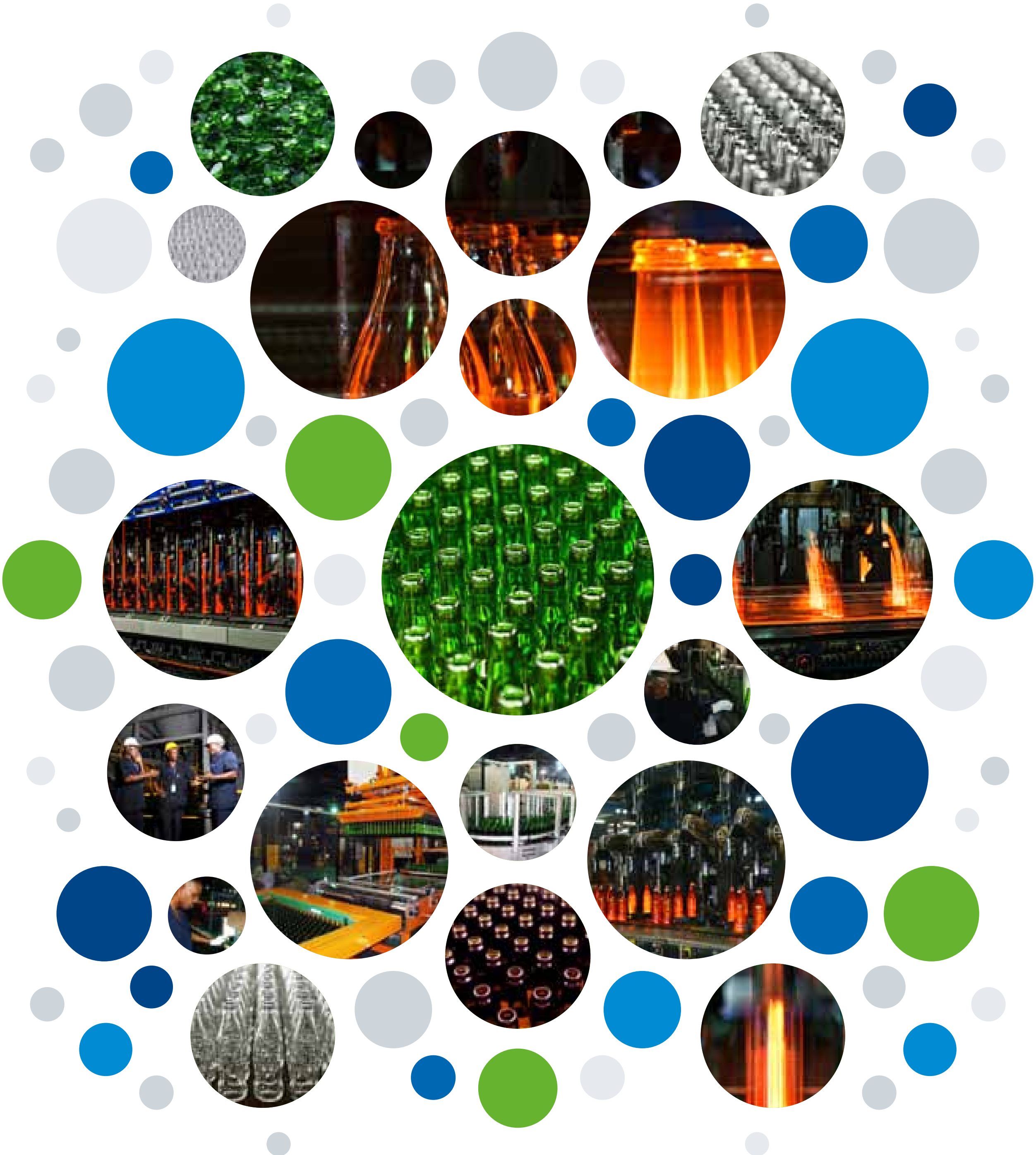
Beta Glass PLC

Annual Report 2014

RC No. 13215



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Who we are

Beta Glass is a member of the Frigoglass Group, a strategic partner to beverage brands throughout the world. Beta Glass is the principal supplier of glass packaging in the high growth markets of West Africa.

Our operations represent West Africa's largest glass container capacity, encompassing two plants and three furnaces that exceed 600 tons of produced glass containers per day.

Through a wide range of glass containers, we provide superior packaging solutions to a variety of customers operating in the soft drinks, beer, spirit, cosmetics and pharmaceutical market segments.

We have recently invested in state-of-the-art equipment and systems as well as new product development initiatives that enable us to offer our customers value-adding solutions and innovative products.

Financial highlights

Results at a glance

	2014 N'000	2013 N'000	Increase (Decrease) %

Major Statement of financial position items

	2014 N'000	2013 N'000	Increase (Decrease) %
Share capital	249,986	249,986	-
Share premium	312,847	312,847	-
Other reserves	2,429,942	2,429,942	-
Shareholders' funds	15,952,981	13,753,157	16
Total assets	26,928,387	27,166,481	(1)

Major profit and loss account items

	2014 N'000	2013 N'000	Increase (Decrease) %
Turnover	16,632,879	14,096,123	18
Profit before income tax	3,340,660	2,052,193	63
Profit for the year	2,390,223	1,473,574	62

Information per 50 kobo ordinary share

	2014	2013	Increase (Decrease) %
Basic earnings per share (Kobo)	478.07	294.73	62
Net assets per share (Naira)	31.91	27.51	16
Stock Exchange quotation - 31 December (Naira)	27.78	14.43	93
Market capitalization as at 31 December (N:Million)	13,889	7,215	93

Five-year financial summary

Turnover

Year	N' Million
2014	**16,633**
2013	14,096
2012	12,933
2011	12,726
2010	11,168

Profit After Tax (PAT)

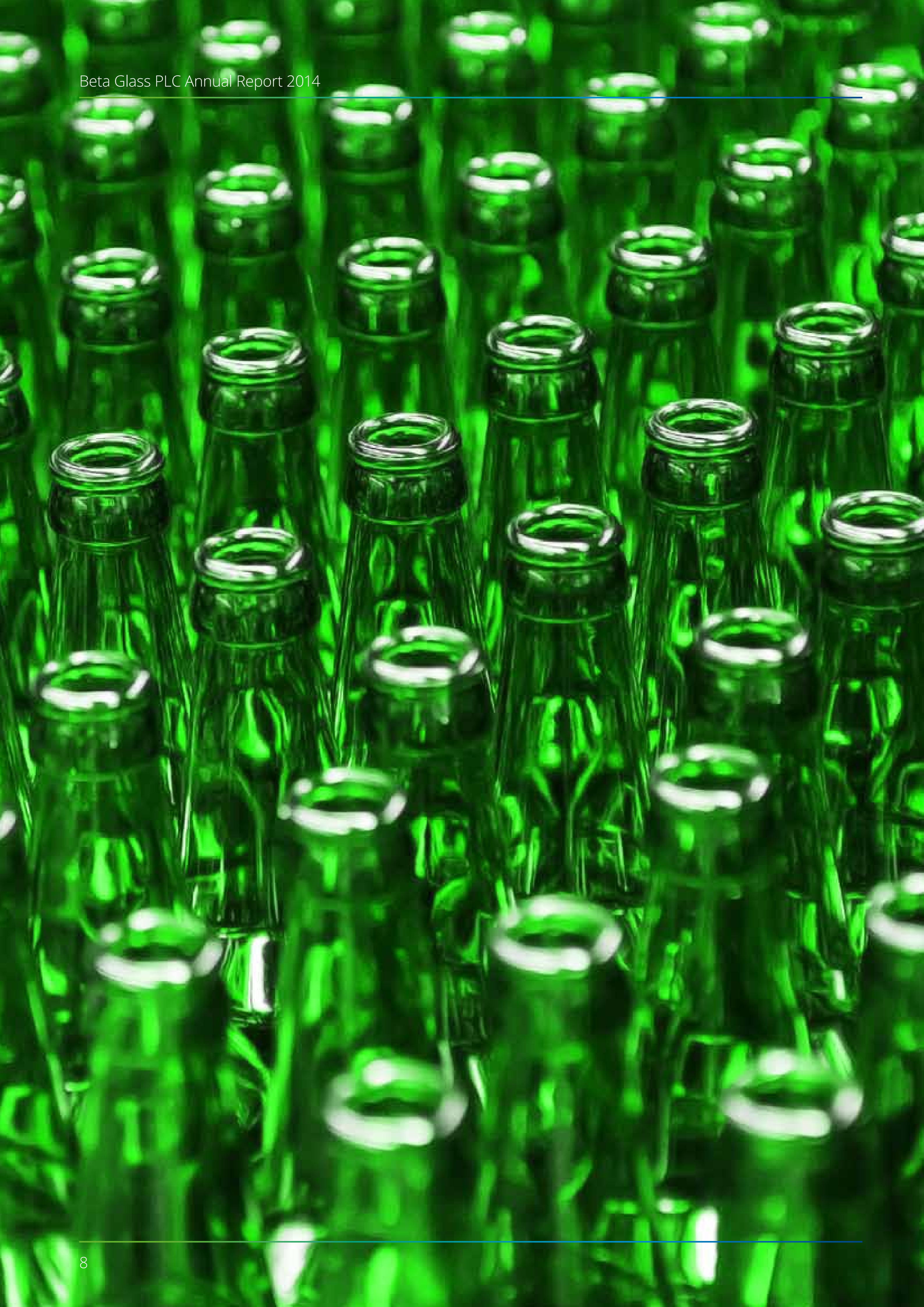
Year	N' Million
2014	**2,390**
2013	1, 474
2012	1,329
2011	1,775
2010	1,472

Shareholders' Fund

Year	N' Million
2014	**15,953**
2013	13,753
2012	12,456
2011	11,327
2010	10,073

Earnings per share (EPS)

Year	Kobo
2014	**478**
2013	295
2012	266
2011	355
2010	295



Company snapshot

We partner with our customers to offer them quality solutions and innovative products that support them in their key initiatives.

Beers and malt

Breweries (including malt) represent our largest customer segment accounting for 60% of total glass unit sales.

Soft drinks

Sales to soft drink companies account for 22% of our glass unit sales.

Wine and spirits

Wine and spirits represent 11% of our unit sales with an offering from proprietary to generic bottles.

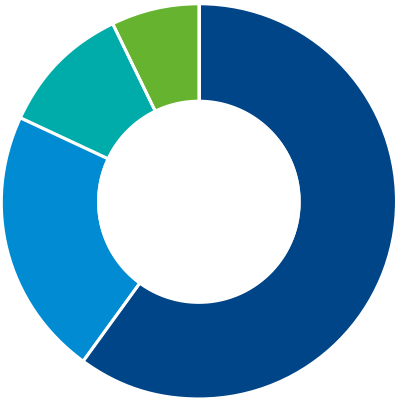
Pharmaceutical and cosmetics

This segment represents 7% of our glass unit sales. We manufacture glass containers for leading global pharmaceutical and cosmetic companies.

Revenue breakdown by customer segment

Sales per unit

Beers and malt	60 %
Soft drinks	22 %
Wine and spirits	11 %
Pharmaceutical and cosmetics	7 %



Markets

Beta Glass exports to 14 countries including: Benin, Burkina Faso, Cameroon, Ethiopia, Gabon, Gambia, Ghana, Guinea, Ivory Coast, Liberia, Mauritius, Senegal, Sierra Leone and Togo.

2 production plants

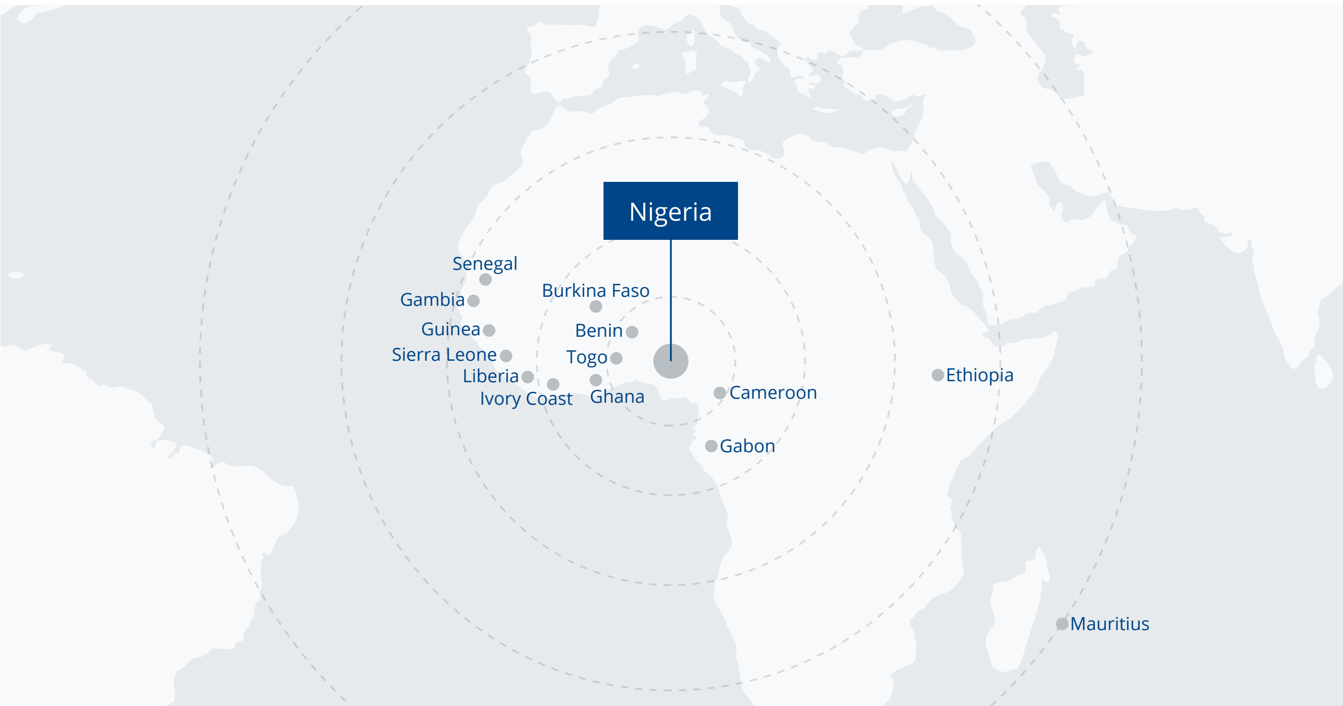
Guinea plant
Delta plant

Capacity

Number of furnaces: **3**
Daily glass production: **600 tons**

Capital expenditure

Capital expenditure amounted to **N1.93 billion in 2014**, directed primarily to machinery and equipment.



Notice of Annual General Meeting

Y. Titi Talabi (Ms.)
Deputy Company Secretary

NOTICE IS HEREBY GIVEN that the 41st Annual General Meeting of Beta Glass PLC will be held at Mainland Hotel, Ebute-Metta, Lagos on Thursday, July 9, 2015 at 12.00 noon for the following purposes:

1. To lay before the meeting, the audited financial statements for the year ended December 31, 2014 and the Directors', Auditors' and Audit Committee's Reports thereon.
2. To re-elect Directors retiring in accordance with the Company's Articles of Association.
3. To declare a dividend.
4. To authorize the Directors to fix the remuneration of the Auditors.
5. To elect/re-elect shareholders' representatives on the Audit Committee.

