



Unaudited Interim Consolidated and Separate Interim Financial Statements  
For the three months ended 31 March 2025 and 2024

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Oando PLC  
 UNAUDITED INTERIM CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS  
 UNAUDITED STATEMENT OF PROFIT OR LOSS  
 FOR THE PERIOD ENDED 31 MARCH 2025 AND 31 MARCH 2024

GROUP	NOTES	Three months ended 31 March 2025 N'000	Three months ended 31 March 2024 N'000
Revenue from contract with customers	3.3	932,573,600	915,419,938
Cost of sales		(847,147,775)	(884,010,573)
Gross profit		85,425,825	31,409,365
Other operating (loss)/income	4	(301,897,821)	248,062,736
Reversal of impairment/(impairment of financial assets), net	5	182,287,044	(3,366,537)
Administrative expenses		(86,154,213)	(158,903,760)
Operating (loss)/income	3.3	(120,339,165)	117,201,804
Finance cost		(81,818,465)	(55,077,288)
Finance income		149,595,452	8,222,202
Net finance income/(cost)	3.3	67,776,987	(46,855,086)
Share of profit in associate		-	-
(Loss)/profit before income tax	3.3	(52,562,178)	70,346,718
Income tax credit/(expense)	3.3	165,619,761	(11,000,760)
Profit for the period		113,057,583	59,345,958
<b>Profit/(loss) attributable to:</b>			
Equity holders of the parent		111,288,879	59,459,681
Non-controlling interest		1,768,704	(113,723)
		113,057,583	59,345,958
Profit per share from attributable to ordinary equity holders of the parent during the period (expressed in Naira per share):			
<b>Basic and diluted profit per share from profit for the period</b>	21	9	5

The accounting policies and notes form an integral part of these unaudited interim consolidated and separate financial statements.

GROUP	Three months ended 31 March 2025 N'000	Three months ended 31 March 2024 N'000
Profit for the period	113,057,583	59,345,958
<b>Other comprehensive income:</b>		
<b>Items that may be reclassified to profit or loss in subsequent periods:</b>		
Exchange differences on translation of foreign operations	7,795,257	(46,813,570)
Share of associate's foreign currency translation reserve	5,098	2,417,649
<b>Other comprehensive profit/(loss) for the period</b>	<b>7,800,355</b>	<b>(44,395,921)</b>
<b>Attributable to:</b>		
- Equity holders of the parent	119,071,652	23,185,559
- Non-controlling interests	1,786,286	(8,235,522)
<b>Total comprehensive income for the period</b>	<b>120,857,938</b>	<b>14,950,037</b>

Oando PLC  
 UNAUDITED INTERIM CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS  
 UNAUDITED STATEMENT OF PROFIT OR LOSS  
 FOR THE PERIOD ENDED 31 MARCH 2025 AND 31 MARCH 2024

COMPANY	NOTES	Three months ended 31 March 2025 N'000	Three months ended 31 March 2024 N'000
Revenue from contract with customers		-	343,861,081
Cost of sales		-	(343,743,504)
Gross profit		-	117,577
Other operating income	4	421,984,440	186,660,064
Impairment of financial assets, net	5	(432,774,583)	(30,326,210)
Administrative expenses		(4,763,056)	(354,472,759)
Operating loss		(15,553,199)	(198,021,328)
Finance cost		(14,066,716)	(12,339,307)
Finance income		677,176	1,148,699
Net finance cost		(13,389,540)	(11,190,608)
Loss before income tax		(28,942,739)	(209,211,936)
Income tax expense		-	(1,729,651)
Loss for the period		(28,942,739)	(210,941,587)
<b>Loss attributable to:</b>			
Equity holders of the parent		(28,942,739)	(210,941,587)
Non-controlling interest		-	-
		(28,942,739)	(210,941,587)
Loss per share from attributable to ordinary equity holders of the parent during the period (expressed in Naira per share):			
<b>Basic and diluted loss per share from loss for the period</b>	21	(2)	(17)


The accounting policies and notes form an integral part of these unaudited interim consolidated and separate financial statements.

COMPANY	Three months ended 31 March 2025 N'000	Three months ended 31 March 2024 N'000
Loss for the period	(28,942,739)	(210,941,587)
Other comprehensive loss:		
Total comprehensive loss for the period	(28,942,739)	(210,941,587)
Attributable to:		
- Equity holders of the parent	(28,942,739)	(210,941,587)
- Non-controlling interests	-	-
Total comprehensive loss for the period	(28,942,739)	(210,941,587)

Oando PLC  
**UNAUDITED INTERIM CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS**  
**UNAUDITED STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 MARCH 2025 AND 31 DECEMBER 2024**

Assets	NOTES	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
<b>Non-current assets</b>					
Property, plant and equipment	6	3,223,882,964	3,166,414,760	2,919,437	1,641,670
Intangible assets	7	1,031,881,135	1,031,074,278	-	-
Investment property	8	15,195,950	15,195,950	15,195,950	15,195,950
Right-of-use assets	9	26,104,315	26,904,265	1,085,045	1,493,090
Investment in associates	10	7,847,534	7,842,436	-	-
Deferred income tax assets		96,396,403	60,515,346	-	-
Derivative financial assets		5,067,450	7,708,825	-	-
Finance lease receivables		423,739,426	463,975,857	12,005,965	14,133,109
Non-current receivables	12	743,973,589	495,590,553	-	-
Investment in subsidiaries		-	-	54,645,763	54,645,763
Prepayments		4,818,854	4,815,723	-	-
Restricted cash	15a	20,364,451	54,243,431	-	-
		<u>5,599,272,071</u>	<u>5,334,281,424</u>	<u>85,852,160</u>	<u>87,109,582</u>
<b>Current assets</b>					
Inventories	12	56,206,651	46,847,250	(23,413)	-
Finance lease receivables		63,822,638	9,289,527	36,706,936	36,706,936
Trade & other receivables and contract assets	13	694,885,652	750,257,945	2,896,916	21,727,248
Prepayments		84,086,817	68,467,292	293,226	214,372
Financial assets at fair value through profit or loss	11	1,225,374	442,671	422,562	422,562
Short term investments	14	30,492,015	2,797,958	2,838,330	2,797,958
Cash and cash equivalents (excluding bank overdrafts)	15b	303,897,089	221,775,277	2,197,963	4,410,854
		<u>1,234,616,236</u>	<u>1,099,877,920</u>	<u>45,332,520</u>	<u>66,279,930</u>
<b>Total assets</b>		<b><u>6,833,888,307</u></b>	<b><u>6,434,159,344</u></b>	<b><u>131,184,680</u></b>	<b><u>153,389,512</u></b>
<b>Equity and Liabilities</b>					
<b>Equity attributable to equity holders of the parent</b>					
Share capital	20	6,215,706	6,215,706	6,215,706	6,215,706
Share premium	20	176,588,527	176,588,527	176,588,527	176,588,527
Retained loss		(181,208,972)	(292,497,851)	(560,013,644)	(531,070,905)
Other reserves		(208,095,153)	(215,877,926)	-	-
		<u>(206,499,892)</u>	<u>(325,571,544)</u>	<u>(377,209,411)</u>	<u>(348,266,672)</u>
Non controlling interest		(33,621,547)	(35,407,833)	-	-
<b>Total equity</b>		<b><u>(240,121,439)</u></b>	<b><u>(360,979,377)</u></b>	<b><u>(377,209,411)</u></b>	<b><u>(348,266,672)</u></b>
<b>Liabilities</b>					
<b>Non-current liabilities</b>					
Borrowings	17	1,691,244,984	1,458,388,478	9,764,533	10,525,847
Deferred income tax liabilities		81,063,950	81,011,280	-	-
Decommissioning provisions	19	730,763,113	672,710,465	252,936	241,474
Lease liabilities	18	576,435	23,363,480	10,318,157	14,118,480
Other long term payable		144,445,521	139,005,774	-	-
Retirement benefit obligation		2,267,080	2,114,213	-	-
		<u>2,650,361,083</u>	<u>2,376,593,689</u>	<u>20,335,626</u>	<u>24,885,801</u>
<b>Current liabilities</b>					
Trade and other payables	16	2,637,996,268	2,547,443,382	296,960,989	286,752,088
Borrowings	17	1,347,349,691	1,313,495,410	113,627,894	113,615,915
Lease liabilities	18	30,023,545	8,043,281	44,866,480	43,799,278
Current income tax liabilities		389,058,564	522,302,869	30,952,825	30,952,825
Dividend payable		1,650,277	1,650,277	1,650,277	1,650,277
Provision and other liabilities	19	17,570,318	25,609,812	-	-
		<u>4,423,648,663</u>	<u>4,418,545,031</u>	<u>488,058,465</u>	<u>476,770,383</u>
<b>Total liabilities</b>		<b><u>7,074,009,746</u></b>	<b><u>6,795,138,721</u></b>	<b><u>508,394,091</u></b>	<b><u>501,656,184</u></b>
<b>Total equity and liabilities</b>		<b><u>6,833,888,307</u></b>	<b><u>6,434,159,344</u></b>	<b><u>131,184,680</u></b>	<b><u>153,389,512</u></b>

These unaudited consolidated and separate financial statements were approved by the Board of Directors on 24 June 2025 and signed on its behalf by:

  
**Group Chief Executive**  
Mr. Jubril Adewale Tinubu  
FRC/2013/PRO/DIR/003/00000003348

  
**Group Chief Financial Officer**  
Mr. Adeola Ogunsemi  
FRC/2016/PRO/ICAN/001/00000014639

The accounting policies and notes form an integral part of these unaudited interim consolidated and separate financial statements.

Oando PLC  
UNAUDITED INTERIM CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS  
UNAUDITED STATEMENT OF CHANGES IN EQUITY  
FOR THE PERIOD ENDED 31 MARCH 2025 AND 31 MARCH 2024

GROUP	Share Capital & Share Premium N'000	Other reserves N'000	Retained earnings N'000	Equity holders of parent N'000	Non controlling interest N'000	Total equity N'000
Balance as at 1 January 2024	182,804,233	74,012,855	(506,007,516)	(249,190,428)	(17,988,293)	(267,178,721)
<b>Profit/(loss) for the period</b>	-	-	59,459,681	59,459,681	(113,723)	59,345,958
Other comprehensive loss for the period	-	(36,274,122)	-	(36,274,122)	(8,121,799)	(44,395,921)
Change in ownership interests in subsidiaries that do not result in a loss of control		992,536	(11,346,601)	(10,354,065)	(405,446)	(10,759,511)
<b>Balance as at 31 March 2024</b>	<b>182,804,233</b>	<b>38,731,269</b>	<b>(457,894,436)</b>	<b>(236,358,934)</b>	<b>(26,629,261)</b>	<b>(262,988,195)</b>
<b>Balance as at 1 January 2025</b>	<b>182,804,233</b>	<b>(215,877,926)</b>	<b>(292,497,851)</b>	<b>(325,571,544)</b>	<b>(35,407,833)</b>	<b>(360,979,377)</b>
Profit for the period	-	-	111,288,879	111,288,879	1,768,704	113,057,583
Other comprehensive profit for the period	-	7,782,773	-	7,782,773	17,582	7,800,355
Total comprehensive income for the period	-	7,782,773	111,288,879	119,071,652	1,786,286	120,857,938
<b>Balance as at 31 March 2025</b>	<b>182,804,233</b>	<b>(208,095,153)</b>	<b>(181,208,972)</b>	<b>(206,499,892)</b>	<b>(33,621,547)</b>	<b>(240,121,439)</b>

Company	Share Capital & Share Premium N'000	Retained earnings N'000	Total equity N'000
Balance as at 1 January 2024	182,804,233	(642,877,529)	(460,073,296)
Loss for the period	-	(210,941,587)	(210,941,587)
Balance as at 31 March 2024	182,804,233	(853,819,116)	(671,014,883)
Balance as at 1 January 2025	182,804,233	(531,070,905)	(348,266,672)
Loss for the period	-	(28,942,739)	(28,942,739)
Balance as at 31 March 2025	182,804,233	(560,013,644)	(377,209,411)



Oando PLC  
**UNAUDITED INTERIM CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS**  
**UNAUDITED STATEMENT OF CASH FLOWS**  
**FOR THE PERIOD ENDED 31 MARCH 2025 AND 31 MARCH 2024**

