



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the seventy-second Annual General Meeting of the Company will be held at the Muson Centre, Onikan, Lagos on Thursday, 1st June 2023 at 11.00 a.m. for the following purposes:-

### ORDINARY BUSINESS

- To lay before the meeting the financial statements for the year ended 31st December 2022 and the reports of the Directors, Auditors and the Statutory Audit Committee thereon.
- To disclose the remuneration of Managers.
- To declare a dividend.
- To elect and re-elect Directors.
- To authorise the Directors to fix the remuneration of the External Auditors.
- To elect members of the Audit Committee.

### SPECIAL BUSINESS

- To consider and if thought fit to pass the following resolution which will be proposed as an ordinary resolution:  
**REMUNERATION OF DIRECTORS**  
"That the remuneration of the Directors of the Company for the year ended 31st December 2022 for each Non-Executive Director and the Chairman be approved".
- To consider and if thought fit to pass the following resolution which will be proposed as a special resolution:

### ALTERATION OF ARTICLES

"That following the cancellation of the Company's unissued Share Capital to comply with the requirements of Section 124 of the Companies and Allied Matters Act 2020 and Companies Regulation 2021, that the Company's Memorandum and Articles of Association be amended by deleting items 6 (a-p) and replacing it with the following:  
The capital of the Company is N862,617,443 divided into 1,725,234,886 ordinary shares of 50k each".

### BY ORDER OF THE BOARD

**Adetoun O. Abiru (Mrs.)**  
FRC/2013/ICSAN/0000003280  
for: MARINA NOMINEES LIMITED  
SECRETARIES  
LAGOS  
23rd March, 2023

### NOTES:

#### ELECTRONIC INFORMATION

Relevant documents in connection with the Meeting are available to all shareholders on the Company's website, [www.may-baker.com](http://www.may-baker.com)

#### PROXY

Every member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in their stead. A proxy form is provided with this Annual Reports and Financial Statements (AR & FS). To be valid for the purpose of the Meeting, the form must be completed and deposited at the office of the Registrars, Veritas Registrars Limited, Plot 89 Ajose Adeogun Street, Victoria Island Extension, Lagos not later than 48 hours before the time for holding the meeting. Copies can be downloaded from either [www.may-baker.com](http://www.may-baker.com) or [www.veritasregistrars.com](http://www.veritasregistrars.com). Shareholders can also send soft copies of their duly executed proxy form via email to [veritasregistrars@veritasregistrar.com](mailto:veritasregistrars@veritasregistrar.com). A proxy need not be a member of the Company.

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

The Company has made arrangements at its cost, for the stamping of the duly completed and signed proxy forms.

#### E-DIVIDEND

All shareholders are encouraged to download the e-dividend mandate form from the Registrars website, execute same with their banks and send to the Registrars to update their records for automatic posting of dividends.

#### DIVIDEND PAYMENT

If the dividend recommended by the Directors is approved by the members, the dividend will be paid on Friday, 2nd June, 2023, to the shareholders whose names appear in the Register of Members at the close of business on Tuesday 16th May, 2023.

#### UNCLAIMED DIVIDEND

All shareholders with "Unclaimed Dividends" should address their claims to the Registrars, Veritas Registrars Limited, Plot 89A Ajose Adeogun Street, Victoria Island, Lagos. Due to volume involved, the list of all unclaimed dividends is hosted on our website [www.may-baker.com](http://www.may-baker.com) and also on the Registrars website [www.veritasregistrars.com](http://www.veritasregistrars.com) for affected shareholders to access. All shareholders are encouraged to download the e-dividend mandate form from the Registrars' website, execute same with their banks and send to the Registrars to update their records for automatic posting of dividends.

#### CLOSURE OF REGISTER AND TRANSFER BOOKS

The Register of Members and Transfer Books will be closed from Wednesday 17th to Friday 19th May, 2023 both days inclusive for the purpose of dividend.

#### AUDIT COMMITTEE

In accordance with Section 404(6) of CAMA 2020, any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing to the Company Secretaries at least 21 days before the Annual General Meeting. Nominees to the Statutory audit Committee must be compliant with the laws, codes, rules and regulations guiding listed companies in Nigeria.

#### RIGHT TO ASK QUESTIONS

Members have a right to ask questions in writing prior to the meeting on their observations or concerns arising from the Annual Report and Financial Statements 2022 provided that such questions in writing are submitted to the Company on or before Friday, 26th May, 2023. For ease of submission, a dedicated email address: [financials@may-baker.com](mailto:financials@may-baker.com) has been created.

#### DISCLOSURE REQUIREMENT

CAMA has introduced "Disclosure of Remuneration of Managers" to the ordinary business of the Annual General Meeting. The Corporate Guidelines 2021 (Guidelines) issued by the CAC has defined a Manager in relation to disclosure of remuneration at the Annual General Meeting to include any person by whatever name called occupying a position in senior management and who is vested with significant autonomy, discretion and authority in the administration and management of the affairs of a Company (whether in whole or in part). The remuneration of Managers as defined in the Guidelines is stated on page 93 of the Annual Report.