Special Business

6. To approve the remuneration of the Directors.
7. To consider and if thought fit, pass the following resolution as Ordinary Resolution of the Company: That the Articles of Association of the Company be and is hereby amended by the exclusion of the following Regulation 26(b):

   "Every transfer of shares shall be accompanied by a declaration signed by the transferee in one or other of the following forms:

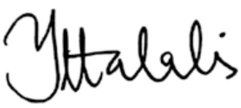
   Form 'A' "I/We hereby declare that I/we am/are a Nigerian Citizen or Association within the meaning of the Nigerian Enterprises Promotion Decree 1972 or any amendments thereto"

   Form 'B' "I/We hereby declare that I/we am/are a Nigerian Citizen or Association within the meaning of the Nigerian Enterprises Promotion Decree 1972 or any amendments thereto and in consideration of this transfer being accepted by the Directors for registration, undertake to advise the Directors forthwith upon my/our ceasing to be a Nigerian Citizen or Association"

A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.

All instruments of proxy duly stamped by the Commissioner of Stamp Duties in accordance with the Stamp Duties Act (Cap S.8 Laws of the Federation of Nigeria 2004) should be deposited with the Registrar at Cardinalstone (Registrars) Limited, 358 Herbert Macaulay Way, Yaba, Lagos, not less than 48 hours before the time for holding the meeting.

By Order of the Board



Y. Titi Talabi (Ms.)
Deputy Company Secretary
FRC/2015/NBA/00000011435

IDDO HOUSE, IDDO, LAGOS
Dated this 26th day of March, 2015

Dividend Warrants

If the payment of a dividend of 62k per share as recommended by the Directors is approved, it is intended that the warrants will be posted on Friday, July 10, 2015 to holders of eligible shares whose names appear on the Register of Members on June 12, 2015.

Directors, officers and advisers

Directors

Chief Joseph Babatunde Oke, OON	Chairman
George Papachristou (Greek)	Managing Director
Chief Chris Avielele	Director
Haralambos (Harry) G. David (Cypriot)	Director
Kolapo A Lawson	Director
John Mastoroudes (British)	Director
Abimbola Ogunbanjo	Director
Torsten Tuerling (German)	Director
Gerasimos Varvias (Greek)	Director

Deputy Company Secretary

Y. Titi Talabi (Ms.)

Registered office

Iddo House, Iddo, P O Box 159, Lagos
Phone: +234 1 280 6700, 234 1 774 0844
Fax: +234 1 280 6701

Registrar and transfer office

Cardinalstone (Registrars) Limited
358 Herbert Macaulay Way,
Yaba, Lagos

Auditors

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

Chairman's statement

Distinguished shareholders, ladies and gentlemen, it gives me great pleasure to welcome you to the 41st Annual General Meeting of our Company and to present to you the Annual Report and Financial Statements for the year ended December 31 2014.

Economic environment

The year under review started slowly with some uncertainties in the economic, financial and political sectors of the economy in view of the anticipated general elections scheduled for early 2015 and the prediction of likely disintegration of the country. This anxiety, coupled with other inadequacies such as infrastructural deficiencies in the areas of power, road network, security and the almost twenty percent devaluation of the naira adversely affected business.

Nigeria, which was adjudged as the largest economy in Africa and the 26th in the world, principally as a result of rebasing of the economy could not control the upward surge of unemployment and the decline in the Gross Domestic Product (GDP).

The inadequate supply of electricity, infrastructural deficit, multiple taxation and interest rates on bank loans also constituted major challenges to business in 2014. On the other hand, the Federal Government, in a bid to improve electricity supply, privatized the distribution aspect of the Power Holding Company of Nigeria but unfortunately, the power situation in the country continued to pose severe challenges and local manufacturers had to continue to rely on other sources of energy at exorbitant costs.

We call on the in-coming administration to address some of these inadequacies prevalent in the economy so that Nigeria can once again be attractive to foreign investments.

Operating results

Despite all the difficulties encountered during the year, the Company improved on the results achieved in 2013 with a growth of 18% in turnover from N14.096 Billion to N16.632 Billion in the year under review. Sales to the Breweries and Export orders also increased over the previous year.

I reported last year that the process of Export Expansion Grant (EEG) payments had been streamlined by the Federal Government, but unfortunately, utilization of the Negotiable Duty Credit Certificates (NDCCs) which are the payment instruments still pose some challenges.

I wish to appeal to the new government and all stakeholders to continue to strengthen the processing and timely release of claims for exporters, as well as ensuring prompt utilization of their NDCCs. As a major Exporter in the non-oil sector, we shall continue to develop our export business after satisfying the domestic needs of our customers.

Dividend

Your directors in recognition of the improvement of the Earnings per share for the year ended December 31 2014 have decided to recommend a dividend payout of 62 kobo per 50 kobo ordinary share, less 10% withholding tax.

Future outlook

The year promises to be interesting, with normalcy having returned to the country after the success of the 2015 general elections from which emerged a new President and a new political order. There is hope that the new administration will rejuvenate the economy and address the declining value of the local currency.

In our continuous quest for excellence, we shall consistently invest in our furnaces and other essential tools and machinery. This year, your Company has scheduled a furnace rebuild in Agbara, Ogun State to have a new furnace to improve production.

Directors and staff

The Board of your Company remained unchanged in the year under review and all the members of the Board displayed such knowledge and insight that have continued to strengthen our Company.

Overall, the industrial relations between staff and management remained cordial and we shall maintain our developmental staff training programmes.

I seize this opportunity to thank Management and staff for achieving these results despite the harsh economic climate under which we operated.

Conclusion

Distinguished shareholders, I would like to inform you that this will be my last Annual General Meeting as Chairman of your Company, having been at the helm of affairs since 2010.

I would like to thank my colleagues on the Board for their insightful contributions and support in ensuring that we remained focused on implementing strategies for the good of our Company.

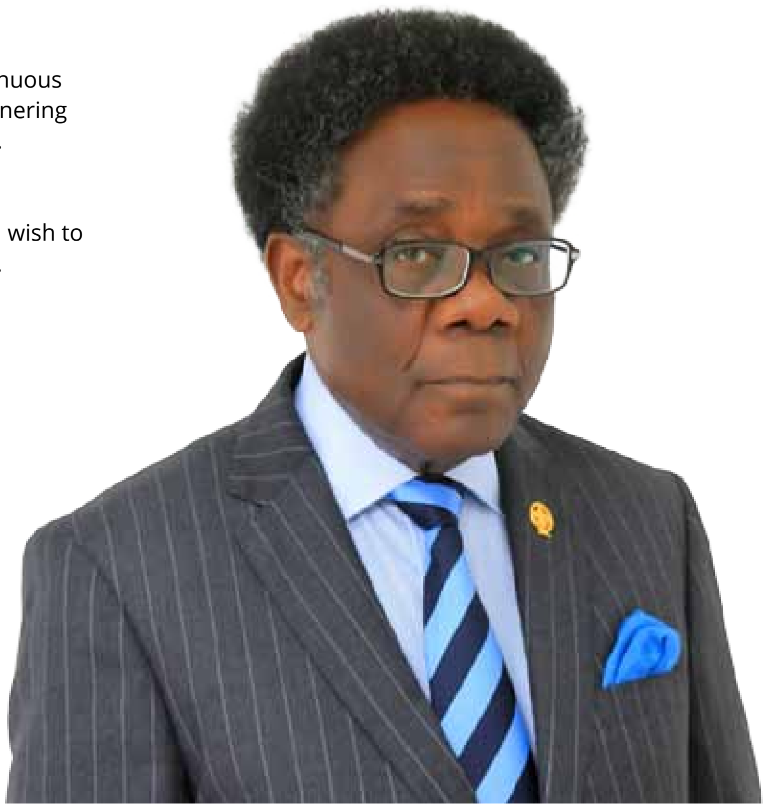
The communities (Agbara and Ughelli) within which we operate deserve mention for the cordial relationship that has existed over a great length of time. I would also like to thank our Technical Partners for their unwavering support and commitment to our Company.

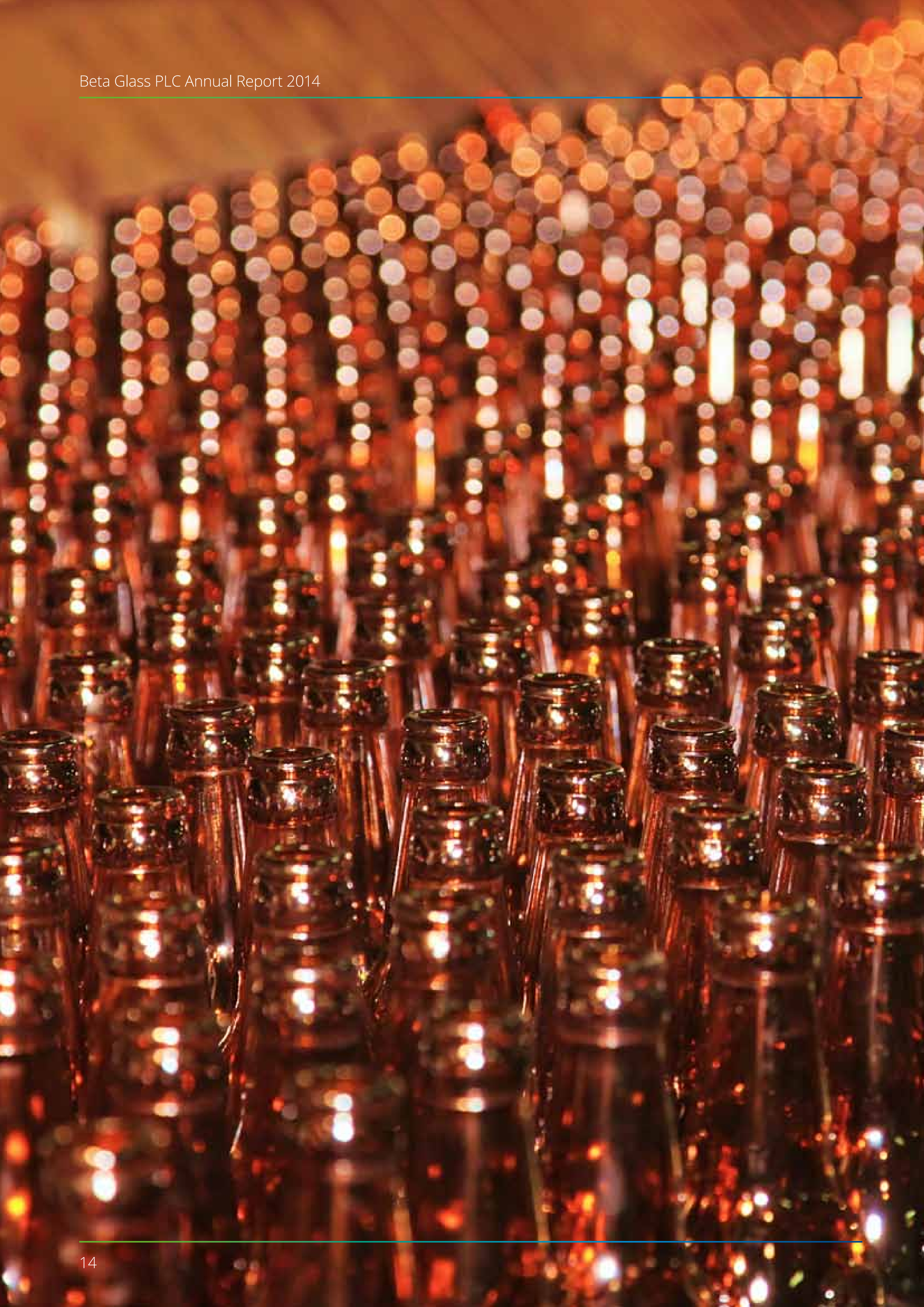
Our appreciation goes to our customers for the continuous patronage of our products. We hope to continue partnering with them in our quest for growth in the years ahead.

I must also commend our shareholders for their steadfastness, and for the confidence reposed in us. I wish to assure them that the Board will not betray their trust.

Thank you and God Bless

Chief Joseph Babatunde Oke, OON
Chairman





Board of Directors

Chief Joseph Babatunde Oke, OON
Chairman

George Papachristou (Greek)
Managing Director

Chief Chris Avielele
Director

Haralambos (Harry) G. David (Cypriot)
Director

Kolapo A Lawson
Director

John Mastoroudes (British)
Director

Abimbola Ogunbanjo
Director

Torsten Tuerling (German)
Director

Gerasimos Varvias (Greek)
Director

Directors' report

The Directors present to the members of the Company, the Annual Report together with the audited financial statements for the year ended December 31, 2014.

Principal activities

The principal activity of the Company is the manufacture and sale of glassware.

Results for the year

	2014 N'000	2013 N'000
Turnover	16,632,879	14,096,123
Profit before taxation	3,340,660	2,052,193
Profit after taxation	2,390,223	1,473,574

Appropriation of profit after taxation

The Directors recommend to the shareholders, the payment of a gross dividend of 62 kobo per 50 kobo ordinary share to all shareholders on the Company's Register of Members as at the close of business on June 12, 2015. If the Directors' recommendation is approved by the shareholders, the profit after taxation of N2,390,223,000 will be appropriated as follows:

	N'000
Proposed Dividend (Gross)	309,983
Transfer to General Reserve	2,080,240

Directors

The Directors retiring by rotation in accordance with the Articles of Association are Chief Joseph Babatunde Oke, OON, Mr. Haralambos (Harry) G. David and Mr. Kolapo Lawson. While Chief Joseph Babatunde Oke, OON will not seek re-election and has opted to retire from the board, Mr. Haralambos (Harry) G. David and Mr. Kolapo Lawson being eligible, offer themselves for re-election.

Record of Directors' attendance at meetings

Pursuant to Section 258(2) of the Companies and Allied Matters Act, the records of Directors' attendance at Board meetings during the year under review will be available for inspection at the Annual General Meeting.

Directors' interests in the shares of the company

As at January 1, 2014 and December 31, 2014 the interests of the Directors (and those who served on the Board during the year under review) in the issued share capital of the company as recorded in the register of members in compliance to Section 275 of the Companies and Allied Matters Act, were as follows:

Number of shares as at	31 Dec 2014	1 Jan 2014
Chief Joseph Babatunde Oke, OON	122,274	122,274
Mr. George Papachristou (Greek)	-	-
Chief Chris Avielele	27,474	27,474
Mr. Haralambos (Harry). G. David (Cypriot)	25,437	25,437
Mr. Kolapo A. Lawson*	100,000	100,000
Mr. John Mastoroudes (British)	-	-
Mr. Abimbola Ogunbanjo	-	-
Mr. Gerasimos Varvias (Greek)	-	-
Mr. Torsten Tuerling (German)	-	-

*Mr. Kolapo A. Lawson is a beneficiary in the Estate of Chief Adeyemi Lawson, which holds 2,710, 400 shares.

Save as disclosed above, the Company is not aware of any other interests of the directors in the share capital of the Company or of its Holding Company Frigoglass Industries (Nigeria) Limited as at 31 December, 2014 or at the date of this report.

Directors' interests in contracts

None of the Directors has notified the Company for the purpose of Section 277 of the Companies and Allied Matters Act, of any disclosable interests in contracts involving the Company either as at 31 December 2014 or at the date of this report.

Charitable gifts

In compliance with Section 38(2) of the Companies and allied Matters Act, the Company did not make any donations or gifts to any political party, political association or for any political purpose during the year under review.

Corporate governance

The Directors have striven to maintain its corporate governance ethics and rules and regulations of the regulatory authorities during the year under review.

