



Accountants &  
business advisers

# **UNIVERSITY PRESS PLC**

**FINANCIAL STATEMENTS  
31 MARCH 2021**

## Corporate information

<b>Directors</b>	Mr. Obafunso Ogunkeye	-Chairman
	Mr. Samuel Kolawole	-Managing Director
	Mr. I. Chibuike Okorie	-Director
	Mallam Adamu A. Sufi	-Director
	Arc. Ayodeji Olorunda	-Director
	Mr. Yomi Aremu Adewusi	-Director
	Prof Theodora Akachi Ezeigbo	-Director
	Mr. Olayinka Lawal	-Director
	Mr. Ganiyu A. Adebayo	-Executive Director (Finance)
	Mrs. Folakemi O. Bademosi	-Executive Director (Publishing)
	Mrs. Binitie Aboyade-Cole	-Company Secretary/Legal Adviser
<b>Registered Office</b>	Three Crowns Building Jericho, Ibadan.	
<b>Registrar</b>	Greenwich Registrars & Data Solutions Ltd Registrars Limited 274, Murtala Muhammed Way Yaba, Lagos	
<b>Auditors</b>	PKF Professional Services PKF House 205A, Ikorodu Road, Obanikoro, Lagos	
<b>Bankers</b>	Guaranty Trust Bank Plc Zenith Bank Plc First Bank Limited First City Monument Bank Limited Access Bank Plc United Bank for Africa Plc.	

## DIRECTORS' REPORT

The Directors present their annual reports on the affairs of University Press Plc, along with the audited Financial Statements for the year ended 31st March 2021.

### 1. LEGAL FORM, PRINCIPAL ACTIVITIES AND BUSINESS REVIEW.

The Company was incorporated in Nigeria on the 14th of August, 1978. A Public Limited Liability Company listed on the Nigerian Exchange Group which commenced operations in Nigeria as a branch of Oxford University Press in 1949.

The Company's principal activity is publishing, sales and distribution of educational books and materials. The Company will carry on fulfilling its objectives as stated in its memorandum of association.

### 2. OPERATING RESULTS

Highlights of the Company's operating results for the year under review are as follows:

	March 2021	March 2020
	N'000	N'000
Revenue	1,419,422	2,065,607
Profit before tax	75,291	178,056
Taxation expense	(18,185)	(50,870)
Profit attributable to owners of the entity	57,106	127,186

### 4. DIVIDEND

The Directors recommend a dividend of 5k (2020 : 15k) per ordinary share of 50 kobo each amounting to N21,570,475 to be paid to shareholders subject to approval at the Annual General Meeting. The proposed dividend is subject to withholding tax and is payable on 23rd September 2021 to shareholders whose names appear on the Register of Members as at close of business on Tuesday 31st August 2021.

### 5. CORPORATE GOVERNANCE

The Company is committed to the best practices and procedures in Corporate Governance. Its business is conducted in a fair, honest and transparent manner which conforms with the Code of Best Practices on Corporate Governance in Nigeria. Examples of the Company's compliance with these Corporate Governance requirements during the year under review includes but not limited to:

#### a. Board Composition

The Board consists of a Non-Executive Chairman, Six (6) Non-Executive Directors, and Three(3) Executive Directors, all bringing high level of competence and expertise. They are seasoned professionals and entrepreneurs with vast business management experience and credible track records. The non-executive Directors are independent of management and are free from constraints which may materially affect their judgement as Directors of the Company.

#### b. Role of the Board

The Board has the responsibility of ensuring that the company is properly managed and achieves its strategic objectives with the aim of creating sustainable long term value to the shareholders.

**6. DIRECTORS AND THEIR INTERESTS**

The names of the Directors who served during the year and at the date of this report are as follows:

Mr. Obafunso Ogunkeye	Chairman
Mr. Samuel Kolawole	Managing Director
Mr. Chibuike I. Okorie	Non-Executive Director
Mallam Adamu A. Sufi	Non-Executive Director
Mr. Ganiyu A. Adebayo	Executive Director (Finance)
Arc. Ayodeji Olorunda	Non-Executive Director
Mr. Yomi A. Adewusi	Non-Executive Director
Mrs. Folakemi O. Bademosi	Executive Director (Publishing)
Prof. Akachi T. Ezeigbo	Non-Executive Director
Mr. Olayinka Lawal	Non-Executive Director

Directors' interest in the company's issued share capital as recorded in the Register of Members and/or as notified by the Directors for the purpose of section 301 of the Companies and Allied Matters Act, 2020 and disclosed in accordance with the listing rules of the Nigerian Stock Exchange (Nigeria) as at 2016 are as follows:

<b>Directors</b>	<b>As at 31st March 2019</b>	<b>As at 31st March 2020</b>	<b>As at 31st March 2021</b>
Mr. Obafunso Ogunkeye	876,993	876,993	876,993
Mr. Samuel Kolawole	661,776	661,776	661,776
Mr. Chibuike I. Okorie	582,989	582,989	582,989
Mallam Adamu A. Sufi	43,200	43,200	43,200
Mr. Ganiyu A. Adebayo	217,007	217,007	217,007
Arc. Ayodeji Olorunda	168,228	168,228	168,228
Mr. Yomi A. Adewusi	324,416	324,416	324,416
Mrs. Folakemi O. Bademosi	186,000	186,000	186,000
Prof. Akachi T. Ezeigbo	314,265	314,265	314,265
Mr. Olayinka Lawal		215,198	215,198

No director has notified the Company, for the purpose of section 303 of the Companies and Allied Matters Act, 2020 of any declarable interest in contracts with which the Company is involved as at 31st March, 2021.

**7. RETIREMENT BY ROTATION**

In accordance with Clause 90 of the Company's Articles of Association, Prof. Akachi Ezeigbo (74 years old), Messrs Obafunso Ogunkeye and Olayinka Lawal will retire by rotation and being eligible, offer themselves for re-election.

**8. ACQUISITION OF OWN SHARES**

The Company did not purchase any of its own shares during the year under review.

## 10. ANALYSIS OF ORDINARY SHAREHOLDINGS AS AT 31 MARCH, 2021

### 10.1 Analysis by Nationality

Shareholders	2020		2021	
	No of Shares	%	No of Shares	%
Oxford University Press, UK	60,809,896	14.10	60,926,796	14.12
Nigerians	370,599,608	85.90	370,482,708	85.88
	<u>431,409,504</u>	<u>100</u>	<u>431,409,504</u>	<u>100</u>

### 10.2 Range Analysis

Share Range	No. of Shareholders	No. of Holdings	Percentage of Shareholdings
1 - 5,000	8,626	11,388,379	2.64
5,001 - 10,000	933	6,856,970	1.59
10,001 - 50,000	1,527	33,195,031	7.69
50,001 - 100,000	285	20,625,759	4.78
100,001 - 500,000	295	61,966,967	14.36
500,001 - 1,000,000	35	24,806,334	5.75
1,000,001 and above	59	272,570,114	63.18
<b>TOTAL</b>	<b>11,760</b>	<b>431,409,504</b>	<b>100.00</b>

### 10.3 Major Shareholdings

According to the register of members, the following shareholders of the Company held more than 5% of the issued share capital of the Company as at 31st March, 2021:

	Holdings	% of Holding
1. Oxford University Press, U.K.	60,912,396	14.12
2. Awhua Resources Limited	40,155,291	9.31
3. Dr. Lalekan Are	27,101,909	6.28
4. Adeleke Adebayo Adetunji	27,734,631	6.43



## 11 EMPLOYMENT AND EMPLOYEES

### 11.1 Employees' Health, Safety and Environment

The Company strictly observes all health and safety regulations in force within the Company's premises and employees are aware of existing regulations. Financial provision is also made for all employees in respect of transportation housing, medical expenses and meals.

### 11.2 People with Special Needs

It is Company Policy that there is no discrimination in the consideration of

applications for employment including those of physically challenged persons. All employees, whether physically challenged or not, are given equal opportunities to develop their knowledge and to qualify for promotion in furtherance of their careers.

### 11.3 Employees' Involvement and Training

The Company attaches great premium to training of its staff. Staff are sponsored to attend local and overseas courses of the highest quality. For the period under review, all staff attended training of various types.

## 12. EVENT AFTER THE REPORTING PERIOD

There are no events after the reporting period which could have had a material effect on the state of affairs of the Company, as at 31st March, 2020 and the profit for the year ended on that date, which have not been adequately provided for or disclosed in these financial statements.

## 13. AUDIT COMMITTEE

In accordance with the provisions of Section 404 (5) & (6) of the Companies and Allied Matters Act, 2020, the Audit Committee which was elected at the last Annual General Meeting comprising three (3) Non-Executive Directors and three (3) Shareholders' Representatives, functioned effectively during the year under review. The Committee was chaired by a member representing the shareholders. The functions of the Committee are as provided for in Section 404 (7) of the Companies and Allied Matters Act, 2020. The Committee met four times during the year under review.

resolution will be proposed at the Annual General Meeting to authorize the Directors to determine their remuneration.

## 15. LIST OF MAJOR CUSTOMERS (BOOKSELLERS)

### IBADAN ZONE

1. I. A. Alli (Agent)
2. Odusote Bookstores
3. The Booksellers Ltd.
4. Chris Ogbale (Agent)
5. Arogundade Bookshop
6. Ola-Ade Awolowodu Bookshop
7. Eberu Oluwa Bookshop
8. Lawal & Sons Bookshop
9. Wonsebolatan Bookshop
10. University of Ibadan Bookshop
11. Uncle B Stationery Centre
12. Ogunwa Bookshop
13. Famenock Bookshop

### ABAZONE

1. C. U. Ubah
2. Uko E. Inyang (Agent)
3. Living Word Academy

## 14. AUDITORS

PKF Professional Services (External Auditors) have indicated their willingness to continue in office as External Auditors of the Company. A

**ABEOKUTA ZONE**

1. Ogunde Bookshop
2. Olaleye A. E. (Agent)

**ABUJA ZONE**

1. Nigerian Turkish
2. Pearls Books Ltd

**AKURE ZONE**

1. Greater Tomorrow
2. Dim's New Era Bookshop
3. Omega Bookshop
4. DFS Bookshop
5. Michealian Bookshop
6. Noble Bookshop
7. Exponent Booksh

**BENIN ZONE**

1. Oliswell Resources Bookshop
2. Paul Uche Egbuche (Agent)
3. Pioneer Education Centre

**ILORIN ZONE**

1. Lara Bookshop
2. Alliance Bookshop
3. Sunday Sunday Bookshop
4. Grace Bookshop
5. Iqra Schhols

**KADUNA/ZARIA ZONE**

1. Success School
2. Kola Bookshop
3. Sandu A. Sanda (Agent)

**KANO ZONE**

1. Kuntau Science Academy
2. Women Farmers Advancement
3. Islama Finance & Investment Trust

**LAGOS ZONE**

1. Abikoye Bookshop
2. Abiodun Bookshop
3. Warrt Stationery
4. Deeper life School

5. Ohio Super Bookshop
6. Signal Ventures
7. CSS Bookshop
8. B & B Bookshop
9. RightWay Bookshop

**OWERRI ZONE**

1. Okwara Ugochukwu (Agent)
2. FGGC, Owerri

**PORT HARCOURT**

1. Linus Bookstore
2. FGGC, Abuloma

**MAKURDI/JOS ZONE**

1. Cerov Bookshop
2. Catholic Educational Services
3. l cet Bookshop

**MINNA**

1. Umar Bookshop
2. New Horizon College

**ONITSHA ZONE**

1. G. O. Ugochukwu Bookshop
2. Chief Egwu & Sons Bookshop
3. Misheal Enterprise

**OSOGBO**

1. Adelad Bookstore
2. Muttex Books & Stationery Store
3. New Era Bookshop
4. Beulah & Hephzibah Bookshop

**BY ORDER OF THE BOARD**

**O. A. Binitie Aboyade-Cole (Mrs)**

FRC/2014/NBA/00000008468

Company Secretary/Legal Adviser

Ibadan Nigeria

23rd June 2021



## Shareholders

The Board endeavours to provide timely and accurate disclosure of all material information of the Company to shareholders. Where practicable, the Board is prepared to enter into dialogue with institutional investors.

Presently, the Board communicates information about the Company's operations, activities and performance to shareholders and the public through the following:

- (i) Annual Reports which contain the financial and operational review of the Company's business, corporate information, financial statements, Directors' report, etc;
- (ii) Various announcements made to the Nigerian Exchange Group and Securities and Exchange Commission which include quarterly returns;
- (iii) The Company's website at [www.universitypressplc.com](http://www.universitypressplc.com) is continuously updated to provide easy access to corporate information regarding the Company and its activities.

The Annual General Meeting remains the principal forum for dialogue with all shareholders while the Extraordinary General Meetings are held as and when required. The Board encourages shareholders to attend the forthcoming Annual General Meeting and undertakes to answer all questions raised by the shareholders.

The General Meeting of the Company is the highest decision making body of the Company. The Company's General Meetings are conducted in a transparent and fair manner. Shareholders have the opportunity to express their opinions on the Company's financial results and other issues affecting the Company.

