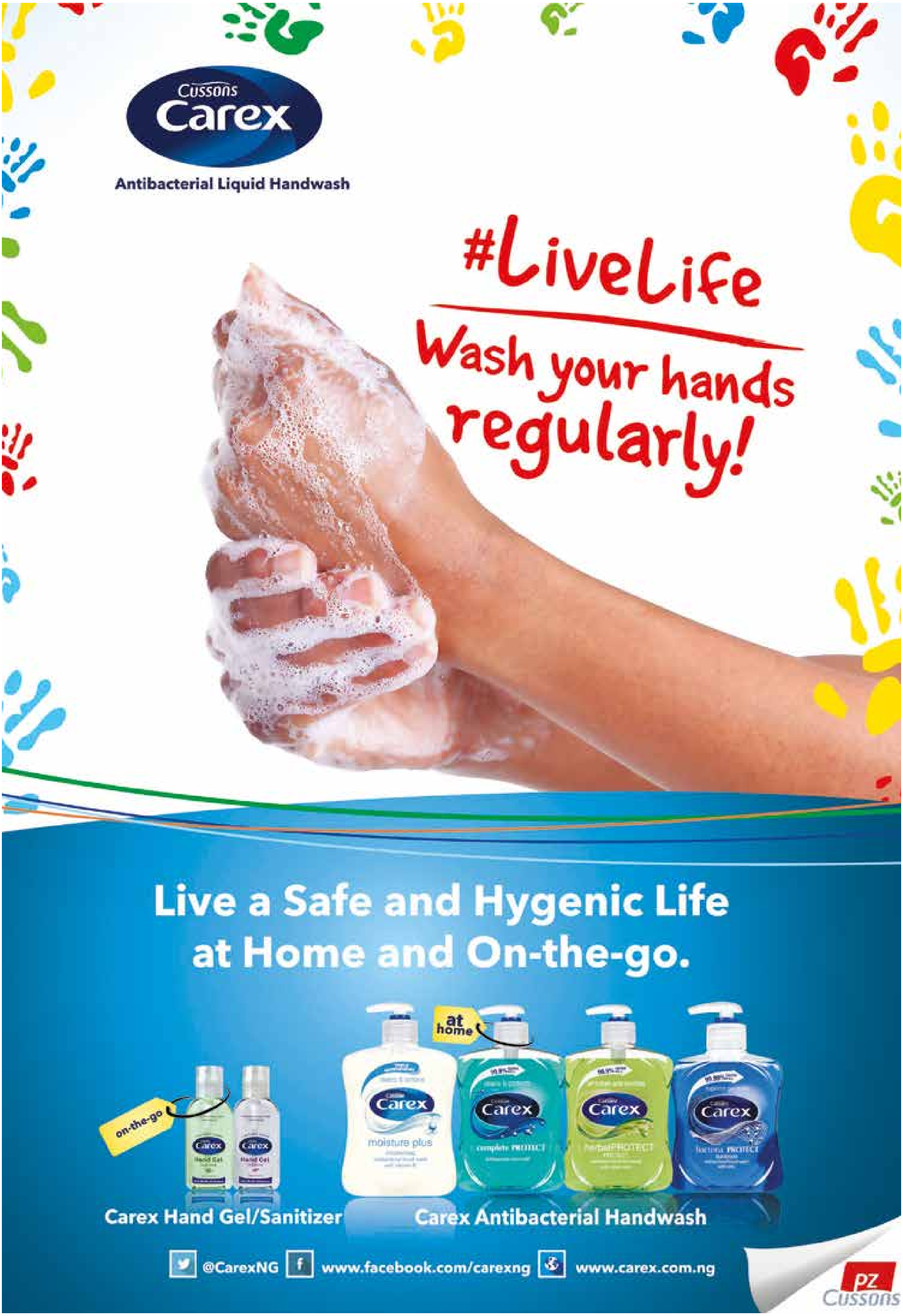
2014

PZ Cussons Nigeria Plc
Annual Report and Accounts 2014



Cussons
Carex
Antibacterial Liquid Handwash
#LiveLife
Wash your hands regularly!
Live a Safe and Hygenic Life at Home and On-the-go.
at home
on-the-go
Carex Hand Gel/Sanitizer
Carex Antibacterial Handwash
@CarexNG
www.facebook.com/carexng
www.carex.com.ng
PZ Cussons

Mission

We are an international, entrepreneurial conglomerate operating locally to enhance the lives of all consumers through quality, value and innovation, day after day.

Vision

We shall profitably grow our business, strengthening our product portfolio, enhancing the lives of our employees, consumers and all other stakeholders, by living and breathing our shared values, everyday.

Contents

www.pzcussons.com
www.pzcussonsng.com


NEW
My skin needs protection from germs
Cussons baby soap
Cussons baby lotion
Cussons baby powder
tea tree oil
Natural anti-bacterial
cares & protects
Mild Formula
In partnership with
Paediatric Association of Nigeria
Specially formulated to protect your baby's supple skin
Calamine: soothes baby's irritated skin
Tea Tree Oil: Mild anti-bacterial agent
Zinc Oxide: Mild protecting agent
Cussons Baby available in other variants,
for different babies' skin needs:
mild & gentle
soft & smooth
www.facebook.com/cussonsbabyng
@cussonsbabyng
Cussons baby
...cares and protects

Company Profile

History:
The association of PZ Cussons with Nigeria began in 1899 when two friends, George Paterson, a Scott, and George Zochonis, a Greek, who earlier started trading in Sierra Leone, decided to expand the business along the West African coast. They were into the business of exporting palm products, ground-nuts, hide-skin and timber to Europe and importing European textiles and food stuffs.

A new era started in 1948 when the company invested in the equity of a soap manufacturing company - P.B Nicholas & Company Limited in Aba. This became one of the company's principal activities. In 1953, Mr. Nicholas sold his interest in the business with majority shareholding retained by the Zochonis family. During the period, Paterson Zochonis was incorporated in Nigeria as Alagbon Industries Limited which was changed in 1960 to Associated Industries Limited.

Expansion and Diversification:
The establishment of the soap manufacturing business led to the diversification into toiletries, cosmetics and proprietary pharmaceuticals at the Aba plant. As the demand for the company's products grew, there arose the need for further expansion. A site was leased at Ilupeju in Lagos state where a manufacturing plant was built to produce toiletries, cosmetics and proprietary pharmaceuticals.

With growing confidence and an excellent distribution network, the company diversified again into new product categories. In 1973, the company commenced the manufacturing of detergent and domestic white goods (THERMOCOOL) by establishing more factories at Ilupeju for these new ventures. In 1982, it opened one of the largest detergent factories in Africa to meet the demand of the growing populace.

In November, 2007, the name PZ Industries PLC was changed to PZ Cussons Nigeria PLC to align with the nomenclature of our international operations.

Modernisation/Process Improvement:
As a forward looking company, PZ Cussons completed Project Unity in 2010 at the cost of N10 billion . The objective was the overhauling of PZ Cussons business/ manufacturing processes and distribution model. A sum of N10 billion was expended in the construction of a massive world-class Detergents Spray Tower and State-of-the-Art distribution centre at Ikorodu; relocation and modernization of the Personal Care manufacturing facilities from Ilupeju to Ikorodu including the new addition of a talc sterilization plant and the upgrading of the soap manufacturing facilities at Aba factory.

Our steady growth, expertise and the confidence, recognized by the different consumers of our products, provided opportunities for a number of new business expansion. Consequently in the last seven years joint ventures has been set up within the group.

HPZ Limited:
For the expansion of the Thermocool business, a joint venture was set up between us and Haier group in China, to form HPZ Limited for the manufacture and distribution of Haier-Thermocool brand of innovative home appliances under Haier and TEC brands.

In December, 2013, we commissioned $130 million new production lines for assembly of refrigerator and air-conditioners to expand our capacity and deepen our market penetration.

Nutricima Limited:
In 2003 Nutricima Limited was established as a joint venture between our parent company, PZ Cussons UK and Glambia Limited, Ireland. The principal activity of the Company is the manufacture and sale of powdered and evaporated milk. Our product categories include evaporated milk (Nunu, Coast and Olympic), Ready-To-Drink (Nunu and Bliss) flavored milk drinks and Yo! Yoghurt drink.

PZ Wilmar Limited:
PZ Wilmar Nigeria Limited was incorporated in December 2010 as a joint venture between PZ Cussons Plc and Wilmar International Limited to develop a range of branded products including edible oils and nutritional spreads. The investment is injecting a fresh Foreign Direct Investment of $650 million (100 billion Naira) and generating 9,000 direct and about 45,000 indirect employments to the economy.

The fully backward-integrated project tagged from Plantation to Plate has investment in new plantations and world class 1,000 MT/day refineries. As at November, 2013, 32,000 hectares palm plantation was commissioned in Cross River State. Over 600,000 high yield palm trees transplanted, with a nursery of 2.1 million seedlings at 4 nursery sites.

The 1,000/day modern refinery has in 2013 started the production of Devon Kings and Mamador vegetable oil to replace the imported brands and offer Nigerians healthier and fresher products. Overall, the projects support and facilitate the development of local agriculture and industry thus helping to build a sustainable future for oil palm and its derivatives in Nigeria.

Current Principal Activities:
The principal activities of the group are the manufacture, distribution and sale of wide range of consumer products under various brand names.- detergent, soap, cosmetics, medicaments, confectionery, refrigerators, freezers, air conditioners and home appliances through out the country. We have 25 depots, strategically located, and hundreds of distributors in all crannies of Nigeria. The company has also opened a number of electrical retail stores under the brand name Cool World in key cities of the country.

Company Profile continued

Brands

Home Care	Elephant, Zip, Jet, Tempo, Rex, Morning Fresh
Soaps	Premier, Imperial Leather, Joy, Duck, Canoe, Drum
Medicaments	Robb, Heatol, Super Robb, Medicated Dusting Powder
Haircare	Venus, Joy
Baby Care	Nigerian Baby Care, Cussons Baby Range
Skin Care	Venus, Stella Pomade, Joy, Carex
Perfumes	Dan Duala, Venus Gold, Joy Cologne
Household Appliances	Haier Thermocool
Consumer Electronics	Haier Thermocool
Electrical Retail	Cool World
Nutrition	Coast; Yo; Nunu; Bliss;
Palm Oil	Mamador; Kings Refined Palm Olein

Leadership Team:

Corporate Social Responsibility

In November 2007, PZ Cussons Nig Plc inaugurated the PZ Cussons Foundation. It has a 15 member Board of Trustees made up of individuals of proven integrity and excellent track record serving as a rich resource base for the Foundation's overall vision.

The aim of the Foundation is to discharge the corporate social responsibility (CSR) of our company by supporting projects in the areas of roads, and other infrastructural improvements like water and sanitation, schools and education.

The activities of the Foundation became operational from June 2008. It has so far executed over 40 projects in a number of states spread around the country including The PZ Cussons Chemistry Challenge that seeks to improve attention and commitment to science education amongst students in Nigerian secondary schools through reward and scholarship. The Foundation is also supporting ICT education and infrastructure in College of Education, Gumel, Jigawa State as well as providing potable water to rural communities.

Board of Directors, Officers and other Corporate Information

Directors:

Professor E C Edozien, OFR
Chairman: Non-Executive

Mr B Oyelola
Vice Chairman: Non-Executive

Mr C Giannopoulos (Greek)
Managing Director/Chief Executive Officer

Mr L Batagarawa
Independent

Ms J F Coker
Executive

Mrs E Ebi
Independent

Mr A Goma
Executive

Mr M Hayatu-Deen
Independent

Mrs O T Ifaturoti
Executive

Mr D Petzer (South African)
Executive

Mr A Raji
Executive – Resigned 31 May 2014

Mr P Usoro, SAN
Non-Executive

Company Secretary:
Mr R A Alade

Registered Office:
45/47 Town Planning Way
Ilupeju Industrial Estate
P.M.B. 21132
Ikeja

Registration Number:
RC 693

Registrars:
First Registrars Nigeria Limited
Plot 2, Abebe Village Road
Iganmu Complex
P.M.B. 12692
Lagos

Auditors:
PricewaterhouseCoopers
(Chartered Accountants)
252E, Muri Okunola Street
Victoria Island, Lagos

Results at a Glance

For the Year Ended 31 May 2014

	The Group 2014 N'000	The Group 2013 N'000	% Increase/ (decrease)
Revenue	**72,905,679**	71,343,088	**2**
Operating profit	**6,301,624**	7,156,292	**(12)**
Profit before taxation	**6,949,985**	7,650,265	**(9)**
Taxation	**(1,867,238)**	(2,329,078)	**(20)**
Profit for the year	**5,082,747**	5,321,187	**(4)**
Non-controlling interest	**491,348**	446,147	**10**
Profit after taxation attributable to members	**4,591,399**	4,875,040	**(6)**
At year end:			
Share capital	**1,985,238**	1,985,238	
Shareholders' fund	**40,574,761**	44,116,061	
Per 50 kobo share data:			
Based on 3,970,477,046 (2011: 3,176,381,636) Ordinary Shares of 50 kobo each:			
Basic earnings per share (Naira)	**1.16**	1.23	
Adjusted earnings per share (Naira)	**1.16**	1.23	
Number of employees	**2,019**	2,065	
Stock exchange quotations in Naira (Company):			
As at 31 May	**36.00**	51.00	

Notice of Meeting
Year Ended 31 May 2014

NOTICE IS HEREBY GIVEN that the 66th Annual General Meeting of PZ Cussons Nigeria Plc will be held at the Transcorp Hilton Hotel, Abuja on Thursday 9 October 2014 at 11.00 am for the following purposes:

Ordinary business

1. To lay before the members the Report of the Directors, the Consolidated Statement of Financial Position of the Company and of the Group as at 31 May 2014 together with the Consolidated Statement of Comprehensive Income for the year ended on that date and the Reports of the Auditors and the Audit Committee thereon
2. To declare a dividend
3. To re-elect Directors
4. To authorise the Directors to fix the remuneration of the Auditors
5. To elect members of the Audit Committee

Special business

6. To approve the remuneration of the Directors

By order of the Board

Rotimi Alade
Company Secretary
FRC.2013/NBA/00000004100
45/47, Town Planning Way
Ilupeju Industrial Estate
Lagos
17 July 2014

Proxy

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her place and such proxy need not be a member of the Company. A proxy form is enclosed and if it is to be valid for the meeting, it must be completed and deposited at the Registered office of the Company not less than 48 hours before the time of the meeting.

Dividend Warrants

If the dividend recommended by the Directors is approved, dividend warrants will be posted on Wednesday 13 October 2014 to Shareholders whose names are on the Register of Members on Friday 19 September 2014.

Closure of Register

The Register of Members and Transfer Books of the Company will be closed from Monday 22 September to Friday 26 September 2014 (Both dates inclusive) for the purpose of updating the register of members.

Nominations for the Audit Committee

The Audit Committee consists of three representatives of the Shareholders and three representatives of the Directors. Any member may nominate a Shareholder as a member of the Committee by giving notice in writing of such nomination to reach the Company Secretary at least 21 days before the Annual General Meeting.

Nominators should bear in mind that the Code of Corporate Governance requires the Board to ensure the constitution of a suitably skilled Audit Committee.

Accordingly the nominees should have basic financial literacy and be able to interpret financial statements.

Unclaimed Dividend Warrants and Share Certificates

Shareholders are hereby informed that several dividend warrants and share certificates remain unclaimed or are yet to be presented to the Bank for payment or to the Registrar for revalidation. A list of such members have been circulated with the Annual Report. Affected members are advised to contact the Registrars.

E-Dividend/Bonus

Pursuant to the directive by the Securities and Exchange Commission, members are hereby advised to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of e-dividend/bonus. Relevant forms are attached to this Annual Report for completion to furnish the particulars of these accounts to the Registrar.

Chairman's Statement

Year Ended 31 May 2014

I wish to welcome you to the 66th Annual General Meeting of your company and have great pleasure to present to you the Annual Report and Financial Statements of your company for the financial year ended 31 May 2014. Before presenting the financial report however, I will provide a brief review of the business environment, both external and internal, under which the Company operated.

Business environment

Globally, the economic recovery continued, driven by positive economic performance in most of the advanced economies including the US and most of the Euro area. This development is particularly good from a Nigerian perspective as the US accounts for 17% of Nigerian exports and is her largest trading partner. Global growth was averaging 3.6% while sub Saharan Africa grew at about 5%. Nigeria which is considered to be the 32nd largest market in the world grew the GDP at 6.21% at the end of the First Quarter of the 2014 calendar year. This was below forecast and was attributable mainly to the effects of decreased oil exports arising from oil theft and infrastructure drawbacks.
On a more positive note however, Nigeria still achieved a higher rate of growth compared to the rate achieved globally.

During the year under review, inflation reduced from 10% to about 8% and the Naira exchange rate to the US Dollar was stable around the N157 to the Dollar mark. The CBN has continued to defend the value of the Naira which is expected to remain stable as the country's reserves grow. The prevailing security challenges in the country continued to be a cause for concern but the Federal Government has been resolutely engaged in tackling the problem and it is hoped that all aspects of the problem will be brought under control. Market competition remains very keen. Your company has however remained focused and has been defending its market share successfully.

