

Learn Africa Plc

Vision

To be the leading learning resource company, admired for its products, people, partnerships and performance.

Mission

To employ our resources in a socially responsible manner to provide consistently superior value to our stakeholders.

Value

The Learn Africa values are encapsulated in the acronym - PRIDE -

which represents the five pairs of principles that guide us wherever we may be; whatever we may be doing.

The principles are:

- Professionalism & Performance
- Reliability & Respect
- Integrity & Innovativeness
- Devotion & Decency
- Excellence & Equity

Corporate Profile

Learn Africa Plc is a learning resource business with a history spanning over 50 years. The company was established in 1961 as Longman Nigeria – a book publishing firm wholly owned by Longman Group UK Limited, now Pearson Education.

On 23 July, 1996, the shares of Longman Nigeria Plc were listed on the Nigeria stock Exchange. In 2008, the Company became a subsidiary of Pearson Plc following the latter's increase in its shareholding from 29 to 51 percent. In 2011, however, Pearson and Longman Nigeria agreed to become separate corporate entities in Nigeria.

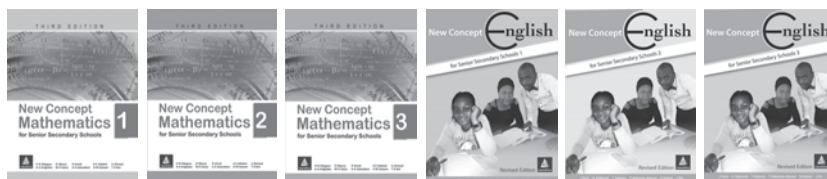
The main business of Learn Africa is the publication and marketing of textbooks for the entire gamut of the educational system – pre-primary, primary, secondary and tertiary. The Company has equally distinguished itself in the marketing of reference, professional and general reading materials. Today, Learn Africa Plc is Nigeria's largest educational publisher with the widest range of books and educational resources and a very expansive distribution network.

To enhance the quality of education in Nigeria and beyond, the Company offers teacher training and development programmes, digital content provisioning and educational consultancy services.

To realise its vision, Learn Africa Plc continues to

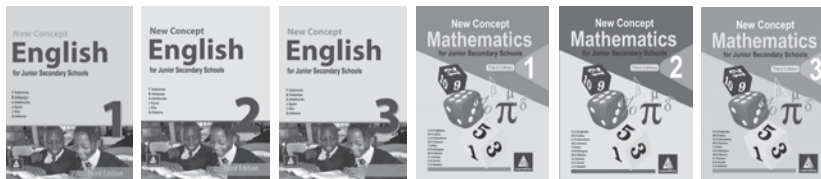
- provide products of such high quality and international standard that will enable it to sustain the confidence and patronage of its customers, remain the preferred educational partner and guarantee adequate returns to shareholders;
- offer its employees fair and adequate remuneration and opportunities for full realisation of their potential as individuals;
- provide exceptionally high-quality content, in book and electronic formats, that appropriately serve the needs of pupils, students and teachers at all levels of education; and
- support teachers and lecturers by giving them access to cutting-edge teaching resources delivered through workshops and online sources.

As a customer-focused organisation, Learn Africa Plc places strong emphasis on customer insight, product quality and value addition. The company appreciates the crucial role it plays in the development of human capital that is primed for the challenges of the 21st century and beyond. As a learning organisation, the Company keeps searching for innovative ways of making education more accessible and enjoyable to people, thus enhancing the quality of life and socio-economic development of the nation.



Contents

		Page
Section One:	Notice of Annual General Meeting	4
Statutory and	Financial Highlights	6
General Information	Directors and other Corporate Advisers	7
	Chairman's Statement	8
	Board of Directors	12
	Profile of Directors	13
	Directors' Report	16
	Independent Auditors' Report	32
	Audit Committee's Report	34
Section Two:	Statement of Profit or Loss and other	
	Comprehensive Income	35
Financial Statements	Statement of Financial Position	36
	Statement of Changes in Equity	37
	Statement of Cash Flow	38
	Notes to the Financial Statements	39
	Statement of Value Added	98
	Five-Year Financial Summary	99
Section Three:	The Management Team	100
Other details	Additional Information	101
	Offices	103
	Proxy Form	107
	E-Dividend Form	109



Learn Africa Plc Notice of Annual General Meeting For the year ended 31 December 2015

NOTICE IS HEREBY GIVEN that the 43rd Annual General Meeting of the Shareholders of **Learn Africa Plc** will be held at the Chida International Hotel, Plot 224, Solomon Lar Way, Utako district, Abuja, F.C.T. on Thursday 25 August 2016 at 11.00 a.m. to transact the following business:

A Ordinary Business

- 1 To lay before the meeting, the Report of the Directors and Financial Statements for the year ended 31 December, 2015, together with the Directors', Independent Auditors' and Audit Committee Reports thereon.
- 2 To elect/re-elect Directors
- 3 To authorise the Directors to fix the remuneration of the Auditors
- 4 To elect/re-elect members of the Audit Committee

B Special Business

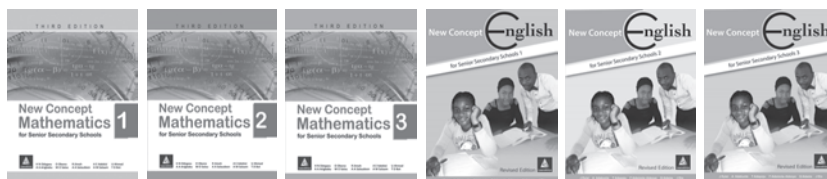
To consider and, if thought fit pass the following resolution as Ordinary Resolution:

- 5 To approve the Remuneration of Directors

By Order of the Board

DCSL Corporate Services Limited
(Company Secretaries)
Dated: 27 July 2016

- 1 **Rights of Securities Holders to ask Questions:** Securities Holders have a right to ask questions not only at the Meeting but also in writing prior to the Meeting, and such questions must be submitted to the Company on or before 12th day of August 2016.
- 2 **Proxy:** A member (shareholder) who is unable to attend the Annual General Meeting is allowed to vote by Proxy and such a proxy need not be a member of the Company. All executed proxy form should be deposited with the Registrars, First Registrars Nigeria Limited of Plot 2, Abebe Village Road, Iganmu, Lagos or office of the Company Secretaries, DCSL Corporate Services Limited, 235 Ikorodu Road, Ilupeju, Lagos not later than 48 hours before the time of holding the meeting. To be valid, the instruments of proxy should be duly stamped by the Commissioner for Stamp Duties.



Learn Africa Plc

Notice of Annual General Meeting

For the year ended 31 December 2015

Notes

Closure of Register/Transfer of Books

The Register of Members and Transfer Books will be closed from **Monday, 1 August 2016 to Friday, 5 August 2016** (both days inclusive) for the purpose of updating the Register of Members.

Nomination of Audit Committee Members

In accordance with Section 359(5) of the Companies and Allied Matters Act Cap C20, Laws of the Federal Republic of Nigeria, 2004, any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretaries at least twenty-one (21) days before the Annual General Meeting.

Unclaimed Dividend

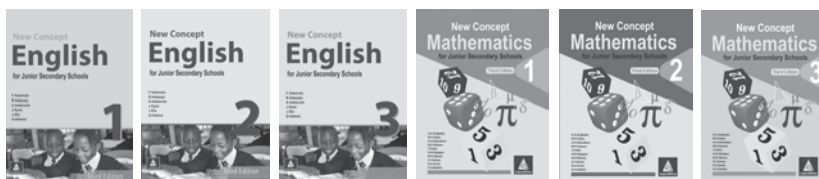
Some dividend warrants have remained unclaimed or are yet to be presented for payment or returned to the Company for revalidation. Affected Shareholders are advised to contact the Registrars, First Registrars Nigeria Limited, Plot 2 Abebe Village Road, Iganmu, Lagos.

E-Dividend

Shareholders are advised to update their records and/or open bank accounts, stock broking accounts and CSCS accounts for the purpose of dividend payments and any other payments. A detachable application form for change of address, e-dividend and any other payment are attached to the Annual Report for Shareholders' convenience. The duly completed form should be returned to First Registrars Nigeria Limited, Plot 2 Abebe Village Road, Iganmu, Lagos.

Change of Registered Address and Emails

Members are requested to notify the Registrars of changes, if any, in their registered addresses.



Learn Africa Plc Financial Highlights

For the year ended 31 December 2015

The Directors of Learn Africa Plc hereby announce the results of the Company's operation for the year ended 31 December 2015 with the comparative figures for the previous year.

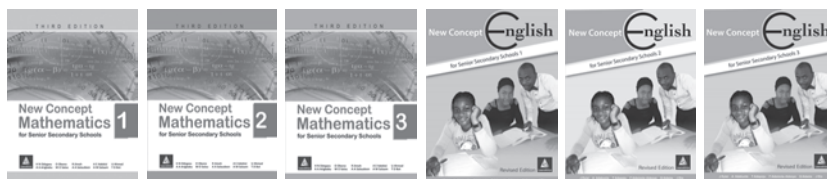
	2015	2014	Increase/ (Decrease)
	₦'000	₦'000	%
Major Financial position items:			
Share capital	385,725	385,725	-
Total assets	3,585,510	4,050,180	(11)
Revenue reserve	351,228	1,087,194	(68)
Shareholder's funds	2,744,840	3,480,836	(21)
Major comprehensive income items:			
Turnover	1,886,939	2,211,213	(15)
Profit/ (Loss) before taxation	(618,007)	2,958	(20,993)
Profit/ (Loss) after taxation	(643,392)	(20,416)	3,051
Dividend (gross)	-	92,574	(100)
Information per 50k ordinary share based on 771,450,000 ordinary shares:			
Earning per share (kobo)	(83)	(3)	2,667
Dividend per share (kobo)	-	12	(100)
Net assets per share (kobo)	356	451	(21)
Number of employees	175	213	(18)

By Order of the Board

DCSL CORPORATE SERVICES LIMITED

(Company Secretaries)

Dated: 27 July 2016



Learn Africa Plc Directors and Other Corporate Advisers

Board of Directors

Chief Emeke Iwerebon
Mr Olusegun Oladipo

Alhaji Hassan S. Bala

Alhaji Awwalu M. Makarfi
Mr Frederick E. Ijewere
Hajia Binta Bakari
Mrs Yetunde Aina
Mr Gbolagunte Aiyedun
Mrs Cordelia Isioma Ojeile

Chairman
Managing Director
(Resigned on 31 March, 2016)
Acting Managing Director
(Appointed on 1 April, 2016)
Independent Director
Non-Executive Director
Non-Executive Director
Non-Executive Director
Publishing Director
Finance Director

Company Secretaries

DCSL Corporate Services Limited
(Corporate Secretaries)
235, Ikorodu Road, Ilupeju, Lagos
www.dcsll.com.ng

Registered Office

52 Oba Akran Avenue, Ikeja, Lagos

Registered Number

RC 2637

Independent Auditors

Ernst & Young
(Chartered Accountants)
UBA House, 10th Floor, 57 Marina, Lagos, Nigeria

Registrars

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

Solicitors

Citi Point Chambers
(Legal Practitioners)
11, IPM Avenue,
Alausa, Lagos

Bankers

First Bank of Nigeria Plc.
Zenith Bank Plc.
United Bank for Africa Plc.

Learn Africa Plc

Chairman's Statement

For the year ended 31 December 2015

Fellow Shareholders
Invited Guests
Distinguished Ladies and Gentlemen



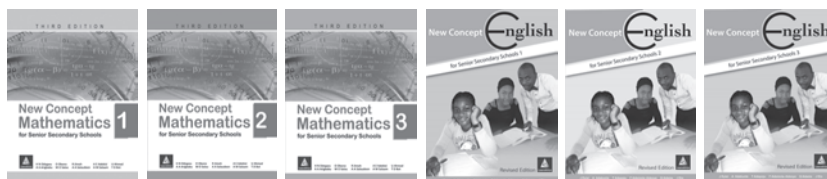
I have great pleasure in welcoming you all to the 43rd Annual General Meeting of our great Company, Learn Africa Plc, at which the Annual Reports and Audited Financial Statements of our Company for the year ended 31 December 2015 will be presented to you. Before I present the report, however, I want to draw your attention to a number of developments in our operating environment that impacted on our operations and performance during the year under review.

Operating Environment

The year under review had been very challenging for the publishing industry. The prevailing economic down turn as a result of the sharp decline in commodity prices was further compounded by the security challenges in the North East, South East and South South parts of our nation. Book orders that we routinely got from those States were no longer forthcoming as the State Governments were unable to pay their workers' salaries and had to devote more of their meagre resources to address the various security issues. The widespread issues of kidnapping, mass agitation from various indigenous bodies, oil pipe line vandalism, cumulatively, had a negative impact on our ability to operate around the country.

In addition to all these, the problem of inadequate or deteriorating infrastructure continues to take toll on our business in general. The irregular supply of electricity, deteriorating transport network, congested ports and poor social infrastructure have all contributed to rising costs, not only for our Company, but also for other companies in Nigeria. Unhappily too, none of those problems appeared to have abated for more than a short while at a time before recurring, often more strongly and devastatingly. Every one of them had a deleterious effect on our nation's business fortunes and the uncertainty of their full resolution invariably made it extremely difficult for effective planning or productive field operations to take place.

With the continued increasing demand for foreign exchange, the official value and the parallel value of the Naira rose to an unprecedented ₦199 and ₦330 respectively to a dollar, resulting in increased production and overhead costs for our Company, particularly for the printing of our books overseas, as well as the importation of raw materials.



Learn Africa Plc Chairman's Statement For the year ended 31 December 2015

Against this background, our results for the period under review, give an absolute credence to the fact that our great Company has gone through the same turbulence that the entire country has gone through, and which has impacted adversely on our operating result.

Operating Result

The results of our Company's operations for the year ended 31 December 2015 show that the Company posted a turnover of ₦1.89 billion, a decrease of 14.6% from the ₦2.21 billion recorded in 2014. The Company ended the year (2015) with an operating loss of ₦643.39 million.

The operating loss and reduction in earning was predominantly as a result of the recognition of debts reflecting in the books prior to the Company's divestment exercise of 2012, and the impact of the persistent and pronounced cyclical and policy related challenges.

Product Development

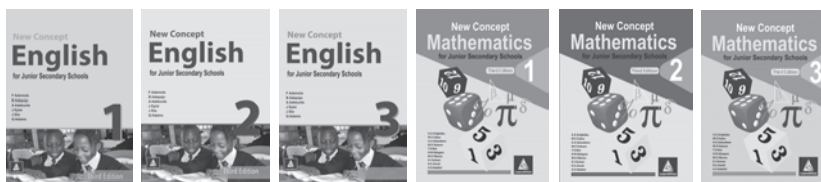
Please recall that at our last year's Annual General Meeting, we informed you that we have completed the revision of our key titles. These include New Method Mathematics, Nigeria Primary English, **Basic Social Studies for Primary Schools, Basic Social Studies for Junior Secondary Schools, Senior Secondary Economics, Senior Secondary Government, Senior Secondary Civic Education, Senior Secondary Biology, Senior Secondary Physics, and Senior Secondary Chemistry.**

It is my pleasure therefore to inform you that the books have now been released to the market for the new book season. The books, because of their rich contents, the newly introduced value-addition materials and their top- notch aesthetics and outlook, have been enjoying good adoption and patronage in several parts of the country.

Given the rate of the acceptability and the wide adoption of the books, we have no shade of doubts, that these books are already becoming the market leaders that will bring good returns to the Company, the authors, and the ever-supportive loyal shareholders of this Company.

Board Appointment/Changes

Mr Olusegun Oladipo resigned as the Managing Director/Chief Executive of our Company with effect from 31 March 2016. Following this development, Alhaji Hassan S. Bala (formerly Head of Sales, North) was appointed on 1 April 2016 as the acting Managing Director/Chief Executive. Please join me in wishing him God's guidance, wisdom and strength in the performance of his duties.



Learn Africa Plc Chairman's Statement For the year ended 31 December 2015

National Sales Conference

The 2015 Annual National Sales Conference took place at Equity Resort Hotel, Ijebu-Ode, Ogun State, with the theme *A New Beginning*. The theme was chosen in view of current prevailing circumstances in the company, making it expedient to re-strategise, in order to set the company back on the pathway of success once again. It was borne out of a critical appraisal of the previous unacceptable situations and the burning desire to open a new chapter in the organisation.

The Conference became a very unique platform where the performances of the entire sales personnel were critically appraised. In the same vein, a detailed review of the immediate past year's sales activities was also carried out. This was done to set the tone for a more successful business year ahead. The conference also served as a veritable training ground, where seasoned resource persons were engaged to train and equip the sales team with the requisite product and sales knowledge.

Piracy

Piracy, the cankerworm of the publishing industry, continues to threaten our business on a significant scale. It has taken on both international and local dimensions. In very many instances, pirates now print stolen books abroad. This is why pirated books are often difficult to distinguish from the legitimate ones, particularly as such pirated books are now printed overseas.

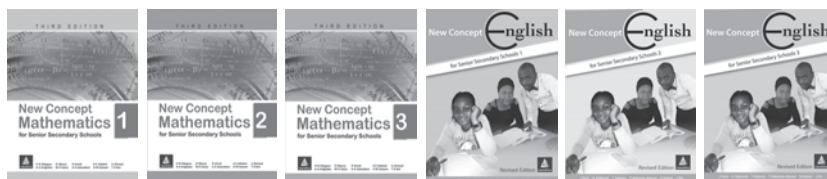
This is difficult to believe, but it's true, that pirates now have sales representatives, who go to schools, as booksellers' agents. This, again, explains the reason new titles with large investments are often pirated within a few weeks of appearing in the market. This is why we are determined to further work closely with the Nigerian Copyright Commission (NCC) and the Nigerian Publishers Association (NPA), and all other agencies saddled with anti-piracy operations, as we are determined to seek every means possible to defend our intellectual property rights, and those of our authors.

Learn Africa Education Development Foundation

The 2015 NECO Excellence national awards were held on Wednesday, 2 December 2015, at the Protea Hotels and Towers. This is the fourth edition of the awards.

The awards were instituted in February 2012 by the Learn Africa Education Development Foundation – the corporate social responsibility arm of Learn Africa Plc.

The awards for the overall three best candidates went to Alabi Philip Toluwase of Our Lady & St. Francis Catholic College, Osogbo, Osun State (first position), Nwaoha Justin Ifeanyi of Isolog College, Ojodu, Lagos State (second position) and Babalola David Oluwasayo of



Learn Africa Plc Chairman's Statement

For the year ended 31 December 2015

Oritamefa Baptist Model School, Ibadan, Oyo State (third position). In addition, the New Concept Prize for the Best Grade in English Language went to Nanpon Sodhan Burnan from Government Secondary School, Kamkun (Plateau State), the New Concept Prize for the Best Grade in Mathematics was won by Oseghare William Herbert from O.A.U. International School, Ile-Ife (Osun State), John Keziah Dalyop from Imperial High School, Bauch-Wunti Dada (Bauchi State) received the Dr Ameyo Stella Adadevoh Prize for the Best Grade in Biology while the J.F. Ade-Ajayi Prize for the Best Grade in History was received by Muhammad Ishaka Babachana, Ayetoro-Gbede (Kogi State). The prizes won included plaques, cash and computer laptops.

All the awardees not only expressed their appreciation to the company for this kind gesture bestowed on them, but also urged Learn Africa to continue to be the pacesetter in educational issues in Nigeria.

Future Prospects

The Board remains extremely optimistic about the future prospects of the Company notwithstanding the perilous economic predictions for 2016 of recession, stagflation, and further devaluation of our currency. Our optimism is borne out of the fact that our Company has the best learning resources for the Nigerian educational system.

Moreover, and in response to the 2015 performance and the impending economic downturn, the Company, immediately put in place strategies and measures towards rationalising all facets of our operations and product lines, effected overhead reductions across all departments, and is focusing on more profitable opportunities.

The Board is of the view that all these measures will also act as sufficient buffers against the headwinds, we are likely to encounter during the 2016 calendar year and beyond.

Conclusion

On behalf of the Board and Management, I would like to thank all our shareholders, whose patronage and support over the years have been invaluable to this Company. I thank you all for embracing change and allowing the Board and Management to *keep discovering*.

I thank my colleagues on the Board, the Management and the entire staff of the Company for the enormous contribution they have made in grooming this Company to the level it has achieved today.

I thank you all here present. May God bless you, our Company and Nigeria. Together we shall *keep discovering*.

EMEKE IWREBON
CHAIRMAN

Learn Africa Plc Board of Directors

For the year ended 31 December 2015



Alhaji Hassan S. Bala
*Acting Managing Director/
Chief Executive Officer*



Chief Emeke Iwerebon
Chairman



Alhaji Awwalu M. Makarfi
Director



Mr Fred Ijewere
Director



Hajia Binta Bakari
Director



Mrs Yetunde Aina
Director



Mr Gbolagunte Aiyedun
Publishing Director



Mrs Cordelia Isioma Ojeile
Finance Director

Learn Africa Plc Profile of Directors



Chief Emeke Iwerebon

*Chairman, Board of Directors
(Appointed 7 June, 2011)*

Chief Emeke Iwerebon holds a B.Sc. in Business Administration, MA (Honours) in Economics and a Juris Doctor degree in Law and was called to the bar in 1989.

He has worked in various fields of human endeavour including judicial clerkships with Justices of the Illinois Appellate Court, prosecutorial work and extensive work in the finance department of Longman USA. He has been the Chairman of other companies operating in key sectors of the nation's economy.



Alhaji Hassan S. Bala

*Acting Managing Director/Chief Executive Officer
(Appointed 1 April, 2016)*

Alhaji Bala was appointed acting Managing Director of Learn Africa Plc on 1 April, 2016. He joined Longman Nigeria Plc in 1996 as a Sales Canvasser in Zaria and later became the Senior Sales Representative in charge of Borno/Yobe, Area Manager of North West District and later, District Manager, North West at different times.

Until his appointment as acting Managing Director in 2016, Alhaji Bala was the Head of Sales, North from 2013. Alhaji Bala holds a Certificate in Marketing from the Kaduna State Polytechnic Zaria and a Diploma Purchasing & Supply Management from the National Open University of Nigeria (In view).