The Annual General Meetings are attended by representatives of regulators such as the Securities and Exchange Commission, the Nigerian Exchange Group, Corporate Affairs Commission as well as representatives of Shareholders' Associations. The Company has an Investors Relations Unit in the Company Secretary department, which deals directly with enquiries from shareholders and ensures that shareholders' interests are protected.

In addition, quarterly, half-yearly and annual financial results are published in widely read national

newspapers. These results are also uploaded on the Company's website.

## Protection of Shareholders' Rights

The Board ensures the protection of the statutory and general rights of shareholders at all times, particularly their right to vote at general meetings. All shareholders are treated equally, regardless of volume of shareholding or socio-economic status.

The Board of University Press Plc places considerable importance on effective communication with its shareholders. It ensures that the rights of shareholders are protected at all times. Adequate information/notice of meetings is disseminated to the shareholders regularly. Attendance at the Annual General Meeting is open to shareholders or their proxies and proceedings at the meeting are usually monitored by representatives of (the Nigerian Exchange Group (NGX), Securities and Exchange Commission (SEC) and the Corporate Affairs Commission (CAC).

## Communication Policy

The Board and Management of the Company adopt and implement appropriate communication policies to ensure that communication and dissemination of information regarding the operations and management of the Company to shareholders, stakeholders and the general public is timely, accurate and continuous, to give a balanced and fair view of the Company's financial and non-financial matters. Such information, which is in plain readable and understandable language, is consistent and is available on the Company's website, [www.universitypressplc.com](http://www.universitypressplc.com). The website is constantly updated with information as events occur. The website also has an Investors' portal where the Company's annual reports and other relevant information about the Company are published and made accessible to its shareholders, stakeholders and the general public.



### Information Flows

It is the responsibility of the Executive Management under the direction of the Board to ensure that the Board receives adequate information, on a timely basis, about the Company's businesses and operations at appropriate intervals and in an appropriate manner, to enable the Board carry out its responsibilities.

The Board receives appropriate information in advance from Management.

### The Company Secretary

The Company Secretary provides a point of reference and support for all Directors. The Company Secretary also consults regularly with Directors to ensure that they receive required information promptly. The Board may obtain information from external sources, such as consultants and other advisers, if there is a need for outside expertise, via the Company Secretary or directly. The Company Secretary is also responsible for assisting the Board and Management in the implementation of the Code of Corporate Governance for Public Companies in Nigeria; coordinating the orientation and training of new Directors and the continuous education of Non-Executive Directors; assisting the Chairman and Managing Director to formulate an annual Board Plan and with the administration of other strategic issues at the Board level; organizing Board meetings and ensuring that the minutes of Board meetings clearly and properly capture Board discussions and decisions.

### Independent Advice

The Directors can obtain independent professional advice at the Company's expense in the performance of their duties as Directors.

### Insider Trading and Price Sensitive Information

Directors, insiders and their immediate families in possession of confidential price sensitive information ("insider information") are prohibited from dealing with the securities of the Company where such would amount to insider trading. Directors, insiders and related parties are prohibited from disposing, selling, buying or transferring their shares in the Company for a period commencing from the date of receipt of such insider information until such a period when the information is released to the public.

### Management Committees

In addition to the Board, Board Committees and Audit Committee, the Company's corporate objectives are also met through the following Management Committees:

#### (i) Executive Committee

The Committee is comprised the Managing Director, Executive Directors and General Managers. The Committee meets fortnightly (or such other times as business exigency may require) to deliberate and take policy decisions on the effectiveness and efficient management of the Company. Its primary responsibility is to ensure the implementation of strategies approved by the Board, provide leadership to the Management team and ensure efficient deployment and management of the Company's

resources. The Committee also serves as processing unit for issues to be brought to the attention of the Board.

#### (ii) Other Committees

In addition to the Executive Committee, the Company has the following Standing Committees:

- (a) Management Committee
- (b) Risk Management Committee
- (c) Sales Management Committee
- (d) Assets Purchase Committee
- (e) Assets Disposal Committee
- (f) Debt Monitoring and Recovery Committee

These are Committees comprised senior management staff of the Company. The Committees are risk-driven as they are basically set up to identify, analyze, synthesize and make recommendations on risks arising from day to day activities of the Company. They also ensure that risk limits as contained in the Board and Regulatory policies are complied with at all times. They provide inputs for the respective Board Committees and also ensure that recommendations of the Board Committees are effectively and efficiently implemented. They meet as frequently as necessary to take immediate action and decisions within the confines of their powers.



### Whistle Blowing Procedures

The Company has established a whistle blowing procedure that provides for anonymity. The Company has one hotline and a dedicated e-mail address for whistle blowing procedures. The hot number is 08129131044 and the e-mail address is [hotline@universitypressplc.com](mailto:hotline@universitypressplc.com).

### Insider Trading

Directors, insiders and other related persons with non-public, confidential and price-sensitive information are prohibited from dealing in the equities of the company where this will amount to insider trading. This prohibition will last until the information in question is released to the general public.

### Complaints Management Policy

A Complaints Management Policy has been put in place to handle and resolve complaints from our Customers, Shareholders/stakeholders and I

Investors. The policy also provides an avenue for customers/shareholders/stakeholders communication and feedback.

The policy was developed and approved by the Company's senior management. Responsibility for implementing and monitoring compliance of the policy is borne by management.

## STATEMENT OF DIRECTORS' RESPONSIBILITY IN RELATION TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

The Directors of University Press Plc are responsible for the preparation of the consolidated and separate financial statements that present fairly the financial position of the Company for year ended 31st March 2020, and the results of its operations, cashflows and changes in equity for the year ther ended, in accordance with International Financial Reporting Standards ("IFRS") and in the manner required by the Companies and Allied Matters Act of Nigeria and the Financial Reporting Council of Nigeria Act, No 6, 2011.

### In preparing the financial statements, the Directors are responsible for:

- (i) Properly selecting and applying accounting policies;
- (ii) Presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- (iii) Providing additional disclosures when compliance with the specific requirements in IFRS are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance; and
- (iv) Making an assessment of the Company's ability to continue as a going concern.

The Financial statements of the Company for the year ended 31st March, 2021 were approved by the Directors on 23rd June 2021.

Signed on Behalf of the Board of Directors by:

**Mr. Obafunso Ogunkeye**

FRC/2013/CITN/00000003567  
Chairman

23rd June 2021

**Samuel Kolawole**

FRC/2013/ICSAN/00000003248  
MD/CEO

23rd June 2021



## CORPORATE SOCIAL RESPONSIBILITY

At University Press Plc, Corporate Social Responsibility (CSR) is a key component of our business strategy as we believe that giving back to host communities is a requirement for overall development of the country and our business.

The Corporate Social Responsibility (CSR)'s objective of the Company is to balance the shareholders' value, the welfare of employees, and contributions to the communities and environment where we operate. We ensure that our CSR projects are targeted towards the needs of the society and are sustainable. Our CSR strategy focuses on three major areas namely, community development, education and environment.

### **Community Development**

We are committed to impacting positively in the communities in which we operate in order to encourage both social and economic activities therein.

### **Education**

Apart from being our core business area, we recognise the importance of education to the social, political, economical and technological development of our country. We also appreciate the fact that government alone cannot meet the needs of this key sector.

### **Environment**

We believe in the need to protect and restore the natural environment in which we operate.

## INTERNAL CONTROL REPORT

The Internal Control system of University Press Plc is designed to ensure that material errors or inconsistencies in the financial statements are identified and corrected. It aims at ensuring that the business of the company is conducted in a profitable manner; ensure that its assets are safeguarded and that adequate records are kept for the Company's transactions.

The Internal Control consists of control environment and control procedures. Control environment includes Board of Directors, Audit Committee, Internal Audit and Management. The control procedures on the other hand are the elements of internal control system.

### Responsibility of the Board

The Board of Directors of the Company, University Press Plc, acknowledges the importance of the system of Internal Control in the efficient management of the Company and recognizes that it is their responsibility to maintain a sound system of internal control to safeguard the Company's assets and the shareholders' investments.

The Board is responsible for identifying the principal business risks, ensuring the implementation of appropriate systems to manage these risks, monitoring and reviewing the adequacy and integrity of the Company's systems of internal control and management information.

The Board has a Board Committee, Board Risk Management Committee, which performs oversight functions on the Company's Risk Management Processes.

The Board Risk Management committee is responsible for setting risk management policies that ensure that material risks inherent in the Company's business or operations are identified and mitigated or controlled.

The Risk Management Committee reviewed extensively the internal control system of the Company and made relevant recommendations for its improvement during the year.

### Audit Committee

The control environment of the Company's internal control system also includes the establishment of the Audit Committee.

The Audit Committee of the Company has three representatives of shareholders and three Non-Executive Directors as members. One of the shareholders' representatives, Mr. Temitope K. Oduniyi is the Chairman of the Committee. The

Committee is therefore independent.

As part of its functions, the Audit Committee reviews the existence and adequacy of the internal control system. It also reviews the findings of External Auditors on the controls and management's response to the findings.

The Committee on a quarterly basis considers the report of the Internal Auditor and ensures the independence of both External and Internal Auditors. The Committee ensures that financial statements are prepared to comply with acceptable standards and practices.

### Internal Audit Function

The Company has an independent Internal Audit function to support the review mechanism and assist the Audit Committee and the Board in conducting their review more effectively. Internal Audit is an independent review activity within the Company for the review of its operations as a service to the Company.

The Internal Auditor reports quarterly to the Board of Directors and Audit Committee. He may be directed to carry out investigations into any matters that may be of interest to them.

The existence of Internal Audit function enables the Company to continually review its operations for necessary control action.

The Internal Auditor reports to the Chief Executive Officer, the Board and Audit Committee.

### Management Committee

The Company's Management Committee is responsible for implementing risk and other policies set out by the Board. They are also responsible for setting internal control policies and monitoring the effectiveness of the internal control systems. They ensure that proper books of records are kept and that accounting policies are in conformity with International Financial Reporting Standards.



They provide financial and other management information to the Board of Directors and Audit Committee to enable them assess the extent of compliance with established control procedures.

### **Risk Assessment**

The Board and Management regularly assess the risks that could impact on the Company's operations including risks relating to financial reporting.

The Management Committees meet regularly to assess the risks facing the company in the areas of market, piracy, production or acquisition of titles, liquidity and legal or statutory.

### **Control Activities or Procedures**

The daily activities of the Company are governed by Internal Control procedures to ensure that the business of the Company is carried out in an orderly and efficient manner and ensure that the objectives or goals of the Company are achieved.

The system of Internal Control is designed to provide reasonable but not absolute assurance against material mis-statements or loss. The key procedures or elements of Internal Control system include:

- Organizational structure defining management responsibilities and hierarchy of reporting lines and accountability.
- Physical controls defining access to the Company's non-current and current assets including the use of such assets.
- Limit of authority and approval facilitating delegation of authority. The compliance with the limits is monitored daily by the established internal checks and Internal Audit functions.
- There is segregation of duties. No officer can initiate and conclude transactions. Jobs are also rotated from time to time to avoid over familiarity and collusion.
- Detailed budgeting programme with annual budget approved by the Board.
- Regular review by the Board of actual results compared with budget and forecasts.

- Reporting to, and review by the Board of changes in legislation and practices within the publishing sector and accounting and legal developments pertinent to the Company.

- Top Management reviews. These include:

- (i) Preparation of Annual budget
- (ii) Preparation of Annual Sales, forecast for monthly monitoring and tracking of performance.
- (iii) Preparation of monthly financial statements for management review
- (iv) Monthly Profitability Review. This involves comparing budget to actual performance and identifying reasons for variances.
- (v) Weekly and periodic Internal Audit Reports eliciting control weakness to management.
- (vi) Quarterly Management Report to the Board
- (viii) Quarterly reports to the Board eliciting the existing and potential risks facing the Company and the mitigants deployed.

### **Assurance and Limitation**

The Board believes that the current management control, risk management framework and the review mechanism provide reasonable assurance on the effectiveness of the internal control systems of the Company. The collective business and professional experiences of the Board and the management also constitute a key element in the company's risk management systems. Nevertheless, the Board recognizes that Internal Control System should be continuously improved in line with the evolving business and operating environments.

It should also be noted that risk management systems and internal control system are only designed to manage rather than eliminate risks of failure to achieve business objectives. Therefore, these systems can only provide reasonable but not absolute assurance against material misstatements, fraud and losses.

## REPORT OF THE AUDIT COMMITTEE

In accordance with the provisions of Section 404 (17) of the Companies and Allied Matters Act, 2020, we, members of the Audit Committee of University Press Plc, having carried out our statutory functions under the Act, hereby report that:

- (a) The accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices.
- (b) The scope and planning of both the External and Internal Audit programmes for the year ended 31st March, 2021 were adequate and reinforce the Company's internal control system.
- (c) Having reviewed the External Auditors' findings and recommendations on management matters, we are satisfied with management responses thereon.

Finally, we acknowledge the cooperation of management and staff in the conduct of these duties.



