
You are advised to read and understand the contents of this Rights Circular. If you are in any doubt about the actions to be taken, you should consult your Stockbroker, Accountant, Banker, Solicitor, or any other professional adviser for guidance immediately. Investors are advised to note that liability for false or misleading statements or acts made in connection with the Rights Circular is provided in sections 85 and 86 of the Investments and Securities Act No 29, 2007 (the "Act")

For information concerning certain risk factors, which should be considered by prospective investors, see Risk Factors from Pages 33 to 35



UACN Property Development Company Plc

RC 321582

Rights Issue of

1,718,750,000

Ordinary Shares of 50 kobo each at

₦3.00 per Share

on the basis of 1 new Ordinary Share

for every 1 Ordinary Share held as at the close of business on

JANUARY 19 2017

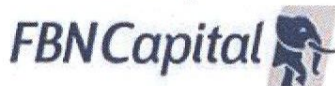
The rights being offered in this document are tradable on the floor of The Nigerian Stock Exchange for the duration of the Issue

Payable in full on Acceptance

ACCEPTANCE LIST OPENS: Tuesday, April 18, 2017

ACCEPTANCE LIST CLOSES: Friday, May 26, 2017

Lead Issuing House:



RC446599

Joint Issuing Houses:



LeadCapital Plc

RC 119448



Stanbic IBTC
Capital

RC1031358

This Rights Circular and the securities which it offers have been cleared and registered by the Securities and Exchange Commission. The Investments and Securities Act No 29, 2007 (the "Act") provides for civil and criminal liabilities for the issue of a Rights Circular which contains false or misleading information. The clearance and registration of this Rights Circular and the securities which it offers do not relieve the parties of any liability arising under the Act for false and misleading statements or for any omission of a material fact in this Rights Circular.

This Rights Circular is dated March 30, 2017

DEFINITIONS	3
CORPORATE DIRECTORY	5
ABRIDGED INDICATIVE TIMETABLE	6
SUMMARY OF THE RIGHTS ISSUE	7
THE RIGHTS ISSUE	10
DIRECTORS, AUDIT COMMITTEE MEMBERS, COMPANY SECRETARY AND PARTIES TO THE ISSUE	11
THE CHAIRMAN’S LETTER	14
OVERVIEW OF THE NIGERIAN REAL ESTATE SECTOR	16
OVERVIEW OF UACN PROPERTY DEVELOPMENT COMPANY PLC	20
1. HISTORICAL OVERVIEW	20
2. BUSINESS OVERVIEW.....	20
3. GROUP STRUCTURE:	21
4. OVERVIEW OF PROJECTS:	22
5. KEY STRENGTHS:.....	29
6. STRATEGY:.....	29
7. BOARD OF DIRECTORS:	30
8. MANAGEMENT TEAM:	32
9. RISK FACTORS	33
10. FUTURE PLANS	35
BOARD RESOLUTION AUTHORIZING THE ISSUE	37
LETTER FROM THE DIRECTORS ON THE GOING CONCERN STATUS	38
LETTER FROM THE AUDITORS ON THE GOING CONCERN STATUS	40
LETTER FROM THE AUDITORS ON THE GOING CONCERN STATUS	41
INCORPORATION BY REFERENCE	42
CONSOLIDATED FINANCIAL INFORMATION	43
STATUTORY AND GENERAL INFORMATION	47
1. INCORPORATION AND SHARE CAPITAL HISTORY	47
2. SHAREHOLDING STRUCTURE.....	47
3. DIRECTORS’ BENEFICIAL INTERESTS.....	48
4. INDEBTEDNESS	48
5. OFF BALANCE SHEET ITEMS	48
6. SUBSIDIARIES AND ASSOCIATED COMPANIES	48
7. CLAIMS AND LITIGATION	48
8. PURPOSE OF ISSUE AND USE OF PROCEEDS.....	49
9. IMPORTANT NOTE TO THE USE OF PROCEEDS.....	49
10. COSTS AND EXPENSES	49
11. MATERIAL CONTRACT	50
12. UNCLAIMED DIVIDENDS	50
13. OVERVIEW OF CORPORATE GOVERNANCE.....	50
14. RESEARCH AND DEVELOPMENT:	52
15. MERGERS AND TAKEOVERS.....	53
16. RELATIONSHIP BETWEEN THE COMPANY AND ITS ADVISERS	53
17. RELATED PARTY TRANSACTIONS :	53
18. DECLARATIONS.....	53
19. CONSENTS	54
20. DOCUMENTS AVAILABLE FOR INSPECTION	54
PROVISIONAL ALLOTMENT LETTER	55
RECEIVING AGENTS	58
ACCEPTANCE/RENUNCIATION FORM	59

DEFINITIONS

In this document, unless otherwise stated or clearly indicated by the context, the following words have the meanings stated opposite them.

Terms	Definitions
“CAMA”	Companies and Allied Matters Act Cap C20 Laws of the Federation of Nigeria 2004
“Company” or “UPDC”	UACN Property Development Company Plc
“Council”	Council of The Nigerian Stock Exchange
“CSCS”	Central Securities Clearing System
“Daily Official List”	Daily Official List of The Nigerian Stock Exchange
“Directors”	The members of the Board of Directors of UACN Property Development Company Plc who at the date of this document are those persons whose names are set out on page 11 of this Rights Circular
“FBN Capital”	FBN Capital Limited
“FGN”	Federal Government of Nigeria
“FMBN”	Federal Mortgage Bank of Nigeria
“FSDH”	FSDH Merchant Bank Limited
“Group”	UACN Property Development Company Plc and its subsidiaries
“GDP”	Gross Domestic Product
“IFRS”	International Financial Reporting Standards
“Issue” or “Rights Issue”	The Rights Issue by way of provisionally allotting 1,718,750,000 Ordinary Shares of 50 kobo each in the Company to its members whose names appear on the Register of Members as at the close of business on January 19 2017, on the basis of 1 new Ordinary Share for every 1 Ordinary Share held on that date
“Issuing Houses”	FBN Capital Limited, FSDH Merchant Bank Limited, LeadCapital Plc and Stanbic IBTC Capital Limited
“LeadCapital”	LeadCapital Plc
“Management”	Management of UACN Property Development Company Plc
“MPR”	Monetary Policy Rate
“NEFT”	Nigeria Electronic Funds Transfer
“NIBOR”	Nigerian Inter-Bank Offered Rate
“NMRC”	Nigeria Mortgage Refinance Company Plc
“Ordinary Shares”	Ordinary shares of 50 kobo each in the share capital of the Company
“Qualification Date”	January 19, 2017
“Receiving Agents”	Any of the institutions listed on Page 58 of this Rights Circular to which shareholders may return their completed Acceptance/Renunciation Forms together with payment/evidence of payment
“Receiving Banks”	First Bank of Nigeria Limited and Stanbic IBTC Bank Plc

DEFINITIONS

Terms	Definition
“Register of Members”	The register that records the names and addresses of the ordinary shareholders of the Company
“Registrars”	Africa Prudential Registrars Plc
“REIT”	Real Estate Investment Trust
“Rights Circular”	This document, which is issued in accordance with the Rules and Regulations of the Commission
“RTGS”	Real Time Gross Settlement
“Shareholders”	Existing shareholders of the Company as at the Qualification Date (as defined in the Rights Circular)
“SEC” or “the Commission”	Securities and Exchange Commission
“Sq.m” and “Square meters”	The area equal to a square, that is 1 meter on each side. Used for measuring areas of rooms, houses, blocks of land, etc.
“Stanbic IBTC Capital”	Stanbic IBTC Capital Limited
“Stockbrokers”	FSDH Securities Limited and Stanbic IBTC Stockbrokers Limited
“The NSE” or “The Exchange”	The Nigerian Stock Exchange
“UACN” or “UAC of Nigeria”	UAC of Nigeria Plc
“VMP”	Victoria Mall Plaza
“Working Day” or “Business Day”	Any day other than a Saturday, Sunday or official public holiday declared by the Federal Government of Nigeria from time to time

1. Head Office

UACN Property Development Company Plc

UAC House

1-5 Odunlami Street, Lagos

01-7388206; 01-4539201

Email: careline@updcplc.com

www.updcplc.com

2. Abuja Office

Plot 272 – 273, UAC complex

Central Business District

Garki, Abuja

09-8709957

3. Port Harcourt Office

UPDC Complex

26, Aba Road

Port Harcourt, Rivers

07045988791

ABRIDGED INDICATIVE TIMETABLE

The dates below, which reflect principal events, are subject to change:

DATE	ACTIVITY	RESPONSIBILITY
18/04/2017	Acceptance List opens/Trading in Rights begins	Issuing Houses/Stockbrokers
26/05/2017	Acceptance List closes/Trading in Rights closes	Issuing Houses/Stockbrokers
12/06/2017	Receiving Agents make returns	Issuing Houses/Receiving Agents
22/06/2017	File allotment proposal and draft newspaper announcement with SEC	Issuing Houses
06/07/2017	Receive SEC's clearance of allotment proposal	Issuing Houses
07/07/2017	Pay net Issue proceeds to UPDC	Receiving Banks
10/07/2017	Publish Allotment announcement in two national dailies	Issuing Houses
07/07/2017	Return surplus/rejected application monies	Receiving Banks/Registrars
10/07/2017	Distribute share certificates/credit CSCS accounts	Registrars
12/07/2017	Forward Declaration of Compliance to The NSE	Stockbrokers
12/07/2017	Listing of new UPDC shares/trading commences	Stockbrokers
13/07/2017	Forward Issue summary report to SEC	Issuing Houses

SUMMARY OF THE RIGHTS ISSUE

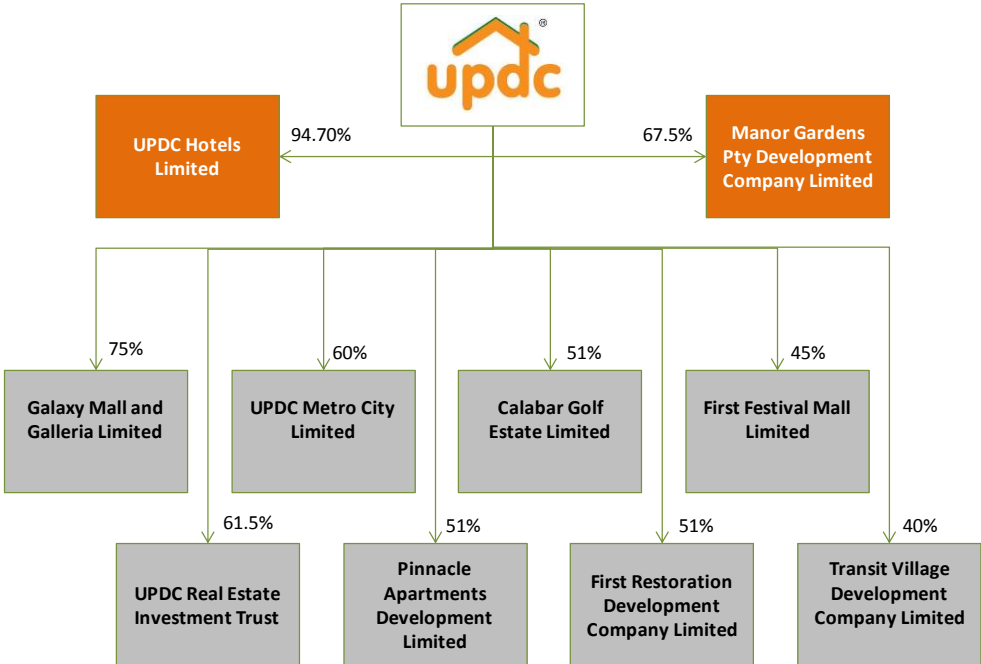
This summary draws attention to information contained elsewhere in this Rights Circular; it does not contain all of the information you should consider in making your investment decision. You should therefore read this summary together with the more detailed information, including the financial statements elsewhere in this Rights Circular.

1.	Issuer:	UACN Property Development Company Plc																									
2.	Lead Issuing House:	FBN Capital Limited																									
3.	Joint Issuing Houses:	FSDH Merchant Bank Limited LeadCapital Plc Stanbic IBTC Capital Limited																									
4.	Share Capital: Authorized: Issued and fully paid: Now being issued: Gross Issue Proceeds:	<p>₦1,750,000,000 divided into 3,500,000,000 Ordinary Shares of 50 kobo each.</p> <p>₦859,375,000 divided into 1,718,750,000 Ordinary Shares of 50 kobo each.</p> <p>1,718,750,000 Ordinary Shares of 50 kobo each at ₦3.00 per share.</p> <p>₦5,156,250,000</p>																									
5.	Purpose:	The net proceeds of the Issue will be applied towards further development /completion of ongoing projects and acquisition of land to execute new projects.																									
6.	Use of Proceeds:	<p>After the deduction of estimated Issue costs and expenses of ₦152,802,304 (representing 2.963% of the Issue proceeds), the net Issue proceeds of ₦5,003,447,696 will be applied in the following manner:</p> <table border="1"> <thead> <tr> <th>S/N</th> <th>Projects</th> <th>(₦)</th> <th>(%)</th> <th>Estimated Completion Period</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Deleveraging of Balance sheet</td> <td>3,002,068,618</td> <td>60%</td> <td>Immediate</td> </tr> <tr> <td>2</td> <td>Construction of VMP 3 Car Park & Event Centre</td> <td>1,050,724,016</td> <td>21%</td> <td>18 Months</td> </tr> <tr> <td>3</td> <td>Land acquisition and Construction of Residential Projects</td> <td>990,655,062</td> <td>19%</td> <td>24 Months</td> </tr> <tr> <td></td> <td>Total</td> <td>5,003,447,696</td> <td>100</td> <td></td> </tr> </tbody> </table> <p>Further details on the use of proceeds is provided on Page 49.</p>	S/N	Projects	(₦)	(%)	Estimated Completion Period	1	Deleveraging of Balance sheet	3,002,068,618	60%	Immediate	2	Construction of VMP 3 Car Park & Event Centre	1,050,724,016	21%	18 Months	3	Land acquisition and Construction of Residential Projects	990,655,062	19%	24 Months		Total	5,003,447,696	100	
S/N	Projects	(₦)	(%)	Estimated Completion Period																							
1	Deleveraging of Balance sheet	3,002,068,618	60%	Immediate																							
2	Construction of VMP 3 Car Park & Event Centre	1,050,724,016	21%	18 Months																							
3	Land acquisition and Construction of Residential Projects	990,655,062	19%	24 Months																							
	Total	5,003,447,696	100																								
7.	Important Note to the Use of Proceeds	The parent company of UPDC, UACN, under its Group Treasury Arrangement made advances to UPDC totalling ₦3.69b solely for working capital purposes. The advances are payable on demand and attract an annual interest rate equivalent to the MPR + 150 basis points. The outstanding loan will be partly repaid by applying UACN's provisional allotment, and any additional subscription thereof.																									
8.	Method of Issue:	By way of provisionally allotted Ordinary Shares to existing shareholders.																									
9.	Issue Price per share:	₦3.00																									
10.	Payment:	In full on acceptance																									
11.	Market capitalization at Rights Issue Price (Pre-Issue):	₦5,156,250,000																									
12.	Market capitalization at Rights Issue Price (Post-issue):	On completion of the Rights Issue, assuming all provisionally allotted Ordinary Shares are fully taken up, the Company will have a market capitalization of ₦10,312,500,000																									
13.	Opening Date:	Tuesday, April 18, 2017																									
14.	Closing Date:	Friday, May 26, 2017																									

