NIGERIAN AVIATION HANDLING COMPANY PLC FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER, 2010

Financial statements for the year ended 31st December, 2010

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Financial statements for the year ended 31st December, 2010

Financial highlights			
	2010 N '000	2009 Ŋ `000	Change %
			Increase/
			(Decrease)
Turnover	6,345,539		5
	=======		()
Profit before taxation	1,711,157	1,897,560	(10)
Taxation	(533,653)	(650,226)	(18)
Profit after taxation	1,177,504	1,247,334	(6)
	======	=======	
Net assets	4,992,994	4,676,818	7
Interim dividend paid	307,617	246,094	25
Proposed dividend	492,187	553,711	(11)
Profit retained for the year	377,700	447,529	(15)
Per 50 kobo Ordinary Share Data:			
Basic earnings	96 kobo	101 kobo	
Interim dividend paid	25 kobo	25 kobo	
Final dividend proposed	40 kobo	45 kobo	
Net assets	406 kobo	380 kobo	
Stock exchange quotation as at:			
31 st December	N 10.20	N 7.18	
Number of shareholders	80,404	83,199	
Number of staff	1,602	1,523	

Corporate Information

Directors

Chairman Sen. Ike O. S. Nwachukwu, GCMG, CFR, mni

Vice Chairman Mr. Suleiman Yahyah

Managing Director (Acting) Mr. Kayode T. Ojo

Executive Director (Business Development) Mr. Gordon Gofwan

Non-Executive Directors Mr. Mobolaji Balogun

Arc. Usman A. Bello

Mr. Denis Hasdenteufel (French)

Mr. Osita Onyenwe Mr. Ian Petrie (British)

Mr. Wolfgang Wallmeroth (German)

Company Secretary/General Counsel Mrs. Folashade Ode

Registered Office NAHCo House

Murtala Muhammed International Airport

Ikeja Lagos

Auditors Horwath Dafinone

Chartered Accountants

Bankers First Bank of Nigeria Plc

GT Bank Plc

Stanbic IBTC Bank Plc

Nigerian International Bank Ltd. (Citigroup)

Oceanic Bank Plc Skye Bank Plc UBA Plc Zenith Bank Plc

Intercontinental Bank Plc Standard Chartered Bank Ltd

Registrars City Securities (Registrars) Limited

Primrose Tower, 17A, Tinubu Street

P. O. Box 9117 Lagos, Nigeria

Report of the Directors

The Directors are pleased to present to the members of the Company their Report and Audited Financial Statements for the year ended 31st December, 2010.

Principal activities

The principal activity of the company is the provision of aircraft, passenger and cargo handling services and other related services.

Significant Event

May, 2010 Emergence of the new Chairman of the Board of Directors

Senator. Ike Nwachukwu.

July, 2010

Commencement of the Transformation Project.

October, 2010

- Foundation and Stone laying ceremony of the Cargo Warehouse was performed by the Chairman Senator. Ike Nwachukwu.
- Commissioning of brand new equipments by the First Lady of the Federal Republic of Nigeria, Dame Patience Goodluck Jonathan.

November, 2010

- NAHCO Aviance opens Uyo Station.
- Resignation of Mr. Bates Sule as MD/CEO of NAHCO Aviance.
- Appointment of the Acting MD/CEO Mr. Kayode T. Ojo.
- In line with the company's business diversification and expansion initiatives, two(2) companies were proposed for incorporation viz: Nahco Energy & Power Ltd, Nahco

2010

and

FTZ Ltd

Review of business

The review of the company's business and future prospects contained in the future prospects Chairman's statement are an integral part of the Directors Report and should be read in conjunction with Directors Report.

Results for the year

	₩,000
Profit for the year before taxation Taxation for the year	1,711,157 (533,653)
Profit for the year after taxation	1,177,504
Appropriated as follows: Interim dividend paid Dividend reserve Retained profit for the year	(307,617) (492,187) (377,700)

Assets Values

Information relating to fixed assets is contained in note 12 to the financial statements.

Report of the Directors (continued)

Directors

The directors who served on the Board during the year under review are:

Senator Ike Nwachukwu Chairman) Appointed Chairman 27th May, 2010.

Amb. (Dr.) Patrick Dele Cole (Chairman) resigned 27th May, 2010.

Mr. Suleiman Yahyah (Vice-Chairman)

Mr. Kayode T. Ojo - Appointed 15th February, 2010

Appointed 12th November, 2010 - Ag Managing Director / CEO

Mr. Bates Sule (Managing Director/CEO) – Resigned 12th November, 2010

Mr. Mobolaji Balogun

Arc. Usman Arabi Bello

Mr. Sylvanus P.Y, Gang - Deceased 11th April, 2010

Mr. Denis Hasdenteufel (French)

Mr. Osita Apollos Onyenwe

Mr. Ian Petrie (British)

Mr. Wolfgang Wallmeroth (German)

Mr. Gordon Gofwan was appointed as Executive Director, Business Development at the Board meeting of 19th January, 2011 and resumed on the 8th March, 2011.

Directors Retiring In accordance with Articles 85 of the company's Articles of Association, Mr. Gordon Gofwan having been appointed since last Annual General Meeting retires by rotation and being eligible offer himself for re-election.

Retiring by rotation

Senator Ike Nwachukwu retires and offers himself for re-election notwithstanding having attained the age of 70 years since the last Annual General Meeting.

In accordance with Articles 107 and 108 of the company's Articles of Association, Mr. Ian Petrie and Mr. Osita Onyenwe retire by rotation and being eligible offer themselves for re-election.