Corporate social responsibility

It is the policy of the Company to try and improve on some amenities within its host communities. Thus during the year under review, the Company accomplished the following:

	N'000
Roofing and ceiling of a block of three (3) classrooms at Agbara Community Grammar School, Agbara, Ogun State	1,900,000
Construction of 12 Lockup market stores in Ekakpamre Community of Delta State	2,900,000
Construction of Principal and Staff rooms with conveniences and three (3) classrooms at Ekrerhavwe community in Delta State	6,500,000
Total cost	**11, 300, 000**

Significant changes in fixed assets

Movements in fixed assets during the year were as shown in note 15 to the financial statements. In the opinion of the Directors, the market value of the Company's fixed assets is not less than as shown in the Statement of financial position.

Employment policies and training

The Company's employment policy ensures that opportunities are given to disabled persons. Disabled applicants are therefore given special consideration for employment having regard to the aptitudes and capabilities of each applicant.

The Company also has training programmes designed to ensure that employees who became disabled during their employment are not, for the sake of their disabilities, disadvantaged in their career development in the Company. The Company provides overseas and on-the-job technical training for employees' knowledge in glass production technology.

Health, safety and welfare of employees

The Company has standard in-plants clinics run by competent and qualified medical personnel where free medical services are provided for all staff. There are also stand-by ambulances for transfer of serious cases of illness to designated hospitals retained by the Company.

The Company provides free meals to its employees at the staff canteens.

There are contributory retirement benefit schemes for both management and junior employees of the Company. The schemes are in compliance with the provisions of the Pensions Reform Act 2004 as amended.

Employees' involvement

The Company consults with representatives of the workers union on important issues that affect the career of employees and the fortunes of the Company.

Employees' individual suggestions are entertained through the use of suggestion boxes strategically located in the Company's premises.

Auditors

Messrs. PricewaterhouseCoopers, having indicated their willingness, will continue in office as Auditors of the Company in accordance with Section 357 (2) of the Companies and Allied Matters Act.

By Order of the Board

Y. Titi Talabi (Ms)
Deputy Company Secretary
FRC/2015/NBA/00000011435

IDDO HOUSE, IDDO, LAGOS
26th March, 2015

Corporate governance report

BETA GLASS PLC ("Company") is committed to the best practices in corporate governance; hence the Board is continually reviewing corporate governance standards and procedures in the light of the current developments in and outside Nigeria. It recognizes that corporate governance is fundamental to earning the confidence and trust of the shareholders and consequently provides the structure through which the objectives of the Company are set and the means of attaining such objectives.

The Board is guided in its Corporate Governance policies by the provisions of the Code of Corporate Governance ("the Code") which came into effect on April 1, 2011 and its policies are designed to ensure that the Company's business is conducted in a fair and transparent manner which conforms to high ethical standards. The governance framework helps the Board to discharge its roles of providing oversight and strategic counsel in balance with their responsibility to ensure conformity with regulatory requirements and acceptable risk.

In compliance with Section 34(4) of the Code, it is hereby reported as follows:

The Board of Directors

The Directors of the Company are professionals who are well established in various fields of endeavor such as Consultancy, Accountancy, Law, Business, Engineering, etcetera, creating a good skills- mix and wealth of experience which they have brought to bear on deliberations at Board meetings and in the exercise of their oversight functions. The Board governs and supervises the overall activities of the Company through the Managing Director.

Composition of the Board of Directors

The composition of the Board of Directors of the Company is as follows:

Title	Name	Executive / Non- Executive	Independent	Date of Appointment
Chairman	Chief Joseph Babatunde Oke, OON	Non-Executive		24/04/2008
Managing Director	George Papachristou (Greek)	Executive		28/03/2012
Member	Chief Chris Avielele	Non-Executive		28/09/2010
Member	Haralambos (Harry) G. David (Cypriot)	Non-Executive		24/04/2008
Member	Kolapo A. Lawson	Non-Executive		13/01/2000
Member	John Mastoroudes (British)	Non-Executive	Independent	28/09/2010
Member	Abimbola Ogunbanjo	Non-Executive		28/09/2010
Member	Torsten Tuerling (German)	Non-Executive		05/12/2012
Member	Gerasimos Varvias (Greek)	Non-Executive		24/04/2008

The roles of the Board of Directors

The Charter provides for the following as the roles and responsibilities of the Board of Directors:

- Strategy and Planning
- Staffing at Board and Senior Management Levels & Succession Planning
- Executive Remuneration
- Performance Monitoring
- Risk Management and Internal Control
- Capital Management and Financial Reporting
- Communication with the shareholders and Management of Investor relations
- Audit and Compliance

The Board was fully aware of its responsibilities which primarily involve the creation of stakeholder value and ensuring the success of the Company. The Board is responsible for ensuring that the affairs of the Company are run in an efficient manner and in compliance with applicable regulations. Members of the Board are required at all times to act in the best interest of the Company in the articulation and formulation of its strategic direction. The Board of Directors is dedicated to ensuring that the Company achieves its objectives. The Board met four times during the year, on the following days: March 25, 2014, July 8, 2014, October 15, 2014 and December 4, 2014.

Attendance at meetings by Directors

The following is the list of the directors and their attendance at meetings during the year:

	Board	Audit Committee
Number of Meetings	**4**	**4**
Chief Joseph Babatunde Oke, OON	4	N/A
George Papachristou (Greek)	4	N/A
Haralambos (Harry) G. David (Cypriot)	1	N/A
Kolapo Lawson	2	N/A
Chief Chris Avielele	4	4
John Mastoroudes (British)	3	4
Abimbola Ogunbanjo	4	4
Gerasimos Varvias (Greek)	1	N/A
Torsten Tuerling (German)	1	N/A

The Directors retiring by rotation in accordance with the Articles of Association are Chief Joseph Babatunde Oke, OON, Mr. Haralambos (Harry) G. David and Mr. Kolapo Lawson. While Chief Joseph Babatunde Oke, OON will not seek re-election and has opted to retire from the board, Mr. Haralambos (Harry) G. David and Mr. Kolapo Lawson being eligible, offer themselves for re-election.

The biographical details of the Directors seeking re-election are as stated below:

Mr. Haralambos (Harry) G. David

Mr. Haralambos (Harry) G. David graduated with a Business Degree from Providence College, USA in 1987. His Career began as a certified investment advisor with Credit Suisse in New York. He then served in several executive positions within the Leventis Group Companies in Nigeria and Europe. He has served on the Boards of Alpha Finance Corporation, DEI S.A (Hellenic Public Power Corporation S.A) and Emporiki Bank of Greece (Credit Agricole). He is currently the Chairman of Frigoglass S.A.I.C and a member on the Boards of A. G. Leventis (Nigeria) PLC, Leventis Foods Limited and Nigerian Bottling Company Limited.

Mr. Kolapo A. Lawson

Mr. Kolapo Lawson is a graduate of London School of Economics and Political Science. He is a Fellow of the Institute of Chartered Accountants of England and Wales as well as the Institute of Chartered Accountants of Nigeria (ICAN). He is the President of Lawson Corporation (Nigeria) Limited and the Chairman of Agbara Estate Limited. He also sits on the Boards of Directors of other companies including Soverign Trust Insurance PLC and Pharma Deko PLC.

The Board is in the process of establishing a formal annual evaluation of its performance, those of its committees, the chairman and individual directors. The Board determined that the performances of its Chairman and Directors were considered satisfactory.

The Audit Committee

The Audit Committee is composed of 6 members made up of three representatives of the shareholders elected at the 2013 Annual General Meeting for tenure of one year, and three representatives of the Board of Directors nominated by the Board. The Chairman of the Committee, Professor C A Osuntogun, OFR in compliance with the requirements of Corporate Governance is a shareholder representative. The Committee met four (4) times in the year, on the following days: March 24, 2014, July 8, 2014, October 3, 2014 and March 23, 2015.

Composition

1	Professor Caleb Adeniyi Osuntogun, OFR	Shareholder/Chairman
2	Mr. Abimbola Ogunbanjo	Director/Member
3	Chief Chris Avielele	Director/Member
4	Chief Simeon Akinyemi Odubiyi	Shareholder/Member
5	Mr. Peter Knight Okoh	Shareholder/Member
6	Mr. John Mastoroudes	Director/Member

Members' attendance at the Audit Committee meetings during the financial year ended December 31, 2014 is as stated below:

Professor Caleb Adeniyi Osuntogun, OFR	4/4
Mr. Abimbola Ogunbanjo	4/4
Chief Simeon Akinyemi Odubiyi	4/4
Chief Chris Avielele	4/4
Mr. Peter Knight Okoh	4/4
Mr. John Mastoroudes	4/4

In 2014 the Audit Committee:

- reviewed the results of the audits undertaken by the Internal Audit department and considered the adequacy of management's responses to the matters raised, including the implementation of any recommendations made.
- reviewed and approved the 2014 Internal Audit programme, including the proposed audit approach, coverage and allocation of resources.
- reviewed the effectiveness of Internal Audit, taking into account the views of directors and senior management on matters such as independence, proficiency, resourcing, and audit strategy, planning and methodology.
- reviewed regular reports on control issues of Company level significance, including details of any remedial action being taken. It considered reports from the Internal and external auditors on the Company's systems of internal control and reported to the Board on the results of its review.

The Internal Audit department is an independent function that ensures that all operations are executing their duties in accordance with the corporate objectives, policies and procedures. In particular, Internal Audit seeks to ensure that internal financial control systems across the Company remain robust and consistent.
The Internal auditor acts according to the International Standards for the Professional Practice of Internal Auditing and the policies and procedures of the Company, and reports directly to the Audit Committee.

Corporate governance report (continued)

Human resources and remuneration committee

The Human Resources and Remuneration Committee is composed of five (5) members made up of three (3) Non-Executive Directors, the Managing Director and Director of Finance of the Company. The Committee was established to continually review the Company's Human Resources Policies, Procedures, Programmes, Compensation and Benefit Policies for all employees. The Committee met four (4) times in the year, on the following days: March 20, 2014, June 26, 2014, October 14, 2014 and November 24, 2014.

Directors' attendance at the Human Resources and Remuneration Committee meetings during the financial year ended December 31, 2014 is as stated below:

Mr. Abimbola Ogunbanjo	4/4
Mr. Kolapo A. Lawson	1/4
Mr. John Mastoroudes	2/4
Mr. George Papachristou	4/4

Financial reporting, communication and internal control

The Company produces a detailed Annual Report and Financial Statements, which provide insight about the business and its financial results, according to relevant international and local standards and regulations. The annual report is sent to every shareholder ahead of the Annual General meeting. The Company publishes quarter, half and full year results as required by the Investment and Securities Act 2007. The results are published in two national dailies with wide circulation. All the financial information released for public consumption is approved by the Board. The share price sensitive information is disseminated simultaneously to all shareholders without giving any preferential treatment to anyone.

The Company put in place adequate internal control procedures which include an independent audit function reporting to the audit committee. The internal audit function assists the directors and management to maintain effective controls through periodic evaluation to determine the effectiveness and efficiency of the company's internal control systems and make recommendations for enhancement or improvement.

The Directors having gone through the reports of audit committee are satisfied with the adequacy and effectiveness of internal control framework existing in the Company.

Code of Business Conduct

Beta Glass PLC is a member of Frigoglass SAIC and follows the Code of Business Conduct (CoBC) for Frigoglass group companies. The CoBC constitutes an integral part of responsible corporate governance to which the Frigoglass Group including Beta Glass PLC has committed itself. The CoBC can be accessed at **http://www.frigoglass.com/sites/default/files/Code%20of%20Business%20conduct_31.01.12.pdf** and provides guidance on achieving corporate objectives through operating with honesty, fairness and integrity.

The CoBC contains the following amongst others:

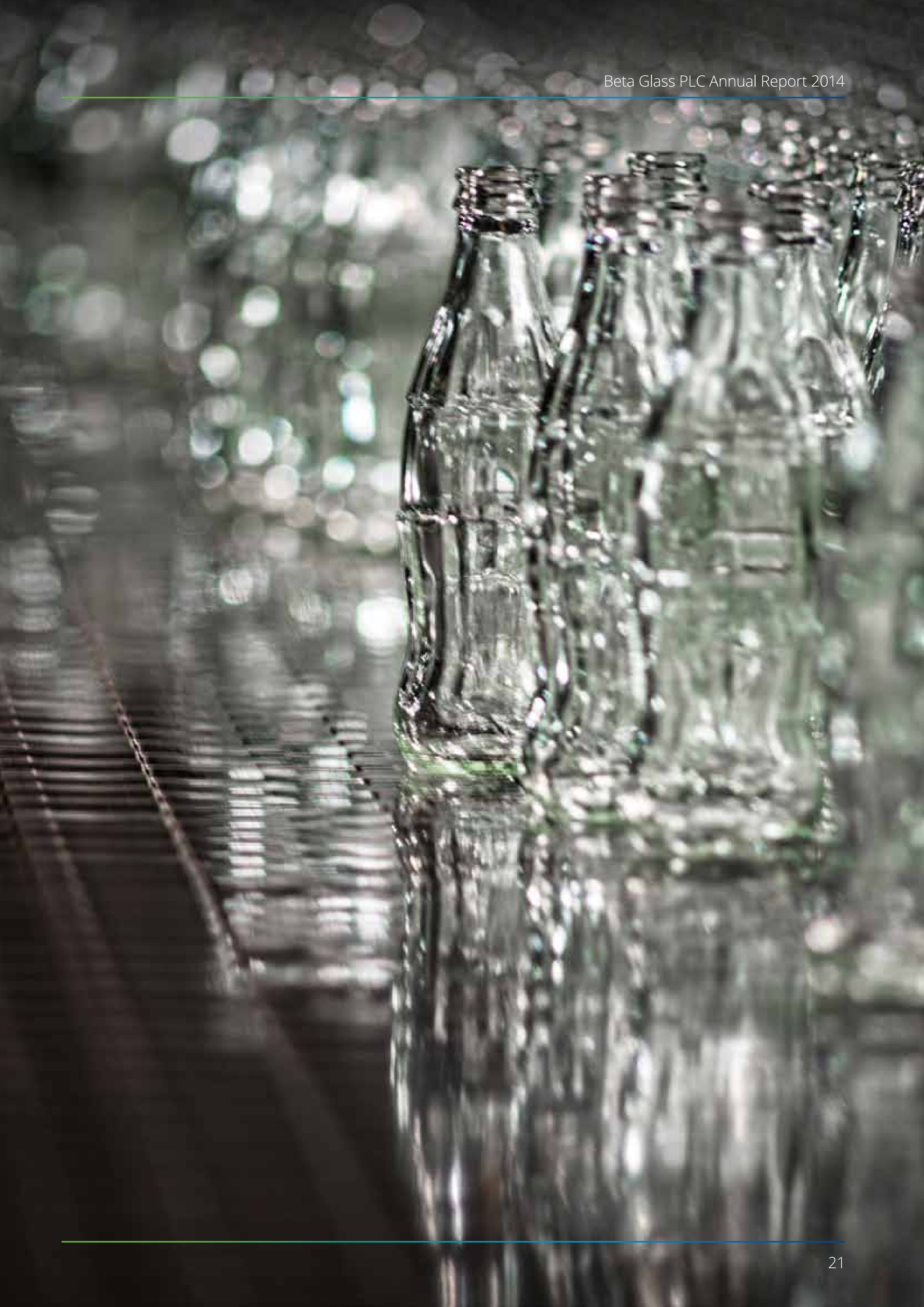
- Corporate values
- Compliance with laws and regulations
- Commitment to and expectations of our employees
- Our responsibilities to customers, suppliers and markets
- Our commitment to shareholders
- Our responsibilities to the public

The Company's sustainability policies and programmes covering such issues as corruption, community service, environmental protection, HIV/AIDS and matters of general corporate social responsibility are covered by CoBC.