Mr. Temitope K. Oduniyi

FRC/2019/ICAN/00000019367  
Chairman, Audit Committee  
22nd June 2021

### MEMBERS OF THE AUDIT COMMITTEE

- |    |                               |            |
|----|-------------------------------|------------|
| 1. | Mr. Temitope K. Oduniyi       | - Chairman |
| 2. | Mr. Yomi A. Adewusi           | - Member   |
| 3. | Mr. Ade-Abisoye B. Sodeinde   | - Member   |
| 4. | Prof. (Mrs) Akachi T. Ezeigbo | - Member   |
| 5. | Mr. Oluwole K. Ibiyemi        | - Member   |
| 6. | Mr. Chibuike I. Okorie        | - Member   |



# UNIVERSITY PRESS PLC

## STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

In accordance with the provisions of the Companies and Allied Matters Act, the directors are responsible for the preparation of financial statements which give a true and fair view of the state of affairs of the Company at the end of the year and its profit or loss.

The responsibilities include ensuring that:

- i. 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;
- ii. Appropriate and adequate internal controls are established to safeguard its assets and to prevent and detect fraud and other irregularities;
- iii. The Company prepares its financial statements using suitable accounting policies supported by reasonable and prudent judgments and estimates that are consistently applied; and
- iv. It is appropriate for the financial statements to be prepared on a going concern basis.

The Directors accept responsibility for the preparation of the accompanying financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates in accordance with the International Financial Reporting Standards; in compliance with the Financial Reporting Council Act No. 6, 2011 and in the manner required by the Companies and Allied Matters Act, 2020.

The Directors are of the opinion that the accompanying financial statements give a true and fair view of the state of the financial affairs of the Company, in accordance with the International Financial Reporting Standards in compliance with the Financial Reporting Council of Nigeria Act, No 6, 2011 and in the manner required by Companies and Allied Matters Act, 2020.

The Directors further accept responsibility for the maintenance of adequate accounting records as required by the Companies and Allied Matters Act, 2020 and for such internal controls as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatements

The Directors have made assessment of the company's ability to continue as a going concern and have no reason to believe that the company will not remain a going concern for at least twelve months from the date of this statements.

Signed on behalf of the Board of Directors by:



Mr. Obafunso Ogunkeye  
Chairman  
FRC/2013/CITN/00000003567

Dated: 23 June 2021



Mr. Samuel Kolawole  
MD/CEO  
FRC/2014/IODN/00000003248

Dated: 23 June 2021

## **Independent Auditor's Report**

### **To the Shareholders of University Press Plc**

#### **Report on the audit of the financial statements**

##### **Opinion**

We have audited the accompanying financial statements of University Press Plc (the Company), which comprise the statement of financial position as at 31 March 2021, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at 31 March 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and in the manner required by the Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria Act, No 6, 2011.

##### **Basis of Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Nigeria, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.





Key audit matters	How the matter was addressed in the audit
<p><b>c) Impairment of trade receivables</b></p> <p>The determination of the impairment charge for trade receivables requires the assessment of Expected Credit Loss Model (ECL) using the simplified approach on recoverable amounts in line with IFRS 9.</p> <p>The ECL model involves the application of considerable level of judgement and estimation in determining inputs which are derived from historical records obtained within and outside the company in formulating the financial model. The model also requires assumptions in the estimation of forward looking macro-economic variables in computing the Probability of Default (PD).</p>	<p>We focused our testing of impairment on the assumption made by management and in line with IFRS 9, Expected Credit Loss Model (ECL).</p> <p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>• We assessed and tested the design and operating effectiveness of the controls over impairment calculation.</li> <li>• Reviewed the age analysis of debtors and controls put in place by management on the recoverability of receivables that have been long over due.</li> <li>• Reviewed the impairment model adopted by management and evaluated whether the model used to calculate the recoverable amounts complies with the requirements of IFRS 9 and is in agreement with our understanding of the business and the industry in which the company operates.</li> </ul>

#### Other Information

The directors are responsible for the other information. The other information comprises the Chairman's statement, Directors' Report; Audit Committee's Report, Corporate Governance Report and Company Secretary's report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appeared to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of the Directors and Those Charged with Governance for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards; and in the manner required by the Companies and Allied Matters Act, 2020, and the Financial Reporting Council of Nigeria Act, No 6, 2011 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.

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

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

#### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

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

In our opinion, proper books of account have been kept by the Company, so far as appears from our examination of those books and the Company's statement of financial position and statement of profit or loss and other comprehensive income are in agreement with the books of account.

- 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 have kept proper books of account, so far as appears from our examination of those books.
- iii) The statement of financial position and statement of profit or loss and other comprehensive income are in agreement with the books of account.

  
**Benson O. Adejayan, FCA**  
**FRC/2013/ICAN/00000002226**  
**For: PKF Professional Services**  
**Chartered Accountants**  
**Lagos, Nigeria**

**Dated: 23 June 2021**



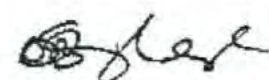


# UNIVERSITY PRESS PLC

## STATEMENT OF FINANCIAL POSITION AT 31 MARCH 2021

	Notes	2021 N'000	2020 N'000
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	18	1,170,940	1,170,282
Investment property	19	<u>314,700</u>	<u>288,000</u>
		<u>1,485,640</u>	<u>1,458,282</u>
<b>Current assets</b>			
Inventory	20	1,443,250	1,252,639
Trade receivables	21	101,138	115,535
Other current assets	22	50,562	63,026
Cash and cash equivalents	31	<u>704,425</u>	<u>576,853</u>
		<u>2,299,375</u>	<u>2,008,053</u>
<b>Equity and liabilities</b>			
<b>Current liabilities</b>			
Trade payables	23	426,744	56,074
Other payables and accruals	24	415,481	404,506
Unclaimed dividends	25	151,281	149,694
Current tax liabilities	16.2	<u>20,080</u>	<u>75,096</u>
		<u>1,013,586</u>	<u>685,370</u>
<b>Net current assets</b>		<u>1,285,789</u>	<u>1,322,683</u>
<b>Non current liabilities</b>			
Deferred taxation	16.4	<u>107,467</u>	<u>109,397</u>
<b>Net assets</b>		<u>2,663,962</u>	<u>2,671,568</u>
<b>Equity</b>			
Ordinary shares	26.1	215,705	215,705
Share premium	27	146,755	146,755
Capital reserve	28	1,442	1,442
Revaluation reserve	29	772,448	772,448
Revenue reserve	30	<u>1,527,612</u>	<u>1,535,218</u>
<b>Total equity</b>		<u>2,663,962</u>	<u>2,671,568</u>

The financial statements were approved by the Board on 23 June 2021 and signed on its behalf by:



Mr. Obafunso Ogunkeye  
Chairman  
FRC/2013/CITN/00000003567



Mr. S. Kolawole  
Managing Director  
FRC/2013/ICSAN/00000003248



Mr. G. A. Adebayo  
Executive Director (Finance)  
FRC/2013/ICAN/00000003250

The accompanying notes and significant accounting policies form an integral part of these financial statements.

# UNIVERSITY PRESS PLC

## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2021

	Notes	2021 N'000	2020 N'000
Revenue	7	1,419,422	2,065,607
Cost of sales	9	<u>(581,158)</u>	<u>(844,981)</u>
<b>Gross profit</b>		<b>838,264</b>	1,220,626
Other income	10	49,305	17,412
Marketing and distribution expenses	11	(370,580)	(474,661)
Administrative expenses	12	<u>(456,671)</u>	<u>(611,156)</u>
<b>Profit from operations</b>		<b>60,318</b>	152,221
Finance income	14	<u>14,973</u>	<u>25,835</u>
<b>Profit before taxation</b>	15	<b>75,291</b>	178,056
Income tax expense	16.1	<u>(18,185)</u>	<u>(50,870)</u>
<b>Profit for the year</b>		<b><u>57,106</u></b>	<b><u>127,186</u></b>
<b>Other comprehensive income:</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>		-	-
<b>Items that will be reclassified subsequently to profit or loss</b>			
Total other comprehensive loss		<u>-</u>	<u>-</u>
<b>Total comprehensive income attributable to owners of equity</b>		<b><u>57,106</u></b>	<b><u>127,186</u></b>
Basic earnings per 50k share (kobo)	17	<u>13.24</u>	<u>29.48</u>

The accompanying notes and significant accounting policies form an integral part of these financial statements.

# UNIVERSITY PRESS PLC

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2021

	Ordinary shares N'000	Share premium N'000	Capital reserve N'000	Property, plant and equipment revaluation reserve N'000	Reserve on actuarial valuation of gratuity N'000	Revenue reserve N'000	Total equity N'000
Balance at 1 April 2019	215,705	146,755	1,442	772,448	-	1,472,744	2,609,094
<b>Changes in equity for the year:</b>							
Profit for the year	-	-	-	-	-	127,186	127,186
	-	-	-	-	-	127,186	127,186
<b>Other comprehensive income</b>							
Actuarial loss on defined benefit plan	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
<b>Total comprehensive income</b>	-	-	-	-	-	127,186	127,186
<b>Transactions with owners:</b>							
Dividend declared	-	-	-	-	-	(64,712)	(64,712)
	-	-	-	-	-	(64,712)	(64,712)
Balance at 31 March 2020	215,705	146,755	1,442	772,448	-	1,535,218	2,671,568
<b>Balance at 1 April 2020</b>	<b>215,705</b>	<b>146,755</b>	<b>1,442</b>	<b>772,448</b>	<b>-</b>	<b>1,535,218</b>	<b>2,671,568</b>
<b>Changes in equity for the year:</b>							
Profit for the year	-	-	-	-	-	57,106	57,106
	-	-	-	-	-	57,106	57,106
<b>Other comprehensive income</b>	-	-	-	-	-	-	-
<b>Total comprehensive income</b>	-	-	-	-	-	57,106	57,106
<b>Transactions with owners:</b>							
Dividend declared	-	-	-	-	-	(64,712)	(64,712)
	-	-	-	-	-	(64,712)	(64,712)
<b>Balance at 31 March 2021</b>	<b>215,705</b>	<b>146,755</b>	<b>1,442</b>	<b>772,448</b>	<b>-</b>	<b>1,527,613</b>	<b>2,663,962</b>

The accompanying notes and significant accounting policies form an integral part of these financial statements.

# UNIVERSITY PRESS PLC

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2021

	Notes	2021 N'000	2020 N'000
<b>Cash flows from operating activities</b>			
Profit after tax		<u>57,106</u>	<u>127,186</u>
<b>Adjustment for:</b>			
Depreciation of property, plant and equipment	18	149,566	154,782
Gain from disposal of property, plant and equipment	10	(6,042)	(9,217)
Fair value gain on revaluation of investment properties	10	(26,700)	-
Net Finance income	14	(14,973)	(25,835)
Income tax expense	16.1	20,115	57,815
Income/education tax underprovision in prior year	16.2	-	17,334
		<u>179,072</u>	<u>322,065</u>
<b>Working capital changes:</b>			
(Increase)/decrease in inventories	20	(190,611)	1,366
Decrease/(increase) in trade receivables	21	14,397	(62,629)
Decrease in other current assets	22	12,466	34,024
Increase in trade payables	23	370,670	41,243
Increase/(decrease) in other payables	24	10,975	(152,929)
Decrease in deferred tax liabilities	16.4	(1,930)	(24,278)
Increase in unclaimed dividends	25	1,587	8,950
		<u>396,625</u>	<u>167,812</u>
<b>Cash generated from operations</b>		<u>396,625</u>	<u>167,812</u>
Income tax paid	16.2	<u>(75,131)</u>	<u>(28,974)</u>
<b>Net cash from operating activities</b>		<u><u>321,494</u></u>	<u><u>138,838</u></u>
<b>Cash flows from investing activities</b>			
Purchase of property plant and equipment	18	(150,277)	(64,291)
Sales proceed from sale of property, plant and equipment		6,093	9,482
Finance income	14	14,973	25,835
<b>Net cash used in investing activities</b>		<u><u>(129,211)</u></u>	<u><u>(28,974)</u></u>
<b>Cash flows from financing activities</b>			
Dividend declared and paid	24.6	<u>(64,712)</u>	<u>(64,712)</u>
<b>Net cash used in financing activities</b>		<u><u>(64,712)</u></u>	<u><u>(64,712)</u></u>
Net increase in cash and cash equivalents		127,572	45,152
Cash and cash equivalents at the beginning of the year		<u>576,853</u>	<u>531,701</u>
<b>Cash and cash equivalents at the end of the year</b>	31	<u><u>704,425</u></u>	<u><u>576,853</u></u>

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

### 1. The Company

#### 1.1 Legal Form

University Press Plc (The Company) is a Company domiciled in Nigeria. It was founded in 1949 under the name Oxford University Press, Nigeria. The Company was incorporated as a limited liability Company in 1978. The Company was quoted on the Nigerian Stock Exchange on 14th August, 1978. The Company's registered Office is Three Crowns Building, Jericho, Ibadan. The Company's products are mainly educational books.

#### 1.2 Corporate office

The Company's registered Office is Three Crowns Building, Jericho, Ibadan.

#### 1.3 Principal Activities

The Company is engaged in the business of printing, publishing and selling of educational books.

### 2. Basis of preparation

#### 2.1 Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), the interpretations issued by International Financial Reporting Standards Interpretation Committee (IFRIC) and the requirements of the Companies and Allied Matters Act, 2020.