SUMMARY OF THE RIGHTS ISSUE

15.	Qualification Date	January 19, 2017																																																																																														
16.	Provisional Allotment and Application for Additional Shares:	1 new Ordinary Share for every 1 Ordinary Share held at the close of business on January 19, 2017. Ordinary Shares which are not taken up by Friday, May 26, 2017 will be allotted on a pro-rata (equal) basis to existing shareholders who applied and paid for additional shares over and above their provisional allotment. Shareholders who do not accept their provisional allotment in full may have their shareholding in the Company diluted.																																																																																														
17.	Underwriting:	At the instance of the Issuer, this Issue is not underwritten.																																																																																														
18.	Financial Summary:	<table border="1"> <thead> <tr> <th rowspan="3">Financial Summary</th> <th colspan="6">Year ended 31st December</th> </tr> <tr> <th>Sept 2016</th> <th>2015</th> <th>2014</th> <th>2013</th> <th>2012</th> <th>2011</th> </tr> <tr> <th>N'm</th> <th>N'm</th> <th>N'm</th> <th>N'm</th> <th>N'm</th> <th>N'm</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>3,209</td> <td>5,121</td> <td>11,701</td> <td>11,299</td> <td>12,040</td> <td>6,783</td> </tr> <tr> <td>Profit before taxation</td> <td>133</td> <td>56</td> <td>3,541</td> <td>3,708</td> <td>2,455</td> <td>2,399</td> </tr> <tr> <td>Profit after taxation (PAT)</td> <td>24</td> <td>381</td> <td>3,589</td> <td>3,155</td> <td>2,180</td> <td>1,670</td> </tr> <tr> <td>PAT - Minority interest</td> <td>-22</td> <td>-41</td> <td>-13</td> <td>-38</td> <td>-35</td> <td>-39</td> </tr> <tr> <td>PAT – Equity holders of the parent</td> <td>46</td> <td>422</td> <td>3,602</td> <td>2,231</td> <td>1,950</td> <td>1,727</td> </tr> <tr> <td>Share Capital</td> <td>859</td> <td>859</td> <td>859</td> <td>687</td> <td>687</td> <td>687</td> </tr> <tr> <td>Net Assets</td> <td>35,598</td> <td>35,574</td> <td>36,052</td> <td>33,426</td> <td>31,246</td> <td>29,961</td> </tr> <tr> <td>Total Assets</td> <td>74,906</td> <td>71,961</td> <td>68,087</td> <td>66,549</td> <td>71,358</td> <td>69,016</td> </tr> <tr> <td>Earnings per share (kobo)</td> <td>3</td> <td>25</td> <td>210</td> <td>186</td> <td>161</td> <td>124</td> </tr> <tr> <td>Diluted Earnings per share (kobo)</td> <td>3</td> <td>25</td> <td>210</td> <td>186</td> <td>161</td> <td>124</td> </tr> </tbody> </table>						Financial Summary	Year ended 31 st December						Sept 2016	2015	2014	2013	2012	2011	N'm	N'm	N'm	N'm	N'm	N'm	Turnover	3,209	5,121	11,701	11,299	12,040	6,783	Profit before taxation	133	56	3,541	3,708	2,455	2,399	Profit after taxation (PAT)	24	381	3,589	3,155	2,180	1,670	PAT - Minority interest	-22	-41	-13	-38	-35	-39	PAT – Equity holders of the parent	46	422	3,602	2,231	1,950	1,727	Share Capital	859	859	859	687	687	687	Net Assets	35,598	35,574	36,052	33,426	31,246	29,961	Total Assets	74,906	71,961	68,087	66,549	71,358	69,016	Earnings per share (kobo)	3	25	210	186	161	124	Diluted Earnings per share (kobo)	3	25	210	186	161	124
Financial Summary	Year ended 31 st December																																																																																															
	Sept 2016	2015	2014	2013	2012	2011																																																																																										
	N'm	N'm	N'm	N'm	N'm	N'm																																																																																										
Turnover	3,209	5,121	11,701	11,299	12,040	6,783																																																																																										
Profit before taxation	133	56	3,541	3,708	2,455	2,399																																																																																										
Profit after taxation (PAT)	24	381	3,589	3,155	2,180	1,670																																																																																										
PAT - Minority interest	-22	-41	-13	-38	-35	-39																																																																																										
PAT – Equity holders of the parent	46	422	3,602	2,231	1,950	1,727																																																																																										
Share Capital	859	859	859	687	687	687																																																																																										
Net Assets	35,598	35,574	36,052	33,426	31,246	29,961																																																																																										
Total Assets	74,906	71,961	68,087	66,549	71,358	69,016																																																																																										
Earnings per share (kobo)	3	25	210	186	161	124																																																																																										
Diluted Earnings per share (kobo)	3	25	210	186	161	124																																																																																										
19.	Quotation:	UPDC's entire issued and paid-up share capital is listed on The Exchange. An application has been made to the Council of The Exchange for the admission to its Daily Official List the 1,718,750,000 Ordinary Shares being offered under this Issue.																																																																																														
20.	Status:	The shares being issued will rank <i>pari passu</i> in all respects with the existing issued Ordinary Shares of the Company.																																																																																														
21.	Dividend Qualification	The shares being issued shall qualify for any dividend (or any other distribution) declared for the financial year ending 2017, as long as the qualification date for the dividend (or any other distribution) declared is after the allotment of the ordinary shares now being issued.																																																																																														
22.	Indebtedness:	As at the date of this report, the Company has no debentures, mortgages, loans, charges, material contingent liabilities or other similar indebtedness, other than in the ordinary course of business.																																																																																														
23.	Claims and Litigations:	<p>The Company, in the ordinary course of its business, is presently involved in 51 cases. The Company is an appellant in 2, and a claimant in 12 of those cases, claiming a total of ₦148,026,880.38 (one hundred and forty eight million, twenty six thousand eight hundred and eighty Naira, thirty eight Kobo). In the other 37 cases in which the Company is a defendant, the total value of the monetary claims against the Company is ₦1,222,549,811.00 (one billion, two hundred and twenty-two million, five hundred and forty nine thousand, eight hundred and eleven Naira).</p> <p>Save for the cases aforementioned, the Solicitors are not aware of any other pending and/or threatened claim or litigation matter against the Company.</p> <p>It is the Solicitors' opinion that in the unlikely event that all the current claims against the Company are successful, the liability of the Company will not exceed the maximum amount claimed by the Claimants being a total of ₦1,222,549,811.00 (one billion, two hundred and twenty-two million, five hundred and forty nine thousand, eight hundred and eleven Naira).</p>																																																																																														

SUMMARY OF THE RIGHTS ISSUE

24.	Settlement:	The CSCS accounts of Shareholders will be credited not later than 15 working days from the date of allotment. Shareholders are hereby advised to state the name of their respective stockbrokers and their Clearing House Numbers in the relevant spaces on the Acceptance Form. Certificates of Shareholders that do not provide their CSCS account details will be dispatched by registered post not later than 15 working days from the date of allotment.
25.	Group Structure	 <p>The diagram illustrates the corporate structure of UPDC. At the top is the UPDC logo. Below it, two orange boxes represent 'UPDC Hotels Limited' (94.70% owned) and 'Manor Gardens Pty Development Company Limited' (67.5% owned). A central line descends from the logo to a horizontal line, from which four vertical lines lead to grey boxes: 'Galaxy Mall and Galleria Limited' (75%), 'UPDC Metro City Limited' (60%), 'Calabar Golf Estate Limited' (51%), and 'First Festival Mall Limited' (45%). From 'Galaxy Mall and Galleria Limited', a vertical line leads to 'UPDC Real Estate Investment Trust' (61.5%). From 'UPDC Metro City Limited', a vertical line leads to 'Pinnacle Apartments Development Limited' (51%). From 'Calabar Golf Estate Limited', a vertical line leads to 'First Restoration Development Company Limited' (51%). From 'First Festival Mall Limited', a vertical line leads to 'Transit Village Development Company Limited' (40%).</p>

THE RIGHTS ISSUE

A copy of this Rights Circular and the documents specified herein have been delivered to the Securities and Exchange Commission for clearance and registration.

This Rights Circular is issued in compliance with the provisions of the Investments and Securities Act No 29, 2007, the Rules and Regulations of the Commission and the listing requirements of The Exchange and contains particulars in compliance with the requirements of the Commission and The Exchange for the purpose of giving information to the public with regards to the Issue of 1,718,750,000 Ordinary Shares in UACN Property Development Company Plc by FBN Capital Limited, FSDH Merchant Bank Limited, LeadCapital Plc and Stanbic IBTC Capital Limited. An application has been made to the Council of The Exchange for the admission to its Daily Official List of the 1,718,750,000 Ordinary Shares being offered via the Rights Issue.

The Directors of UACN Property Development Company Plc individually and collectively accept full responsibility for the accuracy of the information contained in this Rights Circular. The Directors have taken reasonable care to ensure that the facts contained herein are true and accurate in all respects and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no material facts the omission of which would make any statement herein misleading or untrue.

The shares to be issued by the Company pursuant to the Rights Issue will rank pari passu in all respects with the existing issued Ordinary Shares of the Company.

FBN CAPITAL LIMITED

RC446599

FSDH MERCHANT BANK LIMITED

RC 199528

LEADCAPITAL PLC

RC 119448

AND

STANBIC IBTC CAPITAL LIMITED

RC 1031358

on behalf of

UACN PROPERTY DEVELOPMENT COMPANY PLC

RC 321582

are authorized to receive acceptances for the

RIGHTS ISSUE OF

1,718,750,000 ORDINARY SHARES OF 50 KOBO EACH

AT ₦3.00 PER SHARE

on the basis of 1 new Ordinary Share for every 1 Ordinary Share held as at January 19, 2017

Payable in full on Acceptance

The Acceptance List for the shares now being issued will open on **Tuesday, April 18, 2017** and close on **Friday, May 26, 2017**

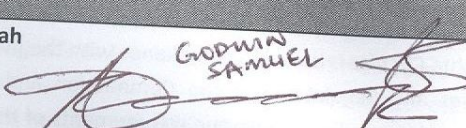
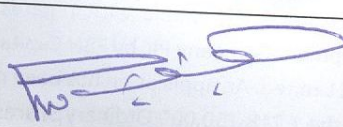
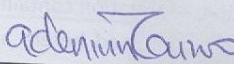
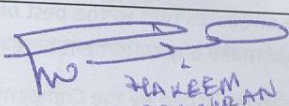
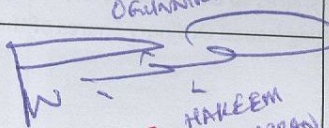
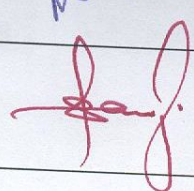
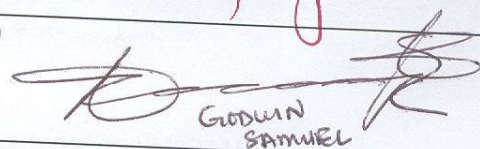
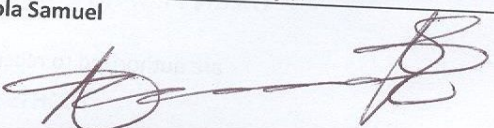
SHARE CAPITAL AND RESERVES OF THE COMPANY AS AT 30 SEPTEMBER 2016

(Extracted from the unaudited interim financial statements as at 30th September 2016)

		₦'000
Authorized Share Capital:	3,500,000,000 Ordinary Shares of 50kobo each	<u>1,750,000</u>
Issued and Fully Paid:	1,718,750,000 Ordinary Shares of 50 kobo each	<u>859,375</u>
EQUITY:		
	Share Capital	859,375
	Share Premium	3,943,273
	Retained Earnings	30,938,184
	Minority Interest	(142,889)
	TOTAL SHAREHOLDERS EQUITY	<u>35,597,942</u>





DIRECTORS, AUDIT COMMITTEE MEMBERS, COMPANY SECRETARY AND PARTIES TO THE ISSUE

BOARD OF DIRECTORS	
CHAIRMAN	Mr. Larry Ephraim Ettah UAC House 1-5, Odunlami Street Lagos 
MANAGING DIRECTOR/CHIEF EXECUTIVE	Mr. Hakeem Bamidele Ogunniran UAC House 1-5, Odunlami Street Lagos 
EXECUTIVE DIRECTOR (FINANCE)	Mrs. Adeniyi Folasade Taiwo UAC House 1-5, Odunlami Street Lagos 
NON-EXECUTIVE DIRECTOR	Mrs. Halima Tayo Alao UAC House 1-5, Odunlami Street Lagos 
NON-EXECUTIVE DIRECTOR	Professor Okon Asuquo Ansa UAC House 1-5, Odunlami Street Lagos 
NON-EXECUTIVE DIRECTOR	Mr. Adekunle Olakitan Awojobi FBN Trustee Limited 16, Keffi Street, Ikoyi Lagos 
NON-EXECUTIVE DIRECTOR	Mr. Abdul Akhor Bello UAC House 1-5, Odunlami Street Lagos 
COMPANY SECRETARY	Mr. Godwin Abimbola Samuel UAC House 1-5, Odunlami Street Lagos 
AUDIT COMMITTEE	
CHAIRMAN	Mr. Adekunle Olakitan Awojobi FBN Trustee Limited 16, Keffi Street, Ikoyi Lagos
MEMBER	Mr. Joe Ogbonna Anosikeh UAC House 1-5, Odunlami Street Lagos
MEMBER	Mrs. Halima Tayo Alao UAC House 1-5, Odunlami Street Lagos
MEMBER	Alhaji Gbadebo Olatokunbo UAC House 1-5, Odunlami Street Lagos

DIRECTORS, COMPANY SECRETARY AND PARTIES TO THE ISSUE

MEMBER	Professor Okon Asuquo Ansa UAC House 1-5, Odunlami Street Lagos
MEMBER	Engineer Taiwo Ganiyu Fawole UAC House 1-5, Odunlami Street Lagos
PROFESSIONAL PARTIES	
LEAD ISSUING HOUSE	FBN Capital Limited 16, Keffi Street Off Awolowo Road Ikoyi, Lagos <i>Taiwo Okeowo</i>
JOINT ISSUING HOUSES	FSDH Merchant Bank Limited UAC House (5th-8th Floors) 1-5, Odunlami Street Lagos <i>OLUFUNSHO OLUSANYA</i>
	LeadCapital Plc Plot 281, Ajose Adeogun Street Victoria Island Lagos <i>Adeniyi Alimiyale</i>
	Stanbic IBTC Capital Limited I.B.T.C. Place Walter Carrington Crescent Victoria Island Lagos <i>Syinda Akinyemi Sawyer</i>
AUDITORS	Ernst & Young 10th & 13th Floors, UBA House 57, Marina Lagos <i>Tungai Alim</i>
RECEIVING BANKS	First Bank of Nigeria Limited Samuel Asabia House 35, Marina Lagos <i>Rotimi Adigunle</i>
	Stanbic IBTC Bank PLC I.B.T.C. Place Walter Carrington Crescent Victoria Island Lagos <i>Abiodun Oni</i>
REGISTRAR	Africa Prudential Registrars PLC 220B, Ikorodu Road Palmgrove Lagos <i>Catherine Nassu</i>
SOLICITORS	Udo Udoma & Belo-Osagie St Nicholas House, (10th & 13th Floors) Catholic Mission Street Lagos Island Lagos <i>Yinka Eshu</i> <i>Udo Udoma</i>

DIRECTORS, COMPANY SECRETARY AND PARTIES TO THE ISSUE

STOCKBROKERS TO THE ISSUE	FSDH Securities Limited UAC House (5th-8th Floors) 1-5, Odunlami Street Lagos	 Ikechukwu Iwu
	Stanbic IBTC Stockbrokers Limited I.B.T.C. Place Walter Carrington Crescent Victoria Island Lagos	 TITI OGUNGBESAN

OLUFUNSHO OJASANYA



THE CHAIRMAN'S LETTER

The following is the text of a letter received by FBN Capital Limited, FSDH Merchant Bank Limited, LeadCapital Plc and Stanbic IBTC Capital Limited from Mr. Larry E. Ettah, Chairman, Board of Directors of UACN Property Development Company Plc.



January 18, 2017

Dear Shareholders

RIGHTS ISSUE OF 1,718,750,000 ORDINARY SHARES OF 50 KOBO EACH IN UACN PROPERTY DEVELOPMENT COMPANY PLC AT ₦3.00 PER SHARE

Despite the challenging business environment, UPDC has achieved major strides with regards to its operations, ongoing developments, and new projects. The Company has completed several major developments including: VMP 1&2, Victoria Island; Vintage Gardens, Port Harcourt; Cameron Green, Ikoyi; Grandville, Ikeja; Pineville, Asaba; Metrocity, Abuja; Festival Mall, Lagos; Alexander Miller, Lekki; The Residences, Lagos etc.

Whilst UPDC has continued to perform well on several parameters, the Company is strategically diversifying its portfolio in order to take advantage of emerging opportunities in the middle segment of the residential real estate market alongside commercial developments such as shopping malls, car parks, event centres and industrial warehouses.

A number of major development projects have been planned for delivery between 2017 and 2018. These include James Pinnock Place, two (2) residential projects in Lekki; Victoria Mall Plaza (Phase 3) in Victoria Island, comprising of office blocks, event center, a shopping mall and a multi-storey car park and Galaxy Mall & Galleria in Kaduna. You would recall that at our Company's Extra-ordinary General Meeting that was held on Tuesday, 1 September, 2015, you had authorized the Company amongst other matters to raise additional capital of up to ₦30 billion by way of a public offering, rights issue or any other method(s) determined by the Directors, subject to obtaining regulatory approvals.

I am pleased to inform you that the Board of Directors of UPDC have resolved to issue by way of Rights, 1,718,750,000 Ordinary Shares of 50 kobo each to the Shareholders whose names appear on the Company's Register of Members as at January 19, 2017 on the basis of 1 new ordinary share for every 1 ordinary share held.

All necessary arrangements regarding the Rights Issue have been made. The requisite approvals have been received from the Securities & Exchange Commission and The Nigerian Stock Exchange for the registration and the subsequent listing of the shares now being issued. It is important to note that the shares now being issued will rank pari passu in all respects with the existing issued Ordinary Shares of the Company and shall qualify for any dividend (or any other distribution) declared for the financial year ending 2017, as long as the qualification date for the dividend (or any other distribution) declared is after the allotment of the ordinary shares now being issued.

Instructions for participating in the Rights Issue, including acceptance, payment, and renunciation of your provisional rights are contained in the provisional allotment letter from the Company Secretary as set out on page 55 of this Rights Circular. Shareholders who wish to renounce their rights partially or in full may trade such rights on The Exchange.

THE CHAIRMAN'S LETTER

By supporting the Rights Issue through accepting your rights, the Company will be well positioned to achieve its strategic objectives and to deliver improved returns to all stakeholders, going forward. I therefore enjoin you to carefully consider this investment opportunity and take up your rights, in full, as the Company continues to harness imminent opportunities and deliver on its promises.

Yours faithfully,



Mr. Larry E. Ettah

Chairman

OVERVIEW OF THE NIGERIAN REAL ESTATE SECTOR

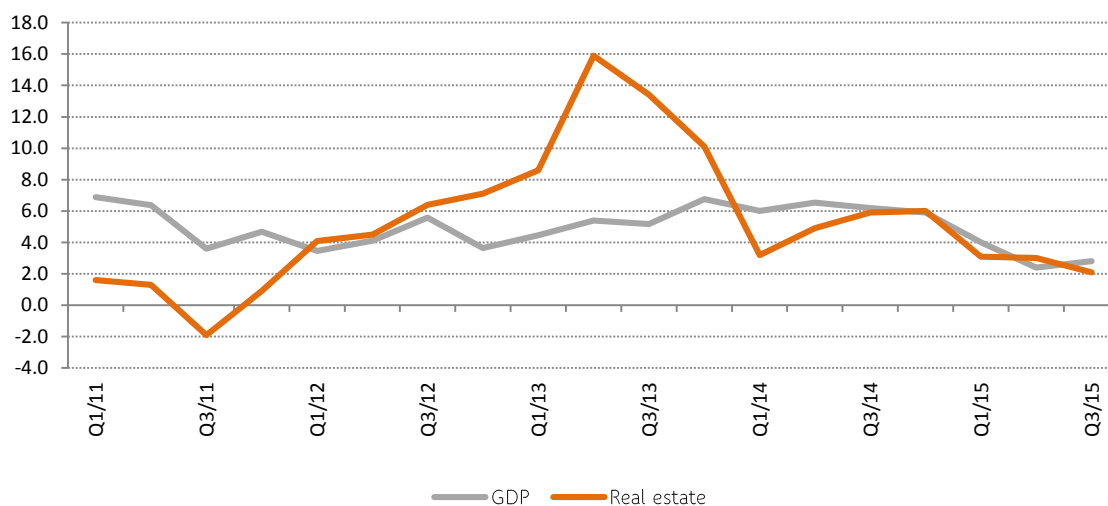
The Nigerian real estate sector is one of the significant drivers in the country's non-oil economy. The sector accounted for 7.5% of total GDP in 2015 and grew by 2.1%¹ year-on-year in the same year. The sector has been known to grow at a faster rate. We attribute the sluggish movement to the current macro challenges.