	NOTES	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
<b><i>Cash flows from operating activities</i></b>					
Cash (used in)/generated from operations	22	(213,493,430)	208,090,334	417,802,637	(160,076,395)
Net changes in working capital	23	46,939,759	187,964,833	(417,087,571)	160,779,614
Interest paid		(10,419,157)	(16,766,302)	(5,998)	(9,609)
Income tax paid		(3,515)	-	-	-
<b>Net cash (used in)/generated from operating activities</b>		<b>(176,976,343)</b>	<b>379,288,865</b>	<b>709,068</b>	<b>693,610</b>
<b><i>Cash flows from investing activities</i></b>					
Purchases of property plant and equipment		(45,699,294)	(9,029,411)	(1,422,619)	(7,560)
Investment in financial assets at fair value through profit or loss		(782,693)	-	-	-
Purchase of intangible exploration assets		(136,706)	(309,668)	-	-
Premium paid on hedges		-	(271,010)	-	-
Finance lease received		7,586,259	8,343,365	2,778,253	1,202,540
Interest received		40,035	69,761	39,376	68,816
<b>Net cash (used in)/generated from investing activities</b>		<b>(38,992,399)</b>	<b>(1,196,963)</b>	<b>1,395,010</b>	<b>1,263,796</b>
<b><i>Cash flows from financing activities</i></b>					
Proceeds from borrowings		347,207,371	-	-	-
Repayment of borrowings		(52,946,672)	(153,297,568)	(774,989)	(744,367)
Lease payments		(1,022,414)	(799,261)	(3,543,076)	(1,787,540)
Restricted cash		33,914,247	(3,368,257)	-	-
<b>Net cash generated from/(used in) financing activities</b>		<b>327,152,532</b>	<b>(157,465,086)</b>	<b>(4,318,065)</b>	<b>(2,531,907)</b>
<b>Net change in cash and cash equivalents</b>		<b>111,183,790</b>	<b>220,626,816</b>	<b>(2,213,987)</b>	<b>(574,501)</b>
<b>Cash and cash equivalents at the beginning of the period</b>		<b>155,346,281</b>	<b>73,317,626</b>	<b>4,410,854</b>	<b>999,848</b>
<b>Exchange gain on cash and cash equivalents</b>		<b>107,446</b>	<b>35,820,381</b>	<b>1,096</b>	<b>824,116</b>
<b>Cash and cash equivalents at end of the period</b>		<b>266,637,517</b>	<b>329,764,823</b>	<b>2,197,963</b>	<b>1,249,463</b>
<b><i>*Cash and cash equivalent at period end is analysed as follows:</i></b>					
Cash and bank balance	15b	303,897,089	329,764,823	2,197,963	1,249,463
Bank overdraft		(37,259,573)	-	-	-
		<b>266,637,516</b>	<b>329,764,823</b>	<b>2,197,963</b>	<b>1,249,463</b>

\*Cash and cash equivalent represents the balance at 31 March and 31 December 2024 whereas the cash and cash equivalent in the statement of financial position represents the balance at 31 March 2025 and 31 March 2024.

The accounting policies and notes form an integral part of these unaudited consolidated and separate financial statements.

**1 General information**

Oando PLC (formerly Unipetrol Nigeria Plc.) was registered by a special resolution as a result of the acquisition of the shareholding of Esso Africa Incorporated (principal shareholder of Esso Standard Nigeria Limited) by the Federal Government of Nigeria. It was partially privatised in 1991 and fully privatised in the year 2000 following the disposal of the 40% shareholding of Federal Government of Nigeria to Ocean and Oil Investments Limited and the Nigerian public. In December 2002, the Company merged with Agip Nigeria Plc. following its acquisition of 60% of Agip Petrol's stake in Agip Nigeria Plc. The Company formally changed its name from Unipetrol Nigeria Plc. to Oando PLC in December 2003.

Oando PLC (the "Company") is listed on the Nigerian Exchange Group and the Johannesburg Stock Exchange. In 2016, the Company embarked on a reorganisation and disposed some subsidiaries in the Energy, Downstream and Gas & Power segments. The Company retains its significant ownership in Oando Trading Bermuda (OTB), Oando Trading Dubai (OTD) and its upstream businesses (see note 3 for segment result), hereinafter referred to as the Group.

On October 13, 2011, Exile Resources Inc. ("Exile") and the Oando Exploration and Production Division ("OEPD") of Oando PLC ("Oando") announced that they had entered into a definitive master agreement dated September 27, 2011 providing for the previously announced proposed acquisition by Exile of certain shareholding interests in Oando subsidiaries via a Reverse Take Over ("RTO") in respect of Oil Mining Leases ("OMLS") and Oil Prospecting Licenses ("OPLs") (the "Upstream Assets") of Oando (the "Acquisition") first announced on August 2, 2011. The Acquisition was completed on July 24, 2012 (Completion date), giving birth to Oando Energy Resources Inc. ("OER"); a company which was listed on the Toronto Stock Exchange between the Completion date and May 2016. Immediately prior to completion of the Acquisition, Oando PLC and the Oando Exploration and Production Division first entered into a reorganization transaction (the "Oando Reorganization") with the purpose of facilitating the transfer of the OEPD interests to OER (formerly Exile).

OER effectively became the Group's main vehicle for all oil exploration and production activities.

In 2016, OER previously quoted on Toronto Stock Exchange (TSX), notified the (TSX) of its intention to voluntarily delist from the TSX. The intention to delist from the TSX was approved at a Board meeting held on the 18th day of December, 2015. The shares of OER were delisted from the TSX at the close of business on Monday, May 16th 2016. Upon delisting, the requirement to file annual reports and quarterly reports to the Exchange will no longer be required. The Company believes the objectives of the listing on the TSX was not achieved and judges that the continued listing on the TSX was uneconomical.

To effect the delisting, a restructuring of the OER Group was done and a special purpose vehicle, Oando E&P Holdings Limited ("OEPH") was set up to acquire all of the issued and outstanding shares of OER. As a result of the restructuring, shares held by the previous owners of OER (Oando PLC (93.49%), the institutional investors in OER (5.08%) and certain Key Management Personnel (1.43%)) were required to be transferred to OEPH, in exchange for an equivalent number of shares in OEPH. The share for share exchange between entities in the Oando Group is considered as a business combination under common control not within the scope of IFRS 3.

OEPH purchased the remaining shares in OER from the remaining shareholders who did not partake in the share for share exchange arrangement for a cash consideration. The shareholders of the 5,733,277 shares were paid a cash consideration of US\$1.20 per share in accordance with the plan of arrangement. As a result of the above, OEPH owns 100% of the shares in OER.

Pursuant of the Amended and Restated Loan Agreement between West Africa Investment Limited (the "Lender" / "WAIL"), Goldeneye Energy Resources Limited (the "Borrower") and Oando PLC (the "Guarantor") dated March 31, 2016, on one hand; and another Amended and Restated Loan Agreement between Goldeneye Energy Resources Limited (the "Borrower"), Southern Star Shipping Co Inc. (the "Lender"/"SS") and Oando PLC (the "Guarantor") also dated 31 March 2016; Oando PLC provided financial guarantee to the Lenders to the tune of US\$32m (WAIL: US\$27m, SS: US\$5m). The essence of the loans was for the borrower to acquire shares owned by the Lenders in Oando Exploration and Production Holdings Limited (OEPH), a subsidiary of Oando PLC. The Borrower agreed to repay the loans in 12 installments starting from March 2017.

The financial guarantee required Oando PLC to pay to the Lenders in its capacity as Guarantor, the loan amounts due (inclusive of accrued interest) if the Borrower is unable to pay while the Borrower is also required to transfer the relevant number of shares held in OEPH to the Guarantor or its Nominee in the event of default.

Upon failure by the Borrower to honour the repayment agreement, the Guarantor paid US\$ 6.1m (which represented principal plus accrued interest) to SS on October 4, 2017. On the same date, the borrower executed a share transfer instrument for the purpose of transferring all the shares previously acquired from SS to the Calabar Power Limited, a wholly owned subsidiary of Oando PLC. Consequently, the Guarantor was discharged of the financial guarantee to SS and Oando PLC now owns 78.18% (2016: 77.74%) shares in OEPH. The Borrower and Lenders are not related parties to the Guarantor.

On May 19, 2018, Oando PLC (through its subsidiary Calabar Power) acquired 8,631,225 shares in OEPH from some non-controlling interests (NCI) who were paid a cash consideration of US\$1.20 per share in accordance with the plan of arrangement executed for some NCI following the delisting of OER in 2016. As a result, Oando PLC now owns 79.27% (2018: 78.18%) shares in OEPH. Calabar Power (through Oando PLC) paid \$8.3 million (N3 billion) in 2018 and \$13.5 million (N4.9 billion) in 2019 to WAIL. On May 31, 2019, Goldeneye transferred 5,236,626 shares to Calabar Power amounting to \$13,349,083.59, thereby increasing Oando PLC's (direct and indirect) percentage interest in OEPH to 79.93%. Amounts paid up to 31 December 2019 have been reflected as deposit for shares in these consolidated financial statements. Subsequently, the company (through Oando PLC) paid the outstanding indebtedness to WAIL as follows: 2020: \$1.5 million, 2021: \$10 million while Goldeneye paid \$4.12 million in 2022 out of the indebtedness to Oando PLC of \$9.59 million. The final payment of \$4.12 million extinguished the debt to WAIL as guaranteed by Oando PLC. Upon the final payment and on April 12, 2022, the outstanding shares of 12,218,788 were transferred to Calabar Power.

On November 2, 2020, M1 Petroleum Limited (an NCI in OEPH) transferred 2,935,774 shares in OEPH (amounting to \$5 million) to Calabar Power thereby increasing Oando PLC's (direct and indirect) percentage interest in OEPH to 80.3%. Furthermore, on 31 March 2021 (the "effective date"), OODP Nigeria (the "Seller") agreed to sell, assign and deliver to the Calabar Power Limited (the "Purchaser") and the Purchaser agreed to purchase and accept from the Seller the Shares - 128,413,672 common shares of Oando E & P Holdings Limited ("OEPH") free from all encumbrances on the effective date for a consideration of \$225 million. The Seller and the Purchaser further agreed that costs and taxes directly related to the sale and transfer by the Seller shall be borne by the Seller; and that the consideration will be paid in full by the Purchaser within twelve months from the effective date. The Seller and Purchaser executed a Share Transfer Form on the effective date. A Share Certificate covering the 128,413,672 common shares dated the effective date was also issued to the Purchaser by Oando E & P Holdings Limited thereby increasing Oando PLC's (direct and indirect) percentage interest in OEPH to 96.51% at same date. Following the transfer of 12,218,788 shares in OEPH from WAIL to Calabar Power in April 2022, Oando PLC's (direct and indirect) percentage interest in OEPH to 98.05% at same date. On November 14 2022, M1 Petroleum Limited transferred 1,761,465 shares in OEPH to Calabar Power Limited thereby increasing Oando PLC's (direct and indirect) percentage interest in OEPH to 98.27% at same date. The third batch of 4,110,085 shares of OEPH for a total consideration of \$7 million was transferred to Calabar Power on 16 February 2024. Oando PLC's (direct and indirect) percentage interest in OEPH increased to 98.79% at same date.

## 2 Summary of significant accounting policies

### 2.1 Basis of preparation

The consolidated financial statements of Oando PLC, have been prepared in accordance with IAS 34 of the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB). The interim consolidated financial statements are presented in Naira, rounded to the nearest thousand, and prepared under the historical cost convention, except for the revaluation of land and buildings, available-for-sale financial assets, and financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the directors' best knowledge of current events and actions, actual results ultimately may differ from those estimates.

The accounting policies adopted are consistent with those of the previous financial year & corresponding interim reporting period except for the estimation of income tax and adoption of new and amended standards.

### 2.2 Basis of Consolidation

#### (i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has power or control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to use its power over the entity to affect the amount of the entity's return. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

In the separate financial statement, investment in subsidiaries is measured at cost less accumulated impairments. Investment in subsidiary is impaired when its recoverable amount is lower than its carrying value and when there are indicators of impairments.

The Group considers all facts and circumstances, including the size of the Group's voting rights relative to the size and dispersion of other vote holders in the determination of control.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IFRS 9 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity. Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the acquisition date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of profit or loss.

Inter-company transactions, amounts, balances and income and expenses on transactions between Group companies are eliminated. Profits and losses resulting from transactions that are recognised in assets are also eliminated. Accounting policies and amounts of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### (ii) Changes in ownership interests in subsidiaries without change of control

The Group treats transactions with non-controlling interests that do not result in loss of control as equity transactions. For purchases from non-controlling interests, the difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Cash flows arising from changes in ownership interests in a subsidiary that do not result in a loss of control are classified as cash flows from financing activities.

#### (iii) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

#### (iv) Investment in associates

Associates are all entities over which the Group has significant influence but not control. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the change in the associate's net assets after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the statement of profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other long term receivables, loans or unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to share of profit/(loss) of associates in the statement of profit or loss.

Profits and losses resulting from transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Dilution gains and losses arising in investments in associates are recognised in the statement of profit or loss.

In the separate financial statements of the Company, investment in associates are measured at cost less impairment. Investment in associate is impaired when its recoverable amount is lower than its carrying value.

#### **(v) Joint arrangements**

The group applies IFRS 11 to all joint arrangements as of 1 January 2013. Under IFRS 11, investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealised gains and losses on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

For the arrangements determined to be joint operations, the Group recognises in relation to its interest the following:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the IFRSs applicable to the particular assets, liabilities, revenues and expenses.

Transactions with other parties in the joint operations

When the Group enters into a transaction in a joint operation, such as a sale or contribution of assets, the Group recognises gains and losses resulting from such a transaction only to the extent of its interests in the joint operation.

When such transactions provide evidence of a reduction in the net realisable value of the assets to be sold or contributed to the joint operation, or of an impairment loss of those assets, those losses are recognised fully by the Group.