The financial statements comprise of the statement of profit or loss and other comprehensive income, statement of financial position, statement of changes in equity, statement of cash flows and notes to the financial statements.

These financial statements were authorised for issue by the Directors on **23 June 2021**.

#### 2.2 Basis of measurement

The financial statements have been prepared under the historical cost basis except for the undermentioned financial statement areas, which are measured as indicated:

- a. Land and buildings are measured using the revaluation model;
- b. Investment property is measured at revalued amount
- c. The defined benefit asset is recognised as the net total of the plan assets plus unrecognised past service cost and unrecognised actuarial loss, less unrecognised actuarial gains and the present value of the defined benefit obligation.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement of complexity or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

#### 2.3 Going concern status

The financial statements have been prepared on a going concern basis, which assumes that the entity will be able to meet its financial obligations as at when they fall due. There are no significant financial obligations that will impact on the entity's resources which will affect the going concern of the entity. The directors assess the Company's future performance and financial position on a going concern basis and are satisfied that the entity has adequate resources to continue in operational existence for the foreseeable future. For this reason, the going concern basis has been adopted in preparing the financial statements. The directors have no reason to believe that the Company will not be able to continue as a going concern in

#### 2.4 Functional and presentation currency

The Company's functional and presentation currency is the Nigerian Naira. The financial statements are presented in thousands of Nigerian Naira.



# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

### 3. Changes in accounting standards and policies

#### 3.1 Standards Issued and Effective on or after 1 January 2020

##### 3.1.1 IFRS 16 Leases

- New standard that introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. A lessee measures right-of-use asset similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities. Therefore, a lessee recognises depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows applying IAS 7 Statement of Cash Flows. New standard that introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. A lessee measures right-of-use asset similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities. Therefore, a lessee recognises depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows applying IAS 7
- IFRS 16 contains expanded disclosure requirements for lessees. Lessees will need to apply judgement in deciding upon the information to disclose to meet the objective of providing a basis for users of financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of the lessee.
- IFRS 16 also requires enhanced disclosures to be provided by lessors that will improve information disclosed about a lessor's risk exposure, particularly to residual value risk.
- IFRS 16 supersedes the following Standards and Interpretations:
  - a) IAS 17 Leases;
  - b) IFRIC 4 Determining whether an Arrangement contains a Lease;
  - c) SIC-15 Operating Leases – Incentives; and
  - d) SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease.

#### 3.2 Interpretations Issued and Effective on or after 1 January 2020

##### 3.2.1 IFRIC 23 Uncertainty over Income Tax Treatments

The interpretation specifies how an entity should reflect the effects of uncertainties in accounting for income taxes.

- how to determine the appropriate unit of account, and that each uncertain tax treatment should be considered separately or together as a group, depending on which approach better predicts the resolution of the uncertainty;
- that the entity should assume a tax authority will examine the uncertain tax treatments and have full knowledge of all related information, i.e. that detection risk should be ignored;
- that the entity should reflect the effect of the uncertainty in its income tax accounting when it is not probable that the tax authorities will accept the treatment;
- that the impact of the uncertainty should be measured using either the most likely amount or the expected value method, depending on which method better predicts the resolution of the uncertainty;
- that the judgments and estimates made must be reassessed whenever circumstance have changed or there is new information that affects the judgements.

While there are no new disclosure requirements, entities are reminded of the general requirement to provide information about judgments and estimates made in preparing the financial statements.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

### 3.3 Standards Issued and Effective on or after 1 January 2021

#### 3.3.1 IFRS 17 Insurance Contracts

IFRS 17 creates one accounting model for all insurance contracts in all jurisdictions that apply IFRS.

This standard replaces IFRS 4 – Insurance contracts.

The key principles in IFRS 17 are that an entity:

- a. identifies as insurance contracts those contracts under which the entity accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder if a specified uncertain, future event (the insured event) adversely affects the policyholder;
- b. separates specified embedded derivatives, distinct investment components and distinct performance obligations from the insurance contracts;
- c. divides the contracts into groups it will recognise and measure;
- d. recognises and measures groups of insurance contracts at a risk-adjusted present value of the future cash flows (the fulfilment cash flows) that incorporates all the available information about the fulfilment cash flows in a way that is consistent with observable market information plus (if this value is a liability) or minus (if this value is an asset) an amount representing the unearned profit in the group of contracts (the contractual service margin);
- e. recognises the profit from a group of insurance contracts over the period the entity provides insurance coverage, and as the entity is released from risk, if a group of contracts is or becomes loss-making, an entity recognises the loss immediately;
- f. presents separately insurance revenue, insurance service expenses and insurance finance income or expenses.
- g. discloses information to enable users of financial statements to assess the effect that contracts within the scope of IFRS 17 have on the financial position, financial performance and cash flows of the entity. To do this, an entity discloses qualitative and quantitative information about:
  - the amounts recognised in its financial statements from insurance contracts;
  - the significant judgements, and changes in those judgements, made when applying the Standard; and
  - the nature and extent of the risks from contracts within the scope of this Standard.

### 4. Significant accounting judgements and estimates

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability in the future.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision of accounting estimates are recognised in the period in which the estimates are revised and any future period.

#### Judgements made in applying accounting policies

Critical judgements made by management in the process of applying the Company's accounting policies on the amounts recognized in the financial statements are as follows:

#### Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year are discussed below:

#### 4.1 Depreciation of property, plant and equipment

The cost of property, plant and equipment for each business segment is depreciated on a straight-line basis over the assets' useful lives with no residual value assumed at the end of their respective useful lives, except as otherwise stated in the financial statements. This is due to the intention of management to continue running the operations until the end of the useful lives of the assets. Management estimates the useful lives of these property, plant and equipment based on common life expectancies of assets of similar nature in the past. Changes in the expected level of usage and technological developments could impact on the economic useful lives and residual values of these assets, therefore future depreciation charges could be revised.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

### 4.2 Valuation of investment property and freehold land and buildings

The Company obtains valuations performed by external valuers in order to determine the fair value of its investment properties. These valuations are based upon assumptions including future rental income, anticipated maintenance costs, future development costs and the appropriate discount rate. The valuers also make reference to market evidence of transaction prices for similar properties.

### 4.3 Defined benefit obligation scheme

The gratuity obligation is calculated annually by Independent Actuaries using the projected unit credit method. The present value of the gratuity obligation is determined by discounting the estimated future cash outflows using market yields on Federal Government of Nigeria Bonds. The liability recognised in the statement of financial position in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the date of the statement of the financial position less the fair value of plan assets.

### 4.4 Legal proceedings

In accordance with IFRS, the Company recognises a provision where there is a present obligation from a past event, a transfer of economic benefit is probable and the amount of costs of the transfer can be estimated reliably. In instances where the criteria are not met, a contingent liability may be disclosed in the notes to the financial statements. Obligations arising in respect of contingent liabilities that have been disclosed, or those which are not currently recognised or disclosed in the financial statements, could have a material effect on the Company's financial position. Application of those accounting principles to legal cases requires management to make determinations about various factual and legal matters beyond its

The Company reviews outstanding legal cases following developments in the legal proceedings and at each reporting date, in order to assess the need for provisions and disclosures in its financial statements. Among the factors considered in making decisions in provisions are the nature of litigation, assessment, the legal process and potential level of damages, the progress of the case (including the progress after the date of the financial statements but before those statements are issued), the opinions or views of legal advisers with experience on similar cases and any decision of the Company's management as to how it will respond to the litigation.

## 5. Summary of significant accounting policies

### 5.1 Revenue

#### 5.1.1 Performance obligation and timing of revenue recognition

Revenue represents the fair value of the consideration received or receivable for sales of goods in the ordinary course of the Company's activities and is stated net of value-added tax (VAT). The Company derives revenue principally from the sale of books/titles. Revenue is recognised at a point in time when control of goods has transferred, being when the products are delivered to the Customer (end users). Delivery occurs when the products have been shipped to the specific location and the control has been transferred and evidence of delivery received from the Customers and the customers has exceeded the period to return the unsold books. The Company has objective evidence that all criteria for acceptance have been satisfied. No revenue is reported if control of the goods has not been transferred to the customers.

#### 5.1.2 Determining the transaction price

The Company has fixed unit price for each of the titles/books and the Company's revenue is derived from fixed price contract and the amount of revenue to be earned from each contract is determined by reference to those fixed prices. The Company has full discretion over the price to sell the products.

#### 5.1.3 Allocating amounts to performance obligation

For most contracts, there is a fixed unit price for each of the title/book sold. There is no judgement involved in allocating the contract price to each unit ordered in such contract (It is the total contract price divided by the number of units ordered). Where a Customer orders more than one item, the Company is able to determine the split of the total contract price between each product by referencing to each product's stand alone selling prices.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

For service contracts, revenue is recorded in the period in which the services are rendered. Revenue from contract with multiple deliverables or performance obligation is accounted for as a separate performance obligation and the transaction price will be allocated to each performance obligation based on stand-alone prices. Where these are not directly observable, they are estimated based on expected cost plus margin.

### 5.2 Other income

This comprises rental income, gain from disposal of property, plant and equipment, gain from sale of old books and scraps and impairment loss no longer required.

Rental income is accounted for on a time proportion basis. Income arising from disposal of items of property, plant and equipment, old books and scraps is recognised at the time when proceeds from the disposal has been received by the Company. The profit on disposal is calculated as the difference between the net proceeds and the carrying amount of the assets.

### 5.3 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 has been identified as the Managing

For management purposes, the Company is organized into two operating segments. These operating segments are the basis on which the Company reports its primary and secondary segment information.

#### 5.3.1 Geographical segments

This is an operating segment based on geographical locations which are independently managed by the respective segment managers responsible for performance of the respective segments. The segment managers report directly to the management of the Company.

The Company considers its main thrust of growth as developing local and international markets for its products. Geographical segment is based on key regions and comprises of West, East, North and Export. It is the primary segment of the Company.

All operating segments' results are reviewed regularly by the Management in order to allocate resources to the segments and to assess their performance.

#### 5.3.2 Business segments

The Company's business is organized in three operating areas, primary, secondary and tertiary/general reference.

All operating segments' results are reviewed regularly by the Management in order to allocate resources to the segments and to assess their performance.

### 5.4 Foreign currencies

Transactions in foreign currencies are converted to Naira at the rate ruling on the date of the transaction. Exchange differences arising from the movement in rates between the date of transaction and the date of settlement are taken to the statement of comprehensive income as they arise.

Monetary assets and liabilities denominated in foreign currencies are converted at the rate of exchange ruling at the reporting date. Exchange differences arising in the transaction of monetary items at the reporting date are also recognised in the income statement for the period.

### 5.5 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost (cost comprising the acquisition cost of the asset along with any other attributable costs at the date of acquisition). Borrowing costs are capitalised as part of their cost whenever necessary.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

The cost of an item of property, plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the company and the cost of such item can be measured reliably.

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Freehold land and buildings are however, subsequently carried at revaluation model, based on periodic valuation by a professionally qualified valuer.

The revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period. Changes in fair value are recognized in other comprehensive income and accumulated in the revaluation reserve except to the extent that any decrease in value in excess of the credit balance on the revaluation reserve or reversal of such a transaction, is recognized in profit or loss.

### Depreciation

Depreciation is computed on a straight-line basis over the estimated useful lives of the property, plant and equipment as follows:

Freehold Buildings	2% per annum
Printing equipment	10% per annum
Furniture and fittings	15% per annum
Computer equipment	33.3% per annum
Other office equipment	10% per annum
Motor vehicles	25% per annum

Freehold land is not depreciated.

Depreciation method applied is reviewed at the end of each financial year. If there is a significant change in the expected patterns of consumption of the future economic benefit embodied in the assets, the method is changed to reflect the change in pattern of consumption.

Depreciation is not provided on all items of property, plant and equipment until they are available for use. Depreciation is also pro-rated in the year of acquisition and disposal of property, plant and equipment. The depreciation rates or useful lives are reviewed and adjusted if appropriate, at each financial year-end.

Capital work-in-progress are stated at cost and not depreciated as the assets are not yet available for use. Capital work-in-progress comprises contractor's payments, finance costs and directly attributable costs incurred in preparing these assets for their intended use. Depreciation on assets under construction commences when the assets are ready for their intended use.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss on derecognition of the asset is included in the profit or loss in the year the asset is derecognized.

### 5.6 Investment properties

Investment Properties are properties held for long-term rental yields or for capital appreciation or both that are not significantly occupied by any of the entities within the Company.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Investment property is measured initially at cost, including related transaction costs, except when the asset is transferred from another category in the Statement of Financial Position or acquired in a share-based payment arrangement or acquired in a business combination. After initial recognition, investment property is measured using the fair value model.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company, and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Gains and losses arising from changes in fair values are included in the profit or loss in the year in which they arise. Investment properties are derecognised either when they have been disposed of or when the investment property is permanently withdrawn from use, and no future economic benefit is expected from its

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment. Its carrying value at the date of reclassification becomes its cost for subsequent accounting purposes.