### MAY AND BAKER NIGERIA PLC

#### CONSOLIDATED AND SEPARATE STATEMENTS OF FINANCIAL POSITION AT 31 DECEMBER 2022

	The Group		The Company	
	2022	2021	2022	2021
	N'000	N'000	N'000	N'000
<b>Assets</b>				
Non current assets				
Property, plant and equipment	5,011,612	3,860,715	4,969,007	3,833,151
Intangible assets	11,315	21,836	11,110	21,571
Right of use assets	738	3,688	738	3,688
Investment in subsidiaries	-	-	3,000	3,000
Investment in Joint Venture	1,141,559	1,167,124	1,326,686	1,326,886
	<u>6,165,225</u>	<u>5,053,363</u>	<u>6,310,741</u>	<u>5,188,296</u>
<b>Current assets</b>				
Inventories	5,342,018	3,588,145	5,228,008	3,351,580
Trade and other receivables	1,016,512	1,165,389	948,166	1,006,063
Other assets	2,474,626	4,933,362	2,451,557	4,909,415
Due from related party	52,432	1,260	82,531	169,330
Cash and cash equivalents	2,906,797	2,880,699	2,864,683	2,679,981
	<u>11,792,385</u>	<u>12,568,655</u>	<u>11,574,945</u>	<u>12,116,369</u>
<b>Total assets</b>	<u>17,957,610</u>	<u>17,622,218</u>	<u>17,885,686</u>	<u>17,304,665</u>
<b>Equity and liabilities</b>				
Ordinary shares	862,617	862,617	862,617	862,617
Share premium	3,012,065	3,012,065	3,012,065	3,012,065
Retained earnings	3,961,830	2,988,790	3,840,900	2,876,515
Asset revaluation reserve	408,144	408,144	408,144	408,144
	<u>8,244,656</u>	<u>7,271,616</u>	<u>8,123,726</u>	<u>7,159,341</u>
<b>Non-current liabilities</b>				
Loans and borrowings	2,322,768	2,893,510	2,322,768	2,893,510
Post employment benefits	37,409	40,506	37,409	40,506
Deferred tax liabilities	840,320	784,980	833,721	781,300
Deferred fair value gain on loan	414,711	556,771	414,711	556,771
	<u>3,615,208</u>	<u>4,275,767</u>	<u>3,608,609</u>	<u>4,272,087</u>
<b>Current liabilities</b>				
Loans and borrowings	3,235,680	3,643,661	3,235,680	3,644,584
Trade and other payables	2,157,199	1,748,393	2,039,615	1,605,251
Due to related party	10,161	121,957	207,052	121,460
Current tax liabilities	542,991	363,981	519,289	305,100
Deferred fair value gain on loan	151,715	196,842	151,715	196,842
	<u>6,097,746</u>	<u>6,074,834</u>	<u>6,153,351</u>	<u>5,873,237</u>
<b>Total liabilities</b>	<u>9,712,954</u>	<u>10,350,601</u>	<u>9,761,960</u>	<u>10,145,324</u>
<b>Total equity and liabilities</b>	<u>17,957,610</u>	<u>17,622,218</u>	<u>17,885,686</u>	<u>17,304,665</u>

These consolidated financial statements were approved and authorised for issue by the Board of Directors and were signed on its behalf on 23 March 2023.

Daisy Danjuma  
Chairman  
FRC/2020/003/00000020890

Patrick Ajah  
Managing Director  
FRC/2021/003/00000023215

Ayodeji Aboderin  
Finance Director/ CFO  
FRC/2014/ICAN/00000008270

#### Independent Auditor's Report

To the Shareholders of May and Baker Nigeria Plc

#### Opinion

The summarised consolidated financial statements of May and Baker Nigeria Plc, which comprised the consolidated statement of financial position at 31 December 2022 and the consolidated statements of profit or loss and other comprehensive income were derived from the audited consolidated financial statement of May and Baker Nigeria Plc for the year ended 31 December 2022.

In our opinion, the accompanying summarised financial statements are consistent, in all material respects, with the audited financial statements, in accordance with International Financial Reporting Standards (IFRSs) in compliance with Financial Reporting Council of Nigeria Act No 6, 2011 and with the requirements of the Companies and Allied Matters Act, 2020.

#### Summarised Financial Statements

The summarised financial statements do not contain all the disclosures required by the International Financial Reporting Standards (IFRS), the Financial Reporting Council of Nigeria Act, 2011 and with the requirements of the Companies and Allied Matters Act, 2020. Reading these summarised financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited financial statements and the auditor's report thereon.