Alhaji Awwalu Makarfi

*Independent Non-Executive Director
(Appointed 28 September, 2011)*

Awwalu Makarfi was appointed as a Director on the Board of Learn Africa Plc in 2011. He is a professional Librarian who has attended numerous on-the-job courses both locally and overseas.

Makarfi also has a rich experience in the maritime industry, and until his retirement in 2006, he was the Director of Administration and Personnel Services at the National Maritime Authority (NMA) and the Nigerian Maritime Administration and Safety Agency (NIMASA).

Learn Africa Plc Profile of Directors (Cont'd)



Mr Frederick Ijewere

Non-Executive Director

(Appointed 12 August, 2011)

Mr Frederick Ebakoleane Ijewere is a Chartered Accountant by profession. He is a fellow of the Institute of Chartered Accountants of Nigeria (ICAN), fellow of the Chartered Institute of Taxation, Nigeria (CITN) and a SAP human resources consultant.

With over 25 years of private accounting practice, Fred is a director of organisations in business risk consultancy, oil and gas, and manufacturing, and has been Managing Director of industrial mineral processing plants and a finance company.

A member and treasurer of the Anti-Counterfeit Coalition in Nigeria, Fred is an Assistant Governor of Rotary International.



Hajia Binta Bakari

Non-Executive Director

(Appointed 12 August, 2011)

Hajia Binta Bakari is the MD/CEO of Elegant Touch Limited. She has vast experience in purchasing, sales and construction. Before starting Elegant Touch Limited, she had worked with AWAL Motors Limited and AWAL Construction Limited.

A seasoned administrator, Hajia Binta has been a contractor to many government ministries, parastatals, agencies, private companies, individuals and the diplomatic community. She had her education at the Women Teachers Training College, Borno State.



Mrs Yetunde Aina

Non-Executive Director

(Appointed 6 December, 2012)

Mrs Aina holds a B.Sc. Economics, and a degree in Law from Kings College and Cambridge University in London respectively. Mrs Aina has varied experience in banking, product design and business development. She was also a design consultant to Shell Petroleum Development Company (SPDC).

Mrs Aina is currently the CEO of Jadeas Trust, an educational and cultural foundation with a Pan-African focus. The organisation has played advisory roles to State Governments, National and International agencies and organisations.

Learn Africa Plc Profile of Directors (Cont'd)



Mr Gbolagunte Aiyedun

Publishing Director

(Appointed 6 December, 2012)

Mr Gbolagunte Aiyedun graduated from Obafemi Awolowo University in 1988 with a B.Sc. (Honours) degree in Biochemistry. He joined Longman Nigeria Plc. in 1999 as Publisher (Science and Technical) having worked with two other publishing companies from 1992. He rose to the position of Senior Publisher in 2002, Deputy Publishing Manager in 2008 and Assistant General Manager (Publishing) in 2009.

He was appointed as the Publishing Director in 2012. He has attended many local and overseas training programmes including the Strategic Publishing Management Course at the Publishing Training Centre, Wandsworth, London, United Kingdom.



Mrs Cordelia Isioma Ojeile

Finance Director

(Appointed 11 December, 2014)

Mrs Cordelia Isioma Ojeile is an associate member of the Institute of Chartered Accountants of Nigeria (ICAN) and the Chartered Institute of Taxation of Nigeria (CITN). She is an alumnus of Yaba College of Technology.

She joined Longman Nigeria Plc in 1998 as an Assistant Accountant and rose to the position of Assistant Management Accountant in 2006. She was appointed Management Accountant in 2009, and was thereafter made the interim Head of Human Resource and Administration in 2011. In 2012, she rose to the position of Head of Finance and was appointed Finance Director in December 2014.

Learn Africa Plc

Directors' Report

For the year ended 31 December 2015

The Directors present their report on the affairs of the Company together with the Audited Financial Statements for the year ended 31 December, 2015.

Legal Form

The Company was incorporated in Nigeria under the Companies and Allied Matters Act as a Private Limited Liability Company in Nigeria in 1961. It also commenced business operations that same year. The Company was converted to a Public Limited Liability Company on 28 May, 1991 and its shares listed on the Nigerian Stock Exchange on 23 July, 1996.



Alhaji Hassan S. Bala
Acting Managing Director/
Chief Executive Officer

Principal Activities and Business Review

The principal activities of the Company continue to be publishing and distribution of education materials for all levels of learning: nursery, primary, secondary and tertiary.

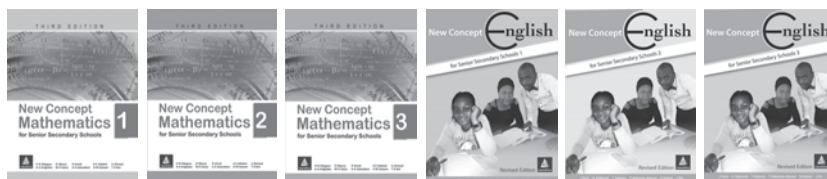
There was no change in the principal activities of the Company in the period under review.

Operating results

The profit/loss after taxation of the Company for the year ended 31 December, 2015 and the state of the Company's affairs as at that date are set out in the Company's financial statements on pages 32 to 96.

Profit/loss results for the Year, after taxation are as follows:

	2015 N'000	2014 N'000
Revenue	1,886,939	2,211,213
	=====	=====
Loss/profit before taxation	(618,007)	2,958
Income tax expense	(25,385)	(23,374)
	-----	-----
Loss after taxation	(643,392)	(20,416)
	=====	=====



Learn Africa Plc Directors' Report For the year ended 31 December 2015

The reduction in profit reported for the year under review compared to previous year was largely due to the reduction in earnings, as a result of the reassessment of the provision for the impairment of debts reflecting in the books prior to the Company's divestment exercise from Pearson Education. This reassessment has become necessary due to the challenging business environment in 2015. The results for the year ended December 31st 2015 are therefore reflective of a reduction in earnings and all pre-divestment debts.

Dividend

The Directors, in submitting to the shareholders the financial statements for the year ended 31 December, 2015, did not propose the payment of dividend for the year ended 31 December, 2015.

Shareholding and substantial shareholders

The issued and fully paid-up Share Capital of the Company is 771,450,000 ordinary shares of 50 kobo each. The Register of Members shows that as at 31 December, 2015, Mr Emeke F. Iwerebon held 9.9% and Mr Ade-Ajayi Jacob- Festus (Prof) held 5.50% of the Company's shares while Twenty (20) members held between 1% and 5%. Other shareholders held less than 1% respectively.

The Company shareholding structure as at 31 December 2015 is as stated below:

Structure description	Count	Holdings	% Holdings
Corporate	317	156,233	20.25
Foreign	3	36,756	0.00
Individuals	7,144	615,179,812	79.74
	7,464	771,450,000	100.00

Directors interest in shares

The interests of the Directors in the issued share capital of the Company as recorded in the Register of Directors' Shareholdings and/or as notified by them for the purpose of Section 275 of the Companies and Allied Matters Act CAP C20 LFN 2004 and the listing requirements of the Nigerian Stock Exchange are as follows:

Learn Africa Plc Directors' Report (Cont'd) For the year ended 31 December 2015

Holdings as at December, 2015

Name	Direct	Indirect
Chief Emeke Iwerebon	76,812,778	15,111,789
Alhaji Bala S. Hassan	-	-
Alhaji Awwalu M. Makarfi	-	-
Mr Frederick E. Ijewere	2,179,611	-
Hajia Binta Bakari	21,878,696	-
Mrs Yetunde Aina	-	-
Mr Gbolagunte Aiyedun	200,000	-
Mrs Cordelia Isioma Ojeile	-	-

Chief Emeke Iwerebon has also declared his majority interest in First Nationwide Limited, a company holding 15,111,789 ordinary shares in Learn Africa Plc.

Directors' interest in contracts

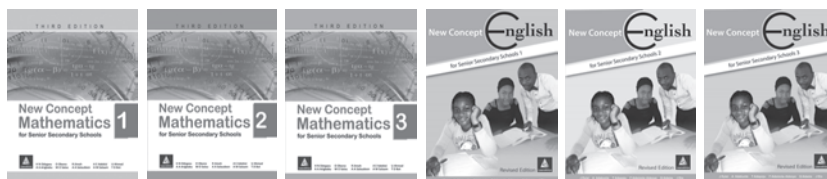
In accordance with Section 277 of the Companies and Allied Matters Act CAP C20 Laws of the Federation of Nigeria, 2004, no Director notified the Company of any interest in any contracts in which the Company was involved in the ordinary course of business during the year under review.

Acquisition of own shares

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

Analysis of Shareholding as at 31 December, 2015

Range of holdings	No. of Holders	Holders %	Units	Units %
1 - 1,000	731	9.79	336,899	0.04
1,001 - 5,000	1,269	17.00	3,320,032	0.43
5,001 - 10,000	2,351	31.50	17,728,440	2.30
10,001 - 50,000	2,265	30.35	47,900,356	6.21
50,001 - 100,000	416	5.57	29,439,869	3.82
100,001 - 500,000	298	3.99	61,145,601	7.93
500,001 - 1,000,000	46	0.62	34,469,754	4.47
1,000,001 - 5,000,000	57	0.76	120,722,294	15.65
5,000,001 - 10,000,000	12	0.16	76,724,775	9.95
10,000,001 - 50,000,000	19	0.25	379,661,980	49.21
50,000,001 - 771,450,000	0	0.00	0	0.00
Total	7,464	100.00	771,450,000	100.00



Learn Africa Plc

Directors' Report (Cont'd)

For the year ended 31 December 2015

2015 Corporate Governance Report

Learn Africa Plc, remains committed to institutionalising corporate governance principles. It continues to adhere to the implementation of the Corporate Governance Code of the Securities and Exchange Commission ("SEC Code") and best practices. The Company recognises that Corporate Governance standards and practices must be balanced to protect the interest of the shareholders of the Company.

The Board operates in line with obligations under the SEC Code and the Post Listing Rules of the Nigerian Stock Exchange. In addition, the Board and Committee Charters collectively provide the basis for promoting sound Corporate Governance in the Company.

Governance Structure

The Board

The ultimate responsibility for the governance of the Company resides with the Board of Directors who is accountable to shareholders for creating and delivering sustainable values through the management of the Company's business. The oversight functions and the role of the Board is guided by the provisions of the SEC Code, the Companies and Allied Matters Act, the Company's Articles of Association and relevant laws and regulations.

The Board is composed of eight (8) Directors made up of five (5) Non-Executive Directors, one of whom is an Independent Director, and three (3) Executive Directors in line with the SEC Code of Corporate Governance which requires a majority of Board members to be Non-Executive Directors. The Board is of a sufficient size relative to the scale and complexity of the Company's operations and is led by a Non-Executive Chairman who provides leadership to the Board in the discharge of its oversight functions. In line with best practice, there is a separation of powers between the Chairman and the Managing Director. The effectiveness of the Board derives from the diverse range of skills and competences of the Executive and Non-Executive Directors.

The Company's Articles of Association provide that the Board shall consist of not more than twelve (12) Directors. The following Directors held office during the financial year 2015:

Name	Designation
Chief Emeke Iwerebon	- Chairman
Mr Jacob Olusegun Oladipo	- Managing Director (Resigned wef 31 March, 2016)
Alhaji Awwalu Markarfi	- Independent Director
Mr Frederick Ijewere	- Non-Executive Director
Hajia Binta Bakari	- Non-Executive Director

Learn Africa Plc Directors' Report (Cont'd) For the year ended 31 December 2015

Mrs Yetunde Aina	- Non-Executive Director
Mr Gbolagunte Aiyedun	- Executive Director
Mrs Cordelia I. Ojeile	- Executive Director
Mr Julius Olowoniya	- Non-Executive Director (Retired wef 4 June, 2015)
Barr. Chinedu I. Iloeje	- Non-Executive Director (Resigned wef 4 June, 2015)
Com. Emmanuel O. Halim	- Non-Executive Director (Resigned wef 4 June, 2015)

Changes on the Board

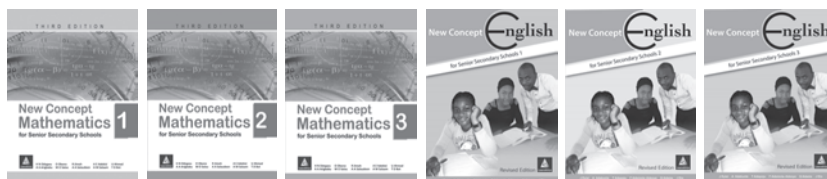
Mr Julius A. Olowoniya retired while Barr. Chinedu Iloeje and Comrade Emmanuel Halim resigned respectively at the last Annual General Meeting which took place on 4 June, 2015. In accordance with the Articles of Association, Mrs Yetunde Aina, Hajia Binta Bakari and Mr Gbolagunte Aiyedun being one-third of the Directors on the Board of the Company retire by rotation and being eligible offer themselves for re-election.

The Board met four (4) times during the year under review. The record of Directors' attendance at Board meetings is as set out below:

Name of Director	24/03/2015	3/06/2015	15/10/2015	3/12/2015
Chief Emeke Iwerebon	✓	✓	✓	✓
Mr Julius A. Olowoniya	✓	✓	N/A	N/A
Alhaji Awwalu M. Makarfi	✓	✓	✓	✓
Mr Frederick Ijewere	✓	✓	✓	✓
Mr Segun Oladipo	✓	✓	✓	✓
Com Halim Emmanuel	✓	✓	N/A	N/A
Hajia Binta Bakari	✓	✓	✓	✓
Barr Chinedu Iloeje	✓	✓	N/A	N/A
Mr Gbolagunte Aiyedun	✓	✓	✓	✓
Mrs Yetunde Aina	✓	✓	✓	✓
Mrs Cordelia I. Ojeile	✓	✓	✓	✓

Note:

- ✓ - Present
- × - Absent with apology
- N/A - Not a member of the Board as at this date.



Learn Africa Plc Directors' Report (Cont'd) For the year ended 31 December 2015

In accordance with the provisions of Section 258(2) of the Companies and Allied Matters Act, Cap C20, Laws of the Federation of Nigeria 2004, the record of Directors' Attendance at Board Meetings during the year under review is available at the Annual General Meeting for inspection.

Board Committees

The Board carries out its oversight functions through its three (3) Standing Committees each of which has a charter that clearly defines its purpose, composition, structure, frequency of meetings, duties, tenure and reporting lines to the Board. In line with best practice, the Chairman of the Board does not sit on any of the Committees. The Standing Committees are the Finance and Risk Management Committee, Remuneration and Governance Committee and the Statutory Audit Committee. The composition and responsibilities of the Committees are set out below:

Finance and Risk Management Committee

The Committee is tasked with the responsibility of assisting the Board in fulfilling its oversight responsibilities relating to:

Financial commitments and Investments;
The Company's financial and operating plan;
The company's financing plans, including funding and liquidity;
Balance sheet and Capital Management; and
Credit and Market Risk Management.

During the year under review, the Committee engaged in strategic discussions such as review and approval of the Company's risk management policy including its risk appetite and risk strategy, and review of the Company's risk management systems and internal control environment including the performance of the internal audit function (i.e. Internal Audit) and the Company's compliance with legal and regulatory requirements.

The Committee met four (4) times during the year under review and the table below shows the Directors who served on the Committee in 2015 and their attendance at the meetings:

Learn Africa Plc Directors' Report (Cont'd) For the year ended 31 December 2015

Name of Director	23/03/2015	2/06/2015	14/10/2015	1/12/2015
Mr Julius Abiodun Olowoniyi	✓	✓	N/A	N/A
Alhaji Awwalu Makarfi	✓	✓	N/A	N/A
Mr Frederick Ijewere	✓	✓	✓	✓
Mr Segun Oladipo	✓	×	✓	✓

Note:

- ✓ - Present
- ×
- N/A - Not a member of the Committee as at this date.

Remuneration and Governance Committee

The Committee advises the Board on its oversight responsibilities in relation to compensation, benefits and all other human resource matters affecting the Company. Specifically, the Committee is responsible for determining and executing the processes for Board appointments, recommending appropriate remuneration for Directors (both Non-Executive and Executive) and staff. The Committee also identifies individuals qualified to serve as members of the Board and recommends candidates to the Board for appointment.

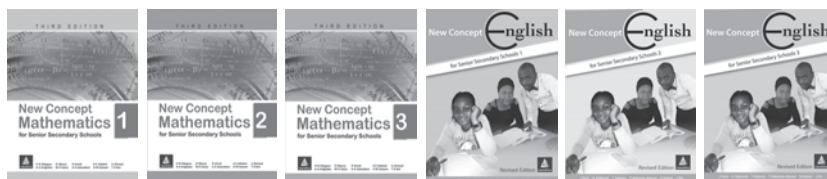
Key issues considered by the Committee during the period include promotion and appointment of top management staff as well as the review and approval of the Company's human resource operations.

The Committee met four (4) times during the year under review and the table below shows the Directors who served on the Committee in 2015 and their attendance at the meetings:

Name	20/03/2015	1/06/2015	13/10/2015	30/11/2015
Alhaji Awwalu Makarfi	✓	✓	✓	✓
Comrade Halim Emmanuel	✓	✓	N/A	N/A
Hajia Binta Bakari	✓	✓	✓	✓
Mr Chinedu Iloeje	×	✓	N/A	N/A
Mrs Yetunde Aina	N/A	N/A	✓	×

Note:

- ✓ - Present
- ×
- N/A - Not a member of the Committee as at this date.



Learn Africa Plc Directors' Report (Cont'd) For the year ended 31 December 2015

Statutory audit committee

The Committee, chaired by Superior Evangelist Anthony Omojola, is made up of three (3) Non-Executive Directors, and three (3) representatives of the shareholders. The Committee assists the Board in fulfilling its oversight responsibilities relating to the Company's financial statements, the independence of the Company's internal and external auditors and the Company's system of internal control and mechanism for receiving complaints regarding the Company's accounting and operating procedures.

The Committee met five (5) times during the year under review and the table below shows the members who served on the Committee in 2015 and their attendance at the meetings:

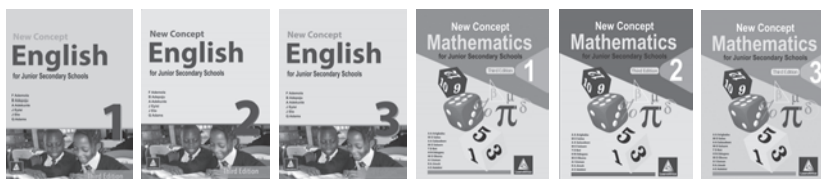
Name	27/01/2015	19/03/2015	25/05/2015	17/09/2015	27/11/2015
SUPE Anthony Omojola	✓	✓	✓	✓	✓
Comrade V.O Laseinde	✓	✓	✓	✓	✓
Mrs M. Joke Shofolahan	✓	✓	✓	✓	✓
Mr Julius A. Olowoniyi	✓	✓	✓	N/A	N/A
Com. Halim Emmanuel	✓	✓	✓	N/A	N/A
Hajia Binta Bakari	✓	✓	✓	N/A	N/A
Alhaji Awwalu M. Makarfi	N/A	N/A	N/A	✓	✓
Mr Fred Ijewere	N/A	N/A	N/A	✓	×
Mrs Yetunde Aina	N/A	N/A	N/A	✓	✓

Note:

- ✓ - Present
- ×
- N/A - Not a member of the Committee as at this date.

Shareholders' participation

The Company is conscious of, and promotes, shareholders' rights. It continues to take necessary steps in ensuring that shareholders participate actively in matters affecting the growth and development of the Company. The Board and the Management have significantly benefited from the shareholder members of the Audit Committee as well as the contributions of shareholders at the Annual General Meetings.



Learn Africa Plc Directors' Report (Cont'd) For the year ended 31 December 2015

Management team

The Board has a Management team that is charged with the responsibility of implementing policies and the day-to-day management of the affairs of the Company.

Membership of the Management team includes the following:

Managing Director/CEO	- Segun Oladipo (Resigned wef 31 March, 2016.)
Acting Managing Director	- Alhaji Hassan S. Bala (Appointed wef 1 April, 2016.)
Publishing Director	- Gbolagunte Aiyedun
Finance Director	- Cordelia Ojeile
Head of Distribution & Warehouse	- Raphael Amanam
Head of Publishing	- Segun Akanmu
Head of Production	- Lanre Kehinde
Head of Finance	- Herbert Nwoke
Chief Internal Auditor	- Paul Ohumasoni
Head of Sales	- John Fakoya
Human Resource Manager	- Grace Okon
Head of IT	- Olowu Paul

Corporate social responsibility

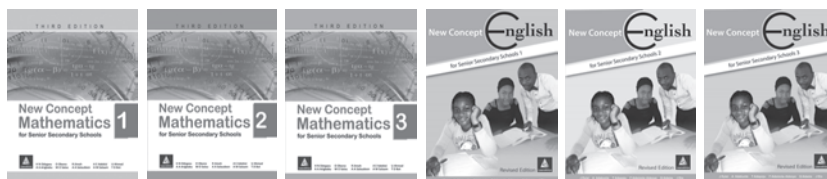
Our vision at Learn Africa Plc, is to be the leading learning resource company and to employ our resources in a socially responsible manner to provide consistently superior value to our stakeholders. As an integral part of the Nigerian society playing varied roles as an employer, partner, tax payer and competitor, the Company is committed to the growth and development of schools and education through the provision of educational infrastructure.

Learn Africa Educational Foundation (LAEDF)

Learn Africa Education Development Foundation (LAEDF) is the corporate social responsibility (CSR) of Learn Africa Plc, the foremost learning resource company.

The Foundation was established in 2012 to, among other things, promote learning and encourage academic excellence in the country. This, it does through the annual **Learn Africa-NECO Excellence Awards** which it began to hold in 2012.

The awards were instituted to underscore the importance of excellence in education to our national development. Specifically, the awards are aimed to encourage hard work, appreciate diligent scholarship and healthy competition amongst students, reward teachers



Learn Africa Plc Directors' Report (Cont'd) For the year ended 31 December 2015

for their dedication, and recognise schools that produce the outstanding students in the yearly NECO June/July Senior Secondary Examinations.