If an item owner-occupied property becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is treated in the same way as a revaluation under IAS 16. Any resulting increase in the carrying amount of the property is recognised in profit or loss to the extent that it reverses a previous impairment loss, with any remaining increase recognised in other comprehensive income and increase the revaluation surplus or reserve within equity directly. Any resulting decrease in the carrying amount of the property is initially charged in other comprehensive income against any previously recognised revaluation surplus, with any remaining decrease charged to profit or loss.

### 5.7 Inventory

Inventory includes paper, work-in-progress and bound books.

Inventory is initially recognised at cost, and subsequently at the lower of cost and net realizable value. Cost comprises costs incurred in bringing the inventories to their present location and condition and is accounted for as follows:

Raw materials (Paper) - Purchase cost and other attributable costs

Finished goods and work-in-progress - cost of direct materials, and labour together with an appropriate proportion of manufacturing overheads based on normal operating capacity.

These costs are assigned on a weighted average basis.

Goods-in-transit are valued at invoice prices plus other attributable costs.

Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and the estimated costs necessary to make the sale.

Adequate provision is made for slow moving, obsolete defective inventory to ensure that the value at which inventories is held at the reporting date is reflective of anticipated future sales patterns.

### 5.8 Financial Instruments

Financial instruments carried at state of financial position date include the trade and other receivables, cash and cash equivalents and trade and other payables. Financial instruments are recognised initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs. Subsequent to initial recognition financial instruments are measured as described below:

#### 5.8.1 Financial assets

Financial assets are initially recognised at fair value plus directly attributable transaction costs. Subsequent remeasurement of financial assets is determined by their designation that is revisited at each reporting

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

### 5.8.1.1 Classification as trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current. Trade receivables are stated at fair value and subsequently measured at fair value through profit or loss, less provision for impairment. Impairment thereon are computed using the simplified IFRS 9 Expected Credit Loss (ECL) Model, where the receivables are aged and probability of default applied on each aged bracket. Trade receivables meet the definition of financial assets and the carrying amount of the trade receivables approximates their fair value..

The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Details about the Company's impairment policies and the calculation of the loss allowance are provided in note below.

### 5.8.1.2 Classification of financial assets at amortised cost

The company classified its financial assets at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows, and
- the contractual terms give rise to cash flows that are solely payments of principal and interest.

### 5.8.1.3 Other receivables

Other receivables are initially recognized at fair value, and are subsequently measured at amortized cost using the effective interest rate method.

### 5.8.1.4 Cash and cash equivalents

Cash and cash equivalents consist of cash at bank and in hand and short-term deposits with an original maturity of three months or less.

Bank overdrafts are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

### 5.8.1.5 Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires, or when it transfers substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the income statement.

### 5.8.2 Financial liabilities

Financial liabilities are initially recognised at fair value when the Company becomes a party to the contractual provisions of the liability. Subsequent measurement of financial liabilities is based on armotised cost using the effective interest method. The company financial liabiities include trade and other payables.

Financial liabilities are presented as if the liability is due to be settled within 12 months after the reporting date, or if they are held for the purpose of being traded. Other financial liabilities which contractually will be settled more than 12 months after the reporting date are classified as non-current.

#### 5.8.2.1 Trade and other payables

Trade and other payables are stated at their original invoiced value. The Directors consider the carrying amount of other payables to approximate their fair value.

#### 5.8.2.2 Dividends

Dividends on ordinary shares are recognised as a liability and deducted from equity when they are approved by the Company's shareholders. Interim dividends are deducted from equity when they are declared and no longer at the discretion of the Company. Dividends for the year that are approved after the statement of financial position date are disclosed as an event after reporting period.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

### 5.8.2.3 De-recognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in statement of profit or loss and other comprehensive income.

### 5.8.3 Impairment of financial instruments

The assessment of impairment of trade receivables arising from the sale of inventory is computed by applying the expected credit loss model. Cash and cash equivalents are also subject to the impairment requirements of IFRS 9.

The Company applies the IFRS 9 simplified approach for measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables has been grouped based on shared credit risk characteristics and the days past due. The Company has therefore concluded that the expected loss rates for trade receivable is a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 March 2021 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Company has identified the GDP growth rate and Consumer Price Index (CPI), including the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

### 5.8.4 Impairment of non-financial assets

Whenever events or new circumstances indicate that the carrying amount of an asset may not be recoverable, an impairment test is performed. The purpose of this test is to compare the carrying value of the asset with its recoverable amount. The amount recoverable is determined by reference to the smallest Cash generating Unit (CGU) to which the asset belongs.

A Cash Generating Unit is the smallest group of assets that generated cash inflows from continuing use that are largely independent of cash inflows of other assets or group thereof.

The Company assesses at each reporting date whether there is any objective evidence that the property, plant and equipment is impaired.

Annual impairment testing is also conducted for goodwill and intangible assets that either are not yet available for use or have an indefinite useful life.

When an impairment loss is recognised for cash-generating unit, the loss is allocated first of reduce the carrying amount of the goodwill allocated to the CGU if any, and the, to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. After the impairment loss, the new carrying value of the asset is depreciated prospectively over its remaining life.

Assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each year-end. The carrying value of the assets, revised due to the increase of the recoverable value of the assets cannot exceed the carrying amount (net of depreciation) that would have been determined had no impairment been recognised in prior periods. Such reversal is recognised in the statement of profit or loss.



# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

### 5.9 Non-current assets held for sale and discontinued operations

Non-current assets and some group of assets and liabilities are classified as held-for-sale when their carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, such asset must be available for immediate sale and must be highly probable. Such assets or group of assets are presented separately in the statement of financial position, in the line "Assets held for sale" when they are material.

Assets classified as held-for-sale are not amortised or depreciated

On initial classification as held-for-sale, these assets or group of assets are measured at the lower of their carrying value or their fair-value less costs to sell. Impairment losses on initial classification of a non-current asset or disposal group as held-for-sale are included in profit or loss even if the asset is, or the disposal group indicates assets that are, measured at a revalued amount. The same applies to gains and losses on subsequent remeasurement.

Subsequent to initial classification as held-for-sale, disposal groups and non-current assets that are measured at their fair value less costs to sell, are subject to a limit on the amount of any gain that can be recognised as a result of an increase in fair value less costs to sell before disposal.

Gains and losses on subsequent remeasurement to fair value less cost to sell are included in profit or loss regardless of whether the asset was, or the disposal group includes assets that were previously measured based on revalued amounts.

On disposal, any gain or loss not recognised before the date of sale is recognised on the derecognition of the non-current asset or disposal group.

The liabilities directly linked to the assets or group of assets held for sale are presented in the line "liabilities directly associated with assets held for sales" in the statement of financial position.

A discontinued operation is a component of the Company that earlier has been disposed of or its classified as held for sale and:

- represents a separate major line of business or geographical area of operation for the Company;
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations for the Company or
- is a significant subsidiary acquired exclusively with a view to resale.

Amounts included in the statement of comprehensive income and the statement of cash flows related to these discontinued operations are presented separately for all prior periods presented in the financial statements. Assets and liabilities related to discontinued operations are shown on separate lines with no restatement for prior years.

### 5.10 Prepayments

Prepayments are payments made in advance relating to the following year and are recognised and carried at original amount less amounts utilised in the income statement.

### 5.11 Borrowing costs

Borrowing costs are capitalized as part of the cost of qualifying assets if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditure and borrowing costs are incurred. Borrowing costs are capitalized until the assets are substantially completed for their intended use or sale.

All other borrowing costs are recognized in profit or loss in the period they are incurred.

Borrowing costs consist of interest and other costs that the Company incurred in connection with the borrowing of funds.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

### 5.12 Royalty Advances to Authors

Advances to authors are written off to the extent that they are not covered by anticipated future sales.

### 5.13 Provisions

Provision are recognized when the Company has a present obligation, (legal or constructive) as a result of past event for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation in accordance with International Accounting Standard Number 37.

### 5.14 Income tax

The tax expense represents the aggregate of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the period. The Company's liability for current tax is calculated using tax rates that have been enacted or substantially enacted by the reporting date.

Current income taxes are recognised for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous

#### 5.14.1 Current tax assets and liabilities

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the Tax Authorities. The Company's liability for current tax is calculated using tax rates that have been enacted or substantially enacted by the reporting date.

#### 5.14.2 Deferred tax

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.

Deferred tax is provided using the liability method on temporary difference, at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets are generally recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. 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 assets 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 realized, based on tax rates and tax laws that have been enacted or substantially enacted at the reporting date. Deferred tax is charged or credited in the statement of comprehensive income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

### 5.15 Employees benefits

The Company operates a pension scheme for the benefit of its employees.

#### 5.15.1 Defined contributory pension scheme

The Company operates a defined contributory pension scheme for its employees. The scheme is funded and managed by the Pension Fund Administrator of the employee's choice.

The scheme is funded by contribution from employees at 8% of their total emoluments while the Company contributes 10% of the total emoluments. This is consistent with the provisions of the applicable law, Pension Reform Act 2014.

Payments to defined contributory retirement benefit schemes are charged as an expense as they fall due to the statement of comprehensive income in the period for which the contributions are payable.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

### 5.16 Share capital and reserves

#### 5.16.1 Share issue costs

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction.

#### 5.16.2 Dividend on ordinary shares

Dividend on the Company's ordinary shares is recognised in equity in the period in which it is paid or, if earlier, approved by the Company's shareholders.

In the case of interim dividend to equity shareholders, this is when declared by the directors. In the case of final dividend, this is when approved by the shareholders at the Annual General Meeting.

Dividend for the year that is declared after the date of the statement of financial position is dealt with in the subsequent events note.

### 5.17 Earnings per share

The Company presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

### 5.18 Revenue reserve

Revenue reserve represents amount set aside out of the profits of the Company which shall at the discretion of the directors be applicable for meeting contingencies, repairs or maintenance of any works connected with the business of the Company, for equalising dividends, for special dividend or bonus, or such other purposes for which the profits of the Company may lawfully be applied.

### 5.19 Contingencies

Contingent assets are not recognised in the annual financial statements, but are disclosed when, as a result of past events, it is highly likely that economic benefit will flow to the Company, but this will only be confirmed by the occurrence of one or more uncertain future events which are not wholly within the Company's control. Contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of uncertain future events not wholly within the control of the Company. Contingent liabilities are not recognised in the annual financial statements but are disclosed in the notes to the annual financial statements unless they are remote.

## 6. Financial risk management

### 6.1 General objectives, policies and processes

The Board has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance department. The Board receives periodic reports from the Company's Finance Director through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The Company's Finance Director also reviews the risk management policies and processes and report their findings to the Board.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

The Company is exposed through its operations to the following financial risks:

- i) Credit risk,
- ii) Market risk- This includes:
  - Fair value or cash flow interest rate risk,
  - Foreign exchange risk,
- v) Liquidity risk.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements. There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

### 6.2 Principal financial instruments

The principal financial instruments used by the Company, from which financial instrument risk arises, are as follows:

- Trade and other receivables
- Cash and cash equivalents
- Trade and other payables

	2021 N'000	2020 N'000
<b>6.3 Financial instruments by category</b>		
<b>Financial assets</b>		
Trade receivables	101,138	115,535
Other current assets (excluding prepayments)	30,951	41,765
Cash and cash equivalents	<u>704,425</u>	<u>576,853</u>
Total financial assets	<u>836,514</u>	<u>734,153</u>
<b>Financial liabilities</b>		
Trade payables	426,744	56,074
Other payables	<u>415,481</u>	<u>404,506</u>
Trade and other payables	<u>842,226</u>	<u>460,580</u>

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, trade and other payables approximates their fair value.

### 6.4 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is mainly exposed to credit risk from services rendered on credit. It is the Company's policy to assess the credit risk of new customers before entering

The Management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, when available, and in some cases bank references. Purchase limits are established for each customer, which represents the maximum open amount without requiring approval from the Management.

The Management determines concentrations of credit risk by quarterly monitoring the creditworthiness rating of existing customers and through a monthly review of the trade receivables' ageing analysis. In monitoring the customers' credit risk, customers are grouped according to their credit characteristics. Customers that are graded as "high risk" are placed on a restricted customer list, and future credit services are made only with approval of the Management, otherwise payment in advance is required. Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. Banks with good reputation are accepted by the Company for business transactions.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

### 6.5 Market risk

Market risk arises from the Company's use of interest bearing, tradable and foreign currency financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), foreign exchange rates (Currency risk) or other

### 6.6 Interest rate risk

The Company is not exposed to interest rate risk because the financial obligation were fulfilled without resorting to borrowings

### 6.7 Foreign currency risk

A percentage of the Company's service rendered in the ordinary course of business transactions are carried out in USD. To mitigate the Company's exposure to foreign currency risks, foreign currency cashflows are monitored regularly.

The table below summarizes the Company's exposure to foreign currency exchange rate risk at 31 March 2021 and 31 March 2020. Included in the table are the Company's financial instruments at carrying amounts categorized by currency.