The growth in the sector is being driven by a rising middle-class spurring demand for residential property development and, indirectly, retail, industrial and commercial real estate development. Continued government reforms have created an enabling environment for property development and financing. Increased allocations of funding to the asset class by local and foreign investors are also key drivers of projected growth in this sector².

Nigeria's real estate market presents substantial opportunities as well as a number of risks for property investors. Existing concerns such as poor access to credit and an underdeveloped mortgage market are areas the Federal Government would need to develop in the near future in order to move the sector forward. The recent slowdown in activities can be attributed to the current macro challenges witnessed in the country. Returns from real estate investments has been one of the most stable with relatively low variability of returns. Activities in the real estate sector involve the purchase, ownership, management, rental, and/or sale of real estate for profit.

The Nigerian real estate sector may be described as one of the emerging sectors in the Nigerian economy, driven largely by the high population base and steady rise of the middle class. Nigeria is the most populous country in Africa with over 170 million people and its economic revolution over the past few years has positively impacted its real GDP growth.

GDP and real estate sector growth (% chg.; year-on-year)



Sources: National Bureau of Statistics; FBNQuest Research

Nonetheless, Nigeria remains a challenging country in which to do business and was ranked 170th out of 189 countries in the World Bank's Doing Business rankings in 2015³. The Nigerian real estate market presents substantial opportunities as well as a number of specific risks for property investors. There are existing issues with access to finance; specifically a lack of long-term debt financing and an underdeveloped mortgage market (mortgage loans represent less than 1% of the nation's GDP)³. Cumbersome and time-consuming processes for land acquisition and ownership documentation can make land acquisition difficult, while land prices in urban

¹ FBN Quest Research

² "Real Estate, Building the Future of Africa", PWC March 2015 report

³ "Ease of Doing Business Rankings" World Bank, <http://www.doingbusiness.org/rankings>

OVERVIEW OF THE NIGERIAN REAL ESTATE SECTOR

areas is expensive. Building materials and construction costs are also high and there is a reliance on expatriate workers resulting from a shortage of expertise in the local construction industry. Security considerations as a result of local unrest should also be factored into investment decisions.

Infrastructure deficiency presents difficulties for potential developers, as they are forced to provide basic amenities such as water, motorable roads, and energy, which contribute an additional 30% to total development costs. The Nigerian Investment Promotion Commission estimates that Nigeria needs investment of up to US\$100 billion over the next six years in roads, electricity, oil and gas, and railways.

In addition, the World Bank has estimated that it would cost as high as US\$363 billion to bridge Nigeria's 17 million housing deficit. This number is expected to increase by two million houses per year⁴ at the current population growth of 2.8% per year⁵. This huge deficit figure may also be viewed as a vast and untapped investment potential of the country's real estate sector.

Key Industry Details	2014	2015	2016f	2017f
Urban Population (%)	51.50	52.1	52.7	53.3
Real Estate Industry Value* (US\$Bn)	9.16	11.36	13.65	16.45
Real Estate Industry Value*, Real Growth Rate (%)	23.22	20.28	16.20	16.75
Real Estate Industry Value* as % of GDP	3.07	3.44	3.65	3.92

*Real Estate Industry Figures = Residential and Non-Residential Industry Building Values

Sources: Business Monitor International(BMI); World Bank; "Building the future of Arica" PWC Real Estate 2015 Report

Industry Segmentation

The Nigerian real estate industry can be divided into four major categories based on the use of the real estate assets. The four real estate categories are:

- Residential
- Commercial office
- Industrial
- Commercial retail and hospitality

Residential Real Estate

The Residential Household Industry has in recent times experienced a significant level of growth driven mostly by disposable income, a rapidly growing middle class, increased urbanization, and a growing number of nuclear families and increased consumer spending. According to the World Bank, a study on the housing situation in Nigeria puts the country's housing deficit at 17 million houses, while about 700,000 units are needed every year to meet rapidly expanding demand with mortgage loans as a percentage of GDP in Nigeria at about 0.5 percent as at the end of 2014. The FGN's involvement in housing delivery through the FMBN has not been sufficient to meet the housing demand, which is growing at a fast pace, thus causing a widening deficit. FMBN and privately owned residential estates are only affordable to individuals in the high and upper middle class income bracket (Upper Middle: \$3,945 - \$12,200 per month; High Income: > \$12,200 per month based on World Bank Classification).

Statistics show that mortgages are only accessible to individuals in the upper middle class income bracket, which, based on our estimates is less than 5% of the total population. As a result of this the majority (c.95%) of the population in the lower income bracket still reside in sub-standard houses - mostly single rooms in urban

⁴ "Nigeria sets up Government Mortgage Firm To Help Solve Massive Housing Shortage", International Business Times

⁵ Data: Population Growth (%) – Nigeria, WorldBank, <http://data.WorldBank.org/indicator/SP.POP.GROW/COUNTRIES>

slums or thatched houses in the rural areas.

Housing demand has consistently exceeded supply in spite of the efforts of the Federal Government of Nigeria. A key constraint in bridging the huge gap in housing delivery on the demand side is affordability. The reduced purchasing power of the mass of Nigerians and inability to pay exorbitant rents has led to increased demand for low budget houses. As a result, developers in recent times have shifted focus to the middle-income segment of the market, where there appears to have been a significant level of income stabilization in recent times.

The residential segment is expected to demonstrate robust growth as the middle-economy bracket widens. As the economy develops, more professionals and corporate entities will be seeking quality.

Commercial Office Real Estate

Commercial Office real estate consists mainly of properties used solely for business purposes. Some categories of commercial office real estate include office space developments and commercial developments used for industrial and logistics purposes, such as warehouses, office buildings, ultra-modern malls and event centres, recreational centres, hospitality, restaurant and fast food outlets, factory, plants and concessions including roads, bridges, Free Trade Zones and ports.

The demand for commercial real estates in Nigeria is highly concentrated in urban cities such as Lagos (South West), Abuja (North Central) and Port Harcourt (South South). Commercial Office real estate is closely related with the economic development and the level of business activities within the country.

The increase in telecommunication company outlets and bank branches collectively stimulated the growth of commercial developments in the country between 2002 and 2009. Growth slowed down towards the end of 2009 due to the economic crisis. However, economic activities have since increased significantly and there has been an influx of international companies into Nigeria in need of grade A office accommodation. Real estate developers and well-funded conglomerates dominate the supply of commercial office properties. Investments in grade A commercial office properties is growing, particularly in Nigeria's major cities of Lagos, Abuja and Port-Harcourt.

Industrial Real Estate

These properties are used for manufacturing and production purposes and usually involve the construction of warehouses and factory spaces. This sector of the industry is becoming more robust, with the various industrial initiatives taken by government to drive the growth of manufacturing activities in the country leading to establishment and growth of industrial estates. Activities in most of the industrial estates are expected to increase with the recent improvement in power generation and distribution.

Commercial Retail and Hospitality Real Estate

The demand for luxury hotel rooms in Nigeria is increasing majorly in Abuja, Port-Harcourt and Lagos. Lagos holds the largest market share in Nigeria, followed by Abuja, Port Harcourt, Ibadan, and Calabar. In 2014, Nigeria was the beneficiary of the largest number of contracts signed by all international hotel chains to build new hotels within the country, making it one of the fastest growing hotel markets in the world.

There also exists opportunities within the high-end segment of the retail market, developing western style shopping malls and entertainment centres to cater for the country's young population and the growing middle class. The widespread success of current key retailers in the retail hospitality market such as Shoprite, Game, Genesis Deluxe, Spar etc., illustrates the strong potential of the sector. Thus, as the size and buying power of the consumer segment increases, the retail and hospitality sector is set to expand dramatically over the next few years. The establishment of shopping malls such as Festival Mall and Ikeja City Mall in Lagos, Jabi Lake Mall and Grand Tower Mall in Abuja, Heritage Mall, Palms Shopping Mall and the Ventura Mall in Ibadan, Port-Harcourt Mall and the Chanrai Supermarket in Rivers State, is a testament to this growth.

Outlook

Despite the current economic slowdown being witnessed in the Nigerian economy, coupled with adverse movements in foreign exchange rates against the naira and the unfavorable interest rates, the real estate sector remains an attractive investment destination for investors to hedge their risks against inflation and devaluation. Regardless of the challenges facing the sector, some key trends in recent times foretell impending growth in the real estate industry. These include, housing sector reforms, refinancing of mortgage loans and establishment of the Nigeria Mortgage Refinance Company (NMRC), rise in property, real estate sector transparency ratings, recapitalization of mortgage institutions and others.

1. HISTORICAL OVERVIEW

In 1879, the United African Company was formed following the merger of four European companies trading up the River Niger including Alexander Miller Brother & Company, Central African Trading Company Limited, West African Company and James Pinnock. The merged company's trading activities required the use of warehouses for produce offices and exclusive residential accommodation for the mostly expatriate managers. The United African Company thus ended up with a significant real estate holding in all parts of Nigeria to support its operations.

UPDC operated first as a department to manage these real estate holdings and thereafter became a division of UAC of Nigeria Plc. In 1997, UPDC was incorporated as a public limited liability company and all the investment properties held by UACN were transferred to the Company via a scheme of arrangement. The Company's shares were listed on The Nigerian Stock Exchange on 19 November 1998.

2. BUSINESS OVERVIEW

UPDC is the leading real estate company in Nigeria and has successfully and profitably engaged in property development and management, focusing on providing quality residential properties, housing estates and commercial real estate.

The Company recently reconfigured its strategic focus to take advantage of emerging opportunities in commercial developments such as shopping malls, car parks, event centres and warehouses, away from its historical concentration on the premium segment of the real estate market. UPDC aims to strengthen its pivotal role in the sector through exceptional customer service, increased stakeholder engagement supported by a vibrant corporate responsibility agenda and ultimately, delivery of superior returns to investors

The Company owns 94.7% of UPDC Hotels Limited, a company incorporated to manage the assets of the former FESTAC '77 Hotel purchased from the Federal Government of Nigeria in 2002. The hotel, now named Golden Tulip Festac was refurbished and opened to customers in January 2010. The hotel is currently managed by Golden Tulip Hospitality group, a member of the Louvre hotel chain with operations spanning Europe, Asia, and Africa.

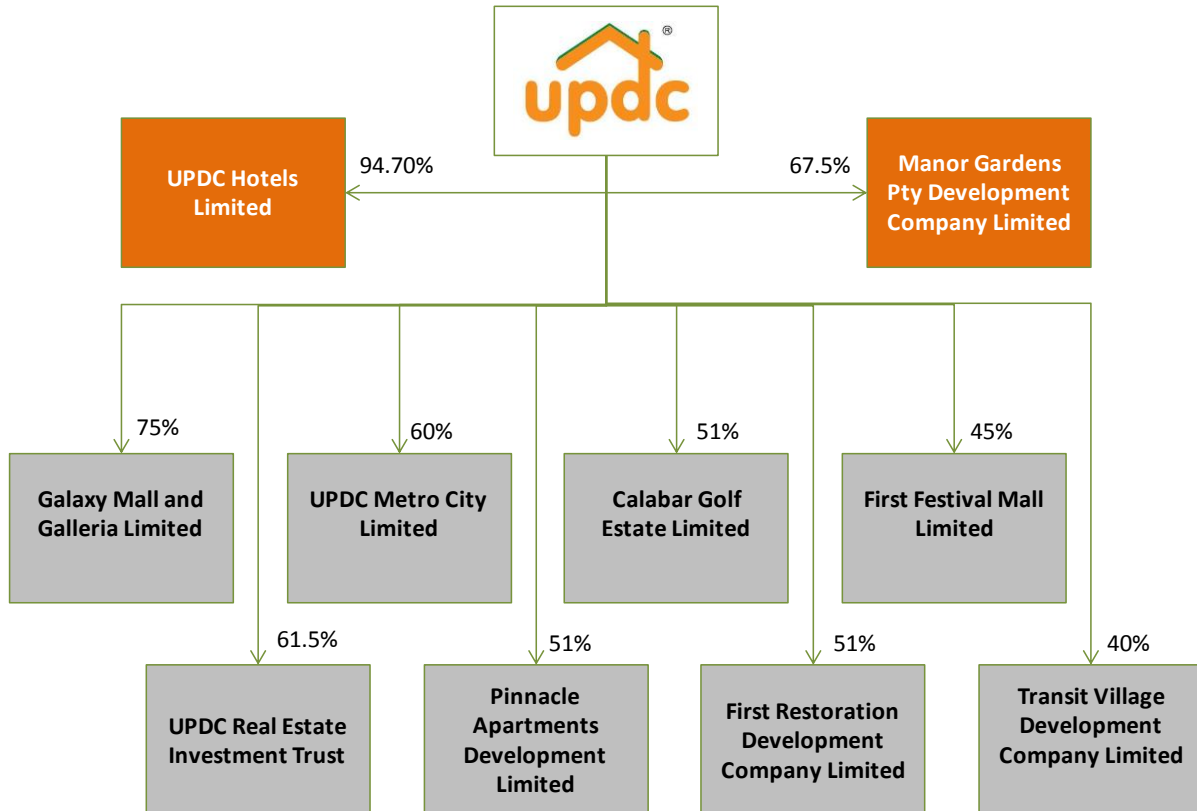
UPDC is currently the leading private real estate developer in the Nigerian real estate market with an asset base of over ₦75 billion as at 30th September 2016. The Company recently undertook several major development projects including the Victoria Mall Plaza Office & Residential Blocks (VMP 1&2), Victoria Island; Metro Gardens, Lekki; Cameron Green, Ikoyi; Grandville, GRA Ikeja and Vintage Gardens, Port Harcourt.

As part of its new strategic focus, the Company has also successfully executed many projects through joint venture arrangements with landowners, state governments, private equity firms and other financiers. These projects include Romay Gardens, Lekki; Anchorage Estate, Amuwo-Odofin; Salatu Royal Estate, Abuja; UPDC Metro City, Apo-Dutse Abuja; The Pinnacle Apartments, Maitama Abuja; Olive Court, Agodi GRA Ibadan and Golf Estate, Calabar.

3. GROUP STRUCTURE:

UPDC has two subsidiaries namely UPDC Hotels Limited and Manor Gardens Property Development Company Limited. Its joint venture projects are structured as special purpose vehicles for ease of exit by parties and reported as associated companies. The Company also has 61.5% holding in the UPDC Real Estate Investment Trust.

The Group Structure is illustrated below:



Legends:



4. OVERVIEW OF PROJECTS:

UPDC's main business is the acquisition, development, sales and management of high quality, serviced, commercial, and residential properties. Its portfolio includes several residential estates and commercial properties in Lagos, Abuja and Port-Harcourt with planned additions in Ibadan, Asaba, Calabar and Kaduna.

Details of the Company's completed, on-going and upcoming projects are outlined below:

Completed Projects

Victoria Mall Plaza 1&2



VMP 1 & 2 are located on Bishop Aboyade Cole, Victoria Island – Lagos.

VMP 1 is a residential complex comprising 48 units of luxury apartments while VMP 2 is an ultramodern office block on 15 floors.

Both properties are fully serviced with constant power supply, professional security services, and beautiful landscaping. Other features include a borehole & water treatment plant, sewage treatment plant, ample parking space, and fire alarm system

The residential block also has the following facilities: swimming pool, fitness room, children play area and lawn tennis court.

Grandville, Ikeja



This estate is located on Ladoke Akintola Street, Ikeja GRA, Lagos. Grandville sits on approx. 6,000 Sq.m of land and consists of 18 units of four-bedroom townhouses with one-room boys' quarter each.

Available facilities include a swimming pool, fitness room and children play area. Other features includes a borehole & water treatment plant, fire alarm & burglar alarm systems, ample parking space, and 24-hour security service/CCTV surveillance. The estate is managed by UPDC.

Emerald Court, Abuja

Emerald court is a premium residential development comprising of 44 housing units built on 19,000sq.m (1.9 hectares) of land. The estate is situated at Gudu, opposite Apo Legislative quarters, Abuja and is fully serviced and managed by UPDC.



Vintage Gardens, Port Harcourt



This is a fully serviced Residential Housing Estate with 90 Housing Units located within NAFF Estate, Port Harcourt.

Available facilities include swimming pool, fitness room, children play area and a lawn tennis court.

Some of the features includes a borehole & water treatment plant, sewage treatment plant, ample parking space and a 24 hour security service/CCTV surveillance.

Cameron Green, Ikoyi



Located on highbrow Cameron Road, Ikoyi and built to exquisite taste, Cameron Green boasts of luxury apartments complete with various recreational facilities.

Available facilities includes a swimming pool, gymnasium, lawn tennis court, and a children's playground.

Other features include ample parking lot, sewage treatment plant, and borehole and water treatment plant

Metro City, Abuja

Residential housing estate located in the serene residential area of Apo-Dutse, Abuja. The estate stretches over 11.17 hectares of land and comprises 225 units of houses in the following typologies:

- 5 bedroom detached houses
- 4 bedroom semi- detached houses



- 4 bedroom terrace houses
- 3 bedroom bungalows
- 2 & 3 bedroom flats

Phase 1 of the estate consisting of 104 units is concluded.

The facilities available include a swimming pool, fitness room, children play area, multi-purpose hall, and neighbor-hood shopping center. The estate also has constant power supply, and a sewage treatment plant.

The estate is fully managed by UPDC.

Olive Court 1, Agodi GRA, Ibadan



Located on 2.04 hectares of land in the prime area of Agodi (at Plot 790-793, Oba Biladu 3 Street, off Oba Abimbola Street, Agodi GRA, Ibadan), Olive Court is a residential housing estate consisting of 45 housing units.