There are usually two categories of awards: **national** and **state**. The national awards go to the overall national best three candidates. For the state awards, 111 candidates comprising the three best candidates in each state and the Federal Capital Territory, Abuja usually receive exciting prizes. Moreover, one teacher from the school of the first prize winner in each state will receive special recognition during the event in appreciation of their sterling contributions to the students' success at the NECO June/July SSCE. In addition, the Foundation donates books to the libraries of the schools that produced the three best performing candidates in each state.

Prizes are also given to the overall best candidates in four selected subjects, i.e. Mathematics, English Language, Biology and History as follows: the New Concept Prize for the Best Grade in Mathematics, the New Concept Prize for the Best Grade in English Language, the Dr Ameyo Stella Adadevoh Prize for the Best Grade in Biology and the J.F. Ade-Ajayi Prize for the Best Grade in History. The awards for Biology and History were recently endowed in honour of two eminent Nigerians who distinguished themselves in their professional callings.

The 2015 national awards were held on Wednesday, 2 December at the Protea Hotels and Towers. The awards for the overall three best candidates went to Alabi Philip Toluwase of Our Lady & St. Francis Catholic College, Osogbo, Osun State (first position), Nwaoha Justin Ifeanyi of Isolog College, Ojodu, Lagos State (second position) and Babalola David Oluwasayo of Oritamefa Baptist Model School, Ibadan, Oyo State (third position). In addition, the New Concept Prize for the Best Grade in English Language went to Nanpon Sodhan Burnan from Government Secondary School, Kamkun (Plateau State), the New Concept Prize for the Best Grade in Mathematics was won by Oseghare William Herbert from O.A.U. International School, Ile-Ife (Osun State), John Keziah Dalyop from Imperial High School, Bauch-Wunti Dada (Bauchi State) who received the Dr Ameyo Stella Adadevoh Prize for the Best Grade in Biology while the J.F. Ade-Ajayi Prize for the Best Grade in History was received by Muhammad Ishaka Babachana, Ayetoro-Gbede (Kogi State). The prizes won included plaques, cash and computer laptops.

The Board of Trustees of the Foundation is chaired by the Chairman of Learn Africa Plc, Chief Emeke Iwerebon. Other members of the Board are Alhaji Bala Hassan, AMD/CE of Learn Africa Plc; Alhaji Awwalu Makarfi and Mrs Yetunde Aina, who are both non-executive directors of Learn Africa Plc. The late Dr Stella Ameyo Adadevoh was also a trustee of the Board from its inception until her passage.

Learn Africa Plc Directors' Report (Cont'd) For the year ended 31 December 2015

Presently, the Foundation is managed by Mr Toyosi Moronkola, a top Sales Manager at Learn Africa Plc, and ably supported by Mr Segun Akanmu, the Head of Publishing, Learn Africa Plc.

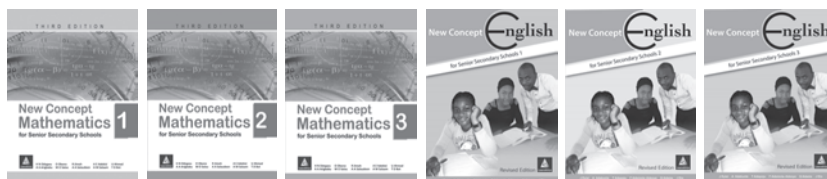
Pictures from 2015 LA-NECO Excellence Award



Other donations

During the year, the Company made donations amounting to ₦972,000 to the following underlisted organisations:

Beneficiary	State	Amount
Mathematical Ass. of Nig.	Lagos	100,000.00
Nigeria Bookfair Trust	Lagos	50,000.00
Queen's College	Lagos	100,000.00



Learn Africa Plc Directors' Report (Cont'd) For the year ended 31 December 2015

Federal Govt College	Imo	20,000.00
Nat. Assoc. of Proprietors of Private Sch.	Imo	30,000.00
Fed. Science Technical College	Imo	25,000.00
Cloonan Mem. Sec. School	Imo	20,000.00
Mind Builders School	Kwara	20,000.00
All Nig. Conf. of Principal of Sec. School	Kwara	175,000.00
Command School Enugu	Enugu	30,000.00
Government Junior Sec. School	Abuja	2,000.00
Mind Builders School	Lagos	15,000.00
St. Francis Catholic School	Lagos	100,000.00
Eng. Lang. Teacher Association	Lagos	50,000.00
Command Day Sec. School	Lagos	50,000.00
Apostolic Faith Secondary School	Lagos	35,000.00
Command Day Sec. School	Lagos	100,000.00
Princeton School	Lagos	50,000.00
		<u>972,000.00</u>

Securities Trading Policy

In accordance with the Post-Listing Rules of the Nigerian Stock Exchange, Learn Africa has in place a Securities Trading Policy which regulates securities transactions by its Directors. Employees and other insiders on terms which are no less exacting than the required standard set out in the Nigerian Stock Exchange Rules. The Policy and closed periods are communicated periodically to drive compliance. In respect of the year ended 31st December 2015, the Directors of Learn Africa hereby confirm that:

- A code of conduct regarding the securities transactions by all Directors has been adopted by the Company.
- Specific enquiry of all Directors has been made during the reporting period and there is no incidence of non-compliance with the listing rules of the Nigerian Stock Exchange, and Learn Africa's Code of Conduct, regarding security transactions by Directors.

Complaint Management Policy Framework

In compliance with the Securities and Exchange Commission Rule relating to the Complaints Management Framework of the Nigerian Capital Market ('SEC Rules') issued in February 2015, Learn Africa has further strengthened its complaint management procedure. The Company, therefore, has in place a formal complaint management policy by virtue of which complaints arising from issues covered under the Investment and Securities Act 2007 (ISA) are registered, promptly resolved and quarterly submission of same is made to the Nigerian Stock Exchange.

Learn Africa Plc

Directors' Report (Cont'd)

For the year ended 31 December 2015

Names and locations of major distributors

Zaria

- 1 Mustapha Bookshop – Kaduna
- 2 Yemi Bookshop – Kaduna
- 3 Kola Bookshop – Zaria

Onitsha

- 1 Michael Bookshop – Onitsha
- 2 Chief Egwu Bookshop – Onitsha
- 3 Ezendu Bookshop – Onitsh

Warri

- 1 Anuka Bookshop – Warri
- 2 Profor Bookshop – Warr
- 3 Raf and Law Bookshop – Warri

Akure

- 1 Arowolo Bookshop – Akure
- 2 Noble Bookshop – Akure
- 3 Adusco Bookshop – Ado Ekiti
- 4 Faith Bookshop – Ado Ekiti

Ilorin

- 1 Lara Bookshop
- 2 Alliance Bookshop
- 3 Monday Monday Bookshop

Lagos

- 1 Abiodun Bookshop – Yaba
- 2 University of Lagos Bookshop – Akoka
- 3 Adefela Bookshop – Yaba
- 4 Ambra Royal Bookshop – Ipaja
- 5 Okeyson Bookshop – Yaba

Ota/Sango

- 1 Goodness Bookshop – Sango
- 2 Omolola Bookshop – Sango
- 3 Laramery Bookshop – Ota

Enugu

- 1 Austin Bookshop – Enugu
- 2 Ukpaka Bookshop – Enugu
- 3 Azoribe Bookshop – Nsukka

Benin

- 1 Jomo Bookshop – Benin
- 2 Ken Jones Bookshop – Benin
- 3 Progress Bookshop – Benin

Agbor

- 1 Modern Bookshop – Agbor
- 2 All Saint Bookshop – Agbor
- 3 Standard Bookshop – Agbor

Abuja

- 1 Too Ventures Bookshop – Abuja
- 2 CSS Bookshop – Abuja
- 3 Almaz Bookshop – Abuja
- 4 Kizito Bookshop – Abuja

Ibadan

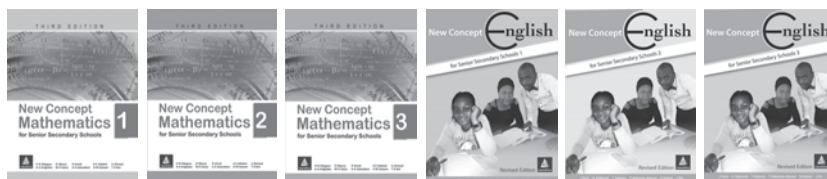
- 1 Musoro Bookshop – Ibadan
- 2 Akanni Bookshop – Ogbomosho
- 3 Arogundade Bookshop – Oyo

Ikorodu

- 1 Ohio Bookshop – Ikorodu
- 2 The Book Company Limited – Ikorodu
- 3 Jacobson Bookshop – Ikorodu
- 4 Steven Bookshop – Ikorodu
- 5 The Brains Bookshop – Ikorodu

Abeokuta

- 1 Fola Bookshop – Ijebu Ode
- 2 Tala Harmony Bookshop – Ijebu Ode
- 3 Joyn Crown Bookshop – Ijebu Ode



Learn Africa Plc Directors' Report (Cont'd) For the year ended 31 December 2015

Ajegunle

- 1 Garvik Bookshop – Ajegunle
- 2 Rightway Bookshop – Ajegunle
- 3 Madam BB Bookshop – Ajegunle
- 4 Odunayo Bookshop – Festac Town
- 5 Ore Ofero Bookshop – Lagos Island

Oshogbo

- 1 Sambest Bookshop – Osogbo
- 2 New Era Bookshop – Modakeke
- 3 Adelad Bookshop – Ilesa
- 4 Ejire Bookshop – Ilesa
- 5 Mukky Bookshop – Iwo

Kano

- 1 Zamani Bookshop – Kano
- 2 Amana Bookshop – Kano
- 3 De Young Bookshop – Kano
- 4 Cosmos Bookshop – Kano
- 5 Winning Bookshop – Kano

Jos

- 1 ACTS Bookshop – Jos
- 2 Modern Bookshop – Jos
- 3 GSA Bookshop – Jos
- 4 Central Bookshop – Jos

Port Harcourt

- 1 Linus Bookshop – Port Harcourt
- 2 Pathway Bookshop – Port Harcourt
- 3 Ebitare Bookshop – Bayelsa
- 4 Dove Bookshop – Port Harcourt
- 5 Uche Bookshop – Port Harcourt

Makurdi

- 1 De Peace Bookshop – Makurdi

Business conduct

Our business is conducted with integrity and due regard to the legitimate interest of all stakeholders. In furtherance of this, the Company has adopted policies such as a Code of Ethics and Business Conduct and Whistle blowing.

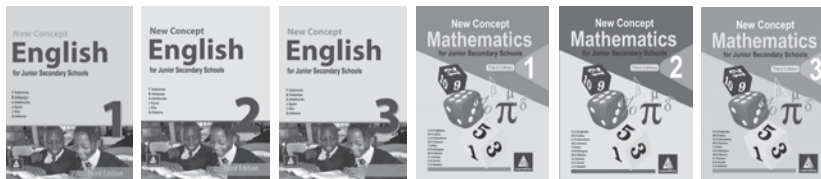
Environmental policy

This policy statement serves to demonstrate the Company's responsibility to the environment and the pursuit of world-class vision in all aspects of its operations. The Company strives to comply with all present and future environmental laws and regulations and continuously improves the efficiency of its operations to minimise its impact on the environment.

Human Resource policy

Employment of disabled persons

It is the policy of the Company that there should be no unfair discrimination in considering applications for employment, including those from disabled persons. All employees, whether or not disabled, are given equal opportunities to develop. As at 31 December, 2013, there was no disabled person in the employment of the Company.



Learn Africa Plc Directors' Report (Cont'd) For the year ended 31 December 2015

Employees' involvement and training

The Company is committed to keeping employees fully informed as much as possible, regarding the Company's performance and progress and seeking their views, wherever practicable, on matters which particularly affect them as employees.

Management, professional and technical experts are the Company's major assets, and investment in their future development continues.

The Company's expanding skill base has been extended by a range of trainings provided to its employees whose opportunities for career development within the Company have thus been enhanced. Training is carried out at various levels through both in-house and external courses.

Incentive schemes designed to meet the circumstances of each individual are implemented wherever appropriate and some of these schemes include bonuses.

Health, safety and welfare

The Company takes the health, safety and welfare of its employees very seriously, with a strong conviction that a healthy workforce will always be highly productive. Top health care providers have been carefully selected to look after the health care needs of employees and their dependants. We comply with relevant statutory provisions and regulations on health, safety and welfare matters.

Independent auditors

Messrs Ernst & Young served as the Independent Auditors during the year under review. The Independent Auditor's Report was signed by Mr Aliu Yusuf; a Partner in the Firm and a fellow of Institute of Chartered Accountants of Nigeria (ICAN).

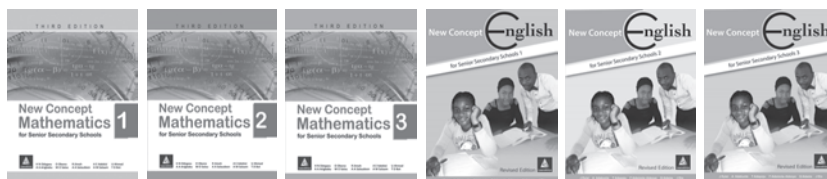
In accordance with Section 357(2) of the Companies and Allied Matters Act, Cap C20, Laws of the Federation of Nigeria, 2004, Messrs Ernst & Young have indicated their willingness to continue in office as Independent Auditors to the Company. A resolution will be proposed at the Annual General Meeting to authorise the Directors to fix their remuneration.

Dated: 15 July 2016

By Order of the Board

DCSL Corporate Services Limited
(Company Secretaries)

235, Ikorodu Road, Ilupeju, Lagos, Nigeria
Anne Agbo- FRC/2013/NBA/00000000855



Learn Africa Plc

Directors' Report (Cont'd)

For the year ended 31 December 2015

Statement of directors' Responsibilities

In accordance with the provisions of the Companies and Allied Matters Act 1990, the Directors of Learn Africa Plc. are responsible for the preparation of annual financial statements, which give a true and fair view of the financial position of the Company at the end of the year and of the financial performance and cash flow for the year then ended. The responsibilities include ensuring that:

- a) 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; CAP C20, laws of the Federation of Nigeria, 2004
- b) appropriate and adequate internal controls are established both to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- c) the Company prepares its financial statements, using suitable accounting policies supported by reasonable and prudent judgements and estimates, and that all applicable accounting standards have been followed and;

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;
- The requirements of the Companies and Allied Matters Act CAP C20, laws of the Federation of Nigeria 2004
- The requirements of the Financial Reporting Council of Nigeria Act. No 6. 2011


The Directors are of the opinion that the financial statements give a fair view of the state of the financial position of the Company and of its performance and cash flow for the year.

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.

Signed on Behalf of the Board of Directors By:


Chief Emeke Iwerebon
Chairman
(FRC/2014/IODN/00000002046)
15 July 2016


Alhaji Hassan S. Bala
AG. Managing Director
(FRC/2016/IODN/00000015071)
15 July 2016

Learn Africa Plc

Independent Auditor's Report

For the year ended 31 December 2015



Ernst & Young
10th & 13th Floors
UBA House
57, Marina
P. O. Box 2442, Marina
Lagos.

Tel: +234 (01) 63 14500
Fax: +234 (01) 46 30481
Email: services@ng.ey.com
www.ey.com

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LEARN AFRICA PLC

Report on the financial statements

We have audited the accompanying financial statements of Learn Africa Plc, which comprise the statement of financial position as at 31 December 2015, the statement of profit or loss and other comprehensive income, statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

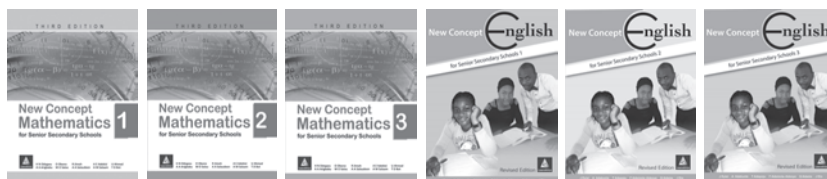
The company's directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the provisions of the Companies and Allied Matters Act, CAP C20 Laws of the Federation of Nigeria 2004 and the Financial Reporting Council of Nigeria Act No 6, 2011 for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether 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 auditors' 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 auditors consider 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 audit opinion.



Learn Africa Plc

Independent Auditor's Report

For the year ended 31 December 2015

Opinion

In our opinion, the financial statements presents fairly in all material respects the financial position of Learn Africa Plc as at 31 December 2015 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards, Financial Reporting Council of Nigeria Act No 6, 2011 and the provisions of the Companies and Allied Matters Act, CAP C20 Laws of the Federation of Nigeria 2004.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

LEARN AFRICA PLC- Continued

Report on Other Legal and Regulatory Requirements

In accordance with the requirement of Schedule 6 of the Companies and Allied Matters Act, CAP C20 Laws of the Federation of Nigeria 2004, we confirm that:

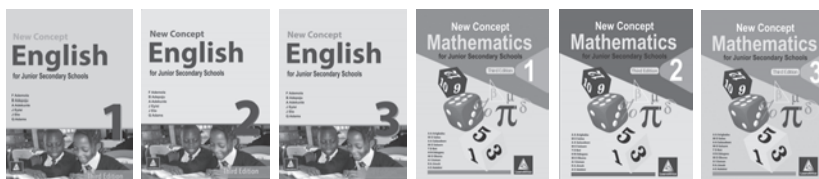
- i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- ii) in our opinion, proper books of account have been kept by the Company, so far as appears from our examination of those books;
- iii) the Company's financial position and statement of profit or loss and other comprehensive income are in agreement with the books of account.

Yusuf Aliu, FCA,
FRC/2012/ICAN/00000000138

For: Ernst & Young
Chartered Accountants
Lagos, Nigeria

8 April 2016





Learn Africa Plc Audit Committee's Report For the year ended 31 December 2015



Learn Africa Plc RC 2637
formerly Longman Nigeria Plc

Head Office: Felix Iwerebon House,
52 Oba Akran Avenue, Ikeja, Lagos.
Tel: +234 (01) 7403967, 4393111
E-mail: learnafrika@learnafricapl.com
Website: www.learnafricapl.com

Learn Africa Plc
Audit Committee's Report
For the year ended 31 December 2015

REPORT OF THE AUDIT COMMITTEE TO THE MEMBERS OF LEARN AFRICA PLC

In compliance with the Provisions of Section 359(6) of the Companies and Allied
Matters Act, we report as follows:

- We have ascertained and hereby confirm that the accounting and reporting policies of the company are in accordance with legal requirements and agreed ethical practices.
- The scope and planning of audit requirements for the year ended 31 December, 2015 are adequate.
- We are satisfied with the External Auditors' Management Report for the year ended 31 December 2015, as well as the response of the Management thereto.

Dated 6 April, 2016

SUP. SNR. EVANGELIST (DR.) A.O. OMOJOLA

Chairman, Audit Committee
FRC/2013/CIBN/0000002341

Members of the Audit Committee

- | | | |
|--|---|------------------------|
| 1. Sup. Snr. Evangelist (Dr.) A.O. Omojola | - | Shareholder/Chairman |
| 2. Mrs Mary Joke Shofolahan | - | Shareholder |
| 3. Cdre Victor O. Laseinde (Rtd) | - | Shareholder |
| 4. Alhaji M. Awwalu Makarfi | - | Non-Executive Director |
| 5. Mrs Yetunde Aina | - | Non-Executive Director |
| 6. Mr Fred Ijewere | - | Non-Executive Director |

Chief Eneke Iwerebon - Chairman, Alhaji Hassan S Bala - Acting Managing Director
Directors: Alhaji M. Awwalu Makarfi, Mr Fred Ijewere, Hajia Binta Bakari, Mrs Yetunde Aina
Executive Directors: Mr Gbolu Ayedun, Mrs Isoma C. Ojelle



1



2



3



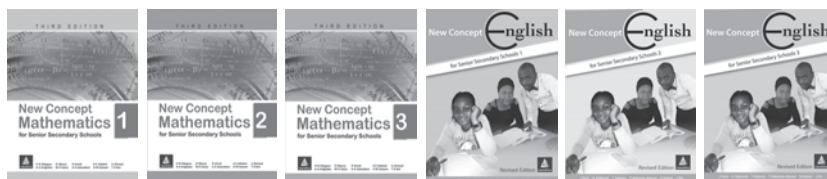
4



5



6



Learn Africa Plc

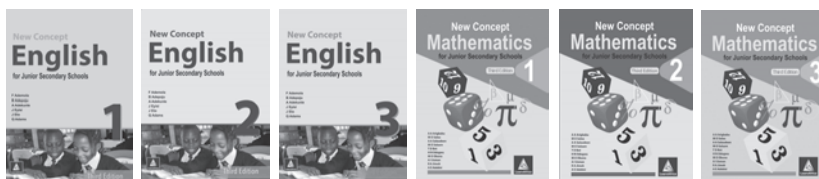
Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2015

		2015	2014	2013
			Restated *	Restated *
Assets	Notes	N'000	N'000	N'000
Revenue	4	1,886,939	2,211,213	2,277,955
Cost of sales	5.3	(1,004,090)	(1,148,755)	(1,147,814)
Gross profit		882,849	1,062,458	1,130,141
Other operating income	5.1	31,191	6,294	17,226
Selling and distribution expenses	5.5	(342,261)	(352,940)	(359,824)
Administrative expenses	5.4	(1,214,149)	(746,985)	(720,810)
Operating (loss)/profit		(642,370)	(31,173)	66,733
Finance income	5.2	24,363	34,131	58,978
(Loss)/profit before taxation		(618,007)	2,958	125,711
Income tax	6.1	(25,385)	(23,374)	(47,121)
(Loss)/profit for the year		(643,392)	(20,416)	78,590
Other comprehensive income		-	-	-
Total comprehensive income for the year net of tax		(643,392)	(20,416)	78,590
(Loss)/profit per share				
Basic (loss)/earnings per share (kobo)		(83)	(3)	10

* Certain amounts shown here do not correspond to the 2013 and 2014 financial statements and reflect adjustments made; refer to Note 20.

See notes to the financial statements.