The CoBC is subscribed to by all members of the Board of Directors, Managers and all Employees of the Company. The Company mandates strict adherence to the Code in the Company's day to day operations.

Compliance with the Code's provisions

The Board after a careful review of the provisions of the code with the assistance of Company Secretary is of the opinion that the Company's corporate governance practices and structure are in compliance with the provisions of the Code.



Compliance Certificate

We hereby certify that:

a) We the undersigned have reviewed the annual report and audited financial statements of Beta Glass Plc ("the Company) for the year ended 31 December 2014.

b) Based on our knowledge as officers of the Company, the annual report and audited financial statements do not contain:
i. any untrue statement of a material fact, or

ii. omit to state a material fact, which would make the statement misleading in the light of the circumstances under which the statement was made;

c) Based on our knowledge, the financial statements and other financial information included in the annual report fairly represent in all material respect, the financial conditions and results of operations of the Company as of, and for the period presented in the report.

d) We, the undersigned:
i. are responsible for establishing and maintaining controls

ii. have designed such internal controls to ensure that material information relating to the Company is made known to us by others within those entities particularly during the period in which the periodic reports are being prepared.

iii. have evaluated the effectiveness of the Company's internal controls as of date within 90 days prior to the report.

iv. have presented in the report our conclusions about the effectiveness of their internal controls based on their evaluation as of that date.

e) We have disclosed to the external auditors of the Company and the audit committee:
i. all significant deficiencies in the design or operation of the internal controls which would adversely affect the Company's ability to record, process, summarize and report financial data and have identified for the Company's Auditors any material weakness in internal controls, and

ii. any fraud, whether or not material, that involves management or other employees who have significant role in the Company's internal controls.

f) We have identified in the report whether or not there were significant changes in internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weakness.

Mr. George Papachristou
Managing Director

26 March 2015
FRC/2013/IODN/00000002337

Mr. Dhanikonda Shanker
Finance Director

26 March 2015
FRC/2013/ICAN/00000002336

Statement of Directors' responsibilities

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

a. ensuring that the company keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the company and comply with the requirements of the Companies and Allied Matters Act;

b. designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; and

c. preparing the company's financial statements using suitable accounting policies supported by reasonable and prudent judgements and estimates, that are consistently applied.

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

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

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

Chief Joseph Babatunde Oke, OON
Chairman

26 March 2015
FRC/2013/IODN/00000002128

Mr. George Papachristou
Managing Director

26 March 2015
FRC/2013/IODN/00000002337

Report of the audit committee

For the year ended December 31, 2014

In accordance with Section 359(6) of the Companies and Allied Matters Act Cap C20 LFN 2004, we have:

1) reviewed the scope and planning of the audit requirement;

2) reviewed the External Auditors' management letter for the year ended December 31, 2014 as well as the management's responses thereon and;

3) ascertained that the accounting and reporting policies of the Company for the year ended December 31, 2014 are in accordance with legal requirements and agreed ethical practices.

In our opinion, the scope and planning of the audit for the year ended December 31, 2014 together with the audited accounts were satisfactory. We are also satisfied with management's responses to the Auditors' findings.

Professor C. A. Osuntogun
OFR Chairman of the Audit Committee
Dated this 23rd day of March 2015

Members of the Audit Committee

Prof. Adeniyi Osuntogun, OFR	Chairman
Chief Chris Avielele	Member
Mr. John Mastoroudes	Member
Chief Simeon A. Odubiyi	Member
Mr. Abimbola Ogunbanjo	Member
Mr. Peter K. Okoh	Member

Report of the independent auditor to the members of Beta Glass PLC

Report on the financial statements

We have audited the accompanying financial statements of Beta Glass PLC ("the company"). These financial statements comprise the statement of financial position as at 31 December 2014 and the statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

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

Auditor's responsibility

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

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

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

Opinion

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

Report on other legal requirements

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

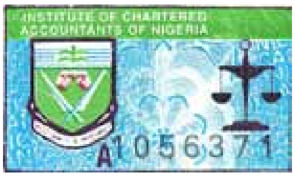
i we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

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

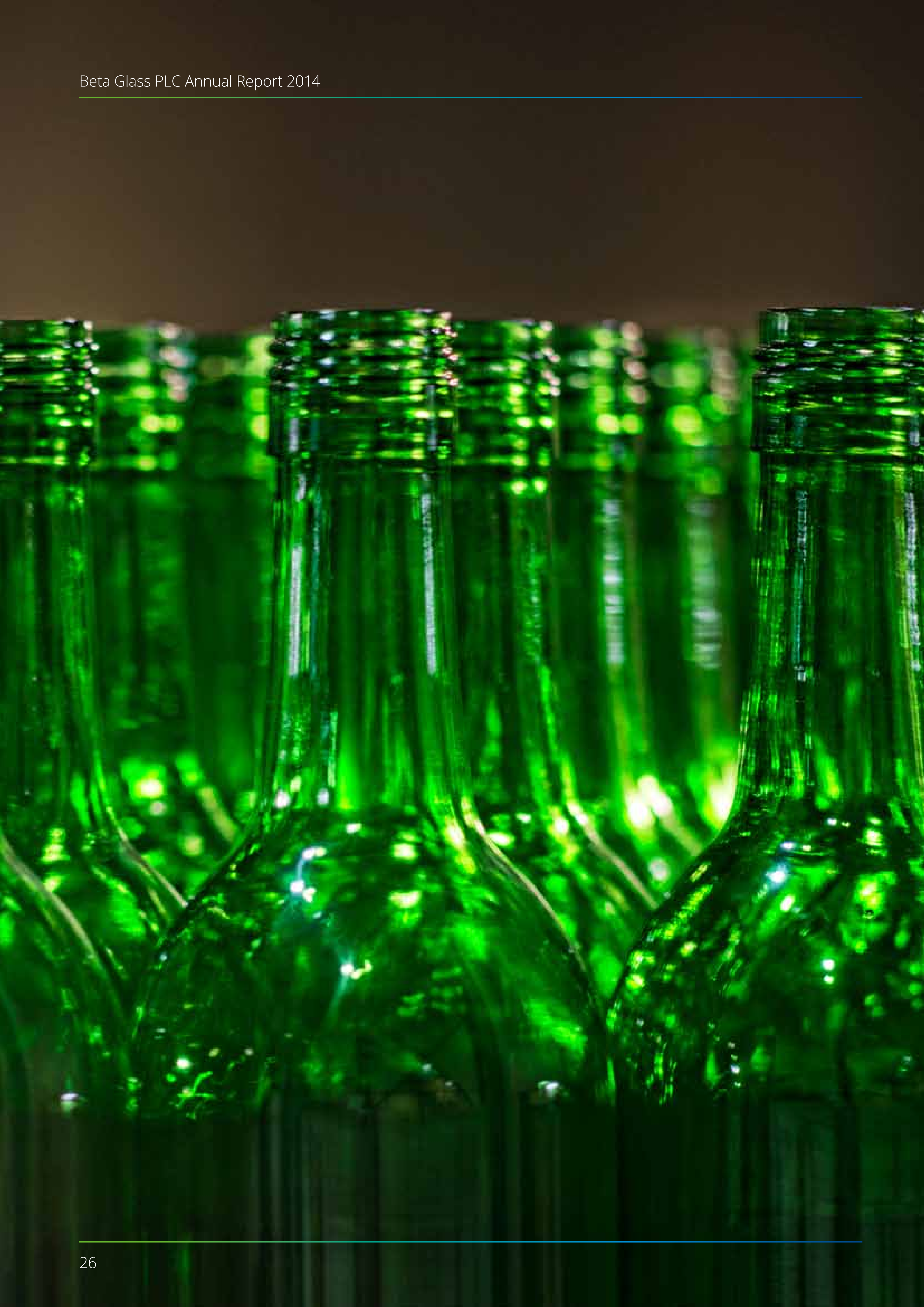
iii the company's statement of financial position and statement of comprehensive income are in agreement with the books of account.

Uyi Akpata

For:
PricewaterhouseCoopers
Chartered Accountants
Lagos, Nigeria
Engagement partner: Uyi Akpata
FRC/2013/ICAN/00000000643



30 March 2015



Statement of comprehensive income

	Notes	For the year ended 31 December 2014 N'000	31 December 2013 N'000
Revenue	7	16,632,879	14,096,123
Cost of sales	8	(12,184,227)	(10,870,208)
Gross profit		4,448,652	3,225,915
Selling and distribution expenses	8	(67,013)	(54,360)
Administrative expenses	8	(1,677,410)	(1,453,263)
Other income	9	285,843	42,631
Foreign exchange (loss)/ gain	10	(51,737)	43,933
Operating profit		2,938,335	1,804,856
Finance income	11	473,557	428,771
Finance cost	11	(71,232)	(181,434)
Finance income - net	11	402,325	247,337
Profit before income tax		3,340,660	2,052,193
Income tax expense	12	(950,437)	(578,619)
Profit for the year		2,390,223	1,473,574
Other comprehensive income:			
Remeasurement loss on employee benefit obligation	21	(5,893)	(8,900)
Deferred tax credit on remeasurement loss on employee benefit obligation	22	1,768	2,670
Total items that will not be reclassified to profit or loss		(4,125)	(6,230)
Other comprehensive income for the year-net of tax		(4,125)	(6,230)
Total comprehensive income for the year		2,386,098	1,467,344
Total comprehensive income attributable to equity holders of the company		2,386,098	1,467,344
Earnings per share for profit attributable to the equity holders of the company			
Basic and diluted EPS (Naira)	13	4.78	2.95

The results shown above for both 2014 and 2013 relate to continuing operations.

The notes on pages 32 to 55 are an integral part of these financial statements.

Statement of financial position

As at	Notes	31 December 2014 N'000	31 December 2013 N'000
Assets			
Non-current assets			
Property, plant and equipment	15	9,579,958	9,666,496
Intangible assets	16	22,770	27,246
		9,602,728	9,693,742
Current assets			
Inventories	17	2,295,922	3,301,032
Trade and other receivables	18	12,009,592	12,114,349
Cash and cash equivalents	19	3,020,145	2,057,358
		17,325,659	17,472,739
Total assets		**26,928,387**	**27,166,481**
Liabilities			
Non-current liabilities			
Borrowings	20	-	703,606
Employee benefit obligation	21	2,165,977	1,940,318
Deferred taxation liabilities	22	1,135,472	1,346,087
		3,301,449	**3,990,011**
Current liabilities			
Short term borrowings	20	-	960,706
Trade and other payables	23	6,315,973	7,706,805
Current income tax liabilities	24	1,344,347	742,165
Dividend payable	25	13,637	13,637
		7,673,957	**9,423,313**
Total liabilities		**10,975,406**	**13,413,324**
Equity			
Ordinary share capital	26	249,986	249,986
Share Premium	26	312,847	312,847
Other reserves	27	2,429,942	2,429,942
Retained earnings	28	12,960,206	10,760,382
Total equity		**15,952,981**	**13,753,157**
Total equity and liabilities		**26,928,387**	**27,166,481**

The notes on pages 32 to 55 are an integral part of these financial statements

The financial statements on pages 27 to 57 were approved and authorised for issue by the board of directors on 26th March 2015 and were signed on its behalf by:

Chief Joseph Babatunde Oke, OON
Chairman

FRC/2013/IODN/00000002128

Mr. George Papachristou
Managing Director

FRC/2013/10DN/00000002337

Statement of changes in equity

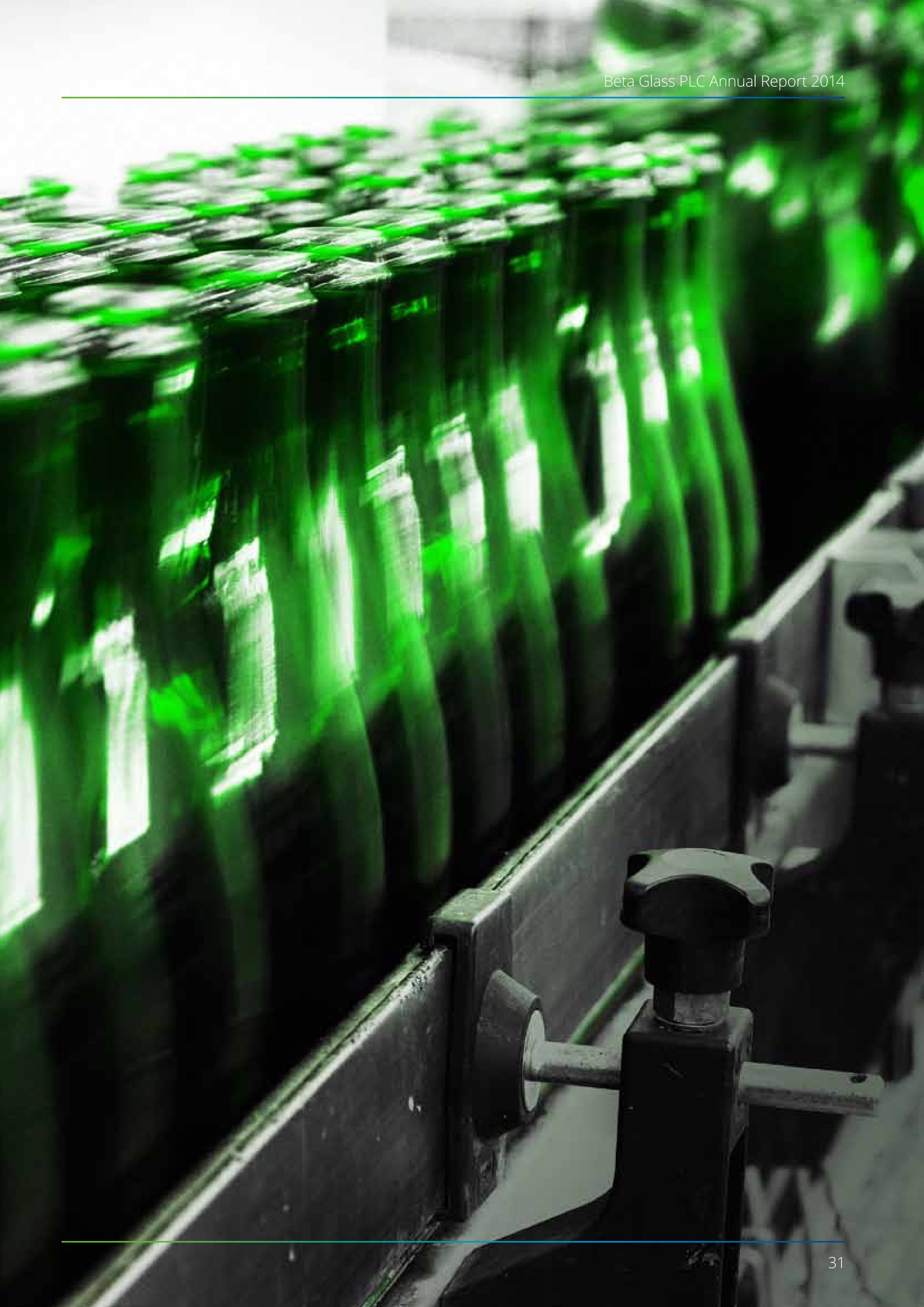
Year ended 31 December 2014	**Share Capital** N'000	**Share Premium** N'000	**Other Reserves** N'000	**Retained Earnings** N'000	**Total** N'000
Balance at 1 January 2013	249,986	312,847	2,429,942	9,463,028	12,455,803
Profit for the year	-	-	-	1,473,574	1,473,574
Total items that will not be reclassified to profit or loss	-	-	-	(6,230)	(6,230)
Total comprehensive income for the year	-	-	-	1,467,344	1,467,344
Dividend relating to 2012 paid in the year	-	-	-	(169,990)	(169,990)
Balance at 31 December 2013	**249,986**	**312,847**	**2,429,942**	**10,760,382**	**13,753,157**
Balance at 1 January 2014	249,986	312,847	2,429,942	10,760,382	13,753,157
Profit for the year	-	-	-	2,390,223	2,390,223
Total items that will not be reclassified to profit or loss	-	-	-	(4,125)	(4,125)
Total comprehensive income for the year	-	-	-	2,386,098	2,386,098
Dividend relating to 2013 paid in the year	-	-	-	(189,989)	(189,989)
Returned unclaimed dividend	-	-	-	3,716	3,716
Balance at 31 December 2014	**249,986**	**312,847**	**2,429,942**	**12,960,206**	**15,952,981**