As mentioned in my statement last year our focus was to drive shareholder value through improving efficiencies in our supply chain, managing operational efficiencies and investing in brands that delight our consumers. These objectives were relentlessly pursued during the year; though the growth of the topline was negatively impacted by some of the factors mentioned above and recorded a modest growth of 2% rising from N71 billion to N72.9 billion. The white goods business experienced good volume and topline growth despite significant international competition. Also the family care business achieved growth in volume terms, but saw a decline on the topline as a result of the compelling need to be competitive on pricing in order to maintain market share. Despite this and increased investment in brands and route to market expansion, the profit before taxation (PBT) grew by 8%, from N7.7 billion to N8.2 billion before exceptional items. The exceptional items amounting to N1.3 billion reflect the write-off of assets under impairment following the outsourcing of certain activities and assets which have become redundant. As a result profit after taxation, and after taking account of the exceptional items declined by 9%, when compared to the previous year. It should be noted, however, that without the exceptional items, a growth of about 20% would have been achieved. On the whole, it is gratifying to note that after taking into account the impact of the tough operating conditions, the keen competitive environment and the security

challenges in the country, your company still performed satisfactorily and it is expected that this commendable performance will continue in the coming years.

Dividends

The Board of Directors is recommending to the shareholders at this Annual General Meeting, a final dividend payout of N2.4 billion representing a payment of 61 kobo per share. Taking into account the interim dividend of 20 kobo per share that was paid in February this represents an annual increase in dividend payout of 45% when compared to the previous year dividend of 56 kobo per share. The dividend will be paid subject to the deduction of the appropriate withholding tax if approved by the Shareholders at this meeting. I urge members to readily approve the recommendation.

Products

Our key home and family care brands performed relatively well during the period. Growth of personal care brands was also strong while homecare was challenged by a decline in commodity product.

The personal care business grew driven by Personal Wash, Beauty, Medicaments and Mother & Baby Categories. We maintained our leadership position in the Toilet Soap segment with Premier, Joy and Imperial Leather. Our Premier range especially Cool Deo is growing rapidly and it is driving our market leadership. The Robb range also remained the market leader of the Medicaments segment with the Hot Robb variant accelerating our growth in the hot ointment segment. Our range extension into gift packs with Cussons Baby is driving growth and leading our challenge for leadership of the baby category. Cussons Baby soap remains the market leader in the baby soap segment.

We successfully introduced our global brand Carex, an antibacterial hand wash liquid which has since established a leading position in the antibacterial hand wash segment. Our home care business shows growth in the household category while a slight decline was recorded in the fabric care business. Morning Fresh continues to grow and extend our leadership in the Dish wash category. We launched Canoe detergent for colour care to expand our fabric care portfolio while Zip consolidated its position as a leading detergent for whiteness.

The market for the white and brown goods has always been competitive with new entrants distributing imported brands. In spite of this, the segment sustained its topline growth during the year through the introduction of consumer relevant products that are designed for the Nigerian environment. This included a revised route to market strategy that comprises a multi-channel approach encompassing traditional trade, modern retail and business to business trading. These strategies resulted in growth in the washing machine and freezer segments and the maintenance of our position in the refrigeration segment.

The Board

Mr. Adewale Raji resigned from the Board on 31 May 2014 following his retirement from the service of the group after 27 years, eight of which he served on the Board. On your behalf, I thank Mr. Raji for his services and valuable contributions to the growth of the company and wish him every success in all his future endeavours.

Staff

The consistently high net worth of the Company was made possible by our most valued asset, our employees, who have been diligent in working to improve the quality of our customer service so that the company will continue to deliver higher returns to stakeholders. The Company continued its investment in various leadership training programmes for the senior managers in addition to several existing developmental programmes for the junior levels during the year. The Graduate Management Trainee Scheme is in its eighth year and is helping the Company's succession planning programme to be prepared to lead the organisation to the next level.

Chairman's Statement continued

Corporate social responsibility

To match the demand and growth of education in Nigeria and support the infrastructural gap, the PZ Cussons Foundation continued to channel most of its resources to educational and physical infrastructure projects. During the year under review, the Foundation embarked upon the following projects.

- Renovation of Hostel at Government Secondary School, Keffi
- Renovation of two Dining Halls at General Muritala Memorial College, Yola
- Construction and Donation of a Block of Classrooms at Niger Mixed Secondary School, Asaba
- Furnishing of the Assembly Hall at Queen Elizabeth School, Ilorin
- Installation of a borehole at Atani Community, Onitsha

The future

In line with the strategic plans and the policy direction for the forthcoming year, we are optimistic that agreed targets will be met. The Company has continued to invest in strengthening the Supply Chain and improving the operational efficiency and consumer experience, while minimising the cost base. The Detergent and Soap manufacturing processes have been further improved to drive efficiencies and meet the increasing demand for these products. These initiatives plus other investment to optimise the Supply Chain and overall overheads will ensure a flexible and competitive cost structure for your company going forward.

Conclusion

I would like to express my appreciation to the management and staff for their dedication in running the business; our distributors for their unflinching support in promoting our brands; the consumers for their products loyalty and fellow shareholders for their confidence in our company. Finally, I thank my colleagues on the Board for their demonstrable support and co-operation. I also extend my thanks to members of the Audit Committee and look forward to an improved topline performance in the next financial year.

I thank you all for you kind attention.

Professor E C Edozien, OFR
Chairman

PRIDE STARTS WITH EVERY ZIP WASH.

MAKES YOU **PROUDER**

CAN DO people

As one of our strategic pillars, our team of CAN DO people embodies the core values that are firmly embedded in our culture and are integral to our success. It is this CAN DO culture that we believe is the unifying strength that binds together our diverse businesses around the world.

We work with people who share our unique CAN DO values. Our CAN DO culture is the unifying strength that binds together our diverse businesses around the world. We are responsible, demanding and have a sense of fun.

Our CAN DO values are…

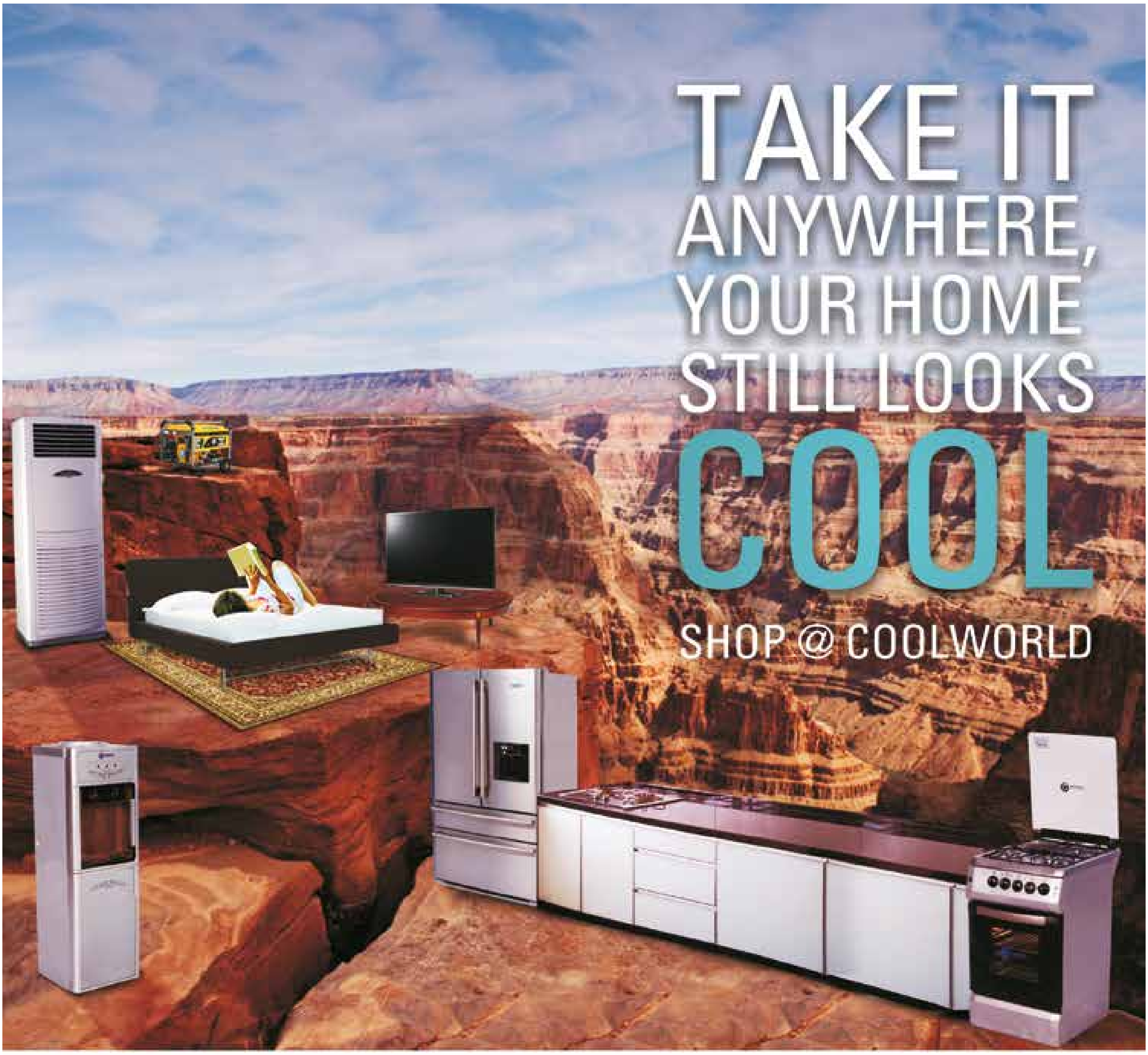
Courage
We challenge convention, ourselves and each other. We have the strength, willingness and determination to initiate, make things happen and to carry them through.

Accountability
We are all champions of our Company. We take personal responsibility for achieving our objectives. We do what we say we shall do. We do what is right, not merely what is expected. We act with openness, integrity and trust. We ask for help, admit to our mistakes and put things right.

Networking
We are one Company across all functions and geographies. We work towards a common goal through co-operation and teamwork.

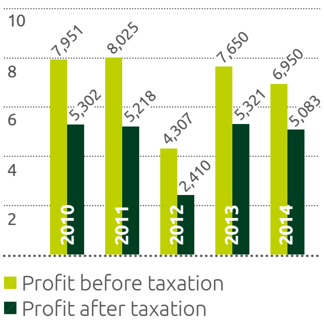
Drive
We are relentless in our pursuit of success. Together we approach each day with the energy, passion and persistence to exceed expectations.

Oneness
We are all PZ Cussons people. We treat each other with respect regardless of status. We act professionally and together we celebrate our success with understated pride. We are quiet achievers.

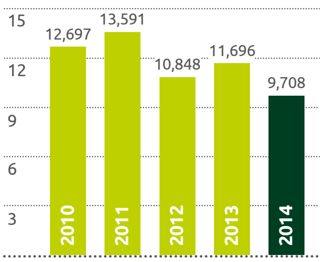

TAKE IT
ANYWHERE,
YOUR HOME
STILL LOOKS
COOL
SHOP @ COOLWORLD

Key Performance Indicators

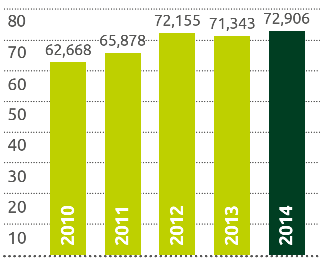
Profit before/after tax (N '000 million)



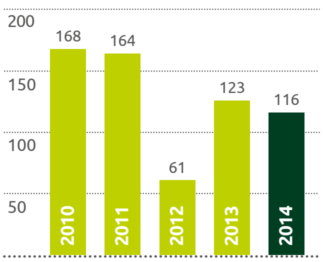
Net asset per share (N '000)



Turnover (N '000 million)



Earnings per share (Kobo)



Corporate Social Responsibility

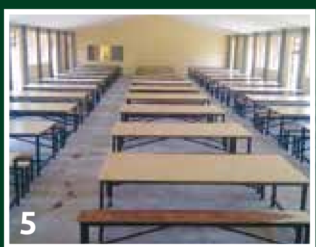
PZ Cussons's Corporate Social Investment Policy is anchored on the belief that being a responsible and contributing corporate citizen is a very important component of business strategy. We believe that doing good business should have a benefit for everyone, including the local communities we operate within and the charities which share our values.

We therefore demonstrate our commitment to contributing to the empowerment and upliftment of the people in these host communities and within the Nigeria society in general.

PZ Cussons Foundation, the CSR arm for the organisation has invested millions of Naira in 45 CSR projects round the country. Its primary objectives are to discharge the Company's social responsibilities through community based projects and foster cordial relationship between the Company and its host communities by contributing to the welfare of the people of such communities.

To match the demand and growth of education in Nigeria and support the infrastructural gap between public and private schools, the PZ Cussons Foundation has channelled most of its resources on educational projects. To date we have constructed, renovated and donated fully furnished classrooms, assembly halls, admin blocks to various communities round the country. We have also built Youth and Skills Acquisition Centres to mentor and train idle youths. Other projects that have been deployed fall under the additional focus areas of Potable water and Health.

Some of the most recent projects are highlighted in the following pictorials.



PZ Cussons FOUNDATION

1. Rehabilitation and furnishing of the Assembly Hall of Queens College, Ilorin.
2. Donation of hostel to Government Secondary School, Keffi.
3. Donation of a block of classrooms in Cham in Gombe State.
4. Donation of classrooms to Niger Mixed Secondary School Asaba.
5. Rehabilitation of the dining hall and kitchen of General Murtala Muhammad College, Yola.
6. Borehole at Gadam Kwari in Gombe State.
7. Borehole at Cham in Gombe State.
8. Borehole at Atani, Onitsha in Anambra State.

Our Focus Brands

Cussons Baby Moments Competition

- Cussons Baby Moments' maiden edition ran from the 16 January 2014 to 28 February 2014. The objective was to provide a platform for parents and guardians to share captivating, fascinating and amazing moments of their babies in still pictures and short videos.
- The competition, which ran on Facebook, had over 200 babies competing for the star prize of 'an all-expenses paid trip for a family of four to Disneyland' and the Cussons brand ambassador for the year.
- The climax of the competition was the crowning of Baby Daniel Uwadia as the Cussons Baby of the Year 2014 and the winner of the star prize.

IL Body Wash Glam Launch

- It was a glamorous affair on 15 September 2013, as luxurious Imperial Leather launched it's new line of shower gels at The Social Place on Younis Bashorun, V/I, Lagos.
- The aim of the activity was to build awareness of shower gel, drive positive word-of-mouth for the brand and create an emotional bond between Imperial Leather shower gel and it's target consumers.
- The beautiful brand ambassadors were dressed in bathrobes and towels to communicate the brand essence and consumers were able to experience the products by smell and touch.
- The event was a success as more than 87 contacts were engaged directly and over 57% said they would purchase in future.

Mamador Ramadan Offer

- Mamador Cooking Oil: The True Ramadan Spirit
- For its first Ramadan marketing campaign in Nigeria, your caring brand, Mamador Cooking Oil practised what it preached. The brand gave out a Free 480ml Doy pack for every purchase of its PET 3.8L Pack. Mamador went a step further in its campaign that the free gift MUST be given to someone else FREE as the true spirit of Ramadan. The campaign was also supported on radio and television through gifting of Mamador Cooking Oil during the Ramadan Quiz Competition, Quran recitation, Ramadan Health Talk, etc. in over 30 channels and stations across Lagos, the South West, Middle Belt & Northern parts of the country.
- This spirit of benevolence was commended by lots of people, who for the first time were able to offer colleagues, employees or neighbours who are fasting, a healthy gift of Mamador Cooking Oil without extra spend. As well, the successful campaign positioned Mamador as the healthy alternative for healthy meals during the fasting period. The campaign boosted both brand awareness, trial generation and volume growth within the period.

Zip Detergent 13/14 Major Relaunch

- ZIP detergent was launched in 1999 and was last relaunched in 2010 with Brilliant Whites and freshness proposition.
- The 13/14 major relaunch was intended to excite consumers with a new revamped Zip that comes with stunning new pack graphics, an improved formulation with new enzymes, better fragrance inclusion and a stronger on pack claim: "Our Best Whites Ever".
- The brand executed a 360° campaign to support the relaunch starting with internal activities including a nationwide staff quiz contest and a launch party for factory workers at Ikorodu.
- Trade launches across regional headquarters ensured the relaunch was quickly accepted in-market. A media campaign involving TV, Radio and bus branding in various key cities also helped to keep the new ZIP detergent top of consumers' minds.
- The journey for the brand continues, however the relaunch helped put energy back into the brand with sales going up vs. forecast numbers. As the brand consolidates on its strengths and prepares to further drive the momentum generated by the relaunch, the future remains bright despite aggressive competition in the Nigerian detergent market.

Directors Profiles

Professor Emmanuel Edozien

Professor Edozien is a former professor of International Economics and Development at the University of Ibadan where he also served as the Dean, Faculty of Social Sciences. He was a former Chief Economic Adviser to the President of Nigeria. He is on the Board of many companies as well as chairing many government policy panels and task forces.

He was appointed as the Chairman of the Board of Directors of the Company in 2006.

Mr Tunde Oyelola

Mr Oyelola is a Chemical Engineer who worked for 30 years with the PZ Cussons Group in different senior management positions and retired as the Deputy Chief Executive in 2007. He is a fellow, Nigerian Society of Chemical Engineers, member, Nigerian Institute of Management and Vice President, Manufacturers Association of Nigeria (MAN). He was appointed as the Vice Chairman of the Board of Directors in 2008.

Mr Christos Giannopoulos

Mr Giannopoulos joined the PZ Cussons Group in 1988 with a degree in Business Administration specialising in Marketing from Derby University, United Kingdom. He had occupied several managerial positions in the United Kingdom, Australia, Kenya and Indonesia before he joined the Nigerian subsidiary in 2002. He was appointed to the Board in 2004.

Mr Lawal Batagarawa

Mr Batagarawa is a graduate of Engineering and Applied Mathematics from the Ahmadu Bello University. He was appointed to the Board in 2008. He has been a lecturer in the Katsina State College of Arts, Science and Technology, a Permanent Secretary in Kaduna state and between 1999 and 2003 he was Minister for Education and later a Minister for Defence. Between 2003 and 2007 he was the Special Adviser to the President on Intra-Party Relations.