When the Group enters into a transaction with a joint operation in which it is a joint operator, such as a sale of assets, the Group does not recognise its share of the gains and losses until it resells those assets to a third party. When such transactions provide evidence of a reduction in the net realisable value of the assets to be purchased or of an impairment loss of those assets, the Group recognises its share of those losses.

#### **(vi) Functional currency and translation of foreign currencies**

Functional and presentation currency

These consolidated financial statements are presented in Naira, which is the Group's presentation currency. Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

The Company's functional and presentation currency is Naira.

#### **(vii) Transactions and balances in Group entities**

Foreign currency transactions are translated into the functional currency of the respective entity using the exchange rates prevailing on the dates of the transactions or the date of valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges. All other foreign exchange gains and losses are presented in the statement of profit or loss within other operating income and administrative expenses respectively. Changes in the fair value of monetary securities denominated in foreign currency classified as financial assets measured at fair value through profit or loss are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets are included in other comprehensive income.

#### **(viii) Consolidation of Group entities**

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position items presented, are translated at the closing rate at the reporting date;
- income and expenses for each statement of profit or loss are translated at average exchange rates where it is impracticable to translate using spot rate. Where the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case the income and expense are translated at a rate on the dates of the transactions; and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities are taken to other comprehensive income. When a foreign operation is sold, such exchange differences are recognised in the profit or loss as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

**(ix) Common control business combinations**

Business combinations involving entities ultimately controlled by the Oando Group are accounted for using the pooling of interest method (also known as merger accounting).

A business combination is a "common control combination" if:

- i. The combining entities are ultimately controlled by the same party both before and after the combination and
- ii. Common control is not transitory.

Under a pooling of interest- type method, the acquirer is expected to account for the combination as follows:

- i. The assets and the liabilities of the acquiree are recorded at book value and not at fair value
- ii. Intangible assets and contingent liabilities are recognized only to the extent that they were recognized by the acquiree in accordance with applicable IFRS (in particular IAS 38: Intangible Assets).
- iii. No goodwill is recorded in the consolidated financial statement. The difference between the acquirer's cost of investment and the acquiree's equity is taken directly to equity.
- iv. Any non-controlling interest is measured as a proportionate share of the book values of the related assets and liabilities.
- v. Any expenses of the combination are written off immediately in the statement of comprehensive income.
- vi. Comparative amounts are restated as if the combination had taken place at the beginning of the earliest comparative period presented; and
- vii. Adjustments are made to achieve uniform accounting policies

**(x) Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9, is measured at fair value with the changes in fair value recognised in the statement of profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

**2.3 Other significant accounting policies**

**(a) Segment reporting**

Operating segments are reported in a manner consistent with internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Group Leadership Council (GLC).

**(b) Revenue from contracts with customers**

The Group has adopted IFRS 15 as issued in May 2014 which has resulted in changes in the accounting policy of the Group. IFRS 15 replaces IAS 18 which covers revenue arising from the sale of goods and the rendering of services, IAS 11 which covers construction contracts, and related interpretations.

Revenue represents the fair value of the consideration received or receivable for sales of goods and services, in the ordinary course of Group's activities and is stated net of value-added tax, rebates and discounts and after eliminating sales within the group. The Group recognizes revenue when the amount of revenue can be reliably measured, it is probable that future benefits will flow to the entity and when specific criteria have been met for each of its activities.

A valid contract is recognised as revenue after:

- The contract is approved by the parties.
- Rights and obligations are recognised.
- Collectability is probable.
- The contract has commercial substance.
- The payment terms and consideration are identifiable.

IFRS 15 introduces a five-step model for recognising revenue to depict transfer of goods or services. The model distinguishes between promises to a customer that are satisfied at a point in time and those that are satisfied over time.

**a) Revenue recognition**

It is the Group's policy to recognise revenue from a contract when it has been approved by both parties, rights have been clearly identified, payment terms have been defined, the contract has commercial substance, and collectability has been ascertained as probable. Collectability of a customer's payments is ascertained based on the customer's historical records, guarantees provided, the customer's industry and advance payments made if any.

Revenue is recognised when control of goods sold has been transferred. Control of an asset refers to the ability to direct the use of and obtain substantially all of the remaining benefits (potential cash inflows or savings in cash outflows) associated with the asset. For crude oil and natural gas liquid, this occurs when the products are lifted by the customer (buyer). Revenue from the sale of oil is recognised at a point in time when performance obligation is satisfied. For gas, revenue is recognised as the product is being passed through the custody transfer point to the customer. Revenue from the sale of gas is recognised over time. The surplus or deficit of the product sold during the period over the Group's ownership share of production is termed as an overlift or underlift. With regard to underlifts, if the over-lifter does not meet the definition of a customer or the settlement of the transaction is non-monetary, a receivable and other income is recognised. If the over-lifter meets the definition of a customer, revenue is recognised and a corresponding receivable.

Conversely, when an overlift occurs, cost of sale is debited and a corresponding liability is accrued. Overlifts and underlifts are initially measured at the market price of oil at the date of lifting, consistent with the measurement of the sale and purchase. Subsequently, they are remeasured at the current market value. The change arising from this remeasurement is included in the profit or loss as other income or cost of sales.

• Definition of a customer

A customer is a party that has contracted with the Group to obtain crude oil or gas products in exchange for a consideration, rather than to share in the risks and benefits that result from sale. The Group has entered into collaborative arrangements with its joint venture partners to share in the production of oil. Collaborative arrangements with its joint venture partners to share in the production of oil are accounted for differently from arrangements with customers as collaborators share in the risks and benefits of the transaction, and therefore, do not meet the definition of customers. Revenue arising from these arrangements are recognised separately in other income.

• Identification of performance obligation

At inception, the Group assesses the goods or services promised in the contract with a customer to identify as a performance obligation, each promise to transfer to the customer either a distinct good or series of distinct goods. The number of identified performance obligations in a contract will depend on the number of promises made to the customer. The delivery of barrels of crude oil or units of gas are usually the only performance obligation included in oil and gas contract with no additional contractual promises. Additional performance obligations may arise from future contracts with the Group and its customers.

The identification of performance obligations is a crucial part in determining the amount of consideration recognised as revenue. This is due to the fact that revenue is only recognised at the point where the performance obligation is fulfilled, management has therefore developed adequate measures to ensure that all contractual promises are appropriately considered and accounted for accordingly.

• Contract enforceability and termination clauses

The Group may enter into contracts that do not create enforceable rights and obligation to parties in the contract. Such instances may include where the counterparty has not met all conditions necessary to kick start the contract or where a non-contractual promise exists between both parties to the agreement. In these instances, the agreement is not yet a valid contract and therefore no revenue can be recognised.

It is the Group's policy to assess that the defined criteria for establishing contracts that entail enforceable rights and obligations are met. The criteria provides that the contract has been approved by both parties, rights have been clearly identified, payment terms have been defined, the contract has commercial substance, and collectability has been ascertained as probable.

The Group may enter into contracts that do not meet the revenue recognition criteria. In such cases, the consideration received will only be recognised as revenue if either of the following has occurred;

- the Group has no remaining obligations to transfer goods/services to the customer and all or substantially all, of the consideration promised by the customer has been received by the Group and is non-refundable
- the contract has been terminated and the consideration received from the customer is non-refundable.

The Group may also have the unilateral rights to terminate an unperformed contract without compensating the other party. This could occur where the Group has not yet transferred any promised goods or services to the customer and the Group has not yet received, and is not yet entitled to receive, any consideration in exchange for promised goods or services.

b) Transaction price

Transaction price is the amount that an entity within the Group allocates to the performance obligations identified in the contract. It represents the amount of revenue recognised as those performance obligations are satisfied. Complexities may arise where a contract includes variable consideration, significant financing component or consideration payable to a customer.

Variable consideration not within the Group's control is estimated at the point of revenue recognition and reassessed periodically. The estimated amount is included in the transaction price to the extent that it is highly probable that a significant reversal of the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved. As a practical expedient, where the Group has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the Group's performance completed to date, the Group may recognise revenue in the amount to which it has a right to invoice.

Significant financing component (SFC) assessment is carried out (using a discount rate that reflects the amount charged in a separate financing transaction with the customer and also considering the Group's incremental borrowing rate) on contracts that have a repayment period of more than 12 months. As a practical expedient, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between when it transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

Instances when SFC assessment may be carried out include where the Group receives advance payment for agreed volumes of crude oil or receivables take or pay deficiency payment on gas sales. Take or pay gas sales contract ideally provides that the customer must sometimes pay for gas even when not delivered to the customer.

The customer, in future contract years, takes delivery of the product without further payment. The portion of advance payments that represents significant financing component will be recognised as interest revenue.

Consideration payable to a customer is accounted for as a reduction of the transaction price and, therefore, of revenue unless the payment to the customer is in exchange for a distinct good or service that the customer transfers to the Group. Examples include barging costs incurred, demurrage and freight costs. These do not represent a distinct service transferred and is therefore recognised as a direct deduction from revenue.

c) Contract modification and contract combination

Contract modifications relates to a change in the price and/or scope of an approved contract. Where there is a contract modification, the Group assesses if the modification will create a new contract or change the existing enforceable rights and obligations of the parties to the original contract.

Contract modifications are treated as new contracts when the performance obligations are separately identifiable and transaction price reflects the standalone selling price of the crude oil or the gas to be sold. Revenue is adjusted prospectively when the crude oil or gas transferred is separately identifiable and the price does not reflect the standalone selling price. Conversely, if there are remaining performance obligations which are not separately identifiable, revenue will be recognised on a cumulative catch-up basis when crude oil or gas is transferred.

The Group enters into new contracts with its customers only on the expiry of the old contract. In the new contracts, prices and scope may be based on terms in the old contract. In gas contracts, prices change over the course of time. Even though gas prices change over time, the changes are based on agreed terms in the initial contract i.e. price change due to consumer price index. The change in price is therefore not a contract modifications. Any other change expected to arise from the modification of a contract is implemented in the new contracts.

The Group combines contracts entered into at near the same time (less than 12 months) as one contract if they are entered into with the same or related party customer, the performance obligations are the same for the contracts and the price of one contract depends on the other contract.

d) Portfolio expedients

As a practical expedient, the Group may apply the requirements of IFRS 15 to a portfolio of contracts (or performance obligations) with similar characteristics if it expects that the effect on the financial statements would not be materially different from applying IFRS 15 to individual contracts within that portfolio.

e) Contract assets and liabilities

The Group recognises contract assets for unbilled revenue from crude oil and gas sales. A contract liability is consideration received for which performance obligation has not been met.

f) Disaggregation of revenue from contract with customers

The Group derives revenue from two types of products, oil and gas. The Group has determined that the disaggregation of revenue based on the criteria of type of products meets the revenue disaggregation disclosure requirement of IFRS 15 as it depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

**(c) Property, plant and equipment (PPE)**

All categories of property, plant and equipment are initially recorded at cost. Buildings and freehold land are subsequently shown at fair value, based on valuations by external independent valuers, less subsequent depreciation for buildings. Valuations are performed with sufficient regularity to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset, and the net amount is restated to the revalued amount of the asset. All other property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Increases in the carrying amount arising on revaluation of property, plant & equipment are credited to other comprehensive income and shown as a component of other reserves in shareholders' equity. Decreases that offset previous increases of the same asset are charged in other comprehensive income and debited against other reserves directly in equity; all other decreases are charged to the statement of profit or loss. Revaluation surplus is recovered through disposal or use of property, plant and equipment. In the event of a disposal, the whole of the revaluation surplus is transferred to retained earnings from other reserves. Otherwise, each year, the difference between depreciation based on the revalued carrying amount of the asset charged to the statement of profit or loss, and depreciation based on the assets original cost is transferred from "other reserves" to "retained earnings".

Freehold land is not depreciated. Depreciation on other assets is calculated using the straight line method to write down their cost or revalued amounts to their residual values over their estimated useful lives as follows:

Leasehold improvements	10 – 50 years	(2% – 10%)
Plant and machinery	8 – 20 years	(5% – 12.5 %)
Fixtures, fittings, computer & equipment, motor vehicles	3 – 8 years	(12.5% – 331/3 %)
Upstream assets	Unit-of-production (UOP)	

Where the cost of a part of an item of property, plant and equipment is significant when compared to the total cost, that part is depreciated separately based on the pattern which reflects how economic benefits are consumed. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting period. An asset's carrying amount is written down immediately to its estimated recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposal of property, plant and equipment are determined by comparing proceeds with carrying amount and are recognised within "operating profit(loss)" in the statement of profit or loss.

Property, plant and equipment under construction is not depreciated until they are available for use.