Directors'
Interest

The direct and indirect interests of the Directors in the issued share capital of the company as recorded in the register of Directors' shareholdings and/or notified by them for the purpose of Sections 275 and 276 of the Companies and Allied Matters Act, CAP C 20 LFN 2004 are as follows:

Directors' Shareholding:

	31st December,	31st December,	28 th February,
	2009	2010	2011
Senator Ike Nwachukwu	50,000	62,500	62,500
Suleiman Ismail Yahyah - Direct	1,567,238	1,959,047	1,959,047
- Indirect	96,697,750	117,172,812	117,172,812
Arc. Usman A. Bello	1,743,750	2,109,375	2,109,375
Osita Apollos Onyenwe	11,659,386	8,367,650	5,167,650
Mobolaji Balogun (Indirect)	247,500	309,375	309,375
Kayode Ojo	4,500	35,625	35,625
Others	Nil	Nil	Nil

Report of the Directors (continued)

Directors' interest (continued)

The following Directors have declared their interests in line with corporate governance best practices and pursuant to section 277 of the Companies and Allied Matters Act, CAP C20 LFN 2004.

- a) Rosehill Group Limited is a partner in NAHCo Energy and Power Limited, the new company proposed for incorporation. Alhaji Yahyah is also a Director of Rosehill Group Limited.
- b) Chapel Hill Advisory Partners Limited is the Lead Issuing House in respect of the Company's bond issuance programme and provided advisory services on the Company's expansion. Mr. Balogun is also a Director of Chapel Hill Advisory Partners Limited.
- c) Ericon Bello Consortium was appointed a consultant for the construction of the cargo warehouse complex project in Abuja. Arc. Bello is also a Director of Ericon Bello Consortium.

Related party transactions

The Company carries out business for Airlines, some of whom are founder shareholders of the Company. However, in line with Company policy, transactions are carried out at arms length basis.

Shareholding

The Registrars have advised that the called up and fully paid shares of the Company as at 31st December 2010 was beneficially held as follows:

Share Range Analysis:

			31 st De	31 st December, 2010		28 th Fel	bruary, 2011	
			No. Of			No. Of		
Range			holders	Units	%	holders	Units	%
1	•	10,000	71,094	132,058,028	10.73	70,889	131,659,791	10.70
10,001	-	100,000	8,295	233,490,824	18.98	8,282	234,066,878	19.02
100,001	-	1,000,000	929	223,502,678	18.16	955	229,303,438	18.64
1,000,001	-	10,000,000	78	198,978,320	16.18	80	192,999,743	15.69
10,000,001	-	100,000,000	6	197,155,722	16.02	6	197,155,722	16.02
100,000,001	-	1,230,468,750	2	245,283,178	19.93	2	245,283,178	19.93
Grand total			80,404	1,230,468,750	100	80,214	1,230,468,750	100

The following shareholders held more than 5% of the issued share capital:

	31st December,	28 th February,
	2010	2011
British Airways	10.7%	10.7%
Air France	5.8%	5.8%
Lufthansa Commercial Holding GmBH	6.0%	6.0%
Rosehill Group Ltd	9.5%	9.5%

Directors' responsibilities

The Companies and Allied Matters Act, CAP C 20 LFN 2004 requires the Directors to prepare the financial statements, in respect of each financial year, that give a true and fair view of the state of affairs of the company as at the end of the year and of the profit or loss , and cash flows generated by the company for the year ended on that date.

Report of the Directors (continued)

Directors' responsibilities (continued)

In preparing those financial statements the Directors are required to:

- Select suitable accounting policies and apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- Ensure that the applicable accounting standards have been followed, and in the case of any material departure, that these have been fully disclosed and explained in the financial statements.
- Prepare the financial statements on a going concern basis, unless it is deemed inappropriate to assume that the company will continue in business.

The Directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any point in time, the financial position of the company, and enable them to ensure that financial statements comply with the Companies and Allied Matters Act, CAP C20 LFN 2004. The Directors are also responsible for the safeguarding of the assets of the company, and for the taking of any reasonable steps for the prevention and detection of fraud and other irregularities.

Acquisition of own Share

The Company did not acquire any of its shares during the year.

Audit committee

Pursuant to Section 359(3) of the Companies and Allied Matters Act CAP C20 LFN 2004, the company has an audit committee comprising of Directors and Shareholders. The report of the audit committee is included in the financial statements and their function is laid out in Section 359(6) of the Companies and Allied Matters Act CAP C20 LFN 2004.

Corporate Governance

Nigerian Aviation Handling Company Plc is committed to observing high standards of corporate governance. The Board of Directors recognises the importance of best corporate governance principles, its valuable contribution to long term business prosperity and accountability to its shareholders.

GOVERNANCE STRUCTURE

THE BOARD

The Board comprises ten (10) Directors, made up of eight (8) non- Executives and two (2) Executives Directors. The Board is responsible to shareholders for creating and delivering sustainable value through its general supervision of the Company's business. The positions of the Chairman and the Chief Executive Officer are held by different persons, in order to avoid undue concentration of power. The Chairman is responsible for the leadership of the Board and creating the conditions for overall effectiveness of the individual Directors' and the Board in general. All the Directors bring various and varied competencies to bear on all Board decisions. Each individual Director has experience, knowledge, qualifications, expertise and integrity necessary to effectively discharge the duties of the Board of Directors. The Board meets regularly and is responsible for effective control and monitoring of the Company's strategy.

Report of the Directors (continued)

Corporate
Governance
(continued)

THE BOARD (continued)

The Board has established a number of committees to assist it in the discharge of its responsibilities. The Company has established the Board charter and the Board Committees Charter. The Board and the Committees Charter spells out the responsibilities, appointment, terms of references, composition, the review of the charter among other things.

During the year under review the Board met at various times to provide strategic directions, policy and leadership in attaining the objectives of the Company.