Mr David Petzer

Mr Petzer is a graduate of Commerce and Accounting with a Post Graduate Diploma in Risk Management from the University of Cape Town, South Africa. He is a member of the South Africa Institute of Chartered Accountants with considerable experience spanning 16 years. Before joining the Company, he had worked with KPMG in South Africa as General Accounting Manager. He had also worked with the British America Tobacco Group first in the United Kingdom and later in South Africa where he rose to the position of Finance Director.

Ms Joyce Folake Coker

Ms Coker, a seasoned Human Resources practitioner is a University of Lagos graduate of History.

She also holds a Master of Arts in Human Resources Management from the University of Westminster, London. Prior to joining the Company in July 2011 she had worked in Universal Commercial Plc, London as Human Resources Manager, Accenture as Human Resources Analyst, Heirs Alliance as Head, Human Resources Management and the Unilever Group based in Kenya where she was the HR business partner for the Central Africa region.

Mrs Elizabeth Ebi

Mrs Ebi is the Chief Executive Officer of Futureview Financial Services Limited. She joined the Board in 2008 with over 23 years management experience in the Financial Services sector. Between 1999 and 2006, she was a member of the Technical Committee of the National Council on Privatisation. She is also on the Board of FUG Pensions Limited.

Mr Paul Usoro

Mr Usoro was educated at the Obafemi Awolowo University Ile-Ife. He is the senior partner of Paul Usoro & Co. a law firm founded by him and which has grown to become one of Nigeria's leading Commercial law practices. Apart from being a foremost litigator, he is acclaimed as one of Nigeria's leading communications law expert and has diverse experience and skills in commercial law. He has served as the chief legal consultant for Nigeria's first ever spectrum auction in 2001 which produced the first set of Nigeria's GSM operators. He has also worked with the National Assembly in producing the Nigeria Communication Act, 2003.

Mrs Yomi Ifaturoti

Mrs Ifaturoti, an alumnus of the University of Ibadan holds a BSc in Pharmacology and Diploma in Sales. She is also a Fellow of the Chartered National Institute of Marketing of Nigeria. She has wide experience in marketing and general administrative management spanning over 30 years.

She was appointed to the Board in 2006 and she is currently the Group Corporate Affairs and Admin Director.

Mr Alex Goma

Mr Goma is a Biochemistry graduate of the University of Port-Harcourt. He is an experienced business manager with significant expertise in sales and trade marketing of Fast Moving Consumer Goods (FMCG) spanning six countries in Africa. Before he joined the Company in 2010 as Commercial Director, he had worked in Procter & Gamble in Nigeria, Ghana and Egypt, British America Tobacco in Senegal, Gambia, and Mauritania and Guinness Nigeria Plc where he was the Sales Director.

Mr Mohammed Hayatu-Deen

Mr Hayatu-Deen joined the Board in 2008 with a portfolio of diverse experience from the private and public sector. He was former Group Managing Director of New Nigerian Development Company, Former Managing Director of FSB International Bank Plc. He is currently on the Board of several companies and was a member of the Presidential Advisory Committee. Former Managing Director of FSB International Bank Plc. He is currently on the Board of several companies and was a member of the Presidential Advisory Committee.


DEVON
KING'S
DEVON
KING'S
REFINED PALM OLEIN
100% PURE VEGETABLE OIL
CHOLESTEROL FREE
NOW PROUDLY MADE IN NIGERIA
FRESHER THAN EVER BEFORE
One pack for
₦50
Jollof Rice for Six
Manufacturer:
pz wilmar
...king of value

Report of the Directors
Year Ended 31 May 2014

Accounts, results and appropriation
The Directors are pleased to present their report to the members together with the consolidated statement of financial position as at 31 May 2014 and the consolidated statement of comprehensive income for the year then ended.

	N'000
Group profit after taxation and non-controlling interest	4,591,399

Dividend
The Directors are pleased to recommend to the shareholders, the payment of a final dividend of 61 kobo per share amounting to N2,422 million (2013: 56 kobo per share amounting to N2,223 million) having earlier declared and paid an interim dividend of 19.91 kobo per share amounting to N791 million during the year. The final dividend will be paid on 13 October 2014.

Principal activities
The principal activities of the Group continued to be the manufacturing, marketing, sale and distribution of a wide range of consumer products and home appliances which are leading brand names throughout the country in detergent, soap, cosmetics, pharmaceuticals, refrigerators and air-conditioners. The Group also distributes the products of Nutricima Limited, Harefield Industrial Nigeria Limited, PZ Wilmar Limited and PZ Wilmar Food Limited.

Directors and their interests
The Directors who served during the year and their interest in the shares of the company as recorded in the register of members for the purpose of Section 275 of the Companies and Allied Matters Act and in compliance with the listing requirements of the Nigerian Stock Exchange are as follows:

Directors interest in Ordinary Shares

Name	**Unit of shares 2014**	Unit of shares 2013
Professor E C Edozien, OFR – Chairman	**5,290,153**	5,290,153
Mr C Giannopoulos – MD/CEO	**Nil**	Nil
Mr B Oyelola	**244,336**	244,336
Mr L Batagarawa	**20,706**	20,706
Mrs E Ebi	**51,000**	100,000
Ms J F Coker	**3,889**	Nil
Mr A Goma	**25,000**	Nil
Mr M Hayatu- Deen	**Nil**	Nil
Mrs O T Ifaturoti	**12,245**	12,245
Mr D Petzer	**Nil**	Nil
Mr A Raji[1]	**163,358**	163,358
Mr P Usoro	**1,000,000**	1,000,000

There was no change in the above holdings as at 17 July, 2014.

1 Mr A Raji resigned from the Board on 31 May 2014.

Directors' interest in contracts
In accordance with Section 277 of the Companies and Allied Matters Act, none of the Directors has notified the Company of any declarable interest in any contract in which he was involved with the Company during the year.

Directors for re-election
In accordance with Article 90 of the Company's Articles of Association and Section 259 (1) of the Companies and Allied matters Act, one third of the Directors, based on the length of stay in office must retire at the Annual General meeting. They may offer themselves for re-election. Accordingly; Mr B Oyelola, Mrs O T Ifaturoti, Mr M Hayatu-Deen and Mr A Goma will be retiring at the meeting and, being eligible, they have offered themselves for re-election.

Record of Directors' attendance at Board meetings
In compliance with Section 258 (2) of the Companies and Allied Matters Act, the record of Directors' attendance at Board meetings during the year ended 31 May 2014 will be made available at this Annual General Meeting for inspection by members.

Report of the Directors continued
Year Ended 31 May 2014

Meetings of the Board of Directors

As a rule, the Board of Directors' meets at least quarterly and additional meetings are convened as required. Also, as allowed by the Company's Articles of Association, material decisions are sometimes taken between meetings by way of written resolutions.

At every quarterly meeting, the Directors are provided with comprehensive reports of the activities of the various business units as well as important corporate events. They are also briefed on all business developments between meetings. The Board met four times during the 2014 financial year.

The meetings were presided over by the Chairman and in all cases, written notices of meeting; the meeting agenda as well as the reports for consideration were circulated well ahead of the meetings. The minutes of the meetings were appropriately recorded and circulated.

Attendance at meetings

In line with the Code of Corporate Governance (the Code) published by the Securities and Exchange Commission, the table below shows the frequency of Board meetings during the year and members attendance at the meetings:

Director	Number of meetings held	Number of meetings attended
Professor E C Edozien – Chairman	4	4
Mr C Giannopoulos – MD/CEO	4	4
Mr B Oyelola	4	4
Mr L Batagarawa	4	3
Ms J F Coker	4	4
Mrs E Ebi	4	3
Mr A Goma	4	4
Mr M Hayatu- Deen	4	2
Mrs O T Ifaturoti	4	4
Mr D Petzer	4	3
Mr A Raji	4	4
Mr P Usoro, SAN	4	4

The meetings were held on 25 July 2013, 18 October 2013, 17 January 2014 and 9 April 2014.

Major shareholdings

According to the Register of members as at 31 May 2014, PZ Cussons (Holdings) Limited UK held 2,770,318,684 Ordinary Shares of the Company. This represents 69.77% of the paid-up capital of the Company.

Analysis of shareholdings

The shareholding pattern of the Company as at 31 May 2014 as advised by the Registrar is as stated below:

Range	Number of holders	Holders %	Units	Units %
1 – 1,000	23,343	30.43	10,242,736	0.26
1,001 – 5,000	23,945	31.21	59,333,541	1.49
5,001 – 10,000	12,007	15.65	91,907,349	2.31
10,001 – 50,000	15,015	19.57	307,841,241	7.75
50,001 – 100,000	1,287	1.68	89,879,417	2.26
100,001 – 500,00	935	1.22	184,079,435	4.64
500,001 – 1,000,000	86	0.11	59,174,501	1.49
1,000,001 – 5,000,000	88	0.11	190,509,964	4.80
5,000,001 – 10,000,000	8	0.01	58,539,001	1.47
10,000,001 – 50,000,000	7	0.01	148,651,176	3.74
50,000,001 – 3,970,477,045	1	0.00	2,770,318,684	69.77
	76,722	100.00	3,970,477,045	100.00

Apart from PZ Cussons (Holdings) Limited UK, no other Shareholder held more than 5% of the paid up capital of the Company as at 31 May 2014.

Board committees

The Board has established standing committees whose terms of reference clearly spelt out their roles, responsibilities and scope of authorities. The standing committees are as follows:

Audit Committee

The Audit Committee is established to perform the functions listed in Section 359(5) of the Companies and Allied Matters Act. The Committee consists of six members made of three representatives of the Shareholders elected at the previous Annual General Meeting for tenure of one year and three representatives of the Board of Directors. The meetings of the Committee were attended by the Head of Internal Control and representatives of PricewaterhouseCoopers, the Company's and Group's external auditors.

The following Directors served as members of on the Audit Committee during the year.

- Mr B Oyelola
- Mr L Batagarawa
- Mrs O T Ifaturoti

The table below summarises the attendance at the Audit Committee meetings during the year:

Name	Number of meetings held	Number of meetings attended
Professor R I Salawu	4	3
Mr O I Obarinde	4	4
Mr E A Akinduro	4	4
Mr B Oyelola	4	4
Mr L Batagarawa	4	3
Mrs O T Ifaturoti	4	4

The Audit Committee meetings were held on 14 June 2013, 18 October 2013, 17 January 2014 and 22 May 14.

Risk Management Committee

The Risk Management Committee has responsibility for:

- Review of the Company's risk management policies and the adequacy and effectiveness of controls.
- Review of the Company's compliance level with relevant regulations that may impact the Company's risk profile.
- Review of the changes in business environment and other factors relevant to the Company's risk profile.

The Risk Management Committee is made up of seven members namely:

- Mr L Batagarawa – Chairman
- Mr C Giannopoulos
- Mr B Oyelola
- Mrs E Ebi
- Mr D Petzer
- Mr A Goma
- Mr A Raji

The Risk Management Committee met two times during the financial year on 17 January 2014 and 22 May 2014. The table below summarises members' attendance at the meetings.

Name	Number of meetings held	Number of meetings attended
Mr L Batagarawa	2	2
Mr C Giannopoulos	2	2
Mr B Oyelola	2	2
Mrs E Ebi	2	2
Mr D Petzer	2	2
Mr A Goma	2	2
Mr A Raji	2	1

Report of the Directors continued
Year Ended 31 May 2014

Governance/People Committee
The Governance/People Committee advises the Board on appointment of Directors, corporate governance and best practices matters, staff welfare and remuneration, talent management and other strategic employee relations matters. The members are:
- Mr M Hayatu-Deen – Chairman
- Mr B Oyelola
- Mr C Giannopoulos
- Mrs O T Ifaturoti
- Ms J F Coker
- Mr P Usoro, SAN

The Governance/People Committee met on 21 January 2014 and below is the record of attendance.

Name	Number of meetings held	Number of meetings attended
Mr M Hayatu-Deen	1	1
Mr B Oyelola	1	1
Mr C Giannopoulos	1	1
Mrs O T Ifaturoti	1	1
Ms J F Coker	1	1
Mr P Usoro, SAN	1	1

Corporate governance report
The Board is committed to meeting the standard of best practices set out in the Code of Corporate Governance (the Code) published by the Securities and Exchange Commission. This report describes how the Board has been complying with the Code as well as best practices in corporate governance.

Board composition
The Company's Articles of Association provides for a maximum of 15 Directors. During the year in review, there are 12 Directors on the Board of the Company. Six of the Directors (including the Chairman and the Vice-Chairman) are Non-executive Directors. However, since the end of the last financial year, the Board composition has been transformed and the Non-executive Directors are now the majority.

In line with best practices, the position of the Chairman is distinct from that of the Group Chief Executive Officer. The Chairman is Professor E C Edozien, OFR who is a Non-executive Director while the Chief Executive Officer is Mr C Giannopoulos. Furthermore, while the Chairman is responsible for the running of the Board, the Chief Executive Officer is responsible for co-ordinating the running of the business and implementing strategies.

Independent Directors
In compliance with the Code, three (3) of the six (6) Non-executive Directors are independent Directors having no significant shareholding interest or any special business relationship with the company.

Board operations
The Board is the ultimate governing body of the Company and it is responsible for its overall supervision and the protection of the interest of Shareholders and other stakeholders. It ensures that the Company is appropriately managed to achieve strategic objectives.

The specific issues reserved for the Board include:
- The ultimate direction of the Company particularly the conduct and supervision of the business.
- Determination of the Company's organisation.
- Risk management and internal control.
- Supervision with respect to compliance with the law.
- Corporate governance matters.
- Communication with shareholders.
- Review of business performance.

The Board has delegated to management the day-to-day running of the business and the Chief Executive Officer who is the head of the management team is answerable to the Board.

Board appointment and induction
Directors are appointed to the Board following a declaration of a vacancy at a Board meeting. The curriculum vitae of suitable candidates are sourced taking into consideration the required skill and competencies. Informal interactions are held and recommendation is made to the Board by the Governance/People Committee. The Appointed Director is presented at the next Annual General Meeting for election.

Every newly appointed Director receives a letter of appointment spelling out in details the entitlements, terms of reference of the Board and its committees and, the key performance indicators. Furthermore, the Board has developed an induction and training programme for newly appointed Directors.

Board evaluation
The Board has established a system to undertake a formal annual evaluation of its performance, that of its chairman, its committees and the individual Directors. The Board designed questionnaire for evaluation on relevant areas such as general supervisory roles, preparation of members for meetings, attendance and participation at meetings, succession planning etc. The questionnaire for evaluation for the year ended 31 May 2014 was completed by members and the summary of the results was compiled. Based on the result of the evaluation, the Board, its chariman, its committees and individual directors recorded very good performance.

Internal control
The Board maintained a sound system of internal control to safeguard Shareholders investments and the Company's assets. The system of internal control provides reasonable assurance against material loss. The Board's responsibilities include oversight functions of internal audit and control, risk assessment and compliance, conformity and contingency planning, and formalisation and improvement of business processes.

Communication with Shareholders
The Board is committed to an open and consistent communication policy with Shareholders and other stakeholders. The guiding principle is that all Shareholders should be given equal treatment in equal situations. Thus, price sensitive information is published timely in full, simple and transparent format to all Shareholders at the same time.

Furthermore, all Shareholders have equal opportunity at the Annual General Meeting to present questions to the Board and make comments on any aspect of the financial statements.

Insider dealings
The Company has regulations guiding Directors, members of the Audit Committee and other officers of the Company on periods when they, or persons connected to them cannot lawfully effect transactions on the shares of the Company as well as the disclosure requirements when effecting any transaction on the Company's shares.

E-Dividend
The Company consistently encourages its Shareholders to embrace the e-dividend and e-bonus introduced in the capital market. This is to enable prompt crediting of Shareholders account with dividend and their CSCS account with bonus shares. This will also eliminate the cost of posting dividend warrants and share certificate as well as the risk of being lost in the post.

Fixed assets
Movement in fixed assets during the year are shown in note 4 to the financial statements. In the opinion of the Directors, the market value of the Group's fixed assets is not lower than the value shown in the financial statements.

Distributors and suppliers
The Group has 25 distribution depots across the country with over 1,000 distributors. The Group also obtains its requirements from both local and overseas suppliers. The principal overseas suppliers are associated companies in the PZ Cussons group. The major local suppliers include the Company's subsidiaries – PZ Power Limited, PZ Tower Limited and HPZ Limited. The transactions are carried out at arm's length.

Research and development
The Group research and development efforts, supported through licensing and technical services agreement with overseas associated companies in the PZ Cussons group are designed to ensure a constant programme of product improvement and new product introduction.

Report of the Directors continued
Year Ended 31 May 2014

Employment and employees

Employment of disabled persons
The Group policy provides for due priority to be accorded to disabled persons in recruitment for any available position where their incapacity will not expose them to danger or serious disadvantage. Employees who become disabled in the course of their employment are retained and redeployed wherever possible within the context of the above policy.

Health, safety and welfare
The Group recognises the health and safety of its employees, customers, contractors and other stakeholders as a top priority and form an integral part of its business activities. We are committed to maintaining a safe working place at all times and in all sites, depots and business units across the country so as to avoid accidents and ill health due to work situation. We recognise that health and safety is fundamental to good manufacturing practice. The roll-out of our world class manufacturing programme has ensured that our factories are pleasant workplaces.

Employee involvement and training
The Group is committed to keeping employees informed regarding the Group's performance and progress through regular briefings and meetings. Their views are sought wherever practicable on matters which affect them as employees.

The Group believes that professional and technical expertise of its managers constitutes a major asset, and investment in developing such skills continues to receive attention. The Group's skill base has been steadily expanding with the range of training provided for career development within the Group.