Learn Africa Plc

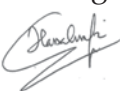
Statement of Financial Position


For the year ended 31 December 2015

		2015	2014	2013
	Notes	N'000	Restated * N'000	Restated * N'000
Assets				
Non-current assets				
Property, plant and equipment	8	284,394	304,610	330,442
Investment property	9	237,000	227,500	225,000
Intangible asset	10	6,416	9,329	11,404
Deferred tax asset	6.4	-	7,502	687
Non-current prepayments	11.2	2,938	9,841	102,588
Total non-current assets		530,748	558,782	670,121
Current assets				
Inventories	12	1,565,781	1,482,032	1,592,935
Trade and other receivables	13	905,478	1,440,769	1,505,044
Prepayments	11.2	23,236	15,258	12,964
Cash and cash equivalents	14	560,267	553,339	852,727
		3,054,762	3,491,398	3,963,670
Total assets		3,585,510	4,050,180	4,633,791
Equity and liabilities				
Equity				
Issued share capital	15	385,725	385,725	385,725
Share premium	15	1,940,214	1,940,214	1,940,214
Other capital reserve	15	67,703	67,703	67,703
Retained earnings		351,228	1,087,194	1,200,184
Total equity		2,744,870	3,480,836	3,593,826
Current liabilities				
Trade and other payables	17	706,599	463,942	886,896
Income tax payable	6.2	25,730	30,189	46,866
Provisions	18	108,311	75,213	106,203
		840,640	569,344	1,039,965
Total equity and Liabilities		3,585,510	4,050,180	4,633,791

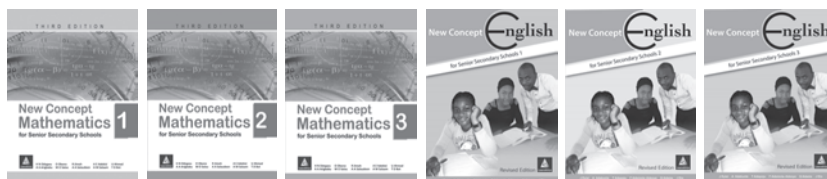
Approved by the Board on 8 April 2016 and signed on its behalf by:


 Emeke Iwerebon
 FRC/2014/IODN/00000002046


 Alhaji Hassan Bala
 FRC/2016/IODN/00000015071


 Cordelia Ojeile
 FRC/2014/ICAN/00000002038

* Certain amounts shown here do not correspond to the 2013 and 2014 financial statements and reflect adjustments made; refer to Note 20.
 See notes to the financial statements.



Learn Africa Plc

Statement of Changes in Equity

For the year ended 31 December 2015

	Issued capital N'000	Share premium N'000	Other Capital reserve N'000	Retained earnings N'000	Total N'000
At 1 January, 2013	385,725	1,940,214	67,703	1,182,458	3,576,100
Adjustment on correction of error (Note 20)	-	-	-	93,426	93,426
At 1 January, 2013 (restated *)	385,725	1,940,214	67,703	1,275,884	3,669,526
Profit for the year (restated *)	-	-	-	78,590	78,590
Dividends (Note 16)	-	-	-	(154,290)	(154,290)
At 31 December, 2013	385,725	1,940,214	67,703	1,200,184	3,593,826
Loss for the year (restated *)	-	-	-	(20,416)	(20,416)
Dividends (Note 16)	-	-	-	(92,574)	(92,574)
At 31 December, 2014	385,725	1,940,214	67,703	1,087,194	3,480,836
At 1 January, 2015	385,725	1,940,214	67,703	1,087,194	3,480,836
Loss for the year	-	-	-	(643,392)	(643,392)
Dividends (Note 16)	-	-	-	(92,574)	(92,574)
At 31 December, 2015	385,725	1,940,214	67,703	351,228	2,744,870

* Certain amounts shown here do not correspond to the 2013 and 2014 financial statements and reflect adjustments made; refer to Note 20.

See notes to the financial statements.

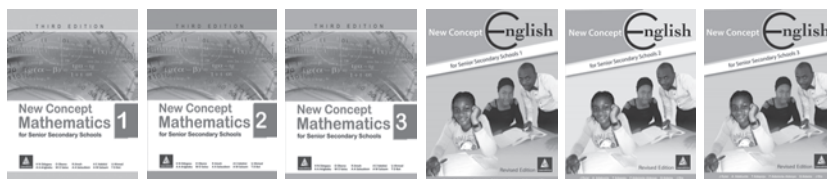
Learn Africa Plc

Statement of Cash Flow

For the year ended 31 December 2015

	Notes	2015 N'000	2014 N'000
Cash receipts from customers		2,438,407	2,273,292
Payments to suppliers		(1,924,893)	(2,026,929)
Payments to employees		(412,822)	(439,166)
Income tax paid	6.2	(9,059)	(18,609)
Net cash flow from operating activities	19	91,633	(211,412)
Investing activities			
Interest received	5.2	24,363	34,131
Proceeds from sale of property, plant and equipment		25,050	3,644
Purchase of property, plant and equipment	8	(41,545)	(32,377)
Purchase of intangible assets	10	-	(800)
Net cash flow from investing activities		7,868	4,598
Financing activities			
Dividend paid	16	(92,574)	(92,574)
Net cash flow used in financing activities		(92,574)	(92,574)
Net increase/(decrease) in cash and cash equivalents		6,928	(299,388)
Cash and cash equivalents at 1 January, 2015		553,339	852,727
Cash and cash equivalents at 31 December, 2015	14	560,267	553,339

See notes to the financial statements.



Learn Africa Plc

Notes to the Financial Statements

For the year ended 31 December 2015

1 The Reporting Entity

Learn Africa Plc is a public limited liability company incorporated and domiciled in Nigeria whose shares are publicly traded. The registered office is located at 52 Oba Akran Avenue, Ikeja, Lagos in Nigeria. The principal activities of the company are publishing and distribution of educational materials for all levels of learning – Nursery, Primary, Secondary and Tertiary.

2 Basis of preparation

The financial statements of Learn Africa Plc have been prepared in accordance with International Financial Reporting Standards (IFRS), the provisions of the Companies and Allied Matters Act, CAP C20 Laws of the Federation of Nigeria 2004 and Financial Reporting Council of Nigeria Act, No 6, 2011.

2.1 Accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements have been prepared on a historical cost basis, except for investment properties, of which have been measured at fair value. These financial statements are presented in Nigerian Naira, which is the Company's functional currency. All financial information presented in Naira has been rounded to nearest thousand (N'000) except where otherwise indicated.

Significant accounting, estimates and assumptions

The preparation of the financial statements requires Management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amounts of the assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation of uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Going concern

Learn Africa Plc is a going concern, which assumes that it will be able to continue operations into the foreseeable future and will be able to realise its assets and discharge its liabilities in the normal course of business.

Material estimates in the financial statements include the following:

Accounts receivable

The allowance for doubtful accounts involves Management's judgment and review of individual receivable balances based on an individual customer's prior payment record, current economic trends and analysis of historical bad debts of a similar type.

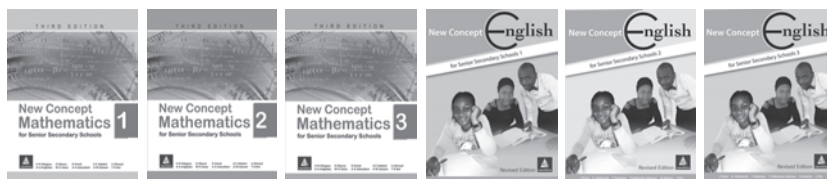
Property, plant and equipment, and intangible assets

Judgments are utilised in determining the depreciation and amortisation rates and useful lives of these assets at the end of the period.

Investment property

Investment property is measured initially at its cost, including related transaction costs and, where applicable, borrowing costs.

After initial recognition, investment property is carried at fair value. Investment property under construction is measured at fair value, if the fair value is considered to be reliably determinable. Investment property under construction for which the fair value cannot be determined reliably, but for which the Company expects that the fair value of the property will be reliably determinable when construction is completed, is measured at cost less impairment until the fair value becomes reliably determinable or construction is completed - whichever is earlier. Fair value is based on active market prices, adjusted, if necessary, for differences in the nature, location or condition of the specific asset. If this information is not available, the Company uses alternative valuation methods, such as recent prices on less active markets or discounted cash flow projections. Valuations are performed as of the reporting date by professional valuers who hold recognised and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. These valuations form the basis for the carrying amounts in the financial statements.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Changes in fair values are recognised in the profit or loss in the period in which they arise, including the corresponding tax effect. Investment properties are derecognised when they have been disposed of. Where the Company disposes of a property at fair value in an arm's length transaction, the carrying value immediately prior to the sale is adjusted to the transaction price, and the adjustment is recorded in the profit or loss within net gain from fair value adjustment on investment property.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment. Its fair value at the date of reclassification becomes its cost for subsequent accounting purposes. However, if owner-occupied property becomes an investment property, the Company accounts for it in accordance with the policy stated under property, plant and equipment up to the date of change.

Further details of fair value of investment property is disclosed in Note 9.

Warranty provisions

A provision is recognised for expected warranty claims on books sold during the last one year, based on past experience of the level of returns. It is expected that most of these costs will be incurred in the next financial year and all will have been incurred within one year after the reporting date. Assumptions used to calculate the provision for warranties were based on current sales levels and anticipated rate of return based on one year warranty period for all books sold in the prior year.

2.2 Summary of significant accounting policies

The following are the significant accounting policies applied by Learn Africa Plc in preparing its financial statements:

2.2.1 Intangible Assets

Intangible assets include purchased computer software and software licences with finite useful lives.

Purchased software and software licences are recognised as assets if there is sufficient certainty that future economic benefits associated with the item will flow to the entity. Amortisation is calculated, using the straight-line method between 6 and 10 years.

Computer software primarily comprises external costs and other directly attributable costs.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives between 6 and 10 years is recognised in profit or loss as the expense category that is consistent with the function of the intangible assets. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the other operating income when the asset is derecognised.

2.2.2 Property, plant and equipment

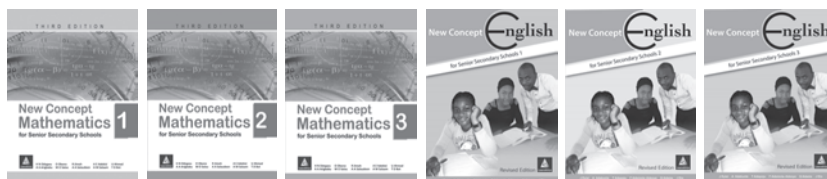
Property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment loss. Cost comprises the cost of acquisition and costs directly related to the acquisition up until the time when the asset is available for use. In the case of assets of own construction, cost comprises direct and indirect costs attributable to the construction work, including salaries and wages, materials, components and work performed by subcontractors. Such cost also includes the cost of replacing part of the property, plant and equipment.

When significant parts of property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Replacement or major inspection costs are capitalised when incurred and if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.

The depreciation base is determined as cost less any residual value. Depreciation is charged on a straight-line basis over the estimated useful lives of the assets and begins when the assets are available for use.

The assets' residual values, and useful lives and method of depreciation are reviewed and adjusted, if appropriate, at each financial year end and adjusted prospectively, if appropriate.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Impairment reviews are performed when there are indicators that the carrying value may not be recoverable. Impairment losses are recognised in the profit or loss as an expense.

The estimated useful lives of the major asset categories are:

Asset category	Useful lives (Years)
Long leasehold land and buildings	50
Plant and machinery	10
Furniture, fittings and equipment	10
Motor Trucks	6
Motor Vehicle	6
Computer hardware	4

An item of property and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in other operating income in the year the asset is derecognised.

2.2.3 Loss per share

The company presents basic loss per share (EPS) data for its ordinary shares.

Basic loss per share is calculated by dividing the loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

2.2.4 Impairment of non-financial assets

Property, plant and equipment and intangible assets are reviewed at each reporting date to determine whether or not there is any indication of impairment. If any such indication exists, then the assets recoverable amount is estimated. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash-generating units (CGUs). The recoverable amount is the higher of an asset's fair value less costs to sell and value in use (being the present value of the expected future cash flow of the relevant asset or CGUs).

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Learn Africa Plc evaluates impairment losses for potential reversals when events or circumstances may indicate such consideration is appropriate. The increased carrying amount of an asset other than goodwill attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. Impairment losses and reversals are recognised in profit or loss.

2.2.5 Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

Raw materials:

Purchase cost on a first in, first out basis.

Goods-in-transit, work-in-progress and finished goods

Goods-in-transit are valued at invoice prices together with other attributable charges.

The cost of finished goods comprises suppliers' invoice prices and, where appropriate, freight, printing costs and other charges incurred to bring the materials to their location and condition.

Cost of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity but excluding borrowing costs.

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

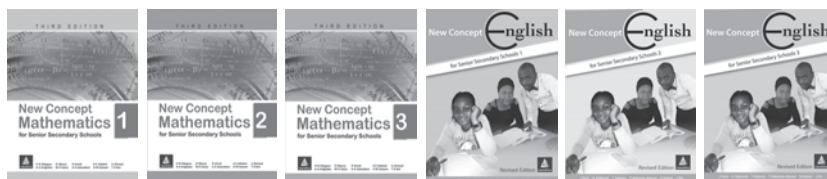
2.2.6 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one party and a financial liability or equity instrument of another party.

- **Financial assets**

Initial recognition and measurement

Financial assets are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale financial assets.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Learn Africa Plc determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus directly attributable transaction costs.

The company's financial assets include cash, trade and other receivables.

Subsequent measurement

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

Loans and receivables are initially recognised at the amount expected to be received, less, when material, a discount to reduce the receivables to fair value.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in profit or loss. The losses arising from impairment are recognised in administrative expenses.

Derecognition of financial assets

A financial asset (or, when applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- a) The rights to receive cash flow from the asset have expired or
- b) The Company retains the right to receive cash flow from the asset or has assumed an obligation to pay the received cash flow in full without material delay to a third party under a 'pass-through' arrangement; and either:
 - i) The company has transferred substantially all the risks and rewards of the asset or
 - ii) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its right to receive cash flow from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Company's continuing involvement in the asset.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Impairment of financial assets

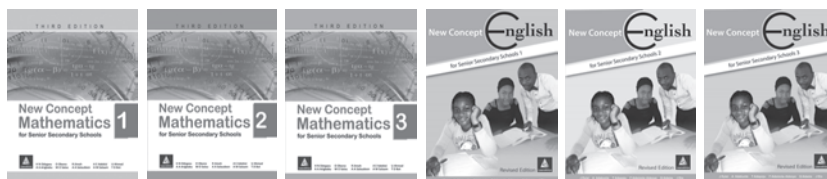
The Company assesses at each reporting date whether or not there is any objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flow of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors are experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows such as changes in arrears or economic conditions that correlate with defaults. Receivables together with the associated allowance are written off when there is no realistic prospect of future recovery.

- **Financial assets carried at amortised cost**

For financial assets carried at amortised cost, the Company first assesses individually whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss on assets carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flow (excluding future expected credit losses that have not been incurred) discounted at the financial asset's original effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in profit or loss.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other operating income in profit or loss.

- **Financial liabilities**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs carried at amortised cost. This includes directly attributable transaction costs. Learn Africa Plc's financial liabilities are trade and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

Gains or losses on liabilities held for trading are recognised in profit or loss. The Company has not designated any financial liabilities upon initial recognition as at fair value through profit or loss.

Financial liabilities at amortised cost

Financial liabilities at amortised cost include accounts payable and accrued liabilities. Trade payables are initially recognised 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 amortised cost, using the effective interest method. Financial liabilities are classified as current liabilities if payment is due within 12 months. Otherwise, they are presented as non-current liabilities.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

2.2.7 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less in the statement of financial position.

For the purpose of the statement of cash flow, cash and cash equivalents consist of cash and cash equivalents as defined above.

2.2.8 Taxation

Current income and Education taxes

Current income and education taxes assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date in Nigeria. Current income and education taxes assets and liabilities also include adjustments for tax expected to be payable or recoverable in respect of previous periods.

Deferred tax

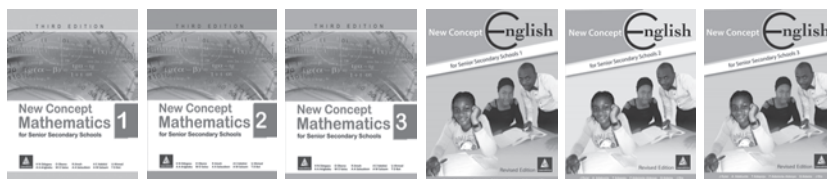
Deferred tax is provided, using the liability method in respect of temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

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 profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.2.9 Provisions

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

The expense relating to any provision is presented in profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted, using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Warranty provisions

Provisions for warranty-related costs are recognised when the product is sold or service provided to the customer. The initial determination of the extent of the warranty provision and recognition is based on historical experience and past trends. The initial estimate of warranty-related costs is revised annually.

Contingent liability

Contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefit is remote. A provision for the part of the obligation for which an outflow of resources embodying economic benefits is probable is recognised, except in the extremely rare circumstances where no reliable estimate can be made.

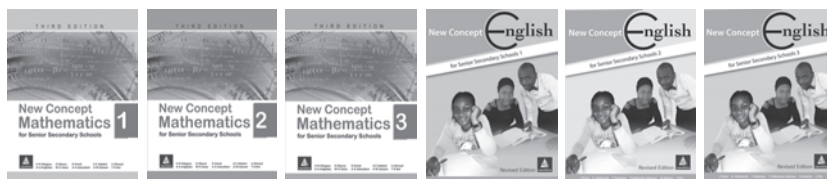
Contingent liabilities are assessed continually to determine whether or not an outflow of economic benefit has become probable.

2.2.10 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Company has concluded that it is acting as a principal in all of its revenue arrangements.

Sale of goods

Learn Africa Plc's revenue comprises the fair value of the consideration received or receivable from the sale of publishing and distribution of educational materials for all levels of learning – Nursery, Primary, Secondary and Tertiary – in the ordinary



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

course of the company's activities. Revenue is shown, net of value-added tax, estimated returns, rebates and discounts. Revenue is recognised when the amount of revenue can be reliably measured; it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the activities. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved.

Interest income

These are interest on short-term deposits which are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

2.2.11 Investment properties

Investment properties are measured initially at cost, including transaction costs. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met; and excludes the costs of day-to-day servicing of an investment property. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in other operating income in the year in which they arise.

Fair values are evaluated annually by an accredited external, independent valuer, applying a valuation model recommended by the International Valuation Standards Committee.

Investment properties are derecognised either when they have been disposed of, or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of retirement or disposal.

Transfers are made to or from investment property only when there is a change in use evidenced by the end of owner-occupation, commencement of an operating lease to another party or completion of construction or development. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Company accounts for such property in accordance with the policy stated under property and equipment up to the date of the change in use.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

2.2.12 Employee benefits

a) **Defined contribution plans**

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 employees service in the current and prior period.

For defined contribution plans, the Company pays contributions to publicly or privately administered pension fund administrator (PFA) on a mandatory basis in line with Pension Act. The Company has no further payment obligations once the contributions have been paid.

The Company operates a defined contribution pension scheme in line with the Pension Reform Act 2014. The employees and the Company contribute 8% and 10% of basic salary, housing and transport allowances respectively. The Company's contributions are accrued and charged to the Statement of profit or loss as and when the relevant service is provided by employees. The Company has no further payment obligations once the contributions have been paid.

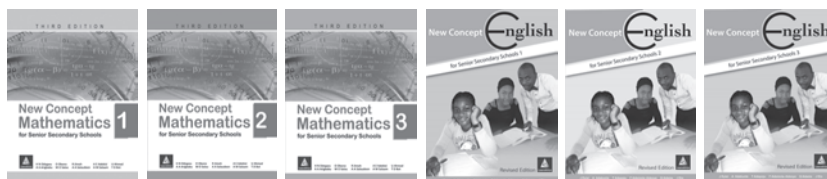
b) **Short-term employee benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

2.2.13 Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded by the Company's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in profit or loss.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated, using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated, using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of gain or loss on change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss are also recognised in other comprehensive income or profit or loss, respectively).

2.2.14 Share capital and reserves

a) Share issue costs

Incremental costs directly attributable to the issue of an equity instrument are deducted from the initial measurement of the equity instruments.

b) Dividend on ordinary shares

Dividends on the Company's ordinary shares are recognised in equity in the period in which they are paid or, if earlier, approved by the Company's shareholders.

c) Other capital reserves

This relates to revaluation surplus on property, plant and equipment prior to date of transition to IFRS.

2.2.15 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lease

A lease is classified at the inception date as finance or operating lease. A lease that does not transfer substantially all the risks and rewards incidental to ownership is classified as an operating lease. Operating lease payments are recognised as an administrative expense in profit or loss on a straight-line basis over the lease term.

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

3.1 Standards issued but not yet effective

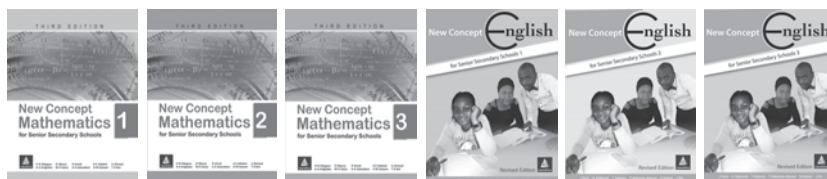
Standards and interpretations issued but not yet effective up to the date of issuance of the Company's financial statements are disclosed below. The Company is currently assessing the impact that these standards will have on the financial position and performance. The Company intends to adopt these standards if applicable.

IFRS 9 Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments that replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. IFRS 9 brings together all three aspects of the accounting for financial instruments project: classification and measurement, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after 1 January, 2018, with early application permitted. Except for hedge accounting, retrospective application is required but providing comparative information is not compulsory. For hedge accounting, the requirements are generally applied prospectively, with some limited exceptions. The Company is in the process of assessing the impact adoption of IFRS 9 will have on the classification, measurement and impairment of the Company's financial assets: however, there would be no impact on the classification.