	Naira N'000	GBP N'000	USD N'000	Leo N'000	Total N'000
<b>At 31 March 2021</b>					
<b>Assets</b>					
Cash and cash equivalents	701,168	16	3,232	8	704,424
Trade receivables	101,138	-	-	-	101,138
Other receivables (excluding prepayments)	30,951	-	-	-	30,951
	<b>833,257</b>	<b>16</b>	<b>3,232</b>	<b>8</b>	<b>836,513</b>
<b>Liabilities</b>					
Trade payables	1,842	-	424,902	-	426,744
Other payables	415,481	-	-	-	415,481
	<b>417,323</b>	<b>-</b>	<b>424,902</b>	<b>-</b>	<b>842,225</b>
<b>Net exposure</b>	<b>415,934</b>	<b>16</b>	<b>(421,670)</b>	<b>8</b>	<b>(5,713)</b>
<b>At 31 March 2020</b>					
<b>Assets</b>					
Cash and cash equivalents	574,074	12	2,756	11	576,853
Trade receivables	115,535	-	-	-	115,535
Other receivables (excluding prepayments)	41,765	-	-	-	41,765
	<b>731,374</b>	<b>12</b>	<b>2,756</b>	<b>11</b>	<b>734,153</b>
<b>Liabilities</b>					
Trade payables	53,782	-	2,292	-	56,074
Other payables	404,506	-	-	-	404,506
	<b>458,288</b>	<b>-</b>	<b>2,292</b>	<b>-</b>	<b>460,580</b>
<b>Net exposure</b>	<b>273,086</b>	<b>12</b>	<b>464</b>	<b>11</b>	<b>273,573</b>

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

### 6.8 Liquidity risk

Liquidity risk arises from the Company's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due.

The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, it seeks to maintain cash balances to meet expected requirements for a period of at least 60 days.

The following table sets out the contractual maturities (representing undiscounted contractual cash-flows) of financial liabilities:

	Book Value N'000	Contractual cashflow N'000	One year or less N'000	1-5 years N'000	More than 5 years N'000
<b>At 31 March 2021</b>					
Trade and other payables	<b>842,225</b>	<b>842,225</b>	<b>842,225</b>	-	-
<b>At 31 March 2020</b>					
Trade and other payables	460,580	460,580	460,580	-	-

### Capital Disclosures

The Company monitors "adjusted capital" which comprises all components of equity (i.e. share capital, and retained earnings).

The Company's objectives when maintaining capital are:

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- to provide an adequate return to shareholders by pricing products and services that are commensurate with the level of risk.

The Company sets the amount of capital it requires in proportion to risk. The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt. Consistent with others in the industry, the Company monitors capital on the basis of the debt to adjusted capital ratio. This ratio is calculated as net debt adjusted capital as defined above. Net debt is calculated as total debt (as shown in the statement of financial position) less cash and cash equivalents.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

The debt-to-adjusted-capital ratios at 31 March 2021 and at 31 March 2020 are as follows:

	2021 N'000	2020 N'000
Trade and other payables	842,225	460,580
<b>Less:</b> Cash and cash equivalents	<u>(704,425)</u>	<u>(576,853)</u>
Net debt	<u>137,800</u>	<u>(116,273)</u>
Total equity	<u>2,663,962</u>	<u>2,671,568</u>
Debt to adjusted capital ratio(%)	<u>5.17%</u>	<u>-4.35%</u>

### 7. Revenue

Revenue is derived from sales of printed books in and outside Nigeria.

#### 7.1 Nigeria:

Analysis by zones:

Western zone	620,559	918,149
Eastern zone	329,050	508,346
Northern zone	<u>469,813</u>	<u>639,112</u>
	<u>1,419,422</u>	<u>2,065,607</u>

#### 7.2 Analysis by operations

Sales of printed books	<u>1,419,422</u>	<u>2,065,607</u>
------------------------	------------------	------------------

#### 7.3 Analysis by product type

Primary	839,616	1,207,500
Secondary	542,260	789,429
Tertiary/General reference	<u>37,546</u>	<u>68,678</u>
	<u>1,419,422</u>	<u>2,065,607</u>

#### 7.4 Timing of transfer of goods and services

Point in time	<u>1,419,422</u>	<u>2,065,607</u>
---------------	------------------	------------------

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

The Company's operations are divided into four geographical areas, three within Nigeria and the last one as export. Results of these segments are presented below:

### 8. Segment reporting

#### 8.1 Segment information - Geographical

	Western Zone N'000	Eastern Zone N'000	Northern Zone N'000	Unallocated N'000	Total N'000
<b>31 March 2021</b>					
Revenue	620,559	329,050	469,813	-	1,419,422
Cost of sales	(257,621)	(134,476)	(189,061)	-	(581,158)
Operating profit	362,938	194,574	280,752	-	838,264
Marketing and distribution expenses	(184,500)	(82,197)	(103,883)	-	(370,580)
Segment profit	178,438	112,377	176,869	-	467,684
Other operating income					49,305
Unallocated administrative					(456,671)
Finance income					14,973
Profit before tax					75,291
Tax					(18,185)
Profit after tax					57,106

#### 8.2 Segment Financial Position

Property, plant and equipment	224,318	56,574	300,068	589,980	1,170,940
Investment property	-	-	-	314,700	314,700
Trade receivables	34,160	28,416	38,563	-	101,139
Other current assets	228,383	123,684	155,260	1,690,909	2,198,236
Current liabilities	(170,146)	(36,958)	(46,358)	(763,607)	(1,017,069)
Long term liabilities	-	-	-	(107,467)	(107,467)
<b>Total net assets</b>	<b>316,715</b>	<b>171,716</b>	<b>447,533</b>	<b>1,724,515</b>	<b>2,660,479</b>

#### 8.3 Segment information - Geographical

##### 31 March 2020

Revenue	918,149	508,346	639,112	-	2,065,607
Cost of sales	(375,589)	(207,950)	(261,442)	-	(844,981)
Operating profit	542,560	300,396	377,670	-	1,220,626
Marketing and distribution expenses	(196,432)	(117,742)	(160,487)	-	(474,661)
Segment profit	346,128	182,654	217,183	-	745,965
Other income		-	-	-	17,412
Unallocated administrative expenses		-	-	-	(611,156)
Finance income		-	-	-	25,835
Profit before tax		-	-	-	178,056
Tax income		-	-	-	(50,870)
Profit after tax					127,186



# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	Western Zone N'000	Eastern Zone N'000	Northern Zone N'000	Unallocated N'000	Total N'000
<b>8.4 Segment Financial Position</b>					
Property, plant and equipment	236,768	51,496	324,143	557,874	1,170,281
Investment property	-	-	-	288,000	288,000
Trade receivables	21,848	25,048	68,165	474	115,535
Other current assets	290,086	132,494	134,527	1,335,412	1,892,519
Current liabilities	(181,047)	(49,274)	(61,806)	(393,243)	(685,370)
Long term liabilities	-	-	-	(109,397)	(109,397)
<b>Total net assets</b>	<b>367,655</b>	<b>159,764</b>	<b>465,029</b>	<b>1,679,120</b>	<b>2,671,568</b>

## 8.5 Segment information - Products

	Primary N'000	Secondary N'000	Tertiary/ General reference N'000	Total N'000
<b>31 March 2021</b>				
Revenue	839,616	542,260	37,546	1,419,422
Cost of sales	(335,923)	(223,827)	(21,408)	(581,158)
Operating profit	503,693	318,433	16,138	838,264
Marketing and distribution expenses	(226,647)	(140,337)	(3,597)	(370,581)
Segment profit	277,046	178,096	12,541	467,683
Other operating income				49,305
Unallocated administrative expenses				(456,671)
Finance income				14,973
Profit before tax				75,290
Tax expense				(18,185)
Profit for the year				<b>57,106</b>

## 8.6 Segment information - Products

<b>31 March 2020</b>				
Revenue	1,207,558	789,429	68,620	2,065,607
Cost of sales	(458,325)	(357,751)	(28,905)	(844,981)
Operating profit	749,233	431,678	39,715	1,220,626
Marketing and distribution expenses	(269,842)	(191,752)	(13,067)	(474,661)
Segment profit	479,391	239,926	26,648	745,965
Other operating income				17,412
Unallocated administrative expenses				(611,156)
Finance income				25,835
Profit before tax				178,056
Tax income				(50,870)
Profit for the year				<b>127,186</b>

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2021 N'000	2020 N'000
<b>9. Cost of sales</b>		
Cost of books sold	430,037	661,634
Depreciation of property, plant and equipment (Note 18)	3,870	4,128
Allowance for obsolete inventory (Note 20.1)	24,637	10,017
Special discount	3,465	6,163
Royalty (Note 24.2)	117,606	162,164
Packaging and purchase of other book costs	1,543	875
	<b>581,158</b>	<b>844,981</b>
<b>10. Other operating income</b>		
Profit on disposal of property, plant and equipment	6,042	9,217
Rental and legal fees	4,972	4,312
Sundry income	10,805	117
Insurance claim	438	724
Fair value gain on revaluation of investment property	26,700	-
Provision no longer required	348	-
Realised/unrealised foreign exchange gain (Note 13)	-	3,042
	<b>49,305</b>	<b>17,412</b>
<b>11. Marketing and distribution expenses</b>		
Staff emoluments	166,893	238,494
Vehicle oil and maintenance	33,172	47,040
Accommodation and travels	3,041	7,456
Freight	11,822	18,886
Property maintenance	2,714	4,480
Equipment and furniture repair	1,231	1,335
Advertisement and promotions	22,377	26,733
Electricity and water	3,236	5,780
Depreciation of property, plant and equipment (Note 18)	85,009	81,062
Rent and rates	18,704	18,564
Security services	11,378	10,149
Computer stationery and maintenance	3,548	3,850
Telephone and postages	1,871	2,281
Inventory count expenses	1,341	1,493
Long service awards	3,014	2,812
Consultancy fees	-	1,506
Others	1,229	2,740
	<b>370,580</b>	<b>474,661</b>

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2021 N'000	2020 N'000
<b>12. Administrative expenses</b>		
Staff emoluments	140,020	194,302
Staff productivity bonus	10,756	16,014
Vehicle oil and maintenance	7,643	7,836
Accommodation and travels	48,343	86,913
Consultancy	1,336	433
Depreciation of property, plant and equipment (Note 18)	60,687	69,592
Statutory and corporate expenses	17,539	25,313
Insurance	29,893	39,519
Property maintenance	6,803	9,899
Bookfairs and workshops	-	29,033
Equipment and furniture repair	2,908	3,218
Electricity and water	17,608	28,225
Donations	8,169	725
Security services	5,422	5,631
Computer stationery and maintenance	12,498	7,450
Audit fees	4,500	4,500
Bad debt written off on trade and other receivable	644	1,285
Allowance for other receivables	7,840	3,783
Others	6,680	7,062
Bank charges	2,316	4,939
Directors' fees and other expenses	33,865	34,228
Subscriptions	2,517	1,389
Training	432	5,912
Foreign exchange loss	17,630	-
Telephone and postages	3,966	6,095
Long service awards	6,656	17,860
	<u>456,671</u>	<u>611,156</u>
<b>13. Foreign exchange loss/(gain)</b>		
Unrealised	-	(500)
Realised	17,630	(2,542)
	<u>17,630</u>	<u>(3,042)</u>
<b>14. Finance income</b>		
Interest received on fixed deposits	2,990	3,240
Interest received on treasury bills	11,983	22,595
	<u>14,973</u>	<u>25,835</u>

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2021 N'000	2020 N'000
<b>15. Profit before taxation</b>		
<b>15.1 Profit before taxation is arrived at after charging/crediting:</b>		
Directors' emoluments	73,266	85,121
Depreciation of property, plant and equipment	149,566	154,782
Staff pension	27,267	39,051
Auditors' remuneration	4,500	4,500
Profit on disposal of property, plant and equipment	6,042	9,217
Foreign exchange loss/(gain)	17,630	(3,042)
<b>15.2.1 Key Management Personnel Compensation</b>		
Key management personnel are those persons including the directors of the Company having authority and responsibility for planning, directing and controlling the activities of the Company. The emoluments are as stated		
Fees	1,620	2,160
Other emoluments including pension contributions	71,646	82,961
	<b>73,266</b>	<b>85,121</b>
<b>15.2.2</b> Chairman's emoluments (excluding pension contributions) totaled	1,898	2,641
<b>15.2.3</b> Emoluments of the highest paid director (excluding pension contributions) amounted to	29,465	35,805
<b>15.2.4</b> The table below shows the number of Directors (excluding the Chairman) whose remuneration (excluding pension contributions) in respect of services to the Company fell within the bands shown below:		
	<b>Number</b>	<b>Number</b>
Up to N1,000,000	-	-
N1,000,001 - N2,000,000	6	-
N2,000,001 - N3,000,000	-	6
N3,000,001 - N4,000,000	-	-
N4,000,001 - N5,000,000	-	-
N5,000,001 - N6,000,000	-	-
N6,000,001 - N7,000,000	-	-
N7,000,001 - N8,000,000	-	-
N8,000,001 - N9,000,000	-	-
N9,000,001 - N10,000,000	1	-
N10,000,001 and above	2	3
	<b>9</b>	<b>9</b>