The notes on pages 32 to 55 are an integral part of these financial statements

Statement of cash flows

For the year ended	Notes	31 December 2014 N'000	31 December 2013 N'000
Cash flows from operating activities			
Cash generated from operations	29	5,040,621	3,591,236
Tax paid	24	(557,102)	(450,548)
Employee Benefit paid	21	(142,150)	(217,716)
Net cash from operating activities		**4,341,369**	**2,922,972**
Cash flows from investing activities			
Purchase of property, plant and equipment	15	(1,933,846)	(1,758,919)
Purchase of intangible assets	16	-	(4,175)
Proceeds from sale of property, plant and equipment		3,524	1,350
Returned unclaimed dividend	28	3,716	-
Interest income	11	473,557	428,771
Net cash used in investing activities		**(1,453,049)**	**(1,332,973)**
Cash flows from financing activities			
Repayment of term loan		(1,664,312)	(236,925)
Interest paid	11	(71,232)	(181,434)
Dividend paid	25	(189,989)	(169,990)
Net cash used in financing activities		**(1,925,533)**	**(588,349)**
Net increase in cash, cash equivalents and bank overdrafts		962,787	1,001,650
Cash, cash equivalents and bank overdrafts at the beginning of the year	19	2,057,358	1,055,708
Cash, cash equivalents and bank overdrafts at the end of the year	19	**3,020,145**	**2,057,358**

The notes on pages 32 to 55 are an integral part of these financial statements



Notes to the financial statements

1. General information

Beta Glass PLC (the Company) manufactures, distributes and sells glass bottles and containers for the leading soft drinks, wine and spirit, pharmaceutical and cosmetics companies. The Company has manufacturing plants in Agbara Ogun state and in Ughelli Delta state. Beta Glass PLC exports to 14 countries including: Benin, Burkina Faso, Cameroun, Gabon, Gambia, Ghana, Guinea, Liberia, Mauritius, Sierra Leone and Togo.

The Company is a public limited company, which is listed on the Nigerian Stock Exchange and incorporated and domiciled in Nigeria. The address of its registered office is Iddo House, Iddo, Lagos State, Nigeria. P.O. Box 159.

Beta Glass PLC is a subsidiary of Frigoglass Industries Nigeria Limited (the parent company) which holds 61.9% of the ordinary shares of the company. The ultimate controlling party is Frigoglass S.A.I.C.

2. Restatement of comparative financial information

Subsequent to the issuance of 2013 financial statements, the Company revisited the treatment of remeasurement loss on the employee retirement benefit obligation in the annual financial statements. In 2011, the Company closed its old employee retirement benefit obligation which is a defined benefit scheme calculated through the Projected Unit Cost method based on final salary and number of years of employment of employee. However, the liability in the closed scheme was retained by the Company at an annual guarantee interest rate of 8%.

Effective from 2012, the Company introduced other long term employee benefit scheme (deferred compensation) into which a fixed percentage of staffs' annual emolument is recognised. No contribution is made by the staff and interest of 8% per annum is given to staff on the total liability held.

Despite the closure of the old scheme and introduction of a new one, the Company continued with the yearly IAS 19 actuarial valuation of its employee benefit obligation but the remeasurement gain/loss was treated as a credit/charge to Profit or Loss as against a credit/charge to Other Comprehensive Income. The treatment was motivated on the premise that the employee retirement benefit obligation scheme has transited to a defined contribution scheme as against a defined benefit scheme.

For proper tracking of the two components of the employee retirement benefit obligation, the Company in 2012 categorised the liability of the old scheme as Amount due to employee and the liability under the new scheme as Other long term employee benefit.

During the 2014 financial year, the Company concluded that the employee retirement benefit obligation is a defined benefit scheme and not a defined contribution scheme because of the provision of 8% interest on the total liability held. Accordingly, remeasurement gain/ loss will be recognised in Other Comprehensive Income going forward with retrospective correction of 2013 numbers disclosed as comparative information in 2014 financial statements.

Because yearly IAS 19 valuation of the employee retirement benefit obligation was carried out through the use of Projected Unit Cost method and the fact that all items were correctly accounted for except the previous treatment of remeasurement gain/loss in Profit or Loss as against Other Comprehensive Income, the closing liability of employee retirement benefit obligation is correct for all past years thus, a third balance sheet is not required. The only correction required is the reclassification of remeasurement gain/loss from Profit or Loss to Other Comprehensive Income. In addition, Earnings per share for 2013 will be restated. Also, the Company has resolved to report the previously reported Amount due to employee and Other long term employee benefit as a combined amount under the Retirement Benefit Obligation caption.

The following table reflect the impact of the required correction on the components of the previously reported numbers in the 2013 financial statements.

Notes to the financial statements (continued)

2. Restatement of comparative financial information (continued)

	Year ended 31 December 2013		
	As previously reported	Reclassification	Restated
	N'000	N'000	N'000
Administrative expenses			
Interest on amount due to employees	(122,475)	122,475	-
Interest on other long term employee benefit	(28,599)	28,599	-
Current service cost of other long term employee benefit	(242,904)	242,904	-
Interest on employee benefit obligation	-	(151,074)	(151,074)
Current service cost of employee benefit obligation	-	(234,004)	(234,004)
	(393,978)	8,900	(385,078)
Profit before income tax	2,043,293	8,900	2,052,193
Income tax expense	(575,949)	(2,670)	(578,619)
Profit after tax	1,467,344	6,230	1,473,574
Other comprehensive Income			
Remeasurement loss on employee benefit obligation	-	(8,900)	(8,900)
Deferred tax credit on remeasurement loss on employee benefit obligation	-	2,670	2,670
Total items that will not be reclassified to profit or loss	-	(6,230)	(6,230)
Total comprehensive income for the year	1,467,344	-	1,467,344
Earnings per share			
Profit attributable to shareholders of the company	1,467,344	6,230	1,473,574
Weighted average number of ordinary shares in issue (Numbers '000)	499,972		499,972
Basic earnings per share (Naira)	2.93		2.95
Diluted EPS is the same as the Basic EPS as there are no potential securities convertible to ordinary shares.			
Amount due to employees			
As at 1 January	1,633,003	(1,633,003)	-
Interest for the year	122,475	(122,475)	-
Payment during the year	(202,481)	202,481	-
	1,552,997	(1,552,997)	-
Other long term employee benefit			
As at 1 January	131,053	(131,053)	-
Current service cost	242,904	(242,904)	-
Interest for the year	28,599	(28,599)	-
Payment during the year	(15,235)	15,235	-
	387,321	(387,321)	-
Previously reported cummulative employee benefit liability	1,940,318	(1,940,318)	-
Employee benefit obligation			
Balance at the beginning of the year	-	1,764,056	1,764,056
Current service cost	-	234,004	234,004
Interest expense	-	151,074	151,074
Total	-	2,149,134	2,149,134
Remeasurements:			
Actuarial losses/(gains) - change in assumption	-	(16,650)	(16,650)
Actuarial losses/(gains) - experience adjustment	-	25,550	25,550
Total	-	8,900	8,900
Payments from plans:			
Benefits paid by the employer	-	(217,716)	(217,716)
Total	-	(217,716)	(217,716)
Balance at the end of the year	-	1,940,318	1,940,318

Notes to the financial statements (continued)

3. Summary of significant accounting policies

3.1 Basis of preparation

These financial statements are the stand alone financial statements of the company.

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) , including International Accounting Standards (IAS) and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC). Further standards may be issued by the International Accounting Standards Board (IASB) and may be subject to interpretations issued by the IFRIC.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires directors to exercise judgement in the process of applying the Company's accounting policies. Changes in assumptions may have a significant impact on the financial statements in the period the assumptions changed. Directors believes that the underlying assumptions are appropriate and that the Company's financial statements therefore present the financial position and results fairly. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 5.

The financial statements comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and the notes.

The financial statements were authorised for issue by the Board of Directors on 26th of March, 2015.

The financial statements have been prepared using a rounding level of N1000.

3.1.1 Going concern

The financial statements have been prepared in accordance with the going concern principle under the historical cost convention except otherwise stated.

3.1.2 Changes in accounting policy and disclosure

(a) New standards, amendments and interpretations adopted by the Company

Amendment to IAS 32, 'Financial instruments: Presentation' on offsetting financial assets and financial liabilities. This amendment clarifies that the right of set-off must not be contingent on a future event. It must also be legally enforceable for all counterparties in the normal course of business, as well as in the event of default, insolvency or bankruptcy. The amendment also considers settlement mechanisms. The amendment did not have a significant effect on the company financial statements.

Amendments to IAS 36, 'Impairment of assets', on the recoverable amount disclosures for non-financial assets. This amendment removed certain disclosures of the recoverable amount of CGUs which had been included in IAS 36 by the issue of IFRS 13.

IFRIC 21, 'Levies', sets out the accounting for an obligation to pay a levy if that liability is within the scope of IAS 37 'Provisions'. The interpretation addresses what the obligating event is that gives rise to pay a levy and when a liability should be recognised. The Company is not currently subjected to significant levies so the impact on the Company is not material.

Other standards, amendments and interpretations which are effective for the financial year beginning on 1 January 2014 are not material to the company.

(b) New standards, amendments and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2014, and have not been applied in preparing these financial statement. None of these is expected to have a significant effect on the financial statements of the Company, except the following set out below:

IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through OCI and fair value through P&L. The standard is effective for accounting periods beginning on or after 1 January 2018. Early adoption is permitted. The Company is assessing IFRS 9's full impact.

IFRS 15, 'Revenue from contracts with customers' deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18 'Revenue' and IAS 11 'Construction contracts' and related interpretations. The standard is effective for annual periods beginning on or after 1 January 2017 and earlier application is permitted. The Company is assessing the impact of IFRS 15.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

3.2 Segment reporting

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

Notes to the financial statements (continued)

3.3 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The functional currency and presentation currency of Beta Glass PLC is the Nigerian naira (N).

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at exchange rates of monetary assets and liabilities denominated in currencies other than the company's functional currency are recognized in the foreign exchange gain in profit or loss.

3.4 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost can be measured reliably. All other repairs and maintenance costs including costs of fixed assets below N50,000 are charged to profit or loss during the financial period in which they are incurred.

Land and assets under construction are not depreciated. Depreciation on other assets is calculated using the straight line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

Buildings 3%

Plant and machinery:
- Furnaces 14%
- Factory equipment and tools 10%
- Quarry equipment and machinery 20%
- Glass moulds 50%
- Other plant and machinery 10%

Computer equipment 25%

Motor vehicles 20%

Furniture, Fittings and equipment:
- Office and house equipment 15%
- Household furniture and fittings 20%

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

In the case where an asset's carrying amount is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference (impairment loss) is recorded as expense in profit or loss.

Gains and losses on disposal of property, plant and equipment are determined by the difference between the sales proceeds and the carrying amount of the asset. These gains and losses are included in profit or loss.

Interest costs on borrowings specifically used to finance the acquisition of property, plant and equipment are capitalized during the period of time required to prepare and complete the asset for its intended use. Other borrowing costs are recorded in the profit or loss as expenses. There have been no qualifying assets in the current period.

3.5 Intangible assets

Computer software

Capitalized software licenses are acquired and carried at acquisition cost less accumulated amortization, less any accumulated impairment. They are amortized using the straight-line method over five (5) years. Computer software maintenance costs are recognized as expenses in the profit or loss as incurred.

Costs associated with maintaining computer software programmes are recognised as an expense as incurred.

3.6 Impairment of non-financial assets

Assets that have an indefinite useful life not subject to amortisation are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

3.7 Financial assets

Financial assets and liabilities are recognized when the company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when the obligation specified in the contract is discharged, cancelled or expires.

Notes to the financial statements (continued)

3.7.1 Classification

Management determines the classification of its financial instruments at initial recognition.

The Company classifies its financial assets in the following categories: fair value through profit or loss, loans and receivables, and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition and re-evaluates this designation at every reporting date.

The Company did not own any financial assets that can be classified as fair value through profit and loss or available-for-sale financial assets during the periods presented in these financial statements.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the reporting date, which are classified as non-current assets. Loans and receivables comprise trade and other receivables and cash and cash equivalents in the statement of financial position.

3.7.2 Recognition and measurement

Loans and receivables are initially recognised at fair value and subsequently they are carried at amortised cost using the effective interest method.

3.7.3 Impairment of financial assets

The Company assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of an event that occurred after the initial recognition of the asset and that loss event has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtor is experiencing financial difficulty, default in interest or principal payments, or the probability that they will enter bankruptcy and where there is an indication of a decrease in the estimated future cash flows.

For loans and receivables, the amount of the loss is measured as the difference between the carrying amount and the present value of the estimated future cash flows. The carrying amount is reduced and the loss is recognised in profit or loss.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in profit or loss.

3.8 Financial liabilities

Financial liabilities at amortized cost include trade and other payables, bank overdraft and long-term loan.

Recognition and measurement

Trade payables are initially recognized at the amount required to be paid, less, when material, a discount to reduce the payables to fair value. Subsequently, trade payables are measured at amortized cost using the effective interest method.

Bank debt and long-term debt are recognized initially at fair value, net of any transaction costs incurred, and subsequently at amortized cost using the effective interest method. These are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities.

3.9 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

3.10 Inventories

Inventories are recorded at the lower of cost and net realisable value. Net realizable value is the estimated selling price in the ordinary course of business, less any applicable selling expenses.

The cost of finished goods and work in progress is determined using the first-in, first-out (FIFO) method and comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity), incurred in bringing inventory to its present location and condition.

The cost of engineering spares and raw materials is determined using the weighted average method.

Allowance is made for excessive, obsolete and slow moving items. Write-downs to net realizable value and inventory losses are expensed in the period in which the write-downs or losses occur.

Notes to the financial statements (continued)

3.11 Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method less provision for impairment. A provision for impairment for trade receivables is established when there is objective evidence that the Company will not be able to collect all the amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that the trade receivable is impaired.

The amount of the provision is the difference between the assets' carrying amount and the recoverable amount. The recoverable amount, if the receivable is more than one year is equal to the present value of expected cash flows, discounted at the market rate of interest applicable to similar borrowers. The amount of the provision is recognized as an expense in profit or loss.

Subsequent recoveries of amounts previously written off are credited against administrative expenses in profit or loss.