IFRS 14 Regulatory Deferral Accounts

IFRS 14 is an optional standard that allows an entity, whose activities are subject to rate-regulation, to continue applying most of its existing accounting policies for regulatory deferral account balances upon its first-time adoption of IFRS. Entities that adopt IFRS 14 must present the regulatory deferral accounts as separate line items on the statement of financial position and present movements in these account balances as separate line items in the statement of profit or loss and other comprehensive income. The standard requires disclosures on the nature of, and risks associated with, the entity's rate-regulation and the effects of that rate-regulation on its financial statements. IFRS 14 is effective for annual periods beginning on or after 1 January, 2016. Since the Company is an existing IFRS preparer, this standard would not apply.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

IFRS 15 Revenue from Contracts with Customers

IFRS 15 was issued in May 2014 and establishes a five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The new revenue standard will supersede all current revenue recognition requirements under IFRS. Either a full retrospective application or a modified retrospective application is required for annual periods beginning on or after 1 January, 2018. Early adoption is permitted. The Company is currently assessing the impact of IFRS 15 and plans to adopt the new standard on the required effective date.

Amendments to IAS 16 and IAS 38

Clarification of acceptable methods of depreciation and amortisation

The amendments clarify the principle in IAS 16 and IAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are effective prospectively for annual periods beginning on or after 1 January, 2016, with early adoption permitted. These amendments are not expected to have any impact to the Company given that the Company has not used a revenue-based method to depreciate its non-current assets.

Annual improvements 2012 – 2014 cycle

These improvements are effective for annual periods beginning on or after 1 January 2016. They include:

IFRS 5 Non-current assets held for sale and discontinued operations

Assets (or disposal groups) are generally disposed of either through sale or distribution to owners. The amendment clarifies that changing from one of these disposal methods to the other would not be considered a new plan of disposal, rather it is a continuation of the original plan. There is, therefore, no interruption of the application of the requirements in IFRS 5. This amendment must be applied prospectively. This amendment is not expected to have any impact on the Company given that the Company has no such non-current assets in its business operation.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

IAS 34 Interim financial reporting

The amendment clarifies that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the interim financial report (e.g. in the management commentary or risk report). The other information within the interim financial report must be available to users on the same terms as the interim financial statements and at the same time. This amendment must be applied retrospectively. These amendments are not expected to have any impact on the Company.

IAS 19 Employee benefits

The amendment clarifies that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used. This amendment must be applied prospectively. The Company assessed the standard will not have any impact on the Company's financial statements.

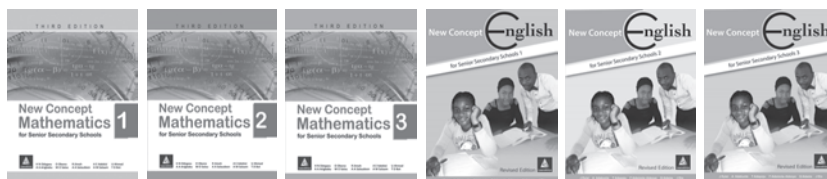
IFRS 7 Financial instruments: Disclosures

i) Servicing contracts

The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and the arrangement against the guidance for continuing involvement in IFRS 7 in order to assess whether or not the disclosures are required. The assessment of which servicing contracts constitute continuing involvement must be done retrospectively. However, the required disclosures would not need to be provided for any period beginning before the annual period in which the entity first applies the amendments.

ii) Applicability of the amendments to IFRS 7 to condensed interim financial statements

The amendment clarifies that the offsetting disclosure requirements do not apply to condensed interim financial statements, unless such disclosures provide a significant update to the information reported in the most recent annual report. This amendment must be applied retrospectively. This amendment will not have any impact on the Company's financial statements.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Amendments to IAS 1-IAS 1disclosures initiative

It is effective for annual periods beginning on or after 1 January, 2016. Early application is permitted and entities do not need to disclose that fact because the Board considers these amendments to be clarifications that do not affect an entity's accounting policies or accounting estimates.

The amendments to IAS 1 presentation of financial statements clarify, rather than significantly change, existing IAS 1 requirements. The amendments clarify:

- The materiality requirements in IAS 1
- That specific line items in the statement(s) of profit or loss and OCI and the statement of financial position may be disaggregated.
- That entities have flexibility as to the order in which they present the notes to financial statements
- That the share of OCI of associated and Joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between these items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement(s) of profit or loss and other comprehensive income.

These amendments will impact the Company's financial statements presentation and disclosure requirements in IFRS, and do not affect recognition and measurements.

IFRS 16 - Leases

Effective for annual periods beginning on or after 1 January, 2019. Early application is permitted, but not before an entity applies IFRS 15. The key features of the amendment are:

The new standard requires lessees to account for all leases under a single on-balance sheet model (subject to certain exemptions) in a similar way to finance leases under IAS 17.

Lessees recognise a liability to pay rentals with a corresponding asset, and recognise interest expense and depreciation separately.

The new standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g. personal computer) and short-term leases (i.e. leases with a lease term of 12 months or less).

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Reassessment of certain key considerations (e.g. lease term, variable rents based on an index or rate, discount rate) by the lessee is required upon certain events. Lessor accounting is substantially the same as today's lessor accounting, using IAS 17's dual classification approach.

The Company is still assessing the impact of this amendment.

IAS 12 – Taxes: Recognition of deferred tax assets for unrealised losses

The amendment clarifies the accounting for deferred tax assets for unrealised losses on debt instruments measured at fair value. The amendments clarify:

The requirements relating to recovery of an asset for more than its carrying amount in a way that enhances understanding and reduces the risk of an arbitrary estimate of probable future taxable profit was revised.

That taxable profit excluding tax deductions used for assessing the utilisation of deductible temporary differences is different from taxable profit on which income taxes are payable.

The amendment is effective for annual periods beginning on or after 1 January, 2017.

The Company is still assessing the impact of this amendment.

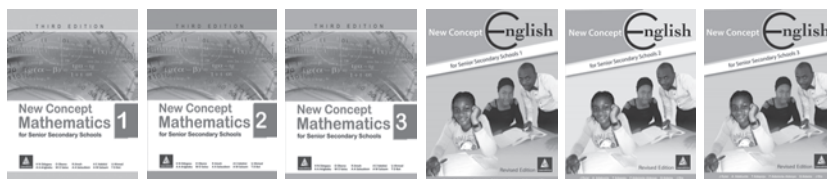
IFRS 10, IFRS 12 and IAS 28 Investment Entities

Applying the consolidation exception - amendments to IFRS 10, IFRS 12 and IAS 28

This is effective for annual periods beginning on or after 1 January, 2016. The amendments must be applied retrospectively. Early application is permitted and must be disclosed.

The amendments address three issues that have arisen in applying the investment entities exception under IFRS 10:

- The amendments to IFRS 10 clarify that the exemption in Paragraph 4 of IFRS 10 from presenting consolidated financial statements applies to a parent entity that is a subsidiary of an investment entity, when the investment entity measures its subsidiaries at fair value.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

- Furthermore, the amendments to IFRS 10 clarify that only a subsidiary of an investment entity that is not an investment entity itself and that provides support services to the investment entity is consolidated. All other subsidiaries of an investment entity are measured at fair value.
- The amendments to IAS 28 allow the investor, when applying the equity method, to retain the fair value measurement applied by the investment entity associate or joint venture to its interests in subsidiaries.

These amendments will not have any impact on the Company's financial statements presentation.

IFRS 10 and IAS 28

Sale or contribution of assets between an investor and its associate or joint venture – amendments to IFRS 10 and IAS 28

The amendments address the conflict between IFRS 10 and IAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture.

The amendments clarify that a full gain or loss is recognised when a transfer to an associate or joint venture involves a business as defined in IFRS 3 Business Combinations. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognised only to the extent of unrelated investors' interests in the associate or joint venture.

The amendment must be applied prospectively and are effective for annual periods beginning on or after 1 January, 2016, with early adoption permitted. This amendment is not expected to have any impact on the Company.

The amendments must be applied prospectively. Early application is permitted and must be disclosed. The effective date of this amendment has been deferred indefinitely by amendments made in December 2015 until such time as it has finalised any amendments that result from its research project on the equity method.

These amendments will not impact the Company's financial statements presentation.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

IAS 27

Equity method in separate financial statements – amendments to IAS 27

It is effective for annual periods beginning on or after 1 January 2016 and it must be applied retrospectively. Early application is permitted and must be disclosed. The amendments to IAS 27 separate financial statements allow an entity to use the equity method as described in IAS 28 to account for its investments in subsidiaries, joint ventures and associates in its separate financial statements. Therefore, an entity must account for these investments either:

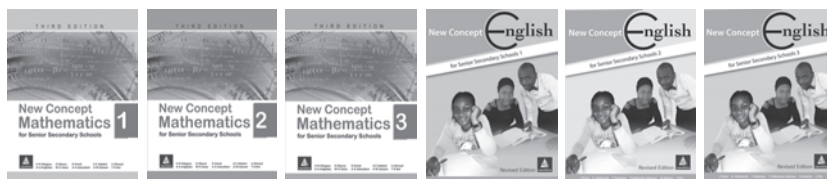
- At cost
 - In accordance with IFRS 9 (or IAS 39)
- Or
- Using the equity method

The entity must apply the same accounting for each category of investment.

A consequential amendment was also made to IFRS 1 first-time adoption of international financial reporting standards. The amendment to IFRS 1 allows a first-time adopter accounting for investments in the separate financial statements, using the equity method, to apply the IFRS 1 exemption for past business combinations to the acquisition of the investment. This amendment will not have any impact on the Company's financial statements.

Amendments to IAS 16 and IAS 41 Agriculture: Bearer Plants

The amendments change the accounting requirements for biological assets that meet the definition of bearer plants. Under the amendments, biological assets that meet the definition of bearer plants will no longer be within the scope of IAS 41. Instead, IAS 16 will apply. After initial recognition, bearer plants will be measured under IAS 16 at accumulated cost (before maturity) and using either the cost model or revaluation model (after maturity). The amendments also require that produce that grows on bearer plants will remain in the scope of IAS 41 measured at fair value less costs to sell. For government grants related to bearer plants, IAS 20 Accounting for Government Grants and Disclosure of Government Assistance will apply. The amendments are retrospectively effective for annual periods beginning on or after 1 January, 2016, with early adoption permitted. These amendments are not expected to have any impact to the Company as the Company does not have any bearer plants.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

IFRS 11 Accounting for acquisitions of interests in joint operations - amendments to IFRS 11 (effective 1 January, 2016)

Amends IFRS 11 joint arrangements to require an acquirer of an interest in a joint operation in which the activity constitutes a business (as defined in IFRS 3 Business Combinations) to:

- Apply all of the business combinations accounting principles in IFRS 3 and other IFRSs, except for those principles that conflict with the guidance in IFRS 11; and
- Disclose the information required by IFRS 3 and other IFRSs for business combinations.

The amendments apply both to the initial acquisition of an interest in joint operation, and the acquisition of an additional interest in a joint operation (in the latter case, previously held interests are not remeasured).

3.2 The following relevant new and amended standards have become effective for the current year

1 IFRS 13 Fair value measurement (Effective 1 January, 2015)

The amendment is applied prospectively and clarifies that the portfolio exception in IFRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of IFRS 9 (or IAS 39, as applicable). The amendment does not have any impact on the current Company's financial statements.

2 Amendments to IAS 19 Defined benefit plans: employee contributions

IAS 19 requires an entity to consider contributions from employees or third parties when accounting for defined benefit plans. Where the contributions are linked to service, they should be attributed to periods of service as a negative benefit. These amendments clarify that, if the amount of the contributions is independent of the number of years of service, an entity is permitted to recognise such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the periods of service. This amendment is effective from 1 January, 2015.

3 IAS 16 Property, plant and equipment and IAS 38 intangible assets

The amendment is applied retrospectively and clarifies in IAS 16 and IAS 38 that the asset may be revalued by reference to observable data on either the gross or the net carrying amount.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

3.3 The following relevant new and amended standards have become effective for the current year - Continued

In addition, the accumulated depreciation or amortisation is the difference between the gross and carrying amounts of the asset. This amendment is effective from 1 January, 2015.

The amendment does not have any impact on the current Company's financial statements.

4 IAS 24 Related party disclosures

The amendment is applied retrospectively and clarifies that a management entity (an entity that provides key management personnel services) is a related party subject to the related party disclosures. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services. This amendment is effective from 1 January, 2015.

5 IFRS 8 Operating segments (Effective effective from 1 January, 2015)

The amendments are applied retrospectively and clarify that:

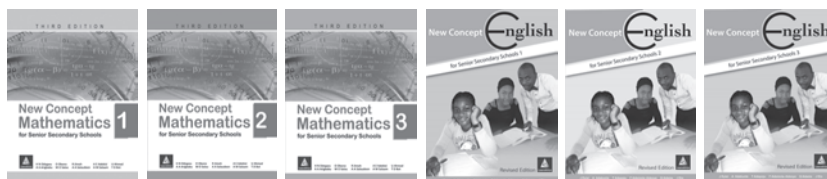
- An entity must disclose the judgements made by Management in applying the aggregation criteria in Paragraph 12 of IFRS 8, including a brief description of operating segments that have been aggregated and the economic characteristics (e.g. sales and gross margins) used to assess whether or not the segments are 'similar'
- The reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker, similar to the required disclosure for segment liabilities.

These amendments do not have any impact on the current Company's financial statements.

6 Amendments to IFRS 2 - Share-based payment: Definitions of vesting conditions

The amendment defines 'performance condition' and 'service condition' to clarify various issues, including the following:

- A performance condition must contain a service condition.
- A performance target must be met while the counterparty is rendering service.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

- A performance target may relate to the operations or activities of an entity, or to those of another entity in the same Company.
- A performance condition may be a market or non-market condition.
- If the counterparty, regardless of the reason, ceases to provide service during the vesting period, the service condition is not satisfied.
- The amendment is applicable for share-based payments.

The amendment is applicable for share-based payments for which the grant date is on or after 1 July, 2014 and must be applied prospectively.

7 Amendments to IFRS 3 – Business combination: Accounting for contingent consideration in a business combination

The amendment clarifies that all contingent consideration arrangements classified as liabilities or assets arising from a business combination must be subsequently measured at fair value through profit or loss whether or not they fall within the scope of IFRS 9 (or IAS 39, as applicable). The amendment must be applied prospectively, and it is effective 1 January, 2015.

8 Amendments to IAS 40 – Investment property: Interrelationship between IFRS 3 and IAS 40 (ancillary services)

The description of ancillary services in IAS 40 differentiates between investment property and owner-occupied property (i.e. property, plant and equipment). The amendment clarifies that IFRS 3, not the description of ancillary services in IAS 40, is used to determine whether or not the transaction is the purchase of an asset or business combination.

The amendment must be applied prospectively.

This amendment does not have any impact on the current Company's financial statements.

3.4 Significant accounting judgement, estimates and assumptions

The preparation of financial statements in conformity with IFRS requires Management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses and the accompanying disclosures of the

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared.

Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

These estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of assumption, estimation, uncertainties and critical judgements in applying the accounting policies that have the most significant effect on the amount recognised in the financial statements include the following:

Taxes

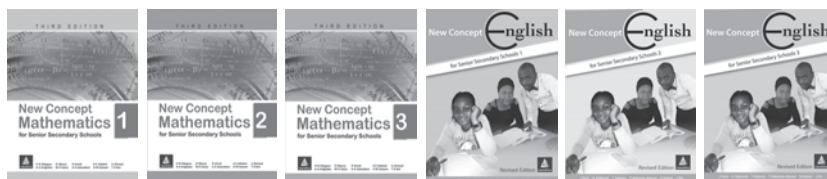
Uncertainties exist with respect to the amount and timing of future taxable income. Given the differences in the interpretation of the underlying principles of taxable income, differences arising between the actual results and the assumptions made could necessitate future adjustment to tax income and expenses already recorded. The Company establishes provisions based on reasonable estimates.

Deferred taxes are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Further details of taxes are disclosed in Note 6.

Allowance for doubtful accounts

The allowance for doubtful accounts involves management judgement and review



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

of individual receivable balances based on an individual customer's prior payment record, current economic trends and analysis of historical bad debts of a similar type. Further details of the allowance are disclosed in Note 13.

Property, plant and equipment

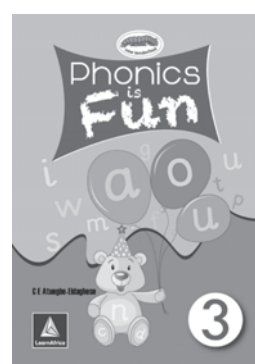
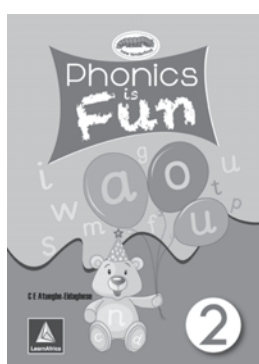
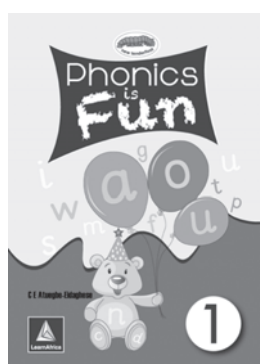
The Company carries its property, plant and equipment at cost in the statement of financial position. Estimates and assumptions made to determine their carrying value and related depreciation are critical to the company's financial position and performance. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life.

The useful lives and residual values of the assets are determined by Management at the time the asset is acquired and reviewed periodically. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their lives, such as changes in technology. Further details of property, plant and equipment are disclosed in Note 8.

Valuation of properties

The Company carries its investment properties at fair value, with changes in fair value being recognised in the statement of profit or loss. The Company engaged an independent valuation specialist to assess fair value as at 31 December, 2015 for investment properties.

Further details are provided in Note 9.



Learn Africa Plc

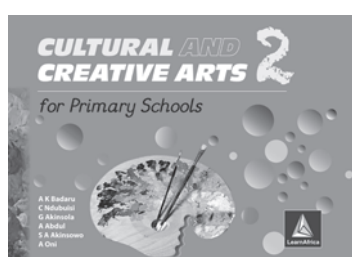
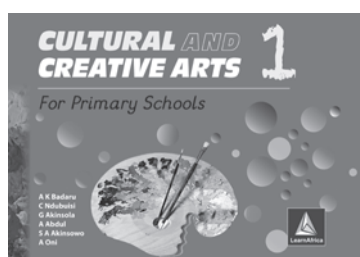
Notes to the Financial Statements Cont'd

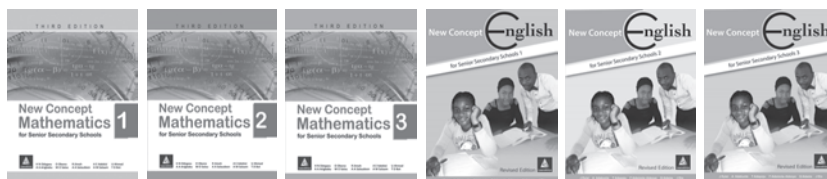
For the year ended 31 December 2015

4 Revenue

These were sales from different depots and area offices.

	2015 N'000	2014 N'000
Head Office	468,492	420,464
Abuja	205,421	253,043
Ajegunle	69,989	83,059
Akure	149,543	161,279
Benin	39,858	64,204
Enugu	70,538	93,925
Ibadan	89,890	158,658
Ikeja	142,322	292,122
Ilorin	90,271	102,739
Jos	68,653	70,227
Kano	55,089	62,221
Onitsha	67,401	78,510
Osogbo	25,707	17,558
Owerri	67,451	93,159
Port Harcourt	94,951	169,493
Zaria	67,929	90,552
Ikorodu	55,012	-
Ota/Sango	54,465	-
Agbor	3,957	-
	1,886,939	2,211,213





Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

5.1 Operating income

Net gain on disposal of PPE	21,553	-
Bad debt recovered	-	1,677
Valuation gain from investment properties	9,500	2,500
Exchange gain	-	2,117
Others	138	-
	31,191	6,294
	2015	2014
	N'000	N'000

5.2 Finance income

Interest received on cash deposit	24,363	34,131
-----------------------------------	--------	--------

5.3 Cost of sales

Cost of publications	803,843	931,884
Royalties	133,916	150,029
Project cost	62,392	58,403
Inventory write (down)/off	-	4,042
Others	3,938	4,397
	1,004,090	1,148,756

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

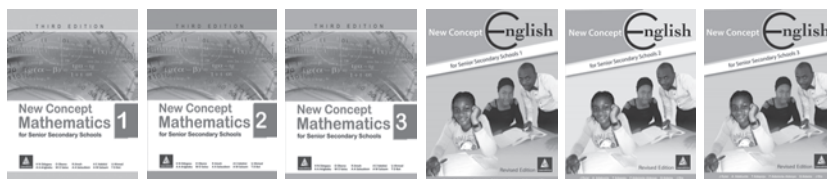
5.4 Administrative expenses

Amortisation of intangible assets	2,913	2,875
Audit fee	9,000	8,000
Allowance for impairment on receivable	538,074	65,781
Bank charges	14,689	20,013
Depreciation	19,341	18,403
Learn Africa Foundation	10,000	-
Employee benefits (Note 5.6)	409,245	435,220
Exchange loss	1,777	-
Interconnectivity	12,047	4,217
Legal and Professional fee	14,257	20,649
Loss on disposal of property, plant & equipment	-	1,601
Office printing and stationery	12,750	19,138
Operating lease expense	21,442	16,334
Other administrative expenses	42,349	47,093
Security	24,769	25,353
Rates	8,722	5,107
Repairs and maintenance	63,010	48,285
Telecommunication	9,764	8,916
	<u>1,214,149</u>	<u>746,985</u>

Included in the legal and professional fee is tax consulting service fee of ₦2,000,000 (2014: ₦1,500,000). This service was carried out with the consent of the audit engagement partner who has ensured that the non-audit service is not prohibited and poses no threat to the firm's independence and objectivity.

5.5 Selling and distribution expenses

	2015	2014
	₦'000	₦'000
Travelling	72,955	70,356
Motor repairs	80,578	81,264
Advert and publicity	133,841	156,499
Freight	15,963	10,256
Depreciation	38,924	34,564
	<u>342,261</u>	<u>352,940</u>



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

5.6 Employee benefits expense

Short- term employee benefits	387,257	415,144
Pension contribution	21,988	20,076
	-----	-----
Total employee benefits expense	409,245	435,220
	=====	=====

6 Taxation

6.1 Income tax recognised in profit or loss

	2015 N'000	2014 N'000
Current income tax:		
Company income tax	16,020	27,772
Education tax	-	2,417
Capital gains tax	1,863	-
	-----	-----
	17,883	30,189
Deferred tax:		
Relating to origination and reversal of temporary difference (Note 6.4)	7,502	(6,815)
	-----	-----
	25,385	23,374
	=====	=====

Corporation tax for 2015 financial year was based on minimum tax computation as a result of taxable loss in the year. However, for 2014 financial year, the corporation tax was calculated at 30% of dividend paid in the financial year because the total profit is less than the amount of dividend that was paid. The charge for taxation in these financial statements is based on the provisions of the Companies Income Tax Act, CAP C21, Laws of the Federation of Nigeria 2004 as amended.