The facilities available include a swimming pool, fitness room and a children play area. Other features are constant power supply, sewage treatment plant, water treatment plant, fire alarm system, burglar alarm system, and an ample parking space.

Festival Mall, Lagos

Festival Mall project was conceptualized to bridge the gap created by absence of modern formal retail channels in Festac town and its environs. With Golden Tulip Festac hotel already existing on the site, UPDC seized this opportunity to create a destination point for residents of Festac, Amuwo-Odofin, Mile 2, Ojo, Alaba, Orile and Okota; providing a combination of office space, hospitality, recreation and new-age shopping mall experience.



Pineville, Asaba



UPDC's strategic thrust is to extend its developments to other emerging cities of Nigeria in addition to the main cities of Lagos, Abuja, and Port Harcourt. Asaba in Delta State is one the cities identified and UPDC is currently developing a premium quality residential estate at a strategic location in Asaba GRA.

The available facilities include children playground, swimming pool, and a gymnasium. The estate is currently under construction and will be fully serviced when completed.



The Residences, Festac, Lagos

This is part of a mixed-use real estate development that offers comfortable best in class residential, commercial and retail accommodation.

The property is the first of its kind in Lagos and consists of Golden Tulip Festac, Festival Mall and The Residences

The Residences consists of 106 units of 1-bedroom apartments and 44 units of 2 bedroom apartments.

The facilities available include constant power supply via an Independent power plant, sewage treatment plant, borehole & water treatment plant, and fire alarm and burglar alarm systems.

Alexander Miller, Lekki, Lagos



Alexander Miller is a premium estate built on 2.43 Hectares of land along Femi Okunnu Estate Road.

It comprises 38 units of 4 bedroom detached & semidetached houses with maid's room each and a recreational building.

Available facilities include borehole, water treatment plant, fire & burglar alarm systems, ample

parking space, standby generators, streetlights and 24-hour security service/CCTV surveillance.

Ongoing Projects

Golf Estate, Calabar

The Calabar Golf Estate is a Joint Venture between the Cross River State Government and UPDC. The estate will help contribute to the state's ambition of creating a truly unique tourist destination in Nigeria. Golf Estate is a new proposition for modern living, leveraging on the natural beauty and serenity of Calabar. The estate will comprise 200 housing units of various typologies.



Available facilities include swimming pool, gymnasium, and children playground.

Features of the estate include:

- Adaptation of designs to the terrain, to achieve harmony with the surrounding flora.
- Pitched roof and car parking integrated in the design to accommodate the humid climate in Calabar.
- Low energy consumption typologies
- Potential for zero-energy estate
- Located at Summit Hills, Calabar.
- Features - constant power supply and sewage treatment plant
- Fire alarm system, borehole and water treatment plant, ample parking space

James Pinnock Place, Lekki

James Pinnock Place is a residential estate located on about 3 hectares of land within Pinnock Beach Estate, Lekki, a major site and service scheme executed by UPDC over 10 years ago. The estate is currently under construction and will comprise the following:



- 5 bedroom detached houses with maid's room
- 4 bedroom semi-detached houses with maid's room
- 3 bedroom apartments with maid's room
- 2 Units of 4 bedroom maisonette with maid's room

The facilities include a swimming pool, gymnasium, clubhouse, and children play ground. Other features are constant power supply, sewage treatment plant, fire alarm system, borehole, water treatment plant, and ample parking space

The Pinnacle, Abuja

The Pinnacle is a residential estate located in the highbrow Maitama area of Abuja with picturesque landscape filled with ample trees and lush vegetation in line with UPDC's goal of sustainability. The estate comprises 27 luxury apartments.



All apartments have a luxury finish and are equipped with fitted kitchens and air conditioners.

The Pinnacle is a joint venture between UPDC and Imani & Sons Nigeria Limited.

The facilities available include a swimming pool, gymnasium, children playground, constant power supply, borehole, water treatment plant, 24-hour professional security services with CCTV, and ample parking space.

Upcoming projects:

Galaxy Mall, Kaduna

The Galaxy Mall is a joint venture development between the Kaduna State Government and UPDC. The mall is located at the Central Business District, Kaduna and will comprise 48 shops.

Planned facilities include over 400 car parking bays, sewage and water treatment plants, fire detection & firefighting systems and a 24-hour CCTV surveillance system



Victoria Mall Plaza 3 (VMP 3)



The plaza is to be built on a 16,700 Sq. m land parcel on Bishop Aboyade Cole Street, Victoria Island, Lagos. The plaza will be constructed in 2 phases. Phase 1 comprises a 5-level commercial car park and event center. Phase 2 will comprise the shopping mall and 15-storey office block. The plaza, when completed, will offer excellent living and work experience in a classy neighborhood.

Proposed Residential Estates along Lekki – Epe Express Road

The estate is to be developed on an 11 Hectares of land close to Abraham Adesanya estate along Lekki Epe expressway. The estate is a premium residential development and is expected to cater to the middle and upper middle class.

The development will be in two categories – site & service scheme for customers who wish to build by themselves and a Built option.

The built option will comprise mainly blocks of flats (3, 2 and 1 bedrooms) and a few 4 bedroom detached units. Facilities planned for the estate include boreholes, water treatment plant, sewage treatment plant, children play area, Firefighting/detection system, streetlights and 24-hour security surveillance system.



5. KEY STRENGTHS:

The following differentiating strengths set UPDC apart from other players in the industry:

- **Unrivalled track record:** UPDC's strong market position, brand visibility, established project management capabilities and track record of delivery in major cities in Nigeria and its ongoing expansion projects provide the Company with a competitive advantage over existing and new competition in the Nigerian real estate market and ensure that the Company is poised to maintain its leading position going forward. UPDC's industry leadership has also been attested to by awards received from both international and local agencies, including the following:
 - Winner 2012, 2013 and 2015 Real Estate Unite Awards for Developer of the Year – **3Invest**.
 - Winner 2012 Best Middle/High Income Residential Development – **African Real Estate & Housing Finance (AREHF) Academy Awards**
 - Winner 2011 Awards for Best Developer of the Year and Best Residential Development – **Global Homes Nigeria Property Award**
 - One of Nigeria's Top 100 most respected Companies 2014 – **Business Day**
 - Winner 2014 Estate Developer of the Year – **8th Abuja Housing Show Awards by Housing Programme on AIT/FESADEB**
 - Winner 2013 Best Real Estate Development Company in Nigeria – **Luxury Living Africa Awards**
- **Strong and experienced management team:** The Company's senior management team has extensive experience in real estate development and related fields, with an average of more than 20 years' experience each gained in leading local and international firms. The senior management team has a proven track record of implementing innovative and industry-leading initiatives, particularly guiding the Company to focus on best business practices, customer service, thereby contributing to its growth. UPDC believes the experience of its senior management team will continue to be a key strength in succeeding in an increasingly competitive industry.
- **Strong corporate governance:** UPDC is committed to high standards of corporate governance and recognises the valuable contribution that it makes to long-term business prosperity and to ensuring accountability to its shareholders. The Company is managed in a way that maximises long-term shareholder value and takes into account the interests of all of its stakeholders. Furthermore, the Company believes that full disclosure and transparency in its operations are in the interests of good governance. Further information on the level of compliance of the Company with the SEC Codes of Corporate Governance is stated on Page 50

6. STRATEGY:

The crux of UPDC's strategy is to enhance long-term shareholder value by leveraging on emerging opportunities within the real estate industry. This consists, amongst others, of a commitment to optimize its existing portfolio, broaden market presence, enter into strategic alliances, and deleverage the business in order to achieve an optimal capital structure and ultimately deliver enhanced profitability and returns. This objective will be enabled through a dedicated board of directors, motivated and empowered management team, use of state of the art IT infrastructure, improvements in building technology and a commitment towards excellence.

- **Portfolio diversification to achieve optimal mix:** The Company will leverage on the emerging opportunities within commercial real estate developments, with a focus on the retail space. UPDC is well positioned to deliver high-yielding commercial properties including shopping malls, events centres and car parks, amongst others. The aim is to ensure an optimal portfolio mix between its residential and commercial offerings to the benefit of all stakeholders.
- **Deleveraging the business for enhanced profitability:** UPDC intends to optimize its capital structure and achieve the right funding balance. This will open up new opportunities for the business and provide it with the headroom required to undertake more profitable ventures. Furthermore, a reduced

leverage position will improve profitability and margins, and support the Company's objective of improving its dividend yield and overall returns to shareholders.

- **Broaden market presence in existing geographies:** In order to support its vision of retaining its prime position in the real estate space, UPDC will deploy resources towards ensuring that it broadens market presence and grows market share by repeatedly providing exceptional service to its customers in line with best practices.
- **Growth through joint ventures and strategic alliances:** UPDC intends to pursue significant growth through strategic collaborations and key partnerships with institutions who share similar values, goals and aspirations. These partners will be carefully selected, after undertaking detailed market scoping, market research and due diligence. This will also enable the Company undertake large ticket projects on an off balance sheet basis, thereby preserving its capital structure.

7. BOARD OF DIRECTORS:

The Board of Directors of UACN Property Development Company Plc comprises of seven members consisting of five Non-Executive Directors and two Executive Directors. The Board formulates the Board policies and takes executive decisions for the management and operations of UPDC in line with the Company's objectives.

Mr. Larry Ephraim Ettah is the Non-executive Chairman of UPDC. Mr Ettah started his career as Management Trainee in UAC of Nigeria Plc in 1988. He has held several senior management positions in UAC of Nigeria Plc and was appointed an Executive Director of UAC of Nigeria Plc in 2004. He became the Group Managing Director/Chief Executive Officer of UAC of Nigeria Plc on 1st January 2007. He holds B.Sc. degree in Industrial Chemistry (1985); MBA (1988) both from University of Benin. He is a graduate of the renowned Executive Programme of Ross School of Business, University of Michigan. He also has attended Executive Education Programmes at Graduate School of Business, Stanford University, Harvard Business School, USA and IMD Lausanne, Switzerland. He is the President of Nigeria Employers Consultative Association (NECA). He joined the Board in 2007.

Mr. Hakeem Bamidele Ogunniran is the Managing Director/Chief Executive of UPDC. Mr. Ogunniran, Lawyer, Chartered Secretary and Fellow of the Chartered Institute of Arbitrators, holds LL.B, LL.M, and MBA degrees of the University of Lagos. He was called to the Nigerian Bar in 1985. He was formerly a Law Lecturer at the University of Lagos. He joined UAC of Nigeria Plc. as Manager, Legal Services in 1995 and was later appointed as Western Area Manager and Marketing Manager respectively of GBO/MDS Division of UACN. He was the Divisional Managing Director of MDS Logistics Division of UACN and a Past President and Chairman of Council of the Institute of Chartered Secretaries and Administrators of Nigeria. A former Fulbright Scholar at Yale School, he has attended various Senior Management and Leadership programmes at Ashridge Management College, UK, Cranfield University, Harvard Business School and London Business School. He was appointed the Managing Director of the Company in January, 2010.

Mrs. Adeniu Folasade Taiwo is the Finance Director of UPDC. Mrs. Taiwo is a member of the Institute of Chartered Accountants of Nigeria with over sixteen (16) years' experience in external and internal audit services, corporate governance, risk management and accounting advisory services. She holds Higher National Diploma in Accounting and a professional certificate in IFRS from ACCA. She acquired deep professional experience spanning over thirteen years (13) across various industries, notably, oil and gas, financial services, consumer markets, telecommunications and public sector at KPMG Professional Services. She was a Senior Manager in KPMG before joining UAC of Nigeria Plc in 2012 as Head, Financial Services, a position she held prior to joining UAC Property Development Company Plc. She is an alumnus of Ashridge Business School. She was appointed Finance Director with effect from April 18, 2016.

Mrs. Halima Tayo Alao is a Non-Executive Director of UPDC. Mrs. Alao graduated with B.Sc. (Hons) and M.Sc. (Architecture) from Ahmadu Bello University, Zaria. She also holds a Master Degree in Public Administration from the University of Ilorin. She is an alumna of the Advanced Management and Leadership Programme of Oxford University Business School. She is a member of the Nigeria Institute of Architects. She served the nation variously as Sole Administrator/Chairman, Ilorin South Local Government, Permanent Secretary, Kwara State Ministry of Land & Housing, Permanent Secretary, Kwara State Ministry of Works and Transport, Executive Secretary, Kwara State Commission for Women, Honourable Minister of State for Education, Minister of State for Health, and Honourable Minister of Environment, Housing and Urban Development. She is the director of Tham Girl-Child Foundation. She joined the Board in January 2010 as a Non-Executive Director.

Mr. Abdul Akhor Bello is a Non-Executive Director of UPDC. Mr. Bello is a fellow of the Institute of Chartered Accountants of Nigeria. He has attended leadership programmes at Cranfield University, The Wharton School of the University of Pennsylvania, Harvard Business School and IMD, Switzerland. He is an alumna of Oxford University's Advanced Management and Leadership Programme. Mr. Bello worked variously as Chief Accountant, Inlaks Plc; Chief Accountant and Financial Controller, Grand Cereals Limited; Senior Group Accountant, UACN; Finance Director & Company Secretary and later Managing Director of CAP Plc. He was the Managing Director of the company from November 2007 until his elevation to the Board of UACN Plc as Chief Financial Officer in January 2010. He is a Non-Executive Director of the company.

Mr. Adekunle Olakitan Awojobi is a Non-Executive Director of UPDC. Mr. Awojobi is a Fellow of the Institute of Chartered Accountants of Nigeria, Nigeria Institute of Management, Certified Fraud Examiner and Member Institute of Internal Auditors. He also holds a Bachelor of Science degree in Economics with First Class Honors from Ogun State University (now Olabisi Onabanjo University) Ago-Iwoye, Ogun State. Prior to joining FBN Trustees Limited in 2002, he was an Audit senior with KPMG audit (1996 - 1997) and Internal Auditor, Carnaud Metalbox (Now Nampak) Nigeria Plc (2000 - 2002).

He joined First Trustees in 2002 as Manager, Operations and was later promoted to Senior Manager, Operations based on his outstanding performance. He was then moved to head the Capital Markets & Projects Unit of Investment Department. In February 2007, he was appointed Head, Operations & IT and promoted to Assistant General Manager. In August 2012, he was appointed the Managing Director, the position he holds till date. He has attended various courses within and outside Nigeria. He was alternate Director for several years before his appointment as a substantive Non-Executive Director on 17th December 2012.

Professor Okon Asuquo Ansa is a Non-Executive Director of UPDC. Professor Okon A. Ansa was educated at King's College, Lagos and at Ahmadu Bello University, Zaria where he graduated with a B.Sc. (Hons) in Agriculture in 1974 and an M.Sc. in Crop Protection in 1977. He obtained a Ph.D. in Plant Pathology from University of California, Davis, California, USA. He is a seasoned administrator who has served as Head of academic departments and units in Universities at Zaria, Calabar and Uyo. He was Dean of the Faculty of Agriculture and later Director of Academic Planning before his elevation to the position of Deputy Vice-Chancellor at the University of Uyo. He served as Commissioner for Agriculture and Commissioner for Commerce and Industries in Akwa Ibom State. He has also held a number of positions in corporate Nigeria as Chairman, Akwa Palm Industries Limited; Member, Board of ADC Airlines; Chairman, Ibom Power Company Limited; Member, Akwa Ibom Industrial and Investments Promotion Council. Prof. Okon Ansa holds the national honor of Officer of the Order of the Federal Republic (OFR). He joined the board as a Non-Executive Director on March 26th, 2013.

Mr. Godwin Samuel - Company Secretary: Mr. Samuel holds an LL.B Degree from Lagos State University (1990), was called to the Nigerian Bar in 1991. He also holds an LL.M Degree from the University of Lagos (1994). He has attended several Legal Secretarial and Management courses locally and internationally among which are Developing General Management Potential Course of Cranfield School of Management, UK (2005) and Haggai Institute Advanced Leadership Seminar Singapore (2005). He is a member of the Nigerian Bar Association, the International Bar Association and Chartered Institute of Taxation of Nigeria (CITN).

Mr. Samuel worked variously as a Senior Counsel/Senior Deputy Editor at Deji Sasegbon & Co., and was a

Lecturer-In-Law at the Lagos State University between 1992 and 1997 before joining UAC of Nigeria in 1997 as Deputy Manager and subsequently Manager, Legal Services. He was National Customer Service Manager UAC Foods Snacks Category before being appointed the Group Company Secretary/Legal Adviser of UACN Plc. He was a non-Executive Director of the defunct UAC Registrars Ltd and is presently a Non-Executive Director of Livestock Feeds Plc. He was appointed Company Secretary of UPDC in March 2004.

8. MANAGEMENT TEAM:

The Management team of UACN Property Development Company Plc comprises of six (6) seasoned professionals, excluding the Managing Director and Finance Director, who are saddled with the responsibilities of taking decisions for the day-to-day management of the Company with a view to ensuring goals set by the board are achieved. Besides the Managing Director and Finance Director, other members of the management team include:

Mr. Yemi Ejidiran – Director, Property Development: Mr. Ejidiran holds a Higher National Diploma in Quantity Surveying from the Ibadan Polytechnic in 1985 and an MBA from University of Ilorin in 1997. He is a member of the Project Management Institute (PMP) USA (2006), Nigerian Institute of Management (AMNIM) (1991) and a Fellow Nigerian Institute of Quantity Surveyors (FNIQS) (2014). He started his professional career as a Quantity Surveyor at Asa Partnership in 1986. He then joined the Oyo State Ministry of Works in 1989. He held several positions in different companies, both local and international, before joining UPDC in 2007 as the Director of Business Development.

Mrs. Titilayo Gbadamosi - General Manager, Sales & Marketing: Mrs. Gbadamosi holds a Bachelor Degree in Chemistry (1988) and an MBA (Marketing - 1997) both from the Lagos State University, Ojo. She is a member of the National Institute of Marketing, Nigeria and an Affiliate member of the Chartered Institute of Marketing, UK. She started her professional career as a Pest Control Officer at the Department of Agriculture, Ministry for Federal Capital Territory, and Abuja in 1990. She then joined UAC Foods as a Management Trainee in 1996 and held several positions there until 1999 after which she moved on to work in the banking industry. After her stint in the Banking Industry, Mrs. Gbadamosi worked in Flour Mills of Nigeria Plc as a Marketing/ Brand manager. She joined UPDC as Manager, Sales & Marketing in 2009 and was later appointed as the General Manager, Sales and Marketing in (2013).