#### The audited Financial Statements and our report thereon

We express an unmodified audit opinion on the audited financial statements in our report dated 23 March 2023 which include the communication of key audit matters. Key audit matters are those matters that, in our professional judgement, were of the most significance in our audit of the financial statements of the current period.

#### Directors' Responsibility for the Summarised Financial Statements

The Directors are responsible for preparing and presenting an appropriate summary of the financial statements, in accordance with International Financial Reporting Standards (IFRS) Financial Reporting Council of Nigeria Act, 2011 and with the requirements of the Companies and Allied Matters Act, 2020.

#### Independent Auditor's Responsibility

Our responsibility is to express an opinion on whether the summarised financial statements are consistent, in all material respects, with the audited financial statements based on our procedures which were conducted in accordance with International Standards on Auditing (ISA) 810 (Revised) "Engagements to Report on Summary Financial Statements".

#### Report on Other Legal and Regulatory Requirements

In accordance with the requirement of fifth schedule of the Companies and Allied Matters Act, 2020, we confirm that:

- 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;
- The Company and its subsidiaries have kept proper books of account, so far as appears from our examination of those books;
- The Group's consolidated statement of financial position and consolidated statement of profit or loss and other comprehensive income are in agreement with the books of account.

Benson Akpajyan, FCA  
FRC/2013/ICAN/02226  
For: PKF Professional Services  
Chartered Accountants  
Lagos, Nigeria  
Dated: 23 March 2023

#### CONSOLIDATED AND SEPARATE STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2022

	The Group		The Company	
	2022	2021	2022	2021
	N'000	N'000	N'000	N'000
<b>Continuing operations</b>				
Revenue	14,328,266	11,901,583	13,582,890	11,038,948
Cost of sales	(10,452,985)	(7,202,971)	(10,099,256)	(6,823,985)
<b>Gross profit</b>	<u>3,875,281</u>	<u>4,698,612</u>	<u>3,483,634</u>	<u>4,214,963</u>
Other operating income	1,673,747	43,017	1,670,494	43,017
Distribution, sales and marketing expenses	(2,149,236)	(1,811,937)	(1,899,866)	(1,669,628)
Administrative expenses	(1,235,417)	(1,228,123)	(1,152,819)	(1,157,195)
<b>Operating profit</b>	<u>2,164,375</u>	<u>1,701,569</u>	<u>2,101,443</u>	<u>1,431,157</u>
Finance income	231,476	59,432	231,411	59,138
Finance costs	(286,034)	(266,828)	(285,532)	(255,845)
Share of loss in joint ventures	(25,565)	(33,798)	-	-
<b>Profit before income tax</b>	<u>2,084,252</u>	<u>1,460,375</u>	<u>2,047,322</u>	<u>1,234,450</u>
Income tax expense	(593,642)	(410,768)	(565,367)	(323,609)
<b>Profit from continuing operations</b>	<u>1,490,610</u>	<u>1,049,607</u>	<u>1,481,955</u>	<u>910,841</u>
Attributable to:				
Equity shareholders	<u>1,490,610</u>	<u>1,049,607</u>	<u>1,481,955</u>	<u>910,841</u>
Other Comprehensive income:				
Items that will not be reclassified subsequently to profit or loss:				
Items that may be reclassified subsequently to profit or loss:				
Asset revaluation gain net of tax	-	-	-	-
Other comprehensive income	-	-	-	-
<b>Total comprehensive income for the year</b>	<u>1,490,610</u>	<u>1,049,607</u>	<u>1,481,955</u>	<u>910,841</u>
Attributable to:				
Equity shareholders	<u>1,490,610</u>	<u>1,049,607</u>	<u>1,481,955</u>	<u>910,841</u>
Basic and diluted earnings per share (Kobo) -				
From continuing operations	86	61	86	53

#### SUMMARY OF CONSOLIDATE AND SEPARATE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2022

	2022	2021	2022	2021
	N'000	N'000	N'000	N'000
Net cash from/(used in) operating activities	2,061,772	(2,308,975)	2,187,113	(2,346,374)
Net cash used in investing activities	(290,548)	(427,039)	(256,863)	(412,074)
Net cash (used in)/from financing activities	(1,642,053)	1,514,431	(1,642,474)	1,482,085
Net (decrease)/increase in cash and cash equivalents	129,171	(1,221,583)	287,776	(1,276,363)
Cash and cash equivalent at 1 January	2,749,629	3,971,212	2,548,911	3,825,274
Cash and cash equivalent at 31 December	<u>2,878,801</u>	<u>2,749,629</u>	<u>2,836,687</u>	<u>2,548,911</u>
<b>Reconciliation of cash and bank balances to cash and cash equivalents</b>				
Cash and bank balances	2,906,797	2,880,699	2,864,683	2,679,981
Bank overdrafts and commercial papers	(27,996)	(131,070)	(27,996)	(131,070)
	<u>2,878,801</u>	<u>2,749,629</u>	<u>2,836,687</u>	<u>2,548,911</u>

