Board of Directors of PrimeTech Design and Engineering Nigeria Ltd. and Julius Berger FZE | Managing Director of Elm Properties and Estate Development Company Ltd. | Director of NETCOM Africa Ltd.

Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD, 74
Independent Non-Executive Director

BBA (Marketing), MBA, FCIB, FIOD

- Appointed Director and Independent Non-Executive Director with effect from December 7, 2019

Fellow of the Chartered Institute of Bankers of Nigeria and the Institute of Directors Nigeria

Chairman of the Boards of Julius Berger Services Nigeria Ltd. and Agrited Nigeria Ltd., Beloxxi Industries Ltd. | Director of Dangote Cement Plc, Seplat Energy Plc, Coronation Capital Ltd. and Coronation Asset Management Ltd. | Member of the Shareholders Advisory Council of Julius Berger International GmbH

Amb. Adamu Saidu Daura, MFR, 63
Independent Non-Executive Director

Advanced Diploma in Public Administration

- Appointed Director and Independent Non-Executive Director with effect from July 1, 2022

Chairman of the Board of Directors of Ripen Marine Contractors Ltd. | Director of Julius Berger Services Nigeria Ltd., Daberam Ventures Ltd., Atlantic Consortium Ltd., Feren's Nig. Ltd. and Kaira Investments Ltd.

Mr. Chidi Anya, Esq., 57
Independent Non-Executive Director

LLB, BL, MILD

- Appointed Director and Independent Non-Executive Director with effect from July 1, 2022

Fellow of the Institute of Management Consultants | Member of the Institute of Directors, the National Economic Council (Nigeria), the Nigerian Bar Association and the Nigerian Bar Association Section on Business Law

Director of Abumet Nigeria Ltd.

Dr. Muhammadu Indimi, OFR, 77
Non-Executive Director

DSc (HC), DBA (HC), DLitt (HC), Dtech (HC), DMgt (HC)

- Appointed Director with effect from November 7, 2024

Chairman of the Boards of Oriental Energy Resources Limited and M & W Pump Nigeria Limited | Director of Jaiz Bank Plc | Member of the Board of Directors of Arab Contractors Nigeria Ltd.

NB: The ages of the Directors are as at March 27, 2025 the date of approval of the Audited Consolidated Financial Statement 2024

Julius Berger Services Nigeria Ltd. is a multipurpose terminal operator at the Warri Port – Terminal C. The company's comprehensive equipment pool and vast terminal size ensure timely and efficient loading, offloading and storage for various types of cargo. Services include: stevedoring, shipping, warehousing and slipway.

REPORTS TO SHAREHOLDERS

for the year ended December 31, 2024

DIRECTORS' REPORT

The Directors are pleased to present to the members of Julius Berger Nigeria Plc at the 55th AGM, their report on the business of the Group for the year ended December 31, 2024.

1. Legal form

The Company was incorporated in Nigeria under the Companies Act 1968, now the Companies and Allied Matters Act 2020 (CAMA), as a private limited liability company on February 18, 1970. The Company subsequently converted to a public limited liability company and its shares became listed on the Nigerian Stock Exchange now the Nigerian Exchange Group (NGX) on September 20, 1991.

2. Principal activities

The principal activities of the Company are the business of planning and construction of all kinds of civil engineering works. The Company has seven operational subsidiaries and they are stated below in alphabetical order, together with their principal activities:

Subsidiary	Principal activities and business	Date of incorporation	Percentage holding
Abumet Nigeria Ltd.	Manufacturers and dealers in aluminium, steel, iron or other structural products of such nature	June 15, 1990	90.0%
Julius Berger Free Zone Enterprise	Planning and construction of all kinds and aspects of civil engineering works and related activities as well as maintenance of buildings and facilities in free trade zones	March 24, 2015	100.0%
Julius Berger International GmbH	Engineers, planning, design and development for engineering works and products of all description. Providers of logistical and technical support on an international level	June 24, 2008	100.0%
Julius Berger Investments Ltd.	Investment company and managers	June 1, 2012	100.0%
Julius Berger Medical Services Ltd.	Health care providers for the operation of medical service institutions and all form of medical and health care services	August 22, 2011	100.0%
Julius Berger Services Nigeria Ltd.	Providers of port services, stevedores, cargo superintendents, port management, warehousemen, agents and proprietors of warehouses	August 30, 2006	100.0%
PrimeTech Design and Engineering Nigeria Ltd.	Engineers, planning, design, development and maintenance of engineering works and products of all description	August 22, 2011	100.0%

The financial results of all the subsidiaries have been consolidated in these Financial Statements.

Group results	2024 ₦ 000	2023 ₦ 000
Revenue	566,705,461	443,439,239
Profit for the year attributable to Group activities	15,506,793	12,552,665
Retained earnings	58,462,104	48,822,057

3. Results for the year

Comparative highlights of the operational results of the Group for the years ended December 31, 2024 and 2023 are as stated in the table on page 21.

4. Review of business development

In the year under review, despite the challenging economic environment, the Group, in the opinion of the Directors, performed satisfactorily and in accordance with planning.

Save as herein disclosed, no other events have occurred since the year ended December 31, 2024, which would affect the Audited Consolidated and Separate Financial Statements.

5. Dividends

5.1 Dividend

The Directors are pleased to recommend to the members at the 55th AGM, a final dividend for the year ended December 31, 2024, in the sum of ₦5.2 billion representing ₦3.25 per 50 kobo share, held in the equity of the Company, which dividend shall be subject to withholding tax at the appropriate rate at the time of payment.

5.2 Unclaimed dividends

The list of shareholders with unclaimed dividends have been compiled and sent to Shareholders in the register of members as at May 30, 2025. The list can also be accessed from the Investors' Relations page of the Company's website: www.julius-berger.com. Shareholders are enjoined to carefully peruse this list. Shareholders who find their names on the list and have claimed their dividend(s) since December 31, 2024, should kindly ignore the said list. However, shareholders who are yet to claim their dividend(s) should contact the Company Secretary or the Registrars, Greenwich Registrars & Data Solutions Ltd.

6. Directors and Directors' interest and shareholding

6.1 Board of Directors in 2024

The Directors who served on the Board of the Company for the year ended December 31, 2024, were as follows:

- Mr. Mutiu Sunmonu, CON
- Engr. Goni Musa Sheikh
- Mr. George Marks (German)
- Engr. Jafaru Damulak
- Dr. Ernest Nnaemeka Azudialu-Obiejesi, OFR
- Mrs. Belinda Ajoke Disu, CAL
- Mrs. Gladys Olubusola Talabi
- Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD
- Mr. Chidi Anya, Esq.
- Amb. Adamu Saidu Daura, MFR
- Engr. Dr. Lars Richter (German)
- Mr. Christian Hausemann (German)
- Dr. Muhammadu Indimi, OFR
- Engr. Dr. Peer Lubasch (German)

6.2 Changes to the Board

During the period under review and since the last AGM, the following changes occurred on the Board:

6.2.1 Resignation of Directors

Engr. Dr. Lars Richter resigned his appointment as Managing Director and as a Director with effect from October 15, 2024. Mr. Mutiu Sunmonu, CON resigned his appointment as a Director with effect from March 31, 2025. Engr. Goni Musa Sheikh was elected the Chairman of the Board with effect from April 1, 2025.

6.2.2 Directors for approval

Engr. Dr. Peer Lubasch was appointed a Director of the Company and Managing Director with effect from October 16, 2024.

In accordance with S. 274(2) of the CAMA, members would be requested to approve the appointment of Engr. Dr. Peer Lubasch.

6.2.3 Directors for election

Dr. Muhammadu Indimi, OFR was appointed a Non-Executive Director on November 7, 2024. In accordance with S. 274 (2) of CAMA members would be requested to approve the appointments of Dr. Muhammadu Indimi, OFR.

6.2.4 Directors for re-election

Mrs. Belinda Ajoke Disu, CAL, Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD and Engr. Goni Musa Sheikh are the Directors retiring by rotation. In accordance with the provisions of S. 285 of CAMA and the Articles of Association. Mrs. Belinda Ajoke Disu, CAL, Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD and Engr. Goni Musa Sheikh, all being eligible, offer themselves for re-election.

6.3 Directors' interest

For the purposes of Ss. 301, 302 and 303 of CAMA and in compliance with the listing requirements of the NGX:

- Some Directors gave notices of disclosable direct and/ or indirect interests in some contracts and assets of the Group, and the Directors' interest in the issued share capital of the Company as recorded in the Register of Members and in the Register of Directors' holdings and contracts as notified by them are as stated in the table hereunder.
- The information herein has been adjusted in compliance with the order of Interim Injunction granted in Suit No: FHC/L/CS/1812/2024, wherein 120,000,000 units of shares in the equity of Julius Berger Nigeria Plc were placed under restriction with respect to the transfer and voting rights of the said shares.

7. Share capital and shareholding

The Company did not purchase its own shares during the year.

7.1 Issued and fully paid share capital

The issued and paid-up share capital of the Company currently is ₦800 million made up of 1.6 billion ordinary shares of 50 kobo each.

Number of Directors' direct and indirect holdings as at	March 27, 2025	December 31, 2024	December 31, 2023
Mr. Mutiu Sunmonu, CON	1,212,121	1,212,121	1,212,121
Mr. George Marks	–	–	–
Engr. Jafaru Damulak	2,401,028	2,401,028	2,401,028
Dr. Ernest Nnaemeka Azudialu-Obiejesi, OFR – Indirect*[1]	206,215,268	206,215,268	206,215,268
Mrs. Belinda Ajoke Disu, CAL – Indirect**	405,893,428	405,893,428	405,893,428
Mrs. Gladys Olubusola Talabi	–	–	–
Engr. Goni Musa Sheikh – Direct	76,533	76,533	76,533
Engr. Goni Musa Sheikh – Indirect***	319,950,168	319,950,168	291,540,832
Mr. Ernest Ebi, MFR, FCIB, FIOD	–	–	–
Mr. Chidi Anya, Esq.	–	–	–
Amb. Adamu Saidu Daura, MFR	–	–	–
Dr. Muhammadu Indimi, OFR	–	–	–
Engr. Dr. Peer Lubasch	–	–	–
Mr. Christian Hausemann	–	–	–

* Watertown Energy Ltd., BOJ-ESL NOMINEE (Continental Acquisitions Ltd.), AAD ESL Nominee and Krawcod Properties Ltd.

** Goldstones Estates Ltd., Bilton Securities Ltd., BATCO Integrated Syn Concepts

*** NeptuneHill Company Ltd.

[1] The information on the shareholding analysis and the register of members has been adjusted in compliance with a court order granted in Suit No FHC/L/CS/1812/2024.

7.2 Beneficial ownership

The issued and fully paid-up share capital of the Company, as at December 31, 2024, and March 27, 2025, when the Audited Consolidated Financial Statements were approved, were beneficially held as stated in the table on page 25.

The information herein has been adjusted in compliance with the order of Interim Injunction granted in Suit No: FHC/L/CS/1812/2024, wherein 120,000,000 units of shares in the equity of Julius Berger Nigeria Plc were placed under restriction with respect to the transfer and voting rights of the said shares.

7.3 Free float

The free float analysis of the issued and paid-up share capital of the Company, as at December 31, 2024, and March 27, 2025, when the Audited Consolidated and Separate Financial Statements were approved, is as stated in the table on page 25.

8. Property, plant and equipment (PPE)

Significant movements in properties, plants and equipment constituting the PPE of the Group during the year are indicated in Note 16 on pages 111 to 112. In the opinion of the Directors, the market value of the properties, plant and equipment is not less than the value shown in the accounts.

9. Donations and CSR Initiatives

During the year 2024, the Group undertook Corporate Social Responsibility (CSR) initiatives shown in the tables on page 26 valued at ₦555 million (2023: ₦506 million) including donations amounting to ₦38 million (2023: ₦29 million).

In compliance with S. 43(2) of CAMA, no donation was made to any political party, political association or for any political purpose.

7.4 Share range analysis

Share range as at December 31, 2024	Number of shareholders	Percentage of shareholders	Number of units held	Percentage shareholding
1–500	5,736	36.18%	713,279	0.04%
501–1000	1,431	9.03%	1,051,602	0.07%
1,001–5,000	4,005	25.26%	10,457,597	0.65%
5,001–10,000	1,704	10.75%	12,207,814	0.76%
10,001–25,000	1,611	10.16%	24,627,705	1.54%
25,001–100,000	1,018	6.42%	48,739,967	3.05%
100,001–500,000	252	1.59%	46,721,878	2.92%
500,001–1,000,000	48	0.30%	33,218,419	2.08%
1,000,001 and above	49	0.31%	1,422,261,739	88.89%
Total	**15,854**	**100.00%**	**1,600,000,000**	**100.00%**

The information on the shareholding analysis and the register of members has been adjusted in compliance with a court order granted in Suit No FHC/L/CS/1812/2024

Beneficial ownership	Number of ordinary shares held as at March 27, 2025	Percentage holdings as at March 27, 2025	Number of ordinary shares held as at December 31, 2024	Percentage holdings as at December 31, 2024	Percentage holdings as at December 31, 2023
Goldstone Estates Ltd.	317,893,428	19.87%	317,893,428	19.87%	19.87%
NeptuneHill Company Ltd.	319,950,168	20.00%	291,540,832	18.22%	18.22%
Watertown Energy Ltd.[1]	160,000,000	10.00%	160,000,000	10.00%	10.00%
Ibile Holdings Ltd.	88,000,000	5.50%	88,000,000	5.50%	5.50%
Other shareholders including Governments	714,156,404	44.63%	742,565,740	46.41%	46.41%
Total	**1,600,000,000**	**100.00%**	**1,600,000,000**	**100.00%**	**100.00%**

[1] The information on the shareholding analysis and the register of members has been adjusted in compliance with a court order granted in Suit No FHC/L/CS/1812/2024. Apart from the shareholders presented in the table above, no other person(s) holds more than 5% and above of the issued and fully paid-up shares of the Company.

Free float	Number of ordinary shares held as at March 27, 2025	Percentage holdings as at March 27, 2025	Number of ordinary shares held as at December 31, 2024	Percentage holdings as at December 31, 2024	Percentage holdings as at December 31, 2023
Strategic shareholding	1,084,715,089	67.79%	1,056,305,753	66.02%	76.17%
Directors' direct shareholding	3,689,682	0.23%	3,689,682	0.23 %	0.27%
Staff schemes	-	-		-	-
Free float	511,595,229	31.97%	540,004,565	33.75%	23.56%
Total	**1,600,000,000**	**100.00%**	**1,600,000,000**	**100.00%**	**100.00%**

10. Research and development

Research, development and deployment of leading-edge construction and engineering technologies, design and methodologies are key to Julius Berger Nigeria Plc and its subsidiaries. The Group would continue to invest in research and development to enhance its design, planning, execution, construction and local engineering capabilities to deliver on client requirements innovatively.

11. Technical service and know-how agreement

A technical services agreement executed between the Company and Julius Berger International GmbH, is registered with the National Office for Technology Acquisition and Promotion (NOTAP).

12. Vendors

The significant vendors to the Company domestically and internationally are:

- Abumet Nigeria Ltd.
- African Foundries Ltd.
- C. Woermann Nigeria Ltd.
- Dangote Industries Ltd.
- Empire Energy Ltd.
- Etco Nigeria Ltd.
- Julius Berger International GmbH
- Lafarge Africa Plc
- Lambert Electromec Ltd.
- Mark-Sino Stone Nigeria Ltd.

Corporate Social Responsibility	₦
Community development and inclusivity	311,946,716
Education and human capital development	138,260,427
Emergency response	2,136,801
Philanthropy and social welfare	102,739,068
Total	**555,083,012**

Donations	₦
Abuja Children's Home, Karu, FCT Abuja	1,745,241
Female university students of American University of Abuja support, FCT Abuja	7,500,000
Goodness & Mercy Orphanage Home, Port Harcourt, Rivers	1,402,500
Heart of Gold Children Hospice, Suruelere, Lagos	1,521,663
Heart of Delta Children's Home, Warri, Delta	1,402,500
Honesty, Equality, and Respect (H.E.R.) Festival, FCT Abuja	500,000
Hope for Survival Orphanage, Tundun Muntsira Road, FCT Abuja	1,745,241
International Carnival, Rivers State	5,000,000
Lifetime Caring Foundation, Port Harcourt, Rivers	1,402,500
Motherless Babies Home, Lekki, Lagos	1,521,662
Ngwa Road Motherless Babies' Home, Abia	1,402,500
Special Children's Home, Uyo, Akwa Ibom	1,402,500
Special Education Centre for Children with Special Needs, Uyo, Akwa Ibom	1,402,500
Various communities within Abuja, FCT Abuja	10,320,000
Total	**38,268,807**

- PrimeTech Design & Engineering Nigeria Ltd.
- Ringardas Nigeria Ltd.
- TotalEnergies Marketing Nigeria Plc
- Vipertech Engineering and Construction Company Ltd.
- Zeberced Ltd.

13. Post year end events

Save as disclosed, there were no significant post year end events that could have had a material effect on the Audited Consolidated and Separate Financial Statements for the year ended December 31, 2024, which have not been adequately provided for.

14. Human capital management

Employee relations were stable and cordial in the year under review.

14.1 Employment of physically challenged persons

It is the policy of the Group that there should be no unfair discrimination in considering applications for employment including those from physically challenged persons. All employees are given equal opportunities to develop their experience and knowledge and to qualify for promotion in furtherance of their careers. As at December 31, 2024, there were 21 physically challenged persons employed by the Group.

14.2 Health and safety at work and welfare of employees

The nature of Group activities demand that a high priority is placed on the health, safety and welfare of employees as well as all visitors in all aspects of Group operations.

To this end, there is a strict observance of health and safety policies, regulations and structures. Further, medical coverage is provided for all staff and their immediate families, comprising a spouse and four children, in accordance with the welfare schedule agreed with the operating domestic workers unions as well as the provisions of the National Health Insurance Authority Act 2021.

In the Group, there is full compliance with the provisions of the Pensions Reform Act of 2014.

14.3 Involvement and training

The consultative media for the dissemination of information, and involvement in matters concerning the staff and Group affairs, were functional in the period under review.

Training and education are key to the retention of skills and expertise within the Group. The Group is committed to investments in ensuring the required skills set for its business and operation.

15. Statutory Audit Committee

The members of the Statutory Audit Committee appointed at the 54th AGM held on June 20, 2024, in accordance with S. 404(3) of CAMA 2020, were:

- Brig. Gen. Emmanuel Ebije Ikwue, GCON, Chairman
- Chief Timothy Ayobami Adesiyan, Member
- Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD, Member
- Sir Sunday Nnamdi Nwosu, KSS, JP Member
- Mr. Chidi Anya, Esq., Member

The committee met in accordance with the provisions of S. 404 of CAMA 2020 and will present its report.

16. Auditors

The auditors, PricewaterouseCoopers have indicated their willingness to continue in office. A resolution will be proposed authorising the Directors to determine their remuneration.

17. Compliance with regulatory requirements

The Directors confirm that they have reviewed the structures and activities of the Company in view of the Code of Corporate Governance of the Securities and Exchange Commission (SEC) and the Nigerian Code of Corporate Governance 2018 (the Codes) as well as the regulations of the NGX and the SEC (the Regulators). The Directors confirm that, to the best of their knowledge and as at the date of this report, save for an infraction which led to the issue of a letter March 5, 2024 dated by the NGX, the Company has been and is in substantial compliance with the provisions of the Codes and the regulatory requirements of the Regulators.

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

March 27, 2025

Julius Berger Nigeria Vocational Support Programme

CORPORATE GOVERNANCE REPORT

The Board of Directors (the Board) and Management of Julius Berger Nigeria Plc have put in place structures, procedures and systems to ensure substantial compliance with CAMA, its Memorandum and Articles of Association, the Codes and the requirements of all Regulators. The corporate governance structures, procedures and systems are premised on dynamism.

1. The Board of Directors

As at December 31, 2024, the Board comprised of 13 members, 11 of whom were Non-Executive Directors, one of whom is the Chairman and three Independent Directors, and two Executive Directors. Profiles of the Directors, in particular the Directors standing for election and re-election, are stated on pages 17 and 18 in this document.

Apart from the legal and regulatory requirements, there are no specific requirements for qualification for board membership. However, the Company strives to ensure the right mix that is necessary to effectively discharge board functions. Directors are appointed, through the appointment process established for Non-Executive Directors and succession process for Executive Directors, and are approved by the shareholders in General Meeting, after. Upon appointment, new Directors undergo an induction process to acquaint them of their role, responsibilities, duties, power and liabilities as well as to have an overview of the environment in which they would deploy their role, responsibilities, duties, power and liabilities. Directors, at the expense of the Company, are required to undergo relevant continuing education programs to sharpen their knowledge and skills. In the year 2024, three Directors underwent training at various institutions globally. The Directors are bound by the Code of Business Conducts and Ethics for Directors and Management on page 156, to which they are all signatories.

The Board, by its charter, reserves to itself certain powers, duties and responsibilities and has delegated authority and responsibility for the day-to-day running of the Company to the Managing Director ably assisted by the Executive Directors.

The following matters are specifically and exclusively reserved for the Board, the:

- the integrity of Group financial information and approval of Group annual and interim results;
- the structure of the Group's system of internal control and enterprise-wide risk management process;
- material borrowings and any issue of equity securities;
- information technology and information dissemination;
- succession planning, appointment, remuneration and removal of the Board, Directors and senior Management;
- dividend policy;
- the formal and rigorous review annually of its own performance, that of its committees and individual Directors; and
- the Company's corporate governance arrangements and compliance review.

The Board has sole authority for the following:

- Vision and mission
- Policies and planning approvals
- Stewardship and sustainability
- Monitoring
- Accountability
- Compliance review

In line with global best practice, the roles of the Chairman and Managing Director are separate and clearly defined. The Chairman is responsible for Board leadership, whilst the Managing Director is responsible for the day-to-day running of the Company, on behalf of the Board.

The Board and its committees have access to the advice and services of the Company Secretary who provides a point of reference and support for all Directors and, if required, the advice and services of other professionals where such advice will improve the quality of their contribution to Board decision-making.

Director	Designation	Cumulative number of financial years on Board	Mar. 1, 2024	Mar. 28, 2024	Jun. 19, 2024	Sep. 25, 2024	Oct. 28, 2024	Nov. 7, 2024	Board and Management Strategy Session Nov. 7, 2024	Board and Management Strategy Session Nov. 8, 2024	Dec. 5, 2024
Mr. Mutiu Sunmonu, CON	Chairman	11 years	▪	▪	▪	▪	▪	▪	▪	▪	▪
Engr. Goni Musa Sheikh	Director	7 years	▪	▪	▪	▪	–	–	–	–	▪
Mr. George Marks	Vice Chairman	33 years	▪	▪	▪	▪	▪	▪	▪	▪	▪
Engr. Jafaru Damulak	Director	19 years	▪	▪	▪	▪	▪	▪	▪	▪	▪
Dr. Ernest Nnaemeka Azudialu-Obiejesi, OFR	Director	14 years	▪	▪	▪	▪	▪	▪	▪	▪	▪
Mrs. Belinda Ajoke Disu, CAL	Director	9 years	▪	▪	–	▪	▪	▪	▪	▪	▪
Mrs. Gladys Olubusola Talabi	Director	9 years	▪	▪	▪	▪	▪	▪	▪	▪	–
Engr. Dr. Peer Lubasch	Managing Director	2 years	N/A	N/A	N/A	N/A	▪	▪	▪	▪	▪
Mr. Christian Hausemann	Executive Director, Finance	4 years	▪	▪	▪	▪	▪	▪	▪	▪	▪
Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD	Independent Director	7 years	▪	▪	▪	▪	▪	▪	▪	▪	▪
Mr. Chidi Anya, Esq.	Independent Director	4 years	▪	▪	▪	▪	▪	▪	▪	▪	▪
Amb. Adamu Saidu Daura, MFR	Independent Director	4 years	▪	▪	▪	▪	▪	▪	▪	▪	▪
Dr. Muhammadu Indimi, OFR	Independent Director	2 years	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	▪
Engr. Dr. Lars Richter	Esrtwhile Managing Director	8 years	▪	▪	▪	▪	N/A	N/A	N/A	N/A	N/A

Key: ▪ Present; – Absent with apologies; N/A Not applicable

NB: (1) Tenure: Is not based on anniversary of appointment but the number of financial years on the Board as at the date of approval of the Audited Consolidated and Separate Financial Statements 2024

(2) Cumulative number of financial years on the Board is as at the date of approval of the Audited Consolidated and Separate Financial Statements 2024

The Board meets formally at least once every quarter as the needs of the Company may determine. There is provision in the Articles of Association for less formal meetings of the Board or its committees by electronic communications as well as decisions of the Board or committees by resolutions in writing, and these two methodologies, the Board and its committee used as their needs demanded.

The Board met formally seven times in the financial year 2024. In addition, the Board held a Board and Management Strategy Session from November 7, 2024, to November 8, 2024. Attendance by the Directors at meetings and sessions are as stated above.

The Board has in place a system to evaluate its performance and that of its committees.

The Board was evaluated by the Institute of Directors Centre for Corporate Governance for the year ended December 31, 2024, and their report is as stated on page 37. KPMG Advisory Services was engaged to conduct the governance evaluation prescribed by the NCCG 2018 for the year ended December 31, 2024. Their report is stated on page 38.

By the evaluation of the Board and its committees for the financial year ending December 31, 2024, the governance bodies performed credibly.

2. Committees

2.1 Board Committees

In discharging its oversight responsibilities, the Board makes use of various committees, both standing and ad-hoc. Each committee has an in-depth focus on a particular area of the Board's responsibility and provides informed feedback and advice to the Board. The activities of each of the Board committees relate to the affairs of the Group and are guided by the various objectives and charters of the committees. Members of the Management are invited to attend committee meetings to brief the committees on agenda items related to their areas of responsibilities from time to time.

All the committees report directly to the Board regarding committee activities, issues, and related recommendations and decisions, while the Statutory Audit Committee is further required to issue a report to the shareholders in the terms specified by CAMA. The Board has the sole responsibility for determining the responsibility, membership and chair of the committees it establishes.

The following standing committees, which are tailored to the Company's businesses, have been established:

2.1.1 Risk and Assets Management Committee

This committee is responsible for assisting the Board to fulfil its oversight responsibilities to all stakeholders with respect to:

- risks;
- capital expenditure, acquisition,s and disposals;
- Group's investment objectives, strategy, and execution;
- business collaborations, mergers and acquisitions; and
- information technology data governance and frameworks.

The Risk and Assets Management Committee met formally four times in the financial year ended December 31, 2024. The membership of the committee and the attendance by members at meetings are as stated below.

Risk and Assets Management Committee	Designation	March 21, 2024	June 13, 2024	September 19, 2024	November 28, 2024
Engr. Goni Musa Sheikh	Chairman	▪	▪	▪	▪
Mr. George Marks	Member	▪	▪	▪	▪
Engr. Dr. Lars Richter	Member	▪	▪	▪	N/A
Mrs. Gladys Olubusola Talabi	Member	▪	▪	▪	▪
Engr. Jafaru Damulak	Member	▪	▪	▪	▪
Mr. Christian Hausemann	Member	▪	▪	▪	▪
Engr. Dr. Peer Lubasch	Member	N/A	N/A	N/A	▪

Key: ▪ Present; – Absent with apologies; N/A Not applicable

Board Audit Committee	Designation	January 30, 2024	March 26, 2024	April 29, 2024	July 30, 2024	October 30, 2024	December 2, 2024	Committee Executive Session December 2, 2024
Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD	Chairman	▪	▪	▪	▪	▪	▪	▪
Engr. Jafaru Damulak	Member	▪	▪	▪	▪	▪	▪	▪
Mrs. Belinda Ajoke Disu, CAL	Member	▪	▪	▪	▪	▪	▪	▪
Mr. Chidi Anya, Esq.	Member	▪	▪	▪	▪	▪	▪	▪

Key: ▪ Present; – Absent with apologies

2.1.2 Board Audit Committee

This committee is responsible for:

- the integrity of the Financial Reporting Statements (annual, half-yearly and quarterly) and the processes;
- ensuring the effectiveness and independence of the Statutory Auditor's function;
- ensuring the adequacy of the whistleblowing policies, framework and procedures;
- the review and implementation of the Company's internal controls and financial control systems and approved policies;
- ensuring that the internal audit function of the Company is established and objective;
- the review and approval of the Company's CSR obligations;
- consideration of the related party transactions, fraud risks and legal matters that may have a material impact on, or require disclosure in, the Financial Statements; and
- financial reporting regulatory compliance.

This committee met formally six times in the financial year ended December 31, 2024, and held the mandatory sessions with the Auditors. The membership of the committee and the attendance by members at meetings are as stated on page 31.

2.1.3 Remuneration Committee

This committee, comprised of only Non-Executive Directors, is responsible for:

- development of strategies, framework and policies for remuneration to ensure that Group objectives are met; and
- top-level establishment issues, particularly on compensation and matters relating to the boards in the Group, ensuring the alignment of human resources policies with the remuneration structures and strategies set by the Board.

This committee met formally seven times in the financial year ended December 31, 2024. The membership of the committee and the attendance by members at meetings are as stated hereunder.

Remuneration Committee	Designation	January 16, 2024	March 19, 2024	June 11, 2024	August 21, 2024	September 17, 2024	October 28, 2024	November 26, 2024
Mr. George Marks	Chairman	▪	▪	▪	▪	▪	▪	▪
Engr. Jafaru Damulak	Member	▪	▪	▪	▪	▪	▪	▪
Mrs. Belinda Ajoke Disu, CAL	Member	▪	▪	–	▪	▪	▪	▪
Dr. Ernest Nnaemeka Azudialu-Obiejesi, OFR	Member	▪	▪	▪	▪	▪	–	–
Amb. Adamu Saidu Daura, MFR	Member	▪	▪	▪	▪	▪	▪	▪

Key: ▪ Present; – Absent with apologies

2.1.4 Nominations and Governance Committee

This committee, comprised of only Non-Executive Directors, is responsible for:

- the effectiveness of the corporate governance frameworks, policies and structures, as well as the strategic development and entrenchment thereof the Group;
- top-level leadership and establishment issues, particularly those on selection, appraisal and corporate succession planning, matters relating to board(s) and top-level nominations and appointments, composition, performance evaluations and appraisals; and
- monitoring and keeping under review the effectiveness of the compliance function and framework in ensuring adherence to the applicable laws and regulations.

This committee met formally nine times in the financial year ended December 31, 2024. The membership of the committee and the attendance by members at meetings are as stated hereunder.

2.1.5 Strategy Committee

This committee is responsible for:

- strategy;
- sustainability;
- strategic business collaborations and opportunities; and
- business collaborations and opportunities.

This committee met formally six times in the financial year ended December 31, 2024. The membership of the committee and the attendance by members at meetings are as stated hereunder.