The Company is not chargeable to education tax as there was no assessable profit to charge thereon (2014: 2%). This is based on the provisions of the Education Tax Act, CAP E4, Laws of the Federation of Nigeria 2004.

Learn Africa Plc

Notes to the Financial Statements Cont'd

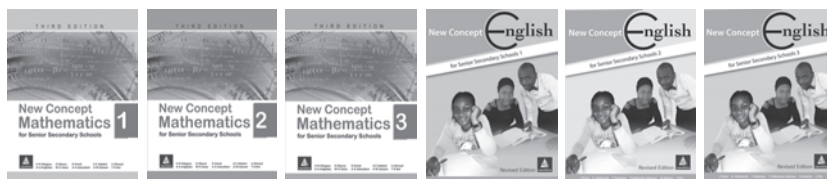
For the year ended 31 December 2015

6.2 Statement of financial position

	2015 N'000	2014 N'000
At 1 January	30,189	46,866
Amounts recorded in profit or loss	17,883	30,189
Payments made on-account during the year	(9,059)	(18,609)
Payments made on-account during the year (WHT)	(13,283)	(28,257)
At 31 December	25,730	30,189

6.3 Reconciliation between tax expense and accounting (loss)/profit

	2015 N'000	2014 N'000
Accounting (loss)/profit before tax	(618,007)	2,958
Statutory income tax rate of 30%	(185,402)	887
Tax effect on capital allowance differential	-	(6,815)
Bad debt recovered	-	503
Inventory write off	-	1,213
Disallowable expenses	190,098	25,169
Non-taxable income	(9,357)	-
Capital gains tax	1,863	-
Reversal of previously recognised deferred tax	7,502	-
Unrecognised taxable loss that arose during the year	4,661	-
Education tax	-	2,417
Minimum tax	16,020	-
At the effective income tax rate	25,385	23,374
Effective tax rate	(4%)	790%



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

	2015 N'000	2014 N'000
6.4 Deferred tax asset		
At 1 January	(7,502)	(687)
Relating to origination and reversal of temporary difference	7,502	(6,815)
	-----	-----
At 31 December	-	7,502
	=====	=====
6.5 Deferred tax		
Deferred tax relates to the following:		
Accelerated depreciation for tax purposes	57,187	75,926
Impairment on receivables	(215,039)	(83,543)
Sales returns	32,493	(22,564)
Unrealised exchange loss	(533)	635
Unrealised gain in fair value on investment properties	22,994	22,044
	-----	-----
	167,885	(7,502)
	=====	=====
Deferred tax asset b/f	(7,502)	98,605
Deferred tax asset for the year	(160,383)	(106,108)
	-----	-----
At 31 December	(167,885)	(7,502)
	=====	=====

The Company has unutilised capital allowance of N59,072,043 (2014:nil), unused tax losses carried forward available of N15,536,999 (2014:nil) and deductible temporary difference of N826,884,000 which is made up of provision for bad debt and sales returns. Net tax asset of N160,382,535 arose in the year under review. This was not recognised due to constant losses. Also, the deferred tax asset of N7,501,908 existing in the books was derecognised.

Learn Africa Plc

Notes to the Financial Statements Cont'd

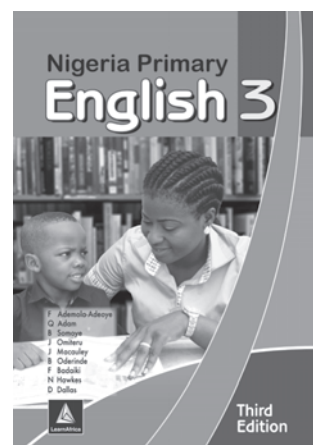
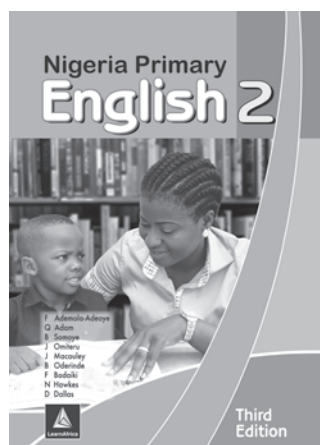
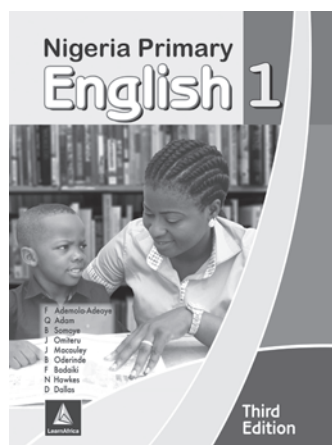
For the year ended 31 December 2015

7 Loss per share

Loss per share amounts are calculated by dividing net loss for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

The following reflects the income and share data used in the basic loss per share computations:

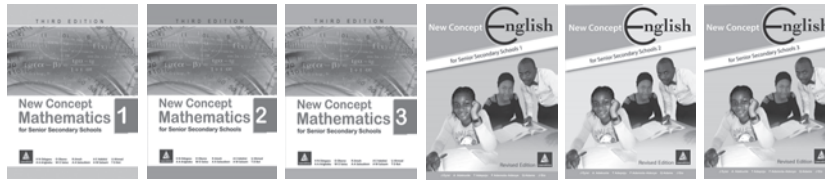
	2015 N'000	2014 N'000
Net loss attributable to ordinary equity holders	(643,392)	(20,416)
	=====	=====
Weighted average number of ordinary shares for basic loss per share	771,450	771,450
	=====	=====
Basic loss per share (kobo)	83	3



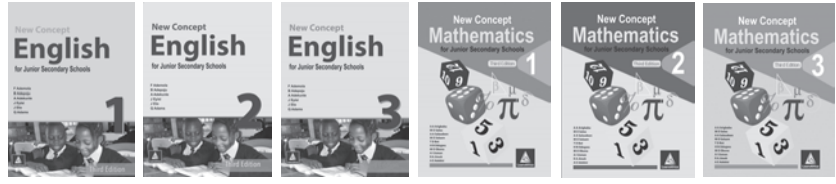
Learn Africa Plc
Notes to the Financial Statements Cont'd
For the year ended 31 December 2015

8 Property, plant and equipment

	Leasehold Land & building N'000	Plant & machinery N'000	Motor vehicles N'000	Motor trucks N'000	Furniture & fittings N'000	Computer hardwares N'000	Total N'000
Cost							
At 1 January, 2014	132,012	123,482	308,337	87,890	134,766	58,888	845,375
Additions	-	1,925	21,980	-	6,876	1,596	32,377
Disposals	-	-	(43,170)	-	-	(3,556)	(46,726)
At 31 December, 2014	132,012	125,407	287,147	87,890	141,642	56,928	831,026
Additions	3,877	3,011	28,170	-	4,963	1,525	41,546
Disposals	(5,119)	-	(2,874)	-	-	(142)	(8,135)
At 31 December, 2015	130,770	128,418	312,443	87,890	146,605	58,311	864,437
Depreciation and impairment							
At 1 January, 2014	42,917	70,929	221,304	41,331	82,574	55,876	514,931
Depreciation charge for the year	2,642	6,998	20,353	14,529	7,114	1,331	52,967
Disposals	-	-	(38,229)	-	-	(3,253)	(41,482)
At 31 December, 2014	45,559	77,927	203,428	55,860	89,688	53,954	526,416

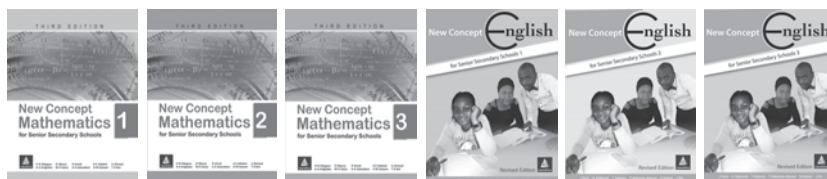


Learn Africa Plc
Notes to the Financial Statements Cont'd
For the year ended 31 December 2015



	Leasehold Land & building N'000	Plant & machinery N'000	Motor vehicles N'000	Motor trucks N'000	Furniture & fittings N'000	Computer hardwares N'000	Total N'000
Depreciation and impairment							
At 1 January, 2015	45,559	77,927	203,428	55,860	89,688	53,954	526,416
Depreciation charge for the year	2,712	7,348	28,470	10,455	7,778	1,502	58,266
Disposals	(1,622)	-	(2,874)	-	-	(142)	(4,638)
At 31 December, 2015	46,649	85,275	229,024	66,315	97,466	55,314	580,043
Net book value							
At 31 December, 2015	84,121	43,143	83,419	21,575	49,139	2,997	284,394
At 31 December, 2014	86,453	47,480	83,719	32,030	51,954	2,974	304,610

There were no restrictions on the company's property, plant and equipment as at 31 December, 2015.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

9 Investment properties

	2015 N'000	2014 N'000
At 1 January	227,500	225,000
Net gain on fair value adjustment	9,500	2,500
At 31 December	237,000	227,500

The Company has no restrictions on the realisability of its investment property and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance and enhancements. Investment properties are stated at fair value, which has been determined, based on valuations performed by UBOSI ELEH & Co. firms (31 Dec., 2014: JIDE TAIWO & Co.). Both firms are Chartered Estate Surveyors and accredited independent valuers with specialists in valuing these types of investment properties. A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied after making the following assumptions:

- that the information which the valuation is based on is correct;
- that the title to the property is good and marketable;
- that the property is not adversely affected by or subject to compulsory acquisition, road widening, new proposal or planning scheme;
- that the property is free from all onerous charges and restrictions.

The investment properties were valued on the basis of market approach; that is the price which an interest in a property might reasonably be expected to realise in a sale by a private treaty assuming:

- a willing buyer;
- a reasonable period within which to negotiate the sale taking into account the nature of the assets and the state of the market;
- values will remain static throughout the period;
- the assets will be freely exposed to the market;
- no account is to be taken of an additional bid by a special purchaser;
- no account is to be taken of expense of realisation, which may arise in the event of a disposal.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

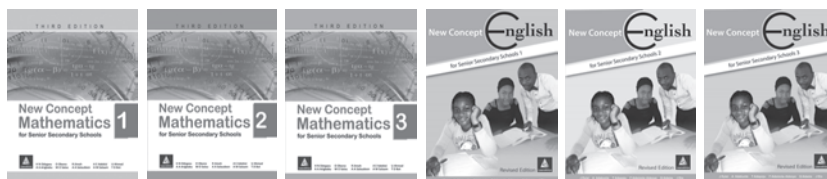
Significant unobservable valuation input

The fair values of investment properties recognised in the statement of financial position are level 3 of the fair value hierarchy.				
	Valuation technique	Significant unobservable input	Range (weighted average)	
			2015	2014
			₦	₦
Residential property	Market comparable method	Estimated price per square metres adjusted for the nature, location and conditions of the investment properties	75,165–100,343	79,608–88,865

Significant increases (decreases) in estimated price per square metre in isolation would result in a significantly higher (lower) fair value.

Using the market comparable method, this means that valuations performed by the valuer are based on active market prices, significantly adjusted for differences in the nature, location or condition of the specific property.

There was no rental income in 2015 (2014: Nil) because of the proposed renovation of the building, which is yet to be carried out. Although there is no contractual commitment from the management at the reporting date, the entity is currently working on getting quotations from the various contractors that will carry out the intended renovation. Hence, the renovation period will be determined after a preferred contractor and the total cost are established. The tenants were served vacation notice, hence, no rental income. The investment properties are a residential building located in Ikeja, Lagos.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

10 Intangible assets

	Computer software N'000
Cost	
As at 1 January 2014	53,860
Addition	800

At 31 December 2014	54,660
Additions	-

At 31 December 2015	54,660

	N'000
Amortisation and impairment	
At 1 January 2014	42,456
Amortisation	2,875

At 31 December 2014	45,331
Amortisation	2,913

At 31 December 2015	48,244

Net book value	
At 31 December 2015	6,416
	=====
At 31 December 2014	9,329
	=====

Learn Africa Plc

Notes to the Financial Statements Cont'd

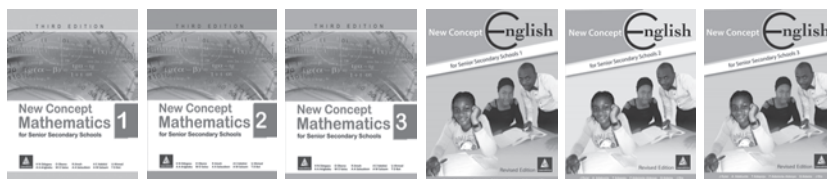
For the year ended 31 December 2015

11	Prepayments		
		2015	2014
11.1	Prepayments	N'000	N'000
	At 1 January	25,099	115,552
	Additions	93,273	27,665
		-----	-----
		118,372	143,217
	Current portion amortisation	(92,198)	(118,118)
		-----	-----
		26,174	25,099
		=====	=====
11.2	Classification of prepayments		
	Non-current portion	2,938	9,841
	Current portion	23,236	15,258
		-----	-----
	At 31 December	26,174	25,099
		=====	=====

The long term rent prepaid relates to the Company's warehouses in Onitsha, Ilorin, Akure, Ajegunle and Port-Harcourt for a period of three to five years. The prepayment classified as current asset represents the portion that is due to be amortised in the next twelve months. This amounts to N23,236 (2014: N15,258).

12	Inventories	2015	2014
		N'000	N'000
	Raw materials	33,414	38,030
	Work-in-progress	105,178	101,887
	Publications	1,426,964	1,315,316
	Consumables	225	103
	Goods-in-transit	-	26,696
		-----	-----
		1,565,781	1,482,032
		=====	=====

There was no inventory write-down during the year. Inventory write-down that was recognised in cost of sales in 2014 was N4,042,252. Inventories are valued at the lower of cost and net realisable value less costs to sales.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

	2015 N'000	2014 N'000
13 Trade and other receivables		
Trade receivables	1,478,714	1,588,815
Less: impairment of doubtful receivables	(716,797)	(278,478)
	-----	-----
	761,917	1,310,337
Withholding tax recoverable	131,301	114,559
Other receivable	12,260	15,873
	-----	-----
	905,478	1,440,769
	=====	=====

13.1 The increase in impairment of doubtful receivables is predominantly as a result of the reassessment of the provision for the impairment of debts reflecting in the books prior to the Company's divestment exercise from Pearson Education. This reassessment has become necessary due to the challenging business environment.

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

As at 31 December, 2015, trade receivables of an initial value of N716,797,000 (2014: N278,478,000) were impaired and fully provided for. See below for the movements in the provision for impairment of receivables.

	Individually impaired N'000	Collectively impaired N'000	Total N'000
At 1 January, 2014	212,697	-	212,697
Charged for the year	65,781	-	65,781
	-----	-----	-----
At 31 December, 2014	278,478	-	278,478
	-----	-----	-----
Charge for the year	538,074	-	538,074
Write-off	(99,755)	-	(99,755)
	-----	-----	-----
At 31 December, 2015	716,797	-	716,797
	=====	=====	=====

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

As at 31 December, the ageing analysis of trade receivables is as follows:

	Total	Neither past due nor impaired	Past due but not impaired		
			<30 days	31-180 days	181-360 days
	N'000	N'000	N'000	N'000	N'000
2015	761,917	101,543	44,089	376,803	239,482
2014	1,310,337	231,837	598,976	9,897	469,627

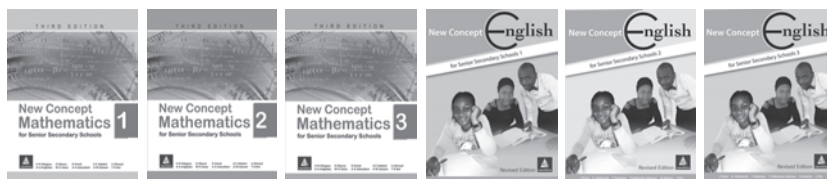
14	Cash and cash equivalents	2015 N'000	2014 N'000
	Cash at banks and in hand	64,939	183,974
	Short-term deposit	495,328	369,365
		-----	-----
		560,267	553,339
		=====	=====

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

For the purpose of the statement of cash flow, cash and cash equivalents comprise cash at bank and in hand as well as short-term deposits.

15 Issued share capital and reserves

	2015 N'000	2014 N'000
Authorised shares		
1,000,000,000 ordinary shares of 50k each	500,000	500,000
	=====	=====
Ordinary shares issued and fully paid		
771,450,000 ordinary shares of 50k each	385,725	385,725
	=====	=====
Share premium	1,940,214	1,940,214
	=====	=====
Other capital reserve	67,703	67,703
	=====	=====



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

This relates to revaluation surplus on property, plant and equipment prior to date of transition to IFRS. Upon disposal, any revaluation reserve relating to a particular asset sold is transferred to retained earnings.

16 Dividend paid and proposed

₦'000

Dividends on ordinary shares:

Balance at 1 January, 2014 -

Final dividend for 2013: 12k per share 92,574

Dividend paid during the year (92,574)

31 December, 2014 -

Dividends on ordinary shares:

Balance at 1 January, 2015 -

Final dividend for 2014: 12k per share 92,574

Dividend paid during the year (92,574)

31 December, 2015 -

17 Trade and other payables

2015

₦'000

2014

₦'000

Trade payable 271,256 119,096

Royalties 342,436 329,361

Unclaimed dividend (Note 17.1) 64,335 -

Other taxation payable 17,214 12,158

Other payables 6,122 3,327

Staff pension accruals 5,236 -

706,599

463,942

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Terms and conditions of the above financial liabilities

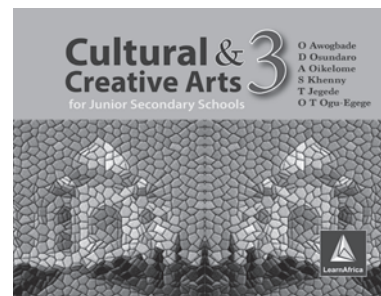
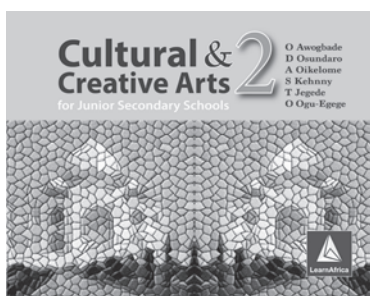
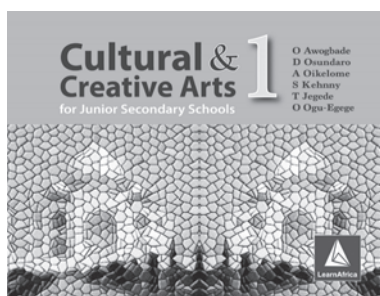
Trade payables are non-interest bearing and are normally settled on 60-day terms.

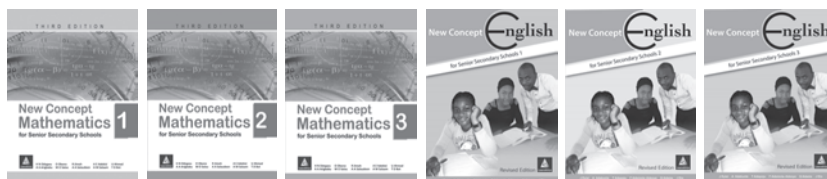
Other payables are non-interest bearing and have an average term of 2 months.

The maturity analysis of trade and other payables are as follows:

Year ended 31 December, 2015	1-60 days N'000	61-120 days N'000	> 120 days N'000	Total N'000
Trade payables	109,621	154,350	7,285	271,256
Other payables	6,122	-	-	6,122

Year ended 31 December, 2014	1-60 days N'000	61-120 days N'000	> 120 days N'000	Total N'000
Trade payables	84,501	21,503	13,092	119,096
Other payables	3,327	-	-	3,327





Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

17.1 This relates to 90% of unclaimed dividend of 15 months and above returned by the Company's Registrar in the year. This was as specified by the Security and Exchange Commission. This is as detailed below:

S/N	Amount of dividend declared	Total dividend paid to last qtr	Total dividend paid to date	Date of payment	Unclaimed dividend	90% Remittance
	N	N	N	N	N	N
1	11,250,000	11,249,896	11,249,896	14.07.1997	-	
2	15,750,000	15,742,251	15,742,251	03.07.1998	-	
3	16,875,000	16,862,979	16,862,979	27.07.1999	-	
4	37,800,000	37,789,311	37,789,311	04.07.2000	-	
5	37,800,000	37,799,968	37,799,968	29.06.2001	-	
6	18,750,000	18,705,242	18,705,242	01.07.2002	-	
7	36,750,000	36,644,869	36,644,869	30.06.2003	-	
8	17,638,963	17,565,461	17,565,461	28.06.2004	73,502	66,152
9	36,750,340	36,468,999	36,468,999	04.07.2005	281,341	253,207
10	44,100,408	43,784,586	43,785,720	03.07.2006	314,688	283,219
11	45,360,000	44,396,374	44,398,188	02.07.2007	961,812	865,631
12	113,400,000	110,605,927	110,612,731	08.08.2008	2,787,269	2,508,542
13	170,986,000	162,179,712	162,179,712	08.06.2009	8,806,288	7,925,659
14	170,100,000	170,085,052	170,085,052	07.06.2010	14,948	13,453
15	85,052,363	72,589,528	72,593,838	15.08.2011	12,458,525	11,212,672
16	173,576,250	147,702,590	147,713,005	09.04.2012	25,863,245	23,276,921
17	139,003,738	119,076,155	119,081,710	31.05.2013	19,922,028	17,929,825
					71,483,646	64,335,281

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

Royalty

This relates to payment made to authors for the use of their intellectual properties. The applicable rate ranges from 5% to 10% on the published price of textbooks. For major contracts from government institutions, a rate of 2.5% is applied.