The Board monitors the activities of the Executive Management and the accomplishment of set objectives through reports at its meetings.

RELATIONSHIP WITH SHAREHOLDERS

As a deliberate policy nahco aviance maintains an effective and candid communication with its shareholders which enables them to understand the company's business, financial conditions and operating performance and trends. The Board places considerable importance on effective communication with its shareholders as it recognizes the importance of ensuring an appropriate balance in meeting their needs. The company strive at all times to build enduring relationships with the shareholders. The Board ensures that shareholders receive prior notice of meetings and that all other statutory notices and information are communicated regularly. Shareholders can freely communicate their thought and recommendations whenever they feel the need to do so by contacting the Company Secretary.

BOARD MEETINGS

The Board met seven (7) times during the 2010 financial year. The following is the list of the Directors and their attendance at the Board meetings:

Directors	Designation	Number of	Number of
		meetings during tenure	meetings attended
Amb. Patrick D. Cole	Chairman - Resigned 27/.5/10	3	3
Sen. Ike Nwachukwu	Chairman – Appointed 27/5/10	7	7
Alh. Suleiman Yahyah	Vice Chairman	7	7
Mr. Bates Sule	MD/CEO Resigned 12/11/10	6	6
Mr. Kayode T. Ojo	Ag MD/CEO Appointed 12/11/10	7	7
Dennis Hasdenteufel	Non Executive	7	7
Mr. Sylvester Gang	Non Executive - Deceased 11/04/10	1	1
Mr. Mobolaji Balogun	Non Executive	7	7
Mr. Osita Onyenwe	Non Executive	7	6
MR. Ian Petrie	Non Executive	7	7
Mr. Wolfgang Wallmeroth	Non Executive	7	6
Arc. Usman Bello	Non Executive	7	7

Report of the Directors (continued)

Corporate Governance (continued)

BOARD COMMITTEES (continued)

In performing its oversight functions of the Company's business the Board operates as a full Board or through the Board Committees whose compositions and functions are listed below:

- * Technical Committee.
- * Strategic Planning, Finance and General Purpose Committee.
- * Corporate Governance, Appointment and Establishment Committee.

All Board Committee make recommendations for approval by the full Board.

The Technical Committee

The Committee was chaired by a non executive director and made up of two (2) other non executive directors and two (2) executive directors.

The terms of reference include:

- 1. To review Management submission of capital projects that are engineering and technical in nature as approved in the budget.
- 2. To review Management proposal for the purchase of Ground Support Equipment (GSE) in line with the Company's strategic plans.
- 3. To review and make recommendations to the Board of Directors on capital purchases that are beyond the approval limit of the Management.
- 4. To review and make recommendations to the Board of Directors as to certain strategic decision regarding the disposal and or expansion of NAHCo's Ground Support Equipment fleet.

Strategic Planning, Finance and General Purpose Committee:

The Committee was chaired by a non-executive director and made up of four (4) other non-executive directors and two (2) executive directors.

The terms of reference include:

- 1. To recommend strategic initiatives to the Board.
- 2. To review the budget of the Company and the audited accounts and make recommendations to the Board.
- 3. To keep the Board advised of all financial implications on decisions made in relation to the Company's operations.
- 4. To carry out any other assignment in the financial sphere as may be required by the Board.

Corporate Governance, Appointment and Establishment Committee:

The Committee was chaired by a non-executive director and made up of three (3) other non-executive directors and two (2) executive directors.

The terms of reference include:

- 1. To recommend the appointment, remuneration and promotion of the Directors and Senior Management.
- 2. Sets the performance targets/criteria and evaluates the performance of the Company's Managing Director/CEO and makes recommendations to the Board on his performance.
- 3. To review from time to time succession planning proposals.

Report of the Directors (continued)

Committee

Technical

Members	Number of meetings during tenure	Number of meetings attended
Arc. Usman Bello	2	2
Mr. Sylvanus Gang	1	1
Mr. Wolfgang Wallmeroth	2	1
Mr. Bates Sule	2	2
Mr. Kayode T. Ojo	2	2

Strategic Planning, Finance and

General purpose

Members	Number of meetings during tenure	Number of meetings attended
Mr. Suleiman Yahyah	2	2
Mr. Mobolaji Balogun	2	2
Gen. Ike Nwachukwu	1	1
Mr. Osita Onyenwe	2	1
Mr. Ian Petrie	2	2
Mr. Bates Sule	2	2
Mr. Kayode T. Ojo	2	2

Corporate Governance,

Appointment and establishment

Members	Number of meetings during tenure	Number of meetings attended
Mr. Sylvanus P. Y. Gang	1	1
Mr. Osita Onyenwe	4	3
Mr. Mobolaji Balogun	4	3
Mr. Usman Bello	4	4
Mr. Bates Sule	4	4
Mr. Kayode T. Ojo	4	4

The number of Committees was enlarged at the Board meeting of 23rd July, 2010 to six (6) in order to strengthen the governance arrangement within the company and also to ensure that the Board committees remain fit for purpose. They are as follows:

- 1) Technical Committee
- 2) Governance and Standards
- 3) Establishment, Appointment and Remuneration
- 4) Finance and Strategic Planning
- 5) Innovation and Development
- 6) Risk and Compliance

Report of the Directors (continued)

Committee (continued)

Technical Committees

The Committee was chaired by a non-executive director and made up of two (2) other non-executive directors and two (2) executive directors.

The terms of reference include:

- a. To review Management submission of capital project that are engineering and technical in nature as approved by the Board.
- b. To review and make recommendation to the Board on capital project which are beyond the scope of approval limit of Management.
- c. To review Management proposal on the purchase of Ground Support Equipment (GSE) in line with the Company's strategic plan;

Governance and Standards Committee

The Committee was chaired by a non-executive director and made up of two (2) other non-executive directors and two (2) executive directors.