**Derecognition of property, plant and equipment**

The Group derecognises the carrying amount of an item of property, plant and equipment on disposal or when no economic benefits are expected from its use or disposal. The disposal of an item of property, plant and equipment may occur in a variety of ways (by sale, by entering into a finance lease or by donation). The Group applies the criteria in IFRS 16 where the disposal is through a finance lease. The gain or loss arising from the derecognition of an item of property, plant and equipment is included in the statement of profit or loss when the item is derecognised, save for the criteria in IFRS 16 for a sale and leaseback transaction. The Group does not classify gains on derecognition of property, plant and equipment as revenue. Such gain or loss is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

**(d) Intangible assets**

**(a) Goodwill**

Goodwill arises from the acquisition of subsidiaries and is initially measured at cost, being the excess of the aggregate of the consideration transferred, amount recognized for non-controlling interest and any interest previously held over the net identifiable assets acquired, liabilities assumed. Goodwill on acquisitions of subsidiaries is included in intangible assets. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill is allocated to cash-generating units (CGU's) for the purpose of impairment testing. The allocation is made to those CGU's expected to benefit from the business combination in which the goodwill arose, identified according to operating segment. Each unit or group of units to which goodwill is allocated represents the lower level within the entity at which the goodwill is monitored for internal management purposes.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed. Gains and losses on disposal of an entity include the carrying amount of goodwill relating to the entity sold.

**(b) Computer software**

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. Software licenses have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using straight line method to allocate the cost over their estimated useful lives of three to five years. The amortisation period and residual values are reviewed at each reporting date. Costs associated with maintaining computer software programmes are recognised as an expense when incurred.

**(c) Concession contracts**

The Group, through its subsidiaries have concession arrangements to fund, design and construct gas pipelines on behalf of the Nigerian Gas Company (NGC). The arrangement requires the Group as the operator to construct gas pipelines on behalf of NGC (the grantor) and recover the cost incurred from a proportion of the sale of gas to customers. The arrangement is within the scope of IFRIC 12.

Under the terms of IFRIC 12, a concession operator has a twofold activity:

- a construction activity in respect of its obligations to design, build and finance a new asset that it makes available to the grantor: revenue is recognised over time in accordance with IFRS 15;
- an operating and maintenance activity in respect of concession assets: revenue is recognised in accordance with IFRS 15.

The intangible asset model: The operator has a right to receive payments from users in consideration for the financing and construction of the infrastructure. The intangible asset model also applies whenever the concession grantor remunerates the concession operator to the extent of use of the infrastructure by users, but with no guarantees as to the amounts that will be paid to the operator.

Under this model, the right to receive payments (or other remuneration) is recognised in the concession operator's statement of financial position under "Concession intangible assets". This right corresponds to the fair value of the asset under concession plus the borrowing costs capitalised during the construction phase. It is amortised over the term of the arrangement in a manner that reflects the pattern in which the asset's economic benefits are consumed by the entity, starting from the entry into service of the asset.

Amortisation of the intangible assets is calculated using the straight line method to write down their cost amounts to their residual values over their estimated useful life of 20 years.

**(e) Impairment of non financial assets**

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value-in-use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets in which case, it is included within the recoverable amount of those group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

**(f) Financial instruments**

**Financial assets classification**

IFRS 9 replaces the provisions of IAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities; derecognition of financial instruments; impairment of financial assets and hedge accounting. IFRS 9 also significantly amends other standards dealing with financial instruments such as IFRS 7 Financial Instruments: Disclosures.

**a) Classification and measurement**

**• Financial assets**

It is the Group's policy to initially recognise financial assets at fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Classification and subsequent measurement is dependent on the Group's business model for managing the asset and the cash flow characteristics of the asset. On this basis, the Group classifies its financial instruments at amortised cost, fair value through profit or loss and at fair value through other comprehensive income (OCI).

Financial assets classified at amortised cost

The Group's financial asset are measured at amortised cost only if they meet both of the following conditions:

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets classified at fair value through other comprehensive income (debt instruments)

A financial asset shall be measured at fair value through other comprehensive income only if it meets both of the following conditions:

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets classified at fair value through other comprehensive income (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets classified at fair value through profit or loss

A financial asset that does not meet the criteria to be measured at amortised cost or fair value through other comprehensive income should be measured at fair value through profit or loss. Also, the Group, at initial recognition, designate a financial asset as measured at fair value through profit or loss if so doing eliminates or significantly reduces a measurement or recognition inconsistency (accounting mismatch) that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Derivatives, including separated embedded derivatives, are also classified as financial assets measured at fair value through profit or loss unless they are designated as effective hedging instruments. This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established. A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

All the Group's financial assets as at the reporting period satisfy the conditions for classification at amortised cost, fair value through profit or loss and as fair value through other comprehensive income under IFRS 9.

The Group's financial assets include trade receivables, finance lease receivables, other receivables, non-current receivables and cash and cash equivalents.

**• Financial liabilities**

Financial liabilities of the Group are classified and subsequently recognised at amortised cost net of directly attributable transaction costs, except for derivatives which are classified and subsequently recognised at fair value through profit or loss. Fair value gains or losses for financial liabilities designated at fair value through profit or loss are accounted for in profit or loss except for the amount of change that is attributable to changes in the Group's own credit risk which is presented in other comprehensive income. The remaining amount of change in the fair value of the liability is presented in profit or loss. The Group's financial liabilities include trade and other payables, lease liabilities and interest bearing loans and borrowings.

**b) Impairment of financial assets**

Recognition of impairment provisions under IFRS 9 is based on the expected credit loss (ECL) model. The ECL model is applicable to financial assets classified at amortised cost and contract assets under IFRS 15: Revenue from Contracts with Customers. The measurement of ECL reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, time value of money and reasonable and supportable information, that is available without undue cost or effort at the reporting date, about past events, current conditions and forecasts of future economic conditions.

The Group applies the simplified approach or the three-stage general approach to determine impairment of receivables depending on their respective nature. The simplified approach is applied for trade receivables while the three-stage approach is applied to finance lease receivables, other receivables, non-current receivables and cash & cash equivalents.

The simplified approach requires expected lifetime losses to be recognised from initial recognition of the receivables. This involves determining the expected loss rates which is then applied to the gross carrying amount of the receivable to arrive at the loss allowance for the period.



The three-stage approach assesses impairment based on changes in credit risk since initial recognition using the past due criterion. Financial assets classified as stage 1 have their ECL measured as a proportion of their lifetime ECL that results from possible default events that can occur within one year, while assets in stage 2 or 3 have their ECL measured on a lifetime basis.

Under the three-stage approach, the ECL is determined by projecting the probability of default (PD), loss given default (LGD) and exposure at default (EAD) for each ageing bucket and for each individual exposure. The PD is based on default rates determined by external rating agencies for the counterparties. The LGD assesses the portion of the outstanding receivable that is deemed to be irrecoverable at the reporting period. These three components are multiplied together and adjusted using macro-economic indicators. This effectively calculates an ECL which is then discounted back to the reporting date and summed. The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the related financial assets and the amount of the loss is recognised in profit or loss.

c) Significant increase in credit risk and default definition

The Group assesses the credit risk of its financial assets based on the information obtained during periodic review of publicly available information on the entities, industry trends and payment records. Based on the analysis of the information provided, the Group identifies the assets that require close monitoring.

Financial assets that have been identified to be more than 30 days past due but less than 360 days past due on contractual payments are assessed to have experienced significant increase in credit risk. These assets are grouped as part of Stage 2 financial assets where the three-stage approach is applied.

In line with the Group's credit risk management practices, a financial asset is defined to be in default when contractual payments have not been received at least 30 days after the contractual payment period. Subsequent to default, the Group carries out active recovery strategies to recover all outstanding payments due on receivables. Where the Group determines that there are no realistic prospects of recovery, the financial asset and any related loss allowance is written off either partially or in full.

d) Derecognition

• Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

(i) The rights to receive cash flows from the asset have expired; or

(ii) The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

• Financial liabilities

The Group derecognises a financial liability when it is extinguished i.e. when the obligation specified in the contract is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised immediately in the statement of profit or loss.

e) Significant increase in credit risk and default definition

The Group assesses the credit risk of its financial assets based on the information obtained during periodic review of publicly available information on the entities, industry trends and payment records. Based on the analysis of the information provided, the Group identifies the assets that require close monitoring.

Financial assets that have been identified to be more than 30 days past due but less than 360 days past due on contractual payments are assessed to have experienced significant increase in credit risk. These assets are grouped as part of Stage 2 financial assets where the three-stage approach is applied.

In line with the Group's credit risk management practices, a financial asset is defined to be in default when contractual payments have not been received at least 30 days after the contractual payment period. Subsequent to default, the Group carries out active recovery strategies to recover all outstanding payments due on receivables. Where the Group determines that there are no realistic prospects of recovery, the financial asset and any related loss allowance is written off either partially or in full.

**(g) Accounting for leases under IFRS 16**

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:

- the Group has the right to operate the asset; or
- the Group designed the asset in a way that predetermines how and for what purpose it will be used.

This policy is applied to contracts entered into, or changed, on or after 1 January 2019.

The Group's leases include leases of land, buildings (offices and residential apartments) and aircraft. Lease terms are negotiated on an individual basis and contain different terms and conditions, including extension and termination options. The lease terms range from 1 year to 15 years. On renewal of a lease, the terms may be renegotiated. The leased assets may not be used as security for borrowing purposes.

Contracts may contain both lease and non-lease components. The Group has elected to separate the lease and non-lease components. The non-lease components will be accounted for as an expense in profit or loss in the related period.

**Leases in which the Group is a lessee**

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

#### **Lease liabilities**

At the commencement date of a lease, the Group recognises lease liabilities at the present value of lease payments to be made over the lease term. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The lease payments are discounted using the Group's incremental borrowing rate, being the rate that the Group would have to pay to borrow the funds necessary to obtain an asset of similar value to the right of use asset in a similar economic environment with similar terms, security and conditions.

The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The lease liability is subsequently measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

#### **Right of use assets**

Right-of-use assets are initially measured at cost, comprising of the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date, less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

#### **Short-term leases and leases of low-value assets**

Short-term leases are those leases that have a lease term of twelve months or less from the commencement date and do not contain a purchase option. Low-value assets are assets that have values less than \$5,000 when new, e.g., small IT equipment and small items of office furniture, and depends on the nature of the asset. Lease payments on short-term leases and leases of low-value assets would be recognised as expenses in profit or loss on a straight-line basis over the lease term.

#### **Extension and termination options**

Extension and termination options are included in most of the Group's lease arrangements. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. Most of the extension options are subject to mutual agreement by the Group and some of the termination options held are exercisable only by the Group.

#### **Leases in which the Group is a lessor**

##### **Sub-leases**

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

If a head lease is a short-term lease to which the Group applies the short term lease exemption, then it classifies the sub-lease as an operating lease.

The Group classifies a sub-lease as finance leases if the sublease is for the a significant part or whole of the term of the head lease. The head lease liability is measured at the present value of the remaining lease payments discounted at the Group's incremental borrowing rate. The measurement of the right-of-use asset depends on the classification of the sub-lease. The Group has defined significant to mean that the sub-lease term represents, at the minimum, 70% of the remaining term of the head lease.

If the sub-lease is classified as a finance lease, the Group does not recognise a right of use asset but recognises a lease receivable (net investment in a lease) to the extent that it is subject to the sub-lease. If the sub-lease is classified as an operating lease, the Group continues to recognise the right-of-use asset.

#### **(h) Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity), but excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses.

#### **(i) Share capital**

Ordinary shares are classified as equity. Share issue costs net of tax are charged to the share premium account.

#### **(j) Cash and cash equivalents**

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

#### **(k) Employee benefits**

##### **(l) Retirement benefit obligations**

##### **Defined contribution scheme**

The Group operates a defined contribution retirement benefit scheme for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The Group's contributions to the defined contribution plan are charged to the profit or loss in the year to which they relate. The assets of the scheme are funded by contributions from both the employers and employees in the Group in line with the provisions of the Pension Reform Act, 2014 and are managed by pension fund custodians.

#### **Defined benefit scheme**

The Group operated a defined benefit gratuity scheme in Nigeria, where members of staff who had spent 3 years or more in employment are entitled to benefit payments upon retirement. This defined benefit plan was curtailed in 2012 and 2013 for management and non-management staff respectively.

The liability recognized in respect of the discontinued defined benefit plan at the time of curtailment was based on the final settlement amounts communicated to each employee. The settlement amounts bore an interest rate equivalent to 90 days deposit rate from the time of curtailment up until when they were paid to an external funds manager in 2017. Prior to the obligation being funded, the interest costs accruing to the employees are recorded in the statement of profit or loss and included as part of the liability in the statement of financial position.

After the settlement was paid to the fund manager in 2017, the Group no longer has any obligation on the statement of financial position.

#### **(ii) Employee share-based compensation**

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options/ awards) of the Group. The fair value of the employee services received in exchange for the grant of the option/awards is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted, including any market performance conditions (for example, an entity's share prices); excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and including impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total amount expensed is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At each reporting date, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit or loss, with a corresponding adjustment to share-based payment reserve in equity.

When the options are exercised, the Group issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

Share-based compensation are settled in Oando PLC's shares, in the separate or individual financial statements of the subsidiary receiving the employee services, the share based payments are treated as capital contribution as the subsidiary entity has no obligation to settle the share-based payment transaction.

The entity subsequently re-measures such an equity-settled share-based payment transaction only for changes in non-market vesting conditions.