Mrs. Folake Kalaro - Manager, Legal: Mrs. Kalaro graduated with an LL.B degree from Obafemi Awolowo University, Ile-Ife (1994), was called to the Nigerian Bar in 1995 and obtained an LLM degree from the University of Lagos, Akoka (2010). She started her professional career in 1995 with the firm of Bolaji Ayorinde & Co, where she gained legal experience. She also worked at Rickey Tarfa (SAN) & CO (1999) before joining UAC of Nigeria Plc in 2003. Mrs. Kalaro has attended several courses amongst which are Best Practices for Managing and Leading in-House Legal - Euromoney Legal Training (June 2014) and Managing Compliance & Legal Risks at the Lagos Business School (March 2014). She was appointed Manager, Legal Services at UPDC Plc in 2009.

Mr. Abolade Ajolopo - Manager, Estates: Mr Ajolopo graduated with a HND Accountancy from Yaba College of Technology (1998) and holds a Masters in Business Administration from Lagos State University Ojo (2005). He is an Associate Member of the Institute of Chartered Accountants of Nigeria (ICAN) (2000), an associate member of the International Facility Management Association (IFMA) (2009) and a Facility Management Professional (FMP) (2010). He started his professional career in 1996 with the firm of Rufus Akintoye & Co. (Chartered Accountants), where he gained accounting and audit experience. He worked as an accountant at Nek International Co. Nigeria Limited (1999) and Gemini Pharmaceuticals Nigeria Limited (2002) before joining UPDC in 2006 as an Internal Check Manager and was appointed as Manager, Estates in 2008.

9. RISK FACTORS

In addition to the information set out in this document, the following risk factors should be considered carefully in evaluating whether to make an investment in the Company. Potential investors should consider these carefully in light of the information in this document and their personal circumstances. In the context of the proposed Rights Issue by UACN Property Development Company Plc, the following risks have been identified:

Business Risks:

- **The Company currently derives most of its revenues from the construction and sale/lease of real estate properties and as such is susceptible to adverse developments in the real estate industry in general:** At present, the Company's activities are largely focused on the development and sale/lease of real estate properties. It also derives substantial income from the UPDC REIT. Accordingly, the financial performance of the Company is susceptible to adverse developments in the Company's operations and in the real estate industry in general. Adverse developments in the Company's business may include the non-performance of contractors and suppliers and disruption in the supply of building materials. Adverse developments in the real estate industry may include the introduction of unfavourable legislation. An adverse development either in the Company's operations or the Industry at large could have a material adverse effect on the Company's results, financial condition and future prospects.
- **Capital inadequacy is considered a major business risk for UPDC because of the gestation period and capital-intensive nature of real estate developments.** There is a risk that the Company will deploy a larger percentage of its earnings to service debts. This may adversely affect returns to shareholders.
- **Title uncertainty is another major business risk faced by real estate operators.** Most landed property titles are litigious and require extra efforts and costs to determine validity.
- **Development and acquisition risk:** The Company is exposed to the risk of its new developments and acquisitions delivering less than anticipated returns or the assets being poorly constructed. Also the risks of UPDC's inability to develop new assets due to financial constraints, inability to procure lands for construction purposes and ensuring that business activities continue.
- **Total or partial deterioration of real estate assets:** UPDC is faced with the risk of financial losses suffered due to the total or partial deterioration of its real estate assets as a result of varied structural and macroeconomic conditions. Also impairment losses which may arise due to the carrying amount of UPDC's assets being lower than its recoverable value as a result of obsolescence or physical damage, drop in asset performance, significant adverse changes in market prices, economic or legal environment etc.
- **Prices of construction materials:** Costs of building and construction materials have over the years been increasing largely due to inflation, unfavourable exchange rate movements with added costs of freight and insurance. In addition, shortage of quality materials in the market has contributed to the price increase. The costs of construction materials such as cement, reinforcement steel, ceramic tiles, sanitary wares, gypsum products, ready mix concrete, glass, construction chemicals water proofing and other materials have been on the rise. The Company is faced with the risk of increases in the prices of construction materials for its activities, which is largely outside its control and may not be fully transferrable to buyers.
- **Cost Overruns and Completion Delays:** The Company is faced with the risk of overrunning its costs and extended completion dates of its projects. Due to market vagaries, there can be no assurance that actual costs for the Company's projects will not exceed estimates. UPDC's development projects are however awarded to pre-qualified contractors and consultants through competitive bidding. Bids are priced based on, among other factors, estimates of the costs of completing a project, including the cost of materials, equipment and labor necessary for construction.

Market Risks:

- This is the risk that prevailing market forces of demand and supply may negatively impact real estate values, operational activities, financial performance and ultimately the Company's revenue generating abilities as a result of adverse changes in either domestic or global economic conditions. This could be caused by factors such as inflation, interest rate, exchange rate and other fiscal policies. Over supply or softening demand for real estate as a function of general economic conditions, will impact property values and rental income, as demand and supply imbalance will have a negative impact on real estate prices. Consequently, reduced occupancy levels and declining rental values will affect the Company's operating performance and ultimately, the Company's revenue generating ability.

Economic Risks:

All the Company's operations are conducted in Nigeria and all of its assets are located in Nigeria. Accordingly, the Company's business, financial position and results of operations are substantially dependent on the economic conditions prevailing in Nigeria.

- **Emerging markets such as Nigeria are exposed to greater macro risks than developed markets:** Investing in shares of issuers in emerging markets, such as Nigeria, generally involves a higher degree of risk than investments in shares of corporates from more developed countries and carries risks that are not typically associated with investing in more developed markets. These risks include, but are not limited to, higher volatility and limited liquidity in respect of shares, greater political risk, a narrow export base, budget deficits, lack of adequate infrastructure necessary to accelerate economic growth and changes in the political and economic environment. Emerging markets such as Nigeria are also subject to rapid change and the information set out in this Rights Circular may become outdated relatively quickly. Moreover, financial turmoil in any emerging market country tends to adversely affect prices in equity and debt markets of all emerging market issuer countries as investors move their investments to equities of companies in more stable and developed climes. Based on past trends, financial issues or an increase in the perceived risks associated with investing in emerging economies could dampen foreign investment in Nigeria and adversely affect the Nigerian economy. In addition, during such times, companies that operate in emerging markets can face severe liquidity constraints as foreign funding sources are withdrawn. Thus, even if the Nigerian economy remains relatively stable, financial turmoil in any emerging market country could have an adverse effect on the Company's financial performance.
- **The Nigerian economy is highly dependent on oil production and susceptible to fluctuations in global oil prices:** A reduction in oil revenues could have an adverse effect on the Nigerian economy. By the third quarter of 2015, the oil sector had accounted for 10.27% of Nigeria's real GDP, a decline of 0.18% when compared to 10.45% recorded for the corresponding period in 2014. Nigeria's oil revenues are a function of the level of oil production in the country and prevailing global oil prices. Oil prices are subject to wide fluctuations in response to relatively minor changes in the supply of, and demand for oil, market uncertainty and a variety of additional factors. Oil prices have been very volatile and heading south since Q1 2015. Many developed economies are actively seeking to develop alternative sources of energy and reduce their dependence on oil as a source of energy. Any long-term shift away from fossil fuels could adversely affect oil prices, demand, and the resulting oil revenue of Nigeria. If oil prices continue to fluctuate, there may be an adverse impact on the revenues earned by Nigeria and ultimately, on the Nigerian economy. Any adverse changes in the condition of the Nigeria economy could have an adverse effect on the Company's operations, financial condition and future prospects.
- **There may be further exchange rate instability and a devaluation of the Naira relative to the U.S. Dollar:** Given the steady decline in Nigeria's external reserves, its high dependence on oil exports and huge foreign exchange outflow to fuel key imports such as refined oils, the Naira remains vulnerable to external shocks which could lead to further decline in its value. In addition, the Company engages

construction contractors who purchase most of their construction materials in U.S. dollars, therefore, the Company's costs are reflective of the movements in exchange rate whilst most of its income is received in Naira, hence fluctuations in the Naira/U.S. Dollar exchange rate could have an adverse effect on the Company's financial condition and future prospects.

Environmental Risks:

- These are risks / losses that may arise due to significant natural occurrences in the environment. The operations of the Company are exposed to certain environmental challenges, which include but are not limited to pollution, environmental degradation, waste emission, global warming, severe flooding and other natural disasters/hazards, which could result to loss of lives or damage to assets.
- Any major natural disaster may significantly affect the day-to-day operations of the Company and may result in severe damage beyond the Company's control and may adversely affect UPDC's business.
- The operations of the Company may pose certain hazards to the environment, which include but are not limited to release of dust particles into the atmosphere, structural defects and collapse of buildings.
- Properties could be affected by hazardous environmental occurrences such as fire, flood, windstorm etc.

Legal and Regulatory Risks:

- Risk that changes in prevailing legal framework for the real estate industry may negatively impact the operations and revenue generation capacity of the Company.
- Property development in Lagos and other states is strictly regulated by state governments as the tax revenue from such property forms a major source of revenue. However, inconsistencies in the parameters by which levies are calculated often result in developers being charged beyond expected sums.
- Title uncertainty is another legal risk faced by real estate operators. Most property titles are litigious and require extra efforts and costs to determine validity.

10. FUTURE PLANS

The Company intends to achieve a balanced portfolio of 50:50 split between residential developments and retail/commercial developments in the next five (5) years, by leveraging on the emerging opportunities in the retail space, specifically shopping malls. The intention is to deploy the bulk of its resources towards developing malls in different parts of the country as indicated by the successful launch of its flagship mall – Festival Mall in Festac and other commercial real estate.

UPDC's business model is premised on project development and delivery through direct investment and joint ventures.

The Company's current portfolio includes residential and commercial properties in Lagos (Cameron Green, Ikoyi; Metro Gardens, Lekki; Grandville, GRA – Ikeja; VMP 1 & 2 Victoria Island etc.), Abuja (Salatu Royal Estate, Wuse II; Emerald Court, Apo; UPDC Metro City, Apo; SEC Office, CBD etc.) and Port Harcourt (Vintage Gardens, NAFF Estate).

Major development projects have been planned for delivery between 2017 and 2018, and these include James Pinnock Place and two other residential projects in Lekki; Galaxy Mall & Galleria in Kaduna; Victoria Mall Plaza (Phase 3) in Victoria Island, comprising of an office block, event center, shopping malls in Lagos and a multi-storey car park.



THE FEDERAL REPUBLIC OF NIGERIA
THE COMPANIES AND ALLIED MATTERS ACT, 1990
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF

UACN PROPERTY DEVELOPMENT COMPANY PLC RC 321582

AT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF UACN PROPERTY DEVELOPMENT COMPANY PLC HELD AT ARTHUR MBANEFO HALL, GOLDEN TULIP HOTEL, ANIWO-ODOFIN, LAGOS STATE ON TUESDAY 1ST SEPTEMBER, 2015 AT 10.00AM.

CAPITAL RAISING

IT WAS RESOLVED as follows:-

- i. That the Directors be and are hereby authorized to raise, whether by way of a public offering, rights issue or any other method(s) they deem fit, additional capital of up to ₦ 30,000,000,000 (Thirty Billion Naira Only) through the issuance of shares, convertible or non-convertible securities, loan notes, bonds and or any other instrument(s), whether as a standalone transaction or by way of a programme in such tranches, series or proportions, at such coupon or interest rates within such maturity periods, at such dates and time and on such terms and conditions, including through a book building process or other process(es) all of which shall be as determined by the Directors, subject to obtaining the approvals of relevant regulatory authorities.
- ii. That any issued shares not taken up by the existing shareholders within the stipulated period be determined by the directors and offered for sale to interested shareholders of the company.
- iii. That the Directors be and are hereby authorized to do all such other things, but not limited to the appointment of professional advisers, execution of all transaction documents, processing of all regulatory approvals to the issue to give effect to this resolution.

TRULY EXTRACTED


HAKEEM OGUNNIRAN
DIRECTOR


GODWIN SAMUEL
COMPANY SECRETARY

uacn property development company plc RC. 321582
uac house: 1 - 5 oduniami street, p. o. box 156 lagos, nigeria.
tel: +234 (01) 291 1792, 291 8653, 291 8656
e-mail: careline@updcplc.com, care line: +234 1 7389363, +234 704 6529255
website: www.updcplc.com

Directors: L. E. Eitah (Chairman), H. D. Ogunniran (Managing), F. O. Ogunde (Mrs.), Arc. H. T. Alao (Mrs.), A. A. Bello, A. O. Awojobi, Prof. O. A. Ansa



THE FEDERAL REPUBLIC OF NIGERIA
THE COMPANIES AND ALLIED MATTERS ACT, CAP C20
LAWS OF THE FEDERATION OF NIGERIA, 2004

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTION

OF

UACN PROPERTY DEVELOPMENT COMPANY PLC RC 321582

EXTRACT OF THE RESOLUTIONS OF THE DIRECTORS OF UACN PROPERTY DEVELOPMENT
PLC DATED 12TH JANUARY 2017

"Pursuant to the shareholders special resolution passed at the Annual General Meeting of the Company held on Tuesday, 1st September 2015 authorising the Board of Directors of the Company (The "Board") to raise whether by way of a public offering, rights issue or any other method(s) they deem fit, additional capital of up to ₦30,000,000,000.00 (Thirty Billion Naira Only), through the issuance of shares, convertible or non-convertible securities, loan notes, bonds or any other instrument(s) whether as a standalone transaction or by way of a programme in such tranches, series or proportions, at such coupon or interest rates within such terms and conditions, including through a book building process or other process(es) all of which shall be as determined by the Directors, subject to obtaining all relevant regulatory authorities, **IT WAS RESOLVED** that a Rights Issue of 1,718,750,000 (One Billion, Seven Hundred and Eighteen Million, Seven Hundred and Fifty Thousand) ordinary shares of 50 kobo each at a price of ₦3 per share to those shareholders whose names appear on the Register of Members of the Company at the close of business on the qualification date (being the date on which an application for approval of the Rights Issue is submitted to The Nigerian Stock Exchange), on the basis of 1 ordinary share for every 1 ordinary share held by them as at the said date be and is hereby approved".

Dated this 12th day of January 2017

ADENIUN TAIWO
DIRECTOR



GODWIN SAMUEL
SECRETARY

uacn property development company plc RC. 321582

uac house: 1 - 5 odunlami street, p. o. box 156 lagos, nigeria.

tel: +234 (01) 7919010 fax: (01) 2702202

e-mail: careline@updcplc.com, care line: +234 1 7389363

website: www.updcplc.com

Directors: L. E. Effah (Chairman), H. D. Ogunniran (Managing), A. F. Taiwo (Mrs.), Arc. H. T. Alao (Mrs.), A. A. Bello, A. O. Awojobi, Prof. O. A. Ansa



26th January, 2016

The Managing Director
FBN Capital Limited
16 Keffi Street
Ikoyi
Lagos

The Managing Director
FSDH Merchant Bank Limited
1/5 Odunlami Street
Marina
Lagos

The Managing Director
Lead Capital Plc
281 Ajose Adeogun Street
Victoria Island
Lagos

The Managing Director
Stanbic IBTC Capital Limited
I.B.T.C. Place
Walter Carrington Crescent
Victoria Island
Lagos

Dear Sirs

CONFIRMATION OF THE GOING CONCERN STATUS OF UACN PROPERTY DEVELOPMENT COMPANY PLC

The Directors of UACN Property Development Company Plc ("UPDC" or the "Company") are required to prepare financial statements at the end of each financial period, which give a true and fair view of the state of affairs, and the profit or loss of the Company. They are also responsible for maintaining proper accounting records and taking reasonable steps to prevent and detect fraud and other irregularities. The Directors are also responsible for selecting suitable accounting policies and applying them on a consistent basis, making judgements and estimates that are prudent and reasonable.

The applicable International Financial Reporting Standards have been followed, and UPDC Plc's financial statements are prepared using accounting policies which comply with

uacn property development company plc RC: 321582

uac house: 1 - 5 odunlami street, p. o. box 156 lagos, nigeria.

tel: +234 (01) 7919010 fax: (01) 2702202

e-mail: careline@updcplc.com, care line: +234 1 7389363

website: www.updcplc.com

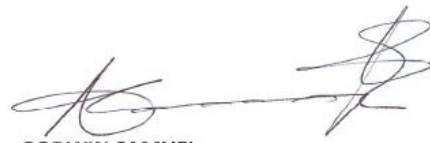
Directors: I. E. Effah (Chairman), H. D. Ogunnikan (Managing), F. O. Ogunde (Mrs.), Arc. H. T. Alao (Mrs.), A. A. Bello, A. O. Awojobi, Prof. O. A. Ansa

generally accepted accounting standards in Nigeria, the Companies and Allied Matters Act, 2004 and the Financial Reporting Council of Nigeria Act, 2011.

The Directors of UPDC Plc, having made appropriate enquiries, reviewed budgets, projected cash flows and other relevant information, consider that adequate resources will exist for the business to continue in operations for the foreseeable future and therefore, it is appropriate to adopt the going concern basis in preparing the financial statements.