The terms of reference include:

- a. To establish and review on regular bases, the existence of an appropriate code of conduct which focuses on leadership policies and general behaviour within the Company.
- b. Oversees the Board's performance evaluation process.
- c. Access the effectiveness of the Board of Directors as a whole.
- d. Oversees the compliance of all the Company's committees with the Company's corporate Governance policies and standards.

Establishment and Appointment Committee

The Committee was chaired by a non-executive director and made up of two (2) other non-executive directors and two (2) executive directors.

The terms of reference include:

- a. To make recommendation on the composition of the Board,
- b. To conduct evaluation competency on the appointment of non executive directors and the senior management.
- c. Ensures the company's remuneration policies and practices support recruitment, dev elopement and retention of executive directors and senior management and recommend remuneration and promotion of executives and senior management.

Finance and Strategic Planning Committee

The Committee was chaired by a non-executive director and made up of three (3) other non-executive directors and two (2) executive directors.

The terms of reference include:

- a. Stay informed on a timely basis about the Company's financial status.
- b. As appropriate, review and recommend to the Board, key financial policy matters, oversee development of the budget, financial reporting, its policies and processes.
- c. To review and recommend to the Board the strategic planning process, long range objectives and strategic plan along with specific business and marketing plans of the company.

Innovation and Development Committee

The Committee was chaired by a non-executive director and made up of two (2) other non-executive directors and two (2) executive directors.

The terms of reference include:

- a. To support Management on the redefinition of market and support management in seeking new way of being innovative by updating traditional ways of doing business and adding new ones.
- b. Oversee the strategic direction of the company's innovation and product development programmes, to ensure alignment with the company's overall corporate strategy.

Report of the Directors (continued)

Committee (continued)

Risk and Compliance Committee

The Committee was chaired by a non-executive director and made up of two (2) other non-executive directors and two (2) executive directors.

The terms of reference include:

- a. Oversight function on all risk related issues.
- b. Determine the efficiency and effectiveness of administrative operating and accounting controls used by the company.
- c. Reviewing company's policies and practices as regards the business conduct, ethics and integrity. Encourage whistle blowing process.
- d. To keep under review the effectiveness of the company internal controls, audit function and risk management system.

The details of the committees' functions are contained in the Committees' charter.

Technical

Members	Number of meetings during tenure	Number of meetings attended
Arc. Usman Bello	1	1
Mr. Osita Onyenwe	1	1
Mr. Ian Petrie	1	1
Mr. Kayode T. Ojo	1	1

Finance and Strategic Planning

Members	Number of meetings during tenure	Number of meetings attended
Mr. Suleiman Yahyah	2	2
Mr. Mobolaji Balogun	2	2
Mr. Wolfgang Wallmeroth	2	2
Mr. Ian Petrie	2	2
Mr. Kayode T. Ojo	2	2
Mr. Sule Bates	1	1

Governance and Standards

Members	Number of meetings during tenure	Number of meetings attended
Mr. Wolfgang Wallmeroth	1	1
Arc. Usman Bello	1	1
Mr. Osita Onyenwe	1	1
Mr. Kayode T. Ojo	1	1

Establishment, Appointment & Remuneration

Members	Number of meetings during tenure	Number of meetings attended
Mr. Osita Onyenwe	2	2
Mr. Ian Petrie	2	2
Arc. Usman Bello	2	2
Mr. Kayode T. Ojo	2	2
Mr. Sule Bates	2	2

Report of the Directors (continued)

Committee (continued)

Innovations and Developments

Members	Number of meetings during tenure	Number of meetings attended
Mr. Denis Hasdenteufel	1	1
Mr. Wolfgang Wallmeroth	1	1
Mr. Suleiman Yahyah	1	1
Mr. Kayode T. Ojo	1	1

Risk and Compliance

Members	Number of meetings during tenure	Number of meetings attended
Mr. Ian Petrie	1	1
Mr. Wolfgang Wallmeroth	1	1
Mr. Mobolaji Balogun	1	1
Mr. Kayode T. Ojo	1	1

SHAREHOLDERS' INFORMATION

Share Capital History

Date	Authorized Share Capital Increased from (N)	Authorized Share Capital Increased to (N)	Issued Share Capital Increased from (N)	Issued Share Capital Increased to (N)	Consideration
25 May 2007	150,000,000	500,000,000	150,000,000	375,000,000	Bonus (3:2)
25 May 2007	-	500,000,000	375,000,000	392,500,000	Rights
25 May 2007	-	500,000,000	392,500,000	437,500,000	Public Offer
09 May 2008	-	500,000,000	437,500,000	492,187,500	Bonus (1:8)
21 August 2009	500,000,000	750,000,000	_	492,187,500	-
21 August 2009	-	-	492,187,500	615,234,375	Bonus (1:4)

Report of the Directors (continued)

Donations	The Company	made donations and	gifts amounting to the follow	/ing:

	N
Cargo Facts Conference	200,000
FAAN – Sponsorship of ACI Regional Conference	3,000,000
Association of Nigerian Licensed Customs Agents (ANLCA)	950,000
Annual Conference of Workers in Aviation	300,000
League of Airport Aviation Correspondent' Services	200,000
National Union of Air Transport Employees (NUATE)	175,000
Children Orphanage	250,000
Sponsorship of NCC meeting	113,200
Kaduna Polo Club	1,500,000
Nigeria Union of Journalist	150,000
Independent Shareholders of Nigeria	250,000
Society of Satellite Professionals International Nigeria	200,000
Staff book launch	250,000
	7,538,200

The Company did not make any donation or gift to any political party or organizations.