Nominations and Governance Committee	Designation	Mar. 18, 2024	Mar. 20, 2024	Apr. 15, 2024	Jun. 12, 2024	Jun. 18, 2024	Sep. 10, 2024	Sep. 18, 2024	Nov. 1, 2024	Nov. 27, 2024
Mrs. Gladys Olubusola Talabi	Chairman	▪	▪	▪	▪	▪	▪	▪	▪	▪
Mr. George Marks	Member	▪	▪	▪	▪	▪	▪	▪	▪	▪
Dr. Ernest Nnaemeka Azudialu-Obiejesi, OFR	Member	▪	▪	–	–	–	▪	▪	▪	–
Amb. Adamu Saidu Daura, MFR	Member	▪	▪	▪	▪	▪	▪	▪	▪	▪

Key: ▪ Present; – Absent with apologies

Strategy Committee	Designation	February 6, 2024	February 29, 2024	March 21, 2024	June 13, 2024	September 19, 2024	November 28, 2024
Engr. Goni Musa Sheikh	Chairman	▪	▪	▪	▪	▪	▪
Mrs. Gladys Olubusola Talabi	Member	▪	▪	▪	▪	▪	▪
Mr. George Marks	Member	▪	▪	▪	▪	▪	▪
Engr. Dr. Lars Richter	Member	▪	▪	▪	▪	▪	N/A
Mrs. Belinda Ajoke Disu, CAL	Member	▪	▪	▪	▪	▪	–
Engr. Jafaru Damulak	Member	▪	▪	▪	▪	▪	▪
Mr. Christian Hausemann	Member	▪	▪	▪	▪	▪	▪
Engr. Dr. Peer Lubasch	Member	N/A	N/A	N/A	N/A	N/A	▪

Key: ▪ Present; – Absent with apologies; N/A Not Applicable

2.2 Statutory Audit Committee

This committee is a statutory creation, established in strict compliance with S. 404 of CAMA 2020. The committee's composition, membership and responsibilities are as determined by S. 404 of CAMA.

Membership of the committee is comprised of three shareholders and two Directors who were appointed for the financial year 2024 at the 54th AGM held on June 20, 2024. The chairman of this committee is always a shareholder.

This committee met three times in the financial year ended December 31, 2024. The membership of the committee and the attendance by members in the financial year ended December 31, 2024, are as stated below.

3. The shareholders

The Board of Directors is accountable to shareholders for its performance and that of the Company.

Shareholders have the opportunity at members General Meetings, duly convened according to the requirements of the CAMA, and other informal fora, to review the activities of both the Company and the Directors and express their opinion thereon.

The members met in AGM on June 20, 2024. At the close of the Meeting, there were eighty-four shareholders and two hundred and sixty-six proxies, holding nine hundred and ninety-six million, four hundred and seventy-seven thousand and ninety-one units of shares in total (62.28% of issued equity). Attendance by the Directors is as stated in the table hereunder.

4. The Management

Management is responsible for the day-to-day management of the Group and is accountable to the Board for its performance and implementation of vision, strategy and policies.

Management currently consists of two executive directors, top and senior management comprised of heads of directorates, strategic departments and regions as well as chief executive officers of subsidiaries. Management executes its responsibilities within the limits set for it by the Board, which periodically reviews its performance.

5. Subsidiary governance

Through the establishment of systems and processes, all companies in the Group reflect similar values, ethics, controls and processes while remaining independent in the conduct of business and compliance with extant regulations.

Statutory Audit Committee		March 26, 2024	July 30, 2024	December 2, 2024
Brig. Gen. Emmanuel Ebije Ikwue, GCON - appointed Chairman of the Committee on July 30, 2024	Chairman/Member	▪	▪	▪
Chief Timothy Ayobami Adesiyan - appointed Chairman of the Committee until July 30, 2024	Chairman/Member	▪	▪	▪
Sir Sunday Nnamdi Nwosu, KSS, JP	Member	▪	▪	▪
Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD	Member	▪	▪	▪
Mr. Chidi Anya, Esq.	Member	▪	▪	▪

Key: ▪ Present; – Absent with apologies

6. Specific disclosure requirements of the Regulators

6.1 Insider trading and price sensitive information

In relation to dealings in the shares of the Company, Julius Berger Nigeria Plc has a Securities Trading Policy approved by the Board on March 18, 2015, which guides securities transactions by its employees and Directors and their connected persons as well as those in possession of market sensitive information on terms no less exacting than the required standards set out in the Rules of the NGX. The policy is dynamic and updated as required. The Company has made specific inquiries of all its Directors and other insiders and save for the infringement for which a letter of caution was issued by the NGX on March 5, 2024, is not aware of any other infringement of the Policy during the period.

6.2 Complaints management framework

In compliance with the rules and regulations of the SEC and NGX, Julius Berger Nigeria Plc, has in place a Complaints Management Policy approved by the Board on September 29, 2015, which establishes procedures for the complaints management process in the Group.

Policies mentioned above and other governance documents are published on, and can be accessed and downloaded from the website of the Company: www.julius-berger.com.

The Board would encourage Shareholders to use the email jbn-shareholders@julius-berger.com to express their views of the Company which would enable the Board have clarity of the issues of importance to Shareholders.

Attendance of Directors at AGM	June 20, 2024
Mr. Mutiu Sunmonu, CON	▪
Mr. George Marks	▪
Engr. Jafaru Damulak	▪
Dr. Ernest Nnaemeka Azudialu-Obiejesi, OFR	▪
Mrs. Belinda Ajoke Disu, CAL	–
Mrs. Gladys Olubusola Talabi	▪
Engr. Dr. Lars Richter	▪
Mr. Christian Hausemann	▪
Engr. Goni Musa Sheikh	▪
Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD	▪
Mr. Chidi Anya Esq.	▪
Amb. Adamu Saidu Daura, MFR	▪
Engr. Dr. Peer Lubasch	N/A
Dr. Muhammadu Indimi, OFR	N/A

Key: ▪ Present; – Absent with apologies; N/A Not applicable

Port Harcourt Ring Road, Rivers State

RC: 653567
IoD Centre for Corporate Governance

March 27, 2025

REPORT OF THE INDEPENDENT EXTERNAL CONSULTANTS ON BOARD EVALUATION OF JULIUS BERGER NIGERIA PLC FOR THE YEAR ENDED 31 DECEMBER 2024

IoD Centre for Corporate Governance (IoDCCG) was appointed to undertake an independent external evaluation of the Board of Directors of Julius Berger Nigeria Plc. ("Julius Berger Nigeria", "JBN") for the year-ended 31st December 2024 in line with the provisions of **Section 15 of the Securities and Exchange Commission (SEC) Corporate Governance Guidelines ("the SEC Guidelines")**, and **Principle 14.1 of the Nigerian Code of Corporate Governance, 2018 (NCCG)**. The evaluation entailed a comprehensive review of Julius Berger Nigeria's corporate and statutory documents, the Minutes of Board and Committee meetings, policies currently in place, and other ancillary documents made available to us, including responses to Board and Peer Review Surveys administered to Directors.

We carried out the assessment focusing on eight key themes (including the Company Secretariat) and their subsets. These key areas are Board Structure and Composition; Strategy and Planning; Board Functioning and Effectiveness; Monitoring, Measuring and Reporting Performance; Assurance (Risk Management, Audit, Internal Controls and Compliance); Sustainability and Good Corporate Citizenship; Transparency and Disclosure; and Individual Directors Assessment. These focus areas are all derived from the 28 principles relevant to Board Evaluation as contained in NCCG 2018 and other relevant statutes used for benchmarking.

The Julius Berger Nigeria Plc. has six committees namely; Board Audit Committee; Remuneration Committee; Risk and Assets Management Committee; Strategy Committee; Nomination and Governance Committee, and Statutory Audit Committee (Section 9.2 of the SEC Corporate Governance Guidelines). The Board committees efficiently support the Board in its oversight responsibility of the Bank's operations and compliance with the Nigerian Code of Corporate Governance, 2018, and the SEC Corporate Governance Guidelines.

The Board of Julius Berger Nigeria Plc. demonstrates commitment to good corporate governance practices and compliance with the provisions of the Nigerian Code of Corporate Governance, 2018, and the Securities and Exchange Commission (SEC) Corporate Governance Guidelines. We observed some areas requiring improvements, which have been communicated to the Board of Directors. The Board has expressed its commitment to address these observations as the company strives to continue to play its role in the development of the Nigerian economy.

Details of our key findings and recommendations are contained in our Report.

Yours faithfully
For: IoD Centre for Corporate Governance

Nerus Ekezie, *MBA, MNIM, FIMD, FIMC, FIMS (UK)*
Chief Executive Officer
FRC/2024/PRO/NIM/002/560573

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E-mail: info@iodccg.com
Website: iodccg.com.ng

PARTNERS:

Report of the Independent Consultant to the Board of Directors of Julius Berger Nigeria Plc on their Corporate Governance Evaluation for the Year Ended 31 December 2024

In compliance with the guidelines of Principles 14 and 15 of the Nigerian Code of Corporate Governance 2018 ("the NCCG"), Julius Berger Nigeria Plc ("JBN" or "the Company") engaged KPMG Advisory Services to carry out an evaluation of its existing Corporate Governance Framework for the year ended 31 December 2024. The NCCG mandates the Board of Directors to carry out a formal and rigorous evaluation of its own performance, that of its committees, the Chairman and individual Directors as well as an annual corporate governance evaluation to ascertain the extent of application of the principles outlined in the NCCG.

We have performed the procedures agreed with JBN in respect of its compliance with corporate governance requirements which includes the provisions of the NCCG. These procedures, which are limited in scope but sufficient for the Board's objectives in line with the NCCG, are different in scope from an external audit. Consequently, no opinion is expressed by us on the activities reported upon.

Our approach to the evaluation of the Board's corporate governance practices involved a review of the Company's Board papers and minutes, key corporate governance structures, policies and practices as well as the Company's compliance with applicable codes of corporate governance. This included the review of the corporate governance framework and representations obtained from interviews with the members of the Board and senior management.

On the basis of our review, the Company's corporate governance practices are largely in compliance with the key provisions of the NCCG. Specific recommendations for further improving the Company's governance practices are included in our detailed report to the Board. These include recommendations on enhancements to governance documentations and Directors' training.

Tomi Adepoju
Partner & Head, Enterprise Risk/ESG Services
FRC/2013/ICAN/00000001185
24 March 2025

SUSTAINABILITY REPORT

1. Preface

Julius Berger continues to place sustainability at the heart of its business strategy, with a focus on the environment, social, and governance factors that we can positively impact. As such, excellence in health, safety, and environmental (HSE) protection, as well as investments in employee professional development, are critical components of our corporate culture and operational practices. We routinely assess the impact of our business decisions and investigate opportunities to generate shared value for our shareholders, communities, and employees as we believe profitable business is also attributed to sustainable business.

Our commitment to sustainability is evermore strengthened, as we experience the impact of climate change globally, with extreme weather conditions and other climate related socio-economic issues. Nigeria is already experiencing the adverse effects of climate change, including rising atmospheric temperatures, erosion, and irregular precipitation affecting millions. As such, we have a moral obligation as a responsible business to ensure that we help preserve our environment through sustainable methods of operation to maximise our potential without compromising that of future generations.

2. Governance

Our leadership team, helmed by the Board of Directors, is committed to ethical and transparent business practices and conduct. We have defined our management obligations and oversight for sustainability initiatives and outcomes. This contributes significantly to leading corporate governance practices and performance. At Julius Berger Nigeria Plc, an integral component of our governance responsibilities is fulfilling our commitment to act as a socially responsible organisation. This means we are committed to providing engineering and construction solutions that consider the impact of business operations on both their stakeholders and the environment. In line with this commitment, we have pledged to align our operations with the principles of the United Nations Global Compact (UNGC) and the Sustainability Disclosure Guidelines of the Nigeria Exchange Group (NGX) Nigerian Code of corporate governance and those of the Companies and Allied Matters Act CAMA amongst others.

The Group holds itself accountable for being honest, fair and respectful in all aspects of our business, and operate in a zero-tolerance atmosphere for any actions that could be perceived as contrary to these standards. Advocacy positions are consistent with governance guidelines and the Group's businesses are members of various trade and industry associations. The Statement of Business Principles (the Statement) provides direction to employees in the execution of their day-to-day activities. The Statement is intended to serve as an important guideline and assist in adhering to uncompromising standards of business ethics and integrity at all levels and across value chains. The Company continues to take initiative to promote and educate key personnel on all aspects of the Corporate Governance Policy according to the following governance policies that are in place:

- Statement of Business Principles
- Corporate Compliance Programme
- Code of Conduct
- Code for Business Conduct and Ethics for Directors and Management
- Code of Conduct for Subcontractors and Suppliers
- Third-Party Guidelines
- Securities Trading Policy
- Complaints Management Policy
- Whistle-Blowing Policy
- Gift Policy

3. Economic

The Group provides lasting, quality products and services that promote safety and contribute to sustainability throughout their life cycle, taking into account the general wellbeing of clients and society. The Group implements and maintains a quality management system, the scope of which for Julius Berger Nigeria Plc covers conception; integrated design and engineering; procurement and construction of civil, building, infrastructure and industry projects; facilities management and the provision of technical and administrative services associated with project realisation.

The quality management system is certified to comply with ISO 9001:2015. The criteria for certification consider several quality management principles, including a strong customer focus, as well as the process approach and continual improvement of the organisation – to ensure that customers consistently benefit from good-quality services.

The Company carries out research and technology transfer by commissioning research and engaging in opportunities to share knowhow on technical innovations in the fields of engineering and construction across professional and educational platforms, for the implementation of advanced construction-related methodologies, procedures and solutions. Such innovations have a positive impact on project sites and support the progress of best practice standards in the Nigerian building and construction sector as a whole. The Company uses responsible procurement practices and encourages subcontractors and suppliers to fulfil the highest standards and to bring state-of-the-art technology into their trade.

4. Social

Julius Berger Nigeria Plc promotes the wellbeing of all its employees. The Company's goal is to enhance the skills of its staff via training programmes that contribute to capacity building and professional development, thereby reinforcing the specialist knowhow needed to deliver high-quality workmanship and superior performance. These actions support sustaining long-term employment of Company staff and lead to higher employability rates for Nigeria's workforce.

It is the policy of the Company that there should be no discrimination in considering applications for employment. All employees are given equal opportunities to develop their experience and knowledge and to qualify for promotion in furtherance of their careers. The Company does not engage in any form of illegal employment or undeclared employment. Compliance with all statutory requirements and provisions is a top priority in the Company's employment relationships with staff. This applies particularly to compliance with the standards set under labour law and to obligations in respect to social insurance agencies and pension benefit institutions.

The Company encourages freedom of association among employees, with terms and conditions of service prescribed and recognised by the Nigeria Labour Law on the platform of the National Joint Industrial Council (NJIC), the Federation of Construction Industry (FOCI) and the Construction & Civil Engineering Senior Staff Association (CCESSA) on the one hand and the National Union of Civil Engineering, Construction, Furniture & Wood Workers (NUCECFWW) on the other.

Julius Berger Nigeria Plc recognises the role of host communities. The Company works to forge and foster good relations to promote social and economic inclusivity by supporting community-based initiatives, local business and the local workforce, to the extent possible, thereby ensuring that the immediate environments in which the Company and its subsidiaries operate are impacted positively and elevated by business activities. Philanthropy and social welfare have permanently been part of the Company's ethos. Investments are made to support and implement programmes that foster healthy environments for human development, as a means to improve accessibility and positively influence social wellbeing. The pillars of focus include education and literacy improvement, promotion of youth sports, assistance in response to emergency situations to protect the public, and in the area of healthcare, malaria prevention as well as HIV/AIDS awareness and prevention. As such, the Company is a proud and founding member of the Nigerian Business Coalition Against AIDS (NIBUCCA).

5. Environment

Julius Berger Nigeria Plc's goal is to operate and grow responsibly with an eye towards minimising the impact of our operations on the environment while promoting environmental stewardship and protection. The Company is fully compliant with the environmental laws of Nigeria and undertakes required Environmental Impact Assessments (EIAs), environmental audits and regular environmental compliance monitoring for its facilities and projects. The Company implements its HSE policies and procedures which are predicated on the principles of ISO 45001 and ISO 14001 and benchmarked against national and global standards, encouraging continual improvement of HSE performance.

Each project develops its own Environment Management Plan in accordance with the Nigerian federal and state environmental laws and regulations, the Company's Environmental Policy and the client's environmental requirements. During the EIA process, there is consultation with the local community as the Company actively seeks to ensure that disruption to the local communities is minimised so far as is reasonably practicable. Environmental compliance is also monitored within the Company's monthly HSE Report and as part of the quarterly HSE Audit. Operations are planned in such a way as to minimise waste. The Project Environmental and Waste Management Plan is based upon the waste management principles of reduce, recycle and reuse.

The Company's fleet modernisation is providing a disciplined process to deliver operational and technical modifications to its fleet in the most operationally efficient and cost-efficient way. The Company's fleet generation takes into account the reduction of fuel consumption, exhaust emissions and low-cost effective maintenance.

HEALTH, SAFETY & ENVIRONMENT REPORT

Julius Berger Nigeria Plc reports that, in 2024, it achieved a lost-time injury frequency rate (LTIFR) of 0.34 and a Total Recordable Injury Frequency Rate (TRIFR) of 1.41. Whilst the LTIFR achieved by the Company in 2024 was higher than the record LTIFR achieved in 2023 our HSE performance in 2024 continues to be good for the construction sector. The maintenance of a low LTIFR continues to emphasise the commitment of management and employees to ensure that effective management of health, safety and environmental (HSE) processes continues to be a priority within the Company.

The Company's HSE management system is based upon the simple tenet of causing no harm to its employees, customers, supporting communities and the wider environment. The Company realises that the achievement of such excellent HSE performance is dependent on continual investment in HSE training for staff at all levels within the organisation.

In 2024, 2,345 employees were trained on a wide range of HSE issues, including hazard recognition, lifting and rigging, supervising safety, and working at height. The Company recognises that road safety continues to be a major issue as such, in 2024, The Company trained 1,606 employees on defensive driving techniques. This HSE training is supplemented by daily targeted HSE inputs and briefings to further educate and empower employees with respect to health, safety and environment. The implementation of a Drivers Performance Bonus is reducing the number of Road Traffic Accidents and Competency Testing is ensuring that we have well trained drivers operating our fleet.

This commitment to a safety culture that is integral to operations continues to be fundamental to Julius Berger Nigeria Plc's business principles, thereby enabling it to continue to work in a manner that protects all who may be affected by its operations.

Rehabilitation of Access and Crossing Roads, Cotonou, Benin Republic

RISK MANAGEMENT REPORT

Julius Berger Nigeria Plc is committed to identifying and managing its risks in a responsible and sustainable manner. The Company's risk management framework is designed to support strategic planning, identify emerging opportunities, and manage potential competitive threats. It establishes the principles and standards by which the Company will manage its risks across the Group. This framework is designed to guide behaviour, while also establishing clear lines of accountability and responsibility.

Risk management process

The Board of Directors has ultimate responsibility for risk oversight, which is achieved through the Board's Risk and Asset Management Committee. This committee is responsible for implementing the approved risk management framework and reviewing the adequacy and effectiveness of risk management. Continuous assessments are carried out at the strategic and functional levels to gain a full understanding of our business landscape, to best navigate risks and monitor performance.

Identification and management of risks

The identification, ranking and remediation of risks are performed via discussions with executive management and senior management as facilitated by the risk management function. The Company's risk profile indicates the level of risk acceptance of its adopted strategy and provides clarity and priority for risk issues affecting its objectives at any point in time.

Risk categories

The Company's risk portfolio is generally classified under four main categories:

1. Strategic risk

Strategic risk can arise from adverse business decisions, the improper implementation of decisions, and a lack of responsiveness to industry changes or positive decisions that could potentially enhance current and prospective impact on earnings or capital. The Company, understands the importance of enterprise risk management in strategic planning and embedding it throughout the organisation. The Company's robust implementation of Committee of Sponsoring Organizations (COSO) and ISO 31000 frameworks helps us to foster proactivity in managing strategic risk across the Group.

2. Operational risk

Operational risk may arise from loss from inadequate or failed internal processes, from people and systems, or from external events such as a security situation, which may impact business operations. Julius Berger Nigeria Plc and its subsidiaries manage operational risk through a systematic, comprehensive and multifaceted project-controlling framework.

The Group continues to leverage its effective safety and security procedures. The Group adhere to all national and local security advisories and protocols to ensure the safety of its employees and assets in all its work sites and locations. Additionally, throughout the life of the project, risks are continually reviewed and monitored, plus contracts are continuously subjected to commercial, technical and legal review, not just for regulatory reasons but also to optimise value.

As cyber risk is a growing concern for businesses today, it is important to note that cyber risk forms a part of the Company's broader operational risk framework. Cyberthreats can arise from various sources, such as external hacking attempts, internal errors or malicious acts, and even third-party service providers. The potential impacts of cyber incidents include data breaches, financial losses, reputational damage and legal and regulatory non-compliance. Therefore, the Company has implemented measures to mitigate cyber risks, including regular vulnerability assessments, system penetration testing and employee training on best practices for cybersecurity.

3. Financial and reporting risk

The macroeconomic environment of Nigeria directly impacts the Company's organisational objectives. However, these impacts continue to be counterbalanced through thorough planning, continuous monitoring, and the utilisation of portfolio diversification instruments. The Group has effectively

managed credit, liquidity, currency, and interest rate risks. Additionally, the Group ensures that all financial reporting is completed and approved before deadlines.

4. Compliance risk

Julius Berger Nigeria Plc and its subsidiaries have a zero appetite for any risk event that could cause exposure to a breach of internal processes, legal penalties, regulatory infractions or fines, and therefore ensure that all requirements for compliance are adhered to. The reputation of Julius Berger Nigeria Plc is one of the Group's greatest assets, and any breach in compliance has the potential of damaging this reputation. It is part of the Company's business principles to abide by all Nigerian laws and regulations, including industry-specific ordinances and codes of conduct. No regulatory sanction was received by the Company in the year under review.

The Group manages this risk through a high organisational standard of practice, effective contract management and corporate governance policies and procedures such as the whistle-blowing and complaint management systems. As a further demonstration of the Group's ability to meet customer needs, adhere to regulatory requirements, and demonstrate continuous improvement, the Group is certified to, and continue to maintain ISO 9001:2015 certification of its quality management system (QMS).

In conclusion, the Group is committed to managing risks effectively and efficiently in order to achieve its strategic objectives and deliver value to its stakeholders.

'Julius Berger Nigeria Plc is committed to identifying and managing its risks in a responsible and sustainable manner. The Company's risk management framework is designed to support strategic planning, identify emerging opportunities, and manage potential competitive threats.'

ABUMET

Abumet Nigeria Ltd. is a leading solutions provider for the planning, processing and installation of aluminium and glass products, from single standard windows to sophisticated façades and large-scale design masterpieces.

FINANCIAL INFORMATION

for the year ended December 31, 2024

STATEMENT OF DIRECTORS' RESPONSIBILITIES

By the provisions of Ss. 377 and 378 of CAMA, the Directors are responsible for preparation of the Consolidated and Separate Financial Statements, which give a true and fair view of the state of affairs of the Company and the Group, and of the profit or loss at the end of each financial year. The Directors are required by the provisions of CAMA to issue this statement in connection with the preparation of the Consolidated and Separate Financial Statements for the year ended December 31, 2024.

In compliance with the provisions of CAMA, the Directors must ensure that:

- Proper accounting records are maintained.
- Applicable accounting standards are followed.
- Suitable accounting policies are adopted and consistently applied.
- Judgement and estimates made are reasonable and prudent.
- The going concern basis is used, unless it is inappropriate to presume that the Group will continue in business.
- Internal control procedures are instituted, which as far as is reasonably possible, are adequate, safeguard the assets and prevent and detect fraud and other irregularities.

The Directors accept responsibility for the preparation of these Consolidated and Separate Financial Statements, which have been prepared in compliance with:

- the provisions of CAMA;
- the provisions of the Financial Reporting Council of Nigeria (FRCN), Act No. 6 of 2023;
- the published accounting and financial reporting guideline issued by the FRCN;
- the regulations of the SEC; and
- the regulations and listing requirements of the NGX.

The Directors have made an assessment of the Company and the Group's ability to continue as a going concern based on the supporting assumptions stated in the Consolidated and Separate Financial Statements and have every reason to hold that the Company and Group will remain a going concern in the financial year ahead.

Signed on behalf of the Board of Directors by,

Mr. Mutiu Sunmonu, CON	**Engr. Dr. Peer Lubasch**
Chairman	Managing Director
FRC / 2014 / IODN / 0000006187	FRC / 2020 / 002 / 00000020708

March 27, 2025

CERTIFICATION OF CONSOLIDATED & SEPARATE FINANCIAL STATEMENTS

Pursuant to Ss. 60 -63 of the Investment and Securities Act, 2007, S. 7 (2) of the FRCN Act, 2023 and S. 405 of CAMA, we have reviewed the Audited Consolidated and Separate Financial Statements of Julius Berger Nigeria Plc and its subsidiaries for the year ended December 31, 2024.

Based on our knowledge, the Consolidated and Separate Financial Statements do not contain any untrue statement of a material fact or omit to state a material fact necessary that would make the Consolidated Financial Statements misleading with respect to the period covered.

The Consolidated Financial Statements, and other financial information included therein, fairly present in all material respects the financial condition, results of operations and cash flows of the Group as of, and for, the period presented in the Financial Statements.

We are responsible for designing, establishing and maintaining the internal controls and procedures surrounding the financial reporting process and assessing these controls (as required by S. 7 (2)(f) of the FRCN Act, 2011) and have designed such internal controls and procedures, or caused such controls and procedures to be designed under our supervision, to ensure that material information relating to the Group is made known to us by others within those entities, particularly during the period in which this report is being prepared.

The controls, which are properly designed, were evaluated in the period ninety days before the date of this certification and we have, presented or disclose, as the case may be, to the auditors and the audit committees:

- our conclusions about the effectiveness of the internal controls based on our evaluation(s);
- significant or material weakness or deficiencies in design or operations legally required to be made; and
- fraud involving Management or employees with significant control.

Based on the foregoing, we, the undersigned, hereby certify that to the best of our knowledge and belief that the controls have been operating effectively in the period of intended reliance and the information contained in the Consolidated Financial Statements for the year ended December 31, 2024, appear to be true, correct and up to date.

Engr. Dr. Peer Lubasch	**Mr. Christian Hausemann**
Managing Director	Executive Director, Finance
FRC / 2020 / 002 / 00000020708	FRC / 2022 / PRO / DIR / 003 / 183832

March 27, 2025

CERTIFICATION OF MANAGEMENT ASSESSMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In compliance with the requirements for the controls over financial reporting aspect of the provisions of section 7 (1 and 2f) of the FRCN Act of 2023, and chapter 1.1 of SEC Guidance of the Implementation of Sections 60 to 63 of the Investments and Securities Act of 2007, I, Engr. Mr. Peer Lubasch, certify that:

- I have reviewed this management assessment of internal control over financial reporting of Julius Berger Nigeria Plc;
- Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- Based on my knowledge, the Financial Statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the entity as of, and for, the periods presented in this report;
- The entity's other certifying officer and I:
  - are responsible for establishing and maintaining internal controls;
  - have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the entity, and its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with International Financial Reporting Standards (IFRS); and
  - have evaluated the effectiveness of the entity's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.
- The entity's other certifying officer and I have disclosed, based on our most recent evaluation of internal control system, to the entity's auditors and the audit committee of the entity's board of directors:
  - all significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the entity's ability to record, process, summarise and report financial information and
  - any fraud, whether or not material, that involves management or other employees who have a significant role in the entity's internal control system.
- The entity's other certifying officer and I have identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.

Engr. Dr. Peer Lubasch
Managing Director

FRC / 2020 / 002 / 00000020708

March 27, 2025

In compliance with the requirements for the controls over financial reporting aspect of the provisions of section 7 (1 and 2f) of the FRCN Act of 2023, and chapter 1.1 of SEC Guidance of the Implementation of Sections 60 to 63 of the Investments and Securities Act of 2007, I, Mr. Christian Hausemann, certify that:

- I have reviewed this management assessment of internal control over financial reporting of Julius Berger Nigeria Plc;
- Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- Based on my knowledge, the Financial Statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the entity as of, and for, the periods presented in this report;
- The entity's other certifying officer and I:
  - are responsible for establishing and maintaining internal controls;
  - have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the entity, and its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with International Financial Reporting Standards (IFRS); and
  - have evaluated the effectiveness of the entity's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.
- The entity's other certifying officer and I have disclosed, based on our most recent evaluation of internal control system, to the entity's auditors and the audit committee of the entity's board of directors:
  - all significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the entity's ability to record, process, summarise and report financial information and
  - any fraud, whether or not material, that involves management or other employees who have a significant role in the entity's internal control system.
- The entity's other certifying officer and I have identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.

Mr. Christian Hausemann
Executive Director, Finance

FRC / 2022 / PRO / DIR / 003 / 183832

March 27, 2025

MANAGEMENT'S ANNUAL ASSESSMENT OF/AND REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Pursuant to chapter 1.3 of SEC Guidance of the Implementation of Sections 60 to 63 of the Investments and Securities Act of 2007, we hereby report on the effectiveness of Julius Berger Nigeria Plc's internal control system as follows:

- The Management of Julius Berger Nigeria Plc is responsible for establishing and maintaining adequate internal control over financial reporting (ICFR) that provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.
- The Management of Julius Berger Nigeria Plc used the Committee of Sponsoring Organization of the Treadway Commission (COSO) Internal Control – Integrated Framework to conduct the required evaluation of the effectiveness of the entity's ICFR.
- The Management of Julius Berger Nigeria Plc has assessed its ICFR as at December 31, 2024, as effectiveness and there are no material weaknesses.
- The external auditors of Julius Berger Nigeria Plc, Messrs PricewaterhouseCoopers, has issued an attestation report on Management's assessment of ICFR. The attestation report issued by PricewaterhouseCoopers will be filed as part of Julius Berger Nigeria Plc's Annual Report.

Mr. Mutiu Sunmonu
Chairman

FRC / 2014 / IODN / 0000006187

March 27, 2025

Engr. Dr. Peer Lubasch
Managing Director

FRC / 2020 / 002 / 00000020708

REPORT OF THE STATUTORY AUDIT COMMITTEE

In compliance with S. 404(4) of CAMA, we, the members of the Statutory Audit Committee whose names are stated hereunder, have reviewed and considered the Auditor's Report required to be made in accordance with S. 404(1) and (2) of CAMA, the Consolidated Audited Financial Statements of the Group for the year ended December 31, 2024, and the reports thereon, confirm as follows:

- The accounting and reporting policies of the Group are in accordance with legal requirements and agreed ethical practices.
- The scope and planning of audit requirement were in our opinion adequate.
- We have reviewed the findings on Management matters, in conjunction with the External Auditors, and are satisfied with the response of Management thereon.
- The systems of accounting and internal controls for the Group are adequate.
- We have made the recommendations required to be made in respect of the external auditors.