3.12 Cash, cash equivalents and bank overdrafts

Cash and cash equivalent include cash at hand and deposits held at call with banks. Bank overdrafts are included within borrowings in current liabilities on the statement of financial position.

3.13 (a) Borrowings

Borrowings are recognized initially at fair value, as the proceeds received, net of any transaction cost incurred. Borrowings are subsequently recorded at amortized cost. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted in profit or loss using the effective interest method and are added to the carrying amount of the instrument to the extent they are not settled in the period in which they arise.

(b) Borrowing cost

General and specific borrowing costs directly attributable to the acquisition, construction, or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale are added to the cost of those assets, until such a time as the assets are substantially ready for their intended use or sale.

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

No borrowing costs were capitalised in 2014 (2013: Nil) as there were no qualifying assets.

3.14 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is within one year or less. Otherwise, they are classified as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

3.15 Current and deferred income tax

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

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

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

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

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

Deferred tax assets and liabilities are presented as non-current in the statement of financial position.

Notes to the financial statements (continued)

3.16 Employee benefit obligation

The company operates both the defined benefit (gratuity) and defined contribution pension plans for its employees.

A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. The company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of Federal Government of Nigeria bonds.

The current service cost of the defined benefit gratuity plan is recognised in the income statement in employee benefit expense, except where included in the cost of an asset, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes curtailments and settlements.

Past-service costs are recognised immediately in income.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

For defined contribution plans, the company pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The company has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

3.17 Export expansion grant

Export expansion grants (EEG) from the government are recognized at fair value when there is a reasonable assurance that the grant will be received and the Company has complied with all attached conditions.

The following conditions must be met by the Company in order to receive the EEG:

- The Company must be registered with the Nigerian Export promotion Council (NEPC)
- The Company must have a minimum annual export turnover of N5 million and evidence of repatriation of proceeds of exports.
- The Company shall submit its baseline data which includes audited Financial Statement and information on operational capacity to NEPC. "
- An eligible company shall be a manufacturer, producer or merchant of products of Nigerian origin for the export market (i.e. the products must be made in Nigeria)."
- Qualifying export transaction must have the proceeds fully repatriated within 180 days, calculated from the date of export and as approved by the EEG Implementation Committee.

3.18 Revenue recognition

Revenue comprises the fair value for the sale of goods and services net of value-added tax, rebates and discounts.

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods supplied stated net of discounts, returns and value added taxes.

Sales of goods

Sale of glass bottles arises from both domestic and foreign sales to third parties. Revenue from the sale of goods is recognized when the significant risks and rewards of owning the goods are transferred to the buyer. Where goods are picked up by customers, risk is transferred immediately. Where goods are delivered, Beta Glass bears the risk in transit and the risk transfers when the goods are delivered. For export sales, risk and rewards transfer when goods are loaded.

3.19 Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

3.20 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the period in which the dividends are approved by the Company's shareholders.

Notes to the financial statements (continued)

4 Financial risk management

4.1 Financial risk factors

The Company's business activities expose it to a variety of financial risks: market risk (including foreign exchange, interest rate, and price), credit risk and liquidity risk. The objective of the Company's risk management programme is to minimise potential adverse impacts on the Company's financial performance.

Risk management is carried out in line with policies approved by the board of directors. The board provides written principles for overall risk management, as well as set the overall risk appetite for the Company. Specific risk management approaches are defined for respective risks such as foreign exchange risk, interest rate risk, credit risk, and investment of excess liquidity. The Company's overall risk management program seeks to minimize potential adverse effects on the Company's financial performance.

Risk management is the responsibility of the Treasury manager, which aims to effectively manage the financial risk of Beta Glass PLC, according to the policies approved by the Board of Directors. The treasury manager identifies and monitors financial risk. The Board provides principles for overall risk management, as well as policies covering specific areas such as foreign exchange, interest rates and credit risks, use of financial instruments and investment of excess liquidity.

The Company's financial instruments consist of trade and other receivables and trade and other payables, bank overdraft, cash and cash equivalents and loans.

(a) Market risk

(i) Foreign exchange risk

The Company is exposed to foreign exchange risks from some of its commercial transactions and recognised assets. The Company buys and imports some of the raw materials used for production, the payments for which are made in US Dollars. Receipts for sales of finished goods in Nigeria are in Naira whilst receipts for sales of finished goods to countries such as Angola, Benin, Burkina Faso, Cameroon, Gabon, Ghana, Mauritius, Sierra Leone and Togo are in US dollars. The Company makes payments and collects receipts primarily in Nigerian Naira. Periodically however, receipts and payments are made in other currencies, mostly in the US dollar.

Management's approach to managing foreign exchange risk is to hold foreign currency bank accounts which act as a natural hedge for these transactions.

(ii) Price risk

The Company is not exposed to price risk as it does not hold any equity instruments.

(iii) Interest rate risk

The Company's interest rate risk arises from long-term borrowings. Borrowings are issued at floating rates exposing the Company to cash flow interest rate risk which is partially offset by cash held at variable rates. The Company's policy on managing interest rate risk is to negotiate favourable terms with the banks to reduce the impact of exposure to this risk and to obtain competitive rates for loans and for deposits. Beta Glass PLC took out a long term loan of $12.25million in the last quarter of 2012, which was fully repaid in March 2014. The loan is denominated in US dollars.

(b) Credit risk

Credit risk is the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk from cash and cash equivalents as well as credit exposures to customers, including outstanding receivables and committed transactions.

The Company uses policies to ensure that sales of products are to customers with appropriate credit history. The granting of credit is controlled by credit limits and the application of certain terms of sale. The continuous credit worthiness of the existing customers is monitored periodically based on history of performance of the obligations and settlement of their debt. Appropriate provision for impairment losses is made for specific credit risks. At the year end, Beta Glass PLC considered that there were no material credit risks that had not been covered by doubtful debt provisions.

No credit limits were exceeded during the reporting period and management does not expect any losses from non-performance by these counterparties. None of the counterparties renegotiated their terms in the reporting period.

The maximum exposure to credit risk for trade receivables approximates the amount recognized on the statement of financial position. The Company does not hold any collateral as security.

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

31 December 2014

Financial assets:	**Neither past due nor impaired** N'000	**Up to 90 days** N'000	**91 - 150 days** N'000	**Over 150 days** N'000
Cash and cash equivalents (Note 19)	3,020,145	-	-	-
Trade receivables (Note 18)	-	1,926,424	61,777	177,893
Receivables from related parties (Note 18)	7,648,524	-	-	-
Staff advances (Note 18)	88,487	-	-	-
	10,757,156	**1,926,424**	**61,777**	**177,893**

Notes to the financial statements (continued)

4.1 Financial risk factors (continued)

(b) Credit risk

31 December 2013

Financial assets:	**Neither past due nor impaired** N'000	**Up to 90 days** N'000	**91 - 150 days** N'000	**Over 150 days** N'000
Cash and cash equivalents (Note 19)	2,057,358	-	-	-
Trade receivables (Note 18)	-	2,074,480	300,234	55,450
Receivables from related parties (Note 18)	7,561,190	-	-	-
Staff advances (Note 18)	98,635	-	-	-
	9,717,183	**2,074,480**	**300,234**	**55,450**

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

Credit rating	**2014** N'000	**2013** N'000
B+	1,321	900
AAA	2,260,262	1,539,717
Aa+	758,562	516,741
	3,020,145	**2,057,358**

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Liquidity risk is managed by maintaining sufficient cash reserves to operational needs at all times so that the Company does not breach borrowing limits on any of its borrowing facilities. The Company manages liquidity risk by effective working capital and cash flow management.

Beta Glass PLC invests its surplus cash in interest bearing current accounts. At the reporting date the Company had N3.02 billion in current accounts.
The table below analyses the Company's financial liabilities into relevant maturity based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

At 31 December 2014	**Less than 1 year** N'000	**Between 1 and 2 years** N'000	**Between 2 and 5 years** N'000	**Total** N'000
Financial liabilities:				
Trade and other payables (Note 23)	6,315,973	-	-	6,315,973
Employee Benefit Obligation (Note 21)	-	-	2,165,977	2,165,977
	6,315,973	**-**	**2,165,977**	**8,481,950**

At 31 December 2013	**Less than 1 year** N'000	**Between 1 and 2 years** N'000	**Between 2 and 5 years** N'000	**Total** N'000
Financial liabilities:				
Trade and other payables (Note 23)	7,706,805	-	-	7,706,805
Borrowings (principal and interest) (Note 20)	960,706	-	-	960,706
Bank loan (medium term) (Note 20)	-	703,606	-	703,606
Employee benefit obligation (Note 21)	-	-	1,940,318	1,940,318
	8,667,511	**703,606**	**1,940,318**	**11,311,435**

The long term borrowing is a three year loan which includes a 15 month moratorium on principal only. Interest is paid quarterly at LIBOR +6%.

Notes to the financial statements (continued)

4.2 Capital risk management

The objective in managing capital is to safeguard the Company's ability to continue as a going concern in order to maximise returns for shareholders and benefits for other stakeholders as well as maintaining the optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, capital returned to shareholders, new shares issued, or debt raised.

Consistent with others in the industry, the Company monitors capital on a monthly basis using the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the statement of financial position) less cash and cash equivalents. Total capital is calculated as the sum of all equity components on the statement of financial position.

The gearing ratios at 31 Dec 2014 and 2013 are as follows:

	2014 N'000	2013 N'000
Total debt	-	1,664,312
Total equity	15,952,981	13,753,157
Gearing ratio	**0%**	**12%**

4.3 Financial instruments which are carried at other than fair value

The carrying value of all financial assets and financial liabilities is a reasonable approximation of fair value. No further disclosure is required.

5 Critical accounting estimates and judgements

Critical accounting policies and key sources of estimation uncertainty

The preparation of financial statements requires directors to use judgment in applying its accounting policies and estimates and assumptions about the future. Estimates and other judgments are continuously evaluated and are based on directors experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. Significant accounting judgments and estimates made in the preparation of the financial statements is shown below.

Plant and machinery

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

6 Segment information

IFRS 8 'Operating segments requires operating segments to be determined based on the Company's internal reporting to the Chief Operating Decision Maker ("CODM"). The CODM has been determined to be the Board of Directors which includes executive directors and other key management. It is the Board of Directors that has responsibility for planning and controlling the activities of the Company.

The company's reportable segment has been identified on a product basis as glass bottles. Beta Glass PLC is a one segment business.

Customer sales greater than 10% of sales of Beta Glass PLC:

	2014 N'000	%		2013 N'000	%
Customer 1	6,180,317	37	Customer 1	1,404,468	10
Customer 2	3,360,526	20	Customer 2	3,519,142	25
Customer 3	2,873,748	17	Customer 3	2,986,650	21

Revenue is generated from local and international sales. An analysis based on customer location is set out below:

	2014 N'000	2013 N'000
Local sales	14,976,357	12,470,606
Export sales	1,656,522	1,625,517
Total revenue	**16,632,879**	**14,096,123**

The Board of Directors assesses the performance of the operating segment based on profit from operations.

	2014 N'000	2013 N'000
Operating profit	**2,938,335**	**1,804,856**

Notes to the financial statements (continued)

7 Revenue

	31 December 2014 N'000	31 December 2013 N'000
Sales of glassware and bottles in Nigeria	14,976,357	12,556,927
Export sales	1,656,522	1,625,516
Sales discounts and rebates	-	(86,320)
	16,632,879	**14,096,123**

Included in sales of glassware and bottles are sales to related parties of N3.36bn (2013: N3.52bn). See note 31 for further details.

8 Expenses by nature

	31 December 2014 N'000	31 December 2013 N'000
Cost of sales		
Purchases	(4,527,094)	(3,810,009)
Depreciation and amortisation charges (Note 15 & 16)	(1,923,063)	(1,883,209)
Technical assistance fees (Note 31)	(524,014)	(446,318)
Factory salaries and wages (Note 14)	(1,384,904)	(1,443,489)
Fuel, gas and electricity	(2,581,439)	(2,233,291)
Other factory overheads	(1,243,713)	(1,053,892)
	(12,184,227)	**(10,870,208)**
Administrative expenses		
Depreciation and amortisation charges (Note 15 & 16)	(85,257)	(76,415)
Auditors remuneration	(20,527)	(19,184)
Legal & professional fees	(98,295)	(90,903)
Advertising costs/sales promotion	(17,712)	(18,245)
Salaries and wages (Note 14)	(470,277)	(333,161)
Pension costs - defined contribution plans (Note 14)	(25,002)	(45,834)
Interest on employee benefit obligation (Note 14)	(165,674)	(151,074)
Current service cost of employee benefit obligation (Note 14)	(196,242)	(234,004)
Directors' remuneration (Note 14)	(8,442)	(7,559)
Head office administrative charge (Note 31)	(488,637)	(400,365)
Travel and transportation	(57,593)	(56,689)
Donations	-	(270)
Other administrative (expenses)	(43,752)	(19,560)
	(1,677,410)	**(1,453,263)**
Distribution costs		
Selling and distribution expense	(67,013)	(54,360)
	(67,013)	**(54,360)**
Total cost of cost of sales, administrative expenses and distribution costs	**(13,928,650)**	**(12,377,831)**

9 Other income

	31 December 2014 N'000	31 December 2013 N'000
Loss on disposal of property plant and equipment	(13,016)	(353)
Surplus on transport charges recovered from customers, insurance claims and others	295,335	30,517
Proceed from sale of scraps	3,524	12,467
	285,843	**42,631**

Notes to the financial statements (continued)

10 Foreign exchange gain

	31 December 2014 N'000	31 December 2013 N'000
Foreign exchange gain / (loss)	(51,737)	43,933
	(51,737)	**43,933**

11 Finance income and expenses

	31 December 2014 N'000	31 December 2013 N'000
Finance income		
Interest income	473,557	428,771
Finance cost		
Interest expense on loans	(71,232)	(181,434)
Net finance income/(cost)	**402,325**	**247,337**

12 Income tax expense

	31 December 2014 N'000	31 December 2013 N'000
Income tax	1,053,514	617,723
Education tax	105,770	79,331
Prior year underprovision	-	107,713
	1,159,284	804,767
Deferred tax credit (Note 22)	(208,847)	(226,148)
Tax expense	**950,437**	**578,619**

The current tax charge has been computed at the applicable rate of 30% (31 December 2013: 30%) plus education levy of 2% (31 December 2013:2%) on the profit for the year after adjusting for certain items of expenditure and income which are not deductible or chargeable for tax purposes. Non-deductable expenses include items such as donations and certain provisions which are not allowed as a deduction by the tax authorities. Tax exempt income include income such as export profits and gain on disposal of assets which are not taxable.

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

12.1 Effective tax reconciliation

	31 December 2014 N'000	31 December 2013 N'000
Profit before tax	3,340,660	2,052,193
Tax at the Nigeria Corporation Tax rate of 30% (2013:30%)	1,002,198	615,658
Tax effects of:		
Non chargeable income	(103,102)	(71,112)
Non deductible expenses	8,090	9,196
Effect of education tax	105,770	79,331
Effect of tax incentive	(62,519)	(54,454)
Tax charge for the year	**950,437**	**578,619**

Notes to the financial statements (continued)

13 Earnings per share

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

	31 December 2014 N'000	31 December 2013 N'000
Profit attributable to shareholders of the Company	2,390,223	1,473,574
Weighted average number of ordinary shares in issue	499,972	499,972
Basic Earnings per share (Naira)	4.78	2.95

Diluted EPS is the same as the Basic earning per share as there are no potential securities convertible to ordinary shares.