Unclaimed dividend

Shareholders who are yet to receive their dividend are advised to contact the Registrar, City Securities Limited, Registrars, Primrose Tower, Tinubu Street, Lagos.

Disabled Persons

The Company gives full and fair consideration to applications for employment made by disabled persons. During the year under review, there were no disabled persons in the company's employment.

Employees Health, Safety and Welfare

Health and safety regulations are in force within the company for the benefit of all employees. A staff clinic is maintained and in addition the Company has made arrangement with private hospitals and clinics for the treatment of employees on referral basis. Also, the Company has a dedicated unit for Health, Safety Environment and Quality in line with standard policy applicable to aviation industry.

Employees' development

This is carried out at various levels within the company through both internal and external training.

Auditors

The Auditors, Horwath Dafinone have indicated their willingness to continue in office in accordance with Section 357(2) of the Companies and Allied Matters Act, LFN 2004, CAP 20. A resolution will be proposed authorising the Directors to fix their remuneration.

By Order of the Board

Mrs Folashade O. Ode **Company Secretary/General Counsel** Lagos, Nigeria 22nd March, 2011

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF NIGERIAN AVIATION HANDLING COMPANY PLC.

We have audited the financial statements of Nigerian Aviation Handling Company Plc which comprise, the principal accounting policies, the balance sheet as at 31st December 2010, the profit and loss account, the cash flow statement for the year then ended, other explanatory notes, the value added statement and the five year financial summary. These financial statements are set out on pages 16 to 28 and have been prepared using the accounting policies set out on page 16.

Management's responsibility for the financial statements

The management is responsible for the preparation and fair presentation of these financial statements in accordance with the Statements of Accounting Standards issued by the Nigerian Accounting Standards Board. This responsibility includes: 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; selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and Nigerian Standards on Auditing issued by the Institute of Chartered Accountants of Nigeria. The standards require that we comply with ethical requirements and plan and perform the audit so as to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

Basis of our opinion

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls 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 management, as well as evaluating the overall presentation of the financial statements.

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF NIGERIAN AVIATION HANDLING COMPANY PLC (continued)

Basis of our opinion (continued)

We obtained all the information and explanations that were required for the purpose of our audit. Adequate returns have been received from those branches not visited by us.

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

Report on other legal and regulatory requirements

In accordance with the Companies and Allied Matters Act CAP C20 LFN 2004 we confirm that the financial statements are in agreement with the accounting records, which have been properly kept.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31st December, 2010 and of its financial performance and its cash flows for the year ended on that date, and comply with the Companies and Allied Matters Act CAP C20 LFN 2004, and the applicable accounting standards issued by the Nigerian Accounting Standards Board.

Lagos, Nigeria 22nd March, 2011 Horwath Dafinone Chartered Accountants

Principal accounting policies for the year ended 31st December, 2010

a. Basis of financial statements

The financial statements have been prepared under the historical cost convention

b. Turnover

Turnover represents the net value of services rendered to customers.

c. Fixed assets

Fixed assets are recorded at the cost incurred in both acquiring the asset and putting it into its condition prior to its use. Capital work in progress are stated at cost and transferred to relevant class of assets when put into use.

d. **Depreciation of fixed assets**

Depreciation is calculated to write off the cost of fixed assets on a straight line basis over the expected useful lives of the assets concerned. The annual rates used for this purpose are:

Class of assets	%
Building	5
Furniture, fittings and equipment	10
Computer equipment and software	20
Motor vehicles	25
Plant and machinery	10

Capital work in progress, representing assets in the course of construction, is not depreciated until the assets are brought into use.

e. **Debtors**

These are stated after making specific provisions for debts considered doubtful of recovery.

f. Stock

These are valued at lower of cost and net realisable value, after making adequate allowances for obsolete and slow moving items

g. Foreign currencies

Transactions denominated in foreign currencies are translated into Naira at the rates of exchange ruling at the date of the transaction or the rates at which the transactions are contracted to be settled. At the balance sheet date, balances denominated in foreign currencies other than those subject to contracted rates of settlement, are translated into Naira at the rates ruling at that date. Exchange gains and losses arising from such translation are dealt with in the profit and loss account.

h. Taxation

Provision for income tax is based on the profits of the company as adjusted for in accordance with the current tax legislation. Education tax is based on the provisions of the Education Tax Decree, 1993 Deferred taxation is accounted for using the liability method and calculated at the current tax rate on the differences between the net book value of the qualifying fixed assets and their corresponding tax written down value.

i. Retirement Benefits

In line with the provisions of the Pension Reform Act 2004, the company operates a defined contribution pension scheme. Staff contributions to the pension scheme are funded through payroll deductions while the company's contribution is charged to the profit and loss account.

Profit and loss account for the year ended $31^{\rm st}$ December, 2010

	Note	2010 N '000	2009 N '000
Turnover	3(a)	6,345,539	6,066,549
Operational costs		(3,269,750)	(2,920,046)
Gross profit		3,075,789	3,146,503
Administrative expenses		(1,527,976)	(1,305,179)
Trading profit		1,547,813	1,841,324
Other income	4	165,245	133,644
Operating profit	3(b)	1,713,058	1,974,968
Interest receivable and similar income	5	55,251	145,952
Interest payable and similar charges	6	(57,152)	(223,360)
Profit before taxation	7	1,711,157	1,897,560
Taxation	8(i)	(533,653)	(650,226)
Profit for the year after taxation		1,177,504	1,247,334
Dividend (interim)	9	(307,617)	(246,094)
Profit for the year after taxation and dividend Appropriated as follows:		869,887 =====	1,001,240
Dividend reserve	9	492,187	553,711
Retained profit for the year	10	377,700	447,529
		869,887 =====	1,001,240
Basic earnings per ordinary share	11	96k ====	101k ====

The statement of principal accounting policies on page 16 and the notes on pages 20 to 26 form part of these financial statements.