In the separate financial statements of Oando PLC, the transaction is recognised as an equity-settled share-based payment transaction and additional investments in the subsidiary.

#### **(iii) Other share based payment transactions**

Where the Group obtains goods or services in compensation for its shares or the terms of the arrangement provide either the entity or the supplier of those goods or services with a choice of whether the Group settles the transaction in cash (or other assets) or by issuing equity instruments, such transactions are accounted as share based payments in the Group's financial statements.

#### **(iv) Profit-sharing and bonus plans**

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the company's shareholders after certain adjustments. The group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

### **(i) Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss.

Provisions for environmental restoration and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value is a pre-tax rate which reflects current market assessments of the time value of money and the specific risk. The increase in the provision due to the passage of time is recognised as interest expense.

#### **Decommissioning liabilities**

A provision is recognised for the decommissioning liabilities for underground tanks. Based on management estimation of the future cash flows required for the decommissioning of those assets, a provision is recognised and the corresponding amount added to the cost of the asset under property, plant and equipment for assets measured using the cost model. For assets measured using the revaluation model, subsequent changes in the liability are recognised in revaluation reserves through OCI to the extent of any credit balances existing in the revaluation surplus reserve in respect of that asset. The present values are determined using a pre-tax rate which reflects current market assessments of the time value of money and the risks specific to the obligation. Subsequent depreciation charges of the asset are accounted for in accordance with the Group's depreciation policy and the accretion of discount (i.e. the increase during the period in the discounted amount of provision arising from the passage of time) included in finance costs.

Estimated site restoration and abandonment costs are based on current requirements, technology and price levels and are stated at fair value, and the associated asset retirement costs are capitalized as part of the carrying amount of the related tangible fixed assets. The obligation is reflected under provisions in the statement of financial position.

**(m) Current income and deferred tax**

Income tax expense is the aggregate of the charge to profit or loss in respect of current and deferred income tax.

Current income tax is the amount of income tax payable on the taxable profit for the year determined in accordance with the relevant tax legislation. Education tax is provided at 2% of assessable profits of companies operating within Nigeria. Tax is recognised in the statement of profit or loss except to the extent that it relates to items recognised in OCI or equity respectively. In this case, tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax is provided in full, using the liability method, on all temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the consolidated financial statements. However, if the deferred tax arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. Current income deferred tax is determined using tax rates and laws enacted or substantively enacted at the reporting date and are expected to apply when the related deferred tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

**(n) Dividend**

Dividend payable to the Company's shareholders is recognised as a liability in the separate and consolidated financial statements in the period in which they are declared (i.e. approved by the shareholders).

**(o) Upstream activities**

*Exploration and evaluation assets*

Exploration and evaluation ("E&E") assets represent expenditures incurred on exploration properties for which technical feasibility and commercial viability have not been determined. E&E costs are initially capitalized as either tangible or intangible exploration and evaluation assets according to the nature of the assets acquired, these costs include acquisition of rights to explore, exploration drilling, carrying costs of unproved properties, and any other activities relating to evaluation of technical feasibility and commercial viability of extracting oil and gas resources. OER will expense items that are not directly attributable to the exploration and evaluation asset pool. Costs that are incurred prior to obtaining the legal right to explore, develop or extract resources are expensed in the statement of income (loss) as incurred. Costs that are capitalized are recorded using the cost model with which they will be carried at cost less accumulated impairment. Costs that are capitalized are accumulated in cost centers by well, field or exploration area pending determination of technical feasibility and commercial viability.

Once technical feasibility and commercial viability of extracting the oil or gas is demonstrable, intangible exploration and evaluation assets attributable to those reserves are first tested for impairment and then reclassified from exploration and evaluation assets to a separate category within Property Plant and Equipment ("PP&E") referred to as oil and gas development assets and oil and gas assets. If it is determined that commercial discovery has not been achieved, these costs are charged to expense.

Pre-license cost are expensed in the profit or loss in the period in which they occur.

Farm-out arrangements for E&E assets for which OER is the farmor are accounted for by recognizing only the cash payments received and do not recognize any consideration in respect of the value of the work to be performed by the farmee. The carrying value of the remaining interest is the previous cost of the full interest reduced by the amount of cash consideration received for entering the agreement. The effect will be that there is no gain recognized on the disposal unless the cash consideration received exceeds the carrying value of the entire asset held.

*Oil and gas assets*

When technical feasibility and commercial viability is determinable, costs attributable to those reserves are reclassified from E&E assets to a separate category within Property Plant and Equipment ("PP&E") referred to as oil and gas properties under development or oil and gas producing assets. Costs incurred subsequent to the determination of technical feasibility and commercial viability and the costs of replacing parts of property, plant and equipment are recognized as oil and gas interests only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in profit or loss as incurred. Such capitalized oil and natural gas interests generally represent costs incurred in developing proved and/or probable reserves and bringing in or enhancing production from such reserves, and are accumulated on a field or geotechnical area basis. The carrying amount of any replaced or sold component is derecognized. The costs of the day-to-day servicing of property and equipment are recognized in the statement of comprehensive loss as incurred.

Oil and gas assets are measured at cost less accumulated depletion and depreciation and accumulated impairment losses. Oil and gas assets are incorporated into Cash Generating Units "CGU's" for impairment testing.

The net carrying value of development or production assets is depleted using the unit of production method by reference to the ratio of production in the year to the related proved and probable reserves, taking into account estimated future development costs necessary to bring those reserves into production. Future development costs are estimated taking into account the level of development required to produce the reserves. These estimates are reviewed by independent reserve engineers at least annually.

Proved and probable reserves are estimated using independent reserve engineer reports and represent the estimated quantities of crude oil, natural gas and natural gas liquids which geological, geophysical and engineering data demonstrate with a specified degree of certainty to be recoverable in future years from known reservoirs and which are considered commercially producible.

**(p) Impairment**

The Group assesses its assets for indicators of impairments annually. All assets are reviewed whenever events or changes in circumstances indicate that the carrying amounts for those assets may not be recoverable. If assets are determined to be impaired, the carrying amounts of those assets are written down to their recoverable amount, which is the higher of fair value less costs to sell and value in use, the latter being determined as the amount of estimated risk-adjusted discounted future cash flows. For this purpose, assets are grouped into cash-generating units based on separately identifiable and largely independent cash inflows.

Estimates of future cash flows used in the evaluation for impairment of assets related to hydrocarbon production are made using risk assessments on field and reservoir performance and include expectations about proved reserves and unproved volumes, which are then risk-weighted utilising the results from projections of geological, production, recovery and economic factors.

Exploration and evaluation assets are tested for impairment by reference to group of cash-generating units (CGU). Such CGU groupings are not larger than an operating segment. A CGU comprises of a concession with the wells within the field and its related assets as this is the lowest level at which outputs are generated for which independent cash flows can be segregated. Management makes investment decisions/allocates resources and monitors performance on a field/concession basis. Impairment testing for E&E assets is carried out on a field by field basis, which is consistent with the Group's operating segments as defined by IFRS 8.

Impairments, except those related to goodwill, are reversed as applicable to the extent that the events or circumstances that triggered the original impairment have changed. Impairment charges and reversals are reported separately in the statement of profit or loss.

**(q) Non-current assets (or disposal groups) held for sale.**

Non-current assets are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at lower of carrying amount and fair value less costs to sell.

**(r) Production underlift and overlift**

The Group receives lifting schedules for oil production generated by the Group's working interest in certain oil and gas properties. These lifting schedules identify the order and frequency with which each partner can lift. The amount of oil lifted by each partner at the reporting date may not be equal to its working interest in the field. Some partners will have taken more than their share (overlifted) and others will have taken less than their share (underlifted). The initial measurement of the overlift liability and underlift asset is at the market price of oil at the date of lifting, consistent with the measurement of the sale and purchase. Overlift balances are subsequently measured at fair value, while underlift balances are carried at lower of carrying amount and current fair value. The change arising from this remeasurement is included in the profit or loss as other income or cost of sales.

**(s) Fair value**

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

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

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. External valuers are involved for valuation of significant assets, such as available for sale financial assets, investment properties and significant liabilities. Involvement of external valuers is decided upon annually by the valuation committee after discussion with and approval by the Group's audit committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Valuers are normally rotated every three years. The valuation committee decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Board analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the Board verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. The Board, in conjunction with the Group's external valuers, also compares the changes in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable. On an interim basis, the Board and the Group's external valuers present the valuation results to the audit committee and the Group's independent auditors. This includes a discussion of the major assumptions used in the valuations.

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

**(t) Offshore processing arrangements**

An offshore processing arrangement involves the lifting of crude oil from an owner (usually government/third party) in agreed specifications and quantities for a swap for agreed yields and specifications of refined petroleum products. Under such arrangements, the owner of the crude oil may not attach monetary value to the crude oil delivered to the Group or the refined products received from the Group. Rather, the owner defines the yields and specification of refined products expected from the Group. Sometimes, the owner may request the Group to deliver specific refined products, increase quantity of certain products contrary to previously agreed quantity ratios, or make cash payments in lieu of delivery of products not required ("retained products"). It is also possible that the owner may request the Group to pre-deliver refined products against future lifting of crude oil. Parties to offshore processing arrangements are often guided by terms and conditions codified in an Agreement/Contract. Such terms may include risk and title to crude oil and refined products, free on board or cost, insurance and freight deliveries by counterparties, obligations of counterparties, costs and basis of reimbursements, etc. Depending on the terms of an offshore processing arrangement, the Group may act as a principal or an agent.

**The Group acting in the capacity of a principal**

The Group acts as a principal in an offshore processing arrangement when it controls the promised good or service before transferring that good or service to the customer. When it is unclear whether the Group controls the promised good or service after consideration of the definition of control, then the following indicators are considered to determine if the Group has control:

- it has the primary responsibility for providing the products or services to the customer or for fulfilling the order, for example by being responsible for the acceptability of the products or services ordered or purchased by the customer;
- it has inventory risk before the specified good or service has been transferred to a customer or after transfer of control to the customer (for example, if the customer has a right of return); and
- the entity has discretion in establishing the price for the specified good or service. Establishing the price that the customer pays for the specified good or service may indicate that the entity has the ability to direct the use of that good or service and obtain substantially all of the remaining benefits.

The gross amount of the crude oil received by the Group under an offshore processing arrangement represents consideration for the obligation to the counterparty. Control passes to the counter party upon delivery of refined products. At this point, the Group determines the value of crude oil received using the market price on the date of receipt and records the value as revenue. In addition, the Group records processing fees received/receivable from the counterparty as part of revenue. The Group determines the value of refined products at cost and includes the value in cost of sales in the Statement of profit or loss. All direct costs relating to an offshore processing arrangement that are not reimbursable are included in cost of sales, where applicable, in the Statement of profit or loss. Such costs may include processing, freight, demurrage, insurance, directly attributable fees and charges, etc. All expenses, which are not directly related to an offshore processing arrangement is included as part of administrative expenses.

Where the Group lifted crude oil but delivered petroleum products subsequent to the accounting period, it does not record the value of the crude oil received as part of revenue. Rather, the Group records the value of crude oil received as deferred revenue under current liabilities.

Where the Group pre-delivered products in expectation of lifting of crude oil in future, it does not record the value in the statement of profit or loss in order to comply with the matching concept. Rather, it will deplete cash (where actual payment was done) or increase trade payables and receivables. The Group transfers the amount recognised from trade receivables to cost of sales and recognise the value of crude oil lifted as turnover, when crude oil is eventually lifted in respect of the pre-delivery.

The Group discloses letters of credit and amounts outstanding at the reporting date under contingent liabilities in the notes to the financial statements.

#### **The Group acting in the capacity of an agent**

The Group acts as an agent in an offshore processing arrangement where the gross inflows of economic benefits include amounts collected on behalf of a third party. Such amounts do not result in increases in equity for the Group. Thus, the amounts collected on behalf of the counterparty are not revenue. Instead, revenue is the amount of commission earned for acting as an agent. Costs incurred by the Group are done on behalf of the counterparty and they are fully reimbursable.

#### **(u) Investment property**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the period in which they arise, including the corresponding tax effect. Fair values are determined based on an annual valuation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. The Group has elected to state investment properties at fair value in accordance with IAS 40.

#### **(v) Contingent liabilities**

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because: (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (ii) the amount of the obligation cannot be measured with sufficient reliability. The Group does not recognise contingent liability but discloses it unless the possibility of an outflow of resources embodying economic benefits is remote. When the possibility of an outflow of economic benefits becomes more than remote but less than probable, contingent liability is disclosed. If it becomes probable that there will be an outflow of economic benefits, a provision is recognised in the financial statements of the period in which the change in probability occurs (except in the extremely rare circumstances where no reliable estimate can be made). When the amount and timing of the liability become certain, the obligation is presented as a trade or other payable or as a financial liability. Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability while the Group recognises a provision for the part of the obligation for which an outflow of resources embodying economic benefits is probable, except in the extremely rare circumstances where no reliable estimate can be made.

#### **(w) Contingent assets**

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Group does not recognise a contingent asset since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and both the asset and income are recognised in the financial statements of the period in which the change occurs. The Group discloses contingent assets where an inflow of economic benefits is probable.