Statement of compliance
The Directors confirm that the Company has complied with the Code of Corporate Governance for public companies in Nigeria.

Independent auditors
Messrs PricewaterhouseCoopers were reappointed as independent auditors at the last Annual General Meeting and having indicated their willingness, will continue in office in accordance with Section 357(2) of the Companies and Allied Matters Act. A resolution will be proposed authorising the Directors to fix their remuneration.

By order of the Board

R A Alade
Company Secretary
FRC/2013/NBA/00000004100
Lagos, Nigeria

17 July 2014


Cussons
MORNING FRESH
SUPER CONCENTRATE
Cussons
MORNING FRESH
ORIGINAL
• Cleans • Sparkles
• Freshens
WASHES 100% MORE
Cussons
MORNING FRESH
ZESTY LEMON
• Cleans • Sparkles
• Freshens
...cleans so much more
• Superior grease-cutting power
• Fresh fragrance
• Handy pack
• Innovative tamper-proof cap
Contact us :
0800PZCUSSONS
www.facebook.com/Morningfresh.ng
PZ Cussons

Statement of Directors' Responsibilities
Year Ended 31 May 2014

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

a. ensuring that the Company keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Company and comply with the requirements of the Companies and Allied Matters Act;
b. designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; and
c. preparing the Company's financial statements using suitable accounting policies supported by reasonable and prudent judgements and estimates, that are consistently applied.

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

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

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

Mr D Petzer
Chief Financial Officer
17 July 2014

Mr C Giannopoulos
Chief Executive Officer
17 July 2014
FRC/2013/IODN/00000004206


NEW
Olympic
Milk Range
LOW ON CHOLESTEROL
12% BETTER VALUE
Live Fit, Live Life
Olympic
NUTRIACTIVE™
REDUCED CHOLESTEROL
CONTAINS VITAMIN A & CALCIUM
Instant Filled Milk Powder
Filled Evaporated Milk
Now available in 16g and 300g sachets.
NUTRIACTIVE™
REDUCED CHOLESTEROL
CONTAINS VITAMIN A & CALCIUM
Live Fit...live life

Report of the Audit Committee
Year Ended 31 May 2014

To the members of PZ Cussons Nigeria Plc

In compliance with the provisions of Section 359(6) of the Companies and Allied Matters Act, the members of the Audit Committee hereby confirm as follows:

a. We have reviewed the scope and planning of the audit for the year ended 31 May 2014 and we confirm that they were adequate.
b. The Company's reporting and accounting policies as well as the internal control systems conform with legal requirements and agreed ethical practices.
c. We are satisfied with the management's responses to the independent auditors' findings on management matters for the year ended 31 May 2014.

Professor R I Salawu
Chairman
Audit Committee
16 July 2014

Members of the Audit Committee

Professor R I Salawu (Chairman)
Shareholders representative

Mr O I Obarinde
Shareholders representative

Mr E A Akinduro
Shareholders representative

Mr B Oyelola
Director

Mr L Batagarawa
Director

Mrs O T Ifaturoti
Director

Presenting

HEALTHY

mamador Virgin Palm Oil

You've always thought cooking and eating palm oil has been 100% healthy, sorry you may be wrong. Even Palm oil from the village may have high Free Fatty Acid and unwanted particles that could be hazardous to your health. Sometimes red colorant or Sudan red may have even been added to enhance the colour.

Mamador Virgin Palm Oil is processed to remove impurities and has no additives to make it colourful and reddish. It is pure, has the natural fresh taste, rich in vitamins A&E and very healthy for the family.

Add more life into your cooking, get Mamador Virgin Palm Oil today.

- 100% Pure
- Unadulterated
- Impurities Filtered
- Low in Free Fatty Acid
- Rich in Vitamins A&E

mamador VIRGIN PALM OIL

Report of the Independent Auditors

REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF PZ CUSSONS NIGERIA PLC

Report on the financial statements

We have audited the accompanying financial statements of PZ Cussons Nigeria Plc (the Company) and its subsidiaries (together, the Group). These financial statements comprise the statement of financial position as at 31 May 2014 and the statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

The Directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and with the requirements of the Companies and Allied Matters Act and for such internal control, as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform our audit to obtain reasonable assurance that the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion the accompanying financial statements give a true and fair view of the state of the financial affairs of the Company and the Group at 31 May 2014 and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies and Allied Matters Act and the Financial Reporting Council of Nigeria Act.

Report on other legal 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 not visited by us;
iii. the Company's statements of financial position and comprehensive income are in agreement with the books of account.

For: PricewaterhouseCoopers
Chartered Accountants
Lagos, Nigeria

Engagement Partner: Osere Alakhume
FRC/2013/ICAN/00000000647

21 August 2014

Consolidated Statement of Comprehensive Income
For the Year Ended 31 May 2014

		Group		Company	
	Notes	**2014 N'000**	2013 N'000	**2014 N'000**	2013 N'000
Continuing operations					
Revenue	16	**72,905,679**	71,343,088	**72,905,679**	71,343,088
Cost of sales		**(53,710,991)**	(52,246,080)	**(61,330,797)**	(58,504,029)
Gross profit		**19,194,688**	19,097,008	**11,574,882**	12,839,059
Selling and distribution costs		**(8,825,075)**	(7,351,854)	**(6,044,072)**	(5,321,189)
Administrative expenses		**(4,067,989)**	(4,588,862)	**(3,445,660)**	(4,109,852)
Operating profit		**6,301,624**	7,156,292	**2,085,150**	3,408,018
Other income	16	**281,039**	264,442	**2,948,977**	541,668
Interest income		**508,374**	447,266	**102,776**	88,897
Interest cost	24	**(141,052)**	(217,735)	**(161,641)**	(470,962)
Net finance income/(cost)		**367,322**	229,531	**(58,865)**	(382,065)
Profit before taxation		**6,949,985**	7,650,265	**4,975,262**	3,567,621
Taxation	14	**(1,867,238)**	(2,329,078)	**(984,798)**	(1,346,174)
Profit for the year		**5,082,747**	5,321,187	**3,990,464**	2,221,447
Total comprehensive income for the year		**5,082,747**	5,321,187	**3,990,464**	2,221,447
Total comprehensive income for the year attributable to:					
Equity holders of the Parent Company		**4,591,399**	4,875,040	**3,990,464**	2,221,447
Non-controlling interest		**491,348**	446,147	**–**	–
		5,082,747	5,321,187	**3,990,464**	2,221,447
Basic and diluted EPS (Naira)	18	**1.16**	1.23	**1.01**	0.56

The notes on pages 38 to 60 are an integral part of these financial statements.

Consolidated Statement of Financial Position
At 31 May 2014

		Group		Company	
	Notes	**31 May 2014 N'000**	31 May 2013 N'000	**31 May 2014 N'000**	31 May 2013 N'000
Assets					
Non-current assets					
Property, plant and equipment	4	**24,485,136**	24,370,445	**18,513,248**	18,607,026
Investments in subsidiaries	5	**–**	–	**526,406**	526,406
		24,485,136	24,370,445	**19,039,654**	19,133,432
Current assets					
Inventories	6	**20,292,556**	18,021,346	**14,239,679**	11,302,271
Trade and other receivables	7	**20,679,990**	20,494,410	**13,658,252**	15,122,085
Deposits for letters of credit	8	**1,030,504**	538,492	**967,381**	523,660
Cash and cash equivalents	9	**4,477,549**	8,871,727	**3,789,200**	4,162,406
		46,480,599	47,925,975	**32,654,512**	31,110,422
Total assets		**70,965,735**	72,296,420	**51,694,166**	50,243,854
Equity					
Ordinary Share capital	10	**1,985,238**	1,985,238	**1,985,238**	1,985,238
Share premium		**6,878,269**	6,878,269	**6,878,269**	6,878,269
Retained earnings		**31,711,254**	35,252,554	**18,743,806**	22,886,041
Equity attributable to equity holders of the Company		**40,574,761**	44,116,061	**27,607,313**	31,749,548
Non-controlling interest		**1,963,821**	2,320,796	**–**	–
Total equity		**42,538,582**	46,436,857	**27,607,313**	31,749,548
Liabilities					
Non-current liabilities					
Deferred taxation	11	**4,365,881**	4,283,021	**3,374,580**	3,421,827
Provisions	12	**109,224**	179,455	**–**	–
		4,475,105	4,462,476	**3,374,580**	3,421,827
Current liabilities					
Trade and other payables	13	**21,897,870**	18,892,973	**19,609,345**	13,621,473
Current taxation payable	14	**1,863,541**	2,409,806	**1,102,928**	1,451,006
Provisions	12	**190,637**	94,308	**–**	–
		23,952,048	21,397,087	**20,712,273**	15,072,479
Total liabilities		**28,427,153**	25,859,563	**24,086,853**	18,494,306
Total equity and liabilities		**70,965,735**	72,296,420	**51,694,166**	50,243,854

The financial statements on pages 34 to 60 were approved by the Board of Directors on 17 July 2014 and signed on its behalf by:

Mr D Petzer
Chief Financial Officer

Mr C Giannopoulos
Chief Executive Officer
FRC/2013/IODN/00000004206

The notes on pages 38 to 60 are an integral part of these financial statements.

Statement of Changes in Equity
For the Year Ended 31 May 2014

	Group				
	Attributable to owners of the Group				
	Share capital N'000	Share premium N'000	Retained earnings N'000	Non-controlling interest N'000	Total N'000
At 1 June 2013	1,985,238	6,878,269	35,252,554	2,320,796	46,436,857
Profit for the year	–	–	4,591,399	491,348	5,082,747
Total comprehensive income for the year	–	–	4,591,399	491,348	5,082,747
Transactions with owners:					
Dividend paid relating to year ended 31 May 2013	–	–	(2,204,195)	(223,073)	(2,427,268)
Interim dividend paid relating to year ended 31 May 2014			(790,522)		(790,522)
Special dividend paid in 2014			(5,161,620)	(625,250)	(5,786,870)
Unclaimed dividend forfeited	–	–	23,638	–	23,638
Total transactions with owners	–	–	(8,132,699)	(848,323)	(8,981,022)
At 31 May 2014	**1,985,238**	**6,878,269**	**31,711,254**	**1,963,821**	**42,538,582**

	Company			
	Attributable to owners of the Company			
	Share capital N'000	Share premium N'000	Retained earnings N'000	Total N'000
At 1 June 2013	1,985,238	6,878,269	22,886,041	31,749,548
Profit for the year	–	–	3,990,464	3,990,464
Total comprehensive income for the year	–	–	3,990,464	3,990,464
Transactions with owners:				
Dividend paid relating to year ended 31 May 2013	–	–	(2,204,195)	(2,204,195)
Interim dividend paid relating to year ended 31 May 2014			(790,522)	(790,522)
Special dividend paid in 2014			(5,161,620)	(5,161,620)
Unclaimed dividend forfeited	–	–	23,638	23,638
Total transactions with owners	–	–	(8,132,699)	(8,132,699)
At 31 May 2014	**1,985,238**	**6,878,269**	**18,743,806**	**27,607,313**

The notes on pages 38 to 60 are an integral part of these financial statements.

Statement of Cash Flows
For the Year Ended 31 May 2014

		Group		Company	
	Notes	**2014 N'000**	2013 N'000	**2014 N'000**	2013 N'000
Cash flows from operating activities	19	**9,781,753**	10,875,837	**11,667,904**	5,293,682
Tax paid	14	**(2,330,643)**	(1,137,120)	**(1,380,123)**	(176,084)
Net cash generated from operating activities		**7,451,110**	9,738,717	**10,287,781**	5,117,598
Cash flows from investing activities					
Purchase of fixed assets	4	**(3,221,109)**	(1,854,568)	**(2,451,586)**	(1,250,090)
Proceeds from sale of fixed assets		**13,159**	6,817	**5,801**	3,962
Interest income		**508,374**	447,266	**102,776**	88,897
Net cash used in investing activities		**(2,699,576)**	(1,400,485)	**(2,343,009)**	(1,157,231)
Dividend paid to equity holders of Parent		**(8,156,337)**	(1,707,305)	**(8,156,337)**	(1,707,305)
Dividend paid to non-controlling interest		**(848,323)**	(64,276)	**–**	–
Interest expense		**(141,052)**	(217,735)	**(161,641)**	(470,962)
Net cash used in financing activities		**(9,145,712)**	(1,989,316)	**(8,317,978)**	(2,178,267)
Net (decrease)/increase in cash and cash equivalents		**(4,394,178)**	6,348,916	**(373,206)**	1,782,100
Cash and cash equivalents at 1 June		**8,871,727**	2,522,811	**4,162,406**	2,380,306
Cash and cash equivalents at 31 May	9	**4,477,549**	8,871,727	**3,789,200**	4,162,406

The notes on pages 38 to 60 are an integral part of these financial statements.

Notes to the Consolidated Financial Statements
Year Ended 31 May 2014

1 General information
The Group
PZ Cussons Nigeria Plc is a company incorporated in Nigeria on 4 December 1948 under the name of PB Nicholas and Company Limited. The name was changed to Alagbon Industries Limited in 1953 and to Associated Industries Limited in 1960. The Company became a public company in 1972 and was granted a listing on the Nigerian Stock Exchange. The name was changed to Paterson Zochonis Industries Limited on 24 November 1976 and in compliance with the Companies and Allied Matters Act, it changed its name to Paterson Zochonis Industries Plc on 22 November 1990. On 21 September, 2006, the Company adopted its present name of PZ Cussons Nigeria Plc.

The principal activities of the Group are the manufacture, distribution and sale of a wide range of consumer products and home appliances through owned depots. These products are leading brand names throughout the country in detergent, soap, pharmaceuticals, cosmetics, confectionery, refrigerators, freezers and air-conditioners. The Group also distributes milk products of Nutricima Limited and products of Harefield Industrial Nigeria Limited.

The address of the registered office is 45/47 Town Planning Way, Ilupeju, Lagos.

These financial statements are presented in Nigerian Naira which is the functional currency of the primary economic environment in which the Group operates. The financial statements have been rounded to the nearest thousands.

2 Summary of significant accounting policies of the Company and the Group
2.1 Basis of preparation
The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs), including International Accounting Standards (IAS) and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC). Further standards may be issued by the International Accounting Standards Board (IASB) and standards currently in issue may be subject to interpretations issued by the IFRIC.

The preparation of financial statements in conformity with generally accepted accounting principles under IFRS requires the Directors to make estimates and assumptions that affect the reported amounts of assets and liabilities at the reporting date and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the Directors' best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The financial statements have been prepared on a historical cost basis and the accounting policies set out below have been consistently applied to all the years presented.

2.1.1 Going concern
The consolidated financial statements have been prepared on a going concern basis. No material uncertainties that cast significant doubt about the ability of the Company to continue as a going concern by the Directors have been identified

2.1.2 Changes in accounting policy and disclosures
New and amended standards adopted by the Group
The following standards have been adopted by the Group for the first time

Amendment to IFRS 7, 'Financial instruments: Disclosures', on financial assets and financial liabilities offsetting. This amendment reflects the joint IASB and FASB requirements to enhance current offsetting disclosures. These new disclosures are intended to facilitate comparison between those entities that prepare IFRS financial statements and those that prepare US GAAP financial statements.

IFRS 10, 'Consolidated financial statements' builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements. The standard provides additional guidance to assist in the determination of control where this is difficult to assess.

IFRS 12, 'Disclosures of interests in other entities' includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, structured entities and other off balance sheet vehicles.

IFRS 13, 'Fair value measurement'. This standard aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRS or US GAAP.

IAS 27 (revised 2011) 'Separate financial statements'. This standard includes the provisions on separate financial statements that are left after the control provisions of IAS 27 have been included in the new IFRS 10.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

2 Summary of significant accounting policies of the Company and the Group continued

Amendment to IAS 12, 'Income taxes' on deferred tax. Currently IAS 12, 'Income taxes', requires an entity to measure the deferred tax relating to an asset depending on whether the entity expects to recover the carrying amount of the asset through use or sale. It can be difficult and subjective to assess whether recovery will be through use or through sale when the asset is measured using the fair value model in IAS 40 Investment Property. Hence this amendment introduces an exception to the existing principle for the measurement of deferred tax assets or liabilities arising on investment property measured at fair value. As a result of the amendments, SIC 21, 'Income taxes-recovery of revalued non-depreciable assets', would no longer apply to investment properties carried at fair value. The amendments also incorporate into IAS 12 the remaining guidance previously contained in SIC 21, which is accordingly withdrawn.

New accounting standards issued but not yet adopted

New standards, amendments and interpretations issued before 31 May 2014 with an effective date after 1 June 2014 are not early adopted:

IFRS 9, 'Financial instruments – classification and measurement'. This standard on classification and measurement of financial assets and financial liabilities will replace IAS 39, 'Financial instruments: Recognition and measurement'. IFRS 9 has two measurement categories: amortised cost and fair value. All equity instruments are measured at fair value. A debt instrument is measured at amortised cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. For liabilities, the standard retains most of the IAS 39 requirements. These include amortised-cost accounting for most financial liabilities, with bifurcation of embedded derivatives. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch.

IFRIC 21, 'Levies'. This interpretation is on IAS 37, 'Provisions, contingent liabilities and contingent assets'. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event (known as an obligating event). The interpretation clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy.

Amendment to IAS 16, 'Property, plant and equipment' and IAS 38, 'Intangible assets' on depreciation and amortisation. In this amendment the IASB has clarified that the use of revenue based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The IASB has also clarified that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset.