The maturity analysis of royalty payable is as follows:

Year ended 31 December, 2015	1-60 days N'000	61-120 days N'000	> 120 days N'000	Total N'000
Royalties payable	46,799	87,122	208,515	342,436

Year ended 31 December, 2014	1-60 days N'000	61-120 days N'000	> 120 days N'000	Total N'000
Royalties payable	71,744	122,990	134,627	329,361

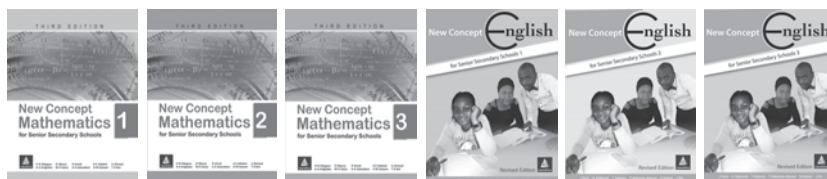
18 Provision

This relates to provision made for sales returns and other unpaid expenses provided for. Provisions are required to be made for a percentage of goods estimated to be returned by customers.

	N'000
At 1 January, 2014	106,203
Utilised during the year	(64,536)
Arising during the year	33,546

At 31 December, 2014	75,213
Utilised during the year	-
Arising during the year	33,098
Unused amounts reversed	-

At 31 December, 2015	108,311
	=====



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

19	Operating activities	2015	2014
		₦'000	₦'000
	(Loss)/profit before taxation	(618,007)	2,958
		-----	-----
		(618,007)	2,958
	Adjustment for:		
	Depreciation of property, plant and equipment	58,265	52,967
	Amortisation of intangible assets	2,913	2,875
	(Gain)/loss on sale of property, plant and equipment	(21,553)	1,387
	Appreciation of investment property	(9,500)	(2,500)
	Finance income	(24,363)	(34,131)
		-----	-----
		(612,245)	23,556
	(Increase)/ decrease in inventories	(83,750)	110,906
	Decrease in trade and other receivables	535,291	303,949
	(Increase)/ decrease in prepayments	(1,074)	115,527
	Decrease/ (increase) in trade and other payables	220,317	(684,461)
	Decrease/ (increase) in provisions	33,094	(80,889)
		-----	-----
	Net cash outflow from operating activities	91,633	(211,412)
		=====	=====

20 Restatement of 2013 and 2014 balances in the statement of financial position

In 2012, deferred tax liability of ₦92 million was wrongly computed resulting in a prior year error. This led to the understatement of deferred tax asset and overstatement of income tax expenses in 2012 and 2013 of ₦ 93 million and ₦ 22 million respectively.

This error has, however, been corrected retrospectively and the comparative figures have been appropriately restated.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

The effect of the error on the results of 31 December, 2012; 31 December, 2013 and 31 December, 2014 are summarised below:

Deferred tax	31 Dec, 2014	31 Dec, 2013	1 Jan, 2013
	N'000	N'000	N'000
Impact on equity (increase/ (decrease) in equity)			
Deferred tax liability	(79,096)	(21,542)	93,426
Impact on statement of profit or loss (increase/(decrease) in profit)			
Income tax expense	(79,096)	(21,542)	
Impact on basic earnings per share (EPS)			
(increase/decrease) in EPS	31 Dec, 2014	31 Dec, 2013	
Earnings per share (EPS)	(5)	(3)	

The change did not have an impact on OCI for the period or the Company's operating, investing and financing cash flow.

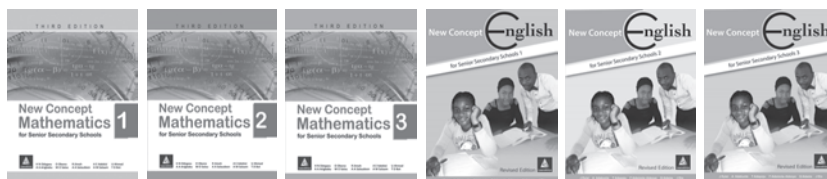
21 Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Company.

The fair value of an asset or a liability is measured, using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether or not transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each year.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

At 31 December, 2015

			Fair value measurement, using		
	Date of valuation Total	Total (₦)	Quoted prices in active market (Level 1)	Significant observable input (Level 2)	Significant observable input (Level 3)
Assets measured at fair value					
Investment properties (Note 9)	31.12.2015	227,500			237,000
Assets disclosed at fair value					
Trade receivable (Note 13)	31.12.2015	761,917		600,691	

There have been no transfers between Level 2 and Level 3 during the period.

At 31 December, 2014

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

			Fair value measurement, using		
	Date of valuation Total	Total (₹)	Quoted prices in active market (Level 1)	Significant observable input (Level 2)	Significant observable input (Level 3)
Assets measured at fair value					
Investment properties (Note 9)	31.12.2014	225,000			227,500
Assets disclosed at fair value					
Trade receivable (Note 13)	31.12.2014	1,310,337		1,039,950	

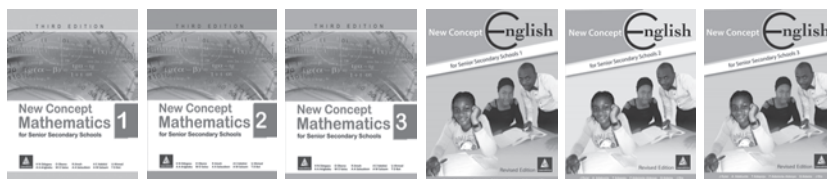
There have been no transfers between Level 2 and Level 3 during the period. At 31 December, 2014.

Set out below is a comparison by class of the carrying amounts and fair values of Learn Africa Plc's financial instruments that are carried in the financial statements.

	Carrying amount		Fair value	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Financial assets				
Trade receivable	761,917	1,310,337	600,691	1,039,950
Investment properties	227,500	225,000	237,000	227,500

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in an orderly transaction between market participants, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The trade receivable is calculated based on the discounting future cash flow, using the maximum lending rate of 27% obtainable in the active market as at 31 December, 2015.
- The investment property is estimated based on the certified valuer valuation report based on the analysis of open market transactions on similar properties in the neighbourhood, and other valuation parameters as stated in Note 9.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

22 Related party balances

There were no transactions with related parties other than with key Management.

23 Compensation of key Management personnel of Learn Africa Plc

	2015 N'000	2014 N'000
Short-term employee benefits	58,801	56,324
Pension contribution	7,903	6,784
	-----	-----
	66,704	63,108
	=====	=====

The short-term employee benefits relates to the amounts recognised as an expense during the reporting period related to key Management personnel. The executive directors are paid salaries by Learn Africa Plc.

Information regarding Directors' emoluments

	2015 N'000	2014 N'000
Directors' emoluments comprise:		
Fees as Directors	3,290	3,600
Others	24,227	18,120
Pension contribution	3,118	1,100
	-----	-----
	30,635	22,820
	=====	=====
Chairman	1,950	1,950
Highest paid Director	12,019	12,019
	=====	=====

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

The number of directors excluding the Chairman with gross emoluments within the following bands was:

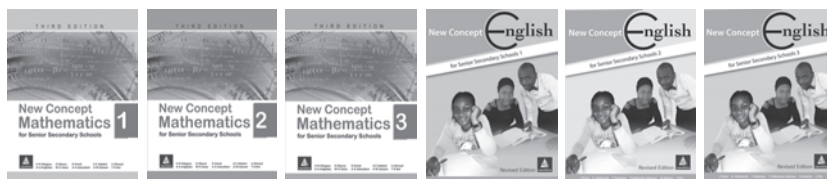
			2015 Number	2014 Number
£	£			
Less than	–	2,000,000	5	5
2,000,001	–	3,500,000	2	3
3,500,001	–	5,000,000	-	-
5,000,001	–	7,500,000	-	-
7,500,001	–	9,000,000	2	1
9,000,001	–	15,000,000	1	1

24 Information relating to employees

24.1 The average number of persons employed in the financial year and the staff cost were as follows:

	2015 Number	2014 Number
Management (Directors)	3	3
Publishing and distribution	38	46
Sales and marketing	70	92
Administration	64	72
	----	----
	175	213
	===	===





Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

24.2 The numbers of employees in receipt of emoluments excluding allowances within the following ranges were:

			2015 Number	2014 Number
₦		₦		
550,001	–	600,000	-	10
600,001	–	650,000	-	13
650,001	–	700,000	4	4
700,001	–	750,000	10	2
750,001	–	800,000	7	9
800,001	–	900,000	41	50
900,001	–	1,000,000	12	13
1,000,001	–	1,100,000	11	11
1,100,001	–	1,200,000	10	12
1,200,001	–	1,300,000	12	13
1,300,001	–	1,400,000	9	10
1,400,001	–	1,500,000	14	15
1,500,001	–	2,000,000	31	36
2,000,001	–	3,500,000	9	10
3,500,001	–	5,500,000	3	2
Above 5,500,000			3	3
			-----	-----
			175	213
			===	===

25 Financial risk management

Learn Africa Plc's principal financial assets comprise trade and other receivables, cash and short-term deposits that arise directly from its operations.

The Company's principal financial liabilities comprise of trade and other payables. The main purpose of these financial liabilities is to finance and to provide guarantee to support the Company's operations.

Learn Africa Plc is exposed to credit risk, market risk and liquidity risk.

The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

The Board of Directors reviews and agrees policies for managing each of these risks which are summarised below:

1 Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Learn Africa Plc is exposed to credit risk from its operating activities (primarily for trade receivables) including short-term deposits with banks and financial institutions. The effect of each financial asset is explained below:

a) Trade receivables

Customer credit risk is subject to Learn Africa Plc's established policy, procedures and control relating to customer credit risk management. Credit quality of the customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance.

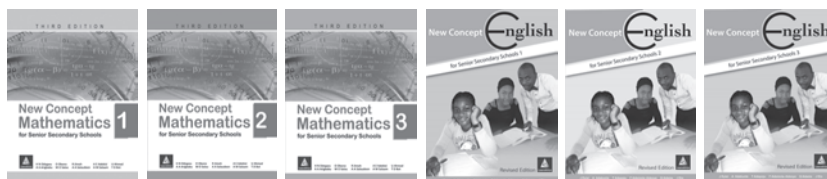
At 31 December, 2015, the Company had 145 customers (2014: 156 customers) that owed the Company more than ₦1,000,000 each and accounted for approximately 66% (2014: 67%) of all receivables owing. There were 11 customers (2014: 20 customers) with balances greater than ₦10,000,000 accounting for just over 40% (2014: 47%) of the total amounts receivable.

The requirement for impairment is analysed at each reporting date on an individual basis for major clients. The calculation is based on actually incurred historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 13.

b) Cash and short-term deposits

Credit risk from balances with banks and financial institutions is managed by the Learn Africa Plc's Treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counter party.

Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's finance committee. The limits are set to minimise the concentration of risks and, therefore, mitigate financial loss through potential counterparty's failure. Learn Africa Plc's maximum exposure to credit risk for the components of the statement of financial position at 31 December, 2015 and 2014 is the carrying amounts as illustrated in Note 14.



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

2 Market risk

Market risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include trade receivable and trade payable. The Company's exposure to foreign currency is as shown below:

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in foreign exchange rates. The company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters. The company's exposure to the risk of changes in foreign exchange rates is high. Hence, the Company is exposed to the US Dollars and Pounds sterling.

The Naira carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	2015 Currency	2015 N'000	2014 Currency	2014 N'000
Liabilities				
Currency of USA (USD)	432,866	85,525	398,737	66,788
Currency of Britain (GBP)	158,382	47,198	-	-
Assets				
Currency of USA (USD)	3,463	679	5,039	842
Currency of Britain (GBP)	4,721	1,404	4,124	1,075

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

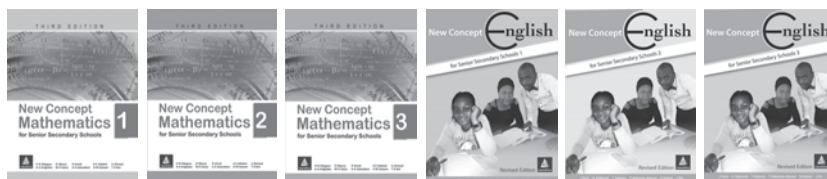
Changes in US Dollars Rate		Effect on profit before tax
		₦'000
2015	(+5%)	4,273
	(-5%)	(4,273)
2014	(+5%)	3,661
	(-5%)	(3,661)

3 Liquidity risk

Liquidity risk arises through excess obligations over available financial assets due at any point in time. Learn Africa Plc's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. Learn Africa Plc achieves this through funds generated by operations and externally through trade and other payables that provide flexibility in the timing and amounts of short-term financing. Learn Africa Plc has a policy of investing its cash balances in short-term deposits in highly-rated Nigerian financial institutions. Trade payables of ₦271,256 (2014: ₦119,096) is payable on demand. The analysis of the trade payable has been disclosed in Note 17.

Financial assets

	2015 ₦'000	2014 ₦'000
Financial assets at amortised cost		
Trade and other receivables*	774,177	1,326,210
Total financial assets	774,177	1,326,210
Financial liabilities		
Trade and other payables	276,760	122,423
Interest bearing loan	-	-
Total financial liabilities	276,760	122,423
Net gap	497,417	1,203,787



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

26 Capital management

The primary objective of the Learn Africa Plc capital management is to ensure that it maintains a healthy capital ratio that supports its business and maximises shareholder value. Management considers capital to consist only of equity as disclosed in the statement of financial position. In order to ensure an appropriate return for shareholder's capital invested in the Company, Management thoroughly evaluates all material projects and potential acquisitions before approval. The Company is not subject to any capital restriction requirements.

The Company monitors capital, using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, trade and other payables less cash equivalents. The Company's capital structure and debt-equity ratio is shown below:

	2015	2014
	N'000	N'000
Trade and other payables (Note 17)	706,599	463,942
Less: cash equivalents (Note 14)	(560,267)	(553,339)
	-----	-----
Net debt/(surplus)	146,332	(89,397)
	=====	=====
Equity	2,744,870	3,480,836
	=====	=====
Capital and net debt	2,891,202	3,391,439
	=====	=====
Debt to equity ratio	5%	-

27 Capital commitment

As at 31 December, 2015, the Company had no capital commitment (2014: goods in transit N26,697,441). Also, the Management is committed to renovating the entity's investment properties. However, no payment has been made for this purpose.

Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

28 Segment information

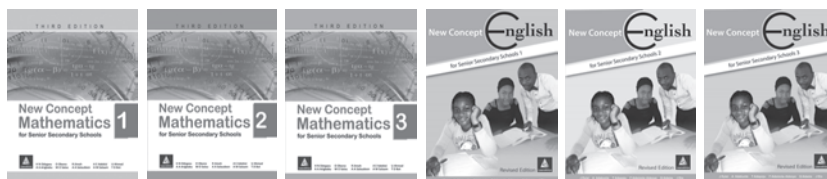
For management purposes, the Company is organised into one business unit based on its product and has only one reportable segment which is publishing of books.

Segment statement of comprehensive income

	Book Publishing	
	15-Dec	14-Dec
	N'000	N'000
Revenue (External customer)	1,886,939	2,211,213
Finance income	24,363	34,131
Cost of sales	(1,004,090)	(1,148,756)
Other Income	31,191	6,294
Operating expenses	(1,556,410)	(1,099,925)
Finance Cost	-	-
Profit before taxation	(618,007)	2,958
Taxation	(25,385)	(23,374)
Profit after taxation	(643,392)	(20,416)

Segment statement of financial position

	Book Publishing	
	15-Dec	14-Dec
	N'000	N'000
Total non-current assets	530,748	558,783
Current assets	3,054,762	3,491,398
Total assets	3,585,510	4,050,181
Ordinary share capital	385,725	385,725
Share premium	1,940,214	1,940,214
Other capital reserve	67,703	67,703
Retained earnings	351,228	1,087,194
Non-current liabilities	-	-
Current liabilities	840,640	569,344
Total equity and liabilities	3,585,510	4,050,180



Learn Africa Plc

Notes to the Financial Statements Cont'd

For the year ended 31 December 2015

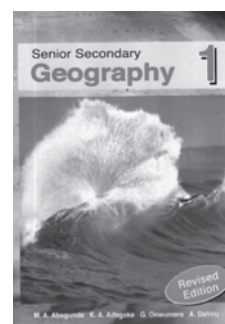
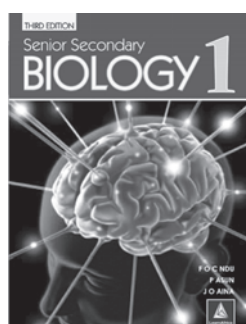
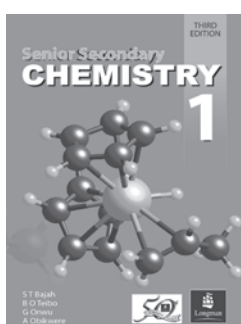
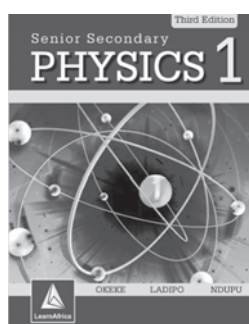
29 Litigation and claims

There are litigations and claims against the Company as at 31 December, 2015 amounting to ₦357 million (2014: ₦264 million). The claims are resulting from Suit Nos. FHC/IKJ/CS/213/11, M/72/2012 and HC/105/2007. In the first suit between Ayo Grillo and Learn Africa Plc, the claimant instituted an action against the entity, Chief Emeke Iwerebon and Mr Fred Ijewere asking the court for his reinstatement and in the alternative, damages in the sum of ₦250,000,000 for wrongful dismissal, alleging that his dismissal as the Acting Managing Director/Chief Executive Officer of the 1st Defendant was wrongful and actuated by the 2nd and 3rd Defendants. In the second suit, Ayo Grillo filed an originating summons claiming inter alia, the sum of ₦50,000,000 on the allegation that he was falsely imprisoned and illegally detained at the D4 Section of the Homicide Unit of the state CID, Panti. Also, in the third suit, Hon. Moses Oko instituted an action against the entity for loss of manuscript and general damages to the total value of ₦57,000,000.

However, no provision was made in the financial statements for contingent liabilities in respect of these claims as the directors are of the opinion based on solicitors' advice that they have a good defence against the actions and there is no likelihood of any loss arising therefrom.

30 Events after the reporting date

The directors are of the opinion that there are no events after the reporting date that could have material effect on the Company's financial statements that had not been adequately provided or disclosed in these financial statements.



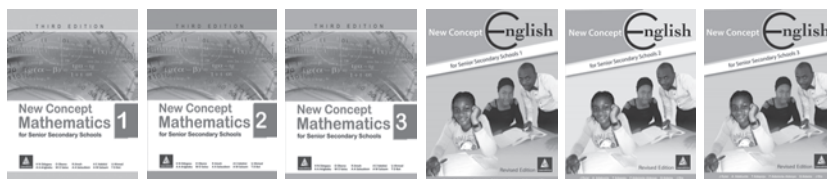
Learn Africa Plc

Statement of Value Added

For the year ended 31 December 2015

	2015 N'000	%	2014 N'000	%
Turnover	1,886,939		2,211,213	
Bought in goods & services				
Local	(1,121,220)		(1,047,996)	
Imported	(940,578)		(706,203)	
	-----		-----	
	(174,860)		457,014	
Other income	24,363		34,131	
	-----		-----	
Value (consumed)/added	(150,497)	100	491,145	100
	=====	===	=====	===
Applied as follows:		%		%
To pay employees:				
Salaries and labour related expenses	409,245	272	435,220	89
To government:				
Income tax	17,883	12	30,189	6
To provide for replacement of assets and expansion of business:				
Depreciation	58,265	39	52,967	11
Deferred tax	7,502	5	(6,815)	(2)
Loss for the year	(643,392)	(428)	(20,416)	(4)
	-----	-----	-----	-----
	(150,497)	(100)	491,145	100
	=====	=====	=====	=====

The value (consumed)/added represents the additional wealth which the Company has been able to utilise/create by its own and its employees' efforts. This statement shows the allocation of that wealth to employees, government and that retained for the future creation of more wealth.