#### **(x) ECL on financial guarantee contracts**

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. For loan commitments and financial guarantee contracts, the date that the entity becomes a party to the irrevocable commitment shall be considered to be the date of initial recognition for the purposes of applying the impairment requirements.

Initial recognition

An issued financial guarantee contract is a financial liability, which is initially recognised at fair value. If the financial guarantee contract is issued to an unrelated party at arms-length, the initial fair value is likely to equal the premium received. If no premium is received (often the case in intragroup situations), the fair value must be determined using a different method that quantifies the economic benefit of the financial guarantee contract to the holder.

Subsequent measurement

After initial recognition, an issuer of a financial guarantee contract shall subsequently measure it at the higher of:

- a) the IFRS 9 expected credit loss (ECL); and
- b) the amount initially recognised (i.e. fair value) less any cumulative amount of income/ amortisation recognised.

At each reporting date, an entity in the Group shall assess whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the entity shall use the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. Furthermore, the entity shall compare the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The entity may assume that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

**3 Segment information**

**3.1 Primary reporting format - business segments**

At 31 March 2025, the Group had four operating segments namely:

- (i) Exploration and production (E&P) – involved in the exploration for and production of oil and gas through the acquisition of rights in oil blocks on the Nigerian continental shelf and deep offshore and São Tomé and Príncipe "STP".
- (ii) Supply and Trading – involved in trading of crude, refined and unrefined petroleum products.
- (iii) Mining & infrastructure development - exploration and mining of solid minerals.
- (iv) Corporate and others

**3.2 The segment results for the period ended 31 March 2025 are as follows:**

	Exploration & Production	Supply & Trading	Mining & Infrastructure Development	Corporate & Others*	Group
	N'000	N'000	N'000	N'000	N'000
Total gross segment sales	124,518,480	805,809,657	-	7,264,120	937,592,257
Inter-segment sales	-	-	-	(5,018,657)	(5,018,657)
Revenue from external customers*	124,518,480	805,809,657	-	2,245,463	932,573,600
Operating loss	(109,096,742)	(4,879,779)	(25,748)	(6,336,896)	(120,339,165)
Finance cost - (net)*	83,548,936	(353,360)	-	(15,418,589)	67,776,987
Share of profit in associate	-	-	-	-	-
Loss before income tax*	(25,547,806)	(5,233,139)	(25,748)	(21,755,485)	(52,562,178)
Income tax credit*	165,619,761	-	-	-	165,619,761
Profit/(loss) for the period	140,071,955	(5,233,139)	(25,748)	(21,755,485)	113,057,583

**The segment results for the period ended 31 March 2024 are as follows:**

	Exploration & Production	Supply & Trading	Mining & Infrastructure Development	Corporate & Others*	Group
	N'000	N'000	N'000	N'000	N'000
Total gross segment sales	71,620,175	843,453,614	-	349,376,774	1,264,450,563
Inter-segment sales	-	-	-	(349,030,625)	(349,030,625)
Revenue from external customers*	71,620,175	843,453,614	-	346,149	915,419,938
Operating profit/(loss)*	122,255,630	(4,602,256)	(1,330,314)	878,744	117,201,804
Finance cost - (net)*	(32,565,377)	(4,078,400)	-	(10,211,309)	(46,855,086)
Share of profit in associate	-	-	-	-	-
Profit/(loss) before income tax*	89,690,253	(8,680,656)	(1,330,314)	(9,332,565)	70,346,718
Income tax expense*	(9,271,109)	-	-	(1,729,651)	(11,000,760)
Profit/(loss) for the period	80,419,144	(8,680,656)	(1,330,314)	(11,062,216)	59,345,958

**3.3 Reconciliation of reporting segment information for the three months ended 31 March 2025 are as follows:**

	Revenue N'000	Operating loss N'000	Finance income (net) N'000	Loss before income tax N'000	Income tax credit N'000
As reported in the segment report	937,592,257	(120,339,165)	67,776,987	(52,562,178)	165,619,761
Elimination of inter-segment transactions on consolidation	(5,018,657)	-	-	-	-
As reported in the statement of profit or loss	932,573,600	(120,339,165)	67,776,987	(52,562,178)	165,619,761

**Reconciliation of reporting segment information for the three months ended 31 March 2024 are as follows:**

	Revenue N'000	Operating profit N'000	Finance cost (net) N'000	Profit before income tax N'000	Income tax expense N'000
As reported in the segment report	1,264,450,563	117,201,804	(46,855,086)	70,346,718	(11,000,760)
Elimination of inter-segment transactions on consolidation	(349,030,625)	-	-	-	-
As reported in the statement of profit or loss	915,419,938	117,201,804	(46,855,086)	70,346,718	(11,000,760)

Profit on inter-segment sales have been eliminated on consolidation.

**4 Other operating (loss)/income**

	Group 31 Mar. 2025 N'000	Group 31 Mar. 2024 N'000	Company 31 Mar. 2025 N'000	Company 31 Mar. 2024 N'000
Foreign exchange gain	15,322,055	248,295,434	715,308	185,627,176
Fair value loss on commodity options	(2,587,292)	(271,010)	-	-
Fair value loss on modification of financial asset	(311,567,487)	-	-	-
Rental income	-	-	23,568	23,568
Fair value gain on quoted equity instruments	-	14,377	-	14,377
Insurance claim received	27,228	23,547	6,690	10,247
Intercompany debt forgiveness	-	-	420,363,089	-
Sundry (loss)/income	(3,092,325)	388	875,785	984,696
	(301,897,821)	248,062,736	421,984,440	186,660,064

5

Impairment of assets, net

	Group 31 Mar. 2025 N'000	Group 31 Mar. 2024 N'000	Company 31 Mar. 2025 N'000	Company 31 Mar. 2024 N'000
(Reversal of impairment)/impairment on finance lease	-	(372,556)	-	168,910
(Reversal of impairment)/impairment on trade and other receivables, net	(182,287,044)	3,739,093	432,774,583	30,157,300
<b>Total (reversal of impairment)/impairment of financial assets, net</b>	<b>(182,287,044)</b>	<b>3,366,537</b>	<b>432,774,583</b>	<b>30,326,210</b>

6

Property, plant and equipment

6.1

Group	Upstream Assets N'000	Land and buildings N'000	Plant and machinery N'000	Fixtures, fittings, motor vehicle and equipment N'000	Total N'000
Opening net book amount - 1 January 2024	1,016,849,655	340,229	13,525,990	3,732,886	1,034,448,760
Decommissioning costs (revision of estimates)	(426,469,431)	(79,652)	(2,689,276)	(2,522,944)	(431,761,303)
Decommissioning costs from business acquisition - Note 41	363,658,946	-	-	431	363,659,377
Additions	(436,654,096)	(422,084)	(10,666,683)	(2,065,809)	(449,808,672)
Additions - business acquisition (Note 41)	1,479,643,834	-	2,382,097	2,898,252	1,484,924,183
Transfer from exploration and evaluation asset	33,508,222	-	-	-	33,508,222
Disposal of asset	-	-	-	(987)	(987)
Exchange difference	1,104,445,049	-	20,133,071	6,867,060	1,131,445,180
Closing net book amount - 31 December 2024	3,134,982,179	(161,507)	22,685,199	8,908,889	3,166,414,760
Cost	4,289,039,004	446,845	51,334,566	26,507,836	4,367,328,251
Accumulated depreciation	(1,154,056,825)	(608,352)	(28,649,367)	(17,598,947)	(1,200,913,491)
<b>Net book value</b>	<b>3,134,982,179</b>	<b>(161,507)</b>	<b>22,685,199</b>	<b>8,908,889</b>	<b>3,166,414,760</b>

Company	Land and buildings N'000	Plant and machinery N'000	Fixtures, fittings, motor vehicle and equipment N'000	Total N'000
Opening net book amount - 1 January 2024	340,229	10,905	1,116,456	1,467,590
Addition	-	-	637,092	637,092
Depreciation charge	(79,652)	-	(383,360)	(463,012)
Closing net book amount - 31 December 2024	260,577	10,905	1,370,188	1,641,670
At 31 December, 2019				
Cost	868,929	123,641	4,426,625	5,419,195
Accumulated depreciation	(608,352)	(112,736)	(3,056,437)	(3,777,525)
<b>Net book value</b>	<b>260,577</b>	<b>10,905</b>	<b>1,370,188</b>	<b>1,641,670</b>

6.2

Group	Upstream Assets N'000	Land and buildings N'000	Plant and machinery N'000	Fixtures, fittings, motor vehicle and equipment N'000	Total N'000
Opening net book amount - 1 January 2025	3,134,982,179	(161,507)	22,685,199	8,908,889	3,166,414,760
Decommissioning cost	30,887,475	-	-	-	30,887,475
Addition	43,057,829	934,364	1,700	1,705,401	45,699,294
Depletion/depreciation charge	(19,637,352)	(21,033)	-	(1,060,138)	(20,718,523)
Exchange difference	1,589,706	(258)	14,677	(4,167)	1,599,958
Closing net book amount - 31 March 2025	3,190,879,837	751,566	22,701,576	9,549,985	3,223,882,964
Cost	4,365,772,864	1,380,935	51,369,496	28,257,809	4,446,781,104
Accumulated depreciation	(1,174,893,027)	(629,369)	(28,667,920)	(18,707,824)	(1,222,898,140)
<b>Net book value</b>	<b>3,190,879,837</b>	<b>751,566</b>	<b>22,701,576</b>	<b>9,549,985</b>	<b>3,223,882,964</b>

Company	Land and buildings N'000	Plant and machinery N'000	Fixtures, fittings, motor vehicle and equipment N'000	Total N'000
Opening net book amount - 1 January 2025	260,577	10,905	1,370,188	1,641,670
Addition	762,098	-	660,521	1,422,619
Depreciation charge	(21,723)	-	(123,129)	(144,852)
Closing net book amount - 31 March 2025	1,000,952	10,905	1,907,580	2,919,437
Cost	1,631,027	123,641	5,087,146	6,841,814
Accumulated depreciation	(630,075)	(112,736)	(3,179,566)	(3,922,377)
<b>Net book value</b>	<b>1,000,952</b>	<b>10,905</b>	<b>1,907,580</b>	<b>2,919,437</b>



7 Intangible assets

7.1 Group

	Goodwill N'000	Software* N'000	Exploration and Evaluation asset** N'000	Total N'000
Opening net book amount - 1 January 2024	564,083,631	-	58,352,766	622,436,397
Addition	-	-	2,267,891	2,267,891
Transfer to Upstream Asset	-	-	(33,508,222)	(33,508,222)
Exchange difference	398,840,836	-	41,037,376	439,878,212
Closing net book amount as at 31 December 2024	962,924,467	-	68,149,811	1,031,074,278
Cost	1,588,200,966	714,200	365,330,933	1,954,246,099
Accumulated amortisation and impairment	(625,276,499)	(714,200)	(297,181,122)	(923,171,821)
<b>Net book value</b>	962,924,467	-	68,149,811	1,031,074,278

Company

	Software N'000
Opening net book amount - 1 January 2024	-
Amortisation	-
Closing net book amount as at 31 December 2024	-
Cost	714,200
Accumulated amortisation and impairment	(714,200)
<b>Net book value</b>	-

7.2 Group

	Goodwill N'000	Software* N'000	Exploration and Evaluation asset** N'000	Total N'000
Opening net book amount - 1 January 2024	962,924,467	-	68,149,811	1,031,074,278
Addition	-	-	136,706	136,706
Exchange difference	626,054	-	44,097	670,151
Closing net book amount - 31 March 2025	963,550,521	-	68,330,614	1,031,881,135
Cost	1,589,220,167	714,200	365,701,305	1,955,635,672
Accumulated amortisation and impairment	(625,669,646)	(714,200)	(297,370,691)	(923,754,537)
<b>Net book value</b>	963,550,521	-	68,330,614	1,031,881,135

Company

	Software N'000
Opening net book amount - 1 January 2024	-
Addition	-
Amortisation	-
Closing net book amount - 31 March 2025	-
Cost	714,200
Accumulated amortisation and impairment	(714,200)
<b>Net book value</b>	-

\*\*The above exploration and evaluation assets represent expenditures arising from the exploration and evaluation of oil and gas interests. The costs relate to oil and gas properties primarily located in Nigeria and São Tomé and Príncipe "STP". The technical feasibility and commercial viability of extracting oil and gas has not yet been determined in relation to the above properties, and therefore, they remain classified as exploration and evaluation assets at March 31, 2025

8 Investment property

	Group 31 Mar. 2025 N'000	Group 31 Dec 2024 N'000	Company 31 Mar. 2025 N'000	Company 31 Dec 2024 N'000
Fair value of the properties:				
Land located in Abuja (5,168.14 sqm)	5,961,950	5,961,950	5,961,950	5,961,950
Land located in Lagos (10,864.11 sqm)	9,234,000	9,234,000	9,234,000	9,234,000
	15,195,950	15,195,950	15,195,950	15,195,950
	Group 31 Mar. 2025 N'000	Group 31 Dec 2024 N'000	Company 31 Mar. 2025 N'000	Company 31 Dec 2024 N'000
Opening balance	15,195,950	12,060,900	15,195,950	12,060,900
Fair value gain recognised in statement of profit or loss	-	3,135,050	-	3,135,050
Closing balance	15,195,950	15,195,950	15,195,950	15,195,950

The Company acquired an investment property (a land) in 2017 and perfected the title of another in 2019. These were classified as investment properties as management's intention for use is yet to be determined and the fair value of the properties at December 2024 were determined using the direct market comparison method of valuation by Ayodeji Odeleye (FRC/2014/NIESV/00000007152), a representative of the independent estate valuer, Biodun Odeleye and Co. (FRC/2024/COY/529517).