Balance sheet at 31st December, 2010

	Note	2010 N '000	2009 N '000
Tangible fixed assets	12	4,484,258	3,449,979
Current Assets Stocks Debtors and prepayments Cash and bank	13 14	51,125 1,872,819 879,959	35,274 1,083,269 2,194,715
Creditors: Amounts falling due within one year		2,803,903	3,313,258
Creditors and accruals Taxation	15 8(ii)	(1,031,333) (409,834)	(925,405) (460,014)
Net current assets		1,362,736	1,927,839
Total assets less current liabilities		5,846,994	5,377,818
Creditors: Amounts falling due after more than one year Deferred Tax	8(iii)	(854,000)	(701,000)
Net assets		4,992,994	4,676,818
Capital and reserves Share capital Share premium Dividend reserve Revenue reserves	17 18 9 10	615,234 1,914,758 492,187 1,970,815 	615,234 1,914,758 553,711 1,593,115 4,676,818
Sen. Ike O. S. Nwachukwu - (Chairman)	======	=======

Mr. Kayode T. Ojo - (Acting Managing Director)

22nd March, 2011

The statement of principal accounting policies on page 16 and the notes on pages 20 to 26 form part of these financial statements.

Cash flow statement for the year ended $31^{\rm st}$ December, 2010

	Note	2010 N '000	2009 N '000
Operating activities			
Operating profit		1,713,058	1,974,968
Adjustment for items not involving the movement of funds:			
Depreciation	12	562,118	513,760
(Gain)/loss on disposal of fixed assets	7	(303)	1,008
Provision for doubtful debts	7	(35,373)	(207,985)
		2,239,500	2,281,751
Other adjustments to reconcile operating profit to cash from operating activities			
(Increase)/decrease in stock	13	(15,851)	17,756
(Increase)/decrease in debtors and			
prepayment	14	(743,512)	522,290
Increase/(decrease) in creditors	15	105,928	(131,689)
Taxation paid including WHT deducted		(476,871) ————	(242,014)
Cash inflow from operating activities		1,109,194	2,448,094
Investing activities			
Purchase of fixed assets	12	(1,627,154)	(827,317)
Proceeds from sale of fixed assets	4	31,060	5,809
Interest received		55,251 	145,952
Cash outflow from investing activities		(1,540,843)	(675,556)
Financing activities			
Interest payable and similar charges	6	(21,779)	(15,375)
Dividend paid		(861,328)	(787,500)
Cash outflow from financing activities		(883,107)	(802,875)
(Decrease)/increase in cash		(1,314,756)	969,663
Cash and cash equivalent at the Beginning of the year		2,194,715	1,225,052
Cash and cash equivalent at the end of the year		879,959	2,194,715
		=======	=======

Notes to the financial statements for the year ended 31st December, 2010

1. Legal Form

Nigerian Aviation Handling Company Plc was incorporated as a Private Limited Liability Company on 6th December, 1979. The status of the company was changed to a Public Limited Liability Company (PLC) on 4th August, 2005 and its shares were subdivided into 50 kobo shares from the original N 1 share. The Federal Government through the Federal Airports Authority of Nigeria (FAAN) has sold its 60% shareholding to Nigerian citizens under the Governments Privatisation Programme. The company was listed on the Nigerian Stock Exchange from 27th November, 2006.

2.	Information regarding Directors, Employees and turnover	2010	2009
		M ,000	M ,000
(a)	Directors and staff		
	Directors' emoluments:		
	Directors' fees Directors' other expenses Other emoluments Staff participatory scheme	27,050 25,261 52,267 20,811	30,000 24,199 27,473 23,078
		125,389	104,750
	Directors' compensation for loss of offices	77,676	-
	Emoluments	=====	=====
	Chairman	8,423 =====	8,237 ====
	Highest paid director	80,912 =====	29,571 =====
	Number of other directors earning N 7,410 000 - N 7,420,000	2010 No.	2009 No. 7
	N 7,480,000 - N 7,490,000	_	1
	N 7,560,000 - N 7,570,000	_	1
	N 7,920,000 - N 7,930,000	5	_
	н 8,240,000 - н 8,250,000 н 8,390,000 - н 8,400,000	1 1	
	N 9,420,000 - N 9,430,000	1	_
	N 23,960,000 - N 23,970,000	1	_
	N 24,060,000 - N 24,070,000	1	-
		=	=
		2010	2009
(1-)	Fundamental large the man	M ,000	М ,000
(b)	Employee costs during the year		
	Payroll costs Staff participation scheme (note i) Pension costs Medical expenses Training Staff welfare	2,081,893 117,931 99,961 16,656 72,068 38,052	1,690,219 130,778 81,178 14,501 86,038 35,912
		2,426,561	2,038,626

Notes to the financial statements for the year ended 31st December, 2010
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Notes to the financial statements for the year ended 31st December, 2010 (continued)

2. Information regarding Directors, employees and turnover (continued)

(b) Employee costs during the year (continued)

(i) The amount set aside for Staff Participation Scheme, represents 7.5% of the profit before taxation and is allocated between the Directors, Management and Staff.