Learn Africa Plc

Five-year Financial Summary

For the year ended 31 December 2015

	IFRS				
	2015	2014	2013	2012	2011
	N'000	N'000	N'000	N'000	N'000
Statement of financial position					
Property, plant & equipment	284,394	304,610	330,442	398,754	379,915
Investment property	237,000	227,500	225,000	210,000	205,000
Intangible asset	6,416	9,329	11,404	14,202	8,917
Non-current prepayments	2,938	9,841	102,588	135,027	15,716
Net current assets	2,214,122	2,922,054	2,923,705	2,910,602	3,079,747
Deferred taxation	-	7,502	687	(92,485)	(95,300)
	2,744,870	3,480,836	3,593,826	3,576,100	3,593,995
Shareholders' funds					
Called up share capital	385,725	385,725	385,725	385,725	385,725
Share premium	1,940,214	1,940,214	1,940,214	1,940,214	1,940,214
Other capital reserve	67,703	67,703	67,703	67,703	67,703
Retained earnings	351,228	1,087,194	1,200,184	1,182,458	1,200,353
	2,744,870	3,480,836	3,593,826	3,576,100	3,593,995
Statement of comprehensive income					
Turnover	1,886,939	2,211,213	2,277,955	2,913,632	2,923,347
(Loss)/profit before taxation	(618,007)	2,958	125,711	212,974	382,661
Taxation	(25,385)	(23,374)	(47,121)	55,421	(161,507)
(Loss)/profit after taxation	(643,392)	(20,416)	78,590	268,395	221,154
Dividend declared	-	(92,574)	(92,574)	(154,290)	(192,864)
Per share data (kobo)					
(Loss)/earnings per share – Basic	(83)	(3)	10	35	29
Dividend per share	-	12	12	20	25

Learn Africa Plc

The Management Team

For the year ended 31 December 2015



Mr Gbolagunte Aiyedun
Publishing Director



Alhaji Hassan S. Bala
Acting Managing Director/Chief Executive Officer



Mrs Cordelia Isioma Ojeile
Finance Director



Mr Raphael Amanam
Head of Distribution



Mr Segun Akanmu
Head of Publishing



Mr Lanre Kehinde
Head of Production



Mr Herbert Nwoke
Head of Finance



Mr Paul Ohumasoni
Chief Internal Auditor



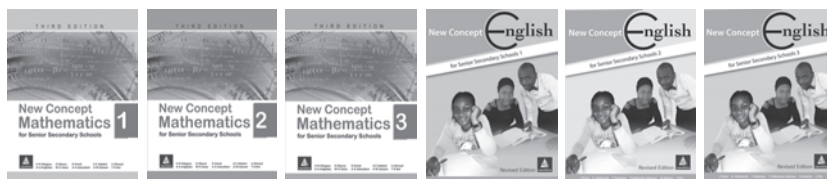
Mr John Fakoya
Head of Sales



Miss Grace Okon
Human Resources Manager



Mr Paul Olowu
Information Technology Manager



Learn Africa Plc

Additional Information

For the year ended 31 December 2015

Shares of 50k each

		2015		2014	
		No. of	%	No. of	%
		shares		shares	
1	Major shareholders				
	The following shareholders held more than 5% of the issued share capital at 31 December:				
	Iwerebon Emeke Felix	76,812,778	9.96	31,877,334	4.13
	Ade-Ajayi Jacob Festus (Prof)	42,429,847	5.50	42,429,847	5.50
		No. of	% of	No. of	% of
		holders	holders	holders	holders
2	Shareholdings by class				
	Individuals	7,079	79.69	6,956	94.56
	Corporate bodies	304	15.44	309	4.20
	Staff of company	81	4.87	91	1.24
		7,464	100.00		100.00
3	Unclaimed dividends as at 31 December,				
	Year of payment	2015 (N)		2014 (N)	
	2004	7,350.18		74,140.66	
	2005	27,418.06		280,128.87	
	2006	29,832.08		320,083.72	
	2007	90,318.47		970,282.65	
	2008	210,090.32		2,810,136.20	
	2009	721,612.42		7,525,245.40	
	2010	1,497.79		14,032.90	
	2011	956,396.72		12,213,760.68	
	2012	2,516,526.24		27,111,538.96	
	2013	1,733,889.15		21,206,688.18	
	2014	13,525,831.14		15,521,009.26	
	2015	22,831,266.11			

Learn Africa Plc

Additional Information

For the year ended 31 December 2015

4 Ten-year dividend history

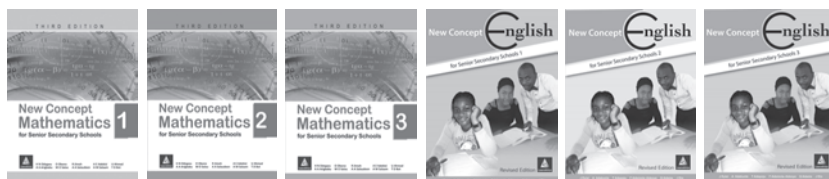
Dividend declared in the last ten years were as follows:

Year declared	Total amount	Dividend per share	Percentage
2005	44,100,000	30k	60%
2006	70,560,000	40k	80%
2007	176,400,000	100k	200%
2008	385,725,000	50k	100%
2009	385,725,000	50k	100%
2010	192,862,500	25k	50%
2011	192,862,500	25k	50%
2012	154,290,000	20k	40%
2013	92,574,000	12k	24%
2014	92,574,000	12k	24%

5 Learn Africa Plc

Share capital history

Date	Authorised number of share	Value N	Issued & fully paid number of shares	Value N	Consideration
1961	20,000	10,000	20,000	10,000	Cash transfer
1973	780,000	390,000	780,000	390,000	Cash
1976	800,000	400,000	800,000	400,000	Bonus
1977	800,000	400,000	800,000	400,000	Cash
1979	1,200,000	600,000	1,200,000	600,000	Bonus
1980	1,200,000	600,000	1,200,000	600,000	Bonus
1981	3,200,000	1,600,000	3,200,000	1,600,000	Bonus
1987	4,000,000	2,000,000	4,000,000	2,000,000	Bonus
1990	12,000,000	6,000,000	8,000,000	4,000,000	Bonus
1994	56,000,000	28,000,000	20,000,000	10,000,000	Bonus
1995	-	-	10,000,000	5,000,000	Bonus
1996	-	-	10,000,000	5,000,000	Rights issue
1996	-	-	10,000,000	5,000,000	Subscription
1998	120,000,000	60,000,000	35,000,000	17,500,000	Bonus
2001	200,000,000	100,000,000	42,000,000	21,000,000	Bonus
2005	-	-	29,400,000	14,700,000	Bonus
2008	600,000,000	300,000,000	80,750,000	40,375,000	Private placement
2009	-	-	514,300,000	257,150,000	Bonus
Total	1,000,000,000	500,000,000	777,450,000	128,575,000	



Learn Africa Plc Offices

For the year ended 31 December 2015

Head Office

Felix Iwerebon House
52, Oba Akran Avenue
Ikeja, Lagos State.
Tel. (01) 7403967, 4393111, 08099912547, 08036819669
E-mail: learnafrica@learnafricaplc.com
Sales Enquiries: connect@learnafricaplc.com
Website: www.learnafricaplc.com

Abuja Corporate Office

Regeat Place, MF- 15, Cadastral Zone,
Murtala Muhammed Expressway,
Opp. 2nd Kubwa Gate, Kubwa Abuja
Tel: 08036819669, 08099912547
E-mail: emmanuelabeen@learnafricaplc.com

Branch Offices

Abeokuta

1st Floor Beside Zenith Bank,
Isale Igbehin Abeokuta ,
Ogun State
Tel: 08077272501
E-mail: olusesanjagun@gmail.com

Agbor

Opia House, Former UBA Building
53 Old Lagos Asaba Road
Agbor, Delta State
Tel: 08065127339
E-mail: funumeri@yahoo.com

Ajgunle

79, Bale Street, Olodi Apapa
By Greenland Bus Stop, Ajgunle
Lagos State
Te: 08058199805,
E-mail: pekulsopeil@yahoo.com

Akure

Okejebu Road, Beside Energy Filling Station
Akure, Ondo State
Tel: 08033789210, 08099912519
E-mail: clementgino18@yahoo.com

Benin

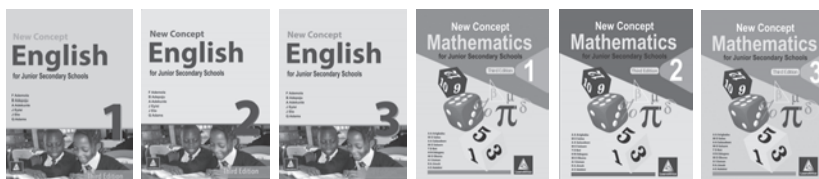
25, James Watt Road,
Benin City, Edo State
Tel: 08023396698, 09087807581
E-mail: okelove2000@yahoo.com

Enugu

14, Umuleri Street.
Uwani
Enugu State
08099912556, 08063305749
E-mail: izuchukwuobiora@learnafricaplc.com

Ibadan

Adeoyo State Hospital Road, Ring Road
Ibadan
Oyo State
Tel: 08099912541, 08034074185
E-mail: sarafabadmus@learnafricaplc.com



Learn Africa Plc Offices

For the year ended 31 December 2015

Ikorodu

76 Beach Road
Ebute Ipakodo, Ikorodu, Lagos State
Tel: 08099912507, 08033296793
E-mail: folashadeolaoluwa@learnafricaplc.com

Ilorin

1, Coca-Cola Road
Off Unity Road
Ilorin, Kwara State
Tel: 08038609373
E-mail: wahabsalman@learnafricaplc.com

Jos

1, Zaria Road, Bebeyi House,
Opposite Mobil Filling Station
Jos
Plateau State
Tel: 08033185676, 08099912548
E-mail: hambepeter@learnafricaplc.com

Kano

10, Maiduguri Road
Opposite Rukayya House
Kano, Kano State.
Tel: 08095155252, 08099912588
E-mail: lawalbalarabe@learnafricaplc.com

Makurdi

54, Ankpa Road
Opposite Methodist Church
Makurdi, Benue State
Tel: 07038180719
E-mail: chinyamclement@gmail.com

Onitsha

53 Limca Road
Onitsha Anambra State
Tel: 08034963234
E-mail: mberimberindukwe@learnafricaplc.com

Oshogbo

KM4, Gbongan-Ibadan Express way
Opp. (Olo Gov. Office) Ayegbaju Market
Osogbo
Osun State
Tel: 080343887257, 08099912539
E-mail: samuelalawode@learnafricaplc.com

Ota

Jesus is Lord shopping complex
Nitel Road
Ilo Awele
Ota
Ogun State
Tel: 08099912500, 08032179410
E-mail: matthewadegunju@learnafricaplc.com

Owerri

Plot 14 Aladinma Northern Extension
Owerri, Imo State
07061516216, 08099912557
E-mail: Ifeanyofodile@learnafricaplc.com

Port Harcourt

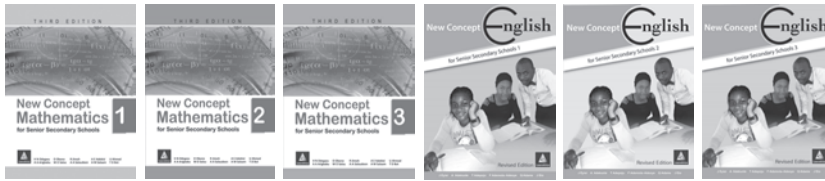
15, Okomoko Street
D Line, Port Harcourt, Rivers State
Tel: 0809991252, 07033655734
E-mail: christopherkikanme@learnafricaplc.com

Warri

Ogene Shopping plaza
62, Effurun/Sapele Road
Effurun, Delta State
Tel: 09087807581, 08059949860

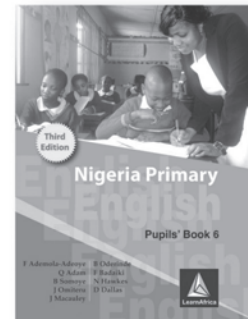
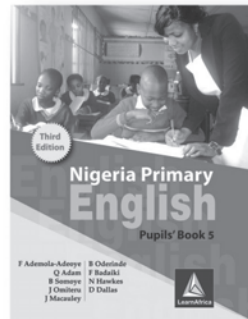
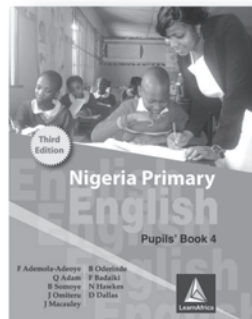
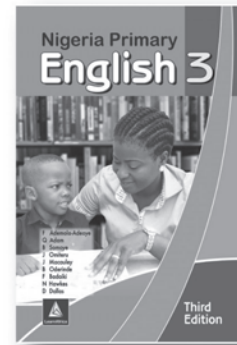
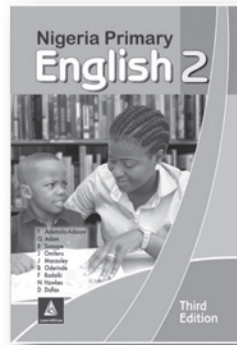
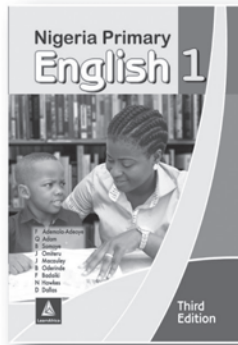
Zaria

1, Sokoto Road
Opposite Zaria Hotel, Zaria
Zaria, Kaduna State
Tel: 00908099912516
E-mail: tijaniwakili@learnafricaplc.com



Nigeria Primary English

Third
Edition



EXCELLENT BOOKS
that guarantee academic success



Learn Africa Plc

Felix Iwerebon House, 52, Oba Akran Avenue, Ikeja, Lagos.

Tel: (01) 08055844008, 07027210085, 08099912504

Email: Sales Enquiries: connect@learnafricaplc.com

Website: www.learnafricaplc.com

... keep discovering

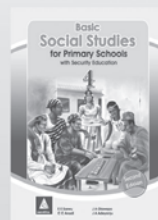
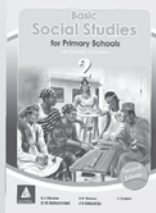
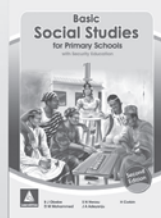
www.learnafrica.com



Basic Social Studies

for Primary Schools
with Security Education

Second
Edition



CULTURAL AND CREATIVE ARTS

For Primary Schools

Authors:

B J Obebe
D M Mohammed
S N Nwosu
J A Adeyanju
H Corbin
H Corbin

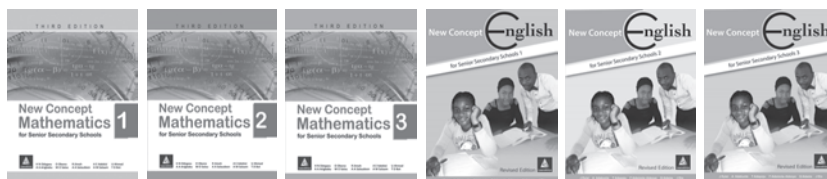
Authors:

A K Badaru
C Ndubuisi
G Akinsola
A Abdul
S A Akinsowo
A Oni



LearnAfrica Plc.
Felix Iwerebon House,
52 Oba Akran Avenue,
Ikeja, Lagos
Tel: 08055844008, 07027210085
Email: connect@learnafrica.com
Website: www.learnafrica.com

keep discovering



Learn Africa Plc Proxy Form For the year ended 31 December 2015

ANNUAL GENERAL MEETING TO BE HELD AT CHIDA INTERNATIONAL HOTEL, PLOT 224, SOLOMON LAR WAY, UTAKO DISTRICT, ABUJA, F.C.T. ON THURSDAY 25 AUGUST, 2016 AT 11.00 A.M.

I/We..... being a member/members of
Learn Africa Plc hereby appoint

.....
or failing him, the Chairman of the meeting as my/our proxy to vote for me/us at the Annual General Meeting of the Company to be held on Thursday, 25 August and at any adjournment thereof.

Signature

Dated this.....day of2016

To be effective, the Form of Proxy should be duly stamped by the Commissioner for Stamp Duties and signed before posting it to the address shown overleaf not later than 48 hours before the time for holding the meeting.

The Proxy Form should not be completed and sent to the address overleaf if the member will be attending the Meeting.

S/N	ORDINARY RESOLUTIONS	FOR	AGAINST
1	To re-elect the following Directors retiring by rotation:		
	Hajia Binta Bakari		
	Mr Gbolagunte Aiyedun		
	Mrs Yetunde Aina		
2	To authorise the Directors to fix the remuneration of Auditors		
3	To elect/re-elect members of the Audit Committee		
	SPECIAL BUSINESS To consider, and if thought fit, pass the following as an Ordinary Resolution:		
4	To approve the remuneration of the Directors		

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

FOR COMPANY'S USE ONLY

Full Name and Address of Shareholder

Number of Shares held

Admission Form

Please admit
..... to

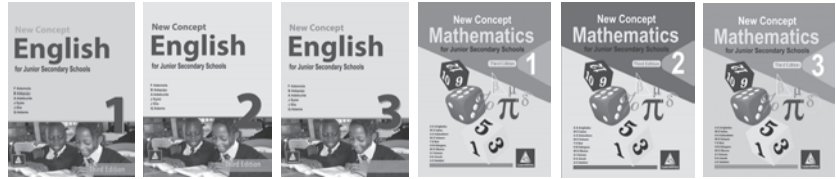
The Annual General Meeting of Learn Africa Plc to be held at 11.a.m on Thursday 25 August 2016, at Chida International Hotel, Plot 224, Solomon Lar Way, Utako District, Abuja, F.C.T.

Signature of the person attending
.....

Notes:

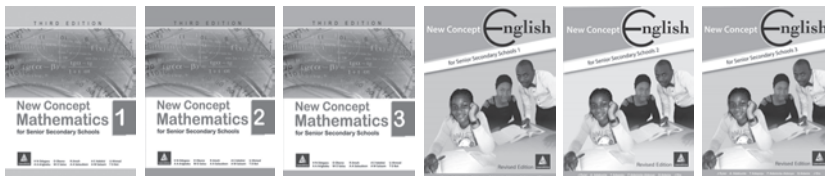
- 1 A member (shareholder) who is unable to attend a General Meeting is allowed to appoint a proxy to attend and vote instead of him/her. The Proxy Form has been prepared to enable you to exercise your right to vote if you cannot personally attend.
- 2 Provision has been made on this Proxy Form for the Chairman of the meeting to act as your proxy, but if you wish, you may insert in the blank space on the form (marked **) the name of any person, whether a member of the Company or not who will attend the meeting and vote on your behalf instead of the Chairman of the meeting.
- 3 Please sign the Proxy if you are not attending the Meeting, have it duly stamped by the Commissioner for Stamp Duties, and post it so as to reach the Registrars-First Registrars Nigeria Limited, Plot 2, Abebe Village Road, Iganmu, Lagos or the Company Secretary, DCSL Corporate Services Limited, 235, Ikoro Road, Lagos, not later than 48 hours before the time of holding the meeting.
- 4 This Admission Form must be produced by the shareholder or his proxy in order to obtain entrance to the Annual General Meeting.
- 5 Shareholders or their Proxies are required to sign the Admission Form before attending the Meeting.

DCSL Corporate Services
(Company Secretaries)



*Please affix
Postage Stamp*

**The Company Secretaries
DCSL Corporate Services Limited
235 Ikorodu Road
P. O. Box 965, Lagos
Nigeria**



E-DIVIDEND



To:
The MD/CEO,
First Registrars Nigeria Limited,
Plot 2, Abebe Village Road,
Iganmu, P.M.B 12692,
Marina, Lagos,
Nigeria.

Important: The form should be completed in CAPITAL LETTERS using a black or dark blue ballpoint/fountain pen.
Characters and numbers should be similar in style to the following
A B C D E F G H I J K L M N O P Q R S T U V W X Y Z 0 1 2 3 4 5 6 7 8 9

Please fill in the form and return to the address above

Surname

First Name

Other Names

Address

Mobile Phone

Email

Signature

2nd Signature (for joint account or company)

(For company, please add Seal)

Bank Account Details

Bank Name

Bank Branch Address

Bank Account Number

Branch Sort Code

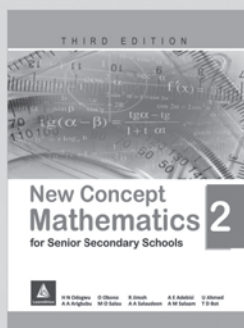
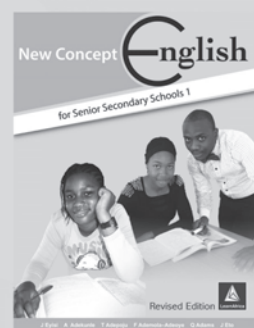
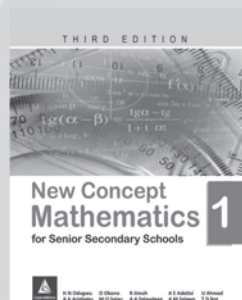
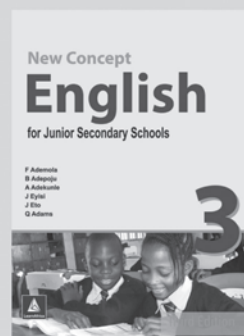
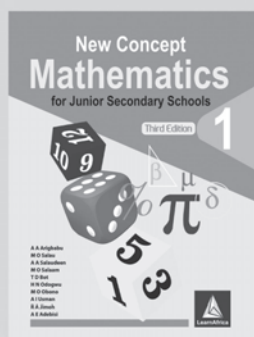
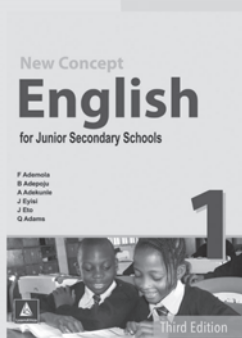
Branch Authorised Signatures & Stamp



website: www.firstregistrarsnigeria.com
Email: infor@firstregistrarsnigeria.com



A redefined series for excellent result



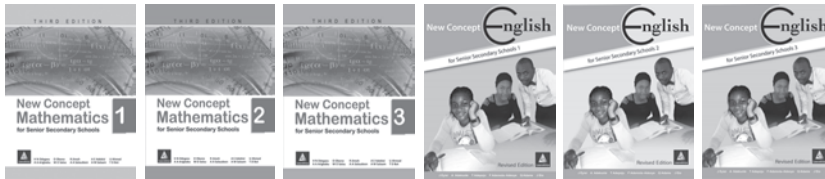
HEAD OFFICE

Felix Iwerebon House, 52, Oba Akran Avenue, Ikeja, Lagos State.

Tel: (01) 08055844008, 07027210085, 08099912504

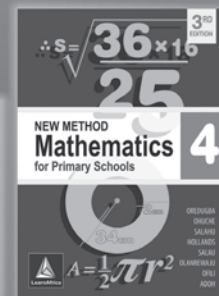
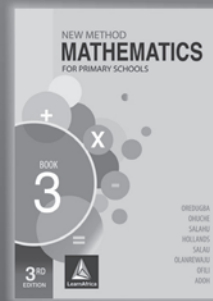
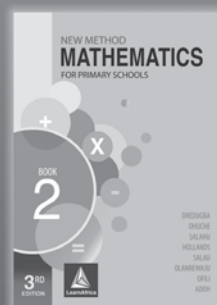
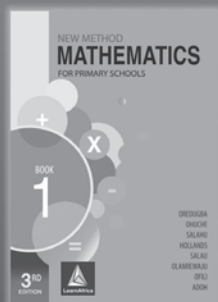
Email: connect@learnafricapl.com | Website: www.learnafricapl.com

keep **discovering**®



NEW METHOD Mathematics

For Primary Schools **Third Edition**



Team of Authors: OREDUGBA, OHUCHE, SALAHU
HOLLANDS, SALAU, OLANREWAJU, OFILI, ADOH

LearnAfrica Plc.
Felix Iwerebon House,
52 Oba Akran Avenue,
Ikeja, Lagos
Tel: 08055844008, 07027210085
Email: connect@learnafricaplc.com
Website: www.learnafricaplc.com

keep discovering