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2021 Number	2020 Number
<b>15.4 Staff numbers</b>		
The average number of persons employed (excluding directors) in the Company throughout the year was as follows:		
Administration	33	37
Finance	13	16
Publishing	31	41
Marketing and distribution	172	187
	<b>249</b>	<b>281</b>
	<b>N'000</b>	<b>N'000</b>
<b>15.5 Staff costs</b>		
Staff emoluments	279,646	393,746
Staff productivity bonus	8,871	16,014
Staff pension	27,267	39,051
	<b>315,784</b>	<b>448,811</b>
<b>15.6 Employees' emoluments</b>		
The table below shows the number of employees of the Company (other than directors) who earned over N300,000 during the year and which fell within the bands stated below:		
	Number	Number
N500,001 - N600,000	48	14
N600,001 - N700,000	39	23
N700,001 - N800,000	61	15
N800,001 - N900,000	26	7
N900,001 - N1,000,000	13	35
N1,000,001 - N1,500,000	49	134
N1,500,001 - N2,000,000	2	32
N2,000,001 and above	11	21
	<b>249</b>	<b>281</b>
	<b>N'000</b>	<b>N'000</b>
<b>16. Taxation</b>		
<b>16.1 Per statement of comprehensive income</b>		
<b>Charge for the year</b>		
Income tax	15,836	51,528
Education tax	4,275	6,287
Police Trust Fund Levy	4	-
	<b>20,115</b>	<b>57,815</b>
<b>Under provision in prior years</b>		
Income tax	-	17,300
Education tax	-	34
	<b>20,115</b>	<b>75,149</b>
Deferred tax (write back)/charged in the year	<b>(1,930)</b>	<b>(24,279)</b>
	<b>18,185</b>	<b>50,870</b>

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2021 N'000	2020 N'000
<b>16.2 Per statement of financial position:</b>		
<b>At 1 April</b>		
Income tax	51,528	24,049
Education tax	6,287	4,872
Under provision brought forward	<u>17,281</u>	<u>-</u>
	<b>75,096</b>	<b>28,921</b>
<b>Payments during the year</b>		
Income tax	(68,810)	(24,102)
Education tax	<u>(6,321)</u>	<u>(4,872)</u>
	<b>(35)</b>	<b>(53)</b>
<b>Charge for the year</b>		
Income tax	15,836	51,528
Education tax	4,275	6,287
Police Trust Fund Levy	<u>4</u>	<u>-</u>
	<b>20,115</b>	<b>57,815</b>
Under provision in prior year	<u>-</u>	<u>17,334</u>
<b>Balance at the end of the year</b>	<u><b>20,080</b></u>	<u><b>75,096</b></u>

Income tax expense is the aggregate of the charge to the statement of comprehensive income in respect of current income tax, education tax and deferred tax.

The amount provided as income tax on the profit for the year has been computed on the basis of the income tax rate of 30% in accordance with Companies Income Tax Act (CITA) CAP C21 LFN, 2004 (as amended).

Provision for education tax has been computed at the rate of 2% on the assessable profit in accordance with Education Tax Act CAP E4 LFN, 2004 (as amended).

The company utilised Withholding tax credit note totalling N10.5million as part of income tax payments.

	2021 N'000	2020 N'000
<b>16.3 Reconciliation of tax charge</b>		
The reasons for the difference between the actual tax charge for the year and the standard rate of corporate tax in Nigeria applied to profits for the year are as follows:		
Profit before tax	<u>75,291</u>	<u>178,056</u>
Expected tax charge based on the standard rate on Nigeria corporate tax at the domestic rate of 30%	22,587	53,417
Effect of income that is exempted from taxation	(13,418)	(9,694)
Effect of expenses that are not deductible in determining taxable profit	54,968	50,575
Balancing charge	1,828	2,350
Investment allowance	(1,312)	(160)
Capital allowances absorbed	(48,818)	(44,961)
Education tax	4,275	6,287
<b>Underprovision in prior years:</b>		
- Income tax	-	17,300
- Education tax	-	34
Deferred tax (write back)/charged in the year	<u>(1,930)</u>	<u>(24,279)</u>
Tax expense recognised in profit or loss	<u><b>18,181</b></u>	<u><b>50,869</b></u>
Effective rate	<u><b>0.24</b></u>	<u><b>0.29</b></u>

The tax rate used for 2021 and 2020 reconciliation above is the corporate tax rate of 30% and tertiary education tax at 2% payable by corporate entities in Nigeria on taxable profits under tax laws in the country, for the year ended 31 March 2021.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	Opening balance at 1 April 2020 N'000	Recognized in net income N'000	Recognized in Other Comprehensive income N'000	Closing Balance at 31 March 2021 N'000
<b>16.4 Calculation of deferred tax</b>				
Surplus on valuation of property, plant and equipment	34,834	-	-	34,834
<b>16.4.1 Deferred tax liabilities:</b>				
Excess of carrying amount over TWDV	86,443	(875)	-	85,568
Current year's unrealised exchange gain	3,000	1,660	-	4,660
Unrealised foreign exchange gain	-	-	-	-
	<u>124,277</u>	<u>785</u>	<u>-</u>	<u>125,062</u>
<b>16.4.2 Deferred tax assets:</b>				
Unrealised foreign exchange loss	-	-	-	-
Provision for bad and doubtful debts	(14,880)	(2,715)	-	(17,595)
Gratuity provision	-	-	-	-
	<u>(14,880)</u>	<u>(2,715)</u>	<u>-</u>	<u>(17,595)</u>
Net deferred tax liabilities	<u>109,397</u>	<u>(1,930)</u>	<u>-</u>	<u>107,467</u>
			2021 N'000	2020 N'000
<b>17. Basic earnings per ordinary share</b>				
Basic earnings per share is calculated by dividing the net profit attributable to owners of the entity by the weighted average number of ordinary shares in issue during the				
Profit for the year attributable to owners of the entity			<u>57,106</u>	<u>127,186</u>
Weighted average number of ordinary shares in issue (thousands)			<u>431,410</u>	<u>431,410</u>
Basic earnings per share (kobo)			<u>13.24</u>	<u>29.48</u>

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

### 18. Property, plant and equipment

	Land N'000	Buildings N'000	Computer equipment N'000	Printing and other office equipment N'000	Furniture and fittings N'000	Motor vehicles N'000	Total N'000
<b>Cost/valuation</b>							
At 1 April 2019	421,634	494,708	121,772	138,399	42,776	913,558	2,132,847
Additions	-	-	4,586	746	945	58,014	64,291
Disposals	-	-	(45,411)	(13,158)	(3,154)	(47,006)	(108,729)
At 31 March 2020	421,634	494,708	80,947	125,987	40,567	924,566	2,088,409
<b>At 1 April 2020</b>	421,634	494,708	80,947	125,987	40,567	924,566	2,088,408
Additions	-	-	19,267	24,061	1,739	105,210	150,277
Disposals	-	-	(7,386)	(1,047)	(138)	(26,860)	(35,431)
<b>At 31 March 2021</b>	<b>421,634</b>	<b>494,708</b>	<b>92,828</b>	<b>149,001</b>	<b>42,168</b>	<b>1,002,916</b>	<b>2,203,254</b>
<b>Accumulated depreciation and impairment</b>							
At 1 April 2019	-	72,857	101,688	101,432	38,501	557,330	871,808
Charge for the year	-	9,894	11,533	7,836	2,192	123,327	154,782
On disposals	-	-	(45,408)	(12,896)	(3,154)	(47,006)	(108,464)
At 31 March 2020	-	82,751	67,813	96,372	37,539	633,651	918,126
<b>At 1 April 2020</b>	-	82,751	67,813	96,372	37,539	633,651	918,125
Charge for the year	-	9,894	8,339	7,266	889	123,178	149,566
On disposals	-	-	(7,384)	(995)	(140)	(26,859)	(35,378)
<b>At 31 March 2021</b>	<b>-</b>	<b>92,645</b>	<b>68,768</b>	<b>102,643</b>	<b>38,288</b>	<b>729,970</b>	<b>1,032,314</b>
<b>Carrying values at:</b>							
<b>31 March 2021</b>	<b>421,634</b>	<b>402,063</b>	<b>24,060</b>	<b>46,358</b>	<b>3,880</b>	<b>272,946</b>	<b>1,170,940</b>
31 March 2020	421,634	411,957	13,134	29,615	3,028	290,915	1,170,282
						<b>2021</b>	2020
						<b>N'000</b>	<b>N'000</b>
<b>Analysis of depreciation charged is as follows:</b>							
Cost of sales (Note 9)						<b>3,870</b>	4,128
Marketing and distribution expenses (Note 11)						<b>85,009</b>	81,062
Administrative expenses (Note 12)						<b>60,687</b>	69,592
						<b>149,566</b>	154,782

Land and building were also professionally valued by Messrs. Jide Taiwo & Co (Estate Surveyors and Valuers) as at 31 March 2016 on the basis of their open market value. The total revised value of the properties was N1,179,949,574 resulting in the revaluation surplus of N145,937,896 and this has been credited to the property, plant and equipment revaluation account as at 31 March 2016, which increased the balance on property, plant and equipment revaluation surplus to N986,214,046 before deferred capital gain tax of N14,593,789.

Included as part of land is a landed property amounting to N6,367,532 that was purchased by the Company but which the title documents are yet to be perfected.

There were no restrictions on title and no item of property, plant and equipment was pledged as securities for any payable.

No impairment was recognised in the year.

There is no contractual commitments for acquisition of property, plant and equipment.



# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2021 N'000	2020 N'000
<b>19. Investment properties</b>		
Balance at the beginning of the year	288,000	288,000
Fair value gain on revaluation (Note 10)	26,700	-
Balance at the end of the year	<u>314,700</u>	<u>288,000</u>

i) Investment properties comprise of land held currently by the Company for capital appreciation and buildings held for lease. The Company's Investment property is located along Bank Road, Opposite Union Bank Plc, Dugbe, Ibadan, Oyo State. The title documents on this Property have been perfected by the Company.

### ii) Restrictions and obligations

There were no restrictions on the realisability of investment property at 31 March 2021. There are currently no obligations to develop the existing investment property. At 31 March 2021, there was no contractual obligation to purchase investment property.

### iii) Valuation of the investment properties

Leasehold land and buildings were revalued by Jide Taiwo and Co. Estate Surveyors & Valuers, Chartered Surveyors with Financial Reporting Council of Nigeria (FRCN) registration number FRC/2012/000000000254. The valuation was carried out on current open market valuation basis and it produced a fair value gain of N26.7 million (31 March 2020: Nil) which has been recognised in the statement of comprehensive income.

### iv) Fair value hierarchy

Open market basis', the valuation technique used in the determination of the fair value of Investment properties as at the reporting date is unobservable and categorised under level 3 of the fair value hierarchy.

	2021 N'000	2020 N'000
<b>20. Inventory and work-in-progress</b>		
Books	1,335,729	1,136,175
Papers	25,589	37,409
Work-in-progress	30,024	49,767
Consumables	<u>1,619</u>	<u>1,216</u>
	1,392,961	1,224,567
Goods in transit	<u>50,289</u>	<u>28,072</u>
	<u>1,443,250</u>	<u>1,252,639</u>
<b>20.1 Allowance for obsolete inventory</b>		
Balance at the beginning of the year	107,002	96,985
Provision for the year (Note 9)	<u>24,637</u>	<u>10,017</u>
Balance at the end of the year	<u>131,639</u>	<u>107,002</u>

Inventories to the value of N1.4 billion (2020 : N1.3 billion) are carried at net realisable value. The amount charged to statement of profit or loss in respect of written down of inventories to net realisable value is N24.64 million (2020 : N10.02 million).

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2021 N'000	2020 N'000
<b>21. Trade receivables</b>		
Trade receivables	114,782	121,339
Allowance for trade receivables (Note 21.1)	(13,644)	(5,804)
	<b>101,138</b>	<b>115,535</b>
Trade receivables are stated at fair value and subsequently measured at fair value through profit or loss, less provision for impairment. Impairment thereon are computed using the simplified IFRS 9 Expected Credit Loss (ECL) Model, where the receivables are aged and probability of default applied on each aged bracket. Trade receivables meet the definition of financial assets and the carrying amount of the trade receivables		
<b>21.1 Allowance for trade receivables</b>		
The movement in allowance for trade receivables is as follows:		
Balance at the beginning of the year	5,804	5,506
Addition in the year	7,840	298
	<b>13,644</b>	<b>5,804</b>
<b>22. Other current assets</b>		
Prepayments (Note 22.1)	19,611	21,261
Other sundry receivables (Note 22.2 )	30,951	41,765
	<b>50,562</b>	<b>63,026</b>
<b>22.1 Prepayments</b>		
Rent	8,791	8,090
Insurance	10,063	13,069
Other prepaid expenses	757	102
	<b>19,611</b>	<b>21,261</b>
<b>22.2 Other sundry receivables</b>		
Recoverable workshop expenses	1,999	5,927
Withholding tax recoverable	5,436	6,551
Withholding tax received	6,602	10,015
Receivables from ex-staff (Note 22.3)	42,093	55,935
Interest receivable	1,433	4,034
Advance payment to supplier	14,730	-
	<b>72,293</b>	<b>82,462</b>
Bad debts written off (Note 12)	-	-
Allowance for other receivables (Note 22.4)	(41,342)	(40,697)
	<b>30,951</b>	<b>41,765</b>

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2021 N'000	2020 N'000
--	---------------	---------------

**22.3** Receivables from ex-staff are in respect of debts owed by ex-staff of the Company with ongoing litigation.

### 22.4 Movement in allowance for other receivables

The movement in allowance for other receivables is as follows:

Balance at the beginning of the year	40,697	37,212
Allowance for the year (Note 12)	645	3,485
Balance at the end of the year	41,342	40,697

### 23. Trade payables

Trade payables	426,744	56,074
----------------	---------	--------

Trade and other payables are stated at their original invoiced value. The Directors consider the carrying amount of other payables to approximate their fair value.