Amendment to IAS 39 'Financial instruments: Recognition and measurement', on novation of derivatives and hedge accounting. These narrow-scope amendments allow hedge accounting to continue in a situation where a derivative, which has been designated as a hedging instrument, is novated to effect clearing with a central counterparty as a result of laws or regulation, if specific conditions are met (in this context, a novation indicates that parties to a contract agree to replace their original counterparty with a new one). This relief has been introduced in response to legislative changes across many jurisdictions that would lead to the widespread novation of over-the-counter derivatives. These legislative changes were prompted by a G20 commitment to improve transparency and regulatory oversight of over-the-counter derivatives in an internationally consistent and non-discriminatory way.

Amendments to IAS 36, 'Impairment of assets'. These amendments address the disclosure of information about the recoverable amount of impaired assets if that amount is based on fair value less costs of disposal.

Amendment to IAS 32, 'Financial instruments: Presentation', on offsetting financial assets and financial liabilities. These amendments updates the application guidance in IAS 32, 'Financial instruments: Presentation', to clarify some of the requirements for offsetting financial assets and financial liabilities on the balance sheet.

2.2 Basis of consolidation

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

2 Summary of significant accounting policies of the Company and the Group continued

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date; any gains or losses arising from such remeasurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated. When necessary amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Board which comprises the six Executive Directors.

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

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

2.4 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, rebates and sales related taxes but including interest receivable on sales on extended credit. Revenue is recognised when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the entity.

Sales of goods are recognised when title has passed and the significant risks and rewards of ownership have been transferred.

The Group manufactures and sells a range of consumer products and electrical products in the wholesale market.

Sales of goods are recognised when a Group entity has despatched products to the wholesaler, the wholesaler has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the wholesaler's acceptance of the products. Delivery does not occur until the products have been shipped from the local Group depot, the risks of obsolescence and loss have been transferred to the wholesaler, and either the wholesaler has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed or the Group has objective evidence that all criteria for acceptance have been satisfied.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established. Interest is recognised using the effective interest method.

2.5 Leases

Operating lease

Leases in which a significant portion of the risks and rewards of ownership are retained by another party, the lessor, are classified as operating leases. Payments, including prepayments, made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease. When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

2 Summary of significant accounting policies of the Company and the Group continued

2.6 Foreign currencies

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in 'Nigerian Naira' (N).

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the income statement within 'other (losses)/gains – net'.

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

2.7 Finance income and expense

Finance income and expense are recognised in the income statement in the period in which they are earned or incurred.

Interest income is recognised using the effective interest method.

2.8 Employee benefits

2.8.1 Gratuity scheme

PZ Cussons Nigeria Plc gratuity scheme is a short-term employee benefit that is computed based on the agreement between PZ Cussons Nigeria Plc and Staff of PZ Cussons Nigeria Plc dated 31 December 2006.

The scheme expense is computed on a monthly basis based on the length of service of the employee and the gross pay of the employee for the year under consideration. The scheme is funded directly using the Company's cash flow and expensed to the income statement appropriately.

The PZ Cussons Nigerian Plc gratuity scheme runs from January to December of each year and are paid in the month of February of the subsequent year. The gratuity scheme obligation at the end of each year relates to gratuity awards for January to May that are due to be paid to staff but unpaid as at year end.

The scheme is only applicable for staff engaged before 1 January 2007 hence, all staff employed subsequently are not covered by the scheme.

2.8.2 Defined contribution scheme

The Group operates a defined contribution plan. The defined contribution plan pays a fixed contribution into a separate entity. Hence, the Group has no legal or constructive obligation to pay further contribution if the fund does not hold sufficient asset to pay all the employees the benefits relating to employees' service in the current and prior period.

The contributions are recognised as employee benefit expenses when they are due. The Group has no further payment obligation once the contributions have been paid. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payment is available. The Group and employees each contribute 15% and 10% respectively.

2.8.3 Profit-sharing and bonus plans

The Group recognises a liability and expense for bonuses and profit-sharing based on the formula that takes into consideration the Group's objectives (net sales, operating contribution %, net working capital %). The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.9 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to cost of production are deferred in the statement of financial position and recognised in the income statement over the period necessary to match them with the costs that they are intended to compensate.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

2 Summary of significant accounting policies of the Company and the Group continued

2.10 Current and deferred income tax

The tax for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is recognised in other comprehensive income or directly in equity, respectively.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement 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 at the reporting date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the statement of financial position liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such 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 nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax liabilities on a net basis.

2.11 Property, plant and equipment

All property, plant and equipment are initially recognised at cost and subsequently stated at historical cost less accumulated depreciation and impairment losses.

Land and buildings comprise mainly of factories and offices.

Historical cost includes purchase costs, expenditure that is directly attributable to the acquisition of the items and the estimate of the cost of decommissioning (dismantling, removing the asset and restoring the site).

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company or the Group and the cost can be measured reliably. The carrying amount of the replaced cost is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Freehold land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives as follows:

Freehold land	Nil
Freehold buildings	2%
Leasehold buildings:	
– Over 50 years	2%
– Under 50 years	Over the lease period
Plant and machinery	4–8%
Motor vehicles	25%
Computer/IT equipment	33%
Office furniture and fittings	20%

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

2 Summary of significant accounting policies of the Company and the Group continued

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

Capital work in progress represents assets under construction. Accordingly, they are not depreciated until they are completed and put into use.

Minor items of furniture and fittings are not capitalised but expensed on acquisition. The annual rates of depreciation are consistent with those of priors except that of the detergent tower that was changed from 8% to 4% following review of the estimated useful life of this asset class by the Board.

Where an indication of impairment exists, an asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement for the period.

2.12 Warranty

Provision for products warranty is made at the time of revenue recognition and reflects the estimated costs of replacement and free-of-charge services that will be incurred by the Group with respect to the products. Initial recognition is based on historical experience.

2.13 Non-financial assets

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2.14 Financial assets

2.14.1 Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

2.14.2 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand plus short-term deposits. Short-term deposits have a maturity of less than three months from the date of acquisition.

2.15 Financial liabilities

2.15.1 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost.

2.16 Inventories

Inventories are stated at the lower of cost and estimated net realisable value. Cost comprises direct materials and where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the FIFO method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

2.17 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation and the amount has been reliably estimated. Provisions for restructuring costs are recognised when the Company has a detailed formal plan for the restructuring that has been communicated to affected parties. Provisions are not recognised for future operating losses.

Provisions are measured at the present values of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessment of the time value of money and the specific risk relating to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.18 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders. In respect of interim dividends these are recognised once paid.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

2 Summary of significant accounting policies of the Company and the Group continued

2.19 Critical accounting policies and key sources of estimation uncertainty

Estimates and accounting judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The preparation of financial statements under IFRS requires management to make assumptions and estimates about future events. The resulting accounting estimates will, by definition, differ from the actual results. The assumptions and estimates that have significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year is as follows:

Revenue recognition

The Group recognises revenue generally at the time of despatch of goods, which represents the point at which the significant risk and rewards of ownership are transferred to the customer, and when collection of the resulting consideration for those goods is reasonably assured. Should management consider that the criteria for recognition are not met, revenue is deferred until such a time as the consideration has been fully earned. Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable net of discounts, rebates and sales-related taxes but including interest receivable on sales on extended credit and income from the provision of technical services and agreements. Dividend income from investment is recognised when the right to receive payment is established.

Impairment of financial assets

The Group assesses at the end of the reporting period whether there was an impairment loss on a financial asset. At the reporting date, financial assets were assessed for evidence of impairment triggers, and a default in payments was identified. Subsequently, an impairment testing was carried out using the Company's borrowing rate as the discount rate for determining the present value of future cash flows.

Impairment of non-financial assets

The Group reviews non-financial assets for possible impairment if there are events or changes in circumstances that indicate that the carrying values of the assets may not be recoverable, or at least at every reporting date, when there is any indication that the asset might be impaired. Impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. Following the impairment charge as disclosed in note 15, management believe that no further write down is required.

Useful lives of property, plant and equipment (PPE)

Property, plant and equipment are depreciated over their useful lives. The Group estimates the useful lives of PPE based on the period over which the assets are expected to be available for use. The estimation of the useful lives of PPE are based on technical evaluations carried out by those staff with knowledge of the machines and experience with similar assets. Estimates could change if expectations differ due to physical wear and tear and technical or commercial obsolescence. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in factors mentioned above. The amounts and timing of expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the plant and machinery would increase expenses and decrease the value of non-current assets.

3 Financial risk management

The Group's and Company's operations expose it to a variety of financial risks that include the effects of changes in foreign exchange rates, credit risk, liquidity risk and interest rates.

3.1 Credit risk

Credit risk is the risk that financial loss arises from the failure of a customer or counterparty to meet its obligations under a contract. It arises principally from trading activities with customers. The Group has dedicated standards, policies and procedures to control and monitor all such risks. Although the Group is potentially exposed to credit loss in the event of non-performance by counterparties holding the Group's cash and cash equivalents, such credit risk is controlled through credit rating and equity price reviews of the counterparties and by limiting the total amount of exposure to any one party.

The credit risk of customers is assessed at subsidiary and Group level, taking into account their financial positions, past experiences and other factors. Individual customer credit limits are imposed based on these factors. Customers are initially brought on board on a cash basis for a period of six months. At the expiration of the six months cash trading period, customers are free to apply for credit.

The Group does not believe it is exposed to any material concentrations of credit risk.

All of the Group's financial assets are carried at amortised cost. The maximum exposure to credit risk at the reporting date is the carrying value of the financial assets in the statement of financial position.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

3 Financial risk management continued

The table below analyses the Company's and Group's financial assets into relevant maturity groupings as at the reporting date.

Company

31 May 2014

Financial assets:	Neither past due nor impaired N'000	Up to 90 days N'000	91–180 days N'000	Over 180 days N'000	Total N'000
Cash and cash equivalents (note 9)	**3,789,200**	**–**	**–**	**–**	**3,789,200**
Trade receivables (note 7)	**2,303,721**	**–**	**10,663**	**–**	**2,314,384**
Receivables from subsidiary companies (note 7)	**2,529,025**	**–**	**–**	**–**	**2,529,025**
Receivables from related party companies (note 7)	**5,636,974**	**–**	**–**	**–**	**5,636,974**
Export rebate receivable (note 7)	**47,971**	**113,456**	**280,250**	**756,092**	**1,197,769**
Negotiable duty credit certificates (note 7)	**–**	**190,348**	**100,629**	**20,287**	**311,264**
WHT credit note receivable (note 7)	**254,361**	**–**	**–**	**–**	**254,361**
Other receivables (note 7)	**260,283**	**–**	**–**	**–**	**260,283**
Total	**14,821,535**	**303,804**	**391,542**	**776,379**	**16,293,260**

31 May 2013

Financial assets:	Neither past due nor impaired N'000	Up to 90 days N'000	91–180 days N'000	Over 180 days N'000	Total N'000
Cash and cash equivalents (note 9)	4,162,406	–	–	–	4,162,406
Trade receivables (note 7)	2,064,849	45,915	–	–	2,110,764
Receivables from subsidiary companies (note 7)	2,777,437	–	–	–	2,777,437
Receivables from related party companies (note 7)	8,141,647	–	–	–	8,141,647
Export rebate receivable (note 7)	76,705	93,700	30,907	768,508	969,820
Negotiable duty credit certificates (note 7)	20,287	–	–	–	20,287
Other receivables (note 7)	44,500	–	–	–	44,500
Total	**17,287,831**	**139,615**	**30,907**	**768,508**	**18,226,861**

Group

31 May 2014

Financial assets:	Neither past due nor impaired N'000	Up to 90 days N'000	91–180 days N'000	Over 180 days N'000	Total N'000
Cash and cash equivalents (note 9)	**4,477,549**	**–**	**–**	**–**	**4,477,549**
Trade receivables (note 7)	**5,851,690**	**79,488**	**10,663**	**–**	**5,941,841**
Receivables from related party companies (note 7)	**10,982,895**	**–**	**–**	**–**	**10,982,895**
Export rebate receivable (note 7)	**47,971**	**113,456**	**280,250**	**775,551**	**1,217,228**
Negotiable duty credit certificates (note 7)	**–**	**193,125**	**123,430**	**20,287**	**336,842**
WHT credit note receivable (note 7)	**254,361**	**–**	**–**	**–**	**254,361**
Other receivables (note 7)	**280,924**	**–**	**–**	**–**	**280,924**
Total	**21,895,390**	**386,069**	**414,343**	**795,838**	**23,491,640**

31 May 2013

Financial assets:	Neither past due nor impaired N'000	Up to 90 days N'000	91–180 days N'000	Over 180 days N'000	Total N'000
Cash and cash equivalents (note 9)	8,871,727	–	–	–	8,871,727
Trade receivables (note 7)	5,168,077	109,164	10,377	–	5,287,618
Receivables from related party companies (note 7)	12,221,239	–	–	–	12,221,239
Export rebate receivable (note 7)	76,705	55,150	93,189	789,814	1,014,858
Negotiable duty credit certificates (note 7)	20,287	–	–	–	20,287
Other receivables (note 7)	152,694	–	–	–	152,694
Total	**26,510,729**	**164,314**	**103,566**	**789,814**	**27,568,423**

Export rebate receivable balance is past due but not considered to be impaired.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

3 Financial risk management continued

Provision for impairment as disclosed in note 7 relates to specific provision for trade receivables that are doubtful of recovery. Provision for impairment is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables.

An analysis of the international long-term credit ratings of counterparties where cash and cash equivalents are held is as follows:

Company

Credit rating	**2014 N'000**	2013 N'000
AA	**–**	–
A	**–**	–
B	**3,789,200**	4,162,406
B+	**–**	–
	3,789,200	4,162,406

Group

Credit rating	**2014 N'000**	2013 N'000
AA	**–**	–
A	**–**	–
B	**4,477,549**	8,871,727
B+	**–**	–
	4,477,549	8,871,727

3.2 Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group maintains a strong liquidity position and manages the liquidity profile of its assets, liabilities and commitments so that cash flows are appropriately balanced and all funding obligations are met when due.

There is a central treasury that coordinates cash flows management and funding activities. Cash surplus to immediate requirements is placed in interest yielding short-term deposit accounts in banks with good credit rating.

The Group enjoys favourable 90 days of credit from its suppliers as against 30 days of credit it gives to its customers. Thus, the Group is always at an advantageous position to meet its obligations because funding is quickly available from credits extended to its customers than the timing it is required to settle its obligations.

Included in the Group's trade and other payables as at 31 May 2014 and 31 May 2013 are balances due to related parties of N10.4 billion and N11.1 billion respectively while that of the Company is N9.9 billion and N7.8 billion respectively.

The table below analyses the Group's financial liabilities into relevant maturity groupings as at the reporting date.

Company

31 May 2014

Financial liabilities:	Up to 90 days N'000	Up to 180 days N'000	Total N'000
Trade and other payables (note 13)	**2,198,779**	**17,410,566**	**19,609,345**
	2,198,779	**17,410,566**	**19,609,345**

31 May 2013

Financial liabilities:	Up to 90 days N'000	Up to 180 days N'000	Total N'000
Trade and other payables (note 13)	1,495,071	12,126,402	13,621,473
	1,495,071	12,126,402	13,621,473

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

3 Financial risk management continued
Group

31 May 2014

Financial liabilities:	Up to 90 days N'000	Up to 180 days N'000	Total N'000
Trade and other payables (note 13)	**2,264,361**	**19,633,509**	**21,897,870**
	2,264,361	**19,633,509**	**21,897,870**

31 May 2013

Financial liabilities:	Up to 90 days N'000	Up to 180 days N'000	Total N'000
Trade and other payables (note 13)	1,627,210	17,265,763	18,892,973
	1,627,210	17,265,763	18,892,973

3.3 Market risk
Market risk is the risk that movements in market rates, including foreign exchange rates, interest rates, equity and commodity prices will affect the fair value or future cash flows of a financial instrument. The management of market risk is undertaken using risk limits approved by the operating unit finance directors under delegated authority.

3.4 Foreign exchange risk
The Group's activities expose it to the financial risks of changes in foreign currency exchange rates. Subsidiary undertakings must ensure that all transactional exposures arising from commitments in a currency other than their functional currency are identified and monitored. The Group is primarily exposed to the US Dollar. A 1% increase/decrease in foreign exchange rate at the reporting dates would have increased/decreased profit or loss and total equity by the following amounts. This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables remain constant.

	Group		Company	
	31 May 2014 N'000	31 May 2013 N'000	**31 May 2014 N'000**	31 May 2013 N'000
US Dollar – 1% increase	**56,331**	102,675	**47,912**	53,948
US Dollar – 1% decrease	**(56,331)**	(102,675)	**(47,912)**	(53,948)

3.5 Fair value of financial assets and liabilities
All the Group's financial assets and liabilities are measured at amortised cost and due to the short-term nature of these financial instruments, the fair value reasonably approximates the carrying value in the statement of financial position.

3.6 Capital risk management
The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets.

Capital requirements are generally imposed by the majority shareholder, PZ Cussons Plc.