		2010 No.	2009 No.
(c)	Scale of higher paid employees' remuneration		
	Number of employees earning:		
	ы 650,001 - ы 700,000 ы 750,001 - ы 800,000 ы 850,001 - ы 900,000 ы 900,001 - ы 950,000 ы 950,001 and above	556 1 53 3 989 ===	568 57 96 22 780 ===
	Average number of persons employed: Operations Administration	1,449 153	1,428 95
<i>3</i> .	Sectoral analysis of turnover and profit	1,602 ====	1,523 ====
	Analysis of class of business of turnover and operating profit are as stated below:		
(a)	Turnover	M '000	000' M
	Class of turnover:		
	Passenger handling Cargo handling Equipment rental and maintenance	2,792,592 3,236,480 316,467	2,434,672 3,370,859 261,018
		6,345,539 ======	6,066,549 ======
(b)	Operating profit		
	Class of business: Passenger handling Cargo handling Equipment rental and maintenance	753,895 873,728 85,435	792,609 1,097,385 84,974
		1,713,058	1,974,968

Notes to the financial statements for the year ended 31st December, 2010 (continued)

Sectoral analysis of revenue and profit (continued) *3*.

٠.	sectoral analysis of revenue and projet (commuca)		
(c).	Country derivation		
	All the operations of the company are carried out within		
	Nigeria.	2010	2009
	Tigoria.	M ,000	M ,000
<i>4</i> .	Other income		
	055-1	74 676	60 120
	Office rental Rental from trans shipment warehouse	74,676 62,044	60,139 38,302
	Insurance claim	16,111	1,463
	Profit on disposal of fixed assets	303	-
	Income from advertisements	1,275	20,250
	Sundry income	10,836	13,490
		165,245	133,644
		======	======
5.	Interest receivable and similar income		
	Interest income	55,251	120,772
	Exchange gain	-	25,180
		FF 0F1	145 050
		55,251 =====	145,952 ======
<i>6</i> .	Interest payable and similar charges		
	Bank charges and interest	18,401	14,367
	Provision for doubtful debt	35,373	207,985
	Loss on disposal of fixed assets	_	1,008
	Exchange (gain)/loss	3,378	
		57,152	223,360
		======	======
7.	Profit before taxation		
	Profit before taxation is stated after		
	Charging / (crediting):		
	Depreciation	562,118	513,760
	Directors' emolument (note 2a)	125,389	104,750
	Directors' compensation for loss	77 676	
	of offices (note 2a) Board expenses	77,676 145,400	- 112,733
	General meeting expenses	40,072	86,523
	Auditors' remuneration	7,000	7,000
	Staff participation scheme (note 2 b(i))	117,931	130,778
	Provision for doubtful debts	35,373	207,985
	(Profit)/loss on disposal of fixed assets	(303)	1.008

1,008

=====

(303)

======

(Profit)/loss on disposal of fixed assets

Notes to the financial statements for the year ended 31st December, 2010 (continued)

			2010 N '000	2009 N '000
<i>8</i> .	Taxati	ion		
	i)	Profit and loss account		
		Income tax for the year Education tax (Over provision)/under provision	336,000 46,000	393,000 48,000
		in prior year Deferred Tax (note 8 iii)	(1,347) 153,000	7,226 202,000
		Dalama abaat	533,653 =====	650,226 =====
	ii)	Balance sheet		
		Prior year unpaid tax Income tax for the year Education tax	27,834 336,000 46,000	19,014 393,000 48,000
		Balance as at 31 st December	409,834 ======	460,014 =====
	iii)	Deferred tax		
		Balance at beginning of the year Charge for the year (note 8 i)	701,000 153,000	499,000
		Balance at end of the year	854,000 =====	701,000 =====
<i>9</i> .	Divide	end reserve		
	Divid	nce at 1 st January dend proposed during the year	553,711 492,187 (553,711)	541,406 553,711 (541,406)
	Balar	nce at 31 st December	492,187	553,711 ======
	At the	Board of Directors meeting held on 23 rd July 2010. a	n interim dividend of 25	kobo per ordinary

At the Board of Directors meeting held on 23rd July 2010, an interim dividend of 25 kobo per ordinary share of 50 kobo each was approved amounting to N 307,617,187. The interim dividend was paid during the year.

	during the year.	2010 N '000	2009 N '000
10.	Revenue reserves		
	Balance brought forward Retained profit for the year Bonus issue	1,593,115 377,700 -	1,268,633 447,529 (123,047)
	Balance carried forward	1,970,815	1,593,115

11. Earnings per share

Basic earning per share is calculated on the profit after taxation divided by 1.230 billion ordinary

Notes to the financial statements for the year ended 31st December, 2010 (continued)

shares of 50 kobo each in issue at the year end.

Notes to the financial statements for the year ended 31st December, 2010 (continued)

12. Tangible Fixed Assets

	Land & Building	Plant & Machinery N \ 000	Motor Vehicles	Computer equipment and software 氧 '000	Furniture fittings & equipment N '000	Capital work-in progress N '000	Total N '000
Cost	2. 000	1. 000	2. 000	2. 000	2. 000	2. 000	1. 000
At 1 st January, 2010 Additions during the year Disposal	1,561,200 39,381 -	3,266,038 887,095 (5,649)	221,235 171,414 (46,951)	784,055 65,681 - -	185,517 16,101 -	14,030 447,482 -	6,032,075 1,627,154 (52,600)
At 31 st December, 2010	1,600,581	4,147,484	345,698 =====	849,736 =====	201,618	461,512	7,606,629
Accumulated Depreciation							
At 1 st January, 2010 Charge for the year Disposal	513,688 79,675 -	1,329,438 313,614 (679)	125,170 62,592 (21,164)	512,512 85,763 -	101,288 20,474	- - -	2,582,096 562,118 (21,843)
At 31 st December, 2010	593,363 =====	1,642,373	166,598 =====	598,275 =====	121,762	-	3,122,371
Net Book Value							
At 31st December, 2010	1,007,218	2,505,111	179,100 =====	251,461 ======	79,856 =====	461,512 =====	4,484,258
At 31st December, 2009	1,047,512	1,936,600	96,065 =====	271,543 ======	84,229 =====	14,030 ======	3,449 979