Members of the Audit Committee

- Brig. Gen. Emmanuel Ebije Ikwue, GCON
- Chief Timothy Ayobami Adesiyan
- Sir Sunday Nnamdi Nwosu, KSS, JP
- Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD
- Mr. Chidi Anya, Esq.

Signed on behalf of the Committee by,

Brig. Gen. Emmanuel Ebije Ikwue, GCON
Chairman of the Statutory Audit Committee

FRC / 2015 / IODN / 00000011209

March 27, 2025

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Independent practitioner's report

To the Members of Julius Berger Nigeria Plc

Report on an assurance engagement performed by an independent practitioner to report on management's assessment of controls over financial reporting

Our opinion

In our opinion, nothing has come to our attention that the internal control procedures over financial reporting put in place by management of Julius Berger Nigeria Plc ("the company") and its subsidiaries (together "the group") are not adequate as of 31 December 2024, based on the SEC Guidance on Implementation of Section 60 – 63 of The Investments and Securities Act 2007 issued by The Securities and Exchange Commission.

What we have performed

We have performed an assurance engagement on Julius Berger Nigeria Plc's internal control over financial reporting as of 31 December, 2024, based on FRC Guidance on Assurance Engagement Report on Internal Control Over Financial Reporting ("the Guidance") issued by the Financial Reporting Council of Nigeria. The group's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Assessment of, and Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the group's internal control over financial reporting based on our assurance engagement.

Basis for opinion

We conducted our assurance engagement in accordance with the Guidance, which requires that we plan and perform the assurance engagement and provide a limited assurance report on the group's internal control over financial reporting based on our assurance engagement. 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 provide a basis for our report on the internal control put in place by management over financial reporting.

Definition and Limitations of Internal Control over Financial Reporting

A group's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A group'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 group; (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 group are being made only in accordance with authorizations of management and directors of the group; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the group's assets that could have a material effect on the financial statements.

PricewaterhouseCoopers Plot 1129 Zakariya Maimalari Street, Central Business District, Abuja

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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.

Other matter

We also have audited, in accordance with the International Standards on Auditing, the consolidated and separate financial statements of Julius Berger Nigeria Plc and our report dated 30 March 2025 expressed an unqualified opinion.

Tolu Adeleke

For: **PricewaterhouseCoopers**
Chartered Accountants
Abuja, Nigeria
FRC/2023/COY/176894

30 March 2025

Engagement Partner: Tolulope Adeleke
FRC/2014/PRO/ICAN/004/00000008319

Independent auditor's report

To the Members of Julius Berger Nigeria Plc

Report on the audit of the consolidated and separate financial statements

Our opinion

In our opinion, the consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of Julius Berger Nigeria Plc ("the company") and its subsidiaries (together "the group") as at 31 December 2024, and of their consolidated and separate financial performance and their consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") and the requirements of the Companies and Allied Matters Act and the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

What we have audited

Julius Berger Nigeria Plc's consolidated and separate financial statements comprise:

- the consolidated and separate statements of profit or loss and other comprehensive income for the year ended 31 December 2024;
- the consolidated and separate statements of financial position as at 31 December 2024;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include a summary of material accounting policies.

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 consolidated and separate financial statements* section of our report.

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

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards), i.e. the IESBA Code issued by the International Ethics Standards Board for Accountants. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

PricewaterhouseCoopers Plot 1129 Zakariya Maimalari Street, Central Business District, Abuja

Key audit matters

Key audit matters are those 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 matter	How our audit addressed the key audit matter
Expected credit losses on trade receivables (₦18.16 billion and ₦16.92 billion for group and company respectively) *(Refer to notes 3.20.1.6, 4.1.3, 4.2.3, 24.3)* As of December 31, 2024, trade receivables amounted to ₦208.32 billion and ₦197.25 billion for group and company respectively. The Group is required to measure the impairment of trade receivables using the expected credit loss (ECL) model under IFRS 9. This involves significant judgment and estimation by directors, particularly in assessing the impact of past, current and future economic conditions on the expected credit loss allowance. The total impairment recognised for trade receivables was ₦18.16 billion and ₦16.92 billion for group and company respectively. Areas of significant judgment and assumptions by the directors include: • segmenting the trade receivables portfolio based on shared credit risk characteristics; • use of historical credit loss data to estimate future losses, requiring judgment in selecting appropriate historical periods and adjusting for current conditions; • incorporation of forward-looking information, such as economic forecasts and industry trends; • developing and applying multiple economic scenarios to estimate the ECL, including the probability-weighting of these scenarios.	In assessing the expected credit losses recognised on trade receivables, we adopted a combination of control testing and substantive procedures. Specifically, we performed the following audit procedures: • evaluated the design and implementation of relevant controls over the ECL estimation process; • evaluated the segmentation of receivables to ensure reasonableness; • tested the completeness and accuracy of the data used in the ECL calculation; • engaged the services of our internal experts to: ○ evaluate directors' definition and assessment of default, ensuring consistency with IFRS 9; ○ evaluate directors' methodology for determining loss rates under the simplified approach; ○ evaluate directors' process for incorporating forward-looking information into the impairment model, including macroeconomic factors and any significant changes in market conditions or the credit environment that could impact credit risk; ○ evaluate the use of scenario weights applied to different macroeconomic scenarios, ensuring that the probability-weighted outcomes reflected a reasonable and supportable approach in line with IFRS 9. • reviewed the adequacy of the disclosures in the financial statements regarding the ECL on trade receivables.

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Revenue recognition for construction contracts (₦445.12 billion and ₦441.54 billion for group and company respectively) *(Refer to notes 3.6.2, 4.1.2, 8)* The revenue from construction contracts for the year ended 31 December 2024 amounted to ₦445.12 billion and ₦441.54 billion for group and company respectively. Revenue recognition for construction contracts involves significant judgment and estimation by directors, particularly in estimating the total contract costs, and assessing the recoverability of contract assets under IFRS 15. Given the complexity and subjectivity, we identified the revenue recognition for construction contracts as a key audit matter. The key areas of significant judgements include: • methods used to measure progress, such as cost-to-cost, surveys of work performed, or completion of physical proportion of the contract work; • estimation of total contract costs, including materials, labour, and overheads, which requires significant judgment and can impact the profitability of contracts; • evaluation of the recoverability of contract assets, including unbilled receivables and contract work in progress.	We obtained an understanding of the Group's process for recognising revenue from construction contracts, including the methods used to determine the stage of completion and estimate total contract costs. Specifically, we performed the following procedures: • evaluated the design and implementation of relevant controls over the revenue recognition process; • reviewed a sample of significant contracts and identified performance obligations contained therein; • performed procedures to obtain evidence over the cut-off assertion by testing sales before year-end and after year-end to ensure revenue was recognised in the appropriate period; • assessed the Group's revenue recognition policy and procedures to measure progress for construction contracts; • tested the completeness and accuracy of the data used in the revenue recognition process, including contract terms, costs incurred, total costs and progress measurements; • assessed directors' methodology for determining loss rates to evaluate the recoverability of contract assets, unbilled receivables and contract work in progress; • reviewed the adequacy of the disclosures in the consolidated and separate financial statements regarding revenue recognition for construction contracts.

Other information

The directors are responsible for the other information. The other information comprises Corporate Information, Results at a glance, Directors' Report, Statement of Directors' Responsibilities, Certification of Consolidated and Separate Financial Statements, Certification of Management's Assessment on Internal Control over Financial Reporting, Management's Annual Assessment of, and Report on Internal Control over Financial Reporting, Report of the Statutory Audit Committee, Consolidated and Separate Statements of Value Added, Five Year Financial Summary-Group, Five Year Financial Summary-Company and Additional Information but does not include the consolidated and separate financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the other sections of the Julius Berger Nigeria Plc 2024 Annual Report, which are expected to be made available to us after that date.

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

If, based on the work we have performed on the other information that we 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.

When we read the other sections of the Julius Berger Nigeria Plc 2024 Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of the directors and those charged with governance for the consolidated and separate financial statements

The directors are responsible for the preparation of the consolidated and separate financial statements that give a true and fair view in accordance with IFRS Accounting Standards and the requirements of the Companies and Allied Matters Act, 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.

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

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

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.

- 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 directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 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.
- 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 and separate financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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.

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

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

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

ii) the company has kept proper books of account, so far as appears from our examination of those books and returns adequate for our audit have been received from branches and locations not visited by us;

iii) the company's statement of financial position and 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, we performed a limited assurance engagement and reported on management's assessment of Julius Berger Nigeria Plc'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 issued by the Financial Reporting Council of Nigeria, and we have issued an unqualified opinion in our report dated 30 March 2025.

INSTITUTE OF CHARTERED ACCOUNTANTS OF NIGERIA
ICAN
0758011

For: **PricewaterhouseCoopers** — 30 March 2025
Chartered Accountants
Abuja, Nigeria

Engagement Partner: Tolulope Adeleke
FRC/2014/PRO/ICAN/004/00000008319

CONSOLIDATED & SEPARATE STATEMENTS OF PROFIT OR LOSS

	Note	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Revenue	8	566,705,461	443,439,239	493,098,829	421,407,176
Cost of sales	43	(495,240,033)	(374,304,088)	(442,962,366)	(363,910,157)
Gross profit		**71,465,428**	**69,135,151**	**50,136,463**	**57,497,019**
Marketing expenses	43	(872,648)	(1,044,194)	(619,249)	(939,886)
Administrative expenses	43	(74,385,337)	(52,861,790)	(61,682,539)	(44,278,510)
Increase in impairment loss on financial assets	24.7	(10,021,762)	(6,007,712)	(5,772,447)	(4,774,176)
Net other gains	10	26,515,495	9,570,358	20,433,362	5,588,202
Operating profit		**12,701,176**	**18,791,813**	**2,495,590**	**13,092,649**
Investment income	9	20,254,132	6,989,050	18,719,547	7,052,043
Finance cost	11	(3,382,623)	(3,720,906)	(7,395,686)	(6,721,174)
Profit before tax		**29,572,685**	**22,059,957**	**13,819,451**	**13,423,518**
Income tax expense	14.1	(14,065,892)	(9,507,292)	(7,765,407)	(5,732,829)
Profit for the year		**15,506,793**	**12,552,665**	**6,054,044**	**7,690,689**
Other comprehensive income **Items that will not be reclassified subsequently to profit or loss**					
Actuarial (losses)/gains on retirement benefits	30.2.	(921,523)	300,501	11,920	218,365
Unclaimed dividend ploughed back to equity	31.1	101,844	289,423	101,844	289,423
Related tax	14.1	-	(99,165)	-	(72,060)
		(819,679)	**490,759**	**113,764**	**435,728**
Items that may be reclassified subsequently to profit or loss					
Exchange differences on translation of foreign operations		45,943,736	40,363,008	-	-
Revaluation surplus	5.3	203,888,782	-	203,650,707	-
Related tax	14.1	(20,365,071)	-	(20,365,071)	-
Total comprehensive income		**244,154,561**	**53,406,432**	**189,453,444**	**8,126,417**
Attributable to					
Owners of the Company		243,907,495	53,297,809	189,453,444	8,126,417
Non-controlling interests	28	247,066	108,623	-	-
Total comprehensive income		**244,154,561**	**53,406,432**	**189,453,444**	**8,126,417**
Earnings per share					
Basic earnings per share (₦)	15	9.54	7.78	3.78	4.81
Diluted earnings per share (₦)	15	9.54	7.78	3.78	4.81

CONSOLIDATED & SEPARATE STATEMENTS OF FINANCIAL POSITION

	Note	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Assets					
Non-current assets					
Property, plant and equipment	16	279,513,280	82,230,462	273,105,899	76,609,705
Right-of-use assets	18	34,616,882	23,217,466	1,595,460	1,487,805
Goodwill	19.1	36,168,435	22,685,654	-	-
Other intangible assets	19.2	1,319,981	1,508,549	-	-
Investment property	20	461,604	490,862	2,205,316	2,335,868
Investment in subsidiaries	21.1	-	-	18,916,781	18,916,771
Other financial assets	21.2	494,292	1,667,933	-	-
Trade and other receivables	24	84,848,000	79,522,609	84,848,000	79,513,011
Tax receivables	25	16,367,635	69,240,264	15,866,491	68,777,435
Deferred tax assets	14.3	13,379,617	11,434,607	9,132,885	8,899,987
Total non-current assets		**467,169,726**	**291,998,405**	**405,670,831**	**256,540,581**
Current assets					
Inventories	22	93,591,046	61,346,683	84,409,815	57,840,021
Trade and other receivables	24	180,475,895	100,179,110	191,513,378	97,100,365
Tax receivables	25	24,135,576	18,930,293	22,703,300	18,513,466
Contract assets	26	92,797,040	50,961,590	71,035,950	41,365,474
Other financial assets	21.2	1,238,116	1,347,966	-	-
Cash and cash equivalents		162,381,331	160,970,101	123,063,030	136,351,975
		554,619,004	**393,735,744**	**492,725,473**	**351,171,301**
Assets classified as held for sale	17	1,246,155	1,207,881	1,245,008	1,206,322
Total current assets		**555,865,159**	**394,943,625**	**493,970,481**	**352,377,623**
Total assets		**1,023,034,885**	**686,942,030**	**899,641,312**	**608,918,204**

	Note	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Equity and liabilities					
Equity					
Share capital	27	800,000	800,000	800,000	800,000
Share premium	27	425,440	425,440	425,440	425,440
Other reserves		101,879,800	56,755,744	549,492	435,728
Revaluation surplus		183,523,711	-	183,285,636	-
Retained earnings		58,791,026	48,331,299	35,863,718	34,609,674
Equity attributable to owners of the Company		345,419,977	106,312,482	220,924,286	36,270,842
Non-controlling interests	28	359,739	155,673	-	-
Total equity		**345,779,716**	**106,468,155**	**220,924,286**	**36,270,842**
Non-current liabilities					
Borrowings	29.2.1	-	-	52,099,002	31,104,680
Deferred tax liabilities	14.3	50,084,189	23,428,404	37,219,408	15,689,053
Contract liabilities	23	456,610,031	422,446,033	456,610,031	422,446,033
Retirement benefit liabilities	30.2.1	3,329,619	3,810,899	3,197,750	3,080,973
Lease liabilities	32	32,629,078	22,150,976	552,530	656,976
Provisions	33	5,230,037	4,007,324	1,180,000	1,290,000
Total non-current liabilities		**547,882,954**	**475,843,636**	**550,858,721**	**474,267,715**
Current liabilities					
Contract liabilities	23	27,914,326	3,802,349	-	-
Bank overdrafts	34.1	4,608,876	961,298	4,608,876	961,298
Borrowings	29.1.1	-	3,511,486	-	3,511,486
Retirement benefit liabilities	30.2.1	38,172	47,317	24,816	31,889
Trade and other payables	31	74,519,945	75,588,316	108,702,323	76,501,431
Lease liabilities	32	4,926,821	3,802,652	183,946	93,675
Current tax payable	14.2	17,364,075	16,916,821	14,338,344	17,279,868
Total current liabilities		**129,372,215**	**104,630,239**	**127,858,305**	**98,379,647**
Total liabilities		**677,255,169**	**580,473,875**	**678,717,026**	**572,647,362**
Total equity and liabilities		**1,023,034,885**	**686,942,030**	**899,641,312**	**608,918,204**

These Financial Statements were approved by the Directors on March 27, 2025 and signed on its behalf by:

Engr. Dr. Peer Lubasch
Managing Director

FRC / 2020 / 002 / 00000020708

Mr. Christian Hausemann
Executive Director, Finance

FRC / 2022 / PRO / DIR / 003 / 183832

The accounting policies on pages 78 to 95 and notes on pages 96 to 143 form part of these Financial Statements.

CONSOLIDATED & SEPARATE STATEMENTS **OF CHANGES IN EQUITY**

Group	Share capital ₦ 000	Share premium ₦ 000	Revaluation surplus ₦ 000	Other reserves: Foreign currency translation reserve ₦ 000	Other reserves: Actuarial valuation reserve ₦ 000	Other reserves: Unclaimed dividends ₦ 000	Retained earnings ₦ 000	Attributable to owners of the Company ₦ 000	Attributable to non-controlling interest ₦ 000	Total equity ₦ 000
Balance at January 1, 2023	**800,000**	**425,440**	**-**	**15,901,976**	**-**	**-**	**39,887,260**	**57,014,676**	**47,050**	**57,061,726**
Profit for the year	-	-	-	-	-	-	12,444,039	12,444,039	108,623	12,552,662
Other comprehensive income - gross	-	-	-	40,363,008	300,501	289,423	-	40,952,932	-	40,952,932
Other comprehensive income - related tax	-	-	-	-	(99,165)		-	(99,165)	-	(99,165)
Dividends to shareholders	-	-	-	-	-	-	(4,000,000)	(4,000,000)	-	(4,000,000)
Balance at January 1, 2024	**800,000**	**425,440**	**-**	**56,264,984**	**201,336**	**289,423**	**48,331,299**	**106,312,482**	**155,673**	**106,468,155**
Profit for the year	-	-	-	-	-	-	15,259,727	15,259,727	247,066	15,506,793
Other comprehensive income - gross	-	-	203,888,782	45,943,736	(921,523)	101,844	-	249,012,839	-	249,012,839
Other comprehensive income - related tax	-	-	(20,365,071)	-	-	-	-	(20,365,071)	-	(20,365,071)
Total comprehensive income	**-**	**-**	**183,523,711**	**45,943,736**	**(921,523)**	**101,844**	**15,259,727**	**243,907,495**	**247,066**	**244,154,561**
Dividends to shareholders	-	-	-	-	-	-	(4,800,000)	(4,800,000)	(43,000)	(4,843,000)
Balance at December 31, 2024	**800,000**	**425,440**	**183,523,711**	**102,208,720**	**(720,187)**	**391,267**	**58,791,026**	**345,419,977**	**359,739**	**345,779,716**

Company	Share capital ₦ 000	Share premium ₦ 000	Revaluation surplus ₦ 000	Other reserves: Foreign currency translation reserve ₦ 000	Other reserves: Actuarial valuation reserve ₦ 000	Other reserves: Unclaimed dividends ₦ 000	Retained earnings ₦ 000	Attributable to owners of the Company ₦ 000	Attributable to non-controlling interest ₦ 000	Total equity ₦ 000
Balance at January 1, 2023	**800,000**	**425,440**	**-**	**-**	**-**	**-**	**30,918,985**	**32,144,425**	**-**	**32,144,425**
Profit for the year	-	-	-	-	-	-	7,690,689	7,690,689	-	7,690,689
Other comprehensive income - gross	-	-	-	-	218,365	289,423	-	507,788	-	507,788
Other comprehensive income - related tax	-	-	-	-	(72,060)	-	-	(72,060)	-	(72,060)
Dividends to shareholders	-	-	-	-	-	-	(4,000,000)	(4,000,000)	-	(4,000,000)
Balance at January 1, 2024	**800,000**	**425,440**	**-**	**-**	**146,305**	**289,423**	**34,609,674**	**36,270,842**	**-**	**36,270,842**
Profit for the year	-	-	-	-	-	-	6,054,044	6,054,044	-	6,054,044
Other comprehensive income - gross	-	-	203,650,707	-	11,920	101,844	.	203,764,471	-	203,764,471
Other comprehensive income - related tax	-	-	(20,365,071)	-	-	-	-	(20,365,071)	-	(20,365,071)
Total comprehensive income	**-**	**-**	**183,285,636**	**-**	**11,920**	**101,844**	**6,054,044**	**189,453,444**	**-**	**189,453,444**
Dividends to shareholders	-	-	-	-	-	-	(4,800,000)	(4,800,000)	-	(4,800,000)
Balance at December 31, 2024	**800,000**	**425,440**	**183,285,636**	**-**	**158,225**	**391,267**	**35,863,718**	**220,924,286**	**-**	**220,924,286**

CONSOLIDATED & SEPARATE STATEMENTS OF CASH FLOWS

	Note	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Cash flows from operating activities					
Cash receipts from customers		630,244,396	599,180,826	578,870,512	557,917,212
Cash paid to suppliers and employees		(672,362,591)	(510,214,896)	(624,596,112)	(472,817,794)
Cash provided by operating activities		**(42,118,195)**	**88,965,930**	**(45,725,601)**	**85,099,418**
Cash paid for taxes		(1,356,488)	(1,390,590)	(852,207)	(820,365)
Foreign exchange acquisition	10	(3,115,722)	(6,170,463)	(3,115,722)	(6,170,463)
Net cash (used in)/generated from operating activities	34	**(46,590,405)**	**81,404,877**	**(49,693,529)**	**78,108,590**
Cash flows from investing activities					
Purchase of property, plant and equipment	16	(6,987,392)	(6,062,881)	(6,152,032)	(5,518,362)
De-investment	21.2	-	587,120	-	-
Interest received	9	20,254,132	6,989,050	18,232,547	6,952,043
Dividend received	9	-	-	487,000	100,000
Inflows from disposal of property, plant and equipment (PPE)		18,575,780	4,837,326	18,645,132	4,823,326
Net cash generated from investing activities		**31,842,520**	**6,350,615**	**31,212,647**	**6,357,007**
Cash flows from financing activities					
Term loan repayment	29.1.1	(6,397,020)	(3,326,061)	(6,397,020)	(3,326,061)
Payment of lease liabilities	32	(6,640,455)	(3,305,427)	(362,250)	(664,141)
Interest paid	11	(3,382,623)	(3,720,906)	(7,395,686)	(6,721,174)
Dividends paid	31.1	(4,843,000)	(4,000,000)	(4,800,000)	(4,000,000)
Net cash used in financing activities		**(21,263,098)**	**(14,352,394)**	**(18,954,956)**	**(14,711,376)**
Net (decrease)/increase in cash and cash equivalents		**(36,010,982)**	**73,403,099**	**(37,435,838)**	**69,754,221**
Cash and cash equivalents at January 1		160,008,804	53,094,140	135,390,677	43,171,259
Effect of foreign exchange rate changes		33,774,633	33,511,565	20,499,315	22,465,197
Cash and cash equivalents at December 31	34.1	**157,772,455**	**160,008,804**	**118,454,154**	**135,390,677**
Cash and cash equivalents consist of					
Cash and bank balances		162,381,331	160,970,102	123,063,030	136,351,975
Bank overdraft		(4,608,876)	(961,298)	(4,608,876)	(961,298)
	34.1	**157,772,455**	**160,008,804**	**118,454,154**	**135,390,677**

PRIMETECH

PrimeTech Design and Engineering Nigeria Ltd. provides technically advanced and value-driven design and engineering solutions for the construction of buildings, civil structures, industries, roads and infrastructure. The company's portfolio covers all design and engineering phases from research, to drafts and concepts, to detailed construction design, and to master planning.

NOTES TO THE CONSOLIDATED & SEPARATE FINANCIAL STATEMENTS

for the year ended December 31, 2024

GENERAL INFORMATION

1. General information

Julius Berger Nigeria Plc was incorporated as a private limited liability Company on February 18,1970. The Company subsequently converted to a public liability company in 1979 with its shares quoted on the Nigerian Exchange Limited (NGX). The Company is registered in Nigeria with registration number, RC 6852. The address of its registered office and principal place of business is disclosed in the introduction to the Annual Report & Audited Consolidated & Separate Financial Statements 2024. The principal activities of the Company and its subsidiaries (the Group) are described in the Directors' Report on page 21.

APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS

2. Application of the new and revised International Financial Reporting Standards (IFRS)

2.1 Amendments to IFRSs and the new interpretation that are mandatorily effective for the year ended December 31, 2024

The following revisions to accounting standards and pronouncements were issued and effective at the reporting period.

Classification of liabilities as current or non-current and non-current liabilities with covenants (amendments to IAS 1)[1]

Amendments made to IAS 1 Presentation of Financial Statements in 2020 and 2022 clarified that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the entity's expectations or events after the reporting date (e.g. the receipt of a waiver or a breach of covenant).

Covenants of loan arrangements will not affect classification of a liability as current or non-current at the reporting date if the entity must only comply with the covenants after the reporting date. However, if the entity must comply with a covenant either before or at the reporting date, this will affect the classification as current or non-current even if the covenant is only tested for compliance after the reporting date. The amendments require disclosures if an entity classifies a liability as non-current and that liability is subject to covenants that the entity must comply with within 12 months of the reporting date. The disclosures include:

- the carrying amount of the liability;
- information about the covenants; and
- facts and circumstances, if any, that indicate that the entity may have difficulty complying with the covenants.

The amendments also clarify what IAS 1 means when it refers to the 'settlement' of a liability. Terms of a liability that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instrument can only be ignored for the purpose of classifying the liability as current or non-current if the entity classifies the option as an equity instrument. However, conversion options that are classified as a liability must be considered when determining the current/non-current classification of a convertible note.

The amendments must be applied retrospectively in accordance with the normal requirements in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. Special transitional rules apply if an entity had early adopted the 2020 amendments regarding the classification of liabilities as current or non-current.

The amendment to IAS 1 is applied by the Group. Reclassification (Reclass.) of Liabilities were adopted in line with the amended Standard.

Lease liability in a sale and leaseback (amendments to IFRS 16)[1]

The amendments to IFRS 16 add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements in IFRS 15 Revenue from Contracts with Customers to be accounted for as a sale. The amendments require the seller-lessee to determine 'lease payments' or 'revised lease payments' such that the seller-lessee does not recognise a gain or loss that relates to the right of use retained by the seller-lessee, after the commencement date.

[1] Required to be implemented for periods beginning on or after January 1, 2024.

The amendments do not affect the gain or loss recognised by the seller-lessee relating to the partial or full termination of a lease. Without these new requirements, a seller-lessee may have recognised a gain on the right of use it retains solely because of a remeasurement of the lease liability (for example, following a lease modification or change in the lease term) applying the general requirements in IFRS 16. This could have been particularly the case in a leaseback that includes variable lease payments that do not depend on an index or rate.

As part of the amendments, the IASB amended an Illustrative Example in IFRS 16 and added a new example to illustrate the subsequent measurement of a right-of-use asset and lease liability in a sale and leaseback transaction with variable lease payments that do not depend on an index or rate. The illustrative examples also clarify that the liability that arises from a sale and leaseback transaction that qualifies as a sale applying IFRS 15 is a lease liability.

A seller-lessee applies the amendments retrospectively in accordance with IAS 8 to sale and leaseback transactions entered into after the date of initial application, which is defined as the beginning of the annual reporting period in which the entity first applied IFRS 16.

The amendment to IFRS 16 does not have any significant impact on the Groups' lease transaction during the year.

Supplier finance arrangements (amendments to IAS 7 and IFRS 7)[1]

The amendments were issued by the IASB in May 2023.

The amendments to IAS 7 state that an entity is required to disclose information about its supplier finance arrangements that enables users of Financial Statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, IFRS 7 is amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk.

The amendments contain specific transition provisions for the first annual reporting period in which the Group applies the amendments. Under the transitional provisions an entity is not required to disclose:

- comparative information for any reporting periods presented before the beginning of the annual reporting period in which the entity first applies those amendments and
- the information otherwise required by IAS 7:44H(b)(ii)–(iii) as at the beginning of the annual reporting period in which the entity first applies those amendments.

The information required by the amendments to IAS 7 and IFRS 7 has no significant impact on the Group.

2.2 New and revised IFRSs that are not mandatorily effective (but allow early application) for the year ended December 31, 2024

The following revisions to accounting standards and pronouncements were issued but not effective at the reporting period.

The effects of changes in foreign exchange rates – lack of exchangeability (amendments to IAS 21)[2]

The amendments specify how to assess whether a currency is exchangeable, and how to determine the exchange rate when it is not.

The amendments state that a currency is exchangeable into another currency when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations.

[1] Required to be implemented for periods beginning on or after January 1, 2024

[2] Required to be implemented for periods beginning on or after January 1, 2025

An entity assesses whether a currency is exchangeable into another currency at a measurement date and for a specified purpose. If an entity is able to obtain no more than an insignificant amount of the other currency at the measurement date for the specified purpose, the currency is not exchangeable into the other currency.

The assessment of whether a currency is exchangeable into another currency depends on an entity's ability to obtain the other currency and not on its intention or decision to do so.

When a currency is not exchangeable into another currency at a measurement date, an entity is required to estimate the spot exchange rate at that date. An entity's objective in estimating the spot exchange rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions.

The amendments do not specify how an entity estimates the spot exchange rate to meet that objective. An entity can use an observable exchange rate without adjustment or another estimation technique. Examples of an observable exchange rate include:"

- a spot exchange rate for a purpose other than that for which an entity assesses exchangeability and
- the first exchange rate at which an entity is able to obtain the other currency for the specified purpose after exchangeability of the currency is restored (first subsequent exchange rate). An entity using another estimation technique may use any observable exchange rate—including rates from exchange transactions in markets or exchange mechanisms that do not create enforceable rights and obligations—and adjust that rate, as necessary, to meet the objective as set out above. When an entity estimates a spot exchange rate because a currency is not exchangeable into another currency, the entity is required to disclose information that enables users of its Financial Statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments also add a new appendix as an integral part of IAS 21. The appendix includes application guidance on the requirements introduced by the amendments. The amendments also add new Illustrative Examples accompanying IAS 21, which illustrate how an entity might apply some of the requirements in hypothetical situations based on the limited facts presented.

In addition, the IASB made consequential amendments to IFRS 1 to align with and refer to the revised IAS 21 for assessing exchangeability.

The amendments are effective for annual reporting periods beginning on or after January 1, 2025, with earlier application permitted. An entity is not permitted to apply the amendments retrospectively. Instead, an entity is required to apply the specific transition provisions included in the amendments.

The Directors of the Company do not anticipate that the application of the amendments in the future will have a material impact on the Financial Statements of the Company.

IFRS 18 Presentation and disclosures in financial statements[3]

IFRS 18 replaces IAS 1 Presentation of Financial Statements, carrying forward many of the requirements in IAS 1 unchanged and complementing them with new requirements. In addition, some IAS 1 paragraphs have been moved to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors and IFRS 7 Financial Instruments: Disclosures. Furthermore, the IASB has made minor amendments to IAS 7 Statement of Cash Flows and IAS 33 Earnings Per Share. IFRS 18 introduces new requirements to:

- present specified categories and defined subtotals in the statement of profit or loss;
- provide disclosures on management-defined performance measures (MPMs) in the notes to the Financial Statements; and
- improve aggregation and disaggregation.

[3] Required to be implemented for periods beginning on or after January 1, 2027

The amendments to IAS 7 and IAS 33, as well as the revised IAS 8 and IFRS 7, become effective when an entity applies IFRS 18. IFRS 18 requires retrospective application with specific transition provisions. The Directors of the Company anticipate that the application of the new standard may have an impact on the Group's Audited Consolidated & Separate Financial Statements in future periods.

The Directors of the Company do not anticipate that the application of the amendments in the future will have a material impact on the Financial Statements of the Company.

IFRS 19 Subsidiaries without public accountability: Disclosures[3]

IFRS 19 permits an eligible subsidiary to provide reduced disclosures when applying IFRS Accounting Standards in its Financial Statements.