Yours faithfully,
UACN PROPERTY DEVELOPMENT COMPANY PLC


HAKHEEM OGUNNIRAN
MANAGING DIRECTOR


GODWIN SAMUEL
COMPANY SECRETARY



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

Tel: +234 (01) 631 4500
Fax: +234 (01) 463 0481
Email: services@ng.ey.com
www.ey.com

01 April 2016

The Directors
UACN Property Development Company Plc
UAC House
1-5 Odunlami Street
Lagos

and

The Directors
FBN Capital Limited
16 Keffi Street
South West
Ikoyi
Lagos

and

The Directors
FSDH Merchant Bank Limited
UAC House (5th - 8th Floors)
1-5 Odunlami Street
Lagos

and

The Directors
Lead Capital Plc
Plot 281 Ajose Adeogun Street
Victoria Island
Lagos

and

The Directors
Stanbic IBTC Capital Limited
I.B.T.C. Place
Walter Carrington Crescent
Victoria Island
Lagos

Dear Sirs

UACN PROPERTY DEVELOPMENT COMPANY PLC - CONFIRMATION OF GOING CONCERN STATUS

We have audited the Consolidated and separate financial statements of UACN Property Development Company Plc ("the Company") and its subsidiaries (together "the Group") for the year ended 31 December 2015 which were prepared in accordance with International Financial Reporting standards, Financial Reporting Council of Nigeria Act No 6, 2011 and the provisions of Companies and Allied Matters Act, CAP C20, Laws of the Federation of Nigeria 2004.

A member firm of Ernst & Young Global Limited.



Based on our audit of the financial statements of the Company for the year ended 31 December 2015 on which we expressed our opinion on 30 March 2016 and the representation received from the Directors of the Company, nothing has come to our notice that makes us believe that the Company will not continue in operation as a going concern.

Yours faithfully

Yusuf Aliu, FCA
FRC/2012/ICAN/00000000138
For: Ernst & Young
Chartered Accountants
Lagos, Nigeria



OLAYINKA A. DOHERTY ESQ.
OLAYINKA A. DOHERTY & CO.
Barristers, Solicitors And
Notaries Public
6, Tokunboh Street, Lagos



INCORPORATION BY REFERENCE

The following documents which have previously been published, and have been filed with the SEC, shall be incorporated in, and form part of, this Rights Circular:

- (a) The management accounts of UPDC for the period ended 30 September 2016;
- (b) the audited financial statements of UPDC for the year ended 31 December 2015;
- (c) the audited financial statements of UPDC for the year ended 31 December 2014;
- (d) the audited financial statements of UPDC for the year ended 31 December 2013;
- (e) the audited financial statements of UPDC for the year ended 31 December 2012; and
- (f) the audited financial statements of UPDC for the year ended 31 December 2011

Copies of the documents incorporated by reference will be available for inspection during normal business hours on any weekday (except public holidays), from Tuesday, April 18, 2017 to Friday, May 26, 2017, at the registered office of UACN Property Development Company Plc located at UAC House, 1-5 Odunlami Street, Lagos, for viewing on the website of the Company at <http://www.updcplc.com/> and at the offices of FBN Capital Limited, FSDH Merchant Bank Limited, LeadCapital Plc, Stanbic IBTC Capital Limited and Ernst & Young Nigeria located at 16 Keffi Street, off Awolowo Road, Ikoyi; UAC House (5th-8th Floors), 1-5 Odunlami Street, Lagos; Plot 281, Ajose Adeogun Street, Victoria Island, Lagos; I.B.T.C. Place, Walter Carrington Crescent, Victoria Island; and 10th & 13th Floors, UBA House, 57 Marina, Lagos, Nigeria respectively.

CONSOLIDATED FINANCIAL INFORMATION

UACN Property Development Company Plc maintains its books in Naira in accordance with International Financial Reporting standards (“IFRS”) as issued by the International Accounting Standards Board.

Unless otherwise indicated, the financial information set forth herein related to the Company and its consolidated subsidiaries (“the Group”) has been derived from the consolidated and separate financial statements for the period ended 30 September 2016, year ended 31 December 2015, 2014, 2013, 2012 and 2011 (Individually, the “2016, 2015, 2014, 2013, 2012 and 2011 Financial Statements” respectively and together “the Financial Statements”). The Financial Statements were prepared in accordance with IFRS.

The Financial Statements were also prepared in accordance with the provisions of 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, which requirements are in addition to, and do not conflict with the requirements under IFRS.

The 2015 Financial Statements was audited by Ernst & Young (“EY”). The 2014, 2013, 2012 and 2011 Financial Statements were audited by PricewaterhouseCoopers (“PwC”) located at Landmark Towers, 5B, Water Corporation Road, Victoria Island, Lagos, Nigeria, in accordance with International Standards on Auditing (“ISA”). Both EY and PwC are independent auditors in accordance with ISA. The September 2016 financial statements are unaudited interim financial statements.

The following tables set forth selected historical consolidated and separate financial information derived from the Financial Statements, and are included elsewhere in this Rights Circular.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE GROUP

	30 SEPT		AS AT 31 DECEMBER			
	2016	2015	2014	2013	2012	2011
	N'000	N'000	N'000	N'000	N'000	N'000
Assets						
Non-current assets						
Property, plant and equipment	12,339,427	12,630,875	13,415,919	14,963,433	15,557,012	16,194,915
Intangible assets	54,300	59,811	30,353	-	9,812	32,173
Investment properties	15,132,504	16,867,015	16,542,109	15,328,895	32,220,662	27,308,140
Investments in associates and joint ventures	21,452,004	21,197,868	19,090,575	17,981,240	317,776	71,606
Investment in subsidiaries	10,000	-	-	-	-	-
Investment in Available-for-sale shares	0	10,000	10,000	10,000	10,000	10,000
	48,988,236	50,765,569	49,088,956	48,283,568	48,115,262	43,616,834
Current assets						
Inventories	14,776,663	12,331,955	9,668,958	13,031,769	16,656,486	21,902,360
Trade and other receivables	10,043,977	8,762,140	9,203,129	5,170,707	6,517,041	3,442,926
Cash equivalents	1,096,721	100,904	126,578	63,012	69,829	54,270
	25,917,361	21,194,999	18,998,665	18,265,488	23,243,356	25,399,556
Total assets	74,905,594	71,960,568	68,087,621	66,549,056	71,358,618	69,016,390
Equity and liabilities						
Equity						
Issued share capital	859,375	859,375	859,375	687,500	687,500	687,500
Share premium	3,943,273	3,943,273	3,943,273	4,115,148	4,115,148	4,115,148
Retained earnings	30,938,184	30,892,525	31,330,132	28,691,018	26,459,730	25,136,674
Equity attributable to equity holders of the Company	35,740,832	35,695,173	36,132,780	33,493,666	31,262,378	29,939,322
Non-controlling interests	(142,889)	(121,003)	(80,013)	(67,393)	(15,875)	22,548
Total equity	35,597,943	35,574,170	36,052,767	33,426,273	31,246,503	29,961,870
Non-current liabilities						
Interest-bearing loans and borrowings	4,321,694	6,399,240	7,501,530	4,441,331	10,886,244	14,648,704
Deferred tax liabilities	483,228	483,229	1,040,023	1,732,957	1,565,984	1,485,868
Deferred income	78,707	15,751	144,422	283,552	1,599,942	1,788,238
Retirement benefit obligation	-	-	-	-	-	204,750
Total non-current liabilities	4,883,629	6,898,220	8,685,975	6,457,840	14,052,170	18,127,560
Current liabilities						
Trade and other payables	14,696,001	12,052,924	6,496,187	7,282,881	9,438,742	10,952,363
Income tax liabilities	844,904	786,763	712,928	369,369	751,061	1,238,643
Deferred income	110,642	241,370	114,264	-	-	-
Interest-bearing loans and borrowings	18,772,476	16,407,121	16,025,500	19,012,693	15,870,142	8,735,954
Total current liabilities	34,424,024	29,488,178	23,348,879	26,664,943	26,059,945	20,926,960
Total liabilities	39,307,653	36,386,398	32,034,854	33,122,783	40,112,115	39,054,520
Total equity and liabilities	74,905,594	71,960,568	68,087,621	66,549,056	71,358,618	69,016,390

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME OF THE GROUP

	30 SEPT		FOR THE YEAR ENDED 31 DECEMBER			
	2016	2015	2014	2013	2012	2011
	N'000	N'000	N'000	N'000	N'000	N'000
Revenue	3,209,241	5,120,932	11,700,506	11,298,899	12,039,603	6,782,819
Cost of sales	(2,304,777)	(3,601,592)	(9,870,826)	(8,099,530)	(7,039,751)	(3,403,203)
Gross profit	904,464	1,519,340	1,829,680	3,199,369	4,999,852	3,379,616
Fair value gain on investment properties	-	252,678	1,541,406	865,900	242,147	1,424,478
(Loss)/ gain on disposal of investment properties	747,372	(57,365)	486,857	2,764,991	-	-
Selling and distribution expenses	(97,902)	(107,160)	(219,240)	(127,428)	(1,712,052)	(1,328,609)
Administrative expenses	(1,422,970)	(1,378,742)	(1,367,260)	(1,716,639)	-	-
Other operating income	217,074	575,284	225,625	97,446	260,508	147,896
Operating profit	348,037	804,035	2,497,068	5,083,639	3,790,455	3,623,381
Finance income	453,989	607,981	721,787	638,051	190,153	23,723
Finance costs	(1,761,673)	(2,670,625)	(2,657,289)	(2,014,157)	(1,525,658)	(972,027)
Net finance costs	(1,307,684)	(2,062,644)	(1,935,502)	(1,376,106)	(1,335,505)	(948,304)
Share of profit of associates	1,092,601	1,787,461	2,978,959	-	-	-
Loss on disposal of investment	-	-	-	-	-	(276,363)
Profit before impairment and taxation	132,953	528,852	3,540,525	3,707,533	2,454,950	2,398,714
Impairment loss on investment and PPE	-	(473,000)	-	-	-	-
Profit/ loss before taxation	132,953	55,852	3,540,525	3,707,533	2,454,950	2,398,714
Income tax credit/ (expense)	(109,181)	324,926	48,552	(552,114)	(274,640)	(728,608)
Profit/ loss for the year	23,773	380,778	3,589,077	3,155,419	2,180,310	1,670,106
Other comprehensive income						
Actuarial gains on defined benefit plan	-	-	-	-	-	31,932
Deferred tax on actuarial gains	-	-	-	-	-	(9,580)
Other comprehensive income	-	-	-	-	-	22,352
Total comprehensive income for the period	23,773	380,778	3,589,077	3,155,419	2,180,310	1,692,458
Profit/ loss attributable to:						
Equity holders of the parent	45,659	421,768	3,601,697	3,193,788	2,215,500	1,708,897
Non-controlling interest	(21,886)	(40,990)	(12,620)	(38,369)	(35,190)	(38,791)
Profit/ loss for the year	23,773	380,778	3,589,077	3,155,419	2,180,310	1,670,106
Total comprehensive income/loss income attributable to:						
Equity holders of the parent	45,659	421,768	3,601,697	3,193,788	2,215,500	1,731,090
Non-controlling interest	(21,886)	(40,990)	(12,620)	(38,369)	(35,190)	(38,632)
Total comprehensive income/loss	23,773	380,778	3,589,077	3,155,419	2,180,310	1,692,458
Basic EPS (Kobo)	3	25	210	186	161	124
Diluted EPS (Kobo)	3	25	210	186	161	124

CONSOLIDATED FINANCIAL INFORMATION
CONSOLIDATED STATEMENT OF CASHFLOWS OF THE GROUP

	30 SEPT		FOR THE YEAR ENDED 31 DECEMBER			
	2016	2015	2014	2013	2012	2011
	N'000	N'000	N'000	N'000	N'000	N'000
Cash flow from operating activities						
Tax paid	(1,537,669)	4,036,126	526,570	3,964,957	9,613	(1,791,954)
	(51,038)	(158,031)	(300,431)	(927,181)	(682,107)	(333,744)
Net Cash flow from/ (used in) operating activities	(1,588,707)	3,878,095	226,139	3,037,776	(672,494)	(2,125,698)
Cash flow from investing activities						
Proceeds from sale of investment property	2,497,422	184,000	1,200,000	22,492,657	228,571	1,467,837
Purchase of property, plant & equipment	(67,939)	(45,409)	(315,480)	(262,565)	(254,819)	(318,536)
Purchase of intangible assets	(3,306)	(40,848)	(61,307)	-	-	-
Proceeds from sale of property, plant, & equipment	95,137	5,799	1,387	-	2,992	18,984
Proceeds from sale of investment in associate	-	-	-	-	-	623,675
Purchase of investment properties	(15,539)	(53,593)	(77,367)	(1,969,997)	(184,996)	(47,078)
Investments in JV	-	(1,535,865)	-	(17,663,465)	(246,170)	-
Income distribution from UPDC REIT	1,092,601	1,216,034	929,740	-	-	-
Proceed from disposal of investments (joint venture projects)	-	-	939,885	-	-	-
Interest received	453,989	607,981	721,787	637,798	-	-
Net cash flow from/ (used in) investing activities	4,052,364	338,099	3,338,645	3,234,428	(454,422)	1,744,882
Cash flow from financing activities						
Proceeds from borrowings	16,914,056	9,377,400	13,853,000	-	3,222,418	-
Repayment of borrowings	(15,891,914)	(10,210,781)	(13,670,000)	(3,437,855)	-	(307,474)
Dividend paid	-	(859,375)	(962,583)	(962,500)	(893,750)	(756,250)
Interest received	-	-	-	-	190,153	23,723
Interest paid	(1,761,673)	(2,670,625)	(2,657,289)	(2,014,157)	(1,525,658)	(972,027)
Net cash flow (used in)/ from financing activities	(739,532)	(4,363,381)	(3,436,872)	(6,414,512)	993,163	(2,012,028)
Net (decrease)/ increase in cash and cash equivalents	1,724,126	(147,187)	127,912	(142,308)	(133,753)	(2,392,844)
Net foreign exchange difference	6,024	8,801	8,777	-	-	-
Cash and cash equivalents at the beginning of the period	(1,148,516)	(1,010,130)	(1,146,819)	(1,004,511)	(870,759)	1,522,086
Cash and cash equivalents at the end of the period	581,633	(1,148,516)	(1,010,130)	(1,146,819)	(1,004,512)	(870,758)

1. INCORPORATION AND SHARE CAPITAL HISTORY

UPDC operated first as a department, then as a division of UAC of Nigeria Plc until 6 October 1997, when the business was incorporated as a public limited liability company and subsequently listed on The Nigerian Stock Exchange.

The Company had an authorized share capital of ₦500,000.00 divided into 1,000,000 ordinary shares of 50 Kobo each and an issued share capital of ₦250,000.00. The Company's authorized share capital currently is ₦1,750,000,000.00 comprising of 3,500,000,000 ordinary shares of 50 Kobo each, with an issued share capital of ₦859,375,000 comprising of 1,718,750,000 ordinary shares of 50 Kobo each.

The changes in the share capital of the Company since incorporation are summarized below.

Year	Authorized (₦)		Issued & Fully Paid-up (₦)		Consideration
	Increase	Cumulative	Increase	Cumulative	
1997	500,000	500,000	-	250,000	Cash
1998	499,500,000	500,000,000	499,500,000	500,000,000	Consideration other than cash valued at ₦4,830,764,000 and cash consideration of ₦125,000 pursuant to a Scheme of Arrangement.
2005	500,000,000	1,000,000,000	50,000,000	550,000,000	1 for 10 bonus issue
2010	-	1,000,000,000	137,500,000	687,500,000	1 for 4 bonus issue
2014	-	1,000,000,000	171,875,000	859,375,000.00	1 for 4 bonus issue
2015	750,000,000	1,750,000,000	-	859,375,000.00	-

2. SHAREHOLDING STRUCTURE

As at 30th September 2016, the Company's issued share capital of 1,718,750,000 ordinary shares of 50 Kobo each was beneficially held as follows:

Shareholders	No. of Ordinary Shares Held	%
UAC of Nigeria Plc	790,625,000	46.00%
FBN Trustees Nigeria Limited	148,602,252	8.65%
Other Individuals and Corporate bodies	779,522,748	45.35%

As at 30 September 2016, except as stated above, no other shareholder held more than 5% of the issued share capital of the Company.

3. DIRECTORS' BENEFICIAL INTERESTS

The interest of the Directors in the issued share capital of the Company as recorded in the Register of Directors' interest or as notified by them for the purpose of section 275(1) of CAMA as at 31st December 2015 are as follows:

Director	Direct Shareholding	Indirect Shareholding	Total Shareholding	%
Mr. Larry Ephraim Ettah	2,861,023	790,625,000 ⁷	793,486,023	46.2%
Mr. Hakeem Bamidele Ogunniran	250,781	-	250,781	0.0%
Mrs. Adeniyi Folasade Taiwo	22,500	-	22,500	0.0%
Mrs. Halima Tayo Alao	39,493	-	39,493	0.0%
Prof. Okon Asuquo Ansa	-	-	-	0.0%
Mr. Adekunle Olakitan Awojobi	-	148,602,252 ⁸	148,602,252	8.6%
Mr. Abdul Akhor Bello	156,250	-	156,250	0.0%

4. INDEBTEDNESS

As at 30th September 2016, the Company had debt of ₦6,655,026,666.67 (six billion, six hundred and fifty-five million, twenty-six thousand, six hundred and sixty-seven naira and sixteen kobo), which includes:

S/N	Company	Amount due (N)	Tenor	Security
1	FSDH Merchant Bank Limited	3,666,666,666.67	32 months	equitable mortgage
2	Guaranty Trust Bank	2,988,360,000.00	34 months	equitable mortgage
	Total	6,655,026,666.67		

5. OFF BALANCE SHEET ITEMS

As at the date of this rights circular, the Company has no off balance sheet items in its records.

6. SUBSIDIARIES AND ASSOCIATED COMPANIES

As at the date of this Rights Circular, the Company had the following subsidiaries and associated companies:

S/N	Names	Classification	% Holding
1	UPDC Hotels Limited	Subsidiary	94.70%
2	Manor Gardens Pty Dev Co. Ltd.	Subsidiary	67.50%
3	Galaxy Mall and Galleria Limited	Associate	75.00%
4	UPDC Real Estate Investment Trust	Associate	61.50%
5	UPDC Metro City Limited	Associate	60.00%
6	Pinnacle Apartments Dev. Limited	Associate	51.00%
7	First Restoration Dev. Coy Limited	Associate	51.00%
8	Calabar Golf Estate Limited	Associate	51.00%
9	First Festival Mall Limited	Associate	45.00%
10	Transit Village Development Coy Limited	Associate	40.00%

7. CLAIMS AND LITIGATION

The Company, in the ordinary course of its business, is presently involved in 51 cases. The Company is an appellant in 2, and a claimant in 12 of those cases, claiming a total of ₦148,026,880.38 (one hundred and forty eight million, twenty six thousand eight hundred and eighty Naira, thirty eight Kobo). In the other 37 cases in which the Company is a defendant, the total value of the monetary claims against the Company is

⁷ Holdings as a result of Mr. Larry Ettah being a nominee of UACN on the Board of UPDC Plc

⁸ Holdings as a result of Mr. Awojobi being a nominee of First Trustees Nigeria Limited on the Board of UPDC Plc

STATUTORY AND GENERAL INFORMATION

₦1,222,549,811.00 (one billion, two hundred and twenty-two million, five hundred and forty nine thousand, eight hundred and eleven Naira).