The Group reports to the Parent Company the net funds/net debt ratio. This is summarised as follows:

	Group		Company	
	31 May 2014 N'000	31 May 2013 N'000	**31 May 2014 N'000**	31 May 2013 N'000
Cash and cash equivalents	**4,477,549**	8,871,727	**3,789,200**	4,162,406
Short-term borrowing	**–**	–	**–**	–
Long-term borrowing	**–**	–	**–**	–
Net fund	**4,477,549**	8,871,727	**3,789,200**	4,162,406

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

4 Property, plant and equipment

Group – 2014

	Freehold land and buildings N'000	Leasehold land and buildings N'000	Plant and machinery N'000	Capital work in progress N'000	Office furniture and fittings N'000	Motor vehicles N'000	Total N'000
Cost							
At 1 June 2013	29,048	14,747,938	17,424,756	1,769,800	1,845,645	868,742	36,685,929
Additions	–	–	–	3,221,109	–	–	3,221,109
Reclassifications	–	978,219	2,168,696	(3,318,485)	118,505	53,065	–
Other – *Impaired asset*	–	–	(2,642,747)	–	–	–	(2,642,747)
Disposals	–		(1,385)			(110,915)	(112,300)
At 31 May 2014	**29,048**	**15,726,157**	**16,949,320**	**1,672,424**	**1,964,150**	**810,892**	**37,151,991**
Depreciation							
At 1 June 2013	5,155	1,934,687	8,167,608	–	1,450,412	757,622	12,315,484
Charge for the year	581	274,341	1,473,117	–	171,871	65,764	1,985,674
Other – *Impaired asset*	–	–	(1,526,724)	–	–	–	(1,526,724)
On Disposals	–	–	(153)	–	–	(107,426)	(107,579)
At 31 May 2014	**5,736**	**2,209,028**	**8,113,848**	**–**	**1,622,283**	**715,960**	**12,666,855**
Net book values							
At 31 May 2014	**23,312**	**13,517,129**	**8,835,472**	**1,672,424**	**341,867**	**94,932**	**24,485,136**
At 31 May 2013	23,893	12,813,251	9,257,148	1,769,800	395,233	111,120	24,370,445

Company – 2014

	Freehold land and buildings N'000	Leasehold land and buildings N'000	Plant and machinery N'000	Capital work in progress N'000	Office furniture and fittings N'000	Motor vehicles N'000	Total N'000
Cost							
At 1 June 2013	29,048	13,252,385	12,285,598	1,112,579	1,579,962	714,691	28,974,263
Additions	–	–	–	2,451,586	–	–	2,451,586
Reclassifications	–	801,700	1,507,173	(2,402,300)	83,662	9,765	–
Other – *Impaired asset*	–	–	(2,642,747)	–	–	–	(2,642,747)
Disposals	–	–	(1,380)	–	–	(59,682)	(61,062)
At 31 May 2014	**29,048**	**14,054,085**	**11,148,644**	**1,161,865**	**1,663,624**	**664,774**	**28,722,040**
Depreciation							
At 1 June 2013	5,155	1,845,505	6,563,718	–	1,329,730	623,129	10,367,237
Charge for the year	581	238,071	1,003,239	–	134,414	51,809	1,428,114
Impairment charge	–	–	–	–	–	–	–
Other – *Impaired asset*	–	–	(1,526,724)	–	–	–	(1,526,724)
On disposals	–	–	(153)	–	–	(59,682)	(59,835)
At 31 May 2014	**5,736**	**2,083,576**	**6,040,080**	**–**	**1,464,144**	**615,256**	**10,208,792**
Net book value							
At 31 May 2014	**23,312**	**11,970,509**	**5,108,564**	**1,161,865**	**199,480**	**49,518**	**18,513,248**
At 31 May 2013	23,893	11,406,880	5,721,880	1,112,579	250,232	91,562	18,607,026

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

5 Investments in subsidiaries

The Company

	Company	
	2014 N'000	2013 N'000
At 1 June	**526,406**	526,406
Additions	**–**	–
Total	**526,406**	526,406

Principal investments: 31 May 2014 and 31 May 2013.

	Ownership	
	N'000	%
HPZ Limited	504,406	74.99
Roberts Pharmaceuticals Limited	2,000	100.00
PZ Power Company Limited	10,000	99.99
PZ Tower Limited	10,000	99.99
Total	**526,406**	

There are no restrictions in transfer of funds within the entities in the Group.

6 Inventories

	Group		Company	
	2014 N'000	2013 N'000	**2014 N'000**	2013 N'000
Raw materials	**11,648,453**	10,338,045	**8,690,320**	6,736,716
Finished goods and goods for resale	**7,357,682**	6,539,926	**4,485,500**	3,650,025
Engineering spares and other stocks	**1,286,421**	1,143,375	**1,063,859**	915,530
Total	**20,292,556**	18,021,346	**14,239,679**	11,302,271

During the year ended 31 May 2014, N72.0 million (2013: N133.9 million) was charged to income statement for obsolete, damaged and missing inventories identified during the monthly stock count exercises. Also recognised as expense in the financial statements are engineering spares used for production – 2014: N448.0 million (2013: N465.1 million).

7 Trade and other receivables

	Group		Company	
Receivables due within one year:	**2014 N'000**	2013 N'000	**2014 N'000**	2013 N'000
Trade receivables	**7,121,430**	6,403,151	**3,015,152**	2,724,133
Less: provision for impairment of trade receivables	**(1,179,589)**	(1,115,533)	**(700,768)**	(613,369)
Net trade receivables	**5,941,841**	5,287,618	**2,314,384**	2,110,764
Receivables from subsidiary companies (note 24)	**–**	–	**2,529,025**	2,777,437
Receivables from related party companies (note 24)	**10,982,895**	12,221,239	**5,636,974**	8,141,647
Export rebate receivable	**1,217,228**	1,014,858	**1,197,769**	969,820
Prepayments	**299,240**	482,068	**169,681**	451,624
Negotiable duty credit certificates	**336,842**	20,287	**311,264**	20,287
WHT credit note receivable	**254,361**	–	**254,361**	–
Advances to suppliers	**1,366,659**	1,315,646	**984,511**	606,006
Other receivables	**280,924**	152,694	**260,283**	44,500
Total	**20,679,990**	20,494,410	**13,658,252**	15,122,085

Export rebate receivable is recognised at the rate of 20% on the related export proceeds. The weighted eligibility criteria has three bands: 20%, 15% and 10%. Approval of the rebate is subject to meeting threshold of the following eligibility criteria: local value added, local content, employment (Nigerians), priority sector, export growth and capital investment.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

7 Trade and other receivables continued

Movements in the provision for impairment of trade receivables are as follows:

	Group		Company	
	2014 N'000	2013 N'000	**2014 N'000**	2013 N'000
At 1 June	**(1,115,533)**	(919,170)	**(613,369)**	(434,307)
Provision for receivables impairment	**(64,056)**	(196,363)	**(87,399)**	(179,062)
Receivables written off during the year	**–**	–	**–**	–
Closing	**(1,179,589)**	(1,115,533)	**(700,768)**	(613,369)

All trade receivables are denominated in Nigerian Naira.

The credit risk of customers is assessed at subsidiary and Group level, taking into account their financial positions, past experiences and other factors. Individual customer credit limits are imposed based on these factors.

The Group operates in 26 depots across Nigeria with about 300 major distributors.

Customers are initially brought on board on a cash basis for a period of six months. At the expiration of the six months cash trading period, customers are free to apply for credit.

8 Deposits for letters of credit (LCs)

	Group		Company	
	2014 N'000	2013 N'000	**2014 N'000**	2013 N'000
	1,030,504	538,492	**967,381**	523,660

LCs represent committed cash no longer available for another purpose other than the purpose it has been designated for.

9 Cash and cash equivalents

	Group		Company	
	2014 N'000	2013 N'000	**2014 N'000**	2013 N'000
Cash at bank and in hand	**4,477,549**	8,871,727	**3,789,200**	4,162,406
Bank overdrafts	**–**	–	**–**	–
Cash and cash equivalents	**4,477,549**	8,871,727	**3,789,200**	4,162,406

10 Ordinary Share capital

	31 May 2014		31 May 2013	
Group and Company	**Number in thousands**	**Amount N'000**	Number in thousands	Amount N'000
Authorised:				
Ordinary Shares of 50 kobo each	**4,000,000**	**2,000,000**	4,000,000	2,000,000
Total authorised share capital	**4,000,000**	**2,000,000**	4,000,000	2,000,000
Allotted, called up and fully paid:				
Ordinary Shares of 50 kobo each	**3,970,477**	**1,985,238**	3,970,477	1,985,238
Total called up share capital	**3,970,477**	**1,985,238**	3,970,477	1,985,238

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

11 Deferred taxation

The analysis of deferred tax liabilities is as follows:

	Group		Company	
	2014 N'000	2013 N'000	**2014 N'000**	2013 N'000
– Deferred tax liability to be recovered after more than 12 months	**4,365,881**	4,283,021	**3,374,580**	3,421,827
– Deferred tax liability to be recovered within 12 months	**–**	–	**–**	–
	4,365,881	4,283,021	**3,374,580**	3,421,827

The movement in deferred tax liability is as follows:

	Group		Company	
	2014 N'000	2013 N'000	**2014 N'000**	2013 N'000
At start of year	**4,283,021**	4,285,804	**3,421,827**	3,457,997
Changes during the year:				
– Charged/(credited) to income statement (note 14)	**82,860**	(2,783)	**(47,247)**	(36,170)
At end of year	**4,365,881**	4,283,021	**3,374,580**	3,421,827

	Group			Company		
	Property, plant and equipment N'000	Provisions N'000	Total N'000	Property, plant and equipment N'000	Provisions N'000	Total N'000
At 1 June 2012	3,566,546	719,258	4,285,804	3,205,861	252,136	3,457,997
– Charged/(credited) to income statement	4,073	(6,856)	(2,783)	(30,448)	(5,722)	(36,170)
At 31 May 2013	3,570,619	712,402	4,283,021	3,175,413	246,414	3,421,827
– Charged/(credited) to income statement	92,222	(9,362)	82,860	(41,856)	(5,391)	(47,247)
At 31 May 2014	**3,662,841**	**703,040**	**4,365,881**	**3,133,557**	**241,023**	**3,374,580**

12 Warranty provisions

	Group		Company	
	2014 N'000	2013 N'000	**2014 N'000**	2013 N'000
At beginning of the year	**273,763**	190,761	**–**	–
Charged to the income statement	**190,637**	94,308	**–**	–
Utilised in the year	**(164,539)**	(11,306)	**–**	–
At 31 May	**299,861**	273,763	**–**	–
The ageing of the provisions are as follows:				
Within 12 months	**190,637**	94,308	**–**	–
Greater than 12 months	**109,224**	179,455	**–**	–
Total	**299,861**	273,763	**–**	–

The Group generally offers one to three-year warranties for its electrical products and components. Directors estimate the related provision for future warranty claims based on historical warranty claim information, as well as recent trends. Factors that could impact the estimated claim information include the success of the Group's product and quality initiatives, as well as spare parts and labour costs.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

13 Trade and other payables

	Group		Company	
	2014 N'000	2013 N'000	**2014 N'000**	2013 N'000
Trade payables	**2,264,361**	1,627,210	**2,198,779**	1,495,071
Other taxation and social security	**108,834**	145,051	**89,235**	1,726
Unclaimed Dividend	**1,388,726**	1,353,738	**1,388,726**	1,353,738
Accruals	**4,935,860**	3,927,138	**3,266,769**	2,724,887
Amounts owed to subsidiaries (note 24)	**–**	–	**2,830,147**	1,533,474
Amounts owed to related parties (note 24)	**10,436,176**	11,102,686	**7,106,555**	6,229,965
Other payables	**2,763,913**	737,150	**2,729,134**	282,612
Total	**21,897,870**	18,892,973	**19,609,345**	13,621,473

	Days	Days	**Days**	Days
Average credit period taken for trade purchases	**90**	90	**90**	90

Trade and other payables comprise amounts outstanding for trade purchases and ongoing costs. The Directors consider the carrying amount of trade and other payables to approximates their fair value.

14 Taxation

	Group		Company	
Income tax expense	**31 May 2014 N'000**	31 May 2013 N'000	**31 May 2014 N'000**	31 May 2013 N'000
Company income tax	**1,615,373**	2,151,917	**931,273**	1,269,021
Education tax	**169,005**	179,944	**100,772**	113,323
Total current tax	**1,784,378**	2,331,861	**1,032,045**	1,382,344
Deferred tax				
Origination/(reversal) of temporary differences	**82,860**	(2,783)	**(47,247)**	(36,170)
Total deferred tax	**82,860**	(2,783)	**(47,247)**	(36,170)
Income tax expense	**1,867,238**	2,329,078	**984,798**	1,346,174

Effective tax reconciliation

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the Parent as follows:

	Group		Company	
	31 May 2014 N'000	31 May 2013 N'000	**31 May 2014 N'000**	31 May 2013 N'000
Profit before tax	**6,949,985**	7,650,265	**4,975,262**	3,567,621
Income tax using the domestic corporation tax rate of 30% (2013: 30%)	**2,084,996**	2,295,080	**1,492,579**	1,070,286
Tax effects of:				
Non-deductible expenses	**936,362**	316,767	**815,158**	238,959
Education tax levy	**169,005**	179,944	**100,772**	113,323
Tax exempt income	**(1,323,125)**	(462,713)	**(1,423,711)**	(76,394)
Total income tax expense in income statement	**1,867,238**	2,329,078	**984,798**	1,346,174

The current tax charge has been computed at the applicable rate of 30% (31 May 2013: 30%) plus education levy of 2% (31 May 2013: 2%) on the profit for the year after adjusting for certain items of expenditure and income which are not deductible or chargeable for tax purposes. Non-deductible expenses include items such as legal fees, donations, public relations expenses and certain provisions which are not allowed as a deduction by the tax authorities. Tax exempt income for the Company is mainly made up of dividend income and capital allowance adjustment while tax exempt income for the Group is mainly made up of capital allowance adjustment and profit of a subsidiary currently under pioneer status. The impact of the frank investment income recognised in the Company has been eliminated in the Group.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

14 Taxation continued

The movement in the current income taxation payable is as follows:

	Group		Company	
	31 May 2014 N'000	31 May 2013 N'000	**31 May 2014 N'000**	31 May 2013 N'000
At start of the year	**2,409,806**	1,215,065	**1,451,006**	244,746
Tax charge for the year	**1,784,378**	2,331,861	**1,032,045**	1,382,344
Tax paid during the year	**(2,330,643)**	(1,137,120)	**(1,380,123)**	(176,084)
At end of the year	**1,863,541**	2,409,806	**1,102,928**	1,451,006

At the statement of financial position date, the Group and the Company have no unused tax losses available for offset against future profits. There was no offset of deferred tax assets and deferred tax liabilities.

15 Expense by nature

	Group		Company	
	2014 N'000	2013 N'000	**2014 N'000**	2013 N'000
Changes in inventories of finished goods and work in progress	**45,325,244**	46,624,297	**54,792,989**	54,808,905
Personnel cost (note 21.5)	**6,801,802**	6,200,489	**4,871,001**	4,507,363
Fuel & gas	**2,376,874**	2,058,979	**1,422,930**	1,276,834
Depreciation (note 4)	**1,985,674**	1,842,751	**1,428,114**	1,344,728
Auditors remuneration	**32,694**	27,297	**21,979**	18,294
Rent & rates	**45,419**	297,671	**185,638**	104,349
Insurance	**404,995**	379,121	**404,995**	379,121
Freight/carriage cost	**2,261,557**	1,920,244	**1,434,734**	1,288,351
Vehicle repairs & maintenance	**446,458**	295,629	**352,864**	229,141
Technical & management fees	**3,189,579**	3,031,398	**3,189,579**	3,031,398
Advertising & market promotions	**2,155,092**	1,267,628	**1,255,748**	723,868
General & other expenses	**289,551**	241,292	**267,262**	222,718
Exceptional items	**1,289,116**	–	**1,192,696**	–
	66,604,055	64,186,796	**70,820,529**	67,935,070
Cost of sales	**53,710,991**	52,246,080	**61,330,797**	58,504,029
Selling and distribution expenses	**8,825,075**	7,351,854	**6,044,072**	5,321,189
Administrative expenses	**4,067,989**	4,588,862	**3,445,660**	4,109,852
	66,604,055	64,186,796	**70,820,529**	67,935,070

Exceptional items

Items that are material either because of their size or their nature, or that are non-recurring are considered as exceptional items and are presented within the line items to which they best relate. During the year, the exceptional items as detailed below have been included in cost of sales in the income statement.

	Group		Company	
	31 May 2014	31 May 2013	**31 May 2014**	31 May 2013
Redundancy cost	**173,093**	–	**76,673**	–
Impairment charge on PPE	**1,116,023**	–	**1,116,023**	–
	1,289,116	–	**1,192,696**	–

The impairment charge of N1.12 billion in the year relates to the impairment of property, plant and equipment in the branded consumer goods segment which operates in Nigeria. The specific assets involved are Old detergent tower, Sulphonation & silicate plants and Soap RB case packer. During the year, the Directors decided to scrap the assets because they were no longer usable due to technological obsolescence. It was considered that the assets had a nominal scrap value and they were written down to zero value. The redundancy cost of the Company is directly related to cost incurred on staff that become redundant due to the impairment of the related assets. Included in the Group redundancy cost is the cost incurred on staff that become redundant due to process automation in the durable electrical appliances segment of the business.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

16 Revenue

	Group		Company	
	31 May 2014	31 May 2013	**31 May 2014**	31 May 2013
Components of revenue is as follows:				
Sales of goods	**72,905,679**	71,343,088	**72,905,679**	71,343,088
Revenue by geographical location of Customers:				
Domestic (within Nigeria)	**69,270,966**	68,750,426	**69,270,966**	68,750,426
Export (outside Nigeria)	**3,634,713**	2,592,662	**3,634,713**	2,592,662
	72,905,679	71,343,088	**72,905,679**	71,343,088

Other income

	Group		Company	
	31 May 2014	31 May 2013	**31 May 2014**	31 May 2013
Sales of scraps and sundry items	**272,601**	259,344	**400,788**	365,973
Profit on disposal of fixed assets	**8,438**	5,098	**4,574**	2,243
Dividend income from subsidiary	**–**	–	**2,543,615**	173,452
	281,039	264,442	**2,948,977**	541,668

17 Segment analysis

The chief operating decision-maker has been identified as the Executive Board which comprises the six Executive Directors.

The Executive Board reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports which include an allocation of central revenue and costs as appropriate.

The Executive Board considers the business from products perspective, with branded consumer goods and durable electrical appliances being the reporting segments. The Executive Board assesses the performance based on operating profit before any exceptional items.