A subsidiary is eligible for the reduced disclosures if it does not have public accountability and its ultimate or any intermediate parent produces Audited Consolidated & Separate Financial Statements available for public use that comply with IFRS Accounting Standards.

IFRS 19 is optional for subsidiaries that are eligible and sets out the disclosure requirements for subsidiaries that elect to apply it.

An entity is only permitted to apply IFRS 19 if, at the end of the reporting period:

- it is a subsidiary (this includes an intermediate parent);
- it does not have public accountability; and
- its ultimate or any intermediate parent produces Audited Consolidated & Separate Financial Statements available for public use that comply with IFRS Accounting Standards.

A subsidiary has public accountability if:

- its debt or equity instruments are traded in a public market or it is in the process of issuing such instruments for trading in a public market (a domestic or foreign stock exchange or an over-the-counter market, including local and regional markets), or
- it holds assets in a fiduciary capacity for a broad group of outsiders as one of its primary businesses (for example, banks, credit unions, insurance entities, securities brokers/dealers, mutual funds and investment banks often meet this second criterion).

Eligible entities can apply IFRS 19 in their consolidated, separate or individual financial statements. An eligible intermediate parent that does not apply IFRS 19 in its consolidated financial statement may do so in its Separate Financial Statements (these are presented in addition to Audited Consolidated & Separate Financial Statements or in addition to the Financial Statements of an investor that does not have investments in subsidiaries but has investments in associates or joint ventures in which the investments in associates or joint ventures are required by IAS 28 to be accounted for using the equity method).

If an entity elects to apply IFRS 19 for a reporting period earlier than the reporting period in which it first applies IFRS 18, it is required to apply a modified set of disclosure requirements set out in an appendix to IFRS 19. If an entity elects to apply IFRS 19 for an annual reporting period before it applied the amendments to IAS 21, it is not required to apply the disclosure requirements in IFRS 19 with regard to Lack of Exchangeability.

The Directors of the Company do not anticipate that IFRS 19 will be applied for purposes of the Audited Consolidated & Separate Financial Statements of the Group.

3 Required to be implemented for periods beginning on or after January 1, 2027

Amendments to the classification and measurement of financial instruments – (amendments to IFRS 9 and IFRS 7)[4]

The amendments to IFRS 9 address the following topics:

Derecognition of a financial liability settled through electronic transfer

The application guidance in IFRS 9 has been amended to clarify the date of initial recognition or derecognition of financial assets and financial liabilities. The amendments permit an entity to consider a financial liability (or part of it) that will be settled in cash using an electronic payment system as discharged before the settlement date if specified criteria are met.

Classification of financial assets

Contractual terms that are consistent with a basic lending arrangement

The amendments to the application guidance of IFRS 9 provide guidance on how an entity can assess whether contractual cash flows of a financial asset are consistent with a basic lending arrangement.

Assets with non-recourse features

The amendments enhance the description of the term ‘non-recourse’. Under the amendments, a financial asset is considered to have non-recourse features if an entity’s ultimate right to receive cash flows is contractually limited to the cash flows generated by specified assets. In other words, the entity is primarily exposed to the specified assets’ performance risk rather than the debtor’s credit risk.

Contractually linked instruments

The amendments clarify the characteristics of contractually linked instruments that distinguish them from other transactions. The amendments also note that not all transactions with multiple debt instruments meet the criteria of transactions involving multiple contractually linked instruments and provide an example.

The amendments to IFRS 7 address the disclosure of:

- investments in equity instruments designated at FVTOCI
- contractual terms that could change the timing or amount of contractual cash flows.

The amendments are effective for annual reporting periods beginning on or after January 1, 2026. Earlier application of either all the amendments at the same time or only the amendments to the classification of financial assets is permitted. An entity is required to apply the amendments retrospectively.

The Directors of the Company anticipate that the application of these amendments may have an impact on the Group's Audited Consolidated & Separate Financial Statements in future periods.

Contracts referencing nature-dependent electricity – amendments to IFRS 9 and IFRS 7[4]

The amendments to IFRS 9 and IFRS 7 issued by the IASB in December 2024, address the recognition and disclosure of contracts to buy or sell electricity from renewable sources, such as wind and solar. The amount of electricity generated under these contracts can vary based on uncontrollable factors such as weather conditions. Current accounting requirements may not adequately capture how these contracts affect a Company’s performance.

The amendments to IFRS 9 and IFRS 7 include:

- clarifying the application of the ‘own-use’ requirements;
- permitting hedge accounting if these contracts are used as hedging instruments; and
- adding new disclosure requirements to enable investors to understand the effect of these contracts on a Company’s financial performance and cash flows.

4 Required to be implemented for periods beginning on or after January 1, 2026.

The amendments are effective for annual reporting periods beginning on or after January 1, 2026, with earlier application permitted. The amendments shall be applied retrospectively.

The Directors of the Company anticipate that the application of these amendments may have an impact on the Group's Audited Consolidated & Separate Financial Statements in future periods.

Sale or contribution of assets between an investor and its associate or joint venture – (amendments to IFRS 10 and IAS 28)[N/A]

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

The effective date of the amendments has yet to be set by the IASB. The Directors of the parent company anticipate that the application of these amendments may not have an impact on the Group's Audited Consolidated & Separate Financial Statements in future periods should such transactions arise.

Annual improvements to IFRS accounting standards - volume 11[4]

These amendments issued by the IASB in July 2024, include clarifications, simplifications, corrections and changes in the following areas:

- hedge accounting by a first-time adopter (IFRS 1)
- gain or loss on derecognition (IFRS 7)
- disclosure of deferred difference between fair value and transaction price (IFRS 7)
- introduction and credit risk disclosures (IFRS 7)
- lessee derecognition of lease liabilities (IFRS 9)
- transaction price (IFRS 9)
- determination of a 'de facto agent' (IFRS 10)
- cost method (IAS 7).

The Directors of the Company anticipate that the application of these amendments will not have an impact on the Group's Audited Consolidated & Separate Financial Statements in future periods.

N/A The effective date of the amendments is yet to be set by the IASB

4 Required to be implemented for periods beginning on or after January 1, 2026.

MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Statement of compliance

The Audited Consolidated and Separate Financial Statements of the Group have been prepared in accordance with the International Financial Reporting Standards (IFRS).

3.2 Basis of preparation

The Audited Consolidated and Separate Financial Statements have been prepared on a historical cost basis except where IFRS requires or allows different measurement bases, such as for certain financial instruments measured at fair value, amortised cost, or in accordance with the Expected Credit Loss (ECL) model. Inventories are measured at the lower of cost and net realisable value, employee benefit obligations are determined based on actuarial valuations, and land assets are measured under the revaluation model.

The Financial Statements are presented in Nigerian Naira (NGN), which is the functional currency of the Group. Figures are reported in NGN thousands. The Financial Statements have been prepared in compliance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and interpretations issued by the IFRS Interpretations Committee (IFRIC) or its predecessor body, the Standard Interpretations Committee (SIC). These standards are adopted by the Financial Reporting Council of Nigeria (FRCN) and, as applicable, comply with the Companies and Allied Matters Act (CAMA), 2020, and FRCN amendment Act 2023.

The preparation of Audited Consolidated & Separate Financial Statements in conformity with IFRS requires Management to make certain critical judgments, estimates, and assumptions that affect the reported amounts of assets, liabilities, income, and expenses. Examples of areas requiring significant judgment include the assessment of contract revenue recognition, provisions for project-related expenses, and impairment assessments.

The estimates and underlying assumptions are reviewed regularly, and adjustments to accounting estimates are made in the period they become known and in future periods if they affect both.

The Directors have made an assessment of the Group's ability to continue as a going concern based on the supporting assumptions stated in the Consolidated and separate Financial Statements and have every reason to hold that the Group will remain a going concern in the financial year ahead.

3.3 Basis of consolidation

The Audited Consolidated & Separate Financial Statements incorporate the Financial Statements of the Company and its subsidiaries. Subsidiaries are entities controlled by the Company, where control is achieved if the Company:

- has power over the investee;
- is exposed, or has right, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

If the Company holds less than a majority of voting rights, it may still exercise control if it has the practical ability to direct relevant activities of the investee based on all relevant facts and circumstances, including:

- the size of the Company's holding of the voting rights relative to the size and dispersion of the holding of other vote holders;
- potential voting rights held by the Company, other holders or other parties;

- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meeting.

Consolidation of a subsidiary begins when the Company gains control over it and ceases when control is lost. Income and expenses of subsidiaries acquired or disposed of during the year are recognised in the consolidated statement of profit or loss and other comprehensive income from the date control is obtained until it is relinquished.

Profit or loss and each component of the other comprehensive income is attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interest even if this results in the non-controlling interest having a deficit balance.

When necessary, adjustments are made to the Audited Consolidated & Separate Financial Statements of the subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cashflows relating to transactions between members of the Group are eliminated in full on consolidation.

3.3.1 Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between:

- the aggregate of the fair value of the consideration received and the fair value of any retained interest and
- the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the relevant assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9.

3.4 Business combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 and IAS 19 respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 Share-based Payment at the acquisition date; and

- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IFRS 9, or IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3.4.1 Acquisition of interests from non-controlling shareholders

Acquisitions of non-controlling interests are accounted for as transactions within equity. There is no measurement to fair value of net assets acquired that were previously attributable to non-controlling shareholders.

3.5 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or Groups of cash-generating units) that is expected to benefit from the synergies of the combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods. On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

3.6 Revenue recognition

3.6.1 Goods and services

Revenue is measured at the fair value of the consideration received or receivable, net of estimated customer returns, rebates, and other similar allowances. Revenue is recognised when the amount of revenue can be reliably measured, and it is probable that the economic benefits associated with the transaction will flow to the Group. If uncertainty arises regarding the collectability of an amount already recognised as revenue, the uncollectible amount, or the amount whose recovery is no longer probable, is recognised as an expense.

Sale of goods: Revenue from the sale of goods is recognised when the goods are delivered and titles have passed and the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold. Revenue represents the net invoice value of sales to third parties and it is recognised when significant risks and rewards of ownership of the goods have been transferred to the buyer.

Rendering of services: Revenue from rendering of services is recognised in the period the services are rendered. Revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the Group.

Revenues from other income generated from refunds and recoveries by insurance companies and other regulatory bodies are recognised when net cash is received.

3.6.2 Construction contracts

The Group provides services under long term construction contracts with customers where such contracts are entered into before construction begins. Under the terms of the contracts, the Group is contractually restricted from redirecting the construction works to another customer and has an enforceable right to payment for work done. In accordance with IFRS 15, the Group recognises revenues when a performance obligation is satisfied and approved by the customer accordingly or whenever circumstances and situations objectively indicate that the respective invoice amount can be considered as approved. As long as revenue cannot be recognised appropriately, the Group recognises a contract asset (see Note 3.7).

3.7 Contract assets

When revenue cannot be recognised because performance obligations have been fulfilled but the criteria for revenue recognition have not yet been satisfied, the Group recognises a contract asset for the costs incurred in fulfilling the contract. These costs must directly relate to the fulfilment of the contract, enhance or generate resources used to satisfy performance obligations, and be expected to be recoverable from the customer. Any amount previously recognised as a contract asset is reclassified to trade receivables once it qualifies as such under IFRS 15 (see Note 3.6.2).

3.8 Advance payments received

Advance payments received represent amounts collected prior to performance of the related work. On initial recognition, they are assessed to determine if they will likely be repaid in cash or through another financial asset. If repayment is expected in cash or another financial asset, the advance payment is classified as a non-trading financial liability and carried at amortised cost. If repayment is expected in goods or services, the liability is carried at historical cost.

3.9 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3.10 Property, plant and equipment

Property, plant and equipment is segregated into following classes:

- Land
- Buildings
- Plant and machinery
- Motor vehicle
- Office equipment
- Information technology equipment

3.10.1 Items to capitalise

The capitalisation threshold for an item of property, plant and equipment is ₦5,000,000. Expenditure related to an acquisition or repair is capitalised only if it extends the useful lives or increases the production capacity of the assets. Items capitalised under property, plant and equipment are classified to the appropriate class when completed and ready for intended use. By this time, depreciation commences where applicable.

3.10.2 Measurement at recognition

Items of property, plant and equipment are measured at cost at the time of initial recognition. Cost for capitalisation is determined in line with IAS 16.16.

3.10.3 Measurement after recognition

Land

In periods subsequent to the initial recognition, land is accounted for using the revaluation model in line with IAS 16.31. The fair value for those assets will be determined by accredited external valuers on a rolling basis (IAS 16.38), but at least every three years. Any increase in valuation will be recorded in equity under revaluation surplus within the "other comprehensive income", except when it reverses a previous decrease in value recognised in profit or loss. The classification to other comprehensive income or profit or loss shall be determined by the value of the whole group of assets. Reclassification of revaluation reserve to profit and loss will only materialise upon the realisation of a gain or loss along with the sale of such asset.

Buildings

In periods subsequent to the initial recognition, buildings are accounted for using the cost model, being its historical cost less accumulated depreciation and accumulated impairment losses. Depreciation is charged to profit or loss on a linear basis over its useful life as long as the residual value does not exceed its carrying amount.

Useful Life	25 years
Annual depreciation	4.0%
Residual values (%) on cost	10.0%

Plants and machinery

In periods subsequent to the initial recognition, plant and machinery are accounted for using the cost model, being its historical cost less accumulated depreciation and accumulated impairment losses. Depreciation is charged to profit or loss on a linear basis over its useful life as long as the residual value does not exceed its carrying amount.

Useful Life	10 years
Annual depreciation	10.0%
Residual values (%) on cost	5.0%

Motor vehicles

In periods subsequent to the initial recognition, motor vehicles are accounted for using the cost model, being its historical cost less accumulated depreciation and accumulated impairment losses. Depreciation is charged to profit or loss on a linear basis over its useful life as long as the residual value does not exceed its carrying amount.

Useful Life	8 years
Annual depreciation	12.5%
Residual values (%) on cost	5.0%

Office equipment

In periods subsequent to the initial recognition, office equipment is accounted for using the cost model, being its historical cost less accumulated depreciation and accumulated impairment losses. Depreciation is charged to profit or loss on a linear basis over its useful life as long as the residual value does not exceed its carrying amount.

Useful Life	8 years
Annual depreciation	12.5%
Residual values (%) on cost	5.0%

Information technology (IT) equipment

In periods subsequent to the initial recognition, IT equipment is accounted for using the cost model, being its historical cost less accumulated depreciation and accumulated impairment losses. Depreciation is charged to profit or loss on a linear basis over its useful life as long as the residual value does not exceed its carrying amount.

Useful Life	5 years
Annual depreciation	20.0%
Residual values (%) on cost	5.0%

3.10.4 Impairment of property, plant and equipment

Impairment losses are recognised when the carrying amount of an asset exceeds its recoverable amount. For plant and machinery, no impairment issues are expected due to a comprehensive in-house repair process. Unrepairable plant and machinery are disposed from the asset register as disposable asset.

3.10.5 Disposal of property, plant and equipment

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss under "other gains and losses".

3.11 Investment property

All property classified as investment property are measured at cost. Investment property is recognised when it is probable that the Company will enjoy the future economic benefits which are attributable to it, and when the cost or fair value can be reliably measured. Costs include directly attributable expenditure such as legal fees and property transfer taxes.

Transfers to or from investment property is made only when there is a demonstrated “change in use” as a result of a transfer:

- from investment property to owner-occupied property, when owner occupation commences;
- from investment property to inventories on commencement of development with a view to sale;
- from an owner-occupied property to investment property when owner occupation ends;
- of inventories to investment property when an operating lease to a third party commences; or
- of property in the course of development or construction to investment property at the end of the construction or development.

An investment property is derecognised on disposal or when it is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gains or losses arising on the disposal or retirement of an investment property is determined as the difference between the net disposal proceeds and the carrying amount of the asset and this is recognised in profit or loss for the period.

Depreciation is recognised so as to write-off the cost of investment properties less their residual values over their useful lives: this is done using the straight-line method. Where such investment properties are revalued, depreciation is recognised over the useful life of the asset in a pattern which best reflects the consumption pattern over the estimated useful life of such assets.

3.12 Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as being only when the sale is highly probable and the non-current asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and their fair value less costs to sell.

3.13 The Group’s leasing activities and how these are accounted for

Leases are recognised as a right-of-use asset and a corresponding liability at the date on which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components but it instead accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

The assets and liabilities arising from a lease are initially measured on a present-value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate, which are measured initially using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual-value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used; this being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

3.13.1 The Group as lessor

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect to the leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

3.13.2 The Group as lessee

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if it is lower, at the present value of the minimum lease payments, except for short-term leases with a lease term of 12 months or less. The corresponding liability to the lessor is included in the Consolidated and Separate Financial Statements as a finance-lease obligation.

Lease payments are apportioned between finance expenses and the reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

3.14 Intangible assets

An intangible asset is an identifiable, non-monetary asset that has no physical substance. An intangible asset is recognised when it is identifiable, the Group has control over the asset, it is probable that economic benefits will flow to the Group and the cost of the asset can be measured reliably.

3.14.1 Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less the accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less the accumulated impairment losses.

3.14.2 Internally generated intangible assets – research-and-development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognised when all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development of and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed previously. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred. Subsequent to the initial recognition, internally generated intangible assets are reported at cost less the accumulated amortisation and accumulated impairment losses; this is done on the same basis as intangible assets that are acquired separately.

3.14.3 Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to the initial recognition, intangible assets acquired in a business combination are reported at cost less the accumulated amortisation and accumulated impairment losses; this is on the same basis as intangible assets that are acquired separately.

3.14.4 Intangible assets from service concession arrangements

IFRIC 12 Service Concession Arrangements are arrangements whereby a government or other body (the grantor) grants contracts for the supply of public services – such as roads, energy distribution, prisons or hospitals – to a private sector entity (the operator). These are often referred to as 'public-to-private arrangements'.

Some common features of service concession arrangements are as follows (IFRIC 12:3):

- The grantor is a public sector entity, such as a governmental body, or a private sector entity to which the responsibility for the service has been devolved.
- The operator is responsible for at least some of the management of the infrastructure and related services and does not merely act as an agent on behalf of the grantor.
- The contract sets the initial prices to be levied by the operator and regulates price revisions over the period of the service arrangement.
- The operator is obliged to hand over the infrastructure to the grantor in a specified condition at the end of the period of the arrangement – for little or no incremental consideration, irrespective of which party financed it initially.

In accounting for the service concession arrangement, IFRIC 12 permits the use of any one of three models:

- Financial asset model
- Intangible asset model
- Bifurcated model

Financial asset model: The financial asset model applies if the operator has a contractual right to receive cash from or at the direction of the grantor, and the grantor has little, if any, discretion to avoid payment.

Intangible asset model: The intangible asset model applies if the operator receives the right (licence) to charge users or the grantor based on the usage of the public service. There is no unconditional right to receive cash, because the amounts are contingent on the extent to which the public uses the service (IFRIC 12:17).

Bifurcated model: Bifurcated model applies when an operator receives a financial asset and an intangible asset as consideration.

Based on the contract between the Nigerian Port Authority (NPA) and Julius Berger Services Nigeria Ltd., the amount to be received by the Company is dependent on the extent that the public uses the Multi-Purpose Terminal. Specifically, the Company has a right to charge users of the terminal over the 25-year agreement term; to this extent, the arrangement will be recognised as an intangible in the books of the Company.

3.14.4.1 Accounting for contractual payments

Under the intangible asset model, concession payments are treated in accordance with IAS 38 as part of the consideration for the intangible asset. Concession fees are much more commonly a feature of arrangements that follow the intangible asset model.

Consequently, the operator will recognise revenue for services operations; the intangible asset will be recognised as the present value of the periodic payment, taking into consideration the effective discount rate on the contract with a corresponding recognition of a financial liability and an unwinding discount on the concession fee. The intangible asset will be amortised in equal annual instalments over the term of the contract.

3.14.5 Derecognition of intangible assets

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from the 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 when the asset is derecognised.

3.15 Inventories

Inventories are stated as the lower of the cost or net realisable value. Net realisable value is the amount that can be realised from the sale of the inventory in the normal course of business, after allowing for the costs of realisation.

In addition to the cost of materials and direct labour, an appropriate proportion of the production overhead that has been incurred in bringing the inventories to their present location and condition is included in the inventory values. An allowance is recorded for excess inventory, and obsolescence is based on the lower of the cost or net realisable value.

Cost is determined using standard cost, which approximates actual cost, based on a moving average price method.

3.16 Taxation

Taxation represents the sum of income tax currently payable and deferred tax.

3.16.1 Current tax and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity – in which case, the income and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Where income tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3.16.2 Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain, but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company, supported by their previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

3.16.3 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Consolidated and Separate Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Provision for deferred taxation is made using the liability method and calculated at the tax rate that applies during the period of reversal based on the differences between the net book value of qualifying PPE and their corresponding tax-written-down values. Also, consideration is given for provision for retirement benefit that has not been paid in the year.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised, based on the tax rates enacted by the end of the reporting period.

3.17 Foreign currencies

All transactions in foreign currencies are recorded in Naira at the rate of exchange ruling at the dates of the transactions. Monetary items are converted to Naira at the rates of exchange ruling at the reporting date. All differences arising there from are taken to the profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

For the purposes of presenting Consolidated and Separate Financial Statements, the assets and liabilities of the Group's foreign operations are translated into currency units using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (attributed to non-controlling interests as appropriate).

Goodwill and fair value adjustments on identifiable assets and liabilities acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income and accumulated in equity.

3.18 Dividends

Dividends on ordinary shares passed to shareholders are recognised in equity in the period in which they are paid or, if earlier, approved by the shareholders at the Annual General Meeting.

3.18.1 Unclaimed dividends

Segregated accounts are maintained for unclaimed dividends, and these are recoverable by shareholders within 12 years and actionable only when declared. Any amounts standing to the credit of unclaimed dividends are invested separately, while amounts unclaimed after 12 years are taken to retained earnings in line with CAMA.

3.19 Retirement benefits

3.19.1 Defined contribution plan

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered a service entitling them to the contributions. Retirement benefit plans for members of staff are structured through a defined-contribution pension scheme, which is independent of the Group's finances and is managed by pension fund administrators. The scheme, which is funded by contributions from both employees and their employer – at 8% and 10%, respectively – is consistent with the Pension Reform Act 2014.

3.19.2 Defined benefit plan

For defined retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out periodically so that a provision for the present value of the estimated cost for liabilities due at the reporting date in respect of employees' terminal gratuities, based on their qualifying years of service and applicable emoluments as per the operating collective agreement, is made in the Statement of Financial Position.

3.19.3 Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

3.19.4 Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

3.19.5 Termination benefits

Termination benefits are recognised as an expense when the Group is demonstrably committed, without the 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 Group 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 date, then they are discounted to their present value.

3.20 Financial instruments

Financial assets and financial liabilities are recognised when a Group entity 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 through profit or loss to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3.20.1 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 the delivery of assets within the time frame established by regulation or convention in the marketplace.

3.20.1.1 Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that discounts exactly the estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument – or, where appropriate, a shorter period – to the net carrying amount on initial recognition. Income is recognised on an effective – interest basis for debt instruments measured subsequently at the amortised cost. Interest income is recognised in profit or loss and is included in the 'investment income' line item.

3.20.1.2 Classification of financial assets

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

Debt instruments that meet the following conditions are measured subsequently at the 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 (FVTOCI):

- 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.

3.20.1.3 Trade and other receivables

Trade and other receivables are initially recognised at fair value, and are subsequently classified as loans and receivables and measured at amortised cost using the effective interest rate method. The provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due in accordance with the original terms of the credit given and includes an assessment of recoverability based on historical trend analyses and events that exist at reporting date. The amount of the provision is the difference between the carrying value and the present value of estimated future cash flows.

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

- the Group 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 Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3.20.1.4 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and other short-term, highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Bank overdrafts are not offset against positive bank balances unless a legally enforceable right of offset exists and there is an intention to settle the overdraft and realise the net cash simultaneously or to settle on a net basis. All short-term cash investments are invested with major financial institutions in order to manage credit risk.

3.20.1.5 Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. The foreign exchange component forms part of its fair value gain or loss. Therefore, for financial assets that are classified as at FVTPL, the foreign exchange component is recognised in profit or loss.

For foreign-currency-denominated debt instruments measured at the amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the financial assets and are recognised in the ‘other gains and losses’ line item in the profit or loss.

3.20.1.6 Impairment of financial assets

Financial assets that are measured at the amortised cost are assessed for impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the asset have been affected.

The Group recognises loss allowances for expected credit losses (ECLs) on these:

- financial assets measured at the amortised cost;
- debt investments measured at the FVOCI;
- contract assets; and
- cash and cash equivalents

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

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

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

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

The Group assumes that the credit risk of a financial asset increases with the length of the past-due period. The assumptions are based on historical loss rates.

Measurement of ECLs

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

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

Expected credit loss is calculated by:

- identifying scenarios in which the trade receivable defaults;
- estimating the cash shortfall that would be incurred under each scenario when a default were to happen;
- multiplying that cash loss by the probability of the default happening; and
- adding together the results of all possible default events.

For certain categories of financial asset – such as trade receivables – assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group’s past experience of collecting payments, an increase in the number of payments in the portfolio delayed past the average credit period of 60 days, as well as observable changes in national or local economic conditions that correlate with the default on receivables.

The amount of the impairment loss recognised is the difference between the asset’s carrying amount and the present value of the estimated future cash flows reflecting the amount of collateral and guarantee, which are discounted at the financial asset’s original effective interest rate.

The carrying amount of the financial asset is reduced directly by the impairment loss for all financial assets, with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written-off against the allowance account.

Subsequent recoveries of amounts previously written-off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3.20.1.7 Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers substantially the financial asset and all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and it continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at the amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

In addition, on derecognition of a financial asset that is classified as FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but it is reclassified to retained earnings.

3.20.2 Financial liabilities and equity instruments

3.20.2.1 Classification as debt or equity

Debt and equity instruments issued by a Group entity 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.

3.20.2.2 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the receipt of the proceeds, net of the direct issue costs.

3.20.2.3 Financial liabilities

Financial liabilities are classified as either 'financial liabilities at FVTPL' or 'other financial liabilities'. The Group does not have financial liabilities classified as 'financial liabilities at FVTPL'.

Other financial liabilities

Other financial liabilities (including borrowings, trade and other payables) are subsequently measured at the amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating the interest expense over the relevant period. The effective interest rate is the rate that discounts exactly the estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs, and other premiums or discounts) through the expected life of the financial liability – or, where appropriate, a shorter period – to the net carrying amount on initial recognition.

3.20.2.4 Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at the amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the financial instruments and are recognised in the 'other gains and losses' line item (Note 10) in the profit or loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period; for financial liabilities that are measured as at the FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

3.20.2.5 Derecognition of financial liabilities

The Group derecognises financial liabilities only when the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the derecognised financial liability and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

3.21 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event; 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.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where 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 reimbursement will be received and the amount of the receivable can be measured reliably.

3.21.1 Contingent liabilities

During the evaluation of whether certain liabilities represent contingent liabilities or provisions, Management is required to exercise significant judgement. Based on the current status, facts and circumstances, Management has concluded that disputes with claimants (as disclosed in Notes 33.1 and 37.2) should be classified as contingent liabilities with regards to the dispute amounts. On this basis, Management assesses the risk amounts as described in Note 33.1.

3.22 Related parties

Parties are considered to be related if one party has the ability to control or jointly control the other party or to exercise significant influence over the other party in making financial and operational decisions. Key management personnel are also regarded as related parties. Key management personnel are those persons who have authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including all executive and non-executive directors. Related party transactions are those where a transfer of resources or obligations between related parties occurs, regardless of whether or not a price is charged.

3.23 Earnings per share

The Group presents basic earnings per share (EPS) for its ordinary shares. Basic earnings per share (EPS) is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares in issue during the year. Diluted earnings per share (DPS) are calculated using fully diluted shares outstanding (i.e. including the impact of stock option grants and convertible bonds).

3.24 Segment reporting

Segment information is presented in respect of the Group's business segments. The Group has four segments, Building, Civil, Services and Diversification.

A segment is a distinguishable component of the Group that is engaged in providing related products or services (business segment) or in providing products or services within a particular economic environment (geographical segment), which is subject to risk and rewards that are different from those of other segments.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Transfer prices between operating segments are set on an arm's length basis. Operating assets and liabilities consist of property, plant, and equipment, goodwill and intangible assets, trade receivables/payables, inventories and other assets and liabilities, such as provisions, which can be reasonably attributed to the reported operating segments. Non-operating assets and liabilities mainly include current and deferred income tax balances, post-employment benefit assets/liabilities and financial assets/liabilities such as cash, marketable securities, investments and debt.

3.25 Impairment

At the end of each reporting period, the Group reviews the carrying amounts of its tangible 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 in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or the cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount – in which case, the reversal of the impairment loss is treated as a revaluation increase.

3.26 Transfer pricing

Transactions between entities in the Group and related parties are carried on in a manner consistent with the arm's length principle using the appropriate transfer pricing method.

3.27 Decommissioning provisions

The provision for decommissioning serves to cover the costs associated with the decommissioning of assets. Decommissioning costs are provided at the present value of the expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied for existing obligations are added to or deducted from the cost of the asset. The estimated future costs for decommissioning obligations arising after the related asset is brought into use are recognised in the profit or loss.

3.28 Finance cost and investment income

Financial Cost include interest on loans, overdraft and related facilities as well as net fair value gains and losses on financial assets at fair value through profit or loss, net gains on the re-measurement to fair value of any pre-existing available-for-sale interest in an acquiree, and net gains on hedging instruments that are recognised in the Profit or loss.

Investment Income comprises of interest income earned on funds invested, interest earned on the provision of funds related to Financing agreements, and dividend income recognised in the Statement of income on the date that the Company's right to receive payment is established, which in the case of quoted securities is normally the ex-dividend date.

EXPLANATORY NOTES

4. Critical judgement areas and estimation of key sources of uncertainty

In the application of the Group's accounting policies, which are described in Note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Any revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or are recognised in the period of the revision and future periods if the revision affects both current and future periods.

4.1 Critical judgements in applying the Group's accounting policies

The following are the critical judgements, apart from those involving estimations (which are dealt with separately later), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the Audited Consolidated & Separate Financial Statements.

4.1.1 Taxes

The Group is subject to various forms of taxes. Significant judgement is required in determining the provision for income and other related taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

4.1.2 Judgements in determining the timing of satisfaction of performance obligations

In making their judgements, the Directors considered the detailed criteria for recognising revenue set out in IFRS 15 and, in particular, whether the Group had transferred control of the goods to the customer or received acknowledgment of the services provided.

4.1.3 Allowance for doubtful debts/receivables

As explained in Note 3.20.1.6, Expected Credit Losses (ECL) are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable historical as well as forward looking information.

4.1.4 Review of the useful lives of tangible assets

The Directors believe that the consumption pattern on items of property, plant and equipment is such that the book value is spread equally over the useful life of the assets. The judgment exercised is based on past experience with similar assets, technological obsolescence and declining residual values.