Save for the cases aforementioned, the Solicitors are not aware of any other pending and/or threatened claim or litigation matter against the Company.

It is the Solicitors' opinion that in the unlikely event that all the current claims against the Company are successful, the liability of the Company will not exceed the maximum amount claimed by the Claimants being a total of ₦1,222,549,811.00 (one billion, two hundred and twenty-two million, five hundred and forty nine thousand, eight hundred and eleven Naira).

8. PURPOSE OF ISSUE AND USE OF PROCEEDS

The net proceeds of the Issue will be applied towards deleveraging the balance sheet, further development of on-going projects and acquisition of land to execute new projects.

After the deduction of estimated Issue costs and expenses of ₦152,802,304 (representing 2.963% of the Issue proceeds), the net Issue proceeds of ₦5,003,447,696 will be applied in the following manner:

S/N	Projects	(₦)	(%)	Estimated Completion Period
1	Deleveraging of Balance sheet	3,002,068,618	60%	Immediate
2	Construction of VMP 3 Car Park & Event Centre	1,050,724,016	21%	18 Months
3	Land acquisition and Construction of Residential Projects	990,655,062	19%	24 Months
	Total	5,003,447,696	100%	

- **Deleveraging of Balance Sheet:** The parent company of UPDC, UACN, under its Group Treasury Arrangement had made advances to UPDC totalling ₦3.69b to UPDC solely for working capital purposes. The advances are payable on demand and attract an annual interest rate equivalent at MPR + 150 basis points. UPDC intends to repay ₦3,002,068,618 (Three Billion, Two million, Sixty-eight Thousand, Six Hundred and Eighteen Naira only) of the total advances owed to UACN via the Rights Issue.
- **Construction of VMP 3 Car Park & Event Centre:** The allocated land area for the project is 7,796 square meters along Bishop Aboyade Cole, Victoria Island, Lagos. It comprises Shopping Mall, Commercial Car Park, Offices and Event Centre. The commercial car park and event centre will be developed first while the shopping mall and offices will follow after. Planning approval has been granted by Lagos State. Foundation piling work is being concluded. The amount to be expended on this project is approximately N1,050,724,016 (One Billion, Fifty Million Seven Hundred and Twenty-Four Thousand Sixteen Naira only).
- **Land acquisition and construction of residential projects:** Planned land size is a total of about 54,000 sq. m. To be located in the Lekki axis of Lagos state. The projects will be carried out with Joint Venture partners. The amount to be expended on this project is approximately ₦990,655,062 (Nine Hundred and Ninety Million Six Hundred and Fifty-Five Thousand Sixty-two Naira only).

9. IMPORTANT NOTE TO THE USE OF PROCEEDS

The parent company of UPDC, UACN, under its Group Treasury Arrangement made advances to UPDC totalling ₦3.69b solely for working capital purposes. The advances are payable on demand and attract an annual interest rate equivalent to the MPR + 150 basis points. The outstanding loan will be partly repaid by applying UACN's provisional allotment, and any additional subscription thereof.

10. COSTS AND EXPENSES

The costs, charges and expenses of and incidental to the Issue including fees payable to SEC and The NSE,

professional parties, brokerage, and printing and distribution expenses, are estimated at about ₦152,802,304, representing 2.96% of the Issue proceeds and are payable by UPDC.

11. MATERIAL CONTRACTS

The following contracts have been entered into by the Company and may be considered material to this Issue:

- A Vending Agreement dated March 30, 2017;
- A Management Agreement dated 1st January 2012 between UAC of Nigeria PLC and UACN Property Development Company PLC.

Other than as stated above, the Company, as at the date of this Rights Circular, did not have any subsisting material contract (in the context of this Rights Issue) other than those entered into in the ordinary course of business.

12. UNCLAIMED DIVIDENDS

The total amount of unclaimed dividends as at 31st December 2015 was ₦51,044,945.50. In addressing the issue of unclaimed/unpaid dividend, the Company periodically publishes a schedule of unclaimed dividends in its Annual Report, circulated to all shareholders of the Company. In addition, requests for revalidation of old dividend warrants and/or non-receipt of dividends complaint are continuously forwarded to the Registrar for revalidation or re-issuance as required to enable shareholders receive value for their dividend.

The Company is actively promoting the e-dividend campaigns to facilitate immediate credit of the shareholder's Bank account, once dividend is declared by the Company ensuring subsequent dividends do not become unclaimed. This is achieved by including "e-dividend mandate forms" in the annual reports distributed to shareholders to ensure mandates are updated.

13. OVERVIEW OF CORPORATE GOVERNANCE

By the Articles of Association of the Company ("the Articles"), the Board is responsible for controlling and managing the business of the Company. It may exercise such powers of the Company as are not by statute or the Articles to be exercised by the Company in General Meeting. The Company's business is in full compliance with the laws and regulations of Nigeria, SEC code of corporate governance and UPDC's code of business principles and ethics. Under the UPDC Board Charter "the primary objective of the Board of Directors ('Board') of the Company is to build long-term shareholder value with due regard to other stakeholder interests. This is effected by setting strategic direction and context, such as UPDC's mission, vision and core values, policies and objectives and focusing on issues critical for its successful execution such as staffing, executive training, succession planning, performance and risk management". The full extent of the Company's compliance with the codes of corporate governance is detailed below:

Responsibility of the Board of Directors

The Company is fully compliant with all the duties and responsibilities stated under Parts A, B and C of the SEC code of corporate governance

Composition of the Board

The Board of UPDC Plc is made up of five Non-Executive Directors and two Executive Directors. All the directors have access to the advice and services of the Company Secretary. With the approval of the Chairman of the Board, all Directors are entitled to take advice from external professionals in areas where such advice will improve the quality of their contributions to Board deliberations and decision-making process.

Chairman and Chief Executive Roles

The position of the Chairman is distinct from that of the Managing Director. The Chairman of the Board is Mr Larry Ephraim Ettah, who is a Non-Executive Director, while the Managing Director is Mr Hakeem Bamidele Ogunniran. The other Executive Director is Mrs. Adeniun Folasade Taiwo, the Finance Director. Mrs. Halima Tayo Alao is an independent Director. The other Non-Executive Directors are Mr Abdul Akhor Bello, Mr Adekunle Olakitan Awojobi and Professor Okon Asuquo Ansa.

Frequency and Attendance of Meetings:

The Board meets regularly (at least once every quarter). A clear agenda and relevant reports and board papers are given ahead of each meeting. All Directors have access to the Company Secretary who can only be appointed or removed by the Board and is also responsible to the Board.

Board Appointment

The process of appointing Directors involves a declaration of a vacancy at a Board Meeting; the sourcing of the curriculum vitae of suitable candidates depending on the required skills, competence and experience at any particular time; and the reference of the curriculum vitae to the Risk & Governance Committee for necessary background checks, informal interviews/interaction and a recommendation for the approval of the Board of Directors. Director appointed by the Board is presented to the next Annual General Meeting of the members of the Company for election.

Internal Reporting and Control

The Board is responsible for and ensures proper financial reporting as well as the establishment of strong internal control procedures as risks and control issues are taken seriously. The Company has a Statutory Audit Committee and a Finance and Projects Committee which governs its operations and audit matters. These committees ensure adequate risk management in the Company and ensure the integrity of the financial statement and financial reporting process. They also maintain the independence and performance of the external and audit function and ensures compliance with legal and regulatory requirements.

Shareholders' Rights and Privileges

The Directors ensure that shareholders' statutory and general rights are protected at all times. Shareholders are responsible for electing the Directors at Annual General Meetings for which at least notice of 21 working days have been given before the meeting.

Tenure of Directors:

Article 71(3) and 78(1) of the Articles of Association of the Company provide that except for the Executive Directors and the Managing Director, at every Annual General Meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three then, the nearest one-third shall retire from office. The Board of Directors is currently made up of 5 Non-Executive Directors and 2 Executive Directors. Two of the Directors retire by rotation at the meeting and if still eligible, offer themselves for re-election.

As required by the Code of Corporate Governance in Nigeria 2011, the profiles of the relevant Directors are depicted on the Annual Reports in order for all the shareholders to have a chance to view same and then a re-election takes place. In addition a statement is also published on whether or not the Board was satisfied with their performance as Directors of the Company during the financial year based on the last Board Evaluation exercise carried out.

The Board Committees are:

1) The Risk & Governance Committee

The Committee is chaired by Professor Okon Asuquo Ansa, a Non-Executive Director, and made up of one other Non-Executive Director, the Managing Director and Finance Director.

The Terms of Reference of the Committee includes

- i. Oversees risk management within the group and is responsible for developing and monitoring an enterprise risk management framework for identifying, measuring, monitoring and controlling risks in the Company and group.
- ii. Monitors and reviews the effectiveness of the Company's annual audit review in the context of the Company's overall risk management system.
- iii. Reviews and assesses the annual internal and external audit plans.

The Risk & Governance Committee met three (3) times in 2016. All members of the committee were present for all the meetings.

2) The Finance and Projects Committee

The Committee is chaired by Mr. Abdul Bello, a Non-Executive Director and made up of two other Non-executive directors, the Managing Director and the Finance Director.

The Terms of Reference of the Committee includes:

- i. To assist the Board in making investment and capital expenditure decisions in pursuance of strategic objectives. This entails the following sub-responsibilities:
- ii. To assist the Board satisfy itself about the validity of technical and market prospects for projects and investment initiatives. This entails the following sub-responsibilities:

The Finance & Projects Committee met four (4) times in 2016 with all members present for all the meetings.

3) The Statutory Audit Committee

The Statutory Audit Committee consists of six members made up of three representatives of the shareholders elected at the previous Annual General Meeting for tenure of one year and three representatives of the Board of Directors. The Chairman of the Committee is Mr. Adekunle Olakitan Awojobi, a non-executive director. The Company Secretary is the Secretary of the Committee. The meetings of the Committee which are held quarterly are attended by representatives of KPMG Professional Services, our Internal Audit Service Provider, Ernst & Young, our Independent/ External Auditor and the Risk & Compliance Manager of the Company.

The following are some of the terms of reference of the Committee:

The Committee is authorized by CAMA to:

- i. Ascertain whether the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices;
- ii. Review the scope and planning of audit requirements;
- iii. Review the findings on management matters in conjunction with the external auditor and departmental responses thereon;

In addition, the 2011 Code of Corporate Governance also assigns specific responsibilities to the Committee.

The Audit Committee met four (4) times in 2016 with all members present for all the meetings

14. RESEARCH AND DEVELOPMENT:

Over the past three years, UPDC has spent over ₦8,200,000 on executing innovative research in finding new ways of improving efficiency and enhancing product quality as part of its normal business operations.

15. MERGERS AND TAKEOVERS

As at the date of this Rights Circular, the Company is not aware of any attempt by any investor to acquire a majority shareholding in the Company or by the Company of any other entity.

16. RELATIONSHIP BETWEEN THE COMPANY AND ITS ADVISERS

The Lead Issuing House, FBN Capital and FBN Trustees Limited (a shareholder in UPDC) are members of the same group.

Save as disclosed, there is no relationship between the Company and its advisers as at the date of this Rights Circular except in the ordinary course of business.

17. RELATED PARTY TRANSACTIONS :

The Company had business dealings with other companies within the UACN Group during the period ended 30 September 2016. These related party transactions are as follows:

S/N	Names of Related Parties	Nature of transaction	Accounts Payable (₦' m)	Accounts Receivable (₦' m)
1	UACN PLC.	Working capital advance	3,697.51	26.04
2	MDS Logistics Ltd.	Working capital advance	1,667.07	-
3	Grand Cereals Ltd.	Withholding Tax refund	-	96.32
4	Portland Paints and Products	Accrued payment for supply of paints	4.46	-
5	UPDC Hotels Limited	Shareholder loans & advances	-	14,338.89
6	UAC Restaurants Limited	Prepaid rental charge	10.84	-
		TOTAL	5,379.87	14,461.25

18. DECLARATIONS

Except as otherwise disclosed in this Rights Circular:

- (a) No share of UPDC is under option or agreed conditionally or unconditionally to be put under option;
- (b) No commissions, discounts, brokerages or other special terms have been granted by UPDC to any person in connection with the Issue or sale of any share of the Company;
- (c) Save as disclosed herein, the Directors of UPDC have not been informed of any holding representing 5% or more of the issued share capital of the Company;
- (d) There are no material service agreements between UPDC or any of its Directors and employees other than in the ordinary course of business;
- (e) No Director of the Company has had any interest, direct or indirect, in any property purchased or proposed to be purchased by the Company in the three years prior to the date of this Rights Circular; and
- (f) No Director of the Company is or has been involved in any of the following:
 - A petition under any bankruptcy or insolvency laws filed (and not struck out) against him/her or any partnership in which he/she is or was a partner or any company of which he/she is or was a Director or key personnel;
 - A conviction in a criminal proceeding or is named subject of pending criminal proceedings relating to fraud or dishonesty; and

The subject of any order, judgment or ruling of any court of competent jurisdiction or regulatory body relating to fraud or dishonesty, restraining him/her from acting as an investment adviser, dealer in securities, Director or employee of a financial institution and engaging in any type of business or activity.

19. CONSENTS

The following have given and not withdrawn their written consents to the issue of this Rights Circular with their names and reports (where applicable) included in the form and context in which they appear:

Directors of the Company	Mr. Larry Ephraim Ettah Mr. Hakeem Bamidele Ogunniran Mrs. Adeniyun Folasade Taiwo Mrs. Halima Tayo Alao Mr. Abdul Akhor Bello Mr. Adekunle Olakitan Awojobi Professor Okon Asuquo Ansa
Company Secretary	Mr. Godwin Abimbola Samuel
Issuing Houses	FBN Capital Limited FSDH Merchant Bank Limited LeadCapital Plc Stanbic IBTC Capital Limited
Receiving Banks	First Bank of Nigeria Limited Stanbic IBTC Bank Plc
Stockbrokers	FSDH Securities Limited Stanbic IBTC Stockbrokers Limited
Registrars	Africa Prudential Registrars Plc
Auditors	Ernst & Young Nigeria
Solicitors	Udo Udoma & Belo-Osagie

20. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents can be inspected at the offices of FBN Capital Limited, FSDH Merchant Bank Limited, LeadCapital Plc, Stanbic IBTC Capital Limited and Ernst & Young Nigeria located at 16 Keffi Street, off Awolowo Road, Ikoyi; UAC House (5th-8th Floors), 1-5 Odunlami Street, Lagos; Plot 281, Ajose Adeogun Street, Victoria Island, Lagos; I.B.T.C. Place, Walter Carrington Crescent, Victoria Island; and 10th & 13th Floors, UBA House, 57 Marina, Lagos, Nigeria respectively, during normal business hours on any weekday (except public holidays), from April 18, 2017 to May 26, 2017:

- (a) The Certificate of Incorporation of the Company;
- (b) The Memorandum and Articles of Association of the Company;
- (c) The Rights Circular issued in respect of the Issue;
- (d) The audited financial statements of the Company for each of the five years ended 31 December, 2015 and the management accounts for the period ended 30 September, 2016;
- (e) The Shareholders' Resolutions authorising the Issue;
- (f) The Board Resolution authorising the Issue;
- (g) The list of outstanding claims and litigation referred to on page 48;
- (h) The material contract referred to on page 50;
- (i) The written consents referred to on page 54;
- (j) Letter of approval from SEC; and
- (k) Letter of approval from The NSE.



March 30, 2017

RIGHTS ISSUE OF 1,718,750,000 ORDINARY SHARES OF 50 KOBO EACH AT ₦3.00 PER SHARE IN UACN PROPERTY DEVELOPMENT COMPANY PLC

Dear Sir/Madam

1. Provisional Allotment

The letter dated January 18, 2017 from the Chairman of your Company which is provided, on Page 14 of this Rights Circular contain particulars of the Rights Issue now being made. The Directors have provisionally allotted to you the number of new shares set out on the first page of the enclosed Acceptance/Renunciation Form, representing 1 new Ordinary Share for every 1 Ordinary Share registered in your name at the close of business on January 19, 2017. The new Ordinary Shares will rank pari passu in all respects with the existing Ordinary Shares of the Company.

You may accept all or some of the shares allotted to you or renounce your rights to all or some of them. If you are accepting the provisional allotment in full, kindly complete box A of the Acceptance/Renunciation Form, while if renouncing your rights partially or in full, kindly complete box B of the form. You may also apply for additional shares over and above your provisional allotment as described in 2(b) below.

2. Acceptance and Payment

The receipt of any payment with your Acceptance/Renunciation Form will constitute an acceptance of all or part of this allotment on the terms of this letter, subject to the Memorandum and Articles of Association of the Company and to the clearance of the Securities and Exchange Commission. If payment is not received by May 26, 2017, the provisional allotment will be deemed to have been declined and will be cancelled. You may participate in the Rights Issue through any of the following methods:

a. Full Acceptance

If you wish to accept this provisional allotment in full, please complete box A of the Acceptance/Renunciation Form. The completed Acceptance/Renunciation Form together with a cheque or bank draft for the full amount payable must be submitted to any of the Receiving Agents listed on Page 58 of this document not later than May 26, 2017. The cheque or draft must be made payable to the Receiving Agent and crossed "UPDC Rights" with your name, address and mobile number written on the back of the cheque or draft. All cheques and drafts will be presented for payment on receipt and all Acceptance/Renunciation Forms in respect of which cheques are returned unpaid for any reason will be rejected and returned through the registered post.