Notes to the financial statements for the year ended $31^{\rm st}$ December, 2010 (continued)

		2010 N '000	2009 N '000
<i>13</i> .	Stocks		
	Spare parts Stationery Medical Diesel	39,157 8,901 581 2,486	25,892 6,783 831 1,768
		51,125 =====	35,274 =====
<i>14</i> .	Debtors and prepayments		
	Trade debtors Prepayments and accrued income Other debtors Deposit for fixed assets Withholding tax recoverable	725,716 49,214 154,063 641,908 301,918	632,793 58,836 118,407 17,353 255,880
		1,872,819	1,083,269
15.	Creditors: Amounts falling due within one year		
	Trade creditors Other creditors including PAYE	15,157	40,910
	and social security (note 16) Accruals and deferred income	280,849 735,327	324,311 560,184
		1,031,333	925,405 =====
<i>16</i> .	Other creditors		
	These comprise: Pension contributions VAT Withholding taxes PAYE Staff participating scheme Others	45,505 23,332 69,156 - 141,071 1,785	45,349 66,935 45,971 2,886 155,784 7,386
		280,849	324,311

Notes to the financial statements for the year ended 31st December, 2010 (continued)

		2010	2009
		M ,000	M ,000
<i>17</i> .	Share capital		
	Authorised: 1,500,000,000 ordinary shares of 50 kobo each	750,000 ======	750,000 =====
	Allotted, called-up and fully paid:		
	1,230,468,750 ordinary shares of 50 kobo each	615,234	615,234
	Movement in share capital: Balance brought forward Bonus issue	615,234	492,187 123,047
	Balance carried forward	615,234	615,234
18.	Share premium		
	Balance at year end	1,914,758	1,914,758

The share premium relates to the net surplus arising from the issues of shares by way of rights and public offer in 2008.

19. Contingent liabilities

(i) The company is subject to various claims arising in the normal course of business. The pending legal claims for which no provision has been made in these accounts amounted to N 734.6 million (2009: N 64.2 million). In the opinion of the directors, based on legal advice, no material loss is expected to arise from these claims

20. Capital commitments

	2010 N '000	到 \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \
Contracted for but not provided Authorised but not contracted for	1,046,000 2,975,000	726,000 1,728,405
	4,021,000	2,454,405

21. The financial statements were approved by the Board of directors on 22nd March, 2011.

Statement of value added for the year ended $31^{\rm st}$ December, 2010

	2010 N '000	90	2009 N '000	%
Turnover Other income	6,345,539 220,496		6,066,549 279,596	
Less: Bought in goods and services:	6,566,035		6,346,145	
Imported Local	(359,499) (1,285,234)		(372,283) (1,404,799)	
	4,921,302	100	4,569,063	100
Applied in the following ways:				
To pay employees and directors: Salaries, wages, pensions		%		%
and related costs	2,629,626	53	2,143,376	47
To providers of capital: Interest and similar charges Dividend to shareholders	18,401 799,804	- 16	14,367 799,805	- 18
To Government: Income and Education tax	533,653	11	650,226	14
To provide for replacement and development:				
Depreciation Profit retained	562,118 377,700	12 8	513,760 447,529	11 10
	4,921,302	100	4,569,063	100

Five year financial summary

Year ended 31st December	2010 N '000	2009 N '000	2008 N '000	2007 N '000	2006 N '000
Balance Sheet	H 000	H 000	Н 000	H 000	H 000
Employment of Capital Fixed assets Net current assets/	4,484,258	3,449,979	3,143,239	3,081,582	2,248,215
(liabilities) Deferred tax Long term liabilities	1,362,736 (854,000)	1,927,839 (701,000) -	1,572,745 (499,000) -	(20,813) (328,000) (1,033,133)	89,472 (263,000) (875,001)
Net assets	4,992,994	4,676,818	4,216,984	1,699,636	1,199,686
Capital Employed: Share capital	615,234	615,234	492,187	375,000	150,000
Share premium	1,914,758	1,914,758	1,914,758	320	320
Dividend reserve	492,187	553,711	541,406	262,500	90,000
Revenue reserve	1,970,815	1,593,115	1,268,633	1,061,816	959,366
Shareholders' funds	4,992,994	4,676,818	4,216,984	1,699,636	1,199,686
Profit & Loss account					
Turnover	6,345,539	6,066,549	4,430,035	3,661,275	3,245,553
	=======	======	=======	======	=======
Profit before taxation	1,711,157	1,897,560	1,216,989	785,980	555,946
Taxation	(533,653)	(650,226)	(414,079)	(196,030)	(121,829)
Interim dividend paid	(307,617)	(246,094)	_	_	_
Profit after taxation and					
dividend	869,887	1,001,240	802,910	589,950	434,117
	=======	=======	======	======	======
Appropriated as follows:					
Dividend reserve	492,187	553,711	541,406	262,500	90,000
Profit and loss	377,700	447,529	261,504	327,450	344,117
	869,887	1,001,240	802,910	589,950	434,117
Revenue reserves brought					
forward	1,593,115	1,268,633	1,061,816	959,366	615,249
Bonus issue	_	(123,047)	(54,687)	(225,000)	
Retained reserves	1,593,115	1,145,586	1,007,129	734,366	615,249
Revenue reserves carried forward	1,970,815	1,593,115	1,268,633	1,061,816	959,366
CALLICA FOR WALA	=======	=======	=======	=======	======
Per 50 kobo share:					
Basic earnings per share Interim dividend (actual)	96k 25k	101k 25k	82k -	79k -	145k -
Final dividend (actual)	40k	45k	55k	30k	30k
Net assets per share (adjusted		380k	343k	138k	97k
	====	====	====	====	====