4.1.5 Write-down of inventories to net realisable value

Inventories are measured at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for inventories less the estimated costs of completion and costs necessary to make the sale. Management has written down obsolete inventories to a nil value after considering the non-movements and non-usability of these inventory items for two years. The write-back of previous allowances on inventory are effected when the items are subsequently put into use.

4.2 Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the financial reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed in the following sub-notes.

4.2.1 Provision for gratuity

Within the Group, the Company operates an unfunded defined benefit scheme that entitles staff who put in a minimum qualifying working period of five years to a gratuity upon leaving the employment of the Company. IAS 19 requires the application of the projected unit credit method for actuarial valuations. Actuarial measurements involve making several demographic projections regarding mortality, rates of employee turnover, etc., and financial projections in the area of future salaries and benefit levels, discount rate, inflation, etc.

4.2.2 Impairment loss on PPE

Management considered various factors in evaluating PPE for impairment, including physical damage from accidents, technological obsolescence, and declines in value. However, no impairment is recognised for damaged equipment that can be restored to operational condition in the Group's workshops if its fair value less costs to sell, after repair, exceeds its book value. Assets that cannot be repaired are reclassified as 'held for sale.' In assessing fair value less costs to sell, management relied on recent sales of similar assets to provide the best estimate of the amount that could be obtained from a disposal at arm's length, less disposal costs, as of the reporting date.

4.2.3 Calculation of loss allowance

When measuring the expected credit loss (ECL) the Group uses reasonable and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

5. Changes in accounting policies

Except for the changes in the following subsections, the Group has consistently applied the accounting policies to all periods presented in these Audited Consolidated & Separate Financial Statements.

5.1 Revision of capitalisation threshold

With effect from January 1, 2025, the estimated capitalisation threshold for items of PPE used will be revised. The following represents the new capitalisation threshold for items of PPE:

5.1.1 Items to capitalise

- Any purchase of a piece of equipment (office furniture, machinery, equipment, etc.) of not less than ₦10 million
- Expenditures in the nature of repairs of not less than ₦10 million
- Computer and related equipment of not less than ₦10 million
- Expenditure on building of not less than ₦10 million

5.1.2 Items to be expensed

- Any item that will not last more than 12 months should be currently expensed when used
- Any purchase of a piece of equipment (office furniture, machinery, equipment, etc.) that is less than ₦10 million
- Expenditures in the nature of repairs can be expensed if they are less than ₦10 million
- Computers and related equipment that is less than ₦10 million

5.2 Measurement of right-of-use assets

With effect from January 1, 2025, leases of low-value assets will comprise leases that are less than ₦20 million. Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option.

The associated right-of-use assets for property leases that were measured prior to January 1, 2025, will continue to exist. This change has no impact on the current Audited Consolidated and Separate Financial Statements.

5.3 Measurement of landed property

Effective December 31, 2024, the accounting policy for Land assets will be revised from the cost model to the revaluation model. This change has been adopted to reflect the fair value, given the significant appreciation in the market value, resulting in a material difference between the fair value and the carrying amounts of these assets. Management acknowledges that fair value remeasurements provide more reliable and relevant information for stakeholders, aligning the Financial Statements with current market realities.

5.3.1 Transactional disclosure

In accordance with IAS 8, the Group has opted for prospective application from periods ending December 31, 2024. The impracticality of applying retrospective adjustments is due to the absence of reliable historical fair value data. The transition will not significantly affect cash flows or liquidity but is intended to enhance the relevance and comparability of the Group's Financial Statements.

5.3.2 Impact of change in accounting policy for landed properties

Based on the valuation exercise conducted during the financial year 2024, the landed property value is measured as shown below:

	Group ₦ 000	Company ₦ 000
Land assets measured at fair value as per December 31, 2024	210,993,280	210,463,281
Deduction of land assets accounted for at cost as per December 31, 2024	(7,104,498)	(6,812,574)
Revaluation Surplus	**203,888,782**	**203,650,707**
- thereof net of tax	183,523,711	183,285,636
- thereof deferred tax liabilities (DTL) 10%	20,365,071	20,365,071

No deferred Capital Gain Tax (CGT) was applied on the revaluation amount of land assets in the property of Julius Berger Free Zone Enterprise.

The revaluation surplus for the initial adoption as per December 31, 2024 consists of ₦206.0 billion (Group) and ₦205.8 billion (Company) surplus and ₦2.1 billion deficit for both Group and Company, recognised in OCI to ensure operational neutrality and enhance clarity in financial reporting and to account for the materiality of revaluation deficits. Subsequent revaluation increases and decreases will be accounted for in accordance with IFRS and the relevant Accounting Policy.

5.3.3 Comparative estimates using discounting factors (CPI-based):

Retrospective adjustments were deemed impractical due to a lack of historical fair value data. As a result, management applied an alternative method to estimate prior years' carrying amounts by discounting the current fair value using historical Consumer Price Index (CPI) rates from the National Bureau of Statistics.

The estimated impact on PPE and equity (revaluation surplus) is presented below. This disclosure shows a statistical impact on prior reporting periods, which was not applied in the any prior reporting periods presented.

Group Financial year	Discount factor (CPI %)	Revaluation surplus (₦'000)	Thereof net of tax (₦'000)	Thereof DTL (₦'000)
2024	34.80	203,888,782	183,523,711	20,365,071
2023	28.92	151,252,805	136,145,186	15,107,619
2022	21.34	117,321,366	105,602,929	11,718,437
2021	15.63	96,685,098	87,027,878	9,657,220
2020	15.75	83,619,190	75,267,035	8,352,155

Company Financial year	Discount factor (CPI %)	Revaluation surplus (₦'000)	Thereof net of tax (₦'000)	Thereof DTL (₦'000)
2024	34.80	203,650,707	183,285,636	20,365,071
2023	28.92	151,076,191	135,968,572	15,107,619
2022	21.34	117,184,373	105,465,936	11,718,437
2021	15.63	96,572,201	86,914,981	9,657,220
2020	15.75	83,521,551	75,169,396	8,352,155

6. Revenue

6.1 Disaggregated revenue information

Group	Government Dec. 31, 2024 ₦ 000	Government Dec. 31, 2023 ₦ 000	Private Dec. 31, 2024 ₦ 000	Private Dec. 31, 2023 ₦ 000	Total reportable segments Dec. 31, 2024 ₦ 000	Total reportable segments Dec. 31, 2023 ₦ 000
Primary geographical markets						
Nigeria	448,451,544	387,265,816	59,629,494	40,141,803	508,081,038	427,407,619
Europe	-	-	58,624,423	16,031,620	58,624,423	16,031,620
	448,451,544	**387,265,816**	**118,253,917**	**56,173,423**	**566,705,461**	**443,439,239**
Major product/services lines						
Civil works	312,502,053	315,767,201	161,766	-	312,663,820	315,767,201
Building works	101,061,675	51,188,741	29,882,038	26,123,391	130,943,713	77,312,132
Services	33,373,813	20,309,874	86,245,384	28,676,262	119,619,196	48,986,136
Diversification	1,514,003	-	1,964,729	1,373,770	3,478,732	1,373,770
	448,451,544	**387,265,816**	**118,253,917**	**56,173,423**	**566,705,461**	**443,439,239**
Timing of revenue recognition						
At a point in time	33,373,812	20,309,874	88,210,113	30,050,032	121,583,926	50,359,906
Over time	415,077,732	366,955,942	30,043,804	26,123,391	445,121,535	393,079,333
	448,451,544	**387,265,816**	**118,253,917**	**56,173,423**	**566,705,461**	**443,439,239**

Company	Government Dec. 31, 2024 ₦ 000	Government Dec. 31, 2023 ₦ 000	Private Dec. 31, 2024 ₦ 000	Private Dec. 31, 2023 ₦ 000	Total reportable segments Dec. 31, 2024 ₦ 000	Total reportable segments Dec. 31, 2023 ₦ 000
Primary geographical markets						
Nigeria	448,451,544	387,265,816	44,647,285	34,141,360	493,098,829	421,407,176
Europe	-	-	-	-	-	-
	448,451,544	**387,265,816**	**44,647,285**	**34,141,360**	**493,098,829**	**421,407,176**
Major product/services lines						
Civil works	312,502,053	315,767,201	161,766	-	312,663,820	315,767,201
Building works	101,061,675	51,188,741	26,301,514	23,568,726	127,363,189	74,757,468
Services	33,373,813	20,309,874	16,266,670	9,198,864	49,640,483	29,508,737
Diversification	1,514,003	-	1,917,335	1,373,770	3,431,338	1,373,770
	448,451,544	**387,265,816**	**44,647,285**	**34,141,360**	**493,098,829**	**421,407,176**
Timing of revenue recognition						
At a point in time	33,373,812	20,309,874	18,184,006	10,572,634	51,557,818	30,882,507
Over time	415,077,732	366,955,942	26,463,279	23,568,726	441,541,011	390,524,669
	448,451,544	**387,265,816**	**44,647,285**	**34,141,360**	**493,098,829**	**421,407,176**

6.2 Transaction price allocated to the remaining performance obligations

The following table details the revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date.

	Group 2025 ₦ 000	Group 2026 ₦ 000	Group Total ₦ 000	Company 2025 ₦ 000	Company 2026 ₦ 000	Company Total ₦ 000
Civil works	320,000,000	336,000,000	656,000,000	320,000,000	336,000,000	656,000,000
Building works	105,000,000	113,000,000	218,000,000	100,000,000	105,000,000	205,000,000
Services	112,000,000	117,000,000	229,000,000	40,000,000	42,000,000	82,000,000
Diversification	44,600,000	39,200,000	83,800,000	44,600,000	39,200,000	83,800,000
Total	**581,600,000**	**605,200,000**	**1,186,800,000**	**504,600,000**	**522,200,000**	**1,026,800,000**

All contracts with customers have been considered in the amounts presented above.

The Group recognises revenue in accordance with IFRS 15. Performance obligations fulfilled but not yet invoiced or recognised as revenue are recorded as contract assets. The remaining performance obligations presented are based on contracts on hand and are expected to be recognised as revenue over time as the performance obligations are satisfied. This disclosure is made in accordance with IFRS 15.119-120, which requires the presentation of remaining performance obligations and their expected timing of recognition.

6.3 Performance obligations

Information about the Group's performance obligations are summarised below:

Civil and building works

Performance obligations for civil and building works are satisfied over time, with payments typically due upon the customer's approval of invoiced construction progress. Advance payments are commonly required prior to the commencement of work.

Services

Performance obligations for services are satisfied either over time or upon the completion of the services. Payments are typically due upon the customer's approval of invoiced progress or upon completion of the contractual services.

Diversification

For construction activities in new regional markets, performance obligations are satisfied over time, with payments typically due upon the customer's approval of invoiced progress. Advance payments are commonly required prior to the commencement of work. The performance obligation for diversification into cashew processing is satisfied upon the delivery of finished products to the customer.

7. Segmental analysis

The Company has determined its business segments based on the information reviewed for the purpose of allocating resources efficiently for executing of its operations. The Company assesses the performance of business segments based on a measure of adjusted earnings before interest and tax (EBIT). This measurement basis excludes investment income, finance costs and taxes. These incomes and expenditures are not allocated to segments, as this type of activity is driven by the central treasury function, which manages the cash position of the Group.

The Company has three core business segments; these offer civil works, building works and services to third parties across Nigeria and abroad. The fourth business segment, reported as diversification, comprises opportunities developed by the Company that are operationally new and contribute to the Group's results. The principal activities of the latter are described in Note 7.1. The Company is organised into operational regions, each of which manages and reports progress for all business segments within their respective region. The Company has an institutionalised framework (under the leadership of the Managing Director), which is used regularly to review the performance of the operational regions.

7.1 Principal segment activities

Civil works

This segment provides professional services in the areas of engineering, construction and maintenance for a wide range of infrastructure works. This includes the following:

- Essential traffic networks in, around and between the major cities of the country
- Turnkey harbours, wharfs, jetties, loading installations and warehouses
- Refurbishment and construction of airports in conformity with global aviation regulations
- Design and construction of auxiliary buildings for factories, oil and gas installations, and power plants for the oil, gas and energy sector

The civil works of the subsidiary, Julius Berger Free Zone Enterprise are captured here as well.

Building works

This segment provides professional services in a wide range of building areas. They include the following:

- Design and construction of buildings that meet the Leadership in Energy and Environmental Design (LEED) standards for certification
- Design and construction of administration, commercial and industrial buildings, hotels, hospitals, sports facilities and residential districts

The building works executed by the subsidiaries Julius Berger Free Zone Enterprise and Abumet Nigeria Ltd. are captured here.

Services

This segment includes all other services of the Company which are indirectly linked to the core business:

Facility management solutions, which ensure that the useful life of a building is extended and repair or renovation costs are significantly reduced. With the use of computer assisted facility and resource management, work flows and process controlling can be optimised and operating costs can be reduced.

Services by Subsidiaries and Business Units which are offered to Company and external clients:

- Stevedoring and port operation services of Julius Berger Services Nigeria Ltd., Warri.
- Design and engineering services of Primetech Design and Engineering Nigeria Ltd.
- Medical services of Julius Berger Medical Services Ltd.
- Design, Engineering and Procurement Services by Julius Berger International GmbH.
- Activities of Julius Berger Investment Ltd. to ensure further diversification of the Group.
- The business unit AFP Furniture Production which supplies high quality furniture and interior fittings.

Diversification

The segment comprises of the business unit cashew processing in Epe, Lagos. This includes the purchase, processing of raw cashew nuts and sale of cashew kernels and other cashew products. Diversification further comprises the Groups expanded construction business into new regional markets. In the Financial Year 2024, the Group commenced operational business in the Republic of Benin which is reported within this segment.

7.2 Segment revenue

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Class of business				
Civil works	312,663,820	315,767,201	312,663,820	315,767,201
Building works	130,943,713	77,312,132	127,363,188	74,757,468
Services	119,666,590	48,986,136	49,640,483	29,508,737
Diversification	3,431,338	1,373,770	3,431,338	1,373,770
Total revenue	**566,705,461**	**443,439,239**	**493,098,829**	**421,407,176**

7.3 Segment profit and results

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Class of business				
Civil works	1,897,481	11,508,312	1,897,481	11,508,312
Building works	4,307,893	4,321,860	772,936	2,724,578
Services	7,058,211	5,177,342	387,582	1,075,460
Diversification	(562,409)	(2,215,701)	(562,409)	(2,215,701)
Operating profit of segments	**12,701,176**	**18,791,813**	**2,495,590**	**13,092,649**
Investment income	20,254,132	6,989,050	18,719,547	7,052,043
Net financing (cost)/income	(3,382,623)	(3,720,906)	(7,395,686)	(6,721,174)
Profit before income tax	**29,572,685**	**22,059,957**	**13,819,451**	**13,423,518**

7.3.1 The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment profit/(loss) represents the operating profit/(loss) earned by each segment including the cost allocation of central administrative functions and directors' salaries, excluding investment income and finance costs.

7.4 Information about major customers

Included in the revenue reported by the Group there is one client whose individual balance of ₦157.5 billion represent more than 10% of the total revenue reported by the Group (2023: two clients with balances of ₦236.0 billion and ₦59.0 billion). No other single client contributed 10% or more to the Group's revenue for 2024.

7.5 Segment assets and liabilities

Group	Segment assets Dec. 31, 2024 ₦ 000	Segment liabilities Dec. 31, 2024 ₦ 000	Segment net assets/ liabilities Dec. 31, 2024 ₦ 000	Segment assets Dec. 31, 2023 ₦ 000	Segment liabilities Dec. 31, 2023 ₦ 000	Segment net assets/ liabilities Dec. 31, 2023 ₦ 000
Class of business						
Civil works	286,462,192	(293,036,045)	(6,573,853)	268,437,606	(354,643,654)	(86,206,048)
Building works	121,180,917	(122,723,595)	(1,542,677)	66,466,445	(86,830,605)	(20,364,160)
Services	133,719,512	(147,999,414)	(14,279,903)	60,058,383	(78,711,065)	(18,652,682)
Diversification	4,440,662	-	4,440,662	4,494,896	-	4,494,896
	545,803,283	**(563,759,054)**	**(17,955,771)**	**399,457,330**	**(520,185,324)**	**(120,727,994)**
Net cash	162,381,331	(4,608,876)	157,772,455	160,970,102	(961,298)	160,008,804
Unallocated assets/(liabilities)	314,850,271	(108,887,239)	205,963,032	126,514,598	(59,327,252)	67,187,345
	1,023,034,885	**(677,255,169)**	**345,779,716**	**686,942,030**	**(580,473,874)**	**106,468,155**

Company	Segment assets Dec. 31, 2024 ₦ 000	Segment liabilities Dec. 31, 2024 ₦ 000	Segment net assets/ liabilities Dec. 31, 2024 ₦ 000	Segment assets Dec. 31, 2023 ₦ 000	Segment liabilities Dec. 31, 2023 ₦ 000	Segment net assets/ liabilities Dec. 31, 2023 ₦ 000
Class of business						
Civil works	311,610,938	(358,452,930)	(46,841,992)	265,694,704	(374,644,169)	(108,949,465)
Building works	128,111,653	(146,015,321)	(17,903,668)	63,620,782	(88,696,513)	(25,075,731)
Services	46,308,182	(61,580,579)	(15,272,397)	22,441,865	(37,391,414)	(14,949,549)
Diversification	4,440,662	-	4,440,662	4,494,896	-	4,494,896
	490,471,435	**(566,048,830)**	**(75,577,395)**	**356,252,247**	**(500,732,096)**	**(144,479,849)**
Net cash	123,063,030	(4,608,875)	118,454,155	136,351,975	(961,298)	135,390,677
Unallocated assets/(liabilities)	286,106,847	(108,059,321)	178,047,526	116,313,982	(70,953,968)	45,360,014
	899,641,312	**(678,717,026)**	**220,924,286**	**608,918,204**	**(572,647,362)**	**36,270,842**

The amounts provided to the Management with respect to total assets are measured in a manner consistent with that of the Financial Statements. These assets are allocated based on the operations of the segment and the physical location of the assets.

Unallocated net assets/(liabilities) principally comprise assets/(liabilities) which are not categorised as part of those of the segments in the Group. These are not directly attributable to the activities of the individual segments.

For the purposes of monitoring segment performance and allocating resources between segments the management monitors the tangible and financial assets & liabilities attributable to each segment. All assets and liabilities are allocated to reportable segments with the exception of current tax assets and deferred taxation assets, current tax liabilities and retirement benefit. Assets used jointly by reportable segments are allocated on a rational basis after considering the revenues earned by individual reportable segments.

8. Revenue

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Construction contracts	445,121,536	393,079,333	441,541,011	390,524,669
Rendering of services	119,619,196	48,986,136	49,640,483	29,508,737
Sale of cashew products	1,964,729	1,373,770	1,917,335	1,373,770
	566,705,461	**443,439,239**	**493,098,829**	**421,407,176**

9. Investment income

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Investment income consists of interest income from				
Interest income	20,254,132	6,989,050	18,232,547	6,952,043
Dividend received	-	-	487,000	100,000
	20,254,132	**6,989,050**	**18,719,547**	**7,052,043**

Interest income primarily comprises returns on fixed deposits with commercial banks.

Dividends were received from Julius Berger Medical Services Ltd. in the gross amount of ₦100 million (2023: ₦100 million) and from Abumet Nigeria Ltd. in the gross amount of ₦387 million (2023: Nil). These dividends were eliminated on consolidation at the Group level.

10. Net other gains

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Profit from sale of PPE	15,368,206	4,836,684	15,300,964	4,823,326
Net foreign exchange gains (Note 10.1)	14,225,674	11,395,477	8,248,120	7,598,395
Other miscellaneous income	23,868,843	13,622,116	23,831,506	13,450,400
Other miscellaneous expenses	(23,831,506)	(13,450,400)	(23,831,506)	(13,450,400)
Impairment PPE	–	(663,056)	-	(663,056)
Foreign exchange acquisition	(3,115,722)	(6,170,463)	(3,115,722)	(6,170,463)
	26,515,495	**9,570,358**	**20,433,362**	**5,588,202**

Other miscellaneous income and expenses relate to sundry sales including diesel, construction materials and others.

10.1 Net foreign exchange gains

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Realised net foreign exchange (losses)/gains	(3,657,141)	3,387,315	(2,697,579)	3,245,125
Unrealised net foreign exchange gains	17,882,815	8,008,162	10,945,700	4,353,270
	14,225,674	**11,395,477**	**8,248,120**	**7,598,395**

11. Finance costs

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Interest on overdraft	197,484	59,178	197,484	59,178
Interest on loan	287,720	303,818	3,494,482	303,818
Interest on commercial paper	-	2,630,598	-	2,630,598
Other finance charges	2,897,419	727,312	3,703,720	3,727,580
	3,382,623	**3,720,906**	**7,395,686**	**6,721,174**

12. Audit fees

The total remuneration for the external auditors and tax consultants of the Group, related to the annual audit and the annual tax computation provided to the Group, is analysed as follows:

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Audit fees				
Audit fees	357,381	222,195	150,000	89,050
Other fees				
Tax compliance services	39,922	29,616	6,000	6,000
Tax advisory services	4,000	4,000	4,000	4,000
Total fees	**401,303**	**255,811**	**160,000**	**99,050**

12.1 Non-audit services

Other services than the above rendered by the Group auditors:

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Non-audit related fees	23,603	–	23,603	–

13. Staff costs and employee numbers

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Wages and salaries, including social security cost	154,082,925	79,323,505	107,152,496	73,094,064
Defined benefit plans (Note 30.3)	883,187	762,891	750,792	711,961
Defined contribution (30.1)	4,224,761	2,981,026	3,998,099	2,765,599
	159,190,873	**83,067,422**	**111,901,387**	**76,571,624**

	Group Dec. 31, 2024	Group Dec. 31, 2023	Company Dec. 31, 2024	Company Dec. 31, 2023
Average number of employees excluding key management personnel are:				
Senior management (Nos.)	67	62	36	34
Senior staff (Nos.)	1,005	1,127	593	819
Junior staff (Nos.)	8,347	10,527	7,820	9,892
	9,419	**11,716**	**8,449**	**10,745**

	₦ 000	₦ 000	₦ 000	₦ 000
Analysed as follows:				
Senior management	18,117,436	5,642,389	10,297,228	5,201,159
Senior staff	103,193,696	27,670,752	66,575,113	25,506,923
Junior staff	37,879,741	49,754,281	35,029,046	45,863,542
	159,190,873	**83,067,422**	**111,901,387**	**76,571,624**

	Group Dec. 31, 2024 Nos.	Group Dec. 31, 2023 Nos.	Company Dec. 31, 2024 Nos.	Company Dec. 31, 2023 Nos.
The average number of people employed are as follows:				
Civil works	4,681	5,671	4,682	5,671
Building works	2,237	2,653	1,961	2,405
Services	2,484	3,369	1,792	2,646
Diversification	17	23	15	23
	9,419	**11,716**	**8,449**	**10,745**

	Group Dec. 31, 2024 Nos.	Group Dec. 31, 2023 Nos.	Company Dec. 31, 2024 Nos.	Company Dec. 31, 2023 Nos.
The numbers of employees of the Company in receipt of emoluments within the bands listed are as follows:				
Up to ₦500,000.00	906	1,121	876	1,107
₦500,001.00 – ₦1,000,000.00	1,043	2,261	1,022	2,235
₦ 1,000,001.00 – ₦2,000,000.00	3,055	3,928	2,886	3,804
₦2,000,001.00 – ₦3,000,000.00	1,413	1,486	1,271	1,289
Above ₦3,000,000.00	3,002	2,920	2,394	2,310
	9,419	**11,716**	**8,449**	**10,745**

14. Taxation

14.1 Income tax recognised in profit or loss or other comprehensive income

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Current tax				
Current tax expense in respect of the current year	6,967,430	3,933,485	4,397,831	3,926,417
Tertiary education tax calc. at 3.0% of assessable profit (2023: 3.0%)	279,066	761,584	51,407	713,338
Capital gain tax	639,564	163	636,857	-
Police trust fund levy in the current year	975	876	692	671
Adjustments in relation to the current tax of prior years	1,833,153	26,157	1,746,233	-
Deferred tax				
Deferred tax charged in the current year	24,710,774	4,884,192	21,297,458	1,164,463
Total income tax expense recognised in the current year	**34,430,962**	**9,606,457**	**28,130,478**	**5,804,889**
The income tax expense for the year can be reconciled to the accounting profit as follows:				
Profit before tax from operations	**29,572,685**	**22,059,957**	**13,819,451**	**13,423,518**
Expected income tax expense calculated at 30% (2023: 30%)	9,017,905	6,613,178	4,145,835	4,027,056
Tertiary education tax expense calc. at 3.0% (2023: 3.0%)	887,181	761,584	414,584	713,338
Police trust fund levy in the current year	725	689	691	671
Effect of expenses that are not deductible in determining taxable profit	(185,622)	(2,653,186)	2,271,910	(100,639)
Deferred tax expense recognised in the current year	24,710,774	4,884,192	21,297,458	1,164,463
Income tax expense recognised in profit or loss	**34,430,963**	**9,606,457**	**28,130,478**	**5,804,889**
Relating to profit or loss	14,065,892	9,507,292	7,765,407	5,732,829
Relating to other comprehensive income	20,365,071	99,165	20,365,071	72,060
Income tax expense recognised in the year	**34,430,963**	**9,606,457**	**28,130,478**	**5,804,889**

The tax rate used for the previous reconciliations is the corporate tax rate of 30% payable by corporate entities in Nigeria on taxable profits under the Companies Income Tax Act.

14.2 Current tax liabilities

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Income tax (Note 14.2.1)	8,112,518	4,277,379	5,086,787	4,640,426
P.A.Y.E.	1,388,644	2,916,704	1,388,644	2,916,704
Withholding Tax	2,772,454	4,863,335	2,772,454	4,863,335
VAT	4,111,927	1,207,143	4,111,927	1,207,143
Stamp Duty	838,141	340,012	838,141	340,011
Other current tax liabilities	140,391	3,312,249	140,391	3,312,249
	17,364,075	**16,916,822**	**14,338,344**	**17,279,868**

14.2.1 Income tax payable

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Company income tax	7,192,913	3,514,754	4,397,831	3,926,417
Tertiary education tax	279,066	761,584	51,407	713,338
Police trust fund levy	975	878	692	671
Capital gains tax payable	639,564	163	636,857	-
	8,112,518	**4,277,379**	**5,086,787**	**4,640,426**

14.3 Deferred tax assets and liabilities

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Deferred tax assets	13,379,617	11,434,607	9,132,885	8,899,987
Deferred tax liabilities	(50,084,189)	(23,428,404)	(37,219,408)	(15,689,053)
Deferred tax liabilities (net)	**(36,704,572)**	**(11,993,797)**	**(28,086,523)**	**(6,789,066)**
Movements during the year				
Balance at January 1, 2024	(11,993,797)	(7,109,606)	(6,789,066)	(5,624,606)
Charged to profit or loss	(4,345,703)	(4,785,026)	(932,386)	(1,092,400)
Charged to other comprehensive income	(20,365,071)	(99,165)	(20,365,071)	(72,060)
Balance at December 31, 2024	**(36,704,571)**	**(11,993,797)**	**(28,086,523)**	**(6,789,066)**

Deferred tax assets				
Investment property	115,856	425,890	115,856	425,890
Provisions	12,716,340	9,792,235	9,017,029	8,363,820
Unrealised foreign exchange	19,865	-	-	-
Tax losses	527,556	797,300	-	-
Retirement benefit obligation charged to OCI	-	419,182	-	110,277
Balance at December 31, 2024	**13,379,617**	**11,434,607**	**9,132,885**	**8,899,987**

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Deferred tax liabilities				
Property, plant and equipment	(14,228,851)	(15,013,921)	(13,242,256)	(14,521,146)
Unrealised foreign exchange	(5,703,028)	(2,768,275)	(3,612,081)	(1,167,907)
Goodwill	(9,787,239)	(5,646,208)	-	-
Revaluation	(20,365,071)	-	(20,365,071)	-
Balance at December 31, 2024	**(50,084,189)**	**(23,428,404)**	**(37,219,408)**	**(15,689,053)**

15. Earnings per share

Basic and diluted earnings per share are shown on the face of the statement of profit or loss and other comprehensive income. The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:

Earnings/(loss) per share	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Earnings				
Earnings for the purpose of basic earnings and diluted earnings per share being net profit attributable to equity holders of the Company (total net profit deducted by profit attributable to non-controlling interest)	15,259,727	12,444,042	6,054,044	7,690,689
Number of shares				
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	1,600,000	1,600,000	1,600,000	1,600,000
Effect of dilutive potential ordinary shares				
Bonus share	–	–	–	–
Weighted average number of ordinary shares for the purpose of diluted earnings per share	1,600,000	1,600,000	1,600,000	1,600,000
Earnings per 50 kobo share (₦) – basic	9.54	7.78	3.78	4.81
Earnings per 50 kobo share (₦) – diluted	9.54	7.78	3.78	4.81

16. Property, plant and equipment (PPE)

Group PPE	Land ₦ 000	Buildings ₦ 000	Plant and machinery ₦ 000	Office equipment ₦ 000	IT equipment ₦ 000	Total ₦ 000
Cost						
As at January 1, 2023	7,108,112	13,476,131	166,528,463	2,281,100	-	189,393,806
Additions	600,000	365,050	4,988,308	10,432	99,091	6,062,881
Disposal	-	-	(944,060)	-	-	(944,060)
Exchange differences	-	-	-	1,022,611	-	1,022,611
Reclassifications as held for sale	-	-	(5,171,292)	-	-	(5,171,292)
Reclassifications from invest. property	-	2,813,760	-	-	-	2,813,760
As at January 1, 2024	**7,708,112**	**16,654,941**	**165,401,419**	**3,314,143**	**99,091**	**193,177,706**
Additions	298,166	342,492	5,878,556	133,862	334,316	6,987,392
Disposal	(901,781)	(9,108)	(1,816,617)	(10,401)	-	(2,737,907)
Revaluation of landed properties	203,888,782	-	-	-	-	203,888,782
Reclassification	-	-	-	(268,536)	268,536	-
Exchange differences	-	-	-	738,680	360,355	1,099,035
Reclassifications as held for sale	-	-	(9,312,925)	-	-	(9,312,925)
At December 31, 2024	**210,993,279**	**16,988,325**	**160,150,433**	**3,907,748**	**1,062,298**	**393,102,083**
Accumulated depreciation						
As at January 1, 2023	-	6,157,859	96,854,415	1,135,879	-	104,148,153
Charge for the year	-	448,463	9,513,260	103,218	5,930	10,070,871
Disposal	-	-	(733,654)	(110,186)	-	(843,840)
Reclassifications as held for sale	-	-	(4,776,480)	-	-	(4,776,480)
Exchange differences	-	-	-	683,345	-	683,345
Reclassifications from invest. property	-	682,613	-	-	-	682,613
Reclassifications from held for sale	-	-	33,385	-	-	33,385
As at January 1, 2024	**-**	**7,288,935**	**100,890,926**	**1,812,256**	**5,930**	**109,998,047**
Charge for the year	-	539,136	8,540,144	163,062	66,845	9,309,187
Reclassifications from held for sale	-	-	3,774	-	-	3,774
Disposal	-	(8,748)	(1,444,898)	(9,910)	-	(1,463,556)
Reclassification	-	-	-	(157,461)	157,461	-
Exchange differences	-	-	-	784,282	1,825	786,107
Reclassifications as held for sale	-		(5,993,952)	-	-	(5,993,952)
At December 31, 2024	**-**	**7,819,323**	**101,995,994**	**2,592,229**	**232,061**	**112,639,607**
Impairment						
Balance at January 1, 2023	-	-	708,752	-	-	708,752
Charges for the year	-	663,056	-	-	-	663,056
Reversal in the year	-	-	(708,752)	-	-	(708,752)
Reclassifications from invest. property	-	286,140	-	-	-	286,140
Balance at January 1, 2024	**-**	**949,196**	**-**	**-**	**-**	**949,196**
Charges for the year	-	-	-	-	-	-
Reversal in the year	-	-	-	-	-	-
Balance at December 31, 2024	**-**	**949,196**	**-**	**-**	**-**	**949,196**
Carrying amount						
At December 31, 2024	**210,993,279**	**8,219,806**	**58,154,439**	**1,315,519**	**830,237**	**279,513,280**
At December 31 2023	**7,708,112**	**8,416,809**	**64,510,493**	**1,501,887**	**93,161**	**82,230,462**