Any payment made electronically or with a value exceeding ₦10 million should be made via SWIFT, RTGS or NEFT into the designated Issue Proceeds Account stated on the Acceptance/Renunciation Form. Such payment must include the following transfer instruction narrative: "[FULL NAME OF SHAREHOLDER]'s PAYMENT FOR UPDC RIGHTS".

b. Applying for Additional Shares

This may be done by completing item (ii) and (iii) of box A of the Acceptance/Renunciation Form. Payment should be made in accordance with 2(a) above. Shareholders who apply for additional shares using the Acceptance/Renunciation Form will be subject to the allotment process and may therefore be allotted less than the number of additional shares applied for (see item 1.4 below).

c. Partial Acceptance

To accept your provisional allotment partially, please complete box B of the Acceptance/ Renunciation Form and submit the completed Acceptance/Renunciation Form to any of the Receiving Agents listed on Page 58 of this document together along with full amount payable in respect of the number of shares you wish to accept. Payment should be made in accordance with 2(a) above.

3. Trading in Rights on The NSE

The approval of The NSE has been obtained for trading in the rights of the Company. The Rights will be tradable between April 18, 2017 and May 26, 2017, at the price at which the Rights are quoted on The NSE. If you wish to renounce your Rights partially or in full, you may trade such renounced Rights on the Floor of The NSE between these dates. Please complete item (iii) of box C of the Acceptance/Renunciation Form and contact your stockbroker for assistance. If you wish to purchase renounced Rights, please contact your stockbroker who will guide you regarding payment and the procedure for purchasing UPDC's Rights. Shareholders who trade their Rights partially can also apply for additional shares by completing box A of the Acceptance/Renunciation Form.

4. Allotment of Additional Shares

Ordinary Shares which are not taken up by May 26, 2017 will be allotted on a pro-rata (equal) basis to existing shareholders who applied and paid for additional shares over and above their provisional allotment by completing item (ii) of box A. Shares not taken up by shareholders after allotment will be returned to the UPDC's authorized share capital as part of its un-issued shares.

5. Subscription Monies

Acceptance/Renunciation Forms must be accompanied with the full amount due on acceptance in accordance with 2(a) above. All subscription monies will be retained in interest yielding bank accounts by First Bank of Nigeria Limited and Stanbic IBTC Bank Plc.

6. Surplus Application Monies

If any application for additional shares is not accepted or accepted for fewer shares than the number applied for, a cheque for the value of the additional shares not accepted including applicable interest would be sent by registered post not later than 5 working days after the date of allotment.

Any electronic payment with a value exceeding ₦10 million would be made via RTGS or NEFT into the affected subscriber's bank account details stated on the Acceptance/Renunciation Form.

7. Rounding Principle

The allocation of Rights Issue shares will be such that shareholders will not be allocated a fraction of a Rights Issue share and as such any shareholding giving rise to a fraction of less than one of a Rights Issue share will be rounded down to the nearest whole number.

8. Settlement

The CSCS accounts of Shareholders will be credited not later than 15 working days from the date of allotment. Certificates of Shareholders that do not provide their CSCS account details will be dispatched by registered post not later than 15 working days from the date of allotment.



Yours faithfully
Mr. Godwin Abimbola Samuel
Company Secretary

RECEIVING AGENTS

A copy of the Rights Circular has been forwarded to each of the shareholders whose names appeared in the Company's Register of Members as at January 19 2017. The completed Acceptance Forms may be returned to any of the following Receiving Agents to whom brokerage will be paid at the rate of ₦0.50 kobo per ₦100 worth of shares allotted in respect of Acceptance Forms bearing their official stamp.

The Issuing Houses cannot accept responsibility for the conduct of any of the institutions listed below. Shareholders are therefore advised to conduct their own enquiries before choosing an agent to act on their behalf. Evidence of lodgment of funds at any of the Receiving Agents listed below, in the absence of corresponding evidence of receipt by the Issuing Houses cannot give rise to a liability on the part of the Issuing Houses under any circumstances.

BANKS

Access Bank Plc Citibank Nigeria Limited Diamond Bank Plc Ecobank Nigeria Limited Fidelity Bank Plc	First Bank of Nigeria Limited First City Monument Bank Limited Guaranty Trust Bank Plc Heritage Bank Plc Keystone Bank Limited	Skye Bank Plc Stanbic IBTC Bank PLC Standard Chartered Bank Nigeria Ltd Sterling Bank Plc Union Bank of Nigeria Plc	United Bank for Africa Plc Unity Bank Plc Wema Bank Plc Zenith Bank Plc
---	--	---	--

STOCKBROKERS AND OTHERS

Adamawa Securities Limited Adonai Stockbrokers Limited African Alliance Stockbrokers Ltd Afrinvest (West Africa) Limited Alangrange Securities Limited Anchoria Inv& Securities Ltd Apel Asset Limited APT Sec. & Funds Limited Arian Capital Management Ltd ARM Securities Limited Arthur Steven Asset Mgt Ltd Associated Asset Managers Ltd Atlass Portfolio Limited Belfry Stockbrokers Limited Bestlink Investment Limited Bestworth Assets & Trust Ltd Calyx Securities Limited Camry Securities Limited Capital Asset Limited Capital Bancorp Limited Capital Express Securities Ltd Capital Trust Brokers Limited Cardinal Stone Securities Ltd Cashcraft Securities Limited Cashville Inv& Sec. Limited CDL Capital Markets Limited Centre-Point Inv. Limited Century Securities Limited Chapel Hill Denham Sec. Ltd Chartwell Securities Limited Citi Investment Capital Limited City-Code Trust & Inv Limited Clearview Inv Co. Limited Compass Inv and Sec Limited Cordros Capital Limited Core Trust & Investment Ltd Coronation Securities Limited Cowry Asset Mgt Limited Crane Securities Limited Crossworld Securities Limited Crown Capital Limited CSL Stockbrokers Limited Deep Trust Investment Limited De-Lords Securities Limited Dependable Securities Limited Diamond Securities Limited Dominion Trust Limited DSU Brokerage Services Ltd Dunbell Securities Limited Dunn Loren Merrifield Sec. Ltd Dynamic Portfolios Limited ECL Asset Management Limited EDC Securities Limited Edgefield Capital Mgt Ltd	EFCP Limited Elixir Securities Limited Emerging Capital Limited Enterprise Stockbroker Plc Equity Capital Solutions Limited Eurocomm Securities Limited Express Discount Asset Mgt Ltd Express Portfolio Services Ltd FBC Trust & Securities Limited FBN Securities Limited FCSL Asset Mgt. Company Ltd Fidelity Finance Company Ltd Fidelity Securities Limited Financial & Analytics Capital Ltd Financial Trust Company LtdFinmal Finance Company Ltd First Integrated Capital Mgt Ltd First Stockbrokers Limited FIS Securities Ltd Foresight Sec. & Inv Limited Forte Financial Limited Forthright Sec & Investments Ltd Fortress Capital Limited FSDH Securities Limited Funds Matrix & Assets Mgt Ltd Future view Securities Limited Gem Assets Mgt Limited Gidauniya Inv. & Sec Limited Global Assets Mgt (Nig) Limited GlobalView Capital Limited Golden Securites Limited Greenwich Securities Limited Grune Capital Limited GTI Capital Limited Harmony Securites Limited Heartbeat Investments Limited Hedge Sec. & Inv. Co. Limited Heritage Capital Mkt Limited Horizon Stockbrokers Limited ICMG Securities Limited ICON Stockbroker Limited Imperial Assets Managers Ltd Independent Securities Limited Integrated Trust & Inv. Limited Interstate Securities Limited Investment Centre Limited Investment One Stock Brokers Investment Shark & Asset Mgt. Ltd	Investors & Trust Co Limited Kapital Care Trust & Sec. Ltd Kedari Securities Limited Kinley Securities Limited Kofana Securities & Inv. Limited Kundila Finance Services Ltd Lambeth Trust & Inv. Co. Ltd Lead Securities and Inv. Limited Lighthouse Asset Mgt Limited Long Term Global Capital Ltd Mangartis Fin & Inv Limited Mainland Trust Limited Mainstreet Bank Securities Ltd Marriot Sec. & Invest. Co. Ltd Maven Asset Mgt Limited Maxifund Invest & Sec. Limited Mayfield Investment Limited MBC Securities Limited Mega Equities Limited Meristem Securities Limited Midas Stockbrokers Limited Milestone Capital Mgt Ltd Mission Securities Limited Molten Trust Limited Morgan Capital Sec Limited Mountain Invest. & Sec. Ltd Mutual Alliance Invest. and Sec. Ltd Network Capital Limited Network Sec. & Finance Ltd Newdevco Invest. & Sec. Co Ltd Nigerian Intl Sec Limited Nigerian Stockbrokers Limited Nova Finance & Securities Ltd Options Securities Limited PAC Securities Limited Partnership Securities Limited Peace Capital Market Limited Perfecta Inv Trust Limited Phronesis Sec Limited Pilot Securities Limited Pinefields Inv Serv Limited PIPC Securities Limited Pivot Trust and Invest. Co Ltd Planet Capital Limited Portfolio Advisers Limited Primera Africa Securities Prime Wealth Capital Limited Prominent Securities Limited PSI Securities Limited Pyramid Securities Limited Quantum Securities Limited Rainbow Sec. and Invest Co. Ltd Readings Investment Limited Regency Assets Mgt Limited Rencap Securities (Nig.) Limited	Resort Securities & Trust Ltd Reward Invest and Services Ltd Rostrum Inv& Sec Limited Rowet Capital Mgt Limited Royal Crest Finance Limited Royal Guaranty & Trust Limited Royal Trust Securities Limited Santrust Securities Limited Securities Africa Financial Ltd Securities and Capital Mgt. Co. Ltd. Security Swaps Limited SFC Securities Limited Shalom Invest. & Sec. Transactions Ltd Shelong Investment Limited Sigma Securities Limited Signet Investments & Sec. Ltd Skyview Capital Limited SMADAC Securities Limited Solid-Rock Sec & Invest. Plc Spring Trust & Securities Ltd Springboard Trust & Inv Limited Stanbic IBTC Stockbrokers Ltd Standard Alliance Capital Asset Mgt Ltd Standard Union Securities Ltd TFS Sec. & Investment Ltd The Bridge Securities Limited Tiddo Securities Limited Tomil Trust Limited Topmost Securities Limited Tower Asset Mgt Limited Tower Secs & Invest. Co. Ltd Trade Link Securities Limited Traders Trust & Invest Co. Ltd TransAfrica Fin. Services Ltd Transworld Invest & Sec. Ltd Trust Yields Securities Limited TrustBanc Capital Mgt Limited TrustHouse Investments Ltd TRW Stockbrokers Limited Tyndale Securities Limited UNEX Capital Limited Union Capital Markets Limited United Capital Securities Ltd Valmon Securities Limited Valueline Sec. & Invest. Ltd Vetiva Securities Limited Woodland Capital Markets Plc WSTC Financial Services Ltd Yuderb Inv. & Sec. Limited Zenith Securities Limited Zion Stoockbrokers & Sec. Ltd
--	---	--	---

ACCEPTANCE / RENUNCIATION FORM



UPDC PLC

RIGHTS ISSUE OF

1,718,750,000 ORDINARY SHARES OF 50 KOBO EACH AT ₦3.00 PER SHARE
ON THE BASIS OF 1 NEW SHARE FOR EVERY 1 SHARE HELD AS AT CLOSE OF BUSINESS ON JANUARY 19 2017

LEAD ISSUING HOUSE

PAYABLE IN FULL ON ACCEPTANCE

JOINT ISSUING HOUSES



LeadCapital Plc



Stanbic IBTC
Capital

INSTRUCTION FOR COMPLETING THE ACCEPTANCE / RENUNCIATION FORM

- Acceptance and/or renunciation must be made on this Acceptance/Renunciation Form. Photocopies or scanned copies of the Form will be rejected.
- Allottees should complete only ONE of the boxes marked A and B on the reverse of this form. Shareholders accepting the provisional allotment in full should complete box A and submit their Acceptance/Renunciation Forms to any of the Receiving Agents listed on Page 58 of the Rights Circular together with a cheque or bank draft made payable to the Receiving Agent for the full amount payable on acceptance. The cheque or draft must be crossed "UPDC RIGHTS", with the name, address and mobile number of the shareholder written on the back.

Any payment made electronically or with a value exceeding ₦10 million should be made via SWIFT, RTGS or NEFT into the designated Offer Proceeds Account stated below:

Account Details:	First Bank of Nigeria Limited	Stanbic IBTC Bank PLC
Account Name:	UPDC Rights Issue	UPDC Rights Issue
Account Number:	2031844796	0021274410
Sort Code:	011152303	221150014
Narration:	"[Full Name of Shareholder]'s payment for UPDC Rights"	"[Full Name of Shareholder]'s payment for UPDC Rights"

- Shareholders accepting their provisional allotment partially should complete box B and submit their Acceptance/Renunciation Forms to any of the Receiving Agents listed on Page 58 of the Rights Circular together with the evidence of payment transfer for the partial acceptance.
- Shareholders renouncing the provisional allotment partially or in full, who also wish to trade their rights on the floor of The Exchange should complete item (iii) of box B. They should obtain a Transfer Form from their stockbroker, complete it in accordance with these instructions, and return it to the stockbroker together with the completed Acceptance/Renunciation Form and the amount payable/evidence of transfer for any partial acceptance in accordance with 2 above.
- Shareholders who wish to acquire additional shares over and above their provisional allotment may purchase renounced rights by contacting their stockbroker, and/or apply for additional shares by completing item (ii) and (iii) of box A.
- All cheques or bank drafts for amounts below ₦10 million will be presented for payment on receipt and all acceptances in respect of which cheques are returned unpaid for any reason will be rejected and cancelled. Shareholders are advised to obtain an acknowledgement of the amount paid from the Receiving Agent through which this Acceptance/Renunciation Form is lodged.
- Joint allottees must sign on separate lines in the appropriate section of the Acceptance/Renunciation Form.
- Acceptance/Renunciation Forms of corporate allottees must bear their incorporation numbers and corporate seals and must be completed under the hands of duly authorized officials who should also state their designations.

FOR REGISTRARS' USE ONLY

Number of ordinary shares accepted	Additional ordinary shares applied for	Additional ordinary shares applied allotted	Total amount payable	Amount paid	Amount to be returned/cheque/bank draft number
			₦	₦	₦

PLEASE TURN OVER

ACCEPTANCE/RENUNCIATION FORM

Acceptance List Opens
April 18, 2017

Acceptance List Closes
May 26, 2017

ACCEPTANCE / RENUNCIATION FORM

Care should be taken to comply with the instructions set out on the front of this form. If you are in doubt as to what action to take, you should immediately consult your Stockbroker, Accountant, Banker, Solicitor, Independent Investment Adviser or any other professional adviser for guidance.

Investor's Stockbroker.....CHN Number.....

Stockbroker Code.....CSCS Number.....

If you wish to trade in rights, please contact your stockbroker who will guide you regarding payment and the procedure for purchasing UPDC Rights.

A. FULL ACCEPTANCE/REQUEST FOR ADDITIONAL ORDINARY SHARES				
i.	I/We accept in full, the provisional allotment shown on the front of this form			
ii.	I/We also apply for additional Ordinary Shares: Number of Additional Ordinary Shares applied for Additional amount payable at ₦3.00 per share			
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 40%;"></td> <td style="width: 5%; text-align: center;">N</td> <td style="width: 55%;"></td> </tr> </table>		N	
	N			
	I/We agree to accept the same or smaller number of additional shares in respect of which allotment may be made to me/us, in accordance with the Provisional Allotment Letter contained in the Rights Circular.			
iii.	I/We enclose my/our cheque/bank draft/evidence of payment transfer for ₦..... being the sum of the amount payable as shown on the front of this form, and the additional amount payable as shown in item (ii) above. Cheque details: Name of bank/cheque number/branch.....			
B. RENUNCIATION OR PARTIAL ACCEPTANCE				
1	2	3		
Number of Ordinary Shares accepted	Amount payable at ₦3.00 per share	Number of Ordinary Shares renounced		
	N			
i.	I/We accept only the number of Ordinary Shares shown in column (1) above and enclose my/our cheque/bank draft for the value shown in column (2) above. Cheque details: Name of bank/cheque number/branch.....			
ii.	I/We hereby renounce my/our rights to the Ordinary shares shown in column (3) above, being the balance of the Ordinary Shares allocated to me/us			
iii.	I/We confirm that I/We wish to trade my/our rights of Ordinary Shares (being my/our renounced shares as shown in Column (3) above) on the floor of The Exchange. I/We shall obtain a Transfer Form from my/our stockbroker, complete it in accordance with his instructions and return it to the stockbroker with the form			
MUST BE FULLY COMPLETED FOR BOTH A AND B				
Name (s) (in block letters)				
Next of Kin				
Daytime Telephone Number		Mobile (GSM) Telephone Number		
Email Address				
BANK DETAILS (FOR E-DIVIDEND)				
Account Name				
Bank Name	Branch	Incorporation Number and Seal of Corporate Allottee		
Account Number	BVN			
Signature		2 nd Signature (joint only)		
Name of Authorised Signatory (corporate only):		Name of Authorised Signatory (corporate only):		
Designation (corporate only):		Designation (corporate only):		
C. TRADING IN RIGHTS				
STAMP OF RECEIVING AGENT				
i) Shareholders who wish to trade in their rights partially or in full may trade such rights on the floor of The Exchange. The rights will be traded actively on the floor of The Exchange ii) Shareholders who wish to acquire additional shares over and above their provisional allotment may purchase traded rights (see iv), and/or apply for additional shares by completing item (ii) of box A above. iii) Shareholders who purchase rights on the floor of The Exchange are guaranteed the number of shares purchased: they will not be subject to the allotment process in respect of shares so purchased. Those that apply for additional shares by completing item (ii) of box A will be subject to the allotment process i.e. they may be allotted a smaller number of additional shares than what they applied for. iv) If you wish to purchase renounced rights, please contact your stockbroker who will guide you regarding payment and the procedure for purchasing UPDC rights.				