14 Particulars of directors and staff

a The average number of persons, excluding directors, employed by the company during the year was as follows:

	31 December 2014 Number	31 December 2013 Number
Management	295	279
Factory	348	353
Sales and Administration	10	10
	653	**642**

b The number of the employees in Nigeria with gross emoluments excluding retirement benefits within the bands stated below were:

	31 December 2014 Number	31 December 2013 Number
N200,001 - N400,000	-	-
N400,001 - N600,000	-	-
N600,001 - N800,000	29	88
N800,001 - N1,000,000	112	74
N1,000,001 - N1,200,000	51	42
N1,200,001 - N1,400,000	61	75
N1,400,001 - N1,600,000	75	89
N1,600,001 - N1,800,000	78	74
N1,800,001 - N2,000,000	53	55
N2,000,001 - N2,500,000	91	60
N2,500,001 - N3,000,000	35	31
Over N3,000,000	68	54
	653	**642**

c Staff costs for the above persons (excluding executive Directors):

	31 December 2014 N'000	31 December 2013 N'000
Wages and salaries	1,855,181	1,776,651
Pension costs - defined contribution plans	25,002	45,834
Interest on employee benefit obligation (Note 21)	165,674	151,074
Current service cost of employee benefit obligation (Note 21)	196,242	234,004
	2,242,099	**2,207,563**

Notes to the financial statements (continued)

14 Particulars of directors and staff (continued)

d Directors' emoluments

The remuneration paid to the Directors of the Company was:

	31 December 2014 N'000	31 December 2013 N'000
Fees for service as directors	8,442	7,559
Other emolument as management	-	-
	8,442	**7,559**

Fees for services as directors include fees, sitting allowance and travel expenses. The Managing Director is the only member of management team on the board and he earns no salary from the company. His salary is paid by Frigoglass Industries Nigeria Limited- Beta Glass PLC's parent company

	31 December 2014 N'000	31 December 2013 N'000
Amount paid to the chairman	2,564	1,861
Amount paid to the highest paid director	2,564	2,161

This includes fees, sitting allowance and travel expenses

The number of directors of the company (including the highest paid Director) whose remuneration, excluding pension contributions in respect of services to the company fell within the following ranges:

	31 December 2014 Number	31 December 2013 Number
N150,000 - N500,000	-	3
N500,001 - N5,000,000	6	3
	6	**6**
Directors with no emoluments	**3**	**3**

Directors with no emoluments waived their right to receive remuneration from the company

Notes to the financial statements (continued)

15 Property, plant and equipment

	Land	Building	Plant and Machinery	Furniture fittings and equipment	Motor Vehicles	Furnaces	Assets under Construction	Total
	N'000	N'000	N' 000	N' 000	N' 000	N' 000	N' 000	N' 000
Cost:								
At 1 January 2014	168,540	1,647,174	16,398,298	337,680	376,031	4,254,193	952,141	24,134,057
Additions	-	21,443	995,820	18,060	113,774	15,129	769,620	1,933,846
Disposals	-	-	(507,395)	-	(6,847)	-	-	(514,242)
Reclassifications	-	5,093	(15,297)	-	10,204	-	-	-
At 31 December 2014	**168,540**	**1,673,710**	**16,871,426**	**355,740**	**493,162**	**4,269,322**	**1,721,761**	**25,553,661**
Depreciation:								
At 1 January 2014	-	405,146	10,408,223	287,171	289,539	3,077,482	-	14,467,561
Charge for the year	-	49,441	1,438,069	24,212	56,569	435,553	-	2,003,844
On disposals	-	-	(490,855)	-	(6,847)	-	-	(497,702)
At 31 December 2014	**-**	**454,587**	**11,355,437**	**311,383**	**339,261**	**3,513,035**	**-**	**15,973,703**
Net book value:								
At 31 December 2014	**168,540**	**1,219,123**	**5,515,989**	**44,357**	**153,901**	**756,287**	**1,721,761**	**9,579,958**
At 31 December 2013	**168,540**	**1,242,028**	**5,990,075**	**50,509**	**86,492**	**1,176,711**	**952,141**	**9,666,496**

Assets under construction represents value of plant and machinery in progress. On completion, the assets will be capitalized and subsequently depreciated.

Depreciation expenses of N1.923 billion (2013: N1.883 billion) has been charged to Cost of sales and N80.8 million (2013: N72.2 million) was charged to Administrative expenses

Notes to the financial statements (continued)

16 Intangible Assets

	Computer Software N'000
Cost	
As at 1 January 2014	37,082
Additions	-
As at 31 December 2014	**37,082**
Accumulated amortisation and impairment:	
At 1 January 2014	(9,836)
Additions	(4,476)
As at 31 December 2014	(14,312)
Net book value	
As at 31 December 2014	22,770
As at 31 December 2013	27,246

The remaining amortization period of the intangible asset is between 3 and 4 years.
Amortization charge of N4.5 million (2013: N4.3 million) has been charged to Administrative expenses.

17 Inventories

	31 December 2014 N'000	31 December 2013 N'000
Raw materials - cost	540,210	850,226
Work in progress - cost	13,744	4,590
Finished goods - cost	436,350	965,557
Spare parts and consumables - cost	1,209,719	1,126,809
	2,200,023	2,947,182
Goods in transit - cost	95,899	353,850
	2,295,922	**3,301,032**

Analysis of value of inventories charged to income statement is as follows:

	31 December 2014 N'000	31 December 2013 N'000
Cost of inventories included in cost of sales	**4,264,090**	**4,429,821**

18 Trade and other receivables

	31 December 2014 N'000	31 December 2013 N'000
Trade receivables	2,166,094	2,430,164
Unutilised Negotiable Duty Credit Certificates	1,067,598	1,067,598
EEG receivable	966,811	719,287
Prepayments	68,689	140,710
Other receivables	3,389	96,765
Staff advances	88,487	98,635
Receivables from related parties (Note 31)	7,648,524	7,561,190
Total	**12,009,592**	**12,114,349**

There is no impairment charge against trade receivables in 2014 (2013: Nil). All trade receivables are current.

Notes to the financial statements (continued)

19 Cash and cash equivalents

	31 December 2014 N'000	31 December 2013 N'000
Cash in hand	600	600
Cash at bank	3,019,545	2,056,758
Cash and cash equivalents	**3,020,145**	**2,057,358**

For the purpose of the cash flow statement, cash and cash equivalents comprise of: cash in hand, cash at bank, and bank overdraft.

Cash and cash equivalents	3,020,145	2,057,358
	3,020,145	**2,057,358**

20 Borrowings

	31 December 2014 N'000	31 December 2013 N'000
Short term loan		
Bank overdraft	-	-
Term loan	-	960,706
	-	**960,706**
Long term loan		
Term loan	**-**	**703,606**

The company obtained a long term loan of $12.25million in the last quarter of 2012. The long term borrowing is a three year loan denominated in USD, which includes a 15 month moratorium on principal only. Interest and principal repayments are made quarterly at LIBOR +6%. The loan was paid off during the year ended 31 December 2014 and the amortised cost of the loan in naira as at 31 December 2013 is N1.66bn.

21 Employee benefit obligation

The table below outlines where the company's post-employment amounts and activity are included in the financial statements:

	31 December 2014 N'000	31 December 2013 N'000
Balance sheet obligations for:		
Post-employment benefit	2,165,977	1,940,318
Liability in the balance sheet	2,165,977	1,940,318
Income statement charge included in employee benefits expense for:		
Post-employment benefit	361,916	385,078
	361,916	385,078
Remeasurements for:		
Post-employment benefit	5,893	8,900
	5,893	8,900

The provision for gratuity was based on independent actuarial valuation performed by independent actuaries using the projected unit credit method. The company does not maintain any assets for the gratuity plan but ensures that it has sufficient funds for the obligations as they crystallize.

Notes to the financial statements (continued)

21 Employee Benefit Obligation (continued)

The amounts recognised in the statement of financial position are determined as follows:

	31 December 2014 N'000	31 December 2013 N'000
Present value of obligations (unfunded)	2,165,977	1,940,318

The movement in the defined benefit obligation over the year is as follows:

	31 December 2014 N'000	31 December 2013 N'000
Balance at the beginning of the year	1,940,318	1,764,056
Charge during the year:		
Current service cost	196,242	234,004
Interest expense	165,674	151,074
	361,916	385,078
Total	2,302,234	2,149,134
Remeasurements:		
Actuarial gains - change in financial assumption	(155,483)	(16,650)
Actuarial losses - experience adjustment	161,376	25,550
	5,893	8,900
Payments from plans:		
Benefits paid by the employer	(142,150)	(217,716)
Balance at the end of the year	2,165,977	1,940,318

The significant actuarial assumptions were as follows:

	31 December 2014	31 December 2013
Discount rate (p.a.)	14%	13.5%
Future average pay increase (p.a.)	12%	12%
Average rate of inflation (p.a.)	9%	9%

The next valuation date is due as at 31 December 2015

The sensitivity analysis on the accrued liability as at 31 December 2014 is as follows:

		Accrued liability N'000
Discount rate	+1%	2,153,763
Discount rate	-1%	2,180,836
Salary increase	+1%	2,187,488
Salary decrease	-1%	2,147,146
Mortality experience	Age rated up by 1 year	2,166,618
Mortality experience	Age rated down by 1 year	2,167,173

Notes to the financial statements (continued)

22 Deferred tax liabilities

	31 December 2014 N'000	31 December 2013 N'000
The analysis of deferred tax liabilities is as follows:		
Deferred tax liability to be recovered after more than 12 months	1,135,472	1,346,087
Deferred tax liability to be recovered within 12 months	-	-
	1,135,472	1,346,087

The movement in deferred tax is as follows:

Deferred tax liability	31 December 2014 N'000	31 December 2013 N'000
At start of year	1,346,087	1,574,905
Changes during the year:		
- Credit on actuarial loss from other comprehensive income	(1,768)	(2,670)
- Credit to profit or loss (Note 12)	(208,847)	(226,148)
At end of year	**1,135,472**	**1,346,087**

	Property plant and equipment N'000	Provisions N'000	Total N'000
At 1 January 2014	1,889,377	(543,290)	1,346,087
Credit to income statement	(134,943)	(75,672)	(210,615)
At 31 December 2014	**1,754,434**	**(618,962)**	**1,135,472**

23 Trade and other payables

	31 December 2014 N'000	31 December 2013 N'000
Trade payables	1,974,446	2,448,810
Social security and transaction taxes	145,247	91,208
Accrued expenses and other payables	823,655	1,553,904
Amounts due to related parties (Note 31)	3,372,625	3,612,883
	6,315,973	**7,706,805**

All trade payables are due within twelve (12) months.

24 Tax payable

	31 December 2014 N'000	31 December 2013 N'000
The movement in tax payable is as follows:		
At 1 January	742,165	387,946
Provision for the year (Note 12)	1,159,284	804,767
Payment during the year	(557,102)	(450,548)
	1,344,347	**742,165**

Notes to the financial statements (continued)

25 Dividend payable

	31 December 2014 N'000	31 December 2013 N'000
At 1 January	13,637	13,637
Dividend declared during the year	189,989	169,990
Dividend paid during the year relating to prior year (Note 28)	(189,989)	(169,990)
At 31 December	**13,637**	**13,637**
Dividend per share (Naira)	**0.38**	**0.34**

26 Share capital

a Authorised:

	31 December 2014 N'000	31 December 2013 N'000
600,000,000 ordinary shares of 50kobo each	300,000	300,000
Allotted, called up and fully paid:		
499,972,000 ordinary shares of 50k each	**249,986**	**249,986**

	31 December 2014		31 December 2013	
	Number of shares	%	Number of shares	%
Frigoglass Industries Nigeria Limited	309,391,133	61.88	309,391,133	61.88
Frigoinvest Holdings B.V	40,833,131	8.17	40,833,131	8.17
Delta State Ministry of Finance Incorporated	28,008,549	5.60	28,008,549	5.60
Others	121,739,187	24.35	121,739,187	24.35
	499,972,000	100.00	499,972,000	100.00

b Share premium:

	31 December 2014 N'000	31 December 2013 N'000
Share premium	312,847	312,847

27 Other reserves

	N'000
At 31 December 2013	2,429,942
At 31 December 2014	2,429,942

Other reserves represents furnace rebuilt reserve set aside from retained earnings in previous years and the amount is not available for distribution to the equity holders of the company.

Notes to the financial statements (continued)

28 Retained earnings

	31 December 2014 N'000	31 December 2013 N'000
At start of year	10,760,382	9,463,028
Dividend paid during the year relating to prior year (note 25)	(189,989)	(169,990)
Profit for the year	2,386,098	1,467,344
Returned unclaimed dividend	3,716	-
At end of year	**12,960,206**	**10,760,382**

29 Cash generated from operating activities

	31 December 2014 N'000	31 December 2013 N'000
Profit before tax	3,340,660	2,052,193
Adjustment for:		
Depreciation of fixed assets (Note 15)	2,003,844	1,955,289
Amortisation of intangible assets (Note 16)	4,476	4,335
Loss on disposal of property, plant and equipment	13,016	353
Interest on employee benefit obligation (Note 21)	165,674	151,074
Current service cost of employee benefit obligation (Note 21)	196,242	234,004
Interest income (Note 11)	(473,557)	(428,771)
Interest expense (Note 11)	71,232	181,434
Changes in working capital:		
Decrease / (Increase) in trade and other receivables	104,757	(3,272,497)
Decrease / (Increase) in inventories	1,005,110	(651,884)
(Decrease) / Increase in trade and other payables	(1,390,832)	3,365,706
Net cash generated from operations	**5,040,621**	**3,591,236**

30 Export expansion grant

The export expansion grant (EEG) scheme is a government scheme for the stimulation and development of the non-oil export sector. EEG rates are applicable to exporters under three categories, one of these is Manufacturing: processed to finished products of Nigerian origin which Beta Glass PLC falls under.

To qualify under this scheme, the qualifying export transaction must have the proceeds fully repatriated within 180 days from the date of export and as approved by the EEG Implementation Committee.

The EEG is recognised as a credit to cost of sales and a receivable is booked when there is objective evidence that the export proceeds have been repatriated into Nigeria.

	31 December 2014 N'000	31 December 2013 N'000
EEG receivable and unutilised Negotiable Duty Credit Certificates balance as at 31 December	2,034,408	1,786,885

Notes to the financial statements (continued)

31 Related parties

The Company is a member of the Frigoglass group and is thus related to other subsidiaries of the Company through common shareholdings or common directorships. Transactions arising from dealings with related parties are as detailed below.

The Company is controlled by Frigoglass Industries Nigeria Limited which holds 61.9% (2013- 61.9%) of the company's issued ordinary shares. The remaining 38.1% of the shares are widely held. The ultimate holding company, Frigoglass S.A.I.C (incorporated in Greece).