As at May 2014

	Branded consumer goods	Durable electrical appliances	Eliminations	Total
Total gross segment revenue	**48,357,281**	**24,548,398**	**–**	**72,905,679**
Intersegment revenue	**–**	**–**	**–**	**–**
Revenue	**48,357,281**	**24,548,398**	**–**	**72,905,679**
Segment operating profit	**3,291,417**	**3,010,207**	**–**	**6,301,624**
Depreciation (note 4)	**1,887,663**	**98,011**	**–**	**1,985,674**
Interest income	**102,776**	**519,391**	**(113,793)**	**508,374**
Interest cost	**161,641**	**93,204**	**(113,793)**	**141,052**
Profit before taxation	**4,110,804**	**2,839,181**	**–**	**6,949,985**
Taxation	**992,666**	**874,572**	**–**	**1,867,238**
Profit after taxation	**3,118,138**	**1,964,609**	**–**	**5,082,747**
Property, plant and equipment	**23,349,669**	**1,135,467**	**–**	**24,485,136**
Total assets	**53,619,160**	**17,346,575**	**–**	**70,965,735**

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

17 Segment analysis continued

As at May 2013

	Branded consumer goods	Durable electrical appliances	Eliminations	Total
Total gross segment revenue	48,803,467	22,539,621	–	71,343,088
Intersegment revenue	–	–	–	–
Revenue	48,803,467	22,539,621	–	71,343,088
Segment operating profit	5,100,039	2,056,253	–	7,156,292
Depreciation (note 4)	1,751,501	91,250	–	1,842,751
Interest income	88,897	629,060	(270,691)	447,266
Interest cost	471,149	17,277	(270,691)	217,735
Profit before taxation	4,982,229	2,668,036	–	7,650,265
Taxation	1,444,919	884,159	–	2,329,078
Profit after taxation	3,537,310	1,783,877	–	5,321,187
Property, plant and equipment	23,618,858	751,587	–	24,370,445
Total assets	51,974,731	20,321,689	–	72,296,420

Entity-wide information

	2014 N'000	2013 N'000
Breakdown of revenue is as follows:		
Sales of goods	**72,905,679**	71,343,088

The Group is domiciled in Nigeria. The result of its revenue from external customers in Nigeria is N69.3 billion (2013: N68.8 billion), and the total of revenue from external customers from other countries is N3.6 billion (2013: N2.6 billion).

The total of non-current assets located in Nigeria is N24.5 billion (2013: N24.4 billion), and the total of such non-current assets located in other countries is nil (2013: nil).

No single external customer either within Nigeria or outside of Nigeria contributes up to 10% of revenue for the year.

18 Earnings per share

Basic earnings per share (EPS) is calculated by dividing the profit attributable to equity holders by the weighted average number of Ordinary Shares outstanding at the end of the reporting period.

	Group		Company	
	2014 N'000	2013 N'000	**2014 N'000**	2013 N'000
Profit attributable to equity holders	**4,591,399**	4,875,040	**3,990,464**	2,221,447
Weighted average number of Ordinary Shares in issue	**3,970,478**	3,970,478	**3,970,478**	3,970,478
Basic earnings per share (Naira)	**1.16**	1.23	**1.01**	0.56

Diluted EPS is the same as basic earnings per share as there are no potential securities convertible to Ordinary Shares.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

19 Cash generated from operating activities

	Notes	Group 2014 N'000	Group 2013 N'000	Company 2014 N'000	Company 2013 N'000
Cash flows from operating activities					
Profit before taxation		**6,949,985**	7,650,265	**4,975,262**	3,567,621
Adjustment to reconcile net income to cash provided:					
Depreciation	4	**1,985,674**	1,842,751	**1,428,114**	1,344,728
Profit on disposal of fixed assets		**(8,438)**	(5,098)	**(4,574)**	(2,243)
Unclaimed dividend forfeited		**23,638**	19,209	**23,638**	19,209
Fixed asset written off		**1,116,023**	–	**1,116,023**	–
Interest expense		**141,052**	217,735	**161,641**	470,962
Interest income		**(508,374)**	(447,266)	**(102,776)**	(88,897)
		9,699,560	9,277,596	**7,597,328**	5,311,380
Changes in assets and liabilities					
(Increase)/decrease in trade and other receivables		**(185,580)**	(5,982,169)	**1,463,833**	(3,100,534)
(Increase)/decrease in deposit for letters of credit		**(492,012)**	82,140	**(443,721)**	5,045
(Increase)/decrease in inventories		**(2,271,210)**	4,369,420	**(2,937,408)**	3,686,487
Increase/(decrease) in trade, other payables and provisions		**3,030,995**	3,128,850	**5,987,872**	(608,696)
Cash flows from operating activities		**9,781,753**	10,875,837	**11,667,904**	5,293,682

20 Directors and employees emoluments
20.1 Chairman and Director's emoluments:

	Group 2014 N'000	Group 2013 N'000	Company 2014 N'000	Company 2013 N'000
Chairman	**1,480**	1,480	**1,480**	1,480
Directors	**199,123**	166,536	**199,123**	166,536
Total	**200,603**	168,016	**200,603**	168,016
As fees (As per Non-executive Directors)	**7,880**	7,880	**7,880**	7,880
Other emoluments (As per Executive Directors)	**192,723**	160,136	**192,723**	160,136
Total	**200,603**	168,016	**200,603**	168,016

20.2.1 Number of Directors excluding the Chairman, whose emoluments fell within the following ranges were:

	Group 2014 Number	Group 2013 Number	Company 2014 Number	Company 2013 Number
10,000,000–20,000,000	**2**	2	**2**	2
20,000,001–30,000,000	**1**	1	**1**	1
30,000,001–40,000,000	**–**	2	**–**	2
40,000,001–50,000,000	**2**	1	**2**	1
50,000,001–60,000,000	**1**	–	**1**	–
	6	6	**6**	6
20.2.2 Directors with fees as emoluments	**6**	6	**6**	6

	Group 2014 N'000	Group 2013 N'000	Company 2014 N'000	Company 2013 N'000
20.3 Highest paid Director received	**51,542**	41,729	**51,542**	41,729

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

20 Directors and employees emoluments continued

20.4 The number of employees in receipt of emolument excluding allowances and pension cost within the following ranges were:

	Group		Company	
	2014 Number	2013 Number	**2014 Number**	2013 Number
100,000–200,000	**–**	1	**–**	1
200,001–300,000	**–**	–	**–**	–
300,001–400,000	**15**	15	**14**	15
400,001–500,000	**545**	558	**331**	343
500,001–600,000	**722**	739	**495**	514
600,001–700,000	**240**	245	**128**	133
700,001–800,000	**64**	65	**27**	28
800,001–900,000	**35**	36	**15**	15
900,001–1,000,000	**20**	20	**15**	15
1,000,001–1,100,000	**54**	55	**43**	45
1,100,001–1,200,000	**46**	47	**35**	36
1,200,001–1,300,000	**27**	28	**19**	20
1,300,001–1,400,000	**22**	22	**13**	13
1,400,001–1,500,000	**17**	17	**15**	16
1,500,001 and above	**212**	217	**159**	165
Total	**2,019**	2,065	**1,309**	1,359

20.5 The average number of persons employed during the year and the related staff costs are as follows:

	Group		Company	
	2014 Number	2013 Number	**2014 Number**	2013 Number
Production	**1,205**	1,283	**689**	753
Sales and Distribution	**651**	620	**470**	450
Administration	**163**	162	**150**	156
Total	**2,019**	2,065	**1,309**	1,359

The aggregate cost of these employees was:	**2014 N'000**	2013 N'000	**2014 N'000**	2013 N'000
Wages and salaries	**6,337,439**	5,774,766	**4,558,558**	4,224,646
Pension costs – defined contribution plan	**190,260**	174,947	**112,527**	104,419
Pension costs – gratuity scheme	**274,103**	250,776	**199,916**	178,298
Total	**6,801,802**	6,200,489	**4,871,001**	4,507,363

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

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

21.1 Capital commitments
Below represents capital commitments for the acquisition of property, plant and equipment not provided for in the financial statements:

	Group		Company	
	2014 N'000	2013 N'000	**2014 N'000**	2013 N'000
Authorised and contracted	**759,030**	525,842	**678,639**	359,342
Authorised but not contracted	**1,066,173**	1,341,889	**843,195**	977,008
Total	**1,825,203**	1,867,731	**1,521,834**	1,336,350

21.2 Contingent liabilities
There are legal actions against the Company pending in various courts of law. According to the lawyers acting on behalf of the Company, the liabilities arising, if any, are not likely to be significant.

22 Technical services agreements
Amounts payable under the technical services and licensing agreements are based on applicable turnover. The charge in these financial statements amounted to N3,189,579,313 (2013: N3,031,398,349).

23 Post balances sheet events
A final dividend in respect of the year ended 31 May 2014 of 61 kobo per share amounting to a total dividend of N2,421,990,998 was declared at the Board meeting held on 17 July 2014. No provision for the dividend is recognised in the financial statements for the year then ended because, dividend is recognised as a liability in the period it is approved by shareholders.

There are no other post-balance sheet events which would have had any material effect on the statement of financial position as at 31 May 2014 and on the profit for the year then ended.

24 Related party transactions
24.1 Group and Company
The Group and Company are controlled by PZ Cussons (Holding) Limited, incorporated in the UK, which owns 69.77% of the Group and Company's shares. The remaining 30.23% of the shares are widely held. The Group's ultimate Parent is PZ Cussons (Holding) Limited (incorporated in the UK).

All trading balances will be settled in cash. There was no provision for doubtful related party receivables at 31 May 2014 (31 May 2013: nil) and no charges to the income statement in respect of doubtful related party receivables for the years then ended.

The Company controls a number of subsidiaries. These are detailed in note 5.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

24 Related party transactions continued
24.2 Transactions with related parties

Purchase of goods and services	Group 2014 N'000	Group 2013 N'000	Company 2014 N'000	Company 2013 N'000
Purchases of goods from subsidiaries:				
– HPZ Limited	–	–	**24,548,398**	22,539,621
– PZ Power Company Limited	–	–	**1,281,831**	1,135,176
– PZ Tower Limited	–	–	**9,315,251**	9,256,950
Transactions with subsidiaries	–	–	**35,145,480**	32,931,747
Purchases of goods from joint ventures and subsidiaries of PZ Cussons Holding Limited (ultimate Parent Company):				
– PZ Cussons International Limited	**51,160,521**	50,012,156	**33,759,901**	33,966,635
Purchases of services from joint ventures and subsidiaries of PZ Cussons Holding Limited (ultimate Parent Company):				
– Royalties – PZ Cussons International Limited	**398,382**	255,998	**398,382**	255,998
– Technical Fees – PZ Cussons International Limited	**2,791,197**	2,775,400	**2,791,197**	2,775,400
	3,189,579	3,031,398	**3,189,579**	3,031,398
Transactions with joint ventures and subsidiaries of PZ Cussons Holding Limited (ultimate Parent Company)	**54,350,100**	53,043,554	**36,949,480**	36,998,033
Total	**54,350,100**	53,043,554	**72,094,960**	69,929,780

Sales of goods/services and advances for purchases	Group 2014 N'000	Group 2013 N'000	Company 2014 N'000	Company 2013 N'000
Services recharged to subsidiaries:				
– HPZ Limited (Subsidiary)	–	–	**2,469,241**	4,977,654
– PZ Tower Limited (Subsidiary)	–	–	–	–
– PZ Power Limited (Subsidiary)	–	–	**48,435**	–
Transactions with subsidiaries	–	–	**2,517,676**	4,977,654
Services recharged to joint ventures and subsidiaries of PZ Cussons Holding Limited (ultimate Parent Company)	**2,057,903**	3,807,735	**2,057,903**	3,807,735
Sales of goods to joint ventures and subsidiaries of PZ Cussons Holding Limited (ultimate Parent Company)	**474,118**	1,914,120	–	1,914,120
Advances for purchases to joint ventures and subsidiaries of PZ Cussons Holding Limited (ultimate Parent Company)	**22,931,148**	20,270,417	**12,785,361**	14,105,840
Transactions with joint ventures and subsidiaries of PZ Cussons Holding Limited (ultimate Parent Company)	**25,463,169**	25,992,272	**14,843,264**	19,827,695
Total	**25,463,169**	25,992,272	**17,360,940**	24,805,349

Key management compensation

Key management have been determined as Directors (executive and non-executive) and the Chairman. Details of their compensation is as shown in note 20. No loans were advanced to any key management during the year.

Year-end balances arising from sales/purchases of goods and services

	Group 2014 N'000	Group 2013 N'000	Company 2014 N'000	Company 2013 N'000
Due to:				
– Subsidiaries of PZ Cussons Nigeria Plc	–	–	**2,830,147**	1,533,474
– Joint ventures and subsidiaries of PZ Cussons Holdings Limited UK	**10,436,176**	11,102,686	**7,106,555**	6,229,965
Total	**10,436,176**	11,102,686	**9,936,702**	7,763,439
Due from:				
– Subsidiaries of PZ Cussons Nigeria Plc	–	–	**2,529,025**	2,777,437
– Joint ventures and subsidiaries of PZ Cussons Holdings Limited UK	**10,982,895**	12,221,239	**5,636,974**	8,141,647
Total	**10,982,895**	12,221,239	**8,165,999**	10,919,084

Balances arising from sales/purchases of goods and services are revolving balances settled within seven days after the end of the month.

Notes to the Consolidated Financial Statements continued
Year Ended 31 May 2014

24 Related party transactions continued

Included in the joint ventures and subsidiaries of PZ Cussons Holdings Limited UK balances are balances arising from transactions with or due to/due from Harefield Industrial Nigeria Limited, Nutricima Limited, PZ Coolworld Limited, PZ Wilmar Limited and PZ Wilmar Food Ltd.

Interest on advances from related entities

During the year, the Company and the Group obtained short-term advances at 13% p.a. from related parties. The advances have been fully liquidated at 2014 and 2013 year end and they are not included in the closing balances of the amount due to related parties by the Company and the Group. Also, the advances were drawn down in various amounts and they did not run throughout the 12 months duration of the financial year ended 2014 and 2013.

The Company and the Group incurred interest cost of N161.6 million (2013: N470.9 million) and N141.1 million (2013: N217.7 million) respectively on the short-term advances. All inter-company interest have been eliminated on consolidation. Disclosed as interest cost in the income statement is the interest paid on the short-term advances.

25 Dividends

Amounts recognised as dividends to Ordinary Shareholders in the year:

Dividend for the year ended 31 May 2013 of 56 kobo (31 May 2012: 43 kobo) per Ordinary Share of 50 kobo

Dividend for the year ended 31 May 2013 was paid during the year ended 31 May 2014 while dividend for the year ended 31 May 2012 was paid during the year ended 31 May 2013. This is consistent with the Group's policy of recognising dividend as a liability in the period it is approved by the shareholders.

Interim and special dividends paid during the year ended 31 May 2014

On 17 January 2014, the Directors approved the payment of interim dividend of 19.91 kobo per 50 kobo Ordinary Shares amounting to N790.52 million. Also, at the Extraordinary General Meeting held on 13 March 2014, the Shareholders approved the payment of special dividend from retained earnings of N1.30 kobo per 50 kobo Ordinary Shares amounting to N5.16 billion.

Final dividend for the year ended 31 May 2014

As disclosed in note 23, a final dividend in respect of the year ended 31 May 2014 of 61 kobo per share amounting to a total dividend of N2,421,990,998 is subject to the approval of the Shareholders at the Annual General Meeting of the Company for the year then ended. Accordingly, there is no provision for the dividend in the financial statements.

Statement of Value Added
For the Year Ended 31 May 2014

	Group				Company			
	2014 N'000	%	2013 N'000	%	**2014 N'000**	%	2013 N'000	%
Turnover	**72,905,679**		71,343,088		**72,905,679**		71,343,088	
Other operating income	**281,039**		264,442		**2,948,977**		541,668	
Interest income	**508,374**		447,266		**102,776**		88,897	
Brought-in-materials and services:								
– Imported	**(41,627,937)**		(40,423,360)		**(46,455,419)**		(44,699,745)	
– Local	**(16,188,642)**		(15,720,196)		**(18,065,995)**		(17,383,234)	
VALUE ADDED	**15,878,513**	100	15,911,240	100	**11,436,018**	100	9,890,674	100
APPLIED AS FOLLOWS:								
To pay employees:								
– Salaries, wages and other benefits	**6,801,802**	43	6,200,489	39	**4,871,001**	43	4,507,363	46
To pay government:								
– Income and education taxes	**1,784,378**	11	2,331,861	15	**1,032,045**	9	1,382,344	14
To pay providers of capital:								
– Interest cost	**141,052**	1	217,735	1	**161,641**	1	470,962	5
Retained for replacement of assets and business growth:								
– Deferred taxation	**82,860**	1	(2,783)	–	**(47,247)**	–	(36,170)	–
– Depreciation	**1,985,674**	13	1,842,751	12	**1,428,114**	12	1,344,728	14
– Non-controlling interest	**491,348**	3	446,147	3	**–**	–	–	–
– Profit attributable to members	**4,591,399**	28	4,875,040	30	**3,990,464**	35	2,221,447	21
	15,878,513	100	15,911,240	100	**11,436,018**	100	9,890,674	100

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

Five Year Financial Summary – Group
Year Ended 31 May

	IFRS 2014 N'000	IFRS 2013 N'000	IFRS 2012 N'000	IFRS 2011 N'000	N-GAAP 2010 N'000
Non-current assets	**24,485,136**	24,370,445	24,360,347	25,034,942	24,737,693
Current assets	**46,480,599**	47,925,975	40,046,450	43,891,587	34,230,820
Total assets	**70,965,735**	72,296,420	64,406,797	68,926,529	58,968,513
Equity attributable to equity holders of Parent	**40,574,761**	44,116,061	40,929,117	41,193,341	38,707,544
Non-controlling interest	**1,963,821**	2,320,796	1,938,925	1,975,393	1,623,408
Non-current liabilities	**4,475,105**	4,462,476	4,426,381	3,573,892	3,369,160
Current liabilities	**23,952,048**	21,397,087	17,112,374	22,183,903	15,268,401
Total equity and liabilities	**70,965,735**	72,296,420	64,406,797	68,926,529	58,968,513

	IFRS 2014 N'000	IFRS 2013 N'000	IFRS 2012 N'000	N-GAAP 2011 N'000	N-GAAP 2010 N'000
Turnover	**72,905,679**	71,343,088	72,154,601	65,877,984	62,667,910
Profit before taxation	**6,949,985**	7,650,265	4,306,863	8,025,266	7,951,448
Profit after taxation (attributable to members)	**5,082,747**	5,321,187	2,410,498	5,217,530	5,301,742
Per 50 kobo Share					
Earnings per share (Naira)	**1.16**	1.23	0.61	1.64	1.68

Basic earnings per share (EPS) is calculated by dividing the profit attributable to equity holders by the weighted average number of Ordinary Shares outstanding at the end of the reporting period.