Company PPE	Land ₦ 000	Buildings ₦ 000	Plant and machinery ₦ 000	Office equipment ₦ 000	IT equipment ₦ 000	Total ₦ 000
Cost						
As at January 1, 2023	6,816,188	11,784,213	164,829,642	82,714	-	183,512,757
Additions	600,000	-	4,808,838	10,433	99,091	5,518,362
Disposal	-	-	(943,533)	-	-	(943,533)
Reclassifications as held for sale	-	-	(5,127,242)	-	-	(5,127,242)
As at January 1, 2024	**7,416,188**	**11,784,213**	**163,567,705**	**93,147**	**99,091**	**182,960,344**
Additions	298,165	342,492	5,286,980	-	224,395	6,152,032
Disposals	(901,781)	(5,992)	(1,730,520)	-	-	(2,638,293)
Revaluation	203,650,707	-		-	-	203,650,707
Reclassifications as held for sale	-	-	(9,278,991)	-	-	(9,278,991)
At December 31, 2024	**210,463,279**	**12,120,713**	**157,845,174**	**93,147**	**323,486**	**380,845,799**
Accumulated depreciation and impairment loss						
As at January 1, 2023	-	5,567,844	95,791,148	22,052	-	101,381,044
Charge for the year	-	344,376	9,383,853	7,220	5,930	9,741,379
Reclassification from held for sale	-	-	33,385	-	-	33,385
Disposal	-	-	(721,440)	-	-	(721,440)
Reclassifications as held for sale	-	-	(4,746,785)	-	-	(4,746,785)
As at January 1, 2024	**-**	**5,912,220**	**99,740,161**	**29,272**	**5,930**	**105,687,583**
Charge for the year	-	326,908	8,358,428	7,220	24,896	8,717,452
Reclassifications from held for sale			3,773			3,773
Disposal		(5,944)	(1,364,305)			(1,370,249)
Reclassifications as held for sale			(5,961,715)			(5,961,715)
At December 31, 2024	-	**6,233,184**	**100,776,342**	**36,492**	**30,826**	**107,076,843**
Impairment						
Balance at January 1, 2023	-	-	708,752	-	-	708,752
Reversal in the year	-	-	(708,752)	-	-	(708,752)
Charge for the year	-	663,056	-	-	-	663,056
Balance at January 1, 2024	**-**	**663,056**	**-**	**-**	**-**	**663,056**
Charges for the year	-	-	-	-	-	-
Reversal in the year	-	-	-	-	-	-
Balance at December 31, 2024	**-**	**663,056**	**-**	**-**	**-**	**663,056**
Carrying amount						
At December 31, 2024	**210,463,280**	**5,224,473**	**57,068,832**	**56,655**	**292,659**	**273,105,899**
At December 31, 2023	**7,416,188**	**5,208,937**	**63,827,544**	**63,875**	**93,161**	**76,609,705**

17. Non-current assets held for sale

Group	Plant and machinery ₦ 000	Office equipment ₦ 000	Total ₦ 000
As at January 1, 2023	1,376,366	-	1,376,366
Additions	401,605	-	401,605
Reclassification to PPE	(51,333)	-	(51,333)
Disposal	(518,757)	-	(518,757)
Balance at January 1, 2024	**1,207,881**	**-**	**1,207,881**
Additions	3,318,973	-	3,318,973
Reclassification to PPE	(3,773)	-	(3,773)
Disposal	(3,276,926)	-	(3,276,926)
Balance at December 31, 2024	**1,246,155**	**-**	**1,246,155**

Company	Plant and machinery ₦ 000	Office equipment ₦ 000	Total ₦ 000
As at January 1, 2023	1,376,365	-	1,376,365
Additions	400,047	-	400,047
Reclassification to PPE	(51,333)	-	(51,333)
Disposal	(518,757)	-	(518,757)
Balance at January 1, 2024	**1,206,322**	**-**	**1,206,322**
Additions	3,317,275	-	3,317,275
Reclassification to PPE	(3,773)	-	(3,773)
Disposal	(3,274,816)	-	(3,274,816)
Balance at December 31, 2024	**1,245,008**	**-**	**1,245,008**

At the reporting date, Property, Plant and Equipment at a value of ₦3.3 billion (2023: ₦401.6 million) was reclassified as non-current assets held for sale. Assets are transferred to the sales yard when the Company's equipment repair centre determines that the equipment's value will be realised from sale, rather than from continuous use for business operations, and when the sale is expected to be completed within one year.

Reclassifications to PPE consist of equipment brought back to operational use.

18. Right-of-use assets

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Cost				
Balance at January 1	32,538,736	19,811,909	5,750,521	5,575,124
Modification adjustment	-	58,883	-	-
Additions	3,167,246	1,896,699	841,458	175,397
Terminations	(3,172,892)	(167,190)	(3,172,892)	-
Exchange differences	12,787,366	10,938,435	-	-
Balance at December 31	**45,320,456**	**32,538,736**	**3,419,087**	**5,750,521**
Accumulated amortisation				
Balance at January 1	9,321,270	6,874,631	4,262,716	3,446,048
Terminations	(3,186,100)	(167,190)	(3,090,200)	-
Charge for the year	4,568,404	2,613,829	651,111	816,668
Balance at December 31	**10,703,574**	**9,321,270**	**1,823,627**	**4,262,716**
Carrying amount at December 31	**34,616,882**	**23,217,466**	**1,595,460**	**1,487,805**

The Group leases a number of assets in the form of buildings. The information about leases that do not meet the definition of an investment property for which the Group is a lessee is presented above.

During the year, certain lease contracts expired and the related right-of-use assets were derecognised from both the cost and accumulated depreciation schedules.

19. Intangible assets

19.1 Goodwill

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Cost	4,606,412	4,606,412	-	-
Exchange difference	31,562,023	18,079,242	-	-
	36,168,435	**22,685,654**	-	-

The purchased goodwill detailed above exists in the books of Julius Berger International GmbH. It is the Group's policy to test goodwill for impairment annually and more frequently if there are indications of impairment. No impairment loss has been recognised as there are no indications that the goodwill is impaired.

19.2 Other intangible assets

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Cost				
As at January 1	2,451,389	2,451,389	-	-
Balance at December 31	**2,451,389**	**2,451,389**	**-**	**-**
Accumulated amortisation				
As at January 1	942,840	754,272	-	-
Charge for the year	188,568	188,568	-	-
As at December 31	**1,131,408**	**942,840**	**-**	**-**
Carrying amount				
As at December 31	**1,319,981**	**1,508,549**	**-**	**-**

Notes:19.2.1: This represents the present value of future concession payments to the Nigeria Port Authority by Julius Berger Services Nigeria Ltd. relating to the service concession arrangement for the Multi-Purpose Terminal C (Canal Berth) at Warri Old Port. The related liability is disclosed in Note 32. The outstanding lease term is eight years up to 2031.

20. Investment property

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Cost				
As at January 1	812,683	2,785,189	3,626,443	2,785,189
Additions during the year	-	841,254	-	841,254
Reclassification to PPE	-	(2,813,760)	-	
At December 31	**812,683**	**812,683**	**3,626,443**	**3,626,443**
Accumulated depreciation				
As at January 1	321,822	1,165,071	1,004,435	878,931
Charge for the year	29,257	125,503	130,552	125,504
Reclassification to PPE	-	(682,613)	-	
At December 31	**351,079**	**607,961**	**1,134,987**	**1,004,435**
Accumulated impairment				
As at January 1	-	-	286,140	286,140
Charge for the year	-	(286,140)	-	-
At December 31	**-**	**(286,140)**	**286,140**	**286,140**
Carrying amount				
At December 31	**461,604**	**490,862**	**2,205,316**	**2,335,868**

The investment property comprises of commercial properties that are leased to related and third parties. On the Group level, Property leased out to related parties have been reclassified to property Plant and Equipment in accordance to the requirements of IAS 40 in the Consolidated Financial Statements.

Investment property is carried at cost and depreciated using the straight-line method. The estimated useful life of the investment property is 25 years. In estimating the fair value of the properties, the highest and best use of the properties is their current use, the discounted cash flow technique is used to estimate the income to be generated by the properties in consecutive years of the projection in line with the requirement of IFRS 13.

The fair value of the Group's investment property was tested as per December 31, 2022, by a valuation carried out by Osas & Oseji, an independent estate surveyor and valuer, and certified by the firm's partner Hyacinth Oseji, FRC/2012/00000000552, to be ₦1.15 billion at that date.

Revaluation is conducted at intervals of no more than three years. There was no revaluation performed in the year 2024.

21. Investments

21.1 Investments in subsidiaries

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
As at January 1	-	-	18,916,771	16,916,771
Additions during the year	-	-	10	2,000,000
Disposals	-	-	-	-
At December 31	**-**	**-**	**18,916,781**	**18,916,771**

Investments undertakings are recorded at cost, which is the fair value of the consideration paid. Details of the parent's subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Principal activity	Place of incorporation and operation	Proportion of ownership interest and voting power held by the parent company	
			2024	2023
Abumet Nigeria Ltd.	Manufacturers and dealers in aluminium, steel, iron or other structural products of such nature.	Abuja, Nigeria	90.0%	90.0%
Julius Berger Free Zone Enterprise	Planning and construction of all kinds and aspects of civil engineering works and related activities, as well as maintenance of buildings and facilities in Free Trade Zones.	Abuja, Nigeria	100.0%	100.0%
Julius Berger International GmbH	Providers of logistical and technical support on an international level.	Wiesbaden, Germany	100.0%	100.0%
Julius Berger Investments Ltd.	Investment company and managers.	Abuja, Nigeria	100.0%	100.0%
Julius Berger Medical Services Ltd.	Healthcare providers for the operation of medical service institutions and all forms of medical and health care services.	Abuja, Nigeria	100.0%	100.0%
Julius Berger Services Nigeria Ltd.	Providers of ports services, stevedores, cargo superintendents, port management, warehousemen, agents and proprietors of warehouses.	Abuja, Nigeria	100.0%	100.0%
PrimeTech Design and Engineering Nigeria Ltd.	Engineers, planning, design, development construction and maintenance of engineering works and products of all descriptions.	Abuja, Nigeria	100.0%	100.0%

21.2 Other financial assets

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Other financial assets at amortised cost				
Balance as at January 1	3,015,899	2,004,589	-	-
Additions/interest accrued	245,060	-	-	-
Repayment	-	(572,270)	-	-
Exchange difference	2,356,707	1,899,898	-	-
Impairment during the year	(3,885,259)	(316,318)	-	-
Balance as at December 31	**1,732,408**	**3,015,899**	-	-
Analysed as follows				
Current portion	1,238,116	1,347,966	-	-
Non-current portion	494,292	1,667,933	-	-
	1,732,408	**3,015,899**	-	-

Other financial assets pertain to the Group's receivables from debt instruments, which are neither designated for trading nor constitute contingent considerations arising from business combinations. Previously, the amount was categorised as an equity instrument and initially measured at cost less impairment, but then it was converted into a debt instrument in financial year 2021 and consequently reclassified as loans and receivables and assessed for impairment. The loan is denominated in a foreign currency and are translated using the prevailing exchange rate at the end of each reporting period. Specifically, the exchange differences arising on translation are recognised in profit or loss in the 'other gains and losses' line item (Note 10).

22. Inventories

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Construction materials	32,878,429	14,796,130	26,553,775	14,796,131
Consumables	16,637,787	16,886,173	15,697,904	14,145,824
Spares	24,753,012	20,997,137	24,584,370	20,996,128
Raw cashew nuts	2,630	1,226,952	2,630	1,226,952
Others including goods in transit	21,103,603	8,712,177	19,107,121	7,660,586
	95,375,461	**62,618,570**	**85,945,799**	**58,825,621**
Allowances (Note 22.1)	(1,784,415)	(1,271,887)	(1,535,984)	(985,600)
	93,591,046	**61,346,683**	**84,409,815**	**57,840,021**

22.1 Obsolete inventory

Inventory is stated net of allowances for obsolescence, an analysis of which is as follows:

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Balance at January 1	1,271,887	237,762	985,600	-
Amount charged to profit or loss	512,528	1,034,125	550,384	985,600
Balance at December 31	**1,784,415**	**1,271,887**	**1,535,984**	**985,600**

22.2 Inventory recognised as expense

The cost of inventories recognised as an expense during the year in respect of operations was ₦243.9 billion (2023: ₦204.6 billion).

22.3 Inventory pledged as securities

Inventories have not been pledged as security for liabilities.

23. Contract liabilities

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Due to customers under construction contracts	484,524,357	426,248,382	456,610,031	422,446,033
Analysed as follows				
Current portion	27,914,326	3,802,349	-	-
Non-current portion	456,610,031	422,446,033	456,610,031	422,446,033
	484,524,357	**426,248,382**	**456,610,031**	**422,446,033**

24. Trade and other receivables

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Trade receivables				
Contract and retention receivables (Note 24.5)	208,316,180	167,140,112	197,254,047	160,166,887
Less: allowance for credit losses (Note 24.3)	(18,158,212)	(13,018,308)	(16,919,790)	(11,987,996)
	190,157,968	**154,121,804**	**180,334,257**	**148,178,891**
Other receivables				
Vendor advances	54,576,595	17,137,313	54,039,572	16,710,661
Amount owed by related entities	-	-	5,760,454	4,286,276
Amount owed by staff debtors	180,010	197,732	173,591	164,340
Prepayments	19,604,827	7,373,109	19,466,986	7,273,208
Other receivables	804,495	871,761	16,586,518	-
	265,323,895	**179,701,719**	**276,361,378**	**176,613,376**
Analysed as follows:				
Current Portion	180,475,895	100,179,110	191,513,378	97,100,365
Non-current Portion	84,848,000	79,522,609	84,848,000	79,513,011
	265,323,895	**179,701,719**	**276,361,378**	**176,613,376**

Trade and other receivables are measured at amortised cost.

The Group has recognised an allowance for doubtful debts (see Note 24.3) against all trade receivables because Management's continuous efforts to recover these debts is gradually becoming uncertain. Allowances for doubtful debts are recognised against trade receivables based on management's assessment of the historical loss rates and assessment of individual balances.

24.1 Age of trade and other receivables exclusive of impairments

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Up to one year	181,802,023	101,323,577	191,601,085	97,214,520
Above one year	101,680,084	91,396,451	101,680,084	91,386,852
	283,482,107	**192,720,028**	**293,281,169**	**188,601,372**

24.2 Age of trade and other receivables which are impaired

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Up to one year	1,326,128	1,144,467	87,706	114,155
Above one year	16,832,084	11,873,841	16,832,084	11,873,841
	18,158,212	**13,018,308**	**16,919,790**	**11,987,996**

24.3 Allowances for credit losses

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Balance at January 1	13,018,308	9,695,572	11,987,996	8,879,432
Impairment charge for the year	5,139,904	3,322,736	4,931,794	3,108,564
Balance at December 31	**18,158,212**	**13,018,308**	**16,919,790**	**11,987,996**

24.4 Trade receivables written off during the period

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Write-off during the year	116,650	59,944	83,876	27,423

24.5 Information about concentration risk

Trade receivable exposures are typically with the federal and state governments, which are the major customers of the Group, and credit risks are greatly minimised through forward funding where achievable.

24.6 Contract and retention receivables

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Balance at January 1	167,140,112	143,091,360	160,166,887	138,692,977
Movements in the year	41,176,068	24,048,752	37,087,160	21,473,910
Balance at December 31	**208,316,180**	**167,140,112**	**197,254,047**	**160,166,887**

24.7 Increase in impairment on financial assets

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Recognised on trade receivables	5,139,903	3,322,736	4,931,794	3,108,564
Recognised on tax receivables	920,591	1,737,566	764,644	1,665,612
Recognised on other financial assets	3,885,259	316,318	-	-
Recognised on contract assets	76,009	631,092	76,009	-
	10,021,762	**6,007,712**	**5,772,447**	**4,774,176**

25. Tax receivables

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Balance at January 1	98,024,469	66,894,398	96,915,418	66,053,117
Movements in the year	31,480,176	36,084,875	29,888,128	35,649,095
Utilised as tax offset	(78,094,410)	(4,895,188)	(77,712,073)	(4,727,178)
Write-off	(132,521)	(329,979)	(132,521)	(329,979)
Write-back	-	270,363	-	270,363
Balance at December 31	**51,277,714**	**98,024,469**	**48,958,952**	**96,915,418**
Allowances	(10,774,503)	(9,853,912)	(10,389,161)	(9,624,517)
Balance at December 31 net of allowances	**40,503,211**	**88,170,557**	**38,569,791**	**87,290,901**
Made up as follows:				
Current portion	24,135,576	18,930,293	22,703,300	18,513,466
Non-current portion	16,367,635	69,240,264	15,866,491	68,777,435
	40,503,211	**88,170,557**	**38,569,791**	**87,290,901**

Tax receivables include credit notes deducted at source and remitted to the Federal Inland Revenue Services (FIRS).

26. Contract assets

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Balance at January 1	50,961,590	60,251,137	41,365,474	58,372,148
Additions/(Reductions)	41,911,459	(8,658,455)	29,746,485	(17,006,674)
Impairment	(76,009)	(631,092)	(76,009)	-
Balance at December 31	**92,797,040**	**50,961,590**	**71,035,950**	41,365,474

As long as revenue cannot be recognised appropriately, the Group recognises an asset from the cost incurred in fulfilling a contract with a customer when these costs relate directly to the fulfilment of the contract, enhance or generate resources that will be used to satisfy the performance obligation, and are expected to be recovered by the customer. Contract assets are subject to the impairment requirements of IFRS 9 and IFRS 15.107. Any amount previously recognised as a contract asset is reclassified as trade receivables when it is qualified as such in line with IFRS 15, see Note 3.6.2.

27. Issued capital and dividend

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Minimum and issued share capital (Note 27.1)	800,000	800,000	800,000	800,000
Share premium	425,440	425,440	425,440	425,440
	1,225,440	1,225,440	1,225,440	1,225,440

27.1 Share capital

The issued and fully paid share capital of the Company is ₦800 million (2023: ₦800 million). This comprises 1.6 billion (2023: 1.6 billion) ordinary shares of 50 kobo each. All the ordinary shares rank parri passu in all respects. As at December 31, 2024, consequent upon the order of Interim Injunction granted in Suit No: FHC/L/CS/1812/2024, 120,000,000 units of shares in the equity of Julius Berger Nigeria Plc are under restriction with respect to the transfer or voting rights of the said shares.

27.2 Dividend

The Directors are proposing a final dividend in respect of the financial year ended December 31, 2024 of ₦3.25 (2023: ₦3.00) per ordinary share of 50 kobo each, which will absorb an estimated sum of ₦5.2 billion (2023: ₦4.8 billion). Subject to approval, it will be paid on June 20, 2025 to shareholders on the register of members as at close of business on May 30, 2025 (qualification date). The dividend has not been provided for and withholding tax will be deducted at the appropriate rate when payment is made.

27.2.1 Unclaimed dividend

Unclaimed dividend is the difference between the dividend declared by the Company and the payments made to shareholders. The amount is payable to shareholders on demand. The funds are held partially by the Registrar and the Company in a separate bank account.

Unclaimed dividend as at December 31, 2024	Year	Registrar ₦ 000	Company ₦ 000
Dividend No. 36	2012	18,787	79,244
Dividend No. 37	2013	19,964	82,422
Dividend No. 38	2014	20,900	86,726
Dividend No. 39	2015	13,076	54,788
Dividend No. 40	2017	7,602	51,437
Dividend No. 41	2018	15,461	103,931
Dividend No. 42	2019	16,825	119,877
Dividend No. 43	2020	4,040	26,277
Dividend No. 44	2021	35,612	161,726
Dividend No. 45	2022	24,242	110,068
Dividend No. 46	2023	156,444	-

28. Non-controlling interest

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Balance at January 1	155,673	47,050	-	-
Share of profit for the year	247,066	108,623	-	-
Dividend paid to non-controlling interest	(43,000)	-	-	-
Balance at December 31	**359,739**	**155,673**	**-**	**-**

29. Borrowings

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Term loan (Note 29.1)	-	3,511,486	-	3,511,486
Intra-group Loan (29.2)	-	-	52,099,002	31,104,680
	-	**3,511,486**	**52,099,002**	**34,616,166**

29.1 Term loan

This relates to the drawdown of a loan of €25 million secured from Zenith Bank Plc in 2019 to finance the purchase and importation of various pieces of construction equipment. The loan has a tenor of five years and is repayable in 10 equal and consecutive semi-annual installments commencing six months from the date of the initial drawdown at an interest rate of 6.2%.

29.1.1 Term loan movement schedule

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Balance at January 1	3,511,486	3,409,431	3,511,486	3,409,431
Exchange difference	2,885,534	3,428,116	2,885,534	3,428,116
Repayment in the year	(6,397,020)	(3,326,061)	(6,397,020)	(3,326,061)
Balance at December 31	**-**	**3,511,486**	**-**	**3,511,486**
Analysed as follows:				
Current portion	-	**3,511,486**	-	**3,511,486**
	-	**3,511,486**	**-**	**3,511,486**

29.3 Intra-group loan

The intra-group loan is a €30 million unsecured facility from Julius Berger International (GmbH) to finance the working capital needs and other general corporate purposes of the Company. The loan has a tenor of eight years with a moratorium period of 24 month on the principal amount. The interest amount during the moratorium period is accrued for and repayable with the principal amount in six equal and consecutive annual installments commencing 36 months from the agreement date at an interest of three-month Euro Interbank Offered Rate (Euribor) plus 3% per annum.

29.2.1 Intra-group loan schedule

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Balance at January 1	-	-	31,104,680	-
Additions in the year	-	-	-	25,076,013
Exchange difference	-	-	17,871,938	4,994,686
Accrued Interest in the year	-	-	3,122,384	1,033,981
Balance at December 31	**-**	**-**	**52,099,002**	**31,104,680**
Analysed as follows:				
Non-current portion	-	-	52,099,002	31,104,680
	-	**-**	**52,099,002**	**31,104,680**

The Directors consider that the carrying amount of trade payables approximates to their fair value.

30. Retirement benefit liabilities

30.1 Defined contribution plan

Retirement benefits for members of staff are structured through a defined contributory pension scheme, which is independent of the Group's finances and is managed by private pension fund administrators. The scheme — which is funded by contributions from both employees at 8% and the employer at 10%, each of relevant emoluments – is consistent with the Pension Reform Act 2014.

Staff pensions	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Balance at January 1	47,317	423,270	31,889	406,570
Contribution during the year	4,224,761	2,981,026	3,998,097	2,765,599
Remittance to pension fund administrators	(4,233,906)	(3,356,979)	(4,005,170)	(3,140,280)
Balance at December 31	**38,172**	**47,317**	**24,816**	**31,889**

30.2 Defined benefit plan and termination benefits

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Present value of unfunded defined benefit obligation	3,329,619	3,810,899	3,197,750	3,080,973
Net liability arising from defined benefit obligation	**3,329,619**	**3,810,899**	**3,197,750**	**3,080,973**

Movements in the present value of the defined benefit obligation in the current year were as follows:

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Opening defined benefit obligation	3,810,899	4,687,084	3,080,973	3,367,894
Current service cost	365,368	310,444	232,973	259,515
Interest on defined benefit obligation	2,071,770	452,446	517,819	452,446
Actuarial losses/(gains) due to experience adjustment	921,523	(300,501)	(11,920)	(218,365)
Payments in the year	(3,839,941)	(1,338,574)	(622,095)	(780,517)
Closing defined benefit obligation	**3,329,619**	**3,810,899**	**3,197,750**	**3,080,973**

Liability in the statement of financial position is as follows:

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Current portion	38,172	47,317	24,818	31,889
Non-current portion	3,329,619	3,810,899	3,197,750	3,080,973
	3,367,791	**3,858,216**	**3,222,568**	**3,112,862**

The total amount is recognised in the year analysed as follows:

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Recognised in profit or loss	5,107,948	3,743,917	4,748,891	3,477,560
Recognised in other comprehensive income	(921,523)	(300,501)	(11,920)	(218,365)
Total amount recognised in the income statement	**4,186,425**	**3,443,416**	**4,736,971**	**3,259,195**

30.3 Termination benefits

In the 2012 financial year, an agreement was signed between the Company and the staff union on staff employments benefits pursuant to the termination of the old scheme under the National Joint Industrial Council (NJIC) agreement. The scheme is designed for the benefit of staff member with at five years continuous service for ex-gratia and 10 years continuous service for severance benefits.

The benefits currently disclosed under Termination Benefits include:

- Exit Bonus
- Ex-Gratia Payments
- Severance Benefits

Severance benefits are no longer accumulated solely for payment at the point of termination. Under the 2012 agreement, gratuity payments are made annually in December as part of the modified benefits scheme. Only liabilities existing as of 31st December are recognised in the Financial Statements as termination benefits. This includes Ex-Gratia and Exit Bonus. Benefits paid during the financial year, do not form part of the year-end liabilities.

There are no planned assets for the scheme as the benefits do not fall under the scope of the Pension Reform Act 2014 and the Company believes that these obligations can be supported in the event they become payable. The costs, assets and liabilities of the defined benefit schemes operated by the Group are determined using methods relying on actuarial estimates and assumptions. The actuarial valuation was carried out by Ernst & Young, an independent actuarial firm and certified by the firm's actuary, Miller Kingsley (FSA, FNAS), FRC/2012/NAS/00000002392.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

	Valuation at Dec. 31, 2024 Percentage	Valuation at Dec. 31, 2023 Percentage
Discount rate(s) in %	20.0	17.5
Expected rate(s) of salary increase in %	16.5	15.0
Average rate(s) of inflation in %	16.0	14.5

The discount rate is determined using the redemption yield of the closest Nigerian Government bond in terms of duration and quality. Additional assumptions are incorporated to reflect the actual weighted average liability duration.

Other assumptions:

- the scheme computation is based on the agreement with the staff unions;
- the basis of the computation is in line with the exit bonus and ex-gratia payments; and
- the mortality rates are based on A67/70 Ultimate Tables by the Institute of Faculty of Actuaries (UK).

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Amounts recognised in profit or loss in respect of these defined benefit plans	**883,187**	**762,891**	**750,792**	**711,961**

The expense for the year is included in the employee benefits expense in profit or loss.

31. Trade and other payables

31.1 Trade payables

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Trade payables	52,218,924	52,151,553	42,457,440	33,460,408
Amount owed to related entities	-	-	41,494,471	27,280,467
Other taxation and social security costs	4,394,038	3,743,934	4,394,038	3,743,933
Accruals and deferred income	12,428,372	17,171,830	3,348,603	10,302,136
Dividend payable (Note 31.1)	876,496	943,655	876,496	943,655
Other payables	4,602,115	1,577,344	16,131,275	770,832
Trade and other payables	**74,519,945**	**75,588,316**	**108,702,323**	**76,501,431**
Analysed as follows:				
Current portion	74,519,945	75,588,316	108,702,323	76,501,431
Non-current portion	-	-	-	-
	74,519,945	**75,588,316**	**108,702,323**	**76,501,431**

The Directors consider that the carrying amount of trade payables approximates to their fair value.

31.2 Dividend payable

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
As at January 1	943,655	1,058,373	943,655	1,058,373
Dividend declared	4,843,000	4,000,000	4,800,000	4,000,000
Dividend refunded	34,685	174,705	34,685	174,705
	5,821,340	**5,233,078**	**5,778,340**	**5,233,078**
Payments	(4,843,000)	(4,000,000)	(4,800,000)	(4,000,000)
Transferred to equity	(101,844)	(289,423)	(101,844)	(289,423)
As at December 31	**876,496**	**943,655**	**876,496**	**943,655**

32. Lease liabilities

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Maturity analysis – contractual undiscounted cash flows				
Less than one year	5,708,319	3,395,822	271,125	180,000
One to five years	29,117,079	18,567,112	720,000	900,000
More than five years	14,798,770	11,132,041	-	-
Total undiscounted lease liabilities at December 31	**49,624,168**	**33,094,975**	**991,125**	**1,080,000**
Lease liabilities				
Balance at January 1	25,953,628	15,003,933	750,652	1,182,730
Addition during the year	2,683,436	1,770,429	261,749	-
Interest on leases	2,502,915	1,325,678	86,325	232,063
Payments during the year	(6,640,455)	(3,305,427)	(362,250)	(664,141)
Additions/reductions due to exchange differences	13,056,375	11,159,015	-	-
Balance at December 31	**37,555,899**	**25,953,628**	**736,476**	**750,652**
Analysed as follows:				
Current portion	4,926,821	3,802,652	183,946	93,675
Non-current portion	32,629,078	22,150,976	552,530	656,976
	37,555,899	**25,953,628**	**736,476**	**750,651**
Amounts recognised in profit or loss				
Interest on lease liabilities	2,502,915	1,325,678	86,325	232,062
Depreciation of rights-of-use assets	4,756,972	2,802,397	651,111	816,668
Amounts recognised in the statement of cash flows				
Total cash outflow for leases:	**6,640,455**	**3,305,427**	**362,250**	**664,141**

33. Provisions

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Balance at January 1	4,007,324	3,244,019	1,290,000	1,970,245
Change in the year	1,222,713	763,305	(110,000)	(680,245)
Balance at December 31	**5,230,037**	**4,007,324**	**1,180,000**	**1,290,000**
Analysed as follows:				
Current portion	-	-	-	-
Non-current portion	5,230,037	4,007,324	1,180,000	1,290,000
	5,230,037	**4,007,324**	**1,180,000**	**1,290,000**

33.1 Information about individual provisions and significant estimates

As at December 31, 2024, there are a number of legal suits outstanding against the Group. Based on the current status of ongoing court cases, facts and circumstances, Management have assessed the amounts at risk by their probability of occurrence, which is backed up by both internal and external evaluations. As a result, Management recognises a provision in line with the requirements of IAS 37 and IFRS 3 accordingly.