The following companies are related parties of Beta Glass PLC:

Frigoglass S.A.I.C - Ultimate parent and ultimate controlling party
Frigoglass Industries (Nigeria) Limited - Parent company
Frigoinvest Holdings B.V - Intermediate parent company

Nigerian Bottling Company - Shareholder with power to participate in the operating and financial decisions of the parent company of Beta Glass PLC

a Remuneration of key management personnel

Key management personnel includes the Board of directors (executive and non executive) and members of the Executive Committee.
The compensation paid or payable to key management for employee services is shown below:

	31 December 2014 N'000	31 December 2013 N'000
Short term benefits (Note 14)	8,442	7,559
Amount paid to the highest paid director	2,564	2,161
Amount paid to Chairman	2,564	1,861

b The number of directors of the Company based on range emolument is as below:

	31 December 2014 Number	31 December 2013 Number
N150,000 - N500,000	-	3
N500,001 - N5,000,000	6	3
	6	6

c Transactions with related parties

The following transactions took place between the Company and its related parties during the year:

c(i) Sales of goods and services

	31 December 2014 N'000	31 December 2013 N'000
Sales of goods:		
Nigerian Bottling Company	3,360,526	3,519,142
	3,360,526	**3,519,142**

Goods are sold based on the price lists in force and credit period ranging from 30 to 60 days

Notes to the financial statements (continued)

c Transactions with related parties (continued)

c(ii) Purchases of goods and services

	2014 N'000	2013 N'000
Purchases of goods:		
Frigoglass Kato Achaia - common ultimate parent and unltimate controlling party	-	1,974
Purchase of services:		
Frigoglass Cyprus Ltd	524,014	446,318
Frigoglass Industries (Nigeria) Limited	332,658	282,390
Frigoglass Jebel Ali	155,979	117,975
	1,012,651	848,657

The transaction with Frigoglass Cyprus Ltd was for the supply of technical expertise to Beta Glass PLC.

d Due to related companies

This represents the balance due to related parties stated below as at year end:

	Description:	2014 N'000	2013 N'000
Kato Achaia (Plant & SO Hellas)	Purchases of goods	-	3,468
Frigoglass Industries (Nigeria) Limited	Payments made on behalf of Beta Glass PLC	100,754	2,452,959
Frigoglass Cyprus Ltd	Purchase of services	124,338	380,595
Frigoglass Industries (Nigeria) Limited	Intercompany loans	3,100,000	650,000
Nigerian Bottling Company PLC	Purchase of cullets	-	21,722
Frigoglass Jebel Ali (Plant & SO)	Purchase of services	47,532	104,139
		3,372,624	3,612,883

e Due from related companies

This represents the balance due to related parties stated below as at year end:

	Description:	2014 N'000	2013 N'000
Frigoglass Industries (Nigeria) Limited	Payments made by Beta Glass PLC on behalf of Frigoglass Industries (Nigeria) Limited	198,524	1,011,190
Frigoglass Industries (Nigeria) Limited	Intercompany loan	7,450,000	6,550,000
		7,648,524	7,561,190

The receivables from related parties arise mainly from sale transactions, intercompany loans and payments on behalf of other related companies, and they are due two months after the date of transactions. The receivables are unsecured in nature and bear no interest. There are no provisions held against receivables from related parties.

The payables to related parties arise mainly on purchases from related parties and intercompany loans. They are due 30 to 60 days after the date of purchase. The payables bear no interest.

Notes to the financial statements (continued)

32 Contingent liabilities

Legal proceedings

The company is presently involved in three (3) litigation suits as at 31 December 2014. The claims against the company from the suits amount to N2.45 billion (31 December 2013: N1.157 billion) as of reporting date. No provision has been made for these claims as based on legal advice, the directors believe that no significant loss will eventuate .

33 Capital commitments

The company had no capital commitments as at 31 December 2014 (31 December 2013: Nil).

34 Subsequent events

A dividend in respect of the year ended 31 Dec 2014 of 62 kobo per share, amounting to a total dividend of N309,982,640 was declared at the board meeting held on 26 March 2015 . These financial statements do not reflect this dividend payable.

There were no other post balance sheet events which could have had a material effect on the state of affairs of the company as at 31 December, 2014 and on the profit for the year ended on that date which have not been adequately provided for or recognised.

35 Compliance with regulatory bodies

There was no penalty for non-compliance matters with respect to regulatory bodies for the year ended 31 December 2014 (31 December 2013: Nil).

Statement of value added

	2014 N'000	%	2013 N'000	%
Revenue	16,632,879		14,096,123	
Finance income	473,557		428,771	
Other income	285,843		42,631	
	17,392,279		14,567,525	
Bought in materials and services				
- Imported	(3,359,369)		(2,819,662)	
- Local	(6,370,599)		(5,347,049)	
	7,662,311	**100.0**	**6,400,814**	**100.0**
Applied as follows:				
To pay employees:				
- Wages, salaries and other benefits	2,242,099	29.26	2,207,563	34.49
To pay providers of capital:				
- Net finance cost	71,232	0.93	181,434	2.83
To pay government:				
- Income tax expense	950,437	12.40	578,619	9.04
To provide for enhancement of assets and growth:				
- Depreciation of plant, property and equipment	2,003,844	26.15	1,955,289	30.55
- Amortisation of intangible assets	4,476	0.06	4,335	0.07
- Profit retained for the year	2,390,223	31.20	1,473,574	23.02
	7,662,311	**100.0**	**6,400,814**	**100.0**

Five year financial summary

	2014 N'000	2013 N'000	2012 N'000	2011 N'000	2010 N'000
Assets employed					
Non-current assets	9,602,728	9,693,742	9,891,975	9,113,908	8,688,689
Current assets	17,325,659	17,472,739	12,564,592	8,907,682	7,777,777
Non-current liabilities	(3,301,449)	(3,990,011)	(5,240,199)	(3,043,865)	(2,876,777)
Current liabilities	(7,673,957)	(9,423,313)	(4,760,565)	(3,650,513)	(3,516,478)
Net assets	**15,952,981**	**13,753,157**	**12,455,803**	**11,327,212**	**10,073,211**
Capital employed					
Ordinary share capital	249,986	249,986	249,986	249,986	249,986
Share Premium	312,847	312,847	312,847	312,847	312,847
Other reserves	2,429,942	2,429,942	2,429,942	2,429,942	2,429,942
Retained earnings	12,960,206	10,760,382	9,463,028	8,334,437	7,080,436
Total equity	**15,952,981**	**13,753,157**	**12,455,803**	**11,327,212**	**10,073,211**
Turnover	16,632,879	14,096,123	12,932,549	12,726,227	11,168,096
Profit before income tax	3,340,660	2,052,193	1,857,089	2,300,357	1,832,403
Income tax expense	(950,437)	(578,619)	(528,509)	(525,697)	(359,959)
Profit for the year	2,390,223	1,473,574	1,328,580	1,774,660	1,472,444
Other comprehensive income	(4,125)	(6,230)	-	(330,670)	-
Total comprehensive income	**2,386,098**	**1,467,344**	**1,328,580**	**1,443,990**	**1,472,444**
Per share data					
Earnings per share (Naira)	4.78	2.95	2.66	3.55	2.95
Net asset per share (Naira)	31.91	27.51	24.91	22.66	20.15

Earnings per share (EPS) is calculated by dividing the profit attributable to equity holders of the company by the weighted average number of ordinary shares outstanding at the end of the reporting period.

Net assets per share is calculated by dividing net assets of the company by the weighted average number of ordinary shares outstanding at the end of the reporting period.

Additional information

1. Major shareholders

	Number of Shares of 50 Kobo each	%
The following shareholders held more than 5% of the issued ordinary shares as at 31 December 2014:		
Frigoglass Industries (Nigeria) Limited	309,391,133	61.88
Frigoinvest Holdings B.V	40,833,131	8.17
Delta State Ministry of Finance Incorporated	28,008,549	5.60

2. Registered range analysis

Range	No. of Holders	Percent	Units	Percent
1 - 5,000	4,242	74.80	6,079,120	1.22
5,001 - 10,000	591	10.42	3,989,089	0.80
10,001 - 50,000	624	11.00	12,362,456	2.47
50,001 - 100,000	95	1.68	6,685,617	1.34
100,001 - 500,000	91	1.61	17,995,602	3.60
500,001 - 1,000,000	8	0.14	5,623,728	1.12
1,000,001 & Above	20	0.35	447,236,388	89.45
Grand Total	**5,671**	**100.00%**	**499,972,000**	**100.00**

3. Unclaimed dividends

Our records show that some dividend warrants have not been presented to the bank for payment.

Similarly, a number of share certificates posted to shareholders have also been returned to us by the post office.

Shareholders concerned are advised to contact the
Cardinalstone (Registrars) Limited 358 Herbert Macaulay Way, Yaba, Lagos.
Telephone nos.: (01) 4405107, 7924462
E-mail: registrars@cardinalstone.com

Share capital history

The issued and fully paid up share capital of the Company as at December 31, 2014 was N249, 986, 000
The share capital had been progressively increased over the years as follows:

Date	Authorised Share Capital Increased		Issued and Fully Paid Up Share Capital Increase		Consideration
	From N	To N	From N	To N	
Nov 20, 1974	3, 000, 000	3, 000, 000	Cash	-	
Dec 13, 1974	3, 000, 000	5, 000, 000	3, 000, 000	5, 000, 000	Cash
Nov 25, 1975	5, 000, 000	6, 000, 000	5, 000, 000	6, 000, 000	Cash
Jul 23, 1977	6, 000, 000	6, 625, 000	6, 000, 000	6, 625, 000	Cash
Oct 2, 1980	6, 625, 000	14, 625, 000	6, 625, 000	14, 625, 000	Cash
Apr 19, 1984	14, 625, 000	20, 625, 000	14, 625, 000	20, 625, 000	Cash
Feb 23, 1990	20, 625, 000	35, 625, 000	20, 625, 000	34, 972, 250	Cash
May 24, 1994	35, 625, 000	80, 625, 000	34, 972, 250	79, 972, 250	Cash (Right Issue 3:2)
Sep 29, 1994	80, 625, 000	155, 625, 000	79, 972, 250	104, 972, 250	Bonus Issue 1 : 3
Sep 2, 1996	155, 625, 000	155, 625, 000	104, 972, 250	100, 000, 000	Pref Share Redemption
March 2, 1998	155, 625, 000	155, 625, 000	100, 000, 000	125, 000, 000	Bonus Issue 1 : 4
Jul 20, 1999	155, 625, 000	250, 000, 000	125, 000, 000	206, 600, 000	Merger of Delta & Guinea Glass
Feb 15, 2001	250, 000, 000	250, 000, 000	206, 600, 000	227, 260, 000	Bonus Issue 1 : 10
Apr 24, 2008	250, 000, 000	300, 000, 000	227, 260, 000	249, 986, 000	Bonus Issue 1 : 10

Contact

Beta Glass PLC

Registered office:
Iddo House, Iddo, Lagos,
PO Box 159, Lagos

Phone: +234 1 7740844,
+234 1 2806700
Fax: +234 1 2806701

Works

Guinea Plant,
KM 32, Lagos Badagry Express Road,
Agbara Industrial Estate, Ogun State

Delta Plant,
KM 17, Warri-Patani Road, P.M.B 48,
Ughelli, Delta State

Proxy form

This Proxy form should not be completed and sent to the address overleaf if the member will be attending the meeting personally. Before forwarding the above form, please tear off the part below and retain it for admission to the meeting.

I/We*

(BLOCK CAPITALS)

being a member of **Beta Glass PLC** hereby appoint**

or failing him, **CHIEF JOSEPH BABATUNDE OKE, OON** or failing him, **MR GEORGE PAPACHRISTOU** as my/our proxy to act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on **Thursday, July 9, 2015** and any adjournment thereof.

Dated this ____________ day of ______________ **2015**

Shareholder's signature ____________________

Resolutions	For	Against
To re-elect Mr. Haralambos (Harry) G. David as a Director		
To re-elect Mr. Kolapo Lawson as a Director		
To declare a Dividend		
To authorize the Directors to fix the remuneration of the Auditors		
To re-elect Prof. Caleb Adeniyi Osuntogun as a member of the Audit Committee		
To re-elect Chief Simeon Akinyemi Odubuyi as a member of the Audit Committee		
To re-elect Mr. Peter Knight Okoh as a member of the Audit Committee		
To approve the remuneration of the Directors		
To amend the Articles of Association		
Please indicate with an "X" in the appropriate square how you want your vote to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.		

NOTE: A member (shareholder) who is unable to attend an Annual General Meeting is allowed by law to vote by proxy and this form has been prepared to enable you exercise your right to vote in case you cannot personally attend the meeting. Following the normal practice, the names of two Directors of the Company have been entered on the form to ensure that someone will be at the meeting to act as your proxy. If you wish, you may insert in the blank space on the form (marked**) the name of any person, whether a member (shareholder) of the Company or not who will attend the meeting and vote on your behalf instead of one of the Directors.

Admission Card

Beta Glass PLC (RC 13215)

This admission card must be produced by the Shareholder or his proxy in order to be allowed to attend the Annual General Meeting.

Please admit

(SHAREHOLDER'S FULL NAME)

To be completed by shareholder or his duly appointed proxy to the **Annual General Meeting of Beta Glass PLC** which will be held at **Mainland Hotel, Oyingbo, Ebute-Metta, Lago** on **Thursday, July 9, 2015** at **12.00 noon.**

Number of Shares held

(TO BE COMPLETED BY THE COMPANY'S OFFICIAL)

Y. Titi Talabi (Ms.), Deputy Company Secretary, Beta Glass PLC

Annual General Meeting

Beta Glass PLC (RC 13215)

Annual General Meeting of Beta Glass PLC to be held at Mainland Hotel, Ebute-Metta, Lagos on Thursday, July 9, 2015 at 12.00 noon.

Shareholder's full name

(TO BE COMPLETED BY THE COMPANY'S OFFICIAL)

Signature of person attending

(TO BE SIGNED IN THE PRESENCE OF THE COMPANY'S OFFICIALS AT THE ENTRANCE TO THE HALL)

Number of Shares held

(TO BE COMPLETED BY THE COMPANY'S OFFICIAL)

Please affix
postage stamp

CARDINALSTONE (REGISTRARS) LIMITED
358 HERBERT MACAULAY WAY
YABA, LAGOS

Electronic delivery mandate form

I, Chief/Mr/Mrs ______________________________

of ______________________________

☐ hereby agree to the electronic delivery of Annual reports and other statutory documents of Beta Glass PLC by choosing the option below:

The Company should forward the materials to the following e-mail address:

Email address ______________________________

Surname ______________________________ First name ______________________________

Signature ______________________________ Date ______________________________

Please fill and return the completed form to either:

The Managing Director
Cardinalstone (Registrars) Limited
358 Herbert Macaulay Way
Yaba
Lagos

OR

The Company Secretary
Beta Glass PLC
Iddo House
Iddo
Lagos

E-bonus and e-dividend mandate form

Cardinalstone (Registrars) Limited

Please fill and return the completed form to:
The Registrar, Cardinalstone (Registrars) Limited, 358 Herbert Macaulay Way, Yaba, Lagos

Date ______________________

☐ I/We hereby mandate you to include my/our shareholding in Beta Glass PLC among the e-bonus beneficiaries for future bonus issues.

My/our shareholding particulars are:

Surname ______________________ Other name(s) ______________________

Address ______________________

Signature ______________________

Telephone ______________________ Email ______________________

CSCS Clearing House No. ______________________

Account number ______________________

Stockbroking firm ______________________

Official stamp and Authorised Signature:

Note: please ensure that the names are identical with those on your share certificates.

☐ I/We will also like to recieve my/our future dividends directly into my/our bank account electronically through e-dividend.

My/our bank account details are as stated below:

Bank ______________________ Branch ______________________

Bank address ______________________

Account Number ______________________ Bank Sort Code ______________________

Official stamp and Authorised Signature:

Signature(s) of the Shareholder(s) ______________________

FRIGOGLASS

A Frigoglass Company