### 24 Other payables

Deposit for special publications	47,871	28,936
Staff pension fund (Note 24.1)	14	3,376
Royalty payable (Note 24.2)	219,110	225,483
Staff incentives	14,258	25,601
WHT payable	28,619	45,180
Provision for audit fees and expenses (Note 24.3)	4,500	2,584
Corporate social responsibility (Note 24.4)	8,620	8,620
Other suppliers (Note 24.5)	68,279	13,556
Fieldsmen mandatory deposit	4,745	5,154
Accrual for consultancy	1,825	823
Payables to suppliers	9,789	11,673
Special discount	3,465	6,228
Others	4,386	27,292
	415,481	404,506

#### 24.1 Staff pension fund

Balance at the beginning of the year	3,376	3,191
Addition for the year	27,267	39,051
Payments during the year	(30,629)	(38,866)
Balance at the end of the year	14	3,376

Contributions to staff pension fund is payable to Pension Fund Administrators.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2021 N'000	2020 N'000
<b>24.2 Royalty payable</b>		
Balance at the beginning of the year	225,483	233,322
Charge for the year (Note 9)	117,606	162,164
Payments during the year	<u>(123,979)</u>	<u>(170,003)</u>
Balance at the end of the year	<u><b>219,110</b></u>	<u><b>225,483</b></u>
<b>24.2.1</b> Inclusive in the royalty is amount payable to related parties in person of Professor Akachi Eziogbo and Mr. Innocent Okorie.		
<b>24.3 Provision for audit fees and expenses</b>		
Balance at the beginning of the year	2,584	5,610
Addition for the year	4,500	5,201
Payments during the year	<u>(2,584)</u>	<u>(8,227)</u>
Balance at the end of the year	<u><b>4,500</b></u>	<u><b>2,584</b></u>
<b>24.4 Corporate Social Responsibility</b>		
Balance at the beginning of the year	8,620	10,799
Payment during the year	<u>-</u>	<u>(2,179)</u>
Balance at the end of the year	<u><b>8,620</b></u>	<u><b>8,620</b></u>
No provision was made during the year for corporate social responsibility.		
<b>24.5</b> Other suppliers represents non trade vendors.		
<b>24.6 Dividend payable</b>		
Balance at the beginning of the year	-	-
Declared dividend (Note 31)	64,712	64,712
Payments during the year	<u>(64,712)</u>	<u>(64,712)</u>
Balance at the end of the year	<u><b>-</b></u>	<u><b>-</b></u>
<b>25. Unclaimed dividends</b>		
Balance at the beginning of the year	149,694	140,744
Additions during the year	<u>1,587</u>	<u>8,950</u>
Balance at the end of the year	<u><b>151,281</b></u>	<u><b>149,694</b></u>

Unclaimed dividends are the amounts payable to Nigerian shareholders in respect of dividends previously declared by the Company which have been outstanding for more than 15 months after the initial payment. Additions during the year represent amount which remains unclaimed for 15 months and thereafter returned to the Company.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2021		2020	
	Number '000	Value N'000	Number '000	Value N'000
<b>26. Share capital</b>				
<b>26.1 Authorised:</b>				
2,000,000,000 Ordinary shares of 50 kobo each	<u>2,000,000</u>	<u>#####</u>	<u>#####</u>	<u>1,000,000</u>
<b>26.2 Issued and fully paid</b>				
431,410,000 Ordinary shares of 50k each	<u>431,410</u>	<u>215,705</u>	<u>431,410</u>	<u>215,705</u>

**26.3** In line with the company's regulations of 2020 released by the Corporate Affairs Commission in December 2020, a company that has unissued shares in its capital shall not later than 30th June 2021 fully issue such shares. However, based on the communique issued by the Corporate Affairs Commission the date has been extended till 31 December 2022.

	2021 N'000	2020 N'000
<b>27. Share premium</b>		
Balance at the end of the year	<u>146,755</u>	<u>146,755</u>
<b>28. Capital reserve</b>		
Balance at the end of the year	<u>1,442</u>	<u>1,442</u>
This represents 40% of profits retained on cessation of the Nigerian Branch of Oxford University Press. The amount is not remittable but is to be spent in Nigeria.		
<b>29. Property, plant and equipment revaluation reserve</b>		
At 31 March	<u>772,448</u>	<u>772,448</u>
<b>30. Revenue reserve</b>		
At 1 April	<u>#####</u>	<u>1,472,744</u>
Dividend declared (Notes 24.6)	<u>(64,712)</u>	<u>(64,712)</u>
Transfer from profit or loss account	<u>57,106</u>	<u>127,186</u>
At 31 March	<u>#####</u>	<u>1,535,218</u>

On 5th November 2020, the shareholders declared a dividend of 15k per 50k share amounting to N64,711,425 during the Annual General Meeting. The sum of N64,711,425 has been paid to the shareholders whose names were registered in the Company's register of members at close of business on

For the current year, a dividend of 5kobo (2020:15k) per 50k share held has been proposed. This is subject to shareholders' ratification. No provision would be made for dividend until ratification at the Annual General Meeting. The payment of this dividend is subject to withholding tax at appropriate rate.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2021 N'000	2020 N'000
<b>31. Cash and Cash equivalents</b>		
For the purpose of the statement of cash flows, cash comprises cash at bank, cash in hand and short term deposits. Cash at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in the statement of financial position as follows:		
Cash in hand	2,365	1,467
Bank balance	<u>557,883</u>	<u>24,621</u>
Cash and bank balance	560,248	26,088
Short term deposits	<u>144,177</u>	<u>550,765</u>
<b>As per statement of financial position</b>	<u><u>704,425</u></u>	<u><u>576,853</u></u>

### 32. Capital commitments

The Directors are of the opinion that all known commitment and liabilities, which are relevant in assessing the state of affairs of the company has been taken into consideration in the preparation of these financial statements.

### 33. Contingent liabilities

There were no contingent liabilities at 31 March 2021 (2020: Nil) in respect of legal claims. This was based on Directors opinion and the company's solicitors.

### 34. Impact of COVID 19 on Company's operation.

The spread of the COVID-19 pandemic has reduced in Nigeria compared to the same period in 2020. However, more cases have been confirmed by the Nigerian Centre for Disease Control after the reporting period to show the continued existence of the pandemic in the country. In addition, the disease has reduced social interactions significantly, and these have adverse effects on business activities.

The pandemic affected the academic session in Nigeria, schools in the States and Federal Government Colleges, resumed at different times for the 2020/2021 academic year. The demand for books is not helped by the generally poor economic conditions in the country, as the pandemic affected the revenues of all economic participants in Nigeria. The demand for education is poorly ranked in the country. Nigeria's economy has not fully recovered to the pre-COVID-19 era; the market demand for the Company's product is still low. The Company may not tap the export market soon as it faces the same problem as others; non-Nigerian residents do not demand Nigeria's outputs. The existence of restrictions in many countries has also affected international trades.

The Company's inventories remained high due to poor sales. As a result, inventories increased by N191m or 15% at the end of the year ended 31st March 2021 to increase its risk of obsolescence. The Company will avoid the past ugly experience in the 2021/2022 academic year as existing inventories are in saleable conditions and will be sold to increase the Company's revenue.

Recovery of debt also suffered in 2020/2021 due to the impact of COVID-19 on the business of the Company's customers. Though there has been significant improvement in debt recovery after the end of the year under review, it could have been better without the adverse effects of the pandemic.

# UNIVERSITY PRESS PLC

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

The forex crisis persists; the publishing industry relies on foreign countries for its inputs. The cost of inputs remains very high due to high and volatile foreign exchange rates in Nigeria. The Company could not pay its suppliers promptly due to lack of access to forex, and this poses a significant risk to its supply chains. Production of goods to meet customers' demand for the 2021/2022 financial year could not commence promptly due to inadequate access to dollars from CBN. Foreign exchange loss will increase in the new financial year, having failed to pay the Company's suppliers in 2020/2021 and high foreign exchange rates.

Nigeria's dependence on crude oil for its earnings affected the supply of forex. However, crude oil sales dropped significantly due to external and uncontrollable factors, such as the impact of COVID-19 on some countries and intense competition by other oil-producing countries in the world.

### **35. Events after the reporting period**

The Directors are of the opinion that there are no significant transactions that has occurred subsequent to the reporting date, which could have had a material effect on these financial statements as at 31 March 2021 that have not been adequately provided for or disclosed in these financial statements.

### **36. Comparative figures**

Where necessary comparative figures have been reclassified to ensure proper disclosure and uniformity in the current year's presentation. However, this re-classification have no net impact on these financial statements.

**UNIVERSITY PRESS PLC**

**FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2021**

**Other National Disclosures**



# UNIVERSITY PRESS PLC

## STATEMENT OF VALUE ADDED FOR THE YEAR ENDED 31 MARCH 2021

	2021 N'000	%	2020 N'000	%
Revenue	1,419,422		2,065,607	
Other income	<u>49,305</u>		<u>17,412</u>	
	1,468,727		2,083,019	
Bought in materials and services:				
- Local	(586,833)		(905,260)	
- Import	<u>(338,957)</u>		<u>(396,110)</u>	
Value added	<u>540,641</u>	<u>100</u>	<u>781,649</u>	<u>100</u>
<b>Applied as follows:</b>				
<b>To pay employees:</b>				
Salaries, wages and fringe benefits	315,784	58	448,811	57
<b>To pay Government:</b>				
Company income tax	18,185	3	50,870	7
<b>Retained for maintenance of assets and future expansion of business:</b>				
Depreciation of property, plant and equipment	149,566	28	154,782	20
Retained earnings for company's growth and payment of dividend to shareholders	<u>57,106</u>	<u>11</u>	<u>127,186</u>	<u>16</u>
	<u>540,641</u>	<u>100</u>	<u>781,649</u>	<u>100</u>

Valued added represents the additional wealth which the company has been able to create as a result of its own and the employees efforts. This statement shows the allocation of that wealth among employees, providers of capital, government and that retained for the future creation of more wealth.

# UNIVERSITY PRESS PLC

## FINANCIAL SUMMARY

31 MARCH

	2021 N'000	2020 N'000	2019 N'000	2018 N'000	2017 N'000
<b>Statement of financial position</b>					
<b>Assets</b>					
Non-current assets	1,485,640	1,458,282	1,549,039	1,514,170	1,440,662
Current assets	2,299,375	2,008,053	1,935,661	1,898,822	2,077,837
Total liabilities	(1,121,053)	(794,767)	(875,606)	(848,189)	(1,046,354)
<b>Net assets</b>	<b>2,663,962</b>	<b>2,671,568</b>	<b>2,609,094</b>	<b>2,564,803</b>	<b>2,472,145</b>
<b>Equity</b>					
Share capital	215,705	215,705	215,705	215,705	215,705
Share premium	146,755	146,755	146,755	146,755	149,397
Capital reserve	1,442	1,442	1,442	1,442	1,442
Revaluation reserve	772,448	772,448	772,448	772,448	772,448
Reserve on Actuarial valuation	-	-	-	(38,304)	30,666
Revenue reserve	1,527,612	1,535,218	1,472,744	1,466,757	1,302,487
<b>Shareholders funds</b>	<b>2,663,962</b>	<b>2,671,568</b>	<b>2,609,094</b>	<b>2,564,803</b>	<b>2,472,145</b>
<b>Statement of profit or loss and other comprehensive income</b>					
Revenue	1,419,422	2,065,607	2,315,705	1,801,315	1,608,370
Profit before taxation	75,291	178,056	165,534	354,625	164,941
Taxation	(18,185)	(50,870)	(56,531)	(147,214)	(46,523)
Profit after taxation	57,106	127,186	109,003	207,411	118,418
Dividend declared	64,712	64,712	64,712	43,141	21,570
Basic earnings per share	13.24	29.48	25.27	48.08	27.45
Net assets per share	6.18	6.19	6.05	5.95	5.73

Earning per share are based on the profit after taxation and the number of issued and fully paid ordinary shares at the end of each financial year.

Net assets per share is based on the net assets and the number of ordinary shares in issue at end of each financial year.

**Securities Trading Policy**

In compliance with Rule 17.15 Disclosure of Dealings in Issuers' Shares, Rulebook of the Exchange 2015 (Issuers Rule) University Press Plc maintains a Security Trading Policy which guides Directors, Audit Committee members, employees and all individuals categorized as insiders as to their dealing in the Company's securities. The Policy is periodically reviewed by the Board and updated. The Company has made specific inquiries of all its directors and other insiders and is not aware of any infringement of the policy during the period under review.