33.2 Movements in provisions

Movements in each class of provision during the financial year are set out below:

Group	Legal claim	Other provisions	Total
As at January 1, 2024	1,000,000	3,007,324	4,007,324
Additional provisions recognised	-	475,166	475,166
Amounts used during the year	-	(758,703)	(758,703)
Unused amounts reversed	-	(110,000)	(110,000)
Foreign exchange evaluation effect	-	1,616,250	1,616,250
Carrying amount at December 31, 2024	**1,000,000**	**4,230,037**	**5,230,037**

Company	Legal claim	Other provisions	Total
As at January 1, 2024	1,000,000	290,000	1,290,000
Additional provisions recognised	-	-	-
Amounts used during the year	-	-	-
Unused amounts reversed	-	(110,000)	(110,000)
Carrying amount at December 31, 2024	**1,000,000**	**180,000**	**1,180,000**

34. Reconciliation of profit to net cash provided by operating activities

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Profit for the year	15,506,793	12,552,665	6,054,044	7,690,689
Adjustment for:				
Investment income	(20,254,132)	(6,989,050)	(18,719,547)	(7,052,043)
Finance costs	3,296,298	3,720,906	7,309,361	6,721,174
Depreciation of PPE	9,430,470	10,070,871	8,848,004	9,741,379
Impairment (gain)/loss on PPE	-	(45,696)	-	(45,696)
Actuarial gains on retirement benefits	921,523	(300,501)	(11,920)	(218,365)
Gain on disposal of PPE	(15,368,206)	(4,836,684)	(15,300,964)	(4,823,326)
Interest on lease liabilities	2,502,915	1,325,678	86,325	232,062
Amortisation of right-of-use/intangible assets	4,756,972	2,802,397	651,111	816,668
Exchange differences and other gains/(losses)	12,786,145	1,388,297	(7,991,450)	14,152,062
Increase/(decrease) in provisions	1,222,713	763,305	(110,000)	(680,245)
Operating cash flows before movements in working capital	**14,801,491**	**20,452,188**	**(19,185,036)**	**26,534,359**
Increase in inventories	(22,560,705)	(18,049,014)	(16,886,135)	(17,032,007)
(Increase)/decrease in contract assets	(41,799,020)	9,289,547	(29,670,476)	17,006,674
(Increase)/decrease in trade and other receivables	(85,622,175)	(20,937,875)	(99,748,002)	(17,715,306)
Decrease/(increase) in tax receivable	47,667,348	(21,276,159)	48,721,111	(21,237,785)
(Decrease)/increase in retirement benefit liabilities	(490,426)	(1,252,137)	109,705	(661,603)
(Decrease)/increase in trade and other payables	(1,068,371)	11,664,666	14,360,452	(4,579,990)
(Decrease)/increase in long-term borrowning	(3,511,486)	-	17,871,938	-
Increase in contract liabilities	58,275,976	96,629,469	34,163,998	94,629,788
Cash generated by operations	**(34,307,368)**	**76,520,686**	**(50,262,445)**	**76,944,130**
Movement in taxation	(12,283,037)	4,884,191	568,916	1,164,460
Cash from operating activties	**(46,590,405)**	**81,404,877**	**(49,693,529)**	**78,108,590**

34.1 Analysis of cash, cash equivalents and net cash

Group	Balance at Jan. 1, 2024 ₦ 000	Cash flow ₦ 000	Exchange and non-cash movements ₦ 000	Balance at Dec. 31, 2024 ₦ 000
Bank balances	160,929,506	(32,422,939)	33,774,633	162,281,200
Cash on hands	40,596	59,534	-	100,130
Bank overdraft	(961,298)	(3,647,577)	-	(4,608,875)
	160,008,804	**(36,010,982)**	**33,774,633**	**157,772,455**

Company	Balance at Jan. 1, 2024 ₦ 000	Cash flow ₦ 000	Exchange and non-cash movements ₦ 000	Balance at Dec. 31, 2024 ₦ 000
Bank balances	136,320,933	(33,842,420)	20,499,315	122,977,828
Cash on hand	31,042	54,160	-	85,202
Bank overdraft	(961,298)	(3,647,577)	-	(4,608,876)
	135,390,677	**(37,435,838)**	**20,499,315**	**118,454,154**

35. Financial instruments

35.1 Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of it's debt and equity positions. The Group's overall strategy is to thrive on quality in offering integrated construction solutions and services while maintaining its core competence and efficient working capital management with low cost of funds.

The capital structure of the Group and Company consists of net debt (which includes the borrowings offset by cash and cash equivalents) and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings as disclosed in the relevant notes in the Audited Consolidated & Separate Financial Statements.

The Group is not subject to any externally imposed capital requirements. The Management of the Group reviews the capital structure on a frequent basis to ensure that gearing is within acceptable limits.

The gearing ratio at the year end is as follows:

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Bank overdraft	(4,608,876)	(961,298)	(4,608,876)	(961,298)
Borrowings	-	(3,511,486)	(52,099,002)	(34,616,166)
Cash and bank balance	162,381,331	160,970,101	123,063,030	136,351,975
Net debt (i)	**157,772,455**	**156,497,317**	**66,355,152**	**100,774,511**
Equity (ii)	**345,779,716**	**106,468,155**	**220,924,286**	**36,270,842**
Net debt to equity ratio	**0.46**	**1.47**	**0.30**	**2.78**

i. Debt is defined as the current and non-current term borrowings, as described in Note 29.
ii. Equity includes all capital and reserves of the Group that are managed as capital.

35.2 Categories of financial instruments

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Financial assets at amortised costs				
Trade and other receivables	265,323,895	179,701,719	276,361,378	176,613,376
Other financial assets	1,732,408	3,015,899	-	-
Cash and bank balances	162,381,331	160,970,101	123,063,030	136,351,975
Total reportable financial assets	**429,437,634**	**343,687,719**	**399,424,408**	**312,965,351**
Financial liabilities at amortised cost				
Borrowings and bank overdraft	-	3,511,486	52,099,002	34,616,166
Trade and other payables	74,519,945	75,588,316	108,702,323	76,501,431
Lease liabilities	37,555,899	25,953,628	736,476	750,651
Total reportable financial liabilities	**112,075,844**	**105,053,430**	**161,537,801**	**111,868,248**

35.3 Risk management

The Group has an integrated risk management system that identifies and measures the impact of the risks it faces. Furthermore, it establishes a framework to evaluate and counteract such risks through various control and monitoring mechanisms. Such risks include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk.

35.3.1 Market risk management

Market risk exposures are measured using sensitivity analysis, and there have been no changes to the Group's exposure to market risks or the manner in which these risks are managed and measured.

35.3.1.1 Interest rate risk management

The Group is exposed to interest rate risk because it borrows funds at fixed interest rates for both bank overdrafts and long-term loans. Since the bank overdraft is repayable on demand, the carrying amount reflects the fair value as at the reporting date.

35.3.2 Foreign currency risk management

The Group conducts transactions in foreign currencies, which exposes it to exchange rate fluctuations. To mitigate foreign exchange (FX) risks, the Group employs various measures aimed at balancing FX-denominated expenses and revenues hedging the risk. In particular, the Group endeavours to structure contracts in foreign currencies wherever feasible. It also incorporates mitigation mechanisms such as FX and fluctuation clauses in contractual agreements to manage exposure to exchange rate volatility.

The Group conducts business in a range of currencies, including Euro, US Dollar and West African Franc (CFA) but publishes its consolidated and separate accounts in Naira. As a result, the Group is exposed to foreign exchange risks, which affects transaction costs and translation results.

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Monetary assets/liabilities denominated in Euros				
Cash and bank balances	38,200,902	22,700,871	2,030,856	345,595
Trade receivables	47,424,327	35,554,212	45,151,902	30,393,221
Trade and other payables, contract liabilities	(43,502,068)	(49,613,392)	(89,595,162)	(82,621,339)
	42,123,161	**8,641,691**	**(42,412,404)**	**(51,882,523)**
Monetary assets/liabilities denominated in US Dollars				
Cash and bank balances	53,561,098	45,158,982	52,025,659	43,420,542
Trade receivables	10,973,162	13,253,868	9,979,249	6,391,232
Trade and other payables, contract liabilities	(22,497,006)	(24,288,193)	(34,381,022)	(24,052,944)
	42,037,254	**34,124,657**	**27,623,886**	**25,758,830**
Monetary assets/liabilities denominated in CFA				
Cash and bank balances	(4,208,119)	-	(4,208,119)	-
Trade receivables	8,212,533	-	8,212,533	-
Trade and other payables, contract liabilities	(16,556,454)	-	(16,556,454)	-
	(12,552,040)	**-**	**(12,552,040)**	**-**

For the Euro and US Dollar, the exchange rates fluctuated by +59.43% and +69.58% (2023: +103.63% and +96.56%) during the reporting period. The translation of outstanding monetary items denominated in foreign currency were adjusted by the above mentioned rates to account for the change in foreign currency rates.

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Naira depreciates by 59.43% (2023: 103.63%) against Euro	15,702,571	8,955,384	(15,810,394)	(53,765,859)
Naira depreciates by 69.58% (2023: 96.56%) against US Dollar	17,247,777	32,950,770	11,334,009	24,872,727
Naira depreciates by 61.58% against CFA Franc	(4,783,646)	-	(4,783,646)	-
Impact on outstanding monetary items	**28,166,702**	**41,906,154**	**(9,260,031)**	**(28,893,132)**

Foreign exchange rate risk sensitivity to foreign exchange movements in the above example has been calculated on a symmetric basis. The symmetric basis assumes that an increase or decrease in the foreign exchange movement would result in the same amount.

35.3.3 Credit risk management

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its investing activities (primarily trade receivables), and from its financing activities, including deposits with financial institutions and financial guarantees.

35.3.3.1 Impairment of financial assets

The Group has four types of financial assets that are subject to the expected credit loss model:

- Trade receivables for sales of inventory and from the provision of engineering and construction contract services,
- Contract assets relating to construction contracts,
- Debt instruments carried at amortised cost,
- Cash and cash equivalents

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

35.3.3.2 Trade receivables and contract assets

The Group applies the IFRS 9 simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance for all trade receivables, tax receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to uncertified work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The expected default rates are based on the payment profiles of sales over a period of 36 months before December 31, 2024, or January 1, 2025, respectively, and the corresponding historical default rates experienced within this period. The historical default rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

On that basis, the loss allowance as at December 31, 2024, and December 31, 2023, was determined as follows for both trade receivables and contract assets:

Group	< 1 year ₦ 000	> 1 year ₦ 000	Total ₦ 000
Gross carrying amount – trade receivables	87,617,504	79,522,609	167,140,113
Gross carrying amount – contract assets	51,592,682	-	51,592,682
Expected default rate	1.28%	14.93%	6.24%
Total loss allowance	1,775,558	11,873,842	13,649,400
Net trade receivables and contract assets as per December 31, 2023	**137,434,628**	**67,648,767**	**205,083,395**
Gross carrying amount – trade receivables	123,468,180	84,848,000	208,316,180
Gross carrying amount – contract assets	93,504,140	-	93,504,140
Expected default rate	0.94%	19.84%	6.25%
Total loss allowance	2,033,228	16,832,084	18,865,312
Net trade receivables and contract assets as per December 31, 2024	**214,939,092**	**68,015,916**	**282,955,008**

Company	< 1 year ₦ 000	> 1 year ₦ 000	Total ₦ 000
Gross carrying amount – trade receivables	80,653,876	79,513,011	160,166,887
Gross carrying amount – contract assets	41,365,474	-	41,365,474
Expected default rate	0.09%	14.93%	5.95%
Total loss allowance	114,154	11,873,842	11,987,996
Net trade receivables and contract assets as per December 31, 2023	**121,905,196**	**67,639,169**	**189,544,365**
Gross carrying amount – trade receivables	112,406,047	84,848,000	197,254,046
Gross carrying amount – contract assets	71,111,959	-	71,111,959
Expected default rate	0.09%	19.84%	6.33%
Total loss allowance	163,715	16,832,084	16,995,799
Net trade receivables and contract assets as per December 31, 2024	**183,354,291**	**68,015,916**	**251,370,206**

The loss allowances for trade receivables and contract assets as at December 31, 2024, reconcile to the opening loss allowances as follows:

Group	Contract assets 2024 ₦ 000	Contract assets 2023 ₦ 000	Trade receivables 2024 ₦ 000	Trade receivables 2023 ₦ 000	Total 2024 ₦ 000	Total 2023 ₦ 000
Opening loss allowance at January 1	631,092	-	13,018,308	9,695,572	13,649,400	9,695,572
Increase in loss allowance recognised in profit or loss during the year	76,009	631,092	5,256,553	3,382,680	5,332,562	4,013,772
Receivables written off during the year as uncollectible	-	-	(116,650)	(59,944)	(116,650)	(59,944)
Closing loss allowance at December 31	**707,101**	**631,092**	**18,158,212**	**13,018,308**	**18,865,312**	**13,649,400**

Company	Contract assets 2024 ₦ 000	Contract assets 2023 ₦ 000	Trade receivables 2024 ₦ 000	Trade receivables 2023 ₦ 000	Total 2024 ₦ 000	Total 2023 ₦ 000
Opening loss allowance at January 1	-	-	11,987,996	8,879,432	11,987,996	8,879,432
Increase in loss allowance recognised in profit or loss during the year	76,009	-	5,015,670	3,135,987	5,091,679	3,135,987
Receivables written off during the year as uncollectible	-	-	(83,876)	(27,423)	(83,876)	(27,423)
Closing loss allowance at December 31	**76,009**	**-**	**16,919,790**	**11,987,996**	**16,995,799**	**11,987,996**

Trade receivables and contract assets are written off where there is no reasonable expectation of recovery. An indicator that there is no reasonable expectation of recovery is when the debtor becomes bankrupt or otherwise incapacitated to fulfil contractual payment obligations.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

35.3.3.3 Credit quality of cash and balances with banks

As of the reporting date, the Company's cash and cash equivalents are held with various financial institutions across multiple jurisdictions. The table below summarises the balances and credit ratings of these counterparties, highlighting concentrations of credit risk:

Credit rating	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
AAA	3,162,648	5,948	3,161,195	5,948
AA+	0	926	0	0
A+	965,862	10,287,814	919,880	10,233,580
A	39,121,341	25,752,861	2,081,097	2,134,514
BBB+	70,177,410	56,864,938	70,177,410	56,864,938
BBB	10,741	16,784	10,741	16,784
BBB-	28,531,898	45,208,775	28,281,715	45,169,892
B-	18,131,512	17,466,463	16,201,922	16,579,724
Not Rated (NR)	2,279,919	5,365,593	2,229,070	5,346,595
	162,381,331	**160,970,102**	**123,063,030**	**136,351,975**

Credit Rating Keys

AAA: 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 highly unlikely to be adversely affected by foreseeable events.

AA: Very high credit quality relative to other issuers or obligations in the same country. Protection factors are very strong. Adverse changes in business, economic or financial conditions would increase investment risk although not significantly.

A: High credit quality relative to other issuers or obligations in the same country. Protection factors are good. However, risk factors are more variable and greater in periods of economic stress.

BBB: Adequate protection factors relative to other issuers or obligations in the same country. However, there is considerable variability in risk during economic cycles.

B: 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.

Not Rated (NR): No rating available. This could be due to the institution not being evaluated by rating agencies or insufficient data to assign a rating.

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.

The credit ratings were sourced from Agusto & co, DataPro, Fitch Ratings Inc., Global Credit Rating Company Limited Moody's and S & P.

The Company assessed the cash and balances with banks to determine their expected credit losses. Based on this assessment, they identified the expected losses on cash as at December 31, 2024, and December 31, 2023, to be insignificant, as the loss rate is deemed immaterial. Cash and balances with banks are assessed to be in stage 1 of expected credit losses, deemed no significant deterioration on probablitiy of default has occurred since initial recognition.

35.3.3.5 Collateral held as security and other credit enhancements

Except in the form of advances, the Group does not hold any other collateral or other credit enhancements to cover the credit risks associated with its financial assets.

35.3.4 Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors (the Board), which has established an appropriate liquidity risk management framework for the Management of the Group's funding and liquidity maturity. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities; by continuously monitoring forecast and actual cash flows; and by matching the maturity profiles of financial assets and liabilities. The maturity profile of the recognised financial liabilities are as follows:

Group	Up to one year ₦ 000	Above one year ₦ 000	Total ₦ 000
Financial liabilities at December 31, 2024			
Trade and other receivables	74,519,945	-	74,519,945
Lease liabilities	4,926,821	32,629,078	37,555,899
Total financial liabilities at December 31, 2024	**79,446,766**	**32,629,078**	**112,075,845**
Financial liabilities at December 31, 2023			
Trade and other payables	73,188,283	2,400,032	75,588,315
Lease liabilities	3,802,652	22,150,976	25,953,628
Total financial liabilities at December 31, 2023	**76,990,935**	**24,551,008**	**101,541,943**

Company	Up to one year ₦ 000	Above one year ₦ 000	Total ₦ 000
Financial liabilities at December 31, 2024			
Bank overdraft	4,608,876	-	4,608,876
Borrowings	-	52,099,002	52,099,002
Trade and other payables	108,702,323	-	108,702,323
Lease liabilities	183,946	552,530	736,476
Total Financial Liabilities at 31 December 2024	**113,495,144**	**52,651,532**	**166,146,677**
Financial liabilities at December 31, 2023			
Bank overdraft	961,298	-	961,298
Borrowings	3,511,486	30,070,699	33,582,185
Trade and other payables	75,135,378	2,400,032	77,535,410
Lease liabilities	93,675	656,978	750,653
Total Financial Liabilities at 31 December 2023	**79,701,837**	**33,127,709**	**112,829,546**

35.3.5 Fair value of financial instruments

Trade and other receivables/payables, cash and cash equivalents, and short-term investments are valued at their amortised cost, which are deemed to reflect their value.

35.3.6 Measurements of fair values

Certain accounting policies and disclosures require the measurement of fair values for financial and non-financial assets and liabilities. When measuring fair value, the Company uses observable market data as far as possible. Fair values are categorised into a three-level hierarchy based on inputs used:

- Level 1 – quoted prices in active markets for identical assets or liabilities
- Level 2 – observable inputs other than Level 1 prices
- Level 3 – unobservable inputs

If inputs span multiple hierarchy levels, the entire fair value measurement is classified based on the lowest-level significant input. Transfers between levels are recognised at the end of the reporting period when the change occurs.

36. Related party information

36.1 Identity of related entities

- Abumet Nigeria Ltd., subsidiary
- Julius Berger Free Zone Enterprise, subsidiary
- Julius Berger International GmbH, subsidiary
- Julius Berger Investments Ltd., subsidiary
- Julius Berger Medical Services Ltd., subsidiary
- Julius Berger Services Nigeria Ltd., subsidiary
- PrimeTech Design and Engineering Nigeria Ltd., subsidiary
- Key Management personnel (Note 36.3)

The principal activities and ownership information of the Subsidiaries are described in Note 21.1. "Investments in Subsidiaries".

Transaction amounts and balances arise from various operating transactions as well as financing transactions between Julius Berger Nigeria Plc and the related parties in accordance with the arm's lengths principle.

36.2 Transactions with related parties

	Sale of goods and services Dec. 31, 2024 ₦ 000	Sale of goods and services Dec. 31, 2023 ₦ 000	Purchase of goods and services Dec. 31, 2024 ₦ 000	Purchase of goods and services Dec. 31, 2023 ₦ 000
Subsidiaries				
Abumet Nigeria Ltd.	10,395,115	2,921,717	12,232,066	7,378,948
Julius Berger Services Nigeria Ltd.	3,721,430	659,827	1,786,975	1,477,057
PrimeTech Design and Engineering Nigeria Ltd.	5,582,190	1,618,722	1,886,061	2,827,922
Julius Berger Medical Services Ltd.	3,010,204	1,375,545	1,190,170	2,318,339
Julius Berger International GmbH	94,951,051	3,006,652	676,967	42,655,211
Julius Berger Investment Ltd.	465,904	15,275	89,420	-
Julius Berger Free Zone Enterprise	207,084	2,047	313,474	-
Key management personnel (Group)	62,467	-	-	-
Entities affiliated to key management personnel (Group)	1,945,145	1,249,204	12,644,084	-
	120,340,590	**10,848,989**	**30,819,217**	**56,657,477**

	Trade and other receivables Dec. 31, 2024 ₦ 000	Trade and other receivables Dec. 31, 2023 ₦ 000	Trade and other payables Dec. 31, 2024 ₦ 000	Trade and other payables Dec. 31, 2023 ₦ 000
Subsidiaries				
Abumet Nigeria Ltd.	14,825,153	1,135,965	9,588,202	2,759,097
Julius Berger Services Nigeria Ltd.	3,132,741	1,843,630	1,105,473	550,989
PrimeTech Design and Engineering Nigeria Ltd.	1,419,432	1,040,335	1,270,253	737,775
Julius Berger Medical Services Ltd.	649,415	251,051	1,043,805	1,194,756
Julius Berger International GmbH	1,819,026	-	88,743,119	51,208,283
Julius Berger Investment Ltd.	237,474	-	3,726,486	1,584,494
Julius Berger Free Zone Enterprise	263,776	15,295	1,520,724	349,752
Key management personnel (Group)	44,884	-	-	-
Entities affiliated to key management personnel (Group)	5,745,354	3,364,387	3,159,978	1,327,328
	28,137,255	**7,650,663**	**110,158,040**	**59,712,474**

36.3 Key Management Personnel

▪ Mr. Mutiu Sunmonu, CON	Non-Executive Director (Chairman)
▪ Mr. George Marks (German)	Non-Executive Director (Vice Chairman)
▪ Engr. Goni Musa Sheikh	Non-Executive Director
▪ Dr. Ernest Nnaemeka Azudialu-Obiejesi, OFR	Non-Executive Director
▪ Engr. Jafaru Damulak	Non-Executive Director
▪ Mrs. Belinda Ajoke Disu, CAL	Non-Executive Director
▪ Mrs. Gladys Olubusola Talabi	Non-Executive Director
▪ Dr. Muhammadu Indimi, OFR	Non-Executive Director
▪ Mr. Chidi Anya, Esq.	Independent Non-Executive Director
▪ Amb. Adamu Saidu Daura, MFR	Independent Non-Executive Director
▪ Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD	Independent Non-Executive Director
▪ Engr. Dr. Lars Richter (German)	Managing Director (resigned wef October 15, 2024)
▪ Engr. Dr. Peer Lubasch (German)	Managing Director (appointed wef October 16, 2024)
▪ Mr. Christian Hausemann (German)	Executive Director, Finance

36.3.1 Remuneration of key management personnel

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Short-term benefits	2,603,769	1,842,996	2,532,019	1,786,396
Long-term benefits	-	-	-	-
Post-employment benefits	-	-	-	-
Termination benefits	1,079,312	472,820	1,079,312	472,820
	3,683,081	**2,315,816**	**3,611,331**	**2,259,216**

36.4 Details of loans from/to key management personnel

There were no loans from/to key management personnel during the reporting period.

36.5 Identify the ultimate controlling party of Julius Berger Nigeria Plc

No entity has been identified as the ultimate controlling party for the reporting period.

36.6 Other information on key management personnel

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Emoluments				
Chairman	16,000	11,000	16,000	11,000
Other Directors	3,667,081	2,304,816	3,595,331	2,248,216
	3,683,081	**2,315,816**	**3,611,331**	**2,259,216**
Fees	185,558	128,800	113,808	72,200
Other emoluments	3,497,523	2,187,016	3,497,523	2,187,016
	3,683,081	**2,315,816**	**3,611,331**	**2,259,216**
Highest paid Director	**1,144,570**	**682,386**	**1,144,570**	**682,386**
The number of Directors, excluding the Chairman, whose emoluments fell within the following ranges were as follows:				
₦1,000,001-₦3,000,000	-	-	-	-
₦3,000,001 and above	15	16	12	13
Number of Directors who had no emoluments	4	2	-	-

No Director's emoluments other than those stated were waived during the year, and no payments were made to any Directors, past or present, in respect of pension and compensation for loss of office.

37. Guarantees and other financial commitments

37.1 Guarantee or pledge of financial commitments

The Company did not guarantee or pledge any financial commitment on behalf of any of its subsidiaries or third parties.

37.2 Contingent liabilities

During the reporting period, there were a number of legal suits outstanding against the Group, some of which are at supreme court level (SC300/2013, DOLAPO OGUNDEHIN; SC/639/2017, SUNDAY HARRY & Others; CA/L/105/2008, CHIEF BISIRIYU ARIYO & 5 Others; CA/L/CV/718/2008, TOPIA OROALE; CA/A/646/2016 LAKELEISURE WORLD AND RESORT LTD V JBN & 3 Others; CA/L/673M/2012 PORTS & MARINE SERVICES LTD V JBN & 3 Others). The Group, in consultation with its legal advisers, considers it probable that the judgments will be in its favour and has therefore not recognised a provision for the full amount in dispute. However, these cases were considered in the evaluation for the provision amount for court cases, see Note 33.2.

37.3 Financial commitments

The Directors are of the opinion that all known liabilities and commitments have been taken into account in the preparation of these Audited Consolidated and Separate Financial Statements.

38. Events after the reporting period

There were no material events after the reporting period that could have had a material effect on either the state of affairs of the Group as at December 31, 2024 or the profit for the year that ended on that date, that have not been adequately provided for or recognised in the Audited Consolidated and Separate Financial Statements.

39. Comparative figures

Certain prior year balances have been reclassified to conform with current year's presentation for a more meaningful comparison.

40. Approval of Audited Consolidated and Separate Financial Statements

The Audited Consolidated and Separate Financial Statements were approved by the Board and authorised for issue on March 27, 2025.

41. Corporate diversification

At the meeting held on September 22, 2020, the Board of Directors approved the first diversification opportunity for the Company, namely a business case for the processing of Raw Cashew Nuts in Nigeria, and the pioneer cashew processing plant was commissioned in Epe, Lagos State on September 10, 2022. In December 2022, the Board further approved a regional diversification strategic thrust, and the expansion of the Company's construction operations into new geographic markets. The initial focus would be on opportunities within West African countries, including the republic of Benin. Additional markets with strategic relevance to the business are also under evaluation. Regional diversification, a critical component of the Group's broader diversification framework, aims to enhance growth and sustainability prospectives.

42. Securities Trading Policy

In compliance with Rule 17.15 Disclosure of Dealings in Issuers' Shares, Rulebook of The Exchange 2015 (Issuers' Rule), Julius Berger Nigeria Plc maintains a Security Trading Policy (Policy) which guides Directors, Audit Committee members, employees and all individuals categorised as insiders in relation to their dealings in the Company's securities. The Policy undergoes periodic review by the Board and is updated accordingly. The Company has made specific inquiries of all its Directors and other insiders, and save for the infringement for which a letter of caution was issued by the Nigerian Exchange Limited on March 5, 2024, is not aware of any infringement of the Policy during the period.

43. Detailed statement of profit or loss

	Group Dec. 31, 2024 ₦ 000	Group Dec. 31, 2023 ₦ 000	Company Dec. 31, 2024 ₦ 000	Company Dec. 31, 2023 ₦ 000
Revenue	566,705,461	443,439,239	493,098,829	421,407,176
Cost of sales				
Wages, salaries and allowances	117,241,211	54,491,982	75,849,556	51,430,710
Materials & consumables	152,707,902	116,905,012	147,465,294	112,155,384
Sub-contractors	54,014,223	60,023,737	53,715,155	59,670,067
Petroleum products	57,473,196	65,168,551	55,680,023	64,612,579
Transportation of materials	37,609,462	18,741,845	36,516,231	17,991,677
Spares and repairs	37,097,358	22,853,745	35,221,890	22,302,120
Depreciation	5,221,702	10,196,376	4,639,236	9,824,783
Project planning, design and engineering expenses	33,874,981	25,922,838	33,874,981	25,922,838
	495,240,033	374,304,088	442,962,366	363,910,157
Gross profit	**71,465,428**	**69,135,151**	**50,136,463**	**57,497,019**
Marketing expenses				
Advertisement & publications	872,648	1,044,194	619,249	939,886
	872,648	**1,044,194**	**619,249**	**939,886**
Administrative expenses				
Salaries and allowances	44,240,129	28,575,440	38,270,547	25,140,914
Rents	2,394,664	3,218,960	718,361	1,697,504
Insurance expenses	5,165,426	6,160,537	4,607,837	5,671,027
Travelling expenses	3,764,439	2,591,268	3,431,228	2,291,957
Entertainment expenses	282,773	437,973	275,296	402,492
Motor vehicle expenses	206,911	176,412	175,089	158,876
Medical expenses	2,520,395	2,199,737	2,548,616	2,119,244
Audit fees	336,380	222,195	175,000	89,050
Stationery and general office expenses	9,947,758	6,097,430	6,348,804	3,755,831
Information technology expenses	418,307	753,664	386,909	725,547
Bank charges	462,864	376,163	351,583	341,488
Legal and other professional fees	4,645,291	2,052,011	4,393,268	1,884,582
	74,385,337	**52,861,790**	**61,682,539**	**44,278,510**
Impairment of financial assets	10,021,762	6,007,712	5,772,447	4,774,176
Other gains and losses	(26,515,495)	(9,570,358)	(20,433,362)	(5,588,202)
Operating profit	**12,701,176**	**18,791,813**	**2,495,590**	**13,092,649**

Opebi-Mende Link Bridge and Approach Roads, Lagos State

AFP

AFP is the state-of-the-art furniture production facility of Julius Berger Nigeria Plc. AFP offers exceptionally high-quality products, ranging from corporate and hospitality furniture solutions to furniture for private commercial projects.

ADDITIONAL INFORMATION

for the year ended December 31, 2024

STATEMENT OF VALUE ADDED

Value added represents the additional wealth which Julius Berger Nigeria Plc and its subsidiaries have been able to create by its employees' efforts. This statement shows the allocation of that wealth among employees, shareholders, government and providers of finance, as well as that retained for the future creation of more wealth.