I LOVE
CHOLESTEROL-FREE
100% PURE
NEW!
100% PURE
QUALITY GUARANTEED
mamador
PURE VEGETABLE OIL
Only the good gets in
You're dedicated to giving the best to your family. So are we. New Mamador Oil comes in a tamper-proof bottle, and it's triple-filtered for 100% pure quality every time. So only the good gets into your cooking. Only the good gets into those little mouths.
See The Purity at Mamador.com

Share Capital History
For the Year Ended 31 May 2014

The Company was incorporated with an authorised share capital of £40,000 divided into 40,000 Ordinary Shares of £1 each. The Company became a public limited liability company and had its shares subdivided into Ordinary Shares of 50 kobo each on 19 July 1972, following which its shares were quoted on the Exchange in the same year.

The following changes have since taken place in the Company's authorised capital:

On 27 April 1951 by	£60,000 to	£100,000 in shares of £1
On 30 January 1968 by	£150,000 to	£250,000 in shares of £1
On 14 May 1970 by	£350,000 to	£600,000 in shares of £1
On 9 February 1971 by	£400,000 to	£1,000,000 in shares of £1

(On 19 July 1972 the shares of £1 each were sub-divided into 4 shares of 5/- each. At that date the capital of the Company was £1,000,000 in 4,000,000 ordinary shares of 5/- each).

On 12 November 1973 by	N500,000 to	N2,500,000
On 18 November 1974 by	N500,000 to	N3,000,000
On 8 January, 1976 by	N2,500,000 to	N5,500,000
On 24 November, 1976 by	N2,500,000 to	N5,500,000
On 13 April, 1977 by	N4,000,000 to	N12,000,000
On 17 March, 1978 by	N3,000,000 to	N15,000,000
On 26 November, 1980 by	N3,500,000 to	N18,500,000
On 24 November, 1981 by	N5,000,000 to	N23,500,000
On 23 November, 1982 by	N5,500,000 to	N29,000,000
On 24 November, 1988 by	N11,000,000 to	N40,000,000
On 23 November, 1989 by	N35,000,000 to	N75,000,000
On 22 November, 1990 by	N75,000,000 to	N150,000,000
On 24 November, 1994 by	N135,000,000 to	N285,000,000
On 23 November, 1995 by	N265,000,000 to	N550,000,000
On 21 November, 1996 by	N300,000,000 to	N850,000,000
On 16 November, 2000 by	N150,000,000 to	N1,000,000,000
On 31 October, 2002 by	N250,000,000 to	N1,250,000,000
On 21 October 2004 by	N250,000,000 to	N1,500,000,000
On 20 September, 2007 by	N100,000,000 to	N1,600,000,000
On 15 September, 2011 by	N400,000,000 to	N2,000,000,000

DEVON
KING'S
TAMPER PROOF
5 Litre
DEVON
KING'S
REFINED PALM OLEIN
oléin de palme raffinée
Cholesterol Free
NET CONTENT :
5 LITRES
FOR COOKING
AND SALADS
Better quality than
5 Litre loose oil
UN-TAMPERED
UN-ADULTERATED
Manufacturer:
pz wilmar
food ltd
...king of value

Shareholders' Information

Share Certificate Issued		Dividends declared in the last 12 years	
Date issued	Basis	Year to 31 May	Payment number
13 November 1973	Bonus of 1 for 4		
19 November 1974	Bonus of 1 for 5		
6 April 1976	1 AIL for 1 PZNL share		
7 February 1977	Bonus of 1 for 2		
28 October 1977	Public issue for cash		
31 March 1978	Bonus of 1 for 4		
23 December 1980	Bonus of 1 for 4		
21 December 1981	Bonus of 1 for 4		
17 January 1983	Bonus of 1 for 4		
16 December 1988	Bonus of 1 for 4		
31 December 1990	Bonus of 1 for 4		
31 December 1991	Bonus of 1 for 4	2002	33
28 November 1992	Bonus of 1 for 4	2003	34
25 November 1993	Bonus of 1 for 4	2004	35
24 November 1994	Bonus of 1 for 4	2005	36
23 November 1995	Bonus of 1 for 4	2006	37
19 February 1997	Bonus of 1 for 4	2007	38
4 September 2000	Rights issue for cash	2008	39
25 November 2002	Bonus of 1 for 5	2009	40
18 November 2004	Bonus of 1 for 4	2010	41
28 March 2006	Rights issue for cash	2011	42
20 September 2007	Bonus of 1 for 4	2012	43
15 September 2011	Bonus of 1 for 4	2013	44

Forfeiture of unclaimed dividend

By section 385 of the companies and allied matters act, dividends are special debt due to, and recoverable by Shareholders within 12 years. Dividend declared up to 31 May 2000 and payable from 2001(dividend number 32) which remained unclaimed will therefore cease to be to be recoverable by this year (2014/15). This unclaimed dividend will be credited to general reserves in 2014/15. The dividend payment and value of unclaimed dividend in this category are as follows:

Dividend Number	Value (N)
Dividend number 32	**24,835,744**

Top 100 Distributors

SN	DEPOT	DISTRIBUTOR
1	Isolo Depot	DENCO DRUGS CO NIG LTD
2	Isolo Depot	FOLYMA PHARMACY & STORES LTD
3	Isolo Depot	ALHAJA S A SULAIMAN
4	Isolo Depot	BAYLOGS INVESTMENT LIMITED
5	Isolo Depot	OHALE INVESTMENT LTD
6	Isolo Depot	ADEK STORE
7	Isolo Depot	AXXESS NIG STORES
8	Isolo Depot	ALHAJA BASHIRAT LAWAL
9	Isolo Depot	MRS BINTU ABIKE AMUSAN
10	Isolo Depot	BUKOM DAY VENTURES
11	Isolo Depot	TOSIN AINA & SONS
12	Isolo Depot	TOBOLSON ENTERPRISES
13	Isolo Depot	FUNTAD VENTURES
14	Isolo Depot	DIVINE CHOSEN FAVOUR
15	Isolo Depot	ALABA OGUNLANA ENTERPRISES
16	Isolo Depot	TETAC VENTURES NIG
17	Isolo Depot	MR ISAIAH OLUWABIYI
18	Benin Depot	INNOCENT IBEZUTE & CO NIG. LTD
19	Benin Depot	VIN GLOBAL RESOURCE ENT.
20	Benin Depot	TONY AIK VENTURES
21	Benin Depot	AKPATA GIDEON VENTURES
22	Warri Depot	MRS MARGARET ODUVWU
23	Warri Depot	OSHEPOS NIGERIA ENTERPRISES
24	Kano Depot	G F M ORGANISATION
25	Kano Depot	BALA MAIGISHIRI & SONS
26	Kano Depot	ALHAJI IBRAHIM BABANGIDA
27	Kano Depot	ALH YUSUF ABDULAHI
28	Kano Depot	ALH UMARU MAITURARE
29	Kano Depot	GARBA & SONS
30	Jos Depot	ALH KHALID YUSUF
31	Jos Depot	I A ADEJUMO & SONS
32	Jos Depot	J J NNOLI & SONS
33	Maiduguri Depot	ALHAJI BULAMA BUKAR
34	Maiduguri Depot	ALH. GARBA KACHALLAH & SONS
35	Maiduguri Depot	ALH. BUKAR KARAS
36	Maiduguri Depot	ALH. UMARA GAJI
37	Maiduguri Depot	ALH. BALA NGARAMU
38	Zaria Depot	M/S AMOS NDUKAUBA & SONS
39	Gusau Depot	ALH. ISA SAMAILA
40	Sokoto Depot	ALH. ADAMU MAITURARE
41	Sokoto Depot	IBRAHIM ACHIDA
42	Sokoto Depot	ALH. GARBA DANKANE JEGA
43	Sokoto Depot	ALH. MAMAN KALANBAINA
44	Sokoto Depot	ALH. MANSUR NATAALA
45	Sokoto Depot	LABARAN TRADER
46	Sokoto Depot	A KENDE TRADING ENTERPRISES
47	Gombe Depot	ALH. UMARU BABAWURO PROV. STOR
48	Gombe Depot	ALH. BM DANKOLI
49	Yola Depot	ALH. BUBA JALINGO
50	Yola Depot	ALH. SANI HUSSAINI
51	Yola Depot	ALH. ILU YUNUSA
52	Yola Depot	ALH. MUSTAPHA MUSA RAMBEE
53	Yola Depot	ALH. BABAYO USMAN ENT.
54	Makurdi Depot	ALH SALE GARBA
55	Makurdi Depot	EKEZIE ENTERPRISES
56	Makurdi Depot	E C N ENTERPRISES
57	Minna Depot	ALH. ABDULLAI NA ALH MUSA
58	Abuja Depot	MR DONATUS I. UGWUOKE
59	Abuja Depot	CHINEME OGO NIG. ENT.
60	Abuja Depot	CYNNOD LINK GLOBAL ENTERPRIS
61	Abuja Depot	FOMI ENTERPRISES
62	Abuja Depot	WILFRED AGBO
63	Abuja Depot	DE BLESSED OLIVER ENT.
64	Abuja Depot	AMOS INVESTMENT CO
65	Kaduna Depot	KEMI YUSUF
66	Kaduna Depot	ANCHAW GEN. ENT.
67	Kaduna Depot	OLADUNNI & SONS ENT
68	Lokoja Depot	JONASCO VENTURE NIG
69	Ibadan Depot	MRS. BIODUN BOLARINWA
70	Ibadan Depot	EMMAKO INVESTMENT NIG LTD
71	Ibadan Depot	INDAR INT'L VENTURES
72	Ilorin Depot	ALHAJA MARIAM SHAGAYA
73	Ilorin Depot	L A AJIBOLA (MRS)
74	Osun State Depot	OLUWABUKUNMI VENTURES
75	Akure Depot	YABOLA VENTURES ENT
76	Akure Depot	WABAYO STORES
77	Akure Depot	O A TWINS PHARMACEUTICAL NIG
78	Akure Depot	BLESSED TELEX NIGERIA LTD
79	Aba Depot	CHIEF G.O NWALIE
80	Aba Depot	JABNEEL FOODS & COSMETICS
81	Aba Depot	MARASON NIG ENTERPRISES
82	Aba Depot	L O NWOKEFORO
83	Aba Depot	MR H NWACHUKWU
84	Aba Depot	GM OKAFOR & SONS LTD
85	Port Harcourt Depot	MRS TERESA N OKEKE
86	Port Harcourt Depot	GCA STORES
87	Port Harcourt Depot	MARK EGBUJOR
88	Port Harcourt Depot	MRS P O KONYEHA
89	Port Harcourt Depot	MONDAY OSAI
90	Port Harcourt Depot	ELI AND SONS
91	Onitsha Depot	ROBERT O AGWARAMGBO
92	Onitsha Depot	MR CYRIL C AJERO
93	Onitsha Depot	ONYEBUCHI OJOBOR
94	Onitsha Depot	UZODIMMA OKEKE
95	Enugu Depot	MR CU EKEZIE
96	Enugu Depot	MN ADUAKA
97	Enugu Depot	JOHN NEVO C.U.
98	Enugu Depot	E N CHIBUEZE
99	Calabar Depot	PRINCE UMOR VENTURES
100	Calabar Depot	IP AKPAN & CO


alive with colour
CANOE Detergent
endorsed by
DaViva
/canoelaundry.ng
NEW
CANOE
Complete Care

Shareholders' Admission Form

Please admit Shareholder ....

Or in his/her place Mr/Mrs/Miss ....

To represent him/her at the 66th ANNUAL GENERAL MEETING of this Company to be held at 11.00 a.m. on Thursday, 9 October 2014 at Transcorp Hilton Hotel, Abuja.

THIS FORM SHOULD BE COMPLETED, TORN OFF, AND PRODUCED BY THE SHAREHOLDER OR HIS/HER NOMINEE IN ORDER TO GAIN ENTRANCE TO THE MEETING.

R A Alade
Company Secretary

Roberts
ANTISEPTIC
DISINFECTANT
KILLS
99.9%
GERMS
Roberts
ANTISEPTIC
DISINFECTANT
For First Aid, Household & Personal Use
Kills 99.9% Germs
Keeps your family
SAFE from GERMS
Endorsed By
NATIONAL ASSOCIATION OF NIGERIA NURSES & MIDWIVES
NANNM
NATIONAL ASSOCIATION OF
NIGERIA NURSES & MIDWIVES
PZ Cussons
ENDORSED BY NATIONAL ASSOCIATION OF NIGERIA NURSES & MIDWIVES

Proxy Form
(Please tear off and complete)

I/We...

Of..

....

Being a member of PZ CUSSONS NIGERIA PLC
Hereby appoint*

....

Of..

Or failing him/her, the Chairman of the meeting as my/our proxy to act and vote for me/us and on my/our behalf at the 66th Annual General Meeting of the Company to be held at 11.00 a.m. on Thursday 9 October 2014 and at any Adjournment thereof.

Resolution**	For	Against
1. To receive the report and accounts.		
2. To declare a dividend.		
3. To re-elect Mr B Oyelola.		
4. To re-elect Mrs O T Ifaturoti.		
5. To re-elect Mr M Hayatu-Deen.		
6. To re-elect Mr A Goma.		
7. To authorise the directors to fix the remuneration of the auditors.		
8. To elect members of the audit committee.		
9. To fix the remuneration of the directors.		

** Please indicate with an 'X' in the appropriate space how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain at his/her discretion.

As witness my/our hand this.................................. day of October, 2014

Signed...

NOTE:

(i) THIS PROXY FORM SHOULD NOT BE COMPLETED AND RETURNED IF THE MEMBER WILL BE ATTENDING THE MEETING

(ii) A member entitled to attend and vote at the general meeting is entitled to and may, if he/she wishes, appoint a proxy to act for him/her. All proxy forms must be deposited at the registered office of the Company shown overleaf not less than 48 hours before the time for holding the meeting. A proxy need not be a member of the Company.

(iii) The Chairman of the meeting has been printed on the form to ensure that someone will be at the meeting to act as your proxy but if you wish you may appoint anyone else instead, by entering the person's name in the blank space (marked*) above.

(iv) In the case of joint Shareholders, anyone of such may complete the form but the names of all joint Shareholders must be stated.

(v) It is a requirement of the law under the Stamp Duties Act , Cap. 411 Laws of the Federation of Nigeria, 1990 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of Shareholders must be duly stamped by the commissioner or Stamp Duties.

(vi) If the Shareholder is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.

Affix postage
stamp here

The Company Secretary,
PZ Cussons Nigeria Plc,
45/47, Town Planning Way,
Ilupeju Industrial Estate,
P.M.B 21132,
Ikeja.

E-Bonus Mandate Form

Please credit my account at Central Securities Clearing System Limited (CSCS) with all subsequent allotments and bonuses due to me from holdings in the companies listed.

Instructions
Please fill the form and return to the address below:

The Registrar
First Registrars Nigeria Ltd.
Plot 2, Abebe Village Road, Iganmu
P.M.B. 12692 Lagos. Nigeria

Shareholder's Account Information

Last Name

First Name

Other Names

Address Line 1

City

State

Country

Postal Code

Mobile Telephone

E-Mail Address

Signature

Corporate Stamp/Seal

CSCS Details

Authorised Signature & Stamp of Stockbroker

Please attach a copy of your CSCS statement to this form as evidence that a CSCS account as been opened for you.

The Registrar
First Registrars Nigeria Limited
Plot 2, Abebe Village Road,
Iganmu,
Lagos, Nigeria

E-Dividend Mandate Form

Instructions
Please complete the form and return to the address below:

Only clearing Banks are acceptable

The Registrar
First Registrars Nigeria Ltd.
Plot 2, Abebe Village Road, Iganmu
P.M.B. 12692 Lagos. Nigeria.

We hereby request that from now on, all my/our dividend warrant(s) due to me/us from my/our holdings PZ Cussons Nigeria Plc be paid directly to my/our bank named below:

Bank Name

Bank Address

Bank Account Number

Shareholder's Account Information

Surname

First Name

Other Names

Address

Country

State

Mobile Telephone

E-Mail Address

Signature

Joint/Company's Signature

Company Seal

Sort Code (very Important)

Authorised Signature and Stamp of banker

The Registrar
First Registrars Nigeria Limited
Plot 2, Abebe Village Road,
Iganmu,
Lagos, Nigeria

PZ Cussons Nigeria Plc

45/47 Town Planning Way
Ilupeju Industrial Estate
P.M.B. 21132
Ikeja