9 Right-of-use assets

	Group 31 Mar. 2025 N'000	Group 31 Dec 2024 N'000	Company 31 Mar. 2025 N'000	Company 31 Dec 2024 N'000
Opening balance	43,546,367	19,535,433	12,410,009	12,310,177
Additions	-	280,229	-	-
Business acquisition	-	23,559,514	-	-
Change in estimate of restoration cost	-	102,833	-	102,833
Modification	-	(3,001)	-	(3,001)
Exchange difference on translation	34,374	71,359	-	-
Closing balance	43,580,741	43,546,367	12,410,009	12,410,009

*Depreciation*

Opening balance	(16,642,102)	(13,466,294)	(10,916,919)	(9,405,137)
Charge for the period	(826,555)	(3,176,870)	(408,045)	(1,511,782)
Exchange difference on translation	(7,769)	1,062	-	-
Closing balance	(17,476,426)	(16,642,102)	(11,324,964)	(10,916,919)

Net book value

<b>26,104,315</b>	<b>26,904,265</b>	<b>1,085,045</b>	<b>1,493,090</b>
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**10 Investment in associates Group**

Carrying value:  
At 1 January 2024  
Share of profit in associate  
Dividend paid  
Exchange difference  
At 31 December 2024

Alliance Oil Producing Nigeria Limited N'000	Umugini Asset Company Limited N'000	Total N'000
-	5,046,606	5,046,606
-	2,777,443	2,777,443
-	(3,585,389)	(3,585,389)
-	3,603,776	3,603,776
-	7,842,436	7,842,436

**2025**

At 1 January 2025  
Exchange difference  
At 31 March 2025

Alliance Oil Producing Nigeria Limited N'000	Umugini Asset Company Limited N'000	Total N'000
-	7,842,436	7,842,436
-	5,098	5,098
-	7,847,534	7,847,534

**Umugini Pipeline Infrastructure Limited**

Umugini Pipeline Infrastructure Limited, formerly Umugini Asset Company Limited until January 2, 2019 when Corporate Affairs Commission granted approval to effect the change of name after a special resolution was passed by the board of directors on July 24, 2018.

The principal activity of Umugini Pipeline Infrastructure Limited "UPIL" is to carry on the business of planning, design, construction, ownership and provision of crude pipeline and fiscal metering facilities for the custody, operation, maintenance, handling and transportation by pipeline of stabilized crude on behalf of the shareholders and other oil and gas producing companies to downstream crude oil terminal facilities.

The associate has share capital consisting solely of Ordinary Shares, which are held in trust by Energia Limited for the Company's indirect subsidiary, Oando Production and Development Company Limited (OPDCL) in 2012 until the shares will be transferred to the joint venture company set up by both parties.

The transfer was effected on 8 March 2019 to Ebegwati Pipeline Company Limited (a joint venture company set up to hold shares in UACL). Through the shareholder and heads of terms agreement, OPDCL is guaranteed a seat on the board of UACL and participates in all significant financial and operating decisions even though it only holds 11.25% ownership.

**Alliance Oil Producing Nigeria Limited**

Alliance Oil Producing Nigeria Limited (Alliance) was incorporated on 22 November 1994 with ARC Oil and Gas Nigeria Limited owning 60% and Oando PLC owning 40% of the share capital.

The licence for OPL 282 has expired as such, the investment in the associate has been fully impaired.

**11 Financial assets at fair value through profit or loss**

**Current**

At start of the year  
Additions  
Exchange difference

Group 31 Mar. 2025 N'000	Group 31 Dec 2024 N'000	Company 31 Mar. 2025 N'000	Company 31 Dec 2024 N'000
442,671	138,654	422,562	138,654
782,693	20,857	-	-
10	-	-	-
<b>1,225,374</b>	<b>442,671</b>	<b>422,562</b>	<b>422,562</b>

**12 Inventories**

Crude oil  
Materials  
Consumables  
Provision for slow moving inventory

Group 31 Mar. 2025 N'000	Group 31 Dec 2024 N'000	Company 31 Mar. 2025 N'000	Company 31 Dec 2024 N'000
17,917,166	34,546,825	(23,413)	-
38,729,882	12,739,608	-	-
11,404	12,324	-	-
56,658,452	47,298,757	(23,413)	-
(451,801)	(451,507)	-	-
<b>56,206,651</b>	<b>46,847,250</b>	<b>-</b>	<b>-</b>

**13 Trade & other receivables and contract assets**

Trade receivables  
Other receivables  
Withholding tax receivable  
Amounts due from related companies  
Less: allowance for impairment of other receivables

Group 31 Mar. 2025 N'000	Group 31 Dec 2024 N'000	Company 31 Mar. 2025 N'000	Company 31 Dec 2024 N'000
721,763,782	607,896,259	4,619,762	4,616,653
558,408,448	652,640,492	485,871,993	65,548,020
4,585,717	4,680,766	3,737,823	3,737,823
-	-	223,497,066	229,888,471
1,284,757,947	1,265,217,517	717,726,644	303,790,967
(589,872,295)	(514,959,572)	(714,829,728)	(282,063,719)
<b>694,885,652</b>	<b>750,257,945</b>	<b>2,896,916</b>	<b>21,727,248</b>

**14 Short term investments**

Short term investments

Group 31 Mar. 2025 N'000	Group 31 Dec 2024 N'000	Company 31 Mar. 2025 N'000	Company 31 Dec 2024 N'000
30,492,015	2,797,958	2,838,330	2,797,958

**15 Cash and bank balance (including restricted cash)**

Cash at bank and in hand  
Restricted cash\*

Group 31 Mar. 2025 N'000	Group 31 Dec 2024 N'000	Company 31 Mar. 2025 N'000	Company 31 Dec 2024 N'000
303,897,089	221,775,277	2,197,963	4,410,854
20,364,451	54,243,431	-	-

\*Restricted cash relates to cash collateral and is excluded from cash and cash equivalents for cash flows purposes. For the purposes of the statement of cash flows, cash and cash equivalents comprise cash in hand, deposits held on call with banks, net of bank overdrafts. In the statement of financial position, bank overdrafts are included in borrowings under current liabilities. The cash and cash equivalents at the end of the period comprise the following:

		Group	Group	Company	Company
		31 Mar. 2025	31 Dec 2024	31 Mar. 2025	31 Dec 2024
		N'000	N'000	N'000	N'000
<b>b</b>	<b>Cash and cash equivalents</b>				
	Cash and bank balance as above	303,897,089	221,775,277	2,197,963	4,410,854
	Bank overdrafts (Note 17)	(37,259,573)	(66,428,996)	-	-
		<u>266,637,516</u>	<u>155,346,281</u>	<u>2,197,963</u>	<u>4,410,854</u>
<b>16</b>	<b>Trade and other payables</b>				
	Trade payables	1,454,668,967	1,288,938,987	8,258,493	7,973,286
	Other payables	301,308,029	492,910,665	21,725,851	18,406,443
	Statutory payables (WHT, VAT, PAYE etc.)	50,285,908	47,395,812	10,182,883	9,488,727
	Accrued expenses	774,007,870	717,560,828	72,466,198	66,413,522
	Amounts due to related companies	-	-	184,327,564	184,470,110
		<u>2,637,996,268</u>	<u>2,547,443,382</u>	<u>296,960,989</u>	<u>286,752,088</u>
<b>17</b>	<b>Borrowings</b>				
	<b>Current</b>				
	Bank loans	1,310,090,118	1,247,066,414	113,627,894	113,615,915
	Bank overdraft	37,259,573	66,428,996	-	-
		<u>1,347,349,691</u>	<u>1,313,495,410</u>	<u>113,627,894</u>	<u>113,615,915</u>
	<b>Non-current</b>				
	Bank loan	1,691,244,984	1,458,388,478	9,764,533	10,525,847
	<b>Total borrowings</b>	<u>3,038,594,675</u>	<u>2,771,883,888</u>	<u>123,392,427</u>	<u>124,141,762</u>
<b>18</b>	<b>Lease liabilities</b>				
	Opening balance	31,406,761	5,880,935	57,917,758	38,961,674
	Additions	-	280,229	-	-
	Business acquisition (Note 30)	-	26,067,092	-	-
	Interest expense	173,492	1,092,621	792,848	4,815,580
	Payments	(1,022,414)	(3,659,958)	(3,543,076)	(13,048,035)
	Modification	-	(1,306,356)	-	(3,001)
	Transfer to WHT liability	-	(11,006)	-	(11,006)
	Exchange difference	42,141	3,063,204	17,107	27,202,546
	Closing balance	<u>30,599,980</u>	<u>31,406,761</u>	<u>55,184,637</u>	<u>57,917,758</u>
	Current lease liabilities	30,023,545	8,043,281	44,866,480	43,799,278
	Non-current lease liabilities	576,435	23,363,480	10,318,157	14,118,480
		<u>30,599,980</u>	<u>31,406,761</u>	<u>55,184,637</u>	<u>57,917,758</u>
<b>19</b>	<b>Decommissioning provisions</b>				
	Decommissioning of oil and gas fields	748,080,495	698,078,803	-	-
	Asset restoration obligation - Building	252,936	241,474	252,936	241,474
	Balance, end of year	<u>748,333,431</u>	<u>698,320,277</u>	<u>252,936</u>	<u>241,474</u>
	Non current portion	730,763,113	672,710,465	252,936	241,474
	Current	17,570,318	25,609,812	-	-
		<u>748,333,431</u>	<u>698,320,277</u>	<u>252,936</u>	<u>241,474</u>

The decommissioning provisions represent present value of decommissioning costs relating to oil & gas assets. These provisions have been arrived at based on internal estimates. The estimates are reviewed regularly to take account of material changes to the underlying assumptions. A corresponding amount is included under property, plant and equipment and depreciated in accordance with the accounting policy.

	Number of shares (thousands)	Ordinary shares N'000	Share premium N'000
<b>20</b>			
<b>Share capital &amp; share premium</b>			
At 1 January 2024 and 31 December 2024	12,431,412	6,215,706	176,588,527
At 1 January 2025 and 31 March 2025	12,431,412	6,215,706	176,588,527

		Three months ended 31 March 2025 N'000	Three months ended 31 March 2024 N'000
<b>21</b>	<b>Profit per share</b>		
<b>GROUP</b>			
	Profit attributable to equity holders of the parent	111,288,879	59,459,681
	Weighted average number of Ordinary shares outstanding (thousands)	12,431,412	12,431,412
	<b>Basic profit per share (expressed in Naira per share)</b>	9	5
<b>COMPANY</b>			
	Loss attributable to equity holders of the parent	(28,942,739)	(210,941,587)
	Weighted average number of Ordinary shares outstanding (thousands):	12,431,412	12,431,412
	<b>Basic loss per share (expressed in Naira per share)</b>	(2)	(17)

Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of Ordinary Shares outstanding to assume conversion of all dilutive potential Ordinary Shares. However, there were no convertible debts at 31 March 2025.

22	Net cash flows (used in)/generated from operating activities before changes in working capital	Group	Group	Company	Company
		31 Mar. 2025 N'000	31 Mar. 2024 N'000	31 Mar. 2025 N'000	31 Mar. 2024 N'000
	Reconciliation of (loss)/profit before income tax to cash (used in)/generated from operations:				
	(Loss)/profit before income tax	(52,562,178)	70,346,718	(28,942,739)	(209,211,936)
	Adjustments for:				
	Interest income	(149,595,452)	(8,222,202)	(677,176)	(1,148,699)
	Interest expenses	77,503,825	43,698,786	14,055,254	12,335,438
	Depreciation on property, plant and equipment	20,718,523	11,208,141	144,852	121,632
	Depreciation to right-of-use asset	826,555	774,070	408,045	377,946
	(Reversal of impairment)/impairment on current receivables	(182,287,044)	3,739,092	432,774,583	30,157,300
	(Reversal of impairment)/impairment on finance lease	-	(372,556)	-	168,910
	Unwinding of discount on provisions	4,314,640	11,378,501	11,462	3,869
	Net foreign exchange (gain)/loss	64,852,301	75,196,046	28,356	7,133,522
	Gratuity provisions	148,109	87,105	-	-
	Fair value loss on commodity options	2,587,291	-	-	-
	Premium paid on hedges	-	271,010	-	-
	Fair value gain on financial assets at fair value through profit or loss	-	(14,377)	-	(14,377)
		(213,493,430)	208,090,334	417,802,637	(160,076,395)
23	Net changes in working capital	Group	Group	Company	Company
		31 Mar. 2025 N'000	31 Mar. 2024 N'000	31 Mar. 2025 N'000	31 Mar. 2024 N'000
	Decrease/(increase) in receivables and prepayments - current	57,701,183	114,727,768	(414,023,105)	106,990,090
	(Increase)/decrease in inventories	(9,328,657)	5,651,706	23,413	-
	Increase in short-term investments	(27,694,057)	(23,258)	(40,372)	(23,258)
	Increase/(decrease) in payables and accrued expenses	26,261,290	67,608,617	(3,047,507)	53,812,782
		46,939,759	187,964,833	(417,087,571)	160,779,614

#### 24 Seasonality or cyclical of operations

The group operate on a 12 month calendar cycle commencing January 1 of every year till December 31st of same year. Seasonal fluctuations in revenue and other transactions are recorded whenever such arises.