Group	2024 ₦ 000	2024 %	2023 ₦ 000	2023 %
Revenue	**566,705,461**	-	**443,439,238**	-
Bought in materials and services				
Foreign	(6,207,932)	-	(2,733,640)	-
Local	(360,862,235)	-	(320,993,600)	-
Value added	**199,635,294**	**100.0**	**119,711,998**	**100.0**
Applied as follows:				
To pay employees' salaries, wages and social benefits				
Staff costs	161,481,340	80.9	83,067,423	69.4
To pay providers of capital				
Finance costs	3,382,623	1.7	3,720,906	3.1
To pay government				
Taxation	9,720,188	4.9	4,722,264	3.9
To provide for maintenance and development				
Depreciation	5,096,803	2.6	10,273,791	8.6
Deferred tax	4,345,703	2.2	4,884,192	4.1
Retained earnings	15,361,570	7.7	12,934,799	10.8
Non-controlling interest	247,066	0.1	108,623	0.1
Value added	**199,635,294**	**100.0**	**119,711,998**	**100.0**

Company	2024 ₦ 000	2024 %	2023 ₦ 000	2023 %
Revenue	**493,098,829**	-	**421,407,176**	-
Bought in materials and services				
Foreign	(94,951,051)	-	(42,655,211)	-
Local	(258,071,459)	-	(271,703,076)	-
Value added	**140,076,319**	**100.0**	**107,048,889**	**100.0**
Applied as follows:				
To pay employees' salaries, wages and social benefits				
Staff costs	114,120,103	81.5	76,571,623	71.5
To pay providers of capital				
Finance costs	7,395,686	5.3	6,721,174	6.3
To pay government				
Taxation	6,833,020	4.9	4,640,426	4.3
To provide for maintenance and development				
Depreciation	4,639,236	3.3	9,824,784	9.2
Deferred tax	932,387	0.7	1,164,463	1.1
Retained earnings	6,155,887	4.4	8,126,419	7.6
Non-controlling interest	-	-	-	-
Value added	**140,076,319**	**100.0**	**107,048,889**	**100.0**

FIVE-YEAR
FINANCIAL SUMMARY

The earnings, dividend and net asset per share are based on the profit after tax attributable to the equity holders of the parent organisation and the number of issued and fully paid ordinary shares at the end of each financial year.

Group	2024 ₦ 000	2023 ₦ 000	2022 ₦ 000	2021 ₦ 000	2020 ₦ 000
Assets					
Property, plant and equipment	279,513,280	82,230,462	85,636,901	74,229,845	45,567,163
Right-of-use assets	34,616,882	23,217,466	12,937,278	13,430,113	15,662,154
Goodwill	36,168,435	22,685,654	11,140,440	11,150,502	11,393,512
Other intangible assets	1,319,981	1,508,549	1,697,117	1,885,685	2,074,253
Investment property	461,604	490,861	520,118	549,375	578,630
Trade receivables	84,848,000	79,522,609	83,377,446	60,031,624	64,847,570
Tax receivables	16,367,635	69,240,264	33,570,445	29,835,898	28,182,927
Deferred tax assets	13,379,617	11,434,607	8,319,640	6,730,603	4,413,990
Other financial assets	494,292	1,667,933	1,485,863	2,392,880	2,305,606
Net current assets	426,492,944	290,313,386	183,624,621	176,299,847	71,365,540
	893,662,670	**582,311,791**	**422,309,869**	**376,536,372**	**246,391,345**
Non-current liabilities					
Borrowings	-	-	(1,101,132)	(3,279,636)	(5,503,437)
Retirement benefits liabilities	(3,329,619)	(3,810,899)	(4,687,084)	(3,757,987)	(4,615,549)
Deferred tax liabilities	(50,084,189)	(23,428,404)	(15,429,246)	(12,060,675)	(8,498,928)
Contract liabilities	(456,610,031)	(422,446,032)	(327,816,245)	(289,640,487)	(167,360,747)
Lease liabilities	(32,629,078)	(22,150,976)	(12,970,416)	(13,456,816)	(14,248,730)
Provisions	(5,230,037)	(4,007,324)	(3,244,019)	(1,227,997)	(1,216,352)
Net assets	**345,779,716**	**106,468,156**	**57,061,727**	**53,112,774**	**44,947,602**
Capital and reserves					
Share capital	800,000	800,000	800,000	800,000	792,000
Share premium	425,440	425,440	425,440	425,440	425,440
Other reserves	101,879,800	56,755,744	15,901,977	15,943,640	15,987,480
Revaluation surplus	183,523,711	-	-	-	-
Retained earnings	58,791,026	48,331,299	39,887,260	35,937,856	27,683,487
Attributable to equity holders of the parent	345,419,977	106,312,483	57,014,677	53,106,935	44,888,407
Non-controlling interest	359,739	155,673	47,050	5,839	59,195
	345,779,716	**106,468,156**	**57,061,727**	**53,112,774**	**44,947,602**
Revenue and profit					
Revenue	566,705,461	443,439,239	440,981,644	338,806,798	241,779,455
Profit before taxation	29,572,685	22,059,957	15,537,232	14,176,018	3,856,642
Profit after taxation	15,506,793	12,552,665	7,914,031	8,344,310	1,236,273
Profit after taxation attributable to the equity holders of the parent company	15,147,054	12,444,042	7,872,820	8,397,666	1,232,435
Dividend	-	4,800,000	4,000,000	4,000,000	635,600
Earnings per ordinary share (₦)					
Actual	9.54	7.78	4.92	5.25	0.78
Diluted/adjusted	9.54	7.78	4.92	5.25	0.77
Net asset per share (₦)					
Actual	216.11	66.54	35.66	33.20	28.38
Diluted/adjusted	216.11	66.54	35.66	33.20	25.20
Dividend per share (₦)					
Actual	-	3.00	2.50	2.50	0.40
Diluted/adjusted	-	3.00	2.50	2.50	0.40
Dividend cover (times)	-	2.62	1.98	2.09	1.95

Company	2024 ₦ 000	2023 ₦ 000	2022 ₦ 000	2021 ₦ 000	2020 ₦ 000
Non-current assets					
Property, plant and equipment	273,105,899	76,609,705	81,422,961	69,734,897	42,315,804
Right-of-use assets	1,595,460	1,487,805	2,129,076	2,305,788	1,957,975
Investment property	2,205,316	2,335,868	1,620,118	2,006,525	1,972,907
Investment in subsidiaries	18,916,781	18,916,771	16,916,771	16,916,771	16,916,771
Trade receivables	84,848,000	79,513,011	83,377,446	60,031,624	64,847,570
Tax receivables	15,866,491	68,777,435	41,787,247	29,120,528	27,408,092
Deferred tax assets	9,132,885	8,899,987	6,772,761	5,213,061	4,011,003
Net current assets	366,112,176	252,963,994	145,610,566	150,959,041	47,834,125
	771,783,007	**509,504,576**	**379,636,946**	**336,288,235**	**207,264,247**
Non-current liabilities					
Borrowings	(52,099,002)	(30,070,699)	(1,101,132)	(3,279,636)	(5,503,437)
Retirement benefits liabilities	(3,197,750)	(3,080,973)	(3,367,894)	(2,863,996)	(3,224,121)
Deferred tax liabilities	(37,219,408)	(15,689,053)	(12,397,367)	(9,412,896)	(7,694,250)
Contract liabilities	(456,610,031)	(422,446,033)	(327,816,245)	(289,640,487)	(167,360,747)
Lease liabilities	(552,530)	(656,976)	(839,641)	(878,382)	(417,324)
Provisions	(1,180,000)	(1,290,000)	(1,970,245)	(300,000)	(300,000)
Net assets	**220,924,286**	**36,270,842**	**32,144,422**	**29,912,838**	**22,764,368**
Capital and reserves					
Share capital	800,000	800,000	800,000	800,000	792,000
Share premium	425,440	425,440	425,440	425,440	425,440
Other reserves	549,492	435,728	-	-	-
Revaluation surplus	183,285,636	-	-	-	-
Retained earnings	35,863,718	34,609,674	30,918,982	28,687,398	21,546,928
Attributable to equity holders of the parent	220,924,286	36,270,842	32,144,422	29,912,838	22,764,368
Non-controlling interest	-	-	-	-	-
	220,924,286	**36,270,842**	**32,144,422**	**29,912,838**	**22,764,368**
Revenue and profit					
Revenue	493,098,829	421,407,176	425,761,125	317,210,503	235,206,675
Profit before taxation	13,819,451	13,423,518	12,258,152	10,794,746	8,075,009
Profit after taxation	6,054,044	7,690,689	6,347,834	7,283,767	5,010,198
Profit after taxation attributable to the equity holders of the parent company	6,054,044	7,690,689	6,347,834	7,283,767	5,010,198
Dividend	-	4,800,000	4,000,000	4,000,000	633,600
Earnings per ordinary share (₦)					
Actual	3.78	4.81	3.97	4.60	3.80
Diluted/adjusted	3.78	4.81	3.97	4.55	3.13
Net asset per share (₦)					
Actual	138.08	22.67	20.09	18.88	17.25
Diluted/adjusted	138.08	22.67	20.09	18.70	14.23
Dividend per share (₦)					
Actual	-	3.00	2.50	2.53	0.48
Diluted/adjusted	-	3.00	2.50	2.50	0.40
Dividend cover (times)	-	1.60	1.59	1.82	7.91

SHARE CAPITAL HISTORY

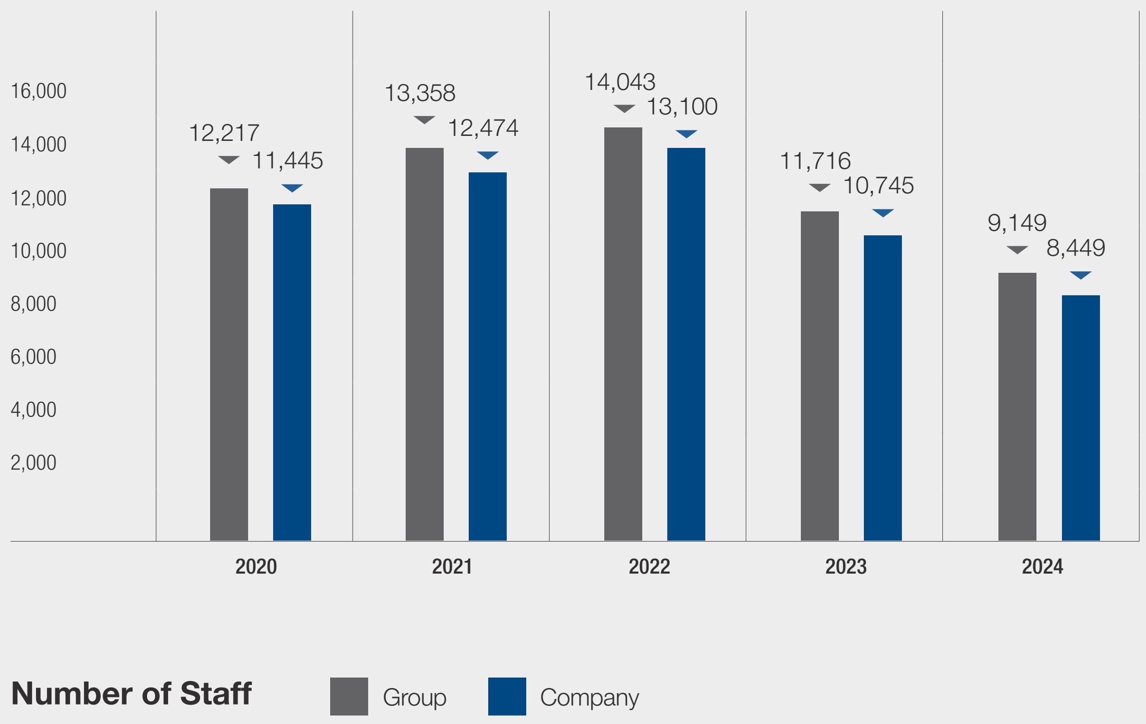
Year	Issued share capital nominal value		Paid-up share capital nominal value	
	Number of shares	₦	Number of shares	₦
1970	400,000	200,000	400,000	200,000
1972	1,800,000	900,000	1,793,200	896,600
1974	3,000,000	1,500,000	2,993,200	1,496,600
1976	4,000,000	2,000,000	4,000,000	2,000,000
1977	11,600,000	5,800,000	–	–
1978	24,000,000	12,000,000	24,000,000	12,000,000
1990	60,000,000	30,000,000	–	–
1991	–	–	48,000,000	24,000,000
1992	–	–	60,000,000	30,000,000
1993	90,000,000	45,000,000	90,000,000	45,000,000
1996	180,000,000	90,000,000	180,000,000	90,000,000
2000	225,000,000	112,500,000	225,000,000	112,500,000
2001	270,000,000	135,000,000	–	–
2005	345,000,000	172,500,000	300,000,000	150,000,000
2008	1,245,000,000	622,500,000	1,200,000,000	600,000,000
2014	1,600,000,000	800,000,000	1,320,000,000	660,000,000
2020			1,584,000,000	792,000,000
2021			1,600,000,000	800,000,000

Note: On May 4, 1979, the authorised share capital of the Company of 60,000 ordinary shares at ₦200 each was converted to 24 million ordinary shares of 50 kobo each.

From December 29, 1969 to 1972, shares were denominated in the Nigerian pound, but in this schedule, all the shares have been converted and denominated in naira.

The Companies and Allied Matters Act (CAMA) 2020 abolished the concept of 'authorised share capital' and retained 'issued share capital'

STAFF STRENGTH



SHAREHOLDER INFORMATION

Our esteemed shareholders,

It is laudable that tremendous steps have been taken by you, our esteemed shareholders, and indeed the Regulators, to address the parlous state of the unclaimed dividend balances as well as the status of unclaimed certificates and dematerialisation of holdings. This we have all achieved by the mandate of bank accounts and the adoption of electronic certification through the Central Securities Clearing System (CSCS). We still have more work to do, especially for those of our shareholders who have yet to adopt any of the electronic means stated herein.

To this end, all shareholders of the Company still with unclaimed dividends and certificates are encouraged to:

1. Inform the Registrars promptly of any change of address or significant information that may affect their records as shareholders and follow this up to ensure rectification.

2. Have their accounts mandated for e-dividend payment. Dividends would be credited to the account stated electronically. To forestall a situation where complaints are made of non-payment, the Registrars would, contemporaneously with remittance to the various banks for the mandated account(s) of shareholder(s), forward advice slips of payment(s) to shareholder(s) with mandated accounts.

3. Establish CSCS accounts to which shares arising from corporate actions such as bonus, rights and offers for sale or sub-scription would be credited.

We would also like to advise our esteemed shareholders that the Annual Reports and Audited Consolidated and Separate Financial Statements together with the Proxy and Admission Forms, are available for download on the investor relations portal on the Company's website: www.julius-berger.com, as well as on the website of the Registrars, Greenwich Registrars & Data Solutions Ltd.

The Proxy and Admission Forms, together with the Authority to Mandate and Change of Information Form duly filled in, should – in accordance with instructions thereon – be deposited with any of the listed offices of the Registrars or the Company nationwide.

We urge you to take advantage of the forms and the opportunity they present to ease shareholder management. Please note that paper certification is no longer obtainable.

We would also wish to take this opportunity to advise our shareholders that the Board of Directors approved a Complaints Management Policy and a Security Trading Policy for the Company, and both policies can be found on the Company's website: www.julius-berger.com.

Yours sincerely,

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

JULIUS BERGER

PROXY FORM

Caution: To be valid, this form must be stamped accordingly.

55th Annual General Meeting (AGM) of Julius Berger Nigeria Plc to be held at the Shehu Musa Yar'Adua Centre, 1 Memorial Drive, FCT Abuja on Thursday June 19, 2025, at 11:00 a.m. in the forenoon.

I/We, being a member/members of Julius Berger Nigeria Plc, hereby appoint the Chairman of the meeting or failing him .... as my/our proxy to vote for me/us and on my/our behalf at the 55th AGM of that Company to be held on June 19, 2025 and at every adjournment thereof.

Unless otherwise instructed, the proxy will vote or abstain from voting as he/she thinks fit.

Notes

1. Please indicate with an 'X' in the appropriate box how you wish your votes to be cast on the resolutions set out above.
2. A member (shareholder) who is unable to attend the AGM is allowed to vote by proxy. A proxy need not be a member of the Company. The above proxy form has been prepared and stamp duties paid to enable you exercise your right to vote in case you cannot personally attend the Meeting. The proxy must produce the 'Admission Card', attached to this form, to obtain entrance to the meeting.
3. Provision has been made on this form for the Chairman of the Meeting to act as your proxy in default of appointment. However, if you so wish, you may insert in the space provided on the form the name of any person, whether a member of the Company or not, who will attend the Meeting and vote on your behalf.
4. Please sign the above proxy form and post it so as to reach the Registrars, Greenwich Registrars & Data Solutions Ltd., 274 Murtala Muhammed Way, Ebute Metta 101 212, Lagos, not later than 48 hours before the appointed time for holding the Meeting. If executed by a corporation, the proxy form must bear the common seal of such corporation.
5. It is a requirement of the law under the Stamp Duties Act Cap 411, Laws of the Federation of Nigeria 1990 that, for any instrument of proxy to be valid for voting at the Meeting of shareholders, it must bear the evidence that the required stamp duties have been paid.

Shareholder Name

Proxy Name

Date (dd/mm/yyyy)

Shareholder's Signature

Please indicate with 'X' in the appropriate box how you wish your vote to be cast on the resolutions set out below.

Nos	Resolutions	For	Against
1.	To declare a dividend		
2.	To appoint Engr. Dr. Peer Lubasch as an Executive Director		
3.	To elect Dr. Muhammadu Indimi, OFR as a Non-Executive Director		
4.	To re-elect Mrs. Belind Ajoke Disu, CAL as a Non-Executive Director		
5.	To re-elect Engr. Goni Musa Sheikh as a Non-Executive Director		
6.	To re-elect Mr. Ernest Chukwudi, MFR, FCIB, FIOD as a Non-Executive Director		
7.	To authorise the Directors to fix the remuneration of Auditors		
8.	To fix the remuneration of Directors		
9.	To approve the determination of the Intra-Group Loan Agreement between Julius Berger Nigeria Plc and Julius Berger International GmbH		
10.	To approve the revised principles in the Severance Pay for Non-Executive Directors Policy		

Admission Card

Please admit the person named below to the 55th AGM of Julius Berger Nigeria Plc to be held at the Shehu Musa Yar'Adua Centre, 1 Memorial Drive, FCT Abuja on Thursday, June 19, 2025, at 11:00 a.m. in the forenoon.

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

Notes

1. This Admission Card must be produced by the shareholder or his/her proxy in order to gain entry to the venue of the AGM.
2. Shareholders or their proxies must sign this authority for admission before attending the meeting.

Attendee's Name

Signature of Attendee

For Registrars/Company Use Only

Shareholder Name

Number of Shares

Before posting the above card please tear off this part and retain it.

Please fold here for posting.

Please affix postage stamp here

The Registrars
Greenwich Registrars & Data Solutions Ltd.
274 Murtala Muhammed Way
Ebute Metta 101 212
Lagos

Cut off from here.

JULIUS BERGER

Authority to Mandate and Change of Information

Kindly direct all my/our dividend payment(s) and my/our share(s) in respect of my/our holding(s) in Julius Berger Nigeria Plc into my/our account(s) stated below:

Banker Details

Name of Bank and Branch

Sort Code

Account Number (Current or Savings)

Stamp of Bank and Signature of Account Schedule Officer

CSCS Details

Name of Broker

CSCS Account Number

Stamp of Broker and Signature of Account Schedule Officer

Further, please note my/our change of address and other information as follows:

Old Address

New Address

Other info

Telephone Number

Telephone Number

Email

Shareholder Name

Date (dd/mm/yyyy)

Shareholder Signature

Please fold here for posting.

Please affix postage stamp here

The Registrars
Greenwich Registrars & Data Solutions Ltd.
274 Murtala Muhammed Way
Ebute Metta 101 212
Lagos

Please fold here for posting.

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS AND MANAGEMENT

1. Introduction

The Code reflects the Group's practices and principles of behaviour that support this commitment. It further defines the legal and ethical standards that govern the Directors and their relationships with the Group, customers, employees, other Directors and with all other parties.

Directors fully understand and acknowledge that:

- They are entrusted with and are respon-sible for the oversight of the assets and business affairs of the Group in an honest, fair, diligent and ethical manner.
- They must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interest of the Group and its stakeholders.

Each Director is expected to read and understand this Code and its application to the performance of his or her responsibilities and to sign an "Acknowledgement" that the Code has been received, read and understood and that he or she agrees to abide by its provisions.

It is understood that no code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for the Directors.

In addition to application to the Directors, this Code shall apply also to every member of Management of the Group. Accordingly, reference to Director shall also include Management.

2. Loyalty

The Directors acknowledge their responsibility to be loyal to the Group, to be fully committed to its activities and to conform to the highest standards of business ethics.

3. Integrity

While the Directors' primary responsibility is to the Shareholders, the Directors must, at all times, act honestly, in good faith and in the best interests of the Group and its stakeholders and must not engage in any conduct likely to bring discredit to the Group.

4. Conflicts of Interest

Conflicts of interest may exist whenever the interests of a Director conflict in any way or even appears to conflict with the interests of any of the Group. While Directors are free to make personal investments and enjoy social relations and normal business courtesies, they must be conscious of any interests that may adversely influence the performance of their responsibilities.

A conflict situation can arise when a Director takes actions or has interests that may make it difficult to perform his or her Group responsibilities objectively. A Director must not allow personal interests, or the interest of any associated person, to conflict with the interest of the Group or make improper use of information acquired as a Director to gain a personal advantage to the detriment of the Group.

Conflicts of interest also may arise when a Director, or an extended family member, receives improper personal benefits i.e. gifts that would obligate or appear to obligate as a result of his or her position with the Group, whether received from the Group or a third party.

Although it is not always possible to avoid conflicts of interest, it is the Group's policy to prohibit such conflicts when possible. The action which a Director will be required to take if he or she is faced with an actual or potential conflict of interest or duties in relation to a particular matter being considered by the Board will depend on the nature and circumstances of the conflict and may include any of the following:

- consult with the Chairman of the Board;
- full and frank disclosure;
- abstaining from voting on any motion relating to the matter and absenting himself or herself deliberations relating to the matter; or
- resignation.

5. Secret profit

Except as may be approved by the Group Board, all Directors are prohibited from the following:

- taking improper advantage of their position as Directors;
- taking for themselves personally, any opportunities that belong to the Group or are discovered through the use of corporate property, information or position;
- using corporate property, information or position for personal gain;
- competing with the Group.

All Directors are bound by the provisions of the Securities Trading Policy of the Group.

6. Confidentiality

All Directors must maintain the confidentiality of information received in the course of the exercise of Directorial duties, except when the Company authorises disclosure or it is required by laws, regulations or legal proceedings.

Directors must also not use such confidential information for any purpose detrimental to the Group.

The term “confidential information” includes, but is not limited to, non-public information that might be of use to competitors of the Group or harmful to the Group or its customers, if disclosed. Whenever feasible, Directors should consult the Chairman if they believe they have a legal obligation to disclose confidential information.

A Director must also not disclose the content of discussions at boards, committees or corporate meetings except within appro-priate and reasonable circles in the Group with a legitimate interest in the subject of the disclosures, unless that disclosure has been authorised by the Group, or is required by law.

A Director must not engage in conduct, or make any public statement likely to prejudice the Group’s business or likely to harm, defame or otherwise bring discredit upon or denigrate the Group, fellow Directors or staff.

7. Fair dealing

All Directors must endeavour to deal fairly with the respective Group’s customers, suppliers, competitors, officers, and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practices.

Inappropriate use of proprietary information, misusing information that was obtained without the Company’s consent or inducing such disclosures by past or present employees or an insider of other companies in the Group is prohibited.

A Director must perform his or her duties in good faith, acting honestly and free from intention to defraud.

8. Work environment

The highest priority must be placed on promoting and preserving the health safety, and security of employees and Directors.

9. Protection and proper use of Company assets

All Directors should perform their duties in a manner that protects the Group’s assets and ensures their efficient use. All Group resources should be used for legitimate business purposes.

10. Accounting complaints

The Board Audit Committee of the Group Board is responsible for establishing procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls or auditing matters. Any Directors who have concerns or complaints regarding such matters are encouraged to promptly submit those concerns to the Board Audit Committee which, subject to its duties arising under applicable law, regulations, and legal proceedings, will treat such submissions confidentially. Such concerns or complaints may be made anonymously.

11. Fraud, misappropriation, theft, embezzlement and bribery

No Director should commit, aid or assist in any fraud, misappropriation, theft, embezzlement, bribery or any similar activities.

12. Reporting any illegal or unethical behavior

All Directors are encouraged to promptly contact the Chairman or the Chief Compliance Officer if the Director believes that he or she has observed illegal or unethical behaviour by any employee, officer or Director, or by anyone purporting to be acting on the Group’s behalf or believes that he or she has been asked or required to engage in an illegal or unethical act, including but not limited to any violation of this Code, and the reporting Director has any doubt about the best course of action in a particular situation. For such reports, confidentiality will be maintained to the extent permitted by law.

13. Obligations

All Directors must ensure the fulfilment of regulatory and statutory obligations imposed on the Group and that adequate controls to ensure compliance with best practices in financial procedures and reporting are in place.

They must also ensure that the accounts/reports of the Group and its components accurately reflect business performance and are not misleading or designed to be misleading. The Directors must use their reasonable endeavours to attend all corporate meetings. A Director has an obligation, at all times, to comply with the spirit as well as the letter, of the principles of this Code of Conduct.

14. Compliance with laws, rules and regulations

All Directors are under obligation as responsible citizens, to obey the laws of the country and community in which the Group operates, and Directors must comply with all relevant laws, rules and regulations.

15. Standard of conduct

In discharging his or her duty, each Director must at all times act in a manner he or she believes, in good faith, to be in the best interests of the Group and exercise the care an ordinarily prudent person, in a like position, would exercise under similar circumstances. A Director’s duty of care refers to the responsibility to exercise appropriate diligence in overseeing the business and affairs of the Group, making decisions and taking all other actions. In meeting the duty of care, Directors are expected to:

- Attend and participate in boards, committees and corporate meetings.
- Remain properly informed about the business and affairs of the Group by devoting appropriate time to reviewing periodic updates provided by Management as well as studying materials for boards, committees and corporate meetings prior to each meeting.
- Rely on others such as employees and professional advisors whenever appropriate.
- Make inquiries about potential problems that come to their attention and follow up until they are reasonably satisfied that Management is addressing them appropriately.
- Exercise independent judgment and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the boards.
- Bring an enquiring, open and independent mind to meetings, listen to the debate on each issue raised, consider the arguments or and against each motion and reach a decision that he or she believes to be in the best interests of the Group as a whole. In this regard, opportunity must be provided for a Director to put his or her views on issues before the boards or committees on which he or she sits and Directors should be able to engage in vigorous debate on matters of principle.
- Make available to and share with fellow Directors information as may be appropriate to ensure proper conduct and sound operation of the Group and its boards.

16. Amendment, modification and waiver

The Group Board is responsible for setting the standards of conduct contained in the Code and for updating these standards as appropriate to reflect legal and regulatory development. This Code may be amended, modified, or waived by the Group Board.

As a general policy, the Group Board will not grant waivers to this Code in the event of breach.

17. Sanctions

Any breach of this Code or the corporate charters by a Director would be reported to the Group Board for sanctions.

GROUP POLICY ON SEVERANCE PAY FOR NON-EXECUTIVE DIRECTORS

Purpose

This Group Policy on Severance Pay for Non-Executive Directors (NEDs) of Julius Berger determines the principles andcomputation of severance pay for NEDs. The Governance documents of Julius Berger adequately defines a NEDs.

This Policy is aligned to corporate strategy, stakeholder's interests and takes cognisance of Regulations and Laws.

Principles

This Policy is informed by the following underlying principles:

- It must reflect the new and enhanced responsibilities for NEDs for which NEDs must contribute more of their time, skills and resources, than previously known.
- An NED that has served the boards in the Julius Berger Group has contributed to the growth of the Group. This policy aims to recognise the intrinsic value contributed to the Julius Berger Group by exitingNEDs.
- Severance pay shall be payable ONLY as a lump sum and shall be paid ONCE to an NED irrespective of the number of boards in the Julius Berger Group that such an NED sits on.

Application

The policy applies only to NEDs of the Julius Berger Group and shall ONLY be paid upon the exit of an NED from the boards of the Julius Berger Group.

Severance Pay paid shall be disclosed as is required by existing Regulations and Laws.

This Policy is subject to Shareholders' approval before becoming effective.

Computation of Severance Pay

4.1 Severance Pay shall be computed as follows (P x %) x Y where

- P is the annual "Director Fees" at the point in time of exit (Directors Fees);
- % is 40% (forty percentile); and
- Y is the number of Years spent by the NED on the Board, subject to a maximum cap of 10 (ten) years. A fraction of a year would be considered a year where the fraction is more than 1⁄2 of a year.

4.2 The maximum amount payable to a NED, irrespective of the computation described in Paragraph 4.1 above, shall be capped at the sum of ₦50 million.

5. Adoption

This policy on Severance Pay for Non-Executive Directors was approved by the Group Board on December 6, 2019 and members in general meeting on June 18, 2020. It shall remain in effect until such time superseded or amended by the authorisation procedure.

EXPLANATORY CIRCULAR TO SHAREHOLDERS REGARDING THE SPECIAL RESOLUTION TO BE PROPOSED AT THE ANNUAL GENERAL MEETING

Dear Shareholders,

Please find below details of a special business to be considered and transacted at the 55th Annual General Meeting of Julius Berger Nigeria Plc (the "AGM").

Special business

In compliance with extant rules and regulations governing transactions with related parties or interested persons, at the AGM, shareholders shall be requested to consider the following special business and to pass as an ordinary resolution approving same.

Resolution for approval of a related-party transaction

"That the determination of the intra-group loan agreement (the Agreement) executed between Julius Berger Nigeria Plc ('the Company") and Julius Berger International GmbH, a wholly-owned subsidiary of the Company, which Agreement was earlier approved by members at the 53rd AGM held on June 15, 2023, be and is hereby approved, and further that the Directors be and are hereby authorised to undertake such and any other act(s) as may be necessary or desirable, supplemental or incidental to, and or required to give full effect to this resolution."

Explanatory notes

Julius Berger Nigeria Plc has decided, subject to relevant approvals, to terminate the Agreement dated July 1, 2023, and approved by the members at the 53rd Annual General Meeting held on June 15, 2023.

Key terms in the Agreement are, as follows:

- Principal: €30,000,000 (thirty million Euros)
- Tenor: eight (8) years
- Moratorium: twenty-four (24) month moratorium on principal sum on interest payment
- Interest: 3-month EURIBOR + 3% per annum
- Interest Period: three (3) months or any other period agreed by the Parties
- Capitalised Interest: interest shall accrue during the moratorium period and be capitalized for payment at the expiration of the moratorium period
- Default Interest: 2% per annum.

The Principal would be repaid by way of reduction of the capital reserves of Julius Berger International GmbH by €30,000,000 (thirty million Euros). The determination of the Agreement aims to simplify intercompany financing structures, address the historical overcapitalization at Julius Berger International GmbH, enhance liquidity, mitigate foreign currency exposure risks, align capital allocation with strategic objectives and strengthen the creditworthiness of the Julius Berger Group.

For further information, kindly contact the Company Secretary at jbn.shareholders@julius-berger.com.

By order of the Board,

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

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May 6, 2025

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