#### 25 Unusual items

No unusual transactions were recorded during the period under review except as disclosed in these unaudited financial statements.

#### 26 Estimates and changes

The group accounted for depreciation, depletion and amortization ("DD&A") and decommissioning provision using the latest reserves valuation.

Other than these, no significant changes occurred in procedures and methods used in carrying out accounting estimates.

#### 27 Issuance, repurchases, and repayment of debts and equity securities

Debt issuance and repayments occurred in the ordinary course of business.

#### 28 Dividends

No dividends were declared or paid by the Company to its shareholders during the period under review.

#### 29 Significant events after the end of the interim period.

#### a) Oando PLC's 'Go- Private' arrangement

##### Venus Construction Limited & 13 others v Oando PLC & Ors

On March 25, 2021, a petition was filed by fourteen (14) shareholders of the Company holding a total of 299,257,869 shares (the "Petition"). The Petition (in Suit No: FHC/L/CP/494/2021) was filed for and on behalf of Oando's minority shareholders led by Venus Construction Company Limited and is brought pursuant to sections 353, 354 and 355 of the Companies and Allied Matters Act 2020 ("CAMA"). Ocean and Oil Development Partners Limited ("OODP") and the Company were listed as 1st and 2nd Respondents (together, the "Respondents"). The Petitioners requested that the Court ordered the buyout of their entire shareholding either by OODP or the Company. OODP in response to the Petition, filed an Answer and a Cross Petition dated 15th March 2022 stating that it is willing and ready to buy out the minority shareholders via a members' scheme of arrangement to the Company for presentation to its shareholders at a general meeting, in order to place itself in a position to inject further capital into the Company and facilitate the reorganization of the Company's capital structure. On March 30, 2023, Oando PLC notified Nigerian Exchange Limited ("NGX") and Johannesburg Stock Exchange Limited ("JSE Limited") that OODP has offered to acquire the shares of all minority shareholders in the Company ("Scheme Shareholders"). Upon receipt of all requisite approvals the Company will subsequently be delisted from NGX and JSE and re-registered as a private company (the "Transaction").

It is intended that the Transaction will be executed through a Scheme of Arrangement ("Scheme"), in accordance with Section 715 of the Companies and Allied Matters Act, 2020 (as amended), and other applicable laws, rules, and regulations. Under the Scheme, the current proposal that each Scheme Shareholder shall be entitled to receive the sum of N7.07 in cash or its equivalent in South African Rand (ZAR) for every ordinary share held by the qualified Scheme Shareholders at the Effective Date of the Scheme ("Scheme Consideration"). The proposed Scheme Consideration represented a 58% premium to the last traded share price of Oando on 28 March 2023, being the day prior to the date of submission of the Scheme application to the Securities and Exchange Commission ("SEC").

Consequently, Oando PLC has applied for the SEC's 'No Objection' to the Scheme. The effectiveness of the Scheme is however subject to the approval of the shareholders of Oando at the Court-Ordered Meeting of the Company, as well as the sanction of the Federal High Court. The terms and conditions of the Transaction will be provided in the Scheme Document which will be dispatched to all shareholders following the receipt of an order from the Federal High Court to convene a Court-Ordered Meeting. If the conditions of the Transaction are satisfied and same is sanctioned by the Federal High Court, the Company will be delisted from NGX and JSE and re-registered as a private company.

On May 22, 2023, Honourable Justice Aneke sitting at the Federal High Court, Ikoyi, Lagos Division (the "Court") further adjourned the matter to 10th October 2023. The adjournment to 10th October 2023 is to enable report by the Company of its compliance with the Court's order dated June 7, 2022 directing the Company to file its Scheme of Arrangement document with the Securities and Exchange Commission (SEC) and the NGX within 30 days, among other orders (the "Court Order"), and update the Court on the status of the Scheme of Arrangement.

#### Minority Shareholder Objection Suits

OODP has filed a Notice of Appeal against the Court's ruling on the ground that the Court failed to consider all arguments brought before it and it lacked the power to vary its own order as it was seized of jurisdiction after the ruling.

The Navida (FOI matter) came up on 27th November 2024 for hearing of pending applications. On 27th November, 2024 the Court announced that it would hear only non-contentious applications on the day, and directed parties with contentious applications to select further dates. Consequently, it has been adjourned to 11th February 2025, for the hearing of Oando's Preliminary Objection and the Originating Application. On 11th February, 2025, Counsel moved Oando Plc's Preliminary Objection dated 6th September, 2024 and the Applicants' Counsel argued in opposition to the Preliminary Objection.

The Applicants also argued their Originating Summons filed on 23rd February 2024. Counsel to Oando Plc and SEC respectively, adopted their Written Addresses and argued in opposition to the Applicants' Originating Summons. The matter was subsequently adjourned to 24th of April 2025 for Ruling. On 24th April 2025, the matter was scheduled for Ruling before Justice Allagoo at the Federal High Court, Ikoyi Lagos. However, the Court was on Easter Vacation and did not sit. Counsel is to communicate further adjourned date for the ruling to be taken

ii) Aderemi Engunjobi & Ors v Oando PLC & Ors

The applicants instituted the action at the Federal High Court Lagos via Originating Summons dated 26th July, 2023 and filed on 27th July, 2023, seeking inter-alia for orders of the Court restraining Oando Plc, Ardova Plc, and Coronation Insurance Plc from passing resolutions approving the Scheme of Arrangement and "forcefully" purchasing the shares at the proposed price, restraining the CAC and SEC from sanctioning or approving the purchase of the shares "compulsorily" or "forcefully" by the Respondents, the sum of N10,000,000 against the Respondents in general damages and costs as may be determined by the Court.

The court granted the ex-parte application of the applicants to urgently hear the matter during the Courts vacation, setting 14th August, 2023 as the return date to hear the motion for interlocutory injunction. However, on the said date the Court noted that the Application was not ripe for hearing since most of the parties had not been served and adjourned the matter to 22nd August 2023 for the hearing. On 22nd August, 2023 the matter was not on the cause list and could not be heard because the Registry had failed to transmit the files from the previous vacation Judge (Honourable Justice Oweibo) to the newly assigned vacation Judge (Honourable Justice Aluko). Counsel to the Applicants informed the Court that there were several cases with the same subject matter as this instant suit before different Judges and of his intention to write to the Administrative Judge to assign all matters similar with this suit to a single Judge to avoid conflicting decisions. The Court stated that it was its duty to hear all matters filed during this period hence the matter was adjourned to 6th September 2023. On 6th September, 2023 the Applicants and their counsel were unrepresented in Court. Consequently, submissions were made by counsel to the Respondents respectively, urging the Court to set aside the Order granting leave for the matter to be heard during the vacation period and striking out the pending motion for interlocutory injunction. Consequently, the Court ruled that there was no justification for the absence of the Applicants who initiated the legal action against the Respondents, set aside the Order granting leave to hear the matter during the vacation period and ordered that the case file be returned to the Court Registry. The matter was assigned to Justice Aluko and adjourned to 25th of April 2024 for Hearing of the Plaintiff's Application to set aside the Orders made on the 6th of September 2023 and for the hearing of the pending preliminary objection filed by the Respondents in the suit.

On 25th April, 2024 the application to set aside proceedings of 6th September was argued and the matter was adjourned to 28th of June 2024 for ruling on the plaintiff's motion to set aside the orders. On 28th June, 2024 the Court ruled in the claimant/applicant's favour setting aside the ruling of the court on September 6, 2023 where costs were awarded against the claimant. The matter came up on 23rd of January, 2025 for hearing of Oando's Originating Summons and Preliminary Objection. The Court proceeded to hear all pending applications of other counsel in the matter. Consequently, the matter was adjourned to 21st March, 2025 for hearing or further direction.

On 21st March, 2025 the matter was scheduled for the hearing of the Originating Summons and Pending Applications. However, the matter could not go on as scheduled due to the Court's busy schedule. The matter was subsequently adjourned to 15th May 2025 for hearing of the Originating Summons and Pending Applications. On 15th May, 2025 the matter was slated for the hearing of the Originating Summons and Pending Applications. However, the matter could not go on as scheduled due to absence of the Judge. A new date for hearing is yet to be communicated.

**b) Ministerial Consent on Participating Interest in OML 60-63**

On 7 November 2023, Nigeria AGIP Oil Company Limited (now Oando Energy Resources Nigeria Limited (OERNL) requested for ministerial consent to assign 19% participating interest in OML 60 - 63 (NAOC JV OMLs) to Oando Petroleum and Natural Gas Limited (OPNGL)(Asset Sale) and transfer of 1% participating interest in the NAOC JV OMLs to Oando Cooperatief (Asset Sale and Share Sale). On 2 April 2025, Nigerian Upstream Petroleum Regulatory Commission(NUPRC) notified OPNGL and OERNL of the fulfilment of conditions for obtaining Ministerial Consent and approved the new composition of the participating interest in OML 60-63 JV. In addition, NUPRC confirmed the payment of the sum of \$40,000 (Forty Thousand Dollars) as consent fee for the creation of the Security Interest for the 20% participating interest in OMLs 60 - 63.

**c) Upsizing of Reserve-Based Lending (RBL2) facility to \$375 million**

In June 2025, Oando Oil Limited, an upstream subsidiary of Oando PLC, successfully completed the upsizing of its Reserve-Based Lending ("RBL2") facility from a reduced balance of USD 100 million to USD 375 million. The RBL2 facility, originally secured in 2019 at USD 525 million, had been progressively repaid to USD 100 million by December 31, 2024.

The refinancing transaction was led by the African Export-Import Bank (Afreximbank), with support from Mercuria Asia Resources PTE Limited (Mercuria), and represents a significant milestone in the Group's ongoing capital restructuring efforts. The upsized facility provides enhanced financial flexibility and is expected to support Oando's strategic growth objectives, including its target to achieve production levels of 100,000 barrels of oil per day (bopd) and 1.5 billion cubic feet (Bcf) of gas per day by the end of 2029.

This development follows Oando's successful acquisition of Nigerian Agip Oil Company Limited in August 2024, which significantly expanded the Group's upstream asset portfolio. As of the date of this report, the Group holds approximately 1 billion barrels of oil equivalent (boe) in 2P reserves, operates 24 producing fields out of 40 discovered, and controls over 1,250 kilometers of pipelines, among other strategic infrastructure assets.

**d) Oando Announces share distribution to shareholders**

The shareholders of Oando PLC at the 45th Annual General Meeting (AGM) on 17 December 2024, approved a restructuring which culminates into a distribution of all or part of the existing shares received from Ocean & Oil Development Partners Limited (OODP Nigeria) as repayment of loan due to the Company, to shareholders on a pro-rata basis. On 5 February 2025, Oando PLC notified the Nigerian Exchange Limited and the public that the distribution of the shares will be in two (2) tranches in its first phase. The total number of ordinary shares to be distributed is 1,283,712,601 under Phase 1. For the first tranche under Phase 1, a total of 641,856,301 existing shares will be distributed on the basis of 1 (one) new ordinary shares of 50 kobo each for every twelve (12) existing ordinary shares held by members at the qualifying date of 14 February 2025. The qualification date for the second tranche will be 30 June 2025, and the distribution ratio will be determined and approved by the board in due course. The distribution will be effected upon receipt of relevant regulatory approvals and within 36 months commencing 30 January 2025.

No other significant events occurred between the quarter-end and date of approval of these unaudited consolidated and separate financial statements by the Board of directors.

**30 Business combinations**

The Company did not acquire any new interests in any new subsidiaries during the period under review.

**31 Long term investments**

The Company did not make any long term investments during the period under review.

**32 Restructuring and reversals of restructuring provisions**

No restructuring provisions or reversals of such provisions occurred during the period under review.

**33 Write-down of inventory to net realizable value**

The Company applied the recognition and measurement requirements on inventory as was applied in the most recent annual financials statements.

**34 Impairment loss of property, plant, equipment, intangible or other assets, and reversal of such impairment loss**

There was no loss from the impairment of property, plant and equipment, intangible assets or other assets and the reversal of such an impairment loss, except as disclosed in these unaudited consolidated and separate financial statements.

**35 Litigation settlements**

No significant litigation settlement occurred during the period under review.

**36 Related party transactions**

Significant related party transactions were in respect of intragroup sales, purchases, receivables and payables between related parties. Amounts in these regards have been eliminated on consolidation.